

**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)
)	
)	

**CERTIFICATION OF ANDRES A. ESTRADA WITH RESPECT TO THE
TABULATION OF VOTES ON THE JOINT PLAN OF LIQUIDATION OF ENDURO
RESOURCE PARTNERS LLC AND ITS DEBTOR AFFILIATES UNDER CHAPTER 11
OF THE BANKRUPTCY CODE**

I, Andres A. Estrada, depose and say under the penalty of perjury:

1. I am a Senior Managing Consultant of Corporate Restructuring Services, employed by Kurtzman Carson Consultants LLC (“KCC”), located at 2335 Alaska Avenue, El Segundo, California 90245. I am over the age of 18 and not a party to this action.

2. On May 17, 2018, the Court entered the *Order Authorizing Retention and Appointment of Kurtzman Carson Consultants LLC as Claims and Noticing Agent* [Docket No. 58] designating KCC as the claims and noticing agent.

3. On June 8, 2018, the Court entered the *Order Authorizing Employment and Retention of Kurtzman Carson Consultants LLC as Administrative Advisor to the Debtors Effective Nunc Pro Tunc to Petition Date* [Docket No. 136] designating KCC as the administrative advisor to, among other things, provide balloting services.

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, F



4. On June 18, 2018 the Court entered the *Order (a) Approving the Disclosure Statement, (b) Establishing the Voting Record Date, Voting Deadline, and Other Dates, (c) Approving Procedures for Soliciting, Receiving, and Tabulating Votes on the Plan and for Filing Objections to the Plan and (d) Approving the Manner and Forms of Notice and Other Related Documents* [Docket No. 199] (“**Disclosure Statement Order**”)², establishing, among other things, certain solicitation and voting tabulation procedures. KCC was instructed to solicit, review, determine the validity of, and tabulate ballots submitted with respect to the *Joint Plan of Liquidation of Enduro Resource Partners LLC and Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code* [Docket No. 202] (as may be amended, modified, or supplemented, the “**Plan**”) by the holders of Claims in the Voting Classes in accordance with the Disclosure Statement Order. In addition, KCC consulted with the Debtors and their counsel, as appropriate, to ensure compliance with the Disclosure Statement Order.

5. KCC worked with the Debtors and their counsel to solicit votes to accept or reject the Plan and to tabulate the ballots of creditors voting to accept or reject the Plan. Except as otherwise noted, I could and would testify to the following based upon my personal knowledge. I am authorized to submit this Certification on behalf of KCC.

A. Service and Transmittal of Solicitation Packages and Related Information

6. Pursuant to the Disclosure Statement Order, on June 25, 2018, KCC caused to be served Solicitation Packages on all known members of Classes 2, 3 and 4 in accordance with the Disclosure Statement Order. KCC also caused to be served the Confirmation Hearing Notice and Non-Voting Class Notice on members of Classes 1, 5, 6, and 7. Additionally, KCC caused to be served the Confirmation Hearing Notice on the creditor matrix and all other parties required to

² Terms not otherwise defined herein shall have the meanings ascribed to them in the Disclosure Statement Order.

receive such notice pursuant to the Disclosure Statement Order. An affidavit evidencing the service of the foregoing was filed with the Court on July 6, 2018 [Docket No. 248].

B. The Tabulation Process

7. The Disclosure Statement Order established June 20, 2018 as the voting record date (the “*Voting Record Date*”) for determining which creditors and holders of interests were entitled to receive Solicitation Packages and, where applicable, vote on the Plan. Pursuant to the Disclosure Statement Order, holders of Claims in Class 2 (First Lien Claims), Class 3 (General Unsecured Claims) and Class 4 (Second Lien Claims) (collectively, the “*Voting Classes*”) were entitled to vote to accept or reject the Plan. No other classes were entitled to vote on the Plan.

8. Pursuant to the Disclosure Statement Order, KCC relied on the Debtors’ Schedules of Assets and Liabilities and the Claims information reflected in KCC’s CaseView (“*CaseView*”) system to identify and solicit holders of Claims and Interest in the Voting Classes. KCC also relied on lists of underlying holders provided by counsel to the administrative agent under the prepetition first lien credit facility and counsel to the lenders under the prepetition second lien credit facility.

9. Using the information outlined above, and with guidance and approval from the Debtors’ counsel, KCC created a voting database reflecting the names of holders in the Voting Classes, addresses of such holders, voting amounts and classification of Claims in the Voting Classes. Specifically, using its CaseView system and voting database, KCC generated ballots for holders of Claims entitled to vote to accept or reject the Plan.

10. The Disclosure Statement Order established July 23, 2018 at 5:00 p.m. (prevailing Eastern Time) as the deadline for receiving ballots to accept or reject the Plan (the “*Voting Deadline*”).

11. Pursuant to the Disclosure Statement Order, KCC received and tabulated ballots as follows: (a) each returned ballot was opened and inspected at KCC’s offices; (b) ballots were

date-stamped and scanned into KCC CaseView; and (c) all electronic and paper ballots received on or before the Voting Deadline were then entered into KCC CaseView and tabulated in accordance with the tabulation rules outlined in the Disclosure Statement Order.

12. Set forth below is a summary of the voting results with respect to the Voting Classes tabulated on a consolidated basis:

Total Ballots Received			
Accept		Reject	
Number	Amount	Number	Amount
Class 2 – First Lien Claims			
14 (100%)	\$208,707,925.99 (100%)	0 (0%)	\$0 (0%)
Class 3 – General Unsecured Claims			
70 (100%)	\$266,613.78 (100%)	0 (0%)	\$0 (0%)
Class 4 – Second Lien Claims			
3 (100%)	\$142,589,148.87 (100%)	0 (0%)	\$0 (0%)

13. The final ballot report containing the summary of voting results is annexed hereto as Exhibit A. The detailed ballot reports for Class 2 (First Lien Claims), Class 3 (General Unsecured Claims) and Class 4 (Second Lien Claims) are attached to this Certification as Exhibit B-1, Exhibit B-2 and Exhibit B-3.

C. The Unacceptable Ballots

14. Attached as Exhibit C to this Certification is a detailed report of any ballots that were not included in the tabulation above because they did not satisfy the requirements for a valid ballot as set forth in the Disclosure Statement Order.

Conclusion

To the best of my knowledge, information and belief, the foregoing information concerning the distribution, submission and tabulation of ballots in connection with the Plan is true. The ballots received by KCC are stored at KCC's office and are available for inspection by or submission to this Court.

Dated: July 25, 2018


Andres A. Estrada

A notary public or other officer completing this affidavit verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 25th day of July, 2018, by Andres A. Estrada, proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.

Signature: 

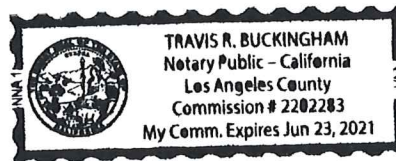


Exhibit A

Summary of Voting Classes

Class Name	Class Description	Total Members	Unacceptable Votes	Members Voted	Members Accepted	Members Rejected	Members Abstained	% Members Accepted	% Members Rejected	Total \$ in Class	Total \$ Voted	\$ Accepted	\$ Rejected	\$ Abstained	% \$ Accepted	% \$ Rejected
2	First Lien Claims	14	0	14	14	0	0	100.00%	0.00%	\$208,707,925.99	\$208,707,925.99	\$208,707,925.99	\$0.00	\$0.00	100.00%	0.00%
3	General Unsecured Claims	559	10	70	70	0	2	100.00%	0.00%	\$1,044,988.27	\$266,613.78	\$266,613.78	\$0.00	\$10,564.05	100.00%	0.00%
4	Second Lien Claims	3	0	3	3	0	0	100.00%	0.00%	\$142,589,148.87	\$142,589,148.87	\$142,589,148.87	\$0.00	\$0.00	100.00%	0.00%

Exhibit B

Detailed Ballot Report for Class 2: First Lien Claims

Ballot Number	Date Received	Creditor Name	Voting Amount	Vote
18	7/10/2018	BANK OF AMERICA, N.A.	\$24,246,950.28	Accept
78	7/23/2018	BARCLAYS BANK PLC	\$20,563,869.17	Accept
40	7/9/2018	CIT BANK NA	\$12,276,936.83	Accept
83	7/23/2018	CITIBANK NA	\$7,366,162.09	Accept
19	7/10/2018	COMERICA BANK	\$20,563,869.17	Accept
81	7/23/2018	CROSS OCEAN USSS FUND I A LP	\$7,593,646.51	Accept
80	7/23/2018	CROSS OCEAN USSS SIF I LP	\$12,970,222.67	Accept
85	7/23/2018	FIFTH THIRD BANK	\$7,366,162.09	Accept
84	7/23/2018	FROST BANK	\$20,563,869.17	Accept
49	7/16/2018	JPMORGAN CHASE BANK NATIONAL	\$20,563,869.17	Accept
74	7/20/2018	NHB BANC OF AMERICA CREDIT PRODUCTS INC	\$6,138,468.41	Accept
14	7/9/2018	REGIONS BANK	\$7,366,162.09	Accept
67	7/17/2018	ROYAL BANK OF CANADA NEW YORK BRANCH	\$20,563,869.17	Accept
82	7/23/2018	WELLS FARGO BANK NATIONAL ASSOCIATION	\$20,563,869.17	Accept

Detailed Ballot Report for Class 3: General Unsecured Claims

Ballot Number	Date Received	Creditor Name	Voting Amount	Vote
41	7/10/2018	ADELL LUCAS EMANIS	\$110.84	Accept
8	7/5/2018	ALICE ELAINE BAKER	\$443.88	Accept
15	7/9/2018	ALL CONSULTING LLC	\$14,200.00	Accept
25	7/5/2018	B AND J RESOURCES LLC	\$126.14	Accept
12	7/8/2018	BIG HORN BASIN TIRE & OFF ROAD INC	\$365.38	Accept
13	7/8/2018	BIG HORN BASIN TIRE AND OFF ROAD	\$2,533.03	Accept
21	7/11/2018	BNSF LOGISTICS LLC	\$1,195.00	Accept
43	7/11/2018	Border AG & Energy	\$4,834.85	Accept
16	7/9/2018	BRIAN I WOLF	\$123.48	Accept
48	7/16/2018	BRUCE LOVDAHL	\$1,455.02	Accept
6	7/2/2018	BURKE DIVIDE ELECTRIC COOPERATIVE	\$48,030.80	Accept
63	7/17/2018	CAROL OLNEY	\$114.04	Accept
29	7/9/2018	CERENTO INC	\$4,998.13	Accept
36	7/9/2018	CERENTO INC	\$1,428.04	Accept
37	7/9/2018	CERENTO INC	\$5,720.34	Accept
39	7/9/2018	CLARENCE G VATNE	\$680.09	Accept
23	7/2/2018	CLAUDE L TILLOTSON REV LIV TR	\$412.80	Accept
50	7/16/2018	CPF 2 LLC	\$227.75	Accept
11	7/8/2018	DAKOTA DEADMAN AND ANCHOR SERVICES LLC	\$4,200.00	Accept
46	7/16/2018	DARLENE ROBERTSON	\$156.59	Accept
72	7/19/2018	DENNIS E LOKKEN	\$131.14	Accept
42	7/10/2018	DENNIS P OVERTON	\$684.48	Accept
88	7/23/2018	DNOW LP	\$2,932.33	Accept
47	7/16/2018	DONALD WALLACE CARSON ET UX	\$128.80	Accept
2	6/29/2018	DOUBLE EE SERVICE	\$4,941.33	Accept
54	7/16/2018	DSB PROPERTIES, INC	\$5,794.56	Accept
66	7/16/2018	EMMA JEAN DOUGLAS	\$100.79	Accept
55	7/16/2018	FRANKLYN LEE DAHLBERG ET AL	\$174.01	Accept
52	7/16/2018	GORDON M LOKKEN	\$134.20	Accept
60	7/14/2018	JAMES L WILSON	\$180.27	Accept
5	7/1/2018	JEAN ABRAHAM TOTAH	\$352.31	Accept

