

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: CHESAPEAKE ENERGY CORPORATION, <i>et al.</i> , ¹ Reorganized Debtors.	§ § § § § § § § §	Chapter 11 Case No. 20-33233 (DRJ) (Jointly Administered)
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**REORGANIZED DEBTORS’ AND EAP OHIO’S STIPULATION AND AGREED
ORDER WITH RESPECT TO REORGANIZED DEBTORS’ THIRTEENTH OMNIBUS
OBJECTION TO CERTAIN PROOFS OF CLAIM
(CROSS-DEBTOR DUPLICATE CLAIMS)²**

The above-captioned reorganized debtors (before the Effective Date of the Plan, the “Debtors,” and after the Effective Date of the Plan, the “Reorganized Debtors”) and EAP Ohio, LLC (“EAP”) enter this stipulation and agreed order (this “Stipulation”) with respect to the *Reorganized Debtors’ Thirteenth Omnibus Objection to Certain Proofs of Claim (Cross-Debtor Duplicate Claims)* [Docket No. 3545] (the “Thirteenth Omnibus Objection”) and stipulate as follows:

1. On or about July 26, 2018, Chesapeake Exploration, L.L.C.; Chesapeake Appalachia, L.L.C.; CHK Utica, L.L.C.; MC Mineral Company, L.L.C.; Chesapeake Land Development Company, L.L.C.; Chesapeake Energy Marketing, L.L.C.; Chesapeake Royalty, L.L.C.; and Midcon Compression, L.L.C. (collectively, the “Sellers”) and EAP entered into that

¹ A complete list of each of the Reorganized Debtors in these chapter 11 cases may be obtained on the website of the Reorganized Debtors’ claims and noticing agent at <https://dm.epiq11.com/chesapeake>. The location of Reorganized Debtor Chesapeake Energy Corporation’s principal place of business and the Reorganized Debtors’ service address in these chapter 11 cases is 6100 North Western Avenue, Oklahoma City, Oklahoma 73118.

² Capitalized terms used but not otherwise defined herein shall have the same meaning ascribed to them in the *Fifth Amended Joint Chapter 11 Plan of Reorganization of Chesapeake Energy Corporation and Its Debtor Affiliates* [Docket No. 2833] (the “Plan”).

certain *Purchase and Sale Agreement* (the “Agreement”), which contains certain indemnification obligations (the “Indemnification Obligations”).

2. On June 28, 2020 (the “Petition Date”), the Debtors filed voluntary petitions in the United States Bankruptcy Court for the Southern District of Texas (the “Court”) seeking relief under chapter 11 of the United States Bankruptcy Code.

3. On October 28, 2020, EAP timely filed Proof of Claim Numbers 11266, 11268, 11269, 11270, 11272, 11273, and 11274 against Chesapeake Exploration, L.L.C.; CHK Utica, L.L.C.; MC Mineral Company, L.L.C.; Chesapeake Land Development Company, L.L.C.; Chesapeake Energy Marketing, L.L.C.; Chesapeake Royalty, L.L.C.; Midcon Compression, L.L.C.; and Chesapeake Energy Corporation, respectively (the “EAP Chesapeake Claims”) and Proof of Claim Number 11267 against the Chesapeake Appalachia, L.L.C. (the “EAP Appalachia Claim”) based upon Indemnification Obligations that EAP alleges are potentially owed by Sellers on a joint and several basis to EAP.

4. On January 12, 2021, the Debtors filed their Plan, which the Court confirmed on January 16, 2021. [Docket No. 2915].

5. The Effective Date of the Plan occurred on February 9, 2021 [Docket No. 3058].

The Plan provides, in relevant part, that:

for the purpose of calculating the aggregate Allowed Unsecured Notes Claims and aggregate Allowed General Unsecured Claims for purposes of determining each Allowed Unsecured Notes Claim’s and Allowed General Unsecured Claim’s Pro Rata distribution, each Allowed Unsecured Notes Claim and Allowed General Unsecured Claim shall be counted once, notwithstanding the number of Debtors against which such claim may be asserted.

[Docket No. 2833, Art. VII, D].

6. The Plan further provides, in relevant part, as follows:

Any duplicate Claim or Interest or any Claim or Interest that has been paid, satisfied, amended, or superseded may be adjusted or expunged on the Claims Register by the Reorganized Debtors without the Reorganized Debtors having to File an application, motion, complaint, objection, or any other legal proceeding seeking to object to such Claim or Interest and without any further notice to or action, order, or approval of the Bankruptcy Court.

[*Id.* at Art. VII, D].

7. On April 26, 2021, the Reorganized Debtors filed their Thirteenth Omnibus Objection to Cross-Debtor Duplicate Claims.

8. In light of the aforementioned Plan provisions, EAP and the Reorganized Debtors stipulate and agree as follows: (i) the EAP Chesapeake Claims should be disallowed; and (ii) to the extent the EAP Appalachia Claim is Allowed, per the terms of the Plan EAP is entitled to only one recovery thereon from the Debtors.

9. The Reorganized Debtors reserve the right to object to the EAP Appalachia Claim on any grounds whatsoever, except on the grounds that the EAP Appalachia Claim is asserted against the wrong debtor, and EAP Ohio reserves all rights with respect to the EAP Appalachia Claim.

NOW, THEREFORE, IT IS HEREBY STIPULATED, AGREED, AND ORDERED THAT:

1. The EAP Chesapeake Claims are DISALLOWED.
2. The terms of this Stipulation will be immediately effective and enforceable upon its entry.
3. The Reorganized Debtors' claims, noticing, and solicitation agent, Epiq, is authorized and directed to update the claims register maintained in these chapter 11 cases to reflect the relief granted in this Stipulation.

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

Signed: _____

DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

AGREED AND ENTRY REQUESTED:

Houston, Texas
August 23, 2021

/s/ Kristhy M. Peguero

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