

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

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

**NOTICE OF (I) SOLICITATION OF INITIAL BIDS; (II) BIDDING PROCEDURES;
(III) AUCTION; (IV) SALE HEARING AND (V) RELATED RELIEF AND DATES**

TO ALL CREDITORS AND OTHER PARTIES IN INTEREST:

PLEASE TAKE NOTICE that Fairway Energy, LP, and its debtors affiliates, as debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”), have filed voluntary petitions for relief under chapter 11 of Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Court”) on November 26, 2018.

PLEASE TAKE FURTHER NOTICE that on December 6, 2018, the Debtors filed the *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 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* [Docket No. 64] (the “Motion”) with the clerk of the Court seeking, among other things, entry of an order (the “Sale Order”) authorizing and approving: (a) the sale of all or substantially all of the Debtors’ Assets free and clear of liens, claims, encumbrances and other interests, with all such liens, claims, encumbrances and other interests attaching with the same validity and priority to the proceeds of such sale, to one or more purchasers submitting the highest or otherwise best offers therefor (the “Sale”); and (b) procedures for the assumption and assignment of executory contracts and unexpired leases (collectively, the “Contracts”). Please note that all capitalized terms used but not defined herein shall have the meanings set forth in the Motion.

PLEASE TAKE FURTHER NOTICE that the Debtors are soliciting offers for the purchase of substantially all of their Assets and assumption of substantially all of the liabilities of

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.

the Debtors with respect thereto consistent with the bidding procedures (the “Bidding Procedures”) approved by the Court by entry of an order dated January 9, 2019 [Docket No. 141] (the “Sale Procedures Order”). All interested bidders should carefully read the Bidding Procedures and Sale Procedures Order. To the extent that there are any inconsistencies between this notice and the Bidding Procedures or Sale Procedures Order, the Bidding Procedures or Sale Procedures Order, as applicable, shall govern in all respects.

PLEASE TAKE FURTHER NOTICE that, if the Debtors receive more than one Qualified Bid within the requirements and time frame specified by the Bidding Procedures, the Debtors may determine, in the exercise of their business judgment, to schedule an auction (the “Auction”) to request additional competitive Bids from Qualified Bidders with respect to the Sale commencing at **10:00 a.m. (Central Time) on March 7, 2019**, at the offices of Haynes and Boone, LLP, 1221 McKinney, Suite 2100, Houston, Texas 77010, or such later date and time as selected by the Debtors. The Auction shall be conducted in a timely fashion according to the Bidding Procedures.

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Sale (the “Sale Hearing”) is presently scheduled to take place on **March 13, 2019 at 10:30 a.m. (Eastern Time)**, or as soon thereafter as counsel may be heard, before the Honorable Laurie Selber Silverstein, at the United States Courthouse, 824 North Market Street, 6th Floor, Courtroom No. 2, Wilmington, DE 19801. The Debtors may adjourn the Sale Hearing without further notice other than by announcement in open Court or on the Court’s calendar.

PLEASE TAKE FURTHER NOTICE that, except as otherwise set forth in the Sale Procedures Order, objections, if any, to the Sale, the assumption and assignment of the Assumed and Assigned Contracts, or any relief requested in the Motion other than the relief granted by the Court in the Sale Procedures Order, including that any property or right (including an Assumed and Assigned Contract) cannot be transferred, sold, assumed, and/or assigned free and clear of all liens, encumbrances, claims and other interests, must be: (a) in writing; (b) signed by counsel or attested to by the objecting party; (c) in conformity with the Bankruptcy Rules and the Local Rules; (d) filed with the Clerk of the Court, District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, DE 19801, by no later than **4:00 p.m. (Eastern Time) on February 12, 2019** (the “General Objection Deadline”) or other applicable deadline as indicated in the Motion; and (e) served in accordance with the Local Rules so as to be received on or before the relevant objection deadline by the following: (i) the Debtors, Fairway Energy, LP, Attn.: Robert Flavin, 3 Riverway, Suite 1550, Houston, TX 77056, Email: robert.flavin@fairway midstream.com; (ii) Piper Jaffray & Co., Attn.: Spencer Rippstein and Richard Shinder, 345 Park Avenue, Suite 1200, New York, NY 10154, E-mail: spencer.w.rippstein@pjc.com and richard.j.shinder@pjc.com; (iii) counsel for the Debtors, Haynes and Boone, LLP, Attn.: Patrick L. Hughes, 1221 McKinney, Suite 2100, Houston, Texas, 77010, Email: patrick.hughes@haynesboone.com and Young Conaway Stargatt & Taylor, LLP, Attn.: Edmon L. Morton, 1000 North King Street, Wilmington, DE 19801, Email: EMorton@ycst.com; and (iv) counsel to Riverstone, White & Case LLP, Attn.: David Turetsky and Andrew Zatz, 1221 Avenue of the Americas, New York, New York 10020, Email: david.turetsky@whitecase.com and azatz@whitecase.com; and (v) the Office of the United States Trustee for the District of Delaware, Attn: Brya M. Keilson, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE

19801, Email: Brya.Keilson@usdoj.gov (these procedures are collectively referred to as the “General Objection Procedures”). Each objection shall state the legal and factual basis of such objection.

PLEASE TAKE FURTHER NOTICE that objections to the conduct of the Auction or proceeding with the Sale to the Successful Bidder(s) or any Backup Successful Bidder(s) must be filed and served by **4:00 p.m. (Eastern Time) on March 11, 2019** (the “Supplemental Objection Deadline”) and must otherwise comply with the General Objection Procedures; provided, however, that Contract Counterparties may object up until the date of the Sale Hearing solely with respect to the issue of adequate assurance of future performance by any Successful Bidder other than a Stalking Horse Bidder (as defined below).

CONSEQUENCES OF FAILING TO TIMELY MAKE AN OBJECTION

ANY PARTY OR ENTITY WHO FAILS TO TIMELY MAKE AN OBJECTION TO THE SALE ON OR BEFORE THE GENERAL OBJECTION DEADLINE OR THE SUPPLEMENTAL OBJECTION DEADLINE, AS APPLICABLE, IN ACCORDANCE WITH THE SALE PROCEDURES ORDER SHALL BE FOREVER BARRED FROM ASSERTING ANY OBJECTION TO THE SALE, INCLUDING WITH RESPECT TO THE TRANSFER OF THE ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS, EXCEPT AS SET FORTH IN THE APPLICABLE PURCHASE AND SALE AGREEMENT RELATED THERETO. IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT CERTAIN OF THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

ANY PARTY OBJECTING TO THE ASSUMPTION AND ASSIGNMENT OF AN ASSUMED AND ASSIGNED CONTRACT AND/OR THE CURE AMOUNT INCLUDING AN OBJECTION TO THE ASSIGNABILITY OF ANY OF THE DEBTORS’ OIL AND GAS ASSETS, CONTRACTS, OR LEASES SHOULD CONSULT THE NOTICE OF (I) DEBTORS’ REQUEST FOR AUTHORITY TO ASSUME AND ASSIGN CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES, AND (II) DEBTORS’ PROPOSED CURE AMOUNTS.

PLEASE TAKE FURTHER NOTICE that copies of the Motion, and any exhibits thereto, including the Sale Procedures Order and Bidding Procedures are available upon request to the Debtors’ counsel, Haynes and Boone, LLP, Attn.: Patrick L. Hughes, 1221 McKinney, Suite 2100, Houston, Texas, Email: Patrick.Hughes@haynesboone.com and Young Conaway Stargatt & Taylor, LLP, Attn.: Edmon L. Morton, 1000 North King Street, Wilmington, DE 19801, Email: EMorton@ycst.com or online at or <https://cases.primeclerk.com/fairwayenergy>.

PLEASE TAKE FURTHER NOTICE that any Contract Counterparty that would like to receive notice of the Successful Bidder(s) by fax or email may make a written request for such notice by providing a fax number or email address to the Debtors’ counsel, Haynes and Boone, LLP, Attn.: Patrick L. Hughes, 1221 McKinney, Suite 2100, Houston, Texas, Email: Patrick.Hughes@haynesboone.com and Young Conaway Stargatt & Taylor, LLP, Attn.: Edmon L. Morton, 1000 North King Street, Wilmington, DE 19801, Email: EMorton@ycst.com.

Dated: Wilmington, Delaware
January 14, 2019

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-and-

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/s/ Elizabeth S. Justison

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ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION