

Action No. 1001-13659
Deponent: Louis G. Schott
Date Sworn: the 12th day of October, 2010

**IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT OF CALGARY**

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985,
c. C-36, AS AMENDED

AND IN THE MATTER OF PETROFLOW ENERGY LTD.

AND IN THE MATTER OF AN APPLICATION UNDER SECTION 46 AND FOLLOWING
OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36,
AS AMENDED

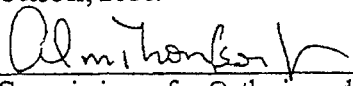
AFFIDAVIT OF LOUIS G. SCHOTT

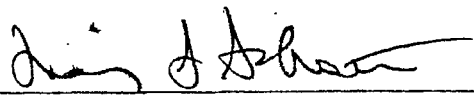
I, LOUIS G. SCHOTT, of the City of New Orleans, in the State of Louisiana,
Associate Secretary of Petroflow Energy Ltd. ("Petroflow"), MAKE OATH AND SAY AS
FOLLOWS:

1. I am the Associate Secretary of Petroflow. As such, I have personal knowledge of the matters hereinafter deposed to.
2. On September 17, 2010, an application was made in the within proceeding on behalf of Petroflow pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA") for an order (amongst other requested relief) recognizing the bankruptcy proceedings commenced by Petroflow in the United States Bankruptcy Court for the District of Delaware (the "U.S. Court"), pursuant to chapter 11 of the U.S. Bankruptcy Code, Case No. 10-12608 and jointly administered with Petroflow's related debtors' proceedings as Case No. 10-11707 (the "U.S. Proceeding"), as a "foreign main proceeding" for the purposes of section 47 of the CCAA (the "Application").

3. On the hearing of the Application, the Court granted an Order dated September 17, 2010 (the "Recognition Order") which provides, in part, as follows: that the U.S. Proceeding be and is hereby recognized as a "foreign main proceeding" for the purposes of section 47 of the CCAA, and that all orders entered by the U.S. Court be and are hereby given full force and effect as if entered in this proceeding. Attached hereto and marked as **Exhibit "A"** is a true copy of the Recognition Order.
4. By way of a motion dated September 22, 2010, which motion was brought within the U.S. Proceeding, Petroflow and its related debtors sought entry of an order establishing, among other things, certain claims bar dates as set forth in the motion. Attached hereto and marked as **Exhibit "B"** is a true copy of the motion materials that were filed in the U.S. Court in the U.S. Proceeding in support of the order.
5. On or about October 8, 2010, the requested order was entered by the U.S. Court in the U.S. Proceeding (the "U.S. Bar Date Order"). Attached hereto and marked as **Exhibit "C"** is a true copy of the U.S. Bar Date Order.
6. I make this Affidavit in support of a motion for an order recognizing the U.S. Bar Date Order in the within proceeding pursuant to the terms of the Recognition Order and for no other or improper purpose.

SWORN BEFORE ME at the City of New Orleans, in the State of Louisiana, this 12th day of October, 2010.


 A Commissioner for Oaths in and for the State of Louisiana
 AL M. Thompson, Jr. LA Bar No 17169


 LOUIS G. SCHOTT

IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT OF CALGARY

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985,
c. C-36, AS AMENDED

AND IN THE MATTER OF PETROFLOW ENERGY LTD.

AND IN THE MATTER OF AN APPLICATION UNDER SECTION 46 AND FOLLOWING
OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36,
AS AMENDED

BEFORE the Honourable Justice
B.E.C. Romaine
IN CHAMBERS

} At the Court House, Calgary, Alberta, on Friday,
} the 17th day of September, 2010.

ORDER

I hereby certify this to be a true copy of
the original Order
dated this 17 day of September 20 10
[Signature]
for Clerk of the Court

THIS APPLICATION, made on behalf of Petroflow Energy Ltd. ("Petroflow")
and Louis G. Schott, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c.C-
36, as amended (the "CCAA") was heard this day at 150 6th Ave SW, Calgary, Alberta.

UPON READING the Originating Notice of Petroflow dated September 15, 2010
and the Affidavit of Louis G. Schott sworn September 14, 2010 and the Exhibits thereto,

ON BEING PROVIDED WITH: (i) a copy of the Chapter 11 Voluntary Petition
filed by Petroflow in the United States Bankruptcy Court, for the District of Delaware
(the "U.S. Court") on August 20, 2010, Case No. 10-12608, and jointly administered with
Petroflow's related debtors' proceedings as Case No. 10-11707 (the "Petroflow Petition"); (ii) a
copy of the order of the U.S. Court dated September 10, 2010, which order authorizes Louis G.
Schott and any other duly appointed officer of Petroflow or its related debtors to act as a foreign
representative of Petroflow in respect of the Petroflow Petition (the "Order"); and (iii) a copy of
the consent of Ernst & Young Inc. to act as information officer in this proceeding (the
"Information Officer"); and

This is Exhibit A referred to
in the Affidavit of

Louis G. Schott

Sworn before me this 18th

Day of October 20 10

AL M. Thompson

A Commissioner for Oaths in and for 17169

State of Alberta

AL M. Thompson, Jr.

L.A. Bar No

17169

ON HEARING the submissions of Scott Watson, counsel for Petroflow and Louis G. Schott;

Recognition of the Chapter 11 Proceeding

1. THIS COURT ORDERS that the Petroflow Petition and Petroflow's U.S. chapter 11 proceedings be and is hereby recognized as a "foreign main proceeding" for the purposes of section 47 of the CCAA, and that all orders (including the Order) entered by the U.S. Court be and are hereby given full force and effect as if entered in this proceeding.

2. THIS COURT ORDERS that Louis G. Schott and any other duly appointed officer of Petroflow or its related debtors (collectively, the "Appointed Officers") be and is hereby recognized as a "foreign representative" as defined in section 45 of the CCAA.

Stay of Proceedings

3. THIS COURT ORDERS that from this date, and until such date as this Court may further order (the "Stay Period"), no proceeding or enforcement process in any court or tribunal (each, a "Proceeding") shall be commenced in respect of Petroflow, or affecting the business or the property of Petroflow (the "Business" and the "Property", respectively) in Canada, except with the written consent of the Appointed Officers, or with leave of this Court.

4. THIS COURT ORDERS that during the Stay Period, all rights and remedies of any individual, firm, corporation, governmental body or agency or any other entities (all of the foregoing, collectively, being "Persons" and each being a "Person") against or in respect of Petroflow or affecting the Business or Property in Canada, are hereby stayed and suspended except with the written consent of the Appointed Officers, or with leave of this Court, provided that nothing in this Order shall: (i) empower Petroflow to carry on any business which it is not lawfully entitled to carry on; (ii) exempt Petroflow from compliance with statutory or regulatory provisions relating to health, safety or the environment; or (iii) prevent the filing of any registration to preserve or perfect a security interest.

5. THIS COURT ORDERS that during the Stay Period, and except as otherwise permitted under the CCAA, no Proceeding may be commenced or continued against any of the former, current or future directors or officers of Petroflow with respect to any claim against such directors or officers that arose before the date hereof and that relates to any obligations of Petroflow whereby the directors or officers are alleged under any law to be liable in their capacity as directors or officers for the payment or performance of such obligations, until a compromise or arrangement in respect of Petroflow, if one is filed, is recognized by this Court or is refused by the creditors of Petroflow or this Court.

Information Officer

6. THIS COURT ORDERS that Ernst & Young Inc. is hereby appointed as an Information Officer with the powers and obligations as set forth herein.

7. THIS COURT ORDERS that the Information Officer shall: (a) report to this Court at such times and intervals as the Information Officer deems appropriate and, in any event, shall deliver a report to the Court at least once every three months outlining the status of Petroflow's U.S. chapter 11 proceeding, and such other information as the Information Officer believes to be material; and (b) perform such other duties as are required by this Order or by this Court from time to time.

8. THIS COURT ORDERS that the Information Officer shall have full and complete access to the books, records and management, employees and advisors of Petroflow to the extent required to perform its duties arising under this Order.

9. THIS COURT ORDERS that the Information Officer shall provide any creditor of Petroflow located in Canada with information provided by Petroflow in response to reasonable requests for information made in writing by such creditor addressed to the Information Officer. The Information Officer shall not take possession of the Property and shall take no part whatsoever in the management or supervision of the management of the Business and shall not, by fulfilling its obligations hereunder, be deemed to have taken or maintained possession or control of the Property or the Business, or any part thereof.

10. THIS COURT ORDERS that the Information Officer shall be at liberty to engage independent legal counsel, and the Information Officer, counsel to the Information Officer and Canadian counsel to Petroflow shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges, by Petroflow, and Petroflow is hereby authorized to pay any such amounts without further information or order of any court. The Information Officer and its legal counsel shall pass their accounts from time to time.

11. THIS COURT ORDERS that, in addition to the rights and protections afforded the Information Officer as an officer of this Court, the Information Officer shall incur no liability or obligation as a result of its appointment or the carrying out of the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part. Nothing in this Order shall derogate from the protections afforded the Information Officer by the CCAA or any other applicable legislation.

General Provisions

12. THIS COURT ORDERS that the Appointed Officers, as foreign representative, shall, without delay after this Order is made, publish a notice as required by subsection 53(b) of the CCAA in the Calgary Herald, the Globe and Mail and the National Post for one (1) day in two (2) consecutive weeks.

6. THIS COURT ORDERS that any interested party may apply to this Court to vary or amend this Order on not less than seven (7) days' notice to the Appointed Officers, counsel for Petroflow and the Information Officer and to any other party likely to be affected by the order sought or upon such other notice, if any, as this Court may direct.

" B. E. C. Romaine "

J.C.Q.B.A.

ENTERED this 17th day of September,
2010.

Ed. Lepetich



The Clerk of the Court

Action No. _____

IN THE COURT OF QUEEN'S
BENCH OF ALBERTA

JUDICIAL DISTRICT OF CALGARY

IN THE MATTER OF THE *COMPANIES'*
CREDITORS ARRANGEMENT ACT, R.S.C. 1985,
c. C-36, AS AMENDED

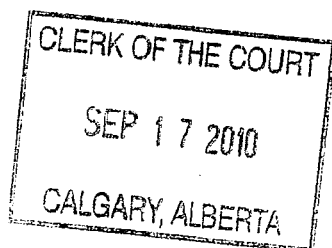
AND IN THE MATTER OF PETROFLOW
ENERGY LTD.

AND IN THE MATTER OF AN APPLICATION
UNDER SECTION 46 AND FOLLOWING OF
THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, R.S.C. 1985, c. C-36,
AS AMENDED

ORDER

PARLEE McLAWS LLP
Barristers & Solicitors
Patent & Trademark Agents
3400, 150-6th Avenue S.W.
Calgary, AB T2P 3Y7
Attention: Scott Watson
Telephone: (403) 294-7000
Facsimile: (403) 265-8263

File Number: 68789-3/GSW



This is Exhibit B referred to
in the Affidavit of

Louis G. Schott

Sworn before me this 14th

Day of October 20 2010

Alm Thompson, Jr. 17169
A Commissioner for Oaths in and for
the Province of Alberta

AL M. Thompson, Jr. LABar No
17169

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

NORTH AMERICAN PETROLEUM
CORPORATION USA, et al.,

Debtors.

) Chapter 11

) Case No. 10-11707 (CSS)

) Jointly Administered

) Hearing Date: October 18, 2010 at 10:00 a.m. (EDT)

) Obj. Deadline: October 6, 2010 at 4:00 p.m. (EDT)

DEBTORS' MOTION FOR ENTRY OF AN ORDER

(A) SETTING DEADLINES FOR SUBMITTING PROOFS OF CLAIM,
(B) APPROVING THE FORM AND MANNER FOR SUBMITTING PROOFS OF
CLAIM, AND (C) APPROVING THE FORM AND MANNER OF NOTICE THEREOF

The above-captioned debtors (collectively, the "Debtors")¹ hereby move the Court, pursuant to this motion (the "Motion"), for entry of an order, substantially in the form attached hereto as Exhibit A: (a) establishing deadlines for creditors to submit proofs of claim and requests for payment under section 503(b)(9) of title 11 of the United States Code (the "Bankruptcy Code"), (b) approving the form and manner for submitting such proofs of claim and requests for payment, and (c) approving the form and manner of notice thereof. In support of this Motion, the Debtors respectfully state as follows.

JURISDICTION

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

¹ The Debtors in the above-captioned chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number or Canadian corporation number, include: North American Petroleum Corporation USA (9766); Prize Petroleum LLC (2460); and Petroflow Energy Ltd. (517-5). The location of the Debtors' corporate headquarters and the Debtors' service address is: 201 West 5th Street, Suite 400, Tulsa, Oklahoma 74103, Attn: Louis Schott.

3. The statutory bases for the relief requested herein are sections 101, 501, 502, and 503 of the Bankruptcy Code, Rules 2002(a)(7), 2002(l), 3003(c)(3), and 9008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2002-1(e) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Bankruptcy Rules”).

BACKGROUND

4. On May 25, 2010 (the “NAPCUS/Prize Petition Date”), Debtors, North American Petroleum Corporation USA and Prize Petroleum LLC, filed a voluntary petition with the Court under chapter 11 of the Bankruptcy Code. Subsequently, on August 20, 2010 (the “Petroflow Petition Date”), the Debtors’ corporate parent, Petroflow Energy Ltd. also filed a voluntary petition with the Court under chapter 11 of the Bankruptcy Code.

5. The Debtors are operating their businesses and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. An official committee of unsecured creditors (the “Creditors’ Committee”) has been appointed by the United States Trustee pursuant to section 1102 of the Bankruptcy Code.

6. On July 22, 2010, Debtors North American Petroleum Corporation USA and Prize Petroleum LLC timely filed their schedules of assets and liabilities and statements of financial affairs. See [Docket Nos. 152-155] (collectively, the “NAPCUS/Prize Schedules”). On September 17, 2010, Debtor Petroflow Energy Ltd. likewise files its schedules of assets and liabilities and statements of its financial affairs. See [Docket Nos. 304 & 305] (collectively, the “Petroflow Schedules,” and together with the NAPCUS/Prize Schedules, the “Schedules”).

7. The Debtors operate an independent exploration and production company that predominantly engages in unconventional well drilling operations for natural gas extraction in certain locations in Oklahoma. Over the past several years, virtually all of the Debtors’

operations have taken place pursuant to a 2006 farmout agreement (the "Farmout Agreement") with Enterra. Under the Farmout Agreement, the Debtors agreed to provide certain drilling services to Enterra, in return for a 70% interest in Enterra's working interest in the underground natural gas reserves in the Debtors' and Enterra's area of common interest (the "Hunton Resource Play").

8. In light of certain prepetition actions taken by Enterra and after careful review, the Debtors determined that the most prudent alternative would be to seek to restructure their operations, potentially through a sale or other transaction in a chapter 11 proceeding. To that end, on May 11, 2010, the Debtors successfully negotiated a second forbearance agreement with their prepetition bank lenders (a prior forbearance having been executed on February 16, 2010), providing the Debtors with incremental funding to bridge their operations through to a sale or other restructuring transaction. However, on May 24, 2010, the Debtors' prepetition lenders terminated the forbearance. Recognizing the challenges facing them, the Debtors filed these chapter 11 cases to provide them the opportunity to restructure their operations and debt and implement a restructuring transaction in an orderly and value-maximizing manner under the auspices of a chapter 11 proceeding.

RELIEF REQUESTED

9. The Debtors respectfully request entry of an order: (a) establishing (i) the claims bar dates set forth below; (ii) deadlines for filing claims based on amendments or supplements to the Debtors' Schedules (as defined below), and (iii) deadlines for rejection damages claims; (b) approving the form and manner for submitting such proofs of claim and requests for payment, and (c) approving the form and manner of notice thereof.

Proposed Bar Dates	
Non-Governmental Claims	November 22, 2010 at 5:00 p.m. (EST)
Governmental Claims asserted against: • North American Petroleum Corporation USA • Prize Petroleum LLC	November 22, 2010 at 5:00 p.m. (EST)
Governmental Claims asserted against: • Petroflow Energy Ltd.	February 17, 2011 at 5:00 p.m. (EST)

I. The Debtors' Proposed Bar Dates.

10. The Debtors request that the Court require all entities (the "Claimants"),² other than governmental units, holding or wishing to assert a claim against any of the Debtors that arose or is deemed to have arisen prior to the NAPCUS/Prize Petition Date or the Petroflow Petition Date, as applicable, (collectively, the "Non-Governmental Claims") to file proof of such Non-Governmental Claims so as to be actually received by Epiq Bankruptcy Solutions, LLC ("Epiq"), the Debtors' claims and noticing agent, by November 22, 2010 at 5:00 p.m. prevailing Eastern Time (the "General Bar Date"). Claimants must also submit requests for payment under section 503(b)(9) of the Bankruptcy Code so as to be actually received by Epiq by the General Bar Date.³

11. In addition, the Debtors propose that all governmental units holding a claim that

² Except as otherwise defined herein, all terms used in the Motion specifically defined in the Bankruptcy Code shall have those meanings given to them by the Bankruptcy Code. In particular, as used in the motion, (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, and (c) the term "governmental unit" has the meaning given to it in section 101(27) of the Bankruptcy Code.

³ The Debtors submit that Claimants asserting Claims arising under 503(b)(9) of the Bankruptcy Code should not be exempted from filing proof of such Claims by the General Bar Date. Resolution of all outstanding Claims, including Claims arising under 503(b)(9) of the Bankruptcy Code, is paramount to an efficient reorganization. To facilitate this goal, the Debtors will require on or before the proposed General Bar Date complete and accurate information regarding the nature of, validity and amount of the Claims arising under 503(b)(9) of the Bankruptcy Code in addition to all other Claims that will be asserted against the Debtors in the chapter 11 cases. The Debtors submit that the proposed General Bar Date provides Claimants, including Claimants asserting Claims arising under section 503(b)(9) of the Bankruptcy Code, sufficient time to determine whether to file a Proof of Claim.

arose or is deemed to have arisen prior to the NAPCUS/Prize Petition Date against either North American Petroleum Corporation USA or Prize Petroleum LLC (collectively, the "NAPCUS/Prize Governmental Claims") be required to file proof of such NAPCUS/Prize Governmental Claim so as to be actually received by Epiq by November 22, 2010 at 5:00 p.m. prevailing Eastern Time (the "NAPCUS/Prize Governmental Bar Date").

