

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF TEXAS

Case number (if known) _____ Chapter 11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Limetree Bay Refining Holdings II, LLC

2. All other names debtor used in the last 8 years
Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 66-0901815

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>1 Estate Hope Christiansted, VI 00820</u> Number, Street, City, State & ZIP Code	<u>11100 Brittmore Park Drive Houston, TX 77041</u> P.O. Box, Number, Street, City, State & ZIP Code
	<u>Saint Croix</u> County	<u>Location of principal assets, if different from principal place of business</u> <u>1 Estate Hope Christiansted, VI 00820</u> Number, Street, City, State & ZIP Code

5. Debtor's website (URL) limetreebayenergy.com

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

7. Describe debtor's business

A. Check one:

☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))

☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))

☐ Railroad (as defined in 11 U.S.C. § 101(44))

☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))

☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))

☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))

☒ None of the above

B. Check all that apply

☐ Tax-exempt entity (as described in 26 U.S.C. §501)

☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)

☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

3241

8. Under which chapter of the Bankruptcy Code is the debtor filing?

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

☐ Chapter 7

☐ Chapter 9

☒ Chapter 11. Check all that apply:

☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).

☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).

☐ A plan is being filed with this petition.

☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.

☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

If more than 2 cases, attach a separate list.

☒ No.

☐ Yes.

District

When

Case number

District

When

Case number

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? ☐ No ☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor **See Attachment** Relationship _____
District _____ When _____ Case number, if known _____

11. Why is the case filed in this district? *Check all that apply:*
- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention? ☒ No ☐ Yes.
- Answer below for each property that needs immediate attention. Attach additional sheets if needed.
- Why does the property need immediate attention? (Check all that apply.)**
- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____
- Where is the property?** _____
Number, Street, City, State & ZIP Code _____
- Is the property insured?**
- ☐ No
- ☐ Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds *Check one:*
- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors
- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated Assets
- | | | |
|--|--|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input type="checkbox"/> \$10,000,001 - \$50 million | <input checked="" type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities
- | | | |
|---|---|---|
| <input type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input checked="" type="checkbox"/> \$500,000,001 - \$1 billion |
|---|---|---|

Debtor

Limetree Bay Refining Holdings II, LLC

Name

Case number (if known)

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

Debtor Limetree Bay Refining Holdings II, LLC Case number (if known) _____
Name

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on July 9, 2021
MM / DD / YYYY

X /s/ Mark Shapiro
Signature of authorized representative of debtor

Title Chief Restructuring Officer

Mark Shapiro
Printed name

18. Signature of attorney

X /s/ Elizabeth A. Green - So. Dist. Fed ID 903144
Signature of attorney for debtor

Date July 9, 2021
MM / DD / YYYY

Elizabeth A. Green - So. Dist. Fed ID 903144
Printed name

Baker & Hostetler LLP
Firm name

200 S. Orange Avenue
Suite 2300
Orlando, FL 32801
Number, Street, City, State & ZIP Code

Contact phone 407-649-4000 Email address egreen@bakerlaw.com

#903144 TX
Bar number and State

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF TEXAS

Case number (if known) Chapter **11**

☐ Check if this an amended filing

FORM 201. VOLUNTARY PETITION

Pending Bankruptcy Cases Attachment

Debtor	Limetree Bay Refining Holdings, LLC	Relationship to you	Affiliate
District	Southern District of Texas When	Case number, if known	
Debtor	Limetree Bay Refining Marketing, LLC	Relationship to you	Affiliate
District	Southern District of Texas When	Case number, if known	
Debtor	Limetree Bay Refining Operating, LLC	Relationship to you	Affiliate
District	Southern District of Texas When	Case number, if known	
Debtor	Limetree Bay Refining, LLC	Relationship to you	Affiliate
District	Southern District of Texas When	Case number, if known	
Debtor	Limetree Bay Services, LLC	Relationship to you	Affiliate
District	Southern District of Texas When	Case number, if known	

**United States Bankruptcy Court
Southern District of Texas**

In re **Limetree Bay Refining Holdings II, LLC**

Debtor(s)

Case No.
Chapter

11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Limetree Bay Refining Holdings, LLC			100% ownership interest

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **Chief Restructuring Officer** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **July 9, 2021**

Signature **/s/ Mark Shapiro**
Mark Shapiro

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court
Southern District of Texas**

In re **Limetree Bay Refining Holdings II, LLC**

Debtor(s)

Case No.
Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Limetree Bay Refining Holdings II, LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Limetree Bay Refining Holdings, LLC

