

**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)

Obj. Deadline: March [+14], 2021 at 4:00 p.m.

Hearing Date: April 15, 2021 at 10:00 a.m.

Related Docket Nos. 579, 859, 1056, 1209, 1548 and 1670

**FINAL FEE APPLICATION OF COLE SCHOTZ P.C.,
DELAWARE CO-COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS, FOR ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM
JULY 2, 2020 THROUGH JANUARY 20, 2021**

Name of Applicant:

COLE SCHOTZ P.C.

Authorized to provide professional
services to:

The Official Committee of Unsecured Creditors

Date of retention:

August 11, 2020 *nunc pro tunc* to July 2, 2020

Period for which compensation
and reimbursement is sought:

July 2, 2020 through January 20, 2021

Final amount of compensation sought as
actual, reasonable and necessary:

\$379,552.00²

Final amount of expense reimbursement
sought as actual, reasonable and necessary:

\$12,383.73³

This is a:

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 Article II.B.4 of the Plan provides that after the Confirmation Date the Debtors were directed to pay reasonable fees and expenses incurred by the Professionals without further notice or order. The Debtors paid Cole Schotz for its fees and expenses accrued from the Confirmation Date through the Effective Date. Out of an abundance of caution, Cole Schotz includes those fees and expenses in this application (the "Post-Confirmation Invoice") and seeks allowance of the Post-Confirmation Invoice in addition to the pre-confirmation amounts listed above. An invoice of Cole Schotz fees and expenses from the Confirmation Date through the Effective Date is attached hereto as **Exhibit C**.

³ This amount reflects a credit of \$754.14 related to expert fees that were inadvertently included in Cole Schotz's Monthly Fee Statements for August and September 2020.

Prior Applications:

Application	Date Filed	Period Covered	Requested Fees/Expenses	Approved Fees (80%)/ Expenses (100%)
1 st Application	9/2/2020	7/2/2020 – 7/31/2020	\$53,919.50/\$2,771.25	\$43,135.60/\$2,771.25
2 nd Application	10/19/2020	8/1/2020 – 8/31/2020	\$111,579.50/\$1,816.78	\$89,263.60/\$1,816.78
3 rd Application	11/11/2020	9/1/2020 – 9/30/2020	\$69,716.50/\$3,030.64	\$55,773.20/\$3,030.64
4 th Application	11/30/2020	10/1/2020 – 10/31/2020	\$58,652.00/\$3,026.82	\$46,921.60/ \$3,026.82
5 th Application	12/29/2020	11/1/2020 – 11/30/2020	\$34,263.50/\$1,786.50	\$27,410.80/\$1,786.50
6 th Application	1/29/2021	12/1/2020 – 12/23/2020	\$41,506.50/\$615.88	\$33,205.20/\$615.88

EXTRACTION OIL & GAS, INC., et al.
SUMMARY OF BILLING BY PROFESSIONAL
JULY 2, 2020 THROUGH JANUARY 20, 2021

Name of Professional Person	Date of Bar Admission	Position with the Applicant and Number of Years in that Position	Hourly Billing Rate¹	Total Billed Hours	Total Compensation
G. David Dean	2002	Member (Bankruptcy) (since 2008)	\$640.00	238.1	\$149,472.00
Roger M. Iorio	2002	Member (Corporate) (since 2005)	\$690.00	2.0	\$1,340.00
Daniel F. Geoghan	1999	Member (Bankruptcy) (since 2013)	\$690.00	157.4	\$105,064.00
Andrew Roth-Moore	2013	Associate (Bankruptcy) (since 2020)	\$500.00	119.3	\$59,650.00
Adam Garrastegui	2019	Associate (Bankruptcy) (since 2020)	\$300.00	77.3	\$22,871.00
Jack Dougherty	N/A	Law Clerk (Bankruptcy) (since 2020)	\$225.00	23.3	\$5,242.50
Michael Fitzpatrick	N/A	Law Clerk (Bankruptcy) (since 2020)	\$225.00	1.3	\$292.50
Larry Morton	N/A	Paralegal (Bankruptcy) (Since 2020)	\$305.00	1.2	\$374.00
Jennifer L. Ford	N/A	Paralegal (Bankruptcy) (since 2019)	\$300.00	89.6	\$26,655.00
Pauline Z. Ratkowiak	N/A	Paralegal (Bankruptcy) (since 2008)	\$315.00	27.5	\$8,511.50
Kerri L. LaBrada	N/A	Paralegal, (Bankruptcy) (since 2010)	\$265.00	0.3	\$79.50
TOTAL				737.3	\$379,552.00

Total Requested Compensation: \$379,552.00
Total Attorney Compensation: \$338,397.00
Blended Rate All Attorneys: \$569.60
Blended Rate All Timekeepers: \$514.79

¹ These rates are Cole Schotz P.C.'s regular hourly rate for legal services. All hourly rates are adjusted by Cole Schotz P.C. on a periodic basis (the last such adjustment occurred on September 1, 2020). This column shows the hourly rate for each professional after September 1, 2020.

