

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

In re:

HDC Holdings II, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-12307 (TMH)

(Joint Administration Requested)

**DEBTORS' MOTION FOR INTERIM AND FINAL ORDERS (I) PROHIBITING  
UTILITY COMPANIES FROM DISCONTINUING, ALTERING, OR REFUSING  
SERVICE, (II) DEEMING UTILITY COMPANIES TO HAVE ADEQUATE  
ASSURANCE OF FUTURE PAYMENT, (III) ESTABLISHING PROCEDURES  
FOR RESOLVING REQUESTS FOR ADDITIONAL ASSURANCE, AND  
(IV) GRANTING RELATED RELIEF**

HDC Holdings II, LLC and its debtor-affiliates (collectively, the “Debtors”), as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Chapter 11 Cases”), hereby move the Court (this “Motion”) for entry of an interim order (the “Interim Order”) and a final order (the “Final Order”), substantially in the forms attached hereto as **Exhibit A** and **Exhibit B**, respectively, pursuant to sections 105(a) and 366 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 9013-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) (i) prohibiting utility companies from discontinuing, altering or

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<sup>1</sup> The Debtors in these chapter 11 cases, together with the last four digits of each Debtor’s federal tax identification number, are: HDC Holdings II, LLC (2013); HDC Holdings III, LLC (3296); CCM Capital Assets, LLC (9451); Channel Control Merchants, LLC (3319); Dirt Cheap I, LLC (9433); CCM Support Services, LLC (2059); CCM Wholesale SE, LLC (7219); Channel Control Merchants of Texas, LLC (8091); Creative Sales Solutions, LLC (1691); Dirt Cheap Arkansas, LLC (0244); Dirt Cheap Building Supplies, LLC (0880); Dirt Cheap of Georgia, LLC (0269); Dirt Cheap of Louisiana, LLC (0067); Dirt Cheap SE, LLC (4928); Dirt Cheap Tennessee, LLC (1273); Treasure Hunt, LLC (9393); CCM Wholesale, LLC (7219); Channel Control Merchants of California, LLC (9011); and CAL Support Services, LLC (2859). The Debtors’ headquarters are located at 6892 US Hwy 49 North, Hattiesburg, Mississippi 39402.

refusing service to the Debtors on account of prepetition invoices, (ii) deeming the utility companies to have received adequate assurance of future payment, (iii) establishing procedures for resolving requests for additional assurance of payment, and (iv) granting related relief, including authorizing certain payments to the Debtors' third party administrator that manages the Debtors' accounts with utility companies. In addition, the Debtors request that the Court schedule a final hearing (the "Final Hearing") to consider approval of this Motion on a final basis. In support of this Motion, the Debtors rely on the *Declaration Jeffrey Martin in Support of Chapter 11 Petitions and Requests for First Day Relief* (the "First Day Declaration"), which was filed contemporaneously with this Motion and is incorporated by reference herein. In further support of this Motion, the Debtors respectfully represent as follows:

#### **JURISDICTION AND VENUE**

1. The United States Bankruptcy Court for the District of Delaware (the "Court") has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334(b), and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

2. Pursuant to Local Rule 9013-1(f), the Debtors consent to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

3. Venue of these Chapter 11 Cases and this Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The statutory and legal predicates for the relief requested herein are sections 105(a) and 366 of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004.

## **BACKGROUND**

### **A. General**

5. On the date hereof (the “Petition Date”), each of the Debtors commenced a voluntary case under chapter 11 of the Bankruptcy Code. The Debtors are authorized to continue to operate their business and manage their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. To date, no trustee, examiner or statutory committee has been appointed in these Chapter 11 Cases.

6. Additional factual background relating to the Debtors’ business, capital structure and the commencement of these Chapter 11 Cases is set forth in further detail in the First Day Declaration.

### **B. The Debtors’ Utility Services and Utility Companies**

7. In connection with the operation of their business and management of their properties, the Debtors obtain electricity, natural gas, telephone, water and sewage, waste disposal, internet access and service, and other similar services (collectively, the “Utility Services”) from multiple utility companies or brokers (each, a “Utility Company” and, collectively, the “Utility Companies”). The Utility Companies provide service to the Debtors’ corporate headquarters in Hattiesburg, Mississippi and their retail locations throughout the southeast. A nonexclusive list of the Utility Companies and their affiliates that provide Utility Services to the Debtors as of the Petition Date (the “Utility Services List”) is attached hereto as **Exhibit C.**<sup>2</sup> The relief requested

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<sup>2</sup> The Debtors have endeavored to identify all of the Utility Companies and list them on the Utility Service List. However, inadvertent omissions may have occurred, and the omission from the Utility Service List of any entity providing utility services to the Debtors shall not be construed as an admission, waiver, acknowledgment, or consent that section 366 of the Bankruptcy Code does not apply to such entity. If the Debtors identify any entity that was inadvertently excluded from the Utility Service List (each, an “Additional Utility Company”), the Debtors will promptly provide such entity with a copy of this Motion and either the (i) Interim Order or (ii) if entered, the Final Order. In addition, the inclusion of any entity on the Utility Service List is not an admission that such entity is a utility with the meaning of section 366 of the Bankruptcy Code, and the Debtors reserve all rights with respect thereto.

herein is requested with respect to all Utility Companies providing Utility Services to the Debtors. On average, the Debtors pay approximately \$320,000.00 each month for Utility Services.

8. Due to the large number of stores that the Debtors operate, the Debtors have retained utility aggregators to assist with servicing their Utility Services accounts. The aggregators are Vervantis Inc. and Juvo Energy (together, the “Aggregators”). The Debtors pay the Aggregators monthly fees of approximately \$4,000 to provide aggregator services. Given that the Aggregators are the Debtors’ primary intermediary with the Utility Companies, it is critical that the Debtors continue to receive the benefits that the Aggregators provide to ensure that the Debtors’ stores operate without disruption. Accordingly, the Debtors seek authority to satisfy any prepetition amounts outstanding to the Aggregators in the ordinary course of business in an amount not to exceed \$5,000.00.

