The relief described hereinbelow is SO ORDERED.

Signed February 11, 2019.

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
Debtors.	§	Jointly Administered Under Case No. 18-52693-rbk

ORDER GRANTING THE APPLICATION OF THE DEBTORS FOR ENTRY OF AN ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS 327(a), 328, 330, AND 1107 AUTHORIZING EMPLOYMENT AND RETENTION OF HOGAN LOVELLS US LLP AS COUNSEL FOR THE DEBTORS AND STATEMENT REQUIRED BY BANKRUPTCY CODE SECTION 329

Upon the application (the "Application")[2] of the above-captioned debtors and debtors in possession (the "Debtors") for entry of an order (this "Order"), pursuant to sections 327(a) and

[1] The Debtors in these 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.

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

1107(b) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014 and 2016, authorizing the retention and employment Hogan Lovells US LLP ("Hogan Lovells") as counsel to the Debtors in these Chapter 11 Cases; and upon the First Day Declaration; and upon the Wynne Declaration attached to the Application; and the Court being satisfied that Hogan Lovells represents no interest adverse to the Debtors' estates, that Hogan Lovells is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, and that the employment of Hogan Lovells is necessary and in the best interests of the Debtors and their estates; and the Court having jurisdiction over the Application pursuant to 28 U.S.C. § 157(b)(2)(A); and sufficient notice of the Application having been given; and this Court having determined that the relief requested in the Application is just and proper; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is granted as set forth herein.

2. The Debtors are authorized to retain and employ Hogan Lovells as their attorney in these Chapter 11 Cases.

3. The compensation to be paid to Hogan Lovells for professional services rendered and reimbursement for expenses incurred shall be as determined by this Court upon proper application pursuant to sections 330 and 331 of the Bankruptcy Code.

4. Subject to further order of the Court, Hogan Lovells is authorized to (i) hold any funds on account of retainers that existed on the Petition Date and (ii) apply such funds to allowed fees consistent with (1) any budgets approved as part of an interim or final order permitting the use of cash collateral in accordance with approved interim fee procedures, (2) the Wind-Down Budget negotiated with Buyer that the Debtors seek to have approved as part of the

pending Asset Purchase Agreement (with all terms as defined in the Sale Motion), or (3) as otherwise ordered by the Court.

5. The Debtors are authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.

6. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

###

Prepared and submitted by:

DYKEMA GOSSETT PLLC
Deborah D. Williamson
State Bar No. 21617500
dwilliamson@dykema.com
Patrick L. Huffstickler
State Bar No. 10199250
phuffstickler@dykema.com
Danielle N. Rushing
State Bar No. 24086961
drushing@dykema.com
112 East Pecan Street, Suite 1800
San Antonio, Texas 78205
(210) 554-5500
(210) 226-8395 (Fax)

Counsel for Debtors and Debtors-in-Possession

– and –

HOGAN LOVELLS US LLP
Richard L. Wynne (CA 120349)
Pro hac vice admission
richard.wynne@hoganlovells.com
Bennett L. Spiegel (CA 129558)
Pro hac vice admission
bennett.spiegel@hoganlovells.com
Erin N. Brady (CA 215038)
Pro hac vice admission
erin.brady@hoganlovells.com
1999 Avenue of the Stars, Suite 1400
Los Angeles, California 90067
Telephone:(310) 785-4600
Facsimile:(310) 785-4601

– and –

HOGAN LOVELLS US LLP
Christopher R. Bryant (NY 3934973)
Pro hac vice admission
chris.bryant@hoganlovells.com
John D. Beck (TX 24073898)
Pro hac vice admission
john.beck@hoganlovells.com
875 Third Avenue
New York, New York 10022
Telephone: (212) 918-3000
Facsimile: (212) 918-3100

Proposed Counsel for Debtors and Debtors-in-Possession

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: Feb 11, 2019
Form ID: pdfintp Total Noticed: 9

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Feb 13, 2019.

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 +Jesse A. Kaplan, Freedman & Taitelman, LLP, 1901 Avenue of the Stars, Suite 500, Los Angeles, CA 90067-6027
aty +John D. Beck, Hogan Lovells US LLP, 875 Third Avenue, New York, NY 10022-7222
aty +Michael A. Taitelman, Freedman & Taitelman, LLP, 1901 Avenue of the Stars, Suite 500, Los Angeles, CA 90067-6027
aty +Michael C Hefter, Hogan Lovells US LLP, 875 Third Avenue, New York, NY 10022-7222
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: Feb 13, 2019 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 February 11, 2019 at the address(es) listed below:

Bradford E. Dempsey on behalf of Creditor Kern USA, Inc. brad.dempsey@faegrebd.com, kyle.hosmer@faegrebd.com;susan.haag@faegrebd.com;candee.smith@faegrebd.com
Danielle Nicole Rushing on behalf of Debtor Western Power & Steam, Inc. drushing@dykema.com, lvasquez@dykema.com;docketsat@dykema.com
Danielle Nicole Rushing on behalf of Debtor Kern River Holdings, Inc. drushing@dykema.com, lvasquez@dykema.com;docketsat@dykema.com
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 Western Power & Steam, Inc. dwilliamson@dykema.com, mlongoria@dykema.com;docketsat@dykema.com
Deborah D. Williamson on behalf of Debtor Kern River Holdings, Inc. dwilliamson@dykema.com, mlongoria@dykema.com;docketsat@dykema.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. dwilliamson@dykema.com, mlongoria@dykema.com;docketsat@dykema.com
Donald P. Stecker on behalf of Creditor Bexar County don.stecker@lgbs.com
Eric M. English on behalf of Creditor Kern Cal Oil 7, LLC eenglish@porterhedges.com, emoreland@porterhedges.com;ksteverson@porterhedges.com

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

James H Myers on behalf of Claims/Noticing Agent BMC Group, Inc. jmyers@bmcgroup.com, ecfservice@bmcgroup.com;sordaz@bmcgroup.com;aaog@bmcgroup.com
Jennifer Francine Wertz on behalf of Creditor Camden Financial Services jwertz@jw.com, kgradney@jw.com
John F. Higgins on behalf of Creditor Kern Cal Oil 7, LLC jhiggins@porterhedges.com, ksteverson@porterhedges.com;emoreland@porterhedges.com;eliana-garfias-8561@ecf.pacerpro.com
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
Michael D. Rubenstein on behalf of Creditor Shell Trading (US) Company mdrubenstein@liskow.com, fhernandez@liskow.com
Michael D. Rubenstein on behalf of Creditor Shell Trading Risk Management, LLC mdrubenstein@liskow.com, fhernandez@liskow.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
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: 24