

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of Delaware
(State)Case number (if known): _____ Chapter 11☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's nameSouthland Royalty Company LLC**2. All other names debtor used in the last 8 years**N/a

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN)4 7 - 3 0 7 8 5 2 2**4. Debtor's address****Principal place of business**400 West 7th Street

Number Street

Fort WorthTX76102

City

State

ZIP Code

Tarrant

County

Mailing address, if different from principal place of business

Number Street

P.O. Box

City

State

ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City

State

ZIP Code

5. Debtor's website (URL)http://www.southlandroyaltyco.com/**6. Type of debtor**☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify: _____

Debtor Southland Royalty Company LLC
Name

Case number (if known) _____

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.2 1 1 1**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ **Chapter 11. Check all that apply:**

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No☐ Yes.District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD / YYYY**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**☒ No☐ Yes.

Debtor _____ Relationship _____

District _____ When _____

MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known _____

Debtor Southland Royalty Company LLC
Name

Case number (if known) _____

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds**

Check one:

- ☐ Funds will be available for distribution to unsecured creditors.
- ☒ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input checked="" type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor

Southland Royalty Company LLC
Name

Case number (if known)

16. Estimated liabilities

- ☐ \$0-\$50,000 ☐ \$1,000,001-\$10 million ☒ \$500,000,001-\$1 billion
☐ \$50,001-\$100,000 ☐ \$10,000,001-\$50 million ☐ \$1,000,000,001-\$10 billion
☐ \$100,001-\$500,000 ☐ \$50,000,001-\$100 million ☐ \$10,000,000,001-\$50 billion
☐ \$500,001-\$1 million ☐ \$100,000,001-\$500 million ☐ More than \$50 billion

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- ☒ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
☐ I have been authorized to file this petition on behalf of the debtor.
☐ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 01/27/2020
MM / DD / YYYY

x

Frank A. Pometti

Signature of authorized representative of debtor

Frank A. Pometti

Printed name

Title Chief Restructuring Officer

18. Signature of attorney

x

M. Blake Cleary

Signature of attorney for debtor

Date 01/27/2020

MM / DD / YYYY

M. Blake Cleary

Printed name

Young Conaway Stargatt & Taylor, LLP

Firm name

1000 North King Street

Number Street

Wilmington

City

DE

State

19801

ZIP Code

(302) 571-6714

Contact phone

mboleary@ycst.com

Email address

3614

Bar number

DE

State

Fill in this information to identify the case:Debtor name Southland Royalty Company LLCUnited States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (if known): _____

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	HALLIBURTON ENERGY SERVICES PO BOX 301341 DALLAS TX, 75303-1341	PHONE: 281-871-4000 FAX: 281-876-4455 EMAIL: INGRID.ROBINSON@HALLIBURTON.COM	Trade Creditor	C/U/D			\$11,290,861.81
2	NABORS DRILLING TECHNOLOGIES USA, INC P O BOX 206308 DALLAS TX, 75320-6308	PHONE: 281-874-0035 FAX: 281-872-5205 EMAIL:	Trade Creditor	C/U/D			\$ 3,777,820.61
3	WAMSUTTER LLC ONE WILLIAMS CENTER P.O. BOX 2400 TULSA OK, 74120-2400	PHONE: 505-632-4600 FAX: EMAIL:	Trade Creditor	C/U/D			\$ 3,129,236.40
4	MRC GLOBAL (US) INC P O BOX 240392 DALLAS TX, 75320-4392	PHONE: 972-602-4070 FAX: 972-606-2615 EMAIL: INFO@MRCGLOBAL.COM	Trade Creditor	C/U/D			\$ 2,664,019.85
5	SPARTAN COMPANIES, LLC 618 NORTH MAIN, STE B LOGAN UT, 84321	PHONE: 855-277-2782 FAX: EMAIL: INFO@SPARTANCOS.COM	Trade Creditor	C/U/D			\$ 2,233,239.94
6	F & S TRUCKING, INC P O BOX 875 RAWLINS WY, 82301	PHONE: 307-417-0224 FAX: EMAIL: FRITZ.INC.WY@GMAIL.COM	Trade Creditor	C/U/D			\$ 2,120,567.85
7	BP AMERICA PRODUCTION COMPANY PO BOX 696505 SAN ANTONIO TX, 78269	PHONE: 312-856-2222 FAX: 210-870-1008 EMAIL: STEPHEN.DEGIUSTI@BP.COM; THIERRY.RONDEAU@BP.COM	Joint Interest Billings	C/U/D			\$ 1,341,428.31
8	TAYLOR CONSTRUCTION, INC P O BOX 1616 PINEDALE WY, 82941	PHONE: 307-367-4155 FAX: 307-367-4804 EMAIL:	Trade Creditor	C/U/D			\$ 1,130,978.36

