

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

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In re: : Chapter 11
: :
SUPERIOR ENERGY SERVICES, INC., *et al.*, : Case No. 20-35812 (DRJ)
: :
Reorganized Debtors.¹ : (Jointly Administered)
: :
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**REORGANIZED DEBTORS' MOTION FOR ENTRY OF FINAL DECREE
CLOSING THE CHAPTER 11 CASE OF SUPERIOR ENERGY SERVICES, INC.**

If you object to the relief requested, you must respond in writing. Unless otherwise directed by the Court, you must file your response electronically at <https://ecf.txsb.uscourts.gov/> within twenty-one days from the date this motion was filed. If you do not have electronic filing privileges, you must file a written objection that is actually received by the clerk within twenty-one days from the date this motion was filed. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

The above-captioned reorganized debtors (collectively, the “**Debtors**” or, after February 2, 2021, the “**Reorganized Debtors**”) respectfully state the following in support of this motion:

RELIEF REQUESTED

1. The Reorganized Debtors request entry of a final decree, substantially in the form attached hereto (the “**Final Decree**”), closing the chapter 11 case of Superior Energy Services, Inc. (the “**Remaining Debtor**”), *In re Superior Energy Services, Inc.*, Case No. 20-35812

¹ The Reorganized Debtors in these cases, along with the last four digits of each Reorganized Debtor’s federal tax identification number, are: Superior Energy Services, Inc. (9388), SESI, L.L.C. (4124), Superior Energy Services-North America Services, Inc. (5131), Complete Energy Services, Inc. (9295), Warrior Energy Services Corporation (9424), SPN Well Services, Inc. (2682), Pumpco Energy Services, Inc. (7310), 1105 Peters Road, L.L.C. (4198), Connection Technology, L.L.C. (4128), CSI Technologies, LLC (6936), H.B. Rentals, L.C. (7291), International Snubbing Services, L.L.C. (4134), Stabil Drill Specialties, L.L.C. (4138), Superior Energy Services, L.L.C. (4196), Superior Inspection Services, L.L.C. (4991), Wild Well Control, Inc. (3477), and Workstrings International, L.L.C. (0390). The Reorganized Debtors’ address is 1001 Louisiana Street, Suite 2900, Houston, Texas 77002.

(the “**Remaining Case**”) and addressing the disposition of funds remaining in the Parent GUC Recovery Cash Pool (defined below) that cannot be distributed under the terms of the Plan (defined below). The Remaining Case is the last remaining open case of these Chapter 11 Cases (defined below).

JURISDICTION AND VENUE

2. The United States Bankruptcy Court for the Southern District of Texas (the “**Court**”) has jurisdiction to consider this Motion under 28 U.S.C. § 1334. This is a core proceeding under 28 U.S.C. § 157, and this Court may enter a final order consistent with Article III of the United States Constitution. Venue is proper under 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein are sections 105(a) and 350(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 3022 of the Federal Rules of Bankruptcy Procedures (the “**Bankruptcy Rules**”).

BACKGROUND

4. On December 7, 2020 (the “**Petition Date**”), the Debtors filed voluntary petitions in this Court commencing cases for relief under chapter 11 of the Bankruptcy Code (the “**Chapter 11 Cases**”). The factual background regarding the Debtors, including their business operations, their capital and debt structures, and the events leading to the filing of the Chapter 11 Cases, is set forth in detail in the *Declaration of Westervelt T. Ballard, Chief Financial Officer of the Debtors, in Support of Chapter 11 Petitions and First Day Pleadings* (the “**First Day Declaration**”) [Docket No. 8], filed on the Petition Date. On the Petition Date, the Court entered the *Order Directing Joint Administration of Related Chapter 11 Cases* [Docket No. 21].

5. On January 15, 2021, the Debtors filed the *First Amended Joint Prepackaged Plan of Reorganization for Superior Energy Services, Inc. and its Affiliate Debtors under Chapter 11 of the Bankruptcy Code* [Docket No. 263] (as may be amended, modified, or supplemented,

the “**Plan**”). On January 19, 2021, the Court entered the *Order Approving the Disclosure Statement and Confirming the First Amended Joint Prepackaged Plan of Reorganization for Superior Energy Services, Inc. and its Affiliate Debtors under Chapter 11 of the Bankruptcy Code* [Docket No. 289] (the “**Confirmation Order**”).

6. On February 2, 2021, the Plan was substantially consummated, and the Effective Date (as defined in the Plan) occurred.² The Confirmation Order is final, non-appealable, and not subject to any pending appeal.

