

APPLICATION FOR EMPLOYMENT OF
HUSCH BLACKWELL LLP AS ATTORNEYS FOR DEBTOR,
COREENERGY INFRASTRUCTURE TRUST, INC.

**UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MISSOURI**

In re:	)	
	)	Case No. 24-40236-can11
COREENERGY INFRASTRUCTURE TRUST, INC., ¹	)	Chapter 11
	)	
Debtor.	)	

**APPLICATION FOR EMPLOYMENT OF
HUSCH BLACKWELL LLP AS ATTORNEYS FOR DEBTOR
COREENERGY INFRASTRUCTURE TRUST, INC.**

CorEnergy Infrastructure Trust, Inc. (“CorEnergy” or “Debtor”), by and through its proposed counsel, submits this Application for Employment of Husch Blackwell LLP as Attorneys for Debtor (the “Application”), for entry of an order authorizing the employment of the law firm of Husch Blackwell LLP (“Husch Blackwell” or the “Firm”) as counsel for Debtor pursuant to 11 U.S.C. § 327 and Federal Rule of Bankruptcy Procedure 2014. In support of this Application, Debtor respectfully states as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.
2. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
3. Venue is proper pursuant to 28 U.S.C. §§ 1408.
4. The statutory and other predicates for the relief requested herein are Sections 327, 328, 330, and 1107 of Title 11 of the United States Code (the “Bankruptcy Code”), and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and

¹ Debtor’s address is 1100 Walnut, Ste. 3350 Kansas City, MO 64106. The last four digits of Debtor’s taxpayer identification number are 1375.

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Rule 2016-3 of the Local Rules of Practice of the United States Bankruptcy Court for the Western District of Missouri (the “Local Rules”).

BACKGROUND

5. On February 25, 2024 (the “Petition Date”), CorEnergy filed a voluntary petition in this Court commencing a case (the “Chapter 11 Case”) for relief under Chapter 11 of the Bankruptcy Code.

6. Debtor continues to operate its business as debtor-in-possession pursuant to 11 U.S.C. §§ 1107(a) and 1108. No trustee or examiner has been requested in the Chapter 11 Case, and no committees have yet been appointed.

7. With the filing of the petition, and in support of, inter alia, this Application, Debtor filed the *Declaration of David J. Schulte, Debtor’s Chairman and Chief Executive Officer, in Support of Debtor’s Chapter 11 Petition and Emergency First Day Pleadings* (the “Schulte Declaration”) which is incorporated herein by reference.² Please refer to the Schulte Declaration for a summary overview of Debtor in the above-referenced Chapter 11 Case as an overview of Debtor’s business, organizational structure, and capital structure, the circumstances giving rise to the commencement of the Chapter 11 Case and an overview of the relief requested in the first day pleadings.

RELIEF REQUESTED

8. Debtor requests that the Court authorize it to retain and employ Husch Blackwell as legal counsel for Debtor in connection with the Chapter 11 Case, effective as of or retroactive to the Petition Date.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Schulte Declaration.

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BASIS FOR RELIEF

9. Section 327(a) of the Bankruptcy Code provides that a debtor, subject to court approval, “may employ one or more attorneys, accountants, appraisers, auctioneers, or other professional persons, that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the [debtor-in-possession] in carrying out the [debtor-in-possession’s] duties under this title. 11 U.S.C. § 327(a). Section 1107(b) of the Bankruptcy Code elaborates upon sections 101(14) and 327(a) of the Bankruptcy Code and provides that “a person is not disqualified for employment under section 327 of [the Bankruptcy Code] by a debtor in possession solely because of such person’s employment by or representation of the debtor before the commencement of the case.” 11 U.S.C. § 1107(b).

10. Rule 2014 of the Bankruptcy Rules requires that an application for retention include:

[S]pecific facts showing the necessity for employment, the name of the [firm] to be employed, the reasons for the selection, the professional services to be rendered, any proposed arrangement for compensation, and to the best of the applicant’s knowledge, all of the [firm’s] connections with the debtor, creditors, any other party in interest, its respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee.

Fed. R. Bankr. P. 2014.

A. Necessity and Qualifications

11. The attorneys within the firm of Husch Blackwell are duly licensed qualified attorneys before the Court and, in the opinion of Debtor, are qualified to act as counsel for the estate.

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12. Debtor has selected Husch Blackwell because the firm has considerable legal experience and knowledge and is recognized for its expertise in the field of debtors' and creditors' rights in business reorganizations under chapter 11 of the Bankruptcy Code.

13. After careful consideration of the circumstances of the Chapter 11 Case as detailed in the Schulte Declaration and the various interests involved, Husch Blackwell's representation of Debtor is necessary, advisable, and in the best interest of Debtor and its estate.

