

# MEMORIAL PRODUCTION PARTNERS LP

## **FORM 8-K** (Current report filing)

Filed 04/28/17 for the Period Ending 04/28/17

Address	500 DALLAS STREET SUITE 1600 HOUSTON, TX 77002
Telephone	713-588-8300
CIK	0001521847
Symbol	MEMP
SIC Code	1311 - Crude Petroleum and Natural Gas
Industry	Oil & Gas Exploration and Production
Sector	Energy
Fiscal Year	12/31

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 8-K**

CURRENT REPORT PURSUANT TO  
SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): April 28, 2017 (April 28, 2017)

**MEMORIAL PRODUCTION PARTNERS LP**

(Exact Name of Registrant as Specified in Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation or  
Organization)

**001-35364**

(Commission File Number)

**90-0726667**

(I.R.S. Employer Identification No.)

**500 Dallas Street, Suite 1600**

**Houston, Texas**

(Address of Principal Executive Offices)

**77002**

(Zip Code)

Registrant's telephone number, including area code: **(713) 490-8900**

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 7.01 Regulation FD Disclosure.**

As previously disclosed, on January 16, 2017, Memorial Production Partners LP (the “Partnership”) and certain of its subsidiaries (collectively with the Partnership, the “Debtors”) filed voluntary petitions under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the “Court”) to pursue a Joint Chapter 11 Plan of the Debtors (as proposed, the “Plan”).

On April 28, 2017, the Debtors filed their monthly operating report, which included financial information as of March 31, 2017 and for the period covering March 1, 2017 through March 31, 2017 (the “Monthly Operating Report”) with the Court. The Monthly Operating Report is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information contained in this Item 7.01 shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any of the Partnership’s filings under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing.

**Cautionary Note Regarding the Monthly Operating Report**

The Partnership cautions investors and potential investors not to place undue reliance upon the information contained in the Monthly Operating Report which was not prepared for the purpose of providing the basis for an investment decision relating to any of the securities of the Partnership. The Monthly Operating Report is limited in scope, covers limited time periods, and has been prepared solely for the purpose of complying with the monthly reporting requirements of the Court. The Monthly Operating Report was not audited or reviewed by independent accountants, was not prepared in accordance with U.S. generally accepted accounting principles, is in a format prescribed by applicable bankruptcy laws, and is subject to future adjustment and reconciliation. There can be no assurance that, from the perspective of an investor or potential investor in the Partnership’s securities, the Monthly Operating Report is complete. The Monthly Operating Report also contains information for a period which is shorter and otherwise different from those required in the Partnership’s periodic reports pursuant to the Exchange Act, and such information might not be indicative of the Partnership’s financial condition or operating results for a period that would be reflected in the Partnership’s financial statements or in its reports pursuant to the Exchange Act. Information set forth in the Monthly Operating Report should not be viewed as indicative of future results.

**Cautionary Note Regarding Forward-Looking Statements**

This Current Report on Form 8-K, including the exhibit hereto, includes “forward-looking statements.” All statements, other than statements of historical facts, included in this Current Report on Form 8-K that address activities, events or developments that the Partnership expects, believes or anticipates will or may occur in the future are forward-looking statements. Terminology such as “will,” “would,” “should,” “could,” “expect,” “anticipate,” “plan,” “project,” “intend,” “estimate,” “believe,” “target,” “continue,” “potential,” the negative of such terms or other comparable terminology are intended to identify forward-looking statements. These statements include, but are not limited to, statements about financial restructuring or strategic alternatives and the Partnership’s expectations of plans, goals, strategies (including measures to implement strategies), objectives and anticipated results with respect thereto. These statements are based on certain assumptions made by the Partnership based on its experience and perception of historical trends, current conditions, expected future developments and other factors it believes are appropriate in the circumstances, but such assumptions may prove to be inaccurate. Such statements are also subject to a number of risks and uncertainties, many of which are beyond the control of the Partnership, which may cause the Partnership’s actual results to differ materially from those implied or expressed by the forward-looking statements. These include risks and uncertainties relating to, among other things: the ability to consummate the Plan; the bankruptcy process, including the effects thereof on the Partnership’s business and on the interests of various constituents, the length of time that the Partnership may be required to operate in bankruptcy and the continued availability of operating

capital during the pendency of such proceedings; third party motions in any bankruptcy case, which may interfere with the ability to consummate a plan of reorganization; the potential adverse effects of bankruptcy proceedings on the Partnership's liquidity or results of operations; increased costs to execute the financial restructuring; the Partnership's efforts to reduce leverage; the Partnership's level of indebtedness including its ability to satisfy its debt obligations; risks related to the Partnership's ability to generate sufficient cash flow, to make payments on its obligations and to execute its business plan and the terms of the Plan; the Partnership's ability to access funds on acceptable terms, if at all, because of the terms and conditions governing the Partnership's indebtedness or otherwise; the uncertainty of the impact that any financial restructuring implemented will have on the market for the Partnership's publicly traded securities; tax consequences of business transactions; and changes in commodity prices and hedge positions and the risk that the Partnership's hedging strategy may be ineffective or may reduce its income. Please read the Partnership's filings with the SEC, including "Risk Factors" in the Partnership's Annual Report on Form 10-K, and if applicable, the Partnership's Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, which are available on the Partnership's Investor Relations website at <http://investor.memorialpp.com/sec.cfm> or on the SEC's website at <http://www.sec.gov>, for a discussion of risks and uncertainties that could cause actual results to differ from those in such forward-looking statements. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this Current Report on Form 8-K. All forward-looking statements in this Current Report on Form 8-K are qualified in their entirety by these cautionary statements. Except as required by law, the Partnership undertakes no obligation and does not intend to update or revise any forward-looking statements, whether as a result of new information, future results or otherwise.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits* .

<b>Exhibit Number</b>	<b>Description</b>
99.1	Monthly Operating Report as of March 31, 2017 and for the period covering March 1, 2017 through March 31, 2017, as filed with the United States Bankruptcy Court for the Southern District of Texas, Houston Division on April 28, 2017

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MEMORIAL PRODUCTION PARTNERS LP**

By: Memorial Production Partners GP LLC,  
its general partner

Date: April 28, 2017

By: /s/ Jason M. Childress  
Jason M. Childress  
Vice President, General Counsel & Corporate Secretary

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**EXHIBIT INDEX**

**Exhibit Number**

**Description**

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99.1

Monthly Operating Report as of March 31, 2017 and for the period covering March 1, 2017 through March 31, 2017, as filed with the United States Bankruptcy Court for the Southern District of Texas, Houston Division on April 28, 2017

MOR-1

UNITED STATES BANKRUPTCY COURT

CASE NAME: Memorial Production Partners LP, et al.  
 CASE NUMBER: 17-30262  
 PROPOSED PLAN DATE: TBD

PETITION DATE: 01/16/17  
 DISTRICT OF TEXAS: Southern  
 DIVISION: Houston

MONTHLY OPERATING REPORT SUMMARY

(Amounts in Thousands)	MEMP*
MONTH	Mar-17
REVENUES (MOR-6)	\$24,986
OPERATING INCOME (LOSS) (MOR-6)	\$ (1,744)
NET INCOME (LOSS) (MOR-6)	\$ (4,426)
PAYMENTS TO INSIDERS (MOR-9)	\$ 179
PAYMENTS TO PROFESSIONALS (MOR-9)	\$ 1,326
TOTAL DISBURSEMENTS (MOR-7)	\$28,058

\*\*\*The original of this document must be filed with the United States Bankruptcy Court and a copy must be sent to the United States Trustee\*\*\*

REQUIRED INSURANCE MAINTAINED AS OF SIGNATURE DATE

	Term
Directors' & Officers' Liability	<u>6/1/16 - 6/1/17</u>
Oil Pollution Act Liability	<u>10/31/16 - 10/31/17</u>
Workers' Compensation/Employer's Liability	<u>6/1/16 - 6/1/17</u>
Excess Liability	<u>10/31/16 - 10/31/17</u>
Other	<u>Various</u>

Are all accounts receivable being collected within terms?  Yes  No  
 Are all post-petition liabilities, including taxes, being paid within terms?  Yes  No  
 Have all tax returns and other required government filings been timely paid?  Yes  No  
 Have any pre-petition liabilities been paid?  Yes  No  
 If so, describe Payments made consistent with First Day Orders  
 Are all funds received being deposited into Debtor in Possession bank accounts?  Yes  No  
 Were any assets disposed of outside the normal course of business?  Yes  No  
 If so, describe \_\_\_\_\_  
 Are all U.S. Trustee Quarterly Fee Payments current?  Yes  No

What is the status of your Plan of Reorganization? Plan of Reorganization confirmed on 4/14/17.

ATTORNEY NAME: Courtney K. Stone  
 FIRM NAME: Weil, Gotshal & Manges LLP  
 ADDRESS: 700 Louisiana St, Suite 1700  
 CITY, STATE, ZIP: Houston, TX 77002-2755  
 TELEPHONE/FAX: 713-546-5000 / 713-224-9511  
 EMAIL: courtney.stone@weil.com

INITIALS \_\_\_\_\_  
 DATE \_\_\_\_\_  
 UST USE ONLY **SIGNED** /s/ Matthew J. Hoss Vice President, Accounting  
 (ORIGINAL SIGNATURE) TITLE  
Matthew J. Hoss 4/28/2017  
 (PRINT NAME OF SIGNATORY) DATE

MOR-1

\* Memorial Production Partners LP, et al.

The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are: Memorial Production Partners LP (6667); Memorial Production Partners GP LLC; MEMP Services LLC (1887); Memorial Production Operating LLC; Memorial Production Finance Corporation (3356); WHT Energy Partners LLC; WHT Carthage LLC; Memorial Midstream LLC; Beta Operating Company, LLC; Columbus Energy, LLC; Rise Energy Operating, LLC; Rise Energy Minerals, LLC; Rise Energy Beta, LLC; San Pedro Bay Pipeline Company (1234); and Memorial Energy Services LLC. The Debtors' mailing address is 500 Dallas Street, Suite 1600, Houston, Texas 77002.

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**CASE NAME:** Memorial Production Partners LP, et al.  
**CASE NUMBER:** 17-30262

**Notes to the Monthly Operating Report**

**INTRODUCTION:**

This monthly operating report (“MOR”) is unaudited and does not purport to represent financial statements prepared in accordance with GAAP nor is it intended to fully reconcile to the consolidated financial statements prepared by the Debtors. Unlike the consolidated financial statements, the MOR reflects the assets and liabilities of each Debtor, except where otherwise indicated. Information contained in the MOR has been derived from the Debtors’ books and records. Therefore, in order to comply with their obligations to provide MORs during these Chapter 11 Cases, the Debtors have prepared this MOR using the best information presently available to them, which has been collected, maintained, and prepared in accordance with their historical accounting practices. This MOR is, thus, true and accurate to the best of the Debtors’ knowledge, information and belief based on currently available data. The results of operations and financial position contained herein are not necessarily indicative of results that may be expected for any other period or for the full year and may not necessarily reflect the consolidated results of operations and financial position of the Debtors in the future.

**RESERVATION OF RIGHTS:**

Given the complexity of the Debtors’ business, inadvertent errors or omissions may have occurred. Accordingly, the Debtors hereby reserve all of their rights to dispute the validity, status, enforceability, or executory nature of any claim amount, representation or other statement in this Monthly Operating Report and reserve the right to amend or supplement this Monthly Operating Report, if necessary, but shall be under no obligation to do so.

**Notes to MOR-1 and MOR-2:**

The income statement and balance sheet are represented on a consolidated basis at the Memorial Production Partners LP (“MEMP”) level. Intercompany balances have been eliminated for all MEMP debtors.

**Notes to MOR-3:**

Prepetition interest payable has been included in reported amounts for Debt.



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**CASE NAME:** Memorial Production Partners LP, et al.  
**CASE NUMBER:** 17-30262

### **Notes to the Monthly Operating Report**

**Notes to MOR-4:**

The Debtors have sought to allocate liabilities between the prepetition and postpetition periods based upon the information available at the time of, and research conducted in connection with, the preparation of this MOR. As additional information becomes available and further research is conducted, the Debtors' allocation of liabilities between the prepetition and postpetition periods may change. The liability information, except as otherwise noted, is listed as of the close of business as of the end of the month. Accordingly, the Debtors reserve all rights to amend, supplement or otherwise modify this MOR as necessary and appropriate. Accrued liabilities have not been evaluated as liabilities subject to compromise and are subject to material change.

**Notes to MOR-5:**

The accounts payable and account receivable agings are presented on a consolidated basis at the MEMP level. Intercompany balances are excluded from the agings.

**Notes to MOR-6:**

The income statement is presented on a consolidated basis. Reorganization items, net primarily represents legal and other professional advisory fees directly associated with the Chapter 11 proceedings since the Petition Date.

**Notes to MOR-7:**

Although payment of prepetition claims is generally not permitted, the Bankruptcy Court has authorized the Debtors to pay certain prepetition claims in designated categories. This relief generally was designed to preserve the value of the Debtors' business and assets. The Debtors have paid and continue to pay undisputed postpetition obligations in the ordinary course of business.

Intercompany receipts and disbursements are excluded from this report. Based on centralized cash management practices, almost all disbursements are made by Memorial Production Operating LLC and Beta Operating Company, LLC on behalf of all Debtors. To conform to U.S. Trustee disbursement reporting requests to track disbursements by Debtor, the Debtors have made a reasonable effort to assign these disbursements to the entity on whose behalf the payment was made, but this assignment may differ somewhat from the final intercompany accounting. The Debtors have added a second column (2) to show the corporate entity that made the disbursement.

**Notes to MOR-8:**

MOR-08 excludes restricted accounts related to decommissioning funds and collateral deposits totaling \$155,887,562 as of March 31, 2017 and a lockbox the Debtors maintain. Any checks sent to the lockbox are deposited into account ending x3030 the same day.

**Notes to MOR-9:**

The list of insiders is consistent with public disclosures of Memorial Production Partners LP and other filings associated with this Chapter 11 case. Payments to ordinary course professionals or consultants are not included in MOR-9.

Payments to insiders in February, 2017 include \$1.025 million in payments under the Key Employee Incentive Plan. These payments were funded by a nondebtor entity, MEMP S-1 Inc. The funds flowed from MEMP S-1 Inc. through the main operating account of Memorial Production Operating LLC to MEMP Services LLC, the entity that processes employee payroll, for processing and disbursement.

**CASE NAME:** Memorial Production Partners LP, et al.  
**CASE NUMBER:** 17-30262

**UNITED STATES BANKRUPTCY COURT**  
**MOR-2 - COMPARATIVE BALANCE SHEETS**

PETITION DATE: 01/16/17  
DISTRICT OF TEXAS: Southern  
PERIOD: As of March 31, 2017

**COMPARATIVE BALANCE SHEETS**  
**(Amounts in Thousands)**

<i>Unaudited</i>	<u>MEMP (*)</u> <u>MONTH</u> <u>Jan-17</u>	<u>MEMP (*)</u> <u>MONTH</u> <u>Feb-17</u>	<u>MEMP (*)</u> <u>MONTH</u> <u>Mar-17</u>
<b>ASSETS</b>			
<b>Current assets:</b>			
Cash and cash equivalents	\$ 49,147	\$ 65,807	\$ 73,154
Accounts receivable	35,164	31,319	30,823
Short-term derivative instruments	39,598	43,300	42,567
Prepaid expenses and other current assets	11,903	9,719	7,512
Total current assets	<u>135,812</u>	<u>150,146</u>	<u>154,055</u>
<b>Property and equipment, at cost:</b>			
Oil and natural gas properties	3,116,032	3,118,152	3,119,878
Support equipment and facilities	199,121	199,061	199,304
Other PP&E	15,394	15,394	15,394
Accumulated depreciation, depletion and impairment	<u>(1,768,946)</u>	<u>(1,771,049)</u>	<u>(1,777,671)</u>
Property and equipment, net	1,561,602	1,561,557	1,556,905
Long-term derivative instruments	37,061	35,968	34,797
Restricted investments	155,783	155,838	155,888
Other long-term assets	2,060	2,016	1,973
Total assets	<u>\$ 1,892,318</u>	<u>\$ 1,905,525</u>	<u>\$ 1,903,617</u>

\* See MOR Notes

**MOR-2**

CASE NAME: Memorial Production Partners LP, et al.  
CASE NUMBER: 17-30262

**UNITED STATES BANKRUPTCY COURT**  
**MOR-3 - COMPARATIVE BALANCE SHEETS**

PETITION DATE: 01/16/17  
DISTRICT OF TEXAS: Southern  
PERIOD: As of March 31, 2017

**COMPARATIVE BALANCE SHEETS**  
**(Amounts in Thousands)**

<i>Unaudited</i>	<u>MEMP</u>	<u>MEMP</u>	<u>MEMP</u>
	<u>MONTH</u>	<u>MONTH</u>	<u>MONTH</u>
	<u>Jan-17</u>	<u>Feb-17</u>	<u>Mar-17</u>
<b>LIABILITIES</b>			
Liabilities:			
Post-petition liabilities (MOR-4)	\$ 633,692	\$ 638,041	\$ 664,783
Liabilities subject to compromise (LSTC):			
Accounts payable	3,033	2,345	1,257
Revenues payable	25,453	23,437	0
Debt (*)	1,157,656	1,157,605	1,161,048
Total liabilities subject to compromise	1,186,142	1,183,387	1,162,305
Total liabilities	1,819,834	1,821,428	1,827,089
Equity:			
Partners' equity	72,483	84,097	76,528
Total partners' equity	72,483	84,097	76,528
Total liabilities and equity	<b>\$1,892,318</b>	<b>\$1,905,525</b>	<b>\$1,903,617</b>

\* See MOR Notes

**MOR-3**

CASE NAME: Memorial Production Partners LP, et al.  
CASE NUMBER: 17-30262

**UNITED STATES BANKRUPTCY COURT**  
**MOR-4 - SCHEDULE OF POST-PETITION LIABILITIES**

PETITION DATE: 01/16/17  
DISTRICT OF TEXAS: Southern  
PERIOD: As of March 31, 2017

**COMPARATIVE BALANCE SHEETS**  
**(Amounts in Thousands)**

<i>Unaudited</i>	<u>MEMP</u> <u>MONTH</u> <u>Jan-17</u>	<u>MEMP</u> <u>MONTH</u> <u>Feb-17</u>	<u>MEMP</u> <u>MONTH</u> <u>Mar-17</u>
<b>Current liabilities:</b>			
Accounts payable	\$ 281	\$ 2,484	\$ 2,483
Revenues payable	0	0	22,678
Accrued liabilities	17,857	19,206	22,601
Short-term derivative instruments	0	0	0
Current portion of long-term debt	454,799	454,799	454,799
Accrued interest payable	0	0	0
Other accrued liabilities	0	0	0
Total current liabilities	<u>472,937</u>	<u>476,489</u>	<u>502,561</u>
<b>Noncurrent liabilities:</b>			
Long-term derivative instruments	0	0	0
Long-term debt	0	0	0
Asset retirement obligations	155,740	156,567	157,390
Other long-term liabilities	5,016	4,986	4,832
Total noncurrent liabilities	<u>160,755</u>	<u>161,553</u>	<u>162,223</u>
<b>TOTAL POST-PETITION LIABILITIES (*) (MOR-3)</b>	<b><u>\$633,692</u></b>	<b><u>\$638,041</u></b>	<b><u>\$664,783</u></b>

\* See MOR Notes

**MOR-4**

CASE NAME: Memorial Production Partners LP, et al.  
CASE NUMBER: 17-30262

**UNITED STATES BANKRUPTCY COURT**  
**MOR-5 - POST-PETITION AP/AR AGING**

PETITION DATE: 01/16/17  
DISTRICT OF TEXAS: Southern  
PERIOD: As of March 31, 2017

**AGING OF POST-PETITION PAYABLES**  
**(Amounts in Thousands)**

<u>Unaudited</u> <u>DAYS</u>	<u>MEMP</u> <u>Jan-17</u>	<u>MEMP</u> <u>Feb-17</u>	<u>MEMP</u> <u>Mar-17</u>
0-30	\$ 281	\$ 2,467	\$ 2,482
31-60	0	17	1
61-90	0	0	0
91+	0	0	0
<b>TOTAL</b>	<b>\$ 281</b>	<b>\$ 2,484</b>	<b>\$ 2,483</b>

**AGING OF ACCOUNTS RECEIVABLES**  
**(Amounts in Thousands)**

<u>Unaudited</u> <u>DAYS</u>	<u>MEMP</u> <u>Jan-17</u>	<u>MEMP</u> <u>Feb-17</u>	<u>MEMP</u> <u>Mar-17</u>
0-30	\$34,582	\$30,861	\$29,956
31-60	238	236	120
61-90	13	36	19
91+	331	186	728
<b>TOTAL</b>	<b>\$35,164</b>	<b>\$31,319</b>	<b>\$30,823</b>

