

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re	§	Chapter 11
	§	
FAIRWAY ENERGY, LP, et al.,¹	§	Case No. 18-12684 (LSS)
	§	
Debtors.	§	(Jointly Administered)
	§	
	§	

**NOTICE OF AMENDED² AGENDA OF MATTERS SCHEDULED
FOR HEARING ON JANUARY 8, 2019 AT 2:00 P.M. (ET)**

RESOLVED MATTERS

1. Debtors’ Motion for Interim and Final Orders Under Sections 105(a) and 366 of the Bankruptcy Code (I) Prohibiting Utility Companies from Altering or Discontinuing Service on Account of Prepetition Invoices, (II) Approving Deposit Account as Adequate Assurance of Payment, and (III) Establishing Procedures for Resolving Requests by Utility Companies for Additional Assurance of Payment [D.I. 5; 11/26/18]

Related Documents:

- A. Interim Order Under Sections 105(a) and 366 of the Bankruptcy Code (I) Prohibiting Utility Companies from Altering or Discontinuing Service on Account of Prepetition Invoices, (II) Approving Deposit Account as Adequate Assurance of Payment, and (III) Establishing Procedures for Resolving Requests by Utility Companies for Additional Assurance of Payment [D.I. 36; 11/28/18]
- B. Omnibus Notice of First Day Pleadings and Final Hearing Thereon [D.I. 40; 11/28/18]
- C. Certification of Counsel Regarding Final Order Under Sections 105(a) and 366 of the Bankruptcy Code (I) Prohibiting Utility Companies from Altering or Discontinuing Service on Account of Prepetition Invoices, (II) Approving Deposit Account as Adequate Assurance of Payment, and (III) Establishing Procedures for Resolving Requests by Utility Companies for Additional Assurance of Payment [D.I. 84; 12/17/18]
- D. Final Order Under Sections 105(a) and 366 of the Bankruptcy Code (I) Prohibiting Utility Companies from Altering or Discontinuing Service on

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtors’ federal tax identification number, include: Fairway Energy, LP (4200); Fairway Energy Partners, LLC (7914); and Fairway Energy GP, LLC (7808). The location of the Debtors’ service address is Three Riverway, Suite 1550, Houston, Texas 77056.

² All amendments appear in bold.

Account of Prepetition Invoices, (II) Approving Deposit Account as Adequate Assurance of Payment, and (III) Establishing Procedures for Resolving Requests by Utility Companies for Additional Assurance of Payment [D.I. 86; 12/18/18]

Response Deadline: December 12, 2018 at 4:00 p.m. (ET)

Responses Received: None

Status: An order has been entered by the Court. No hearing is required.

2. Debtors' Motion for an Order (I) Authorizing Continued Use of Existing Business Forms and Records, (II) Authorizing Maintenance of Existing Corporate Bank Accounts and Cash Management System, (III) Waiving Certain U.S. Trustee Requirements, and (IV) Granting Related Relief [D.I. 6; 11/26/18]

Related Documents:

- A. Interim Order (I) Authorizing Continued Use of Existing Business Forms and Records; (II) Authorizing Maintenance of Existing Corporate Bank Accounts and Cash Management System; (III) Waiving Certain U.S. Trustee Requirements; and (IV) Granting Related Relief [D.I. 37; 11/28/18]
- B. Omnibus Notice of First Day Pleadings and Final Hearing Thereon [D.I. 40; 11/28/18]
- C. Certification of Counsel Regarding Final Order (I) Authorizing Continued Use of Existing Business Forms and Records; (II) Authorizing Maintenance of Existing Corporate Bank Accounts and Cash Management System; (III) Waiving Certain U.S. Trustee Requirements; and (IV) Granting Related Relief [D.I. 85; 12/17/18]
- D. Final Order (I) Authorizing Continued Use of Existing Business Forms and Records; (II) Authorizing Maintenance of Existing Corporate Bank Accounts and Cash Management System; (III) Waiving Certain U.S. Trustee Requirements; and (IV) Granting Related Relief [D.I. 87; 12/18/18]

Response Deadline: December 12, 2018 at 4:00 p.m. (ET)

Responses Received: None

Status: An order has been entered by the Court. No hearing is required.

3. Debtors' Application for Entry of an Order Under 11 U.S.C. § 327(a) Authorizing the Employment and Retention of Haynes and Boone, LLP as Attorneys for the Debtors and Debtors in Possession Effective *Nunc Pro Tunc* to the Petition Date [D.I. 55; 12/4/18]

Related Documents:

- A. First Supplemental Declaration of Patrick L. Hughes in Support of the Debtors' Application for Entry of an Order Under 11 U.S.C. § 327(a) Authorizing the Employment and Retention of Haynes and Boone, LLP as Attorneys for the Debtors and Debtors in Possession Effective *Nunc Pro Tunc* to the Petition Date [D.I. 83; 12/17/18]
- B. Second Supplemental Declaration of Patrick L. Hughes in Support of the Debtors' Application for Entry of an Order Under 11 U.S.C. § 327(a) Authorizing the Employment and Retention of Haynes and Boone, LLP as Attorneys for the Debtors and Debtors in Possession Effective *Nunc Pro Tunc* to the Petition Date [D.I. 90; 12/19/18]
- C. Certification of Counsel Regarding Order Authorizing the Employment and Retention of Haynes and Boone, LLP as Attorneys for the Debtors and Debtors in Possession Effective *Nunc Pro Tunc* to the Petition Date [D.I. 108; 12/27/18]
- D. Order Authorizing the Employment and Retention of Haynes and Boone, LLP as Attorneys for the Debtors and Debtors in Possession Effective *Nunc Pro Tunc* to the Petition Date [D.I. 117; 1/3/19]

Response Deadline: December 18, 2018 at 4:00 p.m. (ET)

Responses Received:

- E. Informal response from the U.S. Trustee

Status: An order has been entered by the Court. No hearing is required.

- 4. Debtors' Application for an Order Authorizing Employment and Retention of Prime Clerk LLC as Administrative Advisor *Nunc Pro Tunc* to the Petition Date [D.I. 56; 12/4/18]

Related Documents:

- A. Certificate of No Objection [D.I. 91; 12/19/18]
- B. Order Authorizing Employment and Retention of Prime Clerk LLC as Administrative Advisor *Nunc Pro Tunc* to the Petition Date [D.I. 94; 12/20/18]

Response Deadline: December 18, 2018 at 4:00 p.m. (ET)

Responses Received: None

Status: An order has been entered by the Court. No hearing is required.

5. Debtors' Motion for Entry of an Order Establishing Procedures for Interim Compensation and Reimbursement of Chapter 11 Professionals [D.I. 57; 12/4/18]

Related Documents:

- A. Certificate of No Objection [D.I. 92; 12/19/18]
B. Order Establishing Procedures for Interim Compensation and Reimbursement of Chapter 11 Professionals [D.I. 95; 12/20/18]

Response Deadline: December 18, 2018 at 4:00 p.m. (ET)

Responses Received: None

Status: An order has been entered by the Court. No hearing is required.

6. Debtors' Application for an Order Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Co-Counsel to the Debtors, *Nunc Pro Tunc* to the Petition Date [D.I. 60; 12/4/18]

Related Documents:

- A. Certificate of No Objection [D.I. 98; 12/21/18]
B. Order Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Co-Counsel to the Debtors, *Nunc Pro Tunc* to the Petition Date [D.I. 116; 1/3/19]

Response Deadline: December 20, 2018 at 4:00 p.m. (ET)

Responses Received: None

Status: An order has been entered by the Court. No hearing is required.

MATTERS WITH CERTIFICATION

7. Debtors' Application for Entry of an Order Under 11 U.S.C. §§ 327(a) and 328 Authorizing the Employment and Retention of Alvarez & Marsal North America, LLC as Financial Advisors to the Debtors and Debtors in Possession Effective *Nunc Pro Tunc* to the Petition Date [D.I. 63; 12/6/18]

Related Documents:

- A. Certification of Counsel Regarding Order Under 11 U.S.C. §§ 327(a) and 328 Authorizing the Employment and Retention of Alvarez & Marsal North America, LLC as Financial Advisors to the Debtors and Debtors in Possession Effective *Nunc Pro Tunc* to the Petition Date [D.I. 99; 12/21/18]

Response Deadline: December 20, 2018 at 4:00 p.m. (ET); Extended to December 28, 2018 for the U.S. Trustee

Responses Received:

- B. Informal response from the U.S. Trustee

Status: A revised form of order has been submitted under certification of counsel. No hearing is required unless the Court has questions or concerns.

8. Debtors' Application for Entry of an Order (I) Authorizing the Retention and Employment of Piper Jaffray & Co. as Investment Banking Financial Advisor to the Debtors, *Nunc Pro Tunc* to the Petition Date, and (II) Waiving Certain Information Requirements of Local Rule 2016-2 [D.I. 82; 12/13/18]

Related Documents:

- A. Certification of Counsel Regarding Order (I) Authorizing the Retention and Employment of Piper Jaffray & Co. as Investment Banking Financial Advisor to the Debtors, *Nunc Pro Tunc* to the Petition Date, and (II) Waiving Certain Information Requirements of Local Rule 2016-2 [D.I. 110; 12/28/18]

Response Deadline: December 27, 2018 at 4:00 p.m. (ET)

Responses Received:

- B. Informal response from the U.S. Trustee

Status: A revised form of order has been submitted under certification of counsel. No hearing is required unless the Court has questions or concerns.

