

**1 Fill in this information to identify the case:**

United States Bankruptcy Court for the:

Southern \_\_\_\_\_ District of Texas \_\_\_\_\_  
(State)

Case number (If known): 19-\_\_\_\_\_ Chapter 11

 Check if this is an amended filingOfficial Form 201**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

04/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name	Alta Mesa Resources, Inc.									
2. All other names debtor used in the last 8 years	Silver Run Acquisition Corporation II									
Include any assumed names, trade names, and <i>doing business as</i> names										
3. Debtor's federal Employer Identification Number (EIN)	8	1	-	4	4	3	3	8	4	0
4. Debtor's address	Principal place of business					Mailing address, if different from principal place of business				
15021 Katy Freeway, 4 <sup>th</sup> Floor					Number	Street	Number	Street		
Houston TX 77094-1813					City	State	ZIP Code			
Harris					Number	Street				
County										
5. Debtor's website (URL)	www.altamesa.net									
6. Type of debtor	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____									

Debtor Alta Mesa Resources, Inc.  
Name \_\_\_\_\_

Case number (if known) \_\_\_\_\_

**7. Describe debtor's business**A. *Check one:*

Health Care Business (as defined in 11 U.S.C. § 101(27A))  
 Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))  
 Railroad (as defined in 11 U.S.C. § 101(44))  
 Stockbroker (as defined in 11 U.S.C. § 101(53A))  
 Commodity Broker (as defined in 11 U.S.C. § 101(6))  
 Clearing Bank (as defined in 11 U.S.C. § 781(3))  
 None of the above

B. *Check all that apply:*

Tax-exempt entity (as described in 26 U.S.C. § 501)  
 Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)  
 Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.2 1 1 1**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

## Check one:

Chapter 7  
 Chapter 9  
 Chapter 11. *Check all that apply:*

Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 on a consolidated basis (amount subject to adjustment on 4/01/22 and every 3 years after that).  
 The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).  
 A plan is being filed with this petition.  
 Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).  
 The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.  
 The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

 Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

If more than 2 cases, attach a separate list.

No  
 Yes. District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
 MM / DD / YYYY  
 District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
 MM / DD / YYYY

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**

List all cases. If more than 1, attach a separate list.

No  
 Yes. Debtor See Attached Schedule 1 Relationship \_\_\_\_\_ Affiliate \_\_\_\_\_  
 District Southern District of Texas When \_\_\_\_\_ Date hereof \_\_\_\_\_  
 MM / DD / YYYY  
 Case number, if known \_\_\_\_\_

Debtor Alta Mesa Resources, Inc.  
Name \_\_\_\_\_

Case number (if known) \_\_\_\_\_

**11. Why is the case filed in this district?***Check all that apply:*

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?** No Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention? (Check all that apply.)**

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.  
What is the hazard? \_\_\_\_\_

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other \_\_\_\_\_

**Where is the property?**

Number \_\_\_\_\_ Street \_\_\_\_\_

City \_\_\_\_\_

State \_\_\_\_\_

ZIP Code \_\_\_\_\_

**Is the property insured?** No. Yes. Insurance agency \_\_\_\_\_

Contact name \_\_\_\_\_

Phone \_\_\_\_\_

**Statistical and administrative information****13. Debtor's estimation of available funds***Check one:*

Funds will be available for distribution to unsecured creditors.