#### **RELIEF REQUESTED**

9. The Debtors respectfully request that the Court enter the Interim Order, in substantially the form attached hereto as **Exhibit A**, and the Final Order, in substantially the form attached hereto as **Exhibit B**, (i) prohibiting the Utility Companies from altering, refusing, or discontinuing Utility Services on account of unpaid prepetition invoices, including the making of demands for security deposits, or accelerated payment terms, (ii) determining that the Debtors have provided each Utility Company with “adequate assurance of payment” within the meaning of section 366 of the Bankruptcy Code (“Adequate Assurance”), based, among other things, on the Debtors’ establishment of a segregated account containing an amount equal to 50% of the Debtors’ estimated monthly cost of the Utility Services, which may be adjusted by the Debtors to account for the termination of certain Utility Services by the Debtors, by agreement between the Debtors and the affected Utility Company, or to account for the addition of a Utility Company to the Utility Service List, (iii) establishing procedures for determining additional Adequate Assurance, if any,

and authorizing the Debtors to provide Adequate Assurance to the Utility Companies (the “Adequate Assurance Procedures”), and (iv) granting related relief.

### **BASIS FOR RELIEF**

10. The Utility Services are essential to the operation of the Debtors’ business and the success of the store closing sales ongoing at the Debtors’ retail locations (the “Store Closing Sales”). As set forth in the First Day Declaration, the Debtors commenced Store Closing Sales at all of their retail locations prior to the Petition Date and intend to vacate applicable premises upon conclusion of those sales. The maintenance of current Utility Services is essential to the Debtors’ ability to maximize value from those Store Closing Sales, for the benefit of all interested parties. Unanticipated delays in the Debtors’ ability to meet their customers’ needs would result in substantial and irreparable harm to the Debtors and would impair the Debtors’ efforts to preserve and maximize the value of their estates during these Chapter 11 Cases. It is, therefore, critical that the Utility Services continue uninterrupted so as to allow the Store Closing Sales to run their course and generate maximum value for the estates. Similarly, the maintenance of Utility Services provided to the Debtors’ corporate headquarters and other facilities, including distribution centers, is critical to preserving value for the Debtors’ go-forward business.

11. Section 366 of the Bankruptcy Code provides that, in a chapter 11 case, during the initial thirty (30) days after the commencement of the case, utilities may not alter, refuse or discontinue service to, or discriminate against, a debtor solely on the basis of the commencement of its case or the existence of prepetition debts owed by the debtor. After the thirty-day period, however, under section 366(c) of the Bankruptcy Code, utilities may discontinue service to a debtor if the debtor does not provide “adequate assurance of future performance” of its postpetition obligations in a form that is satisfactory to the utility, subject to the Court’s ability to modify the amount of adequate assurance. *See* 11 U.S.C. § 366(c)(2).

12. The Debtors intend to pay, when due, all undisputed postpetition charges for Utility Services, and the Debtors expect that their available cash will be more than sufficient to pay for the Debtors' postpetition use of Utility Services. Nonetheless, the Debtors propose to deposit a sum of \$160,000, which is equal to 50% of the Debtors' estimated monthly cost of the Utility Services, into a newly-created segregated bank account within twenty (20) days of the Petition Date (the "Utility Deposit") as Adequate Assurance.

13. To the extent that the Debtors identify Additional Utility Companies or discontinue services from existing Utility Companies, the Debtors seek authority to add or remove parties from the Utility Services List. For any Additional Utility Company, the Debtors will serve such Additional Utility Company with a copy of the appropriate Court order regarding Utility Services, including the Adequate Assurance Procedures, and will increase the Utility Deposit by an amount equal to 50% of the Debtors' estimated monthly cost of services from the Additional Utility Company. For any Utility Company that is subsequently removed from the Utility Services List, the Debtors will decrease the Utility Deposit by an amount equal to 50% of the Debtors' estimated monthly cost of services from the removed Utility Company upon obtaining the Utility Company's consent or upon providing negative notice to the Utility Company of its intent to reduce the Utility Deposit twenty-one days thereafter. The Debtors request that the terms of any order entered on this Motion and the Adequate Assurance Procedures apply to any Additional Utility Company.

14. While the form of Adequate Assurance may be limited to the types of security enumerated in section 366(c)(1)(A) of the Bankruptcy Code,<sup>3</sup> the determination of the

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<sup>3</sup> Section 366(c)(1)(A) provides that "assurance of payment" may be in the form of a cash deposit, letter of credit, certificate of deposit, surety bond, prepayment of utility consumption, or another form of security that is mutually agreed on between the utility and the debtor. 11 U.S.C. § 366(c)(1)(A).

amount of Adequate Assurance is within the discretion of the Court. It is well established that the requirement that a utility receive adequate assurance of payment does not require guarantee of payment. Instead, the protection granted to a utility is intended to avoid exposing the utility to an unreasonable risk of nonpayment.

15. The Debtors submit that the Utility Deposit constitutes sufficient Adequate Assurance for the Utility Companies. However, should any Utility Company disagree, the Debtors propose to establish the Adequate Assurance Procedures under which a Utility Company may request additional Adequate Assurance. If any Utility Company believes additional Adequate Assurance is required, it may request such additional assurance pursuant to the procedures set forth herein. The proposed Adequate Assurance Procedures are as follows:

- i. Any Utility Company that objects to the Adequate Assurance must serve a request (an “Adequate Assurance Request”) on (i) the Debtors, 6892 US Hwy 49 North, Hattiesburg, Mississippi 39402, Attn: Jeffrey Martin; (ii) proposed counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801, Attn: S. Alexander Faris, Esq. and Andrew M. Lee, Esq. (afaris@ycst.com and alee@ycst.com); (iii) the Office of the United States Trustee, J. Caleb Boggs Federal Building, 844 King St., Lockbox 35, Wilmington, DE 19801, Attn: Rosa Sierra-Fox, Esq. (rosa.sierra-fox@usdoj.gov); (iv) counsel to BMO Bank, N.A., Vedder Price, 1633 Broadway 31st Floor New York, NY 10019, Attn: Michael L. Schein, Esq. (mschein@vedderprice.com); (v) counsel to Hancock Whitney Bank, Carver Darden Koretzky Tessier Finn Blossman & Areaux LLC, 1100 Poydras Street, Suite 3100 New Orleans, LA 70163, Attn: David F. Waguespack, Esq. (waguespack@carverdarden.com); and (vi) counsel to any statutory committee appointed in these Chapter 11 Cases (collectively, the “Notice Parties”).
- ii. Any Adequate Assurance Request must be served on the Notice Parties and must: (a) be made in writing; (b) identify the location for which Utility Services are provided and relevant account number(s); and (c) explain why the Utility Company believes the Adequate Assurance is not sufficient adequate assurance of future payment.
- iii. Upon the Debtors’ receipt of any Adequate Assurance Request, the Debtors shall promptly negotiate with the requesting Utility Company to resolve its Adequate Assurance Request.

