Docket #47 Date Filed: 04/01/2020

ENTERED
04/01/2020

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

In re:	Chapter 11
WHITING PETROLEUM CORPORATION, *et al.*,[1]	Case No. 20-32021 (DRJ)
Debtors.	(Joint Administration Requested)
	Re: Docket No. 18

FINAL ORDER (I) AUTHORIZING PAYMENT OF MINERAL OBLIGATIONS AND (II) GRANTING RELATED RELIEF

Upon the motion (the "Motion")[2] of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of a final order (this "Final Order"), (a) authorizing the Debtors to pay or apply in the ordinary course of business any and all amounts owed in connection with the Mineral Obligations, whether incurred prepetition or postpetition, and (b) granting related relief, 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

[1] The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, are: Whiting Canadian Holding Company Unlimited Liability Corporation (3662); Whiting Petroleum Corporation (8515); Whiting US Holding Company (2900); Whiting Oil and Gas Corporation (8829); and Whiting Resources Corporation (1218). The location of the debtors' service address is: 1700 Lincoln Street, Suite 4700, Denver, Colorado 80203.

[2] Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

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. The Motion is granted as set forth in this Order.

2. The Debtors are authorized: (a) to pay prepetition amounts owed on account of Mineral Obligations in the ordinary course of business on a postpetition basis and (b) to continue making payments on account of the Mineral Obligations in the ordinary course of business on a postpetition basis.

3. The Debtors shall maintain a matrix or schedule of amounts paid on account of the Mineral Obligations subject to the terms and conditions of this Final Order. The Debtors shall provide a copy of such matrix to the U.S. Trustee, and any statutory committee appointed in these chapter 11 cases every 30 days beginning upon entry of this Final Order.

4. The Debtors are authorized to setoff payments on account of Non-Op Working Interests against JIBs pursuant to agreement or applicable law in the ordinary course of business.

5. If any holder of a Mineral and Other Interest, Non-Op Working Interest, or right to payment under the JIBs, or any other party accepts payment on account of any Mineral Obligations under this Final Order, and the Debtors' interests in such payments on account of Mineral Obligations subsequently are recharacterized or otherwise determined by the Court after notice and a hearing to constitute property of the Debtors' estates, the Debtors are authorized, but not

directed, to avoid such payment as a postpetition transfer under section 549 of the Bankruptcy Code, and the holder of such Mineral and Other Interest, Non-Op Working Interest, or right to payment under the JIBs, 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.

6. Any amounts paid to or for the benefit of an insider of one or more of the Debtors is subject to disgorgement after notice and hearing if such payment is not authorized by a final order and if the Court orders such disgorgement pursuant to a disgorgement motion. The basis for any such disgorgement is not limited by this Final Order, but the Court anticipates that disgorgement would not be appropriate to the extent that any such payment is for (i) postpetition goods and services at market rates; (ii) a pass-through payment to a third party; or (iii) a payment on a JIB that is not to or for the benefit of an insider; *provided* that any amounts that are passed through an insider for a JIB will not be treated as to or for the benefit of an insider.

7. Any holder of a Mineral and Other Interest, Non-Op Working Interest, right to payment under the JIBs, or any other party that accepts payment from the Debtors on account of the Mineral Obligations shall be deemed to have agreed to the terms and provisions of this Final Order.

8. Notwithstanding the relief granted herein and any actions taken pursuant to such relief, nothing in this Final Order shall be deemed: (a) an admission as to the validity of any

prepetition claim, interest, or lien against a Debtor entity; (b) a waiver of the Debtors' or any other party in interest's rights to dispute any prepetition claim, interest, or lien on any grounds; (c) a promise or requirement to pay prepetition claims; (d) a waiver of the obligation of any party in interest to file a proof of claim; (e) an implication or admission that any particular claim, interest, or lien is of a type specified or defined in this Motion or any order granting the relief requested by this Motion; (f) a request or authorization to assume any prepetition agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; or (g) a waiver of the Debtors' or any other party in interest's rights under the Bankruptcy Code or any other applicable law.

9. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized and directed 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 Final Order.

10. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with any the relief granted herein.

11. Notwithstanding anything to the contrary herein, all disbursements made hereunder shall be subject to the requirements imposed on the Debtors under the cash collateral order (whether interim or final, the "Cash Collateral Order") and the Budget (as defined therein) as approved from time to time in accordance with the terms thereof. In the event of any inconsistency

between the terms of this Final Order and the Cash Collateral Order or the Budget, the terms of the Cash Collateral Order and the Budget shall govern.

12. To the extent the Debtors make a payment to a claimant that is an insider or an affiliate of an insider of the Debtors, the Debtors shall provide a copy of a matrix or schedule of such payments to the U.S. Trustee and any statutory committee appointed in these chapter 11 cases every 30 days beginning upon entry of this Final Order.

13. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the Requirements of Bankruptcy Rule 6004(a) and the Bankruptcy Local Rules are satisfied by such notice.

14. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003(b).

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

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

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

Signed: April 01, 2020.

DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE