

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

In re:

TRIANGLE USA PETROLEUM  
CORPORATION, *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 16-11566 (MFW)

Jointly Administered

**VERIFIED STATEMENT OF DUANE MORRIS LLP  
AND TARLOW & STONECIPHER, PLLC PURSUANT  
TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 2019**

Duane Morris LLP (“Duane Morris”) and Tarlow & Stonecipher, PLLC (“Tarlow” and, together with Duane Morris, “Counsel”), as counsel to certain parties-in-interest (the “Mineral Interest Holders”) and in connection with the above-captioned chapter 11 cases (the “Chapter 11 Cases”) of Triangle USA Petroleum Corporation (“TUSA”) and its affiliated debtors and debtors-in-possession (collectively, including TUSA, the “Debtors”), submit this verified statement (the “Verified Statement”) pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and respectfully state as follows:

1. The Mineral Interest Holders are parties who seek, among other things, declaratory judgment recognizing their ownership of certain mineral interests claimed by TUSA. The Mineral Interest Holders contest TUSA’s claims against their mineral interests for the reasons set forth in the Amended Complaint attached as Exhibit A to the *Reservation of Rights in Response to Debtors’ Motion for Final Order Under Bankruptcy Code Sections 105(a), 363,*

---

<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are: Triangle USA Petroleum Corporation (0717); Foxtrot Resources LLC (6690); Leaf Minerals, LLC (9522); Ranger Fabrication, LLC (6889); Ranger Fabrication Management, LLC (1015); and Ranger Fabrication Management Holdings, LLC (0750). The address of the Debtor’s corporate headquarters is 1200 17th Street, Suite 2500, Denver, Colorado, 80202.

*541, 1107(a), and 1108 and Bankruptcy Rules 6003 and 6004 Authorizing Debtors to Honor and Pay Oil and Gas Obligations* [Docket No. 120].

2. On June 29, 2016, the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code. No official committee of unsecured creditors, trustee, or examiner has been appointed in the Chapter 11 Cases.

3. In accordance with Bankruptcy Rule 2019, attached hereto as Exhibit A is a list of the name and addresses and the nature and amount of all disclosable economic interests held by the Mineral Interest Holders.

4. Neither the filing of this Verified Statement nor any subsequent appearance, pleading, claim, or suit is intended or shall be deemed to waive: (i) the right to have orders in non-core matters entered only after de novo review by a district court; (ii) the right to trial by jury in any proceeding so triable in any case, controversy or adversary proceeding; or (iii) the right to have the reference withdrawn in any matter subject to mandatory or discretionary withdrawal of the Mineral Interest Holders. In addition, all other rights, claims, actions, defenses, setoffs, or recoupments to which the Mineral Interest Holders are or may be entitled under agreements, in law, or in equity, all of which rights, claims, actions, defenses, setoffs, and recoupments are expressly reserved, and nothing contained in this Verified Statement (or Exhibit A hereto) should be construed as a limitation upon, or waiver of, any of the Mineral Interest Holders' rights to assert, file and/or amend their claims or statements of interests in accordance with applicable law and any orders entered in the Chapter 11 Cases.

5. Counsel reserves the right to amend or supplement this Verified Statement in accordance with the requirements set forth in Bankruptcy Rule 2019.

6. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: August 1, 2016

DUANE MORRIS LLP

/s/ Sommer L. Ross

Michael R. Lastowski (DE 3892)  
Sommer L. Ross (DE 4598)  
Jarret P. Hitchings (DE 5564)  
222 Delaware Avenue, Suite 1600  
Wilmington, DE 19801-1659  
Telephone: (302) 657-4900  
Facsimile: (302) 657-4901  
mlastowski@duanemorris.com  
slross@duanemorris.com  
jphitchings@duanemorris.com

- and -

TARLOW & STONECIPHER, PLLC

Matt J. Kelly, Esq.  
1705 West College Street  
Bozeman, MT 59718  
Telephone: (406) 586-9718  
mkelly@lawmt.com

*Counsel for the Mineral Interest Holders*

**EXHIBIT A**

	<b>NAME AND ADDRESS OF MINERAL INTEREST HOLDERS/CREDITORS</b>	<b>% OF INTEREST IN ANY CLAIM OR AWARD OF DAMAGES IN THE NORTH DAKOTA ACTION</b>
1	ASCENSION OIL AND GAS, LLC 112 SOUTH LORAIN STREET MIDLAND, TX 79701	0.1251%
2	BILL D. FARLEIGH, TRUSTEE BILL D. FARLEIGH REV. TRUST P.O. BOX 3215 CASPER, WY 82602	4.6072%
3	BLACK BEAR RESOURCES IV LLC 219 WEST 4 <sup>TH</sup> STREET ODESSA, TX 79761-5016	1.0006%
4	CATHERINE A. PURCELL & MARY L. TERRY, CO-TRUSTEES WILLIAM F. DREW TRUST 317 PALM SPRINGS AVENUE CHEYENNE, WY 82009	1.4067%
5	CEMPCO, INC. P.O. BOX 33907 INDIALANTIC, FL 32903-0878	0.1802%
6	CHAMPLIN, GEORGE CHAMPLIN, SUZANNE LOVE-HARMON, MARY TRAMMELL, LOUISA WAGNOR, STEPHANIE WHITFORD, CYNTHIA 11 PEBBLE STONE LANE TAYLOR, SC 29687-6634	1.4201%
7	CHAMPLIN, MARIANNE 5377 AVENDIA SOSIEGA, UNIT A LAGUNA WOODS, CA 92637-7338	0.8130%
8	CHERIE DARR 1784 LAUREL ROAD OCEANSIDE, CA 92054	1.1484%
9	DESERT OIL & GAS LLC 219 WEST 4 <sup>TH</sup> STREET ODESSA, TX 79761-5016	0.2859%
10	DOLPHIN OIL COMPANY P.O. BOX 33907 INDIALANTIC, FL 32903-0878	3.6015%

	<b>NAME AND ADDRESS OF MINERAL INTEREST HOLDERS/CREDITORS</b>	<b>% OF INTEREST IN ANY CLAIM OR AWARD OF DAMAGES IN THE NORTH DAKOTA ACTION</b>
11	FRANK J. BAVENDICK P.O. BOX 3113 BISMARCK, ND 58502-0313	5.8765%
12	GAYE ANN FARLEIGH, TRUSTEE GAYE ANN FARLEIGH REV. TRUST 104 S. WOLCOTT, SUITE 720 CASPER, WY 82601	1.5357%
13	HAMMACK ROCKET PROPERTIES 4925 GREENVILLE SUITE 1150, PMB 61 DALLAS, TX 75206	0.0000%
14	KAB ACQUISITION, LLLP-VI 410 17 <sup>TH</sup> STREET, SUITE 1151 DENVER, CO 80202-4414	0.0000%
15	LONE STAR NATURAL RESOURCES 800 BERING DRIVE, SUITE 150 HOUSTON, TX 77057-2181	0.2365%
16	MARTY H. ELLBOGEN 1042 SOUTH DURBIN STREET CASPER, WY 82601-3757	1.1485%
17	MONTEX EXPLORATION COMPANY 1675 CREEKSIDE DRIVE SUGAR LAND, TX 77478-4203	4.5551%
18	MORRIS E OGLE 69492 LAS GARDENIAS CATHEDRAL CITY, CA 92234-1594	3.4706%
19	MORSE ENERGY PARTNERS, LLC 410 17 <sup>TH</sup> STREET, SUITE 1150 DENVER, CO 80202-4414	0.0000%
20	NARROW DOOR INTERESTS LP 112 SOUTH LORAIN STREET MIDLAND, TX 79701	0.0020%
21	PATRICK M. KELLER P.O. BOX 512 MENDOCINO, CA 95460	0.3256%
22	RICH FROMMER 1801 BROADWAY, SUITE 500 DENVER, CO 80202-3837	0.6512%

	<b>NAME AND ADDRESS OF MINERAL INTEREST HOLDERS/CREDITORS</b>	<b>% OF INTEREST IN ANY CLAIM OR AWARD OF DAMAGES IN THE NORTH DAKOTA ACTION</b>
23	ROBERT D. COWDREY 7520 EAST 21 <sup>ST</sup> NORTH, UNIT 10 WICHITA, KS 67206-1174	0.1628%
24	RONALD W. HAYS 7427 OTTENBROOK TERRACE DERWOOD, MD 20855-1990	3.6135%
25	ROYALTY INTERESTS PARTNERSHIP, LP 510 BERING DR., SUITE 600 HOUSTON, TX 77057	10.0062%
26	RUTH R. ELLBOGEN LP P.O. BOX 3280 CASPER, WY 82602-3837	4.6931%
27	STEPHEN SMITH FAMILY & CO. LLC 255 NORTH 5 <sup>TH</sup> STREET, SUITE 711 GRAND JUNCTION, CO 81501	3.6136%
28	STEPHEN SMITH, INC. P.O. BOX 160 GRAND JUNCTION, CO 81501-0160	18.6867%
29	SUNSET PRODUCTION COMPANY	1.2860%
30	SUZANNA GAYE GARLICK 139 WEST SECOND STREET, SUITE 1C CASPER, WY 82601	0.7679%
31	THE ARMSTRONG CORPORATION 513 ELKS DRIVE DICKINSON, ND 58601-2947	7.3812%
32	THE ELLBOGEN COMPANY II LLC P.O. BOX 2967 CASPER, WY 82602	0.9383%
33	THE OGLE CORPORATION 69492 LAS GARDINIAS CATHEDRAL CITY, CA 92234-1594	0.1429%
34	THREE M OIL COMPANY 8350 NORTH CENTRAL EXPRESSWAY SUITE G100 DALLAS, TX 75206	0.0000%

<b>NAME AND ADDRESS OF MINERAL INTEREST HOLDERS/CREDITORS</b>		<b>% OF INTEREST IN ANY CLAIM OR AWARD OF DAMAGES IN THE NORTH DAKOTA ACTION</b>
35	TOM SWANSON 2231 MIRACLE DRIVE CASPER, WY 82609	12.9748%
36	W.R. EVERETT P.O. BOX 4631 LAGO VISTA, TX 78	2.7214%
37	WESTERN EXPLORATION 5744 SHASTA CIRCLE LITTLETON, CO 8012	0.6212%
	<b>TOTAL</b>	<b>100.0000%</b>