

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

In re:	§	Chapter 11
FURIE OPERATING ALASKA, LLC, <i>et al.</i> , ¹	§	Case No. 19-11781 (LSS)
Debtors.	§	Jointly Administered

NOTICE OF **SECOND AMENDED**² AGENDA OF MATTERS SCHEDULED FOR
HEARING ON MARCH 4, 2020 AT 2:00 P.M. (EASTERN TIME)³

RESOLVED / ADJOURNED MATTERS:

1. Amended Motion of Bruce Webb and The Webb Family Trust (A) Seeking Authority and Standing to Pursue Derivative Claims, If Any, (B) Requesting an Extension of the Challenge Deadline, and (C) Requesting Conversion of Cases to Chapter 7, or, Alternatively, Appointment of Chapter 11 Trustee [Docket No. 283, filed November 18, 2019]

Objection/Response Deadline: December 5, 2019

Objections/Responses/Replies:

- A. Debtors' Omnibus Objection to Motions by Webb and the Certain Royalty and Working Interest Owners for Standing and Authority to Prosecute Claims on Behalf of the Debtors' Estates and for Related Relief [Docket No. 365, filed December 5, 2019]
- B. Declaration of Scott M. Pinsonnault in Support of Debtors' Objection to Standing Motions [Docket No. 366, filed December 5, 2019]
- C. Declaration of David W. Elder in Support of Debtors' Objection to Standing Motions [Docket No. 367, filed December 5, 2019]

¹ The Debtors, together with the last four digits of each Debtor's federal tax identification number, are: Furie Operating Alaska, LLC (8721); Cornucopia Oil & Gas Company, LLC (9914); and Corsair Oil & Gas LLC (8012). The location of the Debtors' corporate headquarters and the service address for all Debtors is 188 W. Northern Lights Blvd. Suite 620, Anchorage, Alaska 99503.

² **Amended items appear in bold type.**

³ Please note that the hearing will be held before the Honorable Laurie Selber Silverstein in the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 6th Floor, Courtroom No. 2, Wilmington, Delaware 19801. Any person who wishes to appear telephonically must contact COURTCALL, LLC at 866-582-6878.

- D. Declaration of Thomas P. Walsh in Support of Debtors' Objection to Standing Motions [Docket No. 368, filed December 5, 2019]
- E. Declaration of Arthur Wayne McBride in Support of Debtors' Objection to Standing Motions [Docket No. 369, filed December 5, 2019]
- F. Declaration of Jeffrey A. Brodsky in Support of Debtors' Objection to Standing Motions [Docket No. 370, filed December 5, 2019]
- G. Declaration of William L. Transier in Support of Debtors' Objection to Standing Motions [Docket No. 371, filed December 5, 2019]
- H. Appendix in Support of Debtors' Objection to Standing Motions [Docket No. 372, filed December 5, 2019]
- I. ECP's Omnibus Objection to the Webb Movants' and the RWIO Movants' Motions for Derivative Standing and to Extend the Challenge Deadline, and Joinder to the Debtors' Omnibus Objection and the Melody Lenders' Objection Regarding the Same [Docket No. 373, filed December 5, 2019]
- J. Melody Lenders' (I) Joinder to ECP's and the Debtors' Objections to the Webb and RWIO Motions and (II) Objection to the Webb and RWIO Motions [Docket No. 374, filed December 5, 2019]
- K. Declaration of Stephen P. Morgan in Support of the Melody Lenders' Joinder and Supplemental Objection [Docket No. 375, filed December 5, 2019]
- L. Reply in Support of Amended Motion of Bruce Webb and The Webb Family Trust (A) Seeking Authority and Standing to Pursue Derivative Claims, If Any, (B) Requesting an Extension of the Challenge Deadline, and (C) Requesting Conversion of Cases to Chapter 7, or, Alternatively, Appointment of Chapter 11 Trustee [Docket No. 391, filed December 9, 2019]
- M. ECP's Supplemental Memorandum in Support of the Objections to Webb Movants' and RWIO Movants' Motions for Derivative Standing and to Extend the Challenge Period and Joinder to the Debtors' Supplemental Memorandum [Docket No. 508; filed February 6, 2020]
- N. Debtors' Supplemental Memorandum in Further Support of Omnibus Objection to Motions by Webb and the Certain Royalty and Working Interest Owners for Standing and Authority to Prosecute Claims on Behalf of the Debtors' Estates and for Related Relief [Docket No. 509; filed February 6, 2020]
- O. Pre-Argument Brief of Bruce Webb and the Webb Family Trust [Docket No. 510; filed February 6, 2020]
- P. Supplemental Statement in Support of the Motion of Certain Royalty and Working Interest Owners for entry of an Order (I) Determining Nature of Certain Claims and (II) if Necessary, Granting, Leave, Standing and Authority to Prosecute and, if

Appropriate, Settle Certain Claims on Behalf of the Debtors' Estates [Docket No. 511; filed February 6, 2020]

Related Documents:

- A. Order Approving Stipulation [Docket No. 292, filed November 18, 2019]
- B. Letter to the Honorable Laurie Selber Silverstein from Counsel to the Debtors Regarding December 20, 2019 Hearing [Docket No. 413; filed December 17, 2019]
- C. Order Approving Stipulation of Withdrawal [Docket No. 435; entered December 23, 2019]
- D. Letter from Judge Laurie Selber Silverstein [Docket No. 442; filed December 27, 2019]

Status: This matter is resolved subject to approval of Matter #6.

- 2. Motion of Certain Royalty and Working Interest Holders for Entry of an Order (I) Determining Nature of Certain Claims and (II) if Necessary, Granting Leave, Standing and Authority to Prosecute and, if Appropriate, Settle Certain Claims on Behalf of the Debtors' Estates [Docket No. 285, filed November 18, 2019]

Objection/Response Deadline: December 5, 2019

Objections/Responses/Replies:

- A. Debtors' Omnibus Objection to Motions by Webb and the Certain Royalty and Working Interest Owners for Standing and Authority to Prosecute Claims on Behalf of the Debtors' Estates and for Related Relief [Docket No. 365, filed December 5, 2019]
- B. Declaration of Scott M. Pinsonnault in Support of Debtors' Objection to Standing Motions [Docket No. 366, filed December 5, 2019]
- C. Declaration of David W. Elder in Support of Debtors' Objection to Standing Motions [Docket No. 367, filed December 5, 2019]
- D. Declaration of Thomas P. Walsh in Support of Debtors' Objection to Standing Motions [Docket No. 368, filed December 5, 2019]
- E. Declaration of Arthur Wayne McBride in Support of Debtors' Objection to Standing Motions [Docket No. 369, filed December 5, 2019]
- F. Declaration of Jeffrey A. Brodsky in Support of Debtors' Objection to Standing Motions [Docket No. 370, filed December 5, 2019]
- G. Declaration of William L. Transier in Support of Debtors' Objection to Standing Motions [Docket No. 371, filed December 5, 2019]