- iv. The Debtors are authorized to resolve, in their sole discretion, any Adequate Assurance Request by mutual agreement with a Utility Company and without further order of the Court and, in connection with any such agreement, in their sole discretion, provide a Utility Company with alternative adequate assurance of payment, including cash deposits, prepayments, or other forms of security, without further order of the Court, if the Debtors believe such alternative assurance is reasonable.
- v. If the Debtors determine that a timely received Adequate Assurance Request is not reasonable and are unable to reach an alternative resolution with the applicable Utility Company, the Debtors shall request a hearing before the Court to determine the adequacy of assurance of payment pursuant to section 366(c)(3) of the Bankruptcy Code (the “Determination Hearing”). Pending resolution of such Adequate Assurance Request at the Determination Hearing, the Utility Company shall be prohibited from altering, refusing, or discontinuing services to the Debtors on account of unpaid charges for prepetition services or on account of any objections to the Adequate Assurance.
- vi. Upon the closure of one of the Debtors’ locations and the discontinuance of the Utility Services associated therewith, or the termination of Utility Services independent thereof, the Debtors may, in their discretion and without further order of the Court, reduce the Utility Deposit by an amount not exceeding, for each of the Utility Services being discontinued, the lesser of (i) 50% of the estimated monthly cost for such Utility Services and (ii) the amount of the Utility Deposit then attributable to the applicable Utility Company; *provided* that for any Utility Company for which the Utility Deposit is reduced, the Debtors shall have paid such Utility Company in full for any outstanding post-petition Utility Services before reducing the Utility Deposit.

16. The Debtors request that the Final Hearing be held within thirty days of the Petition Date to ensure that, if a Utility Company argues it can unilaterally refuse service to the Debtors on the thirty-first day after the Petition Date, the Debtors will have the opportunity, to the extent necessary, to request that the Court make such modifications to the Adequate Assurance Procedures in time to avoid any potential termination of the Utility Services.

17. The Debtors respectfully submit that the Utility Companies will be adequately assured of payment for future services by the relief requested herein. Congress enacted section 366 of the Bankruptcy Code to protect debtors from utility service cutoffs upon a bankruptcy filing while providing utility companies with adequate assurance that the debtors

would pay for postpetition services. *See* H.R. Rep. No. 95-595, at 350 (1978), reprinted in 1978 U.S.C.C.A.N. 5963, 6306. Accordingly, section 366 of the Bankruptcy Code prohibits utilities from altering, refusing, or discontinuing services to a debtor solely on account of unpaid prepetition amounts for a period of thirty (30) days after a chapter 11 filing.

18. Section 366(c) requires only that a utility's assurance of payment be "adequate." Courts recognize that adequate assurance of performance does not constitute an absolute guarantee of a debtor's ability to pay. *See, e.g., In re Steinebach*, 303 B.R. 634, 641 (Bankr. D. Ariz. 2004) ("Adequate assurance of payment is not, however, absolute assurance . . . 'a Bankruptcy Court is not required to give a utility company the equivalent of a guarantee of payment, but must only determine that the utility is not subject to any unreasonable risk of nonpayment for postpetition services.'") (quoting *In re Adelpia Bus. Solutions, Inc.*, 280 B.R. 63, 80 (Bankr. S.D.N.Y. 2002)); *see also In re Caldor, Inc.*, 199 B.R. 1, 3 (S.D.N.Y. 1996) (section 366(b) "does not require an 'absolute guarantee of payment'" (citation omitted), *aff'd sub nom. Va. Elec. & Power Co. v. Caldor, Inc.*, 117 F.3d 646 (2d Cir. 1997).

19. In this analysis, courts have recognized that, in determining the requisite level of adequate assurance, bankruptcy courts should "focus 'upon the need of the utility for assurance, and to require that the debtor supply no more than that, since the debtor almost perforce has a conflicting need to conserve scarce financial resources.'" *Va. Elec. & Power Co.*, 117 F.3d at 650 (emphasis in original) (quoting *In re Penn. Cent. Transp. Co.*, 467 F.2d 100, 103–04 (3d Cir. 1972)) (affirming bankruptcy court's ruling that utility deposits were not necessary where such deposits likely would "jeopardize the continuing operation of the [debtor] merely to give further security to suppliers who already are reasonably protected"). Indeed, "[c]ourts will approve an amount that is adequate enough to insure against unreasonable risk of nonpayment, but are not

required to give the equivalent of a guaranty of payment in full.” *In re The Great Atl. & Pac. Tea Co.*, No. 11-CV-1338 (CS), 2011 WL 5546954, at \*5 (S.D.N.Y. Nov. 14, 2011) (citations omitted). In fact, there is nothing to prevent a court from deciding that, on the facts of the case before it, the amount required of the debtor to provide adequate assurance of payment to a utility company should be nominal or even zero. *See, e.g., In re Pac-West Telecomm., Inc.*, No. 07-10562 (BLS) (Bankr. D. Del. May 2, 2007) [Docket No. 39] (approving adequate assurance in the form of one-time supplemental prepayment to each utility company equal to prorated amount of one week’s charge).

20. The Debtors’ proposed method of furnishing Adequate Assurance is not prejudicial to the rights of any Utility Company and is in the best interest of the Debtors’ estates. Because uninterrupted Utility Services are vital to the success of the Store Closing Sales and otherwise preserving value during these Chapter 11 Cases, the Debtors submit that relief requested herein is necessary and in the best interest of the Debtors’ estates and creditors. Such relief ensures that the Debtors’ business operations will not be disrupted during these Chapter 11 Cases and also provides both Utility Companies and the Debtors with a fair, orderly procedure for determining Adequate Assurance.