After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

**14. Estimated number of creditors** 1-49 1,000-5,000 25,001-50,000 50-99 5,001-10,000 50,001-100,000 100-199 10,001-25,000 More than 100,000**\*Consolidated for all Debtors** 200-999**15. Estimated assets** \$0-\$50,000 \$1,000,001-\$10 million \$500,000,001-\$1 billion \$50,001-\$100,000 \$10,000,001-\$50 million \$1,000,000,001-\$10 billion \$100,001-\$500,000 \$50,000,001-\$100 million \$10,000,000,001-\$50 billion**\*Consolidated for all Debtors** \$500,001-\$1 million \$100,000,001-\$500 million More than \$50 billion

## 16. Estimated Liabilities

<input type="checkbox"/> \$0-\$50,000	<input type="checkbox"/> \$1,000,001-\$10 million	<input type="checkbox"/> \$500,000,001-\$1 billion
<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion
<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion
<input type="checkbox"/> \$500,001-\$1 million	<input type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion

\*Consolidated for all Debtors

## Request for Relief, Declaration, and Signatures

**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

## 17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 09/11/2019  
MM / DD / YYYY

**X**

Signature of authorized representative of debtor

John C. Regan  
Printed nameTitle Chief Financial Officer

## 18. Signature of attorney

**X**/s/ John F. Higgins

Signature of attorney for debtor

Date 09/11/2019  
MM / DD / YYYYJohn F. Higgins

Printed Name

Porter Hedges LLP

Firm name

1000	Main Street, 36 <sup>th</sup> Floor
Number	Street

Houston

City

Texas

State

77002

Zip Code

713-226-6648

Contact phone

JHiggins@porterhedges.com

Email address

09597500

Bar number

Texas

State

## SCHEDULE 1

On the date hereof, each of the affiliated entities listed below, including the debtor in this chapter 11 case (collectively, the "**Debtors**"), filed a petition with this Court for relief under chapter 11 of the Bankruptcy Code. Contemporaneously with the filing of their petitions, the Debtors filed a motion requesting that the chapter 11 cases of the entities listed below be consolidated for procedural purposes only and jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure.

<b>Debtor Name</b>	<b>Date Filed</b>	<b>District</b>
Alta Mesa Resources, Inc.	9/11/2019	S.D. Tex.
Alta Mesa Finance Services Corp.	9/11/2019	S.D. Tex.
Alta Mesa Holdings, LP	9/11/2019	S.D. Tex.
Alta Mesa Services, LP	9/11/2019	S.D. Tex.
Alta Mesa Holdings GP, LLC	9/11/2019	S.D. Tex.
OEM GP, LLC	9/11/2019	S.D. Tex.
Oklahoma Energy Acquisitions, LP	9/11/2019	S.D. Tex.

**UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS OF  
ALTA MESA RESOURCES, INC.**

**September 11, 2019**

THE UNDERSIGNED, being all of the members of the Board of Directors of Alta Mesa Resources, Inc., a Delaware corporation, acting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, do hereby consent to the adoption of the resolutions set forth on the attached Exhibit A and authorize the taking of all actions specified therein.

This consent may be executed in one or more counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same consent.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the undersigned directors have executed this written consent as of the date first written above.



---

James T. Hackett

---

David M. Leuschen

---

Pierre F. Lapeyre, Jr.

---

William W. McMullen

---

Don Dimitrievich

---

Sylvia J. Kerrigan

---

Jeffrey H. Tepper

---

Diana J. Walters

---

Donald R. Sinclair

IN WITNESS WHEREOF, the undersigned directors have executed this written consent as of the date first written above.

---

James T. Hackett



---

David M. Leuschen



---

Pierre F. Lapeyre, Jr.

---

William W. McMullen

---

Don Dimitrievich

---

Sylvia J. Kerrigan

---

Jeffrey H. Tepper

---

Diana J. Walters

---

Donald R. Sinclair

IN WITNESS WHEREOF, the undersigned directors have executed this written consent as of the date first written above.

---

James T. Hackett

---

David M. Leuschen

---

Pierre F. Lapeyre, Jr.

A handwritten signature in black ink, appearing to read "Pierre F. Lapeyre, Jr." It is a cursive script with a distinct "P" at the beginning.

---

William W. McMullen

---

Don Dimitrievich

---

Sylvia J. Kerrigan

---

Jeffrey H. Tepper

---

Diana J. Walters

---

Donald R. Sinclair

IN WITNESS WHEREOF, the undersigned directors have executed this written consent as of the date first written above.

