

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

In re:

SABLE PERMIAN RESOURCES, LLC, et al.,

Debtors.¹

§
§ **Chapter 11**
§
§ **Case No. 20-33193 (MI)**
§
§ **(Jointly Administered)**

**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**

****First Interim Registration Deadline: February 16, 2021 at 5:00 PM (CT)****

****Second Interim Registration Deadline: March 2, 2021 at 5:00 PM (CT)****

****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”)

Plan Classification	Description of Notes	CUSIP/ISIN
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

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Sable Permian Resources, LLC (5172); SPR Stock Holdings, LLC (2065); Sable Permian Resources Operating, LLC (3212); SPR Holdings, LLC (3611); SPRH Finance Corporation (1390); Sable Permian Resources Corporation (9049); Sable Permian Resources Finance, LLC (6841); SPR Finance Corporation (0359); and Sable Land Company, LLC (7101). The location of the Debtors’ main corporate headquarters and the Debtors’ service address is: 700 Milam Street, Suite 3100, Houston, TX 77002.

PLEASE NOTE THAT THE INFORMATION COLLECTED THROUGH THIS FORM (THIS “REGISTRATION FORM”) IS NEEDED BY AMERICAN STOCK TRANSFER & TRUST LLC (“AST”), THE WARRANT AGENT FOR THE REORGANIZED DEBTORS TO REGISTER AND DISTRIBUTE 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 for 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”² of the Plan is February 1, 2021.

Pursuant to the Plan, each Holder of a Secured Notes Deficiency Claim will receive its *pro rata* share of the New Warrants. Pursuant to the Plan, each holder of an 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 and warrant holder register maintained by 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.

In accordance with the Plan, the Notes were deemed cancelled as of the Effective Date; however, pursuant to Article V.R of the Plan, the Notes have been left in place for administrative purposes only to allow Noteholders to receive a distribution pursuant to the Plan.

To receive New Warrants Noteholders must:

1. Confirm and certify that they hold Notes by tendering their Notes into the appropriate envelope on DTC’s Automated Tender Offer Program (“ATOP”);
2. Complete this Registration Form in its entirety in order to provide all of the necessary Registration Information for the Debtors to issue New Warrants directly on the books and records of AST;
3. Complete an applicable Tax Form; and
4. Submit this Registration Form and the applicable Tax Form to the Debtors’ claims and noticing agent and administrative advisor, Prime Clerk LLC (“Prime Clerk”).

² 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.

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. The Debtors may further require from you such know-your-customer documents (“Verification Information”) as may be required by the registered officer provider of the Reorganized Debtors pursuant to the applicable laws.

THIS REGISTRATION FORM AND THE APPLICABLE TAX FORM MUST BE COMPLETED AND SUBMITTED TO PRIME CLERK BY EMAIL 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 the bank, broker, or other financial institution that holds the Secured Notes and/or Unsecured Notes on your behalf in “street name” (your “Nominee”) to deliver your Notes electronically into the Contra-CUSIP established on DTC’s ATOP and provide the necessary information to complete the chart included in Section 4. **Please note that upon delivery of your Notes into the Contra CUSIP they will be chilled and non-transferable.**

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.

Step 7: Return this completed Registration Form and applicable Tax Form to Prime Clerk by one of the deadlines set forth below and following the instructions set forth on the last page of the Registration Form. You will be contacted if Verification Information is required by the registered officer provider of the Reorganized Debtors in order to effectuate any distribution of New Warrants.

Submission Deadline – E-Mail Only³

First Interim Registration Deadline. To be included in the first round of issuance of New Warrants, such Noteholders must properly tender their Notes into ATOP and complete and return this Registration Form including the applicable Tax Form ***by e-mail*** by no later than ***5:00 PM (CT) on February 16, 2021*** (the “***First Interim Registration Deadline*”).**

Second Interim Registration Deadline. For those Noteholders that miss the First Interim Registration Deadline and seek to be included in the second round of issuance of New Warrants, such Noteholders must properly tender their Notes into ATOP and complete and return this Registration Form including the applicable Tax Form ***by e-mail*** by no later than ***5:00 PM (CT) on March 2, 2021*** (the “***Second Interim Registration Deadline*”).**

Final Registration Deadline. For those Noteholders that miss the First and Second Interim Registration Deadlines and wish to receive their distributions of New Warrants, such Noteholders must coordinate with Prime Clerk to provide registration information and applicable certifications through appropriate methods (to be determined) by no later than ***5:00 PM (CT) on February 1, 2022*** (the “***Final Registration Deadline*”). Any such distributions of New Warrants to Noteholders that complete and return this Registration Form including the applicable Tax Form as described herein after the Second Interim Registration Deadline and prior to the Final Registration Deadline will occur at recurring intervals as reasonably determined the Reorganized Debtors, Prime Clerk and AST.**

Return completed Registration Forms by e-mail to:

Email: SableBallots@primeclerk.com

Unless otherwise determined by the Debtors, if a Noteholder fails to submit Notes into ATOP and/or provide 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.

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 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 information, you should contact your attorney or tax advisor.

³ To the extent the Debtors decide, in their discretion, to issue New Warrants on dates other than those referenced in this section, the Debtors will provide notice of such issuance to Noteholders that have not yet tendered their Notes.

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

In order to receive your New Warrants on account of your Notes, you must instruct your Nominee to electronically deliver your Notes into the appropriate Contra-CUSIP established on DTC's ATOP platform.

Following the successful submission of your Notes through ATOP, your Nominee will receive a unique ATOP Confirmation Number, also known as a "voluntary offer instruction" or "VOI." Please provide such VOI number below in addition to the principal amount of your Notes tendered into ATOP. You may need to coordinate with your Nominee to obtain your VOI number or have your Nominee complete this section for you. If you hold separate blocks of Notes at separate Nominees, please complete a separate form for each such block.

**To Be Completed by Nominee or Based on Information Provided by Nominee
(Evidence of electronic delivery of Notes via ATOP held through DTC)**

Plan Class	Security Description	CUSIP / ISIN	Principal Amount of Notes Tendered into ATOP	Name of Nominee Holding Position at DTC	DTC ATOP Confirmation Number (VOI)	Euroclear or Clearstream Reference Number (If Applicable)
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	\$			

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: _____

Section 6. Tax Information

Tax Form: Please also enclose an appropriate 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 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 APPLICABLE VERIFICATION INFORMATION AND TAX FORM BY THE APPLICABLE DEADLINE YOU WILL FORFEIT YOUR NEW WARRANTS.

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

SableBallots@primeclerk.com