



ENTERED
10/21/2019

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

In re: ALTA MESA RESOURCES, INC., <i>et al.</i> , Debtors. ¹	§ Chapter 11 § § Case No. 19-35133 (MI) § § (Jointly Administered) § § §
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ORDER (I) SETTING BAR DATES FOR FILING PROOFS OF CLAIM, INCLUDING REQUESTS FOR PAYMENT UNDER SECTION 503(B)(9), (II) ESTABLISHING AMENDED SCHEDULES BAR DATE AND REJECTION DAMAGES BAR DATE, (III) APPROVING THE FORM OF AND MANNER FOR FILING PROOFS OF CLAIM, INCLUDING SECTION 503(B)(9) REQUESTS, AND (IV) APPROVING NOTICE OF BAR DATES

[Relates to the Motion at Docket No. 188]

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Bar Date Order”) (a) approving the Bar Dates, the Proof of Claim Form, the Bar Date Notice, and the Publication Notice, and (b) granting related relief, all as more fully set forth in the Motion; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that this Court may enter a final order consistent with Article III of the United States Constitution; and it appearing that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Motion is in the best interests of the Debtors’

¹ 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.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

estates, their creditors, and other parties in interest; and it appearing that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing, if any, before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

A. The Bar Dates and Procedures for Filing Proofs of Claim

1. Except in the cases of certain exceptions explicitly set forth in this Bar Date Order, each entity that asserts a claim against the Debtors that arose on or before the Petition Date, including requests for payment under Section 503(b)(9) of the Bankruptcy Code, shall be required to file an original, completed proof of claim (a "Proof of Claim"), substantially in the form attached to the Motion as **Exhibit A** or Official Form 410.³

2. Each employee of the Debtors that asserts a claim against the Debtors that arose on or before the Petition Date is authorized to file a Proof of Claim that redacts personally identifiable information. Such employees that file a redacted Proof of Claim, are required to serve an unredacted Proof of Claim upon the (i) proposed co-counsel to the Debtors, (a) Porter Hedges LLP, 1000 Main Street, 36th Floor, Houston, TX 77002, Attn: John F. Higgins and M. Shane Johnson and (b) Latham & Watkins LLP, 885 Third Avenue, New York, NY 10022, Attn.: Brett Neve, and 330 North Wabash Avenue, Suite 2800, Chicago, IL 60611, Attn: Caroline Reckler, and (ii)

³ Copies of Official Form 410 may be obtained by: (a) calling the Debtors' restructuring hotline at (877) 467-8547 (toll free); (b) emailing Prime Clerk at altamesainfo@PrimeClerk.com; (c) visiting the Debtors' restructuring website at: <http://www.primeclerk.com/altamesa>; and/or (d) visiting the website maintained by the Court at <http://www.txs.uscourts.gov/bankruptcy>.

counsel (or proposed counsel) to the Committee, (a) Brown Rudnick LLP, Seven Times Square, New York, NY 10036, Attn: Robert J. Stark and Andrew M. Carty, and (b) Snow Spence Green LLP, 2929 Allen Parkway, Suite 2800, Houston, TX 77019, Attn: Phil Snow and Kenneth Green.

3. The Debtors are authorized to take reasonable action to prevent employees' personally identifiable information from being publicly available on the claims register.

4. Except in the cases of governmental units and certain other exceptions explicitly set forth in this Bar Date Order, all Proofs of Claim must be filed so that they are actually received by Prime Clerk on or before ***December 9, 2019, at 5:00 p.m., prevailing Central Time*** (the "Claims Bar Date"), at the addresses and in the form set forth herein.

5. The Claims Bar Date applies to all types of claims against the Debtors that arose or are deemed to have arisen on or before the Petition Date, except for claims specifically exempt from complying with the applicable Bar Dates (as defined herein) as set forth in this Bar Date Order.

6. All governmental units holding claims (whether secured, unsecured priority, or unsecured non-priority) that arose (or are deemed to have arisen) on or prior to the Petition Date, including claims for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which the Debtors were a party, must file such Proofs of Claim so they are actually received by Prime Clerk on or before ***March 9, 2020, at 5:00 p.m., prevailing Central Time*** (the "Governmental Bar Date"), at the addresses and in the form set forth herein.

7. Unless otherwise ordered by the Court, all entities asserting claims arising from the rejection of executory contracts and unexpired leases of the Debtors shall file a Proof of Claim on account of such rejection by the later of (a) the Claims Bar Date or the Governmental Bar Date, as applicable, and (b) 5:00 p.m., prevailing Central Time, on the date that is 30 days following entry

of an order approving the rejection of any executory contract or unexpired lease of the Debtors (the “Rejection Damages Bar Date”).

8. If the Debtors amend the Schedules after having given notice of the Bar Dates, the Debtors shall give notice by first-class mail of any amendment to holders of claims affected thereby, and the deadline for those holders to file Proofs of Claim, if necessary, shall be the later of (a) the Claims Bar Date or the Governmental Bar Date, as applicable, and (b) 5:00 p.m., prevailing Central Time, on the date that is 30 days from the date the notice of the Schedule amendment is mailed (or another time period as may be fixed by the Court) (the “Amended Schedules Bar Date” and, together with the Claims Bar Date, the Governmental Bar Date, and the Rejection Damages Bar Date, as applicable, the “Bar Date” or “Bar Dates”).

9. All Proofs of Claim must be filed so as to be *actually received* by Prime Clerk on or before the applicable Bar Date. If Proofs of Claim are not received by Prime Clerk on or before the applicable Bar Date, except in the case of certain exceptions explicitly set forth in this Bar Date Order, the holders of the underlying claims shall be barred from asserting such claims against the Debtors and precluded from voting on any plans of reorganization filed in these chapter 11 cases and/or receiving distributions from the Debtors on account of such claims in these chapter 11 cases.

II. Parties Exempted from the Bar Date.

10. The following categories of claimants shall *not* be required to file a Proof of Claim by the Bar Date:

- a. any entity that already has filed a signed Proof of Claim against the applicable Debtor with Prime Clerk or the Clerk of the Court (prior to service of the Bar Date Notice) in a form substantially similar to Official Form 410;
- b. any entity whose claim is listed on the Schedules if: (i) the claim is *not* scheduled by the Debtors as any of “disputed,” “contingent,” or “unliquidated;” (ii) such entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) such entity does not

dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;

- c. any entity whose claim has previously been allowed by a final order of the Court;
- d. any Debtor having a claim against another Debtor;
- e. any entity that held a claim that has been paid in full by the Debtors in accordance with the Bankruptcy Code or an order of the Court;⁴
- f. a current employee of the Debtors, for any claim related to wages, commissions, or benefits (i) arising in the ordinary course of business postpetition or (ii) previously authorized to be paid by the *Corrected Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefits Programs and (II) Granting Related Relief* [Docket No. 151]; *provided* that a current employee must submit a Proof of Claim by the Claims Bar Date for all other claims arising on or before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- g. any current officer, manager, director, or employee for claims based on indemnification, contribution, or reimbursement;
- h. any entity holding a claim for which a separate deadline is fixed by this Court;
- i. any entity holding a claim allowable under Sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration incurred in the ordinary course; *provided* that any entity asserting a claim entitled to priority under Section 503(b)(9) of the Bankruptcy Code must assert such claims by filing a request for payment or a Proof of Claim on or prior to the Claims Bar Date;
- j. professionals retained by the Debtors or any official committee appointed in these chapter 11 cases, including the Committee;
- k. any entity whose claim is limited exclusively to the repayment of principal, interest and/or other applicable fees and charges (a “Notes Claim”) pursuant to that certain indenture (the “Indenture”), dated as of December 8, 2016, governing the 7.875% senior unsecured notes due 2024 (the “Senior Notes”); *provided, however*, that the foregoing exclusions in this subparagraph shall not apply to the indenture trustee under the Indenture

⁴ To the extent that any amounts paid by the Debtors to a creditor are subject to disgorgement for any reason, that creditor shall have until the later of (i) the Claims Bar Date and (ii) thirty (30) days from the date of any disgorgement to file a Proof of Claim for the disgorged amount.

applicable to the Senior Notes (the “Indenture Trustee”), which Indenture Trustee is required to file a Proof of Claim, on or before the Claims Bar Date, with respect to all of the Notes Claims arising under the Indenture; *provided* that the Indenture Trustee may file in the chapter 11 case of *In re Alta Mesa Resources, Inc., et al.*, (Case No. 19-35133) a single master proof of claim (a “Master Proof of Claim”) with respect to all Notes Claims against each of the applicable Debtors;

- l. the Administrative Agent or any Prepetition Secured Parties as holders of claims on account of any claims arising from the applicable Administrative Credit Documents (each as defined in the Cash Collateral Order)⁵; *provided* that the Administrative Agent may file in the chapter 11 case of *In re Alta Mesa Resources, Inc., et al.*, (Case No. 19-35133) a single Master Proof of Claim with respect to all claims against each of the applicable Debtors on arising from the applicable Administrative Credit Documents (and nothing herein shall waive the rights of any Prepetition Secured Party to file its own Proof of Claim against the Debtors); and
- m. any holder of a claim for any fees, expenses, or other obligations arising under any interim or final order approving the Debtors’ use of cash collateral.

11. No person or entity that holds an equity security interest in the Debtors—which interest is based upon the ownership of stock, membership interests, partnership interests, or warrants, options, or rights to purchase, sell, or subscribe to such a security or interest—shall be required to file a proof of interest; *provided, however*, that if any such holder asserts a claim (as opposed to an ownership interest) against the Debtors (including a claim relating to its status as an equity interest holder or the purchase or sale of such equity interest), a Proof of Claim must be filed unless otherwise exempted by the Bar Date Order.

III. Substantive Requirements of Proofs of Claim.

12. The following requirements shall apply with respect to filing and preparing each Proof of Claim:

⁵ See Interim Order Under Bankruptcy Code Sections 105(A), 361, 362, 363, 503, and 507, Bankruptcy Rules 4001 and 9014, and Complex Case Rules (I) Authorizing Debtors to Use Cash Collateral; (II) Granting Adequate Protection to Prepetition Secured Parties; (III) Modifying Automatic Stay; and (IV) Granting Related Relief [Docket No. 63] (the “Cash Collateral Order”).

- a. **Contents.** Each Proof of Claim must: (i) be legible; (ii) include a claim amount denominated in United States dollars using, if applicable, the exchange rate as of 5:00 p.m., prevailing Central Time, on the Petition Date (and to the extent such claim is converted to United States dollars, state the rate used in such conversion); (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 410; and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant on behalf of the claimant, whether such signature is an electronic signature or is ink.
- b. **Section 503(b)(9) Claim.** Any Proof of Claim asserting a claim entitled to priority under Section 503(b)(9) of the Bankruptcy Code must also: (i) include the value of the goods delivered to and received by the Debtors in the twenty (20) days prior to the Petition Date; (ii) attach any documentation identifying the particular invoices for which the 503(b)(9) claim is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtors under Section 546(c) of the Bankruptcy Code (if applicable).
- c. **Electronic Signatures Permitted.** Proofs of Claim signed electronically by the claimant or an authorized agent or legal representative of the claimant may be deemed acceptable for purposes of claims administration. Copies of Proofs of Claim or Proofs of Claim sent by facsimile or electronic mail will not be accepted.
- d. **Identification of the Debtor Entity.** Each Proof of Claim must clearly identify the Debtor against which a claim is asserted, including the individual Debtor's case number. A Proof of Claim filed under the joint administration case number (Case No. 19-35133), or otherwise without identifying a specific Debtor, will be deemed as filed only against Alta Mesa Resources, Inc.
- e. **Claim Against Multiple Debtor Entities.** With the exception of any Master Proof of Claim, each Proof of Claim must state a claim against **only one** Debtor, clearly indicate the Debtor against which the claim is asserted, and be filed on the claims register of such Debtor. To the extent more than one Debtor is listed on the Proof of Claim, such claim may be treated as if filed only against Alta Mesa Resources, Inc.
- f. **Supporting Documentation.** Each Proof of Claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, such Proof of Claim may include a summary of such documentation or an explanation as to why such documentation is not available; *provided* that any creditor shall be required to transmit such documentation to Debtors' counsel upon request no later than ten (10) days from the date of such request.
- g. **Timely Service.** Each Proof of Claim must be filed, including supporting documentation so as to be **actually received** by Prime Clerk on or before the

applicable Bar Date as follows: electronically through the interface available at <http://cases.primeclerk.com/altamesa>, or if submitted through non-electronic means, by U.S. Mail or other hand delivery system at the following address:

Alta Mesa Resources, Inc. Claims Processing Center
c/o Prime Clerk LLC
850 Third Avenue, Suite 412
Brooklyn, NY 11232

PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR ELECTRONIC MAIL WILL NOT BE ACCEPTED.

- h. ***Receipt of Service.*** Claimants wishing to receive acknowledgment that their Proofs of Claim were received by Prime Clerk must submit (i) a copy of the Proof of Claim Form (in addition to the original Proof of Claim Form sent to Prime Clerk) and (ii) a self-addressed, stamped envelope.

IV. Procedures for Providing Notice of the Bar Date

A. Mailing of Bar Date Notices

13. No later than October 29, 2019, the Debtors shall cause written notice of the Bar Dates, substantially in the form attached as **Exhibit B** to the Motion (the “**Bar Date Notice**”), and a Proof of Claim Form (collectively, the “**Bar Date Package**”) to be mailed via first class mail to the following entities (or their respective counsel, if known):

- a. the U.S. Trustee;
- b. the holders of the 30 largest unsecured claims against the Debtors
- c. counsel (or proposed counsel) to the Committee;
- d. the Administrative Agent under the Debtors’ prepetition revolving credit facility and counsel thereto;
- e. the Indenture Trustee for the 7.875% Senior Notes due 2024 and counsel thereto;
- f. counsel to the ad hoc group of 7.875% Senior Notes due 2024 (the “**Ad Hoc Noteholder Group**”);
- g. all known creditors and other known holders of claims against the Debtors as of the date of entry of the Bar Date Order, including all entities listed in the Schedules as holding claims against the Debtors;

- h. all entities that have requested notice of the proceedings in these chapter 11 cases pursuant to Bankruptcy Rule 2002 as of the date of the Bar Date Order;
- i. all entities that have filed Proofs of Claim in these chapter 11 cases as of the date of the Bar Date Order;
- j. all known, non-Debtor, equity holders of the Debtors as of the date the Bar Date Order is entered;
- k. all entities who are party to executory contracts and unexpired leases with the Debtors;
- l. all entities who are party to litigation with the Debtors;
- m. all current and recent former employees who were employed by the Debtors on or after September 11, 2016 (to the extent that contact information for former employees is available in the Debtors' records);⁶
- n. all regulatory authorities that regulate the Debtors' businesses, including environmental and permitting authorities;
- o. the Offices of the Attorney General for each of the states in which the Debtors operate;
- p. all taxing authorities for the jurisdictions in which the Debtors maintain or conduct business;
- q. the Securities and Exchange Commission;
- r. the Executive Office for United States Attorneys; and
- s. the Office of the United States Attorney for the Southern District of Texas.

14. The Debtors shall mail notice of the Bar Date Notice only to their known creditors, and such mailing shall be made to the last known mailing address for each such creditor, as reflected in the Debtors' books and records at such time.

15. The Debtors shall provide all known creditors listed in the Debtors' Schedules with a personalized Proof of Claim Form, which will set forth: (a) the identity of the Debtor against

⁶ As set forth herein, the proposed Bar Date Order grants current employees authority to file a proof of claim with personally identifiable information redacted.

which the creditor's claim is scheduled; (b) the amount of the scheduled claim, if any; (c) whether the claim is listed as contingent, unliquidated, or disputed; and (d) whether the claim is listed as secured, unsecured priority, or unsecured non-priority. Each creditor shall have an opportunity to inspect the Proof of Claim Form provided by the Debtors and correct any information that is missing, incorrect, or incomplete. Additionally, any creditor may choose to submit a Proof of Claim on a different form as long as it is substantially similar to Official Form 410.

16. After the initial mailing of the Bar Date Packages, the Debtors may, in their discretion, make supplemental mailings of notices or packages, including in the event that: (a) notices are returned by the post office with forwarding addresses; (b) certain parties acting on behalf of parties in interest decline to pass along notices to these parties and instead return their names and addresses to the Debtors for direct mailing, and (c) additional potential claimants become known after the initial mailing of the Bar Date Package. In this regard, the Debtors may make supplemental mailings of the Bar Date Package in these and similar circumstances at any time up to 21 days in advance of the applicable Bar Date, with any such mailings being deemed timely and the Bar Date being applicable to the recipient creditors.

B. Publication of Bar Date Notice

17. The Debtors shall cause notice of the Bar Date Notice to be given by publication to creditors to whom notice by mail is impracticable, including creditors who are unknown or not reasonably ascertainable by the Debtors and creditors whose identities are known but whose addresses are unknown by the Debtors. Specifically, the Debtors shall cause the Bar Date Notice to be published as soon as reasonably practicable after entry of the Bar Date Order, modified for publication in substantially the form annexed as Exhibit C to the Motion (the "Publication

Notice”), on one occasion in *USA Today* (national edition), and any such other local publications that the Debtors deem appropriate and disclose in their Affidavit of Service.

V. Consequences of Failure to File a Proof of Claim

18. Any entity who is required, but fails, to file a Proof of Claim in accordance with the Bar Date Order on or before the applicable Bar Date shall be forever barred, estopped, and enjoined from asserting such claim against the Debtors (or filing a Proof of Claim with respect thereto) and the Debtors and their property shall be forever discharged from any and all indebtedness or liability with respect to or arising from such claim. Without limiting the foregoing sentence, any creditor asserting a claim entitled to priority pursuant to Section 503(b)(9) of the Bankruptcy Code that fails to file a proof of claim in accordance with this Bar Date Order shall not be entitled to any priority treatment on account of such claim pursuant to Section 503(b)(9) of the Bankruptcy Code, regardless of whether such claim is identified on the Schedules as not contingent, not disputed, and not liquidated.

19. Any such entity who is required, but fails, to file a Proof of Claim in accordance with the Bar Date Order on or before the applicable Bar Date shall be prohibited from voting to accept or reject any chapter 11 plan filed in these chapter 11 cases, participating in any distribution in these chapter 11 cases on account of such claim, or receiving further notices regarding such claim.

VI. Miscellaneous.

20. At least weekly during these chapter 11 cases, Prime Clerk shall, using the Court’s ECF System, electronically file all proofs of claim that Prime Clerk has received or will receive in these cases. Upon receipt of a proof of claim or a transfer of claim, Prime Clerk shall stamp the receipt date and time on the document before filing it with the Court.

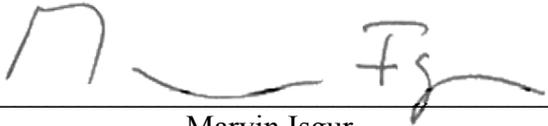
21. Notice of the Bar Dates as set forth in this Bar Date Order and in the manner set forth herein (including, but not limited to, the Bar Date Notice, the Publication Notice, and any supplemental notices that the Debtors may send from time to time) constitutes adequate and sufficient notice of each of the Bar Dates and satisfies the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Bankruptcy Local Rules.

22. The terms and conditions of this Bar Date Order shall be immediately effective and enforceable upon entry of the Bar Date Order.

23. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Bar Date Order in accordance with the Motion.

24. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Bar Date Order.

Signed: October 21, 2019



Marvin Isgur
United States Bankruptcy Judge