

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

Multiple horizontal lines for providing details for question 17.

18 Can any resulting loss be recognized? ▶ see attached

Multiple horizontal lines for providing details for question 18.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ see attached

Multiple horizontal lines for providing details for question 19.

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.

Sign Here

Signature ▶  Date ▶ 12-13-2018

Print your name ▶ Michael Cheng Title ▶ Principal Tax Officer

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶	Phone no.			

Form 8937 Report of Organizational Actions Affecting Basis of Securities

Part II Organizational Action

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.

On June 4, 2018 (the "Emergence Date"), EV Energy Partners, L.P. ("EVEP"), completed its financial restructuring and emerged from chapter 11 of the Bankruptcy Code as a new corporation under the name of Harvest Oil & Gas Corp. ("Harvest"). On the Emergence Date, EVEP transferred its assets to a wholly owned subsidiary of Harvest in exchange for Harvest common stock and Harvest warrants (collectively, "Harvest securities") in a taxable exchange under Section 1001 of the U.S. Internal Revenue Code of 1986, as amended (the "Code"). After such taxable exchange, EVEP's existing unitholders and noteholders received Harvest securities, as applicable, in exchange for their respective interests in EVEP: each EVEP unit was exchanged for 0.00973704 shares of Harvest common stock and 0.01557926 Harvest warrants, and each \$1,000 principal amount of the EVEP notes were exchanged for 27.66872095 shares of Harvest common stock.

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.

For each EVEP unitholder, the receipt of Harvest securities in exchange for EVEP units was not a taxable exchange. On the Emergence Date, EVEP liquidated and distributed the Harvest securities in liquidation to its unitholders in exchange for the EVEP units. Neither of the Harvest securities were actively traded and therefore neither are "marketable securities" for the purposes of Section 731 of the Code. In such case, an EVEP unitholder's initial tax basis in the Harvest securities received shall equal its adjusted tax basis in its relinquished EVEP units with such tax basis allocable to the Harvest common stock and Harvest warrants received based on their relative fair market value ("FMV") at the time of such distribution.

For each EVEP noteholder, the receipt of Harvest securities in exchange for EVEP notes was a taxable exchange and each noteholder's initial tax basis in Harvest common stock shall be equal to the FMV of such common stock received at the time of such exchange.

At the emergence date, the estimated FMV of the Harvest common stock was approximately \$33.08 per share and the estimated FMV of a Harvest warrant was \$11.68 per warrant.

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.

Because the Harvest securities were not actively traded until several months after the Emergence Date, Harvest engaged a third party to assist with the valuation at the Emergence Date.

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

For EVEP noteholders – Section 1001, Section 1012.

For EVEP unitholders – Section 731(a), Section 731(c), Section 732(b).

18. Can any resulting loss be recognized?

EVEP noteholders are able to recognize loss realized (if any) on the exchange. EVEP unitholders are not able to recognize any loss on the exchange.

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

The reportable tax year is 2018. Each EVEP unitholder can calculate its adjusted tax basis on the Emergence Date in its EVEP units when EVEP's 2018 Schedules K-1 are available. Currently, we expect the 2018 Schedules K-1 to be released around February 2019.