

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. ¹)	(Jointly Administered)
)	Ref. Docket Nos. 4 & 59

**FINAL ORDER (A) AUTHORIZING
PAYMENT OF CERTAIN PREPETITION WORKFORCE
OBLIGATIONS, (B) AUTHORIZING CONTINUANCE OF WORKFORCE
PROGRAMS, (C) AUTHORIZING PAYMENT OF WITHHOLDING AND PAYROLL-
RELATED TAXES, AND (D) AUTHORIZING PAYMENT OF PREPETITION CLAIMS
OWING TO WORKFORCE PROGRAM ADMINISTRATORS OR PROVIDERS**

Upon the motion (the "*Motion*")² of the Debtors for a final order (a) authorizing the Debtors to pay certain prepetition amounts owing to or for the benefit of employees and independent contractors, as applicable, for compensation, benefits, and reimbursable expenses; (b) confirming the Debtors' right to continue postpetition, in the ordinary course of business, the workforce-related plans, programs, and policies in effect immediately prior to the filing of these cases; (c) authorizing the Debtors to pay any and all local, state, and federal withholding and payroll-related or similar taxes relating to prepetition periods; and (d) authorizing the Debtors to pay any prepetition claims owing to the administrators of, or third party providers under, their workforce-related plans, programs, and policies, as necessary, to ensure the delivery of

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.

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



compensation, benefits, and expense reimbursements to their employees and independent contractors, as applicable (this “*Final 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 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 this Court having entered that certain *Interim Order (A) Authorizing Payment of Certain Prepetition Workforce Obligations, (B) Authorizing Continuance of Workforce Programs, (C) Authorizing Payment of Withholding and Payroll-Related Taxes, and (D) Authorizing Payment of Prepetition Claims Owing to Workforce Program Administrators or Providers* [D.I. 59]; 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 a final basis as set forth herein.
2. The Debtors are authorized, but not directed, to pay or otherwise honor the Prepetition Workforce Obligations to, or for the benefit of, the Workforce (including the Independent Contractors, as applicable) under the Workforce Programs.

3. The Debtors are authorized, but not directed, to pay or otherwise honor the Incentive Compensation Obligations.

4. The Debtors are authorized, but not directed, to pay or otherwise honor the Director Compensation to, or for the benefit of, the Independent Directors.

5. The Debtors are authorized to (a) continue each of the Workforce Programs, including, but not limited to, maintaining the Employee Benefits, in the ordinary course of business during the pendency of the Chapter 11 Cases in the manner and to the extent that such Workforce Programs were in effect immediately prior to the filing of the Chapter 11 Cases, and (b) continue to fund and to make payments in connection with the costs of and the expenses incurred in the administration of any Workforce Program, including the Employee Benefits, in the ordinary course of business.

6. The Debtors are authorized to reimburse the Employees with respect to all Reimbursable Expense Obligations incurred prior to the Petition Date. In addition, the Debtors are authorized to make direct payments to third parties owed amounts in connection with such Reimbursable Expense Obligations.

7. The Debtors are authorized to pay any and all local, state, and federal withholding and payroll-related or similar taxes related to the Prepetition Workforce Obligations and to withhold and pay amounts that are attributable to the Deductions, including, but not limited to, all withholding taxes, social security taxes, and Medicare taxes, whether such taxes relate to the period before or after the Petition Date.

8. The Debtors are authorized to pay claims of the Administrators, in connection with administering and delivering payments or other benefits to the Workforce for prepetition

services rendered and claims for reimbursement based on prepetition disbursements made by the Administrators.

9. Pursuant to section 362(d) of the Bankruptcy Code, Employees are authorized to proceed with their Workers' Compensation Claims in the appropriate judicial or administrative forum and the Debtors are authorized to continue the workers' compensation policies and pay all prepetition amounts relating thereto in the ordinary course of business. This modification of the automatic stay pertains solely to claims under the workers' compensation policies.

10. The Debtors' banks and financial institutions shall be, and hereby are, authorized, when requested by the Debtors in their sole discretion, to process, honor, and pay any and all checks or electronic fund transfers drawn on the Debtors' bank accounts to pay all prepetition amounts owed to any party in connection with the Prepetition Workforce Obligations, whether those checks were presented prior to or after the Petition Date, provided that sufficient funds are available in the applicable accounts to make the payments. Further, the Debtors are authorized to issue new postpetition checks and initiate new postpetition electronic fund transfers to replace any checks or electronic fund transfers that may be dishonored and to reimburse any related expenses that may be incurred as a result of any bank's failure to honor a prepetition check or electronic fund transfer.

11. 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.

12. Any authorization under this Final Order to pay, and the payment of, any amounts on account of the Prepetition Workforce Obligations shall not affect the Debtors' right to contest

the amount or validity of any Prepetition Workforce Obligation, including without limitation, any amounts that may be due to any taxing authority.

13. Notwithstanding anything to the contrary in this Final Order, the Debtors retain their right to modify or terminate any Workforce Program to the extent that such right exists under the terms of the Workforce Program or as may be required by applicable law, and as consistent with the Debtors' prepetition practices.

14. Notwithstanding the relief granted in this Final Order and any actions taken pursuant to such relief, nothing in this Final 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 Final 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.

15. Notwithstanding anything to the contrary in this Final 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 Final Order and any cash collateral order, the terms of the cash collateral order shall govern.

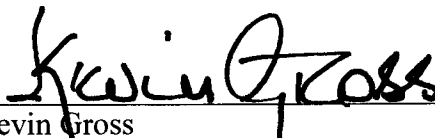
16. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) are satisfied by such notice.

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

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

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

Dated: June 8, 2018
Wilmington, Delaware



Kevin Gross
United States Bankruptcy Judge