---

James T. Hackett

---

David M. Leuschen

---

Pierre F. Lapeyre, Jr.

---

William W. McMullen

---

  
Don Dimitrievich

---

Sylvia J. Kerrigan

---

Jeffrey H. Tepper

---

Diana J. Walters

---

Donald R. Sinclair

IN WITNESS WHEREOF, the undersigned directors have executed this written consent as of the date first written above.

---

James T. Hackett

---

David M. Leuschen

---

Pierre F. Lapeyre, Jr.

---

William W. McMullen

---

Don Dimitrievich

  
\_\_\_\_\_  
Sylvia J. Kerrigan

---

Jeffrey H. Tepper

---

Diana J. Walters

---

Donald R. Sinclair

IN WITNESS WHEREOF, the undersigned directors have executed this written consent as of the date first written above.

---

James T. Hackett

---

David M. Leuschen

---

Pierre F. Lapeyre, Jr.

---

William W. McMullen

---

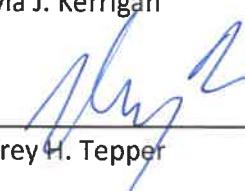
Don Dimitrievich

---

Sylvia J. Kerrigan

---

Jeffrey H. Tepper



---

Diana J. Walters

---

Donald R. Sinclair

IN WITNESS WHEREOF, the undersigned directors have executed this written consent as of the date first written above.

---

James T. Hackett

---

David M. Leuschen

---

Pierre F. Lapeyre, Jr.

---

William W. McMullen

---

Don Dimitrievich

---

Sylvia J. Kerrigan

---

Jeffrey H. Tepper

---

Diana J. Walters

---

Donald R. Sinclair

IN WITNESS WHEREOF, the undersigned directors have executed this written consent as of the date first written above.

---

James T. Hackett

---

David M. Leuschen

---

Pierre F. Lapeyre, Jr.

---

William W. McMullen

---

Don Dimitrievich

---

Sylvia J. Kerrigan

---

Jeffrey H. Tepper

---

Diana J. Walters



---

Donald R. Sinclair

**RESOLUTIONS OF  
THE BOARD OF DIRECTORS OF  
ALTA MESA RESOURCES, INC.**

**WHEREAS**, the members of the Board of Directors (the “Board”) of Alta Mesa Resources, Inc., a Delaware corporation (the “Company”), have reviewed and analyzed the materials presented by management and the outside financial and legal advisors of the Company regarding (i) the financial condition, capital structure, liquidity position, business model and projections, short-term and long-term prospects of the Company, (ii) the restructuring and other strategic alternatives available to the Company, and (iii) the impact of the foregoing on the Company’s businesses; and

**WHEREAS**, the Board has determined that it is desirable and in the best interests of the Company, its creditors and the shareholders of the Company that the Company file a petition for relief under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

**Voluntary Petitions Under the Provisions of Chapter 11 of the Bankruptcy Code**

**BE IT RESOLVED**, that the Company is hereby authorized to file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of the Bankruptcy Code (the bankruptcy cases commenced by such petitions, together with the bankruptcy cases of Alta Mesa Holdings, LP, Alta Mesa Holdings GP, LLC, OEM GP, LLC, Alta Mesa Finance Services Corp., Alta Mesa Services, LP, and Oklahoma Energy Acquisitions, LP, being referred to as the “Chapter 11 Cases”);

**BE IT FURTHER RESOLVED**, that Mark P. Castiglione, John C. Regan, and Kimberly O. Warnica (each, an “Authorized Officer” and collectively, the “Authorized Officers”) be, and each of them acting alone hereby is, authorized to execute and verify, for, on behalf and in the name of the Company said petition of the Company under chapter 11 of the Bankruptcy Code and to cause the same to be filed with the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the “Bankruptcy Court”), in such form and at such time as the Authorized Officer executing said petition shall determine; and

**BE IT FURTHER RESOLVED**, that the Authorized Officers be, and each of them hereby is, authorized, for, on behalf of and in the name of the Company, to execute and file, or cause to be filed (or direct others to do so on their behalf as provided herein) with the Bankruptcy Court, on behalf of the Company, all petitions, affidavits, schedules, motions, lists, applications, pleadings, and other necessary papers or documents, including any amendments thereto, and, in connection therewith, to employ and retain all assistance by legal counsel, financial advisors, investment bankers, accountants, or other professionals and to take any and all actions that they deem necessary or proper to obtain such chapter 11 bankruptcy relief, and to take any necessary steps to coordinate and effectuate each of the Chapter 11 Cases.

**Retention of Professionals**

**BE IT RESOLVED**, that the Authorized Officers be, and each of them hereby is, authorized and directed, for, on behalf of and in the name of the Company, to employ the law firm of Latham & Watkins LLP to represent and advise the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the rights and obligations of the Company, including filing and prosecuting any pleadings, in connection with the Chapter 11 Cases, and the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Cases, and cause to be filed an appropriate application with the Bankruptcy Court for authority to retain the services of Latham & Watkins LLP;

**BE IT FURTHER RESOLVED**, that the Authorized Officers be, and each of them hereby is, authorized and directed, for, on behalf of and in the name of the Company, to employ the law firm of Porter Hedges LLP to represent and advise the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the rights and obligations of the Company, including filing and prosecuting any pleadings, in connection with the Chapter 11 Cases, and the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Cases, and cause to be filed an appropriate application with the Bankruptcy Court for authority to retain the services of Porter Hedges LLP;

**BE IT FURTHER RESOLVED**, that the Authorized Officers be, and each of them hereby is, authorized and directed, for, on behalf of and in the name of the Company, to employ the firm of Perella Weinberg Partners LP and its affiliate Tudor Pickering Holt & Co Advisors LP (together, “Perella”), as investment banker and financial advisor, to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the rights and obligations of the Company, in connection with the Chapter 11 Cases, and the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Cases, and cause to be filed an appropriate application with the Bankruptcy Court for authority to retain the services of Perella;

**BE IT FURTHER RESOLVED**, that the Authorized Officers be, and each of them hereby is, authorized and directed, for, on behalf of and in the name of the Company, to employ the firm of Prime Clerk LLC, as claims, noticing, soliciting, and balloting agent, to assist the Company to advance the rights and obligations of the Company, in connection with the Chapter 11 Cases, and the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Cases, and cause to be filed an appropriate application with the Bankruptcy Court for authority to retain the services of Prime Clerk LLC; and

**BE IT FURTHER RESOLVED**, that the Authorized Officers be, and each of them hereby is, authorized and directed, for, on behalf of and in the name of the Company to employ any other professionals necessary to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the Chapter 11 Cases and cause to be filed appropriate applications with the Bankruptcy Court for authority to retain the services of any other professionals, as necessary.

**General**

**BE IT RESOLVED**, that all acts lawfully done or actions lawfully taken by any Authorized Officer, for, on behalf of and in the name of the Company, to seek relief on behalf of the Company under chapter 11 of the Bankruptcy Code or in connection with the Chapter 11 Cases in connection with such proceedings, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the Company;

**BE IT FURTHER RESOLVED**, that the Authorized Officers be, and each of them hereby is, authorized, empowered, and directed, for, on behalf of and in the name of the Company, to cause the Company, to enter into, execute, deliver, certify, file, and/or record and perform such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates, or other documents, to incur all such fees and expenses and to take such other action, as in the judgment of such Authorized Officer shall be or become necessary, proper and desirable to prosecute to a successful completion of the Chapter 11 Cases, and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions;

**BE IT FURTHER RESOLVED**, that the Authorized Officers be, and each of them hereby is, authorized and empowered, with full power of delegation, for, on behalf of and in the name of the Company, to amend, supplement or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements, or other writings referred to in the foregoing resolutions; and

**BE IT FURTHER RESOLVED**, that all acts, actions and transactions that are consistent with the foregoing resolutions done for, on behalf of and in the name of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the Company.

