

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BEAVEX HOLDING CORPORATION, *et al.*,¹

Debtors.

Chapter 11

Case No. 19-10316 (____)

Joint Administration Requested

DEBTORS' MOTION FOR INTERIM AND FINAL ORDERS, PURSUANT TO SECTIONS 105(a) AND 366 OF THE BANKRUPTCY CODE (I) PROHIBITING UTILITY COMPANIES FROM ALTERING, REFUSING, OR DISCONTINUING UTILITY SERVICES; (II) DEEMING UTILITY COMPANIES ADEQUATELY ASSURED OF FUTURE PAYMENT; (III) ESTABLISHING PROCEDURES FOR DETERMINING ADDITIONAL ADEQUATE ASSURANCE OF PAYMENT; AND (IV) GRANTING RELATED RELIEF, INCLUDING SETTING A FINAL HEARING RELATED THERETO

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) hereby submit this motion (this “Motion”) for the entry of interim and final orders, substantially in the forms attached hereto as Exhibit B (the “Interim Order”) and Exhibit C (the “Final Order,” and together with the Interim Order, the “Proposed Orders”), respectively, pursuant to sections 105(a) and 366(b) of title 11 of the United States Code (the “Bankruptcy Code”) and Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”): (i) prohibiting the Debtors’ utility service providers from altering, refusing, or discontinuing utility services on account of pre-petition invoices; (ii) deeming the Debtors’ utility service providers adequately assured of future payment; and (iii) establishing procedures for determining additional adequate assurance of future payment and authorizing the Debtors to provide additional adequate assurance of future payment to their utility service providers and

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: BeavEx Holding Corporation (7740); BeavEx Acquisition, Inc. (5497); BeavEx Incorporated (7355); JNJW Enterprises, Inc. (4963); and USXP, LLC (2997). The headquarters for the above-captioned Debtors is located at 2120 Powers Ferry Road SE, Suite 300, Atlanta, GA 30339.

setting a final hearing related thereto. In support of this Motion, the Debtors rely upon and incorporate by reference the *Declaration of Donald Van der Wiel in Support of Debtors' Chapter 11 Petitions and First Day Motions* (the "First Day Declaration"),² filed contemporaneously herewith. In further support of this Motion, the Debtors respectfully state as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012 (the "Amended Order"). This is a core proceeding pursuant to 28 U.S.C. § 157(b), and pursuant to Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), the Debtors consent to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution. Venue is proper in the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory and legal predicates for the relief sought herein are sections 105(a) and 366 of the Bankruptcy Code, and Bankruptcy Rules 6003 and 6004.

BACKGROUND

3. On the date hereof (the "Petition Date"), each of the Debtors commenced a voluntary case under chapter 11 of the Bankruptcy Code. The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the First Day Declaration.

1107(a) and 1108 of the Bankruptcy Code. No official committees have been appointed in these chapter 11 cases and no request has been made for the appointment of a trustee or an examiner.

4. Additional information regarding the Debtors' businesses, capital structure, and the circumstances leading to the filing of these chapter 11 cases is set forth in the First Day Declaration.

RELEVANT BACKGROUND

5. In connection with the operation of their businesses and the management of their retail locations, various utility companies (each, a "Utility Company," and collectively, the "Utility Companies") provide natural gas, electricity, telecommunications, internet connectivity, water, waste disposal, and other similar services (collectively, the "Utility Services") to the Debtors. Attached hereto as Exhibit A³ is a list (the "Utility Service List") of Utility Companies providing Utility Services to the Debtors as of the Petition Date. The Utility Companies service the Debtors' corporate headquarters in Atlanta, Georgia, as well as their service locations nationwide. The Debtors could not operate their businesses or serve their customers in the absence of continuous Utility Services. Thus, any interruption in such services would disrupt the Debtors' day-to-day operations and undermine their ability to be profitable on a go-forward basis.

6. In general, the Debtors have established a good payment history with the Utility Companies, making payments on a regular and timely basis. Historically, the Debtors have paid on average approximately \$161,000 per month on account of the Utility Services. To

³ The Debtors have endeavored to identify all of the Utility Companies and list them on Exhibit A hereto. However, inadvertent omissions may have occurred, and the omission from Exhibit A hereto of any entity providing Utility Services to the Debtors shall not be construed as an admission, waiver, acknowledgement, or consent that section 366 of the Bankruptcy Code does not apply to such entity. In addition, the Debtors reserve the right to assert that any of the entities now or hereafter included on the Utility Service List are not "utilities" within the meaning of section 366(a) of the Bankruptcy Code.

the best of the Debtors' knowledge, there are generally no material defaults or arrearages of any significance with respect to undisputed invoices for the Utility Services, other than payment interruptions that may be caused by the commencement of these chapter 11 cases.

RELIEF REQUESTED

7. By this Motion, the Debtors request that the Court enter the Proposed Orders: (i) prohibiting the Utility Companies from altering, refusing, or discontinuing the Utility Services on account of pre-petition invoices, including the making of demands for security deposits or accelerated payment terms; (ii) determining that the Debtors have provided each of the Utility Companies with "adequate assurance of payment" within the meaning of section 366 of the Bankruptcy Code ("Adequate Assurance"), based on the Debtors' establishment of a segregated account in the amount of \$81,000, which equals approximately 50% of the Debtors' estimated monthly cost of the Utility Services subsequent to the Petition Date; (iii) establishing procedures for determining additional adequate assurance of future payment, if any, and authorizing the Debtors to provide additional adequate assurance of future payment to the Utility Companies (the "Assurance Procedures"); and (iv) setting a final hearing (the "Final Hearing") on the proposed Adequate Assurance and Assurance Procedures.

BASIS FOR RELIEF REQUESTED

8. The termination or cessation (even if only temporary) of any of the Utility Services will result in disruption to the Debtors' businesses, as well as a potential loss of revenue and profits. Any interruption of the Utility Services would diminish or impair the Debtors' efforts to preserve and maximize the value of their estates and to successfully prosecute these chapter 11 cases. It is therefore critical that the Utility Services continue uninterrupted.

9. Section 366 of the Bankruptcy Code provides that, in a chapter 11 case, during the initial thirty (30) days after the commencement of the case, utilities may not alter, refuse, or discontinue service to, or discriminate against, a debtor solely on the basis of the commencement of its case or the existence of pre-petition debts owed by the debtor. In a chapter 11 case, following the thirty-day period under section 366(c) of the Bankruptcy Code, utilities may discontinue service to the debtor if the debtor does not provide adequate assurance of future payment of its postpetition obligations in a form that is satisfactory to the utility, subject to the Court's ability to modify the amount of adequate assurance. 11 U.S.C. § 366(c)(2).

10. The Debtors intend to pay undisputed postpetition charges for the Utility Services when due in the ordinary course of business. Nonetheless, to provide adequate assurance of payment for future services to the Utility Companies under section 366 of the Bankruptcy Code, the Debtors propose to deposit a sum of \$81,000 (the "Utility Deposit"), which represents approximately two (2) weeks of the Debtors' estimated aggregate cost for the Utility Services subsequent to the Petition Date, into a segregated account (the "Utility Deposit Account") within twenty (20) days of the Petition Date, to be maintained during the pendency of these chapter 11 cases in the manner provided for herein and in the Proposed Orders.

11. While the form of adequate assurance of payment may be limited to the types of security enumerated in section 366(c)(1)(A) of the Bankruptcy Code,⁴ the determination of the amount of the adequate assurance is within the discretion of the Court. It is well established that the requirement that a utility receive adequate assurance of payment does not require a guarantee of payment. Instead, the protection granted to a utility under section 366 of

⁴ Section 366(c)(1)(A) provides that "assurance of payment" may be in the form of a cash deposit, letter of credit, certificate of deposit, surety bond, prepayment of utility consumption, or another form of security that is mutually agreed on between the utility and the debtor. 11 U.S.C. § 366(c)(1)(A).

the Bankruptcy Code is intended to avoid exposing the utility to an unreasonable risk of nonpayment.

12. The Debtors submit that the Utility Deposit constitutes sufficient adequate assurance to the Utility Companies. However, the Debtors propose to establish the Assurance Procedures, pursuant to which a Utility Company may request additional adequate assurance of payment (an “Additional Assurance Request”). If any Utility Company believes additional assurance is required, it may request such additional assurance pursuant to the Assurance Procedures. The proposed Assurance Procedures are as follows:

- a. Within two (2) business days of the date the Interim Order is entered, the Debtors will mail a copy of the Interim Order to the Utility Companies on the Utility Service List;
- b. If a Utility Company is not satisfied with the proposed Adequate Assurance and seeks additional assurance of payment in the form of a deposit, letter of credit, prepayment, or otherwise, it must serve an Additional Assurance Request upon (i) the Debtors, 2120 Powers Ferry Road SE, Suite 300, Atlanta, GA 30339 (Attn: Donald Van der Wiel (email: dvanderwiel@beavex.com)); (ii) proposed counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801 (Attn: Jordan E. Sazant, Esq. (email: jsazant@ycst.com)); (iii) counsel to the Debtors’ prepetition secured lenders and proposed postpetition secured lenders, Winston & Strawn LLP, 200 Park Avenue, New York, NY 10166 (Attn: Cary Schreiber, Esq.) and Ashby & Geddes, 500 Delaware, P.O. Box 1150, Wilmington, DE 19899 (Attn: Gregory Taylor, Esq.); and (iv) counsel to any statutory committee appointed in these chapter 11 cases (collectively, the “Notice Parties”);
- c. Each Additional Assurance Request must (i) be made in writing; (ii) set forth all location(s) for which utility services are provided and the relevant account number(s); (iii) include a summary of the Debtors’ payment history relevant to the affected account(s); (iv) describe any deposits or other security currently held by the requesting Utility Company; and (v) identify and explain the basis of the Utility Company’s proposed adequate assurance requirement under section 366(c)(2) of the Bankruptcy Code;

d. Upon the Notice Parties' receipt of an Additional Assurance Request at the addresses set forth in subparagraph (b) above, the Debtors shall promptly negotiate with such Utility Company to resolve such Utility Company's Additional Assurance Request;

e. If the Debtors determine that a timely received Additional Assurance Request is not reasonable and are unable to reach an alternative resolution with the applicable Utility Company, the Debtors shall, upon reasonable notice, calendar the matter (the "Adequate Assurance Dispute") for the next regularly scheduled omnibus hearing to determine the adequacy of assurance of payment pursuant to section 366(c)(3) of the Bankruptcy Code;

f. Pending resolution of any such Adequate Assurance Dispute, any such Utility Company shall be prohibited from altering, refusing, or discontinuing service to the Debtors on account of unpaid charges for prepetition services, the filing of the chapter 11 cases, or any objection to the adequacy of the proposed Adequate Assurance;

g. The Debtors may, in their discretion, resolve any Adequate Assurance Dispute by mutual agreement with the requesting Utility Company without further notice to the Court or any other party in interest except the Debtors' prepetition secured lender and proposed postpetition secured lender, and may, in connection with any such agreement, provide a Utility Company with additional adequate assurance of future payment, including, but not limited to, a cash deposit, prepayment, letter of credit, and/or other forms of security, without further order of the Court to the extent the Debtors believe that such additional assurance is reasonable in the exercise of their business judgment and the Debtors may, by mutual agreement with the objecting Utility Company and without further order of the Court, reduce the Adequate Assurance Deposit by an amount not exceeding the requesting Utility Company's estimated two-week utility expense; and

h. Upon the closure of one of the Debtors' locations and the discontinuance of the Utility Services associated therewith, or the termination of Utility Services independent thereof, the Debtors may, in their discretion and without further order of the Court, reduce the Utility Deposit by an amount not exceeding, for each of the Utility Services being discontinued, the lesser of (i) the estimated two-week utility expense for such Utility Services and (ii) the amount of the Utility Deposit then attributable to the applicable Utility Company; *provided* that for any Utility Company for which the Utility Deposit is reduced, the Debtors shall have paid such Utility Company in full for any outstanding postpetition Utility Services before reducing the Utility Deposit.

13. In addition to establishing the Assurance Procedures, the Debtors request a Final Hearing on this Motion to be held within twenty-five (25) days of the Petition Date to ensure that, if a Utility Company argues it can unilaterally refuse service to the Debtors on the thirty-first (31st) day after the Petition Date, the Debtors will have the opportunity, to the extent necessary, to request that the Court make such modifications to the Assurance Procedures in time to avoid any potential termination of the Utility Services.

14. It is possible that, despite the Debtors' efforts, certain Utility Companies have not yet been identified by the Debtors or included on the Utility Service List (each, an "Additional Utility Company," and collectively, the "Additional Utility Companies"). Thus, promptly upon the discovery of an Additional Utility Company, the Debtors will increase the Utility Deposit by an amount equal to approximately two (2) weeks of the Debtors' estimated aggregate utility expense for each Additional Utility Company subsequent to the Petition Date and promptly notify the Debtors' prepetition secured lender and proposed postpetition secured lender of such. In addition, the Debtors request that the Court provide that the Additional Utility Companies are subject to the terms of the Proposed Orders (including the Assurance Procedures) once entered by the Court.

15. The Debtors submit that their proposed method of furnishing adequate assurance of payment for postpetition Utility Services is not prejudicial to the rights of any Utility Company, and is in the best interest of the Debtors' estates and creditors. Because uninterrupted Utility Services are vital to the Debtors' businesses and, consequently, to the success of these chapter 11 cases, the relief requested herein is necessary and in the best interests of the Debtors' estates and creditors. Such relief ensures that the Debtors' business operations will not experience any unexpected or inopportune interruption during the pendency of these

chapter 11 cases, and provides the Utility Companies and the Debtors with an orderly, fair procedure for determining “adequate assurance” of payment.

16. For the foregoing reasons, the Debtors believe that granting the relief requested herein is appropriate and in the best interests of their estates and creditors.

SATISFACTION OF BANKRUPTCY RULE 6003

17. Pursuant to Bankruptcy Rule 6003(b), any motion seeking to use property of the estate pursuant to section 363 of the Bankruptcy Code or to satisfy prepetition claims within twenty-one days of the Petition Date requires the Debtors to demonstrate that such relief “is necessary to avoid immediate and irreparable harm.” Fed. R. Bankr. P. 6003(b). As set forth throughout this Motion, any disruption of the Utility Services would substantially diminish or impair the Debtors’ efforts in these chapter 11 cases to preserve and maximize the value of their estates, and directly undermine the Debtors’ ability to operate their business.

18. For this reason and those set forth above, the Debtors respectfully submit that Bankruptcy Rule 6003(b) has been satisfied and the relief requested herein is necessary to avoid immediate and irreparable harm to the Debtors and their estates.

WAIVER OF STAY UNDER BANKRUPTCY RULE 6004(h)

19. Pursuant to Bankruptcy Rule 6004(h), “[a]n order authorizing the use, sale, or lease of property other than cash collateral is stayed until the expiration of 14 days after entry of the order, unless the court orders otherwise.” Fed. R. Bankr. P. 6004(h). As set forth throughout this Motion, any interruption of the Utility Services would substantially diminish or impair the Debtors’ efforts to successfully prosecute these chapter 11 cases.

20. For this reason and those set forth above, the Debtors submit that ample cause exists to justify a waiver of the fourteen day stay imposed by Bankruptcy Rule 6004(h), to the extent.

DEBTORS' RESERVATION OF RIGHTS

21. Nothing in the Proposed Orders or this Motion (i) is intended or shall be deemed to constitute an assumption of any agreement pursuant to section 365 of the Bankruptcy Code or an admission as to the validity of any claim against the Debtors and their estates; (ii) shall impair, prejudice, waive, or otherwise affect the rights of the Debtors and their estates with respect to the validity, priority, or amount of any claim against the Debtors and their estates; (iii) shall impair, prejudice, waive, or otherwise affect the rights of the Debtors and their estates with respect to any and all claims or causes of action against any Utility Company; or (iv) shall be construed as a promise to pay a claim.

NOTICE

22. The Debtors have provided notice of this Motion to: (i) the Office of the United States Trustee for the District of Delaware; (ii) the Office of the United States Attorney for the District of Delaware; (iii) the Internal Revenue Service; (iv) the Debtors' thirty (30) largest unsecured creditors on a consolidated basis; (v) counsel to the Debtors' prepetition and proposed postpetition secured lender; and (vi) the Debtors' banks. Notice of this Motion and any order entered hereon will be served in accordance with Local Rule 9013-1(m). In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary.

CONCLUSION

WHEREFORE, the Debtors request that the Court enter the Proposed Orders, granting the relief requested herein and such other and further relief as is just and proper.

Dated: Wilmington, Delaware
February 18, 2019

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Donald J. Bowman, Jr.

Joseph M. Barry (No. 4221)

Matthew B. Lunn (No. 4119)

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Rodney Square

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Wilmington, Delaware 19801

Telephone: (302) 571-6600

Facsimile: (302) 571-1253

*Proposed Counsel for the Debtors
and Debtors in Possession*

EXHIBIT A

Utility Service List

Utility Service Provider List

<u>Vendor</u>	<u>Vendor Address</u>	<u>Terminal Name</u>	<u>Terminal Address</u>
AllState Maintenance	19720 Ventura Blvd., #105 Woodland Hills CA 91364	Ventura	1200 Lawrence Drive, Bldg. #200 - CA - 91320
Dish Network	P O Box 94063 Palatine IL 60094	Ventura	1200 Lawrence Drive, Bldg. #200 - CA - 91320
The Gas Company	PO Box C Monterey Park CA 91756	Ventura	1200 Lawrence Drive, Bldg. #200 - CA - 91320
149/155 Weldon Parkway LLC	1045 S. Woods Mill Road, Suite 1 Town & Country MO 63017	St. Louis	155 Weldon Pkwy STE 114 - MO - 63043
Advantage Cleaning Concepts	PO Box 680166 Houston TX 77268	Houston	2928 Greens Rd, Bldg B Suite 425 - TX - 77032
Altes Sanitation	P O Box 180086 Fort Smith AR 72918	Fort Smith	Fort Smith - 1320 Jackson St. - AR - 72915
Ameren Missouri	PO Box 88068 Chicago IL 60680	St. Louis	155 Weldon Pkwy STE 114 - MO - 63043
AmerenUE	PO Box 88068 Chicago IL 60680-1068	Columbia MO	4250 E. Broadway, Suite 1027, Columbia, MO, 65201
AmerenUE	PO Box 88068 Chicago IL 60680-1068	STL MO	1868 Craigshire Road, St. Louis, MO 63146
AMERICAN ELECTRIC POWER	PO BOX 371496 Pittsburgh PA 15250	Columbus	6717 Commerce Court - OH - 43004
Aprotex Corporation - C	1011 W. Washington Ave. Midland TX 79701	Midland	3100 West Kentucky - TX - 79701
Aqua Chill of Austin	415 N. Guadalupe St. #332 San Marcos TX 78666	Austin	1340 Airport Commerce Dr., Bldg. 1, Suite 150 - TX - 78741
Aspen Waste Systems	PO Box 3050 Des Moines IA 50316	Des Moines	1863 NE 54th Ave., Des Moines, IA 50313
Atmos Energy	P.O.BOX 790311 St Louis MO 63179	Abilene	5402 N 1st Street - TX - 79603
Atmos Energy	P.O.BOX 790311 St Louis MO 63179	Amarillo	2900 SE 10th Ave - TX - 79104
Atmos Energy	PO Box 790311 St Louis MO 63179	Dallas	921 West Bethel Rd, Bldg 300, Suite 315, Coppell, TX 75019
Atmos Energy	P.O.BOX 790311 St Louis MO 63179	Lubbock	224 Buddy Holly Ave Unit B Lubbock TX 79401
Atmos Energy	P.O.BOX 790311 St Louis MO 63179	Midland	3100 W Kentucky Ave Midland TX 79701
Avista	1411 E Mission Ave Spokane WA 99252	Spokane Valley	3808 N Sullivan Road Spokane, WA 99219
Boone Electric Cooperative	PO Box 7407 Columbia, MO 65205-7407	Columbia MO	4250 E. Broadway, Suite 1027, Columbia, MO, 65201
Centerpoint Energy	PO BOX 4981 HOUSTON TX 77210-4981	Tyler	13176 State Highway 110 S, Tyler, TX 75707-6350
Citizens Energy	P O Box 7056 Indianapolis IN 46207	Des Moines	1863 NE 54th Ave., Des Moines, IA 50313

Citizens Energy	P O Box 7056 Indianapolis IN 46207	Indianapolis	Indianapolis - 2701 Fortune Circle East, Suite H - IN - 46241
City of Abilene	P O Box 3479 Abilene TX 79604	Abilene	5402 N 1st Street - TX - 79603
City of Abilene	P O Box 3479 Abilene TX 79604	Amarillo	2901 SE 10th Ave - TX - 79104
City of Amarillo	P O Box 100 Amarillo TX 79105	Amarillo	2900 SE 10th AVE Amarillo 79105
City of Austin	P O Box 2267 Austin TX 78783	Austin	1340 Airport Commerce Dr., Bldg. 1, Suite 150 - TX - 78741
City Of Garden City	100 Central Ave Garden City GA 31405	Savannah	770 Atlanta South Parkway, Suite 110 - GA - 30349
City of Harlingen	118 E Tyler Ave Harlingen TX 78551	Harlingen (McAllen)	5706 West Grimes Road - TX - 78550
City of Harlingen Waterworks S	118 E Tyler Ave Harlingen TX 78551	Harlingen (McAllen)	5706 West Grimes Road - TX - 78550
City of Lubbock	PO Box 10541 Lubbock TX 79408	Lubbock	4224 Martin Luther King Blvd Lubbock Texas 79408
City of Midland	PO Box 1152 300 N Loraine TX 797702	Midland	3100 West Kentucky - TX - 79701
City of North Las Vegas	P O Box 748028 Los Angeles CA 90074	Las Vegas	2875 North Lamb Boulevard, Suite 5 Las Vegas, NV 89115
City of Phoenix	PO Box 78663 Phoenix AZ 85062	Phoenix	Phoenix - 1015 S. 63rd Ave #4 - AZ - 85042
City of Portland	1300 SE Gideon Street Portland OR 97202	Portland	6432 NE 59th Place - OR - 97218
City of Redding	3611 Avtech Pkwy Redding CA 96049	Redding	3743 Electro Way, Suite C - CA - 96002
City of Richmond	PO Box 26060 Richmond VA 23274	Richmond	4289 Carolina Avenue, Bldg. C - VA - 23222
City of Shreveport	PO Box 30065 Shreveport LA 71153	Shreveport	2410 Bell Street Shreveport LA 71103
City of Taunton Water	90 Inghill Street Taunton MA 02780	Taunton	135 Robert Treat Paine Dr. - MA - 02780
City of Tulsa	Utility Services Tulsa OK 74187	Tulsa	Tulsa - 10540 E. Pine Street - OK - 74116
City of Tulsa	Utility Services Tulsa OK 74187	Tyler	Tyler - 13176 Troup Hwy - TX - 75707
Columbia Gas of Kentucky	PO BOX 742523 Cincinnati OH 45274	Lexington	407 Burton Road Lexington, SC 29072
Columbia Gas Of Massachusetts	PO BOX 742514 Cincinnati OH 45274	Taunton	Taunton - 135 Robert Treat Paine Dr. - MA - 02780
Columbia Gas of Ohio	PO Box 742510 Cincinnati OH 45274	Cleveland	17830 Englewood Dr STE 15 - OH - 44130
Columbia Gas of Ohio	PO Box 742510 Cincinnati OH 45274	Columbus	Blacklick - 6717 Commerce Court - OH - 43004
ComED	PO BOX 6111 Carol Stream IL 60197	Des Plains (Chicago)	Glendale Heights - 1820 Internationale Blvd. - IL - 60139
CPS Energy	PO Box 2678 San Antonio TX 78289	Houston	San Antonio - 937 Isom Rd - TX - 78216

