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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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|--|---|----------------------------------|
| _____ |) | |
| In re: |) | Chapter 11 |
| |) | |
| AGERA ENERGY LLC, <i>et al.</i> , ¹ |) | Case No. 19-_____ (____) |
| |) | |
| Debtors. |) | (Joint Administration Requested) |
| _____ |) | |

**DEBTORS' MOTION FOR ENTRY OF AN ORDER (I) EXTENDING TIME TO FILE
SCHEDULES AND STATEMENTS AND (II) AUTHORIZING DEBTORS TO FILE
CONSOLIDATING MONTHLY OPERATING REPORTS**

Agera Energy LLC and the above-captioned debtors, as debtors and debtors in possession (collectively, the “Debtors”) in these chapter 11 cases (these “Chapter 11 Cases”), hereby submit this motion (the “Motion”), pursuant to sections 105(a) and 521 of title 11 of the United States Code (the “Bankruptcy Code”); Rules 1007(c) and 9006(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); and Rule 9013-1(a) of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”), for entry of an order, in substantially the form attached hereto as **Exhibit A**: (a) extending the time period for the Debtors to file their schedules of assets and liabilities, schedules of current income and expenditures, schedules of executory contracts and unexpired leases, and statements of financial

¹ The Debtors, together with the last four digits of each Debtor’s federal tax identification number, are: Agera Energy LLC (8122); Agera Holdings, LLC (3335); energy.me midwest llc (9484); Aequitas Energy, Inc. (7988); Utility Recovery LLC (4351); and Agera Solutions LLC (8749). The location of the Debtors’ corporate headquarters and the service address for all Debtors is 555 Pleasantville Road, S-107, Briarcliff Manor, NY 10510.

affairs (collectively, the “Schedules”) by fifteen days, for a total of twenty-nine days from the Petition Date (as defined below); and (b) authorizing the Debtors to file their monthly operating reported required by the U.S. Department of Justice, Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees (the “U.S. Trustee Guidelines”), by consolidating the information required for each Debtor in one report that tracks and breaks out all of the specific information (*e.g.*, receipts, disbursements, etc.) on a debtor-by-debtor basis in each monthly operating report. In support of this Motion, the Debtors rely upon the *Declaration of Todd Sandford Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York in Support of the Debtors’ Chapter 11 Petitions and First Day Pleadings* (the “First Day Declaration”), filed contemporaneously herewith.² In further support of this Motion, the Debtors respectfully state as follows:

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the Southern District of New York (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 Southern District of New York*, dated January 31, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b).
2. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory bases for the relief requested herein are Bankruptcy Code sections 105(a) and 521, Bankruptcy Rules 1007(c) and 9006(b), and Local Rule 9013-1(a).

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

BACKGROUND

4. On the date hereof (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

5. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108.

6. No trustee, examiner, creditors’ committee, or other official committee has been appointed in these Chapter 11 Cases.

7. The factual background regarding the Debtors, including a description of the Debtors’ business, capital structure, and the circumstances leading to these Chapter 11 Cases, is set forth in the First Day Declaration, which is incorporated herein by reference.

RELIEF REQUESTED

8. By this Motion, the Debtors request an order (a) extending the deadline to file their Schedules by fifteen days, for a total of twenty-nine days from the Petition Date (the “Extension”), without prejudice to the Debtors’ right to apply to this Court, upon appropriate notice, for further extension(s) of the time to file the Schedules or to seek a waiver of the requirement for filing certain Schedules; and (b) authorizing the Debtors to file their monthly operating reported required by the U.S. Department of Justice, Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees (the “U.S. Trustee Guidelines”), by consolidating the information required for each Debtor in one report that tracks and breaks out all of the specific information (*e.g.*, receipts, disbursements, etc.) on a debtor-by-debtor basis in each monthly operating report.

BASIS FOR REQUESTED RELIEF

A. Cause Exists to Extend the Time to File the Schedules.

9. Bankruptcy Code section 521 and Bankruptcy Rule 1007(c) require a debtor to file, among other things, its schedules of assets and liabilities, a schedule of current income and current expenditures, a schedule of executory contracts and unexpired leases and a statement of financial affairs, within fourteen days of the petition date. Pursuant to Bankruptcy Rules 1007(a)(5) and (c), this Court is authorized to grant the Debtors additional time to file their Schedules for cause. The Debtors respectfully submit that adequate cause exists for granting the extension requested herein.

10. Although the Schedules were not filed with the Debtors' petitions, annexed to the petitions is a list containing the names and addresses of the Debtors' thirty largest unsecured creditors on a consolidated basis. In addition, the Debtors have prepared a creditor matrix containing all of the names and addresses of the Debtors' known creditors and other parties in interest in these Chapter 11 Cases, as required by Bankruptcy Rule 1007(a).

11. The Debtors have been unable to complete their Schedules at this early stage in the Chapter 11 Cases because of: (a) the sale process the Debtors began running prepetition, which resulted in a binding bid for the sale of certain of the Debtors' assets; (b) the level of sophistication of their capital structures and financial affairs; (c) the limited staffing available to perform the required internal review of the Debtors' books, records, accounts and affairs; (d) the diversion of resources necessary to attend to numerous issues in connection with the preparation of these Chapter 11 Cases; and (e) the accelerated pace at which the Debtors' time-sensitive bankruptcy efforts have proceeded, including the preparation of first-day pleadings.

12. At bottom, the scope and complexity of the Debtors' businesses, coupled with the limited time and resources available to the Debtors to marshal the information necessary to complete the Schedules, make it unlikely that the Debtors will be able to complete their Schedules in the statutorily mandated timeframe. Because these factors will prevent the Debtors from assembling the information necessary to complete and file their Schedules prior to the current deadline, sufficient cause exists to grant the Extension.

13. Accordingly, the Debtors respectfully request that the Court extend the time period within which the Debtors are required to file their Schedules by fifteen days, for a total of twenty-nine days from the Petition Date. Courts in this district have granted similar relief to that requested herein in a number of cases. *See, e.g., In re Hollander Sleep Prods., LLC*, Case No. 19-11608 (MEW) (Bankr. S.D.N.Y. May 22, 2019) (granting debtors a 30-day extension to file their schedules and statements for a total of forty-four days from the petition date); *In re Windstream Holdings, Inc.*, Case No. 19-22312 (RDD) (Bankr. S.D.N.Y. Feb. 28, 2019) (same); *In re FULLBEAUTY Brands Holdings Corp.*, Case No 19-22185 (RR) (Bankr. S.D.N.Y. Feb. 7, 2019) (same); *In re Aegean Marine Petrol. Network Inc.*, Case No. 18-13374 (MEW) (Bankr. S.D.N.Y. Nov. 16, 2018) (same); *In re Nine West Holdings, Inc.*, Case No. 18- 10947 (SCC) (Bankr. S.D.N.Y. Apr. 9, 2018) (same).

B. The Debtors Should be Authorized to File Consolidating Monthly Operating Reports.

14. The Debtors seek authority to file their monthly operating reports (the "MORs") required by the U.S. Trustee Guidelines by consolidating the information required for each Debtor in one report that tracks and breaks out all specific information (*e.g.*, the receipts, disbursements, etc.) on a debtor-by-debtor basis. Preparing the MORs in this manner would promote efficiency in these Chapter 11 Cases without prejudicing any party-in-interest, as the

MORs would accurately reflect the Debtors' business operations and financial affairs. The Debtors request that the requirement to file MORs terminate upon entry of an order confirming a plan in these Chapter 11 Cases (the date on which such order is entered, the "Confirmation Date"), such that the Debtors will not be required to file any MORs that become due after the Confirmation Date, including any MORs covering a period occurring before the Confirmation Date.

15. The relief requested herein is commonly granted in this District. *See, e.g., In re Avaya Inc.*, Case No. 17-10089 (SMB) (Bankr. S.D.N.Y. Jan. 20, 2017); *In re Atlas Res. Partners, L.P.*, Case No. 16-12149 (SHL) (Bankr. S.D.N.Y. Aug. 1, 2016); *In re SunEdison, Inc.*, Case No. 16-10992 (SMB) (Bankr. S.D.N.Y. Apr. 25, 2016).

