

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

In re:	§	
	§	Chapter 11
	§	
SPEEDCAST INTERNATIONAL	§	
LIMITED, <i>et al.</i> ,	§	Case No. 20-32243 (MI)
	§	
Debtors. <sup>1</sup>	§	(Jointly Administered)
	§	(Emergency Hearing Requested)

**NOTICE OF FILING OF REVISED PROPOSED ORDER  
(I) AUTHORIZING DEBTORS TO (A) PAY PREPETITION WAGES,  
SALARIES, EMPLOYEE BENEFITS, AND OTHER COMPENSATION AND  
(B) MAINTAIN EMPLOYEE BENEFIT PROGRAMS AND PAY  
RELATED OBLIGATIONS; AND (II) GRANTING RELATED RELIEF**

PLEASE TAKE NOTICE THAT, on April 23, 2020, SpeedCast International Limited and its debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), filed the *Emergency Motion of Debtors for an Order (I) Authorizing Debtors to (A) Pay Prepetition Wages, Salaries, Employee Benefits, and Other Compensation and (B) Maintain Employee Benefit Programs and Pay Related Obligations; and (II) Granting Related Relief* (Docket No. 20) (the “**Motion**”), with a proposed order granting the relief requested in the Motion attached thereto as Exhibit A (the “**Initial Proposed Order**”).

PLEASE TAKE FURTHER NOTICE THAT, the Debtors hereby file a revised proposed *Order (I) Authorizing Debtors to (A) Pay Prepetition Wages, Salaries, Employee Benefits, and Other Compensation and (B) Maintain Employee Benefit Programs and Pay Related Obligations; and (II) Granting Related Relief*, attached hereto as **Exhibit A** (the “**Revised Proposed Order**”).

<sup>1</sup> A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ proposed 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.



**PLEASE TAKE FURTHER NOTICE THAT**, a redline of the Revised Proposed Order marked against the Initial Proposed Order is attached hereto as **Exhibit B**.

Dated: April 23, 2020  
Houston, Texas

Respectfully submitted,

/s/ Alfredo R. Pérez

WEIL, GOTSHAL & MANGES LLP  
Alfredo R. Pérez (15776275)  
Brenda L. Funk (24012664)  
Stephanie N. Morrison (*pro hac vice* pending)  
700 Louisiana Street, Suite 1700  
Houston, Texas 77002  
Telephone: (713) 546-5000  
Facsimile: (713) 224-9511  
Email: Alfredo.Perez@weil.com  
Brenda.Funk@weil.com  
Stephanie.Morrison@weil.com

-and-

WEIL, GOTSHAL & MANGES LLP  
Gary T. Holtzer (*pro hac vice* pending)  
David N. Griffiths (*pro hac vice* pending)  
Kelly DiBlasi (*pro hac vice* pending)  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007  
Email: Gary.Holtzer@weil.com  
David.Griffiths@weil.com  
Kelly.DiBlasi@weil.com

-and-

WEIL, GOTSHAL & MANGES LLP  
Paul R. Genender (00790758)  
Amanda Pennington Prugh (24083646)  
Jake R. Rutherford (24102439)  
200 Crescent Court, Suite 300  
Dallas, Texas 75201  
Telephone: (214) 746-7877  
Facsimile: (214) 746-7777  
Email: Paul.Genender@weil.com  
Amanda.PenningtonPrugh@weil.com  
Jake.Rutherford@weil.com

*Proposed Attorneys for Debtors  
and Debtors in Possession*

**Certificate of Service**

I hereby certify that on April 23, 2020, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas, and will be served as set forth in the Affidavit of Service to be filed by the Debtors' proposed claims, noticing, and solicitation agent.

/s/ Alfredo R. Pérez  
Alfredo R. Pérez

**IN THE UNITED STATES BANKRUPTCY COURT  
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<b>In re:</b>	§	
	§	<b>Chapter 11</b>
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<b>SPEEDCAST INTERNATIONAL LIMITED, et al.,</b>	§	
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<b>Debtors.<sup>1</sup></b>	§	<b>(Joint Administration Requested)</b>
	§	<b>(Emergency Hearing Requested)</b>

**ORDER (I) AUTHORIZING DEBTORS TO (A) PAY PREPETITION  
WAGES, SALARIES, EMPLOYEE BENEFITS, AND OTHER COMPENSATION  
AND (B) MAINTAIN EMPLOYEE BENEFIT PROGRAMS AND PAY  
RELATED OBLIGATIONS; AND (II) GRANTING RELATED RELIEF**

Upon the motion, dated April 23, 2020 (the “**Motion**”)<sup>2</sup> of SpeedCast International Limited and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), for entry of an order, pursuant to sections 105(a), 363(b), and 507(a) of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004, (i) authorizing the Debtors to (a) pay Employee Compensation Obligations and Employee Benefit Obligations, related expenses, and fees and costs incident to the foregoing, including amounts owed to third-party service providers and administrators and tax authorities, and (b) maintain, continue to honor, and pay amounts with respect to the Debtors’ business practices, programs, and policies for their employees as such were in effect as of the Petition Date and as such may be modified or supplemented from time to time in the ordinary course of business and (ii) granting related relief, each as more fully set forth in the Motion; and upon consideration of the Healy Declaration; and

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion have been provided; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and this Court having reviewed the Motion; and this Court having held a hearing to consider the relief requested in the Motion; and all objections, if any, to the Motion having been withdrawn, resolved, or overruled; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors and their estates as contemplated by Bankruptcy Rule 6003 and is in the best interests of the Debtors and their respective estates and creditors; and upon all of the proceedings had before this Court and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Debtors are authorized, but not directed, pursuant to sections 105(a), 363(b), and 507(a) of the Bankruptcy Code to (i) pay the prepetition Employee Obligations and Contractor Obligations *provided*, that the Debtors shall not honor any prepetition Employee Obligations and Contractor Obligations, *provided*, to any individual that exceed the priority amounts set forth in sections 507(a)(4) and 507(a)(5) of the Bankruptcy Code and (ii) maintain and continue to honor and pay the postpetition Employee Obligations, Contractor Obligations, and Employee Benefit Programs as such were in effect as of the commencement of these chapter 11 cases and as such may be modified or supplemented from time to time in the ordinary course of

business, *provided*, the Debtors will provide notice to the U.S. Trustee and any statutory committee of any material changes to the Employee Benefit Programs or of any new programs, policies, and benefits; in each case, subject in all respects to the terms of the DIP Order and the DIP Documents (both as defined below); *provided, further*, that all payments of prepetition Employee Compensation Obligations and Employee Benefit Obligations pursuant to this Order shall not exceed \$1,140,000 in the aggregate; *provided, further*, that all payments of prepetition Contractor Obligations pursuant to this Order shall not exceed \$200,000 in the aggregate.

2. Notwithstanding any other provision of this Order, nothing in this Order shall authorize the Debtors to grant or issue additional awards under the Long-Term Incentive Program or make any payments under any discretionary cash bonus programs during these chapter 11 cases, including awards or payments under section 503(c) of the Bankruptcy Code; *provided* that the Debtors are authorized to seek approval of any awards to any “insider” under any bonus, incentive, retention, or severance plan by separate motion or on behalf of any “insider” as defined by section 101(31) of the Bankruptcy Code or violate or permit a violation of section 503(c) of the Bankruptcy Code; *provided, that* the Debtors are authorized to seek approval of any awards to any “insider” under any bonus, incentive, retention, or severance plan by separate motion

3. The Banks are authorized to receive, process, honor, and pay any and all checks issued, or to be issued, and electronic funds transfers requested, or to be requested, by the Debtors relating to such obligations, to the extent that sufficient funds are on deposit in available funds in the applicable bank accounts to cover such payments. The Banks are authorized to accept and rely on all representations made by the Debtors with respect to which checks, drafts, wires, or automated clearing house transfers should be honored or dishonored in accordance with this or

any other order of this Court, whether such checks, drafts, wires, or transfers are dated prior to, on, or subsequent to the Petition Date, without any duty to inquire otherwise.

