

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

In re: TEMPLAR ENERGY LLC, Debtor. Tax ID No. 80-0874719	Chapter 11 Case No. 20-11441 (___)
In re: TE HOLDCORP, LLC, Debtor. Tax ID No. 81-3986730	Chapter 11 Case No. 20-11442 (___)
In re: TE HOLDINGS, LLC, Debtor. Tax ID No. 81-4003115	Chapter 11 Case No. 20-11445 (___)
In re: TE HOLDINGS II, LLC, Debtor. Tax ID No. N/A	Chapter 11 Case No. 20-11449 (___)
In re: TEMPLAR OPERATING LLC, Debtor. Tax ID No. 27-3400810	Chapter 11 Case No. 20-11452 (___)
In re: TEMPLAR MIDSTREAM LLC, Debtor. Tax ID No. 81-5383275	Chapter 11 Case No. 20-11454 (___)



In re:

TE HOLDINGS MANAGEMENT LLC,

Debtor.

Tax ID No. 81-4767467

Chapter 11

Case No. 20-11457 (___)

**DEBTORS' MOTION FOR AN ORDER, PURSUANT TO BANKRUPTCY
RULE 1015(b) AND LOCAL RULE 1015-1, AUTHORIZING THE JOINT
ADMINISTRATION OF THE DEBTORS' CHAPTER 11 CASES**

The above-captioned affiliated debtors and debtors-in-possession (collectively, the "Debtors") hereby submit this motion (this "Motion") for the entry of an order, substantially in the form attached hereto as Exhibit A (the "Proposed Order"), pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), authorizing the joint administration of the Debtors' chapter 11 cases and the consolidation thereof for procedural purposes only. In support of this Motion, the Debtors rely upon and incorporate by reference the *Declaration of Brian Simmons in Support of Debtors' Chapter 11 Petitions and First-Day Motions* (the "First Day Declaration"). In further support of this Motion, the Debtors respectfully state as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction over this matter pursuant to 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 pursuant to Local Rule 9013-1(f), 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 is proper in the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory and legal predicates for the relief sought herein are Bankruptcy Rule 1015(b) and Local Rule 1015-1.

BACKGROUND

3. On the date hereof (the "Petition Date"), each of the Debtors commenced a voluntary case under chapter 11 of the Bankruptcy Code (collectively, the "Chapter 11 Cases"). The Debtors are authorized to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No official committees have been appointed in these Chapter 11 Cases and no request has been made for the appointment of a trustee or an examiner.

4. Additional information regarding the Debtors' business, capital structure, and the circumstances leading to the filing of these Chapter 11 Cases is set forth in the First Day Declaration.

RELIEF REQUESTED

5. By this Motion, the Debtors request that the Court enter the Proposed Order authorizing the joint administration of these Chapter 11 Cases and the consolidation thereof for procedural purposes only.

6. Many, if not all, of the motions, applications, hearings, and orders that will arise in these Chapter 11 Cases will jointly affect all of the Debtors. For this reason, the interests of the Debtors, their creditors, and other parties-in-interest would be best served by the joint administration of these Chapter 11 Cases. In order to optimally and economically administer these Chapter 11 Cases, the Debtors submit that such cases should be jointly administered, for procedural purposes only, under the case number assigned to Debtor Templar Energy LLC.

7. The Debtors also request that the Clerk of the Court maintain one file and one docket for all of the Debtors’ Chapter 11 Cases, which file and docket shall be the file and docket for Templar Energy LLC. In addition, the Debtors propose that the caption of these Chapter 11 Cases be modified as follows:

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

In re: TEMPLAR ENERGY LLC, <i>et al.</i> , ¹ Debtors.	Chapter 11 Case No. 20-11441 (____) Jointly Administered
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¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Templar Energy LLC (4719), TE Holdcorp, LLC (6730), TE Holdings, LLC (3115), TE Holdings II, LLC (N/A), Templar Operating LLC (0810), Templar Midstream LLC (3275), and TE Holdings Management LLC (7467). The address of the Debtors’ corporate headquarters is 4700 Gaillardia Parkway, Suite 200, Oklahoma City, Oklahoma 73142.

8. The Debtors also seek the Court’s direction that a notation, substantially similar to the following proposed docket entry, be entered on the docket of each Debtor’s chapter 11 case, other than the case of Templar Energy LLC, to reflect the joint administration of these Chapter 11 Cases:

An order has been entered in this case directing the consolidation and joint administration for procedural purposes only of the chapter 11 cases of Templar Energy LLC, TE Holdcorp, LLC, TE Holdings, LLC, TE Holdings II, LLC, Templar Operating LLC, Templar Midstream LLC, and TE Holdings Management LLC. The docket in the chapter 11 case of Templar Energy LLC, Case No. 20-11441 (____), should be consulted for all matters affecting these cases.

BASIS FOR RELIEF

9. Pursuant to Bankruptcy Rule 1015(b), if two or more petitions are pending in the same court by or against a debtor and an affiliate, “the [C]ourt may order a joint administration of the estates.” Fed. R. Bankr. P. 1015(b). Local Rule 1015-1 similarly provides

for joint administration of chapter 11 cases when the facts demonstrate that joint administration “is warranted and will ease the administrative burden for the Court and the parties.” Del. Bankr. L.R. 1015-1. In these Chapter 11 Cases, the Debtors are “affiliates,” as that term is defined in section 101(2) of the Bankruptcy Code. Additionally, the First Day Declaration establishes that the joint administration of the Debtors’ respective estates is warranted and will ease the administrative burden on the Court and all parties-in-interest in these Chapter 11 Cases. Joint administration will also permit the Clerk of the Court to utilize a single docket for all of the Chapter 11 Cases, and to combine notices to creditors and other parties-in-interest in the Debtors’ respective cases. Because there will likely be numerous motions, applications, and other pleadings filed in these cases that will affect all of the Debtors, joint administration will permit counsel for all parties-in-interest to include all of the Debtors’ cases in a single caption for the numerous documents that are likely to be filed and served in these cases. Joint administration will also enable parties-in-interest in all of the Debtors’ cases to stay apprised of all the various matters before the Court.

10. Joint administration will not prejudice or adversely affect the rights of the Debtors’ creditors because the relief sought herein is purely procedural and is not intended to affect substantive rights. Joint administration will also significantly reduce the volume of paper that otherwise would be filed with the Clerk of the Court, render the completion of various administrative tasks less costly, and provide for greater efficiencies. Moreover, the relief requested by this Motion will also simplify supervision of the administrative aspects of these cases by the Office of the United States Trustee for the District of Delaware.

11. For these reasons, the Debtors submit that the relief requested herein is in the best interests of the Debtors, their estates, and creditors and, therefore, should be granted.

NOTICE

12. The Debtors will provide notice of this Motion to: (a) the Office of the United States Trustee for the District of Delaware; (b) holders of the thirty largest unsecured claims on a consolidated basis against the Debtors; (c) counsel to the DIP Agent and RBL Agent (i) Morgan, Lewis & Bockius LLP and (ii) Richards, Layton & Finger, P.A.; (d) the United States Attorney's Office for the District of Delaware; (e) the state attorneys general for states in which the Debtors conduct business; (f) the Internal Revenue Service; and (g) all parties that have filed a notice of appearance and request for service of papers pursuant to Bankruptcy Rule 2002. Notice of this Motion and any order entered hereon will be served in accordance with Local Rule 9013-1(m). In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary.

[Remainder of Page Intentionally Left Blank]

WHEREFORE, the Debtors request entry of the Proposed Order, granting the relief requested herein and such other and further relief as the Court may deem just and proper.

Dated: June 1, 2020
Wilmington, Delaware

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*Proposed Co-Counsel to the Debtors and
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EXHIBIT A

Proposed Order

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

<p>In re:</p> <p>TEMPLAR ENERGY LLC,</p> <p style="text-align: right;">Debtor.</p> <p>Tax ID No. 80-0874719</p>	<p>Chapter 11</p> <p>Case No. 20-11441 (___)</p>
<p>In re:</p> <p>TE HOLDCORP, LLC,</p> <p style="text-align: right;">Debtor.</p> <p>Tax ID No. 81-3986730</p>	<p>Chapter 11</p> <p>Case No. 20-11442 (___)</p>
<p>In re:</p> <p>TE HOLDINGS, LLC,</p> <p style="text-align: right;">Debtor.</p> <p>Tax ID No. 81-4003115</p>	<p>Chapter 11</p> <p>Case No. 20-11445 (___)</p>
<p>In re:</p> <p>TE HOLDINGS II, LLC,</p> <p style="text-align: right;">Debtor.</p> <p>Tax ID No. N/A</p>	<p>Chapter 11</p> <p>Case No. 20-11449 (___)</p>
<p>In re:</p> <p>TEMPLAR OPERATING LLC,</p> <p style="text-align: right;">Debtor.</p> <p>Tax ID No. 27-3400810</p>	<p>Chapter 11</p> <p>Case No. 20-11452 (___)</p>
<p>In re:</p> <p>TEMPLAR MIDSTREAM LLC,</p> <p style="text-align: right;">Debtor.</p> <p>Tax ID No. 81-5383275</p>	<p>Chapter 11</p> <p>Case No. 20-11454 (___)</p>

