

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF ALASKA**

In re:	§	Chapter 11
	§	
Cook Inlet Energy, LLC, <i>et al.</i> ; ¹	§	Case No. 15-00236
	§	
Debtors.	§	Jointly Administered

NOTICE OF CONFIRMATION HEARING

On December 17, 2015, the Bankruptcy Court entered its *Order Granting the Motion to (I) Approve Disclosure Statement and the Form and Manner of Service Related Thereto; (II) Set Dates for the Objection Deadline and Hearing Relating to Confirmation of the Plan; and (III) Authorize Related Relief* [Docket No. 376] (the “Order”). Among other things, the Order approved the *Disclosure Statement to Accompany the Joint Plan of Reorganization of Miller Energy Resources, Inc., and Its Debtor Subsidiaries Under Chapter 11 of the Bankruptcy Code* (the “Disclosure Statement”) filed by the above-referenced debtors and debtors-in-possession (the “Debtors”). In the Order, the Court found that the Disclosure Statement contains adequate information within the meaning of Bankruptcy Code § 1125. You are being provided this Notice with respect to the *Joint Plan of Reorganization of Miller Energy Resources, Inc., and Its Debtor Subsidiaries Under Chapter 11 of the Bankruptcy Code* (the “Plan”).²

Plan Summary

The following is an overview of the treatment to be afforded to each Class of Claims or Equity Interests as provided under the Plan. It is provided for convenience only and is specifically qualified by the Plan itself.

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are Cook Inlet Energy, LLC, an Alaska limited liability company (6643); Miller Energy Resources, Inc., a Tennessee corporation (8629); Miller Drilling, TN LLC, a Tennessee limited liability company (8891); Miller Energy Services, LLC, a Delaware limited liability company (8670); Miller Energy GP, LLC, a Delaware limited liability company (0999); Miller Rig & Equipment, LLC, a Delaware limited liability company (8727); East Tennessee Consultants, Inc., a Tennessee corporation (3108); East Tennessee Consultants II, L.L.C., a Tennessee limited liability company (0107); Anchor Point Energy, LLC, an Alaskan limited liability company (7946); Savant Alaska, LLC, a Colorado limited liability company (0579); and Nutaaq Operating LLC, an Alaska limited liability company (2908).

² Capitalized terms used herein and not otherwise defined have the meaning set forth in the Plan.

Class	Claim/Equity Interest	Proposed Treatment	Proposed Treatment of Allowed Claims or Equity Interests
Class 1	Other Priority Claims	Unimpaired	Paid in full
Class 2	Lender Secured Claims	Impaired	Pro rata distribution
Class 3	Other Secured Claims	Unimpaired	At Debtors' election, either: (i) Reinstated; (ii) Paid in full; (iii) Collateral surrendered; or (iv) Offset against claims of Debtors
Class 4	General Unsecured Claims Lender Deficiency Claims	Impaired Impaired	(i) if Class 4 votes to accept the Plan, a Holder of a General Unsecured Claim will receive its pro rata distribution of Trusts Interests with an Unsecured Cash Distribution of \$3.5 million available for distribution subject to the terms of the Trust Agreement; or (ii) if Class 4 votes to reject the Plan, a Holder of a General Unsecured Claim will receive its pro rata share of the Unsecured Cash Distribution of \$1 million and no Creditor Trust will be established.
Class 5	Miller Equity Interests	Impaired	Cancelled
Class 6	Miller Subsidiary Debtor Interests	Unimpaired	Reinstated and vest in Reorganized Miller

Relevant Deadlines

The Court has set **January 27, 2016, at 9:30 a.m., prevailing Alaska time**, as the date and time for hearing on confirmation of the Plan and to consider any objections to the Plan. The confirmation hearing will be held **at the Historic Courtroom, Old Federal Building, 605 West Fourth Ave., Suite 138, Anchorage, Alaska 99501 before the Honorable Judge Gary Spraker**. The hearing may be adjourned from time to time without further notice other than an announcement of the adjourned date(s) at the hearing, and thereafter, at any adjourned hearing(s). In addition, the Plan may be modified without further notice prior to or as a result of the confirmation hearing, and thereafter, as otherwise provided in the Bankruptcy Code.

Any objection to confirmation of the Plan must be (A) filed with the Clerk of the Bankruptcy Court at the address set forth below, (B) served by first class mail, postage prepaid to the Master Service List established in these cases, and (C) served by overnight delivery or e-mail to the following parties so as to be received on or before **January 20, 2016, at 5:00 p.m.**,

prevailing Alaska time: (a) Counsel to the Debtors: Andrews Kurth LLP, 600 Travis, Suite 4200, Houston, TX 77002, Attn: David A. Zdunkewicz (dzdunkewicz@andrewskurth.com); (b) Counsel to Lenders: Bracewell & Giuliani LLP, CityPlace I, 34th Floor, 185 Asylum Street, Hartford, CT 06103, Attn: Evan D. Flaschen (evan.flaschen@bgllp.com) (c) Counsel to the Unsecured Creditors' Committee: Snow Spence Green LLP, America Tower, 2929 Allen Parkway, Suite 2800, Houston, Texas 77019, Attn: Phil Snow (philsnow@snowspencelaw.com); and (d) The Office of the United States Trustee: United States Trustee, 700 Stewart St., Suite 5103, Seattle, Washington 98101, Attn: Thomas Buford (thomas.a.buford@usdoj.gov). **UNLESS AN OBJECTION IS TIMELY SERVED AND FILED IN ACCORDANCE WITH THIS NOTICE, IT MAY NOT BE CONSIDERED BY THE BANKRUPTCY COURT.**

To the extent that you hold an impaired claim and have the opportunity to vote on the Plan, the Bankruptcy Court has fixed **January 20, 2016, at 5:00 p.m., prevailing Eastern time**, as the deadline for the receipt of Ballots evidencing the votes accepting or rejecting the Plan.

The deadline for all creditors other than a governmental unit to file a proof of claim is February 2, 2016. For governmental units, the deadline to file a proof of claim is 180 days after the applicable petition date for each Debtor.³ Proofs of claim may be filed with Clerk of the Bankruptcy Court at 605 W. 4th Avenue, Suite 138, Anchorage, AK 99501-2296.

**Notice Regarding Certain Release, Exculpation and
Injunction Provisions in the Plan**

PLEASE BE ADVISED THAT THE PLAN CONTAINS CERTAIN RELEASE, EXCULPATION AND INJUNCTION PROVISIONS, INCLUDING:

13.08 Discharge of Claims and Termination of Interests. Except as otherwise provided herein or in the Confirmation Order, all consideration distributed under this Plan shall be in exchange for, and in complete satisfaction, settlement, discharge, and release of, all Claims and Equity Interests (other than those Claims and Equity Interests that are Unimpaired under this Plan) of any nature whatsoever against the Debtors or any of their assets or properties, and regardless of whether any property shall have been distributed or retained pursuant to this Plan on account of such Claims and Equity Interests. Upon the Effective Date, each of the Debtors and the Reorganized Debtors shall be deemed discharged and released under section 1141(d)(1) of the Bankruptcy Code from any and all Claims and Equity Interests (other than those Claims and Equity Interests that are not Impaired under this Plan), including, but not limited to, demands and liabilities that arose before the Confirmation Date, and all debts of the kind specified in section 502(g), 502(h), or 502(i) of the Bankruptcy Code, and all Equity Interests other than the Miller Subsidiary Debtor Interests shall be cancelled, terminated and extinguished. Notwithstanding any provisions herein to the contrary, no provision of the Plan, or any order confirming the Plan, discharges or releases the Debtors or Reorganized

³ The petition date for Cook Inlet Energy, LLC is August 6, 2015. For all other Debtors, the petition date is October 1, 2015.

Debtors from (or enjoins any person or entity from pursuing) any Claim, right or interest, beyond the scope of the discharge provided in Section 1141(d) of the Bankruptcy Code.

13.09 Injunction. ALL INJUNCTIONS OR STAYS PROVIDED FOR IN THE CHAPTER 11 CASES PURSUANT TO SECTIONS 105 AND 362 OF THE BANKRUPTCY CODE OR OTHERWISE AND IN EFFECT ON THE CONFIRMATION DATE, SHALL REMAIN IN FULL FORCE AND EFFECT UNTIL THE EFFECTIVE DATE. EXCEPT AS OTHERWISE PROVIDED IN THE PLAN OR THE CONFIRMATION ORDER, ALL ENTITIES THAT HAVE HELD, HOLD OR MAY HOLD CLAIMS OR CAUSES OF ACTION AGAINST OR EQUITY INTERESTS IN ANY OF THE DEBTORS ARE, AS OF THE EFFECTIVE DATE PERMANENTLY ENJOINED FROM TAKING ANY OF THE FOLLOWING ACTIONS AGAINST ANY OF THE DEBTORS AND THEIR ESTATES, THE REORGANIZED DEBTORS OR THEIR PROPERTY OR ASSETS, THE CREDITOR TRUST OR THE CREDITOR TRUST ASSETS (EXCEPT AS EXPRESSLY PROVIDED IN THE PLAN AS AGAINST THE CREDITOR TRUST OR CREDITOR TRUST ASSETS) ON ACCOUNT OF SUCH CLAIMS, CAUSES OF ACTION OR EQUITY INTERESTS: (A) COMMENCING, CONDUCTING OR CONTINUING IN ANY MANNER, DIRECTLY OR INDIRECTLY, ANY SUIT, ACTION OR OTHER PROCEEDING RELATING TO SUCH CLAIM, CAUSE OF ACTION OR EQUITY INTEREST; (B) ENFORCING, LEVYING, ATTACHING, COLLECTING OR OTHERWISE RECOVERING IN ANY MANNER OR BY ANY MEANS, WHETHER DIRECTLY OR INDIRECTLY, ANY JUDGMENT, AWARD, DECREE OR ORDER RELATING TO SUCH CLAIM, CAUSE OF ACTION OR EQUITY INTEREST; (C) CREATING, PERFECTING OR ENFORCING IN ANY MANNER, DIRECTLY OR INDIRECTLY, ANY LIEN RELATING TO SUCH CLAIM, CAUSE OF ACTION OR EQUITY INTEREST; (D) ASSERTING ANY SETOFF, RIGHT OF SUBROGATION OR RECOUPMENT OF ANY KIND, DIRECTLY OR INDIRECTLY, AGAINST ANY DEBT, LIABILITY OR OBLIGATION DUE TO THE DEBTORS RELATING TO SUCH CLAIM, CAUSE OF ACTION OR EQUITY INTEREST; AND (E) PROCEEDING IN ANY MANNER IN ANY PLACE WHATSOEVER THAT DOES NOT CONFORM TO OR COMPLY WITH OR IS INCONSISTENT WITH THE PROVISIONS OF THE PLAN OR THE CONFIRMATION ORDER. FOR THE AVOIDANCE OF DOUBT, THE SECURITIES PLAINTIFFS SHALL NOT BE ENJOINED, STAYED OR PRECLUDED IN ANY WAY FROM PROSECUTING ANY CLAIM ASSERTED OR TO BE ASSERTED IN THE SECURITIES CLASS ACTIONS AGAINST ANY NON-DEBTOR. FOR THE FURTHER AVOIDANCE OF DOUBT, THE SECURITIES PLAINTIFFS SHALL NOT BE ENJOINED, STAYED OR PRECLUDED IN ANY WAY FROM CONDUCTING DISCOVERY OF THE DEBTORS OR THE REORGANIZED DEBTORS, SUBJECT TO THE RIGHTS AND OBLIGATIONS OF THE DEBTORS OR THE REORGANIZED DEBTORS AND THE SECURITIES PLAINTIFFS UNDER ANY APPLICABLE RULES OF CIVIL PROCEDURE IN CONNECTION WITH ANY SUCH DISCOVERY PROPOUNDED BY THE SECURITIES PLAINTIFFS.

13.10 Debtors' Releases. AS OF THE EFFECTIVE DATE, FOR GOOD AND VALUABLE CONSIDERATION, THE ADEQUACY OF WHICH IS HEREBY CONFIRMED, THE DEBTORS AS DEBTORS IN POSSESSION, THE REORGANIZED DEBTORS AND ANY ENTITY SEEKING TO EXERCISE THE RIGHTS OF THE DEBTORS' ESTATES, INCLUDING ANY SUCCESSOR TO THE DEBTORS OR ANY ESTATE REPRESENTATIVE APPOINTED OR SELECTED PURSUANT TO SECTION 1123(B)(3) OF THE BANKRUPTCY CODE, INCLUDING THE TRUSTEE, WILL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY FOREVER RELEASED, WAIVED AND DISCHARGED THE RELEASED PARTIES FROM ANY AND ALL CLAIMS, OBLIGATIONS, SUITS, JUDGMENTS, DAMAGES, DEMANDS, DEBTS, RIGHTS, CAUSES OF ACTION AND LIABILITIES WHATSOEVER (OTHER THAN FOR WILLFUL MISCONDUCT, INTENTIONAL FRAUD OR CRIMINAL CONDUCT AND OTHER THAN THE RIGHTS OF THE DEBTORS AND THE REORGANIZED DEBTORS TO ENFORCE THE PLAN AND THE CONTRACTS, INSTRUMENTS, RELEASES AND OTHER AGREEMENTS OR DOCUMENTS RELATED HERETO), WHETHER DIRECT OR DERIVATIVE, LIQUIDATED OR UNLIQUIDATED, FIXED OR CONTINGENT, MATURED OR UNMATURED, DISPUTED OR UNDISPUTED, KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, THEN EXISTING OR THEREAFTER ARISING, IN LAW, EQUITY OR OTHERWISE THAT ARE BASED IN WHOLE OR IN PART ON ANY ACT, OMISSION, TRANSACTION, EVENT OR OTHER OCCURRENCE TAKING PLACE ON OR PRIOR TO THE EFFECTIVE DATE, OR IN ANY WAY RELATING TO THE RESTRUCTURING OF THE DEBTORS, THE CHAPTER 11 CASES, THE PLAN, OR THE DISCLOSURE STATEMENT, AND THAT COULD HAVE BEEN ASSERTED BY OR ON BEHALF OF THE DEBTORS OR THEIR ESTATES AGAINST ANY OF THE RELEASED PARTIES. NOTWITHSTANDING THE FOREGOING AND SECTION 13.09, NOTHING HEREIN SHALL RELEASE, DISCHARGE OR ENJOIN THE TRUSTEE FROM PURSUING ANY CAUSE OF ACTION AGAINST ANY OFFICER, DIRECTOR, EMPLOYEE OR AGENT OF THE DEBTORS THAT IS NOT A RELEASED PARTY.

13.11 Releases by Accepting Holders of Claims and Equity Interests. AS OF THE EFFECTIVE DATE, FOR GOOD AND VALUABLE CONSIDERATION, THE ADEQUACY OF WHICH IS HEREBY CONFIRMED, (I) EACH LENDER THAT VOTES IN FAVOR OF THE PLAN AND (II) EACH HOLDER OF A CLAIM OR EQUITY INTEREST ENTITLED TO VOTE IN CONNECTION WITH THE PLAN THAT VOTES IN FAVOR OF THE PLAN (OR IS DEEMED TO ACCEPT THE PLAN), AS APPLICABLE, FOR THEMSELVES AND ON BEHALF OF ANY SUCCESSORS AND ASSIGNS, WILL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY, FOREVER RELEASED, WAIVED AND DISCHARGED EACH OF THE RELEASED PARTIES FROM ANY AND ALL CLAIMS, OBLIGATIONS, SUITS, JUDGMENTS, DAMAGES, DEMANDS, DEBTS, RIGHTS, CAUSES OF ACTION AND LIABILITIES WHATSOEVER (EXCEPT FOR THE RIGHTS TO ENFORCE THIS PLAN AND THE OTHER AGREEMENTS AND DOCUMENTS DELIVERED HEREUNDER),

WHETHER DIRECT OR DERIVATIVE, LIQUIDATED OR UNLIQUIDATED, FIXED OR CONTINGENT, MATURED OR UNMATURED, DISPUTED OR UNDISPUTED, KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, THEN EXISTING OR THEREAFTER ARISING, IN LAW, EQUITY OR OTHERWISE THAT ARE BASED IN WHOLE OR IN PART ON ANY ACT, OMISSION, TRANSACTION, EVENT OR OTHER OCCURRENCE TAKING PLACE ON OR PRIOR TO THE EFFECTIVE DATE, OR IN ANY WAY RELATING TO THE RESTRUCTURING OF THE DEBTORS, THE CHAPTER 11 CASES, THE PURCHASE, SALE OR RESCISSION OF THE PURCHASE OR SALE OF ANY SECURITY OF THE DEBTORS, THE PLAN, OR THE DISCLOSURE STATEMENT, EXCEPT THAT, AS TO SPECIFICALLY THE RELEASED PARTIES, NOTHING HEREIN RELEASES WILLFUL MISCONDUCT, INTENTIONAL FRAUD, OR CRIMINAL CONDUCT. FOR THE AVOIDANCE OF DOUBT, THE FOREGOING RELEASES SHALL NOT, AND ARE NOT INTENDED TO, RELEASE THE CLAIMS OF THE SECURITIES PLAINTIFFS IN THE SECURITIES CLASS ACTIONS AGAINST NON-DEBTORS AND THE SECURITIES PLAINTIFFS SHALL NOT BE ENJOINED, STAYED OR PRECLUDED IN ANY WAY FROM PROSECUTING ANY CLAIM ASSERTED OR TO BE ASSERTED IN THE SECURITIES CLASS ACTIONS AGAINST ANY NON-DEBTOR; FOR THE FURTHER AVOIDANCE OF DOUBT, ANY SECURITIES PLAINTIFF WHO HOLDS A CLAIM AGAINST OR INTEREST IN THE DEBTORS, OTHER THAN A CLAIM ARISING OUT OF THE SECURITIES CLASS ACTIONS, AND WHO VOTES IN FAVOR OF THE PLAN OR IS DEEMED TO ACCEPT THE PLAN ON ACCOUNT OF SUCH OTHER CLAIM, SHALL NOT BE DEEMED TO HAVE RELEASED ANY NON-DEBTOR FROM ANY CLAIMS ASSERTED OR TO BE ASSERTED IN THE SECURITIES CLASS ACTIONS. NOTWITHSTANDING ANY PROVISIONS HEREIN TO THE CONTRARY OR ANY VOTE TO ACCEPT THE PLAN, NO PROVISION OF THE PLAN, OR ANY ORDER CONFIRMATION THE PLAN, (I) RELEASES ANY NON-DEBTOR PERSON OR ENTITY INCLUDING ANY RELEASED PARTY) FROM ANY CLAIM OR CAUSE OF ACTION OF THE U.S. SECURITIES AND EXCHANGE COMMISSION (“SEC”); OR (II) ENJOINS, LIMITS, IMPAIRS OR DELAYS THE SEC FROM COMMENCING OR CONTINUING ANY CLAIMS, CAUSES OF ACTION, PROCEEDINGS OR INVESTIGATIONS AGAINST ANY NON-DEBTOR PERSON OR ENTITY (INCLUDING ANY RELEASED PARTY) IN ANY FORUM.

13.12 Exculpation and Limitation of Liability. The Released Parties shall not have or incur any liability to any Holder of a Claim or an Equity Interest, or any other party-in-interest, or any of their respective agents, employees, equity interest holders, partners, members, representatives, financial advisors, attorneys, or affiliates, or any of their successors or assigns, for any act or omission in connection with, relating to, or arising out of the negotiation, solicitation, the Exit Facility, Plan and Disclosure Statement, the administration of the Chapter 11 Cases, the solicitation of acceptances hereof, the pursuit of Confirmation hereof, the Consummation hereof, or the administration hereof or the property to be distributed hereunder, except for their willful misconduct, intentional fraud or criminal conduct, and in all respects they shall be

entitled to reasonably rely upon the advice of counsel with respect to their duties and responsibilities.

Obtaining Disclosure Statement and Plan

You may obtain copies of pleadings filed in these cases without charge at the website maintained by the Debtors' noticing and ballot agent, <https://cases.primeclerk.com/millerenergy/> or by contacting Prime Clerk LLC by (i) e-mail to cookinletballots@primeclerk.com with "Cook Inlet Energy Ballots" in the subject line; (ii) telephone at (844) 596-2260; or (iii) regular mail: Cook Inlet Energy, LLC Ballot Processing, c/o Prime Clerk LLC, 830 Third Avenue, 3rd Floor, New York, New York 10022. All documents filed in these cases may also be viewed (a) during regular business hours (9:00 a.m. to 4:30 p.m. Alaska time weekdays, except legal holidays) at the U.S. Bankruptcy Court for the District of Alaska, Old Federal Building, 605 West Fourth Avenue, Suite 138, Anchorage, Alaska 99501, (b) electronically on the PACER system at <http://www.akb.uscourts.gov/>, and (c) and the website maintained by the Debtors' noticing and ballot agent, <https://cases.primeclerk.com/millerenergy/>.

Dated: December 18, 2015

Respectfully submitted,

ANDREWS KURTH LLP

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