

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

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 In re: : Chapter 11  
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 SABLE PERMIAN RESOURCES, LLC et al.,<sup>1</sup> : Case No. 20-33193 (MI)  
 :  
 Debtors. : (Jointly Administered)  
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**MEDALLION GUARANTEE POST-EFFECTIVE REGISTRATION FORM AND  
INSTRUCTIONS FOR COLLECTING APPLICABLE  
REGISTRATION INFORMATION AND TAX INFORMATION FROM HOLDERS OF  
SECURED NOTES AND UNSECURED NOTES ENTITLED TO RECEIVE NEW WARRANTS**

**REQUIRES BROKER NOMINEE'S MEDALLION GUARANTEE**

**\*\*Can Be Submitted on a Rolling Basis\*\***

**\*\*Final Registration Deadline: February 1, 2022 at 5:00 PM (CT)\*\***

**To: Beneficial Holders of the following notes (collectively, the “Notes” and the holders thereof, the “Noteholders”)**

<b>Plan Classification</b>	<b>Description of Notes</b>	<b>CUSIP/ISIN</b>
Class 8 Secured Notes Deficiency Claims	12.000% Senior Secured First Lien Notes due 2024 (REGS)	CUSIP U02567AJ1 ISIN USU02567AJ11
	12.000% Senior Secured First Lien Notes due 2024 (144A)	CUSIP 02563LAJ7 ISIN US02563LAJ70
	12.000% Senior Secured First Lien Notes due 2024 (AI)	CUSIP 02563LAK4 ISIN US02563LAK44
Class 9 Unsecured Notes Claims	7.375% Senior Notes due 2021 (144A)	CUSIP 02563LAC2 ISIN US02563LAC28
	7.375% Senior Notes due 2021 (REGS)	CUSIP U02567AC6 ISIN USU02567AC67
	7.125% Senior Notes due 2020 (144A)	CUSIP 02563LAB4 ISIN US02563LAB45
	7.125% Senior Notes due 2020 (REGS)	CUSIP U02567AB8 ISIN USU02567AB84

**PLEASE NOTE THAT THE INFORMATION COLLECTED THROUGH THIS FORM (THIS “REGISTRATION FORM”) IS NEEDED BY AMERICAN STOCK TRANSFER & TRUST COMPANY, LLC (“AST”), THE WARRANT AGENT FOR THE REORGANIZED SABLE LAND, TO REGISTER THE NEW WARRANTS PURSUANT TO THE PLAN.**

On January 29, 2021, the United States Bankruptcy Court for the Southern District of Texas—Houston Division entered an order [Docket No. 844] (the “**Confirmation Order**”) confirming the *Third Amended Joint Plan of Reorganization and Liquidation of Sable Permian Resources, LLC and its Affiliate Debtors under Chapter 11 of the Bankruptcy Code* (attached to the Confirmation Order as Exhibit 1, the “**Plan**”). The “Effective Date”<sup>1</sup> of the Plan occurred on February 1, 2021.

Pursuant to the Plan, each holder of a Secured Notes Deficiency Claim will receive its *pro rata* share of New Warrants. Pursuant to the Plan, each holder of Unsecured Notes Claims will receive its *pro rata* share of the New Warrants.

The New Warrants will **not** be eligible for distribution through The Depository Trust Company (“**DTC**”); rather, the New Warrants will be issued directly on the member register maintained by the AST in the name of the relevant owner, in each case, upon and subject to receipt of valid Registration Information (as defined below) and other required documentation as described below.

Between the Effective Date and March 2, 2021, Noteholders were provided the opportunity to certify their holdings of Notes through tendering such Notes into the applicable option on DTC’s Automated Tender Offer Program (“**ATOP**”). As publicized, on March 2nd, DTC removed the ATOP option, and Noteholders who had not previously tendered their Notes into ATOP must now certify their holdings through this Registration Form, **which requires the “medallion guarantee” of the bank, broker, or other financial institution that held your Notes “in street” name (your, “Nominee”) as of 5:01 PM ET on March 2, 2021 (i.e., the close of business on March 2, 2021).**<sup>2</sup>

To receive New Warrants, Noteholders that did not previously tender their Notes into ATOP by the March 2nd deadline must:

1. Complete this Registration Form in its entirety in order to provide all of the necessary Registration Information (as defined below) for the Debtors to issue New Warrants directly on the books and records of the Transfer Agent;
2. Submit this Registration Form and Tax Form to the Debtors’ claims and noticing agent and administrative advisor, Prime Clerk LLC (“**Prime Clerk**”) by e-mail by the Final Registration Deadline (as defined below); and

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<sup>1</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Plan. The description of the Plan is qualified in its entirety by the terms of the Plan.

<sup>2</sup> Your Nominee is being asked to certify your holdings as of 5:01 PM ET on March 2, 2021 (i.e., the close of business on March 2, 2021) that remained in the Target CUSIP as of the conclusion of the ATOP event.

3. Instruct your Nominee to complete Section 4 of this Registration Form, which requires a medallion guarantee.

Before the Debtors can effectuate any distribution of New Warrants to which you may be entitled under the Plan, the Debtors need your applicable Registration Information (as defined below), Taxpayer Identification Number (“TIN”), and appropriate IRS Form to fulfill their federal tax reporting requirements.

**THIS REGISTRATION FORM AND THE APPLICABLE TAX FORM MUST BE COMPLETED AND SUBMITTED TO PRIME CLERK BY E-MAIL ACCORDING TO THE INSTRUCTIONS SET FORTH BELOW.**

**Please follow the below instructions to receive your distribution of New Warrants:**

**Step 1:** Provide the name of the existing Noteholder in Section 1. The name provided should correspond to the name of the beneficial holder holding the Secured Notes and/or Unsecured Notes.

**Step 2:** Provide the registration information required in Section 2, which will be used to register your New Warrants (the “Registration Information”). If you wish to assign your New Warrants to an affiliated entity, you must include the Registration Information for that assignee in Section 2.

**Step 3:** In Section 3, indicate the “account type” of the account into which the New Warrants will be issued. Failure to provide an “account type” will result in a delay (or potentially a forfeiture) of the New Warrants to which you would be otherwise entitled.

**Step 4:** As described in Section 4 (Nominee Certification), instruct your Nominee to complete the information requested in the Nominee Certification including, among other things, providing the principal amount(s) of Notes held as of 5:01 PM ET on March 2, 2021 (i.e., as of the close of business on March 2, 2021).<sup>3</sup> **In addition, your Nominee must provide its medallion guarantee.**

**Step 5:** Review and execute the Certification in Section 5.

**Step 6:** Follow the directions in Section 6 and complete and submit the appropriate tax form as applicable (the “Tax Form”). For all Noteholders that are U.S. persons, the required IRS Form is Form W-9 (Request for Taxpayer Identification Number and Certification). For your convenience, Form W-9 is enclosed. Additional copies of Form W-9 may be obtained from the IRS at its website: <http://www.irs.gov/>. For all Noteholders that are not U.S. persons, the required IRS Form is the appropriate version of the Form W-8 series. Non-U.S. persons should consult with their accountant or tax specialist to determine which version of the Form W-8 series is applicable. If you are assigning your New Warrants pursuant to Section 2 to an affiliated entity, you must submit the appropriate Tax Form for that assignee.

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<sup>3</sup> Your Nominee is being asked to certify your holdings as of 5:01 PM ET on March 2, 2021 (i.e., the close of business on March 2, 2021) that remained in the Target CUSIP as of the conclusion of the ATOP event.

**Step 8:** Return this completed Registration Form and Tax Form to Prime Clerk as soon as practicable but not later than the Final Registration Deadline (as defined below) following the instructions set forth on the last page of the Registration Form.

**Submission Deadline – E-Mail Only**

You are encouraged to complete and submit this Registration Form as soon as practicable.

Please note that Prime Clerk will process Registration Forms received on a rolling basis with the intent to issue New Warrants at recurring intervals as reasonably determined by Reorganized Sable Land, Prime Clerk and the Transfer Agent.

Please further note, however, that the final deadline for Noteholders to submit a completed Registration Form is ***5:00 PM (CT) on the one (1) year anniversary of the Effective Date of the Plan, which is February 1, 2022*** (the “Final Registration Deadline”).

**Unless otherwise determined by the Debtors, if a Noteholder fails to submit a completed Registration Form by the Final Registration Deadline, such Noteholder will forfeit the New Warrants to which it may have been entitled under the Plan.**

Return completed Registration Forms by e-mail to:

SableBallots@primeclerk.com

If you have any questions regarding the distribution registration procedures or need additional copies of the Registration Form or other related materials, please contact Prime Clerk by (a) emailing SableBallots@primeclerk.com, or (b) calling Prime Clerk at (844) 627-8453 (toll-free) or, for international callers at (929) 602-1722.

PLEASE NOTE: Prime Clerk LLC is the claims, noticing, and disbursing agent for the Debtors’ cases, brought pursuant to chapter 11 of title 11 of the United States Code. As such, Prime Clerk cannot provide you with legal or financial advice. If you have any questions about the legal or tax implications of providing this Registration Information, you should contact your attorney or tax advisor.

**Section 1. Existing Noteholder Information**

Below, indicate the name of the Noteholder. You will have an opportunity to provide a different name in which you want your New Warrants issued in *Section 2* below.

Name of Noteholder: \_\_\_\_\_

**Section 2. Registration Information**

Below, indicate the name, address information, and tax identification information for the registration of the New Warrants. For the avoidance of doubt, the New Warrants will be issued in book-entry form in the name of the holder below and registered directly on the member register maintained by AST, in the name and address of the holder below. If you are assigning your New Warrants to an affiliated entity, you must provide the Registration Information for that assignee below.

Name 1: \_\_\_\_\_

Address 1: \_\_\_\_\_

Address 2: \_\_\_\_\_

City: \_\_\_\_\_

State or Province: \_\_\_\_\_

[Enter the 2-character U.S. state or Canadian province]

Foreign Country Name: \_\_\_\_\_

Postal Code: \_\_\_\_\_

U.S. Tax Identification No.: \_\_\_\_\_

Check here if non-US (no TIN)

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

E-Mail Address: \_\_\_\_\_

Attention: \_\_\_\_\_

### **Section 3. Account Type**

Please indicate the “account type” into which your New Warrants will be issued. If you are assigning your New Warrants, please indicate the “account type” of the assignee.

Below are the options for “account types” that may be used in connection with registration of your New Warrants. Please check only one box:

- INDIVIDUAL ACCOUNT;**
- IRA ACCOUNT;**
- CORPORATIONS (S-CORP):** (ASSOCIATED, ASSOCIATES, ASSOCIATION, CO, CO. COMPANY, CORP, CORPORATE/PARTNER, ENTERPRISE(S), FUND, GROUP, INCORPORATED, INC, INTERNATIONAL, INTL, LIMITED, LTD, LIFETIME LIMITED COMPANY, LLC, L.L.C., PARTNER, PARTNERS, PLC, PUBLIC LIMITED COMPANY);
- PARTNERSHIP:** (LP, L P, L.P., LLP, LIMITED PARTNERSHIP, LIFETIME LIMITED PARTNERSHIP);
- BANK;**
- NOMINEE ACCOUNTS;**
- THE NEW C-CORP;**
- NON-PROFIT:** (CEMETERY, CHURCH, COLLEGE, COMMISSION FOR CHILDREN WITH, COMMISSION FOR HANDICAPPED, COMMISSION MINISTRIES INC, COMMISSION OF PUBLIC WORKS, COMMISSION OF BANKING & FOUNDATIONS, HOSPITAL, SCHOOL, SYNAGOGUE, UNIVERSITY);
- FIDUCIARY ACCOUNT:** (CUSTODIAN, CO-TRUSTEE, ESTATE, EXECUTOR, EXECUTRIX FBO, F/B/O, FAO, FIDUCIARY TRUST, ITF, LIFE TEN, PENSION PLAN, INDIVIDUAL NAME PROFIT SHARING PLAN, RETIREMENT PLAN, 401K PLAN, SELL TRANSFER PLEDGE , STATE UNIFORM TRANSFER RO MINOR’S ACT, TTEE, TTEES, UW, UTMA, UGMA, USUFRUCT, UNIFIED, UNIF GIFT MIN ACT, UNIF TRUST MIN ACT, UNIFIED GIFT TO MINORS ACT, UNIFORM GIFT TO MINORS, UNIFORM TRANSFER TO MINORS, GRAT (GRANTOR ANNUITY TRUST));
- TENANTS IN COMMON;**
- TENANTS BY ENTIRETY:** (TEN ENT, TENANTS ENT, TENANTS ENTIRETY, TENANTS BY ENTIRETY, TENANTS BY ENTIRETIES);
- JOINT TENANTS:** (JT TEN, JT TEN WROS, JT WROS, J/T/W/R/S, JOINT TENANCY, JOINT TENANTS WITH RIGHT OF SURVIVORSHIP, JT OWNERSHIP, IF JT ACCOUNT WITH TOD); OR
- COMMUNITY PROPERTY:** (COM PROP, COMM PROP, COM PROPERTY, COMM PROPERTY, MARITAL PROPERTY, HWACP, HUSBAND & WIFE AS COMMUNITY PROPERTY).

**Section 4. Nominee Certification**

**(This Section Is for Use by Nominee Only)**

Complete the section below on behalf of the Noteholder, including setting forth the relevant principal amounts and providing your medallion guarantee.

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

Nominee's DTC Participant Number: \_\_\_\_\_

Nominee Contact Name: \_\_\_\_\_

Nominee Mailing Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Nominee Contact E-Mail Address: \_\_\_\_\_

Nominee Contact Telephone Number: \_\_\_\_\_

*[Remainder of Page Intentionally Left Blank / Chart and Medallion Guarantee Page to Follow]*

**Principal Amount of Notes Held in Target CUSIP as of 5:01 PM ET on March 2, 2021:**

<b>Plan Class</b>	<b>Security Description</b>	<b>“Target” CUSIP / ISIN</b>	<b>Principal Amount of Notes Held in Target CUSIP as of 5:01 PM ET on March 2, 2021</b>
Class 8 Secured Notes Deficiency Claims	12.000% Senior Secured First Lien Notes due 2024 (REGS)	CUSIP U02567AJ1 ISIN USU02567AJ11	\$ _____
	12.000% Senior Secured First Lien Notes due 2024 (144A)	CUSIP 02563LAJ7 ISIN US02563LAJ70	\$ _____
	12.000% Senior Secured First Lien Notes due 2024 (AI)	CUSIP 02563LAK4 ISIN US02563LAK44	\$ _____
Class 9 Unsecured Notes Claims	7.375% Senior Notes due 2021 (144A)	CUSIP 02563LAC2 ISIN US02563LAC28	\$ _____
	7.375% Senior Notes due 2021 (REGS)	CUSIP U02567AC6 ISIN USU02567AC67	\$ _____
	7.125% Senior Notes due 2020 (144A)	CUSIP 02563LAB4 ISIN US02563LAB45	\$ _____
	7.125% Senior Notes due 2020 (REGS)	CUSIP U02567AB8 ISIN USU02567AB84	\$ _____

**MEDALLION GUARANTEE:**

Please provide your medallion guarantee below certifying that the above information in Section 4 is correct.



**Section 5. Certification and Signature**

By signing below, I certify that the information provided on this Registration Form is accurate and should be used for purposes of the distribution of New Warrants the undersigned is entitled to receive on account of its Secured Notes and/or Unsecured Notes. To the extent the undersigned is providing this Registration Form on behalf of the Noteholder, the undersigned certifies that it has the requisite authority to do so and will submit evidence of same upon request.

Name of Noteholder: \_\_\_\_\_

Signature: \_\_\_\_\_

Name of Signatory: \_\_\_\_\_

Title of Signatory: \_\_\_\_\_

Telephone No. of Signatory: \_\_\_\_\_

E-Mail Address of Signatory: \_\_\_\_\_

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

*[Remainder of Page Intentionally Left Blank]*

**Section 6. Tax Information**

**Tax Form:** Please also enclose an appropriate U.S. Tax Form (available at <http://www.irs.gov> ) (Form W-9 for U.S. payees or an originally executed Form W-8 (one of Form W-8BEN, Form W-BEN-E, Form W-8ECI, Form W-8EXP, or Form W-8IMY, as applicable) for foreign payees) for the Noteholder. If you are assigning your of New Warrants to an affiliated entity, you must submit the appropriate Tax Form for that assignee.

**IF YOU FAIL TO TIMELY RETURN A PROPERLY COMPLETED REGISTRATION FORM IN ACCORDANCE WITH THIS REGISTRATION PROCESS, INCLUDING THE TAX FORM BY THE FINAL REGISTRATION DEADLINE YOU WILL FORFEIT YOUR NEW WARRANTS.**

Return completed Registration Form and Tax Form by e-mail only to:

[sableballots@primeclerk.com](mailto:sableballots@primeclerk.com)