B. Services to Be Provided

14. Debtor desires to generally employ the professional services of Husch Blackwell for, without limitation or exclusion, the following matters:

- a. advising Debtor with respect to its rights and obligations as a debtor and debtor in possession and regarding other matters of bankruptcy law;
- b. taking all necessary action to protect and preserve the estate of the Debtor, including the prosecution of actions on behalf of the Debtor, the defense of any actions commenced against the Debtor, the negotiation of disputes in which the Debtor is involved, and the preparation of objections to claims filed against the Debtor's estate;
- c. preparing on behalf of the Debtor, as debtor in possession, necessary motions, applications, answers, orders, reports, and other legal papers in connection with the administration of the Debtor's estate;
- d. representation of Debtor at the meeting of creditors, plan disclosure, confirmation and related hearings, and any adjourned hearings, therefore;
- e. assisting with any disposition of the Debtor's assets;
- f. taking all necessary or appropriate actions in connection with any plan of reorganization and related disclosure statement and all related documents, and such further actions as may be required in connection with the administration of the Debtor's estate;
- g. representation of Debtor in adversary proceedings and other contested bankruptcy matters; and
- h. representation of Debtor in the above matters, and any other matter that may arise in connection with Debtor's reorganization proceedings and business operations.

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15. Debtor also desires to employ the professional services of Husch Blackwell in connection with regular and customary legal matters including, but not limited to, such areas of law as: corporate, finance, labor and employment, intellectual property, environmental, securities, litigation, trade regulation, employee benefits, real estate, and taxation.

C. Professional Compensation

16. Husch Blackwell has indicated its willingness to serve as counsel to the Debtor and to receive compensation and reimbursement in accordance with Husch Blackwell's standard billing practices for services rendered and expenses incurred on behalf of the Debtor.

17. Husch Blackwell has agreed to represent the Debtor on an hourly basis: Husch Blackwell negotiated discounted hourly rates with the Debtor for the engagement. The discounted rates for the primary professionals working on this matter are: Mark Benedict (Partner), \$715 per hour; John Cruciani (Partner), \$715 per hour; Michael Brandess (Partner), \$630 per hour; Lindsey Greenawald (Senior Counsel), \$575 per hour; Morgan Hutchinson (Associate), \$355 per hour; and Penny Keller (Senior Paralegal), \$325 per hour. Our hourly rates are reviewed and adjusted periodically. Adjusted rates will be applicable to any work done after the effective date of the adjustment.

18. Mark T. Benedict and John J. Cruciani will be the partners in the Firm primarily responsible for this matter. Mr. Benedict and Mr. Cruciani are both board-certified in business bankruptcy law by the American Board of Certification and Fellows of the American College of Bankruptcy.

19. Husch Blackwell will also seek reimbursement of third-party expenses incurred. This fee and expense structure is proposed as a reasonable compensation structure pursuant to

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and in accordance with 11 U.S.C. § 328. There will be no charge for other expenses which are normally absorbed by the Firm as overhead.

20. Husch Blackwell has not, does not, and will not represent any of the Creditor Clients or their respective affiliates or subsidiaries in this chapter 11 case or in other matters directly adverse to the Debtor during the pendency of this chapter 11 case. To the extent issues may arise which would cause the Debtor to be adverse to any of the Creditor Clients such that it would not be appropriate for Husch Blackwell to represent the Debtor with respect to such matters, Debtor has filed an application to employ Stinson, LLP as special counsel and conflicts counsel to represent the Debtor's with respect to such matters.

21. Husch Blackwell was engaged in 2023 as the Debtor's general restructuring counsel. In the past 12 months, Husch Blackwell has received approximately \$620,455.75 in payments for its prepetition services and expenses incurred on behalf of the Debtor in connection with its restructuring efforts, including the preparation and commencement of this Chapter 11 Case. In addition to the approximate \$620,455.75 in payments referenced above, Husch Blackwell also received a pre-payment of \$145,000 from the Debtor on February 22, 2024 for services (fees and expenses) to be provided for the pre-petition period from February 21, 2024 through the Petition Date. If after reconciliation, the \$145,000 pre-payment exceeds the amount of fees and expenses actually incurred during that time period, Husch Blackwell will deposit any such amount into its trust account, which it will hold until its fee application is approved and it is authorized to apply this amount to its approved fees and expenses.

22. Payment for professional services in connection with the Chapter 11 Case is subject to approval of the bankruptcy court and shall be in compliance with the applicable provisions of the Bankruptcy Code.

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23. To the extent that there is any pre-existing debt owed by Debtor to Husch Blackwell, the Firm has waived its right to any payment for pre-petition services not connected to this bankruptcy proceeding in order to avoid having an interest in this proceeding.

24. Pursuant to Bankruptcy Rule 2016(b), Husch Blackwell has not shared, nor agreed to share any compensation it has received or may receive in this case with any other party, person, or entity other than with the professionals of the Firm.

D. No Adverse Interest, Disinterestedness, and Disclosure of Connections

25. To the best of Debtor's knowledge, Husch Blackwell does not hold or represent any interest adverse to Debtor's estate and is a "disinterested person" as that term is defined in 11 U.S.C. § 101(14) for the purposes of representing Debtor in the Chapter 11 Case. Debtor relies upon the Declaration of John J. Cruciani in Support of the Application for Employment of Husch Blackwell LLP as Attorneys for Debtor (the "Cruciani Declaration"), submitted pursuant to FED. R. BANKR. P. 2014(a), which is attached hereto and incorporated herein as Exhibit A.

26. To the best of Debtor's knowledge, the partners and associates of the Firm do not have any connection with Debtor, its creditors, the Office of the United States Trustee for the Western District of Missouri, any person employed in the Office of the United States Trustee for the Western District of Missouri, or any other party-in-interest or their respective attorneys and accounts and do not represent any interest adverse to Debtor's estate. More specifically:

- a. None of the attorneys of Husch Blackwell hold or represent an interest adverse to Debtor's estate.
- b. Neither Husch Blackwell, nor any attorney of Husch Blackwell, is or was a creditor, equity holder, or an insider of Debtor.
- c. Neither Husch Blackwell, nor any attorney of Husch Blackwell, is or was, within two years before the Petition Date, a director, officer, or employer of Debtor.

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- d. Husch Blackwell does not have any interest materially adverse to the interests of Debtor's estate or of any class of creditors by reason of any direct or indirect relationship to, connection with, or interest in Debtor, or for any other reason.

27. As a part of its diverse practice, Husch Blackwell appears in numerous cases, proceedings, and transactions involving many different professionals, including attorneys, accountants, investment bankers, and financial consultants, some of which may represent claimants and parties-in-interest in the Chapter 11 Case. In addition, Husch Blackwell has in the past been, and will likely in the future be, working with or against other professionals involved in the Chapter 11 Case in matters unrelated to the Chapter 11 Case. None of these business relationships constitute interests materially adverse to Debtor in matters upon Husch Blackwell is to be employed.

28. Husch Blackwell has not been retained to assist any entity or person other than Debtor in matters relating to, or in connection with, the Chapter 11 Case. If this Court approves the proposed employment of Husch Blackwell by Debtor, Husch Blackwell will not accept any engagement or perform any services for any entity or person other than Debtor in connection with the Chapter 11 Case without prior Court approval.

29. As of the date of this Application, Husch Blackwell's conflict check has not revealed the existence of any matters adverse to the interest of Debtor except as stated in the Cruciani Declaration.

30. Husch Blackwell will periodically review its files during this Chapter 11 Case to ensure that no conflicts or other disqualifying circumstances exist or arise. If relevant facts or relationships are discovered or arise, the Firm will promptly file a supplemental declaration pursuant to Bankruptcy Rule 2014(a).

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31. Compensation for services rendered by Husch Blackwell to Debtor in this proceeding shall be subject to the ultimate allowance by this Court and, as to the timing of payment, upon the availability of sufficient assets and funds in the estate.

E. Relief is Appropriate

32. In light of the myriad motions and dealings pending as the filing of the Chapter 11 Case, the Debtor required the immediate assistance of Husch Blackwell commencing on the Petition Date. The Debtor, therefore, requests that the Debtor's retention of the Firm be effective as of or retroactive to the Petition Date. An order authorizing retroactive employment is required because the Firm has provided reasonable and necessary services to the Debtor since the Petition Date, as several hearings are likely to have already occurred. The Debtor submits that no party in interest will be prejudiced by the granting of the employment because the Firm has provided and will continue to provide valuable services to the Debtor's estate in the interim period.

33. Based on the foregoing, the Debtor respectfully submits that it has satisfied the requirements of the United States Code and the Bankruptcy Local Rules. Accordingly, Debtor respectfully requests entry of an order pursuant to 28 U.S.C. § 156(c) and Bankruptcy Code § 105 authorizing the Debtor to retain and employ Husch Blackwell to act as counsel for the Debtor effective as of or retroactive to the Petition Date.

34. A copy of the proposed order approving this Application is attached as Exhibit B.

NOTICE

35. Notice of this Motion will be provided to: (a) the Office of the United States Trustee for the Western District of Missouri; (b) the Office of the United States Attorney for the Western District of Missouri; (c) each of the parties included on the Debtor's list of twenty largest unsecured creditors; (d) the Internal Revenue Service; (e) the U.S. Securities and

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Exchange Commission; (f) Faegre Drinker, Biddle & Reath, LLP as counsel to the Ad Hoc Noteholder Group; (g) the Trustee; (h) the Banks; (i) any party that has requested notice pursuant to Bankruptcy Rule 2002; and (j) all parties entitled to notice under Local Rule 2002-1. The Debtor respectfully submits that such notice is sufficient, and no further notice of this Motion is required under the circumstances.

CONCLUSION

WHEREFORE, the Debtors respectfully requests that the Court enter an Order, substantially in the form attached as Exhibit B, granting the relief requested in the Application and such additional relief as is just and proper.

Dated: February 25, 2024

Respectfully Submitted,

/s/ John J. Cruciani

Mark T. Benedict (Mo. #44621)

John J. Cruciani (Mo. #43073)

HUSCH BLACKWELL LLP

4801 Main Street, Suite 1000

Kansas City, Missouri 64112

Mark.Benedict@huschblackwell.com

John.Cruciani@huschblackwell.com

(816) 983-8000; fax (816) 983-8080

*Proposed Attorneys for the
Debtor and Debtor-in-Possession*

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Exhibit A

Declaration

APPLICATION FOR EMPLOYMENT OF
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**UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MISSOURI**

In re:)
)
COREENERGY INFRASTRUCTURE TRUST, INC.,¹) Case No. 24-40236-can11
) Chapter 11
)
Debtor.)

**DECLARATION OF JOHN J. CRUCIANI
IN SUPPORT OF THE APPLICATION FOR EMPLOYMENT
OF HUSCH BLACKWELL LLP AS ATTORNEYS FOR DEBTOR**

I, John J. Cruciani, hereby verify under penalty of perjury and pursuant to Fed. R. Bankr. P. 2014(a), that the assertions of this declaration are true and correct to the best of my information, knowledge, and belief.

1. I have read the foregoing Application for Employment of Husch Blackwell LLP (“Husch Blackwell” or “Firm”) as Attorneys for the Debtor², and, to the best of my knowledge, all the facts stated herein are true and correct. I am an attorney at law and a partner in the firm of Husch Blackwell, and my office is located at 4801 Main Street, Suite 1000, Kansas City, MO 64112.

A. Services to Be Provided

2. In connection with the above-captioned Chapter 11 case (the “Chapter 11 Case”), the Debtor has requested authorization from the Court to retain Husch Blackwell as its legal counsel. The professional services that Husch Blackwell will render to the Debtor may include, but will not be limited to, those described in the Application.

¹ Debtor’s address is 1100 Walnut, Ste. 3350 Kansas City, MO 64106. The last four digits of Debtor’s taxpayer identification number are 1375.

² All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application for Employment of Husch Blackwell LLP as Attorneys for Debtor.

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3. Husch Blackwell, its partners, associates, and paraprofessionals are experienced in matters of bankruptcy and in the representation of debtors in cases, proceedings, and matters under the Bankruptcy Code, and are well qualified to represent Debtor.

4. Those attorneys who will provide services to the Debtor in this case are familiar with the Bankruptcy Code and the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules, and the requirements of the United States Trustee, and shall comply with them.

B. Professional Compensation

5. On February 19, 2024, Debtor and Husch Blackwell entered into an engagement agreement for Husch Blackwell to provide legal services to the Debtor in connection with the preparation and filing of the expected Chapter 11 Case.

6. Husch Blackwell was engaged in 2023 as the Debtor's general restructuring counsel. In the past 12 months, Husch Blackwell has received approximately \$620,455.75 in payments for its prepetition services and expenses incurred on behalf of the Debtor in connection with its restructuring efforts, including the preparation and commencement of this Chapter 11 Case. In addition to the approximate \$620,455.75 in payments referenced above, Husch Blackwell also received a pre-payment of \$145,000 from the Debtor on February 22, 2024 for services (fees and expenses) to be provided for the pre-petition period from February 21, 2024 through the Petition Date. If after reconciliation, the \$145,000 pre-payment exceeds the amount of fees and expenses actually incurred during that time period, Husch Blackwell will deposit any such amount into its trust account, which it will hold until its fee application is approved and it is authorized to apply this amount to its approved fees and expenses.

7. Post-Petition, Husch Blackwell intends to apply for compensation for professional services rendered in connection with the Chapter 11 Case. Subject to the approval of this Court

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and in compliance with applicable provisions of the Bankruptcy Code, Federal Rules of Bankruptcy Procedure, Local Bankruptcy Rules, United States Trustee Guidelines for Region 6, and orders of this Court, Husch Blackwell will charge Debtor on an hourly basis in six-minute increments and seek reimbursement of actual, necessary expenses and other charges that Husch Blackwell incurs.

8. Husch Blackwell's hourly rates are set at a level designed to fairly compensate Husch Blackwell for the work of its professionals. Husch Blackwell's discounted hourly rates for attorneys and paralegals for this matter are currently as follows:

Mark Benedict, Partner	\$715.00
John Cruciani, Partner:	\$715.00
Michael Brandess, Partner	\$630.00
Lindsey Greenawald, Senior Counsel	\$575.00
Morgan Hutchinson, Associate	\$355.00
Penny Keller, Senior Paralegal	\$325.00

9. Husch Blackwell's hourly rates are consistent with the rates it charges in bankruptcy and non-bankruptcy matters of this type. Husch Blackwell reserves the right to increase its hourly rates in accordance with its normal and customary practices.

