

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

TE HOLDCORP, LLC,<sup>1</sup>

Debtor.

Chapter 11

Case No. 20-11442 (BLS)

**Objection Deadline: March 9, 2021 at 4:00 p.m. (ET)**

**Hearing Date: March 24, 2021 at 11:00 a.m. (ET)**

**PLAN ADMINISTRATOR'S FOURTH OMNIBUS (SUBSTANTIVE) OBJECTION TO  
CLAIMS PURSUANT TO SECTION 502(b) OF THE BANKRUPTCY CODE,  
BANKRUPTCY RULES 3003 AND 3007, AND LOCAL RULE 3007-1**

**PARTIES RECEIVING THIS OBJECTION SHOULD REVIEW  
EXHIBIT 1 TO THE PROPOSED ORDER TO DETERMINE  
IF THEIR CLAIM IS SUBJECT TO THIS OBJECTION.**

***IF YOUR CLAIM IS SUBJECT TO THIS OBJECTION,  
YOUR SUBSTANTIVE RIGHTS MAY BE AFFECTED.***

The plan administrator, Brian Simmons (the "Plan Administrator"), on behalf of TE Holdcorp, LLC and its affiliate debtors (collectively, the "Debtors"), respectfully submits this fourth omnibus (substantive) objection to claims (the "Objection"). In support of this Objection, the Plan Administrator relies upon his declaration attached hereto as Exhibit B (the "Simmons Declaration"). In further support of this Objection, the Plan Administrator respectfully represents as follows:

**JURISDICTION**

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012. This matter is a core proceeding within the meaning

<sup>1</sup> The last four digits of the Debtor's federal tax identification number are 6730, and the Debtor's mailing address is PO Box 720720, Oklahoma City, Oklahoma 73172. The chapter 11 cases of the following affiliates of the Debtor were closed effective as of July 31, 2020: Templar Energy LLC (4719), TE Holdings, LLC (3115), TE Holdings II, LLC (N/A), Templar Operating LLC (0810), Templar Midstream LLC (3275), and TE Holdings Management LLC (7467). See Chapter 11 Case No. 20-11441, Docket No. 232.



of 28 U.S.C. § 157(b)(2). Pursuant to Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the Plan Administrator consents to the entry of a final order by the Court in connection with this Objection to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. Venue in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory and legal predicates for the relief sought herein are section 502(b) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Rules 3003 and 3007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rule 3007-1.

## **BACKGROUND**

### **A. General Background**

4. On June 1, 2020 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. Until the Effective Date (as defined herein), the Debtors managed their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or official committees was appointed or designated in the Debtors’ chapter 11 cases.

5. On July 17, 2020, the Court entered the *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* (the “Sale Order”) [Docket No. 216]<sup>2</sup> and an order [Docket No. 217,

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<sup>2</sup> Unless otherwise indicated, docket referenced included herein refer to the previously jointly administered case, Templar Energy, LLC, *et al.*, Case No. 20-11441 (BLS).

as amended, on July 29, 2020, at Docket No. 226] confirming the *Second Amended Joint Prepackaged Plan of Liquidation of Templar Energy LLC and Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code* [Docket No. 205] (as modified, amended, and including all supplements and exhibits thereto, the “Plan”)<sup>3</sup> and approving the related disclosure statement [Docket No. 17].

6. On July 31, 2020, the Debtors closed the sale of substantially all of their assets under section 363 of the Bankruptcy Code (the “Sale”), effective as of January 1, 2020, under that certain asset purchase agreement, dated as of July 17, 2020, by and among Presidio Investment Holdings LLC (“Presidio”), as buyer, and TE Holdcorp, LLC and certain subsidiaries of TE Holdcorp, LLC, as sellers, and, on August 3, 2020, the Plan went effective. *See* Docket No. 230.

7. Additional information regarding the Debtors’ business and the circumstances that resulted in the Chapter 11 Cases is set forth in the *Declaration of Brian Simmons in Support of Debtors’ Chapter 11 Petition and First-Day Motions* [Docket No. 3].

**B. Bar Date and Proofs of Claim**

8. On June 2, 2020, the Court entered an order [Docket No. 53] appointing Kurtzman Carson Consultants LLC (“KCC”) as the claims and noticing agent in the Chapter 11 Cases. KCC is authorized to maintain (i) all proofs of claim filed against the Debtors and (ii) an official claims register by docketing all proofs of claim in a claims database containing, among other things, information regarding the name and address of each claimant, the date the proof of claim was received by KCC, the claim number assigned to the proof of claim, and the asserted amount and classification of the claim.

9. On June 29, 2020, the Court entered an order [Docket No. 147], which, among other things, established a bar date for parties other than governmental entities of August 3, 2020 at 4:00

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<sup>3</sup> Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Plan.

p.m. (ET), and November 30, 2020 for governmental entities, by which applicable date parties must have filed with KCC a proof of claim for Secured, priority, and 503(b)(9) Claims against the Debtors. *See* Docket No. 150.

10. To date, approximately 639 Claims have been filed in the Chapter 11 Cases.

### **OBJECTION**

11. The Plan Administrator submits this Objection, pursuant to section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007, and Local Rule 3007-1, requesting entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”) modifying each of the claims identified on Exhibit 1 to the Proposed Order (collectively, the “Disputed Claims”), as set forth in further detail below and in the exhibit attached to the Proposed Order.

#### **I. No Liability Claims**

12. The Plan Administrator objects to the claims listed on Exhibit 1 to the Proposed Order (collectively, the “No Liability Claims”) as claims for which the Debtors are not liable in full. Following a review of each No Liability Claim, the supporting materials attached thereto, and the Debtors’ books and records, the Plan Administrator has determined that the Debtors are not liable for the No Liability Claims for the reasons set forth under the column labeled “Reason for Disallowance” on Exhibit 1 to the Proposed Order. Thus, the Plan Administrator believes that each No Liability Claim should be disallowed in its entirety.

13. Failure to disallow the No Liability Claims would result in the applicable claimants receiving an unwarranted recovery against the Debtors’ estates to the detriment of other creditors in the Chapter 11 Cases. Accordingly, the Plan Administrator requests entry of the Proposed Order disallowing each No Liability Claim identified on Exhibit 1 to the Proposed Order.

**RESERVATION OF RIGHTS**

14. The Plan Administrator expressly reserves the right to amend, modify, or supplement this Objection, and to file additional objections to any claims filed in the Chapter 11 Cases including, without limitation, the Disputed Claims that are the subject of this Objection. Should one or more of the grounds for this Objection be dismissed or overruled, the Plan Administrator reserves the right to object to any Disputed Claim on any other ground.

**STATEMENT OF COMPLIANCE WITH LOCAL RULE 3007-1**

15. The undersigned representative of Young Conaway Stargatt & Taylor, LLP has reviewed the requirements of Local Rule 3007-1 and certifies that this Objection substantially complies with such Local Rule. To the extent that the Objection does not comply in all respects with the requirements of Local Rule 3007-1, the Plan Administrator believes such deviations are not material and respectfully request that any such requirement be waived.

**NOTICE**

16. Notice of this Objection has been provided to: (i) the U.S. Trustee; (ii) the holders of the Disputed Claims; and (iii) all parties who have filed a notice of appearance and request for service of papers pursuant to Bankruptcy Rule 2002. The Plan Administrator submits that, in light of the nature of the relief requested, no other or further notice need be given.

*[Remainder of Page Intentionally Blank]*

**CONCLUSION**

WHEREFORE, for the reasons set forth herein, the Plan Administrator respectfully requests that the Court enter the Proposed Order, substantially in the form attached hereto as **Exhibit A**, and grant such other and further relief as the Court deems just and proper.

Dated: February 23, 2021  
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Jaime Luton Chapman

Pauline K. Morgan (No. 3650) (pmorgan@ycst.com)

Jaime Luton Chapman (No. 4936) (jchapman@ycst.com)

Tara C. Pakrouh (No. 6192) (tpakrouh@ycst.com)

Rodney Square

1000 North King Street

Wilmington, Delaware 19801

Tel: (302) 571-6600

Fax: (302) 571-1253

*Counsel to the Plan Administrator*

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

TE HOLDCORP, LLC,<sup>1</sup>

Debtor.

Chapter 11

Case No. 20-11442 (BLS)

**Objection Deadline: March 9, 2021 at 4:00 p.m. (ET)**

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**NOTICE OF PLAN ADMINISTRATOR'S FOURTH OMNIBUS (SUBSTANTIVE)  
OBJECTION TO CLAIMS PURSUANT TO SECTION 502(b) OF THE BANKRUPTCY  
CODE, BANKRUPTCY RULES 3003 AND 3007, AND LOCAL RULE 3007-1**

**PARTIES RECEIVING THIS OBJECTION SHOULD REVIEW  
EXHIBIT 1 TO THE PROPOSED ORDER TO DETERMINE  
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***IF YOUR CLAIM IS SUBJECT TO THIS OBJECTION,  
YOUR SUBSTANTIVE RIGHTS MAY BE AFFECTED.***

TO: (I) THE U.S. TRUSTEE; (II) THE HOLDERS OF THE DISPUTED CLAIMS; AND  
(III) ALL PARTIES WHO HAVE FILED A NOTICE OF APPEARANCE AND  
REQUEST FOR SERVICE OF PAPERS PURSUANT TO BANKRUPTCY RULE 2002

**PLEASE TAKE NOTICE** that the plan administrator, Brian Simmons (the "Plan Administrator"), on behalf of TE Holdcorp, LLC and its affiliate debtors has filed the attached *Plan Administrator's Fourth Omnibus (Substantive) Objection to Claims Pursuant to Section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007, and Local Rule 3007-1* (the "Objection") with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court").

**PLEASE TAKE FURTHER NOTICE** that any responses (each, a "Response") to the relief requested in the Objection must be filed on or before **March 9, 2021 at 4:00 p.m. (ET)** (the "Response Deadline") with the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 3<sup>rd</sup> Floor, Wilmington, Delaware 19801. At the same time, any party submitting a Response (each, a "Respondent") must serve a copy of its Response upon the undersigned counsel to the Plan Administrator so as to be received on or before the Response Deadline.

<sup>1</sup> The last four digits of the Debtor's federal tax identification number are 6730, and the Debtor's mailing address is PO Box 720720, Oklahoma City, Oklahoma 73172. The chapter 11 cases of the following affiliates of the Debtor were closed effective as of July 31, 2020: Templar Energy LLC (4719), TE Holdings, LLC (3115), TE Holdings II, LLC (N/A), Templar Operating LLC (0810), Templar Midstream LLC (3275), and TE Holdings Management LLC (7467). See Chapter 11 Case No. 20-11441, Docket No. 232.

**PLEASE TAKE FURTHER NOTICE** that any Response must contain, at a minimum, the following:

- (a) a caption setting forth the name of the Bankruptcy Court, the case number, and the title of the Objection to which the Response is directed;
- (b) the name of the Respondent and a description of the basis for the amount and classification asserted in the Disputed Claim (as defined in the Objection), if applicable;
- (c) a concise statement setting forth the reasons why the Disputed Claim should not be disallowed for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which the Respondent will rely in opposing the Objection;
- (d) all documentation or other evidence of the Disputed Claim or asserted amount and classification, to the extent not included with the proof of claim previously filed with the Bankruptcy Court, upon which the Respondent will rely in opposing the Objection at the Hearing (as defined below);
- (e) the address(es) to which the Plan Administrator must return any reply to the Response; and
- (f) the name, address, and telephone number of the person (which may be the claimant or its legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the Disputed Claim and/or the Response on behalf of the Respondent.

**PLEASE TAKE FURTHER NOTICE THAT A HEARING (THE “HEARING”) TO CONSIDER THE OBJECTION WILL BE HELD ON MARCH 24, 2021 AT 11:00 A.M. (ET) BEFORE THE HONORABLE BRENDAN LINEHAN SHANNON IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 6<sup>TH</sup> FLOOR, COURTROOM #1, WILMINGTON, DELAWARE 19801.**

**PLEASE TAKE FURTHER NOTICE THAT IF YOU ARE A CLAIMANT AND FAIL TO TIMELY FILE AND SERVE A RESPONSE IN ACCORDANCE WITH THE ABOVE REQUIREMENTS, YOU WILL BE DEEMED TO HAVE CONCURRED WITH AND CONSENTED TO THE OBJECTION AND THE RELIEF REQUESTED THEREIN, AND THE PLAN ADMINISTRATOR WILL PRESENT TO THE COURT, WITHOUT FURTHER NOTICE TO YOU, THE PROPOSED ORDER SUSTAINING THE OBJECTION.**



**PLEASE TAKE FURTHER NOTICE** THAT QUESTIONS CONCERNING THE OBJECTION SHOULD BE DIRECTED TO THE UNDERSIGNED COUNSEL FOR THE PLAN ADMINISTRATOR. CLAIMANTS SHOULD NOT CONTACT THE CLERK OF THE COURT TO DISCUSS THE MERITS OF THEIR DISPUTED CLAIMS OR THE OBJECTION.

Dated: February 23, 2021  
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Jaime Luton Chapman

Pauline K. Morgan (No. 3650) (pmorgan@ycst.com)  
Jaime Luton Chapman (No. 4936) (jchapman@ycst.com)  
Tara C. Pakrouh (No. 6192) (tpakrouh@ycst.com)

Rodney Square  
1000 North King Street  
Wilmington, Delaware 19801  
Tel: (302) 571-6600  
Fax: (302) 571-1253

*Counsel to the Plan Administrator*

**EXHIBIT A**

**Proposed Order**

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

In re:

TE HOLDCORP, LLC,<sup>1</sup>

Debtor.

Chapter 11

Case No. 20-11442 (BLS)

**RE: Docket No. \_\_**

**ORDER SUSTAINING PLAN ADMINISTRATOR'S FOURTH (SUBSTANTIVE)  
OBJECTION TO CLAIMS PURSUANT TO SECTION 502(b) OF THE BANKRUPTCY  
CODE, BANKRUPTCY RULES 3003 AND 3007, AND LOCAL RULE 3007-1**

Upon the objection<sup>2</sup> of the Plan Administrator for entry of this Order pursuant to section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007, and Local Rule 3007-1, disallowing or otherwise modifying the Disputed Claims; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and this Court may enter a final order consistent with Article III of the United States Constitution; and proper and adequate notice of the Objection and the hearing thereon having been given; and it appearing that no other or further notice being necessary; and it appearing that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and this Court having determined that the relief sought in the Objection is in the best

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<sup>2</sup> All capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Objection.

interests of the Debtors, their estates, and their creditors; and after due deliberation and sufficient cause appearing therefor; it is hereby ORDERED:

1. The Objection is sustained as set forth herein.
2. The No Liability Claims identified on the attached **Exhibit 1** are hereby disallowed in their entirety.
3. The Plan Administrator's objection to each Disputed Claim addressed in the Objection constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order shall be deemed a separate order with respect to each claim. Any stay of this Order pending appeal by any of the claimants subject to this Order shall only apply to the contested matter that involves such claimant and shall not act to stay the applicability or finality of this Order with respect to the other contested matters covered hereby.
4. Nothing in the Objection or this Order constitutes a waiver of the Plan Administrator's rights to object to any claims not previously disallowed or to assert any claims, counterclaims, rights of offset or recoupment, or any other claims against the claimants listed on **Exhibit 1** hereto, all of which rights are expressly preserved. Additionally, to the extent the Objection was denied with respect to any of the Disputed Claims, the Plan Administrator's rights to object to such Disputed Claims on any grounds other than those set forth in the Objection are preserved.
5. The Plan Administrator and KCC are authorized to take any and all actions that are necessary or appropriate to give effect to this Order.

6. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

**EXHIBIT 1**

**No Liability Claims**

No Liability Claims						
#	Name of Claimant	Proof of Claim Number	Asserted Claim Amount		Debtor Name	Reason for Disallowance
1	BOGLE, JENNIFER KAY BADGER	556	\$0.00 UNKNOWN \$0.00 UNKNOWN	Administrative Priority Secured Priority General Unsecured	TEMPLAR ENERGY LLC	The Debtors held de minimis amounts in suspense related to claimant. All suspended funds were transferred to Presidio as part of the sale of the Debtors' assets and any obligations related thereto are an obligation of Presidio. Further, any contingent or unliquidated obligations as of January 1, 2020 are the obligations of Presidio pursuant to the sale.
2	ELROY, ANN NEECE FKA ANITA ANN NEECE	210	\$0.00 \$0.00 UNKNOWN UNKNOWN	Administrative Priority Secured Priority General Unsecured	TEMPLAR ENERGY LLC	The Debtors held de minimis amounts in suspense related to claimant. All suspended funds were transferred to Presidio as part of the sale of the Debtors' assets and any obligations related thereto are an obligation of Presidio. Further, any contingent or unliquidated obligations as of January 1, 2020 are the obligations of Presidio pursuant to the sale.
3	LANE FINANCIAL INC	144	\$0.00 UNKNOWN UNKNOWN UNKNOWN	Administrative Priority Secured Priority General Unsecured	TEMPLAR ENERGY LLC	The Debtors held de minimis amounts in suspense related to claimant. All suspended funds were transferred to Presidio as part of the sale of the Debtors' assets and any obligations related thereto are an obligation of Presidio. Further, any contingent or unliquidated obligations as of January 1, 2020 are the obligations of Presidio pursuant to the sale.
4	MORGAN, FANNIE MAE	462	\$0.00 \$0.00 UNKNOWN UNKNOWN	Administrative Priority Secured Priority General Unsecured	TEMPLAR ENERGY LLC	The Debtors' books and records do not show any liability related to the claimant. Further, any contingent or unliquidated obligations as of January 1, 2020 are the obligations of Presidio pursuant to the sale.

**EXHIBIT B**

**Simmons Declaration**



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

In re:

TE HOLDCORP, LLC,<sup>1</sup>

Debtor.

Chapter 11

Case No. 20-11442 (BLS)

**DECLARATION OF BRIAN SIMMONS IN SUPPORT OF PLAN  
ADMINISTRATOR'S FOURTH OMNIBUS (SUBSTANTIVE) OBJECTION  
TO CLAIMS PURSUANT TO SECTION 502(b) OF THE BANKRUPTCY  
CODE, BANKRUPTCY RULES 3003 AND 3007, AND LOCAL RULE 3007-1**

I, Brian Simmons, pursuant to 28 U.S.C. § 1746, declare:

1. I have read the *Plan Administrator's Fourth Omnibus (Substantive) Objection to Claims Pursuant to Section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007, and Local Rule 3007-1* (the "Objection"),<sup>2</sup> and am directly, or by and through other personnel or representatives of the Debtors, familiar with the information contained therein, including the Proposed Order and the exhibits attached thereto. I am the Plan Administrator and, in this capacity, I am responsible for overseeing the claims reconciliation and objection process in the Chapter 11 Cases.

2. Considerable resources and time have been expended in reviewing and reconciling the proofs of claim filed pending against the Debtors in the Chapter 11 Cases. The claims were carefully reviewed and analyzed in good faith utilizing due diligence by the appropriate personnel. These efforts resulted in the identification of the Disputed Claims.

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<sup>1</sup> The last four digits of the Debtor's federal tax identification number are 6730, and the Debtor's mailing address is PO Box 720720, Oklahoma City, Oklahoma 73172. The chapter 11 cases of the following affiliates of the Debtor were closed effective as of July 31, 2020: Templar Energy LLC (4719), TE Holdings, LLC (3115), TE Holdings II, LLC (N/A), Templar Operating LLC (0810), Templar Midstream LLC (3275), and TE Holdings Management LLC (7467). See Chapter 11 Case No. 20-11441, Docket No. 232.

<sup>2</sup> All capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Objection.

3. The information contained on Exhibit 1 to the Proposed Order is true and correct to the best of my knowledge.

4. I have reviewed the Debtors' books and records and determined that they have no record of any liability on account of the No Liability Claims identified in Exhibit 1 to the Proposed Order. Accordingly, to prevent the applicable claimants from receiving an unwarranted recovery, I seek to disallow the No Liability Claims in their entirety.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge and belief.

Executed on February 23, 2021

/s/ Brian Simmons

Brian Simmons