Case 19-31087 Document 259 Filed in TXSB on 04/26/19 Page 1 of 11

IN THE UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF TEXAS HOUSTON DIVISION



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In re:	§	Chapter 11
WEATHERLY OIL & GAS, LLC ¹	§ §	Case No. 19-31087 (MI)
Debtor.	§ §	
	8	

AMENDED ORDER (I) AUTHORIZING THE PAYMENT OF CERTAIN TAXES AND FEES, AND (II) GRANTING RELATED RELIEF

(Relates To ECF Nos. 166, 226)

Upon the motion (the "Motion")² for entry of an order (this "Order"), (a) authorizing the Debtor to remit and pay Taxes and Fees, and (b) granting related relief, all as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtor's estate, its creditors, and other parties in interest; and this Court having found that the Debtor's notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing");

The Debtor in this chapter 11 case, along with the last four digits of the Debtor's federal tax identification number, is: Weatherly Oil & Gas, LLC (4115). The Debtor's service address is: 777 Taylor St., Suite 902, Fort Worth, TX 76102.

² Capitalized terms used but not defined herein have the meanings given to them in the Motion.

and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

- 1. The Debtor is authorized, but not directed, to: (a) pay or remit the Taxes and Fees that accrued prior to the Petition Date and that will become payable in the ordinary course during the pendency of this chapter 11 case at such time when the Taxes and Fees are payable; and (b) pay Taxes and Fees that arise or accrue in the ordinary course of business on a postpetition basis consistent with prepetition practices.
- 2. To the extent that the Debtor has overpaid any Taxes and Fees, the Debtor is authorized to seek a refund or credit.
- 3. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in the Motion or this Order or any payment made pursuant to this Order shall constitute, nor is it intended to constitute: (a) an admission as to the validity or priority of any claim or lien against the Debtor; (b) a waiver of the Debtor's rights to subsequently dispute such claim or lien on any grounds; (c) a promise or requirement to pay any prepetition claim; (d) an implication or admission that any particular claim is of a type specified or defined in the Motion or this Order; (e) a request or authorization to assume any prepetition agreement, contract, or lease pursuant to § 365 of the Bankruptcy Code; or (f) a waiver of the Debtor's rights under the Bankruptcy Code or any other applicable law.
- 4. Notwithstanding the relief granted herein or any actions taken hereunder, nothing contained in this Order shall create any rights in favor of, or enhance the status of any claim held by, any of the Authorities.

- 5. The Debtor is authorized to issue postpetition checks, or to affect postpetition electronic fund transfer requests, in replacement of any checks or electronic fund transfer requests that are dishonored as a consequence of the chapter 11 case with respect to prepetition amounts owed in connection with any Taxes and Fees.
- 6. The banks and financial institutions on which checks were drawn or electronic fund transfer requests made in payment of the prepetition obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic fund transfer requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtor's designation of any particular check or electronic fund transfer requests as approved by this Order.
- 7. Notwithstanding anything to the contrary herein, nothing in this Order authorizes the use of cash collateral or debtor-in-possession financing, and any payments authorized to be made pursuant to this Order shall be made only to the extent authorized under the cash collateral and debtor-in-possession financing order approved by this Court in effect as of the time such payment is to be made.
- 8. The Debtor shall maintain a matrix/schedule of payments made pursuant to this Order, including the following information: (a) the names of the payee; (b) the nature of the payment; (c) the amount of the payment; (d) the category or type of payment, as further described and classified in the Motion; (e) the payment date; and (f) the purpose of such payment. The Debtor shall provide a copy of such matrix/schedule to the U.S. Trustee, the Official Committee of Unsecured Creditors, and any other statutory committee appointed in this chapter 11 case every 30 days beginning upon entry of this Order.
 - 9. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003.

