

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re

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

Debtors.<sup>1</sup>

Chapter 11

Case No. 25-10979 ( )

Joint Administration Requested

**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 (collectively, the “Debtors”), by and through their undersigned proposed counsel, hereby move (the “Motion”) the United States Bankruptcy Court for the District of Delaware (the “Court”) for entry of interim and final orders pursuant to sections 105(a) and 363(c)(1) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”) and rules 2015, 6003, and 6004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”): (i) authorizing the Debtors to (a) continue to use their Cash Management System (as hereinafter defined) and (b) continue to use existing payment methods; (ii) authorizing the Debtors to maintain and continue to use existing Business Forms (as hereinafter defined) without reference to their status as debtors in possession; (iii) scheduling a final hearing (the “Final Hearing”) to consider entry of the Proposed Final Order, to the extent necessary; and (iv) granting related relief. In support of this Motion, the Debtors incorporate by reference the

<sup>1</sup> 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.



*Declaration of Steven Agran in Support of First Day Relief* (the “First Day Declaration”)<sup>2</sup> filed contemporaneously herewith and respectfully represents as follows:

### **JURISDICTION**

1. The Court has jurisdiction over the Motion 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. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of this proceeding and the Motion is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are sections 105(a) and 363(c)(1) of the Bankruptcy Code, Bankruptcy Rules 2015, 6003, and 6004, and rules 2015-2 and 9013-1(m) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”).

3. Pursuant to Local Rule 9013-1(f), the Debtors consent to the entry of a final order by the Court if it is determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

### **BACKGROUND**

4. On June 1, 2025 (the “Petition Date”), the Debtors commenced the above-captioned cases (these “Chapter 11 Cases”) by filing voluntary petitions for relief under Chapter 11 of the Bankruptcy Code in this Court. The Debtors are operating their businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee, examiner or official committee has been appointed in these Chapter 11 Cases.

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the First Day Declaration.

5. Additional details regarding the Debtors, their businesses, the events leading to commencement of these Chapter 11 Cases, and the facts and circumstances supporting the relief requested herein are set forth in the First Day Declaration and are incorporated herein by reference.

### **THE CASH MANAGEMENT SYSTEM**

6. The Debtors currently maintain an integrated, centralized cash management system (the “Cash Management System”) to collect, transfer, manage, and disburse funds generated and used in their operations through five (5) bank accounts with Comerica Bank (“Comerica”)<sup>3</sup>. The Cash Management System facilitates cash monitoring, forecasting, and reporting and enables the Debtors to administer their bank accounts (collectively, along with any bank accounts the Debtors may open in the ordinary course of business, the “Bank Accounts”). The Debtors also have an investment account with Morgan Stanley Smith Barney LLC (“Morgan Stanley”) that is pledged to Evergreen National Indemnity Company as collateral for certain bonds related to construction to close the Landfill (the “Investment Account”).

7. The Debtors maintain daily oversight and control of the Cash Management System and implement controls for collecting, concentrating, and disbursing funds. The Debtors believe that their Cash Management System is generally similar to the systems commonly used by businesses of similar size and in similar industries as the Debtors. As described in more detail in the chart below, the Bank Accounts are utilized for the Debtors’ ownership and operation of the Landfill including deposits of accounts receivable and disbursements of accounts payable.

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<sup>3</sup> While Comerica is not on the list of USTP Authorized Depository Institutions for Region 3, it is on the list of USTP Authorized Depository Institutions for Region 7.