In re:

TE HOLDINGS MANAGEMENT LLC,

Debtor.

Tax ID No. 81-4767467

Chapter 11

Case No. 20-11457 (___)

Docket Ref. No. __

**ORDER, PURSUANT TO BANKRUPTCY RULE 1015(b) AND
LOCAL RULE 1015-1, AUTHORIZING THE JOINT
ADMINISTRATION OF THE DEBTORS' CHAPTER 11 CASES**

Upon the *Debtors' Motion for an Order, Pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1, Authorizing the Joint Administration of the Debtors' Chapter 11 Cases* (the "Motion")¹ filed by the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") for the entry of an order, pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1, authorizing the joint administration of the Debtors' Chapter 11 Cases for procedural purposes only; and it appearing that this Court has jurisdiction to consider the Motion 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 venue of the Debtors' Chapter 11 Cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that proper and adequate notice of the Motion has been given under the circumstances and that no other or further notice is necessary; and this Court having determined that it may enter a final order consistent with Article III of the United States Constitution; and a hearing having been held to consider the relief requested in the Motion; and upon consideration of the First Day Declaration; and upon the record of the hearing and all of the proceedings had before this Court; and this Court having found and determined that the relief

¹ Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

sought in the Motion is in the best interests of the Debtors, their estates, their creditors and all other parties-in-interest; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Debtors’ Chapter 11 Cases shall be consolidated for procedural purposes only and shall be jointly administered in accordance with the provisions of Bankruptcy Rule 1015(b) and Local Rule 1015-1.
3. The Clerk of the Court shall maintain one file and one docket for all of the Debtors’ Chapter 11 Cases, which file and docket shall be the file and docket for the chapter 11 case of Debtor Templar Energy LLC, Case No. 20-11441 (___).
4. All pleadings filed in the Debtors’ Chapter 11 Cases shall bear a consolidated caption in the following form:

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

<p>In re:</p> <p>TEMPLAR ENERGY LLC, <i>et al.</i>,¹</p> <p style="text-align: center;">Debtors.</p>	<p>Chapter 11</p> <p>Case No. 20-11441 (___)</p> <p>Jointly Administered</p>
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¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Templar Energy LLC (4719), TE Holdcorp, LLC (6730), TE Holdings, LLC (3115), TE Holdings II, LLC (N/A), Templar Operating LLC (0810), Templar Midstream LLC (3275), and TE Holdings Management LLC (7467). The address of the Debtors’ corporate headquarters is 4700 Gaillardia Parkway, Suite 200, Oklahoma City, Oklahoma 73142.

5. All original pleadings shall be captioned as indicated in Paragraph 4 and the Clerk of this Court shall make docket entries in the docket of each of the Chapter 11 Cases, other than the chapter 11 case of Debtor Templar Energy LLC, substantially as follows:

An Order has been entered in this case directing the consolidation and joint administration for procedural purposes only of the chapter 11 cases of Templar Energy LLC, TE Holdcorp, LLC, TE Holdings, LLC, TE Holdings II, LLC, Templar Operating LLC, Templar Midstream LLC, and TE Holdings Management LLC. The docket in the chapter 11 case of Templar Energy LLC, Case No. 20-11441 (___), should be consulted for all matters affecting these cases.

6. Nothing in the Motion or this Order is intended or shall be deemed or otherwise construed as directing or otherwise effecting a substantive consolidation of the Debtors' estates.

7. Notice of the Motion as provided therein is hereby deemed good and sufficient notice of such Motion and the requirements of the Bankruptcy Rules and the Local Rules are satisfied by such notice.

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

Dated: _____, 2020
Wilmington, Delaware

UNITED STATES BANKRUPTCY JUDGE