9. Debtors' Motion for Entry of an Order Under Bankruptcy Code Sections 105(a), 327, 330, and 331 Authorizing the Debtors to Employ and Pay Professionals Utilized in the Ordinary Course of Business [D.I. 89; 12/18/18]

Related Documents:

- A. Certificate of No Objection [D.I. 119; 1/3/19]

- B. Proposed Order

Response Deadline: January 2, 2019 at 4:00 p.m. (ET)

Responses Received: None

Status: A certificate of no objection has been filed with the Court. No hearing is required unless the Court has questions or concerns.

MATTERS GOING FORWARD

10. Debtors' Motion for Entry of Interim and Final Orders Pursuant to Sections 105, 361, 362, 363, and 364 of the Bankruptcy Code and Rules 2002, 4001, 6004, and 9014 of the Federal Rules of Bankruptcy Procedure (A) Authorizing the Debtors to (I) Use Cash Collateral, (II) Obtain Secured Superpriority Postpetition Financing and Granting Liens and Superpriority Administrative Claims, and (III) Granting Adequate Protection, and (B) Scheduling a Final Hearing, and (C) Granting Related Relief [D.I. 8; 11/26/18]

Related Documents:

- A. Notice of Filing of Revised Proposed Interim Order Pursuant to Sections 105, 361, 362, 363, and 364 of the Bankruptcy Code and Rules 2002, 4001, 6004, and 9014 of the Federal Rules of Bankruptcy Procedure (A) Authorizing the Debtors to (I) Use Cash Collateral, (II) Obtain Secured Superpriority Postpetition Financing and Granting Liens and Superpriority Administrative Claims, and (III) Granting Adequate Protection, and (B) Scheduling a Final Hearing, and (C) Granting Related Relief [D.I. 29; 11/28/18]
- B. Certification of Counsel Regarding Interim Order Pursuant to Sections 105, 361, 362, 363, and 364 of the Bankruptcy Code and Rules 2002, 4001, 6004, and 9014 of the Federal Rules of Bankruptcy Procedure (A) Authorizing the Debtors to (I) Use Cash Collateral, (II) Obtain Secured Superpriority Postpetition Financing and Granting Liens and Superpriority Administrative Claims, and (III) Granting Adequate Protection, and (B) Scheduling a Final Hearing, and (C) Granting Related Relief [D.I. 43; 11/29/18]
- C. Interim Order Pursuant to Sections 105, 361, 362, 363, and 364 of the Bankruptcy Code and Rules 2002, 4001, 6004, and 9014 of the Federal Rules of Bankruptcy Procedure (A) Authorizing the Debtors to (I) Use Cash Collateral, (II) Obtain Secured Superpriority Postpetition Financing and Granting Liens and Superpriority Administrative Claims, (III) Provide Adequate Protection, and (B) Scheduling a Final Hearing, and (C) Granting Related Relief [D.I. 45; 11/29/18]
- D. Notice of Interim Order and Final Hearing [D.I. 47; 11/29/18]
- E. Notice of Filing of Proposed Final Order Pursuant to Sections 105, 361, 362, 363, and 364 of the Bankruptcy Code and Rules 2002, 4001, 6004, and 9014 of the

Federal Rules of Bankruptcy Procedure (A) Authorizing the Debtors to (I) Use Cash Collateral, (II) Obtain Secured Superpriority Postpetition Financing and Granting Liens and Superpriority Administrative Claims, (III) Provide Adequate Protection, and (B) Granting Related Relief [D.I. 121; 1/4/19]

Response Deadline: December 13, 2018 at 4:00 p.m. (ET); Extended to December 20, 2018 for the U.S. Trustee and to December 21, 2018 for the Ad Hoc Equity Committee

Responses Received:

- F. Underground Storage, LLC's Omnibus Objection to (1) Debtors' Motion for Final Debtor in Possession Financing Order and Budget and (2) Debtors' Motion to Approve Proposed Bidding Procedures [D.I. 93; 12/20/18]
- G. Debtors' Reply to Underground Storage, LLC's Omnibus Objection to (1) Debtors' Motion for Final Debtor in Possession Financing Order and Budget and (2) Debtors' Motion to Approve Proposed Bidding Procedures [D.I. 118; 1/3/19]

Additional Documents:

- H. **Notice of Filing of Exhibits to Proposed Order Pursuant to Sections 105, 361, 362, 363, and 364 of the Bankruptcy Code and Rules 2002, 4001, 6004, and 9014 of the Federal Rules of Bankruptcy Procedure (A) Authorizing the Debtors to (I) Use Cash Collateral, (II) Obtain Secured Superpriority Postpetition Financing and Granting Liens and Superpriority Administrative Claims, (III) Provide Adequate Protection, and (B) Granting Related Relief [D.I. 125; 1/7/19]**
- I. **Declaration of Robert M. Flavin in Support of Debtors' Motion to Approve DIP Financing and Bid Procedures [D.I. 126; 1/7/19]**
- J. **Declaration of Richard J. Shinder in Support of Debtors' DIP Motion and Debtors' Bidding Procedures Motion [D.I. 127; 1/7/19]**

Status: The Debtors **have filed declarations** in support of the entry of the Final DIP Order. This matter is going forward.

