

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re

Venoco, LLC, *et al.*,

Debtors.¹

Chapter 11

Case No. 17-10828 (KG)

(Jointly Administered)

NOTICE OF **AMENDED**² AGENDA OF MATTERS SCHEDULED FOR
HEARING ON MAY 25, 2017 AT 10:00 A.M. (EASTERN TIME)³

ADJOURNED/RESOLVED MATTERS

1. Debtors' Motion For Entry Of A Final Order (I) Authorizing The Debtors To (A) Maintain And Renew Existing Insurance Policies And (B) Continue Prepetition Surety Bonds, And Pay Obligations Arising Thereunder, And (II) Authorizing Financial Institutions To Honor All Obligations Related Thereto (D.I. 9, Filed 4/17/17).

Objection Deadline: April 28, 2017 at 12:00 a.m. (ET).

Responses Received:

- a) Objection Of Aspen American Insurance Company To Debtors' Motion For Entry Of An Interim And Final Order (I) Authorizing The Debtors To (A) Maintain And Renew Existing Insurance Policies And (B) Continue Prepetition Surety Bonds, And Pay Obligations Arising Thereunder, And (II) Authorizing Financial Institutions To Honor All Obligations Related Thereto (D.I. 78, Filed 4/28/17);
- b) Declaration Of Robert K. Grennan In Support Of The Objection Of Aspen American Insurance Company To Debtors' Motion For Entry Of An Interim And Final Order (I) Authorizing The Debtors To (A) Maintain And Renew Existing Insurance Policies And (B) Continue Prepetition Surety Bonds, And Pay Obligations Arising Thereunder, And (II) Authorizing Financial Institutions To Honor All Obligations Related Thereto (D.I. 79, Filed 4/28/17);

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Venoco, LLC (3555); TexCal Energy (LP) LLC (0806); Whittier Pipeline Corporation (1560); TexCal Energy (GP) LLC (0808); Ellwood Pipeline, Inc. (5631); and TexCal Energy South Texas, L.P. (0812). The Debtors' main corporate and mailing address for purposes of these chapter 11 cases is: Venoco, LLC, 370 17th Street, Suite 3900, Denver, CO 80202-1370.

² **Modifications to the Notice of Agenda of Matters are indicated in bold text.**

³ The hearing will be held at the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 6th Floor, Courtroom 3, Wilmington, Delaware 19801.

- c) Declaration Of Scott A. Zuber, Esq. In Support Of The Objection Of Aspen American Insurance Company To Debtors' Motion For Entry Of An Interim And Final Order (I) Authorizing The Debtors To (A) Maintain And Renew Existing Insurance Policies And (B) Continue Prepetition Surety Bonds, And Pay Obligations Arising Thereunder, And (II) Authorizing Financial Institutions To Honor All Obligations Related Thereto (D.I. 80, Filed 4/28/17);
- d) Joinder Of U.S. Specialty Insurance Company And Its Affiliates To Aspen American Insurance Company And Aspen Specialty Insurance Company's Objection To Debtors' Motion For Entry Of An Interim And Final Order (I) Authorizing The Debtors To (A) Maintain And Renew Existing Insurance Policies And (B) Continue Prepetition Surety Bonds, And Pay Obligations Arising Thereunder, And (II) Authorizing Financial Institutions To Honor All Obligations Related Thereto (D.I. 83, Filed 4/28/17); and
- e) Supplement To The Objection Of Aspen American Insurance Company And Aspen Specialty Insurance Company's Objection To Debtors' Motion For Entry Of An Interim And Final Order (I) Authorizing The Debtors To (A) Maintain And Renew Existing Insurance Policies And (B) Continue Prepetition Surety Bonds, And Pay Obligations Arising Thereunder, And (II) Authorizing Financial Institutions To Honor All Obligations Related Thereto (D.I. 110, Filed 5/16/17).

Related Pleadings:

- a) Final Order (I) Authorizing The Debtors To Maintain And Renew Existing Insurance Policies And (B) Continue Prepetition Surety Bonds, And Pay Obligations Arising Thereunder, And (II) Authorizing Financial Institutions To Honor All Obligations Related Thereto (D.I. 43, Entered 4/18/17).

Status: The hearing on this matter has been adjourned to the hearing scheduled for June 20, 2017, at 2:00 p.m. (ET).

- 2. Debtors' Motion For Determination Of Tax Liability Under 11 U.S.C. §§ 105 And 505 (D.I. 90, Filed 5/4/17).

Objection Deadline: May 18, 2017 at 4:00 p.m. (ET).

Responses Received:

- a) Informal comments from the U.S. Trustee;
- b) Limited Objection Of Aspen American Insurance Company And Aspen Specialty Insurance Company To Debtors' Motion For Determination Of Tax Liability Under 11 U.S.C. §§ 105 And 505 (D.I. 119, Filed 5/18/17);
- c) Joinder Of U.S. Specialty Insurance Company And Its Affiliates To Limited Objection Of Aspen American Insurance Company And Aspen Specialty

Insurance Company To Debtors' Motion For Determination Of Tax Liability Under 11 U.S.C. §§ 105 And 505 (D.I. 123, Filed 5/18/17); and

- d) Joseph E. Holland, Assessor And Harry Hagen, Tax Collector For County Of Santa Barbara's Objection To Debtors' Motion For Determination Of Tax Liability (D.I. 128, Filed 5/18/17).

Related Pleadings: None.

Status: The hearing on this matter has been adjourned to the hearing scheduled for July 10, 2017, at 2:00 p.m. (ET).

MATTERS UNDER CERTIFICATION

3. Debtors' Motion For Entry Of Interim And Final Orders (I) Authorizing The Debtors To (A) Pay Certain Prepetition Wages, Other Compensation And Reimbursable Employee Expenses, And (B) Continue Employee Benefits Programs; And (II) Authorizing And Directing Financial Institutions To Honor All Obligations Related Thereto (D.I. 6, Filed 4/17/17).

Objection Deadline: May 18, 2017 at 4:00 p.m. (ET).

Responses Received: Informal comments from Zions Bancorporation, N.A., dba Vectra Bank of Colorado.

Related Pleadings:

- a) Interim Order Authorizing (I) The Debtors To (A) Pay Certain Prepetition Wages, Other Compensation And Reimbursable Employee Expenses, And (B) Continue Employee Benefits Programs; And (II) Authorizing And Directing Financial Institutions To Honor All Obligations Related Thereto (D.I. 41, Entered 4/18/17);
- b) Notice Of Hearing Re: D.I. 6 And 41 (D.I. 47, Filed 4/18/17); and
- c) **Certification of Counsel Regarding Final Order (I) Authorizing The Debtors To (A) Pay Certain Prepetition Wages, Other Compensation And Reimbursable Employee Expenses, And (B) Continue Employee Benefits Programs; And (II) Authorizing And Directing Financial Institutions To Honor All Obligations Related Thereto (D.I. 186, Filed 5/24/17).**

Status: **A certification of counsel has been filed.**

4. Debtors' Motion For Entry Of A Final Order (I) Authorizing The Debtors To Pay Certain Prepetition Taxes In The Ordinary Course Of Business And (II) Authorizing Banks And Financial Institutions To Honor And Process Checks And Transfers Related Thereto (D.I. 7, Filed 4/17/17).

Objection Deadline: May 18, 2017 at 4:00 p.m. (ET).

Responses Received: Informal comments from the U.S. Trustee.

Related Pleadings:

- a) Notice Of Hearing On Debtors' Motion For Entry Of A Final Order (I) Authorizing The Debtors To Pay Certain Prepetition Taxes In The Ordinary Course Of Business And (II) Authorizing Banks And Financial Institutions To Honor And Process Checks And Transfers Related Thereto (D.I. 50, Filed 4/18/17); and
- b) Certification of Counsel Regarding Final Order (I) Authorizing The Debtors To Pay Certain Prepetition Taxes In The Ordinary Course Of Business And (II) Authorizing Banks And Financial Institutions To Honor And Process Checks And Transfers Related Thereto (D.I. 182, Filed 5/24/17).**

Status: **A certification of counsel has been filed.**

- 5. Debtors' Motion For Entry Of Interim And Final Orders (I) Authorizing The Debtors To Pay Or Honor Prepetition And Postpetition Royalty Obligations, Working Interest Obligations And Other Obligations Related To Oil And Gas Leases And (II) Authorizing Banks And Financial Institutions To Honor And Process Checks And Transfers Related Thereto (D.I. 10, Filed 4/17/17).

Objection Deadline: May 18, 2017 at 4:00 p.m. (ET).

Responses Received: None.

