

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. 9, 57 & 76
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**FINAL 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**")² of the Debtors for entry of a Final 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, 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

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 shall have the meanings ascribed to such terms in the Motion.



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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 a final basis as set forth herein.
2. The Debtors are authorized, but not directed, in their sole discretion to pay prepetition Operating Expenditures in the ordinary course of business; provided that payments on account of prepetition Operating Expenditures shall not exceed \$37,000,000.
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 \$37,000,000 cap on Operating Expenditures.
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 \$6,500,000.
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 \$50,000.
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 Final Order.

7. *Nunc pro tunc* to the Petition Date, and subject to the terms of this Final 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 Final 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 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 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 Final 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. Neither the provisions contained herein, nor any actions or payments made by the Debtors pursuant to this 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.

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

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 Final Order is necessary to avoid immediate and irreparable harm.

17. Notwithstanding anything to the contrary contained 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 regarding the use of cash collateral.

18. 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.

19. 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