

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the District of Delaware (the “**Court**”) has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334, the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012, and Article XI.17 of the Plan. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue for this matter is proper pursuant to 28 U.S.C. § 1409.

2. Pursuant to Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), the Reorganized Debtors consent to the entry of a final judgment or order with respect to this motion if it is determined that the Court would lack Article III jurisdiction to enter such final order or judgment absent consent of the parties.

3. The statutory predicate for the relief requested herein is section 350(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 3022 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Local Rule 3022-1.

BACKGROUND

4. On August 16, 2020 (the “**Petition Date**”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. On August 18, 2020, the Court entered an order [Docket No. 74] authorizing the joint administration and procedural consolidation of the Debtors’ chapter 11 cases pursuant to Bankruptcy Rule 1015(b). No trustee, examiner, or official committee was appointed in the chapter 11 cases.

5. Additional information about the Debtors, including their business operations, their capital structure and prepetition indebtedness, and the events leading to the filing of the chapter 11 cases, is set forth in detail in the *Declaration of Charles Duginski, Chief Executive*

Officer and President of Chaparral Energy, Inc. in Support of the Debtors' Chapter 11 Petitions and First Day Pleadings [Docket No. 25], which is incorporated herein by reference.

6. On August 15, 2020, the Debtors began the solicitation of votes on the *Debtors' Joint Prepackaged Chapter 11 Plan of Reorganization* [Docket No. 16] through their *Disclosure Statement for Debtors' Joint Prepackaged Chapter 11 Plan of Reorganization* [Docket No. 17] (the "**Disclosure Statement**") pursuant to sections 1125 and 1126(b) of the Bankruptcy Code.

7. On August 18, 2020, the Court entered an order [Docket No. 75] (the "**KCC Retention Order**") authorizing the retention of Kurtzman Carson Consultants LLC ("**KCC**") as the Debtors' claims and noticing agent to provide the claims and noticing services (the "**Claims Agent Services**").

8. On October 1, 2020, the Court entered an order [Docket No. 237] (the "**Confirmation Order**") confirming the *Debtors' Amended Joint Prepackaged Chapter 11 Plan of Reorganization*, attached as Exhibit A to the Confirmation Order (the "**Plan**"). The Plan was substantially consummated and became effective by its terms on October 14, 2020 (the "**Effective Date**"). See Docket No. 244.

9. The Reorganized Debtors believe that the chapter 11 cases are fully administered, and leaving the chapter 11 cases open any further would impose significant costs on the Reorganized Debtors' estates. Accordingly, the Reorganized Debtors request entry of the Proposed Order closing these chapter 11 cases.

RELIEF REQUESTED

10. By this Motion, the Reorganized Debtors respectfully request, pursuant to section 350(a) of the Bankruptcy Code, Bankruptcy Rule 3022, and Local Rule 3022-1, entry of

the Proposed Order (i) granting a final decree closing these chapter 11 cases and (ii) terminating the Claims Agent Services provided by KCC.

BASIS FOR RELIEF REQUESTED

A. Final Decree Closing the These Chapter 11 Cases

11. Section 350(a) of the Bankruptcy Code provides that “[a]fter an estate is fully administered and the court has discharged the trustee, the court shall close the case.” Bankruptcy Rule 3022, which implements section 350 of the Bankruptcy Code, provides that “[a]fter an estate is fully administered in a chapter 11 reorganization case, the court, on its own motion or on motion of a party in interest, shall enter a final decree closing the case.” Finally, Local Rule 3022-1(a) provides that, “[u]pon written motion, a party in interest may seek the entry of a final decree at any time after the confirmed plan has been fully administered provided that all required fees due under 28 U.S.C. § 1930 have been paid.”

12. The term “fully administered” is not defined in the Bankruptcy Code, the Bankruptcy Rules, or the Local Rules. The Advisory Committee Note to Bankruptcy Rule 3022 (the “**Advisory Committee Note**”), however, sets forth the following non-exclusive factors to be considered in determining whether a case has been fully administered:

- a. Whether the order confirming the plan has become final;
- b. Whether deposits required by the plan have been distributed;
- c. Whether the property proposed by the plan to be transferred has been transferred;
- d. Whether the debtor or its successor has assumed the business or the management of the property dealt with by the plan;
- e. Whether payments under the plan have commenced; and
- f. Whether all motions, contested matters, and adversary proceedings have been finally resolved.

Fed. R. Bankr. P. 3022. Advisory Committee Note.

13. Courts have adopted the view that “these factors are but a guide in determining whether a case has been fully administered, and not all factors need to be present before the case is closed.” *In re SLI, Inc.*, No. 02-12608 (WS), 2005 WL 1668396, at *2 (Bankr. D. Del. June 24, 2005) (citing *In re Mold Makers, Inc.*, 124 B.R. 766, 768-69 (Bankr. N.D. Ill. 1990)); see also *In re Kliegl Bros. Universal Elec. Stage Lighting Co., Inc.*, 238 B.R. 531, 542 (Bankr. E.D.N.Y. 1999) (recognizing that bankruptcy courts weigh the factors contained in the Advisory Committee Note when deciding whether to close a case); *In re Jay Bee Enters., Inc.*, 207 B.R. 536, 538 (Bankr. E.D. Ky. 1997) (same); *Walnut Assocs. v. Saidel*, 164 B.R. 487, 493 (E.D. Pa. 1994) (“[A]ll of the factors in the Committee Note need not be present before the Court will enter a final decree.”).

14. In addition to the factors set forth in the Advisory Committee Note, courts have considered whether the plan has been substantially consummated. See, e.g., *In re Gates Cmty. Chapel of Rochester, Inc.*, 212 B.R. 220, 224 (Bankr. W.D.N.Y. 1997) (considering substantial consummation as a factor in determining whether to close a case); *Walnut Assocs.*, 164 B.R. at 493 (same). Section 1101(2) of the Bankruptcy Code defines “substantial consummation” as “(a) transfer of all or substantially all of the property proposed by the plan to be transferred; (b) assumption by the debtor or by the successor to the debtor under the plan of the business or of the management of all or substantially all of the property dealt with by the plan; and (c) commencement of distribution under the plan.”

15. The Advisory Committee Note further indicates that entry of a final decree “should not be delayed solely because the payments required by the plan have not been completed,” and the Court “should not keep the case open only because of the possibility that the court’s jurisdiction may be invoked in the future.” *Id.* Additionally, “a final decree closing the

case after the estate is fully administered does not deprive the court of jurisdiction to enforce or interpret its own orders and does not prevent the court from reopening the case for cause pursuant to § 350(b) of the [Bankruptcy] Code.” *Id.*

16. Indeed, Bankruptcy Rule 3022 was amended in order to

set forth a flexible Rule to permit the court to determine that an estate is fully administered and should be closed even though payments or other activities involving the debtor and its creditors might continue As is evident by the Committee note, the Advisory Committee interprets “fully administered” very loosely and encourages courts to use substantially more discretion in deciding whether to close a [c]hapter 11 case th[a]n Code § 350 and the Rule literally read.

In re Gould, 437 B.R. 34, 37-38 (Bankr. D. Conn. 2010) (quoting Fed. R. Bankr. P. 3022 ed. cmt.) (emphasis added).

17. As of the date hereof, these chapter 11 cases are “fully administered” within the meaning of section 350 of the Bankruptcy Code, making it appropriate for the Court to enter a final decree closing these chapter 11 cases. In addition, the Plan has been substantially consummated within the meaning of section 1101(2) of the Bankruptcy Code. Specifically:

- a. the Confirmation Order has become final and non-appealable;
- b. all necessary authorizations and consents have been obtained, and all definitive documentation to implement the transactions contemplated by the Plan have been executed;
- c. the Reorganized Debtors have assumed the business and management of the assets of the Debtors as reorganized entities;
- d. the Plan was substantially a “ride through” plan, and any deposits and property transfers provided for by the Plan, to the extent applicable, have been completed;⁴

⁴ Certain claims against the Debtors may not yet be satisfied, because the Plan provided that certain claims would not be discharged until paid in the ordinary course of business in accordance with the terms and conditions of such claim’s particular transaction or agreement. While the Reorganized Debtors acknowledge that the payment of certain claims is still pending in accordance with the Plan, the Reorganized Debtors submit that such claims will in fact be paid outside the chapter 11 cases in accordance with the Plan and applicable nonbankruptcy law.

- e. the distributions provided for under the Plan, including distributions to the RBL Lenders and holders of Senior Note Claims, have commenced or will be made in the ordinary course in accordance with the terms of the Plan; and
- f. the final fee applications for all retained professionals have been approved, and no claims, matters, or disputes that would require the Court's attention remain pending.

18. Accordingly, the Reorganized Debtors submit that the Plan has been substantially consummated within the meaning of section 1101(2) of the Bankruptcy Code and these chapter 11 cases have been fully administered within the meaning of section 350 of the Bankruptcy Code.

19. In addition, all expenses arising from the administration of these chapter 11 cases, including court fees, U.S. Trustee fees, professional fees, and expenses, have been paid or will be paid as and when such fees and expenses come due. As of the filing of this Motion, the only such fees that have not been paid are U.S. Trustee fees for the stub period during the first calendar quarter of 2021. Such fees, to the extent not already paid, will be paid in accordance with the Proposed Order.

20. For the foregoing reasons, the Reorganized Debtors submit that the Court should enter the Proposed Order closing these chapter 11 cases.

B. Termination of Claims Agent Services.

21. In addition to the foregoing, upon the closing of these chapter 11 cases, neither the Reorganized Debtors nor the Clerk of this Court will require KCC to provide the Claims Agent Services. Therefore, consistent with this Court's *Protocol for the Employment of Claims and Noticing Agents Under 28 U.S.C. § 156(c)* (the "**Claims Agent Protocol**"), the Reorganized Debtors request that the Proposed Order relieve KCC of its obligations to continue performing

such services as described in the KCC Retention Order and the underlying agreement for services with KCC.

22. Consistent with the Claims Agent Protocol and Local Rule 2002-1(f)(ix), (xii), within twenty-eight (28) days after this Court's entry of the Proposed Order, KCC will (i) forward to the Clerk an electronic version of all imaged claims; (ii) upload the creditor mailing list into CM/ECF; and (iii) docket in the case of Reorganized Debtor CHAPARRAL ENERGY, INC., (Case No. 20-11947 (MFW)), a combined final claims register containing the claims filed in each Debtor's chapter 11 case. Finally, KCC will box and transport all original proof of claim forms to the Philadelphia Federal Records Center, 14470 Townsend Road, Philadelphia, Pennsylvania 19154 and docket a completed SF-135 Form indicating the accession and location numbers of the archived claims.

23. Should KCC receive any mail regarding the Reorganized Debtors or the Debtors after entry of an order granting this motion, KCC will collect and forward such mail no less frequently than monthly to the Reorganized Debtors.

FINAL REPORT

24. Finally, contemporaneously with the filing of this Motion, the Reorganized Debtors filed a final report for the above-captioned chapter 11 cases in accordance with Local Rule 3022-1(c).

NOTICE

25. In accordance with Local Rule 3022-1(b), the Reorganized Debtor will provide notice of this Motion to: (a) the Office of the United States Trustee for the District of Delaware; and (b) all parties entitled to notice pursuant to Bankruptcy Rule 2002 and Local Rule 9013-1. Due to the nature of the relief requested herein, the Reorganized Debtors respectfully submit that no further notice of this motion is necessary.

NO PRIOR REQUEST

26. No prior request for the relief sought herein has been made to this Court or any other court.

WHEREFORE, the Reorganized Debtors respectfully request that the Court (a) enter the Proposed Order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested in this Motion, and (b) provide such further relief as the Court deems just and proper.

Dated: March 8, 2021
Wilmington, Delaware

/s/ Travis J. Cuomo
John H. Knight (No. 3848)
Amanda R. Steele (No. 5530)
Brendan J. Schlauch (No. 6115)
Travis J. Cuomo (No. 6501)
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: knight@rlf.com
steele@rlf.com
schlauch@rlf.com
cuomo@rlf.com

- and -

Damian S. Schaible (admitted *pro hac vice*)
Angela M. Libby (admitted *pro hac vice*)
Jacob S. Weiner (admitted *pro hac vice*)
Paavani Garg (admitted *pro hac vice*)
DAVIS POLK & WARDWELL LLP
450 Lexington Avenue
New York, New York 10017
Telephone: 212-450-4000
Fax: 212-701-5800
Email: damian.schaible@davispolk.com
angela.libby@davispolk.com
jacob.weiner@davispolk.com
paavani.garg@davispolk.com

Counsel for Reorganized Debtors

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

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| |) | |
| In re: |) | Chapter 11 |
| |) | |
| CHAPARRAL ENERGY, INC., <i>et al.</i> , ¹ |) | Case No. 20-11947 (MFW) |
| |) | |
| Reorganized Debtors. |) | (Jointly Administered) |
| |) | |
| |) | Obj. Deadline: March 22, 2021 at 4:00 p.m. (ET) |
| |) | Hearing Date: March 29, 2021 at 2:00 p.m. (ET) |
| |) | |

NOTICE OF MOTION AND HEARING

PLEASE TAKE NOTICE that, on March 8, 2021, Chaparral Energy, Inc. and its affiliated reorganized debtors (the “**Reorganized Debtors**”) filed the *Reorganized Debtors’ Motion for Entry of Final Decree (I) Closing the Chapter 11 Cases, (II) Terminating Certain Claims and Noticing Services, and (III) Granting Related Relief* (the “**Motion**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Motion must be in writing and filed with the Clerk of the Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware on or before **March 22, 2021 at 4:00 p.m. (Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that if any objections to the Motion are received, the Motion and such objections shall be considered at a hearing before The Honorable Mary F. Walrath, United States Bankruptcy Judge for the District of Delaware, at the Court, 824

¹ The Reorganized Debtors in these cases, along with the last four digits (or five digits, in cases in which multiple Reorganized Debtors have the same last four digits) of each Reorganized Debtor’s federal tax identification number, are: CEI Acquisition, L.L.C. (1817); CEI Pipeline, L.L.C. (6877); Chaparral Biofuels, L.L.C. (1066); Chaparral CO2, L.L.C. (1656); Chaparral Energy, Inc. (90941); Chaparral Energy, L.L.C. (20941); Chaparral Exploration, L.L.C. (1968); Chaparral Real Estate, L.L.C. (1655); Chaparral Resources, L.L.C. (1710); Charles Energy, L.L.C. (3750); Chestnut Energy, L.L.C. (9730); Green Country Supply, Inc. (2723); Roadrunner Drilling, L.L.C. (2399); and Trabajo Energy, L.L.C. (9753). The Reorganized Debtors’ address is 701 Cedar Lake Boulevard, Oklahoma City, OK 73114.

North Market Street, 5th Floor, Courtroom 4, Wilmington, Delaware 19801 on **March 29, 2021**
at 2:00 p.m. (Eastern Time).

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS TO THE MOTION ARE TIMELY FILED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: March 8, 2021
Wilmington, Delaware

/s/ Travis J. Cuomo

John H. Knight (No. 3848)
Amanda R. Steele (No. 5530)
Brendan J. Schlauch (No. 6115)
Christopher M. De Lillo (No. 6355)
Travis J. Cuomo (No. 6501)
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: knight@rlf.com
steele@rlf.com
schlauch@rlf.com
delillo@rlf.com
cuomo@rlf.com

- and -

Damian S. Schaible (admitted *pro hac vice*)
Angela M. Libby (admitted *pro hac vice*)
Jacob S. Weiner (admitted *pro hac vice*)
DAVIS POLK & WARDWELL LLP
450 Lexington Avenue
New York, New York 10017
Telephone: 212-450-4000
Fax: 212-701-5800
Email: damian.schaible@davispolk.com
angela.libby@davispolk.com
jacob.weiner@davispolk.com

Counsel for Reorganized Debtors

EXHIBIT A

Proposed Final Decree

In re:)
) Chapter 11
)
CHAPARRAL ENERGY, L.L.C.) Case No. 20-11953 (MFW)
)
Reorganized Debtors.)
)
)

In re:)
) Chapter 11
)
CHAPARRAL EXPLORATION, L.L.C.) Case No. 20-11955 (MFW)
)
Reorganized Debtors.)
)
)

In re:)
) Chapter 11
)
CHAPARRAL REAL ESTATE, L.L.C.) Case No. 20-11956 (MFW)
)
Reorganized Debtors.)
)
)

In re:)
) Chapter 11
)
CHAPARRAL RESOURCES, L.L.C.) Case No. 20-11951 (MFW)
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Reorganized Debtors.)
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In re:)
) Chapter 11
)
CHARLES ENERGY, L.L.C.) Case No. 20-11954 (MFW)
)
Reorganized Debtors.)
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In re:)
) Chapter 11
)
CHESTNUT ENERGY, L.L.C.) Case No. 20-11957 (MFW)
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Reorganized Debtors.)
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| In re: |) | Chapter 11 |
| |) | |
| GREEN COUNTRY SUPPLY, INC. |) | Case No. 20-11958 (MFW) |
| |) | |
| Reorganized Debtors. |) | |
| _____ |) | |
| In re: |) | Chapter 11 |
| |) | |
| ROADRUNNER DRILLING, L.L.C. |) | Case No. 20-11959 (MFW) |
| |) | |
| Reorganized Debtors. |) | |
| _____ |) | |
| In re: |) | Chapter 11 |
| |) | |
| TRABAJO ENERGY, L.L.C. |) | Case No. 20-119560 (MFW) |
| |) | |
| Reorganized Debtors. |) | |
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FINAL DECREE (I) CLOSING THE CHAPTER 11 CASES AND TERMINATING CERTAIN CLAIMS AND NOTICING SERVICES AND (II) GRANTING RELATED RELIEF

Upon the motion (the “**Motion**”)¹ of Chaparral Energy, Inc. and its subsidiaries that are reorganized debtors (collectively, the “**Reorganized Debtors**”) in the chapter 11 cases for entry of a final decree (this “**Final Decree**”) closing the chapter 11 cases of Chaparral Energy, Inc., No. 20-11947 and its above-captioned affiliates, and terminating certain claims and noticing services, all as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Reorganized Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Reorganized Debtors' notice of the Motion and opportunity for a hearing, if necessary, on the Motion were appropriate and no other notice need be provided; and this Court having reviewed the Motion; and this Court having determined that the legal and factual bases set forth in the Motion and at the hearing, if necessary, establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED.
2. The chapter 11 cases of:

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| CHAPARRAL ENERGY, INC. | Case No. 20-11947 (MFW) |
| CEI ACQUISITION, L.L.C. | Case No. 20-11948 (MFW) |
| CEI PIPELINE, L.L.C. | Case No. 20-11949 (MFW) |
| CHAPARRAL BIOFUELS, L.L.C. | Case No. 20-11950 (MFW) |
| CHAPARRAL CO2, L.L.C. | Case No. 20-11952 (MFW) |
| CHAPARRAL ENERGY, L.L.C. | Case No. 20-11953 (MFW) |
| CHAPARRAL EXPLORATION, L.L.C. | Case No. 20-11955 (MFW) |
| CHAPARRAL REAL ESTATE, L.L.C. | Case No. 20-11956 (MFW) |
| CHAPARRAL RESOURCES, L.L.C. | Case No. 20-11951 (MFW) |
| CHARLES ENERGY, L.L.C. | Case No. 20-11954 (MFW) |
| CHESNUT ENERGY, L.L.C. | Case No. 20-11957 (MFW) |
| GREEN COUNTRY SUPPLY, INC. | Case No. 20-11958 (MFW) |
| ROADRUNNER DRILLING, L.L.C. | Case No. 20-11959 (MFW) |
| TRABAJO ENERGY, L.L.C. | Case No. 20-11960 (MFW) |

are hereby CLOSED, pursuant to section 350(a) of the Bankruptcy Code, effective as of the date of the entry of this Order.

3. The Clerk of this Court shall enter this order and final decree individually on the docket of the above-captioned chapter 11 cases and the docket of these chapter 11 cases shall be marked as “Closed.”

4. The Reorganized Debtors shall pay all fees due and payable pursuant to 28 U.S.C. § 1930(a)(6)(A) and (B) in connection with these chapter 11 cases. This Court shall retain jurisdiction to enforce payment of fees assessed under 28 U.S.C. § 1930(a)(6)(A) and (B).

5. Within 30 days of entry of this order, the Reorganized Debtors shall (i) file with this Court and provide to the U.S. Trustee all outstanding post-confirmation reports and (ii) pay all fees due and payable pursuant to section 1930 of title 28 of the United States Code. Entry of this order is without prejudice to the rights of the U.S. Trustee to reopen these chapter 11 cases to seek appropriate relief in the event of unresolved dispute over the payment of fees pursuant to section 1930 of title 28 of the United States Code or post-confirmation reports.

6. Entry of this Final Decree is without prejudice to (a) the rights of the Reorganized Debtors or any party in interest to seek to reopen these chapter 11 cases for cause pursuant to section 350(b) of the Bankruptcy Code and (b) the rights of the Reorganized Debtors to dispute, before the Court or in an appropriate nonbankruptcy forum, all claims that were filed against the Debtors in these chapter 11 cases as contemplated by the Plan and the Confirmation Order. Notwithstanding anything to the contrary contained in the Plan, any failure of the Reorganized Debtors to file an objection to any claim in these chapter 11 cases shall not constitute allowance of the claim and shall not result in such claim being deemed Allowed (as defined in the Plan) against the Reorganized Debtors.

7. KCC’s obligations to provide the Claims Agent Services are terminated upon the completion of the services listed in paragraph 22 of the Motion. Thereafter, KCC will

have no further obligations to this Court, the Reorganized Debtors, or any party in interest with respect to the Claims Agent Services in the Debtors' Chapter 11 Cases. For the avoidance of doubt, this order applies only to KCC's obligations under the KCC Retention Order and the underlying agreement for services, and does not terminate KCC's role as Administrative Advisor for the Reorganized Debtors.

8. The Reorganized Debtors shall pay all amounts due and owing KCC for the Claims Agent Services, including for the services listed in paragraph 22 of the Motion, under the KCC Retention Order and the underlying agreement for services.

9. Pursuant to Local Rule 2002-1(f)(ix), within twenty-eight (28) days of entry of this Final Decree, KCC shall (a) forward to the Clerk of the Court an electronic version of all imaged claims, (b) upload the creditor mailing list into CM/ECF, and (c) docket a Final Claims Register (if any) in these chapter 11 cases containing claims of all these chapter 11 cases. KCC shall box and transport all original claims to the Philadelphia Federal Records Center, 14470 Townsend Road, Philadelphia, Pennsylvania 19154 and docket a completed SF-135 Form indicating the accession and location numbers of the archived claims.

10. Should KCC receive any mail regarding the Reorganized Debtors or the Debtors after entry of this Final Decree, KCC shall collect and forward such mail no less frequently than monthly to the Reorganized Debtors.

11. The Reorganized Debtors and their agents are authorized to take all actions necessary to effectuate the relief granted in this Final Decree in accordance with the Motion.

12. The Court will retain jurisdiction to hear and determine any matters or disputes related to these chapter 11 cases, including, without limitation, any matters or disputes

relating to the effect of discharge and/or injunction provisions contained in the Plan and/or the Confirmation Order.

13. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, or 9014 of the Bankruptcy Rules or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.