Related Pleadings:

- a) Interim Order (I) Authorizing The Debtors To Pay Or Honor Prepetition And Postpetition Royalty Obligations, Working Interest Obligations And Other Obligations Related To Oil And Gas Leases And (II) Authorizing Banks And Financial Institutions To Honor And Process Checks And Transfers Related Thereto (D.I. 44, Entered 4/18/17);
- b) Notice Of Hearing Re: D.I. 10 And 44 (D.I. 46, Filed 4/18/17); and
- c) Certification of Counsel Regarding Final Order (I) Authorizing The Debtors To Pay Or Honor Prepetition And Postpetition Royalty Obligations, Working Interest Obligations And Other Obligations Related To Oil And Gas Leases And (II) Authorizing Banks And Financial Institutions To Honor And Process Checks And Transfers Related Thereto (D.I. 154, Filed 5/23/17); and

d) Final Order (I) Authorizing The Debtors To Pay Or Honor Prepetition And Postpetition Royalty Obligations, Working Interest Obligations And Other Obligations Related To Oil And Gas Leases And (II) Authorizing The Banks And Financial Institutions To Honor And Process Checks And Transfers Related Thereto (D.I. 162, Entered 5/24/17).

Status: **An order has been entered regarding this matter.**

6. Debtors' Motion For Entry Of Interim And Final Orders (A) Authorizing The Debtors To Continue To Operate Their Cash Management System, (B) Authorizing The Debtors To Maintain Existing Business Forms, And (C) Granting Administrative Priority To Postpetition Intercompany Claims And Authorizing The Debtors To Perform Under Certain Intercompany Arrangements And Historical Practices Among Debtors (D.I. 11, Filed 4/17/17).

Objection Deadline: May 18, 2017 at 4:00 p.m. (ET).

Responses Received: Informal comments from the U.S. Trustee.

Related Pleadings:

- a) Interim Order (A) Authorizing The Debtors To Continue To Operate Their Cash Management System, (B) Authorizing The Debtors To Maintain Existing Business Forms, And (C) Granting Administrative Priority To Postpetition Intercompany Claims And Authorizing The Debtors To Perform Under Certain Intercompany Arrangements And Historical Practices Among Debtors (D.I. 45, Entered 4/18/17);
- b) Notice Of Hearing RE: D.I. 11 And 45 (D.I. 49, Filed 4/18/17); and
- c) **Certification of Counsel Regarding Final Order (A) Authorizing The Debtors To Continue To Operate Their Cash Management System, (B) Authorizing The Debtors To Maintain Existing Business Forms And (C) Granting Administrative Priority To Postpetition Intercompany Claims And Authorizing The Debtors To Perform Under Certain Intercompany Arrangements And Historical Practices Among Debtors (D.I. 178, Filed 5/24/17).**

Status: **A certification of counsel has been filed.**

7. Motion Of The Debtors For Entry Of An Order Authorizing Rejection Of The Employment Agreement With Timothy M. Marquez *Nunc Pro Tunc* To The Petition Date (D.I. 21, Filed 4/17/17).

Objection Deadline: May 1, 2017 at 4:00 p.m. (ET).

Responses Received: None.

Related Pleadings:

- a) Notice Of Hearing On Motion Of The Debtors For Entry Of An Order Authorizing Rejection Of The Employment Agreement With Timothy M. Marquez *Nunc Pro Tunc* To The Petition Date (D.I. 51, Filed 4/18/17);
- b) Certificate Of No Objection Regarding Motion Of The Debtors For Entry Of An Order Authorizing Rejection Of The Employment Agreement With Timothy M. Marquez *Nunc Pro Tunc* To The Petition Date (D.I. 109, Filed 5/15/17); and
- c) **Order Authorizing The Debtors To Reject The Employment Agreement With Timothy M. Marquez *Nunc Pro Tunc* To The Petition Date (D.I. 163, Entered 5/24/17).**

Status: **An order has been entered regarding this matter.**

8. Debtors' Motion For Entry Of An Order Extending The Debtors' Deadline To File Schedules Of Assets And Liabilities And Statements Of Financial Affairs (D.I. 87, Filed 5/4/17).

Objection Deadline: May 18, 2017 at 4:00 p.m. (ET).

Responses Received: None.

