

**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)
 :
 Debtors.¹ : Jointly Administered
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**AMENDED SCHEDULES OF ASSETS AND LIABILITIES FOR
CEI PIPELINE, L.L.C. (CASE NO. 16-11148)**

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); Green Country Supply, Inc. (2723); and Roadrunner Drilling, L.L.C. (2300). The Debtors' address is 701 Cedar Lake Blvd., Oklahoma City, OK 73114.



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**AMENDED GLOBAL NOTES, METHODOLOGY AND SPECIFIC
DISCLOSURES REGARDING THE DEBTORS’ SCHEDULES OF
ASSETS AND LIABILITIES, SCHEDULES OF EXECUTORY CONTRACTS AND
UNEXPIRED LEASES AND STATEMENTS OF FINANCIAL AFFAIRS**

Introduction

On May 9, 2016 (the “*Petition Date*”), Chaparral Energy, Inc. and ten of its affiliates (collectively, the “*Debtors*”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “*Bankruptcy Code*”) in the above captioned chapter 11 cases (the “*Chapter 11 Cases*”).

On June 29, 2016, pursuant to the requirements of Bankruptcy Code Section 521 and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”), the Debtors, with the assistance of their advisors, filed their respective Schedules of Assets and Liabilities (the “*Original Schedules*”) and Statements of Financial Affairs (the “*Original Statements*”) with the United States Bankruptcy Court for the District of Delaware (the “*Bankruptcy Court*”).

Since filing the Original Schedules and Original Statements, the Debtors have determined that certain amendments (such Original Schedules and Original Statements as amended, the “*Schedules*” and “*Statements*”, respectively) are necessary to accurately reflect the assets, liabilities, and financial affairs of the Debtors’ businesses.

These Amended Global Notes, Methodology, and Specific Disclosures Regarding the Debtors’ Schedules and Statements (the “*Global Notes*”) pertain to, are incorporated by reference in and comprise an integral part of each of the Schedules and Statements. The Global Notes

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); Green Country Supply, Inc. (2723); and Roadrunner Drilling, L.L.C. (2399). The Debtors’ address is 701 Cedar Lake Blvd., Oklahoma City, OK 73114.

should be referred to and reviewed in their entirety in connection with any review of the Schedules and Statements.

The Debtors prepare their financial statements and keep their books and records on a consolidated basis in the ordinary course of business. In preparing the Schedules and Statements, the Debtors have used their reasonable best efforts to report the assets and liabilities of each Debtor on an unconsolidated basis as required by the Bankruptcy Code and the Bankruptcy Rules. The Schedules and Statements, therefore, contain unaudited information that is subject to further review and potential material adjustment. The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States (“GAAP”), nor are they intended to be fully reconciled with the financial statements of the Debtors. The Debtors and their agents, attorneys and financial advisors do not guarantee or warrant the accuracy or completeness of the data that is provided herein and shall not be liable for any loss or injury arising out of or caused in whole or in part by the acts, errors or omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating or delivering the information contained herein.

Joseph Evans, Chief Financial Officer of Chaparral Energy, Inc., has signed each of the Schedules and Statements. Mr. Evans is an officer or authorized signatory for each of the Debtors. In reviewing and signing the Schedules and Statements, Mr. Evans has relied upon the efforts, statements and representations of various personnel and professionals employed by the Debtors. Mr. Evans has not (and could not have) personally verified the accuracy of each and every statement and representation contained in the Schedules and Statements, including statements and representations concerning amounts owed to creditors.

In preparing the Schedules and Statements, the Debtors relied upon financial data and information derived from their books and records that was available at the time of such preparation. Although the Debtors have made reasonable efforts to ensure the accuracy and completeness of such financial information, inadvertent errors or omissions, as well as the discovery of conflicting, revised or subsequent information, may cause a material change to the Schedules and Statements. Accordingly, the Debtors reserve all of their rights to amend, supplement or otherwise modify the Schedules and Statements as is necessary and appropriate from time to time. Notwithstanding the foregoing, the Debtors shall not be required to update the Schedules and Statements.

Global Notes and Overview of Methodology

1. **Reservation of Rights.** While reasonable best efforts have been made to provide accurate and complete information herein, errors or omissions may exist. The Debtors reserve all rights to (i) amend or supplement the Schedules and Statements from time to time, in all respects, as may be necessary or appropriate, including, without limitation, the right to amend the Schedules and Statements with respect to claim description, designation, or Debtor against which the claim is asserted, (ii) dispute or otherwise assert offsets or defenses to any claim reflected in the Schedules and Statements as to amount, liability, priority, status or classification, (iii) subsequently designate any claim as “disputed,” “contingent,” or “unliquidated,” or object to the extent, validity, enforceability, priority or avoidability of any claim. Any failure to designate a claim in the Schedules and Statements

as “disputed,” “contingent,” or “unliquidated” does not constitute an admission by the Debtors that such claim or amount is not “disputed,” “contingent,” or “unliquidated.” Listing a claim does not constitute an admission of liability by the Debtor against which the claim is listed or against any of the Debtors. Nothing contained in the Schedules and Statements shall constitute a waiver of the Debtors’ rights or an admission with respect to their Chapter 11 Cases, including, without limitation, any issues involving substantive consolidation, equitable subordination, defenses and/or causes of action arising under the provisions of Chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws.

2. **Description of Cases.** On the Petition Date, the Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to Bankruptcy Code Sections 1107(a) and 1108. No trustee or examiner has been requested in these Chapter 11 Cases, and the United States Trustee for the District of Delaware has not appointed an official committee of unsecured creditors.
3. **Net Book Value of Assets.** It would be prohibitively expensive, unduly burdensome and an inefficient use of estate assets for the Debtors to obtain current market valuations for all of their assets. Accordingly, unless otherwise indicated, the Schedules and Statements reflect net book values as of May 9, 2016. Book values of assets prepared in accordance with GAAP generally do not reflect the current performance of the assets or the impact of the commodity price environment and may differ materially from the actual value and/or performance of the underlying assets. Given the volatility in commodity prices, including oil and gas, in recent months, this difference may be material. As such, the values listed in these Schedules and Statements should not be, and were not, used to determine the Debtors’ enterprise valuation.

The Depreciation, Depletion & Amortization of Chaparral Energy, LLC’s real property and oil & gas property and equipment reflects a portion that is attributable to real property assets held by Chaparral CO2, LLC and Chaparral Resources, LLC. The Debtors are unable to segregate the amounts. In addition, the Debtors are unable to allocate net book values for individual real properties. The above summary provides a general description of the real property accounts.

4. **Property Rights - Generally.** Exclusion of certain property from the Schedules and Statements shall not be construed as an admission that such property rights have been abandoned, terminated, assigned, expired by their terms or otherwise transferred pursuant to a sale, acquisition or other transaction. Conversely, inclusion of certain property in the Schedules and Statements shall not be construed as an admission that such property rights have not been abandoned, terminated, assigned, expired by their terms or otherwise transferred pursuant to a sale, acquisition or other transaction.

In addition, although the Debtors have made diligent efforts to attribute property to each applicable Debtor, it is possible that property attributed to a particular Debtor may, in fact, be owned by another. Accordingly, the Debtors reserve all of their rights with respect to the legal status of any and all such property rights.

5. **Personal Property – Leased.** In the ordinary course of their businesses, the Debtors may lease furniture, fixtures and equipment from certain third-party lessors for use in the daily operation of their business. Nothing in the Schedules and Statements is or shall be construed as an admission regarding any determination as to the legal status of any lease (including whether any lease is a true lease or a financing arrangement), and the Debtors reserve all of their rights with respect to any such issue.
6. **Recharacterization.** Notwithstanding the Debtors' reasonable best efforts to properly characterize, classify, categorize or designate certain claims, assets, executory contracts, unexpired leases and other items reported in the Schedules and Statements, the Debtors may nevertheless have improperly characterized, classified, categorized, designated or omitted certain items. Accordingly, the Debtors reserve all of their rights to recharacterize, reclassify, recategorize, redesignate, add or delete items reported in the Schedules and Statements at a later time as is necessary and appropriate, as additional information becomes available. Disclosure of information in one or more Schedules, one or more Statements, or one or more exhibits or attachments to the Schedules or Statements, even if incorrectly placed, shall be deemed to be disclosed in the correct Schedules, Statements, exhibits, or attachments.
7. **Liabilities.** The Debtors allocated liabilities between the prepetition and postpetition periods based on the information and research conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between the prepetition and postpetition periods may change. Accordingly, the Debtors reserve all of their rights to amend, supplement, or otherwise modify the Schedules and Statements as is necessary and appropriate.

Although there are multiple lenders under the Debtors' prepetition debt facilities, only the administrative agents have been listed on Schedules.

The liabilities listed on the Schedules do not reflect any analysis of claims under Bankruptcy Code Section 503(b)(9). Accordingly, the Debtors reserve all of their rights to dispute or challenge the validity of any asserted claims under Section 503(b)(9) or the characterization of the structure of any such transaction or any document or instrument related to any creditor's claim.

8. **Excluded Assets and Liabilities.** The Debtors have excluded rejection damage claims of counterparties to executory contracts, if any, and unexpired leases that may or may not be rejected, to the extent such damage claims exist. In addition, certain immaterial assets and liabilities may have been excluded.

The Bankruptcy Court has authorized (but not directed) the Debtors to pay, in their discretion, certain outstanding claims on a postpetition basis. Prepetition liabilities that have been paid postpetition via this authorization are not included in the Schedules. Please see the notes to Schedule E/F for additional information.

9. **Insiders.** For purposes of the Schedules and Statements, the Debtors define “insiders” to include the following: (a) directors; (b) senior officers; (c) relatives of Debtors’ directors and senior officers; (d) non-Debtor shareholders that hold in excess of 5% of the voting shares of any of the Debtors; and (e) non-Debtor shareholders that hold in excess of 5% of the voting shares of any of the Debtors to the extent they are controlled by director or senior officer.

Persons listed as “insiders” have been included for informational purposes only. The Debtors do not take any position with respect to: (a) such person’s influence over the control of the Debtors; (b) the management responsibilities or functions of such individual; (c) the decision-making or corporate authority of such individual; or (d) whether such individual could successfully argue that he or she is not an “insider” under applicable law, including the federal securities laws, or with respect to any theories of liability or for any other purpose.

10. **Intellectual Property Rights.** Exclusion of certain intellectual property shall not be construed as an admission that such intellectual property rights have been abandoned, terminated, assigned, expired by their terms, or otherwise transferred pursuant to a sale, acquisition, or other transaction.
11. **Executory Contracts.** Although the Debtors made diligent attempts to attribute an executory contract to its rightful Debtor, in certain instances, the Debtors may have inadvertently failed to do so due to the complexity and size of the Debtors’ businesses. Accordingly, the Debtors reserve all of their rights with respect to the named parties of any and all executory contracts, including the right to amend Schedule G.
12. **Classifications.** Listing (i) a claim on (a) Schedule D as “secured,” (b) Schedule E as “priority,” or (c) Schedule F as “unsecured” or (ii) a contract or lease on Schedule G as “executory” or “unexpired,” does not constitute an admission by the Debtors of the legal rights of the potential claimant or a waiver of the Debtors’ rights to object to, challenge the validity of, recharacterize, or reclassify such claims or contracts or to setoff of such claims.
13. **Claims Description.** Schedules D, E, and F permit each of the Debtors to designate a claim as “contingent,” “unliquidated,” and/or “disputed.” Any failure to designate a claim on a given Debtor’s Schedules as “contingent,” “unliquidated,” and/or “disputed” does not constitute an admission by that Debtor that such amount is not “contingent,” “unliquidated,” and/or “disputed,” or that such claim is not subject to objection. The Debtors reserve all of their rights to dispute, or assert offsets or defenses to, any claim reflected on their respective Schedules and Statements on any grounds, including liability or classification. Additionally, the Debtors expressly reserve all of their rights to subsequently designate such claims as “contingent,” “unliquidated,” and/or “disputed.” Moreover, listing a claim does not constitute an admission of liability by the Debtors.
14. **Causes of Action.** Despite reasonable efforts, the Debtors may not have identified and/or set forth all of their existing or potential causes of action against third parties as assets in their Schedules and Statements. The Debtors reserve all of their rights with

respect to any causes of action against third parties and nothing in the Schedules and Statements shall be deemed a waiver of any such causes of action.

15. **Summary of Significant Reporting Policies.** The following is a summary of significant reporting policies:
 - a. **Unknown Amounts.** The description of an amount as “unknown” or “undetermined” is not intended to reflect upon the materiality of such amount.
 - b. **Totals.** All totals that are included in the Schedules and Statements represent totals of all known amounts. To the extent there are unknown or undetermined amounts, the actual total may be different than the listed total.
 - c. **Paid Claims.** The Debtors have authority to pay certain outstanding prepetition liabilities pursuant to various Bankruptcy Court orders. Accordingly, certain outstanding liabilities may have been reduced or eliminated by postpetition payments made on account of prepetition liabilities and, to the extent that any such payments were made prior to the filing of the Schedules and Statements, the Debtors have used their best efforts to reflect any resultant reduction in liabilities in the Schedules. To the extent any resultant reductions in liabilities are not reflected in the Schedules, the Debtors reserve all of their rights to amend or supplement the Schedules or take other action as is necessary and appropriate to avoid over-payment of or duplicate payments for any such liabilities.
 - d. **Liens.** Property and equipment listed in the Schedules are presented without consideration of any liens that may attach (or have attached) to such property and equipment.
16. **Currency.** Unless otherwise indicated, all amounts are reflected in U.S. dollars.
17. **Intercompany Payables and Receivables.** Intercompany payables and receivables between the Debtors are set forth on Schedule E/F or Schedule A/B, as applicable. The listing by the Debtors of any account between a Debtor and another Debtor is a statement of what appears in a particular Debtor’s books and records and does not reflect any admission or conclusion of the Debtors regarding the allowance, classification, characterization, validity, or priority of such account. The Debtors take no position in these Schedules and Statements as to whether such accounts would be allowed as a claim, an interest, or not allowed at all. The Debtors and all parties in interest reserve all rights with respect to such accounts.
18. **Setoffs.** The Debtors incur certain offsets and other similar rights in the ordinary course of business. Offsets in the ordinary course can result from various items, including, without limitation, intercompany transactions, pricing discrepancies, overpayments, returns, warranties, and other disputes between the Debtors and their suppliers and vendors. These offsets and other similar rights are consistent with the ordinary course of business in the Debtors’ industry and are not tracked separately. Therefore, although such offsets and other similar rights may have been accounted for when certain amounts were included in

the Schedules, offsets are not independently accounted for, and as such, are excluded from the Schedules.

19. **Confidentiality**. In certain instances, the sensitivity of certain information may require its omission from the Schedules and Statements. To the extent possible, the alterations, redactions, consolidations, and omissions have been limited to the extent determined by the Debtors to be necessary or appropriate to protect the Debtors or third parties while also providing interested parties with sufficient information in response to the Schedules and Statements. The Debtors have not included home addresses of current and former employees or directors in the Schedules and Statements. The Debtors will mail any required notice or other documents to the address listed in their books and records for such individuals.
20. **Global Notes Control**. In the event that the Schedules and Statements conflict with the foregoing Global Notes, the Global Notes shall control.

Specific Disclosures with Respect to the Debtors' Schedules

Schedules Summary. Except as otherwise noted, the asset information provided herein represents the Debtors' data regarding their assets as of May 9, 2016, and the liability information provided herein represents the Debtors' data regarding their liabilities as of the close of business on the Petition Date, excluding prepetition amounts which have been paid since the Petition Date.

For financial reporting purposes, the Debtors ordinarily prepare consolidated financial statements. Unlike the consolidated financial statements, the Schedules reflect the assets and liabilities of each Debtor on a nonconsolidated basis, except where otherwise indicated. Accordingly, the totals listed in the Schedules may differ, at times materially, from the consolidated financial reports prepared by the Debtors for financial reporting purposes or otherwise.

The Schedules do not purport to represent financial statements prepared in accordance with GAAP, nor are they intended to be fully reconciled with the financial statements of each Debtor. Additionally, the Schedules contain unaudited information that is subject to further review and potential adjustment, and reflect the Debtors' reasonable best efforts to report the assets and liabilities of each Debtor on an unconsolidated basis. Moreover, given, among other things, the uncertainty surrounding the collection and ownership of certain assets and the valuation and nature of certain liabilities, to the extent that a Debtor shows more assets than liabilities, this is not an admission that the Debtor was solvent as of the Petition Date or at any time before the Petition Date. Likewise, to the extent a Debtor shows more liabilities than assets, this is not an admission that the Debtor was insolvent as of the Petition Date or at any time before the Petition Date.

Schedule A/B2. All of the Debtors' cash on hand, other than cash on hand held in the Debtors' accounts noted on Schedule A/B2, is reported on Schedule A/B1 for Debtor Chaparral Energy, L.L.C.

Schedule A/B3. The balances of the financial accounts listed on Schedule A/B2 are as of May 9, 2016.

Schedule A/B11. The Debtors' reported accounts receivable includes amounts that may be uncollectible. The Debtors are unable to determine with complete certainty what amounts will actually be collected.

Schedule A/B15. In each case, the value of each Debtor's ownership interests in subsidiaries has been listed as undetermined on account of the fact that the fair market value of such ownership interest is dependent on numerous variables and factors and may differ significantly from net book value.

Schedule A/B39 – A/B41. For purposes of Schedules A/B39 – A/B41, the value of certain assets may be included in a group of assets.

Schedule A/B55. Schedule A/B55 lists the value of the Debtors' interest in real property as unknown because the fair market value of such interest is dependent on numerous variables and factors and may differ significantly from net book value. Certain of the instruments reflected on Schedule A/B55 may contain renewal options, guarantees of payment, options to purchase, rights

of first refusal, rights to lease additional lands, and other miscellaneous rights. Such rights, powers, duties, and obligations are not separately set forth on Schedule A/B55. The Debtors hereby reserve the right to assert that any instrument listed on Schedule A/B55 is an executory contract or unexpired lease within the meaning of section 365 of the Bankruptcy Code. The Debtors reserve all of their rights, claims and causes of action with respect to claims associated with any contracts and agreements listed on Schedule A/B55, including their right to dispute or challenge the characterization or the structure of any transaction, document, or instrument (including any intercompany agreement).

Schedule A/B62. It would be unduly burdensome and administratively inefficient for the Debtors to obtain current market valuations of their licenses and other general intangibles. Accordingly, Schedule A/B62 lists the value of such licenses and intangibles as unknown.

Schedule A/B72. In certain instances, the Debtors have submitted tax returns that are currently pending in which the Debtors believe they are entitled to a tax refund. Additionally, the Debtors have recorded certain federal and state net operating losses, the application of which could potentially be challenged at a later date. As such, the value of the Debtors' interest in tax refunds and federal and state net operating losses are currently unknown, as the applicable taxing authorities may dispute the Debtors' tax returns or application of net operating losses or reach a settlement on the exact amount of either of the foregoing.

Schedule A/B73. Where multiple Debtors are covered by the same insurance policy, the insurance policy is listed on Schedule A/B73 only for the Debtor that is a signatory to the particular policy.

Schedule A/B75. In the ordinary course of their businesses, the Debtors may have accrued, or may subsequently accrue, certain rights to causes of action, counterclaims, setoffs, or refunds with their contract counterparties, suppliers or vendors or potential warranty claims against their suppliers or vendors. As of the Petition Date, either no such rights were known to the Debtors or, if known, such rights were not quantifiable. Accordingly, no such rights have been reported on Schedule A/B75. The Debtors reserve all of their rights with respect to such potential causes of action, counterclaims, setoffs, refunds and claims, including the right to amend Schedule A/B75.

Schedule A/B77. In addition to other assets included, although they have no book value, the Debtors maintain and consider geological, seismic and land maps, charts, data and other working documents part of Debtors' intellectual property.

Schedule D. The claims listed on Schedule D arose or were incurred on various dates, and for the Debtors to determine the date upon which each claim arose or was incurred would be unduly burdensome and cost prohibitive. Accordingly, Schedule D does not list such date for each claim. All claims listed on Schedule D, however, appear to have arisen or have been incurred before the Petition Date.

Except as otherwise agreed pursuant to a stipulation or order entered by the Bankruptcy Court, the Debtors reserve their rights to dispute or challenge the validity, perfection, or immunity from avoidance of any lien purported to be granted or perfected in any specific asset of a secured creditor listed on Schedule D of any Debtor. Moreover, although the Debtors have scheduled claims of various creditors as secured claims, the Debtors reserve all of their rights to dispute or challenge

the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor's claim. The descriptions provided in Schedule D are solely intended to be a summary – and not an admission – of liability.

Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent, and priority of liens. Nothing in the Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements. Except as specifically stated herein, real property lessors, utility companies, and other parties that may hold security deposits have not been listed on Schedule D. The Debtors reserve all of their rights to amend Schedule D to the extent that the Debtors determine that any claims associated with such agreements should be reported on Schedule D. Nothing herein shall be construed as an admission by the Debtors of the legal rights of the claimant or a waiver of the Debtors' rights to recharacterize or reclassify such claim.

Moreover, the Debtors have not included on Schedule D parties that may believe their claims are secured through setoff rights or inchoate statutory lien rights. Where an administrative agent or trustee serves with respect to any prepetition secured debt, only the administrative agent or trustee, as applicable, is listed as the creditor on Schedule D and not any other party that may hold a portion of the debt.

The claim amounts listed reflect approximate amounts as of the Petition Date. It would be administratively inefficient and unduly burdensome for the Debtors to determine the amounts of various UCC lien claims. Therefore, the amounts of such claims are reported as unknown.

In addition, the Debtors have received authority by order of the Bankruptcy Court to pay certain taxes, including but not limited to sales, use, franchise, income, and payroll taxes. The Debtors believe that certain claims on account of such taxes have been or will be satisfied, subject to the cap set forth by order of the Bankruptcy Court. Out of an abundance of caution, however, the Debtors have included such amounts on Schedule E/F even where all or part of such claim may be secured.

Schedule E/F. The Bankruptcy Court has authorized the Debtors, in their discretion, to pay certain liabilities that may be entitled to priority under the applicable provisions of the Bankruptcy Code. For example, on June 7, 2016, the Bankruptcy Court entered the *Final Order (I) Authorizing Payment of Certain Prepetition Workforce Obligations, Including Compensation, Benefits, Expense Reimbursements, and Related Obligations, (II) Confirming Right to Continue Workforce Programs on Postpetition Basis, (III) Authorizing Payment of Withholding and Payroll-Related Taxes, (IV) Authorizing Payment of Prepetition Claims Owing to Administrators of, or Third Party Providers Under, Workforce Programs, and (V) Directing Banks to Honor Prepetition Checks and Fund Transfers for Authorized Payments* [Docket No. 163] (the “**Workforce Obligations Order**”), authorizing the Debtors to pay or honor certain prepetition obligations with respect to employee wages, salaries and other compensation, accrued and unpaid paid time off (“**PTO**”) liability, reimbursable employee expenses and similar benefits. As a result of the Workforce Obligations Order, the Debtors believe that any employee claims for prepetition amounts related to ongoing payroll and benefits, whether allowable as a priority or nonpriority claim, have been or will be satisfied. Out of an abundance of caution, the Debtors have listed the accrued claims of each employee as of June 30, 2016. The names and addresses of such employees have been redacted

for the purposes of keeping their personal information confidential. While all employee claims have been listed as unsecured, all or a portion of such claims may be entitled to priority treatment.

The Bankruptcy Court has also authorized the Debtors to pay, in their discretion, certain outstanding claims on a postpetition basis. Each Debtor's Schedule E/F may reflect its payment of certain Claims pursuant to these first day orders, and, to the extent an unsecured Claim has been paid or may be paid it is possible such Claim is not included on Schedule E/F. Certain Debtors may pay additional Claims listed on Schedule F during these Chapter 11 Cases pursuant to these and other orders of the Bankruptcy Court and reserve all of their rights to amend or supplement Schedule E/F or take other action as is necessary or appropriate to avoid over-payment of, or duplicate payments for, any such liabilities.

In addition, the Debtors have received authority by order of the Bankruptcy Court to pay certain taxes, including but not limited to sales, use, franchise, income, and payroll taxes. The Debtors believe that certain claims on account of such taxes have been or will be satisfied, subject to the cap set forth by order of the Bankruptcy Court. Out of an abundance of caution, however, the Debtors have included such amounts on Schedule E/F and listed all applicable taxing authorities in the jurisdiction in which they operate even where the Debtors do not believe that such taxing authority currently has a claim.

The Debtors have used their best reasonable efforts to report all prepetition general unsecured claims against the Debtors on Schedule E/F based upon the Debtors' existing books and records as of May 31, 2016, except as otherwise noted herein. The claims of individual creditors for, among other things, various services may not reflect credits or allowances due from such creditors to the applicable Debtor. Schedule E/F may not reflect any payments actually made by the Debtors on May 9, 2016 prior to the filing of the Debtors' voluntary petitions for relief under the Bankruptcy Code. Schedule E/F may not reflect invoices received by the Debtors after May 31, 2016 on account of prepetition goods and services. The Debtors reserve all of their rights with respect to any credits and allowances, including the right to assert objections and/or setoffs with respect to same.

The Claims listed on Schedule E/F arose or were incurred on various dates. In certain instances, the date on which a Claim arose, including whether such claim arose on May 9, 2016 before or after the Debtors initiated these Chapter 11 Cases, is an open issue of fact. Although reasonable efforts have been made to identify the date of incurrence of each Claim, determining the date upon which each Claim in Schedule E/F was incurred or arose would be unduly burdensome and cost prohibitive and, therefore, the Debtors do not list a date for each Claim listed on Schedule E/F.

Schedule E/F does not include certain deferred charges, deferred liabilities, accruals, or general reserves. For example, the Debtors accrue certain asset retirement obligations relating to the plugging and abandonment of their wells. While not listed on Schedule E/F, such amounts are, reflected on the Debtors' books and records to the extent required in accordance with GAAP. Such accruals are general estimates of liabilities and do not represent specific claims as of the Petition Date.

Certain of the claims described on Schedule E/F as "litigation claims" may include potential or threatened legal disputes that are not formally recognized by an administrative, judicial, or other

adjudicative forum due to certain procedural conditions that counterparties have yet to satisfy. Any information contained in Schedule E/F with respect to such potential litigation shall not be a binding representation of the Debtors' liabilities with respect to any of the potential suits and proceedings included therein.

Schedule E/F reflects unsecured claims that a Debtor may have against another Debtor on account of intercompany transactions.

To the extent they are known, Schedule E/F reflects the prepetition amounts owing to counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid in connection with the assumption or the assumption and assignment of an executory contract or unexpired lease. Additionally, Schedule E/F does not include potential rejection damage claims, if any, of the counterparties to executory contracts and unexpired leases that may be rejected.

Schedule G. The Debtors' businesses are complex. Although the Debtors' existing books, records and financial systems have been relied upon to identify and schedule executory contracts and unexpired leases at each of the Debtors and diligent efforts have been made to ensure the accuracy of each Debtor's Schedule G, inadvertent errors, omissions, or over-inclusion may have occurred. Certain information, such as the contact information of the counterparty, may not be included where such information could not be obtained using the Debtors' reasonable efforts.

Listing a contract or lease on Schedule G does not constitute an admission by the Debtors as to the validity or enforceability of any such contract or lease, an admission that such contract is an executory contract or unexpired lease or an admission that such contract or lease was in effect on the Petition Date. The Debtors hereby reserve all of their rights to dispute the validity, status, or enforceability of any contracts, leases, or other agreements set forth on Schedule G and to amend or supplement Schedule G as necessary. Certain of the contracts and leases listed on Schedule G may contain certain renewal options, guarantees of payment, indemnifications, options to purchase, rights of first refusal, and other miscellaneous rights. Such rights, powers, duties, and obligations are not set forth separately on Schedule G.

The Debtors have been granted real property interests in certain oil & gas properties pursuant to their oil & gas leases. Such interests are reflected on Schedule A/B55, and are not separately reflected on Schedule G.

Omission of a contract or lease, including the Debtors' oil & gas leases, from Schedule G does not constitute an admission that such omitted contract or lease is not an executory contract or unexpired lease. The Debtors' rights under the Bankruptcy Code with respect to any such omitted contracts or leases are not waived by the omission and are hereby reserved in full.

Certain of the contracts and leases listed on Schedule G may consist of several parts, including purchase orders, amendments, restatements, waivers, letters, and other documents that may not be listed on Schedule G or that may be listed as a single entry. The Debtors expressly reserve their rights to challenge whether such related materials constitute an executory contract or unexpired lease, a single contract or lease, or multiple, severable, or separate contracts or leases.

The contracts and leases listed on Schedule G may have expired or may have been modified, amended or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters, memoranda, and other documents, instruments, and agreements that may not be listed therein despite the Debtors' use of reasonable efforts to identify such documents. In some cases, the same counterparty appears multiple times on Schedule G. This multiple listing is intended to reflect distinct agreements between the applicable Debtor and such counterparty, but is not a waiver of any rights or defenses of the Debtors.

The Debtors reserve all of their rights, claims, and causes of action with respect to the contracts and leases on Schedule G, including the right to dispute or challenge the characterization of the structure of any transaction or any document or instrument related to a creditor's claim.

Schedule G does not include non-disclosure agreements. The Debtors reserve all of their rights with respect to any agreements that are not included on Schedule G. Certain agreements may not have been memorialized and could be subject to dispute. Agreements that are oral in nature have not been included on Schedule G.

Although the Debtors made diligent attempts to attribute an executory contract or unexpired lease to its rightful Debtor, in certain instances, the Debtors may have inadvertently failed to do so. Accordingly, the Debtors reserve all of their rights with respect to the named parties of any and all executory contracts and unexpired leases, including the right to amend Schedule G.

Omission of a contract or lease from Schedule G does not constitute an admission that such omitted contract or lease is not an executory contract or unexpired lease. The Debtors' rights under the Bankruptcy Code with respect to any such omitted contracts or leases are not impaired by the omission.

Schedule H. The Debtors that are either the principal obligors or guarantors under the Debtors' prepetition debt facilities are listed as Co-Debtors on Schedule H. The Debtors may not have identified certain guarantees associated with the Debtors' executory contracts, unexpired leases, secured financings, debt instruments, and other such agreements. The Debtors reserve all of their rights to amend the Schedules to the extent that additional guarantees are identified or such guarantees are discovered to have expired or be unenforceable.

Where an administrative agent or trustee serves with respect to any debt as to which there are Co-Debtors, only the administrative agent or trustee, as applicable, is listed as the creditor on Schedule H and not any other parties who may hold a portion of such debt.

In the ordinary course of their businesses, the Debtors may be involved in pending or threatened litigation. These matters may involve multiple plaintiffs and defendants, some or all of whom may assert cross-claims and counterclaims against other parties. Because all such claims are contingent, disputed, or unliquidated, such claims have not been set forth individually on Schedule H. Litigation matters can be found on each Debtor's Schedule E/F and Statement 7, as applicable.

Specific Disclosures with Respect to the Debtors' Statements

Statements 1 and 2. For financial reporting purposes, the Debtors ordinarily prepare consolidated financial statements, and determine their gross revenue on a consolidated basis in the ordinary course of business. Unlike the consolidated financial statements, the Statements reflect the business and non-business revenue of each Debtor on a nonconsolidated basis, except where otherwise indicated. Accordingly, the totals listed in the Statements may differ, at times materially, from the consolidated financial reports prepared by the Debtors for financial reporting purposes or otherwise. Statements 1 and 2 reflect the Debtors' gross revenue from business and non-business revenue for fiscal years 2014 and 2015 and for the period January 1, 2016 through the Petition Date. The revenue listed for fiscal years 2014 and 2015 and for the period of January 1, 2016 through April 30, 2016 is based on the Debtors' books and records. The Debtors estimated the gross revenue from business and non-business revenue for May 1, 2016 through the Petition Date (the "***May 2016 Prepetition Period***"). It would be unduly burdensome for the Debtors to determine their exact gross revenue for the May 2016 Prepetition Period, and the Debtors do not believe such information would materially alter their response to Statement 1 and 2.

Statement 3. In Statement 3, disbursements made on account of multiple invoices may be reflected as a single payment.

As described more fully in the *Motion of Debtors for Order Under 11 U.S.C. §§ 105(a), 345, 363, and 364, Fed. R. Bankr. P. 6003 and Del. Bankr. L.R. 2015-2 (I) Authorizing Continued Use of Existing Cash Management System, Including Maintenance of Existing Bank Accounts, Checks, and Business Forms, (II) Authorizing Continuation of Existing Deposit Practices, (III) Authorizing Continuation of Intercompany Transactions, and (IV) Granting Superpriority Status to Postpetition Intercompany Claims* [Docket No. 10] (the "***Cash Management Motion***"), all disbursements listed in Statement 3 are made through the Debtors' cash management system. Debtor Chaparral Energy, L.L.C. is the Debtors' main operating entity, and the majority of the revenues received and disbursements paid by the Debtors flow through bank accounts held in the name of Chaparral Energy, L.L.C. It would be unduly burdensome and administratively inefficient to attribute specific receipts or payments made (or portions of receipts or payments) to individual Debtors. Therefore, Debtors have reflected such receipts and payments on Statement 3 of Chaparral Energy, L.L.C.

Statement 3 may include remittances to counterparties to the Debtors' oil and gas leases on account of such owners' share of revenue from the producing wells located on the respective property or lands pooled therewith pursuant to the terms of their oil and gas lease. The response may also include remittances of overriding royalties to the owners of those interests as well as the holders of nonparticipating royalty interests pursuant to applicable agreements. In addition, the Debtors are obligated under various agreements to market the oil and gas production of certain owners of working interests to potential purchasers and remit the amounts due to the appropriate parties. The foregoing amounts may be included in Statement 3.

Statements 4 & 30. Stock awards and certain benefits and bonuses that are paid in stock are denoted in the amounts of their tax value upon the date of vesting. Certain of the stock awards listed in Statements 4 and 30 were issued prior to the one-year look-back period, but did not vest until the one-year look-back period, and therefore are reflected in Statements 4 and 30. Other stock

awards were issued in 2015 or 2016 (during the look-back period) and do not vest until 2017 or later and are therefore not reflected in Statements 4 and 30. Certain additional employees received stock awards during the one-year look-back period that do not vest until 2017 or later and are therefore not reflected in Statements 4 and 30. In addition, the Debtors have not included amounts paid or reimbursed with respect to health benefits.

Directors and officers listed as transferees in Statement 4 and 30 for Chaparral Energy, Inc. may be (i) directors or officers of one or more Debtors or (ii) former directors or officers no longer employed by the Debtors.

Statement 10. The Debtors incur certain immaterial losses in the ordinary course of business, such as through damage to company cars involved in car accidents. Such amounts are not listed in the Statements.

Statement 11. Disbursements listed in Statement 11 were initiated and disbursed by Chaparral Energy, L.L.C., but were for the benefit of all Debtors.

Statement 21. The Debtors are obligated, pursuant to their oil and gas leases and other agreements, to remit to counterparties to the oil and gas leases, and potential other parties, their respective shares of revenue from the producing wells located on such parties' respective properties. In addition, overriding royalties must be remitted to the owners of those interests, and the holders of nonexecutive mineral interests, as well as the holders of nonparticipating royalty interests, must receive the proceeds due to them pursuant to the applicable agreements. Pursuant to the *Final Order Authorizing Payment of (I) Royalty Payments, (II) Working Interest Disbursements and (III) Lease Obligations in the Ordinary Course of Business* [Docket No. 158], the Debtors are, among other things, authorized but not directed to pay claims on account of the foregoing.

In addition, the Debtors are obligated under various agreements to market the oil and gas production of certain owners of working interests to potential purchasers and remit the amounts due to the appropriate parties. The Debtors are authorized, but not directed, to pay the foregoing amounts under the *Final Order Under 11 U.S.C. §§ 105(a), 363(b), 506(b), 1107(a), and 1108 and Fed. R. Bankr. P. 6003 Authorizing Payment of Certain (I) Operating Expenditures, (II) Joint Interest Billings, and (III) Shippers, Warehousemen and Mechanics Liens* [Docket No. 160] and such amounts are not included in Statement 21.

The Debtors believe (i) that amounts held by the Debtors for payment to royalty or working interest holders as described in the foregoing paragraphs are not property of the Debtors, (ii) such amounts change over time, and (iii) the Debtors will continue to pay all such amounts as they come due. It would, therefore, be unduly burdensome and likely result in listing claims that have already been or will soon be paid if the Debtors were to list out all such amounts. Accordingly, the Debtors have not listed such claims on Statement 21.

Statement 22. The Debtors have listed all environmental events for which a regulatory agency provided any of the Debtors a formal notice of violation, notice of enforcement, warning, compliance order, notice of potential penalty, etc. Except for those few events identified with a "Pending" status, each of these events is considered closed and no further action has been taken

by the regulatory agency. Despite the “Pending” status, is the Debtors are in compliance with the requirements for the applicable Notice of Violation or Compliance Order.

Statements 23 & 24. The Debtors have listed all agency reportable releases from the Debtors’ facilities and operations and/or other environmental events self-reported by the Debtors and for which the regulatory agency provided notice that a Debtor was the responsible party. Except for those few events identified with an “Open” status, each of these releases and/or events is considered closed and no further action has been taken by the regulatory agency.

Fill in this information to identify the case:

Debtor Name: In re : CEI Pipeline, L.L.C.
 United States Bankruptcy Court for the: District Of Delaware
 Case number (if known): 16-11148 (LSS)

Check if this is an amended filing

Official Form 206Sum

Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)

1a. **Real property:**

Copy line 88 from *Schedule A/B*

\$ 1,366.82

1b. **Total personal property:**

Copy line 91A from *Schedule A/B*

\$ 166,778.42

1c. **Total of all property:**

Copy line 92 from *Schedule A/B*

\$ 168,145.24

Part 2: Summary of Liabilities

2. *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)

Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*

\$ 0.00

3. *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)

3a. **Total claim amounts of priority unsecured claims:**

Copy the total claims from Part 1 from line 5a of *Schedule E/F*

\$ 0.00

3b. **Total amount of claims of nonpriority amount of unsecured claims:**

Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*

+ \$ 1,819,423,092.04

4. **Total liabilities**

Lines 2 + 3a + 3b

\$ 1,819,423,092.04

Fill in this information to identify the case:

Debtor Name: In re : CEI Pipeline, L.L.C.
 United States Bankruptcy Court for the: District Of Delaware
 Case number (if known): 16-11148 (LSS)

Check if this is an amended filing

Official Form 206A/B

Schedule A/B: Assets - Real and Personal Property

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on Schedule G: *Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents

1. Does the debtor have any cash or cash equivalents?

- No. Go to Part 2.
- Yes. Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

2. Cash on hand

2.1 None \$ _____

3. Checking, savings, money market, or financial brokerage accounts (Identify all)

Name of institution (bank or brokerage firm)	Type of account	Last 4 digits of account number	
JP Morgan Chase Bank PO Box 659754			
3.1 San Antonio, TX 78265-9754	Checking	6750	\$ 31,809.42

4. Other cash equivalents (Identify all)

4.1 None \$ _____

5. Total of Part 1

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$ 31,809.42

Debtor: CEI Pipeline, L.L.C.
Name

Case number (if known): 16-11148

Part 2: Deposits and prepayments

6. Does the debtor have any deposits or prepayments?

- No. Go to Part 3.
- Yes. Fill in the information below.

Current value of debtor's interest

7. Deposits, including security deposits and utility deposits

Description, including name of holder of deposit

\$ _____

8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent

Description, including name of holder of prepayment

\$ _____

9. Total of Part 2

Add lines 7 through 8. Copy the total to line 81.

\$ 0.00

Debtor: CEI Pipeline, L.L.C.
Name

Case number (if known): 16-11148

Part 3: Accounts receivable

10. Does the debtor have any accounts receivable?

- No. Go to Part 4.
- Yes. Fill in the information below.

Current value of debtor's interest

11. Accounts receivable

	Description	face amount	doubtful or uncollectible accounts		
11a. 90 days old or less:	Accounts Receivable	\$35,000.00	- \$	=..... →	\$ 35,000.00
11b. Over 90 days old:	None	\$	- \$	=..... →	\$

12. Total of Part 3

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$ 35,000.00

Debtor: CEI Pipeline, L.L.C.
Name

Case number (if known): 16-11148

Part 4: Investments

13. Does the debtor own any investments?

- No. Go to Part 5.
- Yes. Fill in the information below.

Valuation method used for current value

Current value of debtor's interest

14. Mutual funds or publicly traded stocks not included in Part 1

Name of fund or stock:

_____ \$ _____

15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture

Name of entity: _____ % of ownership: _____

_____ % _____ \$ _____

16. Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1

Describe:

_____ \$ _____

17. Total of Part 4

Add lines 14 through 16. Copy the total to line 83.

\$ 0.00

Debtor: CEI Pipeline, L.L.C.
Name _____

Case number (if known): 16-11148

Part 5: Inventory, excluding agriculture assets

18. Does the debtor own any inventory (excluding agriculture assets)?

- No. Go to Part 6.
- Yes. Fill in the information below.

General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19. Raw materials		\$ _____		\$ _____
20. Work in progress		\$ _____		\$ _____
21. Finished goods, including goods held for resale		\$ _____		\$ _____
22. Other inventory or supplies		\$ _____		\$ _____

23. Total of Part 5

Add lines 19 through 22. Copy the total to line 84.

\$ 0.00

24. Is any of the property listed in Part 5 perishable?

- No
- Yes

25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?

- No
- Yes. Description _____ Book value \$ _____ Valuation method _____ Current value \$ _____

26. Has any of the property listed in Part 5 been appraised by a professional within the last year?

- No
- Yes

Debtor: CEI Pipeline, L.L.C.
Name _____

Case number (if known): 16-11148

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- No. Go to Part 7.
- Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
28. Crops—either planted or harvested	\$ _____	_____	\$ _____
29. Farm animals <i>Examples:</i> Livestock, poultry, farm-raised fish	\$ _____	_____	\$ _____
30. Farm machinery and equipment (Other than titled motor vehicles)	\$ _____	_____	\$ _____
31. Farm and fishing supplies, chemicals, and feed	\$ _____	_____	\$ _____
32. Other farming and fishing-related property not already listed in Part 6	\$ _____	_____	\$ _____
33. Total of Part 6			\$ 0.00

Add lines 28 through 32. Copy the total to line 85.

34. Is the debtor a member of an agricultural cooperative?

- No
- Yes. Is any of the debtor's property stored at the cooperative?
 - No
 - Yes

35. Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?

- No
- Yes. Description _____ Book value \$ _____ Valuation method _____ Current value \$ _____

36. Is a depreciation schedule available for any of the property listed in Part 6?

- No
- Yes

37. Has any of the property listed in Part 6 been appraised by a professional within the last year?

- No
- Yes

Debtor: CEI Pipeline, L.L.C.
Name

Case number (if known): 16-11148

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- No. Go to Part 8.
- Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. Office furniture	\$ _____		\$ _____
40. Office fixtures	\$ _____		\$ _____
41. Office equipment, including all computer equipment and communication systems equipment and software	\$ _____		\$ _____
42. Collectibles <i>Examples:</i> Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles	\$ _____		\$ _____

43. Total of Part 7.

Add lines 39 through 42. Copy the total to line 86.

\$ 0.00

44. Is a depreciation schedule available for any of the property listed in Part 7?

- No
- Yes

45. Has any of the property listed in Part 7 been appraised by a professional within the last year?

- No
- Yes

Debtor: CEI Pipeline, L.L.C.
Name

Case number (if known): 16-11148

Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

- No. Go to Part 9.
- Yes. Fill in the information below.

General description	Net book value of debtor's interest	Valuation method used for current value	Current value of debtor's interest
Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	(Where available)		

47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles

47.1 None \$ _____ \$ _____

48. Watercraft, trailers, motors, and related accessories Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels

48.1 None \$ _____ \$ _____

49. Aircraft and accessories

49.1 None \$ _____ \$ _____

50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)

50.1 Levelland NG Pipeline, located in Leveland, TX	\$ 0.00	Net Book Value	\$ 0.00
50.2 Chain Link Fence, located in Leveland, TX	\$ 0.00	Net Book Value	\$ 0.00
50.3 Right of way and damages, located in Leveland, TX	\$ 0.00	Net Book Value	\$ 0.00

51. Total of Part 8.

Add lines 47 through 50. Copy the total to line 87.

\$ 0.00

52. Is a depreciation schedule available for any of the property listed in Part 8?

- No
- Yes

53. Has any of the property listed in Part 8 been appraised by a professional within the last year?

- No
- Yes

Debtor: CEI Pipeline, L.L.C.
Name

Case number (if known): 16-11148

Part 9: Real property

54. Does the debtor own or lease any real property?

- No. Go to Part 10.
- Yes. Fill in the information below.

55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
55.1 Completion Cost		\$ 1,366.82	Net Book Value	\$ 1,366.82

56. Total of Part 9.

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88.

\$ 1,366.82

57. Is a depreciation schedule available for any of the property listed in Part 9?

- No
- Yes

58. Has any of the property listed in Part 9 been appraised by a professional within the last year?

- No
- Yes

Debtor: CEI Pipeline, L.L.C.
Name

Case number (if known): 16-11148

Part 10: Intangibles and intellectual property

59. Does the debtor have any interests in intangibles or intellectual property?

- No. Go to Part 11.
- Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. Patents, copyrights, trademarks, and trade secrets	\$ _____		\$ _____
61. Internet domain names and websites	\$ _____		\$ _____
62. Licenses, franchises, and royalties	\$ _____		\$ _____
63. Customer lists, mailing lists, or other compilations	\$ _____		\$ _____
64. Other intangibles, or intellectual property	\$ _____		\$ _____
65. Goodwill	\$ _____		\$ _____

66. Total of Part 10.

Add lines 60 through 65. Copy the total to line 89.

\$ 0.00

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?

- No
- Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

- No
- Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- No
- Yes

Debtor: CEI Pipeline, L.L.C.
Name

Case number (if known): 16-11148

Part 11: All other assets

70. **Does the debtor own any other assets that have not yet been reported on this form?**
 Include all interests in executory contracts and unexpired leases not previously reported on this form.
 No. Go to Part 12.
 Yes. Fill in the information below.

Current value of debtor's interest

71. **Notes receivable**

Description (include name of obligor)	Total face amount	doubtful or uncollectible accounts		
71.1 None	\$	-	\$	= → \$

72. **Tax refunds and unused net operating losses (NOLs)**

Description (for example, federal, state, local)	Tax year	\$
72.1 None		\$

73. **Interests in insurance policies or annuities**

73.1 None	\$
-----------	----

74. **Causes of action against third parties (whether or not a lawsuit has been filed)**

74.1 None	\$
Nature of claim	
Amount requested	\$

75. **Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims**

75.1 None	\$
Nature of claim	
Amount requested	\$

76. **Trusts, equitable or future interests in property**

76.1 None	\$
-----------	----

77. **Other property of any kind not already listed** *Examples: Season tickets, country club membership*

77.1 Intercompany Receivables	\$ 99,969.00
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78. **Total of Part 11.**

Add lines 71 through 77. Copy the total to line 90.

\$ 99,969.00

79. **Has any of the property listed in Part 11 been appraised by a professional within the last year?**

- No
 Yes

Debtor: CEI Pipeline, L.L.C.
Name

Case number (if known): 16-11148

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form.

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1.</i>	\$ 31,809.42	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	\$ 0.00	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	\$ 35,000.00	
83. Investments. <i>Copy line 17, Part 4.</i>	\$ 0.00	
84. Inventory. <i>Copy line 23, Part 5.</i>	\$ 0.00	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	\$ 0.00	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	\$ 0.00	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	\$ 0.00	
88. Real property. <i>Copy line 56, Part 9</i>	→	\$ 1,366.82
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	\$ 0.00	
90. All other assets. <i>Copy line 78, Part 11.</i>	\$ 99,969.00	
91. Total. Add lines 80 through 90 for each column.91a.	\$ 166,778.42	+ 91b. \$ 1,366.82
92. Total of all property on Schedule A/B. Lines 91a + 91b = 92.		\$ 168,145.24

Fill in this information to identify the case:

Debtor Name: In re : CEI Pipeline, L.L.C.
 United States Bankruptcy Court for the: District Of Delaware
 Case number (if known): 16-11148 (LSS)

Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

Column A
Amount of claim
 Do not deduct the value of collateral.

Column B
Value of collateral that supports this claim

<p>2.1 Creditor's name</p> <p>_____ Creditor's Name</p> <p>Creditor's mailing address</p> <p>_____ Notice Name</p> <p>_____ Street</p> <p>_____ City State ZIP Code</p> <p>_____ Country</p> <p>Creditor's email address, if known</p> <p>_____</p> <p>Date debt was incurred</p> <p>_____</p> <p>Last 4 digits of account number</p> <p>_____</p> <p>Do multiple creditors have an interest in the same property?</p> <p><input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. Have you already specified the relative priority?</p> <p style="margin-left: 20px;"><input type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority.</p> <p>_____</p> <p><input type="checkbox"/> Yes. The relative priority of creditors is specified on lines</p> <p>_____</p>	<p>Describe debtor's property that is subject to a lien</p> <p>_____ \$ _____ \$ _____</p> <p>Describe the lien</p> <p>_____</p> <p>_____</p> <p>Is the creditor an insider or related party?</p> <p><input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes</p> <p>Is anyone else liable on this claim?</p> <p><input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors(Official Form 206H)</i>.</p> <p>As of the petition filing date, the claim is: Check all that apply.</p> <p><input type="checkbox"/> Contingent</p> <p><input type="checkbox"/> Unliquidated</p> <p><input type="checkbox"/> Disputed</p>
---	---

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any. \$ 0.00

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address	On which line in Part 1 did you enter the related creditor?	Last 4 digits of account number for this entity
Name _____	Line _____	_____
Notice Name _____		
Street _____		

City _____ State _____ ZIP Code _____		
Country _____		

Fill in this information to identify the case:

Debtor Name: In re : CEI Pipeline, L.L.C.
 United States Bankruptcy Court for the: District Of Delaware
 Case number (if known): 16-11148 (LSS)

Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on Schedule A/B: Assets - Real and Personal Property (Official Form 206A/B) and on Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

- No. Go to Part 2.
- Yes. Go to Line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

		Total claim	Priority amount
<p>2.1 Priority creditor's name and mailing address</p> <p>See Schedule EF Part 1 Attachment</p> <p>Creditor Name _____</p> <p>Creditor's Notice name _____</p> <p>Address _____</p> <p>_____</p> <p>_____</p> <p>City _____ State _____ ZIP Code _____</p> <p>Country _____</p> <p>Date or dates debt was incurred</p> <p>_____</p> <p>Last 4 digits of account number _____</p> <p>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) ()</p>	<p>As of the petition filing date, the claim is:</p> <p><i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent</p> <p><input type="checkbox"/> Unliquidated</p> <p><input type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>_____</p> <p>Is the claim subject to offset?</p> <p><input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes</p>	<p>\$ Undetermined</p>	<p>\$ Undetermined</p>

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

Amount of claim

3.1 Nonpriority creditor's name and mailing address

As of the petition filing date, the claim is:

\$ 1,819,423,092.04

See Schedule EF Part 2 Attachment

Check all that apply.

Creditor Name

Contingent

Creditor's Notice name

Unliquidated

Disputed

Address

Basis for the claim:

City

State

ZIP Code

Country

Date or dates debt was incurred

Is the claim subject to offset?

No

Last 4 digits of account

Yes

number

Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address	On which line in Part 1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
Name	Line	
Notice Name	<input type="checkbox"/> Not Listed.Explain	
Street		
City		
State		
ZIP Code		
Country		

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

	Total of claim amounts
5a. Total claims from Part 1	5a. \$ 0.00
5b. Total claims from Part 2	5b. + \$ 1,819,423,092.04
5c. Total of Parts 1 and 2 Lines 5a + 5b = 5c.	5c. \$ 1,819,423,092.04

Fill in this information to identify the case:

Debtor Name: In re : CEI Pipeline, L.L.C.
 United States Bankruptcy Court for the: District Of Delaware
 Case number (if known): 16-11148 (LSS)

Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

- No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.
- Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1 State what the contract or lease is for and the nature of the debtor's interest

See Schedule G Attachment

Name

Notice Name

State the term remaining

Address

List the contract number of any government contract

City

State

ZIP Code

Country

Fill in this information to identify the case:
Debtor Name: In re : CEI Pipeline, L.L.C.
United States Bankruptcy Court for the: District Of Delaware
Case number (if known): 16-11148 (LSS)

Check if this is an amended filing

Official Form 206H

Schedule H: Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Does the debtor have any codebtors?

- No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
- Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, **Schedules D-G**. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2.1 See Schedule H Attachment	Street		<input type="checkbox"/> D
			<input type="checkbox"/> E/F
			<input type="checkbox"/> G
	City	State	ZIP Code
	Country		

Fill in this information to identify the case:

Debtor Name: In re : CEI Pipeline, L.L.C.
United States Bankruptcy Court for the: District Of Delaware
Case number (if known): 16-11148 (LSS)

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)
Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
Schedule H: Codebtors (Official Form 206H)
Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
Amended Schedule E/F Part 1
Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
Other document that requires a declaration

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 08/09/2016 MM / DD / YYYY

/s/ Joseph Evans Signature of individual signing on behalf of debtor

Joseph Evans Printed name
Chief Financial Officer Position or relationship to debtor

In re: CEI Pipeline, L.L.C.

Case No. 16-11148

Schedule E/F, Part 1

Creditors Who Have PRIORITY Unsecured Claims

Line	Priority Creditor's Name	Address 1	City	State	Zip	Basis for claim	Contingent	Unliquidated	Disputed	Total claim	Priority amount
2.1	New Mexico Tax and Revenue Department	P.O. Box 25127	Santa Fe	NM	87504-5127	Various Taxes or Obligations		x		Undetermined	Undetermined
2.2	Oklahoma Tax Commission	P.O. Box 26850	Oklahoma City	OK	73126-0850	Various Taxes or Obligations		x		Undetermined	Undetermined
2.3	Texas Comptroller of Public Accounts	PO Box 13528	Austin	TX	78711-3528	Various Taxes or Obligations		x		Undetermined	Undetermined
2.4	Utah State Tax Commission	210 North 1950	West Salt Lake City	UT	84134-0180	Various Taxes or Obligations		x		Undetermined	Undetermined
2.5	Railroad Commission of Texas	P.O. Box 12967	Austin	TX	78711-2967	Various Taxes or Obligations		x		Undetermined	Undetermined

* Items in **BOLD** indicate revised information

In re: Chaparral Energy, Inc.
 Case No. 16-11144
 Schedule E/F, Part 2
 Creditors Who Have NONPRIORITY Unsecured Claims

Line	Nonpriority Creditor's Name	Creditor Notice Name	Address 1	Address 2	City	State	Zip	Date incurred	Account number (last 4 digits)	Basis for claim	Subject to offset (Y/N)	Contingent	Unliquidate	Disputed	Amount of claim
3.1	Other Trade Payable														\$68,366.00
3.2	JPMORGAN CHASE BANK As Administrative Agent		2200 Ross Avenue, 3rd Floor	Mail Code TX1-2911	Dallas	TX	75201	4/12/2010		As provided in the 15th Amendment to the Eighth Restated Credit Agreement Dated as of April 12, 2010	N				\$552,090,064.04
3.3	Wilmington Savings Fund Society, FSB	Attn Patrick J. Healy, VP and Director	501 Carr Road		Wilmington	DE	19809	5/2/2011		7.625% Senior Notes	N	x			\$545,403,365.00
3.4	Wilmington Savings Fund Society, FSB	Attn Patrick J. Healy, VP and Director	501 Carr Road		Wilmington	DE	19809	2/22/2011		8.25% Senior Notes	N	x			\$405,959,568.00
3.5	Wilmington Savings Fund Society, FSB	Attn Patrick J. Healy, VP and Director	501 Carr Road		Wilmington	DE	19809	9/13/2010		9.875% Senior Notes	N	x			\$315,901,729.00
TOTAL														\$1,819,423,092.04	

In re: CEI Pipeline, L.L.C.
 Case No. 16-11148
 Schedule G
 Executory Contracts and Unexpired Leases

Line	Name of other parties with whom the debtor has an executory contract or unexpired lease	Creditor Notice Name	Address 1	Address 2	Address 3	City	State	Zip	Country	State what the contract or lease is for and the nature of the debtor's interest	State the term remaining	List the contract number of any government contract
2.1	Diamond Ethanol LLC		300 N Lincoln Street			Liberal	KS	67901		Gas Transportation Agreement		
2.2	Diamond Ethanol, LLC		300 N. Lincoln Ave.			Liberal	KS	67901		Gas Transportation Agreement		
2.3	Railroad Commission of Texas		Gas Services Division	P.O. Box 12967		Austin	TX	78711-2967		Natural Gas Utility Master Electronic Filing Agreement		
2.4	US SPECIALTY INSURANCE		777 POST OAK BLVD, SUITE 330			HOUSTON	TX	77056		SURETY BONDS		

In re: CEI Pipeline, L.L.C.
Case No. 16-11148
Schedule H
Codebtors

Name of codebtor	Address 1	Address 2	City	State	Zip	Name of creditor	D	E/F	G
CEI Acquisition, L.L.C.	701 Cedar Lake Blvd		Oklahoma City	OK	73114	JPMORGAN CHASE BANK NA as Administrative Agent		3.2	
CEI Acquisition, L.L.C.	701 Cedar Lake Blvd		Oklahoma City	OK	73114	Wilmington Savings Fund Society, FSB		3.3-3.5	
Chaparral CO2, L.L.C.	701 Cedar Lake Blvd		Oklahoma City	OK	73114	JPMORGAN CHASE BANK NA as Administrative Agent		3.2	
Chaparral CO2, L.L.C.	701 Cedar Lake Blvd		Oklahoma City	OK	73114	Wilmington Savings Fund Society, FSB		3.3-3.5	
Chaparral Energy, Inc.	701 Cedar Lake Blvd		Oklahoma City	OK	73114	JPMORGAN CHASE BANK NA as Administrative Agent	2.11		
Chaparral Energy, Inc.	701 Cedar Lake Blvd		Oklahoma City	OK	73114	Wilmington Savings Fund Society, FSB		3.3-3.5	
Chaparral Energy, L.L.C.	701 Cedar Lake Blvd		Oklahoma City	OK	73114	JPMORGAN CHASE BANK NA as Administrative Agent	2.71		
Chaparral Energy, L.L.C.	701 Cedar Lake Blvd		Oklahoma City	OK	73114	Wilmington Savings Fund Society, FSB		3.487-3.489	
Chaparral Exploration, L.L.C.	701 Cedar Lake Blvd		Oklahoma City	OK	73114	JPMORGAN CHASE BANK NA as Administrative Agent		3.1	
Chaparral Exploration, L.L.C.	701 Cedar Lake Blvd		Oklahoma City	OK	73114	Wilmington Savings Fund Society, FSB		3.2-3.4	
Chaparral Real Estate, L.L.C.	701 Cedar Lake Blvd		Oklahoma City	OK	73114	JPMORGAN CHASE BANK NA as Administrative Agent		3.2	
Chaparral Real Estate, L.L.C.	701 Cedar Lake Blvd		Oklahoma City	OK	73114	Wilmington Savings Fund Society, FSB		3.3-3.5	
Chaparral Resources, L.L.C.	701 Cedar Lake Blvd		Oklahoma City	OK	73114	JPMORGAN CHASE BANK NA as Administrative Agent	2.2		
Chaparral Resources, L.L.C.	701 Cedar Lake Blvd		Oklahoma City	OK	73114	Wilmington Savings Fund Society, FSB		3.3-3.5	
Green Country Supply, Inc.	701 Cedar Lake Blvd		Oklahoma City	OK	73114	JPMORGAN CHASE BANK NA as Administrative Agent		3.1	
Green Country Supply, Inc.	701 Cedar Lake Blvd		Oklahoma City	OK	73114	Wilmington Savings Fund Society, FSB		3.2-3.4	
Roadrunner Drilling, L.L.C.	701 Cedar Lake Blvd		Oklahoma City	OK	73114	JPMORGAN CHASE BANK NA as Administrative Agent		3.2	
Roadrunner Drilling, L.L.C.	701 Cedar Lake Blvd		Oklahoma City	OK	73114	Wilmington Savings Fund Society, FSB		3.3-3.5	