

**Fill in this information to identify the case:**

United States Bankruptcy Court for the:  
**DISTRICT OF DELAWARE**

Case number (if known): \_\_\_\_\_ Chapter 11

Check if this is an amended filing

**Official Form 201**  
**Voluntary Petition for Non-Individuals Filing for Bankruptcy** 04/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name PWR Oil & Gas General Partners, Inc.

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 8 1 - 4 9 9 4 9 6 3

4. Debtor's address

|   |   |
|---|---|
| <p><b>Principal place of business</b></p> <p><u>3710 Rawlins Street</u><br/>                 Number Street</p> <p><u>Suite 1100</u></p> <hr/> <p><u>Dallas TX 75219</u><br/>                 City State ZIP Code</p> <p><u>Dallas</u><br/>                 County</p> | <p><b>Mailing address, if different from principal place of business</b></p> <p>_____<br/>                 Number Street</p> <p>_____<br/>                 P.O. Box</p> <hr/> <p>_____<br/>                 City State ZIP Code</p> <p><b>Location of principal assets, if different from principal place of business</b></p> <p>_____<br/>                 Number Street</p> <hr/> <p>_____<br/>                 City State ZIP Code</p> |
|---|---|

5. Debtor's website (URL) \_\_\_\_\_

6. Type of debtor

Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

Partnership (excluding LLP)

Other. Specify: \_\_\_\_\_

Debtor PWR Oil & Gas General Partners, Inc. Case number (if known) \_\_\_\_\_

**7. Describe debtor's business**

**A. Check one:**

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

**B. Check all that apply:**

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

**C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>**

**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

**Check one:**

- Chapter 7
- Chapter 9
- Chapter 11.

**Check all that apply:**

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy Under Chapter 11 (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

- Chapter 12

**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- No

- Yes. District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY
- District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY
- District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

If more than 2 cases, attach a separate list.

Debtor PWR Oil & Gas General Partners, Inc. Case number (if known) \_\_\_\_\_

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**

List all cases. If more than 1, attach a separate list.

No

Yes. Debtor \_\_\_\_\_ Relationship \_\_\_\_\_  
 District \_\_\_\_\_ When \_\_\_\_\_  
 Case number, if known \_\_\_\_\_ MM/DD/YYYY

Debtor \_\_\_\_\_ Relationship \_\_\_\_\_  
 District \_\_\_\_\_ When \_\_\_\_\_  
 Case number, if known \_\_\_\_\_ MM/DD/YYYY

**11. Why is the case filed in this district?**

Check all that apply:

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

No

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention?** (Check all that apply.)

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.  
 What is the hazard? \_\_\_\_\_

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other \_\_\_\_\_

**Where is the property?**

Number \_\_\_\_\_ Street \_\_\_\_\_

\_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ ZIP Code \_\_\_\_\_

**Is the property insured?**

No

Yes. Insurance agency \_\_\_\_\_  
 Contact name \_\_\_\_\_  
 Phone \_\_\_\_\_

**Statistical and administrative information**

**13. Debtor's estimation of available funds**

Check one:

Funds will be available for distribution to unsecured creditors.

After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

Debtor PWR Oil & Gas General Partners, Inc. Case number (if known) \_\_\_\_\_

- |                                   |  |  |  |
|-----------------------------------|--|--|--|
| 14. Estimated number of creditors | <input checked="" type="checkbox"/> 1-49       | <input type="checkbox"/> 1,000-5,000                           | <input type="checkbox"/> 25,001-50,000                 |
|                                   | <input type="checkbox"/> 50-99                 | <input type="checkbox"/> 5,001-10,000                          | <input type="checkbox"/> 50,001-100,000                |
|                                   | <input type="checkbox"/> 100-199               | <input type="checkbox"/> 10,001-25,000                         | <input type="checkbox"/> More than 100,000             |
|                                   | <input type="checkbox"/> 200-999               |  |  |
| 15. Estimated assets              | <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million              | <input type="checkbox"/> \$500,000,001-\$1 billion     |
|                                   | <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million             | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
|                                   | <input type="checkbox"/> \$100,001-\$500,000   | <input checked="" type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
|                                   | <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million           | <input type="checkbox"/> More than \$50 billion        |
| 16. Estimated liabilities         | <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million              | <input type="checkbox"/> \$500,000,001-\$1 billion     |
|                                   | <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million             | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
|                                   | <input type="checkbox"/> \$100,001-\$500,000   | <input checked="" type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
|                                   | <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million           | <input type="checkbox"/> More than \$50 billion        |

**Request for Relief, Declaration, and Signatures**

**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor
- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
  - I have been authorized to file this petition on behalf of the debtor.
  - I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/22/2019  
MM / DD / YYYY

X  Mark H. Reed  
Signature of authorized representative of debtor Printed name

Title Director

18. Signature of attorney X  Date 05/22/2019  
Signature of attorney for debtor MM / DD / YYYY

Kevin G. Collins  
Printed name

Barnes & Thornburg LLP  
Firm name

1000 N. West Street  
Number Street  
Suite 1500

Wilmington DE 19801  
City State ZIP Code

(302) 300-3434 Kevin.Collins@btlaw.com  
Contact phone Email address

5149 DE  
Bar number State

**RESOLUTIONS  
OF  
THE BOARD OF DIRECTORS  
OF  
PWR OIL & GAS GENERAL PARTNERS, INC.  
IN ITS CAPACITY AS GENERAL PARTNER  
OF  
OKLAHOMA MERGE, LP  
OKLAHOMA MERGE MIDSTREAM, LP  
OKLAHOMA RIVER BASIN, LP  
AND ON ITS OWN BEHALF**

**TAKEN BY UNANIMOUS WRITTEN CONSENT IN LIEU OF A MEETING**  
Pursuant to Section 2.07 of the Bylaws of PWR Oil & Gas General Partners, Inc., (the “**Bylaws**”), the undersigned, being the entire Board of Directors (the “**Board**”) of **PWR Oil & Gas General Partners, Inc.**, a Delaware corporation (the “**General Partner**”), in its capacity as general partner of Oklahoma Merge LP (“**Oklahoma Merge**”), Oklahoma Merge Midstream, LP (“**Oklahoma Merge Midstream**”), and Oklahoma River Basin, LP (“**Oklahoma River Basin**”), each Delaware limited partnerships (collectively, the “**Partnerships**”) and on its own behalf, do hereby unanimously consent to and adopt the following resolutions, dated effective as of **May 9, 2019**, as the action of the Board in lieu of a meeting and do hereby direct that this written consent to such action be filed with the minutes of the proceedings of the Board:

**NOW THEREFORE, BE IT RESOLVED**, that the Board hereby adopts the

**WHEREAS**, the Board is contemplating, after consultation with the management and the legal and financial advisors of the Partnerships regarding the liabilities and liquidity of the Partnerships and the General Partner, the various effects of certain loan documents and agreements, and the impact of the foregoing on the Partnerships’ and the General Partner’s respective businesses, authorizing the Partnerships and the General Partner to file petitions seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “**Chapter 11 Cases**”), in the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”);

**WHEREAS**, the Board desires to approve the following resolutions.

**NOW, THEREFORE BE IT RESOLVED** that Mark H. Reed and Glenn Lickstein (each, an “**Authorized Signatory**”) in each case, acting singly or jointly, be, and each hereby is, authorized, empowered, and directed to execute and file in the name and on behalf of the General Partner, in its capacity as general partner of the Partnerships and on its own behalf, all petitions, schedules, motions, lists, applications, pleadings, notices, certifications and other papers in the Bankruptcy Court, and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, restructuring advisors, financial advisors, investment bankers and other professionals, and to take and perform any and all further acts and deeds with such Authorized Signatory deems necessary, proper, or desirable in connection with the Chapter 11 Cases, including, without limitation, negotiating, executing, delivering and performing any and all documents, agreements, certificates and/or instruments in connection with the transactions and

professional retentions set forth in this resolution, with a view to the successful prosecution of the Chapter 11 Cases;

**RESOLVED FURTHER**, that the law firm of Pronske & Kathman, P.C. be employed as counsel for the General Partner and Partnerships in connection with the Chapter 11 Cases;

**RESOLVED FURTHER**, that the law firm of Barnes & Thornburg LLP be employed as local counsel and co-counsel for the General Partner and Partnerships in connection with the Chapter 11 Cases;

**RESOLVED FURTHER**, that the firm of FTI Consulting, Inc. be employed as restructuring advisor for the General Partner and Partnerships in connection with the Chapter 11 Cases;

**RESOLVED FURTHER**, that the Authorized Signatory is authorized and empowered in the name and on behalf of the Company, to (i) take or cause to be taken any and all such further actions and to prepare, execute and deliver or cause to be prepared, executed and delivered, and where necessary or appropriate, file or cause to be filed with the appropriate governmental authorities, all such other instruments and documents, (ii) incur and pay or cause to be paid all fees and expenses and (iii) engage such persons as such Authorized Signatory in his or her sole discretion, may determine to be necessary or appropriate to carry out fully the intent and purposes of the foregoing resolutions and each of the transactions contemplated thereby, such determination to be conclusively established by the taking or causing of any such further action;

**RESOLVED FURTHER**, that any and all actions taken by any Authorized Signatory or the directors of the General Partner in the name and on behalf of the General Partner, in its capacity as general partner of the Partnerships and on its own behalf, prior to the date of these resolutions that would have been authorized by these resolutions be, and hereby are, authorized, ratified, confirmed, adopted and approved in all respects as the acts and deeds of the Partnerships or the General Partner, as applicable.

**RESOLVED FURTHER**, that these resolutions may be executed by facsimile, telecopy or other reproduction, and such execution shall be considered valid, binding and effective for all purposes.

*[Signatures on following page]*

IN WITNESS WHEREOF, the undersigned hereby duly execute this consent as of the date above first written.

**BOARD OF DIRECTORS**

By: /s/ Mark H. Reed  
Mark H. Reed, Director

By: /s/ Glenn Lickstein  
Glenn Lickstein, Director