The relief described hereinbelow is SO ORDERED.

Signed December 13, 2018.

Ronald B. King
Chief United States Bankruptcy Judge

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

In re:	§	Chapter 11
ALL AMERICAN OIL & GAS INCORPORATED, *et al.*,[1]	§	Case No. 18-52693-rbk
	§	**Jointly Administered Under Case No. 18-52693-rbk**
Debtors.	§	

FINAL ORDER (I) APPROVING THE DEBTORS' PROPOSED ADEQUATE ASSURANCE OF PAYMENT FOR FUTURE UTILITY SERVICES, (II) PROHIBITING UTILITY COMPANIES FROM ALTERING, REFUSING, OR DISCONTINUING SERVICES, (III) APPROVING THE DEBTORS' PROPOSED PROCEDURES FOR RESOLVING ADDITIONAL ASSURANCE REQUESTS, AND (IV) GRANTING RELATED RELIEF

[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number are: All American Oil & Gas Incorporated (5894); Kern River Holdings Inc. (0508); and Western Power & Steam, Inc. (2088). The location of the Debtors' service address is: 9601 McAllister Freeway, Suite 221, San Antonio, Texas 78216.

Upon the motion (the "Motion")[2] of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") for entry of an order (this "Order"), (a) approving the Proposed Adequate Assurance of payment for future utility services, (b) prohibiting Utility Companies from altering, refusing, or discontinuing service, (c) approving the Adequate Assurance Procedures for resolving Additional Assurance Requests, and (d) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; 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 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** on a final basis as set forth herein.

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

2. Within three (3) business days after entry of this Order, the Debtors shall serve a copy of this Order by first class mail on each of the Utility Companies set forth on **Exhibit A** attached hereto.

3. Each Utility Company is prohibited from: (a) altering, refusing or discontinuing service to, or discriminating against any Debtor solely on the basis of the commencement of these cases or on account of any unpaid invoice for services provided before the commencement of these cases; and (b) requiring the payment of any additional deposit or other security in connection with the Utility Companies' continued provision of utility services, including the furnishing of gas, electricity, water, sewer, sanitation or telecommunication services, or any other utility service of similar kind to the Debtors other than as provided in this Order.

4. To the extent the Debtors have not already done so, the Debtors shall (i) pay the outstanding pre-petition amounts owed to those Utility Companies electing Payment in Lieu and (ii) establish a segregated account funded with deposit(s) (the "Utility Deposits") for those Utility Companies who do not make such an election or who elect an Adequate Assurance Deposit in the amounts set forth on **Exhibit A** attached hereto for the purpose of providing such Utility Company with adequate assurance of payment of its post-petition services to the Debtors.

5. The following procedures (the "Procedures") by which a Utility Company may request additional adequate assurance of future payment, in the event that such Utility Company believes that its Utility Deposit does not provide it with satisfactory adequate assurances are approved on a final basis:

a. Any Utility Company desiring additional assurances of payment in the form of deposits, prepayments, or otherwise must serve a request for additional assurance (an "Additional Assurance Request") on the Notice Parties. An Additional Assurance Request may be made at any time.

b. Any Additional Assurance Request must (i) be in writing, (ii) identify the location for which the Utility Services are provided, (iii) summarize the Debtors' payment history relevant to the affected account(s), including any security deposits, and (iv) explain why the Utility Company believes the Proposed Adequate Assurance is not sufficient adequate assurance of future payment.

c. Upon the Debtors' receipt of any Additional Assurance Request, the Debtors shall promptly negotiate with such Utility Company to resolve such Utility Company's Additional Assurance Request.

d. The Debtors may, without further order from the Court, resolve any Additional Assurance Request by mutual agreement with a Utility Company, and the Debtors may, in connection with any such agreement, provide a Utility Company with additional adequate assurance of payment, including, but not limited to, cash deposits, prepayments, or other forms of security if the Debtors believe that such adequate assurance is reasonable.

e. If the Debtors and the Utility Company are not able to reach an alternative resolution within 14 days of receipt of the Additional Assurance Request, the Debtors will request a hearing before the Court at the next regularly scheduled omnibus hearing to determine the adequacy of assurances of payment with respect to a particular Utility Company (the "Determination Hearing") pursuant to section 366(c)(3) of the Bankruptcy Code. Pending resolution of any such Determination Hearing, the Utility Company filing such Additional Assurance Request shall be prohibited from altering, refusing, or discontinuing Utility Services to the Debtors on account of unpaid charges for pre-petition services or on account of any objections to the Proposed Adequate Assurance.

6. The Debtors may supplement the list of Utility Companies on **Exhibit A** attached hereto. If the Debtors supplement the list subsequent to the filing of the Motion, the Debtors will serve a copy of the Motion and this Order on any Utility Company that is added to the list by such a supplement (the "Supplemental Service"). In addition, if a Utility Company is subsequently added to **Exhibit A** attached hereto, the Debtors will either provide that Utility Company an Adequate Assurance Deposit or Payment in Lieu. Any subsequently added Utility

Company set forth on a supplement to **Exhibit A** hereto will fall within the scope of this Order from the date of the filing of the supplemental **Exhibit A**.

7. The Debtors may terminate the services of any Utility Company by providing written notice (a "Termination Notice"). After receipt of a Termination Notice by a Utility Company and an opportunity for a hearing as to the affected Utility Company, the Debtors' are authorized to reduce the Adequate Assurance Deposit in an amount attributable to the terminated Utility Company, provided that the Utility Company has been paid for all charges that accrued after the commencement of the case, without giving effect to any rights of setoff or any pre-petition claims the Utility Company may assert against the Debtors.

8. Nothing in this Order shall be deemed to vacate or modify any other restrictions on the termination of service by a Utility Company as provided by sections 362 and 366 of the Bankruptcy Code or other applicable law and nothing herein or in the Motion shall constitute post-petition assumption or adoption of any agreement pursuant to section 365 of the Bankruptcy Code, nor shall anything herein be deemed a waiver by the Debtors or any other party of any rights with respect to the assumption or rejection of an executory contract.

9. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation or enforcement of this Order.

# # #

Prepared and submitted by:

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Proposed Counsel for Debtors and Debtors-in-Possession

Exhibit A

Services List

ALL AMERICAN OIL & GAS INCORPORATED, ET AL. – UTILITIES

Utility	Address	Account #	Service Provided	Average Monthly Cost	Adequate Assurance Payment
AT&T	AT&T P.O. Box 5025 Carol Stream, IL 60197-5025	234281-26620869	Circuit number 59PANA322662-001PT	$90.00	$45.00
AT&T	AT&T Customer Care Center 250 S. Clinton – 4th Floor Syracuse, NY 13202	8000-422-4798	Leased line for PG&E telemetry	$775.47	$387.74
AT&T Mobility	AT&T Mobility P.O. Box 6463 Carol Stream, IL 606197-6463	828320829	Cell Phone	$277.62	$138.81
Oildale Mutual Water Company	Oildale Mutual Water Company 2836 McCray St, P.O. Box 5638 Bakersfield, CA 93388	016766-000	Water	$155.25	$77.63
Pacific Gas & Electric Company	Non-Energy Collection Unit P.O. Box 8329 Stockton, CA 95208-8329	0007765745-0	Non-energy, FERC electricity transmission- consumer financed	$2,102.97	$1,051.49
Pacific Gas & Electric Company	PG&E Box 997300 Sacramento, CA 95899-7300 PG&E 1918 H. St. Bakersfield, CA 93301	5078092382-2	Electric Supply Service	$6,380.00	$3,190.00
Pacific Gas & Electric Company	PG&E Box 997300 Sacramento, CA 95899-7300 PG&E 1918 H St. Bakersfield, CA 93301	1807301921-0	Gas Supply Service	$33.50	$16.75

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Utility	Address	Account #	Service Provided	Average Monthly Cost	Adequate Assurance Payment
Time Warner Cable	Time Warner Cable PO Box 60074 City of Industry, CA 91716-0074 Time Warner Cable PO Box 223085 Pittsburgh, PA 15251-2085	8260-14-146-4341288	Telecommunications	$799.50	$399.75
TPx Communications	TPx Communications P.O. Box 509013 San Diego, CA 92150-9013	01-61783	Internet and Telephone Service	$1,792.50	$896.25
Frontier Communications	Frontier Communications P.O. Box 740407-0407 Cincinnati, OH 45274-0407 Frontier Communications P.O. Box 5157 Tampa, FL 33675	209-148-0574-052616-5	SAL 4-wire substation circuit to PG&E Buttonwillow Substation transmission telemetry	$100.26	$50.13
Varner Brothers, Inc.	Varner Brother, Inc. P.O. Box 80427 Bakersfield, CA 93308	01-102395-0	Bin rental, trash pickup, disposal fee	$181.75	$90.88
Cranes Waste Oil, Inc.	Cranes Waste Oil, Inc. 15412 Highway 178 Weldon, CA 93283-9702	CAL000379433 (EPA ID)	Remove hazardous waste – oily water, oil absorbent pads, used oil filters, etc.	$390.00	$195.00
unWired Broadband	215 W Fallbrook Ave, Suite 203 Fresno, CA 93711	472133975-00001	Broadband Internet	$1,479.92	$739.96
Verizon Communications	Verizon Communications Inc. PO Box 920041 Dallas, TX, 75392-0041	7800	Internet	$295.08	$147.54
			Totals:	**$14,853.82**	**$7,426.93**

