

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

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In re:)	Chapter 11
)	
GLOBAL CLEAN ENERGY HOLDINGS, INC.,)	Case No. 25-90113 (ARP)
)	
Debtor.)	
)	
Tax I.D. No. 87-0407858)	
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In re:)	Chapter 11
)	
AGRIBODY TECHNOLOGIES, INC.,)	Case No. 25-90114 (ARP)
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Debtor.)	
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Tax I.D. No. 47-5099274)	
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In re:)	Chapter 11
)	
BAKERSFIELD RENEWABLE FUELS, LLC,)	Case No. 25-90115 (ARP)
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Debtor.)	
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Tax I.D. No. 85-0967538)	
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In re:)	Chapter 11
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BKRF HCB, LLC,)	Case No. 25-90116 (ARP)
)	
Debtor.)	
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Tax I.D. No. 85-0516649)	
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In re:)	Chapter 11
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BKRF HCP, LLC,)	Case No. 25-90117 (ARP)
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Debtor.)	
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Tax I.D. No. 85-0551711)	
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In re:)	Chapter 11
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BKRF OCB, LLC,)	Case No. 25-90118 (ARP)
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Debtor.)	
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Tax I.D. No. 85-0520334)	
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In re:)	Chapter 11
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BKRF OCP, LLC,)	Case No. 25-90119 (ARP)
)	
Debtor.)	
)	
Tax I.D. No. 85-0561339)	
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In re:)	Chapter 11
)	
GCE HOLDINGS ACQUISITIONS, LLC,)	Case No. 25-90120 (ARP)
)	
Debtor.)	
)	
Tax I.D. No. 26-0478995)	
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In re:)	Chapter 11
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GCE INTERNATIONAL DEVELOPMENT, LLC,)	Case No. 25-90121 (ARP)
)	
Debtor.)	
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Tax I.D. No. 92-1343743)	
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In re:)	Chapter 11
)	
GCE OPERATING COMPANY, LLC,)	Case No. 25-90122 (ARP)
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Debtor.)	
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Tax I.D. No. 84-4310268)	
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In re:)	Chapter 11
)	
GCEH CS ACQUISITION, LLC,)	Case No. 25-90123 (ARP)
)	
Debtor.)	
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Tax I.D. No. 88-2126197)	
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In re:)	Chapter 11
)	
GCEH VENTURES, LLC,)	Case No. 25-90124 (ARP)
)	
Debtor.)	
)	
Tax I.D. No. 88-2108387)	
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In re:)	Chapter 11
)	
GLOBAL CLEAN ENERGY TEXAS, LLC,)	Case No. 25-90112 (ARP)
)	
Debtor.)	
)	
Tax I.D. No. 80-5759684)	
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In re:)
) Chapter 11
ROSEDALE FINANCECO LLC,)
) Case No. 25-90125 (ARP)
) Debtor.)
) Tax I.D. No. 87-4017519)

In re:)
) Chapter 11
SUSTAINABLE OILS, INC.,)
) Case No. 25-90126 (ARP)
) Debtor.)
) Tax I.D. No. 46-4461529)

**DEBTORS’ EMERGENCY MOTION FOR ENTRY
OF AN ORDER (I) DIRECTING JOINT ADMINISTRATION
OF THE DEBTORS’ CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

Emergency relief has been requested. Relief is requested not later than 11:00 a.m. (prevailing Central Time) on April 16, 2025.

If you object to the relief requested or you believe that emergency consideration is not warranted, you must appear at the hearing if one is set, or file a written response prior to the date that relief is requested in the preceding paragraph. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

A hearing will be conducted on this matter on April 16, 2025, at 11:00 a.m. (prevailing Central Time) in Courtroom 400, 4th floor, 515 Rusk Street, Houston, Texas 77002.

Participation at the hearing will only be permitted by an audio and video connection.

Audio communication will be by use of the Court’s dial-in facility. You may access the facility at (832) 917-1510. Once connected, you will be asked to enter the conference room number. Judge Perez’s conference room number is 282694. Video communication will be by use of the GoToMeeting platform. Connect via the free GoToMeeting application or click the link on Judge Perez’s home page. The meeting code is “JudgePerez”. Click the settings icon in the upper right corner and enter your name under the personal information setting.

Hearing appearances must be made electronically in advance of both electronic and in-person hearings. To make your appearance, click the “Electronic Appearance” link on Judge Perez’s homepage. Select the case name, complete the required fields, and click “Submit” to complete your appearance.

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) state the following in support of this motion (this “Motion”):¹

Relief Requested

1. The Debtors seek entry of an order, substantially in the form attached hereto (the “Order”): (a) directing procedural consolidation and joint administration of these chapter 11 cases; and (b) granting related relief. Specifically, the Debtors request that the United States Bankruptcy Court for the Southern District of Texas (the “Court”) maintain one file and one docket for all of the jointly-administered cases under the case of Global Clean Energy Holdings, Inc., Case No. 25-90113 (ARP), and that the cases be administered under a consolidated caption as follows:

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

In re:)	
)	Chapter 11
)	
GLOBAL CLEAN ENERGY)	Case No. 25-90113 (ARP)
HOLDINGS, INC., <i>et al.</i> , ¹)	
)	
Debtors.)	(Jointly Administered)
)	

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 <https://dm.epiq11.com/GCEHoldings>. The location of Debtor Global Clean Energy Holdings, Inc.’s principal place of business and the Debtors’ service address in these chapter 11 cases is: 6451 Rosedale Highway, Bakersfield, California 93308.

¹ A detailed description of the Debtors and their businesses, including the facts and circumstances giving rise to the Debtors’ chapter 11 cases, is set forth in the *Declaration of Noah Verleun, Chief Executive Officer of Global Clean Energy Holdings, Inc., in Support of the Debtors’ Chapter 11 Petitions* (the “Verleun First Day Declaration”) and the *Declaration of John Walsh, Managing Director of Alvarez & Marsal North America, LLC, in Support of the Debtors’ First Day Motions* (the “Walsh First Day Declaration”) and together with the Verleun First Day Declaration the “First Day Declarations”), filed contemporaneously herewith and incorporated by reference herein. Capitalized terms used but not otherwise defined in this Motion shall have the meanings ascribed to them in the First Day Declarations.

2. The Debtors further request that the Court order that the foregoing caption satisfies the requirements set forth in section 342(c)(1) of title 11 of the United States Code (the “Bankruptcy Code”).

3. The Debtors also request that a docket entry, substantially similar to the following, be entered on the docket of each of the Debtors, other than Global Clean Energy Holdings, Inc., to reflect the joint administration of these chapter 11 cases:

An order has been entered in accordance with rule 1015(b) of the Federal Rules of Bankruptcy Procedure and rule 1015-1 of the Bankruptcy Local Rules for the Southern District of Texas directing joint administration of the chapter 11 cases of: Global Clean Energy Holdings, Inc., Case No. 25-90113 (ARP); Agribody Technologies, Inc., Case No. 25-90114 (ARP); Bakersfield Renewable Fuels, LLC, Case No. 25-90115 (ARP); BKRF HCB, LLC, Case No. 25-90116 (ARP); BKRF HCP, LLC, Case No. 25-90117 (ARP); BKRF OCB, LLC, Case No. 25-90118 (ARP); BKRF OCP, LLC, Case No. 25-90119 (ARP); GCE Holdings Acquisitions, LLC, Case No. 25-90120 (ARP); GCE International Development, LLC, Case No. 25-90121 (ARP); GCE Operating Company, LLC, Case No. 25-90122 (ARP); GCEH CS Acquisition, LLC, Case No. 25-90123 (ARP); GCEH Ventures, LLC, Case No. 25-90124 (ARP); Global Clean Energy Texas, LLC, Case No. 25-90112 (ARP); Rosedale FinanceCo LLC, Case No. 25-90125 (ARP); and Sustainable Oils, Inc., Case No. 25-90126 (ARP). **All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 25-90113 (ARP).**

Jurisdiction and Venue

4. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Order of Reference to Bankruptcy Judges* from the United States District Court for the Southern District of Texas, entered May 24, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b). The Debtors confirm their consent to the Court’s entry of a final order 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.

5. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

6. The bases for the relief requested herein are sections 105(a) and 342(c) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), rules 1015-1 and 9013-1(i) of the Bankruptcy Local Rules for the Southern District of Texas (the “Bankruptcy Local Rules”), and the *Procedures for Complex Cases in the Southern District of Texas* (the “Complex Case Procedures”).

Background

7. Global Clean Energy Holdings, Inc. (together with its Debtor and non-Debtor subsidiaries, “Global Clean” or the “Company”) is a vertically integrated company focused on producing ultra-low carbon renewable fuels from its patented varieties of *Camelina sativa* (“Camelina”), a nonfood feedstock. This unique “farm-to-fuel” business model allows Global Clean to achieve greater efficiencies throughout the value chain, lower the carbon intensity of its finished product, and provide a solution to the “food versus fuel” dilemma through its focus on a feedstock that does not compete with food. Global Clean currently owns the world’s largest portfolio of patented Camelina genetics and has established operations across the globe to plant, process, transport, and refine their Camelina into biomass feedstock, biofuel oil, and renewable fuel, including at its state-of-the-art renewable fuels facility in Bakersfield, California (the “Bakersfield Facility”). Global Clean employs or retains over 150 people and, in 2024, managed contracts with hundreds of growers around the world that planted more than 124,000 acres of Camelina in support of its worldwide operations.

8. On April 16, 2025 (the “Petition Date”), each Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. A detailed description of the Debtors, their businesses, and the facts and circumstances supporting the Debtors’ chapter 11 cases is set forth

in greater detail in the First Day Declarations, filed contemporaneously herewith and incorporated by reference herein.

9. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases, and no official committees have been appointed or designated.

Basis for Relief

10. Bankruptcy Rule 1015(b) provides, in pertinent part, that “[t]he court may order joint administration of the estates in . . . two or more cases pending in the court if they are brought by or against . . . a debtor and an affiliate.” Fed. R. Bankr. P. 1015. The Debtor entities that commenced these chapter 11 cases are “affiliates,” as that term is defined in section 101(2) of the Bankruptcy Code, of Debtor Global Clean Energy Texas, LLC (“GCE Texas”). GCE Texas, the first entity to file a petition in these chapter 11 cases, was incorporated in Texas in 2024 and has maintained a registered office in Texas since its formation. The Bankruptcy Code and Bankruptcy Rules authorize the Court to grant the relief requested herein. Bankruptcy Local Rule 1015-1 provides additional authority for the Court to order joint administration of these chapter 11 cases. *See* BLR 1015-1 (stating the procedure for filing motions and proposed orders for joint administration). The Debtors have filed this Motion in compliance with the Bankruptcy Local Rules.

11. Joint administration of these chapter 11 cases for procedural purposes only is appropriate in the Debtors’ cases. Given the integrated nature of the Debtors’ operations, joint administration will provide significant administrative convenience without harming the substantive rights of any party in interest. Many of the motions, hearings, and orders in these chapter 11 cases will affect each Debtor entity. The entry of an order directing joint

administration of these chapter 11 cases will reduce fees and costs by avoiding duplicative filings and objections. Joint administration will also allow the Office of the United States Trustee for the Southern District of Texas (the “U.S. Trustee”) and all parties in interest to monitor these chapter 11 cases with greater ease and efficiency.

12. Joint administration will not adversely affect the Debtors’ respective constituencies because this Motion seeks only administrative, not substantive, consolidation of the Debtors’ estates. Parties in interest will not be harmed by the relief requested, but instead will benefit from the cost reductions associated with the joint administration of these chapter 11 cases. The joint administration of these chapter 11 cases is in the best interests of the Debtors’ estates, their creditors, and all other parties in interest.

