

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

IN RE ALTA MESA RESOURCES, INC.
SECURITIES LITIGATION

Case No. 4:19-cv-00957

Judge George C. Hanks, Jr.

**DEFENDANTS' ANSWER AND AFFIRMATIVE DEFENSES TO
SECOND CORRECTED CONSOLIDATED AMENDED COMPLAINT**

Defendants James T. Hackett, Thomas J. Walker, William D. Gutermuth, Jeffrey H. Tepper, Diana J. Walters, Stephen S. Coats, Pierre F. Lapeyre Jr., David M. Leuschen, Harlan H. Chappelle, Michael E. Ellis, Donald R. Sinclair, Ronald J. Smith, and Riverstone Holdings LLC (collectively, “Defendants”) respectfully submit their Answer and Affirmative Defenses to court-appointed Lead Plaintiffs’, FNY Partners Fund LP, FNY Managed Accounts, LLC, Paul J. Burbach, and Plumbers and Pipefitters National Pension Fund (collectively, “Lead Plaintiffs”), and Camelot Event Driven Fund’s, a series of Frank Funds Trust, (together with Lead Plaintiffs, “Plaintiffs”) Second Corrected Consolidated Amended Complaint For Violations Of The Federal Securities Laws (ECF No. 69 (the “SAC”)).

PREAMBLE

Defendants deny that they violated the federal securities laws. They deny that they made any false or misleading statements, that they caused Plaintiffs or any member of the putative class any recoverable damages, and that they acted negligently or with the requisite fraudulent intent. Defendants also deny that they controlled any person who violated the federal securities laws. In sum, Defendants deny any and every allegation that suggests or implies that any public statement was false or misleading or any Defendant otherwise engaged in improper or illegal conduct. Accordingly, Plaintiffs are not entitled to any relief for any of the claims they assert.

More specifically, Defendants deny each and every allegation contained in the SAC, except as specifically herein admitted, and any factual averment admitted herein is admitted only to the specific fact alleged and not as to any conclusions, characterizations, implications, innuendos, or speculation contained in any averment or in the SAC as a whole. Moreover, except to the extent expressly admitted herein, Defendants specifically deny any allegations contained in the SAC’s headings, footnotes, appendices, table of contents, or images. Unless otherwise defined,

capitalized terms shall refer to the capitalized terms defined the SAC, but any such use is not an acknowledgement or admission of any characterization Plaintiffs may ascribe to the capitalized terms. With respect to any purported document cited to or quoted in the SAC, Defendants do not admit that the documents are relevant or admissible in this action, and Defendants reserve all objections regarding admissibility. The SAC contains purported excerpts from, and references to, a number of documents and third-party publications and Defendants refer to the respective documents and third-party publications for their contents. Any factual averment admitted is done so based upon a Defendant's personal knowledge to the extent the Defendant has such knowledge and otherwise upon information and belief. Defendants reserve the right to change, supplement, and amend their answer if and when new information is revealed to them. Defendants deny that substantial additional evidentiary support (or any support) will exist for the allegations set forth in the SAC and deny that relevant facts are known only by Defendants or are exclusively within their custody or control.

The foregoing general denials and responses are incorporated by reference into the following specific responses to Plaintiffs' allegations.

SPECIFIC RESPONSES

Defendants admit and aver that Plaintiffs bring this action as described in the SAC and deny the remaining allegations in the prefatory paragraphs of the SAC.

1. Defendants admit and aver that on August 16, 2017, Silver Run Acquisition Corporation II ("Silver Run II") issued a press release, and Defendants refer to the press release for its complete description of its announcement to combine with AMH and Kingfisher (the "Business Combination"). Defendants deny any allegations in Paragraph 1 that are inconsistent with the press release. Defendants deny the remaining allegations in Paragraph 1.

2. Defendants deny the allegations in Paragraph 2.

3. Defendants deny the allegations in Paragraph 3.

4. Defendants deny the allegations in Paragraph 4.

5. Defendants admit and aver that on February 25, 2019, Alta Mesa issued a press release, and on September 11, 2019, Alta Mesa filed a voluntary petition for reorganization under Chapter 11 of the United States Bankruptcy Code, and Defendants refer to the press release and the Chapter 11 petition for their complete contents. Defendants deny any allegations in Paragraph 5 that are inconsistent with the press release and Chapter 11 petition. Defendants deny the remaining allegations in Paragraph 5.

6. Defendants admit and aver that on March 23, 2017, Silver Run II issued a Prospectus, and Defendants refer to the Prospectus for its complete description of the terms of its formation. Defendants deny any allegations in Paragraph 6 that are inconsistent with the Prospectus. Defendants deny the remaining allegations in Paragraph 6.

7. Defendants deny the allegations in Paragraph 7.

8. Defendants refer to the Prospectus for its complete description of its business and strategy. Defendants deny any allegations in Paragraph 8 that are inconsistent with the Prospectus. Defendants deny the remaining allegations in Paragraph 8.

9. Defendants refer to the Prospectus for its complete description of the terms of formation. Defendants deny any allegations in Paragraph 9 that are inconsistent with the Prospectus.

10. Defendants admit and aver that on August 16, 2017, Silver Run II issued a press release, and Defendants refer to the press release for its complete description of the Business

Combination. Defendants deny any allegations in Paragraph 10 that are inconsistent with the press release. Defendants deny the remaining allegations in Paragraph 10.

11. Defendants refer to the Prospectus for its complete description of its business. Defendants deny any allegations in Paragraph 11 that are inconsistent with the Prospectus.

12. Defendants deny the allegations in Paragraph 12.

13. Defendants deny the allegations in Paragraph 13.

14. Defendants deny the allegations in Paragraph 14.

15. Defendants deny the allegations in Paragraph 15.

16. Defendants admit and aver that on March 29, 2018, Alta Mesa issued a press release and convened an earnings call, and Defendants refer to the press release and earnings call for their complete contents. Defendants deny any allegations in Paragraph 16 that are inconsistent with the press release and earnings call. Defendants deny the remaining allegations in Paragraph 16.

17. Defendants admit and aver that on August 14, 2018, Alta Mesa convened an earnings call, and Defendants refer to the earnings call for its complete description of Alta Mesa's financial results. Defendants deny any allegations in Paragraph 17 that are inconsistent with the earnings call. Defendants deny the remaining allegations in Paragraph 17.

18. Defendants deny the allegations in Paragraph 18.

19. Defendants deny the allegations in Paragraph 19.

20. Defendants admit and aver that on November 13, 2018, Alta Mesa issued a press release, and Defendants refer to the press release for its complete description of Alta Mesa's financial results. Defendants deny any allegations in Paragraph 20 that are inconsistent with the financial results. Defendants deny the remaining allegations in Paragraph 20.

21. Defendants admit and aver that on November 13 and December 20, 2018 Alta Mesa issued press releases. Defendants refer to the press releases for a complete description of the executive departures. Defendants deny any allegations in Paragraph 21 that are inconsistent with the press releases.

22. Defendants deny the allegations in Paragraph 22.

23. Defendants admit and aver that on September 11, 2019, Alta Mesa filed a voluntary petition for reorganization under Chapter 11 of the United States Bankruptcy Code, and Defendants refer to the Chapter 11 petition for its complete contents. Defendants deny any allegations in Paragraph 23 that are inconsistent with the Chapter 11 petition. Defendants deny the remaining allegations in Paragraph 23.

24. Defendants admit and aver that Paragraph 24 purports to reference the price per share of Alta Mesa common stock, and refer to the publicly reported prices of Alta Mesa common stock. Defendants deny the remaining allegations in Paragraph 24.

25. Defendants deny the allegations in Paragraph 25.

26. Defendants lack information to admit or deny the allegations in Paragraph 26 and on that basis deny the allegations.

27. Defendants admit the allegations in Paragraph 27.

28. Defendants admit the allegations in Paragraph 28.

29. Defendants deny the allegations in Paragraph 29.

30. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 30 and on that basis deny the allegations.

31. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 31 and on that basis deny the allegations.

32. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 32 and on that basis deny the allegations.

33. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 33 and on that basis deny the allegations.

34. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 34 and on that basis deny the allegations.

35. Defendants admit and aver that on January 19, 2018, Alta Mesa issued a Definitive Merger Proxy Statement (the “Proxy”), that on March 29, 2018, Alta Mesa filed a Form 10-K, and that Alta Mesa convened earnings calls, and Defendants refer to the Proxy, Form 10-K and earnings calls for their complete contents. Defendants deny any allegations in Paragraph 35 that are inconsistent with the Proxy, Form 10-K or earnings calls. Defendants admit the remaining allegations in Paragraph 35.

36. Defendants refer to the Prospectus for its complete description of Mr. Walker, and to the Proxy for its complete description of the Business Combination. Defendants further admit and aver that on August 16, 2017, Silver Run II filed a Form 8-K, and Defendants refer to the Form 8-K for its complete contents. Defendants deny any allegations in Paragraph 36 that are inconsistent with the Prospectus, Proxy, or Form 8-K.

37. Defendants admit and aver that on March 29, 2018, Alta Mesa filed a Form 10-K, and Defendants refer to the Form 10-K for its complete contents. Defendants deny any allegations in Paragraph 37 that are inconsistent with the Form 10-K. Defendants deny the remaining allegations in Paragraph 37.

38. Defendants admit and aver that on March 29, 2018, Alta Mesa filed a Form 10-K, and Defendants refer to the Form 10-K for its complete contents. Defendants deny any allegations

in Paragraph 38 that are inconsistent with the Form 10-K. Defendants deny the remaining allegations in Paragraph 38.

39. Defendants admit and aver that on March 29, 2018, Alta Mesa filed a Form 10-K, and Defendants refer to the Form 10-K for its complete contents. Defendants deny any allegations in Paragraph 39 that are inconsistent with the Form 10-K. Defendants deny the remaining allegations in Paragraph 39.

40. Defendants refer to the Prospectus and Proxy for their complete description of Mr. Coats. Defendants deny any allegations in Paragraph 41 that are inconsistent with the Prospectus and Proxy. Defendants deny the remaining allegations in Paragraph 40.

41. Defendants refer to the Proxy for its complete contents. Defendants deny any allegations in Paragraph 41 that are inconsistent with the Proxy. Paragraph 41 also contains non-factual statements or legal arguments that do not require a response. To the extent that the non-factual statements or legal arguments in Paragraph 41 require a response, Defendants deny the allegations.

42. Defendants admit and aver that Alta Mesa filed a Form 10-K on March 29, 2018, filed a Form 10-Q on May 21, 2018, filed a Form 10-Q on August 15, 2018, and filed a Form 10-Q on November 14, 2018, as well as that Alta Mesa convened earnings calls. Defendants refer to the Form 10-K, Forms 10-Q, and earnings calls for their complete contents, and deny any allegations in Paragraph 42 that are inconsistent with the Form 10-K, Forms 10-Q, and earnings calls. Defendants deny the remaining allegations in Paragraph 42

43. Defendants admit and aver that on March 29, 2018, Alta Mesa filed a Form 10-K and on December 20, 2018 issued a press release, and Defendants refer to the Form 10-K and press release for their complete contents. Defendants deny any allegations in Paragraph 43 that are

inconsistent with the Form 10-K and press release. Defendants deny the remaining allegations in Paragraph 43.

44. Defendants admit and aver that on March 29, 2018, Alta Mesa filed a Form 10-K and on July 8, 2019 filed a Form 8-K, and Defendants refer to the Form 10-K and Form 8-K for their complete contents. Defendants deny any allegations in Paragraph 44 that are inconsistent with the Form 10-K and Form 8-K. Defendants deny the remaining allegations in Paragraph 44.

45. Paragraph 45 contains non-factual statements or legal arguments that do not require a response. To the extent that Paragraph 45 requires a response, Defendants deny the allegations.

46. Defendants refer to the Proxy for its complete contents. Defendants deny any allegations in Paragraph 46 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 46.

47. Defendants refer to the Proxy for its complete contents. Defendants deny any allegations in Paragraph 47 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 47.

48. Defendants refer to the Proxy for its complete contents. Defendants deny any allegations in Paragraph 48 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 48.

49. Defendants refer to the Proxy for its complete contents. Defendants deny any allegations in Paragraph 49 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 49.

50. Defendants refer to the Form 10-K for its complete contents. Defendants deny any allegations in Paragraph 50 that are inconsistent with the Form 10-K. Defendants deny the remaining allegations in Paragraph 50.

51. Paragraph 51 contains non-factual statements or legal arguments that do not require a response. To the extent that Paragraph 51 requires a response, Defendants deny the allegations.

52. Defendants refer to the Prospectus and Proxy for their description of Defendant Riverstone. Defendants deny any allegations in Paragraph 52 that are inconsistent with the Prospectus and Proxy. Defendants deny the remaining allegations in Paragraph 52.

53. Defendants refer to the Proxy for its description of the joint development agreement and Bayou City. Defendants deny any allegations in Paragraph 53 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 53.

54. Defendants refer to the Proxy for its description of the Defendant HPS. Defendants deny any allegations in Paragraph 54 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 54.

55. Defendants refer to the Proxy for its complete contents. Defendants deny any allegations in Paragraph 55 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 55.

56. Paragraph 56 contains non-factual statements or legal arguments that do not require a response. To the extent that Paragraph 56 requires a response, Defendants deny the allegations.

57. Defendants refer to the Proxy for its complete description of the terms of Silver Run II's formation. Defendants deny any allegations in Paragraph 57 that are inconsistent with the Proxy.

58. Defendants admit and aver that on January 24, 2020, High Mesa Holdings GP, LLC, filed a Chapter 7 bankruptcy petition. Defendants refer to the Proxy for its complete description of High Mesa Holdings GP, LLC, and High Mesa Holdings, LP, and to the Chapter 7 bankruptcy petition for its complete contents. Defendants deny any allegations in Paragraph 58

that are inconsistent with the Proxy or Chapter 7 bankruptcy petition. Defendants lack knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 58, and on that basis deny the allegations.

59. Defendants deny that the generalized and oversimplified allegations in Paragraph 59 present a fair and accurate characterization of the structures and processes of “blank check” companies. Defendants refer to the Prospectus and Proxy for a description of a “blank check” company and for the specific structures and processes used for Silver Run II. Defendants deny any allegations in Paragraph 59 that are inconsistent with the Prospectus or Proxy.

60. Defendants deny that the generalized and oversimplified allegations in Paragraph 60 present a fair and accurate characterization of the structures and processes of “blank check” companies or special purpose acquisition companies. Defendants refer to the Prospectus and Proxy for a description of a “blank check” company and for the specific structures and processes used for Silver Run II. Defendants deny any allegations in Paragraph 60 that are inconsistent with the Prospectus and Proxy. Defendants lack knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 60, and on that basis deny the allegations.

61. Defendants deny that the generalized and oversimplified allegations in Paragraph 61 present a fair and accurate characterization of the structures of special purpose acquisition companies. Defendants refer to the Prospectus and Proxy for a description of a special purpose acquisition companies and for the specific structures and processes used for Silver Run II. Defendants deny any allegations in Paragraph 61 that are inconsistent with the Prospectus and Proxy. Defendants deny the remaining allegations in Paragraph 61.

62. Defendants deny that the generalized and oversimplified allegations in Paragraph 62 present a fair and accurate characterization of the structures of special purpose acquisition

companies. Defendants refer to the Prospectus and Proxy for a description of a special purpose acquisition companies and for the specific structures and processes used for Silver Run II. Defendants deny any allegations in Paragraph 62 that are inconsistent with the Prospectus and Proxy. Defendants deny the remaining allegations in Paragraph 62.

63. Defendants deny that the generalized and oversimplified allegations in Paragraph 63 present a fair and accurate characterization of the structures of special purpose acquisition companies. Defendants refer to the Prospectus and Proxy for a description of a special purpose acquisition companies and for the specific structures and processes used for Silver Run II. Defendants deny any allegations in Paragraph 63 that are inconsistent with the Prospectus and Proxy. Defendants deny the remaining allegations in Paragraph 63.

64. Defendants deny that the generalized and oversimplified allegations in Paragraph 64 present a fair and accurate characterization of the structures of special purpose acquisition companies. Defendants refer to the Prospectus and Proxy for a description of a special purpose acquisition companies and for the specific structures and processes used for Silver Run II. Defendants deny any allegations in Paragraph 64 that are inconsistent with the Prospectus and Proxy. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 64 about statements by Ben Dell, and on that basis deny the allegations. Defendants deny the remaining allegations in Paragraph 64.

65. Defendants deny the allegations in Paragraph 65.

66. Defendants refer to the Prospectus for its complete description of the terms of Silver Run II's formation. Defendants deny any allegations in Paragraph 66 that are inconsistent with the Prospectus. Defendants deny the remaining allegations in Paragraph 66.

67. Defendants deny the allegations in Paragraph 67.

68. Defendants refer to the Prospectus for its complete description of the ownership. Defendants deny any allegations in Paragraph 68 that are inconsistent with the Prospectus. Defendants deny the remaining allegations in Paragraph 68.

69. Defendants refer to the Prospectus for its complete description of the letter agreement. Defendants deny any allegations in Paragraph 69 that are inconsistent with the Prospectus. Defendants deny the remaining allegations in Paragraph 69.

70. Defendants refer to the Prospectus for its complete description of the agreement. Defendants deny any allegations in Paragraph 70 that are inconsistent with the Prospectus. Defendants deny the remaining allegations in Paragraph 70.

71. Defendants deny the allegations to the extent they refer to Riverstone. Defendants admit and aver that on March 24, 2017, Silver Run II completed its IPO, and Defendants refer to the Prospectus for its complete description of the IPO's terms. Defendants deny any allegations in Paragraph 71 that are inconsistent with the Prospectus. Defendants deny the remaining allegations in Paragraph 71.

72. Defendants refer to the Prospectus for its complete description of the agreement with Underwriters. Defendants deny any allegations in Paragraph 72 that are inconsistent with the Prospectus. Defendants deny the remaining allegations in Paragraph 72.

73. Defendants refer to the Prospectus for its complete description of individuals' affiliations. Defendants deny any allegations in Paragraph 73 that are inconsistent with the Prospectus. Defendants deny the remaining allegations in Paragraph 73.

74. Defendants refer to the Prospectus for its complete contents. Defendants deny any allegations in Paragraph 74 that are inconsistent with the Prospectus. Defendants deny the remaining allegations in Paragraph 74.

75. Defendants refer to the Prospectus for its complete contents. Defendants deny any allegations in Paragraph 75 that are inconsistent with the Prospectus. Defendants deny the remaining allegations in Paragraph 75.

76. Defendants refer to the Prospectus for its complete contents. Defendants deny any allegations in Paragraph 76 that are inconsistent with the Prospectus. Defendants deny the remaining allegations in Paragraph 76.

77. Defendants deny the allegations in Paragraph 77.

78. Defendants refer to the Prospectus for its complete contents. Defendants deny any allegations in Paragraph 78 that are inconsistent with the Prospectus. Defendants deny the remaining allegations in Paragraph 78.

79. Defendants refer to the Proxy for its complete description of the negotiations. Defendants deny any allegations in Paragraph 79 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 79.

80. Defendants refer to the Proxy for its complete description of the STACK. Defendants deny any allegations in Paragraph 80 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 80.

81. Defendants refer to the Proxy for a description of the relationship between AMH and High Mesa. Defendants deny any allegations in Paragraph 79 that are inconsistent with the Proxy. Defendants lack knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 81, and on that basis deny the allegations.

82. Defendants refer to the Proxy for its complete description of the development agreement. Defendants deny any allegations in Paragraph 82 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 82.

83. Defendants refer to the Proxy for its complete description of the development agreement. Defendants deny any allegations in Paragraph 83 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 83.

84. Defendants admit and aver that on September 12, 2016, Bayou City filed a press release, and Defendants refer to the press release for its complete contents. Defendants deny any allegations in Paragraph 84 that are inconsistent with the press release. Defendants also refer to the Proxy for its complete description of High Mesa's contribution. Defendants deny any allegations in Paragraph 84 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 84.

85. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 85, and on that basis deny the allegations.

86. Defendants refer to the Proxy for its complete description of the agreement. Defendants deny any allegations in Paragraph 86 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 86.

87. Defendants refer to the Proxy for its complete description of the ownership of AMH and Kingfisher and Kingfisher revenues. Defendants deny any allegations in Paragraph 87 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 87. Defendants deny the remaining allegations in Paragraph 87.

88. Defendants refer to the Proxy for its complete description of the ownership of AMH and Kingfisher. Defendants deny any allegations in Paragraph 88 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 88.

89. Defendants admit and aver that on August 16, 2017, Silver Run II issued a press release, and Defendants refer to the press release for its complete contents. Defendants deny any

allegations in Paragraph 89 that are inconsistent with the press release. Defendants deny the remaining allegations in Paragraph 89.

90. Defendants refer to the Proxy for its complete contents. Defendants deny any allegations in Paragraph 90 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 90.

91. Defendants admit and aver that on August 17, 2017, Silver Run II made a presentation, and Defendants refer to the Presentation for their complete contents. Defendants deny any allegations in Paragraph 91 that are inconsistent with the presentation. Defendants also refer to the Proxy for its complete contents. Defendants deny any allegations in Paragraph 91 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 91.

92. Defendants refer to the Proxy for its complete description of Kingfisher's interests in the Business Combination. Defendants deny any allegations in Paragraph 92 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 92.

93. Defendants refer to the Proxy for its complete description of the Business Combination negotiations. Defendants deny any allegations in Paragraph 93 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 93.

94. Defendants admit and aver that on August 17, 2017, Silver Run II made a presentation, and on August 16, 2017, Alta Mesa issued a press release, and Defendants refer to the presentation and press release for their complete contents. Defendants deny any allegations in Paragraph 94 that are inconsistent with the presentation or press release. Defendants deny the remaining allegations in Paragraph 94.

95. Defendants admit and aver that AMH convened an earnings call on November 14, 2017, and Defendants refer to the earnings call for its complete contents. Defendants deny any

allegations in Paragraph 95 that are inconsistent with the earnings call. Defendants deny the remaining allegations in Paragraph 95.

96. Defendants refer to the Proxy for its complete contents. Defendants deny any allegations in Paragraph 96 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 96.

97. Defendants refer to the Proxy for its complete description of the acquisition criteria. Defendants deny any allegations in Paragraph 97 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 97.

98. Defendants refer to the Proxy for its complete description of the acquisition criteria. Defendants deny any allegations in Paragraph 98 that are inconsistent with the Proxy.

99. Defendants refer to the Proxy for its complete description of potential Kingfisher developments. Defendants deny any allegations in Paragraph 99 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 99.

100. Defendants refer to the Proxy for its complete contents. Defendants deny any allegations in Paragraph 100 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 100.

101. Defendants refer to the Proxy for its complete contents. Defendants deny any allegations in Paragraph 101 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 101.

102. Defendants refer to the Proxy for its complete description of its projections. Defendants admit and aver that on August 17, 2017, Silver Run II issued an investor presentation, and Defendants refer to the presentation for its complete contents. Defendants deny any

allegations in Paragraph 102 that are inconsistent with the Proxy and the presentation. Defendants deny the remaining allegations in Paragraph 102.

103. Defendants refer to the Proxy for its complete description of its projections. Defendants deny any allegations in Paragraph 103 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 103.

104. Defendants refer to the Proxy for its complete description of its internal controls. Defendants deny any allegations in Paragraph 104 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 104.

105. Defendants refer to the Proxy for its complete contents. Defendants deny any allegations in Paragraph 105 that are inconsistent with the Proxy. Defendants deny the allegations in Paragraph 105.

106. Defendants deny the allegations in Paragraph 106.

107. Defendants deny the allegations in Paragraph 107.

108. Defendants deny the allegations in Paragraph 108.

109. The allegations in Paragraph 109 are based on an unidentified confidential witness without presenting any foundation or basis to substantiate the purported witness' knowledge or context, and are denied.

110. The allegations in Paragraph 110 are based on an unidentified confidential witness without presenting any foundation or basis to substantiate the purported witness' knowledge or context, and are denied.

111. The allegations in Paragraph 111 are based on an unidentified confidential witness without presenting any foundation or basis to substantiate the purported witness' knowledge or context, and are denied.

112. Defendants deny the allegations in Paragraph 112.

113. Defendants admit and aver that on August 16, 2017, Silver Run II issued a press release, and Defendants refer to the press release for its complete content. Defendants deny any allegations in Paragraph 113 that are inconsistent with the press release. The remaining allegations in Paragraph 113 are based on an unidentified confidential witness without presenting any foundation or basis to substantiate the purported witness' knowledge or context, and are denied.

114. The allegations in Paragraph 114 are based on an unidentified confidential witness without presenting any foundation or basis to substantiate the purported witness' knowledge or context, and are denied.

115. Defendants deny the allegations in Paragraph 115.

116. Defendants admit that Paragraph 116 refers a November 29, 2017 email from Tim Turner to, among others, Mr. Chappelle, and to an August 2018 email from Michael McCabe to Mr. Chappelle, and Defendants refer to the emails for their complete contents. Defendants deny any allegations in Paragraph 116 that are inconsistent with the emails. Defendants deny the remaining allegations in Paragraph 116.

117. Defendants deny the allegations in Paragraph 117.

118. Defendants deny the allegations in Paragraph 118.

119. Defendants admit and aver that on February 9, 2018, Alta Mesa issued a press release, and Defendants refer to the press release for its complete contents. Defendants deny any allegations in Paragraph 119 that are inconsistent with the press release.

120. Defendants refer to the Proxy for its complete description of the terms of the Business Combination. Defendants deny any allegations in Paragraph 120 that are inconsistent with the Proxy.

121. Defendants refer to the Proxy for its complete description of the Forward Purchase Agreement. Defendants deny any allegations in Paragraph 121 that are inconsistent with the Proxy.

122. Defendants refer to the Proxy for its complete description of the terms of the Business Combination. Defendants deny any allegations in Paragraph 122 that are inconsistent with the Proxy.

123. Defendants refer to the Proxy for its complete description of the terms of the Business Combination. Defendants deny any allegations in Paragraph 123 that are inconsistent with the Proxy.

124. Defendants refer to the Proxy for its complete description of the earn-out payments. Defendants deny any allegations in Paragraph 124 that are inconsistent with the Proxy.

125. Defendants refer to the Proxy for the terms of the Business Combination. Defendants deny any allegations in Paragraph 125 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 125.

126. Defendants refer to the Proxy for the terms of the Business Combination. Defendants deny any allegations in Paragraph 126 that are inconsistent with the Proxy.

127. Defendants refer to the Proxy for its complete description of the terms of the Business Combination. Defendants deny any allegations in Paragraph 127 that are inconsistent with the Proxy.

128. Defendants admit and aver that Defendants had an interest in seeing Alta Mesa succeed and prosper. Defendants refer to the Proxy for its complete contents. Defendants deny any allegations in Paragraph 128 that are inconsistent with the Proxy.

129. Defendants refer to the Proxy for its complete description of the Board and management details. Defendants deny any allegations in Paragraph 129 that are inconsistent with the Proxy.

130. Defendants refer to the Proxy for its complete description of the Board and voting details. Defendants deny any allegations in Paragraph 130 that are inconsistent with the Proxy.

131. Defendants admit and aver that on March 29, 2018, Alta Mesa filed a Form 10-K, and Defendants refer to the Form 10-K for its complete description of the ownership structure following the Business Combination. Defendants deny any allegations in Paragraph 131 that are inconsistent with the Form 10-K.

132. Defendants admit and aver that on March 29, 2018, Alta Mesa convened an earnings call and issued a press release, and Defendants refer to the earnings call and press release for their complete contents. Defendants deny any allegations in Paragraph 132 that are inconsistent with the earnings call and press release. Defendants deny the remaining allegations in Paragraph 132.

133. Defendants admit and aver that on March 29, 2018, Alta Mesa convened an earnings call, and Defendants refer to the earnings call for its complete contents. Defendants deny any allegations in Paragraph 133 that are inconsistent with the earnings call. Defendants deny the remaining allegations in Paragraph 133.

134. Defendants admit and aver that Paragraph 134 purports to reference certain per share closing prices of Alta Mesa common stock, and refer to the publicly reported closing prices of Alta Mesa common stock. Defendants deny the remaining allegations in Paragraph 134.

135. Defendants admit and aver that on March 29, 2018, Alta Mesa convened an earnings call, and Defendants refer to the earnings call for its complete contents. Defendants deny

any allegations in Paragraph 135 that are inconsistent with the earnings call. Defendants deny the remaining allegations in Paragraph 135.

136. The allegations in Paragraph 136 are based on an unidentified confidential witness without presenting any foundation or basis to substantiate the purported witness's knowledge or context, and are denied.

137. Defendants admit and aver that on March 29, 2018, Alta Mesa convened an earnings call, and Defendants refer to the earnings call for its complete contents. Defendants deny any allegations in Paragraph 137 that are inconsistent with the earnings call. Defendants deny the remaining allegations in Paragraph 137.

138. Defendants admit and aver that on March 29, 2018, Alta Mesa convened an earnings call, and Defendants refer to the earnings call for its complete contents. Defendants deny any allegations in Paragraph 138 that are inconsistent with the earnings call. Defendants deny the remaining allegations in Paragraph 138.

139. Defendants admit and aver that on May 14, 2018, Alta Mesa convened an earnings call, and Defendants refer to the earnings call for its complete contents. Defendants deny any allegations in Paragraph 139 that are inconsistent with the earnings call. Defendants deny the remaining allegations in Paragraph 139.

140. Defendants deny the allegations in Paragraph 140.

141. Defendants admit and aver that on August 14, 2018, Alta Mesa issued a press release, and Defendants refer to the press release for its complete description of AMH's performance. Defendants deny any allegations in Paragraph 141 that are inconsistent with the press release.

142. Defendants deny the allegations in Paragraph 142.

143. Defendants admit and aver that on August 14, 2018, Alta Mesa issued a press release, and Defendants refer to the press release for its complete description of Kingfisher's performance. Defendants deny any allegations in Paragraph 143 that are inconsistent with the press release. Defendants deny the remaining allegations in Paragraph 143.

144. Defendants admit and aver that Paragraph 144 purports to reference certain per share closing prices of Alta Mesa common stock, and refer to the publicly reported closing prices of Alta Mesa common stock. Defendants deny the remaining allegations in Paragraph 144.

145. Defendants admit and aver that on August 14, 2018, Alta Mesa made a presentation and convened an earnings call, and Defendants refer to the presentation and earnings call for their complete contents. Defendants deny any allegations in Paragraph 145 that are inconsistent with the presentation and earnings call. Defendants deny the remaining allegations in Paragraph 145.

146. Defendants admit and aver that on August 14, 2018, Alta Mesa convened an earnings call, and Defendants refer to the earnings call for its complete contents. Defendants deny any allegations in Paragraph 146 that are inconsistent with the earnings call. Defendants deny the remaining allegations in Paragraph 146.

147. Defendants admit and aver that on August 14, 2018, Alta Mesa convened an earnings call, and Defendants refer to the earnings call for its complete contents. Defendants deny any allegations in Paragraph 147 that are inconsistent with the earnings call. Defendants deny the remaining allegations in Paragraph 147.

148. Defendants admit and aver that on November 13, 2018, Alta Mesa issued a press release, and Defendants refer to the press release for its complete description of financial performance. Defendants deny any allegations in Paragraph 148 that are inconsistent with the press release. Defendants deny the remaining allegations in Paragraph 148.

149. Defendants admit and aver that on November 13, 2018, Alta Mesa convened an earnings call, and Defendants refer to the earnings call for its complete contents. Defendants deny any allegations in Paragraph 149 that are inconsistent with the earnings call. Defendants deny the remaining allegations in Paragraph 149.

150. Defendants deny the allegations in Paragraph 150.

151. Defendants admit and aver that on November 14, 2018, Alta Mesa filed a Form 10-Q, and Defendants refer to the Form 10-Q for its complete description of Mr. McCabe. Defendants deny any allegations in Paragraph 151 that are inconsistent with the Form 10-Q. Defendants deny the remaining allegations in Paragraph 151.

152. Defendants admit and aver that Paragraph 152 purports to reference certain per share closing prices of Alta Mesa common stock, and refer to the publicly reported closing prices of Alta Mesa common stock. Defendants deny the remaining allegations in Paragraph 152.

153. Defendants admit and aver that on December 20, 2018, Alta Mesa issued a press release, and Defendants refer to the press release for its complete description of Mr. Chappelle and Mr. Ellis. Defendants deny any allegations in Paragraph 153 that are inconsistent with the press release. Defendants deny the remaining allegations in Paragraph 153.

154. Defendants admit and aver that on February 25, 2019, Alta Mesa issued a press release, and Defendants refer to the press release for its complete description of financial performance. Defendants deny any allegations in Paragraph 154 that are inconsistent with the press release. Defendants deny the remaining allegations in Paragraph 154.

155. Defendants admit and aver that on February 25, 2019, Alta Mesa issued a press release, and Defendants refer to the press release for its complete description of rigs and oil wells.

Defendants deny any allegations in Paragraph 155 that are inconsistent with the press release. Defendants deny the remaining allegations in Paragraph 155.

156. Defendants admit and aver that on February 25, 2019, Alta Mesa issued a press release, and Defendants refer to the press release for its complete description of Kingfisher. Defendants deny any allegations in Paragraph 156 that are inconsistent with the press release. Defendants deny the remaining allegations in Paragraph 156.

157. Defendants deny the allegations in Paragraph 157.

158. Defendants admit and aver that Paragraph 158 purports to reference certain per share closing prices of Alta Mesa common stock, and refer to the publicly reported closing prices of Alta Mesa common stock. Defendants deny the remaining allegations in Paragraph 158.

159. Defendants admit and aver that on March 2, 2019, Alta Mesa filed a Form NT 10-K, and Defendants refer to the Form NT 10-K for its complete description of internal controls and financial performance. Defendants deny any allegations in Paragraph 159 that are inconsistent with the Form NT 10-K. Defendants deny the remaining allegations in Paragraph 159.

160. Defendants admit and aver that on March 28, 2019, Alta Mesa filed a Form 8-K, and Defendants refer to the Form 8-K for its complete description of Mr. Collins. Defendants deny any allegations in Paragraph 160 that are inconsistent with the Form 8-K. Defendants deny the remaining allegations in Paragraph 160.

161. Defendants admit and aver that on April 9, 2019, Alta Mesa filed a Form 8-K, and Defendants refer to the Form 8-K for its complete description of correspondence from NASDAQ. Defendants deny any allegations in Paragraph 161 that are inconsistent with the Form 8-K. Defendants deny the remaining allegations in Paragraph 161.

162. Defendants admit and aver that on May 13, 2019, Alta Mesa filed a Form NT 10-Q, and on May 17, 2019, Alta Mesa filed a press release, and Defendants refer to the Form NT 10-Q for its complete description of Alta Mesa's financial statements, and to the press release for its complete description of correspondence from NASDAQ. Defendants deny any allegations in Paragraph 162 that are inconsistent with the Form NT 10-Q or press release. Defendants deny the remaining allegations in Paragraph 162.

163. Defendants admit and aver that on May 17, 2019, Alta Mesa Holdings, LP filed a Form 10-K, and Defendants refer to the Form 10-K for its complete description regarding the SEC. Defendants deny any allegations in Paragraph 163 that are inconsistent with the Form 10-K. Defendants deny the remaining allegations in Paragraph 163.

164. Defendants admit and aver that on May 17, 2019, Alta Mesa issued a press release, and Defendants refer to the press release for its complete description of Alta Mesa's financial statements. Defendants deny any allegations in Paragraph 164 that are inconsistent with the press release. Defendants deny the remaining allegations in Paragraph 164.

165. Defendants admit and aver that on May 17, 2019, Alta Mesa issued a press release, and Defendants refer to the press release for its complete description of its financial performance. Defendants deny any allegations in Paragraph 165 that are inconsistent with the press release. Defendants deny the remaining allegations in Paragraph 165.

166. Defendants admit and aver that on May 17, 2019, Alta Mesa Holdings, LP filed a Form 10-K, and Defendants refer to the Form 10-K for its complete description regarding reorganization. Defendants deny any allegations in Paragraph 166 that are inconsistent with the Form 10-K. Defendants deny the remaining allegations in Paragraph 166.

167. Defendants admit and aver that Paragraph 167 purports to reference certain per share closing prices of Alta Mesa common stock, and refer to the publicly reported closing prices of Alta Mesa common stock. Defendants deny the remaining allegations in Paragraph 167.

168. Defendants admit and aver that Paragraph 168 purports to reference the per share price of Alta Mesa common stock, and refer to the publicly reported prices of Alta Mesa common stock. Defendants deny the remaining allegations in Paragraph 168.

169. Defendants deny the allegations in Paragraph 169.

170. Defendants admit and aver that on July 8, 2019, Alta Mesa filed a Form 8-K, and Defendants refer to the Form 8-K for its complete description of Mr. Smith. Defendants deny any allegations in Paragraph 170 that are inconsistent with the Form 8-K. Defendants deny the remaining allegations in Paragraph 170.

171. Defendants admit and aver that on August 12, 2019, Alta Mesa filed a Form NT 10-Q, and Defendants refer to the Form NT 10-Q for its complete description of financial reporting. Defendants deny any allegations in Paragraph 171 that are inconsistent with the Form NT 10-Q. Defendants deny the remaining allegations in Paragraph 171.

172. Defendants admit and aver that on September 11, 2019, Alta Mesa and other entities filed a voluntary petition for reorganization under Chapter 11 of the United States Bankruptcy Code, and on September 12, 2019, Alta Mesa filed a Form 8-K, and Defendants refer to the bankruptcy petition for its complete contents and to the Form 8-K for its complete description of Mr. Hackett. Defendants deny any allegations in Paragraph 172 that are inconsistent with the bankruptcy petition or Form 8-K. Defendants deny the remaining allegations in Paragraph 172.

173. Defendants admit and aver that on October 1, 2019, Alta Mesa filed a Form 10-Q, and Defendants refer to the Form 10-Q for its complete description of Alta Mesa stock. Defendants

deny any allegations in Paragraph 173 that are inconsistent with the Form 10-Q. Defendants deny the remaining allegations in Paragraph 173.

174. Defendants admit and aver that in January 2020, subsidiaries of Alta Mesa filed voluntary petitions for bankruptcy, and Defendants refer to their voluntary petitions for bankruptcy for their complete contents. Defendants deny any allegations in Paragraph 174 that are inconsistent with the voluntary petitions. Defendants deny the remaining allegations in Paragraph 174.

175. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 175, and on that basis deny the allegations.

176. Defendants deny the allegations in Paragraph 176.

177. Defendants deny the allegations in Paragraph 177.

178. Defendants deny the allegations in Paragraph 178.

179. Defendants deny the allegations in Paragraph 179.

180. Defendants admit and aver that, following the Business Combination, the members of the AMR Board of Directors performed their oversight responsibilities as to the business and operations of AMR, including the company's evolving drilling program and business strategies throughout 2018, in good faith and with due care, relying upon management and industry experts whom the Board believed to have professional competence as to such matters. Defendants refer to the Sales Hearing transcript referenced in Paragraph 180 for its complete description of the proceeding. Defendants deny any allegations in Paragraph 180 that are inconsistent with the Sales Hearing transcript. Defendants deny the remaining allegations in Paragraph 180.

181. Defendants admit and aver that Alta Mesa filed a Form 10-K on March 29, 2018, and Defendants refer to the Form 10-K for its complete description of Alta Mesa's Board.

Defendants deny any allegations in Paragraph 181 that are inconsistent with the Form 10-K. Defendants deny the remaining allegations in Paragraph 181.

182. Defendants admit and aver that on September 3, 2019, the Kingfisher board of directors convened a meeting, and Defendants refer to the minutes to such meeting for its complete description of attendance at the meeting. Defendants deny any allegations in Paragraph 182 that are inconsistent with the minutes. Defendants deny the remaining allegations in Paragraph 182.

183. Defendants admit and aver that on August 16, 2017, Silver Run II issued a press release, and Defendants refer to the press release for its complete contents. Defendants deny any allegations in Paragraph 183 that are inconsistent with the press release. Defendants deny the remaining allegations in Paragraph 183.

184. Defendants deny the allegations in Paragraph 184.

185. Defendants admit and aver that on August 17, 2017, Silver Run II convened a conference call and made a presentation, and Defendants refer to the conference call and presentation for their complete contents. Defendants deny any allegations in Paragraph 185 that are inconsistent with the conference call or presentation. Defendants deny the remaining allegations in Paragraph 185.

186. Defendants deny the allegations in Paragraph 186.

187. Defendants admit and aver that on August 17, 2017, Silver Run II convened a conference call, and Defendants refer to conference call for its complete contents. Defendants deny any allegations in Paragraph 187 that are inconsistent with the conference call. Defendants deny the remaining allegations in Paragraph 187.

188. Defendants deny the allegations in Paragraph 188.

189. Defendants admit and aver that on August 17, 2017, Silver Run II made a presentation, and Defendants refer to presentation for its complete contents. Defendants deny any allegations in Paragraph 189 that are inconsistent with the presentation. Defendants deny the remaining allegations in Paragraph 189.

190. Defendants deny the allegations in Paragraph 190.

191. Defendants refer to the Proxy for its complete contents. Defendants deny any allegations in Paragraph 191 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 191.

192. Defendants refer to the Proxy for its complete contents. Defendants deny any allegations in Paragraph 192 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 192.

193. Defendants deny the allegations in Paragraph 193.

194. Defendants refer to the Proxy for its complete descriptions of its predictions. Defendants deny any allegations in Paragraph 194 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 194.

195. Defendants deny the allegations in Paragraph 195.

196. Defendants deny the allegations in Paragraph 196.

197. Defendants admit and aver that on August 17, 2017, Silver Run II made a presentation, and Defendants refer to its presentation for its complete description of Kingfisher. Defendants deny any allegations in Paragraph 197 that are inconsistent with the presentation. Defendants deny the remaining allegations in Paragraph 197.

198. Defendants deny the allegations in Paragraph 198.

199. Defendants refer to the Proxy for its complete descriptions of its predictions. Defendants deny any allegations in Paragraph 199 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 199.

200. Defendants refer to the Proxy for its complete descriptions of performance predictions and risks. Defendants deny any allegations in Paragraph 200 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 200.

201. Defendants deny the allegations in Paragraph 201.

202. Defendants admit and aver that on February 21, 2018, Defendant Chappelle participated in the ENERCOM Dallas conference. Defendants further admit and aver that on February 21, 2018, Alta Mesa made a presentation, and Defendants refer to the presentation for its complete contents. Defendants deny any allegations in Paragraph 202 that are inconsistent with the presentation. Defendants deny the remaining allegations in Paragraph 202.

203. Defendants deny the allegations in Paragraph 203.

204. Defendants admit and aver that on March 29, 2018, Alta Mesa issued a press release, and Defendants refer to the press release for its complete contents. Defendants deny any allegations in Paragraph 204 that are inconsistent with the press release. Defendants deny the remaining allegations in Paragraph 204.

205. Defendants deny the allegations in Paragraph 205.

206. Defendants admit and aver that on March 29, 2018, Alta Mesa convened an earnings call. Defendants refer to the earnings call for its complete contents. Defendants deny any allegations in Paragraph 206 that are inconsistent with the earnings call. Defendants deny the remaining allegations in Paragraph 206.

207. Defendants admit and aver that on March 29, 2018, Alta Mesa made a presentation, and Defendants refer to the presentation for its complete contents. Defendants deny any allegations in Paragraph 207 that are inconsistent with the presentation. Defendants deny the remaining allegations in Paragraph 207.

208. Defendants deny the allegations in Paragraph 208.

209. Defendants admit and aver that on March 29, 2018, Alta Mesa convened an earnings call. Defendants refer to the earnings call for its complete contents. Defendants deny any allegations in Paragraph 209 that are inconsistent with the earnings call. Defendants deny the remaining allegations in Paragraph 209.

210. Defendants admit and aver that on March 29, 2018, Alta Mesa filed a Form 10-K, and Defendants refer to the Form 10-K for its complete description of risk factors. Defendants deny any allegations in Paragraph 210 that are inconsistent with the Form 10-K. Defendants deny the remaining allegations in Paragraph 210.

211. Defendants deny the allegations in Paragraph 211.

212. Defendants admit and aver that on March 29, 2018, Alta Mesa filed a Form 10-K, and Defendants refer to the Form 10-K for its complete description of risk factors. Defendants deny any allegations in Paragraph 212 that are inconsistent with the Form 10-K. Defendants deny the remaining allegations in Paragraph 212.

213. Defendants admit and aver that on March 29, 2018, Alta Mesa filed a Form 10-K, and Defendants refer to the Form 10-K for certifications contained therein. Defendants deny the remaining allegations in Paragraph 213.

214. Defendants deny the allegations in Paragraph 214.

215. Defendants admit and aver that on April 9, 2018, Defendant Chappelle participated in the Oil & Gas Investment Symposium. Defendants lack knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 215, and on that basis deny the allegations.

216. Defendants deny the allegations in Paragraph 216.

217. Defendants admit and aver that on April 9, 2018, Alta Mesa made a presentation, and Defendants refer to the presentation for its complete contents. Defendants deny any allegations in Paragraph 217 that are inconsistent with the presentation. Defendants deny the remaining allegations in Paragraph 217.

218. Defendants deny the allegations in Paragraph 218.

219. Defendants admit and aver that on May 14, 2018, Alta Mesa convened an earnings call and made a presentation, and Defendants refer to the earnings call and presentation for their complete contents. Defendants deny any allegations in Paragraph 219 that are inconsistent with the earnings call and presentation. Defendants deny the remaining allegations in Paragraph 219.

220. Defendants admit and aver that on May 14, 2018, Alta Mesa convened an earnings call, and Defendants refer to the earnings call for its complete contents. Defendants deny any allegations in Paragraph 220 that are inconsistent with the earnings call. Defendants deny the remaining allegations in Paragraph 220.

221. Defendants deny the allegations in Paragraph 221.

222. Defendants admit and aver that on May 21, 2018, Alta Mesa filed a Form 10-Q, and on March 29, 2018, filed a Form 10-K, and Defendants refer to the Form 10-Q and Form 10-K for their complete description of Alta Mesa's risk factors. Defendants deny any allegations in

Paragraph 222 that are inconsistent with the Form 10-Q and Form 10-K. Defendants deny the remaining allegations in Paragraph 222.

223. Defendants deny the allegations in Paragraph 223.

224. Defendants admit and aver that on May 21, 2018, Alta Mesa filed a Form 10-Q, and on March 29, 2018, filed a Form 10-K, and Defendants refer to the Form 10-Q and Form 10-K for their complete description of Alta Mesa's risk factors. Defendants deny any allegations in Paragraph 224 that are inconsistent with the Form 10-Q and Form 10-K. Defendants deny the remaining allegations in Paragraph 224.

225. Defendants deny the allegations in Paragraph 225.

226. Defendants admit and aver that on May 21, 2018, Alta Mesa filed a Form 10-Q, and Defendants refer to the Form 10-Q for its complete description of Alta Mesa's internal controls. Defendants deny any allegations in Paragraph 226 that are inconsistent with the Form 10-Q. Defendants deny the remaining allegations in Paragraph 226.

227. Defendants deny the allegations in Paragraph 227.

228. Defendants admit and aver that on May 21, 2018, Alta Mesa filed a Form 10-Q, and Defendants refer to the Form 10-Q for certifications contained therein. Defendants deny any allegations in Paragraph 228 that are inconsistent with the Form 10-Q. Defendants deny the remaining allegations in Paragraph 228.

229. Defendants deny the allegations in Paragraph 229.

230. Defendants admit and aver that on August 14, 2018, Alta Mesa convened an earnings call and made a presentation. Defendants refer to the presentation for its complete description of Alta Mesa's use of ESPs. Defendants deny any allegations in Paragraph 230 that

are inconsistent with the earnings call and presentation. Defendants deny the remaining allegations in Paragraph 230.

231. Defendants deny the allegations in Paragraph 231.

232. Defendants admit and aver that on August 15, 2018, Alta Mesa filed a Form 10-Q, and on March 29, 2018, filed a Form 10-K, and Defendants refer to the Form 10-Q and Form 10-K for their complete description of Alta Mesa's risk factors. Defendants deny any allegations in Paragraph 232 that are inconsistent with the Form 10-Q and Form 10-K. Defendants deny the remaining allegations in Paragraph 232.

233. Defendants deny the allegations in Paragraph 233.

234. Defendants admit and aver that on August 15, 2018, Alta Mesa filed a Form 10-Q, and on March 29, 2018, filed a Form 10-K, and Defendants refer to the Form 10-Q and Form 10-K for their complete description of Alta Mesa's risk factors. Defendants deny any allegations in Paragraph 234 that are inconsistent with the Form 10-Q or Form 10-K. Defendants deny the remaining allegations in Paragraph 234.

235. Defendants admit and aver that on August 15, 2018, Alta Mesa filed a Form 10-Q, and on August 14, 2018, Alta Mesa convened an earnings call, and Defendants refer to the Form 10-Q and earnings call for their complete description of Kingfisher's financial results and projections. Defendants deny any allegations in Paragraph 235 that are inconsistent with the Form 10-Q and earnings call. Defendants deny the remaining allegations in Paragraph 235.

236. Defendants deny the allegations in Paragraph 236.

237. Defendants admit and aver that on August 15, 2018, Alta Mesa filed a Form 10-Q, and Defendants refer to the Form 10-Q for its complete description of Alta Mesa's internal

controls. Defendants deny any allegations in Paragraph 237 that are inconsistent with the Form 10-Q. Defendants deny the remaining allegations in Paragraph 237.

238. Defendants deny the allegations in Paragraph 238.

239. Defendants admit and aver that on August 15, 2018, Alta Mesa filed a Form 10-Q, and Defendants refer to the Form 10-Q for certifications contained therein. Defendants deny any allegations in Paragraph 239 that are inconsistent with the Form 10-Q. Defendants deny the remaining allegations in Paragraph 239.

240. Defendants deny the allegations in Paragraph 240.

241. Defendants admit and aver that on September 6, 2018, Defendant Chappelle participated in the Barclays CEO Energy-Power Conference, and Defendants refer to Defendant Chappelle's remarks for their complete contents. Defendants deny any allegations in Paragraph 241 that are inconsistent with Defendant Chappelle's remarks. Defendants deny the remaining allegations in Paragraph 241.

242. Defendants deny the allegations in Paragraph 242.

243. Defendants admit and aver that on September 6, 2018, Defendant Chappelle participated in the Barclays CEO Energy-Power Conference and made a presentation. Defendants refer to the presentation for its complete contents. Defendants deny any allegations in Paragraph 243 that are inconsistent with the presentation. Defendants deny the remaining allegations in Paragraph 243.

244. Defendants deny the allegations in Paragraph 244.

245. Defendants admit and aver that on November 14, 2018, Alta Mesa filed a Form 10-Q, and on March 29, 2018, filed a Form 10-K, and Defendants refer to the Form 10-Q and Form 10-K for their complete description of Alta Mesa's risk factors. Defendants deny any allegations

in Paragraph 245 that are inconsistent with the Form 10-Q and Form 10-K. Defendants deny the remaining allegations in Paragraph 245.

246. Defendants deny the allegations in Paragraph 246.

247. Defendants admit and aver that on November 14, 2018, Alta Mesa filed a Form 10-Q, and on March 29, 2018, filed a Form 10-K, and Defendants refer to the Form 10-Q and Form 10-K for their complete description of Alta Mesa's risk factors. Defendants deny any allegations in Paragraph 247 that are inconsistent with the Form 10-Q and Form 10-K. Defendants deny the remaining allegations in Paragraph 247.

248. Defendants deny the allegations in Paragraph 248.

249. Defendants admit and aver that on November 14, 2018, Alta Mesa filed a Form 10-Q, and Defendants refer to the Form 10-Q for its complete description of Alta Mesa's internal controls. Defendants deny any allegations in Paragraph 249 that are inconsistent with the 10-Q. Defendants deny the remaining allegations in Paragraph 249.

250. Defendants admit and aver that on November 14, 2018, Alta Mesa filed a Form 10-Q, and Defendants refer to the Form 10-Q for certifications contained therein. Defendants deny any allegations in Paragraph 250 that are inconsistent with the Form 10-Q. Defendants deny the remaining allegations in Paragraph 250.

251. Defendants deny the allegations in Paragraph 251.

252. Defendants deny the allegations in Paragraph 252.

253. Defendants admit and aver that on August 11, 2016, AMH convened an earnings call, and Defendants refer to that earnings call for its complete description of its operations in the STACK. Defendants deny any allegations in Paragraph 253 that are inconsistent with the earnings call. Defendants deny the remaining allegations in Paragraph 253.

254. Defendants admit and aver that on November 10, 2016, AMH convened an earnings call, and Defendants refer to that earnings call for its complete contents. Defendants deny any allegations in Paragraph 254 that are inconsistent with the earnings call. Defendants deny the remaining allegations in Paragraph 254.

255. Defendants admit and aver that on November 10, 2016, AMH convened an earnings call, and Defendants refer to that earnings call for its complete contents. Defendants deny any allegations in Paragraph 255 that are inconsistent with the earnings call. Defendants deny the remaining allegations in Paragraph 255.

256. Defendants admit and aver that on March 30, 2017, AMH convened an earnings call, and Defendants refer to that earnings call for its complete contents. Defendants deny any allegations in Paragraph 256 that are inconsistent with the earnings call. Defendants deny the remaining allegations in Paragraph 256.

257. The allegations in Paragraph 257 are based on an unidentified confidential witness without presenting any foundation or basis to substantiate the purported witness' knowledge or context, and are denied.

258. Defendants deny the allegations in Paragraph 258.

259. Defendants deny the allegations in Paragraph 259.

260. Defendants deny the allegations in Paragraph 260.

261. Defendants deny the allegations in Paragraph 261.

262. Defendants deny that the generalized and oversimplified allegations in Paragraph 262 present a fair and accurate characterization of the oil and gas drilling and extraction process, and deny the remaining allegations in Paragraph 262.

263. Defendants deny that the generalized and oversimplified allegations in Paragraph 263 present a fair and accurate characterization of the oil and gas drilling and extraction process, and deny the remaining allegations in Paragraph 263.

264. Defendants deny the allegations in Paragraph 264.

265. Defendants deny that the generalized and oversimplified allegations in Paragraph 265 present a fair and accurate characterization of the oil and gas drilling and extraction process, and deny the remaining allegations in Paragraph 265.

266. Defendants deny that the generalized and oversimplified allegations in Paragraph 266 present a fair and accurate characterization of the oil and gas drilling and extraction process, and deny the remaining allegations in Paragraph 266.

267. Defendants deny the allegations in Paragraph 267.

268. Defendants deny the allegations in Paragraph 268.

269. Defendants deny that the generalized and oversimplified allegations in Paragraph 269 present a fair and accurate characterization of the oil and gas drilling and extraction process, and deny the remaining allegations in Paragraph 269.

270. Defendants deny that the generalized and oversimplified allegations in Paragraph 270 present a fair and accurate characterization of the oil and gas drilling and extraction process, and deny the remaining allegations in Paragraph 270.

271. Defendants deny that the generalized and oversimplified allegations in Paragraph 271 present a fair and accurate characterization of the oil and gas drilling and extraction process, and deny the remaining allegations in Paragraph 271.

272. Defendants deny the allegations in Paragraph 272.

273. Defendants deny that the generalized and oversimplified allegations in Paragraph 273 present a fair and accurate characterization of the oil and gas drilling and extraction process, and deny the remaining allegations in Paragraph 273.

274. Defendants deny the allegations in Paragraph 274.

275. Defendants deny the allegations in Paragraph 275.

276. Defendants refer to the Proxy for its complete description of founder shares. Defendants deny any allegations in Paragraph 276 that are inconsistent with the Proxy.

277. Defendants refer to the Proxy for its complete description of founder shares. Defendants deny any allegations in Paragraph 277 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 277.

278. Defendants deny the allegations in Paragraph 278.

279. Defendants deny the allegations in Paragraph 279.

280. Defendants refer to the Proxy for its complete description of the preparation of the Proxy Statement. Defendants deny any allegations in Paragraph 280 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 280.

281. Defendants refer to the Proxy for its complete description of the wells' production history. Defendants deny any allegations in Paragraph 281 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 281.

282. Defendants refer to the Proxy for its complete description of wells' production history. Defendants deny any allegations in Paragraph 282 that are inconsistent with the Proxy.

283. Defendants refer to the Proxy for its complete description of AMH's production data and projections. Defendants deny any allegations in Paragraph 283 that are inconsistent with the Proxy.

284. Defendants deny the allegations in Paragraph 284.

285. Defendants deny the allegations in Paragraph 285.

286. Defendants refer to the Proxy for its complete description of AMH's internal controls. Defendants deny any allegations in Paragraph 286 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 286.

287. Defendants deny the allegations in Paragraph 287.

288. Defendants admit and aver that on February 9, 2018, Alta Mesa issued a press release, and Defendants refer to that press release for its complete description of the Business Combination. Defendants deny any allegations in Paragraph 288 that are inconsistent with the press release. Defendants deny the remaining allegations in Paragraph 288.

289. Defendants deny the allegations in Paragraph 289.

290. Defendants admit and aver that on February 9, 2018, Alta Mesa issued a press release, and Defendants refer to that press release for its complete description of the merger's closing. Defendants deny any allegations in Paragraph 290 that are inconsistent with the press release.

291. Defendants admit and aver that on March 29, 2018, Alta Mesa issued a press release, and Defendants refer to that press release for its complete description of Alta Mesa's financial results. Defendants deny any allegations in Paragraph 291 that are inconsistent with the press release. Defendants deny the remaining allegations in Paragraph 291.

292. Defendants admit and aver that on August 14, 2018, Alta Mesa issued a press release, and Defendants refer to that press release for its complete description of Alta Mesa's financial results. Defendants deny any allegations in Paragraph 292 that are inconsistent with the press release. Defendants deny the remaining allegations in Paragraph 292.

293. Defendants admit that Paragraph 293 purports to reference per share price of Alta Mesa common stock, and refer to the publicly reported prices of Alta Mesa common stock. Defendants deny the remaining allegations in Paragraph 293.

294. Defendants deny the allegations in Paragraph 294.

295. Defendants deny the allegations in Paragraph 295.

296. Defendants deny the allegations in Paragraph 296.

297. Defendants admit and aver that on March 29, 2018, Alta Mesa filed a Form 10-K and press release, and Defendants refer to the 10-K and press release for their complete description of Alta Mesa's projections. Defendants deny any allegations in Paragraph 297 that are inconsistent with the Form 10-K and press release. Defendants deny the remaining allegations in Paragraph 297.

298. Defendants admit that Paragraph 298 purports to reference certain per share closing prices of Alta Mesa common stock and stock indices, and refer to the publicly reported closing prices of Alta Mesa common stock and stock indices. Defendants deny the remaining allegations in Paragraph 298.

299. Defendants admit and aver that on March 29, 2018, Alta Mesa held an earnings call, and Defendants refer to that earnings call for its complete description of Alta Mesa's projections. Defendants deny any allegations in Paragraph 299 that are inconsistent with the earnings call. Defendants deny the remaining allegations in Paragraph 299.

300. Defendants admit and aver that on March 29, 2018, Alta Mesa held an earnings call, and Defendants refer to that earnings call for its complete description of Alta Mesa's production estimates. Defendants deny any allegations in Paragraph 300 that are inconsistent with the earnings call. Defendants deny the remaining allegations in Paragraph 300.

301. Defendants admit and aver that on March 29, 2018, Alta Mesa held an earnings call, and Defendants refer to that earnings call for its complete description of Alta Mesa's expectations. Defendants deny any allegations in Paragraph 301 that are inconsistent with the earnings call. Defendants deny the remaining allegations in Paragraph 301.

302. Defendants admit and aver that on March 29, 2018, Alta Mesa held an earnings call, and Defendants refer to that earnings call for its complete contents. Defendants deny any allegations in Paragraph 302 that are inconsistent with the earnings call. Defendants deny the remaining allegations in Paragraph 302.

303. Defendants admit and aver that on March 29, 2018, Alta Mesa held an earnings call, and Defendants refer to that earnings call for its complete contents. Defendants deny any allegations in Paragraph 303 that are inconsistent with the earnings call. Defendants deny the remaining allegations in Paragraph 303.

304. Defendants admit and aver that on March 29, 2018, Alta Mesa filed a Form 10-K, and Defendants refer to the Form 10-K for certifications contained therein. Defendants deny any allegations in Paragraph 304 that are inconsistent with the Form 10-K. Defendants deny the remaining allegations in Paragraph 304.

305. Defendants deny the allegations in Paragraph 305.

306. Defendants admit and aver that on May 14, 2018, Alta Mesa held an earnings call, and Defendants refer to that earnings call for its complete description of Alta Mesa's financial performance and projections. Defendants deny any allegations in Paragraph 306 that are inconsistent with the earnings call. Defendants deny the remaining allegations in Paragraph 306.

307. Defendants admit and aver that on May 14, 2018, Alta Mesa held an earnings call, and Defendants refer to that earnings call for its complete description of Kingfisher's performance.

Defendants deny any allegations in Paragraph 307 that are inconsistent with the earnings call. Defendants deny the remaining allegations in Paragraph 307.

308. Defendants admit and aver that on May 15, 2018, Imperial Capital issued a report, and Defendants refer to that report for its complete description of any rating of Alta Mesa. Defendants deny any allegations in Paragraph 308 that are inconsistent with the report. Defendants deny the remaining allegations in Paragraph 308.

309. Defendants admit and aver that on August 15, 2018, Alta Mesa filed a Form 10-Q and on August 14, 2018, issued a press release, and Defendants refer to the Form 10-Q and press release for their complete description of Alta Mesa's financial results and projections. Defendants deny any allegations in Paragraph 309 that are inconsistent with the 10-Q and press release. Defendants deny the remaining allegations in Paragraph 309.

310. Defendants deny the allegations in Paragraph 310.

311. Defendants admit and aver that on August 15, 2018, Alta Mesa filed a Form 10-Q, and Defendants refer to the Form 10-Q for its complete description of Kingfisher's financial results and projections. Defendants deny any allegations in Paragraph 311 that are inconsistent with the 10-Q. Defendants deny the remaining allegations in Paragraph 311.

312. Defendants admit and aver that Paragraph 312 purports to reference certain per share closing prices of Alta Mesa common stock and stock indices, and refer to the publicly reported closing prices of Alta Mesa common stock and stock indices. Defendants lack knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 312 and on that basis deny the allegations.

313. Defendants admit and aver that on August 14, 2018, Alta Mesa held an earnings call, and Defendants refer to that earnings call for its complete contents. Defendants deny any

allegations in Paragraph 313 that are inconsistent with the earnings call. Defendants deny the remaining allegations in Paragraph 313.

314. Defendants admit and aver that on August 14, 2018, Alta Mesa held an earnings call and Defendants refer to that earnings call for its complete contents. Defendants deny any allegations in Paragraph 314 that are inconsistent with the earnings call. Defendants deny the remaining allegations in Paragraph 314.

315. Defendants admit and aver that on August 14, 2018, Alta Mesa held an earnings call, and Defendants refer to that earnings call for its complete description of Kingfisher's financial results. Defendants deny any allegations in Paragraph 315 that are inconsistent with the earnings call. Defendants deny the remaining allegations in Paragraph 315.

316. Defendants admit and aver that on August 15, 2018, Alta Mesa filed a Form 10-Q, and Defendants refer to the Form 10-Q for certifications contained therein. Defendants deny any allegations in Paragraph 316 that are inconsistent with the Form 10-Q. Defendants deny the remaining allegations in Paragraph 316.

317. Defendants deny the allegations in Paragraph 317.

318. Defendants admit and aver that, on November 14, 2018, Alta Mesa filed a Form 10-Q and on November 13, 2018, issued a press release, and Defendants refer to the Form 10-Q and press release for their complete description of Alta Mesa's financial results and projections. Defendants deny any allegations in Paragraph 318 that are inconsistent with the Form 10-Q and press releases. Defendants deny the remaining allegations in Paragraph 318.

319. Defendants admit that Paragraph 319 purports to reference certain per share closing prices of Alta Mesa common stock and stock indices, and refer to the publicly reported closing

prices of Alta Mesa common stock and stock indices. Defendants deny the remaining allegations in Paragraph 319.

320. Defendants admit and aver that on November 13, 2018, Alta Mesa held an earnings call, and Defendants refer to the earnings call for its complete description of Kingfisher. Defendants deny any allegations in Paragraph 320 that are inconsistent with the earnings call. Defendants deny the remaining allegations in Paragraph 320.

321. Defendants admit and aver that on November 14, 2018, Alta Mesa filed a Form 10-Q, and Defendants refer to the Form 10-Q for its complete description of Alta Mesa's internal controls. Defendants deny any allegations in Paragraph 321 that are inconsistent with the Form 10-Q. Defendants deny the remaining allegations in Paragraph 321.

322. Defendants admit and aver that on November 14, 2018, Alta Mesa filed a Form 10-Q, and Defendants refer to the Form 10-Q for certifications contained therein. Defendants deny any allegations in Paragraph 322 that are inconsistent with Form 10-Q. Defendants deny the remaining allegations in Paragraph 322.

323. Defendants deny the allegations in Paragraph 323.

324. Defendants admit and aver that on February 25, 2019, Alta Mesa filed a Form 8-K, and Defendants refer to the Form 8-K for its complete description of Alta Mesa's internal controls. Defendants deny any allegations in Paragraph 324 that are inconsistent with the Form 8-K. Defendants deny the remaining allegations in Paragraph 324.

325. Defendants admit and aver that on February 25, 2019, Alta Mesa filed a Form 8-K, and Defendants refer to the Form 8-K for its complete description of possible impairment charges. Defendants deny any allegations in Paragraph 325 that are inconsistent with the Form 8-K. Defendants deny the remaining allegations in Paragraph 325.

326. Defendants admit and aver that on February 25, 2019, Alta Mesa filed a Form 8-K, and Defendants refer to the Form 8-K for its complete description of production estimates. Defendants deny any allegations in Paragraph 326 that are inconsistent with the Form 8-K. Defendants deny the remaining allegations in Paragraph 326.

327. Defendants admit and aver that on February 25, 2019, Alta Mesa filed a Form 8-K, and Defendants refer to the Form 8-K for its complete description of Alta Mesa's rig count. Defendants deny any allegations in Paragraph 327 that are inconsistent with the Form 8-K. Defendants deny the remaining allegations in Paragraph 327.

328. Defendants admit that Paragraph 328 purports to reference certain per share closing prices of Alta Mesa common stock and stock indices, and refer to the publicly reported closing prices of Alta Mesa common stock and stock indices. Defendants deny the remaining allegations in Paragraph 328.

329. Defendants admit and aver that on May 17, 2019, Alta Mesa Holdings, LP filed a Form 10-K, and Defendants refer to the Form 10-K for its complete description of an SEC investigation. Defendants deny any allegations in Paragraph 329 that are inconsistent with the Form 10-K. Defendants deny the remaining allegations in Paragraph 329.

330. Defendants admit and aver that on May 17, 2019, Alta Mesa issued a press release, and Defendants refer to the press release for its complete description of Alta Mesa's internal controls. Defendants deny any allegations in Paragraph 330 that are inconsistent with the press release. Defendants deny the remaining allegations in Paragraph 330.

331. Defendants admit and aver that on May 17, 2019, Alta Mesa issued a press release, and Defendants refer to the press release for its complete description of Alta Mesa's estimate of

proved reserves. Defendants deny any allegations in Paragraph 331 that are inconsistent with the press release. Defendants deny the remaining allegations in Paragraph 331.

332. Defendants admit and aver that on May 17, 2019, Alta Mesa Holdings, LP filed a Form 10-K, and Defendants refer to the Form 10-K for its complete description of advisors. Defendants deny any allegations in Paragraph 332 that are inconsistent with the Form 10-K. Defendants deny the remaining allegations in Paragraph 332.

333. Defendants admit that Paragraph 333 purports to reference certain per share closing prices of Alta Mesa common stock, and refer to the publicly reported closing prices of Alta Mesa common stock. Defendants deny the remaining allegations in Paragraph 333.

334. Defendants deny the allegations in Paragraph 334.

335. Defendants deny the allegations in Paragraph 335.

336. Defendants deny the allegations in Paragraph 336.

337. Defendants deny the allegations in Paragraph 337.

338. Defendants deny the allegations in Paragraph 338.

339. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 339 and on that basis deny the allegations.

340. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 340 and on that basis deny the allegations.

341. Defendants deny the allegations in Paragraph 341.

342. Defendants deny the allegations in Paragraph 342.

343. Defendants deny the allegations in Paragraph 343.

344. Defendants deny the allegations in Paragraph 344.

345. Defendants admit that Plaintiffs purport to bring this action as described in Paragraph 345, but deny the remaining allegations in Paragraph 345.

346. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 346 and on that basis deny the allegations.

347. Defendants deny the allegations in Paragraph 347.

348. Defendants deny the allegations in Paragraph 348.

349. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in the first sentence of Paragraph 349, and on that basis deny the allegations. Defendants deny the remaining the allegations in Paragraph 349.

350. Defendants deny the allegations in Paragraph 350.

351. Defendants repeat and reallege their responses to Paragraphs 1–350 to the extent those Paragraphs are properly incorporated into Count I.

352. Defendants deny the allegations in Paragraph 352.

353. Defendants deny the allegations in Paragraph 353.

354. Defendants deny the allegations in Paragraph 354.

355. Defendants deny the allegations in Paragraph 355.

356. Defendants deny the allegations in Paragraph 356.

357. Defendants deny the allegations in Paragraph 357.

358. Defendants deny the allegations in Paragraph 358.

359. Defendants deny the allegations in Paragraph 359.

360. Defendants repeat and reallege their responses to Paragraphs 1–359 to the extent those Paragraphs are properly incorporated into Count II.

361. Defendants deny the allegations in Paragraph 361.

362. Defendants deny the allegations in Paragraph 362.

363. Defendants deny the allegations in Paragraph 363.

364. Defendants deny the allegations in Paragraph 364.

365. Defendants deny the allegations in Paragraph 365.

366. Defendants deny the allegations in Paragraph 366.

367. Defendants deny the allegations in Paragraph 367.

368. Defendants deny the allegations in Paragraph 368.

369. Defendants deny the allegations in Paragraph 369.

370. Defendants repeat and reallege their responses to Paragraphs 1–369 to the extent those Paragraphs are properly incorporated into Count III.

371. Defendants deny the allegations in Paragraph 371.

372. Defendants deny the allegations in Paragraph 372.

373. Defendants refer to the Proxy for its complete contents. Defendants deny any allegations in Paragraph 373 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 373.

374. Defendants refer to the Proxy for a complete description of the Business Combination. Defendants deny any allegations in Paragraph 374 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 374.

375. Defendants refer to the Proxy, including any cover letter, for its complete contents. Defendants deny any allegations in Paragraph 375 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 375.

376. Defendants refer to the Proxy for its complete contents. Defendants deny any allegations in Paragraph 376 that are inconsistent with the Proxy. Defendants deny the remaining allegations in Paragraph 376.

377. Defendants deny the allegations in Paragraph 377.

378. Defendants deny the allegations in Paragraph 378.

379. Defendants deny the allegations in Paragraph 379.

380. Defendants deny the allegations in Paragraph 380.

381. Defendants deny the allegations in Paragraph 381.

382. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in the first sentence of Paragraph 382, and on that basis deny the allegations.

383. Defendants admit that Defendants Walker and Coats did not violate Section 14(a) of the Exchange Act, 15 U.S.C. § 78n(a), or Rule 14a-9 promulgated thereunder, 17 C.F.R. § 240.14a-9. Defendants deny the remaining allegations in Paragraph 383.

384. Defendants repeat and reallege their responses to Paragraphs 1–383 to the extent those Paragraphs are properly incorporated into Count IV.

385. Defendants deny the allegations in Paragraph 385.

386. Defendants deny the allegations in Paragraph 386.

387. Defendants deny the allegations in Paragraph 387.

388. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations in the first sentence of Paragraph 388, and on that basis deny the allegations.

389. Defendants deny the allegations in Paragraph 389.

A. Defendants deny that Plaintiffs are entitled to the requested relief and judgment or to any relief whatsoever.

B. Defendants deny that Plaintiffs are entitled to the requested relief and judgment or to any relief whatsoever.

C. Defendants deny that Plaintiffs are entitled to the requested relief and judgment or to any relief whatsoever.

D. Defendants deny that Plaintiffs are entitled to the requested relief and judgment or to any relief whatsoever.

390. Defendants admit that Plaintiffs purport to demand a trial by jury.

AFFIRMATIVE DEFENSES

By asserting these defenses, Defendants do not concede that they bear the burden of proof on any defense. Nothing stated herein is intended, or shall be construed, as an acknowledgment that any particular issue or subject matter is relevant to the allegations. Defendants further reserve the right to assert additional affirmative defenses. Defendants also adopt and incorporate by reference any applicable defense pleaded by any other Defendant in this action not expressly set forth herein.

FIRST AFFIRMATIVE DEFENSE

Defendants exercised reasonable care and acted in good faith, including good faith conformity with applicable SEC rules, regulations, and orders, and also did not directly or indirectly induce the act or acts constituting the alleged violations or causes of action. Defendants are therefore not subject to liability under the federal securities laws. 15 U.S.C. §§ 78(t), 78w(a)(1).

SECOND AFFIRMATIVE DEFENSE

No Defendant is liable for any alleged damages suffered by Plaintiffs and other members of the putative class to the extent that their purported damages, if any, were caused or contributed,

in whole or in part, by the policies, practices, acts, or omissions of independent persons or entities other than Defendant over which Defendant had no control. 15 U.S.C. § 78u-4(f)(3)(A).

THIRD AFFIRMATIVE DEFENSE

Plaintiffs' and other members of the putative class' claims are barred, in whole or in part, because superseding or intervening events caused some or all of the alleged damages.

FOURTH AFFIRMATIVE DEFENSE

Plaintiffs' and other members of the putative class' claims are barred, in whole or in part, by their actions, omissions, and/or comparative fault and contributory negligence, including the failure to undertake their own due diligence.

FIFTH AFFIRMATIVE DEFENSE

Plaintiffs' and other members of the putative class' claims are barred, in whole or in part, because Plaintiffs and/or other members of the putative class had actual or constructive knowledge of the risks involved with Alta Mesa's¹ business and the oil and gas industry and thus assumed the risk that the value of Alta Mesa stock would decline if such risks materialized.

SIXTH AFFIRMATIVE DEFENSE

Plaintiffs and other members of the putative class are barred from recovery for damages, in whole or part, because they failed to make reasonable efforts to mitigate any such damages.

SEVENTH AFFIRMATIVE DEFENSE

Defendants are not liable because certain alleged misstatements were forward-looking statements and thus are immunized by the Safe Harbor provided by the Private Securities Litigation Reform Act of 1995, 15 U.S.C. § 78u-5(c)(1), and the bespeaks caution doctrine. The

¹ For purposes of Defendants' affirmative defenses, references to "Alta Mesa" includes Silver Run Acquisition Corporation II.

forward-looking statements were identified as forward-looking and were accompanied by meaningful cautionary statements identifying important factors that could cause actual results to differ materially from those in the forward-looking statements.

EIGHTH AFFIRMATIVE DEFENSE

Plaintiffs and the putative class members are not entitled to any recovery from the Defendants because they knew or should have known the allegedly omitted or misstated information or ratified the alleged wrongful acts and omissions alleged in the Complaint or would have purchased Alta Mesa securities even with full knowledge of the facts that they now allege were misrepresented or omitted.

NINTH AFFIRMATIVE DEFENSE

Any recovery for damages allegedly incurred by Plaintiffs and putative class members is subject to offset in the amount of any value gained through the investment (including tax benefits actually received) and is subject to the “90-day-bounce-back” damages limitation, 15 U.S.C. § 78u-4(e).

TENTH AFFIRMATIVE DEFENSE

Plaintiffs’ and other members of the putative class’ claims under Section 14(a) (15 U.S.C. §78n) against Riverstone Holdings LLC are barred, in whole or in part, because Riverstone Holdings LLC did not solicit or permit its name to be used to solicit their proxies in connection with the Proxy Statement or the Business Combination.

ELEVENTH AFFIRMATIVE DEFENSE

Plaintiffs’ and other members of the putative class’ claims against Riverstone Holdings LLC are barred, in whole or in part, because Riverstone Holdings LLC is not a proper Defendant.

TWELFTH AFFIRMATIVE DEFENSE

The SAC fails to state a claim upon which relief can be granted.

WHEREFORE, Defendants respectfully request that the Court enter judgment for it by adjudging and decreeing:

1. That Plaintiffs take nothing by reason of this Complaint, and that judgment be rendered in favor of Defendants;
2. That the Complaint, and each purported cause of action against Defendants, be dismissed with prejudice;
3. That the Court determine that this action may not proceed as a class action and dismiss all purported class allegations with prejudice;
4. That the Court grant Defendants all equitable or other relief against Plaintiffs as a consequence of defending this action, including attorneys' fees and costs; and
5. That the Court award Defendants any such other and further relief as the Court may deem just and proper.

Dated: May 14, 2021

/s/ J. Christian Word
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CERTIFICATE OF SERVICE

I certify that this 14th day of May 2021, I caused the foregoing to be electronically filed with the Clerk of the Court using the CM/ECF system, which will send notification of such filing to the email addresses denoted on the Notice of Electronic Filing.

/s/ J. Christian Word

J. Christian Word