CPS Energy	PO Box 2678 San Antonio, TX 78289	San Antonio	937 Isom Rd - TX - 78216
Crescent Hills Water Company	PO Box 1096 Colleyville TX 76034	Dallas	921 West Bethel Rd, Bldg 300, Suite 315, Coppell, TX 75019
Cromwell Fire District- Water District	Cromwell - 50 Sebethe Drive - CT - 06416	Cromwell	One West Street Cromwell,CT 06418
Dainty Rubbish Service Inc	80 Industrial Park Road Middletown CT 06457	Cromwell	One West Street Cromwell,CT 06419
Direct Energy	1001 Liberty Avenue Pittsburgh PA 15222	Abilene	Abilene - 5402 N 1st Street - TX - 79603
Dish Network	PO Box 77623 Pasadena CA 91169	Ventura	Newbury Park - 1200 Lawrence Drive, Bldg. #200 - CA - 91320
DOMINION ENERGY	PO Box 45841 Salt Lake City, UT 84139	Salt Lake City	Salt Lake City - 1670 South 5500 West, Suite 200 - UT - 84104
Dominion Virginia Power	PO BOX 26543 Richmond VA 23290	Alexandria	Springfield - 8416 Alban Road - VA - 22153
Dominion Virginia Power	PO BOX 26543 Richmond VA 23290	Richmond	4289 Carolina Avenue, Bldg. C - VA - 23222
Dominion Virginia Power	PO BOX 26543 Richmond VA 23290	Virginia Beach (Tidewtr)	Newbury Park - 1200 Lawrence Drive, Bldg. #200 - CA - 91320
DOWAS - City of Shreveport	PO Box 30065 Shreveport LA 71153	Shreveport	2410 Bell Street Shreveport LA 71103
DTE ENERGY	PO Box 740786 Cincinnati OH 45274	Detroit	Romulus - 9675 Harrison Road, Suite #103 - MI - 48174
Duke Energy	PO Box 1090 Charlotte NC 28201	Charlotte	Charlotte - 1200 Westinghouse Blvd., Suite G - NC - 28273
Duke Energy	PO Box 1326 Charlotte NC 28201	Cincinnati	Monroe - 415 Breaden Drive, Bay 11 - OH - 45050
Duke Energy	PO Box 1090 Charlotte NC 28201	Greensboro (Krnrsville)	Kernersville - 11552 Distribution Court - NC- 27284
Duke Energy	PO Box 1090 Charlotte NC 28201	Greer (Greenville, SC)	Greer - 65 Concourse Way - SC - 29650
Duke Energy	PO BOX 1003 Charlotte NC 28201	Raleigh	Raleigh - 6231 Westgate Rd - NC - 27617
Duke Energy	PO BOX 1003 Charlotte NC 28201	Wilmington	Wilmington - 3006 Hall Waters Dr, Suite 300 - NC - 28405
Dynamark Security Centers	PO BOX 271414 Corpus Christi TX 78427	Harlingen (McAllen)	5706 West Grimes Road - TX - 78550
EastGroup Properties L.P		Fresno	
Eversource	P.O.Box 56004 Boston MA 02205	Boston	Boston - 21 Drydock Ave. - MA - 02210
Eversource	P.O.Box 56004 Boston MA 02205	Cromwell	Cromwell - 50 Sebethe Drive - CT - 06416
Eversource	P.O.Box 56004 Boston MA 02205	Springfield, MA	West Springfield - 333 Park Street, Unit C - MA - 01089

Fairfax Water	P O Box 71076 Charlotte NC 28272	Alexandria	Springfield - 8416 Alban Road - VA - 22154
G&I VII Isom LP	PO Box 206772 Dallas TX 75320	San Antonio	937 Isom Rd - TX - 78216
Georgia Power	96 Annex Atlanta GA 30396	Atlanta	2902 SE 10th AVE Amarillo 79105
Green Mountain Energy	Dept 1233 PO Box 121233 Dallas TX 75312	Harlingen (McAllen)	5706 West Grimes Road - TX - 78550
Greer CPW	PO Box 580206 Charlotte NC 28258	Greer (Greenville, SC)	Greer - 65 Concourse Way - SC - 29650
Indianapolis Power & Light Company	P O Box 110 Indianapolis, IN 46206	Indianapolis	Indianapolis - 2701 Fortune Circle East, Suite H - IN - 46241
INFINITE ENERGY	PO BOX 105247 Atlanta GA 30348	Atlanta	2903 SE 10th AVE Amarillo 79105
Just Energy	P O Box 650518 Dallas TX 75265	Abilene	Abilene - 5402 N 1st Street - TX - 79603
Kansas City Power and Light	PO Box 219330 Kansas City, MO 64121-9330	Lenexa KS	8847 Long Street, Lenexa, KS 66215
Kansas Gas Service	PO Box 219046 Kansas City, MO 64121-9046	Lenexa KS	8847 Long Street, Lenexa, KS 66215
KCP&L	PO Box 219330 Kansas City , MO	Des Moines	1863 NE 54th Ave., Des Moines, IA 50313
LACLEDE GAS COMPANY	DRAWER 2 St Louis MO 63171	St. Louis	155 Weldon Pkwy STE 114 - MO - 63043
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Alexandria	Springfield - 8416 Alban Road - VA - 22155
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Atlanta	770 Atlanta S. Pkwy., Ste 110 Atlanta, GA 3034
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Austin	1340 Airport Commerce Dr. #150 Austin, TX 78741
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Charleston	7289 Spa Rd North Charleston, SC 29418
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Charlotte	1200-G Westinghouse Blvd Charlotte, NC 28273
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Columbus	6771 Commerce Ct Blacklick, OH 43004
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Cromwell	50 Sebethe Drive Cromwell, CT 06416
Lincoln Waste Solutions	2075 Silas Deane Highway Suite 101 Rocky Hill CT 06067	Dallas	921 West Bethel Rd, Bldg 300, Suite 315, Coppell, TX 75019
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Denver	12435 East 42nd Ave Denver, CO 80239
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Des Moines	1863 NE 54th Ave., Des Moines, IA 50313
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Des Plains (Chicago)	1820 Internationale Blvd Glendale Heights, IL 60139

Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Detroit	9675 Harrison Rd Romulus, MI 48174
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	East Rutherford	9675 Harrison Rd Romulus, MI 48174
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	El Paso	24 Concord St El Paso, TX 79906
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Gardena (Los Angeles)	15111 S. Figueroa Street Gardena, CA 90248
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Greensboro (Krnrsville)	1152 Distribution Center Kernersville, NC 27284
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Greer (Greenville, SC)	65 Concourse Way Greer, SC 29650
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Hayward (Union City)	2802 W. Winton Ave Hayward, CA 94545
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Houston	2928 Greens Rd. Houston, TX
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Indianapolis	2701 Fortune Cir E Indianapolis, IN 46241
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Las Vegas	2875 North Lamb Boulevard, Suite 5 Las Vegas, NV 89115
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Lexington	407 Burton Road Lexington, SC 29072
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Lubbock	224 Buddy Holly Ave Lubbock, TX 79401
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Oklahoma City	4001 Will Rogers Parkway Oklahoma City, OK 73108
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Pennsauken (Mt. Laurel)	20 Twinbridge Drive Pennsauken, NJ 08110
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Portland	6432 NE 59TH PL Portland, or 9020
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Raleigh	6231 Westgate Rd Raleigh, NC 27617
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Reno	5355 Capital Court Suite 109 Reno, NV 89502
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Richmond	4289 Carolina Ave Richmond, VA 23228
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Roanoke	1701 Midland Rd Salem, VA 24153
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Sacramento	West Sacramento - 1630 Terminal St - CA - 95691
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Salt Lake City	1670 South 5500 West Salt Lake City, UT 84104

Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	San Jose	1919 Hartog Drive San Jose, CA 95113
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Seattle	Auburn - 22 42nd St NW, STE A - WA - 98001
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Shreveport	2410 Bell St. Shreveport, LA 71103
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Spokane Valley	3808 N Sullivan Road Spokane, WA 99219
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Springdale	1100 71 Plaza Court Suite 1 Springdale, AR 72764
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Springfield, MA	135 Robert Treat Paine Drive Taunton, MA 02780
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	St. Louis	155 Weldon Parkway Maryland Heights, MO 63043
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Taunton	135 Robert Treat Paine Drive Taunton, MA 02780
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Tulsa	10540 E. Pine St. Tulsa, OK 74116
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Virginia Beach (Tidewtr)	8416 Alban Road Springfield, VA 22153
Lincoln Waste Solutions	2075 Sila Deane Hwy Ste 101 Rocky Hill CT 06067	Wilmington	3006 Hall Waters Dr, Suite 300 Wilmington, NC 28405
Los Angeles Department of Water & Power	P O Box 30808 Los Angeles CA 90030	Gardena (Los Angeles)	15112 S. Figueroa Street Gardena, CA 90248
MGG Janitorial	P O Box 698 Hainesport NJ 08036	Pennsauken (Mt. Laurel)	21 Twinbridge Drive Pennsauken, NJ 08110
MidAmerican Energy Company	P.O. Box 8020 Davenport, IA 52808	Des Moines	1863 NE 54th Ave., Des Moines, IA 50313
Modern Improvement	P.O. Box 1421 Read Oak, GA 30272	Atlanta	771 Atlanta S. Pkwy., Ste 110 Atlanta, GA 3034
MP2 Energy Texas LLC	PO BOX 733560 Dallas TX 75373	Dallas	921 West Bethel Rd, Bldg 300, Suite 315, Coppell, TX 75019
Nation Waste	PO Box 95427 Grapevine TX 76099	Houston	2928 Greens Rd, Bldg B Suite 425 - TX - 77032
New Mexico Gas Company	P.O. Box 173341 Denver, CO 80217	Albuquerque	Albuquerque - 2430 Alamo Street SE, Suite 104 - NM - 87106
NICOR GAS	PO Box 416 Aurora IL 60568	Des Plains (Chicago)	1821 Internationale Blvd Glendale Heights, IL 60139
NV Energy	2875 N Lamb Blvd Ste 5 Las Vegas NV 89115	Las Vegas	Las Vegas - 2875 N Lamb Blvd. #5 - NV - 89115
NV Energy	P O Box 30073 Reno, NV 89520	Reno	Reno - 5355 Capital Court, #109 - NV - 89502
NW Natural	P O Box 6017 Portland OR 97288	Portland	Portland - 6432 NE 59th Place - OR - 97218

OG&E	PO Box 24990 Oklahoma City OK 73124	Fort Smith	Fort Smith - 1320 Jackson St. - AR - 72916
Oklahoma Natural Gas	PO Box 219296 Kansas City MO 64121	Oklahoma City	Oklahoma City - 4027 Will Rogers Parkway - OK - 73108
Oklahoma Natural Gas	PO Box 219296 Kansas City MO 64121	Tulsa	Tulsa - 10540 E. Pine Street - OK - 74116
Orlando Utility Energy	PO Box 31329 Tampa FL 33631	Orlando	Orlando - 9195 Boggy Creek Road, Unit 6 - FL - 32824
Pacific Power	PO Box 26000 Portland OR 97256	Portland	Portland - 6432 NE 59th Place - OR - 97218
PARK SPE LLC	3808 N Sullivan Rd N15 #202 Spokame WA 99216	Spokane Valley	Spokane Valley - 11303 E Montgomery Dr. #2 - WA - 99206
Parkwood Arizona LLC	9061 Santa Monica Boulevard Los Angeles CA 90069	Salt Lake City	Salt Lake City - 1670 South 5500 West, Suite 200 - UT - 84104
PF Realty	241 N Pennsylvania St Suite 300 Indianapolis, IN 46204	Indianapolis	Indianapolis - 2701 Fortune Circle East, Suite H - IN - 46241
PG&E	705 P St Fresno CA 93721	Fresno	Fresno - 4055 W. Shaw Ave, Ste 104 - CA - 93722
PG&E	24300 Clawiter RD Hayward CA 94545	Hayward (Union City)	Hayward - 2802 West Winton Ave - CA - 94545
PG&E	226 E Yosemite Ave Manteca CA 95336	Manteca	Manteca - 1306 Dupont Court - CA - 95336
PG&E	Box 997300 Sacramento CA 95899	Redding	3743 Electro Way, Suite C - CA - 96002
PG&E	Box 997300 Sacramento CA 95899	Sacramento	West Sacramento - 1630 Terminal St - CA - 95691
PG&E	Box 997300 Sacramento CA 95899	San Jose	San Jose - 1915/1919 Hartog Ave. - CA - 95131
Piedmont Natural Gas	PO Box 937 Toledo Ohio 43697	Charlotte	Charlotte - 1200 Westinghouse Blvd., Suite G - NC - 28273
Piedmont Natural Gas	PO Box 937 Toledo Ohio 43697	Greensboro (Krnrsville)	Kernersville - 1152 Distribution Court - NC - 27284
PNM	P O Box 27900 Albuquerque NM 87125	Albuquerque	Albuquerque - 2430 Alamo Street SE, Suite 104 - NM - 87106
Public Service Company of Oklahoma	PO Box 371496 Pittsburgh PA 15250	Tulsa	Tulsa - 10540 E. Pine Street - OK - 74116
Public Water Supply Dist #9	391 N Rangeline Road Columbia, MO 65201-7473	Columbia MO	4250 E. Broadway, Suite 1027, Columbia, MO, 65201
Puget Sound Energy	PO Box 91269 Bellevue WA 98009	Seattle	Auburn - 22 42nd St NW, STE A - WA - 98001
Recology Humboldt County	PO Box 60670 Los Angeles CA 90060	Redding	3743 Electro Way, Suite C - CA - 96002
Reliant	PO Box 650475 Dallas TX 75265	Houston	2928 Greens Rd, Bldg B Suite 425 - TX - 77032
Republic Service	P.O.BOX 78829 Phoenix AZ 85062	Corpus Christi	417 Sun Belt Drive Corpus Christi, TX 78408

Republic Service	42600 Boyce Rd Fremont CA 94538	Hayward (Union City)	Hayward - 2802 West Winton Ave - CA - 94545
Republic Service	8220 W Hwy 80 Midland TX 79706	Midland	Midland - 3100 West Kentucky - TX - 79701
Republic Service	4542 SE Loop 410 San Antonio TX 78222	San Antonio	937 Isom Rd - TX - 78216
Republic Service	PO Box 78829 Phoenix AZ 85062	Dallas	921 West Bethel Rd, Bldg 300, Suite 315, Coppell, TX 75019
Republic Waste	PO Box 9236 Corpus Christi TX 78469	Corpus Christi	Corpus Christi - 417 Sun Belt Drive, Suite I and J - TX - 78408
Rocky Mountain Power	PO Box 26000 Portland OR 97256	Salt Lake City	Salt Lake City - 1670 South 5500 West, Suite 200 - UT - 84104
San Diego Gas & Electric	P O Box 25111 Santa Ana CA 92799	San Diego	9181-9183 Chesapeake Dr., San Diego, CA 92123
Save That Stuff Inc	200 Terminal Street Charlestown MA 02129	Boston	Boston - 21 Drydock Ave. - MA - 02211
SCE&G	PO BOX 100255 Columbia SC 29202	Charleston	North Charleston - 7289-A Spa Road - SC - 29418
SCE&G	425 Industrial Drive Lexington SC 29072	Lexington	407 Burton Road Lexington, SC 29072
Southern California Ed	PO Box 300 Rosemead CA 91772	Ventura	Newbury Park - 1200 Lawrence Drive, Bldg. #200 - CA - 91320
Southwest Gas Corporation	PO Box 98890 Las Vegas NV 89193	Las Vegas	Las Vegas - 2875 N Lamb Blvd. #5 - NV - 89115
Southwestern Eletric Power	PO Box 24401 Canton OH 44701	Shreveport	Shreveport - 2410 Bell Street - LA - 71103
Southwestern Eletric Power	PO Box 24401 Canton OH 44701	Springdale	Springdale - 1100 71 Plaza Court Ste #1 - AR - 72764
Spire	Drawer 2, Saint Louis, MO 63171	STL MO	1868 Craigshire Road, St. Louis, MO 63146
Spokane County Enviroment	PO Box 2355 Spokane WA 99210	Spokane Valley	Spokane Valley - 11303 E Montgomery Dr. #2 - WA - 99206
Springdale Water	526 Oak Avenue Springdale AR 72764	Springdale	Springdale - 1100 71 Plaza Court Ste #1 - AR - 72764
SRP	PO Mbox 80062 Prescott AZ 86304	Phoenix	Phoenix - 1015 S. 63rd Ave #4 - AZ - 85043
Superior Importers		Sacramento	West Sacramento - 1630 Terminal St - CA - 95691
Tampa Electric	PO Box 31318 Tampa FL 33631-3318	Tampa FL	5706 Benjamin Center Dr, Suite 112, Tampa, FL 33634
Taunton Municipal Light	P O Box 870 Taunton MA 02780	Taunton	Taunton - 135 Robert Treat Paine Dr. - MA - 02780
Taunton Water Division	PO Box 4160 Woburn MA 01888	Taunton	Taunton - 135 Robert Treat Paine Dr. - MA - 02780
Texans Energy	PO Box 205040 Dallas TX 75320	Dallas	921 West Bethel Rd, Bldg 300, Suite 315, Coppell, TX 75019