**MOR-5**

CASE NAME: Memorial Production Partners LP, et al.  
CASE NUMBER: 17-30262

**UNITED STATES BANKRUPTCY COURT**  
**MOR-6 - CONSOLIDATED STATEMENTS OF OPERATIONS**

PETITION DATE: 01/16/17  
DISTRICT OF TEXAS: Southern  
PERIOD: March 1, 2017 - March 31, 2017

**Consolidated Statements of Operations**  
**(Amounts in Thousands)**

<i>Unaudited</i>	<u>MEMP</u> 17-Jan to 31-Jan	<u>MEMP</u> 1-Feb to 28-Feb	<u>MEMP</u> 1-Mar to 31-Mar
Revenues and other:			
Oil & natural gas sales	\$14,635	\$26,052	\$24,986
Other revenues	53	0	0
Total revenues	14,688	26,052	24,986
Costs and expenses:			
Lease operating	4,479	8,130	8,601
Gathering, processing, and transportation	1,407	2,340	2,788
Exploration	7	0	3
Taxes other than income	1,052	937	1,155
Depreciation, depletion and amortization	5,425	10,063	6,608
Impairment of proved oil and natural gas properties	0	0	0
General and administrative	2,270	4,235	9,782
Accretion of asset retirement obligations	400	827	841
(Gain) loss on commodity derivative instruments	(596)	(5,961)	(3,048)
(Gain) loss on sale of properties	0	0	0
Other, net	0	3	2
Total costs and expenses	14,444	20,574	26,731
Other income (expense):			
Interest expense, net	(831)	(1,492)	(1,695)
Other, net	0	3	4
Total other income (expense)	(831)	(1,489)	(1,691)
Reorganization items, net (*)	(4,370)	(2,202)	(1,082)
Income (loss) before income taxes	(4,957)	1,787	(4,517)
Income tax benefit	0	0	(91)
Net Income (loss)	<u>\$ (4,957)</u>	<u>\$ 1,787</u>	<u>\$ (4,426)</u>

\* See MOR Notes

**MOR-6**

CASE NAME: Memorial Production Partners LP, et al.  
CASE NUMBER: 17-30262

UNITED STATES BANKRUPTCY COURT  
MOR-7 - CASH RECEIPTS AND DISBURSEMENTS

PETITION DATE: 01/16/17  
DISTRICT OF TEXAS: Southern  
PERIOD: March 1, 2017 - March 31, 2017

Cash Receipts and Disbursements

(Amounts in Thousands)

<u>Company Name</u>	<u>Case Number</u>	<u>Cash Receipts</u>	<u>Cash Disbursements 1</u>	<u>Cash Disbursements 2</u>
Memorial Production Partners LP	17-30262	\$ 0	\$ 0	\$ 0
Memorial Production Finance Corporation	17-30248	0	0	0
San Pedro Bay Pipeline Company	17-30249	0	340	340
Rise Energy Beta, LLC	17-30250	0	2,197	0
Rise Energy Minerals, LLC	17-30251	0	0	0
Rise Energy Operating, LLC	17-30252	0	0	0
Beta Operating Company, LLC	17-30253	5,943	737	2,933
Columbus Energy, LLC	17-30254	0	1,570	0
WHT Carthage LLC	17-30255	0	0	0
WHT Energy Partners LLC	17-30256	0	666	0
Memorial Energy Services LLC	17-30257	0	0	0
Memorial Midstream LLC	17-30258	0	0	0
Memorial Production Operating LLC	17-30259	29,418	19,009	21,246
MEMP Services LLC	17-30260	44	3,539	3,539
Memorial Production Partners GP LLC	17-30261	0	0	0
<b>Total</b>		<b>\$ 35,405</b>	<b>\$ 28,058</b>	<b>\$ 28,058</b>

<sup>1</sup> See MOR Notes. Reflects estimated disbursements made on behalf of the respective debtor and subject to US Trustee Quarterly Fees.

<sup>2</sup> See MOR Notes. Reflects disbursements made from the cash accounts of the respective debtor.

MOR-7

CASE NAME: Memorial Production Partners LP, et al.  
CASE NUMBER: 17-30262

**UNITED STATES BANKRUPTCY COURT**  
**MOR-8 - CASH RECONCILIATION**

PETITION DATE: 01/16/17  
DISTRICT OF TEXAS: Southern  
PERIOD: As of March 31, 2017

**Bank Account Information (\*)**  
**(Amounts in Thousands)**

<u>BANK NAME</u>	<u>COMPANY NAME</u>	<u>ACCOUNT NUMBER</u> <u>ENDING</u>	<u>BANK BALANCE</u>	<u>ENDING CASH -</u> <u>PER BOOKS</u>
Wells Fargo	Memorial Production Operating LLC	3030	\$ 77,206	\$ 77,206
Wells Fargo	Memorial Production Operating LLC	2164	0	(1,216)
Wells Fargo	Memorial Production Operating LLC	2179	0	(2,304)
Wells Fargo	Beta Operating LLC	1869	0	(0)
Wells Fargo	Beta Operating LLC	0759	0	(317)
Wells Fargo	MEMP Services LLC	0902	0	0
Wells Fargo	MEMP Services LLC	0910	0	0
Wells Fargo	MEMP Services LLC	1926	0	(192)
Wells Fargo	San Pedro Bay Pipeline Company	4044	0	0
Wells Fargo	San Pedro Bay Pipeline Company	0767	0	(22)
<b>Total</b>			<b>\$ 77,206</b>	<b>\$ 73,154</b>

\* See MOR Notes

**MOR-8**



CASE NAME: Memorial Production Partners LP, et al.  
CASE NUMBER: 17-30262

**UNITED STATES BANKRUPTCY COURT**  
**MOR - 9 - PAYMENTS TO INSIDERS AND PROFESSIONALS**

PETITION DATE: 01/16/17  
DISTRICT OF TEXAS: Southern  
PERIOD: March 1, 2017 - March 31, 2017

**PAYMENTS TO INSIDERS AND PROFESSIONALS (\*)**  
**(Amounts in Thousands)**

Of the total disbursements shown for the month, list the amount paid to insiders (as defined in Section 101(31)(A)-(F) of the U.S. Bankruptcy Code) and the professionals.

Also, for insiders, identify the type of compensation paid (e.g., salary, commission, bonus, etc.) (Attach additional pages as necessary).

INSIDERS: NAME/COMP TYPE	PERIOD		
	1/17/2017 - 1/31/2017	2/1/2017 - 2/28/2017	3/1/2017 - 3/31/2017
1. William J. Scarff/Salary; Exp Reimb; Benefits**	\$ 29	\$ 415	\$ 51
2. Christopher S. Cooper/Salary; Exp Reimb; Benefits**	22	258	39
3. Robert L. Stillwell, Jr./Salary; Exp Reimb; Benefits**	21	251	37
4. Jason M. Childress/Salary; Exp Reimb; Benefits**	17	242	30
5. Matthew J. Hoss/Salary; Exp Reimb; Benefits**	12	102	22
6. Jonathan M. Clarkson/Director's Fees	0	0	0
7. P. Michael Highum/Director's Fees	0	0	0
8. W. Donald Brunson/Director's Fees	0	0	0
9. John A. Weinzierl/Director's Fees	0	0	0
<b>TOTAL INSIDERS (MOR-1)</b>	<b>\$ 101</b>	<b>\$ 1,268</b>	<b>\$ 179</b>

PROFESSIONALS	PERIOD		
	1/17/2017 - 1/31/2017	2/1/2017 - 2/28/2017	3/1/2017 - 3/31/2017
1. Linklaters LLP	\$ 0	\$ 503	265
2. Davis Polk & Wardwell LLP	0	320	605
3. Miller Buckfire & Co LLC	0	156	151
4. Opportune	0	67	39
5. Vinson & Elkins	0	38	22
6. Perella Weinberg Partners LP	0	0	153
7. Haynes and Boone, LLP	0	0	38
8. Norton Rose Fulbright LLP	0	0	38
9. Joele Frank, Wilkinson Brimmer Katcher	0	0	16
<b>TOTAL PROFESSIONALS (MOR-1)</b>	<b>\$ 0</b>	<b>\$ 1,085</b>	<b>\$ 1,326</b>

\* See MOR Notes

\*\* Payments to insiders in February, 2017 include \$1.025 million in payments under the Key Employee Incentive Plan. These payments were funded by a non-debtor entity, MEMP S-1 Inc. The funds flowed from MEMP S-1 Inc. through the main operating account of Memorial Production Operating LLC to MEMP Services LLC, the entity that processes employee payroll, for processing and disbursement.

**MOR-9**