**I. The Cash Management Account, Bank Accounts, and the Investment Account**

8. A schedule of the Cash Management System's Bank Accounts and the Investment Account, including the last four digits of each account and the Bank or Financial Institution at which the account is held, is attached as **Exhibit 1** to each of the proposed orders attached hereto. The following table summarizes the Bank Accounts and the Investment Account, as and their role in the Debtors' Cash Management System:

Account(s)	Description of Account(s)
<p><b><u>VWS Holdco Sweep Account</u></b></p> <p>Account ending in 3198</p>	<p>The Debtors maintain the VWS Holdco Sweep Account at Comerica. This is a sweep account that is used to sweep funds daily from the two depository accounts and the disbursement account. As of the Petition Date, the VWS Holdco Sweep Account holds approximately \$51,414.59.</p>
<p><b><u>VWS Depository Account</u></b></p> <p>Account ending in 3172</p>	<p>The Debtors maintain the VWS Depository Account to deposit all payments to Debtor VWS Holdco, Inc. This account sweeps to the VWS Holdco Sweep Account daily. As of the Petition Date, the VWS Depository Account has a balance of approximately \$0.</p>
<p><b><u>SBI Depository Account</u></b></p> <p>Account ending in 1632</p>	<p>The Debtors maintain the SBI Depository Account to deposit all payments to Debtor Shoosmith Bros., Inc. This account sweeps to the VWS Holdco Sweep Account daily. As of the Petition Date, the SBI Depository Account has a balance of approximately \$0.</p>

Account(s)	Description of Account(s)
<p><b><u>VWS Operating Account<sup>4</sup></u></b></p> <p>Account ending in 3164</p>	<p>The VWS Operating Account is the disbursement account used by the Debtors to fund expenses for their business operations. As of the Petition Date, the VWS Operating Account has a balance of approximately \$0.</p>
<p><b><u>VWS Holdco Money Market Account</u></b></p> <p>Account Ending in 3270</p>	<p>The VWS Holdco Money Market Account is used by the Debtors to hold excess funds where those funds are able to accumulate interest. As of the Petition Date, the VWS Holdco Money Market Account has a balance of approximately \$103,372.28</p>
<p><b><u>VWS Holdco Collateral Account</u></b></p> <p>Account Ending in 5063</p>	<p>The VWS Holdco Collateral Account is an investment account that is maintained by the Debtors and has been pledged to Evergreen as collateral for the bonds related to the construction to close the Landfill. Use of this account is restricted, and withdrawals are subject to approval by the State of Virginia. As of the Petition Date, the VWS Holdco Collateral Account has a balance of approximately \$14,579,408.04.</p>

## II. Existing Business Forms

9. The Debtors use a variety of business forms in the ordinary course of business, including, among others, invoices and letterhead (the “Business Forms”). To minimize expenses and disruption, the Debtors seek authority to continue to use all Business Forms in substantially the form used immediately before the Petition Date, without reference to the Debtors’ status as debtors in possession. The Debtors will communicate with the various vendors and counterparties with whom the Debtors conduct business to notify them of the commencement of these Chapter

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<sup>4</sup> The VWS Depository Account and the VWS Operating Account are in the name of Virginia Waste Services, Inc., which is an outdated corporate name that has since been changed to Debtor VWS Holdco, Inc.

11 Cases, which the Debtors believe will provide adequate notice of the Debtors' status as debtors in possession.

**RELIEF REQUESTED**

10. By this Motion, the Debtors seek entry of the proposed orders, substantially in the forms attached as **Exhibit A** and **Exhibit B**, respectively, granting the following relief: (i) authorizing, but not directing, the Debtors to (a) continue to use the Cash Management System, (b) close existing bank accounts and open new bank accounts consistent with the U.S. Trustee Guidelines, if necessary, and (c) 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 debtor in possession; (iii) scheduling a Final Hearing to consider entry of the Proposed Final Order, to the extent necessary; and (iv) granting any related relief that is necessary to carry out the foregoing or continued operation of the Cash Management System or is otherwise appropriate under the circumstances.

11. In connection with this relief, the Debtors are seeking a limited waiver of certain of the operating guidelines (the "U.S. Trustee Guidelines") established by the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee"), including the requirement that the Debtors immediately close all prepetition bank accounts, and instead allow the Debtors to use the Cash Management System.

