

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

In re:

MAGNOLIA ENERGY L.P., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 06-11069 (MFW)

(Jointly Administered)

**NOTICE OF BAR DATES FOR FILING OF PROOFS OF CLAIM**

**TO ALL KNOWN CREDITORS AND EQUITY INTEREST HOLDERS:**

On January 23, 2007, the United States Bankruptcy Court for the District of Delaware (the "Court") entered an order in the above-captioned chapter 11 cases (the "Bar Date Order") establishing certain claims bar dates in the chapter 11 cases of the above-captioned debtors and debtors in possession (collectively, the "Debtors"). By the Bar Date Order, the Court fixed **April 3, 2007 at 5:00 p.m., prevailing Eastern Time**, as the general claims bar date (the "General Bar Date") in these cases. Except as described below, the Bar Date Order requires all Entities, including Governmental Units, that have or assert any prepetition Claims against the Debtors to file proofs of claim with Delaware Claims Agency, LLC ("DCA"), the claims and noticing agent in these cases, so that their proofs of claim are received by DCA **on or before the General Bar Date**. Please note that the terms "Entity," "Governmental Unit" and "Claim" are defined below.

For your convenience, enclosed with 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 (collectively, the "Schedules").

**KEY DEFINITIONS**

As used in this Notice, the term "**Entity**" has the meaning given to it in section 101(15) of the Bankruptcy Code, 11 U.S.C. §§ 101-1532 (as amended, the "Bankruptcy Code"), and includes all persons, estates, trusts, Governmental Units and the Office of the United States Trustee.

As used in this Notice, the term "**Governmental Unit**" has the meaning given to it in section 101(27) of the Bankruptcy Code and includes the United States; states; commonwealths; districts; territories; municipalities; foreign states; or departments, agencies or instrumentalities of the foregoing (but not including a United States trustee while serving as a trustee under the Bankruptcy Code).

As used in this Notice, the term "**Claim**" shall mean, as to or against any of the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to

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<sup>1</sup> The Debtors are Magnolia Energy L.P., Magnolia Generating Partners I LLC, Magnolia Generating Partners II LLC, and Magnolia Generating Partners III LLC.

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.

## **WHO MUST FILE A PROOF OF CLAIM AND THE APPLICABLE BAR DATES**

### **The Bar Dates**

The Bar Date Order establishes the following bar dates for filing proofs of claim in these cases (collectively, the “Bar Dates”):

- (a) The General Bar Date. Pursuant to the Bar Date Order, all Entities, including Governmental Units, holding Claims against the Debtors (whether secured, unsecured priority or unsecured nonpriority) that arose prior to September 29, 2006 are required to file proofs of claim by the General Bar Date.
- (b) The Rejection Bar Date. Any Entity whose Claims arise out of the Bankruptcy Court-approved rejection of an executory contract or unexpired lease, in accordance with section 365 or 1113 of the Bankruptcy Code and pursuant to an order of the Bankruptcy Court must file a proof of claim on or before the later of: (i) the General Bar Date and (ii) 30 days after the date of the order authorizing the Debtors’ rejection of the applicable contract or lease. The later of these dates is referred to in this Notice as the “Rejection Bar Date.”
- (c) The Amended Schedule Bar Date. If, subsequent to the mailing and publication of this Notice, the Debtors amend their Schedules to reduce the undisputed, noncontingent and liquidated amount or to change the nature or classification of a Claim against a Debtor reflected therein, the affected claimant is required to file a proof of claim or amend any previously filed proof of claim if such claimant disagrees with the nature, amount or classification of the Claim as set forth in the amended schedules on or before the later of: (i) the General Bar Date and (ii) 20 days after the date that notice of the applicable amendment to the Schedules is served on the claimant. The later of these dates is referred to in this Notice as the “Amended Schedule Bar Date.”

### **Entities That Must File Proofs of Claims by the General Bar Date**

Subject to terms described above for holders of Claims subject to the Rejection Bar Date and the Amended Schedule Bar Date, the following Entities must file proofs of claim on or before the General Bar Date:

- (a) any Entity whose prepetition Claim against a Debtor is not listed in the applicable Debtor’s Schedules or is listed as “disputed,” “contingent” or “unliquidated” and that desires to participate in any of these chapter 11 cases or share in any distribution in any of these chapter 11 cases; and

- (b) any Entity that believes its prepetition Claim is improperly classified in the Schedules or is listed in an incorrect amount and that desires to have its Claim allowed in a classification or amount other than that identified in the Schedules.

**Entities Not Required to File Proofs of Claim by the General Bar Date**

The Bar Date Order further provides that the following Entities need not file proofs of claim by the General Bar Date:

- (a) any Entity that already has properly filed a proof of claim against one or more of the Debtors in accordance with the procedures described in this Notice;
- (b) any Entity (i) whose Claim against a Debtor is not listed as “disputed,” “contingent” or “unliquidated” in the Schedules and (ii) that agrees with the nature, classification and amount of its Claim as identified in the Schedules;
- (c) any Entity whose Claim against a Debtor previously has been allowed by, or paid pursuant to, an order of the Court; and
- (d) any Debtor that holds a Claim against one or more of the other Debtors.

**No Requirement to File Proofs of Interest**

Any Entity holding an interest in any Debtor (an “Interest Holder”), which interest is based exclusively upon the ownership of common or preferred stock in a corporation, a membership interest in a limited liability partnership or warrants or rights to purchase, sell or subscribe to such a security or interest (any such security or interest being referred to in this Notice as an “Interest”), need not file a proof of interest on or before the General Bar Date; provided, however, that Interest Holders who wish to assert Claims against any of the Debtors that arise out of or relate to the ownership or purchase of an Interest, including Claims arising out of or relating to the sale, issuance or distribution of the Interest, must file proofs of claim on or before the General Bar Date, unless another exception identified in this Notice applies.

**FILING PROOFS OF CLAIM AGAINST MULTIPLE DEBTORS; REQUIREMENT TO IDENTIFY DEBTOR**

Any Entity asserting Claims against more than one Debtor must file a separate proof of claim with respect to each such Debtor. In addition, any Entity filing a proof of claim must identify on its proof of claim form the particular Debtor against which its Claim is asserted.

**CONSEQUENCES OF FAILURE TO FILE PROOF OF CLAIM**

Any Entity that is required to file a proof of claim, but that fails to do so by the applicable Bar Date described in this Notice, shall be forever barred, estopped and enjoined from the following:

- (a) asserting any timely Claim against the Debtors that the Entity has that (i) is in an amount that exceeds the amount, if any, that is identified in the Schedules on

behalf of such Entity as undisputed, noncontingent and liquidated, or (ii) is of a different nature or a different classification than any Claim identified in the Schedules on behalf of such Entity (any such Claim being referred to in this Notice as an “Unscheduled Claim”); or

- (b) voting upon, or receiving distributions under, any plan or plans of reorganization or liquidation in these chapter 11 cases in respect of an Unscheduled Claim.

**If it is unclear from the Schedules whether your Claim is disputed, contingent or unliquidated as to amount or is otherwise properly listed and classified, you must file a proof of claim on or before the applicable Bar Date.** Any Entity that relies on the information in the Schedules bears responsibility for determining that its Claim is accurately listed therein.

### **PROCEDURE FOR FILING PROOFS OF CLAIM**

A signed original of a completed proof of claim, together with any accompanying or supporting documentation, must be delivered to Delaware Claims Agency, LLC, 230 N. Market Street, 2<sup>nd</sup> Floor, P.O. Box 515, Wilmington, DE 19801, Attention: Magnolia Claims Processing Department, so as to be received no later than 5:00 p.m., prevailing Eastern Time, on the applicable Bar Date. Proofs of claim may be submitted in person or by courier service, hand delivery or mail addressed to DCA at the foregoing address. **Any proof of claim submitted by facsimile or e-mail will not be accepted and will not be deemed filed until the proof of claim is submitted by one of the methods described in the foregoing sentence.** Proofs of claim will be deemed filed only when actually received by DCA. If you wish to receive acknowledgement of DCA’s receipt of your proof of claim, you must also submit by the applicable Bar Date and concurrently with submitting your original proof of claim (a) a copy of your original proof of claim and (b) a self-addressed, stamped return envelope.

Proofs of claim must include all documentation required by Bankruptcy Rules 3001(c) and 3001(d), including an original or a copy of any written document that forms the basis of the Claim or, for secured Claims, evidence that the alleged security interest has been perfected.

### **ADDITIONAL INFORMATION**

If you require additional information regarding the filing of a proof of claim, you may contact DCA directly by writing to Delaware Claims Agency, LLC, 230 N. Market Street, 2<sup>nd</sup> Floor, P.O. Box 515, Wilmington, DE 19801, Attention: Magnolia Claims Processing Department. The claims registers for the Debtors will be available for review during normal business hours in DCA’s offices at the address identified above.

Dated: January 25, 2007  
Wilmington, Delaware

BY ORDER OF THE COURT:  
THE HONORABLE MARY F. WALRATH

Mark D. Collins (No. 2981)  
Paul N. Heath (No. 3704)  
Jason M. Madron (No. 4431)  
RICHARDS, LAYTON & FINGER, P.A.  
One Rodney Square  
P.O. Box 551  
Wilmington, Delaware 19899  
Telephone: (302) 651-7700  
Facsimile: (302) 651-7701

ATTORNEYS FOR DEBTORS  
AND DEBTORS IN POSSESSION

UNITED STATES BANKRUPTCY COURT _____ DISTRICT OF _____		<b>PROOF OF CLAIM</b>
Name of Debtor	Case Number	
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (The person or other entity to whom the debtor owes money or property):	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	THIS SPACE IS FOR COURT USE ONLY
Name and address where notices should be sent:		
Telephone number:		
Last four digits of account or other number by which creditor identifies debtor:	Check here <input type="checkbox"/> replaces if this claim <input type="checkbox"/> amends a previously filed claim, dated: _____	
<b>1. Basis for Claim</b> <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____		
<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of your SS #: _____ Unpaid compensation for services performed from _____ to _____ <div style="display: flex; justify-content: space-between; width: 100%;"> <span>(date)</span> <span>(date)</span> </div>		
<b>2. Date debt was incurred:</b>	<b>3. If court judgment, date obtained:</b>	
<b>4. Classification of Claim.</b> Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed. See reverse side for important explanations.		
<b>Unsecured Nonpriority Claim</b> \$ _____ <input type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.		
<b>Unsecured Priority Claim</b> <input type="checkbox"/> Check this box if you have an unsecured claim, all or part of which is entitled to priority. Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B) <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000)* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).		
<b>Secured Claim</b> <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral: \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____		
<input type="checkbox"/> Up to \$2,225* 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"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____). *Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.		
<b>5. Total Amount of Claim at Time Case Filed:</b> \$ _____ <div style="display: flex; justify-content: space-around; width: 100%;"> <span>(unsecured)</span> <span>(secured)</span> <span>(priority)</span> <span>(Total)</span> </div> <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
<b>6. Credits:</b> The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. <b>7. Supporting Documents:</b> Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. <b>8. Date-Stamped Copy:</b> To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		THIS SPACE IS FOR COURT USE ONLY
Date	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any):	

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

**INSTRUCTIONS FOR PROOF OF CLAIM FORM**

*The instructions and definitions below are general explanations of the law. In particular types of cases or circumstances, such as bankruptcy cases that are not filed voluntarily by a debtor, there may be exceptions to these general rules.*

— **DEFINITIONS** —

**Debtor**

The person, corporation, or other entity that has filed a bankruptcy case is called the debtor.

**Creditor**

A creditor is any person, corporation, or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed.

**Proof of Claim**

A form telling the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim). This form must be filed with the clerk of the bankruptcy court where the bankruptcy case was filed.

**Secured Claim**

A claim is a secured claim to the extent that the creditor has a lien on property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property.

Examples of liens are a mortgage on real estate and a security interest in a car, truck, boat, television set, or other item of property. A lien may have been obtained through a court proceeding before the bankruptcy case began; in some states a court judgment is a lien. In addition, to the extent a creditor also owes money to the debtor (has a right of setoff), the creditor's claim may be a secured claim. (See also *Unsecured Claim*.)

**Unsecured Claim**

If a claim is not a secured claim it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full.

**Unsecured Priority Claim**

Certain types of unsecured claims are given priority, so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims). The most common types of priority claims are listed on the proof of claim form. Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as *Unsecured Nonpriority Claims*.

**Items to be completed in Proof of Claim form (if not already filled in)**

**Court, Name of Debtor, and Case Number:**

Fill in the name of the federal judicial district where the bankruptcy case was filed (District of Delaware), the name of the debtor in the bankruptcy case, and the bankruptcy case number. If you received a notice of the case from the court, all of this information is near the top of the notice.

**Information about Creditor:**

Complete the section giving the name, address, and telephone number of the creditor to whom the debtor owes money or property, and the debtor's account number, if any. If anyone else has already filed a proof of claim relating to this debt, if you never received notices from the bankruptcy court about this case, if your address differs from that to which the court sent notice, or if this proof of claim replaces or changes a proof of claim that was already filed, check the appropriate box on the form.

**1. Basis for Claim:**

Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed, check "Other" and briefly describe the type of debt. If you were an employee of the debtor, fill in the last four digits of your social security number and the dates of work for which you were not paid.

**2. Date Debt Incurred:**

Fill in the date when the debt first was owed by the debtor.

**3. Court Judgments:**

If you have a court judgment for this debt, state the date the court entered the judgment.

**4. Classification of Claim**

**Secured Claim:**

Check the appropriate place if the claim is a secured claim. You must state the type and value of property that is collateral for the claim, attach copies of the documentation of your lien, and state the amount past due on the claim as of the date the bankruptcy case was filed. A claim may be partly secured and party unsecured. (See DEFINITIONS above).

**Unsecured Priority Claim:**

Check the appropriate place if you have an unsecured priority claim, and state the amount entitled to priority. (See DEFINITIONS above). A claim may be partly priority and partly nonpriority if, for example, the claim is for more than the amount given priority by the law. Check the appropriate place to specify the type of priority claim.

**Unsecured Nonpriority Claim:**

Check the appropriate place if you have an unsecured nonpriority claim, sometimes referred to as a "general unsecured claim". (See DEFINITIONS above). If your claim is partly secured and partly unsecured, state here the amount that is unsecured. If part of your claim is entitled to priority, state here the amount **not** entitled to priority.

**5. Total Amount of Claim at Time Case Filed:**

Fill in the total amount of the entire claim. If interest or other charges in addition to the principal amount of the claim are included, check the appropriate place on the form and attach an itemization of the interest and charges.

**6. Credits:**

By signing this proof of claim, you are stating under oath that in calculating the amount of your claim you have given the debtor credit for all payments received from the debtor.

**7. Supporting Documents:**

You must attach to this proof of claim form copies (no originals) of documents that show the debtor owes the debt claimed or, if the documents are too lengthy, a summary of those documents. Do **not** send original documents, gift certificates, gift cards, etc. Copies should be on standard-size 8 1/2 x 11 paper. If documents are not available, you must attach an explanation of why they are not available.

**8. Submitting Proof of Claim Form:**

File original and one (1) copy with any attachments with the Court at the address below. Do not include this page. To receive acknowledgment of receipt, an additional copy (original + 2 copies) must be provided along with a self-addressed stamped envelope.

U.S. Bankruptcy Court, District of Delaware  
ATTN: Claims  
824 Market St., 3<sup>rd</sup> Floor  
Wilmington, DE 19801