

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 AGENDA OF MATTERS SCHEDULED FOR
HEARING ON DECEMBER 4, 2017 AT 11:00 A.M. (EASTERN TIME)²

ADJOURNED/RESOLVED/WITHDRAWN MATTERS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

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, 3700 Quebec Street, 100-223, Denver, CO 80207.

² 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.

Institutions To Honor All Obligations Related Thereto (D.I. 79, Filed 4/28/17);

- 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); and
- b) 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. 672, Entered 11/22/17).

Status: An order has been signed. No hearing is necessary.

2. Motion Of Aspen American Insurance Company & Aspen Specialty Insurance Company For An Order Granting Aspen: (I) Leave To Exercise Its Right Of Recoupment, Or, To The Extent Necessary, Relief From The Automatic Stay, For “Cause”, Pursuant To 11 U.S.C. § 362(d) To Set Off Mutual Pre-Petition Obligations; (II) Adequate Protection As To Certain Surety Bonds, Pursuant To 11 U.S.C. §§ 361, 364(c) Or 364(d), Or, Alternatively, (A) Relief From The Automatic Stay, For “Cause”, Pursuant To 11 U.S.C. § 362(d) To Cancel Certain Surety Bonds And (B) Requiring The Debtors To Replace Certain Surety Bonds; (III) Waiving The Stay Of Fed. R. Bankr. P. 4001(a)(3); And (IV) Such Other Or Further Relief As May Be Appropriate (D.I. 266, Filed 6/14/17).

Objection Deadline: July 5, 2017 at 4:00 p.m. (ET). Extended to November 22, 2017 for the Debtors, the U.S. Department of the Interior, Chevron Pipe Line Company, and Chevron U.S.A., Inc.

Responses Received:

- a) County Of Santa Barbara’s Limited Objection To Aspen American Insurance Company & Aspen Specialty Insurance Company’s Motion For An Order Granting Aspen: (I) Leave To Exercise Its Right Of Recoupment, Or, To The Extent Necessary, Relief From The Automatic Stay, For “Cause”, Pursuant To 11 U.S.C. § 362(d) To Set Off Mutual Pre-Petition Obligations; (II) Adequate Protection As To Certain Surety Bonds, Pursuant To 11 U.S.C. §§ 361, 364(c) Or 364(d), Or, Alternatively, (A) Relief From The Automatic Stay, For “Cause”, Pursuant To 11 U.S.C. § 362(d) To Cancel Certain Surety Bonds And (B) Requiring The Debtors To Replace Certain Surety Bonds; (III) Waiving The Stay Of Fed. R. Bankr. P. 4001(a)(3); And (IV) Such Other Or Further Relief As May Be Appropriate (D.I. 318, Filed 6/28/17);
- b) Joinder Of U.S. Specialty Insurance Company And Its Affiliates To Motion Of Aspen American Insurance Company & Aspen Specialty Insurance Company For An Order Granting Aspen: (I) Leave To Exercise Its Right Of Recoupment, Or, To The Extent Necessary, Relief From The Automatic Stay, For “Cause”, Pursuant To 11 U.S.C. § 362(d) To Set Off Mutual Pre-Petition Obligations; (II) Adequate Protection As To Certain Surety Bonds, Pursuant To 11 U.S.C. §§ 361, 364(c) Or 364(d), Or, Alternatively, (A) Relief From The Automatic Stay, For “Cause”, Pursuant To 11 U.S.C. § 362(d) To Cancel Certain Surety Bonds And (B) Requiring The Debtors To Replace Certain Surety Bonds; (III) Waiving The Stay Of Fed. R. Bankr. P. 4001(a)(3); And (IV) Such Other Or Further Relief As May Be Appropriate (D.I. 333, Filed 7/5/17);
- c) Exxon Mobil Corporation’s Limited Objection To Motion Of Aspen American Insurance Company & Aspen Specialty Insurance Company For An Order Granting Aspen: (I) Leave To Exercise Its Right Of Recoupment, Or, To The Extent Necessary, Relief From The Automatic Stay, For “Cause”,

