

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION

In re:

	§	
WBH Energy LP,	§	Case No. 15-10003
WBH Energy Partners LLC	§	Chapter 11
WBH Energy Partners GP, LLC	§	
Debtors.	§	
	§	(Jointly Administered)

**RESPONSE OF EOG RESOURCES, INC. TO DEBTORS' MOTION FOR ENTRY OF  
FINAL ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS 105, 361, 362, 363, 364  
AND 507 (I) AUTHORIZING POSTPETITION FINANCING, (II) APPROVING USE OF  
CASH COLLATERAL, (III) GRANTING ADEQUATE PROTECTION, AND (IV)  
GRANTING RELATED RELIEF  
(Related to Docket No. 265)**

**To the Honorable H. Christopher Mott,  
United States Bankruptcy Judge:**

Comes now EOG Resources, Inc. ("EOG"), a party in interest in the above referenced case and a secured creditor, and, out of an abundance of caution, files this response to Debtors' motion for entry of final order for postpetition financing, approving use of cash collateral, and granting adequate protection (the "Response"), and in support thereof states as follows:

1. EOG and WBH Energy Partners, LLC ("Debtor LLC") are parties to that certain Joint Operating Agreement dated May 24, 2011 as revised and amended (the "JOA").
2. Under the JOA, EOG is the operator and Debtor LLC is a non-operating working interest owner (the "Working Interest").
3. Article VII of the JOA grants EOG a lien and security interest in personal and real property as described therein including the Working Interest.
4. EOG properly perfected its security interest as provided for in the JOA by filing the Model Form Recording Supplement to Operating Agreement and Financing Statement in Montague County, Texas on June 8, 2011, Volume 572 page 458 (the "Supplement").

5. EOG asserts that it holds a first lien position on the Working Interest, in addition to other collateral, as provided for and described in the JOA as its filing of the Supplement was first in time.

6. The Motion does not appear to request that the Court determine the relative priority of the liens or security interests claimed by Castlelake or any other party on the property to which EOG's lien attaches. Because EOG holds a first lien position with respect to the personal and real property identified in the JOA, a credit bid to purchase those assets is improper until a cash bid in an amount sufficient to pay EOG's secured claim on those assets is made or adequate protection is provided.

Accordingly, EOG requests that the Court refrain from making any determination in conjunction with its adjudication of the Motion as requested for herein and that it grant any other equitable and justifiable relief.

Dated: April 17, 2015

Respectfully submitted,

/s/ Joshua N. Eppich

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**Attorneys for EOG Resources, Inc.**

**CERTIFICATE OF SERVICE**

I hereby certify that on April 17, 2015 a true and correct copy of the Response was served via ECF to all registered users appearing in this case.

/s/ Joshua N. Eppich