

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

In re:

EXTRACTION OIL & GAS, INC. *et al.*,¹

Reorganized Debtors.

)
) Chapter 11
)

) Case No. 20-11548 (CSS)
)

) (Jointly Administered)
)

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

) Objection Deadline: March 29, 2021 at 4:00 p.m. (ET)

**SUMMARY COVER SHEET TO
THE SECOND INTERIM AND FINAL
FEE APPLICATION OF KIRKLAND & ELLIS
LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP,
ATTORNEYS FOR THE DEBTORS AND DEBTORS IN
POSSESSION, FOR THE (I) INTERIM FEE PERIOD FROM SEPTEMBER 1, 2020
THROUGH AND INCLUDING DECEMBER 23, 2020, AND THE (II) FINAL FEE
PERIOD FROM JUNE 14, 2020 THROUGH AND INCLUDING DECEMBER 23, 2020**

Name of Applicant:	<u>Kirkland & Ellis LLP</u>
Authorized to Provide Professional Services to:	<u>Debtors and Debtors in Possession</u>
Date of Retention:	<u>August 11, 2020 effective as of June 14, 2020</u>
Interim Period for which Compensation and Reimbursement is Sought:	<u>September 1, 2020 through December 23, 2020</u>
Interim Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$10,977,127.50
Interim Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary:	\$738,125.29
Amount of Holdback Fees Sought for Applicable Period:	\$2,195,425.50
Total Compensation Approved by Interim Order to Date:	11,715,252.80

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.



20115482103080000000000004

Final Period for which Compensation and Reimbursement is Sought:

June 14, 2020 through December 23, 2020

Final Amount of Compensation Sought as Actual, Reasonable and Necessary:

\$15,928,690.00

Final Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary:

\$836,381.29

This is a(n) ___ monthly ___x___ interim ___x___ final application

This Fee Application includes 122.50 hours and \$98,399.50 in fees incurred in connection with the preparation of Fee Applications.

Prior Applications

		Requested		Approved	
Date Filed; Docket No.	Period Covered	Fees	Expenses	Fees	Expenses
November 12, 2020; Docket No. 1071	June 14, 2020 through August 31, 2020	\$4,951,562.50	\$98,256.00	N/A	N/A
January 4, 2021; Docket No. 1568	September 1, 2020 through September 30, 2020	\$2,730,166.80 (80% of \$3,412,708.50)	\$211,731.91	N/A	N/A
January 26, 2021; Docket No. 1666	October 1, 2020 through October 30, 2020	\$1,696,647.20 (80% of \$2,120,809.00)	\$267,759.09	N/A	N/A
February 23, 2021; Docket No. 1755	November 1, 2020 through November 30, 2020	\$1,941,196.80 (80% of 2,426,496.00)	\$131,580.87	N/A	N/A
March 5, 2021; Docket No. 1789	December 1, 2020 through December 31, 2020	\$2,413,691.20 (80% of \$3,017,114.00)	\$127,053.42	N/A	N/A
Total		\$15,928,690.00	\$836,381.29	N/A	N/A

Summary of Hours by Professional Billed In Interim and Final Fee Period

Attorney Name	Position	Department	Date of Admission	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
Nicholas Adzima	Associate	Restructuring	2019	\$740.00	112.30	\$83,102.00
				\$845.00	776.20	\$655,889.00
Osaro Aifuwa	Associate	Corporate - Debt Finance	2017	\$845.00	34.70	\$29,321.50
				\$965.00	16.20	\$15,633.00
Andrew Jay Allen	Associate	Corporate - General	2018	\$740.00	3.20	\$2,368.00
Taylor John Anthony	Associate	Corporate - Capital Markets	2016	\$965.00	16.60	\$16,019.00
				\$1,035.00	7.90	\$8,176.50
Ben A. Barnes	Associate	Litigation - General	2012	\$1,025.00	159.40	\$163,385.00
Isaac Bate	Associate	Corporate - M&A/Private Equity	2018	\$845.00	84.20	\$71,149.00
Nicholas Benham	Associate	Litigation - General	Pending	\$610.00	236.50	\$144,265.00
Diana Clough Benton	Associate	Litigation - General	2019	\$610.00	43.50	\$26,535.00
Adam Louis Birnbaum	Associate	Corporate - General	2019	\$610.00	40.10	\$24,461.00
				\$740.00	285.70	\$211,418.00
Cade C. Boland	Associate	Litigation - General	2021	\$610.00	11.20	\$6,832.00
Simon Briefel	Associate	Restructuring	2018	\$845.00	263.60	\$222,742.00
Tyler Burgess	Associate	Environment - Transactional	2014	\$845.00	10.90	\$9,210.50
Chris Burkhalter	Associate	Litigation - General	Pending	\$925.00	143.60	\$132,830.00
Eugenio J. Cardenas	Associate	Corporate - Capital Markets	2017	\$1,085.00	46.50	\$50,452.50
Lauren Cates	Associate	Executive Compensation	2015	\$740.00	11.20	\$8,288.00
John Christian	Associate	Litigation - General	2018	\$725.00	25.70	\$18,632.50
				\$835.00	115.20	\$96,192.00
Justin W. Clune	Associate	Corporate - M&A/Private Equity	2016	\$965.00	22.50	\$21,712.50
				\$1,035.00	268.60	\$278,001.00
Stephanie Cohen	Associate	Restructuring	2018	\$740.00	71.10	\$52,614.00
				\$845.00	195.50	\$165,197.50

Attorney Name	Position	Department	Date of Admission	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
Gabrielle Degelia	Associate	Litigation - General	2019	\$725.00	14.70	\$10,657.50
James Romain Dolphin III	Associate	Environment - Transactional	2015	\$1,035.00	11.90	\$12,316.50
				\$1,085.00	10.40	\$11,284.00
Juliana Dowling	Associate	Litigation - General	Pending	\$610.00	13.80	\$8,418.00
Ross Fiedler	Associate	Restructuring	2019	\$740.00	68.40	\$50,616.00
				\$845.00	328.70	\$277,751.50
Jon D. Fish	Associate	Litigation - General	2021	\$610.00	18.00	\$10,980.00
Ciara Foster	Associate	Restructuring	2017	\$965.00	37.40	\$36,091.00
				\$1,035.00	27.30	\$28,255.50
Christopher Fox	Associate	Corporate - Capital Markets	2015	\$1,085.00	72.90	\$79,096.50
Matt Gibson	Associate	Corporate - General	2019	\$740.00	107.70	\$79,698.00
Brian Guerinot	Associate	Corporate - General	2019	\$740.00	1.90	\$1,406.00
Jordan M. Hartman	Associate	Executive Compensation	2017	\$845.00	2.50	\$2,112.50
Alia Y. Heintz	Associate	Corporate - M&A/Private Equity	2016	\$1,035.00	2.60	\$2,691.00
Zac Henderson	Associate	Litigation - General	2018	\$725.00	4.80	\$3,480.00
Maggie Hoffman	Associate	Corporate - General	2018	\$740.00	6.30	\$4,662.00
				\$845.00	29.50	\$24,927.50
		Corporate - M&A/Private Equity		\$845.00	7.50	\$6,337.50
Mya Johnson	Associate	Corporate - General	2017	\$845.00	15.40	\$13,013.00
Grant Jones	Associate	Litigation - General	2018	\$835.00	614.90	\$513,441.50
Sydney Jones	Associate	Labor & Employment	2014	\$1,025.00	1.50	\$1,537.50
				\$1,045.00	5.90	\$6,165.50
Ammaar Joya	Associate	Energy Regulatory	2016	\$610.00	4.20	\$2,562.00
				\$740.00	37.80	\$27,972.00
Jack Kelly	Associate	Corporate - M&A/Private Equity	2019	\$740.00	6.00	\$4,440.00
Shan A. Khan	Associate	Corporate - Debt Finance	2015	\$1,085.00	80.60	\$87,451.00

Attorney Name	Position	Department	Date of Admission	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
Daniel J. Kirksey	Associate	Corporate - General	2018	\$740.00	21.30	\$15,762.00
				\$845.00	140.80	\$118,976.00
Steven R. Lackey	Associate	Corporate - Capital Markets	2017	\$965.00	9.00	\$8,685.00
Andrew C. Lawrence	Associate	Litigation - Appellate	2015	\$1,025.00	86.60	\$88,765.00
Kevin Liang	Associate	Restructuring	2018	\$610.00	64.90	\$39,589.00
				\$740.00	298.80	\$221,112.00
Andrew L. Lombardo	Associate	Corporate - M&A/Private Equity	2017	\$845.00	40.80	\$34,476.00
				\$965.00	214.60	\$207,089.00
James Long	Associate	Corporate - M&A/Private Equity	2017	\$965.00	12.40	\$11,966.00
Caleb Lowery	Associate	Corporate - Capital Markets	2016	\$965.00	12.10	\$11,676.50
				\$1,035.00	17.70	\$18,319.50
Courtney Loyack	Associate	Taxation	2019	\$645.00	9.00	\$5,805.00
				\$785.00	102.70	\$80,619.50
R.J. Malenfant	Associate	Corporate - M&A/Private Equity	2014	\$1,135.00	0.70	\$794.50
Zach R. Manning	Associate	Restructuring	2018	\$845.00	0.40	\$338.00
Rebecca J. Marston	Associate	Restructuring	2021	\$610.00	124.50	\$75,945.00
Caleb Martin	Associate	Corporate - General	2020	\$610.00	59.80	\$36,478.00
Diego Jorge Martinez-Krippner	Associate	Litigation - General	2017	\$835.00	125.60	\$104,876.00
Mitch McClellan	Associate	Corporate - Debt Finance	2014	\$1,085.00	3.20	\$3,472.00
				\$1,135.00	73.30	\$83,195.50
Rebekah Sills McEntire	Associate	Litigation - General	2016	\$1,025.00	275.10	\$281,977.50
Ryan Edward McNulty	Associate	Corporate - General	2019	\$740.00	5.60	\$4,144.00
Christian Menefee	Associate	Litigation - General	2013	\$1,045.00	305.00	\$318,725.00
Melissa Mertz	Associate	Restructuring	Pending	\$610.00	135.40	\$82,594.00

Attorney Name	Position	Department	Date of Admission	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
Colin Mize	Associate	Corporate - M&A/Private Equity	2017	\$845.00	14.20	\$11,999.00
				\$965.00	16.80	\$16,212.00
Eric Mossor	Associate	Corporate - General	2016	\$740.00	3.70	\$2,738.00
Kathleen Murray	Associate	Litigation - General	2021	\$610.00	14.80	\$9,028.00
Arthur Patrick Muszynski	Associate	Corporate - General	2019	\$610.00	44.70	\$27,267.00
				\$740.00	194.80	\$144,152.00
Aisha M. Noor	Associate	Corporate - Debt Finance	2017	\$845.00	2.10	\$1,774.50
				\$965.00	184.00	\$177,560.00
Orla Patricia O'Callaghan	Associate	Litigation - General	2018	\$835.00	228.10	\$190,463.50
Alastair Papworth	Associate	Corporate - M&A/Private Equity	2016	\$1,035.00	0.80	\$828.00
John Phelan	Associate	Corporate - General	2019	\$740.00	2.80	\$2,072.00
Jackson Phinney	Associate	Labor & Employment	2019	\$725.00	1.00	\$725.00
				\$835.00	4.60	\$3,841.00
Ashley Pincock	Associate	Corporate - General	2020	\$610.00	94.00	\$57,340.00
Andrew Polansky	Associate	Restructuring	2018	\$845.00	1.10	\$929.50
Michael P. Quinn	Associate	Litigation - General	Pending	\$610.00	19.10	\$11,651.00
Alexander Rayner	Associate	Litigation - General	2018 (UK)	\$835.00	100.70	\$84,084.50
Stephen M. Rees	Associate	Litigation - General	2020	\$725.00	10.30	\$7,467.50
Ty'Meka M. Reeves-Sobers	Associate	Environment - Transactional	2015	\$1,035.00	25.70	\$26,599.50
				\$1,085.00	14.70	\$15,949.50
Benjamin Rowe	Associate	Corporate - M&A/Private Equity	2017	\$845.00	0.70	\$591.50
Erica Rozow	Associate	Employee Benefits	2013	\$1,085.00	0.90	\$976.50
Alexandra Schrader	Associate	Litigation - General	2021	\$610.00	11.50	\$7,015.00
Allyson B. Smith	Associate	Restructuring	2017	\$965.00	121.30	\$117,054.50
				\$1,035.00	1,017.60	\$1,053,216.00
Evan Swager	Associate	Restructuring	2020	\$610.00	58.40	\$35,624.00
				\$740.00	426.30	\$315,462.00

Attorney Name	Position	Department	Date of Admission	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
Joe Tobias	Associate	Taxation	2015	\$1,105.00	5.50	\$6,077.50
				\$1,165.00	72.20	\$84,113.00
Chimezie Udozorh	Associate	Corporate - General	2019	\$610.00	33.80	\$20,618.00
				\$740.00	27.30	\$20,202.00
Sean M. Valentine	Associate	Corporate - General	2020	\$610.00	18.70	\$11,407.00
Camille Elizabeth Walker	Associate	Corporate - M&A/Private Equity	2016	\$1,035.00	112.30	\$116,230.50
Mei Y. Wang	Associate	Executive Compensation	2018	\$610.00	2.70	\$1,647.00
Laura Elizabeth Wolk	Associate	Litigation - Appellate	2018	\$990.00	28.90	\$28,611.00
Dustin Lyle Womack	Associate	Litigation - General	2019	\$610.00	7.10	\$4,331.00
				\$725.00	564.60	\$409,335.00
Edward Zhang	Associate	Litigation - General	Pending	\$610.00	11.60	\$7,076.00
Matthew J. Zhu	Associate	Litigation - General	Pending	\$610.00	17.80	\$10,858.00
Olivia Adendorff, P.C.	Partner	Litigation - Antitrust/Competition	2009	\$1,225.00	0.40	\$490.00
Douglas E. Bacon, P.C.	Partner	Corporate - M&A/Private Equity	2002	\$1,495.00	294.30	\$439,978.50
Brooksany Barrowes	Partner	Energy Regulatory	2004	\$1,345.00	130.10	\$174,984.50
Will W. Bos, P.C.	Partner	Corporate - Debt Finance	2003	\$1,545.00	156.50	\$241,792.50
Andrew T. Calder, P.C.	Partner	Corporate - M&A/Private Equity	2003	\$1,675.00	1.50	\$2,512.50
Mark Dundon, P.C.	Partner	Taxation	2008	\$1,360.00	52.50	\$71,400.00
Brian C. Greene, P.C.	Partner	Corporate - Debt Finance	2011	\$1,265.00	48.70	\$61,605.50
George W. Hicks Jr., P.C.	Partner	Litigation - Appellate	2006	1,295.00	45.20	\$58,534.00
Stephen Jacobson, P.C.	Partner	Executive Compensation	2007	\$1,365.00	38.00	\$51,870.00
Christopher Marcus, P.C.	Partner	Restructuring	2000	\$1,635.00	486.20	\$794,937.00

Attorney Name	Position	Department	Date of Admission	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
Shaun J. Mathew, P.C.	Partner	Corporate - M&A/Private Equity	2008	\$1,215.00	2.00	\$2,430.00
Mark McKane, P.C.	Partner	Litigation - General	1997	\$1,405.00	0.50	\$702.50
Scott D. Price, P.C.	Partner	Executive Compensation	1998	\$1,635.00	10.30	\$16,840.50
Anna G. Rotman, P.C.	Partner	Litigation - General	2004	1,425.00	692.80	\$987,240.00
Julian J. Seiguer, P.C.	Partner	Corporate - Capital Markets	2013	1,495.00	224.80	\$336,076.00
David R. Seligman, P.C.	Partner	Restructuring	1996	1,635.00	1.50	\$2,452.50
Anthony Speier, P.C.	Partner	Corporate - M&A/Private Equity	2005	1,495.00	8.20	\$12,259.00
Paul D. Tanaka, P.C.	Partner	Environment - Transactional	2003	1,360.00	53.70	\$73,032.00
David Wheat, P.C.	Partner	Taxation	1988	1,525.00	0.30	\$457.50
Bill Arnault	Partner	Litigation - General	2009	1,165.00	286.60	\$333,889.00
Jamie Alan Aycock	Partner	Litigation - General	2005	1,145.00	816.90	\$935,350.50
Alexandra N. Farmer	Partner	Environment - Transactional	2009	1,215.00	3.70	\$4,495.50
Bryan D. Flannery	Partner	Corporate - Capital Markets	2014	1,135.00	90.70	\$102,944.50
Robert S. Fleishman	Partner	Energy Regulatory	1980	1,325.00	1.90	\$2,517.50
Jonathan G.C. Fombonne	Partner	Litigation - General	2014	1,045.00	8.20	\$8,569.00
Phil Vincent Giglio	Partner	Corporate - Investment Funds	2014	1,135.00	1.20	\$1,362.00
Susan D. Golden	Partner	Restructuring	1988	1,175.00	11.70	\$13,747.50
Scott J. Gordon	Partner	Corporate - Derivatives	1995	1,645.00	29.50	\$48,527.50
Christopher S.C. Heasley	Partner	Corporate - M&A/Private Equity	2013	1,165.00	59.70	\$69,550.50

Attorney Name	Position	Department	Date of Admission	Hourly Billing Rate In this Application	Hours Billed In this Application	Fees Billed In this Application
Erik Hepler	Partner	Corporate - Debt Finance	1990	1,435.00	0.80	\$1,148.00
Carla A.R. Hine	Partner	Litigation - Antitrust/Competition	2005	1,165.00	3.70	\$4,310.50
Stephanie Jeane	Partner	Executive Compensation	2013	1,135.00	20.90	\$23,721.50
Sydney Jones	Partner	Labor & Employment	2014	1,045.00	0.90	\$940.50
Jonathan E. Kidwell	Partner	Environment - Transactional	2009	1,235.00	0.50	\$617.50
R.D. Kohut	Partner	Labor & Employment	2004	1,175.00	9.20	\$10,810.00
Mitch McClellan	Partner	Corporate - Debt Finance	2014	1,135.00	37.10	\$42,108.50
Alexandra Mihalas	Partner	Employee Benefits	1991	1,475.00	2.00	\$2,950.00
Nick Niles	Partner	Litigation - General	2011	1,115.00	1.30	\$1,449.50
Jeffrey S. Quinn	Partner	Employee Benefits	1998	1,375.00	12.40	\$17,050.00
Harker Rhodes	Partner	Litigation - Appellate	2014	1,095.00	0.80	\$876.00
Alex Rose	Partner	Corporate - M&A/Private Equity	2012	1,175.00	0.80	\$940.00
Nathan Santamaria	Partner	Corporate - Debt Finance	2010	1,175.00	11.00	\$12,925.00
Ian Sherwin	Partner	Executive Compensation	2011	1,135.00	4.20	\$4,767.00
Chad Michael Smith, P.C.	Partner	Corporate - M&A/Private Equity	2011	1,215.00	178.60	\$216,999.00
David M. Thompson	Partner	Corporate - M&A/Private Equity	2013	1,135.00	71.60	\$81,266.00
Enoch Varner	Partner	Corporate - M&A/Private Equity	2011	1,195.00	495.90	\$592,600.50
Wayne E. Williams	Partner	Corporate - Capital Markets	2006	1,365.00	0.60	\$819.00
Kenneth A. Young	Partner	Litigation - General	2013	1,045.00	868.50	\$907,582.50
Totals					15,469.60	\$15,494,726.00

Interim and Final Compensation By Project Category

Matter Number	Project Category Description	Total Hours	Total Fees
24	Chapter 11 Filing	248.10	\$200,464.50
25	Adversary Proceedings/Contested Matters	6,570.20	\$6,099,804.00
26	Automatic Stay Matters	436.00	\$410,421.50
27	Business Operations	46.20	\$48,899.00
28	Case Administration	503.80	\$420,012.00
29	Cash Management	1.30	\$1,272.00
30	DIP/Cash Collateral	616.70	\$607,554.00
31	Claims Administration	126.30	\$90,798.50
32	Committee Matters	127.20	\$137,948.00
33	Corporate and Governance Matters	720.00	\$799,976.00
34	Vendor and Creditor Communications	82.00	\$68,388.50
35	Disclosure Statement/Plan/Confirmation	2,053.30	\$1,898,658.00
36	Employee Matters	87.80	\$107,317.50
37	Executory Contracts/Unexpired Leases	799.80	\$761,442.50
38	Hearings	1,003.60	\$970,429.00
39	Insurance and Surety Matters	9.00	\$7,250.00
40	Retention K&E	282.60	\$189,695.50
41	Retention Non-K&E	190.00	\$152,011.50
42	Tax Issues	115.00	\$108,859.50
44	US Trustee Communication & Statutory Reporting	40.10	\$34,828.50
45	Use, Sale, and Disposition of Property	1,305.20	\$1,498,415.00
46	Utilities	18.40	\$14,763.00
48	Environmental Issues	47.90	\$49,116.50
49	Schedules/SOFA	77.40	\$72,718.50
50	Rights Offering/Exit Financing	1,192.30	\$1,177,647.00
Total		16,700.20	\$15,928,690.00

Interim and Final Expense Summary

Expense	Vendor (if any)	Unit Cost (if applicable)	Amount
Third Party Telephone Charges			\$8,050.04
Standard Copies or Prints			\$3,275.00
Binding			\$10.50
Tabs/Indexes/Dividers			\$189.41
Color Copies or Prints			\$6,079.70
Scanned Images			\$7.60
4" Binders			\$52.00
5" Binders			\$135.00
Outside Messenger Services			\$854.65
Transportation to/from airport			\$341.14
Other Travel Expenses			\$323.72
Court Reporter Fee/Deposition			\$42,483.87
Filing Fees			\$77,069.84
Appearance Fees			\$60.75
Other Court Costs and Fees			\$549.00
Professional Fees			\$483,160.75
Outside Computer Services			\$106,731.26
Outside Paralegal Assistance			\$40,102.40
Outside Printing Services			\$2,486.19
Outside Copy/Binding Services			\$4,628.79
Catering Expenses			\$678.80
Outside Retrieval Service			\$3,468.92
Computer Database Research			\$5,139.48
Westlaw Research			\$37,245.79
LexisNexis Research			\$4,463.84
Overtime Meals - Attorney			\$57.80
Secretarial Overtime			\$4,866.75
Document Services Overtime			\$639.68
Client Electronic Data Storage			\$435.84
Postage- Hard			\$22.14
Overnight Delivery - Hard			\$947.14
Computer Database Research - Soft			\$1,823.50
Total			\$836,381.29

SUMMARY OF FINAL APPLICATION	
Name of Applicant	Kirkland & Ellis LLP
Name of Client	Debtors and Debtors in Possession
Time Period Covered by Final Application	June 14, 2020 through December 23, 2020
Total Compensation Sought During Final Application Period after all Voluntary Reductions	\$15,928,690.00
Total Expenses Sought During the Final Application Period	\$836,381.29
Petition Date	June 14, 2020
Retention Date	June 14, 2020
Date of Order Approving Employment	August 11, 2020 effective as of June 14, 2020
Total compensation approved by Interim Order to Date	\$0.00
Total Expenses Approved by Interim Order to Date	\$0.00
Total Allowed Compensation Paid to Date	\$8,388,064.00
Total Allowed Expenses Paid to Date	\$577,747.00
Blended Rate in Final Application for all Attorneys	\$1,001.62
Blended Rate in Final Application for all Timekeepers	\$953.80
Compensation Sought in the Final Application Already Paid Pursuant to a Monthly Compensation Order But Not Yet Allowed	\$4,426,814.00
Expenses Sought in Final Application Already Paid Pursuant to a Monthly Compensation Order But Not Yet Allowed	\$479,491.00
Number of Professionals Included in Final Application	166
If Applicable, Number of Professionals in Final Application not Included in Staffing Plan Approved by Client	N/A
If Applicable, Difference Between Fees Budgeted and Compensation Sought During Final Application Period	N/A
Number of Professionals Billing Fewer than 15 hours to the Case during Final Application Period	57
Are Any Rates Higher Than Those Approved or Disclosed at Retention?	Yes. Certain K&E (as defined herein) associates' billing rate increased with their increased seniority at K&E, as set forth in the <i>First Monthly Fee Statement of Kirkland & Ellis LLP and Kirkland & Ellis International LLP for Allowance of an Administrative Claim for Compensation and Reimbursement of Expenses Incurred from June 14, 2020 through July 31, 2020</i> [Docket No. 709].

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

In re:)	
	)	Chapter 11
)	
EXTRACTION OIL & GAS, INC. <i>et al.</i> , ¹	)	Case No. 20-11548 (CSS)
)	
Reorganized Debtors.	)	(Jointly Administered)
	)	Hearing Date: April 15, 2021 at 10:00 a.m. (ET)
	)	Objection Deadline: March 29, 2021 at 4:00 p.m. (ET)

**SECOND INTERIM AND FINAL
FEE APPLICATION OF KIRKLAND & ELLIS LLP AND
KIRKLAND & ELLIS INTERNATIONAL LLP, ATTORNEYS FOR
THE DEBTORS AND DEBTORS IN POSSESSION,
FOR THE (I) INTERIM FEE PERIOD FROM SEPTEMBER 1, 2020
THROUGH AND INCLUDING DECEMBER 23, 2020, AND THE (II) FINAL FEE
PERIOD FROM JUNE 14, 2020 THROUGH AND INCLUDING DECEMBER 23, 2020**

Kirkland & Ellis LLP and Kirkland & Ellis International LLP (together, “K&E”), attorneys for the above-captioned debtors and debtors-in-possession (collectively, the “Debtors” or the “Reorganized Debtors”), hereby submit this second interim and final fee application (this “Fee Application”) for (a) allowance of compensation for professional services provided in the amount of \$ \$10,977,127.50 and reimbursement of actual and necessary expenses in the amount of \$738,125.29 that K&E incurred for the period from September 1, 2020 through December 23, 2020 (the “Interim Fee Period”) and (b) allowance and approval on a final basis of the compensation for professional services provided in the amount of \$15,928,690.00 and reimbursement of actual and necessary expenses in the amount of \$836,381.29 that K&E incurred for the period from June 14, 2020 through and including December 23, 2020 (the “Fee Period”).

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.

In support of this Fee Application, K&E submits the declaration of Christopher Marcus, the president of Christopher Marcus, P.C., a partner of Kirkland & Ellis LLP, and a partner of Kirkland & Ellis International LLP (the “Marcus Declaration”), which is attached hereto as **Exhibit A** and incorporated by reference. In further support of this Fee Application, K&E respectfully states as follows.

Jurisdiction

1. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012 (the “Amended Standing Order”). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). The Reorganized Debtors confirm their consent, pursuant to rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), to the entry of a final order by the Court in connection with this Application to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein are sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Bankruptcy Rule 2016, Local Rules 2016-1 and 2016-2, and 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”).

Background

4. On June 14, 2020 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors operated their businesses and managed their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On June 16, 2020, the Court entered an order [Docket No. 79] authorizing the joint administration and procedural consolidation of the Debtors’ chapter 11 cases pursuant to Bankruptcy Rule 1015(b). No request was made for the appointment of a trustee or examiner during these chapter 11 cases. On June 30, 2020, the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an official committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the “Committee”) [Docket No. 155].

5. A description of the Debtors’ businesses, the reasons for commencing the chapter 11 cases, and the relief sought from the Court to allow for a smooth transition into chapter 11 are set forth in the *Declaration of Matthew R. Owens, Co-Founder, President and Chief Executive Officer of the Debtors, in Support of Chapter 11 Petitions and First Day Motions*, filed on June 15, 2020 [Docket No. 18] and incorporated herein by reference.

6. On July 15, 2020, the Court entered the Interim Compensation Order, which sets forth the procedures for interim compensation and reimbursement of expenses for all professionals in these cases.

7. On November 12, 2020, K&E filed its *First Interim Fee Application of Kirkland & Ellis LLP and Kirkland & Ellis International LLP, Attorneys for the Debtors and Debtors in Possession for the Period from June 14, 2020 Through and Including August 31, 2020* [Docket No. 1071] in compliance with the Interim Compensation Order.

8. On December 23, 2020, the Court entered the *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], pursuant to which the Court approved and confirmed 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. 1505] (the “Plan”). On January 20, 2021, the Reorganized Debtors filed the *Notice of (A) Entry of 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, and (B) Occurrence of Effective Date* [Docket No. 1652].

Preliminary Statement

9. During the Fee Period, K&E represented the Debtors professionally and diligently, advising them on a variety of complex matters and issues. K&E’s representation enabled the Debtors to successfully confirm a plan of reorganization, emerge from these chapter 11 cases, and maximize value for all stakeholders throughout the Fee Period. With K&E’s advice and assistance, the Debtors have, among other things: (a) executed a “soft landing” in chapter 11 amidst the ongoing COVID-19 pandemic; (b) secured the approval of all of their “first day” and “second day” motions; (c) retained multiple professionals; (d) obtained final approval of a \$125 million in debtor-in-possession financing facility; (e) filed schedules and statements of financial affairs for all Debtors; (f) completed a marketing process for their assets; (g) received favorable judgments in various adversary proceedings; (h) negotiated highly beneficial settlement agreements with multiple midstream counterparties; (i) filed the Plan and disclosure statements²; (j) negotiated a

² See Revised Third Amended Disclosure Statement for the Third Amended Joint Plan of Reorganization of Extraction Oil & Gas, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 1507] (the “Disclosure Statement”).

backstop commitment agreement³ in connection with a rights offering and obtained approval thereof; (k) negotiated post-emergence financing and obtained approval thereof; (l) negotiated a rights offering with the Committee and obtained approval thereof; (m) successfully confirmed their Plan; (n) and emerged from these chapter 11 cases.

Case Status Summary

10. Throughout these chapter 11 cases, K&E diligently represented the Debtors, advising them on a variety of complex matters and issues with the ultimate goals of guiding the Debtors through each stage of the chapter 11 process and maximizing value for the Debtors' estates and their stakeholders.

11. During the Interim Fee Period, K&E worked with Debtors to effectuate the rejection of certain executory contracts and unexpired leases, including multiple midstream counterparties.⁴ The Court held a multi-day evidentiary hearing on the rejections, touching upon a number of issues, including the Debtors' business judgement, whether the Transportation Services Agreements contained covenants that run with the land, and whether the Federal Energy Regulatory Commission should hold a proceeding on whether the Court should approve rejection. On November 2, 2020, the Court issued the *Bench Ruling* [Docket No. 942], concluding that the Debtors could reject the Transportation Services Agreements.

12. Ultimately, the Debtors, with assistance from K&E, reached monumental

³ See Order (I) (A) Authorizing the Debtors to Enter into the Backstop Commitment Agreement, (B) Authorizing the Debtors to Perform all Obligations under the Backstop Commitment Agreement and (C) Approving the Rights Offering Procedures and Related Forms and (II) Granting Related Relief [Docket No. 1018] (the "Backstop Commitment Agreement").

⁴ On August 14, 2020, the Debtors filed an adversary proceeding against REP Processing, LLC [Ad. Pr. No. 20-50813]. On August 19, 2020, the Debtors filed an adversary proceeding against Grand Mesa Pipeline, LLC [Ad. Pr. No. 20-50816]. On August 25, 2020, the Debtors filed an adversary proceeding against Platte River Midstream, LLC and DJ South Gathering, LLC [Ad. Pr. No. 20-50833]. On September 4, 2020, the Debtors filed an adversary proceeding against Elevation Midstream, LLC [Ad. Pr. No. 20-50839]. On September 8, 2020, the Debtors filed an adversary proceeding against Rocky Mountain Midstream LLC [Ad. Pr. No. 20-50840].

settlement agreements with all of their midstream counterparties. These settlement agreements were the culmination of extensive, hard-fought negotiations between the Debtors and their midstream counterparties. On December 21, 2020, and January 6, 2021, the Court approved settlement agreements with each of the midstream counterparties [Docket Nos. 1462, 1463, 1464, 1591, 1592].

13. As a result of the Debtors and their advisors' tireless effort and ultimate success to foster cooperation with the midstream parties, the Plan received unanimous support from voting classes and was confirmed by the Court on December 23, 2020.⁵ The Debtors have since satisfied the conditions precedent to the effective date of the Plan, consummated the Plan, and successfully emerged from bankruptcy on January 20, 2021.

14. Given these accomplishments and the complexity of the Debtors' restructuring under the current circumstances, including the ongoing COVID-19 pandemic, K&E respectfully submits that the compensation and expense reimbursement sought herein for the necessary and beneficial professional services K&E provided to the Debtors during the Fee Period is reasonable and appropriate, commensurate with the scale, nature, and complexity of these chapter 11 cases, and should be allowed.

The Debtors' Retention of K&E

15. On August 11, 2020, the Court entered the *Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of June 14, 2020* [Docket No. 396] (the "Retention Order"), attached hereto as **Exhibit B** and incorporated by reference. The

⁵ See *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] (the "Confirmation Order").

Retention Order authorizes the Debtors to compensate and reimburse K&E in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Interim Compensation Order. The Retention Order also authorizes the Debtors to compensate K&E at K&E's hourly rates charged for services of this type and to reimburse K&E for K&E's actual and necessary out-of-pocket expenses incurred, subject to application to this Court. The particular terms of K&E's engagement are detailed in the engagement letter by and between K&E and the Debtors, effective as of March 30, 2020 and attached hereto as **Exhibit C** (the "Engagement Letter").

16. The Retention Order authorizes K&E to provide the following services consistent with and in furtherance of the services enumerated above:

- a. advising the Debtors with respect to their powers and duties as debtors-in-possession in the continued management and operation of their business and properties;
- b. preparing pleadings, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates and consistent with the services identified in the Retention Order;
- c. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates before those courts in connection with the services in the Retention Order; and
- d. performing all other legal services reasonably necessary or otherwise beneficial for the Debtors in connection with these chapter 11 cases.

Disinterestedness of K&E

17. To the best of the Debtors' knowledge and as disclosed in the *Declaration of Christopher Marcus in Support of the Debtors' Application for the Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of June 14, 2020*, attached as **Exhibit B** to the Retention Application (as defined herein) (the "Initial Declaration"), the *First Supplemental Declaration of Christopher Marcus in Support of the Debtors' Application for the*

Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of June 14, 2020 [Docket No. 649] the “First Supplemental Declaration”), the *Second Supplemental Declaration of Christopher Marcus in Support of the Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of June 14, 2020* [Docket No. 1203] (the “Second Supplemental Declaration”), the *Third Supplemental Declaration of Christopher Marcus in Support of the Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of June 14, 2020* [Docket No. 1348] (the “Third Supplemental Declaration”), and the *Fourth Supplemental Declaration of Christopher Marcus in Support of the Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of June 14, 2020* [Docket No. 1640] (the “Fourth Supplemental Declaration”), and together with the Initial Declaration, the First Supplemental Declaration, the Second Supplemental Declaration, and the Third Supplemental Declaration, the “K&E Declarations”) (a) K&E is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors’ estates and (b) K&E has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the K&E Declarations.

18. K&E may have in the past represented, may currently represent, and likely in the future will represent parties in interest in connection with matters unrelated to the Debtors in these

chapter 11 cases. In the K&E Declarations, K&E disclosed its connections to parties in interest that it has been able to ascertain using its reasonable efforts.

19. K&E performed the services for which it is seeking compensation on behalf of the Debtors and their estates, and not on behalf of any committee, creditor, or other entity.

20. Except to the extent of the advance payments paid to K&E that K&E previously disclosed to this Court in the K&E Declarations, K&E has received no payment and no promises for payment from any source other than the Debtors for services provided or to be provided in any capacity whatsoever in connection with these chapter 11 cases.

21. Pursuant to Bankruptcy Rule 2016(b), K&E has not shared, nor has K&E agreed to share (a) any compensation it has received or may receive with another party or person other than with the partners, counsel, and associates of K&E or (b) any compensation another person or party has received or may receive.

Summary of Compliance with Interim Compensation Order

22. This Fee Application has been prepared in accordance with the Interim Compensation Order, Article 11.B.1 of the Plan, and paragraph 112 of the Confirmation Order.

23. K&E seeks interim compensation for professional services rendered to the Debtors during the Fee Period in the amount of \$15,928,690.00 and reimbursement of actual and necessary expenses incurred in connection with providing such services in the amount of \$836,381.29. During the Fee Period, K&E attorneys and paraprofessionals expended a total of 16,700.20 hours for which compensation is requested.

24. In accordance with the Interim Compensation Order, as of the date hereof, K&E has received payments totaling \$8,965,811.00 (\$8,388,064.00 of which was for services provided and \$577,747.00 of which was for reimbursement of expenses) for the Fee Period. Accordingly, by this Fee Application, and to the extent such amounts have not been paid by the time of the

hearing on this Fee Application, K&E seeks payment of the remaining \$7,799,260.29, which amount represents the entire amount of unpaid fees and expenses incurred between June 14, 2020 and December 23, 2020.⁶

25. K&E seeks final allowance and approval of compensation for professional services rendered to the Debtors during the Fee Period in the aggregate amount of \$15,928,690.00 and reimbursement of actual expenses incurred in connection with such services in the aggregate amount of \$836,381.29, for a total allowance of \$16,765,071.30 for fees and expenses incurred. To date, K&E has received total payment of \$8,388,064.00 for legal services rendered to the Debtors and \$577,747.00 for related expenses during the Fee Period pursuant to the Interim Compensation Order.

Fees and Expenses Incurred During Fee Period

A. Customary Billing Disclosures.

26. K&E's hourly rates are set at a level designed to compensate K&E fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. The hourly rates and corresponding rate structure utilized by K&E in these chapter 11 cases are equivalent to the hourly rates and corresponding rate structure used by K&E for other restructuring matters, as well as similar complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. The rates and rate structure reflect that such restructuring and other complex matters typically are national in scope and typically involve great complexity, high stakes, and severe time pressures. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit D** is K&E's budget and staffing plan for this Fee Period and attached hereto as **Exhibit E** is a summary of blended hourly rates for timekeepers who

⁶ This amount also reflects the 20% holdback for the Fee Period.

billed to non-bankruptcy matters and blended hourly rates for timekeepers who billed to the Debtors during the Fee Period.

B. Fees Incurred During Fee Period.

27. In the ordinary course of K&E's practice, K&E maintains computerized records of the time expended to render the professional services required by the Debtors and their estates. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit F** is a summary of fees incurred and hours expended during the Fee Period, setting forth the following information:

- the name of each attorney and paraprofessional for whose work on these chapter 11 cases compensation is sought;
- each attorney's year of bar admission and area of practice concentration;
- the aggregate time expended and fees billed by each attorney and each paraprofessional during the Fee Period;
- the hourly billing rate for each attorney and each paraprofessional at K&E's current billing rates;
- the hourly billing rate for each attorney and each paraprofessional as disclosed in the first interim application;
- the number of rate increases since the inception of the case; and
- a calculation of total compensation requested using the rates disclosed in the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of June 14, 2020* (the "Retention Application").

C. Expenses Incurred During Fee Period.

28. In the ordinary course of K&E's practice, K&E maintains a record of expenses incurred in the rendition of the professional services required by the Debtors and their estates and for which reimbursement is sought. K&E currently charges \$0.16 per page for standard

duplication in its offices in the United States. Notwithstanding the foregoing and consistent with the Local Rules, K&E charged no more than \$0.10 per page for standard duplication services in these chapter 11 cases. K&E does not charge its clients for incoming facsimile transmissions.

29. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit G** is a summary for the Fee Period, setting forth the total amount of reimbursement sought with respect to each category of expenses for which K&E is seeking reimbursement.

Summary of Legal Services Rendered During the Fee Period

30. As discussed above, during the Fee Period, K&E provided extensive and important professional services to the Debtors in connection with these chapter 11 cases. These services were often performed under severe time constraints and were necessary to address a multitude of critical issues both unique to these chapter 11 cases and typically faced by large corporate debtors in similar cases of this magnitude and complexity.

31. To provide a meaningful summary of K&E's services provided on behalf of the Debtors and their estates, K&E has established, in accordance with its internal billing procedures, certain subject matters categories (each, a "Matter Category") in connection with these chapter 11 cases. The following is a summary of the fees and hours billed for each Matter Category in the Fee Period:⁷

Matter Number	Project Category Description	Hours		Total Compensation	
		Budgeted	Billed	Budgeted	Billed
24	Chapter 11 Filing	273 -369	248.10	\$217,500 - \$294,000	\$200,464.50
25	Adversary Proceedings/Contested Matters	4,195 - 5,663	6,570.20	\$4,712,500 - \$6,362,000	\$6,099,804.00
26	Automatic Stay Matters	556 -751	436.00	\$580,000 - \$783,000	\$410,421.50
27	Business Operations	35 - 47	46.20	\$43,500 - \$59,000	\$48,899.00
28	Case Administration	420 - 567	503.80	\$435,000 - \$587,000	\$420,012.00
29	Cash Management	101 - 136	1.30	\$72,500 - \$98,000	\$1,272.00

⁷ In certain instances K&E may have billed the same amount of fees, but different amount of hours to different matter categories. This difference is the result of different staffing of each such matter category.

Matter Number	Project Category Description	Hours		Total Compensation	
		Budgeted	Billed	Budgeted	Billed
30	DIP/Cash Collateral	569 - 768	616.70	\$580,000 - \$783,000	\$607,554.00
31	Claims Administration	273 - 369	126.30	\$217,500 - \$294,000	\$90,798.50
32	Committee Matters	186 - 251	127.20	\$217,500 - \$294,000	\$137,948.00
33	Corporate and Governance Matters	704 - 950	720.00	\$725,000 - \$979,000	\$799,976.00
34	Vendor and Creditor Communications	91 - 123	82.00	\$72,500 - \$98,000	\$68,388.50
35	Disclosure Statement/Plan/Confirmation	1,387 - 1,872	2,053.30	\$1,595,000 - \$2,153,000	\$1,898,658.00
36	Employee Matters	214 - 289	87.80	\$145,000 - \$196,000	\$107,317.50
37	Executory Contracts/Unexpired Leases	667 - 900	799.80	\$725,000 - \$979,000	\$761,442.50
38	Hearings	819 - 1,106	1,003.60	\$870,000 - \$1,175,000	\$970,429.00
39	Insurance and Surety Matters	35 - 47	9.00	\$29,000 - \$39,000	\$7,250.00
40	Retention K&E	383 - 517	282.60	\$290,000 - \$392,000	\$189,695.50
41	Retention Non-K&E	320 - 432	190.00	\$290,000 - \$392,000	\$152,011.50
42	Tax Issues	159 - 215	115.00	\$145,000 - \$196,000	\$108,859.50
44	US Trustee Communication & Statutory Reporting	50 - 68	40.10	\$43,500 - \$59,000	\$34,828.50
45	Use, Sale, and Disposition of Property	1,182 - 1,596	1,305.20	\$1,160,000 - \$1,566,000	\$1,498,415.00
46	Utilities	36 - 49	18.40	\$29,000 - \$39,000	\$14,763.00
47	Expenses	-	-	-	-
48	Environmental Issues	138 - 186	47.90	\$145,000 - \$196,000	\$49,116.50
49	Schedules/SOFA	140 - 189	77.40	\$145,000 - \$196,000	\$72,718.50
50	Rights Offering/Exit Financing	837 - 1,130	1,192.30	\$1,015,000 - \$1,370,000	\$1,177,647.00
Totals		\$13,770 - \$18,590	16,700.20	\$14,500,000 - \$19,579,000	\$15,928,690.00

32. The following is a summary, by Matter Category, of the most significant professional services provided by K&E during the Fee Period. This summary is organized in accordance with K&E's internal system of matter numbers. The detailed descriptions demonstrate that K&E was heavily involved in performing services for the Debtors on a daily basis, often including night and weekend work, to meet the needs of the Debtors' estates in these chapter 11 cases. A schedule setting forth a description of the Matter Categories utilized in this case, the number of hours expended by K&E partners, associates, and paraprofessionals by matter, and the aggregate fees associated with each matter is attached hereto as **Exhibit H**.

33. In addition, K&E's computerized records of time expended providing professional

services to the Debtors and their estates are attached hereto as **Exhibit I**, and K&E's records of expenses incurred during the Fee Period in the rendition of professional services to the Debtors and their estates are attached as **Exhibit J**.

(a) Chapter 11 Bankruptcy Filing [Matter No. 24]

Total Fees: \$200,464.50

Total Hours: 248.10

34. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to the filing of the Debtors' chapter 11 petitions and various "first day" pleadings and related notices during the initial days of these chapter 11 cases, including, without limitation, (a) reviewing and revising the Debtors' petitions and "first day" motions, proposed orders, affidavits and notices; and (b) preparing for the "first day" hearing, including drafting hearing notes and related materials and preparing potential witnesses in connection with certain of the first day motions.

35. Specifically, the Debtors filed several motions seeking orders authorizing the Debtors to pay various prepetition claims. Entry of these orders eased the strain on the Debtors' relationships with employees, vendors, customers, and taxing authorities as a consequence of the commencement of these chapter 11 cases. Among other things, these orders authorized the Debtors to (a) pay certain critical vendors, suppliers, and lien claimants; (b) pay certain prepetition employee wages and benefits; (c) maintain cash management systems; (d) use prepetition bank accounts, checks and other business forms; (e) make tax payments to federal, local, and state taxing authorities; (f) prohibit utility companies from discontinuing services; and (g) maintain prepetition insurance policies and enter into new insurance policies.

(b) Adversary Proceedings/Contested Matters [Matter No. 25]

Total Fees: \$6,099,804.00

Total Hours: 6,570.20

36. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to litigation, adversary proceedings, or other adversarial matters. During the Fee Period, the Debtors worked diligently to address objections to the Plan and numerous other contested matters, including six adversary proceedings. Specifically, K&E attorneys and paraprofessionals spent significant time:

- (i) researching, analyzing, and preparing litigation strategies regarding several adversary proceedings, including:
 - (1) *Extraction Oil & Gas, Inc. v. REP Processing, LLC*, No. 20-50813 (Bankr. D. Del. 2020);
 - (2) *Extraction Oil & Gas, Inc. v. Grand Mesa Pipeline, LLC*, 20-50816 (Bankr. D. Del. 2020);
 - (3) *Extraction Oil & Gas, Inc. v. Platte River Midstream, LLC and DJ South Gathering, LLC*, No. 20-50833 (Bankr. D. Del. 2020);
 - (4) *Extraction Oil & Gas, Inc. v. Elevation Midstream, LLC*, No. 20-50839 (Bankr. D. Del. 2020);
 - (5) *Extraction Oil & Gas, Inc. v. Rocky Mountain Midstream LLC*, No. 20-50840 (CSS) (Bankr. D. Del. 2020); and
 - (6) *Annette Leazer, et al. v. Extraction Oil & Gas, Inc.*, No. 20-11548 (CSS) (Bankr. D. Del. 2020);
- (ii) conducting discovery and preparing extensive briefing regarding the foregoing adversary proceedings;
- (iii) reviewing, analyzing, and resolving multiple extensive discovery requests regarding the foregoing adversary proceedings;
- (iv) researching, drafting, and revising replies, talking points, exhibits, and other presentations and court materials;
- (v) preparing witnesses for hearings and depositions and in-court examinations;
- (vi) negotiating, drafting, researching, and reviewing multiple settlement agreements with counterparties;

- (vii) researching, analyzing, preparing litigation strategy, and drafting documents for a backstop commitment agreement hearing;
- (viii) researching, analyzing, preparing litigation strategy, and drafting documents for a hearing to compel abandonment;
- (ix) negotiating, researching, analyzing, preparing litigation strategy, and drafting documents for a contested estimation hearing; and
- (x) coordinating and communicating with the Debtors, their advisors, and relevant stakeholders regarding the foregoing activities.

(c) **Automatic Stay Matters [Matter No. 26]**

Total Fees: \$410,421.50
Total Hours: 436.00

37. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to the imposition of the automatic stay. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) responding to formal and informal inquiries from certain parties in interest for relief from the automatic stay;
- (ii) drafting, revising, and researching pleadings to enforce the automatic stay; and
- (iii) coordinating and communicating with the Debtors, their advisors, and relevant stakeholders regarding the foregoing activities.

(d) **Business Operations [Matter No. 27]**

Total Fees: \$48,899.00
Total Hours: 46.20

38. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to the Debtors' ongoing business operations and working to ensure a smooth transition into chapter 11 and that business operations would continue without interruption going forward. Specifically, K&E attorneys and paraprofessionals spent time strategizing with management and the Debtors' other advisors regarding processes to stabilize the business and ensure uninterrupted operations.

(e) **Case Administration [Matter No. 28]**

Total Fees: \$420,012.00

Total Hours: 503.80

39. This Matter Category includes time spent on a variety of tasks that were necessary to ensure the efficient and smooth administration of legal services related to the Debtors' chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) coordinating, managing, and administering these chapter 11 cases on a daily basis, including monitoring critical dates and maintaining a case calendar, task lists, and work-in-process reports;
- (ii) attending bi-weekly case status conferences with the Debtors' management team and the other retained professionals in these chapter 11 cases;
- (iii) establishing procedures for case administration and docket monitoring;
- (iv) ensuring compliance with the service and notice requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules, including coordinating service of pleadings and other related notices with Kurzman Carson Consultants LLC ("KCC"),⁸ the claims and noticing agent retained in these chapter 11 cases;
- (v) facilitating compliance with all of the other applicable requirements of the Bankruptcy Code, Bankruptcy Rules, Local Rules, and orders or procedures issued by the Bankruptcy Court; and
- (vi) conducting regular conferences internally with restructuring, corporate, and litigation teams, and with the Debtors and their other advisors regarding the overall case status and high-level strategy.

40. Time billed to this Matter Category also includes work and meetings related to multiple matters such that the time cannot be easily allocated to one of the other matters.

⁸ To the extent possible, K&E paraprofessionals attended to these matters. In addition, K&E paraprofessionals monitored the dockets for these chapter 11 cases to track the filing of pleadings and to remain apprised of critical dates, including those related to such pleadings. For each pleading filed, K&E paraprofessionals ensured that the appropriate attorneys and personnel of the Debtors and their other advisors remained apprised of the filed documents and relevant objection and response deadlines, hearing dates and other critical dates.

(f) Cash Management [Matter No. 29]

Total Fees: \$1,272.00
Total Hours 1.30

41. This Matter Category includes time spent by Kirkland attorneys and paraprofessionals during the Fee Period analyzing bank account opening and closures and authorized depositories. This Matter Category also includes time spent obtaining the Court's approval for the Debtors' continued use of their cash management system on a final basis.

(g) DIP/Cash Collateral [Matter No. 30]

Total Fees: \$607,554.00
Total Hours: 616.70

42. On or about the Petition Date, the Debtors executed a commitment letter for a \$125 million postpetition financing facility (comprised of \$50 million in new money), substantially on the same terms as set forth in the DIP Motion and DIP Credit Agreement. The DIP Facility represents the culmination of a hard-fought process, provides the Debtors and their creditor constituencies with postpetition financing on the best available terms, allows the Debtors to continue operating their businesses and operations on a postpetition basis, halts the further accrual of interest under the Debtors' various prepetition unsecured or under secured debt instruments, and gives the Debtors (and their stakeholders) an opportunity to negotiate and consummate an orderly and efficient deleveraging.

43. K&E's efforts were critical in securing the consensual use of cash collateral and negotiating, documenting and closing on a \$125 million DIP financing facility on favorable terms that will provide the Debtors with the necessary liquidity to fund the Debtors' operations during these chapter 11 cases. During the Fee Period, K&E attorneys spent time:

- (i) negotiating with the Debtors' creditors and lenders regarding the DIP Facilities;

- (ii) drafting and finalizing the documentation of the DIP Facilities;
- (iii) drafting, filing, and resolving objections to the *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claim, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief* [Docket No. 40];
- (iv) drafting and finalizing the documentation of the Interim DIP Order and Final DIP Order;
- (v) analyzing and coordinating with the Debtors, DIP Lenders, the Debtors' other retained professionals, and other parties in interest regarding financing issues; and
- (vi) negotiating with the Debtors stakeholders and obtaining multiple amendments to and extensions of the DIP milestones.

(h) Claims Administration [Matter No. 31]

Total Fees: \$90,798.50

Total Hours: 126.30

44. This Matter Category includes time K&E attorneys and paraprofessionals spent on matters related to claims administration and claims-related issues. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) drafting and filing the *Debtors' Motion Seeking Entry of an Order (I) Setting Bar Dates for Filing Proofs of Claim, Including Claims Arising Under Section 503(B)(9), (II) Setting a Bar Date for the Filing of Proofs of Claim by Governmental Units, (III) Establishing Amended Schedules Bar Date and Rejection Damages Bar Date, (IV) Approving the Form of and Manner for Filing Proofs of Claim, and (V) Approving Notice of Bar Dates*, [Docket No. 153] (the "Bar Date Motion");
- (ii) drafting and preparing omnibus objections to certain amended, duplicate, equity, and no liability claims;
- (iii) analyzing and researching various asserted claims;
- (iv) responding to various inquiries about filing claims and claims resolution from various parties;

- (v) negotiating with claimants and other key stakeholders; and
- (vi) coordinating with Alvarez & Marsal and KCC regarding the claims resolution process.

(i) Committee Matters [Matter No. 32]

Total Fees: \$137,948.00

Total Hours: 127.20

45. This Matter Category includes time spent by K&E attorneys meeting and corresponding with the Committee's advisors and the Debtors' prepetition lenders and their advisors to provide updates as to developments in the cases, providing relevant information and access to the Debtors and their records as requested, and responding to miscellaneous inquiries from the Committee. During the Fee Period, K&E attorneys and paraprofessionals spent time:

- (i) attending weekly case status conferences with the Committee;
- (ii) responding to numerous diligence requests from the Committee;
- (iii) negotiating and resolving multiple objections to the Plan presented by the Committee; and
- (iv) drafting and revising settlements with the Committee and researching related issues.

(j) Corporate and Governance Matters [Matter No. 33]

Total Fees: \$799,976.00

Total Hours: 720.00

46. This Matter Category includes time spent by K&E attorneys and paraprofessionals advising the Debtors and their Board of Directors (the "Board") regarding corporate matters. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) drafting and revising the Debtors' quarterly 10-Q report and 8-K reports, as necessary;
- (ii) drafting and preparing non-disclosure agreements;
- (iii) preparing cleansing materials; and

- (iv) providing updates to the Debtors and their advisors regarding the foregoing activities, including updates presented at Board meetings and telephone conferences.

(k) Vendor and Creditor Communications [Matter No. 34]

Total Fees: \$68,388.50
Total Hours: 82.00

47. This Matter Category includes time spent by K&E attorneys and paraprofessionals advising the Debtors on vendor and supplier issues, including with respect to first day relief and postpetition business activities. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) strategizing with management and the Debtors' other advisors regarding processes to stabilize the business and ensure uninterrupted operations;
- (ii) negotiating and executing vendor agreements;
- (iii) corresponding with various vendors and creditors with respect to their inquiries; and
- (iv) researching and analyzing issues raised by various vendors and creditors and coordinating with the Debtors' advisors with respect to the same.

(l) Disclosure Statement /Plan/Confirmation [Matter No. 35]

Total Fees: \$1,898,658.00
Total Hours: 2,053.30

48. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to developing a plan of reorganization and disclosure statement in connection with these chapter 11 cases. The Debtors, with K&E's assistance, diligently negotiated with various midstream and creditor counterparties, which paved the way for a consensual resolution of these chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) researching and analyzing legal and factual issues relevant to the Plan and Disclosure Statement;

- (ii) drafting, revising, and filing multiple drafts of the Plan and related key documents, including the Disclosure Statement, Confirmation Order, declarations in support thereof, and Disclosure Statement motion;
- (iii) drafting and revising the Plan supplements and related documents;
- (iv) coordinating with all major stakeholders and advisors responding to objections to the Disclosure Statement and the Plan;
- (v) engaging in extensive discussions to secure stakeholder support for the Plan and Disclosure Statement; and
- (vi) analyzing voting and solicitation matters and conferencing and corresponding with KCC and other parties in interest regarding the foregoing.

(m) Employee Matters [Matter No. 36]

Total Fees: \$107,317.50

Total Hours: 87.80

49. The Debtors and K&E believe that a successful reorganization depends on retaining the workforce, thereby ensuring continuity of the Debtors' business. As a result, this Matter Category includes time spent by K&E attorneys and paraprofessionals addressing employee issues, including the *Final Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefits Programs and (II) Granting Related Relief* [Docket No. 238] and negotiation of a post-emergence management incentive plan.

(n) Executory Contracts/Unexpired Leases [Matter No. 37]

Total Fees: \$761,442.50

Total Hours: 799.80

50. This Matter Category includes time spent by K&E attorneys examining issues related to the Debtors' executory contracts and unexpired leases. K&E attorneys spent time researching, analyzing, renegotiating, or rejecting the Debtors' obligations under their various executory contracts. Specifically, K&E attorneys spent time:

- (i) researching, analyzing, and renegotiating the Debtors' obligations under their various executory contracts and unexpired leases;
- (ii) coordinating with the Debtors and the Debtors' other advisors to identify and analyze contracts and leases for potential assumption or rejection;
- (iii) drafting, revising, and negotiating amended and restated crude oil, gas, and water gathering agreements;
- (iv) drafting, revising and negotiating settlement term sheets with the midstream counterparties;
- (v) responding to multiple formal and informal objections to the Plan by midstream counterparties;
- (vi) analyzing and negotiating contract cure amounts with midstream counterparties;
- (vii) drafting and revising pleadings in connection with several adversary proceedings involving midstream counterparties; and
- (viii) coordinating and communicating with the Debtors, the Debtors' advisors, and relevant stakeholders regarding the foregoing activities.

(o) **Hearings [Matter No. 38]**

Total Fees: \$970,429.00

Total Hours: 1,003.60

51. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to preparing for and attending several hearings during the Fee Period (each a "Hearing" and, collectively, the "Hearings"), including preparing agendas, orders, and binders related to the Hearings, settling orders before and after the Hearings, and corresponding with various parties in preparation for, and after the Hearings. These services also included conferences to discuss multiple matters scheduled for a specific Hearing and coordinating Hearing logistics. During the Fee Period, K&E attorneys and paraprofessionals spent considerable time preparing for and attending Hearings including:

- (i) the "first day" hearing on June 16, 2020;

- (ii) the “second day” hearing on July 14, 2020;
- (iii) a class action lift stay and proposed submission guidelines hearing on August 14, 2020;
- (iv) status conferences on September 1, 14, and 25, 2020;
- (v) omnibus hearings on September 3 and 30, 2020;
- (vi) hearings on October 1, 2, 7, 20, 27, and 28, 2020, regarding the rejection of certain midstream contracts;
- (vii) a status conference on October 6, 2020;
- (viii) a hearing on November 2, 2020, regarding lifting the automatic stay;
- (ix) a Backstop Commitment Agreement and Disclosure Statement approval hearings on November 5 and 6, 2020;
- (x) a hearing on November 17, 2020, regarding lifting the automatic stay;
- (xi) chambers conferences on December 1, 7, 9, 11, 14, 16, 17, 18 and 21, 2020;
- (xii) an omnibus hearing on December 3, 2020;
- (xiii) a motion to compel abandonment hearing on December 11, 2020;
- (xiv) hearings requesting approval of settlements by and among the Debtors and their midstream counterparties on December 21 and 22, 2020; and
- (xv) the Plan confirmation hearing on December 23, 2020.

(p) Insurance and Surety Matters [Matter No. 39]

Total Fees: \$7,250.00

Total Hours: 9.00

52. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to ensuring that Debtors’ insurance policies were maintained during these chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) reviewing and analyzing insurance contracts;

- (ii) ensuring the Debtors maintained sufficient insurance coverage as required by the chapter 11 operating guidelines; and
- (iii) coordinating and communicating with the Debtors, the Debtors' advisors, and relevant stakeholders regarding the foregoing activities.

(q) Retention K&E [Matter No. 40]

Total Fees: \$189,695.50
Total Hours: 282.60

53. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to the retention of K&E as the Debtors' counsel. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) preparing and filing the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of June 14, 2020* [Docket No. 262];
- (ii) preparing pleadings and a comprehensive conflict analysis necessary to obtain the order of the Court approving the employment of K&E to represent the Debtors;
- (iii) implementing internally established procedures which require the continuous analysis of potential new conflicts;
- (iv) preparing updated professional disclosures for filing with the Court;
- (v) completing ongoing analyses of relevant connections to potential parties in interest;
- (vi) preparing and distributing K&E's monthly fee statements in accordance with the Interim Compensation Order; and
- (vii) reviewing all time entries to ensure compliance with the Interim Compensation Order and applicable provisions of the Bankruptcy Code, and to make necessary redactions to preserve the confidentiality of the work performed for the Debtors.

(r) Retention Non-K&E [Matter No. 41]

Total Fees: \$152,011.50
Total Hours: 190.00

54. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to ensuring the retention of the Debtors' other professionals in these chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) assisting, as necessary, the Debtors' retained professionals with their retention pleadings;
- (ii) reviewing supplemental declarations in support of retention applications, fee statements, and conflicts matters for:
 - (1) Alvarez & Marsal North America, LLC, as restructuring advisors to the Debtors;
 - (2) Deloitte Tax LLP, as tax services provider to the Debtors;
 - (3) Moelis & Company, as financial advisor and investment banker to the Debtors;
 - (4) Petrie Partners LLC, as financial advisor and investment banker to the Debtors;
 - (5) PricewaterhouseCoopers LLP, as independent audit services provider to the Debtors;
 - (6) Protiviti Inc., as internal control servicer to the Debtors;
 - (7) Riveron Consulting, LLC, as accounting advisor to the Debtors;
 - (8) Stout Risius Ross, LLC, as Valuation Advisor to the Debtors; and
- (iii) coordinating with the Debtors and their other advisors with respect to ordinary course professional retentions and complying with the related disclosure requirements of applicable provisions of the Bankruptcy Code.

(s) **Tax Issues [Matter No. 42]**

Total Fees: \$108,859.50
Total Hours: 115.00

55. This Matter Category includes time spent by K&E attorneys and paraprofessionals conducting legal research, preparing correspondence and pleadings, and generally advising the Debtors on tax issues relating to or arising during the chapter 11 cases. During the Fee Period,

K&E attorneys were responsible for researching and analyzing certain tax issues arising in connection with the Debtors' business operations and coordinating and communicating with the Debtors, the Debtors' advisors, and relevant stakeholders regarding the foregoing activities.

(t) U.S. Trustee Communications & Statutory Reporting [Matter No. 44]

Total Fees: \$34,828.50

Total Hours: 40.10

56. This Matter Category includes time spent by K&E attorneys corresponding with the U.S. Trustee regarding comments to the Debtors' motions or proposed orders. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) responding to questions and comments regarding relief requested in the Debtors first and second day motions;
- (ii) conducting discussions, phone calls and correspondence with the U.S. Trustee regarding K&E's retention and responding to questions and comments regarding the same;
- (iii) coordinating efforts among the Debtors and their other professionals to address various concerns and issues raised by the U.S. Trustee and the Committee with respect to the retention of the Debtors' other professionals and ensuring that these professionals were ultimately retained without any objection to assist in the Debtors' chapter 11 cases;
- (iv) responding to questions and comments from the U.S. Trustee regarding the Disclosure Statement, Backstop Motion, and sealing of the Schedules and Statements; and
- (v) preparing reports in compliance with the U.S. Trustee's chapter 11 operating guidelines.

(u) Use, Sale, and Disposition of Property [Matter No. 45]

Total Fees: \$1,498,415.00

Total Hours: 1,305.20

57. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to the Debtors' property interests. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) reviewing, analyzing, and revising bid proposals, and communicating with potential bidders regarding bid proposals;
- (ii) responding to diligence requests regarding the foregoing potential bidders;
- (iii) drafting, revising, and negotiating deal documentation associated with the Debtors' merger process;
- (iv) drafting, revising, and negotiating deal documentation associated with a merger agreement;
- (v) analyzing strategy and approach with the Debtors and their other advisors regarding a merger agreement; and
- (vi) negotiating and engaging with several bidders and other stakeholders regarding the merger process.

(v) Utilities [Matter No. 46]

Total Fees: \$14,763.00
Total Hours: 18.40

58. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to utility issues arising in connection with filing these chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time negotiating resolutions to adequate assurance requests and responding to other inquiries from utility providers.

(w) Environmental Issues [Matter No. 48]

Total Fees: \$49,116.50
Total Hours: 47.90

59. This Matter Category includes time spent by K&E attorneys and paraprofessionals assessing issues related to the Debtors' environmental liabilities. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) coordinating, reviewing, and analyzing environmental-related diligence matters;
- (ii) researching and analyzing environmental-related issues related to the Debtors' restructuring; and

- (iii) coordinating and communicating with the Debtors, the Debtors' advisors, and relevant stakeholders regarding the foregoing activities.

(x) **Schedules/SOFA [Matter No. 49]**

Total Fees: \$72,718.50

Total Hours: 77.40

60. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to advising the Debtors, KCC, and other advisors in connection with the Debtors' schedules of assets and liabilities and statements of financial affairs (the "Schedules and Statements"), including requesting to seal the Schedules and Statements, and responding to objections related to the Schedules and Statements. Moreover, K&E attorneys advised the Debtors regarding drafting the Schedules and Statements, attended regular conferences with the Debtors and their advisors regarding the same, and conferred and corresponded with the Debtors and K&E professionals regarding the monthly operating reports.

(y) **Rights Offering/Exit Financing [Matter No. 50]**

Total Fees: \$1,177,647.00

Total Hours: 1,192.30

61. This Matter Category includes time spent by Kirkland attorneys during the Fee Period examining issues related to the Debtors' rights offerings and exit financing. The Debtors, with K&E's assistance, diligently negotiated with various parties in interest, including the Committee, lenders, and bondholders, securing critical financing, allowing the Debtors to operate their business on a go-forward basis. Specifically, Kirkland attorneys and paraprofessionals spent time:

- (i) negotiating extensively with various parties in interest, researching, drafting, reviewing, revising the Backstop Commitment Agreement and corresponding motion, and the rights offerings procedures;
- (ii) negotiating, drafting, reviewing, and revising bidding and offering procedures;

- (iii) negotiating, drafting, reviewing, and revising an exit RBL term sheet;
- (iv) negotiating, drafting, reviewing, and revising a DIP commitment letter and DIP credit agreement;
- (v) negotiating, drafting, reviewing, and revising an exit facility term sheet;
- (vi) negotiating, drafting, reviewing, and revising a rights offering agreement and relevant procedures with the Committee; and
- (vii) coordinating and communicating with the Debtors, the Debtors' advisors, and relevant stakeholders regarding the foregoing activities.

Actual and Necessary Expenses Incurred by K&E

62. As set forth in **Exhibit I** attached hereto, and as summarized in **Exhibit G** attached hereto, K&E has incurred a total of \$836,381.29 in expenses on behalf of the Debtors during the Fee Period. These charges are intended to reimburse K&E's direct operating costs, which are not incorporated into the K&E hourly billing rates. K&E charges external copying and computer research at the provider's cost without markup. Only clients who actually use services of the types set forth in **Exhibit I** of this Fee Application are separately charged for such services. The effect of including such expenses as part of the hourly billing rates would impose that cost upon clients who do not require extensive photocopying and other facilities and services.

Reasonable and Necessary Services Provided by K&E

A. Reasonable and Necessary Fees Incurred in Providing Services to the Debtors.

63. The foregoing professional services provided by K&E on behalf of the Debtors during the Fee Period were reasonable, necessary, and appropriate to the administration of these chapter 11 cases and related matters.

64. Many of the services performed by partners and associates of K&E were provided by K&E's Restructuring Group. K&E has a prominent practice in this area and enjoys a national

and international reputation for its expertise in financial reorganizations and restructurings of troubled companies, with over 150 attorneys focusing on this area of the law. The attorneys at K&E have represented either the debtor or the Committee or have acted as special counsel in many large chapter 11 cases.

65. In addition, due to the facts and circumstances of these chapter 11 cases, attorneys from K&E's litigation, corporate and tax groups were heavily involved with K&E's representation of the Debtors. These practice groups also enjoy a national and international reputation for their expertise. Overall, K&E brings to these chapter 11 cases a particularly high level of skill and knowledge, which inured to the benefit of the Debtors and all stakeholders.

B. Reasonable and Necessary Expenses Incurred in Providing Services to the Debtors.

66. The time constraints imposed by the circumstances of these chapter 11 cases required K&E attorneys and other employees to devote substantial time during the evenings and on weekends to perform services on behalf of the Debtors. These services were essential to meet deadlines, respond to daily inquiries from various creditors and other parties in interest on a timely basis, and satisfy the demands of the Debtors' businesses and ensure the orderly administration of their estates. Consistent with firm policy, and as further disclosed in the Retention Application, K&E attorneys and other K&E employees who worked late in the evenings or on weekends were reimbursed for their reasonable meal and transportation costs. K&E's regular practice is not to include components for those charges in overhead when establishing billing rates, but rather to charge its clients for these and all other out-of-pocket disbursements incurred during the regular course of the rendition of legal services.

67. In addition, due to the location of the Debtors' businesses, co-counsel, creditors, and other parties in interest in relation to K&E's offices, frequent multi-party telephone conferences involving numerous parties were required. On many occasions, the exigencies and

circumstances of these chapter 11 cases required overnight delivery of documents and other materials. The disbursements for such services are not included in K&E's overhead for the purpose of setting billing rates and K&E has made every effort to minimize its disbursements in these chapter 11 cases. The actual expenses incurred in providing professional services were necessary, reasonable, and justified under the circumstances to serve the needs of the Debtors in these chapter 11 cases.

68. Among other things, K&E makes sure that all overtime meals, travel meals, hotel rates, and airfares are reasonable and appropriate expenses for which to seek reimbursement. Specifically, K&E regularly reviews its bills to ensure that the Debtors are only billed for services that were actual and necessary and, where appropriate, prorates expenses. In that regard, K&E will waive certain fees and reduce its expenses if necessary. In the Fee Period, K&E voluntarily reduced its fees by \$26,534.50. Consequently, K&E does not seek payment of such fees in the Fee Application.

K&E's Requested Compensation and Reimbursement Should be Allowed

69. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 of the Bankruptcy Code to govern the Court's award of such compensation. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

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

- (a) the time spent on such services;

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

11 U.S.C. § 330(a)(3).

70. K&E respectfully submits that the services for which it seeks compensation in this Fee Application were, at the time rendered, necessary for and beneficial to the Debtors and their estates and were rendered to protect and preserve the Debtors' estates. K&E further believes that it performed the services for the Debtors economically, effectively, and efficiently, and the results obtained benefited not only the Debtors, but also the Debtors' estates and the Debtors' constituents. K&E further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtors, their estates, and all parties in interest.

71. During the Fee Period, K&E's hourly billing rates for attorneys ranged from \$610.00 to \$1,675.00. The hourly rates and corresponding rate structure utilized by K&E in these chapter 11 cases are equivalent to the hourly rates and corresponding rate structure used by K&E for restructuring, workout, bankruptcy, insolvency, and comparable matters, and similar complex corporate, securities, and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. K&E strives to be efficient in the staffing of matters. These rates and the rate structure reflect that such matters are typically national in scope and involve great complexity, high stakes, and severe time pressures—all of which were present in these

chapter 11 cases.

72. Moreover, K&E's hourly rates are set at a level designed to compensate K&E fairly for the work of its attorneys and paraprofessionals and to cover certain fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.

73. In sum, K&E respectfully submits that the professional services provided by K&E on behalf of the Debtors and their estates during these chapter 11 cases were necessary and appropriate given the complexity of these chapter 11 cases, the time expended by K&E, the nature and extent of K&E's services provided, the value of K&E's services, and the cost of comparable services outside of bankruptcy, all of which are relevant factors set forth in section 330 of the Bankruptcy Code. Accordingly, K&E respectfully submits that approval of the compensation sought herein is warranted and should be approved.

74. No previous application for the relief sought herein has been made to this or any other Court.

Reservation of Rights and Notice

75. It is possible that some professional time expended or expenses incurred during the Fee Period are not reflected in the Fee Application. K&E reserves the right to include such amounts in future fee applications. In addition, the Debtors have provided notice of this Fee Application to: (a) the U.S. Trustee; (b) those persons who have formally appeared and requested service in these cases pursuant to Bankruptcy Rule 2002; (c) the administrative agent under the Debtors' prepetition senior credit facility or, in lieu thereof, counsel thereto; (d) the lenders under the Debtors' prepetition senior credit facility or, in lieu thereof, counsel thereto; (e) the indenture trustee for the Debtors' prepetition senior notes or, in lieu thereof, counsel thereto; (f) the holders

of the Debtors' prepetition senior notes or, in lieu thereof, counsel thereto; (g) the ad hoc group of holders of the Debtors' preferred equity or, in lieu thereof, counsel thereto; (h) the United States Attorney's Office for the District of Delaware; (i) the Internal Revenue Service; (j) the United States Securities and Exchange Commission; (k) the state attorneys general for states in which the Debtors conduct business; and (l) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given (collectively, the "Notice Parties"). Pursuant to the Interim Compensation Order, any party, other than the Notice Parties, that wishes to object to the Fee Application, must file its objection with the Court, with a copy to Chambers and serve it on the affected professional and the Notice Parties so that it is actually received on or before March 29, 2021, at 4:00 p.m. (prevailing Eastern Time).

No Prior Request

76. No prior application for the relief requested herein has been made to this or any other court.

[Remainder of Page Intentionally Left Blank]

WHEREFORE, K&E respectfully requests that the Court enter an order (a) awarding K&E interim compensation for professional and paraprofessional services provided during (i) the Interim Fee Period in the amount of \$10,977,127.50, and reimbursement of actual, reasonable and necessary expenses incurred in the Interim Fee Period in the amount of \$738,125.29, and (ii) during the Fee Period in the amount of \$15,928,690.00, and reimbursement of actual, reasonable and necessary expenses incurred in the Fee Period in the amount of \$836,381.29; (b) authorizing and directing the Debtors to remit payment to K&E for such fees and expenses; and (c) granting such other relief as is appropriate under the circumstances.

Wilmington, Delaware
Date: March 8, 2021

/s/ Christopher Marcus

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Christopher Marcus, P.C. (admitted *pro hac vice*)

Allyson Smith Weinhouse (admitted *pro hac vice*)

Ciara Foster (admitted *pro hac vice*)

601 Lexington Avenue

New York, New York 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

Email: christopher.marcus@kirkland.com

allyson.smith@kirkland.com

ciara.foster@kirkland.com

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

)	
In re:	)	Chapter 11
)	
EXTRACTION OIL & GAS, INC. <i>et al.</i> , ¹	)	Case No. 20-11548 (CSS)
)	
Reorganized Debtors.	)	(Jointly Administered)
)	
	)	Hearing Date: April 15, 2021 at 10:00 a.m. (ET)
	)	Objection Deadline: March 29, 2021 at 4:00 p.m. (ET)
)	

**NOTICE OF SECOND INTERIM AND FINAL FEE APPLICATION
OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL
LLP, ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION, FOR
THE (I) INTERIM FEE PERIOD FROM SEPTEMBER 1, 2020 THROUGH AND
INCLUDING DECEMBER 23, 2020, AND THE (II) FINAL FEE PERIOD FROM
JUNE 14, 2020 THROUGH AND INCLUDING DECEMBER 23, 2020**

PLEASE TAKE NOTICE that Kirkland & Ellis LLP and Kirkland & Ellis International LLP (the “Applicant”) has filed its **Second Interim and Final Fee Application of Kirkland & Ellis LLP and Kirkland & Ellis International LLP, Attorneys for the Debtors and Debtors in possession, for the (I) Interim Fee Period from September 1, 2020 Through and Including December 23, 2020, and the (II) Final Fee Period from June 14, 2020 Through and Including December 23, 2020** (the “Application”), with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801 (the “Court”).

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Reorganized Debtor’s federal tax identification number, are: Extraction Oil & Gas, Inc. (3923); 7N, LLC (4912); 8 North, LLC (0904); Axis Exploration, LLC (8170); Extraction Finance Corp. (7117); Mountaintop Minerals, LLC (7256); Northwest Corridor Holdings, LLC (9353); Table Mountain Resources, LLC (5070); XOG Services, LLC (6915); and XTR Midstream, LLC (5624). The location of the Reorganized Debtors’ principal place of business is 370 17th Street, Suite 5300, Denver, Colorado 80202.

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 29, 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, 5th 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 8, 2021
Wilmington, Delaware

/s/ Richard W. Riley

WHITEFORD, TAYLOR & PRESTON LLC²

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

- and -

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

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

Co-Counsel to the Reorganized Debtors

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

Exhibit A

Marcus Declaration

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

In re:

EXTRACTION OIL & GAS, INC. *et al.*,¹

Reorganized Debtors.

)
) Chapter 11
)

) Case No. 20-11548 (CSS)

) (Jointly Administered)
)

**DECLARATION OF CHRISTOPHER MARCUS
IN SUPPORT OF THE SECOND INTERIM AN
FINAL FEE APPLICATION OF KIRKLAND & ELLIS LLP
AND KIRKLAND & ELLIS INTERNATIONAL LLP, ATTORNEYS FOR
THE DEBTORS FOR THE PERIOD OF SEPTEMBER 1, 2020
THROUGH AND INCLUDING DECEMBER 23, 2020, AND THE (II) FINA FEE
PERIOD FROM JUNE 14, 2020 THROUGH AND INCLUDING DECEMBER 23, 2020**

I, Christopher Marcus, being duly sworn, state the following under penalty of perjury:

1. I am the president of Christopher Marcus P.C., a partner in the law firm of Kirkland & Ellis LLP, located at 601 Lexington Ave., New York, New York 10022, and a partner of Kirkland & Ellis International, LLP (together with Kirkland & Ellis LLP, “K&E”).² I am one of the lead attorneys from K&E working on the above-captioned chapter 11 cases. I am a member in good standing of the Bar of the State of New York, and I have been admitted to practice in United States Bankruptcy Court for the Southern District of New York. There are no disciplinary proceedings pending against me.

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 used but not otherwise defined herein shall have the meaning as set forth in the Fee Application.

2. I have read the foregoing interim fee application of K&E, attorneys for the Debtors, for the Fee Period (the “Fee Application”). To the best of my knowledge, information and belief, the statements contained in the Fee Application are true and correct. In addition, I believe that the Fee Application complies with Local Bankruptcy Rule 2016-1 and 2016-2.

3. In connection therewith, I hereby certify that:

- a) to the best of my knowledge, information, and belief, formed after reasonable inquiry, the fees and disbursements sought in the Fee Application are permissible under the relevant rules, court orders, and Bankruptcy Code provisions, except as specifically set forth herein;
- b) except to the extent disclosed in the Fee Application, the fees and disbursements sought in the Fee Application are billed at rates customarily employed by K&E and generally accepted by K&E’s clients. In addition, none of the professionals seeking compensation varied their hourly rate based on the geographic location of the Debtors’ case;
- c) K&E is seeking compensation with respect to (i) the approximately 94.60 hours and \$77,629.00 in fees spent reviewing or revising time records and preparing, reviewing, and revising invoices;³
- d) in providing a reimbursable expense, K&E does not make a profit on that expense, whether the service is performed by K&E in-house or through a third party;
- e) in accordance with Rule 2016(a) of the Federal Rules of Bankruptcy Procedure and 11 U.S.C. § 504, no agreement or understanding exists between K&E and any other person for the sharing of compensation to be received in connection with the above cases except as authorized pursuant to the Bankruptcy Code, Bankruptcy Rules, and Local Bankruptcy Rules; and
- f) All services for which compensation is sought were professional services on behalf of the Debtors and not on behalf of any other person.

³ This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: March 8, 2021

Respectfully submitted,

/s/ Christopher Marcus

Christopher Marcus
as President of Christopher Marcus, P.C., as
Partner of Kirkland & Ellis LLP; and as Partner
of Kirkland & Ellis International LLP

Exhibit B

Retention Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	
	)	Chapter 11
)	
EXTRACTION OIL & GAS, INC. <i>et al.</i> , ¹	)	Case No. 20-11548 (CSS)
)	
Debtors.	)	(Jointly Administered)
)	
	)	Re: Docket Nos. 262 & 382

ORDER AUTHORIZING THE RETENTION
AND EMPLOYMENT OF KIRKLAND & ELLIS LLP
AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR
THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF JUNE 14, 2020

Upon the application (the “Application”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for the entry of an order (the “Order”) authorizing the Debtors to retain and employ Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, “Kirkland”) as their attorneys effective as of the Petition Date, pursuant to sections 327(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2014-1(a), 2016-1, and 9013-1(f) of the Local Bankruptcy Rules for the District of Delaware (the “Local Bankruptcy Rules”); and the Court having reviewed the Application, the Declaration of Christopher Marcus, the president of Christopher Marcus, P.C., a partner of Kirkland & Ellis LLP, and a partner of Kirkland & Ellis International LLP (the “Marcus

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 used but not otherwise defined herein shall have the meanings set forth in the Application.



Declaration”), and the declaration of Matthew R. Owens, the President and Chief Executive Officer of Extraction Oil & Gas, Inc. (the “Owens Declaration”); and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that the Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found based on the representations made in the Application and in the Marcus Declaration that (a) Kirkland does not hold or represent an interest adverse to the Debtors’ estates and (b) Kirkland is a “disinterested person” as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code; and the Court having found that the relief requested in the Application is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and the Court having found that the Debtors provided adequate and appropriate notice of the Application under the circumstances and that no other or further notice is required; and the Court having reviewed the Application and having heard statements in support of the Application at a hearing held before the Court (the “Hearing”); and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. The Application is granted to the extent set forth herein.
2. The Debtors are authorized to retain and employ Kirkland as their attorneys effective as of the Petition Date in accordance with the terms and conditions set forth in the Application and in the Engagement Letter attached hereto as **Exhibit 1**.

3. Kirkland is authorized to provide the Debtors with the professional services as described in the Application and the Engagement Letter. Specifically, but without limitation, Kirkland will render the following legal services:

- a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;
- b. advising and consulting on their conduct during these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties in interest;
- d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- i. advising the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors; and (iii) advising the Debtors on corporate and litigation matters.

4. Kirkland shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Bankruptcy Rules, and any other applicable procedures and orders of the Court. Kirkland also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as 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 as of November 1, 2013* (the "Revised UST Guidelines"), both in connection with the Application and the interim and final fee applications to be filed by Kirkland in these chapter 11 cases.

5. Kirkland is authorized without further order of the Court to apply amounts from the prepetition advance payment retainer to compensate and reimburse Kirkland for fees or expenses incurred on or prior to the Petition Date consistent with its ordinary course billing practice. At the conclusion of Kirkland's engagement by the Debtors, if the amount of any advance payment retainer held by Kirkland is in excess of the amount of Kirkland's outstanding and estimated fees, expenses, and costs, Kirkland will pay to the Debtors the amount by which any advance payment retainer exceeds such fees, expenses, and costs, in each case in accordance with the Engagement Letter.

6. Notwithstanding anything to the contrary in the Application, the Engagement Letter, or the Declarations attached to the Application, the reimbursement provisions allowing the reimbursement of fees and expenses incurred in connection with participating in, preparing for, or responding to any action, claim, suit, or proceeding brought by or against any party that relates to

the legal services provided under the Engagement Letter and fees for defending any objection to Kirkland's fee applications under the Bankruptcy Code are not approved.

7. Kirkland shall not charge a markup to the Debtors with respect to fees billed by contract attorneys who are hired by Kirkland to provide services to the Debtors and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

8. Kirkland shall provide ten-business-days' notice to the Debtors, the U.S. Trustee, and any official committee before any increases in the rates set forth in the Application or the Engagement Letter are implemented and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

9. The Debtors and Kirkland are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

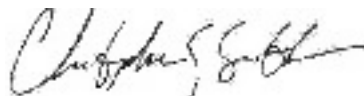
10. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Bankruptcy Rules are satisfied by the contents of the Application.

11. To the extent the Application, the Marcus Declaration, the Owens Declaration, or the Engagement Letter is inconsistent with this Order, the terms of this Order shall govern.

12. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

13. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: August 11th, 2020
Wilmington, Delaware



CHRISTOPHER S. SONTCHI
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Engagement Letter

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

Julian J. Seiguer, P.C.
To Call Writer Directly:
+1 713 836 3334
julian.seiguer@kirkland.com

609 Main Street
Houston, TX 77002
United States

+1 713 836 3600

www.kirkland.com

Facsimile:
+1 713 836 3601

March 18, 2020

Extraction Oil & Gas, Inc.
370 17th Street, Suite 5300
Denver, Colorado 80202
Attention: Eric J. Christ

Re: Retention to Provide Legal Services

Dear Eric,

We are very pleased that you have asked us to represent Extraction Oil & Gas, Inc. and only those subsidiaries listed in the addendum hereto, as the same may be supplemented from time to time (collectively, "Client") in connection with a potential restructuring. Please note, the Firm's representation is only of Client; the Firm does not and will not represent any direct or indirect shareholder, director, officer, partner, employee, affiliate, or joint venturer of Client or of any other entity.

General Terms. This retention letter (this "Agreement") sets forth the terms of Client's retention of Kirkland & Ellis LLP (and its affiliated entity Kirkland & Ellis International LLP (collectively, the "Firm")) to provide legal services and constitutes an agreement between the Firm and Client (the "Parties"). This Agreement sets forth the Parties' entire agreement for rendering professional services for the current matter, as well as for all other existing or future matters (collectively, the "Engagement"), except where the Parties otherwise agree in writing.

Fees. The Firm will bill Client for fees incurred at its regular hourly rates and in quarterly increments of an hour (or in smaller time increments as otherwise required by a court). The Firm reserves the right to adjust the Firm's billing rates from time to time in the ordinary course of the Firm's representation of Client.

Although the Firm will attempt to estimate fees to assist Client in Client's planning if requested, such estimates are subject to change and are not binding unless otherwise expressly and unequivocally stated in writing.

Expenses. Expenses related to providing services shall be included in the Firm's statements as disbursements advanced by the Firm on Client's behalf. Such expenses include photocopying, printing, scanning, witness fees, travel expenses, filing and recording fees, certain secretarial overtime, and other overtime expenses, postage, express mail, and messenger charges,

KIRKLAND & ELLIS LLP

Eric J. Christ
 March 18, 2020
 Page 2

deposition costs, computerized legal research charges, and other computer services, and miscellaneous other charges. Client shall pay directly (and is solely responsible for) certain larger costs, such as consultant or expert witness fees and expenses, and outside suppliers' or contractors' charges, unless otherwise agreed by the Parties. By executing this Agreement below, Client agrees to pay for all charges in accordance with the Firm's schedule of charges, a copy of which is attached hereto at Schedule 1, as revised from time to time.

Billing Procedures. The Firm's statements of fees and expenses are typically delivered monthly, but the Firm reserves the right to alter the timing of delivering its statements depending on circumstances. Client may have the statement in any reasonable format it chooses, but the Firm will select an initial format for the statement unless Client otherwise requests in writing. Depending on the circumstances, however, estimated or summary statements may be provided, with time and expense details to follow thereafter.

Retainer. Client agrees to provide to the Firm an "advance payment retainer," as defined in Rule 1.15(c) of the Illinois Rules of Professional Conduct, *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007), and *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein), in the amount of \$250,000. In addition, Client agrees to provide one or more additional advance payment retainers upon request by the Firm so that the amount of any advance payment retainers remains at or above the Firm's estimated fees and expenses. The Firm may apply the advance payment retainers to any outstanding fees as services are rendered and to expenses as they are incurred. Client understands and acknowledges that any advance payment retainers are earned by the Firm upon receipt, any advance payment retainers become the property of the Firm upon receipt, Client no longer has a property interest in any advance payment retainers upon the Firm's receipt, any advance payment retainers will be placed in the Firm's general account and will not be held in a client trust account, and Client will not earn any interest on any advance payment retainers; provided, however, that solely to the extent required under applicable law, at the conclusion of the Engagement, if the amount of any advance payment retainers held by the Firm is in excess of the amount of the Firm's outstanding and estimated fees, expenses, and costs, the Firm will pay to Client the amount by which any advance payment retainers exceed such fees, expenses, and costs. Client further understands and acknowledges that the use of advance payment retainers is an integral condition of the Engagement, and is necessary to ensure that: Client continues to have access to the Firm's services; the Firm is compensated for its representation of Client; the Firm is not a pre-petition creditor in the event of a Restructuring Case; and that in light of the foregoing, the provision of the advance payment retainers is in Client's best interests. The fact that Client has provided the Firm with an advance payment retainer does not affect Client's right to terminate the client-lawyer relationship.

Please be advised that there is another type of retainer known as a "security retainer," as defined in *Dowling v. Chicago Options Assoc.*, 875 N.E.2d at 1018, and *In re Caesars Entm't*

KIRKLAND & ELLIS LLP

Eric J. Christ
 March 18, 2020
 Page 3

Operating Co., Inc., No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein). A security retainer remains the property of the client until the lawyer applies it to charges for services that are actually rendered and expenses that are incurred. Any unearned funds are then returned to the client. In other circumstances not present here, the Firm would consider a security retainer and Client's funds would be held in the Firm's segregated client trust account until applied to pay fees and expenses. Funds in a security retainer, however, can be subject to claims of Client's creditors and, if taken by creditors, may leave Client unable to pay for ongoing legal services, which may result in the Firm being unable to continue the Engagement. Moreover, a security retainer creates clawback risks for the Firm in the event of an insolvency proceeding. The choice of the type of retainer to be used is Client's choice alone, but for the Engagement and for the reasons set forth above, the Firm is unwilling to represent Client in the Engagement without using the advance payment retainer.

Termination. The Engagement may be terminated by either Party at any time by written notice by or to Client. The Engagement will end at the earliest of (a) Client's termination of the Engagement, (b) the Firm's withdrawal, and (c) the substantial completion of the Firm's substantive work. If permission for withdrawal is required by a court, the Firm shall apply promptly for such permission, and termination shall coincide with the court order for withdrawal. If this Agreement or the Firm's services are terminated for any reason, such termination shall be effective only to terminate the Firm's services prospectively and all the other terms of this Agreement shall survive any such termination.

Upon cessation of the Firm's active involvement in a particular matter (even if the Firm continues active involvement in other matters on Client's behalf), the Firm will have no further duty to inform Client of future developments or changes in law as may be relevant to such matter. Further, unless the Parties mutually agree in writing to the contrary, the Firm will have no obligation to monitor renewal or notice dates or similar deadlines that may arise from the matters for which the Firm had been retained.

Cell Phone and E-Mail Communication. The Firm hereby informs Client and Client hereby acknowledges that the Firm's attorneys sometimes communicate with their clients and their clients' professionals and agents by cell telephone, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client does not wish the Firm to discuss privileged matters on cell telephones with Client or Client's professionals or agents.

The Firm hereby informs Client and Client hereby acknowledges that the Firm's attorneys sometimes communicate with their clients and their clients' professionals and agents by unencrypted e-mail, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must

KIRKLAND & ELLIS LLP

Eric J. Christ
March 18, 2020
Page 4

inform the Firm if Client wishes to institute a system to encode all e-mail between the Firm and Client or Client's professionals or agents.

File Retention. All records and files will be retained and disposed of in compliance with the Firm's policy in effect from time to time. Subject to future changes, it is the Firm's current policy generally not to retain records relating to a matter for more than five years. Upon Client's prior written request, the Firm will return client records that are Client's property to Client prior to their destruction. It is not administratively feasible for the Firm to advise Client of the closing of a matter or the disposal of records. The Firm recommends, therefore, that Client maintain Client's own files for reference or submit a written request for Client's client files promptly upon conclusion of a matter. Notwithstanding anything to the contrary herein, Client acknowledges and agrees that any applicable privilege of Client (including any attorney-client and work product privilege or any duty of confidentiality) (collectively, the "**Privileges**") belongs to Client alone and not to any successor entity (including without limitation the Client after a change in control or other similar restructuring or non-restructuring transaction (including without limitation a reorganized Client after the effective date of a plan of reorganization), whether through merger, asset or equity sale, business combination, or otherwise, irrespective of whether such transaction occurs in a Restructuring Case or on an out-of-court basis (in each case, a "**Transaction**"). Client hereby waives any right, title, and interest of such successor entity to all information, data, documents, or communications in any format covered by the Privileges that is in the possession of the Firm ("**Firm Materials**"), to the extent that such successor entity had any right, title, and interest to such Firm Materials. For the avoidance of doubt, Client agrees and acknowledges that after a Transaction, such successor entity shall have no right to claim or waive the Privileges or request the return of any such Firm Materials; instead, such Firm Materials shall remain in the Firm's sole possession and control for its exclusive use, and the Firm will (a) not waive any Privileges or disclose the Firm Materials, (b) take all reasonable steps to ensure that the Privileges survive and remain in full force and effect, and (c) assert the Privileges to prevent disclosure of any Firm Materials.

Data Protection. You further agree that, if you provide us with personal data, you have complied with applicable data protection legislation and that we may process such personal data in accordance with our Data Transfer and Privacy Policy at www.kirkland.com. We process your personal data in order to (i) carry out work for you; (ii) share the data with third parties such as expert witnesses and other professional advisers if our work requires; (iii) comply with applicable laws and regulations and (iv) provide you with information relating to our Firm and its services.

Conflicts of Interest. As is customary for a law firm of the Firm's size, there are numerous business entities, with which Client currently has relationships that the Firm has represented or currently represents in matters unrelated to Client. The Firm notes that the Firm currently represents or has represented Credit Suisse AG, UBS Investment Bank, Goldman Sachs, Morgan Stanley, Yorktown Partners LLC, and BlackRock Inc. or their respective affiliates (collectively,

KIRKLAND & ELLIS LLP

Eric J. Christ
March 18, 2020
Page 5

the “Interested Parties”) and will continue to do so in such unrelated matters. Because Client is engaged in activities (and may in the future engage in additional activities) in which Client’s interests may diverge from those of the Interested Parties or the Firm’s other clients, the possibility exists that the Interested Parties or one of the Firm’s clients may take positions adverse to Client.

Further, in undertaking the representation of Client, the Firm wants to be fair not only to Client’s interests but also to those of the Firm’s other clients. Because Client is engaged in activities (and may in the future engage in additional activities) in which its interests may diverge from those of the Firm’s other clients, the possibility exists that one of the Firm’s current or future clients may take positions adverse to Client (including litigation or other dispute resolution mechanisms) in a matter in which such other client may have retained the Firm or one of Client’s adversaries may retain the Firm in a matter adverse to another entity or person.

In the event a present conflict of interest exists between Client and the Firm’s other clients or in the event one arises in the future, Client agrees to waive any such conflict of interest or other objection that would preclude the Firm’s representation of another client (a) in other current or future matters substantially unrelated to the Engagement or (b) other than during a Restructuring Case (as defined below), in other matters related to Client (such representation an “Allowed Adverse Representation”). By way of example, such Allowed Adverse Representations might take the form of, among other contexts: litigation (including arbitration, mediation and other forms of dispute resolution); transactional work (including consensual and non-consensual merger, acquisition, and takeover situations, financings, and commercial agreements); counseling (including advising direct adversaries and competitors); and restructuring (including bankruptcy, insolvency, financial distress, recapitalization, equity and debt workouts, and other transactions or adversarial adjudicative proceedings related to any of the foregoing and similar matters).

Client also agrees that it will not, for itself or any other entity or person, assert that either (i) the Firm’s representation of Client or any of Client’s affiliates in any past, present, or future matter or (ii) the Firm’s actual or possible possession of confidential information belonging to Client or any of Client’s affiliates is a basis to disqualify the Firm from representing another entity or person in any Allowed Adverse Representation. Client further agrees that any Allowed Adverse Representation does not breach any duty that the Firm owes to Client or any of Client’s affiliates. Client also agrees that the Firm’s representation in the Engagement is solely of Client and that no member or other entity or person related to it (such as a shareholder, parent, subsidiary, affiliate, director, officer, partner, employee, or joint venturer) has the status of a client for conflict of interest purposes.

In addition, if a waiver of a conflict of interest necessary to allow the Firm to represent another client in a matter that is not substantially related to the Engagement is not effective for any reason, Client agrees that the Firm may withdraw from the Engagement. Should that occur, Client will not, for itself or any other entity or person, seek to preclude such termination of services or

KIRKLAND & ELLIS LLP

Eric J. Christ
March 18, 2020
Page 6

assert that either (a) the Firm's representation of Client or any of Client's affiliates in any past, present, or future matter or (b) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing such other client or acting on such adverse matter.

It is important that you review this letter carefully and consider all of the advantages and disadvantages of waiving certain conflicts of interests that would otherwise bar the Firm from representing parties with interests adverse to you during the time in which the Firm is representing you. You also understand that because this waiver includes future issues and future clients that are unknown and unknowable at this time, it is impossible to provide you with any more details about those prospective clients and matters. Thus, in choosing to execute this waiver, you have recognized the inherent uncertainty about the array of potential matters and clients the Firm might take on in matters that are adverse to you but have nonetheless decided it is in your interest to waive conflicts of interest regarding the Allowed Adverse Representations and waive rights to prohibit the Firm's potential withdrawal should a conflict waiver prove ineffectual.

The Firm informs Client that certain entities owned by current or former Firm attorneys and senior staff ("attorney investment entities") have investments in funds or companies that may, directly or indirectly, be affiliated with Client, hold investments in Client's debt or equity securities, may be adverse to Client, or conduct commercial transactions with Client (each, a "Passive Holding"). The attorney investment entities are passive and have no management or other control rights in such funds or companies. The Firm notes that other persons may in the future assert that a Passive Holding creates, in certain circumstances, a conflict between the Firm's exercise of its independent professional judgment in rendering advice to Client and the financial interest of Firm attorneys participating in the attorney investment entities, and such other persons might seek to limit Client's ability to use the Firm to advise Client on a particular matter. While the Firm cannot control what a person might assert or seek, the Firm believes that the Firm's judgment will not be compromised by virtue of any Passive Holding. Please let us know if Client has any questions or concerns regarding the Passive Holdings. By executing this letter, Client acknowledges the Firm's disclosure of the foregoing.

Restructuring Cases. If it becomes necessary for Client to commence a restructuring case under chapter 11 of the U.S. Bankruptcy Code (a "Restructuring Case"), the Firm's ongoing employment by Client will be subject to the approval of the court with jurisdiction over the petition. If necessary, the Firm will take steps necessary to prepare the disclosure materials required in connection with the Firm's retention as lead restructuring counsel. In the near term, the Firm will begin conflicts checks on potentially interested parties as provided by Client.

If necessary, the Firm will prepare a preliminary draft of a schedule describing the Firm's relationships with certain interested parties (the "Disclosure Schedule"). The Firm will give Client a draft of the Disclosure Schedule once it is available. Although the Firm believes that these

KIRKLAND & ELLIS LLP

Eric J. Christ
March 18, 2020
Page 7

relationships do not constitute actual conflicts of interest, these relationships must be described and disclosed in Client's application to the court to retain the Firm.

If in the Firm's determination a conflict of interest arises in Client's Restructuring Case requiring separate conflicts counsel, then Client will be required to use separate conflicts counsel in those matters.

No Guarantee of Success. It is impossible to provide any promise or guarantee about the outcome of Client's matters. Nothing in this Agreement or any statement by Firm staff or attorneys constitutes a promise or guarantee. Any comments about the outcome of Client's matter are simply expressions of judgment and are not binding on the Firm.

Consent to Use of Information. In connection with future materials that, for marketing purposes, describe facets of the Firm's law practice and recite examples of matters the Firm handles on behalf of clients, Client agrees that, if those materials avoid disclosing Client's confidences and secrets as defined by applicable ethical rules, they may identify Client as a client, may contain factual synopses of Client's matters, and may indicate generally the results achieved.

Reimbursement of Fees and Expenses. Client agrees to promptly reimburse the Firm for all internal or external fees and expenses, including the amount of the Firm's attorney and paralegal time at normal billing rates, as incurred by the Firm in connection with participating in, preparing for, or responding to any action, claim, objection, suit, or proceeding brought by or against any third-party that relates to the legal services provided by the Firm under this Agreement. Without limiting the scope of the foregoing, and by way of example only, this paragraph extends to all such fees and expenses incurred by the Firm: in responding to document subpoenas, and preparing for and testifying at depositions and trials; and with respect to the filing, preparation, prosecution or defense of any applications by the Firm for approval of fees and expenses in a judicial, arbitral, or similar proceeding. Further, Client understands, acknowledges, and agrees that in connection with a Restructuring Case, if Client has not objected to the payment of a Firm invoice or to a Firm fee and expense application, has in fact paid such invoice, or has approved such fee and expense application, then Client waives its right (and the right of any successor entity as a result of a Transaction or otherwise) to subsequently object to the payment of fees and expenses covered by such invoice or fee application.

LLP. Kirkland & Ellis LLP is a limited liability partnership organized under the laws of Illinois, and Kirkland & Ellis International LLP is a limited liability partnership organized under the laws of Delaware. Pursuant to those statutory provisions, an obligation incurred by a limited liability partnership, whether arising in tort, contract or otherwise, is solely the obligation of the limited liability partnership, and partners are not personally liable, directly or indirectly, by way of indemnification, contribution, assessment or otherwise, for such obligation solely by reason of being or so acting as a partner.

KIRKLAND & ELLIS LLP

Eric J. Christ
March 18, 2020
Page 8

Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Illinois, without giving effect to the conflicts of law principles thereof.

Miscellaneous. This Agreement sets forth the Parties' entire agreement for rendering professional services. It can be amended or modified only in writing and not orally or by course of conduct. Each Party signing below is jointly and severally responsible for all obligations due to the Firm and represents that each has full authority to execute this Agreement so that it is binding. This Agreement may be signed in one or more counterparts and binds each Party countersigning below, whether or not any other proposed signatory ever executes it. If any provision of this Agreement or the application thereof is held invalid or unenforceable, the invalidity or unenforceability shall not affect other provisions or applications of this Agreement which can be given effect without such provisions or application, and to this end the provisions of this Agreement are declared to be severable. Any agreement or waiver contained herein by Client extends to any assignee or successor in interest to Client, including without limitation the reorganized Client upon and after the effective date of a plan of reorganization in a Restructuring Case.

This Agreement is the product of arm's-length negotiations between sophisticated parties, and Client acknowledges that it is experienced with respect to the retention of legal counsel. Therefore, the Parties acknowledge and agree that any otherwise applicable rule of contract construction or interpretation which provides that ambiguities shall be construed against the drafter (and all similar rules of contract construction or interpretation) shall not apply to this Agreement. The Parties further acknowledge that the Firm is not advising Client with respect to this Agreement because the Firm would have a conflict of interest in doing so, and that Client has consulted (or had the opportunity to consult) with legal counsel of its own choosing. Client further acknowledges that Client has entered into this Agreement and agreed to all of its terms and conditions voluntarily and fully-informed, based on adequate information and Client's own independent judgment. The Parties further acknowledge that they intend for this Agreement to be effective and fully enforceable upon its execution and to be relied upon by the Parties.

* * *

KIRKLAND & ELLIS LLP

Eric J. Christ
March 18, 2020
Page 9

Please confirm your agreement with the arrangements described in this letter by signing the enclosed copy of this letter in the space provided below and returning it to us. Please understand that, if we do not receive a signed copy of this letter within twenty-one days, we will withdraw from representing you in this Engagement.


Very truly yours,

KIRKLAND & ELLIS LLP

By: 
Printed Name: Julian J. Seiguer, P.C.
Title: Partner

Agreed and accepted this 30th day of March, 2020.

Extraction Oil & Gas, Inc.

By: 
Name: Eric J. Christ
Title: Vice President, General Counsel and
Corporate Secretary

KIRKLAND & ELLIS LLP

Eric J. Christ
March 18, 2020
Page 10

ADDENDUM: List of Client Subsidiaries

7N, LLC

8 North, LLC

Elevation Midstream, LLC

Extraction Finance Corp.

Mountaintop Minerals, LLC

Table Mountain Resources, LLC

XOG Services, LLC

XTR Midstream, LLC

Axis Exploration, LLC

Northwest Corridor Holdings, LLC

KIRKLAND & ELLIS LLP

Eric J. Christ
March 18, 2020
Page 11

KIRKLAND & ELLIS LLP

CLIENT-REIMBURSABLE EXPENSES AND OTHER CHARGES

Effective 01/01/2019

The following outlines Kirkland & Ellis LLP's ("K&E LLP") policies and standard charges for various services performed by K&E LLP and/or by other third parties on behalf of the client which are often ancillary to our legal services. Services provided by in-house K&E LLP personnel are for the convenience of our clients. Given that these services are often ancillary to our legal services, in certain instances it may be appropriate and/or more cost efficient for these services to be outsourced to a third-party vendor. If services are provided beyond those outlined below, pricing will be based on K&E LLP's approximate cost and/or comparable market pricing.

- **Duplicating, Reprographics and Printing:** The following list details K&E LLP's charges for duplicating, reprographics and printing services:
 - ▶ Black and White Copy or Print (all sizes of paper):
 - \$0.16 per impression for all U.S. offices
 - €0.10 per impression in Munich
 - £0.15 per impression in London
 - HK\$1.50 per impression in Hong Kong
 - RMB1.00 per impression in Beijing and Shanghai
 - ▶ Color Copy or Print (all sizes of paper):
 - \$0.55 per impression
 - ▶ Scanned Images:
 - \$0.16 per page for black and white or color scans
 - ▶ Other Services:
 - CD/DVD Duplicating or Mastering - \$7/\$10 per CD/DVD
 - Binding - \$0.70 per binding
 - Large or specialized binders - \$13/\$27
 - Tabs - \$0.13 per item
 - OCR/File Conversion - \$0.03 per page
 - Large Format Printing - \$1.00 per sq. ft.
- **Secretarial and Word Processing:** Clients are not charged for secretarial and word processing activities incurred on their matters during standard business hours.
- **Overtime Charges:** Clients will be charged for overtime costs for secretarial and document services work if either (i) the client has specifically requested the after-

KIRKLAND & ELLIS LLP

Eric J. Christ
March 18, 2020
Page 12

hours work or (ii) the nature of the work being done for the client necessitates out-of-hours overtime and such work could not have been done during normal working hours. If these conditions are satisfied, costs for related overtime meals and transportation also will be charged.

- **Travel Expenses:** We charge clients our out-of-pocket costs for travel expenses including associated travel agency fees. We charge coach fares (business class for international flights) unless the client has approved business-class, first-class or an upgrade. K&E LLP personnel are instructed to incur only reasonable airfare, hotel and meal expenses. K&E LLP negotiates, uses, and passes along volume discount hotel and air rates whenever practicable. However, certain retrospective rebates may not be passed along.
- **Catering Charges:** Clients will be charged for any in-house catering service provided in connection with client matters.
- **Communication Expenses:** We do not charge clients for telephone calls or faxes made from K&E LLP's offices with the exception of third-party conference calls and videoconferences.

Charges incurred for conference calls, videoconferences, cellular telephones, and calls made from other third-party locations will be charged to the client at the actual cost incurred. Further, other telecommunication expenses incurred at third-party locations (e.g., phone lines at trial sites, Internet access, etc.) will be charged to the client at the actual cost incurred.

- **Overnight Delivery/Postage:** We charge clients for the actual cost of overnight and special delivery (e.g., Express Mail, FedEx, and DHL), and U.S. postage for materials mailed on the client's behalf. K&E LLP negotiates, uses, and passes along volume discount rates whenever practicable.
- **Messengers:** We charge clients for the actual cost of a third party vendor messenger.
- **Library Research Services:** Library Research staff provides research and document retrieval services at the request of attorneys, and clients are charged per hour for these services. Any expenses incurred in connection with the request, such as outside retrieval service or online research charges, are passed on to the client at cost, including any applicable discounts.

KIRKLAND & ELLIS LLP

Eric J. Christ
March 18, 2020
Page 13

- **Online Research Charges:** K&E LLP charges for costs incurred in using third-party online research services in connection with a client matter. K&E LLP negotiates and uses discounts or special rates for online research services whenever possible and practicable and passes through the full benefit of any savings to the client based on actual usage.
- **Inter-Library Loan Services:** Our standard client charge for inter-library loan services when a K&E LLP library employee borrows a book from an outside source is \$25 per title. There is no client charge for borrowing books from K&E LLP libraries in other cities or from outside collections when the title is part of the K&E LLP collection but unavailable.
- **Off-Site Legal Files Storage:** Clients are not charged for off-site storage of files unless the storage charge is approved in advance.
- **Electronic Data Storage:** K&E LLP will not charge clients for costs to store electronic data and files on K&E LLP's systems if the data stored does not exceed 100 gigabytes (GB). If the data stored for a specific client exceeds 100GB, K&E LLP will charge clients \$4.00 per month/per GB for all network data stored until the data is either returned to the client or properly disposed of. For e-discovery data on the Relativity platform, K&E LLP will also charge clients \$4.00 per month/per GB until the data is either returned to the client or properly disposed of.
- **Calendar Court Services:** Our standard charge is \$25 for a court filing and other court services or transactions.
- **Supplies:** There is no client charge for standard office supplies. Clients are charged for special items (e.g., a minute book, exhibit tabs/indexes/dividers, binding, etc.) and then at K&E LLP's actual cost.
- **Contract Attorneys and Contract Non-Attorney Billers:** If there is a need to utilize a contract attorney or contract non-attorney on a client engagement, clients will be charged a standard hourly rate for these billers unless other specific billing arrangements are agreed between K&E LLP and client.
- **Expert Witnesses, Experts of Other Types, and Other Third Party Consultants:** If there is a need to utilize an expert witness, expert of other type, or other third party consultant such as accountants, investment bankers, academicians, other attorneys, etc. on a client engagement, clients will be requested to retain or pay these individuals directly unless specific billing arrangements are agreed between K&E LLP and client.

KIRKLAND & ELLIS LLP

Eric J. Christ
March 18, 2020
Page 14

- **Third Party Expenditures:** Third party expenditures (e.g., corporate document and lien searches, lease of office space at Trial location, IT equipment rental, SEC and regulatory filings, etc.) incurred on behalf of a client, will be passed through to the client at actual cost. If the invoice exceeds \$50,000, it is K&E LLP's policy that wherever possible such charges will be directly billed to the client. In those circumstances where this is not possible, K&E LLP will seek reimbursement from our client prior to paying the vendor.

Unless otherwise noted, charges billed in foreign currencies are determined annually based on current U.S. charges at an appropriate exchange rate.

Exhibit C

Engagement Letter

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

Julian J. Seiguer, P.C.
To Call Writer Directly:
+1 713 836 3334
julian.seiguer@kirkland.com

609 Main Street
Houston, TX 77002
United States
+1 713 836 3600
www.kirkland.com

Facsimile:
+1 713 836 3601

March 18, 2020

Extraction Oil & Gas, Inc.
370 17th Street, Suite 5300
Denver, Colorado 80202
Attention: Eric J. Christ

Re: Retention to Provide Legal Services

Dear Eric,

We are very pleased that you have asked us to represent Extraction Oil & Gas, Inc. and only those subsidiaries listed in the addendum hereto, as the same may be supplemented from time to time (collectively, "Client") in connection with a potential restructuring. Please note, the Firm's representation is only of Client; the Firm does not and will not represent any direct or indirect shareholder, director, officer, partner, employee, affiliate, or joint venturer of Client or of any other entity.

General Terms. This retention letter (this "Agreement") sets forth the terms of Client's retention of Kirkland & Ellis LLP (and its affiliated entity Kirkland & Ellis International LLP (collectively, the "Firm")) to provide legal services and constitutes an agreement between the Firm and Client (the "Parties"). This Agreement sets forth the Parties' entire agreement for rendering professional services for the current matter, as well as for all other existing or future matters (collectively, the "Engagement"), except where the Parties otherwise agree in writing.

Fees. The Firm will bill Client for fees incurred at its regular hourly rates and in quarterly increments of an hour (or in smaller time increments as otherwise required by a court). The Firm reserves the right to adjust the Firm's billing rates from time to time in the ordinary course of the Firm's representation of Client.

Although the Firm will attempt to estimate fees to assist Client in Client's planning if requested, such estimates are subject to change and are not binding unless otherwise expressly and unequivocally stated in writing.

Expenses. Expenses related to providing services shall be included in the Firm's statements as disbursements advanced by the Firm on Client's behalf. Such expenses include photocopying, printing, scanning, witness fees, travel expenses, filing and recording fees, certain secretarial overtime, and other overtime expenses, postage, express mail, and messenger charges,

KIRKLAND & ELLIS LLP

Eric J. Christ
March 18, 2020
Page 2

deposition costs, computerized legal research charges, and other computer services, and miscellaneous other charges. Client shall pay directly (and is solely responsible for) certain larger costs, such as consultant or expert witness fees and expenses, and outside suppliers' or contractors' charges, unless otherwise agreed by the Parties. By executing this Agreement below, Client agrees to pay for all charges in accordance with the Firm's schedule of charges, a copy of which is attached hereto at Schedule 1, as revised from time to time.

Billing Procedures. The Firm's statements of fees and expenses are typically delivered monthly, but the Firm reserves the right to alter the timing of delivering its statements depending on circumstances. Client may have the statement in any reasonable format it chooses, but the Firm will select an initial format for the statement unless Client otherwise requests in writing. Depending on the circumstances, however, estimated or summary statements may be provided, with time and expense details to follow thereafter.

Retainer. Client agrees to provide to the Firm an "advance payment retainer," as defined in Rule 1.15(c) of the Illinois Rules of Professional Conduct, *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007), and *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein), in the amount of \$250,000. In addition, Client agrees to provide one or more additional advance payment retainers upon request by the Firm so that the amount of any advance payment retainers remains at or above the Firm's estimated fees and expenses. The Firm may apply the advance payment retainers to any outstanding fees as services are rendered and to expenses as they are incurred. Client understands and acknowledges that any advance payment retainers are earned by the Firm upon receipt, any advance payment retainers become the property of the Firm upon receipt, Client no longer has a property interest in any advance payment retainers upon the Firm's receipt, any advance payment retainers will be placed in the Firm's general account and will not be held in a client trust account, and Client will not earn any interest on any advance payment retainers; provided, however, that solely to the extent required under applicable law, at the conclusion of the Engagement, if the amount of any advance payment retainers held by the Firm is in excess of the amount of the Firm's outstanding and estimated fees, expenses, and costs, the Firm will pay to Client the amount by which any advance payment retainers exceed such fees, expenses, and costs. Client further understands and acknowledges that the use of advance payment retainers is an integral condition of the Engagement, and is necessary to ensure that: Client continues to have access to the Firm's services; the Firm is compensated for its representation of Client; the Firm is not a pre-petition creditor in the event of a Restructuring Case; and that in light of the foregoing, the provision of the advance payment retainers is in Client's best interests. The fact that Client has provided the Firm with an advance payment retainer does not affect Client's right to terminate the client-lawyer relationship.

Please be advised that there is another type of retainer known as a "security retainer," as defined in *Dowling v. Chicago Options Assoc.*, 875 N.E.2d at 1018, and *In re Caesars Entm't*

KIRKLAND & ELLIS LLP

Eric J. Christ
March 18, 2020
Page 3

Operating Co., Inc., No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein). A security retainer remains the property of the client until the lawyer applies it to charges for services that are actually rendered and expenses that are incurred. Any unearned funds are then returned to the client. In other circumstances not present here, the Firm would consider a security retainer and Client's funds would be held in the Firm's segregated client trust account until applied to pay fees and expenses. Funds in a security retainer, however, can be subject to claims of Client's creditors and, if taken by creditors, may leave Client unable to pay for ongoing legal services, which may result in the Firm being unable to continue the Engagement. Moreover, a security retainer creates clawback risks for the Firm in the event of an insolvency proceeding. The choice of the type of retainer to be used is Client's choice alone, but for the Engagement and for the reasons set forth above, the Firm is unwilling to represent Client in the Engagement without using the advance payment retainer.

Termination. The Engagement may be terminated by either Party at any time by written notice by or to Client. The Engagement will end at the earliest of (a) Client's termination of the Engagement, (b) the Firm's withdrawal, and (c) the substantial completion of the Firm's substantive work. If permission for withdrawal is required by a court, the Firm shall apply promptly for such permission, and termination shall coincide with the court order for withdrawal. If this Agreement or the Firm's services are terminated for any reason, such termination shall be effective only to terminate the Firm's services prospectively and all the other terms of this Agreement shall survive any such termination.

Upon cessation of the Firm's active involvement in a particular matter (even if the Firm continues active involvement in other matters on Client's behalf), the Firm will have no further duty to inform Client of future developments or changes in law as may be relevant to such matter. Further, unless the Parties mutually agree in writing to the contrary, the Firm will have no obligation to monitor renewal or notice dates or similar deadlines that may arise from the matters for which the Firm had been retained.

Cell Phone and E-Mail Communication. The Firm hereby informs Client and Client hereby acknowledges that the Firm's attorneys sometimes communicate with their clients and their clients' professionals and agents by cell telephone, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client does not wish the Firm to discuss privileged matters on cell telephones with Client or Client's professionals or agents.

The Firm hereby informs Client and Client hereby acknowledges that the Firm's attorneys sometimes communicate with their clients and their clients' professionals and agents by unencrypted e-mail, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must

KIRKLAND & ELLIS LLP

Eric J. Christ
March 18, 2020
Page 4

inform the Firm if Client wishes to institute a system to encode all e-mail between the Firm and Client or Client's professionals or agents.

File Retention. All records and files will be retained and disposed of in compliance with the Firm's policy in effect from time to time. Subject to future changes, it is the Firm's current policy generally not to retain records relating to a matter for more than five years. Upon Client's prior written request, the Firm will return client records that are Client's property to Client prior to their destruction. It is not administratively feasible for the Firm to advise Client of the closing of a matter or the disposal of records. The Firm recommends, therefore, that Client maintain Client's own files for reference or submit a written request for Client's client files promptly upon conclusion of a matter. Notwithstanding anything to the contrary herein, Client acknowledges and agrees that any applicable privilege of Client (including any attorney-client and work product privilege or any duty of confidentiality) (collectively, the "**Privileges**") belongs to Client alone and not to any successor entity (including without limitation the Client after a change in control or other similar restructuring or non-restructuring transaction (including without limitation a reorganized Client after the effective date of a plan of reorganization), whether through merger, asset or equity sale, business combination, or otherwise, irrespective of whether such transaction occurs in a Restructuring Case or on an out-of-court basis (in each case, a "**Transaction**"). Client hereby waives any right, title, and interest of such successor entity to all information, data, documents, or communications in any format covered by the Privileges that is in the possession of the Firm ("**Firm Materials**"), to the extent that such successor entity had any right, title, and interest to such Firm Materials. For the avoidance of doubt, Client agrees and acknowledges that after a Transaction, such successor entity shall have no right to claim or waive the Privileges or request the return of any such Firm Materials; instead, such Firm Materials shall remain in the Firm's sole possession and control for its exclusive use, and the Firm will (a) not waive any Privileges or disclose the Firm Materials, (b) take all reasonable steps to ensure that the Privileges survive and remain in full force and effect, and (c) assert the Privileges to prevent disclosure of any Firm Materials.

Data Protection. You further agree that, if you provide us with personal data, you have complied with applicable data protection legislation and that we may process such personal data in accordance with our Data Transfer and Privacy Policy at www.kirkland.com. We process your personal data in order to (i) carry out work for you; (ii) share the data with third parties such as expert witnesses and other professional advisers if our work requires; (iii) comply with applicable laws and regulations and (iv) provide you with information relating to our Firm and its services.

Conflicts of Interest. As is customary for a law firm of the Firm's size, there are numerous business entities, with which Client currently has relationships that the Firm has represented or currently represents in matters unrelated to Client. The Firm notes that the Firm currently represents or has represented Credit Suisse AG, UBS Investment Bank, Goldman Sachs, Morgan Stanley, Yorktown Partners LLC, and BlackRock Inc. or their respective affiliates (collectively,

KIRKLAND & ELLIS LLP

Eric J. Christ
March 18, 2020
Page 5

the “Interested Parties”) and will continue to do so in such unrelated matters. Because Client is engaged in activities (and may in the future engage in additional activities) in which Client’s interests may diverge from those of the Interested Parties or the Firm’s other clients, the possibility exists that the Interested Parties or one of the Firm’s clients may take positions adverse to Client.

Further, in undertaking the representation of Client, the Firm wants to be fair not only to Client’s interests but also to those of the Firm’s other clients. Because Client is engaged in activities (and may in the future engage in additional activities) in which its interests may diverge from those of the Firm’s other clients, the possibility exists that one of the Firm’s current or future clients may take positions adverse to Client (including litigation or other dispute resolution mechanisms) in a matter in which such other client may have retained the Firm or one of Client’s adversaries may retain the Firm in a matter adverse to another entity or person.

In the event a present conflict of interest exists between Client and the Firm’s other clients or in the event one arises in the future, Client agrees to waive any such conflict of interest or other objection that would preclude the Firm’s representation of another client (a) in other current or future matters substantially unrelated to the Engagement or (b) other than during a Restructuring Case (as defined below), in other matters related to Client (such representation an “Allowed Adverse Representation”). By way of example, such Allowed Adverse Representations might take the form of, among other contexts: litigation (including arbitration, mediation and other forms of dispute resolution); transactional work (including consensual and non-consensual merger, acquisition, and takeover situations, financings, and commercial agreements); counseling (including advising direct adversaries and competitors); and restructuring (including bankruptcy, insolvency, financial distress, recapitalization, equity and debt workouts, and other transactions or adversarial adjudicative proceedings related to any of the foregoing and similar matters).

Client also agrees that it will not, for itself or any other entity or person, assert that either (i) the Firm’s representation of Client or any of Client’s affiliates in any past, present, or future matter or (ii) the Firm’s actual or possible possession of confidential information belonging to Client or any of Client’s affiliates is a basis to disqualify the Firm from representing another entity or person in any Allowed Adverse Representation. Client further agrees that any Allowed Adverse Representation does not breach any duty that the Firm owes to Client or any of Client’s affiliates. Client also agrees that the Firm’s representation in the Engagement is solely of Client and that no member or other entity or person related to it (such as a shareholder, parent, subsidiary, affiliate, director, officer, partner, employee, or joint venturer) has the status of a client for conflict of interest purposes.

In addition, if a waiver of a conflict of interest necessary to allow the Firm to represent another client in a matter that is not substantially related to the Engagement is not effective for any reason, Client agrees that the Firm may withdraw from the Engagement. Should that occur, Client will not, for itself or any other entity or person, seek to preclude such termination of services or

KIRKLAND & ELLIS LLP

Eric J. Christ
March 18, 2020
Page 6

assert that either (a) the Firm's representation of Client or any of Client's affiliates in any past, present, or future matter or (b) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing such other client or acting on such adverse matter.

It is important that you review this letter carefully and consider all of the advantages and disadvantages of waiving certain conflicts of interests that would otherwise bar the Firm from representing parties with interests adverse to you during the time in which the Firm is representing you. You also understand that because this waiver includes future issues and future clients that are unknown and unknowable at this time, it is impossible to provide you with any more details about those prospective clients and matters. Thus, in choosing to execute this waiver, you have recognized the inherent uncertainty about the array of potential matters and clients the Firm might take on in matters that are adverse to you but have nonetheless decided it is in your interest to waive conflicts of interest regarding the Allowed Adverse Representations and waive rights to prohibit the Firm's potential withdrawal should a conflict waiver prove ineffectual.

The Firm informs Client that certain entities owned by current or former Firm attorneys and senior staff ("attorney investment entities") have investments in funds or companies that may, directly or indirectly, be affiliated with Client, hold investments in Client's debt or equity securities, may be adverse to Client, or conduct commercial transactions with Client (each, a "Passive Holding"). The attorney investment entities are passive and have no management or other control rights in such funds or companies. The Firm notes that other persons may in the future assert that a Passive Holding creates, in certain circumstances, a conflict between the Firm's exercise of its independent professional judgment in rendering advice to Client and the financial interest of Firm attorneys participating in the attorney investment entities, and such other persons might seek to limit Client's ability to use the Firm to advise Client on a particular matter. While the Firm cannot control what a person might assert or seek, the Firm believes that the Firm's judgment will not be compromised by virtue of any Passive Holding. Please let us know if Client has any questions or concerns regarding the Passive Holdings. By executing this letter, Client acknowledges the Firm's disclosure of the foregoing.

Restructuring Cases. If it becomes necessary for Client to commence a restructuring case under chapter 11 of the U.S. Bankruptcy Code (a "Restructuring Case"), the Firm's ongoing employment by Client will be subject to the approval of the court with jurisdiction over the petition. If necessary, the Firm will take steps necessary to prepare the disclosure materials required in connection with the Firm's retention as lead restructuring counsel. In the near term, the Firm will begin conflicts checks on potentially interested parties as provided by Client.

If necessary, the Firm will prepare a preliminary draft of a schedule describing the Firm's relationships with certain interested parties (the "Disclosure Schedule"). The Firm will give Client a draft of the Disclosure Schedule once it is available. Although the Firm believes that these

KIRKLAND & ELLIS LLP

Eric J. Christ
March 18, 2020
Page 7

relationships do not constitute actual conflicts of interest, these relationships must be described and disclosed in Client's application to the court to retain the Firm.

If in the Firm's determination a conflict of interest arises in Client's Restructuring Case requiring separate conflicts counsel, then Client will be required to use separate conflicts counsel in those matters.

No Guarantee of Success. It is impossible to provide any promise or guarantee about the outcome of Client's matters. Nothing in this Agreement or any statement by Firm staff or attorneys constitutes a promise or guarantee. Any comments about the outcome of Client's matter are simply expressions of judgment and are not binding on the Firm.

Consent to Use of Information. In connection with future materials that, for marketing purposes, describe facets of the Firm's law practice and recite examples of matters the Firm handles on behalf of clients, Client agrees that, if those materials avoid disclosing Client's confidences and secrets as defined by applicable ethical rules, they may identify Client as a client, may contain factual synopses of Client's matters, and may indicate generally the results achieved.

Reimbursement of Fees and Expenses. Client agrees to promptly reimburse the Firm for all internal or external fees and expenses, including the amount of the Firm's attorney and paralegal time at normal billing rates, as incurred by the Firm in connection with participating in, preparing for, or responding to any action, claim, objection, suit, or proceeding brought by or against any third-party that relates to the legal services provided by the Firm under this Agreement. Without limiting the scope of the foregoing, and by way of example only, this paragraph extends to all such fees and expenses incurred by the Firm: in responding to document subpoenas, and preparing for and testifying at depositions and trials; and with respect to the filing, preparation, prosecution or defense of any applications by the Firm for approval of fees and expenses in a judicial, arbitral, or similar proceeding. Further, Client understands, acknowledges, and agrees that in connection with a Restructuring Case, if Client has not objected to the payment of a Firm invoice or to a Firm fee and expense application, has in fact paid such invoice, or has approved such fee and expense application, then Client waives its right (and the right of any successor entity as a result of a Transaction or otherwise) to subsequently object to the payment of fees and expenses covered by such invoice or fee application.

LLP. Kirkland & Ellis LLP is a limited liability partnership organized under the laws of Illinois, and Kirkland & Ellis International LLP is a limited liability partnership organized under the laws of Delaware. Pursuant to those statutory provisions, an obligation incurred by a limited liability partnership, whether arising in tort, contract or otherwise, is solely the obligation of the limited liability partnership, and partners are not personally liable, directly or indirectly, by way of indemnification, contribution, assessment or otherwise, for such obligation solely by reason of being or so acting as a partner.

KIRKLAND & ELLIS LLP

Eric J. Christ
March 18, 2020
Page 8

Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Illinois, without giving effect to the conflicts of law principles thereof.

Miscellaneous. This Agreement sets forth the Parties' entire agreement for rendering professional services. It can be amended or modified only in writing and not orally or by course of conduct. Each Party signing below is jointly and severally responsible for all obligations due to the Firm and represents that each has full authority to execute this Agreement so that it is binding. This Agreement may be signed in one or more counterparts and binds each Party countersigning below, whether or not any other proposed signatory ever executes it. If any provision of this Agreement or the application thereof is held invalid or unenforceable, the invalidity or unenforceability shall not affect other provisions or applications of this Agreement which can be given effect without such provisions or application, and to this end the provisions of this Agreement are declared to be severable. Any agreement or waiver contained herein by Client extends to any assignee or successor in interest to Client, including without limitation the reorganized Client upon and after the effective date of a plan of reorganization in a Restructuring Case.

This Agreement is the product of arm's-length negotiations between sophisticated parties, and Client acknowledges that it is experienced with respect to the retention of legal counsel. Therefore, the Parties acknowledge and agree that any otherwise applicable rule of contract construction or interpretation which provides that ambiguities shall be construed against the drafter (and all similar rules of contract construction or interpretation) shall not apply to this Agreement. The Parties further acknowledge that the Firm is not advising Client with respect to this Agreement because the Firm would have a conflict of interest in doing so, and that Client has consulted (or had the opportunity to consult) with legal counsel of its own choosing. Client further acknowledges that Client has entered into this Agreement and agreed to all of its terms and conditions voluntarily and fully-informed, based on adequate information and Client's own independent judgment. The Parties further acknowledge that they intend for this Agreement to be effective and fully enforceable upon its execution and to be relied upon by the Parties.

* * *

KIRKLAND & ELLIS LLP

Eric J. Christ
March 18, 2020
Page 9

Please confirm your agreement with the arrangements described in this letter by signing the enclosed copy of this letter in the space provided below and returning it to us. Please understand that, if we do not receive a signed copy of this letter within twenty-one days, we will withdraw from representing you in this Engagement.


Very truly yours,

KIRKLAND & ELLIS LLP

By: 
Printed Name: Julian J. Seiguer, P.C.
Title: Partner

Agreed and accepted this 30th day of March, 2020.

Extraction Oil & Gas, Inc.

By: 
Name: Eric J. Christ
Title: Vice President, General Counsel and
Corporate Secretary

KIRKLAND & ELLIS LLP

Eric J. Christ
March 18, 2020
Page 10

ADDENDUM: List of Client Subsidiaries

7N, LLC

8 North, LLC

Elevation Midstream, LLC

Extraction Finance Corp.

Mountaintop Minerals, LLC

Table Mountain Resources, LLC

XOG Services, LLC

XTR Midstream, LLC

Axis Exploration, LLC

Northwest Corridor Holdings, LLC

KIRKLAND & ELLIS LLP

Eric J. Christ
March 18, 2020
Page 11

KIRKLAND & ELLIS LLP

CLIENT-REIMBURSABLE EXPENSES AND OTHER CHARGES

Effective 01/01/2019

The following outlines Kirkland & Ellis LLP's ("K&E LLP") policies and standard charges for various services performed by K&E LLP and/or by other third parties on behalf of the client which are often ancillary to our legal services. Services provided by in-house K&E LLP personnel are for the convenience of our clients. Given that these services are often ancillary to our legal services, in certain instances it may be appropriate and/or more cost efficient for these services to be outsourced to a third-party vendor. If services are provided beyond those outlined below, pricing will be based on K&E LLP's approximate cost and/or comparable market pricing.

- **Duplicating, Reprographics and Printing:** The following list details K&E LLP's charges for duplicating, reprographics and printing services:
 - ▶ Black and White Copy or Print (all sizes of paper):
 - \$0.16 per impression for all U.S. offices
 - €0.10 per impression in Munich
 - £0.15 per impression in London
 - HK\$1.50 per impression in Hong Kong
 - RMB1.00 per impression in Beijing and Shanghai
 - ▶ Color Copy or Print (all sizes of paper):
 - \$0.55 per impression
 - ▶ Scanned Images:
 - \$0.16 per page for black and white or color scans
 - ▶ Other Services:
 - CD/DVD Duplicating or Mastering - \$7/\$10 per CD/DVD
 - Binding - \$0.70 per binding
 - Large or specialized binders - \$13/\$27
 - Tabs - \$0.13 per item
 - OCR/File Conversion - \$0.03 per page
 - Large Format Printing - \$1.00 per sq. ft.
- **Secretarial and Word Processing:** Clients are not charged for secretarial and word processing activities incurred on their matters during standard business hours.
- **Overtime Charges:** Clients will be charged for overtime costs for secretarial and document services work if either (i) the client has specifically requested the after-

KIRKLAND & ELLIS LLP

Eric J. Christ
March 18, 2020
Page 12

hours work or (ii) the nature of the work being done for the client necessitates out-of-hours overtime and such work could not have been done during normal working hours. If these conditions are satisfied, costs for related overtime meals and transportation also will be charged.

- **Travel Expenses:** We charge clients our out-of-pocket costs for travel expenses including associated travel agency fees. We charge coach fares (business class for international flights) unless the client has approved business-class, first-class or an upgrade. K&E LLP personnel are instructed to incur only reasonable airfare, hotel and meal expenses. K&E LLP negotiates, uses, and passes along volume discount hotel and air rates whenever practicable. However, certain retrospective rebates may not be passed along.
- **Catering Charges:** Clients will be charged for any in-house catering service provided in connection with client matters.
- **Communication Expenses:** We do not charge clients for telephone calls or faxes made from K&E LLP's offices with the exception of third-party conference calls and videoconferences.

Charges incurred for conference calls, videoconferences, cellular telephones, and calls made from other third-party locations will be charged to the client at the actual cost incurred. Further, other telecommunication expenses incurred at third-party locations (e.g., phone lines at trial sites, Internet access, etc.) will be charged to the client at the actual cost incurred.

- **Overnight Delivery/Postage:** We charge clients for the actual cost of overnight and special delivery (e.g., Express Mail, FedEx, and DHL), and U.S. postage for materials mailed on the client's behalf. K&E LLP negotiates, uses, and passes along volume discount rates whenever practicable.
- **Messengers:** We charge clients for the actual cost of a third party vendor messenger.
- **Library Research Services:** Library Research staff provides research and document retrieval services at the request of attorneys, and clients are charged per hour for these services. Any expenses incurred in connection with the request, such as outside retrieval service or online research charges, are passed on to the client at cost, including any applicable discounts.

KIRKLAND & ELLIS LLP

Eric J. Christ
March 18, 2020
Page 13

- **Online Research Charges:** K&E LLP charges for costs incurred in using third-party online research services in connection with a client matter. K&E LLP negotiates and uses discounts or special rates for online research services whenever possible and practicable and passes through the full benefit of any savings to the client based on actual usage.
- **Inter-Library Loan Services:** Our standard client charge for inter-library loan services when a K&E LLP library employee borrows a book from an outside source is \$25 per title. There is no client charge for borrowing books from K&E LLP libraries in other cities or from outside collections when the title is part of the K&E LLP collection but unavailable.
- **Off-Site Legal Files Storage:** Clients are not charged for off-site storage of files unless the storage charge is approved in advance.
- **Electronic Data Storage:** K&E LLP will not charge clients for costs to store electronic data and files on K&E LLP's systems if the data stored does not exceed 100 gigabytes (GB). If the data stored for a specific client exceeds 100GB, K&E LLP will charge clients \$4.00 per month/per GB for all network data stored until the data is either returned to the client or properly disposed of. For e-discovery data on the Relativity platform, K&E LLP will also charge clients \$4.00 per month/per GB until the data is either returned to the client or properly disposed of.
- **Calendar Court Services:** Our standard charge is \$25 for a court filing and other court services or transactions.
- **Supplies:** There is no client charge for standard office supplies. Clients are charged for special items (e.g., a minute book, exhibit tabs/indexes/dividers, binding, etc.) and then at K&E LLP's actual cost.
- **Contract Attorneys and Contract Non-Attorney Billers:** If there is a need to utilize a contract attorney or contract non-attorney on a client engagement, clients will be charged a standard hourly rate for these billers unless other specific billing arrangements are agreed between K&E LLP and client.
- **Expert Witnesses, Experts of Other Types, and Other Third Party Consultants:** If there is a need to utilize an expert witness, expert of other type, or other third party consultant such as accountants, investment bankers, academicians, other attorneys, etc. on a client engagement, clients will be requested to retain or pay these individuals directly unless specific billing arrangements are agreed between K&E LLP and client.

KIRKLAND & ELLIS LLP

Eric J. Christ
March 18, 2020
Page 14

- **Third Party Expenditures:** Third party expenditures (e.g., corporate document and lien searches, lease of office space at Trial location, IT equipment rental, SEC and regulatory filings, etc.) incurred on behalf of a client, will be passed through to the client at actual cost. If the invoice exceeds \$50,000, it is K&E LLP's policy that wherever possible such charges will be directly billed to the client. In those circumstances where this is not possible, K&E LLP will seek reimbursement from our client prior to paying the vendor.

Unless otherwise noted, charges billed in foreign currencies are determined annually based on current U.S. charges at an appropriate exchange rate.

Exhibit D

Budget and Staffing Plan

Budget and Staffing Plan**(For Matter Categories for the Period Beginning on September 1, 2020 and Ending on December 23, 2020)****Budget**

Matter Number	Project Category Description	Hours Budgeted	Total Compensation Budgeted
24	Chapter 11 Filing	0 - 0	\$0 - \$0
25	Adversary Proceedings/Contested Matters	2,849 -3,846	\$3,200,500 - \$4,321,000
26	Automatic Stay Matters	166 - 224	\$173,000 - \$234,000
27	Business Operations	139 - 188	\$173,000 - \$234,000
28	Case Administration	289 - 390	\$259,500 - \$350,000
29	Cash Management	120 - 162	\$86,500 - \$117,000
30	DIP/Cash Collateral	663 - 895	\$605,500 - \$817,000
31	Claims Administration	108 - 146	\$86,500 - \$117,000
32	Committee Matters	236 -319	\$259,500 - \$350,000
33	Corporate and Governance Matters	241 -325	\$259,500 - \$350,000
34	Vendor and Creditor Communications	51 - 69	\$43,250 - \$58,000
35	Disclosure Statement/Plan/Confirmation	662 -894	\$778,500 - \$1,051,000
36	Employee Matters	117 - 158	\$173,000 - \$234,000
37	Executory Contracts/Unexpired Leases	202 - 273	\$173,000 - \$234,000
38	Hearings	480 - 648	\$519,000 - \$701,000
39	Insurance and Surety Matters	21 - 28	\$17,300 - \$23,000
40	Retention K&E	228 - 308	\$173,000 - \$234,000
41	Retention Non-K&E	204 - 275	\$173,000 - \$234,000
42	Tax Issues	95 - 128	\$86,500 - \$117,000
43	Non-Working Travel Time	0 - 0	\$0 - \$0
44	US Trustee Communication & Statutory Reporting	49 - 66	\$43,250 - \$58,000
45	Use, Sale, and Disposition of Property	705 - 952	\$692,000 - \$934,000
46	Utilities	22 - 30	\$17,300 - \$23,000
47	Expenses	N/A	N/A
48	Environmental Issues	8 - 11	\$8,650 - \$12,000
49	Schedules/SOFA	41 - 55	\$43,250 - \$58,000 -
50	Rights Offering/Exit Financing	494 - 667	\$605,500 - \$817,000
Total		8,190 - 11,057	\$8,650,000 - \$11,678,000

Staffing Plan

Category of Timekeeper	Number of Timekeepers Expected to Perform Work Across All Matters During the Budget Period	Average Hourly Rate¹
Partner	15	\$1,306
Counsel		
Associate	34	\$859
Legal Assistant	5	\$375
Case Assistant		
Project Assistant	2	\$408
Total	56	\$849

¹ The Average Hourly Rate is a weighted average based on the individual hourly rate of, and projected number of hours worked by, each timekeeper over the course of the chapter 11 cases.

Exhibit E

Voluntary Rate Disclosures

- The blended hourly rate for all K&E domestic timekeepers (including both professionals and paraprofessionals) who billed to non-bankruptcy matters (collectively, the “Non-Bankruptcy Matters”)¹ during the 12-month period ending on December 2020 (the “Comparable Period”) was, in the aggregate, approximately **\$995.51** per hour (the-“Non-Bankruptcy Blended Hourly Rate”).²
- The blended hourly rate for all K&E timekeepers (including both professionals and paraprofessionals) who billed to the Debtors during the Fee Period was approximately **\$953.80** per hour (the “Debtor Blended Hourly Rate”).³
- A detailed comparison of these rates is as follows:

Position at K&E	Debtor Blended Hourly Rate for This Fee Application	Non-Bankruptcy Blended Hourly Rate
Partner	\$1,283.42	\$1,361.58
Of Counsel	-	\$1,056.62
Associate	\$855.67	\$834.62
Visiting Attorney	-	\$604.02
Law Clerk	-	\$355.35
Paralegal	\$373.48	\$388.38
Junior Paralegal	\$274.92	\$253.36
Support Staff	\$327.13	\$332.63
Total	\$953.80	\$995.51

¹ It is the nature of K&E’s practice that certain non-bankruptcy engagements require the advice and counsel of professionals and paraprofessionals who work primarily within K&E’s Restructuring Group. Accordingly, “Non-Bankruptcy Matters” consist of matters for which K&E domestic timekeepers represented a client in a matter other than an in-court bankruptcy proceeding. Moreover, the Non-Bankruptcy Matters include time billed by K&E domestic timekeepers who work primarily within K&E’s Restructuring Group.

² K&E calculated the blended rate for Non-Bankruptcy Matters by dividing the *total dollar amount* billed by K&E domestic timekeepers to the Non-Bankruptcy Matters during the Comparable Period by the *total number of hours* billed by K&E domestic timekeepers to the Non-Bankruptcy Matters during the Comparable Period.

³ K&E calculated the blended rate for timekeepers who billed to the Debtors by dividing the *total dollar amount billed* by such timekeepers during the Fee Period by the *total number of hours billed* by such timekeepers during the Fee Period.

Exhibit F

Summary of Total Fees Incurred and Hours Billed During the Fee Period

Attorney Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
Olivia Adendorff, P.C.	Partner	Litigation - Antitrust/Competition	2009	\$490.00	0.40	N/A	\$1,225.00	\$1,225.00	\$490.00
Douglas E. Bacon, P.C.	Partner	Corporate - M&A/Private Equity	2002	\$439,978.50	294.30	N/A	\$1,495.00	\$1,495.00	\$439,978.50
Brooksany Barrowes	Partner	Energy Regulatory	2004	\$174,984.50	130.10	N/A	\$1,345.00	\$1,345.00	\$174,984.50
Will W. Bos, P.C.	Partner	Corporate - Debt Finance	2003	\$241,792.50	156.50	N/A	\$1,545.00	\$1,545.00	\$241,792.50
Andrew T. Calder, P.C.	Partner	Corporate - M&A/Private Equity	2003	\$2,512.50	1.50	N/A	\$1,675.00	\$1,675.00	\$2,512.50
Mark Dundon, P.C.	Partner	Taxation	2008	\$71,400.00	52.50	N/A	\$1,360.00	\$1,360.00	\$71,400.00
Brian C. Greene, P.C.	Partner	Corporate - Debt Finance	2011	\$61,605.50	48.70	N/A	\$1,265.00	\$1,265.00	\$61,605.50
George W. Hicks Jr., P.C.	Partner	Litigation - Appellate	2006	\$58,534.00	45.20	N/A	\$1,295.00	\$1,295.00	\$58,534.00
Stephen Jacobson, P.C.	Partner	Executive Compensation	2007	\$51,870.00	38.00	N/A	\$1,365.00	\$1,365.00	\$51,870.00
Christopher Marcus, P.C.	Partner	Restructuring	2000	\$794,937.00	486.20	N/A	\$1,635.00	\$1,635.00	\$794,937.00
Shaun J. Mathew, P.C.	Partner	Corporate - M&A/Private Equity	2008	\$2,430.00	2.00	N/A	\$1,215.00	\$1,215.00	\$2,430.00
Mark McKane, P.C.	Partner	Litigation - General	1999	\$702.50	0.50	N/A	\$1,405.00	\$1,405.00	\$702.50
Scott D. Price, P.C.	Partner	Executive Compensation	1998	\$16,840.50	10.30	N/A	\$1,635.00	\$1,635.00	\$16,840.50
Anna G. Rotman, P.C.	Partner	Litigation - General	2004	\$987,240.00	692.80	N/A	\$1,425.00	\$1,425.00	\$987,240.00
Julian J. Seiguer, P.C.	Partner	Corporate - Capital Markets	2013	\$336,076.00	224.80	N/A	\$1,495.00	\$1,495.00	\$336,076.00
David R. Seligman, P.C.	Partner	Restructuring	1996	\$2,452.50	1.50	N/A	\$1,635.00	\$1,635.00	\$2,452.50
Anthony Speier, P.C.	Partner	Corporate - M&A/Private Equity	2005	\$12,259.00	8.20	N/A	\$1,495.00	\$1,495.00	\$12,259.00
Paul D. Tanaka, P.C.	Partner	Environment - Transactional	2003	\$73,032.00	53.70	N/A	\$1,360.00	\$1,360.00	\$73,032.00
David Wheat, P.C.	Partner	Taxation	1988	\$457.50	0.30	N/A	\$1,525.00	\$1,525.00	\$457.50
Bill Arnault	Partner	Litigation - General	2009	\$333,889.00	286.60	N/A	\$1,165.00	\$1,165.00	\$333,889.00
Jamie Alan Aycock	Partner	Litigation - General	2005	\$935,350.50	816.90	N/A	\$1,145.00	\$1,145.00	\$935,350.50
Alexandra N. Farmer	Partner	Environment - Transactional	2009	\$4,495.50	3.70	N/A	\$1,215.00	\$1,215.00	\$4,495.50

Bryan D. Flannery	Partner	Corporate - Capital Markets	2014	\$102,944.50	90.70	N/A	\$1,135.00	\$1,135.00	\$102,944.50
Robert S. Fleishman	Partner	Energy Regulatory	1980	\$2,517.50	1.90	N/A	\$1,325.00	\$1,325.00	\$2,517.50
Jonathan G.C. Fombonne	Partner	Litigation - General	2014	\$8,569.00	8.20	N/A	\$1,045.00	\$1,045.00	\$8,569.00
Phil Vincent Giglio	Partner	Corporate - Investment Funds	2014	\$1,362.00	1.20	N/A	\$1,135.00	\$1,135.00	\$1,362.00
Susan D. Golden	Partner	Restructuring	1988	\$13,747.50	11.70	N/A	\$1,175.00	\$1,175.00	\$13,747.50
Scott J. Gordon	Partner	Corporate - Derivatives	1995	\$48,527.50	29.50	N/A	\$1,645.00	\$1,645.00	\$48,527.50
Christopher S.C. Heasley	Partner	Corporate - M&A/Private Equity	2013	\$69,550.50	59.70	N/A	\$1,165.00	\$1,165.00	\$69,550.50
Erik Hepler	Partner	Corporate - Debt Finance	1990	\$1,148.00	0.80	N/A	\$1,435.00	\$1,435.00	\$1,148.00
Carla A.R. Hine	Partner	Litigation - Antitrust/Competition	2005	\$4,310.50	3.70	N/A	\$1,165.00	\$1,165.00	\$4,310.50
Stephanie Jeane	Partner	Executive Compensation	2013	\$23,721.50	20.90	N/A	\$1,135.00	\$1,135.00	\$23,721.50
Sydney Jones	Partner	Labor & Employment	2014	\$940.50	0.90	N/A	\$1,045.00	\$1,025.00	\$922.50
Jonathan E. Kidwell	Partner	Environment - Transactional	2009	\$617.50	0.50	N/A	\$1,235.00	\$1,235.00	\$617.50
R.D. Kohut	Partner	Labor & Employment	2004	\$10,810.00	9.20	N/A	\$1,175.00	\$1,175.00	\$10,810.00
Mitch McClellan	Partner	Corporate - Debt Finance	2014	\$42,108.50	37.10	N/A	\$1,135.00	\$1,085.00	\$40,253.50
Alexandra Mihalas	Partner	Employee Benefits	1991	\$2,950.00	2.00	N/A	\$1,475.00	\$1,475.00	\$2,950.00
Nick Niles	Partner	Litigation - General	2011	\$1,449.50	1.30	N/A	\$1,115.00	\$1,115.00	\$1,449.50
Jeffrey S. Quinn	Partner	Employee Benefits	1998	\$17,050.00	12.40	N/A	\$1,375.00	\$1,375.00	\$17,050.00
Harker Rhodes	Partner	Litigation - Appellate	2014	\$876.00	0.80	N/A	\$1,095.00	\$1,095.00	\$876.00
Alex Rose	Partner	Corporate - M&A/Private Equity	2012	\$940.00	0.80	N/A	\$1,175.00	\$1,175.00	\$940.00
Nathan Santamaria	Partner	Corporate - Debt Finance	2010	\$12,925.00	11.00	N/A	\$1,175.00	\$1,175.00	\$12,925.00
Ian Sherwin	Partner	Executive Compensation	2011	\$4,767.00	4.20	N/A	\$1,135.00	\$1,135.00	\$4,767.00
Chad Michael Smith, P.C.	Partner	Corporate - M&A/Private Equity	2011	\$216,999.00	178.60	N/A	\$1,215.00	\$1,215.00	\$216,999.00
David M. Thompson	Partner	Corporate - M&A/Private Equity	2013	\$81,266.00	71.60	N/A	\$1,135.00	\$1,135.00	\$81,266.00
Enoch Varner	Partner	Corporate - M&A/Private Equity	2011	\$592,600.50	495.90	N/A	\$1,195.00	\$1,195.00	\$592,600.50
Wayne E. Williams	Partner	Corporate - Capital Markets	2006	\$819.00	0.60	N/A	\$1,365.00	\$1,365.00	\$819.00
Kenneth A. Young	Partner	Litigation - General	2013	\$907,582.50	868.50	N/A	\$1,045.00	\$1,045.00	\$907,582.50

Nicholas Adzima	Associate	Restructuring	2019	\$83,102.00	112.30	N/A	\$740.00	\$740.00	\$83,102.00
Nicholas Adzima	Associate	Restructuring	2019	\$655,889.00	776.20	N/A	\$845.00	\$740.00	\$574,388.00
Osaro Aifuwa	Associate	Corporate - Debt Finance	2017	\$29,321.50	34.70	N/A	\$845.00	\$845.00	\$29,321.50
Osaro Aifuwa	Associate	Corporate - Debt Finance	2017	\$15,633.00	16.20	N/A	\$965.00	\$845.00	\$13,689.00
Andrew Jay Allen	Associate	Corporate - General	2018	\$2,368.00	3.20	N/A	\$740.00	\$740.00	\$2,368.00
Taylor John Anthony	Associate	Corporate - Capital Markets	2016	\$16,019.00	16.60	N/A	\$965.00	\$965.00	\$16,019.00
Taylor John Anthony	Associate	Corporate - Capital Markets	2016	\$8,176.50	7.90	N/A	\$1,035.00	\$965.00	\$7,623.50
Ben A. Barnes	Associate	Litigation - General	2012	\$163,385.00	159.40	N/A	\$1,025.00	\$1,025.00	\$163,385.00
Isaac Bate	Associate	Corporate - M&A/Private Equity	2018	\$71,149.00	84.20	N/A	\$845.00	\$845.00	\$71,149.00
Nicholas Benham	Associate	Litigation - General	Pending	\$144,265.00	236.50	N/A	\$610.00	\$610.00	\$144,265.00
Diana Clough Benton	Associate	Litigation - General	2019	\$26,535.00	43.50	N/A	\$610.00	\$610.00	\$26,535.00
Adam Louis Birnbaum	Associate	Corporate - General	2019	\$24,461.00	40.10	N/A	\$610.00	\$610.00	\$24,461.00
Adam Louis Birnbaum	Associate	Corporate - General	2019	\$211,418.00	285.70	N/A	\$740.00	\$610.00	\$174,277.00
Cade C. Boland	Associate	Litigation - General	2021	\$6,832.00	11.20	N/A	\$610.00	\$610.00	\$6,832.00
Simon Briefel	Associate	Restructuring	2018	\$222,742.00	263.60	N/A	\$845.00	\$845.00	\$222,742.00
Tyler Burgess	Associate	Environment - Transactional	2014	\$9,210.50	10.90	N/A	\$845.00	\$845.00	\$9,210.50
Chris Burkhalter	Associate	Litigation - General	Pending	\$132,830.00	143.60	N/A	\$925.00	\$925.00	\$132,830.00
Eugenio J. Cardenas	Associate	Corporate - Capital Markets	2017	\$50,452.50	46.50	N/A	\$1,085.00	\$1,085.00	\$50,452.50
Lauren Cates	Associate	Executive Compensation	2015	\$8,288.00	11.20	N/A	\$740.00	\$740.00	\$8,288.00
John Christian	Associate	Litigation - General	2018	\$18,632.50	25.70	N/A	\$725.00	\$725.00	\$18,632.50
John Christian	Associate	Litigation - General	2018	\$96,192.00	115.20	N/A	\$835.00	\$725.00	\$83,520.00
Justin W. Clune	Associate	Corporate - M&A/Private Equity	2016	\$21,712.50	22.50	N/A	\$965.00	\$965.00	\$21,712.50
Justin W. Clune	Associate	Corporate - M&A/Private Equity	2016	\$278,001.00	268.60	N/A	\$1,035.00	\$965.00	\$259,199.00
Stephanie Cohen	Associate	Restructuring	2018	\$52,614.00	71.10	N/A	\$740.00	\$740.00	\$52,614.00
Stephanie Cohen	Associate	Restructuring	2018	\$165,197.50	195.50	N/A	\$845.00	\$740.00	\$144,670.00
Gabrielle Degelia	Associate	Litigation - General	2019	\$10,657.50	14.70	N/A	\$725.00	\$725.00	\$10,657.50

James Dolphin III	Associate	Environment - Transactional	2015	\$12,316.50	11.90	N/A	\$1,035.00	\$1,035.00	\$12,316.50
James Dolphin III	Associate	Environment - Transactional	2015	\$11,284.00	10.40	N/A	\$1,085.00	\$1,035.00	\$10,764.00
Juliana Dowling	Associate	Litigation - General	Pending	\$8,418.00	13.80	N/A	\$610.00	\$610.00	\$8,418.00
Ross Fiedler	Associate	Restructuring	2019	\$50,616.00	68.40	N/A	\$740.00	\$740.00	\$50,616.00
Ross Fiedler	Associate	Restructuring	2019	\$277,751.50	328.70	N/A	\$845.00	\$740.00	\$243,238.00
Jon D. Fish	Associate	Litigation - General	2021	\$10,980.00	18.00	N/A	\$610.00	\$610.00	\$10,980.00
Ciara Foster	Associate	Restructuring	2017	\$36,091.00	37.40	N/A	\$965.00	\$965.00	\$36,091.00
Ciara Foster	Associate	Restructuring	2017	\$28,255.50	27.30	N/A	\$1,035.00	\$965.00	\$26,344.50
Christopher Fox	Associate	Corporate - Capital Markets	2015	\$79,096.50	72.90	N/A	\$1,085.00	\$1,085.00	\$79,096.50
Matt Gibson	Associate	Corporate - General	2019	\$79,698.00	107.70	N/A	\$740.00	\$740.00	\$79,698.00
Brian Guerinot	Associate	Corporate - General	2019	\$1,406.00	1.90	N/A	\$740.00	\$740.00	\$1,406.00
Jordan M. Hartman	Associate	Executive Compensation	2017	\$2,112.50	2.50	N/A	\$845.00	\$845.00	\$2,112.50
Alia Y. Heintz	Associate	Corporate - M&A/Private Equity	2016	\$2,691.00	2.60	N/A	\$1,035.00	\$1,035.00	\$2,691.00
Zac Henderson	Associate	Litigation - General	2018	\$3,480.00	4.80	N/A	\$725.00	\$725.00	\$3,480.00
Maggie Hoffman	Associate	Corporate - General	2018	\$4,662.00	6.30	N/A	\$740.00	\$740.00	\$4,662.00
Maggie Hoffman	Associate	Corporate - M&A/Private Equity	2018	\$6,337.50	7.50	N/A	\$845.00	\$740.00	\$5,550.00
Maggie Hoffman	Associate	Corporate - General	2018	\$24,927.50	29.50	N/A	\$845.00	\$740.00	\$21,830.00
Mya Johnson	Associate	Corporate - General	2017	\$13,013.00	15.40	N/A	\$845.00	\$845.00	\$13,013.00
Grant Jones	Associate	Litigation - General	2018	\$513,441.50	614.90	N/A	\$835.00	\$835.00	\$513,441.50
Sydney Jones	Associate	Labor & Employment	2014	\$1,537.50	1.50	N/A	\$1,025.00	\$1,025.00	\$1,537.50
Sydney Jones	Associate	Labor & Employment	2014	\$6,165.50	5.90	N/A	\$1,045.00	\$1,025.00	\$6,047.50
Ammaar Joya	Associate	Energy Regulatory	2016	\$2,562.00	4.20	N/A	\$610.00	\$610.00	\$2,562.00
Ammaar Joya	Associate	Energy Regulatory	2016	\$27,972.00	37.80	N/A	\$740.00	\$610.00	\$23,058.00
Jack Kelly	Associate	Corporate - M&A/Private Equity	2019	\$4,440.00	6.00	N/A	\$740.00	\$740.00	\$4,440.00
Shan A. Khan	Associate	Corporate - Debt Finance	2015	\$87,451.00	80.60	N/A	\$1,085.00	\$1,085.00	\$87,451.00
Daniel J. Kirksey	Associate	Corporate - General	2018	\$15,762.00	21.30	N/A	\$740.00	\$740.00	\$15,762.00
Daniel J. Kirksey	Associate	Corporate - General	2018	\$118,976.00	140.80	N/A	\$845.00	\$740.00	\$104,192.00
Steven R. Lackey	Associate	Corporate - Capital Markets	2017	\$8,685.00	9.00	N/A	\$965.00	\$965.00	\$8,685.00
Andrew C. Lawrence	Associate	Litigation - Appellate	2015	\$88,765.00	86.60	N/A	\$1,025.00	\$1,025.00	\$88,765.00
Kevin Liang	Associate	Restructuring	2018	\$39,589.00	64.90	N/A	\$610.00	\$610.00	\$39,589.00
Kevin Liang	Associate	Restructuring	2018	\$221,112.00	298.80	N/A	\$740.00	\$610.00	\$182,268.00
Andrew L. Lombardo	Associate	Corporate - M&A/Private Equity	2017	\$34,476.00	40.80	N/A	\$845.00	\$845.00	\$34,476.00

Andrew L. Lombardo	Associate	Corporate - M&A/Private Equity	2017	\$207,089.00	214.60	N/A	\$965.00	\$845.00	\$181,337.00
James Long	Associate	Corporate - M&A/Private Equity	2017	\$11,966.00	12.40	N/A	\$965.00	\$965.00	\$11,966.00
Caleb Lowery	Associate	Corporate - Capital Markets	2016	\$11,676.50	12.10	N/A	\$965.00	\$965.00	\$11,676.50
Caleb Lowery	Associate	Corporate - Capital Markets	2016	\$18,319.50	17.70	N/A	\$1,035.00	\$965.00	\$17,080.50
Courtney Loyack	Associate	Taxation	2019	\$5,805.00	9.00	N/A	\$645.00	\$645.00	\$5,805.00
Courtney Loyack	Associate	Taxation	2019	\$80,619.50	102.70	N/A	\$785.00	\$645.00	\$66,241.50
R.J. Malenfant	Associate	Corporate - M&A/Private Equity	2014	\$794.50	0.70	N/A	\$1,135.00	\$1,135.00	\$794.50
Zach R. Manning	Associate	Restructuring	2018	\$338.00	0.40	N/A	\$845.00	\$845.00	\$338.00
Rebecca J. Marston	Associate	Restructuring	2021	\$75,945.00	124.50	N/A	\$610.00	\$610.00	\$75,945.00
Caleb Martin	Associate	Corporate - General	2020	\$36,478.00	59.80	N/A	\$610.00	\$610.00	\$36,478.00
Diego Jorge Martinez-Krippner	Associate	Litigation - General	2017	\$104,876.00	125.60	N/A	\$835.00	\$835.00	\$104,876.00
Mitch McClellan	Associate	Corporate - Debt Finance	2014	\$3,472.00	3.20	N/A	\$1,085.00	\$1,085.00	\$3,472.00
Mitch McClellan	Associate	Corporate - Debt Finance	2014	\$83,195.50	73.30	N/A	\$1,135.00	\$1,085.00	\$79,530.50
Rebekah Sills McEntire	Associate	Litigation - General	2016	\$281,977.50	275.10	N/A	\$1,025.00	\$1,025.00	\$281,977.50
Ryan Edward McNulty	Associate	Corporate - General	2019	\$4,144.00	5.60	N/A	\$740.00	\$740.00	\$4,144.00
Christian Menefee	Associate	Litigation - General	2013	\$318,725.00	305.00	N/A	\$1,045.00	\$1,045.00	\$318,725.00
Melissa Mertz	Associate	Restructuring	Pending	\$82,594.00	135.40	N/A	\$610.00	\$610.00	\$82,594.00
Colin Mize	Associate	Corporate - M&A/Private Equity	2017	\$11,999.00	14.20	N/A	\$845.00	\$845.00	\$11,999.00
Colin Mize	Associate	Corporate - M&A/Private Equity	2017	\$16,212.00	16.80	N/A	\$965.00	\$845.00	\$14,196.00
Eric Mossor	Associate	Corporate - General	2019	\$2,738.00	3.70	N/A	\$740.00	\$740.00	\$2,738.00
Kathleen Murray	Associate	Litigation - General	2021	\$9,028.00	14.80	N/A	\$610.00	\$610.00	\$9,028.00
Arthur Patrick Muszynski	Associate	Corporate - General	2019	\$27,267.00	44.70	N/A	\$610.00	\$610.00	\$27,267.00
Arthur Patrick Muszynski	Associate	Corporate - General	2019	\$144,152.00	194.80	N/A	\$740.00	\$610.00	\$118,828.00
Aisha M. Noor	Associate	Corporate - Debt Finance	2017	\$1,774.50	2.10	N/A	\$845.00	\$845.00	\$1,774.50
Aisha M. Noor	Associate	Corporate - Debt Finance	2017	\$177,560.00	184.00	N/A	\$965.00	\$845.00	\$155,480.00

Orla Patricia O'Callaghan	Associate	Litigation - General	2018	\$190,463.50	228.10	N/A	\$835.00	\$835.00	\$190,463.50
Alastair Papworth	Associate	Corporate - M&A/Private Equity	2016	\$828.00	0.80	N/A	\$1,035.00	\$1,035.00	\$828.00
John Phelan	Associate	Corporate - General	2019	\$2,072.00	2.80	N/A	\$740.00	\$740.00	\$2,072.00
Jackson Phinney	Associate	Labor & Employment	2019	\$725.00	1.00	N/A	\$725.00	\$725.00	\$725.00
Jackson Phinney	Associate	Labor & Employment	2019	\$3,841.00	4.60	N/A	\$835.00	\$725.00	\$3,335.00
Ashley Pincock	Associate	Corporate - General	2020	\$57,340.00	94.00	N/A	\$610.00	\$610.00	\$57,340.00
Andrew Polansky	Associate	Restructuring	2018	\$929.50	1.10	N/A	\$845.00	\$845.00	\$929.50
Michael P. Quinn	Associate	Litigation - General	Pending	\$11,651.00	19.10	N/A	\$610.00	\$610.00	\$11,651.00
Alexander Rayner	Associate	Litigation - General	2018 (UK)	\$84,084.50	100.70	N/A	\$835.00	\$835.00	\$84,084.50
Stephen M. Rees	Associate	Litigation - General	2020	\$7,467.50	10.30	N/A	\$725.00	\$725.00	\$7,467.50
Ty'Meka M. Reeves-Sobers	Associate	Environment - Transactional	2015	\$26,599.50	25.70	N/A	\$1,035.00	\$1,035.00	\$26,599.50
Ty'Meka M. Reeves-Sobers	Associate	Environment - Transactional	2015	\$15,949.50	14.70	N/A	\$1,085.00	\$1,035.00	\$15,214.50
Benjamin Rowe	Associate	Corporate - M&A/Private Equity	2017	\$591.50	0.70	N/A	\$845.00	\$845.00	\$591.50
Erica Rozow	Associate	Employee Benefits	2013	\$976.50	0.90	N/A	\$1,085.00	\$1,085.00	\$976.50
Alexandra Schrader	Associate	Litigation - General	2021	\$7,015.00	11.50	N/A	\$610.00	\$610.00	\$7,015.00
Allyson B. Smith	Associate	Restructuring	2017	\$117,054.50	121.30	N/A	\$965.00	\$965.00	\$117,054.50
Allyson B. Smith	Associate	Restructuring	2017	\$1,053,216.00	1,017.60	N/A	\$1,035.00	\$965.00	\$981,984.00
Evan Swager	Associate	Restructuring	2020	\$35,624.00	58.40	N/A	\$610.00	\$610.00	\$35,624.00
Evan Swager	Associate	Restructuring	2020	\$315,462.00	426.30	N/A	\$740.00	\$610.00	\$260,043.00
Joe Tobias	Associate	Taxation	2015	\$6,077.50	5.50	N/A	\$1,105.00	\$1,105.00	\$6,077.50
Joe Tobias	Associate	Taxation	2015	\$84,113.00	72.20	N/A	\$1,165.00	\$1,105.00	\$79,781.00
Chimezie Udozorh	Associate	Corporate - General	2019	\$20,618.00	33.80	N/A	\$610.00	\$610.00	\$20,618.00
Chimezie Udozorh	Associate	Corporate - General	2019	\$20,202.00	27.30	N/A	\$740.00	\$610.00	\$16,653.00
Sean M. Valentine	Associate	Corporate - General	2020	\$11,407.00	18.70	N/A	\$610.00	\$610.00	\$11,407.00
Camille Elizabeth Walker	Associate	Corporate - M&A/Private Equity	2016	\$116,230.50	112.30	N/A	\$1,035.00	\$1,035.00	\$116,230.50
Mei Y. Wang	Associate	Executive Compensation	2018	\$1,647.00	2.70	N/A	\$610.00	\$610.00	\$1,647.00
Laura Elizabeth Wolk	Associate	Litigation - Appellate	2018	\$28,611.00	28.90	N/A	\$990.00	\$990.00	\$28,611.00

Dustin Lyle Womack	Associate	Litigation - General	2019	\$4,331.00	7.10	N/A	\$610.00	\$610.00	\$4,331.00
Dustin Lyle Womack	Associate	Litigation - General	2019	\$409,335.00	564.60	N/A	\$725.00	\$610.00	\$344,406.00
Edward Zhang	Associate	Litigation - General	Pending	\$7,076.00	11.60	N/A	\$610.00	\$610.00	\$7,076.00
Matthew J. Zhu	Associate	Litigation - General	Pending	\$10,858.00	17.80	N/A	\$610.00	\$610.00	\$10,858.00
Totals				\$15,494,726.00	15,469.60				\$14,925,067.00

Paraprofessional Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
Joanna Aybar	Paralegal	Restructuring	N/A	\$68.00	0.20	N/A	\$340.00	\$340.00	\$68.00
Ryan Besaw	Paralegal	Restructuring	N/A	\$13,362.00	39.30	N/A	\$340.00	\$340.00	\$13,362.00
Adrienne Courts	Paralegal	Litigation - General	N/A	\$14,625.00	39.00	N/A	\$375.00	\$375.00	\$14,625.00
Julia R. Foster	Paralegal	Restructuring	N/A	\$306.00	0.90	N/A	\$340.00	\$340.00	\$306.00
Ashley Grant	Paralegal	Litigation - General	N/A	\$900.00	2.50	N/A	\$360.00	\$360.00	\$900.00
Harry W. Hild	Paralegal	Litigation - Appellate	N/A	\$3,136.00	9.80	N/A	\$320.00	\$320.00	\$3,136.00
Sherie Hollinger	Paralegal	Corporate - M&A/Private Equity	N/A	\$150.00	0.40	N/A	\$375.00	\$375.00	\$150.00
Angela Leonard	Paralegal	Litigation - General	N/A	\$292,462.50	779.90	N/A	\$375.00	\$375.00	\$292,462.50
Carrie Therese Oppenheim	Paralegal	Restructuring	N/A	\$311.50	0.70	N/A	\$445.00	\$445.00	\$311.50
Henry Rosas	Paralegal	Corporate - Debt Finance	N/A	\$4,227.50	9.50	N/A	\$445.00	\$445.00	\$4,227.50
Gary M. Vogt	Paralegal	Litigation - General	N/A	\$890.00	2.00	N/A	\$445.00	\$445.00	\$890.00
Morgan Willis	Paralegal	Restructuring	N/A	\$2,142.00	6.30	N/A	\$340.00	\$340.00	\$2,142.00
Millicent Marter	Junior Paralegal	Litigation - General	N/A	\$1,677.50	6.10	N/A	\$275.00	\$275.00	\$1,677.50
Kiran Mehta	Junior Paralegal	Litigation - Appellate	N/A	\$260.00	1.00	N/A	\$260.00	\$260.00	\$260.00
Leo Rosenberg	Junior Paralegal	Restructuring	N/A	\$1,677.50	6.10	N/A	\$275.00	\$275.00	\$1,677.50
Lydia Yale	Junior Paralegal	Restructuring	N/A	\$48,372.50	175.90	N/A	\$275.00	\$275.00	\$48,372.50
Library Factual Research	Support Staff	Administrative Mgt - Office	N/A	\$3,900.00	10.40	N/A	\$375.00	\$375.00	\$3,900.00
Juliana Casas	Support Staff	Trial Technology	N/A	\$2,923.00	7.40	N/A	\$395.00	\$395.00	\$2,923.00
Michael Y. Chan	Support Staff	Conflicts Analysis	N/A	\$9,672.50	36.50	N/A	\$265.00	\$265.00	\$9,672.50
Joel DePalma	Support Staff	Litigation - General	N/A	\$4,542.50	11.50	N/A	\$395.00	\$395.00	\$4,542.50
Corinna Luschini	Support Staff	Conflicts Analysis	N/A	\$4,028.00	15.20	N/A	\$265.00	\$265.00	\$4,028.00

Bryan Musick	Support Staff	Corporate - M&A/Private Equity	N/A	\$2,612.50	5.50	N/A	\$475.00	\$475.00	\$2,612.50
Eric Nyberg	Support Staff	Conflicts Analysis	N/A	\$3,842.50	14.50	N/A	\$265.00	\$265.00	\$3,842.50
Arisa Scott	Support Staff	Conflicts Analysis	N/A	\$2,300.00	10.00	N/A	\$230.00	\$230.00	\$2,300.00
Adrianna Ryba	Support Staff	M&A Clearance	N/A	\$1,925.00	5.00	N/A	\$385.00	\$385.00	\$1,925.00
Roman Bielski	Support Staff	Litigation - General	N/A	\$1,950.00	5.00	N/A	\$390.00	\$390.00	\$1,950.00
Josh Urban	Support Staff	Litigation - General	N/A	\$2,535.00	6.50	N/A	\$390.00	\$390.00	\$2,535.00
Jeremy Young	Support Staff	Litigation - General	N/A	\$9,165.00	23.50	N/A	\$390.00	\$390.00	\$9,165.00
Totals				\$433,964.00	1,230.60				\$433,964.00
Grand Total				\$15,928,690.00	16,700.20				\$15,359,031.00

Exhibit G

Summary of Actual and Necessary Expenses for the Fee Period

Summary of Actual and Necessary Expenses for the Fee Period

Expense	Vendor (if any)	Unit Cost (if applicable)	Amount
Third Party Telephone Charges			\$8,050.04
Standard Copies or Prints			\$3,275.00
Binding			\$10.50
Tabs/Indexes/Dividers			\$189.41
Color Copies or Prints			\$6,079.70
Scanned Images			\$7.60
4" Binders			\$52.00
5" Binders			\$135.00
Outside Messenger Services			\$854.65
Transportation to/from airport			\$341.14
Other Travel Expenses			\$323.72
Court Reporter Fee/Deposition			\$42,483.87
Filing Fees			\$77,069.84
Appearance Fees			\$60.75
Other Court Costs and Fees			\$549.00
Professional Fees			\$483,160.75
Outside Computer Services			\$106,731.26
Outside Paralegal Assistance			\$40,102.40
Outside Printing Services			\$2,486.19
Outside Copy/Binding Services			\$4,628.79
Catering Expenses			\$678.80
Outside Retrieval Service			\$3,468.92
Computer Database Research			\$5,139.48
Westlaw Research			\$37,245.79
LexisNexis Research			\$4,463.84
Overtime Meals - Attorney			\$57.80
Secretarial Overtime			\$4,866.75
Document Services Overtime			\$639.68
Client Electronic Data Storage			\$435.84
Postage- Hard			\$22.14
Overnight Delivery - Hard			\$947.14
Computer Database Research - Soft			\$1,823.50
Totals			\$836,381.29

Exhibit H

Summary of Fees and Expenses by Matter for the Fee Period

Matter Number	Project Category Description	Hours		Total Compensation	
		Budgeted	Billed	Budgeted	Billed
24	Chapter 11 Filing	0 - 0	248.10	\$0 - \$0	\$200,464.50
25	Adversary Proceedings/Contested Matters	2,849 - 3,846	6,570.20	\$3,200,500 - \$4,321,000	\$6,099,804.00
26	Automatic Stay Matters	166 - 224	436.00	\$173,000 - \$234,000	\$410,421.50
27	Business Operations	139 - 188	46.20	\$173,000 - \$234,000	\$48,899.00
28	Case Administration	289 - 390	503.80	\$259,500 - \$350,000	\$420,012.00
29	Cash Management	120 - 162	1.30	\$86,500 - \$117,000	\$1,272.00
30	DIP/Cash Collateral	663 - 895	616.70	\$605,500 - \$817,000	\$607,554.00
31	Claims Administration	108 - 146	126.30	\$86,500 - \$117,000	\$90,798.50
32	Committee Matters	236 - 319	127.20	\$259,500 - \$350,000	\$137,948.00
33	Corporate and Governance Matters	241 - 325	720.00	\$259,500 - \$350,000	\$799,976.00
34	Vendor and Creditor Communications	51 - 69	82.00	\$43,250 - \$58,000	\$68,388.50
35	Disclosure Statement/Plan/Confirmation	662 - 894	2,053.30	\$778,500 - \$1,051,000	\$1,898,658.00
36	Employee Matters	117 - 158	87.80	\$173,000 - \$234,000	\$107,317.50
37	Executory Contracts/Unexpired Leases	202 - 273	799.80	\$173,000 - \$234,000	\$761,442.50
38	Hearings	480 - 648	1,003.60	\$519,000 - \$701,000	\$970,429.00
39	Insurance and Surety Matters	21 - 28	9.00	\$17,300 - \$23,000	\$7,250.00
40	Retention K&E	228 - 308	282.60	\$173,000 - \$234,000	\$189,695.50
41	Retention Non-K&E	204 - 275	190.00	\$173,000 - \$234,000	\$152,011.50
42	Tax Issues	95 - 128	115.00	\$86,500 - \$117,000	\$108,859.50
44	US Trustee Communication & Statutory Reporting	49 - 66	40.10	\$43,250 - \$58,000	\$34,828.50
45	Use, Sale, and Disposition of Property	705 - 952	1,305.20	\$692,000 - \$934,000	\$1,498,415.00
46	Utilities	22 - 30	18.40	\$17,300 - \$23,000	\$14,763.00
47	Expenses	N/A		N/A	-
48	Environmental Issues	8 - 11	47.90	\$8,650 - \$12,000	\$49,116.50
49	Schedules/SOFA	41 - 55	77.40	\$43,250 - \$58,000	\$72,718.50
50	Rights Offering/Exit Financing	494 - 667	1,192.30	\$605,500 - \$817,000	\$1,177,647.00
Totals		8,190 - 11,057	16,700.20	\$8,650,000 - \$11,678,000	\$15,928,690.00

Exhibit I

Detailed Description of Services Provided

September 2020

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

December 30, 2020

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007484
Client Matter: 18803-25

In the Matter of Adversary Proceedings/Contested Matters

For legal services rendered through September 30, 2020
(see attached Description of Legal Services for detail)

\$ 2,121,930.00

Total legal services rendered

\$ 2,121,930.00

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	4.30	845.00	3,633.50
Bill Arnault	116.60	1,165.00	135,839.00
Jamie Alan Aycock	276.70	1,145.00	316,821.50
Brooksany Barrowes	36.70	1,345.00	49,361.50
Diana Clough Benton	18.30	610.00	11,163.00
Simon Briefel	0.70	845.00	591.50
Chris Burkhalter	93.00	925.00	86,025.00
Juliana Casas	7.40	395.00	2,923.00
John Christian	36.50	835.00	30,477.50
Adrienne Courts	9.20	375.00	3,450.00
Joel DePalma	5.90	395.00	2,330.50
Gabrielle Degelia	14.70	725.00	10,657.50
Ashley Grant	2.50	360.00	900.00
Grant Jones	160.30	835.00	133,850.50
Ammaar Joya	16.30	740.00	12,062.00
Angela Leonard	209.10	375.00	78,412.50
Kevin Liang	4.10	740.00	3,034.00
Library Factual Research	4.00	375.00	1,500.00
Andrew L. Lombardo	0.40	965.00	386.00
Christopher Marcus, P.C.	26.80	1,635.00	43,818.00
Diego Jorge Martinez-Krippner	104.30	835.00	87,090.50
Rebekah Sills McEntire	94.90	1,025.00	97,272.50
Mark McKane, P.C.	0.50	1,405.00	702.50
Christian Menefee	218.00	1,045.00	227,810.00
Orla Patricia O'Callaghan	88.90	835.00	74,231.50
Alexander Rayner	72.80	835.00	60,788.00
Anna G. Rotman, P.C.	152.60	1,425.00	217,455.00
Chad Michael Smith	1.10	1,215.00	1,336.50
Evan Swager	4.00	740.00	2,960.00
Chimezie Udozorh	1.00	740.00	740.00
Josh Urban	4.80	390.00	1,872.00
Enoch Varner	1.50	1,195.00	1,792.50

Legal Services for the Period Ending September 30, 2020
Extraction Oil & Gas, Inc.
Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
Matter Number: 18803-25

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Allyson Smith Weinhouse	41.20	1,035.00	42,642.00
Dustin Lyle Womack	172.90	725.00	125,352.50
Lydia Yale	3.30	275.00	907.50
Kenneth A. Young	240.90	1,045.00	251,740.50
TOTALS	2,246.20		\$ 2,121,930.00

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/20	Nicholas Adzima	2.10	Prepare for and attend telephone conferences with K&E team re strategy, next steps (1.3); review, revise tracker re rejected contracts (.6); correspond with K&E team re same (.2).
09/01/20	Jamie Alan Aycock	2.60	Correspond with S. Gerald re scheduling issues (.4); correspond with K&E team re same (.5); telephone conference with K&E team re next steps (.6); correspond with R. McEntire re adversary proceeding against Broomfield (.3); correspond with K&E team, opposing counsel re discovery, scheduling (.8).
09/01/20	Brooksany Barrowes	1.20	Review midstream contract analysis and rejection matters.
09/01/20	John Christian	3.50	Draft objections and responses to Grand Mesa's discovery requests.
09/01/20	Grant Jones	4.50	Telephone conference with K. Young and D. Womack re briefing for contract rejection (.5); review and revise adversary proceeding complaint (1.5); review and revise motion for summary judgment (.3); review and revise proposed order (.2); review and revise brief in support of motion for summary judgment (2.0).
09/01/20	Angela Leonard	1.40	Revise litigation case calendar for adversary proceedings (.4); compile materials into document management systems (1.0).
09/01/20	Angela Leonard	7.00	Organize file materials into document management systems (1.3); review, analyze, index and compile briefing and legal authorities (3.4); prepare for attorney review in advance of hearing (2.3).
09/01/20	Angela Leonard	1.70	Perform due diligence, review and analyze court rules re motion to quash (.3); correspond with K&E team re same (.1); review and analyze invoices and correspond with vendor regarding re same, process same (.3); review, analyze and update draft debtors' responses and objections to Platte River Midstream, LLC, and others second set of discovery requests for attorney review (1.0).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/20	Kevin Liang	1.00	Review, revise 9019 motion, notice, order and sealing motion (.9); correspond with WTP, K&E team and Company re same (.1).
09/01/20	Kevin Liang	1.30	Telephone conference with K&E team re hearing debrief and hearing prep.
09/01/20	Christopher Marcus, P.C.	1.20	Telephone conferences with A. Weinhouse, K&E team and Company re Midstream matters.
09/01/20	Diego Jorge Martinez-Krippner	2.20	Review documents re document production.
09/01/20	Diego Jorge Martinez-Krippner	2.00	Draft document review protocol for contract attorneys.
09/01/20	Diego Jorge Martinez-Krippner	3.20	Draft letter re notice of breaches of contract.
09/01/20	Rebekah Sills McEntire	1.80	Review background materials (1.0); research temporary restraining order (.8).
09/01/20	Christian Menefee	5.50	Review and analyze documents for production (2.5); correspond with K&E team re discovery (1.0); prepare for and participate in telephone conferences with K&E team re discovery and hearing update (2.0).
09/01/20	Alexander Rayner	1.50	Correspond with Sandline re Relativity access (.3); review background documents (.2); review document review protocol memorandum (.2); telephone conference with C. Menefee re matter, document review process (.5); review correspondence re same (.3).
09/01/20	Anna G. Rotman, P.C.	1.40	Telephone conference with K&E team re status conference, next steps (1.2); correspond with K&E team re FERC contracts (.2).
09/01/20	Evan Swager	1.30	Telephone conference with K&E team re litigation strategy.
09/01/20	Allyson Smith Weinhouse	4.50	Correspond with K&E team re rejection proceedings (.7); review, analyze same (2.1); telephone conference with K&E team re same (1.2); follow-up with Company re same (.5).
09/01/20	Dustin Lyle Womack	7.60	Draft complaint (1.8); revise same (.5); correspond with K. Young re same (.3); draft motion for summary judgment (.1); draft proposed order (.2); draft brief in support of motion for summary judgment (3.9); revise same (.3); telephone conference with K&E team re hearing (.5).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/20	Lydia Yale	0.30	Research precedent temporary restraining order and complaint documents.
09/01/20	Kenneth A. Young	7.60	Draft and revise pleadings for adversary proceeding re rejection of executory contract (2.7); telephone conferences with counterparties in contested matters re rejection of executory contracts (1.8); analyze discovery and strategize response to discovery requests (1.7); research support for pleadings in adversary proceeding re rejection of executory contract (1.4).
09/02/20	Nicholas Adzima	2.20	Review, analyze adversary proceedings materials (1.4); review, revise tracker re same (.4); correspond with K&E team re same (.4).
09/02/20	Jamie Alan Aycock	5.20	Prepare for and participate in discovery conference with counsel for Platte River (1.6); prepare for hearing re Regal motion to compel (.6); correspond with K&E team re motion to certify classes to file class proofs of claim (.3); prepare for conference with K&E team (.8); correspond with E. Crist re document collection, search issues, interrogatory responses (.4); correspond with K&E team re document collection review (.6); review draft motion for TRO (.5); correspond with K&E team re same (.4).
09/02/20	Brooksany Barrowes	1.20	Analyze midstream contract analysis and rejection matters.
09/02/20	Chris Burkhalter	4.80	Analyze case law re application of stay.
09/02/20	John Christian	4.70	Review and analyze Company documents for responsiveness and privilege.
09/02/20	Grant Jones	6.40	Research issues for rejection briefing (.5); review and revise briefing citations (.7); review and revise briefing for rejection (2.4); review and revise complaint for rejection (1.3); review and revise proposed stipulated facts (.2); review and revise stipulated facts (.5); attend conference with K. Young and opposition counsel (.8).
09/02/20	Angela Leonard	1.30	Organize file materials into document management systems.
09/02/20	Kevin Liang	0.60	Review, revise PDC settlement motion, notice, order and redaction motion (.4); correspond with working group re same (.2).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/02/20	Christopher Marcus, P.C.	1.20	Telephone conference with K&E team re Midstream and strategy re same.
09/02/20	Diego Jorge Martinez-Krippner	4.30	Review documents re document production.
09/02/20	Rebekah Sills McEntire	6.80	Research temporary restraining order standard (4.0); draft same (2.8).
09/02/20	Christian Menefee	9.00	Prepare for and participate in conference with REP's counsel re litigation issues (1.0); prepare for and participate in conference with Platte River counsel re same (1.5); participate in telephone conference with J. Aycock and K. Young re same (.5); review and analyze documents for production (2.0); correspond with K&E team re discovery updates (2); review and revise document review protocol (2.0).
09/02/20	Anna G. Rotman, P.C.	2.10	Review and revise proposed stipulated facts re REP processing (.6); review and correspond with K&E team re draft pleadings for midstream adversary complaint and motion for summary judgment (1.2); address meeting for Platte River (.3).
09/02/20	Allyson Smith Weinhouse	4.30	Prepare for contested hearing on September 3 (3.5); correspond with N. Adzima re rejection tracker (.3); correspond with Brownstein re case status, COCOG (.5).
09/02/20	Dustin Lyle Womack	5.40	Revise RMM covenant complaint (.4); revise RMM brief in support of covenant motion for summary judgment (.6); correspond with K. Young re REP discovery requests (.4); analyze REP discovery requests and draft topic breakdown (1.1); telephone conference with REP re discovery requests (.7); correspond with K. Young re REP telephone conference (.4); draft proposed REP stipulations (.5); revise same (.4); correspond with K. Young re proposed stipulations (.3); research surface estate (.1); correspond with K. Young re Platte discovery requests (.4); correspond with K. Young re Elevation complaint (.1).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/02/20	Kenneth A. Young	10.70	Draft and revise pleadings for adversary proceeding re rejection of executory contract (3.2); telephone conference with Company re contested matters (1.4); telephone conferences with counterparties re discovery (2.2); draft litigation strategy (1.1); research support for pleadings in adversary proceeding re rejection of executory contract (2.8).
09/03/20	Jamie Alan Aycock	9.20	Telephonically attend and participate in motion to compel hearing (5.7); participate in telephone conference with counsel for Broomfield re ongoing issues (.7); telephone conference with J. Makholm, L. Olive and B. Barrowes re plan for expert report and documents to obtain as support for same (.8); telephone conference with B. Jackson re document discovery and interrogatory responses (.5); correspond with R. McEntire re analysis and standard for enjoining criminal prosecution (.7); correspond re document search terms and review issues (.4); correspond with opposing counsel re terms of protective order (.4).
09/03/20	Brooksany Barrowes	1.20	Analyze midstream contract analysis and rejection matters.
09/03/20	Chris Burkhalter	3.70	Research issues re TRO.
09/03/20	Ashley Grant	2.50	Compile documents for A. Rayner.
09/03/20	Grant Jones	5.90	Review and revise rejection briefing (1.3); review and revise complaint (.3); finalize briefing for filing (3.5); telephone conference with K. Young and opposition counsel (.6); review proposed stipulation of facts (.2).
09/03/20	Angela Leonard	1.40	Organize file materials into document management systems.
09/03/20	Angela Leonard	6.20	Organize file materials into document management systems (2.3); review and analyze communications re document collections, processing, review metrics, tracking decision log and outstanding questions (3.0); correspond with Sandline and K&E team re same (.9).
09/03/20	Christopher Marcus, P.C.	1.00	Analyze Midstream analysis (.7); telephone conference with K&E re same (.3).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/03/20	Diego Jorge Martinez-Krippner	0.30	Finalize and serve written discovery requests on opposing counsel in adversary proceeding.
09/03/20	Diego Jorge Martinez-Krippner	7.00	Review documents re document production.
09/03/20	Rebekah Sills McEntire	5.60	Draft temporary restraining order (4.4); research same (1.0); correspond with J. Aycock re same (.2).
09/03/20	Christian Menefee	9.00	Prepare for and participate in telephone conference with E. Christ, L. Jacobsen and M. Foschi re PRM discovery (3.0); prepare for and participate in telephone conference with potential expert re rejection disputes (1.0); prepare for and participate in telephone conference with A&M re rejection dispute (1.0); prepare for and participate in telephone conference with counsel for REP re discovery dispute (.7); correspond with K&E team re discovery issues (.8); draft search terms (1.5); participate in telephone conferences with K. Young re discovery disputes (1.0).
09/03/20	Alexander Rayner	6.00	Review background materials (1.2); correspond with A. Grant re preparation of matter bundle (.8); document review re GM production requests (3.7); correspond with C. Menefee re same (.3).
09/03/20	Anna G. Rotman, P.C.	1.90	Address discovery requests and strategy for midstream rejection disputes (.7); prepare for arguments re motions to reject (.5); correspond with K&E team re strategy for adversary briefing in midstream dispute (.7).
09/03/20	Chimezie Udozorh	0.50	Prepare for and participate in telephone conference with XOG and Petrie re litigation issues.
09/03/20	Allyson Smith Weinhouse	0.50	Telephone conference with Broomfield counsel re litigation issues (.3); follow-up re same (.2).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/03/20	Dustin Lyle Womack	9.90	Revise RMM covenant complaint (.3); revise RMM brief supporting summary judgment (1.3); revise elevation covenant complaint (.2); draft DJ South discovery request (.9); correspond with K. Young re DJ South discovery (.6); research covenant by covenant analysis (.7); draft rejection notwithstanding insert (1.0); research 3rd Circuit Mirant analog (.3); correspond with K. Young re elevation brief (.4); revise elevation brief (.8); correspond with K. Young re REP discovery (1.1); analyze adversary dockets re redacted filings (.1); correspond with K. Young re rejection notwithstanding argument (.6); research contractual nature of covenants (.2); telephone conference with REP counsel re discovery (.5); correspond with K. Young re REP telephone conference (.1); revise elevation pleadings per Company comments (.4); correspond with K. Young re Company revisions (.4).
09/03/20	Kenneth A. Young	11.70	Telephone conferences with counterparties in contested matters re discovery (2.9); draft and revise pleadings in adversary proceedings re rejection of midstream contracts (4.1); research support for pleadings in adversary proceedings re rejection of midstream contracts (3.1); coordinate collection and review of documents for production in contested matters (1.6).
09/04/20	Jamie Alan Aycock	8.60	Correspond with B. Jackson re document discovery and interrogatory responses (1.5); correspond with R. McEntire re analysis and standard for enjoining criminal prosecution and motion to stay or enjoin prosecution (2.3); correspond with opposing counsel re search terms and scheduling (1.0); identify documents to provide to J. Makholm for expert report (.2); revise adversary complaint against Broomfield (3.2); correspond with K&E team re same (.4).
09/04/20	Brooksany Barrowes	1.50	Analyze midstream contract analysis and rejection materials.
09/04/20	Chris Burkhalter	3.40	Review case law re lack of adequate remedy at law in criminal proceeding.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/04/20	Grant Jones	2.60	Finalize rejection briefing for filing (2.4); review and revise briefing (.2).
09/04/20	Angela Leonard	4.50	Organize file materials into document management systems (1.5); review and analyze communications re document review metrics, tracking decision log, outstanding questions (1.1); correspond with Sandline re same (.2); compile and prepare file materials for expert review (1.2); telephone conference with K&E team, Sandline and contract attorneys re document review (.5).
09/04/20	Kevin Liang	0.30	Compile filing version of PDC settlement and correspond with working group re same.
09/04/20	Christopher Marcus, P.C.	1.30	Analyze Midstream strategy (.8); telephone conference with A. Weinhouse and A. Rotman re Midstream updates (.5).
09/04/20	Christopher Marcus, P.C.	0.50	Analyze Committee discovery matters.
09/04/20	Diego Jorge Martinez-Krippner	3.80	Review documents re document production.
09/04/20	Diego Jorge Martinez-Krippner	0.60	Compile documents for expert witness.
09/04/20	Rebekah Sills McEntire	3.60	Revise temporary restraining order (3.1); telephone conference with K&E team re same (.5).
09/04/20	Christian Menefee	10.00	Prepare for and participate in telephone conference with A&M (2.0); prepare for and participate in telephone conference with K&E team (1.0); draft search terms re REP dispute (1.0); correspond with K&E team re same (2.0); correspond with K&E team and XOG re discovery (4.0).
09/04/20	Anna G. Rotman, P.C.	1.50	Telephone conference with K. Young re midstream strategy (.4); review and revise proposed stipulated facts for REP processing (.4); correspond with K&E team re commercial terms (.2); correspond with K&E team re Platte River's cease and desist to Trails End and strategy on responding to giving material defaults (.5).
09/04/20	Chad Michael Smith	1.10	Review and comment on proposed midstream contract breach notices and relevant contracts related thereto.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/04/20	Allyson Smith Weinhouse	1.20	Telephone conference with K&E team re rejection matters (.4); correspond with E. Swager, K. Liang re same (.1); telephone conference with K&E team re same (.2); research same (.5).
09/04/20	Dustin Lyle Womack	1.50	Correspond with K. Young re Midcities case (.1); correspond with K. Young re REP stipulation (.9); revise REP stipulation (.1); revise elevation brief (.1); correspond with K. Young re RMM adversary filing (.3).
09/04/20	Kenneth A. Young	8.50	Draft and revise pleadings in adversary proceedings re rejection of executory contracts (3.5); research support for pleadings in adversary proceedings re rejection of executory contracts (2.0); telephone conferences with Company re pleadings in adversary proceeding re rejection of executory contracts (1.1); analyze documents and communications re rejection of executory contracts (1.3); correspond with counterparties in contested matters re rejection of executory contracts (.6).
09/05/20	Jamie Alan Aycock	1.60	Correspond with C. Chrisman, K&E team re search terms, schedule and protective order.
09/05/20	Chris Burkhalter	8.80	Review documents re responsiveness and privilege.
09/05/20	Angela Leonard	2.00	Manage and organize file materials into document management systems (.7); review and analyze communications re correspondence review metrics, tracking decision log, outstanding questions, pre-production specs (1.0); correspond with Sandline re same (.3).
09/05/20	Diego Jorge Martinez-Krippner	1.10	Review documents re document production.
09/05/20	Rebekah Sills McEntire	4.00	Review temporary restraining order.
09/05/20	Christian Menefee	1.50	Correspond with K&E team and XOG re discovery.
09/05/20	Alexander Rayner	7.00	Review documents re GM document requests.
09/05/20	Anna G. Rotman, P.C.	1.80	Review and revise draft letters to Platte River and DJ South re notice of material breach and response to cease and desist to Trails End (1.1); review relevant contract provisions for notice of material breaches (.5); finalize letters and dispatch (.2).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/05/20	Allyson Smith Weinhouse	2.10	Review research re estimation issues (.6); research and analyze rejection issues, considerations (1.5).
09/05/20	Dustin Lyle Womack	0.40	Correspond with K. Young re REP deposition (.1); review covenant analysis (.1); correspond with K. Young re review (.2).
09/05/20	Kenneth A. Young	2.90	Telephone conference with counterparties in contested matters re rejection of executory contracts (.8); correspond with counterparties in contested matters re rejection of executory contracts re discovery (.7); analyze discovery requests in contested matters to coordinate collection, review and production of documents (1.4).
09/06/20	Chris Burkhalter	5.40	Review documents for responsiveness and privilege.
09/06/20	John Christian	5.50	Review and analyze Company documents for responsiveness and privilege.
09/06/20	Grant Jones	0.70	Review and redact confidential portions of brief.
09/06/20	Diego Jorge Martinez-Krippner	2.50	Review documents re document production.
09/06/20	Christian Menefee	1.00	Correspond with K&E team and XOG re discovery.
09/06/20	Alexander Rayner	3.20	Review documents re GM document requests (2.9); correspond with K&E team re same (.3).
09/06/20	Anna G. Rotman, P.C.	0.80	Correspond with K&E team re contract discovery and strategy.
09/06/20	Kenneth A. Young	1.10	Correspond with counterparties in contested matters re rejection of executory contracts re discovery (.5); analyze pleadings in contested matters re rejection of executory contracts (.6).
09/07/20	Jamie Alan Aycock	8.10	Draft motion for TRO against Broomfield (3.4); correspond with K&E team re same (.4); correspond with A. Russell and M. Thompson re discovery and FERC issues (.6); correspond with opposing counsel re discovery and schedule disputes (.7); review and revise interrogatory objections and responses to Platte River (2.4); correspond with K&E team re same (.6).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/07/20	Grant Jones	2.00	Review briefing from opposition (1.0); revise brief (1.0).
09/07/20	Angela Leonard	4.40	Revise litigation case calendar (.5); organize file materials into document management systems (3.5); compile materials from B. Jackson at A&M and prepare same for processing (.4).
09/07/20	Angela Leonard	1.00	Manage and organize file materials into document management systems.
09/07/20	Christian Menefee	5.50	Revise and serve objections, responses to discovery by Platte River and DJ South (1.5); revise and serve objections and responses to discovery by Grand Mesa (1.0); correspond with K&E team re same (1.0); prepare documents to be sent to expert (1.0); correspond with K&E team re same (1.0).
09/07/20	Alexander Rayner	1.00	Review documents re GM document request.
09/07/20	Anna G. Rotman, P.C.	0.60	Analyze materials re midstream discovery negotiations (.3); analyze materials re midstream rejection strategy (.3).
09/07/20	Evan Swager	0.40	Correspond with K&E team re litigation precedent.
09/07/20	Allyson Smith Weinhouse	0.70	Correspond with K&E team re rejection considerations.
09/07/20	Dustin Lyle Womack	6.30	Draft response to REP requests for admission (1.0); draft REP rejection notwithstanding argument (.2); correspond with K. Young re REP discovery requests (.6); correspond with K. Young re discovery requests (.5); draft discovery response, objections (1.6); research intent objection (.3); correspond with K. Young re discovery response, objections (.5); revise discovery response, objections (1.6).
09/07/20	Kenneth A. Young	5.70	Correspond with counterparties in contested matters re rejection of executory contracts (1.8); analyze discovery requests in contested matters (1.9); draft and revise objections and responses to discovery requests (2.0).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/08/20	Jamie Alan Aycock	11.00	Telephone conference with expert, A&M re expert report in support of motion to reject (.8); telephone conferences with K&E team re NGL commercial terms, standalone restructuring (1.4) telephone conference and correspond with K&E team re redaction (1.1); telephone conferences with opposing counsel re discovery and schedule disputes (2.3); review objections and responses by Platte River to discovery requests (2.0); correspond with K&E team re same (.6); revise motion for TRO (1.6); correspond with K&E team re same (.3); revise proposed order re class proof of claim (.9).
09/08/20	Brooksany Barrowes	1.20	Analyze materials re rejection proceedings.
09/08/20	Chris Burkhalter	1.50	Telephone conference with co-counsel re discovery (.5); review documents re responsiveness and privilege (1.0).
09/08/20	John Christian	0.70	Telephone conference with J. Aycock, B. Barrowes, B. Jackson, J. Makhom, L. Olive and K. Young re transportation services agreement.
09/08/20	Grant Jones	7.20	Research briefing issues (3.2); revise brief (4).
09/08/20	Angela Leonard	7.90	Correspond with Sandline re specifications for processing data (.3); confirm, implement same (1.9); correspond with Sandline re documents for production (1.4); correspond with K&E team re coding conflicts (.2); correspond with K&E team re data for review (.8); organize file materials into document management systems (1.2); review and analyze correspondence re document review metrics, tracking decision log, outstanding questions and correspond with Sandline re same (1.2); correspond with K&E team, Sandline re same (.4); revise litigation case calendar (.5).
09/08/20	Christopher Marcus, P.C.	1.40	Telephone conference with advisors re Midstream matters (.5); analyze correspondence re Midstream rejection matters (.9).
09/08/20	Diego Jorge Martinez-Krippner	8.00	Review documents re document production.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/08/20	Diego Jorge Martinez-Krippner	0.50	Review and revise written discovery responses.
09/08/20	Rebekah Sills McEntire	4.00	Telephone conference with K&E team re adversary complaint, motion (.5); draft slides re dispute (2.0); revise same (1.5).
09/08/20	Christian Menefee	8.00	Review and analyze documents for production (4.0); telephone conference with expert re rejection of transition services agreements (1.0); telephone conference with K&E team re document review (1.0); correspond with K&E and A&M teams re document review (2.0).
09/08/20	Alexander Rayner	1.70	Review documents re GM document request (.5); telephone conference with C. Menefee re same (.4); telephone conference with K&E team re redactions for document production (.4); review matter correspondence (.4).
09/08/20	Anna G. Rotman, P.C.	5.10	Correspond with K&E team re correspondence to NGL (.3); prepare for telephone conference with E. Christ re midstream rejection hearing strategy (.2); telephone conference with K&E team re NGL-XOG commercial terms (.3); telephone conferences with A. Weinhouse re RFPs from UCC and next steps (1.8); telephone conference with K. Young re strategy with RMM (.4); telephone conference with Paul Weiss re midstream (.5); review and correspond with K&E team re Broomfield adversary complaint (.5); draft motion to stay (.8); review motion to estimate procedure, strategy (.3).
09/08/20	Evan Swager	1.20	Review precedent re motion to estimate (.5); draft summary re same (.7).
09/08/20	Allyson Smith Weinhouse	1.40	Correspond with Company, advisors re midstream commercial terms (.6); telephone conference with Company, advisors re same (.8).
09/08/20	Allyson Smith Weinhouse	0.20	Correspond with DCP re stipulation.
09/08/20	Allyson Smith Weinhouse	0.60	Telephone conference with A. Rotman re UCC discovery requests.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/08/20	Dustin Lyle Womack	4.10	Analyze DJ South covenant discovery response (.1); draft rejection notwithstanding covenant argument re REP (1.8); research REP deposition (.4); draft objections to REP deposition request (1.4); correspond with K. Young re REP discovery (.3); revise RMM adversary complaint (.1).
09/08/20	Lydia Yale	3.00	Compile precedent documents and transcripts re contract rejections and estimations.
09/08/20	Kenneth A. Young	9.20	Coordinate discovery with counterparties in contested matters and adversary proceedings re motions to reject (1.1); draft and revise pleadings in contested matters and adversary proceedings re motions to reject (5); correspond with Company re contested matters (.7); coordinate collection, review and production of documents in contested matters and adversary proceedings re motions to reject (2.4).
09/09/20	Jamie Alan Aycock	13.20	Revise motion for TRO against Broomfield (7.7); correspond with K&E team re same (.7); telephone conference with K&E team re midstream (.9); telephone conference with M. Owens and J. Makholm re Platte River and Grand Mesa transition services agreements (2.1); correspond with opposing counsel re discovery and schedule disputes (1.8).
09/09/20	Brooksany Barrowes	0.50	Telephone conference with K&E team re outstanding discovery.
09/09/20	Chris Burkhalter	2.10	Review documents re responsiveness and privilege.
09/09/20	John Christian	1.10	Telephone conference with J. Aycock, B. Barrowes, M. Owens, E. Christ, J. Makholm and L. Olive re transition services agreements.
09/09/20	Grant Jones	4.60	Review and redact confidential content from brief in support of motion for summary judgment (.8); revise same (3.8).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/09/20	Angela Leonard	4.60	Compile exhibits (.3); review and analyze motion (.8); draft glossary re same (1.2); review and analyze communications re document review metrics, tracking decision log, outstanding questions (1.0); correspond with Sandline re same (.3); correspond with K&E team re coding conflicts (.7); correspond with K&E team re availability of data for review (.3).
09/09/20	Diego Jorge Martinez-Krippner	3.40	Review documents re document production.
09/09/20	Rebekah Sills McEntire	3.50	Revise temporary restraining order.
09/09/20	Christian Menefee	8.50	Review and analyze documents for production (3.5); draft document review protocol for REP (2.0); prepare for and participate in telephone conference with K&E team re document review (1.0); correspond with K&E and A&M teams re document review (2.0).
09/09/20	Orla Patricia O'Callaghan	1.20	Telephone conference and correspond with A. Rotman re UCC's discovery requests (.2); review same (.4); draft proposed search terms and correspond with A. Rotman re same (.4); correspond with E. Varner and B. Flannery research terms (.1); coordinate with C. Menefee and A. Leonard re UCC discovery requests (.1).
09/09/20	Alexander Rayner	3.00	Telephone conference and correspond with C. Menefee re work in progress (.4); review documents re PRM requests (2.1); review revised instructions for 1LR re same (.3); correspond with Sandline re Relativity platform and document review (.2).
09/09/20	Anna G. Rotman, P.C.	3.80	Review and finalize correspondence to NGL (.2); telephone conferences with E. Christ and K&E team re discovery for midstream hearing and witnesses (1.0); telephone conferences with K. Young re REP discovery (.3); review and revise correspondence to REP re discovery (.3); review UCC discovery requests (.3); correspond with O. O'Callaghan re same (.4); review and revise draft briefing re midstream disputes (1.3).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/09/20	Allyson Smith Weinhouse	2.70	Telephone conference with A. Rotman, J. Aycock, K. Young, E. Christ re preparations for hearings re midstream rejections and related considerations (2.2); telephone conference with Company, A&M re rejection negotiations (.5).
09/09/20	Allyson Smith Weinhouse	0.70	Review and analyze pleading re Broomfield (.5); correspond with K. Liang re rejection notice (.2).
09/09/20	Allyson Smith Weinhouse	0.10	Correspond with C. Marcus re midstream agreement.
09/09/20	Dustin Lyle Womack	7.10	Research Rule 30(b)(6) objections re REP deposition (.6); draft REP deposition objections (2.6); research contention depositions re REP (.1); revise REP deposition objections (1.1); correspond with K. Young re adversary proceedings (.9); draft REP deposition preparation outline (1.8).
09/09/20	Kenneth A. Young	8.50	Coordinate discovery with counterparties in contested matters and adversary proceedings re motions to reject (1.5); draft and revise pleadings in contested matters and adversary proceedings re motions to reject (4.1); correspond with Company re contested matters (1.6); coordinate collection, review and production of documents in contested matters and adversary proceedings re motions to reject (1.3).
09/10/20	Jamie Alan Aycock	10.50	Correspond with A. Rotman, K. Young and M. McKane re litigation strategy (1.2); correspond and telephone conference with E. Christ, C. Marcus, A. Rotman, A. Weinhouse, R. McEntire, Polsinelli re Broomfield strategy (1.3); correspond with K. Young and A. Rotman re midstream briefing (1.8); correspond with opposing counsel re discovery and schedule disputes (.5); review, comment on draft outline for expert report (2.1); correspond with K&E team re same (.4); correspond with K&E team re document review and production (.3); correspond with K&E team re interrogatory substantive responses (.3); draft and revise same (2.6).
09/10/20	Brooksany Barrowes	2.20	Analyze report outline, expert notice and discovery materials.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/10/20	Chris Burkhalter	2.00	Review documents for responsiveness and privilege.
09/10/20	John Christian	4.80	Draft responses to Platte River's first set of interrogatories (3.8); revise draft in accordance with feedback from J. Aycock (.2); prepare draft verification for interrogatory responses (.8).
09/10/20	Adrienne Courts	2.80	Revise stay motion (2.5); correspond with K&E team re same (.3).
09/10/20	Grant Jones	6.90	Revise brief (4.6); research same (2.3).
09/10/20	Angela Leonard	9.10	Correspond with Sandline re specifications for processing data received from client and opposing counsel (.5); confirm and verify data processed by Sandline (1.2); correspond with Sandline re document production (1.7); correspond with K&E team re coding conflicts (.2); correspond with K&E team re data for review (.9); organize file materials into document management systems (1.9); review and analyze communications re document review metrics, tracking decision log, outstanding questions (1.5); correspond with Sandline re same (.2); revise litigation case calendars (1.0).
09/10/20	Christopher Marcus, P.C.	1.00	Telephone conference with E. Christ and K&E team re Broomfield complaint (.5); telephone conference with K&E team re Broomfield complaint (.5).
09/10/20	Diego Jorge Martinez-Krippner	4.10	Review documents re document production.
09/10/20	Rebekah Sills McEntire	3.30	Revise draft pleadings (2.3); correspond with K&E team re same (.5); draft slides re dispute summary (.5).
09/10/20	Mark McKane, P.C.	0.50	Correspond with A. Rotman, K&E team re discovery issues, strategy.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/10/20	Christian Menefee	10.00	Review and analyze documents for production (2.0); prepare for and participate in telephone conference with O. O'Callaghan re document review (1.0); correspond with K&E team and Company re document review (2.0); review and analyze non-disclosure agreements re document production (1.0); telephone conferences with K&E team re document review and production (2.5); prepare and finalize document production to REP and PRM (1.5).
09/10/20	Orla Patricia O'Callaghan	0.60	Draft proposed fields for review pane (.4); correspond with Sandline re same (.2).
09/10/20	Orla Patricia O'Callaghan	7.50	Review correspondence re UCC's discovery requests (.5); telephone conference with C. Menefee and A. Leonard re document review (.4); telephone conference with A. Rotman re same (.1); telephone conference with C. Menefee re same (.1); telephone conference with Sandline and A. Leonard re same (.4); correspond with A. Weinhouse re search terms (.1); telephone conference with A. Weinhouse and B. Flannery re backstop commitment agreement negotiations (.2); correspond with K&E team and Company re relevant correspondence (1.2); review UCC's discovery requests, docket and all relevant filings (3.0); draft document review protocol (1.4); correspond with A. Rotman re same (.1).
09/10/20	Alexander Rayner	3.50	Review correspondence re litigation matters (.5); correspond with Sandline re same (.4); telephone conference with C. Menefee re REP document review (.3); correspond with C. Burkhalter re REP document review (.5); review documents re REP and PRM document requests (1.8).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/10/20	Anna G. Rotman, P.C.	5.10	Correspond with K&E team re UCC discovery requests (.2); telephone conference with M. McKane re discovery disputes (.5); telephone conference with K&E team re discovery disputes and path forward (.5); review board minutes for UCC document requests (.4); telephone conference with J. Aycock and K. Young re upcoming briefing and follow-up on staffing (.9); telephone conference with K&E team and E. Christ re Broomfield indictment (.4); analyze materials re cease and desist, attempts to intervene with landowners re trucking efforts (.6); analyze materials re privilege review and confidential information designations for midstream discovery (.6); review UCC document requests and responses (.3); draft letter to Court re discovery disputes (.7).
09/10/20	Allyson Smith Weinhouse	1.50	Telephone conference with K&E team re noise ordinance complaints (.5); telephone conference with Company re same (1.0).
09/10/20	Allyson Smith Weinhouse	0.80	Review, comment on settlement agreement.
09/10/20	Allyson Smith Weinhouse	0.80	Telephone conference with K&E team re UCC discovery requests (.4); correspond with K&E team re same (.4).
09/10/20	Dustin Lyle Womack	8.70	Draft deposition outline re REP deposition (1.7); revise same (.2); correspond with K. Young re REP discovery (.6); correspond with K. Young re Platte discovery letter to court (.3); revise REP request for admission objections and answers (.7); research covenant inquiry re Platte discovery letter to court (1.8); draft analysis of covenant legal nature (.4); correspond with K. Young re same (.2); revise reply in support of Platte rejection motion (2.2); research issues re same (.2); correspond with K. Young re rejection notwithstanding argument (.3); research issue re Platte discovery response (.1).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/10/20	Kenneth A. Young	10.50	Coordinate discovery with counterparties in contested matters and adversary proceedings re motions to reject (1.2); prepare for depositions in contested matters and adversary proceedings (3.1); draft and revise pleadings in contested matters and adversary proceedings re motions to reject (4.5); correspond with Company re contested matters (.7); coordinate collection, review and production of documents in contested matters and adversary proceedings re motions to reject (1.0).
09/11/20	Jamie Alan Aycock	10.60	Designate expert for Platte River and Grand Mesa disputes (.4); prepare M. Owens for deposition (2.3); telephone conference with K&E team re redaction (1.2); correspond with opposing counsel re discovery and schedule disputes (.4); correspond with opposing counsel re document review and production (.3); correspond with K&E team re interrogatory substantive responses (1.4); draft and revise same (4.1); review expert designations by Platte River and Grand Mesa (.5).
09/11/20	Brooksany Barrowes	1.20	Analyze materials re discovery matters, expert and document review.
09/11/20	Chris Burkhalter	1.90	Telephone conference with K&E team re redaction (.3); redact same (1.6).
09/11/20	John Christian	1.20	Revise draft responses to Platte River's first set of interrogatories (.9); research federal law re requirements for verification of interrogatory responses (.2); revise draft verification (.1).
09/11/20	Grant Jones	3.70	Telephone conference with K. Young re briefing plan (.5); review and analyze briefing (1.0); research privity issues (2.2).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/11/20	Angela Leonard	10.70	Confirm and verify data processed by Sandline (1.2); correspond with Sandline and K&E team re documents for production (1.9); correspond with K&E team re coding conflicts (.2); correspond with K&E team re availability of data for review (2.1); organize file materials into document management systems (2.2); review and analyze communications re document review metrics, tracking decision log, outstanding questions (1.4); correspond with Sandline re same (.4); draft deposition notice of Grand Mesa and Platte River midstream (1.3).
09/11/20	Diego Jorge Martinez-Krippner	1.80	Review documents in preparation for document production.
09/11/20	Christian Menefee	9.00	Review and analyze documents for production (3.0); prepare for and participate in telephone conference with K&E team re redactions (1.0); redact documents (1.0); telephone conference with B. Jackson re business judgment analysis (1.0); correspond with K&E team re ROG responses and document review (3.0).
09/11/20	Orla Patricia O'Callaghan	3.90	Telephone conference with Moelis re document collection for UCC's discovery requests (.4); circulate search terms to K. DeFreitas and correspond re same (.2); review correspondence re same (.2); draft responses and objections to UCC's discovery requests (1.8); telephone conference with K. Young re privity of estate research (.2); finalize document review panel (.1); prepare for and attend telephone conference with K&E team re work in progress (.9); telephone conference with A. Leonard and R. Vago re document collection and review (.1).
09/11/20	Alexander Rayner	0.30	Review correspondence re work in progress.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/11/20	Anna G. Rotman, P.C.	5.40	Telephone conference with Moelis re UCC discovery requests, responses and follow-up with O. O'Callaghan (.5); prepare for deposition preparation for M. Owens (.5); participate in deposition preparation for REP with M. Owens (.8); research and draft letter to Court re discovery status and disputes (3.2); review materials re discovery process for midstream contract rejection motions (.4).
09/11/20	Dustin Lyle Womack	9.60	Research real covenants (.1); analyze Platte deposition topics (.1); draft Platte deposition outline (2.1); correspond with K. Young re M. Owen deposition preparation (.4); identify M. Owen deposition preparation materials (.2); analyze elevation objection to rejection motion (.4); analyze elevation brief supporting covenant cross-motion (.7); draft response outline to elevation brief (.2); correspond with team re adversary briefing (1.0); correspond with K. Young re elevation cross-motion response (1.1); draft response to elevation cross-motion (3.3).
09/11/20	Kenneth A. Young	10.70	Correspond with Company re preparation for deposition in contested matters and adversary proceedings (1.3); prepare same (1.2); coordinate discovery with counterparties in contested matters and adversary proceedings re motions to reject (1.3); draft and revise pleadings in contested matters and adversary proceedings re motions to reject (5.8); correspond with Company re contested matters (.8); coordinate collection, review and production of documents in contested matters and adversary proceedings re motions to reject (.3).
09/12/20	Jamie Alan Aycock	5.60	Correspond with opposing counsel re discovery and scheduling disputes (2.1); correspond with K&E team re document review and production (.8); revise discovery letter (2.0); correspond with K&E team re same (.7).
09/12/20	Brooksany Barrowes	0.50	Revise pleadings re rejection motions.
09/12/20	Simon Briefel	0.70	Review documents for UCC discovery request responsiveness.
09/12/20	Chris Burkhalter	4.20	Redact documents for production.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/12/20	John Christian	1.10	Review and analyze Company documents for responsiveness and privilege.
09/12/20	Angela Leonard	3.50	Confirm and verify data processed by Sandline (.5); correspond with Sandline re document production (.5); correspond with K&E team re coding conflicts (.2); correspond with K&E team re availability of data for review (.7); organize file materials into document management systems (.9); review and analyze correspondence re document review metrics, tracking decision log, outstanding questions (.3); correspond with Sandline re same (.4).
09/12/20	Diego Jorge Martinez-Krippner	6.40	Review documents re document production.
09/12/20	Christian Menefee	8.50	Review and analyze documents for production (3); telephone conferences with K&E team and discovery vendor re same (2.5); correspond with K&E team re same (3.0).
09/12/20	Orla Patricia O'Callaghan	7.40	Correspond with QC team re upcoming QC review (.2); correspond with K&E team re same (.3); review K&E correspondence pull (3.5); export same (.2); research privity of estate and double recoveries (2.9); summarize and correspond with K. Young re same (.3).
09/12/20	Alexander Rayner	6.00	Telephone conference with C. Burkhalter re document redactions (.4); correspond with K&E team re same (.5); redact documents (5.1).
09/12/20	Anna G. Rotman, P.C.	3.70	Review and comment on revisions to letter to Court re discovery status and disputes on midstream contract rejection (.6); review and comment on correspondence to opposing counsel re discovery (.3); analyze rule 2004 request from landowner C. Carlson (.2); prepare for deposition preparation, review business judgment analysis, follow-up with B. Jackson, review relevant contract provisions and preparation materials (2.6).
09/12/20	Allyson Smith Weinhouse	0.80	Correspond with Moelis re UCC discovery.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/12/20	Dustin Lyle Womack	1.90	Revise A. Rotman discovery letter (.7); telephone conference with K. Young re letter revisions (.7); draft Colorado privity analysis (.2); analyze Chesapeake transcript re purely legal nature of dispute (.2); revise A. Rotman discovery chart (.1).
09/12/20	Kenneth A. Young	5.50	Coordinate discovery re contested matters and adversary proceedings re motions to reject (1.4); analyze and revise letter to Court re status in contested matters (2.3); correspond with counsel for counterparties in motions to reject re contested matters (1.8).
09/13/20	Jamie Alan Aycock	3.30	Telephone conference with K&E team re discovery (1.4); correspond with K&E team re same (.5); correspond with K&E team, opposing counsel re deposition logistics and discovery disputes (1.4).
09/13/20	Brooksany Barrowes	1.50	Revise materials re rejection motions.
09/13/20	Grant Jones	1.00	Telephone conference with A. Rotman, J. Aycock, K. Young and local counsel re next steps in hearings.
09/13/20	Angela Leonard	7.60	Revise draft debtors' notice of deposition of Grand Mesa Pipeline, LLC (.3); correspond with Sandline re specifications for processing data (.3); confirm and verify data processed by Sandline (1.0); correspond with Sandline re documents marked responsive for production (1.3); correspond with K&E team re coding conflicts (.2); correspond with K&E team re availability of data for review (.9); organize file materials into document management systems (1.6); review and analyze communications re document review metrics, tracking decision log, outstanding questions (1.3); correspond with K&E team re same (.2); update litigation case calendar (.5).
09/13/20	Christopher Marcus, P.C.	0.50	Review and analyze discovery letter.
09/13/20	Christian Menefee	5.50	Review and analyze documents for production (2.5); correspond with K&E team re document review (3.0).
09/13/20	Orla Patricia O'Callaghan	0.50	Finalize export to Sandline (.2); draft QC searches (.3).
09/13/20	Alexander Rayner	0.20	Review correspondence re document production.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/13/20	Anna G. Rotman, P.C.	6.10	Correspond with K&E team, opposing counsel re commercial resolution with midstream counterparty (1.1); deposition preparation session with M. Owens (2.0); telephone conference with WTP team and K&E team re upcoming status conference (.7); finalize letter to court re discovery status and disputes (.5); prepare for court status conference re midstream discovery (1.8).
09/13/20	Allyson Smith Weinhouse	0.80	Telephone conference with K&E team, WTP re letters to court.
09/13/20	Dustin Lyle Womack	0.90	Telephone conference with K&E team re rejection discovery hearing.
09/13/20	Kenneth A. Young	2.40	Coordinate discovery re contested matters and adversary proceedings re motions to reject (1.0); analyze and revise letter to Court re status in contested matters (1.4).
09/14/20	Jamie Alan Aycock	11.40	Telephone conference with K&E team re REP letter (1.1); telephonically attend board meeting (.8); correspond with opposing counsel re discovery disputes (1.2); review and analyze draft expert report of J. Makhholm (1.7); draft outline for deposition of Platte River corporate representative (2.9); correspond with K&E team re same (.8); review documents re same (2.5); correspond with M. Wacker re opposing experts (.4).
09/14/20	Brooksany Barrowes	1.30	Revise pleadings re rejection motions.
09/14/20	Chris Burkhalter	8.80	Redact documents for PRM and GM productions.
09/14/20	John Christian	0.60	Review and analyze declaration of J. Makhholm.
09/14/20	Gabrielle Degelia	0.20	Telephone conference with O. O'Callaghan re document review.
09/14/20	Grant Jones	4.00	Revise brief (3.5); telephone conference with K. Young and D. Womack re same (.5).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/14/20	Angela Leonard	4.80	Confirm and verify data processed by Sandline (.7); correspond with Sandline re documents marked responsive for production (1.4); correspond with K&E team re coding conflicts (.2); correspond with K&E team re availability of data for review (.5); organize file materials into document management systems (1.2); review and analyze communications re document review metrics, tracking decision log, outstanding questions (.2); correspond with Sandline re same (.3); correspond with Veritext re logistics for upcoming depositions (.3).
09/14/20	Christopher Marcus, P.C.	0.50	Telephone conference with M. Owens, E. Christ and K&E team re REP discovery requests.
09/14/20	Christopher Marcus, P.C.	0.40	Telephone conference with J. Prince re REP contract.
09/14/20	Diego Jorge Martinez-Krippner	1.80	Review, compile documents re fact deposition.
09/14/20	Diego Jorge Martinez-Krippner	4.30	Redact documents for production.
09/14/20	Christian Menefee	9.00	Draft summary of document review and discovery disputes for hearing (2.0); review and analyze documents for production (3.0); correspond with K&E team re discovery disputes and document production (4.0).
09/14/20	Orla Patricia O'Callaghan	3.90	Correspond with K. Young re confidentiality order and research (.3); correspond with Sandline re production (.2); draft responses and objections to UCC's first set of requests for production (3.1); correspond with A. Rotman re same (.1); correspond with A. Rotman re confidentiality order (.2).
09/14/20	Orla Patricia O'Callaghan	5.90	Review, redact board materials for production (.9); correspond with F. Fung re same (.2); draft, revise quality control searches (.6); redact board minutes (.3); correspond with A. Rotman re same (.1); correspond with Moelis re document production (.2); correspond with K&E team re quality control review (.3); correspond with A. Leonard re same (.1); telephone conference and correspond with G. Degelia re same (.3); analyze quality control document review (2.9).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/14/20	Alexander Rayner	0.50	Review matter correspondence (.2); organize documents re same (.1); correspond with K&E team re document review, work in progress (.2).
09/14/20	Anna G. Rotman, P.C.	0.80	Review and correspond with K&E team re UCC document responses and objections (.3); correspond with UCC re confidentiality order (.2); analyze material re Platte River lawsuit (.3).
09/14/20	Anna G. Rotman, P.C.	7.80	Telephone conference with REP re scope of stay and stipulation (.2); telephone conference with K&E team re REP stay and next steps (.3); review and correspond with K. Young, E. Christ and opposing counsel re proposed REP stipulation (.3); prepare for discovery status conference (3.8); correspond with K&E team re next steps (1.3); telephonically attend and participate in board telephone conference (.7); prepare for deposition preparation re Platte River (.7); telephone conference with NBLX re legal analysis (.5).
09/14/20	Allyson Smith Weinhouse	1.20	Telephone conference with K&E team re letters to Court (.6); correspond with K&E team, A&M re status conference, follow-up (.3); correspond with same re midstream rejections (.3).
09/14/20	Dustin Lyle Womack	8.60	Analyze discovery letters to Court (.5); conference with K. Young re same (.5); telephone conference with K&E team re hearing and briefing schedule (.4); draft response to Elevation cross-motion (5.1); analyze Elevation touch and concern cases (.7); research Colorado fee mineral ownership (.4); revise draft response (.6); correspond with K. Young re Platte rejection notwithstanding argument (.4).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/14/20	Kenneth A. Young	10.10	Prepare for status conference with Court re contested matters and adversary pleadings (2.0); analyze filings in Court re adversary proceedings and contested matters re motions to reject (3.1); participate in status conference with Court re contested matters and adversary pleadings (1.2); draft and revise pleadings in contested matters re motions to reject (3.1); telephone conference with Company re contested matters (.7).
09/15/20	Jamie Alan Aycock	9.10	Correspond with opposing counsel re discovery disputes and designations of confidentiality (1.3); correspond with C. Menefee re document review and redaction (.5); review complaint filed by Platte River against trucking company (1.5); review and revise draft report of J. Makholm (2.1); correspond with K&E team re same and prepare for hearing (3.7).
09/15/20	Brooksany Barrowes	1.70	Review materials re rejection motions.
09/15/20	Chris Burkhalter	1.20	Review Elevation document requests (.5); prepare response re same (.7).
09/15/20	Chris Burkhalter	6.60	Review and redact documents for responsiveness and privilege (5.8); telephone conferences with K&E team re document production (.8).
09/15/20	John Christian	0.40	Telephone conference with A. Rayner, C. Burkhalter and D. Martinez-Krippner re action items.
09/15/20	Gabrielle Degelia	1.80	Analyze document review.
09/15/20	Grant Jones	4.80	Draft motion for summary judgment (3.0); research same (1.8).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/15/20	Angela Leonard	6.00	Revise debtors' responses and objections to Elevation midstream, LLC and GSO EM Holdings LP's first set of interrogatories and requests for production of documents to debtors for attorney review (.4); correspond with Sandline re specifications for processing data (.3); confirm and verify data processed by same (1.3); correspond with Sandline re document production (1.4); clear all coding conflicts with K&E team (.2); correspond with K&E team re availability of data for review (1.0); review and analyze communications re document review metrics, tracking decision log, outstanding questions (1.2); correspond with Sandline re same (.2).
09/15/20	Diego Jorge Martinez-Krippner	2.80	Review documents re Platte River deposition.
09/15/20	Christian Menefee	9.00	Draft document review protocol for redactions review (1.5); prepare for and attend contract reviewer training re same (1.5); review and analyze documents for production (2.5); correspond with K&E team re discovery disputes and document production (3.5).
09/15/20	Orla Patricia O'Callaghan	5.20	Telephone conference and correspond with Sandline re production (.7); correspond with T. Roberts re Moelis documents (.2); analyze quality control review (2.3); correspond with G. Degelia re same (.2); review UCC's proposed revisions to confidentiality agreement (.2); correspond with A. Rotman re same (.1); review production documents (.9); correspond with M. Singh and C. Hedman re same (.4); draft cover letter re Debtors' responses and objections to counsel for UCC (.2).
09/15/20	Alexander Rayner	2.00	Review correspondence re work in progress (.2); attend document review redaction training telephone conference for K&E team with C. Menefee and C. Burkhalter (1.5); correspond with K&E team re same (.1); telephone conference with C Burkhalter, D Martinez and J Christian re work in progress (.2).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/15/20	Anna G. Rotman, P.C.	5.70	Prepare M. Owens for Platte River deposition (4.1); correspond with K&E team re Trails End lawsuit and strategy (.4); review materials re discovery issues (.8); review materials re UCC RFPs (.4).
09/15/20	Chimezie Udozorh	0.50	Telephone conference with PW re ongoing litigation.
09/15/20	Dustin Lyle Womack	8.10	Draft response to Elevation cross-motion (3.9); research comparison of Texas, Colorado touch and concern (.6); research intent and successors, assigns language (.3); correspond with K. Young re Platte deposition and potential stay violation (.5); revise Elevation cross-motion (1.3); correspond with K. Young re Platte rejection notwithstanding argument (.8); research joint and liability issue (.6); correspond with K. Young re briefing plan (.1).
09/15/20	Kenneth A. Young	10.10	Coordinate document collection and review for production (2.1); analyze pleadings in adversary proceedings re motion to reject midstream agreements in order to prepare responses (3.5); correspond with counterparties in contested matters re contested matters (1.1); draft and revise pleadings in adversary proceedings re motions to reject midstream agreements (3.4).
09/16/20	Jamie Alan Aycock	9.30	Participate in telephone conference with B. Jackson re exercise of business judgment and responses to Elevation interrogatories (1.0); telephone conference with L. Jacobsen re R. McGillis (1.0); correspond re re-designation of documents per request of opposing counsel (2.1); draft outline for reply in support of motion to reject and related correspondence (3.2); correspond with K&E team re document production and priorities (.8); correspond with C. Menefee re addressing concerns re disclosure of confidential information (1.2).
09/16/20	Chris Burkhalter	3.00	Review, revise objections and responses to Elevation requests for production.
09/16/20	Grant Jones	3.50	Draft sections for motion for summary judgment (3.0); conferences with K. Young and D. Womack re rejection briefs (.5).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/16/20	Angela Leonard	8.80	Review, analyze and update due diligence and background research materials re experts D. Hagg, S. Kelly, M. O'Laughlin and B. Terzic for attorney review (.3); confirm and verify data processed by Sandline in database for review and analysis by K&E team (1.2); correspond with Sandline to plan and prepare documents for production (1.8); correspond with K&E team re availability of data for review (.7); manage and organize file materials into document management systems (1.8); review and analyze communications re document review metrics, tracking decision log, outstanding questions and correspond with Sandline re same (1.8); update litigation case calendar and project tracking list (1.2).
09/16/20	Kevin Liang	0.10	Correspond with Committee and Company re outstanding discovery issues.
09/16/20	Library Factual Research	0.50	Research covenants that run with the land.
09/16/20	Christopher Marcus, P.C.	2.00	Telephone conference with management and advisors re Elevation proceedings (1.0); review Elevation research (1.0).
09/16/20	Christian Menefee	8.50	Prepare for and attend conference re redactions (1.5); participate in telephone conferences with K&E team re document review (1.0); review and analyze documents for production (3.0); correspond with K&E team re discovery disputes and document production (3.0).
09/16/20	Orla Patricia O'Callaghan	7.30	Research special performance of contracts rejected through bankruptcy (2.5); summarize findings and circulate same to K. Young for review (.3); draft responses and objections to UCC's 30(b)(6) notice (2.9); review same and circulate to A. Rotman for review (.3); review standalone Moelis documents and correspond with A. Rotman re same (.3); coordinate with M. Singh to modify quality control searches and start contract attorneys' review of Moelis correspondence (.2); analyze quality control review (.8).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/16/20	Alexander Rayner	1.80	Correspond with K&E team re document review (.8); compile K&E work stream tracker and correspond with K&E team re same (.5); review historical matter correspondence re same (.5).
09/16/20	Anna G. Rotman, P.C.	3.90	Review, analyze numerous discovery issues re midstream rejections and MSJs (1.9); correspond re Trails End litigation strategy with K. Young (.4); review, analyze issues re UCC discovery and corporate representative deposition (.3); prepare to defend 30(b)(6) depositions re contract rejection (.6); review, analyze Platte River and Grand Mesa briefing (.4); draft letter re acreage release (.3).
09/16/20	Allyson Smith Weinhouse	0.20	Review correspondence re Elevation discovery.
09/16/20	Dustin Lyle Womack	5.20	Review Platte covenant document production (1.8); conference with K. Young re Platte covenant document production (.5); research covenant considerations (1.7); conference with K. Young re research (.9); conference with K. Young re Elevation discovery requests (.1); conference with K. Young re rejection notwithstanding argument (.2).
09/16/20	Kenneth A. Young	9.30	Draft and revise pleadings re motions to reject midstream agreements (2.7); telephone conferences with advisors re issues raised in contested matters (1.0); research adversary proceedings re motions to reject midstream agreements (3.6); coordinate document collection and review for production re same (.8); correspond with Company re contested matters (1.2).
09/17/20	Bill Arnault	3.10	Review, analyze, revise materials re rejection motion and adversary proceeding.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/17/20	Jamie Alan Aycock	11.90	Participate in telephone conference re Elevation interrogatory responses and relevant documents (1.1); review and analyze Grand Mesa reply in support of motion for relief from automatic stay and FERC position statement and related correspondence (3.1); draft deposition notice for Grand Mesa corporate representative (2.3); correspond re Elevation requests for production (.9); correspond with L. Olive re expert reports (.6); review Grand Mesa motion for abstention (.9); revise interrogatory responses to Elevation (.7); correspond with A. Joya re reply brief (.4); correspond with B. Arnault re depositions (.6); correspond re deposition scheduling (.4); review and comment on expert opinion (.9).
09/17/20	Brooksany Barrowes	0.50	Analyze discovery matters re pending rejection motions.
09/17/20	Chris Burkhalter	1.50	Conferences with J. Aycock and B. Jackson re responses to Elevation interrogatories.
09/17/20	John Christian	1.90	Review and analyze J. Makhholm's draft expert declaration (1.6); correspond with J. Aycock re same (.3).
09/17/20	Gabrielle Degelia	2.70	Analyze second-level privilege document review.
09/17/20	Grant Jones	7.70	Review and revise Grand Mesa briefing re comments from K. Young (2.5); conferences with K. Young and D. Womack re briefing next steps (.9); review and analyze Grand Mesa briefing (1.0); research arguments re same (2.3); draft sections for reply brief (1.0).
09/17/20	Angela Leonard	11.40	Confirm, coordinate and verify Sandline data (1.2); correspond with Sandline re document production matters (1.6); correspond with K&E team re availability of data for review (1.4); manage and organize file materials into document management database (3.9); review and analyze communications re document review metrics, tracking decision log, outstanding questions and correspond with Sandline re same (1.7); update litigation case calendar and project list (1.0); compile relevant documents re M. Owens deposition preparation (.6).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/17/20	Library Factual Research	3.50	Research potential experts.
09/17/20	Christopher Marcus, P.C.	0.80	Review Midstream analysis and strategy.
09/17/20	Diego Jorge Martinez-Krippner	1.50	Review documents re document production.
09/17/20	Rebekah Sills McEntire	1.00	Review materials re summary judgment (.5); telephone conference with J. Aycock re same (.5).
09/17/20	Christian Menefee	6.50	Review and analyze documents for production (3.0); correspond with K&E team re discovery disputes and document production (3.5).
09/17/20	Orla Patricia O'Callaghan	3.90	Correspond re with M. Singh and A. Rotman re document review (.4); review search from document production and correspond re re-production (.2); review Board materials and first-level review of remaining Moelis standalone documents re document production (1.3); correspond re status of quality control review and next steps with G. Degelia (.1); telephone conference with working group re document production matters kickoff (.6); correspond with Moelis team re export of relevant Moelis documents (.2); analyze general quality control review (1.1).
09/17/20	Alexander Rayner	5.50	Review deposition outline (.7); document review re identification of documents re PRM deposition (2.4); correspond with J. Aycock re findings re same (1.5); review matter correspondence re same (.2); correspond re matter tracker with Sandline and C. Menefee (.3); review quality control document (.4).
09/17/20	Anna G. Rotman, P.C.	4.10	Conference with WTP re contract rejection and follow-up with K&E team re same (.7); draft notice letter re acreage dedication issue and accompanying analysis of strategy and dispatch (1.6); review, analyze paper discovery re Committee (.3); review discovery issues re midstream contract rejections (.8); analyze 30(b)(6) deposition preparation (.4); correspond re document request from landowner re P&A obligations (.3).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/17/20	Dustin Lyle Womack	6.70	Research rejection, real covenants (.8); conference with K. Young re rejection notwithstanding (.4); analyze Grand Mesa response to summary judgment motion (.4); conference with K&E team re Grand Mesa response (1.1); draft reply to Grand Mesa response to summary judgment motion (2.9); conference with K. Young re same (.5); revise reply to Grand Mesa (.4); research same (.2).
09/17/20	Kenneth A. Young	9.50	Analyze pleadings filed in adversary proceedings re motions to reject midstream agreements (1.9); coordinate document review and collection for production (.6); analyze documents produced in contested matters (.7); prepare for depositions in contested matters (1.0); strategize response to motion to abstain in adversary proceeding (.8); draft and revise pleadings in adversary proceedings re motions to reject midstream agreements (3.2); research support for pleadings in adversary proceedings (1.3).
09/18/20	Bill Arnault	8.20	Review background materials, pleadings and objections (3.1); analyze same (2.1); prepare for depositions (3.0).
09/18/20	Jamie Alan Aycock	10.20	Participate in conference re Elevation agreements and related correspondence (1.8); prepare M. Owens for deposition (2.5); correspond re deposition scheduling (.8); identify and correspond with K&E team re deposition, briefing and related correspondence (1.0); correspond re document review, redaction and priorities (.4); review documents alleged to contain over-redactions and correspond re same (2.0); correspond with opposing counsel re discovery disputes (.7); correspond with K&E team re production of sources cited in expert report (1.0).
09/18/20	Chris Burkhalter	1.30	Review documents to be produced to Grand Mesa.
09/18/20	Chris Burkhalter	2.80	Draft response to Elevation interrogatories.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/18/20	John Christian	1.80	Telephone conference with C. Menefee, C. Burkhalter, D. Martinez-Krippner and A. Rayner re document review task list (.3); review and analyze Company documents for responsiveness and privilege (1.5).
09/18/20	Grant Jones	6.40	Draft sections for reply brief (4.0); research reply brief sections (1.9); review Grand Mesa exhibits (.5).
09/18/20	Angela Leonard	4.10	Compile cited documents re potential discovery production issues (1.3); compile complete briefing and legal authorities re motion of Grand Mesa Pipeline (2.8).
09/18/20	Angela Leonard	10.70	Compile relevant documents re deposition preparation for Grand Mesa & and Platte River depositions (1.0); conference and correspond with Sandline re diligence, data processing matters (.5); confirm and verify data processed by Sandline (1.6); conference and correspond with Sandline re production matters (1.2); conference and correspond with K&E team re data, conflict matters (1.4); manage and organize file materials into document management systems (2.2); review and analyze correspondence re document review metrics (2.3); update litigation case calendar and project list (.5).
09/18/20	Kevin Liang	0.30	Correspond with K&E team and WTP re U.S. Trustee objection to sealing motion and review objection re same.
09/18/20	Christopher Marcus, P.C.	2.50	Review Midstream analysis and strategy (1.5); telephone conferences with working group re Elevation (1.0).
09/18/20	Christopher Marcus, P.C.	1.20	Analyze Committee discovery requests.
09/18/20	Diego Jorge Martinez-Krippner	1.20	Review documents re forthcoming document production.
09/18/20	Christian Menefee	6.00	Participate in telephone conferences with K&E team re document review and production (1.5); review and analyze documents for production (2.8); correspond with K&E team re discovery disputes and document production (1.7).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/18/20	Orla Patricia O'Callaghan	5.80	Review production set and correspond re same (2.3); review additional documents circulated by Moelis (.8); correspond with J. Aycock and K. Young re confidentiality order and next steps (.1); review re Monday's production (2.6).
09/18/20	Alexander Rayner	2.50	Review elevation document production quality control review (.9); correspond with C. Menefee re same (.4); correspond with K&E team re same (.4); conference with C. Menefee, C. Burkhalter, D. Martinez and J. Christian re upcoming work streams (.8).
09/18/20	Anna G. Rotman, P.C.	3.00	Conference re rejection business judgment with advisors and Company team (.6); conference re Committee requests discussion (.4); participate in deposition preparation for M. Owens (1.2); review, analyze briefing on FERC issues (.4); correspond with Committee re backstop and rights offering discovery, update team (.4).
09/18/20	Dustin Lyle Womack	9.30	Draft contract provision outline for M. Owen deposition (.9); conference with K. Young re same (.1); draft Grand Mesa reply (2.9); analyze Grand Mesa dedication cases (.4); conference with K. Young re dedication cases (.4); conference with K. Young re permissive abstention (.4); research permissive abstention (.1); conference with K. Young re rejection notwithstanding argument (.5); research rejection notwithstanding arguments (.2); revise rejection notwithstanding portion of reply supporting rejection motion (.9); revise Grand Mesa reply (1.9); analyze Platte River response to summary judgment motion (.3); research touch and concern matters (.3).
09/18/20	Kenneth A. Young	7.10	Draft and revise pleadings re motions to reject midstream agreements (4.2); research support for pleadings re same (2.2); telephone conference with Company re contested matters (.7).
09/19/20	Bill Arnault	5.10	Prepare for deposition of Platte River 30(b)(6) witness (3.1); analyze materials re same (2.0)