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FOR THE DISTRICT OF DELAWARE**

In re:

EXTRACTION OIL & GAS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 20-11548 (CSS)

(Jointly Administered)

Obj. Deadline: March 19, 2021 at 4:00 p.m.

Hearing Date: April 15, 2021 at 10:00 a.m.

Related Docket Nos. 579, 859, 1056, 1209, 1548 and 1670

**FINAL FEE APPLICATION OF COLE SCHOTZ P.C.,
DELAWARE CO-COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS, FOR ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM
JULY 2, 2020 THROUGH JANUARY 20, 2021**

Cole Schotz P.C. (the “Applicant” or “Cole Schotz”), Delaware co-counsel to the Official Committee of Unsecured Creditors (the “Committee”) of Extraction Oil & Gas, Inc. and its affiliated debtors and debtors-in-possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases, hereby applies, pursuant to (i) sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), (ii) Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), (iii) 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 (iv) 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”),² for allowance of

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 Capitalized terms not defined herein shall have the meanings ascribed to them in the Interim Compensation Order.

compensation for services rendered and reimbursement of expenses for the period from July 2, 2020 through January 20, 2021 (the “Final Period”), and respectfully represents as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction to consider the Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief sought herein are sections 330 and 331 of the Bankruptcy Code. Such relief also is warranted under Bankruptcy Rule 2016 and Local Rule 2016-2.

BACKGROUND

A. The Chapter 11 Cases

3. On June 14, 2020, the Debtors each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (the “Chapter 11 Cases”).

4. On June 30, 2020, the United States Trustee for the District of Delaware filed the Notice of Appointment of Committee of Unsecured Creditors [Docket No. 155]. The Committee consisted of: (i) Raisa Energy, LLC; (ii) Platte River Midstream, LLC, *et al.*; (iii) Wilmington Savings Fund Society, FSB; (iv) REP Processing LLC; and (v) Rocky Mountain Midstream, LLC.

5. On December 23, 2020, the Court entered *Findings of Fact, Conclusions of Law, and Order Confirming the Sixth Amended Joint Plan of Reorganization of Extraction Oil & Gas, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 1509] (as it may have been amended, supplemented or modified, the “Plan”).

6. On January 20, 2021, (the “Effective Date”) the Plan became effective in accordance with its terms [Docket No. 1652].

B. The Retention of Cole Schotz

7. On July 24, 2020, the Committee applied [Docket No. 315] to the Court for an order authorizing it to retain and employ Cole Schotz as its Delaware co-counsel, *nunc pro tunc* to July 2, 2020. On August 11, 2020, the Court entered an order [Docket No. 404] authorizing such retention.

C. Compensation Orders

8. The Interim Compensation Order sets forth the procedures for interim compensation and reimbursement of expenses in these Chapter 11 Cases. Specifically, the Interim Compensation Order provides that a Professional may file on or after the twenty-first (21st) day of each month following the month for which compensation is sought, and serve a monthly application for interim allowance of compensation for services rendered and reimbursement of expenses incurred, together with the applicable time entries and itemized expenses (the “Monthly Fee Statement”) on the Application Recipients. Provided that there are no objections to the Monthly Fee Statement filed within twenty-one (21) days after the service of a Monthly Fee Statement, the Professional may file a certificate of no objection with the Court, after which the Debtors are authorized and directed to pay such Professional eighty percent (80%) of the fees and one-hundred percent (100%) of the expenses requested in such Monthly Fee Statement. If an objection is filed to the Monthly Fee Statement, then the Debtors are authorized to pay 80% of the fees and 100% of the expenses not subject to an objection.

9. The Interim Compensation Order also provides that, beginning with the period ending on August 31, 2020 and at three-month intervals thereafter (the “Interim Fee Period”), each of the Professionals may file and serve on the Application Recipients an interim fee application (each an “Interim Fee Application”) for compensation and reimbursement of expenses sought in the Monthly Fee Statements served during such period. Upon allowance by

the Court of a Professional's Interim Fee Application, the Debtors are authorized to pay such Professional all requested fees (including the 20% holdback) and expenses not previously paid.

10. Further, pursuant to Article II.B.1. of the Plan, final requests for payment of a Professional Claim (the "Final Fee Application") must be filed with the Bankruptcy Court no later than forty-five (45) days after the Effective Date. Moreover, as noted above, the Plan directs the Debtors to pay the reasonable fees and expenses of Professionals after the Confirmation Date and through the Effective Date without further Order of the Court, which the Debtors did. In an abundance of caution, in addition to Cole Schotz's fees and expenses through the Confirmation Date detailed herein, Cole Schotz seeks allowance of the Post-Confirmation Invoice.

RELIEF REQUESTED

11. By this Final Fee Application, Applicant seeks final approval and allowance of compensation in the amount of \$379,552.00³ for professional services rendered and reimbursement of actual and necessary expenses in the amount of \$12,383.73 incurred during the Final Period.

12. During the Chapter 11 Cases, Cole Schotz filed six Monthly Fee Statements,⁴ collectively encompassing the Final Period, and an Interim Fee Application for the period from July 2, 2020 through August 31, 2020.⁵ Cole Schotz filed a certificate of no objection for each

³ Per the Plan Art. II.B.4., after the Confirmation Date, the Debtors were directed to pay the reasonable fees and expenses incurred by the Professionals without further notice or action of the Bankruptcy Court. Consistent with this provision, the Debtors paid Cole Schotz for its fees and expenses accrued from the Confirmation Date through the Effective Date (the "Post-Confirmation Period"). Out of an abundance of caution, Cole Schotz includes those fees and expenses in this application. An invoice of Cole Schotz fees and expenses from the Confirmation Date through the Effective Date is attached hereto as **Exhibit C**.

⁴ See Docket Nos. 578 (first Monthly Fee Statement), 872 (second Monthly Fee Statement), 1256 (CNO for third Monthly Fee Statement), 1209 (fourth Monthly Fee Statement), 1548 (fifth Monthly Fee Statement), 1607 (sixth Monthly Fee Statement).

⁵ See Docket No. 946.

application.⁶ Cole Schotz incorporates herein by reference each of its Monthly Fee Statements and its Interim Fee Application filed during the Chapter 11 Cases together with the corresponding certifications of no objections.

**THE FINAL FEE APPLICATION
AND COMPLIANCE WITH GUIDELINES**

13. This Final Fee Application was prepared in accordance with (a) Local Rule 2016-2, (b) the United States Trustee *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, adopted on June 11, 2013* (the “UST Guidelines”), (c) the Interim Compensation Order, and (d) applicable provisions of the Plan (collectively with Local Rule 2016-2 and the UST Guidelines, the “Guidelines”).

14. Annexed hereto are various schedules required by the Guidelines, as applicable.

15. Applicant provides the following responses to the questions set forth under ¶ C.5 of Appendix B of the UST Guidelines:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the Final Period? If so, please explain.

Response: No.

Question: If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?

Response: The fees sought in this Final Fee Application are not more than 10% of what was budgeted.

Question: Have any of the professionals included in this fee application varied their hourly rates based on the geographic location of the bankruptcy case.

⁶ See Docket Nos. 688 (CNO (first Monthly Fee Statement), 1050 (CNO for second Monthly Fee Statement), 1256 (third Monthly Fee Statement), 1164 (CNO for first Interim Fee Application), 1492 (CNO for fourth Monthly Fee Statement), 1642 (CNO for fifth Monthly Fee Statement), 1747 (CNO for sixth Monthly Fee Statement).

Response: No

Question: Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? If so, please quantify by hours and fees.

Response: No.

Question: Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.

Response: No.

Question: Does this fee application include rate increases since retention?

Response: No.

REASONABLE AND NECESSARY SERVICES

16. The services for which Applicant seeks compensation were, at the time rendered, necessary for, beneficial to, and in the best interests of, the Committee and the Debtors' estates. The services rendered were consistently performed in a timely manner commensurate with the complexity, importance and nature of the issues involved. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by Applicant is fair and reasonable given (a) the 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 other than in a case under this title.

NOTICE

17. Pursuant to the Interim Compensation Order, this Final Fee Application has been served upon the Notice Parties and all parties that have requested notice in the Chapter 11 Cases pursuant to Bankruptcy Rule 2002.

CONCLUSION

WHEREFORE, Cole Schotz respectfully requests the Court enter an order (a) approving the Final Fee Application; (b) awarding Cole Schotz compensation for the Final Period in the

amount of \$379,552.00 and reimbursement for actual and necessary expenses in the amount of \$12,383.73, inclusive of the \$9,914.50 in fees and \$90.00 in expenses Cole Schotz accrued and incurred during the Post-Confirmation Period; (c) authorizing the payment of such sums to Cole Schotz pursuant to the Interim Compensation Order and Plan; and (d) granting such other and further relief as the Court may deem just and proper.

Dated: March 5, 2021
Wilmington, DE

COLE SCHOTZ P.C.

/s/ G. David Dean

G. David Dean (No. 6403)
Andrew J. Roth-Moore (No. 5988)
500 Delaware Avenue, Suite 1410
Wilmington, DE 19801
Telephone: (302) 652-3131
Facsimile: (302) 652-3117
ddean@coleschotz.com
aroth-moore@coleschotz.com

*Delaware Co-Counsel to the Official
Committee of Unsecured Creditors*

Exhibit A

CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES

The aggregate hourly rate for all Cole Schotz Delaware and New York non-bankruptcy timekeepers (including both attorneys and paralegals) (the “Non-Bankruptcy Blended Rate”) for the year ending December 31, 2020 (the “Comparable Period”) was \$485.34 per hour, and the aggregate hourly rate for all Cole Schotz Delaware and New York bankruptcy timekeepers (including both attorneys and paralegals) for the Comparable Period was \$592.10 per hour.

The blended hourly rate for all Cole Schotz timekeepers (including both attorneys and paralegals) who provided services to the Committee during the Final Period was approximately \$531.69 per hour.

