

**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 STATEMENT OF FINANCIAL AFFAIRS 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 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy 04/16

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income

1. Gross revenue from business

None

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year	Sources of revenue Check all that apply	Gross revenue (before deductions and exclusions)
From the beginning of the fiscal year to filing date: From <u>01/01/2016</u> to <u>Filing date</u> <small>MM / DD / YYYY</small>	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other _____	\$ <u>175,000.00</u>
For prior year: From <u>01/01/2015</u> to <u>12/31/2015</u> <small>MM / DD / YYYY</small>	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other _____	\$ <u>420,000.00</u>
For the year before that: From <u>01/01/2014</u> to <u>12/31/2014</u> <small>MM / DD / YYYY</small>	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other _____	\$ <u>420,000.00</u>

Debtor: CEI Pipeline, L.L.C.

Case number (if known): 16-11148

Name _____

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. Non-business income may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

None

		Description of sources of revenue	Gross revenue from each source (before deductions and exclusions)
From the beginning of the fiscal year to filing date:	From _____ to Filing date MM / DD / YYYY	_____	\$ _____
For prior year:	From _____ to _____ MM / DD / YYYY MM / DD / YYYY	_____	\$ _____
For the year before that:	From _____ to _____ MM / DD / YYYY MM / DD / YYYY	_____	\$ _____

Debtor: CEI Pipeline, L.L.C.

Case number (if known): 16-11148

Name

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers-including expense reimbursements-to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

None

	Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer Check all that apply
3.1	Chaparral Energy LLC <small>Creditor's Name</small> 701 Cedar Lake Blvd <small>Street</small> Oklahoma City OK 73114 <small>City State ZIP Code</small> _____ <small>Country</small>	3/4/16	\$ 60,000.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other <u>Central Cash Management</u>
3.2	Chaparral Energy LLC <small>Creditor's Name</small> 701 Cedar Lake Blvd <small>Street</small> Oklahoma City OK 73114 <small>City State ZIP Code</small> _____ <small>Country</small>	5/9/16	\$ 65,000.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other <u>Central Cash Management</u>

Debtor: CEI Pipeline, L.L.C.

Case number (if known): 16-11148

Name

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. Insiders include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

None

Insider's Name and Address	Dates	Total amount or value	Reason for payment or transfer
4.1		\$ _____	
Insider's Name _____			
Street _____			

City _____ State _____ ZIP Code _____			
Country _____			
Relationship to Debtor _____			

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

None

Creditor's Name and Address	Description of the Property	Date	Value of property
5.1			\$ _____
Creditor's Name _____			
Street _____			

City _____ State _____ ZIP Code _____			
Country _____			

Debtor: CEI Pipeline, L.L.C.

Case number (if known): 16-11148

Name

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

None

Creditor's Name and Address	Description of the action creditor took	Date action was taken	Amount
6.1 Creditor's Name _____ _____ Street _____ _____ City _____ State _____ ZIP Code _____ Country _____	Last 4 digits of account number: XXXX- _____	_____	\$ _____

Debtor: CEI Pipeline, L.L.C.

Case number (if known): 16-11148

Name

Part 3: Legal Actions or Assignments

7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

None

Case title	Nature of case	Court or agency's name and address	Status of case
7.1		Name	<input type="checkbox"/> Pending
		Street	<input type="checkbox"/> On appeal
		City State ZIP Code	<input type="checkbox"/> Concluded
		Country	

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

None

Custodian's name and address	Description of the Property	Value
8.1		\$
Custodian's name	Case title	Court name and address
Street	Case number	Name
City State ZIP Code	Date of order or assignment	Street
Country		City State ZIP Code
		Country

Debtor: CEI Pipeline, L.L.C.

Case number (if known): 16-11148

Name

Part 4: Certain Gifts and Charitable Contributions

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000

None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
9.1 _____ Creditor's Name _____ Street _____ City State ZIP Code _____ Country _____ Recipient's relationship to debtor _____			\$ _____

Debtor: CEI Pipeline, L.L.C.

Case number (if known): 16-11148

Name

Part 5: Certain Losses

10. All losses from fire, theft, or other casualty within 1 year before filing this case.

None

Description of the property lost and how the loss occurred	Amount of payments received for the loss	Date of loss	Value of property lost
	If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).		
10.1			\$

Name

Part 6: Certain Payments or Transfers

11. Payments related to bankruptcy

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

None

Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.1 _____			\$ _____
Address			
Street _____			

City	State	ZIP Code	
_____	_____	_____	
Country _____			
Email or website address			

Who made the payment, if not debtor?			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device. Do not include transfers already listed on this statement.

None

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
12.1 _____			\$ _____
Trustee			

Debtor: CEI Pipeline, L.L.C.

Case number (if known): 16-11148

Name

13. Transfers not already listed on this statement

List any transfers of money or other property - by sale, trade, or any other means - made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

None

Who received transfer?	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1			\$

Address

Street

City State ZIP Code

Country

Relationship to Debtor

Debtor: CEI Pipeline, L.L.C.

Case number (if known): 16-11148

Name

Part 7: Previous Locations

14. Previous addresses

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

Does not apply

Address			Dates of occupancy	
14.1	701 Cedar Lake Blvd Street		From 08/17/2006	To Present
	Oklahoma City City	OK State	73114 ZIP Code	
	Country			

Debtor: CEI Pipeline, L.L.C.

Case number (if known): 16-11148

Name

Part 8: Health Care Bankruptcies

15. Health Care bankruptcies

Is the debtor primarily engaged in offering services and facilities for:
 - diagnosing or treating injury, deformity, or disease, or
 - providing any surgical, psychiatric, drug treatment, or obstetric care?

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

Facility Name and Address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
---------------------------	--	---

15.1

Facility Name <hr/> Street <hr/> City State ZIP Code <hr/> Country	Location where patient records are maintained (if different from facility address). If electronic, identify any service provider. <hr/>	How are records kept? Check all that apply: <input type="checkbox"/> Electronically <input type="checkbox"/> Paper
---	---	--

Debtor: CEI Pipeline, L.L.C.

Case number (if known): 16-11148

Name _____

Part 9: Personally Identifiable Information

16. Does the debtor collect and retain personally identifiable information of customers?

- No.
- Yes. State the nature of the information collected and retained. _____
 Does the debtor have a privacy policy about that information?
 No
 Yes

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- No. Go to Part 10.
- Yes. Does the debtor serve as plan administrator?

- No. Go to Part 10.
- Yes. Fill in below:

Name of plan	Employer identification number of the plan
17.1 _____	EIN: _____

- Has the plan been terminated?
- No
 - Yes

Debtor: CEI Pipeline, L.L.C.

Case number (if known): 16-11148

Name

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units

18. Closed financial accounts

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred? Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

None

Financial institution name and address	Last 4 digits of account number	Type of account	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.1 Name Street City State ZIP Code Country	XXXX- _____	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	_____	\$ _____

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

None

Depository institution name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
19.1 Name Street City State ZIP Code Country	Address _____		<input type="checkbox"/> No <input type="checkbox"/> Yes

Debtor: CEI Pipeline, L.L.C.

Case number (if known): 16-11148

Name

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

None

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
20.1 Midcon Data Services Inc <small>Name</small> 13431 N Broadway Est <small>Street</small> Suite 115 Oklahoma City OK 73114 <small>City State ZIP Code</small> <small>Country</small>	Cheryl Claxton <small>Address</small> 701 Cedar Lake Blvd Oklahoma City, OK 73114	Financial & other data	<input type="checkbox"/> No <input checked="" type="checkbox"/> Yes

Debtor: CEI Pipeline, L.L.C.

Case number (if known): 16-11148

Name

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own

21. Property held for another

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

None

Owner's name and address	Location of the property	Description of the property	Value
21.1 Name _____ Street _____ City _____ State _____ ZIP Code _____ Country _____			\$ _____

Debtor: CEI Pipeline, L.L.C.

Case number (if known): 16-11148

Name

Part 12: Details About Environmental Information

For the purpose of Part 12, the following definitions apply:

- *Environmental law* means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- *Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- *Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

- No
 Yes. Provide details below.

Case title	Court or agency name and address	Nature of the case	Status of case
22.1	Name		<input type="checkbox"/> Pending
Case Number	Street		<input type="checkbox"/> On appeal
	City State ZIP Code		<input type="checkbox"/> Concluded
	Country		

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

- No
 Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
23.1	Name		
	Street		
	City State ZIP Code		
	Country		

24. Has the debtor notified any governmental unit of any release of hazardous material?

- No
 Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
24.1			

Debtor: CEI Pipeline, L.L.C.

Case number (if known): 16-11148

Name

Name

Name

Street

Street

City

State

ZIP Code

City

State

ZIP Code

Country

Country

Debtor: CEI Pipeline, L.L.C.

Case number (if known): 16-11148

Name

Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

None

Business name and address	Describe the nature of the business	Employer Identification number
		Do not include Social Security number or ITIN.
25.1 _____		EIN: _____
Name		
Street		Dates business existed
_____		From _____ To _____
City State ZIP Code		
Country		

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

None

Name and Address	Dates of service
26a.1 See SOFA 26a Attachment	
Name	From _____ To _____
Street	
City State ZIP Code	
Country	

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

None

Name and Address	Dates of service
26b.1 _____	
Name	From _____ To _____
Street	
City State ZIP Code	
Country	

Debtor: CEI Pipeline, L.L.C.

Case number (if known): 16-11148

Name

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

None

Name and address	If any books of account and records are unavailable, explain why
------------------	--

26c.1 Joseph O. Evans

Name

701 Cedar Lake Blvd

Street

Oklahoma City OK 73114

City State ZIP Code

Country

Name and address	If any books of account and records are unavailable, explain why
------------------	--

26c.2 Stephanie Carnes

Name

701 Cedar Lake Blvd

Street

Oklahoma City OK 73114

City State ZIP Code

Country

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

None

Name and address

26d.1 See Note Below

Name

Street

City State ZIP Code

Country

Note: Certain of the Debtors are registrants with the Securities and Exchange Commission (the "SEC") and file with such agency periodic financial reports on a consolidated basis. These reports also contain information about those Debtors' finances and are available publically through the Chaparral website. In addition, the Debtors have provided financial reports to their restructuring professionals.

Debtor: CEI Pipeline, L.L.C.

Case number (if known): 16-11148

Name

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

No

Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory	Date of Inventory	The dollar amount and basis (cost, market, or other basis) of each inventory
		\$

Name and address of the person who has possession of inventory records

27.1

Name _____

Street _____

City _____ State _____ ZIP Code _____

0 _____

Country _____

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and Nature of any interest	% of interest, if any
28.1 See SOFA 28 Attachment			

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

No

Yes. Identify below.

Name	Address	Position and Nature of any interest	Period during which position or interest was held
29.1 Jeff Dahlberg	On File	Senior Vice President	From 10/22/2012 To 01/19/2016

Debtor: CEI Pipeline, L.L.C.

Case number (if known): 16-11148

Name

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- No
- Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.1 Name Street City State ZIP Code Country			
Relationship to debtor			

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- No
- Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation
31.1 Chaparral Energy, Inc.	EIN: xx-xxx0941

Note: Certain Debtors or their predecessor entities may have submitted tax filings as part of a different consolidated tax group prior to their acquisition by the Debtors. Such filings are not listed in Statement 31 as they do not relate to the Debtors.

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- No
- Yes. Identify below.

Name of the pension fund	Employer Identification number of the pension fund
32.1	EIN:

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.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

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

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

x /s/ Joseph Evans

Printed name Joseph Evans

Signature of individual signing on behalf of the debtor

Position or relationship to debtor Chief Financial Officer

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy (Official Form 207)* attached?

No

Yes

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

Case No. 16-11148

Attachment 26a

Books, records and financial statements - Accountants and bookkeepers

Name	Address 1	Address 2	City	State	Zip	Title	Dates of service
Jeff Gutman	On file					Controller	2014
Joseph O. Evans	701 Cedar Lake Blvd		Oklahoma City	OK	73114	EVP/CFO	2014 - Current
Reggie Cook	On file					Controller	2014 - February 2015
Stephanie Carnes	701 Cedar Lake Blvd		Oklahoma City	OK	73114	Assistant Controller	2014 - Current

In re: CEI Pipeline, L.L.C.**Case No. 16-11148**

Attachment 28

Current Partners, Officers, Directors and Shareholders

Name	Address 1	Address 2	City	State	Zip	Position and nature of any interest	% of interest, if any (See Note 1)	Controlled (See Note 3)
James Miller	On File					Senior Vice President	See Note 2	
Joseph O. Evans	On File					Exec. Vice President and CFO	See Note 2	
K. Earl Reynolds	On File					President and COO	See Note 2	
Mark A. Fischer	On File					Manager/CEO	See Note 2	

Note 1: Percent of shares owned by individual

Note 2: Wholly owned subsidiaries of Chaparral Energy, Inc.

Note 3: Percent of shares owned by entity controlled by individual