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/19/20	Jamie Alan Aycock	7.20	Review expert reports and related correspondence (2.1); prepare for depositions and review, summarize key documents (1.5); review and analyze Platte River objection to motion to reject (.8); draft portions of reply in support of motion to reject (1.9); correspond re production (.9).
09/19/20	Brooksany Barrowes	0.70	Analyze discovery matters re pending rejection motions.
09/19/20	Chris Burkhalter	0.90	Revise interrogatory responses to Elevation discovery requests.
09/19/20	Chris Burkhalter	0.50	Review documents to be produced to Elevation.
09/19/20	Gabrielle Degelia	3.20	Analyze privilege document review.
09/19/20	Grant Jones	5.90	Research reply briefing (2.1); conference with K. Young and D. Womack re briefing plan (1.3); draft reply brief sections (2.5).
09/19/20	Angela Leonard	4.40	Compile and prepare supporting Platte River expert report materials (1.3); compile legal authorities cited in complete briefing re motion of Grand Mesa Pipeline, LLC re automatic stay (3.1).
09/19/20	Diego Jorge Martinez-Krippner	1.10	Review reply brief draft in support of motion to reject in preparation for drafting.
09/19/20	Diego Jorge Martinez-Krippner	1.70	Review documents in preparation for forthcoming document production.
09/19/20	Rebekah Sills McEntire	5.00	Review background materials re motions for summary judgment.
09/19/20	Christian Menefee	5.00	Review and analyze documents for production (2.0); correspond with K&E team re discovery disputes and document production (3.0).
09/19/20	Orla Patricia O'Callaghan	1.70	Correspond with M. Singh to revise quality control batches (.4); correspond with G. Degelia re additional document review (.2); analyze quality control review (1.1).
09/19/20	Anna G. Rotman, P.C.	0.90	Conference with Committee re document request (.5); analyze responses to midstream interrogatories (.4).
09/19/20	Dustin Lyle Womack	2.60	Conference with K&E team re Platte reply (1.2); draft Platte reply (.1); conference with K. Young re Platte exhibits (.1); revise Grand Mesa reply (1.2).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/19/20	Kenneth A. Young	6.50	Analyze pleadings in adversary proceedings and contested matters re strategy (1.3); research support for pleadings in contested matters and adversary proceedings (2.1); draft and revise pleadings in contested matters and adversary proceedings (2.5); prepare for depositions in contested matters (.6).
09/20/20	Bill Arnault	9.70	Prepare for deposition of Platte River (3.3); analyze same (1.2); draft outline re same (1.3); review exhibits to objection (1.6); review documents re same (2.3).
09/20/20	Jamie Alan Aycock	5.90	Conference with A. Rotman re interrogatory responses to Elevation (.8); review expert reports and related correspondence (1.6); prepare for depositions, including reviewing and summarizing key documents (1.5); review and analyze Platte River objection to motion to reject (.7); draft portions of reply in support of motion to reject (1.3).
09/20/20	Brooksany Barrowes	0.50	Analyze discovery matters re pending rejection motions.
09/20/20	Gabrielle Degelia	6.80	Analyze privilege document review.
09/20/20	Grant Jones	2.30	Research briefing sections (1.3); draft reply brief sections (1.0).
09/20/20	Ammaar Joya	5.50	Research suspension, refusal of service under certain applicable transportation service agreements (2.8); analyze same (2.7).
09/20/20	Angela Leonard	2.00	Compile documents responsive to discovery requests (1.0); manage and organize file materials re same (1.0).
09/20/20	Christian Menefee	3.50	Review and analyze documents re production (2.0); correspond with K&E team re same (1.5).
09/20/20	Orla Patricia O'Callaghan	7.60	Analyze quality control document review (3.9); review same (3.7).
09/20/20	Alexander Rayner	0.70	Correspond with Sandline re document tagging (.4); correspond with C. Burkhalter re redactions to documents (.2); correspond with B. Arnault re PRM deposition (.1).
09/20/20	Anna G. Rotman, P.C.	2.30	Prepare for upcoming depositions (.8); deposition preparation with M. Owens re ARB deposition (1.3); prepare for additional depositions (.2).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/20/20	Dustin Lyle Womack	1.80	Revise Elevation response.
09/20/20	Kenneth A. Young	6.00	Research support for pleadings in contested matters and adversary proceedings (1.6); draft and revise pleadings re same (2.8); prepare for depositions in contested matters (1.6).
09/21/20	Bill Arnault	8.20	Prepare for deposition of Platte River 30(b)(6) deponent (2.2); outline same (2.1); review motions for summary judgment and key documents (3.9).
09/21/20	Jamie Alan Aycock	14.30	Revise objections and responses to Elevation interrogatories and requests for production (3.8); coordinate with K&E team re same (1.1); draft and revise portions of reply in support of motion to reject and coordinate with K&E team re same (4.0); prepare for deposition of Grand Mesa corporate representative (2.1); correspond with D. Benton re research re same (1.1); finalize and serve expert report (.5); correspond re proposed protective order (.9); review TRO obtained by Platte River against trucking company (.5); correspond re redaction issues (.3).
09/21/20	Brooksany Barrowes	1.50	Review expert reports (.3); review and revise draft omnibus answer to motions to reject (1.2).
09/21/20	Diana Clough Benton	3.20	Research rejection of contractual provisions and survival of claims after discharge.
09/21/20	Diana Clough Benton	1.80	Research Texas law re commercial contract cures.
09/21/20	Chris Burkhalter	4.80	Draft reply re business judgment applied to decision to reject elevation agreements.
09/21/20	Chris Burkhalter	6.90	Finalize interrogatory responses for service on Elevation.
09/21/20	John Christian	1.10	Telephone conference with C. Menefee re draft reply in support of debtors' rejection motion (.8); review and analyze draft reply in support of debtors' rejection motion (.3).
09/21/20	Adrienne Courts	2.00	Fact and cite check Plaintiff's response in opposition to defendant's cross-motion for summary judgment (.8); review case law re same (.5); review record cites (.3); correspond with K&E team re same (.4).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/21/20	Grant Jones	4.90	Research reply sections (.9); draft reply brief sections re same (4.0).
09/21/20	Angela Leonard	3.80	Confirm and verify Sandline document production matters (.3); correspond with Sandline to plan and prepare documents marked responsive for production (.6); clear coding conflicts with K&E team (.2); correspond with K&E team re availability of data for review (.9); manage and organize file materials re same (.5); review and analyze communications re document review metrics, tracking decision log, outstanding questions and correspond with Sandline re same (1.3).
09/21/20	Angela Leonard	5.40	Compile relevant business judgment documents (1.6); compile relevant documents responsive to Elevation's interrogatory requests (1.8); update draft re interrogatory matters (.5); update draft re debtors' rejection reply (.5); compile documents cited in R. McGillis deposition outline and prepare exhibits re same (1.0).
09/21/20	Andrew L. Lombardo	0.40	Correspond with WLRK, TPH, A&M, Moelis and Petrie re midstream contracts and litigation, emergence.
09/21/20	Christopher Marcus, P.C.	2.60	Analyze Elevation research (.5); telephone conference with A. Rotman, E. Christ and M. Owens re Elevation (2.1).
09/21/20	Christopher Marcus, P.C.	1.00	Telephone conference with E. Christ re Committee discovery matters (.5); attention to Committee information requests (.5).
09/21/20	Diego Jorge Martinez-Krippner	2.70	Draft portion of reply brief draft in support of motion to reject.
09/21/20	Diego Jorge Martinez-Krippner	6.00	Review documents in preparation for forthcoming 30(b)(6) deposition.
09/21/20	Rebekah Sills McEntire	2.00	Review materials re Terzic deposition (1.2); prepare outline re Terzic deposition (.8).
09/21/20	Christian Menefee	6.00	Review and analyze documents re production (2.0); correspond with K&E team re same (2.0); review and analyze GM and PRM brief re objection to debtors' motion to reject (2.0).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/21/20	Orla Patricia O'Callaghan	5.40	Finalize quality control document review (3.3); telephone conference re production with M. Singh (.1); review final production set (1.8); correspond with C. Hedman and opposing counsel re document production (.2).
09/21/20	Alexander Rayner	0.20	Review matter correspondence re adversary proceedings and correspond with M. Menefee, B. Arnault, A. Leonard re deposition preparation.
09/21/20	Anna G. Rotman, P.C.	8.60	Defend deposition of M. Owens by Platte River (5.2); telephone conference with M. Owens, E. Christ and C. Marcus re contract rejection strategy (2.3); review and comment on interrogatory responses (.3); analyze Committee backstop commitment discovery (.4); analyze Trail Ends TRO and violation of automatic stay (.4).
09/21/20	Dustin Lyle Womack	8.60	Revise Elevation response (1.9); conference with K. Young re Elevation response (.6); analyze Platte response (.2); draft Platte reply (4.0); revise Platte reply (1.8); conference with K. Young re rejection notwithstanding brief (.1).
09/21/20	Kenneth A. Young	9.90	Draft and revise reply in support of motions to reject (2.3); research support of reply in support of motions to reject (1.3); draft and revise pleadings in adversary proceedings re motion to reject midstream agreements (2.4); research same (1.2); prepare for depositions in contested matters (1.3); analyze pleadings in contested matters to prepare legal strategy (1.4).
09/22/20	Bill Arnault	11.80	Participate in telephone conference with Extraction team re case status (.9); participate in telephone conference with expert re same (1.3); prepare for deposition of PRM and DJ South (9.6).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/22/20	Jamie Alan Aycock	12.30	Participate in telephone conference re strategy re rejection of Elevation contract (1.0); review and analyze expert reports and provide comments on points to get in depositions and cross examination (2.3); conference with J. Makholm re Grand Mesa and Platte River expert reports (3.4); draft and revise portions of reply in support of motion to reject (3.8); correspond re potential arguments (1.3); correspond re discovery issues (.5).
09/22/20	Brooksany Barrowes	3.50	Review discovery materials and work with experts.
09/22/20	Chris Burkhalter	1.50	Review documents for production.
09/22/20	John Christian	2.10	Prepare section of draft reply in support of debtors' rejection motion re public interest considerations (1.5); correspond with A. Weinhouse re same (.6).
09/22/20	Adrienne Courts	4.40	Analyze, fact and cite check Plaintiff's response in opposition to cross-motion for summary judgment (2.2); review case law re same (1.6); correspond with K&E team re same (.6).
09/22/20	Grant Jones	6.10	Conference with K. Young re omnibus reply briefing (.5); review and revise reply brief citations (1.0); research reply brief sections (.8); research omnibus reply brief sections (1.3); review and revise omnibus reply brief sections re K. Young notes (2.5).
09/22/20	Ammaar Joya	5.10	Prepare draft reply re FERC's regulation matters (3.7); analyze same (1.4).
09/22/20	Angela Leonard	9.60	Telephone conference with expert J. Makholm re case (1.0); analyze legal authorities cited in automatic stay briefing (2.7); review responsive interrogatory document review in preparation for response and production (1.7); confirm and verify document review database documents (1.3); correspond with Sandline re documents marked responsive for production (1.5); correspond with K&E team re availability of data for review (1.4).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/22/20	Angela Leonard	3.30	Manage and organize file materials into document management systems (2.0); review and analyze communications re document review metrics (1.3).
09/22/20	Christopher Marcus, P.C.	1.00	Review talking points for Elevation adversary proceeding.
09/22/20	Diego Jorge Martinez-Krippner	2.10	Review opposing expert reports.
09/22/20	Diego Jorge Martinez-Krippner	3.60	Review documents re forthcoming document review.
09/22/20	Rebekah Sills McEntire	7.90	Prepare for deposition of Terzic.
09/22/20	Christian Menefee	11.50	Participate in telephone conference with J. Makholm re expert reports (1.0); review, analyze documents and draft reply in support of motion to reject (4.0); review and analyze expert report of M. O'Loughlin (4.0); correspond with K&E team re document discovery (2.5).
09/22/20	Alexander Rayner	5.50	Attend training telephone conference with Veritext re use of deposition platform (1.5); conference with A Leonard re deposition and document exhibits (1.4); draft reply to PRM/DJS objection to rejection re business judgment (1.1); review documents and correspond with B. Arnault re same (.8); analyze document review, redactions and correspond with C. Menefee and M. Vera re same (.7).
09/22/20	Anna G. Rotman, P.C.	9.40	Draft talking points for midstream rejection analysis (.6); telephone conference with K&E team re hearing strategy (.4); conference with B. Arnault and J. Aycock re upcoming deposition (.4); conference with team re Committee document request (.5); conference re midstream for deal analysis (1.0); analyze Trails Head strategy (.3); attend preparation session for Grand Mesa deposition with M. Owens (1.5); conference with Company re midstream contracts and follow-up with K&E team (1.6); review and advise extensive briefing on motions to reject and motions for summary judgment (2.6); conference with Moelis re upcoming conference with Committee re adversary proceedings (.5).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/22/20	Allyson Smith Weinhouse	3.30	Correspond with K&E team and strategize re adversary proceedings.
09/22/20	Dustin Lyle Womack	8.10	Revise Grand Mesa reply (1.6); conference with K. Young re briefing schedule (.2); draft Grand Mesa abstention response (1.2); conference with K. Young re abstention (.3); revise abstention response (1.1); attend K&E team conference re Elevation strategy (.4); draft Grand Mesa contract provision outline (1.1); revise Elevation response (.1); conference with K. Young re RMM schedule (.3); revise Elevation cross-motion (.4); research touch and concern (.2); conference with K. Young re Platte reply edits (.6); revise Platte reply (.6).
09/22/20	Kenneth A. Young	10.90	Draft and revise pleadings for adversary proceedings and contested matters re motion to reject (4.1); prepare for adversary proceedings and contested matters re same (2.3); research support re pleadings for adversary proceedings and contested matters (4.5).
09/23/20	Bill Arnault	12.40	Participate in deposition of PRM/DJS (3.5); prepare for same (3.1); summarize same (.4); review and revise reply brief (2.7); review deposition transcripts (2.7).
09/23/20	Jamie Alan Aycock	15.90	Draft and revise portions of reply in support of motion to reject and finalize same (8.5); prepare for deposition of Grand Mesa corporate representative (4.0); correspond re various discovery issues and scheduling of depositions (3.4).
09/23/20	Brooksany Barrowes	3.00	Draft omnibus brief re rejection matters.
09/23/20	Chris Burkhalter	2.10	Revise reply section and prepare exhibits for production.
09/23/20	John Christian	0.40	Correspond with J. Aycock and A. Weinhouse re draft reply in support of debtors' motion to reject (.2); correspond with B. Jackson re same (.2).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/23/20	Grant Jones	12.30	Review, revise Grand Mesa reply and abstention response (1.5); telephone conferences with K. Young re finalizing briefs for filing (.8); organize exhibits for briefing (.5); review and revise response brief for Elevation (.9); review and revise Platte reply brief (1.0); research omnibus reply sections (1.5); draft sections in omnibus reply (2.6); correspond with K. Young and D. Womack re finalizing and filing briefs (1.9); update citations in omnibus reply (.7); review and revise omnibus reply sections (.6); organize exhibits for omnibus reply (.3).
09/23/20	Ammaar Joya	3.90	Review and revise updated draft reply in support of motions to reject.
09/23/20	Angela Leonard	4.20	Revise omnibus rejection motion.
09/23/20	Angela Leonard	5.80	Draft motion and order for admission pro hac vice re C. Menefee and R. McEntire (.3); compile relevant documents for B. Terzic deposition preparation (.4); update draft re D. Robinson and B. Terzic deposition notices (.4); confirm and verify data processed by Sandline (1.2); correspond with Sandline to plan and prepare documents marked responsive for production (1.1); correspond with K&E team re availability of data for review (1.3); manage and organize file materials re same (1.1).
09/23/20	Christopher Marcus, P.C.	1.20	Telephone conference with Company re Elevation (.5); telephone conference with K&E team re rejections (.7).
09/23/20	Christopher Marcus, P.C.	0.50	Telephone conference with Akin re settlement matters.
09/23/20	Rebekah Sills McEntire	12.60	Prepare for deposition of B. Terzic.
09/23/20	Christian Menefee	11.00	Review and analyze documents re production (1.5); participate in telephone conference with A&M re M. O'Loughlin deposition (1.0); participate in telephone conferences with K&E team re depositions (1.5); correspond with K&E team re document productions and reply brief in support of motion to reject (3.0); draft outline for M. O'loughlin deposition (4.0).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/23/20	Orla Patricia O'Callaghan	6.70	Correspond re filing protective order with J. Aycock and A. Leonard (.2); correspond re quality control review with A. Rotman (.1); correspond with M. Singh to revise quality control batches (.3); analyze mixed family quality control review (6.1).
09/23/20	Alexander Rayner	8.00	Draft and revise draft reply to object re debtor's business judgment section (3.9); correspond with A Leonard re citations in same (1.0); review matter materials re checking calculations in draft reply to objection (.8); prepare for R. McGillis deposition and telephone conference with B. Arnault (.4); attend R. McGillis deposition (1.9).
09/23/20	Anna G. Rotman, P.C.	7.80	Deposition preparation for 30(b)(6) by Grand Mesa (1.4); telephone conference with local counsel re status conference (.3); telephone conference with midstream counsel re commercial path forward (.4); review deposition transcript to prepare for PR deposition (.4); analyze Committee backstop discovery (.2); prepare for upcoming status conference (2.8); review and revise all briefing on motions for summary judgment (2.3).
09/23/20	Allyson Smith Weinhouse	1.60	Correspond with J. Christian re reply (.2); review same (.3); telephone conference with Elevation re rejection (.3); correspond with Company, K&E team re same (.5); correspond with K&E team re filings (.3).
09/23/20	Dustin Lyle Womack	11.80	Revise response to Elevation cross-motion (.1); revise Platte reply (2.2); conference with K. Young re Platte reply (.2); conference with K. Young re filings (.2); conference with K. Young re rejection notwithstanding brief (1.4); draft rejection notwithstanding brief (4.4); revise rejection notwithstanding brief (2.1); compile Elevation pleading for local counsel (.3); compile A. Rotman briefing binder materials (.9).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/23/20	Kenneth A. Young	14.20	Draft pleadings for adversary proceedings and contested matters re motion to reject (4.3); revise same (4.0); prepare pleadings for adversary proceedings and contested matters re motion to reject to file (2.7); research support for pleadings re same (3.2).
09/24/20	Bill Arnault	12.20	Draft direct examination of Matt Owens (3.4); revise same (2.8); review expert report of S. Kelly and summarize same (3.2); correspond with A. Rotman re hearing, expert reports and testimony (1.1); review deposition transcripts (1.7).
09/24/20	Jamie Alan Aycock	15.60	Prepare for and depose Grand Mesa corporate representative (5.3); prepare for deposition of D. Haag (4.4); prepare J. Makhholm for expert deposition (4.3); correspond re discovery issues (1.6).
09/24/20	Brooksany Barrowes	1.00	Prepare expert witness and deposition outlines.
09/24/20	John Christian	2.10	Review and analyze D. Haag's expert declaration (.8); correspond with J. Aycock re same (1.3).
09/24/20	Grant Jones	8.10	Conference with K. Young and D. Womack re Elevation reply brief (.3); research reply brief sections (2.8); draft reply brief sections (3.2); review and analyze opposition's brief (1.8).
09/24/20	Angela Leonard	2.40	Draft D. Haag and M. O'Loughlin deposition notices for attorney review (.4); compile relevant documents for D. Haag deposition preparation (.5); compile and prepare discovery and production statistics re status conference (1.5).
09/24/20	Angela Leonard	9.60	Confirm and verify data processed by Sandline and upload into database for review and analysis by K&E team (1.2); correspond with Sandline to plan and prepare documents marked responsive for production (1.4); correspond with K&E team re availability of data for review (1.4); manage and organize file materials re same (4.0); review and analyze correspondence re document review metrics, tracking decision log, outstanding questions and correspond with Sandline re same (1.6).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/24/20	Christopher Marcus, P.C.	0.80	Telephone conference with K&E team re rejection.
09/24/20	Diego Jorge Martinez-Krippner	5.50	Review documents, perform redactions and oversee document production.
09/24/20	Rebekah Sills McEntire	7.00	Prepare for and attend deposition of B. Terzic (5.0); review expert report of Makholm re preparation for deposition (2.0).
09/24/20	Christian Menefee	12.00	Review and analyze documents re production (1.0); review and analyze documents re preparation of M. O'Loughlin deposition (4.0); draft outline for deposition of M. O'Loughlin (4.0); correspond with K&E team re discovery (3.0).
09/24/20	Orla Patricia O'Callaghan	7.00	Correspond with M. Singh to refine quality control deposition batches (.3); telephone conference re next steps for confidentiality agreement with A. Leonard (.1); correspond with opposing counsel re execution of same (.2); analyze document review of mixed families (3.0); review same (3.4).
09/24/20	Anna G. Rotman, P.C.	8.90	Prepare for status conference (4.0); draft response to discovery letter from counsel for DJS/Platte River (3.3); respond to discovery requests from Platte River re A&M documents (.7); analyze REP midstream issues (.3); analyze additional midstream commercial discussions (.4); respond to document requests from landowner (.2).
09/24/20	Evan Swager	1.10	Research issue re contract rejection.
09/24/20	Allyson Smith Weinhouse	4.20	Research, correspond and conference re adversary proceedings.
09/24/20	Dustin Lyle Womack	6.80	Compile A. Rotman briefing binders (.6); conference with K. Young re rejection hearing (.1); analyze Elevation's response to motion for summary judgment (.4); K&E team conference re Elevation reply (.2); conference with K. Young re Elevation reply (1.6); draft outline of Elevation reply (.2); draft Elevation reply (2.3); research Erie effect re privity (.4); conference with K. Young re Southland case relevance (.4); research lease easements (.6).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/24/20	Kenneth A. Young	8.30	Draft pleadings filed in adversary proceedings re motions to reject (2.5); revise same (3.8); prepare for status conference re contested matters and adversary proceedings (2.0).
09/25/20	Bill Arnault	9.30	Review deposition transcripts (3.3); draft direct examination outline (4.9); review key documents re same (.8); draft and respond to correspondence from A. Rotman and J. Aycock re hearing (.3).
09/25/20	Jamie Alan Aycock	9.60	Prepare for and depose D. Haag (2.3); prepare for deposition of Ms. Kelly (1.6); participate in telephone conference with K&E team re plan and strategy for hearing on motions for summary judgment, lift stay motion and motion to reject (4.8); correspond re various discovery issues (.9).
09/25/20	Brooksany Barrowes	2.50	Participate in expert deposition and hearing matters.
09/25/20	Diana Clough Benton	2.80	Review reply to motion to reject, factual issues and docket in case.
09/25/20	Joel DePalma	2.80	Draft presentation slides (1.4); draft slide animations (1.0); review slides (.4).
09/25/20	Grant Jones	9.00	Draft brief reply sections (2.8); research privity of estate (3.0); correspond with K&E team re demonstrative presentation (.5); draft instructions for animations for demonstrative deck to J. DePalma (.4); conference with A. Rotman, J. Aycock and K. Young re plan for hearings (.9); conference with K. Young and D. Womack re briefing and hearing preparation (.9); conference with K. Young re preparing demonstratives (.5).
09/25/20	Angela Leonard	1.50	Draft S. Kelly deposition notice (.2); compile relevant documents re S. Kelly deposition preparation (.5); manage and organize file materials re depositions (.8).
09/25/20	Christopher Marcus, P.C.	1.90	Telephone conference with K&E team re rejection strategy and review research re same (1.0); telephone conference with management re Midstream (.4); telephone conference with K&E team re rejection (.5).
09/25/20	Diego Jorge Martinez-Krippner	7.00	Review documents, perform redactions and coordinate document production.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/25/20	Rebekah Sills McEntire	5.00	Attend deposition of Makhholm (3.3); attend telephone conferences re same (1.7).
09/25/20	Christian Menefee	8.00	Prepare for and participate in M. O'Loughlin deposition (6.0); attend status conference (1.0); participate in telephone conference with K&E team re hearing (1.0).
09/25/20	Orla Patricia O'Callaghan	3.80	Review production set and documents with conflicting coding (3.4); correspond with M. Singh and C. Hedman to produce documents (.4).
09/25/20	Anna G. Rotman, P.C.	3.20	Conference with K&E team re next steps (.8); prepare for and participate in preparation session with M. Owens for Grand Mesa deposition (2.4).
09/25/20	Dustin Lyle Womack	9.30	Draft Elevation reply (5.7); research business judgment standard re rejection (.1); analyze Elevation MSJ evidence (.1); research release of covenant law (.1); research easements (.4); K&E team conference re hearing (.4); research mineral estates (.6); revise Elevation reply (1.4); conference with K. Young re hearing presentation (.5).
09/25/20	Kenneth A. Young	4.00	Analyze pleadings filed in adversary proceedings re motions to reject.
09/26/20	Jamie Alan Aycock	8.70	Prepare for deposition of Ms. Kelly (6.2); correspond re discovery issues and plans for hearing (2.5).
09/26/20	Brooksany Barrowes	4.50	Research and review re Kelly deposition.
09/26/20	Chris Burkhalter	2.00	Review documents for production.
09/26/20	Juliana Casas	3.40	Prepare presentation re covenant to pay rent.
09/26/20	Grant Jones	9.00	Draft Elevation reply brief sections (3.5); correspond with J. Casas re animations for demonstrative deck (.6); correspond with K. Young and D. Womack re demonstratives (.2); correspond with J. DePalma re slide presentation design (.5); telephone conference with J. DePalma re demonstratives (.5); draft presentation content for hearing (3.7).
09/26/20	Ammaar Joya	1.80	Research FERC precedent.
09/26/20	Angela Leonard	2.60	Manage and organize file materials.
09/26/20	Diego Jorge Martinez-Krippner	2.30	Review documents in preparation for document production.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/26/20	Christian Menefee	2.50	Review and analyze O'Loughlin deposition transcript for O'Loughlin cross-examination (2.0); correspond with K&E team re hearing (.5).
09/26/20	Alexander Rayner	1.50	Review materials re B. Jackson document production (.7); draft correspondence for C. Menefee re issues in document review (.3); correspond with Sandline and K&E team re return of document batch and instructions for reviewers (.5).
09/26/20	Anna G. Rotman, P.C.	6.70	Defend M. Owen's 30(b)(6) deposition by Grand Mesa and debrief (3.8); telephone conference with Whiteford team re upcoming hearing (.6); prepare for upcoming motion for summary judgment arguments on contract rejection (2.3).
09/26/20	Allyson Smith Weinhouse	2.30	Review and analyze briefing, pleadings re midstream rejections (2.0); correspond with K. Young re same (.3).
09/26/20	Dustin Lyle Womack	1.10	Revise Elevation reply.
09/26/20	Kenneth A. Young	5.60	Draft and revise reply in support of motion for summary judgment in adversary proceeding (3.3); prepare for hearing on motion for summary judgment in adversary proceedings (1.4); telephone conference with counsel for counterparty in contested matters (.9).
09/27/20	Bill Arnault	6.20	Draft direct examination of M. Owens (4.3); review and revise exhibit list re same (1.9).
09/27/20	Jamie Alan Aycock	11.50	Prepare for and depose Ms. Kelly (7.4); prepare exhibit and witness lists re same (1.4); correspond with K&E team re hearing planning (2.7).
09/27/20	Brooksany Barrowes	0.50	Analyze expert preparation for hearing.
09/27/20	Joel DePalma	2.40	Correspond with K&E team and prepare document review (1.1); draft and revise presentation re same (1.3).
09/27/20	Grant Jones	9.10	Revise Elevation reply brief (.8); correspond with J. DePalma and J. Casas re presentation materials (.9); draft content re same (3.4); create call outs from exhibits re same (4.0).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/27/20	Angela Leonard	9.00	Compile relevant documents for exhibit list (2.3); analyze same (2.8); draft witness and exhibit list re same (1.9); review and analyze B. Jackson documents and verify productions to Elevation re same (.5); manage and organize file materials re same (1.5).
09/27/20	Rebekah Sills McEntire	5.00	Prepare for and draft cross-examination outline for lift stay hearing (3.2); analyze same (1.8).
09/27/20	Christian Menefee	3.50	Review and analyze O'Loughlin deposition transcript for O'Loughlin cross-examination (3.0); correspond with K&E team re hearing (.5).
09/27/20	Anna G. Rotman, P.C.	12.30	Participate in deposition preparation with M. Owens (2.3); telephone conference with K. Young re oral argument on motions for summary judgment (1.4); prepare for motion for summary judgment hearing (3.8); review cases, briefing and presentation re same (4.8).
09/27/20	Anna G. Rotman, P.C.	1.00	Prepare for hearing with exhibit, witness lists and strategy.
09/27/20	Dustin Lyle Womack	2.20	Draft hearing presentation (1.8); research Lonestar case (.1); revise Elevation reply (.3).
09/27/20	Kenneth A. Young	3.70	Prepare for hearing on motions for summary judgment in adversary proceedings re rejection motions (2.1); draft and revise reply re same (1.6).
09/28/20	Bill Arnault	11.10	Participate in deposition preparation session with M. Owens (3.3); participate in telephone conference with K&E team re hearings (.9); review and revise M. Owens direct examination outline (3.9); review key Elevation, Grand Mesa and Platte River documents re same (3.0).
09/28/20	Jamie Alan Aycock	14.60	Prepare direct examinations, cross examinations for lift stay motion (4.0); prepare opening statement re same (3.1); analyze same (2.6); correspond with K&E team re exhibits (3.7); review same (1.2).
09/28/20	Brooksany Barrowes	2.00	Review expert report and deposition materials in preparation for hearing.
09/28/20	Diana Clough Benton	2.80	Prepare presentation on opening statement for oral argument in opposition of motion to lift automatic stay by Grand Mesa.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/28/20	Diana Clough Benton	1.30	Prepare closing statement presentation.
09/28/20	Chris Burkhalter	9.20	Review D. Haag transcript, expert report and ARB filings (3.9); prepare cross-examination questions (3.0); analyze same (2.3).
09/28/20	Juliana Casas	4.00	Revise adversary proceeding presentations.
09/28/20	John Christian	2.60	Prepare direct outline for J. Makhholm re transition services agreement rejection (1.8); telephone conference with A. Rotman, J. Aycock, K&E team re case strategy and next steps (.8).
09/28/20	Grant Jones	11.30	Correspond with J. Urban re updates to presentation (.6); review and revise reply brief (.5); telephone conference with A. Rotman, J. Aycock and K. Young re hearing preparation (.5); telephone conference with K. Young and D. Womack re slide presentation changes (1.5); telephone conference with K. Young and D. Womack re updates re same (1.0); prepare slides re demonstrative presentation (4.0); create new call outs to exhibits re same (3.2).
09/28/20	Angela Leonard	9.50	Compile corrected versions and prepare final exhibits for branding in preparation for hearing (3.2); manage and organize file materials re same (2.0); confirm and verify data processed by Sandline (1.3); correspond with Sandline to plan and prepare documents marked responsive for production (1.0); correspond with K&E team re availability of data for review (.9); review and analyze communications re document review metrics, tracking decision log, outstanding questions and correspond with Sandline re same (1.1).
09/28/20	Kevin Liang	0.10	Correspond with J. Pierzchala and Company re PDC settlement.
09/28/20	Kevin Liang	0.40	Telephone conference with working group re Elevation issues.
09/28/20	Diego Jorge Martinez-Krippner	1.50	Review direct examination outlines for witnesses for hearing.
09/28/20	Diego Jorge Martinez-Krippner	4.00	Review documents in preparation for document production.
09/28/20	Rebekah Sills McEntire	7.80	Prepare for hearing re lift stay motion.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/28/20	Christian Menefee	14.00	Review and analyze Kelly deposition transcript for Kelly cross-examination (4.0); correspond with K&E team re document production (3.0); draft O'Loughlin cross-examination outline (4.0); participate in telephone conference re hearing (1.5); correspond with K&E team re hearing (1.5).
09/28/20	Orla Patricia O'Callaghan	0.70	Correspond re next steps for protective order with K&E team (.1); correspond with counsel for Elevation re sign off on revised protective order (.1); correspond with M. Singh to create metadata privilege log (.5).
09/28/20	Alexander Rayner	5.00	Review matter correspondence (.6); attend telephone conference with C. Menefee, D. Martinez, Sandline and others re daily work streams (.3); review M. Owen draft deposition direct outline (2.1); review documents in rejection of Elevation contracts and compile list of key documents re same (1.3); correspond with K&E team and Sandline re Elevation rejection document compilation (.3); telephone conference with K&E team re hearing status discussions and preparations (.4).
09/28/20	Anna G. Rotman, P.C.	13.10	Attend witness preparation sessions with M. Owens (1.5); attend preparation session with K&E team for hearing (.5); conference with Kimmeridge re hearing (.5); prepare for hearings on adversary proceedings motion for summary judgment (3.8); analyze same (4.0); additional witness preparation session with M. Owens (2.8).
09/28/20	Josh Urban	2.60	Revise slides in presentation for G. Jones (1.0); draft new slide presentation re objection to relief from stay (1.6).
09/28/20	Allyson Smith Weinhouse	0.50	Telephone conference with Company, Moelis re Elevation matter.
09/28/20	Allyson Smith Weinhouse	0.70	Correspond with WTP, K&E team re upcoming rejection hearings, strategy.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/28/20	Dustin Lyle Womack	9.90	Draft hearing presentation (2.3); conference with K. Young re Elevation reply revisions (.2); revise Elevation reply (.7); K&E team conference re hearing strategy (.6); analyze Elevation cross-reply (.6); conference with K. Young re same (.6); attend conference with K&E team re hearing presentation (2.3); revise presentation (.9); draft Grand Mesa proposed fact findings and legal conclusions (1.2); conference with K. Young re touch and concern portion of presentation (.2); analyze Elevation oral argument notes (.3).
09/28/20	Kenneth A. Young	13.00	Prepare for hearing on motions for summary judgment (2.9); draft and revise presentation for hearing on motions for summary judgment (2.1); coordinate discovery re contested matters re motion to reject (1.4); draft and revise reply in support of motion for summary judgment in adversary proceeding (3.8); prepare reply in support of motion for summary judgment for filing (1.7); analyze pleadings filed in adversary proceedings re motion to reject (1.1).
09/29/20	Bill Arnault	12.90	Participate in deposition of M. Owens (4.3); prepare for same (3.9); draft summary of same (1.1); draft and revise direct examination of M. Owens (3.6).
09/29/20	Jamie Alan Aycock	14.40	Prepare direct examinations for lift stay hearing (3.1); prepare cross examinations and opening statement re same (3.9); analyze same (2.3); participate in telephone conference with K&E team re plan for testimony (2.5); correspond re exhibits (2.6).
09/29/20	Brooksany Barrowes	1.30	Correspond with K&E team in preparation for upcoming hearing.
09/29/20	Diana Clough Benton	2.70	Revise presentation for opening and closing arguments for opposition to Grand Mesa's motion to lift automatic stay (1.6); correspond with J. Urban and J. Aycock re presentations (.6); review recent decisions by Federal Energy Regulatory Commission (.5).
09/29/20	Chris Burkhalter	1.10	Review and analyze documents for production.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/29/20	John Christian	0.90	Telephone conference with J. Aycock, B. Barrowes, R. McEntire, L. Oliva and J. Makhol re omnibus hearing.
09/29/20	Joel DePalma	0.70	Revise Extraction proceeding presentation (.7).
09/29/20	Grant Jones	8.90	Create slides for demonstrative presentation (3.5); revise slide presentation based on comments from A. Rotman (1.3); create new cut outs to exhibits for slides (1.9); correspond with J. DePalma re updates to slide design (.3); create table of contracts slide (.5); correspond with J. Young re slide deck updates (.9); correspond with A. Rotman and K. Young re slide deck updates (.5).
09/29/20	Angela Leonard	12.20	Prepare hearing exhibits for submission to local counsel and opposing counsel in advance of hearing (3.3); review, analyze and identify corresponding produced versions of relevant documents (2.0); draft amended exhibit, witness list and prepare documents for submission to local counsel and opposing counsel (1.5); plan and prepare logistics re delivery of witness binders (.5); prepare witness binders re B. Terzic, R. McGillis, S. Kelly and D. Haag (3.6); review materials re same (1.3).
09/29/20	Christopher Marcus, P.C.	1.00	Review sealing motion reply.
09/29/20	Christopher Marcus, P.C.	1.30	Analyze correspondence with PW re status (.3); analyze correspondence re Midstream hearing (1.0).
09/29/20	Diego Jorge Martinez-Krippner	4.00	Review and analyze documents in preparation for document production.
09/29/20	Rebekah Sills McEntire	9.00	Draft cross outline (3.3); prepare for lift stay hearing (4.0); review correspondence re same (1.7).
09/29/20	Christian Menefee	11.00	Draft Kelly cross outline (5.1); correspond with K&E team re document production (2.8); correspond with K&E team re hearing (3.1).
09/29/20	Orla Patricia O'Callaghan	1.10	Review draft privilege log (.8); revise same (.3).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/29/20	Alexander Rayner	4.50	Review PRM produced documents and Ben Jackson documents re documents to be cited in M. Owens deposition (2.1); review M. Owens deposition re same (.8); draft note for B. Arnault re documents to be cited in M. Owens deposition and suggested amends to deposition outline (.7); document review and draft detail notes for C. Menefee and K&E team re errors identified in document review (.9).
09/29/20	Anna G. Rotman, P.C.	13.80	Prepare for oral arguments re midstream contracts and motion for summary judgment (4.0); review, analyze presentation re same (4.0); analyze materials re same (5.8).
09/29/20	Josh Urban	2.20	Create presentation re closing statement in opposition to motion for relief from stay.
09/29/20	Allyson Smith Weinhouse	2.20	Review, analyze midstream rejection briefings, pleadings and related issues.
09/29/20	Dustin Lyle Womack	8.80	Draft Alta Mesa/Badlands one-pager (.2); revise Elevation argument (1.3); conference with K. Young re Elevation argument (.3); conference with K. Young re K&E presentation (.7); revise K&E presentation (1.9); conference with K. Young re presentation (.4); draft presentation re same (3.2); attend K&E team conference re presentations (.2); analyze Platte, DJ and Grand Mesa contracts re reservations (.1); draft Grand Mesa proposed findings (.1); conference with K. Young re hearing (.4).
09/29/20	Kenneth A. Young	15.60	Prepare for hearing on motions for summary judgment in adversary proceedings (4.2); prepare for hearing on motions to reject (4.3); draft and revise presentation for hearing on motions for summary judgment and motion to reject (4.5); telephone conferences with A. Rotman re hearing on motions for summary judgment (1.5); telephone conferences with WTP re hearing on motions for summary judgment (1.1).
09/30/20	Bill Arnault	6.40	Prepare M. Owens for direct examination (1.9); draft slides for closing (2.2); participate in telephone conference with A. Rotman re adversary proceedings status (.2); revise direct examination of M. Owens (2.1).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/30/20	Jamie Alan Aycock	5.30	Revise opening and closing statements for stay motion, analyze related case law and conference re same (1.5); draft outline for opening and closing statements for rejection motion and related correspondence (3.8).
09/30/20	Diana Clough Benton	0.20	Review and revise closing argument presentation for opposition to motion for relief from stay.
09/30/20	Diana Clough Benton	3.50	Prepare content representations for opening and closing arguments for rejection motion.
09/30/20	Chris Burkhalter	1.00	Draft presentation for opening and closing re business judgment to reject Elevation contracts.
09/30/20	Grant Jones	1.50	Revise presentation materials (.5); remove notes from presentation to send to court (.3); correspond with local counsel re demonstratives (.2); review draft proposed facts and conclusions of law (.5).
09/30/20	Angela Leonard	1.70	Manage and organize file materials into document management systems.
09/30/20	Angela Leonard	2.00	Draft motion and order for admission pro hac vice re B. Arnault (.2); draft debtors' objection to motion of Richmark lift stay objection (.4); correspond with Sandline to plan and prepare documents marked responsive for production (.6); correspond with K&E team re availability of data for review (.8).
09/30/20	Orla Patricia O'Callaghan	1.80	Revise protective order (.1); conference re same with K&E team (.1); correspond with counsel for Elevation re same (.1); review and revise metadata privilege log, convert same to PDF (1.5).
09/30/20	Alexander Rayner	1.70	Review draft M. Owens deposition direct outline (.8); document quality control review re B. Jackson documents (.4); correspond with K&E team re issues in quality control review (.5).
09/30/20	Enoch Varner	1.50	Telephone conference with K&E team, advisors re rejection matters.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007484
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/30/20	Allyson Smith Weinhouse	1.30	Telephone conference with Company, A&M re contract renegotiation updates (.5); correspond with K. Liang re Archrock stipulation (.2); correspond with A&M, Company re same (.3); correspond with T. Tyree, K&E team re follow-up from hearing (.3).
09/30/20	Dustin Lyle Womack	0.60	Conference with K. Young re rejection matters (.2); draft rejection correspondence (.4).
09/30/20	Kenneth A. Young	2.10	Draft and revise findings of fact and conclusions of law re motions of same.
Total		2,246.20	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

December 30, 2020

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007485

Client Matter: 18803-26

In the Matter of Automatic Stay Matters

For legal services rendered through September 30, 2020
(see attached Description of Legal Services for detail)

\$ 3,179.50

Total legal services rendered

\$ 3,179.50

Legal Services for the Period Ending September 30, 2020
Extraction Oil & Gas, Inc.
Automatic Stay Matters

Invoice Number: 1250007485
Matter Number: 18803-26

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Kevin Liang	0.80	740.00	592.00
Allyson Smith Weinhouse	2.50	1,035.00	2,587.50
TOTALS	3.30		\$ 3,179.50

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Automatic Stay Matters

Invoice Number: 1250007485
 Matter Number: 18803-26

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/20	Kevin Liang	0.20	Review and correspond with A. Weinhouse, K&E team and J. Pierzchala re automatic stay issues.
09/15/20	Kevin Liang	0.60	Research automatic stay issues.
09/15/20	Allyson Smith Weinhouse	2.50	Research re automatic stay, third parties issues (1.5); correspond with A. Rotman, K. Young re same (.3); telephone conference with Company re same (.7).
Total		3.30	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

December 30, 2020

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007486
Client Matter: 18803-27

In the Matter of Business Operations

For legal services rendered through September 30, 2020
(see attached Description of Legal Services for detail)

\$ 4,529.00

Total legal services rendered

\$ 4,529.00

Legal Services for the Period Ending September 30, 2020
Extraction Oil & Gas, Inc.
Business Operations

Invoice Number: 1250007486
Matter Number: 18803-27

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	2.80	845.00	2,366.00
Christopher Marcus, P.C.	0.50	1,635.00	817.50
Allyson Smith Weinhouse	1.30	1,035.00	1,345.50
TOTALS	4.60		\$ 4,529.00

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Business Operations

Invoice Number: 1250007486
 Matter Number: 18803-27

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/20	Allyson Smith Weinhouse	0.70	Telephone conference with Company re escheatment matters.
09/02/20	Allyson Smith Weinhouse	0.20	Correspond with E. Swager re JOA notice and comment on same.
09/15/20	Christopher Marcus, P.C.	0.50	Telephone conference with management re loan assignments.
09/29/20	Allyson Smith Weinhouse	0.40	Review update re setback regulations.
09/30/20	Nicholas Adzima	2.80	Research re escheatment considerations (1.9); draft letter re same (.9).
Total		4.60	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

December 30, 2020

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007487
Client Matter: 18803-28

In the Matter of Case Administration

For legal services rendered through September 30, 2020
(see attached Description of Legal Services for detail)

\$ 66,819.50

Total legal services rendered

\$ 66,819.50

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Case Administration

Invoice Number: 1250007487
 Matter Number: 18803-28

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	6.20	845.00	5,239.00
Jamie Alan Aycock	0.90	1,145.00	1,030.50
Adam Louis Birnbaum	1.00	740.00	740.00
Will W. Bos, P.C.	0.90	1,545.00	1,390.50
Simon Briefel	2.10	845.00	1,774.50
Chris Burkhalter	0.30	925.00	277.50
Eugenio J. Cardenas	2.00	1,085.00	2,170.00
Stephanie Cohen	1.70	845.00	1,436.50
Mark Dundon, P.C.	1.50	1,360.00	2,040.00
Ross Fiedler	4.40	845.00	3,718.00
Christopher S.C. Heasley	1.50	1,165.00	1,747.50
Grant Jones	0.80	835.00	668.00
Daniel J. Kirksey	1.60	845.00	1,352.00
Kevin Liang	10.40	740.00	7,696.00
Andrew L. Lombardo	2.70	965.00	2,605.50
Courtney Loyack	4.60	785.00	3,611.00
Christopher Marcus, P.C.	6.90	1,635.00	11,281.50
Mitch McClellan	0.90	1,135.00	1,021.50
Arthur Patrick Muszynski	2.40	740.00	1,776.00
Anna G. Rotman, P.C.	0.30	1,425.00	427.50
Evan Swager	4.80	740.00	3,552.00
Joe Tobias	0.50	1,165.00	582.50
Chimezie Udozorh	1.40	740.00	1,036.00
Enoch Varner	2.30	1,195.00	2,748.50
Allyson Smith Weinhouse	6.00	1,035.00	6,210.00
Lydia Yale	2.50	275.00	687.50
TOTALS	70.60		\$ 66,819.50

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Case Administration

Invoice Number: 1250007487
 Matter Number: 18803-28

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/20	Kevin Liang	0.60	Review, revise work in progress and critical dates chart and correspond with A. Weinhouse, K&E team re same.
09/01/20	Courtney Loyack	0.50	Telephone conference with K&E team re work in progress.
09/01/20	Allyson Smith Weinhouse	0.40	Review, comment on draft agenda (.2); correspond with K. Liang re upcoming dates/deadlines (.2).
09/02/20	Simon Briefel	0.20	Telephone conference with K&E team re case status, next steps.
09/02/20	Eugenio J. Cardenas	1.00	Correspond with K&E team re work in progress.
09/02/20	Daniel J. Kirksey	0.30	Prepare for and participate in telephone conference with K&E team re status and strategy moving forward.
09/02/20	Kevin Liang	0.60	Review, revise work in progress and critical dates chart (.2); prepare for and attend work in progress with K&E team (.2); correspond with L. Yale re scheduling and precedent research (.2).
09/02/20	Andrew L. Lombardo	0.40	Telephone conference with K&E team re work in progress.
09/02/20	Evan Swager	0.20	Telephone conference with K&E team re work in progress.
09/02/20	Chimezie Udozorh	0.20	Prepare for and participate in telephone conference re work in progress.
09/02/20	Lydia Yale	0.40	Update calendar with hearing details.
09/02/20	Lydia Yale	0.20	Create calendar invites for August 3, 2020 hearing (.1); correspond with CourtCall to setup listen-only appearance to same (.1).
09/03/20	Nicholas Adzima	0.50	Prepare for and attend telephone conference with working group re next steps, strategy.
09/03/20	Simon Briefel	0.40	Telephone conference with Company, advisors re case status, next steps.
09/03/20	Eugenio J. Cardenas	1.00	Telephone conference with K&E team, advisors re work in progress.
09/03/20	Stephanie Cohen	0.50	Telephone conference with Company, advisors re case status, next steps.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Case Administration

Invoice Number: 1250007487
 Matter Number: 18803-28

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/03/20	Ross Fiedler	0.40	Telephone conference with Company advisors and Company re status update.
09/03/20	Christopher S.C. Heasley	0.50	Telephone conference with K&E team re work in progress.
09/03/20	Kevin Liang	1.00	Review, revise work in progress and key dates chart (.5); telephone conference with advisors and Company re status (.5).
09/03/20	Christopher Marcus, P.C.	0.50	Telephone conference with Company, advisors re case status, next steps.
09/03/20	Anna G. Rotman, P.C.	0.30	Participate in telephone conference with K&E team.
09/03/20	Evan Swager	0.50	Telephone conference with K&E team, advisors re work in progress.
09/03/20	Chimezie Udozorh	0.20	Update working group list.
09/03/20	Enoch Varner	0.50	Prepare for and participate in telephone conference with A. Weinhouse, K&E team, advisors, Company re work in progress.
09/03/20	Allyson Smith Weinhouse	0.70	Prepare for and participate in telephone conference with K&E team, advisors re work in progress.
09/07/20	Kevin Liang	0.10	Revise work in progress and key dates chart and correspond with WTP re same.
09/08/20	Nicholas Adzima	1.70	Prepare for and participate in telephone conference with A. Weinhouse, K&E team, advisors, Company re work in progress (1.0); prepare for and attend telephone conferences with K&E team re strategy, next steps (.7).
09/08/20	Jamie Alan Aycock	0.90	Telephone conference with K&E team re work in progress.
09/08/20	Stephanie Cohen	0.50	Telephone conference with Company, advisors re case status, next steps.
09/08/20	Mark Dundon, P.C.	0.50	Telephone conference with Company, advisors re case status, next steps.
09/08/20	Ross Fiedler	0.50	Telephone conference with Company and Company advisors re status update.
09/08/20	Daniel J. Kirksey	0.50	Telephone conference with Company and Company advisors re status update.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Case Administration

Invoice Number: 1250007487
 Matter Number: 18803-28

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/08/20	Kevin Liang	1.30	Revise work in progress tracker and correspond with WTP re same (.1); telephone conference with K&E and Committee re status (.2); telephone conference with PW re status (.5); telephone conference with advisors and Company re status (.5).
09/08/20	Courtney Loyack	0.70	Prepare for and attend telephone conference with K&E team re status update.
09/08/20	Christopher Marcus, P.C.	0.50	Telephone conference with advisors and Company re status (.3); telephone conference with A. Weinhouse re same (.2).
09/08/20	Evan Swager	0.40	Telephone conference with K&E team, advisors re work in progress.
09/08/20	Evan Swager	0.50	Telephone conference with K&E team, Paul Weiss re case status.
09/08/20	Allyson Smith Weinhouse	0.30	Draft agenda for all hands' telephone conference (.1); correspond with N. Adzima re same (.2).
09/09/20	Lydia Yale	0.40	Update list of attorneys on court calendar hearing invitations.
09/10/20	Nicholas Adzima	0.60	Prepare for and participate in telephone conference with A. Weinhouse, K&E team, advisors, Company re strategy, next steps.
09/10/20	Will W. Bos, P.C.	0.90	Telephone conference with K&E team, advisors re work in progress.
09/10/20	Ross Fiedler	0.50	Telephone conference with Company and Company advisors re case status.
09/10/20	Christopher S.C. Heasley	0.50	Telephone conference with K&E team re work in progress.
09/10/20	Kevin Liang	1.50	Revise key dates chart and work in progress (.2); telephone conference with Company and advisors re all hands call (1.3).
09/10/20	Courtney Loyack	1.50	Telephone conference with K&E team, advisors re work in progress.
09/10/20	Christopher Marcus, P.C.	0.70	Telephone conference with advisors and Company re status.
09/10/20	Mitch McClellan	0.90	Prepare for and participate in telephone conference with XOG and advisors re case status, strategy.
09/10/20	Evan Swager	1.40	Telephone conference with K&E team, advisors re open issues.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Case Administration

Invoice Number: 1250007487
 Matter Number: 18803-28

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/10/20	Allyson Smith Weinhouse	1.30	Telephone conference with K&E team, advisors re status.
09/10/20	Lydia Yale	0.30	Update calendar information and distribute to K&E team.
09/14/20	Kevin Liang	0.10	Review, revise work in progress tracker and correspond with K&E team re same.
09/14/20	Christopher Marcus, P.C.	0.50	Telephone conference with management re case timing.
09/15/20	Nicholas Adzima	0.70	Prepare for and participate in telephone conference with A. Weinhouse, K&E team, advisors, Company re strategy, next steps.
09/15/20	Ross Fiedler	0.50	Telephone conference with K&E team, Paul Weiss re case status, open issues.
09/15/20	Kevin Liang	0.50	Telephone conference with PW and K&E team re status.
09/15/20	Andrew L. Lombardo	0.40	Telephone conference with Paul Weiss re status, next steps.
09/15/20	Christopher Marcus, P.C.	0.30	Telephone conference with A. Rosenberg re case status.
09/15/20	Evan Swager	0.50	Telephone conference with K&E, Paul Weiss teams re ongoing workstreams.
09/16/20	Christopher Marcus, P.C.	0.50	Telephone conference with advisors re strategy.
09/17/20	Nicholas Adzima	1.10	Prepare for and participate in telephone conference with A. Weinhouse, K&E team, advisors, Company re strategy, next steps.
09/17/20	Simon Briefel	0.70	Telephone conference with advisors, management re case status, next steps (.4); telephone conference with K&E team re same (.3).
09/17/20	Stephanie Cohen	0.70	Telephone conference with advisors, management re case status, next steps (.4); telephone conference with A. Weinhouse, K&E team re work in progress (.3).
09/17/20	Mark Dundon, P.C.	0.50	Telephone conference with advisors, management re case status, next steps.
09/17/20	Ross Fiedler	1.00	Telephone conference with A. Weinhouse, K&E team re work in progress (.5); telephone conference with Company and Company advisors re status update, next steps (.5).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Case Administration

Invoice Number: 1250007487
 Matter Number: 18803-28

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/17/20	Kevin Liang	0.80	Telephone conference with K&E team re status (.3); telephone conference with advisors and Company re status (.4); review, revise work in progress and key dates chart and correspond with K&E team re same (.1).
09/17/20	Courtney Loyack	0.50	Telephone conference with K&E team, advisors re work in progress.
09/17/20	Christopher Marcus, P.C.	1.00	Telephone conference with Company and Company advisors re status update, next steps.
09/17/20	Arthur Patrick Muszynski	0.70	Telephone conferences with K&E team re work in progress.
09/17/20	Evan Swager	0.70	Telephone conference with K&E team re work in progress (.3); telephone conference with K&E team, advisors, Company re status of deal negotiations (.4).
09/17/20	Allyson Smith Weinhouse	0.30	Telephone conference with K&E team re work in progress.
09/18/20	Kevin Liang	0.30	Review, revise work in progress and key dates chart (.2); correspond with WTP re same (.1).
09/21/20	Kevin Liang	0.50	Review and correspond with working group re listserv issues.
09/21/20	Andrew L. Lombardo	0.30	Telephone conference with K&E team re work in progress.
09/21/20	Chimezie Udozorh	1.00	Review and revise working group materials.
09/22/20	Nicholas Adzima	0.80	Attend conference with working group re strategy, next steps.
09/22/20	Adam Louis Birnbaum	1.00	Review, analyze key dates and deadlines chart (.3); telephone conference with K&E team, Company and advisor teams re same (.7).
09/22/20	Simon Briefel	0.60	Telephone conference with management, advisors re case status, next steps.
09/22/20	Ross Fiedler	0.50	Telephone conference with Company and Company advisors re case update, next steps.
09/22/20	Daniel J. Kirksey	0.80	Prepare for and participate in all-hands telephone conference re deal, case status.
09/22/20	Kevin Liang	0.80	Review, revise key dates and work in progress (.1); telephone conference with K&E team, Company and advisors re status (.7).
09/22/20	Courtney Loyack	0.70	Telephone conference with K&E team, advisors, company re work in progress.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Case Administration

Invoice Number: 1250007487
 Matter Number: 18803-28

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/22/20	Christopher Marcus, P.C.	0.70	Prepare for and participate in telephone conference with K&E team, advisors, re deal, case status.
09/22/20	Arthur Patrick Muszynski	1.00	Telephone conference with K&E team (.7); review and analyze timeline and work in progress materials re same (.3).
09/22/20	Enoch Varner	1.40	Telephone conference with advisors re timeline (.6); telephone conference with K&E team, advisors, Company re strategy, next steps (.8).
09/23/20	Lydia Yale	0.60	Correspond with local counsel re filing pro hac vices.
09/24/20	Nicholas Adzima	0.80	Attend conferences with working group re strategy, next steps.
09/24/20	Christopher S.C. Heasley	0.50	Telephone conferences re case status update.
09/24/20	Kevin Liang	0.70	Review, revise work in progress and key dates charts and correspond with K&E team re same (.2); telephone conference with K&E team and advisors re all hands call (.5).
09/24/20	Courtney Loyack	0.70	Telephone conference with K&E team, advisors re work in progress.
09/24/20	Christopher Marcus, P.C.	0.50	Telephone conference with K&E team and advisors re all hands call.
09/24/20	Evan Swager	0.40	Telephone conference with K&E team, advisors re work in progress.
09/24/20	Joe Tobias	0.30	Telephone conference with K&E team re work in progress.
09/24/20	Allyson Smith Weinhouse	0.70	Telephone conference with K&E team, advisors, Company re work in progress.
09/25/20	Chris Burkhalter	0.30	Conference with working group re next steps.
09/25/20	Grant Jones	0.80	Attend status conference re rejection motions.
09/25/20	Christopher Marcus, P.C.	1.00	Telephone conference with A. Weinstein re status conference (.5); telephone conference with A. Rotman re status conference (.5).
09/25/20	Enoch Varner	0.40	Telephone conference with K&E team re case status.
09/28/20	Kevin Liang	0.60	Review, revise work in progress and key dates chart (.4); correspond with K&E team and WTP re same (.2).
09/28/20	Arthur Patrick Muszynski	0.70	Attend telephone conference with K&E team, advisors and Company re status (.4); draft and review correspondence re same (.3).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Case Administration

Invoice Number: 1250007487
 Matter Number: 18803-28

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/28/20	Allyson Smith Weinhouse	0.60	Correspond with WTP re agenda, CNOs (.3); revise same (.3).
09/29/20	Simon Briefel	0.20	Telephone conference with Company, advisors re case status.
09/29/20	Mark Dundon, P.C.	0.50	Telephone conference with Company, advisors re case status.
09/29/20	Ross Fiedler	0.50	Telephone conference with K&E team, Paul Weiss re case status, next steps.
09/29/20	Ross Fiedler	0.50	Telephone conference with K&E team, Company and Company advisors re case status, next steps.
09/29/20	Kevin Liang	0.70	Telephone conference with K&E team and PW re status (.5); telephone conference with K&E team, advisors, and Company re all hands call (.2).
09/29/20	Andrew L. Lombardo	1.60	Telephone conference with K&E team re work in process (.5); telephone conference with Paul Weiss team re case updates and upcoming filings (.4); telephone conference with full advisors re same (.7).
09/29/20	Christopher Marcus, P.C.	0.70	Telephone conference with Company, advisors re case status.
09/29/20	Evan Swager	0.20	Telephone conference with K&E team, Company, advisors re work in progress.
09/29/20	Joe Tobias	0.20	Telephone conference with Company, advisors, and K&E team re updates.
09/29/20	Allyson Smith Weinhouse	1.00	Draft, circulate agenda for telephone conference with Company, advisors, K&E team (.2); lead, participate in same (.8).
09/30/20	Kevin Liang	0.30	Review, revise work in progress and key dates chart.
09/30/20	Allyson Smith Weinhouse	0.70	Correspond with WTP re agendas for upcoming hearings (.3); comment on same (.4).
09/30/20	Lydia Yale	0.60	Correspond with Court Call, C. Oppenheim and N. Dickerson re CourtCall invoices for June 16, 2020 hearing.
Total		70.60	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

December 30, 2020

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007488

Client Matter: 18803-30

In the Matter of DIP/Cash Collateral

For legal services rendered through September 30, 2020
(see attached Description of Legal Services for detail)

\$ 17,410.50

Total legal services rendered

\$ 17,410.50

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 DIP/Cash Collateral

Invoice Number: 1250007488
 Matter Number: 18803-30

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	0.60	845.00	507.00
Adam Louis Birnbaum	5.60	740.00	4,144.00
Will W. Bos, P.C.	0.60	1,545.00	927.00
Simon Briefel	0.40	845.00	338.00
Ross Fiedler	0.50	845.00	422.50
Christopher Marcus, P.C.	4.20	1,635.00	6,867.00
Mitch McClellan	1.70	1,135.00	1,929.50
Aisha M. Noor	1.50	965.00	1,447.50
Allyson Smith Weinhouse	0.80	1,035.00	828.00
TOTALS	15.90		\$ 17,410.50

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 DIP/Cash Collateral

Invoice Number: 1250007488
 Matter Number: 18803-30

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/09/20	Adam Louis Birnbaum	0.50	Review, analyze real estate property spreadsheets and correspondence re DIP schedules and property.
09/09/20	Allyson Smith Weinhouse	0.30	Correspond with K. Liang, SSL re real property mortgages.
09/11/20	Adam Louis Birnbaum	0.50	Review and analyze DIP schedules to pre-petition RBL schedules re lender status.
09/14/20	Adam Louis Birnbaum	3.30	Draft and revise notice of objection to assignment re DIP loans and analyze DIP facility re consent rights (1.3); draft and revise notice of objection re pre-petition RBL (1.0); review and analyze assignment and assumption agreement re RBL and DIP commitments (1.0).
09/14/20	Mitch McClellan	0.90	Review and respond to correspondence re potential assignments (.6); analyze and revise documentation re same (.3).
09/15/20	Will W. Bos, P.C.	0.60	Correspond with K&E team re RBL assignment to Angelo Gordon.
09/15/20	Mitch McClellan	0.80	Prepare for and participate in telephone conferences with Company re potential loan assignment.
09/17/20	Adam Louis Birnbaum	1.30	Review, revise and analyze assignment and assumption agreements under DIP and RBL facilities.
09/17/20	Christopher Marcus, P.C.	1.50	Telephone conference with Bracewell re Milestones (.5); telephone conference with Committee re Milestones (.7); telephone conference with A. Rosenberg re Milestones (.3).
09/17/20	Aisha M. Noor	1.10	Telephone conference re timeline and potential extension (.7); telephone conference with K&E team re same (.4).
09/21/20	Christopher Marcus, P.C.	1.70	Telephone conference with Moelis re Milestones (.5); telephone conference with advisors re Milestones (.7); telephone conference with Bracewell re Milestones and review correspondence re same (.5).
09/22/20	Nicholas Adzima	0.60	Telephone conferences with Company re milestone extension.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 DIP/Cash Collateral

Invoice Number: 1250007488
 Matter Number: 18803-30

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/22/20	Simon Briefel	0.40	Telephone conference with Company re milestone extension.
09/22/20	Ross Fiedler	0.50	Telephone conference with Company and Company's advisors re case milestones.
09/22/20	Christopher Marcus, P.C.	0.50	Telephone conference with Company and Advisors re Milestones.
09/29/20	Christopher Marcus, P.C.	0.50	Telephone conference with Committee re Milestones.
09/29/20	Allyson Smith Weinhouse	0.50	Correspond with DIP lender counsel re milestone extensions (.1); telephone conference with Bracewell re same (.2); follow-up with interested parties re same (.2).
09/30/20	Aisha M. Noor	0.40	Review Company consent to milestone extensions.
Total		15.90	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

December 30, 2020

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007489

Client Matter: 18803-31

In the Matter of Claims Administration

For legal services rendered through September 30, 2020
(see attached Description of Legal Services for detail)

\$ 11,966.00

Total legal services rendered

\$ 11,966.00

Legal Services for the Period Ending September 30, 2020
Extraction Oil & Gas, Inc.
Claims Administration

Invoice Number: 1250007489
Matter Number: 18803-31

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Kevin Liang	6.10	740.00	4,514.00
Allyson Smith Weinhouse	7.20	1,035.00	7,452.00
TOTALS	13.30		\$ 11,966.00

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Claims Administration

Invoice Number: 1250007489
 Matter Number: 18803-31

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/20	Kevin Liang	2.10	Review, analyze claims issues (.1); review, analyze class POC issues and prepare for hearing (2.0).
09/01/20	Allyson Smith Weinhouse	0.30	Correspond with A&M re claims reconciliation.
09/02/20	Kevin Liang	2.70	Draft talking points for objections to class POC for hearing (2.0); correspond with A. Weinhouse re same (.7).
09/03/20	Allyson Smith Weinhouse	1.00	Telephone conference with JW re rejected lease claims (.3); correspond with JW re same (.1); research re same (.6).
09/08/20	Allyson Smith Weinhouse	0.70	Correspond re class proofs of claim (.3); draft stipulation re security deposit (.4).
09/10/20	Allyson Smith Weinhouse	0.60	Finalize stipulation re security deposit (.4); correspond with E. Christ re same (.1); coordinate filing re same (.1).
09/16/20	Kevin Liang	0.10	Correspond with A&M and WTP re claims telephone conference.
09/16/20	Allyson Smith Weinhouse	0.30	Review claims registrar re class POCs (.1); correspond with opposing counsel re same (.1); correspond with A&M re claims reconciliation (.1).
09/17/20	Allyson Smith Weinhouse	0.30	Telephone conference with METI re claim.
09/18/20	Kevin Liang	0.50	Telephone conference with A&M and WTP re claims process.
09/18/20	Allyson Smith Weinhouse	0.90	Telephone conference with METI re claim (.5); telephone conference with A&M re claims (.4).
09/21/20	Allyson Smith Weinhouse	1.20	Analyze claims reconciliation matters (.8); correspond with A&M, Company re same (.4).
09/22/20	Kevin Liang	0.60	Telephone conference with K&E team, A&M and Company re claims.
09/22/20	Allyson Smith Weinhouse	1.70	Telephone conference with A&M re claims reconciliation (1.0); correspond re class proofs of claim (.7).
09/23/20	Kevin Liang	0.10	Review, analyze claims issues.

Legal Services for the Period Ending September 30, 2020
Extraction Oil & Gas, Inc.
Claims Administration

Invoice Number: 1250007489
Matter Number: 18803-31

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/23/20	Allyson Smith Weinhouse	0.20	Correspond re class POC order.
Total		13.30	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

December 30, 2020

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007490

Client Matter: 18803-32

In the Matter of Committee Matters

For legal services rendered through September 30, 2020
(see attached Description of Legal Services for detail)

\$ 32,659.00

Total legal services rendered

\$ 32,659.00

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Committee Matters

Invoice Number: 1250007490
 Matter Number: 18803-32

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	3.90	845.00	3,295.50
Simon Briefel	1.50	845.00	1,267.50
Ross Fiedler	2.50	845.00	2,112.50
Kevin Liang	4.20	740.00	3,108.00
Andrew L. Lombardo	1.50	965.00	1,447.50
Christopher Marcus, P.C.	6.60	1,635.00	10,791.00
Mitch McClellan	0.30	1,135.00	340.50
Enoch Varner	2.90	1,195.00	3,465.50
Allyson Smith Weinhouse	6.60	1,035.00	6,831.00
TOTALS	30.00		\$ 32,659.00

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Committee Matters

Invoice Number: 1250007490
 Matter Number: 18803-32

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/20	Nicholas Adzima	1.00	Conferences with K&E team, Company, A&M, Stroock, Alix re considerations.
09/01/20	Andrew L. Lombardo	1.50	Correspond with E. Christ re Stroock changes to UCC advisor non-disclosure agreement (.7); telephone conference with Stroock re same (.8).
09/01/20	Christopher Marcus, P.C.	0.50	Telephone conference with E. Gilad re status.
09/01/20	Allyson Smith Weinhouse	0.40	Telephone conference with SSL re status, case updates.
09/02/20	Christopher Marcus, P.C.	0.40	Telephone conference with Committee re M&A process.
09/03/20	Christopher Marcus, P.C.	0.80	Telephone conference with Committee re M&A process, updates.
09/08/20	Nicholas Adzima	0.50	Prepare for and attend touch base telephone conference with UCC.
09/08/20	Ross Fiedler	0.50	Telephone conference with K&E team and Committee re status update, open issues.
09/08/20	Enoch Varner	2.00	Telephone conferences with Stroock re merger process, case status (1.2); review correspondences re same (.8).
09/08/20	Allyson Smith Weinhouse	0.50	Telephone conference with UCC team re updates, status.
09/09/20	Kevin Liang	0.60	Correspond with Committee and working group re diligence and review, analyze same.
09/09/20	Mitch McClellan	0.30	Review and respond to UCC questions re mortgages.
09/10/20	Kevin Liang	0.50	Correspond with Committee and working group re Committee diligence.
09/11/20	Kevin Liang	0.80	Correspond and telephone conferences with Committee and working group re Committee diligence requests.
09/15/20	Nicholas Adzima	1.00	Prepare for and attend telephone conferences with K&E team and Stroock re strategy, next steps.
09/15/20	Simon Briefel	0.70	Telephone conference with Committee and K&E team re backstop, marketing process, next steps.
09/15/20	Ross Fiedler	0.50	Telephone conference with Stroock and K&E team re case status, open issues.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Committee Matters

Invoice Number: 1250007490
 Matter Number: 18803-32

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/15/20	Kevin Liang	0.60	Telephone conference with Committee and K&E team re status.
09/15/20	Christopher Marcus, P.C.	1.50	Prepare for telephone conferences with Committee and K&E team re status.
09/15/20	Allyson Smith Weinhouse	1.70	Telephone conference with UCC re status, updates (.7); follow-up telephone conference with UCC re same (.8); correspond with K&E team re same (.2).
09/16/20	Christopher Marcus, P.C.	1.00	Telephone conference with Committee re process and telephone conference with K&E team, Petrie and Moelis re same.
09/19/20	Allyson Smith Weinhouse	0.50	Telephone conference with Company, advisors re UCC requests.
09/21/20	Kevin Liang	1.10	Prepare for and participate in telephone conference and correspond with Committee, Company and K&E team.
09/21/20	Christopher Marcus, P.C.	0.50	Telephone conference with Committee re status.
09/22/20	Nicholas Adzima	0.80	Prepare for and attend telephone conferences with Committee, K&E team re next steps.
09/22/20	Simon Briefel	0.50	Telephone conference with K&E and Stroock teams re disclosure statement hearing, objections, next steps.
09/22/20	Ross Fiedler	0.50	Telephone conference with Committee and K&E team re status update, outstanding issues.
09/22/20	Kevin Liang	0.40	Telephone conference with K&E team and Committee re status.
09/22/20	Christopher Marcus, P.C.	1.90	Telephone conference with Stroock re status (.5); telephone conference with Company re UCC discovery (1.0); telephone conference with Committee re information sharing (.4).
09/22/20	Enoch Varner	0.90	Telephone conference with counsel to unsecured creditors re deal process.
09/23/20	Allyson Smith Weinhouse	0.70	Telephone conference with UCC re backstop.
09/28/20	Allyson Smith Weinhouse	1.60	Correspond with UCC counsel and K&E team re Committee timeline issues, exclusivity (.7); telephone conference re same (.9).
09/29/20	Nicholas Adzima	0.60	Conferences with K&E team, SSL re status (.4); correspond with Stroock re same (.2).
09/29/20	Simon Briefel	0.30	Telephone conference with K&E team, Stroock re case status.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Committee Matters

Invoice Number: 1250007490
 Matter Number: 18803-32

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/29/20	Ross Fiedler	1.00	Telephone conference with Committee and K&E re case update (.5); telephone conference with Committee re case milestones (.5).
09/29/20	Kevin Liang	0.20	Telephone conference with K&E team and Committee re status.
09/29/20	Allyson Smith Weinhouse	0.70	Telephone conference with UCC re exclusivity extension (.5); follow-up with C. Marcus re same (.2).
09/30/20	Allyson Smith Weinhouse	0.50	Correspond with E. Gilad and C. Marcus re timeline issues, exclusivity.
Total		30.00	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

December 30, 2020

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007491

Client Matter: 18803-33

In the Matter of Corporate and Governance Matters

For legal services rendered through September 30, 2020
(see attached Description of Legal Services for detail)

\$ 138,837.50

Total legal services rendered

\$ 138,837.50

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Corporate and Governance Matters

Invoice Number: 1250007491
 Matter Number: 18803-33

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Douglas E. Bacon, P.C.	9.00	1,495.00	13,455.00
Will W. Bos, P.C.	0.40	1,545.00	618.00
Simon Briefel	1.00	845.00	845.00
Eugenio J. Cardenas	1.00	1,085.00	1,085.00
Bryan D. Flannery	3.70	1,135.00	4,199.50
Christopher Fox	0.50	1,085.00	542.50
Maggie Hoffman	1.10	845.00	929.50
Library Factual Research	0.80	375.00	300.00
Andrew L. Lombardo	17.60	965.00	16,984.00
Christopher Marcus, P.C.	5.20	1,635.00	8,502.00
Arthur Patrick Muszynski	8.50	740.00	6,290.00
Julian J. Seiguer, P.C.	40.70	1,495.00	60,846.50
Enoch Varner	17.60	1,195.00	21,032.00
Allyson Smith Weinhouse	3.10	1,035.00	3,208.50
TOTALS	110.20		\$ 138,837.50

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Corporate and Governance Matters

Invoice Number: 1250007491
 Matter Number: 18803-33

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/20	Maggie Hoffman	0.60	Telephone conference with K&E team re securities matters.
09/01/20	Julian J. Seiguer, P.C.	2.30	Review and analyze corporate and securities matters.
09/02/20	Andrew L. Lombardo	3.20	Prepare execution versions of UCC advisor-M&A counterparty non-disclosure agreements (1.0); correspond with UCC counsel re same (.2); review, analyze non-disclosure agreement (.8); analyze issues and correspond with M. Foschi re same (1.0); telephone conference with E. Varner re same (.2).
09/02/20	Enoch Varner	1.60	Analyze non-disclosure agreement matters re Kimmeridge and creditors' committee advisors (.8); telephone conferences with K&E team re work in progress (.8).
09/03/20	Julian J. Seiguer, P.C.	1.30	Review and analyze corporate and securities matters.
09/05/20	Julian J. Seiguer, P.C.	0.50	Review and analyze corporate and securities matters.
09/07/20	Julian J. Seiguer, P.C.	1.00	Review and analyze corporate and securities matters.
09/07/20	Enoch Varner	1.60	Analyze correspondence re non-disclosure agreement matters (.7); review revise joinder agreement (.9).
09/08/20	Eugenio J. Cardenas	1.00	Telephone conference with K&E team, advisors re work in progress.
09/08/20	Christopher Marcus, P.C.	0.90	Analyze correspondences re non-disclosure agreements.
09/08/20	Arthur Patrick Muszynski	0.80	Telephone conference with K&E team re non-disclosure agreements (.5); draft and review correspondence re same (.3).
09/08/20	Julian J. Seiguer, P.C.	2.00	Review and analyze corporate and securities matters.
09/09/20	Julian J. Seiguer, P.C.	1.30	Review and analyze corporate and securities matters.
09/10/20	Simon Briefel	1.00	Attend board conference with management, board, advisors re status, next steps.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Corporate and Governance Matters

Invoice Number: 1250007491
 Matter Number: 18803-33

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/10/20	Andrew L. Lombardo	1.10	Correspond with K&E team, parties in interest re UCC advisor-M&A counterparty non-disclosure agreements.
09/10/20	Arthur Patrick Muszynski	1.50	Telephone conference with K&E team re non-disclosure agreements (1.1); draft and review correspondence re same (.4).
09/10/20	Julian J. Seiguer, P.C.	1.80	Review and analyze corporate and securities matters.
09/11/20	Julian J. Seiguer, P.C.	1.30	Review and analyze corporate and securities matters.
09/12/20	Julian J. Seiguer, P.C.	1.50	Review and analyze corporate and securities matters.
09/12/20	Allyson Smith Weinhouse	0.30	Correspond with K&E team re board materials.
09/13/20	Will W. Bos, P.C.	0.40	Review BOD discussion materials.
09/13/20	Julian J. Seiguer, P.C.	1.00	Review and analyze corporate and securities matters.
09/13/20	Enoch Varner	2.00	Prepare revisions to board materials in consultation (1.4); prepare new slide for board materials (.6).
09/14/20	Douglas E. Bacon, P.C.	4.50	Prepare for and attend pre-call and telephone conference with Board.
09/14/20	Christopher Marcus, P.C.	2.60	Attend pre-board telephone conference with advisors (.6); telephonically attend board call (2.0).
09/14/20	Enoch Varner	2.70	Prepare for and attend pre-board telephone conference and telephone conference with Board.
09/14/20	Allyson Smith Weinhouse	2.80	Participate in board telephone conference (2.0); participate in pre-telephone conference re same (.8).
09/15/20	Douglas E. Bacon, P.C.	3.80	Review documents, merger agreement (3.4); telephone conferences with K&E team re same (.4).
09/15/20	Christopher Marcus, P.C.	1.00	Telephone conference with K&E team re fiduciary outline and review same.
09/15/20	Julian J. Seiguer, P.C.	2.30	Review and analyze corporate and securities matters.
09/16/20	Bryan D. Flannery	1.70	Draft business term summary (.7); research re 1145 exemption (.4); attend telephone conference with K&E team re same (.6).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Corporate and Governance Matters

Invoice Number: 1250007491
 Matter Number: 18803-33

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/16/20	Christopher Marcus, P.C.	0.70	Telephone conference with management re fiduciary matters.
09/16/20	Julian J. Seiguer, P.C.	2.00	Review and analyze corporate and securities matters.
09/17/20	Douglas E. Bacon, P.C.	0.40	Review non-disclosure agreement.
09/17/20	Arthur Patrick Muszynski	1.40	Research and review precedent proxy statement disclosures in merger and Chapter 11 context (.8); draft and review correspondence re same (.6).
09/17/20	Julian J. Seiguer, P.C.	2.80	Review and analyze corporate and securities matters.
09/18/20	Douglas E. Bacon, P.C.	0.30	Correspond with K&E team re non-disclosure matter.
09/18/20	Library Factual Research	0.80	Research re SEC filing precedent.
09/18/20	Arthur Patrick Muszynski	2.60	Analyze, research and review chapter 11 merger precedent and proxy statement disclosures (2.0); draft and review correspondence re same (.6).
09/18/20	Julian J. Seiguer, P.C.	2.80	Review and analyze corporate and securities matters.
09/18/20	Enoch Varner	0.40	Review correspondence re non-disclosure agreement for financing parties.
09/19/20	Andrew L. Lombardo	2.40	Review existing non-disclosure agreements (1.5); correspond with Moelis, E. Varner re same (.9).
09/19/20	Julian J. Seiguer, P.C.	0.80	Review and analyze corporate and securities matters.
09/19/20	Enoch Varner	0.60	Analyze bondholder non-disclosure agreement matters.
09/20/20	Andrew L. Lombardo	1.10	Correspond with counterparty's counsel re amendment to non-disclosure agreement.
09/20/20	Julian J. Seiguer, P.C.	1.00	Review and analyze corporate and securities matters.
09/20/20	Enoch Varner	1.60	Analyze bondholder non-disclosure agreement matters.
09/21/20	Bryan D. Flannery	0.50	Draft wall crossing script.
09/21/20	Andrew L. Lombardo	1.10	Correspond with counterparty re non-disclosure agreements (.7); telephone conference with E. Varner and A. Weinhouse re same (.4).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Corporate and Governance Matters

Invoice Number: 1250007491
 Matter Number: 18803-33

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/21/20	Julian J. Seiguer, P.C.	1.50	Review and analyze corporate and securities matters.
09/21/20	Enoch Varner	0.70	Analyze bondholder non-disclosure agreement matters and correspondence re same.
09/22/20	Bryan D. Flannery	0.50	Draft management presentation disclaimer.
09/22/20	Andrew L. Lombardo	1.90	Correspond with Moelis and Petrie teams re non-disclosure agreements and wall-cross scripts (.4); telephone conference with UCC counsel re same (.4); telephone conference with ad hoc counsel re same (.5); telephone conference with K&E team re same (.6).
09/22/20	Andrew L. Lombardo	3.90	Coordinate telephone conference with Longhorn advisor group (.5); telephone conference with advisors re midstream contracts, litigation (.6); telephone conference with E. Christ re diligence request lists (.6); telephone conference with E. Varner and D. Bacon re same (.5); review and revisediligence request list (1.7).
09/22/20	Arthur Patrick Muszynski	0.80	Analyze and review Company presentation disclaimers for use in materials circulated to non-disclosure agreement parties.
09/22/20	Julian J. Seiguer, P.C.	1.80	Review and analyze corporate and securities matters.
09/23/20	Julian J. Seiguer, P.C.	1.30	Review and analyze corporate and securities matters.
09/24/20	Arthur Patrick Muszynski	1.00	Telephone conference with K&E team re non-disclosure agreements (.5); draft and review correspondence re same (.3); review materials re same (.2).
09/24/20	Julian J. Seiguer, P.C.	1.30	Review and analyze corporate and securities matters.
09/24/20	Enoch Varner	1.20	Analyze bondholder correspondence re non-disclosure agreement matters.
09/25/20	Andrew L. Lombardo	1.00	Correspond with parties re financing party non-disclosure agreements.
09/25/20	Julian J. Seiguer, P.C.	1.80	Review and analyze corporate and securities matters.
09/25/20	Enoch Varner	1.40	Review, analyze correspondence re bondholder non-disclosure agreement matters.
09/27/20	Julian J. Seiguer, P.C.	0.50	Review and analyze corporate and securities matters.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Corporate and Governance Matters

Invoice Number: 1250007491
 Matter Number: 18803-33

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/28/20	Christopher Fox	0.50	Telephone conference with K&E team re Elevation discussion, strategy.
09/28/20	Maggie Hoffman	0.50	Telephone conference with K&E team re corporate matters.
09/28/20	Julian J. Seiguer, P.C.	1.80	Review and analyze corporate and securities matters.
09/29/20	Bryan D. Flannery	1.00	Draft wall cross materials (.5); correspond with K&E team re same (.5).
09/29/20	Andrew L. Lombardo	1.90	Revise amendment to non-disclosure agreements (1.1); telephone conference with Moelis, Petrie, Company re same (.8).
09/29/20	Arthur Patrick Muszynski	0.40	Telephone conference with K&E team re non-disclosure agreements (.2); draft and review correspondence re same (.2).
09/29/20	Julian J. Seiguer, P.C.	1.50	Review and analyze corporate and securities matters.
09/29/20	Enoch Varner	0.30	Analyze correspondence re non-disclosure agreements.
09/30/20	Julian J. Seiguer, P.C.	3.50	Review and analyze corporate and securities matters.
09/30/20	Enoch Varner	3.50	Analyze correspondence, documents re non-disclosure agreement matters.
Total		110.20	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

December 30, 2020

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007492

Client Matter: 18803-34

In the Matter of Vendor and Creditor Communications

For legal services rendered through September 30, 2020
(see attached Description of Legal Services for detail)

\$ 6,433.00

Total legal services rendered

\$ 6,433.00

Legal Services for the Period Ending September 30, 2020
Extraction Oil & Gas, Inc.
Vendor and Creditor Communications

Invoice Number: 1250007492
Matter Number: 18803-34

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	2.80	845.00	2,366.00
Kevin Liang	0.30	740.00	222.00
Evan Swager	1.00	740.00	740.00
Allyson Smith Weinhouse	3.00	1,035.00	3,105.00
TOTALS	7.10		\$ 6,433.00

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Vendor and Creditor Communications

Invoice Number: 1250007492
 Matter Number: 18803-34

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/20	Evan Swager	1.00	Review and revise letter to royalty partners.
09/01/20	Allyson Smith Weinhouse	0.20	Correspond with A&M re vendor outreach.
09/09/20	Nicholas Adzima	0.80	Review, analyze vendor agreements (.6); correspond with K&E team, Company re same (.2).
09/09/20	Allyson Smith Weinhouse	0.50	Telephone conference with local counsel re royalty issues.
09/09/20	Allyson Smith Weinhouse	0.20	Correspond with Company re royalty amounts.
09/15/20	Kevin Liang	0.10	Review, analyze vendor issue.
09/16/20	Nicholas Adzima	1.40	Review, revise vendor agreements (.7); research re same (.4); correspond with working group re same (.3).
09/16/20	Kevin Liang	0.20	Correspond with A&M, creditor re vendor issue.
09/18/20	Allyson Smith Weinhouse	1.00	Evaluate vendor issues.
09/21/20	Allyson Smith Weinhouse	1.10	Analyze issues and correspond with K&E team re vendor matters.
09/29/20	Nicholas Adzima	0.60	Correspond with A&M re JIB analysis (.3); research re same (.3).
Total		7.10	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

December 30, 2020

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007493
Client Matter: 18803-35

In the Matter of Disclosure Statement/Plan/Confirmation

For legal services rendered through September 30, 2020
(see attached Description of Legal Services for detail)

\$ 118,800.00

Total legal services rendered

\$ 118,800.00

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250007493
 Matter Number: 18803-35

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	11.20	845.00	9,464.00
Simon Briefel	7.10	845.00	5,999.50
Ross Fiedler	14.30	845.00	12,083.50
Julia R. Foster	0.90	340.00	306.00
Stephen Jacobson, P.C.	0.50	1,365.00	682.50
Kevin Liang	5.70	740.00	4,218.00
Zach R. Manning	0.40	845.00	338.00
Christopher Marcus, P.C.	0.80	1,635.00	1,308.00
Evan Swager	14.60	740.00	10,804.00
Joe Tobias	2.60	1,165.00	3,029.00
Enoch Varner	5.10	1,195.00	6,094.50
Camille Elizabeth Walker	0.50	1,035.00	517.50
Allyson Smith Weinhouse	59.80	1,035.00	61,893.00
Lydia Yale	7.50	275.00	2,062.50
TOTALS	131.00		\$ 118,800.00

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250007493
 Matter Number: 18803-35

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/20	Simon Briefel	5.50	Research issues re classification of claims, claim impairments (3.5); draft summary analysis re same (2.0).
09/01/20	Ross Fiedler	3.30	Revise plan (.4); research re plan issues (1.6); draft summary re same (1.3).
09/01/20	Zach R. Manning	0.40	Review, analyze materials re plan-related issues (.1); telephone conference with R. Fiedler re same (.3).
09/02/20	Ross Fiedler	0.60	Review, revise plan (.5); correspond with K&E team re same (.1).
09/02/20	Christopher Marcus, P.C.	0.30	Telephone conference with Moelis re valuation.
09/02/20	Evan Swager	2.80	Review, revise disclosure statement.
09/02/20	Allyson Smith Weinhouse	2.20	Correspond with S. Briefel and K&E team re plan, disclosure statement (.8); review comments re same (.5); review, analyze precedent re same (.6); correspond with S. Briefel re tax treatment (.3).
09/02/20	Lydia Yale	1.50	Research re precedent exclusivity motions (.2); draft same (1.3).
09/03/20	Evan Swager	0.40	Review, revise disclosure statement (.2); correspond with A. Weinhouse and K&E team re same (.2).
09/03/20	Allyson Smith Weinhouse	0.20	Correspond with C. Marcus, WSFS re plan.
09/04/20	Kevin Liang	4.20	Draft plan exclusivity motion (2.9); review, analyze materials, precedent re same (1.3).
09/04/20	Allyson Smith Weinhouse	3.20	Review and revise plan, disclosure statement.
09/05/20	Kevin Liang	0.40	Review, revise plan exclusivity motion (.3); correspond with A. Weinhouse and K&E team re same (.1).
09/05/20	Allyson Smith Weinhouse	2.00	Analyze plan, disclosure statement issues.
09/07/20	Kevin Liang	0.60	Revise plan exclusivity extension motion (.5); correspond with A. Weinhouse and K&E team re same (.1).
09/07/20	Allyson Smith Weinhouse	0.90	Review and revise plan exclusivity motion.
09/08/20	Nicholas Adzima	1.10	Telephone conferences with working group re plan considerations (.8); review materials re same (.3).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250007493
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/08/20	Simon Briefel	0.40	Telephone conference with working group re plan considerations.
09/08/20	Kevin Liang	0.30	Revise plan exclusivity motion (.2); correspond with working group re same (.1).
09/08/20	Joe Tobias	0.50	Telephone conference with Company, advisors, and K&E team re updates and plan.
09/08/20	Allyson Smith Weinhouse	2.90	Telephone conference with C. Marcus re plan, next steps (.3); telephone conference with Company-side advisors re same (.7); telephone conference with PW re same (.6); telephone conference with Bracewell re same (.4); review and revise plan (.9).
09/10/20	Nicholas Adzima	1.00	Review, analyze confirmation considerations (.7); correspond with A. Weinhouse and K&E team re same (.3).
09/10/20	Kevin Liang	0.20	Correspond with working group re plan exclusivity motion.
09/10/20	Joe Tobias	0.60	Telephone conference with Company, advisors, and K&E Team re updates and plan.
09/11/20	Nicholas Adzima	0.80	Review, analyze considerations re plan (.6); correspond with E. Swager and K&E team re same (.2).
09/11/20	Evan Swager	1.60	Review, analyze confirmation brief precedent (1.1); correspond with N. Adzima and K&E team re same (.5).
09/11/20	Allyson Smith Weinhouse	2.20	Research, analyze plan issues.
09/11/20	Lydia Yale	3.00	Research re precedent confirmation briefs (.3); draft same (2.2); research re precedent voting reports (.5).
09/13/20	Nicholas Adzima	2.10	Review, revise disclosure statement, materials (1.7); correspond with A. Weinhouse and K&E team re same (.4).
09/14/20	Nicholas Adzima	2.20	Review, revise disclosure statement (1.3); analyze precedent re same (.6); review, revise issues list re same (.3).
09/14/20	Simon Briefel	0.30	Correspond with R. Fiedler re plan.
09/14/20	Ross Fiedler	3.70	Review, revise plan (1.0); research re plan, disclosure statement issues (1.6); draft responses re same (.5); correspond with SEC re plan issues (.2); review precedent confirmation orders (.4).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250007493
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/14/20	Evan Swager	2.80	Revise confirmation brief (1.9); review precedent re same (.9).
09/14/20	Allyson Smith Weinhouse	0.50	Telephone conference with PW re deal, status.
09/14/20	Lydia Yale	2.80	Draft confirmation order.
09/15/20	Ross Fiedler	2.60	Research re plan, disclosure statement issues (1.0); draft responses re same (1.0); correspond with A. Weinhouse and K&E team re same (.3); correspond with same re plan, disclosure statement (.3).
09/15/20	Julia R. Foster	0.90	Research precedent re disclosure statement reply (.3); draft same (.6).
09/15/20	Evan Swager	1.90	Review, revise ballots.
09/15/20	Allyson Smith Weinhouse	3.60	Review and analyze disclosure statement, order, related exhibits (2.0); telephone conference with Paul Weiss re status, next steps (.5); correspond with R. Fiedler re issues lists and review same (1.1).
09/16/20	Simon Briefel	0.30	Draft re tracker for objections to disclosure statement.
09/16/20	Ross Fiedler	0.60	Correspond with A. Weinhouse and K&E team re plan and disclosure statement.
09/16/20	Stephen Jacobson, P.C.	0.50	Review, analyze plan and disclosure statement matters (.3); correspond with parties re same (.2).
09/16/20	Enoch Varner	5.10	Review key terms of plan, disclosure statement and Stroock issue list (3.7); prepare comments re same (1.4).
09/16/20	Allyson Smith Weinhouse	2.40	Correspond with R. Fiedler and K&E team re plan issues list (.3); review and revise plan, disclosure statement (2.1).
09/17/20	Nicholas Adzima	1.60	Review, revise plan, disclosure statement (.8); review, revise outstanding items re same (.3); correspond with working group re same (.5).
09/17/20	Ross Fiedler	1.40	Correspond with N. Adzima and K&E team re plan, disclosure statement issues list (.5); revise same (.4); review, revise plan (.5).
09/17/20	Evan Swager	2.80	Review, revise confirmation brief (.7); review, revise plan (2.1).
09/17/20	Joe Tobias	0.40	Telephone conference with Company, advisors, and K&E Team re updates, plan.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250007493
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/17/20	Allyson Smith Weinhouse	9.60	Telephone conference with advisor group re disclosure statement exhibits (.6); telephone conference with Company, advisors re timeline (.5); correspond with PW, UCC re same (.4); prepare for and participate in telephone conference with all hands (1.0); analyze issues, correspond with parties re plan issues (2.7); analyze issues re disclosure statement (3.8); correspond with parties re disclosure statement (.6).
09/18/20	Nicholas Adzima	2.40	Telephone conferences with working group re plan, disclosure statement (1.5); review, revise same (.4); correspond with creditors counsel re same (.5).
09/18/20	Ross Fiedler	0.80	Telephone conferences with K&E team, WTP re plan, disclosure statement (.5); telephone conference with Moelis, K&E team re same (.3).
09/18/20	Evan Swager	0.40	Telephone conference with K&E team, WTP re plan, disclosure statement.
09/18/20	Allyson Smith Weinhouse	7.60	Telephone conference with UCC re status update (.7); telephone conference with PW re same (.6); telephone conference with UCC re same (1.0); telephone conference with advisor group re disclosure statement, plan, timing (.7); telephone conference with Company, advisors re same (.6); correspond with PW, UCC, DIP lenders re same (2.9); analyze issues re same (1.1).
09/18/20	Lydia Yale	0.20	Research re precedent confirmation orders.
09/20/20	Allyson Smith Weinhouse	3.00	Research re plan, business judgment issues.
09/21/20	Ross Fiedler	0.50	Telephone conference with Bracewell and K&E team re case milestones.
09/21/20	Allyson Smith Weinhouse	3.60	Telephone conferences with working groups re timeline, plan, disclosure statement, overall strategy.
09/22/20	Joe Tobias	1.10	Telephone conference with opposing counsel re plan (.4); telephone conference with Company and K&E team re same (.7).
09/22/20	Allyson Smith Weinhouse	4.10	Telephone conferences with working groups re timeline, plan, disclosure statement, overall strategy, UCC issues.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250007493
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/23/20	Evan Swager	1.90	Review, revise plan (1.0); review, revise disclosure statement (.9).
09/23/20	Allyson Smith Weinhouse	3.40	Review, analyze PW comments to plan, disclosure statement (.3); correspond with K&E team re same (.1); review U.S. Trustee objection to disclosure statement (.5); correspond with K&E team re same (.2); correspond with C. Marcus, T. Woods re timeline (.2); work on revising timeline (1.0); conference with PW re timeline, plan (.4); correspond with K&E team, Company re same (.7).
09/24/20	Christopher Marcus, P.C.	0.50	Review Committee correspondence re disclosure statement and exclusivity.
09/24/20	Allyson Smith Weinhouse	4.00	Correspond with R. Fiedler K&E team re strategy, plan issues (.5), telephone conference with same re same (.4); research re same (3.1).
09/25/20	Simon Briefel	0.30	Telephone conference with tax authority re post-emergence payment plan.
09/25/20	Ross Fiedler	0.50	Telephone conference with Chubb's counsel re disclosure statement issues.
09/25/20	Allyson Smith Weinhouse	3.70	Correspond with K&E team re strategy, transaction (.5); telephone conferences with K&E team re same (3.2).
09/28/20	Camille Elizabeth Walker	0.50	Analyze issues re treatment of debt (.2); telephone conference with K&E team re same (.3).
09/29/20	Simon Briefel	0.30	Revise disclosure statement objection tracker.
09/29/20	Allyson Smith Weinhouse	0.70	Correspond with advisor group re extended timeline.
09/30/20	Ross Fiedler	0.30	Review, analyze Chubb disclosure statement issues.
Total		131.00	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

December 30, 2020

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007494

Client Matter: 18803-36

In the Matter of Employee Matters

For legal services rendered through September 30, 2020
(see attached Description of Legal Services for detail)

\$ 296.00

Total legal services rendered

\$ 296.00

Legal Services for the Period Ending September 30, 2020
Extraction Oil & Gas, Inc.
Employee Matters

Invoice Number: 1250007494
Matter Number: 18803-36

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Lauren Cates	0.40	740.00	296.00
TOTALS	0.40		\$ 296.00

Legal Services for the Period Ending September 30, 2020
Extraction Oil & Gas, Inc.
Employee Matters

Invoice Number: 1250007494
Matter Number: 18803-36

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/22/20	Lauren Cates	0.40	Telephone conference with opposing counsel re executive compensation matters.
Total		0.40	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

December 30, 2020

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007495

Client Matter: 18803-37

In the Matter of Executory Contracts/Unexpired Leases

For legal services rendered through September 30, 2020
(see attached Description of Legal Services for detail)

\$ 20,329.50

Total legal services rendered

\$ 20,329.50

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Executory Contracts/Unexpired Leases

Invoice Number: 1250007495
 Matter Number: 18803-37

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Adam Louis Birnbaum	1.00	740.00	740.00
Simon Briefel	5.90	845.00	4,985.50
Kevin Liang	13.60	740.00	10,064.00
Allyson Smith Weinhouse	2.00	1,035.00	2,070.00
Dustin Lyle Womack	2.80	725.00	2,030.00
Lydia Yale	1.60	275.00	440.00
TOTALS	26.90		\$ 20,329.50

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Executory Contracts/Unexpired Leases

Invoice Number: 1250007495
 Matter Number: 18803-37

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/02/20	Allyson Smith Weinhouse	0.50	Telephone conference with K&E team re weekly contracts.
09/02/20	Lydia Yale	0.70	Research re precedent 365(d)(4) extension motions (.1); draft same (.6).
09/04/20	Kevin Liang	3.30	Research rejection issue and correspond with K&E team re same (1.2); draft 365(d)(4) extension motion (1.3); review, research precedent, materials re same (.8).
09/05/20	Simon Briefel	1.90	Analyze issues re executory contracts, covenants running with the land (.4); draft, revise analysis re same (1.5).
09/05/20	Kevin Liang	0.30	Review, revise 365(d)(4) extension motion (.2); correspond with K&E team re same (.1).
09/07/20	Kevin Liang	0.40	Revise 365(d)(4) extension motion (.3); correspond with K&E team re same (.1).
09/07/20	Allyson Smith Weinhouse	0.40	Review, comment on 365(d)(4) extension motion.
09/08/20	Kevin Liang	0.30	Revise 365(d)(4) motion (.2); correspond with K&E team re same (.1).
09/08/20	Dustin Lyle Womack	1.70	Analyze contracts re covenants running with the land (1.3); telephone conference with K. Young re same (.4).
09/08/20	Lydia Yale	0.90	Correspond with K&E team re certificate of counsel (.1); draft same (.8).
09/09/20	Simon Briefel	0.90	Revise analysis re executory contracts, covenants running with the land (.4); telephone conference with K&E team re same (.5).
09/09/20	Kevin Liang	1.60	Draft notice of rejection (1.0); correspond with working group re rejection of compression contracts (.6).
09/09/20	Dustin Lyle Womack	0.50	Telephone conference with S. Briefel re executory contract, covenant running with the land analysis (.4); telephone conference with K. Young re same (.1).
09/10/20	Kevin Liang	0.90	Compile filing version of 365(d)(4) extension motion (.2); correspond with A&M re contract rejection issues (.2); correspond and telephone conferences with working group re 365(d)(4) issues (.5).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Executory Contracts/Unexpired Leases

Invoice Number: 1250007495
 Matter Number: 18803-37

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/11/20	Kevin Liang	0.40	Telephone conferences with K&E team re 365(d)(4) issues (.3); correspond with same re same (.1).
09/14/20	Kevin Liang	0.50	Review, analyze contract rejection issues (.3); correspond with A&M, K&E team and counterparty re same (.2).
09/15/20	Adam Louis Birnbaum	1.00	Review and revise notices of objection re assignment.
09/15/20	Simon Briefel	3.10	Analyze issues re executory contracts, covenants running with the land (1.1); research re same (.9); correspond with K&E team, Company re same (.2); review, revise summary analysis re same (.9).
09/15/20	Kevin Liang	0.10	Review, analyze rejection issues and correspond with K&E team, A&M re same.
09/15/20	Dustin Lyle Womack	0.60	Telephone conference with K. Young re executory contract, covenant analysis (.4); revise analysis (.2).
09/18/20	Kevin Liang	0.40	Correspond with working group re contract rejections and draft notice re same.
09/18/20	Allyson Smith Weinhouse	0.60	Correspond with K&E team re contract rejections.
09/21/20	Kevin Liang	0.70	Telephone conference with counterparty re rejection (.4); correspond with A&M, counterparty re same (.2); review, analyze rejection issues (.1).
09/22/20	Kevin Liang	0.20	Correspond with J-W and A&M re rejection.
09/23/20	Allyson Smith Weinhouse	0.50	Telephone conference with A&M, Company re contract updates.
09/24/20	Kevin Liang	3.20	Research rejection issues and correspond with K&E team re same (2.6); review re same (.4); correspond with A&M and J-W re J-W contracts re same (.2).
09/30/20	Kevin Liang	1.30	Correspond with Company and analyze counterparty rejection issues (.7); telephone conference with counterparty re rejection issues (.4); correspond with same re same (.2).
Total		26.90	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

December 30, 2020

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007496

Client Matter: 18803-38

In the Matter of Hearings

For legal services rendered through September 30, 2020
(see attached Description of Legal Services for detail)

\$ 193,165.00

Total legal services rendered

\$ 193,165.00

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Hearings

Invoice Number: 1250007496
 Matter Number: 18803-38

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	5.60	845.00	4,732.00
Bill Arnault	5.80	1,165.00	6,757.00
Jamie Alan Aycock	9.50	1,145.00	10,877.50
Brooksany Barrowes	5.50	1,345.00	7,397.50
Simon Briefel	2.80	845.00	2,366.00
John Christian	6.00	835.00	5,010.00
Stephanie Cohen	3.90	845.00	3,295.50
Joel DePalma	5.60	395.00	2,212.00
Ross Fiedler	3.00	845.00	2,535.00
Maggie Hoffman	4.10	845.00	3,464.50
Grant Jones	7.30	835.00	6,095.50
Daniel J. Kirksey	0.90	845.00	760.50
Angela Leonard	12.40	375.00	4,650.00
Kevin Liang	9.30	740.00	6,882.00
Andrew L. Lombardo	2.10	965.00	2,026.50
Christopher Marcus, P.C.	9.60	1,635.00	15,696.00
Rebekah Sills McEntire	12.00	1,025.00	12,300.00
Christian Menefee	8.50	1,045.00	8,882.50
Arthur Patrick Muszynski	2.20	740.00	1,628.00
Aisha M. Noor	5.10	965.00	4,921.50
Anna G. Rotman, P.C.	24.50	1,425.00	34,912.50
Evan Swager	6.60	740.00	4,884.00
Chimezie Udozorh	3.00	740.00	2,220.00
Allyson Smith Weinhouse	12.80	1,035.00	13,248.00
Dustin Lyle Womack	7.40	725.00	5,365.00
Lydia Yale	4.80	275.00	1,320.00
Jeremy Young	3.00	390.00	1,170.00
Kenneth A. Young	16.80	1,045.00	17,556.00
TOTALS	200.10		\$ 193,165.00

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Hearings

Invoice Number: 1250007496
 Matter Number: 18803-38

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/20	Nicholas Adzima	1.60	Prepare for and telephonically attend status conference.
09/01/20	Jamie Alan Aycock	1.50	Prepare for and participate in status conference hearing.
09/01/20	Simon Briefel	0.80	Telephonically attend status conference.
09/01/20	Ross Fiedler	1.00	Telephonically attend status conference re scheduling matters.
09/01/20	Angela Leonard	0.20	Correspond with CourtCall re hearing setup and attendance.
09/01/20	Kevin Liang	0.80	Telephonically attend status conference.
09/01/20	Andrew L. Lombardo	0.90	Attend telephone conference re status.
09/01/20	Christopher Marcus, P.C.	0.80	Telephonically attend status conference.
09/01/20	Christopher Marcus, P.C.	0.50	Telephone conference with management re status conference.
09/01/20	Aisha M. Noor	0.90	Telephone conference with K&E team re status hearing.
09/01/20	Evan Swager	0.50	Telephonically attend status conference.
09/01/20	Allyson Smith Weinhouse	1.50	Prepare for status conference (.5); participate in same (1.0).
09/01/20	Kenneth A. Young	1.50	Telephone conference re status (1.0); prepare for same (.5).
09/03/20	Nicholas Adzima	1.00	Prepare for and telephonically attend omnibus hearing.
09/03/20	Stephanie Cohen	0.80	Telephonically attend omnibus hearings re class proof of claims, royalty matters.
09/03/20	Daniel J. Kirksey	0.90	Prepare for and participate in telephone conference with K&E team re omnibus hearing.
09/03/20	Kevin Liang	0.90	Telephonically attend omnibus hearing.
09/03/20	Christopher Marcus, P.C.	1.00	Telephonically attend omnibus hearing.
09/03/20	Aisha M. Noor	0.50	Telephone conference with K&E team re omnibus hearing.
09/03/20	Evan Swager	0.90	Telephonically attend omnibus hearing.
09/03/20	Chimezie Udozorh	1.00	Prepare for and participate in omnibus hearing.
09/03/20	Allyson Smith Weinhouse	1.00	Participate in omnibus hearing.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Hearings

Invoice Number: 1250007496
 Matter Number: 18803-38

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/12/20	Lydia Yale	0.40	Coordinate appearance re September 14, 2020 hearing.
09/14/20	Nicholas Adzima	1.00	Prepare for and telephonically attend status conference.
09/14/20	Jamie Alan Aycock	1.20	Prepare for and participate in status conference re discovery.
09/14/20	Simon Briefel	1.10	Telephonically attend status conference.
09/14/20	Stephanie Cohen	1.10	Telephonically attend status conference.
09/14/20	Grant Jones	1.00	Telephonically attend status hearing for motions to reject.
09/14/20	Angela Leonard	1.00	Telephonically attend status conference hearing.
09/14/20	Kevin Liang	1.10	Telephonically attend status conference.
09/14/20	Andrew L. Lombardo	0.80	Telephonically attend status conference hearing.
09/14/20	Christian Menefee	1.00	Telephonically attend hearing re discovery disputes.
09/14/20	Aisha M. Noor	1.20	Attend status conference hearing.
09/14/20	Anna G. Rotman, P.C.	1.20	Telephonically attend and participate in discovery status conference.
09/14/20	Evan Swager	1.20	Telephonically attend status conference.
09/14/20	Allyson Smith Weinhouse	1.40	Prepare for and participate in status conference.
09/14/20	Lydia Yale	1.20	Prepare appearances into September 14, 2020 hearing (.9); open listen-only conference line into hearing and confirm commencement (.3).
09/24/20	Angela Leonard	0.10	Correspond with CourtCall re scheduling Company attendance for status conference.
09/24/20	Anna G. Rotman, P.C.	2.30	Prepare for September 30, 2020 hearing.
09/25/20	Bill Arnault	0.80	Participate in hearing.
09/25/20	John Christian	0.20	Telephone conference with C. Menefee, A. Rayner, C. Burkhalter and D. Martinez-Krippner re case strategy and next steps.
09/25/20	Ross Fiedler	0.50	Telephonically attend status conference.
09/25/20	Kevin Liang	0.80	Telephonically attend status conference.
09/25/20	Andrew L. Lombardo	0.40	Telephonically attend status hearing.

Legal Services for the Period Ending September 30, 2020
Extraction Oil & Gas, Inc.
Hearings

Invoice Number: 1250007496
Matter Number: 18803-38

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/25/20	Anna G. Rotman, P.C.	7.70	Prepare for and participate in status conference to move forward with midstream rejection motions (2.3); prepare for upcoming hearing re motion for summary judgment and motions to reject (5.4).
09/25/20	Allyson Smith Weinhouse	2.00	Prepare for and participate in status conference.
09/25/20	Lydia Yale	0.90	Prepare calendar invitations with dial-details into September 25, 2020 hearing (.6); set up conference line and confirm commencement of same (.3).
09/25/20	Kenneth A. Young	6.40	Prepare for status conference re contested matters and adversary proceedings (5.3); participate in status conference re contested matters and adversary proceedings (1.1).
09/26/20	Joel DePalma	5.60	Prepare presentation re hearings (3.3); revise same (1.1); conferences re same (.9); review consistency and accuracy re same (.3).
09/29/20	Allyson Smith Weinhouse	0.30	Correspond with advisor group re September 30, 2020 hearing.
09/29/20	Lydia Yale	1.20	Prepare calendar invites for 2020 hearings on September 30, October 1 and October 2.
09/29/20	Jeremy Young	3.00	Revise presentation for hearing.
09/30/20	Nicholas Adzima	2.00	Telephonically attend hearing re adversary proceeding.
09/30/20	Bill Arnault	5.00	Prepare for and participate in motion for summary judgment hearing.
09/30/20	Jamie Alan Aycock	6.80	Prepare for and participate in motion for summary judgment hearing.
09/30/20	Brooksany Barrowes	5.50	Prepare for summary judgment hearings (2.1); participate in hearing (partial) (1.1); review related transcripts and prepare presentation materials re same (2.3).
09/30/20	Simon Briefel	0.90	Telephonically attend adversary proceeding hearing.
09/30/20	John Christian	5.80	Telephonically attend omnibus hearing on summary judgment and automatic stay motions.
09/30/20	Stephanie Cohen	2.00	Telephonically attend hearing re adversary proceeding.
09/30/20	Ross Fiedler	1.50	Telephonically attend hearing re adversary proceeding.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Hearings

Invoice Number: 1250007496
 Matter Number: 18803-38

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/30/20	Maggie Hoffman	4.10	Attend court hearing (4.0); correspond with K&E team re same (.1).
09/30/20	Grant Jones	6.30	Attend hearing re covenants running with the land (5.8); correspond with K. Young and D. Womack re hearing (.2); telephone conference with K. Young re next steps for hearings (.3).
09/30/20	Angela Leonard	11.10	Attend adversary proceeding hearing and assist K&E team (5.8); prepare witness binders re J. Makhholm, M. Owens, D. Robinson and M. O'Loughlin (4.5); plan and prepare logistics re delivery of witness binders (.5); update litigation case calendar (.3).
09/30/20	Kevin Liang	5.70	Telephonically attend hearing re adversary proceeding.
09/30/20	Christopher Marcus, P.C.	6.60	Telephonically attend hearing re adversary proceeding.
09/30/20	Christopher Marcus, P.C.	0.70	Telephone conference with K&E team re midstream hearing.
09/30/20	Rebekah Sills McEntire	12.00	Prepare for hearing re lift stay motion (6.0); attend lift stay hearing (6.0).
09/30/20	Christian Menefee	7.50	Attend omnibus hearing (6.0); draft presentations re hearing oral argument and correspond with K&E team re same (1.5).
09/30/20	Arthur Patrick Muszynski	2.20	Attend and prepare notes re midstream hearing (1.8); draft and review correspondence re same (0.4).
09/30/20	Aisha M. Noor	2.50	Attend hearing.
09/30/20	Anna G. Rotman, P.C.	13.30	Prepare for oral argument on motions to reject midstream contracts and motions for summary judgment in related adversary proceedings (3.4); argue motions to reject midstream contracts and motions for summary judgment (6.6); draft takeaway correspondence from oral argument (.3); telephone conference with M. Owens re next steps following oral argument (.4); conference re M. Owens' hearing testimony with B. Arnault (.3); review and revise draft direct witness outline (2.3).
09/30/20	Evan Swager	4.00	Telephonically attend hearing re adversary proceeding.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Hearings

Invoice Number: 1250007496
 Matter Number: 18803-38

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/30/20	Chimezie Udozorh	2.00	Prepare for and attend adversarial proceeding.
09/30/20	Allyson Smith Weinhouse	6.60	Telephonically attend hearing re adversary proceeding.
09/30/20	Dustin Lyle Womack	7.40	Prepare K&E team for covenant hearing (.4); draft Grand Mesa proposed findings (1.0); attend covenant hearing (5.8); conference with K&E team re hearing (.2).
09/30/20	Lydia Yale	1.10	Correspond with CourtCall re appearances into September 30, October 1, and October 2, 2020 hearings (.3); open listen-only line into September 30, 2020 hearing and confirm commencement of same (.4); prepare calendar invites for October 1, 2020 hearing (.4).
09/30/20	Kenneth A. Young	8.90	Prepare for hearing on motions for summary judgment in adversary proceedings (3.4); participate in hearing on motions for summary judgment and motions to reject (5.5).
Total		200.10	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

December 30, 2020

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007497

Client Matter: 18803-39

In the Matter of Insurance and Surety Matters

For legal services rendered through September 30, 2020
(see attached Description of Legal Services for detail)

\$ 1,272.00

Total legal services rendered

\$ 1,272.00

Legal Services for the Period Ending September 30, 2020
Extraction Oil & Gas, Inc.
Insurance and Surety Matters

Invoice Number: 1250007497
Matter Number: 18803-39

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Kevin Liang	0.60	740.00	444.00
Allyson Smith Weinhouse	0.80	1,035.00	828.00
TOTALS	1.40		\$ 1,272.00

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Insurance and Surety Matters

Invoice Number: 1250007497
 Matter Number: 18803-39

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/11/20	Kevin Liang	0.50	Telephone conference with Zurich re surety bond issues (.2); correspond with K&E team re same (.3).
09/11/20	Allyson Smith Weinhouse	0.80	Telephone conference with Zurich re surety issues (.3); follow-up with A&M, K&E team, XOG re same (.5).
09/14/20	Kevin Liang	0.10	Correspond with K&E team, Company and Zurich re surety bond issues.
Total		1.40	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

December 30, 2020

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007498

Client Matter: 18803-40

In the Matter of Retention K&E

For legal services rendered through September 30, 2020
(see attached Description of Legal Services for detail)

\$ 27,207.50

Total legal services rendered

\$ 27,207.50

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Retention K&E

Invoice Number: 1250007498
 Matter Number: 18803-40

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	0.80	845.00	676.00
Simon Briefel	4.10	845.00	3,464.50
Stephanie Cohen	3.50	845.00	2,957.50
Ross Fiedler	6.30	845.00	5,323.50
Kevin Liang	6.40	740.00	4,736.00
Eric Nyberg	6.50	265.00	1,722.50
Carrie Therese Oppenheim	0.70	445.00	311.50
Arissa Scott	10.00	230.00	2,300.00
Evan Swager	0.30	740.00	222.00
Allyson Smith Weinhouse	3.90	1,035.00	4,036.50
Lydia Yale	5.30	275.00	1,457.50
TOTALS	47.80		\$ 27,207.50

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Retention K&E

Invoice Number: 1250007498
 Matter Number: 18803-40

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/02/20	Stephanie Cohen	0.40	Correspond with KCC, K&E team, professionals re conflicts matters (.2); conference with WTP re same (.2).
09/07/20	Eric Nyberg	4.00	Analyze update for supplemental disclosure of creditors/entities.
09/08/20	Ariisa Scott	9.00	Analyze update for supplemental disclosure of creditors/entities submitted as re confidential M&A parties, bankruptcy judges, committee members (4.0); analyze update for supplemental disclosure of creditors/entities submitted as governmental /regulatory agencies, insurance, vendors, U.S. Trustee office, and vendors (5.0).
09/09/20	Nicholas Adzima	0.80	Review, revise monthly fee statements.
09/09/20	Stephanie Cohen	0.40	Review conflicts matters re supplemental declaration.
09/09/20	Eric Nyberg	2.50	Organize and prepare parties for conflicts searching for creditors/entities, namely uploading parties (1.0); analyze update for disclosure of creditors/entities (1.5).
09/09/20	Ariisa Scott	1.00	Analyze disclosure of creditors/entities submitted as Core 2002.
09/10/20	Allyson Smith Weinhouse	1.30	Review, comment on invoices.
09/11/20	Stephanie Cohen	0.40	Review conflict materials.
09/14/20	Stephanie Cohen	1.30	Revise K&E supplemental declaration and review conflicts matters re same.
09/15/20	Stephanie Cohen	0.20	Correspond with C. Marcus, A. Weinhouse, K&E team re supplemental declaration.
09/15/20	Allyson Smith Weinhouse	1.00	Review, comment on supplemental declaration (.4); correspond with K&E team re same (.6).
09/16/20	Allyson Smith Weinhouse	0.40	Correspond with K&E team re retention matters.
09/17/20	Stephanie Cohen	0.80	Revise, prepare supplemental declaration for filing.
09/23/20	Allyson Smith Weinhouse	0.70	Review invoices (.5); correspond with C. Marcus re same (.2).
09/24/20	Kevin Liang	0.20	Correspond with K&E team re K&E monthly fee statement and review same.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Retention K&E

Invoice Number: 1250007498
 Matter Number: 18803-40

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/24/20	Carrie Therese Oppenheim	0.70	Correspond with L. Yale re K&E fee statement (.3); revise same (.4).
09/24/20	Lydia Yale	4.30	Prepare first monthly fee statement for filing.
09/25/20	Kevin Liang	1.00	Review, revise fee application and correspond with K&E team re same.
09/25/20	Kevin Liang	1.60	Review, revise invoices per confidentiality and U.S. Trustee guidelines.
09/25/20	Lydia Yale	1.00	Review and revise first fee statement.
09/26/20	Ross Fiedler	1.30	Correspond with K&E team re invoice review (.3); review, revise invoices per confidentiality and U.S. Trustee guidelines (1.0).
09/26/20	Kevin Liang	1.70	Review, revise invoices per confidentiality and U.S. Trustee guidelines.
09/27/20	Ross Fiedler	1.00	Review, revise invoices re confidentiality and U.S. Trustee guidelines.
09/27/20	Kevin Liang	1.20	Review, revise invoices per confidentiality and U.S. Trustee guidelines.
09/28/20	Kevin Liang	0.70	Review, revise invoices per confidentiality and U.S. Trustee guidelines and correspond with K&E team re same.
09/28/20	Evan Swager	0.30	Review, revise invoices re U.S. Trustee reporting guidelines.
09/29/20	Simon Briefel	1.60	Review and revise K&E August invoice re compliance with local rules, U.S. Trustee guidelines.
09/29/20	Ross Fiedler	4.00	Review, revise invoices per U.S. Trustee guidelines and confidentiality issues.
09/29/20	Allyson Smith Weinhouse	0.30	Correspond with A&M, K&E team re go-forward fee estimates.
09/30/20	Simon Briefel	2.50	Review and revise K&E August invoice re compliance with local rules, U.S. Trustee guidelines.
09/30/20	Allyson Smith Weinhouse	0.20	Correspond with R. Fiedler, K. Liang re billing memorandum.
Total		47.80	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

December 30, 2020

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007499

Client Matter: 18803-41

In the Matter of Retention Non-K&E

For legal services rendered through September 30, 2020
(see attached Description of Legal Services for detail)

\$ 27,239.50

Total legal services rendered

\$ 27,239.50

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Retention Non-K&E

Invoice Number: 1250007499
 Matter Number: 18803-41

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	2.10	845.00	1,774.50
Simon Briefel	7.70	845.00	6,506.50
Stephanie Cohen	6.10	845.00	5,154.50
Susan D. Golden	2.30	1,175.00	2,702.50
Kevin Liang	4.70	740.00	3,478.00
Allyson Smith Weinhouse	7.10	1,035.00	7,348.50
Lydia Yale	1.00	275.00	275.00
TOTALS	31.00		\$ 27,239.50

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Retention Non-K&E

Invoice Number: 1250007499
 Matter Number: 18803-41

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/20	Simon Briefel	1.60	Correspond with K&E team, Deloitte re Deloitte ordinary course professional retention (.7); analyze issues re same (.6); correspond with K&E team re same (.3).
09/01/20	Kevin Liang	0.10	Review, analyze Deloitte fee application and correspond with K&E team and Deloitte re same.
09/01/20	Allyson Smith Weinhouse	0.60	Correspond with A&M re ordinary course professional outreach (.2); correspond with WTP re ordinary course professional retention (.4).
09/02/20	Nicholas Adzima	1.00	Review, revise professional fee applications (.7); correspond with working group re same (.3).
09/02/20	Simon Briefel	0.90	Analyze issues re PwC retention (.5); correspond with K&E team re same (.4).
09/02/20	Kevin Liang	0.30	Correspond with Deloitte and WTP re Deloitte fee application (.2); correspond with Protiviti re supplemental declaration (.1).
09/03/20	Kevin Liang	0.40	Correspond with Protiviti and K&E team re U.S. Trustee comments and review same.
09/04/20	Nicholas Adzima	0.50	Correspond with working group re fee application considerations.
09/04/20	Kevin Liang	0.50	Correspond with Protiviti and WTP re Protiviti retention application re U.S. Trustee issues and review same.
09/07/20	Simon Briefel	1.40	Analyze U.S. Trustee comments re PwC retention application (.2); revise proposed order and provide answers re same (.8); correspond with A. Weinhouse, PwC re same (.4).
09/07/20	Kevin Liang	0.20	Correspond with WTP and Protiviti re Protiviti retention application.
09/08/20	Simon Briefel	0.40	Correspond with PwC re PwC retention application.
09/08/20	Kevin Liang	0.40	Correspond with Protiviti and U.S. Trustee re Protiviti retention issues and review same.
09/08/20	Allyson Smith Weinhouse	0.80	Correspond with K&E team, WTP re Deloitte retention.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Retention Non-K&E

Invoice Number: 1250007499
 Matter Number: 18803-41

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/09/20	Kevin Liang	0.20	Correspond with U.S. Trustee and Protiviti re Protiviti retention application issues.
09/09/20	Allyson Smith Weinhouse	3.10	Correspond with U.S. Trustee, WTP, K&E team, applicable professional re U.S. Trustee comments re orders, outstanding issues.
09/10/20	Simon Briefel	0.40	Analyze PwC's answers to U.S. Trustee comments re PwC application (.3); correspond with A. Weinhouse, U.S. Trustee re same (.1).
09/10/20	Kevin Liang	0.70	Correspond with U.S. Trustee, K&E team and Protiviti re supplemental declaration (.2); draft same and review precedent re same (.5).
09/10/20	Lydia Yale	1.00	Research re precedent Stout retention applications (.4); draft same (.6).
09/11/20	Simon Briefel	0.30	Correspond with U.S. Trustee, PwC re PwC order.
09/11/20	Stephanie Cohen	1.10	Review and draft Stout retention application.
09/11/20	Kevin Liang	0.20	Correspond with working group re Protiviti supplemental declaration and compile filing version.
09/11/20	Allyson Smith Weinhouse	1.00	Correspond with S. Briefel re PwC application (.4); telephone conference with Stout re retention (.4); correspond with S. Cohen re same (.2).
09/11/20	Allyson Smith Weinhouse	0.50	Telephone conference with U.S. Trustee re retention orders.
09/14/20	Stephanie Cohen	3.30	Review precedent and revise Stout retention application.
09/14/20	Kevin Liang	0.50	Correspond with U.S. Trustee, Protiviti, WTP, K&E team re Protiviti retention application and review issues re same (.4); compile filing version of order (.1).
09/15/20	Simon Briefel	0.20	Correspond with A. Weinhouse, PwC team re U.S. Trustee correspondence and issues re PwC order.
09/15/20	Stephanie Cohen	0.30	Prepare and coordinate Riveron retention order with WTP team.
09/15/20	Kevin Liang	0.10	Correspond with K&E team and Protiviti re Protiviti retention order.
09/15/20	Allyson Smith Weinhouse	0.50	Comment on Stout application.
09/16/20	Stephanie Cohen	0.40	Revise Riveron retention application.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Retention Non-K&E

Invoice Number: 1250007499
 Matter Number: 18803-41

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/17/20	Simon Briefel	1.50	Analyze issues re PwC retention application (.3); correspond with K&E, PwC teams re same (.3); review, revise responses to U.S. Trustee issues list re same (.9).
09/17/20	Stephanie Cohen	0.60	Revise Riveron retention application order (.5); correspond with Riveron re same (.1).
09/18/20	Simon Briefel	0.50	Telephone conference with PwC team re PwC retention application (.2); correspond with U.S. Trustee, PwC re same (.3).
09/21/20	Kevin Liang	0.20	Correspond with K&E team and Riveron re Riveron retention application.
09/22/20	Kevin Liang	0.50	Correspond with U.S. Trustee re Riveron retention application (.1); review, revise Stout retention application and correspond with Stout re schedules (.4).
09/23/20	Simon Briefel	0.50	Telephone conference and correspond with PwC re PwC retention order.
09/23/20	Kevin Liang	0.20	Correspond with U.S. Trustee and Riveron re Riveron retention application.
09/23/20	Allyson Smith Weinhouse	0.20	Correspond with K. Liang re Riveron application.
09/24/20	Susan D. Golden	1.00	Telephone conference with B. Giordano and L. Eisele re U.S. Trustee comments re Riveron retention application.
09/24/20	Kevin Liang	0.20	Correspond with K&E team re Riveron retention.
09/24/20	Allyson Smith Weinhouse	0.20	Correspond with S. Golden re U.S. Trustee comments to Riveron application.
09/25/20	Susan D. Golden	1.30	Telephone conference with T. Fox, R. Schepacarter, B. Giordano and L. Eisele re Riveron retention disclosures and U.S. Trustee comments to Riveron retention application.
09/29/20	Nicholas Adzima	0.60	Research re interim compensation materials (.3); correspond with professionals re same (.3).
09/29/20	Stephanie Cohen	0.40	Correspond with Stout re retention matters (.2); review materials re same (.2).
09/29/20	Allyson Smith Weinhouse	0.20	Correspond with J. Weiss re Moelis and Petrie fee statements.
Total		31.00	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

December 30, 2020

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007500

Client Matter: 18803-42

In the Matter of Tax Issues

For legal services rendered through September 30, 2020
(see attached Description of Legal Services for detail)

\$ 18,342.00

Total legal services rendered

\$ 18,342.00

Legal Services for the Period Ending September 30, 2020
Extraction Oil & Gas, Inc.
Tax Issues

Invoice Number: 1250007500
Matter Number: 18803-42

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Mark Dundon, P.C.	7.40	1,360.00	10,064.00
Courtney Loyack	4.00	785.00	3,140.00
Joe Tobias	2.90	1,165.00	3,378.50
Allyson Smith Weinhouse	1.70	1,035.00	1,759.50
TOTALS	16.00		\$ 18,342.00

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Tax Issues

Invoice Number: 1250007500
 Matter Number: 18803-42

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/20	Mark Dundon, P.C.	0.50	Telephone conference with Deloitte re weekly tax status modeling and update.
09/01/20	Joe Tobias	0.40	Telephone conference with Deloitte re weekly tax status modeling and update.
09/02/20	Mark Dundon, P.C.	0.30	Correspond with Deloitte re Deloitte tax model.
09/02/20	Allyson Smith Weinhouse	0.20	Comment on payment plan agreement.
09/03/20	Mark Dundon, P.C.	0.50	Telephone conference with Deloitte and Paul Weiss re section 382 tax model.
09/03/20	Courtney Loyack	0.60	Telephone conference with K&E team re L5 and L6 model.
09/03/20	Joe Tobias	0.60	Telephone conference with Deloitte and Paul Weiss re section 382 tax model.
09/08/20	Mark Dundon, P.C.	0.20	Telephone conference with Deloitte re weekly tax status modeling and update.
09/08/20	Mark Dundon, P.C.	0.30	Telephone conference with K&E re sharing tax model.
09/08/20	Courtney Loyack	0.30	Telephone conference with K&E team re tax.
09/08/20	Courtney Loyack	0.30	Telephone conference with K&E team re tax model analysis call.
09/08/20	Joe Tobias	0.20	Telephone conference with Deloitte re weekly tax status modeling and update.
09/08/20	Joe Tobias	0.20	Telephone conference with Moelis re tax issues.
09/11/20	Mark Dundon, P.C.	1.00	Prepare tax items for issues list re High Point markup of merger agreement.
09/15/20	Mark Dundon, P.C.	0.40	Telephone conference with Deloitte re weekly tax status modeling and update.
09/15/20	Joe Tobias	0.40	Telephone conference with Deloitte re weekly tax status modeling and update.
09/18/20	Mark Dundon, P.C.	0.50	Review tax provisions of merger agreement.
09/22/20	Mark Dundon, P.C.	1.70	Telephone conference with Deloitte re weekly tax status modeling and update (.5); telephone conference with Wachtell re tax issues of combination transaction structure (.5); telephone conference with Paul Weiss re same (.4); correspond and telephone conferences with Wachtell and Paul Weiss re status updates (.3).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Tax Issues

Invoice Number: 1250007500
 Matter Number: 18803-42

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/22/20	Courtney Loyack	1.90	Telephone conferences with K&E team, opposing counsel re tax matters.
09/22/20	Joe Tobias	0.80	Telephone conference with Deloitte re weekly tax status modeling and update (.5); telephone conference with creditors' counsel re tax issues (.3).
09/23/20	Allyson Smith Weinhouse	0.30	Correspond with Company re tax refund.
09/25/20	Allyson Smith Weinhouse	1.20	Telephone conference with county tax counsel re tax payments (.5); follow-up and research re same (.7).
09/28/20	Mark Dundon, P.C.	1.50	Telephone conference with K&E team re debt structure and tax issues (.5); telephone conference with K&E team and Company re debt structure and tax issues (1.0).
09/28/20	Courtney Loyack	0.40	Telephone conference with K&E team re tax matters.
09/29/20	Mark Dundon, P.C.	0.50	Telephone conference with Deloitte re weekly tax status modeling and update.
09/29/20	Courtney Loyack	0.50	Telephone conference with K&E team re tax matters.
09/29/20	Joe Tobias	0.30	Telephone conference with Deloitte re weekly tax status modeling and update.
Total		16.00	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

December 30, 2020

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007501

Client Matter: 18803-44

In the Matter of US Trustee Communications and Statutory Reporting

For legal services rendered through September 30, 2020
(see attached Description of Legal Services for detail)

\$ 5,395.50

Total legal services rendered

\$ 5,395.50

Legal Services for the Period Ending September 30, 2020
Extraction Oil & Gas, Inc.
US Trustee Communications and Statutory Reporting

Invoice Number: 1250007501
Matter Number: 18803-44

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	2.90	845.00	2,450.50
Evan Swager	3.70	740.00	2,738.00
Allyson Smith Weinhouse	0.20	1,035.00	207.00
TOTALS	6.80		\$ 5,395.50

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 US Trustee Communications and Statutory Reporting

Invoice Number: 1250007501
 Matter Number: 18803-44

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/29/20	Nicholas Adzima	2.10	Telephone Conferences with A&M, XOG re monthly operating report (.8); review, analyze materials re same (.3); conferences with K&E team re strategy, next steps (1.0).
09/29/20	Evan Swager	3.70	Review, revise invoices re U.S. Trustee reporting guidelines.
09/30/20	Nicholas Adzima	0.80	Correspond with Company and WTP re monthly operating report (.5); review re same (.3).
09/30/20	Allyson Smith Weinhouse	0.20	Review correspondence re August monthly operating report.
Total		6.80	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

December 30, 2020

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007502

Client Matter: 18803-45

In the Matter of Use, Sale, and Disposition of Property

For legal services rendered through September 30, 2020
(see attached Description of Legal Services for detail)

\$ 442,188.50

Total legal services rendered

\$ 442,188.50

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1250007502
 Matter Number: 18803-45

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Douglas E. Bacon, P.C.	72.00	1,495.00	107,640.00
Adam Louis Birnbaum	2.10	740.00	1,554.00
Will W. Bos, P.C.	12.30	1,545.00	19,003.50
Bryan D. Flannery	3.70	1,135.00	4,199.50
Jordan M. Hartman	2.50	845.00	2,112.50
Christopher S.C. Heasley	7.00	1,165.00	8,155.00
Alia Y. Heintz	2.10	1,035.00	2,173.50
Stephen Jacobson, P.C.	2.70	1,365.00	3,685.50
Mya Johnson	5.20	845.00	4,394.00
Sydney Jones	0.50	1,045.00	522.50
Daniel J. Kirksey	50.70	845.00	42,841.50
R.D. Kohut	0.50	1,175.00	587.50
Andrew L. Lombardo	23.20	965.00	22,388.00
Courtney Loyack	1.70	785.00	1,334.50
Christopher Marcus, P.C.	6.40	1,635.00	10,464.00
Mitch McClellan	4.30	1,135.00	4,880.50
Eric Mossor	3.70	740.00	2,738.00
Aisha M. Noor	12.30	965.00	11,869.50
John Phelan	2.80	740.00	2,072.00
Jackson Phinney	1.60	835.00	1,336.00
Jeffrey S. Quinn	2.60	1,375.00	3,575.00
Julian J. Seiguer, P.C.	3.80	1,495.00	5,681.00
Ian Sherwin	1.30	1,135.00	1,475.50
David M. Thompson	9.80	1,135.00	11,123.00
Joe Tobias	2.40	1,165.00	2,796.00
Chimezie Udozorh	2.30	740.00	1,702.00
Enoch Varner	86.10	1,195.00	102,889.50
Camille Elizabeth Walker	43.50	1,035.00	45,022.50
Allyson Smith Weinhouse	13.50	1,035.00	13,972.50
TOTALS	382.60		\$ 442,188.50

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1250007502
 Matter Number: 18803-45

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/20	Douglas E. Bacon, P.C.	4.30	Review, analyze bid proposals (2.9); analyze diligence re same (1.1); telephone conferences with K&E team, counterparties re same (.3).
09/01/20	Christopher Marcus, P.C.	0.80	Telephone conference with D. Bacon and J. Seiguer re M&A (.3); analyze correspondence re M&A matters (.5).
09/01/20	Enoch Varner	2.50	Telephone conferences with D. Thompson, K&E team, Stroock team re bidder, merger process.
09/01/20	Allyson Smith Weinhouse	0.60	Telephone conference with debtor advisors re M&A process, status (.5); correspond with C. Marcus re same (.1).
09/02/20	Douglas E. Bacon, P.C.	3.50	Analyze, review of diligence and bid proposals (2.7); telephone conference re same (.8).
09/02/20	Christopher Marcus, P.C.	0.40	Telephone conference with K&E team re M&A process.
09/03/20	Douglas E. Bacon, P.C.	3.80	Analyze, review diligence and bid proposals (2.9); telephone conference re same (.9).
09/04/20	Douglas E. Bacon, P.C.	2.40	Analyze, review diligence and bid proposals (2.1); telephone conference re same (.3).
09/07/20	Douglas E. Bacon, P.C.	5.20	Review documents re bid matters (3.9); analyze same (1.3).
09/07/20	Enoch Varner	0.40	Analyze correspondence re illustrative timeline from merger counterparty.
09/08/20	Douglas E. Bacon, P.C.	5.00	Review documents re bid matters (3.8); analyze same (1.2).
09/08/20	Adam Louis Birnbaum	0.60	Telephone conference with K&E team, Company and advisor teams re merger and financing status.
09/08/20	Mitch McClellan	0.50	Prepare for and participate in telephone conference with Company re merger and financing status.
09/08/20	Aisha M. Noor	1.00	Telephone conference with Paul Weiss team re merger and financing status (.5); telephone conference with K&E team re same (.5).
09/08/20	David M. Thompson	0.70	Conference with E. Varner and C. Walker re potential merger.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1250007502
 Matter Number: 18803-45

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/08/20	Enoch Varner	1.50	Prepare for and attend telephone conferences with K&E team, working group re merger process status.
09/08/20	Camille Elizabeth Walker	0.70	Telephone conference with E. Varner and D. Thompson re status of case (.4); review correspondence with K&E team re issues list updates (.3).
09/09/20	Douglas E. Bacon, P.C.	4.70	Review bid materials (4.0); correspond with K&E team re same (.7).
09/09/20	Enoch Varner	0.50	Analyze correspondence re transaction process and timing.
09/10/20	Douglas E. Bacon, P.C.	5.40	Review documents re bidding matters (4.0); telephone conferences with Company, counterparties re same (1.4).
09/10/20	Adam Louis Birnbaum	1.50	Review and revise M&A comparison chart (.5); review and revise merger agreement (1.0).
09/10/20	Jordan M. Hartman	2.00	Review, analyze merger agreement (1.5); review summary tables (.5).
09/10/20	Stephen Jacobson, P.C.	0.30	Review, analyze merger agreement (.2); correspond with A. Weinhouse and K&E team re same (.1).
09/10/20	Daniel J. Kirksey	5.00	Review and analyze draft merger agreement (2.0); prepare and revise short and long form comparison analyses of same (2.0); correspond with K&E team re same (.6); review and analyze responses re same (.4).
09/10/20	Mitch McClellan	1.10	Analyze and revise merger agreement.
09/10/20	Jackson Phinney	1.20	Review and comment on merger agreement (1.1); correspond with S. Jones re same (.1).
09/10/20	Jeffrey S. Quinn	0.50	Review proposed agreement and compare to precedent.
09/10/20	Ian Sherwin	0.50	Review transaction agreement and summary chart.
09/10/20	David M. Thompson	4.80	Review revised merger agreement (3.6); prepare summary issues list and correspond with K&E team re same (1.2).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1250007502
 Matter Number: 18803-45

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/10/20	Enoch Varner	8.50	Review merger agreement markup from M&A party (1.5); analyze correspondence re same (1.5); telephone conferences re status of case and merger process (.7); review draft summary of markup and prepare comments to same (4.0); attend telephone conference with J. Hughes re merger (.4); analyze correspondence re merger process (.4).
09/10/20	Camille Elizabeth Walker	6.40	Review and revise merger agreement (.4); draft issues list re merger agreement and review, revise same (3.0); analyze same (3.0).
09/11/20	Douglas E. Bacon, P.C.	4.70	Review documents re bid matters (3.3); analyze re same (1.4).
09/11/20	Jordan M. Hartman	0.50	Telephone conference with K&E team re merger agreement (.2); revise same (.3).
09/11/20	Stephen Jacobson, P.C.	1.60	Review merger agreement markup (.8); comment on same (.5); telephone conference with K&E team re same (.3).
09/11/20	Sydney Jones	0.50	Review and revise bid markup and chart.
09/11/20	Daniel J. Kirksey	5.30	Review and analyze correspondence from K&E team re draft merger agreement and analysis re same (.4); review and analyze draft merger agreement (1.9); prepare and revise comparison analyses of same (2.1); correspond with K&E team re same (.2); review and analyze responses re same (.2); prepare for and participate in telephone conference with K&E team re same (.5).
09/11/20	R.D. Kohut	0.50	Review revised bid and comparison chart.
09/11/20	Courtney Loyack	1.10	Review and revise merger agreement.
09/11/20	Jackson Phinney	0.40	Correspond with K&E team re merger agreement (.2); revise same (.2).
09/11/20	Jeffrey S. Quinn	1.00	Review, comment on revised merger agreement.
09/11/20	Ian Sherwin	0.50	Correspond with K&E team re transaction agreement.
09/11/20	David M. Thompson	4.30	Analyze merger agreement and revise issues list (3.8); telephone conference with K&E team re same (.5).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1250007502
 Matter Number: 18803-45

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/11/20	Enoch Varner	7.70	Review revised merger agreement summary and prepare comments to same (4.8); telephone conference with Moelis, advisors re merger (.7); telephone conference with K&E team re status and work in progress (.8); review correspondence re merger agreement (.9); telephone conference with J. Hughes re status update (.5).
09/11/20	Camille Elizabeth Walker	7.20	Review and revise merger agreement issues list (3.5); analyze same (3.0); conference re same (.7).
09/11/20	Allyson Smith Weinhouse	3.30	Telephone conference with K&E, Company, Petrie, Moelis teams re merger counterparty (1.0); telephone conference with merger counterparty (2.3).
09/11/20	Allyson Smith Weinhouse	0.50	Correspond with K&E team re merger agreement.
09/12/20	Daniel J. Kirksey	6.60	Prepare for and participate in telephone conference with E. Varner re merger agreement (.2); review and analyze merger agreement issues list (1.0); review and analyze draft merger agreement (2.5); prepare and revise merger agreement (2.9).
09/12/20	Enoch Varner	9.30	Review merger agreement markup and prepare slides for inclusion in board materials (3.8); analyze same (4.0); correspond with K&E team re same (1.5).
09/12/20	Camille Elizabeth Walker	2.40	Review and revise merger agreement (2.0); telephone conference with D. Kirksey re same (.4).
09/13/20	Will W. Bos, P.C.	1.90	Telephone conference with advisors re merger transaction (.8); review purchase and sale agreement (1.1).
09/13/20	Bryan D. Flannery	0.50	Review merger agreement summary.
09/13/20	Daniel J. Kirksey	1.60	Prepare and revise merger agreement (1.0); review and analyze board presentation and correspond with K&E team re same (.6).
09/13/20	Mitch McClellan	0.30	Review and respond to correspondence re potential merger and financing implications.
09/13/20	Enoch Varner	2.20	Review, analyze correspondence re merger agreement (.8); review revised merger agreement (1.4).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1250007502
 Matter Number: 18803-45

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/14/20	Will W. Bos, P.C.	1.80	Review proposed merger agreement (1.2); correspond with K&E team re same (.2); review proposed assignments of RBL interests (.4).
09/14/20	Bryan D. Flannery	1.80	Review and revise merger agreement.
09/14/20	Daniel J. Kirksey	1.00	Review and analyze K&E team revisions to merger agreement (.2); analyze correspondence from K&E team re same (.1); correspond with K&E team re same (.1); prepare for and participate in telephone conference with E. Varner and D. Thompson re board meeting and strategy (.4); review and analyze correspondence from PW team re merger agreement issues list (.2).
09/14/20	Mitch McClellan	0.60	Review and correspond re merger agreement.
09/14/20	Julian J. Seiguer, P.C.	3.80	Review and analyze corporate and securities matters.
09/14/20	Enoch Varner	1.80	Telephone conference with K&E team re merger status and work in process (.7); analyze correspondence from K&E team re merger agreement (.8); analyze correspondence with Paul Weiss re merger agreement (.3).
09/14/20	Camille Elizabeth Walker	3.40	Review and revise merger agreement (3.0); prepare for and participate in board telephone conference (partial) (.4).
09/15/20	Will W. Bos, P.C.	0.40	Correspond with K&E team re sales process and structure.
09/15/20	Bryan D. Flannery	1.00	Review, revise merger agreement (.7); correspond with K&E team re same (.3).
09/15/20	Daniel J. Kirksey	4.30	Prepare for and participate in telephone conference with K&E team and PW team re merger agreement status and process (1.0); prepare for and participate in telephone conference with K&E team re same (.3); review and analyze PW merger agreement issues list (.9); prepare and revise merger agreement and send analysis to K&E team re same (2.1).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1250007502
 Matter Number: 18803-45

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/15/20	Andrew L. Lombardo	1.80	Telephone conference with UCC counsel re discovery request (.5); correspond with counterparty re non-disclosure agreement (.4); telephone conferences with E. Varner and M. Silverman re HPR diligence process and timing updates (.7); correspond with K&E team re diligence tasks (.2).
09/15/20	Mitch McClellan	0.40	Analyze and review target's financing documents.
09/15/20	Enoch Varner	6.50	Telephone conferences with C. Marcus, A. Weinhouse, Stroock, Paul Weis and advisors to unsecured creditors' committee re case and merger process (3.8); analyze matters re same (.8); analyze correspondence re diligence matters re same (.7); telephone conference with J. Hughes re merger update (.3); analyze bondholder non-disclosure agreement matters (.6); telephone conference with A. Lombardo re diligence matters (.3).
09/15/20	Camille Elizabeth Walker	5.40	Prepare for and participate in conference re merger agreement with Paul Weiss (1.3); prepare for and participate in conference with K&E team re merger agreement (.6); review and revise merger agreement (2.7); review due diligence request list precedent and conference re same (.8).
09/15/20	Allyson Smith Weinhouse	0.40	Telephone conference with T. Tyree re merger considerations (.2); correspond with D. Bacon, C. Marcus re same (.2).
09/16/20	Douglas E. Bacon, P.C.	6.20	Review merger agreement and documents (3.2); comment on same (2.2); telephone conferences with working group, K&E team re business terms (.8).
09/16/20	Daniel J. Kirksey	1.10	Prepare and revise merger agreement (.8); correspond with XOG and K&E team re same (.3).
09/16/20	Andrew L. Lombardo	1.80	Prepare diligence request list.
09/16/20	Aisha M. Noor	2.80	Analyze loan facility documentation re potential merger.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1250007502
 Matter Number: 18803-45

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/16/20	Enoch Varner	5.50	Telephone conference with D. Bacon re work in process (.4); analyze correspondence re key terms draft and financing (3.6); attend telephone conferences with K&E team, advisors re same, review merger agreement and prepare comments to same (1.5).
09/16/20	Camille Elizabeth Walker	5.50	Review and revise merger agreement (3.8); research precedent re equity adjustment mechanic (1.7).
09/16/20	Allyson Smith Weinhouse	1.30	Correspond with K&E team, Company re merger considerations (.2); telephone conference re same (1.1).
09/17/20	Douglas E. Bacon, P.C.	4.80	Review merger agreement, prepare comments (3.2); telephone conferences with K&E team re merger agreement, timeline with advisors, and merger counterparty's advisors (1.6).
09/17/20	Will W. Bos, P.C.	4.50	Review revised term sheet and prepare markup of same (3.0); telephone conferences with K&E team re financing (1.0); review assignment documents (.5).
09/17/20	Bryan D. Flannery	0.40	Attend telephone conference re transaction timeline.
09/17/20	Christopher S.C. Heasley	3.50	Review and analyze merger agreement (3.0); telephone conference with K&E team re same (.5).
09/17/20	Alia Y. Heintz	2.10	Review and comment on draft merger agreement.
09/17/20	Daniel J. Kirksey	9.80	Prepare for and participate in telephone conference with E. Christ and K&E team re merger agreement (1.3); review and analyze merger agreement (2.8); review and analyze correspondence from K&E team re same (.9); correspond with K&E team re same (.9) prepare and revise merger agreement (3.4); prepare for and participate in K&E team telephone conference re same (.5).
09/17/20	Andrew L. Lombardo	2.10	Telephone conference with K&E team re case, M&A process updates (.5); correspond with K&E team re counterparty diligence process (1.6).
09/17/20	Courtney Loyack	0.60	Review and revise merger agreement.
09/17/20	Christopher Marcus, P.C.	1.00	Telephone conference with advisors re M&A update.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1250007502
 Matter Number: 18803-45

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/17/20	Enoch Varner	10.60	Review merger agreement documents and prepare comments to same (4.0); analyze same (3.0); review correspondence and telephone conference with Company re same (2.1); telephone conference, review correspondence with counterparties re same (.9); analyze bondholder non-disclosure agreement matters (.6).
09/17/20	Camille Elizabeth Walker	6.00	Prepare for and participate in telephone conference with E. Christ re merger agreement (2.2); review and revise merger agreement (1.1); telephone conference with K&E team (.8); review and revise summary chart (1.9).
09/17/20	Allyson Smith Weinhouse	2.00	Telephone conference with UCC re M&A update (.6); follow-up with parties re same (.9); telephone conference with K&E team re discovery requests (.5).
09/18/20	Christopher S.C. Heasley	2.00	Review and analyze merger agreement (1.5); correspond with K&E team re same (.5).
09/18/20	Daniel J. Kirksey	4.90	Review and analyze correspondence from consultation and consent parties re revised merger agreement (.3); correspond with same re revised merger agreement (.4); correspond with K&E and XOG teams re merger agreement and disclosure schedules (.2); prepare for and participate in telephone conference with J. Tobias re revised draft (.1); review and analyze merger agreement (1.5); prepare and revise merger agreement schedules (2.4).
09/18/20	Andrew L. Lombardo	4.80	Coordinate with Petrie and TPH re K&E team access to HPR data room (.5); review data room files (1.0); telephone conference with E. Varner re diligence request list and data room review timing (.3); prepare mutual diligence request list (.6); telephone conference with C. Walker, E. Varner, D. Bacon re same (.4); review, revise Company capital raise counterparty non-disclosure agreement form (2.0).
09/18/20	Christopher Marcus, P.C.	1.20	Analyze M&A term sheet (.8); telephone conference with Petrie re same (.4).
09/18/20	Joe Tobias	2.40	Review, analyze merger agreement.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1250007502
 Matter Number: 18803-45

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/18/20	Enoch Varner	7.40	Review correspondence re key transaction terms (.4); review correspondence with bondholder group counsel (.3); telephone conferences with same, unsecured creditor committee counsel and lender counsel (.7); correspond with same re merger agreement (.5); review correspondence re unsolicited letter from third party (.9); review and revise due diligence request list (1.4); review correspondence re merger diligence (.3); correspond and telephone conference with Company re merger agreement (.8); telephone conference with K&E team re merger agreement (.6); review comments to merger agreement from consultation parties (1.5).
09/18/20	Camille Elizabeth Walker	2.30	Review and revise disclosure schedules (1.4); review and revise due diligence request list (.9).
09/18/20	Allyson Smith Weinhouse	0.70	Telephone conference with K&E team re UCC discovery requests.
09/19/20	Daniel J. Kirksey	3.10	Review and analyze correspondence from Bracewell, K&E and PW teams re merger agreement (1.2); correspond with same re merger agreement (.4); prepare and revise merger agreement (1.5).
09/19/20	Enoch Varner	0.90	Analyze correspondence re merger agreement from consultation parties.
09/20/20	Daniel J. Kirksey	4.20	Review and analyze correspondence from K&E team re merger agreement (1.0); correspond with K&E team re same (.2); prepare and revise merger agreement (2.5); correspond with opposing counsel and K&E teams re same (.5).
09/20/20	Enoch Varner	3.90	Analyze merger agreement documents and prepare comments re same.
09/20/20	Camille Elizabeth Walker	1.70	Review and revise merger agreement.
09/21/20	Douglas E. Bacon, P.C.	2.60	Analyze merger transaction documents.
09/21/20	Daniel J. Kirksey	1.60	Prepare and revise merger agreement disclosure schedules (.4); correspond with K&E team and Company re same (1.0); correspond with consultation parties re merger agreement (.2).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1250007502
 Matter Number: 18803-45

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/21/20	Andrew L. Lombardo	1.70	Review Petrie, Moelis financing telephone conference script (.5); correspond with Petri, Moelis re same (.4); review and revise diligence request list (.4); telephone conference with Company re same (.4).
09/21/20	Enoch Varner	1.00	Analyze correspondence with advisors to unsecured creditors re merger agreement.
09/21/20	Enoch Varner	2.80	Review due diligence request list and prepare comments to same (1.5); analyze correspondence re telephone conference opposing counsel re midstream matters (1.3).
09/21/20	Camille Elizabeth Walker	1.20	Review and revise disclosure schedule skeleton.
09/21/20	Allyson Smith Weinhouse	2.60	Correspond with K&E team re M&A process.
09/22/20	Douglas E. Bacon, P.C.	3.70	Review, analyze transaction matters.
09/22/20	Christopher S.C. Heasley	1.00	Review merger agreement (.5); analyze same (.5).
09/22/20	Stephen Jacobson, P.C.	0.80	Review, analyze merger agreement (.3); telephone conference with counterparty re same (.5).
09/22/20	Christopher Marcus, P.C.	0.50	Telephone conference with J. Hues re M&A matters.
09/22/20	Jeffrey S. Quinn	0.80	Review, analyze revised agreement (.2); telephone conference with opposing counsel re open issues (.6).
09/22/20	Ian Sherwin	0.30	Correspond with K&E team re transaction agreement.
09/22/20	Enoch Varner	3.00	Telephone conference with advisors to merger counterparty (.7); correspond with K&E team re same (.6); correspond with counsel to merger counterparty re timeline (1.0); review correspondence re diligence request list (.7).
09/22/20	Camille Elizabeth Walker	0.60	Prepare for and attend telephone conference with K&E team.
09/23/20	Douglas E. Bacon, P.C.	3.40	Review, analyze transaction matters.
09/23/20	Christopher Marcus, P.C.	1.00	Telephone conference with merger counterparty re M&A (.7); telephone conference with B. Latif re M&A (.3).
09/23/20	Jeffrey S. Quinn	0.20	Review and analyze revised agreement.
09/23/20	Enoch Varner	2.50	Analyze materials and correspondences with merger counsel, K&E team re case timeline.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1250007502
 Matter Number: 18803-45

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/24/20	Douglas E. Bacon, P.C.	2.70	Analyze materials re confidential merger counterparty.
09/24/20	Andrew L. Lombardo	1.00	Telephone conference with full advisor group re ongoing M&A negotiations and upcoming filings.
09/24/20	Christopher Marcus, P.C.	0.70	Telephone conferences with Company, merger counsel re M&A.
09/24/20	Enoch Varner	1.30	Telephone conferences with K&E team re strategy, next steps (.8); telephone conferences re merger matters with confidential party (.5).
09/25/20	Douglas E. Bacon, P.C.	2.60	Review materials re confidential M&A party.
09/25/20	Christopher S.C. Heasley	0.50	Review, analyze merger agreement.
09/25/20	Christopher Marcus, P.C.	0.80	Telephone conference with K&E team re M&A matters.
09/27/20	Jeffrey S. Quinn	0.10	Review, analyze side by side analysis.
09/28/20	Douglas E. Bacon, P.C.	3.00	Analyze transaction matters.
09/28/20	Will W. Bos, P.C.	1.20	Review merger target financing documents.
09/28/20	Daniel J. Kirksey	2.20	Prepare for and participate in telephone conference with K&E team re financing issues with merger (.7); prepare for and participate in telephone conference with XOG and K&E teams re same (1.5).
09/28/20	Andrew L. Lombardo	3.20	Review HPR diligence requests (2.0); telephone conference with E. Varner and A&M team re diligence process (.4); review data room and prepare revised legal diligence request list (.8).
09/28/20	Aisha M. Noor	4.90	Analyze merger financing considerations and prepare flow chart re same (2.8); telephone conference with K&E team re merger financing considerations (.5); telephone conference with Company re same (1.6).
09/28/20	John Phelan	1.00	Review material documents (.5); prepare diligence request list (.5).
09/28/20	Enoch Varner	2.80	Telephone conference with K&E team re financing alternatives (.6); review, analyze materials re same, diligence (1.2); conferences with working group re strategy, next steps (1.0).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1250007502
 Matter Number: 18803-45

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/28/20	Allyson Smith Weinhouse	2.10	Correspond with K&E team re merger transaction, Company inquiries (.7); telephone conference with K&E team re same (.6); telephone conference with Company re same (.8).
09/29/20	Douglas E. Bacon, P.C.	2.00	Analyze matters re transaction.
09/29/20	Will W. Bos, P.C.	1.40	Correspond with K&E team, Company re potential merger and related issues.
09/29/20	Mya Johnson	5.20	Review documents in virtual data room and update internal diligence request list (3.7); update A&M diligence list re same (1.5).
09/29/20	Andrew L. Lombardo	2.60	Telephone conference with UCC counsel re case and transaction updates (.6); review, revise diligence request list (1.5); review, revise A&M global diligence tracker (.5).
09/29/20	Mitch McClellan	0.90	Prepare for and participate in telephone conference with Company re merger financing alternatives (.5); prepare for and participate in telephone conference with K&E team re merger financing alternatives (.4).
09/29/20	Eric Mossor	3.70	Review diligence items on data room re diligence request list (2.6); draft summary of findings re same (1.1).
09/29/20	Aisha M. Noor	0.40	Telephone conference re merger financing considerations.
09/29/20	John Phelan	1.80	Review material documents (1.0); prepare diligence request list (.8).
09/29/20	Chimezie Udozorh	2.30	Revise DDRL re satisfied diligence requests.
09/29/20	Enoch Varner	3.50	Attend telephones conference with counsel to unsecured creditors committee counsel to bondholders re merger, deal status (2.1) Attend all-hands telephone conference (1.0); analyze correspondence re merger financing (.4).
09/29/20	Camille Elizabeth Walker	0.70	Prepare for and attend telephone conference with K&E team re M&A status.
09/30/20	Douglas E. Bacon, P.C.	2.00	Analyze matters re merger transaction.
09/30/20	Will W. Bos, P.C.	1.10	Telephone conference re merger financing.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1250007502
 Matter Number: 18803-45

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/30/20	Andrew L. Lombardo	4.20	Review draft of K&E diligence request list (.7); revise A&M global diligence tracker re same (.9); draft MSD financing non-disclosure agreement, coordinate execution non-disclosure agreement amendment (2.1); telephone conference with Moelis team re same (.5).
09/30/20	Mitch McClellan	0.50	Prepare for and participate in telephone conference with Bracewell re financing scenarios for merger.
09/30/20	Aisha M. Noor	3.20	Telephone conference with Bracewell team re merger financing (.4); review negative covenants and events of default in credit facility (2.8).
Total		382.60	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

December 30, 2020

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007504

Client Matter: 18803-49

In the Matter of Schedules/SOFA

For legal services rendered through September 30, 2020
(see attached Description of Legal Services for detail)

\$ 12,588.50

Total legal services rendered

\$ 12,588.50

Legal Services for the Period Ending September 30, 2020
Extraction Oil & Gas, Inc.
Schedules/SOFA

Invoice Number: 1250007504
Matter Number: 18803-49

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Kevin Liang	9.90	740.00	7,326.00
Allyson Smith Weinhouse	4.50	1,035.00	4,657.50
Lydia Yale	2.20	275.00	605.00
TOTALS	16.60		\$ 12,588.50

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Schedules/SOFA

Invoice Number: 1250007504
 Matter Number: 18803-49

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/21/20	Kevin Liang	0.40	Review and analyze issues re U.S. Trustee objection to motion to seal (.2); correspond with K&E team and WTP re same (.2).
09/22/20	Kevin Liang	2.90	Draft reply to U.S. Trustee objection to motion to seal (2.6); correspond with K&E team re precedent re same (.3).
09/22/20	Lydia Yale	2.20	Research replies to objections re schedules (1.2); draft same (1.0).
09/23/20	Kevin Liang	1.50	Review and revise reply re U.S. Trustee objection to motion to seal.
09/23/20	Allyson Smith Weinhouse	0.80	Correspond with K&E team re SoFAs under seal (.2); review and comment on reply re sealing motion (.4); telephone conference with Company re SoFAs (.2).
09/24/20	Kevin Liang	0.20	Correspond with K&E team and WTP re reply to U.S. Trustee objection.
09/25/20	Kevin Liang	1.70	Review and revise reply to U.S. Trustee objection re motion to seal (1.4); correspond with K&E team re same (.3).
09/28/20	Kevin Liang	1.60	Correspond with K&E team and Company re reply to U.S. Trustee objection to motion to seal (.3); review, revise same (1.1); correspond with Stroock, PW and Bracewell re same (.2).
09/28/20	Allyson Smith Weinhouse	2.50	Correspond with K. Liang re sealing reply (.5); review same (.9); research re same (1.1).
09/29/20	Allyson Smith Weinhouse	1.20	Correspond with K. Liang re sealing reply (.3); comment on same (.4); coordinate filing of same (.2); correspond with PW, Bracewell, UCC re same (.3).
09/30/20	Kevin Liang	1.60	Draft hearing talking points re sealing motion (1.4); correspond with A. Weinhouse re same (.2).
Total		16.60	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

December 30, 2020

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007505

Client Matter: 18803-50

In the Matter of Rights Offering/Exit Financing

For legal services rendered through September 30, 2020
(see attached Description of Legal Services for detail)

\$ 142,120.50

Total legal services rendered

\$ 142,120.50

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250007505
 Matter Number: 18803-50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Adam Louis Birnbaum	27.80	740.00	20,572.00
Will W. Bos, P.C.	24.20	1,545.00	37,389.00
Stephanie Cohen	0.20	845.00	169.00
Andrew L. Lombardo	1.00	965.00	965.00
Courtney Loyack	2.50	785.00	1,962.50
Christopher Marcus, P.C.	1.30	1,635.00	2,125.50
Mitch McClellan	22.90	1,135.00	25,991.50
Arthur Patrick Muszynski	1.00	740.00	740.00
Aisha M. Noor	39.30	965.00	37,924.50
Orla Patricia O'Callaghan	1.00	835.00	835.00
Anna G. Rotman, P.C.	1.30	1,425.00	1,852.50
Enoch Varner	2.60	1,195.00	3,107.00
Allyson Smith Weinhouse	8.20	1,035.00	8,487.00
TOTALS	133.30		\$ 142,120.50

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250007505
 Matter Number: 18803-50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/03/20	Adam Louis Birnbaum	1.00	Review, analyze key dates and deadlines and prepare for telephone conference with K&E team re rights offering (.2); telephone conference with K&E team, Company and advisor teams re status, deal (.8).
09/04/20	Anna G. Rotman, P.C.	0.30	Telephone conference with K&E team re UCC backstop issues.
09/09/20	Adam Louis Birnbaum	0.80	Review and revise exit term sheet comparison chart.
09/10/20	Adam Louis Birnbaum	2.00	Review and revise fee tracker (.7); telephone conference with K&E team, Company and advisor teams re financing, rights offering, midstream and bids (1.3).
09/10/20	Mitch McClellan	0.80	Analyze and revise exit fee and commitment letters.
09/10/20	Aisha M. Noor	2.00	Analyze and review initial draft of commitment letter (1.5); telephone conference with K&E team re same (.5).
09/11/20	Adam Louis Birnbaum	0.70	Review and analyze DIP schedules to pre-petition RBL schedules re lender status.
09/11/20	Andrew L. Lombardo	1.00	Gather relevant documents re UCC discovery request re backstop commitment agreement negotiations.
09/11/20	Mitch McClellan	0.80	Analyze and revise exit commitment and fee letters.
09/11/20	Aisha M. Noor	7.10	Review, comment on commitment letter (1.7); review, comment on agent fee letter (1.5); review, comment on lender fee letter (1.4); analyze issues re same (2.5).
09/12/20	Arthur Patrick Muszynski	0.60	Correspond with K&E team re rights offering procedures (.4); draft and review correspondence re same (.2).
09/13/20	Stephanie Cohen	0.20	Review correspondence re backstop motion.
09/13/20	Christopher Marcus, P.C.	0.80	Telephone conference with Petrie, Moelis re exit financing.
09/13/20	Enoch Varner	0.30	Attend telephone conference with advisors re financing options.
09/13/20	Allyson Smith Weinhouse	1.00	Telephone conference with advisor group re exit financing.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250007505
 Matter Number: 18803-50

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/14/20	Adam Louis Birnbaum	1.00	Review and analyze exit facility commitment letter, agent letter and fee letter.
09/14/20	Aisha M. Noor	3.00	Review, comment on commitment letter, fee letters (2.4); correspond with Moelis team re same (.2); further revise comments to commitment letter (.4).
09/15/20	Adam Louis Birnbaum	2.50	Review and analyze draft RBL facility re consent rights and change of control (1.0); review, revise and analyze commitment letter (1.0); review and analyze disclosure statement re exit facility (.5).
09/15/20	Will W. Bos, P.C.	1.80	Correspond with K&E team re financing terms and documentation.
09/15/20	Arthur Patrick Muszynski	0.40	Analyze and review rights offering procedures (.2); draft and review correspondence re same (.2).
09/15/20	Aisha M. Noor	2.50	Telephone conference with Moelis team re strategy (.5); revise commitment letter re Moelis comments (.5); review recent merger counterparty's 8-Ks (1.5).
09/16/20	Adam Louis Birnbaum	5.50	Review and analyze credit agreement re change in control and prepayment provisions (1.0); draft and revise key credit agreement comparison chart re credit agreement (4.5).
09/16/20	Will W. Bos, P.C.	1.40	Revise exit facility term sheet.
09/16/20	Mitch McClellan	1.20	Analyze and revise exit term sheet.
09/16/20	Aisha M. Noor	1.50	Review revised draft exit term sheet.
09/16/20	Allyson Smith Weinhouse	3.70	Correspond with working group re financing (1.4); telephone conferences with working group re same (1.0); analyze correspondence re same (1.3).
09/17/20	Adam Louis Birnbaum	1.20	Review and analyze exit facility term sheet (.7); telephone conference with K&E team, extraction and advisor teams (.5).
09/17/20	Mitch McClellan	6.00	Analyze and revise exit term sheet.
09/17/20	Aisha M. Noor	5.30	Revise exit term sheet (3.8); telephone conference with Moelis team re proposed comments to same (.7); revise same (.8).
09/18/20	Adam Louis Birnbaum	3.00	Review, revise and analyze exit facility term sheet and commitment letter (1.5); telephone conference with K&E team, Company and Moelis teams re same (1.0); review and revise fee letter (.5).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250007505
 Matter Number: 18803-50

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/18/20	Will W. Bos, P.C.	3.60	Telephone conferences with K&E team re financing (2.2); revise exit term sheet (1.4).
09/18/20	Courtney Loyack	2.50	Review and revise credit agreement.
09/18/20	Mitch McClellan	2.30	Prepare for and participate in telephone conference with Company re term sheet (1.2); analyze and revise same (1.1).
09/18/20	Aisha M. Noor	2.70	Comment on commitment letter and fee letter (.3); correspond with opposing counsel re same (.4); prepare for and attend telephone conference with Company and financial advisors re exit term sheet (1.8); review exit term sheet comments and circulate to Company and bondholders' counsel (.2).
09/21/20	Will W. Bos, P.C.	2.90	Telephone conference with advisor (1.1); negotiate exit financing (1.8).
09/21/20	Mitch McClellan	0.50	Prepare for and participate in telephone conference with financial advisors and Company re financing scenarios.
09/21/20	Aisha M. Noor	1.30	Prepare for and attend telephone conference with financial advisors and Company re financing.
09/21/20	Allyson Smith Weinhouse	2.10	Correspond re rights offering, exit financing (.6); review and analyze documents re same (1.5).
09/22/20	Adam Louis Birnbaum	0.50	Analyze and correspond re exit term sheet (.2); review and analyze exit facility term sheet (.3).
09/22/20	Will W. Bos, P.C.	1.00	Analyze precedent re proposed financing terms.
09/22/20	Mitch McClellan	1.00	Analyze and revise exit RBL term sheet (.6); prepare for and participate in telephone conference with Company and advisors (.4).
09/22/20	Aisha M. Noor	1.10	Telephone conference with K&E team (.8); review previous board materials (.3).
09/23/20	Adam Louis Birnbaum	1.50	Review and analyze exit facility term sheet re noteholders' comments (1.0); telephone conference with K&E team, Company and Moelis teams re same (.5).
09/23/20	Will W. Bos, P.C.	0.80	Telephone conference with Company, Moelis re exit term sheet.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250007505
 Matter Number: 18803-50

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/23/20	Mitch McClellan	1.10	Prepare for and participate in telephone conference with Company, Moelis re exit term sheet (.5); review and respond to correspondence re same (.6).
09/23/20	Aisha M. Noor	0.60	Telephone conference with Company, Moelis and K&E team re exit term sheet.
09/23/20	Orla Patricia O'Callaghan	1.00	Attend telephone conference with Stroock and Moelis re backstop commitment agreement issues.
09/23/20	Anna G. Rotman, P.C.	1.00	Telephone conference with Committee re backstop and rights offering.
09/23/20	Allyson Smith Weinhouse	0.50	Telephone conference with Moelis and Company re exit term sheet.
09/24/20	Adam Louis Birnbaum	1.20	Review and analyze liquidity slide, key dates and deadlines in preparation of telephone conference with K&E team (.3); telephone conference with K&E team, Company and advisor teams (.5); review and analyze exit RBL term sheet issues grid (.4).
09/24/20	Will W. Bos, P.C.	1.40	Telephone conference with K&E team (.8); correspond re open items on finance terms (.6).
09/24/20	Mitch McClellan	1.20	Analyze and revise summary grid re RBL exit financing (.8); correspond with K&E team re same (.4).
09/24/20	Aisha M. Noor	3.00	Revise exit term sheet and circulate to Company and advisors (.7); prepare issues list grid re same (1.8); telephone conference with K&E team re same (.5).
09/25/20	Will W. Bos, P.C.	2.60	Telephone conferences re exit financing (1.2); correspond with Company re financing status and process (.6); revise exit financing term sheet (.8).
09/25/20	Christopher Marcus, P.C.	0.50	Analyze correspondence re exit financing.
09/25/20	Aisha M. Noor	4.50	Telephone conference with Company re status (.6); review and revise exit term sheet comparison grid (3.9).
09/26/20	Adam Louis Birnbaum	5.30	Draft and revise exit RBL facility comparison chart and issues grid re key terms (3.5); review and analyze precedent exit facilities re same (1.8).

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250007505
 Matter Number: 18803-50

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/26/20	Will W. Bos, P.C.	1.40	Prepare grid company terms of precedent exit facilities (.8); correspond with Company re financing terms (.6).
09/26/20	Mitch McClellan	0.50	Analyze and revise exit RBL summary chart.
09/27/20	Adam Louis Birnbaum	1.10	Review, revise and analyze exit facility issues grid and analyze RBL precedent re same.
09/27/20	Will W. Bos, P.C.	2.70	Telephone conference with Company re financing options (1.1); review, comment on revised term sheet (.8); correspond with Company re next steps and open issues (.8).
09/27/20	Mitch McClellan	3.60	Analyze and revise exit term sheet (1.9); prepare for and participate in telephone conference with Company re same (1.7).
09/27/20	Aisha M. Noor	1.80	Revise and circulate comparison grid and answer Company questions re same (.5); telephone conference with Company re exit term sheet comments and anti-cash hoarding (1.0); review and revise draft of exit term sheet (.3).
09/27/20	Enoch Varner	0.80	Analyze correspondence re debt financing.
09/27/20	Allyson Smith Weinhouse	0.80	Telephone conference with Company re exit financing.
09/28/20	Will W. Bos, P.C.	3.60	Telephone conference with advisors and Company re financing and potential exit transactions (2.8); correspond with Company re document terms (.8).
09/28/20	Mitch McClellan	3.50	Prepare for and participate in telephone conference with Company and K&E team re exit financing alternatives (3.2); analyze and revise exit term sheet (.3).
09/28/20	Aisha M. Noor	0.90	Coordinate with bondholders' counsel re exit term sheet comments (.3); telephone conference with Company and financial advisors re alternative financing providers strategy and script (.6).
09/29/20	Adam Louis Birnbaum	0.50	Review and analyze key dates and deadlines (.2); telephone conference with K&E team, Company and advisor teams re same (.3).
09/29/20	Will W. Bos, P.C.	1.00	Revise exit term sheet.
09/29/20	Mitch McClellan	0.40	Analyze and revise exit term sheet.

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250007505
 Matter Number: 18803-50

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/29/20	Aisha M. Noor	2.00	Research companies with twin silo RBL facilities (1.2); telephone conference with PW team (.6); telephone conference with K&E team (.2).
09/29/20	Allyson Smith Weinhouse	0.10	Correspond with K&E team re exit term sheet.
09/30/20	Enoch Varner	1.50	Telephone conference with lenders' counsel re status of financing matters.
Total		133.30	

October 2020

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

January 25, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007743

Client Matter: 18803-25

In the Matter of Adversary Proceedings/Contested Matters

For legal services rendered through October 31, 2020
(see attached Description of Legal Services for detail)

\$ 830,162.50

Total legal services rendered

\$ 830,162.50

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007743
 Matter Number: 18803-25

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bill Arnault	101.40	1,165.00	118,131.00
Jamie Alan Aycock	95.80	1,145.00	109,691.00
Douglas E. Bacon, P.C.	4.00	1,495.00	5,980.00
Brooksany Barrowes	7.70	1,345.00	10,356.50
Nicholas Benham	22.80	610.00	13,908.00
Diana Clough Benton	25.20	610.00	15,372.00
Chris Burkhalter	20.00	925.00	18,500.00
John Christian	6.20	835.00	5,177.00
Justin W. Clune	25.50	1,035.00	26,392.50
Stephanie Cohen	1.90	845.00	1,605.50
Ross Fiedler	2.60	845.00	2,197.00
Robert S. Fleishman	1.20	1,325.00	1,590.00
Matt Gibson	6.50	740.00	4,810.00
Christopher S.C. Heasley	8.30	1,165.00	9,669.50
George W. Hicks Jr.	5.50	1,295.00	7,122.50
Maggie Hoffman	0.50	845.00	422.50
Grant Jones	58.50	835.00	48,847.50
Angela Leonard	83.40	375.00	31,275.00
Kevin Liang	2.20	740.00	1,628.00
Library Factual Research	0.30	375.00	112.50
Christopher Marcus, P.C.	12.70	1,635.00	20,764.50
Rebecca J. Marston	5.30	610.00	3,233.00
Caleb Martin	8.20	610.00	5,002.00
Diego Jorge Martinez-Krippner	18.10	835.00	15,113.50
Rebekah Sills McEntire	3.00	1,025.00	3,075.00
Christian Menefee	5.00	1,045.00	5,225.00
Melissa Mertz	5.20	610.00	3,172.00
Arthur Patrick Muszynski	0.40	740.00	296.00
Orla Patricia O'Callaghan	16.80	835.00	14,028.00
Alexander Rayner	23.90	835.00	19,956.50
Anna G. Rotman, P.C.	94.50	1,425.00	134,662.50
Chad Michael Smith	4.00	1,215.00	4,860.00

Legal Services for the Period Ending October 31, 2020
Extraction Oil & Gas, Inc.
Adversary Proceedings/Contested Matters

Invoice Number: 1250007743
Matter Number: 18803-25

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Josh Urban	0.50	390.00	195.00
Allyson Smith Weinhouse	6.80	1,035.00	7,038.00
Dustin Lyle Womack	77.50	725.00	56,187.50
Lydia Yale	1.00	275.00	275.00
Kenneth A. Young	99.80	1,045.00	104,291.00
TOTALS	862.20		\$ 830,162.50

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007743
 Matter Number: 18803-25

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/01/20	Bill Arnault	1.50	Draft cross-examination of R. McGillis (1.1); review exhibits (.4).
10/01/20	Diana Clough Benton	4.20	Prepare presentations for opening and closing arguments re rejection motion.
10/01/20	Grant Jones	3.50	Draft proposed facts and law.
10/01/20	Angela Leonard	2.90	Update litigation case calendar (.4); prepare updated witness binders re D. Robinson, M. O'Loughlin and arrange hand deliveries re same (1.2); compile and prepare relevant deposition transcripts and exhibits for attorney review (.6); compile relevant Platte River Midstream, other exhibits for opposing counsel, send same to witnesses and submit same for their review (.7).
10/01/20	Diego Jorge Martinez-Krippner	2.20	Draft and revise presentation for court presentations re adversary hearing.
10/01/20	Alexander Rayner	1.50	Review proposed rejection motion presentation (.2); draft amendments to same (.2); correspond with B. Arnault and J. Aycock re rejection motion presentation and PRM rejection arguments (.1); review M. Owens testimony re same (.2); revise amendments to rejection motion presentation (.6); telephone conference with D. Benton re M. Owens deposition testimony (.2).
10/01/20	Anna G. Rotman, P.C.	6.40	Attend witness preparation session re motion to reject hearing (3.1); prepare witness outline for contract rejection hearing and prepare demonstratives (3.3).
10/01/20	Allyson Smith Weinhouse	0.50	Correspond with K. Young re core adversary proceedings (.2); research same (.3).
10/01/20	Dustin Lyle Womack	8.70	Draft Grand Mesa proposed facts and law (1.2); revise Grand Mesa proposed facts and law (4.7); draft Elevation proposed facts and law (2.5); research core proceedings re Grand Mesa abstention (.3).

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007743
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/01/20	Kenneth A. Young	1.60	Correspond with counsel for rejection counterparties re litigation schedules, findings of fact and conclusions law (.1); correspond with WTP re adversary proceedings and motions for summary judgment (.2); draft and revise findings of fact and conclusions of law in adversary proceedings (.9); prepare for hearing re motion to abstain in adversary proceeding (.4).
10/02/20	Bill Arnault	1.10	Draft cross-examinations of Platte River and Grand Mesa.
10/02/20	Jamie Alan Aycock	4.00	Revise adversary closing presentation (1.9); revise summary of bench ruling for Company (2.1).
10/02/20	Diana Clough Benton	2.20	Review depositions of D. Robinson and R. McGillis re testimony on rejection.
10/02/20	Christopher S.C. Heasley	0.80	Analyze amendment to gathering agreement.
10/02/20	Maggie Hoffman	0.50	Review and revise case timeline.
10/02/20	Grant Jones	4.40	Telephone conference with K. Young, D. Womack re proposed facts and law drafts (1.6); draft proposed facts and law (2.8).
10/02/20	Angela Leonard	1.40	Manage and review file materials into document management systems re adversary hearing.
10/02/20	Orla Patricia O'Callaghan	0.30	Correspond with A. Rotman re UCC privilege log and serve same to counsel for UCC (.2); correspond with K&E team re next steps for protective order (.1).
10/02/20	Anna G. Rotman, P.C.	7.60	Prepare testimony, cross-examination, exhibits, demonstratives and prepare for testimony at rejection hearing (4.2); preparation session with M. Owens for rejection hearing (3.2); correspond with O. O'Callaghan re service of privilege log re UCC document requests (.2).
10/02/20	Dustin Lyle Womack	6.30	Revise Grand Mesa proposed facts and law (2.1); revise Elevation proposed facts and law (2.6); correspond with K&E team re proposed facts and law drafts (1.1); research property owner privileges (.5).
10/02/20	Lydia Yale	1.00	Draft 9019 motion (.6); draft seal motion for same (.4).

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007743
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/02/20	Kenneth A. Young	2.10	Draft and revise findings of fact and conclusions of law in adversary proceedings (1.5); coordinate discovery in adversary proceedings re motions to reject midstream agreements (.6).
10/03/20	Bill Arnault	1.10	Correspond with A. Rotman re demonstratives and exhibits for M. Owens direct examination (.8); review correspondence re same (.3).
10/03/20	Jamie Alan Aycock	0.50	Analyze use of exhibits and demonstratives at hearing.
10/03/20	Grant Jones	4.00	Draft proposed facts and law for motions to reject.
10/03/20	Angela Leonard	3.20	Compile relevant documents re motion to reject hearing (1.2); prepare for upcoming hearing re rejection motion (2.0).
10/03/20	Anna G. Rotman, P.C.	3.20	Draft outline for hearing testimony for M. Owens (1.3); review deposition transcripts to prepare for hearing (1.9).
10/04/20	Bill Arnault	4.10	Draft cross-examination outlines re Grand Mesa, Platte River and DJ South.
10/04/20	Jamie Alan Aycock	0.80	Review letter ruling by Judge Sontchi and correspond with K&E team re same (.6); correspond with K&E team re litigation presentation for board (.2).
10/04/20	Brooksany Barrowes	1.50	Review and revise deposition (.9); prepare for adversary hearing (.6).
10/04/20	Kevin Liang	1.50	Draft 9019 motion, order, notice, sealing motion, order and review materials re same.
10/04/20	Anna G. Rotman, P.C.	4.70	Review and revise preparation materials for preparation session with M. Owens (1.3); attend hearing preparation session with M. Owens (3.4).
10/04/20	Allyson Smith Weinhouse	0.20	Correspond with WTP re rejection issues.
10/04/20	Dustin Lyle Womack	0.40	Draft board presentation re reporting real covenant rejection hearing impressions.
10/04/20	Kenneth A. Young	1.00	Telephone conference with WTP re contested matters re motion to reject midstream agreements (.3); prepare for hearing in contested matters re rejection of midstream agreements (.7).

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007743
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/05/20	Bill Arnault	10.90	Prepare for cross-examination of R. McGillis (2.4); review deposition transcript and key documents (2.4); prepare for deposition of D. Robinson (2.1); review deposition transcript and key documents re same (4.0).
10/05/20	Jamie Alan Aycock	12.20	Correspond with J. Makholm re testimony in support of motion to reject and revise proposed direct examination (2.4); correspond with K&E team re preparation for hearing on motion to reject (3.1); correspond with B. Jackson, A. Zagoren re use of exhibits, demonstratives and correspond re same (3.0); correspond with K&E team re cross-examination of fact witnesses of Grand Mesa and Platte River (3.7).
10/05/20	Brooksany Barrowes	0.50	Prepare for upcoming rejection hearing re discovery requests.
10/05/20	Diana Clough Benton	0.20	Review bankruptcy court's recent decisions and docket activity.
10/05/20	Grant Jones	7.50	Draft proposed facts and law for motions to reject (3.7); review, revise proposed facts and law (3.8).
10/05/20	Orla Patricia O'Callaghan	0.10	Draft correspondence to counsel for Elevation and circulate same to K&E team for sign off.
10/05/20	Anna G. Rotman, P.C.	8.80	Revise opening presentation for motion to reject (2.7); revise demonstratives for M. Owens' testimony at rejection hearing (2.0); telephone conference with J. Aycock re M. Owens' testimony (.7); review, revise M. Owens' direct examination and potential cross-examination at rejection hearing (3.2); analyze witness issues for rejection hearing (.2).
10/05/20	Dustin Lyle Womack	7.90	Draft Grand Mesa proposed facts and legal conclusions (3.7); correspond with K. Young re Grand Mesa proposed facts and legal conclusions (.1); revise Grand Mesa proposed facts and legal conclusions (.4); draft Elevation proposed facts and legal conclusions (2.9); revise Elevation proposed facts and legal conclusions (.4); revise Platte River and DJ South proposed facts and legal conclusions (.4).

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007743
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/05/20	Kenneth A. Young	6.90	Draft and revise findings of fact and conclusions of law in adversary proceedings (2.9); prepare for hearings re rejection motion (2.8); telephone conferences with Delaware co-counsel re contested matters on rejection of midstream agreements (1.2).
10/06/20	Bill Arnault	9.20	Telephone conference with K&E team re rejection motion hearing (.7); review key documents, demonstratives and filings for trial (2.1); review and revise cross-examinations of R. McGillis and D. Robinson (6.4).
10/06/20	Jamie Alan Aycock	10.40	Telephone conference with K&E team re hearing on motion to reject (.7); correspond with K&E team re preparation for hearing on motion to reject (.6); correspond with B. Jackson and A. Zagoren re use of exhibits and demonstratives with M. Owens during hearing on motion to reject (1.2); correspond with K&E team re service of exhibits and exhibit list on Elevation (.7); draft and revise demonstratives for use with M. Owens (3.8); review and revise opening presentation for hearing on motion to reject (2.1); correspond with J. Shepherd of FERC re protective order (.4); review demonstratives of opposing counsel to be used at hearing (.9).
10/06/20	Brooksany Barrowes	1.00	Prepare for rejection hearing.
10/06/20	Grant Jones	6.80	Correspond with K&E team to update demonstratives (.5); review, revise draft of proposed facts and law (4.0); research proposed law sections (2.3).
10/06/20	Angela Leonard	6.50	Compile relevant documents for K&E team and prepare demonstratives in preparation for rejection hearing (1.0); conference with K&E team re preparation for rejection hearing (.5); compile deposition transcripts and prepare same (.4); manage and organize file materials into Document Management Systems (4.6).
10/06/20	Christopher Marcus, P.C.	0.70	Review pleadings re Midstream rejection.
10/06/20	Christian Menefee	1.00	Correspond with K&E team re adversary hearings.

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007743
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/06/20	Alexander Rayner	3.90	Review draft McGillis cross-examination outline (.4); provide comments to B. Arnault re same (.6); review matter correspondence (.8); review K&E QC REP rejection and K&E QC REP GGA negotiation batches (.8); draft detailed QC review findings notes re same (1.0); correspond with K&E team re same (.3).
10/06/20	Anna G. Rotman, P.C.	13.30	Attend preparation session with M. Owens re hearing testimony on rejection motion (3.3); follow-up preparation session with M. Owens re testimony (2.3); telephone conference with K&E team re hearing preparation on rejection motion (.6); telephone conference with J. Aycock re strategy for hearing on rejection motion (.3); review demonstratives, opening presentation, witness outline and exhibits for motion to reject hearing (3.5); revise same (3.3).
10/06/20	Josh Urban	0.50	Revise chart in presentation.
10/06/20	Allyson Smith Weinhouse	0.60	Correspond with A. Rotman re rejection effective dates (.2); respond to Broomfield inquiry (.2); review Broomfield declaration (.2).
10/06/20	Dustin Lyle Womack	5.70	Revise Grand Mesa proposed facts and law re covenants (1.9); correspond with K. Young re Grand Mesa proposed facts and law (.3); correspond with K. Young re newly disclosed Elevation witness (.3); review, revise Elevation proposed facts and law re covenants (3.2).
10/06/20	Kenneth A. Young	9.20	Draft and revise findings of fact and conclusions of law in adversary proceedings (3.1); coordinate discovery in adversary proceedings (.8); analyze discovery requests for responses and objections in adversary proceedings (1.1); telephone conferences with Delaware counsel re adversary proceedings (1.1); hearing preparation re motion to reject (3.1).
10/07/20	Jamie Alan Aycock	8.60	Prepare for and attend hearing re motion to reject (8.0); correspond with K&E team re same (.6).
10/07/20	Diana Clough Benton	0.10	Review rejection motion materials and recent docket activity.

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007743
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/07/20	Justin W. Clune	1.30	Review gathering agreements with Elevation re proposed amendment.
10/07/20	Christopher S.C. Heasley	2.00	Review and analyze Elevation documents (1.0); analyze high-level chart and issues list (.7); correspond with K&E team re same (.3).
10/07/20	Grant Jones	2.50	Research judicial notice (1.0); draft summary of research (.5); revise proposed facts and law drafts (1.0).
10/07/20	Angela Leonard	3.90	Update litigation case calendar for K&E team review (.3); manage and organize file materials into Document Management Systems (3.6).
10/07/20	Christopher Marcus, P.C.	1.40	Telephone conference with A. Rotman and T. Tyree re rejection hearing.
10/07/20	Alexander Rayner	0.80	Review correspondence with K&E team re document review.
10/07/20	Anna G. Rotman, P.C.	1.40	Telephone conference with T. Tyree, J. Seiguer and C. Marcus re Elevation.
10/07/20	Chad Michael Smith	1.80	Review Elevation gathering agreements and proposed amendments (1.6); correspond with K&E team re preparation of amendments (.2).
10/07/20	Dustin Lyle Womack	7.00	Research federal rule of civil procedure 1006 re spreadsheets (.7); draft analysis of rule 1006 research (.6); correspond with K. Young re Elevation proposed findings (.5); revise Elevation proposed findings (3.8); revise Grand Mesa proposed findings (.6); research incidents of control of personal property under Colorado law (.6); correspond with K. Young re rejection hearing (.2).
10/07/20	Kenneth A. Young	3.00	Draft and revise findings of fact and conclusions of law in adversary proceedings (1.2); research support for argument on motion to reject (1.8).
10/08/20	Bill Arnault	2.10	Review rejection filings.

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007743
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/08/20	Jamie Alan Aycock	3.80	Correspond with Delaware local counsel re filing of protective order (.4); correspond with K. Young and A. Rotman re plans for hearing on motion to reject (.8); review proposed findings of fact and conclusions of law (1.1); correspond with K. Young re same (.6); correspond with K&E team re plans for additional witnesses for hearing on motion to reject (.9).
10/08/20	Douglas E. Bacon, P.C.	4.00	Review Elevation documents (3.2); revise and prepare comment re chart and issues list (.6); correspond with K&E team re same (.2).
10/08/20	Justin W. Clune	2.30	Review gathering agreements with Elevation and compose proposed amendment summary chart.
10/08/20	Christopher S.C. Heasley	4.50	Review and analyze Elevation documents (2.5); analyze high-level chart and issues list (1.7); correspond with K&E team re same (.3).
10/08/20	Grant Jones	2.50	Review, revise proposed facts and law drafts (2.0); telephone conference with K. Young re finalizing drafts for filing (.5).
10/08/20	Library Factual Research	0.30	Research government document re bankruptcy reform act.
10/08/20	Anna G. Rotman, P.C.	4.50	Telephone conference with M. Owens re litigation strategy (.3); review materials re ARB conduct (.4); review findings of fact and conclusions of law (1.3); review supplemental briefing re motion to reject (1.2); review outlines for final witnesses (1.3).
10/08/20	Allyson Smith Weinhouse	1.00	Review, revise 9019 motion and motion to seal.
10/08/20	Dustin Lyle Womack	8.70	Revise Platte River proposed findings (1.9); correspond with K. Young re same (.4); correspond with K. Young re REP and RMM adversary proceedings (.5); revise Elevation proposed findings (.7); revise REP request for admission response (.1); draft REP request for production response (3.0); analyze REP rejection sur-reply (.4); analyze Platte River rejection sur-reply (.3); analyze Elevation sur-reply (.2); analyze Grand Mesa sur-reply (.2); analyze Elevation's proposed findings (.1); correspond with K. Young re sur-reply (.9).

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007743
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/08/20	Kenneth A. Young	9.50	Draft, revise findings of fact and conclusions of law in adversary proceedings (3.4); prepare findings of fact and conclusions of law for filing in adversary proceedings (2.1); telephone conference and correspond with Delaware co-counsel re findings of fact and conclusions of law in adversary proceedings (1.3); analyze supplemental briefing in support of objections to motions to reject midstream agreements (2.7).
10/09/20	Jamie Alan Aycock	1.30	Telephone conference with counsel to UCC re claims matters (.7); revise cross-examination of D. Haag (.6).
10/09/20	Angela Leonard	3.00	Compile hearing materials re rejection (.3); revise certification of counsel for order denying motion of Grand Mesa (.3); compile hearing exhibits, transcripts, supplemental briefing, findings of fact, conclusions of law and prepare same for attorney review (2.4).
10/09/20	Kevin Liang	0.70	Review, revise Blueprint 9019 and sealing motions (.5); correspond with K&E team re same (.2).
10/09/20	Christopher Marcus, P.C.	2.40	Telephone conference with M. Owens re Elevation (.3); review Midstream analysis (1.5); review Midstream research (.6).
10/09/20	Anna G. Rotman, P.C.	2.30	Review briefing re motion to reject (.9); telephone conference with UCC re midstream claims (1.0); telephone conference with K. Young and J. Aycock re strategy for ongoing rejection hearing (.4).
10/09/20	Dustin Lyle Womack	4.20	Draft response to REP requests for production (.4); revise response to REP requests for production (.7); draft response to REP interrogatories (.1); draft answer to Platte counterclaims (2.4); revise answer to Platte counterclaims (.1); research Copper Creek case (.1); correspond with K. Young re rejection sur-replies (.4).

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007743
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/09/20	Kenneth A. Young	8.00	Analyze findings of fact and conclusions of law filed by defendants in adversary proceedings (2.0); analyze supplemental briefing in support of objections to motions to reject midstream agreements (1.9); research support for hearing in rejection motion (1.7); prepare for hearing re rejection motion (.9); correspond with WTP re preparation for hearing on rejection motion (.9); telephone conference with advisors re contested matters (.6).
10/12/20	Bill Arnault	6.70	Review Platte River, Grand Mesa, DJ South and Elevation exhibits (3.1); revise cross-examinations (1.1); review hearing transcripts (2.5).
10/12/20	Jamie Alan Aycock	1.20	Telephone conference with PW re motions to reject (.4); review deposition transcripts, prepare for direct and cross-examinations at trial in support of motion to reject (.8).
10/12/20	Diana Clough Benton	0.60	Catalog third party interference with bankruptcy case.
10/12/20	Diana Clough Benton	0.30	Research Colorado law re non-compete agreements.
10/12/20	Stephanie Cohen	1.90	Review precedent and draft lift stay objection.
10/12/20	Grant Jones	3.00	Telephone conferences with K. Young re responses to arguments from Elevation re sections 363 and 365 (.5); research sections 363 and 365 of Bankruptcy Code (2.5).
10/12/20	Angela Leonard	3.50	Compile Elevation hearing materials re rejection (.6); manage and organize file materials into Document Management Systems re same (2.9).
10/12/20	Anna G. Rotman, P.C.	3.80	Review midstream contract rejection discovery (.4); correspond with K&E team re issues with ARB on contract rejection (.8); prepare for midstream contract hearing (2.6).
10/12/20	Allyson Smith Weinhouse	0.80	Telephone conference with K&E team and PW re litigation updates.
10/12/20	Dustin Lyle Womack	0.80	Correspond with K. Young re rejection sur-replies (.6); correspond with K. Young re RMM discovery requests (.2).

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007743
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/12/20	Kenneth A. Young	6.20	Analyze supplemental briefing in support of objections (1.2); analyze and revise pleadings in adversary proceedings (3.0); analyze discovery served in adversary proceedings (.7); prepare litigation strategy in contested matters (1.0); telephone conference with counsel for RSA party re status of restructuring and ongoing litigation (.3).
10/13/20	Jamie Alan Aycock	3.60	Analyze tank lease option agreement and correspond with K&E team re exercise of option (1.7); correspond with K&E team re proposed order denying Grand Mesa lift stay motion (.4); review deposition transcripts, prepare for direct and cross-examinations at trial in support of motion to reject (1.1); telephone conference with K&E team re discovery in RMM adversary and rejection proceeding (.4).
10/13/20	Diana Clough Benton	1.20	Research Colorado law re non-compete agreements.
10/13/20	Diana Clough Benton	1.30	Analyze breaches of contract by certain midstream parties.
10/13/20	Diana Clough Benton	4.60	Analyze third party interference with Company's adversary proceeding and remedies.
10/13/20	Diana Clough Benton	0.30	Correspond with A. Rotman and K&E team re remedies for outside interference with adversary proceeding.
10/13/20	Grant Jones	5.70	Draft REP rejection reply (3.0); research sections 363 and 365 (2.7).
10/13/20	Angela Leonard	0.90	Manage and organize file materials into Document Management Systems.
10/13/20	Christopher Marcus, P.C.	0.60	Analyze Midstream strategy.
10/13/20	Anna G. Rotman, P.C.	3.70	Telephone conference with K&E team re next steps in discovery for midstream counterparties (.7); telephone conference re weekly update (.5); analyze REP reply brief re ARB's complaint against Trails' End (.9); analyze ARB's conduct and potential next steps re research by D. Benton and correspond with K&E team re same (1.6).
10/13/20	Allyson Smith Weinhouse	0.20	Telephone conference with DCP re amendment.

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007743
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/13/20	Dustin Lyle Womack	3.30	Revise answer to Platte River and DJ counterclaims (1.0); correspond with K. Young re REP rejection brief (.3); analyze REP rejection brief (.4); draft REP rejection response (.9); correspond with K&E team re REP rejection response (.7).
10/13/20	Kenneth A. Young	8.50	Draft and revise pleadings in adversary proceedings for filing (3.1); research support for pleadings in adversary proceedings for filing (2.0); draft and revise briefing in contested matters re rejection (1.9); research support for briefing in contested matters re rejection (1.5).
10/14/20	Bill Arnault	6.10	Review orders and opinions re motions for summary judgment re Platte River, DJ South, Grand Mesa and Elevation (1.7); review additional production by Platte River and DJ South (.5); draft and revise 30(b)(6) deposition notice and second request for production of documents to Platte River and DJ South (1.1); correspond with A. Rotman re same (.6); prepare for potential deposition of Platte River and DJ South (2.2).
10/14/20	Jamie Alan Aycock	6.90	Telephone conference with K&E team re ARB conduct and municipalities (.7); analyze documents to add to exhibit list and correspond with K&E team re amending exhibit list (2.9); research orders and opinions granting motions for summary judgment (1.3); review deposition transcripts and prepare for direct and cross-examinations at trial in support of motion to reject (2.0).
10/14/20	Diana Clough Benton	2.30	Analyze remedies against interference by third parties with rejection proceeding (1.0); correspond with A. Rotman, K&E team re remedies and witness examinations (1.3).
10/14/20	Chris Burkhalter	2.10	Draft interrogatory responses to RMM discovery requests.
10/14/20	Grant Jones	5.80	Draft sections for rejection reply brief (3.5); research reply brief sections (2.3).
10/14/20	Angela Leonard	4.30	Draft updated list of exhibits, witnesses and prepare relevant exhibits for attorney review and submission (1.5); manage and organize file materials into Document Management Systems (2.8).

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007743
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/14/20	Christopher Marcus, P.C.	4.30	Review Midstream rejection decisions and correspond re same.
10/14/20	Diego Jorge Martinez-Krippner	6.50	Draft written discovery responses to RMM written discovery requests.
10/14/20	Orla Patricia O'Callaghan	0.40	Correspond with A. Rotman re supplementing UCC's document requests (.1); correspond with Sandline and A. Leonard re same (.1); correspond with K&E team, Moelis and Company re same (.2).
10/14/20	Alexander Rayner	3.30	Review RMM production documents and draft correspondence note for K. Young re same (.8); correspond with Sandline re RMM production documents (.2); review RMM document review protocol and RMM court filings re document requests (.5); review RMM production QC batches and draft notes for K&E team re findings and further instructions (1.0); correspond with K&E team and Sandline re same (.8).
10/14/20	Anna G. Rotman, P.C.	4.90	Telephone conference with Delaware counsel re Platte River new documents and strategy (.7); telephone conference with B. Arnault re Platte River strategy and review discovery re same (.6); telephone conference with Company and advisors re timeline and process (.7); revise midstream conduct and Tank Lease option (1.3); correspond with UCC counsel re discovery inquiry (.4); analyze results of successful motions for summary judgment on covenants running with the land disputes and next steps (.8); telephone conference with M. Owens re impact of MSJ rulings (.4).
10/14/20	Dustin Lyle Womack	8.70	Draft REP rejection reply (3.8); research real covenants as property interests (1.6); research lease interests (.1); correspond with K. Young re REP rejection reply (.6); revise REP rejection reply (.9); revise answer to Platte counterclaims (1.0); correspond with K. Young re Platte production (.2); analyze Platte production (.1); correspond with K. Young re adversary proceeding judgments (.1); analyze adversary proceeding judgments (.3).

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007743
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/14/20	Kenneth A. Young	7.00	Draft and revise briefing in contested matters re rejection (2.0); research support for briefing in contested matters re rejection (2.5); coordinate response to discovery requests in adversary proceedings (1.4); prepare for hearings re rejection motions (1.1).
10/15/20	Bill Arnault	9.40	Review documents produced by Platte River and DJ South (1.1); review CORA documents (.9); correspond with A. Rotman and Company re same (1.1); prepare cross-examinations for trial (2.9); prepare for second deposition of R. McGillis and draft deposition outline (2.4); identify key documents for deposition and witness binder (.8); telephone conferences with A. Leonard re exhibits (.2).
10/15/20	Jamie Alan Aycock	7.10	Correspond with K&E team re amended exhibit list (2.2); correspond with opposing counsel re order of witnesses and use of declarations at hearing (1.5); correspond with K&E team re disclosure of interested persons (1.2); review deposition transcripts and prepare for direct and cross-examinations at trial in support of motion to reject (2.2).
10/15/20	Diana Clough Benton	0.10	Monitor docket activity, ongoing discovery and pending motions.
10/15/20	Grant Jones	3.50	Revise reply brief sections (1.0); research reply brief sections (2.5).

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007743
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/15/20	Angela Leonard	11.40	Draft debtors' responses and objections to Rocky Mountain Midstream LLC's first requests for production for attorney review (.6); plan and prepare for upcoming deposition of R. McGillis and logistics re same for K&E team (.4); draft debtors' responses and objections to Rocky Mountain Midstream LLC's first set of interrogatories for attorney review (.5); update draft re debtors' second amended list of exhibits, witnesses for rejection hearings and prepare relevant exhibits for attorney review, submission and correspond with local counsel re same (3.8); manage and organize file materials into document management system (5.6); prepare cross-examination binder re R. McGillis for attorney review (.5).
10/15/20	Christopher Marcus, P.C.	0.70	Review Midstream opinions.
10/15/20	Diego Jorge Martinez-Krippner	5.50	Draft written discovery responses to RMM written discovery requests.
10/15/20	Alexander Rayner	0.50	Review court judgments re covenants running with the land (.4); review matter correspondence (.1).
10/15/20	Anna G. Rotman, P.C.	2.90	Telephone conference with Board re successful motions for summary judgement on midstream contracts (.5); review, analyze midstream appeals, timing and strategy (.6); review, analyze discovery for motion to reject hearing (.3); review and analyze strategy for ARB conduct (.3); correspond with K&E team re strategy for upcoming motion to reject hearing (1.2).
10/15/20	Dustin Lyle Womack	4.90	Draft REP rejection reply (3.9); analyze rejection sur-replies (.2); correspond with K. Young re REP rejection reply (.8).
10/15/20	Kenneth A. Young	8.60	Draft and revise briefing in contested matters re rejection (3.2); research support for briefing in contested matters re rejection (1.7); prepare for hearings in rejection motions (2.4); telephone conferences and correspond with local counsel re rejection hearings (1.3).

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007743
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/16/20	Bill Arnault	9.90	Prepare for deposition of R. McGillis (6.1); revise cross-examinations (2.1); review key documents (.8); correspond with K&E team re status (.7); telephone conference with local counsel re exhibits (.2).
10/16/20	Jamie Alan Aycock	6.10	Telephone conference with K&E team re trial plans (2.9); correspond with K&E team re additional exhibits to be sent to witnesses and opposing counsel (1.3); review draft hearing agenda (.5); review deposition transcripts and prepare for direct and cross-examinations at trial in support of motion to reject (1.4).
10/16/20	Diana Clough Benton	0.20	Monitor docket activity, ongoing motions and discovery actions.
10/16/20	Chris Burkhalter	2.00	Revise draft interrogatory responses for RMM discovery requests.
10/16/20	Angela Leonard	5.00	Telephone conference with K&E team re preparation and strategy for upcoming rejection hearing (.5); review, analyze R. McGillis deposition outline and compile cited documents for attorney review (.6); plan and prepare logistics re delivery of witness binders (.5); prepare witness binders re B. Terzic, J. Makholm, M. O'Loughlin, D. Robinson, R. McGillis, M. Owens and D. Haag (2.4); prepare updated hearing exhibits for submission to local counsel and opposing counsel (1.0).
10/16/20	Anna G. Rotman, P.C.	2.70	Prepare for hearing re motion to reject (.7); telephone conference with local counsel and K&E team re preparation for motion to reject hearing (.7); review and comment on cross-examination outlines for hearing (1.3).
10/16/20	Dustin Lyle Womack	0.60	Revise REP rejection reply.
10/16/20	Kenneth A. Young	3.80	Research support for briefing in contested matters (.7); coordinate discovery responses in adversary proceedings (.6); draft and revise responses to discovery requests in adversary proceedings (1.0); telephone conference and correspond with local counsel re rejection hearings (.2); prepare for rejection hearings (1.3).

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007743
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/17/20	Bill Arnault	5.20	Review documents produced by Platte River (2.5); revise deposition outline for Platte River 30(b)(6) witness (2.7).
10/18/20	Bill Arnault	4.60	Prepare for deposition and cross-examination of R. McGillis.
10/18/20	Jamie Alan Aycock	0.50	Review outline for deposition of Platte River representative and correspond with K&E team re same.
10/18/20	Angela Leonard	8.00	Update draft re debtors' objections and responses to Rocky Mountain Midstream LLC's requests for admission for attorney review (.5); update draft re debtors' third amended list of exhibits, witnesses for rejection hearings and prepare relevant exhibits (1.8); manage and organize file materials into Document Management Systems re same (4.0); review and analyze R. McGillis updated deposition outline and compile cited documents (1.7).
10/18/20	Anna G. Rotman, P.C.	0.40	Review, analyze strategy for rejection hearing (.2); review, analyze discovery re Platte River (.2).
10/18/20	Allyson Smith Weinhouse	0.80	Telephone conference with Company re midstream settlement.
10/19/20	Bill Arnault	7.20	Attend deposition of R. McGillis (4.7); prepare for same (2.5).
10/19/20	Bill Arnault	5.90	Prepare for cross-examinations of R. McGillis and D. Robinson.
10/19/20	Jamie Alan Aycock	6.10	Prepare for continued hearing re motion to reject and correspond with K&E team re same (2.2); correspond with J. Makholm re testimony on direct and cross-examination (1.7); correspond with K&E team re coordination for hearing re which witnesses will testify live and which by declaration (1.6); correspond with K&E team re McGillis deposition (.6).
10/19/20	Brooksany Barrowes	1.00	Review trial preparation materials for upcoming rejection hearing.

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007743
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/19/20	Grant Jones	4.30	Review and summarize REP discovery requests (1.3); draft list of requests not covered by previous production (1.8); review and summarize RMM of discovery requests (.7); telephone conference with K. Young re next steps (.5).
10/19/20	Angela Leonard	8.30	Prepare hearing exhibits for submission to local counsel and opposing counsel in advance of hearing (1.5); review, analyze and identify corresponding produced versions of relevant documents (1.0); draft third amended exhibit and witness list for attorney review (1.0); plan and prepare logistics re delivery of witness binders (.5); prepare supplemental witness binders re D. Haag, J. Makholm, R. McGillis, M. Owens and B. Terzic (2.9); manage and organize file materials into document management system (1.4).
10/19/20	Alexander Rayner	6.00	Review matter correspondence and matter pleadings received previously (1.4); review draft responses to RMM production requests, admission requests and interrogatories (1.7); prepare for second deposition with R McGillis (.8); telephone conference with B. Arnault re R. McGillis deposition preparation (.8); attend R. McGillis deposition (1.3).
10/19/20	Anna G. Rotman, P.C.	1.20	Prepare for continuation of midstream rejection hearing (.7); review cross-outlines and correspond re McGillis deposition (.5).
10/19/20	Dustin Lyle Womack	1.60	Revise RMM request for admission responses (1.1); correspond with K. Young re RMM requests for admission (.5).
10/19/20	Kenneth A. Young	6.40	Draft and revise discovery responses in adversary proceedings (3.3); prepare for rejection hearing (2.5); telephone conferences and correspond with local counsel re rejection hearing and contested matters (.6).
10/20/20	Brooksany Barrowes	1.20	Review, revise rejection motion.
10/20/20	Diana Clough Benton	0.20	Monitor docket activity, ongoing discovery and upcoming motions.
10/20/20	Grant Jones	3.50	Draft, revise responses and objections to RMM discovery requests.
10/20/20	Arthur Patrick Muszynski	0.40	Draft and review correspondence re midstream rejection hearing.

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007743
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/20/20	Dustin Lyle Womack	0.90	Analyze Platte and DJ findings re potential rejections (.6); correspond with K. Young re hearing (.3).
10/21/20	Jamie Alan Aycock	0.40	Telephone conference with UCC representatives re midstream negotiation next steps.
10/21/20	George W. Hicks Jr.	1.50	Correspond with K&E team re bankruptcy appeal (.5); review and analyze case documents re same (1.0).
10/21/20	Grant Jones	1.50	Review RMM discovery requests (1.0); create list of document requests not covered in previous productions (.5).
10/21/20	Christian Menefee	2.00	Correspond with K&E team re discovery and document production.
10/21/20	Anna G. Rotman, P.C.	2.50	Telephone conference with K&E team re midstream negotiations next steps (1.0); telephone conference with K&E team re upcoming hearing on midstream rejection and proposed exhibit (.4); prepare for closing presentation (1.1).
10/21/20	Dustin Lyle Womack	0.70	Correspond with K. Young re midstream rejection precedent (.3); correspond with K. Young re rejection arguments (.4).
10/21/20	Kenneth A. Young	6.00	Telephone conference with Company re contested matters (.5); draft and revise discovery responses in adversary proceedings (3.4); prepare for hearings in rejection motion (1.7); telephone conference and correspond with local counsel re contested matters (.4).
10/22/20	Jamie Alan Aycock	0.50	Correspond with K&E team re possible FERC filings.
10/22/20	Brooksany Barrowes	0.50	Review and answer questions re appeals filed re rejection motions.
10/22/20	George W. Hicks Jr.	3.00	Review and analyze case documents (2.0); correspond with K&E team re strategy for appeals (1.0).
10/22/20	Orla Patricia O'Callaghan	0.10	Review, analyze correspondence from A. Weinhouse and correspond with A. Rotman re next steps for UCC document review.
10/22/20	Anna G. Rotman, P.C.	2.00	Telephone conference with K&E team re proposed new evidence (.3); prepare for closing arguments re motions to reject (1.7).

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007743
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/22/20	Dustin Lyle Womack	4.00	Draft REP interrogatory response (1.6); correspond with K. Young re RMM interrogatory responses (.6); revise RMM interrogatory responses (1.8).
10/22/20	Kenneth A. Young	1.80	Telephone conferences with WTP re contested matters (.3); prepare for hearing re rejection motions (.8); coordinate discovery in adversary proceedings (.7).
10/23/20	Jamie Alan Aycock	2.00	Correspond with K&E team re evidentiary issues (.7); revise closing argument presentation re motion to reject hearing (1.3).
10/23/20	Angela Leonard	1.50	Manage and organize file materials into Document Management Systems.
10/23/20	Orla Patricia O'Callaghan	0.30	Correspond with A. Weinhouse re litigation status (.2); correspond with A. Rotman re same and next steps for document review (.1).
10/23/20	Anna G. Rotman, P.C.	1.00	Correspond with K. Young re Company closing arguments (.2); prepare for Company closing arguments re motions to reject (.8).
10/23/20	Dustin Lyle Womack	0.20	Analyze closing argument presentation re covenants running with the land.
10/23/20	Kenneth A. Young	1.90	Prepare for hearing re rejection motion (1.1); telephone conferences with local counsel re contested matters (.2); coordinate discovery re contested matters and adversary proceedings (.6).
10/25/20	Jamie Alan Aycock	0.50	Review comments and additions to adversary complaint, motion for temporary restraining order from K&E team and correspond with K&E team re same.
10/25/20	Angela Leonard	4.10	Manage and organize file materials into Document Management Systems.
10/25/20	Christopher Marcus, P.C.	0.50	Telephone conference with management re Midstream considerations.
10/25/20	Anna G. Rotman, P.C.	2.40	Telephone conference with K&E team re midstream negotiations (1.0); correspond with T. Tyree re midstream process (.4); review and comment on closing presentation for midstream contract rejection motions (1.0).

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007743
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/26/20	Bill Arnault	10.30	Review, comment on declarations of B. Terzic and M. O'Loughlin (2.1); telephone conference with K&E team re rejection trial (.6); review prior transcripts and documents for rejection trial (2.8); review, revise closing argument presentation (4.8).
10/26/20	Jamie Alan Aycock	8.10	Telephone conference with UCC re midstream contracts (.8); telephone conference with K&E team re preparation for continued hearing on rejection (1.2); prepare for cross-examination of opposing witnesses (1.3); review declaration of B. Terzic and draft cross-examination of same (1.8); review and comment on objection to Richmark lift stay motion (1.2); revise presentation for closing argument and correspond re same (1.8).
10/26/20	Diana Clough Benton	5.00	Prepare presentation re closing argument for rejection motion.
10/26/20	Chris Burkhalter	4.90	Revise closing argument presentation.
10/26/20	Ross Fiedler	2.60	Telephone conference with UCC and K&E team re midstream counterparty issues (.5); research settlement issues (1.3); correspond with K&E team re same (.3); draft summary re same (.5).
10/26/20	George W. Hicks Jr.	1.00	Review research re FERC appellate standing (.7); correspond with J. Aycock re same (.3).
10/26/20	Angela Leonard	3.50	Manage and organize file materials into Document Management Systems.
10/26/20	Diego Jorge Martinez-Krippner	3.90	Prepare presentation for closing argument and research same.
10/26/20	Rebekah Sills McEntire	3.00	Draft cross-examination outline re Terzic in preparation for rejection hearing (2.6); telephone conference with J. Aycock re same (.4).
10/26/20	Christian Menefee	2.00	Telephone conferences with K&E team re preparation for motion to reject hearing.

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007743
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/26/20	Alexander Rayner	5.80	Review draft closing presentation (1.4); review hearing and deposition transcripts re same for testimonies, evidence and reference relevant testimony identified in same (2.1); correspond with D. Martinez and C. Burkhalter re business judgment issues (.5); review case law re same (1.2); correspond with J. Aycock re comments on draft closing presentation (.6).
10/26/20	Anna G. Rotman, P.C.	4.10	Prepare for rejection hearing and deposition for RMM (.3); telephone conference with K&E team re midstream settlement negotiations (.7); review and comment on closing presentation (1.2); telephone conference with K&E team re hearing state of play for midstream rejection hearing (.6); telephone conference with UCC re midstream contracts (.6); prepare strategy for midstream dispute (.7).
10/26/20	Allyson Smith Weinhouse	0.80	Telephone conference with K&E team re midstream agreements.
10/26/20	Dustin Lyle Womack	0.30	Revise RMM interrogatory response (.1); draft motion for summary judgment on Platte counterclaims (.2).
10/26/20	Kenneth A. Young	2.70	Telephone conference with UCC re midstream contracts (.4); prepare for hearing re rejection motions (2.3).
10/27/20	Bill Arnault	1.40	Review and revise closing argument presentation.
10/27/20	Bill Arnault	2.60	Review and revise closing argument presentation (1.7); review transcripts re PRM testimony (.9).
10/27/20	Jamie Alan Aycock	3.20	Prepare for closing arguments re rejection motion and correspond re same (2.8); correspond and telephone conference with K&E team, Brownstein re Board of County Commissioners of Boulder motion to lift stay (.4).
10/27/20	Brooksany Barrowes	0.50	Review documents re midstream litigation.
10/27/20	Diana Clough Benton	2.40	Revise closing argument presentation.
10/27/20	Justin W. Clune	1.20	Review correspondence re Elevation contract renegotiation (.8); correspond with K&E team re same (.4).

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007743
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/27/20	Angela Leonard	3.00	Correspond with Legal People and Sandline re setup of managed document review re UCC discovery request (.5); correspond with Sandline re processing recent document collections (.3); manage and organize file materials into Document Management Systems (2.2).
10/27/20	Melissa Mertz	0.20	Correspond with A. Weinhouse and K&E team re rejection hearing.
10/27/20	Orla Patricia O'Callaghan	1.60	Correspond with A. Rotman re UCC discovery and next steps (.1); correspond with K&E team, Moelis and Company re pulling correspondence (.3); correspond with A. Leonard re organizing contract attorney review team (.1); telephone conference with K. Pasquale re scope of discovery (.1); telephone conference with A. Rotman and A. Weinhouse re same (.2); telephonically attend chambers conference (.6); compile and circulate UCC's discovery requests and deposition notice to C. Hopkins (.1); correspond with A. Rotman re case strategy (.1).
10/27/20	Alexander Rayner	2.10	Review comments to draft presentations (1.4); correspond with K&E team re same (.5); correspond with A. Leonard re October 28, 2020 hearing (.2).
10/27/20	Anna G. Rotman, P.C.	3.90	Review, revise closing argument and presentation (1.8); review hearing transcripts to prepare for closing argument (1.0); review, analyze JIB dispute (.2); review, analyze royalty adversary proceeding (.3); review, analyze settlement proposals and related strategy (.3); review, analyze Black Diamond strategy (.3).
10/27/20	Dustin Lyle Womack	1.80	Draft counterclaim motion for summary judgment (1.2); research standard of review (.1); research consequences of bankruptcy rejection (.5).
10/27/20	Kenneth A. Young	0.50	Coordinate discovery in adversary proceedings.
10/28/20	Bill Arnault	2.10	Review documents re settlement, deposition transcripts and trial testimony.

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007743
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/28/20	Nicholas Benham	1.40	Review and analyze backstop commitment agreement and discovery guidelines re same (.7); telephone conference with O. O'Callaghan re same (.6); configure and access Relativity workspace (.1).
10/28/20	Justin W. Clune	3.60	Prepare for and telephone conference with E. Christ (.5); review correspondence re Elevation contract renegotiations (2.0); correspond with K&E team re same (1.1).
10/28/20	Christopher S.C. Heasley	1.00	Telephone conferences with K&E team re Elevation documents.
10/28/20	Angela Leonard	3.50	Telephone conference with Sandline, Legal People and K&E team re UCC discovery document review (.5); manage and organize file materials into Document Management Systems (3.0).
10/28/20	Orla Patricia O'Callaghan	3.70	Correspond with M. Singh re creating priority batches re document review (.1); prepare for and telephone conference with contract attorneys re document review (1.1); correspond with K&E team to finalize correspondence pull (.1); correspond with M. Singh re creating custom quality control batches (.1); telephone conference and correspond with N. Benham re document review and quality control process (.7); review documents flagged by contract attorneys and answer questions re same (1.3); telephone conferences with T. Roberts re document pull from Moelis (.2); correspond with A. Rotman re T. Roberts' questions (.1).
10/28/20	Anna G. Rotman, P.C.	1.00	Review, analyze motion to enforce automatic stay against ARB (.3); review, analyze backstop commitment discovery (.7).
10/28/20	Chad Michael Smith	1.00	Review Elevation commercial terms (.5); telephone conference with Company re same (.5).
10/28/20	Dustin Lyle Womack	0.80	Draft counterclaim motion for summary judgment (.4); correspond with K. Young re hearing outcome (.4).
10/28/20	Kenneth A. Young	1.30	Prepare and revise rebuttal presentation for oral argument (.9); coordinate discovery in adversary proceedings (.4).

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007743
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/29/20	Jamie Alan Aycock	1.60	Telephone conferences with party re status of rejection hearing and next steps (1.2); telephone conference with K&E team re case matters (.4).
10/29/20	Nicholas Benham	3.80	Review and analyze correspondence with discovery vendor re quality control searches (.1); correspond with O. O'Callaghan re same and assignment scope (.3); quality control review of prioritized discovery document batches (3.4).
10/29/20	Chris Burkhalter	2.70	Review documents for relevance re upcoming deposition of M. Owens.
10/29/20	Justin W. Clune	3.30	Draft amended and restated crude agreement for Elevation contract renegotiation.
10/29/20	Angela Leonard	2.00	Manage and organize file materials into Document Management Systems.
10/29/20	Rebecca J. Marston	5.30	Research Leazer complaint.
10/29/20	Caleb Martin	2.50	Review gathering agreements re contract renegotiation (2.1); correspond with J. Clune re deal status and drafting (.4).
10/29/20	Melissa Mertz	4.90	Research underpayment of royalties issues (4.7); correspond with R. Marston re same (.2).
10/29/20	Orla Patricia O'Callaghan	0.80	Correspond with M. Singh re quality control document review, searches and expected timing for additional documents (.2); telephone conference with T. Roberts re correspondence pull from Moelis (.1); correspond with N. Benham re document review questions (.3); review, answer contract attorneys' document review questions (.2).
10/29/20	Anna G. Rotman, P.C.	1.70	Telephone conference with K&E team re impact of ETC decision on appeal of midstream contract decisions (.3); telephone conference re strategy (.4); review, analyze RMM discovery for motion to rejection (.5); telephone conference re midstream contingency planning (.5).
10/29/20	Chad Michael Smith	1.20	Review Elevation agreement to be amended per commercial terms.

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007743
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/29/20	Kenneth A. Young	2.70	Telephone conferences with local counsel re contested matters (.4); coordinate discovery in adversary proceedings (.8); review, strategize potential contested matters (.9); review and strategize dispositive motions in adversary proceedings (.6).
10/30/20	Jamie Alan Aycock	6.40	Telephone conference with K&E team re midstream next steps, contingency plans, nominations, potential temporary restraining order and temporary injunction litigation (1.1); correspond with K&E team re post-rejection issues (1.3); review letter from Boulder, revise response letter and correspond with K&E team re same (3.4); correspond with G. Hicks re appellate strategy re FERC (.6).
10/30/20	Brooksany Barrowes	1.50	Review, analyze questions re contingency planning and rejection implications.
10/30/20	Nicholas Benham	7.80	Correspond with O. O'Callaghan re assignment scope and privilege (.4); review and analyze batched discovery documents for privilege, responsiveness and confidentiality issues (4.0); revise first-pass designation from contract attorneys re batched discovery documents (3.4).
10/30/20	Chris Burkhalter	8.30	Analyze hot and key documents re RMM deposition of M. Owens.
10/30/20	John Christian	6.20	Review and analyze Company production for documents to use in deposition preparation with M. Owens.
10/30/20	Justin W. Clune	5.50	Draft amended and restated crude agreement for Elevation contract renegotiation.
10/30/20	Robert S. Fleishman	1.00	Telephone conferences and correspond with B. Barrowes re possible FERC complaint (.3); review, analyze materials re same (.7).
10/30/20	Angela Leonard	3.50	Compile hearing exhibits, hearing transcripts, omnibus reply exhibits and related documents for attorney review (.6); update draft re defendants' answer to Leazer's complaint for attorney review (.5); manage and organize file materials into Document Management Systems (2.4).

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007743
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/30/20	Christopher Marcus, P.C.	1.10	Telephone conference with K&E team re Elevation settlement (.5); telephone conference with K&E team re Elevation (.6).
10/30/20	Caleb Martin	1.00	Correspond with M. Gibson re gathering agreements drafting plan (.2); review agreements for drafting purposes (.8).
10/30/20	Melissa Mertz	0.10	Correspond with A. Weinhouse re underpayment of royalties adversary proceeding.
10/30/20	Orla Patricia O'Callaghan	2.80	Document review of Moelis documents.
10/30/20	Orla Patricia O'Callaghan	3.60	Telephone conferences and correspond with A. Rotman re UCC discovery issues (.6); correspond with T. Roberts re upload of Moelis documents timing (.2); correspond with M. Singh re uploading same to Relativity and batch for review (.3); correspond with Company re Board materials and correspond with M. Singh to upload same to Relativity and batch for review (.4); review, answer N. Benham's questions re document review (.6); correspond with A. Rotman and B. Latif re upcoming deposition and preparation for same (.4); correspond with M. Singh to create additional QC searches (.4); draft, revise response to K. Pasquale and circulate same to A. Rotman, K. Pasquale (.4); review document flagged by K. Pasquale and respond to K. Pasquale re same (.3).
10/30/20	Anna G. Rotman, P.C.	3.70	Telephone conference with management team re settlement strategy (.6); correspond with C. Marcus and local counsel re same (.4); correspond with management team re settlement strategy (1.1); review, analyze issues re backstop discovery with O. O'Callaghan (.7); review, analyze Bison Oil & Gas claim based on option in PSA (.3); review RMM documents re business judgment (.6).
10/30/20	Allyson Smith Weinhouse	1.90	Telephone conference with A. Rotman, A&M and Company re Elevation correspondence and rejection (.6); telephone conference with A. Rotman, C. Marcus and WTP re same (.4); telephone conference with Company re same (.9).

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007743
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/30/20	Kenneth A. Young	1.10	Telephone conference with Company re contested matters and adversary proceedings (.5); correspond with counterparties re discovery in adversary proceedings (.6).
10/31/20	Nicholas Benham	9.80	Review and analyze batched discovery documents for privilege, confidentiality and responsiveness issues (4.0); revise first-pass designation from contract attorneys re batched discovery documents (4.0); research attorney client privilege and work product re batched discovery documents (.9); correspond with O. O'Callaghan re same and project status (.9).
10/31/20	Justin W. Clune	8.30	Draft amended and restated crude agreement for Elevation contract renegotiations.
10/31/20	Robert S. Fleishman	0.20	Telephone conference with B. Barrowes re possible FERC complaint.
10/31/20	Matt Gibson	6.50	Review, revise amended and restated crude oil gathering and stabilization agreement.
10/31/20	Christopher Marcus, P.C.	1.00	Telephone conference with K&E team re Elevation (.6); telephone conference with Company re same (.4).
10/31/20	Caleb Martin	4.70	Draft and revise crude gathering agreement.
10/31/20	Orla Patricia O'Callaghan	3.10	Document review of Moelis documents (.6); correspond with A. Rotman re same (.1); correspond with T. Roberts re same (.1); review, answer N. Benham's questions re document review (.9); correspond with M. Singh re logistics of quality control for production of documents (.2); revise redactions of document for production (.1); document review of Board materials (1.1).
10/31/20	Anna G. Rotman, P.C.	0.40	Prepare for discovery re disclosure statement hearing.
Total		862.20	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

January 25, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007744

Client Matter: 18803-26

In the Matter of Automatic Stay Matters

For legal services rendered through October 31, 2020
(see attached Description of Legal Services for detail)

\$ 94,580.00

Total legal services rendered

\$ 94,580.00

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Automatic Stay Matters

Invoice Number: 1250007744
 Matter Number: 18803-26

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	6.30	845.00	5,323.50
Bill Arnault	12.20	1,165.00	14,213.00
Jamie Alan Aycock	21.40	1,145.00	24,503.00
Brooksany Barrowes	3.50	1,345.00	4,707.50
Stephanie Cohen	11.70	845.00	9,886.50
Andrew C. Lawrence	4.30	1,025.00	4,407.50
Angela Leonard	5.60	375.00	2,100.00
Rebekah Sills McEntire	4.50	1,025.00	4,612.50
Arthur Patrick Muszynski	0.20	740.00	148.00
Anna G. Rotman, P.C.	2.30	1,425.00	3,277.50
Josh Urban	1.20	390.00	468.00
Allyson Smith Weinhouse	0.50	1,035.00	517.50
Dustin Lyle Womack	22.50	725.00	16,312.50
Lydia Yale	0.10	275.00	27.50
Kenneth A. Young	3.90	1,045.00	4,075.50
TOTALS	100.20		\$ 94,580.00

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Automatic Stay Matters

Invoice Number: 1250007744
 Matter Number: 18803-26

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/01/20	Jamie Alan Aycock	5.60	Correspond with K&E team re automatic stay hearing (1.1); review and revise draft examinations, opening statement and closing statement re same (4.5).
10/01/20	Brooksany Barrowes	3.00	Prepare for lift stay motion hearing (1.7); review and revise documents re lift stay hearing (1.3).
10/01/20	Rebekah Sills McEntire	4.00	Prepare for lift automatic stay motion hearing.
10/01/20	Anna G. Rotman, P.C.	0.70	Strategize for upcoming court hearing re motion to lift stay.
10/01/20	Josh Urban	1.20	Draft lift stay presentation.
10/02/20	Arthur Patrick Muszynski	0.20	Draft and review correspondence re lift stay hearing.
10/04/20	Rebekah Sills McEntire	0.50	Draft board presentation re motion to lift stay summary.
10/08/20	Jamie Alan Aycock	3.40	Correspond with K&E team re Richmark motion to lift stay and review same.
10/09/20	Jamie Alan Aycock	2.50	Prepare proposed certification and order on lift stay motion.
10/11/20	Jamie Alan Aycock	0.40	Correspond with K&E team re proposed certification and order on lift stay motion.
10/13/20	Brooksany Barrowes	0.50	Review lift stay order and rejection hearing questions in preparation for upcoming hearing.
10/13/20	Stephanie Cohen	0.90	Prepare for and telephone conference with Company re automatic stay reply (.5); review pleadings re same (.4).
10/15/20	Stephanie Cohen	2.20	Review pleadings and draft Richmark lift stay objection.
10/16/20	Nicholas Adzima	3.10	Research counterparty automatic stay considerations (2.3); draft summary re same (.8).
10/16/20	Jamie Alan Aycock	0.80	Correspond with A. Weinhouse re Richmark lift stay motion.
10/16/20	Stephanie Cohen	3.10	Review state court pleadings and revise Richmark lift stay objection.
10/17/20	Nicholas Adzima	1.50	Draft summary re counterparty automatic stay considerations (1.1); correspond with Company and K&E team re same (.4).

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Automatic Stay Matters

Invoice Number: 1250007744
 Matter Number: 18803-26

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/19/20	Stephanie Cohen	0.70	Revise Richmark lift stay objection.
10/21/20	Jamie Alan Aycock	1.40	Correspond with G. Hicks re appeal of order denying Grand Mesa lift stay motion (.9); correspond with K&E team re Richmark lift stay motion (.5).
10/21/20	Stephanie Cohen	1.10	Review, revise Richmark lift stay objection.
10/21/20	Angela Leonard	5.00	Compile materials re Grand Mesa motion to lift stay and briefing for attorney review in preparation for drafting response to appeal (.5); manage and organize file materials into Document Management Systems (4.5).
10/22/20	Andrew C. Lawrence	4.30	Research FERC automatic stay appeal re appellate standing (3.5); correspond with G. Hicks and J. Aycock re same (.8).
10/23/20	Jamie Alan Aycock	1.60	Review, comment on brief in opposition to Richmark lift stay motion.
10/23/20	Stephanie Cohen	0.30	Correspond with Company, local counsel and K&E team re lift stay objection.
10/26/20	Nicholas Adzima	0.70	Telephone conference with opposing counsel re automatic stay (.4); draft summary re same (.3).
10/26/20	Stephanie Cohen	1.00	Revise and prepare Richmark lift stay objection for filing.
10/27/20	Nicholas Adzima	1.00	Coordinate with K&E team re automatic stay matters (.4); telephone conferences with E. Christ re same (.2); review, analyze materials re same (.4).
10/28/20	Bill Arnault	3.30	Draft notes re motion to enforce automatic stay and correspond with A. Rotman, J. Aycock and D. Womack re same.
10/28/20	Jamie Alan Aycock	0.70	Review Boulder lift stay motion and correspond with K&E team re same.
10/28/20	Stephanie Cohen	1.40	Review lift stay objection and draft hearing talking points re same.
10/28/20	Angela Leonard	0.60	Update draft re debtors' objection to Board of County Commissioners for Boulder County's emergency motion re relief from automatic stay for attorney review.
10/28/20	Allyson Smith Weinhouse	0.50	Correspond with N. Adzima re lift stay matter (.2); review correspondence re same (.3).

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Automatic Stay Matters

Invoice Number: 1250007744
 Matter Number: 18803-26

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/28/20	Dustin Lyle Womack	2.30	Research motion to enforce automatic stay (.6); draft motion to enforce automatic stay (1.7).
10/28/20	Lydia Yale	0.10	Prepare calendar invite for November 6, 2020 hearing re lift stay matters.
10/29/20	Bill Arnault	1.50	Review transcripts for issues re motion to enforce automatic stay against Platte River and ARB.
10/29/20	Jamie Alan Aycock	5.00	Correspond with J. Christian re objection to Boulder lift stay motion and review related materials.
10/29/20	Anna G. Rotman, P.C.	1.60	Review, analyze strategy for ARB motion to enforce automatic stay.
10/29/20	Dustin Lyle Womack	10.90	Correspond with B. Arnault re motion to enforce stay (.1); research motions to enforce stay (1.0); research exertion of control over estate property standard (.4); research court enforcement powers (.4); review transcripts re factual support for motion (.6); draft motion to enforce stay (8.1); correspond with K. Young re motion to enforce stay (.3).
10/30/20	Bill Arnault	4.70	Review, revise motion to enforce automatic stay against ARB and PRM.
10/30/20	Stephanie Cohen	1.00	Revise talking points re lift stay objection hearing re lift stay reply.
10/30/20	Dustin Lyle Womack	7.90	Draft motion to enforce automatic stay (.3); correspond with K&E team re motion (.4); review factual record for motion to stay support (1.5); research control of estate property (.5); revise motion to enforce automatic stay (3.6); draft motion to shorten re automatic stay motion (.5); revise motion to shorten (.1); draft attorney fee affidavit (.5); correspond with K. Young re motion to lift stay (.3); compile motion to shorten exhibits (.2).
10/30/20	Kenneth A. Young	3.90	Analyze and revise motion to enforce automatic stay (2.8); research support for motion to enforce automatic stay (1.1).
10/31/20	Bill Arnault	2.70	Review and revise motion to enforce automatic stay.

Legal Services for the Period Ending October 31, 2020
Extraction Oil & Gas, Inc.
Automatic Stay Matters

Invoice Number: 1250007744
Matter Number: 18803-26

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/31/20	Dustin Lyle Womack	1.40	Revise motion to enforce stay.
Total		100.20	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

January 25, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007745
Client Matter: 18803-27

In the Matter of Business Operations

For legal services rendered through October 31, 2020
(see attached Description of Legal Services for detail)

\$ 6,181.50

Total legal services rendered

\$ 6,181.50

Legal Services for the Period Ending October 31, 2020
Extraction Oil & Gas, Inc.
Business Operations

Invoice Number: 1250007745
Matter Number: 18803-27

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christopher Fox	1.50	1,085.00	1,627.50
Allyson Smith Weinhouse	4.40	1,035.00	4,554.00
TOTALS	5.90		\$ 6,181.50

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Business Operations

Invoice Number: 1250007745
 Matter Number: 18803-27

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/05/20	Allyson Smith Weinhouse	0.50	Review, comment on escheatment notice letter (.3); correspond with N. Adzima re same (.2).
10/07/20	Allyson Smith Weinhouse	0.20	Review Commerce and Aurora restructuring fact sheet.
10/08/20	Allyson Smith Weinhouse	0.60	Telephone conference with A&M re JIBs (.4); correspond with K&E team re same (.2).
10/13/20	Allyson Smith Weinhouse	0.20	Correspond with K&E team re Broomfield invoice.
10/18/20	Allyson Smith Weinhouse	0.70	Telephone conference with K&E team re COGCC setback analysis.
10/26/20	Allyson Smith Weinhouse	1.00	Telephone conference with METI's counsel re stipulation (.3); review, comment on stipulation re same (.5); correspond with Company re same (.2).
10/28/20	Christopher Fox	1.50	Draft risk factor re new Colorado setback rules.
10/28/20	Allyson Smith Weinhouse	0.90	Correspond with M. Foschi re METI stipulation (.1); review, comment on same (.5); correspond with A&M, K&E team and Company re JIB payments (.3).
10/30/20	Allyson Smith Weinhouse	0.30	Review, comment on METI stipulation (.2); correspond with Company re same (.1).
Total		5.90	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

January 25, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007746
Client Matter: 18803-28

In the Matter of Case Administration

For legal services rendered through October 31, 2020
(see attached Description of Legal Services for detail)

\$ 51,662.00

Total legal services rendered

\$ 51,662.00

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Case Administration

Invoice Number: 1250007746
 Matter Number: 18803-28

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	5.20	845.00	4,394.00
Douglas E. Bacon, P.C.	2.50	1,495.00	3,737.50
Simon Briefel	3.20	845.00	2,704.00
Stephanie Cohen	2.10	845.00	1,774.50
Ross Fiedler	1.50	845.00	1,267.50
Maggie Hoffman	1.50	845.00	1,267.50
Daniel J. Kirksey	0.90	845.00	760.50
Angela Leonard	6.00	375.00	2,250.00
Kevin Liang	8.20	740.00	6,068.00
Andrew L. Lombardo	0.70	965.00	675.50
Courtney Loyack	5.10	785.00	4,003.50
Christopher Marcus, P.C.	2.10	1,635.00	3,433.50
Rebecca J. Marston	1.70	610.00	1,037.00
Melissa Mertz	5.10	610.00	3,111.00
Arthur Patrick Muszynski	3.40	740.00	2,516.00
Orla Patricia O'Callaghan	0.60	835.00	501.00
Jeffrey S. Quinn	0.40	1,375.00	550.00
Evan Swager	2.80	740.00	2,072.00
Joe Tobias	0.40	1,165.00	466.00
Enoch Varner	2.10	1,195.00	2,509.50
Allyson Smith Weinhouse	3.10	1,035.00	3,208.50
Lydia Yale	12.20	275.00	3,355.00
TOTALS	70.80		\$ 51,662.00

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Case Administration

Invoice Number: 1250007746
 Matter Number: 18803-28

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/01/20	Nicholas Adzima	0.70	Telephone conferences with working group re strategy and next steps.
10/01/20	Simon Briefel	0.40	Telephone conferences with K&E team, Company re status and next steps.
10/01/20	Stephanie Cohen	0.40	Telephone conference with working group re next steps.
10/01/20	Ross Fiedler	0.50	Telephone conference with K&E team, Company and advisors re case status, next steps.
10/01/20	Daniel J. Kirksey	0.50	Prepare for and telephone conference with working group re next steps.
10/01/20	Kevin Liang	1.10	Review and revise work in process, key dates charts and correspond with K&E team re same (.7); telephone conference with K&E team, Company and advisors re status (.4).
10/01/20	Christopher Marcus, P.C.	1.00	Telephone conferences with working group re next steps and strategy.
10/01/20	Arthur Patrick Muszynski	0.70	Telephone conference with working group re next steps (.4); draft and review correspondence and documentation re same (.3).
10/01/20	Evan Swager	0.40	Telephone conference with K&E team, advisors and Company re work in process.
10/01/20	Joe Tobias	0.40	Telephone conference with K&E team, Company and advisors re case status, next steps.
10/01/20	Enoch Varner	0.60	Prepare for and telephone conference re case status.
10/01/20	Allyson Smith Weinhouse	0.70	Correspond with WTP re correspondence to chambers (.3); prepare for and telephone conference with working group re next steps (.4).
10/01/20	Lydia Yale	0.70	Correspond with CourtCall re setting up live line into October 1, 2020 hearing (.2); open conference line and confirm commencement of same (.3); research precedent contract rejection stipulation order (.2).
10/02/20	Kevin Liang	0.50	Review, revise work in process and key dates chart (.3); correspond with K&E team and WTP re same (.2).

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Case Administration

Invoice Number: 1250007746
 Matter Number: 18803-28

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/02/20	Lydia Yale	0.50	Open listen only conference line for October 2, 2020 hearing and confirm commencement of same (.3); correspond with CourtCall re setting up live lines for same (.2).
10/05/20	Angela Leonard	0.60	Manage and organize file materials into Document Management Systems.
10/05/20	Lydia Yale	1.50	Prepare calendar invite for listen only conference line into October 7, 2020 hearing (.4); correspond with CourtCall re setup of live lines for same (.7); prepare calendar invites for live lines in same (.4).
10/06/20	Nicholas Adzima	0.70	Prepare for and telephone conferences with working group re strategy, next steps.
10/06/20	Stephanie Cohen	0.30	Telephone conference with K&E team, Company and working group re case status.
10/06/20	Maggie Hoffman	0.50	Telephone conference with K&E team, Company and advisors re work in process.
10/06/20	Daniel J. Kirksey	0.40	Prepare for and telephone conference with working group re status.
10/06/20	Kevin Liang	0.50	Review, revise work in process and key dates chart (.1); telephone conference with K&E team, advisors and Company (.4).
10/06/20	Andrew L. Lombardo	0.40	Telephone conference with K&E team, advisors and Company re case updates.
10/06/20	Courtney Loyack	0.50	Prepare for and telephone conference with working group re status.
10/06/20	Christopher Marcus, P.C.	0.50	Telephone conference with working group re work in process.
10/06/20	Arthur Patrick Muszynski	0.60	Telephone conference with working group re work in process (.4); draft and review correspondence re same (.2).
10/06/20	Evan Swager	0.40	Telephone conference with K&E team, Company and advisors re work in process.
10/06/20	Allyson Smith Weinhouse	0.80	Prepare for and telephone conference with working group re work in process.
10/06/20	Lydia Yale	0.50	Correspond with CourtCall to prepare listen only appearance for October 6, 2020 hearing (.3); open conference line and confirm commencement of same (.2).
10/07/20	Simon Briefel	0.30	Telephone conference with K&E team, PW re status and next steps.

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Case Administration

Invoice Number: 1250007746
 Matter Number: 18803-28

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/07/20	Ross Fiedler	0.50	Telephone conference with PW, K&E team re case status and open issues.
10/07/20	Kevin Liang	0.30	Telephone conference with K&E team and PW re status.
10/08/20	Nicholas Adzima	0.60	Telephone conferences with working group re strategy and next steps.
10/08/20	Stephanie Cohen	0.50	Telephone conference with K&E team re work in process (.3); telephone conference with working group re status (.2).
10/08/20	Maggie Hoffman	0.70	Telephone conference with K&E team, Company and advisors re work in process.
10/08/20	Angela Leonard	1.30	Manage and organize file materials into Document Management Systems.
10/08/20	Kevin Liang	0.70	Review, revise work in process and key dates chart (.2); telephone conference with K&E team re work in process (.2); telephone conference with K&E team, advisors and Company (.3).
10/08/20	Andrew L. Lombardo	0.30	Telephone conference with K&E team re work in process and case updates.
10/08/20	Courtney Loyack	0.50	Prepare for and telephone conference with working group re work in process.
10/08/20	Arthur Patrick Muszynski	1.00	Telephone conference with K&E team, Company and advisors re work in process (.7); draft and review correspondence re same (.3).
10/08/20	Enoch Varner	1.00	Telephone conference with working group re work in process (.5); telephone conference with working group re status (.5).
10/08/20	Allyson Smith Weinhouse	0.70	Prepare for and telephone conference with working group re work in process.
10/08/20	Allyson Smith Weinhouse	0.50	Telephone conference with K&E team re work in process.
10/08/20	Lydia Yale	0.20	Telephone conference re work in process.
10/09/20	Lydia Yale	0.80	Research deadlines for supplemental declarations.
10/10/20	Angela Leonard	3.30	Manage and organize file materials into Document Management Systems.
10/10/20	Courtney Loyack	3.10	Review and revise disclosure statement.
10/12/20	Christopher Marcus, P.C.	0.60	Telephone conference with working group re work in process.

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Case Administration

Invoice Number: 1250007746
 Matter Number: 18803-28

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/12/20	Allyson Smith Weinhouse	0.40	Correspond with A&M and K&E team re go-forward estimates.
10/13/20	Lydia Yale	0.20	Prepare docket report and distribute same.
10/14/20	Kevin Liang	0.20	Review, revise work in process and key dates chart.
10/14/20	Lydia Yale	0.70	Review court docket to compile list of all hearings throughout case.
10/14/20	Lydia Yale	0.50	Prepare docket report and distribute same.
10/15/20	Kevin Liang	0.10	Correspond with K&E team re work in process and status.
10/15/20	Lydia Yale	0.20	Prepare calendar invite for October 20, 2020 hearing.
10/16/20	Stephanie Cohen	0.10	Telephone conference with K&E team re work in process.
10/16/20	Kevin Liang	0.10	Telephone conference with K&E team re status.
10/16/20	Jeffrey S. Quinn	0.20	Review docket updates.
10/16/20	Lydia Yale	0.30	Prepare docket report and distribute same.
10/16/20	Lydia Yale	0.80	Prepare calendar invites for October 20, 2020 hearing (.5); correspond with CourtCall to set up appearance for same (.3).
10/19/20	Kevin Liang	0.20	Revise work in process, key dates chart and correspond with WTP re same.
10/19/20	Lydia Yale	0.20	Prepare docket report and distribute same.
10/20/20	Lydia Yale	0.40	Prepare docket report and distribute same.
10/21/20	Nicholas Adzima	0.70	Telephone conferences with working group re strategy and next steps.
10/21/20	Kevin Liang	1.00	Coordinate telephone conference with K&E team re work in process (.1); telephone conference with K&E team and PW re status (.4); telephone conference with K&E team and UCC re status (.4); correspond with K&E team re status for new members (.1).
10/21/20	Lydia Yale	0.40	Prepare docket report and distribute same.
10/21/20	Lydia Yale	0.20	Update distribution lists.
10/22/20	Nicholas Adzima	1.90	Conferences with K&E team, working group re strategy and next steps.
10/22/20	Simon Briefel	0.50	Telephone conference with K&E team re status and next steps.
10/22/20	Simon Briefel	0.50	Telephone conference with K&E team, Company and advisors re work in process.

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Case Administration

Invoice Number: 1250007746
 Matter Number: 18803-28

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/22/20	Stephanie Cohen	0.40	Telephone conference with working group re filing and case updates.
10/22/20	Maggie Hoffman	0.30	Telephone conference with K&E team, Company and advisors re work in process.
10/22/20	Angela Leonard	0.80	Manage and organize file materials into Document Management Systems.
10/22/20	Kevin Liang	1.10	Revise work in process (.1); telephone conference with K&E team re status (.6); correspond with M. Mertz re key dates (.1); telephone conference with K&E team, advisors and Company re status (.3).
10/22/20	Courtney Loyack	0.60	Prepare for and telephone conference with K&E team re work in process.
10/22/20	Rebecca J. Marston	0.50	Telephone conference with A. Weinhouse and K&E team re work in process.
10/22/20	Rebecca J. Marston	0.50	Telephone conference with A. Weinhouse, K&E team, Company and advisors re status.
10/22/20	Melissa Mertz	0.80	Telephone conference with A. Weinhouse, K&E team, Company and advisors re work in process and next steps (.5); correspond with A. Weinhouse and K. Liang re updated deadlines chart (.3).
10/22/20	Arthur Patrick Muszynski	1.10	Telephone conference with K&E team, Company and advisors re work in process and next steps (.4); review documents re same (.4); draft and review correspondence re same (.3).
10/22/20	Orla Patricia O'Callaghan	0.60	Telephone conference with K&E team.
10/22/20	Evan Swager	0.60	Telephone conference with A. Weinhouse and K&E team re work in process.
10/22/20	Evan Swager	0.50	Telephone conference with A. Weinhouse, K&E team, Company and advisors re work in process.
10/22/20	Enoch Varner	0.50	Telephone conference with K&E team.
10/22/20	Lydia Yale	0.10	Prepare docket report and distribute same.
10/22/20	Lydia Yale	0.10	Prepare calendar invite for October 27, 2020 hearing.
10/23/20	Douglas E. Bacon, P.C.	2.50	Corporate correspondence (1.4); correspond with K&E team re updates (.3); telephone conferences with K&E team re same (.8).
10/23/20	Simon Briefel	0.20	Telephone conference with K&E team re status and next steps.

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Case Administration

Invoice Number: 1250007746
 Matter Number: 18803-28

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/23/20	Kevin Liang	0.60	Revise work in process and correspond with WTP re same (.3); telephone conference with M. Mertz re work in process (.3).
10/23/20	Melissa Mertz	0.30	Telephone conference with K. Liang re work in process updates.
10/23/20	Lydia Yale	0.20	Prepare docket report and distribute same.
10/26/20	Kevin Liang	0.10	Correspond with M. Mertz re work in process.
10/26/20	Melissa Mertz	0.60	Review, revise work in process and critical dates chart.
10/26/20	Lydia Yale	0.20	Prepare docket report and distribute same.
10/26/20	Lydia Yale	0.50	Prepare calendar invites for October 27, 2020 hearing (.3); correspond with CourtCall re same (.2).
10/27/20	Simon Briefel	0.20	Telephone conference with K&E team re case status and next steps.
10/27/20	Kevin Liang	0.10	Correspond with K&E team re work in process.
10/27/20	Courtney Loyack	0.40	Telephone conference with K&E team re case status and next steps.
10/27/20	Melissa Mertz	0.30	Review and revise critical dates chart (.2); correspond with co-counsel C. Lano re critical dates updates (.1).
10/27/20	Lydia Yale	0.10	Prepare docket report and distribute same.
10/27/20	Lydia Yale	1.00	Open listen only conference line for October 27, 2020 hearing and confirm commencement of same (.3); prepare calendar invites for October 28, 2020 hearing (.5); correspond with CourtCall re setting up appearances for October 28, 2020 hearing (.2).
10/28/20	Nicholas Adzima	0.60	Telephone conferences with K&E team re strategy and next steps.
10/28/20	Simon Briefel	0.60	Telephone conference with K&E team re case status and next steps.
10/28/20	Ross Fiedler	0.50	Telephone conference with A. Weinhouse and K&E team re work in process.
10/28/20	Kevin Liang	0.80	Telephone conference with K&E team re work in process (.5); review work in process and correspond with K&E team re same (.3).
10/28/20	Rebecca J. Marston	0.60	Telephone conference with K&E team re work in process.

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Case Administration

Invoice Number: 1250007746
 Matter Number: 18803-28

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/28/20	Melissa Mertz	2.20	Telephone conference with A. Weinhouse and K&E team re work in process (.5); correspond with K. Liang re updating work in process and critical case deadlines chart (.3); revise same (1.3); correspond with L. Yale re same (.1).
10/28/20	Jeffrey S. Quinn	0.20	Review revised docket update.
10/28/20	Evan Swager	0.50	Telephone conference with A. Weinhouse and K&E team re work in process.
10/28/20	Lydia Yale	0.60	Review case calendar to confirm hearing dates.
10/28/20	Lydia Yale	0.40	Prepare docket report and distribute same.
10/28/20	Lydia Yale	0.30	Open listen only conference line for October 28, 2020 hearing and confirm commencement of same.
10/29/20	Simon Briefel	0.50	Telephone conference with K&E team, Company re case status and next steps.
10/29/20	Stephanie Cohen	0.40	Telephone conference with K&E team, Company re case status, updates and hearings.
10/29/20	Kevin Liang	0.80	Review, revise work in process and key dates (.4); telephone conference with working group re status (.4).
10/29/20	Rebecca J. Marston	0.10	Telephone conference with K&E team re work in process.
10/29/20	Melissa Mertz	0.90	Review and revise critical deadlines tracker (.3); correspond with K. Liang re same (.1); telephone conference with A. Weinhouse, K&E team, Company and advisors re work in process and next steps (.5).
10/29/20	Evan Swager	0.40	Telephone conference with A. Weinhouse, K&E team, Company and advisors re work in process.
10/29/20	Lydia Yale	0.20	Prepare calendar invites for November 2, 2020 hearing.
10/30/20	Lydia Yale	0.20	Correspond with CourtCall re appearances for November 2, 2020 hearing.
10/30/20	Lydia Yale	0.20	Prepare docket report and distribute same.
Total		70.80	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

January 25, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007747

Client Matter: 18803-30

In the Matter of DIP/Cash Collateral

For legal services rendered through October 31, 2020
(see attached Description of Legal Services for detail)

\$ 7,755.50

Total legal services rendered

\$ 7,755.50

Legal Services for the Period Ending October 31, 2020
Extraction Oil & Gas, Inc.
DIP/Cash Collateral

Invoice Number: 1250007747
Matter Number: 18803-30

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Adam Louis Birnbaum	5.10	740.00	3,774.00
Will W. Bos, P.C.	0.80	1,545.00	1,236.00
Mitch McClellan	0.70	1,135.00	794.50
Aisha M. Noor	1.70	965.00	1,640.50
Allyson Smith Weinhouse	0.30	1,035.00	310.50
TOTALS	8.60		\$ 7,755.50

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 DIP/Cash Collateral

Invoice Number: 1250007747
 Matter Number: 18803-30

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/01/20	Adam Louis Birnbaum	2.20	Review, analyze Company consent to milestone extension and lender's consent to extension (1.4); prepare for and telephone conference with K&E team, Company and advisors (.8).
10/01/20	Will W. Bos, P.C.	0.40	Draft amendment to milestones.
10/01/20	Aisha M. Noor	1.20	Coordinate finalization of consent re milestones (.3); revise credit agreement (.3); telephone conference with K&E team re updates (.4); telephone conference with M. McClellan re same (.2).
10/02/20	Allyson Smith Weinhouse	0.30	Correspond with K&E team re DIP consent.
10/27/20	Adam Louis Birnbaum	2.90	Draft and revise issues list re second amendment to DIP credit agreement (1.1); review, revise and analyze second amendment to DIP credit agreement (1.8).
10/27/20	Will W. Bos, P.C.	0.40	Review milestone amendment.
10/27/20	Mitch McClellan	0.70	Analyze and revise amendment to DIP credit agreement.
10/27/20	Aisha M. Noor	0.50	Review draft DIP amendment.
Total		8.60	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

January 25, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007748

Client Matter: 18803-31

In the Matter of Claims Administration

For legal services rendered through October 31, 2020
(see attached Description of Legal Services for detail)

\$ 8,305.00

Total legal services rendered

\$ 8,305.00

Legal Services for the Period Ending October 31, 2020
Extraction Oil & Gas, Inc.
Claims Administration

Invoice Number: 1250007748
Matter Number: 18803-31

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	4.50	845.00	3,802.50
Stephanie Cohen	0.50	845.00	422.50
Kevin Liang	1.30	740.00	962.00
Melissa Mertz	0.70	610.00	427.00
Allyson Smith Weinhouse	2.60	1,035.00	2,691.00
TOTALS	9.60		\$ 8,305.00

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Claims Administration

Invoice Number: 1250007748
 Matter Number: 18803-31

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/01/20	Nicholas Adzima	1.60	Draft letter re claims considerations (.9); research same (.7).
10/05/20	Nicholas Adzima	1.00	Review, revise letter re claims considerations.
10/05/20	Allyson Smith Weinhouse	0.70	Revise pre-petition payment agreement (.4); correspond with Company re same (.3).
10/07/20	Nicholas Adzima	0.50	Correspond with Company, K&E team and A&M re claims letter.
10/07/20	Allyson Smith Weinhouse	0.20	Correspond with N. Adzima and T. Behnke re escheatment claim notice.
10/09/20	Kevin Liang	0.30	Telephone conference with K&E team, A&M and Company re claims issues.
10/09/20	Allyson Smith Weinhouse	0.50	Telephone conference with A&M re claims reconciliation.
10/13/20	Allyson Smith Weinhouse	0.30	Telephone conference with Raisa re pre-petition claim.
10/16/20	Kevin Liang	0.50	Research 503(b)(9) claims and correspond with K&E team, A&M re same.
10/18/20	Nicholas Adzima	1.40	Telephone conferences with advisors, Company re claims strategy (1.0); prepare for same (.2); review materials re same (.2).
10/22/20	Kevin Liang	0.40	Telephone conference with K&E team, A&M and WTP re claims objections.
10/22/20	Melissa Mertz	0.70	Telephone conference with A. Weinhouse and K&E team re work in process.
10/28/20	Stephanie Cohen	0.50	Telephone conference with N. Adzima, A. Weinhouse and K&E team re claims status.
10/28/20	Kevin Liang	0.10	Coordinate internal claims administration telephone conference.
10/28/20	Allyson Smith Weinhouse	0.20	Correspond with KCC re class POCs.
10/30/20	Allyson Smith Weinhouse	0.70	Correspond with A&M re claims issues (.2); telephone conference with Raisa re pre-petition claim (.5).
Total		9.60	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

January 25, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007749

Client Matter: 18803-32

In the Matter of Committee Matters

For legal services rendered through October 31, 2020
(see attached Description of Legal Services for detail)

\$ 19,749.50

Total legal services rendered

\$ 19,749.50

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Committee Matters

Invoice Number: 1250007749
 Matter Number: 18803-32

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	7.00	845.00	5,915.00
Simon Briefel	2.00	845.00	1,690.00
Ross Fiedler	1.70	845.00	1,436.50
Kevin Liang	0.70	740.00	518.00
Andrew L. Lombardo	0.50	965.00	482.50
Christopher Marcus, P.C.	0.50	1,635.00	817.50
Rebecca J. Marston	0.50	610.00	305.00
Melissa Mertz	0.50	610.00	305.00
Allyson Smith Weinhouse	8.00	1,035.00	8,280.00
TOTALS	21.40		\$ 19,749.50

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Committee Matters

Invoice Number: 1250007749
 Matter Number: 18803-32

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/06/20	Nicholas Adzima	0.80	Prepare for and telephone conference with K&E team, UCC counsel re strategy and next steps.
10/06/20	Ross Fiedler	0.50	Telephone conference with UCC counsel, K&E team re case update and issues.
10/06/20	Kevin Liang	0.50	Telephone conference with K&E team and UCC re status.
10/06/20	Andrew L. Lombardo	0.50	Telephone conference with UCC counsel re case updates.
10/06/20	Christopher Marcus, P.C.	0.50	Telephone conference with UCC counsel re process.
10/06/20	Allyson Smith Weinhouse	1.00	Telephone conference with UCC counsel re status updates (.5); telephone conference with E. Gilad re timeline (.5).
10/07/20	Nicholas Adzima	0.70	Correspond with K&E team re committee conference.
10/08/20	Allyson Smith Weinhouse	0.20	Correspond with UCC re interim fee applications.
10/09/20	Nicholas Adzima	1.20	Prepare for and telephone conference with UCC advisors, K&E team and A&M re claims analysis.
10/09/20	Allyson Smith Weinhouse	1.20	Telephone conference with UCC counsel re litigation updates and midstream negotiations.
10/13/20	Allyson Smith Weinhouse	0.60	Correspond with UCC re transaction updates.
10/19/20	Nicholas Adzima	0.60	Correspond with UCC re UCC requests.
10/20/20	Nicholas Adzima	1.00	Correspond with UCC re materials (.4); prepare and analyze materials re same (.6).
10/21/20	Nicholas Adzima	0.60	Telephone conferences with UCC re strategy and next steps.
10/21/20	Nicholas Adzima	0.50	Prepare documents for UCC.
10/21/20	Rebecca J. Marston	0.50	Telephone conference with K&E team and UCC counsel re case updates.
10/21/20	Melissa Mertz	0.50	Telephone conference with K&E team and UCC's counsel re case updates.
10/26/20	Simon Briefel	0.90	Telephone conference with UCC counsel re midstream contracts.

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Committee Matters

Invoice Number: 1250007749
 Matter Number: 18803-32

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/27/20	Allyson Smith Weinhouse	2.70	Telephone conference with E. Gilad re upcoming hearing (.4); telephone conference with K&E team re GUC term sheet (1.0); telephone conference with PW re same (.6); review, comment on term sheet (.2); correspond with K&E team and Moelis re same (.5).
10/28/20	Nicholas Adzima	0.60	Telephone conferences with UCC re strategy and next steps.
10/28/20	Simon Briefel	0.20	Telephone conference with UCC re case status and next steps.
10/28/20	Ross Fiedler	0.50	Telephone conference with UCC re update.
10/28/20	Kevin Liang	0.20	Telephone conference with K&E team and UCC re status.
10/28/20	Allyson Smith Weinhouse	0.50	Telephone conference with UCC re updates (.2); correspond with Company re UCC member claim (.3).
10/29/20	Allyson Smith Weinhouse	0.80	Telephone conference with E. Gilad re term sheet.
10/30/20	Nicholas Adzima	1.00	Telephone conferences with K&E team re UCC considerations (.7); review, analyze materials re same (.3).
10/30/20	Simon Briefel	0.90	Telephone conference with UCC re claims registry and deal.
10/30/20	Ross Fiedler	0.70	Telephone conference with Company advisors and UCC advisors re outstanding issues.
10/30/20	Allyson Smith Weinhouse	1.00	Telephone conference with UCC, A&M re midstream rejections and claims analysis.
Total		21.40	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

January 25, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007750

Client Matter: 18803-33

In the Matter of Corporate and Governance Matters

For legal services rendered through October 31, 2020
(see attached Description of Legal Services for detail)

\$ 106,635.00

Total legal services rendered

\$ 106,635.00

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Corporate and Governance Matters

Invoice Number: 1250007750
 Matter Number: 18803-33

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	10.10	845.00	8,534.50
Jamie Alan Aycock	0.40	1,145.00	458.00
Adam Louis Birnbaum	0.30	740.00	222.00
Bryan D. Flannery	3.50	1,135.00	3,972.50
Christopher Fox	5.00	1,085.00	5,425.00
Andrew L. Lombardo	3.50	965.00	3,377.50
Christopher Marcus, P.C.	3.60	1,635.00	5,886.00
Melissa Mertz	0.80	610.00	488.00
Arthur Patrick Muszynski	10.70	740.00	7,918.00
Julian J. Seiguer, P.C.	42.90	1,495.00	64,135.50
Evan Swager	1.30	740.00	962.00
Enoch Varner	1.80	1,195.00	2,151.00
Allyson Smith Weinhouse	3.00	1,035.00	3,105.00
TOTALS	86.90		\$ 106,635.00

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Corporate and Governance Matters

Invoice Number: 1250007750
 Matter Number: 18803-33

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/01/20	Julian J. Seiguer, P.C.	1.50	Analyze corporate and securities matters.
10/02/20	Julian J. Seiguer, P.C.	1.80	Analyze corporate and securities matters.
10/02/20	Evan Swager	1.10	Review and revise timelines for board materials.
10/02/20	Allyson Smith Weinhouse	0.70	Correspond with K&E team re board materials (.2); review same (.4); correspond with E. Swager re same (.1).
10/04/20	Evan Swager	0.20	Review, revise case timeline for board materials.
10/04/20	Allyson Smith Weinhouse	1.00	Correspond with K&E team re board materials (.2); draft same (.8).
10/05/20	Christopher Marcus, P.C.	1.00	Review materials re Board meeting.
10/05/20	Arthur Patrick Muszynski	0.80	Review correspondence re removal of restrictive legends from director and officer share certificates (.6); correspond with K&E team re same (.2).
10/05/20	Julian J. Seiguer, P.C.	3.80	Analyze corporate and securities matters.
10/06/20	Julian J. Seiguer, P.C.	1.80	Analyze corporate and securities matters.
10/07/20	Julian J. Seiguer, P.C.	3.80	Analyze corporate and securities matters.
10/08/20	Julian J. Seiguer, P.C.	0.80	Analyze corporate and securities matters re deal transaction.
10/09/20	Julian J. Seiguer, P.C.	1.30	Analyze corporate and securities matters re deal transaction.
10/12/20	Julian J. Seiguer, P.C.	0.50	Analyze corporate and securities matters re deal transaction.
10/14/20	Julian J. Seiguer, P.C.	3.30	Analyze corporate and securities matters re deal transaction.
10/15/20	Christopher Marcus, P.C.	0.50	Review Board materials.
10/15/20	Julian J. Seiguer, P.C.	2.30	Analyze corporate and securities matters re deal transaction.
10/16/20	Nicholas Adzima	1.10	Review, analyze board materials (.4); review, revise cleansing materials (.4); correspond with K&E team and Moelis re same (.3).
10/16/20	Bryan D. Flannery	0.50	Review and revise cleanings materials on 8-K form.

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Corporate and Governance Matters

Invoice Number: 1250007750
 Matter Number: 18803-33

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/16/20	Christopher Marcus, P.C.	2.10	Telephone conference with K&E team re Board meeting (.4); telephone conference with same re strategy (.7); telephonically attend board meeting re valuation (1.0).
10/16/20	Arthur Patrick Muszynski	1.40	Draft, review and revise current report on form 8-K re cleansing materials (1.0); draft and review correspondence re same (.4).
10/16/20	Julian J. Seiguer, P.C.	2.00	Analyze corporate and securities matters.
10/17/20	Nicholas Adzima	1.70	Review, revise 8-K re cleansing materials (.7); correspond with working group re same (.4); review, analyze cleansing materials (.6).
10/17/20	Arthur Patrick Muszynski	0.50	Draft, review and revise form 8-K re cleansing materials (.3); draft and review correspondence re same (.2).
10/18/20	Nicholas Adzima	2.80	Prepare for and telephone conferences with K&E team, Moelis, A&M and Company re strategy, next steps with parties (1.5); review, analyze 8-K re cleansing materials (1.0); correspond with working group re same (.3).
10/18/20	Julian J. Seiguer, P.C.	1.00	Analyze corporate and securities matters.
10/19/20	Nicholas Adzima	2.20	Telephone conference with A. Weinhouse and K&E team re 8-K cleansing materials (1.3); review, analyze materials (.7); correspond with same re materials (.2).
10/19/20	Andrew L. Lombardo	1.00	Review and coordinate execution of bondholder non-disclosure agreements.
10/19/20	Julian J. Seiguer, P.C.	1.00	Analyze corporate and securities matters re deal transaction.
10/19/20	Allyson Smith Weinhouse	1.30	Review blowout materials (.7); correspond with Company re same (.3); correspond with PW re same (.3).
10/20/20	Andrew L. Lombardo	2.50	Review bondholder non-disclosure agreements and correspond with E. Varner re same (1.2); coordinate consent of bondholders to receive additional confidential information (1.3).
10/20/20	Julian J. Seiguer, P.C.	1.50	Analyze corporate and securities matters.
10/20/20	Enoch Varner	1.80	Review correspondence re non-disclosure agreements with bondholders (.7); review non-disclosure agreement form (.4); correspond with A. Lombardo re same (.4); prepare correspondence re same (.3).
10/21/20	Julian J. Seiguer, P.C.	1.00	Analyze corporate and securities matters.

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Corporate and Governance Matters

Invoice Number: 1250007750
 Matter Number: 18803-33

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/22/20	Jamie Alan Aycock	0.40	Telephone conference with K&E team re form 8-K issues.
10/22/20	Julian J. Seiguer, P.C.	2.30	Analyze corporate and securities matters.
10/23/20	Julian J. Seiguer, P.C.	1.00	Analyze corporate and securities matters re deal transaction.
10/24/20	Julian J. Seiguer, P.C.	2.00	Analyze corporate and securities matters re deal transaction.
10/26/20	Julian J. Seiguer, P.C.	1.80	Analyze corporate and securities matters.
10/27/20	Nicholas Adzima	1.30	Review and revise form 10-Q re restructuring considerations.
10/27/20	Bryan D. Flannery	0.50	Review and revise form 10-Q.
10/27/20	Christopher Fox	2.50	Review and provide comments to form 10-Q.
10/27/20	Arthur Patrick Muszynski	2.20	Draft, review and revise quarterly report on form 10-Q (1.8); draft and review correspondence re same (.4).
10/27/20	Julian J. Seiguer, P.C.	2.30	Analyze corporate and securities matters.
10/28/20	Adam Louis Birnbaum	0.30	Review and analyze Company Q3 10-Q re DIP facility amendment and draw.
10/28/20	Bryan D. Flannery	1.50	Review and revise form 10-Q.
10/28/20	Christopher Fox	1.50	Review and provide comments to draft form 10-Q.
10/28/20	Melissa Mertz	0.80	Research bondholder restriction timeline (.6); correspond with R. Marston re same (.2).
10/28/20	Arthur Patrick Muszynski	3.00	Draft, revise and review quarterly report on form 10-Q (1.1); analyze draft against form requirements for completeness re same (1.0); telephone conference with K&E team re updates (.5); draft and review correspondence re same (.4).
10/28/20	Julian J. Seiguer, P.C.	1.50	Analyze corporate and securities matters.
10/29/20	Nicholas Adzima	1.00	Prepare summary re non-disclosure agreement process.
10/29/20	Christopher Fox	0.50	Correspond with K&E team re coordinating telephone conferences with NYSE and Nasdaq for potential listing upon emergence (.2); review comments to form 10-Q (.3).
10/29/20	Arthur Patrick Muszynski	2.80	Draft, revise and review quarterly report on form 10-Q (1.9); telephone conference with K&E team, Company and advisors re work in process (.5); draft and review correspondence re same (.4).

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Corporate and Governance Matters

Invoice Number: 1250007750
 Matter Number: 18803-33

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/29/20	Julian J. Seiguer, P.C.	1.80	Analyze corporate and securities matters.
10/30/20	Bryan D. Flannery	1.00	Telephone conference with NYSE re listing matters (.3); telephone conference with NASDAQ re listing matters (.2); correspond with K&E team re same (.5).
10/30/20	Christopher Fox	0.50	Telephone conference with Nasdaq representative re fees and initial listing requirements (.2); telephone conference with NYSE representative re fees and initial listing requirements (.3).
10/30/20	Julian J. Seiguer, P.C.	1.30	Analyze corporate and securities matters.
10/31/20	Julian J. Seiguer, P.C.	1.50	Analyze corporate and securities matters.
Total		86.90	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

January 25, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007751

Client Matter: 18803-34

In the Matter of Vendor and Creditor Communications

For legal services rendered through October 31, 2020
(see attached Description of Legal Services for detail)

\$ 6,033.00

Total legal services rendered

\$ 6,033.00

Legal Services for the Period Ending October 31, 2020
Extraction Oil & Gas, Inc.
Vendor and Creditor Communications

Invoice Number: 1250007751
Matter Number: 18803-34

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	4.20	845.00	3,549.00
Allyson Smith Weinhouse	2.40	1,035.00	2,484.00
TOTALS	6.60		\$ 6,033.00

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Vendor and Creditor Communications

Invoice Number: 1250007751
 Matter Number: 18803-34

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/01/20	Allyson Smith Weinhouse	0.20	Review vendor agreement.
10/02/20	Nicholas Adzima	0.80	Correspond with A&M, K&E vendor re vendor payments (.5); analyze same (.3).
10/05/20	Allyson Smith Weinhouse	1.50	Correspond with K&E team, A&M and Company re vendor matters, settlements (1.1); comment on stipulation re same (.3); correspond with K. Liang re same (.1).
10/08/20	Nicholas Adzima	1.10	Review, revise certification of counsel, stipulation and order (.8); correspond with Company and K&E team re same (.3).
10/12/20	Nicholas Adzima	1.40	Review, revise stipulations and certification of counsel (.6); correspond with A. Weinhouse and K&E team re same (.5); draft summary overview re same (.3).
10/19/20	Allyson Smith Weinhouse	0.70	Respond to vendor inquiries (.5); correspond with A&M re same (.2).
10/27/20	Nicholas Adzima	0.90	Correspond with A. Weinhouse and K&E team re stipulation (.4); review, revise same (.5).
Total		6.60	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

January 25, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007752
Client Matter: 18803-35

In the Matter of Disclosure Statement/Plan/Confirmation

For legal services rendered through October 31, 2020
(see attached Description of Legal Services for detail)

\$ 285,990.50

Total legal services rendered

\$ 285,990.50

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250007752
 Matter Number: 18803-35

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	66.00	845.00	55,770.00
Douglas E. Bacon, P.C.	7.00	1,495.00	10,465.00
Adam Louis Birnbaum	2.90	740.00	2,146.00
Will W. Bos, P.C.	1.20	1,545.00	1,854.00
Simon Briefel	9.40	845.00	7,943.00
Mark Dundon, P.C.	0.80	1,360.00	1,088.00
Ross Fiedler	12.30	845.00	10,393.50
Bryan D. Flannery	1.80	1,135.00	2,043.00
Susan D. Golden	1.40	1,175.00	1,645.00
Kevin Liang	0.10	740.00	74.00
Andrew L. Lombardo	8.70	965.00	8,395.50
Courtney Loyack	2.40	785.00	1,884.00
Christopher Marcus, P.C.	32.00	1,635.00	52,320.00
Rebecca J. Marston	7.80	610.00	4,758.00
Melissa Mertz	3.80	610.00	2,318.00
Aisha M. Noor	0.90	965.00	868.50
Jeffrey S. Quinn	0.20	1,375.00	275.00
Evan Swager	28.20	740.00	20,868.00
Paul D. Tanaka, P.C.	1.10	1,360.00	1,496.00
Joe Tobias	2.30	1,165.00	2,679.50
Enoch Varner	5.70	1,195.00	6,811.50
Allyson Smith Weinhouse	85.50	1,035.00	88,492.50
Lydia Yale	5.10	275.00	1,402.50
TOTALS	286.60		\$ 285,990.50

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250007752
 Matter Number: 18803-35

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/01/20	Nicholas Adzima	1.80	Review, analyze plan language re third party considerations (.8); research same (.6); correspond with A. Weinhouse and K&E team re same (.4).
10/01/20	Douglas E. Bacon, P.C.	2.00	Correspond with A. Weinhouse, K&E team re deal (.4); review materials re same (1.6).
10/01/20	Allyson Smith Weinhouse	2.20	Correspond with Company advisors re standalone restructuring (.3); telephone conference with Company advisors re same (.5); telephone conference with PW re same (.5); correspond with E. Gilad re timeline (.4); correspond with Bracewell re same (.5).
10/01/20	Allyson Smith Weinhouse	0.50	Revise exclusivity extension order (.3); correspond with UCC re same (.2).
10/02/20	Courtney Loyack	0.60	Review and analyze plan.
10/02/20	Christopher Marcus, P.C.	0.50	Telephone conference with Moelis re strategy.
10/02/20	Allyson Smith Weinhouse	0.20	Correspond with KCC re solicitation.
10/05/20	Douglas E. Bacon, P.C.	1.00	Correspond with A. Weinhouse and K&E team re deal (.4); telephone conferences with A. Weinhouse and K&E team re same (.6).
10/05/20	Lydia Yale	3.20	Review and revise confirmation order.
10/06/20	Ross Fiedler	0.20	Telephone conference with K&E team, Company and Company advisors re case status, next steps.
10/06/20	Christopher Marcus, P.C.	1.00	Telephone conference with Moelis re status (.3); review plan and disclosure statement (.7).
10/06/20	Allyson Smith Weinhouse	3.10	Correspond and telephone conferences with K&E team, advisors re standalone process and timeline.
10/07/20	Evan Swager	0.40	Telephone conference with K&E team and PW re work in process.
10/08/20	Nicholas Adzima	2.70	Review, revise disclosure statement (2.1); correspond with K&E team and advisors re same (.6).
10/08/20	Christopher Marcus, P.C.	1.90	Telephone conference with working group re work in process (.5); telephone conference with UCC counsel re next steps (.4); review correspondence re Midstream (1.0).

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250007752
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/09/20	Nicholas Adzima	3.30	Review, revise disclosure statement materials (2.5); correspond with K&E team, advisors re same (.8).
10/09/20	Will W. Bos, P.C.	0.90	Review revised plan and disclosure statement.
10/09/20	Ross Fiedler	1.50	Review, revise plan (1.0); telephone conference with Bracewell re disclosure statement issues (.5).
10/09/20	Christopher Marcus, P.C.	1.00	Telephone conference with management re timeline.
10/09/20	Allyson Smith Weinhouse	3.40	Revise case timeline (.2); telephone conference with Company re standalone timeline (.9); revise same (.7); review, comment on plan and disclosure statement (1.0); telephone conference with Bracewell re timeline and status (.6).
10/11/20	Nicholas Adzima	0.70	Review and revise plan documents.
10/11/20	Adam Louis Birnbaum	0.70	Review and analyze disclosure statement re DIP facility and standalone restructuring.
10/11/20	Mark Dundon, P.C.	0.80	Revise disclosure statement tax disclosure.
10/11/20	Courtney Loyack	1.80	Review and revise disclosure statement.
10/11/20	Joe Tobias	2.30	Analyze plan and disclosure statement.
10/12/20	Nicholas Adzima	1.60	Review and revise disclosure statement re revised language (1.1); correspond with working group re same (.5).
10/12/20	Ross Fiedler	0.40	Review and revise plan.
10/12/20	Allyson Smith Weinhouse	1.70	Telephone conference with B. Latif, C. Marcus and J. Seiguer re business plan (.2); review precedent re take back paper (.8); comment on plan re same (.4); correspond with KCC re revised plan and disclosure statement (.3).
10/13/20	Nicholas Adzima	0.90	Review, revise disclosure statement materials.
10/13/20	Ross Fiedler	0.40	Correspond with Company, UCC counsel, Bracewell and PW re revised plan and disclosure statement.
10/13/20	Christopher Marcus, P.C.	1.40	Telephone conferences with Moelis, K&E team re next steps and exit strategy (1.0); telephone conference with UCC counsel re same (.2); review correspondence re same (.2).
10/13/20	Allyson Smith Weinhouse	1.30	Review, comment on plan and disclosure statement.

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250007752
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/13/20	Allyson Smith Weinhouse	3.80	Telephone conferences with working group re plan and deal transaction (1.2); research plan and disclosure statement issues (2.6).
10/14/20	Nicholas Adzima	4.30	Review, revise disclosure statement and solicitation materials (2.7); correspond with working group re same (.6); telephone conferences with K&E team, A&M re plan status (1.0).
10/14/20	Christopher Marcus, P.C.	1.70	Telephone conference with B. Latif, A. Weinhouse and J. Seiguer re process (.7); telephone conference with working group re same (1.0).
10/14/20	Allyson Smith Weinhouse	1.50	Telephone conference with C. Marcus, J. Seiguer and B. Latif re timeline, disclosure statement hearing (.5); telephone conference with Company re same (.8); correspond with PW re same (.2).
10/14/20	Allyson Smith Weinhouse	4.10	Telephone conferences with working group re plan and deal transaction (.8); research plan and disclosure statement issues (3.3).
10/15/20	Nicholas Adzima	2.20	Review, revise plan and disclosure statement documents (1.4); telephone conferences with working group re same (.8).
10/15/20	Simon Briefel	0.30	Telephone conference with PW re deal and strategy.
10/15/20	Christopher Marcus, P.C.	1.20	Telephone conference with PW re deal issues (.5); telephone conference with Moelis re strategy (.7).
10/15/20	Allyson Smith Weinhouse	7.00	Review, revise plan and disclosure statement (3.2); correspond with creditor advisors, working group re same (3.8).
10/16/20	Nicholas Adzima	5.40	Telephone conferences with working group re plan and disclosure statement materials (1.2); review, revise exhibits, disclosure statement and plan materials re same (4.2).
10/16/20	Simon Briefel	1.00	Review comments to plan (.4); revise same (.4); correspond with K&E team re same (.2).
10/16/20	Ross Fiedler	0.30	Telephone conference with A. Weinhouse, K&E team re status update and plan matters.
10/16/20	Christopher Marcus, P.C.	2.70	Review valuation materials and telephone conference with Moelis re same (2.0); review comments to plan and disclosure statement (.7).

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250007752
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/16/20	Allyson Smith Weinhouse	7.00	Telephone conferences with working group re plan, disclosure statement (2.1); review valuation materials (1.1); review, revise plan and disclosure statement (3.8).
10/16/20	Allyson Smith Weinhouse	1.00	Telephone conference with K&E team, advisors and Company re valuation analysis.
10/17/20	Nicholas Adzima	2.80	Review, revise disclosure statement materials (2.4); correspond with working group re same (.4).
10/18/20	Nicholas Adzima	1.20	Review, revise disclosure statement materials (.7); correspond with working group re same (.5).
10/18/20	Will W. Bos, P.C.	0.30	Correspond with K&E team re disclosure schedule exhibits.
10/18/20	Ross Fiedler	1.00	Telephone conference with Company, K&E team re plan and disclosure statement issues (.5); telephone conference with Company, K&E team, Moelis, A&M and PW re same (.5).
10/18/20	Jeffrey S. Quinn	0.20	Review valuation analysis and exhibits.
10/18/20	Paul D. Tanaka, P.C.	0.40	Review and analyze disclosure statement exhibits (.3); correspond with K&E team and Moelis re same (.1).
10/19/20	Nicholas Adzima	2.50	Conferences with K&E team, A&M re disclosure statement exhibits (1.3); review, analyze same (.9); research recoveries (.3).
10/19/20	Adam Louis Birnbaum	1.30	Review and analyze draft disclosure statement exhibits (.5); review and analyze plan re DIP and exit financings (.8).
10/19/20	Simon Briefel	1.60	Analyze issues re confirmation and plan (.6); correspond with K&E team re PW plan markup (.3); analyze same (.4); review, revise plan (.3).
10/19/20	Ross Fiedler	0.30	Review revised plan.
10/19/20	Bryan D. Flannery	1.00	Review and revise plan (.5); review and revise disclosure statement (.5).
10/19/20	Christopher Marcus, P.C.	1.50	Telephone conference with advisors re milestones (.7); review midstream decisions (.8).
10/19/20	Aisha M. Noor	0.90	Analyze revised drafts of plan and disclosure statement.

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250007752
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/19/20	Enoch Varner	3.80	Review and analyze revised plan, disclosure statement, backstop agreement and rights offering procedures (2.4); review same (1.4).
10/19/20	Allyson Smith Weinhouse	3.60	Analyze deal and transaction matters (2.0); correspond with K&E team re same (.6); telephone conferences with C. Marcus re same (1.0).
10/20/20	Nicholas Adzima	2.30	Correspond with K&E team, Moelis and working group re plan, backstop agreement (1.1); review, revise disclosure statement and backstop agreement (.6); review, analyze exhibits re same (.6).
10/20/20	Douglas E. Bacon, P.C.	1.00	Correspond with K&E team re transaction process (.3); telephone conference with K&E team re same (.7).
10/20/20	Simon Briefel	0.50	Review, comment on PW comments to plan (.3); correspond with E. Swager re same (.2).
10/20/20	Andrew L. Lombardo	1.40	Review PW revised drafts of backstop commitment agreement, plan, disclosure statement and changes to rights offering procedures.
10/21/20	Nicholas Adzima	3.30	Review, revise disclosure statement materials, backstop materials and plan (1.9); telephone conferences with working group re same (.7); correspond with working group re same (.7).
10/21/20	Simon Briefel	0.40	Telephone conference with PW re status and deal.
10/21/20	Christopher Marcus, P.C.	3.00	Review plan, disclosure statement, PW and Bracewell comments (1.3); review correspondence re Midstream (.2); telephone conference with Company re same (.4); review plan and disclosure statement (1.1).
10/21/20	Enoch Varner	1.50	Telephone conference with bondholder counsel re status (.5); review backstop commitment agreement and rights offering procedures (1.0).
10/21/20	Allyson Smith Weinhouse	6.30	Analyze disclosure statement and plan issues (1.7); review, comment on same (2.7); review, comment on disclosure statement order and solicitation procedures (1.9).

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250007752
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/22/20	Nicholas Adzima	9.40	Review, revise disclosure statement, disclosure statement materials, backstop agreement, rights offering procedures and solicitation materials (3.9); telephone conferences with working group re same (2.9); review and prepare for filing (2.6).
10/22/20	Douglas E. Bacon, P.C.	1.50	Correspond with K&E team re transaction process (.3); telephone conference with K&E team re same (1.2).
10/22/20	Adam Louis Birnbaum	0.90	Review, analyze disclosure statement summary and revised disclosure statement (.4); telephone conference with K&E team, advisors and Company re disclosure statement, milestones, exit financing and chapter 11 plan (.5).
10/22/20	Simon Briefel	5.30	Analyze issues and PW markups re plan (1.4); correspond with K&E team re same (.8); revise, comment on plan (1.0); draft issues list re plan (.7); revise proposed BCA order (.5); correspond with K&E team re same (.2); analyze issues re same (.2); prepare plan, BCA order for filing (.5).
10/22/20	Ross Fiedler	0.50	Telephone conference with PW, K&E team and A&M re plan issues.
10/22/20	Ross Fiedler	0.90	Telephone conference with Company and Company advisors re case status, next steps, plan and disclosure statement.
10/22/20	Bryan D. Flannery	0.80	Telephone conference with K&E team re general unsecured claims treatment (.4); telephone conference with K&E team, Company and advisors re work in process (.4).
10/22/20	Andrew L. Lombardo	0.60	Telephone conference with K&E team and Company re status of revised disclosure statement, plan and backstop commitment agreement.
10/22/20	Christopher Marcus, P.C.	2.60	Review plan, disclosure statement and correspondence re filing (1.9); review valuation materials (.7).
10/22/20	Rebecca J. Marston	2.40	Review and revise disclosure statement exhibits (1.9); telephone conference with E. Swager and M. Mertz re same (.3); telephone conference with M. Mertz re same (.2).

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250007752
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/22/20	Melissa Mertz	2.40	Review and revise disclosure statement exhibits (1.9); telephone conference with E. Swager and R. Marston re same (.3); telephone conference with R. Marston re same (.2).
10/22/20	Evan Swager	5.40	Review, revise disclosure statement exhibits (4.5); correspond and telephone conference with M. Mertz and R. Marston re same (.5); review and revise backstop commitment agreement (.4).
10/22/20	Paul D. Tanaka, P.C.	0.70	Review, analyze summary re material changes to disclosure statement and plan (.6); correspond with K&E team and Company re same (.1).
10/22/20	Allyson Smith Weinhouse	14.50	Conferences with K&E team, PW, Bracewell and UCC re deal updates, exit facility and backstop (2.2); review, comment on and revise plan, disclosure statement, BCA, rights offering and related pleadings (5.7); correspond with working group re same (2.4); telephone conferences with Company and Board re same (2.1); coordinate filing of same (2.1).
10/23/20	Nicholas Adzima	2.60	Review and revise disclosure statement exhibits (1.6); telephone conference with E. Swager and M. Mertz re same (.3); telephone conference with M. Mertz re same (.2); telephone conference with A. Weinhouse, K&E team, Company and advisors re status (.5).
10/23/20	Christopher Marcus, P.C.	1.90	Telephone conference with K&E team re disclosure statement exhibits (.6); review research re GVC participation in rights offering (.4); telephone conference with working group re strategy re same (.9).
10/23/20	Evan Swager	0.40	Correspond and conference with M. Mertz re disclosure statement.
10/23/20	Allyson Smith Weinhouse	8.50	Conferences with K&E team, PW, Bracewell and UCC re deal updates, exit facility and backstop (2.4); research Elevation issues (3.0); telephone conference re rights offering and GUCs participation (1.2); analyze transaction issues (1.9).

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250007752
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/23/20	Lydia Yale	1.10	Research precedent confirmation briefs and disclosure statement replies.
10/24/20	Nicholas Adzima	1.30	Review, revise disclosure statement reply (.9); analyze precedent re same (.4).
10/24/20	Melissa Mertz	0.80	Review, revise disclosure statement objection chart re updates.
10/25/20	Nicholas Adzima	1.40	Review, revise disclosure statement reply (1.1); research same (.3).
10/25/20	Evan Swager	0.50	Review and revise objection tracker.
10/25/20	Evan Swager	4.10	Review and revise disclosure statement reply.
10/26/20	Nicholas Adzima	2.60	Conferences re plan, disclosure statement, BCA and rights offering (1.7); review, revise materials re same (.9).
10/26/20	Simon Briefel	0.30	Telephone conference with PW, Company and K&E team re deal, plan.
10/26/20	Ross Fiedler	2.30	Telephone conference with K&E team, Moelis and PW re plan issues (.7); telephone conference with Company, Moelis and K&E team re same (.6); correspond with Chubb's counsel, PW and Bracewell re disclosure statement issues (.2); analyze same (.3); telephone conference with Chubb's counsel re same (.3); correspond with A. Weinhouse, K&E team re same (.2).
10/26/20	Christopher Marcus, P.C.	2.20	Review BCA (.6); review correspondence re exit commitment (.4); review plan and disclosure statement (1.2).
10/26/20	Rebecca J. Marston	4.30	Review and revise backstop reply (3.5); correspond with S. Briefel re same (.2); telephone conference with E. Swager and M. Mertz re confirmation brief (.6).
10/26/20	Melissa Mertz	0.60	Telephone conference with E. Swager and R. Marston re confirmation brief (.4); telephone conference with R. Marston re same (.2).
10/26/20	Evan Swager	4.40	Review and revise objection tracker (2.6); review and revise disclosure statement reply (1.2); correspond with N. Adzima, K&E team re same (.6).
10/27/20	Nicholas Adzima	3.20	Telephone conferences with K&E team re plan strategy (2.1); review, revise materials re same (1.1).

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250007752
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/27/20	Ross Fiedler	1.80	Telephone conference with PW, K&E team re plan and disclosure statement issues (.6); telephone conference with A. Weinhouse, K&E team re same (.4); correspond with K&E team re same (.3); telephone conference with Moelis, A&M and K&E team re disclosure statement issues (.5).
10/27/20	Andrew L. Lombardo	5.90	Review backstop commitment agreement, analyze comments and questions from UCC counsel (2.2); telephone conference with ad hoc and UCC counsel re backstop commitment agreement and related items (.7); review restructuring term sheet, restructuring support agreement and draft term sheet for GUC rights offering participation (2.6); telephone conference with E. Varner re same (.4).
10/27/20	Christopher Marcus, P.C.	1.70	Telephone conference with advisors re status (.5); telephone conference with M. Brimmage re settlement (.3); telephone conference with K&E team re same (.2); telephone conference with PW re rights offering (.5); telephone conference with UCC re status (.2).
10/27/20	Rebecca J. Marston	1.10	Review documents for backstop reply (.3); review and revise same (.8).
10/27/20	Allyson Smith Weinhouse	0.50	Telephone conference with PW re deal status and transaction.
10/28/20	Ross Fiedler	0.80	Telephone conference with K&E and KCC teams re plan and disclosure statement issues (.5); telephone conference with Chubb's counsel re disclosure statement issues (.3).
10/28/20	Susan D. Golden	0.50	Correspond with S. Briefel and A. Weinhouse re U.S. Trustee comments to plan.
10/28/20	Christopher Marcus, P.C.	1.60	Telephone conference with PW re strategy (.4); telephone conference with UCC re status (.5); review plan and disclosure statement (.7).
10/28/20	Evan Swager	3.00	Review disclosure statement objections (.8); revise tracker re same (1.6); telephone conference and correspond with N. Adzima re same (.2); telephone conference with A. Weinhouse and KCC team re case timeline (.4).
10/28/20	Enoch Varner	0.40	Review and revise disclosure statement.

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250007752
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/28/20	Allyson Smith Weinhouse	2.80	Review, analyze objections to disclosure statement (1.1); correspond with K&E team re tracker of same (.2); correspond with K&E team re reply to same (1.0); correspond with UCC counsel, PW re timeline (.3); telephone conference with KCC re solicitation (.2).
10/29/20	Nicholas Adzima	1.90	Review, analyze objections (.5); review, revise reply re same (.6); review, revise tracker re same (.8).
10/29/20	Douglas E. Bacon, P.C.	1.50	Telephone conferences with working group re transaction process (.7); review correspondence re same (.3); review precedent transaction re same (.5).
10/29/20	Ross Fiedler	1.10	Correspond with K&E team and Chubb's counsel re disclosure statement issues (.3); telephone conference with K&E team, A&M re plan issues (.5); revise plan (.3).
10/29/20	Ross Fiedler	0.50	Telephone conference with K&E team, Company, Moelis and A&M re case status, next steps.
10/29/20	Andrew L. Lombardo	0.80	Review and revise Moelis summary chart of bondholder non-disclosure agreements.
10/29/20	Christopher Marcus, P.C.	3.60	Telephone conference with E. Gilad re disclosure statement, backstop and review same (1.5); review plan and disclosure statement documents (1.5); telephone conference with working group re work in process (.6).
10/29/20	Evan Swager	2.90	Review, revise objection tracker.
10/29/20	Allyson Smith Weinhouse	3.20	Correspond with K&E team, Company re disclosure statement and objections to same (.6); review, analyze objections (.8); correspond with N. Adzima re tracker (.2); review, comment on same (.6); review, comment on draft disclosure statement reply (1.0).
10/29/20	Lydia Yale	0.20	Research precedent confirmation tracker charts.
10/29/20	Lydia Yale	0.60	Research precedent disclosure statement motions.
10/30/20	Nicholas Adzima	3.40	Review, revise reply and tracker (2.6); telephone conferences with K&E team re same (.8).

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250007752
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/30/20	Susan D. Golden	0.90	Review U.S. Trustee objection to backstop payments (.3); correspond with S. Briefel and A. Weinhouse re response to same (.6).
10/30/20	Kevin Liang	0.10	Correspond with Company re plan, disclosure statement, BCA and rights offering procedures documents.
10/30/20	Christopher Marcus, P.C.	2.50	Review A&M claims, analysis and rights offering proposal (1.3); telephone conference with UCC re status (.7); telephone conference with K&E team re disclosure statement hearing (.5).
10/30/20	Evan Swager	5.70	Review, revise objection tracker (3.2); review, revise disclosure statement reply (2.1); correspond with N. Adzima, K&E team re same (.4).
10/30/20	Allyson Smith Weinhouse	4.70	Telephone conference with CCOB counsel re disclosure statement (.1); correspond with K&E team, Company re same (.2); review, analyze objections to disclosure statement (1.0); research, draft rebuttals re same (3.4).
10/31/20	Nicholas Adzima	5.20	Review, revise disclosure statement reply and disclosure statement materials (3.7); review, analyze precedent (1.0); correspond with A. Weinhouse and K&E team re same (.5).
10/31/20	Ross Fiedler	0.30	Review, revise plan (.2); correspond with A. Weinhouse re same (.1).
10/31/20	Evan Swager	1.40	Review, revise objection tracker.
10/31/20	Allyson Smith Weinhouse	4.60	Review, comment on disclosure statement reply and objection tracker (.7); correspond with N. Adzima, E. Swager re same (.4); review precedent re same (1.2); telephone conference with PW re same (.3); correspond with C. Marcus re same (.2); research reply (1.8).
Total		286.60	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

January 25, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007753

Client Matter: 18803-36

In the Matter of Employee Matters

For legal services rendered through October 31, 2020
(see attached Description of Legal Services for detail)

\$ 296.00

Total legal services rendered

\$ 296.00

Legal Services for the Period Ending October 31, 2020
Extraction Oil & Gas, Inc.
Employee Matters

Invoice Number: 1250007753
Matter Number: 18803-36

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Evan Swager	0.40	740.00	296.00
TOTALS	0.40		\$ 296.00

Legal Services for the Period Ending October 31, 2020
Extraction Oil & Gas, Inc.
Employee Matters

Invoice Number: 1250007753
Matter Number: 18803-36

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/20/20	Evan Swager	0.40	Research issue re wage disbursements.
Total		0.40	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

January 25, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007754

Client Matter: 18803-37

In the Matter of Executory Contracts/Unexpired Leases

For legal services rendered through October 31, 2020
(see attached Description of Legal Services for detail)

\$ 10,173.50

Total legal services rendered

\$ 10,173.50

Legal Services for the Period Ending October 31, 2020
Extraction Oil & Gas, Inc.
Executory Contracts/Unexpired Leases

Invoice Number: 1250007754
Matter Number: 18803-37

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	1.90	845.00	1,605.50
Kevin Liang	9.90	740.00	7,326.00
Allyson Smith Weinhouse	1.20	1,035.00	1,242.00
TOTALS	13.00		\$ 10,173.50

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Executory Contracts/Unexpired Leases

Invoice Number: 1250007754
 Matter Number: 18803-37

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/01/20	Kevin Liang	1.20	Correspond with Archrock re stipulation (.2); correspond with A&M re Archrock contracts (.1); review, revise Archrock stipulation (.8); correspond with K&E team re same (.1).
10/03/20	Kevin Liang	0.10	Correspond with Company and J-W re J-W rejection.
10/04/20	Kevin Liang	0.40	Review, analyze rejection issues and correspond with Company and K&E team re same.
10/05/20	Kevin Liang	2.90	Correspond with Company and J-W re settlement terms (.2); revise Blueprint 9019 motion, order, notice, sealing motion and order (1.5); review and correspond with K&E team and Company re sealing issue (.3); revise Archrock stipulation (.6); correspond with K&E team and Company re same (.1); correspond with Company and Archrock re pickup of units (.2).
10/06/20	Kevin Liang	0.30	Correspond with Archrock's counsel re Archrock stipulation (.1); correspond with Company re Bidell contracts and review issues (.2).
10/07/20	Nicholas Adzima	1.30	Draft rejection notice (.5); correspond with K&E team, A&M and Company re same (.4); prepare same for filing (.4).
10/07/20	Allyson Smith Weinhouse	0.40	Telephone conference with PW and A&M re contract negotiations update.
10/07/20	Allyson Smith Weinhouse	0.30	Correspond with Company and K&E team re notice of rejection.
10/08/20	Kevin Liang	1.10	Review, revise Archrock stipulation (.9); correspond with Archrock, K&E team, Company and WTP re same (.2).
10/09/20	Kevin Liang	0.10	Correspond with K&E team, Company and Archrock's counsel re Archrock stipulation.
10/14/20	Kevin Liang	0.20	Correspond with UCC and Company re Blueprint settlement agreement issues.
10/14/20	Allyson Smith Weinhouse	0.50	Telephone conference with K&E team re contracts and updates.
10/15/20	Kevin Liang	0.30	Review Bidell contract rejection issues (.2); correspond with K&E team re same (.1).

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Executory Contracts/Unexpired Leases

Invoice Number: 1250007754
 Matter Number: 18803-37

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/16/20	Kevin Liang	0.10	Review Bidell contract rejection issues with A&M.
10/21/20	Kevin Liang	1.50	Review, revise J-W stipulation (1.4); correspond with K&E team re same (.1).
10/23/20	Nicholas Adzima	0.60	Review, revise stipulation.
10/23/20	Kevin Liang	0.20	Review, analyze rejection notices (.1); correspond with K&E team re same (.1).
10/26/20	Kevin Liang	0.70	Revise J-W stipulation and correspond with K&E team, WTP, Company and A&M re same.
10/27/20	Kevin Liang	0.30	Review, revise J-W stipulation (.2); correspond with J-W and Company re same (.1).
10/28/20	Kevin Liang	0.40	Review, revise J-W stipulation and related materials (.3); correspond with J-W and K&E team re same (.1).
10/29/20	Kevin Liang	0.10	Correspond with J-W and Company re J-W stipulation order.
Total		13.00	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

January 25, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007755

Client Matter: 18803-38

In the Matter of Hearings

For legal services rendered through October 31, 2020
(see attached Description of Legal Services for detail)

\$ 454,232.50

Total legal services rendered

\$ 454,232.50

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Hearings

Invoice Number: 1250007755
 Matter Number: 18803-38

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	17.70	845.00	14,956.50
Bill Arnault	36.80	1,165.00	42,872.00
Jamie Alan Aycock	33.80	1,145.00	38,701.00
Brooksany Barrowes	19.90	1,345.00	26,765.50
Adam Louis Birnbaum	3.10	740.00	2,294.00
John Christian	30.40	835.00	25,384.00
Stephanie Cohen	6.20	845.00	5,239.00
Ross Fiedler	8.30	845.00	7,013.50
Christopher Fox	2.50	1,085.00	2,712.50
Maggie Hoffman	4.80	845.00	4,056.00
Grant Jones	26.50	835.00	22,127.50
Angela Leonard	22.90	375.00	8,587.50
Kevin Liang	29.90	740.00	22,126.00
Andrew L. Lombardo	3.20	965.00	3,088.00
Christopher Marcus, P.C.	27.00	1,635.00	44,145.00
Rebecca J. Marston	1.00	610.00	610.00
Rebekah Sills McEntire	15.00	1,025.00	15,375.00
Christian Menefee	18.00	1,045.00	18,810.00
Melissa Mertz	1.20	610.00	732.00
Arthur Patrick Muszynski	5.20	740.00	3,848.00
Aisha M. Noor	0.50	965.00	482.50
Jeffrey S. Quinn	0.40	1,375.00	550.00
Alexander Rayner	3.50	835.00	2,922.50
Anna G. Rotman, P.C.	31.80	1,425.00	45,315.00
Evan Swager	6.50	740.00	4,810.00
Chimezie Udozorh	4.00	740.00	2,960.00
Enoch Varner	8.70	1,195.00	10,396.50
Allyson Smith Weinhouse	36.70	1,035.00	37,984.50
Dustin Lyle Womack	1.60	725.00	1,160.00
Lydia Yale	1.00	275.00	275.00
Kenneth A. Young	36.30	1,045.00	37,933.50
TOTALS	444.40		\$ 454,232.50

Legal Services for the Period Ending October 31, 2020
Extraction Oil & Gas, Inc.
Hearings

Invoice Number: 1250007755
Matter Number: 18803-38

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/01/20	Nicholas Adzima	3.00	Prepare for and attend adversary hearing re midstream litigation.
10/01/20	Bill Arnault	5.70	Attend lift stay hearing.
10/01/20	Jamie Alan Aycock	5.70	Prepare for and attend lift automatic stay motion hearing.
10/01/20	Brooksany Barrowes	2.20	Attend lift hearing.
10/01/20	Adam Louis Birnbaum	2.10	Prepare for and attend continued hearing.
10/01/20	John Christian	4.90	Attend hearing re debtors' omnibus motion for entry of order authorizing rejection of unexpired leases and executory contracts.
10/01/20	Ross Fiedler	2.00	Attend hearing re midstream litigation.
10/01/20	Maggie Hoffman	1.40	Attend hearing re motion to reject lift automatic stay.
10/01/20	Grant Jones	4.00	Attend adversary hearing.
10/01/20	Angela Leonard	5.00	Attend adversary proceeding hearing.
10/01/20	Kevin Liang	4.80	Attend hearing re midstream litigation.
10/01/20	Andrew L. Lombardo	2.10	Attend hearing with bankruptcy court.
10/01/20	Christopher Marcus, P.C.	5.00	Attend hearing re midstream litigation.
10/01/20	Rebekah Sills McEntire	5.00	Attend automatic stay hearing.
10/01/20	Anna G. Rotman, P.C.	1.40	Attend court hearing re motion to lift stay.
10/01/20	Evan Swager	2.70	Attend hearing re midstream litigation.
10/01/20	Chimezie Udozorh	2.00	Prepare for and attend motion to lift automatic stay proceeding.
10/01/20	Allyson Smith Weinhouse	6.50	Prepare for and attend hearing re FERC matters.
10/01/20	Kenneth A. Young	5.00	Attend motion to lift stay hearing.
10/02/20	Nicholas Adzima	4.00	Prepare for and attend hearing re midstream litigation.
10/02/20	Bill Arnault	5.20	Attend hearing re lift stay motion.
10/02/20	Jamie Alan Aycock	5.60	Prepare for and attend hearing re lift stay motion (5.0); correspond with K&E team re same (.6).
10/02/20	Brooksany Barrowes	5.50	Prepare for motion to lift automatic stay hearing (4.0); attend same (1.5).
10/02/20	John Christian	4.80	Attend hearing re debtors' omnibus motion for entry of order authorizing rejection of unexpired leases and executory contracts.

Legal Services for the Period Ending October 31, 2020
Extraction Oil & Gas, Inc.
Hearings

Invoice Number: 1250007755
Matter Number: 18803-38

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/02/20	Stephanie Cohen	2.50	Attend omnibus hearing and evidentiary hearing re motion to reject.
10/02/20	Ross Fiedler	1.50	Attend midstream rejection hearing.
10/02/20	Grant Jones	4.00	Attend motion to lift automatic stay hearing.
10/02/20	Angela Leonard	3.00	Attend adversary proceeding hearing.
10/02/20	Kevin Liang	4.10	Attend midstream rejection hearing.
10/02/20	Andrew L. Lombardo	1.10	Attend hearing re rejection matters.
10/02/20	Christopher Marcus, P.C.	4.30	Attend midstream rejection hearing.
10/02/20	Rebekah Sills McEntire	6.50	Prepare for and attend hearing re motion to lift automatic stay.
10/02/20	Arthur Patrick Muszynski	1.40	Attend motion to lift automatic stay hearing and Midstream rejections re same.
10/02/20	Aisha M. Noor	0.50	Attend status hearing.
10/02/20	Anna G. Rotman, P.C.	2.10	Attend hearing re motion to lift stay.
10/02/20	Enoch Varner	0.80	Attend hearing re midstream contract rejection.
10/02/20	Allyson Smith Weinhouse	5.50	Prepare for and attend hearing re sealing motion and rejection matters.
10/02/20	Kenneth A. Young	5.00	Prepare for hearing re motion to abstain in adversary proceeding (1.0); attend hearing re motion to lift stay and motion to abstain (4.0).
10/05/20	Allyson Smith Weinhouse	0.30	Coordinate dial-ins and live lines for upcoming hearings.
10/06/20	Nicholas Adzima	0.80	Prepare for and attend status conference.
10/06/20	Jamie Alan Aycock	2.00	Attend hearing on Company motions to strike.
10/06/20	Adam Louis Birnbaum	0.40	Attend status hearing conference.
10/06/20	Ross Fiedler	0.80	Attend status conference.
10/06/20	Grant Jones	2.00	Attend status conference (1.0); telephone conference with A. Rotman, J. Aycock, K. Young and local counsel re next steps for hearing (1.0).
10/06/20	Angela Leonard	0.50	Attend hearing re outstanding discovery issues.
10/06/20	Kevin Liang	0.40	Attend status conference.
10/06/20	Christopher Marcus, P.C.	0.70	Attend status conference.
10/06/20	Arthur Patrick Muszynski	0.50	Attend status conference.
10/06/20	Anna G. Rotman, P.C.	0.60	Attend emergency status conference re declaration from undisclosed witness and debrief.

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Hearings

Invoice Number: 1250007755
 Matter Number: 18803-38

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/06/20	Evan Swager	0.40	Attend status conference.
10/06/20	Enoch Varner	1.00	Attend telephone conference re case status.
10/06/20	Allyson Smith Weinhouse	0.60	Attend status conference.
10/07/20	Nicholas Adzima	2.50	Prepare for and attend hearing re midstream litigation.
10/07/20	Bill Arnault	9.10	Prepare for and attend rejection motion hearing.
10/07/20	Brooksany Barrowes	4.50	Prepare for and attend rejection motion hearing.
10/07/20	John Christian	8.20	Attend hearing re debtors' omnibus motion for entry of order authorizing rejection of unexpired leases and executory contracts.
10/07/20	Stephanie Cohen	2.40	Attend hearing re rejection matters.
10/07/20	Ross Fiedler	2.00	Attend hearing re rejection matters.
10/07/20	Maggie Hoffman	3.40	Attend motion to reject hearing.
10/07/20	Grant Jones	5.50	Attend adversary hearing.
10/07/20	Angela Leonard	2.00	Attend rejection hearing, compile relevant materials and exhibits.
10/07/20	Kevin Liang	8.40	Attend hearing re rejection matters.
10/07/20	Christopher Marcus, P.C.	7.50	Attend hearing re rejection matters.
10/07/20	Arthur Patrick Muszynski	1.60	Attend rejection hearing (1.3); review correspondence re same (.3).
10/07/20	Alexander Rayner	1.20	Attend motion to reject hearing.
10/07/20	Anna G. Rotman, P.C.	10.70	Prepare for motion to reject hearing (2.1); attend motion to reject hearing and present M. Owens as witness (8.2); debrief from motion to reject hearing (.4).
10/07/20	Evan Swager	2.40	Attend adversary proceeding.
10/07/20	Chimezie Udozorh	2.00	Prepare for and attend rejection hearing.
10/07/20	Enoch Varner	3.10	Attend hearing re midstream contract rejection.
10/07/20	Allyson Smith Weinhouse	7.00	Attend hearing re rejection and business judgment.
10/07/20	Lydia Yale	0.70	Open listen-only conference line for October 7, 2020 hearing and confirm commencement of same (.6); reconnect dropped court listen-only line (.1).
10/07/20	Kenneth A. Young	7.60	Prepare for hearing re motion to reject (2.2); attend hearing re motion to reject (5.4).

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Hearings

Invoice Number: 1250007755
 Matter Number: 18803-38

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/17/20	Christian Menefee	1.00	Telephone conference re motion to reject hearing.
10/20/20	Nicholas Adzima	2.00	Prepare for and attend hearing re midstream matters.
10/20/20	Bill Arnault	8.40	Attend rejection trial (7.0); prepare for same (1.4).
10/20/20	Jamie Alan Aycock	8.60	Prepare for and attend continued hearing re motion to reject and correspond with K&E team re same.
10/20/20	Brooksany Barrowes	2.30	Attend rejection hearing.
10/20/20	John Christian	4.90	Attend hearing re debtors' omnibus motion for entry of order authorizing rejection of unexpired leases and executory contracts.
10/20/20	Stephanie Cohen	1.30	Attend midstream rejection hearing.
10/20/20	Ross Fiedler	1.00	Attend hearing re midstream rejection.
10/20/20	Christopher Fox	0.50	Attend hearing re midstream rejection.
10/20/20	Grant Jones	3.00	Attend hearing re rejection matters.
10/20/20	Angela Leonard	5.70	Attend adversary proceeding rejection hearing.
10/20/20	Kevin Liang	5.30	Attend hearing re rejection matters.
10/20/20	Christopher Marcus, P.C.	3.40	Attend rejection hearing.
10/20/20	Rebekah Sills McEntire	3.50	Attend hearing re rejection matters.
10/20/20	Christian Menefee	8.00	Prepare for and attend motion for rejection hearing.
10/20/20	Arthur Patrick Muszynski	0.80	Telephone conference re midstream rejection hearing.
10/20/20	Jeffrey S. Quinn	0.40	Attend court hearing re midstream rejection.
10/20/20	Alexander Rayner	1.00	Attend hearing re rejection.
10/20/20	Anna G. Rotman, P.C.	6.70	Attend hearing re motions to reject midstream agreements.
10/20/20	Evan Swager	1.00	Attend midstream rejection hearing.
10/20/20	Allyson Smith Weinhouse	6.00	Attend rejection hearing.
10/20/20	Lydia Yale	0.30	Open listen-only conference line for October 20, 2020 hearing and confirm commencement of same.
10/20/20	Kenneth A. Young	6.50	Prepare for and attend hearing re rejection of midstream agreements.
10/27/20	Nicholas Adzima	3.00	Prepare for and attend hearing re midstream rejection.
10/27/20	Bill Arnault	4.60	Attend rejection motion hearing.

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Hearings

Invoice Number: 1250007755
 Matter Number: 18803-38

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/27/20	Jamie Alan Aycock	5.50	Prepare for and attend hearing re rejection motion and cross-examination of witnesses.
10/27/20	Brooksany Barrowes	2.40	Attend rejection hearing.
10/27/20	Adam Louis Birnbaum	0.60	Attend hearing re rejection matters.
10/27/20	John Christian	3.80	Attend hearing re debtors' omnibus motion for entry of order authorizing rejection of unexpired leases and executory contracts.
10/27/20	Ross Fiedler	1.00	Attend hearing re rejection matters.
10/27/20	Christopher Fox	0.50	Attend hearing re rejection matters.
10/27/20	Grant Jones	5.00	Attend hearing re rejection matters.
10/27/20	Angela Leonard	3.70	Attend adversary proceeding rejection hearing.
10/27/20	Kevin Liang	3.70	Attend hearing re rejection matters.
10/27/20	Christopher Marcus, P.C.	3.20	Attend hearing re rejection matters.
10/27/20	Rebecca J. Marston	0.50	Attend hearing re rejection matters.
10/27/20	Christian Menefee	6.00	Prepare for and attend rejection hearing.
10/27/20	Anna G. Rotman, P.C.	5.20	Prepare for and attend evidentiary hearing for midstream contract rejections.
10/27/20	Anna G. Rotman, P.C.	0.60	Attend chambers conference with court.
10/27/20	Enoch Varner	1.80	Attend hearing re rejection matters.
10/27/20	Allyson Smith Weinhouse	6.50	Attend hearing re rejection matters (5.9); attend chambers conference (.6).
10/27/20	Kenneth A. Young	6.70	Prepare for and attend hearing re rejection of midstream contracts.
10/28/20	Nicholas Adzima	2.40	Prepare for and attend hearing re rejection matters.
10/28/20	Bill Arnault	3.80	Attend rejection hearing.
10/28/20	Jamie Alan Aycock	6.40	Prepare for and attend closing arguments re rejection motion and correspond with K&E team re same.
10/28/20	Brooksany Barrowes	3.00	Attend rejection hearing.
10/28/20	John Christian	3.80	Attend hearing re debtors' omnibus motion for entry of order authorizing rejection of unexpired leases and executory contracts.
10/28/20	Christopher Fox	1.50	Attend rejection hearing.
10/28/20	Grant Jones	3.00	Attend hearing re rejection matters.
10/28/20	Angela Leonard	3.00	Attend adversary proceeding rejection hearing.
10/28/20	Kevin Liang	3.20	Attend hearing re rejection matters.

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Hearings

Invoice Number: 1250007755
 Matter Number: 18803-38

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/28/20	Christopher Marcus, P.C.	2.90	Attend hearing re rejection matters.
10/28/20	Rebecca J. Marston	0.50	Attend hearing re rejection matters.
10/28/20	Christian Menefee	3.00	Prepare for and attend rejection hearing.
10/28/20	Melissa Mertz	1.20	Attend hearing re rejection matters.
10/28/20	Arthur Patrick Muszynski	0.90	Attend rejection hearing.
10/28/20	Alexander Rayner	1.30	Attend closing arguments hearing.
10/28/20	Anna G. Rotman, P.C.	4.50	Prepare for and argue closing arguments re motions to reject.
10/28/20	Enoch Varner	2.00	Attend hearing re rejection matters.
10/28/20	Allyson Smith Weinhouse	4.30	Attend closing arguments re rejection matters (4.0); correspond with WTP and U.S. Trustee re scheduling upcoming hearings (.3).
10/28/20	Dustin Lyle Womack	1.60	Attend hearing re closing arguments re motions to reject.
10/28/20	Kenneth A. Young	5.50	Prepare for and attend hearing re rejection of midstream contracts.
Total		444.40	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

January 25, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007756

Client Matter: 18803-39

In the Matter of Insurance and Surety Matters

For legal services rendered through October 31, 2020
(see attached Description of Legal Services for detail)

\$ 2,426.50

Total legal services rendered

\$ 2,426.50

Legal Services for the Period Ending October 31, 2020
Extraction Oil & Gas, Inc.
Insurance and Surety Matters

Invoice Number: 1250007756
Matter Number: 18803-39

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Kevin Liang	2.30	740.00	1,702.00
Allyson Smith Weinhouse	0.70	1,035.00	724.50
TOTALS	3.00		\$ 2,426.50

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Insurance and Surety Matters

Invoice Number: 1250007756
 Matter Number: 18803-39

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/12/20	Kevin Liang	0.50	Review, analyze surety bond issues (.3); correspond with K&E team and Zurich re same (.2).
10/13/20	Kevin Liang	0.50	Review, comment on Zurich indemnity agreement (.4); correspond with K&E team and Company re same (.1).
10/13/20	Allyson Smith Weinhouse	0.50	Review Zurich draft GIA (.3); correspond with K. Liang re same (.2).
10/14/20	Kevin Liang	0.40	Review, analyze Zurich surety bond issues (.2); telephone conference with K&E team and Zurich's counsel re same (.2).
10/14/20	Allyson Smith Weinhouse	0.20	Telephone conference with Zurich counsel re GIA.
10/19/20	Kevin Liang	0.70	Review, revise post-petition GIA (.5); correspond with Company and K&E team re same (.2).
10/26/20	Kevin Liang	0.20	Revise post-petition GIA (.1); correspond with K&E team and Zurich re same (.1).
Total		3.00	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

January 25, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007757

Client Matter: 18803-40

In the Matter of Retention K&E

For legal services rendered through October 31, 2020
(see attached Description of Legal Services for detail)

\$ 32,866.50

Total legal services rendered

\$ 32,866.50

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Retention K&E

Invoice Number: 1250007757
 Matter Number: 18803-40

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	4.50	845.00	3,802.50
Simon Briefel	0.40	845.00	338.00
Stephanie Cohen	16.40	845.00	13,858.00
Ross Fiedler	0.50	845.00	422.50
Kevin Liang	4.50	740.00	3,330.00
Andrew Polansky	1.10	845.00	929.50
Evan Swager	4.00	740.00	2,960.00
Allyson Smith Weinhouse	5.60	1,035.00	5,796.00
Lydia Yale	5.20	275.00	1,430.00
TOTALS	42.20		\$ 32,866.50

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Retention K&E

Invoice Number: 1250007757
 Matter Number: 18803-40

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/01/20	Kevin Liang	1.20	Review, revise billing memorandum (1.0); correspond with K&E team re same (.2).
10/02/20	Kevin Liang	0.90	Review, revise billing memorandum and correspond with K&E team re same (.8); review invoice re U.S. Trustee guidelines (.1).
10/03/20	Kevin Liang	2.10	Review invoice re U.S. Trustee guidelines.
10/04/20	Simon Briefel	0.40	Review, revise invoices re compliance with U.S. Trustee guidelines and local rules.
10/05/20	Nicholas Adzima	2.30	Review, revise invoices re U.S. Trustee guidelines.
10/05/20	Ross Fiedler	0.50	Review, revise invoices re U.S. Trustee guidelines and confidentiality issues.
10/05/20	Evan Swager	4.00	Review, revise invoices re U.S. Trustee guidelines.
10/05/20	Allyson Smith Weinhouse	0.60	Correspond with K&E team re billing memorandum (.3); comment on same (.3).
10/05/20	Allyson Smith Weinhouse	0.80	Correspond with J. Seiguer re fee estimates (.3); research comparables re same (.5).
10/09/20	Kevin Liang	0.20	Review, revise billing memorandum (.1); correspond with K&E team re same (.1).
10/09/20	Allyson Smith Weinhouse	1.90	Review, revise invoices re U.S. Trustee guidelines.
10/12/20	Stephanie Cohen	3.40	Research, analyze precedent re K&E interim fee application (1.0); draft same (2.4).
10/12/20	Lydia Yale	0.70	Analyze pleadings re deadline to file second supplemental retention declaration.
10/12/20	Lydia Yale	4.30	Draft interim compensation application.
10/13/20	Stephanie Cohen	3.60	Draft interim fee application (1.9); telephone conference with K&E team re review and revision of budget memorandum (1.7).
10/13/20	Allyson Smith Weinhouse	0.20	Correspond with C. Flores re invoices.
10/13/20	Lydia Yale	0.20	Research precedent re budget and staffing memorandum.
10/14/20	Stephanie Cohen	4.60	Review precedent and revise first interim fee application (3.1); revise budget and staffing materials (1.5).
10/15/20	Stephanie Cohen	1.10	Review, revise materials re budget and staffing memorandum.

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Retention K&E

Invoice Number: 1250007757
 Matter Number: 18803-40

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/16/20	Kevin Liang	0.10	Correspond with K&E team and WTP re CNO for K&E applications.
10/16/20	Allyson Smith Weinhouse	2.10	Review, revise invoices re U.S. Trustee guidelines.
10/19/20	Stephanie Cohen	2.50	Revise staffing and budgeting materials (1.9); review interim fee application (.6).
10/21/20	Nicholas Adzima	2.20	Draft interim fee application (1.6); review, analyze precedent re same (.6).
10/21/20	Stephanie Cohen	0.60	Revise budget memorandum.
10/21/20	Andrew Polansky	1.10	Revise K&E budgeting spreadsheet (.9); telephone conference and correspond with S. Cohen re same (.2).
10/22/20	Stephanie Cohen	0.60	Revise budget and staffing materials.
Total		42.20	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

January 25, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007758

Client Matter: 18803-41

In the Matter of Retention Non-K&E

For legal services rendered through October 31, 2020
(see attached Description of Legal Services for detail)

\$ 8,611.50

Total legal services rendered

\$ 8,611.50

Legal Services for the Period Ending October 31, 2020
Extraction Oil & Gas, Inc.
Retention Non-K&E

Invoice Number: 1250007758
Matter Number: 18803-41

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	2.30	845.00	1,943.50
Simon Briefel	0.50	845.00	422.50
Stephanie Cohen	3.30	845.00	2,788.50
Susan D. Golden	0.50	1,175.00	587.50
Kevin Liang	1.50	740.00	1,110.00
Allyson Smith Weinhouse	1.70	1,035.00	1,759.50
TOTALS	9.80		\$ 8,611.50

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Retention Non-K&E

Invoice Number: 1250007758
 Matter Number: 18803-41

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/01/20	Kevin Liang	0.40	Review, analyze Deloitte invoice (.3); correspond with K&E team and WTP re same (.1).
10/01/20	Allyson Smith Weinhouse	1.40	Correspond with J. Seiguer re engagement letters (.2); review, summarize same re fees (1.0); review Deloitte fee statement (.2).
10/09/20	Kevin Liang	0.70	Correspond with Deloitte re August fee application (.1); review same (.6).
10/09/20	Allyson Smith Weinhouse	0.30	Review Moelis fee statement (.1); correspond with WTP, Moelis re filing of same and interim fee application (.2).
10/12/20	Stephanie Cohen	1.20	Review, revise Stout retention application (1.0); correspond with Stout re same (.2).
10/13/20	Nicholas Adzima	1.20	Review, revise fee applications (.6); correspond with K&E team re same (.3); prepare same for filing (.3).
10/14/20	Nicholas Adzima	1.10	Review, analyze debtor professional fee applications (.7); prepare same for filing (.4).
10/14/20	Simon Briefel	0.50	Correspond with K&E team and ordinary course professionals re OCP cap.
10/16/20	Kevin Liang	0.10	Correspond with Deloitte re fee application.
10/19/20	Stephanie Cohen	0.40	Telephone conference with Stout re conflicts and retention matters.
10/19/20	Kevin Liang	0.10	Correspond with WTP and Deloitte re fee statement.
10/20/20	Kevin Liang	0.10	Correspond with WTP and A&M re K&E fee statement.
10/23/20	Kevin Liang	0.10	Correspond with K&E team re Riveron retention application.
10/26/20	Stephanie Cohen	0.60	Telephone conference and correspond with Stout re retention application, conflicts.
10/28/20	Stephanie Cohen	0.30	Correspond with WTP, Stout and A. Weinhouse re retention application (.1); revise application re same (.2).
10/28/20	Susan D. Golden	0.50	Correspond with U.S. Trustee re supplemental Riveron declaration and requested revisions to Riveron proposed order (.2); correspond with Riveron's counsel re same (.3).

Legal Services for the Period Ending October 31, 2020
Extraction Oil & Gas, Inc.
Retention Non-K&E

Invoice Number: 1250007758
Matter Number: 18803-41

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/30/20	Stephanie Cohen	0.80	Revise Stout retention application (.5); prepare same for filing (.3).
Total		9.80	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

January 25, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007759

Client Matter: 18803-42

In the Matter of Tax Issues

For legal services rendered through October 31, 2020
(see attached Description of Legal Services for detail)

\$ 12,112.50

Total legal services rendered

\$ 12,112.50

Legal Services for the Period Ending October 31, 2020
Extraction Oil & Gas, Inc.
Tax Issues

Invoice Number: 1250007759
Matter Number: 18803-42

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Mark Dundon, P.C.	3.30	1,360.00	4,488.00
Courtney Loyack	4.70	785.00	3,689.50
Joe Tobias	3.20	1,165.00	3,728.00
Allyson Smith Weinhouse	0.20	1,035.00	207.00
TOTALS	11.40		\$ 12,112.50

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Tax Issues

Invoice Number: 1250007759
 Matter Number: 18803-42

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/02/20	Mark Dundon, P.C.	0.50	Correspond with K&E team re treatment of Company liabilities in restructuring alternatives.
10/02/20	Allyson Smith Weinhouse	0.20	Correspond with R. Padjen re tax refund.
10/06/20	Mark Dundon, P.C.	1.00	Telephone conference with Plante Moran re tax due diligence.
10/06/20	Mark Dundon, P.C.	0.80	Telephone conference with K&E team re work in progress (.5); telephone conference with working group re status (.3).
10/06/20	Courtney Loyack	0.50	Prepare for and telephone conference with K&E team re updates.
10/06/20	Courtney Loyack	1.00	Prepare for and telephone conference with K&E team re tax issues.
10/06/20	Joe Tobias	1.30	Telephone conference with Petrie, Deloitte and Plante Moran re tax analysis (.9); telephone conference with Deloitte re tax updates (.4).
10/08/20	Joe Tobias	0.30	Telephone conference with K&E team re updates.
10/13/20	Courtney Loyack	0.50	Prepare for and attend telephone conference with K&E team re tax issues.
10/13/20	Joe Tobias	0.50	Telephone conference with Deloitte re tax updates.
10/20/20	Mark Dundon, P.C.	0.50	Telephone conference with K&E team re weekly tax updates.
10/20/20	Courtney Loyack	0.30	Prepare for and telephone conference re status updates re tax issues.
10/20/20	Joe Tobias	0.30	Telephone conference with Deloitte re weekly tax updates.
10/22/20	Courtney Loyack	2.40	Review and revise tax opinion.
10/22/20	Joe Tobias	0.50	Telephone conference with K&E team re updates.
10/27/20	Mark Dundon, P.C.	0.50	Telephone conference with K&E team re tax status updates.
10/27/20	Joe Tobias	0.30	Telephone conference with Deloitte re tax matters.
Total		11.40	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

January 25, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007760

Client Matter: 18803-44

In the Matter of US Trustee Communications and Statutory Reporting

For legal services rendered through October 31, 2020
(see attached Description of Legal Services for detail)

\$ 967.50

Total legal services rendered

\$ 967.50

Legal Services for the Period Ending October 31, 2020
Extraction Oil & Gas, Inc.
US Trustee Communications and Statutory Reporting

Invoice Number: 1250007760
Matter Number: 18803-44

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	0.90	845.00	760.50
Allyson Smith Weinhouse	0.20	1,035.00	207.00
TOTALS	1.10		\$ 967.50

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 US Trustee Communications and Statutory Reporting

Invoice Number: 1250007760
 Matter Number: 18803-44

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/01/20	Allyson Smith Weinhouse	0.20	Correspond with U.S. Trustee re disclosure statement.
10/28/20	Nicholas Adzima	0.90	Conference with working group re monthly operating report (.5); review, analyze materials re same (.4).
Total		1.10	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

January 25, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007761
Client Matter: 18803-45

In the Matter of Use, Sale, and Disposition of Property

For legal services rendered through October 31, 2020
(see attached Description of Legal Services for detail)

\$ 29,299.00

Total legal services rendered

\$ 29,299.00

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1250007761
 Matter Number: 18803-45

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Douglas E. Bacon, P.C.	5.50	1,495.00	8,222.50
Ross Fiedler	1.20	845.00	1,014.00
Christopher S.C. Heasley	0.50	1,165.00	582.50
Kevin Liang	0.20	740.00	148.00
Andrew L. Lombardo	3.70	965.00	3,570.50
Christopher Marcus, P.C.	3.40	1,635.00	5,559.00
Enoch Varner	4.90	1,195.00	5,855.50
Camille Elizabeth Walker	1.10	1,035.00	1,138.50
Allyson Smith Weinhouse	3.10	1,035.00	3,208.50
TOTALS	23.60		\$ 29,299.00

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1250007761
 Matter Number: 18803-45

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/01/20	Andrew L. Lombardo	1.80	Correspond with Moelis and Wachtell re non-disclosure agreement requests (.4); telephone conference with K&E team, advisors re updates (.5); telephone conference with A&M re non-disclosure agreement issues (.6); correspond with E. Varner and E. Christ re same (.3).
10/01/20	Enoch Varner	0.70	Correspond with K&E team re proposed merger timeline (.3); correspond with counsel for bondholders re merger process and non-disclosure agreement matters (.2); correspond with counsel for counterparty re non-disclosure agreement matters (.2).
10/01/20	Camille Elizabeth Walker	1.10	Prepare for and telephone conference with K&E team, advisors and Company re work in process (.6); review merger agreement re transaction checklist (.5).
10/02/20	Douglas E. Bacon, P.C.	3.00	Telephone conference with K&E team, advisors and Company re work in process (1.0); analyze materials re same (1.1); correspond with K&E team re same (.3); telephone conferences with K&E team re same (.6).
10/02/20	Andrew L. Lombardo	1.40	Analyze non-disclosure agreement (.4); review and revise wall-cross script for potential financing party re non-disclosure agreement (.5); correspond with Petrie re same (.5).
10/02/20	Enoch Varner	0.90	Correspond with D. Bacon and Petrie re interactions with counsel for counterparty (.3); review merger timeline and correspond with A. Weinhouse re same (.6).
10/05/20	Christopher Marcus, P.C.	0.50	Telephone conference with K&E team re M&A process.
10/06/20	Andrew L. Lombardo	0.50	Correspond with K&E team re updates to M&A process.
10/06/20	Christopher Marcus, P.C.	0.50	Telephone conference with K&E team re M&A status.
10/06/20	Enoch Varner	0.30	Prepare for and telephone conference with K&E team re case status.

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1250007761
 Matter Number: 18803-45

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/07/20	Douglas E. Bacon, P.C.	2.00	Review documents (1.2); analyze issues list (.4); telephone conference with K&E team, Company and advisors re work in process (.4).
10/08/20	Ross Fiedler	0.90	Draft notice of termination of merger discussions with merger counterparty (.4); correspond with K&E team, Company re same (.3); correspond with UCC counsel, PW and Bracewell re same (.2).
10/08/20	Allyson Smith Weinhouse	0.80	Correspond with T. Tyree re merger notice (.1); telephone conference with C. Marcus re same (.2); telephone conference with T. Tyree re same (.2); correspond with K&E team re same (.2); review same (.1).
10/09/20	Ross Fiedler	0.30	Correspond with UCC counsel, PW and Bracewell re notice of termination of merger discussions with merger counterparty.
10/09/20	Christopher Marcus, P.C.	1.20	Telephone conference with PW re M&A transaction (.6); telephone conference with UCC re M&A transaction (.3); telephone conference with K&E team re M&A transaction (.3).
10/09/20	Allyson Smith Weinhouse	0.20	Correspond with R. Fiedler re notice of termination of merger discussions.
10/13/20	Christopher S.C. Heasley	0.50	Review and revise analysis.
10/19/20	Kevin Liang	0.20	Correspond with Company and K&E team re de minimis asset sale order.
10/21/20	Douglas E. Bacon, P.C.	0.50	Correspond with K&E team re transaction process (.1); telephone conference with K&E team re same (.4).
10/23/20	Enoch Varner	0.30	Correspond with K&E team, Company re sale discussions.
10/24/20	Christopher Marcus, P.C.	0.50	Telephone conference with K&E team re M&A process.
10/24/20	Enoch Varner	1.00	Telephone conference with Petrie re sale transactions (.6); telephone conference with K&E team re same (.4).
10/24/20	Allyson Smith Weinhouse	0.80	Telephone conference with Petrie, K&E team re potential post-emergence transactions.
10/26/20	Enoch Varner	1.20	Correspond with K&E team and Petrie re potential merger transactions.
10/29/20	Christopher Marcus, P.C.	0.70	Review materials re post-emergence M&A timing.

Legal Services for the Period Ending October 31, 2020
Extraction Oil & Gas, Inc.
Use, Sale, and Disposition of Property

Invoice Number: 1250007761
Matter Number: 18803-45

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/29/20	Enoch Varner	0.50	Review non-disclosure agreement timeline.
10/29/20	Allyson Smith Weinhouse	1.30	Telephone conference with Petrie, K&E team re potential post-emergence transactions (1.0); correspond with C. Marcus re same (.3).
Total		23.60	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

January 25, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007762

Client Matter: 18803-46

In the Matter of Utilities

For legal services rendered through October 31, 2020
(see attached Description of Legal Services for detail)

\$ 296.00

Total legal services rendered

\$ 296.00

Legal Services for the Period Ending October 31, 2020
Extraction Oil & Gas, Inc.
Utilities

Invoice Number: 1250007762
Matter Number: 18803-46

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Evan Swager	0.40	740.00	296.00
TOTALS	0.40		\$ 296.00

Legal Services for the Period Ending October 31, 2020
Extraction Oil & Gas, Inc.
Utilities

Invoice Number: 1250007762
Matter Number: 18803-46

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/20/20	Evan Swager	0.40	Research issue re pre-petition utilities disbursements.
Total		0.40	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

January 25, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007764

Client Matter: 18803-48

In the Matter of Environmental Issues

For legal services rendered through October 31, 2020
(see attached Description of Legal Services for detail)

\$ 422.50

Total legal services rendered

\$ 422.50

Legal Services for the Period Ending October 31, 2020
Extraction Oil & Gas, Inc.
Environmental Issues

Invoice Number: 1250007764
Matter Number: 18803-48

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Simon Briefel	0.50	845.00	422.50
TOTALS	0.50		\$ 422.50

Legal Services for the Period Ending October 31, 2020
Extraction Oil & Gas, Inc.
Environmental Issues

Invoice Number: 1250007764
Matter Number: 18803-48

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/18/20	Simon Briefel	0.50	Telephone conference with K&E team and PW re regulatory matters.
Total		0.50	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

January 25, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007765

Client Matter: 18803-49

In the Matter of Schedules/SOFA

For legal services rendered through October 31, 2020
(see attached Description of Legal Services for detail)

\$ 3,312.00

Total legal services rendered

\$ 3,312.00

Legal Services for the Period Ending October 31, 2020
Extraction Oil & Gas, Inc.
Schedules/SOFA

Invoice Number: 1250007765
Matter Number: 18803-49

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Allyson Smith Weinhouse	3.20	1,035.00	3,312.00
TOTALS	3.20		\$ 3,312.00

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Schedules/SOFA

Invoice Number: 1250007765
 Matter Number: 18803-49

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/01/20	Allyson Smith Weinhouse	2.60	Draft talking points re sealing motion (1.2); prepare for hearing re same (1.4).
10/02/20	Allyson Smith Weinhouse	0.60	Revise sealing order (.3); correspond with U.S. Trustee re same (.1); coordinate filing of same (.2).
Total		3.20	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

January 25, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007766

Client Matter: 18803-50

In the Matter of Rights Offering/Exit Financing

For legal services rendered through October 31, 2020
(see attached Description of Legal Services for detail)

\$ 148,738.50

Total legal services rendered

\$ 148,738.50

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250007766
 Matter Number: 18803-50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Adam Louis Birnbaum	25.10	740.00	18,574.00
Will W. Bos, P.C.	14.50	1,545.00	22,402.50
Simon Briefel	20.60	845.00	17,407.00
Ross Fiedler	0.50	845.00	422.50
Bryan D. Flannery	4.20	1,135.00	4,767.00
Christopher Fox	3.30	1,085.00	3,580.50
Andrew L. Lombardo	2.90	965.00	2,798.50
Christopher Marcus, P.C.	4.40	1,635.00	7,194.00
Rebecca J. Marston	19.00	610.00	11,590.00
Mitch McClellan	8.10	1,135.00	9,193.50
Melissa Mertz	2.50	610.00	1,525.00
Arthur Patrick Muszynski	3.40	740.00	2,516.00
Aisha M. Noor	24.90	965.00	24,028.50
Enoch Varner	5.60	1,195.00	6,692.00
Allyson Smith Weinhouse	15.00	1,035.00	15,525.00
Lydia Yale	1.90	275.00	522.50
TOTALS	155.90		\$ 148,738.50

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250007766
 Matter Number: 18803-50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/02/20	Adam Louis Birnbaum	0.30	Review and analyze Company's disclosure to lenders re merger and financing alternatives.
10/02/20	Will W. Bos, P.C.	0.90	Correspond with Company and advisors re exit financing.
10/06/20	Adam Louis Birnbaum	0.60	Prepare for and attend telephone conference with K&E team, Company and advisor teams.
10/07/20	Will W. Bos, P.C.	1.10	Review revised drafts of exit facility term sheet (1.0); correspond with K&E team re same (.1).
10/08/20	Adam Louis Birnbaum	4.20	Review, revise and analyze exit term loan term sheet (.8); telephone conference with K&E team, Company and advisors (.4); review, revise and analyze exit facility term sheet comparison chart (1.9); review and revise exit facility term sheet (1.1).
10/08/20	Will W. Bos, P.C.	0.90	Negotiate with lenders re exit facility.
10/08/20	Mitch McClellan	2.70	Analyze, revise exit term sheet and commitment letter.
10/08/20	Aisha M. Noor	6.00	Prepare comments to exit term sheet, agent fee letter, lender fee letter, commitment letter and initial draft of short-form term loan facility term sheet.
10/08/20	Allyson Smith Weinhouse	1.10	Correspond with working group re exit facility (.3); review term sheet re same (.4); correspond with PW re same (.4).
10/09/20	Adam Louis Birnbaum	0.60	Review and revise exit facility term sheet.
10/09/20	Aisha M. Noor	0.70	Review and revise exit term sheet re K&E team comments (.3); telephone conference with Bracewell re timeline (.4).
10/09/20	Allyson Smith Weinhouse	0.30	Comment on exit documents.
10/10/20	Mitch McClellan	1.40	Analyze and revise exit term sheet (.7); prepare for and attend telephone conference with Company re same (.7).
10/10/20	Aisha M. Noor	2.40	Telephone conference with M. Foschi re exit term sheet issues (.8); review and revise comments to exit term sheet (1.6).
10/11/20	Will W. Bos, P.C.	1.90	Review and revise term sheet (1.1); correspond with Company and advisors re exit financing (.8).

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250007766
 Matter Number: 18803-50

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/12/20	Will W. Bos, P.C.	0.90	Correspond with K&E team re exit term sheet.
10/12/20	Mitch McClellan	1.20	Analyze and revise exit term sheet (.8); prepare for and telephone conference with Company re same (.4).
10/12/20	Aisha M. Noor	2.50	Telephone conference with M. Foschi, M. McClellan re exit RBL and term loan term sheets (.4); review, revise exit term sheets and correspond with Company re same (1.7); correspond with bondholder's counsel re drafts of exit term sheets (.4).
10/13/20	Will W. Bos, P.C.	1.10	Negotiate with lenders re exit facility term sheet.
10/13/20	Mitch McClellan	0.50	Prepare for and telephone conference with Company re exit term sheet.
10/13/20	Aisha M. Noor	0.70	Prepare for and telephone conference with Company re exit RBL and term loan term sheets (.3); correspond with bondholder's counsel re same (.1); review, revise term sheets and circulate to opposing counsel (.3).
10/13/20	Allyson Smith Weinhouse	0.70	Telephone conference with K&E team re exit facility term sheet.
10/14/20	Adam Louis Birnbaum	0.90	Prepare for and telephone conference with Bracewell and K&E team re exit timeline (.3); telephone conference with K&E team and Bracewell re emergence and exit facility timeline (.6).
10/14/20	Will W. Bos, P.C.	1.10	Telephone conference with Bracewell and K&E team re exit facility (.3); review same (.8).
10/14/20	Mitch McClellan	0.30	Prepare for and telephone conference with Bracewell re exit financing timing.
10/14/20	Aisha M. Noor	1.60	Telephone conference with Company and advisors re strategy (1.0); telephone conference with Wells Fargo, counsel and financial advisors re same (.6).
10/14/20	Allyson Smith Weinhouse	0.30	Correspond with K&E team re exit facility.
10/14/20	Allyson Smith Weinhouse	0.80	Telephone conference with K&E team re exit facility term sheet.
10/16/20	Adam Louis Birnbaum	1.80	Review and revise commitment letter (1.2); review, revise agent and lender fee letters (.6).
10/16/20	Will W. Bos, P.C.	0.80	Provide comments to exit facility term sheet.

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250007766
 Matter Number: 18803-50

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/16/20	Simon Briefel	0.60	Telephone conference with Stroock re backstop procedures.
10/16/20	Ross Fiedler	0.50	Telephone conference with PW and K&E team re rights offering.
10/16/20	Bryan D. Flannery	0.60	Telephone conference with K&E team, PW re rights offering (.2); telephone conference with KCC team re same (.4).
10/16/20	Christopher Fox	0.70	Telephone conference with working group re changes to rights offering procedures (.5); telephone conference with B. Flannery re status of rights offering procedures (.2).
10/16/20	Christopher Marcus, P.C.	0.30	Review correspondence re exit.
10/16/20	Aisha M. Noor	0.30	Review, revise commitment letter and fee letters.
10/18/20	Will W. Bos, P.C.	0.40	Correspond with K&E team re exit financing.
10/19/20	Adam Louis Birnbaum	0.30	Draft and revise omnibus secretary's certificate.
10/19/20	Adam Louis Birnbaum	0.80	Review and analyze backstop commitment agreement re same.
10/19/20	Bryan D. Flannery	0.60	Review rights offering procedures.
10/19/20	Christopher Fox	1.00	Review and comments on rights offering procedures, disclosure statement and plan of reorganization.
10/19/20	Arthur Patrick Muszynski	1.60	Draft, review and revise rights offering procedures, backstop commitment agreement and disclosure statement (1.0); draft and review correspondence re same (.6).
10/19/20	Aisha M. Noor	0.20	Correspond with K&E team re secretary's certificates, resolutions and responsible officer's certificate.
10/20/20	Adam Louis Birnbaum	3.50	Review and analyze exit RBL term sheet re bondholder markup (.5); draft and revise omnibus secretary's certificate (.4); draft and revise responsible officer's certificate (.4); draft and revise omnibus consent (1.4); review and analyze exit term loan sheet (.4); telephone conference with K&E team, Moelis and PW re exit RBL term sheet (.4).
10/20/20	Will W. Bos, P.C.	1.40	Review term sheets and exit facility commitment letter.
10/20/20	Christopher Fox	0.30	Review and provide sign-off on changes to rights offering procedures from PW.

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250007766
 Matter Number: 18803-50

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/20/20	Christopher Marcus, P.C.	1.10	Telephone conference with PW re backstop correspondence (.4); review correspondence re same (.3); review correspondence re exit (.4).
10/20/20	Mitch McClellan	1.50	Analyze, revise commitment letter and term sheet (.5); prepare for and attend telephone conference with Company re same (.5); prepare for and attend telephone conference with PW re same (.5).
10/20/20	Arthur Patrick Muszynski	1.60	Draft, review and revise plan, disclosure statement, backstop commitment agreement and rights offering procedures (1.0); draft and review correspondence re same (.6).
10/20/20	Aisha M. Noor	1.80	Telephone conference with Company and Moelis re exit term sheet (.5); correspond with bondholders and Bracewell re timing of comments (.2); review and analyze revised draft of exit RBL term sheet (1.1).
10/21/20	Adam Louis Birnbaum	6.10	Draft and revise support certificate re K&E legal opinion (.8); draft and revise omnibus consent (1.5); review and revise responsible officer's certificate (.3); draft and revise issues list re DIP and exit RBL fees (1.2); review and analyze DIP commitment letter, fee letter, exit commitment letter and fee letters re same and confidentiality provisions (1.1); review, revise and analyze exit RBL term sheet (.5); review and analyze exit term loan term sheet (.4); review and revise commitment letter (.3).
10/21/20	Will W. Bos, P.C.	0.80	Correspond re next steps and open issues.
10/21/20	Christopher Fox	0.30	Review rights offering procedures re backstop fee changes.
10/21/20	Arthur Patrick Muszynski	0.20	Review rights offering procedures re inclusion of fees.
10/21/20	Aisha M. Noor	3.30	Prepare summary of DIP and exit financing fees (.5); correspond with bondholders and Bracewell re timing of comments (.8); review and revise draft commitment letter and term loan term sheet (1.0); telephone conference with T. Woods re timing of posting to banks (.2); review and comment on initial drafts of secretary's certificate, omnibus consent, responsible officer's certificate and support certificate (.8).

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250007766
 Matter Number: 18803-50

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/21/20	Allyson Smith Weinhouse	1.20	Telephone conference with B. Latif re backstop commitment agreement (.3); correspond with C. Marcus re same (.2); revise same (.4); correspond with creditor groups re same (.3).
10/22/20	Adam Louis Birnbaum	1.40	Draft and revise omnibus consent (.8); review and revise responsible officer's certificate (.3); review and revise omnibus secretary's certificate (.3).
10/22/20	Bryan D. Flannery	0.30	Draft and revise rights offering procedures.
10/22/20	Christopher Fox	0.50	Telephone conference with K&E team re status update.
10/22/20	Christopher Marcus, P.C.	1.80	Telephone conference with PW re rights offering (.5); telephone conference with working group re status and next steps (.5); review backstop agreement (.3); telephone conference with A. Weinhouse re same (.5).
10/22/20	Mitch McClellan	0.50	Prepare for and telephone conference with Bracewell re exit term sheet and status.
10/22/20	Aisha M. Noor	3.00	Telephone conference with K&E team re updates (.6); correspond with bondholders re timing of comments to exit RBL term sheet (.5); coordinate and telephone conference with Bracewell re same (1.0); telephone conference with K&E team re filing documents (.9).
10/23/20	Adam Louis Birnbaum	0.30	Review and revise omnibus secretary's certificate.
10/24/20	Adam Louis Birnbaum	0.60	Review and analyze exit RBL term sheet re bondholder and lenders' comments.
10/24/20	Will W. Bos, P.C.	1.20	Revise commitment letter and term sheet.
10/24/20	Aisha M. Noor	1.10	Review PW comments to exit RBL term sheet (.2); combine same with K&E team comments and circulate to lender's counsel, PW and UCC counsel (.9).
10/25/20	Adam Louis Birnbaum	1.10	Review, revise and analyze exit RBL term sheet (.6); review and analyze exit commitment letter (.5).
10/25/20	Will W. Bos, P.C.	1.10	Review commitment letter and correspond with K&E team re same.
10/26/20	Simon Briefel	2.50	Review, revise backstop commitment motion re U.S. Trustee objection (1.7); review, research issues re same (.8).

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250007766
 Matter Number: 18803-50

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/26/20	Bryan D. Flannery	1.30	Prepare for and telephone conference with PW re rights offering (.5); telephone conference with K&E team and Company re same (.8).
10/26/20	Christopher Fox	0.50	Telephone conference with PW, K&E team re GUC and UCC participation in rights offering.
10/26/20	Aisha M. Noor	0.80	Review final drafts of fee letters, commitment letter and term sheets (.3); correspond with PW and UCC re same (.2); correspond with UCC re questions re same (.3).
10/26/20	Allyson Smith Weinhouse	3.20	Telephone conference with PW re GUC equity mechanism (.7); research precedent re same (1.6); telephone conference with advisor group re same (.9).
10/26/20	Lydia Yale	1.80	Research precedent replies in support of backstop agreement approval motion.
10/27/20	Simon Briefel	1.10	Telephone conference with K&E team, PW re backstop and rights offering (.5); correspond with K&E team re same (.4); analyze issues re same (.2).
10/27/20	Bryan D. Flannery	0.90	Telephone conferences with K&E team, PW re rights offering (.7); review term sheet (.2).
10/27/20	Aisha M. Noor	0.10	Correspond with UCC re exit commitments.
10/27/20	Enoch Varner	1.40	Telephone conference with bondholders' counsel re case (.3); review questions from Stroock re backstop and prepare comments, responses to same (.5); telephone conference with A. Weinhouse and J. Seiguer re supplemental rights offering term sheet (.4); correspond with A. Lombardo re same (.2).
10/28/20	Andrew L. Lombardo	1.90	Analyze questions from Company and Moelis re GUC rights offering term sheet (.9); review and revise term sheet in response to same (1.0).
10/28/20	Christopher Marcus, P.C.	0.50	Review backstop.
10/28/20	Rebecca J. Marston	1.20	Draft backstop reply.
10/28/20	Rebecca J. Marston	1.30	Draft table re bondholder non-disclosure agreement timelines (1.0); correspond with N. Adzima re same (.3).

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250007766
 Matter Number: 18803-50

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/28/20	Enoch Varner	1.80	Review, revise backstop materials (.6); correspond with K&E team re rights offering term sheet (.2); review, revise same (.6); review, revise backstop agreement and term sheet (.4).
10/28/20	Allyson Smith Weinhouse	3.00	Correspond with advisor group re backstop commitment agreement and rights offering GUC term sheet (.5); review and comment on same (.3); correspond with T. Tyree re same (.4); correspond with E. Varner re same (.3); correspond with PW re same (.2); telephone conference with C. Hopkins re BCA (.2); review revised GUC term sheet and BCA (.4); correspond with K&E team re same (.2); revise same (.2); correspond with Company re same (.3).
10/29/20	Adam Louis Birnbaum	0.80	Review, analyze key dates and deadlines charts in preparation of telephone conference with K&E team (.3); telephone conference with K&E team, Company and advisors (.5).
10/29/20	Simon Briefel	1.20	Correspond with K&E team re BCA, rights offering (.4); draft and revise BCA motion objection tracker (.8).
10/29/20	Bryan D. Flannery	0.50	Telephone conference with K&E team, Company and advisors re work in process (.3); correspond with K&E team re listing matters (.2).
10/29/20	Aisha M. Noor	0.40	Telephone conference with K&E team re updates.
10/29/20	Enoch Varner	2.00	Telephone conference with K&E team re post-emergence strategic transactions (.9); telephone conference with K&E team re updates (.6); telephone conference with C. Hine re antitrust matters (.5).
10/29/20	Allyson Smith Weinhouse	0.90	Telephone conference with C. Marcus, E. Gilad re rights offering.
10/30/20	Will W. Bos, P.C.	0.90	Negotiate re exit term sheet.
10/30/20	Simon Briefel	4.80	Draft, revise BCA motion objection chart (2.0); analyze issues re same (.8); correspond with K&E team re same (.2); draft, revise BCA motion (1.8).
10/30/20	Andrew L. Lombardo	1.00	Review and revise backstop commitment agreement.

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250007766
 Matter Number: 18803-50

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/30/20	Christopher Marcus, P.C.	0.70	Review rights offering documents and proposal.
10/30/20	Rebecca J. Marston	4.50	Research objection by U.S. Trustee to backstop commitment agreement.
10/30/20	Melissa Mertz	2.50	Draft declaration in support of backstop commitment (2.4); correspond with S. Briefel re same (.1).
10/30/20	Enoch Varner	0.40	Review revised backstop agreement (.2); comment same (.2).
10/30/20	Allyson Smith Weinhouse	1.20	Review U.S. Trustee objection to BCA (.3); correspond with S. Briefel, S. Golden re same (.3); telephone conference with PW re objections (.6).
10/30/20	Lydia Yale	0.10	Research precedent declarations in support of backstop commitment agreements.
10/31/20	Adam Louis Birnbaum	1.80	Review, analyze pre-petition RBL and DIP credit agreement re events of default, permitted tax liens and trade creditor liens (1.0); draft and revise summary re same (.8).
10/31/20	Simon Briefel	10.40	Review, revise BCA motion objection chart (1.5); review, revise BCA motion (4.0); correspond with K&E team re same (.5); review, research issues re same (2.4); analyze issue re same (2.0).
10/31/20	Rebecca J. Marston	12.00	Research U.S. Trustee's objection to backstop commitment agreement (9.2); telephone conference with S. Briefel re same (.6); draft precedent chart re backstop premium rates (2.2).
10/31/20	Allyson Smith Weinhouse	2.30	Research issues re BCA reply (1.0); draft rebuttals to objections (.9); correspond with S. Briefel re same (.4).
Total		155.90	

November 2020

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

February 23, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007981
Client Matter: 18803-25

In the Matter of Adversary Proceedings/Contested Matters

For legal services rendered through November 30, 2020
(see attached Description of Legal Services for detail)

\$ 1,199,908.00

Total legal services rendered

\$ 1,199,908.00

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	6.50	845.00	5,492.50
Bill Arnault	3.00	1,165.00	3,495.00
Jamie Alan Aycock	72.60	1,145.00	83,127.00
Ben A. Barnes	61.00	1,025.00	62,525.00
Brooksany Barrowes	7.10	1,345.00	9,549.50
Nicholas Benham	123.60	610.00	75,396.00
Cade C. Boland	8.20	610.00	5,002.00
Simon Briefel	1.00	845.00	845.00
Justin W. Clune	0.40	1,035.00	414.00
Stephanie Cohen	10.60	845.00	8,957.00
Adrienne Courts	18.00	375.00	6,750.00
Juliana Dowling	9.50	610.00	5,795.00
Ross Fiedler	30.00	845.00	25,350.00
Jon D. Fish	15.30	610.00	9,333.00
Zac Henderson	3.40	725.00	2,465.00
George W. Hicks Jr., P.C.	17.70	1,295.00	22,921.50
Harry W. Hild	3.00	320.00	960.00
Grant Jones	113.20	835.00	94,522.00
Andrew C. Lawrence	22.40	1,025.00	22,960.00
Angela Leonard	175.70	375.00	65,887.50
Kevin Liang	1.80	740.00	1,332.00
Library Factual Research	2.80	375.00	1,050.00
Corinna Luschini	15.20	265.00	4,028.00
Christopher Marcus, P.C.	37.60	1,635.00	61,476.00
Rebecca J. Marston	0.30	610.00	183.00
Rebekah Sills McEntire	48.40	1,025.00	49,610.00
Melissa Mertz	0.40	610.00	244.00
Kathleen Murray	10.10	610.00	6,161.00
Orla Patricia O'Callaghan	93.20	835.00	77,822.00
Michael P. Quinn	10.80	610.00	6,588.00
Alexander Rayner	0.50	835.00	417.50
Stephen M. Rees	8.90	725.00	6,452.50

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Harker Rhodes	0.70	1,095.00	766.50
Anna G. Rotman, P.C.	110.00	1,425.00	156,750.00
Alexandra Schrader	8.70	610.00	5,307.00
Allyson B. Smith	6.90	1,035.00	7,141.50
Chad Michael Smith, P.C.	1.20	1,215.00	1,458.00
Evan Swager	0.30	740.00	222.00
Enoch Varner	0.50	1,195.00	597.50
Gary M. Vogt	0.50	445.00	222.50
Laura Elizabeth Wolk	28.50	990.00	28,215.00
Dustin Lyle Womack	118.80	725.00	86,130.00
Lydia Yale	7.10	275.00	1,952.50
Kenneth A. Young	162.10	1,045.00	169,394.50
Edward Zhang	8.60	610.00	5,246.00
Matthew J. Zhu	15.40	610.00	9,394.00
TOTALS	1,401.50		\$ 1,199,908.00

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/01/20	Nicholas Benham	10.30	Review, analyze discovery documents for privilege, responsiveness and confidentiality issues (4.0); revise first-pass designation re discovery documents (4.0); research attorney-Company privilege and work product re discovery documents (1.5); correspond with O. O'Callaghan re same and project status (.8).
11/01/20	Angela Leonard	3.30	Update litigation calendar (.2); manage and organize file materials into document management systems (3.1).
11/01/20	Christopher Marcus, P.C.	2.70	Telephone conference with J. Seiguer and D. Bacon re strategy (.5); telephone conference with management re midstream (1.0); telephone conference with K&E team re discovery (.5); telephone conference with Akin re Elevation settlement (.7).
11/01/20	Orla Patricia O'Callaghan	6.60	Correspond with N. Benham re document review (.8); review QC document (4.9); telephone conference with T. Roberts re production of Moelis documents (.1); telephone conference with C. Marcus, A. Weinhouse and A. Rotman re UCC discovery issues (.3); correspond with M. Singh re tomorrow's production (.5).
11/01/20	Anna G. Rotman, P.C.	1.50	Telephone conference with K&E team and advisors re midstream strategy (1.3); telephone conference with M. Foschi and E. Christ re settlement (.2).
11/01/20	Allyson B. Smith	0.50	Telephone conference with Elevation re potential settlement.
11/02/20	Nicholas Adzima	1.10	Telephone conferences with working group re settlement of adversary proceedings.
11/02/20	Jamie Alan Aycock	3.10	Correspond with K&E team re ruling (1.5); review and analyze order (1.2); correspond with K&E team re appellate strategy (.4).
11/02/20	Brooksany Barrowes	0.20	Correspond with K&E team re follow-up questions re rejection hearing.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/02/20	Nicholas Benham	8.20	Review and analyze discovery documents for privilege, confidentiality and responsiveness issues (4.0); revise first-pass designation from K&E team re discovery documents (3.5); correspond with O. O'Callaghan re project status and privilege issues (.7).
11/02/20	Stephanie Cohen	0.40	Draft Richmark denial certification of counsel and order.
11/02/20	Adrienne Courts	3.20	Review, revise motion to enforce automatic stay (1.1); review case law for Bluebook and State Court confirmation (1.0); review record citations (.9); correspond with K&E team re same (.2).
11/02/20	Ross Fiedler	0.50	Telephone conference with K&E team, Paul Weiss re midstream counterparty issues.
11/02/20	George W. Hicks Jr., P.C.	2.00	Correspond with J. Aycock, A. Lawrence re FERC appeal questions and mediation.
11/02/20	Harry W. Hild	0.50	Prepare mediation statement shell.
11/02/20	Angela Leonard	8.00	Review appellate dockets and compile materials re same (1.3); update appeals case calendar (.4); manage and organize file materials into document management systems (4.6); draft pro hac vice motions and order (1.7).
11/02/20	Christopher Marcus, P.C.	1.00	Telephone conference with management re Elevation matters (.5); telephone conference with Paul Weiss re Elevation update (.5).
11/02/20	Orla Patricia O'Callaghan	7.30	Review production set, sign off on production and correspond with M. Singh re same (.4); research and circulate UCC discovery stats to K&E team (.2); correspond with A. Rotman re UCC discovery issues (.2); review QC document (3.1); correspond with N. Benham re document review (.4); correspond with opposing counsel re today's production (.2); telephone conference with A. Rotman re Moelis documents and upcoming deposition of B. Latif (.1); review document productions for key documents for tomorrow's deposition preparation (2.3); correspond with A. Leonard, A. Rotman and Moelis re same (.2); correspond with M. Singh re tomorrow's production (.2).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/02/20	Anna G. Rotman, P.C.	1.20	Correspond with Moelis and O. O'Callaghan re discovery on backstop agreement (.4); review documents to prepare for deposition of B. Latif (.8).
11/02/20	Allyson B. Smith	0.60	Correspond with K&E team re Elevation settlement and term sheet.
11/02/20	Dustin Lyle Womack	1.30	Correspond with K. Young re bench ruling hearing on rejection motions (.7); revise motion for summary judgment on Platte and DJ counterclaims (.6).
11/02/20	Kenneth A. Young	5.30	Analyze court bench ruling re hearing re rejection motions re midstream agreements (1.8); correspond with Delaware counsel re contested matters and adversary proceedings (.9); draft and revise dispositive motion in adversary proceedings (2.4); telephone conference with A. Leonard re discovery in adversary proceedings and contested matters (.2).
11/03/20	Bill Arnault	1.20	Review and revise objection to motion (.3); correspond with local counsel and A. Rotman, D. Womack, K. Young and Y. Aycock re same (.3); correspond with local counsel and D. Womack re redactions (.3); review documents re same (.3).
11/03/20	Jamie Alan Aycock	5.50	Telephone conference with K&E team re updates (.9); correspond with K&E team re next steps after rejection (1.0); revise proposed rejection order (.9); correspond with K&E team re same (.4); correspond with K&E team re appellate strategy (1.2); correspond with K&E team re issues with Bison (1.1).
11/03/20	Brooksany Barrowes	2.50	Review, revise rejection order (1.3); correspond with K&E team re walk-up shipping (1.2).
11/03/20	George W. Hicks Jr., P.C.	0.50	Correspond with opposing counsel re mediation and strategy for mediation letter.
11/03/20	Harry W. Hild	1.50	Finish mediation statement shell and check signature block against available documents.
11/03/20	Grant Jones	1.40	Telephone conference with RMM counsel, K. Young re discovery and productions.
11/03/20	Andrew C. Lawrence	0.70	Draft mediation statement and correspond with G. Hicks, J. Aycock re same.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/03/20	Angela Leonard	8.30	Draft proposed order approving rejection of certain executory contracts and compile supporting documentation (2.0); update litigation case calendar (.3); manage and organize file materials into document management systems (5.0); compile file materials re protective order and redacted versions of brief in support of defendant's Elevation cross-motion for summary judgment (1.0).
11/03/20	Orla Patricia O'Callaghan	7.80	Review document of QC searches (4.6); deposition preparation of B. Latif (2.0); telephone conference with A. Rotman re same (.1); code Moelis documents and BCA drafts on Relativity (.1); finalize and serve 30(b)(6) objections (.3); review production set, sign off and correspond with M. Singh re same (.5); correspond with opposing counsel re today's production (.2).
11/03/20	Anna G. Rotman, P.C.	5.80	Review relevant documents and draft declaration in advance of B. Latif deposition preparation (1.1); deposition preparation session with B. Latif (2.0); review and analyze proposed order for midstream contract rejection motions (.2); correspond with K&E team re timing for RMM motion to reject (.3); review draft Latif declaration (.2); telephone conferences re same (2.0).
11/03/20	Dustin Lyle Womack	3.40	Analyze RMM discovery re telephone conference with opposing counsel (.5); analyze objection to shorten notice (.1); correspond with K. Young re RMM discovery (.8); telephone conference with RMM counsel re discovery (1.0); correspond with K&E team re RMM discovery telephone conference (.6); correspond with K. Young re RMM filing discovery responses (.2); revise motion to seal (.2).
11/03/20	Lydia Yale	1.40	Draft settlement agreement.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/03/20	Kenneth A. Young	8.30	Coordinate discovery in adversary proceedings and contested matters (3.8); correspond with Delaware counsel re adversary proceedings and contested matters (2.2); telephone conference with opposing counsel in adversary proceedings and contested matters (1.3); telephone conference with Company re contested matters (1.0).
11/04/20	Nicholas Adzima	0.90	Review, analyze UCC discovery requests (.4); revise materials re same (.5).
11/04/20	Jamie Alan Aycock	3.70	Telephone conference with E. Christ re Axis request for discovery re potential dispute (.5); review materials re Bison disputes and analyze legal issues re indemnity request and request for information (1.0); revise proposed rejection order (.7); correspond with K&E team re same (.6); correspond with G. Hicks re appeals and related strategy (.9).
11/04/20	Brooksany Barrowes	0.70	Correspond with K&E team re Grand Mesa tariff and walk-up shipper options.
11/04/20	Nicholas Benham	5.90	Draft materials for upcoming hearing (2.5); review and analyze relevant precedent (.3); correspond with O. O'Callaghan re project scope (.2); review and analyze relevant discovery documents (2.5); correspond with A. Rotman re same (.2); correspond with O. O'Callaghan re same (.2).
11/04/20	Justin W. Clune	0.40	Review and correspond with K&E team re Elevation term sheet.
11/04/20	Ross Fiedler	0.80	Draft 9019 motion re Elevation settlement (.5); review precedent re same (.3).
11/04/20	George W. Hicks Jr., P.C.	0.50	Correspond with opposing counsel, J. Aycock re mediation and briefing schedule.
11/04/20	Andrew C. Lawrence	0.70	Draft mediation statement.
11/04/20	Angela Leonard	4.90	Compile briefing in Elevation adversary proceeding re plaintiff's motion for summary judgment and complaint for declaratory judgment (.4); compile file materials re non-payment of royalties (.6); manage and organize file materials into document management systems (3.9).
11/04/20	Library Factual Research	0.50	Research contested matter.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/04/20	Orla Patricia O'Callaghan	10.30	Draft outline for direct examination of B. Latif (2.2); correspond with N. Benham (.2); correspond with local counsel re deposition logistics (.1); finalize B. Latif's declaration, exhibit thereto and serve to UCC (.2); create metadata privilege log with M. Singh (.3); deposition preparation of B. Latif (1.2); review and revise N. Benham's draft outline for direct examination of B. Latif (1.9); attend deposition of B. Latif (2.5); review, revise and circulate same to A. Rotman (.3); correspond with N. Benham re same (.2); summarize B. Latif deposition and circulate to K&E team (1.1); telephone conference with K. Young re protective order (.1).
11/04/20	Anna G. Rotman, P.C.	7.70	Preparation session with B. Latif for deposition (1.3); defend deposition of B. Latif (2.4); review and revise direct examination outline for B. Latif (1.8); preparation session for hearing testimony with B. Latif (1.2); finalize direct examination plan for B. Latif's hearing testimony (1.0).
11/04/20	Allyson B. Smith	5.50	B. Latif deposition preparation (2.5); attend B. Latif deposition (3.0).
11/04/20	Chad Michael Smith, P.C.	1.20	Review and revise Elevation term sheet.
11/04/20	Dustin Lyle Womack	8.10	Draft RMM rejection reply re real covenants (2.7); correspond with K. Young re RMM discovery (1.1); revise RMM interrogatory responses (.8); draft Company correspondence re interrogatory verification (.3); research issue re adversary matter (.4); correspond with K. Young re same (.1); draft contract sheet re M. Owens RMM deposition (1.2); analyze production to RMM re interrogatory responses (1.0); correspond with K. Young re RMM Adams contract (.4); correspond with A&M re interrogatories (.1).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/04/20	Kenneth A. Young	7.60	Coordinate discovery in adversary proceedings and contested matters (3.0); correspond with Delaware counsel re adversary proceedings and contested matters (1.9); telephone conference with opposing counsel re adversary proceedings and contested matters (1.0); telephone conference with Company re contested matters (1.2); draft and revise written discovery in contested matters and adversary proceedings (.5).
11/05/20	Jamie Alan Aycock	3.20	Correspond with K&E team re litigation work streams (1.5); review proposed changes to rejection order by counterparties and correspond with K&E team re same (1.0); review proposed variance request re Boulder and correspond with K&E team re same (.7).
11/05/20	Brooksany Barrowes	0.70	Correspond with K&E team re tariff and shipper rights at FERC.
11/05/20	Ross Fiedler	2.00	Draft 9019 motion re Elevation agreements.
11/05/20	George W. Hicks Jr., P.C.	1.00	Review and revise mediation letter (.7); correspond with K&E team, co-counsel and opposing counsel re same (.3).
11/05/20	Andrew C. Lawrence	0.50	Revise mediation statement for appeal.
11/05/20	Angela Leonard	4.20	Manage and organize file materials into document management systems.
11/05/20	Anna G. Rotman, P.C.	1.30	Telephone conference with K&E team re updates (.7); review estimation trial issues (.6).
11/05/20	Dustin Lyle Womack	4.90	Telephone conference with K. Young re Company documents re RMM interrogatories (.1); correspond with K. Young re A&M telephone conference (.5); telephone conference with A&M (.6); analyze Company documents (.1); revise RMM interrogatory response (.5); revise RMM request for admission response (.5); draft A&M telephone conference notes (.4); analyze new A&M documents (.3); analyze RMM production re interrogatory responses (1.4); correspond with K. Young re interrogatory response draft (.3); correspond with K. Young re protective order (.2).
11/05/20	Lydia Yale	0.80	Draft 9019 declaration.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/05/20	Kenneth A. Young	7.20	Telephone conference with advisors re analysis for rejection (.8); analyze and review documents for production in contested matters (2.9); draft and revise written discovery in adversary proceedings and contested matters (1.5); correspond with opposing counsel in adversary proceedings and contested matters (1.0); analyze pleadings in adversary proceedings re drafting responsive pleadings (1.0).
11/06/20	Bill Arnault	1.20	Telephone conference with A. Rotman, K. Young and J. Aycock re case (1.0); correspond with D. Womack re actions of PRM and ARB (.2).
11/06/20	Jamie Alan Aycock	4.40	Telephone conference re litigation work streams (1.4); correspond with K&E team re shipping as walk-up shipper (.8); analyze issues re disputes with Bison (1.6); correspond with E. Christ re same (.6).
11/06/20	Ross Fiedler	1.50	Draft 9019 motion and supporting declaration re Elevation settlement (1.0); review, revise term sheet re same (.3); telephone conference with J. Clune re same (.2).
11/06/20	Grant Jones	0.30	Telephone conference with D. Ammons and K. Young re document production follow-up.
11/06/20	Angela Leonard	7.10	Telephone conference with K&E team re workflow and strategies for upcoming projects (1.0); correspond with K&E team, Sandline re UCC and oil database processing issues and potential impact for document productions (.9); manage and organize file materials into document management systems (4.9); update litigation calendar (.3).
11/06/20	Anna G. Rotman, P.C.	4.30	Telephone conference with K&E team re ongoing disputed issues (1.0); telephone conference with K&E team re estimation motion preparation (.4); review royalty issues (.6); correspond with K&E team re next steps in estimation hearing and review precedent re same (2.1); telephone conference with K&E team re Great Western confidentiality agreement (.2).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/06/20	Dustin Lyle Womack	5.60	Revise RMM interrogatory responses (.5); revise RMM request for admission responses (.3); analyze new documents re RMM interrogatory responses (.1); correspond with K. Young re RMM production (.3); telephone conference with RMM counsel re updates (.3); draft M. Owen RMM deposition outline (.6); correspond with K. Young re RMM interrogatories and protective order (.3); draft RMM scheduling stipulation (.5); correspond with K. Young re adversary appeals (.1); correspond with K. Young re Leazer adversary case (.1); analyze Leazer adversary complaint (1.0); research royalty interests under Colorado law re Leazar (1.5).
11/06/20	Kenneth A. Young	7.70	Draft and revise written discovery re adversary proceedings and contested matters (2.1); telephone conference with opposing counsel re same (.8); coordinate discovery re same (1.8); analyze pleadings in adversary proceedings re drafting responsive pleadings (1.0); analyze and review documents for production in contested matters (1.2); research support for pleadings in adversary proceedings (.8).
11/07/20	Ross Fiedler	3.00	Draft 9019 motion re Elevation settlement.
11/07/20	Anna G. Rotman, P.C.	0.50	Analyze strategy and schedule for estimation motion.
11/08/20	Bill Arnault	0.60	Review, revise talking points re ARB, PRM litigation and settlement against trucking and pipeline companies.
11/08/20	Angela Leonard	2.30	Manage and organize file materials into document management systems.
11/08/20	Anna G. Rotman, P.C.	1.80	Review non-disclosure agreement and draft cease and desist to Great Western re wrongful disclosures (.8); draft proposed schedule for estimate motion, review claims schedule and related documents (1.0).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/09/20	Jamie Alan Aycock	5.80	Review proposed estimation schedule and telephone conference with A. Rotman, K. Young re strategy and plans for estimation motion (1.8); review revisions to proposed order granting motions to reject (1.9); correspond with K&E team re same (.8); correspond with K&E team re walk-up shipper issues (.8); correspond with N. Benham re letter to Bison re indemnity issue and next steps re PSA dispute (.5).
11/09/20	Nicholas Benham	2.70	Draft Company letter (1.3); research relevant agreements, correspondence and precedent re same (1.1); correspond with J. Aycock re same (.3).
11/09/20	Ross Fiedler	3.00	Draft declaration in support of Elevation settlement motion (1.3); revise same (.7); correspond with K&E team, Company re same (1.0).
11/09/20	Grant Jones	1.60	Telephone conference with K. Young, D. Womack and Company re RMM interrogatories (1.4); correspond with RMM counsel re document production (.2).
11/09/20	Christopher Marcus, P.C.	1.00	Telephone conference with K&E team re estimation process (.5); telephone conference with Company re COGCC (.5).
11/09/20	Anna G. Rotman, P.C.	4.70	Telephone conference with K&E team re timing for estimation hearing and follow-up with Whiteford (.4); telephone conference with A&M re analysis for claims estimation (1.3); review, revise draft cease and desist to Great Western (.3); review walk-up shipping options (.2); review ARB options (.3); review and analyze draft 9019 Elevation settlement agreement and Owens declaration (.8); telephone conference with K&E team re motion for estimation hearing (.4); prepare for RMM deposition (1.0).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/09/20	Dustin Lyle Womack	8.30	Research royalty interests re Leazar complaint (2.1); draft Platte River talking points re motion to enforce alternatives (.2); correspond with K. Young re Platte River talking points (.2); correspond with K. Young re RMM discovery (.9); correspond with K. Young re Leazar adversary (.2); research partial motion to dismiss (1.0); draft analysis of partial motion to dismiss (.2); analyze Leazar claims (.2); draft motion to dismiss Leazar claims (.7); telephone conference with Company re RMM discovery (1.4); revise RMM discovery responses (.9); correspond with K. Young re claims estimation motion (.3).
11/09/20	Kenneth A. Young	8.10	Telephone conference with Company advisors re analysis re potential contested matter (.9); telephone conference with Company re discovery in contested matters (1.0); draft, revise written discovery and contested matters (2.8); strategize potential contested matters (.8); research re responsive pleadings in adversary proceedings (1.1); analyze and review documents for production in contested matters and adversary proceedings (1.5).
11/10/20	Jamie Alan Aycock	1.50	Review valuation related materials (.8); telephone conference with K&E team re potential issues re valuation at confirmation hearing (.4); telephone conference with K&E team re updates (.3).
11/10/20	Nicholas Benham	3.40	Draft Company letter (2.4); correspond with T. Calenzo re same (.3); review, analyze relevant agreements and precedent re same (.3); correspond with J. Aycock re deliverable and additional project details (.3); telephone conference with K. Young re upcoming project (.1).
11/10/20	Adrienne Courts	4.00	Review, revise complaint for declaratory judgment.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/10/20	Grant Jones	3.50	Telephone conference with Company, K. Young and D. Womack re non-payment of royalties (.5); telephone conference with K. Young, D. Womack and Company re interrogatory responses (1.1); telephone conference with K. Young re estimation motion (.4); research re motions to estimate (1.5).
11/10/20	Angela Leonard	5.30	Compile and review relevant documents in preparation for M. Owens deposition (.4); correspond with K&E team re same (.6); review and analyze active litigation dockets and update litigation calendar (.7); correspond with Sandline and K&E team re processing A&M document collection and preparation for upcoming production (.5); manage and organize file materials into document management systems (3.1).
11/10/20	Corinna Luschini	4.50	Parent company research for creditors and entities submitted as claims objectives.
11/10/20	Christopher Marcus, P.C.	1.50	Telephone conference with UCC re status (.5); analyze Midstream timeline (.6); review Elevation settlement (.4).
11/10/20	Melissa Mertz	0.40	Telephone conference with K. Liang and K&E team re royalty objection.
11/10/20	Alexander Rayner	0.10	Review order granting motions to reject executory contracts.
11/10/20	Anna G. Rotman, P.C.	6.50	Telephone conference with Moelis re valuation and follow-up review of valuation materials (.8); telephone conference with E. Christ re motion to enforce stay alternatives (.3); telephone conference with K&E team re updates (.4); review materials for M. Owens deposition preparation for RMM (.7); correspond with Great Western (.3); review royalty underpayment issues (.3); review and revise Owens declaration in support of settlement motion (.7); review appellate issues on motions to reject (.8); correspond with counsel re motion for violation of automatic stay and update re current state of play (.8); review timing of estimation hearing and confirmation litigation strategy (.6); review estimation motion (.8).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/10/20	Dustin Lyle Womack	8.80	Research Leazer unjust enrichment claim (.6); research Leazer trusts claim (.7); correspond with K. Young re Leazer adversary (.4); research royalty fee and estate property (.5); telephone conference with Company re Leazer adversary (.5); correspond with K. Young re Leazer telephone conference (.3); correspond with K. Young re adversary proceedings(.3); draft RMM interrogatory verification (.3); correspond with K. Young re RMM redactions (.2); redact RMM documents (1.3); revise RMM requests for production response (1.2); revise RMM requests for admission response (.1); revise RMM interrogatory response (.3); correspond with K. Young re Company RMM discovery revisions (.4); correspond with Company re discovery (.8); telephone conference with Company re RMM discovery (.9).
11/10/20	Lydia Yale	0.60	Draft seal motion for settlement motion.
11/10/20	Kenneth A. Young	10.00	Draft and revise discovery responses in adversary proceedings and contested matters (2.5); telephone conference with Company re same (1.0); strategize and research support for potential contested matters (3.4); coordinate discovery and production of documents re adversary proceedings and contested matters (3.1).
11/11/20	Jamie Alan Aycock	3.50	Review rule 2004 motion by Bison (1.3); correspond with K&E team re motion withdrawal (.9); review associated proofs of claim (.7); correspond with N. Benham re indemnity response letter (.6).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/11/20	Nicholas Benham	9.80	Review, analyze precedent and analyst materials re drafting assignment (1.1); correspond with K&E team re drafting project and research assignment (1.1); research relevant case law and secondary sources re same (3.6); correspond with reference attorney re same (.5); prepare research report and provide follow-up re same (1.0); review, analyze relevant communications and agreements for Company correspondence (1.0); draft addition to Company materials (1.0); prepare and send draft to J. Aycock and questions for counsel re same (.5).
11/11/20	Adrienne Courts	2.40	Check facts and citations for pleading.
11/11/20	Ross Fiedler	0.60	Telephone conference with Company, K&E team and A&M re Elevation settlement (.5); coordinate same (.1).
11/11/20	Grant Jones	7.90	Telephone conference with A. Rotman, K. Young, R. McEntire and N. Benham re estimation motion (1.2); correspond with A. Leonard re motion to estimate shell (.1); research re rejection and estimated damages issues (2.5); draft summary of research re same (.7); research expectation damages in rejection cases (1.9); draft responses and research summary re research questions (1.5).
11/11/20	Angela Leonard	7.80	Due diligence re royalty dispute claims, pending litigations and compile relevant documentation (2.2); review and analyze adversary case dockets, compile documents and review pending case deadlines (1.0); update litigation case calendar (.3); compile proof of claims re Bison Oil & Gas, LLC for attorney review (.2); draft motion to estimate rejection claims and scheduling order re motion to estimate owner lessor plaintiffs' claims (1.4); manage and organize file materials into document management systems (2.7).
11/11/20	Library Factual Research	0.50	Research royalty issue.
11/11/20	Corinna Luschini	7.50	Parent company research for creditors and entities submitted as claims objectives.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/11/20	Christopher Marcus, P.C.	1.50	Correspond with K&E team re Elevation settlement (.5); analyze strategy re midstream contracts, rejections of same (.7); telephone conference with Moelis re same (.3).
11/11/20	Rebekah Sills McEntire	1.30	Conference with K&E team re motion to estimate and estimation analysis.
11/11/20	Anna G. Rotman, P.C.	7.60	Telephone conference with K&E team re claims estimation motion (1.1); prepare for and attend deposition preparation session with M. Owens (2.3); review rule 2004 motion (.3); review and analyze common interest agreement (.3); telephone conference with K&E team re midstream settlement (1.0); review and analyze responses to REP discovery (.7); review motion to rejection appellate strategy (.4); review Great Western's response to correspondence and discuss with K&E team (.2); research legal principles re estimation motion and correspond with G. Jones (1.3).
11/11/20	Enoch Varner	0.50	Telephone conference with K&E team re work in process.
11/11/20	Dustin Lyle Womack	3.00	Correspond with K. Young re RMM discovery responses (.8); revise responses to RMM requests for admission requests (.4); revise response to RMM interrogatories (1.7); correspond with K. Young re Leazer adversary proceeding (.1).
11/11/20	Lydia Yale	0.80	Draft removal extension motion (.4); research re precedent second removal extension motions (.4).
11/11/20	Kenneth A. Young	8.70	Telephone conference with Company re discovery responses and contested matters (3.2); draft and revise discovery responses in adversary proceedings and contested matters (1.4); research support for potential contested matter (1.3); strategize re potential contested matter (2.0); coordinate discovery and document production in contested matters (.8).
11/12/20	Jamie Alan Aycock	2.10	Telephone conference with L. Jacobsen and E. Christ re claims by Bison (.5); review documents re same (1.3); correspond with K&E team re hearing on Boulder County lift stay motion (.3).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/12/20	Nicholas Benham	7.50	Review, revise preliminary draft of pleading (1.7); review, analyze precedent, case law and secondary sources re research question (2.3); draft and send research summary to R. McEntire and G. Jones (1.1); organize and distribute dial-in for Company telephone conference and review best practices re same (.3); review, analyze motion and precedent for Company telephone conference (1.0); correspond with J. Aycock re same (.2); telephone conference with J. Aycock, Company re updates (.6); prepare and revise notes re same (.3).
11/12/20	Adrienne Courts	1.10	Finalize citation and fact checking re pleading.
11/12/20	Adrienne Courts	3.00	Intake documents for processing.
11/12/20	Ross Fiedler	1.80	Correspond with Akin re Elevation settlement term sheet (.3); correspond with A. Weinhouse, Whiteford re Elevation settlement and related 9019 documents (.3); review, revise 9019 motion and declaration re Elevation settlement (1.2).
11/12/20	Grant Jones	7.80	Create outline for motion to estimate (1.9); research necessity of estimation (1.0); draft, revise motion to estimate (1.6); organize exhibit documents re motion to estimate (.5); draft legal analysis sections of motion to estimate (2.8).
11/12/20	Andrew C. Lawrence	2.20	Review and analyze filings in all appeals (1.9); correspond with G. Hicks re same (.3).
11/12/20	Angela Leonard	2.40	Due diligence re active appeal cases and compile relevant documentation (1.3); update litigation case calendar (.2); draft objection to Bison motion for order authorizing written examination and production of documents (.9).
11/12/20	Kevin Liang	1.10	Draft second removal extension motion (.9); review materials re same (.2).
11/12/20	Corinna Luschini	3.20	Parent company research for creditors and entities submitted as claims objectives.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/12/20	Christopher Marcus, P.C.	2.70	Telephone conference re timeline and estimation update (.9); review Elevation documents (.6); analyze research re estimation (.6); telephone conference with K&E team re same (.6).
11/12/20	Rebekah Sills McEntire	0.70	Conference with K&E team re estimation motion.
11/12/20	Anna G. Rotman, P.C.	5.30	Telephone conference with board and advisors re updates (.5); deposition preparation of M. Owens (1.0); telephone conference with K&E team re estimation motion (.6); review, revise same (1.1); telephone conference with A&M re midstream claims analysis (.5); review A&M midstream claims analysis (.4); analyze recent developments in Colorado state court litigation (.7); review RMM contracts in preparation for M. Owens deposition (.5).
11/12/20	Dustin Lyle Womack	5.60	Correspond with K. Young re motion to estimate (.4); review RMM documents for production (1.7); redact RMM documents for production (2.8); correspond with K. Young re RMM production (.7).
11/12/20	Kenneth A. Young	6.40	Strategize re potential contested matter (1.3); telephone conference with advisors to debtors re same (1.0); research support for contested matters (.7); coordinate discovery in adversary proceedings (1.1); draft and revise discovery responses in contested matters (1.4); draft and revise pleadings in adversary proceedings (.9).
11/13/20	Nicholas Adzima	0.80	Correspond with working group re UCC discovery requests (.4); analyze same (.2); review, analyze materials re same (.2).
11/13/20	Jamie Alan Aycock	3.10	Telephone conference with K. Young, G. Hicks re appeals and strategy re consolidation (.6); telephone conference with counsel for Bison re rule 2004 examination (.6); correspond with E. Christ and L. Jacobsen re same (.4); review proposed revisions to estimation and confirmation schedule (1.0); correspond with K&E team re same (.5).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/13/20	Nicholas Benham	7.70	Telephone conference with opposing counsel re updates (.3); prepare notes re same (.3); correspond with J. Aycock re same (.2); telephone conference with G. Jones re ongoing project (.2); research precedent, dockets and case law re drafting project (3.0); correspond with reference attorney re same (.4); draft sections re same (3.3).
11/13/20	Ross Fiedler	3.90	Revise declaration in support of 9019 motion re Elevation settlement (.4); review, revise 9019 motion re same (.5); correspond with A. Weinhouse, K&E team, Whiteford re same (1.4); correspond with Akin re same (.4); draft motion to redact (.5); draft motion to shorten (.5); revise same (.2).
11/13/20	George W. Hicks Jr., P.C.	1.00	Telephone conference with K&E team re appeals and path forward (.5); review filings in appeals (.5).
11/13/20	Grant Jones	5.60	Review contract terms for rejected contracts (1.0); draft estimation motion (3.1); research same (1.5).
11/13/20	Andrew C. Lawrence	1.00	Review and analyze filings re appeals (.6); telephone conference with G. Hicks, J. Aycock and K. Young re same (.4).
11/13/20	Angela Leonard	6.20	Review, analyze appeal case dockets, compile documents and review pending case deadlines in preparation for drafting pleadings (2.2); manage and organize file materials into document management systems (1.0); review, analyze file materials re royalty disputes and compile case briefing, relevant proof of claims and identify members of class litigations (3.0).
11/13/20	Library Factual Research	0.80	Research JAG proceeding in Colorado court.
11/13/20	Christopher Marcus, P.C.	3.30	Telephone conference with UCC, PW and Midstream re estimation (1.0); telephone conference with K&E team re estimation and telephone conference with Company re same (1.5); analyze Elevation settlement motion (.8).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/13/20	Anna G. Rotman, P.C.	2.70	Telephone conference with plan objectors re proposed estimation schedule and plan considerations (1.0); telephone conference with UCC counsel re confirmation discovery (.3); telephone conference with counsel for Great Western re confidentiality agreement and follow up with Company and opposing counsel (.4); prepare RMM deposition themes (.4); revise proposed confirmation litigation schedule re input from telephone conference and circulate same (.6).
11/13/20	Allyson B. Smith	0.30	Review removal extension motion.
11/13/20	Dustin Lyle Womack	0.20	Analyze Southland Oil holding re covenants that run with the land.
11/13/20	Lydia Yale	0.70	Draft motion to shorten motion re settlement motion.
11/13/20	Kenneth A. Young	8.70	Strategize appeals of contested matters and adversary proceedings (2.1); prepare for hearings re contested matter (2.5); draft and revise discovery responses in contested matters (1.5); coordinate discovery in adversary proceedings (.8); telephone conferences with opposing counsel re discovery (.8); correspond with counsel for rejection counterparties re discovery and upcoming hearings (1.0).
11/14/20	Nicholas Benham	6.90	Draft motion provisions (3.8); research precedent and case law re same (1.8); revise, analyze proposed motion (1.3).
11/14/20	Ross Fiedler	1.50	Review, revise 9019 motion and declaration re Elevation settlement (.6); correspond with K&E team, Paul Weiss and Akin re same (.5); revise motion re Elevation settlement (.3); correspond with WTP re same (.1).
11/14/20	Grant Jones	10.20	Draft motion to estimate (4.0); research same (2.9); correspond with N. Benham re same (.3); revise same (3.0).
11/14/20	Angela Leonard	6.50	Update litigation case calendar (.5); manage and organize file materials into document management systems (6.0).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/14/20	Anna G. Rotman, P.C.	3.90	Prepare M. Owens for RMM deposition and follow up on related discovery and themes (2.3); review midstream settlement (.2); review confirmation litigation strategy and staffing (.8); review estimation motion (.6).
11/14/20	Kenneth A. Young	0.50	Coordinate discovery in adversary proceeding and contested matters.
11/15/20	Ross Fiedler	0.90	Review 9019 motion re Elevation settlement (.2); correspond with Paul Weiss re same (.1); telephone conference with Paul Weiss re same (.2); correspond with A. Weinhouse re same (.4).
11/15/20	George W. Hicks Jr., P.C.	1.50	Review appeal dockets and strategize re path forward (1.0); correspond with H. Rhodes and A. Lawrence re same (.5).
11/15/20	Angela Leonard	3.70	Review, analyze and update draft objection to Clarke Carlson's motion to compel abandonment (.5); review, analyze and compile Company appeal dockets and relevant documents (1.7); manage and organize file materials into document management systems (1.5).
11/15/20	Rebekah Sills McEntire	1.00	Review draft motion to estimate.
11/15/20	Anna G. Rotman, P.C.	0.70	Telephone conference with A. Weinhouse re confirmation litigation schedule and dispatch proposed schedule (.4); final deposition preparation session with M. Owens for RMM (.3).
11/15/20	Dustin Lyle Womack	0.40	Provide A. Rotman with redacted versions of RMM production.
11/15/20	Kenneth A. Young	0.50	Coordinate discovery in adversary proceeding and contested matters.
11/16/20	Jamie Alan Aycock	1.30	Telephone conference with K&E team re proposed estimation schedule and plan discussions (.8); correspond with same re proposed changes to schedule (.3); correspond with same re appellate record designations (.2).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/16/20	Ross Fiedler	3.20	Correspond with A. Weinhouse, Company and Paul Weiss re Elevation settlement and related 9019 motion (1.0); review, revise 9019 motion, declaration and motion to shorten re Elevation settlement (.8); correspond with S. Schultz, Akin re same (.5); telephone conferences with S. Schultz, Akin re same (.3); prepare redacted versions of 9019 motion and declaration re Elevation settlement (.2); prepare same for filing (.4).
11/16/20	George W. Hicks Jr., P.C.	1.00	Correspond with A. Lawrence, K&E team, co-counsel and opposing counsel re mediation statements for appeals.
11/16/20	Grant Jones	1.20	Organize exhibits re motion to estimate (.7); review and analyze A&M analysis re same (.5).
11/16/20	Andrew C. Lawrence	2.50	Prepare initial filings for all appeals (1.7); correspond with G. Hicks, J. Aycock and K. Young re same (.8).
11/16/20	Angela Leonard	5.40	Manage and organize file materials into document management systems.
11/16/20	Christopher Marcus, P.C.	3.10	Review Elevation settlement documents (1.0); telephone conference with K&E team re estimation schedule (.6); telephone conference with PW re settlement (.5); telephone conference re estimation and plan (1.0).
11/16/20	Rebekah Sills McEntire	4.50	Review analysis re estimation of claims (3.0); correspond with K&E team re same (.5); review draft motion (1.0).
11/16/20	Anna G. Rotman, P.C.	8.80	Telephone conference with K&E team re confirmation strategy hearing (.4); prepare for and defend deposition of M. Owens (6.9); telephone conference with opposing counsel re confirmation litigation schedule (.5); telephone conference with A&M re estimation trial (.7); correspond with K&E team re estimation trial (.3).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/16/20	Dustin Lyle Womack	4.00	Research royalty exhaustion of administrative remedies re Leazer (.8); research fraud affirmative defenses (.1); research implied duties under Colorado leases (.9); research conversion affirmative defenses (.7); draft Leazer motion to dismiss brief (.8); locate Western production document (.4); correspond with K. Young re adversary appeals records designations (.1); analyze same (.2).
11/16/20	Kenneth A. Young	8.50	Prepare for hearing re contested matters (2.5); correspond with counsel for rejection counterparties re discovery and upcoming hearings (1.5); telephone conference with counsel for rejection counterparties re upcoming hearing (1.0); coordinate discovery in contested matters and adversary proceedings (1.5); attend deposition in adversary proceeding and contested matters (2.0).
11/17/20	Jamie Alan Aycock	3.40	Telephone conference with K&E team re updates (.7); review appellate record designations and identify additional materials to be added in counter-designations (1.0); correspond with K&E team re same (.6); review discovery requests from UCC (1.1).
11/17/20	Ben A. Barnes	3.50	Telephone conference with C. Menefee and O. O'Callaghan re discovery issues (.6); review and analyze disclosure statement (1.0); review and analyze UCC's request for production of documents and deposition notice (1.9).
11/17/20	Nicholas Benham	4.10	Review and analyze precedent discovery protocol and chapter 11 materials (.9); correspond with O. O'Callaghan re same (.3); draft proposed discovery materials (2.9).
11/17/20	Ross Fiedler	0.90	Correspond with Akin, UCC, Company and K&E team re Elevation settlement agreement (.3); correspond with A. Weinhouse re Elevation 9019 motion (.3); correspond with WTP re same (.2); correspond with Paul Weiss and Bracewell re settlement agreement (.1).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/17/20	George W. Hicks Jr., P.C.	1.00	Prepare mediation statements in new appeals (.7); correspond with K&E team and opposing counsel re same (.3).
11/17/20	Grant Jones	0.50	Telephone conference with Company, opposing counsel, K. Young and D. Womack re royalty payments and adversary proceedings.
11/17/20	Andrew C. Lawrence	0.50	Review, analyze rules re designations for record on appeal and correspond with A. Leonard re record designations filing.
11/17/20	Andrew C. Lawrence	3.50	Prepare record designations and mediation letters for appeals.
11/17/20	Angela Leonard	4.60	Draft appellees' designation of additional record items on appeal (.5); compile relevant redacted documents re omnibus rejection reply (.5); draft appellees' motion to accept documents under seal into appellate record (.9); update litigation case calendar (.5); draft debtors' responses and objections to UCC's second set of requests for production (1.1); draft first request for production of documents to Grand Mesa re estimation and confirmation (1.1).
11/17/20	Angela Leonard	5.00	Draft first request for production of documents to Platte River re estimation and confirmation (1.4); manage and organize file materials into document management systems (3.6).
11/17/20	Kevin Liang	0.10	Correspond with WTP and Company re removal extension motion.
11/17/20	Christopher Marcus, P.C.	4.00	Telephone conference with A. Weinhouse re claims estimate (.4); telephone conference with K&E team re RMM rejection and correspond re same (.8); telephone conference with Moelis re claims estimate (.5); telephone conference with A&M, Moelis and management re claims estimate (1.2); correspond re GUC settlement and telephone conference with SSL re same (1.1).
11/17/20	Rebekah Sills McEntire	2.80	Review motion to estimate (2.0); correspond with K. Young re estimation analysis (.3); conference with A&M re estimation analysis (.5).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/17/20	Orla Patricia O'Callaghan	4.00	Review, analyze requests for production and deposition notice served by UCC (.3); correspond with A. Rotman re same (.2); draft next steps for same and circulate to N. Benham (.9); telephone conference with N. Benham re same (.3); locate and circulate precedent document review protocols, document requests responses, objections, 30(b)(6) responses and objections to N. Benham (.4); telephone conference with B. Barnes and C. Menefee re discovery process (.7); locate board materials and circulate to B. Barnes (.4); review UCC's requests for production (.8).
11/17/20	Anna G. Rotman, P.C.	2.40	Finalize confirmation litigation schedule for court submission (.2); telephone conference with Company and advisors re confirmation issues (1.0); telephone conference with A&M and Moelis re claims estimation (.5); correspond with K&E team re same (.7).
11/17/20	Dustin Lyle Womack	3.40	Draft brief supporting Leazer motion to dismiss (.8); research group pleading re Leazer (.2); correspond with K. Young re Leazer case (.2); telephone conference with Leazer, Company re updates (.4); telephone conference with E. Christ re updates (.1); analyze adversary appeals record designations (.6); correspond with K. Young re appeals designations (.5); draft appeals designation analysis (.4); telephone conference with K&E team re motion to estimate (.2).
11/17/20	Kenneth A. Young	9.70	Prepare for hearing in contested matters (4.1); draft and revise presentation for hearing in contested matters (2.7); telephone conference with opposing counsel in adversary proceeding re adversary proceedings (1.9); telephone conference with Company re potential contested matters (1.0).
11/18/20	Jamie Alan Aycock	2.20	Identify additional discovery requests to serve (.7); correspond with K&E team re same (.2); correspond with E. Christ and opposing counsel re documents to be produced to Bison to avoid rule 2004 motion (.8); correspond with R. McEntire and O. O'Callaghan re assignments for discovery (.5).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/18/20	Ben A. Barnes	3.40	Review and analyze discovery requests served by UCC (1.0); draft and revise proposed custodians and search terms to respond to discovery requests (1.5); correspond with K&E team re document collection (.4); telephone conference with A Rotman and O. O'Callaghan re confirmation discovery issues (.5).
11/18/20	Nicholas Benham	5.40	Draft and revise discovery protocol (3.9); review, analyze precedent and production requests re same (.9); correspond with O. O'Callaghan and B. Barnes re same (.6).
11/18/20	Ross Fiedler	0.60	Revise 9019 motion and declaration re Elevation settlement.
11/18/20	George W. Hicks Jr., P.C.	2.20	Review and revise counter designations in recent appeals (.5); telephone conference with co-counsel re same (.3); review and revise mediation statements for recent appeal (.9); correspond with opposing counsel and local counsel re same (.5).
11/18/20	Harry W. Hild	1.00	Prepare formatting changes, update papers and check against dockets.
11/18/20	Grant Jones	7.80	Review, revise and draft discovery requests for RMM (2.2); review, revise and draft discovery requests for Grand Mesa (1.2); review, revise and draft discovery requests for Grand Mesa (.8); review, revise and draft discovery requests for ARB (1.1); review, revise and draft discovery requests for REP (.8); review, revise and draft discovery requests for UCC (.4); correspond with R. McEntire re discovery requests (.5); correspond with P. Razmdideh re format changes to estimation motion (.3); review and revise estimation motion (.5).
11/18/20	Andrew C. Lawrence	3.90	Review, revise record designations and mediation statements (3.6); coordinate filing of same (.3).
11/18/20	Angela Leonard	5.20	Draft, update first request for production of documents to Elevation (1.9); draft, update first set of requests for production to REP (1.7); draft, update first set of requests for production of documents to UCC (1.6).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/18/20	Angela Leonard	7.80	Manage and organize file materials into document management systems (3.6); update litigation case calendar (.6); draft responses and objections to UCC's notice of deposition (1.0); draft first set of interrogatories to Rocky Mountain (.9); draft and update first set of requests for production to Rocky Mountain (1.7).
11/18/20	Kevin Liang	0.10	Correspond with WTP, K&E team and Company re removal extension issues.
11/18/20	Christopher Marcus, P.C.	2.00	Analyze Elevation 9019 motion (.7); analyze estimation settlement proposal (.5); analyze UCC discovery request (.4); analyze Midstream settlement (.4).
11/18/20	Rebecca J. Marston	0.30	Telephone conference with K. Liang re omnibus objections.
11/18/20	Rebekah Sills McEntire	8.70	Draft discovery re confirmation (3.0); draft discovery re estimation motion (4.0); revise and coordinate service re same (1.7).
11/18/20	Orla Patricia O'Callaghan	4.60	Review and revise N. Benham's draft search parameters for UCC's discovery requests (2.8); revise and circulate same to B. Barnes for review (.3); correspond with B. Barnes re next steps for same (.2); draft outstanding questions re same and circulate to A. Weinhouse (.3); correspond with N. Benham re drafting document review protocol (.3); correspond with E. Christ, B. Barnes re board materials (.2); correspond with Sandline to transfer board materials from old Relativity database to new Relativity database (.2); correspond with K. Hroblak and A. Rotman re special committee materials (.3).
11/18/20	Orla Patricia O'Callaghan	1.70	Correspond with R. McEntire and J. Aycock re affirmative discovery requests (.3); draft and circulate RFI re confirmation discovery requests (.2); search precedent re same (.9); revise proposed search parameters to UCC's requests (.1); correspond with B. Barnes and D. Womack re proposed search parameters for other parties' document requests (.2).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/18/20	Anna G. Rotman, P.C.	3.40	Prepare document requests re confirmation and estimation trial (1.0); telephone conferences with counterparties and correspond with K&E team, advisors re requests (1.2); analyze estimation trial evidence (1.2).
11/18/20	Dustin Lyle Womack	8.40	Research group pleading standard re Leazer (.6); research conversion defenses re same (.3); research injunction defense re same (.2); research duty of good faith defense re same (.2); research accounting defenses re same (.6); draft motion to dismiss brief re same (2.2); research trust defenses (.6); research royalty interest defenses re Leazer (.2); correspond with K. Young re Leazer adversary proceeding (.6); analyze Leazer well data (.1); correspond with K. Young re real covenant appellate record designations (.4); revise confirmation discovery request to REP (.2); draft search terms for Platte River confirmation discovery requests (2.2).
11/18/20	Kenneth A. Young	6.20	Coordinate discovery re contested matters (1.6); draft, revise discovery requests re contested matters and strategize motion re contested matters (3.4); draft, revise motion re contested matters (1.2).
11/19/20	Jamie Alan Aycock	3.10	Telephone conference with E. Christ, L. Jacobsen and K&E team re implications of rejection for PDC agreement re Bayswater (.8); telephone conference with A. Rotman, K. Young and K&E team re confirmation discovery (.6); correspond with counsel for Bison to reset date for rule 2004 motion (.5); correspond with J. Grady, K. Voelte and working group re expert reports and deadlines (1.2).
11/19/20	Ben A. Barnes	4.70	Telephone conference with K&E team re discovery issues (.6); draft and revise search terms for document collection (1.7); review and analyze discovery requests sent by UCC, Platte River, REP, Grand Mesa and Elevation (1.2); draft and revise document review protocol for contract reviewers (1.2).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/19/20	Nicholas Benham	7.20	Telephone conference with K&E team re adversary proceedings (.9); correspond with B. Barnes and O. O'Callaghan re same (.2); telephone conference with B. Barnes and O. O'Callaghan re upcoming discovery priorities (.4); draft search terms re upcoming discovery (4.0); correspond with B. Barnes and O. O'Callaghan re same (.3); compile search terms, requests and send to O. O'Callaghan (.6); review, analyze requests and objections for upcoming discovery (.8).
11/19/20	Ross Fiedler	0.60	Correspond with Company, Akin re revised 9019 motion and declaration (.3); review, revise same (.3).
11/19/20	George W. Hicks Jr., P.C.	2.30	Review and analyze orders on appeal (1.0); prepare for and telephone conference with magistrate judge re appeals and path forward (1.0); correspond with J. Aycock and K&E team re same (.3).
11/19/20	Grant Jones	10.70	Telephone conference with A. Rotman, K. Young, J. Aycock and K&E team re confirmation discovery and litigation strategy (1.5); draft proposed correspondence to A&M re discovery requests and summary of received requests (1.0); review and summarize discovery requests received from opposing parties (4.0); correspond with D. Womack re estimation paragraph in document review protocol (.2); draft responses and objections to Grand Mesa's discovery requests (2.1); create search terms for Grand Mesa and Elevation's requests (1.9).
11/19/20	Andrew C. Lawrence	4.10	Prepare counter-designations for record on appeal in covenant appeals and associated motions (3.5); correspond with G. Hicks re same (.6).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/19/20	Angela Leonard	6.50	Telephone conference with K&E team re planning and preparation for estimation and confirmation (1.5); review, analyze and compile file materials re estimation and confirmation for attorney review (.7); update litigation case calendar (.6); correspond with Legal People and Sandline re setup of managed document review re estimation and confirmation discovery (.5); review, analyze and update draft re debtors' first request for production of documents to Elevation Midstream, LLC and others re estimation and confirmation for attorney review (1.3); draft Company's objections and responses to Platte River Midstream, LLC and others' first set of interrogatories and requests for production to debtors re confirmation and estimation for attorney review (1.9).
11/19/20	Angela Leonard	6.70	Draft debtors' responses and objections to Grand Mesa Pipeline, LLC's first requests for production of documents and first set of interrogatories re estimation and confirmation for attorney review (1.5); draft debtors' responses and objections to Elevation parties' request for production of documents and interrogatories to debtors concerning estimation and confirmation for attorney review (1.6); manage and organize file materials into document management systems (1.6); draft debtors' responses and objections to REP Processing LLC's first set of requests for admissions, first set of interrogatories and first set of document requests re estimation and confirmation to Company for attorney review (2.0).
11/19/20	Kevin Liang	0.50	Finalize removal extension motion and correspond with WTP re open issues.
11/19/20	Christopher Marcus, P.C.	3.00	Correspond re discovery (.5); correspond re contract rejection (.5); correspond re Elevation (.5); telephone conference with Moelis re status (.5); telephone conference re estimation and telephone conference with K&E team and UCC re same (1.0).
11/19/20	Rebekah Sills McEntire	6.40	Revise motion to estimate.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/19/20	Orla Patricia O'Callaghan	4.60	Correspond with D. Womack re drafting search terms (.2); review discovery requests (1.4); telephone conference with K&E team re discovery (.9); telephone conference with K. Young, B. Barnes and D. Womack re same (.6); summarize tasks, responsibilities and circulate same to K&E team (.3); draft summary of additional tasks (.1); correspond with R. McEntire re A&M telephone conference (.2); correspond with K. Hroblak re next steps (.2); conference and correspond with counsel for UCC (.2); correspond with B. Barnes re strategy re same (.1); telephone conference with B. Barnes, N. Benham re next steps and timing (.4).
11/19/20	Orla Patricia O'Callaghan	3.60	Review, revise draft of document review protocol (.8); draft summary of discovery requests from UCC and Platte River (1.7); combine same with summary of discovery requests from Grande Mesa and Elevation (.9); revise summary and circulate to G. Jones (.2).
11/19/20	Anna G. Rotman, P.C.	4.50	Review background materials and telephone conference with midstream team re PDC agreement (.5); telephone conference with K&E team re confirmation discovery (1.0); telephone conference with bondholder counsel re proposed estimation schedule (.4); conference and correspond with UCC counsel re discovery (.5); telephone conference with K. Young re discovery (.2); telephone conference with K&E team re next steps (.4); correspond with Company re contract rejection planning (.4); review Platte River motion to stay appeal (.1); telephone conference with A&M re claims estimation and follow up with K&E team (.6); correspond with K&E team re contract rejection scheduling (.2); review motion to compel abandonment (.2).
11/19/20	Evan Swager	0.30	Telephone conference with A. Weinhouse, K&E team and PW re estimation schedule.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/19/20	Dustin Lyle Womack	9.90	Draft Platte River estimation request search terms (1.2); revise Platte River confirmation request search terms (1.1); correspond with K. Young re midstream discovery requests (.7); telephone conference re confirmation discovery requests (.9); telephone conference with K&E team re REP discovery (.6); revise R. McEntire Elevation discovery requests (.1); draft midstream discovery request project tracker (.2); draft REP RFP response (3.5); draft estimation request document review protocol section (.3); correspond with G. Jones re estimation discovery (.1); draft Platte River estimation interrogatory response (.6); draft Grand Mesa and Elevation estimation overarching search term (.1); analyze documents already produced to REP (.4); analyze Grand Mesa document request re timeframe (.1).
11/19/20	Kenneth A. Young	8.50	Coordinate discovery re contested matters (2.1); draft and revise discovery requests re contested matters (1.7); correspond with K&E team re motion strategy re contested matters (.7); draft and revise motion re contested matters (1.5); analyze motion re appeal of orders re contested matters (1.2); analyze designations in appeal of orders re contested matters (1.3).
11/20/20	Nicholas Adzima	2.10	Conferences re discovery requests and next steps (.6); research, draft responses re discovery overview (1.5).
11/20/20	Jamie Alan Aycock	3.70	Telephone conference with J. Grady, B. Jackson and K&E team re confirmation expert reports and related discovery (.8); correspond with J. Grady, B. Jackson and K&E team re same (.4); review proposed search terms (1.0); correspond with O. O'Callaghan and B. Barnes re same (.5); correspond with K&E team re response to motion to stay pending appeal (1.0).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/20/20	Ben A. Barnes	3.90	Draft and revise discovery responses (1.4); correspond with E. Christ and M. Woods re document collection (.5); correspond with Moelis re document collection (.4); correspond with A&M re document collection (.4); draft and revise document review protocol (1.2).
11/20/20	Nicholas Benham	8.80	Compile search terms and create tracker for discovery (2.2); correspond with B. Barnes and O. O'Callaghan re same (.2); revise same (.3); telephone conference with Company re upcoming discovery (.3); prepare notes re same (.3); draft responses and objections for upcoming discovery (3.4); review, analyze precedent responses and objections re same (1.1); review, revise prior responses and objections re same (.6); correspond with B. Barnes and O. O'Callaghan re same (.4).
11/20/20	Stephanie Cohen	3.70	Prepare for and telephone conferences with Company re motion to compel abandonment (.9); review precedent and research same (2.8).
11/20/20	Ross Fiedler	0.20	Prepare Elevation settlement motion and declaration for filing.
11/20/20	George W. Hicks Jr., P.C.	1.30	Review and analyze Platte River motion to stay (.5); telephone conference with A. Rotman and K&E team re same (.5); correspond with H. Rhodes and A. Lawrence re same (.3).
11/20/20	Grant Jones	7.60	Organize discovery response chart (1.5); correspond with A&M re discovery requests (.7); correspond with D. Womack and K. Young re discovery issues (.5); organize list of interrogatories and correspond with A&M re same (1.5); telephone conference with A&M re discovery requests and documents they can provide (.4); revise motion to estimate re notes from R. McEntire (.9); research estimation (1.0); draft interrogatory responses for Grand Mesa (.8); draft language for document review protocol re estimation (.3).
11/20/20	Andrew C. Lawrence	1.50	Prepare record designations for appeals and associated motions (1.1); correspond with G. Hicks and local counsel re same (.4).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/20/20	Angela Leonard	6.90	Manage and organize file materials into document management systems (6.2); update litigation case calendar (.7).
11/20/20	Christopher Marcus, P.C.	2.10	Telephone conference with K&E team re listing (.5); analyze Elevation issues (.7); review Midstream proofs of claim (.4); correspond with K&E team re discovery (.5).
11/20/20	Rebekah Sills McEntire	4.70	Review discovery requests (2.0); revise draft motion to estimate (2.7).
11/20/20	Orla Patricia O'Callaghan	3.40	Telephone conference with A&M re discovery requests (.3); telephone conference with Paul Weiss re discovery requests (.6); correspond with A. Rotman, B. Barnes and K&E team re common interest (.7); correspond with Company re interrogatories (.4); correspond and telephone conference with K&E team re K&E email pull (.8); revise document review protocol (.2); correspond with N. Benham re work in process (.4).
11/20/20	Orla Patricia O'Callaghan	5.80	Review and revise search parameters (3.0); telephone conferences with K. Young re custodians and search terms for midstream discovery requests (.4); correspond with K&E team, Moelis, A&M and Company re search parameters (.7); review confirmation related interrogatories and correspond with B. Barnes, K&E team re same (1.4); telephone conference with A&M and Moelis re expert reports (.3).
11/20/20	Alexander Rayner	0.10	Review correspondence re Company confirmation and estimation discovery update and questions.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/20/20	Anna G. Rotman, P.C.	7.70	Telephone conference with counsel re discovery (.6); correspond with O. O'Callaghan re same (.4); telephone conference with K&E team re ARB motion for stay pending appeal and follow up on work streams (.8); telephone conference with K&E team re discovery requests and negotiate with parties re discovery (2.4); review and revise motion to estimate and correspond with K&E team re same (2.2); review materials re contract rejection strategy (.4); correspond with K&E team re discovery issues approach (.6); review rejection claims analysis by A&M (.3).
11/20/20	Gary M. Vogt	0.50	Review matters re Platte River Midstream and others emergency motion to stay pending appeal (.3); correspond with A. Leonard re same (.2).
11/20/20	Laura Elizabeth Wolk	4.00	Telephone conference with A. Rotman and K. Young re work in process (.5); correspond with K. Young re same (.5); review materials re same (3.0).
11/20/20	Dustin Lyle Womack	8.00	Revise REP production request responses (.2); draft REP interrogatory request responses (.8); analyze REP production re interrogatory responses (1.3); draft REP request for admission responses (.4); correspond with K. Young re REP discovery (.2); draft Platte estimation discovery response (1.9); revise Platte estimation discovery response (.6); correspond with K&E team re estimation discovery (1.0); draft estimation interrogatory verification (.1); draft summary of estimation interrogatories (.3); telephone conference re estimation discovery (.3); correspond with K. Young re Platte emergency appellate motion (.5); compile materials re emergency motion (.3); revise estimation document review protocol (.1).
11/20/20	Lydia Yale	0.70	Research precedent objections to motion to compel abandonment.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/20/20	Kenneth A. Young	9.80	Analyze motion re appeal of contested matters (1.8); draft and revise responses to discovery re contested matters and confirmation (3.1); draft and revise motion re contested matters (4.3); coordinate discovery re contested matters and confirmation (.6).
11/21/20	Nicholas Adzima	0.80	Correspond with working group re discovery requests.
11/21/20	Ben A. Barnes	2.10	Draft, revise responses to confirmation and estimation discovery (1.4); correspond with M. Woods and E. Christ re document collection (.4); correspond with B. Latif re document collection (.3).
11/21/20	Nicholas Benham	6.30	Draft responses and objections to discovery requests (2.4); correspond with B. Barnes and O. O'Callaghan re same (.3); revise and incorporate feedback for drafting project (1.4); correspond with G. Jones re same (.2); draft and revise document review protocol (2.0).
11/21/20	Grant Jones	4.90	Revise motion to estimate (1.9); draft, revise responses and objections to discovery requests (2.5); revise estimation exhibits (.5).
11/21/20	Angela Leonard	5.20	Manage and organize file materials into document management systems (4.8); update litigation case calendar (.4).
11/21/20	Orla Patricia O'Callaghan	2.40	Correspond with B. Barnes re common interest privilege issues and strategy for same (.1); review and revise document review protocol (2.1); circulate same to A. Leonard (.2).
11/21/20	Anna G. Rotman, P.C.	1.50	Review and revise draft motion to estimate (1.3); review materials re non-disclosure agreement question (.2).
11/21/20	Laura Elizabeth Wolk	13.00	Review documents re contested matters (8.4); draft and review motion re same (4.6).
11/21/20	Dustin Lyle Womack	0.40	Gather materials re response to Platte emergency motion.
11/21/20	Kenneth A. Young	1.80	Coordinate discovery in contested matters and confirmation (.5); draft and revise discovery responses in contested matters and confirmation (.6); draft and revise response to motion in appeal of order re contested matter (.7).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/21/20	Matthew J. Zhu	7.30	Research standards of review and Colorado case law re real property covenants (4.0); analyze same (3.3).
11/22/20	Ben A. Barnes	1.90	Correspond with Moelis and A&M re document collection and production (.6); draft and revise responses to discovery requests from UCC, Platte River, REP and Grand Mesa (1.3).
11/22/20	Nicholas Benham	1.70	Revise motion re internal comments (.3); correspond with G. Jones re same (.1); research advisors and contacts for upcoming discovery (.4); correspond with O. O'Callaghan re same (.2); review and analyze document review protocol (.3); telephone conference with O. O'Callaghan re upcoming conference with contract attorneys (.3); correspond with O. O'Callaghan re same (.1).
11/22/20	Grant Jones	1.80	Revise motion to estimate (1.0); organize estimation motion exhibits (.5); correspond with counsel from Paul Weiss, M. Owens, E. Christ and K&E team re review and finalization of motion to estimate (.3).
11/22/20	Angela Leonard	5.20	Correspond with Sandline re specifications for processing data received from local counsel re Special Investigation Committee (.3); manage and organize file materials into document management systems (4.7); update litigation case calendar (.2).
11/22/20	Orla Patricia O'Callaghan	1.90	Draft instructions for Sandline.
11/22/20	Orla Patricia O'Callaghan	6.30	Correspond and coordinate with A. Leonard re Special Investigation Committee's documents (.4); correspond with K&E team re interrogatory answers (.1); coordinate with Sandline re review pane, highlighting and related issues (.9); document review re board documents and Special Investigation Committee documents (3.9); correspond with B. Barnes re same (.4); telephone conference with N. Benham re contract attorney kickoff telephone conference (.3); correspond with Sandline and A. Leonard re production (.2); correspond with C. Murray re question on Special Investigation Committee documents (.1).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/22/20	Anna G. Rotman, P.C.	1.20	Review motion to estimate draft (.9); correspond with working group re claims estimate (.3).
11/22/20	Laura Elizabeth Wolk	6.00	Draft motion re ongoing adversary proceedings.
11/22/20	Dustin Lyle Womack	0.10	Correspond with K&E team re REP interrogatory responses.
11/22/20	Kenneth A. Young	0.80	Coordinate discovery in contested matters and confirmation (.4); draft and revise discovery responses in contested matters and confirmation (.2); draft and revise response to motion in appeal of order re contested matter (.2).
11/22/20	Matthew J. Zhu	1.20	Research real covenants.
11/22/20	Matthew J. Zhu	1.50	Research opposing parties' claims.
11/22/20	Matthew J. Zhu	1.30	Research preliminary injunctions.
11/22/20	Matthew J. Zhu	1.90	Research motion for stay pending appeal.
11/23/20	Jamie Alan Aycock	6.10	Review responses to requests for production (1.2); review interrogatory responses and correspond with K&E team re same (1.4); telephone conference with K&E team re interrogatory responses (.5); telephone conference and correspond with E. Christ re redactions for production (.7); telephone conference with O. O'Callaghan re redaction issues and correspond with K&E team re same (.6); correspond with Bison re next steps (.3); review proposed responses to document requests and correspond with K&E team re same (.8); correspond with K. Young re appellate strategy (.6).
11/23/20	Ben A. Barnes	9.10	Draft responses to discovery requests (4.0); revise same (2.6); correspond with eDiscovery re document review and production (.5); telephone conference with contract attorneys re document review and production (.5); telephone conference with M. Woods, E. Christ, B. Jackson and K&E team re discovery responses (.4); finalize and serve responses to discovery requests (1.1).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/23/20	Nicholas Benham	7.80	Organize and update discovery responses and objections (.5); review and analyze document review protocol (1.0); correspond with O. O'Callaghan re same (.1); telephone conference with K&E team (.7); telephone conference with Company and K&E team re discovery (1.4); telephone conference with bankruptcy advisors and K&E team re discovery (.6); revise and incorporate same into motion draft (1.2); review and revise discovery search terms (.6); review, analyze and revise discovery documents (.7); review and analyze local filing protocol (.5); review and analyze motion for potentially confidential information (.5).
11/23/20	Stephanie Cohen	4.40	Revise objection to motion to compel (4.0); analyze same (.4).
11/23/20	Adrienne Courts	4.30	Cite and fact check debtors motion to estimate claims.
11/23/20	George W. Hicks Jr., P.C.	0.30	Correspond with A. Rotman, co-counsel and K&E team re Grand Mesa requests.
11/23/20	Grant Jones	8.40	Telephone conference with M. Owens, E. Christ, M. Foschi, L. Jacobsen and K&E team re interrogatory responses (1.4); telephone conference with B. Jackson, A. Zagoren and K&E team re claims estimation calculation (.7); telephone conference with K. Young and N. Benham re redactions for estimation motion (.3); revise interrogatory responses re correspondence with M. Owens (.2); revise estimation motion and exhibits to prepare for filing (1.9); finalize filing motion to estimate (2.5); revise motion to estimate (.2); correspond with local counsel re filing under seal (.7); review motion and exhibits for needed redactions (.5).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/23/20	Angela Leonard	13.60	Telephone conference with K&E team, Legal People and Sandline re document productions (.6); manage and organize file materials into document management systems (4.0); review same (4.0); update litigation case calendar (.5); review, analyze and update draft appellees' response to emergency motion to stay pending appeal for attorney review (1.7); review, analyze and update draft debtors' motion to estimate rejection claims for attorney review and prepare related exhibits in advance of filing (2.5); correspond with Sandline re specifications for processing data received from local counsel and opposing counsel (.3).
11/23/20	Library Factual Research	1.00	Research indemnification agreements.
11/23/20	Christopher Marcus, P.C.	2.10	Correspond with K&E team re Midstream negotiations (.5); telephone conference with UCC re settlement proposal (.4); correspond with K&E team re discovery (.3); telephone conference with K&E team re same (.4); telephone conference with Moelis re settlement (.5).
11/23/20	Rebekah Sills McEntire	3.70	Telephone conference with working group re discovery responses (1.0); telephone conference with A&M and K&E team re claims estimation (1.0); finalize filing of motion to estimate (1.7).
11/23/20	Orla Patricia O'Callaghan	4.80	Correspond with K&E team re sensitive information issue and next steps (.4); correspond with A. Leonard and K&E team re scheduling (.3); correspond with B. Barnes re batching (.2); draft and correspond with M. Vieira re same (.6); draft production set (.3); review and finalize production set (2.5); upload same (.1); draft and circulate cover email re same to opposing counsel and correspond with A. Leonard to ensure all opposing counsel have access to production (.3); correspond with C. Murray re new Special Investigation Committee documents (.1).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/23/20	Orla Patricia O'Callaghan	4.10	Telephone conference with contract attorneys re next steps (.7); telephone conferences with K. Young re sensitive information issue and next steps (.1); telephone conferences with B. Barnes re sensitive information issue next steps (.6); circulate draft interrogatory responses to Company (.1); telephone conference with Company re interrogatory responses (1.4); telephone conference with J. Aycock, K. Young and B. Barnes re sensitive information issue (.5); telephone conference and correspond with C. Menefee re same (.3); telephone conference with N. Benham re drafting search terms (.1); telephone conferences with A. Leonard re production (.1); telephone conference with M. Vieira re same (.2).
11/23/20	Alexander Rayner	0.20	Review matter correspondence re final litigation schedule and matter work streams.
11/23/20	Anna G. Rotman, P.C.	4.30	Finalize discovery responses and objections (1.6); review document production (.4); review and correspond with K&E team re draft objection to motion to expedite appeal in Platte River (.4); telephone conference with A&M re claims estimate calculation (.4); review and finalize draft motion to estimate claim (1.2); correspond with K. Hroblak re document production (.3).
11/23/20	Laura Elizabeth Wolk	1.50	Review emergency motion (1.3); correspond with K. Young re same (.2).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/23/20	Dustin Lyle Womack	7.70	Draft Leazer brief supporting motion to dismiss (.7); research resulting trust re Leazer (.1); research administrative remedy defense (.3); correspond with K. Young re RMM discovery responses (.1); correspond with K. Young re Leazer adversary (.1); telephone conference with Company re confirmation discovery (1.2); revise Platte River estimation interrogatory responses (.6); draft summary of discovery response revisions (.2); revise response to Platte River emergency stay motion (2.2); correspond with K. Young re Platte emergency motion (.7); analyze RMM response to real covenant motion for summary judgment (.2); correspond with K. Young re RMM motion response (.1); correspond with K&E team re estimation discovery responses (.7); revise REP interrogatory responses (.2); revise REP request for production responses (.3).
11/23/20	Kenneth A. Young	9.50	Coordinate discovery in contested matters and confirmation (2.3); telephone conference with Company re discovery in contested matters (.5); draft and revise discovery responses in contested matters (2.2); draft and revise response to motion in appeal of order in contested matter (1.9); correspond with Company re discovery and contested matters (.3); correspond with opposing counsel re contested matters and adversary proceedings (.6); analyze response to motion for summary judgment in adversary proceeding (1.1); coordinate filing and redaction of motion in contested matter (.6).
11/24/20	Nicholas Adzima	0.80	Correspond with K&E team re discovery requests and information re same.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/24/20	Jamie Alan Aycock	7.80	Telephone conference with A. Rotman, K&E team re discovery (.7); telephone conference with E. Christ and A. Weinhouse re ongoing litigation matters (.6); telephone conference with working group re work in process (.6); review and correspond with advisors re liquidation analysis (1.2); review, revise response to motion to compel abandonment and correspond with S. Cohen re same (4.0); correspond with counsel for Bison re withdrawal of rule 2004 motion (.7).
11/24/20	Ben A. Barnes	8.20	Correspond with eDiscovery vendor re document review (.4); review Company documents (3.9); analyze same (2.0); prepare same for production (1.0); telephone conference with K&E team re review protocol (.4); telephone conference with K&E team re case strategy (.5).
11/24/20	Brooksany Barrowes	0.50	Review discovery re rejection motions.
11/24/20	Nicholas Benham	5.20	Telephone conference with K&E team re discovery (.8); draft notes and correspond with O. O'Callaghan re same (.1); telephone conference with K&E team re revised protocol (.3); review and update document review protocol (1.9); correspond with O. O'Callaghan re same (.2); organize and prepare document review protocol for circulation (.2); correspond with A. Leonard re same (.1); prepare list of possible discrete discovery documents (1.3); correspond with B. Barnes re same (.1); correspond with O. O'Callaghan re same (.2).
11/24/20	Stephanie Cohen	1.60	Revise objection to motion to compel (1.5); correspond with Company, K&E team and WTP re same (.1).
11/24/20	Grant Jones	3.70	Telephone conference with K&E team re discovery issues (.9); organize list of non-custodial documents to send to Company and A&M for collection (1.8); telephone conference with D. Womack re non-custodial documents (.3); organize documents for background information for quality control reviewers (.2); correspond with K&E team and A. Rotman re reviewing productions (.5).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/24/20	Angela Leonard	9.90	Telephone conference with K&E team re preparation for upcoming deadlines (1.0); manage and organize file materials into document management systems (4.0); review same (1.0); correspond with Sandline re specifications for processing data received from opposing counsel (.3); confirm and verify data processed by Sandline and loaded into database for review and analysis by K&E team (.4); draft debtors' objection to motion of Grand Mesa Pipeline, LLC for stay pending appeal of order granting motions to reject certain executory contracts and proposed order for attorney review (1.4); update litigation calendar (.5); review, analyze and update draft appellees' response to emergency motion to stay pending appeal for attorney review in advance of filing (1.3).
11/24/20	Christopher Marcus, P.C.	2.10	Analyze term sheet (.7); telephone conference re settlement status (.5); correspond re special committee investigation (.3); analyze strategy re Midstream (.6).
11/24/20	Rebekah Sills McEntire	5.10	Revise motion to estimate (1.0); prepare motion for filing (3.1); correspond with K&E team re same (1.0).
11/24/20	Kathleen Murray	0.50	Review and analyze background documents re confirmation and estimation review.
11/24/20	Orla Patricia O'Callaghan	1.40	Draft and circulate list of next steps to K&E team (.3); correspond with K&E team re document reviewers' questions (.1); correspond with A. Rotman and J. Aycock re common interest privilege (.1); correspond with document reviewers re questions (.3); revise document protocol with N. Benham for common interest with Bracewell (.1); review and revise N. Benham's draft (.4); review M. Vieira's proposed batching and sign off (.1).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/24/20	Orla Patricia O'Callaghan	4.70	Correspond with N. Benham and A. Leonard re document reviewer telephone conference (.1); review and revise document protocol and correspond with A. Leonard re distribution (.8); draft task list and correspond with B. Barnes re same (.5); telephone conference with K&E team re work in process (.9); telephone conference with M. Vieira and B. Barnes re discovery issues (.9); telephone conferences with M. Vieira re limiting same (.6); telephone conference with document reviewers re same (.3); telephone conference with B. Barnes re net steps (.1); telephone conference with A. Rotman re next steps (.3); telephone conference with B. Barnes re discovery issues (.2).
11/24/20	Michael P. Quinn	0.10	Correspond with A. Rotman, B. Barnes re confirmation and estimation document review.
11/24/20	Harker Rhodes	0.70	Review and revise opposition to emergency stay motion.
11/24/20	Anna G. Rotman, P.C.	6.40	Draft agenda for telephone conference with K&E team (.2); telephone conference with K&E team re confirmation discovery (.8); telephone conference with B. Barnes re discovery strategy and execution (.5); telephone conference with O. O'Callaghan re confirmation discovery and follow-up (.4); telephone conference with K&E team re work in process (.2); review Grand Mesa's questions re appellate procedure (.3); correspond with opposing counsel re discovery responses (.3); review staffing for document review (.5); review draft response to PR motion for summary judgment (.8); review materials re confirmation, estimation discovery strategy and execution (2.4).
11/24/20	Laura Elizabeth Wolk	4.00	Review motion draft (2.0); research same (1.5); coordinate cite check with K&E team (.5).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/24/20	Dustin Lyle Womack	10.20	Analyze RMM adversary response (.7); correspond with K. Young re RMM adversary response (.3); research RMM new cases (.3); draft reply to RMM adversary response (2.7); telephone conference with K&E team re confirmation discovery (.8); correspond with K. Young re Leazer adversary (.4); draft Leazer scheduling stipulation (.5); draft Leazer motion to dismiss brief (2.4); correspond with K. Young re Platte River emergency motion reply (.6); revise Platte River emergency motion (.4); correspond with G. Jones re estimation discovery (.2); draft service provider analysis to B. Barnes (.3); analyze Platte River discovery requests re discrete document production (.6).
11/24/20	Kenneth A. Young	10.20	Draft and revise response to emergency motion to stay rejection order pending appeal (2.4); prepare response to emergency motion to stay rejection order pending appeal for filing (1.7); research support for emergency motion to stay rejection order pending appeal (2.3); coordinate discovery in contested matters (.8); analyze response to motion to summary judgment in adversary proceeding (.9); draft and revise motion for summary judgment in adversary proceeding (2.1).
11/24/20	Matthew J. Zhu	2.20	Research motions for stay pending appeal.
11/25/20	Jamie Alan Aycock	3.10	Correspond with counsel for Bison re discovery requests and withdrawal of rule 2004 motion (.7); review expert reports (1.6); correspond with K. Voelte re same (.8).
11/25/20	Ben A. Barnes	5.10	Correspond with A&M re document collection and review (.6); review and analyze Company documents to prepare for production (2.6); telephone conference with M. Vieira re document review issues (.4); review and analyze supplemental discovery requests (1.0); correspond with K. Young re same (.5).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/25/20	Nicholas Benham	3.50	Correspond with K&E team re document review protocol (.4); review, analyze telephone conference notes and discrete document list (.5); review and analyze requests for production (.4); correspond with G. Jones re same (.2); draft responses and objections to requests for production (1.6); review and analyze precedent re same (.4).
11/25/20	Cade C. Boland	3.20	Review protocol re document review (.6); telephone conference with G. Jones re document review (.4); document review (2.2).
11/25/20	Simon Briefel	1.00	Telephone conference with K&E team re discovery.
11/25/20	Juliana Dowling	5.80	Correspond with G. Jones re protocol (.5); review document review protocol (3.9); telephone conference with G. Jones and B. Barnes re document review (.8); correspond with G. Jones re updated document review protocol and discovery requests (.6).
11/25/20	Jon D. Fish	5.60	Telephone conference with G. Jones re document review protocol (.8); review documents produced by opposing counsel (4.8).
11/25/20	Zac Henderson	3.10	Review document review proposal and related documents (1.0); telephone conference with K&E team re document review (1.0); document review (1.1).
11/25/20	Grant Jones	8.90	Telephone conference with quality control review team re background documents and review protocol (1.0); correspond with M. Vieira re review panel set-up for production imports review (.5); organize documents and draft correspondence for production imports review (.4); correspond with reviewers re document review questions (1.5); organize list of non-custodial documents and send to O. O'Callaghan and B. Barnes (.6); review documents for responsiveness and significance (3.0); draft responses to supplemental discovery requests (1.9).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/25/20	Angela Leonard	7.40	Review Sandline data (1.0); clear coding conflicts with K&E team (.2); correspond with K&E team re availability of data for review (.8); manage and organize file materials into document management systems (4.0); review and analyze correspondence re document review metrics, tracking decision log, outstanding questions and correspond with Sandline, Legal People re same (.9); update litigation case calendar (.5).
11/25/20	Angela Leonard	3.70	Correspond with K&E team and local counsel re submission of corporate disclosure statement in appellate litigations (.3); draft corporate disclosure statement of appellee extraction (.4); draft and update debtors' second set of requests for production to Rocky Mountain Midstream LLC, Platte River Midstream, LLC and Grand Mesa Pipeline LLC estimation and confirmation for attorney review (1.5); compile Elevation agreements (.3); correspond with Legal People and Sandline re document review status and clear contract attorneys through conflicts (.4); update litigation case calendar (.5); correspond with Sandline re confirmation review quality control batching proposal for attorney review (.3).
11/25/20	Christopher Marcus, P.C.	2.50	Telephone conference re business plan (.5); telephone conference re ARB proposal (.5); telephone conference with advisors re GUC recovery (.7); analyze estimation strategy and telephone conference re settlement (.8).
11/25/20	Rebekah Sills McEntire	3.40	Prepare for and conference with K&E team re discovery requests (2.1); review responses and objections re same (.9); correspond with K&E team re same (.4).
11/25/20	Kathleen Murray	5.40	Review production for confirmation and estimation responsiveness (3.5); analyze same (1.9).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/25/20	Orla Patricia O'Callaghan	1.50	Compile correspondence re location of other parties' productions on Relativity for G. Jones (.1); correspond with B. Barnes re collection of discrete documents (.1); document review re additional Special Investigation Committee documents (.9); telephone conference with Company re ARB proposal (.4).
11/25/20	Michael P. Quinn	6.70	Telephone conference with G. Jones re production import document review (.4); review production import documents (4.0); analyze same (2.3).
11/25/20	Alexander Rayner	0.10	Review correspondence re discovery request responses.
11/25/20	Stephen M. Rees	4.90	Review materials re document review (.7); telephone conference with K&E team re same (.4); document review (3.8).
11/25/20	Anna G. Rotman, P.C.	4.80	Review MSJ re Platte River counterclaim (.8); review objections to confirmation and estimation discovery (.8); prepare for and correspond with RMM (.5); correspond with RMM re conference (.4); telephone conference with M. Owens re Grand Mesa discovery objections (.2); review supplemental discovery requests (.3); prepare for conference with Grand Mesa re discovery (.3); review issues for conference with Platte River (.3); review materials re estimation hearing strategy and evidence (1.2).
11/25/20	Alexandra Schrader	1.70	Telephone conference with K&E team re document review (.4); review document review protocol and requests (1.3).
11/25/20	Dustin Lyle Womack	8.10	Draft Leazer motion to dismiss brief (4.0); review, revise same (1.1); draft Leazer motion to dismiss order (.1); research adversary proceeding violation of stay (.1); correspond with K. Young re Leazer brief (.4); correspond with K. Young re Platte counterclaims motion for summary judgment (.3); revise Platte counterclaim motion (.9); analyze Platte supplementary discovery (.1); draft response to Platte supplementary discovery (.9); correspond with K. Young re Grand Mesa emergency motion (.2).
11/25/20	Lydia Yale	2.10	Draft 9019 motion and declaration re motion to seal and motion to shorten re same.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/25/20	Kenneth A. Young	9.00	Telephone conference and correspond with Company re adversary proceedings and contested matters (1.1); coordinate collection of documents for production in contested matters (1.7); telephone conferences and correspond with counterparties in adversary proceedings and contested matters re discovery and litigation schedule (1.6); analyze and revise briefing re contested matters and adversary proceedings (1.3); research legal support in contested matters and adversary proceedings (1.7); draft and revise motion for summary judgment in adversary proceeding (1.0); prepare motion re summary judgment for filing (.6).
11/25/20	Edward Zhang	4.50	Document review re discovery requests (2.8); review and analyze case background materials (1.0); telephone conference with K&E team re document review (.7).
11/26/20	Ben A. Barnes	1.20	Prepare for telephone conference with contract review attorneys (.2); correspond with A&M re document collection (.1); correspond with Moelis re document collection (.1); review and analyze Company documents to prepare for production (.8).
11/26/20	Juliana Dowling	0.60	Review documents for responsiveness.
11/26/20	George W. Hicks Jr., P.C.	0.20	Correspond with A. Lawrence re appeals.
11/26/20	Angela Leonard	3.60	Update litigation case calendar (.5); manage and organize file materials into document management systems (3.1).
11/27/20	Ben A. Barnes	8.10	Correspond with A&M re document collection (.4); telephone conference with K&E team re quality control review (.4); telephone conference with Sandline re document review issues (.4); prepare for and attend contract attorney orientation (1.1); prepare for and correspond with Platte River parties re discovery responses (3.0); prepare for and correspond with Grand Mesa re discovery issues (2.3); draft and revise correspondence with Grand Mesa re discovery issues (.5).
11/27/20	Brooksany Barrowes	2.50	Review materials re discovery matters re rejection damages in adversary proceeding.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/27/20	Nicholas Benham	6.30	Telephone conference with contract attorneys re document review (.7); correspond with B. Barnes re same (.1); telephone conference with discovery vendor re same (.5); telephone conference with K&E team re quality control (.6); correspond with C. Boland re quality control questions (.2); draft responses and objections for discovery requests (3.4); review, analyze precedent and requests for production re same (.6); correspond with G. Jones re same (.2).
11/27/20	Cade C. Boland	2.60	Document review.
11/27/20	Juliana Dowling	1.00	Correspond with G. Jones re document review (.2); review documents for responsiveness on Relativity (.3); telephone conference with G. Jones and B. Barnes re same (.3); correspond with B. Barnes re same (.2).
11/27/20	Jon D. Fish	0.60	Telephone conference with B. Barnes and N. Benham re document review.
11/27/20	Grant Jones	8.60	Review and draft responses to questions from production import review team (1.5); conference and correspond with Grand Mesa's counsel re discovery issues (.7); telephone conference with review team re next steps (.1); conference and correspond with Platte River's counsel re discovery issues (.5); correspond with R. McEntire, K. Young and A. Rotman re discovery information in preparation for telephone conferences (.5); correspond with A. Zagoren and B. Jackson re specific details for supplemental interrogatory to Grand Mesa (.2); draft responses and objections to supplemental requests (2.4); review production import documents for significance (2.7).
11/27/20	Andrew C. Lawrence	0.50	Review and analyze dockets for all appeals (.2); correspond with G. Hicks re recent developments (.3).
11/27/20	Angela Leonard	2.30	Telephone conference with K&E team, Legal People and Sandline re document review (.6); manage and organize file materials into document management systems (1.7).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/27/20	Rebekah Sills McEntire	1.60	Prepare for and conference with opposing counsel re discovery responses and objections (1.1); correspond with K&E team re same (.5).
11/27/20	Kathleen Murray	0.90	Telephone conference with B. Barnes re document review (.4); review and analyze protocol memorandum in preparation for quality control review (.5).
11/27/20	Orla Patricia O'Callaghan	1.10	Review and revise collection documents list (.9); correspond with A&M re same (.2).
11/27/20	Michael P. Quinn	0.60	Telephone conference with B. Barnes and N. Benham re quality control document review.
11/27/20	Stephen M. Rees	2.00	Correspond with B. Barnes re document review (.4); document review (1.6).
11/27/20	Anna G. Rotman, P.C.	1.20	Conference and correspond with Grand Mesa and follow up with K&E team (.8); prepare for conference with Platte River (.2); review Grand Mesa search terms and custodian list (.2).
11/27/20	Alexandra Schrader	4.50	Review documents for estimation and confirmation hearings (.7); telephone conference with K&E team re document review training (.6); document review (3.2).
11/27/20	Dustin Lyle Womack	0.70	Analyze Platte River discovery responses for telephone conference (.3); telephone conference re Platte River discovery (.4).
11/27/20	Kenneth A. Young	1.80	Telephone conferences with counsel for objection parties re discovery (.8); coordinate discovery in contested matters (1.0).
11/27/20	Edward Zhang	0.50	Telephone conference with B. Barnes and N. Benham re document review.
11/28/20	Jamie Alan Aycock	0.50	Telephone conference with A. Rotman, G. Hicks and K. Young re next steps and strategy in appeals of rejection decisions.
11/28/20	Ben A. Barnes	2.10	Telephone conference with A&M re document collection and review (.5); review and analyze Company documents to prepare for production (1.1); correspond with K&E team re document review (.5).
11/28/20	Jon D. Fish	5.00	Document review (4.0); analyze documents for responsiveness (1.0).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/28/20	George W. Hicks Jr., P.C.	1.90	Strategize re consolidation and briefing of contract rejection appeals (.9); telephone conference with A. Rotman and K&E team re appeals (.5); correspond with A. Lawrence re final judgment question (.5).
11/28/20	Grant Jones	2.00	Draft discovery responses.
11/28/20	Andrew C. Lawrence	0.80	Research rule 54(b) certification (.6); correspond with G. Hicks re same (.2).
11/28/20	Angela Leonard	2.40	Manage and organize file materials into document management systems.
11/28/20	Stephen M. Rees	2.00	Document review re discovery requests.
11/28/20	Anna G. Rotman, P.C.	1.30	Telephone conference with K&E team re appeal strategy on consolidation and review follow-up correspondence (.6); review questions re document review and production strategy (.7).
11/28/20	Alexandra Schrader	1.00	Document review.
11/28/20	Kenneth A. Young	0.80	Telephone conference with K&E team re legal strategy on appeals from bankruptcy rulings.
11/29/20	Ben A. Barnes	1.60	Review and analyze Company documents to prepare for production (.5); draft and revise responses to expedited discovery requests (1.1).
11/29/20	Cade C. Boland	2.20	Document review.
11/29/20	Ross Fiedler	3.50	Draft motion to approve DCP settlement agreement (2.0); draft declaration re same (.5); draft motion to shorten same (.5); draft motion to seal same (.5).
11/29/20	Jon D. Fish	1.00	Document review.
11/29/20	George W. Hicks Jr., P.C.	1.00	Correspond with opposing counsel re consolidation and briefing of contract rejection appeals.
11/29/20	Angela Leonard	0.80	Manage and organize file materials into document management systems.
11/29/20	Kathleen Murray	0.90	Document review.
11/29/20	Anna G. Rotman, P.C.	1.20	Review issues re confirmation discovery (.5); prepare agenda for K&E team telephone conference re confirming and estimation hearing (.3); review issues re expert reports (.4).
11/29/20	Alexandra Schrader	1.50	Document review.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/29/20	Edward Zhang	2.00	Document review.
11/30/20	Jamie Alan Aycock	5.50	Telephone conference with A. Rotman and K&E team re discovery (.8); draft objection to Bison motion for rule 2004 discovery (2.9); correspond with K&E team re same (.3); correspond with K&E team re expert reports (.4); correspond with Bison re withdrawal of rule 2004 motion (.5); correspond with K. Voelte re additional disclosures necessary for expert report (.6).
11/30/20	Ben A. Barnes	6.10	Telephone conference with A&M re document collection and production (.5); draft and revise responses to Elevation discovery requests (2.3); review and analyze Company documents to prepare for production (2.2); telephone conference with Moelis re valuation report (.5); telephone conference with K&E team re confirmation and estimation trial preparation (.6).
11/30/20	Nicholas Benham	4.90	Review, analyze and revise responses and objections (2.9); telephone conference with K&E team re next steps (.7); telephone conference with K&E team re discrete documents (.6); compile notes and circulate summary to K&E team (.6); correspond with G. Jones re upcoming project (.1).
11/30/20	Cade C. Boland	0.20	Document review.
11/30/20	Stephanie Cohen	0.50	Review, analyze and correspond with A. Weinhouse and Company re motion to compel abandonment reply.
11/30/20	Juliana Dowling	2.10	Review case materials and document review protocol (.5); document review (1.6).
11/30/20	Ross Fiedler	1.50	Review, revise release agreement re Elevation settlement (.7); review, revise 9019 motion and related documents re DCP settlement (.8).
11/30/20	Jon D. Fish	3.10	Document review.
11/30/20	Zac Henderson	0.30	Correspond with R. Shankar re research.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/30/20	Grant Jones	8.80	Review and revise discovery responses (1.7); correspond with N. Benham and D. Womack re discovery responses (.5); review documents for significance and potential use in depositions (4.0); telephone conference with K&E team re confirmation discovery (.7); telephone conference with A&M advisors and K&E team re discovery requests and non-custodial documents (.8); telephone conference with A&M advisors, A. Rotman, R. McEntire and K. Young re expert report (1.1).
11/30/20	Angela Leonard	3.50	Manage and organize file materials into document management systems (3.1); update litigation calendar (.4).
11/30/20	Christopher Marcus, P.C.	3.00	Analyze Midstream strategy and review term sheet (.7); telephone conference with management re strategy (.5); analyze supplemental retention declaration (.5); correspond re status conference and telephone conference with K&E team re same (.5); review, revise term sheet and telephone conference with A. Weinhouse re same (.8).
11/30/20	Rebekah Sills McEntire	4.50	Review and revise draft expert report (3.5); telephone conference with A&M and K&E team re same (1.0).
11/30/20	Kathleen Murray	2.40	Document review.
11/30/20	Orla Patricia O'Callaghan	5.30	Correspond with B. Barnes re next production and notes for same (.2); telephone conference with K&E team re next steps (.7); telephone conference with B. Barnes re same (.2); telephone conference with A&M re discrete documents (.7); review Company's requests for production re confirmation issues and correspond with G. Jones re 30(b)(6) topics (.4); review, revise draft responses and objections to Elevation's requests for production and interrogatories (2.9); summarize notes from telephone conference with A&M re discrete documents and circulate list of outstanding documents to B. Barnes (.2).
11/30/20	Michael P. Quinn	3.40	Document review.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250007981
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/30/20	Anna G. Rotman, P.C.	5.80	Telephone conference with K&E team re confirmation and estimation trial preparation (.8); correspond with K&E team re discovery issues (1.3); review draft expert reports (1.6); telephone conference with A&M re draft expert report (1.1); review Platte River motion for stay pending appeal and correspond with working group re same (.6); review materials re discovery deadlines with Elevation (.2); review Liberty Oil Services complaint (.2).
11/30/20	Dustin Lyle Womack	8.30	Revise Leazer brief supporting motion to dismiss (.9); revise response to Platte River discovery (.2); correspond with K. Young re adversary appeals (.3); telephone conference with K&E team re confirmation discovery (.7); analyze Grand Mesa stay motion (.7); correspond with K. Young re Grand Mesa motion (.3); draft response to Grand Mesa stay motion (4.0); revise Grand Mesa stay response (.6); telephone conference with advisor re confirmation discovery (.6).
11/30/20	Kenneth A. Young	6.50	Draft, revise objections and responses to discovery in contested matter (4.0); coordinate discovery re contested matters (1.8); telephone conferences with Company advisors re contested matters (.7).
11/30/20	Edward Zhang	1.60	Document review.
Total		1,401.50	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

February 23, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007981

Client Matter: 18803-25

REMITTANCE ADVICE

For Professional Services Rendered Through November 30, 2020

In the Matter of Adversary Proceedings/Contested Matters

Total Fees	\$ 1,199,908.00
Total Due This Invoice	\$ 1,199,908.00

To ensure proper credit, please reference the Invoice Number with your payment.

TERMS: Due Upon Receipt

Wire Transfer/ACH Instructions:

Citibank
227 W. Monroe Street, Ste. 200
Chicago, IL 60606
ABA Number: 271070801
Swift Code: CITIUS33
Acct. Name: Kirkland & Ellis LLP
Acct. Number: 800418399

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

February 23, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007980

Client Matter: 18803-26

In the Matter of Automatic Stay Matters

For legal services rendered through November 30, 2020
(see attached Description of Legal Services for detail)

\$ 71,330.00

Total legal services rendered

\$ 71,330.00

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Automatic Stay Matters

Invoice Number: 1250007980
 Matter Number: 18803-26

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	1.70	845.00	1,436.50
Bill Arnault	9.70	1,165.00	11,300.50
Jamie Alan Aycock	4.50	1,145.00	5,152.50
Brooksany Barrowes	2.00	1,345.00	2,690.00
John Christian	9.10	835.00	7,598.50
Stephanie Cohen	0.10	845.00	84.50
Adrienne Courts	3.30	375.00	1,237.50
Andrew C. Lawrence	4.00	1,025.00	4,100.00
Angela Leonard	0.50	375.00	187.50
Anna G. Rotman, P.C.	6.70	1,425.00	9,547.50
Dustin Lyle Womack	34.00	725.00	24,650.00
Kenneth A. Young	1.80	1,045.00	1,881.00
Matthew J. Zhu	2.40	610.00	1,464.00
TOTALS	79.80		\$ 71,330.00

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Automatic Stay Matters

Invoice Number: 1250007980
 Matter Number: 18803-26

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/01/20	Bill Arnault	3.20	Review, revise motion to enforce automatic stay.
11/01/20	Bill Arnault	1.10	Review, revise motion to enforce automatic stay (.8); correspond with Company, local counsel and S. Herlihy re same (.3).
11/01/20	Adrienne Courts	3.30	Review, revise motion to enforce automatic stay.
11/01/20	Dustin Lyle Womack	2.60	Revise motion to enforce automatic stay.
11/02/20	Bill Arnault	4.20	Review and revise motion to enforce automatic stay, order, affidavit and exhibits (3.1); correspond with local counsel, A. Rotman, D. Womack and S. Herlihy re same (1.1).
11/02/20	John Christian	2.50	Prepare draft objection to Boulder County's motion to lift automatic stay.
11/02/20	Andrew C. Lawrence	4.00	Research bankruptcy appellate standing and correspond with G. Hicks re same.
11/02/20	Anna G. Rotman, P.C.	1.80	Review and revise ARB motion to enforce automatic stay (1.6); review walk-up shipping options and enforcement (.2).
11/02/20	Dustin Lyle Womack	2.70	Research violation of automatic stay as cause of action (.2); revise motion to enforce automatic stay (2.3); revise motion to shorten re automatic stay (.2).
11/03/20	Jamie Alan Aycock	2.60	Draft and revise objection to Boulder lift stay motion (2.0); correspond with K&E team re same (.6).
11/03/20	John Christian	5.90	Prepare draft objection to Boulder County's motion to lift automatic stay.
11/03/20	Stephanie Cohen	0.10	Revise lift stay order and correspond with WTP re same.
11/03/20	Dustin Lyle Womack	1.00	Revise RMM interrogatory responses (.4); redact motion to enforce automatic stay and exhibits (.5); correspond with K&E team re same (.1).
11/04/20	Jamie Alan Aycock	1.90	Draft and revise objection to Boulder lift stay motion (1.7); correspond with K&E team re same (.2).
11/04/20	John Christian	0.70	Revise draft objection to Boulder County's motion to lift automatic stay.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Automatic Stay Matters

Invoice Number: 1250007980
 Matter Number: 18803-26

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/05/20	Dustin Lyle Womack	0.70	Review and analyze sealed motion to enforce against Platte River (.6); analyze Platte proposed additional redactions to motion to enforce (.1).
11/06/20	Dustin Lyle Womack	1.00	Draft service provider talking points re Platte violation of stay.
11/10/20	Dustin Lyle Womack	0.70	Telephone conference with Company re alternatives to motion to enforce (.2); correspond with K. Young re motion enforce stay (.5).
11/11/20	Dustin Lyle Womack	10.50	Analyze Platte objection to motion to enforce (.6); correspond with K. Young re motion to enforce (.5); draft reply re same (6.6); research automatic stay injunction re same (1.2); research issues re automatic stay (.1); revise motion to enforce (1.5).
11/12/20	Nicholas Adzima	1.70	Conferences with working group re automatic stay hearing (1.0); revise materials re same (.6); correspond with K&E team re same (.1).
11/12/20	Anna G. Rotman, P.C.	0.80	Review and comment on reply brief re motion to enforce automatic stay.
11/12/20	Dustin Lyle Womack	2.30	Draft presentation re motion to enforce hearing (1.7); correspond with K. Young re reply re motion to enforce (.3); revise reply in support of motion to enforce (.1); redact same (.2).
11/13/20	Angela Leonard	0.50	Compile and prepare hearing exhibits re motion for entry of order enforcing automatic stay against ARB Midstream and Platte River to send to Chambers.
11/13/20	Anna G. Rotman, P.C.	2.00	Telephone conference with K&E team re Platte River discovery re automatic stay (.3); prepare for hearing on motion to enforce automatic stay (1.7).
11/13/20	Dustin Lyle Womack	3.70	Telephone conference with K&E team re Platte River motion to enforce discovery (.3); draft response to Platte River motion to enforce discovery (1.6); correspond with K. Young re motion to enforce discovery (.5); revise response to motion to enforce discovery (.6); correspond with K. Young re motion to enforce (.4); draft motion to enforce exhibit list (.3).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Automatic Stay Matters

Invoice Number: 1250007980
 Matter Number: 18803-26

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/16/20	Bill Arnault	1.20	Telephone conferences with K. Young re motion to enforce automatic stay (.8); review correspondence and documents re same (.4).
11/16/20	Anna G. Rotman, P.C.	0.40	Prepare for hearing on motion to lift automatic stay and review discovery.
11/16/20	Dustin Lyle Womack	3.30	Draft motion to enforce presentation slides (1.3); correspond with K. Young re motion to enforce hearing (.5); research admissibility of prior evidence re motion to enforce (.6); draft analysis of admissibility research (.4); revise motion to enforce discovery response (.5).
11/17/20	Brooksany Barrowes	2.00	Prepare for lift stay hearing and follow up re same.
11/17/20	Anna G. Rotman, P.C.	1.70	Prepare for hearing on motion to enforce automatic stay (.4); research confirmation discovery issues and correspond with K. Hroblak re same (1.3).
11/17/20	Dustin Lyle Womack	5.20	Revise motion to enforce presentation (1.8); correspond with K. Young re motion to enforce hearing (2.5); prepare materials for motion to enforce hearing (.5); research same (.4).
11/23/20	Matthew J. Zhu	2.40	Research stays pending appeal or preliminary injunctions.
11/30/20	Dustin Lyle Womack	0.30	Analyze K. Young revisions to Grand Mesa stay response (.2); analyze Platte River stay motion reply (.1).
11/30/20	Kenneth A. Young	1.80	Draft and revise response to motion to stay ruling in contested matter on appeal.
Total		79.80	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

February 23, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007979
Client Matter: 18803-27

In the Matter of Business Operations

For legal services rendered through November 30, 2020
(see attached Description of Legal Services for detail)

\$ 5,441.50

Total legal services rendered

\$ 5,441.50

Legal Services for the Period Ending November 30, 2020
Extraction Oil & Gas, Inc.
Business Operations

Invoice Number: 1250007979
Matter Number: 18803-27

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Robert S. Fleishman	0.70	1,325.00	927.50
Ammaar Joya	6.10	740.00	4,514.00
TOTALS	6.80		\$ 5,441.50

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Business Operations

Invoice Number: 1250007979
 Matter Number: 18803-27

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/03/20	Ammaar Joya	3.20	Review GMP tariff, related filings and research GMP's right to delay walk-up service.
11/04/20	Ammaar Joya	1.60	Research challenge to delay walk-up service.
11/06/20	Robert S. Fleishman	0.70	Telephone conference with A. Joya re shipper issues, FERC and related review of documents.
11/06/20	Ammaar Joya	1.30	Review TSAs and FERC tariffs for DJ South and Platte River to analyze walk-up shipper rights (.7); correspond with J. Aycock and B. Fleishman re same (.6).
Total		6.80	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

February 23, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007978

Client Matter: 18803-28

In the Matter of Case Administration

For legal services rendered through November 30, 2020
(see attached Description of Legal Services for detail)

\$ 53,531.00

Total legal services rendered

\$ 53,531.00

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Case Administration

Invoice Number: 1250007978
 Matter Number: 18803-28

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	8.80	845.00	7,436.00
Joanna Aybar	0.20	340.00	68.00
Adam Louis Birnbaum	3.50	740.00	2,590.00
Simon Briefel	1.40	845.00	1,183.00
Michael Y. Chan	4.00	265.00	1,060.00
Stephanie Cohen	2.50	845.00	2,112.50
Mark Dundon, P.C.	0.50	1,360.00	680.00
Ross Fiedler	2.50	845.00	2,112.50
Christopher Fox	1.00	1,085.00	1,085.00
Christopher S.C. Heasley	0.50	1,165.00	582.50
Shan A. Khan	0.80	1,085.00	868.00
Kevin Liang	5.70	740.00	4,218.00
Andrew L. Lombardo	0.90	965.00	868.50
Courtney Loyack	3.80	785.00	2,983.00
Christopher Marcus, P.C.	1.70	1,635.00	2,779.50
Rebecca J. Marston	5.40	610.00	3,294.00
Melissa Mertz	8.60	610.00	5,246.00
Arthur Patrick Muszynski	2.80	740.00	2,072.00
Aisha M. Noor	0.50	965.00	482.50
Eric Nyberg	3.00	265.00	795.00
Ashley Pincock	0.10	610.00	61.00
Allyson B. Smith	1.40	1,035.00	1,449.00
Chad Michael Smith, P.C.	0.30	1,215.00	364.50
Evan Swager	2.50	740.00	1,850.00
Joe Tobias	1.80	1,165.00	2,097.00
Sean M. Valentine	0.10	610.00	61.00
Enoch Varner	2.50	1,195.00	2,987.50
Lydia Yale	7.80	275.00	2,145.00
TOTALS	74.60		\$ 53,531.00

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Case Administration

Invoice Number: 1250007978
 Matter Number: 18803-28

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/02/20	Kevin Liang	0.80	Review, analyze key dates and work in process issues and correspond with K&E team re same (.6); coordinate calendar invites of key milestones (.2).
11/02/20	Rebecca J. Marston	0.70	Create work in process chart.
11/02/20	Melissa Mertz	1.50	Revise work in process (1.3); correspond with N. Adzima, S. Cohen and K. Liang re same (.2).
11/02/20	Lydia Yale	0.20	Prepare docket report and distribute same.
11/02/20	Lydia Yale	0.20	Prepare calendar invites for November 5, 2020 and December 3, 2020 hearings.
11/03/20	Nicholas Adzima	0.50	Conferences with working group re strategy and next steps.
11/03/20	Adam Louis Birnbaum	0.70	Review, analyze key dates and deadlines chart in preparation of K&E team telephone conference (.2); telephone conference with K&E team, Company and advisors re deal status and updates (.5).
11/03/20	Christopher Fox	0.50	Telephone conference with working group.
11/03/20	Kevin Liang	0.80	Review, revise work in process and key dates chart and correspond with M. Mertz re same (.4); telephone conference with K&E team re status (.4).
11/03/20	Courtney Loyack	0.60	Prepare for and telephone conference with K&E team re update.
11/03/20	Rebecca J. Marston	0.50	Telephone conference with K&E team re work in process.
11/03/20	Melissa Mertz	1.30	Review, revise work in process (1.2); correspond with K. Liang and A. Weinhouse re same (.1).
11/03/20	Evan Swager	0.40	Telephone conference with A. Weinhouse, K&E team, Company and advisors re work in process.
11/03/20	Joe Tobias	0.40	Telephone conference with K&E team.
11/03/20	Enoch Varner	0.40	Telephone conference with K&E team.
11/03/20	Lydia Yale	0.40	Prepare docket report and distribute same.
11/03/20	Lydia Yale	0.90	Correspond with CourtCall re appearances into three upcoming hearings (.3); prepare calendar invites re same (.6).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Case Administration

Invoice Number: 1250007978
 Matter Number: 18803-28

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/04/20	Melissa Mertz	0.20	Revise work in process (.1); correspond with K. Liang re same (.1).
11/04/20	Lydia Yale	0.50	Prepare docket report and distribute same.
11/04/20	Lydia Yale	0.80	Prepare calendar invites for live lines into November 5, 2020 hearing (.4); correspond with CourtCall re same (.4).
11/05/20	Kevin Liang	0.70	Telephone conference with K&E team, Company and advisors re work in process.
11/05/20	Courtney Loyack	0.80	Prepare for and telephone conference with K&E team re status.
11/05/20	Rebecca J. Marston	0.70	Telephone conference with K&E team re work in process.
11/05/20	Melissa Mertz	1.00	Revise work in process, critical dates and deadlines chart (.2); correspond with K. Liang and A. Weinhouse re same (.1); telephone conference with A. Weinhouse, K&E team, Company and advisors re work in process and next steps (.7).
11/05/20	Arthur Patrick Muszynski	0.50	Telephone conference with working group re status.
11/05/20	Evan Swager	0.60	Telephone conference with A. Weinhouse, K&E team, advisors and Company re work in process.
11/05/20	Joe Tobias	0.70	Telephone conference with K&E team re status.
11/05/20	Lydia Yale	0.40	Prepare docket report and distribute same.
11/06/20	Lydia Yale	0.20	Prepare docket report and distribute same.
11/06/20	Lydia Yale	0.50	Prepare calendar invites for live lines into November 6, 2020 hearing (.2); correspond with CourtCall re same (.3).
11/09/20	Lydia Yale	0.40	Prepare docket report and distribute same.
11/10/20	Nicholas Adzima	1.00	Conferences with working group re strategy and next steps.
11/10/20	Adam Louis Birnbaum	0.70	Review, analyze key dates and deadlines chart in preparation of K&E team telephone conference (.2); telephone conference with K&E team, Company and advisors re deal status and updates (.5).
11/10/20	Simon Briefel	0.40	Telephone conference with Paul Weiss, K&E team re status and deal.
11/10/20	Stephanie Cohen	0.30	Conference with K&E team, Company and A&M re status.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Case Administration

Invoice Number: 1250007978
 Matter Number: 18803-28

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/10/20	Kevin Liang	0.50	Telephone conference with advisors, Company and K&E team re status (.3); review, revise key dates chart and correspond with K&E team re same (.2).
11/10/20	Courtney Loyack	0.50	Telephone conference with K&E team re status update.
11/10/20	Christopher Marcus, P.C.	0.50	Telephone conference with K&E team.
11/10/20	Arthur Patrick Muszynski	0.40	Telephone conference with K&E team re status.
11/10/20	Lydia Yale	0.20	Prepare docket report and distribute same.
11/11/20	Nicholas Adzima	0.50	Conference with working group re strategy and next steps.
11/11/20	Stephanie Cohen	0.20	Conference re work in process.
11/11/20	Kevin Liang	0.40	Review, revise work in process (.1); correspond with K&E team re same (.1); telephone conference with K&E team re status (.2).
11/11/20	Rebecca J. Marston	0.40	Telephone conference with K&E team re work in process.
11/11/20	Melissa Mertz	0.30	Telephone conference with A. Weinhouse and K&E team re work in process.
11/11/20	Aisha M. Noor	0.20	Telephone conference with A. Weinhouse and K&E team re work in process.
11/11/20	Lydia Yale	0.20	Prepare docket report and distribute same.
11/12/20	Nicholas Adzima	1.00	Conferences with working group re strategy and next steps.
11/12/20	Adam Louis Birnbaum	0.90	Review and analyze key dates and deadlines chart in preparation of K&E team telephone conference (.2); telephone conference with K&E team, Company and advisors re deal status and updates (.7).
11/12/20	Simon Briefel	0.50	Telephone conference with working group.
11/12/20	Stephanie Cohen	0.60	Conference with working group re status.
11/12/20	Mark Dundon, P.C.	0.50	Telephone conference with working group re update.
11/12/20	Ross Fiedler	0.50	Telephone conference with Company, advisors re case strategy and next steps.
11/12/20	Kevin Liang	0.60	Telephone conference with K&E team, advisors and Company re status.
11/12/20	Courtney Loyack	0.70	Telephone conference with working group re update.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Case Administration

Invoice Number: 1250007978
 Matter Number: 18803-28

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/12/20	Rebecca J. Marston	0.70	Telephone conference with K&E team re work in process.
11/12/20	Melissa Mertz	0.80	Review and revise work in process chart (.1); correspond with K. Liang and A. Weinhouse re same (.2); telephone conference with A. Weinhouse, K&E team, Company and advisors re updates and work in process (.5).
11/12/20	Arthur Patrick Muszynski	0.70	Telephone conference with working group.
11/12/20	Evan Swager	0.60	Telephone conference with A. Weinhouse, K&E team and advisors re work in process.
11/12/20	Joe Tobias	0.70	Telephone conference with working group.
11/12/20	Enoch Varner	0.80	Prepare for and telephone conference with working group.
11/12/20	Lydia Yale	0.30	Prepare docket report and distribute same.
11/13/20	Andrew L. Lombardo	0.90	Review and revise K&E restructuring draft of K&E-PW joint emergence checklist (.6); correspond with E. Varner re same (.3).
11/13/20	Lydia Yale	0.20	Prepare docket report and distribute same.
11/16/20	Lydia Yale	0.40	Prepare docket report and distribute same (.2); organize docket filings (.2).
11/17/20	Nicholas Adzima	1.20	Conferences with working group re strategy and next steps.
11/17/20	Adam Louis Birnbaum	0.80	Review, analyze key dates, deadlines chart and emergence checklist in advance K&E team telephone conference (.3); telephone conference with K&E team, Company and advisors re deal status and updates (.5).
11/17/20	Stephanie Cohen	0.20	Conference with Company and advisors re status.
11/17/20	Christopher Fox	0.50	Telephone conference with K&E team, Company and advisors re deal status and updates.
11/17/20	Courtney Loyack	0.60	Prepare for and telephone conference with K&E team re update.
11/17/20	Christopher Marcus, P.C.	0.50	Telephone conference with working group.
11/17/20	Arthur Patrick Muszynski	0.50	Telephone conference with working group.
11/17/20	Aisha M. Noor	0.30	Telephone conference with K&E team, Company and advisors re deal status and updates.
11/17/20	Allyson B. Smith	0.40	Prepare for and telephone conference with working group re status update.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Case Administration

Invoice Number: 1250007978
 Matter Number: 18803-28

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/17/20	Chad Michael Smith, P.C.	0.30	Telephone conference with K&E team re updates on restructuring status.
11/17/20	Evan Swager	0.30	Telephone conference with K&E team, advisors and Company re next steps.
11/17/20	Lydia Yale	0.40	Prepare docket report and distribute same.
11/17/20	Lydia Yale	0.30	Open listen only conference line for November 17, 2020 hearing and confirm commencement of same.
11/18/20	Nicholas Adzima	2.00	Correspond with working group re strategy and next steps.
11/18/20	Joanna Aybar	0.20	Index pleadings to case files and email docket update to distribution list.
11/19/20	Nicholas Adzima	1.20	Conferences with working group re strategy and next steps.
11/19/20	Adam Louis Birnbaum	0.40	Telephone conference with K&E team, Company and advisors re deal status and updates.
11/19/20	Simon Briefel	0.30	Telephone conference with K&E team re status and next steps.
11/19/20	Stephanie Cohen	0.60	Telephone conference with K&E team re work in process (.3); telephone conference with working group (.3).
11/19/20	Ross Fiedler	0.50	Telephone conference with A. Weinhouse, K&E team re case status and work in process.
11/19/20	Ross Fiedler	0.50	Telephone conference with Company, Company advisors re case strategy and next steps.
11/19/20	Kevin Liang	0.90	Review work in process, key dates and correspond with K&E team re same (.3); telephone conference with K&E team re status (.3); telephone conference with K&E team, advisors and Company re status (.3).
11/19/20	Courtney Loyack	0.50	Telephone conference with K&E team re status update.
11/19/20	Christopher Marcus, P.C.	0.70	Telephone conference with working group.
11/19/20	Rebecca J. Marston	0.90	Telephone conferences with K&E team re work in process.
11/19/20	Melissa Mertz	1.70	Review and revise work in process (1.0); telephone conference with A. Weinhouse and K&E team re same (.3); telephone conference with K&E team, Company and advisors re same (.4).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Case Administration

Invoice Number: 1250007978
 Matter Number: 18803-28

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/19/20	Arthur Patrick Muszynski	0.50	Telephone conference with working group re work in process.
11/19/20	Allyson B. Smith	1.00	Telephone conference with K&E team re work in process (.5); prepare for and telephone conference with K&E team re update (.5).
11/19/20	Evan Swager	0.30	Telephone conference with K&E team re work in process.
11/19/20	Evan Swager	0.30	Telephone conference with K&E team, advisors and Company re next steps.
11/19/20	Lydia Yale	0.20	Prepare docket report and distribute same.
11/20/20	Lydia Yale	0.20	Prepare docket report and distribute same.
11/21/20	Eric Nyberg	3.00	Organize and prepare parties for conflicts searching for creditors, entities and namely upload review (1.0); prepare analysis for disclosure of creditors and entities (2.0).
11/23/20	Michael Y. Chan	4.00	Organize and review disclosures re creditors and entities.
11/23/20	Rebecca J. Marston	0.70	Correspond with K&E team re conflicts check (.5); update work in process tracker (.2).
11/23/20	Melissa Mertz	0.10	Update work in process chart.
11/23/20	Sean M. Valentine	0.10	Correspond with K. Liang and M. Mertz re invites to working group telephone conference and work in process telephone conference.
11/23/20	Lydia Yale	0.20	Prepare docket report and distribute same.
11/24/20	Nicholas Adzima	0.90	Conferences with working group re strategy and next steps.
11/24/20	Stephanie Cohen	0.10	Correspond with counterparty and KCC re noticing matter.
11/24/20	Christopher S.C. Heasley	0.50	Work in process telephone conference with working group.
11/24/20	Shan A. Khan	0.80	Telephone conference with K&E team, Company and advisors re deal status and updates.
11/24/20	Kevin Liang	0.40	Telephone conference with K&E team and Committee re status (.1); telephone conference with K&E team, advisors and Company re status (.1); telephone conference with K&E team and Paul Weiss re status (.2).
11/24/20	Courtney Loyack	0.10	Prepare for and telephone conference with K&E team re status.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Case Administration

Invoice Number: 1250007978
 Matter Number: 18803-28

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/24/20	Rebecca J. Marston	0.60	Telephone conferences with K&E team, SSL and Paul Weiss.
11/24/20	Melissa Mertz	0.60	Telephone conference with K&E team and Paul Weiss re updates (.2); telephone conference with SSL re updates (.1); revise critical dates and deadlines chart (.2); telephone conference with K&E team, Company and advisors re updates and work in process (.1).
11/24/20	Arthur Patrick Muszynski	0.20	Telephone conference with working group and review related materials.
11/24/20	Enoch Varner	1.30	Update telephone conferences and conference with working group.
11/24/20	Lydia Yale	0.20	Prepare docket report and distribute same.
11/25/20	Nicholas Adzima	0.50	Conferences with working group re strategy and next steps.
11/25/20	Simon Briefel	0.20	Telephone conference with K&E team re case status and next steps.
11/25/20	Stephanie Cohen	0.50	Review, revise OCP notice for filing (.3); telephone conference with K&E team re work in process (.2).
11/25/20	Ross Fiedler	0.50	Telephone conference with A. Weinhouse, K&E team re case strategy and next steps.
11/25/20	Kevin Liang	0.20	Telephone conference with K&E team re status.
11/25/20	Rebecca J. Marston	0.20	Telephone conference with K&E team re work in process.
11/25/20	Melissa Mertz	0.50	Revise work in process chart (.3); telephone conference with A. Weinhouse and K&E team re same (.2).
11/25/20	Lydia Yale	0.20	Prepare docket report and distribute same.
11/30/20	Ross Fiedler	0.50	Telephone conference with A. Weinhouse, K&E team re case strategy and next steps.
11/30/20	Kevin Liang	0.40	Telephone conference with K&E team re plan supplement (.3); telephone conference with K&E team re work in process (.1).
11/30/20	Melissa Mertz	0.60	Telephone conference with A. Weinhouse, K&E team and A&M advisors re retained causes of action (.4); revise work in process chart (.1); telephone conference with A. Weinhouse and K&E team re work in process (.1).

