

Dated: January 7, 2020

The following is ORDERED:



Janice D. Loyd

Janice D. Loyd
U.S. Bankruptcy Judge

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

_____	X	
In re	:	Chapter 11
	:	
WHITE STAR PETROLEUM HOLDINGS, LLC,	:	Case No. 19-12521-JDL
<i>et al.</i> , ¹	:	
	:	Jointly Administered
	:	
Debtors.	:	
_____	X	

**ORDER (I) APPROVING FORM OF NOTICE OF
DISCLOSURE STATEMENT AND (II) TO ESTABLISH DISCLOSURE
STATEMENT HEARING DATE AND OBJECTION DEADLINE**

¹ The Debtors in these chapter 11 cases, and the last four digits of their U.S. taxpayer identification numbers are: White Star Petroleum Holdings, LLC (0575) (“WSTR Holdings”), White Star Petroleum, LLC (0977) (“WSTR”), White Star Petroleum II, LLC (4347) (“WSTR II”), White Star Petroleum Operating, LLC (5387) (“WSTR Operating”) and WSP Finance Corporation (9152) (“WSP Finance” and together with WSTR Holdings, WSTR, WSTR II and WSTR Operating, the “Debtors”). The Debtors’ corporate headquarters is located at 301 N.W. 63rd Street, Suite 600, Oklahoma City, OK 73116.



Upon the *ex parte* Application² of White Star Petroleum Holdings, LLC, and its affiliated debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”), for entry of an order (this “Order”), pursuant to Bankruptcy Rule 2002(b), (i) granting the Debtors’ application to approve the form of notice of *Disclosure Statement for the Joint Chapter 11 Plan of Liquidation of White Star Petroleum Holdings, LLC and Its Debtor Affiliates* (as may be amended, modified or supplemented from time to time, the “Disclosure Statement”), (ii) establishing a hearing date for the Disclosure Statement and (iii) establishing related deadlines; this Court having jurisdiction to consider the Application pursuant to 28 U.S.C. §§ 157 and 1334 and rule 81.4(a) of the Local Civil Rules of the United States District Court for the Western District of Oklahoma; and venue of these chapter 11 cases and the Application in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found and determined that the relief sought in the Application 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 Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. The Notice is hereby approved in all respects pursuant to Bankruptcy Rule 2002(b).

² Capitalized terms used and not defined herein shall have the meanings ascribed to them in the Application.

3. The Debtors are hereby authorized to serve the Notice on all known creditors as set forth herein:
 - a. Within two business days of entry of this Order, the Debtors shall serve the Notice on: (a) the U.S. Trustee; (b) all known creditors; (c) all equity security holders; (d) the Internal Revenue Service; (e) counsel to the agent for the Debtors' prepetition secured lenders, Winston & Strawn LLP, 333 South Grande Ave., 38th Floor, Los Angeles, California 90071 (Attn: Justin Rawlins); (f) counsel to the Committee, Morgan, Lewis & Bockius LLP, One Federal St., Boston, Massachusetts 02110 (Attn: Andrew Gallo) and (g) all parties who have filed a notice of appearance and request for service of documents pursuant to the Case Management Order, in each case only to the extent such parties have not otherwise been served with the Notice pursuant to this Order.
 - b. Any objection to the Disclosure Statement must: (a) be in writing, (b) comply with the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules for the Western District of Oklahoma, (c) set forth the name of the objector, the nature and amount of Claims or Equity Interests held or asserted by the objector against the particular Debtor or Debtors, (d) state the basis and the specific grounds therefor and (e) be filed with the Court, together with proof of service thereof, and served upon and received by each of the following (collectively, the "Notice Parties") no later than the Objection Deadline of **February 6, 2020 at 4:00 p.m. (Central Time)**: (i) the Chambers of the Honorable Janice D. Loyd, United States Bankruptcy Court for the Western District of Oklahoma, 2nd Floor Courtroom, 215 Dean A. McGee Avenue, Oklahoma City, Oklahoma 73102; (ii) the Debtors and their counsel (GableGotwals, One Leadership Square, 211 North Robinson, Oklahoma City, Oklahoma 73102 (Attn: Craig Regens) and Sullivan & Cromwell LLP, 125 Broad Street, New York, New York 10004 (Attn: Brian D. Glueckstein and Alexa J. Kranzley)); (iii) the U.S. Trustee, Suite 408, 215 Dean A. McGee Avenue, Oklahoma City, Oklahoma 73102 (Attn: Marjorie J. Creasey); (iv) counsel to the agent for the Debtors' prepetition secured lenders, Winston & Strawn LLP, 333 South Grand Ave., 38th Floor, Los Angeles, California, 90071 (Attn: Justin Rawlins) and (v) counsel to the Committee, Morgan, Lewis & Bockius LLP, One Federal St., Boston, Massachusetts 02110 (Attn: Andrew Gallo).
4. The following dates and deadlines are hereby established with respect to the Disclosure Statement:
 - a. **February 6, 2020 at 4:00 p.m. (Central Time)** shall be the last day for filing and serving objections to the Disclosure Statement.

- b. **February 13, 2020 at 9:30 a.m. (Central Time)** shall be the hearing date to consider the Disclosure Statement and the Debtors' proposed procedures for soliciting votes to accept or reject the Plan and the other relief requested in the *Debtors' Motion for an Order (I) Approving the Disclosure Statement, (II) Establishing a Voting Record Date, (III) Approving Solicitation Packages and Solicitation Procedures, (IV) Approving the Forms of Ballots, (V) Establishing Voting and Tabulation Procedures and (VI) Establishing Notice and Objection Procedures for the Confirmation of the Plan With Brief in Support, Notice of Opportunity and for Hearing and Notice of Hearing.*

5. 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 Order.

6. This Order is immediately effective and enforceable upon entry of this Order, and shall be binding on all parties in interest in these cases.

7. This Court retains jurisdiction with respect to any matters, claims, rights or disputes arising from or related to this Order.

8. Findings of fact are based upon representation of counsel.

IT IS SO ORDERED.

###

Approved for Entry:

/s/ John D. Dale
John D. Dale, OBA No. 19787
GABLEGOTWALS
1100 ONEOK Plaza
100 West 5th Street
Tulsa, Oklahoma 74103-4217
Telephone: (918) 595-4800
Fax: (918) 595-4990
Email: jdale@gablelaw.com

-and-

/s/ Craig M. Regens

Craig M. Regens, OBA No. 22894
GABLEGOTWALS
One Leadership Square
211 North Robinson
Oklahoma City, Oklahoma 73102
Telephone: (405) 568-3313
Facsimile: (405) 235-2875
cregens@gablelaw.com

-and-

Andrew G. Dietderich, NY Bar 2850584
Brian D. Glueckstein, NY Bar 4227005
Alexa J. Kranzley, NY Bar 4707386
SULLIVAN & CROMWELL LLP
125 Broad Street
New York, New York 10004
Telephone: (212) 558-4000
Facsimile: (212) 558-3588
dietdericha@sullcrom.com
gluecksteinb@sullcrom.com
kranzleya@sullcrom.com

Co-Counsel to the Debtors