4. The Debtors are authorized, but not directed, to issue new postpetition checks, or effect new electronic funds transfers, and to replace any prepetition checks or electronic fund transfer requests that may be lost or dishonored or rejected as a result of the commencement of the Debtors' chapter 11 cases with respect to any prepetition amounts that are authorized to be paid pursuant to this Order.

5. Notwithstanding anything to the contrary herein, any payment to be made by the Debtors pursuant to the authority granted herein shall be subject to and in compliance with any orders entered by the Court approving the Debtors' (1) entry into any postpetition debtor in possession financing facility, including any budget and the terms of any definitive documentation in connection therewith (the "**DIP Documents**"), and/or (2) authorizing the Debtor's use of cash collateral and/or any budget in connection therewith (in either case, the "**DIP Order**"). To the extent there is any inconsistency between the terms of the DIP Order or any DIP Documents, on the one hand, and any action taken or proposed to be taken hereunder, on the other hand, the terms of the DIP Order or such DIP Document, as applicable, shall control.

6. Nothing contained in the Motion or this Order or any payment made pursuant to the authority granted by this Order is intended to be or shall be deemed as (i) an admission as to the validity of any claim against the Debtors, (ii) a waiver of the Debtors' or any appropriate party in interest's rights to dispute the amount of, basis for, or validity of any claim, (iii) a waiver of the Debtors' rights under the Bankruptcy Code or any other applicable nonbankruptcy law, (iv) an agreement or obligation to pay any claims, (v) a waiver of any claims or causes of action which may exist against any creditor or interest holder, (vi) an admission as to



the validity of any liens satisfied pursuant to this Motion, or (vii) an approval, assumption, adoption, or rejection of any agreement, contract, lease, program, or policy under section 365 of the Bankruptcy Code.

7. The requirements of Bankruptcy Rule 6003(b) have been satisfied.

8. Notice of the Motion is adequate under Bankruptcy Rule 6004(a).

9. Notwithstanding the provisions of Bankruptcy Rule 6004(h), this Order shall be immediately effective and enforceable upon its entry.

10. The Debtors are authorized to take all actions necessary or appropriate to carry out the relief granted in this Order.

11. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: \_\_\_\_\_, 2020  
Houston, Texas

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UNITED STATES BANKRUPTCY JUDGE

**Exhibit B**

**Redline**

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**ORDER (I) AUTHORIZING DEBTORS TO (A) PAY PREPETITION  
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Upon the motion, dated April 23, 2020 (the “**Motion**”)<sup>2</sup> of SpeedCast International Limited and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), for entry of an order, pursuant to sections 105(a), 363(b), and 507(a) of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004, (i) authorizing the Debtors to (a) pay Employee Compensation Obligations and Employee Benefit Obligations, related expenses, and fees and costs incident to the foregoing, including amounts owed to third-party service providers and administrators and tax authorities, and (b) maintain, continue to honor, and pay amounts with respect to the Debtors’ business practices, programs, and policies for their employees as such were in effect as of the Petition Date and as such may be modified or supplemented from time to time in the ordinary course of business and (ii) granting related relief, each as more fully set forth in the Motion; and upon consideration of

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

the Healy Declaration; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion have been provided; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and this Court having reviewed the Motion; and this Court having held a hearing to consider the relief requested in the Motion; and all objections, if any, to the Motion having been withdrawn, resolved, or overruled; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors and their estates as contemplated by Bankruptcy Rule 6003 and is in the best interests of the Debtors and their respective estates and creditors; and upon all of the proceedings had before this Court and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Debtors are authorized, but not directed, pursuant to sections 105(a), 363(b), and 507(a) of the Bankruptcy Code to (i) pay the prepetition Employee Obligations and Contractor Obligations provided, that the Debtors shall not honor any prepetition Employee Obligations and Contractor Obligations, provided, to any individual that exceed the priority amounts set forth in sections 507(a)(4) and 507(a)(5) of the Bankruptcy Code and (ii) maintain and continue to honor and pay the postpetition Employee Obligations, Contractor Obligations, and Employee Benefit Programs as such were in effect as of the commencement of these chapter 11 cases and as such may be modified or supplemented from time to time in the ordinary course

of business, provided, the Debtors will provide notice to the U.S. Trustee and any statutory committee of any material changes to the Employee Benefit Programs or of any new programs, policies, and benefits; in each case, subject in all respects to the terms of the DIP Order and the DIP Documents (both as defined below); provided, further, that all payments of prepetition Employee Compensation Obligations and Employee Benefit Obligations pursuant to this Order shall not exceed \$1,140,000 in the aggregate; provided, further, that all payments of prepetition Contractor Obligations pursuant to this Order shall not exceed \$200,000 in the aggregate.