☐ None [*Check if applicable*]

July 9, 2021

Date

/s/ Elizabeth A. Green - So. Dist. Fed ID 903144

Elizabeth A. Green - So. Dist. Fed ID 903144

Signature of Attorney or Litigant

Counsel for **Limetree Bay Refining Holdings II, LLC**

Baker & Hostetler LLP

200 S. Orange Avenue

Suite 2300

Orlando, FL 32801

407-649-4000 Fax: 407-841-0168

egreen@bakerlaw.com

Fill in this information to identify the case:

Debtor name **Limetree Bay Services, LLC., et al.**
 United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF TEXAS**
 Case number (if known): _____

☐ Check if this is an
 amended filing

Official Form 204**Chapter 11 or Chapter 9 Cases: CONSOLIDATED List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders****12/15**

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Universal Plant Services, (VI), LLC 806 Seaco Court Deer Park, TX 77536	1-281-479-6000 remittance@univer salplant.com	Trade Debt (Construction Lien filed 6/15/2021)	Disputed			\$24,423,282.42
Excel Construction & Maintenance VI 8641 United Plaza Blvd. Baton Rouge, LA 70809	1-225-408-1300 wbyrd@excelusa.c om	Trade Debt (Construction Lien filed 6/2021)	Disputed			\$22,325,200.82
Elite Turnaround Specialists 225 S.16 th Street LaPorte, TX 77571	281-867-1125 AR@eliteturnaroun d.com	Trade Debt				\$15,330,475.03
BP Oil Supply 501 Westlake Park Blvd Houston, TX 77079		Trade Debt	Disputed			\$13,367,887.38
Inserv Field Services USVI LLC 1900 N 161 st East Avenue Tulsa, OK 74116	918-234-4150 ar@inservusa.com	Trade Debt (Construction Lien filed 5/12/2021)				\$12,625,547.64
National Industrial Services, LLC PO Box 1545 Kingshill, St. Croix VI 00851	340-277-1071 sjagrup@nisstx.co m	Trade Debt				\$12,052,033.76

Debtor **Limetree Bay Services, Inc., et al.**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Vivot Equipment Corporation 9010 Estate Cottage Christiansted, VI 00820	370-713-1100 ar@vivot.vi	Trade Debt (Construction Lien filed 6/21/2021)	Disputed			\$9,692,396.67
Cust-O-Fab, LLC 8888 West 21 st Street Sand Springs, OK 74063	918-245-6685 mwood@custofab.com	Trade Debt (Construction Lien filed 6/22/2021)				\$5,253,834.87
Versa Integrity Group, Inc. 4301 Hwy 27 South Sulphur, LA 70665	337-558-6071 payments@versaintegrity.com	Trade Debt	Disputed			\$4,196,472.15
Altair Strickland V.I., LLC 1605 S. Battleground Road La Porte, TX 77571	281-478-6200 rramirez@altairstrickland.com	Trade Debt (Construction Lien filed 5/14/2021)	Disputed			\$4,106,717.19
Christiansted Equipment Ltd. PO Box 368 Christiansted, St Croix, VI 00820	tmoore@fmmafco.com	Trade Debt (Construction Lien filed 7/2021)				\$3,159,175.11
Dresser-Rand Company 100 E. Chemung St Painted Post, NY 14870	716-375-3000 yric.scott.ext@siemens.com	Trade Debt				\$3,065,097.49
Pinnacle Services, LLC 6002 Diamond Ruby Christiansted, VI 00820	canderson@pinnaclelevi.com	Trade Debt				\$2,986,320.12
Savage St. Croix, LLC Dept. 418 Salt Lake City, UT 84130	1-801-944-6655 accountsreceivable@savageservices.com	Trade Debt				\$2,936,593.60

