

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

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

**NOTICE OF ENTRY OF FINAL ORDER APPROVING NOTIFICATION AND
HEARING PROCEDURES FOR CERTAIN TRANSFERS AND DECLARATIONS OF
WORTHLESSNESS WITH RESPECT TO STOCK**

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*

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.

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

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] approving procedures for certain transfers of Stock on an interim basis.

PLEASE TAKE FURTHER NOTICE that on September 19, 2019, the court entered the *Second Interim Order Approving Notification and Hearing Procedures for Certain Transfers and Declarations of Worthlessness with Respect to Stock* [Docket No. 148] approving procedures for certain transfers of Stock on an interim basis.

PLEASE TAKE FURTHER NOTICE that on October 7, 2019, the court entered the *Final Order Approving Notification and Hearing Procedures for Certain Transfers and Declarations of Worthlessness with Respect to Stock* [Docket No. 260] (the “Final Order”) approving procedures for certain transfers of Stock, set forth in **Exhibit 1** attached to the Final Order (the “Procedures”).

PLEASE TAKE FURTHER NOTICE that, pursuant to the Final 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 Final 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

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

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 Final 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 notice, claims, and solicitation agent for the Debtors, Prime Clerk LLC, will provide a copy of the Final 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 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 Final 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 Final Order are in addition to the requirements of applicable law and do not excuse compliance therewith.

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Dated: October 8, 2019.

By: /s/ John F. Higgins

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