

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

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known)

Chapter 11

☐ Check if this an amended filing

**Official Form 201**

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

4/16

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 case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name First River 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 First River Midstream, LLC  
FDBA First River Marketing, LLC

3. Debtor's federal Employer Identification Number (EIN) 37-1779656

4. Debtor's address Principal place of business

1862 W. Bitters Road, Suite 300  
San Antonio, TX 78248

Number, Street, City, State & ZIP Code

Bexar  
County

Mailing address, if different from principal place of business

P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) http://www.firstriverenergy.com

6. Type of debtor  
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))  
☐ Partnership (excluding LLP)  
☐ Other. Specify: \_\_\_\_\_

Debtor **First River 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>.

**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 \$2,566,050 (amount subject to adjustment on 4/01/19 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.

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   | Relationship          |
| District | When                  |
|          | Case number, if known |

Debtor First River 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

☒ 1-49

☐ 50-99

☐ 100-199

☐ 200-999

☐ 1,000-5,000

☐ 5,001-10,000

☐ 10,001-25,000

☐ 25,001-50,000

☐ 50,001-100,000

☐ More than 100,000

15. Estimated Assets

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$1,000,001 - \$10 million

☒ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

16. Estimated liabilities

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$1,000,001 - \$10 million

☒ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

Debtor First River 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 January 12, 2018  
MM / DD / YYYY

X   
Signature of authorized representative of debtor

Deborah Kryak  
Printed name

Title Chief Executive Officer

**18. Signature of attorney**

X   
Signature of attorney for debtor

Date January 12, 2018  
MM / DD / YYYY

William E. Chipman, Jr.  
Printed name

Chipman Brown Cicero & Cole, LLP  
Firm name

1313 North Market Street  
Suite 5400  
Wilmington, DE 19801  
Number, Street, City, State & ZIP Code

Contact phone (302) 295-0191

Email address chipman@chipmanbrown.com

3818  
Bar number and State

## **FIRST RIVER ENERGY HOLDINGS, LLC**

### **RESOLUTIONS ADOPTED BY THE BOARD OF MANAGERS OF FIRST RIVER ENERGY HOLDINGS, LLC**

**JANUARY 11, 2018**

The undersigned, being all of the Managers (the "Managers") of **FIRST RIVER ENERGY HOLDINGS, LLC**, a Delaware Limited Liability Company (the "Company"), pursuant to applicable provisions of the Delaware Limited Liability Company Acts and the Company's company agreement, hereby adopt the following resolutions, and such resolutions have not been amended or rescinded and are now in full force and effect:

**RESOLVED**, that in the judgment of the Managers of the Company it is desirable and in the best interests of the Company, its creditors, and other interested parties, that a voluntary petition be filed by the Company in the United States Bankruptcy Court for the District of Delaware in Wilmington (the "Bankruptcy Court"), seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"), in which the authority to operate as a debtor-in-possession will be sought, and the filing of such petition is authorized hereby; and it is further

**RESOLVED**, that Scott Avila is appointed to serve as Chief Restructuring Officer ("CRO") of the Company effective as of the date hereof. The Managers delegate to the CRO the power and authority to approve or take any and all actions that the CRO deems reasonable, advisable, expedient, convenient, necessary or proper with respect to the Company related to or arising in the Chapter 11 Case.

**RESOLVED**, that the CRO and Deborah Kryak (the "Authorized Persons") are each authorized and empowered, on behalf of and in the name of the Company, to execute and verify such petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed with the Bankruptcy Court at such time as the Authorized Person executing the petitions on behalf of the Company shall determine; and it is further

**RESOLVED**, that the Authorized Persons of the Company be, and each of them hereby is, authorized, on behalf of and in the name of the Company, to execute and file all petitions, affidavits, schedules, lists and other papers and to take any and all actions which they may deem necessary or proper in the aforesaid Chapter 11 case (the "Case"); and it is further

**RESOLVED**, that the law firm of Akerman LLP, 2001 Ross Avenue, Suite 3600, Dallas, Texas 75201 be, and hereby is, employed under a general retainer as attorneys for the Company and any other affiliated debtor entities in the Case as bankruptcy counsel and for all other relevant purposes; and it is further

**RESOLVED**, that the law firm of Chipman Brown Cicero & Cole, LLP, Hercules Plaza, 1313 N. Market Street, Suite 5400, Wilmington Delaware 19801 be, and hereby is, employed

under a general retainer as local counsel for the Company in the Bankruptcy Court and any other affiliated debtor entities in the Case and for all other relevant purposes; and it is further

**RESOLVED**, that the financial advisory firm of Armory Strategic Partners, 1230 Rosecrans Ave, Suite 660, Los Angeles, CA 90266 be, and hereby is, employed under a general retainer as financial advisors for the Company and any other affiliated debtor entities in the Case and for all other relevant purposes; and it is further

**RESOLVED**, that the Authorized Persons of the Company be, and each of them hereby is, authorized and empowered on behalf of and in the name of the Company, to retain and employ other attorneys, accountants, restructuring professionals, financial advisors, and other professionals to assist the Company in connection with the Case on such terms as are deemed necessary, proper or desirable; and it is further

**RESOLVED**, that the Authorized Persons of the Company be, and each of them hereby is, respectively authorized and empowered to cause the Company to enter into, execute, deliver, certify, file, record, and/or perform, such agreements, instruments, motions, affidavits, applications for approvals, or ruling of governmental or regulatory authorities, certificates and other such documents and take any such actions as are, in their judgment, necessary, proper, or desirable to prosecute the Chapter 11 case and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions; and it is further

**RESOLVED**, that any and all past actions heretofore taken by any Authorized Persons of the Company in the name of and on behalf of the Company, in furtherance of any or all preceding resolutions be, and the same hereby are, ratified, approved, and adopted; and it is further

**RESOLVED**, that this consent may be signed in any number of counterparts, each of which, taken together, shall constitute one and the same consent and that, once signed, this consent shall be filed with the corporate records of the Company. This consent may be executed by facsimile or pdf signature, and a facsimile or pdf signature will constitute an original signature.


*[signature page follows]*

IN WITNESS WHEREOF, the undersigned have executed this Action by Written Consent of the Board of Managers in accordance with the LLC Agreement as of the date first written above.

BOARD OF MANAGERS:

\_\_\_\_\_  
David Gallagher

\_\_\_\_\_  
Deborah Kryak

  
\_\_\_\_\_  
Stephen O'Reilly

\_\_\_\_\_  
Eric Shaw

IN WITNESS WHEREOF, the undersigned have executed this Action by Written Consent of the Board of Managers in accordance with the LLC Agreement as of the date first written above.

BOARD OF MANAGERS:

\_\_\_\_\_  
David Gallagher

\_\_\_\_\_  
Deborah Kryak

  
\_\_\_\_\_  
Stephen O'Reilly


  
\_\_\_\_\_  
Eric Shaw



IN WITNESS WHEREOF, the undersigned have executed this Action by Written Consent of the Board of Managers in accordance with the LLC Agreement as of the date first written above.

BOARD OF MANAGERS:

\_\_\_\_\_  
David Gallagher

  
\_\_\_\_\_  
Deborah Kryak

  
\_\_\_\_\_  
Stephen O'Reilly

\_\_\_\_\_  
Eric Shaw

IN WITNESS WHEREOF, the undersigned have executed this Action by Written Consent of the Board of Managers in accordance with the LEC Agreement as of the date first written above.

BOARD OF MANAGERS:

  
\_\_\_\_\_  
David Gallagher

\_\_\_\_\_  
Deborah Kryak

\_\_\_\_\_  
Stephen O'Reilly

  
\_\_\_\_\_  
Eric Shaw

IN WITNESS WHEREOF, the undersigned have executed this Action by Written Consent of the Capital Unitholders in counterparts in accordance with Section 3.3(c) of the LLC Agreement as of the date first written above.

**CAPITAL UNITHOLDERS**

**RWEST PI FRE HOLDING, LLC**

By: Julianne Weiss  
Name: Julianne Weiss  
Title: Manager

By: Brett Bucci  
Name: Brett Bucci  
Title: Manager

**Stable Assets-FRE, LLC**

By: Stable Assets SPC on behalf of and for the  
account of Stable Assets FRE SP, its sole member

By: \_\_\_\_\_  
Name: David Gallagher  
Title: Manager

IN WITNESS WHEREOF, the undersigned have executed this Action by Written Consent of the Capital Unitholders in counterparts in accordance with Section 3.3(c) of the LLC Agreement as of the date first written above.

**CAPITAL UNITHOLDERS**

**RWEST PI FRE HOLDING, LLC**

By:   
Name: Julianne Weiss  
Title: Manager

By:   
Name: Brett Bucci  
Title: Manager

**Stable Assets-FRE, LLC**

By: Stable Assets SPC on behalf of and for the account of Stable Assets FRE SP, its sole member.

By:   
Name: David Gallagher  
Title: Manager