12. The Debtors further request that the Court authorize Comerica and Morgan Stanley to: (i) continue to maintain, service, and administer the Bank Accounts and the Investment Account as accounts of the Debtors as debtors in possession and provide related treasury, account, and cash management services, all without interruption and in the ordinary course of business; (ii) receive, process, honor, and pay, to the extent of available funds, any and all checks, drafts, electronic funds transfers (including wires or ACH transfers, "EFT"), credit card payments, and

other items presented, issued, or drawn on the Bank Accounts; *provided, however*, that any check, draft, or other notification that the Debtors advise Comerica to have been drawn, issued, or otherwise presented before the Petition Date may be honored by Comerica and Morgan Stanley only to the extent authorized by order of the Court; and (iii) accept and honor all representations from the Debtors as to which checks, drafts, EFT, credit card payments, and other items presented, issued, or drawn should be honored or dishonored consistent with any order of the Court and governing law, whether such checks, drafts, EFT, credit card payments, and other items are dated before or after the Petition Date.

13. Finally, the Debtors request that any relief granted pursuant to this Motion be effective immediately without regard to any stay provided in the Bankruptcy Rules.

### **BASIS FOR RELIEF**

#### **I. The Court Should Approve the Debtors' Request to Continue the Use of Their Cash Management System.**

14. The U.S. Trustee Guidelines require a debtor in possession to, among other things:

- a. establish one debtor in possession bank account for all estate monies required for the payment of taxes, including payroll taxes;
- b. close all existing bank accounts and open new debtor in possession accounts;
- c. maintain a separate debtor in possession account for cash collateral; and
- d. obtain checks that bear the designation "debtor in possession" and reference the bankruptcy case number and type of account on such checks.

15. These requirements are designed to provide a clear line of demarcation between prepetition and post-petition claims and payments and help protect against the inadvertent payment of prepetition claims by preventing banks from honoring checks drawn before the debtor's petition date.

16. Continuing the Cash Management System is permitted pursuant to section 363(c)(1) of the Bankruptcy Code, which authorizes the debtor in possession to “use property of the estate in the ordinary course of business without notice or a hearing.” Additionally, courts in this and other districts have recognized that an integrated cash management system “allows efficient utilization of cash resources and recognizes the impracticalities of maintaining separate cash accounts for the many different purposes that require cash.” *In re Columbia Gas Sys., Inc.*, 136 B.R. 930, 934 (Bankr. D. Del. 1992), *aff’d in part and rev’d in part*, 997 F.2d 1039 (3d Cir. 1993).

17. Bankruptcy courts treat requests for authority to continue utilizing existing cash management systems as a relatively “simple matter.” *In re Baldwin-United Corp.*, 79 B.R. 321, 327 (Bankr. S.D. Ohio 1987). For example, in *In re Charter Co.*, 778 F.2d 617 (11th Cir. 1985), the bankruptcy court entered an order authorizing the debtor and 43 of its subsidiaries “to continue to consolidate the management of their cash as has been usual and customary in the past, and to transfer monies from affiliated entity to entity, including operating entities that are not Debtor.” *Id.* at 620. The Eleventh Circuit Court of Appeals then affirmed a subsequent district court decision denying a creditor’s motion for leave to appeal the bankruptcy court’s cash management order, holding that authorizing the debtor to utilize their prepetition “routine cash management system” was “entirely consistent” with applicable provisions of the Bankruptcy Code. *Id.* at 621.

18. Here, the Debtors utilize the Cash Management System as part of their ordinary and usual business practices, and as such, the Debtors believe the continued use of the Cash Management System falls within the purview of ordinary course transactions permitted under section 363(c)(1) of the Bankruptcy Code.

19. Moreover, appropriate circumstances exist for the Court to authorize the Debtors’ continued use of the Cash Management System under sections 363(b)(1) and 105(a) of the



Bankruptcy Code. The Debtors will put in place post-petition internal controls and procedures to prohibit payments on account of prepetition debts through the Cash Management System. In light of the foregoing, the Debtors submit that maintaining the Cash Management System will benefit parties in interest and is in the best interests of the Debtors' estates and their creditors.

20. Additionally, the relief requested in this Motion will help minimize any disruption in the Debtors' business operations and preserve the value of the Debtors' estates during these Chapter 11 Cases. Indeed, any disruptions in the Cash Management System could lead to delays in satisfying the Debtors' obligations to their vendors and disrupt their ability to maintain crucial operations on the Landfill. To avoid any such interruptions, the Debtors believe it is imperative that they be authorized to continue their Cash Management System.

21. For these reasons, the Debtors should be allowed to continue using the Cash Management System.

22. The Debtors further request that the Court grant further relief from the U.S. Trustee Guidelines to the extent they require the Debtors to make all disbursements by check. In particular, the U.S. Trustee Guidelines require that all receipts and all disbursements of estate funds must be made by check with a notation representing the reason for the disbursement. In the ordinary course of business, the Debtors conduct most transactions through EFT. If the Debtors' ability to conduct transactions according to historical practice is impaired, the Debtors may be unable to timely perform under certain contracts, the Debtors could incur penalties and fines with taxing authorities, their business operations may be unnecessarily disrupted, and their estate will incur additional costs. Accordingly, the Debtors submit that they should be allowed to continue utilizing existing payment methods.

**II. The Court Should Authorize the Debtors to Continue Using Their Existing Business Forms.**

23. The U.S. Trustee Guidelines require a debtor in possession to immediately obtain new business forms printed with the designation “debtor in possession” and the corresponding number of the lead bankruptcy case. To avoid unnecessary expense and further disruption of the Cash Management System, the Debtors request authorization to continue to use their existing Business Forms substantially in the forms existing immediately before the Petition Date, without reference to their status as debtors in possession. The Debtors will communicate with the various vendors and counterparties with whom the Debtors conduct business to notify them of the commencement of these Chapter 11 Cases, which the Debtors believe will provide adequate notice of the Debtors’ status as a debtor in possession.

**III. The Court Should Authorize Comerica to Continue to Maintain, Service and Administer the Debtors’ Bank Accounts in the Ordinary Course of Business.**

24. The Debtors submit that parties in interest will not be prejudiced or injured by the Debtors’ maintenance of their current Bank Accounts, in the ordinary course of business. To further implement continued use of their Cash Management System, the Debtors respectfully request that the Court authorize and direct Comerica and Morgan Stanley to: (i) continue to maintain, service, and administer the Bank Accounts as accounts of the Debtors as debtors in possession and provide related treasury, account, and cash management services, all without interruption and in the ordinary course of business; (ii) receive, process, honor and pay, to the extent of available funds, any and all checks, drafts, EFT, credit card payments, and other items presented, issued, or drawn on the Bank Accounts and the Investment Account; *provided, however*, that any check, draft, or other notification that the Debtors advise Comerica and Morgan Stanley to have been drawn, issued or otherwise presented before the Petition Date may be honored by Comerica and Morgan Stanley only to the extent authorized by order of the Court; and (iii) accept

and honor all representations from the Debtors as to which checks, drafts, EFT (including wires or ACH transfers), credit card payments, and other items presented, issued, or drawn should be honored or dishonored consistent with any order of the Court and governing law, whether such checks, drafts, EFT, credit card payments, and other items are dated before or after the Petition Date.

25. In addition, to protect Comerica and Morgan Stanley, the Debtors also request that, to the extent Comerica and Morgan Stanley honors a prepetition check or other item drawn on any account that is the subject of the Motion: (a) at the direction of the Debtors; or (b) in a good faith belief that the Court has authorized such prepetition check or item to be honored, Comerica and Morgan Stanley will not be deemed to be liable to the Debtors or to their estate on account of such prepetition check or other item honored post-petition. The Debtors respectfully submit that such relief is reasonable and appropriate because Comerica and Morgan Stanley are not in a position to independently verify or audit whether a particular item may be paid in accordance with a Court order or otherwise.