Debtor **Limetree Bay Services, Inc., et al.**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
V.I. Industrial Services, LLC PMB #6002 Est. Diamond Ruby Christiansted, VI 00820	561-267-7138 mhenry@viisllc.com	Trade Debt (Construction Lien filed 6/21/2021)	Disputed			\$2,891,802.30
Worley Pan American 5995 Rogerdale Road Houston, TX 77072	1-832-351-6000 dave.wywill@worley.com	Trade Debt (Construction Lien filed 6/24/2021)				\$2,630,761.00
Analytic Stress Relieving, Inc. 3118 W. Pinhook Road Lafayette, LA 70505	337-237-8790 sarah@analyticstress.com	Trade Debt				\$1,864,538.62
Baker Hughes Oilfield Operations, Inc. PO Box 301057 Dallas, TX 75303-1057	281-276-5400 arccashapplication@bakerhughes.com	Trade Debt				\$1,762,761.01
Complan USA LLC 16417 Squyres Road Spring, TX 77379	281-957-5777 jfuhrman@complan.net	Trade Debt				\$1,689,410.13
Coral Management Group LLC 435 N. 2 nd Street Lewiston, NY 14092	716-754-5400 mwurst@wtsonline.com	Trade Debt				\$1,634,277.00
Reactor Resources LLC 3000 FM 517 W. Alvin, TX 77511	1-832-544-1163 accounts@reactor-resources.com	Trade Debt				\$1,544,407.79
Intertek USA, Inc. 200 Westlake Park Blvd, Suite 400 Houston, TX 77079	1-713-543-3600 receivables@intertek.com	Trade Debt				\$1,508,767.76
Dynamic Innovative Corporation 306 Williams Delight Frederiksted, VI 00840	jsamuel@dynamicorpvi.com	Trade Debt				\$1,408,232.41

Debtor **Limetree Bay Services, Inc., et al.**

Case number (if known)

Name

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Sedgwick Claims Mgmt. Services, Inc. 1833 Centre Point Circle Suite 139 Naperville, IL 60639	630-245-7000 Roland.Riviere@sedgwick.com	Trade Debt				\$1,155,000.00
Englobal U.S. Inc. 225 Portwall Street Houston, TX 77029	281-831-0534 rocky.medina@englobal.com	Trade Debt				\$1,148,092.17
Flowserve US Inc. 4179 Collections Center Drive Chicago, IL 60693	205-657-1918 creditcentral@flowserve.com	Trade Debt				\$1,079,400.67
Rockwell Automation Puerto Rico, Inc. Calle 1 Metro Office 6, Suite 304 Guayabo, PR 00968	1-787-300-6200 dbromme@ra.rockwell.com	Trade Debt				\$1,046,534.14
Stroock & Stroock & Lavan LLP 180 Maiden Lane New York, NY 10038-4982	1-212-806-5400 dazrilen@stroock.com	Legal Fees				\$1,045,427.65
Gibson, Dunn & Crutcher LLP 811 Main Street Houston, TX 77002	1-213-229-7333 cbilling@gibsondunn.com	Legal Fees				\$1,010,485.57
Control Associates Caribe 475 Street C Guayabo, PR 00969-4272	787-783-9200 plee@control-associates.com	Trade Debt				\$982,846.19

Fill in this information to identify the case:

Debtor name Limetree Bay Refining Holdings II, LLC

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF TEXAS

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on July 9, 2021

X /s/ Mark Shapiro

Signature of individual signing on behalf of debtor

Mark Shapiro

Printed name

Chief Restructuring Officer

Position or relationship to debtor

**ACTION BY WRITTEN CONSENT OF
THE MEMBER AND INDEPENDENT MANAGER OF
LIMETREE BAY REFINING HOLDINGS II, LLC**

July 9, 2021

Limetree Bay Refining Holdings, LLC (the “Member”), being the sole Member of Limetree Bay Refining Holdings II, LLC, a U.S. Virgin Islands Limited Liability Company, (the “Company”), does hereby adopt the following resolutions, effective as of the first date written above, and Steven J. Pully (the “Independent Manager”), having been appointed as Independent Manager and empowered to act on behalf of the Company with respect to certain “Conflict Matters” (as defined in the Action by Written Consent dated July 4, 2021 (the “Action”)), does hereby consent to the adoption of the below resolutions, effective as of the first date written above:

Authorized Persons

WHEREAS, pursuant to the Action, the authority to act on behalf of the Company with respect to Conflict Matters (as defined in the Action) has been delegated to the Independent Manager.

NOW, THEREFORE, BE IT RESOLVED, that, for the purposes of the following resolutions, the officers of the Company and their delegates, if any, shall be “Authorized Officers” empowered to act with respect to matters that are not Conflict Matters.

FURTHER RESOLVED, that, for the purposes of the following resolutions, Steven J. Pully and his delegates (including any Authorized Persons to the extent determined by Mr. Pully), if any, shall be “Authorized Independent Persons” (together with the Authorized Officers, the “Authorized Persons”) empowered to act with respect to Conflict Matters, and nothing herein shall derogate or limit the authority delegated to the Independent Manager by the Action.

Chapter 11 Filing and Retention of Professionals

WHEREAS, the Member has considered, among other things, the financial and operational condition of the Company and the Company’s business on the date hereof, the assets of the Company, the current and long-term liabilities of the Company, the liquidity situation of the Company, the strategic alternatives available to it, the effect of the foregoing on the Company’s business, and the advice of management and the Company’s legal advisors and the Independent Manager.

WHEREAS, the Company has had the opportunity to consult with the management and legal advisors of the Company and the Independent Manager and to fully consider each of the strategic alternatives available to the Company.

NOW, THEREFORE, BE IT RESOLVED, that, in the judgment of the Member, it is desirable and in the best interests of the Company, its creditors, and other parties in interest, that the Company shall be, and hereby is, authorized to file, or cause to be filed, a voluntary petition for relief (together with the chapter 11 cases of the Company’s affiliates, the “Chapter 11 Cases”)

under the provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), in the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Court”) and any other petition for relief or recognition or other order that may be desirable under applicable law in the United States.

FURTHER RESOLVED, that the Authorized Officers and Authorized Independent Persons, as applicable, be, and each of them hereby are, authorized and directed to execute and file on behalf of the Company all petitions, schedules, lists, and other motions, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company’s business.

FURTHER RESOLVED, that the Company and each of the Authorized Officers and Authorized Independent Persons, as applicable, is hereby authorized, directed, and empowered, on behalf of the Company, to employ the law firm of Baker & Hostetler LLP as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations, including filing any motions, objections, replies, applications, or pleadings; and in connection therewith, each of the Authorized Officers and Authorized Independent Persons, as applicable, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Baker & Hostetler LLP.

FURTHER RESOLVED, that the Company and each of the Authorized Officers and Authorized Independent Persons, as applicable, is hereby authorized, directed, and empowered, on behalf of the Company, to employ B. Riley Financial, Inc. as restructuring advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations; and in connection therewith, each of the Authorized Officers and Authorized Independent Persons, as applicable, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of B. Riley Financial, Inc.

FURTHER RESOLVED, that the Company and each of the Authorized Officers and Authorized Independent Persons, as applicable, is hereby authorized, directed, and empowered, on behalf of the Company, to employ [BMC Group, Inc.] as notice and claims agent to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations; and in connection therewith, each of the Authorized Officers and Authorized Independent Persons, as applicable, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of BMC Group, Inc.

FURTHER RESOLVED, that each of the Authorized Officers and Authorized Independent Persons, as applicable, be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, each of each of the Authorized Officers and Authorized Independent Persons, as applicable, is hereby authorized and directed to execute appropriate retention

agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

Debtor-in-Possession Financing

WHEREAS, the Company requires immediate access to additional liquidity.

WHEREAS, the Company, through the Independent Manager and Chief Restructuring Officer, has engaged with multiple potential lenders in the solicitation and negotiation of terms of a superpriority debtor-in-possession term loan facility (each, collectively including any related term sheets, credit agreements, security agreements, interim and final orders, and other related documents, a “Proposed DIP Credit Agreement”), which would be used to fund the operations of the Company and its affiliates that are debtors and debtors in possession in the ordinary course, fund the administration of the Chapter 11 Cases, and pay the claims of certain vendors, employees, tenants, and other stakeholders in the ordinary course of business during the Chapter 11 Cases.

WHEREAS, the Independent Manager has been advised of the material terms of the Proposed DIP Credit Agreements.

NOW, THEREFORE, BE IT RESOLVED, that the Independent Manager is authorized and empowered on behalf of the Company to finalize, execute, and deliver the Proposed DIP Credit Agreement that the Independent Manager selects as being in the best interests of the Company, its creditors, and other parties in interest (such Proposed DIP Credit Agreement, the “DIP Credit Agreement”).

FURTHER RESOLVED, that the Company’s execution and delivery of, and its performance of its obligations (including guarantees) in connection with the DIP Credit Agreement, are hereby, in all respects, authorized and approved.

FURTHER RESOLVED, that each of the Authorized Officers and Authorized Independent Persons, as applicable, is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to take such actions as in its discretion is determined to be necessary, desirable, proper, or advisable to give effect to these resolutions and to negotiate, execute, deliver, file, perform, and cause the performance of the DIP Credit Agreement, the transactions contemplated thereby, and any and all other documents, certificates, instruments, real estate filings, recordings, security assignments, agreements, intercreditor agreements, petitions, motions, or other papers or documents to which the Company is or will be a party or any order entered into in connection with the Chapter 11 Cases, including, without limitation, any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions, and extensions thereof (collectively with the DIP Credit Agreement, the “Financing Documents”) necessary to consummate the transactions contemplated by the DIP Credit Agreement, including providing for adequate protection to the Company’s existing secured lenders in accordance with section 363 of the Bankruptcy Code, in the form approved, with such changes therein and modifications and amendments thereto as any of the Authorized Officers or Authorized Independent Persons, as applicable, may in their sole and absolute discretion approve, which approval shall be conclusively evidenced by his or her execution thereof. Such execution by any

of the Authorized Officers or Authorized Independent Persons, as applicable, is hereby authorized to be by facsimile, engraved or printed as deemed necessary and preferable.