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

---

	§	
In re:	§	Case No. 19-_____
	§	
ALTA MESA RESOURCES, INC., <i>et al.</i> ,	§	Chapter 11
	§	
	§	
Debtors. <sup>1</sup>	§	(Joint Administration Requested)
	§	

---

**CONSOLIDATED LIST OF CREDITORS WHO HAVE THE 30 LARGEST  
UNSECURED CLAIMS AND ARE NOT INSIDERS**

The above-captioned debtors and debtors in possession (collectively, the "**Debtors**") hereby certify that the *Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* submitted herewith contains the names and addresses of the Debtors' top 30 unsecured creditors. The list has been prepared from the unaudited books and records of the Debtors. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in the Debtors' chapter 11 cases. The list does not include (i) persons that come within the definition of "insider" set forth in 11 U.S.C. § 101(31) or (ii) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims. The information contained herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. Moreover, nothing herein shall affect the Debtors' rights to challenge the amount or characterization of any claim at a later date. The failure to list a claim as contingent, unliquidated or disputed does not constitute a waiver of the Debtors' rights to contest the validity, priority and/or amount of any such claim.

---

<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.

Debtor name: <u>Alta Mesa Resources, Inc., et al.</u>
United States Bankruptcy Court for the Southern District of Texas _____
Case number (If known): 19-

Check if this is an amended filing

## Official Form 204

### Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

Number	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	U.S. Bank National Association 111 Fillmore Avenue St. Paul, MN 55107-1402	Mauri J. Cowen, Vice President T: +1 (651) 466-6781 F: +1 (651) 466-7367  Diana Jacobs E: diana.jacobs@usbank.com	Unsecured Note		\$0	\$0	\$509,277,397
2	TGS USA CORPORATION 2200 WEST LOOP SOUTH SUITE 800 HOUSTON TX 77027	Alicia Mondolo T: +1 (832) 912-4276	Trade Debt		\$0	\$0	\$1,609,335
3	QES PRESSURE PUMPING LLC 1415 Louisiana, Suite 2900 Houston, TX 77002	Chris Baker VP & COO T: +1 (832) 518-4094 T: +1 (620) 431-9210 F: +1 (620) 431-0012	Trade Debt		\$0	\$0	\$1,342,514
4	KODIAK GAS SERVICES LLC 15320 HWY 105 W SUITE 210 MONTGOMERY TX 77356	Ewan Hamilton T: +1 (936) 539-3300 E: ewan.hamilton@kodiakgas.com	Trade Debt		\$0	\$0	\$1,180,088
5	CHAPARRAL ENERGY LLC 701 Cedar Lake Blvd. Oklahoma City, OK 73114	Dusty Winkler T: +1 (405) 478-8770 E: dusty.winkler@chaparralenergy.com	Trade Debt		\$0	\$0	\$1,155,918
6	STEP ENERGY SERVICES 480 WILDWOOD FOREST DRIVE SPRING, TX 77380	D. Micah Hatten T: +1 (281) 442-9095	Trade Debt		\$0	\$0	\$697,281
7	EVERGREEN OFFICE 2012 LLC 2520 RESEARCH FOREST BLVD SUITE 440 THE WOODLANDS, TX 77381	George C. Lake T: +1 (281) 759-1120	Lease Rejection	contingent, unliquidated	\$0	\$0	\$691,400
8	CARLLSON INVESTMENTS LLC (Quail Spring) 210 PARK AVE STE 700 Oklahoma City, OK 73102	Trey Dupay T: +1 (405) 843-7474	Lease Rejection	contingent, unliquidated	\$0	\$0	\$570,099
9	TETRA TECHNOLOGIES INC 24955 INTERSTATE 45 NORTH THE WOODLANDS, TX 77380	V. Serrano Elijo T: +1 (281) 367-1983	Trade Debt		\$0	\$0	\$345,026

10	THRU TUBING SOLUTIONS 4800 SOUTH COUNCIL ROAD OKLAHOMA CITY OK 73179	Andrew Ferguson T: +1 (580) 225-6977 F: +1 (580) 225-7077	Trade Debt		\$0	\$0	\$316,992
11	CIMARRON ELECTRIC 19306 HWY 81 N Kingfisher, OK 73750	Mark Andrews VP of Finance T: +1 (405) 375-4121 F: +1 (405) 375-4209	Trade Debt		\$0	\$0	\$300,040
12	MARSAU ENTERPRISES INC 1209 N. 30TH ENID,OK 73701	Craig Collins T: +1 (580) 233-3910 F: +1 (580) 233-5063	Trade Debt		\$0	\$0	\$299,413
13	HALLIBURTON ENERGY 3000 N. Sam Houston Pkwy E. Houston, TX 77032	Lance Loeffler T: +1 (281) 871-4000	Trade Debt		\$0	\$0	\$288,255
14	PERMIAN WELLS SERVICE S Main St Ringwood, OK 73768	Rick Kokojan President T: +1 (580) 883-4945	Trade Debt		\$0	\$0	\$279,164
15	WEATHERFORD US LP 2000 SAINT JAMES PLACE HOUSTON, TX. 77056	Christoph Bausch T: +1 (713) 836-4000	Trade Debt		\$0	\$0	\$268,471
16	BOSQUE DISPOSAL SYSTEMS LLC 420 THROCKMORTON ST SUITE 640 FORT WORTH TX 76102	Gary Egger, CFO T: +1 (817) 289-0154	Trade Debt		\$0	\$0	\$244,362
17	MILROC DISTRIBUTION LLC 20568 US HWY 81 KINGFISHER, OK 73750	David Wells CFO & Treasurer T: +1 (580) 256-0061	Trade Debt		\$0	\$0	\$240,421
18	JET SPECIALTY INC 211 MARKET AVENUE BOERNE TX. 78006	Ted Williams CFO T: +1 (830) 331-9457 F: +1 (830) 331-9480	Trade Debt		\$0	\$0	\$223,799
19	CATHEDRAL ENERGY SERVICES 1801 BROADWAY STREET DENVER, CO 80202	P. Scott MacFarlane CFO T: +1 (303) 825-1001 F: +1 (303) 825-1991	Trade Debt		\$0	\$0	\$209,888
20	BRONCO OILFIELD SERVICES INC 4001 WEST 7TH STREET ELK CITY, OK 73648	Mark DeGarmo, VP of Operations T: +1 (580) 225-9168	Trade Debt		\$0	\$0	\$197,222
21	BASIC ENERGY SERVICES, LP 10830 SOUTH OAKWOOD RD. WAUKOMIS, OK 73773	David Schorlemer, CFO T: +1 (580) 758-1234	Trade Debt		\$0	\$0	\$183,056
22	KODA SERVICES INC 318 Northwest Highway 270 Woodward, OK 73801	Marty Weder T: +1 (580) 254-5019	Trade Debt		\$0	\$0	\$155,848
23	ORCO SERVICE LLC 14138 E 650 Rd, Hennessey, OK 73742	Glenda Bossa T: +1 (405) 853-7212 F: +1 (405) 853-7412	Trade Debt		\$0	\$0	\$148,434
24	USA COMPRESSION 100 CONGRESS AVE. SUITE 450 AUSTIN, TX. 78701	Matt Liuzzi T: +1 (512) 473-2662	Trade Debt		\$0	\$0	\$147,398
25	WESTERN LAND SERVICES 1100 CONRAD INDUSTRIAL DR LUDINGTON, MI 49431	Shawn Fields, President T: +1 (231) 843-8878	Trade Debt		\$0	\$0	\$144,943
26	JW POWER COMPANY 15505 Wright Brothers Drive Addison, TX 75001	Kavin Tubbs VP & Treasurer T: +1 (972) 233-8191	Trade Debt		\$0	\$0	\$137,110
27	ULTERRA DRILLING TECHNOLOGIES 201 Main St. Suite 1660 Fort Worth, TX 76102	Maria Mejia T: +1 (817) 213-7555 E: mmejia@ulterra.com	Trade Debt		\$0	\$0	\$126,228
28	PANTHER DRILLING SYSTEMS 14201 CALIBER DRIVE SUITE 300 OKLAHOMA,OK 73134	Mark Layton T: +1 (405) 896-9300	Trade Debt		\$0	\$0	\$122,290
29	SPINNAKER OILFIELD SERVICES CO 440 COBIA DRIVE KATY, TX 77494	Michael Morreale T: +1 (713) 437-3515	Trade Debt		\$0	\$0	\$116,703

30	Plumbers and Pipefitters National Pension Fund	<p>Robbins Geller Rudman &amp; Dowd LLP 58 South Service Road, Suite 200 Melville, NY 11747 Samuel Rudman +1 (631) 367-7100 SRudman@rgrdlaw.com</p> <p>O'Donoghue &amp; O'Donoghue LLP 5301 Wisconsin Avenue, N.W., Suite 800 Washington, DC, 20015 LOUIS P. MALONE +1 (202) 362-0041 (T) +1 (202) 362-2640 (F)</p>	Shareholder lawsuit	Contingent, unliquidated, disputed	\$0	\$0	\$0
	Camelot Event Driven Fund, A Series of Frank Funds Trust	<p>Ajamie LLP Attn. Thomas R. Ajamie Pennzoil Place- South Tower 711 Louisiana, Suite 2150 Houston, TX 77002 +1 (713) 860-1600 tajamie@ajamie.com</p> <p>Labaton Sucharow LLP 140 Broadway New York, NY 10005 Christopher J. Keller (212) 907-0700 ckeller@labaton.com</p>					
	FNY Partners Fund LP and FNY Managed Accounts, LLC	<p>Entwistle &amp; Cappucci LLP 299 Park Avenue, 20th floor New York, NY 10017 Andrew Entwistle +1 (512) 710-5960 aentwistle@entwistle-law.com</p>					

Fill in this information to identify the case and this filing:

Debtor Name Alta Mesa Resources, Inc. et al.

United States Bankruptcy Court for the Southern District of Texas

Case number (if known): 19-

**Official Form 202**

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

**12/15**

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership, or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets-Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule* \_\_\_\_\_
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration \_\_\_\_\_

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 09/11/2019  
MM/DD/YYYY

**X**

Signature of individual on behalf of debtor

John C. Regan  
Printed name

Chief Financial Officer  
Position or relationship to debtor

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

---

In re:	§ Chapter 11 § § §
ALTA MESA RESOURCES, INC.,	§ Case No. 19-_____ § § §
Debtor.	§ §

---

**LIST OF EQUITY SECURITY HOLDERS<sup>1</sup>**

<b>Equity Holder</b>	<b>Address of Equity Holder</b>	<b>Percentage of Equity Held</b>
Riverstone Funds <sup>2</sup>	c/o Riverstone Holdings, LLC 712 Fifth Avenue, 36th Floor New York, NY 10019	>5%
Orbis Investment Management Limited	Orbis House 25 Front Street Hamilton HM11, Bermuda	>5%
High Mesa Holdings, LP	16600 Park Row Houston TX 77084	>5%
HPS Investment Partners, LLC	40 W 57th St New York, NY 10019	>5%
Bayou City Energy Management LLC	Total Plaza, 1201 Louisiana St, Houston, TX 77002	>5%

---

<sup>1</sup> This list reflects holders of five percent or more of Alta Mesa Resources, Inc.'s common stock. It is based solely on information obtained from August 27, 2019 Form 10-K. This list serves as the disclosure required to be made by the Debtor pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedures. By separate motion filed contemporaneously herewith, the Debtor is requesting a waiver of the requirement under Rule 1007 to file a list of all of its equity security holders.

<sup>2</sup> "Riverstone Funds" means, collectively, (i) Silver Run Sponsor II, LLC, (ii) Riverstone VI SR II Holdings, L.P., (iii) Riverstone AMR Partners, L.P., (iv) by Riverstone AMR Partners-U, LLC, (v) Riverstone AMR Partners-T, L.P., and (vi) Riverstone VI Alta Mesa Holdings, L.P.

Fill in this information to identify the case and this filing:

Debtor Name Alta Mesa Resources, Inc.

United States Bankruptcy Court for the Southern District of Texas

Case number (if known): 19-

**Official Form 202**

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

**12/15**

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership, or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- Schedule H: Codebtors (Official Form 206H)*
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- Amended Schedule \_\_\_\_\_*
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- Other document that requires a declaration Corporate Ownership Statement: List of Equity Security Holders*

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 09/11/2019  
MM/DD/YYYY

**X**

Signature of individual on behalf of debtor

*John C. Regan*  
Printed name

*Chief Financial Officer*  
Position or relationship to debtor

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

---

In re:	§	Case No. 19-_____
	§	
ALTA MESA RESOURCES, INC.	§	Chapter 11
	§	
	§	
Debtor.	§	
	§	

---

**STATEMENT OF CORPORATE OWNERSHIP**

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the Debtor's equity interest:

Riverstone Funds

High Mesa Holdings LLP

HPS Investment Partners, LLC

Bayou City Energy Management LLC

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

---

In re:	§	Case No. 19-_____
ALTA MESA RESOURCES, INC.,	§	Chapter 11
	§	
	§	
Debtor.	§	
	§	

---

**EXHIBIT "A" TO VOLUNTARY PETITION**

1. The Debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934. Its SEC file number is 001-38040.

2. The following financial data refers to the condition of the Debtor and its affiliates on a consolidated basis as of December 31, 2018<sup>1</sup>:

a. Total assets	Approximately \$1.4 billion
b. Total debts (including debts listed in 2.c., below)	Approximately \$864 million
c. Debt securities held by more than 500 holders	1
d. Number of shares of Preferred Stock	4 shares issued, 3 of which are outstanding
e. Number of shares of Common Stock	383 thousand issued and outstanding

Comments, if any:

See footnotes below.

3. Brief description of the Debtor's business: Alta Mesa Resources, Inc., together with its consolidated subsidiaries ("AMR," "we," "us," "our," or the "Company"), is an independent energy company focused on the acquisition, development, exploration and exploitation of unconventional onshore oil and natural gas reserves in the eastern portion of the Anadarko Basin in Oklahoma. Our activities are primarily directed at the horizontal development of an oil and liquids-rich resource play in an area of the basin commonly referred to as the Sooner

---

<sup>1</sup> The information contained herein reflects the financial data as presented in the August 27, 2019 Form 10-K.

Trend Anadarko Basin Canadian and Kingfisher County (“STACK”). We also operate a midstream services business through non-Debtor Kingfisher Midstream LLC (“Kingfisher”), a Delaware limited liability company. Kingfisher has natural gas gathering and processing and crude oil gathering and storage assets located in the Anadarko Basin that generate revenue primarily through long-term, fee-based contracts.

4. List the names of any persons who directly or indirectly owns, controls or holds, with power to vote, 5% or more of the voting securities of the Debtor.

<b>Name of holder</b>
Riverstone Funds
Orbis Investment Management Limited
High Mesa Holdings, LP
HPS Investment Partners, LLC
Bayou City Energy Management LLC