

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

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In re: : Chapter 11
: :
CHAPARRAL ENERGY, INC., *et al.*, : Case No. 16-11144 (LSS)
: :
Reorganized Debtor.¹ : **Re: Docket No. 1674**
: :
----- X
In re: :
: Chapter 11
CHAPARRAL ENERGY, INC. *et al.* :
: Case No. 20-11947 (MFW)
Reorganized Debtors.² :
: **Re: Docket No. 284**
----- X

**CERTIFICATION OF COUNSEL REGARDING
ORDER AWARDING AND AUTHORIZING PAYMENT OF CLASS
FEES AND EXPENSES AND ADMINISTRATION EXPENSES**

The undersigned counsel to the Class Representative, Naylor Farms, Inc., hereby certifies as follows:

1. On December 9, 2020, the Court entered *Judgment (I) Directing the Application of Bankruptcy Rule 7023, (II) Certifying the Settlement Class for Settlement Purposes Only, (III) Finally Approving the Settlement Agreement, and (IV) Granting Related Relief* (the “Judgment,”³ Case No. 16-11144, D.I. 1674; Case No. 20-11941, D.I. 284).

¹ The Reorganized Debtor in this chapter 11 case, along with the last four digits of the Reorganized Debtor’s federal tax identification number, is Chaparral Energy, Inc. (0941). The Reorganized Debtor’s address is 701 Cedar Lake Blvd., Oklahoma City, OK 73114.

² The Reorganized 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 Reorganized Debtors’ address is 701 Cedar Lake Boulevard, Oklahoma City, OK 73114.

³ Capitalized terms not defined herein shall have the meanings ascribed to them in the Judgment.



2. The Judgment approved the payment of class fees and expenses and administration expenses “as set forth in the Order Awarding Class Fees and Expenses and Administration Expenses.” *See* Judgment at ¶ 12.

3. Accordingly, the parties respectfully request that the Court enter the Order Awarding Class Fees and Expenses and Administration Expenses, attached hereto as Exhibit A, in both of the above-captioned chapter 11 proceedings.

Dated: December 11, 2020

FOX ROTHSCHILD LLP

/s/ Seth A. Niederman

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*Counsel to Naylor Farms, Inc., Class
Representative*

Exhibit “A”

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 : Chapter 11
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 : Case No. 20-11947 (MFW)
 Reorganized Debtors.² :
 : **Re: Docket No. 284**
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**ORDER AWARDING AND AUTHORIZING PAYMENT OF CLASS
FEES AND EXPENSES AND ADMINISTRATION EXPENSES**

Pursuant to paragraph 12 of the *Judgment (I) Directing the Application of Bankruptcy Rule 7023, (II) Certifying the Settlement Class for Settlement Purposes Only, (III) Finally Approving the Settlement Agreement, and (IV) Granting Related Relief* (the “Judgment,”³ Case No. 16-11144, D.I. 1674; Case No. 20-11941, D.I. 284) entered in the above-captioned Debtors’ bankruptcy cases wherein, as part of the Settlement Fairness Hearing, the Court considered and approved the payment of the Attorney Fee Award and Incentive Award (each defined below);

¹ The Reorganized Debtor in this chapter 11 case, along with the last four digits of the Reorganized Debtor’s federal tax identification number, is Chaparral Energy, Inc. (0941). The Reorganized Debtor’s address is 701 Cedar Lake Blvd., Oklahoma City, OK 73114.

² The Reorganized 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 Reorganized Debtors’ address is 701 Cedar Lake Boulevard, Oklahoma City, OK 73114.

³ Capitalized terms not defined herein shall have the meanings ascribed to them in the Judgment.

and the Court having jurisdiction to consider the matters raised in the Joint Motion⁴ 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 Joint Motion pursuant to 28 U.S.C. § 157; and consideration of the Joint Motion and the requested relief being a core proceeding that the Court can determine pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that it may enter the judgment consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Joint Motion in this district is permissible pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Joint Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Notice of Settlement and opportunity for a hearing on the Joint Motion were appropriate under the circumstances and no other notice need be provided; and this Court having found that each member of the Settlement Class was afforded a reasonable opportunity to opt out of or object to the Settlement; and this Court having reviewed the Joint Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Settlement Fairness Hearing"); and this Court having considered each of the factors listed in Civil Rule 23; and this Court having determined that the legal and factual bases set forth in the Joint Motion and at the Settlement Fairness Hearing establish just cause for the relief granted herein; and this Court having entered an order preliminarily approving the Settlement Agreement, among other things (Case No. 20-11947, D.I. 22; Case No. 16-11144,

⁴ The "Joint Motion" refers to the Joint Motion for Entry of (A) a Preliminary Approval Order (I) Directing the Application of Bankruptcy Rule 7032, (II) Preliminarily Approving the Settlement, (III) Appointing the Settlement Administrator, (IV) Approving Form and Manner of Notice to Class Members, (V) Certifying a Class, Designating a Class Representative, and Appointing Class Counsel for Settlement Purposes Only, (V) Scheduling a Settlement Fairness Hearing, and (B) a Judgment Finally Approving the Settlement, Case No. 16-11144 (LSS) D.I. 1619, Case No. 20-11947 (MFW), D.I. 13.

D.I. 1631) (the “Preliminary Approval Order”); and this Court having found that the Settlement Administrator complied with the Preliminary Approval Order; and this Court having found that the Settlement is fair, reasonable, and adequate; and this Court having found that the Plan of Allocation and Distribution is fair and reasonable to the Settlement Class; and this Court having found that the Attorney Fee Award (defined below) is fair and reasonable; and this Court having found that the Incentive Award (defined below) is fair and reasonable; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. Pursuant to the Settlement Agreement, Joint Motion and Judgment, the Settlement Class Counsel agreed attorney fee award in the amount of \$850,000.00 (the “Attorney Fee Award”) is hereby approved;

2. Pursuant to the Settlement Agreement, Joint Motion and Judgment, the Class Representative incentive award in the amount of \$150,000.00 (the “Incentive Award”) is hereby approved;

3. The Debtors and the Reorganized Debtors are hereby authorized and directed to pay the Attorney Fee Award and the Incentive Award in accordance with the Settlement;

4. The Debtors, the Reorganized Debtors, Settlement Class Counsel and the Class Representative are hereby authorized to take any and all actions necessary and appropriate to implement the terms of this Order; and

5. The Court shall retain jurisdiction to construe, interpret, enforce and implement this Order.

With respect to *In re Chaparral Energy, Inc.*, Case No. 16-11144 (LSS)

With respect to *In re Chaparral Energy, Inc.*, Case No. 20-11947 (MFW)