

Fill in this information to identify the case:

United States Bankruptcy Court for the:

_____ District of Delaware
(State)

Case number (if known): 18-_____ Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Washakie Pipeline Company LLC

2. All other names debtor used in the last 8 years
Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 9 0 - 0 7 9 7 7 9 8

4. Debtor's address

Principal place of business	Mailing address, if different from principal place of business
<u>777 Main Street, Suite 800</u> Number Street	_____ Number Street
<u>Fort Worth, TX 76102</u> City State ZIP Code	_____ City State ZIP Code
Location of principal assets, if different from principal place of business	
<u>Tarrant</u> County	<u>See Attachment 2.</u> Number Street
	_____ City State ZIP Code

5. Debtor's website (URL) _____

6. Type of debtor
 Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
 Partnership (excluding LLP)
 Other. Specify: _____



Debtor Washakie Pipeline Company LLC
Name

Case number (if known) _____

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

2 1 1 1

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 on a consolidated basis (amount subject to adjustment on 4/01/19 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- No
- Yes.

If more than 2 cases, attach a separate list.

District _____	When _____	Case number _____
	MM / DD / YYYY	
District _____	When _____	Case number _____
	MM / DD / YYYY	

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- No
- Yes.

List all cases. If more than 1, attach a separate list.

Debtor <u>See Attachment 1.</u>	Relationship _____	Affiliate _____
District <u>Delaware</u>	When _____	Date hereof _____
		MM / DD / YYYY
Case number, if known _____		

Debtor Washakie Pipeline Company LLC
Name

Case number (if known) _____

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other _____

Where is the property?

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?

- No.
- Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input checked="" type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

*Consolidated for all Debtors

15. Estimated assets

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

*Consolidated for all Debtors

Debtor Washakie Pipeline Company LLC
Name

Case number (if known) _____

16. Estimated liabilities
- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

*Consolidated for all Debtors

Request for Relief, Declaration, and Signatures

WARNING – Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/15/2018
MM / DD / YYYY

Kimberly A. Weimer
Signature of authorized representative of debtor

Kimberly A. Weimer
Printed name

Vice President & Chief Financial Officer
Title

18. Signature of attorney

Michael Nestor
Signature of attorney for debtor

Date 05/15/2018
MM / DD / YYYY

Michael Nestor
Printed Name

Young Conaway Stargatt & Taylor, LLP
Firm name

1000 North King Street
Number Street

Wilmington DE 19801
City State Zip Code

302-571-6600 mnestor@ycst.com
Contact phone Email address

3526 DE
Bar number State

ATTACHMENT 1 TO VOLUNTARY PETITION

On the date hereof, each of the affiliated entities listed below (collectively, the “*Debtors*”) will file or has filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532, in the United States Bankruptcy Court for the District of Delaware (the “*Court*”). Contemporaneously with the filing of their voluntary petitions, the Debtors are filing a motion with the Court requesting that their chapter 11 cases be consolidated for procedural purposes only and jointly administered.

Debtor Name	Federal EIN
Enduro Resource Holdings LLC	45-3755571
Enduro Resource Partners LLC	27-2036288
Enduro Operating LLC	27-2967513
Enduro Management Company LLC	27-2535932
Washakie Midstream Services LLC	80-0787562
Washakie Pipeline Company LLC	90-0797798

ATTACHMENT 2 TO VOLUNTARY PETITION
Location of Principal Assets

Principal assets consist of oil pipeline and related real property interests, fixtures, equipment, and other personal property in: Washakie County, Wyoming; Big Horn County, Wyoming; and Hot Springs County, Wyoming.

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
OF
WASHAKIE PIPELINE COMPANY LLC**

May 14, 2018

The undersigned, being the sole member of the board of directors (the “**Board**”) of Washakie Pipeline Company LLC, a Delaware limited liability company (the “**Company**”), hereby take the following actions and adopts the following resolutions by written consent in lieu of a meeting, pursuant to the Operating Agreement of Washakie Pipeline Company LLC (the “**Operating Agreement**”), and Section 18-404 of the Delaware Limited Liability Company Act, 6 Del. C. § 18-101 *et seq.* (the “**Act**”):

WHEREAS, the Board has reviewed and analyzed the materials presented by management and the outside financial and legal advisors of the Company regarding the financial condition, capital structure, liquidity position, business model and projections, short-term and long-term prospects of the Company and the restructuring and other strategic alternatives available to it, and the impact of the foregoing on the Company’s businesses;

WHEREAS, the Board has reviewed and evaluated the proposed Sale and Plan Support Agreement (substantially in the form presented to the Board prior to the date hereof, the “**SAPSA**”), by and among Enduro Resource Holdings LLC, Enduro Management Company LLC, Washakie Midstream Services LLC, Enduro Operating LLC, Enduro Resource Partners LLC, and the Company (the “**Enduro Parties**”), (ii) the agent (the “**First Lien Agent**”) under that certain Amended and Restated Credit Agreement, dated as of August 1, 2013 (the “**First Lien Credit Agreement**”), and (iii) certain lenders (the “**Consenting Lenders**”) under the First Lien Credit Agreement, and the transactions contemplated thereby, which contemplate the sale of all or substantially all of the Enduro Parties’ assets under the provisions of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) whereby the Consenting Lenders agreed to, among other things, support the Sale Transaction (as defined below), Plan (as defined below), and the Enduro Parties’ effectuation of the same;

WHEREAS, the Board has reviewed and evaluated a joint plan of liquidation for the Enduro Parties (the plan of liquidation, including the exhibits and schedules thereto, the “**Plan**”) as described in the accompanying disclosure statement (the “**Disclosure Statement**”), both substantially in the form presented to the Board prior to the date hereof;

WHEREAS, the Enduro Parties are considering entering into a transaction (the “**Sale Transaction**”), pursuant to which Enduro Operating LLC, as seller, would sell substantially all of its assets, including under the terms of the Purchase Agreements (as defined below). Each seller under the Purchase Agreements contemplated the Sale Transaction being consummated under chapter 11 of the Bankruptcy Code, and in connection with the Sale Transaction, the Board has reviewed the Purchase Agreements for the Sale Transaction including the exhibits and schedules thereto (collectively, the “**Purchase Agreements**”);

WHEREAS, the Sale Transaction is contemplated by the SAPSA and, from and after the commencement of cases under the Bankruptcy Code, will be subject to the approval of the Bankruptcy Court (as defined below); and

WHEREAS, the Board has determined that it is desirable and in the best interests of the Company, its creditors, and its unitholders generally that the Company file a petition for relief under the Bankruptcy Code so that it can, among other things, effectuate the Sale Transaction.

Sale and Plan Support Agreement

BE IT RESOLVED, that under the totality of the circumstances, the agreements reflected in the SAPSA are in the best interests of the Company and the Board hereby authorizes and approves the Company's entry into and performance under the SAPSA;

BE IT FURTHER RESOLVED, that each other agreement, document, and instrument contemplated by the SAPSA to be executed or delivered by the Company is hereby authorized and approved; and

BE IT FURTHER RESOLVED, that the President, the Secretary, the Treasurer, and the Vice Presidents of the Company (collectively, the "**Authorized Officers**") be, and each of them hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, to document, execute, deliver, and otherwise enter into the SAPSA, as the same may be amended, supplemented, or modified, as such Authorized Officers may consider necessary, proper, or desirable, and in the best interests of the Company and its stakeholders generally, consistent with the intent of these resolutions, the execution thereof by such Authorized Officers to be conclusive evidence of such determination, and to negotiate, document, execute, and deliver such other documents and to take any and all such further action which such Authorized Officer determines to be necessary or appropriate in order to effectuate the general intent of the foregoing resolutions; provided, that the Authorized Officers shall not approve any material amendments, supplements, or modifications to, or other amendments, supplements, or modifications that are generally inconsistent with, the SAPSA without the prior approval of the Board.

Purchase Agreements

BE IT RESOLVED, that under the totality of the circumstances the Sale Transaction is in the best interests of the Company and the Board hereby authorizes and approves, subject to approval by the Bankruptcy Court, the sale of the assets on the terms and conditions contained in the Purchase Agreements;

BE IT FURTHER RESOLVED, that the Purchase Agreements and each other agreement, document and instrument contemplated thereby to be executed or delivered by the Company is hereby authorized and approved; and

BE IT FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, to document, execute, deliver, and otherwise enter into the Purchase Agreements, as the same may be amended, supplemented, or modified, as such Authorized Officers may consider necessary,

proper, or desirable, and in the best interests of the Company and its stakeholders generally, consistent with the intent of these resolutions, the execution thereof by such Authorized Officers to be conclusive evidence of such determination, and to negotiate, document, execute, and deliver such other documents and to take any and all such further action which such Authorized Officer determines to be necessary or appropriate in order to effectuate the general intent of the foregoing resolutions; provided, that the Authorized Officers shall not approve any material amendments, supplements, or modifications to, or other amendments, supplements, or modifications that are generally inconsistent with, the Purchase Agreements without the prior approval of the Board.

Voluntary Petition Under the Provisions of Chapter 11 of the Bankruptcy Code

BE IT RESOLVED, that the Company is hereby authorized to file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of the Bankruptcy Code (the bankruptcy case commenced by such petition, together with the bankruptcy cases of the other Enduro Parties, being referred to as the “**Chapter 11 Cases**”);

BE IT FURTHER RESOLVED, that the Authorized Officers of the Company be, and each of them acting alone hereby is, authorized to execute and verify said petition of the Company in the name of the Company under chapter 11 of the Bankruptcy Code and to cause the same to be filed with the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”), in such form and at such time as the Authorized Officer executing said petition shall determine; and

BE IT FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized to execute and file, or cause to be filed (or direct others to do so on their behalf as provided herein) with the Bankruptcy Court, on behalf of the Company, all petitions, affidavits, schedules, motions, lists, applications, pleadings, and other necessary papers or documents, including any amendments thereto, and, in connection therewith, to employ and retain all assistance by legal counsel, financial advisors, accountants, or other professionals and to take any and all actions that they deem necessary or proper to obtain such chapter 11 bankruptcy relief, and to take any necessary steps to coordinate and effectuate each of the Chapter 11 Cases.

Plan and Disclosure Statement

BE IT RESOLVED, that under the totality of the circumstances, the agreements reflected in the Plan and Disclosure Statement are in the best interests of the Company and the Board hereby authorizes and approves the Company to document, execute, and deliver the Plan and Disclosure Statement;

BE IT FURTHER RESOLVED, that each other agreement, document, and instrument contemplated by the Plan and Disclosure Statement to be executed or delivered by the Company is hereby authorized and approved; and

BE IT FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, to document, execute, and deliver the Plan and Disclosure Statement, as the same may be amended,

supplemented, or modified, as such Authorized Officers may consider necessary, proper, or desirable, and in the best interests of the Company and its stakeholders generally, consistent with the intent of these resolutions, the execution thereof by such Authorized Officers to be conclusive evidence of such determination, and to negotiate, document, execute, and deliver such other documents and to take any and all such further action which such Authorized Officer determines to be necessary or appropriate in order to effectuate the general intent of the foregoing resolutions; provided, that the Authorized Officers shall not approve any material amendments, supplements, or modifications to, or other amendments, supplements, or modifications that are generally inconsistent with, the Plan and Disclosure Statement without the prior approval of the Board.

Use of Cash Collateral

BE IT RESOLVED, that, in connection with the commencement of the Chapter 11 Cases, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, is authorized to seek approval from the Bankruptcy Court of an order in interim and final forms, to continue to use the cash collateral and other collateral under the Company's secured credit facilities in the ordinary course of business (a "**Cash Collateral Order**"), as contemplated by, and agreed to, in the SAPSA, and each of the Authorized Officers be, and hereby are, authorized, empowered, and directed to negotiate, execute, and deliver any and all agreements, instruments, or documents, by or on behalf of the Company, necessary to implement the Cash Collateral Order, as well as any additional or further agreements for the use of cash collateral in connection with the Chapter 11 Cases, which agreement(s) may require the Company to grant liens to the Company's existing lenders, and each other agreement, instrument, or document to be executed and delivered in connection therewith, by or on behalf of the Company pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Officer approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof; provided, however, any action taken in connection with the Cash Collateral Order shall not be generally inconsistent with the terms of the SAPSA.

Retention of Professionals

BE IT RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed, on behalf of and in the name of the Company, to employ the law firm of Latham & Watkins LLP to represent and advise the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings, in connection with the Chapter 11 Cases, and the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Cases, and cause to be filed an appropriate application with the Bankruptcy Court for authority to retain the services of Latham & Watkins LLP;

BE IT FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed, on behalf of and in the name of the Company, to employ the law firm of Young Conaway Stargatt & Taylor, LLP to represent and advise the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the

Company's rights and obligations in connection with the Chapter 11 Cases, and the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Cases, and cause to be filed an appropriate application with the Bankruptcy Court for authority to retain the services of Young Conaway Stargatt & Taylor, LLP;

BE IT FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed, on behalf of and in the name of the Company, to employ the firm of Evercore Group, L.L.C., as financial advisor, to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations in connection with the Chapter 11 Cases, and the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Cases, and cause to be filed an appropriate application with the Bankruptcy Court for authority to retain the services of Evercore Group, L.L.C.;

BE IT FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed, on behalf of and in the name of the Company, to employ the firm of Alvarez & Marsal North America, LLC, as restructuring advisor, to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations in connection with the Chapter 11 Cases, and the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Cases, and cause to be filed an appropriate application with the Bankruptcy Court for authority to retain the services of Alvarez & Marsal North America, LLC;

BE IT FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed, on behalf of and in the name of the Company, to employ the firm of Kurtzman Carson Consultants LLC, as claims, noticing, soliciting, and balloting agent, to assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations in connection with the Chapter 11 Cases, and the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Cases, and cause to be filed an appropriate application with the Bankruptcy Court for authority to retain the services of Kurtzman Carson Consultants LLC; and

BE IT FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed, on behalf of and in the name of the Company, to employ any other professionals necessary to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the Chapter 11 Cases and cause to be filed appropriate applications with the Bankruptcy Court for authority to retain the services of any other professionals, as necessary.

General

BE IT RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Officer of the Company to seek relief on behalf of the Company under chapter 11 of the Bankruptcy Code or in connection with the Chapter 11 Cases in connection with such proceedings, or any matter related thereof, be, and hereby are, adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the Company;

BE IT FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file, and/or record and perform such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates, or other documents, to incur all such fees and expenses and to take such other action, as in the judgment of such Authorized Officer shall be or become necessary, proper and desirable to prosecute to a successful completion of the Chapter 11 Cases, and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions;

BE IT FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered, with full power of delegation, for and in the name and on behalf of the Company to amend, supplement or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements, or other writings referred to in the foregoing resolutions;

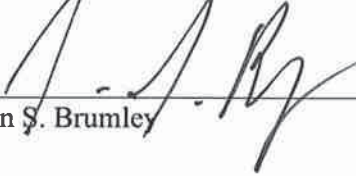
BE IT FURTHER RESOLVED, that all acts, actions and transactions that are consistent with the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the Company; and

The actions taken by this consent shall have the same force and effect as if taken at a meeting of the Board, duly called and constituted, pursuant to the Operating Agreement and Section 18-404 of the Act. Any facsimile or other electronic signature of the Board to this consent shall be fully effective as an original signature hereto. Upon execution of this consent, the undersigned hereby directs that this consent be filed in the Company's minute book.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Directors of Washakie Pipeline Company LLC, has executed this consent as of the date first written above.

DIRECTORS:



Jon S. Brumley

*[Signature Page to Unanimous Written Consent of
the Board of Directors of Washakie Pipeline Company LLC]*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
ENDURO RESOURCE PARTNERS LLC, <i>et al.</i> ,)	Case No. 18-_____ (___)
Debtors. ¹)	(Joint Administration Requested)
)	
)	

**CONSOLIDATED LIST OF CREDITORS
HOLDING 30 LARGEST UNSECURED CLAIMS**

The above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Bankruptcy Code**”). Pursuant to Federal Rule of Bankruptcy Procedure 1007(d), the following is a consolidated list of the Debtors’ creditors holding the thirty (30) largest unsecured claims (the “**Creditor List**”) based on the Debtors’ unaudited books and records as of the date hereof.

The Creditor List does not include (i) persons who come within the definition of “insider” set forth in Bankruptcy Code Section 101(31) or (ii) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the thirty (30) largest unsecured claims.

The Debtors reserve the right to amend the Creditor List, and the information contained herein does not constitute a waiver of the Debtors’ right to contest the validity, priority, or amount of any claim at a later date.

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor’s United States federal tax identification number, if applicable, or other applicable identification number, are: Enduro Resource Partners LLC (6288); Enduro Resource Holdings LLC (5571); Enduro Operating LLC (7513); Enduro Management Company LLC (5932); Washakie Midstream Services LLC (7562); and Washakie Pipeline Company LLC (7798). The debtors’ mailing address is 777 Main Street, Suite 800, Fort Worth, Texas 76102.

Debtor name: <u>Enduro Resource Partners LLC, et al.</u>
United States Bankruptcy Court for the District of Delaware
Case number (If known): 18-

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	OXY USA Inc ATTN: Vicki Hollub President & Chief Executive Officer 5 Greenway Plaza Suite 110 Houston, TX 77046	Vicki Hollub PHONE - 713-215-7000 FAX - 713-215-7524	Trade Debt				\$724,924
2	Basin Service Company ATTN: Ellen Becher President 9926 Highway 83 Westhope, ND 58793	Ellen Becher PHONE - 701-245-6479 FAX - 701-245-6416	Trade Debt				\$512,288
3	Chesapeake Operating Inc. ATTN: Robert Lawler President & Chief Executive Officer 6100 North Western Avenue Oklahoma City, OK 73118-1044	Robert Lawler PHONE - 405-848-8000 FAX - 405-849-0004	Trade Debt				\$511,372
4	Apache Corporation ATTN: John Christmann IV President & Chief Executive Officer 2000 Post Oak Blvd Ste 100 Houston, TX 77056	John Christmann IV PHONE - 713-296-6000 FAX - 713-296-6496	Trade Debt				\$379,343
5	Office Of Natural Resources Revenue ATTN: Steven Dilsaver Administrator C/O State Of Wyoming Department Of Audit 122 West 25Th Street Herschler Building, 4Th Fl West Cheyenne, WY 82002	Steven Dilsaver PHONE - 307-777-6663 FAX - 307-777-5341 EMAIL - steve.dilsaver@wyo.gov	Royalty Audit				\$362,195

Debtor Enduro Resource Partners LLC, et al.

Case number (if known) _____

Name

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
6	XTO Energy Inc ATTN: Sara Ortwein President 810 Houston St. Fort Worth, TX 76102-6298	Sara Ortwein PHONE - 817-870-2800 FAX - 817-870-1671	Trade Debt				\$262,258
7	Aethon Energy Operating LLC ATTN: Albert Huddleston President 12377 Merit Drive #1200 Dallas, TX 75251	Albert Huddleston PHONE - 214-750-3820 FAX - 469-289-1752	Trade Debt				\$202,472
8	Fortis Energy Services Inc ATTN: Nathan Conway Chief Executive Officer 3001 West Big Beaver Road Ste 525 Troy, MI 48084	Nathan Conway PHONE - 248-283-7100 FAX - 248-283-7199	Trade Debt				\$117,406
9	Premier Pipe LLC ATTN: Ronal E. Dewan Chief Executive Officer 15600 JFK Blvd. Suite 200 Houston, TX 77032	Ronal E. Dewan PHONE - 832-300-8100 FAX - 832-300-8198	Trade Debt				\$107,345
10	Chevron Usa Inc ATTN: Michael Wirth Chief Executive Officer 6001 Bollinger Canyon Rd #D1248 San Ramon, CA 94583	Michael Wirth PHONE - 925-842-1000 FAX - 925-842-8213	Trade Debt				\$103,120
11	Pioneer Natural Resources USA Inc ATTN: Timothy Dove President & Chief Executive Officer 5205 N O'Connor Blvd Ste 200 Irving, TX 75039	Timothy Dove PHONE - 972-444-9001 FAX - 972-969-3587	Trade Debt				\$80,339
12	IHD Liquids Management LLC ATTN: John Petrik Principal 4251 Highway 85 North Williston, ND 58801	John Petrik PHONE - 701-572-0123 FAX - 509-423-7497	Trade Debt				\$49,714
13	Basic Energy Services Lp ATTN: T.M. Patterson 801 Cherry Street, Suite 2100 Fort Worth, TX 76102	T.M. Patterson PHONE - 817-334-4100 FAX - 817-334-4101	Trade Debt				\$45,010

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Debtor Enduro Resource Partners LLC, et al.
Name

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
14	Berenergy Corporation ATTN: Robert Goodyear President 1888 Sherman Street Suite 600 Denver, CO 80203	Robert Goodyear PHONE - 303-295-2323 FAX - 303-297-3752	Royalty			\$42,381	
15	S & B'S Oilfield & Excavation ATTN: Lesli Harvey Principal 1180 Us Highway 20 North Thermopolis, WY 82443	Lesli Harvey PHONE - 307-899-6770 FAX - 307-864-2126	Trade Debt			\$40,769	
16	Electric Solutions ATTN: Christopher Bristol Owner 1009 ND-5 Bottineau, ND 58318	Christopher Bristol PHONE - 701-228-2150 EMAIL - cbristol@utma.com	Trade Debt			\$38,547	
17	Quality Oilfield Services ATTN: Brenden Maslen PO Box 1565 Tioga, ND 58852	Brenden Maslen PHONE - 701-770-9855 FAX - 701-641-9960	Trade Debt			\$37,930	
18	SSN LLC ATTN: Eric Abraham 354 Indusco Court Troy, MI 48083	Eric Abraham PHONE - 248-505-6954 EMAIL - eabraham@citgcapital.com	Royalty			\$31,295	
19	Bergman Oil & Gas Inc. ATTN: Jay Bergman President 108 East Ogden Avenue #101 Hinsdale, IL 60521	Jay Bergman PHONE - 630-654-1740 FAX - 630-325-5170	Royalty			\$29,141	
20	Greg Grengs ATTN: Greg Grengs 242 3Rd Ave W Sherwood, ND 58782	Greg Grengs PHONE - 701-263-7397 FAX - 701-459-2709	Royalty			\$27,948	
21	Verendrye Electric Cooperative ATTN: Randy Hauck General Manager 615 Hwy 52 West Velva, ND 58790-7417	Randy Hauck PHONE - 701-338-2855 FAX - 701-624-0231	Trade Debt			\$25,760	

Debtor Enduro Resource Partners LLC, et al.
Name

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
22	Exco Operating Company, LP ATTN: Harold Hickey President & Chief Executive Officer 12377 Merit Drive Suite 1700 Dallas, TX 75251	Harold Hickey PHONE - 214-368-2084 FAX - 214-368-2087	Trade Debt				\$25,631
23	Wilbanks Reserve Corporation ATTN: Jim Wilbanks President 450 E. 17th Avenue Suite 220 Denver, CO 80203	Jim Wilbanks PHONE - 303-825-4000 x. 226 FAX - 303-825-4004 EMAIL - jim@wilbanksreserve.com	Royalty				\$24,719
24	Baker Petrolite LLC ATTN: Tiffany Nguyen 12645 W. Airport Blvd. Sugar Land, TX 77478	Tiffany Nguyen PHONE - 281-276-5400 FAX - 281-275-7218	Trade Debt				\$23,935
25	Murdoch Oil ATTN: David Ermentraut Manager 1623 Big Horn Avenue Worland, WY 82401	David Ermentraut PHONE - 307-347-4890 FAX - 307-347-6572	Trade Debt				\$23,909
26	Spearfish Oilfield Supply Inc ATTN: Robbie Conway 155 1st St W Westhope, ND 58793	Robbie Conway PHONE - 701-263-2226 FAX - 701-245-6416	Trade Debt				\$23,490
27	McKenzie Electric Cooperative Inc ATTN: John Skurupey Chief Executive Officer 3817 23Rd Ave. Ne PO Box 649 Watford City, ND 58854-0649	John Skurupey PHONE - 701-444-9288 FAX - 701-444-3002	Trade Debt				\$22,800
28	Bobs Oilfield Service Inc ATTN: Rob Heim Manager 3365 US-85 Belfield, ND 58622	Rob Heim PHONE - 701-575-4666 FAX - 701-575-4616	Trade Debt				\$21,675
29	Tuffy's Pump Shop And Repair Inc ATTN: Andy Tofteland 215 Country Road 9 N Mohall, ND 58761	Andy Tofteland PHONE - 701-883-1809 FAX - 701-756-6323 EMAIL - tuffypump@gmial.com	Trade Debt				\$20,632
30	R T Johnson Consulting LLC ATTN: Rod Johnson PO Box 372 Baker, MT 59313	Rod Johnson PHONE - 406-853-1293 EMAIL - consult@midrivers.com	Trade Debt				\$20,148

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
WASHAKIE PIPELINE COMPANY LLC)	Case No. 18-_____ (___)
777 Main Street, Suite 800)	Tax I.D. No. 90-0797798
Fort Worth, TX 76102)	
Debtor.)	

CORPORATE OWNERSHIP STATEMENT

The following is the list of entities that directly or indirectly own 10% or more of any class of the above-captioned debtor’s equity interests. This list has been prepared in accordance with Fed. R. Bankr. P. 1007(a)(1) and Fed. R. Bankr. P. 7007.1 for filing in this chapter 11 case.

Shareholder	Approximate Percentage of Shares Held
Enduro Resource Partners LLC	100%

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
WASHAKIE PIPELINE COMPANY LLC)	Case No. 18-____ ()
777 Main Street, Suite 800)	Tax I.D. No. 90-0797798
Fort Worth, TX 76102)	
Debtor.)	

LIST OF EQUITY SECURITY HOLDERS

The following is a list of the above-captioned debtor’s equity security holders. This list has been prepared in accordance with Fed. R. Bankr. P. 1007(a)(3) for filing in this chapter 11 case.

Equity Holder	Address	Ownership
Enduro Resource Partners LLC	777 Main Street, Suite 800 Fort Worth, TX 76102	100%

Fill in this information to identify the case and this filing:

Debtor Name Washakie Pipeline Company LLC

United States Bankruptcy Court for the District of Delaware

Case number (if known): 18-_____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership, or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration Corporate Ownership Statement; List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/15/2018
MM/DD/YYYY

X


Signature of individual on behalf of debtor

Kimberly A. Weimer
Printed name

Vice President & Chief Financial Officer
Position or relationship to debtor