

ENTERED

October 20, 2023

Nathan Ochsner, Clerk

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

In re:	)	
	)	Chapter 11
	)	
ORBITAL INFRASTRUCTURE GROUP,	)	Case No. 23-90763 (CML)
INC., <i>et al.</i> , ¹	)	
	)	
Debtors.	)	Jointly Administered
	)	

**ORDER (I) APPROVING THE DISCLOSURE STATEMENT ON A
CONDITIONAL BASIS, (II) APPROVING THE SOLICITATION AND
TABULATION PROCEDURES, (III) APPROVING THE FORM OF BALLOT,
SOLICITATION PACKAGE, AND NOTICES, (IV) ESTABLISHING CERTAIN
DATES AND DEADLINES IN CONNECTION WITH THE SOLICITATION AND
CONFIRMATION OF THE PLAN, (V) SCHEDULING A COMBINED HEARING
FOR FINAL APPROVAL OF THE DISCLOSURE STATEMENT AND
CONFIRMATION OF THE PLAN, AND (VI) GRANTING RELATED RELIEF**

Upon the motion (the “**Motion**”)² of Orbital Infrastructure Group, Inc. and certain of its affiliates (collectively, the “**Debtors**”), each of which is a debtor and debtor in possession in the Chapter 11 Cases, for entry of orders, pursuant to sections 105, 1125, 1126, and 1128 of the Bankruptcy Code, Bankruptcy Rules 2002(b), 3016, 3017, 3018, and 3020, Local Rule 3016-2, and section P of the Complex Procedures, (a) conditionally and finally approving the Disclosure Statement, (b) approving the Solicitation and Tabulation Procedures attached hereto as **Exhibit A**, (c) approving the Combined Hearing Notice, substantially in the form attached hereto as **Exhibit B**, and the manner of notice, service, and publication thereof, (d) approving the Ballot, substantially in the form attached hereto as **Exhibit C**; (e) finding that the Solicitation Package complies with

¹ The Debtors in the Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, are: Orbital Infrastructure Group, Inc. (3284); Orbital Gas Systems, North America, Inc. (7018); Orbital Power, Inc. (6341); Orbital Solar Services, LLC (1156); and Eclipse Foundation Group, Inc. (5575). The location of the Debtors’ service address is: 5444 Westheimer Road, Suite 1650, Houston, TX 77056.

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

Bankruptcy Rules 2002(b) and 3017(d); (f) approving the Notice of Non-Voting Status, substantially in the form attached hereto as **Exhibit D**, and (g) approving the Plan Confirmation Schedule (including the scheduling of the Combined Hearing, as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334 and the *Order of Reference to Bankruptcy Judges*, General Order 2012-6 (S.D. Tex. May 24, 2012) (Hinojosa, C.J.); and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157; and the Court having found that it may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of the Chapter 11 Cases and related proceedings being proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided, such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and the Court having reviewed and considered the Motion; and the Court having held a hearing, if necessary, to consider the relief requested in the Motion (the “**Hearing**”); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing, if any, establish just cause for the relief granted herein; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors, their creditors, their Estates, and all other parties in interest; and all objections and reservations of rights filed or asserted in respect of the Motion, if any, having been withdrawn, resolved, or overruled; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY FOUND AND ORDERED THAT:

1. The form of Ballot attached hereto as **Exhibit C** and incorporated herein by reference (a) is consistent with Official Form Number 314, (b) adequately address the particular

needs of the Chapter 11 Cases, (c) is appropriate for the Voting Class, and (d) complies with Bankruptcy Rule 3017(d).

2. Ballots need not be provided to Holders of Claims or Interests in the Non-Voting Classes because such Classes are either (a) Unimpaired and are conclusively presumed to have accepted the Plan in accordance with section 1126(f) of the Bankruptcy Code or (b) Impaired but will neither retain nor receive any property under the Plan and are, thus, conclusively deemed to have rejected the Plan under section 1126(g) of the Bankruptcy Code.

3. The period during which the Debtors may solicit votes to accept or reject the Plan, as established by this Order, provides sufficient time for Holders in the Voting Class to make informed decisions to accept or reject the Plan and submit their Ballots in a timely fashion.

4. The Solicitation and Tabulation Procedures attached hereto as **Exhibit A** and incorporated herein by reference, as approved herein, provide a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

5. The (a) form of Combined Hearing Notice attached hereto as **Exhibit B** and incorporated herein by reference, (b) the contents of the Solicitation Package (including the form of Ballot), and (c) the Notice of Non-Voting Status attached hereto as **Exhibit D** and incorporated herein by reference (including, in each case, the Plan's injunction, release, and exculpation provisions contained or otherwise summarized therein), and the manner of notice, service, and publication (as applicable) thereof, (y) comply with Bankruptcy Rules 2002, 3016, and 3017 and section O of the Complex Procedures and (z) under the circumstances, constitute sufficient notice to all interested parties in accordance with Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Complex Procedures.

6. The Disclosure Statement is conditionally approved as containing adequate information, in accordance with section 1125 of the Bankruptcy Code, and subject to final approval of the Court at the Combined Hearing.

7. The Debtors' request for a Combined Hearing for the final approval of the Disclosure Statement and confirmation of the Plan is hereby approved on a final basis. The Combined Hearing, at which time this Court will consider, among other things, the confirmation of the Plan, shall be held on **November 28, 2023, at 1:00 p.m. (prevailing Central Time)**. The Combined Hearing may be continued from time to time by the Debtors without further notice other than by such continuance being announced in open court or by a notice of continuance or reset being filed with the Court and served on parties entitled to notice under Bankruptcy Rule 2002 or otherwise.

8. Pursuant to Bankruptcy Rule 3017(c), **11:59 p.m. (Central Time) on October 19, 2023**, shall be the record date for purposes of determining which Holders of Claims are entitled to receive a Solicitation Package and, where applicable, vote on the Plan (the "**Voting Record Date**"). For the avoidance of doubt, those who properly and timely file a Proof of Claim after the Voting Record Date but before the Bar Date applicable to them pursuant to and in accordance with the Bar Date Order [Docket No. 176] shall be deemed as if they held their Claim as of the Voting Record Date for purposes of determining which Holders are entitled to receive a Ballot to vote to accept or reject the Plan.

9. If a Holder wishes to challenge the allowance or classification of its Claim for voting purposes in accordance with the Voting and Tabulation Procedures, it must file and serve on the Debtors a motion ("**Rule 3018 Motion**"), pursuant to Bankruptcy Rule 3018(a), requesting that the Court temporarily allow its Claim in a different amount or with a different classification

for purposes of voting to accept or reject the Plan. Rule 3018 Motions must be filed on or before **4:00 p.m. (Central Time) on November 21, 2023**. Any Ballot submitted by a Holder of such Claim shall be counted in accordance with the Voting and Tabulation Procedures without regard to the amount sought to be allowed or the classification sought to be applied in any Rule 3018 Motion unless and until a Claim is temporarily allowed, pursuant to an order of the Court entered prior to the Voting Deadline, in a different amount or with a different classification for purposes of voting to accept or reject the Plan.

10. With respect to any transferred Claim, the transferee shall only be entitled to receive and cast a Ballot on account of such transferred Claim if (a) all actions necessary to effect the transfer of the Claim pursuant to Bankruptcy Rule 3001(e) have been completed by the Voting Record Date (including the passage of any applicable objection period) or (b) the transferee files, no later than the Voting Record Date, (i) the documentation required by Bankruptcy Rule 3001(e) to evidence the transfer and (ii) a sworn statement of the transferor supporting the validity of the transfer.

11. In order to be counted as votes to accept or reject the Plan, all Ballots being cast must be properly executed, completed, and delivered in accordance with the Solicitation and Tabulation Procedures, so that the Ballots are actually received no later than **4:00 p.m. (prevailing Central Time) on November 21, 2023** (the “**Voting Deadline**”), which deadline may be extended in accordance with the Solicitation and Tabulation Procedures.

12. Objections to final approval of the Disclosure Statement or the confirmation of the Plan, if any, must (a) be in writing, in English, and in text-searchable format, (b) comply with the Bankruptcy Code, Bankruptcy Rules, Local Rules, and Complex Procedures, (c) state, with specificity, the legal and factual bases thereof, (d) be filed with the Court no later than **4:00 p.m.**

(prevailing Central Time) on November 21, 2023 (the “**Combined DS and Plan Objection Deadline**”), and (e) be served on the Objection Service Parties (as defined herein).

13. The Solicitation and Tabulation Procedures attached hereto as **Exhibit A** are approved in their entirety on a final basis.

14. The Combined Hearing Notice, substantially in the form attached hereto as **Exhibit B**, is approved on a final basis. The Combined Hearing Notice shall be filed by the Debtors and served upon (a) the U.S. Trustee, (b) all known Holders of Claims and Interests (except Holders of Claims or Interests in Class 5 (Intercompany Claims) and Class 6 (Intercompany Interests)), (c) all entities that are party to executory contracts and unexpired leases with the Debtors, (d) all entities that are party to litigation with the Debtors, (e) all current and former employees, directors, and officers (to the extent that contact information for former employees, directors, and officers is available in the Debtors’ records), (f) all regulatory authorities that regulate the Debtors’ businesses, (g) the office of the attorney general for each state in which the Debtors maintain or conduct business, (h) the Internal Revenue Service, (i) all other taxing authorities for the jurisdictions in which the Debtors maintain or conduct business, (j) the Securities and Exchange Commission, and (k) all parties who filed a request for service of notices under Bankruptcy Rule 2002 no later than five Business Days after the entry of this Order. The Debtors shall also publish the Combined Hearing Notice on the Case Information Website and in the national edition of *USA Today* or another publication with similar national circulation as soon as reasonably practical after entry of this Order.

15. The Solicitation Package, including the form of Ballot attached hereto as **Exhibit C**, and the manner of notice and service thereof set forth in the Solicitation and Tabulation Procedures, are approved on a final basis.

16. The Notice of Non-Voting Status (including the Opt-Out Form), substantially in the form attached hereto as **Exhibit D**, and the manner of notice and service thereof set forth in the Solicitation and Tabulation Procedures, are approved on a final basis.

17. Any requirement to serve a Notice of Non-Voting Status or any other type of notice in connection with the Plan upon Holders of Claims and Interest in Class 5 (Intercompany Claims) and Class 6 (Intercompany Interests) is hereby waived.

18. For purposes of serving the Solicitation Package, the Debtors, including the Solicitation Agent, are authorized to rely on the address or email address information (a) for the Holders of Class 3 General Unsecured Claims as set forth in the Debtors' books and records or Schedules, as otherwise provided in Proofs of Claim submitted by such Holders, or as set forth in any filing made by such Holder in the Chapter 11 Cases.

19. The Debtors and the Solicitation Agent are not required to conduct any additional research for updated addresses or email addresses based on undeliverable notices (including Ballots) sent in connection herewith.

20. The Debtors are authorized to make non-substantive or immaterial changes to the Combined DS and Plan, the Solicitation Package, the Notice of Non-Voting Status, and related documents without further order of the Court, including changes to correct typographical and grammatical errors, and to make conforming changes among the Combined DS and Plan and related documents when, in the Debtors' reasonable discretion, doing so would better facilitate the solicitation or confirmation process. Subject to the foregoing, the Debtors are authorized to solicit, receive, and tabulate votes to accept or reject the Plan in accordance with this Order and the Solicitation and Tabulation Procedures without further order of the Court and waive any defects

with respect thereto. Any other changes to the Combined DS and Plan shall be subject to Article XIII.F thereof.

21. Objections to final approval of the Disclosure Statement or the confirmation of the Plan, if any, must (a) be in writing, in English, and in text-searchable format, (b) comply with the Bankruptcy Code, Bankruptcy Rules, Local Rules, Complex Procedures, and this Order, (c) state, with specificity, the legal and factual bases thereof, (d) be filed with the Court no later than the Combined DS and Plan Objection Deadline, and (e) be served on (i) the U.S. Trustee, 515 Rusk Street, Suite 3516, Houston, Texas 77002, Attn: Jayson B. Ruff and Vianey Garza; (ii) counsel to the Debtors, Haynes and Boone, LLP, 1221 McKinney Street, Suite 4000, Houston, Texas 77010, Attn: Steven M. Pezanosky, Arsalan Muhammad, Kourtney Lyda and David Trausch; (iii) proposed counsel to the Committee, White & Case LLP, 609 Main Street, Suite 2900, Houston, Texas 77002, Attn: Charles Koster and Ronald Gorsich; (iv) counsel to the Ad Hoc Group of Front Line Lenders (as defined in the Final DIP Order³), (X) Norton Rose Fulbright US LLP, 1301 McKinney Street, Suite 5100, Houston, Texas 77010, Attn: Jason L. Boland and Julie Goodrich Harrison and (Y) Davis Polk & Wardwell, LLP, 450 Lexington Avenue, New York, New York 10017, Attn: Angela Libby, Joshua Sturm and Joseph W. Brown; (v) counsel to Streeterville Capital, LLC, Parsons Behle & Latimer, 201 S. Main Street, Suite 1800, Salt Lake City, Utah 84111, Attn: Brian M. Rothschild and Simeon J. Brown; and (vi) counsel to Kurt and Audrey Johnson, Kane Russell Coleman Logan PC, 901 Main Street, Suite 5200, Dallas, Texas 75202,

³ The “**Final DIP Order**” shall mean the *Final Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Use Cash Collateral, (II) Granting Liens and Providing Superpriority Administrative Expense Status, (III) Granting Adequate Protection to the Prepetition Secured Parties, (IV) Modifying the Automatic Stay, and (V) Granting Related Relief* [Docket No. 138].

Attn: Joseph M. Coleman, Kyle Woodard and William Hotze (collectively, the “**Objection Service Parties**”).

22. Any period of time prescribed or allowed by the Order shall be computed in accordance with Bankruptcy Rule 9006.

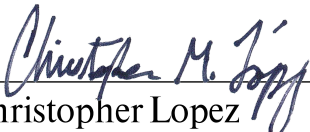
23. This Order shall be binding on the Debtors, including any chapter 11 (but not chapter 7) trustee or other fiduciary appointed for the estates of the Debtors.

24. Any Bankruptcy Rule or Local Rule that might otherwise delay the effectiveness of this Order is hereby waived, and the terms and conditions of this Order shall be effective and enforceable immediately upon its entry.

25. The Debtors and the Solicitation Agent are authorized to take any action necessary or appropriate to implement and effectuate the terms of, and the relief granted in, this Order without seeking further order of the Court.

26. The Court shall retain exclusive jurisdiction over any matter arising from or related to the implementation, interpretation, and enforcement of this Order, including the interpretation of the Combined DS and Plan, and all other matters related to the Plan and confirmation thereof.

Signed: October 19, 2023



Christopher Lopez
United States Bankruptcy Judge