



IT IS HEREBY ADJUDGED and DECREED that the below described is SO ORDERED.

Dated: October 13, 2016.

**TONY M. DAVIS
UNITED STATES BANKRUPTCY JUDGE**

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

IN RE:	§	Case No. 16-10472 (TMD)
	§	
TRINITY RIVER RESOURCES, LP,	§	
	§	Chapter 11
Debtor.	§	

**AMENDED EIGHTH STIPULATION EXTENDING THE INTERIM CASH
COLLATERAL ORDER**

[Relates to Docket No. 5, 26, 47, 57, 97, 119, 129, 142, 162 and 175]

1. The parties hereto file this *Eighth Stipulation Extending the Interim Cash Collateral Order* (this "Stipulation").
2. On April 26, 2016, this Court entered the *Interim Order (I) Authorizing the Use of Cash Collateral Pursuant to Section 363 of the Bankruptcy Code, (II) Granting Adequate Protection to the Lenders Pursuant to Sections 361, 362, and 363 of the Bankruptcy*

Code, (III) Granting Liens and Superpriority Claims, (IV) Modifying Automatic Stay, and (V) Scheduling a Final Hearing (the “Interim Cash Collateral Order”).¹

3. Paragraph four of the Interim Cash Collateral Order provides for the extension of the Termination Date beyond the Final Hearing, by written agreement of the Debtor and GE Capital EFS Financing, Inc., as Administrative Agent and Collateral Agent (“Agent”) acting on behalf of such lenders (the “Lenders”) as entered into the First Amended and Restated Credit Agreement dated as of March 26, 2014 (as so amended and as the same may be further amended, restated, supplemented or otherwise modified from time to time, the “Pre-Petition Credit Agreement”).
4. On May 18, 2016, this Court entered the Stipulation Extending the Interim Cash Collateral Order (the “First Stipulation”), through June 6, 2016.
5. On June 14, 2016, this Court entered the Second Stipulation Extending the Interim Cash Collateral Order (the “Second Stipulation”). The Second Stipulation approved the extension of the Debtor’s use of cash collateral through July 1, 2016. *See*, Docket No. 57.
6. On July 14, 2016, this Court entered the Third Stipulation Extending the Interim Cash Collateral Order (the “Third Stipulation”). The Third Stipulation approved the extension of the Debtor’s use of cash collateral through July 25, 2016. *See*, Docket No. 97.
7. On August 1, 2016, this Court entered the Fourth Stipulation Extending the Interim Cash Collateral Order (the “Fourth Stipulation”). The Fourth Stipulation approved the expansion of the Debtor’s use of cash collateral through August 10, 2016. *See*, Dkt. No. 119.

¹ Dkt. No. 26; All capitalized terms not defined herein shall have the meaning ascribed to them in the Interim Cash Collateral Order.

8. On August 10, 2016, this Court entered the Fifth Stipulation Extending the Interim Cash Collateral Order (the "Fifth Stipulation"). The Fifth Stipulation approved the expansion of the Debtor's use of cash collateral through August 29, 2016. *See*, Dkt. No. 129.
9. On August 26, 2016, this Court entered the Sixth Stipulation Extending the Interim Cash Collateral Order (the "Sixth Stipulation"). The Sixth Stipulation approved the expansion of the Debtor's use of cash collateral through September 30, 2016. *See*, Dkt. No. 142.
10. On September 30, 2016, this Court entered the Sixth Stipulation Extending the Interim Cash Collateral Order (the "Seventh Stipulation"). The Seventh Stipulation approved the expansion of the Debtor's use of cash collateral through October 4, 2016. *See* Dkt. No. 162.
11. The Debtor and the Agent hereby agree to extend the Termination Date through October 24, 2016, under the terms and conditions of the Interim Cash Collateral Order and the attached interim budget (the "Ninth Interim Budget") attached as **Exhibit A**. The Agent does not consent to the Debtor's use of Cash Collateral except in strict accordance with the Ninth Interim Budget and the terms and conditions set forth in the Interim Cash Collateral Order.
12. As further adequate protection, for the Debtor's use of Cash Collateral (and pursuant to paragraphs 8 and 12 of the Interim Cash Collateral Order), and without limiting any rights of the Debtor, the Agent and the other Lenders under Section 506(b) of the Bankruptcy Code, which are hereby preserved, and in consideration, and as a requirement, for obtaining the consent of the Lenders to the entry of the Interim Cash

Collateral Order and the Debtor's consensual use of Cash Collateral, as provided herein, the Debtor is authorized to pay \$500,000 to the Agent for the benefit of the Lenders.²

13. Except to the extent provided herein, nothing herein shall be deemed a waiver of any rights, claims, or causes of action of the Debtor or Agent including the rights of the Debtor to further extensions of any relevant Cash Collateral deadlines. The Debtor and Agent expressly reserve all rights, claims, or causes of action.
14. The next hearing on Cash Collateral will be held **October 24, 2016 at 2:00 p.m. (prevailing Central Time).**

² The Agent, on the Lenders' behalf, is authorized to use the Adequate Protection Payment to pay any professional fees of the Lenders or the Agent; provided, however, the rights of all parties are reserved as to whether the payment constitutes a principal payment if the Court determines that the Lenders are not entitled to collect fees under Section 506(b) of the Bankruptcy Code.

DATED: October 4, 2016.

AGREED AS TO FORM & SUBSTANCE:

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— and —

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**ATTORNEYS FOR GE CAPITAL
EFS FINANCING, INC.**

Exhibit A
Ninth Interim Budget

Cash Flow Forecast

Forecast Version: October 5, 2016

	Restated	1	2	3
Actual/Forecast	Actual	Forecast	Forecast	Forecast
End Date	9/30/16	10/7/16	10/14/16	10/21/16
Cash Receipts				
Net Production Revenue	\$ -	\$ -	\$ -	\$ 747,021
Total Receipts	\$ -	\$ -	\$ -	\$ 747,021
Operating Disbursements				
Management fee - B2B	\$ -	\$ (150,000)	\$ -	\$ -
JIB payable - BBX Operating	(189,979)	-	-	-
JIBs - Third Party	(51,730)	-	-	-
Revenue distributions	-	-	-	-
Lease renewals - GeoSouthern	-	(1,012,422)	-	-
Lease renewals - Kodiak	-	-	-	-
Critical vendor payments *	-	(117,000)	-	-
Professional fees - ordinary course	-	-	-	-
Insurance	-	-	-	-
Property / ad valorem taxes	-	-	-	-
General & administrative	(585)	-	-	-
Other - Contingency	-	-	-	-
Total Operating Disbursements	\$ (242,295)	\$ (1,279,422)	\$ -	\$ -
Operating Cash Flow	\$ (242,295)	\$ (1,279,422)	\$ -	\$ 747,021
Non-Operating Disbursements				
Adequate Protection	\$ -	\$ -	\$ (500,000)	\$ -
Professional fees - Audit & accounting	-	-	-	-
Restructuring fees - Debtor Professionals	(85,679)	(230,449)	(113,539)	(167,118)
Restructuring fees - Lender Professionals	-	-	-	-
U.S. Trustee fees	-	-	-	(9,750)
Income & franchise taxes	-	-	-	-
Total Non-Operating Disbursements	\$ (85,679)	\$ (230,449)	\$ (613,539)	\$ (176,868)
Net Cash Flow	\$ (327,974)	\$ (1,509,871)	\$ (613,539)	\$ 570,153
Cash Position:				
Beginning Cash Balance - Book	\$ 4,460,661	\$ 4,132,687	\$ 2,622,816	\$ 2,009,277
Plus Receipts	-	-	-	747,021
Less Disbursements	(327,974)	(1,509,871)	(613,539)	(176,868)
DIP Facility Draws / (Repayments)	-	-	-	-
Ending Cash Balance - Book	\$ 4,132,687	\$ 2,622,816	\$ 2,009,277	\$ 2,579,430

* Approved on Docket No. 55.