

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
	§	
LEGACY RESERVES INC., et al.,¹	§	Case No. 19-33395 (MI)
	§	
Debtors.	§	(Jointly Administered)
	§	

**NOTICE OF DEADLINES FOR THE FILING OF PROOFS OF CLAIM, INCLUDING
REQUESTS FOR PAYMENT PURSUANT TO SECTION 503(b)(9)
OF THE BANKRUPTCY CODE**

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

<u>Debtor</u>	<u>Case No.</u>
Legacy Reserves Inc.	19-33395 (MI)
Pinnacle Gas Treating LLC	19-33394 (MI)
Legacy Reserves GP, LLC	19-33396 (MI)
Legacy Reserves LP	19-33397 (MI)
Legacy Reserves Finance Corporation	19-33398 (MI)
Legacy Reserves Services LLC	19-33400 (MI)
Legacy Reserves Operating LP	19-33401 (MI)
Legacy Reserves Energy Services LLC	19-33402 (MI)
Legacy Reserves Operating GP LLC	19-33403 (MI)
Dew Gathering LLC	19-33405 (MI)
Legacy Reserves Marketing LLC	19-33406 (MI)

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are: Legacy Reserves Inc. (9553); Legacy Reserves GP, LLC (1065); Legacy Reserves LP (1069); Legacy Reserves Finance Corporation (1181); Legacy Reserves Services LLC (2710); Legacy Reserves Operating LP (7259); Legacy Reserves Energy Services LLC (1233); Legacy Reserves Operating GP LLC (7209); Dew Gathering LLC (4482); Pinnacle Gas Treating LLC (3711); Legacy Reserves Marketing LLC (7593). The location of the Debtors' service address is: 303 W. Wall St., Suite 1800, Midland, TX 79701.

PLEASE TAKE NOTICE THAT:

On June 18, 2019 (the "Petition Date"), Legacy Reserves Inc. and the above-captioned debtors and debtors in possession (collectively, the "Debtors") Filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of Texas (the "Court").

On September 9, 2019, the Court entered an order (the "Order")² establishing certain dates by which parties holding prepetition claims against the Debtors must File proofs of claim, including requests for payment pursuant to section 503(b)(9) of the Bankruptcy Code ("Proofs of Claim").

For your convenience, except with respect to beneficial owners of the Debtors' debt and equity securities, enclosed with this notice (this "Notice") is a Proof of Claim Form, which identifies on its face the amount, nature, and classification of your Claim(s), if any, listed in the Debtors' schedules of assets and liabilities Filed in this case (the "Schedules"). If the Debtors believe that you hold Claims against more than one Debtor, you will receive multiple Proof of Claim Forms, each of which will reflect the nature and amount of your Claim as listed in the Schedules.

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

As used in this Notice, the term "claim" means, as to or against the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

I. Bar Dates

The Order establishes the following bar dates for Filing Proofs of Claim in these Chapter 11 Cases (collectively, the "Bar Dates"):

- a. **General Bar Date. 5:00 p.m. Central Time on October 14, 2019** as the deadline for each Person or Entity (including individuals, partnerships, corporations, joint ventures and trusts, but not including Governmental Units) to File a Proof of Claim in respect of a prepetition claim, including, for the avoidance of doubt, secured claims, unsecured priority claims, unsecured non-priority claims, and claims arising under section 503(b)(9) of the Bankruptcy Code against any of the Debtors (the "General Bar Date"), unless otherwise provided herein;
- b. **Governmental Bar Date. 5:00 p.m. Central Time on December 16, 2019** as the deadline for Governmental Units to File a Proof of Claim in respect of a prepetition claim against any of the Debtors (the "Governmental Bar Date");
- c. **Amended Schedules Bar Date. The later of (i) the General Bar Date or the Governmental Bar Date, as applicable, or (ii) 5:00 p.m. Central Time on the first Business Day that is twenty-eight (28) days after the Debtors provide notice of a previously unfiled Schedule or an amendment or supplement to the Schedules** as the deadline by which claimants holding claims affected by new information in such Filing, amendment or supplement must File Proofs of Claim with respect to such claim (the "Amended Schedules Bar Date"); and

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Order.

- d. **the later of (i) the General Bar Date or the Governmental Bar Date, as applicable, or (ii) 5:00 p.m. Central Time on the first Business Day that is twenty-one (21) days after the entry of the order approving the rejection of the applicable Executory Contract or Unexpired Lease of the Debtors** as the deadline by which a Rejection Damages Claim must File a Proof of Claim for damages arising from such rejection (the “Rejection Damages Bar Date”).

II. Who Must File a Proof of Claim

Except as otherwise set forth herein (including in Section III below), Entities holding claims against the Debtors that arose (or that are deemed to have arisen) on or prior to the Petition Date **must** File Proofs of Claim on or before the General Bar Date, Governmental Bar Date, or any other Bar Date set forth in the Order, as applicable, including:

- a. any Entity whose claim against a Debtor is **not** listed in the applicable Debtor’s Schedules or is listed as contingent, unliquidated, or disputed if such Entity desires to participate in any of these Chapter 11 Cases or share in any distribution in any of these Chapter 11 Cases;
- b. any Entity who believes that its claim is improperly classified in the Schedules or is listed in an incorrect amount and who desires to have its claim allowed in a different classification or amount other than that identified in the Schedules;
- c. any Entity that believes its prepetition claims as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed and that desires to have its claim allowed against a Debtor other than that identified in the Schedules;
- d. any current, former or present full-time, part-time, salaried, or hourly employees must submit Proofs of Claim relating to any grievance prior to the relevant Bar Date to the extent grounds for such grievances arose on or prior to the Petition Date; and
- e. any Entity who believes that its claim against a Debtor is or may be an administrative expense pursuant to section 503(b)(9) of the Bankruptcy Code.

III. Parties Who Do Not Need to File Proofs of Claim

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

- a. GSO, the DIP Secured Parties, the Existing RBL Secured Parties and the Existing Second Lien Secured Parties (each as defined in the Final DIP Order) with respect to any of the obligations under the postpetition financing, the prepetition facilities, or any “adequate protection” obligations in accordance with the Final DIP Order; *provided, however*, that each of the DIP Agent, the Existing RBL Agent, and the Existing Second Lien Agent (each as defined in the Final DIP Order) is authorized (but not required) to file in the Debtors’ lead chapter 11 case, *In re Legacy Reserves Inc., et al.*, case no. 19-33395 (MI), a single, master Proof of Claim³ on behalf of all Claims related to or arising out of the postpetition financing, the prepetition facilities, or any “adequate protection” obligations, as applicable, and such Proof of Claim shall constitute the filing of a Proof of Claim in the Chapter 11 Cases of all other Debtors against whom such Claim may be asserted, and which shall have the same effect as if each applicable Holder of such Claim had individually filed a Proof of Claim against each

³ Claimants filing master Proofs of Claim as permitted pursuant to the Order shall not be required to attach any instruments, agreements, or other documents evidencing the obligations owing by each of the Debtors.

