

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re:)	Chapter 11
)	
TERRAVIA HOLDINGS, INC., <i>et al.</i> ,)	Case No. 17-11655 (CSS)
)	
Debtors. ¹)	Jointly Administered
)	
)	Re: Docket Nos. 12, 14 & 53
)	
)	Hearing Date: August 22, 2017 at 12:00 p.m. (ET)
)	Objection Deadline: August 15, 2017 at 4:00 p.m. (ET)
)	

NOTICE OF MOTION OF DEBTORS FOR ENTRY OF ORDERS (I)(A) APPROVING BIDDING PROCEDURES FOR SALE OF DEBTORS’ ASSETS, (B) APPROVING STALKING HORSE BID PROTECTIONS, (C) SCHEDULING AUCTION FOR, AND HEARING TO APPROVE, SALE OF DEBTORS’ ASSETS, (D) APPROVING FORM AND MANNER OF NOTICES OF SALE, AUCTION AND SALE HEARING, (E) APPROVING ASSUMPTION AND ASSIGNMENT PROCEDURES AND (F) GRANTING RELATED RELIEF AND (II)(A) APPROVING SALE OF DEBTORS’ ASSETS FREE AND CLEAR OF LIENS, CLAIMS, INTERESTS AND ENCUMBRANCES, (B) AUTHORIZING ASSUMPTION AND ASSIGNMENT OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES, (C) APPROVING THE CONSENT AND SETTLEMENT AGREEMENT AND (D) GRANTING RELATED RELIEF

PLEASE TAKE NOTICE that, on August 2, 2017, TerraVia Holdings, Inc. (formerly known as Solazyme, Inc.) and certain of its subsidiaries that are debtors and debtors in possession in the above-captioned Chapter 11 Cases (collectively, the “**Debtors**”)² filed the *Motion of Debtors for Entry of Orders (i)(a) Approving Bidding Procedures for Sale of Debtors’ Assets, (b) Approving Stalking Horse Bid Protections, (c) Scheduling Auction for, and Hearing*

¹ The debtors and debtors in possession in the Chapter 11 Cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: TerraVia Holdings, Inc. (7078), Solazyme Brazil LLC (2839) and Solazyme Manufacturing 1, LLC (4172). The debtors’ mailing address is 225 Gateway Boulevard, South San Francisco, CA 94080.

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



*to Approve, Sale of Debtors' Assets, (d) Approving Form and Manner of Notices of Sale, Auction and Sale Hearing, (e) Approving Assumption and Assignment Procedures and (f) Granting Related Relief and (ii)(a) Approving Sale of Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (b) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, (c) Approving the Consent and Settlement Agreement and (d) Granting Related Relief [Docket No. 12] (the "Motion") and the Motion of Debtors for Entry of an Order Shortening Notice and Objection Periods and Requesting an Expedited Hearing for Approval of the Motion of Debtors for Orders (i)(a) Approving Bidding Procedures for Sale of Debtors' Assets, (b) Approving Stalking Horse Bid Protections, (c) Scheduling Auction for, and Hearings To Approve, Sale of Debtors' Assets, (d) Approving Form and Manner of Notice of Sale, Auction and Sale Hearing, (e) Approving Assumption and Assignment Procedures and (f) Granting Related Relief and (ii)(a) Approving Sale of Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (b) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, (c) Approving the Consent and Settlement Agreement and (d) Granting Related Relief [Docket No. 14] (the "Motion to Shorten") with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). **You were previously served with copies of the Motion and Motion to Shorten.**³*

PLEASE TAKE FURTHER NOTICE that, pursuant to the Motion, the Debtors are seeking, among other things, entry of an order (A) establishing bidding and auction procedures in connection with the potential sale of certain of the Debtors' assets free and clear of all liens, claims, encumbrances, and other interests; (B) approving proposed bid protections, including a breakup fee, to the Stalking Horse Buyer in accordance with that certain Asset

³ All motions and other pleadings referenced herein are available online free of charge at the following address: <http://www.kccllc.net/TerraVia>.

Purchase Agreement between the Debtors and the Stalking Horse Buyer; (C) scheduling an auction and setting a date and time for a sale hearing for the sale of the Seller's Assets, and approving the form and manner of notice thereof; (D) establishing procedures for noticing and determining cure amounts for executory contracts and unexpired nonresidential real property leases to be assigned; and (E) granting certain related relief (collectively, the "**Bidding Procedures Relief**").

PLEASE TAKE FURTHER NOTICE that, following a hearing to consider the Motion to Shorten on August 3, 2017, the Bankruptcy Court entered the *Order Shortening Notice and Objection Periods and Requesting an Expedited Hearing for Approval of the Motion of Debtors for Orders (i)(a) Approving Bidding Procedures for Sale of Debtors' Assets, (b) Approving Stalking Horse Bid Protections, (c) Scheduling Auction for, and Hearings to Approve, Sale of Debtors' Assets, (d) Approving Form and Manner of Notice of Sale, Auction and Sale Hearing, (e) Approving Assumption and Assignment Procedures and (f) Granting Related Relief and (ii)(a) Approving Sale of Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (b) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, (c) Approving the Consent and Settlement Agreement and (d) Granting Related Relief* [Docket No. 53] (the "**Order**"). A copy of the Order is attached hereto as **Exhibit A**.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, objections or responses to the Bidding Procedures Relief requested in the Motion, if any, must be made in writing, filed with the Bankruptcy Court, and served so as to be received by: (i) the Notice Parties, (ii) any statutory committee appointed in the Chapter 11 Cases, and (iii) the undersigned