26. The Debtors represent that if the relief requested herein is granted, they will implement appropriate mechanisms to ensure that no payments will be made on account of debts incurred before the Petition Date (other than those authorized by the Court). To prevent the inadvertent, unauthorized payment of prepetition claims, the Debtors will work closely with Comerica and Morgan Stanley to ensure that appropriate procedures are in place to prevent checks that were issued prepetition from being honored without Court approval.

**THE REQUIREMENTS OF BANKRUPTCY RULE 6003 ARE SATISFIED**

27. In order for a debtor to obtain relief to make payments within twenty-one (21) days of the petition date, it must establish that making such payments satisfies the requirements mandated by Bankruptcy Rule 6003—namely, the relief requested is necessary to avoid

“immediate and irreparable harm.” If a debtor’s prospect of reorganizing is threatened, or swift diminution in value of the debtor’s estate is likely, absent the granting of the requested relief, immediate and irreparable harm likely exists. *See In re WorldSpace, Inc.*, No. 08-12412, 2008 WL 8153639, at \*2 (Bankr. D. Del. Oct. 20, 2008) (granting emergency motions for postpetition financing, adequate protection, and modification of the stay where the court found that the relief was necessary to avoid irreparable harm to the debtors and their estates because such relief was essential for the continued operations of the debtors’ businesses); *In re New World Pasta Co.*, No. 04-02817, 2004 WL 5651052, at \*5 (Bankr. M.D. Pa. July 9, 2004) (same); *see also In re Ames Dep’t Stores, Inc.*, 115 B.R. 34, 36 n.2 (Bankr. S.D.N.Y. 1990) (finding that “immediate and irreparable harm” exists where loss of the business threatens ability to reorganize).

28. Here, immediate and irreparable harm would result if the relief requested herein is not granted. Any disruption to the Cash Management System would greatly harm the Debtors and their estates. Without the Cash Management System, the Debtors would be unable to timely monitor revenues or make on-time payments, precluding the Debtors from, among other things, adequately assessing their liquidity. This, along with the possibility that third parties would refuse to provide essential services in the event the Debtors failed to remit payment, could cause a diminution in the value of the Debtors’ estates and could impair the Debtors’ ability to ensure the environmental safety of the surrounding area of the Landfill to the detriment of all parties in interest. Consequently, immediate and irreparable harm would result without the relief requested herein being granted on an interim basis. Accordingly, the Debtors respectfully submit that it has satisfied the “immediate and irreparable harm” standard of Bankruptcy Rule 6003 to support granting the relief requested herein.

**WAIVER OF BANKRUPTCY RULE 6004(a) AND 6004(h)**

29. Given the nature of the relief requested herein, the Debtors respectfully request a waiver of (i) the notice requirements under Bankruptcy Rule 6004(a) and (ii) the 14-day stay under Bankruptcy Rule 6004(h), to the extent that either rule is applicable.

**DEBTORS' RESERVATION OF RIGHTS**

30. Nothing contained in this Motion or any actions taken by the Debtors pursuant to relief granted in the Proposed Interim Order and the Proposed Final Order is intended or should be construed as: (a) an admission as to the validity of any particular claim against the Debtors; (b) a waiver of any of the Debtors' right to dispute any particular claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Motion; (e) a request or authorization to assume any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) a waiver or limitation of the Debtors' rights under the Bankruptcy Code or any other applicable law; or (g) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) satisfied pursuant to this Motion are valid, and the Debtors expressly reserve their rights to contest the extent, validity, or perfection or seek avoidance of all such liens. If the Court grants the relief sought herein, any payment made pursuant to the Court's order is not intended and should not be construed as an admission as to the validity of any particular claim or a waiver of the Debtors' right to subsequently dispute such claim.