- applicable Debtor on account of such Holder's Claims under the postpetition financing, the prepetition facilities, or any "adequate protection" obligations, as applicable;
- b. any Indenture Trustee, or any Holder of the Notes, on account of Notes Claims; *provided, however*, that the respective Indenture Trustee for each Indenture is authorized to file a single, master Proof of Claim with respect to all Claims related to or arising out of the applicable Indenture, and such Proof of Claim shall constitute the filing of a Proof of Claim in the Chapter 11 Cases of all other Debtors against whom a Claim may be asserted under the applicable Indenture, and which shall have the same effect as if each applicable Holder of a Notes Claim had individually filed a Proof of Claim against each applicable Debtor on account of such Holder's Notes Claims;
 - c. any Person or Entity that already has Filed a signed Proof of Claim against the applicable Debtor(s) with KCC or the Clerk of the Bankruptcy Court for the Southern District of Texas in a form substantially similar to Official Bankruptcy Form B410;
 - d. any Person or Entity whose claim is listed on the Schedules if: (a) the claim is not scheduled as any of "disputed," "contingent," or "unliquidated"; (b) such Entity agrees with the amount, nature, classification, and priority of the claim as set forth in the Schedules; and (c) such Person or Entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;
 - e. any Person or Entity whose claim has been allowed by order of the Court entered on or before the applicable Bar Date;
 - f. any Person or Entity whose claim is subject to a separate deadline that has been fixed by an order of the Court entered on or before what would otherwise be the applicable Bar Date;
 - g. any Person or Entity whose claim has been paid in full by any of the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court;
 - h. an employee of the Debtors as of the Petition Date, if an order of the Court authorized the Debtors to honor such claim in the ordinary course of business for wages, commissions, or benefits; provided, however, that such employee must submit a Proof of Claim by the applicable Bar Date for all other claims arising prior to the Petition Date, including, without limitation, any claims arising the ordinary course of business for wages, commissions, or benefits not authorized to be paid by the Debtors by a prior order of the Court, including, without limitation, because such claim exceeds the statutory cap set forth in section 507(a)(4) of the Bankruptcy Code;
 - i. any Person or Entity asserting a claim solely against one or more of the Debtors' non-Debtor affiliates;
 - j. any Debtor or non-Debtor affiliate asserting a claim against another Debtor; and
 - k. any Person or Entity that asserts a claim for professional fees and expenses for which such Person or Entity (i) is entitled to payment pursuant to the Final DIP Order, (ii) is entitled to payment pursuant to the Backstop Order, or (iii) has been retained by an express order of the Court pursuant to section 327, 328, 363, or 1103 of the Bankruptcy Code (in which case such Person or Entity must seek payment of such fees and expenses in accordance with the provisions of the Bankruptcy Code and any procedures established by order of the Court).

No Person or Entity that holds an equity security interest in the Debtors, which interest is based upon the ownership of stock, membership interests, partnership interests, or warrants, options, or rights to purchase, sell, or subscribe to such a security or interest, shall be required to File a proof of interest; *provided, however*, that if any such Holder asserts a claim (as opposed to an ownership interest) against the Debtors (including a claim relating to its status as an equity interest Holder or the purchase or sale of such equity interest), a Proof of Claim must be Filed unless otherwise exempted by the Order.

IV. Instructions for Filing Proofs of Claim

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

- a. each Proof of Claim must conform substantially with the Proof of Claim Form or Official Form B410;
- b. each Proof of Claim must: (a) be written in English; (b) include a claim amount denominated in United States dollars (and to the extent such claim is converted to United States dollars, the conversion rate used in such conversion); (c) clearly identify the Debtor against which a claim is asserted, including the individual Debtor's case number; (d) set forth with specificity the legal and factual basis for the alleged claim; (e) include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d) or an explanation as to why such documentation is not available; and (f) be signed by the Holder of the claim or by an authorized agent of the Holder of the claim;
- c. any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must also: (i) include the value of the goods delivered to and received by the Debtors in the twenty (20) days prior to the Petition Date; (ii) attach any documentation identifying the particular invoices for which the 503(b)(9) claim is being asserts; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable);
- d. except as otherwise required by the Order, each Proof of Claim must state a claim against only one Debtor—if a claimant asserts a claim against more than one Debtor or has claims against multiple Debtors, the claimant must File a separate Proof of Claim against each such Debtor;
- e. to the extent more than one Debtor is listed on the Proof of Claim, such claim will be deemed as Filed only against Legacy Reserves Inc.;
- f. unless otherwise provided in the Order, a Proof of Claim Filed under the joint administration case number (No. 19-33395), or otherwise without identifying a Debtor, will be deemed as Filed only against Legacy Reserves Inc.;
- g. each Proof of Claim, including supporting documentation, must be Filed so as to be actually received by KCC on or before the applicable Bar Date (a) by completing the electronic Proof of Claim Form on the Debtors' case website at <https://epoc.kccllc.net/legacyreserves> or (b) by delivering the original Proof of Claim form in Person, by courier service, by hand delivery, by United States mail, or any other hand delivery system at the following address:

Legacy Reserves Claims Processing Center
c/o KCC
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245

- h. Proofs of Claim must be originally executed documents. **Proofs of Claim submitted via facsimile or other electronic delivery methods (other than the electronic Proof of Claim Form on KCC's website) will not be accepted.**

V. Consequences of Failing to Timely File Your Proof of Claim

Pursuant to the Order and in accordance with Bankruptcy Pursuant to Bankruptcy Rule 3003(c)(2), any Holder of a claim who is required to timely File a Proof of Claim on or before the applicable Bar Date but fails to do so will:

- a. not be treated as a creditor with respect to such claim for the purposes of voting on a chapter 11 plan and for purposes of distribution on account of such claim in these Chapter 11 Cases;

- b. **forever be barred, estopped, and enjoined** from asserting (including by way of Filing a Proof of Claim) any prepetition claim against the Debtors in an amount that exceeds the amount, if any, set forth in the Schedules or of a different nature or in a different classification than what is set forth in the Schedules (in either case, an “Unscheduled Claim”); and
- c. **forever be barred, estopped, and enjoined** from voting upon, or receiving distributions under, any chapter 11 plan in these Chapter 11 Cases in respect of an Unscheduled Claim;

Additionally, each of the Debtors and their respective chapter 11 estates, successors and property will be **forever discharged** from any and all indebtedness or liability on account of an Unscheduled Claim.

VI. Reservation of Rights

The Debtors hereby reserve all rights and defenses they may have in respect of any Proof of Claim, including the right to object to any Proof of Claim on any grounds. Similarly, the Debtors reserve all rights and defenses they may have in respect to any claim listed on the Schedules, including the right to object to any such claim on any grounds (including, without limitation, the amount, nature and characterization of such claim) and the right to amend and supplement the Schedules accordingly. Finally, the Debtors reserve the right to seek a further order of the Court to establish a deadline by which Holders of potential claims not subject to the Bar Dates must File Proofs of Claim against the Debtors or forever be barred from Filing and recovering on such claims.

VII. The Debtors’ Schedules and Access Thereto

You may be listed as the Holder of a claim against one or more of the Debtors Entities in the Debtors’ Schedules. To determine if and how you are listed on the Schedules, please refer to the descriptions set forth on the enclosed Proof of Claim Form(s) regarding the nature, amount, and status of your claim(s). If the Debtors believe that you may hold claims against more than one Debtor Entity, you will receive multiple Proof of Claim Forms, each of which will reflect the nature and amount of your claim against one Debtor Entity, as listed in the Schedules.

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

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

VIII. Additional Information

Copies of the Debtors’ Schedules, the Order, translations of this Notice, the Order, and certain other pleadings, orders, and notices, and other information regarding these Chapter 11 Cases are available for inspection free of charge on the Debtors’ case website at www.kccllc.net/legacyreserves. The documents are also available via PACER on the Court’s website at <https://www.txs.uscourts.gov> for a fee.

Additional information regarding the Filing of a Proof of Claim can be obtained by (a) calling (866) 967-0495 within the United States or Canada, or +1 (310) 751-2695 if outside of the United States or Canada; (b) emailing legacyreservesinfo@kccllc.com; or (c) writing to Legacy Reserves Claims Processing Center, c/o KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245.

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

Dated: September 9, 2019
Houston, Texas

/s/ Duston K. McFaul

SIDLEY AUSTIN LLP
Duston McFaul (24003309)
Charles M. Persons (24060413)
Michael Fishel (24082998)
Maegan Quejada (24105999)
1000 Louisiana Street, Suite 5900
Houston, Texas 77002
Telephone: (713) 495-4500
Facsimile: (713) 495-7799

- and -

James F. Conlan
Bojan Guzina (admitted *pro hac vice*)
Andrew F. O'Neill (admitted *pro hac vice*)
One South Dearborn Street
Chicago, Illinois 60603
Telephone: (312) 853-7000
Facsimile: (312) 853-7036

*Attorneys for the Debtors
and Debtors in Possession*