

**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)

**NOTICE OF DEADLINE OF AUGUST 29, 2017 TO
FILE PROOFS OF CLAIM FOR PREPETITION CLAIMS AND 503(b)(9) CLAIMS**

PLEASE TAKE NOTICE OF THE FOLLOWING:

On April 17, 2017 (the "Petition Date"), Venoco, LLC, ("Venoco"), and certain of its affiliates in the above-captioned bankruptcy cases filed voluntary petitions for relief under chapter 11 of title 11 of the United States Bankruptcy Court (as amended, the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Court").

Under the Bankruptcy Code, the Debtors are granted certain protections against creditors. A creditor is anyone to whom the Debtors owe money or property. Creditors are prohibited from taking any actions to collect money or property from the Debtors. If unauthorized actions are taken by a creditor against any of the Debtors, the Court may penalize that creditor. A creditor who is considering taking action against any of the Debtors, or property of the Debtors, may wish to consult an attorney. The staff of the Clerk of the Court is not permitted to give legal advice.

YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST A DEBTOR. THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS OR THE COURT BELIEVE THAT YOU HAVE A CLAIM.

Prepetition Claim and 503(b)(9) Claim Bar Date

By Order of this Court entered on July 6, 2017 (the "Bar Date Order"), the last date and time for filing proofs of claim against the Debtors for any and all Prepetition Claims (as defined below) and any and all 503(b)(9) Claims (as defined below) is **August 29, 2017**, (the "General Bar Date") and, together with the Governmental Bar Date, the Rejection Bar Date and the

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.

Amended Schedule Bar Date (if and as necessary),² the “Bar Dates”). The General Bar Date and the procedures set forth below for the filing of proofs of claim apply to all (i) claims against the Debtors by any Entity that is not a Governmental Unit that arose on or before the Petition Date including claims for reclamation of goods delivered to the Debtors within forty-five (45) days prior to the Petition Date (“Prepetition Claims”) and (ii) claims against the Debtors made by sellers of goods for the value of goods received by a debtor in the ordinary course of business within 20 days of the commencement of a case (“503(b)(9) Claims”). All claims by Governmental Units must be submitted by **October 16, 2017** (the “Governmental Bar Date”).

You must file a proof of claim if you have a claim that arose on or before the Petition Date, and it is not an Excluded Prepetition Claim (as defined below). Acts or omissions of the Debtors that arose on or before the Petition Date may give rise to claims against the Debtors notwithstanding that such claims may not have matured or become fixed or liquidated prior to such date. Under section 101(5) of the Bankruptcy Code as used herein, the word “claim” means (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured, or (b) right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured. All Entities asserting claims against more than one Debtor are required to file a separate proof of claim with respect to each such Debtor.

The General Bar Date applies to all Prepetition Claims and 503(b)(9) Claims, except that the following Entities do not need 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;

² Each as defined in the *Debtors’ Motion for an 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* (D.I. 282), filed on June 19, 2017.

- 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.

The foregoing claims are collectively referred to herein as the "Excluded Prepetition Claims."

If you wish to submit a rejection damages claim arising from the Debtors' rejection of an executory contract or unexpired lease during these Cases, such proof of claim must be filed by 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 (the "Rejection Bar Date"). Any other claims arising before the Petition Date with respect to any leases or contracts of the Debtors must be filed by the General Bar Date.

EXCEPT WITH RESPECT TO EXCLUDED PREPETITION CLAIMS, ANY ENTITY WHO FAILS TO FILE A PROOF OF CLAIM OR 503(b)(9) CLAIM ON OR BEFORE AUGUST 29, 2017, FOR ANY PREPETITION CLAIMS OR 503(b)(9) CLAIMS THAT SUCH ENTITY HOLDS OR WISHES TO ASSERT AGAINST A DEBTOR, WILL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING SUCH CLAIM (AND FROM FILING A PROOF OF CLAIM OR 503(b)(9) CLAIM WITH RESPECT TO SUCH PREPETITION CLAIM) AGAINST THE DEBTORS, AND SUCH ENTITY SHALL NOT BE PERMITTED TO VOTE ON ANY PLAN OR PARTICIPATE IN ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF SUCH PREPETITION CLAIM, OR TO RECEIVE FURTHER NOTICES REGARDING SUCH PREPETITION CLAIM OR 503(b)(9) CLAIM.

**Procedures Generally Applicable to the Filing of
Proofs of Claim for Prepetition Claims and/or 503(b)(9) Claims**

Except as provided herein, proofs of claim for Prepetition Claims and/or 503(b)(9) Claims must be filed so as to be received on or before **August 29, 2017**, if by an Entity that is not a Governmental Unit, and on or before **October 16, 2017** if by a Governmental Unit.

To be timely, proofs of claim for Prepetition Claims and/or 503(b)(9) Claims must be filed so as to be actually received on or before **August 29, 2017**, from any Entity that is not a Governmental Unit (or **October 16, 2017**, for Governmental Units), by either electronic upload on Prime Clerk's website or hardcopy delivery:

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").

Proofs of claim for Prepetition Claims and/or 503(b)(9) Claims may not be sent by e-mail, facsimile, or telecopy, but may be completed electronically on Prime Clerk's website, at <https://cases.primeclerk.com/venoco/EPOC-Index>. Any creditor or interest holder that files a proof of claim or interest electronically must 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. The Debtors are enclosing a proof of claim form for use in these Cases. If your claim (other than a 503(b)(9) Claim) is scheduled by the Debtors, the form also sets forth the amount of your claim as scheduled by the Debtors, the specific Debtor against which the claim is scheduled and whether the claim is scheduled as disputed, contingent, or unliquidated. You will receive a different proof of claim form for each claim scheduled in your name by the Debtors.

If you file a proof of claim for a Prepetition Claim and/or a 503(b)(9) Claim, your filed proof of claim must (a) be written in the English language, (b) conform substantially with the enclosed proof of claim form,³ (c) attach copies of any writings upon which your 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 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. If a proof of claim form is not enclosed herewith, you may obtain a proof of claim form by written request to Prime Clerk sent to the address set forth above or at the website maintained for these Cases by Prime Clerk at the address <https://cases.primeclerk.com/venoco/>. Additionally, you may obtain a proof of claim

³ 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.

form from any bankruptcy court clerk's office, from your lawyer, from certain business supply stores, or from Prime Clerk's website at <https://cases.primeclerk.com/venoco/EPOC-Index>.

You may be listed as the holder of a claim against the Debtors in the Debtors' respective Schedules. To determine if and how you are listed on the Schedules, please refer to and carefully review the Schedules.

Copies of the Schedules and the Bar Date Order are available and may be examined by interested parties (i) at the website maintained for these Cases by Prime Clerk at the address <https://cases.primeclerk.com/venoco/>; (ii) at the office of the Clerk of the Court, 824 Market Street, Wilmington, Delaware 19801 between the hours of 8:00 a.m. and 3:00 p.m. (ET); or (iii) on the Court's electronic docket of these Cases at the address <http://www.pacer.gov>.

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If you have any questions regarding the filing, or processing of a proof of claim, please email Prime Clerk at venocoinfo@primeclerk.com. YOU SHOULD CONSULT YOUR ATTORNEY REGARDING ANY OTHER INQUIRIES, SUCH AS WHETHER YOU SHOULD FILE A PROOF OF CLAIM. **DO NOT ATTEMPT TO CONTACT THE COURT FOR ADVICE.**

Dated: July 20, 2017
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

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