The relief described hereinbelow is SO ORDERED.

Signed February 21, 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 INC., *ET AL.*[1],	§	
	§	Case No. 18-52693-RBK
Debtor.	§	
	§	Jointly Administered Under Case No.
	§	18-52693-RBK
	§	

ORDER GRANTING APPLICATION OF THE COMMITTEE TO EMPLOY DUNDON ADVISERS LLC AS FINANCIAL ADVISER FOR THE COMMITTEE

This matter came before the Court upon the application (the "Application") of the Official Committee of Unsecured Creditors (the "Committee") for entry of an order (this "Order") authorizing the Committee to employ Dundon Advisers LLC ("DA") as financial adviser to the Committee and upon the declaration of Matthew Dundon attached to the Application. The Court

[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.

is satisfied that DA holds no interest adverse to the Debtors' estates or to the Committee and that the employment of DA is necessary and in the best interests of the Committee and the Debtors and their estates. The Court has jurisdiction over the Application pursuant to 28 U.S.C. § 157(b)(2). Sufficient notice of the Application has been given. This Court, having determined that the relief requested in the Application is just and proper, and after due deliberation and sufficient cause appearing therefore;

HEREBY ORDERS THAT:

1. The Application is granted as set forth herein.

2. The Committee is authorized to retain and employ DA as its financial adviser in these Chapter 11 cases.

3. The compensation to be paid to DA 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 and any order of this Court relating to compensation procedures. Settlement funds shall not be disbursed without prior court approval.

4. If any supplemental "connections" are disclosed by DA through one or more supplemental declarations, any objections to the continued retention of DA as the Committee's financial adviser shall be due within 21 days after the filing and serving of each supplemental disclosure. Absent any objections, the employment of DA as Committee financial adviser shall continue as authorized without further order, pursuant to this Order.

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

6. Any objection to this Order must be filed within twenty-one (21) days after the date of the entry of this Order. If any objection is timely received from the U.S. Trustee, any creditor, party-in-interest, or the Debtors, the Committee shall request a hearing before the Court. If no objection is filed, the Order automatically becomes final.

6. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Prepared and submitted by:

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Counsel for the Committee of Unsecured Creditors

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 21, 2019
Form ID: pdfintp Total Noticed: 13

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Feb 23, 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 +Kelsi Hunt, Brinkman Portillo Ronk, APC, 4333 Park Terrace Drive, Suite 205, Westlake Village, CA 91361-5657
aty +Kevin Ronk, Brinkman Portillo Ronk, APC, 4333 Park Terrace Drive, Suite 205, Westlake Village, CA 91361-5657
aty +Laura Portillo, Brinkman Portillo Ronk, APC, 4333 Park Terrace Drive, Suite 205, Westlake Village, CA 91361-5657
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
intp +Matthew J. Dundon, Dundon Advisers, LLC, 440 Mamaroneck Avenue, Suite 507, Harrison, NY 10528-2432

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 23, 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 21, 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

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

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
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