

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re

Venoco, LLC, *et al.*,

Debtors.¹

Chapter 11

Case No. 17-10828 (KG)

(Jointly Administered)

Re: D.I. 282, **337**

**ORDER (I) ESTABLISHING BAR DATES FOR FILING PROOFS
OF CLAIM, (II) APPROVING PROOF OF CLAIM FORM, BAR DATE
NOTICES, AND MAILING AND PUBLICATION PROCEDURES,
(III) IMPLEMENTING UNIFORM PROCEDURES REGARDING
503(b)(9) CLAIMS, AND (IV) PROVIDING CERTAIN SUPPLEMENTAL 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 "Order"), pursuant to section 501 the Bankruptcy Code, Bankruptcy Rules 2002 and 3003(c)(3), and Local Rules 2002-1(e) and 3003-1: (i) establishing the General Bar Date by which all creditors and certain interest holders must file proofs of claim³ in these Cases; (ii) establishing the later of (a) the General Bar Date and (b) thirty (30) days after the effective date of rejection, as provided by an order of this Court or pursuant to a notice under procedures approved by this Court, as the Rejection Bar Date by which a proof of claim relating to the Debtors' rejection of such executory contract or unexpired lease must be filed; (iii) establishing, if and as necessary, the Amended Schedule Bar

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Venoco, LLC (3555); TexCal Energy (LP) LLC (0806); Whittier Pipeline Corporation (1560); TexCal Energy (GP) LLC (0808); Ellwood Pipeline, Inc. (5631); and TexCal Energy South Texas, L.P. (0812). The Debtors' main corporate and mailing address for purposes of these chapter 11 cases is: Venoco, LLC, 370 17th Street, Suite 3900, Denver, CO 80202-1370.

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Motion.

³ The Bar Dates approved herein shall not extend to requests for payment of fees and expenses of professionals retained or sought to be retained by order of the Court in these Cases.

Date by which creditors holding claims that have been amended by the Debtors in their Schedules as the later of (a) the General Bar Date and (b) twenty-one (21) days after the date that notice of the amendment is served on the affected claimant; (iv) establishing the procedures by which proofs of claim for certain administrative expenses pursuant to section 503(b)(9) of the Bankruptcy Code must be filed; (v) approving the Claim Form to be distributed to potential creditors; (vi) approving the Bar Date Notice and the Publication Notice to be used to inform potential creditors of the Bar Dates; (vii) approving mailing and publication procedures with respect to notice of the Bar Dates; and (viii) providing certain supplemental relief; and it appearing that the relief requested in the Motion is in the best interest of the Debtors and their estates and that the establishment of the Bar Dates and the procedures set forth in the Motion are fair and reasonable and will provide good, sufficient, and proper notice to all creditors of their rights and obligations in connection with claims they may have against the Debtors or their property in these Cases; and the Court finding that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012 that, and (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and notice of this Motion having been due and sufficient under the circumstances; and after any hearing and upon the record in these Cases; and after due deliberation; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is **GRANTED** as set forth herein.
2. Bar Dates. The Bar Dates set forth in the Motion are hereby **APPROVED**.
3. Notices and Forms. The forms of the Bar Date Notice, Notice of Amended Schedules, the Publication Notice, and the Claim Form, substantially in the forms attached to the

Motion, and the manner of providing notice of the Bar Dates proposed in the Motion, are **APPROVED**. The form and manner of notice of the Bar Dates approved are hereby deemed to fulfill the notice requirements of the applicable provisions of the Bankruptcy Code, and the Bankruptcy Rules, and the Local Rules.

4. The General Bar Date. The General Bar Date by which proofs of claim against the Debtors must be filed is **August 29, 2017**.

5. The Governmental Bar Date. The Governmental Bar Date by which proofs of claim against the Debtors of Governmental Units must be filed is **October 16, 2017**.

6. Any Entity that asserts a Prepetition Claim against the Debtors is required to file an original, written proof of such Prepetition Claim using the Claim Form or Official Form No. 410 so as to be received on or before the General Bar Date or the Governmental Bar Date, as applicable, by either electronic upload on the website of Prime Clerk LLC ("Prime Clerk") website or hardcopy delivery to:

Hardcopy (first class mail, overnight, or messenger delivery):
Venoco Claims Processing Center
c/o Prime Clerk LLC
830 3rd Avenue, 3rd Floor
New York, NY 10022

(the "Claims Docketing Center").

