

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

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

**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**

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

¹ 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] 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”). 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* (the “Retention Order”) [Docket No. 396].

3. On September 25, 2020, the Debtors filed the *First Monthly Fee Statement of Kirkland & Ellis LLP and Kirkland & Ellis International LLP for Allowance of an Administrative Claim for Compensation and Reimbursement of Expenses Incurred from June 14, 2020 through July 31, 2020* (the “First Monthly Fee Statement”) [Docket No. 709]. On November 10, 2020, the Debtors filed the *Second Monthly Fee Statement of Kirkland & Ellis LLP and Kirkland & Ellis International LLP for Allowance of an Administrative Claim for Compensation and Reimbursement of Expenses Incurred from August 1, 2020 through August 31, 2020* (the “Second Monthly Fee Statement”) [Docket No. 1040]. On November 12, 2020, the Debtors filed the *First Interim Fee Application of Kirkland & Ellis LLP and Kirkland & Ellis International LLP,*

Attorneys for the Debtors and Debtors in Possession for the Period from June 14, 2020 Through and Including August 31, 2020 (the “First Interim Fee Application”) ² [Docket No. 1071].

4. In support of the First Interim Fee Application, the Debtors filed the *Declaration of Christopher Marcus in Support of the First Interim Fee Application of Kirkland & Ellis LLP and Kirkland & Ellis International LLP, Attorneys for the Debtors and Debtors in Possession for the Period from June 14, 2020 Through and Including August 31, 2020*, which was attached to the First Interim Fee Application as **Exhibit A** [Docket No. 1071, Ex. A.] (the “Prior Declaration”). On December 4, 2020, the Debtors filed the Certificate of No Objection Regarding the *First Interim Fee Application of Kirkland & Ellis LLP and Kirkland & Ellis International LLP, Attorneys for the Debtors and Debtors in Possession for the Period from June 14, 2020 Through and Including August 31, 2020* [Docket No. 1269], certifying that the Debtors received no answer, objection, or any other responsive pleading with respect to the First Interim Fee Application. I submit this supplemental declaration (this “First Supplemental Declaration”) to supplement the Prior Declaration in support of the First Interim Fee Application.

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

6. The First Monthly Fee Application and the Second Monthly Fee Applications incorrectly identified the amount of Kirkland’s voluntary reductions during the respective fee periods. The First Interim Fee Application, however, correctly identified the amount of Kirkland’s

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the First Interim Fee Application.

voluntary reduction during the fee period covering the First Monthly Fee Application and the Second Monthly Fee Application.

7. For the avoidance of Doubt, Kirkland voluntarily reduced it fees by approximately \$9,588.50 for the period from June 14, 2020 through August 31, 2020.

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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: January 4, 2021

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