

**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)

**NOTICE OF AGENDA OF MATTERS SCHEDULED
FOR TELEPHONIC/VIDEO HEARING ON JULY 14, 2020 AT 10:30 A.M. (ET)**

**ANY PARTY WISHING TO PARTICIPATE IN THE HEARING
MUST APPEAR THROUGH BOTH COURTCALL AND ZOOM.**

**TO APPEAR BY VIDEO CONFERENCE,
PARTIES SHOULD USE THE FOLLOWING INFORMATION:
JOIN ZOOMGOVMEETING: <https://debuscourts.zoomgov.com/j/1605834882>**

MEETING ID: 160 583 4882 PASSWORD: 871515

**PLEASE NOTE: AUDIO MUST BE MUTED IN ZOOM ONCE CONNECTED.
COURTCALL, LLC WILL PROVIDE THE AUDIO FOR THE HEARING.**

**TO APPEAR TELEPHONICALLY,
PARTIES SHOULD CONTACT COURTCALL, LLC
AT 866-582-6878 TO REGISTER THEIR APPEARANCE.**

CONTESTED MATTERS GOING FORWARD

1. Debtors' Motion for Entry of Orders (A) (I) Approving Bidding Procedures for the Sale of All or Substantially All of the Debtors' Assets, (II) Approving Bid Protections, (III) Scheduling a Sale Hearing and Objection Deadlines With Respect to the Sale, (IV) Scheduling an Auction, (V) Approving the Form and Manner of Notice of the Sale Hearing and Auction, (VI) Approving Contract Assumption and Assignment Procedures, and (VII) Granting Related Relief; and (B) (I) Approving the Sale of the Debtors Assets Free and Clear of All Liens, Claims, Interests, and Encumbrances, (II) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (III) Granting Related Relief [[D.I. 47](#), 6/1/20]

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.



Related Documents:

- A. Notice of Proposed Bidding Procedures, Auction Date, and Sale Hearing [[D.I. 71](#), 6/4/20]
- B. 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 [[D.I. 101](#), 6/23/20]
- C. Notice of Designation of Stalking Horse Bidder [[D.I. 102](#), 6/23/20]
- D. Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases and Proposed Cure Amounts [[D.I. 103](#), 6/23/20]
- E. 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 [[D.I. 130](#), 6/29/20]
- F. Notice of Filing of Proposed Order (A) Approving the Sale of the Debtors' Assets Free and Clear of All Liens, Claims, Interests, and Encumbrances, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (C) Granting Related Relief [[D.I. 153](#), 6/30/20]
- G. Notice of Stipulation by and Among the Debtors and the Le Norman Parties [[D.I. 181](#), 7/9/20]

Response Deadline:

July 7, 2020 at 4:00 p.m. (ET)

Responses Received:

- A. Informal Comments
 - i. Texas Railroad Commission
 - ii. Certain Texas Taxing Entities
 - iii. Environmental Protection Agency
 - iv. John Franklin King
- B. Limited Objection of the Texas Comptroller of Public Accounts [[D.I. 96](#), 6/18/20]
- C. Spitfire Energy Group, LLC's Objection to Cure Amount [[D.I. 161](#), 7/6/20]

- D. Objection of A2D Technologies, Inc. d/b/a TGS Geological Products and Services to (I) Sale Motion; and (II) Potential Assumption and Assignment of Master License Agreement and Related Supplements [[D.I. 165](#), 7/7/20]
- E. Limited Objection and Reservation of Rights of PAC Production Company, Kerry B. Rice, Inc., Cattalo, Ltd. and John R. Buckthal to Notice of Potential Assumption and Assignment of Certain Executory Contracts and Unexpired Leases and Proposed Cure Amounts [[D.I. 166](#), 7/7/20]
- F. Limited Objection and Reservation of Rights of Presidio Investment Holdings LLC, Presidio MPO LLC and Presidio Petroleum LLC to Notice of Potential Assumption and Assignment of Certain Executory Contracts [[D.I. 167](#), 7/7/20]
- G. J-W Power Company's Objection and Reservation of Rights to the Notice of Potential Assumption and Assignment of Certain Executory Contracts and Unexpired Leases and Proposed Cure Amounts [[D.I. 168](#), 7/7/20]
- H. Protective Objection by the United States to Debtors' Motion for Entry of Orders (A) (I) Approving Bidding Procedures for the Sale of All or Substantially All of the Debtors' Assets, (II) Approving Bid Protections, (III) Scheduling a Sale Hearing and Objection Deadlines With Respect to the Sale, (IV) Scheduling an Auction, (V) Approving the Form and Manner of Notice of the Sale Hearing and Auction, (VI) Approving Contract Assumption and Assignment Procedures, and (VII) Granting Related Relief; and (B) (I) Approving the Sale of the Debtors Assets Free and Clear of All Liens, Claims, Interests, and Encumbrances, (II) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (III) Granting Related Relief [[D.I. 169](#), 7/7/20]
- I. Objection by the Bivins Family to Debtors' Motion for Entry of Orders (A) (I) Approving Bidding Procedures for the Sale of All or Substantially All of the Debtors' Assets, (II) Approving Bid Protections, (III) Scheduling a Sale Hearing and Objection Deadlines With Respect to the Sale, (IV) Scheduling an Auction, (V) Approving the Form and Manner of Notice of the Sale Hearing and Auction, (VI) Approving Contract Assumption and Assignment Procedures, and (VII) Granting Related Relief; and (B) (I) Approving the Sale of the Debtors Assets Free and Clear of All Liens, Claims, Interests, and Encumbrances, (II) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (III) Granting Related Relief [[D.I. 182](#), 7/9/20]

Status: A chart setting forth the status of each of the responses listed above is attached hereto **Exhibit A**. This matter is going forward with respect to the Sale and entry of the Sale Order.

2. Debtors' Motion for Entry of: (I) an Order (A) Scheduling a Combined Disclosure Statement Approval and Plan Confirmation Hearing, (B) Establishing a Plan and Disclosure Statement Objection Deadline and Related Procedures, (C) Approving the Combined Notice, and (D) Conditionally Waiving Requirement to Convene the Section 341 Meeting of Creditors; and (II) an Order (A) Approving the Adequacy of the Disclosure Statement, (B) Approving the Solicitation Procedures, and (C) Confirming the Plan [[D.I. 15](#), 6/1/20]

Related Documents:

- A. Joint Prepackaged Plan of Liquidation of Templar Energy LLC and Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code [[D.I. 16](#), 6/1/20]
- B. Disclosure Statement for Joint Prepackaged Plan of Liquidation of Templar Energy LLC and Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code [[D.I. 17](#), 6/1/20]
- C. Order (A) Scheduling a Combined Disclosure Statement Approval and Plan Confirmation Hearing, (B) Establishing a Plan and Disclosure Statement Objection Deadline and Related Procedures, (C) Approving the Combined Notice, (D) Conditionally Waiving Requirement to Convene the Section 341 Meeting of Creditors, and (E) Granting Related Relief [[D.I. 63](#), 6/2/20]
- D. Notice of Commencement of Cases Under Chapter 11 of the Bankruptcy Code –and– Summary of Joint Prepackaged Chapter 11 Plan and Notice of Hearing to Consider (A) Adequacy of Disclosure Statement; (B) Confirmation of Plan of Reorganization; and (C) Related Materials [[D.I. 70](#), 6/4/20]
- E. Notice of Filing of Supplement to the Joint Prepackaged Plan of Liquidation of Templar Energy LLC and Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code [[D.I. 125](#), 6/25/20]
- F. Certification of Andres A. Estrada With Respect to the Tabulation of Votes on the Joint Prepackaged Plan of Liquidation of Templar Energy LLC and Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code [[D.I. 162](#), 7/7/20]
- G. Notice of Stipulation by and Among the Debtors and the Le Norman Parties [[D.I. 181](#), 7/9/20]
- H. Debtors' Memorandum of Law in Support of an Order (I) Approving (A) the Adequacy of the Disclosure Statement and (B) the Prepetition Solicitation Procedures and (II) Confirming the Amended Joint Prepackaged Plan of Liquidation of Templar Energy LLC and Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code [[D.I. 184](#), 7/9/20]
- I. Declaration of Brian A. Simmons in Support of Confirmation of the Joint Prepackaged Plan of Liquidation of Templar Energy LLC and Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code [[D.I. 185](#), 7/9/20]

- J. Declaration of Steven P. Coverick of Alvarez & Marsal North America, LLC in Support of an Order (I) Approving (A) the Adequacy of the Disclosure Statement and (B) the Prepetition Solicitation Procedures and (II) Confirming the Joint Prepackaged Plan of Liquidation [[D.I. 186](#), 7/9/20]
- K. Amended Joint Prepackaged Plan of Liquidation of Templar Energy LLC and Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code [[D.I. 190](#), 7/9/20]
- L. Notice of Filing of Blackline of Amended Plan [[D.I. 191](#), 7/9/20]
- M. Notice of Filing of Amendment to Plan Supplement [[D.I. 192](#), 7/9/20]

Response Deadline: July 2, 2020 at 4:00 p.m. (ET)

Responses Received:

- A. Informal Comments of the U.S. Trustee
- B. Objection by the United States to the Joint Prepackaged Plan of Liquidation of Templar Energy LLC and Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code [[D.I 157](#), 7/2/20]
- C. Objection of David D. Le Norman, Spitfire Energy Group, LLC; Le Norman Properties, LLC; Le Norman Titan Investment, LLC; Reign Capital Holdings, LLC, Reign Operating, LLC; Le Norman Group A LLC; Le Norman Group B LLC; Knight Legacy I LLC; Knight Legacy II LLC; Le Norman Fund I, LLC to Confirmation of the Debtors' Plan of Liquidation [[D.I. 158](#), 7/2/20]

Status: Response A has been resolved through revisions to the Plan. The Debtors are continuing to work with parties to resolve or narrow the issues in Responses B and C prior to the hearing. This matter is going forward with respect to entry of an order approving the adequacy of the Disclosure Statement, approving the Solicitation Procedures, and confirming the Plan.

[Signature page follows]

Dated: July 10, 2020
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Jaime Luton Chapman

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Co-Counsel to the Debtors and Debtors-in-Possession

EXHIBIT A**In re Templar Energy LLC, et al. – Status of Sale/Cure Objections**

Party	Date Filed	Inquiry/Argument	Status
Texas Comptroller of Public Accounts, Unclaimed Property Division	6/18/20 [D.I. 96]	Clarify that unclaimed property held by the Debtors is not property of the estate and will not be included in the Sale.	Resolved. The Debtors will add the following to the Sale Order: The assets sold pursuant to this Order and the terms of the APA shall not include unclaimed property held in trust by the Seller, as defined pursuant to State unclaimed property laws including Texas Property Code, Title 6, Chapter 72-76, and other applicable Texas laws.
Texas Railroad Commission	6/19/20 (informal)	Requested clarifying language regarding effect of sale order on governmental regulatory authority	Resolved. Language resolving the informal comments has been included in the proposed Sale Order at paragraphs 12, 13 and 15 [D.I. 153].
Spitfire Energy Group, LLC	7/6/20 [D.I. 161]	Requests \$4,390,438.59 in cure amounts in connection with Master Service Contract for saltwater disposal services.	Resolved pursuant to the <i>Notice of Stipulation by and among the Debtors and the Le Norman Parties</i> [D.I. 181]

Party	Date Filed	Inquiry/Argument	Status
Certain Texas Taxing Entities	6/26/20 (informal)	Requested clarifying language with respect to payment of certain ad valorem taxes	<p>Resolved. The Debtors will add the following to the Sale Order:</p> <p>Solely to the extent the 2020 Ad Valorem Taxes (as defined below) of the Certain Texas Taxing Entities¹ are (i) not yet due or delinquent, (ii) being contested in good faith by appropriate Proceedings (as defined in the Assets Purchase Agreement) or (iii) will be satisfied or released prior to Closing, the 2020 Ad Valorem Taxes of the Certain Texas Taxing Entities are Permitted Encumbrances (as defined in the APA). The Purchaser shall be responsible for paying any ad valorem taxes imposed on a periodic basis pertaining to the tax period beginning on or after January 1, 2020 (the “<u>2020 Ad Valorem Taxes</u>”) when due (including of the Certain Texas Taxing Entities) in accordance with applicable legal requirements. For the avoidance of doubt, all parties’ rights to object to the priority, validity, amount and extent of the claims and liens asserted by the Certain Texas Taxing Entities are fully preserved.</p>
Environmental Protection Agency (the “ <u>EPA</u> ”)	6/29/20 (informal)	Requested language in the sale order clarifying the effect of the sale on the EPA	<p>Resolved. Language resolving the informal comments has been included in the proposed Sale Order at paragraphs 12 and 13 [D.I. 153].</p>

¹ The Certain Texas Taxing Entities shall include Galena Park ISD, Hansford County Tax Office, Fort Elliott C.I.S.D., Potter County Tax Office, Randall County Tax Office, Hemphill County Tax Office, Canadian C.I.S.D., Ochiltree County Appraisal District, Roberts County Tax Office, Wheeler County Tax Office, Lipscomb County Tax Office, and any other Texas taxing entity represented by Perdue Brandon Fielder Collins & Mott, LLP.

Party	Date Filed	Inquiry/Argument	Status
A2D Technologies, Inc. d/b/a TGS Geological Products and Services	7/7/20 [D.I. 165]	<p>TGS argues that under applicable law, including the U.S. Copyright Act, its Master License Agreement (the “<u>MLA</u>”) with Templar Operating to use geological information cannot be assumed and assigned without its consent under section 365(c)(1) of the Bankruptcy Code.</p> <p>TGS requests that, if the MLA is assumed and assigned, the Court condition the proposed assumption and/or assignment upon (i) cure of all defaults, and (ii) adequate assurance; TGS also argues that it is entitled to an additional license fee equal to 20% of the undiscounted list price in the event data is transferred to an acquirer</p>	<p>Remains pending.</p> <p>The Debtors are continuing to work with the party to resolve or narrow the issues prior to the hearing.</p>
PAC Production Company; Kerry B. Rice, Inc.; Cattalo, Ltd.; and John R. Buckthal	7/7/20 [D.I. 166]	Clarify the contracts at issue and preserve rights pertaining to leasehold and real property interests stemming therefrom.	<p>Remains pending.</p> <p>The Debtors and the objecting parties have agreed to add certain agreements to the schedule of contracts.</p> <p>The Debtors are continuing to work with the party and anticipate resolving the objection prior to the hearing.</p>
Presidio Investment Holdings LLC; Presidio MPO LLC; Presidio Petroleum LLC	7/7/20 [D.I. 167]	Reservation of rights regarding potential cure amounts at closing given that the Debtors pay JIBs and revenue payments in arrears under Presidio’s contracts, and thus, the exact amount of the proposed sale is not known at this time.	<p>Resolved. The Debtors will continue to pay all postpetition JIB and revenue amounts in the ordinary course.</p>
J-W Power Company	7/7/20 [D.I. 168]	Requests \$1,035,545.11 in cure amounts related to multiple compressor contracts.	<p>Remains pending.</p> <p>The Debtors are not aware of any prepetition amounts outstanding under the J-W Power agreements.</p>

Party	Date Filed	Inquiry/Argument	Status
		<p>Requesting that the Debtors identify which J-W Contracts they seek to assume and assign and the proposed cure amounts.</p> <p>Adequate assurance information requested.</p>	<p>Undisputed amounts incurred postpetition will be paid in the ordinary course.</p> <p>The Debtors are continuing to work with the party to resolve the issues prior to the hearing.</p>
United States – Department of the Interior (“ <u>DOI</u> ”)	<p>7/7/20</p> <p>[D.I. 169]</p>	<p>Objects to, among other things, (a) the assumption and assignment of the DOI leases unless the Debtors and the buyer have complied with the terms of the agreements and all applicable non-bankruptcy law, (b) retention by the Bankruptcy Court of exclusive jurisdiction over matters relating to the Sale Order; and (c) waiver of the 14-day stay.</p> <p>Submits that the DOI leases cannot vest free and clear of liability for decommissioning, reclamation and/or plugging and abandonment obligations that have accrued under applicable law.</p>	<p>Remains pending.</p> <p>The Debtors will not assume or assign contracts with the United States under the Sale Order without the consent of the United States.</p> <p>The Debtors are continuing to work with the DOI to resolve or narrow the issues prior to the hearing.</p>
Bivins Family	<p>7/9/20</p> <p>[D.I. 182]</p>	<p>Objection to the assumption, transfer, sale, or other assignment of Bivins family oil and gas lease(s) unless the Debtors comply with lease terms and all applicable non-bankruptcy law.</p> <p>The objection states that the Bivins Family Lease (a) must be assumed with all benefits and burdens, including the preservation of audit and compliance review rights and (b) cannot vest in the Debtors free and clear of their continuing liability, including plugging and abandonment obligations.</p> <p>The objection alleges that certain defaults related to acreage expiration have occurred under the Bivins Family Lease</p>	<p>Remains pending.</p> <p>The Debtors are continuing to work with the party to resolve or narrow the issues prior to the hearing.</p>

Party	Date Filed	Inquiry/Argument	Status
John Franklin King	7/9/20 (informal)	Text message stating objection to the sale of all assets for the "King Family estate" and the respective families so as to protect all royalties	<p>Remains pending.</p> <p>The Debtors have reached out to the party but have not yet heard back. The Debtors will attempt to work with the party to resolve or narrow the issues prior to the hearing.</p>