FURTHER RESOLVED, that each of the Authorized Officers and Authorized Independent Persons, as applicable, be, and hereby is, authorized and directed to seek authorization to enter into the DIP Credit Agreement and to seek approval of the use of collateral pursuant to a postpetition financing order in interim and final form with such changes therein, additions, deletions, amendments, or other modifications thereto as any Authorized Officer or Authorized Independent Person, as applicable, may in their sole and absolute discretion approve.

FURTHER RESOLVED, that the Company, as debtor and debtor-in-possession under the Bankruptcy Code be, and hereby is, authorized and directed to incur any and all obligations and to undertake any and all related transactions on substantially the same terms as contemplated under the Financing Documents (collectively, the “Financing Transactions”), including granting liens, guarantees, and providing equity pledges to secure such obligations.

FURTHER RESOLVED, that each of the Authorized Officers and Authorized Independent Persons, as applicable, be, and hereby is, authorized and directed to take all such further actions, including, without limitation, to pay or approve the payment of all fees and expenses payable in connection with the Financing Transactions and all fees and expenses incurred by or on behalf of each Company in connection with the foregoing resolutions, in accordance with the terms of the Financing Documents, which shall in their reasonable business judgment be necessary, proper, or advisable to perform the Company’s obligations under or in connection with the Financing Documents or any of the Financing Transactions and to fully carry out the intent of the foregoing resolutions.

FURTHER RESOLVED, that the Independent Manager hereby ratifies and confirms all of the acts and transactions relating to matters contemplated by the foregoing resolutions, which acts and transactions would have been authorized and approved by the foregoing resolutions except that such acts and transactions were taken prior to the adoption of such resolutions, be, and they hereby are, in all respects confirmed, approved, and ratified.

General

NOW, THEREFORE, BE IT RESOLVED, that, in addition to the specific authorizations heretofore conferred upon the Authorized Persons, each of the Authorized Officers and Authorized Independent Persons, as applicable, be, and hereby is, authorized and directed to do and perform all such other acts, deeds and things and to make, negotiate, execute, deliver and file, or cause to be made, negotiated, executed, delivered and filed, all such agreements, undertakings, documents, plans, instruments, certificates, registrations, notices or statements as such Authorized Person may deem necessary or advisable to effectuate or carry out fully the purpose of the foregoing resolutions, and the taking of such actions or the execution of such documents by any such Authorized Person shall be conclusive evidence that such Authorized Person deems such action or the execution and delivery of such document to be necessary or advisable and to be conclusive evidence that the same is within the authority conferred by the resolutions herein, and that any and all actions taken heretofore and hereafter to accomplish such

purposes, all or singular, be, and they hereby are, approved, ratified and confirmed, provided that nothing herein authorizes an Authorized Officer to act on a Conflict Matter without delegation from the Independent Manager.

FURTHER RESOLVED, that the Member has received sufficient notice of the actions and transactions relating to the matters contemplated by the resolutions herein, as may be required by the organizational documents the Company, or hereby waive any right to have received such notice.

FURTHER RESOLVED, that this written consent may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together will constitute one and the same instrument, and that this written consent may be delivered via facsimile or electronic transmission with the same force and effect as if it had been delivered manually.


FURTHER RESOLVED, that the Member hereby ratifies and confirms all of the acts and transactions relating to matters contemplated by the foregoing resolutions, which acts and transactions would have been authorized and approved by the foregoing resolutions except that such acts and transactions were taken prior to the adoption of such resolutions, be, and they hereby are, in all respects confirmed, approved, and ratified.

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Execution Version

IN WITNESS WHEREOF, the undersigned Member and Independent Manager of the Company have executed this Action by Written Consent of the Member and Independent Manager of Limetree Bay Refining Holdings II, LLC as of and effective on July 9, 2021.

Limetree Bay Refining Holdings, LLC

By: _____

Its: CEO_____

Steven J. Pully, as Independent Manager