

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

In re:	§	
	§	Chapter 11
	§	
GAVILAN RESOURCES, LLC,	§	Case No. 20-32656 (DRJ)
	§	
Debtor.	§	(Joint Administration Requested)
	§	(Emergency Hearing Requested)
Tax I.D. No. 81-3366688	§	
<hr/>	§	
In re:	§	Chapter 11
	§	
GAVILAN RESOURCES HOLDINGS, LLC,	§	Case No. 20-32657 (DRJ)
	§	
Debtor.	§	(Emergency Hearing Requested)
	§	
Tax I.D. No. 82-0714496	§	
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In re:	§	Chapter 11
	§	
GAVILAN RESOURCES HOLDCO, LLC,	§	Case No. 20-32658 (DRJ)
	§	
Debtor.	§	(Emergency Hearing Requested)
	§	
Tax I.D. No. 36-4856425	§	
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In re:	§	Chapter 11
	§	
GAVILAN RESOURCES MANAGEMENT SERVICES, LLC	§	Case No. 20-32659 (DRJ)
	§	
Debtor.	§	(Emergency Hearing Requested)
	§	
Tax I.D. No. 81-5403961	§	

**EMERGENCY MOTION OF DEBTORS PURSUANT TO
FED. R. BANKR. P. 1015(b) AND LOCAL RULE 1015-1 FOR
ORDER DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES**

EMERGENCY RELIEF HAS BEEN REQUESTED. A VIDEO/TELEPHONIC HEARING WILL BE CONDUCTED ON THIS MATTER ON MAY 18, 2020 AT 2:30 PM (PREVAILING CENTRAL TIME). PARTIES WISHING TO PARTICIPATE TELEPHONICALLY MUST DIAL IN USING THE COURT'S TELECONFERENCE SYSTEM AT 1-832-917-1510 AND ENTERING CONFERENCE CODE 205691. PARTIES WHO ALSO WISH TO PARTICIPATE BY VIDEOCONFERENCE MAY DO SO BY USE OF AN INTERNET CONNECTION, USING THE WEBSITE WWW.JOIN.ME, SELECTING "JOIN A MEETING," AND ENTERING MEETING CODE "JudgeJones."

IF YOU OBJECT TO THE RELIEF REQUESTED OR YOU BELIEVE THAT EMERGENCY CONSIDERATION IS NOT WARRANTED, YOU MUST EITHER APPEAR AT THE HEARING OR FILE A WRITTEN RESPONSE PRIOR TO THE HEARING. OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

RELIEF IS REQUESTED NOT LATER THAN MAY 18, 2020.

Gavilan Resources, LLC, Gavilan Resources Holdings, LLC, Gavilan Resources HoldCo, LLC, and Gavilan Resources Management Services, LLC (collectively, the "**Debtors**"), respectfully represent as follows in support of this motion (the "**Motion**"):

Background

1. On the date hereof, the Debtors each commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**"). The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory committee of creditors has been appointed in these chapter 11 cases.

2. Additional information regarding the Debtors' business, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Declaration of David E. Roberts, Jr. in Support of the Debtors' Chapter 11 Petitions and First*

Day Relief, sworn to on the date hereof (the “**Roberts Declaration**”),¹ which has been filed with the Court contemporaneously herewith and is incorporated by reference herein.

Jurisdiction

3. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

4. By this Motion, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 1015-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of Texas (the “**Local Rules**”), the Debtors request entry of an order directing joint administration of their chapter 11 cases for procedural purposes only.

5. A proposed form of order granting the relief requested herein is annexed hereto as **Exhibit A** (the “**Proposed Order**”).

Relief Requested Should be Granted

6. Bankruptcy Rule 1015(b) provides, in relevant part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015(b). Under section 101(2) of the Bankruptcy Code, the term “affiliate” means:

(A) [an] entity that directly or indirectly owns, controls, or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor, other than an entity that holds such securities—

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Roberts Declaration.

