

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Ultra Resources, Inc.		2 Issuer's employer identification number (EIN) 83-0320643	
3 Name of contact for additional information David W. Honeyfield	4 Telephone No. of contact	5 Email address of contact dhoneyfield@ultrapetroleum.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 116 Inverness Drive East Suite 400		7 City, town, or post office, state, and Zip code of contact Englewood, CO 80112	
8 Date of action 12/21/18		9 Classification and description Debt	
10 CUSIP number See Attached.	11 Serial number(s)	12 Ticker symbol	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ See Attached.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ See Attached.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ See Attached.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ See Attached.

18 Can any resulting loss be recognized? ▶ See Attached.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See Attached.

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶

Date ▶

1/15/19

Print your name ▶ **David W. Honeyfield**

Title ▶ **SVP and Chief Financial Officer**

Paid Preparer Use Only

Print/Type preparer's name Michael Osina	Preparer's signature 	Date 1/15/19	Check <input type="checkbox"/> if self-employed	PTIN P00502854
Firm's name ▶ Grant Thornton LLP	Firm's EIN ▶ 36-6055558		Phone no. 832-476-3600	
Firm's address ▶ 700 Milam Street, Suite 300 Houston, TX 77002				

Ultra Resources, Inc.
FEIN: 83-0320643

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

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

Part I, Box 10

Senior Secured Term Loan due 2024, CUSIP number: 90388HAB1

Part II, Line 14

On December 21, 2018, Ultra Resources, Inc. (Ultra or the Company) entered into an amendment to its existing senior secured credit agreement dated April 12, 2017 (Term Loan Amendment), which modified the terms of the Senior Secured Term Loan. Pursuant to the amendment, Ultra increased the stated interest rate of the Senior Secured Term Loan by 1 percent and Ultra was allowed to elect for up to 0.25 percent of the future stated interest to be paid in kind. In addition, Ultra was required to pay a consent fee to each holder that was equal to approximately 0.6 percent of such holder's stated principal amount.

Part II, Line 15

The Company believes that the Term Loan Amendment constituted a significant modification of the terms of the Senior Secured Term Loan under Treas. Reg. § 1.1001-3.

Under U.S. federal income tax law, a significant modification of a debt instrument under Treas. Reg. § 1.1001-3 results in an exchange of the original debt instrument for a modified instrument under section 1001 of the Internal Revenue Code.

The tax treatment of the Term Loan Amendment depends on whether the Term Loan Amendment constituted a recapitalization under section 368(a)(1)(E). The determination of whether the Term Loan Amendment constitutes a recapitalization depends on if Senior Secured Term Loan constitutes "securities" for purposes of section 368.

If the Term Loan Amendment constituted a recapitalization under section 368(a)(1)(E), the aggregate basis of each holder in the modified Senior Secured Term Loan received should be the same as such holder's basis in the Senior Secured Term Loan, decreased by the amount of any other property received, and increased by the amount of any gain recognized on the exchange.

If the Term Loan Amendment did not constitute a recapitalization under section 368(a)(1)(E), the aggregate basis of each holder of the Senior Secured Term Loan received should be equal to their fair market value.

Holders of the Senior Secured Term Loan should consult their tax advisors to determine the tax consequences.

Part II, Line 16

As described above, if the Term Loan Amendment constituted a recapitalization under section 368(a)(1)(E), the aggregate basis of each holder in the modified Senior Secured Term Loan received should be the same as such holder's basis in the Senior Secured Term Loan, decreased by the amount of any other property received, and increased by the amount of any gain recognized on the exchange.

As described above, if the Term Loan Amendment did not constitute a recapitalization under section 368(a)(1)(E), the aggregate basis of each holder of the modified Senior Secured Term Loan received should be equal to their fair market value.

The market value of the Senior Secured Term Loan on December 21, 2018 ranged from 89.583 to 91.25 percent of their stated principal amount based on market quotes.

Holders of the Senior Secured Term Loan should consult their tax advisors to determine the tax consequences.

Part II, Line 17

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

Part II, Line 18

The Term Loan Amendment should not result in a loss to the holders of the Senior Secured Term Loan to the extent that the Term Loan Amendment constitutes a recapitalization under section 368(a)(1)(E).

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

Holders of the Senior Secured Term Loan should consult their tax advisors to determine the tax consequences.

Part II, Line 19

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