

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

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In re:	)	Chapter 11
	)	
VERTEX ENERGY, INC.,	)	Case No. 24-90507 (CML)
	)	
Debtor.	)	
	)	
Tax I.D. No. 94-3439569	)	
	)	
In re:	)	Chapter 11
	)	
BANGO OIL LLC,	)	Case No. 24-90508 (CML)
	)	
Debtor.	)	
	)	
Tax I.D. No. 20-3898855	)	
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In re:	)	Chapter 11
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CEDAR MARINE TERMINALS, LP,	)	Case No. 24-90509 (CML)
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Debtor.	)	
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Tax I.D. No. 33-1119617	)	
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In re:	)	Chapter 11
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CROSSROAD CARRIERS, L.P.,	)	Case No. 24-90510 (CML)
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Debtor.	)	
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Tax I.D. No. 68-0655641	)	
	)	
In re:	)	Chapter 11
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CRYSTAL ENERGY, LLC,	)	Case No. 24-90511 (CML)
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Debtor.	)	
	)	
Tax I.D. No. 81-3789327	)	



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In re:	)	
H&H OIL, L.P.,	)	Chapter 11
	)	
Debtor.	)	Case No. 24-90512 (CML)
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Tax I.D. No. 26-0678070	)	
	)	
In re:	)	Chapter 11
HPRM LLC,	)	
	)	Case No. 24-90513 (CML)
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Debtor.	)	
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Tax I.D. No. 83-3670623	)	
	)	
In re:	)	Chapter 11
TENSILE-HEARTLAND ACQUISITION CORPORATION,	)	
	)	Case No. 24-90514 (CML)
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Debtor.	)	
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Tax I.D. No. 84-2360638	)	
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In re:	)	Chapter 11
TENSILE-MYRTLE GROVE ACQUISITION CORPORATION,	)	
	)	Case No. 24-90515 (CML)
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Debtor.	)	
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Tax I.D. No. 84-2375079	)	
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In re:	)	Chapter 11
VERTEX ACQUISITION SUB, LLC,	)	
	)	Case No. 24-90516 (CML)
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Debtor.	)	
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Tax I.D. No. 46-0848130	)	

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In re:	)	Chapter 11
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VERTEX ENERGY OPERATING, LLC,	)	Case No. 24-90506 (CML)
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Tax I.D. No. 46-5235228	)	
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VERTEX II GP, LLC,	)	Case No. 24-90521 (CML)
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Tax I.D. No. 46-0867237	)	
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In re:	)	Chapter 11
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VERTEX MARINE FUEL SERVICES LLC,	)	Case No. 24-90518 (CML)
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Tax I.D. No. 88-3991565	)	
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In re:	)	Chapter 11
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VERTEX MERGER SUB, LLC,	)	Case No. 24-90519 (CML)
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Debtor.	)	
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Tax I.D. No. 94-3439569	)	
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In re:	)	
VERTEX RECOVERY MANAGEMENT, LLC,	)	Chapter 11
Debtor.	)	
Tax I.D. No. 47-4736381	)	Case No. 24-90520 (CML)
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In re:	)	Chapter 11
VERTEX RECOVERY, L.P.,	)	
Debtor.	)	Case No. 24-90517 (CML)
Tax I.D. No. 81-0562942	)	
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In re:	)	Chapter 11
VERTEX REFINING ALABAMA LLC,	)	
Debtor.	)	Case No. 24-90522 (CML)
Tax I.D. No. 38-4179507	)	
	)	
In re:	)	Chapter 11
VERTEX REFINING LA, LLC,	)	
Debtor.	)	Case No. 24-90523 (CML)
Tax I.D. No. 46-5101732	)	
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In re:	)	Chapter 11
VERTEX REFINING MYRTLE GROVE LLC,	)	
Debtor.	)	Case No. 24-90524 (CML)
Tax I.D. No. 83-3714295	)	

