

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

In re:

SPEEDCAST INTERNATIONAL, LIMITED, *et al.*,

Debtors.¹

)
) Chapter 11
)
) Case No. 20-32243 (MI)
)
)
) (Jointly Administered)
)
)

**NOTICE OF EXAMINATION OF CENTERBRIDGE PARTNERS LP
PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 2004**

PLEASE TAKE NOTICE THAT, Black Diamond Capital Management, L.L.C. (“Black Diamond”), by and through its undersigned counsel, hereby requests that Centerbridge Partners LP produce documents in accordance with the definitions and instructions, and responsive to the requests, set forth in Schedule A hereto, for inspection and copying at the offices of Skadden, Arps, Slate, Meagher & Flom LLP, 1000 Louisiana Street, Suite 6800, Houston, Texas 77002, on or before October 12, 2020, at 4:00 p.m. CT, or such date and time as otherwise may be mutually agreed upon by the parties.

This examination is pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure and Local Rule 2004-1. The scope of the examination shall be as described in Bankruptcy Rule 2004. Pursuant to Local Rule 2004-1, no order shall be necessary.

¹ A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <http://www.kccllc.net/speedcast>. The Debtors’ service address for the purposes of these chapter 11 cases is 4400 S. Sam Houston Parkway East, Houston, Texas 77048.



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Dated: Houston, Texas
September 25, 2020

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

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Attorneys for Black Diamond Capital Management, L.L.C.

SCHEDULE A

DEFINITIONS

1. Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the *Emergency Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing Debtors to (A) Refinance their Postpetition Financing Obligations and (B) Use Cash Collateral, (II) Amending the Interim and Final Orders, and (III) Granting Related Relief* [Docket No. 688] (the “Refinancing DIP Motion”).

2. The words “and” and “or” shall be both conjunctive and disjunctive and shall be construed broadly to bring within the scope of this request any and all information that otherwise might be outside the scope of these Requests.

3. “Centerbridge” shall mean Centerbridge Partners, LP and its affiliates, managed funds, representatives, agents, advisors, and attorneys, including but not limited to those affiliates named as Commitment Parties under the Revised ECA.

4. “Committee” shall mean the Official Committee of Unsecured Creditors appointed in these Chapter 11 cases.

5. “Communication” shall have the broadest meaning allowable under the Federal Rules of Civil Procedure and Federal Rules of Bankruptcy Procedure and includes the transmission, sending, and/or receipt of information of any kind, or the attempt to elicit information of any kind, by and or through any means, including but not limited to speech, writing, language, electronic mail, instant messages, text messages, calendars, faxes, and all forms of electronic transmission. Requests for Communications also include a request for all documents concerning such Communications.

6. “Company” shall mean Speedcast International Limited and its debtor affiliates, officers, representatives, agents, advisors, and attorneys.

7. “Concerning” means “relating to.”

8. “Document” shall have the broadest meaning allowable under the Federal Rules of Civil Procedure and Federal Rules of Bankruptcy Procedure and includes items written by hand, printed, recorded, generated, or reproduced by any mechanical or electronic process, including but not limited to electronically stored information (“ESI”).

9. “Genesis Park” shall mean Genesis Park LLC and its affiliates, partners, representatives, agents, advisors, and attorneys.

10. “Including” means including without limitation.

11. “Other Unsecured Claims” shall have the meaning ascribed to it in the Speedcast International Limited Pro-Rata Restructuring Term Sheet attached as Exhibit A to the Revised ECA.

12. “Relating to” means concerning, constituting, describing, evidencing, consisting of, referring to, pertaining to, reflecting, or in any way logically or factually connected with the matter discussed, in whole or part, directly or indirectly.

13. “Revised ECA” shall mean the Amended and Restated Equity Commitment Agreement Among Speedcast International Limited and the Commitment Parties Hereto Dated as of September 17, 2020, including: (a) any amendments to or restatements of the Revised ECA; (b) all prior versions and drafts of the of the Revised ECA, including, but not limited to, the Equity Commitment Agreement Among Speedcast International Limited and the Commitment Parties Hereto Dated August 12, 2020, and (c) all schedules and exhibits to the Revised ECA.

14. “Trade Claim” shall have the meaning ascribed to it in the Revised ECA.

15. “Unsecured Trade Claims” shall have the meaning ascribed to it in the Speedcast International Limited Pro-Rata Restructuring Term Sheet attached as Exhibit A to the Revised ECA.

16. “You” and “Your” refers to Centerbridge.

17. The singular includes the plural, and vice versa.

INSTRUCTIONS

1. Documents are to be produced in full and complete form, along with any attachments, drafts, and non-identical copies, including copies that differ due to handwritten notes or other notes or markings.

2. Production of electronic documents shall be Bates numbered TIFF images with extracted data.

3. Each Request herein extends to all documents in the possession, custody or control of Centerbridge or anyone acting on the Centerbridge’s behalf.

4. Requests for Centerbridge communications shall include communications made by Centerbridge’s officers, directors, and principals in their capacity as such, whether such communications were made using Centerbridge issued email addresses or telephone numbers, or external accounts. For avoidance of doubt, Requests for Centerbridge communications includes any text messages and/or message sent via chat or instant messaging applications.

5. If any document called for by these Requests is withheld in whole or in part because you claim that it is privileged, constitutes attorney work product, or is otherwise exempt from discovery, set forth the grounds for withholding such document, its present location custodian, and additional information sufficient to identify the document and your reasons for

withholding, including, but not limited to: the type of document, its date, author(s), recipient(s), general subject matter, the type of privilege asserted or reason for withholding, and the basis for asserting privilege.

6. If you object to any Request, please state with specificity all grounds for the objection so that the parties may meet and confer.

7. Unless otherwise specifically stated herein, the period covered by these Requests is from July 1, 2020, to present.

8. These Requests are continuing. Promptly supplement Your responses when and if you become aware of additional responsive materials.

9. In accordance with Local Rule 2004-1(g), Black Diamond is willing to meet and confer regarding the scope of these Requests, including, but not limited to, the number and identity of relevant custodians, the use of search terms, the applicable time period, and any other reasonable limitation that would otherwise reduce the burden to Centerbridge in responding to the Requests.

DOCUMENT REQUESTS

REQUEST NO. 1):

All documents and communications concerning the Revised ECA.

REQUEST NO. 2):

All documents and communications concerning the Reorganization Plan contemplated by the Revised ECA.

REQUEST NO. 3):

All documents and communications concerning any management co-investment rights or management incentive plans for the Company.

REQUEST NO. 4):

All term sheets, draft agreements, or other proposals exchanged between or among the Company, Centerbridge, and/or Genesis Park concerning the Revised ECA or any other restructuring proposal or alternative.

REQUEST NO. 5):

All documents and communications, including communications between or among the You, the Company, and/or Genesis Park, concerning governance of any successor to the Company or acquisition entity concerning the Company.

REQUEST NO. 6):

All documents and communications concerning the management of the Company as an ongoing concern following the conclusion of these Chapter 11 cases, including, but not limited to, communications between or among You and Genesis Park.

REQUEST NO. 7):

All documents and communications concerning any restructuring proposals or alternatives for the Company, including but not limited to proposals relating to an acquisition of or investment in the Company.

REQUEST NO. 8):

All documents and communications concerning any Black Diamond restructuring proposal or term sheet.

REQUEST NO. 9):

All documents and communications concerning Black Diamond, including, but not limited to, communications between or among You, the Company, Genesis Park, and/or the Committee.

REQUEST NO. 10):

All communications between You and the Company concerning the actual or implied value of the Prepetition Collateral on, or at any time after, the Petition Date.

REQUEST NO. 11):

All communications between You and the Company concerning the actual or implied value of the Prepetition Lenders' secured claim.

REQUEST NO. 12):

All documents and communications relating to any treatment of or distribution to general unsecured creditors under any plan of reorganization for the Company, including, but not limited to, all communications between or among You and the Committee, and/or any members of the Committee, in its capacity as a Committee member or in its capacity as a holder of a Trade Claim.

REQUEST NO. 13):

All documents and communications concerning a potential marketing process and/or auction for the sale of the Company, including, but not limited to, documents and communications concerning proposed bidding procedures or plan sponsor selection procedures.

REQUEST NO. 14):

All documents and communications between or among You and Genesis Park concerning the Company.

REQUEST NO. 15):

All documents and communications concerning a potential or proposed section 363 sale process for the Company.

REQUEST NO. 16):

All communications between or among You and any member of the Company's Special Restructuring Committee.

REQUEST NO. 17):

All communications between or among You and Moelis & Company, LLC, concerning the Company.

REQUEST NO. 18):

All documents and communications concerning any private placement memorandum, investor presentation, or similar documents relating to Centerbridge Capital Partners III, L.P. and/or any funds that own debt or are Prepetition Lenders under the Prepetition Syndicated Facility Agreement.

REQUEST NO. 19):

All documents and communications concerning the proposed classification of any general unsecured claims (including, but not limited to, Trade Claims) under the Reorganization Plan contemplated by the Revised ECA, including, but not limited to, any documents or analyses

supporting or underlying the proposed classification of any particular general unsecured claim or categories of general unsecured claims as Unsecured Trade Claims or Other Unsecured Claims.

REQUEST NO. 20):

All communications between You and any holder of a Trade Claim (a “creditor”) concerning such creditor’s claim against the Debtors, including but not limited to cure claims and negotiated payments related thereto.

REQUEST NO. 21):

All communications concerning any of the subject matters set forth in Requests No. 19 and 20 between or among the You, the Debtors, the Committee, and/or any members of the Committee, in its capacity as a Committee member or in its capacity as a holder of a Trade Claim.

REQUEST NO. 22):

All text messages, chat history (from any chat applications) and/or emails from any of Centerbridge employees that are responsive to any of the foregoing Requests, regardless of whether such text messages, chat history, or emails are stored on Centerbridge-issued or external devices and accounts.

CERTIFICATE OF SERVICE

I hereby certify that I caused the foregoing document to be served by electronic transmission via the Court's ECF system to all parties registered to receive electronic notice in this case.

/s/ Wallis M. Hampton

Wallis M. Hampton