



ENTERED  
11/06/2019

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

<b>In re:</b>	§	<b>Chapter 11</b>
<b>EP ENERGY CORPORATION, et al.,</b>	§	<b>Case No. 19-35654 (MI)</b>
<b>Debtors.<sup>1</sup></b>	§	<b>(Jointly Administered)</b>
	§	<b>Re: Docket No. 6</b>

**FINAL ORDER ESTABLISHING NOTIFICATION  
PROCEDURES AND APPROVING RESTRICTIONS  
ON CERTAIN TRANSFERS OF STOCK OF DEBTORS**

Upon the Motion,<sup>2</sup> dated October 4, 2019, of EP Energy Corporation (“**EP Energy**”) and its debtor affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”), for entry of a final order pursuant to sections 105(a) and 362 of the Bankruptcy Code establishing procedures to protect the potential value the Debtors’ federal net operating loss carryforwards (the “**NOLs**”) and other tax benefits (collectively, the “**Tax Attributes**”), for use in connection with the reorganization of the Debtors, all as more fully set forth in the Motion; and upon consideration of the Rush Declaration; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: EP Energy Corporation (2728), EPE Acquisition, LLC (5855), EP Energy LLC (1021), Everest Acquisition Finance Inc. (0996), EP Energy Global LLC (7534), EP Energy Management, L.L.C. (5013), EP Energy Resale Company, L.L.C. (9561), and EP Energy E&P Company, L.P. (7092). The Debtors’ primary mailing address is 1001 Louisiana Street, Houston, TX 77002.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Emergency Motion of Debtors to Establish Notification Procedures and Approving Restrictions on Certain Transfers of Stock of, and Claims Against, Debtors (the “**Motion**”).

and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion; and the Court having held a hearing on the Motion as to interim relief as to the Stock Procedures; and the Court having granted interim relief on the Motion on October 4, 2019 (Docket No. 6); and the Court having held a final hearing on the Motion as to the Stock Procedures; and all objections, if any, to the Motion having been withdrawn, resolved, or overruled as to the Stock Procedures; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion as granted herein is in the best interests of the Debtors and their respective estates and creditors; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The provisions of this Order shall be effective *nunc pro tunc* to the Petition Date.
2. The restrictions, notification requirements, and other procedures annexed hereto as **Exhibit 1** (the “**Stock Procedures**”) are hereby approved and shall apply to all trading and transfers of Common Stock.
3. Any acquisition, disposition, or trading of Common Stock in violation of the Stock Procedures shall be null and void *ab initio* as an act in violation of the automatic stay under section 362 of the Bankruptcy Code and pursuant to this Court’s equitable powers under section 105(a) of the Bankruptcy Code.
4. Any person (including any Entity) that acquires, disposes of or trades Common Stock in violation of this Order or the Stock Procedures or that otherwise fails to comply

with their requirements, shall be subject to such sanctions as this Court may consider appropriate pursuant to this Court's equitable power under section 105(a) of the Bankruptcy Code.

5. The notices substantially in the forms annexed hereto as **Exhibit 2**, **Exhibit 3**, **Exhibit 4** and **Exhibit 5** are hereby approved.

6. Within three (3) business days of the entry of this Order, the Debtors shall send the notice of this Order (the "**Final Publication Notice**") annexed hereto as **Exhibit 5** to all parties that were served with notice of the Motion, publish the Final Publication Notice once in the national edition of *The New York Times* and the *Houston Chronical*, and post the Stock Procedures to the case website established by the Debtors' claims and noticing agent for these chapter 11 cases (which website address shall be identified in the Final Publication Notice), such notice being reasonably calculated to provide notice to all parties that may be affected by the Stock Procedures, whether known or unknown, and no further notice of the Stock Procedures shall be necessary.

7. Nothing herein shall preclude any person (including any Entity) desirous of acquiring, disposing or transferring any Common Stock from requesting relief from this Order from this Court, subject to the Debtors' rights to oppose such relief.

8. The relief granted in this Order is intended solely to permit the Debtors to protect, preserve, and maximize the value of their Tax Attributes; accordingly, other than to the extent that this Order expressly conditions or restricts trading in Common Stock, nothing in this Order or in the Motion shall, or shall be deemed to, prejudice, impair, or otherwise alter or affect the rights of any holders of Common Stock, including in connection with the treatment of any such stock or claims under any chapter 11 plan or any applicable bankruptcy court order.

9. The requirements set forth in this Order are in addition to applicable securities, corporate and other laws and do not excuse noncompliance therewith.

10. The Debtors are authorized to take all actions necessary or appropriate to carry out the relief granted in this Order.

11. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

12. A final hearing with respect to the approval of the Claims Procedures has been adjourned. A further notice of hearing shall be filed if and when a date is set for such hearing.

Signed: November 06, 2019

A handwritten signature in black ink, appearing to read 'M Isgur', is written above a horizontal line.

Marvin Isgur  
United States Bankruptcy Judge

**Exhibit 1**

**Stock Procedures**

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

<b>In re:</b>	§ §	<b>Chapter 11</b>
<b>EP ENERGY CORPORATION, et al.,</b>	§ §	<b>Case No. 19-35654 (MI)</b>
<b>Debtors.<sup>1</sup></b>	§ §	<b>(Jointly Administered)</b>

**NOTICES, RESTRICTIONS, AND OTHER PROCEDURES REGARDING  
OWNERSHIP AND TRANSFERS OF STOCK OF DEBTORS**

TO ALL PERSONS (INCLUDING ENTITIES) WITH STOCK OWNERSHIP OF THE  
DEBTORS:

Pursuant to that certain *Final Order Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Stock of Debtors* (the “**Final Stock Procedures Order**”) entered by the United States Bankruptcy Court for the Southern District of Texas (the “**Bankruptcy Court**”) on \_\_\_\_\_, 2019, Docket No. [\_\_\_\_], the following restrictions, notification requirements, and/or other procedures (collectively, the “**Stock Procedures**”) shall apply to all trading and transfers of stock of the Debtors.<sup>2</sup>

A. Common Stock Restrictions

(1) Definitions. For purposes of these Stock Procedures, the following terms have the following meanings:

(a) “**Common Stock**” shall mean common stock issued by EP Energy Corporation.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: EP Energy Corporation (2728), EPE Acquisition, LLC (5855), EP Energy LLC (1021), Everest Acquisition Finance Inc. (0996), EP Energy Global LLC (7534), EP Energy Management, L.L.C. (5013), EP Energy Resale Company, L.L.C. (9561), and EP Energy E&P Company, L.P. (7092). The Debtors’ primary mailing address is 1001 Louisiana Street, Houston, TX 77002.

<sup>2</sup> Capitalized terms used but not defined herein (in particular, see definitions in paragraphs A(1) and B(1) below) shall have the meanings ascribed to them in the Final Stock Procedures Order.

(b) “**Option**” shall mean any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock, or similar interest regardless of whether it is contingent or otherwise not currently exercisable. For the avoidance of doubt, by operation of the definition of Beneficial Ownership, an owner of an Option to acquire Common Stock may be treated as the owner of such Common Stock.

(c) “**Beneficial ownership**” of Common Stock and Options to acquire Common Stock shall be determined in accordance with section 382 of the title 26 of the United States Code (the “**Tax Code**”), the regulations promulgated by the U.S. Department of Treasury under the Tax Code (the “**Treasury Regulations**”), and rulings issued by the Internal Revenue Service (the “**IRS**”), and as described herein, and, thus, to the extent provided in those sources, from time to time shall include, without limitation, (i) direct and indirect ownership (but determined without regard to any rule that treats stock of an entity as to which the constructive ownership rules apply as no longer owned by that entity), e.g., a holding company would be considered to beneficially own all stock owned or acquired by its subsidiaries, (ii) ownership by a holder’s family members, (iii) ownership by any Entity, and (iv) to the extent set forth in Treasury Regulations section 1.382-4, the ownership of an Option to acquire Common Stock.

(d) “**Entity**” shall mean any “entity” as such term is defined in Treasury Regulations section 1.382-3(a), including any group of persons acting pursuant to a formal or informal understanding among themselves to make a coordinated acquisition of Common Stock.

(e) “**Substantial Stockholder**” shall mean any person (including any Entity) that beneficially owns at least 12,100,000 shares of Common Stock (representing approximately 4.75% of all issued and outstanding shares of Common Stock).

(2) Notice of Substantial Ownership. Any person (including any Entity) that beneficially owns, at any time on or after the Petition Date, Common Stock in an amount sufficient to qualify such person as a Substantial Stockholder shall file with this Court and serve upon (i) EP Energy Corporation, 1001 Louisiana Street, Houston, Texas 77002 (Attn: Jace D. Locke); (ii) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Matthew S. Barr, Esq., Alfredo Perez, Esq., and Ronit Berkovich, Esq.) as proposed counsel to the Debtors; (iii) (a) Strock & Strock & Lavan LLP, 180 Maiden Lane, New York, New York 10038 (Attn: Kristopher M. Hansen, Frank A. Merola, Erez E. Gilad, and Jonathan D. Canfield) and (b) Polsinelli PC, 1000 Louisiana Street, Suite 6400, Houston, Texas 77002 (Attn: Trey Monsour) as proposed counsel to the Official Committee of Unsecured Creditors (the “**Official Committee**”); and (iv) (a) Milbank LLP, 55 Hudson Yards, New York, New York 10001 (Attn: Gerard Uzzi Esq., Eric Stodola, Esq.), as proposed counsel to Elliott Management Corporation and (b) Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 6th Avenue, New York, NY 10019 (Attn: Jeffrey Saferstein, Esq. and Jacob A. Adlerstein, Esq.), as proposed counsel to Apollo Global Management, LLC (Elliott Management Corporation and Apollo Global Management, LLC, the “**Initial Supporting Noteholders**”<sup>3</sup>) (collectively with (i) through (iii), the “**Disclosure Parties**”),

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<sup>3</sup> Any rights of the Initial Supporting Noteholders under this Order shall only be in effect for as long as the Backstop Commitment Agreement (as defined in the *Motion of Debtors for Order (I) Authorizing Entry into Backstop Commitment Agreement, (II) Approving Obligations Thereunder, and (III) Granting Related Relief* [Docket No. 186]) is in effect.

a notice of such person's substantial ownership (a "**Notice of Substantial Stock Ownership**"), in substantially the form annexed to the Final Order as **Exhibit 2**, which describes specifically and in detail such person's ownership of Common Stock, on or before the date that is the later of (x) twenty (20) calendar days after the entry of the interim order granting the requested relief or (y) ten (10) business days after such person qualifies as a Substantial Stockholder. At the election of the filing person, the Notice of Substantial Stock Ownership to be filed with this Court (but not the Notice of Substantial Stock Ownership that is served upon the Debtors, the attorneys for the Debtors, the attorneys for the Official Committee and the attorneys for the Initial Supporting Noteholders) may be redacted to exclude the taxpayer identification number and the amount of Common Stock beneficially owned.

(3) Acquisition of Common Stock. At least twenty (20) business days prior to the proposed date of any transfer of Common Stock or exercise of any Option to acquire Common Stock that would result in an increase in the amount of Common Stock beneficially owned by any person (including any Entity) that currently is or, as a result of the proposed acquisition transaction, would be a Substantial Stockholder (a "**Proposed Acquisition Transaction**"), such person or Substantial Stockholder (a "**Proposed Transferee**") shall file with the Bankruptcy Court and serve upon the Disclosure Parties a notice of such Proposed Transferee's intent to purchase, acquire, or otherwise accumulate Common Stock (an "**Acquisition Notice**"), in substantially the form annexed to the Final Order as **Exhibit 3**, which describes specifically and in detail the Proposed Acquisition Transaction. At the election of the filing person, the Acquisition Notice to be filed with the Bankruptcy Court (but not the Acquisition Notice that is served upon the Debtors, the attorneys for the Debtors, the attorneys for the Official Committee and the attorneys for the Initial Supporting Noteholders) may be redacted to exclude the taxpayer identification number and the amount of Common Stock beneficially owned.

(4) Disposition of Common Stock. At least twenty (20) business days prior to the proposed date of any transfer or other disposition of Common Stock that would result in either a decrease in the amount of Common Stock beneficially owned by a Substantial Stockholder or person's or Entity's ceasing to be a Substantial Stockholder (a "**Proposed Disposition Transaction**" and, together with a Proposed Acquisition Transaction, a "**Proposed Transaction**"), such person, Entity or Substantial Stockholder (a "**Proposed Transferor**") shall file with this Court and serve upon the Disclosure Parties a notice of such Proposed Transferor's intent to sell, trade, or otherwise transfer Common Stock (a "**Disposition Notice**" and, together with an Acquisition Notice, a "**Trading Notice**"), in substantially the form annexed to the Final Order as **Exhibit 4**, which describes specifically and in detail the Proposed Disposition Transaction. At the election of the filing person, the Trading Notice to be filed with this Court (but not the Trading Notice that is served upon the Debtors, the attorneys for the Debtors, the attorneys for the Official Committee and the attorneys for the Initial Supporting Noteholders) may be redacted to exclude the taxpayer identification number and the amount of Common Stock beneficially owned.

(5) Objection Procedures. The Debtors, the Official Committee and the Initial Supporting Noteholders shall have fifteen (15) business days after the filing of an Trading Notice (the "**Objection Period**") to file with the Bankruptcy Court and serve on a Proposed Transferee or a Proposed Transferor, as the case may be, an objection (each, an "**Objection**") to any Proposed Transaction described in such Trading Notice. If the Debtors, the Official Committee or the Initial



Supporting Noteholders files an Objection by the expiration of the Objection Period (the “**Objection Deadline**”), then the applicable Proposed Transaction shall not be effective unless approved by a final and nonappealable order of the Bankruptcy Court. If none of the Debtors, the Official Committee or the Initial Supporting Noteholders files an Objection by the Objection Deadline or if the Debtors, the Official Committee and the Initial Supporting Noteholders provide written authorization to the Proposed Transferee or Proposed Transferor, as the case may be, approving the Proposed Transaction prior to the Objection Deadline, then such Proposed Transaction may proceed solely as specifically described in the applicable Trading Notice. Any further Proposed Transaction must be the subject of an additional Trading Notice and Objection Period.

B. Noncompliance with the Stock Procedures

Any transfer of Common Stock in violation of these Stock Procedures shall be null and void *ab initio* as an act in violation of the automatic stay under section 362 of the Bankruptcy Code and pursuant to the Bankruptcy Court’s equitable powers under section 105(a) of the Bankruptcy Code. Furthermore, in addition to any other penalties specified in these Stock Procedures, any person (including any Entity) that violates these Stock Procedures shall be subject to sanctions as provided by law.

C. Debtors’ Right to Waive

The Debtors may waive, in writing, any and all restrictions, stays, and notification Procedures contained in this Notice; *provided* that the Debtors shall give written notice of any such waiver to the attorneys for the Official Committee and the attorneys for the Initial Supporting Noteholders.

Dated: \_\_\_\_\_, 2019

**BY ORDER OF THE COURT**

**Exhibit 2**

**Notice of Substantial Stock Ownership**

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

<b>In re:</b>	§	
	§	<b>Chapter 11</b>
	§	
<b>EP ENERGY CORPORATION, et al.,</b>	§	<b>Case No. 19-35654 (MI)</b>
	§	
<b>Debtors.<sup>1</sup></b>	§	<b>(Jointly Administered)</b>

**NOTICE OF SUBSTANTIAL STOCK OWNERSHIP**

1. PLEASE TAKE NOTICE that, pursuant to that certain *Final Order Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Stock of Debtors*, dated [\_\_\_\_], 2019, Docket No. [\_\_\_] (with all exhibits thereto, the “**Final Stock Procedures Order**”), [Name of Filer] (the “**Filer**”) hereby provides notice that, as of the date hereof, the Filer beneficially owns:

- (i) \_\_\_\_\_ shares of Common Stock,<sup>2</sup> and/or
- (ii) Options to acquire \_\_\_\_\_ shares of Common Stock,

2. PLEASE TAKE FURTHER NOTICE that the last four digits of the taxpayer identification number of the Filer is \_\_\_\_\_.

3. PLEASE TAKE FURTHER NOTICE that the following table sets forth the following information:

4. For Common Stock and/or Options to acquire Common Stock that are owned directly by the Filer, the table sets forth (a) the number of such shares of Common Stock and/or the number of shares of Common Stock underlying the Options beneficially owned by such Filer and (b) the date(s) on which such shares of Common Stock and/or Options were acquired (categorized by class, as applicable).

5. In the case of Common Stock and/or Options to acquire Common Stock that are not owned directly by the Filer but are nonetheless beneficially owned by the Filer, the table sets forth (a) the name(s) of each record or legal owner of such shares of Common Stock and/or Options to acquire Common Stock that are beneficially owned by the Filer, (b) the number of shares of

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<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in **Exhibit 1** to the Final Stock Procedures Order.

Common Stock and/or the number of shares of Common Stock underlying the Options beneficially owned by such Filer, and (c) the date(s) on which such Common Stock and/or Options were acquired (categorized by class, as applicable).

<i>Class</i>	<i>Name of Owner</i>	<i>Shares Owned</i>	<i>Shares Underlying Options Owned</i>	<i>Date(s) Acquired</i>

(Attach additional pages if necessary.)

[[IF APPLICABLE:] The Filer is represented by [name of law firm], [address], [phone], (Attn: [name of attorney]).]

Respectfully submitted,

\_\_\_\_\_  
[Name of Filer]

By: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Telephone: \_\_\_\_\_

Facsimile: \_\_\_\_\_

Date: \_\_\_\_\_

**Exhibit 3**

**Notice of Intent to Purchase, Acquire, or Otherwise Accumulate Common Stock**

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

<b>In re:</b>	§	
	§	<b>Chapter 11</b>
	§	
<b>EP ENERGY CORPORATION, et al.,</b>	§	<b>Case No. 19-35654 (MI)</b>
	§	
<b>Debtors.<sup>1</sup></b>	§	<b>(Jointly Administered)</b>

**NOTICES OF INTENT TO PURCHASE, ACQUIRE, OR OTHERWISE ACCUMULATE  
COMMON STOCK**

1. PLEASE TAKE NOTICE that, pursuant to that certain *Final Order Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Stock of Debtors*, dated [\_\_\_\_], 2019, Docket No. [\_\_\_] (with all exhibits thereto, the “**Final Stock Procedures Order**”), [Name of Filer] (the “**Filer**”) hereby provides notice of (i) its intention to purchase, acquire, or otherwise accumulate directly one or more shares of Common Stock<sup>2</sup> and/or Options to acquire Common Stock and/or (ii) a proposed purchase or acquisition of Common Stock, and/or Options to acquire Common Stock that would result in an increase in the number of shares of Common Stock and/or number of shares of Common Stock underlying Options that are beneficially owned by the Filer (any proposed transaction described in (i) or (ii), a “**Proposed Transfer**”).

2. PLEASE TAKE FURTHER NOTICE that the following table sets forth the following information:

3. If the Proposed Transfer involves the purchase or acquisition directly by the Filer of Common Stock and/or Options to acquire Common Stock, the table sets forth (a) the number of shares of Common Stock and/or the number of shares of Common Stock underlying the Options proposed to be purchased or acquired and (b) the date(s) of such Proposed Transfer (categorized by class, as applicable).

4. If the Proposed Transfer involves the purchase or acquisition of Common Stock and/or Options to acquire Common Stock by a person (including any Entity) other than the Filer, but the Proposed Transfer nonetheless would increase the number of shares of Common Stock and/or number of shares of Common Stock underlying the Options that are beneficially owned by the Filer, the table sets forth (a) the name(s) of each such person that proposes to purchase or

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: EP Energy Corporation (2728), EPE Acquisition, LLC (5855), EP Energy LLC (1021), Everest Acquisition Finance Inc. (0996), EP Energy Global LLC (7534), EP Energy Management, L.L.C. (5013), EP Energy Resale Company, L.L.C. (9561), and EP Energy E&P Company, L.P. (7092). The Debtors’ primary mailing address is 1001 Louisiana Street, Houston, TX 77002.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in **Exhibit 1** to the Final Stock Procedures Order.

acquire such shares of Common Stock and/or Options, (b) the number of shares of Common Stock and/or number of shares of Common Stock underlying the Options proposed to be purchased or acquired, and (c) the date(s) of such Proposed Transfer (categorized by class, as applicable).

<i>Class</i>	<i>Name of Purchaser or Acquirer</i>	<i>Shares to be Purchased or Acquired</i>	<i>Shares Underlying the Options to be Purchased or Acquired</i>	<i>Date(s) of Proposed Transfer</i>

(Attach additional page if necessary.)

5. PLEASE TAKE FURTHER NOTICE that the following table summarizes the Filer's beneficial ownership of Common Stock and/or Options to acquire Common Stock assuming that the Proposed Transfer is approved and consummated as described above. The table sets forth, as of immediately following the consummation of the Proposed Transfer, the number of shares of Common Stock and/or the number of shares of Common Stock underlying the Options (a) that would be owned directly by the Filer and, (b) in the case of any beneficial ownership by the Filer of Common Stock and/or Options that would be owned by another person (including any Entity) as record or legal owner, the name(s) of each prospective record or legal owner and the number of shares of Common Stock and/or the number of shares of Common Stock underlying the Options that would be owned by each such record or legal owner (categorized by class, as applicable):

<i>Class</i>	<i>Name of Owner</i>	<i>Shares to Be Owned</i>	<i>Shares Underlying the Options to Be Owned</i>

(Attach additional page if necessary.)

6. PLEASE TAKE FURTHER NOTICE that if the Proposed Transfer involves a purchase or acquisition of Common Stock and/or Options to acquire Common Stock directly by the Filer and such Proposed Transfer would result in (a) an increase in the beneficial ownership of Common Stock and/or Options to acquire Common Stock by a person (including any Entity, other than the Filer) that currently is a Substantial Stockholder or (b) a person's (other than the Filer) becoming a Substantial Stockholder, the following table sets forth (i) the name of each such person, (ii) the number of shares of Common Stock and/or the number of shares of Common Stock underlying the Options that are beneficially owned by such person currently (i.e., prior to the Proposed Transfer), and (iii) the number of shares of Common Stock and/or the number of shares of Common Stock underlying the Options that would be beneficially owned by such person immediately following the Proposed Transfer (categorized by class, as applicable).

<i>Class</i>	<i>Name of Beneficial Owner</i>	<i>Shares Owned Currently (i.e., Prior to Proposed Transfer)</i>	<i>Shares to Be Owned Following Proposed Transfer</i>	<i>Shares Underlying the Options Owned Currently (i.e., Prior to Proposed Transfer)</i>	<i>Shares Underlying the Options to Be Owned Following Proposed Transfer</i>

(Attach additional page if necessary.)

7. PLEASE TAKE FURTHER NOTICE that the last four digits of the taxpayer identification number of the Filer is \_\_\_\_\_.

8. PLEASE TAKE FURTHER NOTICE that, under penalty of perjury, the Filer hereby declares that it has examined this Notice and accompanying attachments (if any), and, to the best of its knowledge and belief, this Notice and any attachments which purport to be part of this Notice are true, correct, and complete.

[[IF APPLICABLE:] The Filer is represented by [name of law firm], [address], [phone], (Attn: [name of attorney]).]



Respectfully submitted,

\_\_\_\_\_  
[Name of Filer]

By: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Telephone: \_\_\_\_\_

Facsimile: \_\_\_\_\_

Date: \_\_\_\_\_

**Exhibit 4**

**Notice of Intent to Sell, Trade, or Otherwise Transfer Common Stock**

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

<b>In re:</b>	§	
	§	<b>Chapter 11</b>
	§	
<b>EP ENERGY CORPORATION, et al.,</b>	§	<b>Case No. 19-35654 (MI)</b>
	§	
<b>Debtors.<sup>1</sup></b>	§	<b>(Jointly Administered)</b>

**NOTICE OF INTENT TO SELL, TRADE, OR OTHERWISE TRANSFER COMMON STOCK**

1. PLEASE TAKE NOTICE that, pursuant to that certain *Final Order Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Stock of Debtors*, dated [\_\_\_\_], 2019, Docket No. [ ] (with all exhibits thereto, the “**Final Stock Procedures Order**”), [Name of Filer] (the “**Filer**”) hereby provides notice of (i) its intention to sell, trade, or otherwise transfer or dispose of one or more shares of Common Stock<sup>2</sup> and/or Options to acquire Common Stock and/or (ii) a proposed sale, transfer, or disposition of Common Stock and/or Options to acquire Common Stock that would result in a decrease in the number of shares of Common Stock and/or number of shares of Common Stock underlying Options to acquire Common Stock that are beneficially owned by the Filer (any proposed transaction described in (i) or (ii), a “**Proposed Transfer**”).

2. PLEASE TAKE FURTHER NOTICE that the following table sets forth the following information:

3. If the Proposed Transfer involves the sale, transfer, or disposition directly by the Filer of Common Stock and/or Options to acquire Common Stock, the table sets forth (a) the number of shares of Common Stock and/or the number of shares of Common Stock underlying the Options proposed to be sold, transferred, or disposed of, and (b) the date(s) of such Proposed Transfer (categorized by class, as applicable).

4. If the Proposed Transfer involves the sale, transfer, or disposition of Common Stock and/or Options to acquire Common Stock by a person (including any Entity) other than the Filer, but the Proposed Transfer nonetheless would decrease the number of shares of Common Stock and/or number of shares of Common Stock underlying the Options that are beneficially

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<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in **Exhibit 1** to the Final Stock Procedures Order.

owned by the Filer, the table sets forth (a) the name(s) of each such person that proposes to sell , transfer, or dispose of such shares of Common Stock and/or Options, (b) the number of shares of Common Stock and/or number of shares of Common Stock underlying the Options proposed to be so sold, transferred, or disposed of, and (c) the date(s) of such Proposed Transfer (categorized by class, as applicable).

<i>Class</i>	<i>Name of Transferor</i>	<i>Shares to be Sold, Transferred, or Disposed Of</i>	<i>Shares Underlying the Options to be Sold, Transferred, or Disposed Of</i>	<i>Date(s) of Proposed Transfer</i>

(Attach additional page if necessary.)

5. PLEASE TAKE FURTHER NOTICE that the following table summarizes the Filer’s beneficial ownership of Common Stock and/or Options to acquire Common Stock assuming that the Proposed Transfer is approved and consummated as described above. The table sets forth, as of immediately following the consummation of the Proposed Transfer, the number of shares of Common Stock and/or the number of shares of Common Stock underlying the Options (a) that would be owned directly by the Filer and, (b) in the case of any beneficial ownership by the Filer of Common Stock and/or Options that would be owned by another person (including any Entity) as record or legal owner, the name(s) of each prospective record or legal owner and the number of shares of Common Stock and/or the number of shares of Common Stock underlying the Options that would be owned by each such record or legal owner (categorized by class, as applicable):

<i>Class</i>	<i>Name of Owner</i>	<i>Shares to Be Owned</i>	<i>Shares Underlying the Options to Be Owned</i>

(Attach additional page if necessary.)

6. PLEASE TAKE FURTHER NOTICE that if the Proposed Transfer involves a sale, transfer, or disposition of Common Stock and/or Options to acquire Common Stock directly by the Filer and such Proposed Transfer would result in (a) a decrease in the beneficial ownership of Common Stock and/or Options to acquire Common Stock by a person (including any Entity, other than the Filer) that currently is a Substantial Stockholder or (b) a person’s (other than the Filer) becoming a Substantial Stockholder, the following table sets forth (i) the name of each such person, (ii) the number of shares of Common Stock and/or the number of shares of Common Stock underlying the Options that are beneficially owned by such person currently (i.e., prior to the Proposed Transfer), and (iii) the number of shares of Common Stock and/or the number of shares of Common Stock underlying the Options that would be beneficially owned by such person immediately following the Proposed Transfer (categorized by class, as applicable).

<i>Class</i>	<i>Name of Beneficial Owner</i>	<i>Shares Owned Currently (i.e., Prior to Proposed Transfer)</i>	<i>Shares to Be Owned Following Proposed Transfer</i>	<i>Shares Underlying the Options Owned Currently (i.e., Prior to Proposed Transfer)</i>	<i>Shares Underlying the Options to Be Owned Following Proposed Transfer</i>

(Attach additional page if necessary.)

7. PLEASE TAKE FURTHER NOTICE that the last four digits of the taxpayer identification number of the Filer is \_\_\_\_\_.

8. PLEASE TAKE FURTHER NOTICE that, under penalty of perjury, the Filer hereby declares that it has examined this Notice and accompanying attachments (if any), and, to the best of its knowledge and belief, this Notice and any attachments which purport to be part of this Notice are true, correct, and complete.

[[IF APPLICABLE:] The Filer is represented by [name of law firm], [address], [phone], (Attn: [name of attorney]).]

Respectfully submitted,

\_\_\_\_\_  
[Name of Filer]

By: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Telephone: \_\_\_\_\_

Facsimile: \_\_\_\_\_

Date: \_\_\_\_\_

**Exhibit 5**

**Final Publication Notice**

**ATTENTION DIRECT AND INDIRECT HOLDERS OF, AND PROSPECTIVE HOLDERS OF, (I) STOCK ISSUED BY EP ENERGY CORPORATION AND (II) CLAIMS AGAINST EP ENERGY CORPORATION:**

Upon the motion (the “**Motion**”) of EP Energy Corporation together with its debtor affiliates (the “**Debtors**”), the United States Bankruptcy Court for the Southern District of Texas (the “**Bankruptcy Court**”), having jurisdiction over the chapter 11 cases of the Debtors, captioned as *In re EP Energy Corporation, et al.*, Case No. 19-35654 (the “**Chapter 11 Cases**”), entered a final order, effective as of October 4, 2019, establishing procedures (the “**Stock Procedures**”) with respect to direct and indirect trading and transfers of stock of the Debtors.

The Stock Procedures restrict transactions involving, and require notices of the holdings of and proposed transactions by, any person or group of persons that is or, as a result of a proposed transaction, would become a Substantial Stockholder of the common stock issued by EP Energy Corporation (“**Common Stock**”). For purposes of the Stock Procedures, a “**Substantial Stockholder**” is any person or, in certain cases, group of persons that beneficially own, directly or indirectly (and/or owns options to acquire) at least 12,100,000 shares of Common Stock (representing approximately 4.75% of all issued and outstanding shares of Common Stock). *Any transfer of the stock of the Debtors in violation of the Stock Procedures will be null and void ab initio and may lead to contempt, compensatory damages, punitive damages, or other sanctions being imposed by the Bankruptcy Court.*

A final hearing has been adjourned with respect to the approval of claims procedures setting forth future circumstances under which any person, group of persons, or entity that has acquired or, as a result of a proposed transaction would acquire, beneficial ownership of a substantial amount of claims against the Debtors can be required (i) to file notice of their holdings of such claims and of such proposed transaction, which transaction may be restricted, and (ii) upon a subsequent order of the Bankruptcy Court, after notice and hearing, to sell, by a specified date following the confirmation of a chapter 11 plan of the Debtors, all or a portion of such claims. A further notice of hearing shall be filed if and when a date is set for such hearing.

The requirements set forth in the respective procedures are in addition to the requirements of Bankruptcy Rule 3001(e) and applicable securities, corporate, and other laws and do not excuse noncompliance therewith.

The Stock Procedures are available on the website of Prime Clerk LLC, the Debtors’ Court-approved claims agent, located at <https://cases.primeclerk.com/EPEnergy>, and on the docket of the Chapter 11 Cases, Docket No. \_\_\_\_\_, which can be accessed via PACER at <https://www.pacer.gov>.

A direct or indirect holder of, or prospective holder of, stock of the Debtors that may be or become a Substantial Stockholder should consult the Stock Procedures.

Dated: **BY ORDER OF THE COURT** [\_\_\_\_\_] , 2019



**Exhibit B**

**Blackline**