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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

**REQUEST FOR STATUS CONFERENCE**

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, "Creditors") in their capacity as creditors, limited partners and parties in interest, request a status conference pursuant to 11 U.S.C. § 105(d) in these jointly administered cases to address the scheduling of various matters as identified below. In support of this request, Creditors would submit the following:

## I. PROCEDURAL BACKGROUND

1. On October 30, 2018 (the “Petition Date”) voluntary petitions were filed on behalf of Rockies Region 2006 Limited Partnership and Rockies Region 2007 Limited Partnership (together, the “Debtors”), both West Virginia limited partnerships, seeking relief under chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”) upon the directive and authority of PDC Energy, Inc. (“PDC”), the Debtors’ managing general partner.

2. Both petitions were executed by Karen Nicolaou (“Nicolaou”), having purportedly been appointed, authorized and empowered as the “Responsible Party” for each Debtor by PDC.

3. On November 8, 2018, the Court entered an order directing joint administration of the Debtors’ cases.

4. The Debtors continue to operate their businesses and manage their assets as debtors-in-possession pursuant to 11 U.S.C. §§ 1107 and 1108. No trustee or examiner has been appointed.

5. On October 30, 2018, the Debtors filed a *Debtor’s 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* (the “HMP Application”) [Doc. No. 12], seeking approval to engage Harney Management Partners (“HMP”) to provide a “Responsible Party” and personal and to designate Nicolaou as that “Responsible Party” pursuant to an “Engagement Agreement” to manage the chapter 11 process under Sections 105(a) and 363(b) of the Bankruptcy Code.

6. On November 23, 2018, Creditors timely filed their objection to the HMP Application [Doc. No. 61] (the “Retention Objection”), in part, on the basis that PDC was not authorized under each Debtor’s limited partnership agreement or the West Virginia Uniform

Limited Partnership Act (W. Va. Code § 47-9-1, et seq.) to delegate to Nicolaou the authority to execute or file the petitions that were filed on behalf of the Debtors.<sup>1</sup>

7. Hearing on the HMP Application has been scheduled for January 9, 2018. [Doc. No. 84].

8. On November 21, 2018, the Debtors filed their *Disclosure Statement for Debtors' Joint Chapter 11 Plan* [Doc. No. 58] and *Debtors' Joint Chapter 11 Plan* [Doc. No. 57].

9. On November 27, 2018, the Debtors filed their *Motion for Order (I) Approving Disclosure Statement, (II) Approving Form of Ballots and Solicitation Procedures, (III) Scheduling Certain Dates in Connection with Confirmation, and (IV) Granting Related Relief* [Doc. No. 70] (the "DS Motion"). A hearing on the DS Motion is scheduled for January 9, 2018 [Doc. No. 72].

10. On December 3, 2018, Creditors filed their *Motion for Dismissal of Chapter 11 Case* [Doc. No. 85] (the "Dismissal Motion") seeking dismissal of these cases on the basis that they were filed in bad faith and that PDC, as managing general partner, lacked authority to under the Partnership Agreements and applicable West Virginia law to file the petitions, and was not empowered under those agreements and law to delegate authority to Nicolaou to execute and file

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<sup>1</sup> Each Creditor is a limited partner of one of the Debtors and is a named plaintiff in an action pending as of the Petition Date styled *Dufresne et al. v. PDC et al.*, Case No. 17-cv-03079, in the United States District Court for Colorado (the "Civil Action"). In the Civil Action, plaintiffs allege that PDC has engaged in conduct that is harmful to the Partnerships and constitutes breaches of fiduciary duty, abuse of control, gross mismanagement, waste of the Partnerships' assets, unjust enrichment, and breaches of the Limited Partnership Agreements (the "PDC Claims"). Importantly, the PDC Claims in the Civil Action involve *both* derivative claims on behalf of the Debtor Partnerships and separately pleaded class claims brought directly on behalf of the Objectors and all limited partners in the Debtor Partnerships. The Civil Action alleges that PDC breached its fiduciary duty by failing to develop the spacing units owned by the Partnerships in the Wattenberg Field in Colorado, and by profiting from the drilling of horizontal wells that pass through those spacing units.

the petitions on behalf of the Debtors. Creditors estimate that hearing on the Dismissal Motion will take a full day.

## **II. RELIEF REQUESTED**

11. Creditors desire to have a reasonable opportunity to conduct discovery with regard to the issues raised by the Retention Objection, the Dismissal Motion and the Disclosure Statement.

12. Given the hearings scheduled for January 9, 2019, and the impact of the Retention Objection and Dismissal Motion, Creditors, request a status conference with the Court to address the scheduling of discovery in relation to these matters, scheduling hearing on the Dismissal Motion, the rescheduling of the pending hearings and other matters in relation to these cases.

13. Creditors would ask that a status conference on these matters be scheduled no later than December 17, 2018. Creditors would estimate that such conference would require 15-30 minutes.

## **III. PRAYER**

WHEREFORE, Creditors respectfully request that the Court grant this request and set a status conference in this matter for a date no later than December 17, 2018, and that it grant them for such other and further relief, at law or in equity, to which they are justly entitled.

DATED this 6<sup>th</sup> day of December 2018. Respectfully Submitted,

/s/ Mark A. Weisbart

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THE GLICKMAN FAMILY TRUST DATED AUGUST 29, 1994

### **CERTIFICATE OF SERVICE**

The undersigned hereby certifies that on December 6, 2018, a true and correct copy of the foregoing paper was served by electronic mail via the Court's ECF system or via email to the parties identified below and first-class US mail to those parties on Exhibit A:

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Exhibit A  
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