

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	) Chapter 11
))
CHAPARRAL ENERGY, INC., <i>et al.</i> , ¹	)	) Case No. 20-____ (____)
))
Debtors.	)	) (Joint Administration Requested)
))

MOTION OF THE DEBTORS FOR ENTRY OF EMERGENCY, INTERIM, AND FINAL ORDERS AUTHORIZING THE DEBTORS TO MAINTAIN THEIR FUEL CARD PROGRAM IN THE ORDINARY COURSE OF BUSINESS

Chaparral Energy, Inc. and its subsidiaries that are debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned cases (the “**Chapter 11 Cases**”), hereby move (this “**Motion**”) for entry of emergency, interim, and final orders, substantially in the forms attached hereto as **Exhibit A**, **Exhibit B**, and **Exhibit C** (respectively, the “**Emergency Order**,” the “**Interim Order**,” and the “**Final Order**” and, collectively, the “**Orders**”), granting the relief described below. In support thereof, the Debtors refer to the contemporaneously filed *Declaration of Charles Duginski in Support of Chapter 11 Petitions and First Day Pleadings* (the “**First Day Declaration**”) and further represent as follows:

JURISDICTION

1. The United States Bankruptcy Court for the District of Delaware (the “**Court**”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of*

¹ The Debtors in these cases, along with the last four digits (or five digits, in cases in which multiple Debtors have the same last four digits) of each Debtor’s federal tax identification number, are: CEI Acquisition, L.L.C. (1817); CEI Pipeline, L.L.C. (6877); Chaparral Biofuels, L.L.C. (1066); Chaparral CO2, L.L.C. (1656); Chaparral Energy, Inc. (90941); Chaparral Energy, L.L.C. (20941); Chaparral Exploration, L.L.C. (1968); Chaparral Real Estate, L.L.C. (1655); Chaparral Resources, L.L.C. (1710); Charles Energy, L.L.C. (3750); Chestnut Energy, L.L.C. (9730); Green Country Supply, Inc. (2723); Roadrunner Drilling, L.L.C. (2399); and Trabajo Energy, L.L.C. (9753). The Debtors’ address is 701 Cedar Lake Boulevard, Oklahoma City, OK 73114.



Delaware, dated February 29, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Pursuant to Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), the Debtors consent to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

2. Venue of the Chapter 11 Cases and related proceedings is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory predicates for the relief requested herein are sections 105(a), 363(c)(1), 364(a), and 364(c) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Bankruptcy Code**”) and Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

BACKGROUND

4. On August 16, 2020 (the “**Petition Date**”), the Debtors filed voluntary petitions in this Court commencing the Chapter 11 Cases. The Debtors continue to manage and operate their businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been requested in the Chapter 11 Cases and no committees have yet been appointed.

5. The Debtors commenced the Chapter 11 Cases to implement their comprehensive, prepackaged plan of reorganization (the “**Plan**”). The Plan is the result of extensive negotiations between the Debtors, their revolving lenders, and their unsecured noteholders, who have agreed on a comprehensive balance sheet restructuring that will reduce the Debtors’ debt burden and increase liquidity. Holders of more than 75% of the Debtors’

outstanding revolving loans and more than 75% of the Debtors' outstanding unsecured notes have documented their support for the Plan and the Chapter 11 Cases by executing a restructuring support agreement prior to the Petition Date. Under the Plan, the Debtors will equitize all of their approximately \$300 million of unsecured notes, eliminating a significant portion of their prepetition debt, and convert the revolving loans into an exit facility. Importantly, the Plan contemplates that allowed general unsecured claims will remain unimpaired and be paid in full or "ride through" the Chapter 11 Cases.

6. Additional information about the Debtors, including their business operations, their capital structure and prepetition indebtedness, and the events leading to the filing of the Chapter 11 Cases, is set forth in detail in the First Day Declaration, which is incorporated herein by reference.

RELIEF REQUESTED

7. By this Motion, pursuant to sections 105(a), 363(c)(1), 364(a), and 364(c) of the Bankruptcy Code and Rules 6003 and 6004 of the Federal Rules of the Bankruptcy Rules, the Debtors request entry of an emergency, interim and final order authorizing (a) the Debtors to maintain their Fuel Card Program (as defined herein) in the ordinary course of business, (b) the issuers of the Fuel Card to continue making advance payments pursuant to the terms of the existing agreements with the Debtors governing the Fuel Card Program and pay prepetition amounts due under the Fuel Card Program, and (c) all banks and financial institutions to honor payments made pursuant to the requested Orders.

EMERGENCY CONSIDERATION IS NECESSARY AND APPROPRIATE

8. The Debtors respectfully request emergency consideration of this Motion under Bankruptcy Rule 6003(b). Bankruptcy Rule 6003(b) provides that, "[e]xcept to the extent

that relief is necessary to avoid immediate and irreparable harm, the court shall not, within 21 days after the filing of the petition, issue an order granting . . . (b) a motion to use, sell, lease, or otherwise incur an obligation regarding property of the estate, including a motion to pay all or part of a claim that arose before the filing of the petition . . .” Fed. R. Bankr. P. 6003.

9. The Debtors’ Fuel Card Program is critical to the Debtors’ daily operations. Even a disruption of less than 24 hours could significantly disrupt the Debtors’ operations and cause irreparable harm.

10. The Debtors understand that there is a significant risk that the issuer of the Fuel Cards, WEX, Inc. (together with its subsidiaries, “**WEX Bank**”), will immediately suspend the Fuel Cards upon the Debtors commencing the Chapter 11 Cases as the Debtors have not been able to confirm that WEX Bank will allow continued use of the Fuel Cards pending entry of an order authorizing the Debtors to maintain their Fuel Card Program, consistent with prepetition ordinary course of business practice.

11. Accordingly, the Debtors request immediate entry of the proposed Order to minimize any Fuel Card disruptions until the Court can consider further interim approval of the requested relief at the first day hearing.

THE DEBTORS’ FUEL CARD PROGRAM

12. As part of the Debtors’ business operations, the Debtors’ employees daily, and oftentimes hourly, travel between multiple work sites within a specific geographic region to, among other things, visit well sites or field offices, or conduct other field work activities. The Debtors maintain approximately 12 trucks for such purposes.

13. The Debtors maintain a fuel card program (the “**Fuel Card Program**”) with Wex Bank in order to facilitate travel between work sites. The Debtors use the Fuel Card

Program to pay fuel expenses charged to approximately 79 cards (collectively, the “**Fuel Cards**”). The Fuel Cards can only be used for purchase fuel. Drivers are expected and required to use the Fuel Cards for fueling their trucks in the ordinary course of business. The Fuel Cards and Fuel Card Program are integrated with the Debtors’ cash management system.² The Debtors also track fuel expenses through the Fuel Card Program.

14. Absent the use of the Fuel Cards, the Debtors do not have a readily accessible means to pay for or track in-transit fuel costs. Without access to the Fuel Cards, drivers would be left without a means to fuel their trucks and could find themselves stranded, unless the driver decided to pay the fuel costs personally and then seek reimbursement from the Debtors. The Debtors seek to avoid imposing this burden on their drivers. Such consequences could have a profound impact on and disruption to the Debtors’ operations.

15. The Fuel Cards have a monthly line of credit of \$50,000 in the aggregate. Payments made on account of Fuel Card balances are funded through ACH from the Operating Disbursement Account (as defined in the Cash Management Motion). The Debtors historically have spent approximately \$22,000 per month on average on account of the Fuel Cards. The Debtors pay the Fuel Card balance on a monthly basis.

16. As of the Petition Date, the Debtors owe approximately \$15,000 on account of the Fuel Card Program.

² A description of the Debtors’ cash management system is set forth in the *Motion of the Debtors for Interim and Final Orders (I) Authorizing Continued Use of Existing Cash Management System, Including Maintenance of Existing Bank Accounts, Checks, and Business Forms, (II) Authorizing Continuation of Existing Deposit Practices, (III) Authorizing Continuation of Intercompany Transactions, And (IV) Authorizing Continued Use of Credit Cards* (the “**Cash Management Motion**”), filed contemporaneously herewith.

BASIS FOR RELIEF REQUESTED

17. The Debtors request authority to maintain their Fuel Card Program in the ordinary course of business. Section 363(c) authorizes a debtor in possession to “enter into transactions . . . in the ordinary course of business without notice or a hearing, and may use property of the estate in the ordinary course of business without notice or a hearing.” 11 U.S.C. § 363(c)(1).

18. One purpose of section 363(c) of the Bankruptcy Code is to provide a debtor with the flexibility to engage in the ordinary course transactions required to operate its business without undue supervision by its creditors or the court. *See, e.g., In re Roth Am., Inc.*, 975 F.2d 949, 952 (3d Cir. 1992) (“Section 363 is designed to strike [a] balance, allowing a business to continue its daily operations without excessive court or creditor oversight and protecting secured creditors and others from dissipation of the estate’s assets.”); *In re Vision Metal, Inc.*, 325 B.R. 138, 145 (Bankr. D. Del. 2005) (same). This includes the debtor’s ability to continue “routine transactions” necessitated by a debtor’s business practices. *See, e.g., In re Nellson Nutraceutical, Inc.*, 369 B.R. 787, 796 (Bankr. D. Del. 2007) (citations omitted) (noting that courts have shown a reluctance to interfere in a debtor’s making of routine, day-to-day business decisions); *In re Vision Metals*, 325 B.R. at 142 (“[W]hen a chapter 11 debtor in possession continues to operate its business, as permitted by section 1108, no court authorization is necessary for the debtor to enter transactions that fall within the ordinary course of its business.”).

