

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF TEXAS

Case number (if known) _____ Chapter 11

Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

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** MD America Energy, LLC

2. **All other names debtor used in the last 8 years**
 Include any assumed names, trade names and *doing business as* names
FDBA Woodbine Acquisition LLC
FDBA Woodbine Texas Acquisition LLC

3. **Debtor's federal Employer Identification Number (EIN)** 35-2430164

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>301 Commerce Street, Ste. 2500</u> <u>Fort Worth, TX 76102</u> Number, Street, City, State & ZIP Code	<u>_____</u> P.O. Box, Number, Street, City, State & ZIP Code
	<u>Tarrant</u> County	Location of principal assets, if different from principal place of business <u>_____</u> Number, Street, City, State & ZIP Code

5. **Debtor's website (URL)** https://www.mdae.com/

6. **Type of debtor**

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

Partnership (excluding LLP)

Other. Specify: _____

Debtor MD America Energy, LLC
Name

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>.

2111

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

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check **all** that apply.

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any 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.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

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

- No
- Yes.

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

Debtor	<u>See Attachment 1</u>	Relationship	_____	Affiliates	_____
District	<u>Southern District of Texas</u>	When	_____	Case number, if known	_____

Debtor MD America Energy, LLC
Name

Case number (if known) _____

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 to unsecured creditors.

14. Estimated number of creditors

<input type="checkbox"/> 1-49	<input checked="" type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 25,001-50,000
<input type="checkbox"/> 50-99	<input type="checkbox"/> 5001-10,000	<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 type="checkbox"/> \$50,000,001 - \$100 million	<input type="checkbox"/> \$10,000,000,001 - \$50 billion
<input type="checkbox"/> \$500,001 - \$1 million	<input checked="" type="checkbox"/> \$100,000,001 - \$500 million	<input type="checkbox"/> More than \$50 billion

Debtor MD America Energy, LLC
Name

Case number (if known) _____

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 10/12/2020
MM / DD / YYYY

X 
Signature of authorized representative of debtor

Scott Avila
Printed name

Title Chief Restructuring Officer

18. Signature of attorney X /s/ John F. Higgins
Signature of attorney for debtor

Date 10/12/2020
MM / DD / YYYY

John F. Higgins
Printed name

Porter Hedges LLP
Firm name

1000 Main Street, 36th Floor
Houston, TX 77002
Number, Street, City, State & ZIP Code

Contact phone (713) 226-6000 Email address jhiggins@porterhedges.com

09597500 TX
Bar number and State

Rider A**Pending Bankruptcy Cases Filed by Affiliates of the Debtor**

On the date hereof, each of the affiliated entities listed below (collectively, the “Debtors”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of Texas. The Debtors have filed a motion requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure.

Company
MD America Energy, LLC
MD America Pipeline LLC
MD America Intermediate Holdings, LLC
MD America Finance Corporation
MD America Energy Holdings, Inc.
MD America Holdings, LLC

**UNANIMOUS WRITTEN CONSENT OF THE
GOVERNING AUTHORITIES
OF
MD AMERICA ENERGY HOLDINGS, INC.,
MD AMERICA INTERMEDIATE HOLDINGS, LLC,
MD AMERICA HOLDINGS, LLC,
MD AMERICA ENERGY, LLC,
MD AMERICA PIPELINE, LLC
AND
MD AMERICA FINANCE CORPORATION**

October 6, 2020

The undersigned, being all of the members of the Board of Managers or Board of Directors, as applicable, (each, a “**Board**” and collectively, the “**Boards**”), of MD America Energy Holdings, Inc., a Delaware corporation (“**MDA Energy Holdings**”), MD America Intermediate Holdings, LLC, a Delaware limited liability company (“**MDA Intermediate Holdings**”), MD America Holdings, LLC, a Delaware limited liability company (“**MDA Holdings**”), MD America Energy, LLC, a Delaware limited liability company (“**MDA Energy**”), and MD America Finance Corporation, a Delaware corporation (“**MDA Finance Corp.**”), and the sole manager (the “**Manager**” and together the Boards, the “**Governing Authorities**”) of MD America Pipeline, LLC, a Texas limited liability company (“**MDA Pipeline**” and, together with MDA Energy Holdings, MDA Intermediate Holdings, MDA Holdings, MDA Energy and MDA Finance Corp., each, a “**Company**” and collectively, the “**Companies**”), do hereby approve, consent to and adopt the following recitals and resolutions, and the actions authorized in such recitals and resolutions, such approval, consent and adoption to have the same force and effect as a vote of the Governing Authority of each Company at a duly called and held meeting of such Governing Authority of such Company, to be effective as of the date set forth above:

Proper Officers

NOW, THEREFORE, BE IT RESOLVED, that for purposes of these recitals and resolutions, the term “**Proper Officer**” or “**Proper Officers**”, as the case may be, shall mean any one or more of the Chief Restructuring Officer, Chief Financial Officer, or Chief Operating Officer, of each Company, and solely for the purposes of attesting to, or certifying the authenticity of, signatures, documents, instruments or agreements with respect to such Company, the Secretary of such Company.

MDA Energy Transaction Bonus Plan

WHEREAS, MDA Energy has previously established a transaction bonus plan (as amended, the “**Transaction Bonus Plan**”), pursuant to which certain designated employees of MDA Energy and its subsidiaries are provided with the opportunity to earn a cash bonus in connection with the occurrence of certain events specified in the Transaction Bonus Plan;

WHEREAS, pursuant to Section 9(a) of the Transaction Bonus Plan, the Board of MDA Energy may at any time wholly or partially amend, alter, suspend or terminate the Transaction Bonus Plan; and

WHEREAS, the Board of MDA Energy has determined that it is in the best interest of MDA Energy to terminate the Transaction Bonus Plan in its entirety as of the date hereof.

NOW, THEREFORE, BE IT RESOLVED, that the Board of MDA Energy hereby terminates the Transaction Bonus Plan pursuant to Section 9(a) thereof and the Transaction Bonus Plan be, and hereby is, terminated in its entirety as of the date set forth above.

Filing of Bankruptcy Petition

WHEREAS, each Governing Authority, acting pursuant to the laws of the State of Delaware or the State of Texas, as applicable, has considered the financial and other aspects of each Company's business, as applicable;

WHEREAS, each Governing Authority has reviewed the historical performance of each Company, as applicable, the market for such Company's products and the current and long-term liabilities of such Company; and

WHEREAS, each Governing Authority has, over the last several months, reviewed the materials presented by the management of and the advisors to each Company, as applicable, regarding the possible need to restructure such Company and has analyzed each of the strategic alternatives available to such Company and the impact of the foregoing on such Company's business and its other stakeholders.

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of each Governing Authority, it is advisable, desirable and in the best interests of each Company, as applicable, its creditors, employees, members and other interested parties and stakeholders that a petition be filed by such Company seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the "***Bankruptcy Code***");

RESOLVED FURTHER, that the Proper Officers of each Company be, and each of them hereby is, authorized, empowered and directed, for, in the name and on behalf of such Company, to execute, verify and file all petitions, schedules, lists and other papers or documents and to take and perform any and all further actions and steps that any such Proper Officer deems necessary, convenient or appropriate in connection with such Company's Chapter 11 case, with a view to the successful prosecution of such case;

Retention of Professionals

RESOLVED FURTHER, that the Proper Officers of each Company, be, and each of them hereby is, authorized, empowered and directed, for, in the name and on behalf of such Company, to retain the law firm of Porter Hedges LLP ("***PH***") as bankruptcy counsel to represent and assist such Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance such Company's rights in connection therewith, and the

Proper Officers be, and each of them hereby is, authorized, empowered and directed, for, in the name and on behalf of such Company, to prepare, execute and negotiate appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the bankruptcy, and to cause to be filed an appropriate application for authority to retain the services of PH;

RESOLVED FURTHER, that the Proper Officers of each Company be, and each of them hereby is, authorized, empowered and directed, for, in the name and on behalf of such Company, to retain the services of FTI Consulting, Inc. and its affiliates ("*FTI*") as such Company's financial advisor and in connection therewith, the Proper Officers be, and each of them hereby is, authorized, empowered and directed, for, in the name and on behalf of such Company, to prepare, execute and negotiate appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the bankruptcy, and to cause to be filed an appropriate application for authority to retain the services of FTI;

RESOLVED FURTHER, that the Proper Officers of each Company be, and each of them hereby is, authorized, empowered and directed, for, in the name and on behalf of such Company, to retain the services of Prime Clerk, LLC and its affiliates ("*Prime Clerk*") as such Company's claims, noticing and solicitation agent and in connection therewith, such Proper Officers be, and each of them hereby is, authorized, empowered and directed, for, in the name and on behalf of such Company, to prepare, execute and negotiate appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the bankruptcy, and to cause to be filed an appropriate application for authority to retain the services of Prime Clerk;

