

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

In re

BURGESS BIOPOWER, LLC, *et al.*¹

Debtors.

Chapter 11

Case No. 24-10235 (LSS)
(Jointly Administered)

Re: D.I. 18

**NOTICE OF FILING OF REVISED PROPOSED INTERIM AND FINAL ORDERS FOR
THE MOTION OF THE DEBTORS FOR INTERIM AND FINAL ORDERS (I)
APPROVING ENTRY INTO A NEW LEAD MARKET PARTICIPANT AGREEMENT
AND (II) GRANTING RELATED RELIEF**

PLEASE TAKE NOTICE that, on February 9, 2024, the debtors and debtors in possession in the above-captioned cases filed the *Motion of the Debtors for Interim and Final Orders (I) Approving Entry into a New Lead Market Participant Agreement and (II) Granting Related Relief* [D.I. 18] (the “Motion”). Attached to the Motion as **Exhibit A** was a proposed form of order approving the relief requested in the Motion on an interim basis (the “Proposed Interim Order”). Attached to the Motion as **Exhibit B** was a proposed form of order approving the relief requested in the Motion on an final basis (the “Proposed Final Order”).

PLEASE TAKE FURTHER NOTICE pursuant to *the Amended Omnibus Notice of First Day Motions, Rejection Motion, and Hearing Thereon* [D.I. 97] any objections to the relief requested in the Motion were to be filed and served so as to be received by February 20, 2024 at 12:00 p.m. (ET) (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that, prior to the Objection Deadline, the Debtors received informal comments to the Proposed Interim Order and the Proposed Final Order from the

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number are: Burgess BioPower, LLC (0971) and Berlin Station, LLC (1913). The Debtors’ corporate headquarters are located at c/o CS Operations, Inc., 631 US Hwy 1, #300, North Palm Beach, FL 33408.

United States of America and Public Service Company of New Hampshire filed a formal objection to the Motion.

PLEASE TAKE FURTHER NOTICE that a revised proposed form of order addressing the informal comments from the United States of America and granting the interim relief requested in the Motion (the “Revised Proposed Interim Order”) is attached hereto as **Exhibit A** and a revised proposed form of order addressing the informal comments from the United States of America and granting the final relief requested in the Motion (the “Revised Proposed Final Order”) is attached hereto as **Exhibit B**. For the convenience of the Court and all parties in interest, a blackline of the Revised Proposed Interim Order against the Proposed Interim Order is attached hereto as **Exhibit C** and a blackline of the Revised Proposed Final Order against the Proposed Final Order is attached hereto as **Exhibit D**.

PLEASE TAKE FURTHER NOTICE that the Debtors intend to seek entry of the Revised Proposed Interim Order at the hearing (the “Hearing”) scheduled for **February 21, 2024 at 9:30 a.m. (ET)** before the Honorable Laurie Selber Silverstein at the United States Bankruptcy Court for the District of Delaware. The Debtors reserve all rights to modify the Revised Proposed Interim Order at or prior to the Hearing.

Dated: February 20, 2024
Wilmington, Delaware

/s/ Chantelle D. McClamb
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Katharina Earle (No. 6348)
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*Proposed Co-Counsel for Debtors Burgess
BioPower, LLC and Berlin Station, LLC*

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*Proposed Co-Counsel for Debtors Burgess
BioPower, LLC and Berlin Station, LLC*

EXHIBIT A

(Revised Proposed Interim Order)

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

In re

BURGESS BIOPOWER, LLC, *et al.*¹

Debtors.

Chapter 11

Case No. 24-10235 (LSS)
(Jointly Administered)

Re Dkt. No. 18, 42

**INTERIM ORDER ON THE MOTION OF THE DEBTORS FOR AN ORDER
(I) APPROVING ENTRY INTO A NEW LEAD MARKET PARTICIPANT
AGREEMENT AND (II) GRANTING RELATED RELIEF**

Upon the *Motion of the Debtors for Interim and Final Orders (I) Approving Entry into a New Lead Market Participant Agreement and (II) Granting Related Relief* (the “Motion”);² and upon the *Declaration of Dean Vomero Pursuant to 28 U.S.C. § 1746 in Support of the Debtors’ Chapter 11 Petitions and First Day Pleadings*; and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (c) venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; (d) an interim hearing has been held on the Motion following proper notice in accordance with Bankruptcy Rules 2002, 4001(b), (c), and (d), and all applicable Local Rules; (e) all objections, if any, to the interim relief set forth at the hearing having been withdrawn, resolved, or overruled by the Court; and (f) it appearing that approval of the interim relief is necessary for the Debtors and their estates pending a final Hearing on the Motion (“Final Hearing”), and is otherwise is fair and

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

reasonable and in the best interests of the Debtors, their estates, and all parties in interest, and is essential for the continued operation of the Debtors' businesses and the maximization of the value of the Debtors' assets, and good cause appearing therefor; it is hereby

ORDERED THAT:

1. The Motion is GRANTED on an interim basis, as set forth herein.
2. The Debtors are authorized to enter into a Lead Market Participant Services agreement with CS Berlin Ops or such other party consented to by the Senior Secured Noteholders and DIP Lenders in substantially the form of the Agreement attached to the Motion as **Exhibit C** (the "Agreement") and to sell their Products (as defined in the PPA) in and on any available market, notwithstanding any provisions of the PPA, until this Court adjudicates the Motion on a final basis.
3. Public Service Company of New Hampshire, doing business as Eversource Energy ("Eversource"), is hereby ordered to cooperate immediately with the Debtors to effectuate the transfer of the Lead Market Participant, including without limitation by completing and executing any and all forms and taking any other action necessary to transfer the Lead Market Participant role for Berlin's participation in ISO-NE as both an energy and a capacity resource to the new Lead Market Participant under the Agreement, including but not limited to executing the Resource Lead Market Participant Change Request form of ISO-NE and arranging for transfer of the Lead Market Participant listed for Berlin within ISO-NE's online Customer and Asset Management System, and cooperating with Berlin and ISO-NE to effect such transfer.
4. Immediately and not later than one business day after receiving service of this Order, Eversource shall confirm in writing (email being sufficient) to the Debtors that it has executed and submitted ISO-NE's Resource Lead Market Participant Change Request form.

5. To the extent Eversource receives any revenue on behalf of the Debtors in its role as Lead Market Participant, Eversource shall hold those funds in a segregated account pending further order of this Court.

6. ISO-NE and all applicable government authorities are authorized to take all actions necessary to effectuate the relief granted pursuant to this Interim Order in accordance with the Motion. And to the extent provided by Bankruptcy Code section 525, no governmental unit (as defined in Bankruptcy Code section 101(27)) may “deny, revoke, suspend, or refuse to renew a license, permit, charter, franchise, or other similar grant” to the Debtors, or any person associated with the Debtors, based on these Chapter 11 Cases.

7. Nothing contained herein is or should be construed as: (a) an admission as to the validity of any claim against the Debtors or the existence of any lien against the Debtors’ property; (b) a waiver of the Debtors’ rights to dispute any claim or lien on any grounds; (c) a promise to pay any claim; (d) an implication or admission that any particular claim would constitute an allowed claim; (e) an assumption or rejection of any executory contract or unexpired lease pursuant to Section 363 of the Bankruptcy Code; (f) a waiver of any rights, claims, causes of action and defenses the Debtors have or may have related to Eversource; or (g) a limitation on the Debtors’ rights under Section 365 of the Bankruptcy Code to assume or reject any executory contract with any party subject to the Proposed Orders once entered. Nothing contained herein shall be deemed to increase, reclassify, elevate to an administrative expense status, or otherwise affect any claim to the extent it is not paid.

8. The requirements set forth in Rule 6004(a) of the Bankruptcy Rules are hereby waived.

9. The requirements set forth in Rule 6003(b) of the Bankruptcy Rules are satisfied because the relief set forth in this Interim Order is necessary to avoid immediate and irreparable harm.

10. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Interim Order in accordance with the Motion.

11. This Interim Order is effective immediately upon its entry.

12. The hearing to consider entry of an order granting the relief requested in the Motion on a final basis shall be held on _____, 2024 at _____ (**prevailing Eastern Time**).

Any objections or responses to the entry of a final order on the Motion shall be filed on or **before 4:00 p.m. (prevailing Eastern Time)** on _____, 2024 and shall be served on: (a) the Debtors, c/o CS Operations, Inc., 631 US Hwy 1, #300, North Palm Beach, FL 33408, Attn: Dean Vomero; (b) Foley Hoag, 1301 Avenue of the Americas, 25th Floor, New York, New York 10019, Attn: Alison Bauer, Esq. (abauer@foleyhoag.com) and Jiun-Wen Bob Teoh, Esq. (jteoh@foleyhoag.com), and 155 Seaport Boulevard, Boston, Massachusetts 02210, Attn: Kenneth S. Leonetti, Esq. (ksl@foleyhoag.com); (c) Gibbons, P.C., 300 Delaware Ave., Suite 1015, Wilmington, Delaware 19801, Attn: Chantelle D. McClamb, Esq. (cmcclamb@gibbonslaw.com), and One Gateway Plaza, Newark, New Jersey, 07102, Attn: Robert K. Malone, Esq. (rmalone@gibbonslaw.com); (d) the Office of the United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware; 19801, Attn: Jane M. Leamy, Esq. (jane.m.leamy@usdoj.gov); (e) counsel to the DIP Lenders and the Senior Secured Noteholders, Greenberg Traurig, LLP, One International Place, Suite 2000, Boston, MA 02110, Attn: Julia Frost-Davies (julia.frostdavies@gtlaw.com), and 222 Delaware Avenue, Suite 1600, Wilmington, Delaware 19801, Attn: Dennis Meloro (melorod@gtlaw.com); and (f) counsel to any statutory

committee appointed in these Chapter 11 cases. In the event no objections to entry of the Final Order on the Motion are timely received, this Court may enter such Final Order without need for the Final Hearing.

13. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Interim Order.

EXHIBIT B

(Revised Proposed Final Order)

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

In re

Chapter 11

BURGESS BIOPOWER, LLC, *et al.*¹

Case No. 24-10235 (LSS)

(Jointly Administered)

Debtors.

Ref. Dkt. No. 18, 42

**FINAL ORDER (I) APPROVING ENTRY INTO NEW
LEAD MARKET PARTICIPANT AGREEMENT
AND (II) GRANTING RELATED RELIEF**

Upon the *Debtors' Motion for Interim and Final Orders (I) Approving Entry into a New Lead Market Participant Agreement and (II) Granting Related Relief* (the "Motion");² and upon the *Declaration of Dean Vomero Pursuant to 28 U.S.C. § 1746 in Support of the Debtors' Chapter 11 Petitions and First Day Pleadings*; and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (c) the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and (d) the Court may enter a final order consistent with Article III of the United States Constitution; and upon the record herein; and after due deliberation thereon; and it appearing that sufficient notice of the Motion has been given and that no other further notice is necessary; and good cause appearing therefor; it is hereby

ORDERED THAT:

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number are: Burgess BioPower, LLC (0971) and Berlin Station, LLC (1913). The Debtors' corporate headquarters are located at c/o CS Operations, Inc., 631 US Hwy 1, #300, North Palm Beach, FL 33408

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

1. The Motion is GRANTED on a final basis, as set forth herein.
2. The Debtors are authorized in their sole discretion to enter into a new Lead Market Participant agreement and to sell their Products (as defined in the PPA) in and on any available market, notwithstanding any provisions of the PPA.
3. Nothing contained herein is or should be construed as: (a) an admission as to the validity of any claim against the Debtors or the existence of any lien against the Debtors' property; (b) a waiver of the Debtors' rights to dispute any claim or lien on any grounds; (c) a promise to pay any claim; (d) an implication or admission that any particular claim would constitute an allowed claim; (e) an assumption or rejection of any executory contract or unexpired lease pursuant to Section 363 of the Bankruptcy Code; (f) a waiver of any rights, claims, causes of action and defenses the Debtors have or may have related to Eversource; or (g) a limitation on the Debtors' rights under Section 365 of the Bankruptcy Code to assume or reject any executory contract with any party subject to the Proposed Orders once entered. Nothing contained herein shall be deemed to increase, reclassify, elevate to an administrative expense status, or otherwise affect any claim to the extent it is not paid.
4. Eversource is hereby ordered to cooperate immediately with the Debtors to execute any and all forms and take any other action necessary to transfer the Lead Participant or Lead Market Participant role for Berlin's participation in ISO New England ("ISO-NE") as both an energy and a capacity resource to a new Lead Market Participant of Berlin's choosing, including but not limited to executing ISO-NE's Resource Lead Market Participant Change Request form and arranging for transfer of the Lead Participant listed for Berlin within ISO-NE's online Customer and Asset Management System, and cooperating with Berlin and ISO-NE to effect such transfer.