- 10. Notice of the Motion satisfies the requirements of Bankruptcy Rules 6004(a) and 9019(a).
- 11. The Debtor is authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.
- 12. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Signed: April 23, 2019

Marvin Isgur

United States Bankruptcy Judge

EXHIBIT A

TAXING AUTHORITIES

Authority	Type(s)	Address
TEXAS STATE COMPTROLLER	Severance Tax /	TEXAS COMPTROLLER OF
	Franchise Tax	PUBLIC ACCOUNTS
		P.O. BOX 13528
		CAPITOL STATION
		AUSTIN, TEXAS 78711-3528
LOUISIANA DEPARTMENT OF	Severance Tax	LOUISIANA DEPARTMENT OF
REVENUE	0010101100 1021	REVENUE
		617 NORTH THIRD STREET
		BATON ROUGE, LA 70802
ANGELINA COUNTY TAX	Property Taxes	
COLLECTOR		PO BOX 1344 LUFKIN TX 75902-
ANDERSON COUNTY TAX	Property Taxes	PO BOX 1990 PALESTINE TX
OFFICE		75802-1990
CADDO PARISH SHERIFF'S	Property Taxes	PO BOX 20905 SHREVEPORT LA
OFFICE	Troporty Taxoo	71120-0905
CHEROKEE COUNTY TAX	Property Taxes	135 S MAIN COURTHOUSE RUSK
ASSESSOR COLLECTOR	r roporty raxes	TX 75785-
CHEROKEE COUNTY	Property Taxes	PO BOX 494 107 EAST SIXTH
APPRAISAL DISTRICT		STREET RUSK TX 75785-
MADISON COUNTY TAX	Property Taxes	PO BOX 417 MADISONVILLE TX
COLLECTOR	r roporty raxes	77864-
PARISH OF DESOTO	Property Taxes	205 FRANKLIN ST. MANSFIELD
		LA 71052-2944
HOUSTON COUNTY	Property Taxes	1512-B E. LOOP 304 PO BOX 112
APPRAISAL DISTRICT	. ,	CROCKETT TX 75835-
LEON ISD TAX COLLECTOR	Property Taxes	12168 HWY 79 W JEWETT TX
		75846-
PINE TREE I.S.D. TAX OFFICE	Property Taxes	P O BOX 5878 LONGVIEW TX
		75608-
NACOGDOCHES CENTRAL	Property Taxes	216 W. HOSPITAL ST.
APPR DIST		NACOGDOCHES TX 75961-5168
JASPER COUNTY TAX	Property Taxes	PO DRAWER 1970 JASPER TX
COLLECTOR		75951-
LEON COUNTY TAX	Property Taxes	PO BOX 37 CENTERVILLE TX
COLLECTOR		75833-
BOSSIER PARISH SHERIFF &	Property Taxes	PO BOX 850 BENTON LA 71006-
		0850
RUSK COUNTY TAX	Property Taxes	202 NORTH MAIN STREET PO
COLLECTOR		BOX 988 HENDERSON TX 75653-
		0988
DEVERS ISD TAX COLLECTOR	Property Taxes	PO BOX 488 DEVERS TX 77538-
FRANKLIN ISD	Property Taxes	1216 FM 1644 WEST PO BOX 748
	, , -	FRANKLIN TX 77856-
LIBERTY COUNTY TAX	Property Taxes	
COLLECTOR	, ,	PO BOX 1810 LIBERTY TX 77575-
SAN AUGUSTINE CO TAX	Property Taxes	PO BOX 495 SAN AUGUSTINE TX
COLLECTOR	. ,	75972-

NAVARRO COUNTY TAX	Property Taxes	P.O. BOX 1070 CORSICANA TX
COLLECTOR		75151-0423
UPSHUR COUNTY TAX	Property Taxes	
ASSESSOR COLLECTOR		215 N TITUS GILMER TX 75644-
SMITH COUNTY TAX	Property Taxes	1517 W FRONT STREET PO BOX
ASSESSOR		2011 TYLER TX 75710-2011
STATE OF DELAWARE	Property Taxes	PO BOX 5509 BINGHAMPTON NY
		13902-5509
NATCHITOCHES PARISH	Property Taxes	PO BOX 266 NATCHITOCHES LA
SHERIFF/TAX OFFICE		71458-0266
GREGG COUNTY TAX	Property Taxes	P O BOX 1431 LONGVIEW TX
		75606-
HENDERSON COUNTY TAX	Property Taxes	125 N PRAIREVILLE #103
OFFICE		ATHENS TX 75751-
ROBERTSON COUNTY	Property Taxes	PO BOX 220 FRANKLIN TX
		77856-0220
FREESTONE COUNTY TAX	Property Taxes	PO BOX 257 FAIRFIELD TX
ASSESSOR-COLLECTOR		75840-
SHELBY COUNTY TAX OFFICE	Property Taxes	200 SAN AUGUSTINE ST
		CENTER TX 75935-
SABINE COUNTY TAX	Property Taxes	PO BOX 310 HEMPHILL TX
COLLECTOR		75948-0310
HOUSTON COUNTY TAX	Property Taxes	410 E. GOLIAD AVE, STE 101 PO
COLLECTOR		BOX 941 CROCKETT TX 75835-
RAINS COUNTY APPRAISAL	Property Taxes	
DISTRICT	· 	PO BOX 70 EMORY TX 75440-
BRAZOS COUNTY TAX	Property Taxes	4151 COUNTY PARK CT. BRYAN
COLLECTOR		TX 77802-

Case 19-31087 Document 259 Filed in TXSB on 04/26/19 Page 8 of 11

United States Bankruptcy Court Southern District of Texas

In re: Weatherly Oil & Gas, LLC The Official Committee of Unsecured Cred Debtors

Case No. 19-31087-mi Chapter 11

CERTIFICATE OF NOTICE

District/off: 0541-4 User: rcas Page 1 of 4 Date Rcvd: Apr 24, 2019 Form ID: pdf002 Total Noticed: 37

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Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on
Apr 26, 2019.
                             +Weatherly Oil & Gas, LLC, 777 Taylor Street, Suite 902, Fort Worth, TX 76102-4914
+Brett V Newman, Kirkland & Ellis LLP, 300 North LaSalle St, Chicago, IL 60654-5412
db
aty
                                                                             c/o Matthew D. Cavenaugh, 1401 McKinney, Suite 1900,
                              +Jackson Walker L.L.P.,
aty
                                 Houston, TX 77010-1900
                              +Acme Oil Service & Repair, Inc. dba Acme Oilfield,
cr
                                                                                                                                      c/o Charles E. Lauffer, Jr.,
                                 821 ESE Loop 323, Suite 530, Suite 530, Tyler, TX 75701-9779
Anderson County, c/o Tara LeDay, P. O. Box 1269, Round Rock, TX 78680-1269
cr
                                                                                                  P. O. Box 1269,
                               Brazos County,
                                                              c/o Tara LeDay,
                                                                                                                                      Round Rock, TX 78680-1269
cr
                               Buffalo I. S. D., c/o Tara LeDay, P. O. Box 1269, Round Rock, TX 78680-1269
Cherokee CAD, c/o Tara LeDay, P. O. Box 1269, Round Rock, TX 78680-1269
Cherokee County, c/o Tara LeDay, P. O. Box 1269, Round Rock, TX 78680-1269
City of Centerville, c/o Tara LeDay, P. O. Box 1269, Round Rock, TX 78680-1269
Freestone County, c/o Tara LeDay, P. O. Box 1269, Round Rock, TX 78680-1269
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                             Henderson County, C/O Tara LeDay, P. O. Box 1269, Round Rock, 12 78080-1269
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                             Palmer, TX 75152, UNITED STATES 75152-0130

JXF OIL LLC, PO Box 940383, Houston, TX 77094-7383

Leon County, c/o Tara LeDay, P. O. Box 1269, Round Rock, TX 78680-1269

Leon I. S. D., c/o Tara LeDay, P. O. Box 1269, Round Rock, TX 78680-1269

+Louisiana Midstream Gas Services, L.L.C., c/o Steven W. Soule',

Tarill Bardwick et al. 320 South Boston Avenue, Suite 200, Tulse
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                                 Hall, Estill, Hardwick, et al., 320 South Boston Avenue, Suite 200,
                                                                                                                                                                                 Tulsa, OK 74103-3708
                             HADI, ESTIII, HARDWICK, et al., 320 South Boston Avenue, Suite 200, Tulsa, OK 74103-3708 +MOCKINGBIRD MIDSTREAM GAS SERVICES, LLC, c/o Steven W. Soule', Hall, Estill, Hardwick, et al., 320 South Boston Avenue, Suite 200, Tulsa, OK 74103-3708 +Official Committee of Unsecured Creditors of Weath, Attn: Mark A. Mintz, Jones Walker LLP, 201 St. Charles Ave., Suite 5100, New Orleans, LA 70170-5101
cr
                                                                                                                                                        Suite 200, Tulsa, OK 74103-3708
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                              +Smith County, Linebarge Goggan Blair & Sampson, LLP,
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                                                                                                                                              c/o Elizabeth Weller,
                                 2777 N Stemmons Frwy Ste 1000, Dallas, TX 75207-2328
                             +Strong Services, LP, PO Box 10148, Longview, TX 75608-0148
+Texas Comptroller of Public Accounts, Kimberly A. Walsh, P.O. Box 12548,
cr
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                                 Austin, TX 78711-2548
                             +Texas Midstream Gas Services, L.L.C., c/o Steven W. Soule', 320 South Boston Avenue, Suite 200, Tulsa, OK 74103-3708
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                                                                                                                                                           Hall, Estill, Hardwick, et al.,
                              +Thru Tubing Solutions, Inc., c/o Shelley Bush Marmon, 2727 Allen Parkway, Suite 1700,
cr
                                 Houston, TX 77019-2125
                               Tyler Independent School District,
                                                                                                     c/o Tab Beall, Perdue Brandon Fielder Collins & Mott,
cr
                                                              Tyler, TX 75710-2007
                                 PO Box 2007,
                              +Williams Midstream Gas Services, L.L.C., c/o Steven W. Soule,
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                             Hall, Estill, Hardwick, et al., 320 South Boston Avenue, Suite 200, Tulsa, OK 74103-3708 +c/o Elizabeth Weller Gregg County, Rusk County, Sm, Linebarger, Goggan, Blair & Sampson LLP, 2777 N Stemmons Frwy, #1000, Dallas, TX 75207, U.S.A. 75207-2328 +c/o Elizabeth Weller Rusk County, Linebarger Goggan Blair & Sampson LLP, 2777 N Stemmons Frwy, #1000, Dallas, TX 75207, U.S.A. 75207-2328
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                                                                               c/o Elizabeth Weller,
                                 2777 N Stemmons Frwy,
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Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
                             +E-mail/Text: carl@dorelawgroup.net Apr 24 2019 21:42:24
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                                 17171 Park Row, Suite 160, Houston, TX 77084-4927
                               E-mail/Text: houston_bankruptcy@LGBS.com Apr 24 2019 21:41:44
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                                 UNITED STATES 77084-4927
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                                 Houston, TX 77253-3064
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                                 Linebarger Goggan Blair & Sampson LLP, c/o John P. Dillman,
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                                 Houston, TX 77253-3064
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TOTAL: 8

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                                                                                            Date Royd: Apr 24, 2019
                                Form ID: pdf002
                                                             Total Noticed: 37
           ***** BYPASSED RECIPIENTS (continued) *****
           **** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****
intp
                 Alex Pinyozy
                 Angelo, Gordon Energy Servicer, LLC
cr
                 Axis Energy Services, LLC
Bass Energy Services, LLC
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cr
                 Epiq Corporate Restructuring, LLC
intp
cr
                 Halliburton Energy Services, Inc.
                 Jay B Goss,
                               Bruchez & Goss,
                                                  4343 Carter Creek Pkwy, Suite 200,
                                                                                          Bryan
cr
cr
                 Key Energy Services, Inc.
cr
                 Mineral Resources Devlopment LP
                 Pioneer Well Services, LLC
cr
                 Quality Energy Services, Inc.
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                 Quintana Energy Services, LP
cr
                 Rodan Transport (U.S.A.), Ltd. d/b/a Aveda Transpo
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                 Stae of Louisiana, Dept of Natural Resources, Offi
cr
                 Texas Capital Bank, N.A.
cr
                 The Official Committee of Unsecured Creditors of W
crcm
cr
                 Walter Kimmel
                 Weatherly East Texas, LLC
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                 XTO Energy Inc.
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Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Apr 26, 2019 Signature: /s/Joseph Speetjens

