

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

	)	
In re:	)	Chapter 11
	)	
CHAPARRAL ENERGY, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 20-11947 (MFW)
	)	
Debtors.	)	(Jointly Administered)
	)	

**DECLARATION OF JAMES LEE OF KURTZMAN CARSON  
CONSULTANTS, LLC REGARDING THE MAILING, VOTING,  
AND TABULATION OF BALLOTS ACCEPTING AND REJECTING THE  
DEBTORS’ JOINT PREPACKAGED CHAPTER 11 PLAN OF REORGANIZATION**

I, James Lee, hereby declare under penalty of perjury pursuant to 28 U.S.C. § 1746 as follows:

1. I am a Senior Managing Consultant – Public Securities Services and Corporate Restructuring Services at Kurtzman Carson Consultants, LLC (“**KCC**”), located at 1290 Avenue of the Americas, 9<sup>th</sup> Floor, New York, NY 10104. The above captioned debtors and debtors in possession (collectively, the “**Debtors**”) have retained KCC as their administrative agent to assist with the solicitation and voting process in these chapter 11 cases.<sup>2</sup>

2. I submit this declaration (this “**Declaration**”) in support of confirmation of the *Debtors’ Joint Prepackaged Chapter 11 Plan of Reorganization* [Docket No. 16] (as modified,

<sup>1</sup> 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.

<sup>2</sup> On September 10, 2020, the Court entered the *Order Authorizing the Debtors to Employ and Retain Kurtzman Carson Consultants LLC as Administrative Advisor Effective Nunc Pro Tunc to the Petition Date* [Docket No. 172].



amended, or supplemented from time to time, the “**Plan**”).<sup>3</sup> I, and others under my supervision, worked with the Debtors and their counsel to solicit votes to accept or reject the Plan, and to tabulate the ballots of creditors voting to accept or reject the Plan. I am authorized to submit this declaration on behalf of KCC. If called upon to testify, I can and will testify competently as to the facts and opinions set forth herein.

3. KCC has considerable experience in soliciting and tabulating votes to accept or reject proposed plans of reorganization.

#### **A. Service and Transmittal of Prepetition Solicitation Packages**

4. The Debtors established August 11, 2020 as the record date (the “**Voting Record Date**”) for determining which Holders of Class 3 RBL Claims and Class 4 Senior Notes Claims (together, the “**Voting Classes**”) were entitled to vote on the Plan. KCC relied on the lender report provided by Royal Bank of Canada, administrative agent to the Tenth Restated Credit Agreement (the “**RBL Credit Agreement**”), as of the Voting Record Date to identify the holders of Class 3 RBL Claims under the RBL Credit Agreement (the “**RBL Lenders**”) entitled to vote to accept or reject the Plan. KCC also relied on security position reports provided by the Depository Trust Company (“**DTC**”) as of the Voting Record Date to identify the banks and brokerage firms

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<sup>3</sup> Capitalized terms used by not defined herein have the meaning ascribed to them in the *Order (I) Scheduling a Combined Hearing to Consider (A) Approval of Disclosure Statement and (B) Confirmation of Plan, (II) Establishing a Deadline to Object to Disclosure Statement and Plan, (III) Approving the Form and Manner of Notice of the Combined Hearing, Objection Deadline, and Notice of Commencement, (IV) Approving Solicitation Procedures and Forms of Ballots, (V) Approving Opt Out Procedures and Equity Holder Opt Out Form, (VI) Approving the Rights Offering Procedures and Related Materials, (VII) Approving Notice and Objection Procedures for the Assumption of Executory Contracts and Unexpired Leases, and (VIII) Conditionally Waiving Requirements to (A) File Statement of Financial Affairs and Schedules of Assets and Liabilities and (B) Convene Section 341 Meeting of Creditors* [Docket No. 87] (the “**Scheduling Order**”) or Plan, as applicable.

(the “**Nominees**”) that held Class 4 Senior Notes Claims on behalf of underlying beneficial holders entitled to vote to accept or reject the Plan.

5. On August 15, 2020, KCC commenced service of the Solicitation Packages via electronic mail upon (i) the RBL Lenders in Class 3 and (ii) Nominees for subsequent distribution to beneficial holders of Senior Notes Claims in Class 4 as of the Voting Record Date.

The Solicitation Packages consisted of:

- (a) a solicitation cover letter from the Debtors;
- (b) customized ballots for each RBL Lender in Class 3 with their voting amounts prepopulated, or forms of master ballots and/or beneficial ballots for Class 4 Senior Notes Claims, and instructions for completing same; and
- (c) the Disclosure Statement with all exhibits, including the Plan.

6. On August 17, 2020, KCC caused to be served via overnight mail Solicitation Packages (including the beneficial ballots for Class 4 Senior Notes Claims) to the Nominees appearing on the security position reports received from DTC, or the Nominees’ agents, for subsequent forwarding to the underlying beneficial owners of Senior Notes Claims. KCC also provided the master ballots to each Nominee, or its agent, for their use in reporting the voting of the underlying beneficial owners.

