

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

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In re:		)	Chapter 11
		)	
ENDURO RESOURCE PARTNERS LLC		)	Case No. 18-11174 (___)
		)	
Debtor.		)	Tax I.D. No. 27-2036288
<hr/>		)	
In re:		)	Chapter 11
		)	
ENDURO RESOURCE HOLDINGS LLC		)	Case No. 18-11175 (___)
		)	
Debtor.		)	Tax I.D. No. 45-3755571
<hr/>		)	
In re:		)	Chapter 11
		)	
ENDURO OPERATING LLC		)	Case No. 18-11176 (___)
		)	
Debtor.		)	Tax I.D. No. 27-2967513
<hr/>		)	
In re:		)	Chapter 11
		)	
ENDURO MANAGEMENT COMPANY LLC		)	Case No. 18-11177 (___)
		)	
Debtor.		)	Tax I.D. No. 27-2535932
<hr/>		)	
In re:		)	Chapter 11
		)	
WASHAKIE MIDSTREAM SERVICES LLC		)	Case No. 18-11178 (___)
		)	
Debtor.		)	Tax I.D. No. 80-0787562
<hr/>		)	
In re:		)	Chapter 11
		)	
WASHAKIE PIPELINE COMPANY LLC		)	Case No. 18-11179 (___)
		)	
Debtor.		)	Tax I.D. No. 90-0797798
<hr/>		)	



**MOTION OF DEBTORS FOR ORDER  
AUTHORIZING JOINT ADMINISTRATION OF CHAPTER 11 CASES**

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The debtors in possession in the above-captioned cases (collectively, the “*Debtors*”) hereby move (this “*Motion*”) and respectfully state as follows:

**RELIEF REQUESTED**

1. By this Motion, the Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the “*Proposed Order*”), directing the joint administration of the Debtors’ chapter 11 cases for procedural purposes only.

**JURISDICTION**

2. This Court has jurisdiction to consider this Motion under 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b), and, under Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “*Local Rules*”), the Debtors consent to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution. Venue of these cases and this Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409. The statutory and legal predicates for the relief requested herein are rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”), and Local Rule 1015-1.

**BACKGROUND**

3. On the date hereof, the Debtors filed voluntary petitions in this Court commencing cases (the “*Chapter 11 Cases*”) for relief under chapter 11 of title 11 of the United

States Code, 11 U.S.C. §§ 101–1532 (the “*Bankruptcy Code*”). The Debtors continue to manage and operate their businesses as debtors in possession under sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been requested in the Chapter 11 Cases, and no committees have been appointed.

4. The factual background regarding the Debtors, including their business operations, their capital and debt structures, and the events leading to the filing of the Chapter 11 Cases, is set forth in detail in the *Declaration of Kimberly A. Weimer, Vice President and Chief Financial Officer of Enduro Resource Partners LLC, in Support of Chapter 11 Petitions and First Day Motions* (the “*First Day Declaration*”) filed contemporaneously herewith, which is fully incorporated herein by reference.

5. The Debtors in the Chapter 11 Cases include Enduro Resource Holdings LLC and its wholly-owned, direct subsidiary, Enduro Resource Partners LLC. The other Debtors, Enduro Operating LLC, Enduro Management Company LLC, Washakie Midstream Services LLC, and Washakie Pipeline Company LLC, are each wholly-owned by Enduro Resource Partners LLC.

#### **BASIS FOR RELIEF**

6. Bankruptcy Rule 1015(b) provides that “if . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order joint administration of the estates” of the debtor and such affiliates. *See* Fed. R. Bankr. P. 1015(b)(4). Section 101(2) of the Bankruptcy Code, in turn, defines the term “affiliate” in pertinent part, as follows:

(A) [an] entity that directly or indirectly owns, controls, or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor . . . ;

(B) [a] corporation 20 percent or more of whose outstanding voting securities are directly or indirectly owned, controlled, or held with power to vote, by the debtor, or by an entity that directly or

indirectly owns, controls, or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor . . . ;

(C) [a] person whose business is operated under a lease or operating agreement by a debtor, or person substantially all of whose property is operated under an operating agreement with the debtor; or

(D) [an] entity that operates the business or substantially all of the property of the debtor under a lease or operating agreement.

11 U.S.C. § 101(2).

7. Further, Local Rule 1015-1 provides the following:

[a]n order of joint administration may be entered, without notice and an opportunity for hearing, upon the filing of a motion for joint administration pursuant to Fed. R. Bankr. P. 1015, supported by an affidavit, declaration or verification, which establishes that the joint administration of two or more cases pending in this Court under title 11 is warranted and will ease the administrative burden for the Court and the parties.

Del. Bankr. L.R. 1015-1.

8. The Debtors are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code and as used in Bankruptcy Rule 1015(b). Accordingly, joint administration of the Chapter 11 Cases is appropriate under Bankruptcy Rule 1015(b) and Local Rule 1015-1.

9. The Debtors anticipate that numerous notices, applications, motions, other pleadings, hearings, and orders in the Chapter 11 Cases will affect all of the Debtors. With six Debtors, each with its own case docket, not administering the Chapter 11 Cases jointly would result in numerous, duplicative filings for each issue, which would then be served upon separate service lists. This duplication would be extremely wasteful and would unnecessarily overburden the Clerk of the Court and the Debtors.

10. Joint administration of the Chapter 11 Cases will save time and money and avoid duplicative and potentially confusing filings by permitting counsel for all parties in interest to

(a) use a single caption on the numerous documents that will be served and filed in the Chapter 11 Cases and (b) file the papers in one case rather than in multiple cases. Moreover, this Court will be relieved of the burden of entering duplicative orders and maintaining duplicative files. Also, joint administration will ease the burden on the office of the United States Trustee for the District of Delaware in supervising the Chapter 11 Cases.

11. Further, joint administration of the Chapter 11 Cases will permit the Clerk of the Court to use a single general docket for each of the Debtors' cases and to combine notices to creditors and other parties in interest. Joint administration also will protect parties in interest by ensuring that parties in each of the Debtors' respective cases will be apprised of the various matters before the Court in the Chapter 11 Cases.

12. The rights of the respective creditors of each of the Debtors will not be adversely affected by joint administration of the Chapter 11 Cases inasmuch as the relief sought is purely procedural and is in no way intended to affect substantive rights. Each creditor and other party in interest will maintain whatever rights it has against the particular estate against which it asserts a claim or right. In addition, all creditors will benefit from the reduced costs that will result from joint administration.

13. Accordingly, the Debtors request that the official caption to be used by all parties on all pleadings and other filings in the jointly administered cases be as follows:

	)	
In re:	)	Chapter 11
ENDURO RESOURCE PARTNERS LLC, <i>et al.</i> ,	)	Case No. 18-11174 (___)
Debtors. <sup>1</sup>	)	Jointly Administered
	)	

<sup>1</sup> The debtors in the 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.

The footnote reference in the caption above will set forth a complete listing of the Debtors' names, as well as the last four digits of each Debtor's tax identification number and the Debtors' mailing address, as shown.

14. The Debtors submit that use of this simplified caption, without reference to their complete tax identification numbers and other detail specified by section 342(c)(1) of the Bankruptcy Code and Bankruptcy Rule 2002(n), will eliminate cumbersome and confusing procedures and ensure a uniformity of pleading identification. Further, this case-specific information will be listed in the Debtors' petitions, which are publicly available to parties in interest or will be provided by the Debtors upon request. In addition, this information will be included in key notices to parties in interest, such as the notices required under Bankruptcy Rules 2002(a)(1), 2002(a)(7), and 2002(b), as made applicable to the Chapter 11 Cases. Therefore, the Debtors submit that the policies behind the requirements of section 342(c)(1) of the Bankruptcy Code and Bankruptcy Rule 2002(n) have been satisfied.

15. In addition, the Debtors request that the Court make separate docket entries on the case docket of each Debtor (except that of Enduro Resource Partners LLC), substantially as follows:

An order has been entered in this case consolidating this case with the case of Enduro Resource Partners LLC, Case No. 18-11174 (\_\_\_), for procedural purposes only and providing for its joint administration in accordance with the terms thereof. The docket in Case No. 18-11174 (\_\_\_) should be consulted for all matters affecting this case.

16. As the proposed joint administration is procedural only, the Debtors respectfully request that the Court direct that any creditor filing a proof of claim against any of the Debtors or

their respective estates clearly assert its claim against the particular Debtor obligated on such claim, and not against the jointly administered Debtors.

17. An order of joint administration relates to the routine administration of a case and may be entered by the Court in its sole discretion on an *ex parte* basis. See Del. Bankr. L.R. 1015-1. No party will be prejudiced by virtue of the relief requested in this Motion. Specifically, the relief sought herein is solely procedural and is not intended to affect substantive rights.

18. Accordingly, the Debtors submit that the relief requested herein is in the best interest of the Debtors, their estates, creditors, and other parties in interest and, therefore, should be granted.

#### **NOTICE**

19. Notice of this Motion will be given to: (a) the U.S. Trustee; (b) counsel to the agent for the Debtors' prepetition first lien credit facility; (c) counsel to the lenders under the Debtors' prepetition second lien credit facility; (d) counsel to the Debtors' prepetition majority equity owner; (e) the parties included on the Debtors' consolidated list of thirty (30) largest unsecured creditors; (f) the United States Attorney's Office for the District of Delaware; (g) the attorneys general for the states in which the Debtors conduct business; (h) counsel to Enduro Royalty Trust; and (i) all parties entitled to notice pursuant to Local Rule 9013-1(m). The Debtors submit that, under the circumstances, no other or further notice is required.

*[Remainder of page intentionally left blank.]*

**WHEREFORE**, the Debtors respectfully request that the Court enter the Proposed Order, granting the relief requested in this Motion and such other and further relief as may be just and proper.

Dated: May 15, 2018  
Wilmington, Delaware

/s/ Kara Hammond Coyle

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*Proposed Counsel for Debtors and Debtors in Possession*

**EXHIBIT A**

**Proposed Order**

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

<hr/>		)	
In re:		)	Chapter 11
		)	
ENDURO RESOURCE PARTNERS LLC		)	Case No. 18-11174 (___)
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Debtor.		)	Tax I.D. No. 27-2036288
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In re:		)	Chapter 11
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ENDURO RESOURCE HOLDINGS LLC		)	Case No. 18-11175 (___)
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Debtor.		)	Tax I.D. No. 45-3755571
<hr/>		)	
In re:		)	Chapter 11
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ENDURO OPERATING LLC		)	Case No. 18-11176 (___)
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Debtor.		)	Tax I.D. No. 27-2967513
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In re:		)	Chapter 11
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ENDURO MANAGEMENT COMPANY LLC		)	Case No. 18-11177 (___)
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Debtor.		)	Tax I.D. No. 27-2535932
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		)	
Debtor.		)	Tax I.D. No. 80-0787562
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In re:		)	Chapter 11
		)	
WASHAKIE PIPELINE COMPANY LLC		)	Case No. 18-11179 (___)
		)	
Debtor.		)	Tax I.D. No. 90-0797798
<hr/>		)	
		)	<b>Ref. Docket No.</b> _____

**ORDER AUTHORIZING JOINT ADMINISTRATION OF CHAPTER 11 CASES**

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Upon the motion (the “*Motion*”)<sup>1</sup> of the Debtors for an order, under Bankruptcy Rule 1015(b) and Local Rule 1015-1, authorizing the joint administration of their Chapter 11 Cases; and the Court having reviewed the Motion and the First Day Declaration (this “*Order*”); and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED AND DECREED THAT:**

1. The Motion is GRANTED as set forth herein.
2. The above-captioned cases are consolidated for procedural purposes only and shall be administered jointly under Case No. 18-11174 (\_\_\_) in accordance with the provisions of Bankruptcy Rule 1015(b) and Local Rule 1015-1.
3. The official caption to be used by all parties on all pleadings and other documents filed in the jointly administered cases shall be as follows:

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<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

In re:	)	Chapter 11
ENDURO RESOURCE PARTNERS LLC, <i>et</i>	)	Case No. 18-11174 (___)
<i>al.</i> ,	)	
Debtors. <sup>1</sup>	)	Jointly Administered

---

<sup>1</sup> The debtors in the 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.

As reflected in the caption set forth above, footnote 1 shall set forth a complete listing of the Debtors' names, as well as the last four digits of each Debtor's tax identification number and the Debtors' address.

4. The caption set forth above shall be deemed to satisfy any applicable requirements of section 342(c)(1) of the Bankruptcy Code and Bankruptcy Rule 2002(n).

5. All pleadings and other documents to be filed in the jointly administered cases shall be filed and docketed in the case of Enduro Resource Partners LLC, Case No. 18-11174 (\_\_\_).

6. A docket entry shall be made in the Chapter 11 Cases of each Debtor (except that of Enduro Resource Partner LLC), substantially as follows:

An order has been entered in this case consolidating this case with the case of Enduro Resource Partners LLC, Case No. 18-11174 (\_\_\_), for procedural purposes only and providing for its joint administration in accordance with the terms thereof. The docket in Case No. 18-11174 (\_\_\_) should be consulted for all matters affecting this case.

7. Any creditor filing a proof of claim against any of the Debtors shall clearly assert such claim against the particular Debtor obligated on such claim and not against the jointly administered Debtors, except as otherwise provided in any other order of this Court.

8. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting the substantive consolidation of the Chapter 11 Cases.

9. This Order shall take effect immediately upon entry.

10. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation and/or interpretation of this Order.

Dated: \_\_\_\_\_, 2018  
Wilmington, Delaware

\_\_\_\_\_  
United States Bankruptcy Judge