

Jason S. Brookner
Texas Bar No. 24033684
Lydia R. Webb
Texas Bar No. 24083758
Amber M. Carson
Texas Bar No. 24075610
GRAY REED & McGRAW LLP
1601 Elm Street, Suite 4600
Dallas, TX 75201
Telephone: (214) 954-4135
Facsimile: (214) 953-1332

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. §

**NOTICE OF TECHNICAL CORRECTION TO SOLICITATION VERSIONS OF
(I) DISCLOSURE STATEMENT FOR DEBTORS’ AMENDED JOINT CHAPTER 11 PLAN
AND (II) DEBTORS’ AMENDED JOINT CHAPTER 11 PLAN**

PLEASE TAKE NOTICE that on July 24, 2019, the Debtors filed the *Debtors’ Amended Joint Chapter 11 Plan* [Docket No. 226] (the “Plan”) and *Disclosure Statement for Debtors’ Amended Joint Chapter 11 Plan* [Docket No. 227] (the “Disclosure Statement”).

PLEASE TAKE FURTHER NOTICE that on August 26, 2019, the Court entered the *Order Approving Disclosure Statement, the Form of Ballots and Solicitation Procedures, Scheduling Certain Dates in Connection with the Confirmation, and Granting Related Relief* [Docket No. 246] (the “Disclosure Statement Order”).

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).

PLEASE TAKE FURTHER NOTICE that on August 27, 2019, the Debtors filed solicitation versions of the Plan and Disclosure Statement, which will be served no later than August 30, 2019 on each party in interest entitled to vote on the Plan. *See* Docket No. 251.

PLEASE TAKE FURTHER NOTICE that Schedule B to the Disclosure Statement contains an inadvertent calculation error. A revised Schedule B reflecting the changes in potential distributions to limited partners is attached hereto as **Exhibit A**. As set forth in Exhibit A, limited partners in Rockies Region 2006 Limited Partnership and Rockies Region 2007 Limited Partnership who elect to opt-out of the release in section 11.4 of the Plan will receive approximately \$71.11 and \$117.92 per unit, respectively, rather than \$281.79 and \$395.86 per unit, respectively. The estimated distribution for limited partners who do not opt-out of the release has not changed.

PLEASE TAKE FURTHER NOTICE that conforming changes made to the solicitation versions of the Disclosure Statement and Plan are attached hereto as **Exhibit B** and **Exhibit C**, respectively.

Respectfully submitted this 28th day of August, 2019.

GRAY REED & McGRAW LLP

By: /s/ Jason S. Brookner

Jason S. Brookner

Texas Bar No. 24033684

Lydia R. Webb

Texas Bar No. 24083758

Amber M. Carson

Texas Bar No. 24075610

1601 Elm Street, Suite 4600

Dallas, Texas 75201

Telephone: (214) 954-4135

Facsimile: (214) 953-1332

Email: jbrookner@grayreed.com

lwebb@grayreed.com

acarson@grayreed.com

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CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 28th day of August, 2019, he caused a true and correct copy of the foregoing document to be served via the Court's CM/ECF system on all those who have so-subscribed. The undersigned further certifies that the Debtors will cause the foregoing document to be served on all parties in interest via first class United States mail, postage prepaid as part of the solicitation package approved by the Court in the Disclosure Statement Order, which shall be mailed no later than August 30, 2019.

/s/ Jason S. Brookner

Jason S. Brookner

EXHIBIT A

Revised Schedule B to Disclosure Statement

Schedule B
Distribution Amounts

Partnership	Cash in Bank (6/30/19)		Cash Consideration	Settlement Payment	Less Balance LP Plaintiffs' Fee Award (see Schedule C)		Net Settlement Payment	Total non-PDC Partnership Distribution	Number of non-PDC owned units	non-PDC Distribution per Unit (non-opt out)	non-PDC Distribution per Unit (opt out)					
Rockies Region 2006	\$1,286.78	\$	304,000.00	\$	5,191,220.00	\$	845,193.08	\$	4,346,026.92	\$	4,651,313.70	4293.2755	\$	1,083.40	\$	71.11
Rockies Region 2007	\$47,013.45	\$	458,000.00	\$	5,911,780.00	\$	953,080.06	\$	4,958,699.94	\$	5,463,713.39	4282.834	\$	1,275.72	\$	117.92
Total	\$	48,300.23	\$	762,000.00	\$	11,103,000.00	\$	1,798,273.14	\$	9,304,726.86	\$	10,115,027.09				8576.11

EXHIBIT B

Changed Pages to Disclosure Statement

E. VOTING AND OPT-OUT RIGHTS

1. Voting on the Plan

Holders of Equity Interests in the Debtors are impaired under the Plan and are entitled to vote to accept or reject the Plan. No objections have been filed with respect to any Equity Interests. As a result, all holders of Equity Interests may vote to accept or reject the Plan. A Ballot casting a vote on the Plan may be disregarded if the Bankruptcy Court determines, after notice and a hearing, that such Ballot was not solicited or procured in good faith or in accordance with the provisions of the Bankruptcy Code.