2. Notwithstanding any other provision of this Order, nothing in this Order shall authorize the Debtors to ~~make any grant or issue additional awards under the Long-Term Incentive Program or make any payments under any discretionary cash bonus programs during these chapter 11 cases, including awards or~~ payments under section 503(c) of the Bankruptcy Code ~~to;~~ provided that the Debtors are authorized to seek approval of any awards to any “insider” under any bonus, incentive, retention, or severance plan by separate motion or on behalf of any “insider” as defined by section 101(31) of the Bankruptcy Code or violate or permit a violation of section 503(c) of the Bankruptcy Code ~~;~~ provided, that the Debtors are authorized to seek approval of any awards to any “insider” under any bonus, incentive, retention, or severance plan by separate motion

3. The Banks are authorized to receive, process, honor, and pay any and all checks issued, or to be issued, and electronic funds transfers requested, or to be requested, by the Debtors relating to such obligations, to the extent that sufficient funds are on deposit in available funds in the applicable bank accounts to cover such payments. The Banks are authorized to accept and rely on all representations made by the Debtors with respect to which checks, drafts, wires, or automated clearing house transfers should be honored or dishonored in accordance with

this or any other order of this Court, whether such checks, drafts, wires, or transfers are dated prior to, on, or subsequent to the Petition Date, without any duty to inquire otherwise.

4. The Debtors are authorized, but not directed, to issue new postpetition checks, or effect new electronic funds transfers, and to replace any prepetition checks or electronic fund transfer requests that may be lost or dishonored or rejected as a result of the commencement of the Debtors' chapter 11 cases with respect to any prepetition amounts that are authorized to be paid pursuant to this Order.

5. Notwithstanding anything to the contrary herein, any payment to be made by the Debtors pursuant to the authority granted herein shall be subject to and in compliance with any orders entered by the Court approving the Debtors' (1) entry into any postpetition debtor in possession financing facility, including any budget and the terms of any definitive documentation in connection therewith (the "**DIP Documents**"), and/or (2) authorizing the Debtor's use of cash collateral and/or any budget in connection therewith (in either case, the "**DIP Order**"). To the extent there is any inconsistency between the terms of the DIP Order or any DIP Documents, on the one hand, and any action taken or proposed to be taken hereunder, on the other hand, the terms of the DIP Order or such DIP Document, as applicable, shall control.

6. Nothing contained in the Motion or this Order or any payment made pursuant to the authority granted by this Order is intended to be or shall be deemed as (i) an admission as to the validity of any claim against the Debtors, (ii) a waiver of the Debtors' or any appropriate party in interest's rights to dispute the amount of, basis for, or validity of any claim, (iii) a waiver of the Debtors' rights under the Bankruptcy Code or any other applicable nonbankruptcy law, (iv) an agreement or obligation to pay any claims, (v) a waiver of any claims

or causes of action which may exist against any creditor or interest holder, (vi) an admission as to the validity of any liens satisfied pursuant to this Motion, or (vii) an approval, assumption, adoption, or rejection of any agreement, contract, lease, program, or policy under section 365 of the Bankruptcy Code.

7. The requirements of Bankruptcy Rule 6003(b) have been satisfied.

8. Notice of the Motion is adequate under Bankruptcy Rule 6004(a).

9. Notwithstanding the provisions of Bankruptcy Rule 6004(h), this Order shall be immediately effective and enforceable upon its entry.

10. The Debtors are authorized to take all actions necessary or appropriate to carry out the relief granted in this Order.

11. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: \_\_\_\_\_, 2020  
Houston, Texas

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UNITED STATES BANKRUPTCY JUDGE