

**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)
	)	
	)	Hearing Date: December 3, 2020 at 2:00 p.m. (ET)
	)	Objection Deadline: November 13, 2020 at 4:00 p.m. (ET)

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**SUMMARY OF FIRST INTERIM APPLICATION OF WHITEFORD, TAYLOR  
& PRESTON LLC FOR ALLOWANCE OF COMPENSATION FOR SERVICES  
RENDERED AND FOR REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO  
THE DEBTOR AND DEBTORS IN POSSESSION FOR THE PERIOD FROM  
JUNE 14, 2020 THROUGH AUGUST 31, 2020**

Name of Applicant:	<u>Whiteford, Taylor &amp; Preston LLC</u>
Authorized to Provide Professional Services to:	<u>the above-captioned debtors and debtors in possession</u>
Date of Retention:	<u>August 11, 2020 <i>nunc pro tunc</i> to</u> <u>June 14, 2020</u>
Period for which compensation and reimbursement are sought:	<u>June 14, 2020 through August 31, 2020</u>
Amount of Compensation sought as actual, reasonable, and necessary:	<u>\$905,888.00</u>
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	<u>\$30,068.37</u>
This is a(n): ___ monthly <u>X</u> interim ___ final application	

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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.



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**Summary of Monthly Fee Applications for Interim Period:**

		Requested		Approved/ Pending Approval		Holdback Fees Requested Fees (20%)
Date Filed	Period	Fees	Expenses	Fees (80%)	Expenses (100%)	
Docket No. 603  Date Filed: September 9, 2020	6/14/20 – 7/31/20	\$487,154.50	\$25,326.07	\$389,723.60	\$25,326.07	\$97,430.90
Docket No. 838  Date Filed: October 14, 2020	8/1/20 – 8/31/20	\$418,733.50	\$4,742.30	\$334,986.50	\$4,742.30	\$83,746.70
<b>TOTALS:</b>		<b>\$905,888.00</b>	<b>\$30,068.37</b>	<b>\$724,710.10</b>	<b>\$30,068.37</b>	<b>\$181,177.60</b>

**Summary of Any Objections to Monthly Fee Applications:** None

PLEASE TAKE NOTICE that, Whiteford, Taylor & Preston LLC (the “Applicant”), Co-Counsel to the Debtors and Debtors in Possession (the “Debtors”), has today filed this *First Interim Application of Whiteford, Taylor & Preston LLC for Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors in Possession for the Period June 14, 2020 Through August 31, 2020* (the “Interim Fee Application”) pursuant to the Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief [Docket No. 270] (the “Administrative Order”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Interim Fee Application must be made in accordance with the Administrative Order and must be filed with the Clerk of the Court and served upon the following parties, on or before **November 13, 2020 at 4:00 p.m. (ET) (the “Objection Deadline”)**: (i) the Debtors, Extraction Oil & Gas, Inc., 370

17th Street, Suite 5300, Denver, Colorado 80202, Attn: Eric Christ; (ii) counsel to the Debtors, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Christopher Marcus, P.C., Allyson Smith Weinhouse, and Ciara Foster; (iii) co-counsel to the Debtors, Whiteford, Taylor & Preston LLC, The Renaissance Centre, 405 North King Street, Suite 500, Wilmington, Delaware 19801, Attn: Marc R. Abrams, Richard W. Riley, and Stephen B. Gerald; (iv) counsel to the debtor in possession financing lenders, Bracewell LLP, 711 Louisiana Street, Suite 2300, Houston, Texas 77002, Attn: Dewey J. Gonsoulin Jr., William A. (Trey) Wood III, and Heather Brown; (v) co-counsel to the debtor in possession financing lenders, Burr & Forman LLP, 1201 N. Market Street, Suite 1400, Wilmington, Delaware 19801, Attn: J. Cory Falgowski; (vi) counsel to the ad hoc group of lenders under the Debtors' prepetition senior notes, Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, NY 10019, Attn: Andrew Rosenberg, Alice Belisle Eaton, Christopher Hopkins, Douglas Keeton, and Omid Rahnama; (vii) co-counsel to the ad hoc group of lenders under the Debtors' prepetition senior notes, Young Conaway Stargatt & Taylor, LLP, 1000 N. King Street, Wilmington, Delaware 19801, Attn: Pauline K. Morgan and Sean T. Greecher; (viii) the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Richard L. Schepacarter; (ix) counsel to the Official Committee of Unsecured Creditors, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038, Attn: Kristopher M. Hansen, Frank A. Merola, Erez E. Gilad and Jason M. Pierce; and (x) Delaware counsel to the Official Committee of Unsecured Creditors, Cole Schotz P.C., 500 Delaware Avenue, Suite 1410, Wilmington, DE 19801, Attn: G. David Dean and Andrew J. Roth-Moore (collectively, the "Application Recipients").

PLEASE TAKE FURTHER NOTICE that a hearing to consider this Interim Fee Application will be held before The Honorable Christopher S. Sontchi at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Courtroom No. 6, Wilmington, Delaware 19801 on **December 3, 2020 at 2:00 p.m. (ET)**.

PLEASE TAKE FURTHER NOTICE that, (i) attached hereto as **Exhibit A** is a summary of compensation by each professional of the Applicant that worked on the above-captioned chapter 11 cases, (ii) attached hereto as **Exhibit B** is a summary of compensation by project category, (iii) attached hereto as **Exhibit C** is an expense summary, (iv) attached hereto as **Exhibit D** are the Applicant's customary and comparable compensation disclosures, (v) attached hereto as **Exhibit E** is the *Budget of Whiteford, Taylor & Preston LLC for Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors in Possession for the Period June 14, 2020 Through August 31, 2020* (the "**Budget**") and the *Staffing Plan for Whiteford, Taylor & Preston LLC for Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors in Possession for the Period June 14, 2020 Through August 31, 2020* (the "**Staffing Plan**"), (vi) attached hereto as **Exhibit F** is a summary of fees and hours budgeted compared to fees and hours billed, (vii) attached hereto as **Exhibit G** are certain additional disclosures related to the Interim Fee Application, and (viii) attached hereto as **Exhibit H** is a certification, wherein an attorney of the Applicant certifies to certain matters addressed in the Administrative Order.

*[Remainder of Page Intentionally Left Blank]*

Dated: October 23, 2020  
Wilmington, Delaware

Respectfully submitted,

/s/ Stephen B. Gerald

Marc R. Abrams (DE No. 955)

Richard W. Riley (DE No. 4052)

Stephen B. Gerald (DE No. 5857)

WHITEFORD, TAYLOR & PRESTON LLC

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*Co-Counsel for the Debtors and Debtors in Possession*

**EXHIBIT A – COMPENSATION BY PROFESSIONAL**  
**JUNE 14, 2020 THROUGH AUGUST 31, 2020**

<b>Name of Professional Individual</b>	<b>Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice</b>	<b>Hourly Billing Rate (including changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Marc R. Abrams	Joined firm as Senior Counsel in 2018. Member of the DE Bar since 1978. Member of the PA Bar since 1981. Member of NY Bar since 1985.	\$995	126.8	\$126,166.00
Kevin G. Hroblak	Joined firm as an Associate in 1999. Partner in 2006. Member of the MD and D.C. Bars since 1996.	\$700	192.3	\$134,610.00
Richard W. Riley	Joined firm as Of Counsel in 2019. Member of the DE Bar since 2001. Member of the PA Bar since 1988. Member of the NJ Bar since 1989.	\$675	239.4	\$161,595.00
Edward U. Lee, III	Joined firm as Associate in 2001. Partner in 2004. Member of the MD Bar since 1997.	\$640	126.2	\$80,768.00
Dennis J. Shaffer	Joined firm as Associate in 1999. Partner in 2007. Member of the MD Bar since 1998.	\$595	115.3	\$68,603.50

Stephen B. Gerald	Joined firm as Associate in 2001. Partner in 2009. Member of MD Bar since 2000. Member of DE Bar since 2013	\$570	306.8	\$174,876.00
Ryan J. Stoker	Joined firm as an Associate in 2013. Member of MD Bar since 2013.	\$470	4.9	\$2,303.00
Cara C. Murray	Joined firm as an Associate in 2008. Partner in 2019. Member of MD Bar since 2008.	\$430	119.0	\$51,170.00
Jordan M. Halle	Joined firm as an Associate in 2015. Member of MD Bar since 2014.	\$420	10.2	\$4,284.00
Richa Fortuna	Joined firm as an Associate in 2015. Member of VA and the District of Columbia Bars since 2012.	\$400	24.5	\$9,800.00
Kyle Y. Dechant	Joined firm as an Associate in 2018. Member of MD Bar since 2018.	\$320	25.9	\$8,288.00
Christopher Lano	Joined firm as Paralegal in 2016.	\$335	241.7	\$80,969.50
Alicia Logan	Joined firm as Paralegal in 2013.	\$290	7.3	\$2,117.00
Casey Warner	Joined firm as Paralegal in 2017.	\$260	1.3	\$338.00
<b>TOTAL</b>			<b>1,541.6</b>	<b>\$905,888.00</b>
		<b>Grand Total</b>		<b>\$905,888.00</b>
		<b>Attorney Compensation</b>		<b>\$822,463.50</b>
		<b>Total Attorney Hours</b>		<b>1,291.3</b>
		<b>Blended Attorney Rate</b>		<b>\$636.92</b>

**EXHIBIT B - COMPENSATION BY PROJECT CATEGORY**  
**JUNE 14, 2020 THROUGH AUGUST 31, 2020**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Asset Analysis and Recovery (1)	0.0	\$0.00
Asset Disposition, Use, Sale (2)	53.4	\$33,319.00
Executory Contracts and Unexpired Leases (3)	36.5	\$22,829.00
Avoidance Action and Analysis (4)	56.7	\$26,981.50
Budgeting (5)	0.4	\$280.00
Business Operations (6)	19.9	\$11,879.50
Case Administration (7)	123.8	\$69,338.00
Claims Administration and Objections (8)	35.3	\$21,740.00
Corporate Governance and Board Matters (9)	472.8	\$275,386.50
Employee Benefits and Pensions (10)	1.6	\$808.00
WTP Employment/Fee/Objection (11)	49.8	\$27,634.50
Other Employment/Fee/Objection (12)	98.5	\$53,493.50
Financing and Cash Collateral Matters (13)	37.9	\$25,266.00
Litigation/Adv. Proc. & Contested Matters (14)	122.6	\$75,457.00
Creditor Inquiries (15)	4.2	\$3,043.50
Non-Working Travel (16)	0.0	\$0.00
Plan and Disclosure Statement (17)	96.4	\$64,999.50
Real Estate (18)	0.3	\$171.00
Automatic Stay Issues (19)	86.1	\$56,864.50
Schedules/SOFA/UST Reports (20)	62.9	\$38,209.00
Tax (21)	6.3	\$3,424.50
Valuation (22)	0.0	\$0.00
Utilities (23)	2.4	\$1,648.50
Insurance/Surety (24)	0.1	\$99.50
UST Issues/Communications (25)	16.3	\$12,206.00
Court Appearances, Communications, Hearings (26)	150.6	\$76,852.00
Official Committee Issues and Meeting (27)	3.3	\$2,380.00
Vendor/Supplier Issues (28)	3.5	\$1,577.50
<b>TOTAL</b>	<b>1,541.6</b>	<b>\$905,888.00</b>

**EXHIBIT C – EXPENSE SUMMARY**  
**JUNE 14, 2020 THROUGH AUGUST 31, 2020**

<b>Expense Category</b>	<b>Service Provider (if applicable)</b>	<b>Total Expenses</b>
Conference Calling	CourtCall	\$0.00
Legal Research	Westlaw	\$1,009.47
	Lexis	\$1,719.09
	Pacer	\$68.60
Filing/Court Fees	Petition Filings, <i>Pro Hac Vice</i> Filings, Court Costs	\$17,974.00
Court Reporting	Reliable	\$463.85
	DLS Discovery	\$538.90
Outside Courier & Expense Carriers		\$170.56
E-Discovery		\$6,625.10
Review Database Hosting		\$748.80
Relativity User Fee		\$600.00
Technical Time		\$150.00
<b>TOTAL</b>		<b>\$30,068.37</b>

**EXHIBIT D – CUSTOMARY AND COMPARABLE COMPENSATION  
DISCLOSURES<sup>1</sup>**

Category of Timekeeper	Blended Hourly Rate	
	Billed Firm-wide for preceding Fiscal year (FY2019) <sup>2</sup>	Billed June 14, 2020 through August 31, 2020
Partner	\$613.00	\$593.30
Counsel	\$616.00	\$785.80
Associate	\$369.00	\$376.72
Paralegal	\$309.00	\$333.30
Aggregated	\$537.00	\$587.63

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<sup>1</sup> The variance in WTP's Customary and Comparable disclosures is due to WTP's practice areas and the markets in which it practices. More specifically, WTP has significant insurance defense, community association, education, and local government practices that rely on comparatively low billing rates to stay competitive. When coupled with the geographical areas in which WTP practices (MD, VA, KY, MI, etc.) where comparatively lower rates are the norm to begin with, the rates being charged in those jurisdictions are driven lower. Accordingly, comparing those rates to market bankruptcy rates in Wilmington, Delaware will necessarily produce a larger variance in compensation. Nonetheless, WTP's Delaware bankruptcy attorneys' billing rates are competitive with the billing rates of other Delaware practitioners with similar experience.

<sup>2</sup> The billable rates for WTP attorneys are adjusted on January 1st of each year. In addition, the date in this column excludes FY 2019 blended hourly rate information for the Bankruptcy and Corporate Restructuring Section at WTP as well as fees billed in connection with certain fixed fee and contingency fee arrangements.

**EXHIBIT E - BUDGET OF WHITEFORD, TAYLOR & PRESTON LLC FOR  
COMPENSATION FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF  
EXPENSES AS CO-COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION  
FOR THE PERIOD JUNE 14, 2020 THROUGH AUGUST 31, 2020**

<b>PROJECT CATEGORY</b>	<b>ESTIMATED HOURS<sup>1</sup></b>	<b>ESTIMATED FEES</b>
Asset Analysis and Recovery (1)	5-10	\$3,000 - \$6,000
Asset Disposition, Use, Sale (2)	25-50	\$15,000 - \$30,000
Executory Contracts and Unexpired Leases (3)	25-50	\$15,000 - \$30,000
Avoidance Action and Analysis (4)	25-50	\$15,000 - \$30,000
Budgeting (5)	5-10	\$3,000 - \$6,000
Business Operations (6)	5-10	\$3,000 - \$6,000
Case Administration (7)	100-150	\$60,000 - \$90,000
Claims Administration and Objections (8)	25-50	\$15,000 - \$30,000
Corporate Governance and Board Matters (9)	300-350	\$180,000 - \$210,000
Employee Benefits and Pensions (10)	0	\$0.00
WTP Employment/Fee/Objection (11)	40-60	\$24,000 - \$36,000
Other Employment/Fee/Objection (12)	80-120	\$48,000 - \$72,000
Financing and Cash Collateral Matters (13)	40-60	\$24,000 - \$36,000
Litigation/Adv. Proc. & Contested Matters (14)	40-60	\$24,000-\$36,000
Creditor Inquiries (15)	5-10	\$3,000 - \$6,000
Non-Working Travel (16)	5-10	\$3,000 - \$6,000
Plan and Disclosure Statement (17)	60-80	\$36,000 - \$48,000

<sup>1</sup> WTP applied an average hourly rate of \$600 per hour for its Estimated Fees.

<b>PROJECT CATEGORY</b>	<b>ESTIMATED HOURS<sup>1</sup></b>	<b>ESTIMATED FEES</b>
Real Estate (18)	0	\$0.00
Automatic Stay Issues (19)	25-50	\$15,000 - \$30,000
Schedules/SOFA/UST Reports (20)	60-80	\$36,000 - \$48,000
Tax (21)	0	\$0.00
Valuation (22)	0	\$0.00
Utilities (23)	10-20	\$6,000 - \$12,000
Insurance/Surety (24)	0	\$0.00
UST Issues/Communications (25)	30-50	\$18,000 - \$30,000
Court Appearances, Communications, Hearings (26)	80-120	\$48,000 - \$72,000
Official Committee Issues and Meeting (27)	5-10	\$3,000 - \$6,000
Vendor/Supplier Issues (28)	0	\$0.00
<b>TOTAL</b>	<b>995-1460</b>	<b>\$597,000 – \$876,000</b>

**STAFFING PLAN<sup>1</sup> FOR FIRST INTERIM APPLICATION OF WHITEFORD,  
TAYLOR & PRESTON LLC FOR COMPENSATION FOR SERVICES RENDERED  
AND FOR REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE  
DEBTORS AND DEBTORS IN POSSESSION FOR THE PERIOD  
JUNE 14, 2020 THROUGH AUGUST 31, 2020**

Date Retention Approved: August 11, 2020 *nunc pro tunc* to June 14, 2020

CATEGORY OF TIMEKEEPER	NUMBER OF TIMEKEEPERS EXPECTED TO WORK ON THE MATTER DURING THE BUDGET PERIOD	AVERAGE HOURLY RATE
Partners	5-10	\$625
Counsel	1-2	\$675
Associates	2-4	\$425
Paralegal	2-4	\$350

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<sup>1</sup> The Estimated Fees are calculated by multiplying the Estimated Hours by \$600, the average rate of the lead Whiteford, Taylor & Preston LLC attorneys working on the cases.

**EXHIBIT F – SUMMARY OF FEES AND HOURS  
BUDGETED COMPARED TO FEES AND HOURS BILLED**

<b>PROJECT CATEGORY</b>	<b>Budgeted Hours</b>	<b>Billed Hours</b>	<b>Budgeted Fees</b>	<b>Billed Fees</b>
Asset Analysis and Recovery (1)	5-10	0.0	\$3,000 - \$6,000	\$0.00
Asset Disposition, Use, Sale (2)	25-50	53.4	\$15,000 - \$30,000	\$33,319.00
Executory Contracts and Unexpired Leases (3)	25-50	36.5	\$15,000 - \$30,000	\$22,523.00
Avoidance Action and Analysis (4)	25-50	56.7	\$15,000 - \$30,000	\$25,744.00
Budgeting (5)	5-10	0.4	\$3,000 - \$6,000	\$280.00
Business Operations (6)	5-10	19.9	\$3,000 - \$6,000	\$11,879.50
Case Administration (7)	100-150	123.8	\$60,000 - \$90,000	\$72,525.00
Claims Administration and Objections (8)	25-50	35.3	\$15,000 - \$30,000	\$21,113.00
Corporate Governance and Board Matters (9)	300-350	472.8	\$180,000 - \$210,000	\$275,386.50
Employee Benefits and Pensions (10)	0	1.6	\$0.00	\$808.00
WTP Employment/Fee/Objection (11)	40-60	49.8	\$24,000 - \$36,000	\$27,691.50
Other Employment/Fee/Objection (12)	80-120	98.5	\$48,000 - \$72,000	\$52,323.00
Financing and Cash Collateral Matters (13)	40-60	37.9	\$24,000 - \$36,000	\$25,266.00
Litigation/Adv. Proc. & Contested Matters (14)	40-60	122.6	\$24,000 - \$36,000	\$77,829.00
Creditor Inquiries (15)	5-10	4.2	\$3,000 - \$6,000	\$3,043.50
Non-Working Travel (16)	5-10	0.0	\$3,000 - \$6,000	\$0.00
Plan and Disclosure Statement (17)	60-80	96.4	\$36,000 - \$48,000	\$65,259.00
Real Estate (18)	0	0.3	\$0.00	\$171.00
Automatic Stay Issues (19)	25-50	86.1	\$15,000 - \$30,000	\$56,864.50
Schedules/SOFA/UST Reports (20)	60-80	62.9	\$36,000 - \$48,000	\$33,210.00
Tax (21)	0	6.3	\$0.00	\$3,325.00
Valuation (22)	0	0.0	\$0.00	\$0.00
Utilities (23)	10-20	2.4	\$6,000 - \$12,000	\$1,648.50

<b>PROJECT CATEGORY</b>	<b>Budgeted Hours</b>	<b>Billed Hours</b>	<b>Budgeted Fees</b>	<b>Billed Fees</b>
Insurance/Surety (24)	0	0.1	\$0.00	\$99.50
UST Issues/Communications (25)	30-50	16.3	\$18,000 - \$30,000	\$17,304.50
Court Appearances, Communications, Hearings (26)	80-120	150.6	\$48,000 - \$72,000	\$75,065.00
Official Committee Issues and Meeting (27)	5-10	3.3	\$3,000 - \$6,000	\$2,380.00
Vendor/Supplier Issues (28)	0	3.5	\$0.00	\$1,577.50
<b>TOTAL</b>	<b>995-1460</b>	<b>1,541.60</b>	<b>\$597,000-\$876,000</b>	<b>\$905,888.00</b>

**EXHIBIT G – ADDITIONAL INFORMATION RELATED  
TO INTERIM FEE APPLICATION**

Are Rates in Interim Fee Application Higher than those Approved or Disclosed at Retention?	No
Total Compensation Requested:	\$905,888.00 (fees) \$30,068.37 (expenses)
Compensation Sought in this Interim Application Approved to Date Pursuant to the Interim Compensation Order:	\$389,723.60 (fees) \$25,327.07 (expenses)
Compensation Sought in this Interim Application Already Paid Pursuant to the Interim Compensation Order:	\$389,723.60 (fees) \$25,327.07 (expenses)
Compensation Sought in this Interim Application Not Yet Paid:	\$516,164.40 (fees) \$4,742.30 (expenses)
Number of Professionals Included in this Interim Application:	14
If Applicable, Number of Professionals in this Interim Application Not Included in Staffing Plan Approved by Client:	0
If Applicable, Difference Between Fees Budgeted and Fees Incurred for the Interim Compensation Period:	\$50,888.00

**EXHIBIT H**

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

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

**CERTIFICATION REGARDING FIRST INTERIM APPLICATION OF WHITEFORD,  
TAYLOR & PRESTON LLC FOR COMPENSATION FOR SERVICES RENDERED  
AND FOR REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE  
DEBTORS AND DEBTORS IN POSSESSION FOR THE PERIOD  
JUNE 14, 2020 THROUGH AUGUST 31, 2020**

1. I am an attorney admitted to practice in the State of Delaware and before this Court, and a Partner at the law firm of Whiteford, Taylor & Preston L.L.P (“WTP”).<sup>2</sup> WTP is a law firm with 16 offices and its Wilmington, Delaware office is located at The Renaissance Centre, Suite 500, 405 N. King Street, Wilmington, Delaware 19801.

2. I make this certification regarding the *First Interim Application of Whiteford, Taylor & Preston LLC for Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel for the Debtors and Debtors in Possession for the Period from June 14, 2020 Through August 31, 2020* (the “First Interim Fee Application”) to certify to certain matters addressed in the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement*

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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.

<sup>2</sup> Whiteford, Taylor & Preston LLC operates as Whiteford Taylor and Preston LLP in jurisdictions outside of Delaware.

*of Expenses for Retained Professionals and (II) Granting Related Relief* [Docket No. 270] (the “Administrative Order”).

3. Specifically, I have reviewed the interim period covered by the First Interim Application, and I hereby certify that such application complies with the Administrative Order and the applicable provisions of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”), the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”) and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Local Rules”). In addition, I hereby certify that, in accordance with the Administrative Order, and in connection with preparing the First Interim Application, WTP has made a reasonable effort to comply with the U.S. Trustee’s requests for information and additional disclosures set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013 (the “U.S. Trustee Guidelines”). To that end, WTP specifically responds to certain questions identified in the U.S. Trustee Guidelines as follows:

Question 1: Did WTP agree to any variations from, or alternatives to, WTP’s standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.

Answer: No.

Question 2: If the fees sought in the Interim Fee Application as compared to the fees budgeted for the time period covered by the Application are higher by 10% or more, did WTP discuss the reasons for the variation with the client?

Answer: The fees sought in the Interim Fee Application are approximately 6% higher than the fees budgeted for the time period covered by such application. The reasons for the variation were discussed with the client.

Question 3: Have any of the professionals included in the Interim Fee Application varied their hourly rate based on geographic location of the bankruptcy case?

Answer: No.

Question 4: Does the Interim Fee Application include time or fees related to reviewing or revising time records or preparing, reviewing or revising invoices?

Answer: The Interim Fee Application includes time and fees related to reviewing or revising time records or preparing, reviewing or revising invoices in connection with the preparation of Monthly Fee Applications relating to the Interim Fee Period covered by the Interim Fee Application.

Question 5: Does the Interim Fee Application include time for fees for reviewing time records to redact any privileged or other confidential information?

Answer: Yes.

Question 6: If the Interim Fee Application includes any rate increases since retention in these cases:

Answer: The Interim Fee Applications does not include any rate increases since retention in these cases.

Did the client agree when retaining WTP to accept all future rate increases? If not, did WTP inform the client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458?

Answer: The client did not approve rate increases in advance but was notified at the outset of the engagement that WTP's hourly rates are reviewed and revised from time to time, as described in WTP's retention application.

/s/ Stephen B. Gerald

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