

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)
)	Hearing Date: To Be Determined
)	Objection Deadline: February 3, 2021 at 4:00 p.m. (ET)

FIRST INTERIM FEE APPLICATION REQUEST OF
PRICEWATERHOUSECOOPERS LLP, AS INDEPENDENT AUDIT SERVICES
PROVIDER FOR THE DEBTORS, FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
FROM JUNE 30, 2020 TO AND INCLUDING AUGUST 31, 2020

Name of Applicant:	<u>PricewaterhouseCoopers LLP</u>
Authorized to Provide Professional Services to:	<u>Debtors and Debtors in Possession</u>
Date of Retention:	<u>June 30, 2020</u>
Period for Which Compensation and Reimbursement Are Requested:	<u>June 30, 2020 – August 31, 2020²</u>
Amount of Compensation Requested:	<u>\$329,175.80</u>
Amount of Expense Reimbursement Requested:	<u>\$0.00</u>

This is a(n): monthly ____ interim x final application ____

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.

² The applicant reserves the right to include any time expended in the period indicated above in future application(s) if it is not included herein.



PRIOR MONTHLY APPLICATIONS FILED

Fee Statement Period, Docket # & Filing Date	Total Fees Requested	Total Expenses Requested	CNO Date & Docket #	Amount of Fees Authorized to be Paid at 80%	Amount of Expenses Authorized to be Paid at 100%	Amount of Holdback Fees Requested
06/30/2020 – 08/31/2020 (D.I. 923, 10/28/2020)	\$329,175.80	\$0.00	11/19/2020 (D.I. 1132)	\$263,340.64	\$0.00	\$65,835.16

COMPENSATION AND HOURS BY PROFESSIONAL

Project Category and Professional	Position	Hours	Total Compensation
Fixed Fee Services			
<i>2020 Integrated Audit Services</i>			
Jade I Walle	Partner	23.50	
Joseph P Dunleavy	Partner	4.50	
Michael R Manwaring	Partner	3.50	
Kayla Marie Lewis	Director	33.80	
Alexander Taylor Tingey	Senior Manager	4.50	
Christine Marie Koets	Manager	88.20	
Phillip Benjamin Schreiner	Manager	7.30	
Carlyn Amanda McDonald	Senior Associate	10.90	
Carson Gilchrist	Senior Associate	213.20	
Andre Luis de Souza Fernandes	Associate	17.90	
Eric T. Jens	Associate	3.20	
Hongxiang Yang	Associate	2.60	
Kyle McClelland	Associate	4.10	
Ryan R Bonifacio	Associate	223.80	
Timothy Daniel Dube	Associate	119.10	
<i>Subtotal - 2020 Integrated Audit Services</i>		760.10	\$160,000.00
Total - Fixed Fee Services		760.10	\$160,000.00
Hourly Services			
<i>Incremental Bankruptcy Accounting Services</i>			
Rajeeb Das	Partner	\$994 32.90	\$32,702.60
Jade I Walle	Partner	\$881 8.40	\$7,400.40

		Total		
Project Category and Professional	Position	Rate	Hours	Compensation
<i>Incremental Bankruptcy Accounting Services (continued)</i>				
Kayla Marie Lewis	Director	\$790	16.50	\$13,035.00
Joshua T Goodelman	Director	\$899	1.50	\$1,348.50
Adrienne Rukavina	Senior Manager	\$799	106.50	\$85,093.50
Christine Marie Koets	Manager	\$600	5.30	\$3,180.00
Grace Ann Kelley	Senior Associate	\$599	10.30	\$6,169.70
Derek R Holland	Senior Associate	\$599	23.00	\$13,777.00
<i>Subtotal - Incremental Bankruptcy Accounting Services</i>			<i>204.40</i>	<i>\$162,706.70</i>
Total - Hourly Services			204.40	\$162,706.70
Case Administration				
<i>Bankruptcy Requirements and Other Court Obligations</i>				
Jade I Walle	Partner	\$881	1.10	\$969.10
Jill B. Bienstock	Director	\$550	7.20	\$3,960.00
Andrea Clark Smith	Director	\$550	2.80	\$1,540.00
<i>Subtotal - Bankruptcy Requirements and Other Court Obligations</i>			<i>11.10</i>	<i>\$6,469.10</i>
Total - Case Administration			11.10	\$6,469.10
Total - Hours and Compensation Sought for Reimbursement			975.60	\$329,175.80

COMPENSATION AND EXPENSES BY PROJECT CATEGORY

Project Category and Billing Category	Hours	Total Compensation
Fixed Fee Services		
<i>Independent Audit Services</i>		
2020 Integrated Audit Services	760.10	\$160,000.00
Subtotal - Hours and Compensation - Fixed Fee Services	760.10	\$160,000.00
Hourly Services		
<i>Incremental Bankruptcy Accounting Services</i>		
Accounting Advisory and Assistance	196.80	\$156,396.40
Correspondence, Calls and Meetings with Management	7.60	\$6,310.30
Subtotal - Hours and Compensation - Hourly Services	204.40	\$162,706.70
Case Administration		
<i>Bankruptcy Requirements and Other Court Obligations</i>		
Employment Applications and Other Court Filings	11.10	\$6,469.10
Subtotal - Hours and Compensation - Case Administration	11.10	\$6,469.10
Total - Hours and Compensation Sought for Reimbursement	975.60	\$329,175.80

EXPENSES BY CATEGORY

PwC has no expenses during the Compensation Period.

Annexed hereto are the following schedules for compensation and reimbursement of expenses sought by PwC for the period from June 30, 2020 to and including August 31, 2020:

Exhibit A Summary of Time Detail by Task
Exhibit B Summary of Time Detail by Professional

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

In re:

EXTRACTION OIL & GAS, INC. *et al.*,¹

Debtors.

Chapter 11

Case No. 20-11548 (CSS)

(Jointly Administered)

Hearing Date: To Be Determined

Objection Deadline: February 3, 2021 at 4:00 p.m. (ET)

**FIRST INTERIM FEE APPLICATION OF
PRICEWATERHOUSECOOPERS LLP, AS INDEPENDENT AUDIT SERVICES
PROVIDER FOR THE DEBTORS, FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
FROM JUNE 30, 2020 TO AND INCLUDING AUGUST 31, 2020**

PricewaterhouseCoopers LLP (“PwC”), independent audit services provider for the Extraction Oil & Gas, Inc., the non-profit corporations that are debtors and debtors in possession (together, the “Debtors”) in the above-captioned chapter 11 cases, hereby submits this first interim application (this “Application”) for entry of an order, pursuant to section 331 of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), granting interim compensation and reimbursement of expenses for the period from June 30, 2020 to and including August 31, 2020. In support of this Application, PwC respectfully represents as follows:

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29,

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.

2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory and other bases for the relief requested herein are sections 330 and 331 of the Bankruptcy Code, rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), and the *Order (I) Approving Procedures for (A) Interim Compensation and Reimbursement of Expenses of Retained Professionals and (B) Expense Reimbursement for Official Committee Members and (II) Granting Related Relief* [Docket No. 341] (the “Compensation Procedures Order”).

BACKGROUND

3. On June 14, 2020 (the “Petition Date”), each Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code commencing cases (the “Chapter 11 Cases”) for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”). The Debtors continue to manage and operate their businesses as debtors in possession under sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been requested in these cases. On June 30, 2020, the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an official committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (Docket No. 155) (the “Committee”).

4. On August 17, 2020, the Debtors filed the *Debtors’ Application for Entry of an Order (I) Authorizing the Employment and Retention of PricewaterhouseCoopers LLP as Independent Audit Services Provider for the Debtors Effective as of June 30, 2020 and (II) Modifying Certain Time-Keeping Requirements* (Docket No. 480) (the “Retention Application”).

5. On September 28, 2020, the Court entered the *Order (I) Authorizing the Employment and Retention of PricewaterhouseCoopers LLP as Independent Audit Services Provider to the Debtors Effective as of June 30, 2020 and (II) Modifying Certain Time-Keeping Requirements* (Docket No. 715) (the “Retention Order”).

6. PwC has rendered services on behalf of the debtors for the period from June 30, 2020 through August 31, 2020 (the “Compensation Period”), totaling 975.6 hours of professional time.

7. Attached hereto as Exhibits A–B is a summary of professional services rendered and expenses incurred by each PwC professional and by category during the Compensation Period.

8. The total sum due to PwC for professional services rendered on behalf of the Debtors for the Compensation Period is \$329,175.80. PwC submits that the professional services it rendered on behalf of the debtors during this time were reasonable and necessary.

9. PwC did not expend any costs on behalf of the Debtors during the Compensation Period.

10. PwC accordingly seeks allowance of the sum of \$329,175.80 in fees and \$0.00 in expenses, for a total of \$329,175.80.

