

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)
) Chapter 11
)
SABINE OIL & GAS CORPORATION, *et al.*,¹) Case No. 15-11835 (SCC)
)
Debtors.) (Jointly Administered)
)
)
)

**ORDER (I) SETTING BAR DATES FOR SUBMITTING PROOFS OF CLAIM,
(II) APPROVING PROCEDURES FOR SUBMITTING PROOFS OF CLAIM, (III)
APPROVING NOTICE THEREOF, AND (IV) GRANTING RELATED RELIEF**

Upon the motion (the "Motion")² of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order (this "Bar Date Order") pursuant to Federal Rule of Bankruptcy Procedure 3003(c)(3): (a) setting bar dates for creditors to submit Proofs of Claim in the chapter 11 cases, (b) approving procedures for submitting Proofs of Claim, (c) approving the form of notice of the bar dates and manner of service thereof, and (d) granting related relief; all as more fully set forth in the Motion; and the Court having jurisdiction to consider this Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion being adequate and appropriate under the particular circumstances; and the Court having found and

¹ The debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Sabine Oil & Gas Corporation (4900); Giant Gas Gathering LLC (3438); Sabine Bear Paw Basin LLC (2656); Sabine East Texas Basin LLC (8931); Sabine Mid-Continent Gathering LLC (6085); Sabine Mid-Continent LLC (6939); Sabine Oil & Gas Finance Corp. (2567); Sabine South Texas Gathering LLC (1749); Sabine South Texas LLC (5616); and Sabine Williston Basin LLC (4440). The location of Debtor Sabine Oil & Gas Corporation's corporate headquarters and the Debtors' service address is: 1415 Louisiana, Suite 1600, Houston, Texas 77002.

² All capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Motion.

determined that the relief sought in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted to the extent set forth herein.
2. Except as otherwise provided herein, all persons and entities including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts, that assert a claim (as defined in section 101(5) of the Bankruptcy Code) against the Debtors which arose before July 15, 2015 (the "Petition Date"), including claims pursuant to section 503(b)(9) of the Bankruptcy Code (each, a "503(b)(9) Claim"), shall submit a written proof of such Claim so that it is **actually received** on or before **5:00 p.m. Eastern Time on December 22, 2015** (the "General Claims Bar Date") by Prime Clerk LLC (the "Notice and Claims Agent") in accordance with this Bar Date Order.
3. Notwithstanding any other provision of this Bar Date Order, Proofs of Claim submitted by governmental units must be submitted so as to be **actually received** by the Notice and Claims Agent before **5:00 p.m. Eastern Time on January 11, 2016** (the "Governmental Bar Date"), the date that is 180 days from the Petition Date.
4. Any person or entity that holds a Claim arising from the rejection of an executory contract or unexpired lease must submit a Proof of Claim based on such rejection on or before the later of (a) the General Claims Bar Date and (b) any date this Court may fix in the applicable order authorizing such rejection and, if no such date is provided, 30 days from the date of entry

of such order. The Debtors will provide notice of the Rejection Bar Date to the contract or lease counterparty whose contract or lease is being rejected at the time the Debtors reject any executory contract or unexpired lease.

5. If the Debtors amend or supplement their Schedules subsequent to the date hereof, the Debtors shall provide notice of any amendment or supplement to the holders of Claims affected thereby. The Debtors shall also provide such holders with notice that they will be afforded at least 35 days from the date of such notice to submit Proofs of Claim with respect to Claims affected by the amendment or supplement of the Schedules or otherwise be forever barred from doing so.

6. In accordance with Bankruptcy Rule 3003(c)(2) and the Guidelines, any holder of a Claim that is not excepted from the requirements of the Bar Date Order and fails to timely submit a Proof of Claim in the appropriate form shall be forever barred, estopped and enjoined from (a) asserting such Claim against the Debtors and their chapter 11 estates, (b) voting on any chapter 11 plan filed in this case on account of such Claim, and (c) participating in any distribution in the chapter 11 cases on account of such Claim.

7. As appropriate, the Debtors shall mail one or more Proof of Claim forms substantially similar to the Proof of Claim Form annexed as **Exhibit B** to the Motion, which is hereby approved, indicating on the form how the Debtors has listed such creditor's Claim in the Schedules (including the identity of the Debtor, the amount of the Claim and whether the Claim has been scheduled as "contingent," "unliquidated," or "disputed.")

8. The following procedures for the submission of Proofs of Claim asserting Claims against the Debtors in the chapter 11 cases shall apply:

- a) Each Proof of Claim must: (i) be written in English; (ii) include a Claim amount denominated in United States dollars; (iii) conform substantially with

the Proof of Claim Form provided by the Debtors or Official Form 10; (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant; and (v) include supporting documentation unless voluminous, in which case a summary must be attached or an explanation provided as to why documentation is not available.

- b) In addition to the requirements set forth in (a) above, any Proof of Claim asserting a 503(b)(9) Claim must also: (i) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the Petition Date; (ii) attach any documentation identifying the particular invoices for which the 503(b)(9) Claim is being asserted; (iii) attach documentation of any reclamation demand made to any Debtor under section 546(c) of the Bankruptcy Code (if applicable); and (iv) set forth whether any portion of the 503(b)(9) Claim was satisfied by payments made by the Debtors pursuant to any order of the Court authorizing the Debtors to pay prepetition Claims granted by this Court.
- c) Parties who wish to receive proof of receipt of their Proofs of Claim from the Notice and Claims Agent must also include with their Proof of Claim a copy of their Proof of Claim and a self-addressed, stamped envelope.
- d) Each Proof of Claim must specify by name and case number the Debtor against which the Claim is submitted. A Proof of Claim submitted under Case No. 15-11835 or that does not identify a Debtor will be deemed as submitted only against Sabine Oil & Gas Corporation. A Proof of Claim that names a subsidiary Debtor but is submitted under the Case No. 15-11835 will be treated as having been submitted against the subsidiary Debtor with a notation that a discrepancy in the submission exists.
- e) If the holder asserts a Claim against more than one Debtor or has Claims against different Debtors, a separate Proof of Claim form must be submitted with respect to each Debtor, except as provided for in (i) below. To the extent more than one Debtor is listed on the Proof of Claim, such Claim will be treated as if submitted only against the first-listed Debtor.
- f) Each Proof of Claim, including supporting documentation, must be submitted so that the Notice and Claims Agent or Clerk of the Bankruptcy Court **actually receives** the Proof of Claim on or before the applicable Bar Date by either: (i) electronically using the interface available on Prime Clerk's website at <https://cases.primeclerk.com/sabine>, or (ii) first-class U.S. Mail, overnight mail, or other hand-delivery system, which Proof of Claim must include an **original** signature, at one of the following addresses:

If delivered by first-class U.S. mail or overnight mail:	Sabine Oil & Gas Corporation Claims Processing Center c/o Prime Clerk LLC 830 Third Avenue, 3rd Floor New York, New York 10022
If delivered by hand delivery:	Sabine Oil & Gas Corporation Claims Processing Center c/o Prime Clerk LLC 830 Third Avenue, 3rd Floor New York, New York 10022 -- OR -- The United States Bankruptcy Court for the Southern District of New York One Bowling Green, Room 534 New York, New York 10004

PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR ELECTRONIC MAIL WILL NOT BE ACCEPTED AND WILL NOT BE DEEMED TIMELY SUBMITTED.

9. The following persons or entities need **not** submit a Proof of Claim in the chapter 11 cases on or prior to the General Claims Bar Date:

- a) any person or entity that has already submitted a Proof of Claim against the Debtors with the Clerk of this Court or the Debtors' Notice and Claims Agent (defined herein) in a form substantially similar to Official Bankruptcy Form No. 10;
- b) any person or entity whose Claim is listed on the Schedules filed by the Debtors; provided that (i) the Claim is **not** scheduled as "disputed," "contingent" or "unliquidated"; (ii) the claimant agrees with the amount, nature and priority of the Claim as set forth in the Schedules; **and** (iii) the claimant does not dispute that the Claim is an obligation of the specific Debtor against which the Claim is listed on the Schedules;
- c) any holder of a Claim previously allowed by order of this Court;
- d) any holder of a Claim that has already been paid in full;
- e) any holder of a Claim for which a specific deadline has previously been fixed by this Court or otherwise fixed pursuant to the Bar Date Order;
- f) any Debtor having a Claim against another Debtor or any of the non-debtor subsidiaries of Sabine having a Claim against any of the Debtors;
- g) any holder of a Claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration of the Debtors' estates,

except any holder of a 503(b)(9) Claim, which Claim must be asserted by submitting a Proof of Claim on or prior to the General Claims Bar Date;

- h) any holder of an equity interest in the Debtors need not submit a proof of interest with respect to the ownership of such equity interest at this time; *provided, however*, that any holder of an equity interest who wishes to assert a Claim against the Debtors other than with respect to ownership of such equity interest, including a Claim relating to the purchase or sale of such interest or rescission under section 510 of the Bankruptcy Code, must submit a Proof of Claim asserting such Claim on or prior to the General Claims Bar Date pursuant to procedures set forth herein;
- i) any holder of a Claim that is limited exclusively to the repayment of principal, interest, and/or other applicable fees and charges (a “Debt Claim”) on account of any note, bond or debenture issued by the Debtors pursuant to an indenture (an “Indenture”) or on account of the Revolving Credit Agreement or Second Lien Term Loan Agreement³ (together, the “Credit Facilities” and together with an Indenture, the “Debt Instruments”) with respect to such Claim; *provided, however*, that: (i) this exclusion will not apply to the indenture trustee or designated agent under any of the Debt Instruments or related documents; (ii) an indenture trustee or designated agent under a Debt Instrument must submit one Proof of Claim, on or before the General Claims Bar Date, with respect to the repayment by the Debtors of principal, interest, and other applicable fees, charges, or other Claims on or under the Debt Instrument; (iii) any entity that wishes to assert a Claim arising out of or relating to a Debt Instrument, other than a Claim for the repayment by the Debtors of principal, interest, and other applicable fees, charges, or other Claims on or under the Debt Instrument, will be required to submit a Proof of Claim on or before the General Claims Bar Date; and (iv) any indenture trustee or designated agent under any Debt Instrument or related document will only be required to submit a Proof of Claim against the chapter 11 estates of the Debtor(s) that is (are) the primary obligor(s) on the underlying debt, and if such Proof of Claim identifies the Debtors, together with their respective chapter 11 case numbers, that are guarantors or otherwise secondary obligors under the applicable Debt Instrument, that Proof of Claim will be deemed to have been submitted against the chapter 11 estate of each guarantor or secondary obligor; *provided, however*, that in lieu of attaching voluminous documentation, the indenture trustee or designated agent under the Debt Instrument may include a summary of the operative documents with respect to the Debt Claims, *provided, further, however*, that the indenture trustee or designated agent shall make copies of the operative documents with respect to their respective Debt Claims available for the Debtors, the Committee, or the

³ The Revolving Credit Agreement and Second Lien Term Loan Agreement shall have the meanings ascribed to them in the *Declaration of Michael Magilton (A) in Support of First Day Motions and (B) Pursuant to Local Bankruptcy Rule 1007-2* [Docket No. 3] (the “First Day Declaration”).

U.S. Trustee within ten (10) business days after receipt of a written request for such documents;

- j) any current employee of the Debtors, if an order of this Court authorized the Debtors to honor such Claim in the ordinary course of business as a wage, commission or benefit; *provided, however,* that a current employee must submit a Proof of Claim by the General Claims Bar Date for all other Claims arising before the Petition Date, including Claims for wrongful termination, discrimination, harassment, hostile work environment, and retaliation and Claims covered by the Debtors' workers' compensation insurance;
- k) any current or former officer or director for indemnification, contribution, or reimbursement; and
- l) any person or entity holding a Claim solely against the Debtors' non-debtor affiliates.

10. Nothing in this Bar Date Order shall prejudice the right of the Debtors or any other party in interest to dispute or assert offsets or defenses to any Claim reflected in the Schedules.

11. The notice substantially in the form annexed as **Exhibit C** to the Motion is approved and shall be deemed adequate and sufficient if served by first-class mail at least 35 days prior to the General Claims Bar Date on:

- a. the United States Trustee for the Southern District of New York;
- b. counsel to the Creditors' Committee and any other committee formed in the chapter 11 cases;
- c. any persons or entities that have requested notice of the proceedings in the chapter 11 cases pursuant to Bankruptcy Rule 2002;
- d. all persons or entities that have submitted Proofs of Claim against the Debtors;
- e. all known creditors and other known holders of potential Claims against the Debtors, including all persons or entities listed in the Schedules for which the Debtors have addresses;
- f. all parties to executory contracts and unexpired leases of the Debtors;
- g. all parties to litigation with the Debtors and their counsel (if known);

- h. the administrative agent for the Debtors' prepetition secured lenders and its counsel;
- i. the indenture trustee for the Debtors' prepetition senior notes and its counsel;
- j. the Internal Revenue Service for the Southern District of New York, the Securities and Exchange Commission, the Environmental Protection Agency (and similar state environmental agencies for states in which the Debtors conduct business), and any other governmental units applicable to the Debtors' businesses; and
- k. state attorneys general and state departments of revenue for states in which the Debtors conduct business.

12. Pursuant to Bankruptcy Rules 2002(f) and 2002(l), the Debtors shall publish a form of the Bar Date Notice (modified as necessary but consistent with the requirements of the Guidelines), substantially in the form annexed as **Exhibit D** to the Motion, in each publication listed on **Exhibit E** annexed to the Motion, on one occasion at least 28 days prior to the General Claims Bar Date, which publication is hereby approved and shall be deemed good, adequate and sufficient publication notice of the General Claims Bar Date.

13. Any person or entity who desires to rely on the Schedules will have the responsibility for determining that the Claim is accurately listed in the Schedules.

14. The Debtors and their Notice and Claims Agent are authorized to take all actions and make any payments necessary to effectuate the relief granted pursuant to this Bar Date Order in accordance with the Motion.

15. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such motion and the requirements of the local rules of this Court are satisfied by such notice.

16. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

17. Entry of this Bar Date Order is without prejudice to the right of the Debtors to seek a further order of this Court fixing a date by which holders of Claims or interests not subject to the General Claims Bar Date established herein must submit such Proofs of Claim or interest or be barred from doing so.

18. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Bar Date Order.

New York, New York
Dated: November 10, 2015

/S/ Shelley C. Chapman
THE HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE