

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

In re: Pacific Energy Resources Ltd.  
Debtor

Case No. 09-10785  
Reporting Period: November 2009

*Re: #1255*

*Amended* MONTHLY OPERATING REPORT

REQUIRED DOCUMENTS	Form No.	Document Attached	Explanation Attached	Affidavit/Supplement Attached
Schedule of Cash Receipts and Disbursements	MOR-1	✓	N/A	N/A
Bank Reconciliation (or copies of debtor's bank reconciliations)	MOR-1a	✓	N/A	N/A
Schedule of Professional Fees Paid	MOR-1b	✓	N/A	N/A
Copies of bank statements		N/A	N/A	N/A
Cash disbursements journals		N/A	N/A	N/A
Statement of Operations	MOR-2	✓	N/A	N/A
Balance Sheet	MOR-3	✓	N/A	N/A
Status of Postpetition Taxes	MOR-4	✓	N/A	N/A
Copies of IRS Form 6123 or payment receipt		N/A	N/A	N/A
Copies of tax returns filed during reporting period		N/A	N/A	N/A
Summary of Unpaid Postpetition Debts	MOR-4	✓	N/A	N/A
Listing of aged accounts payable	MOR-4	✓	N/A	N/A
Accounts Receivable Reconciliation and Aging	MOR-5	✓	N/A	N/A
Debtor Questionnaire	MOR-5	✓	N/A	N/A

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents are true and correct to the best of my knowledge and belief.

\_\_\_\_\_  
Signature of Debtor

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Date

*W.F. Lyng*  
\_\_\_\_\_  
Signature of Authorized Individual\*

January 5, 2010  
\_\_\_\_\_  
Date

William F. Lyng  
Printed Name of Authorized Individual

Group Controller  
\_\_\_\_\_  
Title of Authorized Individual

\*Authorized individual must be an officer, director or shareholder if debtor is a corporation; a partner if debtor is a partnership; a manager or member if debtor is a limited liability company.

In re: Pacific Energy Resources, Ltd.  
Debtor

Case No. 09-10785  
Reporting Period: November 2009

**SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS**

CASH BEGINNING OF PERIOD	BANK ACCOUNTS								CURRENT MO.		CUM. TO DATE
	OPER.	LOCKBOX	PAYROLL	FLEX	MMKT	AFRASWEPI	NOBLE	ORRI	C.D.	C.D.	ACTUAL
424,536		126,367	6,446	46,675	6,317,405	1,289,771	427,307	1,144	10,426	8,648,076	976,034

RECEIPTS											
CASH SALES	7,743,943									7,743,943	53,314,470
LOANS AND ADVANCES	6,615,000									6,615,000	80,000,000
TRANSFERS	500,000	167,715	6,930	1,600						676,246	20,372,625
OTHER	31,442	279		8	2,597	530	176			15,032	2,251,491
<b>TOTAL RECEIPTS</b>	<b>7,126,442</b>	<b>7,911,659</b>	<b>7,709</b>	<b>1,600</b>	<b>8</b>	<b>2,597</b>	<b>530</b>	<b>176</b>	<b>1</b>	<b>15,040,221</b>	<b>155,939,585</b>

DISBURSEMENTS											
OPERATING EXPENSES	6,270,293		6,442	4,851						6,261,586	57,379,408
TRANSFERS TO LOCKBOX										8,530	7,808,870
TRANSFERS TO PAYROLL AND FLEX	8530									1,652,990	
TRANSFERS TO PEAQ	53,702									53,702	3,562,591
TRANSFERS TO OPERATING	167,715	500,000								667,715	3,483,626
TRANSFERS TO SEGREGATED										33,501	8,036,013
401(K)										474,576	
INTEREST PAYMENTS	570,201									570,201	4,472,848
DEBT PAYMENTS	174,446	7,411,659								7,586,109	61,567,738
<b>TOTAL DISBURSEMENTS</b>	<b>7,298,393</b>	<b>7,911,659</b>	<b>6,442</b>	<b>4,851</b>	<b>8</b>	<b>2,597</b>	<b>530</b>	<b>176</b>	<b>1</b>	<b>15,181,344</b>	<b>148,398,666</b>

NET CASH FLOW											
	(131,951)		767	(3,251)	8	2,597	530	176	1	(131,123)	7,540,920

CASH - END OF MONTH											
	293,584	126,134	3,196	46,683	6,320,002	1,290,301	427,483	1,144	10,427	8,516,953	8,516,953

DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES (FROM CURRENT MONTH ACTUAL COLUMN)											
TOTAL DISBURSEMENTS										15,181,344	148,398,666
LESS: TRANSFERS TO DEBTOR IN POSSESSION ACCOUNTS										(729,948)	(24,544,098)
PLUS: ESTABLISH DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e. from other accounts)											
<b>TOTAL DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES</b>										<b>14,451,397</b>	<b>123,854,568</b>

In re: Pacific Energy Resources, Ltd.  
Debtor

Case No. 09-10785  
Reporting Period: November, 2009

**BANK RECONCILIATIONS**  
(Continuation Sheet for MOR-1)

	Operating #660910000	Lockbox #333300000	Payroll #119210000	Flex #119110000	M.Mkt #800500000	Acra/Swept #166010000	Noble #166010000	Orri #166010000	C.D. #166010000	C.D. #881000000	Total
<b>BALANCE PER BOOKS</b>	292,584	-	126,134	3,196	45,683	6,320,002	1,290,301	427,483	1,144	10,427	8,516,953
BANK BALANCE	489,287	-	126,284	3,196	45,683	6,320,002	1,290,301	427,483	1,144	10,427	8,713,806
(+) DEPOSITS IN TRANSIT											
(-) OUTSTANDING CHECKS	(196,703)		(150)								(196,853)
UNIDENTIFIED RECONCILING ITEM											
<b>ADJUSTED BANK BALANCE *</b>	292,584	-	126,134	3,196	45,683	6,320,002	1,290,301	427,483	1,144	10,427	8,516,953
* Adjusted bank balance must equal balance per books											

In re: Pacific Energy Resources, Ltd.

Debtor

Case No. 09-10785

Reporting Period: November 2009

**SCHEDULE OF PROFESSIONAL FEES AND EXPENSES PAID**

Payee	Period Covered	Amount Approved	Payor	Check		Amount Paid		Year-To-Date	
				Number	Date	Fees	Expenses	Fees	Expenses
Andrews Kurth LLP	Sep	24,475	PER	10002	11/18/09	23,894	581	200,102	10,428
Archon Group	May		PER					2,500	-
Ashby & Geddes	Sep	9,692	PER	9968	11/18/09	9,536	156	53,767	1,850
Bingham McCutchen LLP	Oct	57,996	PER	10075	11/25/09	56,323	1,673	981,341	41,197
Birch, Horton, Bittner and Cherot	Sep		PER					58,084	1,901
Budgel Printing	March		PER					-	1,709
Deloitte	Jun		PER					149,594	12,408
Devlin Jensen	March-April		PER					42,835	16,151
ERM-West	May		PER					8,526	-
Hartig Rhodes	Apr-Jul		PER					27,028	592
Jensen Lunny	May		PER					29,949	675
Lazard	Apr-June		PER					223,580	2,143
Margaret M. Otico - Notary Public	May		PER					-	40
Merrill	Oct	1,702	PER	10064	11/24/09	1,702		17,669	-
Millstream	Aug	8,569	PER	10007	11/18/09	7,020	1,549	144,804	8,877
Omni Management Group	Aug		PER					87,051	44,660
Pachulski Stang Ziehl	Mar-Jul		PER					921,047	162,263
Pepper Hamilton	Jul		PER					88,412	6,039
Reed W. Ferril	Aug		PER					77,315	1,231
Rutan	Aug	21,272	PER	9901	11/04/09	21,272		198,221	2,659
Schully	Aug	109,225	PER	9965	11/12/09	108,977	248	316,836	4,951
Skadden, Arps, Slate	Oct	198,148	PER	10000	11/18/09	190,975	7,173	1,076,239	35,341
Stoptoe & Johnson	Mar-Jul		PER					499,061	26,414
Stokes & Spiehler	Jul		PER					17,900	3,712
Tetra Tech	April-May		PER					8,910	604

In re: Pacific Energy Resources, Ltd.  
Debtor

Case No. 09-10785  
Reporting Period: November 2009

SCHEDULE OF PROFESSIONAL FEES AND EXPENSES PAID

Payee	Period Covered	Amount Approved	Payor	Check		Amount Paid		Year-To-Date	
				Number	Date	Fees	Expenses	Fees	Expenses
US Trustee	Mar-June		PER					59,575	
Warren H Smith	Sep	7,542	PER	10006	11/18/09	7,468	74	30,717	74
Zolfo Cooper	August	287,042	PER	10001	11/18/09	277,189	9,853	1,708,283	181,121
<b>Total paid</b>		<b>725,664</b>				<b>\$704,357</b>	<b>\$21,307</b>	<b>\$7,029,346</b>	<b>\$567,043</b>

In re: Pacific Energy Resources, Ltd.  
Debtor

Case No. 09-10785  
Reporting Period: November 2009

**STATEMENT OF OPERATIONS**  
(Income Statement)

	Month	Cumulative Filing to Date
<b>REVENUES</b>		
Oil and gas production revenue	\$ 7,612,795	\$ 58,306,084
Royalties	(2,474,159)	(17,824,971)
Net Revenue	5,138,637	40,481,113
<b>OPERATING EXPENSES</b>		
Repairs and maintenance	345,496	4,465,220
Salaries/commissions/fees	577,700	4,347,453
Transportation expense	336,176	3,162,377
Utilities	351,693	2,915,479
Insurance	193,234	1,752,198
Employee benefit programs	143,975	1,025,244
Taxes - production	5,469	51,696
Gravity adjustment	15,352	99,204
Rent and lease expense	20,800	204,260
Travel and entertainment	217	9,384
Supplies	1,492	20,730
Management fees/bonuses	-	156,136
General and administrative	348,432	5,617,946
Depreciation, depletion and amortization	662,161	6,122,349
Net Profit (Loss) Before Other Income & Expenses	2,136,440	10,531,438
<b>OTHER INCOME AND (EXPENSES)</b>		
Interest expense - cash	(686,818)	(4,392,612)
Interest expense - noncash	(1,414,382)	(14,645,024)
Stock compensation expense	(476,697)	(4,475,678)
Accretion of discounts and amortization of deferred financing costs	-	(1,427,717)
Realized gain/(loss) on derivatives	277,322	2,653,926
Interest income	37,390	681,194
Other revenue	3,007	(36,639)
General exploration expense	-	22,177
Net Profit (Loss) Before Reorganization Items	(123,738)	(11,088,936)
<b>REORGANIZATION ITEMS</b>		
Professional Fees	383,908	12,790,049
Income taxes	-	203
Net Profit (Loss)	\$ (507,646)	\$ (23,879,188)

Note: The cumulative income statement above includes the Company's activity for the entire month of March 2009.  
The Company filed for Chapter 11 protection on March 9, 2009.

In re: Pacific Energy Resources, Ltd.  
Debtor

Case No. 09-10755  
Reporting Period: November 2009

**BALANCE SHEET**

ASSETS	BOOK VALUE AT END OF CURRENT REPORTING MONTH
<b>CURRENT ASSETS</b>	
Unrestricted Cash and Equivalents	\$ 468,597
Restricted Cash and Cash Equivalents	8,049,356
Accounts Receivable (Net)	7,612,786
Inventories	598,768
Prepaid Expenses	5,301,746
Professional Retainers	468,456
Other Current Assets (See Attached Schedule)	256,328,967
<b>TOTAL CURRENT ASSETS</b>	<b>\$ 276,828,674</b>
<b>PROPERTY AND EQUIPMENT</b>	
Proved Properties Including Lease and Well Equipment	\$ 69,269,792
In Process Development	3,617,562
Unproved Properties	1,563,008
Office Equipment and Software	794,293
Vehicles	47,938
Other Equipment and Leasehold Improvements	37,179
Less Accumulated Depreciation	(8,210,477)
<b>TOTAL PROPERTY &amp; EQUIPMENT</b>	<b>\$ 67,119,293</b>
<b>OTHER ASSETS</b>	
Other Assets (See Attached Schedule)	\$ 177,463,855
<b>TOTAL ASSETS</b>	<b>\$ 521,411,823</b>
<b>LIABILITIES AND OWNER EQUITY</b>	
<b>LIABILITIES NOT SUBJECT TO COMPROMISE (Postpetition)</b>	
Accounts Payable and Accrued Liabilities	\$ 8,365,050
Taxes Payable	-
Wages Payable	429,168
Notes Payable - Debtor-in-possession financing	160,270,605
Rent - Leases - Building/Equipment	-
Secured Debt / Adequate Protection Payments	-
Professional Fees	-
Intercompany Payables	15,200,874
Asset Retirement Obligations	52,352,920
Accrued Interest	454,224
Other Liabilities	113,442
<b>TOTAL POSTPETITION LIABILITIES</b>	<b>\$ 237,186,284</b>
<b>LIABILITIES SUBJECT TO COMPROMISE (Pre-Petition)</b>	
Secured Debt	\$ 7,072,798
Priority Debt	-
Unsecured Debt	44,289,949
Intercompany Payables	94,518,429
<b>TOTAL PRE-PETITION LIABILITIES</b>	<b>\$ 145,881,177</b>
<b>TOTAL LIABILITIES</b>	<b>\$ 383,067,460</b>
<b>OWNER EQUITY</b>	
Share Capital	\$ 20,547
Contributed Surplus	43,983,432
Warrants	58,357,008
Additional Paid In Capital	213,954,337
Accumulated Other Comprehensive Loss	1,184,673
Partners' Capital Account	-
Owner's Equity Account	-
Retained Earnings - Pre-Petition	(155,276,446)
Retained Earnings - Postpetition	(23,879,188)
Adjustment to owner Equity (attach schedule)	-
Postpetition Contributions (Distributions (Draws) (attach schedule)	-
<b>NET SHAREHOLDERS' EQUITY</b>	<b>\$ 138,344,362</b>
<b>TOTAL LIABILITIES AND OWNERS' EQUITY</b>	<b>\$ 521,411,823</b>

In re: Pacific Energy Resources, Ltd.  
Debtor

Case No. 09-10785  
Reporting Period: November 2009

**BALANCE SHEET - continuation sheet**

<b>ASSETS</b>		<b>BOOK VALUE AT END OF CURRENT REPORTING MONTH</b>
<b>Other Current Assets</b>		
	Intercompany Receivables	\$ 256,285,080
	Derivative Assets	-
	Advances	42,332
	Other Receivables	1,555
	Total Other Current Assets	\$ 256,328,967
<b>Other Assets</b>		
	Performance Bonds	\$ 4,007,075
	Investments-Abandonment	101,171,435
	Investments-CAC	6,125,000
	Investments-San Pedro	4,042,257
	Investments-PEAH	62,118,089
	Total Other Assets	\$ 177,463,855



In re: Pacific Energy Resources, Ltd.  
Debtor

Case No. 09-10785  
Reporting Period: November 2009

**STATUS OF POSTPETITION TAXES**

	<b>Beginning Tax Liability</b>	<b>Amount Withheld or Accrued</b>	<b>Amount Paid</b>	<b>Date Paid</b>	<b>Check No. or EFT</b>	<b>Ending Tax Liability</b>
<b>Federal</b>						
Withholding						
FICA-Employee	See Attestation of Regard Postpetition Taxes					
FICA-Employer						
Unemployment						
Income						
Total Federal Taxes	-	-	-	-	-	-
<b>State and Local</b>						
Withholding						
Sales						
Excise						
Unemployment						
Franchise Taxes						
Personal Property						
Total State and Local	-	-	-	-	-	-
<b>Total Taxes</b>	-	-	-	-	-	-

**SUMMARY OF UNPAID POSTPETITION DEBTS**

	<b>Number of Days From Invoice Date</b>				<b>Total</b>
	<b>0-30</b>	<b>31-60</b>	<b>61-90</b>	<b>Over 90</b>	
Accounts Payable	1,331,433	308,150	231,674	1,087,640	2,958,896
Accrued Royalties	1,903,199	-	-	-	1,903,199
Accrued Operating Expenses	702,831	472,885	1,367,792	388,487	2,931,995
Accrued ORRIs	570,960	-	-	-	570,960
<b>Total Postpetition Debts</b>	<b>4,508,422</b>	<b>781,035</b>	<b>1,599,466</b>	<b>1,476,127</b>	<b>8,365,050</b>

In re: Pacific Energy Resources, Ltd.  
Debtor

Case No. 09-10785  
Reporting Period: November 2009

### ACCOUNTS RECEIVABLE RECONCILIATION AND AGING

<b>Accounts Receivable Aging</b>	<b>Amount</b>
0 - 30 days old	7,612,786
31 - 60 days old	-
61 - 90 days old	-
91+ days old	-
<b>Total Accounts Receivable</b>	<b>7,612,786</b>
Amount considered uncollectible (Bad Debt)	-
<b>Accounts Receivable (Net)</b>	<b>7,612,786</b>

### DEBTOR QUESTIONNAIRE

<b>Must be completed each month</b>	<b>Yes/No</b>
1. Have any assets been sold or transferred outside the normal course of business this reporting period? If yes, provide an explanation below.	No
2. Have any funds been disbursed from any account other than a debtor in possession account this reporting period? If yes, provide an explanation below.	No
3. Have all postpetition tax returns been timely filed? If no, provide an explanation below.	Yes
4. Are workers compensation, general liability and other necessary insurance coverages in effect? If no, provide an explanation below.	Yes
5. Has any bank account been opened during the reporting period? If yes, provide documentation identifying the opened account(s). If an investment account has been opened provide the required documentation pursuant to the Delaware Local Rule 4001-3.	No

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

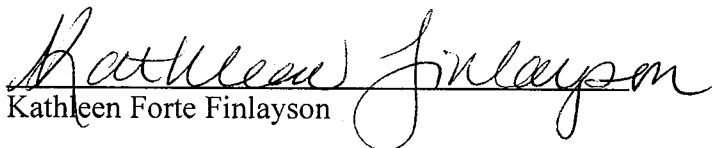
In re: ) Chapter 11  
)  
PACIFIC ENERGY RESOURCES LTD., *et al.*,<sup>1</sup> ) Case No. 09-10785 (KJC)  
) (Jointly Administered)  
Debtors. )

**AFFIDAVIT OF SERVICE**

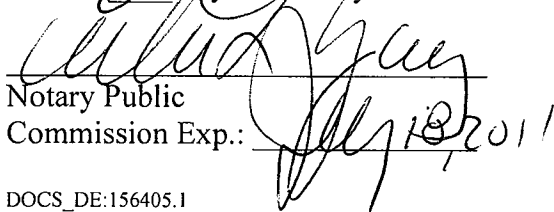
STATE OF DELAWARE )  
) ss:  
COUNTY OF NEW CASTLE )

Kathleen Forte Finlayson, being duly sworn according to law, deposes and says that she is employed by the law firm of Pachulski Stang Ziehl & Jones LLP, attorneys for the Debtors in the above-captioned action, and that on the 6<sup>th</sup> day of January, 2010 she caused a copy of the following document(s) to be served upon the parties on the attached service lists in the manner indicated:

**Amended November Operating Report for Pacific Energy Resources, Ltd.**

  
Kathleen Forte Finlayson

Sworn to and Subscribed before  
me this 6<sup>th</sup> day of January 2010

  
Notary Public  
Commission Exp.: July 18, 2011

**DEBRA L. YOUNG  
NOTARY PUBLIC  
STATE OF DELAWARE  
My commission expires July 18, 2011**

DOCS\_DE:156405.1

<sup>1</sup> The Debtors in these cases, along with the last four digits of each of the Debtors' federal tax identification number, are: Pacific Energy Resources Ltd. (3442); Petrocal Acquisition Corp. (6249); Pacific Energy Alaska Holdings, LLC (tax I.D. # not available); Carneros Acquisition Corp. (5866); Pacific Energy Alaska Operating LLC (7021); San Pedro Bay Pipeline Company (1234); Carneros Energy, Inc. (9487); and Gotland Oil, Inc. (5463). The mailing address for all of the Debtors is 111 W. Ocean Boulevard, Suite 1240, Long Beach, CA 90802.