13. Courts in this jurisdiction regularly grant relief similar to the relief requested in this Motion.

Emergency Consideration

14. Pursuant to Bankruptcy Local Rule 9013-1, the Debtors request emergency consideration of this Motion. This Motion requests relief from procedural rules and requirements that pertain to matters of immediate significance or which involve deadlines sooner than twenty-one (21) days following the Petition Date. The relief will save costs and avoid undue administrative burden and confusion only if granted immediately. The Debtors therefore request that the Court approve the relief requested in this Motion on an emergency basis.

Notice

15. The Debtors will provide notice of this Motion to the following parties or their respective counsel: (a) the U.S. Trustee; (b) the holders of the 30 largest unsecured claims against the Debtors (on a consolidated basis); (c) the agents under the Debtors’ DIP Facilities and counsel thereto; (d) counsel to the RCF Lenders and Vitol; (e) counsel to the Prepetition

Term Loan Agent; (f) counsel to CTCI; (g) the United States Attorney's Office for the Southern District of Texas; (h) the Internal Revenue Service; (i) the Environmental Protection Agency; (j) the United States Securities and Exchange Commission; (k) the state attorneys general for states in which the Debtors conduct business; and (l) any party that has requested notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, no other or further notice need be given.

[Remainder of page intentionally left blank]

WHEREFORE, the Debtors request that the Court enter the Order granting the relief requested herein and such other relief as the Court deems appropriate under the circumstances.

Houston, Texas
Dated: April 16, 2025

/s/ Jason L. Boland

NORTON ROSE FULBRIGHT US LLP

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Email: peter.candel@kirkland.com

*Proposed Co-Counsel to the Debtors
and Debtors in Possession*

*Proposed Co-Counsel to the Debtors
and Debtors in Possession*

Certificate of Accuracy

In accordance with Bankruptcy Local Rule 9013-1(i), I hereby certify that the foregoing statements regarding the nature of the emergency are true and accurate to the best of my knowledge.

/s/ Jason L. Boland

Jason L. Boland

Certificate of Service

I certify that on April 16, 2025, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas. Additionally, the foregoing document will be served as set forth in a forthcoming affidavit filed by the Debtors' proposed claims agent.

/s/ Jason L. Boland

Jason L. Boland

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

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In re:)	Chapter 11
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GLOBAL CLEAN ENERGY HOLDINGS, INC.,)	Case No. 25-90113 (ARP)
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Debtor.)	
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Tax I.D. No. 87-0407858)	
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In re:)	Chapter 11
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AGRIBODY TECHNOLOGIES, INC.,)	Case No. 25-90114 (ARP)
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Tax I.D. No. 47-5099274)	
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In re:)	Chapter 11
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BAKERSFIELD RENEWABLE FUELS, LLC,)	Case No. 25-90115 (ARP)
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Tax I.D. No. 85-0967538)	
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BKRF HCB, LLC,)	Case No. 25-90116 (ARP)
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Debtor.)	
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Tax I.D. No. 85-0516649)	
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In re:)	Chapter 11
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BKRF HCP, LLC,)	Case No. 25-90117 (ARP)
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Tax I.D. No. 85-0551711)	
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In re:)	Chapter 11
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BKRF OCB, LLC,)	Case No. 25-90118 (ARP)
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Debtor.)	
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Tax I.D. No. 85-0520334)	
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In re:)	Chapter 11
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BKRF OCP, LLC,)	Case No. 25-90119 (ARP)
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Debtor.)	
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Tax I.D. No. 85-0561339)	
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In re:)	Chapter 11
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GCE HOLDINGS ACQUISITIONS, LLC,)	Case No. 25-90120 (ARP)
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Tax I.D. No. 26-0478995)	
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In re:)	Chapter 11
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GCE INTERNATIONAL DEVELOPMENT, LLC,)	Case No. 25-90121 (ARP)
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Tax I.D. No. 88-2108387)	
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In re:)	Chapter 11
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GLOBAL CLEAN ENERGY TEXAS, LLC,)	Case No. 25-90112 (ARP)
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Debtor.)	
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Tax I.D. No. 80-5759684)	
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In re:)	
)	Chapter 11
ROSEDALE FINANCECO LLC,)	
Debtor.)	Case No. 25-90125 (ARP)
)	
Tax I.D. No. 87-4017519)	
In re:)	
)	Chapter 11
SUSTAINABLE OILS, INC.,)	
Debtor.)	Case No. 25-90126 (ARP)
)	
Tax I.D. No. 46-4461529)	

