

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

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In re:	)	
	)	Chapter 11
	)	
EXTRACTION OIL & GAS, INC. <i>et al.</i> , <sup>1</sup>	)	Case No. 20-11548 (CSS)
	)	
Debtors.	)	(Jointly Administered)
	)	Re: Docket No. 262

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**FIRST SUPPLEMENTAL DECLARATION OF  
CHRISTOPHER MARCUS IN SUPPORT OF THE DEBTORS'  
APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING  
THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP  
AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR  
THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF JUNE 14, 2020**

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I, Christopher Marcus, being duly sworn, state the following under penalty of perjury:

1. I am the president of Christopher Marcus, P.C., a partner of the law firm of Kirkland & Ellis LLP, located at 601 Lexington Avenue, New York, New York 10022, and a partner of Kirkland & Ellis International, LLP (together with Kirkland & Ellis LLP, collectively, "Kirkland"). I am one of the lead attorneys from Kirkland working on the above-captioned chapter 11 cases. I am a member in good standing of the Bar of the State of New York, and I have been admitted to practice in the United States District Court for the Southern District of New York. There are no disciplinary proceedings pending against me.

2. On June 14, 2020 (the "Petition Date"), each of the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed a petition in the United States Bankruptcy

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Extraction Oil & Gas, Inc. (3923); 7N, LLC (4912); 8 North, LLC (0904); Axis Exploration, LLC (8170); Extraction Finance Corp. (7117); Mountaintop Minerals, LLC (7256); Northwest Corridor Holdings, LLC (9353); Table Mountain Resources, LLC (5070); XOG Services, LLC (6915); and XTR Midstream, LLC (5624). The location of the Debtors' principal place of business is 370 17th Street, Suite 5300, Denver, Colorado 80202.



Court for the District of Delaware (the “Court”) under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). On July 14, 2020, the Debtors filed the *Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of June 14, 2020* [Docket No. 262] (the “Application”)<sup>2</sup> pursuant to sections 327(a) and 330 of the Bankruptcy Code, rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2014-1 and 2016-1 of the Bankruptcy Local Rules for the District of Delaware (the “Bankruptcy Local Rules”).

3. In support of the Application, the Debtors filed the *Declaration of Christopher Marcus in Support of the Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of June 14, 2020*, which was attached to the Application as **Exhibit B** [Docket No. 262, Ex. B.] (the “Prior Declaration”). On August 11, 2020, the Court entered the *Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of June 14, 2020* [Docket No. 396].

4. I submit this supplemental declaration (this “First Supplemental Declaration”) to supplement the disclosures set forth in the Prior Declaration in accordance with Bankruptcy Rules 2014(a) and 2016(b). Except as otherwise indicated herein, all facts stated in this First Supplemental Declaration are based on my personal knowledge of Kirkland’s operations and finances, information learned from my review of relevant documents, and information supplied to

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

me by Kirkland's partners or employees. If called upon to testify, I could and would testify on that basis.

### **Additional Disclosures**

5. As set forth in the Prior Declaration and herein, Kirkland may in the past have represented, currently may represent, and may in the future represent certain of the Debtors' creditors, equity security holders, or other parties in interest in ongoing matters unrelated to the Debtors and these chapter 11 cases. None of the representations described herein or set forth on **Schedule 2** are materially adverse to the interests of the Debtors' estates. Moreover, pursuant to section 327(c) of the Bankruptcy Code, Kirkland is not disqualified from acting as the Debtors' counsel merely because it represents certain of the Debtors' creditors, equity security holders, or other parties in interest in matters unrelated to these chapter 11 cases.

6. Kirkland has searched its electronic database of representations for connections to parties in interest in these chapter 11 cases. Certain connections were disclosed in the Prior Declaration. In addition to the entities searched and disclosed in the Prior Declaration, Kirkland has searched its electronic database for the entities listed on **Schedule 1**, attached hereto. Kirkland will update its disclosures as necessary and when Kirkland becomes aware of material information. The following is a list of the additional categories that Kirkland has searched:<sup>3</sup>

<b><u>Schedule</u></b>	<b><u>Category</u></b>
1(a)	Directors/Officers
1(b)	Core 2002 Parties
1(c)	Debtor Professionals
1(d)	Governmental/Regulatory Agencies
1(e)	Litigation

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<sup>3</sup> Kirkland's inclusion of parties in the following schedules is solely to illustrate Kirkland's conflict search process and is not an admission that any party has a valid claim against the Debtors or that any party properly belongs in the schedules or has a claim or legal relationship to the Debtors of the nature described in the schedules.

7. I have included the results of Kirkland's conflicts searches of the above-listed entities on **Schedule 2** to this First Supplemental Declaration.<sup>4</sup> In addition, Kirkland re-ran searches in its electronic database for the entities that were previously reviewed in the Previous Declaration. The entities that were re-ran are listed on **Schedule 3**. All current and prior representations of the parties identified on **Schedules 2** and **3** are in matters unrelated to the Debtors and these chapter 11 cases.

8. Based on the conflicts searches conducted to date and described in this First Supplemental Declaration and the Prior Declaration, to the best of my knowledge and insofar as I have been able to ascertain, neither Kirkland nor any of its partners or associates has any connection with the Debtors or any party in interest in the chapter 11 cases except as disclosed or otherwise described in this First Supplemental Declaration and in the Prior Declaration.

9. Generally, it is Kirkland's policy to disclose entities in the capacity that they first appear in a conflicts search. For example, if an entity already has been disclosed in the Prior Declaration in one capacity (*e.g.*, a customer), and the entity appears in a subsequent conflicts search in a different capacity (*e.g.*, a vendor), Kirkland does not disclose the same entity again in supplemental declarations, unless the circumstances are such in the latter capacity that additional disclosure is required.

