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

In re:	) Chapter 11
Southland Royalty Company LLC, 1	) Case No. 20-10158 (KBO)
Debtor.	)

FIFTH SUPPLEMENTAL DECLARATION OF PAUL F. JANSEN IN SUPPORT OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS' APPLICATION FOR AN ORDER (I) AUTHORIZING
THE (A) RETENTION AND EMPLOYMENT OF CONWAY MACKENZIE, LLC AS FINANCIAL ADVISOR NUNC PRO TUNC TO FEBRUARY 12, 2020

I, Paul F. Jansen, being duly sworn deposes and says:

1. I am a Managing Director at Conway MacKenzie, LLC ("Conway MacKenzie"). I make and submit this fifth supplemental declaration (this "Fifth Supplemental Declaration") on behalf of Conway MacKenzie to supplement the disclosures contained in the Declaration of John T. Young Jr. in Support of the Official Committee of Unsecured Creditors' Application for an Order Authorizing the Retention and Employment of Conway MacKenzie, Inc., as Financial Advisor nunc pro tunc to February 12, 2020. (the "Original Declaration") attached as Exhibit A to the Application of the Official Committee of Unsecured Creditors Pursuant to Sections 328(a), 330 and 1103 of the Bankruptcy Code, Federal Rules of Bankruptcy Procedure 2014(a) and 2016, and Local Rule 2014-1 for Authorization to Retain and Employ Conway MacKenzie, LLC as Financial Advisor nunc pro tunc to February 12, 2020 [Docket No. 205] (the "Application")<sup>2</sup> and

<sup>&</sup>lt;sup>1</sup> The Debtor in this chapter 11 case, along with the last four digits of the Debtor's federal tax identification number, is: Southland Royalty Company LLC (8522). The Debtor's mailing address is: 400 West 7<sup>th</sup> Street, Fort Worth, Texas 76102

<sup>&</sup>lt;sup>2</sup> Capitalized terms used but not defined herein shall having the meanings ascribed to such terms in the Application, the Original Declaration, the First Supplemental Declaration, the Second Supplemental Declaration, the Third Supplemental Declaration, or the Fourth Supplemental Declaration as applicable.

the First Supplemental Declaration of Paul F. Jansen in Support of the Official Committee of Unsecured Creditors' Application for an Order Authorizing the Retention and Employment of Conway MacKenzie, LLC, as Financial Advisor nunc pro tunc to February 12, 2020 [Docket No. 624] (the "First Supplemental Declaration") and the Second Supplemental Declaration of Paul F. Jansen in Support of the Official Committee of Unsecured Creditors' Application for an Order Authorizing the Retention and Employment of Conway MacKenzie, LLC, as Financial Advisor nunc pro tunc to February 12, 2020 [Docket No. 903] (the "Second Supplemental Declaration") and the Third Supplemental Declaration of Paul F. Jansen in Support of the Official Committee of Unsecured Creditors' Application for an Order (I) Authorizing the (A) Retention and Employment of Conway MacKenzie, LLC as Financial Advisor nunc pro tunc to February 12, 2020 [Docket No. 1219] (the "Third Supplemental Declaration") and the Fourth Supplemental Declaration of Paul F. Jansen in Support of the Official Committee of Unsecured Creditors' Application for an Order Authorizing the Retention and Employment of Conway MacKenzie, LLC, as Financial Advisor nunc pro tunc to February 12, 2020 [Docket No. 1393] (the "Fourth Supplemental Declaration").

- 2. I am duly authorized to make and submit this Fifth Supplemental Declaration on behalf of Conway MacKenzie in accordance with section 327(a) of the Bankruptcy Code and Bankruptcy Rule 2014(a).
- 3. Unless otherwise stated in this Fifth Supplemental Declaration, I have personal knowledge, upon information and belief, and upon records kept in the ordinary course of business that were reviewed by me or other employees of Conway MacKenzie under my supervision and direction, of the facts set forth herein.

- 4. On March 3, 2020, the Committee (the "Committee") filed the Application. The Application was approved pursuant to the *Order Authorizing the Retention and Employment of Conway MacKenzie, LLC as Financial Advisor for the Official Committee of Unsecured Creditors nunc pro tunc to February 12, 2020* (the "Order") entered on May 11, 2020 [Docket No. 415].
- 5. Subsequent to filing the Application, Conway MacKenzie performed routine inquiries to determine any addition connections to the parties in interest in the Debtors bankruptcy cases, listed on the attached **Schedule A** (the "Parties in Interest"). The Parties in Interest listed in **Schedule A** are incorporated herein.
- 6. Conway MacKenzie searched its databases, the databases of certain affiliates, Riveron Consulting, LLC and Winter Harbor, LLC and certain H.I.G. databases as set forth in the Original Declaration, the First Supplemental Declaration, the Second Supplemental Declaration, the Third Supplemental Declaration, and the Fourth Supplemental Declaration to determine any additional connections. The H.I.G. databases were searched for investments as of the last quarter of 2020, ending on December 31, 2020. No connections to H.I.G. were identified.
- 7. Based on the conflict review process described in the Original Declaration, the First Supplemental Declaration, the Second Supplemental Declaration, the Third Supplemental Declaration, and the Fourth Supplemental Declaration except as otherwise disclosed herein, or in the Original Declaration or the First Supplemental Declaration, or in the Second Supplemental Declaration, or in the Third Supplemental Declaration, or in the Fourth Supplemental Declaration including as described on Schedule B (additional connections to Riveron) and Schedule C (additional connections to Conway MacKenzie) and Schedule D (additional connections to Winter Harbor) hereto, insofar as I have been able to ascertain, Conway MacKenzie does not, (a) represent entities other than the Committee in connection with this chapter 11 case; (b) have any connection

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with the Committee, the Debtors, their creditors, stockholders, or any other party in interest, or

any of their respective attorneys and accountants, or the Office of the United States Trustee for the

District of Delaware; or (c) hold any interest adverse to the Debtors or their estates.

8. Continued inquiry will be made following the filing of this Fifth Supplemental

Declaration by undertaking the same procedures described herein, in the Original Declaration, in

the First Supplemental Declaration, in the Second Supplemental Declaration, in the Third

Supplemental Declaration, and in the Fourth Supplemental Declaration on a periodic basis, except

where otherwise specified, with additional disclosures to be filed in this Court if necessary or

otherwise appropriate.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true

and correct, to the best of my information, knowledge, and belief.

Dated: March 12, 2021

By: /s/ Paul F. Jansen

Paul F. Jansen

Managing Director

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### Schedule A

### (A) Debtor

Southland Royalty Company LLC

### (B) Affiliated Entities / Shareholders

Southland Holdings, LLC

Southland Royalty, L.P.

Southland Royalty, Inc.

Southland Royalty GP, LLC

MorningStar Partners, L.P.

EnCap Energy Capital Fund IX, LP

EnCap Energy Capital Fund X, L.P.

### (C) Joint Ventures and Joint Venture Partners

Advanced Wireless

**Communications LLC** 

Benson Montin Greer

Blackhawk Energy Corporation

BP America Production Company

Breitburn Operating LP

Cobra Oil and Gas

Conocophillips Company

Crowheart Energy LLC

Crownquest Operating LLC

**DJR Operating LLC** 

**Dugan Production Corp** 

**Enduring Resources IV LLC** 

**Enervest Operating LLC** 

EOG Y Resources, Inc.

**Epic Energy** 

FDL Operating, LLC

Foundation Energy Mgmt LLC

**GMT** Exploration

Hillcorp San Juan, LP

Holcomb Oil & Gas

**HRM Resources** 

HRM Resources III, LLC

Kaiser Francis Oil Co

Kaiser-Francis Management Company LLC

Lazy G Productions

Linn Operating Inc

Logos Operating LLC

Maralex Resources Inc.