Related Pleadings:

- a) Certificate of No Objection Regarding Debtors' Motion For Entry Of An Order Extending The Debtors' Deadline To File Schedules Of Assets And Liabilities And Statements Of Financial Affairs (D.I. 152, Filed 5/23/17); and
- b) **Order Extending The Debtors' Deadline To File Schedules Of Assets And Liabilities And Statements Of Financial Affairs (D.I. 164, Entered 5/24/17).**

Status: **An order has been entered regarding this matter.**

9. Debtors' Motion For Entry Of An Order Establishing Procedures For Interim Compensation And Reimbursement Of Expenses For Retained Professionals (D.I. 88, Filed 5/4/17).

Objection Deadline: May 18, 2017 at 4:00 p.m. (ET).

Responses Received: Informal comments from the U.S. Trustee.

Related Pleadings:

- a) Certification of Counsel Regarding Order Establishing Procedures For Interim Compensation And Reimbursement Of Expenses For Retained Professionals (D.I. 187; Filed 5/24/17).

Status: **A certification of counsel has been filed.**

10. Debtors' Motion For Entry Of An Order Authorizing The Retention And Compensation Of Certain Professionals Utilized In The Ordinary Course Of Business (D.I. 89, Filed 5/4/17).

Objection Deadline: May 18, 2017 at 4:00 p.m. (ET).

Responses Received: Informal comments from the U.S. Trustee.

Related Pleadings:

- a) **Certification of Counsel Regarding Order Authorizing The Retention And Compensation Of Certain Professionals Utilized In The Ordinary Course Of Business (D.I. 176, Filed 5/24/17).**

Status: **A certification of counsel has been filed.**

11. Debtors' Application For Entry Of An Order Authorizing The Retention And Employment Of Bracewell LLP As Attorneys For The Debtors And Debtors In Possession Effective *Nunc Pro Tunc* To The Petition Date (D.I. 91, Filed 5/4/17).

Objection Deadline: May 18, 2017 at 4:00 p.m. (ET).

Responses Received: Informal comments from the U.S. Trustee.

Related Pleadings:

- a) **Declaration Of Bret Fernandes, Chief Restructuring Officer Of Venoco, LLC, In Support Of The Debtors' Application To Approve Retention Of Bracewell LLP And Morris, Nichols, Arsht & Tunnell LLP As Co-Counsel For The Debtors, Nunc Pro Tunc To The Petition Date (D.I. 167, Filed 5/24/17); and**
- b) **Certification Of Counsel Regarding Order Authorizing The Retention And Employment Of Bracewell LLP As Attorneys For The Debtors And Debtors In Possession Effective *Nunc Pro Tunc* To The Petition Date (D.I. 173, Filed 5/24/17).**

Status: **A certification of counsel has been filed.**

12. Debtors' Application For Entry Of An Order (I) Authorizing The Employment And Retention Of Seaport Global Securities LLC As Investment Banker For The Debtors And Debtors in Possession, Effective *Nunc Pro Tunc* To The Petition Date, And Waiving Certain Information Requirements Imposed By Local Rule 2016-2 And (II) Granting Related Relief (D.I. 92, Filed 5/4/17).

Objection Deadline: May 18, 2017 at 4:00 p.m. (ET).

Responses Received: Informal comments from the U.S. Trustee.

Related Pleadings:

- a) **Certification of Counsel Regarding Order (I) Authorizing The Employment And Retention Of Seaport Global Securities LLC As Investment Banker For The Debtors And Debtors In Possession, Effective *Nunc Pro Tunc* To The Petition Date, And Waiving Certain Information Requirements Imposed By Local Rule 2016-2 And (II) Granting Related Relief (D.I. 181, Filed 5/24/17).**

Status: **A certification of counsel has been filed.**

13. Debtors' Application For An Order Authorizing Employment And Retention Of Prime Clerk LLC As Administrative Advisor *Nunc Pro Tunc* To The Petition Date (D.I. 94, Filed 5/4/17).

Objection Deadline: May 18, 2017 at 4:00 p.m. (ET).

Responses Received: None.

Related Pleadings:

- a) Certificate Of No Objection Regarding Debtors' Application For An Order Authorizing Employment And Retention Of Prime Clerk LLC As Administrative Advisor *Nunc Pro Tunc* To The Petition Date (D.I. 153, Filed 5/23/17); and
- b) **Order Authorizing Employment And Retention Of Prime Clerk LLC As Administrative Advisor *Nunc Pro Tunc* To The Petition Date (D.I. 165, Entered 5/24/17).**

Status: **An order has been entered regarding this matter.**

14. Debtors' Motion To Implement A Key Employee Incentive Program And A Non-Insider Key Employee Retention Program Pursuant To Sections 105(a), 363(b), 503(b) And 503(c) Of The Bankruptcy Code (FILED UNDER SEAL) (D.I. 96, Filed 5/4/17).

