

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

In re:

HAVERHILL CHEMICALS LLC,  
  
DEBTOR.

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§  
§  
§  
§

CASE NO. 15-34918  
  
(Chapter 11)

**AGREEMENT REGARDING NINTH AMENDED BUDGET FOR  
FINAL ORDER AUTHORIZING USE OF CASH  
COLLATERAL PURSUANT TO SECTION 363(c) OF THE  
BANKRUPTCY CODE AND GRANTING ADEQUATE PROTECTION**

Pursuant to Paragraph 4 of the Final Order Authorizing Use of Cash Collateral Pursuant to Section 363(c) of the Bankruptcy Code and Granting Adequate Protection [Dkt. No. 82] (as amended, the “Final Order”),<sup>1</sup> the Debtor and the Agent are authorized, without further order of the Court, to amend the Budget by written agreement, in which case the amended Budget shall become the Budget under the Final Order.

The Debtor and the Agent hereby agree that, effective as of January 22, 2016, the amended Budget attached hereto as Exhibit A will become the Budget under the Final Order.

*[Remainder of page intentionally left blank]*

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<sup>1</sup> Capitalized terms not defined herein shall have their meanings set forth in the Final Order.

This Agreement is executed by the Debtor and the Agent effective as of January 22, 2016.

**HAVERHILL CHEMICALS LLC**

By: Paul M Deputy  
Name: PAUL M DEPUTY  
Title: CFO

**BANK OF AMERICA, N.A.,**  
as Administrative Agent

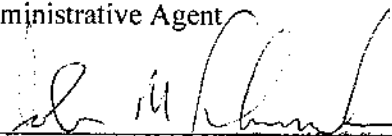
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

This Agreement is executed by the Debtor and the Agent effective as of January 22, 2016.

**HAVERHILL CHEMICALS LLC**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**BANK OF AMERICA, N.A.,**  
as Administrative Agent

By:  \_\_\_\_\_  
Name: **JOHN M. SCHUESSLER**  
Title: **SENIOR VICE PRESIDENT**

**EXHIBIT A**  
**(Budget)**

(all amounts except # of employees in 000's)

	Week End	Week End	Week End	Week End	Week End	Week End	Week End	Week End	Week End	Week End	Week End	Week End	Week End	Week End	Week End	Week End	Week End	Week End	Week End	
	9/27/2015	10/4/2015	10/11/2015	10/18/2015	10/25/2015	11/1/2015	11/8/2015	11/15/2015	11/22/2015	11/29/2015	12/6/2015	12/13/2015	12/20/2015	12/27/2015	1/3/2016	1/10/2016	1/17/2016	1/24/2016	1/31/2016	
Management/Admin Labor		\$60		\$78		\$78	\$39													
Benefits - Payroll		\$10		\$14		\$14	\$7													
Vacation/PTO							\$111													
Contract Labor		\$20		\$20		\$20	\$10	\$7	\$7	\$7	\$7	\$7	\$7	\$7	\$7	\$7	\$7	\$7	\$7	\$7
Medical & Prescription Drug Costs	\$81	\$81				\$81														
Professional Fees (Debtor Counsel)	\$100	\$75	\$75	\$60	\$60	\$60	\$60	\$30.5	\$30.5*	\$30.5*	\$30.5*	\$13*	\$13*	\$13*	\$13*	\$13*	\$13*	\$13*	\$13*	\$13*
Professional Fees (Debtor Accountant)																				\$13
Professional Fees (Committee Counsel)		\$15	\$20	\$17.5	\$12.5	\$15	\$17.5	\$17.5	\$17.5	\$5	\$12.5	\$5	\$5	\$5	\$5	\$5	\$5	\$5	\$5	\$5
Utilities - Electric (EDF)					\$707		\$176													
Utilities – Electric (AEP)					\$247		\$40		\$30.4			\$62**								
Utilities – Gas			\$41		\$125	\$7	\$33													
Utilities – Water						\$9	\$2.3					\$2								
Railcar Leases	\$74	\$100	\$75	\$75																\$14
Nitrogen	\$7	\$7	\$7	\$7	\$7	\$7	\$7	\$7												
Operating Chemicals	\$7	\$7	\$7	\$7	\$7	\$7	\$7													
Railcar Other							\$3													
US Trustee Fee						\$6													\$11	\$2
Data Room Fee				\$5								\$2.5								
Security Services	\$22		\$22		\$22		\$22													
Waste Disposal	\$9	\$9	\$9	\$9	\$9	\$9	\$9	\$8												
Environmental Compliance Costs						\$7		\$46												
Other (IT, Protective clothing, safety)	\$15	\$15	\$15	\$15	\$15	\$15	\$3	\$3	\$2	\$5	\$2	\$23**	\$2	\$2	\$2	\$2	\$2	\$1	\$1	\$4
Property Insurance/Office Rent						\$27														
Accrued Tax Liabilities			\$45				\$45					\$10.4**								
<b>TOTAL</b>	<b>\$315</b>	<b>\$488</b>	<b>\$316</b>	<b>\$424.5</b>	<b>\$1,211.5</b>	<b>\$479</b>	<b>\$650.8</b>	<b>\$119</b>	<b>\$87.4</b>	<b>\$47.5</b>	<b>\$52</b>	<b>\$124.9</b>	<b>\$27</b>	<b>\$27</b>	<b>\$27</b>	<b>\$27</b>	<b>\$26</b>	<b>\$37</b>	<b>\$58</b>	

\* Payment of Professional Fees for Debtor's Counsel for weeks ending 11/22/2015 – 12/20/15 to be funded from retainers/trust funds currently held by Debtor's Counsel. Payment of Professional Fees for Debtor's Counsel for the weeks ending 12/27/2015 and thereafter to be funded from retainers/trust funds currently held by Debtors' counsel to the extent available and to be funded from the Debtor's accounts to the extent sufficient funds are not available.

\*\* Payment of these amounts to be made in week ending 12/13/2015 or thereafter, depending on when the Debtor is invoiced for such amounts.