Merrion Oil & Gas

Mustang Resources, LLC

Pro Management

Red Willow Production Company Redwolf Production Rim Operating Robert L Bayless Producer LLC San Juan Resources Inc True Oil LLC Wesco Operating, Inc. Wold Energy Partners, LLC WPX Prod LLC-Co

# (D) Current and Former Officers, Directors and Managers for the Debtor for the Past four years

Bob R. Simpson

Keith A. Hutton

Vaughn O. Vennerberg II

Timothy L. Petrus

Brent W. Clum

Scott T. Agosta

David B. Miller

Jason M. DeLorenzo

E. Murphy Markham IV

Mark A. Welsh IV

James S. Crain

Larry L. Helm

Ryan H. Henderson

Stephen Meek

Steve Pully

Frank Pometti

Dave Rawden

### (E) RBL Lenders

Citibank, N.A.

BMO Harris Bank, N.A.

Barclays Bank plc

Capital One, National Association

UBS AG, Stamford Branch

ABN AMRO Capital USA, LLC

Bank of America, N.A.

Credit Suisse AG, Cayman

Islands Branch

JPMorgan Chase Bank, N.A.

**DNB Capital LLC** 

ING Capital LLC

Comerica Bank

Goldman Sachs Bank USA

**Regions Bank** 

Simmons Bank

### (F) Hedging Counterparties

Citibank, N.A.

Barclays Bank plc

Bank of Montreal

Merrill Lynch Commodities, Inc.

JPMorgan Chase Bank, N.A.

**DNB Bank ASA** 

ING Capital Markets LLC

Regions Bank

J. Aron & Company LLC

ABN AMRO Capital USA, LLC

ABN AMRO Bank N.V.

Capital One, National Association

Comerica Bank

#### (G) Top 20 Unsecured Creditors

Halliburton Energy Services

Nabors Drilling Technologies USA, Inc.

Wamsutter LLC

MRC Global (US) Inc

Spartan Companies, LLC

F & S Trucking, Inc

BP America Production Company

Taylor Construction, Inc

Mountain Mud Service & Supply Inc.

Wyoming Department of Revenue

DNOW LP

Rocky Mountain Green Completions, LLC

Flash Funding, LLC for Valiant Int Pipeline, LLC

Terry R Pitt Construction Inc

Williams Field Services Co LLC

R&M Welding, Inc

Harvest Four Corners, LLC

MS Directional, LLC

Enterprise Field Services LLC

Seminole Pipeline Company

### (H) Top 20 Royalty Interest Owners and Working

### <u>Interest Owners</u>

Wyoming Game & Fish Department

**BP America Production Company** 

**Echo Springs LLC** 

Cross Timbers Energy LLC - External

ExxonMobil Corporation

Swanson & Johnson Co

Western Minerals Ltd Partnership

Hilcorp San Juan, L.P.

Castle Rock Royalties, LLC Tom Dugan Family Ltd Prtnshp Sean T Dugan, Managing Partner Quealy Properties LLC True Oil LLC Haymaker Holding Company LLC SFT, LLC Heath Land & Energy Oxy Y-1 Company HRM Resources III LLC Red Willow Production Company

P H Livestock Co

Carolyn L. Adams Living Trust Dated 02/21/2012

### (I) Top 50 Vendors

Halliburton Energy Services Nabors Drilling Technologies USA, Inc Wamsutter LLC MRC Global (US) Inc Spartan Companies, LLC F & S Trucking, Inc

BP America Production Company

Taylor Construction, Inc.

Mountain Mud Service & Supply Inc.

Wyoming Department of Revenue

DNOW LP

Rocky Mountain Green

Completions, LLC

Flash Funding, LLC for Valiant

Int Pipeline, LLC

Terry R Pitt Construction Inc

Williams Field Services Co LLC

R&M Welding, Inc

MS Directional, LLC

Enterprise Field Services LLC

Seminole Pipeline Company

Reladyne West LLC (Cardwell)

Ryco LLC Cabri Capital, LLC

Weatherford U.S., L.P.