Objection Deadline: May 18, 2017 at 4:00 p.m. (ET).

Responses Received: Informal comments from the U.S. Trustee.

Related Pleadings:

- a) Debtors' Motion To Implement A Key Employee Incentive Program And A Non-Insider Key Employee Retention Program Pursuant To Sections 105(a), 363(b), 503(b) And 503(c) Of The Bankruptcy Code (REDACTED VERSION) (D.I. 97, Filed 5/4/17);
- b) Declaration Of Bret Fernandes In Support Of Debtors' Motion To Implement Key Employee Programs (D.I. 98, Filed 5/4/17);
- c) **Supplemental Declaration Of Bret Fernandes In Support Of Debtors' Motion To Implement Key Employee Programs (D.I. 168, Filed 5/24/17); and**
- d) **Certification of Counsel Regarding Order Approving Motion Of The Debtors For An Order Authorizing And Approving Implementation Of Key Employee Incentive Program And Key Employee Retention Program Pursuant To Sections 105(a), 363(b), 503(b), And 503(c) Of The Bankruptcy Code (REDACTED) (D.I. 184, Filed 5/24/17).**

Status: **A certification of counsel has been filed.**

15. Debtors' Motion For Entry Of An Order Authorizing The Debtors To File Under Seal Confidential Exhibit To The Debtors' Motion To Implement A Key Employee Incentive Program And A Non-Insider Key Employee Retention Program Pursuant To Sections 105(a), 363(b), 503(b) And 503(c) Of The Bankruptcy Code (D.I. 99, Filed 5/4/17).

Objection Deadline: May 18, 2017 at 4:00 p.m. (ET).

Responses Received: Informal comments from the U.S. Trustee.

Related Pleadings:

- a) **Certification of Counsel Regarding Order Authorizing The Debtors To File Under Seal Confidential Exhibit To The Debtors' Motion To Implement A Key Employee Incentive Program And A Non-Insider Key Employee Retention Program Pursuant To Sections 105(a), 363(b), 503(b), And 503(c) Of The Bankruptcy Code (D.I. 179, Filed 5/24/17).**

Status: **A certification of counsel has been filed.**

16. Debtors' Application For Entry Of An Order Under 11 U.S.C. §§ 327(a), 328(a), And 1107(b), Fed. R. Bankr. P. 2014 And 2016, And Del. Bankr. L.R. 2014-1 And 2016-1, Authorizing Retention And Employment Of Morris, Nichols, Arsht & Tunnell LLP As

Delaware Bankruptcy Co-Counsel For The Debtors, *Nunc Pro Tunc* To The Petition Date (D.I. 100, Filed 5/4/17).

Objection Deadline: May 18, 2017 at 4:00 p.m. (ET).

Responses Received: Informal comments from the U.S. Trustee.

Related Pleadings:

- a) **Declaration Of Bret Fernandes, Chief Restructuring Officer Of Venoco, LLC, In Support Of The Debtors' Applications To Approve Retention Of Bracewell LLP And Morris, Nichols, Arsht & Tunnell LLP As Co-Counsel For The Debtors, *Nunc Pro Tunc* To The Petition Date (D.I. 167, Filed 5/24/17); and**
- b) **Notice Of Supplement To Debtors' Application For Entry Of An Order Under 11 U.S.C. §§ 327(a), 328(a), And 1107(b), Fed. R. Bankr. P. 2014 And 2016, And Del. Bankr. L.R. 2014-1 And 2016-1, Authorizing Retention And Employment Of Morris, Nichols, Arsht & Tunnell LLP As Delaware Bankruptcy Co-Counsel For The Debtors, *Nunc Pro Tunc* To The Petition Date (D.I. 166, Filed 5/24/17); and**
- c) **Certification of Counsel Regarding Order Under 11 U.S.C. §§ 327(a), 328(a), And 1107(b), Fed. R. Bankr. P. 2014 And 2016, And Del. Bankr. L.R. 2014-1 And 2016-1, Authorizing Retention And Employment Of Morris, Nichols, Arsht & Tunnell LLP As Delaware Bankruptcy Co-Counsel For The Debtors, *Nunc Pro Tunc* To The Petition Date (D.I. 174, Filed 5/24/17).**

Status: **A certification of counsel has been filed.**

- 17. Debtors' Application For Entry Of An Order Authorizing The Debtors To (A) Employ And Retain Zolfo Cooper Management, LLC To Provide Interim Management Services And (B) Designate Bret Fernandes As Chief Restructuring Officer For The Debtors *Nunc Pro Tunc* To The Petition Date (D.I. 101, Filed 5/4/17).

Objection Deadline: May 18, 2017 at 4:00 p.m. (ET).

Responses Received: Informal comments from the U.S. Trustee.

Related Pleadings:

- a) **Certification of Counsel Regarding Order Authorizing The Debtors To (A) Employ And Retain Zolfo Cooper Management, LLC To Provide Interim Management Services And (B) Designate Bret Fernandes As Chief Restructuring Officer *Nunc Pro Tunc* To The Petition Date (D.I. 183, Filed 5/24/17).**

Status: **A certification of counsel has been filed.**

CONTESTED MATTERS GOING FORWARD

18. Debtors' Motion For Entry Of Interim And Final Orders (I) Determining Adequate Assurance Of Payment For Future Utility Services, (II) Prohibiting Utility Providers From Altering, Refusing Or Discontinuing Utility Service And (III) Establishing Adequate Assurance Procedures (D.I. 8, Filed 4/17/17).

Objection Deadline: May 18, 2017 at 4:00 p.m. (ET).

Responses Received:

- a) Objection Of Southern California Gas Company To Debtors' Motion For Entry Of Interim And Final Orders (I) Determining Adequate Assurance Of Payment For Future Utility Services, (II) Prohibiting Utility Providers From Altering, Refusing Or Discontinuing Utility Service And (III) Establishing Adequate Assurance Procedures (D.I. 141, Filed 5/19/17); and
- b) Informal comments from Southern California Edison.

Related Pleadings:

- a) Interim Order I) Determining Adequate Assurance Of Payment For Future Utility Services, (II) Prohibiting Utility Providers From Altering, Refusing Or Discontinuing Utility Service And (III) Establishing Adequate Assurance Procedures And Setting A Final Hearing (D.I. 42, Entered 4/18/17);
- b) Notice Of Hearing Re: D.I. 8 And 42 (D.I. 48, Filed 4/18/17); and
- c) Debtors' Reply To Southern California Gas Company's Objection To Final Utility Order Approving Adequate Assurance (D.I. 148, Filed 5/22/17).

Status: The hearing on this matter has been adjourned to the hearing scheduled for June 20, 2017, at 2:00 p.m. (ET).

19. Debtors' Motion For Entry Of An Order (I) Establishing Bidding And Sale Procedures For The Sale Of Certain Of The Debtors' Assets, (II) Approving The Sale Of Such Assets And (III) Granting Related Relief (D.I. 93, Filed 5/4/17).

Objection Deadline: May 18, 2017 at 4:00 p.m. (ET).

Responses Received:

- a) Informal comments from the U.S. Trustee;
- b) Informal comments from the Department of the Interior;

- c) U.S. Specialty Insurance Company's Limited Objection To Debtors' Motion For Entry Of An Order (I) Establishing Bidding And Sale Procedures For The Sale Of Certain Of The Debtors' Assets, (II) Approving The Sale Of Such Assets And (III) Granting Related Relief [D.I. 93]; And Debtors' Motion Pursuant To Bankruptcy Code Sections 105(a) And 363 For Entry Of An Order Authorizing And Establishing Procedures For *De* Informal comments from the U.S. Trustee. Asset Transactions [D.I. 95] (D.I. 121, Filed 5/18/17);
- d) Joinder By Aspen American Insurance Company And Aspen Specialty Insurance Company In The Limited Objection Of U.S. Specialty Insurance Company To Debtors' Motion For Entry Of An Order (I) Establishing Bidding And Sale Procedures For The Sale Of Certain Of The Debtors' Assets, (II) Approving The Sale Of Such Assets And (III) Granting Related Relief [D.I. 93]; And Debtors' Motion Pursuant To Bankruptcy Code Sections 105(a) And 363 For Entry Of An Order Authorizing And Establishing Procedures For *De Minimis* Asset Transactions [D.I. 95] (D.I. 124, Filed 5/18/17); and
- e) Limited Objection Of Chevron U.S.A. Inc. And Chevron Pipe Line Company To Debtors' Motion For Entry Of An Order (I) Establishing Bidding And Sale Procedures For The Sale Of Certain Of The Debtors' Assets, (II) Approving The Sale Of Such Assets And (III) Granting Related Relief (D.I. 143, Filed 5/19/17).

Related Pleadings:

- a) Debtors' Omnibus Reply To Objections To Entry Of Orders Approving (I) Bidding Procedures And (II) De Minimis Asset Sales (D.I. 150, Filed 5/22/17); **and**
- b) Certification Of Counsel Regarding Order (I) Approving Bidding And Sale Procedures For The Sale Of Certain Of The Debtors' Assets, (II) Approving The Sale Of Such Assets, (III) Approving The Form And Manner Of Notice Of The Related Assumption And Assignment Of Executory Contracts And Unexpired Leases And (IV) Scheduling An Auction And Sale Hearing (D.I. 190, Filed 5/24/17).**

Status: **A certification of counsel has been filed.**

- 20. Debtors' Motion Pursuant To Bankruptcy Code Sections 105(a) And 363 For Entry Of An Order Authorizing And Establishing Procedures For *De Minimis* Asset Transactions (D.I. 95, Filed 5/4/17).

Objection Deadline: May 18, 2017 at 4:00 p.m. (ET).

Responses Received:

- a) Informal comments by the U.S. Trustee;
- b) U.S. Specialty Insurance Company's Limited Objection To Debtors' Motion For Entry Of An Order (I) Establishing Bidding And Sale Procedures For The Sale Of Certain Of The Debtors' Assets, (II) Approving The Sale Of Such Assets And (III) Granting Related Relief [D.I. 93]; And Debtors' Motion Pursuant To Bankruptcy Code Sections 105(a) And 363 For Entry Of An Order Authorizing And Establishing Procedures For *De Minimis* Asset Transactions [D.I. 95] (D.I. 121, Filed 5/18/17); and
- c) Joinder By Aspen American Insurance Company And Aspen Specialty Insurance Company In The Limited Objection Of U.S. Specialty Insurance Company To Debtors' Motion For Entry Of An Order (I) Establishing Bidding And Sale Procedures For The Sale Of Certain Of The Debtors' Assets, (II) Approving The Sale Of Such Assets And (III) Granting Related Relief [D.I. 93]; And Debtors' Motion Pursuant To Bankruptcy Code Sections 105(a) And 363 For Entry Of An Order Authorizing And Establishing Procedures For *De Minimis* Asset Transactions [D.I. 95] (D.I. 124, Filed 5/18/17).

Related Pleadings:

- a) Debtors' Omnibus Reply To Objections To Entry Of Orders Approving (I) Bidding Procedures And (II) De Minimis Asset Sales (D.I. 150, Filed 5/22/17); **and**
- b) **Certification Of Counsel Regarding Order (I) Authorizing And Establishing Procedures For *De Minimis* Asset Transactions (D.I. 175, Filed 5/24/17).**

Status: **A certification of counsel has been filed.**

- 21. Debtors' First Omnibus Motion For Entry Of An Order (I) Authorizing The Debtors To (A) Reject Certain Unexpired Leases And Executory Contracts And (B) Abandon Certain Property, And (II) Granting Certain Related Relief (D.I. 102, Filed 5/4/17).

Objection Deadline: May 18, 2017 at 4:00 p.m. (ET).

Responses Received:

- a) Informal comments from ExxonMobil;
- b) Informal comments from the Regents of the University of California at Santa Barbara;
- c) Limited Objection Of Aspen American Insurance Company And Aspen Specialty Insurance Company To Debtors' First Omnibus Motion For Entry

Of An Order (I) Authorizing The Debtors To (A) Reject Certain Unexpired Leases And Executory Contracts And (B) Abandon Certain Property, And (II) Granting Certain Related Relief (D.I. 115, Filed 5/17/17);

- d) U.S. Specialty Insurance Company's Limited Objection To Debtors' First Omnibus Motion For Entry Of An Order (I) Authorizing The Debtors To (A) Reject Certain Unexpired Leases And Executory Contracts And (B) Abandon Certain Property, And (II) Granting Certain Related Relief (D.I. 122, Filed 5/18/17);
- e) Limited Objection Of California Department Of Conservation, Division Of Oil, Gas And Geothermal Resources, To The Debtors' First Omnibus Motion For Entry Of An Order (I) Authorizing The Debtors To (A) Reject Certain Unexpired Leases And Executory Contracts And (B) Abandon Certain Property, And (II) Granting Certain Related Relief (D.I. 125, Filed 5/18/17);
- f) Opposition Of The Beverly Hills Unified School District To Debtors' First Omnibus Motion For Entry Of An Order (I) Authorizing The Debtors To (A) Reject Certain Unexpired Leases And Executory Contracts And (B) Abandon Certain Property, And (II) Granting Certain Related Relief (D.I. 127, Filed 5/18/17);
- g) ConocoPhillips Company's Objection To Debtors' First Omnibus Motion For Entry Of An Order (I) Authorizing The Debtors To (A) Reject Certain Unexpired Leases And Executory Contracts And (B) Abandon Certain Property, And (II) Granting Certain Related Relief (D.I. 129, Filed 5/19/17);
- h) Limited Objection Of Chevron U.S.A. Inc., Chevron Pipe Line Company And Union Oil Company Of California To The Debtors' First Omnibus Motion For Entry Of An Order (I) Authorizing The Debtors To (A) Reject Certain Unexpired Leases And Executory Contracts And (B) Abandon Certain Property, And (II) Granting Certain Related Relief (D.I. 133, Filed 5/19/17);
- i) City Of Goleta's Motion For Leave To File A Late Limited Objection To Debtors' First Omnibus Motion For Entry Of An Order (I) Authorizing The Debtors To (A) Reject Certain Unexpired Leases And Executory Contracts And (B) Abandon Certain Property, And (II) Granting Certain Related Relief (D.I. 151, Filed 5/22/17);
- j) Limited Objection Of City Of Goleta, California To Debtors' First Omnibus Motion For Entry Of An Order (I) Authorizing The Debtors To (A) Reject Certain Unexpired Leases And Executory Contracts And (B) Abandon Certain Property, And (II) Granting Certain Related Relief (D.I. 155, Filed 5/23/17); and**
- k) Joinder Of City Of Goleta, California To Opposition Of The Beverly Hills Unified School District To Debtors' First Omnibus Motion For Entry Of**

An Order (I) Authorizing The Debtors To (A) Reject Certain Unexpired Leases And Executory Contracts And (B) Abandon Certain Property And (II) Granting Related Relief (D.I. 161, Filed 5/23/17).

Related Pleadings:

- a) Debtors' Omnibus Reply To Objections To Entry Of Order Approving Omnibus Rejection Motion (D.I. 149, Filed 5/22/17); **and**
- b) **Debtors' Omnibus Reply To City Of Goleta's Objection And Joinder To The Omnibus Rejection Motion (D.I. 185, Filed 5/24/17).**

Status: The hearing on this matter is going forward.

ADVERSARY PROCEEDING

- 22. City Of Beverly Hills, And Beverly Hills Unified School District v. Venoco, LLC; Adv. Pro. No. 17-50483.

Responses Received:

- a) **Defendants' Objection to Plaintiffs' Motion for Preliminary Injunctive Relief to Maintain Status Quo (A.D.I. 13, Filed 5/24/17).**

Related Pleadings:

- a) Complaint For Injunctive And Equitable Relief (A.D.I. 1, Filed 5/18/17);
- b) Plaintiffs' Motion For Preliminary Injunctive Relief To Maintain Status Quo (A.D.I. 3, Filed 5/18/17);
- c) Plaintiffs' Motion To Shorten Time For Notice And To Schedule An Expedited Hearing In Connection With Their Motion For Preliminary Injunctive Relief To Maintain Status Quo (A.D.I. 4, Filed 5/18/17);
- d) Order Granting Motion To Shorten Notice And To Schedule An Expedited Hearing (A.D.I. 6, Entered 5/22/17);
- e) **Limited Joinder By The California Department Of Conservation, Division Of Oil, Gas And Geothermal Resources, To Motion For Preliminary Injunctive Relief To Maintain Status Quo (A.D.I. 9, Filed 5/23/17);**
- f) **Debtor Venoco, LLC's Witness List for the May 25, 2017 Hearing (A.D.I. 12, Filed 5/24/17); and**

g) Supplemental Affidavit of Mary Jane Wilson (A.D.I. 14, Filed 5/24/17).

Status: The hearing on the preliminary injunction motion will go forward.

Dated: May 24, 2017
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

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