

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

**CERTIFICATION OF COUNSEL REGARDING FINAL ORDER ON 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 undersigned counsel to the above-captioned debtors and debtors in possession
(collectively, the “Debtors”) hereby certifies 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”)*.

2. Pursuant to the *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*

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.



251097925062600000000009

Reference to Their Status as Debtors in Possession; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief[D.I. 35] (the “Interim Order”) and Notice of Hearing [D.I. 44], objections to the final relief requested in the Motion were to be filed and served no later than June 20, 2025 at 4:00 p.m. (ET).

3. The Debtors received informal comments to the proposed final order on the Motion from the Office of the United States Trustee (the “UST”).

4. The Debtors have revised the form of order granting the relief on a final basis requested in the Motion (the “Revised Proposed Final Order”) to incorporate the comments from the UST and to incorporate comments consistent to those made to the Interim Order. The Revised Proposed Final Order is attached hereto as **Exhibit A**.

5. The Debtor has received no other objection or informal comments to the final relief requested by the Motion, and no objection or other responsive pleading to the final relief requested by the Motion appears on the Court’s docket.

6. For convenience of the Court and all parties in interest, a blackline comparing the Revised Proposed Final Order against the form of final order attached to the Motion is attached hereto as **Exhibit B**.

7. The Revised Proposed Final Order has been reviewed by the attorney for the UST and the UST does not object to its entry.

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

Dated: June 26, 2025
Wilmington, Delaware

PASHMAN STEIN WALDER HAYDEN, P.C.

/s/ Richard W. Riley
John W. Weiss (No. 4160)
Richard W. Riley (No. 4052)
824 North Market Street, Suite 800
Wilmington, DE 19801
Telephone: (302) 592-6496
Email: jweiss@pashmanstein.com
rriley@pashmanstein.com

-and-

Leah M. Eisenberg (admitted *pro hac vice*)
David E. Sklar (admitted *pro hac vice*)
Court Plaza South, East Wing
21 Main Street, Suite 200
Hackensack, NJ 07601
Telephone: (201) 488-8200
Email: leisenberg@pashmanstein.com
dsklar@pashmanstein.com

Proposed Counsel to the Debtors and Debtors in Possession

Exhibit A

Revised Proposed Final 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

Re: D.I. 5

**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”)² 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

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.

² 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 and the Official Committee of Unsecured Creditors 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. To the extent that the Debtors are not in compliance with the requirements of section 345(b) of the Bankruptcy Code, the Debtors are granted an extension of thirty (30) days from the date of this Final Order to comply with such requirements with respect to the Accounts set forth on Exhibit 1 to this Order, without prejudice to the Debtors seeking either a further extension of time to come into compliance or to seek to deviate from the requirements of section 345(b) of the Bankruptcy Code on a final basis; provided, however, that the rights of the U.S. Trustee are fully preserved to the extent the Banks do not sign a Uniform Depository Agreement with the U.S. Trustee.

11. For Banks at which the Debtors hold Bank Accounts that are not party to a Uniform Depository Agreement with the U.S. Trustee, the Debtors shall, within thirty (30) days of the date

of this Final Order, either (i) transfer funds to a bank that has executed a Uniform Depository Agreement with the U.S. Trustee, (ii) cause the Banks to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee, or (iii) make such other provision as may be satisfactory to the U.S. Trustee. To the extent that the Debtors have not either (i) transferred funds to a bank that has executed a Uniform Depository Agreement with the U.S. Trustee, or (ii) caused the Banks to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee within the time period above, the Debtors shall seek a further suspension of the requirements provided in section 345(b) of the Bankruptcy Code from this Court at the next omnibus hearing in the Debtors' cases scheduled after July 2, 2025 omnibus hearing date, or such later hearing date as may be agreed to by the Debtors and U.S. Trustee. The U.S. Trustee's right to file an objection on the section 345(b) issue is preserved, with such objection due 7 days before the hearing date, subject to the parties' rights to agree to extend the time to respond.

12. 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.

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

14. 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.

15. 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

| | 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. | Evergreen National Indemnity Comp Secured Party FBO 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

**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

**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”)² 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

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.

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

no other or further notice need be provided; 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 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 [and the Official Committee of Unsecured Creditors](#) 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. To the extent that the Debtors are not in compliance with the requirements of section 345(b) of the Bankruptcy Code, the Debtors are granted an extension of thirty (30) days from the date of this Final Order to comply with such requirements with respect to the Accounts set forth on Exhibit 1 to this Order, without prejudice to the Debtors seeking either a further extension of time to come into compliance or to seek to deviate from the requirements of section 345(b) of the Bankruptcy Code on a final basis; provided, however, that the rights of the U.S. Trustee are fully preserved to the extent the Banks do not sign a Uniform Depository Agreement with the U.S. Trustee.

11. For Banks at which the Debtors hold Bank Accounts that are not party to a Uniform Depository Agreement with the U.S. Trustee, the Debtors shall, within thirty (30) days of the date of this Final Order, either (i) transfer funds to a bank that has executed a Uniform Depository Agreement with the U.S. Trustee, (ii) cause the Banks to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee, or (iii) make such other provision as may be satisfactory to the U.S. Trustee. To the extent that the Debtors have not either (i) transferred funds to a bank that has executed a Uniform Depository Agreement with the U.S. Trustee, or (ii) caused the Banks to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee within the time period above, the Debtors shall seek a further suspension of the requirements provided in section 345(b) of the Bankruptcy Code from this Court at the next omnibus hearing in the Debtors' cases scheduled after July 2, 2025 omnibus hearing date, or such later hearing date as may be agreed to by the Debtors and U.S. Trustee. The U.S. Trustee's right to file an objection on the section 345(b) issue is preserved, with such objection due 7 days before the hearing date, subject to the parties' rights to agree to extend the time to respond.

12. ~~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.

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

14. ~~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.

15. ~~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

| | 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. | <u>Evergreen National Indemnity Comp Secured Party FBO</u> 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 |

| Summary report: Litera Compare for Word 11.10.1.2 Document comparison done on 6/25/2025 10:45:15 AM | |
|--|----|
| Style name: Default Style | |
| Intelligent Table Comparison: Active | |
| Original DMS: iw://cloudimanage.com/IMANAGE/4574575/1 | |
| Modified DMS: iw://cloudimanage.com/IMANAGE/4574575/2 | |
| Changes: | |
| <u>Add</u> | 10 |
| Delete | 5 |
| 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: | 15 |