- H. Appendix in Support of Debtors' Objection to Standing Motions [Docket No. 372, filed December 5, 2019]
- I. ECP's Omnibus Objection to the Webb Movants' and the RWIO Movants' Motions for Derivative Standing and to Extend the Challenge Deadline, and Joinder to the Debtors' Omnibus Objection and the Melody Lenders' Objection Regarding the Same [Docket No. 373, filed December 5, 2019]
- J. Melody Lenders' (I) Joinder to ECP's and the Debtors' Objections to the Webb and RWIO Motions and (II) Objection to the Webb and RWIO Motions [Docket No. 374, filed December 5, 2019]
- K. Declaration of Stephen P. Morgan in Support of the Melody Lenders' Joinder and Supplemental Objection [Docket No. 375, filed December 5, 2019]
- L. Reply in Support of Motion of Certain Royalty and Working Interest Holders for Entry of an Order (I) Determining Nature of Certain Claims and (II) if Necessary, Granting Leave, Standing and Authority to Prosecute and, if Appropriate, Settle Certain Claims on Behalf of the Debtors' Estates [Docket No. 390, filed December 9, 2019]
- M. ECP's Supplemental Memorandum in Support of the Objections to Webb Movants' and RWIO Movants' Motions for Derivative Standing and to Extend the Challenge Period and Joinder to the Debtors' Supplemental Memorandum [Docket No. 508; filed February 6, 2020]
- N. Debtors' Supplemental Memorandum in Further Support of Omnibus Objection to Motions by Webb and the Certain Royalty and Working Interest Owners for Standing and Authority to Prosecute Claims on Behalf of the Debtors' Estates and for Related Relief [Docket No. 509; filed February 6, 2020]
- O. Pre-Argument Brief of Bruce Webb and the Webb Family Trust [Docket No. 510; filed February 6, 2020]
- P. Supplemental Statement in Support of the Motion of Certain Royalty and Working Interest Owners for entry of an Order (I) Determining Nature of Certain Claims and (II) if Necessary, Granting, Leave, Standing and Authority to Prosecute and, if Appropriate, Settle Certain Claims on Behalf of the Debtors' Estates [Docket No. 511; filed February 6, 2020]

Related Documents:

- A. Order Approving Stipulation [Docket No. 292, filed November 18, 2019]
- B. Letter to the Honorable Laurie Selber Silverstein from Counsel to the Debtors Regarding December 20, 2019 Hearing [Docket No. 413; filed December 17, 2019]
- C. Order Approving Stipulation of Withdrawal [Docket No. 435; entered December 23, 2019]

D. Letter from Judge Laurie Selber Silverstein [Docket No. 442; filed December 27, 2019]

Status: This matter is resolved subject to approval of Matter #6.

3. Joint Motion of Certain Royalty and Working Interest Owners for Relief from the Automatic Stay Pursuant to 11 U.S.C. § 362(d) [Docket No. 320, filed November 27, 2019]

Objection/Response Deadline: December 5, 2019 at 4:00 p.m. (extended to December 17, 2019 at 4:00 p.m. for (i) the Debtors and (ii) ECP)

Objections/Responses:

A. Debtors' Objection to Joint Motion of Certain Royalty and Working Interest Owners for Relief from the Automatic Stay Pursuant to 11 U.S.C. § 362(d) [Docket No. 415, filed December 17, 2019]

B. Joinder of Energy Capital Partners to the Debtors' Objection to Joint Motion of Certain Royalty and Working Interest Owners for Relief from the Automatic Stay Pursuant to 11 U.S.C. § 362(d) [Docket No. 416, filed December 17, 2019]

Related Documents: None.

Status: This matter is resolved subject to approval of Matter #6.

MATTERS GOING FORWARD:

4. Debtors' Motion for Entry of an Order (I) Establishing an Administrative Bar Date and (II) Approving the Form and Manner of Notice Thereof [Docket No. 552, filed February 19, 2020]

Objection/Response Deadline: February 26, 2020 at 4:00 p.m. (extended to March 3, 2020 for the Office of the United States Trustee)

Objections/Responses:

A. Informal comments from the Office of the United States Trustee

Related Documents:

A. Certification of Counsel Regarding Debtors' Motion for Entry of an Order (I) Establishing an Administrative Bar Date and (II) Approving the Form and Manner of Notice Thereof [Docket No. 596, filed March 2, 2020] (WITHDRAWN)

B. Notice of Withdrawal of Certification of Counsel (Docket No. 596) [Docket No. 598; filed March 2, 2020]

C. Certification of Counsel Regarding Debtors' Motion for Entry of an Order (I) Establishing an Administrative Bar Date and (II) Approving the Form and Manner of Notice Thereof [Docket No. 611, filed March 3, 2020]

Status: The comments from the Office of the United States Trustee have been resolved and a revised proposed order has been filed under certification of counsel. A hearing is only necessary to the extent the Court has any questions or concerns.

5. Motion of Debtors for Entry of Orders (I)(A) Approving Bidding Procedures for the Sale of the Debtors' Assets, (B) Approving Stalking Horse Bid Protections, (C) Scheduling an Auction For, and Hearing to Approve, the Sale of the Debtors' Assets, (D) Approving the Form and Manner of Notice Thereof, (E) Approving Contract Assumption and Assignment Procedures and (F) Granting Related Relief and (II)(A) Approving the Sale of the Debtors Assets Free and Clear of Liens, Claims, Interests And Encumbrances, (B) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases and (C) Granting Related Relief [Docket No. 14, filed August 9, 2019]

Sale & Adequate Assurance Objection Deadline: March 2, 2020 at 12:00 p.m.

Objections/Responses:

- A. Notice to Prospective Bidders re: State of Alaska Bonding and Regulatory Requirements [Docket No. 112, filed September 11, 2019]
- B. State of Alaska's Qualified Non Opposition to Cure Amounts [Docket No. 228, filed October 23, 2019]
- C. Joint Objection and Reservation of Rights of Certain Royalty and Working Interest Owners to Amended Notice of Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount [Docket No. 229, filed October 23, 2019]
- D. Response and Reservation of Rights of Alaska Pipeline Company to Second Amended Notice of Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amounts [Docket No. 297, filed November 20, 2019]
- E. Limited Objection of Clear Creek Independent School District to Debtors' Motion for Entry of Orders (I)(A) Approving Bidding Procedures for the Sale of the Debtors' Assets, (B) Approving Stalking Horse Bid Protections, (C) Scheduling an Auction For, and Hearing to Approve, the Sale of the Debtors' Assets, (D) Approving the Form and Manner of Notice Thereof, (E) Approving Contract Assumption and Assignment Procedures and (F) Granting Related Relief and (II)(A) Approving the Sale of the Debtors Assets Free and Clear of Liens, Claims, Interests And Encumbrances, (B) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases and (C) Granting Related Relief [Docket No. 363, filed December 5, 2019]

- F. Melody Lenders' Preliminary Objection to Motion of the Debtors for Entry of Order Approving the Sale of Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, and Related Relief [Docket No. 393, filed December 10, 2019]
- G. Alaska Pipeline Company's Reservation of Rights Regarding Adequate Assurance of Future Performance by HEX, L.L.C. and Cure Claim [Docket No. 414, filed December 17, 2019]
- H. Preliminary Objection and Reservation of Rights of Certain Royalty and Working Interest Owners to the Motion Of Debtors For Entry Of Orders (I)(A) Approving Bidding Procedures For The Sale Of The Debtors Assets, (B) Approving Stalking Horse Bid Protections, (C) Scheduling An Auction For, And Hearing To Approve, The Sale Of The Debtors Assets, (D) Approving The Form And Manner Of Notice Thereof, (E) Approving Contract Assumption And Assignment Procedures And (F) Granting Related Relief And (II)(A) Approving The Sale Of The Debtors Assets Free And Clear Of Liens, Claims, Interests And Encumbrances, (B) Authorizing The Assumption And Assignment Of Executory Contracts And Unexpired Leases And (C) Granting Related Relief [Docket No. 417, filed December 17, 2019] (WITHDRAWN – SEE DOCKET NO. 539)
- I. Joinder of Certain Overriding Royalty Interest Owners in Preliminary Sale Objections of the RWIO Group and Reservation of Rights [Docket No. 433, filed December 20, 2019]
- J. Notice of Alternative Offer, filed by HEX LLC [Docket No. 553; filed February 20, 2020]
- K. Informal comments from the Office of the United States Trustee
- L. Informal comments from HEX LLC**