Texans Energy	2150 Town Square Place Ste 711 Sugarland TX 77479	Houston	2928 Greens Rd, Bldg B Suite 425 - TX - 77032
Texas Gas Service	PO Box 219913 Kansas City MO 64121	El Paso	El Paso - 24 Concord St, Suite A - TX - 79906
The City of Fort Smith	623 Garrison Ave PO Box 1907 Fort Smith AR 72902	Fort Smith	Fort Smith - 1320 Jackson St. - AR - 72916
The Illuminating Company	P.O. Box 3687 Akron, OH 44309	Cleveland	17830 Englewood Drive, Suite 15 Middleburg Heights, OH 44130
Town of Lexington	111 Maiden Lane PO Box 397 Lexington SC 29071	Lexington	407 Burton Road Lexington, SC 29072
TXU Energy		Midland	Midland - 3100 West Kentucky - TX - 79702
TXU Energy	PO Box 650638 Dallas TX 75265	Tyler	Tyler - 13176 Troup Hwy - TX - 75707
TXU Energy	PO Box 650638 Dallas TX 75265	Waco	Woodway - 7341 Santos Circle - TX - 76712
TXU Energy	P O Box 650638 Dallas TX 75265	Wichita Falls	9013 Jacksboro Hwy, Wichita Falls, TX 76301
Ukiah Aviation Services LP	1600 South Main Street Suite 115 Walnut Creek CA 94596	Redding	3743 Electro Way, Suite C - CA - 96002
Ukiah Aviation Services LP	1600 South Main Street Suite 115 Walnut Creek CA 94596	Sacramento	West Sacramento - 1630 Terminal St - CA - 95691
Village of Glendale Heights	300 Civic Center Plaza Glendale Heights IL 60139	Des Plains (Chicago)	Glendale Heights - 1820 Internationale Blvd. - IL - 60139
Virginia Natural Gas	PO Box 5409 Carol Stream IL 60197	Virginia Beach (Tidewtr)	Norfolk - 3510 County Street, Bay 1 - VA - 23509
Vision Logistics, LLC	375 Riverside Pkwy Lithia Springs, GA 30122	Atlanta	772 Atlanta S. Pkwy., Ste 110 Atlanta, GA 3034
Waste Connections of Texas -Lubbock	P O Box 660177 Dallas TX 75266	Lubbock	224 Buddy Holly Ave Lubbock, TX 79401
Waste Management of Texas Inc	PO Box 660345 Dallas TX 75266	Austin	3913 Todd Ln Ste 204 Austin TX 78744
Waste Management of Tulsa	PO Box 43350 Phoenix AZ 85080	Tulsa	Tulsa - 10540 E. Pine Street - OK - 74116
Waste Management Tampa	PO Box 4648 Carol Stream, IL 60197-4648	Tampa FL	5706 Benjamin Center Dr, Suite 112, Tampa, FL 33634
WASTE MANAGEMENT OF ALAMEDA COUNTY	PO Box 541065 Los Angeles CA 90054	Hayward (Union City)	Hayward - 2802 West Winton Ave - CA - 94546
Waste Management of Texas	PO Box 660345 Dallas TX 75266	Austin	3913 Todd Ln Ste 204 Austin TX 78744
Waste Management of Woodland	PO Box 541065 Los Angeles CA 90054	Sacramento	West Sacramento - 1630 Terminal St - CA - 95691
Waterlogic Americas LLC	P.O.BOX 677867 Dallas TX 75267	Raleigh	6232 Westgate Rd Raleigh, NC 27617
Xcel Energy	P.O. BOX 9477 MPLS, MN 55484	Amarillo	2901 SE 10th AVE Amarillo 79105

EXHIBIT B

Proposed Interim Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BEAVEX HOLDING CORPORATION, *et al.*,¹

Debtors.

Chapter 11

Case No. 19-10316 (___)

Jointly Administered

Ref. Docket No. ____

**INTERIM ORDER, PURSUANT TO SECTIONS 105(a) AND 366 OF THE
BANKRUPTCY CODE (I) PROHIBITING UTILITY COMPANIES FROM ALTERING,
REFUSING, OR DISCONTINUING UTILITY SERVICES, (II) DEEMING UTILITY
COMPANIES ADEQUATELY ASSURED OF FUTURE PAYMENT,
(III) ESTABLISHING PROCEDURES FOR DETERMINING ADDITIONAL
ADEQUATE ASSURANCE OF PAYMENT, AND (IV) GRANTING RELATED RELIEF,
INCLUDING SETTING A FINAL HEARING RELATED THERETO**

Upon consideration of the Motion² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for the entry of interim and final orders, pursuant to sections 105(a) and 366(b) of the Bankruptcy Code, (i) prohibiting the Utility Companies from altering, refusing, or discontinuing Utility Services on account of pre-petition invoices; (ii) deeming the Utility Companies adequately assured of future payment; (iii) establishing Assurance Procedures for determining additional adequate assurance of future payment and authorizing the Debtors to provide additional adequate assurance of future payment to the Utility Companies; and (iv) granting related relief, including setting a final hearing related thereto; and upon consideration of the Motion and all pleadings related thereto, including the First Day Declaration; and due and proper notice of the Motion having been given; and it appearing that no other or further notice of the Motion is required; and it appearing that this Court has jurisdiction

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: BeavEx Holding Corporation (7740); BeavEx Acquisition, Inc. (5497); BeavEx Incorporated (7355); JNJW Enterprises, Inc. (4963); and USXP, LLC (2997). The headquarters for the above-captioned Debtors is located at 2120 Powers Ferry Road SE, Suite 300, Atlanta, GA 30339.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

to consider the Motion in accordance with 28 U.S.C. §§ 157 and 1334 and the Amended Order; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Motion and provided for herein is in the best interest of the Debtors, their estates, and their creditors; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED on an interim basis, as set forth herein.
2. The Debtors are authorized to pay on a timely basis, in accordance with their prepetition practices, all undisputed invoices for Utility Services rendered by the Utility Companies to the Debtors after the Petition Date.
3. Subject to the Assurance Procedures set forth below, no Utility Company may (a) alter, refuse, terminate, or discontinue Utility Services to, or discriminate against, the Debtors on the basis of the commencement of these chapter 11 cases or on account of outstanding pre-petition invoices or (b) require additional assurance of payment, other than the Utility Deposit, as a condition to the Debtors receiving such Utility Services.
4. The Debtors shall deposit, as adequate assurance for the Utility Companies, \$81,000 in the aggregate (the "Utility Deposit") into a segregated account (the "Utility Deposit Account") within twenty (20) days of the Petition Date to be maintained during the pendency of these chapter 11 cases as provided for herein.
5. Subject to the Assurance Procedures set forth below, the Utility Deposit constitutes adequate assurance of future payment to the Utility Companies under section 366 of the Bankruptcy Code (the "Adequate Assurance").

6. The following Assurance Procedures are approved in all respects:
 - a. Within two (2) business days of the date this Interim Order is entered, the Debtors will mail a copy of this Interim Order to the Utility Companies on the Utility Service List;
 - b. If a Utility Company is not satisfied with the proposed Adequate Assurance and seeks additional assurance of payment in the form of a deposit, letter of credit, prepayment, or otherwise, it must serve an Additional Assurance Request upon (i) the Debtors, 2120 Powers Ferry Road SE, Suite 300, Atlanta, GA 30339 (Attn: Donald Van der Wiel (email: dvanderwiel@beavex.com)); (ii) proposed counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801 (Attn: Jordan E. Sazant, Esq. (email: jsazant@ycst.com)); (iii) counsel to the Debtors' prepetition secured lenders and proposed postpetition secured lenders, Winston & Strawn LLP, 200 Park Avenue, New York, NY 10166 (Attn: Cary Schreiber, Esq.) and Ashby & Geddes, 500 Delaware, P.O. Box 1150, Wilmington, DE 19899 (Attn: Gregory Taylor, Esq.); and (iv) counsel to any statutory committee appointed in these chapter 11 cases (collectively, the "Notice Parties");
 - c. Each Additional Assurance Request must (i) be made in writing; (ii) set forth all location(s) for which utility services are provided and the relevant account number(s); (iii) include a summary of the Debtors' payment history relevant to the affected account(s); (iv) describe any deposits or other security currently held by the requesting Utility Company; and (v) identify and explain the basis of the Utility Company's proposed adequate assurance requirement under section 366(c)(2) of the Bankruptcy Code;
 - d. Upon the Notice Parties' receipt of an Additional Assurance Request at the addresses set forth in subparagraph (b) above, the Debtors shall promptly negotiate with such Utility Company to resolve such Utility Company's Additional Assurance Request;
 - e. If the Debtors determine that a timely received Additional Assurance Request is not reasonable and are unable to reach an alternative resolution with the applicable Utility Company, the Debtors shall, upon reasonable notice, calendar the matter (the "Adequate Assurance Dispute") for the next regularly scheduled omnibus hearing to determine the adequacy of assurance of payment pursuant to section 366(c)(3) of the Bankruptcy Code;
 - f. Pending resolution of any such Adequate Assurance Dispute, any such Utility Company shall be prohibited from altering, refusing, or discontinuing service to the Debtors on account of unpaid charges for

prepetition services, the filing of the chapter 11 cases, or any objection to the adequacy of the proposed Adequate Assurance;

g. The Debtors may, in their discretion, resolve any Adequate Assurance Dispute by mutual agreement with the requesting Utility Company without further notice to this Court or any other party in interest except the Debtors' prepetition secured lender and proposed postpetition secured lender, and may, in connection with any such agreement, provide a Utility Company with additional adequate assurance of future payment, including, but not limited to, a cash deposit, prepayment, letter of credit, and/or other forms of security, without further order of this Court to the extent the Debtors believe that such additional assurance is reasonable in the exercise of their business judgment and the Debtors may, by mutual agreement with the objecting Utility Company and without further order of this Court, reduce the Adequate Assurance Deposit by an amount not exceeding the requesting Utility Company's estimated two-week utility expense; and

h. Upon the closure of one of the Debtors' locations and the discontinuance of the Utility Services associated therewith, or the termination of Utility Services independent thereof, the Debtors may, in their discretion and without further order of this Court, reduce the Utility Deposit by an amount not exceeding, for each of the Utility Services being discontinued, the lesser of (i) the estimated two-week utility expense for such Utility Services and (ii) the amount of the Utility Deposit then attributable to the applicable Utility Company; *provided* that for any Utility Company for which the Utility Deposit is reduced, the Debtors shall have paid such Utility Company in full for any outstanding postpetition Utility Services before reducing the Utility Deposit.

7. The Debtors are authorized, as necessary, to provide a copy of this Interim Order, and any final order approving the relief requested in the Motion (any such order, the "Final Order"), to any Utility Company not listed on the Utility Service List (each, an "Additional Utility Company," and collectively, the "Additional Utility Companies") as such Utility Companies are identified. Promptly upon providing a copy of this Interim Order and the Final Order, as applicable, to an Additional Utility Company, the Debtors shall increase the Utility Deposit by an amount equal to approximately two (2) weeks of the Debtors' estimated aggregate utility expense for such Additional Utility Company subsequent to the Petition Date and promptly notify the Debtors' prepetition secured lender and proposed postpetition secured

lender of such. The Additional Utility Companies shall be subject to the terms of this Interim Order and the Final Order, including the Assurance Procedures.

8. No money may be withdrawn from the Utility Deposit Account except (a) in compliance with the Assurance Procedures, (b) by mutual agreement of the Debtors and the applicable Utility Company with notice to the Debtors' prepetition secured lender and proposed postpetition secured lender, or (c) by further order of this Court.

9. A final hearing on the relief granted herein shall take place on _____, 2019 at __:___.m. (prevailing Eastern Time). Any party-in-interest objecting to the relief sought at the Final Hearing or the proposed Final Order shall file and serve a written objection, which objection shall be served upon (i) the Debtors, 2120 Powers Ferry Road SE, Suite 300, Atlanta, GA 30339 (Attn: Donald Van der Wiel (dvanderwiel@beavex.com)); (ii) counsel to the Debtors; (ii) counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801 (Attn: Joseph M. Barry, Esq. (jbarry@ycst.com), Matthew B. Lunn, Esq. (mlunn@ycst.com), and Donald J. Bowman, Jr., Esq. (dbowman@ycst.com)); (iii) counsel to the Debtors' prepetition secured lenders and proposed postpetition secured lenders, Winston Strawn, LLP, 200 Park Avenue, New York, NY 10166 (Attn. Carey D. Schreiber, Esq. (cschreiber@winston.com)) and, Ashby & Geddes, 500 Delaware Avenue, P.O. 1150, Wilmington, Delaware 19899 (Attn. Gregory Taylor, Esq. (gtaylor@ashbygeddes.com)); and (iv) counsel to any statutorily appointed committee in the Chapter 11 Cases so as to be received no later than _____, 2019 at 4:00 p.m. (ET). If no objections to the entry of the Final Order are timely filed, this Court may enter the Final Order without further notice or a hearing.

10. Nothing in this Interim Order (a) is intended or shall be deemed to constitute an assumption of any agreement pursuant to section 365 of the Bankruptcy Code or an admission as to the validity of any claim against the Debtors and their estates, (b) shall impair, prejudice, waive, or otherwise affect the rights of the Debtors and their estates with respect to the validity, priority, or amount of any claim against the Debtors and their estates, (c) shall impair, prejudice, waive, or otherwise affect the rights of the Debtors and their estates with respect to any and all claims or causes of action against any Utility Company, (d) shall impair any Utility Company's rights with regard to any claims, or (e) shall be construed as a promise to pay a claim.

11. Nothing in this Interim Order is intended or shall be deemed to constitute a finding that any entity is or is not a Utility Company hereunder or under section 366 of the Bankruptcy Code, whether or not such entity is listed on the Utility Service List or is served with a copy of this Interim Order, the Motion or the Final Order.

12. Nothing in this Interim Order authorizes the Debtors to pay prepetition claims without further order of this Court unless expressly provided for herein.

13. The Debtors are authorized to take any and all actions necessary to effectuate the relief granted herein.

14. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied because the relief requested in the Motion, as granted herein, is necessary to avoid immediate and irreparable harm to the Debtors.

15. Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Interim Order shall be effective and enforceable immediately upon its entry.

16. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Interim Order.

Dated: _____
Wilmington, Delaware

United States Bankruptcy Judge

EXHIBIT C

Proposed Final Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BEAVEX HOLDING CORPORATION, *et al.*,¹

Debtors.

