

**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 and 237
)	

**CERTIFICATION OF COUNSEL REGARDING
ORDER AUTHORIZING ASSUMPTION OF AGREEMENTS, AS MODIFIED OR
AMENDED, WITH TGS-NOPEC GEOPHYSICAL COMPANY ASA, TGS-NOPEC
GEOPHYSICAL COMPANY, AND A2D TECHNOLOGIES, INC. D/B/A TGS
GEOLOGICAL PRODUCTS AND SERVICES**

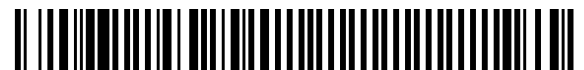
The undersigned hereby certifies as follows:

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 TGS-NOPEC Geophysical Company ASA, TGS-NOPEC Geophysical Company, and A2D Technologies, Inc. d/b/a TGS Geological Products and Services

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.



(collectively, “TGS”) have resolved their disputes and differences related to the proposed assumption and assignment of the TGS Agreements.² Pursuant to paragraph 59(g) of the Confirmation Order, the Debtors and TGS have agreed on terms for the assumption and assignment of the TGS 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 TGS Agreements 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.

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² “TGS Agreements” has the meaning as defined in the *Objection of TGS-NOPEC Geophysical Company ASA, TGS-NOPEC Geophysical Company, and A2D Technologies, Inc. d/b/a TGS Geological Products and Services to Debtors’ Joint Prepackaged Chapter 11 Plan of Reorganization* [Docket No. 195].

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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Counsel for Reorganized Debtors

EXHIBIT 1

Proposed Order

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CHAPARRAL ENERGY, INC., <i>et al.</i> , ¹)	Case No. 20-11947 (MFW)
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Debtors.)	(Jointly Administered)
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)	Related to Docket Nos. 16 and 237
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**ORDER AUTHORIZING ASSUMPTION OF AGREEMENTS, AS MODIFIED OR
AMENDED, WITH TGS-NOPEC GEOPHYSICAL COMPANY ASA, TGS-NOPEC
GEOPHYSICAL COMPANY, AND A2D TECHNOLOGIES, INC. D/B/A TGS
GEOLOGICAL PRODUCTS AND SERVICES**

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 the *Objection of TGS-NOPEC Geophysical Company ASA, TGS-NOPEC Geophysical Company, and A2D Technologies, Inc. d/b/a TGS Geological Products and Services to Debtors’ Joint Prepackaged Chapter 11 Plan of Reorganization* [Docket No. 195] (the “TGS Objection”) having been continued pursuant to paragraph 59(g) of the Confirmation Order; and the Court having been informed that the Debtors and TGS-NOPEC Geophysical Company ASA, TGS-NOPEC Geophysical Company, and A2D Technologies, Inc. d/b/a TGS Geological Products and Services

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.

(collectively, “TGS”) have resolved their disputes and differences related to the proposed assumption and assignment of the TGS Agreements (as defined in the TGS Objection); 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. § 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 TGS Agreements to reorganized Chaparral Energy, L.L.C., subject to the (a) settlement, modifications and amendments agreed among TGS, the Debtors and reorganized Chaparral Energy, L.L.C.; and (b) the payment to TGS of the transfer fee as agreed among TGS, 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.