

Dated: June 21, 2019

The following is ORDERED:



Janice D. Loyd
U.S. Bankruptcy Judge

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF OKLAHOMA**

In re:)	
)	
White Star Petroleum Holdings, LLC,)	Case No. 19-12521-JDL
<i>et al.</i> , ¹)	Ch.11
Debtors.)	Jointly Administered

SCHEDULING ORDER

On the 19th day of June 2019, the Court conducted a Status Conference pursuant to the Court's *Order Setting Status Conference* entered on June 17, 2019 in the Involuntary Proceeding filed against White Star Petroleum, LLC [BK. No. 19-12145, Doc. 107] to address scheduling and procedures in the jointly administered cases of White Star Petroleum Holdings, LLC, White Star Petroleum, LLC, White Star Petroleum II, LLC, White Star Petroleum Operating, LLC and WSP Finance Corporation (collectively referred to as "Debtors") transferred to the Western District of Oklahoma from Delaware, including the

¹ The Debtors in these chapter 11 cases are: White Star Petroleum Holdings, LLC, Case No. 19-12521; White Star Petroleum Operating, LLC; Case No. 19-12522; WSP Finance Corporation, Case No.19-12523; White Star Petroleum, LLC, Case No. 19-12524; and White Star Petroleum II, LLC, Case No. 19-12525.



setting for hearing the final hearings on First Day requested relief motions and other matters.

At the Status Conference appearing in person or telephonically and addressing the Court were counsel Brian D. Glueckstein of the firm of Sullivan & Cromwell LP on behalf of the voluntary Debtors in the Delaware bankruptcy proceedings; Andrew J. Gallo of the firm of Morgan, Lewis & Bockius, LLP and Andrew R. Turner of Conner & Winters, LLP on behalf of the Official Committee of Unsecured Creditors; James Blake Hamm of Snow Spence Green LLP and W. David Pardue of Hall, Estill for Baker Hughes Oilfield Operations, LLC; Mark A. Craige of the firm of Crowe & Dunlevy on behalf of four of the Petitioning Creditors in the involuntary bankruptcy proceeding pending before this court; Daniel J. McGuire of the firm of Winston & Strawn, LLP and Neal Tomlins of Tomlins & Peters, PLLC on behalf of MUFG Union Bank, N.A.; Charles Snyder and M.J. Creasey on behalf of the Office of the U.S. Trustee for the Western District of Oklahoma; Linda Richenderfer on behalf of the Office of the U.S. Trustee for the District of Delaware; Lysbeth L. George of the firm of Liz George, PLLC on behalf of Enlink Ok Gas Processing, LP; Steven W. Bugg of the firm of McAfee & Taft on behalf of Chaparral Energy, LLC; Mark B. Toffoli of Gooding Law Firm on behalf of 4AM Midstream, LLC. Numerous other parties in interest appeared telephonically as set forth on the record.

Upon hearing the statements of counsel and being fully advised in the premises, the Court finds and:

IT IS THEREFORE ORDERED:

A. The Court will conduct a hearing on **June 26, 2019 at 9:30 A.M. (CDT)** in the 2nd

Floor Courtroom, 215 Dean A. McGee Ave., Oklahoma City, OK. to make a final determination on First Day requested relief Motions as follows:

1. Debtors' Motion for an Order Authorizing the Debtors to (I) File (A) a Consolidated List of Creditors in Lieu of Submitting a Separate Matrix for Each Debtor and (B) a Consolidated List of the Debtors' Top 30 Creditors and (II) File Under Seal Certain Personal Identification Information for Individual Creditors [Doc. 5];

2. Debtors' Motion for Interim and Final Orders (I) Approving Form of Adequate Assurance of Payment to Utility Companies, (II) Establishing Procedures for Resolving Objections by Utility Companies, (III) Prohibiting Utility Companies from Altering, Refusing or Discontinuing Service and (IV) Granting Related Relief [Doc. 7]; (*Interim Order entered May 29, 2019, Doc. 29*)

3. Debtors' Motion for Interim and Final Orders (I) Authorizing, But Not Directing, 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 Financial Institutions to Honor Related Payment Requests [Doc. 8]; (*Interim Order entered May 29, 2019, Doc. 31*)

4. Debtors' Motion for Interim and Final Orders (I) Authorizing, But Not Directing, Debtors to Pay Certain Prepetition Taxes and Assessments, (II) Authorizing Financial Institutions to Honor Related Payment Requests and (III) Granting Related Relief [Doc.9]; (*Interim Order entered May 29, 2019, Doc. 32*)

5. Debtors' Motion for Interim and Final Orders (I) Authorizing, But Not Directing, Debtors to Pay or Honor Royalty Payments, (II) Authorizing Financial Institutions to Honor Related Payment Requests and (III) Granting Related Relief [Doc. 10]; (*Interim Order entered May 29, 2019, Doc. 28*); and

6. Debtors' Motion for Interim and Final Orders (I) Authorizing, But Not Directing, Debtors to Pay Certain Prepetition Claims of Vendors and (II) Authorizing Financial Institutions to Honor Related Payment Requests [Doc. 11]. (*Interim Order entered*

May 29, 2019, Doc. 33)

B. The Response or Objection deadline for any party wishing to respond to the Debtors' First Day requested relief Motions set forth above is **June 25, 2019, at 12:00 P.M. (CDT)**.

IT IS FURTHER ORDERED:

C. The Court will conduct a hearing on **July 11, 2019 at 9:30 A.M. (CDT)** in the 2nd Floor Courtroom, 215 Dean A. McGee Ave., Oklahoma City, OK. to include the following matters:

1. Motion of Debtors for Entry of Final Orders, Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 503, 506, and 507, (I) Authorizing the Debtors to Obtain Senior Secured Superpriority Postpetition Financing, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Authorizing the Use of Cash Collateral, (IV) Granting Adequate Protection, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Doc. 16]. (*Interim Order entered May 29, 2019, Doc. 36*)

2. Debtors' Restated Motion for Entry of Orders (I)(A) Approving Bid Procedures for Sale of Debtors' Assets, (B) Approving Stalking Horse Bid Protections, (C) Scheduling Auction For, and Hearing to Approve, Sale of Debtors' Assets, (D) Approving Form and Manner of Notices of Sale, Auction and Sale Hearing and (E) Approving Assumption and Assignment Procedures and (II)(A) Approving Sale of Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances and (B) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases with Notice of Opportunity for Hearing and Notice of Hearing [Doc. 86].

3. Debtors' Motion for an Order Extending the Time to File Schedules of Assets and Liabilities and Statements of Financial Affairs with Brief in Support and Notice of Opportunity for Hearing [Doc. 76].

4. Debtors' Motion for Entry of an Order Implementing Certain Procedures to Retain, Compensate and Reimburse Professionals Utilized in the Ordinary Course of Business with Brief in Support and Notice of Opportunity for Hearing [Doc. 77].
5. Debtors' Motion for Entry of an Administrative Order Establishing Case Management Procedures with Brief in Support and Notice of Opportunity for Hearing [Doc. 78].
6. Debtors' Supplement to Their Motion for Entry of Interim and Final Orders Authorizing, but Not Directing, the Debtors to (I) Pay Certain Prepetition Compensation and Reimbursable Expenses, (II) Pay and Honor Benefits and Other Programs and (III) Continue Workforce Obligations [Doc.85]. (*Interim Order entered May 29, 2019, Doc. 34*)
7. Debtors' Motion for Entry of an Order Authorizing Implementation of a Key Employee Incentive Plan and Granting Related Relief with Brief in Support and Notice of Opportunity for Hearing [Doc. 79].
8. Debtors' Application for an Order Authorizing the Retention and Employment of Sullivan & Cromwell LLP as Counsel to the Debtors and Debtors-In-Possession *Nunc Pro Tunc* to the Petitions Date and Notice of Opportunity for Hearing [Doc. 90].
9. Debtors' Application for Entry of an Order Under 11 U.S.C. §§ 327(a) and 328 Authorizing the Employment and Retention of Alvarez & Marsal North America, LLC as Financial Advisors to Debtors and Debtors in Possession Effective *Nunc Pro Tunc* to the Petition Date and Notice of Opportunity Hearing [Doc. 87].
10. Application of the Debtors for Entry of An Order, Pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code, Authorizing the Retention and Employment of Guggenheim Securities, LLC as Investment Banker for the Debtors and Debtors in Possession, *Nunc Pro Tunc* to the Petition Date, and Notice of Opportunity for Hearing [Doc. 88].
11. Debtors' Application for Entry of an Order Under Sections 327(a), 328(a), and 1107(b) of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016 Authorizing Retention and Employment of Morris, Nichols, Arsht & Tunnell LLP as

Delaware Bankruptcy Co-Counsel for the Debtors *Nunc Pro Tunc* to the Petition Date and Notice of Opportunity for Hearing [Doc. 92].

12. Debtors' Application for Authorization to Employ and Retain Kurtzman Carson Consultants LLC as Administrative Advisor Effective *Nunc Pro Tunc* to the Petition Date and Notice of Opportunity for Hearing [Doc. 89].

13. Application to Employ GableGotwals as Local Counsel for Debtors in Possession *Nunc Pro Tunc* to May 28, 2019 with Notice Opportunity for Hearing and Notice of Hearing [Doc. ____].

D. The Response or Objection deadline for any party wishing to respond to the matters set for hearing on July 11, 2019 is **July 3, 2019, at 12:00 P.M. (CDT)**.

IT IS FINALLY ORDERED:

E. Parties in interest, and their professionals, are authorized to monitor hearings telephonically, by following the instructions set forth in the Court's *Order Regarding Instructions for Telephonic Monitoring of Hearings* entered June 21, 2019 [Doc. 83].

F. Counsel for parties in interest who have filed responsive pleadings timely and wish to address the court must participate in person.

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