

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
 :
 : **Objection Deadline: November 30, 2016 at 4:00 p.m. (EST)**
 : **Hearing Date: December 7, 2016 at 10:00 a.m. (EST)**
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 : **Re: Docket Nos. 18, 85, 191, 225, 300, 446, 499, 527 & 573**
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**NOTICE OF (I) ENTRY OF EIGHTH INTERIM ORDER (I) AUTHORIZING
 POSTPETITION LIMITED USE OF CASH COLLATERAL,
 (II) GRANTING ADEQUATE PROTECTION TO THE PREPETITION
 SECURED PARTIES PURSUANT TO 11 U.S.C. §§ 105, 361, 362, 363, AND 507,
 BANKRUPTCY RULES 2002, 4001, AND 9014, AND LOCAL BANKRUPTCY
 RULE 4001-2, (III) MODIFYING THE AUTOMATIC STAY, (IV) SCHEDULING A
 FINAL HEARING PURSUANT TO BANKRUPTCY RULE 4001(B), AND
 (V) GRANTING RELATED RELIEF AND (II) A FINAL HEARING THEREON**

PLEASE TAKE NOTICE that, on May 10, 2016, the debtors and debtors in possession in the above-captioned cases (collectively, the “**Debtors**”) filed the **Debtors’ Motion for Entry of Orders (A) Authorizing the Use of Cash Collateral, (B) Granting Adequate Protection to Prepetition Secured Parties, (C) Scheduling a Final Hearing, and (D) Granting Related Relief** [Docket No. 18] (the “**Motion**”) with the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”). Attached to the Motion as Exhibit A was a proposed form of interim order (the “**Original Proposed Order**”). **You were previously served with a copy of the Motion and Original Proposed Order.**

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.



PLEASE TAKE FURTHER NOTICE that, following an initial hearing to consider the Motion, on May 13, 2016, the Bankruptcy Court entered the **Interim Order (I) Authorizing Postpetition Limited Use of Cash Collateral, (II) Granting Adequate Protection to the Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, and 507, Bankruptcy Rules 2002, 4001, and 9014, and Local Bankruptcy Rule 4001-2, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001(b), and (V) Granting Related Relief** [Docket No. 85] (the “**Interim Order**”). **You were previously served with a copy of the Interim Order.**

PLEASE TAKE FURTHER NOTICE that, on June 9, 2016, the Bankruptcy Court entered the **Second Interim Order (I) Authorizing Postpetition Limited Use of Cash Collateral, (II) Granting Adequate Protection to the Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, and 507, Bankruptcy Rules 2002, 4001, and 9014, and Local Bankruptcy Rule 4001-2, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001(b), and (V) Granting Related Relief** [Docket No. 191] (the “**Second Interim Order**”). **You were previously served with a copy of the Second Interim Order.**

PLEASE TAKE FURTHER NOTICE that, on June 21, 2016, the Bankruptcy Court entered the **Third Interim Order (I) Authorizing Postpetition Limited Use of Cash Collateral, (II) Granting Adequate Protection to the Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, and 507, Bankruptcy Rules 2002, 4001, and 9014, and Local Bankruptcy Rule 4001-2, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001(b), and (V) Granting Related Relief**

[Docket No. 225] (the “**Third Interim Order**”). **You were previously served with a copy of the Third Interim Order.**

PLEASE TAKE FURTHER NOTICE that, on July 12, 2016, the Bankruptcy Court entered the **Fourth Interim Order (I) Authorizing Postpetition Limited Use of Cash Collateral, (II) Granting Adequate Protection to the Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, and 507, Bankruptcy Rules 2002, 4001, and 9014, and Local Bankruptcy Rule 4001-2, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001(b), and (V) Granting Related Relief** [Docket No. 300] (the “**Fourth Interim Order**”). **You were previously served with a copy of the Fourth Interim Order.**

PLEASE TAKE FURTHER NOTICE that, on August 29, 2016, the Bankruptcy Court entered the **Fifth Interim Order (I) Authorizing Postpetition Limited Use of Cash Collateral, (II) Granting Adequate Protection to the Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, and 507, Bankruptcy Rules 2002, 4001, and 9014, and Local Bankruptcy Rule 4001-2, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001(b), and (V) Granting Related Relief** [Docket No. 446] (the “**Fifth Interim Order**”). **You were previously served with a copy of the Fifth Interim Order.**

PLEASE TAKE FURTHER NOTICE that, on September 28, 2016, the Bankruptcy Court entered the **Sixth Interim Order (I) Authorizing Postpetition Limited Use of Cash Collateral, (II) Granting Adequate Protection to the Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, and 507, Bankruptcy Rules 2002, 4001, and 9014, and Local Bankruptcy Rule 4001-2, (III) Modifying the Automatic Stay, (IV) Scheduling a**

Final Hearing Pursuant to Bankruptcy Rule 4001(b), and (V) Granting Related Relief

[Docket No. 499] (the “**Sixth Interim Order**”). **You were previously served with a copy of the Sixth Interim Order.**

PLEASE TAKE FURTHER NOTICE that, on October 13, 2016, the Bankruptcy Court entered the **Seventh Interim Order (I) Authorizing Postpetition Limited Use of Cash Collateral, (II) Granting Adequate Protection to the Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, and 507, Bankruptcy Rules 2002, 4001, and 9014, and Local Bankruptcy Rule 4001-2, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001(b), and (V) Granting Related Relief** [Docket No. 527] (the “**Seventh Interim Order**”). **You were previously served with a copy of the Seventh Interim Order.**

PLEASE TAKE FURTHER NOTICE that, on November 21, 2016, the Bankruptcy Court entered the **Eighth Interim Order (I) Authorizing Postpetition Limited Use of Cash Collateral, (II) Granting Adequate Protection to the Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, and 507, Bankruptcy Rules 2002, 4001, and 9014, and Local Bankruptcy Rule 4001-2, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001(b), and (V) Granting Related Relief** [Docket No. 573] (the “**Eighth Interim Order**”). **You are being served with a copy of the Eighth Interim Order contemporaneously herewith.**

PLEASE TAKE FURTHER NOTICE that, in connection with the Final Hearing, the Prepetition Agent and the other Prepetition Secured Parties may be seeking, among other things, the following additional relief that was not included in the Interim Order: (i) the granting of adequate protection liens and claims on the proceeds of, and other recoveries arising from, the

Avoidance Actions, as shown in Paragraph 5 of the Original Proposed Order; (ii) the waiver of the equitable doctrine of “marshaling” and any other similar doctrine, as shown in Paragraph 9 of the Original Proposed Order; (iii) the requirement that the Disputed Cash be moved to certain accounts of the Prepetition Agent and to be used for only certain limited purposes, as shown in Paragraph 11 of the Original Proposed Order; (iv) the waiver of the right to surcharge the Prepetition Collateral and/or Adequate Protection Collateral, as shown in Paragraphs 15 and 16 of the Original Proposed Order; and (v) the waiver of the “equities of the case” doctrine, as shown in Paragraphs 16 and 17 of the Original Proposed Order (collectively, the “**Additional Requested Relief**”).

PLEASE TAKE FURTHER NOTICE that, the Debtors reserve all their rights, objections, and defenses with respect to the Additional Requested Relief, and to seek entry of a subsequent interim order or final order that differs materially from the Interim Order, which may include, without limitation, the use of Cash Collateral on a non-consensual basis and/or the elimination or reduction of the payment of adequate protection interest. The rights, objections, and defenses of all parties are reserved in connection with the foregoing.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Seventh Interim Order, objections or responses to the final relief requested in the Motion, if any, must be made in writing, filed with the Bankruptcy Court, and served so as to be received by: (a) Chaparral Energy, Inc., 701 Cedar Lake Blvd., Oklahoma City, OK 73114 (Attn: Mark Fischer), (b) Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Attn: Keith A. Simon, Esq.), (c) Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Mark D. Collins, Esq. and John H. Knight, Esq.), (d) Vinson & Elkins LLP, Trammell Crow Center, 2001 Ross Avenue, Suite 3700 Dallas, TX

75201-2975 (Attn: William L. Wallander, Esq.), (e) Milbank, Tweed, Hadley & McCloy LLP, 28 Liberty Street, New York, NY 10005-1413 (Attn: Evan Fleck, 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, Lockbox 35, Wilmington, DE 19801 (Attn: David Buchbinder, Esq. and Natalie M. Cox, Esq.) on or before **November 30, 2016 at 4:00 p.m. (Eastern Standard Time)**.

PLEASE TAKE FURTHER NOTICE that, a final hearing with respect to the Motion, if required, will be held before the Honorable Laurie Selber Silverstein at the Bankruptcy Court, 824 North Market Street, 6th Floor, Courtroom No. 2, Wilmington, Delaware 19801 on **December 7, 2016 at 10:00 a.m. (Eastern Standard Time)** (the "**Final Hearing**").

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

Dated: November 21, 2016
Wilmington, Delaware

/s/ Joseph C. Barsalona II
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