19. The Bankruptcy Code does not define “ordinary course of business.” In determining whether a transaction qualifies as “ordinary course,” the Third Circuit has adopted the “horizontal” dimension test (i.e., whether “from an industry-wide perspective, the transaction

is of the sort commonly undertaken by companies in that industry”) and “vertical” dimension test (i.e., whether the transaction is consistent with the reasonable expectations of “hypothetical creditors”). *In re Roth Am., Inc.*, 975 F.2d at 953. “The touchstone of ‘ordinariness’ is . . . the interested parties’ reasonable expectations of what transactions the debtor in possession is likely to enter in the course of its business.” *Id.* (citing *In re James A. Phillips, Inc.*, 29 B.R. 391, 394 (S.D.N.Y. 1983)); *see also In re Nellson Nutraceutical, Inc.*, 369 B.R. at 797 (“[A] debtor's prepetition business practices and conduct is the primary focus of the vertical analysis.”); *Sportsman’s Warehouse, Inc. v. McGillis/Eckman Invs.-Billings, LLC (In re Sportsman’s Warehouse, Inc.)*, Case No. 09-10990 (CSS), 2013 WL 492554, at *9 (Bankr. D. Del. Feb. 7, 2013) (citation omitted) (“In determining whether a transaction is in the ordinary course of business, the Third Circuit has adopted the two-part horizontal and vertical dimension test.”); *In re Blitz U.S.A., Inc.*, 475 B.R. 209, 214 (Bankr. D. Del. 2012) (same).

20. The Debtors’ Fuel Card Program qualifies as “ordinary course” under both the “horizontal” test and the “vertical” test. The Fuel Card Program is consistent with the Debtors’ prepetition practice and is common practice among oil and gas companies comparable to the Debtors in size and complexity.

21. The Debtors believe that continuing the Fuel Card Program is in the ordinary course of business. However, if the Fuel Card Program is deemed to occur outside the ordinary course of business, the Debtors, out of an abundance of caution, seek authorization to continue the Fuel Card Program pursuant to sections 363(b) and 105(a) of the Bankruptcy Code. Section 363(b) of the Bankruptcy Code permits a debtor, after notice and a hearing, to “use, sell, or lease, other than in the ordinary course of business, property of the estate.” 11 U.S.C. § 363(b)(1). Though the Bankruptcy Code does not specify a standard for determining when it is

appropriate for a court to authorize the use, sale, or lease of property of the estate outside the ordinary course of business, courts have required that such authorization be based upon sound business justification. *See, e.g., In re Martin*, 91 F.3d 389, 395 (3d Cir. 1996) (citing *In re Schipper*, 933 F.2d 513, 515 (7th Cir. 1991)); *Comm. of Equity Sec. Holders v. Lionel Corp. (In re Lionel Corp.)*, 722 F.2d 1063, 1070 (2d Cir. 1983); *In re Abbotts Dairies of Pa., Inc.*, 788 F.2d 143, 149-50 (3d Cir. 1986) (implicitly adopting the “sound business purpose” test of *Lionel Corp.* and requiring good faith); *In re Montgomery Ward Holding Corp.*, 242 B.R. 147, 153 (D. Del. 1999); *In re Del. & Hudson Ry. Co.*, 124 B.R. 169, 176 (D. Del. 1991) (concluding that the Third Circuit adopted the “sound business purpose” test in the *Abbotts Dairies* decision); *see also In re Chateaugay Corp.*, 973 F.2d 141, 143 (2d Cir. 1992) (holding that a judge determining a section 363(b) application must find from the evidence presented before him or her a good business reason to grant such application); *In re Glob. Crossing Ltd.*, 295 B.R. 726, 743 (Bankr. S.D.N.Y. 2003); *In re Ionosphere Clubs, Inc.*, 100 B.R. 670, 675 (Bankr. S.D.N.Y. 1989) (noting the standard for determining a section 363(b) motion is “a good business reason”). Pursuant to what is referred to interchangeably as the “doctrine of necessity” or “necessity of payment rule” under section 105(a) of the Bankruptcy Code, “the Court may issue any order, process, or judgement that is necessary or appropriate to carry out the provisions of the Bankruptcy Code.” 11 U.S.C. § 105(a); *In re Combustion Eng’g, Inc.*, 391 F.3d 190, 236 (3d Cir. 2004) (citation omitted) (noting that section 105 of the Bankruptcy Code “has been construed to give a bankruptcy court ‘broad authority’ to provide equitable relief appropriate to assure the orderly conduct of reorganization proceedings”); *In re Nixon*, 404 F. App’x 575, 578 (3d Cir. 2010) (citation omitted) (“It is well settled that the court’s power under § 105(a) is broad.”) The Court may authorize the postpetition payment of prepetition claims when the payments are critical to

preserving the going concern value of the debtor's estate. *See, e.g., In re Just For Feet, Inc.*, 242 B.R. 821, 826 (D. Del. 1999) (approving payment of key inventory suppliers' prepetition claims when such suppliers could destroy debtor's business by refusing to deliver new inventory on eve of debtor's key sales season).

22. The Debtors depend on the Fuel Card Program to enable them to pay for and track their in-transit fuel costs. The Debtors' failure to continue the Fuel Card Program, even for a short period of time, could severely disrupt the Debtors' business operations and the Debtors' existing relationships with their employees required to travel between work sites. Similarly, if the Debtors are not permitted to maintain their Fuel Card Program as set forth herein, the resulting prejudice will include (a) disruption of the ordinary financial affairs and business operations of the Debtors, as the Debtors' fleet of transportation trucks require fuel; (b) delay in the administration of the Debtors' estates; and (c) compromise of the Debtors' internal controls and accounting system, as the Debtors need the Fuel Card Program to efficiently pay for and track in-transit fuel costs. The requested relief is essential, appropriate, and in the best interests of the Debtors' estates and their employees. The Court should authorize the Debtors' maintenance of the Fuel Card Program under sections 105(a) and 363(b) of the Bankruptcy Code to the extent that such maintenance is deemed to be outside the ordinary course of the Debtors' business.

**APPLICABLE FINANCIAL INSTITUTIONS SHOULD BE AUTHORIZED TO
HONOR AND PROCESS RELATED CHECKS AND TRANSFERS**

23. The Debtors also request that all applicable financial institutions be authorized to (a) receive, process, honor, and pay all checks presented for payment of, and to honor all fund transfer requests made by the Debtors related to, the claims that the Debtors request authority to pay in this Motion, regardless of whether the checks were presented or fund

transfer requests were submitted before, on, or after the Petition Date and (b) rely on the Debtors' designation of any particular check as approved by the proposed Orders.

**BANKRUPTCY RULE 6003 HAS BEEN SATISFIED AND
BANKRUPTCY RULE 6004 SHOULD BE WAIVED**

24. Pursuant to Bankruptcy Rule 6003, the Court may grant relief regarding a motion to pay all or part of a prepetition claim within twenty-one days after the Petition Date if the relief is necessary to avoid immediate and irreparable harm. *See* Fed. R. Bankr. P. 6003(b). Based on the foregoing, the Debtors submit that they have satisfied the requirements of Bankruptcy Rule 6003(b) because the relief set forth in Exhibit A and Exhibit B is necessary to avoid immediate and irreparable harm.

25. To the extent that any aspect of the relief sought herein constitutes a use of property under section 363(b) of the Bankruptcy Code, the Debtors request a waiver of the notice requirements under Bankruptcy Rule 6004(a) and the fourteen day stay under Bankruptcy Rule 6004(h). As described above, the relief that the Debtors request in this Motion is immediately necessary in order for the Debtors to be able to continue to operate their businesses and preserve the value of their estates. The Debtors respectfully request that the Court waive the notice requirements imposed by Bankruptcy Rule 6004(a) and the fourteen day stay imposed by Bankruptcy Rule 6004(h), as the exigent nature of the relief sought herein justifies immediate relief.

RESERVATION OF RIGHTS

26. Nothing contained herein is intended or should be construed as, or deemed to constitute (a) an admission as to the amount, basis for, or validity of any agreement or claim against the Debtors under the Bankruptcy Code or applicable nonbankruptcy law; (b) a waiver or impairment of the Debtors' or any other party in interest's right to dispute any claim; (c) a

promise or requirement to pay any particular claim; (d) an implication or admission that any particular claim is of the type specified or defined in this Motion; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; or (g) a waiver of any claims or causes of action which may exist against any entity under the Bankruptcy Code or applicable law. If the Court grants the relief sought herein, any payment made pursuant to the Court's order is not intended and should not be construed as an admission as to the validity of any particular claim or a waiver of the Debtors' rights to subsequently dispute such claim.

