

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

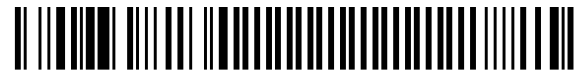
In re: § Chapter 11  
AZURE MIDSTREAM § Case No. 17-30461 (DRJ)  
PARTNERS, LP, et al., §  
§ (Jointly Administered)  
§  
Debtors.<sup>1</sup> § Re: Docket No. 9

**FINAL ORDER (I) AUTHORIZING DEBTORS TO PAY CERTAIN PREPETITION TAXES AND ASSESSMENTS, AND (II) DIRECTING FINANCIAL INSTITUTIONS TO RECEIVE, PROCESS, HONOR, AND PAY ALL CHECKS PRESENTED FOR PAYMENT AND TO HONOR ALL FUND TRANSFER REQUESTS RELATED TO SUCH OBLIGATIONS PURSUANT TO SECTIONS 105(a), 363(b), 507(a), AND 541(d) OF THE BANKRUPTCY CODE AND BANKRUPTCY RULES 6003 AND 6004**

Upon the motion, dated January 30, 2017 (the “**Motion**”),<sup>2</sup> of Azure Midstream Partner, LP, its subsidiaries, and certain affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), for an order (i) authorizing Debtors to pay certain prepetition taxes and assessments, and (ii) directing financial institutions to receive, process, honor, and pay all checks presented for payment and to honor all fund transfer requests related to such obligations pursuant to sections 105(a), 363(b), 507(a), and 541(d) of the Bankruptcy Code, as more fully set forth in the Motion; and upon consideration of the Mosley Declaration; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Azure Midstream Partners, LP (7595), Azure ETG, LLC. (3388), Azure Holdings GP, LLC (0537), Azure Midstream Partners GP, LLC (8089), Azure TGG, LLC (6233), Marlin G&P I, LLC (6073), Marlin Logistics, LLC (8460), Marlin Midstream Finance Corp. (0130), Marlin Midstream, LLC (2587), Murvaul Gas Gathering, LLC (0826), Talco Midstream Assets, Ltd. (7004), and Turkey Creek Pipeline, LLC (1161).

<sup>2</sup> All capitalized terms used, but not otherwise defined, herein shall have the meanings ascribed to such terms in the Motion.



the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing venue is allowed before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the parties listed therein, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors and their respective estates and creditors; and upon all of the proceedings had before the Court 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, but not directed, pursuant to sections 105(a), 363(b), 507(a), and 541(d) of the Bankruptcy Code, to satisfy all prepetition Taxes due and owing to the Taxing Authorities, including, without limitation, those Taxing Authorities listed on **Exhibit 1** annexed hereto, that arose prior to the Petition Date, including all Taxes subsequently determined upon audit or otherwise to be owed for periods prior to the Petition Date.
3. Wells Fargo and other financial institutions are authorized and directed to receive, process, honor, and pay all checks presented for payment by the Debtors and to honor all fund transfer requests related to such obligations. Such banks and other financial institutions shall not be liable to any party on account of: (i) following the Debtors' representations, instructions, or presentations as to any order of this Court (without any duty of further inquiry); (ii) the honoring of any prepetition checks, drafts, wires, or ACH payments in a good-faith belief or upon a representation by the Debtors that this Court has authorized such prepetition check,

draft, wire, or ACH payment; or (iii) an innocent mistake made despite implementation of reasonable handling procedures.

4. The Debtors are further authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to any prepetition amounts that are authorized to be paid pursuant to this Final Order.

5. The Debtors shall serve this Final Order within three business days of its entry on the Notice Parties.

6. Notwithstanding entry of this Final Order, nothing herein shall create, nor is intended to create, any rights in favor of or enhance the status of any claim held by any party.

7. Notwithstanding anything in this Final Order to the contrary, the Debtors' authority to use or transfer cash hereunder shall be subject to the limitations and restrictions as are provided for with respect to the use or transfer of cash in any order approving the Debtors' cash collateral motion.

8. The requirements of Bankruptcy Rule 6004(a) are waived.

9. Notwithstanding the provisions of Bankruptcy Rule 6004(h), this Final Order shall be immediately effective and enforceable upon its entry.

10. The Debtors are authorized to take all steps necessary or appropriate to carry out this Final Order.

11. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Final Order.

Dated: \_\_\_\_\_, 2017  
Houston, Texas

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THE HONORABLE DAVID R. JONES  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit 1**

**Taxing Authorities List**

**Taxing Authorities List**

<b>Authority</b>	<b>Address</b>
Railroad Commission of Texas Gas Services Division	1701 N. Congress Austin, TX 78701
Angelina County	606 E Lufkin Avenue Lufkin, TX 75901
Caddo Parish	501 Texas Street, Room 102 Shreveport, LA 71101
Carbon County	120 East Main Price, UT 84501
DeSoto Parish	211 Crosby Street Mansfield, LA 71052
Fremont County	450 North 2nd Street Lander, WY 82520
Galena Park ISD	14705 Woodforest Boulevard Houston, TX 77015
Greenwood Town	9381 Greenwood Road Greenwood, LA 71033
Harris County	201 Caroline Drive Houston, TX 77002
Harrison CAD	601 S. Washington Avenue Marshall, TX 75670
Harrison County	200 West Houston Marshall, TX 75670
Louisiana Department of Environmental Quality	Galvez Building 602 North Fifth Street Baton Rouge, LA 70802
Morris CAD	501 Crockett Street Daingerfield, TX 75638
Nacogdoches CAD	216 W Hospital Street Nacogdoches, TX 75961
Panola County	110 S. Sycamore, Room 211 Carthage, TX 75633
Red River Tax Agency	Red River Parish Administration Building, 2nd Floor 2015 Redoak Road Coushatta, LA 71019
Rusk County	107 N. Van Buren Street Henderson, TX 75652
Sabine County	201 Main Street Hemphill, TX 75948
San Augustine County	100 W. Columbia, Room 102 San Augustine, TX 75972
Sandoval County	1500 Idalia Road, Building D Bernalillo, NM 87004

<b>Authority</b>	<b>Address</b>
Shelby County	200 San Augustine Street Center, TX 75935
Tenaha ISD	138 College Street Tenaha, TX, 75974
Texas Commission on Environmental Quality	12100 Park 35 Circle Austin, TX 78753
Texas Comptroller of Public Accounts	Lyndon B. Johnson State Office Building 111 East 17th Street Austin, TX 78774
Tyler County	1001 West Bluff Woodville, TX 75979