7. The Claims Docketing Center will not accept Claim Forms sent by e-mail, facsimile, telecopy, but may be completed electronically on Prime Clerk's website at <https://cases.primeclerk.com/venoco/EPOC-Index>. A proof of claim for a Prepetition Claim and/or a 503(b)(9) Claim shall be timely filed only if the original Claim Form is *actually received* by the Claims Docketing Center on or before the General Bar Date or Governmental Bar Date, as applicable.

8. The following Entities are not required to file proofs of claim:
- a. any Entity that has already properly filed with the Claims Docketing Center a proof of claim against one or more of the Debtors for which no other or additional amounts are sought or claims are asserted;
 - b. any Entity whose Prepetition Claim is listed in the Debtors' Schedules, and is not designated as "disputed," "contingent," or "unliquidated," and with respect to which the Entity agrees with the nature, classification, and amount that such Prepetition Claim is identified in the Schedules, and with respect to which the Entity agrees that its Prepetition Claim is an obligation only of the specific Debtor who has listed the Prepetition Claim in its Schedules;
 - c. any Entity whose Prepetition Claim or 503(b)(9) Claim (including any Prepetition Claim listed in the Debtors' Schedules) previously has been allowed by, or paid in full pursuant to, an order of this Court;
 - d. any of the Debtors that hold Prepetition Claims or 503(b)(9) Claims against one or more of the other Debtors;
 - e. any holder of a claim for which a separate deadline to file a proof of claim has been fixed by this Court;
 - f. 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 on or before the General Bar Date pursuant to the procedures set forth herein;
 - g. any holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration (other than any 503(b)(9) Claim or any portion of a Prepetition Claim relating to a Debtor's rejection of an executory contract or unexpired lease or any claim asserting administrative priority under section 503(b) of the Bankruptcy Code); and
 - h. any current officer, director or employee of the Debtors that holds a claim based on indemnification, contribution, or reimbursement.

9. Any Entity whose Prepetition Claim is not listed in the applicable Debtor's Schedules or is listed as disputed, contingent, or unliquidated and that desires to participate in or share in any distribution in any of these Cases, and any Entity that believes its Prepetition Claim

is improperly classified in the Schedules, is listed as a claim against one Debtor but the Entity believes to be a claim against another Debtor, or is listed in an incorrect amount or is not listed in the Schedules of each of the Debtors against whom such Entity asserts a claim and that desires to have its Prepetition Claim allowed in a classification or amount other than that set forth in the Schedules, must file a proof of claim on or before the General Bar Date or Governmental Bar Date, as applicable.

10. Any Entity that desires to rely on the Schedules will have the responsibility for determining that the claim is accurately listed in the Schedules.

11. Rejection Bar Date. The Rejection Bar Date by which a proof of claim relating to the Debtors' rejection of any executory contract or unexpired lease must be filed is the later of (a) the General Bar Date or the Governmental Bar Date, as applicable, and (b) thirty (30) days after the effective date of rejection of such executory contract or unexpired lease as provided by an order of this Court or pursuant to a notice under procedures approved by this Court.

12. Entities wishing to assert a Rejection Damages Claim are required to file an original proof of such Rejection Damages Claim using the Claim Form so as to be received on or before the Rejection Bar Date by either electronic upload on Prime Clerk's website or hardcopy delivery to the Claims Docketing Center.

13. The Claims Docketing Center will not accept Claim Forms sent by e-mail, facsimile, telecopy, but Claim Forms may be completed electronically on Prime Clerk's website, at <https://cases.primeclerk.com/venoco/EPOC-Index>. A proof of claim with respect to a Rejection Damages Claim shall be timely filed only if the original Claim Form is *actually received* by the Claims Docketing Center on or before the Rejection Bar Date. Any creditor or interest holder that files a proof of claim or interest electronically shall retain such proof of claim

or interest (and supporting documents) with an original signature for a period of not less than two (2) years from the date the proof of claim or interest was electronically filed.