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<sup>4</sup> As referenced in **Schedule 2**, the term "current client" means an entity listed as a client in Kirkland's conflicts search system to whom time was posted in the 12 months preceding the Petition Date. As referenced in **Schedule 2**, the term "former client" means an entity listed as a client in Kirkland's conflicts search system to whom time was posted between 12 and 36 months preceding the Petition Date. As referenced in **Schedule 2**, the term "closed client" means an entity listed as a client in Kirkland's conflicts search system to whom time was posted in the 36 months preceding the Petition Date, but for which the client representation has been closed. Whether an actual client relationship exists can only be determined by reference to the documents governing Kirkland's representation rather than its potential listing in Kirkland's conflicts search system. The list generated from Kirkland's conflicts search system is over-inclusive. As a general matter, Kirkland discloses connections with "former clients" or "closed clients" for whom time was posted in the last 36 months, but does not disclose connections if time was billed more than 36 months before the Petition Date.

**Affirmative Statement of Disinterestedness**

10. Based on the conflicts search conducted to date and described herein, to the best of my knowledge and insofar as I have been able to ascertain, (a) Kirkland is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors’ estates, and (b) Kirkland has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed herein.

*[Remainder of page intentionally left blank]*

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: September 17, 2020

Respectfully submitted,

/s/ Christopher Marcus

Christopher Marcus  
as President of Christopher Marcus, P.C., as  
Partner of Kirkland & Ellis LLP; and as Partner  
of Kirkland & Ellis International LLP

## **SCHEDULE 1**

### **List of Schedules**

<b><u>Schedule</u></b>	<b><u>Category</u></b>
1(a)	Directors/Officers
1(b)	Core 2002 Parties
1(c)	Debtor Professionals
1(d)	Governmental/Regulatory Agencies
1(e)	Litigation

**SCHEDULE 1(a)**

**Directors/Officers**

Evans, Donald L.  
Jacobsen, Eric S.  
Mundy, Wayne



**SCHEDULE 1(b)**

**Core 2002**

Arnold & Porter Kaye Scholer LLP  
Ashby & Geddes PA  
Bracewell LLP  
Burr & Forman LLP  
Cozen O'Connor  
Delaware, State of, Attorney General  
Delaware, State of, Division of Revenue, Office of the State Treasurer  
Delaware, State of, Secretary of State  
Kurtzman Carson Consultants LLC  
Rocky Mountain Inspection Services Inc.  
Sullivan Hazeltine Allinson LLC  
United States, Government of the, Department of Justice, Attorney for Delaware  
United States, Government of the, Department of Justice, Office of the United States Trustee,  
District of Delaware  
United States, Government of the, Department of the Treasury, Internal Revenue Service  
United States, Government of the, Securities & Exchange Commission  
United States, Government of the, Securities & Exchange Commission, NY Office  
Whiteford Taylor Preston LLP  
Young Conaway Stargatt & Taylor LLP  
Zarlengo & Kimmell PC

**SCHEDULE 1(c)**

**Debtor Professionals**

Kurtzman Carson Consultants LLC

**SCHEDULE 1(d)**

**Governmental/Regulatory Agencies**

Boulder, County of (CO), Board of County Commissioners

## **SCHEDULE 1(e)**

### **Litigation**

AJ's Investments LLC  
Bane, Shelley  
Bank of Colorado  
Berlau, Dan  
Broomfield, City of (CO), City & County Manager  
Colorado Lending Source Ltd.  
Cookery International Inc., The  
Erboli, Mateo  
Erboli, Shayla Renay  
First National Bank  
FirstBank  
Hospice & Pallative Care of Northern Colorado Inc.  
Odell, Stephanie L.  
P2BR Properties LLC  
Richmark Energy Partners LLC  
Richmark Royalties LLC  
Sandy Creek Minerals LLC  
Silver Tip Commercial LLC  
SoRelle, Carol V.  
Ter Haar, Elise  
United States, Government of the, Small Business Administration  
Vevest LLC  
Wallace, Rick L.  
Weld, County of (CO), Public Trustee

**SCHEDULE 2**

<b>Name of Entity Searched</b>	<b>Name of Entity and/or Affiliate of Entity, that is a K&amp;E Client</b>	<b>Status</b>
United States, Government of the, Department of Justice, Attorney for Delaware	Administrative Office of the U.S. Courts	Closed
United States, Government of the, Department of Justice, Office of the United States Trustee, District of Delaware	Konstantina Diamantopoulos	Current
United States, Government of the, Department of the Treasury, Internal Revenue Service	Orly Godfrey	Current
United States, Government of the, Securities & Exchange Commission	Robert J. Quigley	Current
United States, Government of the, Securities & Exchange Commission, NY Office		
United States, Government of the, Small Business Administration		

**SCHEDULE 3**

<b>Name of Entity Searched</b>	<b>Name of Entity and/or Affiliate of Entity, that is a K&amp;E Client</b>	<b>Status</b>
BlackRock Inc.	BlackRock, Inc.	Current
DCP Midstream LLC	Maple Power Ltd.	Current
Goldman Sachs & Co. LLC Goldman Sachs Bank USA	Goldman Sachs PIA	Current
Jefferies LLC	Jefferies Hong Kong Limited	Current
Pioneer Wireline Services LLC	Pioneer Energy Services Corp.	Current
[REDACTED]	[REDACTED]	Current
[REDACTED]	[REDACTED]	Current