**Pacific Energy Resources Ltd.**

**Core Service List**

Case No. 09-10785  
Document No. 146442  
05 – Hand Delivery  
05 – First Class Mail

Counsel for Debtors)  
Laura Davis Jones, Esquire  
James E. O'Neill, Esquire  
Kathleen P. Makowski, Esquire  
Pachulski Stang Ziehl & Jones LLP  
919 North Market Street, 17th Floor  
P.O. Box 8705  
Wilmington, DE 19899-8705

**Interoffice Pouch to Los Angeles**

Counsel for Debtors)  
Robert M. Saunders, Esquire  
Ira D. Kharasch, Esquire  
Scotta E. McFarland, Esquire  
Pachulski Stang Ziehl & Jones LLP  
10100 Santa Monica Blvd., 11<sup>th</sup> Floor  
Los Angeles, CA 90067

**Hand Delivery**

(United States Trustee)  
Joseph McMahon, Esquire  
Office of the United States Trustee  
J. Caleb Boggs Federal Building  
844 North King Street, Suite 2207  
Lockbox 35  
Wilmington, DE 19801

**Hand Delivery**

(Copy Service)  
Parcels, Inc.  
Vito I. DiMaio  
230 N. Market Street  
Wilmington, DE 19801

**Hand Delivery**

(United States Attorney)  
Ellen W. Slights, Esq.  
United States Attorney's Office  
District of Delaware  
1007 N. Orange Street, Suite 700  
Wilmington, DE 19801

**Hand Delivery**

(Counsel to Official Committee of  
Unsecured Creditors)  
David B. Stratton, Esquire  
James C. Carignan, Esquire  
Pepper Hamilton LLP  
Hercules Plaza, Suite 1500  
1313 Market Street  
Wilmington, DE 19899

**Hand Delivery**

(Counsel to DIP Administrative Agent)  
Don A. Beskrone, Esquire  
Ashby & Geddes, P.A.  
500 Delaware Avenue  
Wilmington, DE 19801

**First Class Mail**

(Counsel to Goldman Sachs, J.Aron &  
Company; DIP Administrative Agent)  
Jeffrey Sabin, Esquire  
Steven Wilamowsky, Esquire  
Scott K. Seamon, Esquire  
Bingham McCutchen LLP  
399 Park Avenue  
New York, NY 10022

**First Class Mail**

(Counsel to PEA Collateral Agent, et al.)  
Seth E. Jacobson, Esquire  
Chris L. Dickerson, Esquire  
Skadden, Arps, Slate, Meagher & Flom LLP  
333 West Wacker Drive, Suite 2100  
Chicago, IL 60606

**First Class Mail**

(Counsel to Official Committee of  
Unsecured Creditors)

Francis J. Lawall, Esquire  
Pepper Hamilton LLP  
3000 Two Logan Square  
Eighteenth & Arch Streets  
Philadelphia, PA 19103

**First Class Mail**

(counsel to Official Committee of  
Unsecured Creditors)

Filiberto Agusti, Esquire  
Steven Reed, Esquire  
Joshua Taylor, Esquire  
Steptoe & Johnson LLP  
1330 Connecticut Avenue NW  
Washington, DC 20036

**First Class Mail**

(counsel to Official Committee of  
Unsecured Creditors)

Robbin Itkin, Esquire  
Katherine Piper, Esquire  
Kelly Frazier, Esquire  
Steptoe & Johnson LLP  
2121 Avenue of the Stars, 28<sup>th</sup> Floor  
Los Angeles, CA 90067