Debtor

Southland Royalty Company LLC
Name

Case number (if known)

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	MOUNTAIN MUD SERVICE & SUPPLY INC 1301 E LINCOLN STREET GILLETTE WY, 82716	PHONE: 307-680-3181 FAX: EMAIL: EISCHEID@MTMUD.NET	Trade Creditor	C/U/D			\$ 1,007,488.03
10	WYOMING DEPARTMENT OF REVENUE 122 W 25TH STREET CHEYENNE WY, 82002-0110	PHONE: 307-777-5200 FAX: 307-777-3632 EMAIL: DOR@WYO.GOV	Severance Taxes	C/U/D			\$ 984,691.00
11	DNOW LP P O BOX 200822 DALLAS TX, 75320-0822	PHONE: 281-823-4700 FAX: 281-823-5233 EMAIL:	Trade Creditor	C/U/D			\$ 959,119.84
12	ROCKY MOUNTAIN GREEN COMPLETIONS, LLC P O BOX 836247 RICHARDSON TX, 75083-6247	PHONE: 307-705-1478 FAX: 307-382-4187 EMAIL:	Trade Creditor	C/U/D			\$ 920,432.39
13	FLASH FUNDING, LLC FOR VALIANT INT PIPELINE, LLC P O BOX 4745 HOUSTON TX, 77210	PHONE: 832-778-0040 FAX: EMAIL: VALIANTINTPIPELINE@GMAIL.COM	Trade Creditor	C/U/D			\$ 915,483.50
14	TERRY R PITT CONSTRUCTION INC 180 POLLUX DR ROCK SPRINGS WY, 82901	PHONE: 307-362-8077 FAX: 307-362-4717 EMAIL: SFRENCH@TERRYPIIT.COM	Trade Creditor	C/U/D			\$ 914,431.52
15	WILLIAMS FIELD SERVICES CO LLC PO BOX: 2400 MD 46 TULSA OK, 74102-2400	PHONE: 918-573-2000 FAX: EMAIL: JEFFRY.GOBEL@WILLIAMS.COM	Trade Creditor	C/U/D			\$ 914,047.49
16	R&M WELDING, INC 520 WINTON CIRCLE ROCK SPRINGS WY, 82901	PHONE: 307-362-6342 FAX: 307-362-3303 EMAIL:	Trade Creditor	C/U/D			\$ 910,809.40
17	HARVEST FOUR CORNERS, LLC P O BOX 61229 1111 TRAVIS STREET HOUSTON TX, 77208	PHONE: 505-632-4600 FAX: 505-632-4628 EMAIL:	Trade Creditor	C/U/D			\$ 815,648.97
18	MS DIRECTIONAL, LLC P O BOX 201567 DALLAS TX, 75320-1567	PHONE: 936-442-2500 FAX: 936-442-2599 EMAIL: PCULBRETH@MSENERGYSERVICES.COM	Trade Creditor	C/U/D			\$ 804,376.60
19	ENTERPRISE FIELD SERVICES LLC P O BOX 974364 DALLAS TX, 75397-4364	PHONE: 713-381-6500 FAX: EMAIL:	Trade Creditor	C/U/D			\$ 676,728.55
20	SEMINOLE PIPELINE COMPANY P O BOX 972866 DALLAS TX, 75210-2866	PHONE: 713-381-6500 FAX: 405-606-4534 EMAIL:	Trade Creditor	C/U/D			\$ 666,107.98

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

In re)	
)	Chapter 11
)	
SOUTHLAND ROYALTY COMPANY)	Case No. 20-____ ()
LLC,)	
)	
Debtor. ¹)	
)	

**CORPORATE OWNERSHIP STATEMENT
PURSUANT TO FED. R. BANKR. P. 1007(a)(1) AND 7007.1**

Southland Royalty Company LLC (the “*Debtor*”) hereby submits, pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following list of corporations that directly or indirectly own 10% or more of the Debtor.

Debtor	Direct and Indirect Corporate Owners
Southland Royalty Company LLC	Southland Royalty, L.P. (100%) Southland Holdings, LLC (100%)

¹ The last four digits of the Debtor’s United States federal tax identification number is 8522. The Debtor’s mailing address is 400 West 7th Street, Fort Worth, Texas 76102.

Chapter 11

Case No. 20- ()

Debtor.¹

Southland Royalty Company LLC (the “*Debtor*”) hereby submits, pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, the following list of equity security holders.

Name and address of interest holder	Percentage interest
Southland Royalty, L.P. 400 West 7 th Street Fort Worth, TX 76102	100%

1

Fill in this information to identify the case and this filing:

Debtor Name Southland Royalty Company LLCUnited States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Consolidated Corporate Ownership Statement, List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 01/27/2020
MM / DD / YYYY

x


Signature of individual signing on behalf of debtor

Frank A. Pometti
Printed name

Chief Restructuring Officer
Position or relationship to debtor

RESOLUTIONS
of
SOUTHLAND ROYALTY COMPANY LLC

Adopted as of January 22, 2020

The undersigned, being the requisite number of members of the Restructuring Committee of Southland Royalty Company LLC, a Delaware limited liability company (the “Company”) and the requisite number of Managers comprising the Board of Managers (the “Board”) of Southland Holdings, LLC, a Delaware limited liability company (“Southland Holdings”), hereby waive any and all requirements for calling, giving notice of and holding a meeting and, in lieu of such special meeting and pursuant to Section 18-302 of the Delaware Limited Liability Company Act (the “Act”) and the Amended and Restated Limited Liability Company Agreement of Southland Holdings, dated as of March 1, 2019, hereby consent to, authorize, and approve the following resolutions with the same force and effect as if such resolutions had been duly presented and adopted at a special meeting held as of this date.

WHEREAS, Southland Holdings, LLC, a Delaware limited liability company, is the sole shareholder of Southland Royalty, Inc., a Delaware corporation (“Southland Inc.”);

WHEREAS, Southland Inc. is the sole member of Southland Royalty GP, LLC, a Delaware limited liability company (“Southland GP”);

WHEREAS, Southland GP is the general partner of Southland Royalty, L.P., a Delaware limited partnership (“Southland LP”);

WHEREAS, Southland LP is the sole member of the Company; and

WHEREAS, all actions in the following resolutions are actions of the Board of Southland Holdings, in its capacity as the sole shareholder of Southland Inc., in Southland Inc.’s capacity as sole member of Southland GP, in Southland GP’s capacity as general partner of Southland LP, in Southland LP’s capacity as sole member of the Company.

Commencement of Chapter 11 Case

WHEREAS, the Company is indebted under a senior secured revolving credit facility, dated as of March 31, 2015, by and among the Company, Citibank, N.A., as administrative agent, and the other lenders and parties thereto (as amended and restated from time to time, the “Credit Agreement”);

WHEREAS, the Restructuring Committee and the Board, as relevant, have considered one or more transactions to reorganize or restructure the indebtedness and capital structure of the Company, including, among other things, through (i) seeking relief under the provisions of Title 11 of the United States Code (the “Bankruptcy Code”), (ii) an out-of-court restructuring of the Company’s indebtedness, (iii) an asset or equity sale to improve liquidity or facilitate a restructuring, (iv) other similar transactions, or (v) a combination of the above;

WHEREAS, the Restructuring Committee and the Board, as relevant, have received, reviewed and considered the recommendations of advisors and the relative risks and benefits of commencing a chapter 11 bankruptcy case, and the undersigned desire to approve in all respects, the filing of a voluntary petition under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”); and

WHEREAS, Section 6.1 of the Second Amended and Restated Limited Liability Company Agreement of the Company provides that the Company may file a voluntary case or seek relief under any chapter of Title 11 of the Bankruptcy Code upon express consent of Southland LP and a majority of the members of the Restructuring Committee of the Company.

RESOLVED, that the Company is hereby authorized, empowered and directed to:

- (i) execute and verify a voluntary petition for relief under chapter 11 of the Bankruptcy Code and
- (ii) cause the same to be filed in the Bankruptcy Court, in such form and at such time as such persons executing the petition shall determine, commencing a chapter 11 case on or about January 26, 2020 or such other date that the Restructuring Committee determines is in the best interest of the Company (the “Chapter 11 Case”); and

RESOLVED, that the Company is hereby authorized, empowered, and directed, to execute and file on behalf of the Company all petitions, schedules, lists, motions, applications, pleadings, and other papers or documents as necessary to commence the Chapter 11 Case and obtain relief under the Bankruptcy Code, and to take any and all further acts and deeds deemed necessary or proper to obtain such relief, including, without limitation, any action necessary to facilitate the administration of the Chapter 11 Case.

Chapter 11 Case Advisors

WHEREAS, on or before the date hereof, the Board approved and/or ratified the retention of the following financial and legal advisors to assist the Company in connection with the Chapter 11 Case:

- (i) Shearman & Sterling LLP – general bankruptcy counsel to the Company
- (ii) Young Conaway Stargatt & Taylor LLP – Delaware counsel to the Company
- (iii) AP Services, LLC – as interim management services provider to the Company, including responsibilities for a Chief Restructuring Officer and Chief Administrative Officer
- (iv) PJT Partners Inc. – investment banking advisor to the Company
- (v) Epiq Corporate Restructuring, LLC – claims and notice agent to the Company

RESOLVED, that the law firm of Shearman & Sterling LLP, located at 2828 N. Harwood, Dallas, TX 75201, is hereby retained as general bankruptcy counsel for the Company in connection with the Chapter 11 Case, subject to Bankruptcy Court approval;

RESOLVED, that the law firm of Young Conaway Stargatt & Taylor LLP, located at Rodney Square, 1000 North King Street, Wilmington, DE, 19801, is hereby retained as Delaware counsel for the Company in connection with the Chapter 11 Case, subject to Bankruptcy Court approval;

RESOLVED, that the advisory firm of AP Services, LLC, located at 909 Third Avenue New York, NY 10022, is hereby retained as interim management services provider for the Company, including in respect of Chief Restructuring Officer and Chief Administrative Officer in connection with the Chapter 11 Case, subject to Bankruptcy Court approval;

RESOLVED, that the investment banking and strategic advisory firm of PJT Partners Inc., located at 280 Park Avenue, New York, NY 10017, is hereby retained as investment banking advisor for the Company in connection with the Chapter 11 Case, subject to Bankruptcy Court approval; and

RESOLVED, that the legal administrative services firm of Epiq Corporate Restructuring, LLC, located at 777 Third Avenue, New York, NY 10017, is hereby retained as claims and notice agent for the Company in connection with the Chapter 11 Case, subject to Bankruptcy Court approval.

General Authorization and Ratification

RESOLVED, that all actions taken prior hereto by the Company in connection with the transactions contemplated hereby and matters related thereto are hereby approved, ratified, and confirmed as the acts of the Company as if each such act had been presented to and approved by the Board, and where applicable, the Restructuring Committee, prior to being taken;


RESOLVED, that the Company is hereby severally authorized and directed to take or cause to be taken all such further action and to sign, execute, acknowledge, certify, deliver, accept, record and file all such further instruments as in its judgment shall be necessary, desirable or advisable in order to carry out the intent, and to accomplish the purposes, of the foregoing resolutions;

RESOLVED, that each of the Managers of the Board and each of the members of the Restructuring Committee is hereby authorized and directed to certify these resolutions as may be deemed necessary, advisable or appropriate in the sole discretion of such person; and

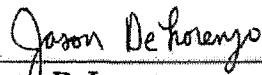
RESOLVED, that this written consent may be executed in several counterparts, each of which shall be deemed an original and all of which shall together constitute one and the same instrument.

Executed, effective as of the date first written above, by:


MANAGERS OF SOUTHLAND HOLDINGS, LLC:



James S. Crain



Jason DeLorenzo



R. Stephen Meek III



David B. Miller



Mark A. Welsh IV

Bob R. Simpson

Keith A. Hutton

Vaughn O. Vennerberg II

Timothy L. Petrus

Brent W. Clum

Executed, effective as of the date first written above, by:

MANAGERS OF SOUTHLAND HOLDINGS, LLC:

James S. Crain

Jason DeLorenzo

R. Stephen Meek III

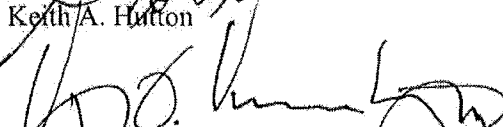
David B. Miller

Mark A. Welsh IV

Bob R. Simpson



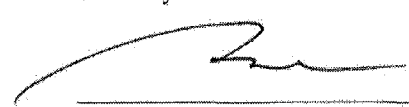
Keith A. Hutton



Vaughn O. Vennerberg II



Timothy L. Petrus



Brent W. Clum

Executed, effective as of the date first written above, by:

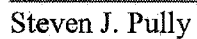
**MEMBERS OF THE RESTRUCTURING COMMITTEE OF
SOUTHLAND ROYALTY COMPANY LLC:**



Mark A. Welsh IV



R. Stephen Meek III



Steven J. Pully

Executed, effective as of the date first written above, by:

**MEMBERS OF THE RESTRUCTURING COMMITTEE OF
SOUTHLAND ROYALTY COMPANY LLC:**

Mark A. Welsh IV

R. Stephen Meek III



Steven J. Pully

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of Delaware
(State)Case number (if known): _____ Chapter 11☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Southland Royalty Company LLC

2. All other names debtor used in the last 8 years N/a

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 47-3078522

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	400 West 7th Street	
	Number Street	Number Street
		P.O. Box
	Fort Worth TX 76102	
	City State ZIP Code	City State ZIP Code
	Tarrant	Location of principal assets, if different from principal place of business
	County	Number Street
		City State ZIP Code

5. Debtor's website (URL) http://www.southlandroyaltyco.com/

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

Debtor Southland Royalty Company LLC
Name

Case number (if known) _____

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.2 1 1 1**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No☐ Yes.District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD / YYYY**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**☒ No☐ Yes.

Debtor _____ Relationship _____

District _____ When _____

MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known _____

Debtor Southland Royalty Company LLC
Name

Case number (if known) _____

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds**

Check one:

- ☐ Funds will be available for distribution to unsecured creditors.
- ☒ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input checked="" type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor

Southland Royalty Company LLC
Name

Case number (if known)

16. Estimated liabilities

- ☐ \$0-\$50,000 ☐ \$1,000,001-\$10 million ☒ \$500,000,001-\$1 billion
☐ \$50,001-\$100,000 ☐ \$10,000,001-\$50 million ☐ \$1,000,000,001-\$10 billion
☐ \$100,001-\$500,000 ☐ \$50,000,001-\$100 million ☐ \$10,000,000,001-\$50 billion
☐ \$500,001-\$1 million ☐ \$100,000,001-\$500 million ☐ More than \$50 billion

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- ☒ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
☐ I have been authorized to file this petition on behalf of the debtor.
☐ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 01/27/2020

MM / DD / YYYY

x

Frank A. Pometti

Signature of authorized representative of debtor

Frank A. Pometti

Printed name

Title Chief Restructuring Officer

18. Signature of attorney

x

M. Blake Cleary

Signature of attorney for debtor

Date

01/27/2020

MM / DD / YYYY

M. Blake Cleary

Printed name

Young Conaway Stargatt & Taylor, LLP

Firm name

1000 North King Street

Number Street

Wilmington

City

DE

State

19801

ZIP Code

(302) 571-6714

Contact phone

mboleary@ycst.com

Email address

3614

Bar number

DE

State

Fill in this information to identify the case:Debtor name Southland Royalty Company LLCUnited States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (if known): _____

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	HALLIBURTON ENERGY SERVICES PO BOX 301341 DALLAS TX, 75303-1341	PHONE: 281-871-4000 FAX: 281-876-4455 EMAIL: INGRID.ROBINSON@HALLIBURTON.COM	Trade Creditor	C/U/D			\$11,290,861.81
2	NABORS DRILLING TECHNOLOGIES USA, INC P O BOX 206308 DALLAS TX, 75320-6308	PHONE: 281-874-0035 FAX: 281-872-5205 EMAIL:	Trade Creditor	C/U/D			\$ 3,777,820.61
3	WAMSUTTER LLC ONE WILLIAMS CENTER P.O. BOX 2400 TULSA OK, 74120-2400	PHONE: 505-632-4600 FAX: EMAIL:	Trade Creditor	C/U/D			\$ 3,129,236.40
4	MRC GLOBAL (US) INC P O BOX 240392 DALLAS TX, 75320-4392	PHONE: 972-602-4070 FAX: 972-606-2615 EMAIL: INFO@MRCGLOBAL.COM	Trade Creditor	C/U/D			\$ 2,664,019.85
5	SPARTAN COMPANIES, LLC 618 NORTH MAIN, STE B LOGAN UT, 84321	PHONE: 855-277-2782 FAX: EMAIL: INFO@SPARTANCOS.COM	Trade Creditor	C/U/D			\$ 2,233,239.94
6	F & S TRUCKING, INC P O BOX 875 RAWLINS WY, 82301	PHONE: 307-417-0224 FAX: EMAIL: FRITZ.INC.WY@GMAIL.COM	Trade Creditor	C/U/D			\$ 2,120,567.85
7	BP AMERICA PRODUCTION COMPANY PO BOX 696505 SAN ANTONIO TX, 78269	PHONE: 312-856-2222 FAX: 210-870-1008 EMAIL: STEPHEN.DEGIUSTI@BP.COM; THIERRY.RONDEAU@BP.COM	Joint Interest Billings	C/U/D			\$ 1,341,428.31
8	TAYLOR CONSTRUCTION, INC P O BOX 1616 PINEDALE WY, 82941	PHONE: 307-367-4155 FAX: 307-367-4804 EMAIL:	Trade Creditor	C/U/D			\$ 1,130,978.36

