

ENTERED

May 09, 2022

Nathan Ochsner, Clerk

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
CYPRESS ENVIRONMENTAL PARTNERS, L.P., <i>et al.</i> ¹)	Case No. 22-90039 (MI)
)	
Debtors.)	(Jointly Administered)
)	Re: Docket No. 8

**ORDER (I) AUTHORIZING THE DEBTORS (A) TO PAY
PREPETITION WAGES, SALARIES, OTHER COMPENSATION,
AND REIMBURSABLE EXPENSES AND (B) TO CONTINUE EMPLOYEE
BENEFITS PROGRAMS AND (II) 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") authorizing (i) authorizing the Debtors to (a) pay prepetition wages, salaries, compensation, reimbursable expenses, incentives, and certain severance obligations to Employees and (b) continue providing Employees with Benefits pursuant to the Employee Benefits Programs in the ordinary course of business, including payment of certain prepetition obligations related thereto and (ii) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; 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

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Cypress Environmental Partners, L.P. (1523); Cypress Municipal Water Services, LLC (5974); Cypress Environmental Partners, LLC (7385); Cypress Brown Integrity, LLC (3455); Cypress Energy Partners - 1804 SWD, LLC (9110); Cypress Energy Partners - Bakken, LLC (9092); Cypress Energy Partners - Grassy Butte SWD, LLC (9047); Cypress Energy Partners - Green River SWD, LLC (1534); Cypress Energy Partners - Manning SWD, LLC (4247); Cypress Energy Partners - Mork SWD, LLC (0761); Cypress Energy Partners - Mountrail SWD, LLC (4977); Cypress Energy Partners - Tioga SWD, LLC (3230); Cypress Energy Partners - Williams SWD, LLC (3840); Cypress Environmental - PUC, LLC (8637); Cypress Environmental Management - TIR, LLC (5803); Cypress Environmental Management, LLC (4753); Cypress Environmental Services, LLC (7770); Tulsa Inspection Resources - PUC, LLC (2514); and Tulsa Inspection Resources, LLC (4632). The Debtors’ service address for the purposes of these chapter 11 cases is 5727 South Lewis Avenue, Suite 300, Tulsa, Oklahoma 74105.

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



proceeding pursuant to 28 U.S.C. § 157(b)(2); 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 due, sufficient, and proper notice of the Motion having been provided under the circumstances and in accordance with the Bankruptcy Rules and the Bankruptcy Local Rules, and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the “Hearing”); and upon consideration of the First Day Declaration and the record of the Hearing and all of the proceedings had before the Court; and this Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, their creditors, their stakeholders, and all other parties in interest, and that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, IT IS HEREBY ORDERED THAT:

1. The Debtors are authorized to pay, honor, and/or reimburse all prepetition and postpetition obligations on account of the Compensation and Benefits as set forth in the Motion; *provided* that the Debtors shall not make any payments to any Employee that exceeds the priority cap amounts set forth in sections 507(a)(4) and 507(a)(5) of the Bankruptcy Code.

2. The Debtors are authorized to continue, administer, modify, change, and/or discontinue the Compensation and Benefits and to implement new programs, policies, and benefits, in the ordinary course of business during these Chapter 11 Cases and without need for further Court approval, subject to applicable law; *provided* that the Debtors shall provide five business days’ advance notice to the U.S. Trustee and any statutory committee appointed in these

Chapter 11 Cases prior to making any material modifications or changes to the Compensation and Benefits (including Board Fees).

3. The Debtors are authorized to forward or pay any unpaid amounts on account of the Withholding Obligations, Employer Payroll Taxes, and Administration Fees to the appropriate third-party recipients or Taxing Authorities in accordance with the Debtors' prepetition policies and practices.

4. The Debtors are authorized to reimburse the Employees for all Reimbursable Expenses and to make direct payments to third parties on account of amounts owed in connection with the Reimbursable Expenses.

5. The Debtors shall maintain a matrix/schedule of amounts paid to the Employees related to the Compensation and Benefits, made pursuant to this Order, including the following information: (a) the category or type of payment, as further described and classified in the Motion; (b) the date and amount of the payment; and (c) the Debtor or Debtors that made the payment. The Debtors shall provide a copy of such matrix/schedule to the U.S. Trustee and any statutory committee appointed in these chapter 11 cases every 30 days beginning July 7, 2022, unless these cases are confirmed prior to that time.

6. The Debtors shall not make any bonus, incentive, retention, or severance payments to any Insiders (as such term is defined in section 101(31) of the Bankruptcy Code) without further order of this Court.

7. Pursuant to section 362(d) of the Bankruptcy Code, Employees are authorized to proceed with their claims under the Workers' Compensation Program in the appropriate judicial or administrative forum and the Debtors are authorized to continue the Workers' Compensation Program and pay all prepetition amounts relating thereto in the ordinary course of business. This

modification of the automatic stay pertains solely to claims under the Workers' Compensation Program. Notwithstanding the foregoing, no claim that seeks amounts not fully covered by third party insurance are authorized to proceed to trial or other adjudication, unless the stay is modified to so allow.

8. Nothing herein shall be deemed to authorize the payment of any amounts which violates or implicates section 503(c) of the Bankruptcy Code; *provided* that nothing herein shall prejudice the Debtors' ability to seek approval of relief pursuant to section 503(c) of the Bankruptcy Code at a later time.

9. Neither this Order, nor any payments made by the Debtors pursuant to the Motion or this Order, shall be deemed to change the classification of any claim or to in any way change the rights or create new rights of any Employees or any other person, including, without limitation, the creation of any right to payment entitled to administrative expense priority pursuant to sections 503 and 507 of the Bankruptcy Code.

10. The Debtors' banks and financial institutions shall be, and hereby are, authorized, when requested by the Debtors in their sole discretion, to process, honor, pay, and, if necessary, reissue any and all checks, including prepetition checks that the Debtors reissue postpetition, and electronic fund transfers drawn on the Debtors' bank accounts relating to the Employee Compensation and Benefits, whether such checks were presented or funds transfer requests were submitted prior to or subsequent to the Petition Date; *provided* that sufficient funds are available in the applicable accounts to make the payments.

11. 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 non-bankruptcy law; (b) a waiver of the Debtors' or any other party in interest's rights 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 waiver of any claims or causes of action which may exist against any creditor or interest holder; (f) a request to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (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; (h) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance of property of the Debtors' estates; or (i) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the relief requested in the 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.

12. The requirements set forth in Bankruptcy Local Rule 9013-1(b) are satisfied by the contents of the Motion.

13. The Court finds and determines that the requirements of Bankruptcy Rule 6003(b) are satisfied and that the relief is necessary to avoid immediate and irreparable harm.

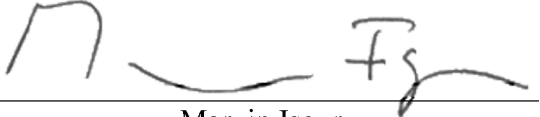
14. Notice of the Motion satisfies the requirements of Bankruptcy Rule 6004(a) and the Bankruptcy Local Rules are satisfied by such notice.

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

16. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

17. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the enforcement of this Order.

Signed: May 09, 2022



Marvin Isgur
United States Bankruptcy Judge

United States Bankruptcy Court
Southern District of TexasIn re:
Cypress Environmental Partners, L.P.
Cypress Municipal Water Services, LLC
DebtorsCase No. 22-90039-mi
Chapter 11**CERTIFICATE OF NOTICE**

District/off: 0541-4

User: ADIuser

Page 1 of 3

Date Rcvd: May 09, 2022

Form ID: pdf002

Total Noticed: 19

The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on May 11, 2022:

Recip ID	Recipient Name and Address
db	+ Cypress Brown Integrity, LLC, 5727 South Lewis Avenue, Suite 300, Tulsa, OK 74105-7144
db	+ Cypress Energy Partners - 1804 SWD, LLC, 5727 South Lewis Avenue, Suite 300, Tulsa, OK 74105-7144
db	+ Cypress Energy Partners - Bakken, LLC, 5727 South Lewis Avenue, Suite 300, Tulsa, OK 74105-7144
db	+ Cypress Energy Partners - Grassy Butte SWD, LLC, 5727 South Lewis Avenue, Suite 300, Tulsa, OK 74105-7144
db	+ Cypress Energy Partners - Green River SWD, LLC, 5727 South Lewis Avenue, Suite 300, Tulsa, OK 74105-7144
db	+ Cypress Energy Partners - Manning SWD, LLC, 5727 South Lewis Avenue, Suite 300, Tulsa, OK 74105-7144
db	+ Cypress Energy Partners - Mork SWD, LLC, 5727 South Lewis Avenue, Suite 300, Tulsa, OK 74105-7144
db	+ Cypress Energy Partners - Mountrail SWD, LLC, 5727 South Lewis Avenue, Suite 300, Tulsa, OK 74105-7144
db	+ Cypress Energy Partners - Tioga SWD, LLC, 5727 South Lewis Avenue, Suite 300, Tulsa, OK 74105-7144
db	+ Cypress Energy Partners - Williams SWD, LLC, 5727 South Lewis Avenue, Suite 300, Tulsa, OK 74105-7144
db	+ Cypress Environmental - PUC, LLC, 5727 South Lewis Avenue, Suite 300, Tulsa, OK 74105-7144
db	+ Cypress Environmental Management, LLC, 5727 South Lewis Avenue, Suite 300, Tulsa, OK 74105-7144
db	+ Cypress Environmental Partners, L.P., 5727 South Lewis Avenue, Suite 300, Tulsa, OK 74105-7144
db	+ Cypress Environmental Services, LLC, 5727 South Lewis Avenue, Suite 300, Tulsa, OK 74105-7144
db	+ Cypress Municipal Water Services, LLC, 5727 South Lewis Avenue, Suite 300, Tulsa, OK 74105-7144
db	+ Tulsa Inspection Resources - PUC, LLC, 5727 South Lewis Avenue, Suite 300, Tulsa, OK 74105-7144
db	+ Tulsa Inspection Resources, LLC, 5727 South Lewis Avenue, Suite 300, Tulsa, OK 74105-7144
cr	APE V Cypress, LLC, P.O. Box 21468, Tulsa, OK 74121-1468

TOTAL: 19

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI).

NONE

BYPASSED RECIPIENTS**The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.**

Recip ID	Bypass Reason	Name and Address
intp		Kurtzman Carson Consultants LLC

TOTAL: 1 Undeliverable, 0 Duplicate, 0 Out of date forwarding address

NOTICE CERTIFICATION**I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.****Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.**

District/off: 0541-4
Date Rcvd: May 09, 2022

User: ADIuser
Form ID: pdf002

Page 2 of 3
Total Noticed: 19

Date: May 11, 2022

Signature: /s/Gustava Winters

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on May 9, 2022 at the address(es) listed below:

Name	Email Address
Alicia Lenae Barcomb	on behalf of U.S. Trustee US Trustee alicia.barcomb@usdoj.gov
Evan Gershbein	on behalf of Interested Party Kurtzman Carson Consultants LLC ECFpleadings@kccllc.com ecfpleadings@kccllc.com
James Tillman Grogan, III	on behalf of Debtor Cypress Energy Partners - Mork SWD LLC jamesgrogan@paulhastings.com, phillipchang@paulhastings.com;cypress.ph@paulhastings.com
James Tillman Grogan, III	on behalf of Debtor Cypress Brown Integrity LLC jamesgrogan@paulhastings.com, phillipchang@paulhastings.com;cypress.ph@paulhastings.com
James Tillman Grogan, III	on behalf of Debtor Cypress Environmental Partners LLC jamesgrogan@paulhastings.com, phillipchang@paulhastings.com;cypress.ph@paulhastings.com
James Tillman Grogan, III	on behalf of Debtor Cypress Environmental Partners L.P. jamesgrogan@paulhastings.com, phillipchang@paulhastings.com;cypress.ph@paulhastings.com
James Tillman Grogan, III	on behalf of Debtor Cypress Energy Partners - Bakken LLC jamesgrogan@paulhastings.com, phillipchang@paulhastings.com;cypress.ph@paulhastings.com
James Tillman Grogan, III	on behalf of Debtor Cypress Energy Partners - Williams SWD LLC jamesgrogan@paulhastings.com, phillipchang@paulhastings.com;cypress.ph@paulhastings.com
James Tillman Grogan, III	on behalf of Debtor Tulsa Inspection Resources LLC jamesgrogan@paulhastings.com, phillipchang@paulhastings.com;cypress.ph@paulhastings.com
James Tillman Grogan, III	on behalf of Debtor Cypress Energy Partners - 1804 SWD LLC jamesgrogan@paulhastings.com, phillipchang@paulhastings.com;cypress.ph@paulhastings.com
James Tillman Grogan, III	on behalf of Debtor Cypress Environmental Services LLC jamesgrogan@paulhastings.com, phillipchang@paulhastings.com;cypress.ph@paulhastings.com
James Tillman Grogan, III	on behalf of Debtor Cypress Environmental Management LLC jamesgrogan@paulhastings.com, phillipchang@paulhastings.com;cypress.ph@paulhastings.com
James Tillman Grogan, III	on behalf of Debtor Tulsa Inspection Resources - PUC LLC jamesgrogan@paulhastings.com, phillipchang@paulhastings.com;cypress.ph@paulhastings.com
James Tillman Grogan, III	on behalf of Debtor Cypress Energy Partners - Grassy Butte SWD LLC jamesgrogan@paulhastings.com, phillipchang@paulhastings.com;cypress.ph@paulhastings.com
James Tillman Grogan, III	on behalf of Debtor Cypress Environmental - PUC LLC jamesgrogan@paulhastings.com, phillipchang@paulhastings.com;cypress.ph@paulhastings.com
James Tillman Grogan, III	on behalf of Debtor Cypress Municipal Water Services LLC jamesgrogan@paulhastings.com, phillipchang@paulhastings.com;cypress.ph@paulhastings.com
James Tillman Grogan, III	on behalf of Debtor Cypress Energy Partners - Green River SWD LLC jamesgrogan@paulhastings.com, phillipchang@paulhastings.com;cypress.ph@paulhastings.com
James Tillman Grogan, III	on behalf of Debtor Cypress Energy Partners - Manning SWD LLC jamesgrogan@paulhastings.com, phillipchang@paulhastings.com;cypress.ph@paulhastings.com
James Tillman Grogan, III	on behalf of Debtor Cypress Energy Partners - Mountrail SWD LLC jamesgrogan@paulhastings.com,

District/off: 0541-4

User: ADIuser

Page 3 of 3

Date Rcvd: May 09, 2022

Form ID: pdf002

Total Noticed: 19

phillipchang@paulhastings.com;cypress.ph@paulhastings.com

James Tillman Grogan, III

on behalf of Debtor Cypress Energy Partners - Tioga SWD LLC jamesgrogan@paulhastings.com,
phillipchang@paulhastings.com;cypress.ph@paulhastings.com

Samuel S. Ory

on behalf of Creditor APE V Cypress LLC sory@fdlaw.com

Stephen Douglas Statham

on behalf of U.S. Trustee US Trustee stephen.statham@usdoj.gov

TOTAL: 22