

**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 SUCCESSFUL BIDDER

TO ALL CREDITORS AND OTHER PARTIES IN INTEREST:

PLEASE TAKE NOTICE that on November 26, 2018, Fairway Energy, LP, Fairway Energy GP, LLC, and Fairway Energy Partners, LLC (collectively, the “Debtors” or “Fairway”) commenced voluntary cases under chapter 11 of the Bankruptcy Code (the “Chapter 11 Cases”). The Chapter 11 Cases are pending in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that on January 9, 2019, the Bankruptcy Court entered the *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. 141] (the “Bidding Procedures Order”). In the Bidding Procedures Order, the Bankruptcy Court approved certain procedures (the “Bidding Procedures”) for the sale of all or substantially all of the Debtors’ assets (collectively, the “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 sale proceeds, to one or more purchasers submitting the highest or otherwise best offers therefor (the “Sale”). Please note that all capitalized terms used but not defined herein shall have the meanings set forth in the Bidding Procedures Order.

PLEASE TAKE FURTHER NOTICE that on February 27, 2019, the Debtors filed the *Notice of (I) Revised Bid Deadline and (II) Rescheduled Date for Auction and Sale Hearing* [D.I. 239], (the “Sale Extension Notice”).

PLEASE TAKE FURTHER NOTICE that, since the Debtors received more than one Qualified Bid within the requirements and time frame specified by the Sale Extension Notice, the Debtors conducted an auction (the “Auction”) to request additional competitive bids from Qualified Bidders with respect to the Sale of the Assets which was held on Monday, March 25,

¹The 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.

2019 at 10:30 a.m. (Central Time), at the offices of Haynes and Boone, LLP, 1221 McKinney, Suite 2100, Houston, Texas 77010. At the conclusion of the Auction, the Debtors received one (1) Successful Bid and three (3) Backup Successful Bids.

PLEASE TAKE FURTHER NOTICE that the Successful Bidder for substantially all the Debtors' Assets (the "Assets") is Riverstone Credit Partners-Direct, L.P. ("Riverstone"). Attached as Exhibit A is a list of the Contracts and/or Leases that the Debtors may assume and assign to Riverstone in connection with the closing of the Sale of the Assets. Riverstone is continuing to review the list of Contracts and/or Leases attached as Exhibit A and may revise the list prior to the closing of the Sale of the Assets. Riverstone has provided evidence to the Debtors satisfactory to show its ability to perform the Debtors' obligations under the applicable Assumed and Assigned Contracts. The terms of the Riverstone's Bid will be set forth in an asset purchase agreement to be filed with the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE that the three (3) Backup Successful Bids are as follows:

- (a) ExxonMobil Pipeline Company:
 - (i) Bid per Asset Purchase and Sale Agreement, as adjusted for the Asset categories included in the Backup Successful Bid.
 - (ii) Assets included – The Assets described above in clauses (1), (2), and (5) and any crude oil held in such Assets:
 - a. Category 1. "Caverns" which is comprised of caverns, brine ponds, central facilities and the pipelines located at the Pierce Junction facility;
 - b. Category 2. "Pierce Junction-Genoa Pipeline" which is comprised of the pipelines from Pierce Junction to Genoa Junction;
 - c. Category 5. "Mykawa Rights of Way" which is comprised of the rights of way from the Debtors' property at Mykawa Road, Houston, Texas to Webster, Texas.
- (b) Magellan Crude Oil Pipeline, LLC:
 - (i) Bid per Asset Purchase and Sale Agreement, as adjusted for the Asset categories included in the Backup Successful Bid.
 - (ii) Assets included – Category 4. "Speed Pipeline" which is comprised of the pipelines from Genoa Junction to Speed Junction; and any crude oil held in such Assets.
- (c) Sullivan Brothers Investments, LLC or Assigns:

- (i) Bid per Asset Purchase and Sale Agreement, as adjusted for the Asset categories included in the Backup Successful Bid.
- (ii) Assets included – Category 3. “Genoa Junction” which is comprised of the interconnect agreements and the interconnect infrastructure located at Genoa Junction.

