

**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. 20-03167 (CSS)
)	
Debtors.)	(Jointly Administered)
)	

**SECOND SUPPLEMENTAL DECLARATION
OF HELEN MASON IN SUPPORT OF THE DEBTORS' APPLICATION FOR AN
ORDER AUTHORIZING
THE RETENTION AND EMPLOYMENT OF RIVERON CONSULTING, LLC
AS FINANCIAL ADVISOR EFFECTIVE AS OF JULY 24, 2020**

I, Helen Mason, under penalty of perjury, declare as follows:

1. I am a Managing Director at Riveron Consulting, LLC ("Riveron"). I make and submit this second supplemental declaration (this "Second Supplemental Declaration") on behalf of Riveron to supplement the disclosures contained in the *Declaration of Helen Mason in Support of Debtors' Application for Entry of an Order (I) Approving the Retention and Employment of Riveron Consulting, LLC as Accounting Advisor for the Debtors Effective as of July 24, 2020 and (II) Modifying Certain Time-Keeping Requirements* (the "Original Declaration") attached as Exhibit B to the Debtors' *Application for Entry of an Order (I) Authorizing the Employment and Retention of Riveron Consulting, LLC as Accounting Advisor for the Debtors Effective as of July 24, 2020 and (II) Modifying Certain Time-Keeping Requirements* [Docket No. 525] (the "Application") and the *Supplemental Declaration of Helen Mason in Support of the Debtors'*

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.



Application for Entry of an Order (I) Approving the Retention and Employment of Riveron Consulting, LLC as Accounting Advisors for the Debtors Effective as of July 24, 2020 and (II) Modifying Certain Time-Keeping Requirements Docket No. 1074] (the “Supplemental Declaration”)².

2. I am duly authorized to make and submit this Second Supplemental Declaration on behalf of Riveron in accordance with section 327(a) of the Bankruptcy Code and Bankruptcy Rule 2014(a).

3. Unless otherwise stated in this Second Supplemental Declaration, I have personal knowledge, upon information and belief, and upon records kept in the ordinary course of business that were reviewed by me or other employees of Riveron under my supervision and direction, of the facts set forth herein.

4. On August 25, 2020, the Debtors filed the Application. The Application was approved pursuant to the *Order (I) Authorizing the Employment and Retention of Riveron Consulting, LLC as Accounting Advisors to the Debtors, Effective as of July 24, 2020, and (II) Modifying Certain Time-Keeping Requirements* (the “Order”) entered on November 16, 2020. [Docket No. 1096].

5. On or about November 12, 2020, the above captioned Debtors provided names of additional parties in interest (the “Additional Parties in Interest”) in this case that were not initially identified in the Original Declaration filed with the Court on August 25, 2020

6. The Additional Parties in Interest are listed in **Schedule A** attached hereto and incorporated herein. Riveron searched its databases, the databases of certain affiliates, Conway

² Capitalized terms used but not defined herein shall having the meanings ascribed to such terms in the Application, the Original Declaration, or the Supplemental Declaration, as applicable.

MacKenzie, LLC and Winter Harbor, LLC and certain H.I.G. databases as set forth in the Original Declaration, to determine any additional connections. No connections to H.I.G. or Winter Harbor were identified from that search.

7. Based on the conflict review process described in the Original Declaration, the Supplemental Declaration, and this Second Supplemental Declaration, except as otherwise disclosed herein, in the Original Declaration or this Second Supplemental Declaration, including as described on **Schedule B** (additional connections to Riveron) and **Schedule C** (additional connections to Conway MacKenzie) hereto, insofar as I have been able to ascertain, Riveron does not, (a) represent entities other than the Debtors in connection with this chapter 11 case; (b) have any connection with the Debtors, their creditors, stockholders, or any other party in interest, or any of their respective attorneys and accountants, or the Office of the United States Trustee for the District of Delaware; or (c) hold any interest adverse to the Debtors or their estates.

8. Riveron is filing this Second Supplemental Declaration to provide notice of additional connections to the parties in interest.

9. Continued inquiry will be made following the filing of this Second Supplemental Declaration by undertaking the same procedures described herein, in the Original Declaration, and in the Supplemental Declaration on a periodic basis, except where otherwise specified, with additional disclosures to be filed in this Court if necessary or otherwise appropriate.

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 information, knowledge, and belief.

Dated: January 7, 2021

By:

A handwritten signature in cursive script that reads "Helen Mason". The signature is written in dark ink and is positioned above a horizontal line.

