

**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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**NOTICE OF SECOND AMENDED² AGENDA OF MATTERS SCHEDULED
FOR HEARING ON JANUARY 24, 2017 AT 9:30 A.M. (EST)³**

I. CONTINUED MATTER:

1. Motion of Putative Class Plaintiffs Naylor Farms, Inc. and Harrel’s LLC, for Limited Relief from the Automatic Stay Pursuant to 11 U.S.C. § 362(d) Authorizing the District Court for the Western District of Oklahoma to Adjudicate the Motions for Class Certification and for Partial Summary Judgment Filed by the Putative Class Plaintiffs [Docket No. 327 - filed July 22, 2016]

Objection / Response Deadline: August 10, 2016 at 4:00 p.m. (EDT)

Objections / Responses Received:

- A. Debtors’ Limited Objection in Response to Motion of Putative Class Plaintiffs Naylor Farms, Inc. and Harrel’s LLC, for Limited Relief from the Automatic Stay [Docket No. 391 - filed August 10, 2016]

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.

² **Amended items appear in bold.**

³ The hearing will be held before The Honorable Laurie Selber Silverstein at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Courtroom 2, Wilmington, Delaware 19801. Any person who wishes to appear telephonically at the January 24, 2017 hearing must contact COURTCALL, LLC at 866-582-6878 prior to 12:00 p.m. (noon) (EST) on Monday, January 23, 2017 to register his/her telephonic appearance in accordance with the *Instructions for Telephonic Appearances Effective January 5, 2005, Revised April 27, 2009*.



- B. Joinder of the Ad Hoc Committee of Senior Noteholders to the Debtors' Limited Objection in Response to Motion of Putative Class Plaintiffs Naylor Farms, Inc. and Harrel's LLC, for Limited Relief from the Automatic Stay [Docket No. 395 - filed August 11, 2016]

Related Documents:

- i. Order Partially Granting the Motion of Putative Class Plaintiffs Naylor Farms, Inc. and Harrel's LLC, for Limited Relief from the Automatic Stay Pursuant to 11 U.S.C. § 362(d) Authorizing the District Court for the Western District of Oklahoma to Adjudicate the Motions for Class Certification and Partial Summary Judgment Filed by the Putative Class Plaintiffs [Docket No. 412- filed August 16, 2016]

Status: The hearing on this matter has been continued to the omnibus hearing scheduled for February 28, 2017 at 10:00 a.m. (EST).

II. UNCONTESTED MATTER WITH CERTIFICATE OF NO OBJECTION:

2. Debtors' Motion for Order (A) Authorizing the Debtors to Conduct Rights Offering and (B) Approving Subscription Form [Docket No. 709 - filed January 5, 2017]

Objection / Response Deadline: January 17, 2017 at 4:00 p.m. (EST)

Objections / Responses Received: None.

Related Documents:

- i. Notice of Rights Offering Record Dates [Docket No. 725 - filed January 11, 2017]
- ii. Certificate of No Objection Regarding Debtors' Motion for Order (A) Authorizing the Debtors to Conduct Rights Offering and (B) Approving Subscription Form [Docket No. 738 - filed January 18, 2017]
- iii. Order (A) Authorizing the Debtors to Conduct Rights Offering and (B) Approving Subscription Form [Docket No. 756 - filed January 20, 2017]

Status: On January 20, 2017, the Court entered an order regarding this matter. Accordingly, a hearing on this matter is no longer necessary.

III. INTERIM FEE APPLICATIONS WITH CERTIFICATION OF COUNSEL:

3. Second Interim Fee Applications

Related Documents: (See Exhibit A attached hereto)

- i. Certification of Counsel Regarding Second Omnibus Order Awarding Interim Allowance of Compensation for Services Rendered and for Reimbursement of Expenses [Docket No. 739 - filed January 18, 2017]

Status: On January 18, 2017, the Debtors submitted a proposed form of omnibus order approving the interim fee applications listed on Exhibit A attached hereto (the “Interim Fee Applications”) under certification of counsel. Accordingly, a hearing with respect to the Interim Fee Applications is only necessary to the extent the Court has questions or concerns.

IV. DISCLOSURE STATEMENT:

4. Motion of the Debtors for Entry of an Order (A) Approving the Disclosure Statement, (B) Establishing the Voting Record Date, Voting Deadline and Other Dates, (C) Approving Procedures for Soliciting, Receiving and Tabulating Votes on the Plan and for Filing Objections to the Plan and (D) Approving the Manner and Forms of Notice and Other Related Documents [Docket No. 667 - filed December 19, 2016]

Objection / Response Deadline: January 17, 2017 at 4:00 p.m. (EST); extended to January 18, 2017 at 4:00 p.m. (EST) for Naylor Farms; extended to January 19, 2017 at 4:00 p.m. (EST) for the Chubb Companies, the Prepetition Notes Indenture Trustee, and U.S. Specialty Insurance Company

Objections / Responses Received:

- A. Response to the Notice of Disclosure Statement Hearing (filed by Carlos L. Conway) [Docket No. 726 - filed January 10, 2017]
- B. Reservation of Rights of Class Plaintiffs Naylor Farms, Inc. and Harrel’s LLC, Regarding (I) the Disclosure Statement for the Joint Plan of Reorganization for Chaparral Energy, Inc. and Its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code, and (II) Motion of the Debtors for Entry of an Order (A) Approving the Disclosure Statement, (B) Establishing the Voting Record Date, Voting Deadline and Other Dates, (C) Approving Procedures for Soliciting, Receiving and Tabulating Votes on the Plan and for Filing Objections to the Plan and (D) Approving the Manner and Forms of Notice and Other Related Documents [Docket No. 736 - filed January 18, 2017]
- C. Limited Objection of the Chubb Companies to the Disclosure Statement for the Joint Plan of Reorganization for Chaparral Energy, Inc. and Its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 742 - filed January 19, 2017]

- D. Informal Response of Office of the United States Trustee for the District of Delaware
- E. Informal Response of the Ad Hoc Committee of Senior Noteholders
- F. Informal Response of the Prepetition Lenders
- G. Informal Response of the Prepetition Notes Indenture Trustee
- H. Informal Response of U.S. Specialty Insurance Company

Related Documents:

- i. Joint Plan of Reorganization for Chaparral Energy, Inc. and Its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 665 - filed December 19, 2016]
- ii. Disclosure Statement for the Joint Plan of Reorganization for Chaparral Energy, Inc. and Its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 666 - filed December 19, 2016]
- iii. Notice of Disclosure Statement Hearing [Docket No. 668 - filed December 19, 2016]
- iv. Notice of Filing of Exhibits to the Disclosure Statement [Docket No. 719 - filed January 10, 2017]
- v. Notice of Rights Offering Record Dates [Docket No. 725 - filed January 11, 2017]
- vi. Notice of Filing Revised Exhibit to the Disclosure Statement [Docket No. 729 - filed January 13, 2017]
- vii. Joint Plan of Reorganization for Chaparral Energy, Inc. and Its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 761 - filed January 23, 2017]
- viii. Joint Plan of Reorganization for Chaparral Energy, Inc. and Its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code (BLACKLINE) [Docket No. 762 - filed January 23, 2017]
- ix. Disclosure Statement for the Joint Plan of Reorganization for Chaparral Energy, Inc. and Its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 763 - filed January 23, 2017]
- x. Disclosure Statement for the Joint Plan of Reorganization for Chaparral Energy, Inc. and Its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code (BLACKLINE) [Docket No. 764 - filed January 23, 2017]

- xi. **Notice of Filing Revised Proposed Order (A) Approving Disclosure Statement, (B) Establishing the Voting Record Date, Voting Deadline and Other Dates, (C) Approving Procedures for Soliciting, Receiving and Tabulating Votes on the Plan and for Filing Objections to the Plan and (D) Approving the Manner and Forms of Notice and Other Related Documents [Docket No. 766 - filed January 23, 2017]**

Status: The hearing on this matter will go forward.

Dated: January 23, 2017
Wilmington, Delaware

/s/ Joseph C. Barsalona II
Mark D. Collins (No. 2981)
John H. Knight (No. 3848)
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Counsel for Debtors and Debtors in Possession

Exhibit A

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

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In re:	:	Chapter 11
	:	
CHAPARRAL ENERGY, INC., <u>et al.</u> ,	:	Case No. 16-11144 (LSS)
	:	
Debtors. ¹	:	Jointly Administered
	:	
-----	X	

**INDEX OF FIRST INTERIM FEE APPLICATIONS SCHEDULED
FOR HEARING ON JANUARY 24, 2017 AT 9:30 A.M. (EST)**

1. Notice of Second Interim Fee Application Request of Ernst & Young LLP
[Docket No. 634 - filed December 12, 2016]

Objection Deadline: January 3, 2017 at 4:00 p.m. (EST)

Related Documents:

- i. First Monthly Application of Ernst & Young LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Tax and Valuation Services Provider for the Debtors and Debtors-in-Possession for the Period from August 1, 2016 through August 31, 2016 [Docket No. 626 - filed December 9, 2016]
- ii. Certificate of No Objection Regarding First Monthly Application of Ernst & Young LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Tax and Valuation Services Provider for the Debtors and Debtors-in-Possession for the Period from August 1, 2016 through August 31, 2016 (No Order Required) [Docket No. 696 - filed January 3, 2017]
- iii. Second Monthly Application of Ernst & Young LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Tax and Valuation Services Provider for the Debtors and Debtors-in-Possession for the Period from September 1, 2016 through September 30, 2016 [Docket No. 627 - filed December 9, 2016]

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.

- iv. Certificate of No Objection Regarding Second Monthly Application of Ernst & Young LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Tax and Valuation Services Provider for the Debtors and Debtors-in-Possession for the Period from September 1, 2016 through September 30, 2016 (No Order Required) [Docket No. 697 - filed January 3, 2017]
 - v. Third Monthly Application of Ernst & Young LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Tax and Valuation Services Provider for the Debtors and Debtors-in-Possession for the Period from October 1, 2016 through October 31, 2016 [Docket No. 628 - filed December 9, 2016]
 - vi. Certificate of No Objection Regarding Third Monthly Application of Ernst & Young LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Tax and Valuation Services Provider for the Debtors and Debtors-in-Possession for the Period from October 1, 2016 through October 31, 2016 (No Order Required) [Docket No. 698 - filed January 3, 2017]
2. Second Interim Fee Application of Evercore Group L.L.C., Debtors' Investment Banker and Financial Advisor, for Allowance of an Administrative Claim for Compensation and Reimbursement of Expenses for the Period from August 1, 2016 Through October 31, 2016 [Docket No. 654 - filed December 14, 2016]

Objection Deadline: January 3, 2017 at 4:00 p.m. (EST)

Related Documents:

- i. Third Monthly Fee Statement of Evercore Group L.L.C., Debtors' Investment Banker and Financial Advisor, for Allowance of Compensation and Reimbursement of Expenses for the Period from August 1, 2016 through August 31, 2016 [Docket No. 495 - filed September 27, 2016]
- ii. Certification of No Objection Regarding Third Monthly Fee Statement of Evercore Group L.L.C., Debtors' Investment Banker and Financial Advisor, for Allowance of Compensation and Reimbursement of Expenses for the Period from August 1, 2016 through August 31, 2016 (No Order Required) [Docket No. 534 - filed October 18, 2016]
- iii. Fourth Monthly Fee Statement of Evercore Group L.L.C., Debtors' Investment Banker and Financial Advisor, for Allowance of Compensation and Reimbursement of Expenses for the Period from September 1, 2016 through September 30, 2016 [Docket No. 541 - filed October 26, 2016]

- iv. Certification of No Objection Regarding Fourth Monthly Fee Statement of Evercore Group L.L.C., Debtors' Investment Banker and Financial Advisor, for Allowance of Compensation and Reimbursement of Expenses for the Period from September 1, 2016 through September 30, 2016 (No Order Required) [Docket No. 566 - filed November 16, 2016]
 - v. Fifth Monthly Fee Statement of Evercore Group L.L.C., Debtors' Investment Banker and Financial Advisor, for Allowance of Compensation and Reimbursement of Expenses for the Period from October 1, 2016 through October 31, 2016 [Docket No. 604 - filed December 2, 2016]
 - vi. Certification of No Objection Regarding Fifth Monthly Fee Statement of Evercore Group L.L.C., Debtors' Investment Banker and Financial Advisor, for Allowance of Compensation and Reimbursement of Expenses for the Period from October 1, 2016 through October 31, 2016 (No Order Required) [Docket No. 688 - filed December 27, 2016]
3. Notice of Second Interim Application of Kurtzman Carson Consultants LLC for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Administrative Advisor to the Debtors and Debtors in Possession for the Period from August 1, 2016 through October 31, 2016 [Docket No. 655 - filed December 15, 2016]

Objection Deadline: January 4, 2017 at 4:00 p.m. (EST)

Related Documents: None.

4. Notice of Second Interim Fee Application for Compensation and Reimbursement of Expenses of Opportune LLP, as Restructuring Advisors to the Debtors and Debtors-in-Possession, for the Period from August 1, 2016 through October 31, 2016 [Docket No. 656 - filed December 15, 2016]

Objection Deadline: January 4, 2017 at 4:00 p.m. (EST)

Related Documents:

- i. Third Monthly Fee Application for Compensation and Reimbursement of Expenses of Opportune LLP, as Restructuring Advisors to the Debtors and Debtors-in-Possession, for the Period from August 1, 2016 through September 30, 2016 [Docket No. 552 - filed November 4, 2016]
- ii. Certification of No Objection Regarding Third Monthly Fee Application for Compensation and Reimbursement of Expenses of Opportune LLP, as Restructuring Advisors to the Debtors and Debtors-in-Possession, for the Period from August 1, 2016 through September 30, 2016 (No Order Required) [Docket No. 593 - filed November 29, 2016]

- iii. Fourth Monthly Fee Application for Compensation and Reimbursement of Expenses of Opportune LLP, as Restructuring Advisors to the Debtors and Debtors-in-Possession, for the Period from October 1, 2016 through October 31, 2016 [Docket No. 577 - filed November 21, 2016]
 - iv. Certification of No Objection Regarding Fourth Monthly Fee Application for Compensation and Reimbursement of Expenses of Opportune LLP, as Restructuring Advisors to the Debtors and Debtors-in-Possession, for the Period from October 1, 2016 through October 31, 2016 (No Order Required) [Docket No. 639 - filed December 13, 2016]
5. Notice of Second Interim Fee Application Request of Latham & Watkins LLP [Docket No. 659 - filed December 15, 2016]

Objection Deadline: January 4, 2017 at 4:00 p.m. (EST)

Related Documents:

- i. Fourth Monthly Application of Latham & Watkins LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Debtors and Debtors in Possession for the Period from August 1, 2016 through August 31, 2016 [Docket No. 508 - filed September 29, 2016]
- ii. Certification of No Objection Regarding Fourth Monthly Application of Latham & Watkins LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Debtors and Debtors in Possession for the Period from August 1, 2016 through August 31, 2016 (No Order Required) [Docket No. 537 - filed October 20, 2016]
- iii. Fifth Monthly Application of Latham & Watkins LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Debtors and Debtors in Possession for the Period from September 1, 2016 through September 30, 2016 [Docket No. 540 - filed October 24, 2016]
- iv. Certification of No Objection Regarding Fifth Monthly Application of Latham & Watkins LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Debtors and Debtors in Possession for the Period from September 1, 2016 through September 30, 2016 (No Order Required) [Docket No. 565 - filed November 15, 2016]
- v. Sixth Monthly Application of Latham & Watkins LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Debtors and Debtors in Possession for the Period from

October 1, 2016 through October 31, 2016 [Docket No. 574 - filed November 21, 2016]

- vi. Certification of No Objection Regarding Sixth Monthly Application of Latham & Watkins LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Debtors and Debtors in Possession for the Period from October 1, 2016 through October 31, 2016 (No Order Required) [Docket No. 646 - filed December 14, 2016]
6. Notice of Second Interim Fee Application Request of Richards, Layton & Finger, P.A. [Docket No. 660 - filed December 15, 2016]

Objection Deadline: January 4, 2017 at 4:00 p.m. (EDT)

Related Documents:

- i. Fourth Monthly Application of Richards, Layton & Finger, P.A. for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors in Possession for the Period from August 1, 2016 through August 31, 2016 [Docket No. 493 - filed September 22, 2016]
- ii. Certification of No Objection Regarding Fourth Monthly Application of Richards, Layton & Finger, P.A. for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors in Possession for the Period from August 1, 2016 through August 31, 2016 (No Order Required) [Docket No. 529 - filed October 13, 2016]
- iii. Fifth Monthly Application of Richards, Layton & Finger, P.A. for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors in Possession for the Period from September 1, 2016 through September 30, 2016 [Docket No. 538 - filed October 21, 2016]
- iv. Certification of No Objection Regarding Fifth Monthly Application of Richards, Layton & Finger, P.A. for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors in Possession for the Period from September 1, 2016 through September 30, 2016 (No Order Required) [Docket No. 564 - filed November 14, 2016]
- v. Sixth Monthly Application of Richards, Layton & Finger, P.A. for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors in

Possession for the Period from October 1, 2016 through October 31, 2016
[Docket No. 575 - filed November 21, 2016]

- vi. Certification of No Objection Regarding Sixth Monthly Application of Richards, Layton & Finger, P.A. for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors in Possession for the Period from October 1, 2016 through October 31, 2016 (No Order Required) [Docket No. 640 - filed December 13, 2016]
- 7. Notice of Second Interim Fee Application Request of Grant Thornton LLP [Docket No. 661 - filed December 15, 2016]

Objection Deadline: January 4, 2017 at 4:00 p.m. (EST)

Related Documents: None.