MOTION PRACTICE

16. This Motion includes citations to the applicable rules and statutory authorities upon which the relief requested herein is predicated and a discussion of its application to this Motion. Accordingly, the Debtors submit that this Motion satisfies Local Rule 9013-1(a).

NOTICE

17. The Debtors will provide notice of this Motion to: (a) the United States Trustee; (b) the holders of the 30 largest unsecured claims against the Debtors (on a consolidated basis); (c) counsel to BP Energy Company; (d) counsel to Exelon Generation Company, LLC; (e) the United States Attorney for the Southern District of New York; (f) the Internal Revenue Service; and (g) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, under the circumstances, no other or further notice is required.

NO PRIOR REQUEST

18. No prior motion for the relief requested herein has been made to this or any other court.

WHEREFORE, the Debtors respectfully request that this Court enter an order, substantially in the form attached hereto as **Exhibit A**, (a) extending the time period for the Debtors to file their Schedules by fifteen days, for a total of twenty-nine days from the Petition Date, (b) authorizing the Debtors to file consolidating MORs, and (c) granting such other and further relief as the Court deems appropriate.

Dated: October 4, 2019
New York, NY

Respectfully submitted,

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*Proposed Counsel to the Debtors
and Debtors in Possession*

Exhibit A

Proposed Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

AGERA ENERGY LLC, *et al.*,¹

Debtors.

)
) Chapter 11

)
) Case No. 19-____ (____)

)
) (Jointly Administered)

)
)
) Re: Docket No. ____

**ORDER (I) EXTENDING DEBTORS' TIME TO FILE SCHEDULES
OF ASSETS AND LIABILITIES, SCHEDULES OF CURRENT INCOME AND
EXPENDITURES, SCHEDULES OF EXECUTORY CONTRACTS AND UNEXPIRED
LEASES, AND STATEMENTS OF FINANCIAL AFFAIRS AND (II) AUTHORIZING
DEBTORS TO FILE CONSOLIDATING MONTHLY OPERATING REPORTS**

Upon the motion (the "Motion")² of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order (this "Order") (a) extending the time period for the Debtors to file their schedules of assets and liabilities, schedules of current income and expenditures, schedules of executory contracts and unexpired leases, and statements of financial affairs (collectively, the "Schedules") by fifteen days, for a total of twenty-nine days from the Petition Date and (b) authorizing the filing of required MORs by consolidating the information required for each Debtor in one report; and upon the First Day Declaration; and this Court having found that it has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated January 31, 2012; and this Court having found that the Motion is a core proceeding pursuant to 28 U.S.C. § 157(b); and that the Debtors consent to entry of a final order under Article III of the United States Constitution; and this Court having

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

found that venue of these Chapter 11 Cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and this Court having reviewed the Motion and having heard statements in support of the Motion at a hearing held before this Court (the “Hearing”); and this Court having determined that the legal and factual bases set forth in the Motion and the First Day Declaration and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and after due deliberation thereon and good and sufficient cause appearing therefor, IT IS HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The time by which the Debtors must file their Schedules is extended by fifteen days, for a total of twenty-nine days from the Petition Date, without prejudice to the Debtors’ right to seek additional extensions.
3. The Debtors may file a single MOR as required by the U.S. Trustee Guidelines. However, the MOR shall be filed on a consolidating basis. The MOR shall contain on a consolidating basis the information required for each Debtor that tracks and breaks out all of the specific information, *e.g.*, receipts, disbursements, profit and loss statements, balance sheets and other required information, on a debtor-by-debtor basis.
4. Notwithstanding Bankruptcy Rule 6004(h), this Order shall be effective and enforceable immediately upon entry hereof.
5. The Debtors are authorized to take all actions necessary to effectuate the relief

granted pursuant to this Order and in accordance with the Motion.

6. Notwithstanding any applicability of any Bankruptcy Rules, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the interpretation, implementation, or enforcement of this Order.

Dated: _____, 2019
White Plains, New York

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE