

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	
)		
)		

**NOTICE OF *SECOND AMENDED*² AGENDA OF MATTERS SCHEDULED FOR
HEARING ON SEPTEMBER 15, 2017 AT 11:00 A.M. (ET)³**

**THE START TIME OF THE HEARING HAS BEEN CHANGED
TO 11:00 A.M. (ET) WITH THE PERMISSION OF THE COURT.**

I. MATTER GOING FORWARD:

1. 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 [Docket No. 12 - filed August 2, 2017]

Assumption and Assignment

Objection/Response Deadline: September 8, 2017 at 4:00 p.m. (ET); extended until

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 **Amended items appear in bold.**

³ The hearing will be held before The Honorable Christopher S. Sontchi at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Courtroom 6, Wilmington, Delaware 19801. Any person who wishes to appear telephonically at the September 15, 2017 hearing must contact COURTCALL, LLC at 866-582-6878 prior to 12:00 p.m. (noon) (ET) on Thursday, September 14, 2017 to register his/her telephonic appearance in accordance with the *Instructions for Telephonic Appearances Effective January 5, 2005, Revised April 27, 2009*. All motions and other pleadings referenced herein are available online free of charge at the following address: <http://www.kccllc.net/TerraVia>.



September 10, 2017 at 12:00 p.m. (ET) for Unilever Asia Private Limited and affiliated companies; extended until September 10, 2017 at 4:00 p.m. (ET) for Roquette Frères, S.A.; extended until September 12, 2017 at 4:00 p.m. (ET) for Mitsui & Co. Ltd. and Chubb Insurance; extended until September 12, 2017 at 6:00 p.m. (ET) for the United States of America; extended until September 13, 2017 at 4:00 p.m. (ET) for Silicon Valley Bank; extended until September 18, 2017 at 4:00 p.m. (ET) for Aramark Uniform & Career Apparel LLC dba ARAMARK Uniform Services

Sale Objection/Response Deadline: September 14, 2017 at 4:00 p.m. (ET)

Objections/Responses Received:

- A. Reservation of Rights of Bunge Global Innovation, LLC, Bunge Cooperatief UA, Bunge Acucar Bioenergia Ltda., and Bunge Alimentos S.A. in Connection with 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 [Docket No. 100 - filed August 15, 2017]
- B. Lead Plaintiffs' Limited Objection to Sale Approval [Docket No. 238 - filed September 8, 2017]
- C. Oracle's Limited Objection to and Reservation of Rights Regarding: (1) 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 ("Sale Motion") and (2) Notice of Filing of Assumed Contracts Schedule ("Assumption Notice") [Docket No. 240 - filed September 8, 2107]

- D. Limited Objection of Unilever Asia Private Limited and Affiliated Companies to Notice of Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount [Docket No. 246 - filed September 9, 2017]
- E. United States' Limited Objection to Debtors' Sale of Substantially All of Its Assets and Proposed Assumption and Assignment of Certain Federal Interests [Docket No. 249 - filed September 12, 2017]
- F. **Objection of Silicon Valley Bank to Assumption and Assignment of Contracts [Docket No. 256 - filed September 13, 2017]**
- G. Informal comments from Chubb Insurance
- H. Informal comments from Roquette Frères, S.A.
- I. Informal comments from Mitsui & Co. Ltd.

Related Documents:

- i. Order (i) Approving Bidding Procedures for Sale of Debtors' Assets, (ii) Approving Stalking Horse Bid Protections, (iii) Scheduling Auction for, and Hearing to Approve, Sale of Debtors' Assets, (iv) Approving Form and Manner of Notices of Sale, Auction and Sale Hearing, (v) Approving Assumption and Assignment Procedures and (vi) Granting Related Relief [Docket No. 143 - entered August 22, 2017] (the "**Bid Procedures Order**")
- ii. Notice of Sale, Bidding Procedures, Auction and Sale Hearing [Docket No. 144 - filed August 22, 2017]
- iii. Notice of Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount [Docket No. 147 - filed August 23, 2017]
- iv. Notice of Filing of Assumed Contracts Schedule [Docket No. 148 - filed August 23, 2017]
- v. Affidavit of Publication of the Notice of Sale, Bidding Procedures, Auction and Sale Hearing in the Wall Street Journal [Docket No. 155 - filed August 25, 2017]
- vi. Notice of Selection of Successful Bids and Alternative Bids [Docket No. 248 - filed September 12, 2017]
- vii. **Notice of Filing of Amended Assumed Contracts Schedule [Docket No. 264 - filed September 14, 2017]**
- viii. **Notice of Filing of Revised Form of Sale Order with Respect to Sale to Stalking Horse Bidder [Docket No. 265 - filed September 14, 2017]**

- ix. **Notice of Filing of Revised Form of Sale Order with Respect to Sale to TCP Algenist LLC [Docket No. 266 - filed September 14, 2017]**
- x. **Supplemental Declaration of Nicholas Barnes in Support of Entry of Orders (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. 267 - filed September 14, 2017]**

Status: The Debtors have resolved the informal comments from Chubb Insurance and Roquette Frères, S.A. **The Debtors have also resolved the informal comments from Mitsui & Co. Ltd., the limited objection of Unilever Asia Private Limited and Affiliated Companies, and the objection of Oracle America, Inc. The Debtors are working to resolve the limited objection of the Lead Plaintiffs and the objection of the United States.** The sale hearing will go forward.

Dated: September 14, 2017
Wilmington, Delaware

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

/s/ Amanda R. Steele

Mark D. Collins (No. 2981)
Amanda R. Steele (No. 5530)
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Tel.: (302) 651-7700
Fax: (302) 651-7701
collins@rlf.com
steele@rlf.com

-and-

DAVIS POLK & WARDWELL LLP
Damian S. Schaible (admitted *pro hac vice*)
Steven Z. Szanzer (admitted *pro hac vice*)
Adam L. Shpeen (admitted *pro hac vice*)
450 Lexington Avenue
New York, New York 10017
Tel.: (212) 450-4000
Fax: (212) 701-5800
damian.schaible@davispolk.com
steven.szanzer@davispolk.com
adam.shpeen@davispolk.com
Counsel to the Debtors and Debtors in Possession