

**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 Nos. 47, 101, 102 & 104

ORDER AUTHORIZING AND APPROVING (I) THE SELECTION OF TAPSTONE ENERGY, LLC AS THE STALKING HORSE BIDDER FOR CERTAIN OF THE DEBTORS' ASSETS AND (II) RELATED BIDDING PROTECTIONS

Upon consideration of the *Certification of Counsel Regarding Proposed Order (I) Designating Stalking Horse Bidder and (II) Granting Related Relief* (the "Certification of Counsel") and *Notice of Designation of Stalking Horse Bidder* [Docket No. 102] (the "Stalking Horse Notice") filed by the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") in connection with the *Order (A) Approving Bidding Procedures for the Sale of All or Substantially All of the Debtors' Assets, (B) Approving Bid Protections, (C) Scheduling a Sale Hearing and Objection Deadlines with Respect to the Sale, (D) Scheduling an Auction, (E) Approving the Form and Manner of Notice of the Sale Hearing and Auction, (F) Approving Contract Assumption and Assignment Procedures, and (G) Granting Related Relief* [Docket No. 101] (the "Bidding Procedures Order");² and this Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334(b) and 157, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February

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 have the meanings ascribed to such terms in the Bidding Procedures Order or Stalking Horse Notice, as applicable.



29, 2012; and this Court having found that venue of these cases and this matter in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having determined that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found and determined that the relief granted pursuant to this Order is in the best interests of the Debtors, their estates, their creditors and all other parties in interest; and that just cause for relief granted herein has been established in connection with the entry of the Bidding Procedures Order; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Debtors' designation of Tapstone Energy, LLC ("Tapstone") as the Stalking Horse Bidder is hereby approved.
2. The Stalking Horse APA with Tapstone shall serve as the Stalking Horse Bid, subject to the terms and conditions set forth in the Stalking Horse APA and the Bidding Procedures Order.
3. In accordance with the Bidding Procedures Order, Tapstone shall be deemed a Qualified Bidder for the Assets set forth in the Stalking Horse APA, and the Stalking Horse APA shall be deemed a Qualified Bid with respect to such Assets for all purposes.
4. The Debtors are authorized to pay the Termination Fee in an amount equal to \$1,950,000 (3% of the cash component of the Stalking Horse Purchase Price) as provided in the Stalking Horse APA, subject to the terms and conditions set forth therein, in the Bidding Procedures Order, and this Order.
5. The Debtors are authorized to pay the Expense Reimbursement in an amount equal to all reasonable and documented out-of-pocket expenses incurred by Tapstone in

connection with its legal, financial advisory, accounting, and other similar costs, fees, and expenses incurred in connection with the preparation and negotiation of the Stalking Horse APA and the transactions contemplated thereby, up to an aggregate maximum amount of \$350,000, as provided in the Stalking Horse APA, subject to the terms and conditions set forth therein, in the Bidding Procedures Order, and in this Order.

6. Any obligation of the Debtors to pay the Termination Fee or the Expense Reimbursement under the terms and conditions set forth in Stalking Horse APA, the Bidding Procedures Order, and this Order shall survive termination of the Stalking Horse APA (to the extent provided therein) and, until paid, shall constitute an administrative expense of the Debtors under sections 503(b)(1)(A) and 507(a)(2) 503(b) of the Bankruptcy Code.

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

8. In the event of any inconsistency between this Order and the Bidding Procedures Order, this Order shall govern.

9. The Debtors are authorized to take all such actions as necessary and appropriate to implement the terms of this Order.

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

Dated: June 29th, 2020 Wilmington,
Delaware



**BRENDAN L. SHANNON UNITED STATES BANKRUPTCY
JUDGE**