

Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having entered the *Interim Order Authorizing Payment of (I) Mineral Payments and (II) Working Interest Disbursements* (the "First Interim Order") [Docket No. 89]; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted on a further interim basis, and the First Interim Order is amended, as set forth herein.
2. The final hearing (the "Final Hearing") on the Motion shall be held on October 29, 2015, at 10:00 a.m., prevailing Eastern Time.
3. The Debtors are authorized, but not directed, to pay the Mineral Payees, in the ordinary course of business, the Mineral Payments, in an interim amount not to exceed \$25.5 million on account of the prepetition Mineral Payments.
4. The Debtors are authorized, but not directed, to pay or apply the Working Interest Disbursements, in the ordinary course of business, in an interim amount not to exceed \$23.9 million on account of the prepetition Working Interest Disbursements.
5. The Debtors are authorized, but not directed, to setoff Working Interest Disbursements against Joint Interest Billings pursuant to agreement or applicable law in the ordinary course of business.

6. The Debtors shall provide notice of the preliminary amounts of any proposed payments or distributions in excess of \$10,000 to be made on or before October 31, 2015, on account of prepetition Mineral Payments and Working Interest Disbursements, together with reasonable information regarding such Mineral Payments and Working Interest Disbursements, to the official committee of unsecured creditors (the "Committee"), the agent under the Debtors' first lien credit facility (the "First Lien Agent"), and the agent under the Debtors' second lien credit facility (the "Second Lien Agent") on or before October 15, 2015 and shall provide notice of the final amounts of any such proposed payments to the extent such final amount exceeds the preliminary amount for any individual payment on or before October 20, 2015; *provided, however,* that if additional supporting material for such payments are reasonably identified and requested by the Committee, the First Lien Agent, or the Second Lien Agent following such notice, the Debtors shall use reasonable best efforts to provide such material. The Committee, the First Lien Agent, and the Second Lien Agent shall have the right to object to any such payment or distribution at any time prior to October 25, 2015 by notifying the Debtors of such objection, without the need to file a formal objection with the Bankruptcy Court. Upon receiving any such objection, the Debtors shall consult with the Committee, the First Lien Agent, or the Second Lien Agent, as applicable, and the parties shall make good faith efforts to resolve such objection consensually. If the parties are unable to resolve such objection consensually, the matter shall be resolved by the Court at a hearing to be scheduled as soon as reasonably practicable and in accordance with the Court's calendar. The Debtors shall not make any payment that is the subject of an objection by the Committee, the First Lien Agent, or the Second Lien Agent pending the resolution of such objection either by mutual agreement among the parties or by a ruling by the Court; *provided* that the Debtors may make any such payment if the

objection has not been resolved by October 29, 2015; *provided, further*, that any recipient of such payment made before resolution of an applicable objection shall be provided notice that payment is subject to such unresolved objection and may be subject to avoidance under paragraph 7 hereof.

7. If any Mineral Payee, Working Interest Holder, or other party accepts payment of a Mineral Payment or Working Interest Disbursement under the First Interim Order or this Second Interim Order, and the Debtors' interests in such Mineral Payment or Working Interest Disbursement subsequently are recharacterized or otherwise determined to constitute property of the Debtors' estates, the Debtors (and, upon obtaining further approval of this Court, the Committee) are authorized, but not directed, to avoid such payment as a postpetition transfer under section 549 of the Bankruptcy Code, and the Mineral Payee, Working Interest Holder, or other party who had accepted such payment shall be required to immediately repay to the Debtors any payment made to it on account of its asserted claim to the extent the aggregate amount of such payments exceeds the postpetition obligations then outstanding, without the right of setoff, claims, provision for payment of reclamation or trust fund claims, or otherwise. Upon recovery of such payments by the Debtors, the obligation shall be reinstated as a prepetition claim in the amount so recovered.

8. Any Working Interest Holder, Mineral Payee, or any other party that accepts payment from the Debtors on account of a Working Interest Disbursement, Interest Burden, or Mineral Payment, shall be deemed to have agreed to the terms and provisions of this Second Interim Order; *provided* that the acceptance of any such payment by XTO Energy, Inc., the heirs of William James Seamster, and or/ Lloyd and Mary Ness shall not preclude or bar any such party from subsequently (a) asserting that the payment received was insufficient and seeking to

recover the full amount owed to it, or (b) asserting that the Debtors improperly set-off amounts owed to such party in satisfaction of Joint Interest Billings and seeking to recover the full amount owed to it.

9. The Debtors shall provide weekly reporting of all payments or distributions made on account of prepetition Mineral Payments and Working Interest Disbursements to the Committee.

10. The banks and financial institutions on which checks were drawn or electronic payment requests were made in payment of the prepetition obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Second Interim Order.

11. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in the Motion, the First Interim Order or this Second Interim Order or any payment made pursuant to this Second Interim Order shall constitute, nor is it intended to constitute, an admission as to the validity or priority of any claim or lien against the Debtors, a waiver of the Debtors' rights to subsequently dispute such claim or lien, or the assumption or adoption of any agreement, contract, or lease under section 365 of the Bankruptcy Code.

12. The content of the Motion satisfies the requirements of Bankruptcy Rule 6003(b).

13. Notice of the Motion satisfies the requirements of Bankruptcy Rule 6004(a).

14. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Second Interim Order are immediately effective and enforceable upon its entry.

15. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Second Interim Order in accordance with the Motion.

16. The Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Second Interim Order.

Dated: October 14, 2015
Wilmington, Delaware



THE HONORABLE CHRISTOPHER S. SONTCHI
UNITED STATES BANKRUPTCY JUDGE