

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

In re:	)	
	)	Chapter 11
EMERALD OIL, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 16-10704 (KG)
	)	(Jointly Administered)
Debtors.	)	Re: Docket No. 326
	)	

**ORDER (I) SETTING BAR DATES  
FOR FILING PROOFS OF CLAIM, INCLUDING  
REQUESTS FOR PAYMENT UNDER SECTION 503(B)(9),  
(II) SETTING A BAR DATE FOR THE FILING OF PROOFS OF CLAIM  
BY GOVERNMENTAL UNITS, (III) SETTING A BAR DATE FOR THE  
FILING OF REQUESTS FOR ALLOWANCE OF ADMINISTRATIVE EXPENSE  
CLAIMS, (IV) ESTABLISHING AMENDED SCHEDULES BAR DATE AND  
REJECTION DAMAGES BAR DATE, (V) APPROVING THE FORM OF AND  
MANNER FOR FILING PROOFS OF CLAIM, (VI) APPROVING NOTICE OF BAR  
DATES, AND (VII) GRANTING RELATED RELIEF**

Upon the motion (the "Motion")<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order (this "Order"), (a) establishing deadlines for filing proofs of claim, including requests for payment under section 503(b)(9) of the Bankruptcy Code, in these chapter 11 cases, (b) establishing the Governmental Bar Date, (c) establishing the Administrative Claims Bar Date, (d) establishing the Amended Schedules Bar Date and the Rejection Damages Bar Date, (e) approving the form and manner for filing such claims, including any section 503(b)(9) requests for payment, (f) approving notice of the Bar Dates (as defined herein), (g) approving the proposed form of publication notice, and (h)

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Emerald Oil, Inc. (9000); Emerald DB, LLC (2933); Emerald NWB, LLC (7528); Emerald WB LLC (8929); and EOX Marketing, LLC (4887). The location of the Debtors' service address is: 200 Columbine Street, Suite 500, Denver, Colorado 80206.

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

granting related relief, and this Court having 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; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.

**I. The Bar Dates and Procedures for Filing Proofs of Claim and Administrative Claims.**

2. Each person or entity<sup>3</sup> that asserts a claim against the Debtors that arose before the Petition Date, including requests for payment under section 503(b)(9) of the Bankruptcy Code, shall be required to file an original, written proof of claim (a "Proof of Claim"),

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<sup>3</sup> Except as otherwise defined herein and in the Motion, all terms specifically defined in the Bankruptcy Code have those meanings ascribed to them by the Bankruptcy Code. In particular, as used herein: (a) the term "claim" has the meaning given to it in section 101(5) of the Bankruptcy Code; (b) the term "entity" has the meaning given to it in section 101(15) of the Bankruptcy Code; (c) the term "governmental unit" has the meaning given to it in section 101(27) of the Bankruptcy Code; and (d) the term "person" has the meaning given to it in section 101(41) of the Bankruptcy Code.

substantially in the form attached hereto as Exhibit 1 (the “Proof of Claim Form”) or Official Form 410.<sup>4</sup> Except in the cases of governmental units and certain other exceptions explicitly set forth herein, all Proofs of Claim must be filed so that they are actually received on or before July 15, 2016, at 5:00 p.m., prevailing Eastern Time (the “Claims Bar Date”), at the addresses and in the form set forth herein. The Claims Bar Date applies to all types of claims against the Debtors that arose or are deemed to have arisen before the Petition Date, except for claims specifically exempt from complying with the applicable Bar Dates (as defined herein) as set forth in this Order.

3. All governmental units holding claims (whether secured, unsecured priority, or unsecured non-priority) that arose (or are deemed to have arisen) prior to the Petition Date, including requests for payment pursuant to section 503(b)(9) of the Bankruptcy Code, must file Proofs of Claims, including claims for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which the Debtors were a party, so they are actually received on or before September 19, 2016, at 5:00 p.m., prevailing Eastern Time (the “Governmental Bar Date” and together with the Claims Bar Date, the “Bar Date” or “Bar Dates” as may be applicable), at the addresses and in the form set forth herein.

4. All parties asserting a request for payment of Administrative Claims arising between the Petition Date and July 1, 2016, prevailing Eastern Time (the “Administrative Claims Deadline”), but excluding claims for fees and expenses of professionals retained in these proceedings and claims asserting priority pursuant to section 503(b)(9) of the Bankruptcy Code,

<sup>4</sup> Copies of Official Form 410 may be obtained by: (a) calling the Debtors’ restructuring hotline at 877-208-9515 (toll free); (b) visiting the Debtors’ restructuring website at: <http://www.donlinrecano.com/emerald>; (c) writing to the Debtors’ Claims Processing Center, Donlin, Recano & Company, Inc., Re: Emerald Oil, Inc., *et al.*, P.O. Box 899, Madison Square Station, New York, NY 10010; and/or (d) visiting the website maintained by the Court at <http://www.deb.uscourts.gov/>.

are required to file a request for payment of such Administrative Claim with the Court and, if desired, a notice of hearing on such Administrative Claim<sup>5</sup> so that the Administrative Claim is actually filed with the Court on or before July 15, 2016 at 5:00 p.m., prevailing Eastern Time (the "Administrative Claims Bar Date").

5. If the Debtors file a previously unfiled Scheduled or amend or supplement the Schedules after having given notice of the Bar Dates, the Debtors shall give notice by first-class mail of any filing, amendment, or supplement to holders of claims affected thereby, and the deadline for those holders to file Proofs of Claim, if necessary, be set as the later of (a) the Claims Bar Date or the Governmental Bar Date, as applicable, or (b) 5:00 p.m., prevailing Eastern Time, on the date that is 21 days from the date the notice of the filing, amendment, or supplement is given (or another time period as may be fixed by the Court) (the "Amended Schedules Bar Date").

6. Unless otherwise ordered, all persons or entities asserting claims arising from the rejection of executory contracts and unexpired leases of the Debtors shall file a Proof of Claim on account of such rejection by the later of: (a) the Claims Bar Date; (b) 5:00 p.m. prevailing Eastern time on the date that is 21 days following entry of an order approving the rejection of any executory contract or unexpired lease of the Debtors; and (c) any date that the Court may fix in the applicable order approving such rejection (the "Rejection Damages Bar Date").

7. All Proofs of Claim must be filed so as to be actually received by Donlin, Recano & Company, Inc. ("Donlin Recano"), the notice and claims agent retained in these chapter 11 cases, on or before the applicable Bar Date (or, where applicable, on or before any other bar date

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<sup>5</sup> Administrative Claims filed without a notice of hearing shall not be scheduled for hearing.

as set forth herein). In addition, all Administrative Claims must be filed with the Court so as to actually be received by the Court by the Administrative Claims Bar Date. If Proofs of Claim and Administrative Claims are not received by Donlin Recano on or before the applicable Bar Date, except in the case of certain exceptions explicitly set forth herein, the holders of the underlying claims shall be barred from asserting such claims against the Debtors and precluded from voting on any plans of reorganization filed in these chapter 11 cases and/or receiving distributions from the Debtors on account of such claims in these chapter 11 cases.