Sooner Pipe LLC

Velocity Financial -- FBO

Blake Trucking LLC

**Donnelley Financial Solutions LLC** 

**Expedition Water Solutions** 

Colorado LLC

Ibex, Inc

Baggs Testing and Rental, Inc

609 Consulting LLC

Ideal Completion Services, LLC

Sivalls Inc Basic Energy Services, LP PT Miller, LLC Sky Blue Enterprises Inc AC Egbert Water Service Inc Infinity Power & Controls, LLC M Gonzales Trucking Inc Integrated Well Services, Inc Geo Drilling Fluids Zoco Unlimited, Inc Schlumberger Technology Corp WJ&G Trucking, LLC **FMC Technologies** Archrock Partners, LP Plaster & Wald Consulting Corp Ally Onsite - Denver H.B. Lee Construction Inc Owl Swd Operating, LLC

### (I) Largest Customers

Plains All-American Pipeline

BP America Production Company Tenaska Ineos Conoco-Phillips Co Hartree **Enterprise Products** Concord Energy Big West Oil Southern California Gas Macquarie Energy LLC Southwest Energy Cima Energy Holly Refining & Marketing Co New Mexico Gas Company Inc Spire Marketing Summit Energy Andeavor Williams Production Company Twin Eagle

### (K) Major Contract Counterparties

Anadarko Energy Services Company Andeavor Gathering ARM Energy Management LLC Big West Oil LLC Black Hills Energy Services Company Black Hills Gas Distribution, LLC Black Hills Power, Inc.

BP America Production Company

**BP Energy Company** 

**Castleton Commodities** 

Merchant Trading L.P.

Centerpoint Energy Services, Inc

Chevron Natural Gas

Cheyenne Light, Fuel and Power Company

Cima Energy, LP

Citadel Energy Marketing LLC

Concord Energy LLC

Conocophillips Company

Devlar Energy Marketing, LLC

**Direct Energy Business** 

Marketing, LLC

Dominion Energy Questar Pipeline, LLC

Eco-Energy Natural Gas, LLC

EDF Trading North America, LLC

El Paso Natural Gas

Enlink Midstream Operating, LP

Enterprise Field Services, LLC

**Enterprise Products Operating LLC** 

**Enterprise Products Operating LLC** 

ETC Field Services LLC

Evolution Midstream, LLC

ExxonMobil Corporation

HRM Resources III, LLC

Hartree Partners, LP

Harvest Four Corners, LLC

Hollyfrontier Refining and

Marketing LLC

ICE Data, LP

ICE Futures U.S., Inc.

ICE U.S. OTC Commodity Markets, LLC

Ineos Olefins and Polymers USA

J. Aron and Company LLC

Kansas Gas Service, a Division of One Gas, Inc.

Koch Energy Services, LLC

Macquarie Energy LLC

Mid-America Pipeline Company, LLC

Mieco Inc

Mountain Gas Resources LLC (Oxy)

Navitas Midstream Partners, LLC

New Mexico Gas Company, Inc.

Occidental Energy Marketing, Inc.

Plains Marketing, L.P.

Red Cedar Gathering Company

Red Willow Production Co.

Southern California Gas Company

Southwest Energy, L.P.

Spire Marketing Inc.

Summit Energy, LLC

Targa Liquids Marketing and

Trade LLC

Tenaska Marketing Ventures

Tesoro Refining & Marketing Company LLC

Texas Gas Service Company, a Division of One Gas, Inc.

Transwestern Pipeline Company, LLC

Twin Eagle Resource Management, LLC

United Energy Trading, LLC

Vanguard Operating LLC

Wamsutter LLC (Williams)

Western Refining Southwest, Inc.

WGR Operating, LP

Williams Energy Resources

### (L) Insurers, Issuers of Surety Bonds, Premium Financing Agreement Counterparties and Brokers

**Hub International Insurance Services** 

St. Paul Fire & Marine Insurance Company

Underwriters at Lloyd's London

Travelers Casualty and Surety (Issuer)

# (M) Beneficiaries of Guarantees, Performance Bonds or Payment/Surety Bonds

US Dept of the Interior - Bureau of Land Management

New Mexico Energy, Minerals, and Natural Resources

Department Oil Conservation Division

Colorado Oil & Gas Commission

State of Wyoming Oil and Gas Conservation Commission

State of Wyoming Department of Environmental Quality

Water Quality Division

New Mexico Oil Conservation Division

State of Wyoming, Oil and Gas Conservation Commission

Wyoming State Lands and Investments Office

Wyoming Oil and Gas Conservation Commission Office of

State Oil and Gas Supervisor

US Dept of The Interior: Bureau of Land Management

City of Farmington, NM

Wyoming Oil and Gas Conservation Commission

Office of Natural Resources Revenue

State of Wyoming: Oil and Gas Conservation Commission

Office of Natural Resources Revenue

Colorado Oil and Gas Conservation Commission

State of Wyoming - Office of State Lands & Investments

State of New Mexico, New Mexico State Land Office

New Mexico State Land Office

Southern Ute Indian Tribe, Department Of Energy

United States Government, c/o US Dept of Agriculture

State of Wyoming - Department of Environmental Quality - Land Quality Division State of Colorado, State Board of Land Commissioners Commissioner of Public Lands, NM State Land Office

