

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

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

**NOTICE OF DECLARATION OF WILLIAM ORDEMANN ON BEHALF OF  
BTA GATHERING LLC IN SUPPORT OF SALE**

[Relates to Docket No. 78]

Please take notice that attached hereto as **Exhibit “A”** is the Declaration of William Ordemann on Behalf of BTA Gathering LLC in Support of Sale.

Dated: March 14, 2017

Respectfully submitted,

**ANDREWS KURTH KENYON LLP**

By: /s/ Joseph P. Rovira  
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***Counsel for BTA Gathering LLC***

<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), Murval Gas Gathering, LLC (0826), Talco Midstream Assets, Ltd. (7004), and Turkey Creek Pipeline, LLC (1161). The Debtors’ principal offices are located at 12377 Merit Drive, Suite 300, Dallas, Texas 75251.



**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that on March 14, 2017, a true and correct copy of the foregoing document was served via the Court's CM/ECF notification system on the parties registered to receive electronic notices in this case.

By: /s/ Joseph P. Rovira  
Joseph P. Rovira

# **EXHIBIT A**

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

<p>In re:</p> <p>AZURE MIDSTREAM PARTNERS, LP, <i>et al.</i>,</p> <p style="text-align: right;">Debtors.<sup>1</sup></p>	<p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p>	<p>Chapter 11</p> <p>Case No. 17-30461 (DRJ)</p> <p>(Jointly Administered)</p>
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**DECLARATION OF WILLIAM ORDEMANN ON BEHALF OF  
BTA GATHERING LLC IN SUPPORT OF SALE**

I, William Ordemann, hereby declare that the following is true and correct to the best of my knowledge, information, and belief.

1. I am the Executive Vice President, Commercial, of Enterprise Products Holdings, LLC, the general partner of Enterprise Products Partners, L.P. (“EPD”). I submit this declaration in support of approval of the Debtors’ Expedited Motion of Debtors Pursuant to 11 U.S.C. §§ 105, 363, 365, and 503 and Fed. R. Bankr. P. 2002, 6004, and 6006 for Entry of (i) Order Approving (A) Bid Procedures, (B) Procedures for Assumption and Assignment of Certain Executory Contracts and Unexpired Leases and Related Notices, (C) Notice of Auction and Sale Hearing, and (D) Related Relief and (II) Order (A) Approving the Sale of Substantially all of the Debtors’ Assets Free and Clear of Liens, Claims, Encumbrances and Other Interests, (B) Approving Assumption, Assignment and Sale of Certain Executory Contracts and Unexpired Leases and Related Cure Amounts, and (C) Granting Related Relief [Docket No.78 ] (the

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<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), Murval Gas Gathering, LLC (0826), Talco Midstream Assets, Ltd. (7004), and Turkey Creek Pipeline, LLC (1161). The Debtors’ principal offices are located at 12377 Merit Drive, Suite 300, Dallas, Texas 75251.

“Motion”) seeking to approve the sale of substantially all of the Debtors’ assets to BTA Gathering LLC (“BTA Gathering”).

2. I have been involved in the sale process since EPO and its affiliates began their diligence and I was involved in finalizing and submitting BTA Gathering’s bid. I also attended the Auction held pursuant to the Motion and Court approved Bid Procedures at which BTA Gathering was selected as the successful bidder. I submit this Declaration in support of approval of the sale of substantially all of the Debtors’ assets to BTA Gathering pursuant to the Purchase and Sale Agreement between the Debtor and BTA Gathering (the “Purchase and Sale Agreement”).<sup>2</sup>

3. EPD is the direct parent of Enterprise Products Operating LLC (“EPO”), which is the sole member of BTA Gathering. EPD is one of the largest publicly traded partnerships and leading North American provider of midstream energy services to producers and consumers of natural gas, NGLs, crude oil, refined products and petrochemicals. BTA Gathering, through EPO and EPD, has access to \$3.78 billion of consolidated liquidity, which is comprised of \$3.72 billion of available borrowing capacity under EPO’s revolving credit facilities and approximately \$63.1 million of unrestricted cash on hand to fund the transactions contemplated by the Purchase and Sale Agreement.

4. Through this access to the liquidity and the operational abilities of EPO, I believe that BTA Gathering will be able to perform its obligations under any Assigned Contracts, providing adequate assurance of future performance to the counterparties of any Assigned Contracts. Additionally, certain of the Assigned Contracts may be assumed and assigned to an affiliate or designee of BTA Gathering. Any such affiliate or designee to which the Debtors assumed and assign an Assigned Contract will have the same access to liquidity and operational

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<sup>2</sup> Capitalized terms used herein have the meaning set forth in the Purchase and Sale Agreement.

abilities of EPO as BTA Gathering, likewise providing adequate assurance of future performance to any counterparty of an Assigned Contract.

5. Additionally, I submit that the Purchase and Sale Agreement is the result of arm's length negotiations without collusion or fraud, undertaken in good faith by BTA Gathering. Neither BTA Gathering, nor EPO (which is a guarantor under the Purchase and Sale Agreement) are insiders of the Debtors. BTA Gathering and EPO have complied with the Court approved Bid Procedures in submitting its bid and attending and participating at the Auction and at all times have acted in good faith. BTA Gathering and EPO would not consummate the transaction proposed by the Purchase and Sale Agreement without a finding from the Court that BTA Gathering and EPO, as guarantor under the Purchase and Sale Agreement, have acted in good faith pursuant to section 363(m) of the Bankruptcy Code.

6. Further, transfer of the Assets free and clear of liens, claims and interests pursuant to section 363(f) of the Bankruptcy Code is an integral part of the Purchase and Sale Agreement. BTA Gathering would not have entered into the Purchase and Sale Agreement and pursued the transactions contemplated thereby if the Assets were not being transferred free and clear under section 363(f) of the Bankruptcy Code.

*[Remainder of Page Intentionally Left Blank]*



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

Executed this 14<sup>TH</sup> day of March 2017.

By: 

Name: William ("Bill") Ordemann

Title: Senior Vice President, Commercial for  
Enterprise Products Holdings, LLC, general  
partner of Enterprise Products Partners, L.P.