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court has scheduled the hearing to consider approval of the Sale of the Assets to Riverstone (the “Sale Hearing”) for Wednesday, April 10, 2019 at 2:00 p.m. (Eastern Time) before the Honorable Laurie S. Silverstein in the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 6th Floor, Courtroom No. 2, Wilmington, Delaware 19801. The Sale Hearing may be adjourned by announcement in open court or on the Bankruptcy Court’s calendar without any further notice required

PLEASE TAKE FURTHER NOTICE that the Supplemental Objection Deadline to object to the conduct of the Auction or the Sale of the Assets passed on 4:00 p.m. (Eastern Time) on Tuesday, March 26, 2019; however, the Contract Counterparties may object until the date of the Sale Hearing solely with respect to the issue of adequate assurance of future performance by any Successful Bidder. Each objection must comply with the procedures set forth in the Bidding Procedures Order.

PLEASE TAKE FURTHER NOTICE that copies of the Bidding Procedures Order and the Bidding Procedures are available (a) upon request to the Debtors’ counsel, Haynes and Boone, LLP, 1221 McKinney, Suite 2100, Houston, Texas 77010, Attn: Patrick L. Hughes, and Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Wilmington, Delaware 19801, Attn: Edmon L. Morton, or (b) online at <https://cases.primeclerk.com/fairwayenergy/>.

Dated: Wilmington, Delaware
March 27, 2019

HAYNES AND BOONE, LLP

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-and-

**YOUNG CONAWAY STARGATT & TAYLOR,
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**ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION**

Exhibit A

Assumed Contracts²

1. Tax Abatement Agreement by and between FEP LLC and the City of Houston, Texas.
2. Master Service Agreement between FEP LLC and Hawkins Lease Service, Inc. entered into January 28, 2016.
3. First Extension of Master Services Agreement between FEP LLC and Hawkins Lease Service, Inc. entered into January 3, 2017.
4. Amended and Restated Pierce Junction Crude Oil Development Agreement (the “A&R Development Agreement”) dated as of January 22, 2014 by and between FEP LLC and USL. The A&R Development Agreement have been amended by those certain letter agreements by and between FEP LLC and USL dated March 8, 2016, April 18, 2016, February 24, 2017 and March 24, 2017.
5. Cost Reimbursement Agreement dated October 1, 2015, by and between FEP LLC and United Brine Services Company, LLC.
6. USL Lease: Storage Lease Agreement (the “Storage Lease Agreement”) executed as of January 22, 2014 by and between Fairway Energy Partners, LLC and Underground Storage, LLC (“USL”), as evidenced by that certain Memorandum of Storage Lease Agreement, recorded in the Harris County Real Property records on February 15, 2016 as document number #RP-2016-61759, as amended by that certain Amendment to Storage Lease Agreement dated September 8, 2016.
7. Stevenson Lease: Lease Agreement (“Stevenson Lease Agreement”) executed as of August 7, 2015 by and between Fairway Energy Partners, LLC and Beverly D. Stevenson, as Co-Trustee of the Barbara Thompson Stevenson Marshall Trust created by Trust Agreement dated February 9, 2008, and as President of Mollie Taylor Stevenson, Sr. Heirs Management, Inc., general partner of the Mollie Taylor Stevenson, Sr. Heirs FLP, Ltd., Ben Taye Stevenson Choice, Lloyd D. Choice, Christian Stevenson Winn, Co-Trustee of the Barbara Thompson Stevenson Marshall Trust created by Trust Agreement dated February 9, 2008, and Lauren Mollie Marshall, Co-Trustee of the Barbara Thompson Stevenson Marshall Trust created by Trust Agreement dated February 9, 2008, as evidenced by Memorandum of Lease Agreement, recorded in the Harris County Real Property records on August 10, 2015 as document number #20150359516.
8. Genoa Junction South Lease: Surface Site Lease Agreement executed as of October 27, 2016 by and between Fairway Energy Partners, LLC and Enterprise Crude Pipeline LLC, as evidenced by Recording Memorandum of Surface Site Lease, recorded in the Harris County Real Property records on November 15, 2016 as document number #RP-2016-513568.

² Buyer may remove any Assumed Contract listed on this schedule in its sole or absolute discretion until the Closing pursuant to Section 2.1 of the Asset Purchase and Sale Agreement.