21. Accordingly, for all of the foregoing reasons, the Debtors submit that cause exists for granting the relief requested herein.

**IMMEDIATE RELIEF IS JUSTIFIED**

22. Bankruptcy Rule 6003 provides that the relief requested in this Motion may be granted if the “relief is necessary to avoid immediate and irreparable harm.” Fed. R. Bankr. P. 6003. The Debtors submit that for the reasons set forth herein, and evidenced by the First Day Declaration, any disruption of the Utility Services would substantially diminish or impair the Debtors’ efforts in these Chapter 11 Cases to preserve and maximize the value of their estates,

including in connection with the Store Closing Sales and the ongoing efforts to sell the Debtors' remaining assets.

**WAIVER OF ANY APPLICABLE STAY**

23. The Debtors also request that the Court waive the stay imposed by Bankruptcy Rule 6004(h), which provides that “[a]n order authorizing the use, sale, or lease of property other than cash collateral is stayed until the expiration of 14 days after entry of the order, unless the court orders otherwise.” Fed. R. Bankr. P. 6004(h). As described above, the relief requested is necessary for the Debtors to operate their business and conduct the Store Closing Sales without interruption, thereby preserving value for their estates. Accordingly, the Debtors respectfully request that the Court waive the fourteen-day stay imposed by Bankruptcy Rule 6004(h), as the exigent nature of the relief sought herein justifies immediate relief.

**RESERVATION OF RIGHTS**

24. Nothing in the Interim Order, the Final Order, or this Motion (i) is intended or shall be deemed to constitute an assumption of any agreement pursuant to section 365 of the Bankruptcy Code or an admission as to the validity of any claim against the Debtors and their estates, (ii) shall impair, prejudice, waive, or otherwise affect the rights of the Debtors and their estates with respect to the validity, priority, or amount of any claim against the Debtors and their estates, (iii) shall impair, prejudice, waive, or otherwise affect the rights of the Debtors and their estates with respect to any and all claims or causes of action against any Utility Company, or (iv) shall be construed as a promise to pay a claim.

**NOTICE**

25. Notice of this Motion has been given to (i) the Office of the United States Trustee for the District of Delaware; (ii) counsel for BMO Bank, N.A.; (iii) counsel for Hancock Whitney Bank; (iv) holders of the thirty (30) largest unsecured claims on a consolidated basis

against the Debtors; (v) the Internal Revenue Service; (vi) the Office of the United States Attorney for the District of Delaware; (vii) the Utility Companies; (viii) the Aggregators; and (ix) any party that has requested notice pursuant to Bankruptcy Rule 2002. Notice of this Motion and any order entered hereon will be served in accordance with Local Rule 9013-1(m). The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

*[Remainder of page intentionally left blank.]*

**CONCLUSION**

WHEREFORE, the Debtors respectfully request entry of the Interim order and Final Order, substantially in the forms attached hereto as **Exhibit A** and **Exhibit B**, respectively, (i) granting the relief requested herein, and (ii) granting such other relief as is just and proper.

Dated: October 10, 2024  
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

*/s/ S. Alexander Faris*

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*Proposed Counsel to the Debtors and Debtors in Possession*

**EXHIBIT A**

**Proposed Interim Order**

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

In re:

HDC Holdings II, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-12307 (TMH)

(Jointly Administered)

Docket Ref. No. \_\_\_\_

**INTERIM ORDER (I) PROHIBITING UTILITY COMPANIES FROM  
DISCONTINUING, ALTERING, OR REFUSING SERVICE,  
(II) DEEMING UTILITY COMPANIES TO HAVE ADEQUATE  
ASSURANCE OF FUTURE PAYMENT, (III) ESTABLISHING PROCEDURES  
FOR RESOLVING REQUESTS FOR ADDITIONAL ASSURANCE,  
AND (IV) GRANTING RELATED RELIEF**

Upon the Motion (the "Motion")<sup>2</sup> of the Debtors for entry of interim and final orders, pursuant to sections 105(a) and 366 of the Bankruptcy Code, and Bankruptcy Rules 6003 and 6004, (i) prohibiting the Utility Companies from altering, refusing, or discontinuing Utility Services on account of unpaid prepetition invoices, including the making of demands for security deposits or accelerated payment terms, (ii) determining that the Debtors have provided each Utility Company with Adequate Assurance and (iii) establishing the Adequate Assurance Procedures; and upon consideration of the First Day Declaration; and this Court having jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 1334 and 157(b), and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012; and it

<sup>1</sup> The Debtors in these chapter 11 cases, together with the last four digits of each Debtor's federal tax identification number, are: HDC Holdings II, LLC (2013); HDC Holdings III, LLC (3296); CCM Capital Assets, LLC (9451); Channel Control Merchants, LLC (3319); Dirt Cheap I, LLC (9433); CCM Support Services, LLC (2059); CCM Wholesale SE, LLC (7219); Channel Control Merchants of Texas, LLC (8091); Creative Sales Solutions, LLC (1691); Dirt Cheap Arkansas, LLC (0244); Dirt Cheap Building Supplies, LLC (0880); Dirt Cheap of Georgia, LLC (0269); Dirt Cheap of Louisiana, LLC (0067); Dirt Cheap SE, LLC (4928); Dirt Cheap Tennessee, LLC (1273); Treasure Hunt, LLC (9393); CCM Wholesale, LLC (7219); Channel Control Merchants of California, LLC (9011); and CAL Support Services, LLC (2859). The Debtors' headquarters are located at 6892 US Hwy 49 North, Hattiesburg, Mississippi 39402.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

appearing that the Motion is a core matter pursuant to 28 U.S.C. § 157(b); and this Court having determined that it may enter a final order consistent with Article III of the United States Constitution; and it appearing that venue of these Chapter 11 Cases and of the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that due and adequate notice of the Motion has been given under the circumstances, and that no other or further notice need be given; and this Court having reviewed the Motion and having heard the statements in support of the relief requested in the Motion at a hearing before this Court, if any; and it appearing that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and after due deliberation, and good and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED on an interim basis as set forth herein.
2. Objections to entry of an order granting the Motion on a final basis must be filed by \_\_\_\_\_, 2024 at 4:00 p.m. (ET) and served on: (i) proposed counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Attn: Andrew L. Magaziner, Esq. and S. Alexander Faris, Esq. (amagaziner@ycst.com and afaris@ycst.com); (ii) the U.S. Trustee, 844 King Street, Suite 2207, Wilmington, Delaware, 19801, Attn: Rosa Sierra-Fox, Esq. (rosa.sierra-fox@usdoj.gov); (iii) counsel to BMO Bank, N.A., Vedder Price, 1633 Broadway 31st Floor New York, NY 10019, Attn: Michael L. Schein, Esq. (mschein@vedderprice.com); (iv) counsel to Hancock Whitney Bank, Carver Darden Koretzky Tessier Finn Blossman & Areaux LLC, 1100 Poydras Street, Suite 3100 New Orleans, LA 70163, Attn: David F. Waguespack, Esq. (waguespack@carverdarden.com); and (v) counsel to any statutory committee appointed in these Chapter 11 Cases. A final hearing, if required, on the Motion will be held on

\_\_\_\_\_, 2024 at \_\_\_\_\_m. (ET). If no objections are filed to the Motion, this Court may enter a final order without further notice or hearing.

3. The Debtors shall serve a copy of the Motion and this Interim Order on each Utility Company listed on the Utility Services List no later than two business days after the date this Interim Order is entered.

4. No later than twenty days after the date the Petition Date, the Debtors shall cause the Utility Deposit to be deposited into a segregated account and held during the pendency of these Chapter 11 Cases, subject to the procedures approved hereby.

5. No liens shall attach to the Utility Deposit account, except as to any reversionary interest of the Debtors.

6. Subject to the procedures below, the Utility Deposit shall constitute adequate assurance of future payment as required by section 366 of the Bankruptcy Code.

7. Until such time as this Court enters a final order on the Motion or as otherwise ordered by this Court, all Utility Companies are prohibited from altering, refusing, or discontinuing services on account of any unpaid prepetition charges, the commencement of these Chapter 11 Cases, or any perceived inadequacy of the Adequate Assurance.

8. The following Adequate Assurance Procedures are hereby approved on an interim basis:

- i. Any Utility Company that objects to the Adequate Assurance must serve a request (an "Adequate Assurance Request") on (i) the Debtors, 6892 US Hwy 49 North, Hattiesburg, Mississippi 39402, Attn: Jeffrey Martin; (ii) proposed counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801, Attn: S. Alexander Faris, Esq. and Andrew M. Lee, Esq. (afaris@ycst.com and alee@ycst.com); (iii) the Office of the United States Trustee, J. Caleb Boggs Federal Building, 844 King St., Lockbox 35, Wilmington, DE 19801 (Attn: Rosa Sierra-Fox, Esq. (rosa.sierra-fox@usdoj.gov)); (iv) counsel to BMO Bank, N.A., Vedder Price, 1633 Broadway 31st Floor New York, NY 10019, Attn: Michael L. Schein

(mschein@vedderprice.com); (v) counsel to Hancock Whitney Bank, Carver Darden Koretzky Tessier Finn Blossman & Areaux LLC, 1100 Poydras Street, Suite 3100 New Orleans, LA 70163, Attn: David F. Waguespack (waguespack@carverdarden.com); and (vi) counsel to any statutory committee appointed in these Chapter 11 Cases (collectively, the “Notice Parties”).

- ii. Any Adequate Assurance Request must be served on the Notice Parties and must: (a) be made in writing; (b) identify the location for which Utility Services are provided and relevant account number(s); and (c) explain why the Utility Company believes the Adequate Assurance is not sufficient adequate assurance of future payment.
- iii. Upon the Debtors’ receipt of any Adequate Assurance Request, the Debtors shall promptly negotiate with the requesting Utility Company to resolve its Adequate Assurance Request.
- iv. The Debtors are authorized to resolve, in their sole discretion, any Adequate Assurance Request by mutual agreement with a Utility Company and without further order of the Court and, in connection with any such agreement, in their sole discretion, provide a Utility Company with alternative adequate assurance of payment, including cash deposits, prepayments, or other forms of security, without further order of the Court, if the Debtors believe such alternative assurance is reasonable.
- v. If the Debtors determine that a timely received Adequate Assurance Request is not reasonable and are unable to reach an alternative resolution with the applicable Utility Company, the Debtors shall request a hearing before the Court to determine the adequacy of assurance of payment pursuant to section 366(c)(3) of the Bankruptcy Code (the “Determination Hearing”). Pending resolution of such Adequate Assurance Request at the Determination Hearing, the Utility Company shall be prohibited from altering, refusing, or discontinuing services to the Debtors on account of unpaid charges for prepetition services or on account of any objections to the Adequate Assurance.
- vi. Upon the closure of one of the Debtors’ locations and the discontinuance of the Utility Services associated therewith, or the termination of Utility Services independent thereof, the Debtors may, in their discretion and without further order of the Court, reduce the Utility Deposit by an amount not exceeding, for each of the Utility Services being discontinued, the lesser of (i) 50% of the estimated monthly cost for such Utility Services and (ii) the amount of the Utility Deposit then attributable to the applicable Utility Company; *provided* that for any Utility Company for which the Utility Deposit is reduced, the Debtors shall have paid such Utility Company in full for any outstanding post-petition Utility Services before reducing the Utility Deposit.

9. The Utility Companies are prohibited from requiring additional adequate assurance of payment other than pursuant to the Adequate Assurance Procedures.

10. Unless and until a Utility Company serves an Adequate Assurance Request, it shall be: (i) deemed to have received adequate assurance of payment “satisfactory” to such Utility Company in compliance with section 366 of the Bankruptcy Code; and (ii) prohibited from discontinuing, altering, or refusing services to, or discriminating against, the Debtors on account of any unpaid prepetition charges.

11. The Debtors are authorized, in their sole discretion, to add or remove any Utility Company from the Utility Services List, and the Debtors shall add to or subtract from the Utility Deposit an amount equal to 50% of the Debtors’ estimated monthly cost for each subsequently-added or removed Utility Company as soon as practicable. For Utility Companies that are added to the Utility Services List, the Debtors will serve a copy of this Interim Order, including the Adequate Assurance Procedures, on such subsequently-added Utility Company and augment the Utility Deposit with an amount equal to 50% of the Debtors’ estimated monthly cost for such added Utility Company within 20 days of its addition. Any Utility Company subsequently added to the Utility Services List shall be bound by the Adequate Assurance Procedures, provided that any subsequently-added Utility Company may serve, on the Notice Parties, any Adequate Assurance Request.

12. The Debtors are authorized to satisfy prepetition amounts owed to the Aggregators, in an amount not to exceed \$5,000.00, in the ordinary course of business.

13. The relief granted herein is for all Utility Companies providing Utility Services to the Debtors listed on the Utility Services List, provided however, that this Interim Order shall be binding on any Utility Companies listed on any amended Utility Services List filed

with this Court as of the date of service of the notice to the affected Utility Company on the amended Utility Services List.

14. Nothing contained in the Motion, this Interim Order, nor the Debtors' service of the Motion upon the Utility Services List, shall constitute an admission or concession that each such entity is a "utility" within the meaning of section 366 of the Bankruptcy Code, and the Debtors' rights and defenses with respect thereto are fully reserved.

15. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in the Motion or this Interim Order, or any payment made pursuant to this Interim Order shall constitute, nor is it intended to constitute, an admission as to the validity or priority of any claim or lien against the Debtors, a waiver of the Debtors' rights to subsequently dispute such claim or lien, or the assumption or adoption of any agreement, contract, or lease under section 365 of the Bankruptcy Code.

16. Bankruptcy Rule 6003(b) has been satisfied because the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors.

17. Notwithstanding any provision in the Bankruptcy Rules to the contrary: (i) this Interim Order shall be effective immediately and enforceable upon its entry; (ii) the Debtors are not subject to any stay in the implementation, enforcement, or realization of the relief granted in this Interim Order; and (iii) the Debtors are authorized and empowered to, and may in their discretion and without further delay, take any action necessary or appropriate to implement this Interim Order.

18. This Court shall retain exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Interim Order.

**EXHIBIT B**

**Proposed Final Order**

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

In re:

HDC Holdings II, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-12307 (TMH)

(Jointly Administered)

Docket Ref. Nos. \_\_\_ & \_\_\_

**FINAL ORDER (I) PROHIBITING UTILITY COMPANIES FROM  
DISCONTINUING, ALTERING, OR REFUSING SERVICE,  
(II) DEEMING UTILITY COMPANIES TO HAVE ADEQUATE  
ASSURANCE OF PAYMENT, (III) ESTABLISHING PROCEDURES  
FOR RESOLVING REQUESTS FOR ADDITIONAL ASSURANCE,  
AND (IV) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)<sup>2</sup> of the Debtors for entry of interim and final orders, pursuant to sections 105(a) and 366 of the Bankruptcy Code and Bankruptcy Rule 6004, (i) prohibiting the Utility Companies from altering, refusing, or discontinuing Utility Services on account of prepetition invoices, including the making of demands for security deposits or accelerated payment terms, (ii) determining that the Debtors have provided each of the Utility Companies with Adequate Assurance and (iii) establishing the Adequate Assurance Procedures; and upon consideration of the First Day Declaration; and this Court having jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 1334(b) and 157, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29,

<sup>1</sup> The Debtors in these chapter 11 cases, together with the last four digits of each Debtor’s federal tax identification number, are: HDC Holdings II, LLC (2013); HDC Holdings III, LLC (3296); CCM Capital Assets, LLC (9451); Channel Control Merchants, LLC (3319); Dirt Cheap I, LLC (9433); CCM Support Services, LLC (2059); CCM Wholesale SE, LLC (7219); Channel Control Merchants of Texas, LLC (8091); Creative Sales Solutions, LLC (1691); Dirt Cheap Arkansas, LLC (0244); Dirt Cheap Building Supplies, LLC (0880); Dirt Cheap of Georgia, LLC (0269); Dirt Cheap of Louisiana, LLC (0067); Dirt Cheap SE, LLC (4928); Dirt Cheap Tennessee, LLC (1273); Treasure Hunt, LLC (9393); CCM Wholesale, LLC (7219); Channel Control Merchants of California, LLC (9011); and CAL Support Services, LLC (2859). The Debtors’ headquarters are located at 6892 US Hwy 49 North, Hattiesburg, Mississippi 39402.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

2012; and it appearing that the Motion is a core matter pursuant to 28 U.S.C. § 157(b); and this Court having determined that it may enter a final order consistent with Article III of the United States Constitution; and it appearing that venue of these Chapter 11 Cases and of the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that due and adequate notice of the Motion has been given under the circumstances, and that no other or further notice need be given; and this Court having reviewed the Motion and having heard the statements in support of the relief requested in the Motion at a hearing before this Court, if any; and this Court having previously entered that certain *Interim Order (i) Prohibiting Utility Companies from Discontinuing, Altering, or Refusing Service, (ii) Deeming Utility Companies to Have Adequate Assurance of Payment, (iii) Establishing Procedures for Resolving Requests for Additional Assurance, and (iv) Granting Related Relief* [D.I. \_\_\_\_] (the “Interim Order”); and it appearing that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and after due deliberation, and good and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED on a final basis as set forth herein.
2. The Debtors shall serve a copy of the Motion and this Final Order on each Utility Company listed on the Utility Services List no later than two business days after the date this Final Order is entered.
3. To the extent not already done, Debtors are authorized to cause the Utility Deposit to be held in a segregated account during the pendency of these Chapter 11 Cases, subject to the Adequate Assurance Procedures.

4. No liens shall attach to the Utility Deposit account, except as to any reversionary interest of the Debtors.

5. Subject to the procedures below, the Utility Deposit shall constitute adequate assurance of future payment as required by section 366 of the Bankruptcy Code.

6. All Utility Companies are prohibited from altering, refusing, or discontinuing services on account of any unpaid prepetition charges, the commencement of these Chapter 11 Cases, or any perceived inadequacy of the Adequate Assurance.

