

**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)
	)	
	)	<b>Re: Docket Nos. 16 and 237</b>
	)	

**CERTIFICATION OF COUNSEL REGARDING ORDER AUTHORIZING  
ASSUMPTION OF AGREEMENTS, AS MODIFIED OR AMENDED,  
WITH CGG LAND (U.S.) INC.**

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The undersigned hereby certifies as follows:

1. On August 16, 2020, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Court”).

2. On October 1, 2020, the Court entered the *Order Approving the Disclosure Statement and Confirming the Debtors’ Amended Joint Pre-Packaged Plan of Reorganization* [Docket No. 237] (the “Confirmation Order”).

3. The Debtors and CGG Land (U.S.) Inc. (“CGG”) have resolved their disputes and differences related to the proposed assumption and assignment of various license agreements (the “License Agreements”). Pursuant to paragraph 59(g) of the Confirmation Order, the Debtors

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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.



and CGG have agreed on terms for the assumption and assignment of the License Agreements and seek entry of an order (the “Proposed Order”), attached hereto as **Exhibit 1**, approving, among other things, the assumption and assignment of the License Agreements, identified on **Exhibit A** attached to the Proposed Order, to reorganized Chaparral Energy, L.L.C..

4. The Proposed Order has been circulated to the United States Trustee for the District of Delaware (the “U.S. Trustee”), and the U.S. Trustee does not object to entry of the Proposed Order.

*[Remainder of page intentionally left blank]*

WHEREFORE, the Debtors respectfully request that the Proposed Order, substantially in the form attached hereto as **Exhibit 1**, be entered at the earliest convenience of the Court.

Dated: December 2, 2020  
Wilmington, Delaware

/s/ Travis J. Cuomo

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- and -

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**EXHIBIT 1**

**Proposed Order**

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In re:	)	Chapter 11
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CHAPARRAL ENERGY, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 20-11947 (MFW)
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Debtors.	)	(Jointly Administered)
	)	
	)	<b>Re: Docket Nos. 16 and 237</b>
	)	

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**ORDER AUTHORIZING ASSUMPTION OF AGREEMENTS, AS MODIFIED OR  
AMENDED, WITH CGG LAND (U.S.) INC.**

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THE COURT, having entered the *Order Approving the Disclosure Statement and Confirming the Debtors’ Amended Joint Pre-Packaged Plan of Reorganization* [Docket No. 237] (the “Confirmation Order”), which, *inter alia*, confirmed the *Debtors’ Amended Joint Pre-Packaged Plan of Reorganization* [Docket No. 219] (the “Plan”); and the issues joined by *CGG Land (U.S.) Inc.’s Objection to Debtors’ Joint Prepackaged Chapter 11 Plan of Reorganization* [Docket No. 196] (the “CGG Objection”) having been continued pursuant to paragraph 59(g) of the Confirmation Order; and the Court having been informed that the Debtors and CGG Land (U.S.) Inc. (“CGG”) have resolved their disputes and differences related to the proposed assumption and assignment of various license agreements (the “License Agreements”) identified in **Exhibit A**, attached hereto and made a part hereof; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this matter being a “core” proceeding under 28 U.S.C.

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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.

§ 157(b); and venue being proper before this Court under 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Plan having been provided, and it appearing that no other or further notice need be provided; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. Pursuant to the Plan, the Debtors shall assume and assign the License Agreements to reorganized Chaparral Energy, L.L.C., subject to and effective only upon the (a) settlement, modifications and amendments agreed among CGG, the Debtors and reorganized Chaparral Energy, L.L.C.; and (b) the receipt by CGG of the associated payment as agreed among CGG, the Debtors and reorganized Chaparral Energy, L.L.C.

2. The Debtors and/or reorganized Chaparral Energy, L.L.C. are authorized to execute any documents necessary to effectuate this Order.

3. The Court retains exclusive jurisdiction over any and all matters arising from or related to the implementation or interpretation of this Order.

## Exhibit A

1. Master Geophysical Data-Use License dated effective July 28, 2017 between CGG Land (US) Inc. and Chaparral Energy, LLC.
  - a) Supplement No. CGG-Land-001 dated July 28, 2017
  - b) Supplement No. CGG-Land-002 dated August 13, 2018
  - c) Supplement No. CGG-Land-003 dated September 19, 2018
  - d) Supplement No. CGG-Land-004 dated October 12, 2018
  - e) Supplement No. CGG-Land-005 dated September 19, 2019
  - f) Supplement No. CGG-Land-006 – Not executed
  - g) Supplement No. CGG-Land-007 dated December 16, 2019
  
2. Master Geophysical Data-Use License dated effective May 31, 2006 between Veritas DGC Land Inc. (now CGG Land (U.S.) Inc. and Chaparral Energy, LLC.
  - a) Supplement No. 1 dated May 31, 2006
  
3. Seismic Data Licensing Agreement dated December 5, 2015 between Digitel Data Joint Venture and Chaparral Energy, LLC.
  
4. Seismic Data Licensing Agreement dated October 20, 2015 between Digitel Data Joint Venture and Chaparral Energy, LLC.
  
5. Master Geophysical Data-Use License Agreement No. MSA-0002183 dated effective August 10, 2017 and its Supplemental Agreement No. AGR-0009084 dated effective August 11, 2017 between Marathon Oil Company and Chaparral Energy, LLC. (CGG acquired all rights, title, and interest in and to the Minco 3D dataset under the terms of an Asset Sale Agreement dated effective October 24, 2018 between Marathon Oil Company and CGG Land (U.S.) Inc.)