Pursuant To 11 U.S.C. § 362(d) To Set Off Mutual Pre-Petition Obligations; (II) Adequate Protection As To Certain Surety Bonds, Pursuant To 11 U.S.C. §§ 361, 364(c) Or 364(d), Or, Alternatively, (A) Relief From The Automatic Stay, For “Cause”, Pursuant To 11 U.S.C. § 362(d) To Cancel Certain Surety Bonds And (B) Requiring The Debtors To Replace Certain Surety Bonds; (III) Waiving The Stay Of Fed. R. Bankr. P. 4001(a)(3); And (IV) Such Other Or Further Relief As May Be Appropriate (D.I. 334, Filed 7/5/17); and

- d) California State Lands Commission’s Limited Objection To Motion Of Aspen American Insurance Company & Aspen Specialty Insurance Company For An Order Granting Aspen: (I) Leave To Exercise Its Right Of Recoupment, Or, To The Extent Necessary, Relief From The Automatic Stay, For “Cause”, Pursuant To 11 U.S.C. § 362(D) To Set Off Mutual Pre-Petition Obligations; (II) Adequate Protection As To Certain Surety Bonds, Pursuant To 11 U.S.C. §§ 361, 364(C) Or 364 (D), Or, Alternatively, (A) Relief From The Automatic Stay, For “Cause”, Pursuant To 11 U.S.C. § 362(D) To Cancel Certain Surety Bonds And (B) Requiring The Debtors To Replace Certain Surety Bonds; (III) Waiving The Stay Of Fed. R. Bankr. P. 4001(A)(3); And (IV) Such Other Or Further Relief As May Be Appropriate; And Declaration Of Seth Blackmon (D.I. 429, Filed 8/14/17).

Related Pleadings:

- a) Order Approving Stipulation Resolving (a) Motion Of Aspen American Insurance Company & Aspen Specialty Insurance Company For An Order Granting Aspen: (I) Leave To Exercise Its Right Of Recoupment, Or, To The Extent Necessary, Relief From The Automatic Stay, For “Cause”, Pursuant To 11 U.S.C. § 362(d) To Set Off Mutual Pre-Petition Obligations; (II) Adequate Protection As To Certain Surety Bonds, Pursuant To 11 U.S.C. §§ 361, 364(c) Or 364(d), Or, Alternatively, (A) Relief From The Automatic Stay, For “Cause”, Pursuant To 11 U.S.C. § 362(d) To Cancel Certain Surety Bonds And (B) Requiring The Debtors To Replace Certain Surety Bonds; (III) Waiving The Stay Of Fed. R. Bankr. P. 4001(a)(3); And (IV) Such Other Or Further Relief As May Be Appropriate [D.I. 266] (the “Aspen Motion”); and (b) The Joinder Of US Specialty Insurance Company And Its Affiliates To The Aspen Motion (D.I. 671, Entered 11/22/17); and
- b) Notice Of Withdrawal, Without Prejudice, Of The Motion Of Aspen American Insurance Company & Aspen Specialty Insurance Company For An Order Granting Aspen: (I) Leave To Exercise Its Right Of Recoupment, Or, To The Extent Necessary, Relief From The Automatic Stay, For “Cause”, Pursuant To 11 U.S.C. § 362(d) To Set Off Mutual Pre-Petition Obligations; (II) Adequate Protection As To Certain Surety Bonds, Pursuant To 11 U.S.C. §§ 361, 364(c) Or 364(d), Or, Alternatively, (A) Relief From The Automatic Stay, For “Cause”, Pursuant To 11 U.S.C. § 362(d) To Cancel Certain Surety Bonds And (B) Requiring The Debtors To Replace Certain Surety Bonds; (III)

Waiving The Stay Of Fed. R. Bankr. P. 4001(a)(3); And (IV) Such Other Or Further Relief As May Be Appropriate (D.. 674, Filed 11/22/17).

Status: The Movant has withdrawn this Motion following entry of related pleading (a) above.

3. Debtors' Motion For Entry Of An Order (I) Authorizing The Debtors To Reject Certain Unexpired Leases And Executory Contracts Related To The Carpinteria Office Leases, And (II) Granting Certain Related Relief (D.I. 635, Filed 11/10/17).

Objection Deadline: November 27, 2017 at 4:00 p.m. (ET).

Responses Received: Informal comments from the Office of the United States Trustee.

Related Pleadings:

- a) Certification Of Counsel Regarding Order (I) Authorizing The Debtors To Reject Certain Unexpired Leases And Executory Contracts Related To The Carpinteria Office Leases, And (II) Granting Certain Related Relief (D.I. 685, Filed 11/29/17); and
- b) Order (I) Authorizing The Debtors To Reject Certain Unexpired Leases And Executory Contracts Related To The Carpinteria Office Leases, And (II) Granting Certain Related Relief (D.I. 690, Entered 11/30/17).

Status: An order has been entered. No hearing is necessary.

4. Debtors' Second Motion For Entry Of An Order Extending The Time To File Notices Of Removal Of Claims And Causes Of Action Related To The Debtors' Chapter 11 Cases (D.I. 636, Filed 11/13/17).

Objection Deadline: November 27, 2017 at 4:00 p.m. (ET).

Responses Received: None.

Related Pleadings:

- a) Certificate Of No Objection Regarding Debtors' Second Motion For Entry Of An Order Extending The Time To File Notices Of Removal Of Claims And Causes Of Action Related To The Debtors' Chapter 11 Cases (D.I. 683, Filed 11/28/17); and
- b) Second Order Extending The Debtors' Time To File Notices Of Removal Of Claims And Causes Of Action Related To The Debtors' Chapter 11 Cases (D.I. 687, Entered 11/29/17).

Status: An order has been entered. No hearing is necessary.

5. Debtors' Motion For Entry Of An Order, Pursuant To Bankruptcy Code Sections 105(a) And 363(b) And Bankruptcy Rule 9010, Approving Full And Final Settlement Agreement By And Among The Debtors, City Of Beverly Hills And Beverly Hills Unified School District (D.I. 643, Filed 11/13/17).

Objection Deadline: November 27, 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, Pursuant To Bankruptcy Code Sections 105(a) And 363(b) And Bankruptcy Rule 9010, Approving Full And Final Settlement Agreement By And Among The Debtors, City Of Beverly Hills And Beverly Hills Unified School District (D.I. 684, Filed 11/28/17); and
- b) Order, Pursuant To Bankruptcy Code Sections 105(a) And 363(b) And Bankruptcy Rule 9010, Approving Full And Final Settlement Agreement By And Among The Debtors, City Of Beverly Hills And Beverly Hills Unified School District (D.I. 686, Entered 11/29/17).

Status: An order has been entered. No hearing is necessary.

MATTERS GOING FORWARD

6. Debtors' Motion For Entry Of An Order (A) Authorizing The Sale Of Certain Assets Of The Debtors Free And Clear Of All Liens, Claims, Encumbrances And Interests (Other Than Permitted Encumbrances And Assumed Liabilities), (B) Authorizing The Assumption And Assignment Of Certain Executory Contracts And Unexpired Leases Of The Debtors, And (C) Granting Related Relief (D.I. 644, Filed 11/14/17).

Objection Deadline: November 27, 2017 at 4:00 p.m. (ET).

Responses Received:

- a) City Of Carpentaria's Limited Objection To Debtors' Motion For Entry Of An Order (A) Authorizing The Sale Of Certain Assets Of The Debtors Free And Clear Of All Liens, Claims, Encumbrances And Interests (Other Than Permitted Encumbrances And Assumed Liabilities), (B) Authorizing The Assumption And Assignment Of Certain Executory Contracts And Unexpired Leases Of The Debtors, And (C) Granting Related Relief (D.I. 676, Filed 11/27/17);

- b) County Of Santa Barbara's Limited Objection To Debtors' Motion For Entry Of An Order (A) Authorizing The Sale Of Certain Assets Of The Debtors Free And Clear Of All Liens, Claims, Encumbrances And Interests (Other Than Permitted Encumbrances And Assumed Liabilities), (B) Authorizing The Assumption And Assignment Of Certain Executory Contracts And Unexpired Leases Of The Debtors, And (C) Granting Related Relief (D.I. 680, Filed 11/27/17); and
- c) Informal comments received from Aspen American Insurance Company & Aspen Specialty Insurance Company, U.S. Specialty Insurance Company, and US Department of the Interior.

Related Pleadings: None as of the filing of this agenda.

Status: The Debtors expect to resolve the objections and informal comments to the Motion and file a proposed order under certification of counsel.

- 7. Debtors' Motion For Entry Of An Order (I) Authorizing The Sale Of Certain Tubulars And Other Property Of The Debtors, Free And Clear Of All Liens, Claims, Liabilities, Encumbrances, And Interests Of Any Kind Or Nature Whatsoever, To JD Rush Company, Inc. And (II) Granting Related Relief (D.I. 651, Filed 11/17/17).

Objection Deadline: November 30, 2017 at 4:00 p.m. (ET).

Responses Received: None as of the filing of this agenda.

Related Pleadings:

- a) Order Pursuant To 11 U.S.C. §§ 102(1) And 105 Shortening Notice Regarding Debtors' JD Rush Sale Motion (D.I. 659, Entered 11/20/17); and
- b) Notice Of Debtors' Motion For Entry Of An Order (I) Authorizing The Sale Of Certain Tubulars And Other Property Of The Debtors, Free And Clear Of All Liens, Claims, Liabilities, Encumbrances, And Interests Of Any Kind Or Nature Whatsoever, To JD Rush Company, Inc. And (II) Granting Related Relief (D.I. 670, Filed 11/21/17).

Status: The hearing on this matter will go forward.

- 8. Debtors' Motion For Entry Of An Order (I) Authorizing The Sale Of Certain Of The Debtors' Real Property To Pacific Gas & Electric Company, Free And Clear Of All Liens, Claims, Liabilities, Encumbrances And Interests, (II) Authorizing, But Not Directing, The Debtors' Rejection Of The Grazing Lease Located Thereon, And (III) Granting Related Relief (D.I. 654, Filed 11/17/17).

Objection Deadline: November 30, 2017 at 4:00 p.m. (ET).

Responses Received: None as of the filing of this agenda.

Related Pleadings:

- a) Order Pursuant To 11 U.S.C. §§ 102(1) And 105 Shortening Notice Regarding Debtors' Lang Tule Sale Motion (D.I. 660, Entered 11/20/17); and
- b) Notice Of Debtors' Motion For Entry Of An Order (I) Authorizing The Sale Of Certain Of The Debtors' Real Property To Pacific Gas & Electric Company, Free And Clear Of All Liens, Claims, Liabilities, Encumbrances And Interests, (II) Authorizing, But Not Directing, The Debtors' Rejection Of The Grazing Lease Located Thereon, And (III) Granting Related Relief (D.I. 669, Filed 11/21/17).

Status: The hearing on this matter will go forward.

Dated: November 30, 2017
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Matthew O. Talmo

Robert J. Dehney (No. 3578)
Andrew R. Remming (No. 5120)
Matthew O. Talmo (No. 6333)
1201 North Market Street, 16th Floor
P.O. Box 1347
Wilmington, Delaware 19899
Telephone: (302) 658-9200
Facsimile: (302) 658-3989
rdehney@mnat.com
aremring@mnat.com
mtalmo@mnat.com

-and-

BRACEWELL LLP
Robert G. Burns (admitted *pro hac vice*)
Robin J. Miles (admitted *pro hac vice*)
David M. Riley (admitted *pro hac vice*)
1251 Avenue of Americas, 49th Floor
New York, New York 10020-1104
Telephone: (212) 508-6100
Facsimile: (212) 508-6101
Robert.Burns@bracewell.com

Robin.Miles@bracewell.com

David.Riley@bracewell.com

-and-

Mark E. Dendinger (admitted *pro hac vice*)

CityPlace I, 34th Floor

185 Asylum Street

Hartford, Connecticut 06103

Telephone: (860) 947-9000

Facsimile: (800) 404-3970

Mark.Dendinger@bracewell.com

-and-

Jason B. Hutt (admitted *pro hac vice*)

2001 M Street, NW

Washington, District of Columbia 20036

Telephone: (202) 828-5850

Facsimile: (202) 857-2114

Jason.Hutt@bracewell.com

Counsel for Debtors and Debtors in Possession