*Due to a scheduled outage at the generator facility, the Debtors expect to use more electricity from PG&E than the historical average.

United States Bankruptcy Court
Western District of Texas

In re:
All American Oil & Gas Incorporated
Kern River Holdings, Inc.
Debtors

Case No. 18-52693-rbk
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0542-5 User: hernandez Page 1 of 2 Date Rcvd: Dec 13, 2018
Form ID: pdfintp Total Noticed: 7

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Dec 15, 2018.

aty +Bennett L. Spiegel, Hogan Lovells US LLP, 1999 Avenue of the Stars, Ste. 1400, Los Angeles, CA 90067-6047
aty +Christopher R. Bryant, Hogan Lovells US LLP, 875 Third Avenue, New York, NY 10022-7222
aty +Erin N. Brady, Hogan Lovells US LLP, 1999 Avenue of the Stars, Ste. 1400, Los Angeles, CA 90067-6047
aty +John D. Beck, Hogan Lovells US LLP, 875 Third Avenue, New York, NY 10022-7222
aty +Michael C Hefter, 875 Third Avenue, New York, NY 10022-6225
aty +Richard L. Wynne, Hogan Lovells US LLP, 1999 Avenue of the Stars, Ste. 1400, Los Angeles, CA 90067-6047
aty +Sean A. Feener, Hogan Lovells US LLP, 875 Third Avenue, New York, NY 10022-7222

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS *****
NONE. TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Dec 15, 2018 Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on December 13, 2018 at the address(es) listed below:

Danielle Nicole Rushing on behalf of Debtor All American Oil & Gas Incorporated
drushing@dykema.com, lvasquez@dykema.com;docketsat@dykema.com
Danielle Nicole Rushing on behalf of JointAdmin Debtor Kern River Holdings, Inc.
drushing@dykema.com, lvasquez@dykema.com;docketsat@dykema.com
Danielle Nicole Rushing on behalf of JointAdmin Debtor Western Power & Steam, Inc.
drushing@dykema.com, lvasquez@dykema.com;docketsat@dykema.com
Daren R. Brinkman on behalf of Creditor Official Committee Unsecured Creditors
daren@brinkmanlaw.com, firm@brinkmanlaw.com;brinkmanlaw@ecf.inforuptcy.com
Deborah D. Williamson on behalf of Debtor All American Oil & Gas Incorporated
dwilliamson@dykema.com, mlongoria@dykema.com;docketsat@dykema.com
Deborah D. Williamson on behalf of JointAdmin Debtor Kern River Holdings, Inc.
dwilliamson@dykema.com, mlongoria@dykema.com;docketsat@dykema.com
Deborah D. Williamson on behalf of JointAdmin Debtor Western Power & Steam, Inc.
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Deborah D. Williamson on behalf of Debtor Kern River Holdings, Inc. dwilliamson@dykema.com,
mlongoria@dykema.com;docketsat@dykema.com
Donald P. Stecker on behalf of Creditor Bexar County don.stecker@lgbs.com
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Kay S. Kress on behalf of Creditor Camden Financial Services kressk@pepperlaw.com,
alexsym@pepperlaw.com
Matthew T. Ferris on behalf of Interested Party Ad Hoc Equity Committee
matt.ferris@haynesboone.com, kim.morzak@haynesboone.com;kristy.martinez@haynesboone.com
Patrick L. Huffstickler on behalf of Debtor All American Oil & Gas Incorporated
phuffstickler@dykema.com, mlongoria@dykema.com;docketsat@dykema.com
United States Trustee - SA12 USTPRegion07.SN.ECF@usdoj.gov

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

William Ross Spence on behalf of Creditor c/o Ross Spence TRB Oilfield Services, Inc.
ross@snowspencelaw.com,
donnasutton@snowspencelaw.com;janissherrill@snowspencelaw.com;brittanyDecoteau@snowspencelaw.com;
rhondarackley@snowspencelaw.com

TOTAL: 17