

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re

Venoco, LLC, *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 17-10828 (KG)

(Jointly Administered)

NOTICE OF **AMENDED**<sup>2</sup> AGENDA OF MATTERS SCHEDULED FOR  
HEARING ON DECEMBER 4, 2017 AT 11:00 A.M. (EASTERN TIME)<sup>3</sup>

**THE HEARING HAS BEEN CANCELLED AT THE DIRECTION OF THE COURT**

ADJOURNED/RESOLVED/WITHDRAWN MATTERS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);

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<sup>1</sup> 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.

<sup>2</sup> **Amended items appear in bold.**

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

- 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);
- 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:

- a) **Certification Of Counsel Regarding 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. 693, Filed 11/30/17); and**
- b) **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. 696, Entered 12/1/17).**

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

- 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.**

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);

- 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);
- c) **Certificate Of No Objection Regarding 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. 698, Filed 12/1/17); and**
- d) **Proposed Form Of Order.**

Status: A certificate of no objection has been filed.

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.**

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);
- 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);
- c) **Certificate Of No Objection Regarding 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. 699, Filed 12/1/17); and**



**d) Proposed Form Of Order.**

**Status: A certificate of no objection has been filed.**

Dated: **December 1, 2017**  
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Matthew O. Talmo

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