**NOTICE**

31. Notice of this Motion will be provided to: (i) 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); (ii) 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); (iii) the Virginia Department of Environmental Quality, Piedmont Regional Office, 4949-A Cox Road, Glen Allen, Virginia 23060, Attn: Russell Deppe (russell.deppe@deq.virginia.gov); (iv) the Internal Revenue Service; (v) the Securities and Exchange Commission; (vi) the Delaware Secretary of State; (vii) the Delaware State Treasury; (viii) the Debtors' consolidated twenty (20) largest unsecured creditors; (ix) Comerica, (x) Morgan Stanley, (xi) Evergreen National Indemnity Company, and (xii) all parties requesting notice pursuant to Bankruptcy Rule 2002. Notice of this Motion and any order entered hereon will be served in accordance with Local Rule 9013-1(m). In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary.

**NO PRIOR REQUEST**

32. The Debtors have not previously sought the relief requested herein from this Court or any other court.

**CONCLUSION**

**WHEREFORE**, for the reasons set forth herein, the Debtors respectfully request that the Court (a) enter the Proposed Interim Order substantially in the form annexed hereto as **Exhibit A** granting the relief requested in the Motion and such other and further relief as may be just and proper, and (b) schedule a Final Hearing on the Motion to consider entry of the Final Order substantially in the form annexed hereto as **Exhibit B**.

Dated: June 1, 2025  
Wilmington, Delaware

**PASHMAN STEIN WALDER HAYDEN, P.C.**

/s/ John W. Weiss

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-and-

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*Proposed Counsel to the Debtors and Debtors in Possession*

**Exhibit A**

**Proposed Interim Order**



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

In re

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

Debtors.<sup>1</sup>

Chapter 11

Case No. 25-10979 ( )

Joint Administration Requested

Re: D.I. \_\_\_\_\_

**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”)<sup>2</sup> 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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<sup>1</sup> 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.

<sup>2</sup> 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 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 \_\_\_\_\_, 2025, at \_\_\_\_\_ (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 \_\_\_\_\_, 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**

	<b>Account Holder</b>	<b>Bank Name</b>	<b>Address</b>	<b>Last Four Digits of Account #</b>	<b>Account Type/Purpose</b>
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**

**Proposed Final Order**



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

In re

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

Debtors.<sup>1</sup>

Chapter 11

Case No. 25-10979 ( )

Joint Administration Requested

Re: D.I. \_\_\_\_\_

**FINAL 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 DEBTOR IN POSSESSION; AND (IV) GRANTING RELATED  
RELIEF**

Upon the motion (the “Motion”)<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an interim order (the “Interim Order”) and a final order (this “Final Order”) pursuant to sections 105(a) and 363(c)(1) of the Bankruptcy Code, Bankruptcy Rules 2015, 6003, and 6004(h) and Local Rules 2015-2 and 9013-1(m): (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; and (iv) granting related relief, all as more fully described in the Motion; and the Court having previously entered the Interim Order; and upon consideration of the First Day Declaration; and due and sufficient notice of the Motion having been given; and it appearing that no other or further notice need be provided; and it

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<sup>1</sup> 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.

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

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 a final basis as set forth herein.
2. The Debtors are authorized 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 with the applicable non-bankruptcy limitation attributed to the Investment Account; (iv) are authorized to deposit funds in and withdraw funds from the Bank Accounts 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.
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 debtors 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 “Debtors in Possession” or “DIP” and the case number for these Chapter 11 Cases on such items within ten (10) days of the date of the entry of the 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 at least five (5) days’ advance notice of the opening of any new bank accounts or closing of any Bank Account; *provided further,* 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. Comerica and Morgan Stanley are authorized to debit the Debtors’ Bank Accounts and the Investment Account, respectively, 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 or the Investment Account 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 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 Morgan Stanley shall continue to govern the post-petition cash management relationship between the Debtors and Comerica along with 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. The Debtors are authorized to take, or cause to be taken, all actions necessary to effectuate the relief granted pursuant to this Final Order in accordance with the Motion.

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

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

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

**Exhibit 1****Debtor's Bank****Exhibit 1****Debtor's Bank Accounts and Investment Account**

	<b>Account Holder</b>	<b>Bank Name</b>	<b>Address</b>	<b>Last Four Digits of Account #</b>	<b>Account Type/Purpose</b>
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