Related Documents:

- A. Order (A) Approving Bidding Procedures for the Sale of the Debtors' Assets, (B) Approving Procedures for Stalking Horse Bid Protections, (C) Scheduling an Auction for, and Hearing to Approve, the Sale of the Debtors' Assets, (D) Approving the Form and Manner of Notice Thereof, (E) Approving Contract Assumption and Assignment Procedures and (F) Granting Related Relief [Docket No. 185, entered September 26, 2019]
- B. Notice of Sale, Bidding Procedures, Auction and Sale Hearing [Docket No. 194, filed September 30, 2019]
- C. Notice of Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amounts [Docket No. 206, filed October 9, 2019]
- D. Amended Notice of Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amounts [Docket No. 207, filed October 10, 2019]

- E. Notice of Filing of Proposed (i) Form Securities and Asset Purchase Agreements and (ii) Sale Order [Docket No. 237, filed October 28, 2019]
- F. Amended Notice of Sale, Bidding Procedures, Auction and Sale Hearing [Docket No. 252, filed November 1, 2019]
- G. Second Amended Notice of Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount [Docket No. 253, filed November 1, 2019]
- H. Notice of Extended Deadline to Submit Qualified Bids [Docket No. 339, filed December 2, 2019]
- I. Notice of Auction Results [Docket No. 377, filed December 6, 2019]
- J. Notice of Adjournment of Sale Hearing [Docket No. 429; filed December 20, 2019]
- K. Amended Notice of Auction Results [Docket No. 528; filed February 18, 2020]
- L. Declaration of Scott M. Pinsonnault in Support of Order (A) Declaring the Acquirer as the Successful Bidder; (B) Authorizing the Debtors to Enter into That Certain Acquisition By Foreclosure Agreement With the Successful Bidder; (C) Authorizing the Parties to Perform Their Obligations in Connection Therewith; and (D) Granting Related Relief [Docket No. 540; filed February 18, 2020]
- M. Declaration of Lucas Hohnstein in Support of Order (A) Declaring the Acquirer as the Successful Bidder; (B) Authorizing the Debtors to Enter into That Certain Acquisition By Foreclosure Agreement With the Successful Bidder; (C) Authorizing the Parties to Perform Their Obligations in Connection Therewith; and (D) Granting Related Relief [Docket No. 541; filed February 18, 2020]
- N. Order Authorizing the Debtors to Enter Into That Certain Acquisition By Foreclosure Agreement With Kachemak Exploration LLC [Docket No. 565; entered February 21, 2020]
- O. Notice of (I) Proposed Sale Approval Order and (II) Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount [Docket No. 571; filed February 21, 2020]
- P. Notice of Filing of Amended Exhibit “A” to Notice of (I) Proposed Sale Approval Order and (II) Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount [Docket No. 592; filed February 28, 2020]
- Q. Declaration of David W. Elder in Support of the Proposed Second Order (A) Authorizing the Debtors to Enter Into That Certain Acquisition by Foreclosure Agreement With Kachemak Exploration, LLC, (B) Authorizing the Parties to Perform Their Obligations in Connection Therewith, and (C) Granting Related Relief [Docket No. 595; filed March 2, 2020]

- R. **Certification of Counsel Regarding Second Order (A) Authorizing the Debtors to Enter Into That Certain Acquisition by Foreclosure Agreement With Kachemak Exploration, LLC, (B) Authorizing the Parties to Perform Their Obligations in Connection Therewith, and (C) Granting Related Relief [Docket No. 613, filed March 3, 2020]**

Status: **The comments from the Office of the United States Trustee and HEX LLC have been resolved and a revised proposed order has been filed under certification of counsel. A hearing is only necessary to the extent the Court has any questions or concerns.**

6. Debtors' Motion Pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure and Section 105(a) of the Bankruptcy Code for Approval of Settlement Between the Debtors, the Lender Parties, the Buyer, the Webb Litigants, and the RWIO Parties [Docket No. 532, filed February 18, 2020]

