

**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)
	)	
Reorganized Debtors.	)	(Jointly Administered)
	)	
	)	<b>Objection Deadline: Dec. 3, 2020 at 4:00 p.m. (ET)</b>
	)	<b>Hearing Date: Dec. 21, 2020 at 11:30 a.m. (ET)</b>

**COVER SHEET TO THE FIRST AND FINAL APPLICATION OF INTREPID  
PARTNERS, LLC AS INVESTMENT BANKER TO THE DEBTORS AND DEBTORS IN  
POSSESSION, FOR ALLOWANCE AND PAYMENT OF COMPENSATION FOR  
PROFESSIONAL SERVICES RENDERED AND FROM REIMBURSEMENT OF  
ACTUAL AND NECESSARY EXPENSES INCURRED FROM AUGUST 16, 2020  
THROUGH AND INCLUDING OCTOBER 14, 2020**

<b>Name of applicant</b>		Intrepid Partners, LLC
Applicant's professional role in case		Investment banker to the Debtors
Indicate whether this is an application for pre or post confirmation services		Pre and post confirmation services
Effective date of order approving professional's Retention		September 10, 2020 [Docket No. 181]
	<b>Beginning of Period</b>	<b>Ending of Period</b>
Time period covered in application	August 16, 2020	October 14, 2020
Time periods covered by any prior applications	N/A	N/A
Total amounts awarded in all prior applications		N/A
Amount of retainer received in case		N/A <sup>2</sup>
Total fees applied for in this application and in all prior applications (including any retainer amounts applied or to be applied)		\$2,261,935.48
Total fees applied for in this application (including any retainer amounts to be applied)		\$2,261,935.48
Total professional fees requested in this application		\$2,261,935.48

<sup>1</sup> The Reorganized Debtors in these cases, along with the last four digits (or five digits, in cases in which multiple Reorganized 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 Reorganized Debtors' address is 701 Cedar Lake Boulevard, Oklahoma City, OK 73114.

<sup>2</sup> As described in the Rothschild & Co and Intrepid Partners, LLC joint retention application [Doc No. 116], the Debtors paid Rothschild & Co and Intrepid Partners, LLC \$20,000.00 to apply towards estimated pre-petition expenses in process on the Petition Date. To date, total pre-petition expenses of \$20,000 have been applied against the expense estimate, and \$893.75 of pre-petition expense remain outstanding. These amounts are paid through Rothschild & Co and not reflected in Intrepid's retainer.



Total actual professional hours covered by this application	59.8
Average hourly rate for professionals	N/A
Total paraprofessional fees requested in this application	N/A
Total actual paraprofessional hours covered by this application	N/A
Average hourly rate for paraprofessionals	N/A
Reimbursable expenses sought in this application	N/A <sup>3</sup>
Amount of attorneys' fees provided for in plan	N/A
Total to be paid to unsecured creditors under the plan	N/A
Percentage dividend to unsecured creditors under the plan	N/A
Total to be paid to all pre-petition creditors under the plan	N/A
Date of any scheduled dismissal hearing	N/A
Date of confirmation hearing	October 1, 2020
Indicate whether plan has been confirmed	Yes

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<sup>3</sup> Intrepid is not seeking the reimbursement of expenses pursuant to this Application. Rather, as described in more detail in Intrepid's retention application [Docket 116], Intrepid and Rothschild & Co are parties to a Strategic Alliance and all of Intrepid's expenses are paid through Rothschild & Co and are reflected in Rothschild & Co's fee application.

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

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In re:

CHAPARRAL ENERGY, INC., *et al.*,<sup>1</sup>

Reorganized Debtors.

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)  
) Chapter 11  
)  
) Case No. 20-11947 (MFW)  
)  
) (Jointly Administered)  
)  
) **Objection Deadline: Dec. 3, 2020 at 4:00 p.m. (ET)**  
) **Hearing Date: Dec. 21, 2020 at 11:30 a.m. (ET)**

**FIRST AND FINAL APPLICATION OF INTREPID PARTNERS, LLC AS  
INVESTMENT BANKER TO THE DEBTORS AND DEBTORS IN POSSESSION, FOR  
ALLOWANCE AND PAYMENT OF COMPENSATION FOR PROFESSIONAL  
SERVICES RENDERED AND FROM REIMBURSEMENT OF ACTUAL AND  
NECESSARY EXPENSES INCURRED FROM AUGUST 16, 2020 THROUGH AND  
INCLUDING OCTOBER 14, 2020**

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Intrepid Partners, LLC (“*Intrepid*”), investment banker to Chaparral Energy, Inc. and certain of its affiliates, as debtors in the above-captioned chapter 11 cases (collectively, the “*Debtors*”), submits this first and final fee application (the “*Application*”) pursuant to sections 327(a) and 328(a) of title 11 of the United States Code (the “*Bankruptcy Code*”); Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”) and Rule 2016-2(h) of the Local Bankruptcy Rules for the District of Delaware (the “*Local Bankruptcy Rules*”) for entry of an order granting, on a final basis, allowance of (a) compensation for professional services provided by Intrepid to the Debtors during the period from August 16, 2020 to and including October 14, 2020 (the “*Final Compensation Period*”) in the aggregate amount of \$2,261,935.48 and (b) authorizing and directing the Debtors to pay to Intrepid all of the foregoing

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<sup>1</sup> The Reorganized Debtors in these cases, along with the last four digits (or five digits, in cases in which multiple Reorganized 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 Reorganized Debtors’ address is 701 Cedar Lake Boulevard, Oklahoma City, OK 73114.

amounts, less any amounts that the Debtors previously paid to Intrepid on account of its fees and expenses. In support of the Application, Intrepid respectfully states as follows:

### **Jurisdiction and Venue**

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 Delaware*, dated February 29, 2012.

2. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2) and, pursuant to Local Rule 9013-1(f), the Debtors consent to the entry of a final order by the Court in connection with this Application 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.

3. Venue of the chapter 11 cases and related proceedings is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

### **Background**

4. On August 16, 2020 (the “***Petition Date***”), each Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors have continued in possession of their property and have continued to operate and manage their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. No request has been made for the appointment of a trustee or examiner, and no official committee has been appointed in the chapter 11 cases.

6. Additional information about the Debtors’ businesses and affairs, capital structure and prepetition indebtedness, and the events leading up to the Petition Date, can be found in the

Declaration of Charles Duginski in Support of Debtors' Chapter 11 Proceedings and First Day Pleadings [Doc No. 25] (the "***Duginski Declaration***"), which is incorporated herein by reference.

7. The chapter 11 cases are being jointly administered pursuant to Bankruptcy Rule 1015(b) and the Order Under Fed. R. Bankr. P. 1015 and Del. Bankr. L.R. 1015-1 Authorizing Joint Administration of Chapter 11 Cases [Doc No. 74] entered by the Court on August 18, 2020 in each of the chapter 11 cases.

8. Attached as Exhibit A to the Order Approving Disclosure Statement and Confirming the Debtors' Amended Joint Prepackaged Chapter 11 Plan of Reorganization [Doc No. 237] (the "***Confirmation Order***"), the Debtors' Amended Joint Prepackaged Chapter 11 Plan of Reorganization [Doc No. 219] (the "***Plan***") was substantially consummated and became effective by its terms on October 14, 2020.

### **Compliance with the Guidelines**

9. The Application was prepared in accordance with the applicable provisions of (i) the Retention Order (as defined below), (ii) the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules; and (iii) the U.S. Trustee Guidelines (collectively, the "***Guidelines***"). To the extent that the Application is not in compliance with the Guidelines, Intrepid respectfully submits that such noncompliance is immaterial and requests a waiver of the applicable requirements.

10. Pursuant to, and consistent with, the relevant requirements of the Guidelines, the following exhibits are attached hereto:

- A. **Exhibit A** contains a certification by the undersigned (the "***Certification***");
- B. **Exhibit B** is the *Order Approving Application Of Debtors For Authority To (I) Employ And Retain Rothschild & Co Us Inc. And Intrepid Partners, LLC*

*As Investment Bankers For The Debtors Nunc Pro Tunc To The Petition Date And (II) Waive Certain Information Disclosure Requirements* [Doc No. 181] (the “**Retention Order**”).

- C. **Exhibit C** contains a summary for the Final Compensation Period that details the name of each professional for whose work compensation is sought and the aggregate time expended by each professional; and
- D. **Exhibit D** contains the invoice for Intrepid’s Final Compensation Period.

**Disclosure of Compensation and Requested Award**

11. Intrepid now files the Application seeking allowance of compensation for professional services rendered to the Debtors during the Final Compensation Period in the aggregate amount of \$2,261,935.48.

12. Professionals with extensive experience in the area of investment banking and bankruptcy services have directed Intrepid’s team. The investment banking services were performed primarily by David R. Gehring (Managing Director), Brian Hensley (Vice President), Peter LaNasa (Associate), and Griffin Anderson (Analyst). Intrepid’s general staffing policy is to assign senior bankers, experienced junior bankers and financial analysts to each assignment. The senior banker, in this case David R. Gehring, had overall responsibility for the case. He was primarily responsible for developing strategy with respect to the case, directing negotiations and interfacing with the other senior professionals involved with the case. The additional senior banker, in this case Brian Hensley, was primarily responsible for day-to-day coordination of the cases, interfacing with other senior professionals involved with the case, and the review of all financial analyses. The experienced junior banker, in this case Peter LaNasa, primarily assisted in the day-to-day coordination of the cases, guided the financial analyses and worked closely with the financial analyst. The financial analyst in this case, Griffin Anderson, primarily prepared

financial analyses. The senior bankers, the experienced junior banker and the financial analyst coordinated their actions so as to not duplicate efforts. Given that the senior bankers, the experienced junior banker and the financial analyst had different roles in the cases but had overlapping responsibilities, there were frequent times where it was appropriate for two or more bankers to be present at a meeting. Moreover, as explained more fully below, Intrepid does not bill the Debtors based on the number of hours its professionals work on this matter. Consequently, Intrepid's staffing plan for this engagement provided a benefit to the Debtors and the resources deployed by Intrepid do not cause the Debtors to incur additional incremental costs.

13. The amount of fees sought in this Application and Intrepid's billing processes are consistent with market practices for investment banking firms both in and out of a bankruptcy context. Intrepid's policy for all engagements, in- or out-of-bankruptcy, is to dedicate the appropriate number of professionals to the assignment to complete the work as efficiently as possible.

14. Intrepid does not bill its clients based on the number of hours expended by its professionals. It bills clients on a retainer basis (generally monthly), plus a transaction fee or fees based upon completion of certain milestones. Accordingly, Intrepid does not have hourly rates for its professionals and Intrepid's professionals generally do not maintain time records for the work performed for its clients. Consistent with the terms of the Retention Order, however, Intrepid has maintained a daily time log detailing the activities and services performed by Intrepid on behalf of the Debtors, in half-hour increments, during the First Interim Fee Period.

15. This Application is Intrepid's first and final request for compensation for services rendered as investment banker to the Debtors. Pursuant to the Retention Order and the agreement between Rothschild & Co and Intrepid, the fee applications filed by Rothschild & Co and Intrepid

(together with Rothschild & Co, the “*Investment Bankers*”) shall each reflect only Rothschild & Co’s or Intrepid’s 50% share of the aggregate fees being sought by the Investment Bankers pursuant to their joint engagement letter. No understanding exists between Intrepid and any other person for the sharing of compensation sought by Intrepid.

### **Summary of Professional Services**

16. To provide a meaningful summary of services rendered on behalf of the Debtors and their estates, Intrepid has established, in accordance with the Guidelines and its internal time keeping procedures, the following tasks in connection with these chapter 11 cases:

<b>Task category</b>	<b>Task description</b>
A	Case administration
B	Court hearings / filings
C	Creditor calls / meetings
D	Due diligence
E	Financial analysis
F	Exit financing
G	Management and Co. advisor calls / meetings
H	Fee statements / monthly invoices

17. The following is a summary, by task, of the most significant professional services rendered by Intrepid during the Final Compensation Period. This summary is organized in accordance with Intrepid’s internal system of task categories. Intrepid is heavily involved in performing services for the Debtors on a daily basis – often including night and weekend work – to meet the Debtors’ needs in these chapter 11 cases.

#### **A. Case administration (Task A)**

**Total time: 0.5 hour**

18. This category includes time spent by Intrepid professionals communicating with the Debtors and the Debtors’ other advisors in reviewing and setting the critical dates calendar,

communicating with the Debtors and their other advisors regarding case strategy and various other issues, and performing other miscellaneous administrative and support services, including preparing documents related to retention, compensation and expense reimbursement as required by the Guidelines.

**B. Court hearings / filings (Task B)**

**Total time: 17.3 hours**

19. This category includes time spent by professionals of Intrepid at or listening in on Court hearings, as well as time spent engaged in research, performing various analyses and reviewing relevant documents in preparation for Court proceedings. Time in this category also includes time spent reviewing, researching and analyzing case information included in or in connection with Court documents filed on behalf of the Debtors, as well as pleadings and other docket filings throughout these chapter 11 cases. Among other things, this category also includes time spent preparing Intrepid's declaration in support of plan confirmation.

**C. Creditor calls / meetings (Task C)**

**Total time: 1.0 hour**

20. This category includes time spent by professionals of Intrepid attending meetings, discussing key developments, negotiating with ad hoc group of secured lenders, and other creditor parties involved in these chapter 11 filing as well as their respective advisors. Intrepid professionals also provided responses to and helped fulfill due diligence requests of creditor parties. Additionally, Intrepid participated in and conducted calls to discuss business and performance updates.

**D. Due diligence (Task D)**

**Total time: 18.0 hours**

21. This category includes time spent by Intrepid professionals coordinating financial, operational and legal due diligence in connection with populating the virtual data room and responding to due diligence requests from various parties involved in these chapter 11 case.

**E. Financial analysis (Task E)**

**Total time: 11.5 hours**

22. This category includes time spent by Intrepid professionals coordinating with the Debtors' management team and other advisors in performing various financial analyses, including regarding the Debtors' pro forma liquidity, leverage and compliance with covenants at and post emergence.

**F. Exit Financing (Task F)**

**Total time: 1.5 hours**

23. This category includes time spent by Intrepid professionals facilitating due diligence with exit facility lenders and their advisors, as well as discussing and confirming calculations required under the term sheet of the exit facility with the Debtors, the exit facility lenders, and the advisors.

**G. Management and Co. advisor calls / meetings (Task G)**

**Total time: 9.5 hours**

24. This category includes time spent by Intrepid professionals in meetings and calls with the Debtors' management team and other advisors retained by the Debtors, including members of (a) Rothschild & Co., (b) Davis Polk & Wardwell LLP and (c) Opportune LLP. In general, given the complexity and nature of the Debtors' chapter 11 cases, Intrepid professionals participated numerous times per week in such meetings and calls. These discussions were necessary in order to synchronize efforts and to determine agreed upon strategies and optimal courses of action with respect to maximizing value for the Debtors' stakeholders.

**H. Fee statements / monthly invoices (Task H)**

**Total time: 0.5 hours**

25. This category includes time spent by professionals of Intrepid putting together its fee applications. This includes time spent aggregating expenses and hours and creating detailed exhibits to be included in each Court filing.

**Reasonable and Necessary Services Rendered by Intrepid**

26. The foregoing professional services rendered by Intrepid on behalf of the Debtors during the Final Compensation Period were reasonable, necessary and appropriate to the administration of the Debtors' chapter 11 cases and related matters.

27. Intrepid has extensive experience and an excellent reputation in providing high quality financial-advisory and investment-banking services to companies, investors and other participants in the energy industry. Intrepid Financial Partners, L.L.C., the parent company of Intrepid and its affiliates, is an independent, energy-focused merchant bank with offices in New York City and Houston. Intrepid is a leading provider of financial-advisory services to the energy industry and has a specific focus on the North American oil and gas sector. Intrepid has broad and deep expertise providing oil and gas clients specialized advice on matters including, but not limited to, restructurings, mergers, acquisitions, capital structure advisory, and capital raises. Overall, Intrepid brings to these chapter 11 cases a particularly high level of skill and knowledge, which inured to the benefit of the Debtors and their stakeholders.

**Intrepid's Requested Compensation and Reimbursement Should be Allowed**

28. Section 331 of the Bankruptcy Code provides for compensation of professionals and incorporates the substantive standards of section 330 of the Bankruptcy Code to govern the Court's award of such compensation. Section 330 of the Bankruptcy Code provides that, subject to section 328 of the Bankruptcy Code, a court may award a professional employed under section

327 of the Bankruptcy Code “reasonable compensation for actual, necessary services rendered . . . and reimbursement for actual, necessary expenses.”

29. The Retention Order approved Intrepid’s compensation and expense reimbursement pursuant to section 328 of the Bankruptcy Code, subject to the terms of the Retention Order. Accordingly, compensation is sought subject to the standard of review set forth in section 328 of the Bankruptcy Code, and not the standard of review set forth in section 330 of the Bankruptcy Code, but subject to the terms of the Retention Order.

30. The services summarized by this Application and rendered by Intrepid to the Debtors during the Final Compensation Period were substantial, highly professional and instrumental to the Debtors in pursuing their restructuring efforts. Intrepid respectfully submits that the compensation and reimbursement requested by this Application is reasonable in light of the nature and value of such services.

31. Although every effort has been made to include all fees during the Final Compensation Period, some fees and expenses might not be included in this Application due to delays caused by accounting and processing. To the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Final Compensation Period, but were not processed prior to the preparation of this Application, Intrepid reserves the right to request additional compensation for such services and reimbursement of such expenses in a future application.

**No Prior Request**

32. No prior application for the relief requested herein has been made to this or any other court.

**Notice**

33. Notice of this Application shall be provided to: (i) the Office of the United States Trustee for the District of Delaware; and (ii) all parties who filed a request for service of notices under Bankruptcy Rule 2002. Intrepid submits that, in view of the facts and circumstances, such notice is sufficient and no other or further notice need be provided.

**Conclusion**

34. WHEREFORE, Intrepid respectfully requests that the Court grant the relief requested herein and such other and further relief as this Court deems just and proper.

\* \* \*

\* \* \*

Dated: November 13, 2020  
Houston, Texas

/s/ David R. Gehring

David R. Gehring  
Intrepid Partners, LLC  
1201 Louisiana Street, Suite 600  
Houston, TX 77002  
Telephone: +1 (713) 292-0863

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

In re:	)	
CHAPARRAL ENERGY, INC., <i>et al.</i> , <sup>1</sup>	)	Chapter 11
Reorganized Debtors.	)	Case No. 20-11947 (MFW)
	)	(Jointly Administered)
	)	Objection Deadline: Dec. 3, 2020 at 4:00 p.m. (ET)
	)	Hearing Date: Dec. 21, 2020 at 11:30 a.m. (ET)

**NOTICE OF APPLICATION AND HEARING**

PLEASE TAKE NOTICE that, on November 13, 2020, Intrepid Partners, LLC (the “**Applicant**”) filed the *First and Final Application of Intrepid Partners, LLC as Investment Banker to the Debtors and Debtors in Possession, for Allowance and Payment of Compensation for Professional Services Rendered and from Reimbursement of Actual and Necessary Expenses Incurred from August 16, 2020 through October 14, 2020* (the “**Application**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Application must be in writing and filed with the Clerk of the Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware on or before **December 3, 2020 at 4:00 p.m. (Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that if any objections to the Application are received, the Application and such objections shall be considered at a hearing before The Honorable Mary F. Walrath, United States Bankruptcy Judge for the District of Delaware, at the

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<sup>1</sup> The Reorganized Debtors in these cases, along with the last four digits (or five digits, in cases in which multiple Reorganized 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 Reorganized Debtors’ address is 701 Cedar Lake Boulevard, Oklahoma City, OK 73114.

Court, 824 North Market Street, 5th Floor, Courtroom 4, Wilmington, Delaware 19801 on **December 21, 2020 at 11:30 a.m. (Eastern Time).**

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS TO THE APPLICATION ARE TIMELY FILED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: November 13, 2020  
Wilmington, Delaware

/s/ Travis J. Cuomo

John H. Knight (No. 3848)  
Amanda R. Steele (No. 5530)  
Brendan J. Schlauch (No. 6115)  
Christopher M. De Lillo (No. 6355)  
Travis J. Cuomo (No. 6501)  
RICHARDS, LAYTON & FINGER, P.A.  
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cuomo@rlf.com

- and -

Damian S. Schaible (admitted *pro hac vice*)  
Angela M. Libby (admitted *pro hac vice*)  
Jacob S. Weiner (admitted *pro hac vice*)  
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angela.libby@davispolk.com  
jacob.weiner@davispolk.com

*Counsel for Reorganized Debtors*

**Exhibit A**

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

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

David R. Gehring, under penalty of perjury, certifies as follows:

1. I am a Managing Director at Intrepid Partners, LLC (“Intrepid”). I make this certification in accordance with Local Rule 2016-2 regarding the contents of applications for compensation and expenses. I have read the Application and am familiar with the work performed on behalf of the Debtors by the professionals of Intrepid.

2. The facts set forth in the foregoing Application are true and correct to my knowledge, information and belief. I have reviewed Local Rule 2016-2, and the Confirmation Order and submit that the Application substantially complies with such Local Rule Orders.

Dated: November 13, 2020

/s/ David R. Gehring  
David R. Gehring

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<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.

**Exhibit B**

**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)
	)	Re: Docket No. 116

**ORDER APPROVING APPLICATION OF DEBTORS FOR AUTHORITY  
TO (I) EMPLOY AND RETAIN ROTHSCHILD & CO US INC. AND INTREPID  
PARTNERS, LLC AS INVESTMENT BANKERS FOR THE DEBTORS *NUNC PRO  
TUNC* TO THE PETITION DATE AND (II) WAIVE CERTAIN INFORMATION  
DISCLOSURE REQUIREMENTS**

Upon the application (the "Application")<sup>2</sup> of the Debtors, for entry of an order (this "Order"), pursuant to sections 327(a) and 328(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014-1 and 2016-2(h), (i) authorizing the Debtors to retain and employ Rothschild & Co and Intrepid as investment bankers for the Debtors *nunc pro tunc* to the Petition Date, in accordance with the terms and conditions set forth in the Engagement Letter, (ii) approving the terms of the Investment Bankers' employment and retention, including the Fee and Expense Structure and the indemnification, contribution, reimbursement and related

<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> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

provisions set forth in the Engagement Letter, (iii) waiving certain informational requirements of Local Rule 2016-2, and (iv) granting such other and further relief as is just and proper, as described more fully in the Application; and the Court having jurisdiction to consider the matters raised in the Application 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 Application pursuant to 28 U.S.C. § 157; and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and consideration of the Application and the relief requested therein 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 Application and opportunity for a hearing on the Application having been given to the parties listed therein; and it appearing that no other or further notice need be provided; and the Court having reviewed and considered the Application, the Glodowski Declaration and the Gehring Declaration; and the Court having held a hearing on the Application; and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and the Court having found that the terms and conditions of the Investment Bankers' employment, including but not limited to the Fee and Expense Structure set forth in the Engagement Letter and summarized in the Application, are reasonable as required by section 328(a) of the Bankruptcy Code; and the Court having found that each of the Investment Bankers is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code; and the Court having found that the relief requested in the Application 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 THAT:

1. The relief requested in the Application is hereby granted as set forth herein.
2. The Debtors are hereby authorized, pursuant to sections 327 and 328(a) of the Bankruptcy Code, Bankruptcy Rule 2014 and Local Rule 2014-1, to employ and retain Rothschild & Co and Intrepid as their investment bankers in accordance with the terms and conditions set forth in the Engagement Letter, effective *nunc pro tunc* to the Petition Date, and to pay fees and reimburse expenses to the Investment Bankers on the terms and at the times specified in the Engagement Letter, subject to the modifications set forth herein.
3. The terms of the Engagement Letter, attached hereto as Exhibit 1, are approved in all respects except as limited or modified herein.
4. All of the Investment Bankers' compensation set forth in the Engagement Letter, including, without limitation, the Fee and Expense Structure, is approved pursuant to section 328(a) of the Bankruptcy Code and each Investment Banker shall be compensated and reimbursed pursuant to section 328(a) of the Bankruptcy Code in accordance with the terms of the Engagement Letter, subject to the procedures set forth in the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any other applicable orders of the Court.
5. None of the fees payable to the Investment Bankers shall constitute a "bonus" or fee enhancement under applicable law.
6. Rothschild & Co and Intrepid shall each file fee applications for interim and final allowance of compensation for services and reimbursement of expenses pursuant to the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the UST Guidelines and any applicable orders of this Court; *provided, however*, the fee applications filed by Rothschild & Co and Intrepid shall be subject to review only pursuant to

the standard of review set forth in section 328 of the Bankruptcy Code and not subject to the standard of review set forth in section 330 of the Bankruptcy Code. Pursuant to the agreement between Rothschild & Co and Intrepid, the fee applications filed by Rothschild & Co and Intrepid shall each reflect only Rothschild & Co's or Intrepid's 50% share of the aggregate fees being sought by the Investment Bankers pursuant to the Engagement Letter.

7. Notwithstanding any provision to the contrary in this Order, the U.S. Trustee shall have the right to object to Rothschild & Co and Intrepid's requests for interim and final compensation based on the reasonableness standard provided in section 330 of the Bankruptcy Code. This Order and the record relating to the Court's consideration of the Application shall not prejudice or otherwise affect the rights of the U.S. Trustee to challenge the reasonableness of the Investment Bankers' fees under the standard set forth in the preceding sentence. Accordingly, nothing in this Order or the record shall constitute a finding of fact or conclusion of law binding the U.S. Trustee, on appeal or otherwise, with respect to the reasonableness of the Investment Bankers' fees.

8. The requirements of the Bankruptcy Code, the Bankruptcy Rules, the U.S. Trustee Guidelines, Local Rule 2016-2, and any other orders and procedures of this Court are hereby modified such that the Investment Bankers' professionals shall be permitted to keep professional time records in half hour increments, shall not be required to keep time records on a project category basis, and shall not be required to provide or conform to any schedule of hourly rates.

9. Rothschild & Co and/or Intrepid's Monthly Fee shall be prorated for any month in which Rothschild & Co and/or Intrepid is not employed for each day of the month.

10. The Debtors shall be bound by the indemnification, contribution, reimbursement, exculpation, and other provisions of the Engagement Letter and will indemnify and hold harmless the Investment Bankers and the other Indemnified Parties, pursuant to the Engagement Letter, subject, during the pendency of the chapter 11 cases, to the following:

(a) The Indemnified Parties shall not be entitled to indemnification, contribution or reimbursement pursuant to the Engagement Letter for services, unless such services and the indemnification, contribution, or reimbursement therefor are approved by the Court;

(b) The Debtors shall have no obligation to indemnify any Indemnified Party, or provide contribution, or reimbursement to any Indemnified Party, for any claim or expense that is either: (i) judicially determined (the determination having become final) to have arisen from such Indemnified Party's gross negligence, fraud, willful misconduct, breach of fiduciary duty, if any, bad faith, or self-dealing, (ii) for a contractual dispute in which the Debtors allege the breach of such Indemnified Party's contractual obligations, unless the Court determines that indemnification, contribution or reimbursement would be permissible pursuant to *In re United Artists Theatre Co.*, 315 F.3d 217 (3d Cir. 2003), or (iii) settled prior to a judicial determination as to the exclusions set forth in clauses (i) and (ii) above, but determined by the Court, after notice and a hearing, to be a claim or expense for which such Indemnified Party should not receive indemnity, contribution, or reimbursement under the terms of the Engagement Letter as modified by this Order; and

(c) If, before the earlier of (i) the entry of an order confirming a chapter 11 plan in the chapter 11 cases (that order having become a final order no longer subject to appeal) and (ii) the entry of an order closing the chapter 11 cases, any Indemnified Party

believes that it is entitled to the payment of any amounts by the Debtors on account of the Debtors' indemnification, contribution, and/or reimbursement obligations under the Engagement Letter (as modified by this Order), including, without limitation, the advancement of defense costs, such Indemnified Party must file an application therefor in the Court, and the Debtors may not pay any such amounts to such Indemnified Party before the entry of an order by the Court approving the payment. This subparagraph (c) is intended only to specify the period of time under which the Court shall have jurisdiction over any request for fees and expenses by the Indemnified Parties for indemnification, contribution, or reimbursement, and not a provision limiting the duration of the Debtors' obligation to indemnify the Indemnified Parties. All parties in interest shall retain the right to object to any demand by any Indemnified Party for indemnification, contribution, or reimbursement.

11. Exhibit A of the Engagement Letter is modified by deleting the following clause therefrom: "provided, that, in no event shall the aggregate contribution of all such Indemnified Parties exceed the amount of fees received by the Advisors under this Agreement."

12. Notwithstanding anything in the Application or the Engagement Letter to the contrary, the New Capital Fee earned by and payable to the Investment Bankers in connection with the Rights Offering and/or Backstop Commitment Agreement (each as defined in the Plan), shall equal 3% of the face amount of such capital raised.

13. In the event that, during the pendency of these cases, Rothschild & Co or Intrepid seeks reimbursement for any attorneys' fees and/or expenses, the invoices and supporting time records from such attorneys, appropriately redacted to preserve applicable privileges, shall be included in Rothschild & Co or Intrepid's fee applications and such invoices and time records

shall be in compliance with the Bankruptcy Local Rules, and shall be subject to the U.S. Trustee Guidelines and approval of the Court under the standards of Bankruptcy Code sections 330 and 331, without regard to whether such attorney has been retained under Bankruptcy Code section 327; *provided, however*, that neither Rothschild & Co nor Intrepid shall be permitted to seek reimbursement from the Debtors' estates for any attorney's fees incurred in defending against any objections to any of Rothschild & Co's or Intrepid's fee applications filed in these bankruptcy cases.

14. Notwithstanding anything in the Application, Declarations or Engagement Letter to the contrary, to the extent that Rothschild & Co and/or Intrepid uses the professional financial advisory or investment banking services of independent contractors, subcontractors or employees of affiliates or subsidiaries (collectively, the "Contractors") in these cases, Rothschild & Co and/or Intrepid shall (i) pass-through the cost of such Contractors to the Debtors at the same rate that Rothschild & Co and/or Intrepid pays the Contractors, (ii) seek reimbursement for actual costs only, (iii) ensure that the Contractors are subject to the same conflict checks as required for Rothschild & Co and/or Intrepid and (iv) file with the Court any disclosures required by Bankruptcy Rule 2014.

15. To the extent the Debtors wish to expand the scope of Rothschild & Co and/or Intrepid's services beyond those services set forth in the Declarations, Engagement Letter or this Order, the Debtors shall be required to seek further approval from this Court.

16. Notwithstanding the automatic stay, in light of the facts and circumstances of this case, Intrepid is authorized to deposit the Debtors' check issued on March 5, 2020, in the amount of \$66,604.96, which was received pre-petition but was unable to be deposited as a result the COVID-19 pandemic and the office closures related thereto.

17. The Investment Bankers shall use their reasonable efforts and will coordinate with the Debtors and its other retained professionals, not to duplicate any of the services provided to the Debtors by any of its other retained professionals.

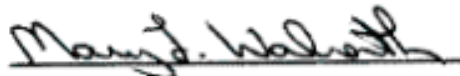
18. Notwithstanding any Bankruptcy Rule or Local Rule that might otherwise delay the effectiveness of this Order, the terms and conditions of this Order shall be effective and enforceable immediately upon its entry.

19. To the extent that there may be any inconsistency between the terms of the Application or the Engagement Letter, on the one hand, and this Order, on the other hand, the terms of this Order shall govern.

20. The Debtors and the Investment Bankers are authorized to take all such actions as are necessary or appropriate to implement the terms of this Order.

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

Dated: September 10th, 2020  
Wilmington, Delaware



MARY F. WALRATH  
8 UNITED STATES BANKRUPTCY JUDGE

**Exhibit C****Summary of Hours of Service by Intrepid (8/16/2020 - 10/14/2020)**

<b>Professional</b>	<b>Position</b>	<b>Total hours</b>
David Gehring	Managing Director	34.3
Brian Hensley	Vice President	8.0
Peter LaNasa	Associate	8.5
Griffin Anderson	Analyst	9.0
	<b>Total</b>	<b>59.8</b>

Further, the table below displays a summary of hours spent by each professional on each project task during the Final Compensation Period.

<b>Professional</b>	<b>Job description</b>	<b>Title</b>	<b>August</b>	<b>September</b>	<b>October</b>	<b>November</b>	<b>December</b>	<b>Total</b>
David Gehring	Investment banker	Managing Director	11.5	20.0	2.8	–	–	<b>34.3</b>
Brian Hensley	Investment banker	VP	3.0	3.5	1.5	–	–	<b>8.0</b>
Peter LaNasa	Investment banker	Associate	3.0	5.5	–	–	–	<b>8.5</b>
Griffin Anderson	Investment banker	Analyst	2.5	6.5	–	–	–	<b>9.0</b>
<b>Total</b>			<b>20.0</b>	<b>35.5</b>	<b>4.3</b>	<b>–</b>	<b>–</b>	<b>59.8</b>

<b>Category</b>	<b>August</b>	<b>September</b>	<b>October</b>	<b>November</b>	<b>December</b>	<b>Total</b>
Case administration	–	0.5	–	–	–	<b>0.5</b>
Court hearings / filings	8.5	8.0	0.8	–	–	<b>17.3</b>
Creditor calls / meetings	–	–	1.0	–	–	<b>1.0</b>
Due diligence	6.0	11.5	0.5	–	–	<b>18.0</b>
Financial analysis	1.0	10.5	–	–	–	<b>11.5</b>
Exit financing	1.0	0.5	–	–	–	<b>1.5</b>
Management and Co. advisor calls / meetings	3.0	4.5	2.0	–	–	<b>9.5</b>
Fee statements / monthly invoices	0.5	–	–	–	–	<b>0.5</b>
<b>Total</b>	<b>20.0</b>	<b>35.5</b>	<b>4.3</b>	<b>–</b>	<b>–</b>	<b>59.8</b>

**Hours detail (8/16/2020 - 10/14/2020)****David Gehring**

Date	Hours	Task category	Explanation
8/17/2020	1.0	Court hearings / filings	Emergency Fuel Card Hearing
8/17/2020	0.5	Due diligence	Review of emails and materials internally
8/18/2020	0.5	Due diligence	Review of emails and materials internally
8/18/2020	1.0	Court hearings / filings	First Day Hearing
8/19/2020	0.5	Management and Co. advisor calls / meetings	Recurring update call with CHAP mgt, DPW, RC, Opportune
8/20/2020	1.5	Court hearings / filings	Review of Retention Application / Declaration
8/21/2020	0.5	Court hearings / filings	Review of Retention Application / Declaration
8/22/2020	0.5	Due diligence	Review of emails and materials internally
8/23/2020	0.5	Court hearings / filings	Review of Retention Application / Declaration
8/24/2020	1.0	Management and Co. advisor calls / meetings	Call to discuss essential dates and process with RC, DPW, CHAP
8/25/2020	0.5	Due diligence	Review of emails and materials internally
8/25/2020	0.5	Fee statements / monthly invoices	Discussion of unpaid invoice with DPW / internal
8/26/2020	1.0	Court hearings / filings	Motion to Shorten Notice Period Hearing
8/26/2020	0.5	Due diligence	Review of emails and materials internally
8/27/2020	0.5	Due diligence	Review of emails and materials internally
8/31/2020	1.0	Financial analysis	review of hedging plan for Stroock / PWP
9/1/2020	1.0	Court hearings / filings	Preparation / review of Valuation Declaration
9/2/2020	1.0	Court hearings / filings	Preparation / review of Valuation Declaration
9/3/2020	0.5	Due diligence	Review of emails and materials internally
9/3/2020	0.5	Court hearings / filings	Preparation / review of Valuation Declaration
9/4/2020	1.0	Court hearings / filings	Preparing responses to UST questions on retention app
9/4/2020	0.5	Due diligence	Review of emails and materials internally
9/5/2020	0.5	Due diligence	Review of emails and materials internally
9/6/2020	0.5	Due diligence	Review of emails and materials internally
9/7/2020	0.5	Due diligence	Review of emails and materials internally
9/7/2020	1.0	Court hearings / filings	Preparing responses to UST questions on retention app
9/8/2020	0.5	Due diligence	Review of emails and materials internally
9/9/2020	0.5	Due diligence	Review of emails and materials internally
9/9/2020	0.5	Management and Co. advisor calls / meetings	Recurring update call with CHAP mgt, DPW, RC, Opportune
9/9/2020	0.5	Management and Co. advisor calls / meetings	Update call with Chuck / Justin, RC
9/9/2020	0.5	Due diligence	Call with Tapstone re: M&A inbound
9/9/2020	1.5	Court hearings / filings	Preparing update to Retention Application and Intrepid Supplement, calls with CHAP, RC
9/10/2020	1.0	Court hearings / filings	Preparing update to Retention Application and Intrepid Supplement
9/14/2020	0.5	Due diligence	Review of emails and materials internally
9/17/2020	0.5	Management and Co. advisor calls / meetings	Call with Chuck re: M&A inbounds
9/17/2020	0.5	Due diligence	Review of emails and materials internally
9/22/2020	0.5	Due diligence	Review of emails and materials internally
9/23/2020	0.5	Due diligence	Review of emails and materials internally
9/23/2020	0.5	Court hearings / filings	Review of Valuation Declaration
9/24/2020	0.5	Due diligence	Review of emails and materials internally
9/27/2020	0.5	Court hearings / filings	Review of Valuation Declaration with DPW
9/27/2020	0.5	Due diligence	Discuss Valuation Declaration with RC
9/27/2020	0.5	Due diligence	Review of emails and materials internally
9/28/2020	0.5	Due diligence	Review of emails and materials internally
9/29/2020	0.5	Due diligence	Review of emails and materials internally
9/30/2020	0.5	Management and Co. advisor calls / meetings	Recurring update call with CHAP mgt, DPW, RC, Opportune
9/30/2020	0.5	Management and Co. advisor calls / meetings	Call with Chuck re: M&A inbounds
9/30/2020	1.0	Management and Co. advisor calls / meetings	Confirmation hearing prep discussion with DPW, RC
10/1/2020	0.3	Court hearings / filings	Confirmation Hearing
10/1/2020	0.5	Management and Co. advisor calls / meetings	Update call with Chuck / Justin
10/7/2020	0.5	Management and Co. advisor calls / meetings	Recurring update call with CHAP mgt, DPW, RC, Opportune
10/8/2020	0.5	Due diligence	Review of emails and materials internally
10/13/2020	0.5	Management and Co. advisor calls / meetings	Closing call
10/14/2020	0.5	Management and Co. advisor calls / meetings	Closing call

**Brian Hensley**

Date	Hours	Task category	Explanation
8/17/2020	0.5	Management and Co. advisor calls / meetings	Discussed 7+5 model changes and presentation
8/18/2020	1.0	Court hearings / filings	First day hearing call
8/19/2020	0.5	Management and Co. advisor calls / meetings	Weekly update / discussion of ongoing workstreams
8/24/2020	0.5	Management and Co. advisor calls / meetings	Discussion of critical dates / workstream planning
8/25/2020	0.5	Exit financing	Discussion w/ FTI about reserve database methodology / delivery date per exit financing term sheet
9/2/2020	0.5	Case administration	reviewing valuation declaration
9/9/2020	0.5	Management and Co. advisor calls / meetings	Discussion of ongoing workstreams
9/15/2020	1.0	Financial analysis	Preparation of analysis for company materials
9/15/2020	0.5	Financial analysis	Preparation of analysis for company materials
9/30/2020	0.5	Management and Co. advisor calls / meetings	Discussion of critical dates / workstream planning
9/30/2020	0.5	Exit financing	Following up via phone regarding starting borrowing base amounts
10/1/2020	0.5	Court hearings / filings	Confirmation hearing
10/13/2020	0.5	Creditor calls / meetings	Closing call I
10/14/2020	0.5	Creditor calls / meetings	Closing call II

**Peter LaNasa**

Date	Hours	Task category	Explanation
8/17/2020	0.5	Court hearings / filings	Assisted in providing materials for first day court hearing
8/22/2020	1.0	Due diligence	7+5 model diligence and internal update
8/31/2020	0.5	Exit financing	Review ed company hedge notice
8/31/2020	1.0	Due diligence	Prepared summary of due diligence requests received to date for management
9/2/2020	0.5	Due diligence	Virtual data room file posting / maintenance
9/3/2020	0.5	Due diligence	Virtual data room file posting / maintenance
9/8/2020	0.5	Due diligence	Virtual data room file posting / maintenance
9/15/2020	2.0	Financial analysis	Analysis for company materials
9/16/2020	2.0	Financial analysis	Analysis for company materials

**Griffin Anderson**

Date	Hours	Task category	Explanation
8/17/2020	0.5	Court hearings / filings	Assisted in providing materials for first day court hearing
8/22/2020	1.0	Due diligence	7+5 model diligence and internal update
8/26/2020	1.0	Court hearings / filings	Motion to Shorten Notice Period Hearing
9/2/2020	0.5	Due diligence	Virtual data room file posting / maintenance
9/3/2020	0.5	Due diligence	Virtual data room file posting / maintenance
9/8/2020	0.5	Due diligence	Virtual data room file posting / maintenance
9/15/2020	2.0	Financial analysis	Analysis for company materials
9/16/2020	2.0	Financial analysis	Analysis for company materials
9/16/2020	1.0	Financial analysis	Analysis for company materials