Category of Timekeeper	2020 Bankruptcy Blended Rate	2020 Non-Bankruptcy Blended Rate	Final Application Period Blended Rate
Member	\$697.75	625.92	\$555.89
Special Counsel	N/A	720.91	N/A
Associate	\$470.97	363.13	\$398.08
Paralegal	\$302.10	286.20	\$300.34
Aggregate	\$592.10	\$485.34	\$531.69

EXHIBIT A
EXTRACTION OIL & GAS, INC., *et al.*
COMPENSATION BY PROJECT CATEGORY
JULY 2, 2020 THROUGH JANUARY 20, 2021

Project Category	Budgeted Hours	Budgeted Fees (est. blended rate of \$531.69)¹	Total Hours	Total Fees
ASSET DISPOSITIONS, SALES, USES, AND LEASES (SECTION 363)	25	\$13,440.00	5.9	\$3,518.00
AUTOMATIC STAY MATTERS/LITIGATION	10	\$5,310.00	5.4	\$3,142.00
BUDGETING (CASE)	10	\$5,310.00	9.6	\$3,846.00
BUSINESS OPERATIONS	10	\$5,310.00	4	\$2,380.00
CASE ADMINISTRATION	20	\$10,620.00	15.9	\$9,754.00
CASH COLLATERAL AND DIP FINANCING	115	\$61,450.00	101.6	\$61,640.00
CLAIMS ANALYSIS, ADMINISTRATION AND OBJECTIONS	20	\$10,620.00	9.3	\$3,522.00
COMMITTEE MATTERS AND CREDITOR MEETINGS	80	\$42,480.00	88.6	\$5,262.50
CREDITOR INQUIRIES	10	\$5,310.00	3.4	\$1,826.00
DISCLOSURE STATEMENT/VOTING ISSUES	10	\$5,310.00	11.9	\$7,036.00
DOCUMENT REVIEW			0.5	\$320.00
EMPLOYEE MATTERS	10	\$5,310.00	0.2	\$120.00
EXECUTORY CONTRACTS	140	\$75,000.00	133.9	\$59,275.50
EXPENSES			0.4	\$256.00
FEE APPLICATION MATTERS/OBJECTIONS	65	\$34,130.00	98.3	\$38,176.50
GENERAL			7	\$2,100.00
LEASES (REAL PROPERTY)	10	\$5,310.00	5.1	\$2,961.00
LITIGATION/ GEN. (EXCEPT AUTOMATIC STAY RELIEF)	10	\$5,310.00	3.1	\$1,595.50
PLANNING, ORGANIZING AND COORDINATING THE EXAMINATION			0.3	\$150.00
PREPARATION FOR AND ATTENDANCE AT HEARINGS	90	\$47,130.00	90.9	\$46,740.50
REORGANIZATION PLAN	55	\$28,710.00	69.3	\$40,904.00
REPORTS; STATEMENTS AND SCHEDULES	10	\$5,310.00	0.1	\$64.00
RETENTION MATTERS	75	\$40,650.00	69.6	\$33,315.00
TAX/GENERAL	10	\$5,310.00	0.1	\$60.00
U.S. TRUSTEE MATTERS AND MEETINGS	15	\$8,020.00	2.9	\$1,587.50
TOTALS	800	\$425,350.00	737.3	\$379,552.00

¹ The budget was adjusted throughout the case with respect to the requested assignments of Cole Schotz P.C.

Exhibit B

EXHIBIT B¹
EXTRACTION OIL & GAS, INC., *et al.*

EXPENSE SUMMARY
JULY 2, 2020 THROUGH JANUARY 20, 2021

Expense Category	Service Provider (if applicable)	Total Expenses
Photocopying/Printing/Scanning (576 pages @ \$.10/page)		\$57.60
Court Fees		\$114.90
Conference Call	CourtCall	\$4,150.08
Delivery/Courier	Reliable	\$2,471.15
Deposition Transcript	Reliable	\$1,887.55
Expert Fees	High West Resources	\$1,508.34
Filing Fee/ Recording Fee		\$67.50
Outside Printing	Reliable	\$2,368.60
Online Research	CM/ECF	\$512.15
Credit		(\$754.14)
TOTAL		\$12,383.73

¹ Exhibit B reflects a credit of \$754.14 related to expert fees that were inadvertently included in Cole Schotz's Monthly Fee Statements for August and September 2020.

Exhibit C

Cole Schotz P.C.

Cole Schotz P.C.
1325 Avenue of the Americas
19th Floor
New York, NY 10019

FEDERAL ID# 22-2113414

New Jersey — Delaware — Maryland — Texas — Florida

EXTRACTION OIL & GAS
N/A

Invoice Date: January 25, 2021
Invoice Number: 880972
Matter Number: 61379-0001

Re: COMMITTEE OF UNSECURED CREDITORS - DELAWARE COUNSEL

FOR PROFESSIONAL SERVICES THROUGH JANUARY 20, 2021

BUDGETING (CASE)			0.60	180.00
<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
01/05/21	JLF	EMAILS TO/FROM A. SMITH AND A. ROTH-MOORE RE: WIP REPORTS FOR DECEMBER 6, 2020 - JANUARY 2, 2021	0.20	60.00
01/05/21	JLF	EMAIL TO. S. LOOP AND E. BELL RE: CS WIP AMOUNTS DECEMBER 6, 2020 - JANUARY 2, 2021	0.10	30.00
01/06/21	JLF	EMAILS TO/FROM A. SMITH AND A. ROTH-MOORE RE: LISTING OF OUTSTANDING INVOICES AND WIP FOR EXTRACTION AS OF DECEMBER 31, 2020 AND EMAILS TO/FROM C. WIEDERHOLT RE: SAME	0.30	90.00
CASE ADMINISTRATION			0.40	200.00
<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/28/20	AYM	RESPOND TO EMAIL FROM M. MAGZAMEN RE JANUARY HEARINGS	0.20	100.00
01/05/21	AYM	REVIEW COLE SCHOTZS' FEE AND EXPENSE REPORT FOR DECEMBER 6, 2020 TO JANUARY 2	0.20	100.00
CASH COLLATERAL AND DIP FINANCING			0.20	60.00
<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
01/12/21	JLF	EMAILS TO/FROM D. DEAN RE: EXTENSION OF CHALLENGE PERIOD	0.20	60.00
COMMITTEE MATTERS AND CREDITOR MEETINGS			0.40	256.00
<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/30/20	GDD	REVIEW COMMITTEE UPDATE	0.10	64.00
01/05/21	GDD	REVIEW UCC UPDATE AND RELATED MATERIALS	0.30	192.00
EXECUTORY CONTRACTS			1.60	1,024.00
<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/24/20	GDD	REVIEW DCP SETTLEMENT MOTION, MOTION TO SHORTEN AND MOTION TO SEAL	0.40	256.00

COLE SCHOTZ P.C.

Re: COMMITTEE OF UNSECURED CREDITORS - DELAWARE COUNSEL
Client/Matter No. 61379-0001

Invoice Number 880972
January 25, 2021
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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/28/20	GDD	REVIEW DEBTORS' RESPONSE TO MOTION FOR DIRECT CERTIFICATION OF APPEAL TO THIRD CIRCUIT	0.20	128.00
12/28/20	GDD	REVIEW PROPOSED REDACTED ABR SETTLEMENT MOTION, MOTION TO SHORTEN AND MOTION TO SEAL SAME	0.30	192.00
01/04/21	GDD	REVIEW COC RE: ARB SETTLEMENT	0.10	64.00
01/05/21	GDD	ATTEND HEARING ON MIDSTREAM SETTLEMENT MOTIONS	0.30	192.00
01/11/21	GDD	REVIEW APPELLATE STATUS REPORTS RE: FERC APPEAL	0.30	192.00

EXPENSES **0.40** **256.00**

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
01/15/21	GDD	CALL WITH R. SCHEPACARTER RE: FINAL FEE ISSUES; REVIEW INTERIM FEE APPLICATION AND E-MAILS WITH E. GILAD RE: SAME	0.40	256.00

FEE APPLICATION MATTERS/OBJECTIONS **14.60** **6,189.50**

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/24/20	AYM	PROVIDE COMMENTS TO THE CNO FOR STROOCK'S MONTHLY FEE APPLICATION	0.10	50.00
12/28/20	PVR	EFILE CERTIFICATION OF NO OBJECTION RE: STROOCK OCTOBER FEE APPLICATION	0.20	63.00
12/28/20	PVR	EMAIL FROM AND TO A. ROTH-MOORE AND REVIEW INTERIM COMPENSATION ORDER AND REVISE CERTIFICATION OF NO OBJECTION RE: STROOCK OCTOBER FEE APPLICATION	0.30	94.50
12/29/20	AYM	FINALIZE COMMITTEE PROFESSIONALS' MONTHLY FEE APPLICATIONS	1.10	550.00
12/29/20	PVR	EMAIL FROM AND TO A. ROTH-MOORE AND DRAFT CERTIFICATION OF NO OBJECTION FOR ALIXPARTNERS' FOURTH (OCTOBER) FEE APP	0.50	157.50
12/29/20	PVR	EFILE CERTIFICATION OF NO OBJECTION FOR ALIXPARTNERS FOURTH (OCTOBER) FEE APP	0.20	63.00
12/29/20	GDD	REVIEW COLE SCHOTZ, GREENHILL AND STROOCK FIFTH MONTH FEE STATEMENTS	0.70	448.00
12/29/20	AYM	PROVIDE COMMENTS RE ALIX PARTNERS' MONTHLY FEE APPLICATION	0.10	50.00
12/29/20	PVR	EMAIL FROM AND TO A. ROTH-MOORE AND PREPARE STROOCK 5TH (NOVEMBER) FEE APPLICATION FOR FILING	0.30	94.50
12/29/20	PVR	EFILE AND COORDINATE SERVICE OF COLE SCHOTZ 5TH (NOVEMBER) FEE APPLICATION FOR FILING	0.30	94.50
12/29/20	PVR	EMAIL FROM AND TO A. ROTH-MOORE AND PREPARE GREENHILL 5TH (NOVEMBER) FEE APPLICATION FOR FILING	0.30	94.50
12/29/20	PVR	EFILE AND COORDINATE SERVICE OF STROOCK 5TH (NOVEMBER) FEE APPLICATION	0.30	94.50
12/29/20	PVR	EMAIL FROM AND TO A. ROTH-MOORE AND PREPARE COLE SCHOTZ 5TH (NOVEMBER) FEE APPLICATION FOR FILING	0.30	94.50

COLE SCHOTZ P.C.

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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/29/20	PVR	EMAIL EXCHANGE WITH PRIME CLERK RE: EMAIL SERVICE ON DEBTORS AND RESEARCH SAME	0.40	126.00
12/29/20	PVR	EMAIL TO AND FROM A. ROTH-MOORE AND RESEARCH RE: SERVICE OF PRIOR FEE APPLICATIONS	0.20	63.00
12/29/20	PVR	EFILE AND COORDINATE SERVICE OF GREENHILL 5TH (NOVEMBER) FEE APPLICATION FOR FILING	0.30	94.50
12/29/20	PVR	UPDATE CASE CALENDAR RE: OBJECTION DEADLINE RE: 3 FILED FEE APPLICATIONS	0.10	31.50
01/04/21	JLF	EMAILS TO/FROM A. ROTH-MOORE RE: ALIXPARTNERS FEE APPLICATION STATUS AND EMAILS TO/FROM L. BONITO RE: SAME	0.20	60.00
01/04/21	JLF	EMAILS TO/FROM A. ROTH-MOORE RE: COLE SCHOTZ WIP FEES REPORT STATUS AND EMAIL TO ACCOUNTING RE: COLE SCHOTZ WIP INFORMATION FROM DECEMBER 5, 2020 - JANUARY 2, 2021	0.20	60.00
01/11/21	LSM	REVISE, FILE AND ORGANIZE SERVICE OF FIFTH MONTHLY FEE APPLICATION FOR ALIXPARTNERS	0.50	157.50
01/11/21	LSM	DRAFT AND REVISE NOTICE TO FIFTH MONTHLY FEE APPLICATION FOR ALIXPARTNERS AND FORWARD SAME TO A. ROTH-MOORE WITH COMMENTS	0.30	94.50
01/11/21	AYM	REVIEW ALIXPARTNERS' FEE APPLICATION	0.20	100.00
01/11/21	GDD	REVIEW FEE PROCEDURES, PLAN AND E-MAILS WITH A. ROTH-MOORE AND S. GERALD RE: FINAL FEE APP ISSUES	0.60	384.00
01/12/21	JLF	EMAILS TO/FROM A. ROTH-MOORE AND M. MAGZAMEN RE: FEE APPLICATION FORMS	0.20	60.00
01/12/21	JLF	EMAILS TO/FROM T. PUIG AND C. VAZQUEZ RE: FINAL FEE APP REPORTS AND EXPENSE BACK-UP	0.20	60.00
01/12/21	GDD	REVIEW INVOICES FOR CONFIDENTIALITY/PRIVILEGE, FEE COMPLIANCE FOR FINAL FEE APPLICATION	1.20	768.00
01/12/21	AYM	REVIEW PLAN AND CONFIRMATION ORDER REGARDING FINAL FEE APPLICATIONS	0.80	400.00
01/12/21	GDD	VARIOUS COMMUNICATIONS WITH COLE SCHOTZ TEAM AND CO-COUNSEL, AND DEBTORS' DE COUNSEL RE: FINAL FEE APPLICATION ISSUES	0.50	320.00
01/13/21	GDD	REVIEW PLAN AND E-MAILS WITH CO-COUNSEL RE: FEE APPLICATION ISSUES	0.30	192.00
01/15/21	JLF	EMAILS TO/FROM D. DEAN AND A. ROTH-MOORE RE: COLE SCHOTZ 6TH MONTHLY FEE APPLICATION AND DRAFT COLE SCHOTZ 6TH MONTHLY FEE APPLICATION	1.10	330.00
01/17/21	AYM	PROVIDE COMMENTS TO COLE SCHOTZ'S DECEMBER MONTHLY FEE APPLICATION	0.80	400.00
01/19/21	JLF	DRAFT CERTIFICATE OF NO OBJECTION RE: STROOCK 5TH MONTHLY FEE APPLICATION AND EMAILS TO/FROM D. DEAN AND A. ROTH-MOORE RE: SAME	0.20	60.00

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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
01/19/21	JLF	DRAFT CERTIFICATE OF NO OBJECTION RE: GREENHILL 5TH MONTHLY FEE APPLICATION AND EMAILS TO/FROM D. DEAN AND A. ROTH-MOORE RE: SAME	0.20	60.00
01/19/21	JLF	EMAILS TO/FROM A. ROTH-MOORE AND J. GAGLIONE RE: DECEMBER MONTHLY FEE APPLICATION PERIOD AND EXAMPLES OF FEE APPLICATIONS	0.20	60.00
01/19/21	JLF	DRAFT CERTIFICATE OF NO OBJECTION RE: COLE SCHOTZ 5TH MONTHLY FEE APPLICATION AND EMAILS TO/FROM D. DEAN AND A. ROTH-MOORE RE: SAME	0.20	60.00
01/20/21	JLF	FINALIZE AND FILE CERTIFICATE OF NO OBJECTION REGARDING COLE SCHOTZ'S 5TH MONTHLY FEE APPLICATION	0.20	60.00
01/20/21	JLF	EMAILS TO/FROM L. BONITO RE: DECEMBER MONTHLY FEE APPLICATION ISSUES	0.20	60.00
01/20/21	JLF	FINALIZE AND FILE CERTIFICATE OF NO OBJECTION REGARDING GREENHILL'S 5TH MONTHLY FEE APPLICATION AND EMAILS TO/FROM J. GAGLIONE AND A. ROTH-MOORE RE: SAME	0.20	60.00
01/20/21	JLF	FINALIZE AND FILE CERTIFICATE OF NO OBJECTION REGARDING STROOCK'S 5TH MONTHLY FEE APPLICATION AND EMAIL TO/FROM M. MAGZAMEN, A. ROTH-MOORE RE: SAME	0.20	60.00
01/20/21	JLF	EMAILS TO/FROM M. MAGZAMEN AND A. ROTH-MOORE RE: CERTIFICATE OF NO OBJECTION FOR STROOCK'S NOVEMBER FEE APPLICATION STATUS	0.20	60.00

PREPARATION FOR AND ATTENDANCE AT HEARINGS **3.20** **1,107.00**

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/29/20	PVR	EMAIL EXCHANGE WITH A. ROTH-MOORE AND D. DEAN AND ARRANGE FOR TELEPHONIC APPEARANCES FOR D. DEAN, D. STEIBER, E. GILAD, K. PASQUALE AND J. PIERCE FOR JANUARY 5, 2021 HEARING	0.40	126.00
12/29/20	PVR	REVIEW DOCKET AND UPDATE CASE CALENDAR RE: MATTERS SCHEDULED FOR JANUARY 5, 2021 HEARING AND OUR OBJECTION DEADLINE RE: SEAL MOTION RE: PLATTE RIVER SETTLEMENT MOTION	0.70	220.50
12/29/20	PVR	EMAIL TO D. DEAN AND UPDATE CASE CALENDAR RE: COURTCALL CONFIRMATIONS FOR JANUARY 5, 2021 HEARING	0.20	63.00
12/30/20	GDD	REVIEW AGENDA FOR 1.5.21 HEARING AND ENTERED SEALING ORDERS	0.10	64.00
12/30/20	PVR	EMAIL TO D. DEAN AND A. ROTH-MOORE, RETRIEVE AND REVIEW AGENDA FOR JANUARY 5, 2021 HEARING, AND PREPARE E-BINDER FOR JANUARY 5, 2021 HEARING	1.00	315.00
01/04/21	AYM	CONFER WITH M. MAGZAMEN RE JANUARY 5 HEARING	0.20	100.00

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<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
01/04/21	PVR	RETRIEVE AND REVIEW AMENDED AGENDA FOR JANUARY 5, 2021 HEARING AND UPDATE REVISED ZOOM VIDEO INFORMATION	0.20	63.00
01/04/21	PVR	EMAIL FROM AND TO M. MAGZAMEN RE: COURTCALL CONFIRMATIONS FOR JANUARY 5TH HEARING	0.10	31.50
01/04/21	JLF	EMAILS TO/FROM D. DEAN AND A. ROTH-MOORE RE: AMENDED NOTICE OF AGENDA OF MATTERS [DI 1566] FOR JANUARY 5TH HEARING	0.20	60.00
01/05/21	GDD	REVIEW SECOND AMENDED AGENDA	0.10	64.00
REORGANIZATION PLAN			1.20	642.00

<u>DATE</u>	<u>INITIALS</u>	<u>Description</u>	<u>HOURS</u>	<u>AMOUNT</u>
01/06/21	AYM	CONFER WITH J. PIERCE RE GUC RIGHTS OFFERING ELECTION	0.30	150.00
01/06/21	AYM	CONFER WITH CREDITOR RE GUC RIGHTS OFFERING ELECTION	0.20	100.00
01/06/21	AYM	CALL WITH D. DEAN RE GUC RIGHTS OFFERING PROCEDURES	0.30	150.00
01/06/21	GDD	CALL WITH A. ROTH-MORE RE: GUC RIGHTS OFFERING	0.30	192.00
01/11/21	AYM	REVIEW THE PRO RATA SHARE RATIO SUMMARY	0.10	50.00
TOTAL HOURS			22.60	

PROFESSIONAL SERVICES: \$9,914.50

TIMEKEEPER SUMMARY

<u>NAME</u>	<u>TIMEKEEPER TITLE</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
Ford, Jennifer	Paralegal	4.70	300.00	1,410.00
G. David Dean	Member	6.20	640.00	3,968.00
Morton, Larry	Paralegal	0.80	315.00	252.00
Pauline Z. Ratkowiak	Paralegal	6.30	315.00	1,984.50
Roth-Moore, Andrew	Associate	4.60	500.00	2,300.00
Total		22.60		\$9,914.50

COLE SCHOTZ P.C.

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COST DETAIL

<u>DATE</u>	<u>Description</u>	<u>QUANTITY</u>	<u>AMOUNT</u>
01/05/21	CONFERENCE CALL - Conference call on January 5, 2021 with Judge Christopher Sontchi and Atty E Gilad	1.00	22.50
01/05/21	FILING FEE / RECORDING FEE - Conference call on January 4, 2021 with Judge Brendan Shannon and Atty D Dean, J Pierce, D Steiber	1.00	67.50
	Total		\$90.00

TOTAL SERVICES AND COSTS: \$ 10,004.50

SUMMARY OF FINAL FEE APPLICATION

Name of Applicant	Cole Schotz P.C.
Name of Client	Official Committee of Unsecured Creditors of Extraction Oil & Gas, Inc., <i>et al.</i>
Fee period covered by Final Fee Application	July 2, 2020 through January 20, 2021
Total compensation sought during Interim Fee Period	\$379,552.00
Total expenses sought during Interim Fee Period	\$12,383.73
Petition Date	June 14, 2020
Retention Date	August 11, 2020 <i>nunc pro tunc</i> to July 2, 2020
Date of order approving employment	August 11, 2020
Total compensation approved by interim order to date	\$165,499.00
Total expenses approved by interim order to date	\$4,588.03
Total allowed compensation paid to date	\$339,418.27
Total allowed expenses paid to date	\$12,443.90
Blended rate in Final Fee Application for all Attorneys	\$569.60
Blended rate in Final Fee Application for all Timekeepers	\$514.79
Compensation sought in this Final Fee Application already paid pursuant to a monthly compensation order but not yet allowed	\$295,710.00 ¹
Expenses sought in this Final Fee Application already paid pursuant to a monthly compensation order but not yet allowed	\$13,047.87 ¹
Number of professionals included in this Final Fee Application	11
If applicable, number of professionals in this Final Fee Application not included in staffing plan	5 ²
If applicable, difference between fees budgeted and compensation sought for this Fee Period	Budgeted: \$425,350.00 Difference: (\$45,798.00)
Number of professionals billing fewer than 15 hours to the case during this Fee Period:	4
Are any rates higher than those approved or disclosed at retention? If yes, calculate and disclose the total compensation sought in this Final Fee Application using the rates originally disclosed in the retention application:	No

¹ This amount does not include payments to Cole Schotz of \$9,914.50 for compensation and \$90.00 for expenses earned and incurred during the Post-Confirmation Period, which were paid pursuant to Plan Art. II.B.4.

² This consists of two law clerks and three paralegals who assisted attorneys with research and administrative matters.

**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)

Obj. Deadline: March 19, 2021 at 4:00 p.m.

Hearing Date: April 15, 2021 at 10:00 a.m.

Related Docket Nos. 579, 859, 1056, 1209, 1548 and 1670

NOTICE OF FEE APPLICATION

PLEASE TAKE NOTICE that, on March 5, 2021, the Official Committee of Unsecured Creditors (the “Committee”) filed the **Final Fee Application of Cole Schotz P.C., Delaware Co-Counsel to the Official Committee of Unsecured Creditors, for Allowance of Compensation and Reimbursement of Expenses for the Period from July 2, 2020 through January 20, 2021** (the “Application”), which seeks final approval of fees for professional services rendered to the Committee in the amount of \$379,552.00 and expenses in the amount of \$12,383.73.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application are required to be filed with the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, and served on the following, so as to be **received no later than 4:00 p.m. on March 19, 2021**: (i) Debtors, Extraction Oil & Gas, Inc., 370 17th Street, Suite 5300, Denver, Colorado 80202, Attn: Eric Christ; (ii) counsel to Debtors, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Christopher Marcus, P.C., Allyson Smith Weinhouse, and Ciara Foster and 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; (iii) 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; (iv) 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, New York 10019, Attn: Andrew Rosenberg, Alice Belisle Eaton, Christopher Hopkins, Douglas Keeton, and Omid Rahn timer; (v) United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn:

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.

Richard L. Schepacarter; and (vii) counsel to Official Committee of Unsecured Creditors, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038, Attn: Kristopher M. Hansen, Frank A. Merola, Erez E. Gilad, and Jason M. Pierce and Cole Schotz P.C., 500 Delaware Avenue, Suite 1410, Wilmington, Delaware 19801, Attn: G. David Dean and Andrew J. Roth-Moore.

A HEARING ON THE FINAL FEE APPLICATION, IF NECESSARY, WILL BE HELD ON **APRIL 15, 2021 AT 10:00 A.M.** BEFORE THE HONORABLE CHRISTOPHER S. SONTCHI, CHIEF U.S. BANKRUPTCY JUDGE, U.S. BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 NORTH MARKET STREET, 5TH FLOOR, COURTROOM NO. 6, WILMINGTON, DELAWARE 19801.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED BY THE FINAL FEE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: March 5, 2021

COLE SCHOTZ P.C.

/s/ G. David Dean

G. David Dean (No. 6403)
Andrew J. Roth-Moore (No. 5988)
500 Delaware Avenue, Suite 1410
Wilmington, DE 19801
Telephone: (302) 652-3131
Facsimile: (302) 652-3117
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*Delaware Co-Counsel to the Official
Committee of Unsecured Creditors*