14. The Amended Schedule Bar Date. If and as necessary, the Amended Schedule Bar Date for creditors holding claims which have been amended by the Debtors in their Schedules or added by the Debtors to the Schedules is the later of (a) the General Bar Date or the Governmental Bar Date, as applicable, and (b) twenty-one (21) days after the date that the Notice of Amended Schedules is served on the affected claimant.

15. Entities wishing to file proofs of claim with respect to claims which have been amended by the Debtors in their Schedules or added thereto are required to file an original proof of such claim using the Claim Form or Official Form No. 410 so as to be received on or before the Amended Schedule Bar Date by either electronic upload on Prime Clerk's website or hardcopy delivery to the Claims Docketing Center. For the avoidance of doubt, any creditor who has already filed a proof of claim before the schedules are amended shall not be required to file an amended proof of claim.

16. 503(b)(9) Claims. The following procedures shall apply for the filing of 503(b)(9) Claims:

- a. 503(b)(9) Claimants must use the Claim Form, attached to the Motion as **Exhibit A**⁴, to indicate that a 503(b)(9) Claim is being asserted. As set forth in the Claim Form, each 503(b)(9) Claim against the Debtors must include, with specificity: (i) the amount of the 503(b)(9) Claim; (ii) the particular Debtor against which the 503(b)(9) Claim is asserted; (iii) the date of delivery of the goods the 503(b)(9) Claimant contends the Debtor received within 20 days before the Petition Date; (iv) documentation, including invoices, receipts, bills of lading, and the like, identifying the particular goods for which the 503(b)(9) Claim is being asserted; (v) an identification of which goods (if any) were subject to a demand for reclamation asserted under section 546 of the Bankruptcy Code; and

⁴ A copy of the Claim Form will be made available for download or may be completed electronically on the website of the Debtors' claims and noticing agent, Prime Clerk LLC, at <https://cases.primeclerk.com/venoco/EPOC-Index>.

(vi) documentation or other evidence that the goods with respect to which the 503(b)(9) Claim is being filed were sold in the ordinary course of the Debtor's business;

- b. All of the required information shall be sent to Prime Clerk, substantially in the form of the Claim Form, so as to be received on or before the General Bar Date by either electronic upload on Prime Clerk's website or hardcopy delivery at the address identified above for the Claims Docketing Center;
- c. Nothing in these 503(b)(9) Claims Procedures shall affect the rights and remedies and/or defenses of the Debtors, claimants or any other party-in-interest with regard to avoidance of any claim or obligation.

17. Claim Form. Each proof of claim filed for a Prepetition Claim and/or a 503(b)(9) Claim must: (a) be written in the English language, (b) conform substantially with the enclosed proof of claim form,⁵ (c) attach copies of any writings upon which the asserted Prepetition Claim or 503(b)(9) Claim is based (a summary of the writings can be attached in lieu of the writings if they are voluminous), (d) with respect to asserting a 503(b)(9) Claim, also comply with the 503(b)(9) Claims Procedures, (e) be signed by the claimant or by an authorized agent of the claimant, and (f) be denominated in lawful currency of the United States; *provided, however*, that the Debtors shall reserve the right to convert a claim denominated in non-U.S. currency into U.S. currency using the applicable exchange rate as of the Petition Date.

18. Writings. Upon the advance express written consent of the Debtors, a proof of claim filed for a Prepetition Claim and/or a 503(b)(9) Claim may be filed without the writings upon which the Prepetition Claim or 503(b)(9) Claim, as applicable, is based, as required by Bankruptcy Rules 3001(c) and (d) and this Order; *provided, however*, that, upon request of the Debtors or any other party in interest in these Cases, any creditor that receives such written consent shall be required to transmit promptly such writings to the Debtors and the party in

⁵ A party who asserts only a Prepetition Claim may also submit such Prepetition Claim on a form that conforms substantially to Official Form No. 410.

interest making such request as soon as reasonably practicable, but in no event later than ten (10) business days from the date of such request.

19. Filing Proofs of Claim Against Multiple Debtors. All Entities asserting claims against more than one Debtor are required to (a) file a separate proof of claim for a Prepetition Claim and/or a 503(b)(9) Claim, as applicable, with respect to each such Debtor and (b) identify on each proof of claim for a Prepetition Claim and/or a 503(b)(9) Claim, as applicable, the particular Debtor against which their claim is asserted.

20. Effect of Failure to File by Applicable Bar Date. Any Entity that is required pursuant to this Order to file a proof of claim for a Prepetition Claim, Rejection Damages Claim, and/or a 503(b)(9) Claim in these Cases pursuant to the Bankruptcy Code, the Bankruptcy Rules, or this Order with respect to a particular claim against a Debtor, but that fails to do so on or by the applicable Bar Date, is forever barred, estopped, and enjoined from asserting such Prepetition Claim, Rejection Damages, Claims, or 503(b)(9) Claim against any of the Debtors (and from filing a proof of claim for a Prepetition Claim, Rejection Damages Claim, and/or a 503(b)(9) Claim with respect thereto). Additionally, any holder of any Prepetition Claim, Rejection Damages Claim or 503(b)(9) Claim who is required, but fails, to file a proof of such Prepetition Claim, Rejection Damages Claim or 503(b)(9) Claim in accordance with this Order on or before the applicable Bar Date shall not be permitted to vote to accept or reject any plan or plans or participate in any distribution in the Debtors' Cases on account of such Prepetition Claim, Rejection Damages Claim or 503(b)(9) Claim or to receive further notices regarding such Prepetition Claim, Rejection Damages Claim or 503(b)(9) Claim.

21. Mailing of Bar Date Notice Packages. The Debtors shall provide actual notice of the Bar Dates by mailing the Bar Date Notice and the Claim Form (collectively,

the “Bar Date Notice Package”) by July 20, 2017, wherever located: (a) the U.S. Trustee; (b) all holders of Prepetition Claims and 503(b)(9) Claims listed on the Schedules at the addresses stated therein; (c) all counterparties to executory contracts and unexpired leases listed on the Schedules at the addresses stated therein; (d) all current and former employees of the Debtors that left the employ of the Debtors on or after the Petition Date; (e) all taxing authorities for locations in which the Debtors do business; (f) all regulatory agencies that regulate the Debtors’ business including environmental and permitting authorities; (g) the Office of the Attorney General for the State of Delaware; (h) the office of the attorney general for each state in which the Debtors maintain or conduct business; (i) all known lienholders; (j) all known parties to litigation in which the Debtors are involved; (k) all providers of utility services to the Debtors; (l) all insurance providers; (m) all of the Debtors’ ordinary course professionals; (n) the Debtors’ banks; (o) the Debtors’ secured lenders; (p) all Entities requesting notice pursuant to Bankruptcy Rule 2002 as of the date of entry of this Order; (q) all parties that have filed proofs of claim in these Cases as of the date of entry of this Order; (r) all parties included on the creditor matrix filed in these Cases; and (s) all known parties who may have claims for distributions under the confirmed plan in the 2016 Chapter 11 Cases (collectively, the “Bar Date Notice Parties”).

22. With regard to those holders of claims listed on the Schedules, the Debtors shall mail one or more proof of claim forms (as appropriate) substantially similar to the Claim Form annexed to the Motion as Exhibit A, indicating on such Claim Form how the Debtors have scheduled such creditor’s claim in the Schedules (including the identity of the Debtor the claim is scheduled against, the amount and classification of the claim, and whether the claim has been scheduled as contingent, unliquidated, or disputed).

23. The Debtors may, in their discretion, but shall not be required to, serve the Bar Date Notice on certain Entities that are not Bar Date Notice Parties with which, prior to the Petition Date, the Debtors had done business or that may have asserted a claim against the Debtors in the recent past.

24. Supplemental Mailings of Bar Date Notice Packages. In the event that (a) Bar Date Notice Packages are returned by the post office with forwarding addresses, necessitating a re mailing to the new addresses, (b) certain parties acting on behalf of parties in interest fail to pass along Bar Date Notice Packages to such parties and instead return their names and addresses to the Debtors for direct mailing, or (c) additional potential claimants become known to the Debtors (collectively, the "Special Bar Date Parties"), the Debtors shall, to the extent they become aware of such Special Bar Date Parties prior to the applicable Bar Dates, make supplemental mailings of the Bar Date Notice Package up to twenty-one (21) days in advance of the General Bar Date or up to forty-five (45) days in advance of the Governmental Bar Date, as applicable, and such supplemental mailings shall be deemed timely.

25. Establishment of Special Bar Dates. The Debtors are authorized to establish special bar dates with respect to those Special Bar Date Parties as to which a mailing or re mailing of the Bar Date Notice Package is necessary and cannot be accomplished prior to twenty-one (21) days in advance of an applicable Bar Date. With respect to such Special Bar Date Parties, the Debtors are authorized to establish special bar dates at least twenty-one (21) days after the date on which the Debtors mail the notice of each such special bar date. Such notice will substantially take the form of the Bar Date Notice (with necessary modifications to reflect the special bar date provisions). The Debtors shall advise the Court of the establishment of each special bar date by filing a notice, together with a list that specifically identifies the

Special Bar Date Parties that are subject thereto and a copy of the bar date notice applicable to the special bar date. In addition to being filed with the Court, the Debtors shall serve such notice upon the U.S. Trustee. The Debtors shall file a certificate of service to evidence the mailing of each special bar date notice to the parties subject thereto.

26. Each of the special bar dates will apply only to the Special Bar Date Parties who are specifically identified as being subject thereto in the lists to be filed with the Court. As to any of such specifically identified parties, however, who may be found to have received effective notice of the Bar Dates, the Debtors do not waive the right to assert that the Bar Dates, rather than the special bar date, governs. The Bar Dates will remain effective and fully enforceable both with respect to known parties who have received actual notice thereof pursuant to the Bar Date Notice and with respect to unknown parties who are deemed to have received constructive notice thereof pursuant to the Publication Notice.

27. Actual Notice of Amended Schedule Bar Date. If and when the Debtors amend their Schedules to reduce the undisputed, noncontingent, and liquidated amount, to change the nature or classification of a Prepetition Claim, or add a claim to the Schedules, the Debtors shall provide notice of any such amended or added claim, substantially in the form of Exhibit D to the Motion (the "Notice of Amended Schedules"), to the affected claimant by serving the affected claimant with the Notice of Amended Schedules by first class mail and thereafter filing with the Court a certificate of such service.

28. Assistance of Claims Agent. Prime Clerk, the claims agent appointed in these Cases, is authorized to facilitate and coordinate the claims reconciliation and bar date notice functions, including the mailing of the Bar Date Notice Packages. To the extent that Prime Clerk requires any assistance with the preparation and mailing of the Bar Date Notice Package, Prime

Clerk is authorized to employ and pay necessary service providers, subject to prior approval from the Debtors, and to obtain reimbursement from the Debtors for any such payments on the same terms applicable to its direct services. Prime Clerk is further authorized to take such other actions as may be necessary to ensure timely preparation and mailing of the Bar Date Notice Package.

29. Publication Notice. The Debtors shall cause the Publication Notice to be published in both a Colorado-based and national publication as soon as practicable after entry of this Order but in any event no later than twenty-one (21) days prior to the earliest of the Bar Dates.

30. Reservation of Rights. The Debtors shall retain and hereby reserve the right to: (a) dispute, and/or assert offsets or defenses against, any Prepetition Claim or 503(b)(9) Claim; (b) subsequently designate any Prepetition Claim as disputed, contingent, and/or unliquidated; and (c) object to any Prepetition Claim, whether scheduled or filed, and any 503(b)(9) Claim, on any grounds.

31. The Debtors are authorized and empowered to take such steps and perform such actions as may be necessary to implement and effectuate the terms of this Order, including without limitation payment of costs incurred in connection with the process of noticing the Bar Dates.

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

33. The Debtors may make non-substantive corrections to the Bar Date Notice Package and Publication Notice.

34. This Court shall retain jurisdiction over all matters arising out of or related to the Motion and this Order.

Dated: July 6, 2017
Wilmington, Delaware



THE HONORABLE KEVIN GROSS
UNITED STATES BANKRUPTCY JUDGE