9. Letter Agreement dated effective January 1, 2019, by and between Fairway Energy Partners, LLC, as tenant, and DAR 3 Riverway, LP, Overland 3 Riverway, LP, Rivercan, LP and CFT 3 Riverway, LP, as landlord, for the office space located in Suite 1550 in Three Riverway, Houston, Texas 77056.
10. Grazing Lease by and between Fairway Energy Partners, LLC, and Erik Galvan, effective April 1, 2017.
11. Connection Agreement by and between FEP LLC and Enterprise Crude Pipeline LLC, effective as of February 29, 2016.
12. Interconnection Agreement by and between FEP LLC and Kinder Morgan Crude and Condensate LLC, effective as of January 29, 2016.
13. Connection Agreement by and between FEP LLC and Magellan Crude Oil Pipeline Company, L.P., effective May 23, 2017.
14. Reimbursement, Settlement and Release Agreement by and between FEP and Magellan Crude Oil Pipeline Company, L.P., effective May 23, 2017.
15. Electricity Sales and Purchase Agreement dated February 28, 2016, by and between FEP LLC and Noble Americas Energy Solutions LLC, succeeded by Calpine Energy Solutions LLC, and Superseding Layered Transaction Schedule effective March 29, 2018 for the year ended December 31, 2018. Electricity is currently being provided on a month-to-month basis.
16. Construction Agreement dated December 4, 2015 and Construction Agreement dated January 5, 2016, each between ISFI Constructors, LLC and FEP LLC.
17. Master Services Agreement dated March 9, 2017 by and between Puffer-Sweiven LP and FEP LLC.
18. Master Services Agreement dated February 12, 2016 by and between NewFields Companies, LLC and FEP LLC, as amended by the First Extension of Master Services Agreement dated as January 1, 2017.
19. Master Services Agreement dated March 20, 2017 by and between PLC Construction, Inc. and FEP LLC.
20. Contractor Agreement, including work order dated November 20, 2018, by and between FEP LLC and Instrumentation and Electrical Specialists.
21. Purchase Order dated May 25, 2018 by and between FEP LLC and Hydrologic Monitoring, LLC.
22. Services Billing Authorization dated September 22, 2017 and Purchase Order Change Order dated September 22, 2017 by and between FEP LLC and Korterra, Inc.

23. Direct Hire Fee Schedule and Guarantee, including Work Authorization Change Order dated September 9, 2015, and Work Authorization Change Order dated July 9, 2018, by and between FEP LLC and The Rowland Group, Series LLC.
24. Master Services Agreement dated February 15, 2017 by and between FEP LLC and Comcast Cable Communications Management, LLC.
25. Master Services Agreement dated December 13, 2011 by and between FEP LLC and Gullet & Associates, Inc.
26. Addendum to Virtual Private Network Express Pricing Schedule 801, Products & Services Webpage dated March 22, 2018, AVPN Network Order dated August 31, 2016, Purchase Order Change Order dated September 6, 2018, and Multi-Service Agreement dated August 31, 2016 by and between FEP LLC and Acc Business.
27. Purchase Order dated October 30, 2018 by and between FEP LLC and AWC Incorporated.
28. Purchase Order Change Order dated November 28, 2017, Equipment Rental dated September 30, 2016, Machine Relocation Form dated June 8, 2017, and Full Service Rental & Supply Agreement dated September 5, 2017 by and between FEP LLC and Stewart Organization.
29. Monitoring/Installation Agreement dated June 30, 2017, and Service Order by and between FEP LLC and Cultris Security Systems, Inc.
30. Purchase Order dated September 18, 2017 by and between FEP LLC and Alvin Pest Control, LLC.
31. Service Agreement: Non-Hazardous Waste Service Summary dated December 16, 2016 by and between FEP LLC and Waste Management of Texas, Inc.
32. New Service Form and Letter of Agency dated September 2, 2016 by and between FEP LLC and Granite Telecommunications, LLC.
33. Purchase Order Change Order dated August 9, 2018 by and between FEP LLC and 24 HR Safety, LLC.
34. Master Crude Oil Storage and Terminal Services Agreement dated April 7, 2017, and Transaction Confirmation dated 09/01/2017 by and between FEP LLC and Atlantic Trading & Marketing, Inc.
35. Grant of Ingress/Egress Right-of-Way dated August 7, 2017 by and between FEP LLC and Ben Taye Stevenson Choice.
36. Grant of Ingress/Egress Right-of-Way dated August 7, 2017 2018 by and between FEP LLC and Beverley D. Stevenson, as Co-Trustee of the Barbara Marshall Trust.

37. Grant of Ingress/Egress Right-of-Way dated August 7, 2017 by and between FEP LLC and Christian Stevenson Winn, Co-Trustee of the Barbara Thompson Stevenson Marshall Trust.
38. Lead Referral Agreement by and between FEP LLC and Cogent Communications.
39. Purchase Order Change Order (Contract 110401-9940-958) dated February 26, 2018 by and between FEP LLC and CRT Services, LLC.
40. Purchase Order Change Order Contract 110401-9940-958) dated March 7, 2018 by and between FEP LLC and CRT Services, LLC.
41. Work Authorization Change Order dated January 30, 2018 by and between FEP LLC and Dashiell Corporation.
42. Direct TV Satellite Services for Business-Acct: 002062153 dated January 18, 2018 by and between FEP LLC and DirecTV.
43. Construction Agreement dated April 1, 2016 by and between FEP LLC and Duphil, Inc.
44. Master Crude Oil Storage and Terminal Services Agreement dated August 31, 2017 by and between FEP LLC and ExxonMobil Refining & Supply.
45. Purchase Order dated August 27, 2018 by and between FEP LLC and Gator Trucking.
46. Purchase Order Change Order (Contract ID 979799-7099-553) dated November 8, 2017 by and between FEP LLC and Horiba Instruments, Inc.
47. Purchase Order Change Order (Contract ID 979701-7098-1052) dated June 29, 2018 by and between FEP LLC and Horiba Instruments, Inc.
48. Customer Service and End User License Agreement dated July 18, 2018 by and between FEP LLC and Industrial Solutions Group, LLC.
49. Estimate and Software Purchase Order dated July 18, 2018 by and between FEP LLC and Industrial Solutions Group, LLC.
50. Master Services Agreement by and between FEP LLC and JTAM Engineering, LLC.
51. Amended and Restated Crude Oil Storage and Terminal Services Agreement dated March 22, 2017 by and between FEP LLC and Koch Supply & Trading LP.
52. Grant of Ingress/Egress Right-of-Way dated August 7, 2017 by and between FEP LLC and Lauren Mollie Marshall, Co-Trustee of the Barbara Thompson Stevenson Marshall Trust.
53. Purchase Order Change Order dated March 1, 2018 by and between FEP LLC and Lazer Energy Company, Inc.

54. Grant of Ingress/Egress Right-of-Way dated August 7, 2017 by and between FEP LLC and Lloyd D. Choice.
55. Grant of Ingress/Egress Right-of-Way dated August 7, 2017 by and between FEP LLC and Mollie Taylor Stevenson, Heirs, SR, FLP, LTD.
56. Construction Agreement dated October 30, 2017 by and between FEP LLC and NC Contractors, Inc.
57. Service Level Agreement dated July 25, 2018 by and between FEP LLC and Nektar Data Systems Inc.
58. Billing Approval dated October 31, 2017 by and between FEP LLC and Oil Patch Rental Services, Inc.
59. Purchase Order dated February 12, 2018 by and between FEP LLC and Omega Safety Training, Inc.
60. Master Services Agreement dated March 22, 2017 by and between FEP LLC and Relevant Solutions, LLC.
61. Work Authorization (ID 290401-7098-1028) dated May 7, 2018 by and between FEP LLC and Relevant Solutions, LLC.
62. Work Authorization (ID 110302-1600-978) dated February 8, 2018 by and between FEP LLC and Revenew International, LLC.
63. Master Services Agreement dated December 20, 2017 by and between FEP LLC and Revenew International, LLC.
64. Master Services Agreement dated May 16, 2017 by and between FEP LLC and RPM Services, Inc.
65. Master Services Agreement dated March 16, 2017 by and between FEP LLC and Siemens Industry, Inc.
66. Work Authorization Change Order (ID 290401-7098-1103) dated November 28, 2018 by and between FEP LLC and Siemens Industry, Inc.
67. Master Services Agreement dated March 14, 2017 by and between FEP LLC and Solid State Automation.
68. Master Services Agreement dated January 1, 2017 by and between FEP LLC and T&L Lease Service Ltd.
69. RP 1162 Collaborative Program Proposal and Approval Purchase Order dated April 23, 2018 by and between FEP LLC and The Paradigm Alliance, Inc.
70. Master Services Agreement dated October 23, 2015 by and between FEP LLC and Tiger

Rentals, Ltd.

71. Master Services Agreement dated February 10, 2017 by and between FEP LLC and X-Ray Locating Services, Inc.

72. The Contracts listed on the Notice of (I) Debtors' Request for Authority to Assume and Assign Certain Executory Contracts and Unexpired Leases, and (II) Debtors' Proposed Cure Amounts (Docket 161).

73. The Contracts listed on the Second Notice of (I) Debtors' Request for Authority to Assume and Assign Certain Executory Contracts and Unexpired Leases, and (II) Debtors' Proposed Cure Amounts (Docket 262)