Chapter 11

Case No. 19-10316 (___)

Jointly Administered

Ref. Docket Nos. ___ & ___

FINAL ORDER, PURSUANT TO SECTIONS 105(a) AND 366 OF THE BANKRUPTCY CODE, (I) PROHIBITING UTILITY COMPANIES FROM ALTERING, REFUSING, OR DISCONTINUING UTILITY SERVICES, (II) DEEMING UTILITY COMPANIES ADEQUATELY ASSURED OF FUTURE PAYMENT, (III) ESTABLISHING PROCEDURES FOR DETERMINING ADDITIONAL ADEQUATE ASSURANCE OF PAYMENT, AND (IV) GRANTING RELATED RELIEF

Upon consideration of the Motion² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for the entry of interim and final orders, pursuant to sections 105(a) and 366(b) of the Bankruptcy Code, (i) prohibiting the Utility Companies from altering, refusing, or discontinuing Utility Services on account of pre-petition invoices; (ii) deeming the Utility Companies adequately assured of future payment; (iii) establishing Assurance Procedures for determining additional adequate assurance of future payment and authorizing the Debtors to provide additional adequate assurance of future payment to the Utility Companies; and (iv) granting related relief, including setting a final hearing related thereto; and upon consideration of the Motion and all pleadings related thereto, including the First Day Declaration; and due and proper notice of the Motion having been given; and it appearing that no other or further notice of the Motion is required; and it appearing that this Court has jurisdiction

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: BeavEx Holding Corporation (7740); BeavEx Acquisition, Inc. (5497); BeavEx Incorporated (7355); JNJW Enterprises, Inc. (4963); and USXP, LLC (2997). The headquarters for the above-captioned Debtors is located at 2120 Powers Ferry Road SE, Suite 300, Atlanta, GA 30339.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

to consider the Motion in accordance with 28 U.S.C. §§ 157 and 1334 and the Amended Order; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having previously entered that certain *Interim Order, Pursuant to Sections 105(a) and 366 of the Bankruptcy Code, (I) Prohibiting Utility Companies From Altering, Refusing, or Discontinuing Utility Services, (II) Deeming Utility Companies Adequate Assured of Future Payment, (III) Establishing Procedures for Determining Additional Adequate Assurance of Payment, and (IV) Granting Related Relief, Including Setting a Final Hearing Related Thereto* [D.I. ____] (the “Interim Order”); and it appearing that the relief requested in the Motion and provided for herein is in the best interest of the Debtors, their estates, and their creditors; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED on a final basis, as set forth herein.
2. The Debtors are authorized to pay on a timely basis, in accordance with their prepetition practices, all undisputed invoices for Utility Services rendered by the Utility Companies to the Debtors after the Petition Date.
3. Subject to the Assurance Procedures set forth below, no Utility Company may (a) alter, refuse, terminate or discontinue Utility Services to, or discriminate against, the Debtors on the basis of the commencement of these chapter 11 cases or on account of outstanding pre-petition invoices or (b) require additional assurance of payment, other than the Utility Deposit, as a condition to the Debtors receiving such Utility Services.
4. To the extent not already deposited, the Debtors shall deposit, as adequate assurance for the Utility Companies, \$81,000 in the aggregate (the “Utility Deposit”) into a

segregated account (the “Utility Deposit Account”) within twenty (20) days of the Petition Date to be maintained during the pendency of these chapter 11 cases as provided for herein.

5. Subject to the Assurance Procedures set forth below, the Utility Deposit constitutes adequate assurance of future payment to the Utility Companies under section 366 of the Bankruptcy Code (the “Adequate Assurance”).

6. The following Assurance Procedures are approved in all respects:

a. If a Utility Company is not satisfied with the proposed Adequate Assurance and seeks additional assurance of payment in the form of a deposit, letter of credit, prepayment, or otherwise, it must serve an Additional Assurance Request upon (i) the Debtors, 2120 Powers Ferry Road SE, Suite 300, Atlanta, GA 30339 (Attn: Donald Van der Wiel (email: dvanderwiel@beavex.com)); (ii) proposed counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801 (Attn: Jordan E. Sazant, Esq. (email: jsazant@ycst.com)); (iii) counsel to the Debtors’ prepetition secured lenders and proposed postpetition secured lenders, Winston & Strawn LLP, 200 Park Avenue, New York, NY 10166 (Attn: Cary Schreiber, Esq.) and Ashby & Geddes, 500 Delaware, P.O. Box 1150, Wilmington, DE 19899 (Attn: Gregory Taylor, Esq.); and (iv) counsel to any statutory committee appointed in these chapter 11 cases (collectively, the “Notice Parties”);

b. Each Additional Assurance Request must (i) be made in writing; (ii) set forth all location(s) for which utility services are provided and the relevant account number(s); (iii) include a summary of the Debtors’ payment history relevant to the affected account(s); (iv) describe any deposits or other security currently held by the requesting Utility Company; and (v) identify and explain the basis of the Utility Company’s proposed adequate assurance requirement under section 366(c)(2) of the Bankruptcy Code;

c. Upon the Notice Parties’ receipt of an Additional Assurance Request at the addresses set forth in subparagraph (b) above, the Debtors shall promptly negotiate with such Utility Company to resolve such Utility Company’s Additional Assurance Request;

d. If the Debtors determine that a timely received Additional Assurance Request is not reasonable and are unable to reach an alternative resolution with the applicable Utility Company, the Debtors shall, upon reasonable notice, calendar the matter (the “Adequate Assurance Dispute”) for the next regularly scheduled omnibus hearing to determine

the adequacy of assurance of payment pursuant to section 366(c)(3) of the Bankruptcy Code;

e. Pending resolution of any such Adequate Assurance Dispute, any such Utility Company shall be prohibited from altering, refusing, or discontinuing service to the Debtors on account of unpaid charges for prepetition services, the filing of the chapter 11 cases, or any objection to the adequacy of the proposed Adequate Assurance;

f. The Debtors may, in their discretion, resolve any Adequate Assurance Dispute by mutual agreement with the requesting Utility Company without further notice to this Court or any other party in interest except the Debtors' prepetition secured lender and proposed postpetition secured lender, and may, in connection with any such agreement, provide a Utility Company with additional adequate assurance of future payment, including, but not limited to, a cash deposit, prepayment, letter of credit, and/or other forms of security, without further order of this Court to the extent the Debtors believe that such additional assurance is reasonable in the exercise of their business judgment and the Debtors may, by mutual agreement with the objecting Utility Company and without further order of this Court, reduce the Adequate Assurance Deposit by an amount not exceeding the requesting Utility Company's estimated two-week utility expense; and

g. Upon the closure of one of the Debtors' locations and the discontinuance of the Utility Services associated therewith, or the termination of Utility Services independent thereof, the Debtors may, in their discretion and without further order of this Court, reduce the Utility Deposit by an amount not exceeding, for each of the Utility Services being discontinued, the lesser of (i) the estimated two-week utility expense for such Utility Services and (ii) the amount of the Utility Deposit then attributable to the applicable Utility Company; *provided* that for any Utility Company for which the Utility Deposit is reduced, the Debtors shall have paid such Utility Company in full for any outstanding postpetition Utility Services before reducing the Utility Deposit.

7. The Debtors are authorized, as necessary, to provide a copy of this Final Order to any Utility Company not listed on the Utility Service List (each, an "Additional Utility Company," and collectively, the "Additional Utility Companies") as such Utility Companies are identified. Promptly upon providing a copy of this Final Order to an Additional Utility Company, the Debtors shall increase the Utility Deposit by an amount equal to approximately two (2) weeks of the Debtors' estimated aggregate utility expense for such Additional Utility

Company subsequent to the Petition Date and promptly notify the Debtors' pre-petition secured lender and proposed postpetition secured lender of such. The Additional Utility Companies shall be subject to the terms of this Final Order, including the Assurance Procedures.

8. No money may be withdrawn from the Utility Deposit Account except (a) in compliance with the Assurance Procedures, (b) by mutual agreement of the Debtors and the applicable Utility Company with notice to the Debtors' prepetition secured lender and proposed postpetition secured lender, or (c) by further order of this Court.

9. Nothing in this Final Order (a) is intended or shall be deemed to constitute an assumption of any agreement pursuant to section 365 of the Bankruptcy Code or an admission as to the validity of any claim against the Debtors and their estates, (b) shall impair, prejudice, waive, or otherwise affect the rights of the Debtors and their estates with respect to the validity, priority, or amount of any claim against the Debtors and their estates, (c) shall impair, prejudice, waive, or otherwise affect the rights of the Debtors and their estates with respect to any and all claims or causes of action against any Utility Company, (d) shall impair any Utility Company's rights with regard to any claims, or (e) shall be construed as a promise to pay a claim.

10. Nothing in this Final Order is intended or shall be deemed to constitute a finding that any entity is or is not a Utility Company hereunder or under section 366 of the Bankruptcy Code, whether or not such entity is listed on the Utility Service List or is served with a copy of the Interim Order, this Final Order or the Motion.

11. Nothing in this Final Order authorizes the Debtors to pay prepetition claims without further order of this Court unless expressly set forth herein.

12. The Debtors are authorized to take any and all actions necessary to effectuate the relief granted herein.

13. Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Final Order shall be effective and enforceable immediately upon its entry.

14. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Final Order.

Dated: _____
Wilmington, Delaware

United States Bankruptcy Judge