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In re:	)	Chapter 11
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VERTEX REFINING NV, LLC,	)	Case No. 24-90525 (CML)
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Tax I.D. No. 46-5117656	)	
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In re:	)	Chapter 11
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VERTEX REFINING TEXAS LLC,	)	Case No. 24-90526 (CML)
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Tax I.D. No. 92-0270847	)	
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In re:	)	Chapter 11
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VERTEX RENEWABLES ALABAMA LLC,	)	Case No. 24-90527 (CML)
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Tax I.D. No. 88-4363896	)	
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In re:	)	Chapter 11
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VERTEX RENEWABLES LLC,	)	Case No. 24-90528 (CML)
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Tax I.D. No. 92-1258314	)	
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In re:	)	Chapter 11
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VERTEX SPLITTER CORPORATION,	)	Case No. 24-90529 (CML)
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Debtor.	)	
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Tax I.D. No. 84-2358505	)	
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**DEBTORS' EMERGENCY MOTION FOR ENTRY  
OF AN ORDER (I) DIRECTING JOINT ADMINISTRATION  
OF THE DEBTORS' CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

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**Emergency relief has been requested. Relief is requested not later than 12:30 p.m. (prevailing Central Time) on September 25, 2024.**

**If you object to the relief requested or you believe that emergency consideration is not warranted, you must appear at the hearing if one is set, or file a written response prior to the date that relief is requested in the preceding paragraph. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.**

**A hearing will be conducted on this matter on September 25, 2024, at 12:30 p.m. (prevailing Central Time) in Courtroom 401, 4th floor, 515 Rusk Street, Houston, Texas 77002. Participation at the hearing will only be permitted by an audio and video connection.**

**Audio communication will be by use of the Court's dial-in facility. You may access the facility at (832) 917-1510. Once connected, you will be asked to enter the conference room number. Judge Lopez's conference room number is 590153. Video communication will be by use of the GoToMeeting platform. Connect via the free GoToMeeting application or click the link on Judge Lopez's homepage. The meeting code is "JudgeLopez". Click the settings icon in the upper right corner and enter your name under the personal information setting.**

**Hearing appearances must be made electronically in advance of both electronic and in-person hearings. To make your appearance, click the "Electronic Appearance" link on Judge Lopez's homepage. Select the case name, complete the required fields, and click "Submit" to complete your appearance.**

The above-captioned debtors and debtors in possession (collectively, the "Debtors") state as follows in support of this motion (this "Motion"): <sup>1</sup>

**Relief Requested**

1. The Debtors seek entry of an order, substantially in the form attached hereto (the "Order"), (a) directing procedural consolidation and joint administration of these chapter 11 cases and (b) granting related relief. Specifically, the Debtors request that the United States Bankruptcy Court for the Southern District of Texas (the "Court") maintain one file and one

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<sup>1</sup> A description of the Debtors, their businesses, and the facts and circumstances supporting this Motion and the Debtors' chapter 11 cases are set forth in greater detail in the *Declaration of R. Seth Bullock, Chief Restructuring Officer of Vertex Energy, Inc., in Support of the Debtors' Chapter 11 Petitions and First Day Motions* (the "First Day Declaration"), filed contemporaneously herewith and incorporated by reference herein. Capitalized terms used but not otherwise defined in this Motion shall have the meanings ascribed to them in the First Day Declaration.

In re:	)	
	)	Chapter 11
	)	
VERTEX ENERGY, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 24-90507 (CML)
	)	
Debtors.	)	(Jointly Administered)
	)	

2. The Debtors further request that the Court order that the foregoing caption satisfies the requirements set forth in section 342(c)(1) of title 11 of the United States Code (the “Bankruptcy Code”).

3. The Debtors also request that a docket entry, substantially similar to the following, be entered on the docket of each of the Debtors, other than Vertex Energy, Inc., to reflect the joint administration of these chapter 11 cases:

An order has been entered in accordance with rule 1015(b) of the Federal Rules of Bankruptcy Procedure and rule 1015-1 of the Bankruptcy Local Rules for the Southern District of Texas directing joint administration of the chapter 11 cases of: Vertex Energy, Inc., Case No. 24-90507 (CML); Bango Oil LLC, Case No. 24-90508 (CML); Cedar Marine Terminals, LP, Case No. 24-90509 (CML); Crossroad Carriers, L.P., Case No. 24-90510 (CML); Crystal Energy, LLC, Case No. 24-90511 (CML); H&H Oil, L.P., Case No. 24-90512 (CML); HPRM LLC, Case No. 24-90513 (CML); Tensile-Heartland Acquisition Corporation, Case No. 24-90514 (CML); Tensile-Myrtle Grove Acquisition Corporation, Case No. 24-90515 (CML); Vertex Acquisition Sub, LLC, Case No. 24-90516 (CML); Vertex Energy Operating, LLC, Case No. 24-90506 (CML); Vertex II GP, LLC, Case No. 24-90521 (CML); Vertex Marine Fuel Services LLC, Case No. 24-

