

**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)

Objection Deadline: August 3, 2020 at 4:00 p.m. (ET)

**NOTICE OF FILING OF THE ORDINARY COURSE
PROFESSIONAL DECLARATION OF SIMPSON THACHER & BARTLETT, LLP**

PLEASE TAKE NOTICE that, in accordance with the procedures set forth in the *Order Authorizing Employment and Payment of Professionals Used in the Ordinary Course of Business* [Docket No. 146] (the “OCP Order”),² the above-captioned debtors and debtors in possession (collectively, the “Debtors”) hereby file the ordinary course professional disclosure declaration (the “Declaration of Disinterestedness”) of Simpson Thacher & Bartlett LLP (the “Ordinary Course Professional”), attached hereto as Exhibit A.

PLEASE TAKE FURTHER NOTICE that objections to the Declaration of Disinterestedness, if any, must be filed in accordance with the OCP Order on or before **August 3, 2020 at 4:00 p.m. (ET)** with the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, you must also serve a copy of any objection upon the Ordinary Course Professional and (a) co-counsel for the Debtors (i) Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York,

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 OCP Order.



New York 10019 (Attn: Sarah Harnett and Teresa Lii (emails: 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 M. Leamy (email: Jane.M.Leamy@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.

PLEASE TAKE FURTHER NOTICE that, if no objections are filed in accordance with this Notice, then the Ordinary Course Professional shall be deemed to be an Ordinary Course Professional within the purview of the OCP Order without the necessity of a hearing or further notice, at which time the Debtors shall be authorized to compensate the Ordinary Course Professional consistent with the terms of the OCP Order.

[Signature page follows]

Dated: July 24, 2020
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Tara C. Pakrouh

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Jaime Luton Chapman (No. 4936)
Tara C. Pakrouh (No. 6192)
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- and -

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

Paul M. Basta (admitted *pro hac vice*)
Robert A. Britton (admitted *pro hac vice*)
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Co-Counsel to the Debtors and Debtors-in-Possession

EXHIBIT A

Declaration of Disinterestedness

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

In re:

TEMPLAR ENERGY LLC, *et al.*,¹

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(Jointly Administered)

**DECLARATION IN SUPPORT OF EMPLOYMENT OF SIMPSON THACHER &
BARTLETT LLP
AS PROFESSIONAL USED IN THE ORDINARY COURSE OF BUSINESS**

I, Matthew P. Einbinder, declare that the following is true to the best of my knowledge, information and belief:

1. I am a partner of Simpson Thacher & Bartlett LLP, located at 600 Travis St., Suite 5400, Houston, TX, 77002 (the “Firm”), which has been employed by the debtors and debtors-in-possession (collectively, the “Debtors”) in the above-captioned cases (the “Chapter 11 Cases”) in the ordinary course of the Debtors’ business. The Debtors wish to retain the Firm to continue providing ordinary course services during the Chapter 11 Cases, and the Firm has consented to provide such services. This Declaration is submitted in compliance with the *Order Authorizing Employment and Payment of Professionals Used in the Ordinary Course of Business* (the “Ordinary Course Professionals Order”).

2. The Firm may have performed services in the past, may currently perform services, and may perform services in the future in matters unrelated to the Chapter 11 Cases for persons that are parties-in-interest in the Chapter 11 Cases. The Firm does not perform services for any

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such person in connection with the Chapter 11 Cases, or have any relationship with any such person, their attorneys or their accountants that would be adverse to the Debtors or their estates; except with respect to the representation of potential bidders for assets of the Debtors in respect of which the Firm has received waivers from the Debtors.

3. The Debtors have requested that the Firm provide assistance with processing transfer requests in respect of equity interests and other similar and related corporate governance matters to the Debtors, and the Firm has consented to provide such services.

4. The Firm has provided services to the Debtors prior to the commencement of the Chapter 11 Cases.

5. As part of its customary practice, the Firm is retained in cases, proceedings and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants and parties-in-interest in the Chapter 11 Cases.

6. Neither I nor any principal, partner, director, or officer of, or professional employed by, the Firm, has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

7. Neither I nor any principal, partner, director or officer of, or professional employed by, the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which the Firm is to be employed; except with respect to the representation of potential bidders for assets of the Debtors in respect of which the Firm has received waivers from the Debtors.

8. The Debtors do not owe the Firm for fees and expenses incurred prior to and unpaid as of the date the Chapter 11 Cases were commenced (the "Petition Date"), the payment of which is subject to the limitations contained in the Bankruptcy Code and any orders of the Court.

9. As of the Petition Date, the Firm was not party to an agreement for indemnification with the Debtors.

10. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of such inquiries, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: July 21, 2020

Matt Einbinder

Matthew P. Einbinder
Partner
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