

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
 :
 : Re: Docket Nos. 4, 54 & 73
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**FINAL ORDER AUTHORIZING PAYMENT OF (I) ROYALTY PAYMENTS,
(II) WORKING INTEREST DISBURSEMENTS AND (III) LEASE OBLIGATIONS
IN THE ORDINARY COURSE OF BUSINESS**

Upon the motion (the "Motion")² the "Debtors for entry of the Final Order, under Bankruptcy Code Sections 105(a), 363(b), 506(b), 1107(a), and 1108 and Bankruptcy Rule 6003 authorizing, but not directing, the payment of (i) Royalty Payments, (ii) Working Interest Disbursements and (iii) Lease Obligations; and the Court having reviewed the Motion, the Fischer Declaration, and the Interim Order entered on May 11, 2016; 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 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 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

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



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 a final basis as set forth herein.
2. The Debtors are authorized, but not directed, in their sole discretion to pay the Royalty Interest Owners, in the ordinary course of business, the Royalty Payments, and to take and apply such setoff rights as the Debtors are entitled to take against such Royalty Payments prior to paying such amounts.
3. The Debtors are authorized, but not directed, in their sole discretion to make Working Interest Disbursements to Non-Operating Working Interest Owners in accordance with such parties' respective interests in the Oil and Gas Leases covered by Joint Operating Agreements, and to take and apply such set-off rights as the Debtors are entitled to take against such Working Interest Disbursements prior to paying such amounts.
4. The Debtors are authorized, but not directed, in their sole discretion to make Lease Obligations payments, on behalf of each holder of a Non-Operating Working Interest in accordance with such parties' respective interests in the Oil and Gas Leases covered by Joint Operating Agreements, and to take and apply such set-off rights as the Debtors are entitled to take against such Lease Obligations prior to paying such amounts.
5. The Debtors are authorized, but not directed, in their sole discretion to issue new postpetition checks to replace any checks that may nevertheless be dishonored and to reimburse any expenses that holders of claims in connection with Royalty Payments, Working Interest Disbursements or Lease Obligations may incur as a result of any bank's failure to honor a prepetition check.

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 and electronic payment requests, including prepetition checks and electronic payment and transfer requests that the Debtors reissue or re-request postpetition, 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 Final Order.

7. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in the Motion or this Final Order or any payment made pursuant to this Final Order shall constitute, nor is it intended to constitute, an admission as to the validity or priority of any claim against the Debtors or any lien on any of the Debtors' 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.

8. 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 Obligations.

9. Neither the provisions contained herein, nor any actions or payments made by the Debtors pursuant to this Final Order, shall be deemed an admission as to the validity of any underlying obligation or a waiver of any rights the Debtors may have to dispute such obligation on any ground that applicable law permits.

10. Notwithstanding anything to the contrary in this Final Order or in the Motion, any payment, obligation, or other relief authorized by this Final Order shall be subject to

and limited by the requirements imposed on the Debtors under the terms of any interim and/or final orders approving the use of cash collateral.

11. Notwithstanding Bankruptcy Rule 6004(h), to the extent applicable, this Final Order shall be effective and enforceable immediately upon entry hereof.


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

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

14. The Debtors are hereby authorized to take such actions and to execute such documents as may be necessary to implement the relief granted by this Final Order.

15. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation and/or interpretation of this Final Order.

Dated: June 7, 2016
Wilmington, Delaware



THE HONORABLE LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE