

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
VANGUARD NATURAL RESOURCES, INC., <i>et al.</i> , ¹)	Case No. 19-31786 (DRJ)
)	
Debtors.)	(Jointly Administered)
)	

**NOTICE OF AGENDA FOR HEARING SCHEDULED
FOR APRIL 30, 2019, AT 10:00 A.M. (PREVAILING CENTRAL
TIME), BEFORE THE HONORABLE DAVID R. JONES AT THE
UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT
OF TEXAS, AT COURTROOM 400, 515 RUSK STREET, HOUSTON, TEXAS 77002**

The above-referenced debtors and debtors in possession (collectively, the “Debtors”) file this agenda for matters set for hearing on April 30, 2019, at 10:00 a.m. (prevailing Central Time).

I. MATTER GOING FORWARD

1. ***DIP Motion.*** Debtors’ Emergency Motion for Entry of Interim and Final Orders (I) Authorizing Debtors to Obtain Postpetition Financing Pursuant to Section 364 of the Bankruptcy Code, (II) Authorizing the Use of Cash Collateral Pursuant to Section 363 of the Bankruptcy Code, (III) Granting Adequate Protection to the Prepetition First Lien Secured the Prepetition Secured Parties Pursuant to Sections 361, 362, 363, and 364 of the Bankruptcy Code, (IV) Granting Liens and Superpriority Claims, (V) Modifying the Automatic Stay, and (VI) Scheduling a Final Hearing [Docket No. 26].

Responses Received:

- A. Objection of Crane County, Harris County, Hidalgo County, Limestone County, Live Oak CAD, Nueces County, Rains County AD, Reagan County, Reeves County, Rusk County, San Patricio County, Sterling County, Tarrant County, Tom Green CAD, Tyler County, Upshur County, Van Zandt CAD, Ward County and Wood County to Debtors’ Emergency Motion for Entry of Interim and Final Orders

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Vanguard Natural Resources, Inc. (1494); Eagle Rock Acquisition Partnership, L.P. (6706); Eagle Rock Acquisition Partnership II, L.P. (0903); Eagle Rock Energy Acquisition Co., Inc. (4564); Eagle Rock Energy Acquisition Co. II, Inc. (3364); Eagle Rock Upstream Development Company, Inc. (0113); Eagle Rock Upstream Development Company II, Inc. (7453); Escambia Asset Co. LLC (3869); Escambia Operating Co. LLC (2000); Vanguard Natural Gas, LLC (1004); Vanguard Operating, LLC (9331); and VNR Holdings, LLC (6371). The location of the Debtors’ service address is: 5847 San Felipe, Suite 3000, Houston, Texas 77057.

- (I) Authorizing Debtors to Obtain Postpetition Financing Pursuant to Section 364 of the Bankruptcy Code, (II) Authorizing the Use of Cash Collateral Pursuant to Section 363 of the Bankruptcy Code, (III) Granting Adequate Protection to the Prepetition First Lien Secured Parties and the Prepetition Secured Parties Pursuant to Sections 361, 362, 363, and 364 of the Bankruptcy Code, (IV) Granting Liens and Superpriority Claims, and (V) Modifying the Automatic Stay [Docket No. 190]
- B. Second Lien Ad Hoc Group's Reservation of Rights to the Debtors' DIP Motion [Docket No. 202]
- C. Encana Oil & Gas (USA) Inc.'s Limited Objection to Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing Debtors to Obtain Postpetition Financing Pursuant to Section 364 of the Bankruptcy Code, (II) Authorizing the Use of Cash Collateral Pursuant to Section 363 of the Bankruptcy Code, (III) Granting Adequate Protection to the Prepetition First Lien Secured Parties and the Prepetition Second Lien Secured Parties Pursuant to Sections 361, 362, 363, and 364 of the Bankruptcy Code, (IV) Granting Liens and Superpriority Claims, (V) Modifying the Automatic Stay, and (VI) Scheduling a Final Hearing [Docket No. 210]
- D. Reservation of Rights by the Official Committee of Unsecured Creditors to the Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing Debtors to Obtain Postpetition Financing Pursuant to Section 364 of the Bankruptcy Code, (II) Authorizing the Use of Cash Collateral Pursuant to Section 363 of the Bankruptcy Code, (III) Granting Adequate Protection to the Prepetition First Lien Secured Parties and the Prepetition Second Lien Secured Parties Pursuant to Sections 361, 362, 363, and 364 of the Bankruptcy Code, (IV) Granting Liens and Superpriority Claims, (V) Modifying the Automatic Stay, and (VI) Scheduling a Final Hearing [Docket No. 223]
- E. Informal comments were received and will be incorporated in the proposed final order.

Related Documents:

- F. Declaration of Roopesh Shah in Support of the Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing Debtors to Obtain Postpetition Financing Pursuant to Section 364 of the Bankruptcy Code, (II) Authorizing the Use of Cash Collateral Pursuant to Section 363 of the Bankruptcy Code, (III) Granting Adequate Protection to the Prepetition First Lien Secured the Prepetition Secured Parties Pursuant to Sections 361, 362, 363, and 364 of the Bankruptcy Code, (IV) Granting Liens and Superpriority Claims, (V) Modifying the Automatic Stay, and (VI) Scheduling a Final Hearing [Docket No. 26, Exhibit B].

- G. Declaration of Allison Firestone in Support of the Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing Debtors to Obtain Postpetition Financing Pursuant to Section 364 of the Bankruptcy Code, (II) Authorizing the Use of Cash Collateral Pursuant to Section 363 of the Bankruptcy Code, (III) Granting Adequate Protection to the Prepetition First Lien Secured the Prepetition Secured Parties Pursuant to Sections 361, 362, 363, and 364 of the Bankruptcy Code, (IV) Granting Liens and Superpriority Claims, (V) Modifying the Automatic Stay, and (VI) Scheduling a Final Hearing [Docket No. 26, Exhibit C].
- H. Interim Order (I) Authorizing Debtors to Obtain Postpetition Financing Pursuant to Section 364 of the Bankruptcy Code, (II) Authorizing the Use of Cash Collateral Pursuant to Section 363 of the Bankruptcy Code, (III) Granting Adequate Protection to the Prepetition First Lien Secured the Prepetition Secured Parties Pursuant to Sections 361, 362, 363, and 364 of the Bankruptcy Code, (IV) Granting Liens and Superpriority Claims, (V) Modifying the Automatic Stay, and (VI) Scheduling a Final Hearing [Docket No. 118]
- I. [Proposed] Final Order (I) Authorizing Debtors to Obtain Postpetition Financing Pursuant to Section 364 of the Bankruptcy Code, (II) Authorizing the Use of Cash Collateral Pursuant to Section 363 of the Bankruptcy Code, (III) Granting Adequate Protection to the Prepetition First Lien Secured the Prepetition Secured Parties Pursuant to Sections 361, 362, 363, and 364 of the Bankruptcy Code, (IV) Granting Liens and Superpriority Claims, (V) Modifying the Automatic Stay, and (VI) Scheduling a Final Hearing [To Be Filed]
- J. Debtors' Reply in Support of Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing Debtors to Obtain Postpetition Financing Pursuant to Section 364 of the Bankruptcy Code, (II) Authorizing the Use of Cash Collateral Pursuant to Section 363 of the Bankruptcy Code, (III) Granting Adequate Protection to the Prepetition First Lien Secured the Prepetition Secured Parties Pursuant to Sections 361, 362, 363, and 364 of the Bankruptcy Code, (IV) Granting Liens and Superpriority Claims, (V) Modifying the Automatic Stay, and (VI) Scheduling a Final Hearing [To Be Filed]

Status: This matter is going forward. The objection filed by Encana Oil & Gas (USA) Inc.'s has been resolved subject to agreed upon language to be included in the proposed final order the Debtors will file in advance of the hearing.

II. UNCONTESTED MATTERS SCHEDULED FOR HEARING

- 2. ***Bar Date Motion.*** Debtors' Motion for Entry of an Order (I) Setting Bar Dates for Filing Proofs of Claim, Including Requests for Payment Under Section 503(b)(9), (II) Establishing Amended Schedules Bar Date and Rejection Damages Bar Date, (III) Approving the Form of and Manner for Filing Proofs of Claim, Including Section 503(b)(9) Requests, and (IV) Approving Notice of Bar Dates [Docket No. 139]

Responses Received:

- A. Informal comments were received and incorporated in the revised proposed order.

Related Documents:

- B. [Proposed] Order (I) Setting Bar Dates for Filing Proofs of Claim, Including Requests for Payment Under Section 503(b)(9), (II) Establishing Amended Schedules Bar Date and Rejection Damages Bar Date, (III) Approving the Form of and Manner for Filing Proofs of Claim, Including Section 503(b)(9) Requests, and (IV) Approving Notice of Bar Dates [Docket No. 209].

Status: The Debtors have filed a revised proposed order and respectfully request the entry of the revised proposed order filed at Docket No. 209.

3. ***Interim Compensation Motion.*** Debtors' Motion for Entry of an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals [Docket No. 140]

Responses Received:

- A. Informal comments were received and incorporated in the revised proposed order.

Related Documents:

- B. [Proposed] Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals [Docket No. 200].

Status: The Debtors have filed a revised proposed order and respectfully request the entry of the revised proposed order filed at Docket No. 200.

4. ***OCP Motion.*** Debtors' Motion for Entry of an Order (I) Authorizing the Retention and Compensation of Certain Professionals Utilized in the Ordinary Course of Business and (II) Granting Related Relief [Docket No. 141]

Responses Received:

- A. Informal comments were received and incorporated in the revised proposed order.

Related Documents:

- B. [Proposed] Order (I) Authorizing the Retention and Compensation of Certain Professionals Utilized in the Ordinary Course of Business and (II) Granting Related Relief [Docket No. 201].

Status: The Debtors have filed a revised proposed order and respectfully request the entry of the revised proposed order filed at Docket No. 201.

III. EXHIBIT LISTS

5. Debtors' Witness and Exhibit List for Hearing on April 30, 2019 [Docket No. 214].

Houston, Texas
April 29, 2019

Respectfully Submitted,

BLANK ROME LLP

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Proposed Co-Counsel for the Debtors and Debtors in Possession

Certificate of Service

I certify that on April 29, 2019, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Brian E. Schartz

Brian E. Schartz