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THE SCHULEIN FAMILY TRUST, THE MICHAEL A. GAFFEY
AND JOANNE M. GAFFEY LIVING TRUST, MARCH 2000, AND
THE GLICKMAN FAMILY TRUST DATED AUGUST 29, 1994
THE WILLIAM J. AND JUDITH A. MCDONALD LIVING
TRUST DATED APRIL 16, 1991

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:

ROCKIES REGION 2006 LIMITED PARTNERSHIP
and ROCKIES REGION 2007 LIMITED
PARTNERSHIP

DEBTORS

CASE No. 18-33513
CHAPTER 11

Jointly Administered

MOTION TO COMPEL PRODUCTION OF DOCUMENTS

Robert R. Dufresne, as Trustee of the Dufresne Family Trust; Michael A. Gaffey, as Trustee of the Michael A. Gaffey and JoAnne M. Gaffey Living Trust dated March 2000; Ronald Glickman, as Trustee of the Glickman Family Trust established August 29, 1994; Jeffrey R. Schulein, as Trustee of the Schulein Family Trust established March 29, 1989; and William J. McDonald as Trustee of the William J. McDonald and Judith A. McDonald Living Trust dated

April 16, 1991 (collectively, the “Movants”), hereby file this Motion to Compel Production of Documents (the “Motion”) pursuant Federal Rule of Civil Procedure 26, 34 and 37, made applicable herein by Federal Rule of Bankruptcy Procedure 7026, 7034, 7037 and 9014, seeking to compel the production of documents in response to requests for production. In support of the relief requested, Movants would respectfully show the Court as follows:

PRELIMINARY STATEMENT

1. Pending before the Court are Movants’ Amended Motion to Dismiss Chapter 11 Case (the “Dismissal Motion”) and Debtors’ Applications for Order (i) Authorizing the Retention of Harney Management Partners to Provide Responsible Party and Additional Personnel; (ii) Designating Karen Nicolaou as Responsible Party Effective as of the Petition Date; and (iii) Granting Related Relief (the “Employment Motion”). The trial on these matters is scheduled to commence on June 20, 2019.

2. The issues raised in the Dismissal Motion are whether the cases should be dismissed either for cause as having been filed in bad faith, that they were not properly authorized or that the individual who filed the petitions was not authorized to do so under the Debtors’ respective partnership agreement and/or the laws of the State of West Virginia. With respect to the bad faith nature of the filings Movants assert that the primary, if not sole and actual, purpose for filing the cases was to afford PDC Energy, Inc. (“PDC”), the Debtors’ managing general partner, a release of all pending and potential claims held by the partnerships and the limited partners, including those asserted by Movants in a putative class action suit pending in the United States District Court for the District of Colorado which was filed on December 20, 2017 (the “Colorado Action”).¹

¹ The Colorado Action was filed in early December 2017. The claims the subject of the Colorado Action involve derivative claims brought on behalf of the partnerships and the partnerships’ limited partners under the laws of the State of West Virginia. These claims are asserted as a class action.

3. Within two weeks of the Colorado Action being filed PDC sought the assistance of Karen Nicolaou (“Nicolaou”) to short circuit the Colorado Action through the bankruptcy process. Upon information and belief, PDC’s initial contact was through its counsel, Joseph Rovira (“Rovira”), to attorneys at the law firm of Gray Reed & McGraw, LLP (“Gray Reed”) inquiring about Nicolaou’s interest and availability to be engaged as a “Responsible Party” for the partnerships. In turn, Lydia Webb (“Webb”), an associate with Gray Reed, contacted Nicolaou the first week of January about the engagement. Discussions of the engagement continued between PDC’s counsel and Gray Reed the following weeks. On January 17, 2018, Lydia Webb forwarded to Rovira a proposed engagement letter for the retention of Bridgepoint Consulting (“Bridgepoint”), Nicolaou’s then consulting firm. Despite this early draft of the engagement letter, a final letter was not executed by and between PDC, as the partnerships’ managing general partner, and Bridgepoint until May 2018.

4. Thereafter, Nicolaou, in her purported capacity as the partnerships’ Responsible Party, formally engaged Gray Reed to represent the partnerships. The Gray Reed engagement letter, dated May 8, 2018, describes its services as “evaluating strategic alternatives, a potential wind-down and a potential chapter 11 filing, including performing all necessary work in preparation for, and leading up to, a potential chapter 11 filing (the “Legal Services”).

5. Thus, as of May 2018, Nicolaou assumed the role as “Responsible Party” for both partnerships for the purported purpose of evaluating the partnerships’ businesses and to formulate and implement a business plan to wrap up their respective affairs,² and thereafter, dutifully filing

² See Debtors’ Objection to Motion to Dismiss, ¶ 9 [Doc. 141] (the “Dismissal Response”) (under her engagement Nicolaou was given the “authority to oversee the [Debtors] in determining the best course of action to wind-down the [Debtors].”

the voluntary petitions as the Debtors' purported authorized agent.³

6. Before filing these cases, Nicolaou and PDC reached a "settlement" on behalf of the partnerships memorialized in a "term sheet" filed on the petition date. Under this "settlement," implemented through the Chapter 11 process, PDC would be relieved of all liability for the claims asserted in the Colorado Action and, through a broad global release, any and all other potential claims the Debtors' bankruptcy estates had, or could ever have, against it (the "Releases"). The Releases are the linchpin of Debtors' Joint Plan of Reorganization filed on November 21, 2018 [Doc. 57].⁴ In exchange for the Releases the Plan offers the Debtors' limited partners (as there are no creditors other than PDC) nominal consideration.

7. The Debtors' joint meeting of creditors was held on December 6, 2018. Nicolaou appeared at the meeting as the Debtors' purported representative and in that capacity testified that Gray Reed conducted an analysis of the Colorado Action for her prior to the filing.⁵ At first, Nicolaou seemed willing to share information related to this analysis, but no meaningful information was exchanged after objections by her counsel citing attorney client privilege. Instead, Movants were advised that this information could be handled and provided outside the meeting, which it never was.

8. Nicolaou's reliance on Gray Reed and its review and analyses in formulating her business decisions purportedly as the partnerships' Responsible Party cannot be overstated. From

³ Nicolaou's retention was finalized in May 2018. The decision, however, to place the partnerships in bankruptcy had already been made by PDC. In March 2018 PDC's counsel had announced on the record in the Colorado Action that bankruptcy was under consideration.

⁴ The Debtors did not mail notice of their bankruptcy filings to the limited partners until November 16, 2018, seventeen (17) days after they were commenced.

⁵ The substance of this analysis is set forth in the Debtors' *Motion Pursuant to Section 541(a) for Determination that Certain Claims and Causes of Action are Property of the Estate* [Doc. 137]. See Dismissal Response, ftne. 6.

documents produced to Movants through their document requests it is patently clear that Nicolaou personally devoted little, if any, time in analyzing the underlying issues causing the Debtors' financial condition, the merits and value of the claims asserted in the Colorado Action and such other claims the partnerships potentially have against PDC's for its actions and conduct as their managing general partner. These documents, Nicolaou's billing statements from May 1, 2018, through October 31, 2018, reflect that during this six month period, except for a three day trip to Denver to meet with PDC and tour some of the Debtors' wells for which she billed 24 hours, she billed a total of 14.35 hours. That equates to an average of .6 hours per week.

9. On March 12, 2019, Movants served their First Request for Production of Documents (the "First Requests") on Nicolaou, individually and in her capacity as the Debtors' purported "Responsible Party."⁶ A copy of the Requests is attached hereto as Exhibit "A." The First Requests sought, amongst other items, documents and communications that would shed light on Nicolaou's and Gray Reed's analysis of the Colorado Action and such other claims or causes of action the Debtors' bankruptcy estates could assert against PDC, as well as other issues raised in the Dismissal Motion and the Employment Application.

10. On April 12, 2019, Gray Reed served Debtors' Objections and Responses to the Limited Partners' First Request for Production of Documents (the "First Responses").⁷ The First Responses consist of three pages of blanket objections and certain specific objections, along with Debtors' agreement to produce documents they deemed "within the permissible scope of discovery." Importantly, for many of the First Requests the Debtors fail to definitively state

⁶ In her capacity as the "Responsible Party," Nicolaou purportedly had "access to all of the Debtors' books and records ... and other information in PDC's possession." See Dismissal Motion, ¶ 14. Gray Reed agreed to accept service of the Document Requests on Nicolaou's.

⁷ The Requests were directed to Nicolaou individually and in her capacity as the purported "Responsible Party" of the Debtors. Yet the Responses are made on behalf of the Debtors.

whether any responsive documents are, in fact, being produced. A copy of the First Responses is attached hereto as Exhibit “B.” Despite these objections Gray Reed tendered through a drop box access to documents – totaling approximately 6,000 pages – in response to the First Requests (the “Initial Production”) subject to and without waiving the general and specific objections made. The documents consist largely of emails with attachments between January 2018 through March 2019 between lawyers and representatives of PDC and Nicolaou and/or their respective attorneys. Conspicuously absent from the Initial Production are any documents or communications responsive to the First Requests surrounding the Colorado Action or Nicolaou’s and Gray Reed’s evaluation of the claims asserted therein. In fact, based on the Initial Production it is impossible to determine if any investigation or analysis was done before Debtors’ cases were filed.

11. On April 15, 2019, Gray Reed served its privilege log in conjunction with its First Responses to the First Request. A copy of the privilege log is attached hereto as Exhibit “C” (the “Log”). The Log consists of 295 emails and attached documents transmitted to and from Nicolaou and Gray Reed between April 24, 2018, and March 29, 2019 (the “Privileged Documents”). The Debtors assert that the emails and attached documents are subject to the “Attorney-Client, Work Product” privileges. While the Log identifies the date, sender and recipients of the emails and the basis of the privilege being asserted, it is impossible to evaluate the application of these privileges as the Log provides no meaningful description of the subject matter of either the emails or the documents. The description provided as to each and every one of the Privileged Documents is merely “[Document or Email] prepared by or at the direction of counsel in relation to legal services provided.” Without a specific description of the subject matter of these documents to afford Movants, and this Court, the ability to evaluate the application of the privileges the Log is meaningless.

12. On April 10 and 12, 2019, Movants served their Second Request for Production of

Documents (the “Second Requests”) and Third Request for Production of Documents (the “Third Requests”) on Nicolaou, individually and in her capacity as the Debtors’ purported “Responsible Party” Copies of the Second Requests and Third Requests are attached hereto as Exhibit “D” and “E,” respectively. On May 3, 2019, the Debtors’ served their Debtors’ Objections and Responses to the Limited Partners’ Second Request for Production of Documents (the “Second Responses”) and Debtors’ Objections and Responses to the Limited Partners’ Third Request for Production of Documents (the “Third Responses”) asserting the same objections and privileges as stated in the First Responses, and referencing the Log as identifying those documents and communications being withheld based on the same asserted privileges. Copies of the Second Responses and Third Responses are attached hereto as Exhibits “F” and “G,” respectively. Approximately 300 pages of additional documents were produced in response to these subsequent production requests.

13. Since producing documents Gray Reed has informed the undersigned counsel that they will not produce any more documents related to the Release or the analysis of the Colorado Actions’ claims based on the privileges asserted.

14. However, these issues are directly at issue in the pending matters as the Debtors recognize in their Dismissal Response. In particular, the Debtors assert that Nicolaou concluded that the claims asserted in the Colorado Action were derivative which, by virtue of the filing of these cases, now constitute claims of the bankruptcy estate, have a “low likelihood of success” and that the limited partners will “receive a greater distribution and be better served if the claims were settled and distributions made pursuant to a chapter 11 plan.” See, Dismissal Response, ¶¶ 10 and 20. Yet, Nicolaou and her counsel refuse to provide any documentation supporting these conclusions; thus, leaving Movants, all other limited partners of the Debtors and this Court to wonder what analysis, if any, was actually done?

15. The significance, relevance and importance of these analyses, if any, to the

determination on the pending motions is greater given Debtors' assertion that Nicolaou's and Gray Reed's analysis of the derivative nature, merits and benefits of the claims formed the underlying basis of Nicolaou's analysis of the partnerships' financial condition in her decision to file these cases – a decision which Debtors contend was the product of Nicolaou's business judgment. See Dismissal Response, ¶ 35 (“Nicolaou acted to preserve the value of the Debtors' assets and maximize value for the Investor Partners by filing bankruptcy.”); ¶ 38 (the settlement of the Colorado Action claims was “as an exercise of her business judgment ... Nicolaou made the reasonable business decision to file chapter 11 petitions”).

NOT PRODUCED AND/OR WITHHELD DOCUMENTS

16. Documents that have either not been produced or part of the Privileged Documents (those subject to asserted privileges, the subject of the First Requests and Second Requests and which directly relate to Debtors' and PDC's responses to Movant's dismissal request include, but are not limited to the following (the “Documents”):

- (i) Prepetition Billing Statements of Gray Reed: Movants' requests for these documents are contained in the First Requests Nos. 50, 51, 55 through 57. In its Declaration supporting its employment as Debtors' counsel Gray Reed identified \$112,999.28 in prepetition services the payment for which was credited against a retainer of \$140,000.00 prior to the filing of the cases. The billing statements would describe the services performed, by whom and when they were performed. The billing statements would shed light on the nature and scope of Nicolaou's prepetition evaluation of the Debtors' financial affairs, including the Colorado Action and are clearly relevant to Nicolaou's business decision to file these cases. Movants request that the Court compel turnover of all documents responsive to the foregoing Requests, including all billing statements unredacted.
- (ii) Debtor's Analysis of Litigation Claims against PDC: Movants requests for these documents are contained in First Requests Nos. 26, 32, 36, 37, 63, 65, 67, 69, and the Second Requests Nos. 30, 31, 33, 34, 36
- (iii) Documents Considered by Gray Reed with regard to its Litigation Analysis: Movants requests for these documents are contained in First Requests Nos. 26, 36, 37, 63, 65, 67, 69, and the Second Requests Nos. 30, 31, 33, 34, 36
- (iv) Analysis of Alternatives to Bankruptcy: Movants requests for these documents are

contained in First Requests Nos. 26, 34, 35, 65, 67, 69, 81

RELIEF SOUGHT

17. Pursuant to FED.R.CIV.P. 26(b)(1), FED.R.CIV.P. 34 AND FED.R.CIV.P. 37(a)(3)(B)(iii), made applicable hereto by FED.R.BANKR.P. 7026, FED.R.BANKR.P. 7034, FED.R.BANKR.P. and FED.R.BANKR.P. 9014, Movants request entry of an order compelling production of the Privileged Documents and all other documents withheld based on objections overruled by the Court.

IV. ARGUMENTS AND AUTHORITIES

A. Applicable Standard.

18. The scope of discovery under the Federal Rules of Civil Procedure is broad,⁸ and should be liberally construed in favor of full and complete discovery.⁹ Rule 26(b) allows a party to obtain discovery “regarding any nonprivileged matter that is relevant to any party’s claim or defense.” FED.R.CIV. P. 26(b)(1). The term “relevant” is construed broadly.¹⁰ “Unless it is clear that the information sought can have no possible bearing on the claims or defenses of a party, the request for discovery should be allowed.”¹¹ Moreover, being relevant does not equate to being

⁸ See, e.g., *Schlagenhauf v. Holder*, 379 U.S. 104, 114-115 (1964) (“We enter upon determination of this construction with the basic premise that the deposition-discovery rules are to be accorded broad and liberal treatment to effectuate their purpose that civil trials in federal courts no longer need be carried on in the dark.”) (citations and quotations omitted); *U.S. v. Holley*, 942 F.2d 916, 924 (5th Cir. 1991) (“Courts have long recognized the broad scope of discovery....”).

⁹ See, e.g., *Hickman v. Taylor*, 329 U.S. 495, 501 (1947) (“The way is now clear, consistent with recognized privileges, for the parties to obtain the fullest possible knowledge of issues and facts before trial.”); *U.S. v. McWhirter*, 376 F.2d 102, 106 (5th Cir. 1967) (“The discovery provisions of the Federal Rules of Civil Procedure were designed to afford the parties the right to obtain information pertinent to the pending controversy, and to effectuate that purpose they are to be liberally construed.”).

¹⁰ E.g., *Merrill v. Waffle House, Inc.*, 227 F.R.D. 467, 470 (N.D. Tex. 2005) (“Relevancy is broadly construed, and a request for discovery should be considered relevant if there is any possibility that the information sought may be relevant to the claim or defense of any party.”) (quotations and citations omitted).

¹¹ *Id.*

admissible. Rather, the discovery sought must be reasonably calculated to lead to the discovery of admissible evidence.¹² The Debtors bear the burden of proving that an exemption, immunity or objection is sufficient to block each particular request.¹³ More specifically, the party resisting discovery must show specifically how each request is not relevant or otherwise objectionable.¹⁴ Boilerplate objections are tantamount to not making an objection.¹⁵ In a similar vein, an evasive or incomplete answer is treated as a failure to respond.¹⁶ If a party fails to produce documents for inspection the discovering party may move a court for an order compelling production in accordance with the request.¹⁷

¹² See, e.g., FED.R.CIV.P. 26(b)(1); *Buchner v. Richardson Hosp. Auth.*, 160 F.R.D. 88, 93 (N.D. Tex. 1994) (“The discovery rules expressly provide that the information sought need not be admissible at trial if it ‘appears reasonably calculated to lead to the discovery of admissible evidence.’”).

¹³ See, e.g., FED.R.CIV.P. 34(b)(2)(B) (“For each item or category, the response must either state that inspection and related activities will be permitted as requested or state an objection to the request, including the reasons.”); *Merrill v. Waffle House, Inc.*, 227 F.R.D. 475, 477 (N.D. Tex. 2005) (“The Court finds that the Magistrate Judge did not commit error of law in assigning Defendant the burden of proving, in the first instance, that Plaintiff’s discovery requests were irrelevant. The lone Fifth Circuit case to address the issue requires a party who opposes its opponent’s request for production to ‘show specifically how ... each [request] is not relevant or how each [request] is overly broad, burdensome or oppressive. Importantly, the Fifth Circuit applied this standard even when the relevance of the disputed discovery requests was not readily apparent to the trial court.’”) (citing *McLeod, Alexander, Powell and Appfel, P.C. v. Quarles*, 894 F.2d 1482, 1485 (5th Cir. 1990)); *Super Film of America, Inc. v. UCB Films, Inc.*, 219 F.R.D. 649, 651 (D. Kan. 2004) (“In opposing discovery on the ground of over-breadth, a party has the burden to show facts justifying their objections by demonstrating that the time or expense involved in responding to requested discovery is unduly burdensome. This imposes an obligation to provide sufficient detail in terms of time, money and procedure required to produce the requested documents.”) (citations and quotations omitted).

¹⁴ See *Quarles*, 894 F.2d at 1485.

¹⁵ See, e.g., *Quarles*, 894 F.2d at 1484-85 (adopting *Josephs v. Harris, Corp.*, 677 F.2d 985, 993 (3rd Cir. 1982) (noting that mere statement that the discovery is overly broad, burdensome, oppressive, and irrelevant is “not adequate to voice a successful objection” to a discovery request)).

¹⁶ FED. R. CIV. P. 37(a)(4) (“For purposes of this subdivision (a), an evasive or incomplete disclosure, answer, or response must be treated as a failure to disclose, answer, or respond.”).

¹⁷ FED. R. CIV. P. 37(a)(3)(B) (“A party seeking discovery may move for an order compelling an answer, designation, production, or inspection. This motion may be made if: ... (iii) a party fails to answer and interrogatory under Rule 33; or (iv) a party fails to respond that inspection will be permitted – or fails to permit inspection – as requested under Rule 34.”).

B. The Debtors' General or Boilerplate Objections are Invalid

19. The Debtors' general or boilerplate objections contained on pages 3 through 5 of each of their First Responses, Second Responses and Third Responses are invalid and should be overruled, and Debtors should be compelled to amend each of these responses without reference or incorporation of such objections.

20. Under the December 2015 amendments to Rule 34, objections to requests for production must “state *with specificity* the grounds for objecting to the request, including the reasons.” FED.R.CIV.P. 34(b)(2)(B) (emphasis added). “General or boilerplate objections are invalid, and ‘[o]bjections to discovery must be made with specificity, and the responding party has the obligation to explain and support its objections.’” *Zenith Ins. Co. v. Texas Inst. for Surgery, L.L.P.*, 2018 WL 4386268, at *5 (N.D. Tex. Sept. 14, 2018). This includes “general objections,” or those listed generically at the beginning of responses and incorporated without specificity. *Lopez v. Don Herring Ltd.*, 2018 WL 3641688, at *21 (N.D. Tex. Aug. 1, 2018) (“Lopez includes these lists of general objections ‘before addressing any specific discovery requests and purported to incorporate by reference all of those objections into every response to every discovery request,’ but, as the Court has previously explained, ‘[s]o-called boilerplate or unsupported objections—even when asserted in response to a specific discovery request and not as part of a general list of generic objections preceding any responses to specific discovery requests—are . . . improper and ineffective and may rise (or fall) to the level of what the Fifth Circuit has described as ‘an all-too-common example of the sort of ‘Rambo tactics’ that have brought disrepute upon attorneys and the legal system.’”); *see also M2 Software, Inc. v. M2 Commc'ns, L.L.C.*, 217 F.R.D. 499, 501 (C.D. Cal. 2003) (“M2 Software's responses were preceded by two pages of boilerplate ‘General Objections’. The plaintiff's General Objections are not sufficient to raise any substantial, meaningful or enforceable objections to any particular discovery request.”).

21. This requirement existed even before Rule 34 was amended. “The party resisting discovery must show specifically how each discovery request is not relevant or otherwise objectionable.” *Michael Kilmon v. Saulsbury Industries, Inc.*, 2018 WL 5800756, at *2 (W.D. Tex. Nov. 5, 2018) (citing *McLeod, Alexander, Powel & Apffel, P.C. v. Quarles*, 894 F.2d 1482, 1485 (5th Cir. 1990)).

22. Debtors’ assertion of boilerplate objections waives any objections they might otherwise have asserted. *See, e.g., Curtis v. Metro. Life Ins. Co.*, 2016 WL 687164, at *5 (N.D. Tex. Feb. 19, 2016) (“As a preliminary matter as to all of the interrogatories and requests for production at issue in Plaintiff’s Motion to Compel, MetLife’s general objections to Plaintiff’s requests for production and interrogatories ... are overruled as invalid.”); *Kellgren v. Petco Animal Supplies, Inc.*, 2016 WL 4097521, at *2 (S.D. Cal. May 26, 2016) (“Boilerplate and unsupported objections, stated without further clarification or reason, are ineffective and deemed waived[.]”) (citing Fed. R. Civ. P. 34(b)(2)(B)); *MarketLinx, Inc. v. Indus. Access Inc.*, 2013 WL 12133884, at *2 (C.D. Cal. Jan. 2, 2013) (observing that “it is well-settled that all grounds for [an] objection must be stated with specificity[.]” and holding that “[h]ere, many of defendant’s objections are too general to merit consideration and are therefore waived.”).

23. Consistent with these cases, courts have “found that the assertion of boilerplate objections is insufficient to excuse the responding party from its obligation to produce obviously relevant documents and is tantamount to interposing no objections at all.” *Reinsdorf*, 2013 WL 12116416, at *10 (citing *Walker v. Lakewood Condominium Owners Ass’n*, 186 F.R.D. 584, 587 (C.D. Cal. 1999) (“Boilerplate, generalized objections are inadequate and tantamount to not making any objection at all.”); *Happy’s Pizza Franchise, LLC v. Papa’s Pizza, Inc.*, 2012 WL 5503823 at *1 (E.D. Mich. Nov. 13, 2012) (“[W]hen a party asserts boilerplate objections to discovery requests, it’s as though they asserted no objection at all.”); *Nissan North America, Inc.*

v. Johnson Elec. North America, Inc., 2011 WL 669352 at *2 (E.D. Mich. Feb. 17, 2011) (“Boilerplate or generalized objections are tantamount to no objection at all and will not be considered by the Court.”).

24. Since Debtors’ general and boilerplate objections fail to comply with the well-defined standards for discovery under the Federal Rules of Civil Procedure, made applicable hereto by the Federal Rules of Bankruptcy Procedure, Movants submit that these objections are invalid and must be overruled. Further, as these objections are waived Debtors should be compelled to amend each of their Responses to the Requests without reference or incorporation of these invalid objections.

C. Debtors’ Responses Do Not Comply With FED.R.CIV.P. 34(B)(2)(C) Since They Do Not State Whether Responsive Documents Were Withheld.

25. Debtors’ responses fail to comply with FED.R.CIV.P. 34(B)(2)(C) since they fail to state whether any responsive documents were withheld or produced in response to any particular request. In fact, Debtors’ responses are subject to the following general caveat:

Debtors’ assertion that they will produce documents in response to a particular Request is not to be construed as an admission that any such documents exist within any requested category or categories but solely as an assertion that Debtors will produce responsive documents within their possession, custody or control should any such documents be found after a reasonable diligent search, subject to the objections set forth herein. (emphasis added)

26. Under the December 2015 amendments to Rule 34, responses to requests for production must either (1) “state that inspection . . . will be permitted *as requested*[.]” or that responsive documents will be produced, or (2) “state with specificity the grounds for objecting[.]” FED.R.CIV.P. 34(b)(2)(B) (emphasis added). If the second option is chosen, objections “must state whether any responsive materials are being withheld on the basis of that objection.” FED.R.CIV.P. 34(b)(2)(C). The purpose of this amendment was to “end the confusion that frequently arises when a producing party states several objections and still produces information, leaving the requesting

party uncertain whether any relevant and responsive information has been withheld on the basis of the objections.” FED.R.CIV.P. 34, Adv. Comm. Note to 2015 Amdts.

27. Most of the Debtors’ responses that contain specific objections fail to comply with this requirement. In each of their First Responses Nos. 5 thru 10, 13 thru 28, 31 thru 39, 50, 54, 61, 62, 64, 66, 68, 69, 71 thru 74, 76 thru 81, 83 and 84; Second Responses Nos. 1, 2, 4 thru 6, 9 thru 14, 16 thru 27, 31 thru 35, 40 thru 44, 47, 48, 50, 57 thru 60; and Third Responses No. 1. Debtors assert objections to the requests, but then indicate that “[s]ubject to the foregoing objection(s), responsive, non-privileged documents, *if any*, will be produced.” These responses do not unequivocally provide Movants notice whether any non-privileged documents have been produced in response to any of these requests or whether all documents that would otherwise be responsive have, in fact, been withheld. *See Carr v. State Farm Mut. Auto. Ins. Co.*, 312 F.R.D. 459, 470 (N.D. Tex. 2015) (“[R]esponding to interrogatories and document[] requests ‘subject to’ and/or ‘without waiving’ objections is manifestly confusing (at best) and misleading (at worse), and has no basis at all in the Federal Rules of Civil Procedure”; “this manner of responding to a document request or interrogatory leaves the requesting party guessing and wondering as to the scope of the documents or information that will be provided as responsive will be”; “responding to a document request or interrogatory ‘subject to’ and ‘without waiving’ objections is not consistent with the Federal Rules or warranted by existing law or by a nonfrivolous argument for extending, modifying, or reversing existing law or for establishing new law”); *Lopez*, 2018 WL 3641688, at *8 (““An objection must state whether any responsive materials are being withheld on the basis of that objection. An objection to part of a request must specify the part and permit inspection of the rest.”)

28. Debtors’ failure to specifically state whether any documents are being withheld on the basis of any given objection or for which part of a request to which an objection was lodged

documents have been produced is improper under Rule 34 and is manifestly confusing as Movants are unable to ascertain whether any responsive documents are, in fact, being withheld or produced by Debtors in response to any particular request. Consequently, Movants request that Debtors be compelled to affirmatively state as to each of their responses whether documents were withheld and the precise objection on which they are being withheld, and for which request documents have been produced.

D. Debtors' Privilege Log is Insufficient; Thus, the Privileges Asserted are Waived

29. The privilege log provided by Debtors' counsel is insufficient to establish a privilege. While the Log contains the date, transmitter and recipient of the communications and documents, it fails to provide an adequate description of the items for purposes of affording Movants and this Court of the asserted privilege. As the privileges have not been sufficiently asserted or preserved, they have waived. Accordingly, Movants seek production of the items listed in the Log.

30. "The application of the attorney-client privilege is a 'question of fact, to be determined in the light of the purpose of the privilege and guided by judicial precedents.'" *EEOC v. BDO USA, L.L.P.*, 876 F.3d 690, 695 (5th Cir. 2017). For a communication to be protected under the privilege, the proponent "must prove: (1) that he made a *confidential* communication; (2) to a lawyer or his subordinate; (3) for the primary purpose of securing either a legal opinion or legal services, or assistance in some legal proceeding." *Id.* "Determining the applicability of the privilege is a "highly fact-specific" inquiry, and the party asserting the privilege bears the burden of proof. *Id.* at 695; see also, *Orchestrate HR, Inc. v. Trombetta*, 2014 WL 884742, at *1 (N.D. Tex. Feb. 27, 2014) ("party asserting a privilege exemption from discovery bears the burden of demonstrating its applicability") (quoting *In re Santa Fe Int'l Corp.*, 272 F.3d 705, 710 (5th Cir. 2001)).

31. Ambiguities as to whether the elements of a privilege claim have been met are construed against the proponent.” *EEOC*, 876 F.3d at 695. Because the attorney-client privilege “has the effect of withholding relevant information from the fact-finder,” it is interpreted narrowly so as to “appl[y] only where necessary to achieve its purpose.” *Id.*

32. “There is no presumption that a company’s communications with counsel are privileged.” *EEOC*, 876 F.3d at 696, citing, *TVT Records v. Island Def Jam MusicGrp.*, 214 F.R.D. 143, 148 (S.D.N.Y. 2003) and *NLRB v. Interbake Foods, LLC*, 637 F.3d 492, 502 (4th Cir. 2011)(“[I]t is true...that the attorney-client privilege does not apply simply because documents were sent to an attorney”). “Indeed, more is required. To begin, ‘[i]t is vital to a claim of [attorney-client] privilege that the communication have been made and maintained in confidence.’” *Id.* (citation omitted). “[D]escribing a lawyer’s advice as “legal,” without more, is conclusory and insufficient to carry out the proponent’s burden of establishing attorney-client privilege.” *EEOC*, 876 F.3d at 696. Also, not everything a lawyer says to a client constitutes a privileged communication. *Id.* at 698 (rejecting magistrate judge’s statements that ““anything communicated to or from [c]ounsel is privileged.””).

33. Rule 26 provides that a party claiming the privilege shall describe the nature of withheld documents and communications “in a manner that, without revealing information itself privileged or protected, will enable other parties to assess the applicability of the privilege.” Fed. R. Civ. P. 26(b)(5)(A)(ii). “[A] privilege log’s description of each document and its contents must provide sufficient information to permit courts and other parties to ‘test[] the merits of’ the privilege claim.” *EEOC*, 876 F.2d at 697, citing *United States v. El Paso Co.*, 682 F.2d 530, 541 (5th Cir.1982); *Interbake Foods, LLC*, 637 F.3d at 502 (“When a party relies on a privilege log to assert these privileges, the log must ‘as to each document ... set[] forth specific facts that, if credited, would suffice to establish each element of the privilege or immunity that is claimed.’”);

Zenith Ins. Co. v. Texas Inst. for Surgery, L.L.P., 2018 WL 4386268, at *5 (N.D. Tex. Sept. 14, 2018) (“And, although Rule 26(b)(1) includes only ‘nonprivileged matter’ within the proper scope of discovery, Fed. R. Civ. P. 26(b)(1), ‘[w]hen a party withholds information otherwise discoverable by claiming that the information is privileged or subject to protection as trial-preparation material, the party must: (i) expressly make the claim; and (ii) describe the nature of the documents, communications, or tangible things not produced or disclosed – and do so in a manner that, without revealing information itself privileged or protected, will enable other parties to assess the claim,’ Fed. R. Civ. P. 26(b)(5)(A).”); see also, 9A’ C. Wright, A. Miller, M. Kane, R. Marcus, A. Spencer, and A. Steinman, *Fed. Prac. and Proc.* § 2464 (3d ed. Supp. 2017) (“Courts consistently have held that . . . the failure to produce a [privilege] log of sufficient detail constitutes a waiver of the underlying privilege[.]”).

34. Here, Debtors’ Log lacks sufficient detail to ascertain whether the attorney client and/or work product privileges apply to the communications/documents identified therein. The sole basis for the assertion of these privileges as to each and every communication and document is “[Document or Email] prepared by or at the direction of counsel in relation to legal services provided.” This generic conclusory statement as to each communication/document does not provide sufficient detail to satisfy Debtors’ burden of affording Movants or this Court the ability to determine whether attorney client or work product privilege should attach to items identified. Having failed to adequately describe these items, Movants request a determination that the privileges have been waived as to them and the immediate production of same.

E. The Asserted Attorney Client Privilege is Not Applicable to the Extent Gray Reed’s Service Involved Business Advice, Not Legal Advice

35. The attorney client privilege asserted by Debtors does not apply to the services rendered by Gray Reed to the extent those services involved business advice, not legal advice.

36. “[A] confidential communication between client and counsel is privileged only if it is generated for the purpose of obtaining or providing legal assistance.” *EEOC*, 876 F.2d at 696. Further, “communications by a corporation with its attorney, who at the time is acting solely in his capacity as a business advisor, [are not] privileged.” *Id.* Thus, “describing a lawyer’s advice as ‘legal,’ without more, is conclusory and insufficient to carry out the proponent’s burden of establishing attorney-client privilege” *Id.*

37. Debtors contend that Nicolaou was retained as a “Responsible Party” for the purpose of evaluating their respective financial condition and to determine the most appropriate way to wind up their affairs. To assist her in this effort Nicolaou, on behalf of the partnerships, retained Gray Reed’s services. Gray Reed’s engagement letter specifically describes its services as “evaluating strategic alternatives, a potential wind-down and a potential chapter 11 filing.” These services – rendered for the purpose of assisting Nicolaou in making business decisions for the Debtors – are more in the nature of business advice rather than legal advice. As such, the communications between Gray Reed and Nicolaou with respect to these services are not protected by the attorney-client privilege

F. The Attorney Client Privilege Has Been Waived as Debtors Have Placed the Legal Advice of Counsel in Issue on the Dismissal Motion and the Disclosure of Confidential Communications

38. The attorney client privilege has been waived since the Debtors have placed Gray Reed’s legal advice in issue with regard to the Dismissal Motion.

39. It is well established that where a party reveals privileged communications to third parties the party waives the attorney client privilege. *In re Itron, Inc.*, 883 F.3d 553, 558 (5th Cir. 2018). “By the same token, a client waives the privilege by affirmatively relying on attorney-client communications to support an element of a legal claim or defense—thereby putting those communications ‘at issue’ in the case.” *Id.* citing, 8 Fed. Prac. & Proc. § 2016.6 (3d ed. updated

Apr. 2017); 2 *The New Wigmore: A Treatise on Evidence* § 6.12.4(b)(2) (3d ed. 2017); 81 *Am. Jur. 2d Witnesses* § 329 (2d ed. updated Nov. 2017); 1 *McCormick On Evidence* § 93 (7th ed. updated June 2016). “In other words, when a party entitled to claim the attorney-client privilege uses confidential information against his adversary (the sword), he implicitly waives its use protectively (the shield) under that privilege.” *Id.*, quoting, *Willy v. Admin. Review Bd.*, 423 F.3d 483, 497 (5th Cir. 2005); *Conkling v. Turner*, 883 F.2d 431, 434 (5th Cir. 1989) (noting that the “great weight of authority holds that the attorney-client privilege is waived when a litigant ‘place[s] information protected by it in issue through some affirmative act for his own benefit, and to allow the privilege to protect against disclosure of such information would be manifestly unfair to the opposing party.’” *Charalambopoulos v. Grammer*, 2017 U.S. Dist. LEXIS 41600, at *9-10 (N.D. Tex. March 8, 2017) (recognizing implied waiver theory); *Edwards v. KB Home*, 2015 U.S. Dist. LEXIS 93584 (S.D. Tex., July 18, 2015) (finding waiver where asserted good faith defense was based on reliance of counsel); see also, *Sedco Int’l, S. A. v. Cory*, 683 F.2d 1201, 1206 (8th Cir. 1982) (finding waiver “when a client asserts reliance on an attorney’s advice as an element of a claim or defense.”); *See, e.g., Hunt v. Blackburn*, 128 U.S. 464, 470–71 (1888) (client waived privilege by arguing as part of her defense that she was misled by counsel); *In re Icenhower*, 755 F.3d 1130, 1141 (9th Cir. 2014) (“[H]aving invoked advice of counsel in support of his position . . . , [defendant] implicitly waived privilege with regard to communications on those subjects.”); *Seneca Ins. Co. v. W. Claims, Inc.*, 774 F.3d 1272, 1276–77 (10th Cir. 2014) (plaintiff waived privilege by expressly asserting reliance on advice of counsel to demonstrate that its settlement was reasonable); *United States v. Bauer*, 551 F.3d 786, 790–92 (8th Cir. 2008) (defendants waived privilege by arguing “that the errors and omissions in their bankruptcy filings were the result of sloppy attorneys and poor legal advice”); *Baker v. General Motors Corp.*, 209 F.3d 1051, 1055 (8th Cir. 2000) (“A waiver of the attorney-client privilege may be found where the client places

the subject matter of the privileged communication at issue.”). *United States v. Workman*, 138 F.3d 1261, 1263–64 (8th Cir. 1998) (defendant waived privilege by asserting reliance on advice of counsel); *Chevron Corp. v. Pennzoil Co.*, 974 F.2d 1156, 1162–63 (9th Cir. 1992) (defendant waived privilege by asserting that its tax position was reasonable because it was based on the advice of counsel); *Conkling v. Turner*, 883 F.2d 431, 434–35 (5th Cir. 1989) (plaintiff waived privilege by asserting reliance on counsel’s advice to toll the statute of limitations); *United States v. Miller*, 600 F.2d 498, 501–02 (5th Cir. 1979) (defendant waived privilege by asserting reliance on advice of counsel). “[T]he over-whelming majority of courts . . . find [this type of] waiver only when the specific allegations of the plaintiff’s complaint refer to the content of a privileged communication,” *id.*, or “when it is clear that the litigant’s argument is that [it] w[as] relying on privileged advice from attorneys,” 2 New Wigmore § 6.12.4(b)(2).

40. Here, it is clear through Debtors’ responses to Movants’ dismissal request and Nicolaou’s testimony that she relied on the advice given her by attorneys at Gray Reed in determining (i) what the Debtors’ assets were,¹⁸ (ii) that she had the authority to file the petitions on the Debtors’ behalf,¹⁹ (iii) where to file the cases;²⁰ (iv) to seek appointment as a responsible

¹⁸ At the 341 meeting, in response to the question why she believed that the Debtors’ sole assets were limited to well bores rather than spacing units Nicolaou testified that it was her understanding that the Debtors were assigned “well bores only,” and that she was advised that the assignment was limited to well bores by her counsel, Gray Reed. She further testified that the assessment of what the Debtors’ owned is what was “put on the statement and schedules, we put the well bores.” See Excerpts of Transcript of 341 Meeting, December 6, 2018 (the “341 Transcript”), a copy of which is attached hereto as Exhibit “H,” pg. 26]

¹⁹ At the 341 meeting, Nicolaou testified that she based her authority to file the petitions on her retention agreement, the partnership agreement and her reliance on advice from counsel. [341 Transcript, pgs. 11-12].

²⁰ In responding to the question why the cases were filed not filed in Colorado or West Virginia, Ms. Nicolaou testified that she consulted with counsel and that “counsel indicated that Texas – that filing in Texas was appropriate.” [341 Transcript, pgs 16-17].

party rather than under section 327;²¹ (v) negotiating a settlement with PDC as incorporated in the Plan;²² (vi) what the Denver Action claims were worth;²³ and (vi) formulating and presenting their defenses to the Dismissal Motion.

41. Since Nicolaou has disclosed communications she had with counsel and the positions she has taken are based on reliance of counsel, she has placed counsel's advice in issue in this dispute. As a consequence, the attorney-client privilege has been waived.

G. The Work Product Privilege Does Not Apply to Documents Created Pre-Petition as Such Documents Were Not Prepared "in Anticipation of Litigation"

42. The work product privilege does not apply to documents created or prepared by Gray Reed pre-petition to the extent those documents were not prepared "in anticipation of litigation." If applicable, however, production of the documents should be compelled regardless as Movants have a substantial need for the documents and are unable without undue hardship to obtain the substantial equivalent of the materials by other means.

43. While the work product privilege is broader than the attorney client privilege, it only applies to those documents prepared by counsel "in anticipation of litigation." *United States v. Nobles*, 422 U.S. 225, 237-38 (1975). The privilege "can apply where litigation is not imminent, as long as the primary motivating purpose behind the creation was to aid in possible future

²¹ When asked the reason for seeking court approval as a responsible party Ms. Nicolaou testified "I was advised to so by counsel." [341 Transcript, pgs. 20-21].

²² With regards to how the Debtors' derived a \$5 Million value as a settlement for the benefit of the limited partners in exchange for a release to PDC, Lydia Webb, Debtors' counsel, stated "I believe what Mr. Weisbart is getting to is for the release provision. And there is a calculation there, which is with respect to a certain dollar value associated with acreage multiplied by the number of wells, multiplied by the size of the spacing unit." [341 Transcript, pgs. 38-39].

²³ Ms. Nicolaou testified that she consulted with attorneys at Gray Reed to determine the value of the Denver Action claims but was not provided a written analysis of the claims. Later she was questioned by Ms. Webb "But are you aware whether your lawyers have done such an analysis at your request?" to which she responded "They have done an analysis. I've had a couple of three or four, ten conversations with the attorneys, with your oil and gas folks." [341 Transcript, pg. 56].

litigation.” *United States ex rel. Fisher v. Ocwen Loan Servicing, LLC*, 2016 U.S. Dist. LEXIS 32967 at *5-6 (E.D. Tex. 2016).

44. “The work-product doctrine provides qualified protection of documents and tangible things prepared in anticipation of litigation, including ‘a lawyer’s research, analysis of legal theories, mental impressions, notes, and memoranda of witnesses’ statements.” *Id.* at *6. (citations omitted.) Rule 26(b)(3) distinguishes between opinion work product, which consists of the “mental impressions, conclusions, or legal theories of any attorney or other representative of a party,” and ordinary work product, which consists of the “factual material prepared in anticipation of litigation or trial.” *Id.* (citations omitted.)

45. The work product doctrine is not “‘an umbrella that shades all materials prepared by a lawyer, or agent of the client[,]’ and the doctrine excludes materials assembled in the ordinary course of business [nor] does [it] extend to the underlying facts relevant to the litigation.” *Id.* at *7. Further, documents subject to the privilege are discoverable where they would be discoverable under Rule 26(b)(1) and a party has a substantial need for the documents and is unable without undue hardship to obtain the substantial equivalent of the materials by other means. See FED.R.CIV.P. 26(b)(3).

46. The initial question is whether the material was prepared “in anticipation of litigation.” *Fisher*, 2016 U.S. Dist. LEXIS 32967 at *7. While litigation need not be imminent for the privilege to apply the primary motivating purpose for creation of the document must be to aid in the possible future litigation. *Id.* at *7-8. “‘Among the factors relevant to determining the primary motivation for creating a document are ‘the retention of counsel and his involvement in the generation of the document and whether it was a routine practice to prepare that type of document or whether the document was instead prepared in response to a particular circumstance.’” *Id.* at 8. (citations omitted.) If the document would have been created without

regard to whether litigation was expected, it was made in the ordinary course of business and is not protected by the work product doctrine. *Id.* (citations omitted.)

47. Here, there is no support for the proposition that all the documents prepared by Gray Reed, at least pre-petition, were prepared “in anticipation of litigation.” To the contrary, as Debtors contend in their Dismissal Response, Gray Reed’s analysis of the Denver Action purportedly lead directly to Nicolaou’s decision to reach settlement with PDC and her decision that it was in the financial best interest of the Debtors to place the Debtors into chapter 11.

48. Even assuming that the work product privilege applies, Movants submit that the documents should be produced pursuant to FED.CIV.P. 26(b)(3) as they have a substantial need for the materials to prepare their case and, cannot, without undue hardship, obtain their substantial equivalent by other means.

49. As the Log fails to provide a description of the subject matter of the Privileged Documents being withheld, Movants have no insight into the documents. Yet, Nicolaou has testified that she did not undertake any analysis of the Denver Action or the value of the claims asserted therein. Her view of the litigation and the claims is solely based on her counsel’s evaluation. And while she conceded at the Section 341 meeting that the Debtors may have greater interests than just the wellbores identified on their respective bankruptcy schedules, she testified that she did not undertake a valuation of those additional interests.

50. Based on the issues in dispute Movants have a substantial need for these materials to prepare their case for trial. Further, given Ms. Nicolaou’s lack of independent knowledge and complete reliance on the analyses of her counsel, as reflected in her prior testimony, Movants submit that, without undue hardship they cannot obtain the substantial equivalent by other means.

51. Accordingly, pursuant to Rule 26(b)(3), the Movants requests that the Court compel turnover of the documents identified in the Log.

H. Debtors' Specific Objections Should Be Overruled

52. Debtors' specific objections asserted on the basis of being vague, overly broad, ambiguous, relevant or lack of particularity in describing the documents requested nature must be overruled as those objections have no reasonable basis.

53. In particular, Debtors' objections stated in its First Responses Nos. 21 thru 26, 27, 28, 31, 32, 36, 37, 40, 41, 46, 47, 55 thru 59, 61, 62, 71 thru 75, 83, 84, Second Responses Nos. 36, 37, 40, 41, 51 thru 54 and 56 must be overruled.

54. To support their objection that a request is unduly burdensome, Debtors must substantiate such burden. *See S.E.C. v. Brady*, 238 F.R.D. 429, 437 (N.D. Tex. 2006) ("A party asserting undue burden typically must present an affidavit or other evidentiary proof of the time or expense involved in responding to the discovery request."). Defendants failure to provide any supporting detail regarding why these requests impose an undue burden render them boilerplate. "A party resisting discovery must show how the requested discovery is overly broad, unduly burdensome, or oppressive by submitting affidavits or offering evidence revealing the nature of the burden." *Zenith Ins. Co.*, 2018 WL 4386268, at *5; *see also Merrill v. Waffle House, Inc.*, 227 F.R.D. 475, 477 (N.D. Tex. 2005) ("A party resisting discovery must show how the requested discovery was overly broad, burdensome, or oppressive by submitting affidavits or offering evidence revealing the nature of the burden."). "Failing to do so, as a general matter, makes such an unsupported objection nothing more than unsustainable boilerplate." *Heller v. City of Dallas*, 303 F.R.D. 466, 490 (N.D. Tex. 2014).

55. As Debtors have not provided any such support, the objection must be overruled.

56. Likewise, Debtors objections as to vagueness lack merit. *Reinsdorf*, 2013 WL 12116416, at *9 (gathering cases and citing *King-Hardy v. Bloomfield Board of Education*, 2002 WL 32506294, *5 (D. Conn. 2002) for the proposition that a "responding party must give

discovery requests a reasonable construction, rather than strain to find ambiguity”). Here, the requests are clear and, to the extent vague in any manner, can be given a reasonable construction. More importantly, Debtors fail to explain in what way any given request is vague. Having failed to specifically identify the vagueness in the request, the responses must be deemed to be evasive and treated as a failure to respond. *See* Fed. R. Civ. P. 37(a)(4) (“an evasive . . . response must be treated as a failure to . . . respond.”). Thus, Movants request that the Court overrule the objection as to vagueness.

CONCLUSION

Based on the foregoing, Movants respectfully requests that the Court:

- (a) Provide the relief sought above;
- (b) Strike Debtors’ blanket objections to the requests;
- (c) Compel Debtors to produce the Privileged Documents and all other documents withheld based on objections the Court overrules that are responsive to First, Requests, Second Requests and Third Requests which are in their possession, custody, or control within ten (10) days of the hearing hereon;
- (d) Awarding Movants reasonable attorneys’ fees and costs expended in bringing this Motion, and such other and further relief, and law and equity to which Movants may be entitled.

Respectfully submitted,

/s/ Mark A. Weisbart

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JOANNE M. GAFFEY LIVING TRUST, MARCH 2000,
THE GLICKMAN FAMILY TRUST DATED AUGUST 29, 1994 AND
THE WILLIAM J. AND JUDITH A. McDONALD LIVING TRUST
DATED APRIL 16, 1991

CERTIFICATE OF CONFERENCE

The undersigned certifies that on the 24th day of May 2019, he conferred with James Omiston, Debtors' counsel, concerning the relief requested herein. Counsel have agreed to try to resolve certain of the issues raised herein but agree that issues concerning the application and/or waiver of privileges cannot be resolved.

/s/James S. Brouner
James S. Brouner

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing *Motion to Compel Production of Documents* was served on the parties receiving notice via the Court's ECF filing system, on the 24th day of May 2019.

/s/ Mark A. Weisbart
Mark A. Weisbart

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THE GLICKMAN FAMILY TRUST DATED AUGUST 29, 1994
THE WILLIAM J. AND JUDITH A. McDONALD LIVING
TRUST DATED APRIL 16, 1991

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:

ROCKIES REGION 2006 LIMITED PARTNERSHIP
and ROCKIES REGION 2007 LIMITED
PARTNERSHIP

DEBTORS

CASE NO. 18-33513
CHAPTER 11

(Jointly Administered)

**FIRST REQUEST FOR PRODUCTION OF DOCUMENTS UNDER
FED.R.CIV.P. 34, MADE APPLICABLE BY FED.R.BANKR.P. 7034 AND 9014**

TO: Karen Nicolaou, by and through counsel of the Debtors, Jason S. Brookner and Lydia R. Webb, Gray Reed & McGraw LLP, 1601 Elm Street, Suite 700 Dallas, Texas 75201.

PLEASE TAKE NOTICE that pursuant to Fed.R.Civ.P. 34, made applicable by Fed.R.Bankr.P. 7034 and 9014, Robert R. Dufresne, as Trustee of the Dufresne Family Trust; Michael A. Gaffey, as Trustee of the Michael A. Gaffey and JoAnne M. Gaffey Living Trust dated March 2000; Ronald Glickman, as Trustee of the Glickman Family Trust established August 29, 1994; Jeffrey R. Schulein, as Trustee of the Schulein Family Trust established March 29, 1989; and William J. McDonald as Trustee of the William J. McDonald and Judith A. McDonald Living Trust dated April 16, 1991 (collectively, "Movants") through their attorneys, hereby requests that

Karen Nicolaou, individually and in her capacity as the purported "Responsible Party" for and on behalf of Rockies Region 2006 Limited Partnership and Rockies Region 2007 Limited Partnership, produce documents described below within thirty (30) days from the date hereof at the Law Office of Mark A. Weisbart, 12770 Coit Rd., Suite 541, Dallas, Texas 75251. This document request is subject to the Instructions and Definitions provided below.

DATED: March 12, 2019.

Respectfully Submitted,



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COUNSEL FOR THE DUFRESNE FAMILY TRUST,
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AND JOANNE M. GAFFEY LIVING TRUST, MARCH 2000, AND
THE GLICKMAN FAMILY TRUST DATED AUGUST 29, 1994

CERTIFICATE OF SERVICE

The undersigned hereby certifies that the foregoing document was served to the parties in the manner as set forth below on the 12th day of March 2019.

Jason S. Brookner
GRAY REED & MCGRAW LLP
1601 Elm Street, Suite 4600
Dallas, TX 75201

Hand-Delivered

Robin Russell
HUNTON ANDREWS KURTH
600 Travis, Suite 4200
Houston, TX 77002

First Class Mail-Postage Prepaid



Mark A. Weisbart

DOCUMENT REQUESTS

I. INSTRUCTIONS

1. Pursuant to Federal Rule of Civil Procedure 34, made applicable hereto by Fed.R.Bankr.P. 7034 and 9016, Karen Nicolaou is instructed to produce any and all documents requested in Part III below which are in her possession, custody, or control on or before **April 11, 2019**, at 5:00 p.m. prevailing Central Time at the Law Office of Mark A. Weisbart. Possession, custody, or control includes constructive possession whereby You have a right to compel the production of a document from a third party (including an agent, attorney, accountant, bookkeeper, authority, relative, or representative). These instructions apply to this request.

2. If you object to any of the following Document Requests below, you must state the legal and factual basis for each objection. If you object to only a portion of a Document Request, you must identify the specific portion of the Document Request to which you object and must respond fully to the remainder of the Document Request.

3. All documents produced in response to these document requests shall be produced in accordance with these Instructions utilizing the Definitions below.

4. Each Document Request shall operate and be responded to independently and, unless otherwise indicated, no Document Request limits the scope of any other Document Request.

5. These Document Requests are continuing in nature and require further and supplemental production if you become aware of, acquire or locate any further information or Documents responsive to these Document Requests following the time of initial production to the fullest extent required by the Federal Rules of Civil Procedure and the Federal Rules of Bankruptcy Procedure.

6. All words, terms and phrases not specifically defined in the Definitions or specific Document Requests are to be given their normal and customary meaning in the context in which they are used herein.

7. In the event that you seek to withhold any document, thing, or information on the basis that it is purportedly privileged or entitled to some other limitation of discovery, you shall supply a numerical list of the documents and things for which a privilege or other limitation of discovery is claimed, indicating:

- (i) the name of each author, writer, sender, or initiator of such document or thing, if any;
- (ii) the name of each recipient, addressee, or party to whom such document or thing was intended, if any;
- (iii) the date of such document or thing, if any, or an estimate thereof and so indicated as an estimate if no date appears on said document;

- (iv) the general subject matter as described in the document; and
- (v) the claimed grounds for privilege or other limitation of discovery.

8. With respect to any communications and documents maintained or stored electronically, produce such communications and documents in a manner that maintains the integrity and readability of all data, including all metadata. Such documents are to be produced in native electronic format with all relevant metadata intact and in the appropriate and useable manner to be agreed upon by the parties. Encrypted or password protected documents should be produced in a form permitting them to be reviewed.

9. Any electronic communications and documents produced for inspection should be produced in the manner in which they are stored (e.g., if maintained by custodian, such as email residing on an email server, organize documents for production by custodian). If responsive documents reside on databases or similar systems, produce the relevant database in a useable form or extract the relevant information in a useable format. At the time of the production, You should provide a written list setting forth in detail each specific source and location searched. The list must also identify, by name and position, all persons conducting the search and their areas of search responsibility. You should also provide a list describing the specific source for each produced item as well as for each item withheld on a ground of privilege, using unique identifying numbers to specify documents or ranges. All materials produced in discovery, including those in native format, shall bear unique identifying control numbers. To the maximum extent feasible, all party files and records should be retained and produced in their original form and sequence including any hardcopy or electronic file folders, and the originals should remain available for inspection by any counsel on reasonable notice.

10. Documents maintained or stored in paper, hard-copy form can be produced as either searchable PDF (i.e., portable document format files with embedded text) in a useable manner, or as photocopies of the hard-copy documents. Such paper documents should be produced in the same form and manner in which they are maintained, organized, and labeled, such that titles, file folders, binders, indices, or other organizational names for a given set of documents are to be left intact and provided.

11. Each Document Request shall be deemed to include requests for any and all transmittal sheets, cover letters, enclosures, or any other annexes or attachments to the documents.

12. If, in responding to these requests, You claim any ambiguity in a request for production of documents, or in a definition or instruction applicable thereto, such claim shall not be utilized as a basis for refusing to respond, but You shall set forth as part of Your response the language deemed to be ambiguous and the interpretation used to respond to the request for production. To the extent you believe that any request is ambiguous, we request that you contact the above counsel to resolve the ambiguity.

13. Unless otherwise specified herein, the relevant time period of these requests is from **December 20, 2017, to the present.**

II. DEFINITIONS

Unless otherwise indicated, the following terms shall have the meanings provided:

1. “***Arising out of***,” “***relating to***,” or “***evidencing***” refers to any act, work, meeting, oral or written communication, or document, referring, directly or indirectly, in any way to the described facts, or embodying, mentioning, concerning, referring to, connected with, commenting on, responding to, showing, describing, analyzing, or reflecting, directly or indirectly, such facts.
2. “***Bank Accounts***” means the bank accounts identified by the Debtors in their respective Schedules as accounts xxxx 5120 and xxxx 5138 with Texas Capital Bank.
3. “***Bankruptcy Code***” means title 11 of the United States Code.
4. “***Bankruptcy Estate(s)***” means the estate(s) created pursuant to Section 541(a) of the Bankruptcy Code upon commencement of the Chapter 11 Cases.
5. “***Bankruptcy Rules***” means the Federal Rules of Bankruptcy Procedure.
6. “***Bridgepoint***” means Bridgepoint Consulting LLC and its officers, members, managers, partners, representatives, employees, agents, attorneys, and all natural Persons acting or purporting to act on their behalf, whether authorized to do so or not.
7. “***Bridgepoint Agreement***” means the document identified as “Engagement Letter” and containing the terms of Bridgepoint’s engagement by PDC on behalf of the Partnerships attached as Exhibit A to the *Debtors’ Application for Order (I) Authorizing the Retention of Harney Management Partners to Provide Responsible Party and Additional Personnel, (II) Designating Karen Nicolaou as Responsible Party Effective as of the Petition Date, and (III) Granting Related Relief* [Doc. No. 12] filed in the Chapter 11 Cases on October 30, 2018.
8. “***Chapter 11 Cases***” means the cases under chapter 11 of title 11 of the U.S. Code commenced by the Debtors upon the filing of a petition under Section 301 of the Bankruptcy Code on the Petition Date that are being jointly administered.
9. “***Chapter 11 Plan***” means the *Debtors’ Joint Chapter 11 Plan* [Doc. No. 57], as amended, filed in the Chapter 11 Cases on November 21, 2018.
10. “***Clearinghouse***” means Oil & Gas Asset Clearinghouse, LLC and its officers, members, managers, partners, representatives, employees, agents, attorneys, and all natural Persons acting or purporting to act on their behalf, whether authorized to do so or not.
11. “***Communication(s)***” means any Documents that record or represent a communication.
12. “***Debtor(s)***” refers to RR 2006 and RR 2007 in their respective capacity as a debtor-in-possession under the Bankruptcy Code.

13. “**Denver Action**” means that certain civil action styled *Dufresne et al. v. PDC Energy, Inc., et al.*, Case No. 1:17-cv-03079-RBJ, pending in the United States District Court for the District of Colorado.

14. “**Document**” and “**Documents**” as used in these Document Requests shall be given the broadest meanings possibly and shall include, without limitation, the following:

- (a) all non-identical pieces of written, printed, or electronic matter that provide information, including, without limitation, emails, text messages, chats, instant messages, facsimiles, websites, social media entries, databases, calendar entries, spreadsheets, notes, jottings, diaries, communications, and all drafts, alterations, modifications, changes, and amendments of any of the foregoing; and
- (b) graphic or aural records or representations of any kind, including, without limitation, photographs, charts, graphs, microfiches, microfilm, videotape, recordings, motion pictures, voice mails, video files, tapes, cassettes, disks, recordings, and all transcriptions, in whole or in part, of any of the foregoing. A draft or non-identical copy is a separate document within the meaning of this term. A document with handwritten notes, markings, comments, “blind” copy notes, editing marks, facsimile transmission “legends” or “slugs,” etc. shall not be deemed identical to one without such modifications, additions or deletions. Each document shall be produced in its entirety, without abbreviation or expurgation, including all attachments or other matter affixed thereto.

15. “**Financial Records**” means any document or file containing information relating to, without limitation, itemized records for income and expenses and the names of the transferees /transferors and all applicable bank statements, any use of funds, borrowing of funds, transfer of funds, application for credit, financial accounting, bank statement, financial statement, invoices, insurance, or any document relating to finances, accounting, or financial transactions. Financial records include accounting records as well as backup for those records.

16. “**Gray Reed**” means Gray Reed McGraw LLP and its officers, partners, representatives, employees, agents, attorneys, and all natural Persons acting or purporting to act on their behalf, whether authorized to do so or not.

17. “**Graves**” means Graves & Co. Consulting LLC and its officers, members, managers, representatives, employees, agents, attorneys, and all natural Persons acting or purporting to act on their behalf, whether authorized to do so or not.

18. “**Harney**” means Red Owl Interests LLC d/b/a Harney Management Partners its officers, members, managers, partners, representatives, employees, agents, attorneys, and all Persons acting or purporting to act on their behalf, whether authorized to do so or not.

19. “**Hunton**” means Hunton Andrews Kurth, LLP, and its officers, partners, representatives, employees, agents, attorneys, and all natural Persons acting or purporting to act on their behalf, whether authorized to do so or not.

20. ***“Oil & Gas Properties”*** means the “Properties” identified by the Debtors in their *Emergency Application for Order Pursuant to Sections 327(A) and 328(A) of the Bankruptcy Code and Bankruptcy Rule 2014 Authorizing the Employment of Oil & Gas Asset Clearinghouse, LLC as Auctioneer for the Debtors* [Doc. No. 45] filed in the Chapter 11 Cases.

21. ***“Partnerships”*** means RR 2006 and RR 2007, collectively, other than in their respective capacity as Debtors.

22. ***“Partnerships’ Wells”*** means those oil and gas wells drilled for the benefit of the Partnerships.

23. ***“PDC”*** means PDC Energy, Inc. f/k/a Petroleum Development Corporation and its officers, directors, representatives, employees, agents, attorneys, and all natural Persons acting or purporting to act on their behalf, whether authorized to do so or not.

24. ***“Person(s)”*** means any natural person, corporation, firm, association, partnership, joint venture, proprietorship, governmental body, or any other organization, business, or legal entity, and all predecessors or successors-in-interest.

25. ***“Petition Date”*** means October 30, 2018.

26. ***“Possession, custody, or control”*** of any item means that the person either has physical possession of the item or has a right to possession that is equal or superior to the person who has physical possession of the item. Each of the requests contained herein are directed to documents in your possession, custody or control.

27. ***“Referring to,” “referencing,” “pertaining to,” or “concerning”*** (or any variation thereof), as used herein, shall mean comprising, addressing, referring to (whether by name or not, whether directly or indirectly), discussing, describing, reflecting, supplementing, supporting, negating, amending, analyzing, studying, reporting on, commenting on, evidencing, constituting, setting forth, considering, recommending, concerning, mentioning, applying to, containing, reproducing, paraphrasing, or in any way factually, legally, or logically connected to the matter inquired thereof.

28. ***“RR 2006”*** means Rockies Region 2006 Limited Partnership.

29. ***“RR 2006 Limited Partners”*** means the limited partners of RR 2006 other than PDC.

30. ***“RR 2006 PA”*** means the Limited Partnership Agreement of Rockies Region 2006 Limited Partnership.

31. ***“RR 2007”*** means Rockies Region 2007 Limited Partnership.

32. “**RR 2007 Limited Partners**” means the limited partners of RR 2007 other than PDC.

33. “**RR 2007 PA**” means the Limited Partnership Agreement of Rockies Region 2007 Limited Partnership.

34. “**Sale Price**” means that the minimum sum that PDC has agreed to pay to acquire the Debtors’ Oil & Gas Properties as described in the Chapter 11 Plan.

35. “**Schedules**” means the schedules filed by the Debtors in the Chapter 11 Cases, as amended, as required by Bankruptcy Code § 521 and Bankruptcy Rule 1007.

36. “**SOFA**” means the statement of financial affairs filed by the Debtors in the Chapter 11 Cases, as amended, as required by Bankruptcy Code § 521 and Bankruptcy Rule 1007.

37. “**Statement**” means a written statement signed or otherwise adopted or approved by the person making it or a stenographic, mechanic, or other type of recording, or any transcription that is a substantially verbatim recital of a statement made by a person and contemporaneously recorded.

38. “**Tangible things**” includes everything that is not a document.

39. “**You**” or “**Nicolaou**” means Karen Nicolaou and her representatives, employees, agents, attorneys, and all natural Persons acting or purporting to act on her behalf, whether authorized to do so or not.

40. “**Your**” means of, associated with or relating to You.

41. The conjunctions “**and**” and “**or**” shall each be individually interpreted in every instance as meaning “and/or” and shall not be interpreted disjunctively to exclude any information otherwise within the scope of any specification.

42. The terms “**all**,” “**any**,” and “**each**” shall each be construed as encompassing any and all.

43. The singular form of a word includes the plural form of that word and the plural form of a word includes the singular form.

III. DOCUMENTS REQUESTED

1. All Communications from You to any RR 2006 Limited Partners relating to or referring to the decision to file a petition for RR 2006 under the Bankruptcy Code.
2. All Communications from You to any RR 2007 Limited Partners relating to or referring to the decision to file a petition for RR 2007 under the Bankruptcy Code.
3. All Communications from Gray Reed to any RR 2006 Limited Partners relating to or referring to the decision to file a petition for RR 2006 under the Bankruptcy Code.
4. All Communications from Gray Reed to any RR 2007 Limited Partners relating to or referring to the decision to file a petition for RR 2007 under the Bankruptcy Code.
5. All Communications from PDC to any RR 2006 Limited Partners relating to or referring to the decision to file a petition for RR 2006 under the Bankruptcy Code.
6. All Communications from PDC to any RR 2007 Limited Partners relating to or referring to the decision to file a petition for RR 2007 under the Bankruptcy Code.
7. All Communications evidencing or relating to Your authority to file a petition for relief on behalf of RR 2006 under the Bankruptcy Code.
8. All Communications evidencing or relating to Your authority to file a petition for relief on behalf of RR 2007 under the Bankruptcy Code.
9. All Documents evidencing or relating to Your authority to file a petition for relief on behalf of RR 2006 under the Bankruptcy Code.
10. All Documents evidencing or relating to Your authority to file a petition for relief on behalf of RR 2007 under the Bankruptcy Code.
11. All Documents evidencing, relating to and/or concerning Your authority to file a petition for relief on behalf of RR 2006 under the Bankruptcy Code under the laws of West Virginia.
12. All Documents evidencing, relating to and/or concerning Your authority to file a petition for relief on behalf of RR 2007 under the Bankruptcy Code under the laws of West Virginia.
13. All Documents evidencing, relating to and/or concerning PDC's authority under the RR 2006 PA to delegate to You the authority to file a petition for relief on behalf of RR 2006 under the Bankruptcy Code.

14. All Documents evidencing, relating to and/or concerning PDC's authority under the RR 2007 PA to delegate to You the authority to file a petition for relief on behalf of RR 2006 under the Bankruptcy Code.

15. All Communications relating to, evidencing and/or concerning the negotiations of the Settlement proposed by the Debtors contained in the Chapter 11 Plan.

16. All Documents relating to, evidencing and/or concerning the negotiations of the Settlement proposed by the Debtors contained in the Chapter 11 Plan.

17. All Communications relating to, evidencing and/or concerning the negotiations of the Sale Price set forth in the Chapter 11 Plan.

18. All Documents relating to, evidencing and/or concerning the negotiations of the Sale Price set forth in the Chapter 11 Plan.

19. All Communications between You and PDC evidencing, relating to and/or concerning Your role and responsibilities in relation to the Chapter 11 Cases.

20. All Communications between You and PDC evidencing, relating to and/or concerning limitations on Your authority, role and/or responsibilities in relation to the Chapter 11 Cases.

21. All Communications relating to and/or concerning the Partnerships' Oil & Gas Properties.

22. All Communications relating to and/or concerning Your analysis of the extent and/or scope of the Partnerships' interests in the Oil & Gas Properties.

23. All Communications relating to and/or concerning the dispute over the extent and/or scope of the Partnerships' Oil & Gas Properties as raised in the Denver Action.

24. All Documents relating to and/or concerning the Partnerships' Oil & Gas Properties.

25. All Documents relating to and/or concerning Your analysis of the extent and/or scope of the Partnerships' Oil & Gas Properties.

26. All Documents relating to and/or concerning the dispute over the extent and/or scope of the Partnerships' Oil & Gas Properties as raised in the Denver Action.

27. All Communications relating to, referring to and/or concerning the Debtors' Bank Accounts opened in Texas.

28. All Financial Records relating to, referring to and/or concerning the Debtors' Bank Accounts opened in Texas.

29. All Communications relating to, referring to and/or concerning the basis of filing the Chapter 11 Cases in the United States Bankruptcy Court for the Northern District of Texas.

30. All Documents which You reviewed in forming your decision to file the Chapter 11 Cases in the United States Bankruptcy Court for the Northern District of Texas.

31. All Communications relating to, referring to and/or concerning the Denver Action.

32. All Documents relating to, referring to and/or concerning the Denver Action.

33. All Communications relating to, evidencing and/or concerning the options You considered for the Partnerships in lieu of commencing the Chapter 11 Cases on behalf of the Partnerships.

34. All Documents relating to, evidencing and/or concerning the options You considered for the Partnerships in lieu of commencing the Chapter 11 Cases on behalf of the Partnerships.

35. All Documents You reviewed and considered in determining that filing of the Chapter 11 Cases was the best decision on behalf of the Partnerships.

36. All Communications relating to, evidencing and/or concerning the value of the derivative claims and causes of action asserted in the Denver Action on behalf of RR 2006 and RR 2007.

37. All Documents relating to, evidencing and/or concerning the value of the derivative claims and causes of action asserted in the Denver Action on behalf of RR 2006 and RR 2007.

38. All Communications relating to and/or concerning the engagement of Bridgepoint by PDC on behalf of the Partnerships.

39. All Documents relating to and/or concerning the engagement of Bridgepoint by PDC on behalf of the Partnerships.

40. All Communications relating to and/or concerning the services rendered by Bridgepoint to or for the behalf of the Partnerships.

41. All Documents evidencing Bridgepoint's services rendered to or for the benefit of the Partnerships.

42. All Communications relating to and/or concerning the engagement of Harney by PDC on behalf of the Partnerships.

43. All Communications relating to and/or concerning Your engagement by PDC on behalf of the Partnerships.

44. All Documents relating to and/or concerning Your engagement by PDC on behalf of the Partnerships.

45. All Documents relating to and/or concerning the engagement of Harney by PDC on behalf of the Partnerships.

46. All Communications relating to and/or concerning the services rendered by Harney to or for the behalf of the Partnerships and/or the Debtors.

47. All Documents evidencing Harney's services rendered to or for the benefit of the Partnerships and/or the Debtors.

48. All Communications relating to, referring to and/or concerning the sale or assignment of the Bridgepoint Agreement to Harney.

49. All Documents relating to, referring to and/or concerning the sale or assignment of the Bridgepoint Agreement to Harney.

50. All Documents evidencing and/or related to the Partnerships' payment of fees and expenses to any professional, including, without limitation, You, Bridgepoint, Harney, Hunton and Gray Reed.

51. All Documents evidencing and/or related to PDC's payment on behalf of the Partnerships of fees and expenses to any professional, including, without limitation, You, Bridgepoint, Harney, Graves, Hunton and Gray Reed.

52. All Documents relating to, referring to and/or concerning Your affiliation and/or employment by Bridgepoint.

53. All Documents relating to, referring to and/or concerning Your affiliation and/or employment by Harney.

54. All Documents evidencing or referring to the Partnerships' engagement of Gray Reed prior to the Petition Date.

55. All billing statements of Gray Reed evidencing services rendered to or for the Partnerships prior to the Petition Date.

56. All Communications relating to, referring to and/or concerning the payment of Gray Reed's fees and expenses for services rendered to or for the Partnerships prior to the Petition Date.

57. All Documents relating to, referring to and/or concerning the payment of Gray Reed's fees and expenses for services rendered to or for the Partnerships prior to the Petition Date.

58. All Communications relating to, referring to and/or concerning the payment of Bridgepoint, Harney and/or Your fees and expenses for services rendered to or for the Partnerships prior to the Petition Date.

59. All Documents relating to, referring to and/or concerning the payment of Bridgepoint, Harney and/or Your fees and expenses for services rendered to or for the Partnerships prior to the Petition Date.

60. All Documents evidencing, relating to and/or referring to the services You rendered to or for the benefit of the Partnerships prior to the Petition Date.

61. All Documents relating to, referring to and/or concerning the plugging of any of the Partnerships' Wells and the associated costs for such plugging at any time in the past.

62. All Communications relating to, referring to and/or concerning the plugging of the Partnerships' Wells at any time in the past.

63. All Documents supporting Your position that the claims and causes of action asserted in the Denver Action are derivative claims owned by the Debtors' Bankruptcy Estates.

64. All Communications relating to, referring to and/or concerning Your position that the claims and causes of action asserted in the Denver Action are derivative claims owned by the Debtors' Bankruptcy Estates.

65. All Documents supporting Your position that the Debtors only own a well bore interest in relation to the Oil & Gas Properties as identified in response to Question 55 of the Debtors' respective Schedule A/B of their Schedules.

66. All Communications relating to, referring to and/or concerning Your position that the Debtors only own a well bore interest in relation to the Oil & Gas Properties as identified in response to Question 55 of the Debtors' respective Schedule A/B of their Schedules.

67. All Documents which You reviewed in determining that the Debtors' did not own more than a well bore interest in relation to the Oil & Gas Properties as identified in response to Question 55 of the Debtors' respective Schedule A/B of their Schedules.

68. All Communications relating to, evidencing and/or supporting the view that the Debtors own more than a well bore interest.

69. All Documents relating to, evidencing and/or supporting the view that the Debtors own more than a well bore interest.

70. All Communications from PDC since the Petition Date.

71. All Communications from Hunton since the Petition Date.
72. All Documents evidencing corporate resolutions of PDC, in its capacity as the Partnerships' Managing General Partner, concerning the plugging of any of the Partnerships' Wells at any time in the past.
73. All Communications relating to, referring to and/or concerning the cost of plugging any of the Partnerships' Wells at any time in the past.
74. All Documents relating to, referring to and/or concerning the cost of plugging any of the Partnerships' Wells at any time in the past.
75. All Communications from Graves relating to, referring to and/or concerning the value of the Partnerships' Oil & Gas Properties.
76. All Communications concerning the Partnerships' financial condition for the period May 1, 2018, through the Petition Date.
77. All Documents concerning the Partnerships' financial condition for the period May 1, 2018, through the Petition Date.
78. All Communications relating to, referring to and/or concerning Your decision to engage Clearinghouse on behalf of the Debtors.
79. All Documents relating to, referring to and/or concerning Your decision to engage Clearinghouse on behalf of the Debtors.
80. All Communications relating to, referring to and/or concerning Your decision to auction the Oil & Gas Properties.
81. All Documents relating to, referring to and/or concerning Your decision Your decision to auction the Oil & Gas Properties.
82. All Documents relating to and/or concerning Your affiliation with Bridgepoint and/or Harney.
83. All Documents relating to and/or evidencing accounting services rendered on behalf of the Partnerships for the twelve months prior to the Petition Date.
84. All Communications relating to, referring to and/or concerning the formulation of the Chapter 11 Plan.

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COUNSEL TO THE DEBTORS

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§ Chapter 11
	§
ROCKIES REGION 2006 LIMITED	§ Case No. 18-33513-sgj-11
PARTNERSHIP and ROCKIES REGION	§
2007 LIMITED PARTNERSHIP, ¹	§ (Jointly Administered)
	§
Debtors.	§

**DEBTORS' RESPONSES AND OBJECTIONS TO
FIRST REQUEST FOR PRODUCTION OF DOCUMENTS**

Pursuant to Rules 26 and 34 of the Federal Rules of Civil Procedure, as adopted by the Federal Rules of Bankruptcy Procedure 7026, 7034 and 9014, Rockies Region 2006 Limited Partnership and Rockies Region 2007 Limited Partnership (together, the “Debtors”) serve the following responses and objections (the “Responses”) to the First Request for Production of Documents (the “Requests”) propounded by Robert R. Dufresne, as Trustee of the Dufresne Family Trust; Michael A. Gaffey, as Trustee of the Michael A. Gaffey and JoAnne M. Gaffey Living Trust dated March 2000; Ronald Glickman, as Trustee of the Glickman Family Trust

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number are: Rockies Region 2006 Limited Partnership (9573) and Rockies Region 2007 Limited Partnership (8835).

established August 29, 1994; Jeffrey R. Schulein, as Trustee of the Schulein Family Trust established March 29, 1989; and William J. McDonald as Trustee of the William J. McDonald and Judith A. McDonald Living Trust dated April 16, 1991 (collectively the "LP Plaintiffs").

PRELIMINARY STATEMENT AND GENERAL OBJECTIONS

These Responses are based upon Debtors' present knowledge after a reasonable investigation and upon Debtors' interpretation and construction of the Requests. It should be noted that neither the investigation of the facts related to this case, nor the discovery pertaining thereto, have been completed. The Responses are based only upon such information and documents that are presently available. Discovery is ongoing and Debtors reserve the right to amend or supplement the Responses. It is anticipated that further discovery, legal research, independent investigation, and additional analysis will reveal additional facts, add meaning to known facts, and establish new factual conclusions and new legal contentions, all of which may lead to substantial additions to, changes in, and/or variations from that which is set forth herein. These Responses are made without prejudice to the right to produce evidence of any subsequently discovered fact or facts, which may later be recalled or become known. Accordingly, Debtors reserve their right to change the Responses as additional facts are ascertained, analyses are made, and legal research is completed.

Each of the following Responses is made without waiving any objections that Debtors might make with respect to the subsequent use of these Responses or documents produced in connection therewith at the time of trial. Specifically, Debtors reserve all objections with regard to (a) questions of competency, privilege, relevance, materiality, and admissibility of Debtors' Responses, or any documents produced in connection herewith; (b) the use of these Responses,

or documents produced in connection herewith, in any subsequent suit or proceeding; and (c) the right, at any time, upon proper showing, to revise, correct, or clarify any of these Responses.

Specifically, but not by way of limitation, Debtors generally object to the Requests in the following respects, which are incorporated into each response:

Debtors object to the Requests insofar as they attempt to vary or conflict with Debtors' obligations under the Federal Rules of Civil Procedure and/or Federal Rules of Bankruptcy Procedure. Debtors will respond in accordance with the Federal Rules of Civil Procedure and Federal Rules of Bankruptcy Procedure.

Debtors object to the Requests to the extent same are vague, overly broad and unduly burdensome.

Debtors object to the definition of the term "Document" to the extent that it imposes requirements beyond those contained in the Federal Rules of Civil Procedure and/or the Federal Rules of Bankruptcy Procedure.

Debtors object to the extent that the LP Plaintiffs attempt to impose duties in the Instructions and Definitions section of the Requests that are greater than or inconsistent with those imposed by the Federal Rules of Civil Procedure and the Federal Rules of Bankruptcy Procedure.

Debtors object to the Instructions and to each Request to the extent that they seek documents and information that are not within Debtors' possession, custody or control.

Debtors object to the Requests to the extent they seek the production of documents or communications that are not relevant to the (i) *Objection to Debtors' Application for Order (i) Authorizing the Retention of Harney Management Partners to Provide the Debtors a Responsible Party and Certain Additional Personnel*, (ii) *Designating Karen Nicolaou as Responsible Party*

for the Debtors Effective as of the Petition Date, and (iii) Granting Related Relief [Docket No. 61] and (ii) *Amended Motion for Dismissal of Chapter 11 Case* [Docket No. 140] (collectively, the “Contested Matters”).

Debtors object to the Instructions and to each Request to the extent that they seek production of “all documents” or “all communications” on the grounds that they are overly broad and unduly burdensome. In accordance with the Federal Rules of Civil Procedure and the Federal Rules of Bankruptcy Procedure, Debtors have made a diligent, good faith search of files identified as most likely to contain documents responsive to the Requests, and will provide documents located in connection therewith subject to the objections set forth herein.

Debtors object to the Instructions and to each Request to the extent that they seek documents and information protected by the attorney/client privilege, work product doctrine, mediation privilege, accountant/client privilege or other applicable privilege (whether based upon statute or any other legally cognizable privilege or immunity) or documents and information that pertain to Debtors’ trial strategy or preparation. Privileged documents and communications are being withheld, and a privilege log will be provided on Monday, April 15, 2019. In the event that any privileged document or information is produced by Debtors, its production is inadvertent and does not constitute a waiver of any privilege.

Debtors object to the definition of “You” to the extent the LP Plaintiffs intend the Request to apply to Debtors’ counsel in this proceeding, as such a request would violate the attorney-client privilege and the work product doctrine.

Debtors object to the Instruction regarding the production of electronically stored information or “ESI” in the Requests to the extent same requests production of any electronically stored information, including but not limited to metadata because such Requests are unduly

burdensome. Debtors will produce responsive, non-objectionable documents by providing copies of any such documents in the form such documents were kept by Debtors in the ordinary course of their business.

Debtors' assertion that they will produce documents in response to a particular Request is not to be construed as an admission that any such documents exist within any requested category or categories but solely as an assertion that Debtors will produce responsive documents within their possession, custody or control should any such documents be found after a reasonable diligent search, subject to the objections set forth herein.

All of Debtors' general objections shall be deemed continuing throughout the Responses to specific requests set forth below, even when not further referred to in said Responses.

Notwithstanding and without waiver of the foregoing general objections, Debtors will provide the LP Plaintiffs with documents that are in their possession, custody and control that are responsive to the Requests propounded herein, not otherwise protected from discovery or disclosure by way of privilege or other protection and that fall within the permissible scope of discovery as provided within the governing Federal Rules of Civil Procedure, as made applicable by the Federal Rules of Bankruptcy Procedure.

RESPONSES TO REQUESTS FOR PRODUCTION

REQUEST FOR PRODUCTION NO. 1 All Communications from You to any RR 2006 Limited Partners relating to or referring to the decision to file a petition for RR 2006 under the Bankruptcy Code.

RESPONSE: Debtors have no responsive documents in their possession, custody or control.

REQUEST FOR PRODUCTION NO. 2 All Communications from You to any RR 2007 Limited Partners relating to or referring to the decision to file a petition for RR 2007 under the Bankruptcy Code.

RESPONSE: Debtors have no responsive documents in their possession, custody or control.

REQUEST FOR PRODUCTION NO. 3 All Communications from Gray Reed to any RR 2006 Limited Partners relating to or referring to the decision to file a petition for RR 2006 under the Bankruptcy Code.

RESPONSE: Debtors have no responsive documents in their possession, custody or control

REQUEST FOR PRODUCTION NO. 4 All Communications from Gray Reed to any RR 2007 Limited Partners relating to or referring to the decision to file a petition for RR 2007 under the Bankruptcy Code.

RESPONSE: Debtors have no responsive documents in their possession, custody or control.

REQUEST FOR PRODUCTION NO. 5 All Communications from PDC to any RR 2006 Limited Partners relating to or referring to the decision to file a petition for RR 2006 under the Bankruptcy Code.

RESPONSE: Responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 6 All Communications from PDC to any RR 2007 Limited Partners relating to or referring to the decision to file a petition for RR 2007 under the Bankruptcy Code.

RESPONSE: Responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 7 All Communications evidencing or relating to Your authority to file a petition for relief on behalf of RR 2006 under the Bankruptcy Code.

RESPONSE: Responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 8 All Communications evidencing or relating to Your authority to file a petition for relief on behalf of RR 2007 under the Bankruptcy Code.

RESPONSE: Responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 9 All Documents evidencing or relating to Your authority to file a petition for relief on behalf of RR 2006 under the Bankruptcy Code.

RESPONSE: Responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 10 All Documents evidencing or relating to Your authority to file a petition for relief on behalf of RR 2007 under the Bankruptcy Code.

RESPONSE: Responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 11 All Documents evidencing, relating to and/or concerning Your authority to file a petition for relief on behalf of RR 2006 under the Bankruptcy Code under the laws of West Virginia.

RESPONSE: Debtors have no responsive documents in their possession, custody or control.

REQUEST FOR PRODUCTION NO. 12 All Documents evidencing, relating to and/or concerning Your authority to file a petition for relief on behalf of RR 2007 under the Bankruptcy Code under the laws of West Virginia.

RESPONSE: Debtors have no responsive documents in their possession, custody or control.

REQUEST FOR PRODUCTION NO. 13 All Documents evidencing, relating to and/or concerning PDC's authority under the RR 2006 PA to delegate to You the authority to file a petition for relief on behalf of RR 2006 under the Bankruptcy Code.

RESPONSE: Responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 14 All Documents evidencing, relating to and/or concerning PDC's authority under the RR 2007 PA to delegate to You the authority to file a petition for relief on behalf of RR 2006 under the Bankruptcy Code.

RESPONSE: Responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 15 All Communications relating to, evidencing and/or concerning the negotiations of the Settlement proposed by the Debtors contained in the Chapter 11 Plan.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the attorney work product doctrine,

and/or any other applicable protection, privilege, or immunity. Subject to the foregoing objection, responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 16 All Documents relating to, evidencing and/or concerning the negotiations of the Settlement proposed by the Debtors contained in the Chapter 11 Plan.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the attorney work product doctrine, and/or any other applicable protection, privilege, or immunity. Subject to the foregoing objection, responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 17 All Communications relating to, evidencing and/or concerning the negotiations of the Sale Price set forth in the Chapter 11 Plan.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the attorney work product doctrine, and/or any other applicable protection, privilege, or immunity. Subject to the foregoing objection, responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 18 All Documents relating to, evidencing and/or concerning the negotiations of the Sale Price set forth in the Chapter 11 Plan.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the attorney work product doctrine, and/or any other applicable protection, privilege, or immunity. Subject to the foregoing objection, responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 19 All Communications between You and PDC evidencing, relating to and/or concerning Your role and responsibilities in relation to the Chapter 11 Cases.

RESPONSE: Responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 20 All Communications between You and PDC evidencing, relating to and/or concerning limitations on Your authority, role and/or responsibilities in relation to the Chapter 11 Cases.

RESPONSE: Responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 21 All Communications relating to and/or concerning the Partnerships' Oil & Gas Properties.

RESPONSE: Debtors object to this Request because it is overly broad and vague, and because it does not describe the requested documents with reasonable particularity. Debtors further object to this Request to the extent it seeks documents that are not relevant to the Contested Matters. Subject to the foregoing objections, responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 22 All Communications relating to and/or concerning Your analysis of the extent and/or scope of the Partnerships' interests in the Oil & Gas Properties.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the attorney work product doctrine, and/or any other applicable protection, privilege, or immunity. Debtors further object to this Request to the extent it seeks documents that are not relevant to the Contested Matters. Subject to the foregoing objections, responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 23 All Communications relating to and/or concerning the dispute over the extent and/or scope of the Partnerships' Oil & Gas Properties as raised in the Denver Action.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the attorney work product doctrine, and/or any other applicable protection, privilege, or immunity. Debtors further object to this Request to the extent it seeks documents that are not relevant to the Contested Matters. Subject to the foregoing objections, responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 24 All Documents relating to and/or concerning the Partnerships' Oil & Gas Properties.

RESPONSE: Debtors object to this Request because it is overly broad and vague, and because it does not describe the requested documents with reasonable particularity. Debtors further object to this Request to the extent it seeks documents that are not relevant to the Contested Matters. Subject to the foregoing objections, responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 25 All Documents relating to and/or concerning Your analysis of the extent and/or scope of the Partnerships' Oil & Gas Properties.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the attorney work product doctrine, the mediation privilege and/or any other applicable protection, privilege, or immunity. Debtors further object to this Request to the extent it seeks documents that are not relevant to the Contested Matters. Subject to the foregoing objections, responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 26 All Documents relating to and/or concerning the dispute over the extent and/or scope of the Partnerships' Oil & Gas Properties as raised in the Denver Action.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the attorney work product doctrine, the mediation privilege and/or any other applicable protection, privilege, or immunity. Debtors further object to this Request to the extent it seeks documents that are not relevant to the

Contested Matters. Subject to the foregoing objections, responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 27 All Communications relating to, referring to and/or concerning the Debtors' Bank Accounts opened in Texas.

RESPONSE: Responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 28 All Financial Records relating to, referring to and/or concerning the Debtors' Bank Accounts opened in Texas.

RESPONSE: Debtors object to this Request because the definition of "Financial Records" is overly broad and burdensome, and to the extent it seeks documents that are not relevant to the Contested Matters. Subject to the foregoing objections, responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 29 All Communications relating to, referring to and/or concerning the basis of filing the Chapter 11 Cases in the United States Bankruptcy Court for the Northern District of Texas.

RESPONSE: Debtors have no responsive documents in their possession, custody or control.

REQUEST FOR PRODUCTION NO. 30 All Documents which You reviewed in forming your decision to file the Chapter 11 Cases in the United States Bankruptcy Court for the Northern District of Texas.

RESPONSE: Debtors have no responsive documents in their possession, custody or control

REQUEST FOR PRODUCTION NO. 31 All Communications relating to, referring to and/or concerning the Denver Action.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the attorney work product doctrine, the mediation privilege and/or any other applicable protection, privilege, or immunity. Debtors further object to this Request to the extent it seeks documents that are not relevant to the Contested Matters. Subject to the foregoing objections, responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 32 All Documents relating to, referring to and/or concerning the Denver Action.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the attorney work product doctrine, the mediation privilege and/or any other applicable protection, privilege, or immunity. Debtors further object to this Request to the extent it seeks documents that are not relevant to the Contested Matters. Subject to the foregoing objections, responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 33 All Communications relating to, evidencing and/or concerning the options You considered for the Partnerships in lieu of commencing the Chapter 11 Cases on behalf of the Partnerships.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the attorney work product doctrine, the mediation privilege and/or any other applicable protection, privilege, or immunity. Subject to the foregoing objection, responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 34 All Documents relating to, evidencing and/or concerning the options You considered for the Partnerships in lieu of commencing the Chapter 11 Cases on behalf of the Partnerships.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the attorney work product doctrine, the mediation privilege and/or any other applicable protection, privilege, or immunity. Subject to the foregoing objection, responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 35 All Documents You reviewed and considered in determining that filing of the Chapter 11 Cases was the best decision on behalf of the Partnerships.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the attorney work product doctrine, the mediation privilege and/or any other applicable protection, privilege, or immunity. Subject to the foregoing objection, responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 36 All Communications relating to, evidencing and/or concerning the value of the derivative claims and causes of action asserted in the Denver Action on behalf of RR 2006 and RR 2007.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the attorney work product doctrine, and/or any other applicable protection, privilege, or immunity. Debtors further object to the use of the term “value,” as it is an inherently subjective term. Debtors further object to this Request to the extent it seeks documents that are not relevant to the Contested Matters. Subject to the foregoing objections, responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 37 All Documents relating to, evidencing and/or concerning the value of the derivative claims and causes of action asserted in the Denver Action on behalf of RR 2006 and RR 2007.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the attorney work product doctrine, the mediation privilege and/or any other applicable protection, privilege, or immunity. Debtors further object to the use of the term “value,” as it is an inherently subjective term. Debtors further object to this Request to the extent it seeks documents that are not relevant to the

Contested Matters. Subject to the foregoing objections, responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 38 All Communications relating to and/or concerning the engagement of Bridgepoint by PDC on behalf of the Partnerships.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the attorney work product doctrine, and/or any other applicable protection, privilege, or immunity. Subject to the foregoing objection, responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 39 All Documents relating to and/or concerning the engagement of Bridgepoint by PDC on behalf of the Partnerships.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the attorney work product doctrine, and/or any other applicable protection, privilege, or immunity. Subject to the foregoing objection, responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 40 All Communications relating to and/or concerning the services rendered by Bridgepoint to or for the behalf of the Partnerships.

RESPONSE: Debtors object to this Request on the grounds it is vague and ambiguous, and because it does not describe the requested documents with reasonable particularity.

REQUEST FOR PRODUCTION NO. 41 All Documents evidencing Bridgepoint's services rendered to or for the benefit of the Partnerships.

RESPONSE: Debtors object to this Request on the grounds it is vague and ambiguous, and because it does not describe the requested documents with reasonable particularity.

REQUEST FOR PRODUCTION NO. 42 All Communications relating to and/or concerning the engagement of Harney by PDC on behalf of the Partnerships.

RESPONSE: Debtors object to this Request to the extent it is duplicative of Request No. 38. Harney was not separately engaged by PDC on behalf of the Partnerships. Rather, as set forth more fully in the *Debtors' Objection to Motion for Dismissal of Chapter 11 Case*, on or around August 31, 2018, Harney acquired the Turnaround Dispute Resolution practice at Bridgepoint. As part of this transaction, Harney assumed the engagement letter with the Debtors.

REQUEST FOR PRODUCTION NO. 43 All Communications relating to and/or concerning Your engagement by PDC on behalf of the Partnerships.

RESPONSE: Debtors object to this Request as duplicative of Request Nos. 38 and 42 and hereby incorporates their objections and responses to same.

REQUEST FOR PRODUCTION NO. 44 All Documents relating to and/or concerning Your engagement by PDC on behalf of the Partnerships.

RESPONSE: Debtors object to this Request as duplicative of Request No. 39 and hereby incorporate their objection and response to same.

REQUEST FOR PRODUCTION NO. 45 All Documents relating to and/or concerning the engagement of Harney by PDC on behalf of the Partnerships.

RESPONSE: Debtors object to this Request to the extent it is duplicative of Request Nos. 39 and 44. Harney was not separately engaged by PDC on behalf of the Partnerships. Rather, as set forth more fully in the *Debtors' Objection to Motion for Dismissal of Chapter 11 Case*, on or around August 31, 2018, Harney acquired the Turnaround Dispute Resolution practice at Bridgepoint. As part of this transaction, Harney assumed the engagement letter with the Debtors.

REQUEST FOR PRODUCTION NO. 46 All Communications relating to and/or concerning the services rendered by Harney to or for the behalf of the Partnerships and/or the Debtors.

RESPONSE: Debtors object to this Request on the grounds it is vague and ambiguous, and because it does not describe the requested documents with reasonable particularity.

REQUEST FOR PRODUCTION NO. 47 All Documents evidencing Harney's services rendered to or for the benefit of the Partnerships and/or the Debtors.

RESPONSE: Debtors object to this Request on the grounds it is vague and ambiguous, and because it does not describe the requested documents with reasonable particularity.

REQUEST FOR PRODUCTION NO. 48 All Communications relating to, referring to and/or concerning the sale or assignment of the Bridgepoint Agreement to Harney.

RESPONSE: Debtors object to this Request to the extent it seeks communications that are not relevant to the Contested Matters and are outside the Debtors' possession, custody or control.

REQUEST FOR PRODUCTION NO. 49 All Documents relating to, referring to and/or concerning the sale or assignment of the Bridgepoint Agreement to Harney.

RESPONSE: Debtors object to this Request to the extent it seeks documents that are not relevant to the Contested Matters and are outside the Debtors' possession, custody or control. Subject to the foregoing objection, the Debtors will produce a copy of the asset purchase agreement, redacted to remove confidential information.

REQUEST FOR PRODUCTION NO. 50 All Documents evidencing and/or related to the Partnerships' payment of fees and expenses to any professional, including, without limitation, You, Bridgepoint, Harney, Hunton and Gray Reed.

RESPONSE: Responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 51 All Documents evidencing and/or related to PDC's payment on behalf of the Partnerships of fees and expenses to any professional, including, without limitation, You, Bridgepoint, Harney, Graves, Hunton and Gray Reed.

RESPONSE: Debtors have no responsive documents in their possession, custody or control.

REQUEST FOR PRODUCTION NO. 52 All Documents relating to, referring to and/or concerning Your affiliation and/or employment by Bridgepoint.

RESPONSE: Debtors object to this Request on the grounds it is vague and ambiguous, and because it does not describe the requested documents with reasonable particularity. Debtors further object to this Request to the extent it seeks documents that are not relevant to the Contested Matters.

REQUEST FOR PRODUCTION NO. 53 All Documents relating to, referring to and/or concerning Your affiliation and/or employment by Harney.

RESPONSE: Debtors object to this Request on the grounds it is vague and ambiguous, and because it does not describe the requested documents with reasonable particularity. Debtors further object to this Request to the extent it seeks documents that are not relevant to the Contested Matters.

REQUEST FOR PRODUCTION NO. 54 All Documents evidencing or referring to the Partnerships' engagement of Gray Reed prior to the Petition Date.

RESPONSE: Responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 55 All billing statements of Gray Reed evidencing services rendered to or for the Partnerships prior to the Petition Date.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the attorney work product doctrine, and/or any other applicable protection, privilege, or immunity. Debtors further object to this Request because it seeks documents that are not relevant to the Contested Matters.

REQUEST FOR PRODUCTION NO. 56 All Communications relating to, referring to and/or concerning the payment of Gray Reed's fees and expenses for services rendered to or for the Partnerships prior to the Petition Date.

RESPONSE: Debtors object to this Request because it seeks documents that are not relevant to the Contested Matters. Subject to the foregoing objection, Debtors will produce communications relating to the payment of Gray Reed's retainer, as discussed more fully in the Debtors' *Application for Order Authorizing the Employment of Gray Reed & McGraw LLP as Counsel to the Debtors Pursuant to Sections 327(a) and 329 of the Bankruptcy Code and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure, Effective as of the Petition Date* [Docket No. 11].

REQUEST FOR PRODUCTION NO. 57 All Documents relating to, referring to and/or concerning the payment of Gray Reed's fees and expenses for services rendered to or for the Partnerships prior to the Petition Date.

RESPONSE: Debtors object to this Request because it seeks documents that are not relevant to the Contested Matters. Subject to the foregoing objection, Debtors will produce documents relating to the payment of Gray Reed's retainer, as discussed more fully in the Debtors' *Application for Order Authorizing the Employment of Gray Reed & McGraw LLP as Counsel to the Debtors Pursuant to Sections 327(a) and 329 of the Bankruptcy Code and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure, Effective as of the Petition Date* [Docket No. 11].

REQUEST FOR PRODUCTION NO. 58 All Communications relating to, referring to and/or concerning the payment of Bridgepoint, Harney and/or Your fees and expenses for services rendered to or for the Partnerships prior to the Petition Date.

RESPONSE: Debtors object to this Request because it seeks documents that are not relevant to the Contested Matters. Subject to the foregoing objection, Debtors will produce communications relating to the payment of Harney's retainer, as discussed more fully in the *Debtors' Application for Order (I) Authorizing the Retention of Harney Management Partners to Provide Responsible Party and Additional Personnel, (II) Designate Karen Nicolaou as Responsible Party Effective as of the Petition Date, and (III) Granting Related Relief* [Docket No. 12].

REQUEST FOR PRODUCTION NO. 59 All Documents relating to, referring to and/or concerning the payment of Bridgepoint, Harney and/or Your fees and expenses for services rendered to or for the Partnerships prior to the Petition Date.

RESPONSE: Debtors object to this Request because it seeks documents that are not relevant to the Contested Matters. Subject to the foregoing objection, Debtors will produce documents relating to the payment of Harney's retainer, as discussed more fully in the *Debtors' Application for Order (I) Authorizing the Retention of Harney Management Partners to Provide Responsible Party and Additional Personnel, (II) Designate Karen Nicolaou as Responsible Party Effective as of the Petition Date, and (III) Granting Related Relief* [Docket No. 12].

REQUEST FOR PRODUCTION NO. 60 All Documents evidencing, relating to and/or referring to the services You rendered to or for the benefit of the Partnerships prior to the Petition Date.

RESPONSE: Debtors object to this Request as duplicative of Request Nos. 41 and 47 and hereby incorporates their objections and responses to same.

REQUEST FOR PRODUCTION NO. 61 All Documents relating to, referring to and/or concerning the plugging of any of the Partnerships' Wells and the associated costs for such plugging at any time in the past.

RESPONSE: Debtors object to this Request because the time period "at any time in the past" is overly broad. Debtors further object to this Request to the extent it seeks documents that are not relevant to the Contested Matters. Subject to the foregoing objection, responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 62 All Communications relating to, referring to and/or concerning the plugging of the Partnerships' Wells at any time in the past.

RESPONSE: Debtors object to this Request because the time period “at any time in the past” is overly broad. Debtors further object to this Request to the extent it seeks documents that are not relevant to the Contested Matters. Subject to the foregoing objection, responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 63 All Documents supporting Your position that the claims and causes of action asserted in the Denver Action are derivative claims owned by the Debtors’ Bankruptcy Estates.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the attorney work product doctrine, mediation privilege and/or any other applicable protection, privilege, or immunity. Subject to the foregoing objection, see the Debtors’ *Motion Pursuant to Section 541(a) of the Bankruptcy Code for Determination that Certain Claims and Causes of Action are Property of the Estate* [Docket No. 137].

REQUEST FOR PRODUCTION NO. 64 All Communications relating to, referring to and/or concerning Your position that the claims and causes of action asserted in the Denver Action are derivative claims owned by the Debtors’ Bankruptcy Estates.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the attorney work product doctrine, and/or any other applicable protection, privilege, or immunity. Subject to the foregoing objection, responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 65 All Documents supporting Your position that the Debtors only own a well bore interest in relation to the Oil & Gas Properties as identified in response to Question 55 of the Debtors’ respective Schedule A/B of their Schedules.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the attorney work product doctrine, mediation privilege and/or any other applicable protection, privilege, or immunity. Subject to the foregoing objection, see the assignments of wellbore only interests from PDC to the Debtors previously produced in connection with the mediation.

REQUEST FOR PRODUCTION NO. 66 All Communications relating to, referring to and/or concerning Your position that the Debtors only own a well bore interest in relation to the Oil & Gas Properties as identified in response to Question 55 of the Debtors’ respective Schedule A/B of their Schedules.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the attorney work product doctrine, mediation privilege and/or any other applicable protection, privilege, or immunity. Subject to the foregoing objection, responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO.67 All Documents which You reviewed in determining that the Debtors’ did not own more than a well bore interest in relation to the Oil & Gas

Properties as identified in response to Question 55 of the Debtors' respective Schedule A/B of their Schedules.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the attorney work product doctrine, mediation privilege and/or any other applicable protection, privilege, or immunity. Subject to the foregoing objection, see the assignments of wellbore only interests from PDC to the Debtors previously produced in connection with the mediation.

REQUEST FOR PRODUCTION NO. 68 All Communications relating to, evidencing and/or supporting the view that the Debtors own more than a well bore interest.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the attorney work product doctrine, mediation privilege and/or any other applicable protection, privilege, or immunity. Subject to the foregoing objection, responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 69 All Documents relating to, evidencing and/or supporting the view that the Debtors own more than a well bore interest.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the attorney work product doctrine, mediation privilege and/or any other applicable protection, privilege, or immunity. Subject to the foregoing objection, responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 70 All Communications from PDC since the Petition Date.

RESPONSE: Responsive documents will be produced.

REQUEST FOR PRODUCTION NO. 71 All Communications from Hunton since the Petition Date.

RESPONSE: Debtors object to this Request because it is overly broad and vague, and because it does not describe the requested documents with reasonable particularity. Debtors further object to this Request to the extent it seeks documents that are not relevant to the Contested Matters. Subject to the foregoing objections, responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 72 All Documents evidencing corporate resolutions of PDC, in its capacity as the Partnerships' Managing General Partner, concerning the plugging of any of the Partnerships' Wells at any time in the past.

RESPONSE: Debtors object to this Request because the time period "at any time in the past" is overly broad. Debtors further object to this Request to the extent it seeks documents that are not relevant to the Contested Matters. Subject to the foregoing objection, responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 73 All Communications relating to, referring to and/or concerning the cost of plugging any of the Partnerships' Wells at any time in the past.

RESPONSE: Debtors object to this Request because the time period "at any time in the past" is overly broad. Debtors further object to this Request to the extent it seeks documents that are not relevant to the Contested Matters. Subject to the foregoing objection, responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 74 All Documents relating to, referring to and/or concerning the cost of plugging any of the Partnerships' Wells at any time in the past.

RESPONSE: Debtors object to this Request because the time period "at any time in the past" is overly broad. Debtors further object to this Request to the extent it seeks documents that are not relevant to the Contested Matters. Subject to the foregoing objection, responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 75 All Communications from Graves relating to, referring to and/or concerning the value of the Partnerships' Oil & Gas Properties.

RESPONSE: Debtors object to this Request to the extent that it seeks documents and communications beyond the scope of permissible expert discovery as provided in Federal Rule of Civil Procedure 26. Debtors further object to this Request to the extent it seeks documents that are not relevant to the Contested Matters. Subject to the foregoing objection, the Debtors will produce responsive, non-privileged documents, relating to Graves' Review and Evaluation of Properties Owned by the Partnership Remaining as of August 1, 2018.

REQUEST FOR PRODUCTION NO. 76 All Communications concerning the Partnerships' financial condition for the period May 1, 2018, through the Petition Date.

RESPONSE: Responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 77 All Documents concerning the Partnerships' financial condition for the period May 1, 2018, through the Petition Date.

RESPONSE: Responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 78 All Communications relating to, referring to and/or concerning Your decision to engage Clearinghouse on behalf of the Debtors.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the attorney work product doctrine, and/or any other applicable protection, privilege, or immunity. Subject to the foregoing objection, responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 79 All Documents relating to, referring to and/or concerning Your decision to engage Clearinghouse on behalf of the Debtors.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the attorney work product doctrine, and/or any other applicable protection, privilege, or immunity. Subject to the foregoing objection, responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 80 All Communications relating to, referring to and/or concerning Your decision to auction the Oil & Gas Properties.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the attorney work product doctrine, and/or any other applicable protection, privilege, or immunity. Subject to the foregoing objection, responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 81 All Documents relating to, referring to and/or concerning Your decision to auction the Oil & Gas Properties.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the attorney work product doctrine, and/or any other applicable protection, privilege, or immunity. Subject to the foregoing objection, responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 82 All Documents relating to and/or concerning Your affiliation with Bridgepoint and/or Harney.

RESPONSE: Debtors object to this Request as duplicative of Request Nos. 52 and 53 and hereby incorporates their objections and responses to same.

REQUEST FOR PRODUCTION NO. 83 All Documents relating to and/or evidencing accounting services rendered on behalf of the Partnerships for the twelve months prior to the Petition Date.

RESPONSE: Debtors object to this Request on the grounds it is vague and ambiguous, and because it does not describe the requested documents with reasonable particularity. Debtors further object to this Request to the extent it seeks documents that are not relevant to the Contested Matters. Subject to the foregoing objections, responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 84 All Communications relating to, referring to and/or concerning the formulation of the Chapter 11 Plan.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the attorney work product doctrine, and/or any other applicable protection, privilege, or immunity. Debtors further object to this Request to the extent it seeks documents that are not relevant to the Contested Matters. Subject to the foregoing objection, responsive, non-privileged documents, if any, will be produced.

Respectfully submitted this 12th day of April, 2019.

GRAY REED & McGRAW LLP

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COUNSEL TO THE DEBTORS

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 12th day of April, 2019, she caused a true and correct copy of the foregoing document to be served on the following parties via electronic mail.

