

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	Chapter 11
ATLAS RESOURCE PARTNERS, L.P.,	Case No. 16-12149 (shl)
Debtor.	(Joint Administration Pending)

Tax I.D. No: 45-3591625

In re:	Chapter 11
ARP BARNETT PIPELINE, LLC,	Case No. 16-12150 (shl)
Debtor.	(Joint Administration Pending)

Tax I.D. No: 61-1682295

In re:	Chapter 11
ARP BARNETT, LLC,	Case No. 16-12151 (shl)
Debtor.	(Joint Administration Pending)

Tax I.D. No: 90-0812567

In re:	Chapter 11
ARP EAGLE FORD, LLC,	Case No. 16-12152 (shl)
Debtor.	(Joint Administration Pending)

Tax I.D. No: 47-1846894

In re:	Chapter 11
ARP MOUNTAINEER PRODUCTION, LLC,	Case No. 16-12153 (shl)
Debtor.	(Joint Administration Pending)

Tax I.D. No: 46-5641625

In re:	Chapter 11
ARP OKLAHOMA, LLC,	Case No. 16-12154 (shl)
Debtor.	(Joint Administration Pending)

Tax I.D. No: 90-0815193

In re:	Chapter 11
ARP PRODUCTION COMPANY, LLC,	Case No. 16-12155 (shl)
Debtor.	(Joint Administration Pending)

Tax I.D. No: 90-0999968

In re:	Chapter 11
ARP RANGELY PRODUCTION, LLC,	Case No. 16-12156 (shl)
Debtor.	(Joint Administration Pending)

Tax I.D. No: 46-5641625

In re:	Chapter 11
ATLAS BARNETT, LLC,	Case No. 16-12157 (shl)
Debtor.	(Joint Administration Pending)

Tax I.D. No: 26-2654688

In re:	Chapter 11
ATLAS ENERGY COLORADO, LLC,	Case No. 16-12158 (shl)
Debtor.	(Joint Administration Pending)

Tax I.D. No: 45-2120015

In re:	Chapter 11
ATLAS ENERGY INDIANA, LLC,	Case No. 16-12159 (shl)
Debtor.	(Joint Administration Pending)

Tax I.D. No: 26-3210546

In re:	Chapter 11
ATLAS ENERGY OHIO, LLC,	Case No. 16-12160 (shl)
Debtor.	(Joint Administration Pending)

Tax I.D. No: 20-5365198

In re:	Chapter 11
ATLAS ENERGY SECURITIES, LLC,	Case No. 16-12161 (shl)
Debtor.	(Joint Administration Pending)

Tax I.D. No: 27-4735987

In re:	Chapter 11
ATLAS ENERGY TENNESSEE, LLC,	Case No. 16-12162 (shl)
Debtor.	(Joint Administration Pending)

Tax I.D. No: 26-2770794

In re:	Chapter 11
ATLAS NOBLE, LLC,	Case No. 16-12163 (shl)
Debtor.	(Joint Administration Pending)

Tax I.D. No: 20-5365139

In re:	Chapter 11
ATLAS PIPELINE TENNESSEE, LLC	Case No. 16-12164 (shl)
Debtor.	(Joint Administration Pending)

Tax I.D. No: 83-0504919

In re:

**ATLAS RESOURCE FINANCE
CORPORATION,**

Debtor.

Chapter 11

Case No. 16-12165 (shl)

(Joint Administration Pending)

Tax I.D. No: 90-0812516

In re:

**ATLAS RESOURCE PARTNERS
HOLDINGS, LLC,**

Debtor.

Chapter 11

Case No. 16-12166 (shl)

(Joint Administration Pending)

Tax I.D. No: 27-4735285

In re:

ATLAS RESOURCES, LLC,

Debtor.

Chapter 11

Case No. 16-12167 (shl)

(Joint Administration Pending)

Tax I.D. No: 20-4822875

In re:

ATLS PRODUCTION COMPANY, LLC,

Debtor.

Chapter 11

Case No. 16-12168 (shl)

(Joint Administration Pending)

Tax I.D. No: 46-3060124

In re:

REI-NY, LLC,

Debtor.

Chapter 11

Case No. 16-12169 (shl)

(Joint Administration Pending)

Tax I.D. No: 20-5365147

In re:	Chapter 11
RESOURCE ENERGY, LLC,	Case No. 16-12170 (shl)
Debtor.	(Joint Administration Pending)
Tax I.D. No: 20-5365174	

In re:	Chapter 11
RESOURCE WELL SERVICES, LLC,	Case No. 16-12171 (shl)
Debtor.	(Joint Administration Pending)
Tax I.D. No: 20-5365162	

In re:	Chapter 11
VIKING RESOURCES, LLC,	Case No. 16-12172 (shl)
Debtor.	(Joint Administration Pending)
Tax I.D. No: 20-5365124	

ORDER DIRECTING JOINT ADMINISTRATION OF THE CHAPTER 11 CASES

Upon the motion (the "Motion")¹ of the Debtors for entry of an order (the "Order"), (i) providing for the joint administration of the Debtors' separate Chapter 11 Cases for procedural purposes only and (ii) waiving the requirements that the captions in the Chapter 11 Cases contain certain identifying information with respect to each Debtor; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28. U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

28 U.S.C. §§ 1408 and 1409; and upon consideration of the First-Day Affidavit; and due and sufficient notice of the Motion having been given under the particular circumstances; and it appearing that no other or further notice need be provided; and it appearing that the relief requested by the Motion is in the best interests of the Debtors, their estates, their creditors, their stakeholders, and other parties in interest; and after due deliberation thereon, and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Motion is GRANTED as set forth herein.
2. Each of the Chapter 11 Cases is consolidated for procedural purposes only and shall be jointly administered by the Court.
3. Nothing contained in this Order shall be deemed or construed as directing or otherwise effecting any substantive consolidation of any of the Chapter 11 Cases.
4. The caption of the jointly administered Chapter 11 Cases shall read as follows:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	:	Chapter 11
	:	
ATLAS RESOURCE PARTNERS, L.P., et al.,	:	Case No. 16-12149
	:	
Debtors.¹	:	(Jointly Administered)
	:	
	:	

5. All original pleadings shall be captioned as indicated in the preceding paragraph, and all original docket entries shall be made in the case of Atlas Resource Partners, L.P., Case No. 16-12149 (shl).

6. Docket entries shall be made on the docket of each of the Chapter 11 Cases (except that of Atlas Resource Partners, L.P.), substantially as follows:

"An order has been entered in this case consolidating this case with the case of Atlas Resource Partners, L.P., Case No. 16-12149 (shl) for procedural purposes only and providing for its joint administration in accordance with the terms thereof. All further pleadings and other papers shall be filed in and all further docket entries should be made in Case No. 16-12149 (shl)."

7. The foregoing caption satisfies the requirements under Bankruptcy Code section 342(c)(1) and Bankruptcy Rule 2002(n).

¹ The Debtors and the last four digits of their taxpayer identification numbers (as applicable) are as follows: Atlas Resource Partners, L.P. (1625), ARP Barnett Pipeline, LLC (2295), ARP Barnett, LLC (2567), ARP Eagle Ford, LLC (6894), ARP Mountaineer Production, LLC (9365), ARP Oklahoma, LLC (5193), ARP Production Company, LLC (9968), ARP Rangely Production, LLC (1625), Atlas Barnett, LLC (4688), Atlas Energy Colorado, LLC (0015), Atlas Energy Indiana, LLC (0546), Atlas Energy Ohio, LLC (5198), Atlas Energy Securities, LLC (5987), Atlas Energy Tennessee, LLC (0794), Atlas Noble, LLC (5139), Atlas Pipeline Tennessee, LLC (4919), Atlas Resource Finance Corporation (2516), Atlas Resource Partners Holdings, LLC (5285), Atlas Resources, LLC (2875), ATLS Production Company, LLC (0124), REI-NY, LLC (5147), Resource Energy, LLC (5174), Resource Well Services, LLC (5162), Viking Resources, LLC (5124). The address of the Debtors' corporate headquarters is Park Place Corporate Center One, 1000 Commerce Drive, Suite 400, Pittsburgh, PA 15275.

8. This Order shall apply to any future filing of any affiliate of the Debtors, provided however, the Debtors shall file a notice with the Court identifying the cases of such affiliates and stating that this Order shall apply to such cases.

9. The Debtors may file a single monthly operating report as required by the Operating Guidelines and Reporting Requirement for Debtors in Possession and Trustees, issued by the Executive Office for United States Trustees (rev. 11/27/13) for the jointly administered debtors. However, the monthly operating report shall be filed on a consolidating (not consolidated) basis. The report shall contain on a consolidating basis the information required for each debtor that tracks and breaks out all of the specific information, e.g., receipts, disbursements, etc., on a debtor-by-debtor basis.

10. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

11. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated New York, New York

July 29, 2016

/s/ Sean H. Lane
UNITED STATES BANKRUPTCY JUDGE