

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

<p>In re:</p>  <p>MEA RemainCo Holdings, LLC, <i>et al.</i>,</p> <p style="text-align: right;">Debtors.<sup>1</sup></p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-12088 (MFW)</p> <p>(Jointly Administered)</p>
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**CERTIFICATION OF COUNSEL REGARDING STIPULATION AND AGREEMENT  
FOR ORDER BETWEEN THE LIQUIDATION TRUSTEE AND  
A DEPENDABLE LOGISTICS, INC. TO DISMISS  
THE TEXAS STATE COURT LITIGATION**

The undersigned counsel certifies as follows:

1. On July 21, 2020, A Dependable Logistics, Inc. (“ADL”) filed the *Plaintiff’s Original Petition* in the District Court of Harris County Texas (the “**Texas State District Court**”) under Case Number 2020-43276 to prosecute claims of Breach of Contract relating to Debtor Energy Alloys, L.L.C.’s failure to pay \$83,642.50 in shipping charges owed to ADL (the “**Texas State Court Litigation**”).

2. On September 9, 2020 (the “**Petition Date**”), the above-captioned debtors (the “**Debtors**”) commenced these chapter 11 cases (these “**Chapter 11 Cases**”) by filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code in this United States Bankruptcy Court for the District of Delaware (the “**Court**”).

<sup>1</sup> The Debtors, together with the last four digits of each Debtor’s federal tax identification number, are MEA RemainCo Holdings, LLC (f/k/a Energy Alloys Holdings, LLC) (4144); MEA RemainCo, L.L.C. (f/k/a Energy Alloys, L.L.C.) (0377); MEA RemainCo Louisiana, LLC (f/k/a/ Energy Alloys Louisiana, LLC) (0623); MEA RemainCo Canada Holding, L.L.C. (f/k/a Energy Alloys Canada Holding, L.L.C.) (0382); MEA RemainCo Services, L.L.C. (f/k/a Energy Alloys Services, L.L.C.) (4284); MEA RemainCo Cayman Holding, L.L.C. (f/k/a Energy Alloys Cayman Holding, L.L.C.) (3484); MEA RemainCo Mexico Holding Co. – Majority, LLC (f/k/a Energy Alloys Mexico Holding Co. – Majority, LLC) (9165); MEA RemainCo Mexico Holding Co. – Minority, LLC (f/k/a Energy Alloys Mexico Holding Co. – Minority, LLC) (N/A). The mailing address for the Debtors is 9450 Pinecroft Drive, P.O. Box 8819, The Woodlands, TX 77380.

3. On May 18, 2021, the Debtors filed with the Court the *Debtors' Combined Disclosure Statement and Joint Chapter 11 Plan of Liquidation* (as confirmed and with all exhibits thereto, the “**Plan**”) [Docket No. 429].

4. On June 28, 2021, the Court entered the *Order (I) Approving the Debtors' Combined Disclosure Statement and Joint Chapter 11 Plan of Liquidation on a Final Basis and (II) Confirming the Debtors' Combined Disclosure Statement and Joint Chapter 11 Plan of Liquidation* (the “**Confirmation Order**”) [Docket No. 508] confirming the Plan. The Plan became effective on July 8, 2021 (the “**Effective Date**”).

5. The Plan and the Confirmation Order provide for the establishment of the MEA RemainCo Holdings, LLC (f/k/a Energy Alloys Holdings, LLC) Liquidation Trust (the “**Liquidation Trust**”) on the Effective Date.<sup>2</sup> Further, the Plan and the Confirmation Order provide for the appointment of Terry S. Park as the Liquidation Trustee (the “**Liquidation Trustee**”) of the Liquidation Trust whose duties shall commence as of the Effective Date.<sup>3</sup>

6. As a consequence of filing these Chapter 11 Cases, the Debtors caused a *Defendant's Suggestion of Bankruptcy and Notice of Stay* to be filed in the Texas State Court Litigation notifying the Texas State District Court and the parties to the Texas State Court Litigation of the filing of these Chapter 11 Cases. Moreover, the filing of these Chapter 11 Cases triggered the automatic stay pursuant to section 362 of the Bankruptcy Code, which prohibits, *inter alia*, “the commencement or continuation . . . of a judicial, administrative, or other action or proceeding against the debtor . . . to recover a claim against the debtor that arose before the commencement of the case under this title . . . .” 11 U.S.C. § 362(a)(1).

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<sup>2</sup> Plan § IX.B.; Confirmation Order ¶ 12.

<sup>3</sup> Plan § IX.A.; Confirmation Order ¶ 12.

7. On November 10, 2020, Debtor Energy Alloys, L.L.C. filed its Schedules of Assets and Liabilities (the “**Schedules**”). ADL was listed on the Schedules as having an unsecured claim in the amount of \$76,607.50.

8. On December 16, 2020, ADL submitted an unsecured proof of claim (the “**Proof of Claim**”) in the amount of \$83,642.50.

9. ADL and the Liquidation Trustee have engaged in discussions regarding the Texas State Court Litigation and the Proof of Claim. ADL and the Liquidation Trustee have reached an agreement whereby the Liquidation Trustee will accept the Proof of Claim in the amount of \$83,642.50, and ADL will withdraw the Texas State Court Litigation with prejudice.

10. ADL and the Liquidation Trustee agree that pursuant to 11 U.S.C. § 362(d), it is appropriate to modify the automatic stay solely for the limited purpose described in the attached *Stipulation and Agreement for Order Between the Liquidation Trustee and A Dependable Logistics, Inc. to Dismiss the Texas State Court Litigation* (the “**Stipulation**”).

WHEREFORE, the Liquidation Trustee and ADL respectfully request that the Court enter the Proposed Order attached hereto as **Exhibit A** (the “**Proposed Order**”) authorizing and approving the Stipulation which is attached to the Proposed Order as **Exhibit 1**, at the earliest convenience of the Court.

*[Remainder of page left intentionally blank]*

Dated: November 12, 2021  
Wilmington, Delaware

*/s/ Scott D. Jones*

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Scott D. Cousins (No. 3079)

Scott D. Jones (No. 6672)

**COUSINS LAW LLC**

Brandywine Plaza West

1521 Concord Pike, Suite 301

Wilmington, Delaware 19803

Telephone: (302) 824-7081

Facsimile: (302) 295-0331

Email: [scott.cousins@cousins-law.com](mailto:scott.cousins@cousins-law.com)

[scott.jones@cousins-law.com](mailto:scott.jones@cousins-law.com)

*Counsel to Terry S. Park, solely in his capacity  
as the Liquidation Trustee of the MEA  
RemainCo Holdings, LLC (f/k/a Energy Alloys  
Holdings, LLC) Liquidation Trust*