United States Bankruptcy Court Southern - Texas
ENTERED
07/15/2021

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:	**Chapter 11**
ENTRUST ENERGY, INC., *et al.*,[1]	**Case No.: 21-31070**
Debtors.	**Jointly Administered**

ORDER (I) APPROVING SALE OF RENEWABLE ENERGY CERTIFICATES FREE AND CLEAR OF ALL LIENS, CLAIMS, INTERESTS AND ENCUMBRANCES AND (II) GRANTING RELATED RELIEF

Upon the motion (the "**Motion**")[2] of Entrust Energy, Inc. and its debtor affiliates (collectively, the "**Debtors**"), debtors and debtors in possession in the above-captioned, jointly administered chapter 11 cases (collectively, the "**Chapter 11 Cases**"), for an order pursuant to Sections 105(a) and 363 of the Bankruptcy Code and Rules 2002 and 6004 of the Bankruptcy Rules approving and authorizing the sale of the Entrust RECs, in accordance with the terms and procedures described in the Motion; and due and proper notice of the Motion having been provided; and the relief requested in the Motion being in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein;

IT IS HEREBY ORDERED:

[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are: Entrust Energy, Inc. (2194); Entrust Treasury Management Services, Inc. (2347); Entrust Energy East, Inc. (3446); Power of Texas Holdings, Inc. (8159); Knocked, Corp. (0195); Akyta Holdings, Inc. (7696); Enserve, Inc. (9111); Akyta, Inc. (7560); Energistics, Inc. (3460); SPH Investments, Inc, (0271); Akyta IP, Inc. (8798); Surge Direct Sales, Inc. (7225); Entrust Energy Operations, Inc. (7479); Strategic Power Holdings, LLC (7069); NGAE, Inc. (1888). The Debtors' mailing address is Entrust Energy, Inc., 1301 McKinney Street, Suite 2950, Houston, TX 77010.

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

1. Pursuant to Section 363(b) of the Bankruptcy Code, the Debtors are authorized to sell and transfer the Entrust RECs, or any of them, by any commercially reasonably means through one or more transactions without further order of this Court.

2. The Debtors shall consult with the Committee regarding the timing and price of any sale of Entrust RECs. Additionally, the Debtors shall provide monthly reporting to the Committee, which shall include the Entrust RECs sold and the purchase price of each sale.

3. The Debtors shall file a written report with the Court at the end of each month beginning with the month ending on July 31, 2021, and each calendar month thereafter until the effective date of any plan of reorganization in these chapter 11 cases, concerning any such transactions consummated during the preceding month pursuant hereto, including the names of purchasing or selling parties, as applicable, and the types and amounts of the transactions.

4. Omitted.

5. Pursuant to Section 363(f) of the Bankruptcy Code, any sales or transfer of Entrust RECs pursuant to this Order are, without need for any action by any party, free and clear of all Liens, with such Liens attaching to the proceeds of such sale or transfer with the same validity, extent, and priority as had attached to the subject Entrust RECs immediately prior to such sale or transfer. The holder of any valid Lien or interest on such Entrust RECs shall, as of the effective date of such sale or transfer, be deemed to have waived and released such Lien, without regard to whether such holder has executed or filed any applicable release, and such Lien shall automatically, and with no further action by any party, attach to the proceeds of such sale. Notwithstanding the foregoing, any holder of a Lien on any Entrust RECs is authorized and

directed to execute and deliver any waivers, releases, or other related documentation, as reasonably requested by the Debtors.

6. Any sales or transfers of Entrust RECs pursuant to this Order through any publicly-accessible secondary market or channel shall be deemed arms'-length transactions, and such purchasers and transferees of Entrust RECs shall be entitled to the protections afforded to good-faith purchasers under Section 363(m) of the Bankruptcy Code.

7. The Debtors and any purchasers of Entrust RECs are authorized to take any and all actions and execute any and all documents necessary or appropriate to effectuate the sale or transfer of any Entrust RECs.

8. With respect to all sale transactions consummated pursuant to this Order, this Order shall be sole and sufficient evidence of the transfer of title to any particular buyer, and the sale transactions consummated pursuant to this Order shall be binding upon and shall govern the acts of all persons and entities who may be required by operation of law, the duties of their office, or contract to accept, file, register, or otherwise record or release any documents or instruments, or who may be required to report or insure any title or state of title in or to any of the property sold pursuant to this Order, including without limitation, all filing agents, filing officers, title agents, title companies, recorders of mortgages, recorders of deeds, administrative agencies, governmental departments, secretaries of state, and federal, state, and local officials, and each of such persons and entities is hereby directed to accept this Order as sole and sufficient evidence of such transfer of title and shall rely upon this Order in consummating the transactions contemplated hereby.