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/s/ Lydia R. Webb
Lydia R. Webb

In re: Rockies Region 2006 Limited Partnership
Case No. 18-33513 (Bankr. N.D. Tex)
Debtors' Privilege Log

Privilege Number	Sent Date	From	To	CC	Description	Privilege Type	Doc Type
PRIV0001	4/24/2018 4:21 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0002	5/8/2018 10:52 AM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou Jason S. Brookner (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0003					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0004	5/8/2018 2:53 PM	Veronica Salazar (Gray, Reed & McGraw LLC)	Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC) Jason S. Brookner (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0005					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0006	5/9/2018 9:50 AM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0007	5/10/2018 2:31 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0008	5/11/2018 7:32 AM	Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0009	6/27/2018 10:32 PM	Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0010					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email

In re: Rockies Region 2006 Limited Partnership
Case No. 18-33513 (Bankr. N.D. Tex)
Debtors' Privilege Log

Privilege Number	Sent Date	From	To	CC	Description	Privilege Type	Doc Type
PRIV0011					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0012	6/28/2018 1:29 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0013					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0014	7/12/2018 12:50 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou; Lydia Webb (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0015	7/12/2018 12:57 PM	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC); Lydia Webb (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0016	7/25/2018 6:13 AM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou; Amber M. Carson (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0017					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0018	7/27/2018 10:01 AM	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0019					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0020	7/27/2018 10:06 AM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email

In re: Rockies Region 2006 Limited Partnership
Case No. 18-33513 (Bankr. N.D. Tex)
Debtors' Privilege Log

Privilege Number	Sent Date	From	To	CC	Description	Privilege Type	Doc Type
PRIV0021	7/27/2018 10:58 AM	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0022	9/17/2018 11:36 AM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0023					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0024	9/17/2018 11:54 AM	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0025	9/17/2018 4:19 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0026	9/21/2018 1:55 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0027					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0028	9/21/2018 2:25 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0029	9/21/2018 2:28 PM	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0030	9/21/2018 3:18 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Philip Jordan	Karen Nicolaou	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email

In re: Rockies Region 2006 Limited Partnership
Case No. 18-33513 (Bankr. N.D. Tex)
Debtors' Privilege Log

Privilege Number	Sent Date	From	To	CC	Description	Privilege Type	Doc Type
PRIV0031					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0032	9/25/2018 2:18 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0033	10/1/2018 3:16 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0034	10/1/2018 4:46 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0035	10/1/2018 5:30 PM	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0036	10/1/2018 5:43 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0037	10/1/2018 5:45 PM	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0038	10/4/2018 8:27 AM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0039	10/4/2018 8:42 AM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0040	10/4/2018 8:44 AM	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email

In re: Rockies Region 2006 Limited Partnership
Case No. 18-33513 (Bankr. N.D. Tex)
Debtors' Privilege Log

Privilege Number	Sent Date	From	To	CC	Description	Privilege Type	Doc Type
PRIV0041	10/4/2018 10:07 AM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0042	10/4/2018 10:21 AM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou James J. Ormiston (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0043	10/4/2018 10:31 AM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou James J. Ormiston (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0044	10/4/2018 11:28 AM	James J. Ormiston (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC) Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0045	10/4/2018 12:32 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0046	10/4/2018 4:59 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0047	10/5/2018 12:09 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0048					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0049	10/5/2018 12:10 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0050					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email

In re: Rockies Region 2006 Limited Partnership
Case No. 18-33513 (Bankr. N.D. Tex)
Debtors' Privilege Log

Privilege Number	Sent Date	From	To	CC	Description	Privilege Type	Doc Type
PRIV0051	10/7/2018 7:42 AM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou James J. Ormiston (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0052					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0053	10/7/2018 10:44 AM	Karen Nicolaou	James J. Ormiston (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0054					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0055	10/8/2018 3:52 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou James J. Ormiston (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0056	10/8/2018 4:00 PM	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC) James J. Ormiston (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0057	10/9/2018 11:35 AM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC) Clark Patterson (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0058	10/10/2018 10:24 AM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou James J. Ormiston (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0059					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0060	10/11/2018 8:35 AM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email

In re: Rockies Region 2006 Limited Partnership
Case No. 18-33513 (Bankr. N.D. Tex)
Debtors' Privilege Log

Privilege Number	Sent Date	From	To	CC	Description	Privilege Type	Doc Type
PRIV0061	10/11/2018 11:35 AM	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0062					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0063	10/11/2018 11:48 AM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0064	10/12/2018 3:05 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0065					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0066					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0067					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0068	10/14/2018 8:11 PM	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0069					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0070	10/14/2018 8:34 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email

In re: Rockies Region 2006 Limited Partnership
Case No. 18-33513 (Bankr. N.D. Tex)
Debtors' Privilege Log

Privilege Number	Sent Date	From	To	CC	Description	Privilege Type	Doc Type
PRIV0071	10/15/2018 9:39 AM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC) Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0072	10/15/2018 9:42 AM	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC); Lydia Webb (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0073	10/15/2018 9:57 AM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0074	10/15/2018 10:10 AM	Lydia Webb (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC) Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0075	10/16/2018 1:58 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0076	10/16/2018 2:24 PM	Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0077	10/16/2018 2:26 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0078	10/16/2018 3:17 PM	Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0079	10/16/2018 3:38 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0080	10/16/2018 5:00 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email

In re: Rockies Region 2006 Limited Partnership
Case No. 18-33513 (Bankr. N.D. Tex)
Debtors' Privilege Log

Privilege Number	Sent Date	From	To	CC	Description	Privilege Type	Doc Type
PRIV0081	10/17/2018 7:53 AM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0082					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0083					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0084					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0085					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0086	10/17/2018 8:05 AM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0087	10/17/2018 8:20 AM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0088	10/17/2018 8:23 AM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0089	10/17/2018 8:52 AM	Lydia Webb (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0090	10/19/2018 4:44 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email

In re: Rockies Region 2006 Limited Partnership
Case No. 18-33513 (Bankr. N.D. Tex)
Debtors' Privilege Log

Privilege Number	Sent Date	From	To	CC	Description	Privilege Type	Doc Type
PRIV0091					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0092					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0093					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0094					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0095					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0096					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0097					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0098	10/22/2018 10:23 AM	Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0099	10/22/2018 11:36 AM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0100	10/22/2018 11:55 AM	Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email

In re: Rockies Region 2006 Limited Partnership
Case No. 18-33513 (Bankr. N.D. Tex)
Debtors' Privilege Log

Privilege Number	Sent Date	From	To	CC	Description	Privilege Type	Doc Type
PRIV0101	10/22/2018 12:30 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0102	10/22/2018 2:21 PM	Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0103	10/22/2018 6:10 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0104					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0105					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0106					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0107					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0108	10/24/2018 4:52 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0109					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0110	10/26/2018 4:08 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC) Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email

In re: Rockies Region 2006 Limited Partnership
Case No. 18-33513 (Bankr. N.D. Tex)
Debtors' Privilege Log

Privilege Number	Sent Date	From	To	CC	Description	Privilege Type	Doc Type
PRIV0111	10/26/2018 4:20 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC) Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0112	10/26/2018 5:27 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0113					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0114	10/28/2018 3:21 PM	Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0115	10/28/2018 3:22 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0116	10/30/2018 7:59 AM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0117	10/30/2018 8:18 AM	Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0118	10/30/2018 3:49 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC) Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0119	10/30/2018 3:51 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC) Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0120	10/30/2018 3:52 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC) Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email

In re: Rockies Region 2006 Limited Partnership
Case No. 18-33513 (Bankr. N.D. Tex)
Debtors' Privilege Log

Privilege Number	Sent Date	From	To	CC	Description	Privilege Type	Doc Type
PRIV0121	10/31/2018 3:58 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0122	10/31/2018 4:16 PM	Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0123	10/31/2018 4:19 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0124	11/6/2018 4:53 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0125					Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0126	11/7/2018 1:58 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0127					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0128					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0129	11/13/2018 8:46 PM	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC) Lydia Webb (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0130					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email

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Privilege Number	Sent Date	From	To	CC	Description	Privilege Type	Doc Type
PRIV0131					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0132	11/13/2018 9:23 PM	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC) Lydia Webb (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0133	11/13/2018 10:19 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC) Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0134	11/13/2018 10:24 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0135	11/13/2018 10:27 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0136	11/13/2018 10:28 PM	Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC) Jason S. Brookner (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0137	11/13/2018 10:29 PM	Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC) Jason S. Brookner (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0138	11/13/2018 10:31 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0139	11/14/2018 8:19 AM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0140	11/14/2018 8:22 AM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Lydia Webb Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email

In re: Rockies Region 2006 Limited Partnership
Case No. 18-33513 (Bankr. N.D. Tex)
Debtors' Privilege Log

Privilege Number	Sent Date	From	To	CC	Description	Privilege Type	Doc Type
PRIV0141	11/14/2018 8:38 AM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0142	11/14/2018 10:21 AM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC) Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0143	11/14/2018 12:05 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou Jason S. Brookner (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0144					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0145	11/14/2018 5:40 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0146					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0147					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0148					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0149	11/19/2018 9:36 AM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC) Amber M. Carson (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0150	11/21/2018 10:55 AM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email

In re: Rockies Region 2006 Limited Partnership
Case No. 18-33513 (Bankr. N.D. Tex)
Debtors' Privilege Log

Privilege Number	Sent Date	From	To	CC	Description	Privilege Type	Doc Type
PRIV0151	11/21/2018 11:13 AM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0152	11/21/2018 11:17 AM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou Jason S. Brookner (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0153	11/21/2018 11:19 AM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC) Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0154	11/21/2018 11:23 AM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou Jason S. Brookner (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0155	11/21/2018 12:05 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC) Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0156	11/21/2018 12:08 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou Jason S. Brookner (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0157	11/21/2018 12:09 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC) Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0158	11/21/2018 12:24 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC) Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0159	11/21/2018 12:47 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC) Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0160	11/21/2018 12:48 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email

In re: Rockies Region 2006 Limited Partnership
Case No. 18-33513 (Bankr. N.D. Tex)
Debtors' Privilege Log

Privilege Number	Sent Date	From	To	CC	Description	Privilege Type	Doc Type
PRIV0161	11/21/2018 12:50 PM	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC) Lydia Webb (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0162	11/21/2018 12:51 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC) Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0163	11/21/2018 1:03 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0164	11/23/2018 4:05 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC) Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0165	11/26/2018 1:37 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0166	11/26/2018 4:36 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou Lydia Webb (Gray, Reed & McGraw LLC) James J. Ormiston (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0167	11/26/2018 4:37 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou Lydia Webb (Gray, Reed & McGraw LLC) James J. Ormiston (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0168	12/3/2018 2:56 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0169					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email

In re: Rockies Region 2006 Limited Partnership
Case No. 18-33513 (Bankr. N.D. Tex)
Debtors' Privilege Log

Privilege Number	Sent Date	From	To	CC	Description	Privilege Type	Doc Type
PRIV0170	12/4/2018 9:25 AM	Lydia Webb (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou James J. Ormiston (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0171					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0172	12/4/2018 9:26 AM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou James J. Ormiston (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0173	12/4/2018 3:58 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0174					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0175	12/4/2018 4:11 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0176	12/5/2018 3:50 PM	Veronica Salazar (Gray, Reed & McGraw LLC)	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC) Lydia Webb (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0177	12/5/2018 12:00 AM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0178	12/6/2018 4:36 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0179	12/10/2018 11:01 AM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email

In re: Rockies Region 2006 Limited Partnership
Case No. 18-33513 (Bankr. N.D. Tex)
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Privilege Number	Sent Date	From	To	CC	Description	Privilege Type	Doc Type
PRIV0180	12/10/2018 1:46 PM	Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0181	12/11/2018 11:56 AM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0182	12/12/2018 8:02 AM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0183					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0184	12/12/2018 10:40 AM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0185					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0186	12/19/2018 1:23 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou Jason S. Brookner (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0187	12/26/2018 3:34 PM	Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0188					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0189	12/31/2018 9:04 AM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC) Karen Nicolaou	James J. Ormiston (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email

In re: Rockies Region 2006 Limited Partnership
Case No. 18-33513 (Bankr. N.D. Tex)
Debtors' Privilege Log

Privilege Number	Sent Date	From	To	CC	Description	Privilege Type	Doc Type
PRIV0190	1/4/2019 11:39 AM	Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0191	1/4/2019 11:47 AM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0192	1/7/2019 4:04 PM	Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0193					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0194	1/8/2019 10:55 AM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0195	1/10/2019 1:48 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0196	1/10/2019 1:55 PM	Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0197	1/10/2019 1:56 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0198	1/15/2019 11:58 AM	Lydia Webb (Gray, Reed & McGraw LLC)	James J. Ormiston (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC) Karen Nicolaou	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0199					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email

In re: Rockies Region 2006 Limited Partnership
Case No. 18-33513 (Bankr. N.D. Tex)
Debtors' Privilege Log

Privilege Number	Sent Date	From	To	CC	Description	Privilege Type	Doc Type
PRIV0200	1/15/2019 1:14 PM	James J. Ormiston (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC) Karen Nicolaou	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0201	1/21/2019 2:50 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0202	1/22/2019 10:23 AM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0203	1/22/2019 10:24 AM	Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0204	1/22/2019 2:43 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	James J. Ormiston (Gray, Reed & McGraw LLC) Lydia Webb (Gray, Reed & McGraw LLC) Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0205	1/22/2019 2:55 PM	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0206	1/22/2019 3:12 PM	James J. Ormiston (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC) Jason S. Brookner (Gray, Reed & McGraw LLC) Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0207	1/23/2019 7:07 PM	Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0208	1/23/2019 7:36 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email

In re: Rockies Region 2006 Limited Partnership
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Privilege Number	Sent Date	From	To	CC	Description	Privilege Type	Doc Type
PRIV0209	1/24/2019 2:14 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	James J. Ormiston (Gray, Reed & McGraw LLC) Lydia Webb (Gray, Reed & McGraw LLC) Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0210	1/24/2019 2:39 PM	James J. Ormiston (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC) Jason S. Brookner (Gray, Reed & McGraw LLC) Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0211	1/25/2019 9:32 AM	Jason S. Brookner (Gray, Reed & McGraw LLC)	James J. Ormiston (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC) Karen Nicolaou	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0212	2/2/2019 5:25 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC) James J. Ormiston (Gray, Reed & McGraw LLC)	Karen Nicolaou	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0213	2/2/2019 5:31 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC)	James J. Ormiston (Gray, Reed & McGraw LLC) Karen Nicolaou	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0214	2/2/2019 6:15 PM	Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC) Jason S. Brookner (Gray, Reed & McGraw LLC)	James J. Ormiston (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0215	2/3/2019 8:59 AM	James J. Ormiston (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC) Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0216	2/3/2019 2:03 PM	Lydia Webb (Gray, Reed & McGraw LLC)	James J. Ormiston (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC) Karen Nicolaou	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0217					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Mediation Privilege; Work Product	Attachment to an email

In re: Rockies Region 2006 Limited Partnership
Case No. 18-33513 (Bankr. N.D. Tex)
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Privilege Number	Sent Date	From	To	CC	Description	Privilege Type	Doc Type
PRIV0218					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Production; Mediation Privilege	Attachment to an email
PRIV0219	2/19/2019 1:55 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC) James J. Ormiston (Gray, Reed & McGraw LLC) Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0220	2/19/2019 2:52 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC) James J. Ormiston (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0221					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0222	2/19/2019 4:18 PM	James J. Ormiston (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC) Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0223	2/19/2019 4:25 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	James J. Ormiston (Gray, Reed & McGraw LLC) Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0224	2/19/2019 4:26 PM	James J. Ormiston (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC) Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0225	2/19/2019 5:53 PM	James J. Ormiston (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC) Jason S. Brookner (Gray, Reed & McGraw LLC) Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0226	2/20/2019 7:59 AM	Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC) Jason S. Brookner (Gray, Reed & McGraw LLC) James J. Ormiston (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email

In re: Rockies Region 2006 Limited Partnership
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Privilege Number	Sent Date	From	To	CC	Description	Privilege Type	Doc Type
PRIV0227					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Production; Mediation Privilege	Attachment to an email
PRIV0228	2/21/2019 12:42 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC) James J. Ormiston (Gray, Reed & McGraw LLC) Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0229	2/21/2019 12:45 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC)	James J. Ormiston (Gray, Reed & McGraw LLC) Karen Nicolaou	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0230	2/25/2019 11:21 AM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC) James J. Ormiston (Gray, Reed & McGraw LLC) Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0231	2/25/2019 11:38 AM	James J. Ormiston (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC) Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0232	2/25/2019 11:42 AM	Jason S. Brookner (Gray, Reed & McGraw LLC)	James J. Ormiston (Gray, Reed & McGraw LLC) Lydia Webb (Gray, Reed & McGraw LLC) Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0233	2/27/2019 10:11 PM	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC) Lydia Webb (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0234					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0235	2/28/2019 5:41 AM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou Lydia Webb (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email

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Privilege Number	Sent Date	From	To	CC	Description	Privilege Type	Doc Type
PRIV0236	3/7/2019 5:58 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	James J. Ormiston (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC) Karen Nicolaou	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0237	3/12/2019 1:56 PM	James J. Ormiston (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC) Lydia Webb (Gray, Reed & McGraw LLC) John Graves (Graves Consulting) Allen Barron (Graves Consulting) Kent Lina (Graves Consulting) Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0238	3/12/2019 2:09 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC) James J. Ormiston (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0239					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0240	3/12/2019 5:02 PM	James J. Ormiston (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC) Lydia Webb (Gray, Reed & McGraw LLC) John Graves (Graves Consulting) Allen Barron (Graves Consulting) Kent Lina (Graves Consulting) Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0241					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0242					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0243	3/13/2019 11:52 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC) James J. Ormiston (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email

In re: Rockies Region 2006 Limited Partnership
Case No. 18-33513 (Bankr. N.D. Tex)
Debtors' Privilege Log

Privilege Number	Sent Date	From	To	CC	Description	Privilege Type	Doc Type
PRIV0244					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0245	3/14/2019 8:22 AM	Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC) James J. Ormiston (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0246	3/14/2019 8:51 AM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC) James J. Ormiston (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0247	3/14/2019 9:15 AM	Karen Nicolaou	James J. Ormiston (Gray, Reed & McGraw LLC) Jason S. Brookner (Gray, Reed & McGraw LLC) Lydia Webb (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0248	3/14/2019 9:17 AM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC) James J. Ormiston (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0249	3/14/2019 9:21 AM	James J. Ormiston (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC) Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0250	3/14/2019 9:25 AM	James J. Ormiston (Gray, Reed & McGraw LLC)	Karen Nicolaou Jason S. Brookner (Gray, Reed & McGraw LLC) Lydia Webb (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0251	3/14/2019 10:03 AM	James J. Ormiston (Gray, Reed & McGraw LLC)	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC) Lydia Webb (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0252	3/14/2019 10:13 AM	Karen Nicolaou	James J. Ormiston (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC) Lydia Webb (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email

In re: Rockies Region 2006 Limited Partnership
Case No. 18-33513 (Bankr. N.D. Tex)
Debtors' Privilege Log

Privilege Number	Sent Date	From	To	CC	Description	Privilege Type	Doc Type
PRIV0253	3/14/2019 10:16 AM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou	James J. Ormiston (Gray, Reed & McGraw LLC) Lydia Webb (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0254	3/14/2019 10:31 AM	James J. Ormiston (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC) Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0255	3/14/2019 10:39 AM	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC) James J. Ormiston (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0256	3/14/2019 10:54 AM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou	James J. Ormiston (Gray, Reed & McGraw LLC) Lydia Webb (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0257	3/14/2019 11:01 AM	James J. Ormiston (Gray, Reed & McGraw LLC)	Karen Nicolaou Jason S. Brookner (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0258	3/14/2019 11:10 AM	Jason S. Brookner (Gray, Reed & McGraw LLC)	James J. Ormiston (Gray, Reed & McGraw LLC)	Karen Nicolaou Lydia Webb (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0259	3/14/2019 11:20 AM	Lydia Webb (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC) James J. Ormiston (Gray, Reed & McGraw LLC)	Karen Nicolaou	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0260	3/14/2019 11:37 AM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC)	James J. Ormiston (Gray, Reed & McGraw LLC) Karen Nicolaou	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0261	3/15/2019 3:31 PM	James J. Ormiston (Gray, Reed & McGraw LLC)	Karen Nicolaou Jason S. Brookner (Gray, Reed & McGraw LLC) Lydia Webb (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0262					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email

In re: Rockies Region 2006 Limited Partnership
Case No. 18-33513 (Bankr. N.D. Tex)
Debtors' Privilege Log

Privilege Number	Sent Date	From	To	CC	Description	Privilege Type	Doc Type
PRIV0263	3/15/2019 5:03 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC)	James J. Ormiston (Gray, Reed & McGraw LLC) Karen Nicolaou	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0264	3/15/2019 5:53 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC)	James J. Ormiston (Gray, Reed & McGraw LLC) Karen Nicolaou	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0265					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0266	3/18/2019 11:39 AM	Lydia Webb (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC) James J. Ormiston (Gray, Reed & McGraw LLC) Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0267	3/19/2019 11:55 AM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou James J. Ormiston (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0268	3/19/2019 11:59 AM	Lydia Webb (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC) Karen Nicolaou James J. Ormiston (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0269	3/19/2019 12:25 PM	Karen Nicolaou	Jason S. Brookner (Gray, Reed & McGraw LLC) James J. Ormiston (Gray, Reed & McGraw LLC) Lydia Webb (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0270	3/19/2019 1:26 PM	James J. Ormiston (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC) Jason S. Brookner (Gray, Reed & McGraw LLC) Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0271	3/19/2019 1:30 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	James J. Ormiston (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC) Karen Nicolaou	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email

In re: Rockies Region 2006 Limited Partnership
Case No. 18-33513 (Bankr. N.D. Tex)
Debtors' Privilege Log

Privilege Number	Sent Date	From	To	CC	Description	Privilege Type	Doc Type
PRIV0272	3/19/2019 1:40 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC) James J. Ormiston (Gray, Reed & McGraw LLC)	Karen Nicolaou	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0273	3/19/2019 1:43 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC) James J. Ormiston (Gray, Reed & McGraw LLC)	Karen Nicolaou	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0274	3/19/2019 1:44 PM	Lydia Webb (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC) James J. Ormiston (Gray, Reed & McGraw LLC)	Karen Nicolaou	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0275	3/19/2019 1:46 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC) James J. Ormiston (Gray, Reed & McGraw LLC)	Karen Nicolaou	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0276	3/19/2019 1:59 PM	James J. Ormiston (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC) Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0277	3/19/2019 2:00 PM	Lydia Webb (Gray, Reed & McGraw LLC)	James J. Ormiston (Gray, Reed & McGraw LLC) Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0278	3/19/2019 2:05 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	James J. Ormiston (Gray, Reed & McGraw LLC) Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0279	3/19/2019 2:24 PM	Karen Nicolaou	James J. Ormiston (Gray, Reed & McGraw LLC) Jason S. Brookner (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0280	3/19/2019 2:27 PM	Karen Nicolaou	James J. Ormiston (Gray, Reed & McGraw LLC) Lydia Webb Jason S. Brookner (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0281	3/19/2019 2:27 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Karen Nicolaou James J. Ormiston (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email

In re: Rockies Region 2006 Limited Partnership
Case No. 18-33513 (Bankr. N.D. Tex)
Debtors' Privilege Log

Privilege Number	Sent Date	From	To	CC	Description	Privilege Type	Doc Type
PRIV0282	3/19/2019 2:29 PM	Karen Nicolaou	James J. Ormiston (Gray, Reed & McGraw LLC) Jason S. Brookner (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC)	Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0283	3/22/2019 9:53 AM	Lydia Webb (Gray, Reed & McGraw LLC)	Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0284					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0285	3/22/2019 6:35 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC) Karen Nicolaou James J. Ormiston (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0286					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0287	3/22/2019 6:49 PM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC) Karen Nicolaou James J. Ormiston (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0288	3/23/2019 12:53 PM	James J. Ormiston (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC) Lydia Webb (Gray, Reed & McGraw LLC) Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0289					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0290					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Production; Mediation Privilege	Attachment to an email

In re: Rockies Region 2006 Limited Partnership
Case No. 18-33513 (Bankr. N.D. Tex)
Debtors' Privilege Log

Privilege Number	Sent Date	From	To	CC	Description	Privilege Type	Doc Type
PRIV0291					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Production; Mediation Privilege	Attachment to an email
PRIV0292					Document prepared by or at the direction of counsel related to legal services provided	Attorney-Client; Work Product	Attachment to an email
PRIV0293	3/24/2019 11:20 PM	Karen Nicolaou	Lydia Webb (Gray, Reed & McGraw LLC)		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0294	3/26/2019 9:53 AM	Lydia Webb (Gray, Reed & McGraw LLC)	Jason S. Brookner (Gray, Reed & McGraw LLC) James J. Ormiston (Gray, Reed & McGraw LLC) Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email
PRIV0295	3/26/2019 9:55 AM	Jason S. Brookner (Gray, Reed & McGraw LLC)	Lydia Webb (Gray, Reed & McGraw LLC) James J. Ormiston (Gray, Reed & McGraw LLC) Karen Nicolaou		Email prepared by or at the direction of counsel in relation to legal services provided	Attorney-Client; Work Product	Email

Mark A. Weisbart
Texas Bar No. 21102650
James S. Brouner
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COUNSEL FOR THE DUFRESNE FAMILY TRUST,
THE SCHULEIN FAMILY TRUST, THE MICHAEL A. GAFFEY
AND JOANNE M. GAFFEY LIVING TRUST, MARCH 2000, AND
THE GLICKMAN FAMILY TRUST DATED AUGUST 29, 1994
THE WILLIAM J. AND JUDITH A. McDONALD LIVING
TRUST DATED APRIL 16, 1991

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:

ROCKIES REGION 2006 LIMITED PARTNERSHIP
and ROCKIES REGION 2007 LIMITED
PARTNERSHIP

DEBTORS

CASE No. 18-33513
CHAPTER 11

(Jointly Administered)

**SECON REQUEST FOR PRODUCTION OF DOCUMENTS UNDER
FED.R.CIV.P. 34, MADE APPLICABLE BY FED.R.BANKR.P. 7034 AND 9014**

TO: Karen Nicolaou, by and through counsel of the Debtors, Jason S. Brookner and Lydia R. Webb, Gray Reed & McGraw LLP, 1601 Elm Street, Suite 700 Dallas, Texas 75201.

PLEASE TAKE NOTICE that pursuant to Fed.R.Civ.P. 34, made applicable by Fed.R.Bankr.P. 7034 and 9014, Robert R. Dufresne, as Trustee of the Dufresne Family Trust; Michael A. Gaffey, as Trustee of the Michael A. Gaffey and JoAnne M. Gaffey Living Trust dated March 2000; Ronald Glickman, as Trustee of the Glickman Family Trust established August 29, 1994; Jeffrey R. Schulein, as Trustee of the Schulein Family Trust established March 29, 1989; and William J. McDonald as Trustee of the William J. McDonald and Judith A. McDonald Living Trust dated April 16, 1991 (collectively, "Movants") through their attorneys, hereby requests that

Karen Nicolaou, individually and in her capacity as the purported "Responsible Party" for and on behalf of Rockies Region 2006 Limited Partnership and Rockies Region 2007 Limited Partnership, produce documents described below within thirty (30) days from the date hereof at the Law Office of Mark A. Weisbart, 12770 Coit Rd., Suite 541, Dallas, Texas 75251. This document request is subject to the Instructions and Definitions provided below.

DATED: April 10, 2019.

Respectfully Submitted,



Mark A. Weisbart
Texas Bar No. 21102650
James S. Brouner
Texas Bar No. 03087285
THE LAW OFFICE OF MARK A. WEISBART
12770 Coit Road, Suite 541
Dallas, Texas 75251
Phone: (972) 628-4903
Email: mark@weisbartlaw.net
Email: jbrouner@weisbartlaw.net

COUNSEL FOR THE DUFRESNE FAMILY TRUST,
THE SCHULEIN FAMILY TRUST, THE MICHAEL A. GAFFEY
AND JOANNE M. GAFFEY LIVING TRUST, MARCH 2000, AND
THE GLICKMAN FAMILY TRUST DATED AUGUST 29, 1994

CERTIFICATE OF SERVICE

The undersigned hereby certifies that the foregoing document was served to the parties in the manner as set forth below on the 10th day of April 2019.

Jason S. Brookner
GRAY REED & MCGRAW LLP
1601 Elm Street, Suite 4600
Dallas, TX 75201

Hand-Delivered and Email

Robin Russell
HUNTON ANDREWS KURTH
600 Travis, Suite 4200
Houston, TX 77002

First Class Mail-Postage Prepaid and Email



Mark A. Weisbart

DOCUMENT REQUESTS

I. INSTRUCTIONS

1. Pursuant to Federal Rule of Civil Procedure 34, made applicable hereto by Fed.R.Bankr.P. 7034 and 9016, Karen Nicolaou is instructed to produce any and all documents requested in Part III below which are in her possession, custody, or control on or before May 10, 2019, at 5:00 p.m. prevailing Central Time at the Law Office of Mark A. Weisbart. Possession, custody, or control includes constructive possession whereby You have a right to compel the production of a document from a third party (including an agent, attorney, accountant, bookkeeper, authority, relative, or representative). These instructions apply to this request.

2. If you object to any of the following Document Requests below, you must state the legal and factual basis for each objection. If you object to only a portion of a Document Request, you must identify the specific portion of the Document Request to which you object and must respond fully to the remainder of the Document Request.

3. All documents produced in response to these document requests shall be produced in accordance with these Instructions utilizing the Definitions below.

4. Each Document Request shall operate and be responded to independently and, unless otherwise indicated, no Document Request limits the scope of any other Document Request.

5. These Document Requests are continuing in nature and require further and supplemental production if you become aware of, acquire or locate any further information or Documents responsive to these Document Requests following the time of initial production to the fullest extent required by the Federal Rules of Civil Procedure and the Federal Rules of Bankruptcy Procedure.

6. All words, terms and phrases not specifically defined in the Definitions or specific Document Requests are to be given their normal and customary meaning in the context in which they are used herein.

7. In the event that you seek to withhold any document, thing, or information on the basis that it is purportedly privileged or entitled to some other limitation of discovery, you shall supply a numerical list of the documents and things for which a privilege or other limitation of discovery is claimed, indicating:

- (i) the name of each author, writer, sender, or initiator of such document or thing, if any;
- (ii) the name of each recipient, addressee, or party to whom such document or thing was intended, if any;
- (iii) the date of such document or thing, if any, or an estimate thereof and so indicated as an estimate if no date appears on said document;

- (iv) the general subject matter as described in the document; and
- (v) the claimed grounds for privilege or other limitation of discovery.

8. With respect to any communications and documents maintained or stored electronically, produce such communications and documents in a manner that maintains the integrity and readability of all data, including all metadata. Such documents are to be produced in native electronic format with all relevant metadata intact and in the appropriate and useable manner to be agreed upon by the parties. Encrypted or password protected documents should be produced in a form permitting them to be reviewed.

9. Any electronic communications and documents produced for inspection should be produced in the manner in which they are stored (e.g., if maintained by custodian, such as email residing on an email server, organize documents for production by custodian). If responsive documents reside on databases or similar systems, produce the relevant database in a useable form or extract the relevant information in a useable format. At the time of the production, You should provide a written list setting forth in detail each specific source and location searched. The list must also identify, by name and position, all persons conducting the search and their areas of search responsibility. You should also provide a list describing the specific source for each produced item as well as for each item withheld on a ground of privilege, using unique identifying numbers to specify documents or ranges. All materials produced in discovery, including those in native format, shall bear unique identifying control numbers. To the maximum extent feasible, all party files and records should be retained and produced in their original form and sequence including any hardcopy or electronic file folders, and the originals should remain available for inspection by any counsel on reasonable notice.

10. Documents maintained or stored in paper, hard-copy form can be produced as either searchable PDF (i.e., portable document format files with embedded text) in a useable manner, or as photocopies of the hard-copy documents. Such paper documents should be produced in the same form and manner in which they are maintained, organized, and labeled, such that titles, file folders, binders, indices, or other organizational names for a given set of documents are to be left intact and provided.

11. Each Document Request shall be deemed to include requests for any and all transmittal sheets, cover letters, enclosures, or any other annexes or attachments to the documents.

12. If, in responding to these requests, You claim any ambiguity in a request for production of documents, or in a definition or instruction applicable thereto, such claim shall not be utilized as a basis for refusing to respond, but You shall set forth as part of Your response the language deemed to be ambiguous and the interpretation used to respond to the request for production. To the extent you believe that any request is ambiguous, we request that you contact the above counsel to resolve the ambiguity.

13. Unless otherwise specified herein, the relevant time period of these requests is from **December 20, 2017, to the present.**

14. The Document Requests below **do not** include any Document or Communication previously produced by You in response to Movants' request for production served on March 12, 2019.

II. DEFINITIONS

Unless otherwise indicated, the following terms shall have the meanings provided:

1. ***"Arising out of," "relating to," or "evidencing"*** refers to any act, work, meeting, oral or written communication, or document, referring, directly or indirectly, in any way to the described facts, or embodying, mentioning, concerning, referring to, connected with, commenting on, responding to, showing, describing, analyzing, or reflecting, directly or indirectly, such facts.
2. ***"Bank Accounts"*** means the bank accounts identified by the Debtors in their respective Schedules as accounts xxxx 5120 and xxxx 5138 with Texas Capital Bank.
3. ***"Bankruptcy Code"*** means title 11 of the United States Code.
4. ***"Bankruptcy Estate(s)"*** means the estate(s) created pursuant to Section 541(a) of the Bankruptcy Code upon commencement of the Chapter 11 Cases.
5. ***"Bankruptcy Rules"*** means the Federal Rules of Bankruptcy Procedure.
6. ***"Bridgepoint"*** means Bridgepoint Consulting LLC and its officers, members, managers, partners, representatives, employees, agents, attorneys, and all natural Persons acting or purporting to act on their behalf, whether authorized to do so or not.
7. ***"Bridgepoint Agreement"*** means the document identified as "Engagement Letter" and containing the terms of Bridgepoint's engagement by PDC on behalf of the Partnerships attached as Exhibit A to the *Debtors' Application for Order (I) Authorizing the Retention of Harney Management Partners to Provide Responsible Party and Additional Personnel, (II) Designating Karen Nicolaou as Responsible Party Effective as of the Petition Date, and (III) Granting Related Relief* [Doc. No. 12] filed in the Chapter 11 Cases on October 30, 2018.
8. ***"Chapter 11 Cases"*** means the cases under chapter 11 of title 11 of the U.S. Code commenced by the Debtors upon the filing of a petition under Section 301 of the Bankruptcy Code on the Petition Date that are being jointly administered.
9. ***"Chapter 11 Plan"*** means the *Debtors' Joint Chapter 11 Plan* [Doc. No. 57], as amended, filed in the Chapter 11 Cases on November 21, 2018.
10. ***"Clearinghouse"*** means Oil & Gas Asset Clearinghouse, LLC and its officers, members, managers, partners, representatives, employees, agents, attorneys, and all natural Persons acting or purporting to act on their behalf, whether authorized to do so or not.
11. ***"Communication(s)"*** means any Documents that record or represent a communication.

12. **“Debtor(s)”** refers to RR 2006 and RR 2007 in their respective capacity as a debtor-in-possession under the Bankruptcy Code.

13. **“Debtors’ Objection”** means Debtors’ Objection to Motion for Dismissal of Chapter 11 Case [Doc. 141] filed on April 5, 2019 in Case No. 18-33513.

14. **“Denver Action”** or **“Colorado Action”** means that certain civil action styled *Dufresne et al. v. PDC Energy, Inc., et al.*, Case No. 1:17-cv-03079-RBJ, pending in the United States District Court for the District of Colorado.

15. **“Document”** and **“Documents”** as used in these Document Requests shall be given the broadest meanings possibly and shall include, without limitation, the following:

- (a) all non-identical pieces of written, printed, or electronic matter that provide information, including, without limitation, emails, text messages, chats, instant messages, facsimiles, websites, social media entries, databases, calendar entries, spreadsheets, notes, jottings, diaries, communications, and all drafts, alterations, modifications, changes, and amendments of any of the foregoing; and
- (b) graphic or aural records or representations of any kind, including, without limitation, photographs, charts, graphs, microfiches, microfilm, videotape, recordings, motion pictures, voice mails, video files, tapes, cassettes, disks, recordings, and all transcriptions, in whole or in part, of any of the foregoing. A draft or non-identical copy is a separate document within the meaning of this term. A document with handwritten notes, markings, comments, “blind” copy notes, editing marks, facsimile transmission “legends” or “slugs,” etc. shall not be deemed identical to one without such modifications, additions or deletions. Each document shall be produced in its entirety, without abbreviation or expurgation, including all attachments or other matter affixed thereto.

16. **“Engagement Letter”** means that certain engagement letter entered between Bridgepoint Consulting and PDC attached as Exhibit A to Debtors’ Application for Order (I) Authorizing the Retention of Harney Management Partners to Provide Responsible Party and Additional Personnel, (II) Designating Karen Nicolaou as Responsible Party Effective as of the Petition Date, and (III) Granting Related Relief [Doc 12] filed in the Chapter 11 Cases on October 30, 2018.

17. **“Financial Records”** means any document or file containing information relating to, without limitation, itemized records for income and expenses and the names of the transferees /transferors and all applicable bank statements, any use of funds, borrowing of funds, transfer of funds, application for credit, financial accounting, bank statement, financial statement, invoices, insurance, or any document relating to finances, accounting, or financial transactions. Financial records include accounting records as well as backup for those records.

18. ***Gray Reed***” means Gray Reed McGraw LLP and its officers, partners, representatives, employees, agents, attorneys, and all natural Persons acting or purporting to act on their behalf, whether authorized to do so or not.

19. ***Graves***” means Graves & Co. Consulting LLC and its officers, members, managers, representatives, employees, agents, attorneys, and all natural Persons acting or purporting to act on their behalf, whether authorized to do so or not.

20. ***Harney***” means Red Owl Interests LLC d/b/a Harney Management Partners its officers, members, managers, partners, representatives, employees, agents, attorneys, and all Persons acting or purporting to act on their behalf, whether authorized to do so or not.

21. ***Hunton***” means Hunton Andrews Kurth, LLP, and its officers, partners, representatives, employees, agents, attorneys, and all natural Persons acting or purporting to act on their behalf, whether authorized to do so or not.

22. ***Oil & Gas Properties***” means the “Properties” identified by the Debtors in their *Emergency Application for Order Pursuant to Sections 327(A) and 328(A) of the Bankruptcy Code and Bankruptcy Rule 2014 Authorizing the Employment of Oil & Gas Asset Clearinghouse, LLC as Auctioneer for the Debtors* [Doc. No. 45] filed in the Chapter 11 Cases.

23. ***Partnerships***” means RR 2006 and RR 2007, collectively, other than in their respective capacity as Debtors.

24. ***Partnerships’ Wells***” means those oil and gas wells drilled for the benefit of the Partnerships.

25. ***PDC***” means PDC Energy, Inc. f/k/a Petroleum Development Corporation and its officers, directors, representatives, employees, agents, attorneys, and all natural Persons acting or purporting to act on their behalf, whether authorized to do so or not.

26. ***Person(s)***” means any natural person, corporation, firm, association, partnership, joint venture, proprietorship, governmental body, or any other organization, business, or legal entity, and all predecessors or successors-in-interest.

27. ***Petition Date***” means October 30, 2018.

28. ***Possession, custody, or control***” of any item means that the person either has physical possession of the item or has a right to possession that is equal or superior to the person who has physical possession of the item. Each of the requests contained herein are directed to documents in your possession, custody or control.

29. ***Referring to,*** “***referencing,***” “***pertaining to,***” or “***concerning***” (or any variation thereof), as used herein, shall mean comprising, addressing, referring to (whether by name or not, whether directly or indirectly), discussing, describing, reflecting, supplementing, supporting, negating, amending, analyzing, studying, reporting on, commenting on, evidencing, constituting,

setting forth, considering, recommending, concerning, mentioning, applying to, containing, reproducing, paraphrasing, or in any way factually, legally, or logically connected to the matter inquired thereof.

30. **"RR 2006"** means Rockies Region 2006 Limited Partnership.
31. **"RR 2006 Limited Partners"** means the limited partners of RR 2006 other than PDC.
32. **"RR 2006 PA"** means the Limited Partnership Agreement of Rockies Region 2006 Limited Partnership.
33. **"RR 2007"** means Rockies Region 2007 Limited Partnership.
34. **"RR 2007 Limited Partners"** means the limited partners of RR 2007 other than PDC.
35. **RR 2007 PA** means the Limited Partnership Agreement of Rockies Region 2007 Limited Partnership.
36. **"Sale Price"** means that the minimum sum that PDC has agreed to pay to acquire the Debtors' Oil & Gas Properties as described in the Chapter 11 Plan.
37. **"Schedules"** means the schedules filed by the Debtors in the Chapter 11 Cases, as amended, as required by Bankruptcy Code § 521 and Bankruptcy Rule 1007.
38. **"SOFA"** means the statement of financial affairs filed by the Debtors in the Chapter 11 Cases, as amended, as required by Bankruptcy Code § 521 and Bankruptcy Rule 1007.
39. **"Statement"** means a written statement signed or otherwise adopted or approved by the person making it or a stenographic, mechanic, or other type of recording, or any transcription that is a substantially verbatim recital of a statement made by a person and contemporaneously recorded.
40. **"Tangible things"** includes everything that is not a document.
41. **"You"** or **"Nicolaou"** means Karen Nicolaou and her representatives, employees, agents, attorneys, and all natural Persons acting or purporting to act on her behalf, whether authorized to do so or not.
42. **"Your"** means of, associated with or relating to You.
43. The conjunctions **"and"** and **"or"** shall each be individually interpreted in every instance as meaning "and/or" and shall not be interpreted disjunctively to exclude any information otherwise within the scope of any specification.

44. The terms "*all*," "*any*," and "*each*" shall each be construed as encompassing any and all.

45. The singular form of a word includes the plural form of that word and the plural form of a word includes the singular form.

III. DOCUMENTS REQUESTED

1. All Documents evidencing or establishing losses of \$1,022,940 for RR 2006 for the period April 2017 through September 2018 as set forth in paragraph 4 of the Debtors' Objection.

2. All Documents evidencing or establishing losses of \$238,680 for RR 2007 for the period April 2017 through September 2018 as set forth in paragraph 4 of the Debtors' Objection.

3. All Documents identifying the amount of cash on hand for PDC as of the Petition Date.

4. All Documents identifying or evidencing the outstanding P&A liabilities for RR 2006 and RR 2007 as of the Petition Date.

5. All Communications concerning or relating to Your contact with PDC as described in paragraph 8 of the Debtors' Objection.

6. All Documents evidencing, concerning or relating to Your contact with PDC as described in paragraph 8 of the Debtors' Objection.

7. All Communications evidencing or relating to Your services to RR 2006 and RR 2007 between January 1, 2018 and May 7, 2018.

8. All Documents evidencing or relating to Your services to RR 2006 and RR 2007 between January 1, 2018 and May 7, 2018.

9. All Communications with any Person(s) related to the negotiations of the fee structure set forth in the Engagement Letter.

10. All Documents related to the negotiations of the fee structure set forth in the Engagement Letter.

11. All Documents relating to or evidencing Harney's assumption of the Engagement Letter as set forth in paragraph 13 of the Debtors' Objection.

12. All Documents You requested from PDC as described in paragraph 14 of the Debtors' Objections.

13. All Documents You received from PDC as described in paragraph 14 of the Debtors' Objections.

14. All Communications to or from You and any Person(s) concerning or relating to Your requests from PDC as described in paragraph 14 of the Debtors' Objection.

15. Copy of Your resume and/or curriculum vitae.

16. Copy of the list of documents and information You provided PDC identified in paragraph 14 of the Debtors' Objection.

17. Copies of all records of conference calls related to Your requests for documents as described in paragraph 14 of the Debtors' Objection, including, without limitation, timing of the delivery of such documents.

18. Copies of all records of discussions related to Your requests for documents as described in paragraph 14 of the Debtors' Objection, including, without limitation, timing of the delivery of such documents.

19. All Communications concerning or relating to Your meeting with PDC on May 22 and 23, 2018 as described in paragraph 15 of the Debtors' Objection.

20. All Documents concerning or relating to Your meeting with PDC on May 22 and 23, 2018 as described in paragraph 15 of the Debtors' Objection.

21. All Communications concerning or relating to Your visit to Debtors' well sites as described in paragraph 15 of the Debtors' Objection.

22. All Documents concerning or relating to Your visit to Debtors' well sites as described in paragraph 15 of the Debtors' Objection.

23. All Documents relating to or concerning the engagement of Graves for his services as described in paragraph 16 of Debtors' Objection.

24. All Communications relating to or concerning the engagement of Graves for his services as described in paragraph 16 of Debtors' Objection.

25. All Communications concerning or relating to the Ryder Scott reserve report described in paragraph 16 of the Debtors' Objection.

26. All Documents concerning or relating to the Ryder Scott reserve report described in paragraph 16 of the Debtors' Objection.

27. All Communications concerning or relating to Grave's review of asset sales in the Codell and Niobrara formations as described in paragraph 17 of the Debtors' Objection.

28. All Documents concerning or relating to Grave's review of asset sales in the Codell and Niobrara formations as described in paragraph 17 of the Debtors' Objection

29. All Communications concerning or relating to the Denver Action.

30. All Documents concerning the Denver Action.

31. All Documents, including, without limitation, any and all analyses, which You reviewed in assessing the claims asserted in the Colorado Action.

32. All Communications relating to or concerning Your conclusion that the Denver Action has a low likelihood of success as asserted in paragraph 20 of the Debtors' Objection.

33. All Documents, including, without limitation, any and all analyses, relating to Your conclusion that the Denver Action has a low likelihood of success as asserted in paragraph 20 of the Debtors' Objection.

34. All Documents, including, without limitation, any and all analyses, relating to the litigation risks to the Debtors of the Denver Action.

35. All Communications relating to or concerning the litigation risks to the Debtors of the Denver Action.

36. All Documents, including, without limitation, any and all analyses, relating to potential recoveries on the claims asserted in the Denver Action.

37. All Communications relating to or concerning the potential recoveries on the claims asserted in the Denver Action.

38. All Communications relating to or concerning negotiations of the Term Sheet identified in paragraph 21 of the Debtors' Objection.

39. All Documents evidencing or relating to the negotiations of the Term Sheet identified in paragraph 21 of the Debtors' Objection, including, without limitation, all drafts of the Term Sheet.

40. All Documents relating to or concerning high line pressure in the Greater Wattenberg Field as described in paragraphs 4 and 5 of the Debtors' Objection.

41. All Communications relating to or concerning high line pressure in the Greater Wattenberg Field as described in paragraphs 4 and 5 of the Debtors' Objection.

42. All Documents, including, without limitation, analyses, supporting the assertion contained in paragraph 21 of the Debtors' Objection that proposed transaction with PDC in these Chapter 11 Cases is "in line" with those that resulted from the Eastern 1996D and Colorado 2002B bankruptcy cases.

43. All Documents relating to or concerning the services performed by Clearinghouse on behalf of the Debtors, including, without limitation, all listing details, property data sheets and data room information placed on Clearinghouse's online auction for sale of the Debtors' Oil & Gas Prospects.

44. All Communications relating to or concerning the services performed by Clearinghouse on behalf of the Debtors.

45. All Communications relating to or concerning the "enhanced settlement" as mentioned in paragraph 27 of the Debtors' Objection.

46. All Documents relating to or concerning the "enhanced settlement" as mentioned in paragraph 27 of the Debtors' Objection.

47. All Documents, including, without limitation, any and all analyses, concerning or relating to the Debtors' obligation to file reports with the United States Securities and Exchange Commission.

48. All Communications, including, without limitation, any and all analyses, concerning the Debtors' obligation to file reports with the United States Securities and Exchange Commission.

49. All Documents concerning or relating to reports and/or forms of RR 2006 and RR 2007 filed with the United States Securities and Exchange Commission during the years 2016 through 2018.

50. All Documents concerning or relating to the costs of audits, reserve reports and legal expenses identified in paragraph 7 of the Debtors' Objection.

51. All Documents concerning or relating to Your conclusion that the filing of the Chapter 11 Cases maximizes value for the "Investor Partners" and winds up the Debtors' operations in the most cost-efficient and timely manner as asserted in paragraph 35 of the Debtors' Objection.

52. All Communications concerning or relating to Your conclusion that the filing of the Chapter 11 Cases maximizes the value for the "Investor Partners" and winds up the Debtors' operations and is the most cost-efficient and timely manner as asserted in paragraph 35 of the Debtors' Objection.

53. All Documents relating to or concerning Your determination, as set forth in paragraph 20 of the Debtors' Objection, that the "Debtors and Investor Partners would receive a greater distribution and be better served if the claims were settled and distributions made pursuant to a chapter 11 plan, rather than have the Debtors and Investor Partners bear the litigation risk" in the Denver Action.

54. All Documents upon which You relied in determining, as set forth in paragraph 20 of the Debtors' Objection, that the "Debtors and Investor Partners would receive a greater distribution and be better served if the claims were settled and distributions made pursuant to a chapter 11 plan, rather than have the Debtors and Investor Partners bear the litigation risk" in the Denver Action.

55. All Documents upon which You rely in concluding that all the claims asserted in the Denver Action are derivative claims which constitute assets of the Debtors' bankruptcy estate.

56. All Documents relating to or concerning Your assertion contained in paragraph 38 of the Debtors' Objection that if the Denver Action were allowed to proceed, it would likely take years to go to trial.

57. All engagement letters involving Your and/or Harney's services for clients represented by Hunton since January 1, 2016.

58. All engagement letters involving Your and/or Harney's services for clients represented by Gray Reed since January 1, 2016.

59. All billing statements evidencing the services You, Bridgepoint and/or Harney performed to or for the benefit of RR 2006.

60. All billing statements evidencing the services You, Bridgepoint and/or Harney performed to or for the benefit of RR 2007.

Mark A. Weisbart
Texas Bar No. 21102650
James S. Brouner
Texas Bar No. 03087285
THE LAW OFFICE OF MARK A. WEISBART
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Dallas, Texas 75251
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COUNSEL FOR THE DUFRESNE FAMILY TRUST,
THE SCHULEIN FAMILY TRUST, THE MICHAEL A. GAFFEY
AND JOANNE M. GAFFEY LIVING TRUST, MARCH 2000, AND
THE GLICKMAN FAMILY TRUST DATED AUGUST 29, 1994
THE WILLIAM J. AND JUDITH A. McDONALD LIVING
TRUST DATED APRIL 16, 1991

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:

ROCKIES REGION 2006 LIMITED PARTNERSHIP
and ROCKIES REGION 2007 LIMITED
PARTNERSHIP

DEBTORS

CASE NO. 18-33513
CHAPTER 11

(Jointly Administered)

**THIRD REQUEST FOR PRODUCTION OF DOCUMENTS UNDER
FED.R.CIV.P. 34, MADE APPLICABLE BY FED.R.BANKR.P. 7034 AND 9014**

TO: Karen Nicolaou, by and through counsel of the Debtors, Jason S. Brookner and Lydia R. Webb, Gray Reed & McGraw LLP, 1601 Elm Street, Suite 700 Dallas, Texas 75201.

PLEASE TAKE NOTICE that pursuant to Fed.R.Civ.P. 34, made applicable by Fed.R.Bankr.P. 7034 and 9014, Robert R. Dufresne, as Trustee of the Dufresne Family Trust; Michael A. Gaffey, as Trustee of the Michael A. Gaffey and JoAnne M. Gaffey Living Trust dated March 2000; Ronald Glickman, as Trustee of the Glickman Family Trust established August 29, 1994; Jeffrey R. Schulein, as Trustee of the Schulein Family Trust established March 29, 1989; and William J. McDonald as Trustee of the William J. McDonald and Judith A. McDonald Living Trust dated April 16, 1991 (collectively, "Movants") through their attorneys, hereby requests that

Karen Nicolaou, individually and in her capacity as the purported "Responsible Party" for and on behalf of Rockies Region 2006 Limited Partnership and Rockies Region 2007 Limited Partnership, produce documents described below within thirty (30) days from the date hereof at the Law Office of Mark A. Weisbart, 12770 Coit Rd., Suite 541, Dallas, Texas 75251. This document request is subject to the Instructions and Definitions provided below.

DATED: April 12, 2019.

Respectfully Submitted,



Mark A. Weisbart
Texas Bar No. 21102650
James S. Brouner
Texas Bar No. 03087285
THE LAW OFFICE OF MARK A. WEISBART
12770 Coit Road, Suite 541
Dallas, Texas 75251
Phone: (972) 628-4903
Email: mark@weisbartlaw.net
Email: jbrouner@weisbartlaw.net

COUNSEL FOR THE DUFRESNE FAMILY TRUST,
THE SCHULEIN FAMILY TRUST, THE MICHAEL A. GAFFEY
AND JOANNE M. GAFFEY LIVING TRUST, MARCH 2000, AND
THE GLICKMAN FAMILY TRUST DATED AUGUST 29, 1994

CERTIFICATE OF SERVICE

The undersigned hereby certifies that the foregoing document was served to the parties in the manner as set forth below on the 12th day of April 2019.

Jason S. Brookner
GRAY REED & MCGRAW LLP
1601 Elm Street, Suite 4600
Dallas, TX 75201

Hand-Delivered and Email

Robin Russell
HUNTON ANDREWS KURTH
600 Travis, Suite 4200
Houston, TX 77002

First Class Mail-Postage Prepaid and Email



Mark A. Weisbart

DOCUMENT REQUESTS

I. INSTRUCTIONS

1. Pursuant to Federal Rule of Civil Procedure 34, made applicable hereto by Fed.R.Bankr.P. 7034 and 9016, Karen Nicolaou is instructed to produce any and all documents requested in Part III below which are in her possession, custody, or control on or before **May 13, 2019**, at 5:00 p.m. prevailing Central Time at the Law Office of Mark A. Weisbart. Possession, custody, or control includes constructive possession whereby You have a right to compel the production of a document from a third party (including an agent, attorney, accountant, bookkeeper, authority, relative, or representative). These instructions apply to this request.

2. If you object to any of the following Document Requests below, you must state the legal and factual basis for each objection. If you object to only a portion of a Document Request, you must identify the specific portion of the Document Request to which you object and must respond fully to the remainder of the Document Request.

3. All documents produced in response to these document requests shall be produced in accordance with these Instructions utilizing the Definitions below.

4. Each Document Request shall operate and be responded to independently and, unless otherwise indicated, no Document Request limits the scope of any other Document Request.

5. These Document Requests are continuing in nature and require further and supplemental production if you become aware of, acquire or locate any further information or Documents responsive to these Document Requests following the time of initial production to the fullest extent required by the Federal Rules of Civil Procedure and the Federal Rules of Bankruptcy Procedure.

6. All words, terms and phrases not specifically defined in the Definitions or specific Document Requests are to be given their normal and customary meaning in the context in which they are used herein.

7. In the event that you seek to withhold any document, thing, or information on the basis that it is purportedly privileged or entitled to some other limitation of discovery, you shall supply a numerical list of the documents and things for which a privilege or other limitation of discovery is claimed, indicating:

- (i) the name of each author, writer, sender, or initiator of such document or thing, if any;
- (ii) the name of each recipient, addressee, or party to whom such document or thing was intended, if any;
- (iii) the date of such document or thing, if any, or an estimate thereof and so indicated as an estimate if no date appears on said document;

- (iv) the general subject matter as described in the document; and
- (v) the claimed grounds for privilege or other limitation of discovery.

8. With respect to any communications and documents maintained or stored electronically, produce such communications and documents in a manner that maintains the integrity and readability of all data, including all metadata. Such documents are to be produced in native electronic format with all relevant metadata intact and in the appropriate and useable manner to be agreed upon by the parties. Encrypted or password protected documents should be produced in a form permitting them to be reviewed.

9. Any electronic communications and documents produced for inspection should be produced in the manner in which they are stored (e.g., if maintained by custodian, such as email residing on an email server, organize documents for production by custodian). If responsive documents reside on databases or similar systems, produce the relevant database in a useable form or extract the relevant information in a useable format. At the time of the production, You should provide a written list setting forth in detail each specific source and location searched. The list must also identify, by name and position, all persons conducting the search and their areas of search responsibility. You should also provide a list describing the specific source for each produced item as well as for each item withheld on a ground of privilege, using unique identifying numbers to specify documents or ranges. All materials produced in discovery, including those in native format, shall bear unique identifying control numbers. To the maximum extent feasible, all party files and records should be retained and produced in their original form and sequence including any hardcopy or electronic file folders, and the originals should remain available for inspection by any counsel on reasonable notice.

10. Documents maintained or stored in paper, hard-copy form can be produced as either searchable PDF (i.e., portable document format files with embedded text) in a useable manner, or as photocopies of the hard-copy documents. Such paper documents should be produced in the same form and manner in which they are maintained, organized, and labeled, such that titles, file folders, binders, indices, or other organizational names for a given set of documents are to be left intact and provided.

11. Each Document Request shall be deemed to include requests for any and all transmittal sheets, cover letters, enclosures, or any other annexes or attachments to the documents.

12. If, in responding to these requests, You claim any ambiguity in a request for production of documents, or in a definition or instruction applicable thereto, such claim shall not be utilized as a basis for refusing to respond, but You shall set forth as part of Your response the language deemed to be ambiguous and the interpretation used to respond to the request for production. To the extent you believe that any request is ambiguous, we request that you contact the above counsel to resolve the ambiguity.

13. Unless otherwise specified herein, the relevant time period of these requests is from **December 20, 2017, to the present.**

14. The Document Requests below **do not** include any Document or Communication previously produced by You in response to Movants' requests for production served on March 12, 2019 and April 10, 2019.

II. DEFINITIONS

Unless otherwise indicated, the following terms shall have the meanings provided:

1. **"Arising out of," "relating to," or "evidencing"** refers to any act, work, meeting, oral or written communication, or document, referring, directly or indirectly, in any way to the described facts, or embodying, mentioning, concerning, referring to, connected with, commenting on, responding to, showing, describing, analyzing, or reflecting, directly or indirectly, such facts.
2. **"Bank Accounts"** means the bank accounts identified by the Debtors in their respective Schedules as accounts xxxx 5120 and xxxx 5138 with Texas Capital Bank.
3. **"Bankruptcy Code"** means title 11 of the United States Code.
4. **"Bankruptcy Estate(s)"** means the estate(s) created pursuant to Section 541(a) of the Bankruptcy Code upon commencement of the Chapter 11 Cases.
5. **"Bankruptcy Rules"** means the Federal Rules of Bankruptcy Procedure.
6. **"Bridgepoint"** means Bridgepoint Consulting LLC and its officers, members, managers, partners, representatives, employees, agents, attorneys, and all natural Persons acting or purporting to act on their behalf, whether authorized to do so or not.
7. **"Bridgepoint Agreement"** means the document identified as "Engagement Letter" and containing the terms of Bridgepoint's engagement by PDC on behalf of the Partnerships attached as Exhibit A to the *Debtors' Application for Order (I) Authorizing the Retention of Harney Management Partners to Provide Responsible Party and Additional Personnel, (II) Designating Karen Nicolaou as Responsible Party Effective as of the Petition Date, and (III) Granting Related Relief* [Doc. No. 12] filed in the Chapter 11 Cases on October 30, 2018.
8. **"Chapter 11 Cases"** means the cases under chapter 11 of title 11 of the U.S. Code commenced by the Debtors upon the filing of a petition under Section 301 of the Bankruptcy Code on the Petition Date that are being jointly administered.
9. **"Chapter 11 Plan"** means the *Debtors' Joint Chapter 11 Plan* [Doc. No. 57], as amended, filed in the Chapter 11 Cases on November 21, 2018.
10. **"Clearinghouse"** means Oil & Gas Asset Clearinghouse, LLC and its officers, members, managers, partners, representatives, employees, agents, attorneys, and all natural Persons acting or purporting to act on their behalf, whether authorized to do so or not.
11. **"Communication(s)"** means any Documents that record or represent a communication.

12. “**Debtor(s)**” refers to RR 2006 and RR 2007 in their respective capacity as a debtor-in-possession under the Bankruptcy Code.

13. “**Debtors’ Objection**” means Debtors’ Objection to Motion for Dismissal of Chapter 11 Case [Doc. 141] filed on April 5, 2019 in Case No. 18-33513.

14. “**Denver Action**” or “**Colorado Action**” means that certain civil action styled *Dufresne et al. v. PDC Energy, Inc., et al.*, Case No. 1:17-cv-03079-RBJ, pending in the United States District Court for the District of Colorado.

15. “**Document**” and “**Documents**” as used in these Document Requests shall be given the broadest meanings possibly and shall include, without limitation, the following:

- (a) all non-identical pieces of written, printed, or electronic matter that provide information, including, without limitation, emails, text messages, chats, instant messages, facsimiles, websites, social media entries, databases, calendar entries, spreadsheets, notes, jottings, diaries, communications, and all drafts, alterations, modifications, changes, and amendments of any of the foregoing; and
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26. ***“Person(s)”*** means any natural person, corporation, firm, association, partnership, joint venture, proprietorship, governmental body, or any other organization, business, or legal entity, and all predecessors or successors-in-interest.

27. ***“Petition Date”*** means October 30, 2018.

28. ***“Possession, custody, or control”*** of any item means that the person either has physical possession of the item or has a right to possession that is equal or superior to the person who has physical possession of the item. Each of the requests contained herein are directed to documents in your possession, custody or control.

29. ***“Referring to,” “referencing,” “pertaining to,” or “concerning”*** (or any variation thereof), as used herein, shall mean comprising, addressing, referring to (whether by name or not, whether directly or indirectly), discussing, describing, reflecting, supplementing, supporting, negating, amending, analyzing, studying, reporting on, commenting on, evidencing, constituting,

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34. “**RR 2007 Limited Partners**” means the limited partners of RR 2007 other than PDC.
35. “**RR 2007 PA**” means the Limited Partnership Agreement of Rockies Region 2007 Limited Partnership.
36. “**Sale Price**” means that the minimum sum that PDC has agreed to pay to acquire the Debtors’ Oil & Gas Properties as described in the Chapter 11 Plan.
37. “**Schedules**” means the schedules filed by the Debtors in the Chapter 11 Cases, as amended, as required by Bankruptcy Code § 521 and Bankruptcy Rule 1007.
38. “**SOFA**” means the statement of financial affairs filed by the Debtors in the Chapter 11 Cases, as amended, as required by Bankruptcy Code § 521 and Bankruptcy Rule 1007.
39. “**Statement**” means a written statement signed or otherwise adopted or approved by the person making it or a stenographic, mechanic, or other type of recording, or any transcription that is a substantially verbatim recital of a statement made by a person and contemporaneously recorded.
40. “**Tangible things**” includes everything that is not a document.
41. “**You**” or “**Nicolaou**” means Karen Nicolaou and her representatives, employees, agents, attorneys, and all natural Persons acting or purporting to act on her behalf, whether authorized to do so or not.
42. “**Your**” means of, associated with or relating to You.
43. The conjunctions “**and**” and “**or**” shall each be individually interpreted in every instance as meaning “and/or” and shall not be interpreted disjunctively to exclude any information otherwise within the scope of any specification.

44. The terms “*all*,” “*any*,” and “*each*” shall each be construed as encompassing any and all.

45. The singular form of a word includes the plural form of that word and the plural form of a word includes the singular form.

III. DOCUMENTS REQUESTED

1. All Communications between Gray Reed and Hunton related to or concerning any of the following matters:

- a) The Denver Action
- b) The Oil & Gas Properties
- c) RR 2006
- d) RR 2007
- e) The Chapter 11 Cases

2. All Documents, including any reports, memoranda, communications, notes, or analyses pertaining to the decision to file a bankruptcy on behalf of Rockies Region 2007 Limited Partnership rather than following the dissolution, liquidation, and winding-up process as set forth in in Article IX of the Limited Partnership Agreement of Rockies Region 2007 Limited Partnership.

3. All Documents, including any reports, memoranda, communications, notes, or analyses pertaining to the decision to file a bankruptcy on behalf of Rockies Region 2006 Limited Partnership rather than following the dissolution, liquidation, and winding-up process as set forth in in Article IX of the Limited Partnership Agreement of Rockies Region 2006 Limited Partnership.

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COUNSEL TO THE DEBTORS

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§ Chapter 11
	§
ROCKIES REGION 2006 LIMITED	§ Case No. 18-33513-sgj-11
PARTNERSHIP and ROCKIES REGION	§
2007 LIMITED PARTNERSHIP, ¹	§ (Jointly Administered)
	§
Debtors.	§

**DEBTORS' RESPONSES AND OBJECTIONS TO
SECOND REQUEST FOR PRODUCTION OF DOCUMENTS**

Pursuant to Rules 26 and 34 of the Federal Rules of Civil Procedure, as adopted by the Federal Rules of Bankruptcy Procedure 7026, 7034 and 9014, Rockies Region 2006 Limited Partnership and Rockies Region 2007 Limited Partnership (together, the “Debtors”) serve the following responses and objections (the “Responses”) to the Second Request for Production of Documents (the “Requests”) propounded by Robert R. Dufresne, as Trustee of the Dufresne Family Trust; Michael A. Gaffey, as Trustee of the Michael A. Gaffey and JoAnne M. Gaffey Living Trust dated March 2000; Ronald Glickman, as Trustee of the Glickman Family Trust

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number are: Rockies Region 2006 Limited Partnership (9573) and Rockies Region 2007 Limited Partnership (8835).

established August 29, 1994; Jeffrey R. Schulein, as Trustee of the Schulein Family Trust established March 29, 1989; and William J. McDonald as Trustee of the William J. McDonald and Judith A. McDonald Living Trust dated April 16, 1991 (collectively the “LP Plaintiffs”).

PRELIMINARY STATEMENT AND GENERAL OBJECTIONS

These Responses are based upon Debtors’ present knowledge after a reasonable investigation and upon Debtors’ interpretation and construction of the Requests. It should be noted that neither the investigation of the facts related to this case, nor the discovery pertaining thereto, have been completed. The Responses are based only upon such information and documents that are presently available. Discovery is ongoing and Debtors reserve the right to amend or supplement the Responses. It is anticipated that further discovery, legal research, independent investigation, and additional analysis will reveal additional facts, add meaning to known facts, and establish new factual conclusions and new legal contentions, all of which may lead to substantial additions to, changes in, and/or variations from that which is set forth herein. These Responses are made without prejudice to the right to produce evidence of any subsequently discovered fact or facts, which may later be recalled or become known. Accordingly, Debtors reserve their right to change the Responses as additional facts are ascertained, analyses are made, and legal research is completed.

Each of the following Responses is made without waiving any objections that Debtors might make with respect to the subsequent use of these Responses or documents produced in connection therewith at the time of trial. Specifically, Debtors reserve all objections with regard to (a) questions of competency, privilege, relevance, materiality, and admissibility of Debtors’ Responses, or any documents produced in connection herewith; (b) the use of these Responses, or

documents produced in connection herewith, in any subsequent suit or proceeding; and (c) the right, at any time, upon proper showing, to revise, correct, or clarify any of these Responses.

Specifically, but not by way of limitation, Debtors generally object to the Requests in the following respects, which are incorporated into each response:

Debtors object to the Requests insofar as they attempt to vary or conflict with Debtors' obligations under the Federal Rules of Civil Procedure and/or Federal Rules of Bankruptcy Procedure. Debtors will respond in accordance with the Federal Rules of Civil Procedure and Federal Rules of Bankruptcy Procedure.

Debtors object to the Requests to the extent same are vague, overly broad and unduly burdensome.

Debtors object to the definition of the term "Document" to the extent that it imposes requirements beyond those contained in the Federal Rules of Civil Procedure and/or the Federal Rules of Bankruptcy Procedure.

Debtors object to the extent that the LP Plaintiffs attempt to impose duties in the Instructions and Definitions section of the Requests that are greater than or inconsistent with those imposed by the Federal Rules of Civil Procedure and the Federal Rules of Bankruptcy Procedure.

Debtors object to the Instructions and to each Request to the extent that they seek documents and information that are not within Debtors' possession, custody or control.

Debtors object to the Requests to the extent they seek the production of documents or communications that are not relevant to the (i) *Objection to Debtors' Application for Order (i) Authorizing the Retention of Harney Management Partners to Provide the Debtors a Responsible Party and Certain Additional Personnel*, (ii) *Designating Karen Nicolaou as Responsible Party for the Debtors Effective as of the Petition Date*, and (iii) *Granting Related Relief* [Docket No. 61]

and (ii) *Amended Motion for Dismissal of Chapter 11 Case* [Docket No. 140] (collectively, the “Contested Matters”).

Debtors object to the Instructions and to each Request to the extent that they seek production of “all documents” or “all communications” on the grounds that they are overly broad and unduly burdensome. In accordance with the Federal Rules of Civil Procedure and the Federal Rules of Bankruptcy Procedure, Debtors have made a diligent, good faith search of files identified as most likely to contain documents responsive to the Requests, and will provide documents located in connection therewith subject to the objections set forth herein.

Debtors object to the Instructions and to each Request to the extent that they seek documents and information protected by the attorney/client privilege, work product doctrine, mediation privilege, accountant/client privilege or other applicable privilege (whether based upon statute or any other legally cognizable privilege or immunity) or documents and information that pertain to Debtors’ trial strategy or preparation. Privileged documents and communications are being withheld, and a privilege log will be provided on Monday, April 15, 2019. In the event that any privileged document or information is produced by Debtors, its production is inadvertent and does not constitute a waiver of any privilege.

Debtors object to the definition of “You” to the extent the LP Plaintiffs intend the Request to apply to Debtors’ counsel in this proceeding, as such a request would violate the attorney-client privilege and the work product doctrine.

Debtors object to the Instruction regarding the production of electronically stored information or “ESI” in the Requests to the extent same requests production of any electronically stored information, including but not limited to metadata because such Requests are unduly burdensome. Debtors will produce responsive, non-objectionable documents by providing copies

of any such documents in the form such documents were kept by Debtors in the ordinary course of their business.

Debtors' assertion that they will produce documents in response to a particular Request is not to be construed as an admission that any such documents exist within any requested category or categories but solely as an assertion that Debtors will produce responsive documents within their possession, custody or control should any such documents be found after a reasonable diligent search, subject to the objections set forth herein.

All of Debtors' general objections shall be deemed continuing throughout the Responses to specific requests set forth below, even when not further referred to in said Responses.

Notwithstanding and without waiver of the foregoing general objections, Debtors will provide the LP Plaintiffs with documents that are in their possession, custody and control that are responsive to the Requests propounded herein, not otherwise protected from discovery or disclosure by way of privilege or other protection and that fall within the permissible scope of discovery as provided within the governing Federal Rules of Civil Procedure, as made applicable by the Federal Rules of Bankruptcy Procedure.

RESPONSES TO REQUESTS FOR PRODUCTION

REQUEST FOR PRODUCTION NO. 1 All Documents evidencing or establishing losses of \$1,022,940 for RR 2006 for the period April 2017 through September 2018 as set forth in paragraph 4 of the Debtors' Objection.

RESPONSE: Responsive, non-privileged documents, if any, have been produced in connection with the Debtors' Responses and Objections to First Request for Production of Documents or with the prior mediation.

REQUEST FOR PRODUCTION NO. 2 All Documents evidencing or establishing losses of \$238,680 for RR 2007 for the period April 2017 through September 2018 as set forth in paragraph 4 of the Debtors' Objection.

RESPONSE: Responsive, non-privileged documents, if any, have been produced in connection with the Debtors' Responses and Objections to First Request for Production of Documents or with the prior mediation.

REQUEST FOR PRODUCTION NO. 3 All Documents identifying the amount of cash on hand for PDC as of the Petition Date.

RESPONSE: Debtors object to this Request because it is more properly directed to PDC. Subject to the foregoing, Debtors have no responsive documents in their possession, custody or control.

REQUEST FOR PRODUCTION NO. 4 All Documents identifying or evidencing the outstanding P&A liabilities for RR 2006 and RR 2007 as of the Petition Date.

RESPONSE: Responsive, non-privileged documents, if any, have been produced in connection with the Debtors' Responses and Objections to First Request for Production of Documents or with the prior mediation.

REQUEST FOR PRODUCTION NO. 5 All Communications concerning or relating to Your contact with PDC as described in paragraph 8 of the Debtors' Objection.

RESPONSE: Responsive, non-privileged communications, if any, have been produced in connection with the Debtors' Responses and Objections to First Request for Production of Documents.

REQUEST FOR PRODUCTION NO. 6 All Documents evidencing, concerning or relating to Your contact with PDC as described in paragraph 8 of the Debtors' Objection.

RESPONSE: Responsive, non-privileged documents, if any, have been produced in connection with the Debtors' Responses and Objections to First Request for Production of Documents.

REQUEST FOR PRODUCTION NO. 7 All Communications evidencing or relating to Your services to RR 2006 and RR 2007 between January 1, 2018 and May 7, 2018.

RESPONSE: Debtors have no responsive communications in their possession, custody or control.

REQUEST FOR PRODUCTION NO. 8 All Documents evidencing or relating to Your services to RR 2006 and RR 2007 between January 1, 2018 and May 7, 2018.

RESPONSE: Debtors have no responsive documents in their possession, custody or control.

REQUEST FOR PRODUCTION NO. 9 All Communications with any Person(s) related to the negotiations of the fee structure set forth in the Engagement Letter.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the work product doctrine, and/or any other applicable protection, privilege, or immunity. Subject to the foregoing, responsive, non-privileged communications, if any, have been produced in connection with the Debtors' Responses and Objections to First Request for Production of Documents.

REQUEST FOR PRODUCTION NO. 10 All Documents related to the negotiations of the fee structure set forth in the Engagement Letter.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the work product doctrine, and/or any other applicable protection, privilege, or immunity. Subject to the foregoing, responsive, non-privileged documents, if any, have been produced in connection with the Debtors' Responses and Objections to First Request for Production of Documents.

REQUEST FOR PRODUCTION NO. 11 All Documents relating to or evidencing Harney's assumption of the Engagement Letter as set forth in paragraph 13 of the Debtors' Objection.

RESPONSE: Responsive, non-privileged documents, if any, have been produced in connection with the Debtors' Responses and Objections to First Request for Production of Documents.

REQUEST FOR PRODUCTION NO. 12 All Documents You requested from PDC as described in paragraph 14 of the Debtors' Objections.

RESPONSE: Responsive, non-privileged documents, if any, have been produced in connection with the Debtors' Responses and Objections to First Request for Production of Documents.

REQUEST FOR PRODUCTION NO. 13 All Documents You received from PDC as described in paragraph 14 of the Debtors' Objections.

RESPONSE: Responsive, non-privileged documents, if any, have been produced in connection with the Debtors' Responses and Objections to First Request for Production of Documents.

REQUEST FOR PRODUCTION NO. 14 All Communications to or from You and any Person(s) concerning or relating to Your requests from PDC as described in paragraph 14 of the Debtors' Objection.

RESPONSE: Responsive, non-privileged communications, if any, have been produced in connection with the Debtors' Responses and Objections to First Request for Production of Documents.

REQUEST FOR PRODUCTION NO. 15 Copy of Your resume and/or curriculum vitae.

RESPONSE: A copy of Ms. Nicolaou's resume/cv will be produced.

REQUEST FOR PRODUCTION NO. 16 Copy of the list of documents and information You provided PDC identified in paragraph 14 of the Debtors' Objection.

RESPONSE: Responsive, non-privileged documents, if any, have been produced in connection with the Debtors' Responses and Objections to First Request for Production of Documents.

REQUEST FOR PRODUCTION NO. 17 Copies of all records of conference calls related to Your requests for documents as described in paragraph 14 of the Debtors' Objection, including, without limitation, timing of the delivery of such documents.

RESPONSE: Responsive, non-privileged documents, if any, have been produced in connection with the Debtors' Responses and Objections to First Request for Production of Documents.

REQUEST FOR PRODUCTION NO. 18 Copies of all records of discussions related to Your requests for documents as described in paragraph 14 of the Debtors' Objection, including, without limitation, timing of the delivery of such documents.

RESPONSE: Responsive, non-privileged documents, if any, have been produced in connection with the Debtors' Responses and Objections to First Request for Production of Documents.

REQUEST FOR PRODUCTION NO. 19 All Communications concerning or relating to Your meeting with PDC on May 22 and 23, 2018 as described in paragraph 15 of the Debtors' Objection.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the work product doctrine, and/or any other applicable protection, privilege, or immunity. Subject to the foregoing, responsive, non-privileged communications, if any, have been produced in connection with the Debtors' Responses and Objections to First Request for Production of Documents.

REQUEST FOR PRODUCTION NO. 20 All Documents concerning or relating to Your meeting with PDC on May 22 and 23, 2018 as described in paragraph 15 of the Debtors' Objection.

RESPONSE: Responsive, non-privileged documents, if any, have been produced in connection with the Debtors' Responses and Objections to First Request for Production of Documents.

REQUEST FOR PRODUCTION NO. 21 All Communications concerning or relating to Your visit to Debtors' well sites as described in paragraph 15 of the Debtors' Objection.

RESPONSE: Responsive, non-privileged communications, if any, have been produced in connection with the Debtors' Responses and Objections to First Request for Production of Documents.

REQUEST FOR PRODUCTION NO. 22 All Documents concerning or relating to Your visit to Debtors' well sites as described in paragraph 15 of the Debtors' Objection.

RESPONSE: Responsive, non-privileged documents, if any, have been produced in connection with the Debtors' Responses and Objections to First Request for Production of Documents.

REQUEST FOR PRODUCTION NO. 23 All Documents relating to or concerning the engagement of Graves for his services as described in paragraph 16 of Debtors' Objection.

RESPONSE: Responsive, non-privileged documents, if any, have been produced in connection with the Debtors' Responses and Objections to First Request for Production of Documents.

REQUEST FOR PRODUCTION NO. 24 All Communications relating to or concerning the engagement of Graves for his services as described in paragraph 16 of Debtors' Objection.

RESPONSE: Responsive, non-privileged communications, if any, have been produced in connection with the Debtors' Responses and Objections to First Request for Production of Documents.

REQUEST FOR PRODUCTION NO. 25 All Communications concerning or relating to the Ryder Scott reserve report described in paragraph 16 of the Debtors' Objection.

RESPONSE: Responsive, non-privileged communications, if any, have been produced in connection with the Debtors' Responses and Objections to First Request for Production of Documents.

REQUEST FOR PRODUCTION NO. 26 All Documents concerning or relating to the Ryder Scott reserve report described in paragraph 16 of the Debtors' Objection.

RESPONSE: Responsive, non-privileged documents, if any, have been produced in connection with the Debtors' Responses and Objections to First Request for Production of Documents.

REQUEST FOR PRODUCTION NO. 27 All Communications concerning or relating to Graves's review of asset sales in the Codell and Niobrara formations as described in paragraph 17 of the Debtors' Objection.

RESPONSE: Responsive, non-privileged communications, if any, have been produced in connection with the Debtors' Responses and Objections to First Request for Production of Documents.

REQUEST FOR PRODUCTION NO. 28 All Documents concerning or relating to Graves's review of asset sales in the Codell and Niobrara formations as described in paragraph 17 of the Debtors' Objection.

RESPONSE: Debtors have no responsive documents in their possession, custody or control.

REQUEST FOR PRODUCTION NO. 29 All Communications concerning or relating to the Denver Action.

RESPONSE: Debtors object to this Request as duplicative of Request No. 31 in the First Request for Production of Documents and hereby incorporates their objections and responses to same.

REQUEST FOR PRODUCTION NO. 30 All Documents concerning the Denver Action.

RESPONSE: Debtors object to this Request as duplicative of Request No. 32 in the First Request for Production of Documents and hereby incorporates their objections and responses to same.

REQUEST FOR PRODUCTION NO. 31 All Documents, including, without limitation, any and all analyses, which You reviewed in assessing the claims asserted in the Colorado Action.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the work product doctrine, and/or any other applicable protection, privilege, or immunity. Subject to the foregoing, the Debtors reviewed certain documents filed in the Colorado Action, including but not limited to the Second Amended Complaint and the briefing related to PDC's motion to dismiss.