(i) in a fiduciary or agency capacity without sole discretionary power to vote such securities; or

(ii) solely to secure a debt, if such entity has not in fact exercised such power to vote;

(B) [a] corporation 20 percent or more of whose outstanding voting securities are directly or indirectly owned, controlled, or held with power to vote, by the debtor, or by an entity that directly or indirectly owns, controls, or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor, other than an entity that holds such securities—

(i) in a fiduciary or agency capacity without sole discretionary power to vote such securities; or

(ii) solely to secure a debt, if such entity has not in fact exercised such power to vote

11 U.S.C. § 101(2). In addition, Local Rule 1015-1 provides for the joint administration of related chapter 11 cases. The Debtors are affiliates of one another because Gavilan Resources Holdings, LLC owns, either directly or indirectly, at least 20% of the outstanding voting interests in each of the other Debtors. Accordingly, the Court is authorized to jointly administer these cases for procedural purposes.

7. Joint administration of these cases will save the Debtors and their estates substantial time and expense because it will remove the need to prepare, replicate, file, and serve duplicative notices, applications, and orders. Joint administration will also relieve the Court from entering duplicative orders and maintaining duplicative files and dockets. The U.S. Trustee and other parties in interest will similarly benefit from joint administration of these chapter 11 cases, sparing them the time and effort of reviewing duplicative dockets, pleadings, and papers.

8. Joint administration will not adversely affect creditors' rights because this Motion requests only the administrative consolidation of the estates for procedural purposes and

does not seek substantive consolidation. As such, each creditor will continue to hold its claim against a particular Debtor’s estate after this Motion is approved.

9. The Debtors respectfully request that the chapter 11 cases of the Debtors be administered under the following caption:

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GAVILAN RESOURCES, LLC,	§	Case No. 20-32656 (DRJ)
	§	
Debtors.¹	§	(Joint Administration Requested)
	§	

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: Gavilan Resources, LLC (6688); Gavilan Resources HoldCo, LLC (6425); Gavilan Resources Holdings, LLC (4496); and Gavilan Resources Management Services, LLC (3961). The Debtors’ mailing address is 920 Memorial City Way, Suite 1400, Houston, Texas 77024.

10. The Debtors also request that the following notation be entered on the docket in each Debtor’s chapter 11 case to reflect the joint administration of these cases:

An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Gavilan Resources, LLC, et al. The docket in Case No. 20-32656 (DRJ) should be consulted for all matters affecting this case.

11. For the foregoing reasons, the relief requested herein is necessary, appropriate, and in the best interests of the Debtors, their estates, and all other parties in interest in these cases. Accordingly, the Court should authorize the relief requested.

Notice

12. Notice of this Motion will be provided to (i) the Office of the United States Trustee for the Southern District of Texas; (ii) the holders of the 30 largest unsecured claims against the Debtors on a consolidated basis; (iii) Simpson Thacher & Bartlett LLP, 425 Lexington

Avenue, New York, NY 10017, Attn: Elisha D. Graff, Esq. and 600 Travis Street, Suite 5400, Houston, TX 77002, Attn: Robert R. Rabalais, Esq., counsel to the RBL Administrative Agent; (iv) the Internal Revenue Service; (v) the United States Attorney's Office for the Southern District of Texas; (vi) any party that has requested notice pursuant to Bankruptcy Rule 2002; and (vii) any other party entitled to notice pursuant to Local Rule 9013-1(d).

No Previous Request

13. No previous request for the relief sought herein has been made by the Debtors to this or any other court.

[Remainder of page intentionally left blank.]

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: May 15, 2020
Houston, Texas

/s/ Alfredo R. Pérez
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-and-

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Proposed Attorneys for Debtors

Certificate of Service

I hereby certify that on May 15, 2020, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas, and will be served as set forth in the Affidavit of Service to be filed by the Debtors' proposed claims, noticing, and solicitation agent.

/s/ Alfredo R. Pérez
Alfredo R. Pérez