Debtor

Southland Royalty Company LLC
Name

Case number (if known)

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	MOUNTAIN MUD SERVICE & SUPPLY INC 1301 E LINCOLN STREET GILLETTE WY, 82716	PHONE: 307-680-3181 FAX: EMAIL: EISCHEID@MTMUD.NET	Trade Creditor	C/U/D			\$ 1,007,488.03
10	WYOMING DEPARTMENT OF REVENUE 122 W 25TH STREET CHEYENNE WY, 82002-0110	PHONE: 307-777-5200 FAX: 307-777-3632 EMAIL: DOR@WYO.GOV	Severance Taxes	C/U/D			\$ 984,691.00
11	DNOW LP P O BOX 200822 DALLAS TX, 75320-0822	PHONE: 281-823-4700 FAX: 281-823-5233 EMAIL:	Trade Creditor	C/U/D			\$ 959,119.84
12	ROCKY MOUNTAIN GREEN COMPLETIONS, LLC P O BOX 836247 RICHARDSON TX, 75083-6247	PHONE: 307-705-1478 FAX: 307-382-4187 EMAIL:	Trade Creditor	C/U/D			\$ 920,432.39
13	FLASH FUNDING, LLC FOR VALIANT INT PIPELINE, LLC P O BOX 4745 HOUSTON TX, 77210	PHONE: 832-778-0040 FAX: EMAIL: VALIANTINTPIPELINE@GMAIL.COM	Trade Creditor	C/U/D			\$ 915,483.50
14	TERRY R PITT CONSTRUCTION INC 180 POLLUX DR ROCK SPRINGS WY, 82901	PHONE: 307-362-8077 FAX: 307-362-4717 EMAIL: SFRENCH@TERRYPIIT.COM	Trade Creditor	C/U/D			\$ 914,431.52
15	WILLIAMS FIELD SERVICES CO LLC PO BOX: 2400 MD 46 TULSA OK, 74102-2400	PHONE: 918-573-2000 FAX: EMAIL: JEFFRY.GOBEL@WILLIAMS.COM	Trade Creditor	C/U/D			\$ 914,047.49
16	R&M WELDING, INC 520 WINTON CIRCLE ROCK SPRINGS WY, 82901	PHONE: 307-362-6342 FAX: 307-362-3303 EMAIL:	Trade Creditor	C/U/D			\$ 910,809.40
17	HARVEST FOUR CORNERS, LLC P O BOX 61229 1111 TRAVIS STREET HOUSTON TX, 77208	PHONE: 505-632-4600 FAX: 505-632-4628 EMAIL:	Trade Creditor	C/U/D			\$ 815,648.97
18	MS DIRECTIONAL, LLC P O BOX 201567 DALLAS TX, 75320-1567	PHONE: 936-442-2500 FAX: 936-442-2599 EMAIL: PCULBRETH@MSENERGYSERVICES.COM	Trade Creditor	C/U/D			\$ 804,376.60
19	ENTERPRISE FIELD SERVICES LLC P O BOX 974364 DALLAS TX, 75397-4364	PHONE: 713-381-6500 FAX: EMAIL:	Trade Creditor	C/U/D			\$ 676,728.55
20	SEMINOLE PIPELINE COMPANY P O BOX 972866 DALLAS TX, 75210-2866	PHONE: 713-381-6500 FAX: 405-606-4534 EMAIL:	Trade Creditor	C/U/D			\$ 666,107.98

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

In re)	
)	Chapter 11
)	
SOUTHLAND ROYALTY COMPANY)	Case No. 20-_____ (___)
LLC,)	
)	
Debtor. ¹)	
)	

**CORPORATE OWNERSHIP STATEMENT
PURSUANT TO FED. R. BANKR. P. 1007(a)(1) AND 7007.1**

Southland Royalty Company LLC (the “*Debtor*”) hereby submits, pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following list of corporations that directly or indirectly own 10% or more of the Debtor.

Debtor	Direct and Indirect Corporate Owners
Southland Royalty Company LLC	Southland Royalty, L.P. (100%) Southland Holdings, LLC (100%)

¹ The last four digits of the Debtor’s United States federal tax identification number is 8522. The Debtor’s mailing address is 400 West 7th Street, Fort Worth, Texas 76102.

Chapter 11

Case No. 20- ()

Debtor.¹

Southland Royalty Company LLC (the “*Debtor*”) hereby submits, pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, the following list of equity security holders.

Name and address of interest holder	Percentage interest
Southland Royalty, L.P. 400 West 7 th Street Fort Worth, TX 76102	100%

¹ The last four digits of the Debtor's United States federal tax identification number is 8522. The Debtor's mailing address is 400 West 7th Street, Fort Worth, Texas 76102.

Fill in this information to identify the case and this filing:

Debtor Name Southland Royalty Company LLCUnited States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Consolidated Corporate Ownership Statement, List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 01/27/2020
MM / DD / YYYY

x


Signature of individual signing on behalf of debtor

Frank A. Pometti
Printed name

Chief Restructuring Officer
Position or relationship to debtor

RESOLUTIONS
of
SOUTHLAND ROYALTY COMPANY LLC

Adopted as of January 22, 2020

The undersigned, being the requisite number of members of the Restructuring Committee of Southland Royalty Company LLC, a Delaware limited liability company (the “Company”) and the requisite number of Managers comprising the Board of Managers (the “Board”) of Southland Holdings, LLC, a Delaware limited liability company (“Southland Holdings”), hereby waive any and all requirements for calling, giving notice of and holding a meeting and, in lieu of such special meeting and pursuant to Section 18-302 of the Delaware Limited Liability Company Act (the “Act”) and the Amended and Restated Limited Liability Company Agreement of Southland Holdings, dated as of March 1, 2019, hereby consent to, authorize, and approve the following resolutions with the same force and effect as if such resolutions had been duly presented and adopted at a special meeting held as of this date.

WHEREAS, Southland Holdings, LLC, a Delaware limited liability company, is the sole shareholder of Southland Royalty, Inc., a Delaware corporation (“Southland Inc.”);

WHEREAS, Southland Inc. is the sole member of Southland Royalty GP, LLC, a Delaware limited liability company (“Southland GP”);

WHEREAS, Southland GP is the general partner of Southland Royalty, L.P., a Delaware limited partnership (“Southland LP”);

WHEREAS, Southland LP is the sole member of the Company; and

WHEREAS, all actions in the following resolutions are actions of the Board of Southland Holdings, in its capacity as the sole shareholder of Southland Inc., in Southland Inc.’s capacity as sole member of Southland GP, in Southland GP’s capacity as general partner of Southland LP, in Southland LP’s capacity as sole member of the Company.

Commencement of Chapter 11 Case

WHEREAS, the Company is indebted under a senior secured revolving credit facility, dated as of March 31, 2015, by and among the Company, Citibank, N.A., as administrative agent, and the other lenders and parties thereto (as amended and restated from time to time, the “Credit Agreement”);

WHEREAS, the Restructuring Committee and the Board, as relevant, have considered one or more transactions to reorganize or restructure the indebtedness and capital structure of the Company, including, among other things, through (i) seeking relief under the provisions of Title 11 of the United States Code (the “Bankruptcy Code”), (ii) an out-of-court restructuring of the Company’s indebtedness, (iii) an asset or equity sale to improve liquidity or facilitate a restructuring, (iv) other similar transactions, or (v) a combination of the above;

WHEREAS, the Restructuring Committee and the Board, as relevant, have received, reviewed and considered the recommendations of advisors and the relative risks and benefits of commencing a chapter 11 bankruptcy case, and the undersigned desire to approve in all respects, the filing of a voluntary petition under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”); and

WHEREAS, Section 6.1 of the Second Amended and Restated Limited Liability Company Agreement of the Company provides that the Company may file a voluntary case or seek relief under any chapter of Title 11 of the Bankruptcy Code upon express consent of Southland LP and a majority of the members of the Restructuring Committee of the Company.

RESOLVED, that the Company is hereby authorized, empowered and directed to: (i) execute and verify a voluntary petition for relief under chapter 11 of the Bankruptcy Code and (ii) cause the same to be filed in the Bankruptcy Court, in such form and at such time as such persons executing the petition shall determine, commencing a chapter 11 case on or about January 26, 2020 or such other date that the Restructuring Committee determines is in the best interest of the Company (the “Chapter 11 Case”); and

RESOLVED, that the Company is hereby authorized, empowered, and directed, to execute and file on behalf of the Company all petitions, schedules, lists, motions, applications, pleadings, and other papers or documents as necessary to commence the Chapter 11 Case and obtain relief under the Bankruptcy Code, and to take any and all further acts and deeds deemed necessary or proper to obtain such relief, including, without limitation, any action necessary to facilitate the administration of the Chapter 11 Case.

Chapter 11 Case Advisors

WHEREAS, on or before the date hereof, the Board approved and/or ratified the retention of the following financial and legal advisors to assist the Company in connection with the Chapter 11 Case:

- (i) Shearman & Sterling LLP – general bankruptcy counsel to the Company
- (ii) Young Conaway Stargatt & Taylor LLP – Delaware counsel to the Company
- (iii) AP Services, LLC – as interim management services provider to the Company, including responsibilities for a Chief Restructuring Officer and Chief Administrative Officer
- (iv) PJT Partners Inc. – investment banking advisor to the Company
- (v) Epiq Corporate Restructuring, LLC – claims and notice agent to the Company

RESOLVED, that the law firm of Shearman & Sterling LLP, located at 2828 N. Harwood, Dallas, TX 75201, is hereby retained as general bankruptcy counsel for the Company in connection with the Chapter 11 Case, subject to Bankruptcy Court approval;

RESOLVED, that the law firm of Young Conaway Stargatt & Taylor LLP, located at Rodney Square, 1000 North King Street, Wilmington, DE, 19801, is hereby retained as Delaware counsel for the Company in connection with the Chapter 11 Case, subject to Bankruptcy Court approval;

RESOLVED, that the advisory firm of AP Services, LLC, located at 909 Third Avenue New York, NY 10022, is hereby retained as interim management services provider for the Company, including in respect of Chief Restructuring Officer and Chief Administrative Officer in connection with the Chapter 11 Case, subject to Bankruptcy Court approval;

RESOLVED, that the investment banking and strategic advisory firm of PJT Partners Inc., located at 280 Park Avenue, New York, NY 10017, is hereby retained as investment banking advisor for the Company in connection with the Chapter 11 Case, subject to Bankruptcy Court approval; and

RESOLVED, that the legal administrative services firm of Epiq Corporate Restructuring, LLC, located at 777 Third Avenue, New York, NY 10017, is hereby retained as claims and notice agent for the Company in connection with the Chapter 11 Case, subject to Bankruptcy Court approval.

General Authorization and Ratification

RESOLVED, that all actions taken prior hereto by the Company in connection with the transactions contemplated hereby and matters related thereto are hereby approved, ratified, and confirmed as the acts of the Company as if each such act had been presented to and approved by the Board, and where applicable, the Restructuring Committee, prior to being taken;


RESOLVED, that the Company is hereby severally authorized and directed to take or cause to be taken all such further action and to sign, execute, acknowledge, certify, deliver, accept, record and file all such further instruments as in its judgment shall be necessary, desirable or advisable in order to carry out the intent, and to accomplish the purposes, of the foregoing resolutions;

RESOLVED, that each of the Managers of the Board and each of the members of the Restructuring Committee is hereby authorized and directed to certify these resolutions as may be deemed necessary, advisable or appropriate in the sole discretion of such person; and

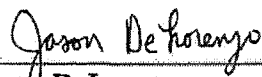
RESOLVED, that this written consent may be executed in several counterparts, each of which shall be deemed an original and all of which shall together constitute one and the same instrument.

Executed, effective as of the date first written above, by:

MANAGERS OF SOUTHLAND HOLDINGS, LLC:



James S. Crain



Jason DeLorenzo



R. Stephen Meek III



David B. Miller



Mark A. Welsh IV

Bob R. Simpson

Keith A. Hutton

Vaughn O. Vennerberg II

Timothy L. Petrus

Brent W. Clum

Executed, effective as of the date first written above, by:

MANAGERS OF SOUTHLAND HOLDINGS, LLC:

James S. Crain

Jason DeLorenzo

R. Stephen Meek III

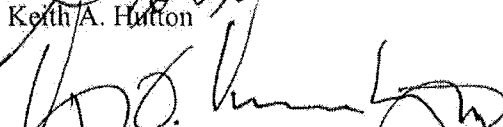
David B. Miller

Mark A. Welsh IV

Bob R. Simpson



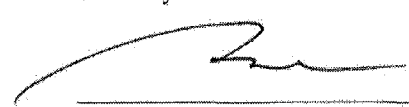
Keith A. Hutton



Vaughn O. Vennerberg II



Timothy L. Petrus



Brent W. Clum

Executed, effective as of the date first written above, by:

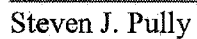
**MEMBERS OF THE RESTRUCTURING COMMITTEE OF
SOUTHLAND ROYALTY COMPANY LLC:**



Mark A. Welsh IV



R. Stephen Meek III



Steven J. Pully

Executed, effective as of the date first written above, by:

**MEMBERS OF THE RESTRUCTURING COMMITTEE OF
SOUTHLAND ROYALTY COMPANY LLC:**

Mark A. Welsh IV

R. Stephen Meek III



Steven J. Pully