NOTICE

27. Notice of this Motion will be given to: (a) the Office of the United States Trustee for the District of Delaware; (b) the administrative agent for the Debtors' prepetition revolving credit facility; (c) counsel to the administrative agent for the Debtors' prepetition revolving credit facility; (d) the indenture trustee under the Debtors' 8.750% senior notes due 2023; (e) Stroock & Stroock & Lavan LLP and Young, Conaway, Stargatt & Taylor, LLP as counsel to the ad hoc group of holders of the 8.750% senior notes due 2023; (f) the Internal Revenue Service; (g) the Environmental Protection Agency and similar state environmental agencies for states in which the Debtors conduct business; (h) the United States Attorney for the District of Delaware; (i) the Attorneys General for the states of Oklahoma and Texas; (j) counsel to Naylor Farms, Inc. and Harrel's LLC, as lead plaintiffs in the action captioned *Naylor Farms, Inc., individually and as class representative on behalf of all similarly situated persons v. Chaparral Energy, L.L.C.*, Case No. 11-00634 (W.D. Ok. 2001); (k) the parties included on the Debtors' consolidated list of twenty (20) largest unsecured creditors; (l) applicable financial

institutions; (m) WEX Bank; and (n) any party that is entitled to notice pursuant to Local Rule 9013-1(m) (collectively, the “**Notice Parties**”). The Debtors submit that, under the circumstances, no other or further notice is required.

WHEREFORE, the Debtors respectfully request that the Court enter the Emergency Order, Interim Order, and Final Order substantially in the forms attached hereto as **Exhibit A**, **Exhibit B**, and **Exhibit C**, respectively, granting the relief requested in the Motion and such other and further relief as may be just and proper.

Dated: August 16, 2020
Wilmington, Delaware

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*Proposed Counsel for Debtors and
Debtors in Possession*

EXHIBIT A

Proposed Emergency Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

)	
In re:	)	Chapter 11
)	
CHAPARRAL ENERGY, INC., <i>et al.</i> , ¹	)	Case No. 20-____ (____)
)	
Debtors.	)	(Joint Administration Requested)
)	

**EMERGENCY ORDER AUTHORIZING DEBTORS TO MAINTAIN THEIR FUEL
CARD PROGRAM IN THE ORDINARY COURSE OF BUSINESS**

Upon the motion (the “**Motion**”)² of Chaparral Energy, Inc. and its subsidiaries that are debtors and debtors in possession (collectively, the “**Debtors**”) in the Chapter 11 Cases for entry of Emergency, Interim, and Final Order, pursuant to sections 105(a), 363(c)(1), 364(a), and 364(c) of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004(a); and the Court having jurisdiction to consider the matters raised in the Motion pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012; and the Court having authority to hear the matters raised in the Motion pursuant to 28 U.S.C. § 157; and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and consideration of the Motion and the requested relief being a core proceeding that the Court can determine pursuant to 28 U.S.C. § 157(b)(2); and the Court having reviewed and considered the Motion and the First Day Declaration; and the Court having held, if

¹ The Debtors in these cases, along with the last four digits (or five digits, in cases in which multiple Debtors have the same last four digits) of each Debtor’s federal tax identification number, are: CEI Acquisition, L.L.C. (1817); CEI Pipeline, L.L.C. (6877); Chaparral Biofuels, L.L.C. (1066); Chaparral CO2, L.L.C. (1656); Chaparral Energy, Inc. (90941); Chaparral Energy, L.L.C. (20941); Chaparral Exploration, L.L.C. (1968); Chaparral Real Estate, L.L.C. (1655); Chaparral Resources, L.L.C. (1710); Charles Energy, L.L.C. (3750); Chestnut Energy, L.L.C. (9730); Green Country Supply, Inc. (2723); Roadrunner Drilling, L.L.C. (2399); and Trabajo Energy, L.L.C. (9753). The Debtors’ address is 701 Cedar Lake Boulevard, Oklahoma City, OK 73114.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

necessary, a hearing on the Motion (the “**Emergency Hearing**”); and the Court having found that the relief requested in the Motion is in the best interests of the Debtors, their creditors, their estates, and all other parties in interest; and the Court having determined that the relief requested in the Motion is necessary to avoid the immediate and irreparable harm to the Debtors and their estates as contemplated by the Bankruptcy Rule 6003; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED on an initial interim basis, as set forth herein.
2. The Debtors are authorized, but not directed, to maintain their Fuel Card Program in the ordinary course of business, consistent with prepetition practices, including payment of balances and fees as they become due and owing under the accounts.
3. The issuers of the Fuel Cards, including WEX Bank, are authorized to continue to make advances pursuant to the terms of their existing agreements with the Debtors, including advancing funds secured by cash deposits held by the issuers. The Debtors are authorized to incur up to \$50,000 of credit at any time in respect of such advances by the issuers of the Fuel Cards under section 364(a) and (c) of the Bankruptcy Code, as applicable.
4. The terms of all existing agreements by and between the Debtors and the issuers of the Fuel Cards, including, but not limited to, any deposit agreement with WEX Bank, shall govern the parties’ postpetition transactions with the Debtors.
5. All applicable banks and other financial institutions are hereby authorized to receive, process, honor, and pay any and all checks, drafts, wires, check transfer requests, or automated clearing house transfers evidencing amounts paid by the Debtors under this Emergency Order whether presented prior to, on, or after the Petition Date. Such banks and

financial institutions are authorized to rely on the representations of the Debtors as to which checks are issued or authorized to be paid pursuant to this Emergency Order without any duty of further inquiry and without liability for following the Debtors' instructions.

6. Nothing in this Emergency Order or any action taken by the Debtors in furtherance of the implementation hereof shall be deemed to constitute an assumption or rejection of any executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code, and all of the Debtors' rights with respect to such matters are expressly reserved.

7. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained herein shall (a) create, nor is it intended to create, any rights in favor of, or enhance the status of any claim held by, any person or entity or (b) be deemed to convert the priority of any claim from a prepetition claim into an administrative expense claim.

8. Nothing in this Emergency Order nor the Debtors' payment of claims pursuant to this Emergency Order shall be construed as or deemed to constitute (a) an agreement or admission by the Debtors as to the validity of any claim against the Debtors on any ground, (b) a grant of third party beneficiary status or bestowal of any additional rights on any third party, (c) a waiver or impairment of any rights, claims or defenses of the Debtors' rights to dispute any claim on any grounds, (d) a promise by the Debtors to pay any claim, or (e) an implication or admission by the Debtors that such claim is payable pursuant to this Emergency Order.

9. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003(b).

10. The requirements of Bankruptcy Rule 6004(a) are satisfied by the contents of the Motion.

11. Any Bankruptcy Rule (including, but not limited to, Bankruptcy Rule 6004(h)) or Local Rule that might otherwise delay the effectiveness of this Emergency Order is hereby waived, and the terms and conditions of this Emergency Order shall be effective and enforceable immediately upon its entry.

12. The Debtors are authorized to take all such actions as are necessary or appropriate to implement the terms of this Emergency Order.

13. Notice of the Motion has been provided in accordance with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules, and no other or further notice of the Motion or the entry of this Emergency Order shall be required.

14. This Emergency Order shall remain in effect only until subsequent forms of order related to the Motion are entered and shall be without prejudice to the rights of the Office of the United States Trustee for the District of Delaware or any other party in interest to object to the relief requested in the Motion.

15. A hearing on the entirety of the relief requested by the Motion on an interim basis shall be held on August __, 2020 at ____:____.m. (Eastern Time).

16. The Court shall retain exclusive jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and enforcement of this Emergency Order.

EXHIBIT B

Proposed Interim Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

)	
In re:	)	Chapter 11
)	
CHAPARRAL ENERGY, INC., <i>et al.</i> , ¹	)	Case No. 20-____ (____)
)	
Debtors.	)	(Jointly Administered)
)	

**INTERIM ORDER AUTHORIZING DEBTORS TO MAINTAIN THEIR FUEL CARD
PROGRAM IN THE ORDINARY COURSE OF BUSINESS**

Upon the motion (the “**Motion**”)² of Chaparral Energy, Inc. and its subsidiaries that are debtors and debtors in possession (collectively, the “**Debtors**”) in the Chapter 11 Cases for entry of Emergency Order, Interim, and Final Orders, pursuant to sections 105(a), 363(c)(1), 364(a), and 364(c) of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004(a); and the Court having jurisdiction to consider the matters raised in the Motion pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012; and the Court having authority to hear the matters raised in the Motion pursuant to 28 U.S.C. § 157; and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and consideration of the Motion and the requested relief being a core proceeding that the Court can determine pursuant to 28 U.S.C. § 157(b)(2); and due and proper notice of the Motion and opportunity for a hearing on the Motion having been given to

¹ The Debtors in these cases, along with the last four digits (or five digits, in cases in which multiple Debtors have the same last four digits) of each Debtor’s federal tax identification number, are: CEI Acquisition, L.L.C. (1817); CEI Pipeline, L.L.C. (6877); Chaparral Biofuels, L.L.C. (1066); Chaparral CO2, L.L.C. (1656); Chaparral Energy, Inc. (90941); Chaparral Energy, L.L.C. (20941); Chaparral Exploration, L.L.C. (1968); Chaparral Real Estate, L.L.C. (1655); Chaparral Resources, L.L.C. (1710); Charles Energy, L.L.C. (3750); Chestnut Energy, L.L.C. (9730); Green Country Supply, Inc. (2723); Roadrunner Drilling, L.L.C. (2399); and Trabajo Energy, L.L.C. (9753). The Debtors’ address is 701 Cedar Lake Boulevard, Oklahoma City, OK 73114.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

the Notice Parties, under the circumstances, and it appearing that no other or further notice need be provided; and the Court having reviewed and considered the Motion and the First Day Declaration; and the Court having granted emergency relief on the Motion on [●], 2020 (D.I. [●]); and the Court having held a hearing on the Motion (the “**Emergency Hearing**”); and the Court having found that the legal and factual bases set forth in the Motion and at the Emergency Hearing establish just cause for the relief granted herein; and the Court having determined that the relief requested in the Motion being in the best interests of the Debtors, their creditors, their estates, and all other parties in interest; and the Court having determined that the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors and their estates as contemplated by Bankruptcy Rule 6003; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED, as set forth herein.
2. The final hearing to consider the relief requested in the Motion shall be held on _____, 2020 at __:___ .m. prevailing Eastern Time. Any objections or responses to entry of a final order on the Motion shall be filed on or before 4:00 p.m., prevailing Eastern Time, on _____, 2020. In the event no objections to entry of the Final Order on the Motion are timely received, this Court may enter such Final Order without need for the final hearing.
3. The Debtors are authorized, but not directed, to maintain their Fuel Card Program in the ordinary course of business, consistent with prepetition practices, including payment of balances and fees as they become due and owing under the accounts.

4. The Debtors are authorized, but not directed, to make payments of prepetition amounts outstanding on the Fuel Cards.

5. The issuers of the Fuel Cards, including WEX Bank, are authorized to continue to make advances pursuant to the terms of their existing agreements with the Debtors, including advancing funds secured by cash deposits held by the issuers. The Debtors are authorized to incur up to \$50,000 of credit at any time in respect of such advances by the issuers of the Fuel Cards under section 364(a) and (c) of the Bankruptcy Code, as applicable.

6. The terms of all existing agreements by and between the Debtors and the issuers of the Fuel Cards, including, but not limited to, any deposit agreement with WEX Bank, shall govern the parties' postpetition transactions with the Debtors.

7. All applicable banks and other financial institutions are hereby authorized to receive, process, honor, and pay any and all checks, drafts, wires, check transfer requests, or automated clearing house transfers evidencing amounts paid by the Debtors under this Interim Order whether presented prior to, on, or after the Petition Date. Such banks and financial institutions are authorized to rely on the representations of the Debtors as to which checks are issued or authorized to be paid pursuant to this Interim Order without any duty of further inquiry and without liability for following the Debtors' instructions.

8. Nothing in this Interim Order or any action taken by the Debtors in furtherance of the implementation hereof shall be deemed to constitute an assumption or rejection of any executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code, and all of the Debtors' rights with respect to such matters are expressly reserved.

9. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained herein shall (a) create, nor is it intended to create, any rights in favor of, or

enhance the status of any claim held by, any person or entity or (b) be deemed to convert the priority of any claim from a prepetition claim into an administrative expense claim.

10. Nothing in this Interim Order nor the Debtors' payment of claims pursuant to this Interim Order shall be construed as or deemed to constitute (a) an agreement or admission by the Debtors as to the validity of any claim against the Debtors on any ground, (b) a grant of third party beneficiary status or bestowal of any additional rights on any third party, (c) a waiver or impairment of any rights, claims, or defenses of the Debtors' rights to dispute any claim on any grounds, (d) a promise by the Debtors to pay any claim, or (e) an implication or admission by the Debtors that such claim is payable pursuant to this Interim Order.

11. The requirements of Bankruptcy Rules 6003 and 6004(a) are satisfied by the contents of the Motion.

12. Any Bankruptcy Rule (including, but not limited to, Bankruptcy Rule 6004(h)) or Local Rule that might otherwise delay the effectiveness of this Interim Order is hereby waived, and the terms and conditions of this Interim Order shall be effective and enforceable immediately upon its entry.

13. The Debtors are authorized to take all such actions as are necessary or appropriate to implement the terms of this Interim Order.

14. The Court shall retain exclusive jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and enforcement of this Interim Order.

EXHIBIT C

Proposed Final Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

)	
In re:	)	Chapter 11
)	
CHAPARRAL ENERGY, INC., <i>et al.</i> , ¹	)	Case No. 20-____ (____)
)	
Debtors.	)	(Jointly Administered)
)	

**FINAL ORDER AUTHORIZING DEBTORS TO MAINTAIN THEIR FUEL CARD
PROGRAM IN THE ORDINARY COURSE OF BUSINESS**

Upon the motion (the “**Motion**”)² of Chaparral Energy, Inc. and its subsidiaries that are debtors and debtors in possession (collectively, the “**Debtors**”) in the Chapter 11 Cases for entry of Emergency, Interim, and Final Orders, pursuant to sections 105(a), 363(c)(1), 364(a), and 364(c) of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004(a); and the Court having jurisdiction to consider the matters raised in the Motion pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012; and the Court having authority to hear the matters raised in the Motion pursuant to 28 U.S.C. § 157; and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and consideration of the Motion and the requested relief being a core proceeding that the Court can determine pursuant to 28 U.S.C. § 157(b)(2); and due and proper notice of the Motion and opportunity for a hearing on the Motion having been given to the

¹ The Debtors in these cases, along with the last four digits (or five digits, in cases in which multiple Debtors have the same last four digits) of each Debtor’s federal tax identification number, are: CEI Acquisition, L.L.C. (1817); CEI Pipeline, L.L.C. (6877); Chaparral Biofuels, L.L.C. (1066); Chaparral CO2, L.L.C. (1656); Chaparral Energy, Inc. (90941); Chaparral Energy, L.L.C. (20941); Chaparral Exploration, L.L.C. (1968); Chaparral Real Estate, L.L.C. (1655); Chaparral Resources, L.L.C. (1710); Charles Energy, L.L.C. (3750); Chestnut Energy, L.L.C. (9730); Green Country Supply, Inc. (2723); Roadrunner Drilling, L.L.C. (2399); and Trabajo Energy, L.L.C. (9753). The Debtors’ address is 701 Cedar Lake Boulevard, Oklahoma City, OK 73114.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

Notice Parties, under the circumstances, and it appearing that no other or further notice need be provided; and the Court having reviewed and considered the Motion and the First Day Declaration; and the Court having granted emergency relief on the Motion on [●], 2020 (D.I. [●]) and interim relief on the Motion on [●], 2020 (D.I. [●]); and the Court having held, if necessary, a final hearing on the Motion (the “**Hearing**”); and the Court having found that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and the Court having determined that the relief requested in the Motion being in the best interests of the Debtors, their creditors, their estates, and all other parties in interest; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED, as set forth herein.
2. The Debtors are authorized, but not directed, to maintain their Fuel Card Program in the ordinary course of business, consistent with prepetition practices, including payment of balances and fees as they become due and owing under the accounts.
3. The Debtors are authorized, but not directed, to make payments of prepetition amounts outstanding on the Fuel Cards.
4. The issuers of the Fuel Cards, including WEX Bank, are authorized to continue to make advances pursuant to the terms of their existing agreements with the Debtors, including advancing funds secured by cash deposits held by the issuers. The Debtors are authorized to incur up to \$50,000 of credit at any time in respect of such advances by the issuers of the Fuel Cards under section 364(a) and (c) of the Bankruptcy Code, as applicable.

5. The terms of all existing agreements by and between the Debtors and the issuers of the Fuel Cards, including, but not limited to, any deposit agreement with WEX Bank, shall govern the parties' postpetition transactions with the Debtors.

6. All applicable banks and other financial institutions are hereby authorized to receive, process, honor, and pay any and all checks, drafts, wires, check transfer requests, or automated clearing house transfers evidencing amounts paid by the Debtors under this Final Order whether presented prior to, on, or after the Petition Date. Such banks and financial institutions are authorized to rely on the representations of the Debtors as to which checks are issued or authorized to be paid pursuant to this Final Order without any duty of further inquiry and without liability for following the Debtors' instructions.

7. Nothing in this Final Order or any action taken by the Debtors in furtherance of the implementation hereof shall be deemed to constitute an assumption or rejection of any executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code, and all of the Debtors' rights with respect to such matters are expressly reserved.

8. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained herein shall (a) create, nor is it intended to create, any rights in favor of, or enhance the status of any claim held by, any person or entity or (b) be deemed to convert the priority of any claim from a prepetition claim into an administrative expense claim.

9. Nothing in this Final Order nor the Debtors' payment of claims pursuant to this Final Order shall be construed as or deemed to constitute (a) an agreement or admission by the Debtors as to the validity of any claim against the Debtors on any ground, (b) a grant of third party beneficiary status or bestowal of any additional rights on any third party, (c) a waiver or impairment of any rights, claims or defenses of the Debtors' rights to dispute any claim on any

grounds, (d) a promise by the Debtors to pay any claim, or (e) an implication or admission by the Debtors that such claim is payable pursuant to this Final Order.

10. The requirements of Bankruptcy Rule 6004(a) are satisfied by the contents of the Motion.

11. Any Bankruptcy Rule (including, but not limited to, Bankruptcy Rule 6004(h)) or Local Rule that might otherwise delay the effectiveness of this Final Order is hereby waived, and the terms and conditions of this Final Order shall be effective and enforceable immediately upon its entry.

12. The Debtors are authorized to take all such actions as are necessary or appropriate to implement the terms of this Final Order.

13. Notice of the Motion has been provided in accordance with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules, and no other or further notice of the Motion or the entry of this Final Order shall be required.

14. The Court shall retain exclusive jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and enforcement of this Final Order.