

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

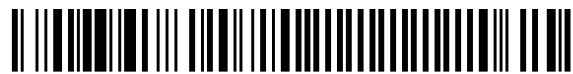
In re:	)	Chapter 11
ENDURO RESOURCE PARTNERS LLC, <i>et al.</i> ,	)	Case No. 18-11174 (KG)
Debtors. <sup>1</sup>	)	(Jointly Administered)
	)	Ref. Docket No. 8

**INTERIM ORDER (A) AUTHORIZING PAYMENT OF PREPETITION OPERATING EXPENSES, JOINT INTEREST BILLINGS, MARKETING EXPENSES, SHIPPING AND WAREHOUSING CLAIMS, AND 503(B)(9) CLAIMS AND (B) CONFIRMING ADMINISTRATIVE EXPENSE PRIORITY OF OUTSTANDING ORDERS**

Upon the motion (the "*Motion*")<sup>2</sup> of the Debtors for an interim order (a) authorizing, but not directing, them to remit and pay in the ordinary course of business, in their sole discretion, any prepetition and postpetition amounts owing on account of (i) Operating Expenses, (ii) Joint Interest Billings, (iii) Marketing Expenses, (iv) Shipping and Warehousing Claims, and (v) 503(b)(9) Claims; and (b) confirming the administrative expense priority status of Outstanding Orders (this "*Interim Order*"); and the Court having reviewed the Motion and the First Day Declaration; 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

<sup>1</sup> 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.

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



the United States District Court for the District of Delaware dated as of February 29, 2012; and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; 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 upon all of the proceedings had before this Court; 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 on an interim basis as set forth herein.
2. The Debtors are authorized, but not directed, to remit and pay in the ordinary course of business, in their sole discretion, any prepetition and postpetition amounts owing on account of (a) Operating Expenses, (b) Joint Interest Billings, (c) Marketing Expenses, (d) Shipping and Warehousing Claims, and (e) 503(b)(9) Claims in an amount not to exceed \$6,045,000, in the aggregate, pending entry of a final order.
3. The Debtors, in their sole discretion, shall determine which of the Obligations, if any, are entitled to payment under this Interim Order.
4. All undisputed obligations of the Debtors arising from the postpetition acceptance of goods subject to Outstanding Orders are granted administrative expense priority status. Further, the Debtors are authorized, but not directed, to satisfy such obligations in the ordinary course of business.
5. If a claimant accepts payment under this Interim Order, such party shall be deemed to have agreed to release any liens it may have on the Debtors' goods or property seven (7) days after receipt of notice of this Interim Order, unless such party returns such payment

during such time; *provided, however*, that should such party fail promptly to release such lien and/or interest upon payment by the Debtors, any such lien and/or interest shall be deemed released and expunged without necessity of further action, and this Interim Order (or any subsequent order on the Motion), together with proof of payment, shall be all that is required to evidence such release and expungement.

6. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Interim Order without any duty of further inquiry and without liability for following the Debtors' instructions.

7. The Debtors are 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 the Chapter 11 Cases with respect to prepetition amounts owed in connection with the relief granted herein.

8. Notwithstanding the relief granted in this Interim Order and any actions taken pursuant to such relief, nothing in this Interim Order shall be deemed: (a) an admission as to the amount of, basis for, or validity of any claim against the Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim; (c) a promise or requirement to pay any particular claim; (d) an implication or admission that any particular claim is of a type specified or defined in the Motion; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease

pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; or (g) a waiver of any claims or causes of action which may exist against any entity under the Bankruptcy Code or any other applicable law. Any payment made pursuant to this Interim Order is not intended and should not be construed as an admission as to the validity of any particular claim or a waiver of the Debtors' rights to subsequently dispute such claim.

9. Notwithstanding anything to the contrary in this Interim Order, any payment made, or authorization contained, hereunder shall be subject to the requirements imposed on the Debtors under any cash collateral order. In the event of any inconsistency between the terms of this Interim Order and any cash collateral order, the terms of the cash collateral order shall govern.

10. A hearing to consider entry of an order granting the Motion on a final basis (the "***Final Hearing***") shall be held on June 11, 2018, at 10:00 a.m. (prevailing Eastern time). Any objections or responses to the entry of such an order must be filed on or before 4:00 p.m. (prevailing Eastern time) on June 4, 2018, and served on (a) proposed counsel to the Debtors, (i) Latham & Watkins LLP, 330 North Wabash Avenue, Suite 2800, Chicago, Illinois 60611, Attn: Caroline Reckler, Matthew Warren, and Jason Gott (caroline.reckler@lw.com, matthew.warren@lw.com, and jason.gott@lw.com); and (ii) Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 King Street, Wilmington, Delaware 19801, Attn: Michael R. Nestor and Kara Hammond Coyle (mnestor@ycst.com and kcoyle@ycst.com); (b) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Linda Casey (linda.casey@usdoj.com); and (c) Davis Polk

& Wardwell LLP, 450 Lexington Avenue, New York, New York 10017, Attn: Damian S. Schaible and Aryeh Ethan Falk and Morris (damian.schaible@davispolk.com and aryeh.falk@davispolk.com), Nichols, Arsht & Tunnell LLP, 1201 North Market Street, 16th Flr., Wilmington, DE 19899-1347, Attn: Robert J. Dehney as counsel to the First Lien Agent (rdehney@davispolk.com).

11. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003(b).


12. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) are satisfied by such notice.

13. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Interim Order are immediately effective and enforceable upon its entry.

14. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Interim Order.

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

Dated: May 17, 2018  
Wilmington, Delaware

  
\_\_\_\_\_  
Kevin Gross  
United States Bankruptcy Judge