

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

In re:)	
)	Chapter 11
NEW GULF RESOURCES, LLC, <i>et al.</i>)	Case No. 15-12566 (BLS)
)	
Debtors. ¹)	Jointly Administered
)	

**NOTICE OF AGENDA OF MATTER SCHEDULED FOR
HEARING ON FEBRUARY 4, 2016 AT 1:30 PM (ET)**

MATTERS GOING FORWARD

1. Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing Debtors to Pay or Honor Prepetition and Post-Petition (A) Obligations to Holders of Royalty Interests and Working Interests and (B) Lease Operating Expenses; and (II) Granting Related Relief [D.I. 7, 12/17/15]

Response Deadline: January 12, 2016 at 4:00 p.m. (ET)

Responses Received:

- A. Energy & Exploration Partners, LLC’s (A) Objection to Debtors’ Motions for Final Orders to (I) Obtain Postpetition Financing and (II) Pay or Honor Prepetition and Postpetition Obligations to Holders of Working Interests, and (B) Request for Adequate Protection [D.I. 115, 1/12/16]

Related Documents:

- B. Interim Order (I) Authorizing Debtors to Pay or Honor Prepetition and Post-Petition (A) Obligations to Holders of Royalty Interests Overriding Royalty Interests, and Working Interests and (B) Lease Operating Expenses; and (II) Granting Related Relief [D.I. 38, 12/18/15]
- C. Omnibus Notice of Pleadings and Hearing Thereon [D.I. 46, 12/18/15]
- D. Motion for Order Granting Debtors Leave and Permission to File the Debtors’ Reply to the Objection of Energy & Exploration Partners, LLC to Debtors’ Motion to Pay Interest Owners and Lease Operating Expenses [D.I. 152, 1/15/16]

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: NGR Holding Company LLC (1782), New Gulf Resources, LLC (1365); NGR Finance Corp. (5563) and NGR Texas, LLC (a disregarded entity for tax purposes). The Debtors’ mailing address is 10441 S.

- E. Order Granting Debtors Leave and Permission to File the Debtors' Reply to the Objection of Energy & Exploration Partners, LLC to Debtors' Motion to Pay Interest Owners and Lease Operating Expenses [D.I. 175, 1/19/16]
- F. Second Interim Order (I) Authorizing Debtors to Pay or Honor Prepetition and Post-Petition (A) Obligations to Holders of Royalty Interests Overriding Royalty Interests, and Working Interests and (B) Lease Operating Expenses; and (II) Granting Related Relief [D.I. 189, 1/20/16]
- G. Notice of Filing of Proposed Final Order (I) Authorizing Debtors to Pay or Honor Prepetition and Postpetition (A) Obligations to Holders of Royalty Interests, Overriding Royalty Interests, and Working Interests and (B) Lease Operating Expenses; and (II) Granting Related Relief [D.I. 212, 1/25/16]
- H. Notice of Rescheduled Omnibus Hearing [D.I. 220, 1/27/16]

Status: The Debtors have filed a revised form of order (Item (G)), which the Debtors intend to request the Court to enter. This matter is going forward.

- 2. Motion for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364 and 507 (A) (1) Authorizing the Debtors to Obtain Senior Secured Priming Superpriority Postpetition Financing, (2) Authorizing Use of Cash Collateral, (3) Granting Liens And Providing Superpriority Administrative Expense Status, (4) Granting Adequate Protection, and (5) Modifying the Automatic Stay; (B) Scheduling a Final Hearing, and (C) Granting Related Relief [D.I. 10, 12/17/15]

Response Deadline: January 12, 2016 at 4:00 p.m. (ET)

Responses Received:

- A. Energy & Exploration Partners, LLC's (A) Objection to Debtors' Motions for Final Orders to (I) Obtain Postpetition Financing and (II) Pay or Honor Prepetition and Postpetition Obligations to Holders of Working Interests, and (B) Request for Adequate Protection [D.I. 115, 1/12/16]
- B. Limited Objection of Regiment Capital Ltd. to the Debtors' Motion for Approval of the DIP Financing and for Authorization to Assume the Backstop Agreement and Restructuring Support Agreement [D.I. 117, 1/12/16]

Related Documents:

- C. Declaration of George Mack in Support of the Debtors' Motion to Approve DIP Financing [D.I. 11, 12/17/15]
- D. Notice of Filing of DIP Credit Agreement [D.I. 21, 12/17/15]

- E. Interim Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364 and 507 (A) (1) Authorizing the Debtors to Obtain Senior Secured Priming Superpriority Postpetition Financing, (2) Authorizing Use of Cash Collateral, (3) Granting Liens And Providing Superpriority Administrative Expense Status, (4) Granting Adequate Protection, and (5) Modifying the Automatic Stay; (6) Scheduling a Final Hearing, and (7) Granting Related Relief [D.I. 41, 12/18/15]
- F. Omnibus Notice of Pleadings and Hearing Thereon [D.I. 46, 12/18/15]
- G. Omnibus Re-Notice of Certain Motions [D.I. 101, 1/7/16]
- H. Debtors' Reply to the Objections of Energy & Exploration Partners, LLC to Debtors' Motion for Entry of A Final Order Authorizing Postpetition DIP Financing [D.I. 195, 1/21/16]
- I. Notice of Filing of Proposed Final Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364 and 507 (1) Authorizing the Debtors to Obtain Senior Secured Priming Superpriority Postpetition Financing, (2) Authorizing Use of Cash Collateral, (3) Granting Liens and Providing Superpriority Administrative Expense Status, (4) Granting Adequate Protection, (5) Modifying the Automatic Stay, and (6) Granting Related Relief [D.I. 198, 1/21/16]
- J. Declaration of Firdaus Pohowalla in Support of the Debtors' Motions to Approve (I) Assumption of the Restructuring Support Agreement, (II) Assumption of the Backstop Note Purchase Agreement, (III) DIP Financing on Final Basis [D.I. 199, 1/21/16]
- K. Debtors' Reply to the Objection of Regiment Capital Ltd. to the Debtors' Motions for Approval of the DIP Financing and for Authorization to Assume the Backstop Agreement and Restructuring Support Agreement [D.I. 201, 1/21/16]
- L. Notice of Filing of Revised Proposed Final Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364 and 507 (1) Authorizing the Debtors to Obtain Senior Secured Priming Superpriority Postpetition Financing, (2) Authorizing Use of Cash Collateral, (3) Granting Liens and Providing Superpriority Administrative Expense Status, (4) Granting Adequate Protection, (5) Modifying the Automatic Stay, and (6) Granting Related Relief [D.I. 214, 1/25/16]
- M. Notice of Rescheduled Omnibus Hearing [D.I. 220, 1/27/16]

- N. Notice of Filing of First Amendment to Senior Secured Super Priority Debtor-in Possession Credit Agreement [D.I. 230, 2/1/16]

Status: The Debtors have filed a revised Final DIP Order (Item (L)) and have filed an amendment to the DIP Facility (Item (N)). The Debtors intend to seek approval of the DIP Facility, as amended. The Debtors have resolved Regiment Capital's limited objection (Item (B)), and will revise the Final DIP Order to include such resolution. This matter is going forward.

3. Debtors' Motion for (I) Authority to Assume the Backstop Note Purchase Agreement, (II) Approval of (A) the Put Option Notes, (B) the Liquidated Damages Payment, (C) Transaction Expenses, and (D) Indemnification Obligations, and (III) (A) Approving Procedures for Rights Offering and (B) Authorizing the Debtors to Conduct the Rights Offering in Connection With the Debtors Joint Plan of Reorganization [D.I. 25, 12/17/15]

Response Deadline: January 12, 2016 at 4:00 p.m. (ET)

Responses Received:

- A. Limited Objection of Regiment Capital Ltd. to the Debtors' Motion for Approval of the DIP Financing and for Authorization to Assume the Backstop Agreement and Restructuring Support Agreement [D.I. 117, 1/12/16]

Related Documents:

- B. Omnibus Notice of Pleadings and Hearing Thereon [D.I. 46, 12/18/15]
- C. Omnibus Re-Notice of Certain Motions [D.I. 101, 1/7/16]
- D. Declaration of Ralph Hill in Support of the Debtors' Motions to Approve Assumption of (I) the Restructuring Support Agreement and (II) the Backstop Note Purchase Agreement [D.I. 196, 1/21/16]
- E. Declaration of Firdaus Pohowalla in Support of the Debtors' Motions to Approve (I) Assumption of the Restructuring Support Agreement, (II) Assumption of the Backstop Note Purchase Agreement, (III) DIP Financing on Final Basis [D.I. 199, 1/21/16]
- F. Debtors' Reply to the Objection of Regiment Capital Ltd. to the Debtors' Motions for Approval of the DIP Financing and for Authorization to Assume the Backstop Agreement and Restructuring Support Agreement [D.I. 201, 1/21/16]
- G. Notice of Filing of Proposed Revisions to Backstop Note Purchase Agreement and Restructuring Support Agreement [D.I. 204, 1/22/16]
- H. Notice of Filing of Proposed Revised Rights Offering Procedures [D.I. 205, 1/21/16]

- I. Notice of Rescheduled Omnibus Hearing [D.I. 220, 1/27/16]
- J. Notice of Filing of Omnibus Amendment to Backstop Note Purchase Agreement and Restructuring Support Agreement [D.I. 231, 2/1/16]

Status: The Debtors have filed amendments to the Backstop Note Purchase Agreement (“Backstop Agreement”) (Item (J)), and are seeking approval of the Backstop Agreement, as amended. The Debtors have resolved Regiment Capital’s limited objection (Item (A)). This matter is going forward, and the Debtors intend to present a revised form of order at the hearing.

- 4. Debtors’ Motion for Authorization to Assume (I) Restructuring Support Agreement and (II) Pay and Reimburse Related Fees and Expenses [D.I. 26, 12/17/15]

Response Deadline: January 12, 2016 at 4:00 p.m. (ET)

Responses Received:

- A. Limited Objection of Regiment Capital Ltd. to the Debtors’ Motion for Approval of the DIP Financing and for Authorization to Assume the Backstop Agreement and Restructuring Support Agreement [D.I. 117, 1/12/16]

Related Documents:

- B. Omnibus Notice of Pleadings and Hearing Thereon [D.I. 46, 12/18/15]
- C. Omnibus Re-Notice of Certain Motions [D.I. 101, 1/7/16]
- D. Declaration of Ralph Hill in Support of the Debtors’ Motions to Approve Assumption of (I) the Restructuring Support Agreement and (II) the Backstop Note Purchase Agreement [D.I. 196, 1/21/16]
- E. Declaration of Firdaus Pohowalla in Support of the Debtors’ Motions to Approve (I) Assumption of the Restructuring Support Agreement, (II) Assumption of the Backstop Note Purchase Agreement, (III) DIP Financing on Final Basis [D.I. 199, 1/21/16]
- F. Debtors’ Reply to the Objection of Regiment Capital Ltd. to the Debtors’ Motions for Approval of the DIP Financing and for Authorization to Assume the Backstop Agreement and Restructuring Support Agreement [D.I. 201, 1/21/16]
- G. Notice of Filing of Proposed Revisions to Backstop Note Purchase Agreement and Restructuring Support Agreement [D.I. 204, 1/22/16]
- H. Notice of Rescheduled Omnibus Hearing [D.I. 220, 1/27/16]

- I. Notice of Filing of Omnibus Amendment to Backstop Note Purchase Agreement and Restructuring Support Agreement [D.I. 231, 2/1/16]

Status: The Debtors have filed amendments to the Restructuring Support Agreement (“RSA”) (Item (I)), and are seeking approval of the RSA, as amended. The Debtors have resolved Regiment Capital’s limited objection (Item (A)). This matter is going forward, and the Debtors intend to present a revised form of order at the hearing.

5. Debtors’ Motion for Entry of an Order (A) the Disclosure Statement, (B) Approving the Solicitation Procedures and Equity Opt Out Procedures, (C) Approving the Form of Ballots and Notices in Connection Therewith, (D) Establishing the Plan Confirmation Schedule, and (E) Granting Related Relief [D.I. 55, 12/19/15]

Response Deadline: January 19, 2016 at 4:00 p.m. (ET)

Responses Received:

- A. Limited Objection of Enbridge G&P (East Texas) L.P. to Debtors’ Motion to Approve Proposed Disclosure Statement [D.I. 179, 1/19/16]
- B. Objection of Regiment Capital Ltd. to the Debtors’ Motion for Approval of Disclosure Statement [D.I. 180, 1/19/16]
- C. Energy & Exploration Partners, LLC’s Objection to the Debtors’ Motion for Entry of an Order (A) the Disclosure Statement, (B) Approving the Solicitation Procedures and Equity Opt Out Procedures, (C) Approving the Form of Ballots and Notices in Connection Therewith, (D) Establishing the Plan Confirmation Schedule, and (E) Granting Related Relief [D.I. 181, 1/19/16]

Related Documents:

- D. Debtors’ Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code [D.I. 23, 12/17/15]
- E. Solicitation and Disclosure Statement for the Joint Chapter Plan of Reorganization [D.I. 24, 12/17/15]
- F. Notice of Hearing to Consider Adequacy of Disclosure Statement [D.I. 56, 12/21/15]
- G. Notice of Errata [D.I. 66, 12/21/15]
- H. Amended Notice of Motion [D.I. 67, 12/21/15]
- I. Notice of Filing of: (I) Blacklines of (1) Debtors’ First Amended Plan of Reorganization Against Debtors’ Plan of Reorganization, and (2) Debtors’

First Amended Disclosure Statement Against Debtors' Disclosure Statement; and (II) Certain Exhibits To Debtors' First Amended Disclosure Statement [D.I. 200, 1/21/16]

- J. Debtors' Omnibus Reply to Objections to Debtors' Motion for Entry of an Order (A) Approving the Disclosure Statement, (B) Approving the Solicitation Procedures and Equity Opt Out Procedures, (C) Approving the Form of Ballots and Notices in Connection Therewith, (D) Establishing the Plan Confirmation Schedule, and (E) Granting Related Relief [D.I. 202, 1/21/16]
- K. Notice of Filing of Revised Proposed Order (A) Approving the Disclosure Statement, (B) Approving the Solicitation Procedures and Equity Opt Out Procedures, (C) Approving the Form of Ballots and Notices in Connection Therewith, (D) Establishing the Plan Confirmation Schedule, and (E) Granting Related Relief [D.I. 203, 1/21/15]
- L. Notice of Rescheduled Omnibus Hearing [D.I. 220, 1/27/16]

Status: Item (B) has been resolved. The Debtors intend to file further revisions to the Plan and Disclosure Statement prior to the Hearing. This matter is going forward.

STATUS CONFERENCE

- 6. Debtors' Motion for an Order Authorizing the Assumption of the Joint Operating Agreements with Energy & Exploration Partners, LLC and Granting Related Relief [D.I. 168 & 169, 1/19/16]

Response Deadline: February 2, 2016 at 4:00 p.m. (ET)

Responses Received: None at this time.

Related Documents:

- A. Notice of Proposed Scheduling Order [D.I. 232, 2/2/16]

Status: This matter is going forward as a status conference to discuss scheduling matters and to consider the Debtors' proposed scheduling order (Item (A)). ENXP has indicated that it intends to object to the Motion, and the Debtors will provide a copy such objection to the Court once filed.

Dated: February 2, 2016
Wilmington, Delaware

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