12. Finally, the Debtors propose that all governmental units holding a claim that arose or is deemed to have arisen prior to the Petroflow Petition Date against Petroflow Energy, Ltd. (collectively, the "Petroflow Governmental Claims," and, collectively with the NAPCUS/Prize Governmental Claims, the "Governmental Claims," and together with the Non-Governmental Claims, the "Claims") be required to file proof of such Petroflow Governmental Claim so as to be actually received by Epiq by February 17, 2011 at 5:00 p.m. prevailing Eastern Time (the "Petroflow Governmental Bar Date," and, collectively with the NAPCUS/Prize Governmental Bar Date, the "Governmental Bar Dates").

13. The Debtors further request that the Court establish additional bar dates related to amendments or supplements to the Debtors' Schedules and rejection of executory contracts and unexpired leases. First, in the event the Debtors amend or supplement their Schedules to reduce, delete, or change the classification of a Claim, the Debtors shall give notice of any such amendment or supplement to the Claimants affected thereby, and such holders shall be afforded the later of thirty (30) days from the date on which such notice is given or the General Bar Date or applicable Governmental Bar Date, as applicable, to submit a proof of claim with respect to such affected Claim (the "Amended Schedules Bar Date") or be forever barred from doing so.

14. Second, the Debtors may reject certain executory contracts and unexpired leases pursuant to section 365(a) of the Bankruptcy Code during these chapter 11 cases and, if

applicable, in accordance with certain notice and objection procedures previously approved by the Court.⁴ These procedures generally require the Debtors to serve a notice (the “Rejection Notice”) to each contract counterparty to a contract or contracts that the Debtors seek to reject under a particular Rejection Notice. Absent objection from the applicable contract counterparty within ten (10) calendar days of the Debtors’ service of the Rejection Notice, the effective date of rejection of the applicable contract or contracts shall be either (a) the date set forth in the Rejection Notice (which shall be a date that is no later than the date of the Debtors’ service of the Rejection Notice) or (b) in the event of a timely objection to the Rejection Notice from the contract counterparty that the Court ultimately overrules, either the date set forth in the Rejection Notice or such other date to which the Debtors and the contract counterparty have agreed (the “Rejection Date”).

15. The Debtors propose that the Court establish the later of (a) the General Bar Date or the applicable Governmental Bar Date, as applicable to such Claims arising from a rejected contract, or (b) thirty (30) days after the applicable Rejection Date as the deadline for filing a Proof of Claim in connection with the rejection of an executory contract or unexpired lease (the “Rejection Bar Date,” collectively with the General Bar Date, the Governmental Bar Dates and the Amended Schedules Bar Date, the “Bar Dates”).

II. Parties Required to Submit Proof of Claims by the Bar Dates.

16. The Debtors propose that, except as provided herein, all of the following entities holding Claims against the Debtors (whether secured, unsecured priority, or unsecured nonpriority) must submit a proof of claim (“Proof of Claim”) so as to be *actually received by* Epiq on or before the applicable Bar Date:

⁴ See *Order Authorizing and Approving Expedited Procedures for the Debtors to Reject or Assume Executory Contracts and Unexpired Leases* [Docket No. 312].

- (a) any Claimant whose Claim against a Debtor is not listed in the applicable Schedules or is listed as disputed, contingent, or unliquidated if the holder of such Claim desires to participate in any of the chapter 11 cases or share in any distribution in the chapter 11 cases on account of such Claim;
- (b) any Claimant who believes that its Claim is improperly classified in the Schedules, is listed in an incorrect amount and who desires to have its Claim allowed in a classification or amount other than that identified in the Schedules; and
- (c) any entity holding a Claim that is allowable under section 503(b)(9) of the Bankruptcy Code as an administrative expense in these cases.

III. Parties Not Required to Submit Proof of Claim by the Bar Dates.

17. There are several categories of Claimants who, as a matter of law, procedure, or case administration, should not be required to file a Proof of Claim by the applicable Bar Date, as provided above. Specifically, the Bar Dates should not apply to:

- (a) Claimants who already submitted a Proof of Claim against the applicable Debtor(s) with the Clerk of the Bankruptcy Court for the District of Delaware or with Epiq in a form substantially similar to Official Bankruptcy Form B10;
- (b) Any Claimant whose Claim is listed on the Debtors' Schedules if (i) the Claim is not scheduled as "disputed," "contingent," or "unliquidated"; (ii) the Claimant agrees with the amount, nature, and priority of the Claim as set forth in the Schedules; and (iii) the Claimant does not dispute that the Claim is an obligation of the specific Debtor(s) as set forth in the Schedules;
- (c) Any Claimant who holds a Claim that has been allowed pursuant to an order of this Court before the entry of the Bar Date Order;
- (d) Any Claimant who holds a Claim that has been paid in full by any of the Debtors or any other party;
- (e) Any Claimant who holds a Claim that is subject to specific deadlines, aside from those established pursuant to this motion, fixed by this Court;
- (f) Any Debtor holding a Claim against another Debtor in these chapter 11 cases;

- (g) Any Claimant that is a current employee of any of the Debtors, to the extent that the Debtors were authorized by the Court to honor such Claimant's Claim in the ordinary course of their business such as for wages, commissions, benefits or claims for deferred compensation; provided that current employees must file Proofs of Claim by the applicable Bar Date for all other Claims arising before the NAPCUS/Prize Petition Date or the Petroflow Petition Date, as applicable, against the Debtors, including, but not limited to, Claims for wrongful termination, discrimination, harassment, hostile work environment, retaliation, overtime claims and claims covered by the Debtors' workers' compensation insurance;
- (h) Any Claimant whose Claim is based on an interest in an equity security of the Debtors; provided that any Claimant who wishes to assert a Claim against any of the Debtors based on, without limitation, Claims for damages or rescission based on the purchase or sale of an equity security, must file a Proof of Claim on or before the General Bar Date;⁵ and
- (i) Any Claimant who holds a Claim allowable under sections 503(b) and 507(a)(1) of the Bankruptcy Code as administrative expenses of the Debtors' chapter 11 cases, with the exception of Claims allowable under section 503(b)(9) of the Bankruptcy Code, which are subject to the General Bar Date, as provided above.

IV. The Proof of Claim Form.

18. The Debtors have prepared a form for submitting each Proof of Claim (the "Proof of Claim Form"), a copy of which is attached as Exhibit 1 attached to Exhibit A attached hereto and incorporated by reference herein. The proposed Proof of Claim Form is based on Official Bankruptcy Form B10, and the Debtors request that the Court approve the proposed Proof of Claim Form for the submitting of Proofs of Claim in these chapter 11 cases.

19. The Debtors further propose to provide, with the assistance of Epiq, a "customized" Proof of Claim Form to each of the creditors listed on the Debtors' Schedules. The customized Proof of Claim Forms will include information reflected in the Debtors'

⁵ The Debtors reserve all rights with respect to any such Claims including, inter alia, to assert that such Claims are subject to subordination pursuant to section 510(b) of the Bankruptcy Code.

Schedules as to each creditor, such as, the amount of the creditor's Claim against the applicable Debtor, the type of Claim held by such creditor (*i.e.*, non-priority unsecured, priority unsecured, or secured), and whether such Claim is disputed, contingent, or unliquidated. Each creditor will have an opportunity to review the Proof of Claim Form provided by Epiq and correct any information that is missing, incorrect, or incomplete in the name and address portion of such form. Additionally, any creditor may choose to submit a Proof of Claim on a form substantially similar to Official Bankruptcy Form B10, other than the "customized" Proof of Claim Form. The Proof of Claim Form, as well as the customized information, will facilitate these chapter 11 cases by reducing delay, confusion, and expense and will make possible the matching of scheduled and filed Claims while providing each creditor with the opportunity to correct any incorrect information.

V. Requirements for Preparing and Submitting Proofs of Claim.

20. The Debtors further request the following with respect to preparing and submitting each Proof of Claim:

- (a) Each Proof of Claim must: (i) be written in English; (ii) include a Claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 10; (iv) state a Claim against only one Debtor; (v) clearly indicate the Debtor against which the creditor is asserting a Claim; and (vi) be signed by the Claimant or if the Claimant is not an individual, by an authorized agent of the Claimant;
- (b) Each Proof of Claim must include supporting documentation (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available; provided that a Proof of Claim may be submitted without supporting documentation upon the prior written consent of the Debtors and any other party in interest; provided further that any creditor that received such written consent shall be required to transmit such writings to the Debtors or other party in interest upon request no later than ten (10) days from the date of such request;

- (c) All Proofs of Claim must be submitted so as to be actually received no later than 5:00 p.m. prevailing Eastern Time on the applicable Bar Date at the following address:

If sent by first class mail (postage prepaid):

North American Petroleum Corp USA Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
FDR Station, P.O. Box 5269
New York, NY 10150-5269

If delivered in person, by courier service, or overnight delivery:

North American Petroleum Corp USA Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
757 Third Avenue, 3rd Floor
New York, NY 10017

- (d) A Claimant who wishes to receive acknowledgment of receipt of its Proof of Claim may submit a copy of the Proof of Claim and a self-addressed, stamped envelope to the above address along with the original Proof of Claim.
- (e) A Proof of Claim that asserts the same Claim against more than one Debtor shall be treated as asserting a Claim against only the first listed Debtor. Any Proof of Claim submitted in the jointly administered case—In re North American Petroleum Corporation USA, et. al., case number 10-11707 (CSS)—or which does not identify a Debtor, shall be treated as asserting a Claim against North American Petroleum Corporation USA only.

VI. Procedures for Providing Notice of the Bar Dates and the Proof of Claim Form.

A. Notice By Mail.

21. The Debtors, with the assistance of Epiq, propose to complete the mailing of the following materials (by first class U.S. mail, postage prepaid) no later than four (4) business days after the date of entry of the Bar Date Order: (a) written notice of the Bar Dates in substantially the form of notice attached as Exhibit 2 attached to Exhibit A attached hereto (the "Bar Date Notice") and (b) the Proof of Claim Form (together with the Bar Date Notice, the "Bar Date Package"). This information will notify parties of the Bar Dates and inform them as to whether

they must file a Proof of Claim, the procedure for filing a Proof of Claim, and the consequences of failure to timely file a Proof of Claim.

22. Epiq will serve the Bar Date Package by first class U.S. mail on the following parties:

- (a) The Office of the United States Trustee for the District of Delaware (the "U.S. Trustee");
- (b) Counsel to the Creditors' Committee;
- (c) Counsel to the agents for the Debtors' prepetition bank lenders;
- (d) Counsel to Enterra;
- (e) All persons or entities that have requested notice of the proceedings in the chapter 11 cases;
- (f) All persons or entities that have filed Claims against the Debtors, if any;
- (g) All creditors and other known holders of Claims against the Debtors as of the date of entry of the Bar Date Order, if any, including all persons or entities listed in the Schedules as holding Claims against one or more of the Debtors;
- (h) All parties to executory contracts and unexpired leases of the Debtors listed on the Schedules;
- (i) All parties to litigation with the Debtors;
- (j) The Internal Revenue Service;
- (k) The United States Attorney for the District of Delaware and relevant state attorneys general;
- (l) The Delaware Secretary of the Treasury;
- (m) The Delaware Secretary of State;
- (n) The United States Department of Justice;
- (o) The Securities and Exchange Commission;
- (p) The Alberta Department of Energy;
- (q) The Energy Resources Conservation Board;

- (r) Canada Revenue Agency;
- (s) Canadian national and provincial securities commissions;
- (t) The Minister of Finance, Province of Alberta; and
- (u) The Debtors' current employees, and the Debtors' former employees to the extent that contact information for former employees is available in the Debtors' records.

23. After the initial mailing of the Bar Date Package, the Debtors anticipate it may be appropriate to make supplemental mailings of the Bar Date Package in a number of situations, including in the event that (a) notices are returned by the post office with forwarding addresses (unless notices are returned as "return to sender" without a forwarding address, in which cases the Debtors should not be required to mail additional notices to such creditors), (b) certain parties acting on behalf of parties in interest (e.g., banks and brokers with respect to equity holders) 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 noticing process. In this regard, the Debtors request that the Court permit them, with the assistance of Épiq, to make supplemental mailings of the Bar Date Package in these and similar circumstances at any time up to twenty-one (21) days in advance of the General Bar Date, with any such mailings being deemed timely and the General Bar Date being applicable to the recipient creditors, if appropriate. The Debtors believe that these proposed supplemental mailings will help to provide actual notice to known creditors wherever practicable, while at the same time preserving the integrity of the Bar Dates.

B. Notice By Publication.

24. In addition to providing notice of the Bar Date Package by mail to individual recipients, and in the interest of ensuring that all Claimants receive notice of the Bar Dates, the Debtors submit that it would be in the best interest of their estates to give additional notice of the

Bar Dates by publication.

25. In accordance with Bankruptcy Rule 2002(l), the Debtors seek authority to publish the Bar Date Notice, modified for publication in substantially the form attached as Exhibit 3 attached to Exhibit A attached hereto (the “Publication Notice”), in the *Wall Street Journal* (national edition), the *Tulsa World*, *The Oklahoman*, and *The Calgary Herald* on one occasion on or before October 22, 2010, a date that is at least twenty-five (25) days before the General Bar Date. The Publication Notice will include a telephone number that creditors may call to obtain copies of the Proof of Claim Form, the URL for a website at which the creditors may obtain copies of the Proof of Claim Form, and information concerning the procedures and appropriate Bar Dates for submitting Proofs of Claim. The Bar Date Notice will also be published electronically through posting on the Debtors’ restructuring website, <http://dm.epiq11.com/NAPCUS>.

VII. Consequences of Failing to Submit a Proof of Claim by the Applicable Bar Date.

26. Pursuant to Bankruptcy Rule 3003(c)(2), the Debtors propose that any Claimant who is required, but fails, to submit a Proof of Claim 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 submitting a Proof of Claim with respect thereto), and the Debtors’ property shall be forever discharged from any and all indebtedness or liability with respect to such Claim, and such holder shall not be permitted to vote, to accept or reject any plan of reorganization filed in these chapter 11 cases, or participate in any distribution on account of such Claim, or receive further notices regarding such Claim.

BASIS FOR RELIEF

I. Ample Authority Exists to Establish the Bar Dates.

27. The Bankruptcy Code broadly defines “claim” to include: (a) a right to payment,

whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a 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. 11 U.S.C. § 101(5). Generally, a claimant must file a proof of claim with the bankruptcy court to assert a claim in a bankruptcy proceeding. See 11 U.S.C. § 501(a).

28. Further, Bankruptcy Rule 3003(c)(3) provides that the court shall fix the time within which proofs of claim must be filed in a chapter 11 case pursuant to section 501 of the Bankruptcy Code. Bankruptcy Rule 3003(c)(2) provides that any creditor whose claim is not scheduled in a debtor's schedules or whose claim is scheduled as disputed, contingent, or unliquidated must file a proof of claim.

29. Bankruptcy Rule 2002 requires that the court clerk or a party ordered by the court give "at least 21 days' notice by mail of . . . the time fixed for filing proofs of claims pursuant to Rule 3003(c)" to "the trustee, all creditors and indenture trustees."

30. It is well recognized that the claims bar date plays an essential role in the dual goals of bankruptcy—i.e., preserving going concerns and maximizing property available to satisfy creditors. See Bank of Am. Nat'l Trust & Sav. Assoc. v. 203 N. LaSalle St. P'ship, 526 U.S. 434, 453 (1999). The claims bar date allows the debtor and parties in interest to expeditiously determine and evaluate the liabilities of the estate and develop a sound plan of reorganization. Prolonged uncertainty regarding claims would delay and potentially upset this process. Indeed, as stated by one court:

Absent the setting of a bar date, a Chapter 11 case could not be administered to a conclusion. There would be no time established

for the filing of claims. But it is essential to the bar date mechanism that notice be given to creditors consistent with the demands of due process, for as provided in Rule 3003(c)(2), a creditor who fails to file a claim within the time allowed is precluded from being treated as a creditor and from both voting on a plan and receiving a distribution from estate property.

In re Waterman S.S. Corp., 59 B.R. 724, 726 (Bankr. S.D.N.Y. 1986).

31. Establishing the Bar Dates as described herein will be critical to the Debtors' chapter 11 cases. In addition to driving the claims process, the Bar Date Notice will ensure that creditors receive clear and adequate notice of the Bar Dates so as to protect their interests in these chapter 11 cases. The Debtors therefore submit that establishing the Bar Dates as proposed will facilitate the Debtors' prompt emergence from chapter 11 and is justified by the facts of this case.

II. The Proposed Notice Procedure is Reasonable and Adequate.

32. Bankruptcy Rule 2002(a)(7) requires that the Debtors provide claimants at least twenty-one (21) days' notice by mail of the time fixed for filing proofs of claim pursuant to Bankruptcy Rule 3003(c). Additionally, Bankruptcy Rule 2002(l) provides that the Court may order notice by publication if it finds that notice by mail is impractical or it is desirable to supplement other notice. Bankruptcy Rule 9008 also provides that the Court shall determine the form and manner of publication notice, the newspapers used and the frequency of publication.

33. To determine the adequacy of notice to a creditor, the case law distinguishes between "known" and "unknown" creditors. The United States Supreme Court has characterized a "known" creditor as one whose identity is either known or is "reasonably ascertainable by the debtor." Tulsa Prof'l Collection Serv., Inc. v. Pope, 485 U.S. 478, 490 (1988). An "unknown" creditor is one whose "interests are either conjectural or future or, although they could be discovered upon investigation, do not in due course of business come to knowledge [of the

debtor].” Mullane v. Central Hanover Bank & Trust Co., 339 U.S. 306, 317 (1950).

34. The relief requested herein provides for clear notice of the General Bar Date. Specifically, the Debtors intend to mail the Bar Date Notice no later than four (4) business days after entry of the Bar Date Order, provide Publication Notice shortly after entry of the Bar Date Order and in any event no later than October 22, 2010, establish the General Bar Date and the NAPCUS/Prize Governmental Bar Date as November 22, 2010, and establish the Petroflow Governmental Bar Date as February 17, 2011. By establishing the Bar Dates in accordance with the provisions hereof, all known Claimants will have at least thirty (30) days’ notice of the Bar Dates for filing their Proofs of Claim, thereby more than satisfying Bankruptcy Rule 2002(a)(7), which requires only twenty-one (21) days’ notice.

35. Moreover, the Debtors’ proposed service by publication of the Bar Dates is consistent with applicable case law and practice in this district. See Mullane v. Central Hanover Bank & Trust Co., 339 U.S. 306, 317 (1950); see also Jones v. Chemetron Corp., 72 F. 3d 341 (3d. Cir. 1995) (holding that a debtor must send actual notice of the bar date to any known creditor, while constructive notice is generally sufficient notice to an unknown creditor); Pacific Corp. and Van Cott Bagley Cornwall & McCarthy v. W.R. Grace, 2006 WL 2375371 at *15 (D. Del. 2006) (same); In re Trump Taj Mahal Assoc., 156 B.R. 928, 936 (Bankr. D. N.J. 1993) (same).

36. Where a creditor is known to the debtor, due process requires that the debtor take reasonable steps, such as direct mailing, to provide actual notice of the deadline for filing proofs of claim. See Tulsa Prof'l Collection Serv., Inc. v. Pope, 485 U.S. 478, 491 (1988) (holding that where creditor was known or “reasonably ascertainable,” then due process only requires “notice by mail or other means as certain to ensure actual notice”); Fogel v. Zell, 221 F.3d 955, 963 (7th

Cir. 2000) (“If his name and address are reasonably ascertainable, he is entitled to have that information sent directly to him.”); In re Waterman Steamship Corp., 157 B.R. 220, 221 (S.D.N.Y. 1993) (same).

37. However, where a creditor is unknown to the debtor, due process only requires that the debtor take reasonable steps, such as notice by publication, to provide constructive notice of the deadline for filing proofs of claim. See Chemetron Corp., 72 F. 3d at 341 (finding that constructive notice is generally sufficient with respect to an unknown creditor); see also DePippo v. Kmart Corp., 335 B.R. 290, 296 (S.D.N.Y. 2005) (“It is well settled that when a creditor is “unknown” to the debtor, publication notice of the claims bar date is adequate constructive notice sufficient to satisfy due process requirements”); In re U.S.H. Corp. of New York, 223 B.R. 654, 659 (Bankr. S.D.N.Y. 1998) (same). Furthermore, debtors are not required to publish notice in an excessive number of publications. See In re Best Products Co., Inc., 140 B.R. 353 (Bankr. S.D.N.Y. 1992) (Court found it impracticable to expect a debtor to publish notice in every newspaper that an unknown creditor possibly may read).

38. To ascertain their known creditors, the Debtors have undertaken a careful examination of their books and records and all aspects of their operating business. The Debtors propose to provide all creditors identified during the review of their books and records and operations with at least thirty (30) days’ notice of the Bar Dates by mailing them the Bar Date Package. The Debtors submit that this satisfies the requirement that they provide actual notice to creditors who are reasonably known to them. Additionally, as set forth above, the Debtors propose to supplement the Bar Date Notice mailing by publishing the Publication Notice in the *Wall Street Journal* (national edition), the *Tulsa World*, *The Oklahoman*, and *The Calgary Herald* once prior to October 22, 2010, so as to provide unknown creditors with at least twenty-

five (25) days' constructive notice of the Bar Dates. Accordingly, the Debtors submit that service of the Bar Date Package on all creditors identified during the Debtors' review of their books and records and publication of the Publication Notice are reasonably designed to reach all interested parties in a cost effective manner.

39. The Debtors believe that the procedures set forth herein will facilitate the claims reconciliation process in the chapter 11 cases because they will provide the Debtors with clear guidelines for noticing and publication of the General Bar Date and will provide Claimants with clear instructions regarding the procedures and other requirements for filing a Proof of Claim

40. Accordingly, the Debtors respectfully request that the Court find that the Debtors' proposed procedures regarding all notices described herein be deemed: (a) good, adequate, and sufficient notice to all creditors of the Bar Dates and their rights and obligations in connection with any Claims they may assert against the Debtors' in the chapter 11 cases and (b) to satisfy the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules.

41. The entry of orders granting the relief requested herein is standard practice in chapter 11 cases in this district. See, e.g., In re Visteon Corporation, Case No. 09-11786 (CSS) (Bankr. D. Del. Sept. 11, 2009); In re Flying J Inc., Case No. 08-13384 (MFW) (Bankr. D. Del. Apr. 16, 2009); In re Dayton Superior Corp., No. 09-11351 (BLS) (Bankr. D. Del. July 14, 2009); In re Interlake Material Handling, Inc., No. 09-10019 (KJC) (Bankr. D. Del. June 23, 2009); In re Anchor Blue Group, Inc., No. 09-11770 (PJW) (Bankr. D. Del. June 17, 2009).

42. Accordingly, the Debtors respectfully request that the Court enter an order granting the relief requested herein.

DEBTORS' RESERVATION OF RIGHTS

43. Nothing contained herein is intended or should be construed as an admission of

the Debtors or a waiver of the Debtors' rights with respect to any claim, cause of action or otherwise. The Debtors expressly reserve their rights to contest any assertion to the contrary and any objection to the relief sought in this Motion or otherwise under any grounds available to the Debtors.

NOTICE

44. Notice of this Motion has been given to the following parties or, in lieu thereof, to their counsel, if known: (a) the Office of the United States Trustee; (b) the co-agents for the Debtors' prepetition bank lenders; (c) Enterra; (d) the Creditors' Committee; (e) the Internal Revenue Service; (f) the Securities Exchange Commission; (g) the Delaware Secretary of State; (h) the Delaware Secretary of the Treasury; (i) all known unsecured creditors of Petroflow Energy Ltd., as listed with its chapter 11 petition; and (j) all entities that have filed a request for service of filings in the chapter 11 cases pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

NO PRIOR REQUEST

45. No prior request for the relief sought in this Motion has been made to this or any other court.

WHEREFORE, the Debtors respectfully request entry of an order, substantially in the form attached hereto as Exhibit A, granting the relief requested herein and such other and further relief as the Court deems appropriate.

Dated: September 22, 2010

/s/ Domenic E. Pacitti

KLEHR HARRISON HARVEY BRANZBURG LLP

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- and -

KIRKLAND & ELLIS LLP

David R. Seligman, P.C. (admitted *pro hac vice*)

Ryan Blaine Bennett (admitted *pro hac vice*)

Paul Wierbicki (admitted *pro hac vice*)

300 North LaSalle

Chicago, Illinois 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

Counsel to the Debtors and Debtors in Possession

Exhibit A

Proposed Order

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

In re:	)	
	)	Chapter 11
	)	
NORTH AMERICAN PETROLEUM	)	Case No. 10-11707 (CSS)
CORPORATION USA, <i>et al.</i> ,	)	
	)	
Debtors.	)	Jointly Administered
	)	

**ORDER (A) SETTING DEADLINES FOR SUBMITTING PROOFS OF CLAIM,
(B) APPROVING THE FORM AND MANNER FOR SUBMITTING PROOFS OF
CLAIM, AND (C) APPROVING THE FORM OF NOTICE THEREOF**

Upon the motion (the "Motion")¹ of the above-captioned debtors (collectively, the "Debtors")² for the entry of an order (this "Order") (a) establishing deadlines for creditors to submit proofs of claim and requests for payment under section 503(b)(9) of title 11 of the United States Code (the "Bankruptcy Code"), (b) approving the form and manner for submitting such proofs of claim and requests for payment, and (c) approving the form and manner of notice thereof; it appearing that the relief requested is in the best interests of the Debtors' estates, their creditors and other parties in interest; the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; notice of the Motion having been adequate and appropriate under the circumstances; and after due deliberation and

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

² The Debtors in the above-captioned chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number or Canadian corporation number, include: North American Petroleum Corporation USA (9766); Prize Petroleum LLC (2460); and Petroflow Energy Ltd. (517-5). The location of the Debtors' corporate headquarters and the Debtors' service address is: 201 West 5th Street, Suite 400, Tulsa, Oklahoma 74103, Attn: Louis Schott.

sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Motion is granted as set forth herein.
2. Pursuant to Bankruptcy Rule 3003(c)(3), all entities (the "Claimants"), holding or wishing to assert a claim that arose or is deemed to have arisen prior to the NAPCUS/Prize Petition Date or the Petroflow Petition Date, as applicable, against any of the Debtors (each a "Claim"), shall file proof of such Claim (a "Proof of Claim") pursuant to the procedures and on or before the deadlines (the "Bar Dates") established by this Order.³
3. Except as expressly provided herein, all Claimants, except governmental units, shall be required to submit a Proof of Claim so as to be actually received by the Debtors' claims and noticing agent, Epiq Bankruptcy Solutions LLC ("Epiq"), on or before November 22, 2010 at 5:00 p.m. prevailing Eastern Time (the "General Bar Date").
4. Claimants shall submit any request for payment of a Claim under section 503(b)(9) of the Bankruptcy Code, so as to be actually received by Epiq on or before the General Bar Date.
5. Each and every governmental unit asserting a Claim against either North American Petroleum Corporation USA or Prize Petroleum LLC shall submit a Proof of Claim so as to be actually received by Epiq on or before November 22, 2010 at 5:00 p.m. prevailing Eastern Time (the "NAPCUS/Prize Governmental Bar Date").
6. Each and every governmental unit asserting a Claim against Petroflow Energy Ltd. shall submit a Proof of Claim so as to be actually received by Epiq on or

³ All terms used in the Order specifically defined in the Bankruptcy Code shall have those meanings given to them by the Bankruptcy Code. In particular, as used in the Motion, (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, and (c) the term "governmental unit" has the meaning given to it in section 101(27) of the Bankruptcy Code. All other capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

before February 17, 2011 at 5:00 p.m. prevailing Eastern Time (the "Petroflow Governmental Bar Date," and, collectively with the NAPCUS/Prize Governmental Bar Date, the "Governmental Bar Dates").

7. In the event the Debtors amend or supplement their schedules of assets and liabilities (collectively, the "Schedules") to reduce, delete, or change the classification of a Claim, the Debtors shall give notice of any such amendment to Claimants affected thereby, and such holders shall be afforded the later of thirty (30) days from the date on which such notice is given or the General Bar Date or applicable Governmental Bar Date, as applicable, to submit a Proof of Claim with respect to such amended Claim (the "Amended Schedules Bar Date") or be forever barred from doing so.

8. Claimants shall file a Proof of Claim arising from the Debtors' rejection of any executory contract or unexpired lease by the later of (a) the General Bar Date or the Governmental Bar Date, as applicable, or (b) thirty (30) days after the Rejection Date (the "Rejection Bar Date").

9. All of the following entities holding Claims against the Debtors (whether secured, unsecured priority, or unsecured nonpriority) must file a Proof of Claim so as to be actually received by Epiq on or before the applicable Bar Date:

- (a) any Claimant whose Claim against a Debtor is not listed in the applicable Schedules or is listed as disputed, contingent, or unliquidated if the holder of such Claim desires to participate in any of the chapter 11 cases or share in any distribution in the chapter 11 cases on account of such Claim;
- (b) any Claimant who believes that its Claim is improperly classified in the Schedules, is listed in an incorrect amount and who desires to have its Claim allowed in a classification or amount other than that identified in the Schedules; and
- (c) any entity holding a Claim that is allowable under section 503(b)(9) of the Bankruptcy Code as an administrative expense in

these cases.

10. Notwithstanding the foregoing, the Bar Dates shall not apply to:

- (a) Claimants who already submitted a Proof of Claim against the applicable Debtor(s) with the Clerk of the Bankruptcy Court for the District of Delaware or with Epiq in a form substantially similar to Official Bankruptcy Form B10;
- (b) Any Claimant whose Claim is listed on the Debtors' Schedules if (i) the Claim is not scheduled as "disputed," "contingent," or "unliquidated"; (ii) the Claimant agrees with the amount, nature, and priority of the Claim as set forth in the Schedules; and (iii) the Claimant does not dispute that the Claim is an obligation of the specific Debtor(s) as set forth in the Schedules;
- (c) Any Claimant who holds a Claim that has been allowed pursuant to an order of this Court before the entry of the Bar Date Order;
- (d) Any Claimant who holds a Claim that has been paid in full by any of the Debtors or any other party;
- (e) Any Claimant who holds a Claim that is subject to specific deadlines, aside from those established pursuant to this motion, fixed by this Court;
- (f) Any Debtor holding a Claim against another Debtor in these chapter 11 cases;
- (g) Any Claimant that is a current employee of any of the Debtors, to the extent that the Debtors were authorized by the Court to honor such Claimant's Claim in the ordinary course of their business such as for wages, commissions, benefits or claims for deferred compensation; provided that current employees must file Proofs of Claim by the applicable Bar Date for all other Claims arising before the NAPCUS/Prize Petition Date or the Petroflow Petition Date, as applicable, against the Debtors, including, but not limited to, Claims for wrongful termination, discrimination, harassment, hostile work environment, retaliation, overtime claims and claims covered by the Debtors' workers' compensation insurance;
- (h) Any Claimant whose Claim is based on an interest in an equity security of the Debtors; provided that any Claimant who wishes to assert a Claim against any of the Debtors based on, without limitation, Claims for damages or rescission based on the purchase or sale of an equity security, must file a Proof of Claim on or

before the General Bar Date;⁴ and

- (i) Any Claimant who holds a Claim allowable under sections 503(b) and 507(a)(1) of the Bankruptcy Code as administrative expenses of the Debtors' chapter 11 cases, with the exception of Claims allowable under section 503(b)(9) of the Bankruptcy Code, which are subject to the General Bar Date, as provided above.

11. The form of the Proof of Claim (the "Proof of Claim Form") attached hereto as Exhibit 1 is hereby approved. The Debtors are further directed, with the assistance of Epiq, to include information reflected in the Debtors' Schedules as to each creditor, such as, the amount of the creditor's Claim against the applicable Debtor, the type of Claim held by such creditor (*i.e.*, non-priority unsecured, priority unsecured, or secured), and whether such Claim is disputed, contingent, or unliquidated. Each creditor will have an opportunity to review the Proof of Claim Form provided by Epiq and correct any information that is missing, incorrect, or incomplete in the name and address portion of such form. Additionally, any creditor may choose to submit a Proof of Claim on a form substantially similar to Official Bankruptcy Form B10.

12. The following rules shall govern the completion and filing of each Proof of Claim:

- (a) Each Proof of Claim must: (i) be written in English; (ii) include a Claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 10; (iv) state a Claim against only one Debtor; (v) clearly indicate the Debtor against which the creditor is asserting a Claim; and (vi) be signed by the Claimant or if the Claimant is not an individual, by an authorized agent of the Claimant;
- (b) Each Proof of Claim must include supporting documentation (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available; provided that a Proof of Claim may be submitted

⁴ The Debtors reserve all rights with respect to any such Claims including, *inter alia*, to assert that such Claims are subject to subordination pursuant to section 510(b) of the Bankruptcy Code.

without supporting documentation upon the prior written consent of the Debtors and any other party in interest; provided further that any creditor that received such written consent shall be required to transmit such writings to the Debtors or other party in interest upon request no later than ten (10) days from the date of such request;

- (c) All Proofs of Claim must be submitted so as to be actually received no later than 5:00 p.m. prevailing Eastern Time on the applicable Bar Date at the following address:

If sent by first class mail (postage prepaid):

North American Petroleum Corp USA Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
FDR Station, P.O. Box 5269
New York, NY 10150-5269

If delivered in person, by courier service, or overnight delivery:

North American Petroleum Corp USA Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
757 Third Avenue, 3rd Floor
New York, NY 10017

- (d) A Claimant who wishes to receive acknowledgment of receipt of its Proof of Claim may submit a copy of the Proof of Claim and a self-addressed, stamped envelope to the above address along with the original Proof of Claim.
- (e) A Proof of Claim that asserts the same Claim against more than one Debtor shall be treated as asserting a Claim against only the first listed Debtor. Any Proof of Claim submitted in the jointly administered case—In re North American Petroleum Corporation USA, et. al., case number 10-11707 (CSS)—or which does not identify a Debtor, shall be treated as asserting a Claim against North American Petroleum Corporation USA only.

13. The Debtors, with the assistance of Epiq, are hereby authorized and directed to serve the following materials on all known Claimants holding actual or potential Claims no later than four (4) business days after the date of entry of this Order: (a) written notice of the Bar Dates in substantially the form attached hereto as Exhibit 2, (the “Bar Date Notice”); and (b) the Proof of Claim Form (collectively, the “Bar Date Package”).

14. Epiq will serve the Bar Date Package by first class U.S. mail, postage prepaid, on the following parties:

- (a) The Office of the United States Trustee for the District of Delaware (the "U.S. Trustee");
- (b) Counsel to the Creditors' Committee;
- (c) Counsel to the agents for the Debtors' prepetition bank lenders;
- (d) Counsel to Enterra;
- (e) All persons or entities that have requested notice of the proceedings in the chapter 11 cases;
- (f) All persons or entities that have filed Claims against the Debtors, if any;
- (g) All creditors and other known holders of Claims against the Debtors as of the date of entry of the Bar Date Order, if any, including all persons or entities listed in the Schedules as holding Claims against one or more of the Debtors;
- (h) All parties to executory contracts and unexpired leases of the Debtors listed on the Schedules;
- (i) All parties to litigation with the Debtors;
- (j) The Internal Revenue Service;
- (k) The United States Attorney for the District of Delaware and relevant state attorneys general;
- (l) The Delaware Secretary of the Treasury;
- (m) The Delaware Secretary of State;
- (n) The United States Department of Justice;
- (o) The Securities and Exchange Commission;
- (p) The Alberta Department of Energy;
- (q) The Energy Resources Conservation Board;
- (r) Canada Revenue Agency;
- (s) Canadian national and provincial securities commissions;

- (t) The Minister of Finance, Province of Alberta; and
- (u) The Debtors' current employees, and the Debtors' former employees to the extent that contact information for former employees is available in the Debtors' records.

15. The Debtors are permitted, with the assistance of Epiq, to make supplemental mailings of the Bar Date Package in the event that (a) notices are returned by the post office with forwarding addresses (unless notices are returned as "return to sender" without a forwarding address, in which cases the Debtors should not be required to mail additional notices to such creditors), (b) certain parties acting on behalf of parties in interest (*e.g.*, banks and brokers with respect to equity holders) decline to pass along notices to these parties and instead return their names and addresses to the Debtors for direct mailing, (c) additional potential Claimants become known as the result of the noticing process, and (d) other similar circumstances at any time up to twenty-one (21) days in advance of the General Bar Date, with any such mailings being deemed timely and providing actual notice and the General Bar Date being applicable to the recipient Claimants, if the General Bar Date is applicable.

16. The Debtors are directed to give notice of the Bar Dates by publishing the Bar Date Notice, modified for publication in substantially the form attached hereto as Exhibit 3 (the "Publication Notice"), in the *Wall Street Journal* (national edition), the *Tulsa World*, *The Oklahoman*, and *The Calgary Herald* on one occasion on or before October 22, 2010. The Publication Notice shall include a telephone number that creditors may call to obtain copies of the Proof of Claim Form, the URL for a website at which the creditors may obtain copies of the Proof of Claim Form, and information concerning the procedures and appropriate Bar Dates for submitting Proofs of Claim. The Bar Date Notice will also be published electronically through posting on the Debtors' restructuring website, <http://dm.epiq11.com/NAPCUS>. The Debtors are authorized to enter into such transactions to cause such publication to be made and to make

reasonable payments required for publication.

17. The Debtors are authorized to use the services of Epiq, as applicable, to coordinate the processing of Proofs of Claim and Epiq is authorized to undertake all actions necessary and appropriate in this regard.

18. Notice of the Bar Dates as set forth in this order and in the manner set forth herein (including, without limitation, the Bar Date Notice, the Bar Date Package, the Publication Notice, and any supplemental notices that the Debtors may send from time to time) constitutes (a) good, adequate, and sufficient notice to all creditors of the Bar Dates and their rights and obligations in connection with any Claims they may assert against the Debtors' in the chapter 11 cases and (b) satisfies the requirements of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and the Local Rules for the United States Bankruptcy Court for the District of Delaware.

19. Pursuant to Bankruptcy Rule 3003(c)(2), any Claimant who is required, but fails, to submit a Proof of Claim 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 submitting a Proof of Claim with respect thereto), and the Debtors' property shall be forever discharged from any and all indebtedness or liability with respect to such Claim, and such holder shall not be permitted to vote, to accept or reject any plan of reorganization filed in these chapter 11 cases, or participate in any distribution on account of such Claim or receive further notices regarding such Claim.

20. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

21. The terms and conditions of this Order shall be immediately effective and

enforceable upon entry of the Order.

22. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014 or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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

Wilmington, Delaware

Date: _____, 2010

Christopher S. Sontchi
United States Bankruptcy Judge

Exhibit 1

Proof of Claim Form

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE North American Petroleum Corporation USA Claims Processing Center c/o Epiq Bankruptcy Solutions, LLC FDR Station, P.O. Box 5269 New York, NY 10150-5269		PROOF OF CLAIM	
Name of Debtor Against Which Claim is Held	Case No. of Debtor		
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.		THIS SPACE IS FOR COURT USE ONLY	
Name and address of Creditor: (and name and address where notices should be sent if different from Creditor) Telephone number: _____ Email Address: _____		☐ Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: _____ (If known) Filed on: _____	
Name and address where payment should be sent (if different from above) Telephone number: _____ Email Address: _____		☐ Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. ☐ Check this box if you are the debtor or trustee in this case.	
1. Amount of Claim as of Date Case Filed; \$ If all or part of your claim is secured, complete Item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete Item 5. If all or part of your claim qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9), complete Item 6. ☐ Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of interest or additional charges.		5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount. Specify the priority of the claim: ☐ Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). ☐ Wages, salaries or commissions (up to \$11,725), 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). ☐ Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5). ☐ Up to \$2,600 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). ☐ Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). ☐ Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____). Amount entitled to priority: \$ _____	
2. Basis for Claim: _____ (See instruction #2 on reverse side.)			
3. Last four digits of any number by which creditor identifies debtor: _____ 3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)			
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information. Nature of property or right of setoff: ☐ Real Estate ☐ Motor Vehicle ☐ Other Describe: _____ Value of Property: \$ _____ Annual Interest Rate _____ % Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____			
6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9): \$ _____ (See instruction #6 on reverse side.)			
7. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. 8. 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. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 8 and definition of "redacted" on reverse side.) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain: _____		FOR COURT USE ONLY	
Date:	Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.		
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.			

INSTRUCTIONS FOR PROOF OF CLAIM FORM

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

Items to be completed in Proof of Claim form

Name of Debtor and Case Number:

Fill in the name of the Debtor in the bankruptcy case, and the bankruptcy case number.

10-11707 North American Petroleum Corporation USA
10-11708 Prize Petroleum LLC
10-12608 Petroflow Energy Ltd.

If your Claim is against multiple Debtors, complete a separate form for each Debtor.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the Bankruptcy filing. Follow the instructions concerning whether to complete items 4, 5 and 6. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if the trustee or another party in interest files an objection to your claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

4. Secured Claim:

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. §507(a).

If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. §503(b)(9)

State the value of any goods received by the debtor within 20 days before the date of commencement in which the goods have been sold to the debtor in the ordinary course of the debtor's business.

7. Credits:

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.

8. Documents:

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). If the claim is based on the delivery of health care goods or services, see instruction 2. Do not send original documents, as attachments may be destroyed after scanning.

Date and Signature:

The person filing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2), authorizes courts to establish local rules specifying what constitutes a signature. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS

Debtor

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

Creditor

A creditor is the person, corporation, or other entity owed a debt by the debtor on the date of the bankruptcy filing.

Claim

A claim is the creditor's right to receive payment on a debt that was owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101(5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the Claims Agent at the following address:

North American Petroleum Corporation USA
Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
FDR Station, P.O. Box 5269
New York, NY 10150-5269

Secured Claim Under 11 U.S.C. §506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. 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 is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. §507(a)

Priority claims are certain categories of unsecured Claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's tax identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

INFORMATION

Acknowledgment of Filing of Claim

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim, or you may access the Claims Agent's system (<http://dm.epiq11.com/NAPCUS/claim>) to view your filed proof of claim.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the 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 or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(c), any applicable provisions of the Bankruptcy Code (11 U.S.C. §101 et seq.), and any applicable orders of the bankruptcy court.

Exhibit 2

Bar Date Notice

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	
	)	Chapter 11
	)	
NORTH AMERICAN PETROLEUM	)	Case No. 10-11707 (CSS)
CORPORATION USA, <i>et al.</i> , ¹	)	
	)	
Debtors.	)	Jointly Administered
	)	

**NOTICE OF DEADLINES FOR SUBMITTING PROOFS OF CLAIM AND REQUESTS
FOR PAYMENT UNDER SECTION 503(B)(9) OF THE BANKRUPTCY CODE**

YOU ARE RECEIVING THIS NOTICE BECAUSE YOU MAY BE HOLDING A
CLAIM AGAINST ONE OR MORE OF THE DEBTORS IN THE
ABOVE CAPTIONED CHAPTER 11 CASES. YOU SHOULD READ THIS
NOTICE CAREFULLY AND DISCUSS IT WITH YOUR ATTORNEY. IF YOU
DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.

PLEASE TAKE NOTICE THAT the above-captioned debtors and debtors in possession (collectively, the “Debtors”), each have filed a voluntary petition 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”). Debtors, North American Petroleum Corporation USA and Prize Petroleum LLC filed voluntary petitions in the Court on May 25, 2010 (the “NAPCUS/Prize Petition Date”). Debtor Petroflow Energy Ltd. filed a voluntary petition in the Court on August 20, 2010 (the “Petroflow Petition Date”).

PLEASE TAKE FURTHER NOTICE THAT on September 22, 2010, the Debtors filed the *Debtors’ Motion for Entry of an Order (A) Setting Deadlines for Submitting Proofs of Claim, (B) Approving the Form and Manner for Submitting Proofs of Claim, and (C) Approving the Form and Manner of Notice Thereof* [Docket No. ____] (the “Bar Date Motion”).

PLEASE TAKE FURTHER NOTICE THAT on October [], 2010, the Court entered an order approving the Bar Date Motion [Docket No. ____] (the “Bar Date Order”), which requires all entities (the “Claimants”) holding or wishing to assert a claim that arose or is deemed to have arisen prior to the NAPCUS/Prize Petition Date or the Petroflow Petition Date, as applicable, against any of the Debtors (the “Claims”) to submit a proof of claim so as to be actually received

¹ The Debtors in the above-captioned chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number or Canadian corporation number, include: North American Petroleum Corporation USA (9766); Prize Petroleum LLC (2460); and Petroflow Energy Ltd. (517-5). The location of the Debtors’ corporate headquarters and the Debtors’ service address is: 201 West 5th Street, Suite 400, Tulsa, Oklahoma 74103, Attn: Louis Schott.

by Epiq Bankruptcy Solutions LLC ("Epiq"), the Debtors' claims and noticing agent, on or before a certain date (the "Bar Dates"). Set forth below are the names and respective case numbers for each Debtor and the Bar Dates established pursuant to the Bar Date Order:

DEBTOR	CASE NO.
North American Petroleum Corporation USA	10-11707
Prize Petroleum LLC	10-11708
Petroflow Energy Ltd.	10-12608

General Bar Date (applicable to 503(b)(9) claims)	All Claimants, other than governmental units, holding or wishing to assert a Claim must submit proof of such Claim so as to be actually received by Epiq by November 22, 2010 at 5:00 p.m. prevailing Eastern Time (the " <u>General Bar Date</u> "). Requests for payment under section 503(b)(9) of the Bankruptcy Code must also be submitted so as to be actually received by Epiq by the General Bar Date.
NAPCUS/Prize Governmental Bar Date (applicable to Claims asserted against North American Petroleum Corporation USA and Prize Petroleum LLC)	All governmental units holding or wishing to assert a Claim against either North American Petroleum Corporation USA or Prize Petroleum LLC must submit proof of such Claim so to be actually received by Epiq by November 22, 2010 at 5:00 p.m. prevailing Eastern Time (the " <u>NAPCUS/Prize Governmental Bar Date</u> ").
Petroflow Governmental Bar Date (applicable to Claims asserted against Petroflow Energy Ltd.)	All governmental units holding or wishing to assert a Claim against Petroflow Energy Ltd. must submit proof of such Claim so to be actually received by Epiq by February 17, 2011 at 5:00 p.m. prevailing Eastern Time (the " <u>Petroflow Governmental Bar Date</u> ").
Amended Schedules Bar Date	In the event the Debtors amend or supplement their schedules of assets and liabilities (collectively, the " <u>Schedules</u> ") to reduce, delete, or change the classification of a Claim, the Debtors shall give notice of any such amendment or supplement to the Claimants affected thereby, and such holders shall be afforded the later of thirty (30) days from the date on which such notice is given or the General Bar Date or applicable Governmental Bar Date, as applicable, to submit a proof of claim with respect to such amended Claim (the " <u>Amended Schedules Bar Date</u> ") or be forever barred from doing so.
Rejection Bar Date	In accordance with certain procedures previously approved by this Court, the effective date of rejection of an executory contract or unexpired lease (the " <u>Rejection Date</u> ") shall be the date set forth in the notice of contract rejection (the " <u>Rejection Notice</u> ") served by the Debtors on the applicable contract counterparty, which date may be no earlier than the date of service of the Rejection Notice. In the event a notice party objects to the proposed rejection and the Court overrules the objection, the Rejection Date for the applicable contract shall be the date set forth in the Rejection Notice or such other date to which the Debtors and the contract counterparty have agreed. Claimants shall file a proof of claim arising from the Debtors' rejection of any executory contract or unexpired lease by the later of (a) the General Bar Date or the Governmental Bar Date, as applicable, or (b) thirty (30) days after the Rejection Date (the " <u>Rejection Bar Date</u> "). ²

² See Order Authorizing and Approving Expedited Procedures for the Debtors to Reject or Assume Executory

Who Must Submit a Proof of Claim: All of the following entities holding Claims against the Debtors (whether secured, unsecured priority, or unsecured nonpriority) must submit a proof of claim ("Proof of Claim") so as to be actually received by Epiq on or before the applicable Bar Date: (a) any Claimant whose Claim against a Debtor is not listed in the applicable Schedules or is listed as disputed, contingent, or unliquidated if the holder of such Claim desires to participate in any of the chapter 11 cases or share in any distribution in the chapter 11 cases on account of such Claim; (b) any Claimant who believes that its Claim is improperly classified in the Schedules, is listed in an incorrect amount and who desires to have its Claim allowed in a classification or amount other than that identified in the Schedules; and (c) any entity holding a Claim that is allowable under section 503(b)(9) of the Bankruptcy Code as an administrative expense in these cases.

Parties Who Do Not Need To Submit Proofs of Claim: There are several categories of Claimants who, as a matter of law, procedure, or case administration, should not be required to file a Proof of Claim by the applicable Bar Date, as provided above. Specifically, the Bar Dates should not apply to:

- (a) Claimants who already submitted a Proof of Claim against the applicable Debtor(s) with the Clerk of the Bankruptcy Court for the District of Delaware or with Epiq in a form substantially similar to Official Bankruptcy Form B10;
- (b) Any Claimant whose Claim is listed on the Debtors' Schedules if (i) the Claim is not scheduled as "disputed," "contingent," or "unliquidated"; (ii) the Claimant agrees with the amount, nature, and priority of the Claim as set forth in the Schedules; and (iii) the Claimant does not dispute that the Claim is an obligation of the specific Debtor(s) as set forth in the Schedules;
- (c) Any Claimant who holds a Claim that has been allowed pursuant to an order of this Court before the entry of the Bar Date Order;
- (d) Any Claimant who holds a Claim that has been paid in full by any of the Debtors or any other party;
- (e) Any Claimant who holds a Claim that is subject to specific deadlines, aside from those established pursuant to this motion, fixed by this Court;
- (f) Any Debtor holding a Claim against another Debtor in these chapter 11 cases;
- (g) Any Claimant that is a current employee of any of the Debtors, to the extent that the Debtors were authorized by the Court to honor such Claimant's Claim in the ordinary course of their business

such as for wages, commissions, benefits or claims for deferred compensation; provided that current employees must file Proofs of Claim by the applicable Bar Date for all other Claims arising before the NAPCUS/Prize Petition Date or the Petroflow Petition Date, as applicable, against the Debtors, including, but not limited to, Claims for wrongful termination, discrimination, harassment, hostile work environment, retaliation, overtime claims and claims covered by the Debtors' workers' compensation insurance;

- (h) Any Claimant whose Claim is based on an interest in an equity security of the Debtors; provided that any Claimant who wishes to assert a Claim against any of the Debtors based on, without limitation, Claims for damages or rescission based on the purchase or sale of an equity security, must file a Proof of Claim on or before the General Bar Date;³ and
- (i) Any Claimant who holds a Claim allowable under sections 503(b) and 507(a)(1) of the Bankruptcy Code as administrative expenses of the Debtors' chapter 11 cases, with the exception of Claims allowable under section 503(b)(9) of the Bankruptcy Code, which are subject to the General Bar Date as provided above.

Filing a Proof of Claim. All Proofs of Claim must be submitted so as to be **actually received** no later than 5:00 p.m. prevailing Eastern Time on the applicable Bar Date at the following address:

If sent by first class mail (postage prepaid):

North American Petroleum Corp USA Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
FDR Station, P.O. Box 5269
New York, NY 10150-5269

If delivered in person, by courier service, or overnight delivery:

North American Petroleum Corp USA Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
757 Third Avenue, 3rd Floor
New York, NY 10017

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

³ The Debtors reserve all rights with respect to any such Claims including, inter alia, to assert that such Claims are subject to subordination pursuant to section 510(b) of the Bankruptcy Code.

Contents of Proofs of Claim. Each Proof of Claim must: (a) be written in English; (b) include a Claim amount denominated in United States dollars; (c) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 10; (d) state a Claim against only one Debtor; (e) clearly indicate the Debtor against which the creditor is asserting a Claim; (f) be signed by the Claimant or if the Claimant is not an individual, by an authorized agent of the Claimant; and (g) include supporting documentation (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available. A Proof of Claim that asserts the same Claim against more than one Debtor shall be treated as asserting a Claim against only the first listed Debtor. Any Proof of Claim submitted in the jointly administered case—In re North American Petroleum Corporation USA, et. al., case number 10-11707 (CSS)—or which does not identify a Debtor, shall be treated as asserting a Claim against North American Petroleum Corporation USA only.

Receipt of Service. A Claimant who wishes to receive acknowledgment of receipt of its Proof of Claim may submit a copy of the Proof of Claim and a self-addressed, stamped envelope to the above address along with the original Proof of Claim.

Consequences of Failing to Timely Submit Your Proof of Claim. Any Claimant who is required, but fails, to submit a Proof of Claim 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 with respect thereto), and the Debtors' property shall be forever discharged from any and all indebtedness or liability with respect to such Claim, and such holder shall not be permitted to vote, to accept or reject any plan of reorganization filed in these chapter 11 cases, or participate in any distribution on account of such Claim or receive further notices regarding such Claim.

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 submitted 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 the Schedules.

Additional Information. If you have any questions regarding the claims process and/or if you wish to obtain a copy of the Bar Date Order (which contains a more detailed description of the requirements for filing proofs of claim), a proof of claim form or related documents you may do so by contacting Epiq (a) at the Debtors' restructuring hotline at (646) 282-2400; (b) at the Debtors' restructuring website <http://dm.epiq11.com/NAPCUS>; and/or (c) by writing to the North American Petroleum Corp. USA Claims Processing Center, c/o Epiq Bankruptcy Solutions, LLC, 757 Third Avenue, 3rd Floor, New York, New York 10017. Please note that Epiq cannot advise you how to file, or whether you should file, a Proof of Claim.

Dated: October [], 2010

/s/ Domenic E. Pacitti

KLEHR HARRISON HARVEY BRANZBURG LLP

Domenic E. Pacitti (DE Bar No. 3989)

Margaret M. Manning (DE Bar No. 4183)

919 Market Street, Suite 1000

Wilmington, Delaware 19801-3062

Telephone: (302) 426-1189

Facsimile: (302) 426-9193

- and -

Morton Branzburg (admitted *pro hac vice*)

1835 Market Street, Suite 1400

Philadelphia, Pennsylvania 19103

Telephone: (215) 569-2700

Facsimile: (215) 568-6603

- and -

KIRKLAND & ELLIS LLP

David R. Seligman, P.C. (admitted *pro hac vice*)

Ryan Blaine Bennett (admitted *pro hac vice*)

Paul Wierbicki (admitted *pro hac vice*)

300 North LaSalle

Chicago, Illinois 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

Counsel to the Debtors and Debtors in Possession

Exhibit 3

Publication Notice

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	
	)	Chapter 11
NORTH AMERICAN PETROLEUM CORPORATION USA, <i>et al.</i> , ¹	)	Case No. 10-11707 (CSS)
	)	
Debtors.	)	Jointly Administered
	)	

**NOTICE OF DEADLINES FOR SUBMITTING PROOFS OF CLAIM AND REQUESTS
FOR PAYMENT UNDER SECTION 503(B)(9) OF THE BANKRUPTCY CODE**

PLEASE TAKE NOTICE THAT that on October [], 2010, the Court entered an order (the “Bar Date Order”) approving the *Debtors’ Motion for Entry of an Order (A) Setting Deadlines for Submitting Proofs of Claim, (B) Approving the Form and Manner for Submitting Proofs of Claim, and (C) Approving the Form and Manner of Notice Thereof* [Docket No. ____], in the above captioned cases. A copy of the Bar Date Order can be accessed at the Debtors’ restructuring website, <http://dm.epiq11.com/NAPCUS>.

The Bar Date Order requires all entities (the “Claimants”) holding or wishing to assert (a) a claim (the “Claims”) against North American Petroleum Corporation USA or Prize Petroleum LLC that arose or is deemed to have arisen prior to May 25, 2010 or (b) a Claim against Petroflow Energy Ltd. that arose or is deemed to have arisen prior to August 20, 2010 to submit a proof of claim so as to be actually received by Epiq Bankruptcy Solutions LLC (“Epiq”), the Debtors’ claims and noticing agent, on or before a certain date (the “Bar Dates”). Set forth below are the Bar Dates established pursuant to the Bar Date Order:

<u>General Bar Date</u> (applicable to 503(b)(9) claims)	All Claimants, other than governmental units, holding or wishing to assert a Claim must submit proof of such Claim so as to be actually received by Epiq by November 22, 2010 at 5:00 p.m. prevailing Eastern Time (the “<u>General Bar Date</u>”). Requests for payment under section 503(b)(9) of the Bankruptcy Code must also be submitted so as to be actually received by Epiq by the General Bar Date.
<u>NAPCUS/Prize Governmental Bar Date</u> (applicable to Claims asserted against North American Petroleum Corporation USA and Prize Petroleum LLC)	All governmental units holding or wishing to assert a Claim against either North American Petroleum Corporation USA or Prize Petroleum LLC must submit proof of such Claim so to be actually received by Epiq by November 22, 2010 at 5:00 p.m. prevailing Eastern Time (the “<u>NAPCUS/Prize Governmental Bar Date</u>”).

¹ The Debtors in the above-captioned chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number or Canadian corporation number, include: North American Petroleum Corporation USA (9766); Prize Petroleum LLC (2460); and Petroflow Energy Ltd. (517-5). The location of the Debtors’ corporate headquarters and the Debtors’ service address is: 201 West 5th Street, Suite 400, Tulsa, Oklahoma 74103, Attn: Louis Schott.

Petroflow Governmental Bar Date (applicable to Claims asserted against Petroflow Energy Ltd.)	All governmental units holding or wishing to assert a Claim against Petroflow Energy Ltd. must submit proof of such Claim so to be actually received by Epiq by February 17, 2011 at 5:00 p.m. prevailing Eastern Time (the " <u>Petroflow Governmental Bar Date</u> ").
Amended Schedules Bar Date	In the event the Debtors amend or supplement their schedules of assets and liabilities (collectively, the " <u>Schedules</u> ") to reduce, delete, or change the classification of a Claim, the Debtors shall give notice of any such amendment or supplement to the Claimants affected thereby, and such holders shall be afforded the later of thirty (30) days from the date on which such notice is given or the General Bar Date or applicable Governmental Bar Date, as applicable, to submit a proof of claim with respect to such amended Claim (the " <u>Amended Schedules Bar Date</u> ") or be forever barred from doing so.
Rejection Bar Date	In accordance with certain procedures previously approved by this Court, the effective date of rejection of an executory contract or unexpired lease (the " <u>Rejection Date</u> ") shall be the date set forth in the notice of contract rejection (the " <u>Rejection Notice</u> ") served by the Debtors on the applicable contract counterparty, which date may be no earlier than the date of service of the Rejection Notice. In the event a notice party objects to the proposed rejection and the Court overrules the objection, the Rejection Date for the applicable contract shall be the date set forth in the Rejection Notice or such other date to which the Debtors and the contract counterparty have agreed. Claimants shall file a proof of claim arising from the Debtors' rejection of any executory contract or unexpired lease by the later of (a) the General Bar Date or the Governmental Bar Date, as applicable, or (b) thirty (30) days after the Rejection Date (the " <u>Rejection Bar Date</u> "). ²

Filing a Proof of Claim. All Proofs of Claim must be submitted so as to be actually received no later than 5:00 p.m. prevailing Eastern Time on the applicable Bar Date at the following address:

If sent by first class mail (postage prepaid):

North American Petroleum Corp USA Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
FDR Station, P.O. Box 5269
New York, NY 10150-5269

If delivered in person, by courier service, or overnight delivery:

North American Petroleum Corp USA Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
757 Third Avenue, 3rd Floor
New York, NY 10017

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

² See Order Authorizing and Approving Expedited Procedures for the Debtors to Reject or Assume Executory Contracts and Unexpired Leases [Docket No. 312].

Contents of Proofs of Claim. Each Proof of Claim must: (a) be written in English; (b) include a Claim amount denominated in United States dollars; (c) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 10; (d) state a Claim against only one Debtor; (e) clearly indicate the Debtor against which the creditor is asserting a Claim; (f) be signed by the Claimant or if the Claimant is not an individual, by an authorized agent of the Claimant; and (g) include supporting documentation (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available. A Proof of Claim that asserts the same Claim against more than one Debtor shall be treated as asserting a Claim against only the first listed Debtor. Any Proof of Claim submitted in the jointly administered case—In re North American Petroleum Corporation USA, et. al., case number 10-11707 (CSS)—or which does not identify a Debtor, shall be treated as asserting a Claim against North American Petroleum Corporation USA only.

Receipt of Service. A Claimant who wishes to receive acknowledgment of receipt of its Proof of Claim may submit a copy of the Proof of Claim and a self-addressed, stamped envelope to the above address along with the original Proof of Claim.

Consequences of Failing to Timely Submit Your Proof of Claim. Any Claimant who is required, but fails, to submit a Proof of Claim 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 with respect thereto), and the Debtors' property shall be forever discharged from any and all indebtedness or liability with respect to such Claim, and such holder shall not be permitted to vote, to accept or reject any plan of reorganization filed in these chapter 11 cases, or participate in any distribution on account of such Claim or receive further notices regarding such Claim.

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 submitted 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 the Schedules.

Additional Information. If you have any questions regarding the claims process and/or if you wish to obtain a copy of the Bar Date Order (which contains a more detailed description of the requirements for filing proofs of claim), a proof of claim form or related documents you may do so by contacting Epiq (a) at the Debtors' restructuring hotline at (646) 282-2400; (b) at the Debtors' restructuring website <http://dm.epiq11.com/NAPCUS>; and/or (c) by writing to the North American Petroleum Corp. USA Claims Processing Center, c/o Epiq Bankruptcy Solutions, LLC, 757 Third Avenue, 3rd Floor, New York, New York 10017. Please note that Epiq cannot advise you how to file, or whether you should file, a Proof of Claim.

allowable under section 503(b)(9) of the Bankruptcy Code, which are subject to the General Bar Date, as provided above.

11. The form of the Proof of Claim (the "Proof of Claim Form") attached hereto as Exhibit 1 is hereby approved. The Debtors are further directed, with the assistance of Epiq, to include information reflected in the Debtors' Schedules as to each creditor, such as, the amount of the creditor's Claim against the applicable Debtor, the type of Claim held by such creditor (*i.e.*, non-priority unsecured, priority unsecured, or secured), and whether such Claim is disputed, contingent, or unliquidated. Each creditor will have an opportunity to review the Proof of Claim Form provided by Epiq and correct any information that is missing, incorrect, or incomplete in the name and address portion of such form. Additionally, any creditor may choose to submit a Proof of Claim on a form substantially similar to Official Bankruptcy Form B10.

12. The following rules shall govern the completion and filing of each Proof of Claim:

- (a) Each Proof of Claim must: (i) be written in English; (ii) include a Claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 10; (iv) state a Claim against only one Debtor; (v) clearly indicate the Debtor against which the creditor is asserting a Claim; and (vi) be signed by the Claimant or if the Claimant is not an individual, by an authorized agent of the Claimant;
- (b) Each Proof of Claim must include supporting documentation (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available; provided that a Proof of Claim may be submitted without supporting documentation upon the prior written consent of the Debtors and any other party in interest; provided further that any creditor that received such written consent shall be required to transmit such writings to the Debtors or other party in interest upon request no later than ten (10) days from the date of such request;
- (c) All Proofs of Claim must be submitted so as to be actually received no later than 5:00 p.m. prevailing Eastern Time on the applicable Bar Date at the following address:

If sent by first class mail (postage prepaid):

North American Petroleum Corp USA Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
FDR Station, P.O. Box 5269
New York, NY 10150-5269

If delivered in person, by courier service, or overnight delivery:

North American Petroleum Corp USA Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
757 Third Avenue, 3rd Floor
New York, NY 10017

- (d) A Claimant who wishes to receive acknowledgment of receipt of its Proof of Claim may submit a copy of the Proof of Claim and a self-addressed, stamped envelope to the above address along with the original Proof of Claim.
- (e) A Proof of Claim that asserts the same Claim against more than one Debtor shall be treated as asserting a Claim against only the first listed Debtor. Any Proof of Claim submitted in the jointly administered case—In re North American Petroleum Corporation USA, et. al., case number 10-11707 (CSS)—or which does not identify a Debtor, shall be treated as asserting a Claim against North American Petroleum Corporation USA only.

13. The Debtors, with the assistance of Epiq, are hereby authorized and directed to serve the following materials on all known Claimants holding actual or potential Claims no later than four (4) business days after the date of entry of this Order: (a) written notice of the Bar Dates in substantially the form attached hereto as Exhibit 2, (the "Bar Date Notice"); and (b) the Proof of Claim Form (collectively, the "Bar Date Package").

14. Epiq will serve the Bar Date Package by first class U.S. mail, postage prepaid, on the following parties:

- (a) The Office of the United States Trustee for the District of Delaware (the "U.S. Trustee");
- (b) Counsel to the Creditors' Committee;
- (c) Counsel to the agents for the Debtors' prepetition bank lenders;

- (d) Counsel to Enterra;
- (e) All persons or entities that have requested notice of the proceedings in the chapter 11 cases;
- (f) All persons or entities that have filed Claims against the Debtors, if any;
- (g) All creditors and other known holders of Claims against the Debtors as of the date of entry of the Bar Date Order, if any, including all persons or entities listed in the Schedules as holding Claims against one or more of the Debtors;
- (h) All parties to executory contracts and unexpired leases of the Debtors listed on the Schedules;
- (i) All parties to litigation with the Debtors;
- (j) The Internal Revenue Service;
- (k) The United States Attorney for the District of Delaware and relevant state attorneys general;
- (l) The Delaware Secretary of the Treasury;
- (m) The Delaware Secretary of State;
- (n) The United States Department of Justice;
- (o) The Securities and Exchange Commission;
- (p) The Alberta Department of Energy;
- (q) The Energy Resources Conservation Board;
- (r) Canada Revenue Agency;
- (s) Canadian national and provincial securities commissions;
- (t) The Minister of Finance, Province of Alberta; and
- (u) The Debtors' current employees, and the Debtors' former employees to the extent that contact information for former employees is available in the Debtors' records.

15. The Debtors are permitted, with the assistance of Epiq, to make supplemental mailings of the Bar Date Package in the event that (a) notices are returned by the post office with

forwarding addresses (unless notices are returned as "return to sender" without a forwarding address, in which cases the Debtors should not be required to mail additional notices to such creditors), (b) certain parties acting on behalf of parties in interest (e.g., banks and brokers with respect to equity holders) decline to pass along notices to these parties and instead return their names and addresses to the Debtors for direct mailing, (c) additional potential Claimants become known as the result of the noticing process, and (d) other similar circumstances at any time up to twenty-one (21) days in advance of the General Bar Date, with any such mailings being deemed timely and providing actual notice and the General Bar Date being applicable to the recipient Claimants, if the General Bar Date is applicable.

16. The Debtors are directed to give notice of the Bar Dates by publishing the Bar Date Notice, modified for publication in substantially the form attached hereto as Exhibit 3 (the "Publication Notice"), in the *Wall Street Journal* (national edition), the *Tulsa World*, *The Oklahoman*, and *The Calgary Herald* on one occasion on or before October 22, 2010. The Publication Notice shall include a telephone number that creditors may call to obtain copies of the Proof of Claim Form, the URL for a website at which the creditors may obtain copies of the Proof of Claim Form, and information concerning the procedures and appropriate Bar Dates for submitting Proofs of Claim. The Bar Date Notice will also be published electronically through posting on the Debtors' restructuring website, <http://dm.epiq11.com/NAPCUS>. The Debtors are authorized to enter into such transactions to cause such publication to be made and to make reasonable payments required for publication.

17. The Debtors are authorized to use the services of Epiq, as applicable, to coordinate the processing of Proofs of Claim and Epiq is authorized to undertake all actions necessary and appropriate in this regard.

18. Notice of the Bar Dates as set forth in this order and in the manner set forth herein (including, without limitation, the Bar Date Notice, the Bar Date Package, the Publication Notice, and any supplemental notices that the Debtors may send from time to time) constitutes (a) good, adequate, and sufficient notice to all creditors of the Bar Dates and their rights and obligations in connection with any Claims they may assert against the Debtors' in the chapter 11 cases and (b) satisfies the requirements of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and the Local Rules for the United States Bankruptcy Court for the District of Delaware.

19. Pursuant to Bankruptcy Rule 3003(c)(2), any Claimant who is required, but fails, to submit a Proof of Claim 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 submitting a Proof of Claim with respect thereto), and the Debtors' property shall be forever discharged from any and all indebtedness or liability with respect to such Claim, and such holder shall not be permitted to vote, to accept or reject any plan of reorganization filed in these chapter 11 cases, or participate in any distribution on account of such Claim or receive further notices regarding such Claim; provided that to the extent these chapter 11 cases are converted to cases under chapter 7 of the Bankruptcy Code in which revised deadlines for submitting Claims are established, the foregoing shall only apply to any such revised deadlines.

20. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

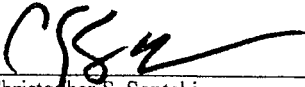
21. The terms and conditions of this Order shall be immediately effective and enforceable upon entry of the Order.

22. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062,

9014 or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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

Wilmington, Delaware
Date: 10/12, 2010



Christopher S. Sontchi
United States Bankruptcy Judge

Exhibit 1

Proof of Claim Form

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE North American Petroleum Corporation USA Claims Processing Center c/o Epiq Bankruptcy Solutions, LLC FDR Station, P.O. Box 5269 New York, NY 10150-5269		PROOF OF CLAIM	
Name of Debtor Against Which Claim is Held	Case No. of Debtor	THIS SPACE IS FOR COURT USE ONLY	
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 and address of Creditor: (and name and address where notices should be sent if different from Creditor) Telephone number: _____ Email Address: _____			
Name and address where payment should be sent (if different from above) Telephone number: _____ Email Address: _____		☐ Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: _____ (If known) Filed on: _____	☐ Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. ☐ Check this box if you are the debtor or trustee in this case.
1. Amount of Claim as of Date Case Filed: \$ _____ If all or part of your claim is secured, complete Item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete Item 5. If all or part of your claim qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9), complete Item 6. ☐ Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of interest or additional charges.		5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount. Specify the priority of the claim: ☐ Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). ☐ Wages, salaries or commissions (up to \$11,725), 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). ☐ Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5). ☐ Up to \$2,600 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). ☐ Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). ☐ Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____). Amount entitled to priority: \$ _____	
2. Basis for Claim: _____ (See instruction #2 on reverse side.)		FOR COURT USE ONLY	
3. Last four digits of any number by which creditor identifies debtor: _____ 3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)			
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information. Nature of property or right of setoff: ☐ Real Estate ☐ Motor Vehicle ☐ Other Describe: _____ Value of Property: \$ _____ Annual Interest Rate _____ % Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____			
6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9): \$ _____ (See instruction #6 on reverse side.)			
7. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. 8. 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. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 8 and definition of "redacted" on reverse side.) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain: _____		FOR COURT USE ONLY	
Date: _____	Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.		
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.			

INSTRUCTIONS FOR PROOF OF CLAIM FORM

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

Items to be completed in Proof of Claim form

Name of Debtor and Case Number:

Fill in the name of the Debtor in the bankruptcy case, and the bankruptcy case number.

10-11707 North American Petroleum Corporation USA
10-11708 Prize Petroleum LLC
10-12608 Petroflow Energy Ltd.

If your Claim is against multiple Debtors, complete a separate form for each Debtor.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the Bankruptcy filing. Follow the instructions concerning whether to complete items 4, 5 and 6. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if the trustee or another party in interest files an objection to your claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

4. Secured Claim:

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. §507(a):

If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. §503(b)(9):

State the value of any goods received by the debtor within 20 days before the date of commencement in which the goods have been sold to the debtor in the ordinary course of the debtor's business.

7. Credits:

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.

8. Documents:

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). If the claim is based on the delivery of health care goods or services, see instruction 2. Do not send original documents, as attachments may be destroyed after scanning.

Date and Signature:

The person filing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2), authorizes courts to establish local rules specifying what constitutes a signature. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS

Debtor

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

Creditor

A creditor is the person, corporation, or other entity owed a debt by the debtor on the date of the bankruptcy filing.

Claim

A claim is the creditor's right to receive payment on a debt that was owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101(5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the Claims Agent at the following address:

North American Petroleum Corporation USA
Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
FDR Station, P.O. Box 5269
New York, NY 10150-5269

Secured Claim Under 11 U.S.C. §506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. 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 is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. §507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's tax identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

INFORMATION

Acknowledgment of Filing of Claim

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim, or you may access the Claims Agent's system (<http://dm.epiq11.com/NAPCUS/claim>) to view your filed proof of claim.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the 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 or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(c), any applicable provisions of the Bankruptcy Code (11 U.S.C. §101 et seq.), and any applicable orders of the bankruptcy court.

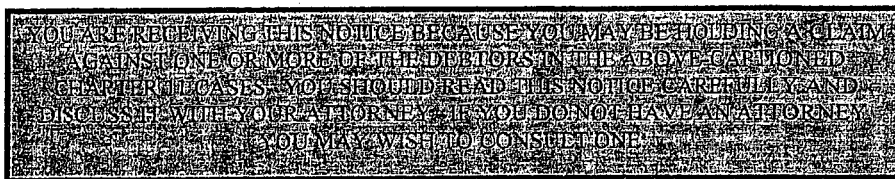
Exhibit 2

Bar Date Notice

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	) Chapter 11
NORTH AMERICAN PETROLEUM	)
CORPORATION USA, <i>et al.</i> , ¹	) Case No. 10-11707 (CSS)
	)
Debtors.	) Jointly Administered
	)

NOTICE OF DEADLINES FOR SUBMITTING PROOFS OF CLAIM AND REQUESTS
FOR PAYMENT UNDER SECTION 503(B)(9) OF THE BANKRUPTCY CODE



PLEASE TAKE NOTICE THAT the above-captioned debtors and debtors in possession (collectively, the "Debtors"), each have filed a voluntary petition 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"). Debtors, North American Petroleum Corporation USA and Prize Petroleum LLC filed voluntary petitions in the Court on May 25, 2010 (the "NAPCUS/Prize Petition Date"). Debtor Petroflow Energy Ltd. filed a voluntary petition in the Court on August 20, 2010 (the "Petroflow Petition Date").

PLEASE TAKE FURTHER NOTICE THAT on September 22, 2010, the Debtors filed the *Debtors' Motion for Entry of an Order (A) Setting Deadlines for Submitting Proofs of Claim, (B) Approving the Form and Manner for Submitting Proofs of Claim, and (C) Approving the Form and Manner of Notice Thereof* [Docket No. 326] (the "Bar Date Motion").

PLEASE TAKE FURTHER NOTICE THAT on October [], 2010, the Court entered an order approving the Bar Date Motion [Docket No.] (the "Bar Date Order"), which requires all entities (the "Claimants") holding or wishing to assert a claim that arose or is deemed to have arisen prior to the NAPCUS/Prize Petition Date or the Petroflow Petition Date, as applicable, against any of the Debtors (the "Claims") to submit a proof of claim so as to be actually received

¹ The Debtors in the above-captioned chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number or Canadian corporation number, include: North American Petroleum Corporation USA (9766); Prize Petroleum LLC (2460); and Petroflow Energy Ltd. (517-5). The location of the Debtors' corporate headquarters and the Debtors' service address is: 201 West 5th Street, Suite 400, Tulsa, Oklahoma 74103, Attn: Louis Schott.

by Epiq Bankruptcy Solutions LLC ("Epiq"), the Debtors' claims and noticing agent, on or before a certain date (the "Bar Dates"). Set forth below are the names and respective case numbers for each Debtor and the Bar Dates established pursuant to the Bar Date Order:

DEBTOR	CASE NO.
North American Petroleum Corporation USA	10-11707
Prize Petroleum LLC	10-11708
Petroflow Energy Ltd.	10-12608

<u>General Bar Date</u> (applicable to 503(b)(9) claims)	All Claimants, other than governmental units, holding or wishing to assert a Claim must submit proof of such Claim so as to be actually received by Epiq by November 22, 2010 at 5:00 p.m. prevailing Eastern Time (the " <u>General Bar Date</u> "). Requests for payment under section 503(b)(9) of the Bankruptcy Code must also be submitted so as to be actually received by Epiq by the General Bar Date.
<u>NAPCUS/Prize Governmental Bar Date</u> (applicable to Claims asserted against North American Petroleum Corporation USA and Prize Petroleum LLC)	All governmental units holding or wishing to assert a Claim against either North American Petroleum Corporation USA or Prize Petroleum LLC must submit proof of such Claim so to be actually received by Epiq by November 22, 2010 at 5:00 p.m. prevailing Eastern Time (the " <u>NAPCUS/Prize Governmental Bar Date</u> ").
<u>Petroflow Governmental Bar Date</u> (applicable to Claims asserted against Petroflow Energy Ltd.)	All governmental units holding or wishing to assert a Claim against Petroflow Energy Ltd. must submit proof of such Claim so to be actually received by Epiq by February 17, 2011 at 5:00 p.m. prevailing Eastern Time (the " <u>Petroflow Governmental Bar Date</u> ").
<u>Amended Schedules Bar Date</u>	In the event the Debtors amend or supplement their schedules of assets and liabilities (collectively, the " <u>Schedules</u> ") to reduce, delete, or change the classification of a Claim, the Debtors shall give notice of any such amendment or supplement to the Claimants affected thereby, and such holders shall be afforded the later of thirty (30) days from the date on which such notice is given or the General Bar Date or applicable Governmental Bar Date, as applicable, to submit a proof of claim with respect to such amended Claim (the " <u>Amended Schedules Bar Date</u> ") or be forever barred from doing so.
<u>Rejection Bar Date</u>	In accordance with certain procedures previously approved by this Court, the effective date of rejection of an executory contract or unexpired lease (the " <u>Rejection Date</u> ") shall be the date set forth in the notice of contract rejection (the " <u>Rejection Notice</u> ") served by the Debtors on the applicable contract counterparty, which date may be no earlier than the date of service of the Rejection Notice. In the event a notice party objects to the proposed rejection and the Court overrules the objection, the Rejection Date for the applicable contract shall be the date set forth in the Rejection Notice or such other date to which the Debtors and the contract counterparty have agreed. Claimants shall file a proof of claim arising from the Debtors' rejection of any executory contract or unexpired lease by the later of (a) the General Bar Date or the Governmental Bar Date, as applicable, or (b) thirty (30) days after the Rejection Date (the " <u>Rejection Bar Date</u> "). ²

² See Order Authorizing and Approving Expedited Procedures for the Debtors to Reject or Assume Executory

Who Must Submit a Proof of Claim: All of the following entities holding Claims against the Debtors (whether secured, unsecured priority, or unsecured nonpriority) must submit a proof of claim ("Proof of Claim") so as to be actually received by Epiq on or before the applicable Bar Date: (a) any Claimant whose Claim against a Debtor is not listed in the applicable Schedules or is listed as disputed, contingent, or unliquidated if the holder of such Claim desires to participate in any of the chapter 11 cases or share in any distribution in the chapter 11 cases on account of such Claim; (b) any Claimant who believes that its Claim is improperly classified in the Schedules, is listed in an incorrect amount and who desires to have its Claim allowed in a classification or amount other than that identified in the Schedules; and (c) any entity holding a Claim that is allowable under section 503(b)(9) of the Bankruptcy Code as an administrative expense in these cases.

Parties Who Do Not Need To Submit Proofs of Claim: There are several categories of Claimants who, as a matter of law, procedure, or case administration, should not be required to file a Proof of Claim by the applicable Bar Date, as provided above. Specifically, the Bar Dates should not apply to:

- (a) Claimants who already submitted a Proof of Claim against the applicable Debtor(s) with the Clerk of the Bankruptcy Court for the District of Delaware or with Epiq in a form substantially similar to Official Bankruptcy Form B10;
- (b) Any Claimant whose Claim is listed on the Debtors' Schedules if (i) the Claim is not scheduled as "disputed," "contingent," or "unliquidated"; (ii) the Claimant agrees with the amount, nature, and priority of the Claim as set forth in the Schedules; and (iii) the Claimant does not dispute that the Claim is an obligation of the specific Debtor(s) as set forth in the Schedules;
- (c) Any Claimant who holds a Claim that has been allowed pursuant to an order of this Court before the entry of the Bar Date Order;
- (d) Any Claimant who holds a Claim that has been paid in full by any of the Debtors or any other party;
- (e) Any Claimant who holds a Claim that is subject to specific deadlines, aside from those established pursuant to this motion, fixed by this Court;
- (f) Any Debtor holding a Claim against another Debtor in these chapter 11 cases;
- (g) Any Claimant that is a current employee of any of the Debtors, to the extent that the Debtors were authorized by the Court to honor such Claimant's Claim in the ordinary course of their business such

as for wages, commissions, benefits or claims for deferred compensation; provided that current employees must file Proofs of Claim by the applicable Bar Date for all other Claims arising before the NAPCUS/Prize Petition Date or the Petroflow Petition Date, as applicable, against the Debtors, including, but not limited to, Claims for wrongful termination, discrimination, harassment, hostile work environment, retaliation, overtime claims and claims covered by the Debtors' workers' compensation insurance;

- (h) Any Claimant whose Claim is based on an interest in an equity security of the Debtors; provided that any Claimant who wishes to assert a Claim against any of the Debtors based on, without limitation, Claims for damages or rescission based on the purchase or sale of an equity security, must file a Proof of Claim on or before the General Bar Date;³ and
- (i) Any Claimant who holds a Claim allowable under sections 503(b) and 507(a)(1) of the Bankruptcy Code as administrative expenses of the Debtors' chapter 11 cases, with the exception of Claims allowable under section 503(b)(9) of the Bankruptcy Code, which are subject to the General Bar Date as provided above.

Filing a Proof of Claim. All Proofs of Claim must be submitted so as to be **actually received** no later than 5:00 p.m. prevailing Eastern Time on the applicable Bar Date at the following address:

If sent by first class mail (postage prepaid):

North American Petroleum Corp USA Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
FDR Station, P.O. Box 5269
New York, NY 10150-5269

If delivered in person, by courier service, or overnight delivery:

North American Petroleum Corp USA Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
757 Third Avenue, 3rd Floor
New York, NY 10017

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

³ The Debtors reserve all rights with respect to any such Claims including, inter alia, to assert that such Claims are subject to subordination pursuant to section 510(b) of the Bankruptcy Code.

Contents of Proofs of Claim. Each Proof of Claim must: (a) be written in English; (b) include a Claim amount denominated in United States dollars; (c) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 10; (d) state a Claim against only one Debtor; (e) clearly indicate the Debtor against which the creditor is asserting a Claim; (f) be signed by the Claimant or if the Claimant is not an individual, by an authorized agent of the Claimant; and (g) include supporting documentation (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available. A Proof of Claim that asserts the same Claim against more than one Debtor shall be treated as asserting a Claim against only the first listed Debtor. Any Proof of Claim submitted in the jointly administered case—In re North American Petroleum Corporation USA, et. al., case number 10-11707 (CSS)—or which does not identify a Debtor, shall be treated as asserting a Claim against North American Petroleum Corporation USA only.

Receipt of Service. A Claimant who wishes to receive acknowledgment of receipt of its Proof of Claim may submit a copy of the Proof of Claim and a self-addressed, stamped envelope to the above address along with the original Proof of Claim.

Consequences of Failing to Timely Submit Your Proof of Claim. Any Claimant who is required, but fails, to submit a Proof of Claim 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 with respect thereto), and the Debtors' property shall be forever discharged from any and all indebtedness or liability with respect to such Claim, and such holder shall not be permitted to vote, to accept or reject any plan of reorganization filed in these chapter 11 cases, or participate in any distribution on account of such Claim or receive further notices regarding such Claim; provided that to the extent these chapter 11 cases are converted to cases under chapter 7 of the Bankruptcy Code in which revised deadlines for submitting Claims are established, the foregoing shall only apply to any such revised deadlines.

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 submitted 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 the Schedules.

Additional Information. If you have any questions regarding the claims process and/or if you wish to obtain a copy of the Bar Date Order (which contains a more detailed description of the requirements for filing proofs of claim), a proof of claim form or related documents you may do so by contacting Epiq (a) at the Debtors' restructuring hotline at (646) 282-2400; (b) at the Debtors' restructuring website <http://dm.epiq11.com/NAPCUS>; and/or (c) by writing to the North American Petroleum Corp. USA Claims Processing Center, c/o Epiq Bankruptcy Solutions, LLC, 757 Third Avenue, 3rd Floor, New York, New York 10017. Please note that Epiq cannot advise you how to file, or whether you should file, a Proof of Claim.

Dated: October [], 2010

/s/ Domenic E. Pacitti

KLEHR HARRISON HARVEY BRANZBURG LLP

Domenic E. Pacitti (DE Bar No. 3989)
Margaret M. Manning (DE Bar No. 4183)
919 Market Street, Suite 1000
Wilmington, Delaware 19801-3062
Telephone: (302) 426-1189
Facsimile: (302) 426-9193

- and -

Morton Branzburg (admitted *pro hac vice*)
1835 Market Street, Suite 1400
Philadelphia, Pennsylvania 19103
Telephone: (215) 569-2700
Facsimile: (215) 568-6603

- and -

KIRKLAND & ELLIS LLP

David R. Seligman, P.C. (admitted *pro hac vice*)
Ryan Blaine Bennett (admitted *pro hac vice*)
Paul Wierbicki (admitted *pro hac vice*)
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

Counsel to the Debtors and Debtors in Possession

Exhibit 3

Publication Notice

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	
	)	Chapter 11
NORTH AMERICAN PETROLEUM CORPORATION USA, <i>et al.</i> , ¹	)	Case No. 10-11707 (CSS)
	)	
Debtors.	)	Jointly Administered
	)	

**NOTICE OF DEADLINES FOR SUBMITTING PROOFS OF CLAIM AND REQUESTS
FOR PAYMENT UNDER SECTION 503(B)(9) OF THE BANKRUPTCY CODE**

PLEASE TAKE NOTICE THAT that on October [], 2010, the Court entered an order (the "Bar Date Order") approving the *Debtors' Motion for Entry of an Order (A) Setting Deadlines for Submitting Proofs of Claim, (B) Approving the Form and Manner for Submitting Proofs of Claim, and (C) Approving the Form and Manner of Notice Thereof* [Docket No. _____], in the above captioned cases. A copy of the Bar Date Order can be accessed at the Debtors' restructuring website, <http://dm.epiq11.com/NAPCUS>.

The Bar Date Order requires all entities (the "Claimants") holding or wishing to assert (a) a claim (the "Claims") against North American Petroleum Corporation USA or Prize Petroleum LLC that arose or is deemed to have arisen prior to May 25, 2010 or (b) a Claim against Petroflow Energy Ltd. that arose or is deemed to have arisen prior to August 20, 2010 to submit a proof of claim so as to be actually received by Epiq Bankruptcy Solutions LLC ("Epiq"), the Debtors' claims and noticing agent, on or before a certain date (the "Bar Dates"). Set forth below are the Bar Dates established pursuant to the Bar Date Order:

General Bar Date (applicable to 503(b)(9) claims)	All Claimants, other than governmental units, holding or wishing to assert a Claim must submit proof of such Claim so as to be actually received by Epiq by November 22, 2010 at 5:00 p.m. prevailing Eastern Time (the "<u>General Bar Date</u>"). Requests for payment under section 503(b)(9) of the Bankruptcy Code must also be submitted so as to be actually received by Epiq by the General Bar Date.
NAPCUS/Prize Governmental Bar Date (applicable to Claims asserted against North American Petroleum Corporation USA and Prize Petroleum LLC)	All governmental units holding or wishing to assert a Claim against either North American Petroleum Corporation USA or Prize Petroleum LLC must submit proof of such Claim so as to be actually received by Epiq by November 22, 2010 at 5:00 p.m. prevailing Eastern Time (the "<u>NAPCUS/Prize Governmental Bar Date</u>").

¹ The Debtors in the above-captioned chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number or Canadian corporation number, include: North American Petroleum Corporation USA (9766); Prize Petroleum LLC (2460); and Petroflow Energy Ltd. (517-5). The location of the Debtors' corporate headquarters and the Debtors' service address is: 201 West 5th Street, Suite 400, Tulsa, Oklahoma 74103, Attn: Louis Schott.

<u>Petroflow Governmental Bar Date</u> (applicable to Claims asserted against Petroflow Energy Ltd.)	All governmental units holding or wishing to assert a Claim against Petroflow Energy Ltd. must submit proof of such Claim so to be actually received by Epiq by February 17, 2011 at 5:00 p.m. prevailing Eastern Time (the " <u>Petroflow Governmental Bar Date</u> ").
<u>Amended Schedules Bar Date</u>	In the event the Debtors amend or supplement their schedules of assets and liabilities (collectively, the " <u>Schedules</u> ") to reduce, delete, or change the classification of a Claim, the Debtors shall give notice of any such amendment or supplement to the Claimants affected thereby, and such holders shall be afforded the later of thirty (30) days from the date on which such notice is given or the General Bar Date or applicable Governmental Bar Date, as applicable, to submit a proof of claim with respect to such amended Claim (the " <u>Amended Schedules Bar Date</u> ") or be forever barred from doing so.
<u>Rejection Bar Date</u>	In accordance with certain procedures previously approved by this Court, the effective date of rejection of an executory contract or unexpired lease (the " <u>Rejection Date</u> ") shall be the date set forth in the notice of contract rejection (the " <u>Rejection Notice</u> ") served by the Debtors on the applicable contract counterparty, which date may be no earlier than the date of service of the Rejection Notice. In the event a notice party objects to the proposed rejection and the Court overrules the objection, the Rejection Date for the applicable contract shall be the date set forth in the Rejection Notice or such other date to which the Debtors and the contract counterparty have agreed. Claimants shall file a proof of claim arising from the Debtors' rejection of any executory contract or unexpired lease by the later of (a) the General Bar Date or the Governmental Bar Date, as applicable, or (b) thirty (30) days after the Rejection Date (the " <u>Rejection Bar Date</u> "). ²

Filing a Proof of Claim. All Proofs of Claim must be submitted so as to be **actually received** no later than 5:00 p.m. prevailing Eastern Time on the applicable Bar Date at the following address:

If sent by first class mail (postage prepaid):

North American Petroleum Corp USA Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
FDR Station, P.O. Box 5269
New York, NY 10150-5269

If delivered in person, by courier service, or overnight delivery:

North American Petroleum Corp USA Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
757 Third Avenue, 3rd Floor
New York, NY 10017

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

² See Order Authorizing and Approving Expedited Procedures for the Debtors to Reject or Assume Executory Contracts and Unexpired Leases [Docket No. 312].

Contents of Proofs of Claim. Each Proof of Claim must: (a) be written in English; (b) include a Claim amount denominated in United States dollars; (c) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 10; (d) state a Claim against only one Debtor; (e) clearly indicate the Debtor against which the creditor is asserting a Claim; (f) be signed by the Claimant or if the Claimant is not an individual, by an authorized agent of the Claimant; and (g) include supporting documentation (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available. A Proof of Claim that asserts the same Claim against more than one Debtor shall be treated as asserting a Claim against only the first listed Debtor. Any Proof of Claim submitted in the jointly administered case—In re North American Petroleum Corporation USA, et. al., case number 10-11707 (CSS)—or which does not identify a Debtor, shall be treated as asserting a Claim against North American Petroleum Corporation USA only.

Receipt of Service. A Claimant who wishes to receive acknowledgment of receipt of its Proof of Claim may submit a copy of the Proof of Claim and a self-addressed, stamped envelope to the above address along with the original Proof of Claim.

Consequences of Failing to Timely Submit Your Proof of Claim. Any Claimant who is required, but fails, to submit a Proof of Claim 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 with respect thereto), and the Debtors' property shall be forever discharged from any and all indebtedness or liability with respect to such Claim, and such holder shall not be permitted to vote, to accept or reject any plan of reorganization filed in these chapter 11 cases, or participate in any distribution on account of such Claim or receive further notices regarding such Claim; provided that, solely to the extent the Debtors' chapter 11 cases are converted to cases under chapter 7 of the Bankruptcy Code, the Court shall establish a revised deadline for submitting proofs of claim.

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 submitted 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 the Schedules.

Additional Information. If you have any questions regarding the claims process and/or if you wish to obtain a copy of the Bar Date Order (which contains a more detailed description of the requirements for filing proofs of claim), a proof of claim form or related documents you may do so by contacting Epiq (a) at the Debtors' restructuring hotline at (646) 282-2400; (b) at the Debtors' restructuring website <http://dm.epiq11.com/NAPCUS>; and/or (c) by writing to the North American Petroleum Corp. USA Claims Processing Center, c/o Epiq Bankruptcy Solutions, LLC, 757 Third Avenue, 3rd Floor, New York, New York 10017. Please note that Epiq cannot advise you how to file, or whether you should file, a Proof of Claim.

Official Bankruptcy Form B10;

- (b) Any Claimant whose Claim is listed on the Debtors' Schedules if (i) the Claim is not scheduled as "disputed," "contingent," or "unliquidated"; (ii) the Claimant agrees with the amount, nature, and priority of the Claim as set forth in the Schedules; and (iii) the Claimant does not dispute that the Claim is an obligation of the specific Debtor(s) as set forth in the Schedules;
- (c) Any Claimant who holds a Claim that has been allowed pursuant to an order of this Court before the entry of the Bar Date Order;
- (d) Any Claimant who holds a Claim that has been paid in full by any of the Debtors or any other party;
- (e) Any Claimant who holds a Claim that is subject to specific deadlines, aside from those established pursuant to this motion, fixed by this Court;
- (f) Any Debtor holding a Claim against another Debtor in these chapter 11 cases;
- (g) Any Claimant that is a current employee of any of the Debtors, to the extent that the Debtors were authorized by the Court to honor such Claimant's Claim in the ordinary course of their business such as for wages, commissions, benefits or claims for deferred compensation; provided that current employees must file Proofs of Claim by the applicable Bar Date for all other Claims arising before the NAPCUS/Prize Petition Date or the Petroflow Petition Date, as applicable, against the Debtors, including, but not limited to, Claims for wrongful termination, discrimination, harassment, hostile work environment, retaliation, overtime claims and claims covered by the Debtors' workers' compensation insurance;
- (h) Any Claimant whose Claim is based on an interest in an equity security of the Debtors; provided that any Claimant who wishes to assert a Claim against any of the Debtors based on, without limitation, Claims for damages or rescission based on the purchase or sale of an equity security, must file a Proof of Claim on or before the General Bar Date;⁴ and
- (i) Any Claimant who holds a Claim allowable under sections 503(b) and 507(a)(1) of the Bankruptcy Code as administrative expenses of the Debtors' chapter 11 cases, with the exception of Claims

⁴ The Debtors reserve all rights with respect to any such Claims including, inter alia, to assert that such Claims are subject to subordination pursuant to section 510(b) of the Bankruptcy Code.

Deponent: Louis G. Schott
Sworn: October 14, 2010

Action No. 1001-13659

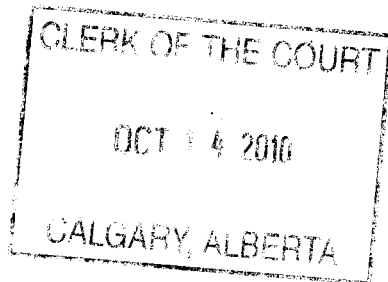
IN THE COURT OF QUEEN'S
BENCH OF ALBERTA
JUDICIAL DISTRICT OF CALGARY

IN THE MATTER OF THE COMPANIES'
CREDITORS ARRANGEMENT ACT, R.S.C. 1985,
c. C-36, AS AMENDED

AND IN THE MATTER OF
PETROFLOW ENERGY LTD.

AND IN THE MATTER OF AN APPLICATION
UNDER SECTION 46 AND FOLLOWING
OF THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, R.S.C. 1985, c. C-36,
AS AMENDED

AFFIDAVIT OF LOUIS G. SCHOTT



PARLEE McLAWS LLP
Barristers & Solicitors
Patent & Trademark Agents
3400, 150-6th Avenue S.W.
Calgary, AB T2P 3Y7
Attention: Scott Watson
Telephone: (403) 294-7000
Facsimile: (403) 265-8263

File Number: 68789-3/GSW

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

NORTH AMERICAN PETROLEUM
CORPORATION USA, *et al.*¹,

Debtors.

) Chapter 11

) Case No. 10-11707 (CSS)

) Jointly Administered

) Hearing Date: October 18, 2010 at 10:00 a.m. (EDT)

) Obj. Deadline: October 6, 2010 at 4:00 p.m. (EDT)

**NOTICE OF DEBTORS' MOTION FOR ENTRY OF AN ORDER
(A) SETTING DEADLINES FOR SUBMITTING PROOFS OF CLAIM,
(B) APPROVING THE FORM AND MANNER FOR SUBMITTING PROOFS OF
CLAIM, AND (C) APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

PLEASE TAKE NOTICE THAT on September 22, 2010, the above-captioned debtors and debtors in possession (collectively, the "**Debtors**") filed the Debtors' Motion for entry of an Order (A) Setting Deadlines for Submitting Proofs of Claim, (B) Approving the Form and Manner for Submitting Proof of Claim, and (C) Approving the Form and Manner of Notice Thereof (the "**Motion**").

PLEASE TAKE FURTHER NOTICE that any objections to the Motion must be filed on or before **October 6, 2010 at 4:00 p.m. (ET)** (the "**Objection Deadline**") with the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 Market Street, Wilmington, Delaware 19801. At the same time, you must serve a copy of the objection upon the following parties, so as to be received on or before the Objection Deadline: (a) counsel for the Debtors, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, Attn: David R. Seligman, P.C., Ryan Blaine Bennett and Paul Wierbicki; (b) co-counsel for the Debtors, Klehr Harrison Harvey Branzburg LLP, 919 N. Market St., Suite 1000, Wilmington, Delaware 19801, Attn: Domenic E. Pacitti; (c) the Office of the United States Trustee, Attn: Mark Kenney, Esq., 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801; and (d) those parties who have filed a notice of appearance and request for service of pleadings in these Chapter 11 cases.

PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE MOTION WILL BE HELD ON **OCTOBER 18, 2010 AT 10:00 A.M. (ET)** BEFORE THE HONORABLE CHRISTOPHER S. SONTCHI AT THE UNITED STATES BANKRUPTCY COURT FOR

¹ The Debtors in the above-captioned chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number or Canadian corporation number, include: North American Petroleum Corporation USA (9766); Prize Petroleum LLC (2460); and Petroflow Energy Ltd. (517-5). The location of the Debtors' corporate headquarters and the Debtors' service address is: 201 West 5th Street, Suite 400, Tulsa, Oklahoma 74103, Attn: Louis Schott.

THE DISTRICT OF DELAWARE, 824 MARKET STREET, 5TH FLOOR, COURTROOM No. 6, WILMINGTON, DELAWARE 19801.

PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: September 22, 2010
Wilmington, Delaware

KLEHR HARRISON HARVEY BRANZBURG LLP

/s/ Domenic E. Pacitti

Domenic E. Pacitti (DE Bar No. 3989)
Michael W. Yurkewicz (DE Bar No. 4165)
Margaret M. Manning (DE Bar No. 4183)
919 Market Street, Suite 1000
Wilmington, Delaware 19801-3062
Telephone: (302) 426-1189
Facsimile: (302) 426-9193

- and -

Morton Branzburg (*admitted pro hac vice*)
1835 Market Street, Suite 1400
Philadelphia, Pennsylvania 19103
Telephone: (215) 569-2700
Facsimile: (215) 568-6603

- and -

KIRKLAND & ELLIS LLP

David R. Seligman, P.C. (*admitted pro hac vice*)
Ryan Blaine Bennett (*admitted pro hac vice*)
Paul Wierbicki (*admitted pro hac vice*)
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

Counsel to the Debtors and Debtors in Possession

This is Exhibit "C" referred to
in the Affidavit of

Louis G. Scholt

Sworn before me this

Day of October 2010

Al M. Thompson Jr.

A Commissioner for Oaths in and for the Province of Alberta 17/69

State of Louisiana

AL M. Thompson, Jr. L.A. Bar No
17169

U.S. Bar Date Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

NORTH AMERICAN PETROLEUM
CORPORATION USA, *et al.*,

Debtors.

)
) Chapter 11
)
) Case No. 10-11707 (CSS)
)
)
) Jointly Administered
)

**ORDER (A) SETTING DEADLINES FOR SUBMITTING PROOFS OF CLAIM, (B)
APPROVING THE FORM AND MANNER FOR SUBMITTING PROOFS OF CLAIM,
AND (C) APPROVING THE FORM OF NOTICE THEREOF**

Upon the motion (the "Motion")¹ of the above-captioned debtors (collectively, the "Debtors")² for the entry of an order (this "Order") (a) establishing deadlines for creditors to submit proofs of claim and requests for payment under section 503(b)(9) of title 11 of the United States Code (the "Bankruptcy Code"), (b) approving the form and manner for submitting such proofs of claim and requests for payment, and (c) approving the form and manner of notice thereof; it appearing that the relief requested is in the best interests of the Debtors' estates, their creditors and other parties in interest; the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; notice of the Motion having been adequate and appropriate under the circumstances; and after due deliberation and sufficient cause

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

² The Debtors in the above-captioned chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number or Canadian corporation number, include: North American Petroleum Corporation USA (9766); Prize Petroleum LLC (2460); and Petroflow Energy Ltd. (517-5). The location of the Debtors' corporate headquarters and the Debtors' service address is: 201 West 5th Street, Suite 400, Tulsa, Oklahoma 74103, Attn: Louis Schott.

appearing therefor, it is hereby ORDERED that:

1. The Motion is granted as set forth herein.
2. Pursuant to Bankruptcy Rule 3003(c)(3), all entities (the "Claimants"), holding or wishing to assert a claim that arose or is deemed to have arisen prior to the NAPCUS/Prize Petition Date or the Petroflow Petition Date, as applicable, against any of the Debtors (each a "Claim"), shall file proof of such Claim (a "Proof of Claim") pursuant to the procedures and on or before the deadlines (the "Bar Dates") established by this Order.³
3. Except as expressly provided herein, all Claimants, except governmental units, shall be required to submit a Proof of Claim so as to be actually received by the Debtors' claims and noticing agent, Epiq Bankruptcy Solutions LLC ("Epiq"), on or before November 22, 2010 at 5:00 p.m. prevailing Eastern Time (the "General Bar Date").
4. Claimants shall submit any request for payment of a Claim under section 503(b)(9) of the Bankruptcy Code, so as to be actually received by Epiq on or before the General Bar Date.
5. Each and every governmental unit asserting a Claim against either North American Petroleum Corporation USA or Prize Petroleum LLC shall submit a Proof of Claim so as to be actually received by Epiq on or before November 22, 2010 at 5:00 p.m. prevailing Eastern Time (the "NAPCUS/Prize Governmental Bar Date").
6. Each and every governmental unit asserting a Claim against Petroflow Energy Ltd. shall submit a Proof of Claim so as to be actually received by Epiq on or before February 17, 2011 at 5:00 p.m. prevailing Eastern Time (the "Petroflow Governmental Bar Date," and, collectively

³ All terms used in the Order specifically defined in the Bankruptcy Code shall have those meanings given to them by the Bankruptcy Code. In particular, as used in the Motion, (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, and (c) the term "governmental unit" has the meaning given to it in section 101(27) of the Bankruptcy Code. All other capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

with the NAPCUS/Prize Governmental Bar Date, the "Governmental Bar Dates").

7. In the event the Debtors amend or supplement their schedules of assets and liabilities (collectively, the "Schedules") to reduce, delete, or change the classification of a Claim, the Debtors shall give notice of any such amendment to Claimants affected thereby, and such holders shall be afforded the later of thirty (30) days from the date on which such notice is given or the General Bar Date or applicable Governmental Bar Date, as applicable, to submit a Proof of Claim with respect to such amended Claim (the "Amended Schedules Bar Date") or be forever barred from doing so.

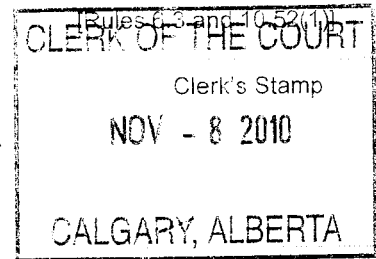
8. Claimants shall file a Proof of Claim arising from the Debtors' rejection of any executory contract or unexpired lease by the later of (a) the General Bar Date or the Governmental Bar Date, as applicable, or (b) thirty (30) days after the Rejection Date (the "Rejection Bar Date").

9. All of the following entities holding Claims against the Debtors (whether secured, unsecured priority, or unsecured nonpriority) must file a Proof of Claim so as to be actually received by Epiq on or before the applicable Bar Date:

- (a) any Claimant whose Claim against a Debtor is not listed in the applicable Schedules or is listed as disputed, contingent, or unliquidated if the holder of such Claim desires to participate in any of the chapter 11 cases or share in any distribution in the chapter 11 cases on account of such Claim;
- (b) any Claimant who believes that its Claim is improperly classified in the Schedules, is listed in an incorrect amount and who desires to have its Claim allowed in a classification or amount other than that identified in the Schedules; and
- (c) any entity holding a Claim that is allowable under section 503(b)(9) of the Bankruptcy Code as an administrative expense in these cases.

10. Notwithstanding the foregoing, the Bar Dates shall not apply to:

- (a) Claimants who already submitted a Proof of Claim against the applicable Debtor(s) with the Clerk of the Bankruptcy Court for the District of Delaware or with Epiq in a form substantially similar to



COURT FILE NUMBER **1001-13659**

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE Calgary

IN THE MATTER OF The *Companies' Creditors Arrangement Act*,
RSC 1985, c C-36, as amended, and
Petroflow Energy Ltd.

AND IN THE MATTER OF An Application under section 46 and following of
the *Companies' Creditors Arrangement Act*, RSC
1985, c C-36, as amended

DOCUMENT **APPLICATION BY LOUIS G. SCHOTT,**
foreign representative, on behalf of
PETROFLOW ENERGY LTD., NORTH
AMERICAN PETROLEUM
CORPORATION USA, and PRIZE
PETROLEUM, LLC

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT Scott Watson
PARLEE McLAWS LLP
3400, 150 6th Avenue S.W.
Calgary, AB T2P 3Y7
Telephone: (403) 294-7038
Facsimile: (403) 265-8263
Email: swatson@parlee.com
File Number: 68789-3

NOTICE TO RESPONDENT

This application is made without notice pursuant to Rule 6.4 on the basis that serving notice of the application might cause undue prejudice to the applicant.

The application is to be heard as shown below:

Date	November 9, 2010
Time	3:00 p.m.
Where	In Chambers
Before Whom	Madam Justice Romaine

Remedy claimed or sought:

1. (a) an order that **Vic Roskey** appear for questioning;
- (b) an order enforcing the Letter Rogatory for Deposition of **Vic Roskey**;
- (c) an order that **Vic Roskey** may be held in civil contempt of Court in the event that he fails to attend for questioning; and
- (c) such further order or directions as may be just and convenient.

Grounds for making this application:

2. (a) the bankruptcy proceeding commenced by Petroflow in the United States Bankruptcy Court for the District of Delaware (the "U.S. Court") pursuant to chapter 11 of the U.S. Bankruptcy Code, Case No. 10-12608 and jointly administered with Petroflow's related debtors' proceedings as Case No. 10-11707 (the "U.S. Proceeding") is recognized as a "foreign main proceeding" for the purposes of section 47 of the CCAA;

(b) the litigants in the U.S. Proceeding require the assistance of this Honourable Court to obtain evidence from **Vic Roskey** (the "Witness") for use in the U.S. Proceeding;

(c) the litigants in the U.S. Proceeding have obtained a Letter Rogatory from the U.S. Court;

(d) the Letter Rogatory names the Witness, the nature of the evidence sought and indicates why the evidence of the Witness is necessary;

(e) the Witness resides at 912 Elizabeth Road S.W., Calgary, Alberta;

(f) this Honourable Court has the discretion to order the examination of the Witness for use in the U.S. Proceeding because the Witness is a person with information relevant to the U.S. Proceeding;

(g) the co-operation of this Honourable Court with the U.S. Court is governed by the principle of comity of nations;

(h) the assistance of this Honourable Court in obtaining the evidence of the Witness is in no way inconsistent with the provisions of the CCAA; and

(i) serving notice of this application might cause undue prejudice to the Applicant.

Material or evidence to be relied on:

3. (a) the Order of this Honourable Court dated September 17, 2010; which Order recognizes the U.S. Proceeding as a foreign main proceeding within the meaning of the CCAA (a copy of which is attached hereto at Tab 1); and

(b) the Letter Rogatory for Deposition of Vic Roskey dated November 3, 2010, which document was issued by the U.S. Court in the U.S. Proceeding (a copy of which is attached hereto at Tab 2).

Applicable rules:

4. Rules 1.2, 6.3, 6.4, 6.9, 6.13, 6.15, 6.16, 6.17, 10.51 and 10.52 of the *Alberta Rules of Court*.

Applicable Acts and regulations:

5. (a) *Alberta Evidence Act*, RSA 2000, c A-18, as amended, section 56;

(b) *Canada Evidence Act*, RSC 1985, c C-5, as amended, section 46; and

(c) *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended, sections 49(1)(b), 61(1).

Any irregularity complained of or objection relied on:

6. Not applicable

How the application is proposed to be heard or considered:

7. In person by a judge.

IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT OF CALGARY

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985,
c. C-36, AS AMENDED

AND IN THE MATTER OF PETROFLOW ENERGY LTD.

AND IN THE MATTER OF AN APPLICATION UNDER SECTION 46 AND FOLLOWING
OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36,
AS AMENDED

BEFORE the Honourable Justice
B.E.C. Romaine
IN CHAMBERS

} At the Court House, Calgary, Alberta, on Friday,
} the 17th day of September, 2010
} hereby certify this to be a true copy of
the original Order
dated this 17 day of September, 2010

for Clerk of the Court

ORDER

THIS APPLICATION, made on behalf of Petroflow Energy Ltd. ("Petroflow") and Louis G. Schott, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c.C-36, as amended (the "CCAA") was heard this day at 150 6th Ave SW, Calgary, Alberta.

UPON READING the Originating Notice of Petroflow dated September 15, 2010 and the Affidavit of Louis G. Schott sworn September 14, 2010 and the Exhibits thereto,

ON BEING PROVIDED WITH: (i) a copy of the Chapter 11 Voluntary Petition filed by Petroflow in the United States Bankruptcy Court, for the District of Delaware (the "U.S. Court") on August 20, 2010, Case No. 10-12608, and jointly administered with Petroflow's related debtors' proceedings as Case No. 10-11707 (the "Petroflow Petition"); (ii) a copy of the order of the U.S. Court dated September 10, 2010, which order authorizes Louis G. Schott and any other duly appointed officer of Petroflow or its related debtors to act as a foreign representative of Petroflow in respect of the Petroflow Petition (the "Order"); and (iii) a copy of the consent of Ernst & Young Inc. to act as information officer in this proceeding (the "Information Officer"); and

ON HEARING the submissions of Scott Watson, counsel for Petroflow and Louis G. Schott;

Recognition of the Chapter 11 Proceeding

1. THIS COURT ORDERS that the Petroflow Petition and Petroflow's U.S. chapter 11 proceedings be and is hereby recognized as a "foreign main proceeding" for the purposes of section 47 of the CCAA, and that all orders (including the Order) entered by the U.S. Court be and are hereby given full force and effect as if entered in this proceeding.

2. THIS COURT ORDERS that Louis G. Schott and any other duly appointed officer of Petroflow or its related debtors (collectively, the "Appointed Officers") be and is hereby recognized as a "foreign representative" as defined in section 45 of the CCAA.

Stay of Proceedings

3. THIS COURT ORDERS that from this date, and until such date as this Court may further order (the "Stay Period"), no proceeding or enforcement process in any court or tribunal (each, a "Proceeding") shall be commenced in respect of Petroflow, or affecting the business or the property of Petroflow (the "Business" and the "Property", respectively) in Canada, except with the written consent of the Appointed Officers, or with leave of this Court.

4. THIS COURT ORDERS that during the Stay Period, all rights and remedies of any individual, firm, corporation, governmental body or agency or any other entities (all of the foregoing, collectively, being "Persons" and each being a "Person") against or in respect of Petroflow or affecting the Business or Property in Canada, are hereby stayed and suspended except with the written consent of the Appointed Officers, or with leave of this Court, provided that nothing in this Order shall: (i) empower Petroflow to carry on any business which it is not lawfully entitled to carry on; (ii) exempt Petroflow from compliance with statutory or regulatory provisions relating to health, safety or the environment; or (iii) prevent the filing of any registration to preserve or perfect a security interest.

5. THIS COURT ORDERS that during the Stay Period, and except as otherwise permitted under the CCAA, no Proceeding may be commenced or continued against any of the former, current or future directors or officers of Petroflow with respect to any claim against such directors or officers that arose before the date hereof and that relates to any obligations of Petroflow whereby the directors or officers are alleged under any law to be liable in their capacity as directors or officers for the payment or performance of such obligations, until a compromise or arrangement in respect of Petroflow, if one is filed, is recognized by this Court or is refused by the creditors of Petroflow or this Court.

Information Officer

6. THIS COURT ORDERS that Ernst & Young Inc. is hereby appointed as an Information Officer with the powers and obligations as set forth herein.

7. THIS COURT ORDERS that the Information Officer shall: (a) report to this Court at such times and intervals as the Information Officer deems appropriate and, in any event, shall deliver a report to the Court at least once every three months outlining the status of Petroflow's U.S. chapter 11 proceeding, and such other information as the Information Officer believes to be material; and (b) perform such other duties as are required by this Order or by this Court from time to time.

8. THIS COURT ORDERS that the Information Officer shall have full and complete access to the books, records and management, employees and advisors of Petroflow to the extent required to perform its duties arising under this Order.

9. THIS COURT ORDERS that the Information Officer shall provide any creditor of Petroflow located in Canada with information provided by Petroflow in response to reasonable requests for information made in writing by such creditor addressed to the Information Officer. The Information Officer shall not take possession of the Property and shall take no part whatsoever in the management or supervision of the management of the Business and shall not, by fulfilling its obligations hereunder, be deemed to have taken or maintained possession or control of the Property or the Business, or any part thereof.

10. THIS COURT ORDERS that the Information Officer shall be at liberty to engage independent legal counsel, and the Information Officer, counsel to the Information Officer and Canadian counsel to Petroflow shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges, by Petroflow, and Petroflow is hereby authorized to pay any such amounts without further information or order of any court. The Information Officer and its legal counsel shall pass their accounts from time to time.

11. THIS COURT ORDERS that, in addition to the rights and protections afforded the Information Officer as an officer of this Court, the Information Officer shall incur no liability or obligation as a result of its appointment or the carrying out of the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part. Nothing in this Order shall derogate from the protections afforded the Information Officer by the CCAA or any other applicable legislation.

General Provisions

12. THIS COURT ORDERS that the Appointed Officers, as foreign representative, shall, without delay after this Order is made, publish a notice as required by subsection 53(b) of the CCAA in the Calgary Herald, the Globe and Mail and the National Post for one (1) day in two (2) consecutive weeks.

6. THIS COURT ORDERS that any interested party may apply to this Court to vary or amend this Order on not less than seven (7) days' notice to the Appointed Officers, counsel for Petroflow and the Information Officer and to any other party likely to be affected by the order sought or upon such other notice, if any, as this Court may direct.

"B. E. C. Romaine"

J.C.Q.B.A.

ENTERED this 17th day of September,
2010.

Ed. Lepetich
The Clerk of the Court



Action No. _____

**IN THE COURT OF QUEEN'S
BENCH OF ALBERTA**

JUDICIAL DISTRICT OF CALGARY

IN THE MATTER OF THE *COMPANIES'*
CREDITORS ARRANGEMENT ACT, R.S.C. 1985,
c. C-36, AS AMENDED

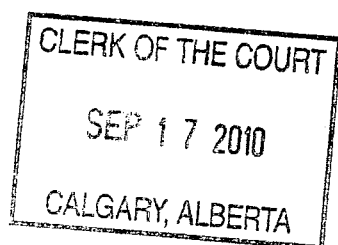
AND IN THE MATTER OF PETROFLOW
ENERGY LTD.

AND IN THE MATTER OF AN APPLICATION
UNDER SECTION 46 AND FOLLOWING OF
THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, R.S.C. 1985, c. C-36,
AS AMENDED

ORDER

PARLEE McLAWS LLP
Barristers & Solicitors
Patent & Trademark Agents
3400, 150-6th Avenue S.W.
Calgary, AB T2P 3Y7
Attention: Scott Watson
Telephone: (403) 294-7000
Facsimile: (403) 265-8263

File Number: 68789-3/GSW



Action No. _____

**IN THE COURT OF QUEEN'S
BENCH OF ALBERTA**

JUDICIAL DISTRICT OF CALGARY

IN THE MATTER OF THE *COMPANIES'*
CREDITORS ARRANGEMENT ACT, R.S.C. 1985,
c. C-36, AS AMENDED

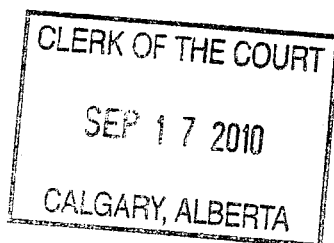
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UNDER SECTION 46 AND FOLLOWING OF
THE *COMPANIES' CREDITORS*
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AS AMENDED

ORDER

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Attention: Scott Watson
Telephone: (403) 294-7000
Facsimile: (403) 265-8263

File Number: 68789-3/GSW



IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

North American Petroleum Corporation
USA, *et al.*,¹

Debtors.

Compass Bank, Administrative Agent, as
Successor in Interest to Guaranty Bank, FSB,
And Texas Capital Bank, N.A., Co-Agent,

Plaintiffs,

v.

North American Petroleum Corporation USA,
Prize Petroleum LLC and Equal Energy U.S.
Inc., as Successor to Altex Energy
Corporation and Enterra Acquisitions Corp.,

Defendants.

North American Petroleum Corporation
USA, *et al.*,

Plaintiffs,

v.

Equal Energy U.S. Inc. f/k/a Enterra
Acquisitions Corp. and Successor in Interest
To Altex Energy Corp. and Equal Energy Ltd.
f/k/a Enterra Energy Corporation & Enterra
Energy Trust,

Defendants.

Chapter 11

Case No. 10-11707 (CSS)
Jointly Administered

Adv. Proc. No. 10-51624(CSS)

Adv. Proc. No. 10-51675 (CSS)

LETTER ROGATORY FOR DEPOSITION OF VIC ROSKEY

¹ The Debtors in the above-captioned chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number or Canadian corporation number, include: North American Petroleum Corporation USA (9766); Prize Petroleum LLC (2460); and Petroflow Energy Ltd. (517-5). The location of the Debtors' corporate headquarters and the Debtors' service address is: 201 West 5th Street, Suite 400, Tulsa, Oklahoma 74103, Attn: Louis Schott.

TO: CLERK OF THE ALBERTA COURT OF QUEEN'S BENCH

FROM: THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT
OF DELAWARE

RE: *In re North American Petroleum Corporation USA, et al.*, Case No. 10-11707.

The above-styled proceeding is pending in the United States Bankruptcy Court for the District of Delaware. Pursuant to Fed. R. Civ. P. 28 and 28 U.S.C. § 1783. North American Petroleum Corporation USA and Prize Petroleum LLC (collectively, the "Debtors") requested that the Court, pursuant to Certification of Counsel, issue a Letter Rogatory requiring Vic Roskey ("Roskey"), to appear for a deposition as set forth in the **Notice of Oral Deposition of Vic Roskey** (the "Notice") attached hereto as Exhibit 1. This Court properly has jurisdiction over this proceeding, is competent to compel the attendance of witnesses and the production of documents by corporations and individuals both in and outside of its jurisdiction, and has granted the Debtors request.

The United States Bankruptcy Court for the District of Delaware requests the assistance of the Alberta Court of Queen's Bench in granting this request in order to allow the Debtors to gather evidence that is relevant to the above-styled proceeding.

Roskey is the former chief financial officer of Equal Energy U.S. Inc., as successor in interest to Altex Energy Corporation and Enterra Acquisitions Corp., and Equal Energy Ltd., as successor in interest to Enterra Energy Corp. and Enterra Energy Trust (collectively, "Equal Energy"), one of the parties in this matter. Roskey also signed one or more of the agreements at issue between the parties. Thus, Roskey possesses knowledge of the facts made the basis of the instant adversary proceeding as well as the nature and quality of various agreements entered into by the Debtors. The proper characterization of various agreements into which Debtors entered is at issue in the instant adversary proceeding. In addition, the parties have agreed to streamline

discovery in this proceeding with discovery in a pending arbitration between the parties, where many of the same or similar discovery materials are relevant.

Information from Roskey regarding these issues is clearly relevant to the claims and defenses in the instant lawsuit and the related arbitration. The information requested from Roskey is necessary to Debtors' presentation of evidence at trial, is not burdensome, may be referenced in pre-trial motions and/or at trial, is not otherwise obtainable and is not duplicative of any other evidence collected by the Debtors. The Debtors therefore seek a subpoena requiring Roskey to appear for a deposition.

The Letter Rogatory has been issued because Roskey is a non-party witness who resides at 912 Elizabeth Road, S.W., Calgary, Alberta T2S-1M9 Canada, and accordingly, is not subject to service of subpoena issued in the District of Delaware and his appearance may only be compelled by the appropriate authority of the Alberta Court of Queen's Bench.

The United States Bankruptcy Court for the District of Delaware hereby requests, as a matter of comity, that the Alberta Court of Queen's Bench issue an order under the laws of Alberta, Canada, to compel Vic Roskey to appear for a deposition before an authorized notary public or duly qualified officer at a time and place agreed upon by the witnesses and counsel, but in no event later than twenty-five days following service of the summons on the witness.

It is further requested that you or another duly qualified officer administer the oaths necessary for the deposition and that you require the testimony of Vic Roskey to be reduced to writing and returned, including any items marked as exhibits to Debtors by and through their attorney:

KIRKLAND & ELLIS LLP

Attention: Yosef J. Riemer

Vickie Reznik

601 Lexington Ave.

New York, New York 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

This Court shall be ready and willing to do the same for you in a similar case when required.

Dated: Nov. 3, 2010



CHRISTOPHER S. SONTCHI
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

North American Petroleum Corporation
USA, *et al.*,¹

Debtors.

Compass Bank, Administrative Agent, as
Successor in Interest to Guaranty Bank, FSB,
And Texas Capital Bank, N.A., Co-Agent,

Plaintiffs,

v.

North American Petroleum Corporation USA,
Prize Petroleum LLC and Equal Energy U.S.
Inc., as Successor to Altex Energy
Corporation and Enterra Acquisitions Corp.,

Defendants.

North American Petroleum Corporation
USA, *et al.*,

Plaintiffs,

v.

Equal Energy U.S. Inc. f/k/a Enterra
Acquisitions Corp. and Successor in Interest
To Altex Energy Corp. and Equal Energy Ltd.
f/k/a Enterra Energy Corporation & Enterra
Energy Trust,

Defendants.

Chapter 11

Case No. 10-11707 (CSS)
Jointly Administered

Adv. Proc. No. 10-51624(CSS)

Adv. Proc. No. 10-51675 (CSS)

NOTICE OF ORAL DEPOSITION OF VIC ROSKEY

¹ The Debtors in the above-captioned chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number or Canadian corporation number, include: North American Petroleum Corporation USA (9766); Prize Petroleum LLC (2460); and Petroflow Energy Ltd. (517-5). The location of the Debtors' corporate headquarters and the Debtors' service address is: 201 West 5th Street, Suite 400, Tulsa, Oklahoma 74103, Attn: Louis Schott.

TO: VIC KALMN, 912 Elizabeth Road, S.W., Calgary, Alberta T2S-IM9 Canada

PLEASE TAKE NOTICE that, pursuant to the Federal Rules of Civil Procedure, North American Petroleum Corporation USA and Prize Petroleum LLC (the "Debtors") will take the oral and videotaped deposition of **Vic Roskey** beginning at _____ on _____ at Parlee McLawsLLP, 3400 Suncor Energy Centre, 150 - 6th Avenue S.W. , Calgary, Alberta T2P 3Y7. The deposition will continue from day to day until completed. The deposition will be taken before a court reporter appointed or designated under the Federal Rules of Civil Procedure. All parties are invited to attend and cross examine. In addition to the stenographic recording, the Debtors may videotape the deposition in accordance with the Federal Rules of Civil Procedure.

Dated: November [], 2010

/s/ Domenic E. Pacitti

KLEHR HARRISON HARVEY BRANZBURG LLP

Domenic E. Pacitti (DE Bar No. 3989)

919 Market Street, Suite 1000

Wilmington, Delaware 19801-3062

Telephone: (302) 426-1189

Facsimile: (302) 426-9193

- and -

Morton Branzburg (admitted *pro hac vice*)

1835 Market Street, Suite 1400

Philadelphia, Pennsylvania 19103

Telephone: (215) 569-2700

Facsimile: (215) 568-6603

- and -

KIRKLAND & ELLIS LLP

David R. Seligman, P.C. (admitted *pro hac vice*)

Ryan Blaine Bennett (admitted *pro hac vice*)

Paul Wierbicki (admitted *pro hac vice*)

300 North LaSalle

Chicago, Illinois 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

- and -

Yosef J. Riemer (admitted *pro hac vice*)

Vickie Reznik (admitted *pro hac vice*)

601 Lexington Ave.

New York, New York 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

Counsel to Debtors and Debtors in Possession

File a Court document:

10-51675-CSS North American Petroleum Corporation USA, et al. e v. Equal Energy U.S. Inc. et al

Type: ap	Office: 1 (Delaware)	Judge: CSS
Lead Case: 1-10-bk-11707	Case Flag: ANSDue, CONS	

U.S. Bankruptcy Court

District of Delaware

Notice of Electronic Filing

The following transaction was received from Domenic E. Pacitti entered on 11/2/2010 at 4:25 PM EDT and filed on 11/2/2010

Case Name: North American Petroleum Corporation USA, et al. e v. Equal Energy U.S. Inc. et al
Case Number: 10-51675-CSS
Document Number: 73

Docket Text:

Certification of Counsel *Regarding Letter Rogatory for Deposition of Vic Roskey* Filed by North American Petroleum Corporation USA, et al.. (Attachments: # (1) Exhibit) (Pacitti, Domenic)

The following document(s) are associated with this transaction:

Document description:Main Document

Original filename:C:\fakepath\NAPCU COC RE V ROSKEY.pdf

Electronic document Stamp:

[STAMP bkecfStamp_ID=983460418 [Date=11/2/2010] [FileNumber=9004069-0]
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Document description:Exhibit

Original filename:C:\fakepath\NAPCU COC VR EXHIBIT.pdf

Electronic document Stamp: