

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

IN RE:	§	CHAPTER 11
	§	
EXTRACTION OIL & GAS, INC., et al.,	§	CASE NO. 20-11548 (CSS)
	§	(JOINTLY ADMINISTERED)
	§	
REORGANIZED DEBTORS. <sup>1</sup>	§	Objection Deadline: March 26, 2021 at 4:00 p.m. (ET)

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**SUMMARY COVER SHEET TO THE  
THIRD MONTHLY FEE APPLICATION OF STOUT RISIUS ROSS, LLC  
FOR ALLOWANCE AND PAYMENT OF FEES AND EXPENSES AS  
VALUATION ADVISOR TO THE DEBTORS FOR THE PERIOD FROM  
NOVEMBER 1, 2020 THROUGH NOVEMBER 30, 2020**

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<b>THIRD MONTHLY FEE APPLICATION SUMMARY STOUT RISIUS ROSS, LLC</b>	
<b>Name of Applicant</b>	<b>Stout Risius Ross, LLC</b>
Professional Role	Valuation Advisor to the Debtors
Interim or Final Application	Interim
Date of Retention	September 2, 2020
Time Period Covered in this Application	November 1, 2020 — November 30, 2020
Time Period Covered in Prior Applications	September 2, 2020 – September 30, 2020; October 1, 2020 – October 31, 2020
Total Amounts Applied for Approval in Prior Applications	\$15,290.16
Amount of Retainer Received in Case	\$25,000.00
Amount of Compensation Sought as Actual, Reasonable, and Necessary in this Application	\$11,898.00 (80% of \$14,872.50)

1. The Reorganized Debtors in these Chapter 11 cases, along with the last four digits of each Reorganized 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 Reorganized Debtors' principal place of business is 370 17th Street, Suite 5300, Denver, Colorado 80202.

<b>THIRD MONTHLY FEE APPLICATION SUMMARY</b> <b>STOUT RISIUS ROSS, LLC</b>	
Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary in this Application	\$557.72
Total Amount for Payment in this Application Credited Against Retainer Received	<b>\$12,455.72</b>
Number of Hours of Professionals in this Application	49.50 hours
Average Hourly Rate for Professionals in this Application	\$300.45

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EXTRACTION OIL & GAS, INC., et al.,	§	CASE NO. 20-11548 (CSS)
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**THIRD MONTHLY FEE APPLICATION OF STOUT RISIUS ROSS, LLC  
FOR ALLOWANCE AND PAYMENT OF FEES AND EXPENSES AS  
VALUATION ADVISOR TO THE DEBTORS FOR THE PERIOD FROM  
NOVEMBER 1, 2020 THROUGH NOVEMBER 30, 2020**

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Stout Risius Ross, LLC (“Stout”), valuation advisor to Extraction Oil & Gas, Inc., et al. (the “Debtors”) submits this *Third Fee Application of Stout Risius Ross, LLC for Allowance and Payment of Fees and Expenses as Valuation Advisor to the Debtors for the Period from November 1, 2020 through November 30, 2020* (the “Application”) for allowance of fees in the amount of \$14,872.50, less 20% holdback amount of \$2,974.50, resulting in 80% of fees for payment of \$11,898.00, plus reimbursement of expenses in the amount of \$557.72, for the period from November 1, 2020 through November 30, 2020 (the “Third Application Period”). In support of this Application, Stout respectfully represents the following:

**I. Jurisdiction and Venue**

1. This Court has jurisdiction to consider this Application under the provisions of 28 U.S.C. §§ 157 and 1334.
2. Venue of this proceeding is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

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1. The Reorganized Debtors in these Chapter 11 cases, along with the last four digits of each Reorganized 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 Reorganized Debtors’ principal place of business is 370 17th Street, Suite 5300, Denver, Colorado 80202.

## II. Factual Background

3. Extraction Oil & Gas, Inc., et al., the debtors and debtors in possession, filed a voluntary petition under Chapter 11 of the United States Bankruptcy Code (the “Code” or the “Bankruptcy Code”) on June 14, 2020.

4. The Debtors are operating as debtors-in-possession pursuant to 11 U.S.C. §§ 1107 and 1108.

5. The Debtors retained Stout in these Chapter 11 cases effective as of September 2, 2020 as their valuation advisor in connection with fresh start accounting valuation analysis.

6. On December 1, 2020, the Court entered the *Order Approving the Debtors’ Application for an Order (i) Authorizing the Employment and Retention of Stout Risius Ross, LLC as Valuation Advisor to the Debtors Effective as of September 2, 2020 and (ii) Granting Related Relief* [Docket No. 1211].

7. Stout seeks (i) approval of fees of \$14,872.50 on account of actual, reasonable, and necessary professional services rendered to the Debtors by Stout during the Third Application Period; (ii) and payment of fees of \$11,898.00 (after reduction of 20% holdback amount of \$2,974.50) and (iii) payment of \$557.72 for reimbursement of expenses incurred by Stout during the Third Application Period, for an aggregate total payment of \$12,455.72 for the Third Application Period.

8. The compensation requested in connection with the services provided during the Third Application Period are supported by the following Exhibits annexed hereto:

EXHIBIT ##	EXHIBIT DESCRIPTION
A1	Summary of Stout timekeepers included in this Application.
A2	Expenses for which allowance is sought in this Application.
A3	Fee Statements — Stout's detailed records of fees incurred throughout the Third Application Period and narrative descriptions of the specific professional services performed.

### FEES AND EXPENSES

9. A summary of Stout's hourly fees by timekeeper is attached as **Exhibit A1**, expenses for which allowance is sought is attached as **Exhibit A2**, and detailed records of all fees incurred during the Third Application Period are included with the fee statements attached as **Exhibit A3**.

10. During the Third Application Period, Stout rendered services that were both necessary and beneficial to the Debtors. Compensation for the foregoing services as requested is commensurate with the complexity, importance, and nature of the problems, issues, or tasks involved. The professional services were performed timely, in an efficient manner, and without duplication of work performed by the Debtors' other advisors.

11. Bankruptcy Code § 330 authorizes the Court to award professional persons employed pursuant to § 1103 reasonable compensation for actual and necessary services rendered and reimbursement for expenses incurred. See 11 U.S.C. § 330.

12. The professional services rendered by Stout during the Third Application Period required a high degree of professional competence and expertise. Stout submits that the services rendered to the Debtors were performed efficiently and effectively, and that the results obtained have provided tangible, identifiable, and material benefits to the Debtors' estates.

13. The rates charged by the Stout professionals in these Chapter 11 cases are the same rates charged by Stout in connection with non-bankruptcy work. The professional fees sought

herein are based upon Stout's normal hourly rates for services of this kind. Stout respectfully submits that the professional fees sought herein are not unusual given the magnitude and complexity of these cases and are commensurate with fees Stout has been awarded in other cases.

14. Stout submits that the fees and expenses for which it seeks compensation and reimbursement in this Application are not excessive and are commensurate with the rates awarded in similar cases in this district for similar services rendered and results obtained. The fees requested by Stout are more fully described in the fee statements attached hereto as **Exhibit A3**. After taking into consideration the time and labor spent thus far, and the nature and extent of the representation, Stout believes the allowance prayed for herein is reasonable and should be approved.

15. No prior application has been made in this or in any other Court for the relief requested herein for the Third Application Period.

### **SERVICES**

16. As set forth in the charts attached hereto as **Exhibit A1** and **Exhibit A3**, Stout professionals expended a total of 49.50 hours during the Third Application Period. The specific details of the work performed by Stout during the Third Application Period are set forth in the chart attached hereto as **Exhibit A3**. Stout has charged its normal hourly rates for work of this character.<sup>2</sup> The reasonable value of the services rendered by Stout to the Debtors during the Third Application Period is \$14,872.50.<sup>3</sup>

17. In accordance with the factors enumerated in Code § 330, Stout respectfully submits that the foregoing amounts requested by Stout are fair and reasonable given (a) the

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<sup>2</sup> Stout customarily establishes new hourly rates at the beginning of each fiscal year, on October 1<sup>st</sup>. As such, Stout applied updated hourly billing rates to the time charged to this matter beginning on October 1, 2020.

<sup>3</sup> This amount does not include \$557.72 in expense reimbursement. See **Exhibit A2**.

complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services for non-bankruptcy cases. Moreover, Stout has reviewed the requirements set forth in Bankruptcy Local Rule 2016-2 and believes this Application complies with such Rule.

### **EXPENSES**

18. As set forth in **Exhibit A2**, a total of \$557.72 of expenses were incurred during the Third Application Period.

### **REQUEST FOR ALLOWANCE OF FEES AND EXPENSES**

19. Section 330 of the Bankruptcy Code grants bankruptcy courts wide discretion to award “reasonable compensation” to professionals employed by the estate. 11U.S.C. §330(a)(1)(A). Section 330 sets forth the criteria for the award of compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded . . . the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including:

- a. the time spent on such services; the rates charged for such services;
- b. whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- c. whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- d. with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- e. whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

**NO PRIOR REQUEST**

20. Except for the filing of the prior fee statements, no prior application for the relief requested herein has been made to this or any other court.

**CONCLUSION**

**WHEREFORE**, Stout respectfully requests that the Court enter an order approving the allowance of fees totaling \$14,872.50 as compensation for professional services rendered to the Debtors during the Third Application Period, and payment of fees totaling \$11,898.00 (after a reduction of a 20% holdback amount of \$2,974.50), plus \$557.72 as reimbursement of expenses incurred in providing these services during the Third Application Period, resulting in a total payment of \$12,455.72. Stout further requests that the total payment of \$12,455.72 under this Application will be offset against an initial retainer balance received of \$25,000.00, resulting in a remaining retainer balance of \$201.63 after the Third Application Period. Stout respectfully requests such other and further relief to which it is entitled at law or in equity.

*[Remainder of page intentionally left blank]*



Dated: March 5, 2021

Respectfully submitted,

**Stout Risius Ross, LLC**

*Shishir R. Khetan*

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**Shishir R. Khetan, CFA**

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Houston, TX 77002

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

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In re:

) Chapter 11

EXTRACTION OIL & GAS, INC. *et al.*,<sup>1</sup>

) Case No. 20-11548 (CSS)

Reorganized Debtors.

) (Jointly Administered)

) **Objection Deadline: March 26, 2021 at 4:00 p.m. (ET)**

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**NOTICE OF THIRD MONTHLY FEE APPLICATION OF STOUT RISIUS  
ROSS, LLC FOR ALLOWANCE AND PAYMENT OF FEES AND EXPENSES  
AS VALUATION ADVISOR TO THE DEBTORS FOR THE PERIOD FROM  
NOVEMBER 1, 2020 THROUGH NOVEMBER 30, 2020**

**PLEASE TAKE NOTICE** that Stout Risius Ross, LLC (the “Applicant”) has filed its **Third Monthly Fee Application of Stout Risius Ross, LLC for Allowance and Payment of Fees and Expenses as Valuation Advisor to the Debtors for the Period from November 1, 2020 Through November 30, 2020** (the “Application”), with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3<sup>rd</sup> 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 Reorganized Debtors, Extraction Oil & Gas, Inc., 370 17th Street, Suite 5300, Denver, Colorado 80202, Attn: Eric

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<sup>1</sup> The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Reorganized 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 Reorganized Debtors’ principal place of business is 370 17th Street, Suite 5300, Denver, Colorado 80202.

Christ; (ii) counsel to the Reorganized 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 Reorganized 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 **March 26, 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 no objections are received by the Notice Parties prior to the Objection Deadline, 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. If an objection is properly filed and served and such objection is not otherwise resolved, or the Court determines that a hearing should be held

in respect of the Application, a hearing will be held at a time convenient to the Court. Only those objections made in writing and timely filed, served and received in accordance with the Interim Compensation Order will be considered by the Court at the hearing.

Dated: March 5, 2021  
Wilmington, Delaware

*/s/ Richard W. Riley*

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**WHITEFORD, TAYLOR & PRESTON LLC<sup>2</sup>**

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- and -

**KIRKLAND & ELLIS LLP**  
**KIRKLAND & ELLIS INTERNATIONAL LLP**

Christopher Marcus, P.C. (admitted *pro hac vice*)  
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*Co-Counsel to the Reorganized Debtors*

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

# **EXHIBIT A**

**EXHIBIT A1****Timekeeper Summary****EXHIBIT A1**

<b>Professional</b>	<b>Title</b>	<b>Total Billed Hours</b>	<b>Hourly Rate</b>	<b>Total Billed Amount</b>
Shishir Khetan	Managing Director	3.50	\$ 575.00	\$ 2,012.50
Alan Harp	Managing Director	6.00	550.00	3,300.00
Atiba Henry	Vice President	16.00	335.00	5,360.00
Austin Hassett	Analyst	24.00	175.00	4,200.00
<b>Grand Total</b>		<b>49.50</b>		<b>\$ 14,872.50</b>

**EXHIBIT A2**

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**Expenses**

Expenses (including communications, supplies, general financial and industry databases, copying, and charges for administrative services, etc.) billed at a rate equal to 3.75% of the related professional fees.

**\$557.72**

**EXHIBIT A3****Fee Details**

Date	Professional	Memo	Hours To Bill	Rate To Bill	Amount To Bill
11/2/2020	Alan Harp	call with client (XOG), review file, information request	1.00	\$ 550.00	\$ 550.00
11/2/2020	Atiba Henry	Update model for preliminary valuation	2.00	335.00	670.00
11/2/2020	Austin Hassett	bi-weekly meeting (XOG), downloading documents	0.75	175.00	131.25
11/2/2020	Shishir Khetan	Extraction uploaded	0.50	575.00	287.50
11/3/2020	Atiba Henry	bi-weekly call with XOG	1.50	335.00	502.50
11/4/2020	Austin Hassett	Update information request list, project timeline and working group list	0.75	175.00	131.25
11/5/2020	Shishir Khetan	information review and confirmation for updated data request	0.50	575.00	287.50
11/6/2020	Shishir Khetan	engagement management - court docs	1.00	575.00	575.00
11/11/2020	Atiba Henry	work plan and data request - XOG	1.50	335.00	502.50
11/12/2020	Austin Hassett	review new documents and update model	0.50	175.00	87.50
11/13/2020	Austin Hassett	downloading new data uploaded and reviewing information	0.75	175.00	131.25
11/16/2020	Alan Harp	spreading new financials for XOG	2.50	550.00	1,375.00
11/16/2020	Atiba Henry	Prep for client call, client call (XOG), follow up	2.00	335.00	670.00
11/16/2020	Atiba Henry	update valuation model and analysis based meeting with client	1.00	335.00	335.00
11/16/2020	Atiba Henry	Client (XOG) meeting.	0.50	335.00	167.50
11/16/2020	Austin Hassett	Internal meeting (Stout) related to analysis	4.50	175.00	787.50
11/16/2020	Shishir Khetan	setting up model, updating financial spreads for new 10-Q	1.00	575.00	575.00
11/17/2020	Austin Hassett	internal team call and discussion with client (XOG): bi-weekly call	3.00	175.00	525.00
11/18/2020	Atiba Henry	GPC and DCF model set up/cleaning models, started modeling	0.50	335.00	167.50
11/19/2020	Alan Harp	review GPC analysis file.	1.50	550.00	825.00
11/19/2020	Atiba Henry	Reserve Report discussion with Amber and follow up	1.00	335.00	335.00
11/19/2020	Austin Hassett	Reserve report due diligence meeting	1.50	175.00	262.50
11/20/2020	Alan Harp	Due Diligence call with XOG, modeling	0.25	550.00	137.50
11/24/2020	Atiba Henry	emails with Amber	2.00	335.00	670.00
11/24/2020	Austin Hassett	Update valuation models for preliminary valuation	3.50	175.00	612.50
11/30/2020	Alan Harp	switching model over to the new template, worked on spreading reserves	0.75	550.00	412.50
11/30/2020	Atiba Henry	internal calls and call with client (XOG)	4.00	335.00	1,340.00
11/30/2020	Austin Hassett	Review reserve data and update valuation model.	8.75	175.00	1,531.25
11/30/2020	Shishir Khetan	modeling, internal meeting, bi-weekly meeting with client (XOG)	0.50	575.00	287.50
		call with client (XOG) and internal call			
<b>Total</b>			<b>49.50</b>		<b>\$ 14,872.50</b>