## **II. Parties Exempted from the Bar Dates.**

8. The following categories of claimants shall not be required to file a Proof of Claim or Administrative Claim arising prior to the Administrative Claim Deadline by the applicable Bar Date:

- a. any person or entity that already has filed a signed Proof of Claim against the respective Debtor(s) with the Clerk of the Court or with Donlin Recano in a form substantially similar to Official Form 410;
- b. any person or entity whose claim is listed on the Schedules if: (i) the claim is *not* scheduled as any of "disputed," "contingent," or "unliquidated;" (ii) such person or entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) such person or entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;
- c. any person or entity whose claim has previously been allowed by order of the Court;
- d. any person or entity whose claim has been paid in full by the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court;
- e. any Debtor having a claim against another Debtor;
- f. any person or entity whose claim is solely against any of the Debtors' non-Debtor affiliates (if any);
- g. any person or entity whose claim is based on an equity interest in any of the Debtors; *provided* that any holder of an equity interest who wishes to

assert a claim against the Debtors, including a claim relating to such equity interest or the purchase or sale of such interest, must file a proof of claim asserting such claim on or prior to the Claims Bar Date pursuant to procedures set forth herein;

- h. a 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* that a current employee must submit a Proof of Claim by the Claims Bar Date for all other claims arising before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- i. any current officer, director, or employee for claims based on indemnification, contribution, or reimbursement;
- j. any person or entity holding a claim for which a separate deadline is fixed by this Court;
- k. any holder of a claim for repayment of outstanding principal or interest arising under, or with respect to, those certain 2.0 percent Convertible Senior Notes pursuant to an Indenture dated March 24, 2019 between Emerald Oil, Inc. and U.S. Bank, N.A., as indenture trustee (the “Notes”, and each holder thereof, a “Noteholder”); *provided* that (i) the foregoing exclusion shall not apply to the indenture trustee under the indenture pursuant to which the Notes were issued (the “Indenture Trustee”); (ii) the Indenture Trustee shall be required to file one proof of claim on or before the Claims Bar Date for principal, interest, other applicable fees and charges and/or any other amounts due in respect of, or on account of, the Notes, which Proof of Claim shall have the same effect as if each applicable Noteholder had individually filed a Proof of Claim against each applicable Debtor on account of such Noteholder’s claims arising under the Indenture; *provided* that the Indenture Trustee shall not be required to file with its Proof of Claim any instruments, agreements, or other documents evidencing the obligations referenced in such Proof of Claim, which instruments, agreements, or other documents will be provided upon written request to counsel for the Indenture Trustee; and (iii) any Noteholder that wishes to assert a claim arising out of or related to the Notes, other than a claim for repayment of outstanding prepetition principal and interest thereunder, shall be required to file a Proof of Claim on or before the Claims Bar Date; and
- l. the Pre-Petition Agent and the Pre-Petition Lenders and the Post-Petition Agent and the Post-Petition Lenders (as defined in the *Final Agreed Order Authorizing Limited Use of Cash Collateral, Obtaining Post-Petition Credit Secured by Senior Liens, Granting Adequate Protection to Existing Lienholders, and Granting Related Relief* (the “Final DIP Order”) [Docket

No. 287] for claims arising from, in connection with, or relating to the Pre-Petition Claim Documents or the DIP Facility Documents, as applicable.

### III. Substantive Requirements of Proofs of Claim.

9. The following requirements shall apply with respect to filing and preparing each Proof of Claim:

- a. **Contents.** 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 410; and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant.
- b. **Section 503(b)(9) Claim.** Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) 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; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).
- c. **Original Signatures Required.** Only *original* Proofs of Claim may be deemed acceptable for purposes of claims administration. Copies of Proofs of Claim or Proofs of Claim sent by facsimile or electronic mail will not be accepted.
- d. **Identification of the Debtor Entity.** Each Proof of Claim must clearly identify the Debtor against which a claim is asserted, including the individual Debtor's case number. A Proof of Claim filed under the joint administration case number (No. 16-10704 (KG)) or otherwise without identifying a specific Debtor, will be deemed as filed only against Emerald Oil, Inc.
- e. **Claim Against Multiple Debtor Entities.** Each Proof of Claim must state a claim against *only one* Debtor and clearly indicate the Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the Proof of Claim, such claim may be treated as if filed only against the first-listed Debtor.
- f. **Supporting Documentation.** Each Proof of Claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, upon prior written consent of Debtors' counsel, such Proof of Claim may include a summary of such documentation or an explanation as to why such documentation is not available; *provided* that any creditor that received

such written consent shall be required to transmit such writings to Debtors' counsel upon request no later than 10 days from the date of such request.

- g. **Timely Service.** Each Proof of Claim must be filed, including supporting documentation, so as to be *actually received* by Donlin Recano on or before the applicable Bar Date (or, where applicable, on or before any other bar date as set forth herein or by order of the Court) at the following addresses:

*If by U.S. Mail:*

Donlin, Recano & Company, Inc.  
Re: Emerald Oil, Inc., et al.  
P.O. Box 899  
Madison Square Station  
New York, NY 10010

*If by Overnight Courier or Hand Delivery:*

Donlin, Recano & Company, Inc.  
Re: Emerald Oil, Inc., et al.  
6201 15th Avenue  
Brooklyn, NY 11219

<b>PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR ELECTRONIC MAIL WILL NOT BE ACCEPTED.</b>
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- h. **Receipt of Service.** Claimants wishing to receive acknowledgment that their Proofs of Claim were received by Donlin Recano must submit (i) a copy of the Proof of Claim Form (in addition to the original Proof of Claim Form sent to Donlin Recano) and (ii) a self-addressed, stamped envelope.

#### **IV. Identification of Known Creditors.**

10. The Debtors shall mail notice of the Bar Dates only to their known creditors, and such mailing shall be made to the last known mailing address for each such creditor.

#### **V. Procedures for Providing Notice of the Bar Date.**

##### **A. Mailing of Bar Date Notices.**

11. Pursuant to Bankruptcy Rule 2002(a)(7), the Debtors propose to cause written notice of the Bar Dates, substantially in the form annexed as Exhibit 2 to Exhibit A attached



hereto (the “Bar Date Notice”), and a Proof of Claim Form (collectively, the “Bar Date Package”) to be mailed via first class mail, no later than three business days after the Court enters the Bar Date Order, to the following entities:

- a. the U.S. Trustee;
- b. the entities listed on the Consolidated List of Creditors Holding the 30 Largest Unsecured Claims;
- c. counsel to the Committee;
- d. the administrative agent under the Debtors’ prepetition credit facility;
- e. the indenture trustee for the Debtors’ 2.00% senior unsecured notes due 2019;
- f. counsel to the agent under the Debtors’ debtor-in-possession credit facility;
- g. all creditors and other known holders of claims against the Debtors, including all entities listed in the Schedules as holding claims against the Debtors;
- h. all entities that have requested notice of the proceedings in these chapter 11 cases pursuant to Bankruptcy Rule 2002 as of the date of the Bar Date Order;
- i. all entities that have filed proofs of claim in these chapter 11 cases as of the date of the Bar Date Order;
- j. all known non-Debtor equity and interest holders of the Debtors as of the date the Bar Date Order is entered (whose Bar Date Package shall not contain a Proof of Claim Form);
- k. all entities who are party to executory contracts and unexpired leases with the Debtors;
- l. all entities who are party to litigation with the Debtors;
- m. all current and former employees (to the extent that contact information for former employees is available in the Debtors’ records);
- n. all regulatory authorities that regulate the Debtors’ businesses, including environmental and permitting authorities;
- o. the United States Environmental Protection Agency;

- p. the Office of the Attorney General for the State of Delaware;
- q. the office of the attorney general for each state in which the Debtors maintain or conduct business;
- r. the District Director of the Internal Revenue Service for the District of Delaware;
- s. all other taxing authorities for the jurisdictions in which the Debtors maintain or conduct business; and
- t. the Securities and Exchange Commission.

12. The Debtors shall retain the right to: (a) dispute, or assert offsets or defenses against, any filed Proofs of Claim, or any claim listed or reflected in the Schedules, as to the nature, amount, liability, classification, or otherwise; (b) subsequently designate any scheduled claim as disputed, contingent, or unliquidated; and (c) otherwise amend or supplement the Schedules. If the Debtors subsequently amend or supplement the Schedules, the Debtors shall give notice of any such amendment or supplement to the holders of claims affected thereby, including notice of the Amended Schedules Bar Date to file Proofs of Claim in response to the amendment or supplement to the Schedules.

13. The Debtors shall provide all known creditors listed in the Debtors' Schedules and, upon any amendment to the Debtors' Schedules, each of the creditors affected by such amendment, with a "personalized" Proof of Claim Form, which will identify how the Debtors have scheduled the creditors' claim in the Schedules, including, without limitation: (a) the identity of the Debtor against which the creditor's claim is scheduled; (b) the amount of the scheduled claim, if any; (c) whether the claim is listed as contingent, unliquidated, or disputed; and (d) whether the claim is listed as secured, unsecured priority, or unsecured non-priority. Each creditor shall have an opportunity to inspect the Proof of Claim Form provided by the Debtors and correct any information that is missing, incorrect, or incomplete. Additionally, any

creditor may choose to submit a Proof of Claim on a different form as long as it is substantially similar to Official Form 410.

14. After the initial mailing of the Bar Date Packages, the Debtors may, in their discretion, make supplemental mailings of notices or packages, including in the event that: (a) notices are returned by the post office with forwarding addresses; (b) certain parties acting on behalf of parties in interest decline to pass along notices to these parties and instead return their names and addresses to the Debtors for direct mailing, and (c) additional potential claimants become known as the result of the Bar Date mailing process. In this regard, the Debtors may make supplemental mailings of the Bar Date Package in these and similar circumstances at any time up to 21 days in advance of the Bar Date, with any such mailings being deemed timely and the Bar Date being applicable to the recipient creditors.

**B. Publication of Bar Date Notice.**

15. The Debtors shall cause notice of the Claims Bar Date and the Governmental Bar Date to be given by publication to creditors to whom notice by mail is impracticable, including creditors who are unknown or not reasonably ascertainable by the Debtors and creditors whose identities are known but whose addresses are unknown by the Debtors. Specifically, the Debtors shall cause the Bar Date Notice to be published, modified for publication in substantially the form annexed hereto as **Exhibit 3** (the "Publication Notice"), on one occasion in *USA Today* (national edition), the *Denver Post*, and other local publications as the Debtors deem appropriate, on or before June 20, 2016, thus satisfying the requirements of Bankruptcy Rule 2002(a)(7) that such notice be published at least 21 days before the Claims Bar Date.

**VI. Consequences of Failure to File a Proof of Claim or Administrative Claim.**

16. Upon confirmation of a chapter 11 plan, any person or entity who is required, but fails, to file a Proof of Claim or an Administrative Claim arising prior to the Administrative

Claim Deadline in accordance with the Bar Date Order on or before the applicable Bar Date shall be forever barred, estopped, and enjoined from asserting such claim against the Debtors (or filing a Proof of Claim or Administrative Claim with respect thereto) and the Debtors and its property shall be forever discharged from any and all indebtedness or liability with respect to or arising from such claim, *provided* that late-filed proofs of claim shall be treated in accordance with section 726(a)(3) of the Bankruptcy Code. Without limiting the foregoing sentence, any creditor asserting a claim entitled to priority pursuant to section 503(b)(9) of the Bankruptcy Code that fails to file a Proof of Claim in accordance with this Bar Date Order shall not be entitled to any priority treatment on account of such claim pursuant to section 503(b)(9) of the Bankruptcy Code, regardless of whether such claim is identified on Schedule F of the Schedules as not contingent, not disputed, and not liquidated.

17. Such creditor is prohibited from voting to accept or reject any plan of reorganization filed in these chapter 11 cases, participating in any distribution in these chapter 11 cases on account of such claim, or receiving further notices regarding such claim.

#### **VII. Miscellaneous.**

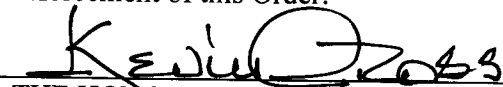
18. Notice of the Bar Dates as set forth in this order and in the manner set forth herein (including, but not limited to, the Bar Date Notice, the Publication Notice, and any supplemental notices that the Debtors may send from time to time) constitutes adequate and sufficient notice of each of the Bar Dates and satisfies the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

19. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this order in accordance with the Motion.

20. The terms and conditions of this Bar Date Order shall be immediately effective and enforceable upon entry of the Bar Date Order.

21. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: June 3, 2016  
Wilmington, Delaware

  
\_\_\_\_\_  
THE HONORABLE KEVIN GROSS  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT 1**

**Proof of Claim Form**

Fill in this information to identify the case:

In re: Emerald Oil, Inc., et al.

Debtor name: \_\_\_\_\_

United States Bankruptcy Court for the District of Delaware

Case number: \_\_\_\_\_

**Proof of Claim**

Your claim is scheduled by the Debtor as:

## Proof of Claim

12/15

**Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense other than a claim arising under section 503(b)(9). Make such a request according to 11 U.S.C. § 503. Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.**

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

## Part 1: Identify the Claim

1. Who is the current creditor? Name and address of the creditor.	Name and address of creditor (the person or entity to be paid for this claim):		
	Other names the creditor used with the debtor: _____		
2. Has this claim been acquired from someone else?	<input type="checkbox"/> No	<input type="checkbox"/> Yes. From whom? _____	
3. Where should notices and payments to the creditor be sent?	Where should notices to the creditor be sent?	Where should payments to the creditor be sent? (if different)	
Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).	Name: _____ Address: _____ City: _____ State: _____ Zip: _____ Phone: _____ Email: _____  Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____	Name: _____ Address: _____ City: _____ State: _____ Zip: _____ Phone: _____ Email: _____	
4. Does this claim amend one already filed?	<input type="checkbox"/> No	<input type="checkbox"/> Yes. Claim number on court claims registry (if known): _____	Filed on (MM/DD/YYYY): _____
5. Do you know if anyone else has filed a proof of claim for this claim?	<input type="checkbox"/> No	<input type="checkbox"/> Yes. Who made the earlier filing?	

### Part 2: Give Information About the Claim as of the Date the Case was Filed

<b>6. Do you have any number you use to identify the debtor?</b>	<input type="checkbox"/> No	<input type="checkbox"/> Yes. Last 4 digits of the debtor's account or any identification number used: _____
<b>7. How much is the claim?</b>	\$ _____	<b>Does this amount include interest or other charges?</b> <input type="checkbox"/> No <input type="checkbox"/> Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).
<b>8. What is the basis of the claim?</b>	Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information. _____	

<b>9. Is all or part of the claim secured?</b>	<input type="checkbox"/> No <input type="checkbox"/> Yes. The claim is secured by a lien on property.	<b>Nature of property:</b> <input type="checkbox"/> Real estate. If the claim is secured by the debtor's principal residence, file a <i>Mortgage Proof of Claim Attachment</i> (Official Form 410-A) with this <i>Proof of Claim</i> . <input type="checkbox"/> Motor vehicle <input type="checkbox"/> Other (describe): _____														
<b>Basis for perfection:</b> _____ Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)																
<b>Value of property:</b> \$ _____ <b>Amount of the claim that is secured:</b> \$ _____																
<b>Amount of the claim that is unsecured</b> (the sum of the secured and unsecured amounts should match the amount in line 7): \$ _____																
<b>Amount necessary to cure any default as of the date of the petition:</b> \$ _____ <b>Annual interest rate</b> (when case was filed): _____ % <input type="checkbox"/> Fixed <input type="checkbox"/> Variable																
<b>10. Is this claim based on a lease?</b>	<input type="checkbox"/> No <input type="checkbox"/> Yes. <b>Amount necessary to cure any default as of the date of the petition.</b> \$ _____															
<b>11. Is this claim subject to a right of setoff?</b>	<input type="checkbox"/> No <input type="checkbox"/> Yes. Identify the property: _____															
<b>12. Is all or part of the claim entitled to: (i) priority under 11 U.S.C. § 507(a), or (ii) administrative expense under 11 U.S.C. § 503(b)(9)?</b>  A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.  <small>* Amounts are subject to adjustment on 4/01/16 and every 3 years after that for cases begun on or after the date of adjustment.</small>	<input type="checkbox"/> No <input type="checkbox"/> Yes. <i>Check all that apply:</i> <table style="width: 100%; border: none;"> <tr> <td style="width: 80%;"> <input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).         </td> <td style="width: 20%; text-align: right;"> <b>Amount entitled to priority</b>            \$ _____         </td> </tr> <tr> <td> <input type="checkbox"/> Up to \$2,775* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).         </td> <td style="text-align: right;">\$ _____</td> </tr> <tr> <td> <input type="checkbox"/> Wages, salaries, or commissions (up to \$12,475*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).         </td> <td style="text-align: right;">\$ _____</td> </tr> <tr> <td> <input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).         </td> <td style="text-align: right;">\$ _____</td> </tr> <tr> <td> <input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).         </td> <td style="text-align: right;">\$ _____</td> </tr> <tr> <td> <input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)(____) that applies.         </td> <td style="text-align: right;">\$ _____</td> </tr> <tr> <td> <input type="checkbox"/> Value of goods received by the debtor within 20 days before the date of commencement of the case. 11 U.S.C. § 503(b)(9).         </td> <td style="text-align: right;">\$ _____</td> </tr> </table>		<input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).	<b>Amount entitled to priority</b> \$ _____	<input type="checkbox"/> Up to \$2,775* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).	\$ _____	<input type="checkbox"/> Wages, salaries, or commissions (up to \$12,475*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).	\$ _____	<input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	\$ _____	<input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	\$ _____	<input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)(____) that applies.	\$ _____	<input type="checkbox"/> Value of goods received by the debtor within 20 days before the date of commencement of the case. 11 U.S.C. § 503(b)(9).	\$ _____
<input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).	<b>Amount entitled to priority</b> \$ _____															
<input type="checkbox"/> Up to \$2,775* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).	\$ _____															
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<input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	\$ _____															
<input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)(____) that applies.	\$ _____															
<input type="checkbox"/> Value of goods received by the debtor within 20 days before the date of commencement of the case. 11 U.S.C. § 503(b)(9).	\$ _____															

**Part 3: Sign Below**

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

- ☐ I am the creditor.  
☐ I am the creditor's attorney or authorized agent.  
☐ I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.  
☐ I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date (MM/DD/YYYY): \_\_\_\_\_

Signature: \_\_\_\_\_

Print the name of the person who is completing and signing this claim:

First name: \_\_\_\_\_ Middle: \_\_\_\_\_ Last: \_\_\_\_\_

Title: \_\_\_\_\_

Company (identify the corporate servicer as the company if the authorized agent is a servicer): \_\_\_\_\_

Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

Phone: \_\_\_\_\_ Email: \_\_\_\_\_



## Instructions for Proof of Claim

United States Bankruptcy Court

12/15

These instructions and definitions generally explain the law. In certain circumstances, such as bankruptcy cases that debtors do not file voluntarily, exceptions to these general rules may apply. You should consider obtaining the advice of an attorney, especially if you are unfamiliar with the bankruptcy process and privacy regulations.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157 and 3571.

### How to fill out this form

- Fill in all of the information about the claim as of the date the case was filed.
- Fill in the caption at the top of the form. You must fill in the specific Debtor name and case number against which your claim is being asserted. If you are asserting claims against more than one Debtor, you MUST file a separate proof of claim for each debtor.
- If the claim has been acquired from someone else, then state the identity of the last party who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.
- Attach any supporting documents to this form. Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the reverse page.)  
  
Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called "Bankruptcy Rule") 3001(c) and (d).
- Do not attach original documents because attachments may be destroyed after scanning.
- If the claim is based on delivering health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.

- A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, individual's tax identification number, or financial account number, and only the year of any person's date of birth. See Bankruptcy Rule 9037.
- For a minor child, fill in only the child's initials and the full name and address of the child's parent or guardian. For example, write *A.B., a minor child (John Doe, parent, 123 Main St., City, State)*. See Bankruptcy Rule 9037.

### Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, either enclose a stamped self-addressed envelope and a copy of this form or you may access the claims agent's website ([www.donlinrecano.com/emerald](http://www.donlinrecano.com/emerald)) to view the filed form.

### Understand the terms used in this form

**Administrative expense:** Generally, an expense that arises after a bankruptcy case is filed in connection with operating, liquidating, or distributing the bankruptcy estate. 11 U.S.C. § 503.

**Administrative expense claim under 11 U.S.C. §503(b)(9):** Administrative expense claims under 11 U.S.C. §503(b)(9) include those claims for the value of any goods received by the debtor, within 20 days before the date of commencement of a case under the Bankruptcy Code in which the goods have been sold to the debtor in the ordinary course of such debtor's business.

**Claim:** A creditor's right to receive payment for a debt that the debtor owed on the date the debtor filed for bankruptcy. 11 U.S.C. §101 (5). A claim may be secured or unsecured.

**Creditor:** A person, corporation, or other entity to whom a debtor owes a debt that was incurred on or before the date the debtor filed for bankruptcy. 11 U.S.C. §101 (10).

**Debtor:** A person, corporation, or other entity who is in bankruptcy. Use the debtor's name and case number as shown in the bankruptcy notice you received. 11 U.S.C. § 101 (13).

**Evidence of perfection:** Evidence of perfection of a security interest may include documents showing that a security interest has been filed or recorded, such as a mortgage, lien, certificate of title, or financing statement.

**Information that is entitled to privacy:** A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, an individual's tax identification number, or a financial account number, only the initials of a minor's name, and only the year of any person's date of birth. If a claim is based on delivering health care goods or services, limit the disclosure of the goods or services to avoid embarrassment or disclosure of confidential health care information. You may later be required to give more information if the trustee or someone else in interest objects to the claim.

**Priority claim:** A claim within a category of unsecured claims that is entitled to priority under 11 U.S.C. §507(a). These claims are paid from the available money or property in a bankruptcy case before other unsecured claims are paid. Common priority unsecured claims include alimony, child support, taxes, and certain unpaid wages.

