Form **8937**

(December 2011)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-2224

Part I Reporting Issuer			
1 Issuer's name	2 Issuer's employer identification number (EIN)		
Ultra Resources, Inc.	83-0320643		
3 Name of contact for additional information 4	5 Email address of contact		
David W. Honeyfield		dhoneyfield@ultrapetroleum.com	
6 Number and street (or P.O. box if mail is not de	7 City, town, or post office, state, and Zip code of contact		
116 Inverness Drive East Suite 400	Englewood, CO 80112		
8 Date of action			
12/21/18			
10 CUSIP number 11 Serial number(s)	12 Ticker symbol	13 Account number(s)	
See Attached.		, ,	
		e back of form for additional questions.	
Describe the organizational action and, if appthe action ► See Attached.	licable, the date of the action or the date	e against which shareholders' ownership is measured for	
See Attached.			
W			
Describe the quantitative effect of the organiz share or as a percentage of old basis ► See		y in the hands of a U.S. taxpayer as an adjustment per	
		= 1	
Describe the calculation of the change in basi valuation dates ► See Attached.	s and the data that supports the calcula	tion, such as the market values of securities and the	
Valuation dates - See Attached.			
	100000000000000000000000000000000000000		

Part	Ш	Organizational Action (continu	uea)		
17 L	_ist the	applicable Internal Revenue Code sec	ction(s) and subsection(s) upon which the ta	ax treatment is based	► See Attached.
		197111111111111111111111111111111111111			
*					
18 C	Can an	y resulting loss be recognized? ► Se	ee Attached.		
	, , , ,				
19 P	rovide	any other information necessary to im	plement the adjustment, such as the repor	table tax year ► See	Attached.
	-				
				·	
	-				
			examined this return, including accompanying so		
	belief	, it is true, correct, and complete. Declaration	on of preparer (other than officer) is based on all in	nformation of which prepared	arer has any knowledge.
Sign			// i	1	dula
Here	Signa	ture >		Date ▶	1919
				/	
	Print	your name David W. Honeyfield	Protegratic cionatura	Title ► SVP and	Chief Financial Officer
Paid		Print/Type preparer's name Michael Osina	Prefarer's signature	Il car lo	Check if if self-employed P00502854
Prepa		0 . 7	Marrier Orm	113 [17	00.0055550
Use C	Only		Suite 300 Houston, TX 77002		Firm's EIN ► 36-6055558 Phone no. 832-476-3600
Send Fo	orm 89		nts) to: Department of the Treasury, Internal	Revenue Service. Oa	1 Hono ho:
		- Control of the cont	-,		,

Ultra Resources, Inc. FEIN: 83-0320643

Attachment to Form 8937 Report of Organizational Actions Affecting Basis of Securities

DISCLAIMER: The information disclosed on this Form 8937 does not constitute tax advice and does not purport to take into account any note holder's specific circumstances.

Part I, Box 10

2025 Notes:

7.125% Senior Notes due 2025,

CUSIP: 90400GAB7

7.125% Senior Notes due 2025,

CUSIP: U9037BAB6

2024 Notes:

11% Senior Secured Second Lien PIK Notes due 2024, CUSIP:

90400GAE1

Part II, Line 14

On December 17, 2018, Ultra Resources, Inc. (Ultra or the Company) entered into a Note Exchange Agreement with the holders of certain of its issued and outstanding debt. Pursuant to the Note Exchange Agreement, Ultra exchanged newly issued 2024 Notes with a stated principal amount of \$181,500,000 and 3,849,994 of warrants for outstanding 2025 Notes with a stated principal amount of \$275,000,000 (the 2025 Note Exchange).

Specifically, Ultra exchanged \$660 of the aggregate stated principal amount of the 2024 Notes and 14 warrants for each \$1,000 of aggregate stated principal of the 2025 Notes.

The 2025 Note Exchange was completed on December 21, 2018.

Part II, Line 15

The tax treatment of the 2025 Note Exchange depends on whether the 2025 Note Exchange constituted a recapitalization section 368(a)(1)(E). The determination of whether the 2025 Note Exchange constitutes a recapitalization depends on if the 2025 Notes and the 2024 notes each constitute "securities" for purposes of section 368.

If the 2025 Note Exchange constituted a recapitalization under section 368(a)(1)(E), the aggregate basis of each holder in the 2024 Notes and warrants received should be the same as such holder's basis in the 2025 Notes exchanged, decreased by the amount of any other property received, and increased by the amount of any gain recognized on the exchange.

If the 2025 Note Exchange did not constitute a recapitalization under section 368(a)(1)(E), the aggregate basis of each holder of the 2024 Notes and warrants received should be equal to their respective fair market values.

Holders of the 2025 Notes that were part of the 2025 Note Exchange should consult their tax advisors to determine the tax consequences.

Part II, Line 16

As described above, if the 2025 Note Exchange constituted a recapitalization under section 368(a)(1)(E), the aggregate basis of each holder in the 2024 Notes and warrants received should be the same as such holder's basis in the 2025 Notes, decreased by the amount of any other property received, and increased by the amount of any gain recognized on the exchange.

As described above, if the 2025 Note Exchange did not constitute a recapitalization under section 368(a)(1)(E), the aggregate basis of each holder of the 2024 Notes and warrants received should be equal to their respective fair market values.

The market value of the 2024 Notes was approximately 73 percent of their stated principal amount based on their sale price on January 4, 2019. The Company believes that the market value of the warrants was \$0.53 per warrant.

Holders of the 2025 Notes that were part of the 2025 Note Exchange should consult their tax advisors to determine the tax consequences.

Part II, Line 17

Sections 354, 356, 358, 368, 1001, 1012, and 1273.

Part II, Line 18

The 2025 Note Exchange should not result in a loss to the holders of the 2025 Notes to the extent that the 2025 Note Exchange constitutes a recapitalization under section 368(a)(1)(E).

The 2025 Note Exchange may result in a loss depending on each holder's specific circumstances if the 2025 Note Exchange does not constitute a recapitalization under section 368(a)(1)(E).

Holders of the 2025 Notes that were part of the 2025 Note Exchange should consult their tax advisors to determine the tax consequences.

Part II, Line 19

The reportable taxable year is 2018 for taxpayers who have a calendar year.