proposed counsel to the Debtors on or before **August 15, 2017 at 4:00 p.m. (prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, a hearing to consider the Bidding Procedures Relief requested in the Motion will be held before The Honorable Christopher S. Sontchi at the Bankruptcy Court, 824 North Market Street, 5th Floor, Courtroom No. 6, Wilmington, Delaware 19801 on **August 22, 2017 at 12:00 p.m. (prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE THAT, IF NO OBJECTIONS TO THE MOTION ARE TIMELY FILED, SERVED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE BIDDING PROCEDURES RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: August 3, 2017
Wilmington, Delaware

Respectfully submitted,
RICHARDS, LAYTON & FINGER, P.A.

/s/ Amanda R. Steele

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Proposed Counsel to the Debtors and Debtors in Possession

EXHIBIT A

ORIGINAL

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

)	
In re:)	Chapter 11
)	
TERRAVIA HOLDINGS, INC., <i>et al.</i> ,)	Case No. 17-11655 (CSS)
)	
Debtors. ¹)	Jointly Administered
)	
)	Re: Docket Nos. 12 & 14

ORDER SHORTENING NOTICE AND OBJECTION PERIODS AND REQUESTING AN EXPEDITED HEARING FOR APPROVAL OF THE MOTION OF DEBTORS FOR ORDERS (I)(A) APPROVING BIDDING PROCEDURES FOR SALE OF DEBTORS' ASSETS, (B) APPROVING STALKING HORSE BID PROTECTIONS, (C) SCHEDULING AUCTION FOR, AND HEARING TO APPROVE, SALE OF DEBTORS' ASSETS, (D) APPROVING FORM AND MANNER OF NOTICE OF SALE, AUCTION AND SALE HEARING, (E) APPROVING ASSUMPTION AND ASSIGNMENT PROCEDURES AND (F) GRANTING RELATED RELIEF AND (II)(A) APPROVING SALE OF DEBTORS' ASSETS FREE AND CLEAR OF LIENS, CLAIMS, INTERESTS AND ENCUMBRANCES, (B) AUTHORIZING ASSUMPTION AND ASSIGNMENT OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES, (C) APPROVING THE CONSENT AND SETTLEMENT AGREEMENT AND (D) GRANTING RELATED RELIEF

Upon the motion (the "**Motion**")² of TerraVia Holdings, Inc. (formerly known as Solazyme, Inc.) and certain of its subsidiaries that are debtors and debtors in possession in the Chapter 11 Cases (collectively, the "**Debtors**") for entry of an order, pursuant to section 105 of the Bankruptcy Code, Bankruptcy Rules 2002(a)(2) and 9006(c)(1) and Local Rules 6004-1(c) and 9006-1(c) and (e), shortening the notice and objection periods and requesting an expedited hearing for approval of the Bidding Procedures Motion, as more fully described in the Motion;

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: TerraVia Holdings, Inc. (7078), Solazyme Brazil LLC (2839) and Solazyme Manufacturing 1, LLC (4172). The debtors' mailing address is 225 Gateway Boulevard, South San Francisco, CA 94080.

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

and the Court having jurisdiction to consider the matters raised in the Motion pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012; and the Court having authority to hear the matters raised in the Motion pursuant to 28 U.S.C. § 157; and the Court having venue pursuant to 28 U.S.C. § § 1408 and 1409; and consideration of the Motion and the requested relief being a core proceeding that the Court can determine pursuant to 28 U.S.C. § 157(b)(2); and due and proper notice of the Motion and opportunity for a hearing on the Motion having been given to the parties listed therein, and it appearing that no other or further notice need be provided; and the Court having reviewed and considered the Motion and the Barnes Declaration; and the Court having held a hearing on the Motion; and the Court having determined that the legal and factual bases set forth in the Motion and at the hearing establish just cause for the relief granted herein; and the Court having found that the relief requested in the Motion being in the best interests of the Debtors, their creditors, their estates and all other parties in interest; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The relief requested in the Motion is hereby granted as set forth herein.
2. The hearing with respect to the Bidding Procedures Motion and any objections thereto shall take place on August 22, 2017 at 12:00 p.m. (prevailing Eastern Time).
3. Any objections or responses to the Bidding Procedures Motion shall be filed and served on the Notice Parties and any statutory committee appointed in these Chapter 11 Cases so as to be actually received on or prior to August 15, 2017 at 4:00 p.m. (prevailing Eastern Time).

4. Any Bankruptcy Rule (including, but not limited to, Bankruptcy Rule 6004(h)) or Local Rule that might otherwise delay the effectiveness of this Order is hereby waived, and the terms and conditions of this Order shall be effective and enforceable immediately upon its entry.

5. The Debtors are authorized to take all such actions as are necessary or appropriate to implement the terms of this Order.

6. The Court shall retain jurisdiction over any matters related to or arising from the implementation or interpretation of this Order.

Dated: August 3, 2017
Wilmington, Delaware



THE HONORABLE CHRISTOPHER S. SONTCHI
UNITED STATES BANKRUPTCY JUDGE