

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

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In re:	§	Chapter 11
	§	
ALTA MESA RESOURCES, INC., <i>et al.</i> ,	§	Case No. 19-35133 (MI)
	§	
Debtors. <sup>1</sup>	§	(Jointly Administered)
	§	
	§	

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**NOTICE OF PROCEDURES  
APPLICABLE TO CERTAIN HOLDERS OF STOCK, PROCEDURES  
FOR TRANSFERS AND DECLARATIONS OF WORTHLESSNESS WITH  
RESPECT TO STOCK, AND INTERIM AND FINAL HEARINGS ON THE  
APPLICATION THEREOF**

**TO: ALL ENTITIES (AS DEFINED BY SECTION 101(15) OF THE BANKRUPTCY CODE) THAT MAY HOLD BENEFICIAL OWNERSHIP OF STOCK OF ALTA MESA RESOURCES, INC. (THE “STOCK”):**

**PLEASE TAKE NOTICE** that on September 11, 2019 (the “Petition Date”), the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed petitions with the United States Bankruptcy Court for the Southern District of Texas under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”). Subject to certain exceptions, Section 362 of the Bankruptcy Code operates as a stay of any act to obtain possession of property of or from the Debtors’ estates or to exercise control over property of or from the Debtors’ estates.

**PLEASE TAKE FURTHER NOTICE** that on September 12, 2019, the Debtors filed the *Debtors’ Emergency Motion for Entry of Interim and Final Orders Approving Notification and*

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<sup>1</sup> The Debtors in these chapter 11 cases and the last four digits of their federal tax identification numbers are as follows: Alta Mesa Resources, Inc. (3840); Alta Mesa Holdings, LP (5150); Alta Mesa Holdings GP, LLC (0642); OEM GP, LLC (0958); Alta Mesa Finance Services Corp. (5673); Alta Mesa Services, LP (7295); and Oklahoma Energy Acquisitions, LP (3762). The location of the Debtors’ corporate headquarters and service address is 15021 Katy Freeway, 4th Floor, Houston, Texas 77094.

*Hearing Procedures for Certain Transfers and Declarations of Worthlessness with Respect to Stock* [Docket No. 14] (the “Motion”).<sup>2</sup>

**PLEASE TAKE FURTHER NOTICE** that on September 12, 2019, the court entered the *Interim Order Approving Notification and Hearing Procedures for Certain Transfers and Declarations of Worthlessness with Respect to Stock* [Docket No. 70] (the “Order”) approving procedures for certain transfers of Stock, set forth in **Exhibit 1** attached to the Order (the “Procedures”).

**PLEASE TAKE FURTHER NOTICE** that, pursuant to the Order, a Substantial Shareholder may not consummate any purchase, sale, conversion, exchange, or other transfer of Stock or Beneficial Ownership of Stock in violation of the Procedures, and any such transaction in violation of the Procedures shall be null and void *ab initio*.

**PLEASE TAKE FURTHER NOTICE** that, pursuant to the Order, a 50-Percent Shareholder may not claim a worthless stock deduction in respect of Stock, or Beneficial Ownership of Stock, in violation of the Procedures, and any such deduction in violation of such Procedures shall be null and void *ab initio*, and the 50-Percent Shareholder shall be required to file an amended tax return revoking such proposed deduction.

**PLEASE TAKE FURTHER NOTICE** that, pursuant to the Order, the Procedures shall apply to the holding and transfers of Stock or any Beneficial Ownership therein by a Substantial Shareholder or someone who may become a Substantial Shareholder.

**PLEASE TAKE FURTHER NOTICE** that upon the request of any entity, the proposed notice, claims, and solicitation agent for the Debtors, Prime Clerk LLC, will provide a copy of the

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<sup>2</sup> Capitalized terms used but not defined herein have the meanings given to them in, as applicable, the Motion or the Order (as defined herein).

Order and a form of each of the declarations required to be filed by the Procedures in a reasonable period of time. Such declarations are also available via PACER on the court's website at <https://ecf.txsb.uscourts.gov> for a fee, or by accessing the Debtors' restructuring website at <http://cases.primeclerk.com/altamesa>.

**PLEASE TAKE FURTHER NOTICE** that an interim hearing on the Motion will be held before the Honorable Marvin Isgur in Courtroom 404, 515 Rusk Street, Houston, Texas on September 19, 2019 at 11:15 a.m., prevailing Central Time, at which the Court may make the Interim Order binding on additional parties not currently bound by the Interim Order.

**PLEASE TAKE FURTHER NOTICE** that objections to the relief granted in the Interim Order must be filed on or before September 18, 2019 at 5:00 p.m.

**PLEASE TAKE FURTHER NOTICE** that the final hearing (the "Final Hearing") on the Motion shall be held on October 7, 2019, at 10:00 a.m., prevailing Central Time. On or before 5:00 p.m., prevailing Central Time, on October 2, 2019, any objections or responses to entry of a final order on the Motion shall be filed with the Court, and served on: (a) Alta Mesa Resources, Inc., 15021 Katy Freeway, 4<sup>th</sup> Floor, Houston, Texas 77094 (Attn: Kim Warnica); (b) Latham & Watkins LLP, 330 North Wabash Avenue, Suite 2800, Chicago, Illinois 60611 (Attn: Caroline Reckler); 555 Eleventh Street, Suite 1000, Washington, D.C. 20004 (Attn: Andrew Sorkin); 885 Third Avenue, New York, NY 10022 (Attn: Brett Neve); (c) Porter Hedges LLP, 1000 Main Street, 36<sup>th</sup> Floor, Houston, TX 77002 (Attn: John F. Higgins); (d) counsel to the Agent, Bracewell LLP (Attn: William A. (Trey) Wood III); (f) counsel to the Ad Hoc Noteholder Group, Davis Polk & Wardwell LLP (Attn: Damian Schaible); (g) counsel to any statutory committee appointed in these cases, if any; and (h) the United States Trustee for the Southern District of Texas, 515 Rusk Street, Suite 3516, Houston Texas, TX 77002 (Attn: Stephen Statham and Hector Duran, Jr.). In the event

no objections to entry of the Final Order on the Motion are timely received, this court may enter such Final Order without need for the Final Hearing.

**PLEASE TAKE FURTHER NOTICE** that failure to follow the Procedures shall constitute a violation of, among other things, the automatic stay provisions of Section 362 of the Bankruptcy Code.

**PLEASE TAKE FURTHER NOTICE** that any prohibited purchase, sale, conversion, exchange, or other transfer of stock, beneficial ownership therein, or option with respect thereto or any declaration of worthlessness of the Stock in violation of the Order is prohibited and shall be null and void *ab initio* and may be subject to additional sanctions as this court may determine.

**PLEASE TAKE FURTHER NOTICE** that the requirements set forth in the Order are in addition to the requirements of applicable law and do not excuse compliance therewith.

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Dated: September 13, 2019.

PORTER HEDGES LLP

By: /s/ John F. Higgins

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