7. On March 30, 2021, the Court entered the *Final Decree Closing Certain of the Chapter 11 Cases* [Docket No. 393], closing all of the Chapter 11 Cases other than the Remaining Case.

8. Following the Effective Date, retained professionals filed final fee applications, and the Court entered orders approving each of the final fee applications [Docket Nos. 395, 396, 397, 406, 413, 414].

9. The Reorganized Debtors have reviewed, reconciled, and/or objected to or otherwise resolved all pending claims, including the scheduled claims and filed proofs of claim, (collectively, the “**Claims Administration**”). On or about December 22, 2021, the final distributions were made to all holders of allowed claims against the Remaining Debtor under the Plan. No additional distributions remain to be made under the Plan.

10. Under the terms of the Plan, all Holders of Allowed Claims in Class 6 (General Unsecured Claims Against Parent) received their pro rata share of the Parent GUC Recovery Cash Pool. The Plan provides for a minimum distribution amount of \$100. If any final distributions are

² See *Notice of Effective Date and Entry of Order Approving the Disclosure Statement and Confirming the First Amended Joint Prepackaged Plan of Reorganization for Superior Energy Services, Inc. and its Affiliate Debtors under Chapter 11 of the Bankruptcy Code* [Docket No. 317].

returned to the Reorganized Debtors, it is possible that there will not be distributable funds in an amount necessary to meet the minimum distribution requirements for additional distributions to the Holders of Allowed Class 6 Claims. As a result, the Reorganized Debtors' respectfully request that the Final Decree provide that, in the event funds remain in the Parent GUC Recovery Cash Pool after the final distribution that cannot be re-distributed under the terms of the Plan, such funds shall become property of the Reorganized Debtors.

11. In sum, there are no pending matters before the Court, and all motions, contested matters, and adversary proceedings have been finally resolved. Accordingly, closing the Remaining Case is appropriate.

BASIS FOR RELIEF

12. Section 350(a) of the Bankruptcy Code provides that “[a]fter an estate is fully administered and the court has discharged the trustee, the court shall close the case.” Bankruptcy Rule 3022, which implements section 350 of the Bankruptcy Code, further provides that “[a]fter an estate is fully administered in a chapter 11 reorganization case, the court, on its own motion or on motion of a party in interest, shall enter a final decree closing the case.” Fed. R. Bankr. P. 3022.

13. The term “fully administered” is not defined in the Bankruptcy Code, the Bankruptcy Rules, or the Bankruptcy Local Rules. *In re JCP Props. Ltd.*, 540 B.R. 596, 605 (Bankr. S.D. Tex. 2015) (citing *In re SLI, Inc.*, No. 02-12608, 2005 WL 1668396, at *1 (Bankr. D. Del. June 24, 2005)). The Advisory Committee Note to Bankruptcy Rule 3022 (the “**Advisory Committee Note**”), however, sets forth the following non-exclusive factors to be considered in determining whether a case has been fully administered:

- a. whether the order confirming the plan has become final;
- b. whether deposits required by the plan have been distributed;

- c. whether the property proposed by the plan to be transferred has been transferred;
- d. whether the debtor or the successor of the debtor under the plan has assumed the business or the management of the property dealt with by the plan;
- e. whether payouts under the plan have commenced; and
- f. whether all motions, contested matters, and adversary proceedings have been finally resolved.

Fed. R. Bankr. P. 3022, Advisory Committee Note (1991). Courts look “to the advisory committee’s notes on Bankruptcy Rule 3022 in seeking guidance as to the meaning of ‘fully administered.’” *See, e.g., JCP Props.*, 540 B.R. at 605 (observing that factors (c)-(e) correspond “to whether substantial consummation” of the chapter 11 plan has been achieved); *In re Valence Tech., Inc.*, No. 12-11580-CAG, 2014 WL 5320632, at *1 (Bankr. W.D. Tex. Oct. 17, 2014); *SLI, Inc.*, 2005 WL 1668396, at *2; *In re Kliegl Bros. Universal Elec. Stage Lighting Co., Inc.*, 238 B.R. 531, 542 (Bankr. E.D.N.Y. 1999). Not all of the factors need to be present for the Court to enter a final decree. *See Valence Tech.*, 2014 WL 5320632, at *3 (noting that the six Advisory Committee Note factors “are not exhaustive nor must all six be present to establish that a case should be closed”) (citing cases).

14. Here, the majority of the foregoing factors weigh strongly in favor of closing the Remaining Case. Taking each factor in turn here, the Effective Date has occurred, and: (a) the Court’s order confirming the Plan is final by virtue of the Confirmation Order entered on January 19, 2021; (b) all distributions to creditors have been made or commenced and if not, the Plan provides a mechanism for payment; (c) property has vested in the Reorganized Debtors under the Plan and any property to be transferred pursuant to the Plan has been transferred; (d) the Reorganized Debtors have assumed management and operation of the reorganized businesses; (e) the Reorganized Debtors have fully paid or have commenced paying administrative and priority

claims under the Plan in the ordinary course, including payments to professionals; and (f) the Claims Administration process is complete and no motions, proceedings, or contested matters are currently pending.

15. While the Reorganized Debtors acknowledge that the payment of certain claims may still be pending in accordance with the Plan, such claims will be paid outside the Chapter 11 Cases in accordance with the Bankruptcy Code and the Plan. Moreover, “[t]he court should not keep [a] case open only because of the possibility that the court’s jurisdiction may be invoked in the future.” Fed. R. Bankr. Advisory Comm. Note (1991). Furthermore, the entry of the final decree closing the Remaining Case is without prejudice to creditors’ rights to petition the Court to reopen the case pursuant to section 350(b) of the Bankruptcy Code.

16. In addition to weighing the six Advisory Committee Note factors for purposes of determining whether a case has been fully administered, courts also consider whether the plan has been substantially consummated. *See JCP Props.*, 540 B.R. at 605 (noting that “substantial consummation is the pivotal question here to determine the propriety of closing the . . . case by Final Decree.”). Section 1101(2) of the Bankruptcy Code defines “substantial consummation” as the: (a) transfer of all or substantially all of the property proposed by the plan to be transferred; (b) assumption by the debtor or by the successor to the debtor under the plan of the business or of the management of all or substantially all of the property dealt with by the plan; and (c) commencement of distribution under the plan. 11 U.S.C. § 1102(2).

17. Here, as noted above in the discussion of the Advisory Committee Note factors, the Effective Date has occurred and all three elements under the Bankruptcy Code’s definition of “substantial consummation” are present. Therefore, the Plan has been substantially consummated.

18. Additionally, business reasons exist that favor closing the Remaining Case. Specifically, until the Remaining Case is closed, the Reorganized Debtors will continue to pay the U.S. Trustee fees and expend resources complying with reporting requirements. The Reorganized Debtors are in compliance with all relevant reporting requirements, but closing the Remaining Case will allow the Reorganized Debtors and its employees to better focus on running their ordinary course business affairs.

19. Finally, entry of a final decree closing the Remaining Case will not adversely affect the substantive rights of any party in interest. *See In re Clayton*, 101 F.3d 697, 1996 WL 661099, at *1 (5th Cir. 1996) (“[E]ntry of a final decree is merely a perfunctory, administrative event and nothing more than a ministerial housekeeping act which was never designed to determine with finality the substantive rights of parties involved in a Chapter 11 case.”) (quoting *Greater Jacksonville Transp. Co. v. Willis (In re Greater Jacksonville Transp. Co.)*, 169 B.R. 221, 224 (Bankr. M.D. Fla. 1994)); *see also In re Gould*, 437 B.R. 34, 38 (Bankr. D. Conn. 2010) (noting that a final decree “simply delineates on the docket that the case is closed; it represents the administrative conclusion of the case for recording keeping purposes.”).

NOTICE

20. Notice of this Motion will be given to: (a) the Reorganized Debtors’ master service list, (b) the United States Trustee for the Southern District of Texas; (c) the United States Attorney’s Office for the Southern District of Texas; (d) the Internal Revenue Service; (e) the Securities and Exchange Commission; (f) the state attorneys general for states in which the Reorganized Debtors conduct business; (g) the Environmental Protection Agency; and (h) all other parties that have requested or that are required to receive notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, no other or further notice is required or needed under the circumstances.

21. A copy of this Motion is available on (a) the Court's website: www.txs.uscourts.gov, and (b) the website maintained by the Debtors' Claims and Noticing Agent, Kurtzman Carson Consultants LLC, at www.kccllc.net/superior.

WHEREFORE, the Reorganized Debtors respectfully request that the Court enter the Final Decree, substantially in the form attached hereto, granting the relief requested in this Motion and granting such other and further relief as is appropriate under the circumstances.

Signed: February 1, 2022
Houston, Texas

Respectfully Submitted,

/s/ Timothy A. ("Tad") Davidson II

Timothy A. ("Tad") Davidson II (TX Bar No. 24012503)

Ashley L. Harper (TX Bar No. 24065272)

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Counsel for the Reorganized Debtors

CERTIFICATE OF SERVICE

I certify that on February 1, 2022, a true and correct copy of this document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas on those parties registered to receive electronic notices.

/s/ Timothy A. ("Tad") Davidson II

Timothy A. ("Tad") Davidson II

**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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SUPERIOR ENERGY SERVICES, INC., <i>et al.</i> ,	:	Case No. 20-35812 (DRJ)
	:	
Reorganized Debtors. ¹	:	(Jointly Administered)
	:	
	X	

**FINAL DECREE CLOSING THE
CHAPTER 11 CASE OF SUPERIOR ENERGY SERVICES, INC.
[Relates to Docket No. ____]**

The Court has considered the *Reorganized Debtors' Motion for Entry of Final Decree Closing the Chapter 11 Case of Superior Energy Services, Inc.* (the “**Motion**”).²

It is hereby **ORDERED THAT:**

1. The chapter 11 case of Superior Energy Services, Inc., Case No. 20-35812, is hereby closed; *provided* that this Court retains jurisdiction as provided in the Plan and the Confirmation Order.

2. The Reorganized Debtors shall, no later than twenty (20) days after the date of entry of this Final Decree, file a post-confirmation quarterly report for the last period during which the Remaining Case remained open through the date of the entry of this Final Decree, and shall serve

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

a true and correct copy of said statement on the Office of the United States Trustee for the Southern District of Texas (the “**U.S. Trustee**”).

3. The Reorganized Debtors shall, no later than twenty (20) days after the date of entry of this Final Decree, pay the appropriate sum of quarterly fees due and payable under 28 U.S.C. § 1930(a)(6)(A) and (B) by remitting payment to the United States Trustee Payment Center, P.O. Box 6200-19, Portland, Oregon, 97228-6200, and shall furnish evidence of such payment to the U.S. Trustee, 515 Rusk Street, Suite 3516, Houston, Texas. The payment shall reflect the Reorganized Debtors’ account numbers and shall be transmitted with a “Chapter 11 Quarterly Disbursement and Fee Report” available from the U.S. Trustee. This Court shall retain jurisdiction to enforce payment of fees assessed under 28 U.S.C. § 1930(a)(6)(A) and (B).

4. Following the completion of the services identified in paragraph 5 below, Kurtzman Carson Consultants LLC (“**KCC**”) shall have no further obligations to this Court or any party in interest with respect to the claims, noticing, and solicitation services in these Chapter 11 Cases.

5. Consistent with the *Order (I) Authorizing Employment and Retention of Kurtzman Carson Consultants LLC as Claims, Noticing, and Solicitation Agent Effective as of the Petition Date* [Docket No. 77], after the entry of this Final Decree, KCC shall archive all proofs of claim with the Federal Archives Record Administration, if applicable, and transmit to the Clerk’s office all claims in an electronic format, if applicable, and shall be compensated by the Reorganized Debtors in connection therewith.

6. After final distributions have been completed, any funds remaining in the Parent GUC Recovery Cash Pool or returned to the Reorganized Debtors that cannot be re-distributed under the terms of the Plan shall constitute property of the Reorganized Debtors.

7. Entry of this Final Decree is without prejudice to (a) the rights of the Reorganized Debtors or any party in interest to seek to reopen the Remaining Case for cause pursuant to section 350(b) of the Bankruptcy Code, and (b) the rights of the Reorganized Debtors or any Entity authorized pursuant to the Plan, as applicable, to dispute, in the Bankruptcy Court or any applicable non-bankruptcy forum, any claims that were filed against the Debtors in these Chapter 11 Cases as contemplated by the Plan and the Confirmation Order. Notwithstanding anything to the contrary contained in the Plan, any failure of the Reorganized Debtors or any Entity authorized pursuant to the Plan, as applicable, to file an objection to any claim in these Chapter 11 Cases shall not constitute allowance of the claim and shall not result in such claim being deemed Allowed against any Reorganized Debtor.

8. Nothing in this Final Decree shall change the amount or nature of any distribution, or any other substantive rights, that any claim against or interest in any Debtor would have been entitled to under the Plan, the Confirmation Order, the Bankruptcy Code, the Bankruptcy Rules, or otherwise, had this Final Decree not been entered.

9. Notwithstanding the relief granted in this Final Decree and any actions taken pursuant to such relief, nothing in this Final Decree shall be deemed a waiver of the rights of the Reorganized Debtors or any Entity under the Plan.

10. Notwithstanding anything to the contrary in this Final Decree, all of the terms and conditions of this Final Decree are subject to, and shall be immediately effective and enforceable.

11. The Reorganized Debtors or any Entity authorized pursuant to the Plan, and their respective agents are authorized to take all actions necessary to effectuate the relief granted pursuant to this Final Decree in accordance with the Motion.

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

Signed: _____

DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE