MUST BE
POSTMARKED NO
LATER THAN
NOVEMBER 8, 2014

In re Anadarko Petroleum Corporation Class Action Litigation c/o A.B. Data, Ltd. P.O. Box 170999 Milwaukee, WI 53217-8099 1-866-828-2348

FOR INTERNAL USE ONLY

www.anadarkosecuritieslitigation.com

# PROOF OF CLAIM AND RELEASE FORM

TO BE ELIGIBLE TO RECEIVE A SHARE OF THE NET SETTLEMENT FUND IN CONNECTION WITH THE SETTLEMENT OF THIS ACTION, YOU MUST COMPLETE AND SIGN THIS PROOF OF CLAIM AND RELEASE FORM ("CLAIM FORM") AND MAIL IT BY PREPAID, FIRST-CLASS MAIL TO THE ABOVE ADDRESS, **POSTMARKED NO LATER THAN NOVEMBER 8, 2014**.

FAILURE TO SUBMIT YOUR CLAIM FORM BY THE DATE SPECIFIED WILL SUBJECT YOUR CLAIM TO REJECTION AND MAY PRECLUDE YOU FROM BEING ELIGIBLE TO RECOVER ANY MONEY IN CONNECTION WITH THE SETTLEMENT.

DO NOT MAIL OR DELIVER YOUR CLAIM FORM TO THE COURT, THE PARTIES TO THIS ACTION, OR THEIR COUNSEL. SUBMIT YOUR CLAIM FORM ONLY TO THE CLAIMS ADMINISTRATOR AT THE ADDRESS SET FORTH ABOVE.

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PART I – CLAIMANT INFORMATION  The Claims Administrator will use this information for all communications regarding this Claim Form. If this information changes, you MUST notify the Claims Administrator in writing at the address above.  Claimant Names(s) (as the name(s) should appear on check, if eligible for payment; if the securities are jointly owned, the names of all beneficial owners must be provided):  Name of Person the Claims Administrator Should Contact Regarding this Claim Form (Must Be Provided):  Mailing Address – Line 1: Street Address/P.O. Box:  Mailing Address – Line 2 (If Applicable): Apartment/Suite/Floor Number:  City: State/Province: Zip Code: Country:  Last 4 digits of Claimant Social Security/Taxpayer Identification Number:  Daytime Telephone Number: Evening Telephone Number:  ( ) -			
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	Last 4 digits of Claimant Social Security/Taxpayer Id	lentification Number:	
Email address (E. mail address is not required, but if you provide it you authorize the Claims Administrator to use it in providing you with	Daytime Telephone Number: Even	ning Telephone Number:	
Email address (E. mail address is not required, but if you provide it you authorize the Claims Administrator to use it in providing you with	( ) -	) -	
information relevant to this claim.):		you provide it you authorize the Claims Administrator	to use it in providing you with

