



ENTERED
03/17/2017

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

<p>In re:</p> <p>AZURE MIDSTREAM PARTNERS, LP, et al.,</p> <p style="text-align: center;">Debtors.¹</p>	<p>§</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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**STIPULATION AND ORDER REGARDING PROOF OF CLAIM OF INDEMNITEES
UNDER ORGANIZATIONAL DOCUMENTS OF AZURE MIDSTREAM PARTNERS, LP
AND AZURE MIDSTREAM PARTNERS GP, LLC**

(Docket No. 175)

WHEREAS Azure Midstream Partners, LP ("**Azure LP**") and its subsidiaries and certain affiliates are debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), in the United State Bankruptcy Court for the Southern District of Texas, Houston Division (the "**Bankruptcy Court**");

WHEREAS the Bankruptcy Court entered the Order (i) Establishing Revised Deadline to File Proofs of Claim and (ii) Approving Form and Manner of Notice Thereof (the "**Bar Date Order**") on February 23, 2017 (dkt 113);

WHEREAS the Bar Date Order sets March 27, 2017 (the "**Bar Date**") as the deadline for non-government entities to file proofs of claims in the Debtors' bankruptcy cases;

WHEREAS Azure LP is operated under the Second Amended and Restated Agreement of Limited Partnership of Marlin Midstream Partners, LP² dated February 27, 2015, as amended (the "**Azure LP Agreement**");

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, if any, are: Azure ETG, LLC. (3388), Azure Holdings GP, LLC (0537), Azure Midstream Partners GP, LLC (8089), Azure Midstream Partners, LP (7595), 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). The Debtors' principal offices are located at 12377 Merit Drive, Suite 300, Dallas, Texas 75251.



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WHEREAS Azure Midstream Energy, LLC (“**AME**”) is the interest holder of Azure Midstream Partners GP, LLC (“**Azure GP**”), the General Partner of Azure LP and one of the Debtors;

WHEREAS Azure GP is operated under the First Amended and Restated Limited Liability Company Agreement of Marlin Midstream GP, LLC³ dated July 31, 2013, as amended (the “**Azure GP LLC Agreement**”); and

WHEREAS Section 7.7 of the Azure LP Agreement and Article X of the Azure GP LLC Agreement provide for certain indemnification and other rights in favor of “Indemnitees,” as that term is defined in such organizational documents.

NOW THEREFORE:

1. AME and the Debtors, on behalf of themselves and their bankruptcy estates, stipulate that AME is authorized to, and may, file a proof of claim in the Debtors’ bankruptcy cases on behalf of itself and any person or entity that is included within the definition of “Indemnitee,” or is the beneficiary of similar protections, under the Azure LP Agreement, the Azure GP LLC Agreement, or any other organizational document of any of the Debtors (each, an “**Azure Indemnitee**”). No further evidence of AME’s authority to file a proof of claim on behalf of any Azure Indemnitee shall be required.

2. If AME files the proof of claim referenced in the preceding paragraph by the Bar Date, such claim of Azure on behalf of itself and each Azure Indemnitee shall be considered timely filed under the Bar Date Order.

3. Nothing in this stipulation shall obligate AME to defend the claims of any Azure Indemnitee in any controversy or dispute regarding an Azure Indemnitee’s claim, and AME shall

² Marlin Midstream Partners, LP is now known as Azure Midstream Partners, LP.

³ Marlin Midstream GP, LLC is now known as Azure Midstream Partners GP, LLC.

not be considered an agent of any Azure Indemnitee. AME's undersigned counsel shall not be considered to have established any attorney-client relationship with any Azure Indemnitee except AME.

Dated: March 16, 2017

Respectfully submitted,

ON BEHALF OF AZURE MIDSTREAM ENERGY, LLC

ON BEHALF OF THE DEBTORS AND DEBTORS IN POSSESSION

/s/ Omar J. Alaniz

James R. Prince (00784791)
Omar J. Alaniz (24040402)
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Dallas, Texas 75201
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Email: jim.prince@bakerbotts.com
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/s/ Christopher M. López

Christopher M. López (24041356)
WEIL, GOTSHAL & MANGES LLP
700 Louisiana Street, Suite 1700
Houston, Texas 77002
Telephone: (713) 546-5000
Facsimile: (713) 224-9511
Email: chris.lopez@weil.com

-and-

Gary T. Holtzer (*pro hac vice* pending)
Robert J. Lemons (*pro hac vice* pending)
Charles M. Persons (*pro hac vice* pending)
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Email: gary.holtzer@weil.com
Email: robert.lemons@weil.com
Email: charles.persons@weil.com

THIS STIPULATION IS HEREBY APPROVED.