10. It is Husch Blackwell's policy to charge its clients for expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, photocopying, witness fees, travel expenses, filing and recording fees, postage, express mail and messenger charges, computerized legal research charges, and other computer services. Husch Blackwell will charge the Debtor for these expenses in a manner and at rates consistent with those Husch Blackwell generally charges its other clients. There will be no charge for those expenses which are normally absorbed by Husch Blackwell as overhead.

11. Husch Blackwell has not shared or agreed to share any of its compensation from these matters with any other person, other than a partner or associate of the Firm.

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12. I understand that the Court's approval of the *Application for Employment of the Firm of Husch Blackwell LLP as counsel for Debtor* is not approval of any proposed terms of compensation and under Section 328(a) of the Bankruptcy Code the Court may allow compensation on terms different from those proposed.

C. Husch Blackwell's Disinterestedness

13. Neither I, Husch Blackwell, nor any partner or associate thereof, insofar as I have been able to ascertain, has any financial connection with the Debtor, its estate, or any of its other attorneys and accountants.

14. Neither Husch Blackwell nor its partners nor associates, to my knowledge, have represented or have had or have any connection with any individual or entity in the Chapter 11 Case, other than as set forth in this Declaration, or any interest adverse to the Debtor's estate.

15. Neither I, Husch Blackwell, nor any partner or associate thereof, insofar as I have been able to ascertain, holds or represents any interests adverse to that of the estate or the Debtor or its estate with respect to the matters upon which the Firm is to be engaged, except as set forth herein.

16. Husch Blackwell is a "disinterested person" as that term is defined in Section 101(14) of the Bankruptcy Code as modified by Bankruptcy Code Section 1107(b), and as required under Section 327(a) of the Bankruptcy Code, because neither Husch Blackwell nor any of its professionals:

- a. is a creditor, an equity security holder, or an insider of the Debtor;
- b. was, within two years before the date of filing of the Chapter 11 Case, a director, officer, or employee of Debtor; or
- c. has an interest materially adverse to the interests of the Debtor's estate or of any of the Debtor's [top 20] unsecured creditors, by reason of any direct or

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indirect relationship to, connection with, or interest in, the Debtor, or for any other reason.

17. I understand further that Husch Blackwell does not, and will not, represent any of these persons or entities, or their affiliates, with respect to this Chapter 11 proceeding, nor does Husch Blackwell's other representation conflict with the interests of the Debtor, its estate, or Husch Blackwell's representation of the Debtor herein. To the extent that I become aware of any additional such unrelated representation subsequent to the date of this Declaration, I intend to supplement this Declaration accordingly.

18. In the event that Husch Blackwell determines that any representation of Debtor in this proceeding against those aforementioned persons or entities conflicts with Husch Blackwell's prior representation of said persons or entities, Husch Blackwell shall recuse itself from such specific representation, or perform such other acts as may be necessary. Husch Blackwell may represent other current clients who are creditors of or who have a connection with the Debtor and/or the Debtor's reorganization efforts that were not disclosed to or uncovered by my review. However, my preliminary review indicates that Husch Blackwell does not represent any such entity in connection with this case.

19. Similarly, if any conflict arises between Debtor and Husch Blackwell from such specific representation, Husch Blackwell shall recuse itself from such specific representation or perform such other acts as may be necessary.

20. Husch Blackwell has conducted a series of conflict checks of the Debtor, its affiliates and officers and directors, as well as, inter alia, creditors, the major constituents in the case (i.e. bondholders and parties to executory contracts). Attached hereto as Schedule 1 is a list of interested parties from which Husch Blackwell ran their conflicts searches through a search of its client database, regarding its connections with the Debtor and other parties in interest. A

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search of Husch Blackwell's client database is designed to reveal any representation of, or potential conflict with the entity searched for any known subsidiary or affiliate.

21. In addition, because the Debtor is a publicly traded REIT with both common and preferred shareholders, Husch Blackwell has run conflict checks of all known registered holders of both common and preferred shareholders. See Schedule 1, Stockholders of Record, Preferred and Common Section. As a publicly traded REIT, the list of beneficial owners of common and preferred shareholders changes on a regular basis and is not fully known without the setting of a securities record date. While some shareholders have designated their shares as "NOBO" (i.e. no objection to disclosure of beneficial owner, where such beneficial owners have no objection to their identity being known), many shareholders have designated their shares as "OBO" (i.e. objection to disclosure of beneficial owner, where such beneficial owners do not consent to their identity being known). As such, Husch Blackwell and the Debtor do not have a complete list of beneficial owners of the common and preferred shares. For purposes of conflicts checks with respect to common and preferred shareholders, Husch Blackwell has run the registered owners. Thus, its conflicts check may need to be supplemented to the extent a securities record date is established in this case.