11. The undersigned hereby attests that he has reviewed the requirements of Local Rule 2016-2 and this Application conforms to such requirements.

CERTIFICATION OF COMPLIANCE

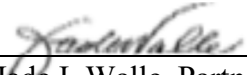
12. The undersigned has reviewed the requirements of Local Rule 2016-2 and certifies that, to the best of his knowledge, information and belief, this Application complies with that rule.

[Remainder of Page Intentionally Left Blank]

WHEREFORE, PwC requests (i) allowance on an interim basis of compensation for necessary and valuable professional services rendered to the Debtors in the sum of \$329,175.80 and reimbursement of actual and necessary expenses incurred in the sum of \$0.00 for the period from June 30, 2020 to and including August 31, 2020, (ii) payment in the amount of \$65,835.16 representing the 20% holdback, and (iii) such other relief as this Court deems just and proper.

Dated: January 13, 2021
Denver, Colorado

PRICEWATERHOUSECOOPERS LLP



Jade I. Walle, Partner
PricewaterhouseCoopers LLP
1900 Sixteenth Street
Denver, CO 80202
(713) 582 - 9966
*Independent Audit Service Provider to the Debtors
and Debtors in Possession*

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

In re:

EXTRACTION OIL & GAS, INC. *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 20-11548 (CSS)
)
) (Jointly Administered)
)
) **Objection Deadline: February 3, 2021 at 4:00 p.m. (ET)**
) **Hearing Date: To Be Determined**

**NOTICE OF FIRST INTERIM FEE APPLICATION
OF PRICEWATERHOUSECOOPERS LLP, AS INDEPENDENT
AUDIT SERVICES PROVIDER FOR THE DEBTORS FOR ALLOWANCE
OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE
PERIOD FROM JUNE 30, 2020 THROUGH AND INCLUDING AUGUST 31, 2020**

PLEASE TAKE NOTICE that PricewaterhouseCoopers LLP (the “Applicant”) has filed its **First Interim Fee Application of PricewaterhouseCoopers LLP, as Independent Audit Services Provider for the Debtors for Allowance of Compensation and Reimbursement of Expenses for the Period from June 30, 2020 Through and Including August 31, 2020** (the “Application”), with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801 (the “Court”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must be made in accordance with the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief* [Docket No. 270] (the “Interim Compensation Order”) entered on July 15, 2020 and must be filed with the Clerk of the Court, and be served upon and received by: (i) the Debtors, Extraction Oil & Gas, Inc., 370 17th Street, Suite 5300, Denver, Colorado 80202, Attn: Eric Christ; (ii) counsel to

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.

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) 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; and (vi) the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Richard L. Schepacarter; (vii) counsel to the official committee of unsecured creditors (the "Committee"), 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 (viii) Delaware counsel to the Committee, Cole Schotz P.C., 500 Delaware Avenue, Suite 1410, Wilmington, DE 19801, Attn: G. David Dean and Andrew J. Roth-Moore (collectively, the "Notice Parties"), so as to be received no later than **February 3, 2021 at 4:00 p.m. (ET)** (the "Objection Deadline"). Only those objections that are timely filed, served and received will be considered by the Court.

PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING AND, IN ACCORDANCE WITH THE INTERIM COMPENSATION ORDER, THE APPLICANT

MAY BE PAID CERTAIN FEES AND EXPENSES PURSUANT TO THE TERMS OF THE INTERIM COMPENSATION ORDER WITHOUT FURTHER NOTICE OR HEARING.

PLEASE TAKE FURTHER NOTICE THAT A HEARING TO CONSIDER THE RELIEF SOUGHT IN THE APPLICATION WILL BE HELD ON A DATE AND TIME TO BE SCHEDULED BY THE COURT BEFORE THE HONORABLE CHRISTOPHER S. SONTCHI, CHIEF UNITED STATES BANKRUPTCY JUDGE, AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, 5TH FLOOR, COURTROOM NO. 6, WILMINGTON, DELAWARE 19801.

Dated: January 13, 2021
Wilmington, Delaware

/s/ Stephen B. Gerald
WHITEFORD, TAYLOR & PRESTON LLC²
Marc R. Abrams (DE No. 955)
Richard W. Riley (DE No. 4052)
Stephen B. Gerald (DE No. 5857)
The Renaissance Centre
405 North King Street, Suite 500
Wilmington, Delaware 19801
Telephone: (302) 353-4144
Facsimile: (302) 661-7950
Email: mabrams@wtplaw.com
rriley@wtplaw.com
sgerald@wtplaw.com

- and -

KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
Christopher Marcus, P.C. (admitted *pro hac vice*)
Allyson Smith Weinhouse (admitted *pro hac vice*)
Ciara Foster (admitted *pro hac vice*)
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
Email: christopher.marcus@kirkland.com
allyson.smith@kirkland.com
ciara.foster@kirkland.com

Co-Counsel to the Debtors and Debtors in Possession

² Whiteford, Taylor & Preston LLC operates as Whiteford Taylor & Preston L.L.P. in jurisdictions outside of Delaware.

Exhibit A**Summary of Time Detail by Task**

Project Category and Billing Category	Total Hours Compensation	
Fixed Fee Services		
<i>Independent Audit Services</i>		
2020 Integrated Audit Services	760.10	\$160,000.00
Subtotal - Hours and Compensation - Fixed Fee Services	760.10	\$160,000.00
Hourly Services		
<i>Incremental Bankruptcy Accounting Services</i>		
Accounting Advisory and Assistance	196.80	\$156,396.40
Correspondence, Calls and Meetings with Management	7.60	\$6,310.30
Subtotal - Hours and Compensation - Hourly Services	204.40	\$162,706.70
Case Administration		
<i>Bankruptcy Requirements and Other Court Obligations</i>		
Employment Applications and Other Court Filings	11.10	\$6,469.10
Subtotal - Hours and Compensation - Case Administration	11.10	\$6,469.10
Total - Hours and Compensation Sought for Reimbursement	975.60	\$329,175.80

Exhibit B**Summary of Time Detail by Professional**

Project Category and Professional	Position	Hours	Total Compensation
Fixed Fee Services			
<i>2020 Integrated Audit Services</i>			
Jade I Walle	Partner	23.50	
Joseph P Dunleavy	Partner	4.50	
Michael R Manwaring	Partner	3.50	
Kayla Marie Lewis	Director	33.80	
Alexander Taylor Tingey	Senior Manager	4.50	
Christine Marie Koets	Manager	88.20	
Phillip Benjamin Schreiner	Manager	7.30	
Carlyn Amanda McDonald	Senior Associate	10.90	
Carson Gilchrist	Senior Associate	213.20	
Andre Luis de Souza Fernandes	Associate	17.90	
Eric T. Jens	Associate	3.20	
Hongxiang Yang	Associate	2.60	
Kyle McClelland	Associate	4.10	
Ryan R Bonifacio	Associate	223.80	
Timothy Daniel Dube	Associate	119.10	
<i>Subtotal - 2020 Integrated Audit Services</i>		760.10	\$160,000.00
Total - Fixed Fee Services		760.10	\$160,000.00
Hourly Services			
<i>Incremental Bankruptcy Accounting Services</i>			
Rajeeb Das	Partner	\$994 32.90	\$32,702.60
Jade I Walle	Partner	\$881 8.40	\$7,400.40
Kayla Marie Lewis	Director	\$790 16.50	\$13,035.00
Joshua T Goodelman	Director	\$899 1.50	\$1,348.50
Adrienne Rukavina	Senior Manager	\$799 106.50	\$85,093.50
Christine Marie Koets	Manager	\$600 5.30	\$3,180.00
Grace Ann Kelley	Senior Associate	\$599 10.30	\$6,169.70
Derek R Holland	Senior Associate	\$599 23.00	\$13,777.00
<i>Subtotal - Incremental Bankruptcy Accounting Services</i>		204.40	\$162,706.70
Total - Hourly Services		204.40	\$162,706.70

Project Category and Professional Position		Rate	Hours	Total Compensation
Case Administration				
<i>Bankruptcy Requirements and Other Court Obligations</i>				
Jade I Walle	Partner	\$881	1.10	\$969.10
Jill B. Bienstock	Director	\$550	7.20	\$3,960.00
Andrea Clark Smith	Director	\$550	2.80	\$1,540.00
<i>Subtotal - Bankruptcy Requirements and Other Court Obligations</i>			<i>11.10</i>	<i>\$6,469.10</i>
Total - Case Administration			11.10	\$6,469.10
Total - Hours and Compensation Sought for Reimbursement			975.60	\$329,175.80