Objection/Response Deadline: March 2, 2020

Objections/Responses:

- A. Informal comments from the Office of the United States Trustee

Related Documents:

- A. Debtors' Motion for (I) a Shortened Notice and Objection Period, (II) an Expedited Hearing, and (III) an Expedited Ruling with Respect to Debtors' Motions Pursuant to Rule 9019 and Bankruptcy Code Section 105(a) for Approval of the Settlement Between the Debtors and APC and the Settlements Between the Debtors, the Lender Parties, the Buyer, the Webb Litigants, and the RWIO Litigants [Docket No. 534, filed February 18, 2020]
- B. Order Granting Debtors' Motion for (I) a Shortened Notice and Objection Period, (II) an Expedited Hearing, and (III) an Expedited Ruling with Respect to Debtors' Motions Pursuant to Rule 9019 and Bankruptcy Code Section 105(a) for Approval of the Settlement Between the Debtors and APC and the Settlements Between the Debtors, the Lender Parties, the Buyer, the Webb Litigants, and the RWIO Litigants [Docket No. 542, entered February 19, 2020]
- C. Notice of Hearing on Debtors' Motion Pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure and Section 105(a) of the Bankruptcy Code for Approval of Settlement Between the Debtors, the Lender Parties, the Buyer, the Webb Litigants, and the RWIO Parties [Docket No. 549, filed February 19, 2020]
- D. **Certification of Counsel Regarding Debtors' Motion Pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure and Section 105(a) of the Bankruptcy Code for Approval of Settlement Between the Debtors, the Lender Parties, the Buyer, the Webb Litigants, and the RWIO Parties [Docket No. 609, filed March 3, 2020]**

Status: The comments from the Office of the United States Trustee have been resolved and a revised proposed order has been filed under certification of counsel. A hearing is only necessary to the extent the Court has any questions or concerns.

7. Debtors' Motion Pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure and Section 105(a) of the Bankruptcy Code for Approval of Settlement Between the Debtors and APC [Docket No. 533, filed February 18, 2020]

Objection/Response Deadline: March 2, 2020

Objections/Responses:

- A. Informal comments from the Office of the United States Trustee

Related Documents:

- A. Debtors' Motion for (I) a Shortened Notice and Objection Period, (II) an Expedited Hearing, and (III) an Expedited Ruling with Respect to Debtors' Motions Pursuant to Rule 9019 and Bankruptcy Code Section 105(a) for Approval of the Settlement Between the Debtors and APC and the Settlements Between the Debtors, the Lender Parties, the Buyer, the Webb Litigants, and the RWIO Litigants [Docket No. 534, filed February 18, 2020]
- B. Order Granting Debtors' Motion for (I) a Shortened Notice and Objection Period, (II) an Expedited Hearing, and (III) an Expedited Ruling with Respect to Debtors' Motions Pursuant to Rule 9019 and Bankruptcy Code Section 105(a) for Approval of the Settlement Between the Debtors and APC and the Settlements Between the Debtors, the Lender Parties, the Buyer, the Webb Litigants, and the RWIO Litigants [Docket No. 542, entered February 19, 2020]
- C. Notice of Hearing on Debtors' Motion Pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure and Section 105(a) of the Bankruptcy Code for Approval of Settlement Between the Debtors and APC [Docket No. 550, filed February 19, 2020]
- D. Certification of Counsel Regarding Debtors' Motion Pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure and Section 105(a) of the Bankruptcy Code for Approval of Settlement Between the Debtors and APC [Docket No. 610, filed March 3, 2020]**

Status: The comments from the Office of the United States Trustee have been resolved and a revised proposed order has been filed under certification of counsel. A hearing is only necessary to the extent the Court has any questions or concerns.

Dated: March 4, 2020
Wilmington, Delaware

WOMBLE BOND DICKINSON (US) LLP

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