

**ORIGINAL**

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

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 In re: : Chapter 11  
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 CHAPARRAL ENERGY, INC., et al., : Case No. 16-11144 (LSS)  
 :  
 Debtors.<sup>1</sup> : Joint Administration Pending  
 :  
 : **Re: Docket No. 9**  
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**INTERIM ORDER UNDER 11 U.S.C. §§ 105(a), 363(b), 364, 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**

Upon the motion (the "Motion")<sup>2</sup> of the Debtors for entry of an Interim Order, under Bankruptcy Code Sections 105(a), 363(b), 364, 506(b), 1107(a), and 1108 and Bankruptcy Rule 6003 authorizing the Debtors to pay certain (i) Operating Expenditures, (ii) Joint Interest Billings, and (iii) Shippers, Warehousemen and Mechanics Claims; and the Court having reviewed the Motion and the Fischer Declaration; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest and should be granted on an interim basis to the extent set forth herein; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 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 as of February 29, 2012; and it

<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> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.



appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Motion is GRANTED on an interim basis as set forth herein.
2. The Debtors are authorized, but not directed, in their sole discretion to pay prepetition Operating Expenditures, as well as in the ordinary course of business; provided that payments on account of prepetition Operating Expenditures shall not exceed \$27,000,000 pursuant to this Interim Order.
3. The Debtors are authorized, but not directed, in their sole discretion to pay prepetition amounts outstanding on the Credit Cards and SUAs on account of Operating Expenditures; provided that payments on account of prepetition amounts outstanding on the Credit Cards and the SUAs shall be subject to and included in the \$27,000,000 cap on Operating Expenditures pursuant to this Interim Order.
4. The Debtors are authorized, but not directed, in their sole discretion to pay prepetition Joint Interest Billings in the ordinary course of business; provided that payments on account of prepetition Joint Interest Billings shall not exceed \$5,000,000 pursuant to this Interim Order.
5. The Debtors are authorized, but not directed, in their sole discretion to pay prepetition Shippers, Warehousemen and Mechanics Claims in the ordinary course of business; provided that payments on account of prepetition Shippers, Warehousemen and Mechanics Claims shall not exceed \$20,000 pursuant to this Interim Order.

6. The banks and financial institutions on which checks were drawn or electronic payment requests were made in payment of the prepetition obligations approved herein are authorized to receive, process, honor, pay, and, if necessary, reissue all such checks, including prepetition checks that the Debtors reissue postpetition, and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Interim Order.

7. *Nunc pro tunc* to the Petition Date, and subject to the terms of this Interim Order, the Debtors are authorized (i) to continue to use (and allow the use by their employees of) the Credit Cards and the SUAs subject to the terms and conditions thereof, as applicable, including any and all applicable agreements between the Debtors and JPM for security or credit enhancement of the Credit Cards or the SUAs.

8. *Nunc pro tunc* to the Petition Date, and subject to the terms of this Interim Order, the Debtors are authorized (i) to obtain such credit on a secured basis through their and their employees' continued use of the Credit Cards and the SUAs pursuant to section 364 of the Bankruptcy Code, and (ii) to continue to use (and allow the use by their employees of) the Credit Cards and the SUAs subject to the terms and conditions thereof, and all charges (whether prepetition or post-petition) in connection with the Credit Cards and the SUAs are authorized to be paid by the Debtors as and when due and payable.

9. JPM is hereby authorized to extend credit and make advances from time to time on behalf of the Debtors in accordance with the terms of any applicable agreements with the Debtors governing the Credit Cards and the SUAs, including agreements entered into in connection with the Credit Facility, pursuant to section 364 of the Bankruptcy Code with liens on

all assets and properties of the estates as those subject to the adequate protection liens granted under the cash collateral orders in these Chapter 11 Cases and subject to any carve out approved therein.

10. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in the Motion or this Interim Order or any payment made pursuant to this Interim Order shall constitute, nor is it intended to constitute, an admission as to the validity or priority of any claim against the Debtors or lien on any of their properties, a waiver of the Debtors' rights to subsequently dispute such claim or lien, or the assumption or adoption of any agreement, contract, or lease under Bankruptcy Code Section 365.

11. The Debtors are authorized to issue postpetition checks, or to affect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these Chapter 11 Cases with respect to prepetition amounts owed in connection with any of the Specified Claims and to reimburse any expenses that holders of claims in connection with the Specified Claims may incur as a result of any bank's failure to honor a prepetition check.

12. Nothing contained in this Interim Order shall be deemed to increase, reclassify, elevate to an administrative expense status, or otherwise affect a Specified Claim to the extent it is not paid.

13. Nothing in the Motion or this Interim Order, nor as a result of any payment made pursuant to this Interim Order, shall be deemed or construed a waiver of the rights of the Debtors, or shall impair the ability of the Debtors, to contest the validity and amount of any payment made pursuant to this Interim Order.

14. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Interim Order are immediately effective and enforceable upon its entry.

15. The requirements set forth in Bankruptcy Rule 6004(a) are hereby waived.

16. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied because the relief set forth in this Interim Order is necessary to avoid immediate and irreparable harm.

17. Notwithstanding anything to the contrary contained in this Interim Order or in the Motion, any payment, obligation, or other relief authorized by this Interim Order shall be subject to and limited by the requirements imposed on the Debtors under the terms of any interim and/or final orders regarding the use of cash collateral.

18. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Interim Order in accordance with the Motion.

19. The Final Hearing on the Motion shall be held on June 9, 2016, at 11:00 a.m., prevailing Eastern Time. Any objections or responses to entry of a final order on the Motion shall be filed on or before 4:00 p.m., prevailing Eastern Time, on June 2, 2016, and shall be served on: (a) Chaparral Energy, Inc., 701 Cedar Lake Blvd., Oklahoma City, OK 73114 (Attn: Linda Byford, Esq.), (b) Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Attn: David F. McElhoe, Esq.), (c) Richards, Layton & Finger, P.A., One Rodney Square, 920 North King St., Wilmington, Delaware 19801 (Attn: Mark D. Collins, Esq. and John H. Knight, Esq.), (d) counsel to the administrative agent for the Debtors' prepetition secured financing, Vinson & Elkins LLP, Trammell Crow Center, 2001 Ross Avenue, Suite 3700, Dallas, Texas 75201 (Attn: Chris Dewar, Esq.), (e) counsel to the ad hoc committee of the holders of the Debtors' prepetition unsecured notes, Milbank, Tweed,

Hadley & McCloy LLP, 28 Liberty Street, New York, NY 10005 (Attn: Evan Fleck, Esq. and Michael Price, Esq.), (f) counsel to the official committee of unsecured creditors, if one is appointed, and (g) the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, DE 19801 (Attn: David Buchbinder, Esq. and Natalie M. Cox, Esq.), no later than June 2, 2016, at <sup>4</sup>5:00 p.m. Prevailing Eastern Time. In the event no objections to entry of the Final Order on the Motion are timely received, this Court may enter such Final Order without need for the Final Hearing.

20. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Interim Order.

Dated: May 11, 2016  
Wilmington, Delaware

  
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THE HONORABLE LAURIE SELBER SILVERSTEIN  
UNITED STATES BANKRUPTCY JUDGE