9. The Debtors are authorized to pay those necessary fees and expenses incurred in the sale or transfer of any Entrust RECs.

10. Any sale, use, acquisition, investment, or transfer to an "insider," as that term is defined in section 101(31) of the Bankruptcy Code, is excluded from this Order.

11. Notwithstanding anything to the contrary in this Order or in any REC sale/purchase agreement, nothing in this Order or any REC sale/purchase agreement releases, nullifies, precludes or enjoins the enforcement of any police or regulatory liability to a governmental unit that any entity would be subject to as the post-sale owner after entry of this Order; *provided, however*, that (a) entry of this Order is without prejudice to the Debtors' ability to seek further relief in connection with the sale of any REC sale/purchase or any other parties rights to oppose such relief and (b) nothing herein shall subject a purchaser to any liability to a governmental unit for penalties for any violation prior to closing. In addition, nothing in this Order or any REC sale/purchase agreement authorizes the transfer or assignment of any governmental license, permit, registration, authorization, or approval, or the discontinuation of any obligation thereunder, without compliance with all applicable legal requirements under police or regulatory law.

12. Notwithstanding anything to the contrary contained herein, with regard to the currently unexpired 125,000 Compliance Premiums in the REC Account (the "**125,000 Compliance Premiums**"), the 125,000 Compliance Premiums shall only be sold and/or transferred to a party who is eligible to acquire Compliance Premiums per PUC Subst. R. 25.173.

13. Nothing contained herein shall prevent the Debtors from seeking authorization for the use, sale, acquisition, or transfer of any asset under Section 363 of the Bankruptcy Code.

14. Notwithstanding anything to the contrary contained herein, any payment to be made or authorization contained hereunder shall be subject to the requirements imposed on the Debtors under any order regarding the use of cash collateral, or budget in connection therewith, approved by the Court in these Chapter 11 Cases.

15. Notice of the Motion satisfies the requirements of Rule 6004(a) of the Bankruptcy Rules.

16. Notwithstanding Rule 6004(h) of the Bankruptcy Rules, the terms and conditions of this Order are immediately effective and enforceable upon its entry.

17. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

18. The Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Signed: July 15, 2021

Marvin Isgur
United States Bankruptcy Judge

United States Bankruptcy Court
Southern District of Texas

In re:
Entrust Energy, Inc.
Entrust Treasury Management Services, In
Debtors

Case No. 21-31070-mi
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0541-4 User: TylerLaws
Date Rcvd: Jul 15, 2021 Form ID: pdf002 Total Noticed: 29

The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Jul 17, 2021:

Recip ID		Recipient Name and Address
db	+	Akyta Holdings, Inc., 1301 McKinney Street, Suite 2950, Houston, TX 77010-3113
db	+	Akyta IP, Inc., 1301 McKinney Street, Suite 2950, Houston, TX 77010-3113
db	+	Akyta, Inc., 1301 McKinney Street, Suite 2950, Houston, TX 77010-3113
db	+	Energistics, Inc., 1301 McKinney Street, Suite 2950, Houston, TX 77010-3113
db	+	Enserve, Inc., 1301 McKinney Street, Suite 2950, Houston, TX 77010-3113
db	+	Entrust Energy Operations, Inc., 1301 McKinney Street, Suite 2950, Houston, TX 77010-3113
db	+	Entrust Treasury Management Services, Inc., 1301 McKinney Street, Suite 2950, Houston, TX 77010-3113
db	+	Knocked, Corp., 1301 McKinney Street, Suite 2950, Houston, TX 77010-3113
db	+	NGAE, Inc., 1301 McKinney Street, Suite 2950, Houston, TX 77010-3113
db	+	Power of Texas Holdings, Inc., 1301 McKinney Street, Suite 2950, Houston, TX 77010-3113
db	+	SPH Investments, Inc., 1301 McKinney Street, Suite 2950, Houston, TX 77010-3113
db	+	Strategic Power Holdings, LLC, 1301 McKinney Street, Suite 2950, Houston, TX 77010-3113
db	+	Surge Direct Sales, Inc., 1301 McKinney Street, Suite 2950, Houston, TX 77010-3113
aty		Richard A Barkasy, Schrader Harrison et al, 1600 Market St Ste 3600, Philadelphia, PA 19103-7286
cr		AMEX TRS Co., Inc., c/o Becket and Lee LLP, PO Box 3001, Malvern, PA 19355-0701
op	+	BMC Group, Inc., 3732 W. 120th Street, Hawthorne, CA 90250-3202
cr	+	KLEIN INDEPENDENT SCHOOL DISTRICT, 1235 N LOOP WEST SUITE 600, HOUSTON, TX 77008-1772
cr	+	Office of Unemployment Compensation Tax Services, c/o Deb Secrest, 651 Boas Street, Room 702, Harrisburg, PA 17121-0751
intp	+	Public Utility Commission of Texas, c/o Attorney General's Office, Bankruptcy & Collections Division, P. O. Box 12548 MC-008, Austin, TX 78711-2548
cr		Texas Comptroller of Public Accounts, Revenue Acco, John Mark Stern, PO Box 12548, Austin, TX 78711-2548
cr	+	Texas-New Mexico Power Company, Jackson Walker LLP, Attn: Bruce J. Ruzinsky, 1401 McKinney Street, Suite 1900, Houston, TX 77010-1900
intp	+	The Williams Companies, Inc., c/o Steven W. Soule, Hall, Estill, et al., 320 South Boston Avenue, Suite 200 Tulsa, OK 74103-3705
intp	+	Transcontinental Gas Pipe Line Company, LLC, c/o Steven W. Soule, Hall, Estill, et al., 320 South Boston Avenue, Suite 200 Tulsa, OK 74103-3705
cr	+	Williamson County, Texas, c/o Tara LeDay, P.O. Box 1269, Round Rock, TX 78680-1269
intp	+	multiple injured and death case tort claimants, c/o Jordan Holzer & Ortiz, 500 N Shoreline, Suite 900, Corpus Christi, TX 78401-0341