- 11. Motion of Certain Equity Interest Holders to Transfer Venue to the Southern District of Texas [D.I. 49; 11/30/18]

Related Documents: None

Response Deadline: January 2, 2019 at 4:00 p.m. (ET)

Responses Received:

- A. Debtors' Objection to Motion of Certain Equity Interest Holders to Transfer Venue to the Southern District of Texas [D.I. 112; 1/2/19]
- B. Riverstone's Objection, and Joinder to Debtors' Objection, to Motion of Certain Equity Interest Holders to Transfer Venue to the Southern District of Texas [D.I. 113; 1/2/19]

Additional Documents:

- C. **Declaration in Support of the Debtors' Objection to Motion of Certain Equity Interest Holders to Transfer Venue to the Southern District of Texas [D.I. 128; 1/7/19]**

Status: The Debtors **have filed** a declaration in support of their objection. This matter is going forward.

- 12. Debtors' Motion for Entry of Orders: (I) (A) Authorizing and Approving Bidding Procedures in Connection with the Sale of Substantially All of the Debtors' Assets, (B) Approving Procedures for Determining Cure Amounts for Executory Contracts and Unexpired Leases, (C) Approving the Form and Manner of Notices in Connection with the Sale of Substantially All of the Debtors' Assets and the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection Therewith, (D) Scheduling a Hearing on Approval of the Proposed Sale of the Debtors' Assets, and (E) Granting Related Relief; and (II) (A) Approving the Sale of Substantially All of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Other Interests, (B) Authorizing and Approving the Debtors' Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection Therewith, and (C) Granting Related Relief [D.I. 64; 12/6/18]

Related Documents:

- A. Notice of Filing of Revised Proposed Order (A) Authorizing and Approving Bidding Procedures in Connection with the Sale of Substantially All of the Debtors' Assets, (B) Approving Procedures for Determining Cure Amounts for Executory Contracts and Unexpired Leases, (C) Approving the Form and Manner of Notices in Connection with the Sale of Substantially All of the Debtors' Assets and the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection Therewith, (D) Scheduling a Hearing on Approval of the Proposed Sale of the Debtors' Assets, and (E) Granting Related Relief [D.I. 122; 1/4/19]

Response Deadline: December 20, 2018 at 4:00 p.m. (ET); Extended to December 28, 2018 for the U.S. Trustee and to December 21, 2018 for the Ad Hoc Equity Committee

Responses Received:

- B. Underground Storage, LLC's Omnibus Objection to (1) Debtors' Motion for Final Debtor in Possession Financing Order and Budget and (2) Debtors' Motion to Approve Proposed Bidding Procedures [D.I. 93; 12/20/18]
- C. Debtors' Reply to Underground Storage, LLC's Omnibus Objection to (1) Debtors' Motion for Final Debtor in Possession Financing Order and Budget and (2) Debtors' Motion to Approve Proposed Bidding Procedures [D.I. 118; 1/3/19]
- D. Informal response from the U.S. Trustee

Additional Documents:

- E. **Declaration of Robert M. Flavin in Support of Debtors' Motion to Approve DIP Financing and Bid Procedures [D.I. 126; 1/7/19]**
- F. **Declaration of Richard J. Shinder in Support of Debtors' DIP Motion and Debtors' Bidding Procedures Motion [D.I. 127; 1/7/19]**

[Remainder of page intentionally left blank]

Status: The Debtors believe that they have resolved the informal response of the U.S. Trustee. The Debtors **have filed** two declarations in support of the entry of the Sale Procedures Order. This matter is going forward.

Dated: Wilmington, Delaware
January 7, 2019

HAYNES AND BOONE, LLP
Patrick L. Hughes (admitted *pro hac vice*)
Martha Wyrick (admitted *pro hac vice*)
Kelsey Zotnick (admitted *pro hac vice*)
1221 McKinney Street, Suite 2100
Houston, Texas 77010
Telephone: (713) 547-2000
Facsimile: (713) 547-2600

-and-

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Kenneth J. Enos

Edmon L. Morton (No. 3856)
Kenneth J. Enos (No. 4544)
Elizabeth S. Justison (No. 5911)
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253

ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION