

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of Delaware
(State)Case number (if known): _____ Chapter 11☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

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

1. Debtor's name Nighthawk Royalties LLC

2. All other names debtor used in the last 8 years _____
 Include any assumed names, trade names, and *doing business* as names _____

3. Debtor's federal Employer Identification Number (EIN) 13 - 4336709

4. Debtor's address

<p>Principal place of business</p> <p><u>1805 SHEA CENTER DR, SUITE 290</u> Number Street</p> <p><u>HIGHLANDS RANCH, CO 80129</u> City State ZIP Code</p> <p><u>UNITED STATES</u> County</p>	<p>Mailing address, if different from principal place of business</p> <p>_____ Number Street</p> <p>_____ P.O. Box</p> <p>_____ City State ZIP Code</p> <p>Location of principal assets, if different from principal place of business</p> <p>_____ Number Street</p> <p>_____ City State ZIP Code</p>
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5. Debtor's website (URL) HTTP://WWW.NIGHTHAWKENERGY.COM

6. Type of debtor

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

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

Debtor

Nighthawk Royalties LLC

Case number (if known) _____

Name

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.naics.com/search/>.2 1 1 1**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.District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD / YYYY**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**☐ No☒ Yes.Debtor Nighthawk Energy plc Relationship ParentDistrict Delaware When _____
MM / DD / YYYY

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

Case number, if known _____

Debtor

Nighthawk Royalties 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 for distribution to unsecured creditors.

14. Estimated number of creditors

- ☒ 1-49 ☐ 1,000-5,000 ☐ 25,001-50,000
- ☐ 50-99 ☐ 5,001-10,000 ☐ 50,001-100,000
- ☐ 100-199 ☐ 10,001-25,000 ☐ More than 100,000
- ☐ 200-999

15. Estimated assets

- ☒ \$0-\$50,000 ☐ \$1,000,001-\$10 million ☐ \$500,000,001-\$1 billion
- ☐ \$50,001-\$100,000 ☐ \$10,000,001-\$50 million ☐ \$1,000,000,001-\$10 billion
- ☐ \$100,001-\$500,000 ☐ \$50,000,001-\$100 million ☐ \$10,000,000,001-\$50 billion
- ☐ \$500,001-\$1 million ☐ \$100,000,001-\$500 million ☐ More than \$50 billion

Debtor Nighthawk Royalties LLC
Name

Case number (if known) _____

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 checked="" 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 type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

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 04/30/2018
MM / DD / YYYY**X**/s/ Rick McCullough

Signature of authorized representative of debtor

Rick McCullough

Printed name

Title President

18. Signature of attorney

X

Signature of attorney for debtor

Date

4/30/2018
MM / DD / YYYYDennis A. Meloro

Printed name

Greenberg Traurig, LLP

Firm name

1007 North Orange Street, Suite 1200

Number Street

Wilmington

City

DE

State

19801

ZIP Code

302-661-7000

Contact phone

melorod@gtlaw.com

Email address

4435

Bar number

DE

State

**WRITTEN CONSENT
OF
THE SOLE MEMBER
OF
NIGHTHAWK ROYALTIES LLC**

The undersigned, being the sole member (“Sole Member”) of NIGHTHAWK ROYALTIES LLC, a Delaware limited liability company (the “Company”), acting by written consent without a meeting pursuant to the authority contained in §18-302 of the State of Delaware Limited Liability Company Act, does hereby agree and consent that when the undersigned has signed this consent or an exact counterpart hereof, each of which counterparts when taken together shall constitute but one and only one consent (the “Consent”), the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as if adopted at a formal meeting of the Sole Member, duly called and held for the purpose of acting upon proposals to adopt such resolutions.

1. Filing of Voluntary Chapter 11 Petition for the Company

WHEREAS, the Sole Member has considered the financial and operational aspects of the Company’s business and the recommendations of the Company’s professionals and advisors;

NOW, THEREFORE, BE IT RESOLVED, that, in the judgment of the Sole Member, it is desirable and in the best interests of the Company, its creditors, members and other interested parties that a voluntary petition (the “Petition”) be filed by the Company seeking relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”); and be it

FURTHER RESOLVED, that the proper officers of the Company (the “Authorized Officers”), including, but not limited to, any of Richard McCullough, Executive Chairman, Chuck Wilson, Chief Operating Officer and Chris Kohler, interim Chief Financial Officer, are hereby authorized and empowered on behalf of and in the name of the Company to execute, verify and cause to be filed the Petition, together with schedules of assets and liabilities, the statement of financial affairs and other ancillary documents required by the Bankruptcy Code and the Federal Rules of Bankruptcy Procedure to be filed with the Petition, at such time as the Authorized Officers consider it appropriate; and be it

FURTHER RESOLVED that the Authorized Officers, and any employees or agents (including counsel) designated by or directed by the Authorized Officers, shall be, and each hereby is, authorized and empowered to cause the Company and such of its affiliates as management deems appropriate to enter into, execute, deliver, certify, file, record, and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates or other documents, and to take such other actions, as in the judgment of such Authorized Officer shall be necessary, proper, and desirable to prosecute to a successful completion the Company’s 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 be it

FURTHER RESOLVED, that the Authorized Officers shall be, and each hereby is, authorized and empowered on behalf of, and in the name of, the Company to retain Greenberg Traurig, P.A., SSG Advisors, LLC, JND Corporate Restructuring, and such other attorneys, investment bankers, accountants, financial advisors, and other professionals to assist in the Company's chapter 11 case on such terms as are deemed necessary, proper, or desirable by the Authorized Officers.

2. General Authorization

NOW, THEREFORE, BE IT RESOLVED, that any and all acts taken and any and all certificates, instruments, agreements or other documents executed on behalf of the Company by the Authorized Officers prior to the adoption of the foregoing resolutions with regard to any of the transactions, actions, certificates, instruments, agreements or other documents authorized or approved by the foregoing resolutions be, and they hereby are, ratified, confirmed adopted and approved; and be it

FURTHER RESOLVED, that any specific resolutions that may be required to have been adopted by the Sole Member to effectuate the matters and transactions contemplated by the foregoing resolutions be, and they hereby are, adopted, and the officers and authorized representatives of the Company be, and each of them acting along hereby is, authorized in the name and on behalf of the Company to certify as to the adoption of any and all such resolutions; and be it

FURTHER RESOLVED, that the Authorized Officers shall be, and each hereby is, authorized and empowered on behalf of the Company and in its name to take or cause to be taken all actions and to execute and deliver all such instruments that such Authorized Officer determines are necessary or desirable in connection with the foregoing resolutions; and be it

FURTHER RESOLVED, that this Consent may be signed in any number of counterparts (including by means of facsimile signature), each of which shall be deemed to be an original, and all of which taken together shall be deemed to be a single consent.

[Remainder of Page Intentionally Left Blank.]

IN WITNESS WHEREOF, the undersigned has executed this Consent the 30th day of April, 2018.

SOLE MEMBER:

NIGHTHAWK ENERGY PLC

By: /s/ Richard McCullough

Name: Richard McCullough

Title: Executive Chairman

Fill in this information to identify the case:

Debtor name: NIGHTHAWK ROYALTIES LLC

United States Bankruptcy Court for the District of DELAWARE

(State)

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 20 Largest Unsecured Claims and Are Not Insiders****12/15**

A list of creditors holding the 20 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. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	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		
					If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Commonwealth Bank of Australia 811 Main Street, Suite 4675 Houston, Texas 77002-6235 Attention: Jonathan Verlander	Jonathan Verlander (713) 341-9751 jonathan.verlander@cba.com.au			\$21,250,000		Unknown
2							
3							
4							
5							
6							
7							
8							

Debtor NIGHTHAWK ROYALTIES LLC

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 If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9							
10							
11							
12							
13							
14							
15							
16							
17							
18							
19							
20							

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

NIGHTHAWK ROYALTIES LLC,

Debtor.

Chapter 11

Case No. 18-_____ (____)

(Joint Administration Requested)

LIST OF EQUITY SECURITY HOLDERS

Name and last known address or place of business of holder	Number of Securities	Kind of Interest
Nighthawk Energy plc 1805 Shea Center Dr. Suite 290 Highlands Ranch, CO 80129	100%	LLC membership

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

NIGHTHAWK ROYALTIES LLC,

Debtor.

Chapter 11

Case Nos. 18-____ (____)

(Joint Administration Requested)

CORPORATE OWNERSHIP STATEMENT

Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(1), the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the debtor's equity interests:

Shareholder	Approximate Percentage of Shares Held
Nighthawk Energy plc	100%

DECLARATION UNDER PENALTY OF PERJURY

I, the undersigned authorized officer of Nighthawk Royalties LLC, the debtor in this case, declare under penalty of perjury that I have read the foregoing corporate ownership statement and that it is true and correct to the best of my information and belief.

Dated: April 30, 2018

/s/ Richard McCullough
By: Richard McCullough
Its: President

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

NIGHTHAWK ROYALTIES LLC, *et al.*¹

Debtors.

Chapter 11

Case No. 18-____ (____)

(Joint Administration Requested)

CERTIFICATION OF CREDITOR MATRIX

Pursuant to Rule 1007-2 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware, the above-captioned debtor and its affiliated debtors in possession (collectively, the “**Debtors**”) hereby certify that the Creditor Matrix submitted herewith contains the names and addresses of the Debtors’ creditors. To the best of the Debtors’ knowledge, the Creditor Matrix is complete, correct, and consistent with Debtors’ books and records.

The information contained herein is based upon a review of the Debtors’ books and records as of the petition date. However, no comprehensive legal and/or factual investigations with regard to possible defenses to any claims set forth in the Creditor Matrix have been completed. Therefore, the listing does not, and should not, be deemed to constitute: (1) a waiver of any defense to any listed claims; (2) an acknowledgement of the allowability of any listed claims; and/or (3) a waiver of any other right or legal position of the Debtors.

¹ The Debtors in these Chapter 11 Cases, along with the last four (4) digits of each Debtor’s federal employer identification number, are: Nighthawk Royalties LLC, (6709) and Nighthawk Energy plc (1701). The business address of the Debtors is 1805 Shea Center Dr., Suite 290, Highlands Ranch, CO 80129.

Fill in this information to identify the case and this filing:

Debtor Name _____

United States Bankruptcy Court for the: _____ District of _____
(State)

Case number (If known): _____

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 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

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

Executed on _____
MM / DD / YYYY

X

Signature of individual signing on behalf of debtor

Printed name

Position or relationship to debtor