All proofs of claim by creditors of the Debtors (not including Governmental Units), must have been filed with the Clerk of the Bankruptcy Court by March 6, 2019; proofs of claim by Governmental Units were due by April 29, 2019 (the last date to file a claim is referred to as the “Bar Date”). If a claimant already filed a proof of claim with the Bankruptcy Court, or if the claim in question was scheduled by the Debtors as not being contingent, unliquidated, or disputed, a proof of claim need not have been filed. The schedules for all of the Debtors were filed with the Bankruptcy Court on November 13, 2018, as amended on March 22, 2019, and are available for inspection on the website maintained by the Tabulation Agent at www.bmcgroup.com/rockiesregion, or upon written request to the Debtors’ counsel. As set forth in section 8.4(b) of the Plan, Equity Interest holders are not required to file proofs of interest in order to receive a distribution under the Plan. Any references in the Plan or Disclosure Statement to any Claims or Equity Interests shall not constitute an admission of the existence, nature, extent or enforceability thereof.

2. Opt-Out Rights

The Plan provides for certain third-party releases for PDC and others, as more fully described in section IV.C.3(b) hereof captioned “Global Settlement” and in section 11.4 of the Plan. If any holder of an Equity Interest does not wish to consent to a release of its individual claims and causes of action (if any) against the third parties proposed to be released, the Ballot accompanying this Disclosure Statement allows you to “opt-out” of the third party releases. If you choose to opt-out, you will forfeit your allocation of the \$11,130,000 payment being offered by PDC as consideration for the third party release. It is estimated that each unit holder in RR 2006 and RR 2007 who accepts the third party releases will receive an additional cash payment of approximately ~~\$800~~1,000 and ~~\$880~~1,150 per unit, respectively.

F. CONFIRMATION

There are two methods by which a plan may be confirmed: (i) the “acceptance” method, pursuant to which all impaired classes of claims and interests have voted in the requisite amounts to accept the plan and the plan otherwise complies with section 1129(a) of the Bankruptcy Code; and (ii) the “cram-down” method under section 1129(b) of the Bankruptcy Code, which is available even if classes of claims vote against the Plan.

to RR 2007, with each Settlement Payment being reduced pro rata on a per-unit-basis to account for each holder of an Equity Interest who has opted out of the release set forth in section 11.4 of the Plan. On the Distribution Date, in full and final satisfaction and release of any and all Causes of Action that could be asserted against PDC by the holder of an Equity Interest in either of the Debtors, the Settlement Payment (net of the unpaid balance of the LP Plaintiffs' Fee Award outstanding (if any) once funds in the Administrative Reserve have been exhausted) shall be distributed Pro Rata to the holders of Equity Interests in the Debtors who have not checked the box on the Ballot to opt out of the third party release provided for in section 11.4 of the Plan; *provided, however*, that no portion of the Settlement Payment shall be distributed to PDC. *Any holder of an Equity Interest who has checked the box on the Ballot to opt out of the third party release shall be deemed to have forfeited its right to its share of the applicable Settlement Payment.* For the avoidance of doubt, (i) the amount of the RR 2006 Settlement Payment shall be reduced by ~~\$801.61~~1,012.29 per unit for each unit held by each holder of an Equity Interest in RR 2006 who opts out of the release contained in section 11.4 of the Plan, and (ii) the amount of the RR 2007 Settlement Payment shall be reduced by ~~\$879.86~~1,157.81 per unit for each unit held by each holder of an Equity Interest in RR 2007 who opts out of the release contained in section 11.4 of the Plan.

(c) Purchase of Estate Assets. PDC shall purchase from the Debtors, and the Debtors shall sell to PDC, all of the Purchased Assets. The Purchased Assets shall be acquired by PDC free and clear of any and all liens, claims, interests and encumbrances. The Cash Consideration to be paid by PDC to the Debtors' Estates for the purchase, sale and assignment of the Purchased Assets shall be \$762,000 in the aggregate, with \$304,000 allocated to the assets purchased from RR 2006 and \$458,000 allocated to the assets purchased from RR 2007. PDC agrees to waive any right to recovery on account of its Equity Interest in the Debtors with respect to the Cash Consideration. In addition to the Cash Consideration, PDC shall assume all liabilities associated with the Purchased Assets, including but not limited to any and all P&A liability and any environmental liability associated with the Purchased Assets. On the Effective Date, PDC shall pay the Cash Consideration to the Debtors, and the Debtors shall execute and deliver to PDC such assignments, bills of sale and other instruments, in form and substance mutually agreed upon by the Debtors and PDC, as may be reasonably requested to convey ownership, title and possession of the Purchased Assets to PDC. PDC shall be deemed to be a good faith purchaser and shall be entitled to the protections of section 363(m) of the Bankruptcy Code.