22. With respect to Bondholders, Husch Blackwell has run the indenture trustee through its conflicts system, as well as, the registered holders and the known beneficial holders set forth on Schedule 1, Bondholders Section The Bondholders beneficial holders that Husch Blackwell ran through its conflict system represents approximately 90% of the total Bondholders by dollar amount. Thus, its conflicts check may need to be supplemented to the extent other Bondholders beneficial holders are determined.

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23. Husch Blackwell has performed these conflicts searches in conjunction with its engagement as counsel for the Debtor based upon information periodically received from the Debtor, which may be supplemented in the future. Accordingly, the Declaration is being submitted based upon information obtained to date. Supplementation of this Declaration will be necessary if additional conflicts searches are completed and additional information becomes available. To date, I have been informed that Husch Blackwell has done work for creditors or other parties in interest of the Debtor totally unrelated to this case (the “Relevant Search Results”). A list of the Relevant Search Results is attached hereto as Schedule 2.

24. I understand that Debtor has potentially more creditors and parties in interest which are unknown at this time. I intend to supplement this Declaration as necessary as the identities of those creditors and their relationships, if any, with Husch Blackwell become known. Consequently, while there may exist certain additional persons to whom Husch Blackwell has rendered legal services, I am unaware of any such representation that is in conflict with or adverse to, that of the Debtor, its estate, or which is related to the Chapter 11 Case.

25. Except as disclosed in this Declaration, I personally have no connection or interest with (i) the United States Trustee or any person employed by the Office of the United States Trustee, or (ii) any attorneys, accountants, financial consultants, and investment bankers who represent or may represent claimants or other parties in interest in this case. However, as part of its practice, Husch Blackwell appears in cases, proceedings, and transactions involving many different attorneys, accountants, financial consultants, and investment bankers, some of which now or may in the future represent Debtor and creditors or parties in interest in this case. I understand that Husch Blackwell has not and will not represent any such entities in relation to Debtor and the Chapter 11 Case, nor has or will have any financial relationship with any such

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entities that would be adverse to the Debtor or its estate in the matters upon which Husch Blackwell is to be employed.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated February 25, 2024.

/s/ John J. Cruciani

John J. Cruciani
Partner

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Schedule 1

Debtors and Affiliates

Cardinal Pipeline, L.P.
CorEnergy GP, LLC
CorEnergy Infrastructure Trust, Inc.
CorEnergy Operating Partnership, LP
CorEnergy Pipeline Company, LLC
Corridor Bison, LLC
Corridor Infrastrust Management, LLC
Corridor Leeds Path West, Inc.
Corridor MoGas, LLC
Crimson California Pipeline, L.P.
Crimson Midstream Holdings, LLC
Crimson Midstream I Corporation
Crimson Midstream Operating, LLC
Crimson Midstream Services, LLC
Crimson Pipeline, LLC
Four Wood Corridor, LLC
Grand Isle Corridor, LP
Grand Isle GP, Inc.
LCP Oregon Holdings, LLC
MoGas Debt Holdco LLC
Pinedale Corridor, LP
Pinedale GP, Inc.
Pinedale LP I, LLC
San Pablo Bay Pipeline Company LLC

Officers and Directors

Arkan Haile
Catherine A. Lewis
Chris Reitz
Christopher M. Huffman
Conrad S. Ciccotello
David J. Schulte
Jeff Teevan
John D. Grier
Robert L. Waldron
Sean DeGon
Todd Banks

Bondholders

Acasta Global Master Fund
ADK Capital
Apex Clearing Corporation
BMO Nesbitt Burns Inc./CDS**
Canary SC Master Fund, L.P.
Charles Schwab & Co., Inc.
Corre Opportunities Qualified Master Fund, LP
Crescent 1, L.P.
CRS Master Fund, L.P.
Cyrus 1740 Master Fund, L.P.
Cyrus Opportunities Master Fund II, Ltd.
Cyrus Select Opportunities Master Fund, Ltd.

Goldman Sachs & Co. LLC
J.H. Lane Partners Master Fund, LP
J.P. Morgan Securities LLC/JPMC
JPMorgan Chase Bank, National Association
Keyframe 1740 Fund, L.P.
Keyframe 3523 Fund, L.P.
Keyframe Eos Fund, L.P.
Keyframe Fund I, L.P.
Keyframe Fund II, L.P.
Keyframe Fund III, L.P.
Keyframe Fund IV, L.P.
KF Vermillion Fund, L.P.
Kore Advisors LP, on behalf of its managed funds and entities
LPL Financial LLC
Merrill Lynch, Pierce, Fenner & Smith
Incorporated/8862 MLPF&S TS SUB
Morgan Stanley Smith Barney LLC
National Financial Services LLC
Pershing LLC
Raymond James & Associates, Inc.
RBC Capital Markets, LLC
Stifel, Nicolaus & Company, Incorporated {disregard}
The Bank of New York Mellon
U.S. Bank National Association, as Trustee
Vanguard Marketing Corporation

Executory Contract Holders

ADP
Alliant Insurance Services, Inc.
Aqua Co
Arch Insurance Company
Axis Insurance Company
Barbara Reese
Bloomberg Finance LP
Bowood Capital Advisors
Brownstein Hyatt Farber Schreck, LLP
Chris Huffman
Chris Reitz
Cigna Dental
Cigna Healthcare
Compensation Advisory Partners
Computershare, Inc.
Darrow Associates
David Schulte
DirectorsDesk
Equisolve, Inc.
Ernst & Young
E-Trade
Hagen & Partners
Ironshore Specialty Insurance Company

APPLICATION FOR EMPLOYMENT OF
HUSCH BLACKWELL LLP AS ATTORNEYS FOR DEBTOR,
COREENERGY INFRASTRUCTURE TRUST, INC.

IssuerDirect
Jason Whitaker
Jeff Teeven
John Greir
Kim Warren
KPMG
Lewis, Ringleman & Fanyo
Mariner Wealth Advisors
Markel International Ins Co Ltd.
Mitsubishi
Mutual of Omaha
New York Stock Exchange, Inc.
Omega Pipeline Company
Perella Weinberg Partners LP
Platypus Studios
Richard C. Kreul
Ring Central
Sean DeGon
Spire Midstream LLC
Steven Roepke
Stifel, Nicolaus & Co., Inc. {disregard}
Teneo Capital LLC
Town Pavillion Holding, LLC
Voya Financial
Whitney George
Workiva
XL Specialty Insurance Company

Stockholders of Record, Preferred and Common

Ameriprise Financial Services LLC
Apex Clearing Corporation
BMO Nesbitt Burns, Inc.
BNY Mellon
BOFA Securities, Inc.
Brown Brothers Harriman & Co.
Cetera Investment Services, LLC
Charles Schwab & Co., Inc.
CIBC World Markets, Inc.
CitiBank NA
Clearpoint Federal Bank & Trust
Credential Qtrade Securities, Inc.
D.A. Davidson & Co.
Desjardins Securities, Inc.
Drivewealth LLC
Edward Jones
FIS Wealth Outsourcing Solutions
Goldman Sachs & Co., LLC
Hilltop Securities, Inc.
HSBC
J.P. Morgan Securities LLC
Kingdom Trust Company
LPL Financial
Merrill Lynch
Morgan Stanley
National Bank Financial

National Financial Services, LLC
Oppenheimer & Co., Inc.
Pershing LLC
Phillip Capital, Inc.
Questrade Inc.
Raymond James & Associates, Inc.
Raymond James Trust, Co.
RBC Dominion Securities, Inc.
RBC Wealth Management
Regions Bank
Regions Trust
Robert W. Baird & Co., Inc.
Scotia Capital, Inc.
SG Americas Securities, LLC
Stifel, Nicolaus & Co., Inc. {disregard}
TD Ameritrade Clearing, Inc.
TD Waterhouse
Tradestation Securities, Inc.
Tradeup Securities, Inc.
U.S. Bancorp Investments
U.S. Bank
UBS Financial Services, Inc.
UBS Securities LLC
Vanguard Brokerage Services
Velox Clearing
Vision Financial Markets, LLC
Wedbush Securities, Inc.
Wells Fargo Clearing Services
Wells Fargo Securities

U.S. Trustee Staff

Adam Miller
Chris Borniger
Dao Pham
Kathryn Strauss
Murie Sheaffer
Patricia J. Stanley
Sherri L. Wattenbarger
Tammy Hydeman
Tavia Shreefer

Bankruptcy Judges

Chief Judge Brian T. Fenimore
Judge Cynthia A. Norton

APPLICATION FOR EMPLOYMENT OF
HUSCH BLACKWELL LLP AS ATTORNEYS FOR DEBTOR,
COREENERGY INFRASTRUCTURE TRUST, INC.

Schedule 2

Bankruptcy Party	Husch Blackwell Client
U.S. Bank, as Trustee	U.S. Bank, NA/ U.S. Bancorp Investments
J.P. Morgan Securities LLC/JPMC	J.P. Morgan Securities LLC
JPMorgan Chase Bank, National Association	JPMorgan Chase Bank, National Association
UMB Bank NA	UMB Bank, NA
Arch Insurance Company	Arch Insurance Company
Cigna Dental	Cigna Dental
Cigna Healthcare	Cigna Healthcare
Mariner Wealth Advisors	UMB Bank, NA
Mitsubishi	Mitsubishi HC Capital America/Mitsubishi Corporation/Mitsubishi Power Americas, Inc./Mitsubishi Chemical Advanced Materials Inc.
Mutual of Omaha	Mutual of Omaha Bank
Ring Central	RingCentral
Spire Midstream LLC	Spire
Ameriprise Financial Services, LLC	American Family Connect Insurance Agency, Inc. dba Ameriprise Financial Services
Citibank NA	Citibank NA
Edward Jones	Edward Jones
Goldman Sachs & Co. LLC	Goldman Sachs & Co.
Hilltop Securities Inc.	Hilltop Securities Inc.
Morgan Stanley	Morgan Stanley & Co., L.L.C.
Robert W. Baird & Co. Inc.	Robert W. Baird & Co.
Wells Fargo Clearing Services	Wells Fargo
CIBC World Markets Inc.	CIBC World Markets Corp.
Regions Bank	Regions Bank
Wells Fargo Securities	Wells Fargo

APPLICATION FOR EMPLOYMENT OF
HUSCH BLACKWELL LLP AS ATTORNEYS FOR DEBTOR,
COREENERGY INFRASTRUCTURE TRUST, INC.

Exhibit B

Proposed Order

APPLICATION FOR EMPLOYMENT OF
HUSCH BLACKWELL LLP AS ATTORNEYS FOR DEBTOR,
COREENERGY INFRASTRUCTURE TRUST, INC.

**UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MISSOURI**

In re:	)	
	)	Case No. 24-40236-can11
COREENERGY INFRASTRUCTURE TRUST, INC., ¹	)	Chapter 11
	)	
Debtor.	)	

**ORDER GRANTING APPLICATION FOR EMPLOYMENT OF
HUSCH BLACKWELL LLP AS ATTORNEYS FOR DEBTOR**

This matter comes before the Court by Debtor and Debtor-in-Possessions (the “Debtor”) through its Application for Employment of Husch Blackwell LLP as Attorneys for Debtor (the “Application”)² and the *Declaration of John J. Cruciani in Support of the Application for Employment of Husch Blackwell LLP as Attorneys for Debtor* (the “Cruciani Declaration”), effective as of or retroactive to the Petition Date, pursuant to the terms of the Engagement Agreement attached to the Cruciani Declaration, the Court having found that: (a) jurisdiction to consider this Application is proper 28 U.S.C. §§ 157 and 1334; (b) venue is property before this Court under 28 U.S.C. §§ 1408 and 1409; (c) notice of the Application was properly provided; (d) Husch Blackwell LLP (“Husch Blackwell”) is “disinterested” as such term is defined in Section 101(14) of the Bankruptcy Code, as modified by Section 1107(b) of the Bankruptcy Code, and as required under Section 327(a) of the Bankruptcy Code, and that Husch Blackwell represents no interest adverse to the Debtor’s estate; and (e) good cause exists to grant the relief requested in the Application. The Court, being fully advised in the premises and having determined that the legal and factual basis set forth in the Application establishes just cause for

¹ Debtor’s address is 1100 Walnut, Ste. 3350 Kansas City, MO 64106. The last four digits of Debtor’s taxpayer identification number are 1375.

² Capitalized terms used but not defined herein have meanings given to them in the Application.

APPLICATION FOR EMPLOYMENT OF
HUSCH BLACKWELL LLP AS ATTORNEYS FOR DEBTOR,
COREENERGY INFRASTRUCTURE TRUST, INC.

the relief granted herein, is of the opinion that the Application should be granted. Accordingly,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Application is granted as set forth herein.
2. All objections to the entry of this Order, to the extent not withdrawn or settled, are overruled.
3. The Debtors is authorized to employ Husch Blackwell as its counsel effective as of the Petition Date, consistent with the terms of the Application.
4. Husch Blackwell shall be compensated in accordance with the procedures set forth in Sections 328, 330, and 331 of the Bankruptcy Code, the applicable Bankruptcy Rules, and Local Rules, and such other procedures as may be fixed by order of the Court.
5. Husch Blackwell will make its reasonable best efforts to comply with the Guidelines for compensation and Expense Reimbursement of Professionals established by the United States Bankruptcy Court for the Western District of Missouri.
6. The Court retains jurisdiction over all matters related to the implementation of this Order.

IT IS SO ORDERED.

Date

United States Bankruptcy Judge

APPLICATION FOR EMPLOYMENT OF
HUSCH BLACKWELL LLP AS ATTORNEYS FOR DEBTOR,
COREENERGY INFRASTRUCTURE TRUST, INC.

Submitted by:

HUSCH BLACKWELL LLP

Mark T. Benedict (Mo. #44621)
John J. Cruciani (Mo. #43073)
4801 Main Street, Suite 1000\
Kansas City, Missouri 64112
Mark.Benedict@huschblackwell.com
John.Cruciani@huschblackwell.com
(816) 983-8000; fax (816) 983-8080

*Proposed Attorneys for the
Debtor and Debtor-in-Possession*