IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
NORTH AMERICAN PETROLEUM CORPORATION USA, *et al.*,[1]	)	Case No. 10-11707 (CSS)
	)	Jointly Administered
Debtors.	)	
	)	**Re: Docket Nos. 897, 949**

ORDER (A) APPROVING THE ADEQUACY OF THE DEBTORS' DISCLOSURE STATEMENT; (B) APPROVING SOLICITATION AND NOTICE PROCEDURES WITH RESPECT TO CONFIRMATION OF THE DEBTORS' PROPOSED PLAN OF REORGANIZATION; (C) APPROVING THE FORM OF VARIOUS BALLOTS AND NOTICES IN CONNECTION THEREWITH; AND (D) SCHEDULING CERTAIN DATES WITH RESPECT THERETO

Upon the motion (the "Motion") of the Debtors for entry of an order (this "Disclosure Statement Order") approving: (a) the adequacy of the *Disclosure Statement for the First Amended Joint Chapter 11 Plan of North American Petroleum Corporation USA, et al.* (as amended from time to time, the "Disclosure Statement");[2] (b) the solicitation procedures (the "Solicitation Procedures"),[3] substantially in the form attached as **Exhibit 1** to this Disclosure Statement Order; and (c) the forms of various ballots and notices in connection therewith, and

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: 525 South Main Street, Suite 1120, Tulsa, Oklahoma 74103, Attn.: Louis G. Schott.

2 All capitalized terms used, but not defined herein, shall have the meaning attributed to such terms in the Motion, the Disclosure Statement, the *First Amended Joint Chapter 11 Plan of North American Petroleum Corporation USA, et al.* (as amended from time to time, the "Plan") or the Solicitation Procedures (as defined herein), as applicable.

3 To the extent there is any inconsistency between the Motion and the Solicitation Procedures, the Solicitation Procedures shall govern.

scheduling certain dates with respect thereto; and the Bankruptcy Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and all other parties in interest; and the Debtors having provided appropriate notice of the Motion and the opportunity for a hearing on the Motion under the circumstances and no other or further notice need be provided; and the Bankruptcy Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before the Bankruptcy Court (the "Hearing"); and the Bankruptcy Court having overruled any objections to the Motion; and the Bankruptcy Court having determined that the notices described in the Motion and attached hereto as exhibits each constitute adequate and sufficient notice of the items and events set forth therein; and the Bankruptcy Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Bankruptcy Court; after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Motion is granted.

1. APPROVAL OF THE DISCLOSURE STATEMENT AND THE NOTICE OF THE DISCLOSURE STATEMENT HEARING.

2. The Disclosure Statement complies with all aspects of section 1125 of the Bankruptcy Code and is hereby approved as containing "adequate information" (as defined by section 1125(a) of the Bankruptcy Code).

3. The Disclosure Statement Hearing Notice, in substantially the form attached hereto as **Exhibit 2**, filed by the Debtors and served upon parties in interest in these chapter 11

cases on June 24, 2011 constitutes adequate and sufficient notice of the time fixed for filing objections and the hearing to consider approval of the Disclosure Statement in accordance with Bankruptcy Rules 2002 and 3017 and Local Rule 3017-1.

4. The form of Share Surrender Notice set forth as **Exhibit 5-C** hereto is approved and the Debtors and their agents are authorized to undertake all steps necessary or appropriate to provide Holders of Petroflow Interests notice of their opportunity to surrender their Petroflow Interests within the Surrender Period.

2. FIXING THE VOTING RECORD DATE.

5. July 29, 2011 shall be the record date (the "Voting Record Date") for determining: (a) the holders of Claims and Interests entitled to receive a copy of the Solicitation Package; (b) the holders of Claims entitled to vote to accept or reject the Plan; and (c) whether Claims have been properly transferred to an assignee pursuant to Bankruptcy Rule 3001(e) such that the assignee can vote as the holder of such Claim.

6. With respect to any transferred Claim, the transferee shall be entitled to receive a Solicitation Package and, if the holder of such Claim is entitled to vote with respect to the Plan, cast a ballot on account of such Claim only if such transfer or assignment has been fully effectuated pursuant to the procedures set forth in Bankruptcy Rule 3001(e) and such transfer is reflected on the Claims Register on the Voting Record Date.

3. APPROVAL OF SOLICITATION PACKAGE AND THE PROCEDURES FOR DISTRIBUTION THEREOF.

7. The Solicitation Package will comprise the following materials, the form of each of which, to the extent not otherwise approved herein, is hereby approved:

a) either (i) for Holders of Claims who are entitled to vote on the Plan, this Disclosure Statement Order (with the Solicitation Procedures attached as an exhibit thereto and excluding all other exhibits thereto) and the approved form of the Disclosure Statement (together with the Plan) in with an appropriate form of ballot and voting instructions, with a pre-addressed, postage prepaid return envelope; or (ii) for Holders of Claims who are not entitled to vote on the Plan, a notice of non-voting status;

b) if entitled to vote on the Plan, such holder also will receive a letter from the Debtors urging the holders of each Class entitled to vote on the Plan to vote to accept the Plan and, if applicable, a letter in form and substance, acceptable to the Debtors in their discretion, from the Creditors' Committee urging creditors entitled to vote on the Plan to vote to accept the Plan;

c) the Confirmation Hearing Notice; and

d) such other materials as the Bankruptcy Court may direct.

8. The Solicitation Package provides holders of Claims entitled to vote on the Plan with adequate information to make informed decisions with respect to voting on the Plan in accordance with Bankruptcy Rules 2002(b) and 3017(d), the Bankruptcy Code, and the Local Rules.

9. The Debtors shall transmit the Solicitation Package to those holders of Claims entitled to vote on the Plan as of the Voting Record Date within five (5) Business Days after entry of this Disclosure Statement Order (the "Solicitation Deadline").

10. The Ballots, substantially in the forms attached hereto as **Exhibit 4**, are hereby approved.

11. Holders of Claims in the following Classes (the "Voting Classes") are the only Creditors entitled to vote to accept or reject the Plan:

Class	Description
3	Petroflow General Unsecured Claims
4	NAPCUS General Unsecured Claims

12. Any party may request an additional paper copy of the solicitation documents by contacting the Claims and Solicitation Agent by: (a) accessing the Debtors' restructuring

website at http://dm.epiq11.com/NAP, (b) writing to NAPCUS Ballot Processing, c/o Epiq Bankruptcy Solutions, LLC, FDR Station, P.O. Box 5014, New York, New York 10150-5014; or (c) calling the Claims and Solicitation Agent at (646) 282-2400. If the Debtors receive such a request for a paper copy of the documents, the Debtors will send a copy to the requesting party by overnight delivery at the Debtors' expense.

13. The Debtors shall serve, or cause to be served, all of the materials in the Solicitation Package (except for the Ballots) on: (a) the U.S. Trustee; (b) the Creditors' Committee; (c) the Internal Revenue Service; (d) the SEC; (e) the Delaware Secretary of State; (f) the Delaware Secretary of the Treasury; (g) the Equity Committee; (h) the U.S. Attorney for the District of Delaware and (i) all entities that have filed a request for service of filings in the chapter 11 cases pursuant to Bankruptcy Rule 2002.

14. The Debtors shall be excused from mailing a copy of the Solicitation Package to those Entities to whom the Debtors mailed a notice regarding the Disclosure Statement Hearing and received a notice from the United States Postal Service or other carrier that such notice was undeliverable unless such Entity provides the Debtors, through the Claims and Solicitation Agent, with an accurate address not less than ten calendar days prior to the Solicitation Date. If an Entity has changed its mailing address after the Petition Date, the burden is on such Entity, not the Debtors, to advise the Debtors and the Claims and Solicitation Agent of the new address. Failure to distribute Solicitation Packages to such entities will not constitute inadequate notice of the Confirmation Hearing or the Voting Deadline, and is not a violation of Bankruptcy Rule 3017(d).

15. Except to the extent the Debtors determine otherwise, the Debtors are not required to provide a copy of the Solicitation Package to holders of Claims or Interests in Classes not

entitled to vote on the Plan. Instead, by the Solicitation Deadline, the Debtors shall mail to the parties not entitled to vote on the Plan, in lieu of the Solicitation Package, (a) a copy of the Confirmation Hearing Notice, (b) a copy of the Solicitation Procedures, and (c) the appropriate Notice of Non-Voting Status, the form of each of which is hereby approved:

a. Unclassified and Unimpaired Claims—Deemed to Accept: Holders of Unclassified Claims and holders of Claims in the Unimpaired Classes are conclusively presumed to have accepted the Plan, and accordingly are not entitled to vote on the Plan. Such holders will receive the *Notice of Non-Voting Status With Respect to Unclassified Claims and Unimpaired Classes Presumed to Accept the Plan* in the form attached hereto as **Exhibit 5-A**.

b. Impaired Claims and Interests—Deemed to Reject: Holders of Interests in the Deemed Rejecting Classes are conclusively deemed to reject the Plan, and accordingly are not entitled to vote on the Plan. Such holders will receive the *Notice of Non-Voting Status With Respect to Impaired Classes Deemed to Reject the Plan* in the form attached hereto as **Exhibit 5-B**.

16. The holders of Class 5A Petroflow Emergence Interests and Class 5B Petroflow Other Interests shall be deemed to have rejected the Plan, and the Debtors are not required to solicit votes on the Plan from such holders.

17. The form of the Disputed Claim Status Notice, substantially in the form attached hereto as **Exhibit 7**, is hereby approved.

18. The forms of notices to be provided to parties to Executory Contracts or Unexpired Leases rejected or assumed pursuant to the Plan, attached hereto as **Exhibit 6**, is hereby approved.

4. ESTABLISHING PROCEDURES FOR VOTING ON THE PLAN.

19. In order for the votes of holders of Claims in the Voting Classes to accept or reject the Plan to be counted, each such holder must properly complete, execute, and deliver its respective Ballot so that it is actually received by the Claims and Solicitation Agent on or before September 2, 2011, 5:00 p.m. prevailing Eastern Time (the "Voting Deadline"); provided that the

Debtors may, in their sole discretion and without further petition to or approval from the Court, extend the Voting Deadline upon notice to all Holders of Claims in the Voting Classes.

20. The Debtors shall use the following hierarchy to determine the amount of the Claim associated with the vote of each holder of a Claim in the Voting Classes:

a. the Claim amount settled and/or agreed upon by the Debtors, as reflected in a document filed with the Bankruptcy Court, in an order entered by the Bankruptcy Court, or in a document executed by the Debtors pursuant to authority granted by the Bankruptcy Court;

b. the Claim amount contained in a Proof of Claim that has been timely filed by the Bar Date (or deemed timely filed by the Bankruptcy Court under applicable law); provided, however, that any Claim amount contained in a Proof of Claim asserted in a currency other than U.S. dollars shall be automatically converted to the equivalent U.S. dollar value using the exchange rate as of Friday, July 29, 2011, as quoted at 4:00 p.m. (prevailing Eastern Time), mid-range spot rate of exchange for the applicable currency as published in *The Wall Street Journal* (national edition), on Friday, July 29, 2011; provided further, however, that Ballots cast by holders who timely file a Proof of Claim in respect of a contingent claim or in a wholly-unliquidated or unknown amount that is not the subject of an objection will count for satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code and will count as Ballots for Claims in the amount of $1.00 solely for the purposes of satisfying the dollar amount provisions of section 1126(c) of the Bankruptcy Code, and, if a Proof of Claim is filed as partially liquidated and partially unliquidated, such Claim will be allowed for voting purposes only in the liquidated amount; provided further, however, that to the extent the Claim amount contained in the Proof of Claim is different from the Claim amount set forth in a document filed with the Bankruptcy Court as referenced in Paragraph D.1 of the Solicitation Procedures, the Claim amount in the document filed with the Bankruptcy Court shall supersede the Claim set forth on the respective Proof of Claim;

c. the Claim amount listed in the Schedules; provided that such Claim is not scheduled as contingent, disputed, or unliquidated and has not been paid;

d. notwithstanding anything to the contrary in the Solicitation Procedures, the Debtors propose that any Creditor who has filed or purchased (i) duplicate Claims (whether against the same or multiple Debtors) or (ii) Claims against multiple Debtors arising from the same transaction (e.g., guarantee Claims or Claims for joint or several liability) be provided with only one copy of the materials in the Solicitation Package and one

Ballot and be permitted to vote only a single Claim, regardless of whether the Debtors have objected to such duplicate Claims; and

e. in the absence of any of the foregoing, zero.

21. The Claim amount established as set forth above shall control for voting purposes only, and shall not constitute the Allowed amount of any Claim. Moreover, any amounts filled in on Ballots by the Debtors through the Claims and Solicitation Agent are not binding for purposes of allowance and distribution.

22. The Debtors are authorized to solicit, receive, and tabulate votes to accept the Plan in accordance with the Solicitation Procedures, substantially in the form attached hereto as **Exhibit 1**; provided, however, that the Debtors reserve the right to amend or supplement the Solicitation Procedures if, in the Debtors' business judgment, doing so would better facilitate the solicitation process.

23. The Debtors are authorized to use the voting procedures set forth in Paragraph D.3 of the Solicitation Procedures in tabulating the Ballots:

5. ESTABLISHING CONFIRMATION HEARING DATE, NOTICE, AND OBJECTION PROCEDURES.

24. The Confirmation Hearing will commence at 1:00 p.m., prevailing Eastern Time, on September 14, 2011, before the Honorable Christopher S. Sontchi, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801. The Confirmation Hearing may be continued from time to time without further notice other than an adjournment announced in open court at the Confirmation Hearing or at any subsequent adjourned Confirmation Hearing.

25. The form of the Confirmation Hearing Notice, substantially in the form attached hereto as **Exhibit 3**, is hereby approved, and the Debtors are authorized to send the Confirmation Hearing Notice to all applicable parties.

26. The Debtors shall publish the Confirmation Hearing Notice one time in the following publications in order to provide notification to those Entities who may not receive notice by mail: *The Wall Street Journal* (national edition), *The Globe and Mail*, the *Tulsa World*, and the *San Antonio Express-News*.

27. Any objection to Confirmation of the Plan must: (a) be in writing; (b) conform to the applicable Bankruptcy Rules and Local Rules; (c) state the name and address of the objecting party and the amount and nature of the Claim or Interest of such Entity; and (d) state with particularity the basis and nature of any objection and, if practicable, a proposed modification to the Plan that would resolve such objection. Responses or objections, if any, also must be filed with the Bankruptcy Court and served upon each of the following parties so as to be actually received no later than 5:00 p.m. prevailing Eastern Time on September 2, 2011, by each of the following parties:

<table>
<tr><td colspan="3" align="center">Co-Counsel to the Debtors</td></tr>
<tr><td rowspan="2" align="center">KIRKLAND & ELLIS LLP
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Wilmington, Delaware 19801</td></tr>
<tr><td colspan="3" align="center">Co-Counsel for Official Committee of Equity Security Holders</td></tr>
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New York, New York 10178-0061</td><td colspan="2" align="center">YOUNG CONAWAY STARGATT & TAYLOR, LLP
David R. Hurst
The Brandywine Building
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P.O. Box 391
Wilmington, Delaware 19899</td></tr>
<tr><td colspan="3" align="center">Office of the United States Trustee</td></tr>
<tr><td colspan="3" align="center">OFFICE OF THE UNITED STATES TRUSTEE
FOR THE DISTRICT OF DELAWARE
Mark S. Kenney
844 King Street, Suite 2207
Wilmington, Delaware 19801</td></tr>
</table>

28. Any objection to Confirmation of the Plan not filed and served as set forth herein shall be deemed waived.

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

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

Dated: 7/29, 2011
Wilmington, Delaware

The Honorable Christopher S. Sontchi
United States Bankruptcy Judge

K&E 19347508

<u>EXHIBIT 1</u>

Solicitation Procedures

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
NORTH AMERICAN PETROLEUM CORPORATION USA, *et al.*,[1]	)	Case No. 10-11707 (CSS)
	)	Jointly Administered
Debtors.	)	

SOLICITATION PROCEDURES

On July 29, 2011, the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") entered the *Order (A) Approving the Adequacy of the Debtors' Disclosure Statement; (B) Approving Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Proposed Plan of Reorganization; (C) Approving the Form of Various Ballots and Notices in Connection Therewith; and (D) Scheduling Certain Dates with Respect Thereto* [Docket No. ___] (the "Disclosure Statement Order") that, among other things, (a) approved the adequacy of the *Disclosure Statement for the First Amended Joint Chapter 11 Plan of North American Petroleum Corporation USA, et al.* (as may be amended from time to time and including all exhibits and supplements thereto, the "Disclosure Statement") filed in support of the *First Amended Joint Chapter 11 Plan of North American Petroleum Corporation USA, et al.* (as may be amended from time to time and including all exhibits and supplements, the "Plan") and (b) authorized the above-captioned debtors and debtors in possession (the "Debtors") to solicit acceptances or rejections of the Plan from holders of Claims in Classes 3 and 4 who are (or may be) entitled to receive distributions under the Plan.[2]

A. The Voting Record Date

The Bankruptcy Court has approved July 29, 2011, (the "Voting Record Date") as the record date for purposes of determining which holders of Claims in Class 3 and Class 4 (collectively, the "Voting Classes") are entitled to vote on the Plan.

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[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: 525 South Main Street, Suite 1120, Tulsa, Oklahoma 74103, Attn.: Louis G. Schott.

[2] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Plan or the Disclosure Statement, as applicable. Copies of the Plan and the Disclosure Statement may be obtained by: (a) accessing the Debtors' restructuring website at http://dm.epiq11.com/NAP, (b) writing to NAPCUS Ballot Processing, c/o Epiq Bankruptcy Solutions, LLC, FDR Station, P.O. Box 5014, New York, New York 10150-5014; or (c) calling Epiq Bankruptcy Solutions, LLC (the "Claims and Solicitation Agent") at (646) 282-2400.

B. The Voting Deadline

The Bankruptcy Court has approved **September 2, 2011, at 5:00 p.m. prevailing Eastern Time**, as the voting deadline (the "Voting Deadline") for the Plan. The Debtors may extend the Voting Deadline without further order of the Court to a date no later than three business days before the Confirmation Hearing. To be counted as votes to accept or reject the Plan, all Ballots must be properly executed, completed, and delivered by (a) first class mail; (b) courier; or (c) personal delivery so that they are actually received, in any case, no later than the Voting Deadline by the Claims and Solicitation Agent.

To be counted as votes, Ballots must be returned to one of the following address: (a) via First Class Mail, NAPCUS Ballot Processing, c/o Epiq Bankruptcy Solutions, LLC, FDR Station, P.O. Box 5014, New York, New York 10150-5014; or (b) via Overnight or Hand Delivery, NAPCUS Ballot Processing, c/o Epiq Bankruptcy Solutions, LLC, 757 Third Avenue, 3rd Floor, New York, New York 10017.

C. Form, Content, and Manner of Notices

1. The Solicitation Package. The following materials shall constitute the solicitation package (the "Solicitation Package"):

a. either (i) for Holders of Claims who are entitled to vote on the Plan, the Disclosure Statement Order (with the Solicitation Procedures attached as an exhibit thereto but excluding all other exhibits) and the approved form of the Disclosure Statement (together with the Plan) with an appropriate form of ballot and voting instructions, with a pre-addressed, postage prepaid return envelope; or (ii) for Holders of Claims who are not entitled to vote on the Plan, a notice of non-voting status;

b. if entitled to vote on the Plan, such holder also will receive a letter from the Debtors urging the holders of each Class entitled to vote on the Plan to vote to accept the Plan and, if applicable, a letter in form and substance, acceptable to the Debtors in their discretion, from the Creditors' Committee urging creditors entitled to vote on the Plan to vote to accept the Plan;

c. the Confirmation Hearing Notice; and

d. such other materials as the Bankruptcy Court may direct.

2. Distribution of the Solicitation Package.

The Solicitation Package (excluding the Ballots and the Confirmation Hearing Notice) may be provided in CD-ROM format. The applicable Ballots shall be sent in paper form along with a copy of the Confirmation Hearing Notice. Any holder of a Claim or Interest may obtain a paper copy of the documents otherwise provided on CD-ROM by: (a) accessing the Debtors' restructuring website at http://dm.epiq11.com/NAP, (b) writing to NAPCUS Ballot Processing, c/o Epiq Bankruptcy Solutions, LLC, FDR Station, P.O. Box 5014, New York, New York 10150-5014; or (c) calling the Claims and Solicitation Agent at (646) 282-2400. If the Debtors receive such a request for a paper copy of the documents, the Debtors will send a copy to the requesting party by overnight delivery at the Debtors' expense.[3]

The Debtors shall serve, or cause to be served, all of the materials in the Solicitation Package (excluding the Ballot) on: (a) the Office of the United States Trustee for the District of Delaware; (b) the Creditors' Committee; (c) the Equity Committee; (d) the Internal Revenue Service; (e) the SEC; (f) the Delaware Secretary of State; (g) the Delaware Secretary of the Treasury; (h) the U.S. Attorney for the District of Delaware; and (i) all entities that have filed a request for service of filings in the chapter 11 cases pursuant to Bankruptcy Rule 2002.

In addition, the Debtors will mail, or cause to be mailed, the Solicitation Package to any of the Entities listed in subparagraphs a-d below:

a. all Entities who, on or before the Voting Record Date, have timely filed a Proof of Claim (or an untimely Proof of Claim which has been deemed timely by the Bankruptcy Court under applicable law on or before the Voting Record Date) in an amount greater than $0.00 that (i) has not been expunged, disallowed, disqualified, or suspended prior to the Voting Record Date; and (ii) is not the subject of a pending objection on the Voting Record Date; provided, however, that the holders of a Claim that is the subject of a pending objection on a reduce and allow basis shall receive a Solicitation Package based on such Claim at the reduced amount;

b. all Entities listed in the Schedules as holding a noncontingent, liquidated, undisputed Claim as of the Voting Record Date (which has not been superseded by a timely filed proof of claim, except to the extent that such Claim was paid, expunged, disallowed, disqualified, or suspended prior to the Voting Record Date;

c. all Entities that hold Claims pursuant to an agreement or settlement with the Debtors executed prior to the Voting Record Date, as reflected in a document filed with the Bankruptcy Court, in an order entered by the Bankruptcy Court, or in a document executed by the Debtors pursuant to authority granted by the Bankruptcy Court, regardless of whether a Proof of Claim has been filed;

d. with respect to any Entity described in subparagraphs a-c above who, on or before the Voting Record Date, has transferred such Entity's Claim to another Entity, to the assignee of such Claim in lieu of to the assigning Entity; provided that such transfer or assignment has been fully effectuated pursuant to the procedures set forth in Bankruptcy Rule 3001(e) and such transfer is reflected on the Claims Register on the Voting Record Date; and

The Debtors shall make every reasonable effort to ensure that Creditors who have more than one Claim in a single Class receive no more than one set of the Solicitation Package materials.

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3 The Ballots are not available on the Debtors' restructuring website. Holders of Claims must contact the Claims and Solicitation Agent directly by writing or by telephone in order to obtain a Ballot.

3. Form of Notice to Unclassified Claims, Classes Presumed to Accept the Plan, and Classes Deemed to Reject the Plan. Certain holders of Claims or Interests that are not classified in accordance with 11 U.S.C. § 1123(a)(1) or who are not entitled to vote because they are Unimpaired or otherwise presumed to accept the Plan under 11 U.S.C. § 1126(f) will receive only: (a) the Confirmation Hearing Notice, and (b) the *Non-Voting Status Notice With Respect to Unclassified Claims and Unimpaired Classes Presumed to Accept the Plan*, substantially in the form attached as **Exhibit 5-A** to the Disclosure Statement Order. Such notice will instruct these holders as to how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots). Certain holders of Claims or Interests who are not entitled to vote because they are deemed to reject the Plan under 11 U.S.C. § 1126(g) will receive only: (a) the Confirmation Hearing Notice, and (b) the *Non-Voting Status Notice With Respect to Impaired Classes Deemed to Reject the Plan*, substantially in the form attached as **Exhibit 5-B** to the Disclosure Statement Order. Such notice will instruct these holders as to how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots).

4. Retained Causes of Action and Counterparties to Executory Contracts and Unexpired Leases Notices. In the Confirmation Hearing Notice, which will be served on all Creditors and interested parties, including parties listed on Schedule G of the Schedules, the Debtors shall provide notice that prior to the Confirmation Hearing, the Debtors intend to file a Plan Supplement that includes, among other things, the list of assumed Executory Contracts (with associated Cure amounts, if any), and a description of retained Causes of Action. The Debtors do not intend to serve copies of the Plan Supplement. Instead, the Confirmation Hearing Notice will inform recipients that the Plan Supplement may be obtained from the Debtors' restructuring website at http://dm.epiq11.com/NAP.[4] After they have filed the Plan Supplement, the Debtors will send a separate notice advising applicable counterparties to Executory Contracts listed in the Plan Supplement that their respective contracts are being assumed under the Plan and setting forth the proposed Cure amounts, if any, associated therewith.

5. Publication of Confirmation Hearing Notice. In addition to the above, the Debtors shall, one time after the Disclosure Statement Hearing, publish the Confirmation Hearing Notice in the following publications in order to provide notification to those Entities who may not receive notice by mail: *The Wall Street Journal* (national, European, and Asian editions), *The Globe and Mail*, the *Tulsa World*, and the *San Antonio Express-News*.

D. Voting and General Tabulation Procedures

1. Holders of Claims Entitled to Vote. Only the following holders of Claims in the Voting Classes shall be entitled to vote with regard to such Claims:

a. all Entities who, on or before the Voting Record Date, have timely filed a Proof of Claim (or an untimely Proof of Claim which has been Allowed as timely by the

[4] Any interested party seeking particular documents in the Plan Supplement may also contact the Claims and Solicitation Agent by writing to NAPCUS Ballot Processing, c/o Epiq Bankruptcy Solutions, LLC, FDR Station, P.O. Box 5014, New York, New York 10150-5014; or by calling the Claims and Solicitation Agent at (646) 282-2400.

Bankruptcy Court under applicable law on or before the Voting Record Date) in an amount greater than $0.00 that (i) has not been expunged, disallowed, disqualified, or suspended prior to the Voting Record Date; and (ii) is not the subject of a pending objection on the Voting Record Date; provided, however, that the holder of a Claim that is the subject of a pending objection may vote if a Resolution Event occurs prior to the Voting Deadline; provided further that the holder of a Claim that is subject to a pending objection on a "reduce and allow" basis shall receive a Solicitation Package based on such Claim at the reduced amount;

b. all Entities listed in the Schedules as holding a noncontingent, liquidated, undisputed Claim as of the Voting Record Date (which has not been superseded by a timely filed proof of claim, except to the extent that such Claim was paid, expunged, disallowed, disqualified, or suspended prior to the Voting Record Date;

c. all Entities that hold Claims pursuant to an agreement or settlement with the Debtors executed prior to the Voting Record Date, as reflected in a document filed with the Bankruptcy Court, in an order entered by the Bankruptcy Court, or in a document executed by the Debtors pursuant to authority granted by the Bankruptcy Court, regardless of whether a Proof of Claim has been filed; and

d. the assignee of any Claim described in subparagraphs a-c above in lieu of the assigning Entity; provided that such transfer or assignment has been fully effectuated pursuant to the procedures set forth in Bankruptcy Rule 3001(e) and such transfer is reflected on the Claims Register on the Voting Record Date.

2. Establishing Claim Amounts. In tabulating votes, the following hierarchy shall be used to determine the amount of the Claim associated with each Creditor's vote:

a. the Claim amount settled and/or agreed upon by the Debtors, as reflected in a document filed with the Bankruptcy Court, in an order entered by the Bankruptcy Court, or in a document executed by the Debtors pursuant to authority granted by the Bankruptcy Court;

b. the Claim amount contained in a Proof of Claim that has been timely filed by the Bar Date (or deemed timely filed by the Bankruptcy Court under applicable law); provided, however, that any Claim amount contained in a Proof of Claim asserted in a currency other than U.S. dollars shall be automatically converted to the equivalent U.S. dollar value using the exchange rate as of Friday, July 29, 2011, as quoted at 4:00 p.m. (prevailing Eastern Time), mid-range spot rate of exchange for the applicable currency as published in *The Wall Street Journal* (national edition), on Friday, July 29, 2011; provided further, however, that Ballots cast by holders who timely file a Proof of Claim in respect of a contingent claim or in a wholly-unliquidated or unknown amount that is not the subject of an objection will count for satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code and will count as Ballots for Claims in the amount of $1.00 solely for the purposes of satisfying the dollar amount provisions of section 1126(c) of the Bankruptcy Code, and, if a Proof of Claim is filed as partially liquidated and partially unliquidated, such Claim will be allowed for voting purposes only in the liquidated amount; provided further, however, that to the extent the Claim amount contained in the Proof of Claim is different from the Claim amount set forth in a document filed with the Bankruptcy Court as referenced in Paragraph D.1 above, the Claim amount in the document filed with the Bankruptcy Court shall supersede the Claim set forth on the respective Proof of Claim; provided further, however, that to the extent scheduled Claims have been amended or superceded, the amount of such Claim on the proof of claim shall control for purposes of voting, subject to the following

c. the Claim amount listed in the Schedules; provided that such Claim is not scheduled as contingent, disputed, and/or unliquidated and has not been paid;

d. notwithstanding anything to the contrary contained herein, the Debtors propose that any Creditor who has filed or purchased (i) duplicate Claims (whether against the same or multiple Debtors) or (ii) Claims against multiple Debtors arising from the same transaction (e.g., guarantee Claims or Claims for joint or several liability) be provided with only one copy of the materials in the Solicitation Package and one Ballot and be permitted to vote only a single Claim, regardless of whether the Debtors have objected to such duplicate Claims; and

e. in the absence of any of the foregoing, zero.

