

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

In re

VWS Holdco, Inc., *et al.*,

Debtors.¹

Chapter 11

Case No. 25-10979 (JKS)

Jointly Administered

Re: D.I. 5

**CERTIFICATE OF COUNSEL REGARDING DEBTORS' MOTION FOR ENTRY OF
INTERIM AND FINAL ORDERS (I) AUTHORIZING THE DEBTORS TO (A)
CONTINUE TO USE THEIR CASH MANAGEMENT SYSTEM AND (B) CONTINUE
TO USE EXISTING PAYMENT METHODS; (II) AUTHORIZING THE DEBTORS TO
MAINTAIN AND CONTINUE TO USE EXISTING BUSINESS FORMS WITHOUT
REFERENCE TO THEIR STATUS AS DEBTORS IN POSSESSION; (III)
SCHEDULING A FINAL HEARING; AND (IV) GRANTING RELATED RELIEF**

The above-captioned debtors and debtors in possession (the "Debtors") hereby certify as follows:

1. On June 1, 2025, the Debtors filed the *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue to use their Cash Management System and (B) Continue to use Existing Payment Methods; (II) Authorizing the Debtors to Maintain and Continue to Use Existing Business Forms Without Reference to their Status as Debtors in Possession; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief* [D.I. 5] (the "Motion"). Attached to the Motion as Exhibit A thereto was a copy of the proposed *Interim Order (I) Authorizing the Debtors to (A) Continue to Use their Cash Management System and (B) Continue to Use Existing Payment Methods; (II) Authorizing the Debtors to Maintain and Continue to Use Existing Business Forms without Reference to their Status as Debtors in*

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification numbers are as follows: VWS Holdco, Inc. (5412) and Shoosmith Bros., Inc. (6914). The Debtors' mailing address is P.O. Box 2770, Chesterfield, VA 23832.



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Possession; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief (the “Proposed Interim Order”).

2. On June 3, 2025, the Court held the “first day” hearing (the “First Day Hearing”) in the above-captioned 11 cases. At the First Day Hearing, the Court approved the Motion, on interim basis, and indicated that it would enter the Proposed Interim Order, subject to certain revisions being made thereto and being submitted to the Bankruptcy Court under certificate of counsel.

3. Attached hereto as **Exhibit A** is a revised proposed form of order approving the Motion on an interim basis (the “Revised Proposed Interim Order”), which reflects discussions and resolutions consistent with the record made at the First Day Hearing. For the convenience of the Court and all parties in interest, a blackline of the Revised Proposed Order marked against the Proposed Interim Order is attached hereto as **Exhibit B**.

WHEREFORE, the Debtors respectfully request that the Court enter the Revised Proposed Interim Order substantially in the form attached hereto as **Exhibit A** at its earliest convenience.

Dated: June 3, 2025
Wilmington, Delaware

PASHMAN STEIN WALDER HAYDEN, P.C.

/s/ Richard W. Riley

John W. Weiss (No. 4160)
Richard W. Riley (No. 4052)
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-and-

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Proposed Counsel to the Debtors and Debtors in Possession

Exhibit A

Revised Proposed Interim Order

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

In re

VWS Holdco, Inc., *et al.*,

Debtors.¹

Chapter 11

Case No. 25-10979 (JKS)

Jointly Administered

Related to D.I. 5

**INTERIM ORDER (I) AUTHORIZING THE DEBTORS TO (A) CONTINUE TO USE
THEIR CASH MANAGEMENT SYSTEM AND (B) CONTINUE TO USE EXISTING
PAYMENT METHODS; (II) AUTHORIZING THE DEBTORS TO MAINTAIN AND
CONTINUE TO USE EXISTING BUSINESS FORMS WITHOUT REFERENCE TO
THEIR STATUS AS DEBTORS IN POSSESSION; (III) SCHEDULING A FINAL
HEARING; AND (IV) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an interim order (this “Interim Order”) and final order pursuant to sections 105(a) and 363(c)(1) of the Bankruptcy Code, Bankruptcy Rules 6003 and 6004, and Local Rule 9013-l(m): (i) authorizing the Debtors to (a) continue to use their Cash Management System; (b) continue to use existing payment and collection methods including, without limitation, the Bank Accounts and the Investment Account; (ii) authorizing the Debtors to maintain and continue to use existing Business Forms without reference to their status as debtors in possession; (iii) scheduling a Final Hearing to consider entry of the Proposed Final Order, to the extent necessary; and (iv) granting related relief, all as more fully described in the Motion; and upon consideration of the First Day Declaration; and due and sufficient notice of the Motion having been given under the circumstances; and it appearing that no other or further notice need be

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

provided under the circumstances; and it appearing that the relief requested by this Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and after due deliberation and sufficient 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, consistent with this Interim Order, to continue to use their Cash Management System, including the Bank Accounts and the Investment Account, in the ordinary course of business and to implement any other ordinary course changes to the Cash Management System as the Debtors deem necessary or appropriate.
3. The Debtors (i) are authorized to continue to use all Bank Accounts and the Investment Account with existing account numbers, (ii) need not comply with the requirement to establish separate accounts for cash collateral and/or tax payments set forth in the U.S. Trustee Operating Guidelines, including, without limitation, the requirement to establish separate accounts for cash collateral and/or tax payments, (iii) are authorized to treat the Bank Accounts and the Investment Account for all purposes as accounts of the Debtors as debtors in possession, (iv) are authorized to deposit funds in and withdraw funds from the Bank Accounts and the Investment Account by all usual means, including, without limitation, by check, EFT, and other methods, and (v) are authorized to otherwise perform their obligations under the documents governing the Bank Accounts and the Investment Account.
4. The Debtors are authorized to use, in their present form, all Business Forms and other documents related to the Bank Accounts and the Investment Account, without reference to their status as debtor in possession; *provided, however*, that once the Debtors' existing checks have been used, the Debtors shall, when reordering checks, require the designation "Debtors in

Possession” and the corresponding bankruptcy case number on all checks; *provided further, however,* that with respect to any checks which the Debtors may print itself, the Debtors shall begin printing “Debtor in Possession” or “DIP” and the case number for the Chapter 11 Cases on such items within ten (10) days of the date of the entry of this Interim Order.

5. The Debtors are authorized to open new bank accounts or close any Bank Accounts as they may deem necessary and appropriate in their sole discretion without further order of this Court; *provided, however,* that the Debtors shall provide the U.S. Trustee and any official committee appointed in the Chapter 11 Cases at least five days’ advance notice of the opening of any new bank accounts or closing of any Bank Account; and *provided further,* that to the extent the Debtors open any new bank accounts, the Debtors shall open such new bank account(s) at a bank that has executed a Uniform Depository Agreement with the U.S. Trustee, or at a bank that is willing to promptly execute such an agreement.

6. To the extent applicable, Comerica and Morgan Stanley are authorized to debit the Debtors’ Bank Accounts and the Investment Account in the ordinary course of business without the need for further order of this Court for: (i) all drafts, EFT, credit card payments and checks drawn on the Debtors’ Bank Accounts which are cashed at Comerica’s counters or exchanged for cashier’s checks by the payees thereof prior to the Petition Date and (ii) all checks or other items deposited in one of the Debtors’ Bank Accounts with Comerica or the Investment Account with Morgan Stanley prior to the Petition Date which have been dishonored or returned unpaid for any reason, together with any fees and costs in connection therewith, to the same extent the Debtors were responsible for such items prior to the Petition Date.

7. Comerica and Morgan Stanley may rely on the representations of the Debtors with respect to whether any check or other payment order drawn or issued by the Debtors prior to the

Petition Date should be honored pursuant to this or any other order of this Court, and Comerica and Morgan Stanley shall not have any liability to any party for relying on such representations by the Debtors as provided for herein.

8. Any existing deposit agreements between the Debtors and Comerica or the Debtors and Morgan Stanley shall continue to govern the post-petition cash management relationship between the Debtors and Comerica or the Debtors and Morgan Stanley, and all of the provisions of such agreements, including, without limitation, the termination and fee provisions, shall remain in full force and effect.

9. In connection with the ongoing utilization of the Cash Management System, the Debtors shall continue to maintain records with respect to all transfers of cash in the ordinary course so that all transactions may be readily ascertained, traced, recorded properly, and distinguished between prepetition and post-petition transactions and shall make such records available to the U.S. Trustee upon request.