TOTAL: 25

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI). Electronic transmission is in Eastern Standard Time.

Recip ID		Notice Type: Email Address	Date/Time	Recipient Name and Address
db		Email/Text: luis.lardizabal@entrustenergy.com	Jul 15 2021 19:50:00	Entrust Energy, Inc., 1301 McKinney Street, Suite 2950, Houston, TX 77010
db		Email/Text: luis.lardizabal@entrustenergy.com	Jul 15 2021 19:50:00	Entrust Energy East, Inc., 1301 McKinney Street, Suite 2950, Houston, TX 77010
cr	+	Email/Text: kburkley@bernsteinlaw.com	Jul 15 2021 19:51:00	Duquesne Light Company, c/o Bernstein-Burkley, P.C., 707 Grant St., Suite 2200, Gulf Tower, Pittsburgh, PA 15219, Pittsburgh, PA 15219-1945
cr		Email/Text: houston_bankruptcy@LGBS.com	Jul 15 2021 19:51:00	Harris County, et al., Linebarger Goggan Blair & Sampson LLP, c/o John P. Dillman, P.O. Box 3064, Houston, TX 77253-3064

TOTAL: 4

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

Recip ID	Bypass Reason	Name and Address
cr		BSREP II Houston Office 3HC Owner, LLC
cr		Bandon River Capital, LLC
intp		C.A.M.P. University
cr		Commonwealth of Pennsylvania, Department of Revenu
cr		Electric Reliability Council of Texas, Inc.
intp		First United Methodist Church McAllen
intp		Luminant Energy Company LLC
cr		Nippon Gas Co., Ltd.
cr		Nippon Gas USA, Inc.
crcm		Official Committee of Unsecured Creditors of Entru
cr		PJM Interconnection, LLC

TOTAL: 11 Undeliverable, 0 Duplicate, 0 Out of date forwarding address

NOTICE CERTIFICATION

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jul 17, 2021 Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on July 15, 2021 at the address(es) listed below:

Name	Email Address
Allison L Carr	on behalf of Creditor Commonwealth of Pennsylvania Department of Revenue acarr@attorneygeneral.gov
Arleigh P Helfer, III	on behalf of Creditor PJM Interconnection LLC ahelfer@schnader.com
Bruce J Ruzinsky	on behalf of Creditor Texas-New Mexico Power Company bruzinsky@jw.com msalinas@jw.com;kgradney@jw.com;dtrevino@jw.com
Charles R Gibbs	on behalf of Creditor Committee Official Committee of Unsecured Creditors of Entrust Energy Inc., et al. crgibbs@mwe.com, dnorthrop@mwe.com;cgreer@mwe.com
Deborah Michelle Perry	on behalf of Creditor Electric Reliability Council of Texas Inc. dperry@munsch.com
Elizabeth A Green	on behalf of Debtor Entrust Energy Inc. egreen@bakerlaw.com, cmartin@bakerlaw.com;cycollins@bakerlaw.com;orlbankruptcy@bakerlaw.com;ecfbk@bmcgroup.com;bakerlaw@ecf.courtdrive.com
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Jason B. Binford
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John Mark Stern
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TOTAL: 58