

IN THE CIRCUIT COURT FOR MORGAN COUNTY  
NINTH JUDICIAL DISTRICT, THE STATE OF TENNESSEE

MARCIA GOLDBERG, Individually and on Behalf of All Others Similarly Situated,	)	
	)	
Plaintiff,	)	Case No. 2015-CV-33
	)	
vs.	)	Judge Pemberton
	)	
DELOY MILLER, et al.,	)	
	)	
Defendants.	)	
_____	)	
	)	
KENNETH GAYNOR, Individually and on Behalf of All Others Similarly Situated,	)	
	)	
Plaintiff,	)	Case No. 2015-CV-34
	)	
vs.	)	Judge Pemberton
	)	
DELOY MILLER, et al.,	)	
	)	
Defendants.	)	
_____	)	

**PROOF OF CLAIM AND RELEASE**

**I. GENERAL INSTRUCTIONS**

1. To recover as a member of the Settlement Class based on your claims in the actions entitled *Goldberg v. Miller, et al.*, Case No. 2015-cv-33 and *Gaynor v. Miller, et al.*, Case No. 2015-cv-34 (the "Litigation"), you must complete and, on page 7 hereof, sign this Proof of Claim and Release ("Proof of Claim" or "Claim Form"). If you fail to submit a properly addressed (as set forth in paragraph 3 below) Proof of Claim, postmarked or received by the date shown below, your claim may be rejected and you may be precluded from any recovery from the Net Settlement Fund created in connection with the proposed settlement of the Litigation (the "Settlement").<sup>1</sup>

2. Submission of this Proof of Claim, however, does not assure that you will share in the proceeds of the Settlement.

3. YOU MUST MAIL OR SUBMIT ONLINE YOUR COMPLETED AND SIGNED PROOF OF CLAIM, ACCOMPANIED BY COPIES OF THE DOCUMENTS REQUESTED HEREIN, NO LATER THAN JUNE 20, 2023, TO THE COURT-APPOINTED CLAIMS ADMINISTRATOR IN THIS CASE, AT THE FOLLOWING ADDRESS:

*Miller Energy Securities Litigation*  
c/o Gilardi & Co. LLC  
P.O. Box 301134  
Los Angeles, CA 90030-1134  
Online Submissions: [www.MillerEnergySecuritiesLitigation.com](http://www.MillerEnergySecuritiesLitigation.com)

If you are NOT a member of the Settlement Class (as defined in the Notice of Pendency of Class Action, Proposed Class Action Settlement, and Motion for Attorneys' Fees and Expenses (the "Notice")), DO NOT submit a Proof of Claim or direct a third party to file one on your behalf.

4. If you are a member of the Settlement Class and you did not timely request exclusion from the Settlement Class, you will be bound by the terms of any judgment entered in the Litigation, including the releases provided therein, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM.

5. It is important that you completely read and understand the Notice that accompanies this Claim Form, including the proposed Settlement and Plan of Allocation, set forth in the Notice. The Notice describes the proposed Settlement, how Settlement Class Members are affected by the Settlement, and the manner in which the Net Settlement Fund will be distributed if the Settlement and Plan of Allocation are approved by the Court. By signing and submitting this Claim Form, you will be certifying that you have read and that you understand the Notice, including the terms of the releases described therein and provided for herein.

<sup>1</sup> This Proof of Claim incorporates by reference the definitions in the Stipulation and Agreement of Settlement ("Stipulation"), which can be obtained at [www.MillerEnergySecuritiesLitigation.com](http://www.MillerEnergySecuritiesLitigation.com).

## II. CLAIMANT IDENTIFICATION

You are a member of the Settlement Class if you purchased or otherwise acquired Miller Energy's Series C and/or Series D Preferred Stock on or after February 13, 2013, and were damaged thereby. Excluded from the Settlement Class are: all Defendants in these actions and their families, the officers and directors and affiliates of Defendants, at all relevant times, members of their immediate families and their legal representatives, heirs, successors or assigns, and any entity in which Defendants have or had a controlling interest. Also excluded from the Settlement Class is bankrupt Miller Energy Resources, Inc. and its successors and assigns, including Glacier Oil & Gas Corporation, as well as Williams Financial Group, and Paul W. Boyd. Also excluded from the Settlement Class is any Settlement Class Member that validly and timely requests exclusion in accordance with the requirements set by the Court.

Use Part I of this form entitled "Claimant Identification" to identify each purchaser or acquirer of record ("nominee"), if different from the beneficial purchaser or acquirer of the Miller Energy Preferred Stock which form the basis of this claim. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S) OR ACQUIRER(S) OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S) OR ACQUIRER(S) OF THE MILLER ENERGY PREFERRED STOCK UPON WHICH THIS CLAIM IS BASED.

All joint purchasers or acquirers must sign this claim. Executors, administrators, guardians, conservators and trustees must complete and sign this claim on behalf of persons represented by them, and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

If you are acting in a representative capacity on behalf of a Settlement Class Member (for example, as an executor, administrator, trustee, or other representative), you must submit evidence of your current authority to act on behalf of that Settlement Class Member. Such evidence would include, for example, letters testamentary, letters of administration, or a copy of the trust documents.

A claim should be submitted for each separate legal entity (e.g., a Claim Form of joint owners should not include separate transactions of just one of the joint owners, and an individual should not combine his or her IRA transactions with transactions made solely in the individual's name). Conversely, a single Claim Form should be submitted on behalf of one legal entity including all transactions made by that entity on one Claim Form, no matter how many separate accounts that entity has (e.g., a corporation with multiple brokerage accounts should include all transactions made in all accounts on one Claim Form).

NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request to, or may be requested to, submit information regarding their transactions in electronic files. All claimants MUST submit a manually signed paper Proof of Claim listing all their transactions whether or not they also submit electronic copies. If you wish to file your claim electronically, you must contact the Claims Administrator at [edata@gilardi.com](mailto:edata@gilardi.com) to obtain the required file layout. Any file not in accordance with the required electronic filing format will be subject to rejection. Only one claim should be submitted for each separate legal entity and the complete name of the beneficial owner(s) of the securities must be entered where called for. Distribution payments must be made by check or electronic payment payable to the Authorized Claimant (beneficial account owner). The Third Party Filer shall not be the payee of any distribution payment check or electronic distribution payment. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the claimant a written acknowledgement of receipt and acceptance of electronically submitted data.

## III. CLAIM FORM

Use Part II and Part III of this form entitled "Schedule of Transactions in Miller Energy" to supply all required details of your transaction(s) in Miller Energy Preferred Stock. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

On the schedules, provide all of the requested information with respect to **all** of your purchases and acquisitions and **all** of your sales of Miller Energy Series C and/or Series D Preferred Stock between February 13, 2013 through November 9, 2015, inclusive, whether such transactions resulted in a profit or a loss. You must also provide all of the requested information with respect to **all** of the shares of Miller Energy Series C and/or Series D Preferred Stock you held at the close of trading on February 12, 2013 and November 9, 2015. Failure to report all such transactions may result in the rejection of your claim.

List these transactions separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day and year of each transaction you list.

For each transaction, you must provide, together with this Claim Form, copies of stockbroker confirmation slips, stockbroker statements, or other documents adequately evidencing your transactions in Miller Energy Preferred Stock. If any such documents are not in your possession, please obtain a copy or equivalent documents from your broker because these documents are necessary to prove and process your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

Official  
Office  
Use  
Only

IN THE CIRCUIT COURT FOR  
MORGAN COUNTY NINTH JUDICIAL DISTRICT  
THE STATE OF TENNESSEE

*Goldberg v. Miller, et al.*      *Gaynor v. Miller, et al.*  
Case No. 2015-cv-33      Case No. 2015-cv-34

**PROOF OF CLAIM AND RELEASE**

**Must Be Postmarked (if Mailed)  
or Received (if Submitted Online)  
No Later Than June 20, 2023**

**MIU**

Please Type or Print in the Boxes Below  
Do NOT use Red Ink, Pencil, or Staples

**REMEMBER TO ATTACH COPIES OF BROKER CONFIRMATIONS OR OTHER DOCUMENTATION OF YOUR TRANSACTIONS IN MILLER ENERGY PREFERRED STOCK. FAILURE TO PROVIDE THIS DOCUMENTATION COULD DELAY VERIFICATION OF YOUR CLAIM OR RESULT IN REJECTION OF YOUR CLAIM.**

**PART I. CLAIMANT IDENTIFICATION**

Last Name M.I. First Name

Last Name (Co-Beneficial Owner) M.I. First Name (Co-Beneficial Owner)

IRA       Joint Tenancy       Employee       Individual       Other \_\_\_\_\_

Company Name (Beneficial Owner - If Claimant is not an Individual) or Custodian Name if an IRA (specify)

Trustee/Asset Manager/Nominee/Record Owner's Name (If Different from Beneficial Owner Listed Above)

Account#/Fund# (Not Necessary for Individual Filers)

Last Four Digits of Social Security Number Taxpayer Identification Number

Telephone Number (Primary Daytime) Telephone Number (Alternate)

Email Address

**MAILING INFORMATION**

Address

Address (cont.)

City State ZIP Code

Foreign Province Foreign Postal Code Foreign Country Name/Abbreviation

FOR CLAIMS PROCESSING ONLY	OB	CB	<input type="radio"/> ATP <input type="radio"/> KE <input type="radio"/> ICI	<input type="radio"/> BE <input type="radio"/> DR <input type="radio"/> EM	<input type="radio"/> FL <input type="radio"/> ME <input type="radio"/> ND	<input type="radio"/> OP <input type="radio"/> RE <input type="radio"/> SH	MM / DD / YYYY	FOR CLAIMS PROCESSING ONLY
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**PART II. SCHEDULE OF TRANSACTIONS IN MILLER ENERGY  
SERIES C PREFERRED STOCK**

A. Number of shares of Miller Energy Series C Preferred Stock held at the close of trading on February 12, 2013:  Proof Enclosed?  Y  N

B. Purchases or acquisitions of Miller Energy Series C Preferred Stock between February 13, 2013 through November 9, 2015, inclusive:

PURCHASES																		
		Trade Date(s) (List Chronologically)				Number of Shares Purchased or Acquired				Total Purchase or Acquisition Price (Excluding commissions, taxes and fees)		Proof of Purchase Enclosed?						
		M	M	D	D	Y	Y	Y	Y					<input type="radio"/>	Y			
1.				/			/										<input type="radio"/>	N
2.				/			/										<input type="radio"/>	Y
3.				/			/										<input type="radio"/>	N
4.				/			/										<input type="radio"/>	Y
5.				/			/										<input type="radio"/>	N

IMPORTANT: (i) If any purchase listed covered a "short sale," please mark Yes:  Yes

(ii) If you received shares through an acquisition or merger, please identify the date, the share amount and the company acquired:

M M D D Y Y Y Y Merger Shares: Company:

/  /

C. Sales of Miller Energy Series C Preferred Stock between February 13, 2013 through November 9, 2015, inclusive:

SALES																		
		Trade Date(s) (List Chronologically)				Number of Shares Sold				Total Sales Price (Excluding commissions, taxes and fees)		Proof of Sales Enclosed?						
		M	M	D	D	Y	Y	Y	Y					<input type="radio"/>	Y			
1.				/			/										<input type="radio"/>	N
2.				/			/										<input type="radio"/>	Y
3.				/			/										<input type="radio"/>	N
4.				/			/										<input type="radio"/>	Y
5.				/			/										<input type="radio"/>	N

D. Number of shares of Miller Energy Series C Preferred Stock held at the close of trading on November 9, 2015:  Proof Enclosed?  Y  N

If you require additional space, attach extra schedules in the same format as above.  
Sign and print your name on each additional page.

**YOU MUST READ AND SIGN THE RELEASE ON PAGE 7. FAILURE TO SIGN THE RELEASE  
MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.**



**PART III. SCHEDULE OF TRANSACTIONS IN MILLER ENERGY  
SERIES D PREFERRED STOCK**

A. Number of shares of Miller Energy Series D Preferred Stock held at the close of trading on February 12, 2013: Proof Enclosed?  
 Y  N

B. Purchases or acquisitions of Miller Energy Series D Preferred Stock between February 13, 2013 through November 9, 2015, inclusive:

PURCHASES																			
Trade Date(s) (List Chronologically)			Number of Shares Purchased or Acquired	Total Purchase or Acquisition Price (Excluding commissions, taxes and fees)	Proof of Purchase Enclosed?														
M	M	D	D	Y	Y	Y	Y												
1.			/			/													<input type="radio"/> Y <input type="radio"/> N
2.			/			/													<input type="radio"/> Y <input type="radio"/> N
3.			/			/													<input type="radio"/> Y <input type="radio"/> N
4.			/			/													<input type="radio"/> Y <input type="radio"/> N
5.			/			/													<input type="radio"/> Y <input type="radio"/> N

**IMPORTANT:** (i) If any purchase listed covered a "short sale," please mark Yes:  Yes  
(ii) If you received shares through an acquisition or merger, please identify the date, the share amount and the company acquired:  
M M D D Y Y Y Y Merger Shares: Company:

C. Sales of Miller Energy Series D Preferred Stock between February 13, 2013 through November 9, 2015, inclusive:

SALES																			
Trade Date(s) (List Chronologically)			Number of Shares Sold	Total Sales Price (Excluding commissions, taxes and fees)	Proof of Sales Enclosed?														
M	M	D	D	Y	Y	Y	Y												
1.			/			/													<input type="radio"/> Y <input type="radio"/> N
2.			/			/													<input type="radio"/> Y <input type="radio"/> N
3.			/			/													<input type="radio"/> Y <input type="radio"/> N
4.			/			/													<input type="radio"/> Y <input type="radio"/> N
5.			/			/													<input type="radio"/> Y <input type="radio"/> N

D. Number of shares of Miller Energy Series D Preferred Stock held at the close of trading on November 9, 2015: Proof Enclosed?  
 Y  N

If you require additional space, attach extra schedules in the same format as above.  
Sign and print your name on each additional page.

**YOU MUST READ AND SIGN THE RELEASE ON PAGE 7. FAILURE TO SIGN THE RELEASE  
MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.**



#### IV. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim under the terms of the Stipulation described in the Notice. I (We) also submit to the jurisdiction of the Circuit Court for Morgan County, Ninth Judicial District, State of Tennessee with respect to my (our) claim as a Settlement Class Member and for purposes of enforcing the releases set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of the Stipulation and any judgment that may be entered in the Litigation, including the releases and the covenants set forth herein. I (We) agree to furnish additional information to the Claims Administrator to support this claim if requested to do so. I (We) have not submitted any other claim in connection with the purchase or acquisition of Miller Energy Series C and/or Series D Preferred Stock during the relevant period and know of no other person having done so on my (our) behalf.

#### V. RELEASES

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, and forever settle, release, and discharge from the Released Claims each and all of the Released Defendant Parties.

2. "Released Defendant Parties" means Settling Defendants, Defendants' Counsel, and each of their predecessors, successors, parent entities, sister entities, past, present, or future subsidiaries, affiliates, related companies, shareholders, principals, assigns, assignors, heirs, legatees, devisees, executors, administrators, estates, spouses, immediate family members, receivers and trustees, settlors, beneficiaries, officers, directors, employees, servants, agents, partners, insurers, reinsurers, representatives, attorneys, legal representatives, and successors-in-interest and any entity in which the Released Defendant Parties have or had a controlling interest.

3. "Settling Defendants" means those Defendants who have executed the Stipulation, either themselves or through counsel.

4. "Settling Parties" means Plaintiffs and Settling Defendants.

5. "Released Claims" means any and all complaints, claims, third-party claims, cross-claims, counterclaims, demands, allegations, liabilities, obligations, promises, agreements, controversies, actions, causes of action, suits, rights, damages, costs, losses, debts, penalties, fines, charges, and expenses (including the attorneys' fees, expert fees, and disbursements of counsel and other professionals) of any and every nature whatsoever, whether in law or in equity, whether arising under federal, state, local, or foreign statutory or common law, or any other law, rule, or regulation (whether foreign or domestic), whether currently known or unknown, fixed or contingent, suspected or unsuspected, foreseen or unforeseen, ripened or unripened, accrued or unaccrued, liquidated or unliquidated, or matured or not matured, whether arising in equity or under the law of contract, tort, malpractice, statutory breach, or any other legal right or duty, whether direct, class, individual, representative, or in any other capacity, and to the fullest extent that the law permits their release in this lawsuit, that Plaintiffs, or any other member of the Settlement Class could have asserted against Released Defendant Parties in the Litigation or in any forum that arise out of, relate to, are connected with, or in any way concern (a) the allegations, transactions, facts, matters, occurrences, representations, or omissions involved, set forth, alleged, or referred to in the Litigation, and that (b) arise out of, are based upon, or relate to in any way, the purchase or acquisition of Miller Energy's Series C and/or Series D Preferred Stock. Released Claims apply only to Released Parties and do not include: (i) claims asserted in *Cosby v. KPMG, LLP*, No. 3:16-cv-1210 (E.D. Tenn.), or (ii) claims to enforce the Settlement.

6. "Unknown Claims" means: (a) any Released Claims that Plaintiffs or any Settlement Class Member does not know or suspect to exist in his, her, or its favor at or after, as applicable, the time he, she or it enters into the Stipulation, or at or after the release of the Released Defendant Parties (pursuant to the terms of the Stipulation) which, if known by him, her, or it, might have affected his, her, or its settlement with and release of the Released Defendant Parties, or might have affected his, her, or its decision not to object to or opt out of this Settlement; and (b) any Released Defendants' Claims that Released Defendant Parties do not know or suspect to exist in his, her, or its favor at or after the time of the release of the Released Plaintiff Parties (pursuant to the terms of the Stipulation), which if known by him, her, or it, might have affected his, her, or its settlement with and release of the Released Plaintiff Parties. With respect to any and all Released Claims and Released Defendants' Claims, the Settling Parties stipulate and agree that, upon the Effective Date, they shall expressly waive and relinquish, and each of the Settlement Class Members shall be deemed to have waived, and by operation of the Judgment shall have expressly waived and relinquished any and all provisions, rights, and benefits conferred by California Civil Code §1542 or the laws of the United States or any state or territory of the United States, or other jurisdiction or principle of common law or foreign law that is similar, comparable, or equivalent to California Civil Code §1542, which provides:

**A general release does not extend to claims that the creditor or releasing party does not know or suspect to exist in his or her favor at the time of executing the release and that, if known by him or her, would have materially affected his or her settlement with the debtor or released party.**

Settling Parties and/or a Settlement Class Member may hereafter discover facts in addition to or different from those which he, she or it now knows or believes to be true with respect to the subject matter of the Released Claims and Released Defendants' Claims, but Settling Parties upon the Effective Date shall expressly fully, finally, and forever settle and release, and each Settlement Class Member, upon the Effective Date, shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever settled and released, any and all Released Claims and Released Defendants' Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed, upon any theory of



law or equity now existing or coming into existence in the future, including, but not limited to, conduct which is negligent, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. Settling Parties acknowledge, and Settlement Class Members shall be deemed by operation of law (including by operation of the Judgment) to have acknowledged, that the foregoing waiver and inclusion of Unknown Claims in the definition of Released Claims were separately bargained for and are a key element of the Settlement of which this release is a part.

7. These releases shall be of no force or effect unless and until the Court approves the Stipulation and the Settlement becomes effective on the Effective Date.

8. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any claim or matter released pursuant to this release or any other part or portion thereof.

9. I (We) hereby warrant and represent that I (we) have included information about all of my (our) purchases, acquisitions and sales of Miller Energy Series C and/or Series D Preferred Stock during the relevant period and the number of shares of Miller Energy Preferred Stock held by me (us) at the close of trading February 12, 2013 and November 9, 2015.

I (We) declare under penalty of perjury under the laws of the State of Tennessee that the foregoing information supplied by the undersigned is true and correct and that the Claimant has not previously entered into any settlement agreement or provided a release of claims to any Settling Defendant relating to or arising from the purchase or other acquisition of Miller Energy Series C and/or Series D Preferred Stock.

Executed this \_\_\_\_\_ day of \_\_\_\_\_ in \_\_\_\_\_  
(Month/Year) (City/State/Country)

\_\_\_\_\_  
(Sign your name here)

\_\_\_\_\_  
(Sign your name here)

\_\_\_\_\_  
(Type or print your name here)

\_\_\_\_\_  
(Type or print your name here)

\_\_\_\_\_  
(Capacity of person(s) signing, e.g.,  
Beneficial Purchaser or Acquirer, Executor or Administrator)

\_\_\_\_\_  
(Capacity of person(s) signing, e.g.,  
Beneficial Purchaser or Acquirer, Executor or Administrator)

**ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.  
THANK YOU FOR YOUR PATIENCE.**

Reminder Checklist:

- 1. Please sign the above release and declaration.
- 2. If this claim is being made on behalf of Joint Claimants, then both must sign.
- 3. Remember to attach copies of supporting documentation, if available.
- 4. **Do not send** originals of certificates.
- 5. Keep a copy of your Claim Form and all supporting documentation for your records.
- 6. If you desire an acknowledgement of receipt of your Claim Form, please send it Certified Mail, Return Receipt Requested.
- 7. If you move, please send your new address to the address below.
- 8. Do not use red pen or highlighter on the Proof of Claim or supporting documentation.

**THIS PROOF OF CLAIM MUST BE SUBMITTED ONLINE OR POSTMARKED NO LATER THAN JUNE 20, 2023:**

*Miller Energy Securities Litigation*  
c/o Gilardi & Co. LLC  
P.O. Box 301134  
Los Angeles, CA 90030-1134  
[www.MillerEnergySecuritiesLitigation.com](http://www.MillerEnergySecuritiesLitigation.com)



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