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CM/ECF NOTICE OF ELECTRONIC FILING
The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email)
system on April 24, 2019 at the address(es) listed below:
                                                                   on behalf of Creditor Walter Kimmel arobertson@sloanfirm.com
                         Alan Joseph Robertson
                         Benjamin W Kadden
                                                            on behalf of Creditor
                                                                                                         Quality Energy Services, Inc. bkadden@lawla.com,
                           mnguyen@lawla.com
                         Callan Clark Searcy
                                                                 on behalf of Creditor
                                                                                                             Strong Services, LP ccsearcy@jrsearcylaw.com,
                           jrspc@jrsearcylaw.com
                         Callan Clark Searcy on behalf of Creditor
                                                                                                             Genesis Endeavors, LLC ccsearcy@jrsearcylaw.com,
                           jrspc@jrsearcylaw.com
                                   Dore, Jr
                                                      on behalf of Creditor Key Energy Services, LLC carl@dorelawgroup.net,
                          bbollman@dorelawgroup.net
                         Charles E Lauffer, Jr
                                                                    on behalf of Creditor Acme Oil Service & Repair, Inc. dba Acme Oilfield
                           Services raeannr@rllawfirm.net
                         David S. Meyer
                                                       on behalf of Creditor
                                                                                                    Angelo, Gordon Energy Servicer, LLC dmeyer@velaw.com
                         Gregory A Ostendorf
                                                                 on behalf of Creditor
                                                                                                             Rodan Transport (U.S.A.), Ltd. d/b/a Aveda
                           Transportation and Energy Services gostendorf@scopelitis.com, agregory@scopelitis.com
                         Gregory F Pesce
                                                         on behalf of Creditor Weatherly East Texas, LLC gregory.pesce@kirkland.com,
                           ecf-9b7a1a52c6e8@ecf.pacerpro.com
                         Harry Allen Perrin on behalf of Creditor
                                                                                                           Angelo, Gordon Energy Servicer, LLC
                          hperrin@velaw.com, thawkins@velaw.com;roconnor@velaw.com
                         Hector Duran, Jr on behalf of U.S. Trustee
                                                                                                                 US Trustee Hector.Duran.Jr@usdoj.gov
                                                                                                       XTO Energy Inc. bforshey@forsheyprostok.com,
                                                           on behalf of Creditor
                         J Robert Forshev
                           \verb|calendar@forsheyprostok.com|; | lbreedlove@forsheyprostok.com|; | jgonzalez@forsheyprostok.com|; | jgonzalez@forsheyprostok.com|; | lbreedlove@forsheyprostok.com|; | jgonzalez@forsheyprostok.com|; | jgonzalez@forsheyprostok.com
                         James Paul Barnett, Jr
                                                                       on behalf of Creditor
                                                                                                                  JXF OIL LLC jimbarnett@jpb-law.com,
                           lposey@jpb-law.com;scanner@jpb-law.com
                         Jay B Goss on behalf of Creditor Jay B Goss jgoss@bruchez.com
                         John P Dillman
                                                        on behalf of Creditor
                                                                                                    Madison County Houston_bankruptcy@publicans.com
                         John P Dillman
                                                        on behalf of Creditor
                                                                                                     Angelina County Houston_bankruptcy@publicans.com
                         John P Dillman
                                                        on behalf of Creditor
                                                                                                     Shelby County Houston_bankruptcy@publicans.com
                         John P Dillman
                                                        on behalf of Creditor
                                                                                                    Jasper County Houston_bankruptcy@publicans.com
                                                        on behalf of Creditor Smith County Houston bankruptcy@publicans.com on behalf of Creditor c/o Elizabeth Weller Gregg County, Rusk County, Smith
                         John P Dillman
                         John P Dillman
                           County Houston_bankruptcy@publicans.com
                                                       on behalf of Creditor
                                                                                                    Sabine County Houston_bankruptcy@publicans.com
                         John P Dillman
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District/off: 0541-4 User: rcas Page 3 of 4 Date Rcvd: Apr 24, 2019 Form ID: pdf002 Total Noticed: 37

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The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email)
system (continued)
                    John P Dillman on behalf of Creditor c/o Elizabeth Weller Rusk County
                     Houston_bankruptcy@publicans.com
                    John P Dillman on behalf of Creditor
                                                                               San Augustine County Houston_bankruptcy@publicans.com
                                           on behalf of Creditor Committee The Official Committee of Unsecured Creditors
                    Joseph E Bain
                     of Weatherly Oil & Gas, LLC JBain@joneswalker.com, kvrana@joneswalker.com
                    Joshua P. Searcy on behalf of Creditor
                                                                                  Genesis Endeavors, LLC joshsearcy@jrsearcylaw.com,
                      jrspc@jrsearcylaw.com
                    Joshua P. Searcy
                                              on behalf of Creditor
                                                                                  Strong Services, LP joshsearcy@jrsearcylaw.com,
                      jrspc@jrsearcylaw.com
                    Julie Ann Walker on behalf of Creditor
                                                                                  J-W Power Company jwalker@milmen.com,
                     ndoyle@milmen.com
                    Kimberly A Walsh on behalf of Creditor
                                                                                   Texas Comptroller of Public Accounts
                     bk-kwalsh@oag.texas.gov, sherri.simpson@oag.texas.gov
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District/off: 0541-4 Page 4 of 4 Date Rcvd: Apr 24, 2019 User: rcas

Form ID: pdf002 Total Noticed: 37

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

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