REQUEST FOR PRODUCTION NO. 32 All Communications relating to or concerning Your conclusion that the Denver Action has a low likelihood of success as asserted in paragraph 20 of the Debtors' Objection.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the work product doctrine, and/or any other applicable protection, privilege, or immunity. Subject to the foregoing, responsive, non-privileged communications, if any, have been produced in connection with the Debtors' Responses and Objections to First Request for Production of Documents.

REQUEST FOR PRODUCTION NO. 33 All Documents, including, without limitation, any and all analyses, relating to Your conclusion that the Denver Action has a low likelihood of success as asserted in paragraph 20 of the Debtors' Objection.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the work product doctrine, and/or any other applicable protection, privilege, or immunity. Subject to the foregoing, responsive, non-privileged documents, if any, have been produced in connection with the Debtors' Responses and Objections to First Request for Production of Documents.

REQUEST FOR PRODUCTION NO. 34 All Documents, including, without limitation, any and all analyses, relating to the litigation risks to the Debtors of the Denver Action.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the work product doctrine, and/or any other applicable protection, privilege, or immunity. Subject to the foregoing, responsive, non-

privileged documents, if any, have been produced in connection with the Debtors' Responses and Objections to First Request for Production of Documents.

REQUEST FOR PRODUCTION NO. 35 All Communications relating to or concerning the litigation risks to the Debtors of the Denver Action.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the work product doctrine, and/or any other applicable protection, privilege, or immunity. Subject to the foregoing, responsive, non-privileged documents, if any, have been produced in connection with the Debtors' Responses and Objections to First Request for Production of Documents.

REQUEST FOR PRODUCTION NO. 36 All Documents, including, without limitation, any and all analyses, relating to potential recoveries on the claims asserted in the Denver Action.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the work product doctrine, and/or any other applicable protection, privilege, or immunity. Debtors further object to this Request to the extent it seeks documents that are not relevant to the Contested Matters.

REQUEST FOR PRODUCTION NO. 37 All Communications relating to or concerning the potential recoveries on the claims asserted in the Denver Action.

RESPONSE: Debtors object to this Request to the extent such documents and communications are protected from disclosure by the attorney-client privilege, the work product doctrine, and/or any other applicable protection, privilege, or immunity. Debtors further object to this Request to the extent it seeks documents that are not relevant to the Contested Matters.

REQUEST FOR PRODUCTION NO. 38 All Communications relating to or concerning negotiations of the Term Sheet identified in paragraph 21 of the Debtors' Objection.

RESPONSE: Debtors object to this Request as duplicative of Request No. 15 in the First Request for Production of Documents and hereby incorporates their objections and responses to same.

REQUEST FOR PRODUCTION NO. 39 All Documents evidencing or relating to the negotiations of the Term Sheet identified in paragraph 21 of the Debtors' Objection, including, without limitation, all drafts of the Term Sheet.

RESPONSE: Debtors object to this Request as duplicative of Request No. 16 in the First Request for Production of Documents and hereby incorporates their objections and responses to same.

REQUEST FOR PRODUCTION NO. 40 All Documents relating to or concerning high line pressure in the Greater Wattenberg Field as described in paragraphs 4 and 5 of the Debtors' Objection.

RESPONSE: Debtors object to this Request because it is overly broad and because it does not describe the requested documents with reasonable particularity. Subject to the foregoing,

responsive, non-privileged documents, if any, have been produced in connection with the Debtors' Responses and Objections to First Request for Production of Documents.

REQUEST FOR PRODUCTION NO. 41 All Communications relating to or concerning high line pressure in the Greater Wattenberg Field as described in paragraphs 4 and 5 of the Debtors' Objection.

RESPONSE: Debtors object to this Request because it is overly broad and because it does not describe the requested documents with reasonable particularity. Subject to the foregoing, responsive, non-privileged communications, if any, have been produced in connection with the Debtors' Responses and Objections to First Request for Production of Documents.

REQUEST FOR PRODUCTION NO. 42 All Documents, including, without limitation, analyses, supporting the assertion contained in paragraph 21 of the Debtors' Objection that proposed transaction with PDC in these Chapter 11 Cases is "in line" with those that resulted from the Eastern 1996D and Colorado 2002B bankruptcy cases.

RESPONSE: Responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 43 All Documents relating to or concerning the services performed by Clearinghouse on behalf of the Debtors, including, without limitation, all listing details, property data sheets and data room information placed on Clearinghouse's online auction for sale of the Debtors' Oil & Gas Prospects.

RESPONSE: Responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 44 All Communications relating to or concerning the services performed by Clearinghouse on behalf of the Debtors.

RESPONSE: Responsive, non-privileged communications, if any, have been produced in connection with the Debtors' Responses and Objections to First Request for Production of Documents.

REQUEST FOR PRODUCTION NO. 45 All Communications relating to or concerning the "enhanced settlement" as mentioned in paragraph 27 of the Debtors' Objection.

RESPONSE: Debtors have no responsive documents in their possession, custody or control.

REQUEST FOR PRODUCTION NO. 46 All Documents relating to or concerning the "enhanced settlement" as mentioned in paragraph 27 of the Debtors' Objection.

RESPONSE: Debtors have no responsive documents in their possession, custody or control.

REQUEST FOR PRODUCTION NO. 47 All Documents, including, without limitation, any and all analyses, concerning or relating to the Debtors' obligation to file reports with the United States Securities and Exchange Commission.

RESPONSE: Responsive, non-privileged documents, if any, have been produced in connection with the Debtors' Responses and Objections to First Request for Production of Documents.

REQUEST FOR PRODUCTION NO. 48 All Communications, including, without limitation, any and all analyses, concerning the Debtors' obligation to file reports with the United States Securities and Exchange Commission.

RESPONSE: Responsive, non-privileged communications, if any, have been produced in connection with the Debtors' Responses and Objections to First Request for Production of Documents.

REQUEST FOR PRODUCTION NO. 49 All Documents concerning or relating to reports and/or forms of RR 2006 and RR 2007 filed with the United States Securities and Exchange Commission during the years 2016 through 2018.

RESPONSE: Debtors object to this Request to the extent it seeks documents that are not relevant to the Contested Matters. Subject to the foregoing, responsive documents are publicly available on the SEC's EDGAR database.

REQUEST FOR PRODUCTION NO. 50 All Documents concerning or relating to the costs of audits, reserve reports and legal expenses identified in paragraph 7 of the Debtors' Objection.

RESPONSE: Responsive, non-privileged documents, if any, have been produced in connection with the Debtors' Responses and Objections to First Request for Production of Documents.

REQUEST FOR PRODUCTION NO. 51 All Documents concerning or relating to Your conclusion that the filing of the Chapter 11 Cases maximizes value for the "Investor Partners" and winds up the Debtors' operations in the most cost-efficient and timely manner as asserted in paragraph 35 of the Debtors' Objection.

RESPONSE: Debtors object to this Request because it is overly broad and vague, and because it fails to describe the documents requested with reasonable particularity. Subject to the foregoing, Debtors have no responsive documents in their possession, custody or control.

REQUEST FOR PRODUCTION NO. 52 All Communications concerning or relating to Your conclusion that the filing of the Chapter 11 Cases maximizes the value for the "Investor Partners" and winds up the Debtors' operations and is the most cost-efficient and timely manner as asserted in paragraph 35 of the Debtors' Objection.

RESPONSE: Debtors object to this Request because it is overly broad and vague, and because it fails to describe the documents requested with reasonable particularity. Subject to the foregoing, Debtors have no responsive documents in their possession, custody or control.

REQUEST FOR PRODUCTION NO. 53 All Documents relating to or concerning Your determination, as set forth in paragraph 20 of the Debtors' Objection, that the "Debtors and Investor Partners would receive a greater distribution and be better served if the claims were settled and distributions made pursuant to a chapter 11 plan, rather than have the Debtors and Investor Partners bear the litigation risk" in the Denver Action.

RESPONSE: Debtors object to this Request because it is overly broad and vague, and because it fails to describe the documents requested with reasonable particularity. Subject to the foregoing, Debtors have no responsive documents in their possession, custody or control.

REQUEST FOR PRODUCTION NO. 54 All Documents upon which You relied in determining, as set forth in paragraph 20 of the Debtors' Objection, that the "Debtors and Investor Partners would receive a greater distribution and be better served if the claims were settled and distributions made pursuant to a chapter 11 plan, rather than have the Debtors and Investor Partners bear the litigation risk" in the Denver Action.

RESPONSE: Debtors object to this Request because it is overly broad and vague, and because it fails to describe the documents requested with reasonable particularity. Subject to the foregoing, Debtors have no responsive documents in their possession, custody or control.

REQUEST FOR PRODUCTION NO. 55 All Documents upon which You rely in concluding that all the claims asserted in the Denver Action are derivative claims which constitute assets of the Debtors' bankruptcy estate.

RESPONSE: See Debtors' Motion Pursuant to Section 541(a) of the Bankruptcy Code for Determination that Certain Claims and Causes of Action are Property of the Estate [Docket No. 137].

REQUEST FOR PRODUCTION NO. 56 All Documents relating to or concerning Your assertion contained in paragraph 38 of the Debtors' Objection that if the Denver Action were allowed to proceed, it would likely take years to go to trial.

RESPONSE: Debtors object to this Request because it is overly broad and vague, and because it fails to describe the documents requested with reasonable particularity. Subject to the foregoing, Debtors have no responsive documents in their possession, custody or control.

REQUEST FOR PRODUCTION NO. 57 All engagement letters involving Your and/or Harney's services for clients represented by Hunton since January 1, 2016.

RESPONSE: Responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 58 All engagement letters involving Your and/or Harney's services for clients represented by Gray Reed since January 1, 2016.

RESPONSE: Responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 59 All billing statements evidencing the services You, Bridgepoint and/or Harney performed to or for the benefit of RR 2006.

RESPONSE: Responsive, non-privileged documents, if any, will be produced.

REQUEST FOR PRODUCTION NO. 60 All billing statements evidencing the services You, Bridgepoint and/or Harney performed to or for the benefit of RR 2007.

RESPONSE: Responsive, non-privileged documents, if any, will be produced.

Respectfully submitted this 3rd day of May, 2019.

GRAY REED & McGRAW LLP

By: /s/ Jason S. Brookner

Jason S. Brookner

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COUNSEL TO THE DEBTORS

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 3rd day of May, 2019, she caused a true and correct copy of the foregoing document to be served on the following parties via electronic mail.

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COUNSEL TO THE DEBTORS

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	Chapter 11
	§	
ROCKIES REGION 2006 LIMITED	§	Case No. 18-33513-sgj-11
PARTNERSHIP and ROCKIES REGION	§	
2007 LIMITED PARTNERSHIP, ¹	§	(Jointly Administered)
	§	
Debtors.	§	

**DEBTORS' RESPONSES AND OBJECTIONS TO
THIRD REQUEST FOR PRODUCTION OF DOCUMENTS**

Pursuant to Rules 26 and 34 of the Federal Rules of Civil Procedure, as adopted by the Federal Rules of Bankruptcy Procedure 7026, 7034 and 9014, Rockies Region 2006 Limited Partnership and Rockies Region 2007 Limited Partnership (together, the “Debtors”) serve the following responses and objections (the “Responses”) to the Third Request for Production of Documents (the “Requests”) propounded by Robert R. Dufresne, as Trustee of the Dufresne Family Trust; Michael A. Gaffey, as Trustee of the Michael A. Gaffey and JoAnne M. Gaffey Living Trust dated March 2000; Ronald Glickman, as Trustee of the Glickman Family Trust

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number are: Rockies Region 2006 Limited Partnership (9573) and Rockies Region 2007 Limited Partnership (8835).

established August 29, 1994; Jeffrey R. Schulein, as Trustee of the Schulein Family Trust established March 29, 1989; and William J. McDonald as Trustee of the William J. McDonald and Judith A. McDonald Living Trust dated April 16, 1991 (collectively the “LP Plaintiffs”).

PRELIMINARY STATEMENT AND GENERAL OBJECTIONS

These Responses are based upon Debtors’ present knowledge after a reasonable investigation and upon Debtors’ interpretation and construction of the Requests. It should be noted that neither the investigation of the facts related to this case, nor the discovery pertaining thereto, have been completed. The Responses are based only upon such information and documents that are presently available. Discovery is ongoing and Debtors reserve the right to amend or supplement the Responses. It is anticipated that further discovery, legal research, independent investigation, and additional analysis will reveal additional facts, add meaning to known facts, and establish new factual conclusions and new legal contentions, all of which may lead to substantial additions to, changes in, and/or variations from that which is set forth herein. These Responses are made without prejudice to the right to produce evidence of any subsequently discovered fact or facts, which may later be recalled or become known. Accordingly, Debtors reserve their right to change the Responses as additional facts are ascertained, analyses are made, and legal research is completed.

Each of the following Responses is made without waiving any objections that Debtors might make with respect to the subsequent use of these Responses or documents produced in connection therewith at the time of trial. Specifically, Debtors reserve all objections with regard to (a) questions of competency, privilege, relevance, materiality, and admissibility of Debtors’ Responses, or any documents produced in connection herewith; (b) the use of these Responses, or

documents produced in connection herewith, in any subsequent suit or proceeding; and (c) the right, at any time, upon proper showing, to revise, correct, or clarify any of these Responses.

Specifically, but not by way of limitation, Debtors generally object to the Requests in the following respects, which are incorporated into each response:

Debtors object to the Requests insofar as they attempt to vary or conflict with Debtors' obligations under the Federal Rules of Civil Procedure and/or Federal Rules of Bankruptcy Procedure. Debtors will respond in accordance with the Federal Rules of Civil Procedure and Federal Rules of Bankruptcy Procedure.

Debtors object to the Requests to the extent same are vague, overly broad and unduly burdensome.

Debtors object to the definition of the term "Document" to the extent that it imposes requirements beyond those contained in the Federal Rules of Civil Procedure and/or the Federal Rules of Bankruptcy Procedure.

Debtors object to the extent that the LP Plaintiffs attempt to impose duties in the Instructions and Definitions section of the Requests that are greater than or inconsistent with those imposed by the Federal Rules of Civil Procedure and the Federal Rules of Bankruptcy Procedure.

Debtors object to the Instructions and to each Request to the extent that they seek documents and information that are not within Debtors' possession, custody or control.

Debtors object to the Requests to the extent they seek the production of documents or communications that are not relevant to the (i) *Objection to Debtors' Application for Order (i) Authorizing the Retention of Harney Management Partners to Provide the Debtors a Responsible Party and Certain Additional Personnel*, (ii) *Designating Karen Nicolaou as Responsible Party for the Debtors Effective as of the Petition Date*, and (iii) *Granting Related Relief* [Docket No. 61]

and (ii) *Amended Motion for Dismissal of Chapter 11 Case* [Docket No. 140] (collectively, the “Contested Matters”).

Debtors object to the Instructions and to each Request to the extent that they seek production of “all documents” or “all communications” on the grounds that they are overly broad and unduly burdensome. In accordance with the Federal Rules of Civil Procedure and the Federal Rules of Bankruptcy Procedure, Debtors have made a diligent, good faith search of files identified as most likely to contain documents responsive to the Requests, and will provide documents located in connection therewith subject to the objections set forth herein.

Debtors object to the Instructions and to each Request to the extent that they seek documents and information protected by the attorney/client privilege, work product doctrine, mediation privilege, accountant/client privilege or other applicable privilege (whether based upon statute or any other legally cognizable privilege or immunity) or documents and information that pertain to Debtors’ trial strategy or preparation. Privileged documents and communications are being withheld, and a privilege log will be provided on Monday, April 15, 2019. In the event that any privileged document or information is produced by Debtors, its production is inadvertent and does not constitute a waiver of any privilege.

Debtors object to the definition of “You” to the extent the LP Plaintiffs intend the Request to apply to Debtors’ counsel in this proceeding, as such a request would violate the attorney-client privilege and the work product doctrine.

Debtors object to the Instruction regarding the production of electronically stored information or “ESI” in the Requests to the extent same requests production of any electronically stored information, including but not limited to metadata because such Requests are unduly burdensome. Debtors will produce responsive, non-objectionable documents by providing copies

of any such documents in the form such documents were kept by Debtors in the ordinary course of their business.

Debtors' assertion that they will produce documents in response to a particular Request is not to be construed as an admission that any such documents exist within any requested category or categories but solely as an assertion that Debtors will produce responsive documents within their possession, custody or control should any such documents be found after a reasonable diligent search, subject to the objections set forth herein.

All of Debtors' general objections shall be deemed continuing throughout the Responses to specific requests set forth below, even when not further referred to in said Responses.

Notwithstanding and without waiver of the foregoing general objections, Debtors will provide the LP Plaintiffs with documents that are in their possession, custody and control that are responsive to the Requests propounded herein, not otherwise protected from discovery or disclosure by way of privilege or other protection and that fall within the permissible scope of discovery as provided within the governing Federal Rules of Civil Procedure, as made applicable by the Federal Rules of Bankruptcy Procedure.

RESPONSES TO REQUESTS FOR PRODUCTION

REQUEST FOR PRODUCTION NO. 1 All Communications between Gray Reed and Hunton related to or concerning any of the following matters:

- a) The Denver Action
- b) The Oil & Gas Properties
- c) RR 2006
- d) RR 2007

RESPONSE: Responsive, non-privileged documents, if any, have been produced in connection with the Debtors' Responses and Objections to First Request for Production of Documents.

REQUEST FOR PRODUCTION NO. 2 All Documents, including any reports, memoranda, communications, notes, or analyses pertaining to the decision to file a bankruptcy on behalf of Rockies Region 2007 Limited Partnership rather than following the dissolution, liquidation, and winding-up process as set forth in in Article IX of the Limited Partnership Agreement of Rockies Region 2007 Limited Partnership.

RESPONSE: Debtors have no responsive documents in their possession, custody or control.

REQUEST FOR PRODUCTION NO. 3 All Documents, including any reports, memoranda, communications, notes, or analyses pertaining to the decision to file a bankruptcy on behalf of Rockies Region 2006 Limited Partnership rather than following the dissolution, liquidation, and winding-up process as set forth in in Article IX of the Limited Partnership Agreement of Rockies Region 2006 Limited Partnership.

RESPONSE: Debtors have no responsive documents in their possession, custody or control.

Respectfully submitted this 3rd day of May, 2019.

GRAY REED & McGRAW LLP

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CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 3rd day of May, 2019, she caused a true and correct copy of the foregoing document to be served on the following parties via electronic mail.

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IN THE UNITED STATES BANKRUPTCY
NORTHERN DISTRICT OF TEXAS

IN RE: §
§
ROCKIES REGION 2006 § CASE NO. 18-33513-SGH11
LIMITED PARTNERSHIP §
§
and §
§
ROCKIES REGION 2007 § CASE NO. 18-33514SGJ11
LIMITED PARTNERSHIP §

341 CREDITORS' MEETING

DECEMBER 6, 2018

341 CREDITORS' MEETING was taken in the
above-styled and -numbered cause on the 6th of December,
2018, from 1:30 p.m. to 2:41 p.m., before Melisa Duncan,
CSR in and for the State of Texas, reported by machine
shorthand, at the offices of U.S. Trustee, 1100 Commerce,
Room 976, Dallas, Texas, in accordance with the Federal
Rules of Civil Procedure and agreement hereinafter set
forth.

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23 ALSO PRESENT:

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25

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1 P R O C E E D I N G S

2 MS. SCHMIDT: Go on the record. All right.

3 Today's date is December 6, 2018. This is the 341 Meeting
4 of Creditors for Rockies Region 2006 Limited Partnership
5 Case No. 18-33513SGH11 [sic] and Rockies Region 2007
6 Limited Partnership, Case No. 18-33514SGJ11.

7 My name is Erin Schmidt. I'm a trial
8 attorney with the U.S. Trustee's Office and the presiding
9 officer of this meeting.

10 And I think we've been here before in a
11 group of other related cases that I believe these are
12 jointly administered under -- is it -- is it -- these are
13 jointly administered under a different number, correct?

14 MS. WEBB: It's 18-33513.

15 MS. SCHMIDT: All right. Thank you. And
16 the way -- so we have here on behalf of the debtor, we do
17 have Karen Nicolaou. And I'm going to go -- you signed
18 the schedules and statement of financial affairs for both
19 cases?

20 MS. NICOLAOU: I did.

21 MS. SCHMIDT: The way I was thinking we
22 could proceed is I'm going to quickly ask questions about
23 the administrative -- the administration and the -- kind
24 of pro forma questions about the schedules and statement
25 of financial affairs for both cases and then I'll just

1 knowledge?

2 A. They are.

3 Q. And then did you review the statement of
4 financial affairs for 2007 before signing?

5 A. I did.

6 Q. And those are true and correct to the best of
7 your knowledge?

8 A. Yes.

9 MS. SCHMIDT: I'm going to reserve the right
10 to ask questions at the end. But let's see. Ms. Russell,
11 did you have any questions for the debtor -- debtors?

12 MS. RUSSELL: No, ma'am, I do not.

13 MS. SCHMIDT: Mr. Brouner or Mr. Weisbart,
14 do you have any questions?

15 MR. BROUNER: We're going to defer to
16 Mr. Foley.

17 MR. WEISBART: We may have a few in
18 conjunction with what he asks, but it'll be just a few.

19 MS. SCHMIDT: All right. And then
20 Mr. Foley, I imagine you have questions for Ms. Nicolaou.

21 MR. FOLEY: Yes, ma'am.

22 MS. SCHMIDT: All right. Very good.

23 EXAMINATION

24 BY MR. FOLEY:

25 Q. On what do you base your authority to sign the

1 Chapter 11 bankruptcy petition on behalf of the two debtor
2 partnerships?

3 A. Within the context of my retention agreement with
4 PDC, they indicated that they had the authority. I read
5 the partnership agreement. My counsel read the
6 partnership agreement. I relied on advice from counsel.

7 Q. Do you recall what particular provisions of the
8 partnership agreement you're relying upon that shows PDC
9 has the power to delegate responsibility for the
10 dissolution and winding up of the partnerships?

11 A. It's five and six, I think, in that area. It's
12 management. There's an indication that PDC can hire and
13 retain for any sort of service. There is an -- there are
14 exceptions to that rule that talk about they can do this
15 except for certain circumstances unless the partnerships
16 don't have cash flow.

17 So it's -- I am not an attorney. That is my
18 layman's reading of the verbiage and my recollection.

19 Q. Isn't it true that section -- well, first, both
20 partnerships are substantially the same, are they not?

21 A. They are.

22 Q. Isn't it true that Section 9.03 entitled Winding
23 Up in Subsection C says, quote, The winding up of the
24 affairs of the partnership and the distribution of its
25 assets shall be conducted exclusively by the managing

1 company called Harney Management Partners and yourself
2 appointed rather than Bridgepoint; isn't that true?

3 A. Yes.

4 Q. Why is it then that there's not a -- fee
5 agreement or retainer agreement between Harney Management
6 Partners and the debtors?

7 A. It's a long story. Harney Management Partners
8 is -- is an entity called Red Owl Investments doing
9 business as Harney Management Partners. The turnaround
10 and dispute resolution team at Bridgepoint Consulting,
11 which is about nine people, left Bridgepoint after it was
12 sold to Addison search and joined Harney in a -- an -- an
13 affiliate relationship.

14 So we actually -- I actually work for
15 Red Owl doing business as Harney affiliated with Harney
16 Management Partners out of Chicago. All of the
17 engagements, AR, etcetera, were assigned or -- I'm not --
18 that's a legal term. They were -- there was some
19 transaction in which the owner of Red Owl acquired the
20 employees, engagements, etcetera, of Bridgepoint. And
21 it's documented and counsel has reviewed the transaction.

22 Q. Now, what is the reason that you've asked the
23 bankruptcy court to appoint you as responsible party not
24 pursuant to Bankruptcy Code Section 227?

25 MS. WEBB: Objection to the extent it calls

1 for a legal conclusion.

2 A. I was advised to do so by counsel.

3 Q. (BY MR. FOLEY) Are you familiar that Bankruptcy
4 Code Section 327 contains the disinterestedness factors?

5 MS. WEBB: Objection. Ms. Nicolaou is not a
6 lawyer.

7 MS. SCHMIDT: This is -- okay. CROs are
8 typically hired under -- is it 363?

9 MS. WEBB: 363, the Jay --

10 MS. SCHMIDT: The Jay Alix protocol. So
11 this is -- this is a typical practice in bankruptcy
12 courts. You don't hire a responsible -- you don't hire
13 CROs under 327 typically. Under the Jay Alix protocol
14 it's typical to do it under 363.

15 Q. (BY MR. FOLEY) Now, what are you doing as the
16 responsible party that the general partner, PDC and the
17 partnerships can do -- cannot do outside the bankruptcy?

18 A. I don't think I understand the question.

19 Q. All right.

20 A. In what context?

21 Q. Now, you understand that PDC as the managing
22 general partner of the partnership has a fiduciary duty to
23 the partnerships, correct?

24 A. Correct.

25 Q. And to the limited partners?

1 include the value of the amount of the liabilities.

2 MS. RUSSELL: All right. I have no further
3 questions at this point.

4 MS. SCHMIDT: All right.

5 MS. WEBB: Erin, may I ask just one
6 clarifying question?

7 MS. SCHMIDT: Sure.

8 EXAMINATION

9 BY MS. WEBB:

10 Q. Ms. Nicolaou, when you testified earlier with
11 respect to that Colorado class action and the extent
12 you've done any analysis of that complaint, I believe you
13 testified that you personally have not; is that correct?

14 A. That's correct.

15 Q. But are you aware of whether your lawyers have
16 done such an analysis at your request?

17 A. They have done an analysis. I've had a -- couple
18 of three or four, ten conversations with the attorneys,
19 with your oil and gas folks, etcetera, so I haven't gone
20 out and -- I'm not a lawyer, so.

21 FURTHER EXAMINATION

22 BY MS. SCHMIDT:

23 Q. Ms. Nicolaou, do you have any of the debtor's
24 books and records here in Texas?

25 A. No. That's a function of how oil and gas

1 MS. SCHMIDT: All right. I've -- we're back
2 on the record. I've consulted with co-counsel Stephen
3 McKitt, and the U.S. Trustee is going to conclude the
4 Meeting of Creditors today. Thank you.

5 (Meeting was concluded.)
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1 STATE OF TEXAS *

2 I, Melisa Duncan, a Certified Shorthand Reporter
3 in and for the State of Texas, do hereby certify that the
4 foregoing proceedings as indicated were made before me by
5 the parties on the 6th day of December, 2018 at 1:30 p.m.,
6 located at 1100 Commerce, Room 976, Dallas, Texas and were
7 thereafter reduced to typewriting by me and under my
8 supervision.

9 I further certify the above and foregoing
10 proceedings as set forth in typewriting is a full, true,
11 correct and complete transcript of the proceedings had at
12 the time of taking said proceeding.

13 Given under my hand and seal of office on this
14 12th day of December, 2018.

15
16 
17

18
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