

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

In re:

TEMPLAR ENERGY LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 20-11441 (BLS)

(Jointly Administered)

Ref. Docket No. 6

**INTERIM ORDER (I) AUTHORIZING THE DEBTORS TO CONTINUE
(A) THEIR INSURANCE PROGRAM AND PAY PREPETITION OBLIGATIONS
RELATING THERETO AND (B) THEIR SURETY BOND PROGRAM AND PAY
PREPETITION OBLIGATIONS RELATING THERETO, (II) MODIFYING THE
AUTOMATIC STAY TO PERMIT DEBTORS' EMPLOYEES TO PROCEED WITH
WORKERS' COMPENSATION CLAIMS, AND (III) AUTHORIZING BANKS TO
HONOR AND PROCESS CHECK AND ELECTRONIC TRANSFER REQUESTS
RELATED THERETO**

Upon the *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Continue (A) Their Insurance Program and Pay Prepetition Obligations Relating Thereto and (B) Their Surety Bond Program and Pay Prepetition Obligations Relating Thereto, (II) Modifying the Automatic Stay to Permit Debtors' Employees to Proceed with Workers' Compensation Claims, and (III) Authorizing Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto* (the "Motion")² filed by the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") for the entry of interim and final orders, pursuant to sections 105(a), 362(d), 363(b), 363(c), 364, 1107(a), and 1108 of the Bankruptcy Code, (a) authorizing, but not directing, the Debtors to continue to administer the Insurance

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.

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



Program and to pay prepetition obligations relating thereto, including broker's fees arising thereunder or in connection therewith, and to revise, extend, supplement, or change insurance coverage as needed, (b) authorizing, but not directing, the Debtors, in their sole discretion, to maintain, renew, and modify their Surety Bond Program and to pay prepetition obligations relating thereto, (c) modifying the automatic stay to permit the Debtors' employees to proceed with Workers' Compensation Claims, and (d) authorizing the Banks to honor and process related checks and electronic transfer requests; 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 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 on an interim basis as set forth herein.

2. The Debtors are authorized, but not directed, in their sole discretion, to continue to administer the Insurance Program and to pay prepetition obligations relating thereto, including broker's fees arising thereunder or in connection therewith.

3. The Debtors are authorized, but not directed, to revise, extend, supplement, or change insurance coverage as needed, including entering into new Insurance Policies, through renewal of the Insurance Policies or purchase of new policies.

4. The Debtors are authorized, but not directed, in their sole discretion, to continue the Surety Bond Program and to pay all prepetition obligations relating thereto.

5. The Debtors are authorized, but not directed, to renew or, as necessary, acquire additional bonding capacity and pledge cash collateral or letter of credit collateral, as needed in the ordinary course of their business, and execute other agreements, as needed, in connection with the Surety Bond Program.

6. The automatic stay under section 362(d) of the Bankruptcy Code is modified solely to permit the Debtors' employees to proceed with any Workers' Compensation Claims in the appropriate judicial or administrative forum.

7. The Debtors are authorized and empowered to execute and deliver such documents, and to take and perform all actions necessary to implement and effectuate the relief granted in this Interim Order.

8. Notwithstanding anything in the contrary contained herein, any payments made or to be made by the Debtors under this Interim Order, any authorization contained in this Interim Order, shall be in compliance with, and shall be subject to, any applicable budget and/or cash collateral authorization requirements set forth in any order approving the Debtors' postpetition financing facilities and/or use of cash collateral.

9. The Banks are authorized, when requested by the Debtors, in the Debtors' discretion, to honor and process checks or electronic fund transfers drawn on the Debtors' bank accounts to pay prepetition obligations authorized to be paid hereunder, whether such checks or other requests were submitted prior to, or after, the Petition Date, provided that sufficient funds are available in the applicable bank accounts to make such payments. The Banks may rely on the representations of the Debtors with respect to whether any check or other transfer drawn or issued by the Debtors prior to the Petition Date should be honored pursuant to this Interim Order, and any such Bank shall not have any liability to any party for relying on such representations by the Debtors, as provided for in this Interim Order.

10. 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 these Chapter 11 Cases with respect to prepetition amounts owed in connection with the Insurance Policies or Surety Bond Program.

11. Nothing in the Motion or this Interim Order, nor as a result of any payment made pursuant to this Interim Order, shall be deemed or construed as an admission as to the validity or priority of any claim against the Debtors, an approval or assumption of any agreement, contract or lease pursuant to section 365 of the Bankruptcy Code or a waiver of the right of the Debtors or of any claims or causes of action which may exist against any Insurance Carrier or Surety Bond Carriers, or shall impair the ability of the Debtors to contest or seek relief under any section of the Bankruptcy Code on account of the validity and amount of any payment made pursuant to this Interim Order.

12. A final hearing on the relief sought in the Motion shall be conducted on June 30, 2020 at 11:30 a.m. (ET) (the "Final Hearing"). Any party-in-interest objecting to the

relief sought at the Final Hearing or the Final Order shall file and serve a written objection, which objection shall be served upon (a) proposed co-counsel for the Debtors (i) Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019 (Attn: Paul M. Basta; Robert A. Britton; Sarah Harnett; and Teresa Lii (emails: pbasta@paulweiss.com; rbritton@paulweiss.com; sharnett@paulweiss.com; and tlii@paulweiss.com)) and (ii) Young Conaway Stargatt & Taylor, LLP, 1000 N. King Street, Wilmington, Delaware 19801 (Attn: Pauline K. Morgan and Jaime Luton Chapman (emails: pmorgan@ycst.com and jchapman@ycst.com)); (b) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, Delaware, 19801 (Attn: Jane Leamy (email: jane.m.leafy@usdoj.gov)); (c) counsel to the DIP Agent and RBL Agent (i) Morgan, Lewis & Bockius LLP, One Federal Street, Boston, MA 02110 (Attn: Amy L. Kyle and Andrew J. Gallo (emails: amy.kyle@morganlewis.com and andrew.gallo@morganlewis.com)) and (ii) Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, DE 19801 (Attn: Mark D. Collins (email: collins@rlf.com)); and (d) counsel to any statutory committee appointed in these Chapter 11 Cases, in each case so as to be received no later than June 23, 2020 at 4:00 p.m. (ET). If no objections to the entry of the Final Order are timely filed, this Court may enter the Final Order without further notice or a hearing.

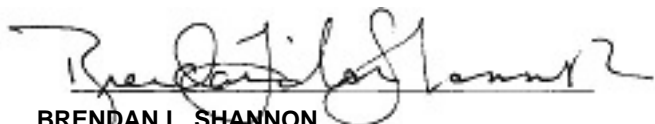
13. The requirements set forth in Bankruptcy Rule 6003 are satisfied.

14. Notice of the Motion as provided therein is hereby deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

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

16. The Debtors are authorized to take any and all actions necessary to effectuate the relief granted herein.

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



BRENDAN L. SHANNON
UNITED STATES BANKRUPTCY JUDGE