## (N) Significant Utilities or Providers of Energy to the Debtor

Jemez Mountains Electric
Cooperative Inc.
City of Farmington
La Plata Electric
City of Farmington
Rocky Mountain Power
Town of Wamsutter
Yampa Valley Electric Assn., Inc
Centurylink
Digii.Net
LR Communications
West Side Water & Sewer
District
Rock Springs Municipal Utility

### (0) Ordinary Course Professionals

**Union Wireless** 

Kelly Hart & Hallman LLP
Murphy Mahon Keffler & Farrier, L.L.P
KPMG LLP
Cawley, Gillespie, & Associates, Inc.
Montgomery & Andrews Law Firm
Welborn Sullivan Meck & Tooley, P.C.
Williams, Porter, Day & Neville, P.C.
George A Snell, III
Kris Terry & Associates, Inc
Watson Millican & Company
Betzer Call Lausten & Schwartz, LLP
Vinson & Elkins LLP

# (P) Restructuring Professional Service Providers to the Debtor

AlixPartners LLP Shearman & Sterling LLP PJT Partners, Inc. Young Conaway Stargatt & Taylor, LLP

## (Q) Restructuring Professional Service Providers to Creditors

Bracewell LLP RPA Advisors LLC Willkie Farr & Gallagher LLP

### (R) Parties to Litigation with the Debtor and their

### counsel

Ulibarri

**BP** America Production

Company

Wamsutter, LLC (Williams)

Fullerton

Atencio

Crowheart Energy LLC

Fullerton

Barbwire Oil & Gas, LLC

Law Offices of George A. Barton, P.C.

Wheeler Trigg O'Donnell, LLP

Holland & Hart LLP

Associated Legal Group, LLC

Clay County Attorney

### (AB) Banking Relationships/Commercial Banks

Capital One, N.A.

U.S. Bank National Association

### (AC) Significant Competitors

BP America

**Chevron Corporation** 

Conocophillips

Exxonmobil Corporation

Hilcorp Energy Company

Occidental Petroleum

Corporation

Williams Companies

# (S) Environmental Protection, Regulatory and Other Agencies (Federal and State)

New Mexico State Land Office Wyoming Office of State

Lands and Investments

Department of Interior-BLM

Bureau of Land Management

**BLM Colorado State Office** 

Department of Interior - Bureau of Land Management

Wyoming Oil and Gas Conservation Commission

Wyoming Department of Environmental Quality

Wyoming Game & Fish

NM Oil Conservation Division

NM Office of State Engineer

NM Public Regulation Commission

Nm Environmental Department, Air Quality Bureau

Bureau of Indian Affairs

Federal Indian Minerals Office

Forest Service, Carson National Forest

Colorado Oil & Gas Conservation Commission

Colorado Division of Water Resources, Department of

Natural Resources

Colorado Water Quality Control Division, Department of

Public Health & Environment

Southern Ute Indian Tribe, Department of Energy

### (T) Federal and State Taxing Authorities

Jicarilla Apache Nation

Colorado Department of Revenue

Southern Ute Indian Tribe

Wyoming Department of Revenue

Arizona Unclaimed Property Unit

Betty T Yee California State Controller

**Delaware State Escheator** 

IRS

New Mexico Taxation and Revenue Dept

Commissioner of Public Lands

Jicarilla Revenue and Taxation

New York State Office of The State Controller

Texas Comptroller of Public Accounts

State of Washington Dept of Revenue

**Wyoming State Treasurer** 

State of Colorado O&G Consv Commission

US Department of the Interior

US Department of the Interior-Navajo Indians

US Department of the Interior-S. Ute Allottees

Wyoming State Lands & Investments

Wyoming Oil & Gas Commission

Archuleta County Treasurer

La Plata County Treasurer

Moffat County Treasurer

### (U) Region 3 U.S. Trustee and Personnel

Benjamin Hackman

Christine Green

David Buchbinder

David Villagrana

Diane Giordano

Dion Wynn

Edith A Serrano Hannah M. McCollum Holly Dice James R. O'Malley Jane Leamy Jeffrey Heck Juliet Sarkessian Karen Starr Lauren Attix Linda Casey Linda Richenderfer Michael Panacio Ramona Vinson Richard Shepacarter Robert Agarwal Shakima L. Dortch T. Patrick Tinker

Timothy J. Fox, Jr.

### (V) Delaware Bankruptcy Court Judges

Judge Ashley M. Chan
Judge Brendan L. Shannon
Judge Christopher S. Sontchi
Judge John T. Dorsey
Judge Kevin Gross
Judge Karen B. Owens
Judge Laurie Selber Silverstein
Judge Mary F. Walrath

### [W] Hedging Counterparties

Morningstar Operating LLC Wamsutter E&P, LLC H & N Gold Field Services Inc, Maverick Natural Resources, LLC Sweetwater Land LLC Union Pacific Railroad Company

### Schedule B

# Riveron Consulting, LLC Past and Present Representation of and Connections with Parties in Interest

Riveron Consulting, LLC has represented and/or had connections with the following Parties in Interest, in matters wholly unrelated to the Debtors and their bankruptcy cases:

Party of Interest	Connection to Riveron Consulting, LLC
Basic Energy Services – Top 50 vendors	Basic Energy Services is a current or former
	Client of Riveron in connection with matters
	unrelated to the Debtors
Citibank, N.A. – RBL Lenders	Citibank is a current or former client of
	Riveron in connection with matters unrelated
	to the Debtors
Holland & Heart LLP – Parties to Litigation	Holland & Heart are a current or former
with the Debtor and their Counsel	referral source of Riveron in connection with
	matters unrelated to the Debtors
Pilot Thomas Logistics, LLC – Other parties	Pilot Thomas Logistics is a current or former
in Interest	client of Riveron in connection with matters
	unrelated to the Debtors
Regions Bank – RBL Lenders	Regions Bank is a current or former client of
	Riveron in connection with matters unrelated
	to the Debtors

### **Schedule C**

## **Conway MacKenzie Past and Present Representation of and Connections with Parties in Interest**

Conway MacKenzie has represented and/or had connections with the following Parties in Interest, in matters wholly unrelated to the Debtors and their bankruptcy cases:

Party of Interest	Connection to Conway MacKenzie
Bracewell LLP – Restructuring professional	Bracewell LLP is a current or former referral
service providers to the Debtors	source of Conway MacKenzie in connection
	with matters unrelated to the Debtors
Comerica Bank – RBL Lenders	Comerica Bank is a current or former client,
	vendor, and referral source of Conway
	MacKenzie in connection with matters
	unrelated to the Debtors
Haliburton Energy Services – top twenty	Haliburton Energy Services is a current or
unsecured creditors	former client and referral source of Conway
	MacKenzie in connection with matters
	unrelated to the Debtors
New York Office of the State Controller –	The New York Office of the State Controller
Federal and State taxing authorities	is a current or former client of Conway
_	MacKenzie in connection with matters
	unrelated to the Debtors
Young Conaway Stargatt & Taylor -	Young Conaway Stargatt & Taylor are a
Restructuring professional service providers	current or former referral source of Conway
to the Debtors	MacKenzie in connection with matters
	unrelated to the Debtors

## Schedule D

## Winter Harbor LLC Past and Present Representation of and Connections with Parties in Interest

Winter Harbor LLC has represented and/or had connections with the following Parties in Interest, in matters wholly unrelated to the Debtors and their bankruptcy cases:

Party of Interest	Connection to Winter Harbor LLC
Capital One, N.A. – Banking relationships	Capital One, N.A. is a current or former
	vendor of Winter Harbor LLC in connection
	with matters unrelated to the Debtors