The Claim amount established herein shall control for voting purposes only, and shall not constitute the Allowed amount of any Claim. Moreover, any amounts filled in on Ballots by the Debtors through the Claims and Solicitation Agent are not binding for purposes of allowance and distribution.

3. General Ballot Tabulation. The following voting procedures and standard assumptions shall be used in tabulating Ballots:

a. except as otherwise provided herein, unless the Ballot being furnished is timely submitted and actually received by the Claims and Solicitation Agent on or prior to the Voting Deadline, the Debtors may, in their sole and absolute discretion, reject such Ballot as invalid and, therefore, decline to count it in connection with Confirmation;

b. the Claims and Solicitation Agent will date-stamp all Ballots when received. The Claims and Solicitation Agent shall retain the original Ballots and an electronic copy of the same for a period of one year after the Effective Date, unless otherwise ordered by the Bankruptcy Court;

c. the Debtors will file the Voting Report with the Bankruptcy Court prior to the Confirmation Hearing. The Voting Report shall, among other things, all Ballots received that are not included in the tabulation and the reason for the exclusion;

d. the method of delivery of Ballots to be sent to the Claims and Solicitation Agent is at the election and risk of each holder, and except as otherwise provided, a Ballot will be deemed delivered only when the Claims and Solicitation Agent **actually receives** the original executed Ballot;

e. an original executed Ballot is required to be submitted by the Entity submitting such Ballot. Delivery of a Ballot to the Claims and Solicitation Agent by facsimile, email, or any other electronic means will not be valid;

f. no Ballot should be sent to any of the Debtors, the Debtors' agents (other than the Claims and Solicitation Agent), or the Debtors' financial or legal advisors, and if so sent will not be counted;

g. if multiple Ballots are received from the same holder with respect to the same Claim prior to the Voting Deadline, the latest properly completed executed Ballot received prior to the Voting Deadline will be deemed to reflect that voter's intent and will supersede and revoke any prior Ballot;

h. holders must vote all of their Claims within a particular Class either to accept or reject the Plan and may not split any votes. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted;

i. a person signing a Ballot in his or her capacity as a trustee, executor, administrator, guardian, attorney in fact, or officer of a corporation or otherwise acting in a fiduciary or representative capacity must indicate such capacity when signing and, if required or requested by the Claims and Solicitation Agent, the Debtors, or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder;

j. the Debtors, subject to contrary order of the Bankruptcy Court, may waive any defects or irregularities as to any particular Ballot at any time, either before or after the Voting Deadline, and any such waivers will be documented in the Voting Report;

k. neither the Debtors, nor any other Entity, will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots other than as provided in the Voting Report, nor will the Debtors or any other Entity incur any liability for failure to provide such notification;

l. unless waived or as ordered by the Bankruptcy Court, any defects or irregularities in connection with deliveries of Ballots must be cured prior to the Voting Deadline or such Ballots will not be counted;

m. in the event a designation of lack of good faith is requested by a party in interest under section 1126(e) of the Bankruptcy Code, the Bankruptcy Court will determine whether any vote to accept or reject the Plan cast with respect to that Claim will be counted for purposes of determining whether the Plan has been accepted or rejected;

n. subject to any contrary order of the Bankruptcy Court, the Debtors reserve the right to reject any and all Ballots not in proper form, the acceptance of which, in the opinion of the Debtors, would not be in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules or these Solicitation Procedures; <u>provided</u>, <u>however</u>, that any such rejections will be documented in the Voting Report;

o. if a Claim has been estimated or otherwise Allowed for voting purposes only by an order of the Bankruptcy Court, such Claim shall be temporarily allowed in the amount so estimated or allowed by the Bankruptcy Court for voting purposes only, and not for purposes of allowance or distribution;

p. if an objection to a Claim is filed, such Claim shall be treated in accordance with the procedures set forth herein;

q. the following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (i) any Ballot that is illegible or contains insufficient information to permit the identification of the Creditor; (ii) any Ballot cast by an Entity that does not hold a Claim in a Voting Class; (iii) any Ballot cast for a Claim scheduled as unliquidated, contingent, and/or disputed for which no Proof of Claim was timely filed; (iv) any unsigned Ballot lacking an original signature; (v) any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan; and (vi) any Ballot submitted by any Entity not entitled to vote pursuant to the procedures described herein; and

r. after the Voting Deadline, no Ballot may be withdrawn or modified without the prior written consent of the Debtors.

4. Temporary Allowance of Claims for Voting Purposes.

a. If an objection to a claim is pending on the Voting Record Date, such claim holder shall receive the Confirmation Hearing Notice and a Notice of Non-Voting Status With Respect To Disputed Claims ("Disputed Claim Notice"), substantially in the form attached as **Exhibit 6** to the Disclosure Statement Order, in lieu of a Ballot.

b. The Disputed Claim Notice informs such person or entity that its claim has been objected to, and that the holder of such claim cannot vote unless one or more of the following taking place before the Voting Deadline: (a) an order of the Court is entered allowing such claim pursuant to section 502(b) of the Bankruptcy Code, after notice and a hearing; (b) an order of the Court is entered temporarily allowing such claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing; (c) a stipulation or other agreement is executed between the holder of such claim and the Debtors resolving the objection and allowing such claim in an agreed-upon amount; (d) a stipulation or other agreement is executed between the holder of such claim and the Debtors, temporarily allowing the holder of such claim to vote its claim in an agreed-upon amount; or (e) the pending objection to such claim is voluntarily withdrawn by the Debtors (each, a "Resolution Event").

c. No later than two business days after a Resolution Event, the Claims and Solicitation Agent shall distribute the Disclosure Statement, the Plan, the order approving the Disclosure Statement (excluding the exhibits thereto, but including the Solicitation Procedures), a Ballot and a pre-addressed, postage pre-paid envelope to the relevant holder of the disputed claim, which must be returned to the Claims and Solicitation Agent by no later than the Voting Deadline, unless such deadline is extended by the Debtors to facilitate a reasonable opportunity for such creditor to vote for or against the Plan after the occurrence of a Resolution Event.

d. If the Debtors file a claim objection after the Voting Record Date, they will not count any such claim holder's Ballot absent a Resolution Event taking place on or before the Voting Deadline.

e. Nothing in the Solicitation Procedures shall affect the Debtors' right to object to any proof of claim on any ground or for any purpose.

E. Third Party Release, Exculpation, and Injunction Language in Plan

The third party release, exculpation, and injunction language in Article VIII of the Plan is included in the Disclosure Statement. You are advised to carefully review and consider the Plan, including the discharge, release, and injunction provisions set forth in Article VIII of the Plan, as your rights may be affected.

EXHIBIT 2

Notice of Disclosure Statement Hearing

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
NORTH AMERICAN PETROLEUM CORPORATION USA, *et al.*,[1]	)	Case No. 10-11707 (CSS)
	)	Jointly Administered
Debtors.	)	

NOTICE OF HEARING TO CONSIDER DISCLOSURE STATEMENT

TO ALL HOLDERS OF CLAIMS AND INTERESTS AND PARTIES IN INTEREST:

PLEASE TAKE NOTICE THAT on June 24, 2011, the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed (a) the *Disclosure Statement for the First Amended Joint Chapter 11 Plan of North American Petroleum Corporation USA, et al.* (as may be amended from time to time and including all exhibits and supplements thereto, the "Disclosure Statement"); (b) the *First Amended Joint Chapter 11 Plan of North American Petroleum Corporation USA, et al.* (as may be amended from time to time and including all exhibits and supplements, the "Plan"); and (c) the *Debtors' Motion for Entry of an Order (A) Approving the Adequacy of the Debtors' Disclosure Statement; (B) Approving Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Proposed Plan of Reorganization; (C) Approving the Form of Various Ballots and Notices in Connection Therewith; and (D) Scheduling Certain Dates with Respect Thereto* (the "Motion").

PLEASE TAKE FURTHER NOTICE THAT a hearing will commence on **July 29, 2011 at 10:00 a.m. prevailing Eastern Time** before the Honorable Christopher S. Sontchi, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the "Disclosure Statement Hearing") to consider the Motion, which seeks the entry of an order (the "Disclosure Statement Order") finding that, among other things, the Disclosure Statement contains "adequate information" within the meaning set forth in section 1125 of the Bankruptcy Code and approving the Disclosure Statement and certain other materials (the "Solicitation Package") related to the solicitation of acceptances of the Plan. The Disclosure Statement Hearing may be continued

[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: 525 South Main Street, Suite 1120, Tulsa, Oklahoma 74103, Attn.: Louis G. Schott.

from time to time without further notice other than an adjournment announced in open court at the Disclosure Statement Hearing or at any subsequent adjourned Disclosure Statement Hearing.

PLEASE TAKE FURTHER NOTICE THAT the Plan, the Disclosure Statement, the Motion, the Disclosure Statement Order, and other documents and materials related thereto, including certain solicitation materials after they are filed, may be obtained from the Debtors' claims and solicitation agent, Epiq Bankruptcy Solutions, LLC (the "Claims and Solicitation Agent"), by: (a) accessing the Debtors' restructuring website at http://dm.epiq11.com/NAP; (b) writing to NAPCUS Ballot Processing c/o Epiq Bankruptcy Solutions, LLC, FDR Station, P.O. Box 5014, New York, New York 10150-5014; or (c) calling the Claims and Solicitation Agent at (646) 282-2400.

PLEASE TAKE FURTHER NOTICE THAT responses and objections, if any, to approval of the Disclosure Statement, or any of the other relief sought by the Debtors in connection with the approval of the Disclosure Statement, must: (a) be in writing; (b) conform to the applicable Federal Rules of Bankruptcy Procedure and Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware; (c) state the name and address of the objecting party and the amount and nature of the Claim or Interest of such Entity; and (d) state with particularity the basis and nature of any objection and, if practicable, a proposed modification to the Disclosure Statement or materials comprising the Solicitation Package that would resolve such objection. **Responses or objections, if any, also must be filed with the Bankruptcy Court and served upon each of the following parties so as to be actually received no later than 4:00 p.m. prevailing Eastern Time on July 22, 2011:**

<table>
<tr><td colspan="3" align="center">Co-Counsel to the Debtors</td></tr>
<tr><td rowspan="2" align="center">KIRKLAND & ELLIS LLP
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<tr><td align="center">Domenic E. Pacitti
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19801-3062</td><td align="center">Morton Branzburg
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19103</td></tr>
<tr><td colspan="3" align="center">Co-Counsel for Committee of Unsecured Creditors</td></tr>
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Garvan F. McDaniel
Mary E. Augustine
800 N. King Street, Plaza Level
Wilmington, Delaware 19801</td></tr>
<tr><td colspan="3" align="center">Co-Counsel for Official Committee of Equity Security Holders</td></tr>
<tr><td align="center">CURTIS, MALLET-PREVOST, COLT & MOSLE LLP
Steven J. Reisman
Timothy Barnes
101 Park Avenue
New York, New York 10178-0061</td><td colspan="2" align="center">YOUNG CONAWAY STARGATT & TAYLOR, LLP
David R. Hurst
The Brandywine Building
1000 West Street, 17th Floor
P.O. Box 391
Wilmington, Delaware 19899</td></tr>
<tr><td colspan="3" align="center">Office of the United States Trustee</td></tr>
<tr><td colspan="3" align="center">OFFICE OF THE UNITED STATES TRUSTEE
FOR THE DISTRICT OF DELAWARE
Mark S. Kenney
844 King Street, Suite 2207
Wilmington, Delaware 19801</td></tr>
</table>

EXHIBIT 3

Confirmation Hearing Notice

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
NORTH AMERICAN PETROLEUM CORPORATION USA, *et al.*,[1]	)	Case No. 10-11707 (CSS)
	)	Jointly Administered
Debtors.	)	

NOTICE OF (A) APPROVAL OF ADEQUACY OF DISCLOSURE STATEMENT, (B) SOLICITATION AND VOTING PROCEDURES, (C) THE OBJECTION AND VOTING DEADLINES, AND (D) THE HEARING TO CONFIRM THE DEBTORS' PLAN OF REORGANIZATION

TO ALL HOLDERS OF CLAIMS AND INTERESTS AND PARTIES IN INTEREST:

1. **Bankruptcy Court Approval of the Disclosure Statement and the Solicitation Procedures.** On July 29, 2011, the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") entered the *Order (A) Approving the Adequacy of the Debtors' Disclosure Statement; (B) Approving Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Proposed Plan of Reorganization; (C) Approving the Form of Various Ballots and Notices in Connection Therewith; and (D) Scheduling Certain Dates with Respect Thereto* [Docket No. ___] (the "Disclosure Statement Order") that, among other things, (a) approved the adequacy of the *Disclosure Statement for the First Amended Joint Chapter 11 Plan of North American Petroleum Corporation USA, et al.* (as may be amended from time to time and including all exhibits and supplements thereto, the "Disclosure Statement") filed in support of the *First Amended Joint Chapter 11 Plan of North American Petroleum Corporation USA, et al.* (as may be amended from time to time and including all exhibits and supplements, the "Plan") and (b) authorized the above-captioned debtors and debtors in possession (collectively, the "Debtors") to solicit acceptances or rejections of the Plan from holders of Claims in Classes 3 and 4 who are (or may be) entitled to receive distributions under the Plan.[2]

[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: 525 South Main Street, Suite 1120, Tulsa, Oklahoma 74103, Attn.: Louis G. Schott.

[2] Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan, the Disclosure Statement, or the Disclosure Statement Order, as applicable.

2. **Voting Record Date.** The record date for purposes of determining which holders of Claims in Class 3 and Class 4 are entitled to vote on the Plan is July 29, 2011 (the "Voting Record Date").

3. **Voting Deadline.** The voting deadline for the Plan is **September 2, 2011 at 5:00 p.m. prevailing Eastern Time** (the "Voting Deadline"). To be counted as votes to accept or reject the Plan, all Ballots must be properly completed, executed, and delivered by: (a) first class mail; (b) courier; or (c) personal delivery so that they are actually received, in any case, no later than the Voting Deadline by the Debtors' notice, claims, and solicitation agent, Epiq Bankruptcy Solutions, LLC (the "Claims and Solicitation Agent"). Any failure to follow the ballot instructions included with the Ballot may disqualify your Ballot and your vote.

4. **Objections to the Plan.** The Bankruptcy Court has established **September 2, 2011 at 5:00 p.m. prevailing Eastern Time**, as the deadline for filing and serving objections to Confirmation of the Plan (the "Plan Objection Deadline"). Any objection to the Plan must: (a) be in writing; (b) conform to the applicable Federal Rules of Bankruptcy Procedure and Local Rules for the United States Bankruptcy Court for the District of Delaware; (c) state the name and address of the objecting party and the amount and nature of the Claim or Interest of such Entity; and (d) state with particularity the basis and nature of any objection and, if practicable, a proposed modification to the Plan that would resolve such objection. **Responses or objections, if any, also must be filed with the Bankruptcy Court and served upon each of the following parties so as to be ACTUALLY RECEIVED no later than the Plan Objection Deadline:**

<table>
<tr><th colspan="3">*Co-Counsel to the Debtors*</th></tr>
<tr><td rowspan="2">**KIRKLAND & ELLIS LLP**
David R. Seligman, P.C.
Ryan Blaine Bennett
Paul Wierbicki
300 North LaSalle
Chicago, Illinois 60654</td><td colspan="2">**KLEHR HARRISON HARVEY BRANZBURG LLP**</td></tr>
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30 Covent Street
Bank of America Plaza, 25th Floor
San Antonio, Texas 78205-3789</td><td colspan="2">**BIFFERATO GENTILOTTI LLC**
Garvan F. McDaniel
Mary E. Augustine
800 N. King Street, Plaza Level
Wilmington, Delaware 19801</td></tr>
<tr><th colspan="3">*Co-Counsel for Official Committee of Equity Security Holders*</th></tr>
<tr><td>**CURTIS, MALLET-PREVOST, COLT & MOSLE LLP**
Steven J. Reisman
Timothy Barnes
101 Park Avenue
New York, New York 10178-0061</td><td colspan="2">**YOUNG CONAWAY STARGATT & TAYLOR, LLP**
David R. Hurst
The Brandywine Building
1000 West Street, 17th Floor
P.O. Box 391
Wilmington, Delaware 19899</td></tr>
<tr><th colspan="3">*Office of the United States Trustee*</th></tr>
<tr><td colspan="3">**OFFICE OF THE UNITED STATES TRUSTEE**
FOR THE DISTRICT OF DELAWARE
Mark S. Kenney
844 King Street, Suite 2207
Wilmington, Delaware 19801</td></tr>
</table>

5. **Confirmation Hearing.** A hearing to confirm the Plan (the "Confirmation Hearing") will commence on **September 14, 2011, at 1:00 p.m. prevailing Eastern Time** before the Honorable Christopher S. Sontchi, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington, Delaware 19801. The Confirmation Hearing may be continued from time to time without further notice other than an adjournment announced in open court at the Confirmation Hearing or at any subsequent adjourned Confirmation Hearing.

6. **Inquiries.** If you would like to obtain a Solicitation Package (excluding Ballots) or if you have questions regarding the procedures and requirements for voting on the Plan and/or for objecting to the Plan, you may contact the Claims and Solicitation Agent by: (a) accessing the Debtors' restructuring website at http://dm.epiq11.com/NAP, (b) writing to NAPCUS Ballot Processing c/o Epiq Bankruptcy Solutions, LLC, FDR Station, P.O. Box 5014, New York, New York 10150-5014; or (c) calling the Claims and Solicitation Agent at (646) 282-2400.[3]

7. **Allowance of Claims for Voting Purposes.** If an objection to a Claim was pending on the Voting Record Date, the holder of such Claim (each such claim, a "Disputed Claim") will not be entitled to vote on the Plan absent any of the following taking place at least five Business Days prior to the Voting Deadline: (a) an order is entered by the Bankruptcy Court allowing such Disputed Claim pursuant to section 502(b) of the Bankruptcy Code, after notice and a hearing; (b) an order is entered by the Bankruptcy Court temporarily allowing such Disputed Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing; (c) a stipulation or other agreement is executed between the holder of the Disputed Claim and the Debtors resolving such objection and allowing the holder of such Disputed Claim to vote its Claim in an agreed upon amount; (d) a stipulation or other agreement is executed between the holder of the Disputed Claim and the Debtors temporarily allowing the holder of such Disputed Claim to vote its Claim in an agreed upon amount; or (e) the pending objection to the Disputed Claim is voluntarily withdrawn by the Debtors or overruled by the Bankruptcy Court (each, a "Resolution Event"); provided, however, that if the Claim is objected to on a reduce and allow basis, such Entity shall receive a Ballot and be entitled to vote such Claim in the amount asserted by the Debtors. No later than two Business Days after a Resolution Event, the Claims and Solicitation Agent shall distribute a Ballot and a pre-addressed, postage pre-paid envelope to the relevant holder of the Disputed Claim, which must be returned to the Claims and Solicitation Agent by no later than the Voting Deadline. If an objection to a Disputed Claim was filed by the Debtors after the Voting Record Date but not less than 28 days prior to the Confirmation Hearing, the Ballot of the holder of such Disputed Claim will not be counted absent a Resolution Event taking place prior to the Confirmation Hearing.

3 Holders of Claims must contact the Claims and Solicitation Agent directly by mail or by telephone at the contact information set forth above to obtain a Ballot.

8. **Discharge, Release, and Injunction Language in the Plan.** YOU ARE ADVISED TO CAREFULLY REVIEW AND CONSIDER THE PLAN, INCLUDING THE DISCHARGE, RELEASE, AND INJUNCTION PROVISIONS SET FORTH IN ARTICLE VIII OF THE PLAN, AS YOUR RIGHTS MAY BE AFFECTED.

9. **Plan Supplement**. The Debtors intend to file a Plan Supplement prior to the Confirmation Hearing that includes, among other things, the list of assumed Executory Contracts (with associated Cure amounts, if any), and a description of retained Causes of Action. The Debtors do not intend to serve copies of the Plan Supplement; however, the Plan Supplement may be obtained from the Claims and Solicitation Agent, whose contact information is set forth in Paragraph 6 above. After filing the Plan Supplement, the Debtors will send a separate notice advising applicable counterparties to Executory Contracts listed in the Plan Supplement that their respective contracts are being assumed under the Plan and setting forth the proposed Cure amounts, if any, associated therewith.

EXHIBIT 4

Ballots

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
NORTH AMERICAN PETROLEUM CORPORATION USA, *et al.*,[1]	)	Case No. 10-11707 (CSS)
	)	Jointly Administered
Debtors.	)	

BALLOT FOR ACCEPTING OR REJECTING THE FIRST AMENDED
<u>JOINT CHAPTER 11 PLAN OF NORTH AMERICAN PETROLEUM CORPORATION USA, ET AL.</u>

<u>Class 3 Petroflow General Unsecured Claims</u>

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR COMPLETING THIS BALLOT CAREFULLY <u>BEFORE</u> COMPLETING THIS BALLOT.

THIS BALLOT MUST BE COMPLETED, EXECUTED, AND RETURNED SO THAT IT IS <u>ACTUALLY</u> <u>RECEIVED</u> BY THE CLAIMS AND SOLICITATION AGENT PRIOR TO 5:00 P.M. PREVAILING EASTERN TIME ON SEPTEMBER 2, 2011 (THE "<u>VOTING DEADLINE</u>").

The above-captioned debtors and debtors in possession (collectively, the "<u>Debtors</u>") are soliciting votes with respect to the *First Amended Joint Chapter 11 Plan of North American Petroleum Corporation USA, et al.* (the "<u>Plan</u>"), as set forth in the *Disclosure Statement for the First Amended Joint Chapter 11 Plan of North American Petroleum Corporation USA, et al.* (the "<u>Disclosure Statement</u>"). Pursuant to the *Order (A) Approving the Adequacy of the Debtors' Disclosure Statement; (B) Approving Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Proposed Plan of Reorganization; (C) Approving the Form of Various Ballots and Notices in Connection Therewith; and (D) Scheduling Certain Dates with Respect Thereto* (the "<u>Disclosure Statement Order</u>") [Docket No. ___] entered by the Bankruptcy Court on July 29, 2011, the Bankruptcy Court has found that the Disclosure Statement contains "adequate information" as set forth in section 1125 of the Bankruptcy Code and has approved the Disclosure Statement and certain other materials related to the solicitation of acceptances of the Plan. The Bankruptcy Court's approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan, Disclosure Statement, or Disclosure Statement Order, as applicable.

You are receiving this Ballot because the Debtors' records indicate that, as of July 29, 2011 (the "<u>Voting Record Date</u>"), you are a direct holder of a Class 3 Petroflow General Unsecured Claim under the Plan. Accordingly, you have a right to vote to accept or reject the Plan.

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: 525 South Main Street, Suite 1120, Tulsa, Oklahoma 74103, Attn.: Louis G. Schott.

Your rights are described in the Disclosure Statement, which is included in the Solicitation Package you are receiving with this Ballot (as well as the Plan, Disclosure Statement Order, and certain other materials). If you received Solicitation Package materials in CD-ROM format and desire paper copies, or if you need to obtain additional solicitation materials, you may contact the Debtors' claims and solicitation agent, Epiq Bankruptcy Solutions, LLC (the "Claims and Solicitation Agent"), by: (a) accessing the Debtors' restructuring website at http://dm.epiq11.com/NAP, (b) writing to NAPCUS Ballot Processing c/o Epiq Bankruptcy Solutions, LLC, FDR Station, P.O. Box 5014, New York, New York 10150-5014; or (c) calling the Claims and Solicitation Agent at (646) 282-2400.

This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Claims and Solicitation Agent immediately at the address or telephone number set forth above.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your Claim. Your Claim has been placed in Class 3 Petroflow General Unsecured Claims under the Plan.

In order to ensure that your vote is counted, you must: (a) complete this Ballot; (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 below; and (c) sign and return this Ballot to the address set forth on the enclosed pre-addressed envelope or to the addresses set forth below so that it is actually received by the Claims and Solicitation Agent prior to the Voting Deadline, which is 5:00 p.m. prevailing Eastern Time on September 2, 2011. If the Bankruptcy Court confirms the Plan, you will be bound by the Plan regardless of whether you vote.

Item 1. Amount of Claim.

The undersigned hereby certifies that as of the Voting Record Date, the undersigned was the holder of Class 3 Petroflow General Unsecured Claims against the Debtors in the following aggregate unpaid principal amount (insert amount in box below):

$__________

Item 2. Vote on Plan.

The holder of the Class 3 Petroflow General Unsecured Claims against the Debtors set forth in Item 1 votes to (please check one):

☐ **ACCEPT** (vote FOR) the Plan ☐ **REJECT** (vote AGAINST) the Plan

Any Ballot that is executed by the holder of a Claim but is not marked to accept or reject the Plan or is marked both to accept and reject the Plan will not be counted.

<u>IMPORTANT INFORMATION REGARDING RELEASES BY HOLDERS OF CLAIMS AND INTERESTS</u>:

BY VOTING TO ACCEPT THE PLAN, YOU AGREE TO BE SUBJECT TO THE RELEASE IN SECTION 8.5 OF THE PLAN, WHICH PROVIDES:

8.5 Releases by Holders of Claims and Interests.

As of the Effective Date, to the fullest extent permitted by law, the Releasing Parties shall be deemed to have conclusively, absolutely, unconditionally, irrevocably, and forever, released and discharged the Debtors, Reorganized NAPCUS, the Estates, and the Released Parties from any and all Claims, Interests, obligations, rights, liabilities, actions, causes of action, choses in action, suits, debts, damages, dues, sums of money, accounts, reckonings, bonds, bills, specialties, covenants, contracts, controversies, agreements, promises, variances, trespasses, damages, judgments, remedies, rights of set-off, third-party claims, subrogation claims, contribution claims, reimbursement claims, indemnity claims, counterclaims, and crossclaims (including all claims and actions against any Entities under the Bankruptcy Code) whatsoever, whether for tort, fraud, contract, violations of federal or state securities laws, or otherwise, including any derivative Claims, asserted on behalf of the Debtors, whether known or unknown, foreseen or unforeseen, existing or hereinafter arising, in law, equity, or otherwise, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or in any way relating to, or in any manner arising from, in whole or in part, the Debtors, the Debtors' restructuring, the Chapter 11 Cases, the purchase, sale, or rescission of the purchase or sale of any Security of the Debtors or Reorganized NAPCUS, the subject matter of, or the transactions or events giving rise to, any Claim or Interest that is treated in the Plan, the business or contractual arrangements between any Debtor and any Released Party, the restructuring of Claims and Interests prior to or in the Chapter 11 Cases, the negotiation, formulation, or preparation of the Plan, the Disclosure Statement, the Plan Supplement, or related agreements, instruments, or other documents, upon any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date of the Plan. Notwithstanding anything to the contrary in the foregoing, the release set forth above does not release any post-Effective Date obligations of any party under the Plan or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan. For the avoidance of doubt, nothing in this paragraph shall in any way affect the operation of <u>Section 8.1</u> of the Plan, pursuant to section 1141(d) of the Bankruptcy Code.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the release set forth in <u>Section 8.5</u>, which includes by reference each of the related provisions and definitions contained herein, and further, shall constitute the Bankruptcy Court's finding that such release is: (a) in exchange for the good and valuable consideration provided by the Debtors, Reorganized NAPCUS, the Estates, and the Released Parties; (b) a good faith settlement and compromise of the Claims released by <u>Section 8.5</u>; (c) in the best interests of the Debtors and all holders of Claims and Interests; (d) fair, equitable, and reasonable; (e) given and made after due notice and opportunity for hearing; and (f) a bar to any Entity granting a release under <u>Section 8.5</u> from asserting any Claim or Cause of Action released by <u>Section 8.5</u>.

If you would like to vote to accept the Plan *but* not be subject to the above release provision, please indicate so by checking this box: ☐.

<u>Item 3</u>. Certifications.

By signing this Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors that:

(a) either: (i) the Entity is the holder of the Class 3 Petroflow General Unsecured Claims being voted, or (ii) the Entity is an authorized signatory for an Entity that is a holder of the Class 3 Claims being voted;

(b) the Entity has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;

(c) the Entity has cast the same vote with respect to all Class 3 Petroflow General Unsecured Claims; and

(d) no other Ballots with respect to the amount of the Class 3 Petroflow General Unsecured Claims identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claims, then any such earlier Ballots are hereby revoked.

Name of Holder:	______________________ (Print or Type)
Social Security (Last 4 Digits) or Federal Tax Identification Number:	______________________
Signature:	______________________
Name of Signatory:	______________________ (If Other Than Holder)
Title:	______________________
Address:	______________________
	______________________
	______________________
Date Completed:	______________________

PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED TO:

VIA FIRST CLASS MAIL NAPCUS Ballot Processing c/o Epiq Bankruptcy Solutions, LLC FDR Station, P.O. Box 5014 New York, New York 10150-5014
VIA OVERNIGHT MAIL or HAND DELIVERY NAPCUS Ballot Processing c/o Epiq Bankruptcy Solutions LLC 757 Third Avenue, 3rd Floor New York, New York 10017

IF THE CLAIMS AND SOLICITATION AGENT DOES NOT ACTUALLY RECEIVE THIS BALLOT PRIOR TO THE VOTING DEADLINE, WHICH IS 5:00 P.M. PREVAILING EASTERN TIME ON SEPTEMBER 2, 2011, AND IF THE VOTING DEADLINE IS NOT EXTENDED, YOUR VOTE OR ELECTION TRANSMITTED HEREBY WILL NOT BE COUNTED.

Class 3 Petroflow General Unsecured Claims

INSTRUCTIONS FOR COMPLETING THIS BALLOT

1. The Debtors are soliciting the votes of holders of Claims with respect to the Plan attached as Exhibit A to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions (the "Ballot Instructions") but not otherwise defined therein or herein shall have the meaning set forth in the Plan, the Disclosure Statement, or the *Order (A) Approving the Adequacy of the Debtors' Disclosure Statement; (B) Approving Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Proposed Plan of Reorganization; (C) Approving the Form of Various Ballots and Notices in Connection Therewith; and (D) Scheduling Certain Dates with Respect Thereto* (the "Disclosure Statement Order") [Docket No. ___] entered by the Bankruptcy Court on July 29, 2011, as applicable, copies of which also accompany the Ballot.

2. **The Bankruptcy Court may confirm the Plan and thereby bind you, if it is accepted by the holders of two-thirds in amount and more than one-half in number of Claims in each Impaired Class of Claims entitled to vote on the Plan. In the event the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if it finds that the Plan accords fair and equitable treatment to the Class or Classes that have rejected the Plan and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.**

3. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) sign and return the Ballot to the address set forth on the enclosed pre-addressed envelope so that it is actually received by the Claims and Solicitation Agent prior to 5:00 p.m. prevailing Eastern Time on September 2, 2011 (the "Voting Deadline").

4. If a Ballot is received after the Voting Deadline, and if the Voting Deadline is not extended, it will not be counted unless otherwise determined by the Debtors in their sole and absolute discretion. Additionally, the following **Ballots will NOT be counted**:

   - any Ballot that partially rejects and partially accepts the Plan;
   - Ballots sent to any of the Debtors, the Debtors' agents (other than the Claims and Solicitation Agent), any indenture trustee, or the Debtors' financial or legal advisors;
   - Ballots sent by facsimile, e-mail, or any other electronic means;
   - any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
   - any Ballot cast by an Entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
   - any Ballot cast for a Claim scheduled as contingent, unliquidated, or disputed for which the applicable Bar Date has passed and no Proof of Claim was timely filed;
   - any unsigned Ballot or Ballot lacking an original signature;
   - any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan; and
   - any Ballot submitted by any Entity not entitled to vote pursuant to the Solicitation Procedures.

5. The method of delivery of Ballots to the Claims and Solicitation Agent is at the election and risk of each holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Claims and Solicitation Agent **actually receives** the originally executed Ballot. Instead of effecting delivery by first-class mail, it is recommended, though not required, that holders use an overnight or hand delivery service. In all cases, holders should allow sufficient time to assure timely delivery.

6. If multiple Ballots are received from the same holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last properly completed Ballot timely received will be deemed to reflect that voter's intent and will supersede and revoke any prior Ballot.

7. You must vote all of your Claims within a particular Class either to accept or reject the Plan and may not split your vote. Further, if a holder has multiple Claims within the same Class, the Debtors may, in their discretion, aggregate the Claims of any particular holder within a Class for the purpose of counting votes.

8. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, holders of Claims should not surrender Certificates or instruments representing or evidencing their Claims, and neither the Debtors nor the Claims and Solicitation Agent will accept delivery of any such Certificates or instruments surrendered together with a Ballot.

9. This Ballot does not constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.

10. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, or officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Claims and Solicitation Agent, the Debtors, or the Bankruptcy Court, must submit proper evidence to the requesting party of your authority to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

11. If you hold Claims in more than one Class under the Plan you may receive more than one Ballot coded for each different Class. Each Ballot votes only your Claims indicated on that Ballot, so please complete and return each Ballot you received.

12. After the Voting Deadline, no Ballot may be withdrawn or modified without the prior written consent of the Debtors.

<u>PLEASE MAIL YOUR BALLOT PROMPTLY!</u>

<u>PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND RETURN IT PROMPTLY TO:</u>

VIA FIRST CLASS MAIL
NAPCUS Ballot Processing, c/o Epiq Bankruptcy Solutions, LLC FDR Station, P.O. Box 5014 New York, New York 10150-5014
VIA OVERNIGHT MAIL or HAND DELIVERY
NAPCUS Ballot Processing c/o Epiq Bankruptcy Solutions LLC 757 Third Avenue, 3rd Floor New York, New York 10017

<u>IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT, THESE VOTING INSTRUCTIONS, OR THE PROCEDURES FOR VOTING, PLEASE CALL THE CLAIMS AND SOLICITATION AGENT AT: (646) 282-2400.</u>

IF THE CLAIMS AND SOLICITATION AGENT DOES NOT <u>ACTUALLY</u> <u>RECEIVE</u> THIS BALLOT PRIOR TO THE VOTING DEADLINE, WHICH IS 5:00 P.M. PREVAILING EASTERN TIME ON SEPTEMBER 2, 2011, AND IF THE VOTING DEADLINE IS NOT EXTENDED, YOUR VOTE OR ELECTION TRANSMITTED HEREBY WILL NOT BE COUNTED.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
NORTH AMERICAN PETROLEUM CORPORATION USA, *et al.*,[1]	)	Case No. 10-11707 (CSS)
	)	Jointly Administered
Debtors.	)	

BALLOT FOR ACCEPTING OR REJECTING THE FIRST AMENDED
JOINT CHAPTER 11 PLAN OF NORTH AMERICAN PETROLEUM CORPORATION USA, ET AL.

Class 4 NAPCUS General Unsecured Claims

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR COMPLETING THIS BALLOT CAREFULLY BEFORE COMPLETING THIS BALLOT.

THIS BALLOT MUST BE COMPLETED, EXECUTED, AND RETURNED SO THAT IT IS ACTUALLY RECEIVED BY THE CLAIMS AND SOLICITATION AGENT PRIOR TO 5:00 P.M. PREVAILING EASTERN TIME ON SEPTEMBER 2, 2011 (THE "VOTING DEADLINE").

The above-captioned debtors and debtors in possession (collectively, the "Debtors") are soliciting votes with respect to the *First Amended Joint Chapter 11 Plan of North American Petroleum Corporation USA, et al.* (the "Plan"), as set forth in the *Disclosure Statement for the First Amended Joint Chapter 11 Plan of North American Petroleum Corporation USA, et al.* (the "Disclosure Statement"). Pursuant to the *Order (A) Approving the Adequacy of the Debtors' Disclosure Statement; (B) Approving Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Proposed Plan of Reorganization; (C) Approving the Form of Various Ballots and Notices in Connection Therewith; and (D) Scheduling Certain Dates with Respect Thereto* (the "Disclosure Statement Order") [Docket No. ___] entered by the Bankruptcy Court on July 29, 2011, the Bankruptcy Court has found that the Disclosure Statement contains "adequate information" as set forth in section 1125 of the Bankruptcy Code and has approved the Disclosure Statement and certain other materials related to the solicitation of acceptances of the Plan. The Bankruptcy Court's approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan, Disclosure Statement, or Disclosure Statement Order, as applicable.

You are receiving this Ballot because the Debtors' records indicate that, as of July 29, 2011 (the "Voting Record Date"), you are a direct holder of a Class 4 NAPCUS General Unsecured Claim under the Plan. Accordingly, you have a right to vote to accept or reject the Plan.

[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: 525 South Main Street, Suite 1120, Tulsa, Oklahoma 74103, Attn.: Louis G. Schott.

K&E 19095778

Your rights are described in the Disclosure Statement, which is included in the Solicitation Package you are receiving with this Ballot (as well as the Plan, Disclosure Statement Order, and certain other materials). If you received Solicitation Package materials in CD–ROM format and desire paper copies, or if you need to obtain additional solicitation materials, you may contact the Debtors' claims and solicitation agent, Epiq Bankruptcy Solutions, LLC (the "Claims and Solicitation Agent"), by: (a) accessing the Debtors' restructuring website at http://dm.epiq11.com/NAP, (b) writing to NAPCUS Ballot Processing c/o Epiq Bankruptcy Solutions, LLC, FDR Station, P.O. Box 5014, New York, New York 10150-5014; or (c) calling the Claims and Solicitation Agent at (646) 282-2400.

This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Claims and Solicitation Agent immediately at the address or telephone number set forth above.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your Claim. Your Claim has been placed in Class 4 NAPCUS General Unsecured Claims under the Plan.

In order to ensure that your vote is counted, you must: (a) complete this Ballot; (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 below; and (c) sign and return this Ballot to the address set forth on the enclosed pre-addressed envelope or to the addresses provided below so that it is actually received by the Claims and Solicitation Agent prior to the Voting Deadline, which is 5:00 p.m. prevailing Eastern Time on September 2, 2011. If the Bankruptcy Court confirms the Plan, you will be bound by the Plan regardless of whether you vote.

Item 1. Amount of Claim.

The undersigned hereby certifies that as of the Voting Record Date, the undersigned was the holder of Class 4 NAPCUS General Unsecured Claims against the Debtors in the following aggregate unpaid principal amount (insert amount in box below):

$____________

Item 2. Vote on Plan and Distribution Election.

(a) Voting

The holder of the Class 4 NAPCUS General Unsecured Claims against the Debtors set forth in Item 1 votes to (please check one):

☐ **ACCEPT** (vote FOR) the Plan	☐ **REJECT** (vote AGAINST) the Plan

Any Ballot that is executed by the holder of a Claim but is not marked to accept or reject the Plan or is marked both to accept and reject the Plan will not be counted.

<u>IMPORTANT INFORMATION REGARDING RELEASES BY HOLDERS OF CLAIMS AND INTERESTS</u>:

BY VOTING TO ACCEPT THE PLAN, YOU AGREE TO BE SUBJECT TO THE RELEASE IN SECTION 8.5 OF THE PLAN, WHICH PROVIDES:

8.5 Releases by Holders of Claims and Interests.

As of the Effective Date, to the fullest extent permitted by law, the Releasing Parties shall be deemed to have conclusively, absolutely, unconditionally, irrevocably, and forever, released and discharged the Debtors, Reorganized NAPCUS, the Estates, and the Released Parties from any and all Claims, Interests, obligations, rights, liabilities, actions, causes of action, choses in action, suits, debts, damages, dues, sums of money, accounts, reckonings, bonds, bills, specialties, covenants, contracts, controversies, agreements, promises, variances, trespasses, damages, judgments, remedies, rights of set-off, third-party claims, subrogation claims, contribution claims, reimbursement claims, indemnity claims, counterclaims, and crossclaims (including all claims and actions against any Entities under the Bankruptcy Code) whatsoever, whether for tort, fraud, contract, violations of federal or state securities laws, or otherwise, including any derivative Claims, asserted on behalf of the Debtors, whether known or unknown, foreseen or unforeseen, existing or hereinafter arising, in law, equity, or otherwise, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or in any way relating to, or in any manner arising from, in whole or in part, the Debtors, the Debtors' restructuring, the Chapter 11 Cases, the purchase, sale, or rescission of the purchase or sale of any Security of the Debtors or Reorganized NAPCUS, the subject matter of, or the transactions or events giving rise to, any Claim or Interest that is treated in the Plan, the business or contractual arrangements between any Debtor and any Released Party, the restructuring of Claims and Interests prior to or in the Chapter 11 Cases, the negotiation, formulation, or preparation of the Plan, the Disclosure Statement, the Plan Supplement, or related agreements, instruments, or other documents, upon any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date of the Plan. Notwithstanding anything to the contrary in the foregoing, the release set forth above does not release any post-Effective Date obligations of any party under the Plan or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan. For the avoidance of doubt, nothing in this paragraph shall in any way affect the operation of <u>Section 8.1</u> of the Plan, pursuant to section 1141(d) of the Bankruptcy Code.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the release set forth in <u>Section 8.5</u>, which includes by reference each of the related provisions and definitions contained herein, and further, shall constitute the Bankruptcy Court's finding that such release is: (a) in exchange for the good and valuable consideration provided by the Debtors, Reorganized NAPCUS, the Estates, and the Released Parties; (b) a good faith settlement and compromise of the Claims released by <u>Section 8.5</u>; (c) in the best interests of the Debtors and all holders of Claims and Interests; (d) fair, equitable, and reasonable; (e) given and made after due notice and opportunity for hearing; and (f) a bar to any Entity granting a release under <u>Section 8.5</u> from asserting any Claim or Cause of Action released by <u>Section 8.5</u>.

If you would like to vote to accept the Plan *but* not be subject to the above release provision, please indicate so by checking this box: □.

(b) Distribution Election

As set forth in the Plan, the holder of a Class 4 NAPCUS General Unsecured Claim may, instead of being paid in Cash, elect to receive shares of Reorganized NAPCUS Series B Convertible Preferred Stock on account of its Allowed Class 4 Claim. Regardless of this election, if the Allowed Class 4 Claims of holders receiving Cash in exchange for their Allowed Class 4 Claims in aggregate exceed a value of $500,000 (or such higher amount as may later be agreed by the Debtors and the Creditors' Committee), each such holder shall on account of its Allowed Class 4 Claim receive (a) its pro rata share of $500,000 (or such higher amount as may later be agreed by the Debtors and the Creditors' Committee) in Cash, based on the pool of Allowed Class 4 Claims of holders receiving Cash, and (b) shares of Reorganized NAPCUS Series B Convertible Preferred Stock of a value in aggregate equal to that portion of such holder's Allowed Class 4 Claim not paid in Cash.

The Debtors give no assurance that the maximum aggregate amount of Cash that will be paid to holders of Class 4 Claims who do not elect a stock recovery will be any amount other than $500,000.

The holder of the Class 4 NAPCUS General Unsecured Claims against the Debtors set forth in Item 1 elects (please check one):

☐	**Reorganized NAPCUS Series B Convertible Preferred Stock**	☐	**Cash**

Any Ballot that is executed by the holder of an Allowed Claim where either (a) no election regarding distribution of Cash or Reorganized NAPCUS Series B Convertible Preferred Stock has been made or (b) both elections have been made, will result in the holder of such Allowed Claim receiving treatment under the Plan as if it had elected a Cash distribution.

Item 3. Certifications.

By signing this Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors that:

(a) either: (i) the Entity is the holder of the Class 4 NAPCUS General Unsecured Claims being voted, or (ii) the Entity is an authorized signatory for an Entity that is a holder of the Class 4 Claims being voted;

(b) the Entity has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;

(c) the Entity has cast the same vote with respect to all Class 4 NAPCUS General Unsecured Claims; and

(d) no other Ballots with respect to the amount of the Class 4 NAPCUS General Unsecured Claims identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claims, then any such earlier Ballots are hereby revoked.

Name of Holder:	(Print or Type)
Social Security (Last 4 Digits) or Federal Tax Identification Number:	
Signature:	
Name of Signatory:	(If Other Than Holder)
Title:	
Address:	
Date Completed:	

PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED TO:

VIA FIRST CLASS MAIL NAPCUS Ballot Processing, c/o Epiq Bankruptcy Solutions, LLC FDR Station, P.O. Box 5014 New York, New York 10150-5014
VIA OVERNIGHT MAIL or HAND DELIVERY NAPCUS Ballot Processing c/o Epiq Bankruptcy Solutions LLC 757 Third Avenue, 3rd Floor New York, New York 10017

IF THE CLAIMS AND SOLICITATION AGENT DOES NOT ACTUALLY RECEIVE THIS BALLOT PRIOR TO THE VOTING DEADLINE, WHICH IS 5:00 P.M. PREVAILING EASTERN TIME ON SEPTEMBER 2, 2011, AND IF THE VOTING DEADLINE IS NOT EXTENDED, YOUR VOTE OR ELECTION TRANSMITTED HEREBY WILL NOT BE COUNTED.

Class 4 NAPCUS General Unsecured Claims

INSTRUCTIONS FOR COMPLETING THIS BALLOT

1. The Debtors are soliciting the votes of holders of Claims with respect to the Plan attached as Exhibit A to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions (the "Ballot Instructions") but not otherwise defined therein or herein shall have the meaning set forth in the Plan, the Disclosure Statement, or the *Order (A) Approving the Adequacy of the Debtors' Disclosure Statement; (B) Approving Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Proposed Plan of Reorganization; (C) Approving the Form of Various Ballots and Notices in Connection Therewith; and (D) Scheduling Certain Dates with Respect Thereto* (the "Disclosure Statement Order") [Docket No. ___] entered by the Bankruptcy Court on July 29, 2011, as applicable, copies of which also accompany the Ballot.

2. **The Bankruptcy Court may confirm the Plan and thereby bind you, if it is accepted by the holders of two-thirds in amount and more than one-half in number of Claims in each Impaired Class of Claims entitled to vote on the Plan. In the event the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if it finds that the Plan accords fair and equitable treatment to the Class or Classes that have rejected the Plan and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.**

3. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) sign and return the Ballot to the address set forth on the enclosed pre-addressed envelope or to the addresses provided below so that it is actually received by the Claims and Solicitation Agent prior to 5:00 p.m. prevailing Eastern Time on September 2, 2011 (the "Voting Deadline").

4. If a Ballot is received after the Voting Deadline, and if the Voting Deadline is not extended, it will not be counted unless otherwise determined by the Debtors in their sole and absolute discretion. Additionally, the following **Ballots will NOT be counted**:

   - any Ballot that partially rejects and partially accepts the Plan;
   - Ballots sent to any of the Debtors, the Debtors' agents (other than the Claims and Solicitation Agent), any indenture trustee, or the Debtors' financial or legal advisors;
   - Ballots sent by facsimile, e-mail, or any other electronic means;
   - any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
   - any Ballot cast by an Entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
   - any Ballot cast for a Claim scheduled as contingent, unliquidated, and/or disputed for which the applicable Bar Date has passed and no Proof of Claim was timely filed;
   - any unsigned Ballot or Ballot lacking an original signature;
   - any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan; and
   - any Ballot submitted by any Entity not entitled to vote pursuant to the Solicitation Procedures.

5. The method of delivery of Ballots to the Claims and Solicitation Agent is at the election and risk of each holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Claims and Solicitation Agent **actually receives** the originally executed Ballot. Instead of effecting delivery by first-class mail, it is recommended, though not required, that holders use an overnight or hand delivery service. In all cases, holders should allow sufficient time to assure timely delivery.

6. If multiple Ballots are received from the same holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last properly completed Ballot timely received will be deemed to reflect that voter's intent and will supersede and revoke any prior Ballot.

7. You must vote all of your Claims within a particular Class either to accept or reject the Plan and may not split your vote. Further, if a holder has multiple Claims within the same Class, the Debtors may, in their discretion, aggregate the Claims of any particular holder within a Class for the purpose of counting votes.

8. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, holders of Claims should not surrender Certificates or instruments representing or evidencing their Claims, and neither the Debtors nor the Claims and Solicitation Agent will accept delivery of any such Certificates or instruments surrendered together with a Ballot.

9. This Ballot does not constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.

10. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, or officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Claims and Solicitation Agent, the Debtors, or the Bankruptcy Court, must submit proper evidence to the requesting party of your authority to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

11. If you hold Claims in more than one Class under the Plan you may receive more than one Ballot coded for each different Class. Each Ballot votes only your Claims indicated on that Ballot, so please complete and return each Ballot you received.

12. After the Voting Deadline, no Ballot may be withdrawn or modified without the prior written consent of the Debtors.

PLEASE MAIL YOUR BALLOT PROMPTLY!

PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND RETURN IT PROMPTLY TO:

VIA FIRST CLASS MAIL NAPCUS Ballot Processing, c/o Epiq Bankruptcy Solutions, LLC FDR Station, P.O. Box 5014 New York, New York 10150-5014
VIA OVERNIGHT MAIL or HAND DELIVERY NAPCUS Ballot Processing c/o Epiq Bankruptcy Solutions LLC 757 Third Avenue, 3rd Floor New York, New York 10017

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT, THESE VOTING INSTRUCTIONS, OR THE PROCEDURES FOR VOTING, PLEASE CALL THE CLAIMS AND SOLICITATION AGENT AT: (646) 282-2400.

IF THE CLAIMS AND SOLICITATION AGENT DOES NOT ACTUALLY RECEIVE THIS BALLOT PRIOR TO THE VOTING DEADLINE, WHICH IS 5:00 P.M. PREVAILING EASTERN TIME ON SEPTEMBER 2, 2011, AND IF THE VOTING DEADLINE IS NOT EXTENDED, YOUR VOTE OR ELECTION TRANSMITTED HEREBY WILL NOT BE COUNTED.

EXHIBIT 5-A

Notice of Non-Voting Status With Respect to Unclassified Claims and Unimpaired Classes Presumed to Accept the Plan

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
NORTH AMERICAN PETROLEUM CORPORATION USA, *et al.*,[1]	)	Case No. 10-11707 (CSS)
	)	Jointly Administered
Debtors.	)	

NOTICE OF NON-VOTING STATUS WITH RESPECT TO UNCLASSIFIED CLAIMS AND UNIMPAIRED CLASSES PRESUMED TO ACCEPT THE PLAN

PLEASE TAKE NOTICE THAT on July 29, 2011, the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") entered the *Order (A) Approving the Adequacy of the Debtors' Disclosure Statement; (B) Approving Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Proposed Plan of Reorganization; (C) Approving the Form of Various Ballots and Notices in Connection Therewith; and (D) Scheduling Certain Dates with Respect Thereto* [Docket No. ___] (the "Disclosure Statement Order") that, among other things, (a) approved the adequacy of the *Disclosure Statement for the First Amended Joint Chapter 11 Plan of North American Petroleum Corporation USA, et al.* (as may be amended from time to time and including all exhibits and supplements thereto, the "Disclosure Statement") filed in support of the *First Amended Joint Chapter 11 Plan of North American Petroleum Corporation USA, et al.* (as may be amended from time to time and including all exhibits and supplements, the "Plan") and (b) authorized the above-captioned debtors and debtors in possession (collectively, the "Debtors") to solicit acceptances or rejections of the Plan from holders of Impaired Claims who are (or may be) entitled to receive distributions under the Plan.[2]

The Plan, Disclosure Statement, Disclosure Statement Order, and other documents and materials included in the Solicitation Package (except the Ballots) may be obtained from the Debtors' claims and solicitation agent, Epiq Bankruptcy Solutions, LLC (the "Claims and

[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: 525 South Main Street, Suite 1120, Tulsa, Oklahoma 74103, Attn.: Louis G. Schott.

[2] Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan, the Disclosure Statement, or the Disclosure Statement Order, as applicable.

Solicitation Agent"), by: (a) accessing the Debtors' restructuring website at http://dm.epiq11.com/NAP, (b) writing to NAPCUS Ballot Processing c/o Epiq Bankruptcy Solutions, LLC, FDR Station, P.O. Box 5014, New York, New York 10150-5014; or (c) calling the Claims and Solicitation Agent at (646) 282-2400.

You are receiving this notice because, under the terms of either Article II or Article III of the Plan: (a) your Claims are unclassified pursuant to section 1123(a)(1) of the Bankruptcy Code under the Plan; or (b) your Claims are unimpaired and, therefore, in accordance with section 1126(f) of the Bankruptcy Code, you are (i) presumed to have accepted the Plan and (ii) not entitled to vote on the Plan.

Accordingly, the Debtors have provided you with a copy of (a) this notice and (b) the *Notice of (A) Approval of Adequacy of Disclosure Statement, (B) Solicitation Procedures and Voting Procedures, (C) the Objection and Voting Deadlines, and (D) the Hearing to Confirm the Debtors' Plan of Reorganization* for informational purposes only.

If you have any questions about the status of your Claims, you should contact the Claims and Solicitation Agent in accordance with the instructions provided above.

EXHIBIT 5-B

Notice of Non-Voting Status With Respect to Impaired Classes Deemed to Reject the Plan

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
NORTH AMERICAN PETROLEUM CORPORATION USA, *et al.*,[1]	)	Case No. 10-11707 (CSS)
	)	Jointly Administered
Debtors.	)	

NON-VOTING STATUS NOTICE WITH RESPECT TO IMPAIRED CLASSES DEEMED TO REJECT THE PLAN

PLEASE TAKE NOTICE THAT on July 29, 2011, the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") entered the *Order (A) Approving the Adequacy of the Debtors' Disclosure Statement; (B) Approving Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Proposed Plan of Reorganization; (C) Approving the Form of Various Ballots and Notices in Connection Therewith; and (D) Scheduling Certain Dates with Respect Thereto* [Docket No. ___] (the "Disclosure Statement Order") that, among other things, (a) approved the adequacy of the *Disclosure Statement for the First Amended Joint Chapter 11 Plan of North American Petroleum Corporation USA, et al.* (as may be amended from time to time and including all exhibits and supplements thereto, the "Disclosure Statement") filed in support of the *First Amended Joint Chapter 11 Plan of North American Petroleum Corporation USA, et al.* (as may be amended from time to time and including all exhibits and supplements, the "Plan") and (b) authorized the above-captioned debtors and debtors in possession (collectively, the "Debtors") to solicit acceptances or rejections of the Plan from holders of Impaired Claims who are (or may be) entitled to receive distributions under the Plan.[2]

The Plan, Disclosure Statement, Disclosure Statement Order, and other documents and materials included in the Solicitation Package (except the Ballots) may be obtained from the Debtors' claims and solicitation agent, Epiq Bankruptcy Solutions, LLC (the "Claims and

[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: 525 South Main Street, Suite 1120, Tulsa, Oklahoma 74103, Attn: Louis Schott.

[2] Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan, the Disclosure Statement, or the Disclosure Statement Order, as applicable.

Solicitation Agent"), by: (a) accessing the Debtors' restructuring website at http://dm.epiq11.com/NAP/Project/default.aspx; (b) writing to NAPCUS Ballot Processing c/o Epiq Bankruptcy Solutions, LLC, FDR Station, P.O. Box 5014, New York, New York 10150-5014; or (c) calling the Claims and Solicitation Agent at (646) 282-2400. Inquiries concerning the treatment of equity holders under the Plan may be directed to counsel for the Official Committee of Equity Security Holders, Curtis, Mallet-Prevost, Colt & Mosle LLP, by: (a) calling Steven J. Reisman, Timothy A. Barnes or Peter J. Buenger at (212) 696-6000; or (b) emailing sreisman@curtis.com, tbarnes@curtis.com, or pbuenger@curtis.com.

You are receiving this notice because, under the terms of Article III of the Plan, your Interests in the Debtors will be treated as impaired under the Plan and you are (a) deemed to have rejected the Plan and (b) not entitled to vote on the Plan.

Nonetheless, the Plan contemplates the issuance of new common stock (the "Reorganized NAPCUS Common Stock") in a new consolidated entity ("Reorganized NAPCUS"), to be distributed to certain current holders of equity interests (the "Petroflow Interests") in Petroflow Energy Ltd. The Plan is structured to assure that Reorganized NAPCUS is not subject to public company reporting obligations in the U.S. or Canada after the Debtors' emergence from chapter 11. To this end, under the Plan, Petroflow Interests holders who hold 250,000 or more shares of Petroflow common stock will receive shares of Reorganized NAPCUS Common Stock on the effective date of the Plan (the "Effective Date"), or as soon as practicable thereafter.[3] All other Petroflow Interests holders (the "Petroflow Other Interests") will be paid Reorganized NAPCUS Common Stock or the cash equivalent. The date for payment of the Petroflow Other Interests will be no later than the second anniversary of the Effective Date. Whether Petroflow Other Interests receive Reorganized NAPCUS Common Stock or the cash equivalent will be determined by Reorganized NAPCUS and based, in part, on Reorganized NAPCUS's having fulfilled, or obtained an exemption from, any applicable public reporting or registration requirements under applicable United States securities laws and regulations and Canadian securities laws and regulations. ***The right of holders of Petroflow Other Interests to receive Reorganized NAPCUS Common Stock or a cash equivalent is nontransferable.***

Because holders of Petroflow Interests are deemed to reject the Plan, the Debtors are providing you (a) this notice and (b) the *Notice of (A) Approval of Adequacy of Disclosure Statement, (B) Solicitation Procedures and Voting Procedures, (C) the Objection and Voting Deadlines, and (D) the Hearing to Confirm the Debtors' Plan of Reorganization* for informational purposes only.

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[3] On the Effective Date, or as soon as practicable thereafter, holders of 250,000 or more shares of Petroflow common stock are contemplated to receive, upon surrender of their securities, one share of Reorganized NAPCUS Common Stock for each share of Petroflow common stock held by such parties, provided that the threshold number may be adjusted while ensuring that NAPCUS remains a private, non-reporting company.

If you have any questions about the status of your Interests, you may find further information at the Debtors' restructuring website at http://dm.epiq11.com/NAP/Project/default.aspx. You may also contact the Claims and Solicitation Agent in accordance with the instructions provided above.

EXHIBIT 5-C

Share Surrender Notice

July 29, 2011

To beneficial owners of common equity interests in Petroflow Energy Ltd. and their bank, brokerage firm, or other nominee (each, a "Nominee")

Re: Surrender of Petroflow Interests and Distribution of Reorganized NAPCUS Common Stock

To Whom It May Concern:

Epiq Bankruptcy Solutions LLC ("Epiq") is acting as the notice, claims and solicitation agent in connection with the *First Amended Joint Chapter 11 Plan of North American Petroleum Corporation USA et. al.* (as may be amended, the "Plan")[1] in the chapter 11 cases of *In re North American Petroleum Corporation USA*, Case No. 10-11707 (CSS) (Bankr. D. Del.) pending in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). As you may know, the Plan contemplates the issuance of new common stock (the "Reorganized NAPCUS Common Stock") in a new consolidated entity ("Reorganized NAPCUS"), to be distributed to certain current holders of equity interests (the "Petroflow Interests") in Petroflow Energy Ltd. ("Petroflow," and, collectively with North American Petroleum Corporation USA and Prize Petroleum LLC, the "Debtors").

The Plan contemplates, and is structured to assure that, Reorganized NAPCUS is a private company (not subject to public company reporting obligations in the U.S. and Canada) after the Debtors' emergence from chapter 11. To this end, under the Plan, Petroflow Interests holders who hold a threshold number[2] or more shares of Petroflow stock will receive their pro rata share of Reorganized NAPCUS Common Stock on the effective date of the Plan (the "Effective Date"), or as soon as practicable thereafter. All other Petroflow Interests holders will receive Reorganized NAPCUS Common Stock or the cash equivalent at a date upon which certain conditions set forth in the Plan are met, which may be as early as the Effective Date (such date of distribution is referred to as the Determination Date in the Plan). ***For any holder of Petroflow Interests to receive its distribution under the Plan, such holder must comply with the share surrender and registration requirements set forth herein.***

Under the terms and subject to the conditions set forth in the Plan, the Reorganized NAPCUS Common Stock is issued under section 1145 of the Bankruptcy Code and is therefore exempt from registration under the U.S. Securities Act of 1933. Further, as Petroflow will obtain recognition of the Plan in Canada, the Reorganized NAPCUS Common Stock will be exempt from Canadian prospectus requirements.

PROCEDURES FOR REGISTRATION & PETROFLOW SHARE SURRENDER

As a condition to receiving the Reorganized NAPCUS Common Stock, the Nominee for each beneficial owner of a Petroflow Interest must take certain steps as further outlined below:

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1 **Copies of the Plan may be obtained by: (a) accessing the Debtors' restructuring website at http://dm.epiq11.com/NAP, (b) writing via first class mail to NAPCUS Ballot Processing Center, c/o Epiq Bankruptcy Solutions, LLC, FDR Station, P.O. Box 5014, New York, New York 10150-5014 or via overnight courier to NAPCUS Ballot Processing Center, c/o Epiq Bankruptcy Solutions, LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017; or (c) calling Epiq at (646) 282-2400.**

2 **Holders of 250,000 shares or more who have surrendered their positions are currently contemplated to receive their pro rata share of Reorganized NAPCUS Common Stock on the Effective Date, or as soon as practicable thereafter, provided that the threshold number may be adjusted while ensuring that NAPCUS remains a private company.**

1. The Nominee should tender the beneficial owner's Petroflow Interests through DTC's ATOP system on an account by account basis. A separate VOI number will be assigned to each account.

2. The Nominee should distribute copies of the enclosed registration instruction sheet and W-9 or W-8BEN forms, as applicable, (or the beneficial owner may obtain such documents directly from www.fbgregister.com/NAPCUS, and then contact their Nominee with respect to processing).

3. The beneficial owner should complete the registration instruction sheet, the W-9 or W-8BEN form, as applicable, and return these documents to their Nominee, as directed.

4. The Nominee must enter the requested information with respect to the beneficial owner on Epiq's website established for that purpose (www.fbgregister.com/NAPCUS) including the VOI number for the tender. The Nominee must forward to Epiq the completed W-9 or W-8BEN form to the following address, by first class mail, overnight courier, or hand delivery:

NAPCUS Ballot Processing Center
c/o Epiq Bankruptcy Solutions, LLC
757 Third Avenue, 3^{rd} Floor
New York, NY 10017

TIMING

These documents are being sent to Nominees on or about July 29, 2011. Information from the completed forms of these documents must be entered into Epiq's website set forth in step 4 above by September 28, 2011 at 5:00 PM, Eastern Time (the "Surrender Deadline"). The Debtors currently anticipate that the Plan will be confirmed on or about September 14, 2011. In order to be considered in the determination of the threshold amount, any holder of Petroflow Interests must have taken all of the steps outline above by the Surrender Deadline. The ATOP event will remain open until the Surrender Deadline, unless such deadline is extended.[3] Any holder of Petroflow Interests who holds shares of Petroflow Interests at or above the threshold amount will ***not*** receive its Reorganized NAPCUS Common Stock on the Effective Date ***unless*** such holder has completed the steps outlined above on or before the Surrender Deadline. Further, any holder of Petroflow Interests who holds shares of Petroflow Interests below the threshold amount and is, therefore, entitled to a stock or cash distribution on the Determination Date, shall ***not*** receive its cash or stock distribution to the extent such distribution is made on, or as soon as practicable after, the Effective Date ***unless*** such holder has completed the steps outlined above on or before the Surrender Deadline.

On or as soon as reasonably practicable after the Effective Date, Reorganized NAPCUS Common Stock will be issued to the holders of Petroflow Interests who are eligible to receive shares pursuant to the Plan and have completed the above steps on or before the Surrender Deadline. As soon as practicable after the Effective Date, an account statement will be provided to holders of Reorganized NAPCUS Common Stock by the transfer agent. Records will be maintained until the Determination Date for the holders of Petroflow Interests who are below the threshold amount.

LATE REGISTRATIONS

Beneficial holders of Petroflow Interests who did not complete the above steps prior to the Surrender Deadline may do so at any time up to one (1) year after the Effective Date, and the registration website

[3] **The Surrender Deadline is not likely to be extended unless there is a significant delay in the entry of the order confirming the Plan.**

will be available during that period. Holders at or above the threshold amount who complete the registration process after the Surrender Deadline will only receive their Reorganized NAPCUS Common Stock if shares are available, depending upon the composition of the shareholder list at the time. In connection with late registrations, a statement will be sent to holders whose Reorganized NAPCUS Common Stock is able to be issued, and records will be maintained until the Determination Date for those holders whose Reorganized NAPCUS Common Stock is not able to be issued.

If the beneficial owner does not fully complete the registration process within one year after the Effective Date, it will not receive its distribution of Reorganized NAPCUS Common Stock.

Except for papers filed with the Bankruptcy Court, a beneficial owner will not be entitled to any information about Reorganized NAPCUS or any other rights of a Reorganized NAPCUS Common Stock holder until they complete the registration process and receive their Reorganized NAPCUS Common Stock.

If you have any questions, please feel free to call Epiq Bankruptcy Solutions at (646) 282-2400.

Thank you.

Petroflow Interests
Registration Instruction Sheet

Please return this to your Nominee along with the W-9 or W-8BEN. If the account holds at or above the threshold amount of Petroflow Interests, this information will be used to establish the registered Reorganized NAPCUS Common Stock account in the name of the Beneficial Holder. All other Petroflow Interests holders will receive Reorganized NAPCUS Common Stock or the cash equivalent at a later date (referred to as the Determination Date in the Plan).

Name1 (Maximum 38 Characters) ______________________________

Name2 (Maximum 38 Characters) ______________________________

Contact Name (Maximum 38 Characters)__________________________

Address1 (Maximum 38 Characters) ____________________________

Address2 (Maximum 38 Characters) ____________________________

City (Maximum 38 Characters) _______________________________

State/Province (Maximum 38 Characters) _______________________

Country (Maximum 38 Characters) _____________________________

Zip/ Postal Code (Maximum 38 Characters) ______________________

Phone ____

Fax ____

Email ____

Tax Identification Number (attach W-9)__________________________
☐ Check if non-US (no TIN) and attach W-8BEN

VOI#____

EXHIBIT 6

Notice of Assumption and Notice of Rejection

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
NORTH AMERICAN PETROLEUM CORPORATION USA, *et al.*,[1]	)	Case No. 10-11707 (CSS)
	)	Jointly Administered
Debtors.	)	

NOTICE OF (A) EXECUTORY CONTRACTS AND UNEXPIRED LEASES TO BE ASSUMED BY THE DEBTORS PURSUANT TO THE PLAN; (B) CURE AMOUNTS, IF ANY; AND (C) RELATED PROCEDURES IN CONNECTION THEREWITH

PLEASE TAKE NOTICE THAT on July 29, 2011, United States Bankruptcy Court for the District of Delaware (the "Court") entered an order [Docket No. ____] (the "Disclosure Statement Order"): (a) authorizing North American Petroleum Corporation USA and its affiliated debtors and debtors in possession (collectively, the "Debtors"), to solicit acceptances for the *First Amended Joint Chapter 11 Plan of North American Petroleum Corporation USA, et al* [Docket No. ___] (as may be modified, amended or supplemented from time to time, the "Plan")[2]; (b) approving the *Disclosure Statement for the First Amended Joint Chapter 11 Plan of North American Petroleum Corporation USA, et al.* [Docket No. ___] (the "Disclosure Statement") as containing "adequate information" pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages; and (d) approving procedures for soliciting, receiving and tabulating votes on the Plan and for filing objections to the Plan.

PLEASE TAKE FURTHER NOTICE THAT the Debtors have filed the *Assumed Executory Contract and Unexpired Lease List* (the "Assumption Schedule") with the Court as part of the Plan Supplement on _______, 2011, as contemplated under the Plan. The determination to assume the agreements identified on the Assumption Schedule was made as of ________, 2011 and is subject to revision.

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider Confirmation of the Plan (the "Confirmation Hearing") will commence at **1:00 p.m.,**

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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: 525 South Main Street, Suite 1120, Tulsa, Oklahoma 74103, Attn.: Louis G. Schott.

2 Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan.

prevailing Eastern Time, on September 14, 2011, before the Honorable Christopher S. Sontchi, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE THAT you are receiving this notice because the Debtors' records reflect that you are a party to a contract that is listed on the Assumption Schedule. Therefore, you are advised to review carefully the information contained in this notice and the related provisions of the Plan, including the Assumption Schedule.

PLEASE TAKE FURTHER NOTICE that the Debtors are proposing to assume the Executory Contract(s) and Unexpired Lease(s) listed below to which you are a party:[3]

Counterparty Name	Description of Contract	Amount Required to Cure Default Thereunder, if any
		$[____]

PLEASE TAKE FURTHER NOTICE THAT section 365(b)(1) of the Bankruptcy Code requires a chapter 11 debtor to cure, or provide adequate assurance that it will promptly cure, any defaults under executory contracts and unexpired leases at the time of assumption. Accordingly, the Debtors have conducted a thorough review of their books and records and have determined the amounts required to cure defaults, if any, under the Executory Contract(s) and Unexpired Lease(s), which amounts are listed in the table above. Please note that if no amount is stated for a particular Executory Contract or Unexpired Lease, the Debtors believe that there is no cure amount outstanding for such contract or lease.

PLEASE TAKE FURTHER NOTICE THAT absent any pending dispute, the monetary amounts required to cure any existing defaults arising under the Executory Contract(s) and Unexpired Lease(s) identified above will be satisfied, pursuant to section 365(b)(1) of the Bankruptcy Code, by the Debtors in Cash on the Effective Date. In the event of a dispute, however, payment of the cure amount would be made following the entry of a final order(s) resolving the dispute and approving the assumption. If an objection to the proposed assumption or related cure amount is sustained by the Court, however, the Debtors, in their sole option, may elect to reject such Executory Contract or Unexpired Lease in lieu of assuming it.

[3] Neither the exclusion nor inclusion of any Executory Contract or Unexpired Lease on the Assumption Schedule, nor anything contained in the Plan or each Debtor's schedule of assets and liabilities, shall constitute an admission by the Debtors that any such contract or lease is in fact an Executory Contract or Unexpired Lease capable of assumption, that any Reorganized Debtor(s) has any liability thereunder or that such Executory Contract or Unexpired Lease is necessarily a binding and enforceable agreement. Further, the Debtors expressly reserve the right to (a) remove any Executory Contract or Unexpired Lease from the Assumption Schedule and reject such Executory Contract or Unexpired Lease pursuant to the terms of the Plan, up until the Effective Date and (b) contest any Claim (or cure amount) asserted in connection with assumption of any Executory Contract or Unexpired Lease.

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the Plan (including any assumption of an Executory Contract or Unexpired Lease as contemplated in the Plan Supplement) is **September 2, 2011 at 5:00 p.m. prevailing Eastern Time** (the "Plan Objection Deadline"). Any objection to the Plan **must**: (a) be in writing; (b) conform to the applicable Federal Rules of Bankruptcy Procedure and Local Rules for the United States Bankruptcy Court for the District of Delaware; (c) state the name and address of the objecting party and the amount and nature of the Claim or Interest of such Entity; and (d) state with particularity the basis and nature of any objection and, if practicable, a proposed modification to the Plan that would resolve such objection. **Responses or objections, if any, also must be filed with the Bankruptcy Court and served upon each of the following parties so as to be ACTUALLY RECEIVED no later than the Plan Objection Deadline:**

Co-Counsel to the Debtors		
KIRKLAND & ELLIS LLP David R. Seligman, P.C. Ryan Blaine Bennett Paul Wierbicki 300 North LaSalle Chicago, Illinois 60654	**KLEHR HARRISON HARVEY BRANZBURG LLP** Domenic E. Pacitti Margaret M. Manning 919 Market Street, Suite 1000 Wilmington, Delaware 19801-3062	Morton Branzburg 1835 Market Street, Suite 1400 Philadelphia, Pennsylvania 19103
Co-Counsel for Committee of Unsecured Creditors		
MARTIN & DROUGHT, P.C. Mike Colvard 30 Covent Street Bank of America Plaza, 25th Floor San Antonio, Texas 78205-3789	**BIFFERATO GENTILOTTI LLC** Garvan F. McDaniel Mary E. Augustine 800 N. King Street, Plaza Level Wilmington, Delaware 19801	
Co-Counsel for Official Committee of Equity Security Holders		
CURTIS, MALLET-PREVOST, COLT & MOSLE LLP Steven J. Reisman Timothy Barnes 101 Park Avenue New York, New York 10178-0061	**YOUNG CONAWAY STARGATT & TAYLOR, LLP** David R. Hurst The Brandywine Building 1000 West Street, 17th Floor P.O. Box 391 Wilmington, Delaware 19899	
Office of the United States Trustee		
OFFICE OF THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE Mark S. Kenney 844 King Street, Suite 2207 Wilmington, Delaware 19801		

PLEASE TAKE FURTHER NOTICE THAT any objections to Plan in connection with the assumption of the Executory Contract(s) and Unexpired Lease(s) identified above and/or related cure or adequate assurances proposed in connection with the Plan that remain unresolved as of the Confirmation Hearing will be heard at the Confirmation Hearing (or such other date as fixed by the Court).

PLEASE TAKE FURTHER NOTICE THAT any counterparty to an Executory Contract that fails to object timely to the proposed assumption or cure amount will be deemed to have assented to such assumption and cure amount.

PLEASE TAKE FURTHER NOTICE THAT ASSUMPTION OF ANY EXECUTORY CONTRACT OR UNEXPIRED LEASE PURSUANT TO THE PLAN OR

OTHERWISE SHALL RESULT IN THE FULL RELEASE AND SATISFACTION OF ANY CLAIMS OR DEFAULTS, WHETHER MONETARY OR NONMONETARY, INCLUDING DEFAULTS OF PROVISIONS RESTRICTING THE CHANGE IN CONTROL OR OWNERSHIP INTEREST COMPOSITION OR OTHER BANKRUPTCY-RELATED DEFAULTS, ARISING UNDER ANY ASSUMED EXECUTORY CONTRACT OR UNEXPIRED LEASE AT ANY TIME BEFORE THE DATE OF THE DEBTORS OR REORGANIZED DEBTORS ASSUME SUCH EXECUTORY CONTRACT OR UNEXPIRED LEASE. ANY PROOFS OF CLAIM FILED WITH RESPECT TO AN EXECUTORY CONTRACT OR UNEXPIRED LEASE THAT HAS BEEN ASSUMED SHALL BE DEEMED DISALLOWED AND EXPUNGED, WITHOUT FURTHER NOTICE TO OR ACTION, ORDER OR APPROVAL OF THE BANKRUPTCY COURT.

PLEASE TAKE FURTHER NOTICE THAT if you would like to obtain a copy of the Disclosure Statement, the Plan, the Plan Supplement or related documents, you should contact the Debtors' claims and solicitation agent, Epiq Bankruptcy Solutions, LLC (the "Claims and Solicitation Agent"), by: (a) accessing the Debtors' restructuring website at http://dm.epiq11.com/NAP, (b) writing to NAPCUS Ballot Processing, c/o Epiq Bankruptcy Solutions, LLC, FDR Station, P.O. Box 5014, New York, New York 10150-5014; or (c) calling the Claims and Solicitation Agent at (646) 282-2400. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: http://www.deb.uscourts.gov.

ARTICLE **VIII** OF THE PLAN CONTAINS RELEASE, EXCULPATION AND INJUNCTION PROVISIONS, AND **SECTION 8.5. CONTAINS A THIRD-PARTY RELEASE**. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, CONTACT THE CLAIMS AND SOLICITATION AGENT.

Dated: _______, 2011

/s/

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

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
NORTH AMERICAN PETROLEUM CORPORATION USA, *et al.*,[4]	)	Case No. 10-11707 (CSS)
	)	Jointly Administered
Debtors.	)	

NOTICE REGARDING EXECUTORY CONTRACTS AND UNEXPIRED LEASES TO BE REJECTED PURSUANT TO THE PLAN

PLEASE TAKE NOTICE THAT on July 29, 2011, United States Bankruptcy Court for the District of Delaware (the "Court") entered an order (the "Disclosure Statement Order"): (a) authorizing North American Petroleum Corporation USA and its affiliated debtors and debtors in possession (collectively, the "Debtors"), to solicit acceptances for the *First Amended Joint Chapter 11 Plan of North American Petroleum Corporation USA, et al* [Docket No. ___] (as may be modified, amended or supplemented from time to time, the "Plan")[5]; (b) approving the *Disclosure Statement for the First Amended Joint Chapter 11 Plan of North American Petroleum Corporation USA, et al.* [Docket No. ___] (the "Disclosure Statement") as containing "adequate information" pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages; and (d) approving procedures for soliciting, receiving and tabulating votes on the Plan and for filing objections to the Plan.

PLEASE TAKE FURTHER NOTICE THAT the Debtors have filed the *Rejected Executory Contract and Unexpired Lease List* (the "Rejection Schedule") with the Court as part of the Plan Supplement on ________, 2011, as contemplated under the Plan. The determination to reject the agreements identified on the Rejection Schedule was made as of ________, 2011 and is subject to revision.

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4 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: 525 South Main Street, Suite 1120, Tulsa, Oklahoma 74103, Attn.: Louis G. Schott.

5 Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan.

PLEASE TAKE FURTHER NOTICE THAT YOU ARE RECEIVING THIS NOTICE BECAUSE THE DEBTORS' RECORDS REFLECT THAT YOU ARE A PARTY TO AN EXECUTORY CONTRACT OR UNEXPIRED LEASE THAT WILL BE REJECTED PURSUANT TO THE PLAN. THEREFORE, YOU ARE ADVISED TO REVIEW CAREFULLY THE INFORMATION CONTAINED IN THIS NOTICE AND THE RELATED PROVISIONS OF THE PLAN.[6]

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider Confirmation of the Plan (the "Confirmation Hearing") will commence at **1:00 p.m., prevailing Eastern Time, on September 14, 2011**, before the Honorable Christopher S. Sontchi, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE THAT all proofs of Claim with respect to Claims arising from the rejection of Executory Contracts or Unexpired Leases, if any, must be filed with the Bankruptcy Court within **30 days** after the later of (a) the effective date of the Plan or (b) the effective date of rejection of the Executory Contract or Unexpired Leaese. Any Claims arising from the rejection of an Executory Contract or Unexpired Lease not Filed within such time will be automatically disallowed, forever barred from assertion and shall not be enforceable against the Debtors or the Reorganized Debtors, the Estates or their property without the need for any objection by the Reorganized Debtors or further notice to, or action, order or approval of the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the Plan is **September 2, 2011 at 5:00 p.m. prevailing Eastern Time** (the "Plan Objection Deadline"). Any objection to the Plan **must**: (a) be in writing; (b) conform to the applicable Federal Rules of Bankruptcy Procedure and Local Rules for the United States Bankruptcy Court for the District of Delaware; (c) state the name and address of the objecting party and the amount and nature of the Claim or Interest of such Entity; and (d) state with particularity the basis and nature of any objection and, if practicable, a proposed modification to the Plan that would resolve such objection. **Responses or objections, if any, also must be filed with the Bankruptcy Court and served upon each of the following parties so as to be ACTUALLY RECEIVED no later than the Plan Objection Deadline:**

[6] Neither the exclusion nor inclusion of any Executory Contract or Unexpired Lease on the Rejected Executory Contract and Unexpired Lease List, nor anything contained in the Plan, shall constitute an admission by the Debtors that any such contract or lease is in fact an Executory Contract or Unexpired Lease or that any Reorganized Debtor has any liability thereunder. Further, the Debtors expressly reserve the right to (a) remove any Executory Contract or Unexpired Lease from the Rejection Schedule and assume such Executory Contract or Unexpired Lease pursuant to the terms of the Plan, up until the Effective Date and (b) contest any Claim asserted in connection with rejection of any Executory Contract or Unexpired Lease.

<table>
<tr><th colspan="3">Co-Counsel to the Debtors</th></tr>
<tr><td rowspan="2">KIRKLAND & ELLIS LLP
David R. Seligman, P.C.
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300 North LaSalle
Chicago, Illinois 60654</td><td colspan="2">KLEHR HARRISON HARVEY BRANZBURG LLP</td></tr>
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1835 Market Street, Suite 1400
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19103</td></tr>
<tr><th colspan="3">Co-Counsel for Committee of Unsecured Creditors</th></tr>
<tr><td>MARTIN & DROUGHT, P.C.
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<tr><td>CURTIS, MALLET-PREVOST, COLT & MOSLE LLP
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101 Park Avenue
New York, New York 10178-0061</td><td colspan="2">YOUNG CONAWAY STARGATT & TAYLOR, LLP
David R. Hurst
The Brandywine Building
1000 West Street, 17th Floor
P.O. Box 391
Wilmington, Delaware 19899</td></tr>
<tr><th colspan="3">Office of the United States Trustee</th></tr>
<tr><td colspan="3">OFFICE OF THE UNITED STATES TRUSTEE
FOR THE DISTRICT OF DELAWARE
Mark S. Kenney
844 King Street, Suite 2207
Wilmington, Delaware 19801</td></tr>
</table>

PLEASE TAKE FURTHER NOTICE THAT any objections to Plan in connection with the assumption of the Executory Contract(s) and Unexpired Lease(s) identified above and/or related cure or adequate assurances proposed in connection with the Plan that remain unresolved as of the Confirmation Hearing will be heard at the Confirmation Hearing (or such other date as fixed by the Court).

PLEASE TAKE FURTHER NOTICE THAT if you would like to obtain a copy of the Disclosure Statement, the Plan, the Plan Supplement or related documents, you should contact the Debtors' claims and solicitation agent, Epiq Bankruptcy Solutions, LLC (the "Claims and Solicitation Agent"), by: (a) accessing the Debtors' restructuring website at http://dm.epiq11.com/NAP, (b) writing to NAPCUS Ballot Processing, c/o Epiq Bankruptcy Solutions, LLC, FDR Station, P.O. Box 5014, New York, New York 10150-5014; or (c) calling the Claims and Solicitation Agent at (646) 282-2400. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: http://www.deb.uscourts.gov.

ARTICLE **VIII** OF THE PLAN CONTAINS RELEASE, EXCULPATION AND INJUNCTION PROVISIONS, AND **SECTION 8.5 CONTAINS A THIRD-PARTY RELEASE**. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, CONTACT THE CLAIMS AND SOLICITATION AGENT.

Dated: ________, 2011

/s/
KLEHR HARRISON HARVEY BRANZBURG LLP
Domenic E. Pacitti (DE Bar No. 3989)
Margaret M. Manning (DE Bar No. 4183)
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Facsimile: (312) 862-2200

Counsel to the Debtors and Debtors in Possession

EXHIBIT 7

Disputed Claims Notice

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
NORTH AMERICAN PETROLEUM CORPORATION USA, *et al.*,[1]	)	Case No. 10-11707 (CSS)
	)	Jointly Administered
Debtors.	)	

NON-VOTING STATUS NOTICE WITH RESPECT TO DISPUTED CLAIMS

PLEASE TAKE NOTICE that on July 29, 2011, the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") approved the Debtors' *Disclosure Statement for the First Amended Joint Chapter 11 Plan of North American Petroleum Corporation USA, et al.*, (the "Disclosure Statement") for the *First Amended Joint Chapter 11 Plan of North American Petroleum Corporation USA, et al.*, as it may be amended or modified from time to time and including all exhibits and supplements thereto (the "Plan"), for use by the above-captioned debtors and debtors in possession (the "Debtors") in soliciting acceptances or rejections of the Plan from holders of impaired claims who are (or may be) entitled to receive distributions under the Plan.

THE DEBTORS' DISCLOSURE STATEMENT, PLAN, PLAN SUPPLEMENT, DISCLOSURE STATEMENT ORDER AND OTHER SOLICITATION PACKAGE MATERIALS (EXCEPT BALLOTS AND MASTER BALLOTS) ARE AVAILABLE FOR VIEWING BY ACCESSING THE DEBTORS' RESTRUCTURING WEBSITE AT HTTP://DM.EPIQ11.COM/NAP OR REQUESTING A COPY FROM THE DEBTORS' CLAIMS AND SOLICITATION AGENT BY WRITING TO NAPCUS BALLOT PROCESSING, C/O EPIQ BANKRUPTCY SOLUTIONS, LLC, FDR STATION, P.O. BOX 5014, NEW YORK, NEW YORK 10150-5014 OR CALLING THE CLAIMS AND SOLICITATION AGENT AT (646) 282-2400.

You are receiving this notice because you are the holder of a claim to which an objection is pending on July 29, 2011, the record date for purposes of determining which creditors are entitled to vote to accept or reject the Plan (the "Voting Record Date"). You are not entitled to vote on the Debtors' Plan absent any of the following taking place prior to 5:00 p.m. prevailing Eastern Time on September 2, 2011 (the "Voting Deadline"): (a) an order of the Bankruptcy Court is entered allowing such claim pursuant to section 502(b) of the Bankruptcy Code, after notice and a hearing; (b) an order of the Bankruptcy Court is entered temporarily allowing such claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing; (c) a stipulation or other agreement is executed between the holder of such claim and the Debtors resolving the objection and allowing such claim in an agreed upon amount; (d) a stipulation or other agreement is executed between the holder of the such claim and the Debtors temporarily allowing the holder of such claim to vote its claim in an agreed upon amount; or (e) the pending objection to such claim is voluntarily withdrawn by the Debtors (each, a "Resolution Event").

If a Resolution Event occurs, then, no later than two Business Days thereafter, the Claims and Solicitation Agent shall distribute the Disclosure Statement, the Plan, the order approving the Disclosure Statement (excluding the exhibits thereto, except the Solicitation Procedures), a Ballot and a pre-addressed, postage pre-paid envelope to you. The Ballot must be returned to the Claims and Solicitation Agent no later than the Voting Deadline.

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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: 525 South Main Street, Suite 1120, Tulsa, Oklahoma 74103, Attn.: Louis G. Schott.

If you have any questions about the status of your claim(s), you should contact Epiq Bankruptcy Solutions, LLC in accordance with the instructions provided above.