



ENTERED
10/23/2020

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

<hr/>)	
In re:	)	Chapter 11
)	
BRUIN E&P NON-OP HOLDINGS, LLC,	)	Case No. 20-33606 (MI)
)	
Debtor.)	
)	
Tax I.D. No. 47-5156686)	
<hr/>)	
In re:	)	Chapter 11
)	
BRUIN E&P OPERATING, LLC,	)	Case No. 20-33607 (MI)
)	
Debtor.)	
)	
Tax I.D. No. 61-1771242)	
<hr/>)	
In re:	)	Chapter 11
)	
BRUIN MIDSTREAM, LLC	)	Case No. 20-33609 (MI)
)	
Debtor.)	
)	
Tax I.D. No. 84-4567864)	
<hr/>)	
In re:	)	Chapter 11
)	
BRUIN WILLISTON HOLDINGS, LLC,	)	Case No. 20-33608 (MI)
)	
Debtor.)	
)	
Tax I.D. No. 47-5156686)	
<hr/>)	
In re:	)	Chapter 11
)	
BRUIN WILLISTON I, LLC,	)	Case No. 20-33610 (MI)
)	
Debtor.)	
)	
Tax I.D. No. N/A)	
<hr/>)	

In re:)	
	)	Chapter 11
BRUIN WILLISTON II, LLC,)	
	)	Case No. 20-33611 (MI)
Debtor.)	
)	
Tax I.D. No. N/A)	

FINAL DECREE CLOSING CERTAIN OF THE CHAPTER 11 CASES

Upon the motion (the “Motion”)¹ of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of a final decree (this “Final Decree”) closing certain of the chapter 11 cases, all as more fully set forth in the Motion; and upon the First Day Declarations; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b) and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the 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 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 Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

1. The following Affiliate Cases are hereby closed; *provided* that this Court shall retain jurisdiction as provided in the Plan and the Confirmation Order:

Debtor	Case No.
Bruin E&P Non-Op Holdings, LLC	20-33606
Bruin E&P Operating, LLC	20-33607
Bruin Midstream, LLC	20-33609
Bruin Williston Holdings, LLC	20-33608
Bruin Williston I, LLC	20-33610
Bruin Williston II, LLC	20-33611

2. The Lead Case of Bruin E&P Partners, LLC, Case No. 20-33605 shall remain open pending the entry of a final decree by this Court closing the Lead Case.

3. The Remaining Matters, whether or not they pertain to the Lead Case or Affiliate Cases, including the Claims Objections with respect to claims against the Affiliate Debtors, shall be filed, administered, and adjudicated in the Lead Case without the need to reopen the Affiliate Cases. Any failure of the Debtors, the Reorganized Debtors or any Entity authorized pursuant to the Plan, as applicable, to file an objection to any claim or interest in the Affiliate Cases on or prior to entry of this Final Decree shall not constitute allowance of the claim or interest and shall not result in such claim or interest being deemed Allowed against or in any Debtor. Any proof of claim or interest filed in the Affiliate Cases and any Claims Objections related to the Affiliate Debtors may be filed, administered, and adjudicated in the Lead Case.

4. Entry of this Final Decree is without prejudice to (a) the rights of the Debtors or any party in interest to seek to reopen any of these Affiliate Cases for cause pursuant to section 350(b) of the Bankruptcy Code, and (b) the rights of the Debtors, the Reorganized Debtors or any Entity authorized pursuant to the Plan, as applicable, to dispute, in the Bankruptcy Court or any applicable non-bankruptcy forum, any claims that were filed against the Debtors in these

chapter 11 cases as contemplated by the Plan and the Confirmation Order. Notwithstanding anything to the contrary contained in the Plan, any failure of the Debtors, the Reorganized Debtors or any Entity authorized pursuant to the Plan, as applicable, to file an objection to any claim in these chapter 11 cases shall not constitute allowance of the claim and shall not result in such claim being deemed Allowed against any Debtor.

5. All further reporting concerning the administration of the assets and liabilities of the Affiliate Debtors shall occur only in the Lead Case. A docket entry shall be made in each of the Affiliate Cases substantially similar to the following:

An order has been entered in this case directing that all further reporting concerning the administration of the assets and liabilities in this case will occur only in the case of Bruin E&P Partners, LLC, Case No. 20-33605. The docket in Case No. 20-33605 should be consulted for all matters affecting this case.

6. Quarterly disbursements for the Lead Debtor will be reported pending the entry of a final decree by this Court closing the Lead Case. The Reorganized Debtors, no later than fourteen days after the date of entry of the Final Decree, shall file a post-confirmation report for the third quarter of 2020 through the date of entry of the Final Decree and shall serve a true and correct copy of said statements on the Acting United States Trustee (the “Acting U.S. Trustee”).

7. The Debtors and the Reorganized Debtors, no later than fourteen days after the date of entry of the Final Decree, shall pay the appropriate sum of quarterly fees due and payable under 28 U.S.C. § 1930(a)(6)(A) and (B) by remitting payment to the United States Trustee Payment Center, P.O. Box 6200-19, Portland, Oregon, 97228-6200, and shall furnish evidence of such payment to the Acting United States Trustee, 515 Rusk, Suite 3516, Houston, Texas. The payment shall reflect the Reorganized Debtors’ account numbers and shall be transmitted with a “Chapter 11 Quarterly Disbursement and Fee Report” available from the Acting United States Trustee. This

Court shall retain jurisdiction to enforce payment of fees assessed under 28 U.S.C. § 1930(a)(6)(A) and (B).

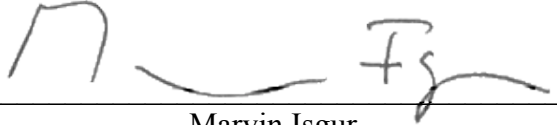
8. The Debtors, the Reorganized Debtors or any Entity authorized pursuant to the Plan, and their respective agents are authorized to take all actions necessary to effectuate the relief granted pursuant to this Final Decree in accordance with the Motion.

9. Notwithstanding anything to the contrary, the terms and conditions of this Final Decree shall be immediately effective and enforceable upon its entry.

10. Notwithstanding the relief granted in this Final Decree and any actions taken pursuant to such relief, nothing in this Final Decree shall be deemed: (a) an admission as to the validity of any prepetition claim against a Debtor entity; (b) a waiver of the right of the Debtors, the Reorganized Debtors, or any Entity authorized pursuant to the Plan, as applicable, to dispute any prepetition claim on any grounds; (c) a promise or requirement to pay any prepetition claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Final Decree or the Motion; (e) a request or authorization to assume any prepetition agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) a waiver or limitation of the Debtors' rights or the rights of any other Person under the Bankruptcy Code or any other applicable law; or (g) a concession by the Debtors, the Reorganized Debtors, or any Entity authorized pursuant to the Plan, as applicable, that any liens (contractual, common law, statutory, or otherwise) satisfied pursuant to the Motion are valid, and the Debtors, the Reorganized Debtors or any Entity authorized pursuant to the Plan, as applicable, expressly reserve their rights to contest the extent, validity, or perfection or seek avoidance of all such liens.

11. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Final Decree.

Signed: October 23, 2020



Marvin Isgur
United States Bankruptcy Judge

Nothing in this Order alters or affects any statute of limitations or repose with respect to the assertion of chapter 5 causes of action.