Dated: Houston, Texas

Signed: March 17, 2017.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

United States Bankruptcy Court
Southern District of TexasIn re:
Azure Midstream Partners, LP
Azure ETG, LLC
DebtorsCase No. 17-30461-drj
Chapter 11**CERTIFICATE OF NOTICE**

District/off: 0541-4

User: dsta
Form ID: pdf002Page 1 of 3
Total Noticed: 32

Date Rcvd: Mar 17, 2017

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Mar 19, 2017.

db +Azure ETG, LLC, 12377 Merit Drive, Suite 300, Dallas, TX 75251-3126
db +Azure Holdings GP, LLC, 12377 Merit Drive, Suite 300, Dallas, TX 75251-3126
db +Azure Midstream Partners GP, LLC, 12377 Merit Drive, Suite 300, Dallas, TX 75251-3126
db +Azure Midstream Partners, LP, 12377 Merit Drive, Suite 300, Dallas, TX 75251-3126
db +Azure TGG, LLC, 12377 Merit Drive, Suite 300, Dallas, TX 75251-3126
db +Marlin G&P I, LLC, 12377 Merit Drive, Suite 300, Dallas, TX 75251-3126
db +Marlin Logistics, LLC, 12377 Merit Drive, Suite 300, Dallas, TX 75251-3126
db +Marlin Midstream Finance Corporation, 12377 Merit Drive, Suite 300, Dallas, TX 75251-3126
db +Marlin Midstream, LLC, 12377 Merit Drive, Suite 300, Dallas, TX 75251-3126
db +Murvaul Gas Gathering, LLC, 12377 Merit Drive, Suite 300, Dallas, TX 75251-3126
db +Talco Midstream Assets, Ltd., 12377 Merit Drive, Suite 300, Dallas, TX 75251-3126
db +Turkey Creek Pipeline, LLC, 12377 Merit Drive, Suite 300, Dallas, TX 75251-3126
intp +BTA Gathering LLC, c/o Andrews Kurth Kenyon LLP, 600 Travis, Suite 4200,
Houston, TX 77002-2929
cr +Beckville ISD, Linebarger Goggan Blair & Sampson, LLP, c/o Elizabeth Weller,
2777 N Stemmons Frwy Ste 1000, Dallas, TX 75207-2328
cr +Dallas County, Linebarger Goggan Blair & Sampson, LLP, c/o Elizabeth Weller,
2777 N Stemmons Frwy Ste 1000, Dallas, TX 75207-2328
cr +Gregg County, Linebarger Goggan Blair & Sampson, LLP, c/o Elizabeth Weller,
2777 N Stemmons Frwy Ste 1000, Dallas, TX 75207-2328
cr +Harrison CAD, Harrison County, c/o Lee Gordon, P.O. Box 1269, Round Rock, TX 78680-1269
cr +Kinder Morgan Tejas Pipeline, LLC, Law Ofc Patricia Williams Prewitt, 10953 Vista Lake Ct.,
Navasota, TX 77868, U. S. 77868-6981
op +Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, CA 90245-4808
cr +Morris CAD, Linebarger Goggan Blair & Sampson, LLP, c/o Elizabeth Weller,
2777 N Stemmons Frwy Ste 1000, Dallas, TX 75207-2328
cr Nacogdoches County Central Appraisal District, c/o Tab Beall,
Perdue Brandon Fielder Collins & Mott, PO Box 2007, Tyler, TX 75710-2007
cr Panola County, c/o Tab Beall, Perdue Brandon Fielder Collins & Mott, PO Box 2007,
Tyler, TX 75710-2007
cr +Richardson ISD, c/o Perdue Brandon Fielder et al, 500 E. Border Street, Suite 640,
Arlington, TX 76010-7457
cr +Rusk County, Linebarger Goggan Blair & Sampson, LLP, c/o Elizabeth Weller,
2777 N Stemmons Frwy Ste 1000, Dallas, TX 75207-2328
cr +Texas Comptroller of Public Accounts, Jason Starks, P.O. Box 12548, Austin, TX 78711-2548

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

cr +E-mail/Text: houston_bankruptcy@LGBS.com Mar 17 2017 21:08:10 Angelina County,
Linebarger Goggan Blair & Sampson LLP, c/o John P. Dillman, P.O. Box 3064,
Houston, TX 77253-3064
cr +E-mail/Text: bankruptcynotices@enablemidstream.com Mar 17 2017 21:09:11
Enable Gas Transmission, LLC, Conner & Winters, LLP, c/o Kiran A. Phansalkar,
211 N. Robinson, Suite 1700, Oklahoma City, OK 73102-7261
cr E-mail/Text: houston_bankruptcy@LGBS.com Mar 17 2017 21:08:10 Galveston County,
Linebarger Goggan Blair & Sampson LLP, c/o John P. Dillman, Post Office Box 3064,
Houston, TX 77253-3064
cr E-mail/Text: houston_bankruptcy@LGBS.com Mar 17 2017 21:08:10 Harris County,
Linebarger Goggan Blair & Sampson LLP, c/o John P. Dillman, Post Office Box 3064,
Houston, TX 77253-3064
cr E-mail/Text: houston_bankruptcy@LGBS.com Mar 17 2017 21:08:10 Montgomery County,
Linebarger Goggan Blair & Sampson LLP, c/o John P. Dillman, Post Office Box 3064,
Houston, TX 77253-3064
cr +E-mail/Text: houston_bankruptcy@LGBS.com Mar 17 2017 21:08:10 Shelby County,
Linebarger Goggan Blair & Sampson LLP, c/o John P. Dillman, P.O. Box 3064,
Houston, TX 77253-3064
cr E-mail/Text: houston_bankruptcy@LGBS.com Mar 17 2017 21:08:10 Tyler County,
Linebarger Goggan Blair & Sampson LLP, c/o John P. Dillman, P.O. Box 3064,
Houston, TX 77253-3064

TOTAL: 7

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****

intp BP America Production Company
cr Galena Park Independent School District
intp M5 Midstream, LLC
intp MarkWest Energy East Texas Gas Company LLC
cr Wells Fargo, National Association

TOTALS: 5, * 0, ## 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

District/off: 0541-4

User: dsta
Form ID: pdf002Page 2 of 3
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***** BYPASSED RECIPIENTS (continued) *****

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Mar 19, 2017

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on March 17, 2017 at the address(es) listed below:

Brian Patrick Gaffney on behalf of Interested Party MarkWest Energy East Texas Gas Company LLC bgaffney@swlaw.com, sbraverman@swlaw.com;DOCKET_DEN@swlaw.com
 Christopher Manuel Lopez on behalf of Debtor Marlin Midstream Finance Corporation chris.lopez@weil.com, rene.olvera@weil.com;Christopher.jalomo@weil.com
 Christopher Manuel Lopez on behalf of Debtor Murvaul Gas Gathering, LLC chris.lopez@weil.com, rene.olvera@weil.com;Christopher.jalomo@weil.com
 Christopher Manuel Lopez on behalf of Debtor Azure ETG, LLC chris.lopez@weil.com, rene.olvera@weil.com;Christopher.jalomo@weil.com
 Christopher Manuel Lopez on behalf of Debtor Azure TGG, LLC chris.lopez@weil.com, rene.olvera@weil.com;Christopher.jalomo@weil.com
 Christopher Manuel Lopez on behalf of Debtor Talco Midstream Assets, Ltd. chris.lopez@weil.com, rene.olvera@weil.com;Christopher.jalomo@weil.com
 Christopher Manuel Lopez on behalf of Debtor Azure Midstream Partners, LP chris.lopez@weil.com, rene.olvera@weil.com;Christopher.jalomo@weil.com
 Christopher Manuel Lopez on behalf of Debtor Azure Midstream Partners GP, LLC chris.lopez@weil.com, rene.olvera@weil.com;Christopher.jalomo@weil.com
 Christopher Manuel Lopez on behalf of Debtor Marlin Logistics, LLC chris.lopez@weil.com, rene.olvera@weil.com;Christopher.jalomo@weil.com
 Christopher Manuel Lopez on behalf of Debtor Azure Holdings GP, LLC chris.lopez@weil.com, rene.olvera@weil.com;Christopher.jalomo@weil.com
 Christopher Manuel Lopez on behalf of Debtor Marlin G&P I, LLC chris.lopez@weil.com, rene.olvera@weil.com;Christopher.jalomo@weil.com
 Christopher Manuel Lopez on behalf of Debtor Turkey Creek Pipeline, LLC chris.lopez@weil.com, rene.olvera@weil.com;Christopher.jalomo@weil.com
 Christopher Manuel Lopez on behalf of Debtor Marlin Midstream, LLC chris.lopez@weil.com, rene.olvera@weil.com;Christopher.jalomo@weil.com
 Courtney E. Giles on behalf of Creditor Wells Fargo, National Association courtney.giles@bakermckenzie.com, lita.graham@bakermckenzie.com
 Elizabeth Banda Calvo on behalf of Creditor Richardson ISD rgleason@pbfc.com;ebcalvo@ecf.inforuptcy.com
 Elizabeth M Guffy on behalf of Interested Party M5 Midstream, LLC eguffy@lockelord.com, eguffy@ecf.epiqsystems.com
 Evan Gershbein on behalf of Other Prof. Kurtzman Carson Consultants LLC ECFleadings@kccllc.com, ecfpleadings@kccllc.com
 Garrick Chase Smith on behalf of Debtor Azure Midstream Partners, LP gsmith@velaw.com
 Hector Duran on behalf of U.S. Trustee US Trustee Hector.Duran.Jr@usdoj.gov
 Jason Starks on behalf of Creditor Texas Comptroller of Public Accounts bk-jstarks@texasattorneygeneral.gov, sherri.simpson@texasattorneygeneral.gov
 John P Dillman on behalf of Creditor Harris County Houston_bankruptcy@publicans.com
 John P Dillman on behalf of Creditor Galveston County Houston_bankruptcy@publicans.com
 John P Dillman on behalf of Creditor Angelina County Houston_bankruptcy@publicans.com
 John P Dillman on behalf of Creditor Shelby County Houston_bankruptcy@publicans.com
 John P Dillman on behalf of Creditor Tyler County Houston_bankruptcy@publicans.com
 John P Dillman on behalf of Creditor Montgomery County Houston_bankruptcy@publicans.com
 Joseph Patrick Hebert on behalf of Interested Party BP America Production Company jphebert@liskow.com, cguidry@liskow.com
 Joseph Peak Rovira on behalf of Interested Party BTA Gathering LLC josephrovira@andrewskurth.com
 Kiran A Phansalkar on behalf of Creditor Enable Gas Transmission, LLC kphansalkar@cwlaw.com, lskinner@cwlaw.com;OKC_ECF@cwlaw.com;knewby@cwlaw.com
 Lee Gordon on behalf of Creditor Harrison CAD, Harrison County kim.morriss@mvbalaw.com;sonya.ragsdale@mvbalaw.com
 Michael D Rubenstein on behalf of Interested Party BP America Production Company mdrubenstein@liskow.com
 Owen Mark Sonik on behalf of Creditor Galena Park Independent School District osonik@pbfc.com, tpope@pbfc.com;osonik@ecf.inforuptcy.com
 Patricia Williams Prewitt on behalf of Creditor Kinder Morgan Tejas Pipeline, LLC pwp@pattiprewittlaw.com

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The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

Tab Beall on behalf of Creditor Panola County tbeall@pbfc.com,
tylbkc@pbfc.com;tbeall@ecf.inforuptcy.com
Tab Beall on behalf of Creditor Nacogdoches County Central Appraisal District
tbeall@pbfc.com, tylbkc@pbfc.com;tbeall@ecf.inforuptcy.com
Tara L Grundemeier on behalf of Creditor Shelby County houston_bankruptcy@publicans.com
Tara L Grundemeier on behalf of Creditor Galveston County houston_bankruptcy@publicans.com
Tara L Grundemeier on behalf of Creditor Rusk County houston_bankruptcy@publicans.com
Tara L Grundemeier on behalf of Creditor Tyler County houston_bankruptcy@publicans.com
Tara L Grundemeier on behalf of Creditor Angelina County houston_bankruptcy@publicans.com
Tara L Grundemeier on behalf of Creditor Gregg County houston_bankruptcy@publicans.com
Tara L Grundemeier on behalf of Creditor Morris CAD houston_bankruptcy@publicans.com
Tara L Grundemeier on behalf of Creditor Harris County houston_bankruptcy@publicans.com
Tara L Grundemeier on behalf of Creditor Beckville ISD houston_bankruptcy@publicans.com
Tara L Grundemeier on behalf of Creditor Dallas County houston_bankruptcy@publicans.com
Tara L Grundemeier on behalf of Creditor Montgomery County houston_bankruptcy@publicans.com
US Trustee USTPRegion07.HU.ECF@USDOJ.GOV

TOTAL: 47