**ORDER (I) DIRECTING JOINT ADMINISTRATION
OF THE DEBTORS’ CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

Upon the emergency motion (the “Motion”)¹ of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”): (a) directing the joint administration of the Debtors’ chapter 11 cases for procedural purposes only; and (b) 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. §§ 157 and 1334 and the *Order of Reference to Bankruptcy Judges* from the United States District Court for the Southern District of Texas, entered May 24, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that it may enter a final 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 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

¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion; and this Court having determined that the legal and factual bases set forth 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 above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by this Court under the case of Global Clean Energy Holdings, Inc., Case No. 25-90113 (ARP). All of the jointly administered cases are assigned to Judge Alfredo R. Perez.

2. Additionally, the following checked items are ordered:

- a. One disclosure statement and plan of reorganization may be filed for all of the cases by any plan proponent.
- b. Parties may request joint hearings on matters pending in any of the jointly administered cases.
- c. Other: See below.

3. The caption of the jointly administered cases will read as follows:

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

In re:)	
)	Chapter 11
GLOBAL CLEAN ENERGY)	
HOLDINGS, INC., <i>et al.</i> , ¹)	Case No. 25-90113 (ARP)
)	
Debtors.)	(Jointly Administered)
)	

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 <https://dm.epiq11.com/GCEHoldings>. The location of Debtor Global Clean Energy Holdings, Inc.'s principal place of business and the Debtors' service address in these chapter 11 cases is: 6451 Rosedale Highway, Bakersfield, California 93308.

4. The foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

5. A docket entry, substantially similar to the following, shall be entered on the dockets of each of the Debtors, other than Global Clean Energy Holdings, Inc., to reflect the joint administration of these chapter 11 cases:

An order has been entered in accordance with rule 1015(b) of the Federal Rules of Bankruptcy Procedure and rule 1015-1 of the Bankruptcy Local Rules for the Southern District of Texas directing joint administration of the chapter 11 cases of: Global Clean Energy Holdings, Inc., Case No. 25-90113 (ARP); Agribody Technologies, Inc., Case No. 25-90114 (ARP); Bakersfield Renewable Fuels, LLC, Case No. 25-90115 (ARP); BKRF HCB, LLC, Case No. 25-90116 (ARP); BKRF HCP, LLC, Case No. 25-90117 (ARP); BKRF OCB, LLC, Case No. 25-90118 (ARP); BKRF OCP, LLC, Case No. 25-90119 (ARP); GCE Holdings Acquisitions, LLC, Case No. 25-90120 (ARP); GCE International Development, LLC, Case No. 25-90121 (ARP); GCE Operating Company, LLC, Case No. 25-90122 (ARP); GCEH CS Acquisition, LLC, Case No. 25-90123 (ARP); GCEH Ventures, LLC, Case No. 25-90124 (ARP); Global Clean Energy Texas, LLC, Case No. 25-90112 (ARP); Rosedale FinanceCo LLC, Case No. 25-90125 (ARP); and Sustainable Oils, Inc., Case No. 25-90126 (ARP). **All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 25-90113 (ARP).**

6. The Debtors shall maintain, and the Clerk of the Court shall keep, one consolidated docket, one file, and one consolidated service list for these chapter 11 cases.

7. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of these chapter 11 cases, and this Order shall be without prejudice to the rights of the Debtors to seek entry of an order substantively consolidating their respective cases.

8. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion, and the requirements of the Bankruptcy Rules, the Bankruptcy Local Rules, and the Complex Case Procedures are satisfied by such notice.

9. Notwithstanding any Bankruptcy Rule to the contrary, the terms and conditions of this Order are immediately effective and enforceable upon its entry.

10. The Debtors and the Clerk of the Court are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

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