

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. 7 & 63

**FINAL ORDER AUTHORIZING PAYMENT OF
(A) ROYALTY PAYMENTS, (B) WORKING INTEREST DISBURSEMENTS,
AND (C) OTHER OBLIGATIONS IN THE ORDINARY COURSE OF BUSINESS**

Upon the motion (the “*Motion*”)² of the Debtors for an order, authorizing, but not directing, the Debtors to pay in the ordinary course of business, whether such obligations were incurred prepetition or will be incurred postpetition, (a) Royalty Payments, (b) Working Interest Disbursements, and (c) Other Obligations (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

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.



further notice is necessary; and this Court having entered that certain *Interim Order Authorizing Payment of (A) Royalty Payments, (B) Working Interest Disbursements, and (C) Other Obligations in the Ordinary Course of Business* [D.I. 63]; 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, in the reasonable exercise of their business judgment to pay the Royalty Interest Owners, in the ordinary course of business, the Royalty Payments, and to take and apply such setoff rights as the Debtors are entitled to take against such Royalty Payments prior to paying such amounts.
3. The Debtors are authorized, but not directed, in the reasonable exercise of their business judgment to pay, in the ordinary course of business, the Trust NPI Payments.
4. The Debtors are authorized, but not directed, in the reasonable exercise of their business judgment, to make Working Interest Disbursements to Non-Operating Working Interest Owners in accordance with such parties' respective interests in the Oil and Gas Leases covered by Joint Operating Agreements, and to take and apply such setoff rights as the Debtors are entitled to take against such Working Interest Disbursements prior to paying such amounts.
5. The Debtors are authorized, but not directed, in the reasonable exercise of their business judgment to pay Joint Interest Billings in the ordinary course of business.
6. The Debtors are authorized, but not directed, in the reasonable exercise of their business judgment to make Other Obligations payments, on behalf of each holder of a Non-Operating Working Interest in accordance with such parties' respective interests in the Oil and

Gas Leases covered by Joint Operating Agreements, and to take and apply such setoff rights as the Debtors are entitled to take against such Other Obligations prior to paying such amounts.

7. The banks and financial institutions on which checks were drawn or electronic payment requests were made in payment of the prepetition obligations approved herein are authorized to receive, process, honor, pay and, if necessary, reissue all such checks and electronic payment requests, including prepetition checks and electronic payment and transfer requests that the Debtors reissue or re-request postpetition, 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 Final Order.

8. The Debtors are authorized, but not directed, in the reasonable exercise of their business judgment to issue new postpetition checks to replace any checks that may nevertheless be dishonored and to reimburse any expenses that holders of claims in connection with the Obligations may incur as a result of any bank's failure to honor a prepetition check.

9. 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.

10. 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.

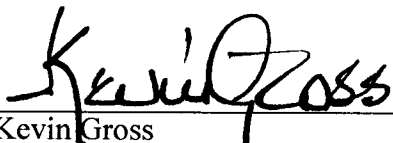
11. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) are satisfied by such notice.

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

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

14. 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 B, 2018
Wilmington, Delaware



Kevin Gross
United States Bankruptcy Judge