(d) Waiver of Claim. As of the Petition Date, RR 2006 owed PDC \$1,366,662 for unpaid operating expenses, which, upon the Effective Date of the Plan, shall be deemed to be waived in full.

(e) LP Plaintiffs' Substantial Contribution Claims. Each of the five (5) named LP Plaintiffs shall receive \$15,000 as a substantial contribution in accordance with section 503(b)(3)(D) of the Bankruptcy Code, in addition to the distributions each will receive pursuant to the Plan. The LP Plaintiffs' Substantial Contribution Claims shall be paid from the Administrative Reserve at the same time as Allowed Fee Claims are paid.

EXHIBIT C

Changed Page to Plan

(a) Release of Estate Claims. In exchange for the consideration set forth in this section 6.2, the Debtors and PDC agree to the following releases: on the Effective Date the Debtors shall release and be permanently enjoined from any prosecution or attempted prosecution of any and all claims, obligations, suits, judgments, damages, rights, remedies, causes of action and liabilities of any nature, whether known or unknown, foreseen or unforeseen, liquidated or unliquidated, matured or unmatured, contingent or non-contingent, existing or hereafter arising, at law, in equity or otherwise, including any claims or causes of action under the Bankruptcy Code or other applicable law, which they have or may have against PDC and any of its respective members, managers, officers, directors, employees, partners, affiliates, funds, advisors, attorneys, agents and representatives and their respective property. On the Effective Date, PDC shall release and be permanently enjoined from any prosecution or attempted prosecution of any and all claims, obligations, suits, judgments, damages, rights, remedies, causes of action and liabilities of any nature, whether known or unknown, foreseen or unforeseen, liquidated or unliquidated, matured or unmatured, contingent or non-contingent, existing or hereafter arising, at law, in equity or otherwise, including any claims or causes of action under the Bankruptcy Code or other applicable law which it has or may have against the Responsible Party, the Debtors, and each of their respective members, managers, officers, directors, employees, partners, affiliates, funds, advisors, attorneys, agents and representatives and their respective property.

(b) Settlement Payment. As set forth more fully on the Ballot, all holders of Equity Interests in the Debtors shall be deemed to have consented to provisions of Article XI of the Plan, including the third party release described in section 11.4 of the Plan, regardless of whether a Ballot has been submitted, unless the holder of an Equity Interest has specifically checked the box on the Ballot to opt out of the third party release. In consideration for the release set forth in section 11.4 of the Plan and other releases set forth in this Plan, on the Effective Date, PDC shall pay the RR 2006 Settlement Payment to RR 2006 and shall pay the RR 2007 Settlement Payment to RR 2007, with each Settlement Payment being reduced pro rata on a per-unit-basis to account for each holder of an Equity Interest who has opted out of the release set forth in section 11.4 of the Plan. On the Distribution Date, in full and final satisfaction and release of any and all Causes of Action that could be asserted against PDC by the holder of an Equity Interest in either of the Debtors, the Settlement Payment (net of the unpaid balance of the LP Plaintiffs' Fee Award outstanding (if any) once funds in the Administrative Reserve have been exhausted) shall be distributed Pro Rata to the holders of Equity Interests in the Debtors who have not checked the box on the Ballot to opt out of the third party release provided for in section 11.4 of the Plan; *provided, however*, that no portion of the Settlement Payment shall be distributed to PDC. Any holder of an Equity Interest who has checked the box on the Ballot to opt out of the third party release shall be deemed to have forfeited its right to its share of the applicable Settlement Payment. For the avoidance of doubt, (i) the amount of the RR 2006 Settlement Payment shall be reduced by ~~\$801.61~~1,012.29 per unit for each unit held by each holder of an Equity Interest in RR 2006 who opts out of the release contained in section 11.4 of the Plan, and (ii) the amount of the RR 2007 Settlement Payment shall be reduced by ~~\$879.86~~1,157.81 per unit for each unit held by each holder of an Equity Interest in RR 2007 who opts out of the release contained in section 11.4 of the Plan.

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