90518 (CML); Vertex Merger Sub, LLC, Case No. 24-90519 (CML); Vertex Recovery Management, LLC, Case No. 24-90520 (CML); Vertex Recovery, L.P., Case No. 24-90517 (CML); Vertex Refining Alabama LLC, Case No. 24-90522 (CML); Vertex Refining LA, LLC, Case No. 24-90523 (CML); Vertex Refining Myrtle Grove LLC, Case No. 24-90524 (CML); Vertex Refining NV, LLC, Case No. 24-90525 (CML); Vertex Refining Texas LLC, Case No. 24-90526 (CML); Vertex Renewables Alabama LLC, Case No. 24-90527 (CML); Vertex Renewables LLC, Case No. 24-90528 (CML); Vertex Splitter Corporation, Case No. 24-90529 (CML). **All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 24-90507 (CML).**

### **Jurisdiction and Venue**

4. The Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the *Amended Order of Reference to Bankruptcy Judges*, dated May 24, 2012, from the United States District Court for the Southern District of Texas. This is a core proceeding pursuant to 28 U.S.C. § 157(b). The Debtors confirm their consent to the Court's entry of a final order in connection with this Motion.

5. Venue is proper pursuant to 28 U.S.C. § 1408.

6. The bases for the relief requested herein are sections 105(a) and 342(c) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), rules 1015-1 and 9013-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “Bankruptcy Local Rules”), and the *Procedures for Complex Cases in the Southern District of Texas* (the “Complex Case Procedures”).

### **Background**

7. On the date hereof (the “Petition Date”), each Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the



Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases and no official committees have been appointed or designated.

### **Basis for Relief**

8. Bankruptcy Rule 1015(b) provides, in pertinent part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015. The Debtor entities that commenced these chapter 11 cases are “affiliates,” as that term is defined in section 101(2) of the Bankruptcy Code, of Debtor Vertex Energy Operating, LLC (“Vertex Energy Operating”). Vertex Energy Operating, the first entity to file a petition in these chapter 11 cases, was formed in Texas in 2014 and has maintained a registered office in Texas since its formation. The Bankruptcy Code and Bankruptcy Rules authorize the Court to grant the relief requested herein. Bankruptcy Local Rule 1015-1 provides additional authority for the Court to order joint administration of these chapter 11 cases. *See* BLR 1015-1 (stating the procedure for filing motions and proposed orders for joint administration). The Debtors have filed this Motion in compliance with the Bankruptcy Local Rules.

9. Joint administration of these chapter 11 cases for procedural purposes only is appropriate in the Debtors’ cases. Given the integrated nature of the Debtors’ operations, joint administration will provide significant administrative convenience without harming the substantive rights of any party in interest. Many of the motions, hearings, and orders in these chapter 11 cases will affect each Debtor entity. The entry of an order directing joint administration of these chapter 11 cases will reduce fees and costs by avoiding duplicative filings and objections. Joint administration will also allow the Office of the United States Trustee for the Southern District of Texas (the “U.S. Trustee”) and all parties in interest to monitor these chapter 11 cases with greater ease and efficiency.

10. Joint administration will not adversely affect the Debtors' respective constituencies because this Motion seeks only administrative, not substantive, consolidation of the Debtors' estates. Parties in interest will not be harmed by the relief requested, but instead will benefit from the cost reductions associated with the joint administration of these chapter 11 cases. The joint administration of these chapter 11 cases is in the best interests of the Debtors' estates, their creditors, and all other parties in interest.

11. Courts in this jurisdiction routinely grant relief similar to the relief requested in this Motion. *See, e.g., In re Digital Media Solutions, Inc.*, No. 24-90468 (ARP) (Bankr. S.D. Tex. Sept. 12, 2024) (directing joint administration of chapter 11 cases); *In re SmileDirectClub, Inc.*, No. 23-90786 (CML) (Bankr. S.D. Tex. Oct. 2, 2023) (same); *In re Genesis Care Pty Ltd.*, No. 23-90614 (DRJ) (Bankr. S.D. Tex. June 1, 2023) (same); *In re Benefytt Techs., Inc.*, No. 23-90566 (CML) (Bankr. S.D. Tex. May 23, 2023) (same); *In re Envision Healthcare Corp.*, No. 23-90342 (CML) (Bankr. S.D. Tex. May 15, 2023) (same).

### **Emergency Consideration**

12. The Debtors request emergency consideration of this Motion pursuant to Bankruptcy Rule 6003, which empowers a court to grant relief within the first twenty-one (21) days after the commencement of a chapter 11 case "to the extent that relief is necessary to avoid immediate and irreparable harm," and Bankruptcy Local Rule 9013-1(i). This Motion requests relief from procedural rules and requirements that pertain to matters of immediate significance or which involve deadlines sooner than twenty-one (21) days after the commencement of these chapter 11 cases. The relief will save costs and avoid undue administrative burden and confusion only if granted immediately. The Debtors have satisfied the "immediate and irreparable harm" standard of Bankruptcy Rule 6003 and request that the Court approve the relief requested in this Motion on an emergency basis.

**Notice**

13. The Debtors will provide notice of this Motion to the following parties or their respective counsel: (a) the U.S. Trustee; (b) the holders of the thirty (30) largest unsecured claims against the Debtors (on a consolidated basis); (c) counsel to the Consenting Term Loan Lenders; (d) the agent under the Debtors' Term Loan Facility, and counsel thereto; (e) the agent under the Debtors' DIP Facility and counsel thereto; (f) counsel to Macquarie; (g) the United States Attorney's Office for the Southern District of Texas; (h) the Internal Revenue Service; (i) the United States Securities and Exchange Commission; (j) the state attorneys general for states in which the Debtors conduct business; and (k) any party that has requested notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, no other or further notice need be given.

*[Remainder of page intentionally left blank]*

The Debtors request that the Court enter the Order granting the relief requested herein  
and such other relief as the Court deems appropriate under the circumstances.

Houston, Texas  
September 24, 2024

/s/ Jason G. Cohen

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**BRACEWELL LLP**

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Jonathan L. Lozano (TX Bar No. 24121570)  
711 Louisiana Street, Suite 2300  
Houston, Texas 77002  
Telephone: (713) 223-2300  
Facsimile: (800) 404-3970  
Email: jason.cohen@bracewell.com  
jonathan.lozano@bracewell.com

-and-

Mark E. Dendinger (*pro hac vice* pending)  
31 W. 52nd Street, Suite 1900  
New York, NY 10019  
Telephone: (212) 508-6100  
Facsimile: (800) 404-3970  
Email: mark.dendinger@bracewell.com

*Proposed Co-Counsel to the Debtors  
and Debtors in Possession*

**KIRKLAND & ELLIS LLP**

**KIRKLAND & ELLIS INTERNATIONAL LLP**

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-and-

**KIRKLAND & ELLIS LLP**

**KIRKLAND & ELLIS INTERNATIONAL LLP**

John R. Luze (*pro hac vice* pending)  
Rachael M. Bentley (*pro hac vice* pending)  
333 West Wolf Point Plaza  
Chicago, Illinois 60654  
Telephone: (312) 862-2000  
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Email: john.luze@kirkland.com  
rachael.bentley@kirkland.com

*Proposed Co-Counsel to the Debtors  
and Debtors in Possession*

**Certificate of Accuracy**

I certify that the foregoing statements are true and accurate to the best of my knowledge.  
This statement is being made pursuant to Bankruptcy Local Rule 9013-1(i).

/s/ Jason G. Cohen

Jason G. Cohen

**Certificate of Service**

I certify that on September 24, 2024, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Jason G. Cohen

Jason G. Cohen

**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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VERTEX ENERGY, INC.,	)	Case No. 24-90507 (CML)
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Tax I.D. No. 94-3439569	)	
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BANGO OIL LLC,	)	Case No. 24-90508 (CML)
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VERTEX SPLITTER CORPORATION,	)	Case No. 24-90529 (CML)
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Tax I.D. No. 84-2358505	)	
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**ORDER (I) DIRECTING JOINT ADMINISTRATION  
OF THE DEBTORS' CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

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Upon the emergency motion (the “Motion”)<sup>1</sup> of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”) (a) directing the joint administration of the Debtors’ chapter 11 cases for procedural purposes only and (b) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. § 1408; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and this Court having found that the Debtors’ notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the “Hearing”); and this 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 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 above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by this Court under the case of Vertex Energy, Inc, Case

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<sup>1</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

No. 24-90507 (CML). All of the jointly administered cases are assigned to Judge Christopher M. Lopez.

2. Additionally, the following checked items are ordered:

- a. ☒ One disclosure statement and plan of reorganization may be filed for all of the cases by any plan proponent.
- b. ☒ Parties may request joint hearings on matters pending in any of the jointly administered cases.
- c. ☒ Other: See below.

3. The caption of the jointly administered cases will read as follows:

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

In re:	)	
	)	Chapter 11
VERTEX ENERGY, INC., <i>et al.</i> , <sup>1</sup>	)	
	)	Case No. 24-90507 (CML)
Debtors.	)	
	)	(Jointly Administered)
	)	

<sup>1</sup> A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://www.veritaglobal.net/vertex>. The location of Debtor Vertex Energy, Inc.'s corporate headquarters and the Debtors' service address in these chapter 11 cases is 1331 Gemini Street Suite 250, Houston, Texas 77058.

4. The foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

5. A docket entry, substantially similar to the following, shall be entered on the dockets of each of the Debtors, other than Vertex Energy, Inc., to reflect the joint administration of these chapter 11 cases:

An order has been entered in accordance with rule 1015(b) of the Federal Rules of Bankruptcy Procedure and rule 1015-1 of the Bankruptcy Local Rules for the Southern District of Texas directing joint administration of the chapter 11 cases

of: Vertex Energy, Inc., Case No. 24-90507 (CML); Bango Oil LLC, Case No. 24-90508 (CML); Cedar Marine Terminals, LP, Case No. 24-90509 (CML); Crossroad Carriers, L.P., Case No. 24-90510 (CML); Crystal Energy, LLC, Case No. 24-90511 (CML); H&H Oil, L.P., Case No. 24-90512 (CML); HPRM LLC, Case No. 24-90513 (CML); Tensile-Heartland Acquisition Corporation, Case No. 24-90514 (CML); Tensile-Myrtle Grove Acquisition Corporation, Case No. 24-90515 (CML); Vertex Acquisition Sub, LLC, Case No. 24-90516 (CML); Vertex Energy Operating, LLC, Case No. 24-90506 (CML); Vertex II GP, LLC, Case No. 24-90521 (CML); Vertex Marine Fuel Services LLC, Case No. 24-90518 (CML); Vertex Merger Sub, LLC, Case No. 24-90519 (CML); Vertex Recovery Management, LLC, Case No. 24-90520 (CML); Vertex Recovery, L.P., Case No. 24-90517 (CML); Vertex Refining Alabama LLC, Case No. 24-90522 (CML); Vertex Refining LA, LLC, Case No. 24-90523 (CML); Vertex Refining Myrtle Grove LLC, Case No. 24-90524 (CML); Vertex Refining NV, LLC, Case No. 24-90525 (CML); Vertex Refining Texas LLC, Case No. 24-90526 (CML); Vertex Renewables Alabama LLC, Case No. 24-90527 (CML); Vertex Renewables LLC, Case No. 24-90528 (CML); Vertex Splitter Corporation, Case No. 24-90529 (CML). **All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case 24-90507 (CML).**

6. The Debtors shall maintain, and the Clerk of the Court shall keep, one consolidated docket, one file, and one consolidated service list for these chapter 11 cases.

7. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of these chapter 11 cases, and this Order shall be without prejudice to the rights of the Debtors to seek entry of an order substantively consolidating their respective cases.

8. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion, and the requirements of the Bankruptcy Rules and the Bankruptcy Local Rules are satisfied by such notice.

9. The Debtors and the Clerk of the Court are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

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

Dated: \_\_\_\_\_, 2024

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CHRISTOPHER M. LOPEZ  
UNITED STATES BANKRUPTCY JUDGE