**Proof of claim:** A form that shows the amount of debt the debtor owed to a creditor on the date of the bankruptcy filing. The form must be filed in the district where the case is pending.

**Redaction of information:** Masking, editing out, or deleting certain information to protect privacy. Filers must redact or leave out information entitled to **privacy** on the *Proof of Claim* form and any attached documents.

**Do not file these instructions with your form.**

**Secured claim under 11 U.S.C. §506(a):** A claim backed by a lien on particular property of the debtor. A claim is secured to the extent that a creditor has the right to be paid from the property before other creditors are paid. The amount of a secured claim usually cannot be more than the value of the particular property on which the creditor has a lien. Any amount owed to a creditor that is more than the value of the property normally may be an unsecured claim. But exceptions exist; for example, see 11 U.S.C. § 1322(b) and the final sentence of 1325(a).

Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment may be a lien.

**Setoff:** Occurs when a creditor pays itself with money belonging to the debtor that it is holding, or by canceling a debt it owes to the debtor.

**Uniform claim identifier:** An optional 24-character identifier that some creditors use to facilitate electronic payment.

**Unsecured claim:** A claim that does not meet the requirements of a secured claim. A claim may be unsecured in part to the extent that the amount of the claim is more than the value of the property on which a creditor has a lien.

### Offers to purchase a claim

Certain entities purchase claims for an amount that is less than the face value of the claims. These entities may contact creditors offering to purchase their claims. Some written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court, the bankruptcy trustee, or the debtor. A creditor has no obligation to sell its claim. However, if a creditor decides to sell its claim, any transfer of that claim is subject to Bankruptcy Rule 3001(e), any provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.) that apply, and any orders of the bankruptcy court that apply.

**EXHIBIT 2**

**Form of Bar Date Notice**

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

In re:	)	
	)	Chapter 11
EMERALD OIL, INC., <i>et al.</i> , <sup>1</sup>	)	
	)	Case No. 16-10704 (KG)
Debtors.	)	
	)	(Jointly Administered)

**NOTICE OF DEADLINES FOR THE FILING OF  
(I) PROOFS OF CLAIM, INCLUDING REQUESTS FOR PAYMENT  
PURSUANT TO SECTION 503(B)(9) OF THE BANKRUPTCY CODE,  
(II) ADMINISTRATIVE CLAIMS, AND (III) REJECTION DAMAGES CLAIMS**

**TO: ALL PERSONS AND ENTITIES WHO MAY HAVE CLAIMS AGAINST ANY OF  
THE FOLLOWING DEBTOR ENTITIES:**

DEBTOR	CASE NO.
Emerald Oil, Inc.	16-10704 (KG)
Emerald DB, LLC	16-10705 (KG)
Emerald NWB, LLC	16-10706 (KG)
Emerald WB LLC	16-10707 (KG)
EOX Marketing, LLC	16-10708 (KG)

**PLEASE TAKE NOTICE THAT:**

On March 22, 2016 (the “Petition Date”), Emerald Oil, Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, the “Debtors”), filed voluntary petitions for relief under chapter 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Court”).

On [\_\_\_\_], 2016 the Court entered an order [Docket No. \_\_] (the “Bar Date Order”)<sup>2</sup> establishing certain dates by which parties holding prepetition claims against the Debtors must file (a) proofs of claim (“Proofs of Claim”), including claims by governmental units, claims arising under section 503(b)(9) of the Bankruptcy Code, and Rejection Damages Claims, and (b) request for payment of Administrative Claims.

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Emerald Oil, Inc. (9000); Emerald DB, LLC (2933); Emerald NWB, LLC (7528); Emerald WB LLC (8929); and EOX Marketing, LLC (4887). The location of the Debtors’ service address is: 200 Columbine Street, Suite 500, Denver, Colorado 80206.

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Bar Date Order.

For your convenience, enclosed with this notice (this “Notice”) is a Proof of Claim form, which identifies on its face the amount, nature, and classification of your claim(s), if any, listed in the Debtors’ schedules of assets and liabilities filed in these cases (the “Schedules”). If the Debtors believe that you hold claims against more than one Debtor, you will receive multiple Proof of Claim forms, each of which will reflect the nature and amount of your claim as listed in the Schedules.

As used in this Notice, the term “entity” has the meaning given to it in section 101(15) of the Bankruptcy Code, and includes all persons, estates, trusts, governmental units, and the Office of the United States Trustee for the District of Delaware. In addition, the terms “persons” and “governmental units” are defined in sections 101(41) and 101(27) of the Bankruptcy Code, respectively.

As used in this Notice, the term “claim” means, as to or against the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (a) any 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) any 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.

#### **I. THE BAR DATES.**

The Bar Date Order establishes the following bar dates for filing Proofs of Claim in these chapter 11 cases (the “Bar Dates”).

- a. **The Claims Bar Date.** Pursuant to the Bar Date Order, except as described below, all entities holding claims against the Debtors that arose or are deemed to have arisen prior to the commencement of these cases on the Petition Date, **including requests for payment pursuant to section 503(b)(9), are required to file Proofs of Claim by the Claims Bar Date (i.e., by July 15, 2016, at 5:00 p.m., prevailing Eastern Time).** The Claims Bar Date applies to all types of claims against the Debtors that arose prior to the Petition Date, including secured claims, unsecured priority claims, and unsecured non-priority claims.
- b. **The Governmental Bar Date.** Pursuant to the Bar Date Order, **all governmental units holding claims against the Debtors that arose or are deemed to have arisen prior to the commencement of these cases on the Petition Date are required to file proofs of claim by the Governmental Bar Date (i.e., by September 19, 2016, at 5:00 p.m., prevailing Eastern Time).** The Governmental Bar Date applies to all governmental units holding claims against the Debtors (whether secured, unsecured priority, or unsecured non-priority) that arose prior to the Petition Date, including, without limitation, governmental units with claims against the Debtors for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which the Debtors were a party.
- c. **The Administrative Claims Bar Date.** Pursuant to the Bar Date Order, all claimants holding Administrative Claims against the Debtors’ estates arising between the Petition Date and July 1, 2016 (the “Administrative Claims Deadline”), excluding claims for fees and expenses of professionals retained in

these proceedings and claims asserting priority pursuant to section 503(b)(9) of the Bankruptcy Code, are required to file a request for payment of such Administrative Claim with the Court and, if desired, a notice of hearing on such Administrative Claim by the Administrative Claims Bar Date (i.e., on or before July 15, 2016 at 5:00 p.m. prevailing Eastern Time).

- d. The Amended Schedules Bar Date. Pursuant to the Bar Date Order, all parties asserting claims against the Debtors' estates that are affected by a previously unfiled Schedule or amendment or supplement to the Schedules are required to file Proofs of Claim so that such Proofs of Claim are actually received by the Claims and Noticing Agent by the Amended Schedules Bar Date (i.e., by the later of (a) the Claims Bar Date or the Governmental Bar Date, as applicable, or (b) 5:00 p.m., prevailing Eastern Time, on the date that is 21 days from the date on which the Debtors provide notice of such filing, amendment or supplement).
- e. The Rejection Damages Bar Date. Pursuant to the Bar Date Order, all parties asserting claims against the Debtors' estates arising from the Debtors' rejection of an executory contract or unexpired lease are required to file Proofs of Claim with respect to such rejection so that such Proofs of Claim are actually received by the Claims and Noticing Agent by the Rejection Damages Bar Date (i.e., by the later of (a) the Claims Bar Date or the Governmental Bar Date, as applicable, or (b) 5:00 p.m., prevailing Eastern Time, on the date that is 21 days following entry of an order approving such rejection).

## II. WHO MUST FILE A PROOF OF CLAIM OR ADMINISTRATIVE CLAIMS.

Except as otherwise set forth herein, the following entities holding claims against the Debtors that arose (or that are deemed to have arisen) prior to the Petition Date must file Proofs of Claim or Administrative Claims on or before the applicable Bar Date:

- a. any person or entity whose claim against a Debtor is *not* listed in the applicable Debtor's Schedules or is listed in such Schedules as "contingent," "unliquidated," or "disputed" if such person or entity desires to participate in any of these chapter 11 cases or share in any distribution in any of these chapter 11 cases;
- b. any person or entity who believes that its claim is improperly classified in the Schedules or is listed in an incorrect amount and who desires to have its claim allowed in a different classification or amount other than that identified in the Schedules;
- c. any person or entity that believes that its prepetition claims as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed and that desires to have its claim allowed against a Debtor other than that identified in the Schedules;
- d. any entity who believes that its claim against a Debtor is or may be an administrative expense that arises between the Petition Date and July 1, 2016 (excluding claims for fees and expenses of professionals retained in these

proceedings and claims asserting priority pursuant to section 503(b)(9) of the Bankruptcy Code); and

- e. any entity who believes that its claim against a Debtor is or may be entitled to priority under section 503(b)(9) of the Bankruptcy Code.

### **III. PARTIES WHO DO NOT NEED TO FILE PROOFS OF CLAIM OR ADMINISTRATIVE CLAIMS.**

Certain parties are not required to file Proofs of Claim. The Court may, however, enter one or more separate orders at a later time requiring creditors to file Proofs of Claim for some kinds of the following claims and setting related deadlines. If the Court does enter such an order, you will receive notice of it. The following entities holding claims that would otherwise be subject to the Bar Dates need *not* file Proofs of Claims:

- a. any person or entity that already has filed a signed Proof of Claim against the respective Debtor(s) with the Clerk of the Court or with Donlin Recano in a form substantially similar to Official Form 410;
- b. any person or entity whose claim is listed on the Schedules if: (i) the claim is *not* scheduled as any of “disputed,” “contingent,” or “unliquidated;” (ii) such person or entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) such person or entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;
- c. any person or entity whose claim has previously been allowed by order of the Court;
- d. any person or entity whose claim has been paid in full by the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court;
- e. any Debtor having a claim against another Debtor;
- f. any person or entity whose claim is solely against any of the Debtors’ non-Debtor affiliates (if any);
- g. any person or entity whose claim is based on an equity interest in any of the Debtors; *provided* that any holder of an equity interest who wishes to assert a claim against the Debtors, including a claim relating to such equity interest or the purchase or sale of such interest, must file a proof of claim asserting such claim on or prior to the Claims Bar Date pursuant to procedures set forth herein;
- h. a 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* that a current employee must submit a Proof of Claim by the Claims Bar Date for all other claims arising before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;

- i. any current officer, director, or employee for claims based on indemnification, contribution, or reimbursement;
- j. any person or entity holding a claim for which a separate deadline is fixed by this Court;
- k. any holder of a claim for repayment of outstanding principal or interest arising under, or with respect to, those certain 2.0 percent Convertible Senior Notes pursuant to an Indenture dated March 24, 2019 between Emerald Oil, Inc. and U.S. Bank, N.A., as indenture trustee (the “Notes”, and each holder thereof, a “Noteholder”); *provided* that (i) the foregoing exclusion shall not apply to the indenture trustee under the indenture pursuant to which the Notes were issued (the “Indenture Trustee”); (ii) the Indenture Trustee shall be required to file one proof of claim on or before the Claims Bar Date for principal, interest, other applicable fees and charges and/or any other amounts due in respect of, or on account of, the Notes, which Proof of Claim shall have the same effect as if each applicable Noteholder had individually filed a Proof of Claim against each applicable Debtor on account of such Noteholder’s claims arising under the Indenture; *provided* that the Indenture Trustee shall not be required to file with its Proof of Claim any instruments, agreements, or other documents evidencing the obligations referenced in such Proof of Claim, which instruments, agreements, or other documents will be provided upon written request to counsel for the Indenture Trustee; and (iii) any Noteholder that wishes to assert a claim arising out of or related to the Notes, other than a claim for repayment of outstanding prepetition principal and interest thereunder, shall be required to file a Proof of Claim on or before the Claims Bar Date; and
- l. the Pre-Petition Agent and the Pre-Petition Lenders and the Post-Petition Agent and the Post-Petition Lenders (as defined in the *Final Agreed Order Authorizing Limited Use of Cash Collateral, Obtaining Post-Petition Credit Secured by Senior Liens, Granting Adequate Protection to Existing Lienholders, and Granting Related Relief* (the “Final DIP Order”) [Docket No. 287] for claims arising from, in connection with, or relating to the Pre-Petition Claim Documents or the DIP Facility Documents, as applicable.

#### IV. INSTRUCTIONS FOR FILING PROOFS OF CLAIM.

The following requirements shall apply with respect to filing and preparing each Proof of Claim:

- a. **Contents.** 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 410; and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant.
- b. **Section 503(b)(9) Claim.** Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) 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; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).

- c. **Original Signatures Required.** Only *original* Proofs of Claim may be deemed acceptable for purposes of claims administration. Copies of Proofs of Claim or Proofs of Claim sent by facsimile or electronic mail will not be accepted.
- d. **Identification of the Debtor Entity.** Each Proof of Claim must clearly identify the Debtor against which a claim is asserted, including the individual Debtor's case number. A Proof of Claim filed under the joint administration case number (No. 16-10704 (KG)) or otherwise without identifying a specific Debtor, will be deemed as filed only against Emerald Oil, Inc.
- e. **Claim Against Multiple Debtor Entities.** Each Proof of Claim must state a claim against *only one* Debtor and clearly indicate the Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the Proof of Claim, such claim may be treated as if filed only against the first-listed Debtor.
- f. **Supporting Documentation.** Each Proof of Claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, upon prior written consent of Debtors' counsel, such Proof of Claim may include a summary of such documentation or an explanation as to why such documentation is not available; *provided* that any creditor that received such written consent shall be required to transmit such writings to Debtors' counsel upon request no later than 10 days from the date of such request.
- g. **Timely Service.** Each Proof of Claim must be filed, including supporting documentation, so as to be *actually received* by Donlin Recano on or before the applicable Bar Date (or, where applicable, on or before any other bar date as set forth herein or by order of the Court) at the following addresses:

*If by U.S. Mail:*

Donlin, Recano & Company, Inc.  
Re: Emerald Oil, Inc., *et al.*  
P.O. Box 899  
Madison Square Station  
New York, NY 10010

*If by hand or overnight delivery:*

Donlin, Recano & Company, Inc.  
Re: Emerald Oil, Inc., *et al.*  
6201 15th Avenue  
Brooklyn, NY 11219

**PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR ELECTRONIC MAIL WILL NOT BE ACCEPTED.**

- h. **Receipt of Service.** Claimants wishing to receive acknowledgment that their Proofs of Claim were received by Donlin Recano must submit (i) a copy of the Proof of Claim Form (in addition to the original Proof of Claim Form sent to Donlin Recano) and (ii) a self-addressed, stamped envelope.

**V. CONSEQUENCES OF FAILING TO TIMELY FILE YOUR PROOF OF CLAIM OR ADMINISTRATIVE CLAIM.**

Pursuant to the Bar Date Order and in accordance with Bankruptcy Rule 3003(c)(2), upon confirmation of a chapter 11 plan, if you or any party or entity who is required, but fails, to file a Proof of Claim or Administrative Claim in accordance with the Bar Date Order on or before the applicable Bar Date, please be advised that:

- a. YOU WILL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS (OR FILING A PROOF OF CLAIM WITH RESPECT THERETO);
- b. THE DEBTORS AND THEIR PROPERTY SHALL BE FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO OR ARISING FROM SUCH CLAIM;
- c. YOU WILL NOT RECEIVE ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF THAT CLAIM; AND
- d. YOU WILL NOT BE PERMITTED TO VOTE ON ANY PLAN OR PLANS OF REORGANIZATION FOR THE DEBTORS ON ACCOUNT OF THESE BARRED CLAIMS OR RECEIVE FURTHER NOTICES REGARDING SUCH CLAIM.

**VI. AMENDMENTS TO THE DEBTORS' SCHEDULES**

If, subsequent to the date of this Notice, the Debtors amend or supplement their Schedules to reduce the undisputed, noncontingent, and liquidated amount of a claim listed in the Schedules, to change the nature or classification of a claim against the Debtors reflected in the Schedules, or to add a new claim to the Schedules, the affected creditor is required to file a Proof of Claim or amend any previously filed Proof of Claim in respect of the amended scheduled claim on or before the later of (a) the Claims Bar Date or the Governmental Bar Date, as applicable to such claim and (b) 5:00 p.m., prevailing Eastern Time on the date that is 21 days after the date that on which the Debtors provide notice of the amendment to the Schedules (or another time period as may be fixed by the Court) as the date by which claimants holding claims affected by the amendment must file Proofs of Claim with respect to such claim (any such date, an "Amended Schedules Bar Date").

**VII. RESERVATION OF RIGHTS.**

Nothing contained in this Notice is intended to or should be construed as a waiver of the Debtors' right to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or

reflected in the Schedules as to the nature, amount, liability, or classification thereof; (b) subsequently designate any scheduled claim as disputed, contingent, or unliquidated; and (c) otherwise amend or supplement the Schedules.

#### **VIII. THE DEBTORS' SCHEDULES AND ACCESS THERETO.**

You may be listed as the holder of a claim against one or more of the Debtor entities in the Debtors' Schedules. To determine if and how you are listed on the Schedules, please refer to the descriptions set forth on the enclosed proof of claim forms regarding the nature, amount, and status of your claim(s). If the Debtors believe that you may hold claims against more than one Debtor entity, you will receive multiple proof of claim forms, each of which will reflect the nature and amount of your claim against one Debtor entity, as listed in the Schedules.

If you rely on the Debtors' Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules. However, you may rely on the enclosed form, which sets forth: (a) the amount of your claim (if any) as scheduled; (b) identifies the Debtor entity against which it is scheduled; (c) specifies whether your claim is listed in the Schedules as "contingent," "unliquidated," or "disputed; and (d) identifies whether your claim is scheduled as a secured, unsecured priority, or unsecured non-priority claim.

As described above, if you agree with the nature, amount, and status of your claim as listed in the Debtors' Schedules, and if you do not dispute that your claim is only against the Debtor entity specified by the Debtors, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need *not* file a proof of claim. Otherwise, or if you decide to file a proof of claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice.

#### **IX. ADDITIONAL INFORMATION.**

Copies of the Debtors' Schedules, the Bar Date Order, and other information regarding these chapter 11 cases are available for inspection free of charge on Donlin Recano's website at <http://www.donlinrecano.com/emerald>. The Schedules and other filings in these chapter 11 cases also are available for a fee at the Court's website at <http://www.deb.uscourts.gov>. A login identification and password to the Court's Public Access to Court Electronic Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Copies of the Schedules and other documents filed in these cases also may be examined between the hours of 9:00 a.m. and 4:30 p.m., prevailing Eastern Time, Monday through Friday, at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801.

If you require additional information regarding the filing of a proof of claim, you may contact the Debtors' claims agent, Donlin Recano, directly by writing to: Donlin, Recano & Company, Inc., Re: Emerald Oil, Inc., *et al.*, P.O. Box 899, Madison Square Station, New York, NY 10010 or contact the Debtors' restructuring hotline at: 877-208-9515 (toll free).

**A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTORS SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM.**

Wilmington, Delaware

Dated: [ ], 2016

/s/ *DRAFT*

Laura Davis Jones (DE Bar No. 2436)

Colin R. Robinson (DE Bar No. 5524)

Joseph M. Mulvihill (DE Bar No. 6061)

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- and -

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*Counsel to the Debtors*

**EXHIBIT 3**

**Publication Notice**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	
	)	Chapter 11
EMERALD OIL, INC., <i>et al.</i> , <sup>1</sup>	)	
	)	Case No. 16-10704 (KG)
Debtors.	)	
	)	(Jointly Administered)

NOTICE OF DEADLINES FOR THE FILING OF  
(I) PROOFS OF CLAIM, INCLUDING REQUESTS FOR PAYMENT  
PURSUANT TO SECTION 503(B)(9) OF THE BANKRUPTCY CODE,  
(II) ADMINISTRATIVE CLAIMS, AND (III) REJECTION DAMAGES CLAIMS

THE CLAIMS BAR DATE IS JULY 15, 2016, AT 5:00 P.M. (E.T.)

THE GOVERNMENTAL CLAIMS BAR DATE IS  
SEPTEMBER 19, 2016, AT 5:00 P.M. (E.T.)

THE ADMINISTRATIVE CLAIMS BAR DATE IS  
JULY 15, 2016, AT 5:00 P.M. (E.T.)

PLEASE TAKE NOTICE OF THE FOLLOWING:

*Deadlines for Filing Proofs of Claim and Administrative Claims Arising Prior to the Administrative Claim Deadline.* On \_\_\_\_\_, \_\_\_\_\_ the Court entered an order [Docket No. \_\_\_\_] the ("Bar Date Order")<sup>2</sup> establishing certain dates by which parties holding prepetition claims against the Debtors must file (a) proofs of claim ("Proofs of Claim"), including claims by governmental units, claims arising under section 503(b)(9) of the Bankruptcy Code, and Rejection Damages Claims, and (b) requests for payment of Administrative Claims (as defined herein) arising prior to the Administrative Claim Deadline (as defined herein).

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Emerald Oil, Inc. (9000); Emerald DB, LLC (2933); Emerald NWB, LLC (7528); Emerald WB LLC (8929); and EOX Marketing, LLC (4887). The location of the Debtors' service address is: 200 Columbine Street, Suite 500, Denver, Colorado 80206.

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Bar Date Order.

DEBTOR	CASE NO.
Emerald Oil, Inc.	16-10704 (KG)
Emerald DB, LLC	16-10705 (KG)
Emerald NWB, LLC	16-10706 (KG)
Emerald WB LLC	16-10707 (KG)
EOX Marketing, LLC	16-10708 (KG)

***The Bar Dates.***

**The Claims Bar Date.** Pursuant to the Bar Date Order, all entities, including individuals, partnerships, estates, and trusts who have a claim or potential claim against the Debtors, including claims arising under section 503(b)(9) of the Bankruptcy Code, that arose prior to the Petition Date, no matter how remote or contingent such right to payment or equitable remedy may be, **MUST FILE A PROOF OF CLAIM** so as to be actually received on or before **July 15, 2016, at 5:00 p.m., prevailing Eastern Time** (the “Claims Bar Date”).

**Governmental Bar Date.** Governmental entities who have a claim or potential claim against the Debtors that arose prior to the Petition Date, no matter how remote or contingent such right to payment or equitable remedy may be, **MUST FILE A PROOF OF CLAIM** so as to be actually received on or before **September 19, 2016, at 5:00 p.m., prevailing Eastern Time** (the “Governmental Bar Date”).

**Administrative Claims Bar Date.** Parties asserting Administrative Claims against the Debtors’ estates arising between the Petition Date and July 1, 2016 (the “Administrative Claims Deadline”) (but excluding claims for fees and expenses of professionals retained in these proceedings and claims asserting priority pursuant to section 503(b)(9) of the Bankruptcy Code), are required to file a request for payment of such Administrative Claim arising prior to the Administrative Claim Deadline with the Court on or before **July 15, 2016 at 5:00 p.m., prevailing Eastern Time** (the “Administrative Claims Bar Date”).

**Amended Schedules Bar Date.** All parties asserting claims against the Debtors’ estates that are affected by a previously unfiled Schedule or an amendment or supplement to the Schedules are required to file Proofs of Claim by **the later of (a) the Claims Bar Date or the Governmental Bar Date, as applicable, or (b) 5:00 p.m., prevailing Eastern Time, on the date that is 21 days from the date on which the Debtors provide notice of a previously unfiled Schedule or amendment or supplement to the Schedules** (the “Amended Schedules Bar Date”).

**Rejection Damages Bar Date.** All parties asserting claims against the Debtors’ estates arising from the Debtors’ rejection of an executory contract or unexpired lease must file a Proof of Claim by **the later of (a) the Claims Bar Date or the Governmental Bar Date, as applicable, or (b) 5:00 p.m. prevailing Eastern Time on the date that is 21 days following entry of an order approving such rejection** (the “Rejection Damages Bar Date”).

**ANY PERSON OR ENTITY WHO FAILS TO FILE A PROOF OF CLAIM, INCLUDING ANY CLAIMS ARISING UNDER SECTION 503(B)(9) OF THE BANKRUPTCY CODE, OR WHO FAILS TO FILE AN ADMINISTRATIVE CLAIM WITH THE COURT, IN EACH CASE ON OR BEFORE THE APPLICABLE BAR DATE, SHALL NOT BE**

**TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF VOTING AND DISTRIBUTION ON ANY CHAPTER 11 PLAN.**

***Filing a Proof of Claim.*** Each Proof of Claim must be filed, including supporting documentation, so as to be ***actually received*** by the Debtors' notice and claims agent, Donlin Recano, Recano & Company, Inc. ("Donlin Recano") on or before the Claims Bar Date or the Governmental Bar Date (or, where applicable, on or before any other bar date as set forth herein) by U.S. Mail or other hand delivery system at the following address:

*If by U.S. Mail:*

Donlin, Recano & Company, Inc.  
Re: Emerald Oil, Inc., *et al.*  
P.O. Box 899  
Madison Square Station  
New York, NY 10010

*If by hand or overnight delivery:*

Donlin, Recano & Company, Inc.  
Re: Emerald Oil, Inc., *et al.*  
6201 15th Avenue  
Brooklyn, NY 11219

***Contents of Proofs of Claim.*** Each proof of claim must (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) clearly identify the Debtor against which the claim is asserted (iv) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 410; (v) be signed by the claimant or by an authorized agent or legal representative of the claimant; and (vi) include as attachments any and all supporting documentation on which the claim is based. ***Please note*** that each proof of claim must state a claim against only one Debtor and clearly indicate the specific Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the proof of claim, a proof of claim is treated as if filed only against the first-listed Debtor, or if a proof of claim is otherwise filed without identifying a specific Debtor, the proof of claim may be deemed as filed only against Emerald Oil, Inc.

***Section 503(b)(9) Requests for Payment.*** Any proof of claim and/or priority asserting a claim arising under section 503(b)(9) of the Bankruptcy Code 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 such 503(b)(9) claim is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).

***Additional Information.*** If you have any questions regarding the claims process and/or you wish to obtain a copy of the Bar Date Notice, a Proof of Claim Form or related documents you may do so by: (i) calling the Debtors' restructuring hotline at 877-208-9515 (toll free); (ii) visiting the Debtors' restructuring website at: <http://www.donlinrecano.com/emerald>; and/or



**TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF VOTING AND DISTRIBUTION ON ANY CHAPTER 11 PLAN.**

***Filing a Proof of Claim.*** Each Proof of Claim must be filed, including supporting documentation, so as to be ***actually received*** by the Debtors' notice and claims agent, Donlin Recano, Recano & Company, Inc. ("Donlin Recano") on or before the Claims Bar Date or the Governmental Bar Date (or, where applicable, on or before any other bar date as set forth herein) by U.S. Mail or other hand delivery system at the following address:

*If by U.S. Mail:*

Donlin, Recano & Company, Inc.  
Re: Emerald Oil, Inc., *et al.*  
P.O. Box 899  
Madison Square Station  
New York, NY 10010

*If by hand or overnight delivery:*

Donlin, Recano & Company, Inc.  
Re: Emerald Oil, Inc., *et al.*  
6201 15th Avenue  
Brooklyn, NY 11219

***Contents of Proofs of Claim.*** Each proof of claim must (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) clearly identify the Debtor against which the claim is asserted (iv) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 410; (v) be signed by the claimant or by an authorized agent or legal representative of the claimant; and (vi) include as attachments any and all supporting documentation on which the claim is based. ***Please note*** that each proof of claim must state a claim against only one Debtor and clearly indicate the specific Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the proof of claim, a proof of claim is treated as if filed only against the first-listed Debtor, or if a proof of claim is otherwise filed without identifying a specific Debtor, the proof of claim may be deemed as filed only against Emerald Oil, Inc.

***Section 503(b)(9) Requests for Payment.*** Any proof of claim and/or priority asserting a claim arising under section 503(b)(9) of the Bankruptcy Code 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 such 503(b)(9) claim is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).

***Additional Information.*** If you have any questions regarding the claims process and/or you wish to obtain a copy of the Bar Date Notice, a Proof of Claim Form or related documents you may do so by: (i) calling the Debtors' restructuring hotline at 877-208-9515 (toll free); (ii) visiting the Debtors' restructuring website at: <http://www.donlinrecano.com/emerald>; and/or

(iii) writing to Donlin, Recano & Company, Inc., Re: Emerald Oil, Inc., *et al.*, P.O. Box 899, Madison Square Station, New York, NY 10010. ***Please note*** that Donlin Recano ***cannot*** offer legal advice or advise whether you should file a proof of claim.

Wilmington, Delaware

Dated: [ ], 2016

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Laura Davis Jones (DE Bar No. 2436)  
Colin R. Robinson (DE Bar No. 5524)  
Joseph M. Mulvihill (DE Bar No. 6061)  
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- and -

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*Counsel to the Debtors*