5. Within two business days of receipt of any revenue received on behalf of the Debtors in its role as Lead Market Participant, Eversource shall remit such amounts to the estates in full.

6. ISO-NE and all applicable government authorities are authorized to take all actions necessary to effectuate the relief granted pursuant to this Final Order in accordance with the Motion. And to the extent provided by Bankruptcy Code section 525, no governmental unit (as defined in Bankruptcy Code section 101(27)) may “deny, revoke, suspend, or refuse to renew a license, permit, charter, franchise, or other similar grant” to the Debtors, or any person associated with the Debtors, based on these Chapter 11 Cases.

7. The requirements set forth in Rule 6004(a) of the Bankruptcy Rules are hereby waived.

8. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Final Order in accordance with the Motion.

9. This Final Order is effective immediately upon its entry.

10. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Final Order.

EXHIBIT C

(Interim Blackline)

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

In re

Chapter 11

BURGESS BIOPOWER, LLC, *et al.*¹

Case No. 24-10235 (LSS)

Debtors.

(~~Joint Administration Requested~~Jointly
Administered)

Ref. Dkt. No. ~~---~~18, 42

**INTERIM ORDER ON THE MOTION OF THE DEBTORS FOR AN ORDER
(I) APPROVING ENTRY INTO A NEW LEAD MARKET PARTICIPANT
AGREEMENT AND (II) GRANTING RELATED RELIEF**

Upon the *Motion of the Debtors for Interim and Final Orders (I) Approving Entry into a New Lead Market Participant Agreement and (II) Granting Related Relief* (the “Motion”);² and upon the *Declaration of Dean Vomero Pursuant to 28 U.S.C. § 1746 in Support of the Debtors’ Chapter 11 Petitions and First Day Pleadings*; and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (c) venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; (d) an interim hearing has been held on the Motion following proper notice in accordance with Bankruptcy Rules 2002, 4001(b), (c), and (d), and all applicable Local Rules; (e) all objections, if any, to the interim relief set forth at the hearing having been withdrawn, resolved, or overruled

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by the Court; and (f) it appearing that approval of the interim relief is necessary for the Debtors and their estates pending a final Hearing on the Motion (“Final Hearing”), and is otherwise is fair and reasonable and in the best interests of the Debtors, their estates, and all parties in interest, and is essential for the continued operation of the Debtors’ businesses and the maximization of the value of the Debtors’ assets, and good cause appearing therefor; it is hereby

ORDERED THAT:

1. The Motion is GRANTED on an interim basis, as set forth herein.
2. The Debtors are authorized to enter into a Lead Market Participant Services agreement with CS Berlin Ops or such other party consented to by the Senior Secured Noteholders and DIP Lenders in substantially the form of the Agreement attached to the Motion as **Exhibit C** (the “Agreement”) and to sell their Products (as defined in the PPA) in and on any available market, notwithstanding any provisions of the PPA, until this Court adjudicates the Motion on a final basis.
3. Public Service Company of New Hampshire, doing business as Eversource Energy (“Eversource”), is hereby ordered to cooperate immediately with the Debtors to effectuate the transfer of the Lead Market Participant, including without limitation by completing and executing any and all forms and taking any other action necessary to transfer the Lead Market Participant role for Berlin’s participation in ISO-NE as both an energy and a capacity resource to the new Lead Market Participant under the Agreement, including but not limited to executing the Resource Lead Market Participant Change Request form of ISO-NE and arranging for transfer of the Lead Market Participant listed for Berlin within ISO-NE’s online Customer and Asset Management System, and cooperating with Berlin and ISO-NE to effect such transfer.

4. Immediately and not later than one business day after receiving service of this Order, Eversource shall confirm in writing (email being sufficient) to the Debtors that it has executed and submitted ISO-NE's Resource Lead Market Participant Change Request form.

5. To the extent Eversource receives any revenue on behalf of the Debtors in its role as Lead Market Participant, Eversource shall hold those funds in a segregated account pending further order of this Court.

6. ISO-NE and all applicable government authorities are authorized to take all actions necessary to effectuate the relief granted pursuant to this Interim Order in accordance with the Motion. And to the extent provided by Bankruptcy Code section 525, no governmental unit (as defined in Bankruptcy Code section 101(27)) may "deny, revoke, suspend, or refuse to renew a license, permit, charter, franchise, or other similar grant" to the Debtors, or any ~~individuals or entities~~person associated with the Debtors, based on these Chapter 11 Cases ~~or the any of the relief ordered by this Court.~~

7. Nothing contained herein is or should be construed as: (a) an admission as to the validity of any claim against the Debtors or the existence of any lien against the Debtors' property; (b) a waiver of the Debtors' rights to dispute any claim or lien on any grounds; (c) a promise to pay any claim; (d) an implication or admission that any particular claim would constitute an allowed claim; (e) an assumption or rejection of any executory contract or unexpired lease pursuant to Section 363 of the Bankruptcy Code; (f) a waiver of any rights, claims, causes of action and defenses the Debtors have or may have related to Eversource; or (g) a limitation on the Debtors' rights under Section 365 of the Bankruptcy Code to assume or reject any executory contract with any party subject to the Proposed Orders once entered. Nothing

contained herein shall be deemed to increase, reclassify, elevate to an administrative expense status, or otherwise affect any claim to the extent it is not paid.

8. The requirements set forth in Rule 6004(a) of the Bankruptcy Rules are hereby waived.

9. The requirements set forth in Rule 6003(b) of the Bankruptcy Rules are satisfied because the relief set forth in this Interim Order is necessary to avoid immediate and irreparable harm.

10. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Interim Order in accordance with the Motion.

11. This Interim Order is effective immediately upon its entry.

12. The hearing to consider entry of an order granting the relief requested in the Motion on a final basis shall be held **on _____, 2024 at _____ (prevailing Eastern Time)**. Any objections or responses to the entry of a final order on the Motion shall be filed on or **before 4:00 p.m. (prevailing Eastern Time) on _____, 2024** and shall be served on:

(a) the Debtors, c/o CS Operations, Inc., 631 US Hwy 1, #300, North Palm Beach, FL 33408, Attn: Dean Vomero; (b) Foley Hoag, 1301 Avenue of the Americas, 25th Floor, New York, New York 10019, Attn: Alison Bauer, Esq. (abauer@foleyhoag.com) and Jiun-Wen Bob Teoh, Esq. (jteoh@foleyhoag.com), and 155 Seaport Boulevard, Boston, Massachusetts 02210, Attn: Kenneth S. Leonetti, Esq. (ksl@foleyhoag.com); (c) Gibbons, P.C., 300 Delaware Ave., Suite 1015, Wilmington, Delaware 19801, Attn: Chantelle D. McClamb, Esq. (cmclamb@gibbonslaw.com), and One Gateway Plaza, Newark, New Jersey, 07102, Attn: Robert K. Malone, Esq. (rmalone@gibbonslaw.com); (d) the Office of the United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware; 19801, Attn: Jane M. Leamy,

Esq. (jane.m.leamy@usdoj.gov); (e) counsel to the DIP Lenders and the Senior Secured Noteholders, Greenberg Traurig, LLP, One International Place, Suite 2000, Boston, MA 02110, Attn: Julia Frost-Davies (julia.frostdavies@gtlaw.com), and 222 Delaware Avenue, Suite 1600, Wilmington, Delaware 19801, Attn: Dennis Meloro (melorod@gtlaw.com); and (f) counsel to any statutory committee appointed in these Chapter 11 cases. In the event no objections to entry of the Final Order on the Motion are timely received, this Court may enter such Final Order without need for the Final Hearing.

13. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Interim Order.

Summary report:	
Litera Compare for Word 11.3.0.46 Document comparison done on 2/19/2024 4:56:33 PM	
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Intelligent Table Comparison: Active	
Original DMS: iw://work.foleyhoag.com/FOLEYHOAGUS/11871778/1	
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Delete	6
Move From	0
Move To	0
Table Insert	0
Table Delete	0
Table moves to	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	12

EXHIBIT D

(Final Blackline)

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

In re	Chapter 11
BURGESS BIOPOWER, LLC, <i>et al.</i> ¹	Case No. 24-10235 (LSS)
Debtors.	(Joint Administration Requested <u>Jointly Administered</u>)
	Ref. Dkt. No. 18 <u>18, 42</u>

**FINAL ORDER (I) APPROVING ENTRY INTO NEW
LEAD MARKET PARTICIPANT AGREEMENT
AND (II) GRANTING RELATED RELIEF**

Upon the *Debtors' Motion for Interim and Final Orders (I) Approving Entry into a New Lead Market Participant Agreement and (II) Granting Related Relief* (the "Motion");² and upon the *Declaration of Dean Vomero Pursuant to 28 U.S.C. § 1746 in Support of the Debtors' Chapter 11 Petitions and First Day Pleadings*; and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (c) the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and (d) the Court may enter a final order consistent with Article III of the United States Constitution; and upon the record herein; and after due deliberation thereon;

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

and it appearing that sufficient notice of the Motion has been given and that no other further notice is necessary; and good cause appearing therefor; it is hereby

ORDERED THAT:

1. The Motion is GRANTED on a final basis, as set forth herein.
2. The Debtors are authorized in their sole discretion to enter into a new Lead Market Participant agreement and to sell their Products (as defined in the PPA) in and on any available market, notwithstanding any provisions of the PPA.
3. Nothing contained herein is or should be construed as: (a) an admission as to the validity of any claim against the Debtors or the existence of any lien against the Debtors' property; (b) a waiver of the Debtors' rights to dispute any claim or lien on any grounds; (c) a promise to pay any claim; (d) an implication or admission that any particular claim would constitute an allowed claim; (e) an assumption or rejection of any executory contract or unexpired lease pursuant to Section 363 of the Bankruptcy Code; (f) a waiver of any rights, claims, causes of action and defenses the Debtors have or may have related to Eversource; or (g) a limitation on the Debtors' rights under Section 365 of the Bankruptcy Code to assume or reject any executory contract with any party subject to the Proposed Orders once entered. Nothing contained herein shall be deemed to increase, reclassify, elevate to an administrative expense status, or otherwise affect any claim to the extent it is not paid.
4. Eversource is hereby ordered to cooperate immediately with the Debtors to execute any and all forms and take any other action necessary to transfer the Lead Participant or Lead Market Participant role for Berlin's participation in ISO New England ("ISO-NE") as both an energy and a capacity resource to a new Lead Market Participant of Berlin's choosing, including but not limited to executing ISO-NE's Resource Lead Market Participant Change

Request form and arranging for transfer of the Lead Participant listed for Berlin within ISO-NE's online Customer and Asset Management System, and cooperating with Berlin and ISO-NE to effect such transfer.

5. Within two business days of receipt of any revenue received on behalf of the Debtors in its role as Lead Market Participant, Eversource shall remit such amounts to the estates in full.

6. ISO-NE and all applicable government authorities are authorized to take all actions necessary to effectuate the relief granted pursuant to this Final Order in accordance with the Motion. And to the extent provided by Bankruptcy Code section 525, no governmental unit (as defined in Bankruptcy Code section 101(27)) may "deny, revoke, suspend, or refuse to renew a license, permit, charter, franchise, or other similar grant" to the Debtors, or any ~~individuals or entities~~person associated with the Debtors, based on these Chapter 11 Cases ~~or the any of the relief ordered by this Court.~~

7. The requirements set forth in Rule 6004(a) of the Bankruptcy Rules are hereby waived.

8. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Final Order in accordance with the Motion.

9. This Final Order is effective immediately upon its entry.

10. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Final Order.

Summary report:	
Litera Compare for Word 11.3.0.46 Document comparison done on 2/19/2024 4:58:35 PM	
Style name: Default Style	
Intelligent Table Comparison: Active	
Original DMS: iw://work.foleyhoag.com/FOLEYHOAGUS/11871779/1	
Modified DMS: iw://work.foleyhoag.com/FOLEYHOAGUS/11871780/1	
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Delete	6
Move From	0
<u>Move To</u>	0
<u>Table Insert</u>	0
Table Delete	0
<u>Table moves to</u>	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	11