Helen Mason
Managing Director

Schedule A

Extraction Oil & Gas Supplemental Parties-in-Interest

Debtor Professionals

Riveron Consulting LLC
Stout Risius Ross, LLC

Contract Rejection

All Copy Products, Inc.
Anadarko E&P Onshore LLC
Archrock Partners Operating LLC
Bidell Gas Compression Inc.
Bloomberg Finance L.P.
BOP Republic Plaza I LLC
Colorado Interstate Gas Company
DCP Operating Company, LP
Discovery DJ Services, LLC
DJ South Gathering, LLC
Elevation Midstream, LLC
Ensign United States Drilling Inc.
Fitch Ratings, Inc.
J-W Power Company
Kerr-McGee Oil & Gas Onshore LP
Mercuria Energy America, LLC
Moody's Investors Service
Patterson-UTi Drilling Company LLC
PDB Sports, LTD.
Platte River Midstream, LLC
Regent Equipment Leasing Ltd
REP Processing, LLC
Rocky Mountain Midstream LLC
RS Energy Group, Inc.
Seitel Data, Ltd.
Stadium Management Company, LLC
(Licensor)
Transunion Risk and Alternative Data
Solutions, Inc.

Proof of Claim

ALEXANDRA EATON WOODMANSEE
AMANDA PEARL BODINE
ANAS ALAWNEH
ANTHONY J. MATHIAS AND ANN
MARIE MATHIAS
AZIM LATIF

BD OMNI #1, LLC
BHAVIK SHASHI PATEL
BOBOYE OGUNRINDE
BRENDAN GATES
BRUCE ABRAMSON IRA
BURCH FAMILY, LLLP
CAMI KOSTECKI
CARE AND / OR EDWARD SCHILLER
CARL F. VOGEL
CAROLYN S. MARVIN
CATHERINE TRESCOTT
CHARLES H. EATON LIVING TRUST
CHRIS A. SCHULTZ
CINDY FOCHT
CONSTANCE M. SACCO
CORY A HAMMOND
CYNTHIA L POPE
DATASITE LLC
DEBBIE MIDDLE INITIAL GARCIA
DORA MICHNIOK
DOUGLAS C CARLSON
ELIZABETH CHAVEZ
EMIN BEGIC
ERIC LATHAM EATON
GALE ROBERT KENNEDY
GALWAY VISTA LLC
GINA NEWBY
GINGER CANNON
GREGORY MI VAN THUYNE
HAROLD E. DOIRON, JR.
HASSAN BAZZI
JACK WINTER
JAMES G. HUSSEY
JAMES YANG
JENNIFER M. BOLTON
JOHN F. ROCK, PETE ROCK AND
JOSEPH P. ROCK
JOHN M ALLISON TRUST
JOHN RAYMOND DEBELL
JON HUBBARD
KARAN B PATEL
KARYN K IVIE

KATIE S RYAN
KENT A. NAUGHTON, PERSONAL
REPRESENTATIVE FOR THE ESTATE
OF FELIPE HERNANDEZ, DECEASED
KEVIN J. DAVLIN
KEVIN KREEGER
KEVIN SHANLEY
KRISTIE WOOLHISER
LARRY BUCKENDORF
LAURA PHILPOTT MITCHELL
LEO C MCFARLIN JR
LESLEY GOTH
LINDA GURR
LISA JENSEN
LOCLYZ LLC
LYNN GREENWALD
MARIA PETROCCO
MARK AGUILAR
MARK STONEHOCKER
MARSHALL GREEN
MARTY DANIELL
MARY ANNE MURPHY TRUST
MATHEW COLVIN
MICHAEL RYAN
MICHAEL SAMRA
MICHAEL T SIEVERTSEN
MIKE SURBER
MILLENNIUM TRUST COMPANY AS
CUSTODIAN FOR TIMOTHY CALVIN
LEAR #20120834
MILTON SPENCER RIGNEY
MOHAMMAD ALAWNEH
MOHAMMED BILLAH
MOODY GROUP
OVERLAND ENERGY PARTNERS
FUND I LLC
PEGGY ANN ACKARD
PHELPS OIL & GAS, LLC
PIYUSH PATEL
RICHARD E. BOLES
ROBERT BILLINGS
ROBERT DEAN KITTLE
ROCHELLE CAUDILLO
ROD HERRING
RONALD A. PICKERING HEIRS
SARAH MARTHA EATON DIEBOLD

SASCO ENTERPRISES, LLC
SCOTT JONES
SEITEL DATA, LTD.
SELECT ENERGY SERVICES, LLC
SHAWNETTE L FLEMING
SHIRLEY FLOT ALLISON TRUST
STEPHEN S ROCHE AND KRISTIN N
ROCHE
STEVE CLOSE
STEVEN R. SCHULTZ, DECEASED
SUE A BRITTENHAM
SUSAN FEDER
SUSAN G KRUMMREI
SUSAN M HUCKABEE
TAMMY AND LAUREN BROWN
TANIDA HIRANYASTHITI
THOMAS B SMITH/SMITH FAMILY
LIVING TRUST
TINA VALENTIE
TOM RAMAR
VERNON L. JESSER
VICKI OCHOA
WAYNE AND JULIE ALM
WESTLAKE OFFICE PLAZA, LLC
WILLISCHILD OIL & GAS CORP.
WINSTON H. DINES
ZHIYONG YANG

Core 2002 List

Pahl & McCay
Parkinson Phinney
Paul, Weiss, Rifkind, Wharton & Garrison
LLP
Polsinelli PC
Potter Anderson & Corroon LLP
Pryor Cashman LLP
Quinn Emanuel Urquhart & Sullivan, LLP
Richards, Layton & Finger, P.A.
Rocky Mountain Inspection Services, Inc.
Saul Ewing Arnstein & Lehr LLP
Saul Ewing Arnstein & Lehr LLP
Securities & Exchange Commission
Securities & Exchange Commission
Securities & Exchange Commission NY
Office
Shapiro Bieging Barber Otteson LLP

Stroock & Stroock & Lavan LLP
Sullivan Hazeltine Allinson LLC
Texas Attorney General
The Hustead Law Firm
The Rosner Law Group LLC
Union Pacific Railroad Company
US Attorney for Delaware
Weinman & Associates, P.C.
Weycer, Kaplan, Pulaski & Zuber, P.C.
Wyoming Attorney General

Schedule B**Riveron – Extraction Oil & Gas Case No. 20-11548****Riveron Consulting, LLC Past and Present Representation of and Connections with Supplemental Parties in Interest**

Riveron Consulting, LLC has represented and/or had connections with the following Parties in Interest, in matters wholly unrelated to the Debtors and their bankruptcy cases:

Party of Interest	Connection to Riveron
Stout Risius Ross, LLC – Debtor Professionals	Stout Risius Ross is a current or former vendor of Riveron.
Patterson – UTI Drilling Company, LLC – Contract Rejection	Patterson – UTI Drilling Company, LLC is a current or former client of Riveron.
Polsinelli PC – Core 2002 List	Polsinelli PC is a current or former client and referral source of Riveron.
Quinn Emanuel Urquhart & Sullivan, LLP – Core 2002 List	Quinn Emanuel Urquhart & Sullivan, LLP is a current or former client of Riveron.

Schedule C**Riveron – Extraction Oil & Gas Case No. 20-11548****Conway MacKenzie, LLC Past and Present Representation of and Connections with Supplemental Parties in Interest**

Conway MacKenzie, LLC has represented and/or had connections with the following Parties in Interest, in matters wholly unrelated to the Debtors and their bankruptcy cases:

Party of Interest	Connection to Conway MacKenzie
Stout Risius Ross, LLC – Debtor Professionals	Stout Risius Ross, LLC is a current or former client, referral source and vendor of Conway MacKenzie.
Polsinelli PC – Core 2002 List	Polsinelli PC is a current or former client and referral source of Conway MacKenzie.
Quinn Emanuel Urquhart & Sullivan, LLP – Core 2002 List	Quinn Emanuel Urquhart & Sullivan, LLP is a current or former client of Conway MacKenzie.
Potter Anderson Corroon, LLP – Core 2002 List	Potter Anderson Corroon, LLP is a current or former referral source of Conway MacKenzie.
Bloomberg Finance, LP – Contract Rejection	Bloomberg Finance, LP is a current or former vendor of Conway MacKenzie.
Saul Ewing Arnstein & Lehr, LLP – Core 2002 List	Saul Ewing Arnstein & Lehr, LLP is a current or former referral source of Conway MacKenzie.
Strook & Strook & Lavan, LLP – Core 2002 List	Strook & Strook & Lavan, LLP is a current or former client and referral source of Conway MacKenzie.