

ENTERED

May 16, 2023

Nathan Ochsner, Clerk

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

In re:)	
)	Chapter 11
)	
VENATOR MATERIALS PLC, <i>et al.</i> , ¹)	Case No. 23-90301 (DRJ)
)	
Debtors.)	(Jointly Administered)
)	
)	Re: Docket No. 6

**ORDER (I) AUTHORIZING THE DEBTORS TO PAY SPECIFIED
TRADE CLAIMS, AND (II) CONFIRMING ADMINISTRATIVE EXPENSE
PRIORITY OF OUTSTANDING ORDERS, AND (III) GRANTING RELATED RELIEF**

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) authorizing the Debtors to pay in the ordinary course of business certain prepetition amounts owing on account of (i) 503(b)(9) Claims, (ii) Lien Claims, (iii) Critical Vendor Claims, and (iv) Foreign Claims (collectively, the “Trade Claims”); (b) confirming the administrative expense priority status of Outstanding Orders and authorizing payment of such obligations in the ordinary course of business; (c) granting related relief, all as more fully set forth in the Motion and upon the First Day Declarations; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that it may enter an order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ proposed claims and noticing agent at <http://dm.epiq11.com/Venator>. The Debtors’ service address in these chapter 11 cases is: Hanzard Drive, Titanium House, Stockton on Tees, Wynyard Park, TS22 5FD, United Kingdom.

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

district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court, if any; and this Court having determined that the legal and factual bases in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Debtors are authorized in their sole discretion, to pay prepetition Trade Claims in the ordinary course of business and consistent with their prepetition practices. The Debtors are authorized to pay all undisputed amounts related to the Outstanding Orders in the ordinary course of business consistent with the parties' customary practices in effect prior to the Petition Date.

2. As a condition to receiving any payment under this Order (a) any Trade Claimant that accepts any payment pursuant to the authority granted in this Order shall agree to continue—or recommence—supplying goods and services to the Debtors in accordance with trade terms at least as favorable to the Debtors as those practices in place in the twelve months prior to the Petition Date, or such other trade terms that are acceptable to the Debtors (the “Customary Trade Terms”) and (b) any Lien Claimant who has obtained a Lien on the Debtors' or their customers' assets that accepts any payment pursuant to the authority granted in this Order shall further agree to take whatever action is necessary to remove the Lien at the Lien Claimant's sole cost and expense. The Debtors have the right to adjust Customary Trade Terms with any Trade Claimant according to the facts and circumstances to the extent such adjustment is in the ordinary course of

business and consistent with prepetition practices and the Debtors determine such adjustment is in the best interest of their estates.

3. The Debtors, in their sole discretion, may require that each Trade Claimant provide written acknowledgement, either by email or through a trade agreement, of its obligation to continue providing services to the Debtors on Customary Trade Terms as a condition of receiving any payment pursuant to this Order; *provided*, that the Debtors' failure to request such an acknowledgement shall not be, and shall not be deemed to be, a waiver of the Debtors' rights hereunder. Any party, other than an affiliate of the Debtors, that accepts payment from the Debtors on account of a Trade Claim shall be provided a copy of this Order.

4. Any Trade Claimant that accepts payment from the Debtors on account of all or a portion of a Trade Claim pursuant to this Order shall be deemed to (a) agree to the terms and provisions of this Order and (b) have waived, to the extent so paid, any and all prepetition claims, of any type, kind, or priority (including any reclamation claim), against the Debtors, their assets, and properties. For the avoidance of doubt, the Debtors may not waive or modify the Customary Trade Terms.

5. If any Trade Claimant that accepts payment from the Debtors on account of all or a portion of a Trade Claim pursuant to this Order does not continue to provide services on Customary Trade Terms, then the Debtors may demand repayment of payments made to such party on account of its prepetition claim as an improper postpetition transfer, and such Trade Claimant shall be required to immediately repay in cash to the Debtors any payment made to it on account of its Trade Claim.

6. Any party that accepts payment from the Debtors on account of a Trade Claim shall be deemed to have agreed to the terms and provisions of this Order.

7. The Debtors' undisputed obligations relating to the Outstanding Orders arising from (a) shipments of goods delivered to and accepted by the Debtors on and after the Petition Date and (b) provision of services to the Debtors on and after the Petition Date at the Debtors' request are hereby granted administrative expense priority in accordance with section 503(b)(1)(A) of the Bankruptcy Code. The Debtors are authorized to, in accordance with the terms of this Order, to pay such undisputed obligations in the ordinary course of business consistent with the parties' customary practices in effect prior to the Petition Date.

8. Nothing herein shall impair or prejudice the Debtors', or any other party in interest's, ability to contest, in their sole discretion, the extent, perfection, priority, validity, or amounts of any claims held by any Trade Claimant.

9. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with any Trade Claims.

10. The Debtors shall maintain a matrix or schedule of amounts directly or indirectly paid, subject to the terms and conditions of this Order including the following information: (a) the names of the payee; (b) the amount of the payment; (c) the category or type of payment, as further described and classified in the Motion; (d) the Debtor or Debtors that made the payment; and (e) the payment date. The Debtors shall provide a copy of such matrix or schedule to the U.S. Trustee, any statutory committee appointed in these chapter 11 cases, counsel to the ABL Group, counsel to the Cross-Holder Group, and counsel to the Term Lender Group within ten days following the conclusion of each calendar month, beginning seven days after the hearing with respect to confirmation of the Plan scheduled with this Court.

11. Notwithstanding anything to the contrary herein, prior to making any payment pursuant to this Order to a Trade Claimant or on account of an Outstanding Order, the Debtors shall provide such Trade Claimant with a copy of this Order (unless previously provided to such Trade Claimant).

12. The banks and financial institutions on which checks were drawn or electronic fund transfer requests made in payment of the prepetition obligations approved herein are authorized and directed to receive, process, honor, and pay all such checks and electronic fund transfer requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic fund transfer requests as approved by this Order.

13. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission as to the amount of, basis for, or validity of any claim against a Debtor entity under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or admission that any particular claim is of a type specified or defined in the Motion or any order granting the relief requested by the Motion or a finding that any particular claim is an administrative expense claim or other priority claim; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; (g) a waiver or limitation of the Debtors', or any other party in interest's, rights under the Bankruptcy Code or any other applicable law; or (h) a concession by the Debtors or any other party-in-interest that any liens

(contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the relief requested in this Motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or seek avoidance of all such liens.

14. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with the relief granted herein.

15. Notwithstanding anything to the contrary contained in the Motion or herein, any payment to be made hereunder, any authorization contained herein, shall be subject to and in accordance with any interim and final orders, as applicable, authorizing the Debtors' use of cash collateral and/or postpetition debtor in possession financing (the "DIP Order") and, in particular, any approved budget in connection with any such use of cash collateral and/or postpetition debtor-in-possession financing, which such approved budget shall control. To the extent there is any inconsistency between the terms of the DIP Order (including any approved budget) and any approval or action taken or proposed to be taken hereunder, the terms of the DIP Order shall control. In addition, nothing in the Motion or herein shall be construed as a waiver or consent that conflicts with any agreement or obligation provided for in the Restructuring Support Agreement.

16. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003(b).

17. Notice of the Motion satisfies the requirements of Bankruptcy Rule 6004(a) and the Bankruptcy Local Rules are satisfied by such notice.

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

19. The Debtors are authorized to take all actions necessary to effectuate the relief

granted in this Order in accordance with the Motion.

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

Signed: May 16, 2023.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE