

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

\_\_\_\_\_  
In re: )  
 ) Chapter 11  
 )  
EXTRACTION OIL & GAS, INC. *et al.*,<sup>1</sup> ) Case No. 20-11548 (CSS)  
 )  
Reorganized Debtors. ) (Jointly Administered)  
 )  
 ) Hearing: April 15, 2021 at 10:00 a.m. (ET)  
 ) Objection Deadline: March 26, 2021 at 4:00 p.m. (ET)  
\_\_\_\_\_ )

**SECOND INTERIM AND FINAL APPLICATION OF WHITEFORD, TAYLOR &  
PRESTON LLC FOR ALLOWANCE OF COMPENSATION FOR SERVICES  
RENDERED AND FOR REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO  
THE DEBTORS AND DEBTORS IN POSSESSION FOR THE INTERIM PERIOD  
FROM SEPTEMBER 1, 2020 THROUGH DECEMBER 23, 2020 AND THE FINAL  
PERIOD FROM JUNE 14, 2020 THROUGH DECEMBER 23, 2020**

Name of Applicant: Whiteford, Taylor & Preston LLC

Authorized to Provide Professional Services to: the above-captioned debtors and debtors in possession

Date of Retention: August 11, 2020 *nunc pro tunc* to June 14, 2020

Interim Period for which compensation and reimbursement are sought: September 1, 2021 through December 23, 2020

Interim Amount of Compensation sought as actual, reasonable, and necessary: \$1,688,157.50

Interim Amount of Expense Reimbursement Sought as actual, reasonable, and necessary: \$22,980.89

Final Period for which compensation and reimbursement are sought: June 14, 2020 through December 23, 2020

<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.



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Final Amount of Compensation sought  
as actual, reasonable, and necessary:

\$2,594,045.50<sup>2</sup>

Final Amount of Expense Reimbursement  
Sought as actual, reasonable, and necessary:

\$53,049.26

This is a(n):    monthly X interim X final application

Previous Filed Applications:

<b>Date Filed</b>	<b>Period Covered</b>	<b>Requested Fees</b>	<b>Requested Expenses</b>	<b>Approved Fees (80%)</b>	<b>Approved Expenses (100%)</b>
September 9, 2020 [Docket No. 603]	June 14, 2020 through July 31, 2020	\$487,154.50	\$25,326.07	\$389,723.60	\$25,326.07
October 14, 2020 [Docket No. 838]	August 1, 2020 through August 31, 2020	\$418,733.50	\$4,742.30	\$334,986.80	\$4,742.30
October 23, 2020 [Docket No. 888]	June 14, 2020 through August 31, 2020 ("First Interim Application")	\$905,888.00	\$30,068.37	\$905,888.00 (100%) Docket No. 1108	N/A
November 10, 2020 [Docket No. 1045]	September 1, 2020 through September 30, 2020	\$547,198.50	\$4,133.50	\$437,758.80	\$4,133.50
January 12, 2021 [Docket No. 1622]	October 1, 2020 through October 31, 2020	\$466,034.00	\$12,515.38	\$372,827.20	\$12,515.38
January 29, 2021 [Docket No. 1673]	November 1, 2020 Through November 30, 2020	\$348,717.50	\$2,439.26	\$278,974.00	\$2,439.26
February 17, 2021 [Docket No. 1733]	December 1, 2020 Through December 23, 2020	\$326,207.50	\$3,892.75	Pending	Pending

<sup>2</sup> In the exercise of its billing discretion, WTP has written off 69.7 hours of time with a value of \$41,772.00 during the Final Compensation Period.

**INTERIM COMPENSATION BY PROFESSIONAL  
SEPTEMBER 1, 2020 THROUGH DECEMBER 23, 2020**

<b>Name of Professional Individual</b>	<b>Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice</b>	<b>Hourly Billing Rate (including changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Marc R. Abrams	Joined firm as Senior Counsel in 2018. Member of the DE Bar since 1978. Member of the PA Bar since 1981. Member of NY Bar since 1985.	\$995	218.0	\$216,910.00
Kevin G. Hroblak	Joined firm as an Associate in 1999. Partner in 2007. Member of the MD and D.C. Bars since 1998. Member of the NY Bar since 2021.	\$700	419.1	\$293,370.00
Richard W. Riley	Joined firm as Of Counsel in 2019. Member of the DE Bar since 2001. Member of the PA Bar since 1988. Member of the NJ Bar since 1989.	\$675	677.5	\$457,312.50
Edward U. Lee, III	Joined firm as Associate in 2001. Partner in 2004. Member of the MD Bar since 1997.	\$640	94.2	\$60,288.00
Dennis J. Shaffer	Joined firm as Associate in 1999. Partner in 2007. Member of the MD Bar since 1998.	\$595	121.5	\$72,292.50

Stephen B. Gerald	Joined firm as Associate in 2001. Partner in 2009. Member of MD Bar since 2000. Member of DE Bar since 2013.	\$570	666.3	\$379,791.00
Cara C. Murray	Joined firm as an Associate in 2008. Partner in 2019. Member of MD Bar since 2008.	\$430	57.4	\$24,682.00
William F. Ryan	Joined firm as an Associate in 1979. Partner in 1986. Member of MD Bar since 1979.	\$740	2.3	\$1,702.00
Ryan J. Stoker	Joined firm as an Associate in 2013. Partner in 2020. Member of MD Bar since 2013.	\$470	12.2	\$5,734.00
Emily K. Kelsay	Joined firm as an Associate in 2020. Member of MD Bar since 2019.	\$350	22.3	\$7,805.00
Christopher Lano	Joined firm as Paralegal in 2016.	\$335	502.3	\$168,270.50
<b>TOTAL</b>			<b>2,793.10</b>	<b>\$1,688,157.50</b>
<b>Grand Total</b>				<b>\$1,688,157.50</b>
<b>Attorney Compensation</b>				<b>\$1,519,887.00</b>
<b>Total Attorney Hours</b>				<b>2,290.80</b>
<b>Blended Attorney Rate</b>				<b>\$663.47</b>

**INTERIM COMPENSATION BY PROJECT CATEGORY**  
**SEPTEMBER 1, 2020 THROUGH DECEMBER 23, 2020**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Asset Analysis and Recovery (1)	0.0	\$0.00
Asset Disposition, Use, Sale (2)	1.2	\$698.00
Executory Contracts and Unexpired Leases (3)	61.2	\$36,574.50
Avoidance Action and Analysis (4)	0.0	\$0.00
Budgeting (5)	0.2	\$140.00
Business Operations (6)	1.0	\$835.50
Case Administration (7)	73.5	\$47,104.00
Claims Administration and Objections (8)	89.5	\$60,870.50
Corporate Governance and Board Matters (9)	341.4	\$208,784.00
Employee Benefits and Pensions (10)	0.0	\$0.00
WTP Employment/Fee/Objection (11)	151.1	\$81,901.00
Other Employment/Fee/Objection (12)	123.6	\$60,437.00
Financing and Cash Collateral Matters (13)	4.1	\$2,680.50
Litigation/Adv. Proc. & Contested Matters (14)	1114.9	\$687,858.50
Creditor Inquiries (15)	5.9	\$2,594.00
Non-Working Travel (16)	0.0	\$0.00
Plan and Disclosure Statement (17)	417.6	\$269,804.00
Real Estate (18)	0.0	\$0.00
Automatic Stay Issues (19)	34.7	\$19,927.00
Schedules/SOFA/UST Reports (20)	6.6	\$3,374.50
Tax (21)	0.3	\$256.00
Valuation (22)	0.0	\$0.00
Utilities (23)	0.0	\$0.00
Insurance/Surety (24)	0.0	\$0.00
UST Issues/Communications (25)	6.1	\$3,994.50
Court Appearances, Communications, Hearings (26)	357.0	\$198,426.00

Official Committee Issues and Meeting (27)	1.0	\$570.00
Vendor/Supplier Issues (28)	2.2	\$1,328.00
<b>TOTAL</b>	2,793.10	\$1,688,157.50

**INTERIM EXPENSE CATEGORY**  
**SEPTEMBER 1, 2020 THROUGH DECEMBER 23, 2020**

<b>Expense Category</b>	<b>Service Provider (if applicable)</b>	<b>Total Expenses</b>
Overnight Mail	Federal Express	\$67.08
In-House Reproduction (Duplication/Printing)	Copies: @ \$.10/pg.	\$129.80
Outside Reproduction	DLS Discovery	\$123.35
Legal Research	Lexis	\$995.20
Legal Research	Westlaw	\$1,775.92
Filing Fees		\$2,085.25
Court Costs		\$6,347.26
Court Reporting	Reliable	\$7,302.25
Outside Courier & Expense Carriers	DLS Discovery	\$1,377.35
Pacer		\$80.60
Postage		\$2.50
Review Database Hosting		\$1,337.60
ESI Platform User Fees		\$1,200.00
Rush Hand Delivery, Etc.		\$156.73
<b>TOTAL</b>		<b>\$22,980.89</b>

**FINAL COMPENSATION BY PROFESSIONAL  
JUNE 14, 2020 THROUGH DECEMBER 23, 2020**

<b>Name of Professional Individual</b>	<b>Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice</b>	<b>Hourly Billing Rate (including changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Marc R. Abrams	Joined firm as Senior Counsel in 2018. Member of the DE Bar since 1978. Member of the PA since 1981. Member of NY bar since 1985.	\$995	344.8	\$343,076.00
Kevin G. Hroblak	Joined firm as an Associate in 1999. Partner in 2007. Member of the MD and D.C. Bars since 1998. Member of the NY Bar since 2021.	\$700	611.4	\$427,980.00
Richard W. Riley	Joined firm as Of Counsel in 2019. Member of the DE Bar since 2001. Member of the PA Bar since 1988. Member of the NJ Bar since 1989.	\$675	916.9	\$618,907.50
Edward U. Lee, III	Joined firm as Associate in 2001. Partner in 2004. Member of the MD Bar since 1997.	\$640	220.4	\$141,056.00
Dennis J. Shaffer	Joined firm as Associate in 1999. Partner in 2007. Member of the MD Bar since 1998.	\$595	236.8	\$140,896.00
Stephen B. Gerald	Joined firm as Associate in 2001. Partner in 2009. Member of MD Bar since 2000. Member of DE Bar since 2013.	\$570	973.1	\$554,667.00
Cara C. Murray	Joined firm as an Associate in 2008. Partner in 2019. Member of MD Bar since 2008.	\$430	176.4	\$75,852.00
William F. Ryan	Joined firm as an Associate in 1979. Partner in 1986. Member of MD Bar since 1979.	\$740	2.3	\$1,702.00



Ryan J. Stoker	Joined firm as an Associate in 2013. Partner in 2020. Member of MD Bar since 2013.	\$470	17.1	\$8,037.00
Emily K. Kelsay	Joined firm as an Associate in 2020. Member of MD Bar since 2019.	\$350	22.3	\$7,805.00
Christopher Lano	Joined firm as Paralegal in 2016.	\$335	744.0	\$249,240.00
Jordan Halle	Joined firm as an Associate in 2015. Member of MD Bar since 2014.	\$420	10.2	\$4,284.00
Richa Fortuna	Joined firm as an Associate in 2015. Member of VA and the D.C. Bars since 2012.	\$400	24.5	\$9,800.00
Kyle Dechant	Joined firm as an Associate in 2018. Member of MD Bar since 2018.	\$320	25.9	\$8,288.00
Alicia Logan	Joined firm as Analyst and then Director of Litigation Support in 2013.	\$290	7.3	\$2,117.00
Casey Warner	Joined firm as Paralegal in 2017.	\$260	1.3	\$338.00
<b>TOTAL</b>			<b>4,334.70</b>	<b>\$2,594,045.50</b>
<b>Grand Total</b>				<b>\$2,594,045.50</b>
<b>Attorney Compensation</b>				<b>\$2,342,350.50</b>
<b>Total Attorney Hours</b>				<b>3,582.1</b>
<b>Blended Attorney Rate</b>				<b>\$653.90</b>

**FINAL COMPENSATION BY PROJECT CATEGORY**  
**JUNE 14, 2020 THROUGH DECEMBER 23, 2020**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Asset Analysis and Recovery (1)	0.0	\$0.00
Asset Disposition, Use, Sale (2)	54.6	\$34,017.00
Executory Contracts and Unexpired Leases (3)	97.7	\$59,403.50
Avoidance Action and Analysis (4)	56.7	\$26,981.50
Budgeting (5)	0.6	\$420.00
Business Operations (6)	20.9	\$12,715.00
Case Administration (7)	197.3	\$116,442.00
Claims Administration and Objections (8)	124.8	\$82,610.50
Corporate Governance and Board Matters (9)	814.2	\$484,170.50
Employee Benefits and Pensions (10)	1.6	\$808.00
WTP Employment/Fee/Objection (11)	200.9	\$109,535.50
Other Employment/Fee/Objection (12)	222.1	\$113,930.50
Financing and Cash Collateral Matters (13)	42.0	\$27,946.50
Litigation/Adv. Proc. & Contested Matters (14)	1,237.5	\$763,315.50
Creditor Inquiries (15)	10.1	\$5,637.50
Non-Working Travel (16)	0.0	\$0.00
Plan and Disclosure Statement (17)	514.0	\$334,803.50
Real Estate (18)	0.3	\$171.00
Automatic Stay Issues (19)	120.8	\$76,791.50
Schedules/SOFA/UST Reports (20)	69.5	\$41,583.50
Tax (21)	6.6	\$3,680.50
Valuation (22)	0.0	\$0.00
Utilities (23)	2.4	\$1,648.50
Insurance/Surety (24)	0.1	\$99.50
UST Issues/Communications (25)	22.4	\$16,200.50
Court Appearances, Communications, Hearings (26)	507.6	\$275,278.00
Official Committee Issues and Meeting (27)	4.3	\$2,950.00

Vendor/Supplier Issues (28)	5.7	\$2,905.50
<b>TOTAL</b>	<b>4,334.70</b>	<b>\$2,594,045.50</b>

**FINAL EXPENSE CATEGORY**  
**JUNE 14, 2020 THROUGH DECEMBER 23, 2020**

<b>Expense Category</b>	<b>Service Provider (if applicable)</b>	<b>Total Expenses</b>
Overnight Mail	Federal Express	\$67.08
In-House Reproduction (Duplication/Printing)	Copies: @ \$.10/pg.	\$129.80
Outside Reproduction	DLS Discovery	\$123.35
Legal Research	Lexis	\$2,714.29
Legal Research	Westlaw	\$2,785.39
Filing Fees		\$2,085.25
Court Costs		\$24,321.26
Court Reporting	Reliable	\$8,305.00
Outside Courier & Expense Carriers	DLS Discovery	\$1,547.91
Pacer		\$149.20
Postage		\$2.50
Review Database Hosting		\$2,086.40
ESI Platform User Fees		\$1,800.00
ESI Technical Time		\$150.00
Rush Hand Delivery, Etc.		\$156.73
E-Discovery Processing		\$6,625.10
<b>TOTAL</b>		<b>\$53,049.26</b>

**CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES FOR THE FINAL  
PERIOD FROM JUNE 14, 2020 THROUGH DECEMBER 23, 2020<sup>3</sup>**

Category of Timekeeper	Blended Hourly Rate	
	Billed Firm-wide for preceding Fiscal year (FY2019) <sup>4</sup>	Billed June 14, 2020 through December 23, 2020
Partner	\$613.00	\$604.46
Counsel	\$616.00	\$762.45
Associate	\$369.00	\$382.14
Paralegal	\$309.00	\$334.43
Aggregated	\$537.00	\$598.44

<sup>3</sup> The variance in WTP's Customary and Comparable disclosures is due to WTP's practice areas and the markets in which it practices. More specifically, WTP has a significant insurance defense, community association, education, and local government practices that rely on comparatively low billing rates to stay competitive. When coupled with the geographical areas in which WTP practices (MD, VA, KY, MI, etc.) where comparatively lower rates are the norm to begin with, the rates being charged in those jurisdictions are driven lower. Accordingly, comparing those rates to market bankruptcy rates in Wilmington, DE will necessarily produce a larger variance in compensation. Nonetheless, WTP's bankruptcy attorneys' billing rates are competitive with the billing rates of other Delaware practitioners with similar experience.

<sup>4</sup> The billable rates for WTP attorneys are adjusted on January 1st of each year. In addition, the date in this column excludes FY 2019 blended hourly rate information for the Bankruptcy and Corporate Restructuring Section at WTP as well as fees billed in connection with certain fixed fee and contingency fee arrangements.

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

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In re:

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

Reorganized Debtors.

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)  
) Chapter 11  
)

) Case No. 20-11548 (CSS)  
)

) (Jointly Administered)  
)  
)  
)

**BUDGET FOR WHITEFORD, TAYLOR & PRESTON LLC FOR COMPENSATION  
FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF EXPENSES AS CO-  
COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION FOR THE PERIOD  
JUNE 14, 2020 THROUGH DECEMBER 23, 2020**

Date Retention Approved: August 11, 2020 *nunc pro tunc* to June 14, 2020

PROJECT CATEGORY	ESTIMATED HOURS	ESTIMATED FEES <sup>2</sup>
Asset Analysis and Recovery (1)	10-20	\$0.00
Asset Disposition, Use, Sale (2)	50-75	\$30,000-\$45,000
Executory Contracts and Unexpired Leases (3)	50-75	\$30,000-\$45,000
Avoidance Action and Analysis (4)	50-75	\$30,000-\$45,000
Budgeting (5)	10-20	\$6,000-\$12,000
Business Operations (6)	10-20	\$6,000-\$12,000
Case Administration (7)	200-250	\$120,000-\$150,000

<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.

<sup>2</sup> The Estimated Fees are calculated by multiplying the Estimated Hours by \$600.00, the average rate of the lead Whiteford, Taylor & Preston LLC attorneys working on the chapter 11 cases.

<b>PROJECT CATEGORY</b>	<b>ESTIMATED HOURS</b>	<b>ESTIMATED FEES<sup>2</sup></b>
Claims Administration and Objections (8)	100-125	\$60,000-\$75,000
Corporate Governance and Board Matters (9)	400-500	\$240,000-\$300,000
Employee Benefits and Pensions (10)	0	\$0.00
WTP Employment/Fee/Objection (11)	150-175	\$90,000-\$105,000
Other Employment/Fee/Objection (12)	250-275	\$150,000-\$165,000
Financing and Cash Collateral Matters (13)	40-60	\$24,000-\$36,000
Litigation/Adv. Proc. & Contested Matters (14)	750-800	\$450,000-\$480,000
Creditor Inquiries (15)	10-20	\$6,000-\$12,000
Non-Working Travel (16)	10-20	\$6,000-\$12,000
Plan and Disclosure Statement (17)	300-350	\$180,000-\$210,000
Real Estate (18)	0	\$0.00
Automatic Stay Issues (19)	50-75	\$30,000-\$45,000
Schedules/SOFA/UST Reports (20)	100-120	\$60,000-\$72,000
Tax (21)	0	\$0.00
Valuation (22)	0	\$0.00
Utilities (23)	10-20	\$6,000-\$12,000
Insurance/Surety (24)	0	\$0.00
UST Issues/Communications (25)	30-40	\$18,000 - \$24,000
Court Appearances, Communications, Hearings (26)	300-350	\$180,000 - \$210,000
Official Committee Issues and Meeting (27)	10-20	\$6,000-\$12,000
Vendor/Supplier Issues (28)	0	\$0.00

PROJECT CATEGORY	ESTIMATED HOURS	ESTIMATED FEES <sup>2</sup>
TOTAL	2,890 – 3,485	\$1,734,000 - \$2,091,000



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

In re:

## Chapter 11

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

Case No. 20-11548 (CSS)

### Reorganized Debtors.

(Jointly Administered)

**STAFFING PLAN FOR WHITEFORD, TAYLOR & PRESTON LLC FOR  
COMPENSATION FOR SERVICES RENDERED AND FOR REIMBURSEMENT  
OF EXPENSES AS CO-COUNSEL TO THE DEBTORS AND DEBTORS IN  
POSSESSION FOR THE PERIOD JUNE 14, 2020 THROUGH DECEMBER 23, 2020**

Date Retention Approved: August 11, 2020 *nunc pro tunc* to June 14, 2020

CATEGORY OF TIMEKEEPER	NUMBER OF TIMEKEEPERS EXPECTED TO WORK ON THE MATTER DURING THE BUDGET PERIOD	AVERAGE HOURLY RATE
Partners	4-6	\$625
Counsel	1-2	\$675
Associates	2-5	\$425
Paralegal	2-3	\$350

<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.

**SUMMARY OF FEES AND HOURS  
BUDGETED COMPARED TO FEES AND HOURS BILLED FOR THE FINAL PERIOD  
JUNE 14, 2020 THROUGH DECEMBER 23, 2020**

<b>PROJECT CATEGORY</b>	<b>Budgeted Hours</b>	<b>Billed Hours</b>	<b>Budgeted Fees</b>	<b>Billed Fees</b>
Asset Analysis and Recovery (1)	10-20	0.0	\$0.00	\$0.00
Asset Disposition, Use, Sale (2)	50-75	54.6	\$30,000-\$45,000	\$34,017.00
Executory Contracts and Unexpired Leases (3)	50-75	97.7	\$30,000-\$45,000	\$59,403.50
Avoidance Action and Analysis (4)	50-75	56.7	\$30,000-\$45,000	\$26,981.50
Budgeting (5)	10-20	0.6	\$6,000-\$12,000	\$420.00
Business Operations (6)	10-20	20.9	\$6,000-\$12,000	\$12,715.00
Case Administration (7)	200-250	197.3	\$120,000-\$150,000	\$116,442.00
Claims Administration and Objections (8)	100-125	124.8	\$60,000-\$75,000	\$82,610.50
Corporate Governance and Board Matters (9)	400-500	814.2	\$240,000-\$300,000	\$484,170.50
Employee Benefits and Pensions (10)	0	1.6	\$0.00	\$808.00
WTP Employment/Fee/Objection (11)	150-175	200.9	\$90,000-\$105,000	\$109,535.50
Other Employment/Fee/Objection (12)	250-275	222.1	\$150,000-\$165,000	\$113,930.50
Financing and Cash Collateral Matters (13)	40-60	42.0	\$24,000-\$36,000	\$27,946.50
Litigation/Adv. Proc. & Contested Matters (14)	750-800	1,237.5	\$450,000-\$480,000	\$763,315.50
Creditor Inquiries (15)	10-20	10.1	\$6,000-\$12,000	\$5,637.50
Non-Working Travel (16)	10-20	0.0	\$6,000-\$12,000	\$0.00
Plan and Disclosure Statement (17)	300-350	514.0	\$180,000-\$210,000	\$334,803.50
Real Estate (18)	0	0.3	\$0.00	\$171.00
Automatic Stay Issues (19)	50-75	120.8	\$30,000-\$45,000	\$76,791.50
Schedules/SOFA/UST Reports (20)	100-120	69.5	\$60,000-\$72,000	\$41,583.50
Tax (21)	0	6.6	\$0.00	\$3,680.50

<b>PROJECT CATEGORY</b>	<b>Budgeted Hours</b>	<b>Billed Hours</b>	<b>Budgeted Fees</b>	<b>Billed Fees</b>
Valuation (22)	0	0.0	\$0.00	\$0.00
Utilities (23)	10-20	2.4	\$6,000-\$12,000	\$1,648.50
Insurance/Surety (24)	0	0.1	\$0.00	\$99.50
UST Issues/Communications (25)	30-40	22.4	\$18,000 - \$24,000	\$16,200.50
Court Appearances, Communications, Hearings (26)	300-350	507.6	\$180,000 - \$210,000	\$275,278.00
Official Committee Issues and Meeting (27)	10-20	4.3	\$6,000-\$12,000	\$2,950.00
Vendor/Supplier Issues (28)	0	5.7	\$0.00	\$2,905.50
<b>TOTAL</b>	<b>2,890 – 3,485</b>	<b>4,334.70</b>	<b>\$1,734,000 - \$2,091,000</b>	<b>\$2,594,045.50</b>

**ADDITIONAL INFORMATION RELATED  
TO FINAL FEE APPLICATION**

Are Rates in Final Fee Application Higher than those Approved or Disclosed at Retention?	No
Total Compensation Requested:	<p>\$2,594,045.50 (fees)</p> <p>\$53,049.26 (expenses)</p>
Compensation Sought in this Final Application Approved to Date Pursuant to the Interim Compensation Order:	<p>\$1,995,448.00 (fees)</p> <p>\$49,156.61 (expenses)</p>
Compensation Sought in this Final Application Already Paid Pursuant to the Interim Compensation Order:	<p>\$1,756,860.24 (fees)</p> <p>\$46,717.25 (expenses)</p>
Compensation Sought in this Final Application Not Yet Paid:	<p>\$824,521.24 (fees)</p> <p>\$6,332.01 (expenses)</p>
Number of Professionals Included in this Final Application:	16
If Applicable, Number of Professionals in this Final Application Not Included in Staffing Plan:	0
If Applicable, Difference Between Fees Budgeted and Fees Incurred for the Final Compensation Period:	<p>\$689,045.50</p> <p>(over original budget of \$1,905,000)</p>

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

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

**SECOND INTERIM AND FINAL APPLICATION OF WHITEFORD, TAYLOR &  
PRESTON LLC FOR ALLOWANCE OF COMPENSATION FOR SERVICES  
RENDERED AND FOR REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO  
THE DEBTORS AND DEBTORS IN POSSESSION FOR THE INTERIM PERIOD  
FROM SEPTEMBER 1, 2020 THROUGH DECEMBER 23, 2020 AND THE FINAL  
PERIOD FROM JUNE 14, 2020 THROUGH DECEMBER 23, 2020**

Pursuant to Sections 330 and 331 of title 11 of the United States Code, §§ 101-1532 (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 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 173] (the “Administrative Order”), Whiteford, Taylor & Preston LLC (“WTP”) hereby files this *Second Interim and Final Application of Whiteford, Taylor & Preston LLC for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors in Possession for the Interim Period From September 1, 2020 through December 23, 2020 and the Final Period From June 14, 2020 through December 23, 2020* (the

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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.

“Application”). By the Application, WTP seeks (i) interim allowance pursuant to the Administrative Order with respect to the sums of \$1,688,157.50 as compensation and \$22,980.89 for reimbursement of actual and necessary expenses, for a total of \$1,711,138.39, for the interim period from September 1, 2020 through December 23, 2020 (the “Interim Compensation Period”) and; (ii) a final allowance pursuant to the Administrative Order with respect to the sums of \$2,594,045.50 in compensation and \$53,049.26 in expenses, for a total of \$2,647,064.76, for the final period from June 14, 2020 through December 23, 2020 (the “Final Compensation Period”).<sup>2</sup>

### **Background**

1. On June 14, 2020 (the “Petition Date”), each of the Debtors filed a voluntary petition with this Court for relief under chapter 11 of the Bankruptcy Code. The Debtors manage and operate their businesses as debtors in possession under sections 1107(a) and 1108 of the Bankruptcy Code. On June 16, 2020, this Court entered an order directing joint administration of the Debtors’ chapter 11 cases for procedural purposes only pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1 [Docket No. 79].

2. On July 14, 2020, the Debtors filed the *Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Whiteford, Taylor & Preston LLC as Co-Counsel to the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date* [Docket No. 263] (the “Retention Application”).

3. On August 11, 2020, the Bankruptcy Court entered the *Order Granting Debtors’ Application for Entry of An Order Authorizing the Retention and Employment of Whiteford, Taylor & Preston LLC as Co-Counsel to the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date* [Docket No. 397] (the “Retention Order”).

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<sup>2</sup> In the exercise of its billing discretion, WTP has written off 69.7 hours of time with a value of \$41,772.00 during the Final Compensation Period.

**Compensation Paid and its Source**

4. All services for which compensation is requested by WTP were performed for or on behalf of the Debtors.

5. WTP has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between WTP and any other person other than the Partners of WTP for the sharing of compensation to be received for services rendered in these cases.

**Billing Reports**

6. Attached to each of the monthly statements filed by WTP during the Final Compensation Period is a set of billing reports containing daily time logs describing the time spent by each attorney and paraprofessional for the Final Compensation Period. To the best of WTP's knowledge, this Application complies with Sections 330 and 331 of the Bankruptcy Code, the applicable Bankruptcy Rules, Local Rule 2016-2, applicable Third Circuit law and the Administrative Order.

**Actual and Necessary Expenses**

7. A summary of actual and necessary expenses and daily logs of expenses incurred by WTP during the Final Compensation Period is attached to each of the monthly statements filed by WTP during the Final Compensation Period. *See* Docket Nos. 603, 838, 1045, 1622, 1673, 1733. WTP charges all of its bankruptcy clients \$0.10 per page for photocopying expenses and \$0.10 per page for printing.

8. Regarding providers of on-line legal research (*e.g.*, LEXIS and WESTLAW), WTP charges all of its clients a pro-rated rate relative to the standard usage rates these providers charge, which, due to contractual flat fees, may not always equal WTP's actual cost. WTP currently is

under contract to pay these providers a flat fee every month. Charging its clients a pro-rated rate of the on-line providers' standard usage rates allows WTP to still provide a discount to its clients and cover adequately the monthly flat fees it must pay to these types of providers.

9. WTP believes the foregoing rates are the market rates that the majority of law firms charge clients for such services. In addition, WTP believes that such charges are in accordance with the American Bar Association's ("ABA") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

#### **Summary of Services Rendered**

10. The attorneys of WTP who have rendered professional services in these chapter 11 cases are as follows: Kevin G. Hroblak, Marc R. Abrams, Richard W. Riley, Stephen B. Gerald, Edward Lee, Dennis J. Shaffer, Cara C. Murray, Ryan J. Stoker, Emily Kelsay, Jordan Halle, Richa Fortuna, William F. Ryan and Kyle Dechant. The paraprofessionals who provided services to these attorneys in these chapter 11 cases include Christopher Lano, Alicia Logan and Casey Warner.

11. WTP, by and through the above-named persons, has prepared and/or assisted in the preparation of various applications and orders submitted to the Court for consideration, advised the Debtors on a regular basis with respect to various matters in connection with these chapter 11 cases and has performed all necessary professional services, which are described and narrated in detail hereinafter. During the pendency of these chapter 11 cases, due to certain conflicts, the need to address multi-faceted litigation, and in order to more efficiently provide legal services to the Debtors, the role of WTP expanded to include representation on additional matters that were not originally contemplated to be handled by WTP. Specifically, WTP was asked to represent the Debtors in significant litigation and evidentiary hearings related to the rejection of midstream services agreements, which representation included the filing of an adversary proceeding,



discovery, summary judgment briefing, and hearings in the adversary proceeding, as well as additional discovery, motions practice, evidentiary hearings, and appeals in the main bankruptcy case. WTP also investigated and assessed potential claims against third parties that was not initially contemplated by WTP's original budget. Thus, WTP's fees and expenses for the Final Compensation Period are approximately thirty-six percent (36%) higher than originally contemplated. The Debtors approved of the additional work to be performed by WTP during the Final Compensation Period and the Debtors were apprised on a monthly basis of the work in process amounts being incurred for the WTP services.

### **Summary of Services By Project**

12. The services rendered by WTP during the Final Compensation Period can be grouped into the subject matter categories set forth below. These categories are generally described below, with a more detailed identification of the actual services provided set forth on the attached Exhibit A to each previously-filed monthly fee application for the Final Compensation Period. The attorneys and paraprofessionals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category for the Final Compensation Period.

#### ***Category 1. Asset Analysis and Recovery***

Fees: \$0.00

Total Hours: 0.0

This category includes all matters relating to analyzing assets of the Debtors' estates and the recovery of said assets for the estates' benefit.

#### ***Category 2. Asset Disposition, Use, Sale***

Fees: \$34,017.00

Total Hours: 54.6

This category includes all matters relating to acquisitions, dispositions and other post-petition uses of property of the estate.

***Category 3. Executory Contracts and Unexpired Leases***

Fees: \$59,403.50

Total Hours: 97.7

This category includes all matters related to contract and lease analysis and matters related to assumption, assignment or rejection of executory contracts and unexpired leases, including the executory contracts with the mid-stream companies.

***Category 4. Avoidance Action Analysis***

Fees: \$26,981.50

Total Hours: 56.7

This category includes all matters related to analysis of potential avoidance actions.

***Category 5. Budgeting***

Fees: \$420.00

Total Hours: 0.6

This category includes all matters related to preparing budgets for the Debtors.

***Category 6. Business Operations***

Fees: \$12,715.00

Total Hours: 20.9

This category includes all matters related to the operation of the Debtors' businesses.

***Category 7. Case Administration***

Fees: \$116,442.00

Total Hours: 197.3

This category includes all matters related to filing documents with the Court, service thereof, maintenance of calendars, critical date lists, review of work in process reports, review of notices of appearance and maintaining service lists.

***Category 8. Claims Administration and Objections***

Fees: \$82,610.50

Total Hours: 124.8

This category includes all matters related to claims administration and bar date issues, and claims objections and related contested matters.

***Category 9. Corporate Governance and Board Matters***

Fees: \$484,170.50

Total Hours: 814.2

This category includes all matters relating to transactional, corporate governance and other matters involving the Special Committee formed by the Debtors' board of directors, participation in meetings with management and the Debtors' board of directors, as well as the Debtors' business operations that are not part of a plan of reorganization or disclosure statement. This category also encompasses the investigation by the Special Committee, and reports and evaluations of such investigation to the Debtors' board of directors, Creditors Committee representatives, and other constituent groups in the chapter 11 cases. Additional work was associated with the establishment of the litigation trust and assignment of the Debtor's claims to the trust.

***Category 10. Employee Benefits and Pensions***

Fees: \$808.00

Total Hours: 1.6

This category includes all matters related to employee wages, benefits, collective bargaining issues, other employee relations matters, ERISA and retirement benefits.

***Category 11. WTP Employment/Fee/Objection***

Fees: \$109,535.50

Total Hours: 200.9

This category includes all time spent preparing, reviewing, filing and circulating WTP's retention application, monthly fee statements and interim and final fee applications for WTP.

***Category 12. Other Employment/Fee/Objection***

Fees: \$113,930.50

Total Hours: 222.1

This category includes time spent reviewing and filing retention applications of other professionals, as well as reviewing and filing invoices or applications of other professionals, objecting to fees of other professionals and assisting other professionals with filing and circulating

monthly fee statements and fee applications.

***Category 13. Financing and Cash Collateral Matters***

Fees: \$27,946.50

Total Hours: 42.0

This category includes all matters relating to the negotiation and documentation of debtor in possession financing and post-confirmation financing, all cash collateral issues and related matters.

***Category 14. Litigation, Adversary Proceedings and Contested Matters***

Fees: \$763,315.50

Total Hours: 1,237.5

This category includes all matters relating to litigation, contested matters and adversary proceedings, including contested litigation with various midstream companies and evidentiary hearings relating to the rejection of contracts. Specifically, this category includes the significant litigation that arose out of the filing of adversary proceedings, discovery, summary judgment briefing, and hearings regarding the rejection of gathering agreements with the Debtors' midstream companies. This category also encompassed additional discovery, motions practice, and evidentiary hearings related to the contested matters in the main bankruptcy case regarding the rejection of the gathering agreements, as well as the appeals filed by the midstream parties and the Federal Energy Regulatory Commission. Finally, the category also includes the assessment of potential claims against third parties.

***Category 15. Creditor Inquiries***

Fees: \$5,637.50

Total Hours: 10.1

This category includes all matters related to responding to creditor inquiries.

***Category 16. Non-Working Travel***

Fees: \$0.00

Total Hours: 0.0

This category includes all travel time not otherwise chargeable.

***Category 17. Plan and Disclosure Statement***

Fees: \$334,803.50

Total Hours: 514.0

This category includes all matters related to the review, formulation, negotiation, preparation and promulgation of plans of reorganization, disclosure statements and related corporate documentation and all research relating thereto.

***Category 18. Real Estate***

Fees: \$171.00

Total Hours: 0.3

This category includes all matters related to issues concerning the Debtors' real property interests.

***Category 19. Automatic Stay Issues***

Fees: \$76,791.50

Total Hours: 120.8

This category includes all matters related to modification of the automatic stay, the effect of the automatic stay or pending matters and all other types of actions where adequate protection is the central issue, including the filing of motions or objections related thereto.

***Category 20. Schedules/SOFA/UST Reports***

Fees: \$41,583.50

Total Hours: 69.5

This category includes preparation of schedules and amendments, statements of financial affairs and amendments, operating reports and other reports required by the U.S. Trustee or Bankruptcy Court.

***Category 21. Tax***

Fees: \$3,680.50

Total Hours: 6.6

This category includes all federal and state income, property, employment, excise and other tax matters, other than the tax aspects of the plan of reorganization.

***Category 22. Valuation***

Fees: \$0.00

Total Hours: 0.0

This category includes all matters related to the valuation of and related issues concerning any of the Debtors' assets.

***Category 23. Utilities***

Fees: \$1,648.50

Total Hours: 2.4

This category includes all matters related to utility issues.

***Category 24. Insurance/Surety***

Fees: \$99.50

Total Hours: 0.1

This category includes all matters related to insurance policies or coverage.

***Category 25. UST Issues/Communications***

Fees: \$16,200.50

Total Hours: 22.4

This category includes all matters involving communications with the Office of the United States Trustee as well as addressing certain issues raised by the United States Trustee.

***Category 26. Court Appearances, Communications, Hearings***

Fees: \$275,278.00

Total Hours: 507.6

This category includes all matters relating to preparation for and attendance at court hearings and communications with the Court.

***Category 27. Official Committee Issues and Meeting***

Fees: \$2,950.00

Total Hours: 4.3

This category includes all matters concerning issues raised by the official committee of unsecured creditors as well as preparing for and attending the Section 341 meeting.

***Category 28. Vendor/Supplier Issues***

Fees: \$2,905.50

Total Hours: 5.7

This category includes all matters related to addressing issues concerning the Debtors' vendors and suppliers, including reclamation issues.

**INTERIM COMPENSATION PERIOD**

13. Attorneys and paraprofessionals of WTP have expended a total of 2,793.1 hours in connection with these chapter 11 cases during the Interim Compensation Period as follows:

<b><u>ATTORNEYS</u></b>	<b><u>HOURS</u></b>	<b><u>HOURLY RATE</u></b>
Marc R. Abrams	218.0	\$995
Kevin G. Hroblak	419.1	\$700
Richard W. Riley	677.5	\$675
Edward U. Lee, III	94.2	\$640
Dennis J. Shaffer	121.5	\$595
Stephen B. Gerald	666.3	\$570
Cara C. Murray	57.4	\$430
William F. Ryan	2.3	\$740
Ryan J. Stoker	12.2	\$470
Emily K. Kelsay	22.3	\$350
<b><u>PARAPROFESSIONALS</u></b>	<b><u>HOURS</u></b>	<b><u>HOURLY RATE</u></b>
Christopher Lano	502.3	\$335

14. The nature of the work performed by these persons is fully set forth in the Exhibit A attached to each previously filed monthly fee statement during the Interim Compensation Period. The reasonable value of the services rendered by WTP to the Debtors during the Interim Compensation Period is \$1,688,157.50.

**FINAL COMPENSATION PERIOD**

15. Attorneys and paraprofessionals of WTP have expended a total of 4,334.7 hours in connection with these chapter 11 cases during the Final Compensation Period as follows:

<b><u>ATTORNEYS</u></b>	<b><u>HOURS</u></b>	<b><u>HOURLY RATE</u></b>
Marc R. Abrams	344.8	\$995
Kevin G. Hroblak	611.4	\$700
Richard W. Riley	916.9	\$675
Edward U. Lee, III	220.4	\$640
Dennis J. Shaffer	236.8	\$595
Stephen B. Gerald	973.1	\$570
Cara C. Murray	176.4	\$430
William F. Ryan	2.3	\$740
Ryan J. Stoker	17.1	\$470
Emily K. Kelsay	22.3	\$350
Jordan Halle	10.2	\$420
Richa Fortuna	24.5	\$400
Kyle Dechant	25.9	\$320
<b><u>PARAPROFESSIONALS</u></b>	<b><u>HOURS</u></b>	<b><u>HOURLY RATE</u></b>
Christopher Lano	502.3	\$335
Alicia Logan	7.3	\$290
Casey Warner	1.3	\$260

16. The nature of the work performed by these persons is fully set forth in each Exhibit A attached to each previously filed monthly fee statement. The reasonable value of the services rendered by WTP to the Debtors during the Final Compensation Period is \$2,594,045.50.

17. In accordance with the factors enumerated in Section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by WTP is fair and reasonable given (a) the complexity of these chapter 11 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. Moreover, WTP has reviewed the requirements of Local Rule 2016-2 and believes that this Application complies with that Rule.

WHEREFORE, WTP respectfully requests that the Court authorize that: (i) for the Interim Compensation Period, an allowance be made to WTP pursuant to the terms of the Administrative Order, with respect to the sum of \$1,688,157.50, as compensation for necessary professional services rendered and the sum of \$22,980.89 as reimbursement of actual costs and expenses, for a total of \$1,373,506.89, and that such sums be authorized for payment and for such other and further relief as this Court may deem just and proper; and (ii) for the final period June 14, 2020 through and including December 23, 2020, a final allowance be made to WTP pursuant to the terms of the Administrative Order, with respect to the sum of \$2,594,045.50 as compensation for necessary professional services rendered and the sum of \$53,049.26 as reimbursement of actual necessary costs and expenses, for a total of \$2,647,094.76, and that such sums be authorized for payment and for such other and further relief as this Court may deem just and proper.

Dated: March 5, 2021  
Wilmington, Delaware

Respectfully submitted,

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

*Co-Counsel for the Reorganized Debtors*

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

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

**DECLARATION OF KEVIN G. HROBLAK IN SUPPORT OF THE SECOND INTERIM  
AND FINAL APPLICATION OF WHITEFORD, TAYLOR & PRESTON LLC FOR  
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR  
REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE DEBTORS AND  
DEBTORS IN POSSESSION FOR THE INTERIM PERIOD FROM SEPTEMBER 1,  
2020 THROUGH DECEMBER 23, 2020 AND THE FINAL  
PERIOD FROM JUNE 14, 2020 THROUGH DECEMBER 23, 2020**

I, Kevin G. Hroblak, pursuant to 28 U.S.C. § 1746, declare under penalty of perjury that the following statements are true and correct to the best of my knowledge and based on the information and records available to me:

a) I am a Partner with Whiteford, Taylor & Preston L.L.P. and have been admitted to appear before this Court *pro hac vice*.

b) I am familiar with the work performed on behalf of the Debtors by the professionals in the firm.

c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed

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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.

Del. Bankr. L.R. 2016-2, and submit that the Application complies with such rule. In addition, I hereby certify that, in accordance with the Administrative Order, and in connection with preparing the Final Fee Application, WTP has made an effort to substantially comply with the U.S. Trustee's requests for information and additional disclosures set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013 (the "U.S. Trustee Guidelines"). To that end, WTP specifically responds to certain questions identified in the U.S. Trustee Guidelines as follows:

Question 1: Did WTP agree to any variations from, or alternatives to, WTP's standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.

Answer: No.

Question 2: If the fees sought in the Final Fee Application as compared to the fees budgeted for the time period covered by the Application are higher by 10% or more, did WTP discuss the reasons for the variation with the client?

Answer: Yes. The fees sought in the Final Fee Application are more than 10% higher than the fees budgeted for the time period covered by such application. As more fully described in the Application, the variance covers additional services provided by WTP in addressing matters for which conflicts arose, such as contested litigation and evidentiary hearings and appeals associated with the Debtors' rejection of midstream services contracts, expansion of the Special Committee investigation, and matters for which it was more efficient for WTP to handle. The client was made aware of the anticipated higher fees that would result from WTP taking on additional work that was not anticipated at the time of WTP's engagement.

Question 3: Have any of the professionals included in the Final Fee Application varied their hourly rate based on geographic location of the bankruptcy case?

Answer: No.

Question 4: Does the Final Fee Application include time or fees related to reviewing or revising time records or preparing, reviewing or revising invoices?

Answer: The Final Fee Application includes time and fees related to reviewing or revising time records or preparing, reviewing or revising invoices in connection with the preparation of monthly fee applications, the First Interim Application and this Second Interim and Final Application.

Question 5: Does the Final Fee Application include time for fees for reviewing time records to redact any privileged or other confidential information?

Answer: Yes.

Question 6: If the Final Fee Application includes any rate increases since retention in these cases:

Answer: The Final Fee Applications does not include any rate increases since retention in these chapter 11 cases.

i: Did the client agree when retaining WTP to accept all future rate increases? If not, did WTP inform the client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458?

Answer: The client did not approve such rate increases in advance but was notified at the outset of the engagement that WTP's hourly rates are reviewed and revised from time to time.

/s/ Kevin G. Hroblak

Kevin G. Hroblak (MD Bar No. 26180)

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

	)	
In re:	)	Chapter 11
	)	
EXTRACTION OIL & GAS, INC. <i>et al.</i> , <sup>1</sup>	)	Case No. 20-11548 (CSS)
	)	
Reorganized Debtors.	)	(Jointly Administered)
	)	
	)	Hearing Date: April 15, 2021 at 10:00 a.m. (ET)
	)	Objection Deadline: March 26, 2021 at 4:00 p.m. (ET)

**NOTICE OF SECOND INTERIM AND FINAL APPLICATION OF WHITEFORD,  
TAYLOR & PRESTON LLC FOR ALLOWANCE OF COMPENSATION FOR  
SERVICES RENDERED AND FOR REIMBURSEMENT OF EXPENSES AS CO-  
COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION FOR THE INTERIM  
PERIOD FROM SEPTEMBER 1, 2020 THROUGH DECEMBER 23, 2020 AND THE  
FINAL PERIOD FROM JUNE 14, 2020 THROUGH DECEMBER 23, 2020**

PLEASE TAKE NOTICE that Whiteford, Taylor & Preston LLC (the “Applicant”) has filed its **Second Interim and Final Application of Whiteford, Taylor & Preston LLC for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors in Possession for the Interim Period from September 1, 2020 Through December 23, 2020 and the Final Period from June 14, 2020 Through December 23, 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”).

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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.

**PLEASE TAKE FURTHER NOTICE** that objections, if any, to the Final Fee 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 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 a hearing to consider the Final Fee Application and any responses thereto will be held on **April 15, 2021 at 10:00 a.m. (ET)** before the Honorable Christopher S. Sontchi at the Bankruptcy Court, 824 North Market Street, 5<sup>th</sup> Floor, Courtroom 6, Wilmington, Delaware 19801.

**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. 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.

**PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS TO THE FINAL FEE APPLICATION ARE TIMELY FILED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE FINAL FEE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.**

*[Remainder of the page intentionally left blank]*

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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*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.