7. The following Adequate Assurance Procedures are hereby approved:

- i. Any Utility Company that objects to the Adequate Assurance must serve a request (an “Adequate Assurance Request”) on (i) the Debtors, 6892 US Hwy 49 North, Hattiesburg, Mississippi 39402, Attn: Jeffrey Martin; (ii) proposed counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801, Attn: S. Alexander Faris, Esq. and Andrew M. Lee, Esq. (afaris@ycst.com and alee@ycst.com); (iii) the Office of the United States Trustee, J. Caleb Boggs Federal Building, 844 King St., Lockbox 35, Wilmington, DE 19801 (Attn: Rosa Sierra-Fox, Esq. (rosa.sierra-fox@usdoj.gov)); (iv) counsel to BMO Bank, N.A., Vedder Price, 1633 Broadway 31st Floor New York, NY 10019, Attn: Michael L. Schein (mschein@vedderprice.com); (v) counsel to Hancock Whitney Bank, Carver Darden Koretzky Tessier Finn Blossman & Areaux LLC, 1100 Poydras Street, Suite 3100 New Orleans, LA 70163, Attn: David F. Waguespack (waguespack@carverdarden.com); and (vi) counsel to any statutory committee appointed in these Chapter 11 Cases (collectively, the “Notice Parties”).
- ii. Any Adequate Assurance Request must be served on the Notice Parties and must: (a) be made in writing; (b) identify the location for which Utility Services are provided and relevant account number(s); and (c) explain why the Utility Company believes the Adequate Assurance is not sufficient adequate assurance of future payment.
- iii. Upon the Debtors’ receipt of any Adequate Assurance Request, the Debtors shall promptly negotiate with the requesting Utility Company to resolve its Adequate Assurance Request.
- iv. The Debtors are authorized to resolve, in their sole discretion, any Adequate Assurance Request by mutual agreement with a Utility Company and without further order of the Court and, in connection with any such agreement, in their sole discretion, provide a Utility Company with alternative adequate assurance

of payment, including cash deposits, prepayments, or other forms of security, without further order of the Court, if the Debtors believe such alternative assurance is reasonable.

- v. If the Debtors determine that a timely received Adequate Assurance Request is not reasonable and are unable to reach an alternative resolution with the applicable Utility Company, the Debtors shall request a hearing before the Court to determine the adequacy of assurance of payment pursuant to section 366(c)(3) of the Bankruptcy Code (the “Determination Hearing”). Pending resolution of such Adequate Assurance Request at the Determination Hearing, the Utility Company shall be prohibited from altering, refusing, or discontinuing services to the Debtors on account of unpaid charges for prepetition services or on account of any objections to the Adequate Assurance.
- vi. Upon the closure of one of the Debtors’ locations and the discontinuance of the Utility Services associated therewith, or the termination of Utility Services independent thereof, the Debtors may, in their discretion and without further order of the Court, reduce the Utility Deposit by an amount not exceeding, for each of the Utility Services being discontinued, the lesser of (i) 50% of the estimated monthly cost for such Utility Services and (ii) the amount of the Utility Deposit then attributable to the applicable Utility Company; *provided* that for any Utility Company for which the Utility Deposit is reduced, the Debtors shall have paid such Utility Company in full for any outstanding post-petition Utility Services before reducing the Utility Deposit.

8. The Utility Companies are prohibited from requiring additional adequate assurance of payment other than pursuant to the Adequate Assurance Procedures.

9. Unless and until a Utility Company serves an Adequate Assurance Request, it shall be: (i) deemed to have received adequate assurance of payment “satisfactory” to such Utility Company in compliance with section 366 of the Bankruptcy Code; and (ii) prohibited from discontinuing, altering, or refusing services to, or discriminating against, the Debtors on account of any unpaid prepetition charges.

10. The Debtors are authorized, in their sole discretion, to add or remove any Utility Company from the Utility Services List, and the Debtors shall add to or subtract from the Utility Deposit an amount equal to 50% of the Debtors’ estimated monthly cost of utility service for each subsequently-added or removed Utility Company as soon as practicable. For Utility

Companies that are added to the Utility Services List, the Debtors will serve a copy of this Final Order, including the Adequate Assurance Procedures, on such subsequently-added Utility Company and augment the Utility Deposit with an amount equal to 50% of the Debtors' estimated monthly cost for such added Utility Company within 20 days of its addition. Any Utility Company subsequently added to the Utility Services List shall be bound by the Adequate Assurance Procedures, provided that any subsequently-added Utility Company may serve, on the Notice Parties, any Adequate Assurance Request.

11. The relief granted herein is for all Utility Companies providing Utility Services to the Debtors and is not limited to those parties or entities listed on the Utility Services List; provided however, that this Final Order shall be binding on any Utility Companies listed on any amended Utility Services List filed with this Court as of the date of service of the notice to the affected Utility Company on the amended Utility Services List.

12. Nothing contained in the Motion, the Interim Order, or this Final Order, nor the Debtors' service of the Motion upon the Utility Services List, shall constitute an admission or concession that each such entity is a "utility" within the meaning of section 366 of the Bankruptcy Code, and the Debtors' rights and defenses with respect thereto are fully reserved.

13. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in the Motion or this Final Order or any payment made pursuant to this Final Order shall constitute, nor is it intended to constitute, an admission as to the validity or priority of any claim or lien against the Debtors, a waiver of the Debtors' rights to subsequently dispute such claim or lien, or the assumption or adoption of any agreement, contract, or lease under section 365 of the Bankruptcy Code.

14. The Debtors are authorized to satisfy prepetition amounts owed to the Aggregators, in an amount not to exceed \$5,000.00, in the ordinary course of business.

15. Notwithstanding any provision in the Bankruptcy Rules to the contrary: (i) this Final Order shall be effective immediately and enforceable upon its entry; (ii) the Debtors are not subject to any stay in the implementation, enforcement, or realization of the relief granted in this Final Order; and (iii) the Debtors are authorized and empowered, and may in their discretion and without further delay, take any action necessary or appropriate to implement this Final Order.

16. This Court shall retain exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Final Order.

**Exhibit C**

**Utility Services List**

4-COUNTY ELECTRIC PWR ASSOC	ALABAMA POWER-BIRMINGHAM
ALCORN COUNTY ELECTRIC POWER	AMORY WATER & ELECTRIC DEPT
ANDALUSIA UTILITIES	ANNISTON WATER WORKS
ATMOS ENERGY	BOSSIER CITY UTILITIES DEPT
CDE - CLARKSVILLE DEPT OF ELEC	CENTERPOINT ENERGY
CITY OF BATESVILLE	CITY OF BOGALUSA
CITY OF BROOKHAVEN	CITY OF CARTHAGE
CITY OF COLUMBIA	CITY OF CORINTH GAS & WATER
CITY OF EULESS WATER OFFICE	CITY OF FORT OGLETHORPE
CITY OF GAUTIER	CITY OF GULFPORT
CITY OF HAMMOND LA	CITY OF HATTIESBURG
CITY OF LEWISBURG WATR & WSTWT	CITY OF LONG BEACH
CITY OF LUCEDALE	CITY OF MARSHALL
CITY OF MCCOMB	CITY OF MERIDIAN
CITY OF MONROE LA	CITY OF PETAL
CITY OF PICAYUNE	CITY OF RIDGELAND
CITY OF SEARCY	CITY OF SLIDELL LA
CITY OF THOMASVILLE	CITY OF TUPELO WATER & LIGHT
CITY OF TUSCALOOSA WATER & SWR	CITY OF WAVELAND
CITY OF WAYNESBORO	CITY OF WEST POINT WATER & LT
CITY OF WIGGINS	CITY OF ZACHARY
CLARKSVILLE GAS & WATER DEPT	CLECO POWER LLC
COAST EPA	COLUMBUS LIGHT & WATER DEPT
CONSOLIDATED WATERWORKS DIST 1	DEMOPOLIS WATER WORKS
DOTHAN UTILITIES	ECUA
ENTERGY ARKANSAS	ENTERGY GULF STATES LOUISIANA
ENTERGY LOUISIANA	ENTERGY MISSISSIPPI
FPL NORTHWEST FL	GREENWOOD UTILITIES
HOMEWOOD PROPERTY, LLC	HUNTSVILLE UTILITIES
LAFAYETTE UTILITIES SYSTEMS	LEWISBURG ELECTRIC SYSTEM
LEWISBURG GAS DEPT	LOUISVILLE ELECTRIC SYSTEM
MADISON UTILITIES	MIDDLE TENNESSEE ELECTRIC
MISSISSIPPI POWER	MOBILE AREA WATER & SEWER SYS
MURFREESBORO WATER & SEWER DEP	NASHVILLE ELECTRIC SERVICE
NORTH GEORGIA EMC	PEARL RIVER VALLEY ELEC POWER
PHILADELPHIA UTILITIES	PIEDMONT NATURAL GAS

RAWLS SPRINGS UTILITY DISTRICT	RIPLEY WATER & GAS SYSTEM
SEARCY WATER UTILITIES	SINGING RIVER ELECTRIC
SMYRNA UTILITIES	SOUTHEAST ALABAMA GAS DISTRICT
SOUTHERN PINE ELECTRIC	SOUTHWESTERN ELECTRIC POWER
SPIRE WILLMUT GAS	SPIRE/ALAGASCO
STARKVILLE UTILITIES	SUMMIT UTILITIES ARKANSAS INC
TALLAHATCHIE VALLEY	TERREBONNE PARISH CONS GOV
TIPPAH ELECTRIC POWER ASSOCIAT	TOWN OF AMITE
TOWN OF BLUE MOUNTAIN	TOWN OF FRANKLINTON
TXU ENERGY	WASHINGTON-ST TAMMANY
WATER AUTHORITY OF DICKSON	WATERWORKS AND SEWER BOARD
WEST ESCAMBIA UTILITIES INC	4-COUNTY ELECTRIC PWR ASSOC
ALABAMA POWER-BIRMINGHAM	ALCORN COUNTY ELECTRIC POWER
AMORY WATER & ELECTRIC DEPT	ANDALUSIA UTILITIES
ANNISTON WATER WORKS	ATMOS ENERGY
BOSSIER CITY UTILITIES DEPT	CDE - CLARKSVILLE DEPT OF ELEC
CENTERPOINT ENERGY	CITY OF BATESVILLE
CITY OF BOGALUSA	CITY OF BROOKHAVEN
CITY OF CARTHAGE	CITY OF COLUMBIA
CITY OF CORINTH GAS & WATER	CITY OF EULESS WATER OFFICE
CITY OF FORT OGLETHORPE	CITY OF GAUTIER
CITY OF GULFPORT	CITY OF HAMMOND LA
CITY OF HATTIESBURG	CITY OF LEWISBURG WATR & WSTWT
CITY OF LONG BEACH	CITY OF LUCEDALE
CITY OF MARSHALL	CITY OF MCCOMB
CITY OF MERIDIAN	CITY OF MONROE LA
CITY OF PETAL	CITY OF PICAYUNE
CITY OF RIDGELAND	CITY OF SEARCY
CITY OF SLIDELL LA	CITY OF THOMASVILLE
CITY OF TUPELO WATER & LIGHT	CITY OF TUSCALOOSA WATER & SWR
CITY OF WAVELAND	CITY OF WAYNESBORO
CITY OF WEST POINT WATER & LT	CITY OF WIGGINS
CITY OF ZACHARY	CLARKSVILLE GAS & WATER DEPT
CLECO POWER LLC	COAST EPA
COLUMBUS LIGHT & WATER DEPT	CONSOLIDATED WATERWORKS DIST 1
DEMOPOLIS WATER WORKS	DOTHAN UTILITIES
ECUA	ENTERGY ARKANSAS

ENTERGY GULF STATES LOUISIANA	ENTERGY LOUISIANA
ENTERGY MISSISSIPPI	FPL NORTHWEST FL
GREENWOOD UTILITIES	HOMWOOD PROPERTY, LLC
HUNTSVILLE UTILITIES	LAFAYETTE UTILITIES SYSTEMS
LEWISBURG ELECTRIC SYSTEM	LEWISBURG GAS DEPT
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RIPLEY WATER & GAS SYSTEM	SEARCY WATER UTILITIES
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SOUTHEAST ALABAMA GAS DISTRICT	SOUTHERN PINE ELECTRIC
SOUTHWESTERN ELECTRIC POWER	SPIRE WILLMUT GAS
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