## PART II - GENERAL INSTRUCTIONS

- 1. It is important that you completely read and understand the Notice of (I) Pendency of Class Action and Proposed Settlement; (II) Settlement Fairness Hearing; and (III) Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses (the "Notice") that accompanies this Claim Form, including the Plan of Allocation of the Net Settlement Fund 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. The Notice also contains the definitions of many of the defined terms (which are indicated by initial capital letters) used in this Claim Form. 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.
- 2. IF YOU ARE NOT A SETTLEMENT CLASS MEMBER (see definition of Settlement Class on page 4 of the Notice, which sets forth who is included in and who is excluded from the Settlement Class), OR IF YOU, OR SOMEONE ACTING ON YOUR BEHALF, SUBMITTED A REQUEST FOR EXCLUSION FROM THE SETTLEMENT CLASS, DO NOT SUBMIT A CLAIM FORM. YOU MAY NOT, DIRECTLY OR INDIRECTLY, PARTICIPATE IN THE SETTLEMENT IF YOU ARE NOT A SETTLEMENT CLASS MEMBER. THUS, IF YOU ARE EXCLUDED FROM THE SETTLEMENT CLASS, ANY CLAIM FORM THAT YOU SUBMIT, OR THAT MAY BE SUBMITTED ON YOUR BEHALF, WILL NOT BE ACCEPTED.
- 3. Submission of this Claim Form does not guarantee that you will share in the proceeds of the Settlement. The distribution of the Net Settlement Fund will be governed by the Plan of Allocation set forth in the Notice, if it is approved by the Court, or by such other plan of allocation as the Court approves.
- 4. Use the Schedules of Transactions in Parts III IV of this Claim Form to supply all required details of your transaction(s) (including free transfers and deliveries) in and holdings of the applicable Anadarko Securities. On the Schedules of Transactions, please provide all of the requested information with respect to your holdings, purchases, acquisitions, and sales of the applicable Anadarko Securities, whether such transactions resulted in a profit or a loss. **Failure to report all transaction and holding information during the requested time period may result in the rejection of your claim.**
- 5. You are required to submit genuine and sufficient documentation for all of your transactions in and holdings of the applicable Anadarko Securities set forth in the Schedules of Transactions in Parts III IV of this Claim Form. Documentation may consist of copies of brokerage confirmations or monthly statements. The Parties and the Claims Administrator do not independently have information about your investments in the Anadarko Securities. IF SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN COPIES OR EQUIVALENT CONTEMPORANEOUS DOCUMENTS FROM YOUR BROKER. FAILURE TO SUPPLY THIS DOCUMENTATION MAY RESULT IN THE REJECTION OF YOUR CLAIM. DO NOT SEND ORIGINAL DOCUMENTS. Please keep a copy of all documents that you send to the Claims Administrator. Also, please do not highlight any portion of the Claim Form or any supporting documents.
- 6. Separate Claim Forms should be submitted for each separate legal entity (e.g., a claim from 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).
- 7. All joint beneficial owners must each sign this Claim Form and their names must appear as "Claimants" in Part I of this Claim Form. If you purchased or otherwise acquired the Anadarko Securities during the Settlement Class Period and held the securities in your name, you are the beneficial owner as well as the record owner and you must sign this Claim Form to participate in the Settlement. If, however, you held, purchased or otherwise acquired the Anadarko Securities during the relevant time period and the securities were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial owner of these securities, but the third party is the record owner. The beneficial owner, not the record owner, must sign this Claim Form to be eligible to participate in the Settlement.
- 8. Agents, executors, administrators, guardians, and trustees must complete and sign the Claim Form on behalf of persons represented by them, and they must:
  - (a) expressly state the capacity in which they are acting;
  - (b) identify the name, account number, Social Security Number (or taxpayer identification number), address and telephone number of the beneficial owner of (or other person or entity on whose behalf they are acting with respect to) the Anadarko Securities; and
  - (c) furnish herewith evidence of their authority to bind to the Claim Form the person or entity on whose behalf they are acting. (Authority to complete and sign a Claim Form cannot be established by stockbrokers demonstrating only that they have discretionary authority to trade securities in another person's accounts.)
- 9. By submitting a signed Claim Form, you will be swearing that you:
  - (a) own(ed) the Anadarko Securities you have listed in the Claim Form; or
  - (b) are expressly authorized to act on behalf of the owner thereof.
- 10. By submitting a signed Claim Form, you will be swearing to the truth of the statements contained therein and the genuineness of the documents attached thereto, subject to penalties of perjury under the laws of the United States of America. The making of false statements, or the submission of forged or fraudulent documentation, will result in the rejection of your claim and may subject you to civil liability or criminal prosecution.

- 11. If the Court approves the Settlement, payments to eligible Authorized Claimants pursuant to the Plan of Allocation (or such other plan of allocation as the Court approves) will be made after any appeals are resolved, and after the completion of all claims processing. The claims process could take substantial time to complete fully and fairly. Please be patient.
- 12. **PLEASE NOTE:** As set forth in the Plan of Allocation, each Authorized Claimant shall receive his/her/its *pro rata* share of the Net Settlement Fund. If the prorated payment to any Authorized Claimant calculates to less than \$10.00, it will not be included in the calculation and no distribution will be made to that Authorized Claimant.
- 13. If you have questions concerning the Claim Form, or need additional copies of the Claim Form or the Notice, you may contact the Claims Administrator, A.B. Data, Ltd., at the above address or by toll-free phone at 1-866-828-2348, or you may download the documents from <a href="https://www.anadarkosecuritieslitigation.com">www.anadarkosecuritieslitigation.com</a>.
- 14. NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. To obtain the mandatory electronic filing requirements and file layout, you may visit the settlement website at <a href="www.anadarkosecuritieslitigation.com">www.anadarkosecuritieslitigation.com</a> or you may email the Claims Administrator's electronic filing department at <a href="effling@abdata.com">effling@abdata.com</a>. Any file not in accordance with the required electronic filing format will be subject to rejection. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues an email after processing your file with your claim numbers and respective account information. Do not assume that your file has been received or processed until you receive this email. If you do not receive such an email within 10 days of your submission, you should contact the electronic filling department at <a href="effling@abdata.com">effling@abdata.com</a> to inquire about your file and confirm it was received and acceptable.

# PART III – SCHEDULE OF TRANSACTIONS IN ANADARKO COMMON STOCK

Complete this Part III if and only if you purchased/acquired Anadarko common stock during the period between June 12, 2009 and June 9, 2010, inclusive. Please include proper documentation with your Claim Form as described in detail in Part II – General Instructions, Paragraph 5, above. Do not include information in this section regarding securities other than Anadarko common stock.

1. BEGINNING HOLDINGS – common stock held as of the openi "zero" or "0".			Proof of Position Enclosed • Y • N
	receipts) of Anadarko common	MENT CLASS PERIOD – Separatel a stock from after the opening of trading of	
Date of Purchase/Acquisition (List Chronologically) MM DD YYYY	Number of Shares Purchased/Acquired	Purchase/Acquisition Price Per Share (excluding taxes, commissions and fee	
/ /		\$	$\circ$ Y $\circ$ N
/ /		\$	$\circ$ Y $\circ$ N
/ /		\$	$\circ$ Y $\circ$ N
/ /		\$	$\circ$ Y $\circ$ N
1 /		\$	$\circ$ Y $\circ$ N
	ko common stock from after the	<b>D</b> – Separately list each and every s opening of trading on June 12, 2009 throu	
Date of Sale (List Chronologically) MM DD YYYY	Number of Shares Sold	Sale Price Per Share (excluding taxes, commissions and fees)	Proof of Sale Enclosed
/ /		\$	$\circ$ Y $\circ$ N
/ /		\$	$\circ$ Y $\circ$ N
/ /		\$	$\circ$ Y $\circ$ N
/ /		\$	$\circ$ Y $\circ$ N
/ /		\$	$\circ$ Y $\circ$ N
<b>4. ENDING HOLDINGS</b> – State common stock held as of the close of "0".			Proof of Position Enclosed • Y • N

BENEFICIAL OWNER'S FULL NAME AND LAST FOUR DIGITS OF SOCIAL SECURITY/TAXPAYER IDENTIFICATION

QUESTIONS? CALL 1-866-828-2348 OR VISIT WWW.ANADARKOSECURITIESLITIGATION.COM

IF YOU DO ATTACH EXTRA SCHEDULES, CHECK THIS BOX  $\ \square$ 

NUMBER ON EACH ADDITIONAL PAGE.

### PART IV – SCHEDULE OF TRANSACTIONS IN ANADARKO NOTES

Complete this Part IV if and only if you purchased/acquired one or more of the Anadarko Notes listed in the chart below during the period between June 12, 2009 and June 9, 2010, inclusive. Please include proper documentation with your Claim Form as described in detail in Part II – General Instructions, Paragraph 5, above. Do not include information in this section regarding securities other than the Anadarko Notes listed below.

Security Code	Security Description	CUSIP Number
N1	Anadarko Petroleum Corporation 0.000% Senior Unsecured Notes due 10/10/2036	032511BB2
N2	Anadarko Petroleum Corporation 5.000% Senior Unsecured Notes due 10/1/2012	032511AU1
N3	Anadarko Petroleum Corporation 5.750% Senior Unsecured Notes due 6/15/2014	032511BE6
N4	Anadarko Petroleum Corporation 5.950% Senior Unsecured Notes due 9/15/2016	032511AX5
N5	Anadarko Petroleum Corporation 6.125% Senior Unsecured Notes due 3/15/2012	032511AT4
N6	Anadarko Petroleum Corporation 6.200% Senior Unsecured Notes due 3/15/2040	032510AC3
N7	Anadarko Petroleum Corporation 6.450% Senior Unsecured Notes due 9/15/2036	032511AY3
N8	Anadarko Petroleum Corporation 6.625% Senior Unsecured Notes due 1/15/2028	032511AM9
N9	Anadarko Petroleum Corporation 6.950% Senior Unsecured Notes due 6/15/2019	032511BF3
N10	Anadarko Petroleum Corporation 7.000% Senior Unsecured Notes due 11/15/2027	032511AL1
N11	Anadarko Petroleum Corporation 7.200% Senior Unsecured Notes due 3/15/2029	032511AN7
N12	Anadarko Petroleum Corporation 7.250% Senior Unsecured Notes due 3/15/2025	032511AH0
N13	Anadarko Petroleum Corporation 7.250% Senior Unsecured Notes due 11/15/2096	032511AK3
N14	Anadarko Petroleum Corporation 7.625% Senior Unsecured Notes due 3/15/2014	032511BD8
N15	Anadarko Petroleum Corporation 7.730% Senior Unsecured Notes due 9/15/2096	032511AJ6
N16	Anadarko Petroleum Corporation 7.950% Senior Unsecured Notes due 6/15/2039	032511BG1
N17	Anadarko Petroleum Corporation 8.700% Senior Unsecured Notes due 3/15/2019	032511BC0
N18	Anadarko Holding Company 7.050% Senior Unsecured Notes due 5/15/2018	907834AF2
N19	Anadarko Holding Company 7.150% Senior Unsecured Notes due 5/15/2028	907834AG0
N20	Anadarko Holding Company 7.500% Senior Unsecured Notes due 10/15/2026	907834AB1
N21	Anadarko Holding Company 7.500% Senior Unsecured Notes due 11/1/2096	907834AC9
N22	Anadarko Holding Company 7.950% Senior Unsecured Notes due 4/15/2029	907834AJ4
N23	Anadarko Finance Company 6.750% Company Guaranteed Notes due 5/1/2011	032479AC1
N24	Anadarko Finance Company 7.500% Company Guaranteed Notes due 5/1/2031	032479AD9
N25	Kerr-McGee Corporation 6.875% Company Guaranteed Notes due 9/15/2011	492386AS6
N26	Kerr-McGee Corporation 6.950% Company Guaranteed Notes due 7/1/2024	492386AU1
N27	Kerr-McGee Corporation 7.125% Company Guaranteed Notes due 10/15/2027	492386AK3
N28	Kerr-McGee Corporation 7.875% Company Guaranteed Notes due 9/15/2031	492386AT4

1. BEGINNING HOLDINGS – For each Anadarko Note listed in the Chart above for which you had at least one purchase/acquisition during the Settlement Class Period (June 12, 2009 through and including the close of trading on June 9, 2010), state the face value held as of the opening of trading on June 12, 2009. Please be sure to include the Security Code for each such security held. If none, write "zero" or "0" in the Face Value Held box.

Security Code (See Chart above)	Face Value Held	Proof of Position Enclosed
	\$	$\circ$ Y $\circ$ N
	\$	$\circ$ Y $\circ$ N
	\$	$\circ$ Y $\circ$ N
	\$	$\circ$ Y $\circ$ N

Security Code (See Chart above)	Purchase/A (List Chrone MM DI	equisition ologically)	Face Value Purchased/Acquired	Purchase/Acquisition Price Per Note (excluding taxes, commissions and fees)	Proof of Purchase/ Acquisition Enclosed
	/	/	\$	\$	$\circ$ Y $\circ$ N
	/	/	\$	\$	$\circ$ Y $\circ$ N
	/	/	\$	\$	$\circ$ Y $\circ$ N
	/	/	\$	\$	$\circ$ Y $\circ$ N
	/	/	\$	\$	∘ Y ∘ N
(including free deliveries	) of Anadarko I ding on June 9,	Notes from after 2010. Please	er the opening of trading o	ly list each and every sale n June 12, 2009 through and arity Code for each Anadarko	IF NONE, CHECK HERE
Security Code (See Chart above)	Date of (List Chronol MM DI	ologically)	Face Value Sold	Sale Price Per Note (excluding taxes, commissions and fees)	Proof of Sale Enclosed
	/	/	\$	\$	$\circ$ Y $\circ$ N
	/	/	\$	\$	$\circ$ Y $\circ$ N
	/	/	\$	\$	$\circ$ Y $\circ$ N
	/	/	\$	\$	$\circ$ Y $\circ$ N
	/	/	\$	\$	$\circ$ Y $\circ$ N
4. ENDING HOLDING "zero" or "0". Please be				the close of trading on June 9	, 2010. If none, write
Security Code (See Table above)		Face V	Ialue Held	Proof of Position Enclosed	
			\$		∘ Y ∘ N
			\$		$\circ$ Y $\circ$ N
			\$		$\circ$ Y $\circ$ N
			\$		$\circ$ Y $\circ$ N
-	S FULL NAMI	E AND LAST		LES IN THE SAME FOI CIAL SECURITY/TAXPAYI	

2. PURCHASES/ACQUISITIONS DURING THE SETTLEMENT CLASS PERIOD – Separately list each and every purchase/acquisition (including free receipts) of Anadarko Notes from after the opening of trading on June 12, 2009 through and including the close of trading on June 9, 2010. Please be sure to include the Security Code for each Anadarko Note

purchased/acquired.

IF YOU DO ATTACH EXTRA SCHEDULES, CHECK THIS BOX  $\square$ 

#### PART V - RELEASE OF CLAIMS AND SIGNATURE

# YOU MUST ALSO READ THE RELEASE AND CERTIFICATION BELOW AND SIGN THIS CLAIM FORM.

I (we) hereby acknowledge that, pursuant to the terms set forth in the Stipulation, without further action by anyone, upon the Effective Date of the Settlement, I (we), on behalf of myself (ourselves) and my (our) heirs, executors, administrators, predecessors, successors, affiliates and assigns in their capacities as such, shall be deemed to have, and by operation of law and of the judgment shall have, fully, finally and forever compromised, settled, released, resolved, relinquished, waived and discharged each and every Released Plaintiffs' Claim against the Defendants and the other Defendants' Releasees, and shall forever be enjoined from prosecuting any or all of the Released Plaintiffs' Claims against any of the Defendants' Releasees.

### CERTIFICATION

By signing and submitting this Claim Form, the claimant(s) or the person(s) who represent(s) the claimant(s) certifies (certify), as follows:

- 1. that I (we) have read and understand the contents of the Notice and this Claim Form, including the releases provided for in the Settlement and the terms of the Plan of Allocation;
- 2. that the claimant(s) is a (are) Settlement Class Member(s), as defined in the Notice, and is (are) not excluded by definition from the Settlement Class as set forth in the Notice;
  - 3. that the claimant has **not** submitted a request for exclusion from the Settlement Class;
- 4. that I (we) own(ed) the Anadarko Securities identified in the Claim Form and have not assigned the claim against the Defendants' Releasees to another, or that, in signing and submitting this Claim Form, I (we) have the authority to act on behalf of the owner(s) thereof;
- 5. that the claimant(s) has (have) not submitted any other claim covering the same purchases/acquisitions of Anadarko Securities and knows (know) of no other person having done so on the claimant's (claimants') behalf;
- 6. that the claimant(s) submit(s) to the jurisdiction of the Court with respect to claimant's (claimants') claim and for purposes of enforcing the releases set forth herein;
- 7. that I (we) agree to furnish such additional information with respect to this Claim Form as Lead Counsel, the Claims Administrator or the Court may require;
- 8. that the claimant(s) waive(s) the right to trial by jury, to the extent it exists, and agree(s) to the Court's summary disposition of the determination of the validity or amount of the claim made by this Claim Form;
- 9. that I (we) acknowledge that the claimant(s) will be bound by and subject to the terms of any judgment(s) that may be entered in the Action; and
- 10. that the claimant(s) is (are) NOT subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code because (a) the claimant(s) is (are) exempt from backup withholding or (b) the claimant(s) has (have) not been notified by the IRS that he/she/it is subject to backup withholding as a result of a failure to report all interest or dividends or (c) the IRS has notified the claimant(s) that he/she/it is subject to backup withholding. If the IRS has notified the claimant(s) that he/she/it is subject to backup withholding, please strike out the language in the preceding sentence indicating that the claim is not subject to backup withholding in the certification above.

UNDER THE PENALTIES OF PERJURY, I (WE) CERTIFY THAT ALL OF THE INFORMATION PROVIDED BY ME (US) ON THIS CLAIM FORM IS TRUE, CORRECT, AND COMPLETE, AND THAT THE DOCUMENTS SUBMITTED HEREWITH ARE TRUE AND CORRECT COPIES OF WHAT THEY PURPORT TO BE.

Signature of claimant	Date
Print your name here	
Signature of joint claimant, if any	Date
Print your name here	

Signature of person signing on behalf of claimant	Date
Print your name here	

# **REMINDER CHECKLIST:**

- 1. Please sign the above release and certification. If this Claim Form is being made on behalf of joint claimants, then both must sign.
- 2. Remember to attach only **copies** of acceptable supporting documentation as these documents will not be returned to you.

(Must provide evidence of authority to act on behalf of claimant – see paragraph 8 on page 2 of this Claim Form.)

If the claimant is other than an individual, or is not the person completing this form, the following also must be provided:

- 3. Please do not highlight any portion of the Claim Form or any supporting documents.
- 4. Keep copies of the completed Claim Form and documentation for your own records.
- 5. The Claims Administrator will acknowledge receipt of your Claim Form by mail, within 60 days. Your claim is not deemed filed until you receive an acknowledgement postcard. If you do not receive an acknowledgement postcard within 60 days, please call the Claims Administrator toll free at 1-866-828-2348.
- 6. If your address changes in the future, or if this Claim Form was sent to an old or incorrect address, please send the Claims Administrator written notification of your new address. If you change your name, please inform the Claims Administrator.
- 7. If you have any questions or concerns regarding your claim, please contact the Claims Administrator at the above address or toll-free at 1-866-828-2348, or visit <a href="www.anadarkosecuritieslitigation.com">www.anadarkosecuritieslitigation.com</a>. Please DO NOT call Anadarko, any other Defendants or their counsel with questions regarding your claim.

THIS CLAIM FORM MUST BE MAILED TO THE CLAIMS ADMINISTRATOR BY PREPAID, FIRST-CLASS MAIL, **POSTMARKED NO LATER THAN NOVEMBER 8, 2014**, ADDRESSED AS FOLLOWS:

In re Anadarko Petroleum Corporation Class Action Litigation
c/o A.B. Data, Ltd.
P.O. Box 170999
Milwaukee, WI 53217-8099
1-866-828-2348
www.anadarkosecuritieslitigation.com

A Claim Form received by the Claims Administrator shall be deemed to have been submitted when posted, if a postmark date on or before November 8, 2014 is indicated on the envelope and it is mailed First Class, and addressed in accordance with the above instructions. In all other cases, a Claim Form shall be deemed to have been submitted when actually received by the Claims Administrator.

You should be aware that it will take a significant amount of time to fully process all of the Claim Forms. Please be patient and notify the Claims Administrator of any change of address.