Detailed Ballot Report for Class 3: General Unsecured Claims

Ballot Number	Date Received	Creditor Name	Voting Amount	Vote
75	7/20/2018	JEREMY L RADCLIFFE	\$324.98	Accept
7	7/3/2018	JERRY D HANSON	\$108.51	Accept
24	7/3/2018	KAB ACQUISITION LLLP V	\$806.43	Accept
9	7/6/2018	KARIS WALSTAD	\$130.88	Accept
17	7/9/2018	LEGACY ENERGY CORPORATION	\$210.56	Accept
34	7/9/2018	LINDA JOHNSON	\$671.21	Accept
35	7/9/2018	LINDA LEE JOHNSON	\$116.74	Accept
57	7/13/2018	MA NESS FAMILY TRUST	\$1,339.34	Accept
28	7/5/2018	MARLYCE A MURPHY REV TRUST	\$102.20	Accept
30	7/9/2018	MARY L ANDERSON	\$206.41	Accept
86	7/23/2018	MELVIN RUSSELL BAGWELL JR ET UX	\$190.96	Accept
3	6/30/2018	MESSAGE CENTER INC	\$631.30	Accept
26	7/5/2018	MORSE ENERGY PARTNERS LLC	\$852.95	Accept
22	7/11/2018	MURDOCH OIL	\$3,509.41	Accept
27	7/5/2018	NANCY CRAWFORD	\$349.63	Accept
71	7/19/2018	NORMAN R FLAGSTAD	\$757.35	Accept
73	7/20/2018	NORTH CENTRAL ELECTRIC COOPERATIVE	\$121,071.83	Accept
4	6/30/2018	PAULA J SCANLAND TRUST	\$100.62	Accept
56	7/12/2018	PAULA JACKSON	\$634.64	Accept
89	7/23/2018	PHYLLIS OKLAND, INDIVIDUALLY AND ON BEHALF OF THE HEIRS AT LAW OF CHRISTOPHER JAMES OKLAND	\$1.00	Accept
20	7/10/2018	PRINCE PETROLEUM COMPANY	\$289.31	Accept
61	7/16/2018	RICHLAND PUMP & SUPPLY INC	\$1,052.10	Accept
45	7/12/2018	ROBERT P JOHNSON	\$208.15	Accept
65	7/17/2018	ROY E ERICKSON	\$366.61	Accept
87	7/23/2018	Safety-Kleen/CleanHarbors	\$19,161.96	Accept
1	6/29/2018	SCOTT V LOFGREN	\$1.00	Accept
32	7/9/2018	SHILEAUX OIL COMPANY LLC	\$158.66	Accept
10	7/7/2018	SIMMONDS D M TRUST	\$99.44	Accept
53	7/16/2018	SUE SERENE BALLANTYNE	\$232.35	Accept
38	7/9/2018	SUSAN SHEA	\$301.36	Accept

Detailed Ballot Report for Class 3: General Unsecured Claims

Ballot Number	Date Received	Creditor Name	Voting Amount	Vote
59	7/13/2018	THE HANSEN FAMILY TRUST	\$218.60	Accept
62	7/16/2018	THERESA ESTES	\$127.61	Accept
68	7/17/2018	TJ Cleaning Service	\$1,400.00	Accept
69	7/17/2018	TJ Cleaning Service	\$1,300.00	Accept
31	7/9/2018	TRACEY I BAKER	\$441.03	Accept
51	7/16/2018	TWYLA CHUN REV TRUST DTD 10/24/1981	\$1,331.67	Accept
33	7/9/2018	VICKI KAUFMAN	\$259.51	Accept
44	7/11/2018	VIRGINIA A TREMBATH	\$500.00	Accept
58	7/13/2018	WILLIAM C MARTIN III	\$137.05	Accept

Detailed Ballot Report for Class 4: Second Lien Claims

Ballot Number	Date Received	Creditor Name	Voting Amount	Vote
77	7/20/2018	Merrill Lynch Credit Products, LLC	\$102,940,648.58	Accept
76	7/20/2018	Merrill Lynch, Pierce, Fenner & Smith Incorporated	\$10,546,555.33	Accept
79	7/23/2018	R/C IV ENDURO HOLDINGS, L.P.	\$29,101,944.96	Accept

Exhibit C

Unacceptable Ballots

Ballot Number	Date Received	Creditor Name	Reason Unacceptable	Class
97	7/25/2018	CHRISTY HOLM	Late Filed	Class 3 General Unsecured Claims
90	7/23/2018	GARTH MORGAN	Late Filed	Class 3 General Unsecured Claims
96	7/25/2018	GEORGE CLIFFORD HARPER	Late Filed	Class 3 General Unsecured Claims
91	7/23/2018	IRMA L DAVISON	Late Filed	Class 3 General Unsecured Claims
98	7/25/2018	KATHLEEN MCCALL	Late Filed	Class 3 General Unsecured Claims
70	7/18/2018	KLX Energy Services LLC	Abstained	Class 3 General Unsecured Claims
95	7/25/2018	LINDA L LENTZ	Late Filed	Class 3 General Unsecured Claims
64	7/17/2018	MARY ANN HABEL	Abstained	Class 3 General Unsecured Claims
93	7/25/2018	MERIDIAN FLYING SERVICES INC	Late Filed	Class 3 General Unsecured Claims
99	7/25/2018	RONALD J FREED	Late Filed	Class 3 General Unsecured Claims
92	7/23/2018	XTO Energy Inc., Exxon Company USA, Exxon Corporation, Exxon Mobil Corporation and Mobil Oil Corporation	Not Entitled to Vote (no claims in class)	Class 3 General Unsecured Claims
94	7/25/2018	ZAB INC	Late Filed	Class 3 General Unsecured Claims