

**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. 20-11947 (MFW)
)	
Debtors.)	(Jointly Administered)
)	
)	Re: Docket Nos. 16, 143, 183 & 210

**NOTICE OF FILING THIRD AMENDED PLAN SUPPLEMENT TO THE
CHAPTER 11 JOINT PREPACKAGED PLAN OF REORGANIZATION FOR
CHAPARRAL ENERGY, INC. AND ITS AFFILIATED DEBTORS**

PLEASE TAKE NOTICE that, on August 16, 2020, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

PLEASE TAKE FURTHER NOTICE that, on August 16, 2020, the Debtors filed the *Debtors’ Joint Prepackaged Chapter 11 Plan of Reorganization* [Docket No. 16] (as amended, supplemented, or modified from time to time in accordance with the terms thereof, including as amended on September 29, 2020, the “**Plan**”)² and the *Disclosure Statement for the Debtors’ Joint Prepackaged Chapter 11 Plan of Reorganization* [Docket No. 17].

PLEASE TAKE FURTHER NOTICE that, on September 9, 2020, the Debtors filed the *Notice of Filing Plan Supplement to the Chapter 11 Joint Prepackaged Plan of Reorganization for Chaparral Energy, Inc. and its Affiliated Debtors* [Docket No. 143] (the “**Plan Supplement Notice**”). Attached to the Plan Supplement Notice, as **Exhibits A** through **I**, were the documents which form a supplemental appendix to the Plan (collectively, and as amended, the “**Plan Supplement**”).

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 Plan.



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PLEASE TAKE FURTHER NOTICE that, on September 15, 2020, the Debtors filed the *Notice of Filing Amended Plan Supplement to the Chapter 11 Joint Prepackaged Plan of Reorganization for Chaparral Energy, Inc. and its Affiliated Debtors* [Docket No. 183] (the “**Amended Plan Supplement Notice**”). Attached to the Amended Plan Supplement Notice, as **Exhibits J** and **K**, were additional documents for the Plan Supplement.

PLEASE TAKE FURTHER NOTICE that, on September 23, 2020, the Debtors filed the *Notice of Filing Second Amended Plan Supplement to the Chapter 11 Joint Prepackaged Plan of Reorganization for Chaparral Energy, Inc. and its Affiliated Debtors* [Docket No. 210] (the “**Second Amended Plan Supplement Notice**”). Attached to the Second Amended Plan Supplement Notice, as **Exhibits A** and **G**, were revised versions on the New Corporate Governance Documents and the New Convertible Notes Indenture.

PLEASE TAKE FURTHER NOTICE that the Debtors hereby file an amended version of the Plan Supplement, as follows:

- Exhibit E – Revised version of the Reorganized Chaparral Parent Board and the Officers of Reorganized Chaparral Parent

PLEASE TAKE FURTHER NOTICE that attached hereto as **Exhibit 1** is a blackline version of the Reorganized Chaparral Parent Board and the Officers of Reorganized Chaparral Parent, showing changes from the previously-filed version of such document.

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Dated: September 30, 2020
Wilmington, Delaware

/s/ Travis J. Cuomo

John H. Knight (No. 3848)
Amanda R. Steele (No. 5530)
Brendan J. Schlauch (No. 6115)
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- and -

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Debtors in Possession*

EXHIBIT E

Reorganized Chaparral Parent Board and the Officers of Reorganized Chaparral Parent

**Reorganized Chaparral Parent Board and the Officers of Reorganized
Chaparral Parent**

On the Effective Date, the terms of the current members of the Chaparral Parent board of directors shall expire and, without further order of the Bankruptcy Court, the Reorganized Chaparral Parent Board will be appointed.

The Reorganized Chaparral Parent Board will consist of:

Name	Biography & Affiliations
<p>Chuck Duginski Chief Executive Officer</p>	<p>Charles “Chuck” Duginski joined Chaparral in 2019 as President and Chief Executive Officer.</p> <p>Mr. Duginski most recently served as Chief Operating Officer, Senior Vice President, and board member of Tapstone Energy, LLC. Prior to joining Tapstone, Mr. Duginski served as Chief Operating Officer of Echo Energy. He also served as Vice President – Southern Region Production of Continental Resources, Inc., where he had operational and technical responsibility for the Anadarko Basin. Before Continental, Mr. Duginski held various positions of increasing responsibility at Chesapeake Energy Corporation, including District Manager – Haynesville, then Vice President – Haynesville/Barnett Business Unit. Mr. Duginski began his career in technical roles at Mobil Oil and ExxonMobil and holds a Bachelor of Science in Mechanical Engineering from the University of Oklahoma.</p>
<p>Craig Kelleher</p>	<p>Craig Kelleher is the co-founder of Millstreet Capital Management LLC. Prior to co-founding Millstreet Capital, in 2007 Mr. Kelleher co-founded Prelude Asset Management LLC, a spinoff of Partners HealthCare System, Inc., which was established to manage long only and long/short assets on behalf of institutional clients. Prelude with approximately \$1.3 billion of assets under management was sold to Congress Asset Management in early 2010, at which time Mr. Kelleher spun off the remaining Prelude infrastructure into what is now Millstreet Capital. Prior to Prelude, Mr. Kelleher worked at Regiment Capital Advisors, a Harvard Management Company spinoff, and he was responsible for the identification, selection, and monitoring of portfolio positions including longs and shorts, credit hedge trades, credit default swaps, collateralized loan obligations, and direct lending strategies within the various Regiment funds. Prior to joining Regiment Capital, Mr. Kelleher worked at Morgan Stanley in the leveraged finance area. Mr. Kelleher currently serves on the Board of Directors of ETX Energy, Knight Energy, and US Shale Solutions. Mr.</p>

	<p>Kelleher has been a CFA Charter Holder since 2006 and he graduated with Honors and Phi Beta Kappa from the University of Chicago with a bachelor's degree in Public Policy and a specialization in Economics in 1999.</p>
Brian Connolly	<p>Brian Connolly is the co-founder of Millstreet Capital Management LLC. Prior to co-founding Millstreet Capital, Brian worked at Regiment Capital Advisors where he managed sector portfolios within the various Regiment Funds that included core long and short positions, credit hedge trades, credit default swaps, collateralized loan obligations, and direct lending strategies. He also represented Regiment on several steering committees where he played an active role in distressed investments. Prior to joining Regiment Capital, Mr. Connolly worked as a High Yield Research Analyst at Fidelity Investments, a firm he joined upon graduation from business school. At Fidelity Investments, Mr. Connolly was part of the High Yield group during the launches of Fidelity's bank loan and leveraged company stock funds. Prior to business school, Mr. Connolly worked in the healthcare group for investment bank Alex. Brown & Sons and at the private equity firm Madison Dearborn Partners. Currently, Mr. Connolly serves on the Board of Directors of Aware, Inc. (NASDAQ Ticker AWRE) as well as Fuse Media. Mr. Connolly graduated from Harvard University with an A.B. in American History in 1992 and received a Master of Business Administration from the Massachusetts Institute of Technology Sloan School of Management in 2000.</p>
Jason Hammerman	<p>Jason Hammerman is a Senior Vice President at Avenue Capital Management II, LP., where he is responsible for identifying and analyzing investment opportunities for the Avenue U.S. Strategy. Since joining Avenue in 2008, Mr. Hammerman has been researching and investing in the oil and gas industry, with an emphasis on companies requiring financial and operational turnaround. Prior to joining Avenue, Mr. Hammerman was an investment banking analyst at Jefferies Group where his responsibilities included restructuring advisory, leverage finance, and mergers and acquisitions. Mr. Hammerman has previously served on the boards of Jones Energy, Inc., a Texas based oil and gas company, and Connacher Oil & Gas, a Canadian oil and gas company. Mr. Hammerman holds a B.S. in Finance and Accounting from New York University Stern School of Business, where he graduated with Beta Gamma Sigma distinction.</p>
Sam Barker	<p>Sam Barker is a Portfolio Manager and CFA Charter Holder at Amzak Capital Management. He assists with the management,</p>

	<p>tracking, and deployment of Amzak's fixed-income portfolio. Mr. Barker has previously worked for ECM Asset Management, a Wells Fargo subsidiary specialized in fixed-income investment management. Prior to this, Mr. Barker worked with GE, across a number of regions (US, UK, Sweden and Australia), and in a number of roles, including GE's internal audit group (CAS). Mr. Barker holds a Bachelor's in Information Systems, and a Bachelor's in Psychology, from The University of Melbourne, Australia.</p>
<p>Mark Castiglione</p>	<p>Mark Castiglione is a partner at Meridian Energy LLC, a Houston-based energy advisory firm established in 2017. He is the former Chief Executive Officer of Alta Mesa Resources, Inc. Mr. Castiglione joined Alta Mesa in January 2019 as a member of the executive team and was promoted to Chief Executive Officer in September 2019. Previously, he was engaged as Senior Advisor to SandRidge Energy, Inc. in 2015 and 2016. Prior to that point, Mr. Castiglione served as Senior Vice President – Business Development of Quantum Resources Management, LLC and QR Energy, LP from 2010 to 2014. Before joining Quantum Resources, he held the position of Vice President – Acquisitions of El Paso Corporation. Mr. Castiglione's prior background at Encana Corporation, Burlington Resources and Simmons & Company International includes positions of increasing responsibility in corporate development, corporate finance, asset management and engineering. He began his career in 1994 as a reservoir engineer at Burlington Resources. Mr. Castiglione received a Bachelor of Science degree in petroleum engineering from Texas Tech University and a Master of Business Administration degree from the Cox School of Business at Southern Methodist University.</p>
<p>Jim Addison</p>	<p>James (Jim) S. Addison has more than 34 years of experience in the oil and gas industry and currently serves as the Chief Executive Officer of Hawkwood Energy LLC. He started his career with Amoco Production Company in 1986. Following Amoco, he spent several years with Mitchell Energy and Coastal Oil & Gas Corp. Mr. Addison joined Newfield Exploration Company in 2000. Over his 13-year career at Newfield, he worked in all three domestic business units (Houston, Tulsa and Denver) and served in a variety of technical and leadership roles including General Manager for the Mid-Continent and Rockies Business Units. Mr. Addison left Newfield in 2013 and established Travis Peak Resources, LLC where he served as President and Chief Executive Officer from November 2013 until its combination with Paloma Partners</p>

	LLC in February 2019. Currently, Mr. Addison serves on the Board of Directors of Chisholm Energy Holdings, LLC. He also previously served as an independent director and Chairman of Jones Energy II from May 2019 until its merger with Revolution Resources in January 2020. Mr. Addison is a 1985 graduate of The University of Texas at Austin with a Bachelor of Science in Petroleum Engineering.
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On the Effective Date, the existing officers of Reorganized Chaparral Parent shall continue to serve as officers for the Reorganized Debtors and the officers and overall management structure of Reorganized Chaparral Parent, and all officers and management decisions with respect to Reorganized Chaparral Parent (and/or any of its direct or indirect subsidiaries), compensation arrangements, and affiliate transactions shall only be subject to the approval of the Reorganized Chaparral Parent Board (or, with respect to the appointment of vice presidents, the Chief Executive Officer). Effective as of the Effective Date, the Reorganized Debtors will either assume or reject the existing employment agreements with the current members of the senior management team or will enter into new employment agreements on the Effective Date with such individuals (to the extent any applicable member of the senior management team agrees), in each case, upon terms acceptable to the applicable employee, Reorganized Chaparral Parent, the Required Consenting Noteholders, and the Required Backstop Parties.

EXHIBIT 1

**Blackline of Reorganized Chaparral Parent Board
and the Officers of Reorganized Chaparral Parent**

Reorganized Chaparral Parent Board and the officers of Reorganized Chaparral Parent

On the Effective Date, the terms of the current members of the Chaparral Parent board of directors shall expire and, without further order of the Bankruptcy Court, the Reorganized Chaparral Parent Board will be appointed.

~~The Reorganized Chaparral Parent Board will initially consist of seven (7) directors (each, a “Director”). The initial Directors, as of the Plan Effective Date (collectively, the “Initial Directors”), shall include (i) two (2) Directors selected by Millstreet Capital Management LLC (“Millstreet”), at least one of whom must be independent, (ii) one Director selected by Avenue Energy Opportunities Fund, L.P. (“Avenue”), (iii) one Director selected by Amzak Capital Management, LLC (“Amzak”), (iv) one independent Director selected by Millstreet, Avenue and Amzak, (v) one independent Director selected by the Ad Hoc Group (the “At-Large Director”), and (vi) the individual then serving as the Chaparral Parent Chief Executive Officer (the “CEO Director”).~~

~~To the extent known, the identity of the members of the~~The Reorganized Chaparral Parent Board will ~~be disclosed in a Plan Supplement, as amended, revised or supplemented on or prior to the commencement of the Confirmation Hearing,~~consist of:

<u>Name</u>	<u>Biography & Affiliations</u>
<u>Chuck Duginski</u> <u>Chief Executive Officer</u>	<u>Charles “Chuck” Duginski joined Chaparral in 2019 as President and Chief Executive Officer.</u> <u>Mr. Duginski most recently served as Chief Operating Officer, Senior Vice President, and board member of Tapstone Energy, LLC. Prior to joining Tapstone, Mr. Duginski served as Chief Operating Officer of Echo Energy. He also served as Vice President – Southern Region Production of Continental Resources, Inc., where he had operational and technical responsibility for the Anadarko Basin. Before Continental, Mr. Duginski held various positions of increasing responsibility at Chesapeake Energy Corporation, including District Manager – Haynesville, then Vice President – Haynesville/Barnett Business Unit. Mr. Duginski began his career in technical roles at Mobil Oil and ExxonMobil and holds a Bachelor of Science in Mechanical Engineering from the University of Oklahoma.</u>
<u>Craig Kelleher</u>	<u>Craig Kelleher is the co-founder of Millstreet Capital Management LLC. Prior to co-founding Millstreet Capital, in 2007 Mr. Kelleher co-founded Prelude Asset Management LLC, a spinoff of Partners HealthCare System, Inc., which was established to manage long only and long/short assets on</u>

	<p>behalf of institutional clients. Prelude with approximately \$1.3 billion of assets under management was sold to Congress Asset Management in early 2010, at which time Mr. Kelleher spun off the remaining Prelude infrastructure into what is now Millstreet Capital. Prior to Prelude, Mr. Kelleher worked at Regiment Capital Advisors, a Harvard Management Company spinoff, and he was responsible for the identification, selection, and monitoring of portfolio positions including longs and shorts, credit hedge trades, credit default swaps, collateralized loan obligations, and direct lending strategies within the various Regiment funds. Prior to joining Regiment Capital, Mr. Kelleher worked at Morgan Stanley in the leveraged finance area. Mr. Kelleher currently serves on the Board of Directors of ETX Energy, Knight Energy, and US Shale Solutions. Mr. Kelleher has been a CFA Charter Holder since 2006 and he graduated with Honors and Phi Beta Kappa from the University of Chicago with a bachelor's degree in Public Policy and a specialization in Economics in 1999.</p>
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<p><u>Jason Hammerman</u></p>	<p>Jason Hammerman is a Senior Vice President at Avenue Capital Management II, LP., where he is responsible for identifying and analyzing investment opportunities for the</p>

	<p><u>Avenue U.S. Strategy. Since joining Avenue in 2008, Mr. Hammerman has been researching and investing in the oil and gas industry, with an emphasis on companies requiring financial and operational turnaround. Prior to joining Avenue, Mr. Hammerman was an investment banking analyst at Jefferies Group where his responsibilities included restructuring advisory, leverage finance, and mergers and acquisitions. Mr. Hammerman has previously served on the boards of Jones Energy, Inc., a Texas based oil and gas company, and Connacher Oil & Gas, a Canadian oil and gas company. Mr. Hammerman holds a B.S. in Finance and Accounting from New York University Stern School of Business, where he graduated with Beta Gamma Sigma distinction.</u></p>
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<p><u>Mark Castiglione</u></p>	<p><u>Mark Castiglione is a partner at Meridian Energy LLC, a Houston-based energy advisory firm established in 2017. He is the former Chief Executive Officer of Alta Mesa Resources, Inc. Mr. Castiglione joined Alta Mesa in January 2019 as a member of the executive team and was promoted to Chief Executive Officer in September 2019. Previously, he was engaged as Senior Advisor to SandRidge Energy, Inc. in 2015 and 2016. Prior to that point, Mr. Castiglione served as Senior Vice President – Business Development of Quantum Resources Management, LLC and QR Energy, LP from 2010 to 2014. Before joining Quantum Resources, he held the position of Vice President – Acquisitions of El Paso Corporation. Mr. Castiglione's prior background at Encana Corporation, Burlington Resources and Simmons & Company International includes positions of increasing responsibility in corporate development, corporate finance, asset management and engineering. He began his career in 1994 as a reservoir engineer at Burlington Resources. Mr. Castiglione received a Bachelor of Science degree in petroleum engineering from Texas Tech University and a</u></p>

	<p><u>Master of Business Administration degree from the Cox School of Business at Southern Methodist University.</u></p>
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