10. As soon as practicable after entry of this Interim Order, the Debtors shall provide Comerica and Morgan Stanley with the Debtors' employer identification number, identify each of their Bank Accounts held at Comerica and the Investment Account held at Morgan Stanley, respectively, as being held by a debtor in possession in a bankruptcy case and provide the case number, and serve a copy of this Interim Order on Comerica and Morgan Stanley. For banks that are not party to a Uniform Depository Agreement with the Office of the United States Trustee for the District of Delaware, the Debtors shall use their good faith efforts to cause the banks to execute a Uniform Depository agreement in a form prescribed by the Office of the United States Trustee within thirty (30) days of the date of entry of this Order. The Debtors' time to comply with section 345 (b) of the Bankruptcy Code is hereby extended for a period of thirty days from the date of this

Interim Order (the “Extension Period”), provided that such extension is without prejudice to the Debtors’ right to request a further extension of the Extension Period or a final waiver of the requirements under section 345(b) of the Bankruptcy Code, including at the final hearing.

11. The Debtors are authorized to take, or cause to be taken, all actions necessary to effectuate the relief granted pursuant to this Interim Order in accordance with the Motion.

12. The requirements set forth in Bankruptcy Rule 6003 are satisfied by the contents of the Motion.

13. The requirement of Bankruptcy Rule 6004(a) is waived.

14. The Final Hearing on the Motion will be held on July 2, 2025, at 11:00 a.m. (Eastern Time). Objections or responses, if any, to the entry of a final order on the Motion shall be filed no later than 4:00 p.m. (Eastern Time) on June 20, 2025 (the “Objection Deadline”) and served so as to be received by the Objection Deadline on (a) proposed counsel to the Debtors, Pashman Stein Walder Hayden, P.C., 824 North Market Street, Suite 800, Wilmington, Delaware, 19801, Attn: John W. Weiss (jweiss@pashmanstein.com), Leah M. Eisenberg (leisenberg@pashmanstein.com), Richard W. Riley (rriley@pashmanstein.com) and David E. Sklar (dsklar@pashmanstein.com), (b) the Office of the United States Trustee for the District of Delaware, J. Caleb Boggs Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware, 19801, Attn: Jane M. Leamy (jane.m.leafy@usdoj.gov), (c) counsel to the DIP Lenders, Cole Schotz P.C., 1325 Avenue of the Americas, New York, NY 10019, Attn: Daniel F. X. Geoghan (DGeoghan@coleschotz.com) and (d) counsel to any official committee appointed in the Chapter 11 Cases (the “Notice Parties”).

15. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014, or otherwise, this Interim Order shall be immediately effective and enforceable upon its entry.

16. The Court retains jurisdiction with respect to all matters arising from or related to the interpretation or implementation of this Interim Order.

Exhibit 1**Debtor's Bank Accounts**

	Account Holder	Bank Name	Address	Last Four Digits of Account #	Account Type/Purpose
1.	VWS Holdco, Inc.	Comerica Bank	Comerica Bank Tower, 1717 Main Street, MC 6404, Dallas, Texas 75201	3198	Corporate Checking
2.	Virginia Waste Services, Inc.	Comerica Bank	Comerica Bank Tower, 1717 Main Street, MC 6404, Dallas, Texas 75201	3164	Corporate Checking
3.	Shoosmith Bros., Inc.	Comerica Bank	Comerica Bank Tower, 1717 Main Street, MC 6404, Dallas, Texas 75201	1632	Corporate Checking
4.	Virginia Waste Services, Inc.	Comerica Bank	Comerica Bank Tower, 1717 Main Street, MC 6404, Dallas, Texas 75201	3172	Corporate Checking
5.	VWS Holdco, Inc.	Comerica Bank	Comerica Bank Tower, 1717 Main Street, MC 6404, Dallas, Texas 75201	3270	Money Market Account
6.	VWS Holdco, Inc.	Morgan Stanley	1585 Broadway, New York, New York, New York 10036	5063	Investment Account pledged as collateral to Evergreen National Indemnity Company

Exhibit B

Blackline

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~~Joint Administration Requested~~ Jointly Administered

~~Re:~~ Related to D.I. ~~5~~

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the Motion; and upon consideration of the First Day Declaration; and due and sufficient notice of the Motion having been given under the circumstances; and it appearing that no other or further notice need be provided under the circumstances; and it appearing that the relief requested by this Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and after due deliberation and sufficient cause appearing therefor;

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Summary report: Litera Compare for Word 11.10.1.2 Document comparison done on 6/3/2025 8:01:01 PM	
Style name: Default Style	
Intelligent Table Comparison: Active	
Original DMS: iw://cloudimanage.com/IMANAGE/4556402/1	
Modified DMS: iw://cloudimanage.com/IMANAGE/4556402/2	
Changes:	
<u>Add</u>	9
Delete	7
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:	16