

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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

**NOTICE OF SECOND AMENDED<sup>2</sup> AGENDA OF MATTERS SCHEDULED  
FOR HEARING ON MARCH 9, 2017 AT 10:00 A.M. (EST)<sup>3</sup>**

**I. BID PROCEDURES:**

- 1. Debtors’ Motion for Entry of Orders (I) Establishing Bidding and Sale Procedures; (II) Approving the Sale of Assets; and (III) Granting Related Relief [Docket No. 846 - filed February 17, 2017]

Objection / Response Deadline: March 2, 2017 at 4:00 p.m. (EST); extended solely with respect to Annex 1 to the Sale Motion (the “Bidding Procedures”) to at the time of the hearing.

Objections / Responses Received:

- A. Objection of Seitel Data, Ltd., Seitel Data Corp., Seitel Offshore Corp., Seitel Canada Ltd., and an of Their Joint Ventures to Debtors’ Motion for Entry of Orders (I) Establishing Bidding and Sale Procedures; (II) Approving the Sale of Assets; and (III) Granting Related Relief [Docket No. 903 - filed March 2, 2017]

<sup>1</sup> 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.

<sup>2</sup> **Amended items appear in bold.**

<sup>3</sup> 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, 6<sup>th</sup> Floor, Courtroom 2, Wilmington, Delaware 19801. Any person who wishes to appear telephonically at the March 9, 2017 hearing must contact COURTCALL, LLC at 866-582-6878 prior to 12:00 p.m. (noon) (EST) on Wednesday, March 8, 2017 to register his/her telephonic appearance in accordance with the *Instructions for Telephonic Appearances Effective January 5, 2005, Revised April 27, 2009*.



- B. Objection of Merit Energy Company to Debtors' Motion for Entry of Orders (I) Establishing Bidding and Sale Procedures; (II) Approving the Sale of Assets; and (III) Granting Related Relief [Docket No. 907 - filed March 2, 2017]
- C. Informal comments from the Office of the United States Trustee (the "U.S. Trustee")
- D. U.S. Specialty Insurance Company's Limited Objection to Motion of Debtors for Entry of Orders (I) Establishing Bidding and Sale Procedures; (II) Approving the Sale of Assets; and (III) Granting Related Relief [Docket No. 921 - filed March 6, 2017]
- E. **Koch Fertilizer, LLC's (1) Joinder to Objection of Merit Energy Company to, and (2) Reservation of Rights with Respect to, Debtors' Motion for Entry of Orders (I) Establishing Bidding and Sale Procedures; (II) Approving the Sale of Assets; and (III) Granting Related Relief [Docket No. 938 - filed March 7, 2017]**

Related Documents:

- i. Notice of Filing Certain Exhibits to Debtors' Motion for Entry of Orders (I) Establishing Bidding Sale procedures; (II) Approving the Sale of Assets; and (III) Granting Related Relief [Docket No. 902 - filed March 1, 2017]
- ii. Debtors' Reply to Objection of Merit Energy Company to Debtors' Motion for Entry of Orders (I) Establishing Bidding and Sale Procedures; (II) Approving the Sale of Assets; and (III) Granting Related Relief [Docket No. 925 - filed March 7, 2017]
- iii. Declaration of Avinash D'Souza in Support of Debtors' Motion for Entry of Orders (I) Establishing Bidding and Sale Procedures; (II) Approving the Sale of Assets; and (III) Granting Related Relief [Docket No. 929 - filed March 7, 2017]
- iv. Notice of Filing of Revised Order (A) Authorizing and Approving Bid Procedures to be Employed in Connection With the Sale of Certain Assets of the Debtors and Other Co-Owners; (B) Establishing Procedures for Approval of Certain Bid Protections; (C) Scheduling an Auction and Sale Hearing; (D) Authorizing and Approving Assignment Procedures; (E) Approving the Manner and Form of Notice of the Auction, Sale Hearing, and Assignment Procedures; and (F) Granting Related Relief [Docket No. 930 - filed March 7, 2017]

Status: **The Debtors will move to continue this matter to the omnibus hearing scheduled for March 30, 2017 at 10:30 a.m. (EDT) at the time of the hearing.**

**II. CONFIRMATION:**

2. Joint Plan of Reorganization for Chaparral Energy, Inc. and Its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 783 - filed January 26, 2017]

Objection / Response Deadline: February 27, 2017 at 4:00 p.m. (EST); extended for the United States Department of Interior to March 1, 2017 at 4:00 p.m. (EST)

Confirmation Objections / Responses Received (collectively, the “Confirmation Objections”):

- A. Limited Objection by Newfield to the Joint Plan of Reorganization for Chaparral Energy, Inc. and Its Affiliates, Objection to Debtors’ Notice of Cure Amounts in Connection with Contracts and Leases, and Objection to Debtors’ Second Notice of Cure Amounts in Connection with Contracts and Leases [Docket No. 867 - filed February 24, 2017]
- B. Objection of Seitel Data, Ltd., Seitel Data Corp., Seitel Offshore Corp., Seitel Canada Ltd., and Any of Their Joint Ventures to (I) Joint Plan of Reorganization for Chaparral Energy, Inc. and Its Affiliate Debtors; and (II) the Notice of Cure Amounts in Connection with Contracts and Leases [Docket No. 873 - filed February 27, 2017]
- C. Limited Objection of Cigna Entities to Notice of Cure Amounts in Connection with Contracts and Leases and Joint Plan of Reorganization for Chaparral Energy, Inc. and Its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 890 - filed February 28, 2017]
- D. United States’ Objection to Debtors’ Chapter 11 Plan of Reorganization [Docket No. 900 - filed March 1, 2017]
- E. **Objection of Merit Energy Company to Debtors’ Joint Plan of Reorganization [Docket No. 937 - filed March 7, 2017] (the “Merit Objection”)**

Cure Objections / Responses Received (collectively, the “Cure Objections”):

- A. United Services Limited’s Secured Claim Objection to Debtors’ Notice of Cure Amounts in Connection with Contracts and Leases [Docket No. 843 - filed February 17, 2017]

- B. Guleke Creditors' Cure Claim Objections and Response to Debtors' Notice of Cure Claim Amounts in Connection with the Contracts and Leases [Docket No. 852 - filed February 21, 2017]
- C. Cure Claim Objection of William R. Brunner [Docket No. 859 - filed February 23, 2017]
- D. Objection of Unifirst Holdings, Inc. to Debtors' Notice of Cure Amounts in Connection with Contracts and Leases [Docket No. 877 - filed February 27, 2017]
- E. Notice of Objection to Cure Amount - Proof of Claim #706 filed by Parrish Electric (filed by Liquidity Solutions, Inc.) [Docket No. 879 - filed February 27, 2017]
- F. Targa Midstream Services, L.P. and Atlas Pipeline Mid-Continent Westok L.P.'s Limited Objection and Reservation of Rights Regarding Debtors' Notice of Cure Amounts in Connection with Contracts and Leases [Docket No. 888 - filed February 28, 2017]
- G. Cure Claim Objection (Otis C. and Bonita C. Shearer Revocable Trust) [Docket No. 894 - filed February 27, 2017]
- H. Limited Objection to Second Notice of Cure Amounts in Connection with Contracts and Leases (filed by Devon Energy Production Co., L.P.) [Docket No. 906 - filed March 2, 2017]
- I. Letter Response of S.N.S. Oil & Gas Properties, Inc.

Related Documents:

- i. 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. 780 - filed January 25, 2017]
- 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. 784 - filed January 25, 2017]
- iii. Notice of (A) Plan Confirmation Hearing, (B) Objection and Voting Deadlines and (C) Solicitation and Voting Procedures [Docket No. 785 - filed January 25, 2017]
- iv. Affidavit of Publication of Notice of (A) Plan Confirmation Hearing, (B) Objection and Voting Deadlines and (C) Solicitation and Voting

- Procedures in *The Wall Street Journal* [Docket No. 801 - filed January 31, 2017]
- v. Affidavit of Publication of Notice of (A) Plan Confirmation Hearing, (B) Objection and Voting Deadlines and (C) Solicitation and Voting Procedures in *The Oklahoman* [Docket No. 802 - filed January 31, 2017]
  - vi. Notice of Cure Amounts in Connection with Contracts and Leases [Docket No. 815 - filed February 6, 2017]
  - vii. Notice of Filing of Plan Supplement [Docket No. 816 - filed February 6, 2017]
  - viii. Second Notice of Cure Amounts in Connection with Contracts and Leases [Docket No. 823 - filed February 9, 2017]
  - ix. Notice of Filing Plan Schedule 4 - New Board [Docket No. 825 - filed February 13, 2017]
  - x. Notice of Filing Revised Plan Schedule 4 - New Board [Docket No. 899 - filed March 1, 2017]
  - xi. First Amended Joint Plan of Reorganization for Chaparral Energy, Inc. and Its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 924 - filed March 7, 2017]
  - xii. First Amended Joint Plan of Reorganization for Chaparral Energy, Inc. and Its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code (Blackline) [Docket No. 926 - filed March 7, 2017]
  - xiii. Declaration of Scott Anchin in Support of Confirmation of the First Amended Joint Plan of Reorganization for Chaparral Energy, Inc. and Its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 927 - filed March 7, 2017]
  - xiv. Declaration of Lloyd Sprung in Support of Confirmation of the First Amended Joint Plan of Reorganization for Chaparral Energy, Inc. and Its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 928 - filed March 7, 2017]
  - xv. Notice of Filing of Proposed Confirmation Order [Docket No. 931 - filed March 7, 2017]
  - xvi. Certification of Leanne V. Rehder Scott with Respect to the Tabulation of Votes on the First Amended Joint Plan of Reorganization for Chaparral Energy, Inc. and Its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 933 - filed March 7, 2017]

- xvii. **Memorandum of Law in Support of Confirmation of First Amended Joint Plan of Reorganization for Chaparral Energy, Inc. and Its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 939 - filed March 8, 2017]**
- xviii. **Debtors' Motion for Entry of Order Authorizing the Debtors to Exceed the Page Limit Requirement for the Memorandum of Law in Support of Confirmation of First Amended Joint Plan of Reorganization for Chaparral Energy, Inc. and Its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 940 - filed March 9, 2017]**

Status: To the extent not resolved, the hearing on each respective Cure Objection has been continued to a date to be determined. With respect to each Confirmation Objection, the Debtors have consulted with each objector and will include proposed language in the Plan and/or Confirmation Order to address each objection. The Debtors are hopeful that each Confirmation Objection will be consensually resolved by the proposed language, and they will continue to consult with the objectors in advance of the Confirmation Hearing. **The Debtors and Merit are in discussions to resolve the Merit Objection. To the extent a resolution is not reached at the time of the hearing, the Merit Objection will go forward.**

Dated: March 8, 2017  
Wilmington, Delaware

/s/ Joseph C. Barsalona II  
Mark D. Collins (No. 2981)  
John H. Knight (No. 3848)  
Joseph C. Barsalona II (No. 6102)  
Brendan J. Schlauch (No. 6115)  
RICHARDS, LAYTON & FINGER, P.A.  
One Rodney Square  
920 North King St.  
Wilmington, Delaware 19801  
Telephone: 302-651-7700  
Fax: 302-651-7701  
E-mail: collins@rlf.com  
knight@rlf.com  
barsalona@rlf.com  
schlauch@rlf.com

- and -

Richard A. Levy  
Keith A. Simon  
David F. McElhoe  
LATHAM & WATKINS LLP  
885 Third Avenue  
New York, New York 10022-4834  
Telephone: 212-906-1200  
Fax: 212-751-4864  
Email: richard.levy@lw.com  
keith.simon@lw.com  
david.mcelhoe@lw.com

*Counsel for Debtors and Debtors in Possession*