RESOLVED FURTHER, that the Proper Officers of each Company be, and each of them hereby is, authorized, empowered and directed, for, in the name and on behalf of such Company, to retain the services of Paladin Management Group, LLC and its affiliates ("*Paladin*") to provide chief restructuring officer services to such Company and in connection therewith, such Proper Officers be, and each of them hereby is, authorized, empowered and directed, for, in the name and on behalf of such Company, to prepare, execute and negotiate appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the bankruptcy, and to cause to be filed an appropriate application for authority to retain the services of Paladin;

RESOLVED FURTHER, that the Proper Officers of each Company be, and each of them hereby is, authorized, empowered and directed, for, in the name and on behalf of such Company, to employ any other professionals necessary to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, such Proper Officers be, and each of them hereby is, authorized, empowered and directed, for, in the name and on behalf of such Company, to prepare, execute and negotiate appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the Chapter 11 case and cause to be filed appropriate applications with the bankruptcy court for authority to retain the services of any other professionals, as necessary, and on such terms as are deemed necessary, convenient or appropriate;

Cash Collateral and Postpetition Financing

RESOLVED FURTHER, that the Proper Officers of each Company be, and each of them hereby is, authorized, empowered and directed, for, in the name and on behalf of such Company,

to obtain post-petition financing according to terms which may be negotiated by the management of such Company, including under debtor-in-possession credit facilities or the use of cash collateral; and to enter into any guaranties and to pledge and grant liens on its assets as may be contemplated by or required under the terms of such post-petition financing or cash collateral agreement or orders; and in connection therewith, such Proper Officers be, and each of them hereby is, authorized, empowered and directed, for, in the name and on behalf of such Company, to prepare, execute and negotiate appropriate loan agreements, cash collateral agreements or orders and related ancillary documents;

Restructuring Support Agreement, Plan and Disclosure Statement

RESOLVED FURTHER, that in connection with the Chapter 11 case, each Governing Authority has determined that it is advisable, desirable and in the best interests of each Company, as applicable, to enter into a Restructuring Support Agreement (the “***Restructuring Support Agreement***”) among the debtors and the other parties thereto;

RESOLVED FURTHER, that the form, terms and provisions of the Restructuring Support Agreement together with the Plan of Reorganization (the “***Plan***”) and related Disclosure Statement (the “***Disclosure Statement***”) and exhibits annexed thereto and the execution, delivery and performance thereof and the consummation of the transactions contemplated thereunder by each Company be, and hereby are, authorized, approved and declared advisable, desirable and in the best interests of such Company, with such changes therein and additions thereto as any Proper Officer executing the same may in such Proper Officer’s discretion deem necessary, convenient or appropriate, it being acknowledged that the execution of the Restructuring Support Agreement, the Plan or the Disclosure Statement and such other documents, agreements, instruments and certificates as may be required by the Restructuring Support Agreement, the Plan and the Disclosure Statement, as applicable, shall be conclusive evidence of the authorization and approval thereof;

RESOLVED FURTHER, that the Proper Officers of each Company be, and each of them hereby is, authorized, empowered and directed, for, in the name and on behalf of such Company, to cause such Company to enter into, execute, deliver, certify, file and/or record, and perform, the Restructuring Support Agreement, the Plan and the Disclosure Statement, substantially in the forms previously presented to each Governing Authority, together with such other documents, agreements, instruments and certificates as may be required by the Restructuring Support Agreement, the Plan and the Disclosure Statement, as applicable;

RESOLVED FURTHER, that the Proper Officers of each Company be, and each of them hereby is, authorized, empowered and directed, for, in the name and on behalf of such Company, to prepare, execute and negotiate any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the Restructuring Support Agreement, the Plan and the Disclosure Statement and/or any of the related documents which shall, in such Proper Officer’s sole judgment, be necessary, convenient or appropriate; and

RESOLVED FURTHER, that the Proper Officers of each Company be, and each of them hereby is, authorized, empowered and directed, for, in the name and on behalf of such Company, to take any and all actions, to execute, deliver, certify, file and/or record and perform any and all

documents, agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities or certificates and to take any and all actions and steps deemed by any such Proper Officer to be necessary, convenient or appropriate to carry out the purpose and intent of each of the foregoing resolutions and to effectuate a successful Chapter 11 case, including, but not limited to, the development, filing and prosecution to confirmation of a Chapter 11 plan and related disclosure statement.

General

RESOLVED FURTHER, that the Proper Officers of each Company be, and each of them hereby is, authorized, empowered and directed, for, in the name and on behalf of such Company, to make, execute, provide and deliver any and all statements, applications, certificates, representations, payments, notices, receipts; any other instruments, agreements, and documents; and to take any and all other action which, in the opinion of such Proper Officer is, or may be, advisable, desirable and in the best interests of such Company in connection with, or to consummate any of the transactions contemplated by, the foregoing recitals and resolutions;

RESOLVED FURTHER, that the form of any additional resolution required in connection with the foregoing recitals and resolutions be, and hereby is, ratified, confirmed and approved in all respects; *provided, however*, the Proper Officers of each Company, on the advice of counsel, consider the adoption thereof advisable, desirable, and in the best interests of such Company, in which case, the Secretary of such Company be, and hereby is, authorized, empowered and directed to insert as an appendix hereto a copy of such resolution, which shall thereupon be deemed to have been ratified, confirmed and approved by the Governing Authority of such Company with the same force and effect as if it were set out verbatim herein;

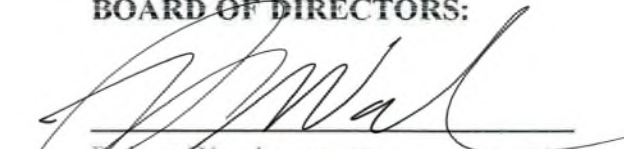
RESOLVED FURTHER, that any and all lawful actions heretofore or hereafter taken by any Proper Officer of each Company within the terms of the foregoing recitals and resolutions be, each hereby is, ratified, confirmed and approved in all respects; and

RESOLVED FURTHER, that this Unanimous Written Consent may be executed in multiple counterparts, by means of original, Portable Document Format (.pdf), or facsimile signature, all of which shall be considered one and the same consent and shall become effective when signed by all members of the Governing Authority of each Company.


[Signature pages follow]

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Directors of MDA Energy Holdings have duly executed this Unanimous Written Consent, to be effective as of the date first set forth above.

BOARD OF DIRECTORS:



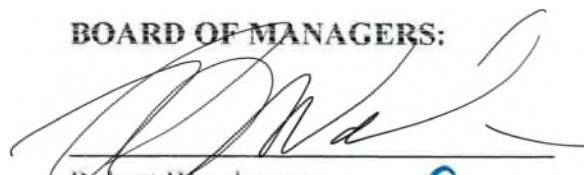
Robert Warshauer



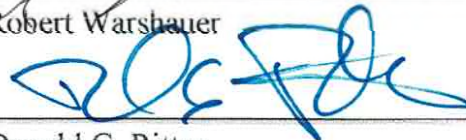
Donald G. Ritter

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Managers of MDA Intermediate Holdings have duly executed this Unanimous Written Consent, to be effective as of the date first set forth above.

BOARD OF MANAGERS:




Robert Warshauer



Donald G. Ritter

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Managers of MDA Holdings have duly executed this Unanimous Written Consent, to be effective as of the date first set forth above.

BOARD OF MANAGERS:



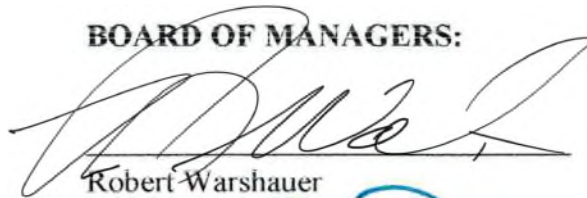
Robert Warshauer



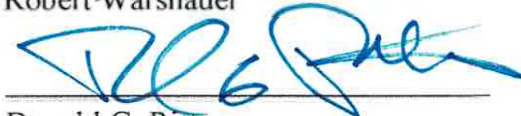
Donald G. Ritter

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Managers of MDA Energy have duly executed this Unanimous Written Consent, to be effective as of the date first set forth above.

BOARD OF MANAGERS:



Robert Warshauer



Donald G. Ritter

IN WITNESS WHEREOF, the undersigned, being the Manager of MDA Pipeline has duly executed this Unanimous Written Consent, to be effective as of the date first set forth above.

MANAGER:

MD America Energy, LLC

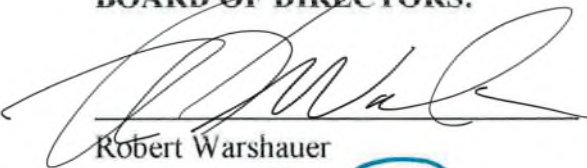
By: 

Name: J. Scott Hanks

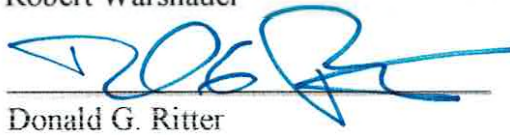
Title: CRO

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Directors of MDA Finance Corp. have duly executed this Unanimous Written Consent, to be effective as of the date first set forth above.

BOARD OF DIRECTORS:



Robert Warshauer



Donald G. Ritter

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

<p>In re:</p> <p>MD AMERICA ENERGY, LLC, <i>et al.</i>,</p> <p style="text-align: center;">Debtors.¹</p>	§ § § § § § §	<p>Chapter 11</p> <p>Case No. 20-[_____] ([____])</p> <p>(Joint Administration Pending)</p>
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CORPORATE OWNERSHIP STATEMENT

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor’s equity interest:

Shareholder	Approximate Percentage of Shares Held
MD America Holdings, LLC	100%

Dated: October 12, 2020
Houston, Texas

PORTER HEDGES LLP

By: /s/ John F. Higgins
 John F. Higgins (TX 09597500)
 M. Shane Johnson (TX 24083263)
 Megan Young-John (TX 24088700)
 Mark D. Jones (TX 24083273)
 1000 Main Street, 36th Floor
 Houston, Texas 77002
 Telephone: (713) 226-6000
 Fax: (713) 226-6248
 jhiggins@porterhedges.com
 sjohnson@porterhedges.com
 myoungjohn@porterhedges.com
 mjones@porterhedges.com

**PROPOSED COUNSEL FOR DEBTORS
AND DEBTORS IN POSSESSION**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are as follows: MD America Energy, LLC (0164), MD America Energy Holdings, Inc. (5493), MD America Intermediate Holdings, LLC (3204), MD America Holdings, LLC (5748), MD America Pipeline, LLC, and MD America Finance Corporation (8321). The address of the Debtors’ headquarters is: 301 Commerce Street, Suite 2500 Fort Worth, Texas 76102.

Fill in this information to identify the case:
 Debtor name:
 United States Bankruptcy Court for the: Southern District of Texas
 Case number (if known): _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. §

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
1 DONNA V. GRIMMER ADDRESS ON FILE	DONNA V. GRIMMER PHONE: FAX: EMAIL:	Working Interest / Royalty	Unliquidated			\$408,399.77
2 FAMILY ENERGY SERVICES, INC. ATTN: BRUCE DANIEL AGENT 9450 GROGAN'S MILL RD. THE WOODLANDS, TX 77380	FAMILY ENERGY SERVICES, INC. ATTN: BRUCE DANIEL AGENT PHONE: FAX: EMAIL:	Working Interest / Royalty	Unliquidated			\$357,938.89
3 MARGARET ANN ADAMS MELVIN FAMILY ADDRESS ON FILE	MARGARET ANN ADAMS MELVIN FAMILY PHONE: FAX: EMAIL:	Working Interest / Royalty	Unliquidated			\$272,128.73
4 UNION PACIFIC RAILROAD COMPANY ATTN: PRESIDENT OR GENERAL COUNSEL 1400 DOUGLAS STREET, STOP 1690 OMAHA, NE 68179	UNION PACIFIC RAILROAD COMPANY ATTN: PRESIDENT OR GENERAL COUNSEL PHONE: FAX: 402-544-5000 EMAIL: MGKOZISE@UP.COM	Working Interest / Royalty	Unliquidated			\$260,945.76
5 CENTERPOINT ENERGY HOUSTON ELEC LLC ATTN: PRESIDENT OR GENERAL COUNSEL P. O. BOX 1475 HOUSTON, TX 77251	CENTERPOINT ENERGY HOUSTON ELEC LLC ATTN: PRESIDENT OR GENERAL COUNSEL PHONE: FAX: 713-207-6803 EMAIL:	Working Interest / Royalty	Unliquidated			\$180,266.52
6 STEPHENS PRODUCTION COMPANY ATTN: DOUGLAS E WEIN, LAND MANAGER 623 GARRISON AVE FORT SMITH, AR 72901	STEPHENS PRODUCTION COMPANY ATTN: DOUGLAS E WEIN, LAND MANAGER PHONE: FAX: 303-296-2012 EMAIL: JPETREY@STEPHENSPRO.COM; MMEADOR@STEPHENSPRO.COM	Working Interest / Royalty	Unliquidated			\$179,440.35
7 THELMA AKERS INDV. AND AS TRUSTEE ADDRESS ON FILE	THELMA AKERS INDV. AND AS TRUSTEE PHONE: FAX: EMAIL:	Working Interest / Royalty	Unliquidated			\$171,236.13
8 AMERICA KEEFER SUCCESSORS ADDRESS UNKNOWN	AMERICA KEEFER SUCCESSORS PHONE: FAX: EMAIL:	Working Interest / Royalty	Unliquidated			\$98,750.04
9 LINCOLN NATIONAL LIFE INSURANCE COMPANY ATTN: PRESIDENT OR GENERAL COUNSEL 1300 S. CLINTON ST. FORT WAYNE, IN 46802	LINCOLN NATIONAL LIFE INSURANCE COMPANY ATTN: PRESIDENT OR GENERAL COUNSEL PHONE: FAX: 800-487-1485 EMAIL:	Working Interest / Royalty	Unliquidated			\$89,192.22
10 MICHAEL K. KING & FEROL E. GRIFFIN KING ADDRESS UNKNOWN	MICHAEL K. KING & FEROL E. GRIFFIN KING PHONE: FAX: EMAIL:	Working Interest / Royalty	Unliquidated			\$67,160.37
11 SARA ADAMS JENNINGS ADDRESS ON FILE	SARA ADAMS JENNINGS PHONE: FAX: EMAIL:	Working Interest / Royalty	Unliquidated			\$70,195.40
12 ELLWOOD T BARRETT ADDRESS ON FILE	ELLWOOD T BARRETT PHONE: FAX: EMAIL:	Working Interest / Royalty	Unliquidated			\$56,105.13
13 WESTCO FAMILY LIMITED PARTNERSHIP ATTN: STEPHEN R. HENSON (PRESIDENT) P O BOX 1888 GILMER, TX 75644	WESTCO FAMILY LIMITED PARTNERSHIP ATTN: STEPHEN R. HENSON (PRESIDENT) PHONE: FAX: 903-725-7528 EMAIL: SRHENSON1@AOL.COM	Working Interest / Royalty	Unliquidated			\$54,141.43
14 WINDY HILL RANCH LTD ATTN: PRESIDENT OR GENERAL COUNSEL P. O. BOX 129 MADISONVILLE MADISONVILLE, TX 77864	WINDY HILL RANCH LTD ATTN: PRESIDENT OR GENERAL COUNSEL PHONE: FAX: N/A EMAIL:	Working Interest / Royalty	Unliquidated			\$49,658.15
15 JOHN M. ANDREWS FAMILY TRUST ADDRESS ON FILE	JOHN M. ANDREWS FAMILY TRUST PHONE: FAX: EMAIL:	Working Interest / Royalty	Unliquidated			\$49,560.36

Debtor _____

Case number (if known) _____

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
16 NELDA DUNMAN LIFE ESTATE ADDRESS ON FILE	NELDA DUNMAN LIFE ESTATE PHONE: FAX: EMAIL:	Working Interest / Royalty	Unliquidated			\$45,852.36
17 E.M. BEALLE, III ADDRESS ON FILE	E.M. BEALLE, III PHONE: FAX: EMAIL:	Working Interest / Royalty	Unliquidated			\$37,360.58
18 GEOSOUTHERN ENERGY CORP ATTN: PRESIDENT OR GENERAL COUNSEL 1425 LAKE FRONT CR STE 200 THE WOODLANDS, TX 77380	GEOSOUTHERN ENERGY CORP ATTN: PRESIDENT OR GENERAL COUNSEL PHONE: FAX: 281-363-9161 EMAIL: JIBACCOUNTING@GEOSOUTHERNENERGY.COM	Working Interest / Royalty	Unliquidated			\$34,356.74
19 SHIRLEY SWILLEY HARKINS ESTATE ADDRESS ON FILE	SHIRLEY SWILLEY HARKINS ESTATE PHONE: FAX: EMAIL:	Working Interest / Royalty	Unliquidated			\$33,078.11
20 DAVID H. MURDOCK ADDRESS ON FILE	DAVID H. MURDOCK PHONE: FAX: EMAIL:	Working Interest / Royalty	Unliquidated			\$33,065.49
21 JANIE ELIZA MCGEE HEIRS ADDRESS ON FILE	JANIE ELIZA MCGEE HEIRS PHONE: FAX: EMAIL:	Working Interest / Royalty	Unliquidated			\$31,326.70
22 JAMES D. WILSON ATTN: JAMES D. WILSON, JR. ADDRESS ON FILE	JAMES D. WILSON ATTN: JAMES D. WILSON, JR. PHONE: FAX: EMAIL:	Working Interest / Royalty	Unliquidated			\$30,518.12
23 E MINERALS, L ATTN: PRESIDENT OR GENERAL COUNSEL 16952 EAST STATE HIGHWAY 21 BRYAN, TX 77808	E MINERALS, L ATTN: PRESIDENT OR GENERAL COUNSEL PHONE: FAX: 979-229-1970 EMAIL: JBNEWCOMB@WILDBLUE.NET	Working Interest / Royalty	Unliquidated			\$30,518.12
24 CML EXPLORATION LLC ATTN: SHIRLEY SMITH P O BOX 841738 DALLAS, TX 75284	CML EXPLORATION LLC ATTN: SHIRLEY SMITH PHONE: 325-573-0749 FAX: 325-573-0750 EMAIL: ROGERSL@CMLEXP.COM; OWENSK@CMLEXP.COM;	Working Interest / Royalty	Unliquidated			\$31,025.82
25 HORACE P DANSBY III ADDRESS ON FILE	HORACE P DANSBY III PHONE: FAX: EMAIL:	Working Interest / Royalty	Unliquidated			\$28,406.01
26 DALTON S WHITMIRE AND ELLA L WHITMIRE ADDRESS ON FILE	DALTON S WHITMIRE AND ELLA L WHITMIRE PHONE: FAX: EMAIL:	Working Interest / Royalty	Unliquidated			\$28,568.97
27 DAVID GRIMMER AND DONNA VENABLE ADDRESS ON FILE	DAVID GRIMMER AND DONNA VENABLE PHONE: FAX: EMAIL:	Working Interest / Royalty	Unliquidated			\$30,163.83
28 OAK TREE MINERALS, LLC ATTN: PRESIDENT OR GENERAL COUNSEL 2601 NETWORK BLVD. SUITE 404 FRISCO, TX 75034	OAK TREE MINERALS, LLC ATTN: PRESIDENT OR GENERAL COUNSEL PHONE: 214-975-2526 FAX: 214-987-6000 EMAIL: OPERATIONS@OAKTREEMINERALSEM.COM	Working Interest / Royalty	Unliquidated			\$27,030.50
29 MEDIAPARK LIMITED ATTN: EMILY DAVIS 1030 WEST GEORGIA ST. SUITE 918 WANVOUVER, BC V6E 2Y3 CANADA	MEDIAPARK LIMITED ATTN: EMILY DAVIS PHONE: FAX: 604-628-5616 EMAIL: EDAVIS@V1.CA; EMILY@TYANDSONS.COM	Working Interest / Royalty	Unliquidated			\$26,557.13
30 WOODROE MCMAHON & MERCEDES ATTN: KENNETH MCMAHON P. O. BOX 534 NORTH ZULCH, TX 77872	WOODROE MCMAHON & MERCEDES ATTN: KENNETH MCMAHON PHONE: FAX: 936-399-6233 EMAIL:	Working Interest / Royalty	Unliquidated			\$24,190.67

Fill in this information to identify the case:

Debtor name MD America Energy, LLC

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF TEXAS

Case number (if known) _____

Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud 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.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

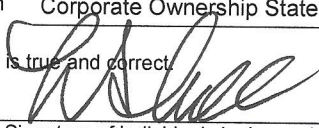
- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration Corporate Ownership Statement

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

Executed on

10/12/2020

x



Signature of individual signing on behalf of debtor

Scott Avila
Printed name

Chief Restructuring Officer
Position or relationship to debtor