#### **B. Postpetition Service and Transmittal of Certain Solicitation Materials**

7. On August 18, 2020, the Court entered the Scheduling Order establishing, among other things, certain solicitation and voting tabulation procedures.

8. Between August 19, 2020 and August 21, 2020, KCC caused to be served the *Notice of (I) Commencement of Prepackaged Chapter 11 Bankruptcy Cases, (II) Combined Hearing on the Disclosure Statement, Confirmation of the Joint Prepackaged Chapter 11 Plan,*

*and Related Matters, and (III) Related Objection and Briefing Deadlines* (the “**Combined Notice**”) [Docket No. 103] on the Core/2002 List maintained by KCC, creditor matrix and the Nominees appearing on the security position reports received from DTC (or the Nominees’ agents) for subsequent forwarding to the underlying beneficial owners of Senior Notes Claims. Additionally, KCC caused to be served the Combined Notice and the *Notice of (A) Non-Voting Status with Respect to the Debtors’ Plan and (B) Election to Opt Out of Voluntary Release of Claims and Interests by Holders of Chaparral Parent Equity Interests* on the list of registered equity holders (provided by the Debtors’ stock transfer agent as of the Voting Record Date) and Nominees appearing on the security position reports received from DTC, or the Nominees’ agents, for subsequent forwarding to the underlying beneficial owners of Chaparral Parent Equity Interests. A certificate of service evidencing service of the above was filed with the Court on August 28, 2020 [Docket No. 126].

9. On August 24, 2020, the Combined Notice was published in *The Wall Street Journal* and *The Oklahoman*. The affidavit evidencing the publication of the Combined Notice in the respective publications listed was filed with the Court on August 28, 2020 [Docket No. 125].

10. KCC posted links to the electronic versions of the Combined Notice, Scheduling Order, Disclosure Statement and Plan on the public access website at [www.kccllc.net/chaparral2020](http://www.kccllc.net/chaparral2020).

### **C. Tabulation of Ballots**

11. As set forth in the Scheduling Order, all ballots cast by Holders in the Voting Classes were required to be delivered to KCC so as to be received no later than September 15, 2020, at 5:00 p.m. (prevailing Eastern Time) (the “**Voting Deadline**”).

12. KCC received and tabulated the ballots submitted to vote on the Plan in accordance with the Solicitation Procedures. In the case of Class 4 Senior Notes Claims, the Master Ballots were tabulated against the security position amounts appearing for each Nominee as listed on the security position reports received from DTC.

13. Attached as **Exhibit A** hereto is a true and correct summary of the voting results on the Plan with respect to the Voting Classes.

14. Attached as **Exhibit B** hereto is a detailed voting report of all Voting Classes showing all timely and properly completed Ballots tabulated by KCC.

15. Attached as **Exhibit C** hereto is a detailed report of Ballots not included in tabulation because they did not satisfy the requirements for a valid Ballot as set forth in the Scheduling Order for the reasons described therein.

### **D. Conclusion**

16. To the best of my knowledge, information, and belief, the foregoing information is true concerning the distribution, submission, and tabulation of the Ballots in connection with the Plan. The Ballots received by KCC are stored at KCC’s office and are available for inspection by or submission to the Court.

I declare under penalty of perjury that the foregoing statements in this Declaration are true and correct to the best of my knowledge.

Dated: September 29, 2020

/s/ James Lee

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James Lee  
Senior Managing Consultant, Corporate  
Restructuring Services and Public Securities  
Services  
KCC

**Exhibit A**

**Summary Vote Report**

## Exhibit A

## Ballot Tabulation Summary

Class / Debtor	Members Voted	Members Accepted	Members Rejected	% Members Accepted	% Members Rejected	Total Amount Voted	Amount Accepted	Amount Rejected	% Amount Accepted	% Amount Rejected	Class Status
3 - RBL Lender Claims	14	14	0	100.00%	0.00%	\$188,500,000.00	\$188,500,000.00	\$0.00	100.00%	0.00%	Accepted
4 - Senior Notes Claims	76	76	0	100.00%	0.00%	\$274,232,000.00	\$274,232,000.00	\$0.00	100.00%	0.00%	Accepted



**Exhibit B**

**Detailed Vote Report**

Exhibit B

Class 3 Detailed Report

Sort	Class Description	Date Received	Ballot Dated	Total Members	Members Voted	Members Accepted	Members Rejected	Total \$ in Class	Total \$ Voted	\$ Accepted	\$ Rejected
2	AG ENERGY FUNDING, LLC	9/9/2020	9/3/2020	1	1	1	0	\$11,020,000.00	\$11,020,000.00	\$11,020,000.00	\$0.00
3	BANK OF AMERICA NA	9/14/2020	9/14/2020	1	1	1	0	\$15,660,000.00	\$15,660,000.00	\$15,660,000.00	\$0.00
4	BBVA USA	9/10/2020	9/10/2020	1	1	1	0	\$11,020,000.00	\$11,020,000.00	\$11,020,000.00	\$0.00
5	CAPITAL ONE, NA	9/14/2020	9/14/2020	1	1	1	0	\$15,660,000.00	\$15,660,000.00	\$15,660,000.00	\$0.00
6	CIBC-NEW YORK BRANCH	9/9/2020	9/9/2020	1	1	1	0	\$11,020,000.00	\$11,020,000.00	\$11,020,000.00	\$0.00
7	COMERICA BANK	9/15/2020	9/15/2020	1	1	1	0	\$11,020,000.00	\$11,020,000.00	\$11,020,000.00	\$0.00
8	CREDIT AGRICOLE CORP&INV BANK	9/10/2020	9/10/2020	1	1	1	0	\$11,020,000.00	\$11,020,000.00	\$11,020,000.00	\$0.00
9	EAST WEST BANK	9/4/2020	9/4/2020	1	1	1	0	\$11,020,000.00	\$11,020,000.00	\$11,020,000.00	\$0.00
10	KEYBANK NATIONAL ASSOCIATION	8/19/2020	8/19/2020	1	1	1	0	\$15,660,000.00	\$15,660,000.00	\$15,660,000.00	\$0.00
12	ROYAL BANK OF CANADA	8/17/2020	8/17/2020	1	1	1	0	\$17,400,000.00	\$17,400,000.00	\$17,400,000.00	\$0.00
13	SOCIETE GENERALE	8/27/2020	8/26/2020	1	1	1	0	\$15,660,000.00	\$15,660,000.00	\$15,660,000.00	\$0.00
14	THE TORONTO DOMINION BK NY BR.	8/17/2020	8/17/2020	1	1	1	0	\$15,660,000.00	\$15,660,000.00	\$15,660,000.00	\$0.00
15	KENNEDY LEWIS CAPITAL PARTNERS MASTER FUND LP [1]	8/28/2020	8/28/2020	1	1	1	0	\$6,919,059.00	\$6,919,059.00	\$6,919,059.00	\$0.00
16	KENNEDY LEWIS CAPITAL PARTNERS MASTER FUND II LP [1]	8/28/2020	8/28/2020	1	1	1	0	\$19,760,941.00	\$19,760,941.00	\$19,760,941.00	\$0.00
<b>Class 3</b>	<b>TOTAL</b>			<b>14</b>	<b>14</b>	<b>14</b>	<b>0</b>	<b>\$188,500,000.00</b>	<b>\$188,500,000.00</b>	<b>\$188,500,000.00</b>	<b>\$0.00</b>

[1] ABN Amro Capital USA, LLC and Natixis transferred their positions to Kennedy Lewis Capital Fund LP in July 2020, which did not settle until August 25, 2020. Kennedy Lewis Capital Fund then tendered a ballot prior to the Voting Deadline. The Debtors have agreed to accept the ballots by Kennedy Lewis Capital Fund LP for these transferred positions, consistent with an updated claims registrar from the RBL Agent.

**Class 4 Detailed Report**

Part No.	Nominee Name	Total Number of Accounts Voting	Number Accepted	Number Rejected	Total Principal Amount Voted	Principal Amount Voting Accept	Principal Amount Voting Reject
5	GOLDMAN	2	2	0	\$60,617,000	\$60,617,000	\$0
10	BROWN BROS	1	1	0	\$4,800,000	\$4,800,000	\$0
226	NFS LLC	1	1	0	\$300,000	\$300,000	\$0
229	BARCLAY/LE	2	2	0	\$1,830,000	\$1,830,000	\$0
352	JPMS/JPMC	3	3	0	\$8,522,000	\$8,522,000	\$0
505	CGMI	2	2	0	\$57,000,000	\$57,000,000	\$0
534	INT BROKER	1	1	0	\$2,000	\$2,000	\$0
773	BOFA/FIX	1	1	0	\$890,000	\$890,000	\$0
794	CF SECURED	3	3	0	\$23,672,000	\$23,672,000	\$0
901	BANK OF NY	11	11	0	\$4,845,000	\$4,845,000	\$0
902	JPMCBNA	5	5	0	\$40,713,000	\$40,713,000	\$0
908	CITIBANK	1	1	0	\$275,000	\$275,000	\$0
997	SSB&T CO	24	24	0	\$51,981,000	\$51,981,000	\$0
2669	NRTHRN TR	12	12	0	\$2,447,000	\$2,447,000	\$0
2767	SSB-BRIT	1	1	0	\$130,000	\$130,000	\$0
2803	US BANK NA	5	5	0	\$15,598,000	\$15,598,000	\$0
7254	BARC/LDN	1	1	0	\$610,000	\$610,000	\$0
<b>Class 4</b>	<b>TOTAL</b>	<b>76</b>	<b>76</b>	<b>0</b>	<b>\$274,232,000</b>	<b>\$274,232,000</b>	<b>\$0</b>

**Exhibit C**

**Unacceptable Ballots**

**Ballots Not Tabulated**

<b>Date Filed</b>	<b>Name</b>	<b>Class</b>	<b>Voting Amount</b>	<b>Vote</b>	<b>Reason Not Tabulated</b>
9/15/2020	Australian Super Pty Ltd	Class 4 - Senior Notes Claims	\$1,970,000	Accept	Improperly submitted beneficial holder ballot