Legal Services for the Period Ending November 30, 2020
Extraction Oil & Gas, Inc.
Case Administration

Invoice Number: 1250007978
Matter Number: 18803-28

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/30/20	Ashley Pincock	0.10	Telephone conference with K&E team, advisors re deal status.
11/30/20	Lydia Yale	0.30	Prepare docket report and distribute same.
Total		74.60	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

February 23, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007977

Client Matter: 18803-30

In the Matter of DIP/Cash Collateral

For legal services rendered through November 30, 2020
(see attached Description of Legal Services for detail)

\$ 10,927.00

Total legal services rendered

\$ 10,927.00

Legal Services for the Period Ending November 30, 2020
Extraction Oil & Gas, Inc.
DIP/Cash Collateral

Invoice Number: 1250007977
Matter Number: 18803-30

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Adam Louis Birnbaum	4.20	740.00	3,108.00
Will W. Bos, P.C.	0.80	1,545.00	1,236.00
Ross Fiedler	0.40	845.00	338.00
Scott J. Gordon	2.00	1,645.00	3,290.00
Christopher Marcus, P.C.	0.70	1,635.00	1,144.50
Mitch McClellan	1.00	1,135.00	1,135.00
Aisha M. Noor	0.70	965.00	675.50
TOTALS	9.80		\$ 10,927.00

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 DIP/Cash Collateral

Invoice Number: 1250007977
 Matter Number: 18803-30

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/02/20	Adam Louis Birnbaum	0.30	Correspond with working group re amendment No. 2 signing and extension of DIP and RSA milestones.
11/02/20	Aisha M. Noor	0.10	Correspond with Bracewell re amendment status.
11/03/20	Adam Louis Birnbaum	0.90	Analyze signing and release of amendment No. 2 to DIP credit agreement and correspond re same.
11/03/20	Will W. Bos, P.C.	0.80	Analyze DIP amendment.
11/03/20	Christopher Marcus, P.C.	0.70	Elevation telephone conferences.
11/03/20	Mitch McClellan	0.20	Review and correspond re amendment to DIP facility.
11/03/20	Aisha M. Noor	0.60	Telephone conference with K. Callahan re conditions to amendment (.2); review amendment (.4).
11/04/20	Adam Louis Birnbaum	3.00	Review, analyze DIP credit agreement and consents re majority lender consent requirements to amendments (.5); analyze amendment No. 2 to DIP credit agreement re milestones confirmation and payment of fees (1.8); telephone conference with K&E team re same (.4); telephone conference with K&E team re milestones under RSA and DIP credit agreement (.3).
11/04/20	Ross Fiedler	0.40	Telephone conference with K&E team re DIP amendment.
11/04/20	Mitch McClellan	0.80	Review and correspond re DIP amendment.
11/11/20	Scott J. Gordon	2.00	Draft post-petition and post-exit ISDA schedules with Citibank.
Total		9.80	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

February 23, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007976

Client Matter: 18803-31

In the Matter of Claims Administration

For legal services rendered through November 30, 2020
(see attached Description of Legal Services for detail)

\$ 27,246.50

Total legal services rendered

\$ 27,246.50

Legal Services for the Period Ending November 30, 2020
Extraction Oil & Gas, Inc.
Claims Administration

Invoice Number: 1250007976
Matter Number: 18803-31

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	3.60	845.00	3,042.00
Kevin Liang	7.90	740.00	5,846.00
Rebecca J. Marston	13.10	610.00	7,991.00
Melissa Mertz	10.10	610.00	6,161.00
Allyson B. Smith	1.70	1,035.00	1,759.50
Evan Swager	1.30	740.00	962.00
Lydia Yale	5.40	275.00	1,485.00
TOTALS	43.10		\$ 27,246.50

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Claims Administration

Invoice Number: 1250007976
 Matter Number: 18803-31

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/02/20	Kevin Liang	1.40	Review, analyze claims issues and correspondence (.6); correspond and coordinate with K&E team re outstanding work streams (.6); telephone conference with K&E team re claims (.1); correspond with WTP and A&M re claims conference (.1).
11/02/20	Rebecca J. Marston	1.10	Telephone conference with K&E team re claims (.2); revise work in process chart (.9).
11/02/20	Melissa Mertz	0.40	Correspond with A. Weinhouse, K. Liang and R. Marston re conference (.2); telephone conference with A. Weinhouse, K. Liang and R. Marston re claims administration (.2).
11/02/20	Allyson B. Smith	1.00	Compile materials and draft process re claims objections (.5); telephone conference with K&E team re same (.5).
11/02/20	Lydia Yale	0.40	Research precedent omnibus objections to claims.
11/03/20	Melissa Mertz	0.90	Draft chart determining claims status of creditors (.8); correspond with K. Liang re same (.1).
11/04/20	Kevin Liang	0.30	Review, analyze claims issues and correspond with K&E team re same.
11/06/20	Nicholas Adzima	0.90	Conference with Iowa treasurer re escheatment considerations (.6); research same (.3).
11/06/20	Allyson B. Smith	0.40	Telephone conference with Raisa re claim.
11/09/20	Evan Swager	1.30	Research issue re claim treatment.
11/10/20	Kevin Liang	1.10	Prepare for and telephone conference re claims with K&E team, WTP and A&M (.8); review, analyze issues re same (.3).
11/10/20	Rebecca J. Marston	0.20	Correspond with K&E team re conflicts check for royalty objections parties.
11/10/20	Rebecca J. Marston	0.20	Correspond with WTP re omnibus objections precedent.
11/11/20	Rebecca J. Marston	0.30	Correspond with K. Liang, K&E team and WTP re royalty objections precedent.
11/11/20	Lydia Yale	1.40	Research precedent claims objections.
11/13/20	Rebecca J. Marston	0.30	Correspond with A. Weinhouse re objection precedent.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Claims Administration

Invoice Number: 1250007976
 Matter Number: 18803-31

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/13/20	Allyson B. Smith	0.30	Correspond with A&M re rejection damages (.2); telephone conference with Raisa re claim (.1).
11/16/20	Nicholas Adzima	0.30	Correspond with working group re claims status.
11/16/20	Kevin Liang	0.70	Correspond with K&E team re claims issues (.2); review, analyze shell and research precedent re omnibus objections (.5).
11/16/20	Melissa Mertz	0.20	Correspond with A. Weinhouse and K. Liang re royalty claims objection.
11/16/20	Lydia Yale	1.60	Draft omnibus claims objection.
11/17/20	Kevin Liang	1.10	Correspond with K&E team re claims issues and review issues re same.
11/17/20	Rebecca J. Marston	1.40	Research precedent for omnibus objection to claims (1.3); correspond with K. Liang re same (.1).
11/17/20	Melissa Mertz	1.70	Correspond with K&E team re conflicts check for omnibus objection (1.2); telephone conference with K. Liang re omnibus objection (.3); draft same (.2).
11/17/20	Lydia Yale	2.00	Draft omnibus claims objection.
11/18/20	Kevin Liang	0.40	Review, revise claims objection pleadings and telephone conference with R. Marston re same.
11/19/20	Melissa Mertz	1.40	Review and revise second omnibus objection to claims.
11/20/20	Kevin Liang	0.80	Review, comment on substantive omnibus claims objection and correspond with K&E team re same.
11/20/20	Rebecca J. Marston	3.90	Draft first omnibus objection to claims.
11/20/20	Melissa Mertz	0.80	Review and revise second omnibus objection to claims.
11/23/20	Nicholas Adzima	0.80	Correspond with parties re claim treatment.
11/23/20	Kevin Liang	1.00	Review, comment on omnibus objection to claims draft and correspond with K&E team re same (.6); correspond with K&E team re next steps (.1); correspond with K&E team re conflicts issues and next steps (.3).
11/23/20	Rebecca J. Marston	4.90	Review and revise first omnibus objection (4.0); correspond with M. Mertz re same (.9).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Claims Administration

Invoice Number: 1250007976
 Matter Number: 18803-31

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/23/20	Melissa Mertz	3.40	Correspond with K. Liang and K&E team re conflicts check for omnibus objection (.6); draft and revise omnibus objection to substantive claims (2.0); telephone conference with R. Marston re same (.8).
11/24/20	Kevin Liang	1.10	Review, revise omnibus objections to claims and correspond with K&E team re same.
11/24/20	Rebecca J. Marston	0.80	Review and revise first omnibus objection.
11/24/20	Melissa Mertz	1.30	Review and revise omnibus objection to substantive claims.
11/30/20	Nicholas Adzima	1.60	Conferences with parties re claim status (.7); review materials re same (.3); correspond with working group re same (.6).
Total		43.10	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

February 23, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007975

Client Matter: 18803-32

In the Matter of Committee Matters

For legal services rendered through November 30, 2020
(see attached Description of Legal Services for detail)

\$ 13,059.50

Total legal services rendered

\$ 13,059.50

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Committee Matters

Invoice Number: 1250007975
 Matter Number: 18803-32

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	1.40	845.00	1,183.00
Simon Briefel	3.00	845.00	2,535.00
Ross Fiedler	1.00	845.00	845.00
Kevin Liang	0.10	740.00	74.00
Andrew L. Lombardo	2.10	965.00	2,026.50
Christopher Marcus, P.C.	1.00	1,635.00	1,635.00
Aisha M. Noor	0.30	965.00	289.50
Jeffrey S. Quinn	0.20	1,375.00	275.00
Allyson B. Smith	2.90	1,035.00	3,001.50
Enoch Varner	1.00	1,195.00	1,195.00
TOTALS	13.00		\$ 13,059.50

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Committee Matters

Invoice Number: 1250007975
 Matter Number: 18803-32

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/01/20	Christopher Marcus, P.C.	1.00	Telephone conference with UCC re status.
11/01/20	Allyson B. Smith	1.00	Telephone conference with UCC re upcoming hearings and objections.
11/02/20	Simon Briefel	0.50	Telephone conference with K&E team, Moelis, A&M and UCC re term sheet.
11/02/20	Allyson B. Smith	0.20	Correspond with UCC re upcoming hearing.
11/03/20	Nicholas Adzima	0.50	Conferences with UCC counsel, working group re strategy and next steps.
11/03/20	Kevin Liang	0.10	Telephone conference with UCC re status.
11/03/20	Jeffrey S. Quinn	0.20	Review committee counterproposal.
11/06/20	Simon Briefel	1.20	Telephone conference with UCC re disclosure statement and plan (.5); telephone conference with UCC, midstream counterparties re same (.5); follow up with K&E team re same (.2).
11/09/20	Andrew L. Lombardo	2.10	Prepare proposed form of confidentiality agreement for use with GUC counterparties (1.9); correspond with E. Varner re same (.2).
11/09/20	Enoch Varner	1.00	Review non-disclosure agreement draft for use with GUC (.6); prepare comments to same (.4).
11/17/20	Simon Briefel	0.50	Telephone conference with UCC re deal and status.
11/17/20	Ross Fiedler	0.50	Telephone conference with UCC re case status and next steps.
11/17/20	Aisha M. Noor	0.30	Review, circulate commitment letter and fee letters with appropriate confidentiality requirements in response to UCC questions.
11/17/20	Allyson B. Smith	0.40	Telephone conference with UCC re deal status and updates.
11/19/20	Simon Briefel	0.50	Telephone conference with UCC, K&E team re timeline.
11/19/20	Allyson B. Smith	1.00	Review, analyze UCC term sheet (.3); telephone conference with UCC, midstream parties re same (.7).
11/20/20	Nicholas Adzima	0.50	Conference with UCC re merger update.
11/20/20	Simon Briefel	0.30	Telephone conference with UCC re merger update.

Legal Services for the Period Ending November 30, 2020
Extraction Oil & Gas, Inc.
Committee Matters

Invoice Number: 1250007975
Matter Number: 18803-32

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/20/20	Allyson B. Smith	0.30	Telephone conference with UCC re combination transaction outreach (.2); follow-up conference with C. Marcus re same (.1).
11/24/20	Nicholas Adzima	0.40	Conference with UCC re status.
11/24/20	Ross Fiedler	0.50	Telephone conference with UCC, K&E team re case status and outstanding issues.
Total		13.00	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

February 23, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007974

Client Matter: 18803-33

In the Matter of Corporate and Governance Matters

For legal services rendered through November 30, 2020
(see attached Description of Legal Services for detail)

\$ 123,388.00

Total legal services rendered

\$ 123,388.00

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Corporate and Governance Matters

Invoice Number: 1250007974
 Matter Number: 18803-33

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	1.60	845.00	1,352.00
Adam Louis Birnbaum	4.30	740.00	3,182.00
Ross Fiedler	0.70	845.00	591.50
Bryan D. Flannery	8.80	1,135.00	9,988.00
Christopher Fox	4.40	1,085.00	4,774.00
Maggie Hoffman	0.70	845.00	591.50
Andrew L. Lombardo	0.90	965.00	868.50
James Long	6.60	965.00	6,369.00
Courtney Loyack	1.20	785.00	942.00
Shaun J. Mathew, P.C.	1.00	1,215.00	1,215.00
Arthur Patrick Muszynski	28.00	740.00	20,720.00
Aisha M. Noor	0.90	965.00	868.50
Orla Patricia O'Callaghan	0.40	835.00	334.00
Adrianna Ryba	1.50	385.00	577.50
Julian J. Seiguer, P.C.	27.90	1,495.00	41,710.50
Allyson B. Smith	0.40	1,035.00	414.00
Joe Tobias	4.00	1,165.00	4,660.00
Sean M. Valentine	2.50	610.00	1,525.00
Enoch Varner	19.00	1,195.00	22,705.00
TOTALS	114.80		\$ 123,388.00

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Corporate and Governance Matters

Invoice Number: 1250007974
 Matter Number: 18803-33

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/01/20	Julian J. Seiguer, P.C.	2.30	Address corporate and securities matters.
11/02/20	Adam Louis Birnbaum	1.30	Review and revise 8-K re amendment No. 2 to DIP credit agreement.
11/02/20	Bryan D. Flannery	0.90	Telephone conference re Elevation matters (.4); review rights offering procedures and revised plan (.5).
11/02/20	Christopher Fox	0.30	Review and provide comments to form 8-K re amendment to DIP credit agreement.
11/02/20	Arthur Patrick Muszynski	2.20	Draft, review and revise current report on form 8-K re DIP amendment No. 2 (1.2); research and review disclosures re midstream rejections (.6); draft and review correspondence re same (.4).
11/02/20	Aisha M. Noor	0.30	Review and comment on 10-Q language.
11/02/20	Julian J. Seiguer, P.C.	2.80	Address corporate and securities matters.
11/02/20	Allyson B. Smith	0.40	Review, comment on board minutes.
11/03/20	Adam Louis Birnbaum	0.50	Review and revise 8-K re amendment No. 2.
11/03/20	Bryan D. Flannery	0.70	Telephone conferences with K&E team post-emergence listing (.2); research NYSE and NASDAQ requirements re same (.5).
11/03/20	Christopher Fox	0.60	Review and provide comments to form 8-K re DIP amendment (.3); answer questions from Company and K&E team re 10-Q disclosure (.3).
11/03/20	Maggie Hoffman	0.70	Telephone conference with Company re emergence issues (.4); correspond with K&E team re same (.3).
11/03/20	Arthur Patrick Muszynski	1.40	Draft, revise and review current report on form 8-K re DIP amendment (1.2); draft and review correspondence re same (.2).
11/03/20	Orla Patricia O'Callaghan	0.40	Review and redact board minutes.
11/03/20	Julian J. Seiguer, P.C.	2.00	Address corporate and securities matters.
11/04/20	Adam Louis Birnbaum	0.90	Review and revise 8-K re amendment No. 2 to DIP credit agreement (.5); telephone conference with A. Muszynski re same (.4).
11/04/20	Julian J. Seiguer, P.C.	1.50	Address corporate and securities matters.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Corporate and Governance Matters

Invoice Number: 1250007974
 Matter Number: 18803-33

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/05/20	Adam Louis Birnbaum	1.60	Review, compare and analyze RSA milestones and DIP milestones (.9); review conditions precedent and closing of amendment No. 2 to DIP credit agreement (.7).
11/05/20	Arthur Patrick Muszynski	2.10	Draft, revise and review quarterly report on form 10-Q (1.1); research and review regulation S-K disclosure changes re same (.6); draft and review correspondence re same (.4).
11/05/20	Julian J. Seiguer, P.C.	2.50	Address corporate and securities matters.
11/06/20	Arthur Patrick Muszynski	2.90	Draft, review and revise quarterly report on form 10-Q (1.9); telephone conference hearing (.6); draft and review correspondence re same (.4).
11/06/20	Julian J. Seiguer, P.C.	1.50	Address corporate and securities matters.
11/07/20	Arthur Patrick Muszynski	0.50	Draft, review and revise quarterly report on form 10-Q (.3); draft and review correspondence re same (.2).
11/08/20	Bryan D. Flannery	1.00	Prepare form 10-Q.
11/08/20	Christopher Fox	1.00	Answer questions from B. Flannery re 10-Q draft (.4); review revised 10-Q draft (.6).
11/08/20	Arthur Patrick Muszynski	3.20	Draft, review and revise quarterly report on form 10-Q (2.9); draft and review correspondence re same (.3).
11/08/20	Julian J. Seiguer, P.C.	1.00	Address corporate and securities matters.
11/09/20	Christopher Fox	1.00	Review final draft of form 10-Q for Q-3 2020 (.4); review precedent backstop addenda re rights offering (.6).
11/09/20	Arthur Patrick Muszynski	1.40	Draft, review and revise quarterly report on form 10-Q (.9); correspond with R. Ahlstrom re same (.2); draft and review correspondence re same (.3).
11/09/20	Julian J. Seiguer, P.C.	1.00	Address corporate and securities matters.
11/10/20	Nicholas Adzima	1.00	Draft emergence checklist.
11/10/20	Julian J. Seiguer, P.C.	1.00	Address corporate and securities matters.
11/11/20	Julian J. Seiguer, P.C.	1.50	Address corporate and securities matters.
11/11/20	Enoch Varner	1.80	Prepare for and telephone conference with working group re strategic transaction alternatives.
11/12/20	Bryan D. Flannery	0.60	Management update telephone conference.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Corporate and Governance Matters

Invoice Number: 1250007974
 Matter Number: 18803-33

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/12/20	Aisha M. Noor	0.60	Telephone conference with K&E team re corporate considerations.
11/12/20	Julian J. Seiguer, P.C.	1.00	Address corporate and securities matters.
11/13/20	Bryan D. Flannery	0.40	Correspond with K&E team re exchange listing matters (.2); correspond with K&E team re emergence checklist (.2).
11/13/20	Julian J. Seiguer, P.C.	0.80	Address corporate and securities matters.
11/15/20	Arthur Patrick Muszynski	2.20	Draft, revise and review emergence checklist (1.2); research, review listing standards and requirements re same (.8); draft and review correspondence re same (.2).
11/17/20	Julian J. Seiguer, P.C.	1.30	Address corporate and securities matters re emergence closing.
11/17/20	Enoch Varner	1.50	Prepare for and telephone conference with K&E team, advisors and Company re status with bondholder counsel (.4); correspond with J. Long re charter and bylaws (.4); review initial drafts of same (.7).
11/18/20	Ross Fiedler	0.20	Review 10-Q re Elevation settlement.
11/18/20	Adrianna Ryba	1.50	Draft Hart-Scott-Rodino information request per C. Hine (.9); organize materials re same (.3); correspond with working group re Hart-Scott-Rodino filing (.3).
11/18/20	Enoch Varner	7.40	Review, analyze existing charter, bylaws and recommended updates (4.5); prepare draft charter and bylaws (2.9).
11/19/20	Bryan D. Flannery	0.40	Correspond with K&E team re emergence documentation.
11/19/20	Shaun J. Mathew, P.C.	1.00	Review and revise bylaws.
11/19/20	Julian J. Seiguer, P.C.	1.30	Address corporate and securities matters.
11/19/20	Enoch Varner	3.30	Prepare revisions to governance documents.
11/20/20	Ross Fiedler	0.50	Telephone conference with UCC advisors and Company advisors re merger discussions.
11/20/20	Julian J. Seiguer, P.C.	1.00	Address corporate and securities matters.
11/21/20	Enoch Varner	0.50	Review non-disclosure agreement and prepare comments to same.
11/22/20	Nicholas Adzima	0.60	Draft emergence checklist (.2); correspond with K&E team re same (.4).
11/23/20	Bryan D. Flannery	0.80	Telephone conference with K&E team re warrant agreements (.1); review precedent warrant agreements re same (.7).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Corporate and Governance Matters

Invoice Number: 1250007974
 Matter Number: 18803-33

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/23/20	Christopher Fox	1.50	Telephone conference with K&E team re outstanding documentation, emergence checklist and telephone conference with OTCQX re listing process (.9); telephone conference with B. Flannery re warrant agreement (.6).
11/23/20	Andrew L. Lombardo	0.90	Review, share emergence corporate governance documents with ad hoc group and UCC counsel.
11/23/20	James Long	2.80	Research indemnification precedent (1.0); review and revise Company indemnification agreement (1.3); correspond with E. Varner re same (.5).
11/23/20	Arthur Patrick Muszynski	4.30	Draft, review and revise transfer of ownership instruction letters re preferred stock (1.8); telephone conference with B. Flannery, C. Fox and S. Valentine re warrant agreement (.5); draft and review warrant agreement (1.5); draft and review correspondence re same (.5).
11/23/20	Julian J. Seiguer, P.C.	0.80	Address corporate and securities matters.
11/23/20	Enoch Varner	1.00	Review indemnification agreement precedent and correspond with J. Long re same.
11/24/20	Bryan D. Flannery	1.50	Review and revise warrant agreement.
11/24/20	James Long	2.10	Review and revise indemnification agreement for post-emergence Company (1.6); correspond with E. Varner re same (.5).
11/24/20	Arthur Patrick Muszynski	3.50	Draft, review and revise warrant agreement (2.4); draft and revise stock transfer instruction letters (.7); draft and review correspondence re same (.4).
11/24/20	Julian J. Seiguer, P.C.	1.00	Address corporate and securities matters.
11/24/20	Enoch Varner	3.50	Review precedent indemnification agreements and proposed form (2.5); prepare comments to same (1.0).
11/25/20	Bryan D. Flannery	1.40	Telephone conference with Northland Securities team re OTC listing (.3); review and revise warrant agreement (1.1).
11/25/20	Arthur Patrick Muszynski	3.50	Draft, review and revise warrant agreement (2.5); telephone conference re same (.3); draft and review correspondence re same (.7).
11/25/20	Julian J. Seiguer, P.C.	1.30	Address corporate and securities matters.
11/25/20	Sean M. Valentine	2.50	Review and revise warrant agreement.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Corporate and Governance Matters

Invoice Number: 1250007974
 Matter Number: 18803-33

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/27/20	James Long	1.70	Review and revise indemnification agreement (1.5); correspond with E. Varner re same (.2).
11/27/20	Julian J. Seiguer, P.C.	0.80	Address corporate and securities matters.
11/28/20	Bryan D. Flannery	0.70	Correspond with K&E team re proposed lock up arrangement.
11/28/20	Arthur Patrick Muszynski	0.80	Review precedent transactions re investor lock ups post-emergence (.4); draft and review correspondence re same (.4).
11/28/20	Julian J. Seiguer, P.C.	1.00	Address corporate and securities matters.
11/29/20	Bryan D. Flannery	0.40	Review precedent lock up agreement language.
11/30/20	Courtney Loyack	1.20	Review and revise warrant agreement.
11/30/20	Julian J. Seiguer, P.C.	0.50	Address corporate and securities matters.
11/30/20	Joe Tobias	4.00	Review credit agreement and warrant agreement.
Total		114.80	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

February 23, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007973

Client Matter: 18803-34

In the Matter of Vendor and Creditor Communications

For legal services rendered through November 30, 2020
(see attached Description of Legal Services for detail)

\$ 6,760.00

Total legal services rendered

\$ 6,760.00

Legal Services for the Period Ending November 30, 2020
Extraction Oil & Gas, Inc.
Vendor and Creditor Communications

Invoice Number: 1250007973
Matter Number: 18803-34

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	2.80	845.00	2,366.00
Allyson B. Smith	1.60	1,035.00	1,656.00
Evan Swager	3.70	740.00	2,738.00
TOTALS	8.10		\$ 6,760.00

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Vendor and Creditor Communications

Invoice Number: 1250007973
 Matter Number: 18803-34

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/09/20	Evan Swager	2.20	Correspond with A. Weinhouse, K&E team and vendors re inquiries.
11/11/20	Evan Swager	0.70	Telephone conference with creditor re creditor request (.4); telephone conference and correspond with A. Weinhouse, N. Adzima re same (.3).
11/12/20	Evan Swager	0.20	Correspond with counsel and N. Adzima re creditor request.
11/17/20	Evan Swager	0.20	Telephone conference with creditor re classification.
11/19/20	Nicholas Adzima	1.10	Review, analyze vendor settlement (.5); conferences with K&E team, A&M re same (.4); correspond with K&E team, A&M re same (.2).
11/19/20	Allyson B. Smith	1.20	Telephone conference with M. Foschi re Liberty Oilfield (.3); telephone conference with Bracewell re same (.2); correspond with K&E team, A&M re same (.2); correspond with E. Christ, M. Foschi re same (.2); revise Raisa pre-petition claim agreement (.3).
11/20/20	Allyson B. Smith	0.40	Telephone conference with REP counsel re claim.
11/20/20	Evan Swager	0.40	Correspond with A&M and vendors re classification.
11/21/20	Nicholas Adzima	0.80	Correspond with A. Weinhouse re settlement considerations (.5); research same (.3).
11/22/20	Nicholas Adzima	0.90	Correspond with K&E team, counterparty re settlement (.3); review, analyze materials re same (.6).
Total		8.10	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

February 23, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007972

Client Matter: 18803-35

In the Matter of Disclosure Statement/Plan/Confirmation

For legal services rendered through November 30, 2020
(see attached Description of Legal Services for detail)

\$ 339,061.50

Total legal services rendered

\$ 339,061.50

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250007972
 Matter Number: 18803-35

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	89.50	845.00	75,627.50
Douglas E. Bacon, P.C.	1.00	1,495.00	1,495.00
Adam Louis Birnbaum	3.00	740.00	2,220.00
Will W. Bos, P.C.	1.10	1,545.00	1,699.50
Simon Briefel	12.50	845.00	10,562.50
Mark Dundon, P.C.	2.20	1,360.00	2,992.00
Ross Fiedler	17.70	845.00	14,956.50
Bryan D. Flannery	1.50	1,135.00	1,702.50
Susan D. Golden	0.80	1,175.00	940.00
Sydney Jones	0.30	1,045.00	313.50
R.D. Kohut	0.30	1,175.00	352.50
Kevin Liang	0.90	740.00	666.00
Courtney Loyack	4.20	785.00	3,297.00
Christopher Marcus, P.C.	21.00	1,635.00	34,335.00
Rebecca J. Marston	28.50	610.00	17,385.00
Mitch McClellan	0.20	1,135.00	227.00
Rebekah Sills McEntire	0.50	1,025.00	512.50
Melissa Mertz	18.10	610.00	11,041.00
Arthur Patrick Muszynski	1.60	740.00	1,184.00
Aisha M. Noor	2.80	965.00	2,702.00
Orla Patricia O'Callaghan	0.20	835.00	167.00
Jackson Phinney	0.20	835.00	167.00
Anna G. Rotman, P.C.	3.60	1,425.00	5,130.00
Allyson B. Smith	75.30	1,035.00	77,935.50
Evan Swager	85.00	740.00	62,900.00
Paul D. Tanaka, P.C.	1.90	1,360.00	2,584.00
Joe Tobias	2.50	1,165.00	2,912.50
Enoch Varner	0.60	1,195.00	717.00
Lydia Yale	8.50	275.00	2,337.50
TOTALS	385.50		\$ 339,061.50

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250007972
 Matter Number: 18803-35

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/01/20	Nicholas Adzima	5.10	Draft disclosure statement reply (2.9); revise same (.6); revise disclosure statement (.8); telephone conferences with working group re same (.8).
11/01/20	Ross Fiedler	1.40	Telephone conference with Paul Weiss, K&E team re plan and backstop commitment issues (.5); telephone conference with K&E team and UCC re same (.9).
11/01/20	Melissa Mertz	5.20	Draft declaration in support of backstop commitment (2.0); draft backstop premium commitment chart (3.2).
11/01/20	Anna G. Rotman, P.C.	0.40	Telephone conference with K&E team re disclosure statement hearing.
11/01/20	Allyson B. Smith	2.10	Review, revise disclosure statement reply.
11/01/20	Evan Swager	3.60	Review, revise disclosure statement reply.
11/02/20	Nicholas Adzima	5.30	Review, revise disclosure statement materials (4.1); telephone conferences with working group re same (1.2).
11/02/20	Will W. Bos, P.C.	0.60	Review revised plan.
11/02/20	Ross Fiedler	1.30	Telephone conference with UCC and K&E team re disclosure statement and backstop issues (.7); telephone conference with Company and K&E team re same (.6).
11/02/20	Christopher Marcus, P.C.	3.20	Telephone conference with Moelis re BCA (.5); analyze updated plan and disclosure statement (1.5); telephone conference with M. McKane re status (.2); telephone conference with SSL re counter proposal (.5); telephone conference with Paul Weiss re UCC settlement (.5).
11/02/20	Rebecca J. Marston	4.60	Research royalty objections (.1); correspond with S. Golden re backstop reply (.1); review and revise string cites for backstop reply (3.6); review and revise confirmation brief (.4); research backstop premiums (.4).
11/02/20	Melissa Mertz	1.60	Review, revise comments and objection tracker.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250007972
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/02/20	Allyson B. Smith	5.80	Correspond with N. Adzima re plan matters (.3); comment on and revise plan, disclosure statement, disclosure statement order and solicitation materials (3.2); revise plan re GUC rights offering (2.3).
11/02/20	Evan Swager	5.10	Review, revise objection tracker (2.4); review, revise disclosure statement reply (2.1); review, revise disclosure statement order (.6).
11/02/20	Paul D. Tanaka, P.C.	1.90	Review and analyze revised draft plan (1.8); correspond with K&E team re same (.1).
11/03/20	Nicholas Adzima	11.70	Draft, review and revise disclosure statement materials (2.1); review, revise disclosure statement reply and tracker (4.8); research objections (1.6); review, analyze objections (1.3); telephone conferences with working group re same (1.9).
11/03/20	Adam Louis Birnbaum	0.70	Review, analyze plan re DIP facility and exit financing.
11/03/20	Simon Briefel	0.60	Telephone conference with Paul Weiss re UCC counterproposal.
11/03/20	Mark Dundon, P.C.	1.00	Revise disclosure statement tax section.
11/03/20	Ross Fiedler	1.50	Telephone conference with K&E team, Bracewell re disclosure statement and backstop commitment agreement issues (.5); telephone conference with A. Weinhouse, K&E team re disclosure statement objections (.5); telephone conference with Company, Company advisors re case status and next steps (.5).
11/03/20	Bryan D. Flannery	1.50	Review and revise plan of reorganization.
11/03/20	Sydney Jones	0.30	Review plan.
11/03/20	R.D. Kohut	0.30	Review revisions to plan.
11/03/20	Courtney Loyack	0.30	Review and revise disclosure statement.
11/03/20	Christopher Marcus, P.C.	3.60	Telephone conference with Paul Weiss re UCC settlement (1.0); review objections (2.6).
11/03/20	Rebecca J. Marston	3.90	Research disclosure statement issues (.1); telephone conference with E. Swager re claim distribution (.2); research same (3.6).
11/03/20	Melissa Mertz	2.10	Draft disclosure statement talking points for hearing.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250007972
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/03/20	Aisha M. Noor	0.60	Telephone conference with K&E team, advisors and Company re deal status and updates.
11/03/20	Jackson Phinney	0.20	Review and correspond with R. Kohut, S. Jones and K&E team re revised draft plan.
11/03/20	Anna G. Rotman, P.C.	1.80	Review objections to disclosure statement hearing (.6); prepare for disclosure statement hearing re sizing of rights offering discussions with K. Young, C. Marcus and A. Weinhouse (.8); prepare for backstop agreement hearing (.4).
11/03/20	Allyson B. Smith	6.50	Review objections to disclosure statement (1.7); review, comment on tracker re same (.6); review, revise draft replies (3.0); revise talking points re hearing (1.2).
11/03/20	Evan Swager	14.80	Research issue re claim distribution (4.0); analyze same (1.9); telephone conference and correspond with R. Marston re same (.2); revise disclosure statement reply (3.0); revise disclosure statement objection chart (4.9); telephone conference with A. Weinhouse, K&E team re GSO objection (.3); telephone conference with A. Weinhouse, Bracewell and K&E team re committee counterproposal (.5).
11/04/20	Nicholas Adzima	15.40	Draft, review and revise disclosure statement materials (5.7); review, revise disclosure statement reply and objection tracker (4.7); research same (1.4); telephone conferences with K&E team re same (1.2); prepare materials for filing (2.4).
11/04/20	Simon Briefel	0.40	Review, revise plan.
11/04/20	Mark Dundon, P.C.	1.20	Revise disclosure statement tax provisions.
11/04/20	Ross Fiedler	1.00	Telephone conferences with UCC, Paul Weiss and K&E team re disclosure statement issues.
11/04/20	Susan D. Golden	0.80	Review omnibus reply to backstop agreement (.3); telephone conference with A. Weinhouse re preparation for oral argument re same (.5).
11/04/20	Courtney Loyack	3.90	Review and revise disclosure schedule.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250007972
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/04/20	Christopher Marcus, P.C.	7.80	Review plan and disclosure statement (1.4); analyze Latif deposition preparation (1.1); telephone conference with UCC re settlement (.6); telephone conference with Paul Weiss re same (.4); telephone conference with UCC and Bonds re same (1.0); review DS and backstop reply (1.7); telephone conference with B. Latif re deposition (.6); review Latif declaration (1.0).
11/04/20	Melissa Mertz	3.50	Draft disclosure statement talking points for upcoming hearing (2.0); review and revise disclosure statement reply (.9); review and revise disclosure statement objections (.5); correspond with N. Adzima and A. Weinhouse re same (.1).
11/04/20	Allyson B. Smith	3.10	Revise disclosure statement, order and related exhibits.
11/04/20	Joe Tobias	2.50	Review plan and disclosure statement.
11/04/20	Lydia Yale	2.60	Research precedent disclosure statement talking points (.3); research precedent disclosure statement hearing transcripts (2.3).
11/05/20	Nicholas Adzima	14.20	Conferences with working group re disclosure statement considerations (2.4); review, revise disclosure statement materials (8.1); research same (1.8); correspond and analyze considerations re disclosure statement exhibits (1.9).
11/05/20	Adam Louis Birnbaum	1.60	Draft, review and revise supplement summaries to disclosure statement re exit second lien term loan and exit RBL facility.
11/05/20	Adam Louis Birnbaum	0.70	Telephone conference with K&E team, Company and advisors re deal status and updates.
11/05/20	Simon Briefel	3.00	Revise plan (2.0); analyze issues re same (.4); correspond with K&E team re same (.6).
11/05/20	Ross Fiedler	1.30	Telephone conference with Company and advisors re case status, next steps (.5); telephone conference with K&E team and A&M re claims issues (.5); review, revise plan (.3).
11/05/20	Christopher Marcus, P.C.	1.00	Telephone conference with K&E team re work in progress (.5); telephone conference with Moelis re status (.5).

Legal Services for the Period Ending November 30, 2020

Invoice Number:

1250007972

Extraction Oil & Gas, Inc.

Matter Number:

18803-35

Disclosure Statement/Plan/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/05/20	Mitch McClellan	0.20	Analyze and review disclosure statement.
11/05/20	Arthur Patrick Muszynski	1.60	Telephone conference hearing re disclosure statement and backstop agreement.
11/05/20	Aisha M. Noor	1.90	Review, revise draft disclosure statement.
11/05/20	Aisha M. Noor	0.30	Telephone conference with K&E team, advisors and Company re deal status and updates.
11/05/20	Orla Patricia O'Callaghan	0.20	Correspond with N. Benham re disclosure statement and backstop hearing (.1); telephone conference with K. Young re same (.1).
11/05/20	Anna G. Rotman, P.C.	0.60	Prepare for disclosure statement hearing.
11/05/20	Allyson B. Smith	7.00	Telephone conferences with objecting parties to plan re revisions (2.9); review, revise documents re same (1.5); correspond with K&E team, Moelis and A&M re same (1.6); prepare for hearing re same (1.0).
11/05/20	Evan Swager	0.40	Telephone conference with A. Weinhouse, K&E team and KCC re trade claims.
11/06/20	Nicholas Adzima	12.90	Review, revise disclosure statement materials (6.9); telephone conferences with K&E team re disclosure statement considerations (3.3); prepare materials for filing (1.8); conferences with KCC, K&E team re solicitation (.9).
11/06/20	Simon Briefel	6.00	Revise plan and disclosure statement (3.5); correspond with Paul Weiss, Stroock and K&E team re same (1.4); analyze issues re same (1.1).
11/06/20	Ross Fiedler	4.10	Correspond with UCC, Bracewell and Paul Weiss re revised plan and disclosure statement (.5); review, revise plan (.5); telephone conference with UCC and midstream parties re disclosure statement (.5); telephone conference with A. Weinhouse, K&E team re revised plan and disclosure statement (.7); correspond with A. Weinhouse, K&E team re same (.5); prepare same for filing (.5); revise disclosure statement exhibits (.3); correspond with S. Briefel re same (.1); telephone conference with KCC and K&E team re solicitation matters (.5).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250007972
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/06/20	Christopher Marcus, P.C.	4.30	Telephone conferences K&E team, PW, UCC and Midstream parties re disclosure statement objections (3.0); follow up with K&E team re disclosure statement hearing and review of documents (1.3).
11/06/20	Anna G. Rotman, P.C.	0.40	Telephone conference with K&E team re disclosure statement hearing.
11/06/20	Allyson B. Smith	11.50	Prepare for disclosure statement hearing (1.5); telephone conferences and correspond with objecting parties re resolutions (4.0); review, revise documents re same (3.0); prepare, coordinate filing of same (2.5); telephone conference with KCC re solicitation (.5).
11/06/20	Evan Swager	5.90	Review, revise disclosure statement order (.4); revise confirmation presentation (1.5); correspond with A. Weinhouse, K&E team re same (.2); revise disclosure statement exhibits (.5); compile and prepare same for filing (2.1); telephone conference with A. Weinhouse, K&E team re same (.8); telephone conferences with N. Adzima, K&E team and KCC re solicitation (.4).
11/07/20	Nicholas Adzima	1.60	Review, revise solicitation materials (.7); conference with R. Fiedler re same (.4); correspond with K&E team re same (.5).
11/07/20	Ross Fiedler	1.00	Revise disclosure statement exhibits (.7); compile disclosure statement for solicitation (.3).
11/09/20	Nicholas Adzima	1.90	Review, revise materials re solicitation (1.1); correspond with K&E team re same (.8).
11/09/20	Anna G. Rotman, P.C.	0.40	Analyze approach to valuation at confirmation.
11/10/20	Nicholas Adzima	2.30	Telephone conferences with K&E team, A&M and Company re plan treatment (1.5); review, revise materials re same (.8).
11/10/20	Douglas E. Bacon, P.C.	1.00	Correspond with K&E team re transactions.
11/10/20	Ross Fiedler	1.00	Telephone conference with K&E team, Paul Weiss re case status and next steps (.5); telephone conference with Company and Company advisors re same (.5).
11/10/20	Rebecca J. Marston	1.20	Telephone conferences with K&E team (.7); telephone conference with K&E team and PW (.5).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250007972
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/10/20	Melissa Mertz	0.50	Telephone conference with A. Weinhouse, K&E team, PW re updates and work in progress.
11/10/20	Allyson B. Smith	8.00	Review, comment on, revise solicitation materials (4.3); telephone conferences with K&E team, UCC, PW teams re objections, status, potential settlement (3.7) .
11/10/20	Evan Swager	0.60	Telephone conference with Paul Weiss, K&E team re work in progress (.3); telephone conference with K&E team, Company, advisors re same (.3).
11/10/20	Enoch Varner	0.60	Telephone conference with bondholder counsel re case status.
11/10/20	Lydia Yale	0.50	Research precedent disclosure statement and confirmation.
11/11/20	Nicholas Adzima	2.10	Telephone conferences with K&E team re GUC treatment (1.0); correspond with working group re class treatment (.3); research same (.3); draft plan checklist (.5).
11/11/20	Kevin Liang	0.20	Correspond with Company and Zurich re surety bond issues.
11/11/20	Allyson B. Smith	8.00	Review, comment on, revise solicitation materials (2.8); telephone conferences with K&E team, UCC, PW teams re objections, status, potential settlement (5.2).
11/12/20	Nicholas Adzima	1.80	Telephone conferences with working group re plan supplement documentation (.8); correspond with K&E team re claim treatment (.7); review, revise plan checklist (.3).
11/12/20	Ross Fiedler	0.40	Review plan re rejection matters (.3); correspond with A. Weinhouse re same (.1).
11/12/20	Allyson B. Smith	8.00	Review, comment on, revise solicitation materials (2.8); telephone conferences with K&E team, UCC, PW teams re objections, status, potential settlement (5.2).
11/13/20	Nicholas Adzima	1.40	Conferences with K&E team, midstream parties, UCC and Paul Weiss re plan settlement (.8); review, analyze materials re solicitation (.3); correspond with interested parties re claim status (.3).
11/13/20	Ross Fiedler	0.80	Telephone conference with UCC and counsel to midstream counterparties re plan considerations and estimation schedule.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250007972
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/13/20	Kevin Liang	0.10	Correspond with K&E team and WTP re removal extension motion.
11/13/20	Christopher Marcus, P.C.	0.50	Telephone conference with K&E team re confirmation timing and strategy.
11/13/20	Rebecca J. Marston	0.90	Review and revise confirmation brief (.4); correspond with M. Mertz re same (.5).
11/13/20	Rebekah Sills McEntire	0.50	Correspond with G. Jones and N. Breneham re motion to estimate draft.
11/13/20	Allyson B. Smith	1.50	Telephone conference with UCC, midstream parties and Paul Weiss re plan negotiations (1.0); follow-up telephone conference with UCC (.3); correspond with A. Rotman, J. Aycock re estimation schedule (.2).
11/13/20	Allyson B. Smith	8.00	Conferences with K&E team, midstream parties, UCC and Paul Weiss re plan settlement, estimation scheduling (3.8); review, analyze materials re solicitation (2.3); correspond with interested parties re claim status, plan objections (1.9).
11/16/20	Nicholas Adzima	0.90	Prepare for and telephone conference with UCC, midstream parties re estimation and GUC rights offering (.7); review, analyze materials re same (.2).
11/16/20	Simon Briefel	0.40	Telephone conference with UCC Midstream counterparties re proposed estimation schedule and plan.
11/16/20	Ross Fiedler	0.60	Telephone conference with UCC and counsel for midstream counterparties re estimation schedule and plan issues.
11/16/20	Christopher Marcus, P.C.	0.60	Telephone conference with management re MIP and Midstream matters.
11/16/20	Rebecca J. Marston	1.80	Review and revise confirmation brief (1.7); correspond with E. Swager re same (.1).
11/16/20	Allyson B. Smith	2.90	Telephone conference with midstream parties, UCC re estimation schedule and plan issues (.8); telephone conference with K&E team re midstream strategy (.9); analyze plan and confirmation issues (.6); correspond with K&E team re same and potential objections (.4); correspond with same re plan supplement (.2).
11/16/20	Evan Swager	8.10	Review, revise confirmation brief.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250007972
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/17/20	Nicholas Adzima	0.90	Review, revise emergence checklist (.5); correspond with working group re same (.4).
11/17/20	Will W. Bos, P.C.	0.50	Telephone conference with K&E team, Company and advisors re deal status and updates.
11/17/20	Ross Fiedler	0.50	Telephone conference with Company, Company advisors re case strategy and next steps.
11/17/20	Kevin Liang	0.60	Telephone conference with K&E team, advisors and Company re status (.2); telephone conference with K&E team and Committee re status (.2); telephone conference with K&E team and Paul Weiss re status (.2).
11/17/20	Rebecca J. Marston	0.70	Telephone conferences with K&E team, Paul Weiss and SSL re updates.
11/17/20	Melissa Mertz	0.40	Telephone conference with UCC counsel re updates (.2); telephone conference with K&E team, Company and advisors re updates and work in progress (.2).
11/17/20	Allyson B. Smith	2.90	Telephone conference with Company, Moelis, A&M and K&E team re UCC, midstream strategy (1.0); telephone conference with B. Latif, C. Marcus re same (.4); telephone conference with K&E team and Paul Weiss re plan discussions (.5); telephone conference with A&M, Moelis and K&E team re estimation motion (1.0).
11/17/20	Evan Swager	5.30	Review, revise confirmation brief.
11/17/20	Evan Swager	0.10	Telephone conference with K&E team, Paul Weiss re open issues.
11/18/20	Evan Swager	6.70	Review, revise confirmation brief.
11/19/20	Nicholas Adzima	1.80	Telephone conferences with working group re GUC rights offering and plan considerations (1.4); review, analyze materials re same (.4).
11/19/20	Ross Fiedler	0.70	Telephone conference with UCC, Midstream counterparties re estimation scheduling and plan issues.
11/19/20	Evan Swager	5.70	Review, revise confirmation brief (5.4); correspond with R. Marston re same (.3).
11/19/20	Lydia Yale	0.70	Research precedent confirmation brief and hearing transcripts.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250007972
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/20/20	Ross Fiedler	0.60	Telephone conference with K&E team, Paul Weiss re discovery requests and confirmation issues.
11/20/20	Rebecca J. Marston	1.90	Review, revise confirmation brief.
11/20/20	Evan Swager	6.30	Review, revise confirmation brief.
11/20/20	Lydia Yale	1.70	Research precedent confirmation briefs.
11/22/20	Evan Swager	2.00	Review, revise confirmation brief.
11/23/20	Nicholas Adzima	1.60	Correspond with working group re plan supplement materials (.4); review, revise tracker re same (.3); correspond with A&M, A. Weinhouse re treatment re same (.4); telephone conference with A&M, A. Weinhouse re same (.5).
11/23/20	Rebecca J. Marston	2.80	Review and revise confirmation brief.
11/23/20	Evan Swager	10.00	Review, revise confirmation brief (9.8); correspond with R. Marston, N. Adzima re same (.2).
11/23/20	Lydia Yale	1.00	Research precedent confirmation briefs.
11/24/20	Ross Fiedler	1.00	Telephone conference with K&E team, Paul Weiss re case status and next steps (.5); telephone conference with Company, Company advisors re case strategy and next steps (.5).
11/24/20	Rebecca J. Marston	3.30	Review and revise confirmation brief (2.9); correspond with E. Swager re same (.4).
11/24/20	Melissa Mertz	1.50	Review and revise confirmation brief.
11/24/20	Evan Swager	9.90	Review, revise confirmation brief (9.8); correspond with R. Marston re same (.1).
11/24/20	Lydia Yale	0.20	Compile backstop and restructuring agreements.
11/25/20	Nicholas Adzima	4.20	Telephone conferences with working group re plan considerations (2.1); review, revise plan and plan supplement materials (1.6); correspond with working group re same (.5).
11/25/20	Rebecca J. Marston	0.80	Review and revise confirmation brief (.5); revise engagement letter and declaration (.3).
11/25/20	Evan Swager	0.50	Correspond with N. Adzima, A. Weinhouse, Moelis and A&M re declarations in support of confirmation.
11/27/20	Nicholas Adzima	2.90	Review and revise confirmation brief (2.5); review and analyze precedent re same (.4).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250007972
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/27/20	Simon Briefel	2.10	Draft and revise confirmation objection chart.
11/29/20	Rebecca J. Marston	1.70	Review and revise confirmation brief.
11/29/20	Melissa Mertz	0.10	Correspond with E. Swager and R. Marston re confirmation declarations.
11/30/20	Nicholas Adzima	1.50	Review, revise plan supplement materials (.8); telephone conferences with working group re same (.7).
11/30/20	Ross Fiedler	0.50	Telephone conference with Company, K&E team and A&M re retained causes of action.
11/30/20	Rebecca J. Marston	4.90	Correspond with M. Mertz re confirmation brief (.2); review and revise same (3.1); telephone conferences with K&E team, Company re retained causes of action (.5); draft Moelis declaration (1.1).
11/30/20	Melissa Mertz	3.20	Draft declaration in support of plan confirmation (.4); review and revise confirmation brief (2.8).
11/30/20	Lydia Yale	1.80	Draft declarations in support of confirmation.
Total		385.50	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

February 23, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007971

Client Matter: 18803-36

In the Matter of Employee Matters

For legal services rendered through November 30, 2020
(see attached Description of Legal Services for detail)

\$ 3,521.00

Total legal services rendered

\$ 3,521.00

Legal Services for the Period Ending November 30, 2020
Extraction Oil & Gas, Inc.
Employee Matters

Invoice Number: 1250007971
Matter Number: 18803-36

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Stephen Jacobson, P.C.	1.40	1,365.00	1,911.00
Christopher Marcus, P.C.	0.50	1,635.00	817.50
Jeffrey S. Quinn	0.20	1,375.00	275.00
Allyson B. Smith	0.50	1,035.00	517.50
TOTALS	2.60		\$ 3,521.00

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Employee Matters

Invoice Number: 1250007971
 Matter Number: 18803-36

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/11/20	Stephen Jacobson, P.C.	0.60	Review MIP matters (.3); conferences and correspond re same (.3).
11/16/20	Stephen Jacobson, P.C.	0.50	Telephone conference with Paul Weiss re MIP matters.
11/16/20	Christopher Marcus, P.C.	0.50	Telephone conference with PW re MIP.
11/16/20	Allyson B. Smith	0.50	Telephone conference with Paul Weiss re MIP.
11/20/20	Stephen Jacobson, P.C.	0.30	Conference re compensation matters.
11/27/20	Jeffrey S. Quinn	0.20	Review diligence questions re compensation matters.
Total		2.60	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

February 23, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007970

Client Matter: 18803-37

In the Matter of Executory Contracts/Unexpired Leases

For legal services rendered through November 30, 2020
(see attached Description of Legal Services for detail)

\$ 203,034.50

Total legal services rendered

\$ 203,034.50

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Executory Contracts/Unexpired Leases

Invoice Number: 1250007970
 Matter Number: 18803-37

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	2.20	845.00	1,859.00
Simon Briefel	0.30	845.00	253.50
Justin W. Clune	91.40	1,035.00	94,599.00
Ross Fiedler	2.40	845.00	2,028.00
Matt Gibson	39.10	740.00	28,934.00
Kevin Liang	0.30	740.00	222.00
Caleb Martin	46.60	610.00	28,426.00
Allyson B. Smith	1.80	1,035.00	1,863.00
Chad Michael Smith, P.C.	34.80	1,215.00	42,282.00
Evan Swager	2.00	740.00	1,480.00
Paul D. Tanaka, P.C.	0.80	1,360.00	1,088.00
TOTALS	221.70		\$ 203,034.50

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Executory Contracts/Unexpired Leases

Invoice Number: 1250007970
 Matter Number: 18803-37

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/01/20	Justin W. Clune	7.50	Draft and review proposed amended and restated crude, gas and water agreements with Elevation.
11/01/20	Matt Gibson	6.80	Review, revise amended and restated gas and water gathering agreements.
11/01/20	Caleb Martin	9.70	Draft amended and restated water gathering agreement (9.2); correspond with M. Gibson re drafting plan (.5).
11/01/20	Chad Michael Smith, P.C.	2.30	Review and revise Elevation crude oil gathering agreement.
11/01/20	Allyson B. Smith	1.00	Telephone conference with K&E team re midstream parties.
11/02/20	Justin W. Clune	8.50	Draft, review proposed amended and restated crude, gas and water agreements with Elevation.
11/02/20	Matt Gibson	5.30	Review, revise amended and restated crude oil and gas gathering agreements.
11/02/20	Kevin Liang	0.20	Correspond with A&M and Archrock's counsel re rejection issues.
11/02/20	Caleb Martin	8.40	Draft water gathering agreement (4.0); revise same (3.1); correspond with M. Gibson and J. Clune re same (1.3).
11/02/20	Chad Michael Smith, P.C.	4.20	Review and revise Elevation crude gathering agreement (1.6); review and revise Elevation gas gathering agreement (1.6); review and revise Elevation water gathering agreement (1.0).
11/02/20	Allyson B. Smith	0.30	Correspond with K&E team, Company re walk up shippers re executory contract issues.
11/03/20	Matt Gibson	1.00	Review, revise amended and restated crude oil, gas and water gathering agreements.
11/03/20	Caleb Martin	4.60	Review, revise crude oil, gas and water gathering agreements.
11/04/20	Caleb Martin	7.00	Review, revise crude oil, gas and water gathering agreements.
11/05/20	Justin W. Clune	6.10	Prepare for and telephone conference with K&E team and Elevation re updates to term sheet and crude agreement (1.0); review and draft updates to term sheet and crude agreement (5.1).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Executory Contracts/Unexpired Leases

Invoice Number: 1250007970
 Matter Number: 18803-37

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/05/20	Matt Gibson	1.00	Review and revise crude oil gathering agreement (.8); telephone conference with K&E team re same (.2).
11/05/20	Chad Michael Smith, P.C.	3.30	Telephone conference with Extraction re Elevation contracts (.6); prepare revised Elevation COGA (1.5); review, revise Elevation term sheet (1.2).
11/06/20	Justin W. Clune	5.30	Review and draft updates to Elevation term sheet re comments from Company.
11/06/20	Chad Michael Smith, P.C.	2.10	Review and revise Elevation COGA (1.2); review and revise Elevation term sheet (.9).
11/07/20	Justin W. Clune	1.70	Draft update to settlement term sheet re comments from E. Christ.
11/08/20	Justin W. Clune	5.40	Draft updates to settlement term sheet and draft crude agreement (3.2); review and correspond re settlement term sheet (2.2).
11/08/20	Chad Michael Smith, P.C.	2.30	Review and revise Elevation term sheet (1.0); review and revise Elevation gathering agreements (1.3).
11/10/20	Justin W. Clune	2.20	Draft updates to crude oil gathering agreement to conform to settlement term sheet.
11/10/20	Ross Fiedler	2.40	Review, revise 9019 motion and declaration re Elevation settlement (.6); correspond with Company, K&E team, Whiteford and Paul Weiss re same (1.5); revise declaration in support of 9019 motion re Elevation settlement (.3).
11/10/20	Matt Gibson	5.00	Review, revise amended and restated crude oil and gas gathering agreement.
11/10/20	Caleb Martin	0.70	Draft gas and water gathering agreements.
11/10/20	Chad Michael Smith, P.C.	1.30	Review and revise Elevation gathering agreements.
11/10/20	Evan Swager	0.30	Correspond with K&E team, A&M re lease rejection.
11/11/20	Justin W. Clune	5.20	Prepare for and telephone conference with K&E team re settlement term sheet (.6); draft updates to settlement term sheet (4.6).
11/11/20	Matt Gibson	2.80	Review, revise amended and restated crude oil and gas gathering agreement and term sheet (2.3); telephone conference with working group re same (.5).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Executory Contracts/Unexpired Leases

Invoice Number: 1250007970
 Matter Number: 18803-37

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/11/20	Chad Michael Smith, P.C.	2.50	Review and revise Elevation agreements (1.5); telephone conference with Extraction re same (1.0).
11/12/20	Justin W. Clune	0.80	Review and correspond re settlement term sheet.
11/12/20	Caleb Martin	0.70	Draft water and gas gathering agreements.
11/12/20	Chad Michael Smith, P.C.	0.90	Prepare Elevation agreements (.7); telephone conference with Company re same (.2).
11/13/20	Justin W. Clune	0.50	Review and correspond with K&E team re settlement term sheet.
11/13/20	Allyson B. Smith	0.50	Telephone conference with J. Prince re contract negotiations (.3); correspond with R. Fiedler, E. Christ re lease rejection timing (.2).
11/13/20	Chad Michael Smith, P.C.	1.00	Revise Elevation term sheet and side letter (.7); telephone conference with Company re same (.3).
11/14/20	Justin W. Clune	6.40	Draft side letter to settlement term sheet.
11/14/20	Chad Michael Smith, P.C.	1.30	Finalize Elevation gathering agreement (.8); analyze term sheet (.5).
11/15/20	Justin W. Clune	4.50	Draft updates to A&R crude agreement and side letter with Elevation.
11/15/20	Chad Michael Smith, P.C.	1.00	Review and finalize Elevation agreements.
11/16/20	Justin W. Clune	4.30	Finalize drafts of side letter and settlement term sheet with Elevation.
11/16/20	Chad Michael Smith, P.C.	0.90	Elevation signing and review Elevation gathering agreement.
11/17/20	Nicholas Adzima	1.80	Review, revise materials re assumption and rejection (.9); conference with Company, A&M re same (.9).
11/17/20	Chad Michael Smith, P.C.	0.70	Analyze Elevation contracts.
11/18/20	Nicholas Adzima	0.40	Correspond with working group re executory contracts.
11/19/20	Justin W. Clune	2.20	Prepare for and telephone conference re Bayswater and Grand Mesa agreements.
11/21/20	Justin W. Clune	0.50	Review and correspond with K&E team re Elevation markup of A&R crude agreement.
11/21/20	Matt Gibson	1.50	Review, revise amended and restated crude gathering and stabilization agreement.
11/22/20	Justin W. Clune	4.50	Draft issues list re Elevation's draft of A&R crude agreement.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Executory Contracts/Unexpired Leases

Invoice Number: 1250007970
 Matter Number: 18803-37

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/22/20	Chad Michael Smith, P.C.	1.00	Review and comment on Elevation's revised crude gathering agreement.
11/23/20	Justin W. Clune	4.20	Prepare for and telephone conference with K&E team re Elevation markup of crude agreement (.6); draft updates to crude agreement (3.6).
11/23/20	Matt Gibson	3.50	Review, revise amended and restated crude gathering and stabilization agreement (3.1); telephone conference with K&E team re same (.4).
11/23/20	Chad Michael Smith, P.C.	3.70	Review and revise Elevation crude gathering agreement (1.5); telephone conference with Company re same (2.2).
11/24/20	Justin W. Clune	5.40	Draft updates to A&R crude agreement re Company comments.
11/24/20	Matt Gibson	1.50	Review, revise amended and restated crude gathering and stabilization agreement.
11/24/20	Kevin Liang	0.10	Review rejection notice and correspond with E. Swager re same.
11/24/20	Chad Michael Smith, P.C.	1.50	Prepare revised Elevation crude gathering agreement.
11/24/20	Evan Swager	1.10	Review, revise notice of rejection (.7); correspond with A. Weinhouse, Company re same (.4).
11/25/20	Justin W. Clune	4.60	Draft updates to A&R crude agreement with Elevation.
11/25/20	Chad Michael Smith, P.C.	1.00	Prepare revised Elevation gathering agreements.
11/25/20	Evan Swager	0.60	Correspond with A&M, A. Weinhouse, WTP re amended notice of rejection (.2); draft same (.4).
11/26/20	Caleb Martin	1.30	Review term sheet and oil gathering agreement in preparation to draft water gathering agreement.
11/27/20	Matt Gibson	4.00	Review, revise amended and restated gas gathering and compression agreement.
11/27/20	Paul D. Tanaka, P.C.	0.80	Review, analyze fifth notice of rejection of executory contracts and related due diligence questions (.6); correspond with K&E team and Moelis re same (.2).
11/29/20	Justin W. Clune	3.90	Review, draft updates to A&R gas agreement and A&R water agreements.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Executory Contracts/Unexpired Leases

Invoice Number: 1250007970
 Matter Number: 18803-37

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/29/20	Matt Gibson	1.50	Review, revise amended and restated gas gathering and compression agreement.
11/29/20	Caleb Martin	9.20	Draft water gathering agreement.
11/29/20	Chad Michael Smith, P.C.	1.50	Review, comment on revised Elevation gathering agreements and release agreement.
11/30/20	Simon Briefel	0.30	Telephone conference with Moelis, Company, K&E team re schedule of executory contracts.
11/30/20	Justin W. Clune	7.70	Prepare for and telephone conference re Elevation's latest turn of A&R crude agreement (.7); draft updates to A&R crude, gas and water agreements (7.0).
11/30/20	Matt Gibson	5.20	Review, revise amended and restated crude, gas and water gathering agreements (4.7); telephone conference with K&E team re same (.5).
11/30/20	Caleb Martin	5.00	Draft water gathering agreement.
11/30/20	Chad Michael Smith, P.C.	2.30	Telephone conference with Company re Elevation agreements (.4); prepare revised drafts of same (1.9).
Total		221.70	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

February 23, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007969

Client Matter: 18803-38

In the Matter of Hearings

For legal services rendered through November 30, 2020
(see attached Description of Legal Services for detail)

\$ 86,190.00

Total legal services rendered

\$ 86,190.00

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Hearings

Invoice Number: 1250007969
 Matter Number: 18803-38

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	7.10	845.00	5,999.50
Bill Arnault	1.10	1,165.00	1,281.50
Jamie Alan Aycock	1.10	1,145.00	1,259.50
Brooksany Barrowes	1.10	1,345.00	1,479.50
Adam Louis Birnbaum	4.00	740.00	2,960.00
Simon Briefel	2.80	845.00	2,366.00
Stephanie Cohen	0.60	845.00	507.00
Ross Fiedler	5.30	845.00	4,478.50
Christopher Fox	1.00	1,085.00	1,085.00
Grant Jones	2.00	835.00	1,670.00
Angela Leonard	1.00	375.00	375.00
Kevin Liang	4.70	740.00	3,478.00
Christopher Marcus, P.C.	6.00	1,635.00	9,810.00
Rebecca J. Marston	4.30	610.00	2,623.00
Melissa Mertz	5.30	610.00	3,233.00
Orla Patricia O'Callaghan	4.00	835.00	3,340.00
Anna G. Rotman, P.C.	6.80	1,425.00	9,690.00
Allyson B. Smith	12.10	1,035.00	12,523.50
Evan Swager	4.30	740.00	3,182.00
Enoch Varner	2.00	1,195.00	2,390.00
Dustin Lyle Womack	2.00	725.00	1,450.00
Lydia Yale	2.60	275.00	715.00
Jeremy Young	20.50	390.00	7,995.00
Kenneth A. Young	2.20	1,045.00	2,299.00
TOTALS	103.90		\$ 86,190.00

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Hearings

Invoice Number: 1250007969
 Matter Number: 18803-38

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/27/20	Melissa Mertz	0.80	Telephonically attend rejection hearing.
11/02/20	Nicholas Adzima	2.00	Prepare for and attend hearing re contract rejection and royalty considerations.
11/02/20	Bill Arnault	1.10	Participate in hearing re rejection motions.
11/02/20	Jamie Alan Aycock	1.10	Attend omnibus hearing re rejection.
11/02/20	Brooksany Barrowes	1.10	Attend rejection hearing.
11/02/20	Adam Louis Birnbaum	0.60	Telephonically attend hearing re Company's rejection bench ruling and Richmark lift stay hearing.
11/02/20	Simon Briefel	0.60	Telephonically attend hearing re Richmark lift stay motion.
11/02/20	Stephanie Cohen	0.60	Telephonically attend hearing re Richmark lift stay motion.
11/02/20	Ross Fiedler	2.00	Telephonically attend hearing re rejection issues.
11/02/20	Christopher Fox	0.50	Telephonically attend hearing re rejection bench ruling and Richmark lift stay hearing.
11/02/20	Grant Jones	1.00	Attend rejection hearing.
11/02/20	Angela Leonard	1.00	Attend adversary proceeding rejection ruling hearing.
11/02/20	Kevin Liang	1.50	Telephonically attend rejection hearing.
11/02/20	Christopher Marcus, P.C.	1.00	Telephonically attend rejection hearing.
11/02/20	Rebecca J. Marston	1.10	Telephonically attend rejection hearing.
11/02/20	Melissa Mertz	1.20	Attend hearing re rejection bench ruling and Richmark lift stay.
11/02/20	Orla Patricia O'Callaghan	1.60	Attend rejection bench ruling, Richmark lift stay hearing.
11/02/20	Anna G. Rotman, P.C.	0.60	Participate in bench decision hearing re successful motion to reject contracts.
11/02/20	Allyson B. Smith	2.50	Prepare for telephonic hearing (1.0); telephonically attend hearing re rejection ruling and lift stay motion (1.5).
11/02/20	Evan Swager	0.90	Telephonically attend rejection hearing.
11/02/20	Enoch Varner	2.00	Telephonically attend rejection hearing.
11/02/20	Dustin Lyle Womack	1.00	Attend bench ruling hearing on rejection motions.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Hearings

Invoice Number: 1250007969
 Matter Number: 18803-38

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/02/20	Lydia Yale	0.20	Open listen only conference line for November 2, 2020 hearing and confirm commencement of same.
11/02/20	Kenneth A. Young	1.20	Participate in hearing re rejection motions re midstream agreements.
11/04/20	Nicholas Adzima	0.90	Conferences with K&E team, A&M and WTP re materials for hearing.
11/04/20	Allyson B. Smith	3.00	Prepare for and attend hearing re BCA, disclosure statement.
11/04/20	Lydia Yale	0.10	Prepare calendar invite for November 17, 2020 hearing.
11/04/20	Jeremy Young	3.50	Prepare for telephonic hearing re BCA and disclosure statement
11/05/20	Nicholas Adzima	2.40	Prepare for and attend hearing re backstop commitment agreement, disclosure statement.
11/05/20	Adam Louis Birnbaum	1.60	Telephonically attend hearing re disclosure statement and backstop commitment agreement.
11/05/20	Simon Briefel	1.50	Telephonically attend hearing re backstop and disclosure statement.
11/05/20	Ross Fiedler	1.80	Telephonically attend hearing re disclosure statement.
11/05/20	Christopher Fox	0.50	Telephonically attend hearing re backstop and disclosure statement.
11/05/20	Kevin Liang	1.70	Telephonically attend backstop and disclosure statement hearing.
11/05/20	Christopher Marcus, P.C.	2.00	Telephonically attend backstop hearing.
11/05/20	Rebecca J. Marston	1.40	Telephonically attend hearing re disclosure statement and backstop commitment agreement.
11/05/20	Melissa Mertz	1.70	Telephonically attend hearing re disclosure statement and backstop commitment agreement.
11/05/20	Orla Patricia O'Callaghan	1.90	Attend disclosure statement, backstop hearing (.3); attend continuation of same (1.6).
11/05/20	Anna G. Rotman, P.C.	4.20	Present expert witness during extended backstop commitment hearing and engage in negotiations during same.
11/05/20	Allyson B. Smith	3.00	Attend backstop hearing.
11/05/20	Evan Swager	1.90	Telephonically attend backstop hearing.

Legal Services for the Period Ending November 30, 2020
Extraction Oil & Gas, Inc.
Hearings

Invoice Number: 1250007969
Matter Number: 18803-38

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/05/20	Lydia Yale	1.60	Open listen-only conference line for November 5, 2020 hearing and confirm commencement of same (.4); revise calendar invite for later hearing time (.2); reopen listen-only conference line for November 5, 2020 hearing and confirm commencement of same (1.0).
11/05/20	Jeremy Young	8.50	Attend hearing and prepare for delayed hearing presentation.
11/06/20	Nicholas Adzima	0.80	Telephonically attend hearing re disclosure statement.
11/06/20	Adam Louis Birnbaum	0.70	Telephonically attend continued disclosure statement hearing.
11/06/20	Simon Briefel	0.50	Telephonically attend disclosure statement hearing.
11/06/20	Ross Fiedler	0.50	Telephonically attend disclosure statement hearing.
11/06/20	Kevin Liang	0.50	Telephonically attend disclosure statement hearing.
11/06/20	Christopher Marcus, P.C.	2.00	Telephonically attend disclosure statement hearing.
11/06/20	Rebecca J. Marston	0.70	Telephonically attend hearing re disclosure statement and backstop commitment agreement.
11/06/20	Melissa Mertz	0.60	Telephonically attend hearing re disclosure statement and backstop commitment agreement.
11/06/20	Orla Patricia O'Callaghan	0.50	Attend disclosure statement hearing.
11/06/20	Anna G. Rotman, P.C.	1.00	Participate in disclosure statement hearing.
11/06/20	Allyson B. Smith	2.60	Attend disclosure statement hearing.
11/06/20	Evan Swager	0.50	Telephonically attend disclosure statement hearing.
11/06/20	Lydia Yale	0.50	Open listen-only conference line for November 6, 2020 hearing and confirm commencement of same.
11/06/20	Jeremy Young	8.50	Prepare for and present demonstratives at disclosure statement hearing.
11/11/20	Christopher Marcus, P.C.	1.00	Telephone conference with Bonds and Company re status.
11/16/20	Lydia Yale	0.20	Prepare calendar invites for November 17, 2020 hearing.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Hearings

Invoice Number: 1250007969
 Matter Number: 18803-38

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/17/20	Nicholas Adzima	1.00	Telephonically attend disclosure statement hearing.
11/17/20	Adam Louis Birnbaum	1.10	Attend lift stay hearing.
11/17/20	Simon Briefel	0.20	Telephonically attend hearing.
11/17/20	Ross Fiedler	1.00	Telephonically attend hearing re lift stay matter.
11/17/20	Grant Jones	1.00	Attend hearing re motion to enforce automatic stay.
11/17/20	Kevin Liang	1.00	Telephonically attend hearing re lift stays.
11/17/20	Rebecca J. Marston	1.10	Telephonically attend hearing re lift stay motion.
11/17/20	Melissa Mertz	1.00	Telephonically attend hearing re lifting automatic stay.
11/17/20	Anna G. Rotman, P.C.	1.00	Attend hearing re motion to enforce automatic stay.
11/17/20	Allyson B. Smith	1.00	Attend omnibus hearing.
11/17/20	Evan Swager	1.00	Telephonically attend lift stay hearing.
11/17/20	Dustin Lyle Womack	1.00	Attend motion to enforce hearing.
11/17/20	Kenneth A. Young	1.00	Participate in hearing re lift stay motion.
Total		103.90	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

February 23, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007968

Client Matter: 18803-39

In the Matter of Insurance and Surety Matters

For legal services rendered through November 30, 2020
(see attached Description of Legal Services for detail)

\$ 740.00

Total legal services rendered

\$ 740.00

Legal Services for the Period Ending November 30, 2020
Extraction Oil & Gas, Inc.
Insurance and Surety Matters

Invoice Number: 1250007968
Matter Number: 18803-39

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Kevin Liang	1.00	740.00	740.00
TOTALS	1.00		\$ 740.00

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Insurance and Surety Matters

Invoice Number: 1250007968
 Matter Number: 18803-39

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/02/20	Kevin Liang	0.80	Prepare for and telephone conference with Zurich's counsel re post-petition general indemnity agreement (.6); correspond with K&E team and Company re same (.2).
11/09/20	Kevin Liang	0.20	Correspond with Company and Zurich's counsel re Zurich's bonds and post-petition general indemnity agreement.
Total		1.00	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

February 23, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007967

Client Matter: 18803-40

In the Matter of Retention K&E

For legal services rendered through November 30, 2020
(see attached Description of Legal Services for detail)

\$ 44,651.00

Total legal services rendered

\$ 44,651.00

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Retention K&E

Invoice Number: 1250007967
 Matter Number: 18803-40

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	3.10	845.00	2,619.50
Simon Briefel	2.40	845.00	2,028.00
Stephanie Cohen	15.90	845.00	13,435.50
Ross Fiedler	1.00	845.00	845.00
Susan D. Golden	0.90	1,175.00	1,057.50
Kevin Liang	5.80	740.00	4,292.00
Rebecca J. Marston	4.20	610.00	2,562.00
Melissa Mertz	4.90	610.00	2,989.00
Leo Rosenberg	5.50	275.00	1,512.50
Allyson B. Smith	2.10	1,035.00	2,173.50
Evan Swager	13.60	740.00	10,064.00
Lydia Yale	3.90	275.00	1,072.50
TOTALS	63.30		\$ 44,651.00

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Retention K&E

Invoice Number: 1250007967
 Matter Number: 18803-40

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/07/20	Allyson B. Smith	2.10	Review August fee statement to ensure compliance with U.S. Trustee guidelines and confidentiality requirements.
11/09/20	Stephanie Cohen	3.40	Revise budget and staffing memorandum and first interim fee application.
11/09/20	Lydia Yale	1.80	Prepare second monthly fee statement.
11/10/20	Nicholas Adzima	3.10	Review, revise fee statement to ensure compliance with U.S. Trustee guidelines and confidentiality requirements (2.5); correspond with K&E team re same (.6).
11/10/20	Stephanie Cohen	1.70	Review, revise first interim compensation application (1.5); review interim compensation order and correspond with WTP, A. Weinhouse re same (.2).
11/10/20	Susan D. Golden	0.50	Review and revise K&E's first interim fee application.
11/10/20	Leo Rosenberg	4.20	Prepare interim fee application (4.0); correspond with L. Yale re same (.2).
11/10/20	Lydia Yale	0.70	Compile monthly fee statement.
11/11/20	Stephanie Cohen	4.10	Revise interim fee application and correspond and conferences with Company, A. Weinhouse, S. Golden and WTP re same (.9); review, revise fee statement to ensure compliance with U.S. Trustee guidelines and confidentiality requirements (3.2).
11/11/20	Susan D. Golden	0.40	Review revised final first interim K&E fee application (.3); correspond with S. Cohen re same (.1).
11/11/20	Kevin Liang	0.30	Review, revise fee statement to ensure compliance with U.S. Trustee guidelines and confidentiality requirements.
11/11/20	Rebecca J. Marston	1.50	Complete invoice review.
11/11/20	Leo Rosenberg	1.30	Prepare interim fee application (1.2); correspond with L. Yale re same (.1).
11/11/20	Evan Swager	3.60	Review, revise fee statement to ensure compliance with U.S. Trustee guidelines and confidentiality requirements.
11/11/20	Lydia Yale	0.10	Correspond with S. Cohen re interim fee application.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Retention K&E

Invoice Number: 1250007967
 Matter Number: 18803-40

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/12/20	Stephanie Cohen	1.30	Review, revise fee statement to ensure compliance with U.S. Trustee guidelines and confidentiality requirements (1.0); prepare interim fee application for filing (.3).
11/12/20	Ross Fiedler	1.00	Review, revise invoice re U.S. Trustee guidelines and confidentiality matters.
11/12/20	Kevin Liang	0.20	Review, revise fee statement to ensure compliance with U.S. Trustee guidelines and confidentiality requirements.
11/12/20	Rebecca J. Marston	0.50	Review invoices re confidentiality and U.S. Trustee compliance.
11/12/20	Melissa Mertz	1.40	Review, revise fee statement to ensure compliance with U.S. Trustee guidelines and confidentiality requirements (1.2); correspond with N. Adzima re same (.2).
11/12/20	Evan Swager	6.70	Review, revise fee statement to ensure compliance with U.S. Trustee guidelines and confidentiality requirements.
11/17/20	Simon Briefel	1.60	Review, revise fee statement to ensure compliance with U.S. Trustee guidelines and confidentiality requirements.
11/18/20	Stephanie Cohen	0.60	Review filed pleadings re parties in interest (.3); correspond with A&M re supplemental conflicts matters (.3).
11/18/20	Kevin Liang	1.40	Review, revise fee statement to ensure compliance with U.S. Trustee guidelines and confidentiality requirements.
11/19/20	Stephanie Cohen	4.60	Review, revise fee statement to ensure compliance with U.S. Trustee guidelines and confidentiality requirements.
11/19/20	Evan Swager	3.30	Review, revise fee statement to ensure compliance with U.S. Trustee guidelines and confidentiality requirements.
11/20/20	Simon Briefel	0.80	Review, revise fee statement to ensure compliance with U.S. Trustee guidelines and confidentiality requirements.
11/20/20	Rebecca J. Marston	0.80	Review invoices re confidentiality and U.S. Trustee compliance.
11/20/20	Melissa Mertz	1.10	Review, revise fee statement to ensure compliance with U.S. Trustee guidelines and confidentiality requirements.
11/23/20	Stephanie Cohen	0.20	Review conflicts matters.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Retention K&E

Invoice Number: 1250007967
 Matter Number: 18803-40

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/23/20	Lydia Yale	1.30	Research precedent declarations for amended engagement letters (.4); research precedent supplemental retention declarations (.3); draft same (.6).
11/24/20	Kevin Liang	2.30	Draft supplemental declaration, supplemental engagement letter and review, research issues re same (1.7); correspond with K&E team re same (.6).
11/24/20	Rebecca J. Marston	1.20	Review and revise amended engagement letter (1.1); correspond with K. Liang re same (.1).
11/24/20	Melissa Mertz	1.60	Correspond with A. Weinhouse and K. Liang re amended engagement letter (.3); draft revised engagement letter (1.3).
11/25/20	Kevin Liang	1.20	Review, revise amended engagement letter and supplemental declaration (1.1); correspond with K&E team re same (.1).
11/25/20	Melissa Mertz	0.60	Revise and file amended engagement letter and declaration.
11/27/20	Rebecca J. Marston	0.10	Correspond with K. Liang re second supplemental declaration.
11/30/20	Kevin Liang	0.40	Revise supplemental engagement letter and declaration (.3); correspond with Company and K&E team re same (.1).
11/30/20	Rebecca J. Marston	0.10	Revise engagement letter.
11/30/20	Melissa Mertz	0.20	Correspond with WTP re filing amended engagement letter.
Total		63.30	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

February 23, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007966
Client Matter: 18803-41

In the Matter of Retention Non-K&E

For legal services rendered through November 30, 2020
(see attached Description of Legal Services for detail)

\$ 14,494.00

Total legal services rendered

\$ 14,494.00

Legal Services for the Period Ending November 30, 2020
Extraction Oil & Gas, Inc.
Retention Non-K&E

Invoice Number: 1250007966
Matter Number: 18803-41

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	4.00	845.00	3,380.00
Simon Briefel	0.30	845.00	253.50
Stephanie Cohen	6.50	845.00	5,492.50
Susan D. Golden	3.40	1,175.00	3,995.00
Melissa Mertz	1.80	610.00	1,098.00
Lydia Yale	1.00	275.00	275.00
TOTALS	17.00		\$ 14,494.00

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Retention Non-K&E

Invoice Number: 1250007966
 Matter Number: 18803-41

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/02/20	Simon Briefel	0.30	Correspond with K&E team and A&M re ordinary course of payments.
11/02/20	Stephanie Cohen	0.10	Telephone conference with Deloitte re ordinary course payments and correspond with S. Briefel re same.
11/03/20	Stephanie Cohen	0.50	Draft supplemental Stout declaration and correspond with Stout re same.
11/03/20	Susan D. Golden	0.50	Correspond with Riveron re adjourning retention hearing from November 6 pending resolution with U.S. Trustee (.2); correspond with R. Schepacarter re same (.1); correspond with Z. Esposito re supplemental declaration in support of Riveron retention (.2).
11/04/20	Susan D. Golden	0.30	Correspond with Riveron re confirmation of adjournment of Riveron retention hearing from November 6 (.2); correspond with R. Schepacarter, T. Fox and A. Weinhouse re same (.1).
11/05/20	Susan D. Golden	0.50	Review and revise supplemental declaration in support of Riveron retention.
11/09/20	Nicholas Adzima	1.50	Correspond with WTP and K&E team re professional fee statements (.6); draft notices re same (.9).
11/10/20	Stephanie Cohen	0.40	Review conflicts matters (.3); correspond with Stout re same (.1).
11/10/20	Susan D. Golden	1.10	Review and revise Riveron supplemental declaration (.4); correspond with L. Eisele re comments to same (.2); review and revise proposed Riveron order per U.S. Trustee comments (.4); correspond with L. Eisele and Z. Esposito re same (.1).
11/11/20	Stephanie Cohen	0.10	Correspond and conference with Stout re conflicts and retention matter.
11/12/20	Nicholas Adzima	1.40	Draft certification of counsel re Riveron retention application (.8); review, revise materials re same (.4); correspond with working group re same (.2).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Retention Non-K&E

Invoice Number: 1250007966
 Matter Number: 18803-41

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/12/20	Susan D. Golden	1.00	Correspond with L. Eisele re final supplemental Riveron, supplemental declaration and retention order (.3); correspond with R. Schepacarter and T. Fox re same (.1); review and revise COC for proposed order (.3); coordinate filing and submission of order with N. Adzima and L. Yale (.3).
11/12/20	Lydia Yale	0.10	Correspond with WTP re filing supplemental Riveron retention declaration.
11/13/20	Stephanie Cohen	1.10	Revise Stout supplemental declaration (.8); correspond with Stout, U.S. Trustee and draft second supplemental declaration (.3).
11/17/20	Stephanie Cohen	0.40	Prepare for and telephone conference with Stout re retention matters.
11/18/20	Stephanie Cohen	1.50	Revise second supplemental Stout declaration and correspond with Stout, U.S. Trustee re same.
11/19/20	Stephanie Cohen	1.20	Review, analyze precedent compensation consultant engagement letters.
11/20/20	Stephanie Cohen	0.10	Correspond with Stout and U.S. Trustee re supplemental declaration.
11/22/20	Stephanie Cohen	0.10	Correspond with Paul Weiss re compensation retention matter.
11/23/20	Stephanie Cohen	0.40	Prepare Stout supplemental declaration and order for filing (.3); correspond with WTP and U.S. Trustee re same (.1).
11/23/20	Melissa Mertz	0.20	Correspond with K. Liang re Protiviti fee application and pull precedent re same.
11/24/20	Nicholas Adzima	1.10	Correspond with WTP, A&M re professional fee applications (.7); research same (.4).
11/24/20	Stephanie Cohen	0.60	Correspond with K&E team re Meridian retention matters.
11/24/20	Lydia Yale	0.90	Research precedent declarations re amended engagement letter.
11/25/20	Melissa Mertz	1.60	Draft and revise ordinary course professionals letter (1.5); correspond with S. Cohen re same (.1).
Total		17.00	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

February 23, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007965
Client Matter: 18803-42

In the Matter of Tax Issues

For legal services rendered through November 30, 2020
(see attached Description of Legal Services for detail)

\$ 1,188.00

Total legal services rendered

\$ 1,188.00

Legal Services for the Period Ending November 30, 2020
Extraction Oil & Gas, Inc.
Tax Issues

Invoice Number: 1250007965
Matter Number: 18803-42

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Mark Dundon, P.C.	0.30	1,360.00	408.00
Courtney Loyack	0.40	785.00	314.00
Joe Tobias	0.40	1,165.00	466.00
TOTALS	1.10		\$ 1,188.00

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Tax Issues

Invoice Number: 1250007965
 Matter Number: 18803-42

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/03/20	Mark Dundon, P.C.	0.30	Telephone conference with K&E team re tax considerations.
11/10/20	Joe Tobias	0.40	Telephone conference with K&E team re tax status.
11/17/20	Courtney Loyack	0.40	Prepare for and telephone conference re tax status update.
Total		1.10	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

February 23, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007964

Client Matter: 18803-44

In the Matter of US Trustee Communications and Statutory Reporting

For legal services rendered through November 30, 2020
(see attached Description of Legal Services for detail)

\$ 793.00

Total legal services rendered

\$ 793.00

Legal Services for the Period Ending November 30, 2020
Extraction Oil & Gas, Inc.
US Trustee Communications and Statutory Reporting

Invoice Number: 1250007964
Matter Number: 18803-44

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rebecca J. Marston	1.30	610.00	793.00
TOTALS	1.30		\$ 793.00

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 US Trustee Communications and Statutory Reporting

Invoice Number: 1250007964
 Matter Number: 18803-44

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/19/20	Rebecca J. Marston	1.20	Research U.S. Trustee objection re professional fees (1.1); correspond with E. Swager re same (.1).
11/20/20	Rebecca J. Marston	0.10	Correspond with L. Yale re U.S. Trustee objection precedent.
Total		1.30	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

February 23, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007963

Client Matter: 18803-45

In the Matter of Use, Sale, and Disposition of Property

For legal services rendered through November 30, 2020
(see attached Description of Legal Services for detail)

\$ 8,146.50

Total legal services rendered

\$ 8,146.50

Legal Services for the Period Ending November 30, 2020
Extraction Oil & Gas, Inc.
Use, Sale, and Disposition of Property

Invoice Number: 1250007963
Matter Number: 18803-45

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Andrew L. Lombardo	3.30	965.00	3,184.50
Christopher Marcus, P.C.	1.50	1,635.00	2,452.50
Enoch Varner	2.10	1,195.00	2,509.50
TOTALS	6.90		\$ 8,146.50

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Use, Sale, and Disposition of Property

Invoice Number: 1250007963
 Matter Number: 18803-45

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/02/20	Christopher Marcus, P.C.	1.00	Correspond with Company re M&A updates.
11/02/20	Enoch Varner	1.00	Telephone conference re post-emergence strategic transactions.
11/03/20	Enoch Varner	0.60	Review counterproposal correspondence and telephone conference re counterproposal.
11/11/20	Christopher Marcus, P.C.	0.50	Telephone conference with Petrie re M&A activity.
11/16/20	Andrew L. Lombardo	0.50	Prepare and share non-disclosure agreement with counterparty.
11/19/20	Andrew L. Lombardo	2.80	Review, revise non-disclosure agreement (1.3); correspond with E. Varner re same (.6); correspond with E. Christ re same (.5); negotiate and coordinate execution of same (.4).
11/20/20	Enoch Varner	0.50	Prepare for and telephone conference with UCC and others re merger discussions.
Total		6.90	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

February 23, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007961

Client Matter: 18803-50

In the Matter of Rights Offering/Exit Financing

For legal services rendered through November 30, 2020
(see attached Description of Legal Services for detail)

\$ 213,085.00

Total legal services rendered

\$ 213,085.00

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250007961
 Matter Number: 18803-50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	1.50	845.00	1,267.50
Adam Louis Birnbaum	32.60	740.00	24,124.00
Will W. Bos, P.C.	9.80	1,545.00	15,141.00
Simon Briefel	37.60	845.00	31,772.00
Stephanie Cohen	0.30	845.00	253.50
James Dolphin III	1.50	1,085.00	1,627.50
Mark Dundon, P.C.	0.70	1,360.00	952.00
Ross Fiedler	0.30	845.00	253.50
Bryan D. Flannery	2.00	1,135.00	2,270.00
Christopher Fox	19.10	1,085.00	20,723.50
Carla A.R. Hine	0.30	1,165.00	349.50
Sydney Jones	0.60	1,045.00	627.00
Shan A. Khan	19.50	1,085.00	21,157.50
R.D. Kohut	1.00	1,175.00	1,175.00
Courtney Loyack	4.30	785.00	3,375.50
Christopher Marcus, P.C.	6.50	1,635.00	10,627.50
Rebecca J. Marston	6.90	610.00	4,209.00
Mitch McClellan	9.60	1,135.00	10,896.00
Arthur Patrick Muszynski	2.00	740.00	1,480.00
Nick Niles	0.80	1,115.00	892.00
Aisha M. Noor	16.90	965.00	16,308.50
Orla Patricia O'Callaghan	0.60	835.00	501.00
Ashley Pincock	10.80	610.00	6,588.00
Anna G. Rotman, P.C.	3.40	1,425.00	4,845.00
Allyson B. Smith	21.10	1,035.00	21,838.50
Paul D. Tanaka, P.C.	5.20	1,360.00	7,072.00
Sean M. Valentine	0.80	610.00	488.00
Enoch Varner	1.90	1,195.00	2,270.50
TOTALS	217.60		\$ 213,085.00

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250007961
 Matter Number: 18803-50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/01/20	Simon Briefel	9.20	Draft, revise reply in support of backstop commitment agreement motion (4.0); correspond with K&E team re same (2.0); research issues re same (1.6); analyze issues re same (1.2); telephone conference with ad hoc noteholders group re backstop commitment agreement and equity rights offering (.4).
11/01/20	Rebecca J. Marston	4.30	Research precedent for backstop premiums chart (1.1); review and revise backstop reply (3.2).
11/01/20	Orla Patricia O'Callaghan	0.60	Telephone conference with Paul Weiss re backstop agreement.
11/01/20	Anna G. Rotman, P.C.	0.40	Telephone conference with K&E team re backstop agreement.
11/01/20	Allyson B. Smith	1.70	Telephone conference with K&E team re backstop commitment agreement discovery (.6); review, revise backstop commitment agreement reply (1.1).
11/01/20	Enoch Varner	0.60	Telephone conference with working group re rights offering backstop.
11/02/20	Simon Briefel	6.20	Telephone conference with Company, K&E team re backstop counterparty (.5); draft, revise reply in support of backstop commitment agreement motion (3.5); draft, revise declaration in support of same (2.2).
11/02/20	Anna G. Rotman, P.C.	0.80	Review and weigh in on B. Latif declaration re backstop.
11/02/20	Allyson B. Smith	4.10	Telephone conference with B. Latif, C. Marcus re backstop (.3); correspond with Paul Weiss re same (.2); correspond with Bracewell re same (.1); comment on and revise backstop reply (1.1); telephone conference with UCC re counterproposal (.6); telephone conference with Company re same (1.7); telephone conference with C. Marcus re same (.1).
11/03/20	Simon Briefel	9.60	Draft, revise reply in support of BCA motion (3.9); correspond with K&E team re same (.9); draft, revise declaration in support of same (4.0); analyze issues re same (.8).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250007961
 Matter Number: 18803-50

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/03/20	Christopher Fox	2.80	Telephone conference with B. Flannery re rights offering procedures (.3); revise plan of reorganization with comments from B. Flannery re rights offering (.5); draft general unsecured rights offering procedures (2.0).
11/03/20	Christopher Fox	0.30	Telephone conference with A. Weinhouse re rights offering procedures.
11/03/20	Christopher Marcus, P.C.	1.40	Telephone conferences with UCC re counter proposal and rights offering.
11/03/20	Allyson B. Smith	7.80	Review objections to BCA (1.7); review and comment on tracker re same (.6); review, revise draft reply (3.0); revise talking points re hearing (1.0); telephone conference with S. Golden re U.S. Trustee objection (.6); telephone conferences with UCC re objections (.9).
11/04/20	Simon Briefel	7.30	Analyze issues re BCA motion (1.7); correspond with K&E team, Moelis and A&M re same (1.4); revise reply in support of backstop commitment agreement motion (2.1); review declaration in support of same (1.6); telephone conference with K&E team, Paul Weiss and Stroock re term sheet (.5).
11/04/20	Stephanie Cohen	0.30	Review precedent backstop commitment agreement re deposition matter.
11/04/20	Rebecca J. Marston	2.60	Review and revise rights offering agreement (1.9); telephone conference with S. Briefel re same (.2); prepare backstop reply and related documents for filing (.5).
11/04/20	Aisha M. Noor	1.20	Analyze and prepare responses to issues under UCC perfection complaint (.8); telephone conference with M. Brawley and A&M re same (.4).
11/04/20	Anna G. Rotman, P.C.	2.20	Review exhibits for backstop agreement and disclosure statement hearing (.3); review objections to backstop agreement (.7); review and analyze B. Latif declaration in support of backstop commitment agreement (.4); review and analyze brief in support of backstop commitment agreement (.8).
11/05/20	Simon Briefel	3.10	Draft talking points re backstop commitment agreement motion (2.5); correspond with K&E team re backstop commitment agreement issues (.6).

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250007961
 Matter Number: 18803-50

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/05/20	Simon Briefel	0.70	Telephone conference with K&E team, Company re BCA hearing and status.
11/05/20	Christopher Marcus, P.C.	3.50	Prepare for backstop hearing and telephone conferences with UCC, Paul Weiss and K&E team re same.
11/05/20	Allyson B. Smith	6.00	Prepare for backstop hearing (1.2); telephone conference with C. Marcus, E. Gilad re same (.4); telephone conferences with objecting parties (3.0); revise documents re resolution (1.4).
11/05/20	Enoch Varner	1.30	Review Company disclosure schedules to backstop agreement (.9); telephone conference with working group re backstop agreement (.4).
11/06/20	Adam Louis Birnbaum	1.40	Review and analyze revised exit RBL commitment letter (1.1); review and analyze fee letter (.3).
11/06/20	Will W. Bos, P.C.	0.70	Correspond with working group re revised BCA terms and UCC inquiries.
11/06/20	Simon Briefel	1.50	Revise BCA order (1.0); correspond with Paul Weiss, Stroock and K&E team re same (.5).
11/06/20	Allyson B. Smith	1.20	Correspond with Paul Weiss, U.S. Trustee and Stroock re backstop order.
11/07/20	Nicholas Adzima	1.50	Review, revise rights offering procedures (.9); correspond with K&E team re same (.6).
11/09/20	Adam Louis Birnbaum	0.70	Review, revise commitment letter and fee letters.
11/10/20	Adam Louis Birnbaum	1.60	Review, revise commitment letter, agent fee letter and lender fee letter.
11/10/20	Bryan D. Flannery	1.00	Prepare round lot holder analysis (.5); review rights offering procedures (.5).
11/10/20	Christopher Fox	1.80	Review rights offering documents re open items (.8); telephone conference with B. Flannery re finalization of rights offering documents (.3); telephone conference with K&E team (.4); telephone conference with Paul Weiss re same (.3).
11/10/20	Arthur Patrick Muszynski	0.40	Review backstop commitment agreement (.2); draft and review correspondence re same (.2).
11/10/20	Aisha M. Noor	0.30	Review execution versions of commitment letter and fee letters.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250007961
 Matter Number: 18803-50

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/11/20	Bryan D. Flannery	0.70	Prepare for and telephone conference re rights offering procedures.
11/11/20	Christopher Fox	2.50	Telephone conference with Paul Weiss re rights offering procedures (.3); telephone conference with Moelis re rights offering calculations (.3); review model from Moelis re rights offering calculations and calculate conversion rates (.5); revise rights offering documents re rights offering calculations (1.4).
11/11/20	Arthur Patrick Muszynski	1.10	Telephone conferences re rights offering calculations and procedures (.7); draft and review correspondence re same (.4).
11/11/20	Aisha M. Noor	0.20	Review and comment on checklist for Paul Weiss.
11/12/20	Adam Louis Birnbaum	2.80	Draft and revise K&E legal opinion re exit facility (2.5); review and analyze emergence checklist (.3).
11/12/20	Bryan D. Flannery	0.30	Correspond with K&E team re rights offering.
11/12/20	Christopher Fox	3.30	Analyze rights offering calculations against model from Moelis (.5); review rights offering documentation and sign-off of calculations from financial advisors re commencement (2.8).
11/12/20	Arthur Patrick Muszynski	0.50	Draft and review correspondence re rights offering and related matters.
11/13/20	Christopher Fox	0.50	Telephone conference with B. Flannery re exchange listing process (.3); review emergence checklist from K&E team (.2).
11/16/20	Adam Louis Birnbaum	2.60	Draft and revise exit facility closing checklist (2.3); review and analyze emergence closing checklist (.3).
11/17/20	Christopher Fox	0.10	Telephone conference with B. Flannery re broker transfer.
11/17/20	Allyson B. Smith	0.30	Telephone conference with T. Roberts re rights offering (.2); telephone conference with C. Marcus re same (.1).
11/18/20	Christopher Fox	0.20	Review checklist re Nasdaq, OTCQX and provide comments.
11/19/20	Adam Louis Birnbaum	0.30	Review, analyze key dates, deadlines chart and emergence checklist in preparation of K&E team telephone conference.
11/19/20	Carla A.R. Hine	0.30	Review Hart-Scott-Rodino reportability.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250007961
 Matter Number: 18803-50

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/20/20	Adam Louis Birnbaum	0.90	Review, analyze and organize Company's credit agreement documentation for effectiveness.
11/20/20	Christopher Fox	0.50	Telephone conference with B. Flannery re next steps on exchange listing (.2); telephone conference with Paul Weiss re checklist responsibilities (.2); review precedent warrant agreements (.1).
11/20/20	Shan A. Khan	1.50	Review correspondence and deal documents.
11/23/20	Christopher Marcus, P.C.	0.50	Telephone conference with K&E team re rights offering.
11/23/20	Ashley Pincock	2.90	Review DIP credit agreement, fee letters, exit term sheets and commitment letter for deal context.
11/23/20	Sean M. Valentine	0.20	Telephone conference with A. Muszynski re plans for emergence.
11/23/20	Sean M. Valentine	0.60	Telephone conference with A. Muszynski, C. Fox re exchange listing and warrants (.2); review prior correspondence with opposing counsel and listing agents to prepare for same (.4).
11/24/20	Adam Louis Birnbaum	4.30	Review and analyze commitment papers re distribution to UCC counsel (.6); review and revise exit financing closing checklist (2.8); review and analyze revised emergence checklist (.5); review, analyze key dates and deadlines chart in preparation of K&E team telephone conference (.2); telephone conference with K&E team, Company and advisors (.2).
11/24/20	Christopher Fox	1.00	Update emergence checklist (.5); review and provide comments to warrant agreement from A. Muszynski (.5).
11/24/20	Aisha M. Noor	1.00	Telephone conference with Paul Weiss re update (.2); send documents to counsel for UCC (.3); coordinate timing for plan supplement and confirmation filings with A. Weinhouse and M. McClellan (.5).
11/24/20	Ashley Pincock	0.40	Review internal K&E emergence checklist.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250007961
 Matter Number: 18803-50

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/25/20	Adam Louis Birnbaum	7.40	Draft and revise exit facility closing checklist (2.1); review, revise and analyze exit RBL credit agreement (1.3); telephone conference with K&E team re exit RBL credit agreement (.5); draft and revise exit RBL and term sheet comparison (3.5).
11/25/20	Will W. Bos, P.C.	1.10	Correspond with K&E team re exit financing.
11/25/20	Christopher Fox	0.60	Analyze OTCQX listing matters and review revised warrant agreement.
11/25/20	Shan A. Khan	2.50	Telephone conferences with working group re credit agreements (1.0); correspond with working group re same (.2); review draft credit agreement (1.3).
11/25/20	Christopher Marcus, P.C.	1.10	Analyze backstop proposal (.6); telephone conference with B. Latif re strategy (.5).
11/25/20	Mitch McClellan	2.70	Analyze and revise exit credit agreement.
11/25/20	Aisha M. Noor	5.60	Review initial draft of exit credit agreement and prepare comments.
11/25/20	Ashley Pincock	0.50	Review exit credit agreement.
11/25/20	Paul D. Tanaka, P.C.	1.60	Review and analyze exit credit agreement (1.4); correspond with K&E team re same (.2).
11/26/20	Mitch McClellan	1.20	Review and revise credit agreement.
11/27/20	Adam Louis Birnbaum	4.10	Draft and revise exit RBL credit agreement and exit RBL term sheet comparison (3.8); telephone conference with K&E team re exit RBL credit agreement (.3).
11/27/20	Shan A. Khan	1.00	Telephone conferences with working group re credit agreements (.8); correspond with working group re same (.2).
11/27/20	Mitch McClellan	0.40	Analyze and revise exit credit agreement.
11/27/20	Aisha M. Noor	5.90	Review initial draft of exit credit agreement (3.2); prepare comments re same (2.7).
11/27/20	Ashley Pincock	1.00	Telephone conference with K&E team re deal status.
11/28/20	Will W. Bos, P.C.	2.20	Revise credit agreement.
11/28/20	Christopher Fox	1.00	Analyze questions re precedent for lockup of rights offering shares post-emergence (.3); draft GUC rights offering procedures (.7).
11/28/20	Sydney Jones	0.50	Review and revise credit agreement.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250007961
 Matter Number: 18803-50

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/29/20	Adam Louis Birnbaum	2.10	Telephone conference with K&E team re exit RBL credit agreement (.1); review, analyze and revise exit RBL credit agreement (1.2); review and analyze guaranty agreement (.8).
11/29/20	Will W. Bos, P.C.	3.00	Review and revise credit agreement (2.8); telephone conference re credit agreement (.2).
11/29/20	James Dolphin III	1.00	Draft comments to exit facility.
11/29/20	Christopher Fox	3.00	Draft GUC rights offering procedures and exercise form.
11/29/20	Shan A. Khan	9.50	Review and revise draft of exit credit agreement (8.3); telephone conferences with working group re same (1.2).
11/29/20	Courtney Loyack	3.60	Review and revise credit agreement.
11/29/20	Mitch McClellan	2.40	Analyze and revise exit credit agreement.
11/29/20	Nick Niles	0.80	Review, comment on sanctions and AML aspects of credit agreement.
11/29/20	Ashley Pincock	3.20	Review and revise exit credit agreement (2.5); telephone conference with K&E team re deal status (.7).
11/29/20	Paul D. Tanaka, P.C.	0.80	Review and analyze exit credit agreement (.6); correspond with K&E team re same (.2).
11/30/20	Adam Louis Birnbaum	4.40	Review, revise and analyze pledge and security agreement (1.1); review and analyze exit RBL markup in preparation of telephone conference with Company (.6); telephone conference with K&E team and Company re exit RBL credit agreement (.8); draft and revise schedules to exit RBL credit agreement (1.9).
11/30/20	Will W. Bos, P.C.	2.80	Telephone conferences re exit facility (.6); review and revise credit agreement (1.2); review security documents (1.0).
11/30/20	James Dolphin III	0.50	Draft comments to exit facility.
11/30/20	Mark Dundon, P.C.	0.70	Review exit credit facility tax provisions.
11/30/20	Ross Fiedler	0.30	Correspond with M. McClellan re exit facility documents.
11/30/20	Christopher Fox	1.50	Draft GUC rights offering procedures and exercise form.
11/30/20	Sydney Jones	0.10	Correspond with K&E team re credit agreement.

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250007961
 Matter Number: 18803-50

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/30/20	Shan A. Khan	5.00	Telephone conferences with Company and K&E team re exit facility (1.1); revise draft of exit credit agreement (3.4); analyze matter correspondence re same (.5).
11/30/20	R.D. Kohut	1.00	Review, revise credit agreement and conference with S. Jones re same.
11/30/20	Courtney Loyack	0.70	Review and revise credit agreement.
11/30/20	Mitch McClellan	2.90	Prepare for and telephone conference with Company re exit credit agreement (1.2); analyze and revise exit credit agreement (1.7).
11/30/20	Aisha M. Noor	2.70	Review and incorporate specialist comments to exit credit agreement (1.6); answer questions re mortgages (.3); review and comment on initial draft of schedules to exit credit agreement (.8).
11/30/20	Ashley Pincock	2.80	Telephone conference with Company and advisors re exit credit agreement (1.0); compile specialist comments to exit credit agreement (1.8).
11/30/20	Paul D. Tanaka, P.C.	2.80	Review and comment on exit credit agreement (2.4); correspond with K&E team re same (.4).
Total		217.60	

December 2020

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

March 4, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250008078

Client Matter: 18803-25

In the Matter of Adversary Proceedings/Contested Matters

For legal services rendered through December 23, 2020
(see attached Description of Legal Services for detail)

\$ 1,263,305.00

Total legal services rendered

\$ 1,263,305.00

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	7.10	845.00	5,999.50
Jamie Alan Aycock	55.20	1,145.00	63,204.00
Ben A. Barnes	90.90	1,025.00	93,172.50
Brooksany Barrowes	3.00	1,345.00	4,035.00
Nicholas Benham	86.80	610.00	52,948.00
Cade C. Boland	3.00	610.00	1,830.00
Stephanie Cohen	30.30	845.00	25,603.50
Juliana Dowling	4.30	610.00	2,623.00
Ross Fiedler	84.00	845.00	70,980.00
Jon D. Fish	2.70	610.00	1,647.00
Jonathan G.C. Fombonne	8.20	1,045.00	8,569.00
Zac Henderson	1.40	725.00	1,015.00
George W. Hicks Jr., P.C.	22.00	1,295.00	28,490.00
Grant Jones	205.70	835.00	171,759.50
Andrew C. Lawrence	50.40	1,025.00	51,660.00
Angela Leonard	158.50	375.00	59,437.50
Christopher Marcus, P.C.	27.60	1,635.00	45,126.00
Rebekah Sills McEntire	83.00	1,025.00	85,075.00
Kathleen Murray	4.70	610.00	2,867.00
Orla Patricia O'Callaghan	14.40	835.00	12,024.00
Michael P. Quinn	8.30	610.00	5,063.00
Stephen M. Rees	1.40	725.00	1,015.00
Harker Rhodes	0.10	1,095.00	109.50
Anna G. Rotman, P.C.	151.40	1,425.00	215,745.00
Alexandra Schrader	2.80	610.00	1,708.00
Allyson B. Smith	25.60	1,035.00	26,496.00
Evan Swager	2.10	740.00	1,554.00
Joe Tobias	2.10	1,165.00	2,446.50
Gary M. Vogt	1.50	445.00	667.50
Laura Elizabeth Wolk	0.20	990.00	198.00
Dustin Lyle Womack	72.80	725.00	52,780.00
Lydia Yale	3.40	275.00	935.00

Legal Services for the Period Ending December 23, 2020
Extraction Oil & Gas, Inc.
Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
Matter Number: 18803-25

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Kenneth A. Young	157.60	1,045.00	164,692.00
Edward Zhang	3.00	610.00	1,830.00
TOTALS	1,375.50		\$ 1,263,305.00

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/01/20	Nicholas Adzima	1.60	Draft summary re midstream negotiations (1.1); correspond with K&E team, A&M, Company re same (.5).
12/01/20	Nicholas Adzima	0.90	Telephone conferences with working group re midstream parties negotiations.
12/01/20	Ben A. Barnes	5.60	Review and analyze Company documents to prepare for production (2.1); correspond with eDiscovery vendor re production (.4); review and analyze documents produced by Grand Mesa, REP and Platte River (2.3); correspond with Company re discovery matters (.8).
12/01/20	Cade C. Boland	0.90	Review document re quality control on privilege.
12/01/20	Stephanie Cohen	3.90	Telephone conference with Company re motion to compel (.4); review case law, pleadings and correspondence with Company and prepare summary talking points re same (3.5).
12/01/20	Ross Fiedler	0.50	Telephone conference with Company, K&E team re midstream contract negotiations.
12/01/20	Jon D. Fish	1.50	Quality control document review.
12/01/20	Zac Henderson	1.40	Review opposing counsel's assertion of privilege over draft opinion letters (1.1); draft opinion correspondence to R. Shankar (.3).
12/01/20	Grant Jones	9.40	Correspond with K&E team and A&M re discovery requests (2.8); draft 30(b)(6) deposition notices for estimation counterparties (3.5); telephone conference with A&M, R. McEntire and K. Young re draft expert report (.2); telephone conference with Company, K&E team re discovery and next steps (1.0); review documents for responsiveness and significance (1.9).
12/01/20	Angela Leonard	2.10	Update litigation calendar (.6); manage and organize file materials into document management systems (1.5).
12/01/20	Christopher Marcus, P.C.	1.20	Telephone conference with management team re NGL disputes (.5); review NGL correspondence and telephone conference with K&E team re same (.7).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/01/20	Rebekah Sills McEntire	3.00	Review draft expert report (2.0); telephone conference with K&E team re same (1.0).
12/01/20	Orla Patricia O'Callaghan	0.10	Correspond with A. Leonard re production to midstream counterparty.
12/01/20	Michael P. Quinn	2.00	Review, analyze document batches for responsiveness and privilege issues.
12/01/20	Anna G. Rotman, P.C.	2.80	Analyze midstream counterparty release (.3); telephone conference with R. McEntire re expert report on estimation (.3); review, analyze expert report on estimation (.9); conference re midstream settlement with management (.3); analyze protective order issues (.2); correspond with working group re discovery issues (.8).
12/01/20	Alexandra Schrader	2.60	Responsiveness and privilege quality check re discovery documents.
12/01/20	Allyson B. Smith	4.50	Telephone conferences and correspond with K&E team, Company re midstream renegotiations and settlements (2.2); telephone conference with K&E team, A&M re expert reports (1.0); correspond with S. Cohen re reply to motion to compel abandonment (.3); review, analyze same (1.0).
12/01/20	Dustin Lyle Womack	6.40	Conference with K. Young re Platte River adversary proceeding (.3); draft RMM real covenant reply (2.8); revise RMM reply (2.1); research RMM Pagel case (.2); conference with K. Young re RMM reply (.5); research Colorado mineral estate leases (.1); draft Leazer motion to dismiss brief (.4).
12/01/20	Kenneth A. Young	8.50	Coordinate discovery in contested matters (.8); prepare and coordinate expert reports re contested matters (1.5); draft and revise pleadings in contested matters (3.1); draft and revise pleadings in appeal of contested matters (2.7); correspond with counsel for opposing party in adversary proceeding (.4).
12/01/20	Edward Zhang	1.50	Review and analyze documents on Relativity for quality control.
12/02/20	Nicholas Adzima	0.50	Review, revise midstream negotiation tracker.

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/02/20	Ben A. Barnes	5.80	Review and analyze Company documents to prepare for production (3.1); telephone conference with Company, K&E team re confirmation and estimation hearing preparation (1.0); draft and revise 30(b)(6) deposition notice of objecting parties (1.7).
12/02/20	Nicholas Benham	3.40	Review and proof documents for inclusion in Relativity (.3); telephone conference with K&E team re next steps (.6); review and analyze filings per request from A. Rotman (1.7); draft and revise research summary re same (.6); correspond with A. Leonard re same and document access (.2).
12/02/20	Stephanie Cohen	0.90	Telephone conference with Company, A. Weinhouse re motion to compel (.4); revise talking points re same (.5).
12/02/20	Jon D. Fish	1.20	Quality control document review re claims estimation discovery requests.
12/02/20	George W. Hicks Jr., P.C.	0.30	Correspond with A. Lawrence re briefing in bankruptcy court for contract rejection appeals.
12/02/20	Grant Jones	8.60	Telephone conference with M. Owens and K. Young re interrogatories and discovery (.4); telephone conference with A. Rotman and Company, K&E team re discovery, document productions and next steps (.6); telephone conference with A&M, R. McEntire and K. Young re draft expert report (.7); draft 30(b)(6) notices (.6); finalize discovery responses and organize serving to adverse parties (.3); review documents from adverse parties for relevance and importance (4); draft summary of key documents (1.3); correspond with A&M re estimation expert report (.2); revise deposition notices incorporating feedback from O. O'Callaghan (.5).
12/02/20	Andrew C. Lawrence	3.00	Review and analyze record designations in 20-1521 and 20-1532 adversary proceedings (.4); correspond with G. Hicks, J. Aycock and K. Young re same (.1); coordinate collection of all briefing and decisions relevant to appeals (2.5).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/02/20	Angela Leonard	11.20	Telephone conference with K&E team re confirmation and estimation discovery status and planning for upcoming deadlines (.6); update litigation calendar (.5); review, analyze and compile file materials and related documents re motion for summary judgment briefing, motion to lift stay briefing and contract rejection briefing for attorney review (6.9); manage and organize file materials into document management systems (3.2).
12/02/20	Christopher Marcus, P.C.	2.00	Telephone conference with A&M re Midstream and review chart re same (1.2); review discovery correspondence (.8).
12/02/20	Rebekah Sills McEntire	3.10	Revise draft expert report (2.1); telephone conference with K&E team, A&M re same (1.0).
12/02/20	Kathleen Murray	2.10	Review and analyze batches of production for quality control review.
12/02/20	Orla Patricia O'Callaghan	4.20	Find, pull and circulate all discrete documents from A&M and Company to M. Vieira to upload to Relativity re discovery requests (.4); telephone conference with K&E team (.6); correspond with B. Barnes re outstanding items next steps (.3); review and revise G. Jones' draft 30(b)(6) topics re confirmation (1.6); review same and circulate to B. Barnes and A. Weinhouse for review (.2); review and code discrete documents from A&M and Company in Relativity (1.1).
12/02/20	Michael P. Quinn	2.00	Review quality control document batches for responsiveness and privilege issues re discovery requests.
12/02/20	Anna G. Rotman, P.C.	5.70	Analyze issues re confirmation discovery (.5); telephone conference with K&E team re confirmation discovery (.6); review supplemental discovery responses (.4); extensive work on expert report for claims estimation (3.8); review objectors' responses to supplemental discovery (.4).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/02/20	Allyson B. Smith	3.80	Telephone conference with S. Cohen, K. Warner re motion to compel abandonment (.8); review arguments re same (.5); telephone conference with K&E team, A&M re expert reports (.5); conferences and correspond with K&E team re midstream litigation, estimation (2.0).
12/02/20	Dustin Lyle Womack	6.50	Analyze Platte River motion re proposed redactions (1.3); conference with K. Young re Platte redactions (.1); conference with K. Young re Leazer schedule (.1); draft Leazer motion to dismiss brief (1.2); research inadequate pleading standard re Leazer (.2); draft Platte emergency stay sur-reply (1.8); revise Platte sur-reply (.3); telephone conference with K&E team re confirmation discovery (.6); conference with K. Young re appellate real covenant arguments (.3); draft appellate covenant notes (.1); review and analyze Grand Mesa appellate designations (.2); conference with K. Young re Grand Mesa designations (.2); revise presentation re Platte River motion to enforce court request (.1).
12/02/20	Kenneth A. Young	7.00	Coordinate discovery for contested matters (2.2); telephone conferences with Company re contested matters and adversary proceeding (1.0); coordinate preparation of expert materials for contested matters (1.5); correspond with opposing counsel re adversary proceedings (.8); draft pleadings in appeal of orders in contested matters (.9); revise written discovery responses in contested matters (.6).
12/03/20	Jamie Alan Aycock	1.50	Correspond with working group re whether certain confirmation testimony must be offered by experts or could be offered by fact witnesses (.7); confirmation discovery K&E team conference with A. Rotman and others (.4); correspond re collecting and producing documents relied on by experts (.2); review and revise identification of fact witnesses (.2).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/03/20	Ben A. Barnes	6.80	Review and analyze Company documents to prepare for production (2.1); review Company production for quality control issues (1.7); review and analyze documents produced by other parties re confirmation and estimation hearings (2.6); correspond with opposing counsel re production of documents (.4).
12/03/20	Cade C. Boland	1.00	Review document re production import review.
12/03/20	Stephanie Cohen	3.90	Draft motion to compel sur-reply outline and correspond with A. Weinhouse, Company re same.
12/03/20	Ross Fiedler	0.80	Telephone conference with K&E team, A&M and Company re midstream contract negotiations.
12/03/20	Grant Jones	8.00	Telephone conference with A&M, A. Rotman, K. Young and R. McEntire re draft estimation report (2.0); create tracker of expert source documents (.5); correspond with J. Aycock and A. Leonard re expert sources collection and production (.2); review, analyze documents for expert source production (1.5); correspond with A. Leonard re organizing document review for estimation expert source documents (.4); review and revise deposition notices incorporating feedback from K. Young (1.0); review and revise expert report (.5); review, analyze documents for responsiveness and importance (1.9).
12/03/20	Angela Leonard	1.20	Review, analyze and update draft debtors' identification of witnesses for the estimation and confirmation hearings for attorney review in advance of filing.

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/03/20	Angela Leonard	12.40	Review, analyze and update index re debtors' motion to estimate rejection claims briefing, confirmation and estimation discovery for attorney review (1.5); review, analyze and update draft index re opposing counsel's production documents re key estimation for attorney review (1.3); manage and organize file materials into document management systems (5.0); correspond with Sandline to plan and prepare for expert document productions (.5); review, analyze and compile supporting documentation and prepare same for disclosure with expert reports (1.0); correspond with Sandline re processing data received from opposing counsel re estimation and confirmation (.4); plan, prepare for and assist K&E team with preparation and submission of expert reports to opposing counsel (2.7).
12/03/20	Christopher Marcus, P.C.	1.40	Review correspondence re Midstream settlements and telephone conference with K&E team re same (1.0); telephone conference with A. Roman and A. Weinhouse re status (.4).
12/03/20	Rebekah Sills McEntire	4.20	Revise expert report (3.0); telephone conference with K&E team and A&M re same (1.2).
12/03/20	Kathleen Murray	2.30	Review and analyze imported production for responsiveness.
12/03/20	Michael P. Quinn	2.20	Review production import documents re discovery requests.
12/03/20	Anna G. Rotman, P.C.	7.00	Conference with A&M re estimation expert report (1.9); follow-up revisions to expert report (.6); attend court hearing on abandonment motion (.2); extensive work to finalize fact witness list (1.7); conference with Moelis re upcoming confirmation discovery deadlines (.4); review, revise expert report (2.2).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/03/20	Allyson B. Smith	4.50	Telephone conference with K&E team, Company re midstream agreements (.9); telephone conference with K&E team, A&M re expert reports (1.1); telephone conference with Moelis re midstream negotiations (.5); review, analyze correspondence and term sheets re same (2.0).
12/03/20	Gary M. Vogt	0.50	Research, review confirmation witness and exhibit list matters (.4); correspond with A. Leonard re same (.1).
12/03/20	Dustin Lyle Womack	9.10	Compile appellate materials for A. Leonard (.6); complete Grand Mesa counter rejection appeal designations (.5); complete Platte River counter rejection appeal designations (1.1); research RMM privity cases (.2); conference with K. Young re RMM real covenant reply (1.0); revise RMM reply (2.6); analyze motion to enforce hearing transcript (.6); analyze motion to enforce ruling (.3); conference with K. Young re motion to enforce ruling (.3); draft motion to enforce order (.3); revise sur-reply re Platte River motion for stay (.5); draft appellate rejection brief (1.1).
12/03/20	Kenneth A. Young	9.30	Coordinate discovery for contested matters (.7); telephone conferences with Company re contested matters and adversary proceeding (1.1); coordinate preparation of expert materials for contested matters (.6); correspond with opposing counsel re adversary proceedings (.6); draft pleadings in appeal of orders in contested matters (3.9); revise written discovery responses in contested matters (.8); attend hearing re contested matters (.3); analyze order granting motion to enforce automatic stay (.4); correspond with Company re contested matters (.9).
12/04/20	Jamie Alan Aycock	1.80	Correspond with working group re list of retained causes of action (1.0); finalize expert reports on valuation, liquidation and correspond with working group re additional revisions (.8).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/04/20	Ben A. Barnes	4.10	Finalize document production (.8); telephone conference with Company, K&E team re confidentiality designations (.7); review and analyze estimation brief and supporting exhibits to prepare for hearing (2.2); identify key documents among productions (.4).
12/04/20	Nicholas Benham	2.70	Research case law and federal rules per request from R. McEntire (1.2); draft and circulate research summary re same (1.0); draft follow-up analysis per request from K. Young (.2); draft follow-up analysis per request from R. McEntire (.3).
12/04/20	Cade C. Boland	0.90	Review document re production import review.
12/04/20	Stephanie Cohen	4.80	Telephone conference with Company, A. Weinhouse re sur-reply to motion to compel (.6); prepare re same (.4); telephone conference with counterparty re hearing re motion to compel (.1); analyze materials and draft sur-reply (3.7).
12/04/20	Grant Jones	11.80	Review and revise 30(b)(6) notices incorporating changes from A. Rotman (.2); correspond with document review team re remaining batches and answering questions re review (.7); draft 30(b)(6) notice for UCC (.2); draft fact witness deposition notices (.5); correspond with A. Leonard re document review and expert source production (1.9); correspond with B. Barnes and O. O'Callaghan re confidentiality designations (.2); finalize deposition notices and organize filing (.3); review and analyze documents for confidentiality and responsiveness (1.6); review and revise expert report (2.6); correspond with local counsel re service of discovery (.3); correspond with R. McEntire re finalizing expert reports (1.5); telephone conference with A&M, A. Rotman, K. Young and R. McEntire re draft expert report (.5); telephone conference with Company re document review and confidentiality (1.3).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/04/20	Angela Leonard	8.00	Correspond with Sandline re specifications for processing data received from opposing counsel (.5); confirm and verify data processed by Sandline and loaded in database for review and analysis by K&E team (1.0); correspond with Sandline to plan and prepare for expert document productions (.9); review, analyze and compile supporting documentation and prepare same for disclosure with expert reports (2.0); manage and organize file materials into document management systems (1.2); update litigation case calendar (.6); plan, prepare for and assist K&E team with preparation and submission of expert reports to opposing counsel (1.8).
12/04/20	Christopher Marcus, P.C.	1.40	Correspond with K&E team re Midstream negotiations (.9); review correspondence re NGL and ARB negotiations (.5).
12/04/20	Rebekah Sills McEntire	5.20	Finalize expert report (3.0); telephone conference with A&M and K&E team re same (1.5); finalize document production re same (.7).
12/04/20	Kathleen Murray	0.30	Review and analyze imported production for responsiveness.
12/04/20	Orla Patricia O'Callaghan	0.70	Telephone conference with B. Barnes and G. Jones re identifying key documents (.2); telephone conference with B. Barnes, R. McEntire and G. Jones re confidentiality issues (.3); telephone conference with A. Rotman, B. Barnes, R. McEntire and G. Jones re same (.2).
12/04/20	Stephen M. Rees	1.30	Review documents for responsiveness and confidentiality.
12/04/20	Anna G. Rotman, P.C.	6.40	Telephone conference with K&E team and A&M re estimation expert report (.8); negotiate discovery stays with potentially settling parties (.4); review, analyze and finalize deposition notices (.4); review, analyze all incoming deposition notices (.3); finalize expert report on estimation, including related document issues and dispatch (3.2); organize next steps on fact witness depositions based on notices (1.3).
12/04/20	Alexandra Schrader	0.20	Review, analyze documents for estimation and confirmation hearings.

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/04/20	Allyson B. Smith	3.80	Telephone conference with K&E team, Company re Elevation agreements (1.0); telephone conference with K&E team, A&M re expert reports (1.2); telephone conference with S. Cohen, K. Warner re motion to compel sur-reply (.8); follow up re same (.3); telephone conference with Carlson's counsel re same (.3); correspond with Company re same (.2).
12/04/20	Laura Elizabeth Wolk	0.20	Review and provide comments on draft motion to file sur-reply for K. Young.
12/04/20	Dustin Lyle Womack	5.00	Revise Platte motion to enforce order (.1); conference with K. Young re Leazer stipulation (.3); draft Leazer stipulation (.1); research Westerman case re Leazer (.5); research breach of covenant re real covenant appeals (1.3); revise RMM adversary reply (1.7); conference with K. Young re RMM reply (.1); analyze Grand Mesa reply in support of stay (.2); conference with K. Young re Platte River stay sur-reply (.4); revise Platte River stay sur-reply (.3).
12/04/20	Kenneth A. Young	9.60	Revise deposition notices for depositions in contested matters (.9); draft and revise pleadings in adversary proceedings (1.9); coordinate discovery in contested matters (.6); draft pleadings in appeal of orders in contested matters (1.8); correspond with opposing counsel re contested matters (1.0); correspond with Company re contested matters (.6); draft order granting motion to enforce automatic stay (2.2); correspond with opposing counsel (.6).
12/04/20	Edward Zhang	1.50	Review and analyze documents re discovery requests.
12/05/20	Jamie Alan Aycock	1.00	Conference with opposing counsel re confirmation witness depositions (.5); correspond re same (.2); correspond re deposition scheduling and assignments with A. Rotman and K. Young (.3).
12/05/20	George W. Hicks Jr., P.C.	0.30	Correspond with A. Rotman and K&E team re opposing parties' positions in contract rejection appeals.

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/05/20	Grant Jones	6.50	Review, analyze key documents for deposition exhibits (4.0); review, analyze production for correspondence and responsiveness to requests (2.5).
12/05/20	Angela Leonard	4.90	Manage, index and organize file materials into document management systems.
12/05/20	Anna G. Rotman, P.C.	3.40	Telephone conference re 30(b)(6) topics with advisory and management team and follow up with K&E team (1.2); conference with objecting parties re fact witness depositions and expert depositions (.6); prepare for fact witness depositions and conference re 30(b)(6) topics (1.6).
12/05/20	Allyson B. Smith	1.60	Telephone conference with A. Rotman, B. Jackson, B. Latif re 30(b)(6) topics (1.3); telephone conference with A. Rotman re upcoming depositions (.3).
12/05/20	Dustin Lyle Womack	0.10	Revise Platte River sur-reply.
12/05/20	Kenneth A. Young	1.00	Telephone conference with opposing counsel re contested matters.
12/06/20	Nicholas Adzima	1.30	Correspond with K&E team re depositions (.7); review, analyze materials re same (.6).
12/06/20	Jamie Alan Aycock	1.50	Conference with opposing counsel re confirmation witness depositions (.6); correspond with K&E team re same (.3); correspond with G. Hicks and others re consolidation of appeals re rejection (.6).
12/06/20	Ben A. Barnes	0.70	Review and analyze notice of deposition of Grand Mesa (.2); prepare for Grand Mesa deposition (.5).
12/06/20	Nicholas Benham	2.10	Review and analyze party production, responses and objections (1.9); telephone conference with G. Jones re same (.2).
12/06/20	Stephanie Cohen	3.10	Draft, revise sur-reply to motion to compel abandonment.
12/06/20	George W. Hicks Jr., P.C.	1.50	Review and analyze opposing parties' positions in contract rejection appeals (.5); correspond with A. Rotman and K&E team re same (.5); draft strategy for submission to court re same (.5).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/06/20	Grant Jones	8.20	Review documents for R. McGillis deposition (4.0); draft outline for R. McGillis deposition (4.0); correspond with N. Benham, A. Rotman and R. Fiedler re depositions (.2).
12/06/20	Angela Leonard	6.00	Manage, index and organize file materials into document management systems.
12/06/20	Anna G. Rotman, P.C.	3.40	Fact and expert witness deposition preparation (1.0); correspond with opposing counsel re fact, expert and 30(b)(6) depositions (.8); conference with Elevation re litigation schedule and follow up with K&E team (.2); follow up re conference with Grand Mesa and Platte River (.6); finalize staffing and deposition strategy for fact and expert witness depositions (.8).
12/06/20	Allyson B. Smith	0.80	Conference re estimation litigation.
12/06/20	Kenneth A. Young	0.80	Correspond with opposing counsel re contested matters.
12/07/20	Ben A. Barnes	4.20	Review and analyze requests for production of documents to Grand Mesa (2.1); telephone conference with R McEntire re Grand Mesa deposition (.5); draft and revise outline for deposition of Grand Mesa (1.2); review and analyze liquidation expert report (.4).
12/07/20	Nicholas Benham	4.20	Review, analyze and summarize discovery productions (3.3); correspond with G. Jones re same (.2); telephone conference with K&E team re upcoming deposition (.3); organize upcoming K&E team conference (.1); coordinate with T. Calenzo re same (.1); review and analyze relevant deposition materials and resources from K&E team (.2).
12/07/20	Stephanie Cohen	3.90	Conference and correspond with Company re sur-reply (.4); correspond with K&E team, Movant's counsel re same (.2); review leases re same (.7); revise same (2.6).
12/07/20	Ross Fiedler	1.80	Telephone conferences with G. Jones, N. Adzima re Platte River and Grand Mesa depositions (1.0); analyze issues re same (.5); correspond with Moelis and K&E team re same (.3).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/07/20	Ross Fiedler	7.00	Correspond with A. Weinhouse re REP and RMM settlements (.4); correspond with UCC re midstream settlements (.2); correspond with J. Clune, Company re Elevation settlement (.3); review, revise release re same (.3); telephone conference with DCP counsel re settlement issues (.3); correspond with K&E team, A&M and Company re same (.5); review, revise settlement (.9); telephone conference with Paul Weiss, HL, A&M, Moelis and Company re midstream settlements (.5); draft omnibus motion re midstream settlements (2.5); draft declaration re same (.7); correspond with B. Jackson re same (.4).
12/07/20	George W. Hicks Jr., P.C.	3.60	Correspond with opposing counsel re submission to court re appeals (.7); revise letter to court (.7); correspond with local counsel re letter (.3); review and analyze decision denying Platte River motion to stay (.6); review and analyze Grand Mesa motion to consolidate (.5); strategize response to same (.8).
12/07/20	Grant Jones	11.30	Draft deposition outline for R. McGillis (4.0); review documents for R. McGillis deposition (4.0); correspond with N. Benham and A. Rotman re Platte River production (.5); telephone conference with R. Fiedler and N. Adzima re depositions (.3); draft question modules on calculation process (2.5).
12/07/20	Andrew C. Lawrence	1.50	Draft letters to magistrate judge re consolidation of and briefing in all appeals.
12/07/20	Andrew C. Lawrence	7.50	Review and analyze bankruptcy court briefing and decisions re covenant appeals (5.0); prepare record counter-designations for rejection appeals (2.5).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/07/20	Angela Leonard	8.10	Review, compile and update discovery materials re estimation and confirmation for attorney review (1.2); manage, index and organize file materials into document management systems (4.6); review, compile and update estimation materials re estimation briefing for attorney review (.4); review, analyze and compile expert reports for attorney review (.3); plan and prepare for fact witness depositions, communicate with opposing counsel and organize logistics re same (.6); update deposition notices re D. Robinson, Grand Mesa Pipeline 30(b)(6), R. McGillis, Platte River and DJS 30(b)(6) (1.0).
12/07/20	Christopher Marcus, P.C.	1.20	Review Midstream settlement documents.
12/07/20	Rebekah Sills McEntire	3.00	Telephone conference with K&E team re Grand Mesa deposition (.5); review documents re same (2.0); draft deposition outline (.5).
12/07/20	Orla Patricia O'Callaghan	2.10	Correspond with A. Rotman re deposition preparation (.1); review and analyze expert reports (1.8); discuss other parties' productions and deadline for other parties' expert reports with G. Jones (.2).
12/07/20	Anna G. Rotman, P.C.	5.70	Review, analyze confirmation related discovery (.6); short chambers conference with court and follow up with A. Weinhouse (.2); correspond re settlement structuring with A. Weinhouse (.3); analyze fact witness deposition preparation on McGillis, Henderson and preparation for Owens (1.8); review materials re appellate strategy (.4); extensive preparation for depositions on estimation (2.4).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/07/20	Dustin Lyle Womack	7.40	Conference with K. Young re Platte River and Grand Mesa appellate record designations re rejection (.8); revise appellate record designations (.3); revise motion to accept sealed record materials re Platte River appeal (.2); draft rejection appellate brief (1.7); conference with K. Young re M. Owens confirmation deposition (.4); draft M. Owens deposition topic outline (1.9); revise deposition outline (1.1); conference with K. Young re Platte River sur-reply (.4); analyze Company materials re Leazer (.1); conference with K. Young re Leazer adversary (.1); revise Leazer motion to dismiss (.4).
12/07/20	Lydia Yale	1.80	Draft 9019 motion, declaration re same, motion to seal re same and motion to shorten re same.
12/07/20	Kenneth A. Young	8.20	Prepare for depositions in contested matters (3.1); analyze and revise draft pleadings in adversary proceedings (2.1); correspond with Company re contested matters (1.6); correspond with opposing counsel re contested matters (.7); analyze discovery in preparation for depositions in contested matters (.7).
12/08/20	Nicholas Adzima	1.10	Correspond with K&E team re depositions (.4); review, analyze materials re same (.7).
12/08/20	Jamie Alan Aycock	2.10	Attend confirmation discovery K&E team conference with A. Rotman and others (.5); review, conference re corporate representative topics for depositions (1.6).
12/08/20	Ben A. Barnes	8.10	Draft and revise outline for deposition of Grand Mesa witness (3.6); telephone conference with K&E team re confirmation and estimation hearing preparation (.5); review and analyze Company documents to prepare for estimation hearing (1.0); telephone conference with K&E team re confirmation issues involving Grand Mesa (.5); correspond with J. Grady re deposition preparation (.5); review and analyze liquidation analysis by J. Grady (2.0).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/08/20	Nicholas Benham	5.40	Correspond with G. Jones re deposition preparation (.3); review and analyze expert report and documents served re same (2.5); correspond with A. Leonard and vendors re document access and deposition setup (.5); participate in Veritext demonstration (.3); adversary K&E team telephone conference (.6); telephone conference with K&E team re upcoming depositions (.4); review and analyze deposition notices and expert reports re same (.5); prepare notes re same and send to G. Jones (.3).
12/08/20	Cade C. Boland	0.20	Identify and provide records in preparation of M. Owens deposition to D. Womack.
12/08/20	Stephanie Cohen	2.50	Conference with Company re sur-reply (.2); correspond with K&E team re same (.2); revise sur-reply, declaration (2.1).
12/08/20	Juliana Dowling	0.90	Correspond with L. Womack re document review findings (.5); pull relevant documents from Relativity (.4).
12/08/20	Ross Fiedler	5.60	Correspond with Company and K&E team re Elevation documents (.3); correspond with REP's counsel, K&E team re settlement (.2); correspond with B. Jackson, A. Zagoren re midstream settlements (.7); telephone conference with B. Jackson re same (.3); review, revise DCP settlement (.3); correspond with A&M and K&E team re same (.5); telephone conference with Company, Moelis, A&M and K&E team re midstream settlement discussions (.6); telephone conference with Greenberg Traurig, K&E team re Grand Mesa settlement (.8); review, revise omnibus motion re RMM and REP settlements (1.9).
12/08/20	George W. Hicks Jr., P.C.	0.30	Correspond with co-counsel and opposing counsel re mediation statements.

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/08/20	Grant Jones	15.10	Review supplementary production from Platte River (3.5); draft outline for R. Morgner deposition (4.0); attend demonstration from vendor for remote deposition (.5); telephone conference with Company, K&E team re depositions and next steps (.7); attend B. Jackson deposition preparation session (.5); draft question modules re present value (1.5); review documents for R. Morgner deposition (1.9); telephone conference with K. Young re R. Morgner deposition (.5); revise deposition outline based on feedback from K. Young and A. Rotman (2.0).
12/08/20	Andrew C. Lawrence	9.10	Draft response and cross motion re consolidation of all appeals (4.0); revise record designation documents for Platte River contract rejection appeal (4.0); review same (1.1).
12/08/20	Angela Leonard	4.30	Manage, index and organize file materials into document management systems (1.1); correspond with Sandline re processing data received from opposing counsel (.6); confirm and verify data processed by Sandline and loaded in database for review and analysis by K&E team (.7); update litigation case calendar (.4); plan, prepare for and assist K&E team with preparation of fact witness depositions (1.5).
12/08/20	Christopher Marcus, P.C.	2.50	Review Midstream settlement agreements (1.2); telephone conference with K&E team re NGL and Midstream settlements (.8); telephone conference with K&E team re settlement structure (.5).
12/08/20	Stephen M. Rees	0.10	Correspond with D. Womack re Owen's deposition.

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/08/20	Anna G. Rotman, P.C.	8.70	Telephone conference with K&E team re discovery (.8); telephone conference with K&E team re settlement structuring (.4); telephone conference with Company management team re settlement structuring and follow-up (1.1); prepare for preparation session with B. Jackson (.4); preparation session with B. Jackson (1.5); telephone conference with midstream counterparty counsel re discovery for confirmation and follow up with K&E team (.5); review deposition outline for R. McGillis (.8); attention to discovery and deposition related issues to prepare for confirmation and estimation hearing (1.8); attention to omnibus 9019 motion (.4); attention to preparation for hearing on motion to compel by reviewing pleadings (1.0).
12/08/20	Allyson B. Smith	3.70	Correspond with B. Jackson, C. Smith re NGL discussions (.2); review correspondence re same (.2); review correspondence re Elevation documentation (.2); review, comment on motion to compel sur-reply (1.1); telephone conference with A. Rotman, C. Marcus re NGL settlement (.3); correspond with E. Swager re Concord rejection matters (.3); telephone conference with K&E team, GT team re NGL term sheet (.5); correspond with K. Young, WTP re CIG rejection (.5); telephone conference with DCP counsel re amendment, motion (.3); follow up with Company re same (.1).
12/08/20	Dustin Lyle Womack	8.30	Pull production documents for M. Owens deposition preparation (3.7); conference with K. Young re M. Owens deposition preparation (.9); conference with K. Young re adversary settlements (.1); K&E team telephone conference (.5); draft rejection appeal brief (2.4); identify proposed redactions to RMM reply (.2); identify proposed redactions to RMM response (.3); conference with K. Young re Grand Mesa productions (.2).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/08/20	Kenneth A. Young	10.00	Prepare for depositions in contested matters (4.0); prepare witnesses for depositions in contested matters (2.0); correspond with opposing counsel re litigation and adversary proceedings (.5); analyze pleadings in adversary proceedings (2.0); draft and revise pleadings in contested matters (1.5).
12/09/20	Ben A. Barnes	1.50	Draft and revise outline for deposition of Grand Mesa witness (.5); review discovery file for midstream counterparty-related materials (.5); telephone conference with Company, K&E team re same (.5).
12/09/20	Nicholas Benham	2.00	Access and orient self with Veritext and Egnyte platforms re upcoming deposition (.2); review and analyze expert materials and production re upcoming deposition (.3); telephone conference with G. Jones re deposition schedule and upcoming deposition preparation (.4); draft deposition preparation materials (1.1).
12/09/20	Stephanie Cohen	2.50	Revise, revise and prepare sur-reply for filing (1.0); telephone conference with Movant counsel re evidentiary hearing (.2); telephone conference with A. Rotman, A. Weinhouse re same and follow up re same (.8); correspond with A. Rotman, C. Heasley, Company re same (.5).
12/09/20	Ross Fiedler	5.70	Draft NGL settlement term sheet (1.5); draft ARB settlement term sheet (2.0); correspond with B. Jackson re same (.2); review, revise same (.5); review proofs of claim for ARB and NGL (.3); correspond with Company and K&E team re settlement motions (.5); telephone conference with Company, K&E team and A&M re NGL and ARB term sheets (.7).
12/09/20	George W. Hicks Jr., P.C.	2.50	Revise response and cross-motion re consolidation of contract rejection appeals.
12/09/20	Grant Jones	6.80	Prepare materials for R. Morgner deposition (2.5); telephone conference with N. Benham re deposition preparation outline for B. Jackson (.5); correspond with A. Leonard re depositions (.4); review key documents for M. Owens deposition (3.0); telephone conference with K. Young re M. Owens deposition (.4).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/09/20	Andrew C. Lawrence	1.50	Revise motion re consolidation of appeals (1.0); correspond with G. Hicks re same (.5).
12/09/20	Angela Leonard	4.40	Manage, index and organize file materials into document management systems (1.6); update litigation case calendar (.4); plan, prepare for and assist K&E team with preparation of fact witness depositions (2.4).
12/09/20	Christopher Marcus, P.C.	2.30	Telephone conference with K&E team re discovery (.8); review midstream settlement documents and telephone conference with K&E team re same (1.5).
12/09/20	Rebekah Sills McEntire	4.10	Review documents re Grand Mesa 30(b)(6) deposition preparation (2.0); draft deposition outline re same (2.1).
12/09/20	Anna G. Rotman, P.C.	5.60	Witness preparation session with B. Jackson (1.5); witness preparation sessions with M. Owens (1.2); telephone conference with Moelis re business plan (.5); telephone conferences and correspond with parties re confirmation and estimation discovery, including scope and timing (2.1); attend chambers conference (.3).
12/09/20	Evan Swager	2.10	Review, revise declaration in support of 9019 motion.
12/09/20	Dustin Lyle Womack	9.30	Identify M. Owens deposition preparation documents (2.9); set up M. Owens preparation session (.2); conference with K. Young re M. Owens deposition (.4); prepare M. Owens for deposition (1.6); conference with K&E team re M. Owens deposition preparation session (.3); analyze RMM and REP proposed settlement (.3); conference with K. Young re RMM settlement (.1); redact RMM materials (.3); draft objections to Grand Mesa deposition notice (2.4); revise objections to Grand Mesa deposition notice (.2); draft reply to Platte counterclaim motion for summary judgment (.4); conference with K. Young re real covenant adversary proceedings (.2).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/09/20	Kenneth A. Young	9.80	Prepare for depositions in contested matters (3.0); prepare witnesses for depositions in contested matters (3.0); correspond with opposing counsel re litigation and adversary proceedings (1.0); analyze pleadings in adversary proceedings (1.0); draft and revise pleadings in contested matters (1.8).
12/10/20	Jamie Alan Aycock	1.50	Confirmation discovery K&E team conference with A. Rotman and others (.8); prepare for witness preparation of K. Voelte and correspond re same (.7).
12/10/20	Ben A. Barnes	8.10	Review production for communications and summarize contents of communications (2.0); telephone conference with Company, K&E team re confirmation and estimation hearing preparation (.5); prepare for and telephone conference with J. Grady and S Bullock re liquidation expert testimony (3.0); review and analyze materials provided by J. Grady in support of expert report (2.0); correspond with J. Grady re testimony (.6).
12/10/20	Nicholas Benham	8.80	Participate in discovery and confirmation K&E team telephone conference (.4); correspond with J. Aycock re upcoming deposition preparation (.1); correspond with G. Jones re deposition preparation materials (.1); research document production, filings and relevant materials re discovery materials (2.3); draft discovery preparation materials (4.0); revise same per request from R. McEntire (.9); compile relevant deposition topics per request from A. Rotman (.6); review and proofread re same with D. Benton (.3); prepare same and correspond with advisors and K&E team (.1).
12/10/20	Stephanie Cohen	3.80	Draft and revise talking points re motion to compel abandonment (1.3); correspond with Company, K&E team and WTP re same (.3); coordinate, prepare and attend witness preparation re same (2.2).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/10/20	Juliana Dowling	3.40	Correspond with B. Barnes re discovery batches (.5); review batches and summarize findings (1.9); correspond with M. Quinn and L. Valentin re discovery batch findings (.5); correspond with B. Barnes re final summary (.5).
12/10/20	Ross Fiedler	5.50	Review NGL and ARB settlement term sheets (.4); correspond with A&M re midstream settlements (.6); review, revise omnibus motion re RMM and REP settlements (.8); prepare redacted version for REP counsel (.3); correspond with Whiteford, K&E team re same (.5); draft RMM settlement term sheet (2.0); revise same (.5); correspond with B. Jackson re same (.2); telephone conference with DCP's counsel re DCP settlement (.2).
12/10/20	Grant Jones	6.40	Telephone conference with Company, K&E team re depositions and next steps (.4); attend Jackson deposition preparation (1.2); review mock cross outline for B. Jackson (.3); revise 30(b)(6) notice responses and objections (.5); revise deposition outline adding questions for cost savings (4.0).
12/10/20	Andrew C. Lawrence	2.50	Review, revise response to motion re consolidation and cross-motion re same (2.0); coordinate filing of record designations for contract rejection appeal (.5).
12/10/20	Angela Leonard	5.60	Manage, index and organize file materials into document management systems (2.6); update litigation case calendar (.5); plan, prepare for and assist K&E team with preparation of fact witness depositions (2.0); K&E team conference re preparation for estimation, confirmation hearing and outstanding projects (.5).
12/10/20	Christopher Marcus, P.C.	0.50	Review discovery correspondence.
12/10/20	Rebekah Sills McEntire	9.50	Draft outline re Grand Mesa 30(b)(6) deposition (6.0); correspond with K&E team re same (.5); attend deposition preparation session for B. Jackson (2.5); telephone conference with K&E team re same (.5).
12/10/20	Orla Patricia O'Callaghan	0.40	Telephone conference with K&E team.
12/10/20	Michael P. Quinn	2.10	Review documents for production to noteholder.

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/10/20	Anna G. Rotman, P.C.	11.20	Telephone conference with K&E team re confirmation and estimation proceedings (.7); attention to settlement discussions (.3); attention to M. Owens deposition preparation (1.3); attend B. Jackson deposition preparation (.5); witness preparation for Carlson motion to compel hearing (1.7); prepare for Carlson motion to compel hearing, including reviewing pleadings, exhibits, declarations, preparing direct and cross examination outlines for witnesses (6.2); telephone conference with Moelis re G&A follow-up (.5).
12/10/20	Allyson B. Smith	0.20	Correspond with DCP re amendment (.1); correspond with WTP re motion to compel (.1).
12/10/20	Gary M. Vogt	1.00	Research, compile requested discovery precedent (.7); correspond with A. Leonard re same (.3).
12/10/20	Dustin Lyle Womack	6.00	Draft reply in support of Platte counterclaim motion for summary judgment (1.8); revise Platte counterclaim reply (.7); prepare M. Owens for deposition (2.1); conference with K. Young re M. Owens deposition (.4); revise objections to Grand Mesa deposition notice (1.0).
12/10/20	Kenneth A. Young	9.40	Prepare for depositions in contested matters (3.0); prepare witnesses for depositions in contested matters (3.0); correspond with opposing counsel re litigation and adversary proceedings (1.0); analyze pleadings in adversary proceedings (1.0); draft and revise pleadings in contested matters (1.4).
12/11/20	Nicholas Adzima	0.60	Conference with B. Barnes re deposition preparation (.4); review, analyze materials re same (.2).
12/11/20	Jamie Alan Aycock	4.70	Prepare for and attend witness preparation of K. Voelte and correspond re same.
12/11/20	Ben A. Barnes	3.70	Telephone conference with J. Grady re deposition testimony (1.0); review Company production to prepare for deposition of J. Grady (1.7); review expert report of M. O'Hara (1.0).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/11/20	Brooksany Barrowes	1.50	Review and address questions re opposition to plan confirmation.
12/11/20	Nicholas Benham	3.40	Review, analyze expert report and correspondence for deposition preparation conference (1.1); attend deposition preparation conference with J. Aycock (1.1); correspond with J. Aycock re same (.1); review, analyze documents and expert production per request from R. McEntire (.9); telephone conference with B. Barnes re deposition preparation project (.2).
12/11/20	Stephanie Cohen	1.00	Attend evidentiary hearing preparation sessions with A. Rotman, A. Weinhouse and Company.
12/11/20	Ross Fiedler	2.90	Draft summary re midstream settlements (.4); review, revise omnibus motion re RMM and REP settlements (.5); revise RMM settlement term sheet (.4); prepare redacted 9019 motion re RMM settlement (.3); correspond with RMM counsel, A. Weinhouse and Company re same (.5); correspond with I. Bate, K&E team re midstream settlements (.3); correspond with Paul Weiss re same (.2); correspond with K&E team and Company re Elevation issues (.3).
12/11/20	George W. Hicks Jr., P.C.	2.00	Review, revise response and cross-motion re consolidation (1.5); correspond with A. Lawrence and co-counsel re same (.5).
12/11/20	Grant Jones	7.90	Draft outline questions for R. McGillis deposition (2.5); review and organize exhibits for R. McGillis deposition (4.0); research re deposition and local rules (.9); review M. Owens deposition transcript (.5).
12/11/20	Andrew C. Lawrence	1.50	Coordinate filing of response to appeal consolidation motion and cross-motion.
12/11/20	Angela Leonard	4.20	Manage, index and organize file materials into document management systems (1.6); update litigation case calendar (.4); plan, prepare for and assist K&E team with preparation of fact witness depositions (2.2).
12/11/20	Christopher Marcus, P.C.	2.40	Review Midstream settlements and correspond re same (1.4); review discovery correspondence re expert reports (1.0).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/11/20	Rebekah Sills McEntire	8.70	Attend deposition of Grand Mesa 30(b)(6) witness (5.0); draft summary re same (.5); telephone conference with K&E team re same (.5); deposition preparation re B. Jackson (2.7).
12/11/20	Anna G. Rotman, P.C.	9.20	Attend B. Jackson deposition preparation (.6); witness hearing preparation for Carlson hearing (1.0); prepare for Carlson hearing on motion to compel (2.3); attend Carlson hearing on motion to compel, including presenting our witness and crossing Carlson (2.2); debrief on Chambers conference with A. Weinhouse (.2); attention to discovery related issues re fact and expert witness depositions (.8); conference with A. Weinhouse re settlement discussions (.3); attention to correspondence re settlement discussions (.2); debrief on fact witness depositions (.3); attention to trial themes and preparation (1.3).
12/11/20	Allyson B. Smith	2.30	Witness preparation re hearing re motion to compel.
12/11/20	Dustin Lyle Womack	0.30	Conference with K. Young re Leazer schedule (.2); pull order re motion to enforce (.1).
12/11/20	Kenneth A. Young	11.10	Attend deposition of witness in contested matter (4.0); correspond with opposing counsel re litigation and adversary proceedings (.5); analyze pleadings in adversary proceedings (3.0); draft and revise pleadings in contested matters (3.0); analyze expert reports in contested matters (.6).
12/12/20	Jamie Alan Aycock	2.10	Review expert report of O'Hara (1.5); correspond and conference with K. Voelte re same (.6).
12/12/20	Ben A. Barnes	2.40	Review documents produced by Company (1.0); prepare for and telephone conference with counsel for bondholder re relevant discovery file (1.0); review documents involving J. Grady to prepare for deposition (.4).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/12/20	Nicholas Benham	5.80	Review and analyze production for relevant documents (2.0); follow-up searches per request from B. Barnes (2.5); collect documents and circulate same to B. Barnes (.9); correspond with B. Barnes re same (.3); correspond with J. Aycock re deposition preparation (.1).
12/12/20	Ross Fiedler	2.70	Correspond with Akin re Elevation documents (.1); telephone conference with Paul Weiss, A. Weinhouse re midstream transaction term sheet (.5); review, revise same (.8); review, revise RMM settlement term sheet (.3); review, revise declaration in support of omnibus motion approving midstream settlements (1.0).
12/12/20	Grant Jones	9.00	Prepare to take deposition of R. McGillis from ARB (4.0); take deposition of R. McGillis (4.5); draft summary of deposition for A. Rotman and K. Young (.5).
12/12/20	Angela Leonard	3.90	Manage, index and organize file materials into document management systems (2.4); plan, prepare for and assist K&E team with preparation of expert witness depositions (1.5).
12/12/20	Rebekah Sills McEntire	2.10	Witness preparation re B. Jackson.
12/12/20	Orla Patricia O'Callaghan	0.70	Review expert reports served by other parties (.6); correspond with A. Rotman re deposition coverage (.1).
12/12/20	Anna G. Rotman, P.C.	6.10	Witness preparation with B. Jackson and follow-up preparation for mock cross (2.3); review expert reports on estimation and correspond with A. Zagoren (3.1); attention to correspondence and strategy for expert depositions (.7).
12/12/20	Kenneth A. Young	2.00	Prepare witnesses for deposition in contested matters (1.0); prepare for deposition in contested matters (.5); analyze expert reports in contested matters (.5).
12/13/20	Nicholas Adzima	1.10	Correspond with B. Barnes, A. Weinhouse re deposition preparation (.4); review, analyze answers re same (.7).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/13/20	Jamie Alan Aycock	3.40	Review expert report of O'Hara (1.0); correspond and conference with K. Voelte re same (.5); prepare for and attend witness preparation of K. Voelte (1.9).
12/13/20	Ben A. Barnes	6.40	Prepare for deposition of J. Grady (4.0); review documents re same (2.4).
12/13/20	Nicholas Benham	3.80	Attend deposition preparation session with J. Aycock (1.2); review and analyze expert materials and production re same (.6); review document re upcoming deposition (.7); attend deposition session with B. Barnes (1.1); follow-up telephone conference with B. Barnes re same (.2).
12/13/20	Ross Fiedler	4.40	Review, revise omnibus motion and declaration re RMM and REP settlements (1.5); revise RMM term sheet (.7); correspond with K&E team re Elevation documents (.3); review, revise NGL term sheet (.5); correspond with B. Jackson, Company and K&E team re midstream settlements (1.0); correspond with K&E team, Moelis and A&M re midstream transaction term sheet (.2); review ARB term sheet (.2).
12/13/20	Grant Jones	15.40	Attend deposition preparation session for B. Jackson (.5); review and analyze ARB expert report from W. Gore (4.0); review notes from A. Zagoren re ARB expert report (1.9); review and analyze B. Jackson expert report (2.5); research W. Gore's previous expert testimony (2.5); draft outline for W. Gore expert deposition (4.0).
12/13/20	Andrew C. Lawrence	1.00	Review and analyze certification motion (.5); check compliance with bankruptcy rules for same (.2); correspond with G. Hicks re same (.3).
12/13/20	Angela Leonard	6.60	Manage, index and organize file materials into document management systems (3.6); plan, prepare for and assist K&E team with preparation of expert witness depositions (1.6); correspond with Sandline re processing data received from opposing counsel (.6); confirm and verify data processed by Sandline and loaded in database for review and analysis by K&E team (.8).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/13/20	Rebekah Sills McEntire	4.20	Draft outline for witness preparation (2.0); witness preparation for B. Jackson (2.2).
12/13/20	Anna G. Rotman, P.C.	5.30	Attend B. Jackson deposition preparation (2.7); prepare for estimation expert depositions (1.3); attention to confirmation trial strategy (1.0); coordinate logistics for this week's depositions and related coverage (.3).
12/13/20	Kenneth A. Young	2.10	Prepare witnesses for deposition in contested matters (.6); prepare for deposition in contested matters (1.0); analyze expert reports in contested matters (.5).
12/14/20	Jamie Alan Aycock	4.00	Prepare for and defend deposition of K. Voelte.
12/14/20	Ben A. Barnes	2.50	Prepare for and defend deposition of J. Grady (1.0); review transcript of deposition of J. Grady (1.0); review plan objections (.5).
12/14/20	Nicholas Benham	0.90	Review and analyze expert materials re upcoming deposition (.4); coordinate upcoming conference and correspond with J. Aycock re same (.2); review and analyze deposition transcripts re upcoming preparation (.3).
12/14/20	Ross Fiedler	6.20	Telephone conference with ARB's counsel re settlement term sheet (1.0); telephone conference with Company and K&E team re same (1.0); revise midstream transaction term sheet (.5); correspond with A. Weinhouse, Company and Paul Weiss re midstream settlements (1.5); draft proposed redacted settlement motion (.3); correspond with midstream counsels re midstream settlements (.7); review, revise DCP and REP settlement motions (1.2).
12/14/20	Grant Jones	16.60	Telephone conference with A. Zagoren re ARB expert report (.6); draft volume module for expert deposition (4.0); draft contract module for expert deposition (4.0); draft sources considered module for expert deposition (3.0); review and organize documents for deposition exhibits (4.0); telephone conference with K. Young re expert deposition (1.0).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/14/20	Angela Leonard	4.60	Update litigation case calendar (.4); review, compile, organize and distribute correspondence, pleadings, related file materials and save to document management systems (3.4); plan and prepare for expert depositions, facilitate scheduling and logistics re same (.8).
12/14/20	Christopher Marcus, P.C.	3.00	Review deposition transcripts (1.9); review expert reports (1.1).
12/14/20	Rebekah Sills McEntire	6.00	Attend deposition of B. Jackson.
12/14/20	Orla Patricia O'Callaghan	0.10	Telephone conference re K. Young re expert deposition.
12/14/20	Anna G. Rotman, P.C.	11.50	Defend expert deposition of B. Jackson (9.7); debrief from deposition with B. Jackson (.2); summarize B. Jackson deposition for objectors' expert depositions (1.1); attention to other expert depositions (.5).
12/14/20	Kenneth A. Young	10.50	Prepare for deposition of contested matters (4.0); review documents re same (2.0); analyze expert reports in contested matters (4.0); telephone conference with opposing counsel re litigation in adversary proceedings (.5).
12/15/20	Jamie Alan Aycock	4.40	Conference with B. Latif, A. Weinhouse and others re M. O'Hara expert report and points for deposition (2.0); review objection to confirmation by City of Broomfield and correspond re same (2.0); identify examples of direct testimony for valuation and liquidation experts (.4).
12/15/20	Ben A. Barnes	7.20	Correspond with counsel from Grand Mesa re discovery issues (.3); review discovery file to ensure Company's compliance with written discovery request (2.5); review deposition testimony of M. Owens (1.3); prepare for direct examination of J. Grady (1.9); correspond with B. Jackson and A. Zagoren re expert report (.4); review objections filed by ARB and Grand Mesa (.8).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/15/20	Nicholas Benham	5.80	Telephone conference re upcoming expert deposition (1.0); review and analyze expert materials and analysis re same (.4); review and analyze production for relevant materials per request from K. Young (.4); correspond with K. Young re follow-up for same (.4); review and analyze production for relevant materials per request from B. Barnes (1.8); correspond with B. Barnes re same (.4); review and analyze deposition materials and production per request from R. McEntire (.5); review and analyze expert report and precedent re drafting project (.5); draft trial materials (.4).
12/15/20	Ross Fiedler	5.60	Correspond with A&M, Company and K&E team re midstream settlements (2.5); correspond with K&E team, RMM and Company re RMM settlement (.8); telephone conference with RMM's counsel re same (.2); revise settlement documents re same (1.0); draft status update (.2); correspond with N. Adzima re same (.1); telephone conference with Company and K&E team re midstream settlements (.8).
12/15/20	Grant Jones	10.50	Prepare for W. Gore's expert deposition (4.0); W. Gore's expert deposition (5.0); draft summary of W. Gore's deposition for A. Rotman and K. Young (1.2); correspond with A. Rotman re pre-trial and trial tasks (.3).
12/15/20	Angela Leonard	10.80	Update litigation case calendar (.4); review, analyze and compile preliminary exhibits for estimation, confirmation hearings and prepare same for branding and finalizing (3.9); review, compile, organize and distribute correspondence, pleadings, related file materials and save to document management systems (5.6); plan and prepare for expert depositions and facilitate scheduling and logistics re same (.9).
12/15/20	Christopher Marcus, P.C.	3.80	Review O'Hara expert report and telephone conference with K&E team and Moelis re same (2.8); review discovery correspondence and telephone conference with K&E team re same (1.0).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/15/20	Rebekah Sills McEntire	2.00	Attend deposition of Platte River estimation expert.
12/15/20	Anna G. Rotman, P.C.	9.70	Telephone conference with Moelis and K&E team re O'Hara report (.8); attention to document production questions from Grand Mesa (.4); attention to O'Hara report and discuss with J. Aycock (.8); debrief with K&E team on B. Jackson deposition and next steps (.3); attention to GUC rights offering and related deposition of B. Latif (.6); attention to objection to assumption and assignment (.3); review deposition strategy for expert depositions (.5); debrief with K. Young on expert deposition and correspond with S. Gerald (.7); review deposition transcript of S. Baxter (.8); attention to trial exhibit list (.4); extensive work on trial task list, strategy and correspond with K&E team (3.3); attention to Platte River's estimation report and proof of claims (.8).
12/15/20	Lydia Yale	1.60	Draft 9019 motions and related pleadings.
12/15/20	Kenneth A. Young	12.20	Preparation for deposition related to contested matter (4.2); attend deposition re contested matter (4.0); prepare for hearing on contested matters (4.0).
12/16/20	Jamie Alan Aycock	6.70	Telephone conference with A. Rotman and opposing counsel re estimation hearing (1.0); correspond with A. Rotman re same (1.0); prepare for deposition of M. O'Hara and draft deposition outline (2.2); review and analyze amended M. O'Hara expert report (2.0); correspond with K&E team re opposition to proposed direct appeal of rejection decisions (.5).
12/16/20	Ben A. Barnes	8.30	Prepare for and telephone conference with Company, K&E team re confirmation and estimation trial issues (.8); draft and revise exhibit list for confirmation and estimation hearing (2.7); review parties' objections to estimation and confirmation (1.4); draft and revise outline for direct examination of J. Grady (1.4); review depositions of J. Grady, K. Voelte and S. Baxter (1.3); draft and revise correspondence to Grand Mesa counsel re discovery issues (.7).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/16/20	Nicholas Benham	9.90	Draft trial materials (.2); review and analyze precedent and expert materials re same (.2); K&E team telephone conference (.7); correspond with B. Barnes and O. O'Callaghan re trial preparation (.2); collect and circulate exhibit lists per request from B. Barnes (2.4); review and analyze witness lists for trial preparation (.4); correspond with A. Leonard re same (.1); review and circulate exhibit versions of deposition documents and correspond with A. Leonard re same (.5); draft trial exhibit list (3.2); correspond with A. Leonard re same (.1); follow up with B. Barnes re same (.1); quality control of documents on exhibit list (1.8).
12/16/20	Ross Fiedler	9.90	Correspond with K&E team, Paul Weiss re NGL transaction term sheet (.5); review same (.4); telephone conference with K&E team and Stroock re midstream settlements (.5); draft NGL settlement motion, declaration and related documents (3.0); revise same (.5); correspond with RMM counsel re settlement (.3); telephone conference with RMM counsel re same (.2); correspond with A&M, K&E team and Company re midstream settlements and Elevation documents (2.0); prepare filing versions of RMM settlement documents (.5); telephone conference with Paul Weiss re plan issues (.3); telephone conference with Greenberg Traurig re NGL settlement (.4); telephone conferences with Company and K&E team re ARB settlement and midstream transaction term sheet (1.3).
12/16/20	Jonathan G.C. Fombonne	3.50	Review pleadings (1.5); draft motion to dismiss (2.0).
12/16/20	George W. Hicks Jr., P.C.	3.00	Review and analyze motion for certification (2.0); correspond with A. Rotman and K&E team re same (1.0).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/16/20	Grant Jones	9.60	Telephone conference with K&E team re pre-trial and trial tasks (.8); telephone conference with opposing counsel re trial exhibits and issues (.5); organize documents for trial exhibits (1.0); review and analyze ARB's response to motion to estimate (3.5); draft outline for motion to estimate reply (1.5); draft reply in support of motion to estimate (1.0); research re reply brief (1.3).
12/16/20	Angela Leonard	9.80	Conference with K&E team re trial preparation and outstanding projects (.7); update litigation case calendar (.5); review, analyze, compile preliminary exhibits for estimation and confirmation hearings (4.0); prepare same for branding and finalizing (1.8); review, compile, organize and distribute correspondence, pleadings, related file materials and save to document management systems (1.5); compile expert reports and deposition transcripts (.6); prepare for expert depositions and facilitate scheduling and logistics re same (.7).
12/16/20	Christopher Marcus, P.C.	1.50	Telephone conference with management re NGL settlement (.5); review research re same (.5); telephone conference with K&E team re settlement update (.5).
12/16/20	Orla Patricia O'Callaghan	1.00	Telephone conference with K&E team re trial preparation (.6); telephone conference with B. Barnes and N. Benham re exhibit list for same (.1); correspond with A. Rotman re B. Latif deposition and exhibits (.2); revise exhibit list (.1).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/16/20	Anna G. Rotman, P.C.	9.90	Telephone conference with T. Tyree and M. Owens re NGL claims vote (.6); telephone conference with K&E team re trial preparation (.7); telephone conference with C. Marcus re trial strategy (.5); telephone conference with A. Weinhouse re UCC (.3); telephone conference with UCC re settlement update (.5); telephone conference with opposing counsel re hearing (.5); telephone conference with M. Owens re settlement and litigation strategy (.3); telephone conference with K. Young re exhibits and litigation strategy (.5); review objections to estimation briefing (1.2); review transcripts from estimation expert depositions (1.3); analyze litigation strategy for estimation (2.1); analyze exhibits for confirmation and estimation trial (.4); analyze, revise opening presentation (.6); correspond with parties re settlement (.4).
12/16/20	Joe Tobias	0.30	Telephone conference with K&E team re midstream negotiations.
12/16/20	Kenneth A. Young	9.80	Prepare for hearing on contested matters (3.8); prepare witnesses for contested matters (3.0); analyze objection to motion to estimate to prepare reply to same (3.0).
12/17/20	Jamie Alan Aycock	6.90	Review draft declarations in support of confirmation (1.6); correspond with K&E team re same (1.0); review draft witness list and correspond with A. Rotman re same (.6); prepare for and take deposition of M. O'Hara (2.5); telephone conference with B. Latif and others re entity-by-entity analysis (1.2).
12/17/20	Ben A. Barnes	3.80	Draft, revise witness and exhibit list (1.1); review discovery file for relevant documents to be included in confirmation and estimation exhibit list (1.1); review estimation brief (1.0); draft and revise outline for direct examination of J. Grady (.6).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/17/20	Nicholas Benham	11.20	Review documents on exhibit list (.6); correspond with A. Leonard re same (.1); correspond with B. Barnes re same (.1); telephone conference with B. Barnes re exhibit list process (.2); research case law and treatises for brief draft (4.0); correspond with K. Young re same (.3); correspond with Westlaw reference attorney re same (.4); review and analyze secondary source and related materials for brief research (1.5); draft brief (4.0).
12/17/20	Ross Fiedler	4.50	Telephone conferences with K&E team and Company re NGL settlement (2.5); review, revise same (.5); correspond with A. Weinhouse, GT re same (.2); review, revise NGL settlement motion and related documents (1.0); correspond with Company, DCP counsel re settlement (.3).
12/17/20	Jonathan G.C. Fombonne	2.50	Draft motion to dismiss.
12/17/20	Grant Jones	10.30	Telephone conference with K. Young, R. McEntire and N. Benham re drafting motion to estimate reply brief (.7); telephone conference with A. Rotman, B. Jackson, A. Zagoren, K. Young and R. McEntire re trial preparation (1.0); revise exhibit list for confidentiality designations (.6); draft motion to estimate reply brief (4.0); research re reply brief sections (4.0).
12/17/20	Angela Leonard	14.50	Draft, revise brief in support of motion to dismiss (.6); draft, revise witness and exhibit list re estimation and confirmation hearings (1.8); review, analyze, compile exhibits for estimation and confirmation hearings (4.0); prepare same for branding and finalizing (4.0); draft response to objection to assumption of executory contracts (1.9); update litigation case calendar (.5); review, compile, organize and distribute correspondence, pleadings re file materials and save to document management systems (1.7).
12/17/20	Christopher Marcus, P.C.	1.10	Telephone conferences with K&E team re midstream settlement.

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/17/20	Rebekah Sills McEntire	10.30	Review witness and exhibit list (.5); telephone conference with A. Rotman re same (.5); research reply estimation motion (5.0); telephone conference with K&E team and A&M re trial preparation (1.0); draft reply estimation motion (3.3).
12/17/20	Orla Patricia O'Callaghan	0.60	Attend B. Latif deposition preparation (partial) (.5); correspond with N. Benham re B. Latif exhibits (.1).
12/17/20	Anna G. Rotman, P.C.	9.00	Attend witness preparation sessions with B. Latif (1.3); telephone conferences with management and K&E team re settlement (1.3); telephone conference with R. McEntire re exhibit list (.3); comment on exhibit list (.3); telephone conference with K&E team re chambers conference (.3); telephone conference with Company re settlement (.2); telephone conference with A&M and K&E team re reply brief on motion to estimate (1.0); review, comment on DCP motion to reject (.2); analyze expert reports to prepare for trial (.8); prepare outline for opening presentation (.6); prepare for trial (2.7).
12/17/20	Joe Tobias	1.80	Telephone conference with opposing counsel re midstream settlements (.3); review supply agreement (1.5).
12/17/20	Kenneth A. Young	9.40	Prepare for hearing on contested matters (2.9); prepare witnesses for contested matters (2.0); analyze objections to motion to estimate (1.2); draft and revise reply in support of same (2.1); research support for reply in support of motion to estimate (1.2).
12/18/20	Jamie Alan Aycock	1.00	Telephone conference with K&E team re trial preparation (.5); correspond with K&E team re same (.5).
12/18/20	Nicholas Benham	9.00	Research secondary sources and case law re brief draft (2.9); correspond with K. Young re same (.4) draft language for brief (2.3); conform and update exhibits for brief draft (.5); create exhibit list for brief draft (.3); proofread brief draft (.6); draft proposed redactions to brief (1.1); correspond with K. Young re same (.2); K&E team telephone conference (.7).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/18/20	Ross Fiedler	5.20	Correspond with I. Bate, K&E team and Company re midstream settlements (1.0); correspond with GT re NGL settlement and related documents (.4); telephone conference with Bracewell and K&E team re midstream settlements (.5); telephone conferences with K&E team, Company re NGL settlement and supply agreement (1.3); telephone conference with Company, K&E team, A&M, Greenberg Traurig and NGL re settlement (1.0); review, revise NGL settlement documents (.8); prepare same for filing (.2).
12/18/20	Jonathan G.C. Fombonne	2.20	Finalize and file motion to dismiss.
12/18/20	Grant Jones	0.70	Telephone conference with K&E team re trial next steps.
12/18/20	Andrew C. Lawrence	4.50	Review and analyze motion re certification for direct appeal (2.1); review and analyze responses re consolidation of appeals (1.0); draft responses to same (1.4).
12/18/20	Angela Leonard	9.30	Review, analyze and revise reply in support of the motion to estimate rejection claims (.5); prepare same and exhibits for filing (.5); review, analyze, prepare cross-reference and overlap index re Platte River, Grand Mesa witness and exhibit lists (2.5); review, analyze, compile confirmation and estimation deposition transcripts (.6); draft and revise objections to Platte River and Grand Mesa witness and exhibit lists (1.7); review, analyze, compile briefing re motion to Estimate and related materials (1.3); prepare witness binders re B. Jackson and B. Latif and arrange for hand delivery re same (2.2).
12/18/20	Angela Leonard	2.30	Telephone conference with K&E team re trial preparation and outstanding projects (.7); telephone conference with B. McClafferty and C. Lano re exchange of trial exhibits and witness notebooks (.3); review, analyze, compile pleadings, correspondence and related file materials re 9019 briefing (1.3).
12/18/20	Rebekah Sills McEntire	8.30	Draft reply estimation motion (3.5); review, revise same (3.7); telephone conference with K&E team re same (1.1).
12/18/20	Orla Patricia O'Callaghan	0.10	Correspond with A. Rotman re trial preparation.

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/18/20	Kenneth A. Young	13.60	Draft and revise reply in support of motion to estimate (4.0); research support for same (3.8); prepare motion to dismiss complaint in adversary proceeding for filing (1.8); prepare for hearing on contested matters (2.5); assist in preparing exhibit lists for hearing on contested matters (1.5).
12/19/20	Jamie Alan Aycock	1.00	Correspond with K&E team re witness lists (.6); correspond with K. Voelte re preparation for cross examination (.4).
12/19/20	Ben A. Barnes	4.80	Research admissibility of negotiations (1.3); draft and revise response to Grand Mesa motion in limine (2.6); prepare exhibits for confirmation and estimation hearing (.9).
12/19/20	Nicholas Benham	3.80	Update witness and exhibit list (.3); review and analyze docket entries re same (.2); review and analyze counterparty exhibit list entries (2.3); cross-reference exhibit lists for different counterparties (.9); organize and circulate hearing preparation materials (.1).
12/19/20	Ross Fiedler	7.10	Review NGL settlement motion and related documents (1.5); revise same (.5); correspond with Company, Paul Weiss, NGL and Greenberg re same and midstream transaction term sheet (2.0); prepare execution version of midstream transaction term sheet (.2); telephone conference with Company, K&E team re revised NGL term sheet and supply agreement (.7); telephone conference with Greenberg Traurig re same (.5); telephone conference with same re settlement motion (.3); prepare redacted versions of NGL documents (.4); correspond with K&E team and Whiteford re NGL settlement documents (.5); prepare same for filing (.5).
12/19/20	Grant Jones	9.80	Draft notes re expert direct examination (1.0); draft objections to witness and exhibit lists (3.0); review and analyze PRM exhibits (3.5); correspond with N. Adzima, A. Rotman re estimation briefing documents (.1); telephone conference with K. Young re objections to witness and exhibit lists (.9); correspond with K. Young, R. McEntire, A. Leonard, N. Benham re objections (.8); revise objections re notes from A. Rotman and J. Aycock (.5).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/19/20	Angela Leonard	6.00	Draft and revise memorandum in opposition to Grand Mesa Pipeline's motion in limine (1.4); review, analyze, compile supplemental confirmation exhibits (1.0); prepare same for service to Grand Mesa and Platte River (.5); review, analyze, compile confirmation exhibits (1.6); draft, revise objections to Grand Mesa Pipeline and Platte River witness and exhibit Lists (.9); prepare same for filing (.6).
12/19/20	Rebekah Sills McEntire	4.80	Draft opening statement (1.0); draft objections to Grand Mesa exhibit list (3.0); telephone conference with K. Young re same (.8).
12/19/20	Orla Patricia O'Callaghan	3.80	Analyze Grand Mesa's motion in limine and related documents (.9); telephone conference with B. Barnes re same (.1); research re Rule 408 (1.9); summarize findings re same (.9).
12/19/20	Harker Rhodes	0.10	Review consolidation briefing.
12/19/20	Anna G. Rotman, P.C.	11.90	Prepare for estimation trial, review all briefing, prepare opening presentation, direct examination outline of B. Jackson and prepare potential topics for cross of witnesses (8.9); telephone conferences and correspond with Court, counsel for ARB re negotiation of NGL settlement (3.0).
12/19/20	Dustin Lyle Womack	4.80	Telephone conference with K. Young re NGL confirmation hearing preparation (1.0); analyze Baxter expert report (.2); analyze Baxter deposition (1.1); draft Baxter cross-examination (.9); telephone conference with K. Young re Baxter deposition (.4); telephone conference with K. Young re Platte River plan objection (.2); analyze Platte River objection (.3); research disparate treatment issues (.6); telephone conference with K. Young re Grand Mesa settlement (.1).
12/19/20	Kenneth A. Young	13.30	Prepare for hearing on contested matters (4.0); correspond with K&E team re same (1.2); prepare witnesses for hearing on contested matters (3.8); analyze issues re same (1.0); assist in preparing objections to witness and exhibit lists in contested matters (3.3).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/20/20	Jamie Alan Aycock	6.10	Telephone conference with K&E team re strategy for confirmation hearing (.9); follow-up telephone conference with B. Latif, K&E team re disparate treatment issues (.6); prepare K. Voelte for cross-examination (1.0); correspond with K. Voelte, K&E team re same (.3); correspond re unfair discrimination issues (.5); correspond re Rule 408 issues (.6); draft cross-examination of M. O'Hara (2.0); correspond with A. Rotman re same (.2).
12/20/20	Ben A. Barnes	3.90	Telephone conference with K&E team re confirmation and estimation hearing strategy (.8); telephone conference with J. Grady re confirmation hearing testimony (1.4); prepare for examination of J. Grady (1.7).
12/20/20	Nicholas Benham	3.10	Telephone conference with K&E team re confirmation and estimation hearing strategy (.6); hearing testimony preparation telephone conference (.4); telephone conference with B. Barnes re hearing projects (.3); draft shell re same (.5); review expert materials for hearing preparation (.5); hearing preparation with J. Aycock (.5); telephone conference with K. Young re research question (.2); draft response re same (.1).
12/20/20	Ross Fiedler	2.00	Draft and revise talking points re midstream settlements (1.0); draft presentation re midstream settlements (.5); telephone conference with Company, K&E team re ARB settlement (.5).
12/20/20	Grant Jones	15.10	Correspond with K. Young re exhibit list (.4); review deposition transcript (.8); organize documents for supplemental exhibit list (.2); draft cross-examination outline (4.0); organize screenshots and transcript locations for R. McGillis cross-examination outline (4.0); telephone conference with K. Young re cross-examination (1.2); revise cross-examination outline (3.5); telephone conference with A. Rotman, M. Owens, E. Christ, K. Young re 9019 hearing declarations (1.0).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/20/20	Angela Leonard	7.30	Review, analyze and compile supplemental confirmation exhibits (1.0); prepare same for service to Platte River and local counsel (.7); review, analyze and prepare hearing exhibits and electronic witness binders re R. McGillis, M. O'Hara and W. Gore (2.0); review, analyze and prepare hearing exhibits and electronic witness binders re A. Robertson, K. Voelte, B. Jackson, M. Owens and J. Grady (2.2); draft and revise first amended witness and exhibit list (.6); prepare same for filing (.8).
12/20/20	Rebekah Sills McEntire	4.50	Research late disclosure of expert (1.5); telephone conference with K&E team re same (1.0); draft opening statement (2.0).
12/20/20	Anna G. Rotman, P.C.	13.00	Telephone conference with K&E team re next steps on confirmation and estimation strategy (.6); prepare witnesses for testimony (2.2); prepare for trial, prepare witness outlines, opening presentation and analyze evidentiary issues (10.2).
12/21/20	Jamie Alan Aycock	3.20	Telephone conferences with M. Owens, K&E team re M. Owens testimony preparation (1.0); correspond and telephone conferences with K&E team re same (1.0); draft outline for potential cross-examination of M. O'Hara (1.2).
12/21/20	Ben A. Barnes	3.00	Telephone conference with J. Grady re examination (.8); review and analyze witness file of J. Grady (1.6); telephone conference with K&E team re case strategy (.6).
12/21/20	Nicholas Benham	1.50	Telephone conference with K&E team re hearing preparation (.6); telephone conference with K&E team re hearing follow-up (.9).
12/21/20	George W. Hicks Jr., P.C.	0.50	Correspond with FERC re motion to intervene (.2); strategize re same (.3).
12/21/20	Grant Jones	5.00	Telephone conference with K. Young re cross-examination outline and hearing preparation (.4); revise cross-examination outline (2.9); telephone conference with A. Rotman re cross-examination (.3); revise cross-examination outline re comments from A. Rotman (1.4).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/21/20	Andrew C. Lawrence	10.70	Draft response to motion for certification of direct appeal (3.6); draft two responses re consolidation of appeals (4.0); analyze issues re same (1.6); correspond with K&E team re same (1.5).
12/21/20	Angela Leonard	5.40	Review, analyze and prepare witness materials received from Platte River re B. Jackson, B. Latif and M. Owens (1.5); review, compile, organize and distribute correspondence, pleadings, related file materials and save to document management systems (3.9).
12/21/20	Orla Patricia O'Callaghan	0.60	Telephone conference with K&E team re hearing on 9019 motions.
12/21/20	Anna G. Rotman, P.C.	0.60	Correspond with parties re negotiation of ARB settlement.
12/21/20	Dustin Lyle Womack	6.80	Research disclosure of expert rebuttal witnesses (1.1); draft analysis re expert disclosure research (.3); telephone conference with K. Young re 9019 hearing (.2); telephone conference with K&E team re 9019 hearing (.5); analyze filed Leazer motion to dismiss (.4); redact Platte River estimation objection (.4); analyze B. Latif deposition re disparate treatment (.7); telephone conference with K&E team re confirmation strategy (.9); telephone conference with K. Young re B. Latif direct examination (.8); draft, revise B. Latif direct examination (1.2); telephone conference with B. Latif re same (.2); telephone conference with K. Young re Platte River motion to enforce appeal (.1).
12/22/20	Jamie Alan Aycock	2.30	Review and analyze modified M. O'Hara expert report (.3); revise draft cross-examination (.7); telephone conferences with K&E team re confirmation strategy (.5); correspond with K&E team re same (.3); correspond with G. Hicks, A. Weinhouse re dismissal of appeals by Grand Mesa and Platte River (.5).
12/22/20	Brooksany Barrowes	1.50	Correspond with K&E team re settlement on midstream contracts and plan confirmation issues (.3); analyze issues re same (1.2).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/22/20	George W. Hicks Jr., P.C.	8.00	Review, revise opposition to FERC motion to intervene (1.9); review, revise reply in support of motion for consolidation (3.0); review, revise reply in support of cross-motion for consolidation (.5); review, revise opposition to motion for direct appeal (1.6); correspond with A. Lawrence re same (1.0).
12/22/20	Grant Jones	3.70	Review and practice cross-examination in preparation for hearing (2.5); telephone conference with K. Young re confirmation hearing (.5); organize documents for exhibits at hearing (.7).
12/22/20	Andrew C. Lawrence	2.50	Revise response to motion for certification of direct appeal (1.2); revise two responses re consolidation of appeals (1.0); correspond with G. Hicks re same (.3).
12/22/20	Andrew C. Lawrence	3.00	Draft response in opposition to FERC's motion to intervene in Grand Mesa appeals (2.6); telephone conference with R. Riley re appeal developments (.4).
12/22/20	Angela Leonard	3.80	Review, compile, organize and distribute correspondence, pleadings, related file materials and save to document management systems.
12/22/20	Christopher Marcus, P.C.	3.30	Review correspondence re ARB settlement (2.0); review ARB settlement (1.3).
12/22/20	Anna G. Rotman, P.C.	5.30	Prepare for confirmation hearing, settlement, potential witnesses and objections.
12/22/20	Dustin Lyle Womack	2.80	Telephone conference with K. Young re Platte River settlement (.3); analyze reply in support of motion for summary judgment on Platte River counterclaims (.3); research equitable mootness issues (1.4); analyze Platte River term sheet (.2); analyze FERC motions to intervene (.3); telephone conference with K. Young re FERC motions to intervene (.1); telephone conference with K. Young re Leazer adversary proceeding (.2).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1250008078
 Matter Number: 18803-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/23/20	Ross Fiedler	6.60	Draft settlement motion, declaration and related documents re ARB settlement (3.0); correspond with Company, A&M re ARB settlement (.8); review, revise DCP settlement and related documents (1.0); correspond with K&E team, Company and Arnold and Porter re same (1.0); prepare execution version of DCP settlement agreement and amendment (.5); prepare filing versions of DCP settlement motion and related documents (.3).
12/23/20	Andrew C. Lawrence	2.10	Revise response in opposition to FERC motion to intervene (1.7); correspond with G. Hicks re same (.4).
12/23/20	Angela Leonard	1.80	Review, compile, organize and distribute correspondence, pleadings, related file materials and save to document management systems.
12/23/20	Allyson B. Smith	0.40	Correspond with R. Fiedler re Platte River settlement.
Total		1,375.50	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

March 4, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250008079

Client Matter: 18803-26

In the Matter of Automatic Stay Matters

For legal services rendered through December 23, 2020
(see attached Description of Legal Services for detail)

\$ 12,913.00

Total legal services rendered

\$ 12,913.00

Legal Services for the Period Ending December 23, 2020
Extraction Oil & Gas, Inc.
Automatic Stay Matters

Invoice Number: 1250008079
Matter Number: 18803-26

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Simon Briefel	0.20	845.00	169.00
Stephanie Cohen	0.90	845.00	760.50
Harry W. Hild	6.80	320.00	2,176.00
Andrew C. Lawrence	5.50	1,025.00	5,637.50
Christopher Marcus, P.C.	1.00	1,635.00	1,635.00
Kiran Mehta	1.00	260.00	260.00
Laura Elizabeth Wolk	0.20	990.00	198.00
Dustin Lyle Womack	2.00	725.00	1,450.00
Kenneth A. Young	0.60	1,045.00	627.00
TOTALS	18.20		\$ 12,913.00

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Automatic Stay Matters

Invoice Number: 1250008079
 Matter Number: 18803-26

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/01/20	Dustin Lyle Womack	1.80	Revise response to Grand Mesa request for stay (1.1); conference with K. Young re Grand Mesa response (.7).
12/03/20	Simon Briefel	0.20	Analyze court opinion re motion to enforce stay.
12/04/20	Andrew C. Lawrence	5.50	Review and analyze briefing and decisions relevant to lift-stay appeal.
12/07/20	Christopher Marcus, P.C.	1.00	Review stay pending appeal denial.
12/07/20	Laura Elizabeth Wolk	0.20	Review court order denying stay.
12/07/20	Dustin Lyle Womack	0.20	Analyze Platte River appellate stay order.
12/07/20	Kenneth A. Young	0.60	Analyze court order re motion to stay appeal.
12/08/20	Harry W. Hild	2.00	Create and reformat pleadings shell (1.8); analyze same (.2).
12/10/20	Harry W. Hild	3.50	Cite check response to motion to enforce automatic stay and correspond with K&E team re same.
12/11/20	Harry W. Hild	0.30	Prepare exhibits for filing.
12/18/20	Stephanie Cohen	0.90	Draft talking points re objection to lift stay motion.
12/18/20	Harry W. Hild	1.00	Prepare and send shell.
12/22/20	Kiran Mehta	1.00	Research pro hac vice process, docket matters in D. Delaware (.7); correspond with A. Lawrence and A. Leonard re same (.3).
Total		18.20	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

March 4, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250008080

Client Matter: 18803-27

In the Matter of Business Operations

For legal services rendered through December 23, 2020
(see attached Description of Legal Services for detail)

\$ 392.50

Total legal services rendered

\$ 392.50

Legal Services for the Period Ending December 23, 2020
Extraction Oil & Gas, Inc.
Business Operations

Invoice Number: 1250008080
Matter Number: 18803-27

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Courtney Loyack	0.50	785.00	392.50
TOTALS	0.50		\$ 392.50

Legal Services for the Period Ending December 23, 2020
Extraction Oil & Gas, Inc.
Business Operations

Invoice Number: 1250008080
Matter Number: 18803-27

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/09/20	Courtney Loyack	0.50	Prepare for and participate in telephone conference re rig sensitivity.
Total		0.50	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

March 4, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250008081

Client Matter: 18803-28

In the Matter of Case Administration

For legal services rendered through December 23, 2020
(see attached Description of Legal Services for detail)

\$ 34,535.00

Total legal services rendered

\$ 34,535.00

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Case Administration

Invoice Number: 1250008081
 Matter Number: 18803-28

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	7.10	845.00	5,999.50
Adam Louis Birnbaum	0.70	740.00	518.00
Simon Briefel	1.60	845.00	1,352.00
Stephanie Cohen	1.90	845.00	1,605.50
Shan A. Khan	0.80	1,085.00	868.00
Kevin Liang	1.40	740.00	1,036.00
Courtney Loyack	2.20	785.00	1,727.00
Christopher Marcus, P.C.	2.80	1,635.00	4,578.00
Rebecca J. Marston	2.10	610.00	1,281.00
Melissa Mertz	6.00	610.00	3,660.00
Arthur Patrick Muszynski	1.40	740.00	1,036.00
Aisha M. Noor	0.80	965.00	772.00
Ashley Pincock	1.30	610.00	793.00
Anna G. Rotman, P.C.	0.40	1,425.00	570.00
Allyson B. Smith	1.30	1,035.00	1,345.50
Chad Michael Smith, P.C.	0.50	1,215.00	607.50
Evan Swager	1.00	740.00	740.00
Joe Tobias	2.40	1,165.00	2,796.00
Sean M. Valentine	1.00	610.00	610.00
Lydia Yale	9.60	275.00	2,640.00
TOTALS	46.30		\$ 34,535.00

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Case Administration

Invoice Number: 1250008081
 Matter Number: 18803-28

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/01/20	Nicholas Adzima	1.50	Conferences with working group re strategy, next steps.
12/01/20	Simon Briefel	0.10	Revise work in progress tracker.
12/01/20	Stephanie Cohen	0.20	Review and revise materials re work in progress.
12/01/20	Kevin Liang	0.40	Telephone conference with K&E team and Paul Weiss re status (.3); telephone conference with K&E team and committee re status (.1).
12/01/20	Christopher Marcus, P.C.	0.50	Telephone conference with K&E team re updates.
12/01/20	Rebecca J. Marston	0.60	Update work in progress tracker (.1); telephone conferences with K&E team, Paul Weiss re work in progress (.5).
12/01/20	Melissa Mertz	0.90	Revise work in progress chart.
12/01/20	Allyson B. Smith	0.40	Telephone conference with K&E team re updates.
12/01/20	Chad Michael Smith, P.C.	0.50	Telephone conference with K&E team, advisors, and Company re deal status, updates.
12/01/20	Lydia Yale	0.60	Prepare docket report and distribute same.
12/02/20	Kevin Liang	0.10	Correspond with K&E team re work in progress and key dates revisions.
12/02/20	Christopher Marcus, P.C.	0.50	Telephone conference with Company re case status.
12/02/20	Melissa Mertz	1.00	Revise work in progress chart (.9); correspond with N. Adzima re same (.1).
12/02/20	Lydia Yale	0.40	Prepare docket report and distribute same.
12/02/20	Lydia Yale	0.20	Prepare calendar invites for December 3, 2020 hearing.
12/03/20	Nicholas Adzima	1.00	Conferences with working group re strategy, next steps.
12/03/20	Simon Briefel	0.70	Telephone conference with K&E team re status and next steps (.3); telephone conference with Company, Moelis re same (.4).
12/03/20	Stephanie Cohen	0.60	Telephone conference with K&E team re work in progress (.3); status conference with management, K&E team and advisors (.3).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Case Administration

Invoice Number: 1250008081
 Matter Number: 18803-28

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/03/20	Kevin Liang	0.50	Telephone conference with K&E team re work in progress (.2); telephone conference with K&E team, advisors and Company re status (.3).
12/03/20	Courtney Loyack	0.30	Telephone conference with K&E team re updates.
12/03/20	Christopher Marcus, P.C.	0.80	Telephone conference with Moelis re strategy (.3); telephone conference with working group re case status updates (.5).
12/03/20	Rebecca J. Marston	1.30	Telephone conferences with K&E team, Company re cure finalization and work in progress.
12/03/20	Melissa Mertz	1.00	Revise work in progress chart (.3); telephone conference with A. Weinhouse and K&E team re work in progress (.3); revise key dates and deadlines chart (.1); telephone conference with A. Weinhouse, K&E team, advisors and Company re updates and work in progress (.3).
12/03/20	Aisha M. Noor	0.30	Telephone conference with K&E team, advisors re status.
12/03/20	Ashley Pincock	0.50	Telephone conference with advisors re status.
12/03/20	Anna G. Rotman, P.C.	0.40	Participate in all-hand's telephone conference.
12/03/20	Allyson B. Smith	0.90	Prepare for and telephone conference with K&E team (.5); K&E team status conference (.4).
12/03/20	Joe Tobias	0.30	Telephone conference with K&E team re updates.
12/03/20	Lydia Yale	0.30	Prepare docket report and distribute same.
12/03/20	Lydia Yale	0.30	Telephone conference with K&E team re work in progress.
12/04/20	Lydia Yale	0.20	Prepare docket report and distribute same.
12/04/20	Lydia Yale	0.20	Prepare docket report and distribute same.
12/05/20	Evan Swager	0.30	Review, revise work in progress tracker.
12/08/20	Stephanie Cohen	0.10	Review, revise work in progress materials.
12/08/20	Shan A. Khan	0.80	Telephone conference with Company, K&E team, advisors re status.
12/08/20	Melissa Mertz	0.20	Revise work in progress chart.
12/08/20	Lydia Yale	0.30	Prepare docket report and distribute same.
12/08/20	Lydia Yale	0.10	Prepare calendar invite for December 11, 2020 hearing.

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Case Administration

Invoice Number: 1250008081
 Matter Number: 18803-28

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/09/20	Nicholas Adzima	0.50	Conferences with working group re strategy, next steps.
12/09/20	Simon Briefel	0.30	Telephone conference with K&E team re case status, next steps.
12/09/20	Stephanie Cohen	0.40	Telephone conference with K&E team re work in progress (.2); correspond with WTP, M. Mertz re pleadings matters and review correspondence re case updates (.2).
12/09/20	Kevin Liang	0.20	Telephone conference with K&E team re status.
12/09/20	Melissa Mertz	1.00	Revise work in progress chart (.4); telephone conference with A. Weinhouse and K&E team re same (.3); revise critical dates calendar (.3).
12/09/20	Ashley Pincock	0.30	Telephone conference with A. Weinhouse and K&E team re deal status.
12/09/20	Evan Swager	0.30	Telephone conference with K&E team re work in progress.
12/09/20	Sean M. Valentine	0.20	Telephone conference with K&E team re work in progress.
12/09/20	Lydia Yale	0.30	Telephone conference with K&E team re work in progress.
12/09/20	Lydia Yale	0.20	Prepare docket report and distribute same.
12/10/20	Nicholas Adzima	1.00	Telephone conferences with working group re strategy, next steps.
12/10/20	Adam Louis Birnbaum	0.70	Review and analyze emergence checklist in preparation of conference (.2); conference with K&E team, Company and advisors (.5).
12/10/20	Simon Briefel	0.50	Telephone conference with K&E team, Company re status and next steps.
12/10/20	Courtney Loyack	0.60	Telephone conference with K&E team re updates.
12/10/20	Christopher Marcus, P.C.	0.50	Telephone conference with working group re updates.
12/10/20	Melissa Mertz	0.70	Revise critical dates and deadlines chart (.2); telephone conference with A. Weinhouse, K&E team, advisors and Company re updates, work in progress (.5).
12/10/20	Arthur Patrick Muszynski	0.40	Telephone conference with working group re updates.
12/10/20	Aisha M. Noor	0.50	Conference with K&E team, Company and advisors.

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Case Administration

Invoice Number: 1250008081
 Matter Number: 18803-28

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/10/20	Ashley Pincock	0.50	Telephone conference with A. Weinhouse, Company and advisors re status.
12/10/20	Evan Swager	0.40	Telephone conference with Company, advisors, K&E team re next steps and work in progress.
12/10/20	Joe Tobias	0.50	Telephone conference with K&E team re updates.
12/10/20	Sean M. Valentine	0.40	Telephone conference with K&E team re updates.
12/10/20	Lydia Yale	0.20	Prepare docket report and distribute same.
12/10/20	Lydia Yale	0.40	Correspond with CourtCall re setting up appearances for December 11, 2020 hearing.
12/10/20	Lydia Yale	0.30	Prepare calendar invites for December 11, 2020 hearing.
12/11/20	Lydia Yale	0.40	Prepare docket report and distribute same.
12/14/20	Lydia Yale	0.30	Prepare docket report and distribute same.
12/15/20	Nicholas Adzima	2.10	Telephone conferences with K&E team re strategy, next steps (1.4); draft summary and correspond with K&E team re same (.7).
12/15/20	Courtney Loyack	0.30	Telephone conference with K&E team re updates.
12/15/20	Melissa Mertz	0.30	Review and revise work in progress chart (.2); correspond with K. Liang and K&E team re same (.1).
12/15/20	Arthur Patrick Muszynski	0.70	Telephone conference with working group re updates (.2); correspond with K&E team re same (.5).
12/15/20	Joe Tobias	1.40	Telephone conference with local counsel re updates.
12/15/20	Lydia Yale	0.50	Prepare docket report and distribute same.
12/16/20	Stephanie Cohen	0.20	Telephone conference with K&E team re work in progress.
12/16/20	Courtney Loyack	0.70	Telephone conference with K&E team re updates.
12/16/20	Rebecca J. Marston	0.20	Telephone conference with K&E team re work in progress.
12/16/20	Melissa Mertz	0.60	Revise work in progress chart (.4); telephone conference with A. Weinhouse and K&E team re same (.2).
12/16/20	Sean M. Valentine	0.20	Telephone conference with K&E team re work in progress.

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Case Administration

Invoice Number: 1250008081
 Matter Number: 18803-28

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/16/20	Lydia Yale	0.20	Telephone conference with K&E team re work in progress.
12/16/20	Lydia Yale	0.30	Prepare docket report and distribute same.
12/17/20	Nicholas Adzima	1.00	Telephone conferences with K&E team, Company, working group re updates, strategy and next steps.
12/17/20	Stephanie Cohen	0.40	Telephone conference with K&E team, Company, advisors re case status (.2); review, revise K&E rate notice (.2).
12/17/20	Kevin Liang	0.20	Telephone conference with K&E team re updates.
12/17/20	Courtney Loyack	0.30	Telephone conference with K&E team re updates.
12/17/20	Christopher Marcus, P.C.	0.50	Telephone conference with working group re updates.
12/17/20	Melissa Mertz	0.30	Telephone conference with A. Weinhouse and K&E team, advisors and Company re deal updates, work in progress.
12/17/20	Arthur Patrick Muszynski	0.30	Telephone conference with working group re updates.
12/17/20	Joe Tobias	0.20	Telephone conference with K&E team re updates.
12/17/20	Sean M. Valentine	0.20	Telephone conference with working group re updates.
12/17/20	Lydia Yale	0.30	Prepare docket report and distribute same.
12/18/20	Lydia Yale	0.50	Prepare docket report and distribute same.
12/18/20	Lydia Yale	0.40	Correspond with CourtCall re appearances into December 21, 2020 hearing.
12/19/20	Lydia Yale	0.90	Prepare calendar invites for appearances into December 19, 2020 hearing.
12/21/20	Lydia Yale	0.80	Prepare docket report and distribute same.
12/22/20	Lydia Yale	0.40	Prepare docket report and distribute same.
12/23/20	Lydia Yale	0.60	Prepare docket report and distribute same.
Total		46.30	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

March 4, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250008082

Client Matter: 18803-31

In the Matter of Claims Administration

For legal services rendered through December 23, 2020
(see attached Description of Legal Services for detail)

\$ 12,212.50

Total legal services rendered

\$ 12,212.50

Legal Services for the Period Ending December 23, 2020
Extraction Oil & Gas, Inc.
Claims Administration

Invoice Number: 1250008082
Matter Number: 18803-31

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	8.10	845.00	6,844.50
Kevin Liang	1.20	740.00	888.00
Rebecca J. Marston	3.10	610.00	1,891.00
Melissa Mertz	3.60	610.00	2,196.00
Allyson B. Smith	0.30	1,035.00	310.50
Lydia Yale	0.30	275.00	82.50
TOTALS	16.60		\$ 12,212.50

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Claims Administration

Invoice Number: 1250008082
 Matter Number: 18803-31

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/01/20	Nicholas Adzima	1.00	Correspond with working group, counterparties re claims matters.
12/01/20	Kevin Liang	0.30	Review claims issues and correspond with K&E team re same.
12/02/20	Nicholas Adzima	1.10	Conferences with working group re claims status (.6); correspond with working group re same (.5).
12/03/20	Nicholas Adzima	2.10	Conferences with K&E team, A&M re claims status and treatment (.8); research re same (.5); correspond with working group re same (.8).
12/06/20	Kevin Liang	0.10	Correspond with K&E team re claims objection and conflicts matters.
12/08/20	Nicholas Adzima	1.10	Conferences with A&M re claims considerations (.5); review, analyze materials re same (.3); correspond with counterparty counsel re same (.3).
12/08/20	Kevin Liang	0.40	Telephone conference with K&E team and WTP re claims objection.
12/08/20	Rebecca J. Marston	0.80	Correspond with WTP re claims (.3); telephone conference with K&E team and WTP re same (.5).
12/08/20	Melissa Mertz	1.10	Telephone conference with A. Weinhouse, K. Liang, R. Marston and WTP re claims administration (.5); correspond with WTP re claims conflicts matters (.6).
12/08/20	Allyson B. Smith	0.30	Telephone conference with WTP re omnibus claims objection procedures.
12/09/20	Lydia Yale	0.30	Compile proofs of claim.
12/10/20	Nicholas Adzima	2.20	Correspond with counterparties re claims issues (.9); correspond with A&M re same (.6); review, analyze materials re same (.7).
12/10/20	Rebecca J. Marston	0.30	Correspond with M. Mertz re claims tracker.
12/14/20	Rebecca J. Marston	0.50	Review, revise first omnibus objection.
12/21/20	Nicholas Adzima	0.60	Conferences with working group re claims process.
12/22/20	Kevin Liang	0.40	Review, comment on omnibus claims objections and correspond with K&E team re same.

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Claims Administration

Invoice Number: 1250008082
 Matter Number: 18803-31

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/22/20	Rebecca J. Marston	1.50	Review and revise first omnibus claims objection.
12/22/20	Melissa Mertz	0.90	Revise omnibus claims objections.
12/23/20	Melissa Mertz	1.10	Revise omnibus claims objections (1.0); correspond with A. Weinhouse re same (.1).
12/23/20	Melissa Mertz	0.50	Research re proofs of claim (.4); correspond with R. Fiedler re same (.1).
Total		16.60	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

March 4, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250008083

Client Matter: 18803-32

In the Matter of Committee Matters

For legal services rendered through December 23, 2020
(see attached Description of Legal Services for detail)

\$ 14,460.00

Total legal services rendered

\$ 14,460.00

Legal Services for the Period Ending December 23, 2020
Extraction Oil & Gas, Inc.
Committee Matters

Invoice Number: 1250008083
Matter Number: 18803-32

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	2.00	845.00	1,690.00
Simon Briefel	0.30	845.00	253.50
Ross Fiedler	0.50	845.00	422.50
Christopher Fox	0.50	1,085.00	542.50
Christopher Marcus, P.C.	5.60	1,635.00	9,156.00
Melissa Mertz	0.30	610.00	183.00
Allyson B. Smith	1.80	1,035.00	1,863.00
Joe Tobias	0.30	1,165.00	349.50
TOTALS	11.30		\$ 14,460.00

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Committee Matters

Invoice Number: 1250008083
 Matter Number: 18803-32

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/01/20	Simon Briefel	0.30	Telephone conference with Stroock re deal status, next steps.
12/01/20	Ross Fiedler	0.50	Telephone conference with Stroock, K&E team re deal status and outstanding issue.
12/01/20	Melissa Mertz	0.30	Telephone conference with A. Weinhouse, K&E team, UCC counsel re updates.
12/01/20	Allyson B. Smith	0.60	Telephone conference with Stroock re status updates.
12/02/20	Nicholas Adzima	0.80	Correspond with working group re UCC requests.
12/02/20	Christopher Marcus, P.C.	0.50	Telephone conference with UCC re status.
12/03/20	Christopher Marcus, P.C.	0.50	Telephone conference with UCC re settlement.
12/03/20	Allyson B. Smith	0.60	Correspond with UCC re midstream counterparty, chambers conference and plan issues.
12/04/20	Christopher Marcus, P.C.	0.50	Review UCC settlement term sheet.
12/08/20	Allyson B. Smith	0.30	Telephone conference with E. Gilad re plan proposals.
12/09/20	Christopher Marcus, P.C.	0.50	Telephone conference with UCC re settlement.
12/10/20	Christopher Marcus, P.C.	1.40	Telephone conferences with UCC, K&E team re settlement proposal.
12/10/20	Allyson B. Smith	0.30	Telephone conference with Paul Weiss, UCC re UCC settlement proposal.
12/14/20	Christopher Marcus, P.C.	1.20	Telephone conferences with K&E team, UCC re midstream matters.
12/16/20	Nicholas Adzima	1.20	Prepare for and conferences with UCC, K&E team re plan and GUC rights offering.
12/16/20	Christopher Fox	0.50	Telephone conference with Stroock re rights offering.
12/16/20	Christopher Marcus, P.C.	0.50	Telephone conference with Stroock re midstream settlement status.
12/16/20	Joe Tobias	0.30	Telephone conference with UCC counsel re midstream negotiations.

Legal Services for the Period Ending December 23, 2020
Extraction Oil & Gas, Inc.
Committee Matters

Invoice Number: 1250008083
Matter Number: 18803-32

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/17/20	Christopher Marcus, P.C.	0.50	Telephone conferences with UCC re settlement.
Total		11.30	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

March 4, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250008084

Client Matter: 18803-33

In the Matter of Corporate and Governance Matters

For legal services rendered through December 23, 2020
(see attached Description of Legal Services for detail)

\$ 112,708.50

Total legal services rendered

\$ 112,708.50

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Corporate and Governance Matters

Invoice Number: 1250008084
 Matter Number: 18803-33

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Adam Louis Birnbaum	0.80	740.00	592.00
Mark Dundon, P.C.	0.70	1,360.00	952.00
Bryan D. Flannery	0.80	1,135.00	908.00
Christopher Fox	3.10	1,085.00	3,363.50
Christopher S.C. Heasley	0.50	1,165.00	582.50
Carla A.R. Hine	1.80	1,165.00	2,097.00
Sherie Hollinger	0.40	375.00	150.00
Stephen Jacobson, P.C.	0.50	1,365.00	682.50
Stephanie Jeane	0.20	1,135.00	227.00
Steven R. Lackey	7.30	965.00	7,044.50
Andrew L. Lombardo	13.50	965.00	13,027.50
James Long	5.80	965.00	5,597.00
Courtney Loyack	3.40	785.00	2,669.00
Christopher Marcus, P.C.	2.20	1,635.00	3,597.00
Shaun J. Mathew, P.C.	1.00	1,215.00	1,215.00
Mitch McClellan	5.20	1,135.00	5,902.00
Arthur Patrick Muszynski	23.10	740.00	17,094.00
Nick Niles	0.50	1,115.00	557.50
Aisha M. Noor	0.20	965.00	193.00
Adrianna Ryba	3.50	385.00	1,347.50
Julian J. Seiguer, P.C.	18.20	1,495.00	27,209.00
Joe Tobias	0.30	1,165.00	349.50
Sean M. Valentine	8.60	610.00	5,246.00
Enoch Varner	9.90	1,195.00	11,830.50
Lydia Yale	1.00	275.00	275.00
TOTALS	112.50		\$ 112,708.50

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Corporate and Governance Matters

Invoice Number: 1250008084
 Matter Number: 18803-33

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/01/20	Andrew L. Lombardo	0.80	Follow up with counsel to ad hoc group and DIP lender re emergence governance documents (.4); correspond re same with ad hoc counsel and K&E team (.4).
12/01/20	Courtney Loyack	3.40	Review and revise warrant agreement.
12/01/20	Arthur Patrick Muszynski	1.90	Review and revise registration rights agreement (1.3); correspond with K&E team re same (.6).
12/01/20	Julian J. Seiguer, P.C.	1.00	Analyze corporate and securities matters.
12/01/20	Joe Tobias	0.30	Review warrant agreement.
12/02/20	Julian J. Seiguer, P.C.	1.50	Analyze corporate and securities matters.
12/03/20	Carla A.R. Hine	0.50	Prepare HSR notification.
12/03/20	Mitch McClellan	2.00	Analyze and revise exit credit agreement.
12/03/20	Adrianna Ryba	1.50	Revise Hart-Scott-Rodino form (.3); correspond with working group re Hart-Scott-Rodino filing (.5); sanitize, OCR, and label exhibits (.5); prepare materials re same (.2).
12/03/20	Julian J. Seiguer, P.C.	1.30	Analyze corporate and securities matters.
12/03/20	Lydia Yale	1.00	Compile senior indenture notes and pre-petition RBL loan agreement.
12/04/20	Carla A.R. Hine	1.00	Prepare and submit HSR notification.
12/04/20	Andrew L. Lombardo	6.00	Review, revise Paul Weiss drafts of emergence bylaws and certificate of incorporation (4.6); correspond with E. Christ, E. Varner, A. Weinhouse and J. Long re same (1.2); coordinate filing with Paul Weiss (.2).
12/04/20	James Long	2.50	Review bylaws and certificate of incorporation prepared by creditor's counsel (2.0); correspond with A. Lombardo and E. Varner re same (.5).
12/04/20	Christopher Marcus, P.C.	1.00	Telephone conference with Company and advisors re listing.
12/04/20	Arthur Patrick Muszynski	1.00	Draft, revise and review warrant agreement (.6); telephone conference with S. Valentine re same and closing checklist (.4).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Corporate and Governance Matters

Invoice Number: 1250008084
 Matter Number: 18803-33

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/04/20	Adrianna Ryba	1.00	Revise and file Hart-Scott-Rodino form (.2); correspond with working group re Hart-Scott-Rodino filing (.1); organize materials re same (.2); sanitize, OCR, and label exhibits (.3); prepare zip (.2).
12/04/20	Julian J. Seiguer, P.C.	1.80	Analyze corporate and securities matters.
12/07/20	Mark Dundon, P.C.	0.70	Review warrant agreement.
12/07/20	Christopher Fox	0.30	Follow up with Company re OTCQX diligence (.1); review Nasdaq listing materials (.2).
12/07/20	Christopher Marcus, P.C.	0.80	Telephone conference with UCC re settlements.
12/07/20	Arthur Patrick Muszynski	1.20	Telephone conference with C. Fox and S. Valentine re stock listing (.3); research and review requirements re same (.5); correspond with K&E team re same (.4).
12/07/20	Adrianna Ryba	0.50	Update Hart-Scott-Rodino Relativity database and prepare re same.
12/07/20	Julian J. Seiguer, P.C.	1.30	Analyze corporate and securities matters.
12/08/20	Christopher Fox	1.00	Research round lot holder exclusions under NYSE and Nasdaq listing standards.
12/08/20	Christopher Marcus, P.C.	0.40	Telephone conference with UCC re settlement.
12/08/20	Mitch McClellan	3.20	Prepare for and telephone conference with Company re exit credit agreement (.8); prepare for and telephone conference with Bracewell and Company re exit credit agreement (1.1); analyze and review exit credit agreement (1.3).
12/08/20	Julian J. Seiguer, P.C.	1.80	Analyze corporate and securities matters.
12/08/20	Sean M. Valentine	0.20	Telephone conference with C. Fox and A. Muszynski re NASDAQ listing next steps.
12/09/20	Christopher S.C. Heasley	0.50	Correspond with K&E team re corporate and governance matters.
12/09/20	Nick Niles	0.50	Review and comment on FCPA policies and procedures.
12/09/20	Julian J. Seiguer, P.C.	1.00	Analyze corporate and securities matters.
12/10/20	Julian J. Seiguer, P.C.	0.50	Analyze corporate and securities matters.
12/11/20	Julian J. Seiguer, P.C.	0.80	Analyze corporate and securities matters.

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Corporate and Governance Matters

Invoice Number: 1250008084
 Matter Number: 18803-33

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/13/20	Arthur Patrick Muszynski	1.10	Correspond with K&E team re general unsecured rights offering procedures (.5); analyze and review procedures re same (.6).
12/14/20	Bryan D. Flannery	0.60	Correspond with K&E team re emergence matters (.3); review settlement term sheet (.3).
12/14/20	Andrew L. Lombardo	2.60	Review Elevation settlement term sheet (.3); prepare unanimous written consent of Company board re Elevation agreements (2.0); correspond with E. Varner and A. Weinhouse re same (.3).
12/14/20	Arthur Patrick Muszynski	2.20	Analyze and review general unsecured claim rights offering and equity rights offering procedures (1.2); correspond with K&E team re same (1.0).
12/14/20	Julian J. Seiguer, P.C.	0.80	Analyze corporate and securities matters.
12/14/20	Enoch Varner	3.80	Review, analyze comments to charter and bylaws and prepare comments to same.
12/15/20	Christopher Fox	1.00	Revise Nasdaq listing application.
12/15/20	Arthur Patrick Muszynski	0.40	Correspond with R. Ahlstrom re year-end filings.
12/15/20	Julian J. Seiguer, P.C.	1.00	Analyze corporate and securities matters.
12/16/20	Arthur Patrick Muszynski	1.70	Telephone conference with K&E team re emergence timeline (.3); draft and review checklist re equity and governance matters (.7); correspond with K&E team re same (.7).
12/16/20	Julian J. Seiguer, P.C.	1.30	Analyze corporate and securities matters.
12/17/20	Christopher Fox	0.30	Telephone conference with Nasdaq re listing timeline.
12/17/20	James Long	1.20	Review and revise indemnification agreement (.5); research indemnification agreement precedent (.5); correspond with E. Varner re same (.2).
12/17/20	Arthur Patrick Muszynski	2.10	Telephone conference with Nasdaq re listing process (.3); draft, review and revise confirmation 8-K (1.3); correspond with K&E team re same (.5).
12/17/20	Julian J. Seiguer, P.C.	1.50	Analyze corporate and securities matters.
12/17/20	Enoch Varner	2.80	Review revised indemnification agreement and prepare comments to same.
12/17/20	Enoch Varner	1.80	Prepare comments to updated indemnification agreement.

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Corporate and Governance Matters

Invoice Number: 1250008084
 Matter Number: 18803-33

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/18/20	James Long	2.10	Review and revise indemnification agreement (2.0); correspond with E. Varner and E. Christ re same (.1).
12/18/20	Arthur Patrick Muszynski	2.40	Draft, review and revise form 8-K re confirmation order (1.6); telephone conference with American Stock Transfer & Trust Company re listing (.4); correspond with K&E team re same (.4).
12/18/20	Sean M. Valentine	4.90	Telephone conference with ATC re cancellation of existing shares and issuance of new shares (.2); draft and revise confirmation 8-K (3.0); revise same (1.7).
12/18/20	Enoch Varner	1.50	Review, analyze updated charter and bylaws (1.0); correspond with K&E team re same (.5).
12/20/20	Shaun J. Mathew, P.C.	1.00	Review and revise bylaws.
12/20/20	Julian J. Seiguer, P.C.	1.30	Analyze corporate and securities matters.
12/21/20	Bryan D. Flannery	0.20	Telephone conference with K&E team re cutback mechanics.
12/21/20	Carla A.R. Hine	0.30	Circulate notice of early termination of HSR waiting period.
12/21/20	Steven R. Lackey	2.10	Review NASDAQ listing application and summarize open items remaining on NASDAQ listing application.
12/21/20	Arthur Patrick Muszynski	1.40	Draft, revise and review Nasdaq listing application materials (.8); correspond with K&E team re same (.6).
12/21/20	Adrianna Ryba	0.50	Correspond with working group re early termination (.2); update Hart-Scott-Rodino Relativity database (.2); organize materials re same (.1).
12/21/20	Julian J. Seiguer, P.C.	1.30	Analyze corporate and securities matters.
12/21/20	Sean M. Valentine	1.50	Research precedent for Nasdaq listing board resolutions (1.0); research precedent for form 8-A (.5).
12/22/20	Steven R. Lackey	1.30	Coordinate re CUSIP application (.4); review CUSIP application (.5); conference with CUSIP Global Services Representative re CUSIP application (.4).
12/22/20	Andrew L. Lombardo	4.10	Review, revise emergence corporate governance and charter documents (4.0); correspond with E. Varner (.1).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Corporate and Governance Matters

Invoice Number: 1250008084
 Matter Number: 18803-33

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/22/20	Arthur Patrick Muszynski	3.80	Telephone conference with R. Ahlstrom re form 10-K requirements (.7); draft, revise and prepare Nasdaq listing application materials (1.5); draft form 8-K re confirmation (1.2); correspond with K&E team re same (.4).
12/22/20	Sean M. Valentine	2.00	Draft and revise SEC for 8-A (1.2); telephone conference with S. Lackey and CUSIP Global Services (.2); prepare CUSIP application for listing of new shares (.6).
12/23/20	Adam Louis Birnbaum	0.80	Telephone conference with A. Muszynski re 8-K on plan re exit financing (.4); review and analyze draft 8-K re confirmation of plan (.4).
12/23/20	Christopher Fox	0.50	Review and provide comments to form 8-K re confirmation.
12/23/20	Sherie Hollinger	0.40	Obtain long-form Delaware Good Standing for Extraction Oil & Gas, Inc. (.2); correspond with K&E team re same (.2).
12/23/20	Stephen Jacobson, P.C.	0.50	Review and analyze 8-K disclosure matters.
12/23/20	Stephanie Jeane	0.20	Review Form 8-K re confirmation.
12/23/20	Steven R. Lackey	3.90	Review Company responses to open questions re NASDAQ application (.8); revise and submit NASDAQ application (1.8); review form 10-Qs and other public filings to confirm pertinent disclosure for NASDAQ application (1.3).
12/23/20	Arthur Patrick Muszynski	3.90	Draft, review and revise Nasdaq listing application materials (.8); draft and review confirmation 8-K (2.5); correspond with K&E team re same (.6).
12/23/20	Aisha M. Noor	0.20	Review and comment on draft 8-K re plan confirmation.
Total		112.50	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

March 4, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250008085

Client Matter: 18803-34

In the Matter of Vendor and Creditor Communications

For legal services rendered through December 23, 2020
(see attached Description of Legal Services for detail)

\$ 7,384.50

Total legal services rendered

\$ 7,384.50

Legal Services for the Period Ending December 23, 2020
Extraction Oil & Gas, Inc.
Vendor and Creditor Communications

Invoice Number: 1250008085
Matter Number: 18803-34

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	6.90	845.00	5,830.50
Evan Swager	2.10	740.00	1,554.00
TOTALS	9.00		\$ 7,384.50

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Vendor and Creditor Communications

Invoice Number: 1250008085
 Matter Number: 18803-34

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/01/20	Evan Swager	0.40	Correspond with KCC, A. Weinhouse and K&E team re creditor inquiry.
12/02/20	Evan Swager	0.40	Correspond with A. Weinhouse, KCC and creditor re inquiry.
12/03/20	Evan Swager	0.60	Correspond with N. Adzima, A. Weinhouse and KCC creditors re inquiries.
12/07/20	Evan Swager	0.30	Correspond with A. Weinhouse, KCC and creditors re inquiries.
12/10/20	Nicholas Adzima	2.10	Review, revise settlement agreements with vendors (1.8); correspond with working group re same (.3).
12/11/20	Nicholas Adzima	1.80	Telephone conferences with vendor counsel re supplemental agreement (.6); review, revise supplemental agreement (.9); correspond with K&E team, Company re same (.3).
12/21/20	Evan Swager	0.40	Correspond with creditors, N. Adzima re inquiries.
12/23/20	Nicholas Adzima	3.00	Correspond with K&E team re vendor and creditor inquiries (.5); research re same (2.5).
Total		9.00	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

March 4, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250008086
Client Matter: 18803-35

In the Matter of Disclosure Statement/Plan/Confirmation

For legal services rendered through December 23, 2020
(see attached Description of Legal Services for detail)

\$ 689,444.50

Total legal services rendered

\$ 689,444.50

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250008086
 Matter Number: 18803-35

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	168.10	845.00	142,044.50
Jamie Alan Aycock	8.20	1,145.00	9,389.00
Brooksany Barrowes	3.80	1,345.00	5,111.00
Simon Briefel	46.20	845.00	39,039.00
Stephanie Cohen	10.20	845.00	8,619.00
Ross Fiedler	58.70	845.00	49,601.50
Grant Jones	21.50	835.00	17,952.50
Ammaar Joya	3.50	740.00	2,590.00
Angela Leonard	5.80	375.00	2,175.00
Kevin Liang	0.20	740.00	148.00
Courtney Loyack	0.20	785.00	157.00
Christopher Marcus, P.C.	34.30	1,635.00	56,080.50
Rebecca J. Marston	16.50	610.00	10,065.00
Rebekah Sills McEntire	4.00	1,025.00	4,100.00
Melissa Mertz	41.90	610.00	25,559.00
Orla Patricia O'Callaghan	1.90	835.00	1,586.50
Anna G. Rotman, P.C.	17.50	1,425.00	24,937.50
Allyson B. Smith	178.00	1,035.00	184,230.00
Evan Swager	88.80	740.00	65,712.00
Joe Tobias	1.50	1,165.00	1,747.50
Morgan Willis	6.30	340.00	2,142.00
Dustin Lyle Womack	8.10	725.00	5,872.50
Lydia Yale	9.00	275.00	2,475.00
Kenneth A. Young	26.90	1,045.00	28,110.50
TOTALS	761.10		\$ 689,444.50

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250008086
 Matter Number: 18803-35

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/01/20	Jamie Alan Aycock	1.80	Participate in update telephone conferences re midstream issues and confirmation issues (1.2); review liquidation analysis and correspond with J. Grady re same (.6).
12/01/20	Ross Fiedler	1.00	Telephone conference with Paul Weiss, K&E team re case update and next steps (.5); telephone conference with Company, Company advisors re case strategy and next steps (.5).
12/01/20	Courtney Loyack	0.20	Telephone conference with Paul Weiss, K&E team re case update and next steps.
12/01/20	Christopher Marcus, P.C.	0.30	Telephone conference with Paul Weiss re case status.
12/01/20	Rebecca J. Marston	2.70	Correspond with E. Swager re Moelis declaration (.2); correspond with M. Mertz re confirmation brief (.3); review and revise Moelis declaration (.9); correspond with N. Adzima re same (.1); review and revise confirmation brief (1.2).
12/01/20	Melissa Mertz	3.40	Revise confirmation brief (1.9); draft declaration in support of confirmation (1.3); correspond with E. Swager re same (.2).
12/01/20	Melissa Mertz	0.30	Telephone conference with A. Weinhouse, K&E team, Paul Weiss re updates.
12/01/20	Anna G. Rotman, P.C.	0.30	Conferences with bondholders' counsel re global settlement.
12/01/20	Allyson B. Smith	3.60	Telephone conference with Paul Weiss re status updates (.6); review, address plan and confirmation matters (3.0).
12/01/20	Evan Swager	7.40	Review, revise Moelis declaration in support of confirmation (1.5); review, revise A&M declaration in support of confirmation (2.4); review, revise Company declaration in support of confirmation (3.2); correspond with M. Mertz, R. Marston re same (.3).
12/01/20	Dustin Lyle Womack	0.10	Review and analyze Platte River confirmation offer.
12/02/20	Nicholas Adzima	1.50	Draft plan supplement materials (.9); correspond with working group re same (.6).
12/02/20	Christopher Marcus, P.C.	0.30	Review correspondence re releases.

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250008086
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/02/20	Christopher Marcus, P.C.	1.00	Telephone conference with Moelis re business plan (.5); telephone conference with Company re business plan (.5).
12/02/20	Rebecca J. Marston	0.10	Review and revise emergence checklist.
12/02/20	Melissa Mertz	4.50	Draft and revise declaration in support of confirmation (4); telephone conference and correspond with E. Swager re same (.5).
12/02/20	Allyson B. Smith	4.40	Telephone conference with K&E team, Moelis, Company re business plan (.8); telephone conference with Paul Weiss, Stroock, K&E team re plan issues and next steps (.7); review, address plan and confirmation issues (1.9); telephone conference with K&E team and Company re emergence considerations (1.0).
12/02/20	Evan Swager	5.60	Review, revise Moelis declaration in support of confirmation (1.3); review, revise A&M declaration in support of confirmation (1.4); review, revise Company declaration in support of confirmation (2.9).
12/03/20	Nicholas Adzima	3.10	Review, revise plan supplement (1.6); correspond with working group re same (.6); telephone conference conferences with working group re same (.9).
12/03/20	Jamie Alan Aycock	1.40	Conference with K. Voelte re valuation analysis (.3); review liquidation analysis and related correspondence and correspond with J. Grady re same (.8); correspond with J. Grady re valuation report (.3).
12/03/20	Simon Briefel	0.30	Review, revise emergence checklist.
12/03/20	Ross Fiedler	1.00	Telephone conference with A. Weinhouse, K&E team re case strategy and next steps (.5); telephone conference with Company and Company advisors re same (.5).
12/03/20	Christopher Marcus, P.C.	0.40	Telephone conference with Paul Weiss re status.
12/03/20	Rebecca J. Marston	1.10	Review and revise Moelis declaration.
12/03/20	Melissa Mertz	4.50	Revise declaration in support of plan confirmation (3.2); correspond with E. Swager re same (.3); telephone conference with A. Weinhouse, K&E team and advisors re cure finalization (.5); research Delaware Bankruptcy Court local rules re same (.5).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250008086
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/03/20	Orla Patricia O'Callaghan	0.40	Attend Zoom with Moelis re confirmation schedule.
12/03/20	Allyson B. Smith	1.20	Correspond with K&E team, Paul Weiss re plan supplement filing (.4); review, comment on same (.8).
12/03/20	Evan Swager	2.00	Review, revise declarations in support of confirmation (1.8); correspond with R. Marston re same (.2).
12/04/20	Nicholas Adzima	5.10	Review, revise plan supplement (2.1); prepare for filing (1.1); telephone conferences with working group re same (.6); correspond with working group re same (1.3).
12/04/20	Simon Briefel	0.40	Analyze confirmation objection.
12/04/20	Rebecca J. Marston	1.30	Review and revise Moelis declaration.
12/04/20	Allyson B. Smith	4.50	Comment on, finalize and coordinate filing of plan supplement (3.6); correspond with working group re same (.4); telephone conference with Paul Weiss, Stroock, K&E team re plan settlement and next steps (.5).
12/05/20	Nicholas Adzima	1.10	Telephone conferences with KCC re plan supplement (.4); correspond with working group re same (.3); revise materials re same (.4).
12/05/20	Evan Swager	3.50	Review, revise declarations in support of confirmation.
12/06/20	Nicholas Adzima	2.70	Telephone conferences with working group re status update re settlement negotiations (1.1); review, analyze materials re same (.6); review, revise confirmation brief re same (1.0).
12/06/20	Ross Fiedler	3.00	Correspond with K&E team re Elevation commercial documents (.2); review, revise same (.4); review, revise confirmation order (1.9); review REP settlement motion (.5).
12/06/20	Evan Swager	1.90	Review, revise declarations in support of confirmation.
12/07/20	Nicholas Adzima	4.80	Review, revise confirmation pleadings (1.9); correspond with working group re cure objections (1.4); correspond with working group re plan supplement (.9); telephone conference with working group re settlement structure (.6).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250008086
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/07/20	Simon Briefel	0.50	Telephone conference with Paul Weiss, K&E team re global settlement (.3); follow up re same (.2).
12/07/20	Christopher Marcus, P.C.	0.60	Telephone conference re settlement structure with Paul Weiss.
12/07/20	Rebecca J. Marston	2.80	Correspond with WTP re objections (.9); review, revise Moelis declaration (1.9).
12/07/20	Melissa Mertz	1.00	Draft declaration in support of plan confirmation.
12/07/20	Allyson B. Smith	9.30	Review, revise, comment on confirmation documents (3.2); multiple telephone conferences with working group re same (4.3); correspond with K&E team re strategy (1.3); review objections to plan (.5).
12/08/20	Nicholas Adzima	3.30	Review, revise confirmation materials (1.1); correspond with working group re cure considerations (.9); telephone conferences with working group re confirmation considerations (1.0); review, revise declarations re same (.3).
12/08/20	Simon Briefel	2.70	Telephone conference with parties re settlement (.4); correspond with K&E team re same (.5); correspond with claimants re plan objections (.4); analyze same (.6); draft confirmation objection tracker (.8).
12/08/20	Ross Fiedler	0.30	Correspond with Whiteford, K&E team re confirmation order issues.
12/08/20	Christopher Marcus, P.C.	0.60	Telephone conference with Paul Weiss re settlements.
12/08/20	Melissa Mertz	0.40	Draft declaration in support of confirmation.
12/08/20	Allyson B. Smith	1.40	Correspond with C. Hopkins re settlement terms (.1); telephone conference with working group re bondholder proposal (1.0); telephone conference with C. Marcus re same (.1); telephone conference with Paul Weiss re same (.2).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250008086
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/09/20	Nicholas Adzima	4.90	Review, revise confirmation materials (1.1); review, revise materials re cure objection issues (1.0); correspond with A&M re same (1.1); telephone conferences with working group re same (.8); draft responses re disputed cure considerations (.6); correspond with working group re confirmation considerations (.3).
12/09/20	Simon Briefel	2.80	Review confirmation objections (.7); telephone conference with claimant re same (.2); draft, revise confirmation objection chart (1.3); correspond with K&E team re confirmation objection (.6).
12/09/20	Ross Fiedler	2.50	Telephone conference with A. Weinhouse, K&E team re case strategy and next steps (.5); review, revise confirmation order language re Incline (.4); correspond with A. Weinhouse, K&E team re confirmation order issues (.2); revise confirmation order (.4); telephone conference with Chubb re same (.3); correspond with Chubb re same (.1); telephone conference with Moelis, Company, K&E team and A&M re business plan issues (.6).
12/09/20	Christopher Marcus, P.C.	0.90	Review correspondence re settlement timeline and telephone conference with Paul Weiss re same.
12/09/20	Christopher Marcus, P.C.	0.80	Telephone conference with management and Moelis re business plan.
12/09/20	Rebecca J. Marston	1.80	Review correspondence re confirmation issues (.1); telephone conference with K&E team re work in process (.3); review and revise claims tracker (1.1); correspond with M. Mertz re same (.2); correspond with N. Adzima re Moelis declaration (.1).
12/09/20	Melissa Mertz	5.50	Draft and revise declaration in support of plan confirmation (3.9); correspond with E. Swager re same (.4); revise form proof of claim (.7); telephone conference with A. Weinhouse, K&E team and Company re confirmation issue (.5).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250008086
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/09/20	Allyson B. Smith	10.30	Review, revise, comment on confirmation documents (3.2); multiple telephone conferences with working group re same (4.3); correspond with K&E team re strategy (1.3); review objections to plan (1.5).
12/09/20	Evan Swager	2.10	Review, revise declarations in support of confirmation.
12/10/20	Nicholas Adzima	3.40	Correspond with working group re plan objections (1.5); review, revise cure objection considerations (.9); telephone conferences with A&M, K&E team re same (.6); review, analyze materials re same (.4).
12/10/20	Brooksany Barrowes	0.50	Address questions about arguments opposing plan confirmation.
12/10/20	Simon Briefel	1.50	Review, revise confirmation objection chart (1.0); correspond with K&E team re confirmation objection (.5).
12/10/20	Ross Fiedler	1.40	Telephone conference with Company, Company advisors re case strategy and next steps (.5); correspond with N. Adzima re surety confirmation issue (.2); review, revise confirmation order (.7).
12/10/20	Rebecca J. Marston	0.80	Review and revise confirmation order (.3); telephone conference with K&E team, Moelis, A&M and Company re work in process (.5).
12/10/20	Melissa Mertz	0.50	Revise cure objection tracker.
12/10/20	Allyson B. Smith	0.30	Review Paul Weiss settlement proposal.
12/10/20	Evan Swager	6.70	Review, revise Company declaration in support of confirmation (3.0); review, revise Moelis declaration in support of confirmation (.8); review, revise A&M declaration in support of confirmation (2.6); research re confirmation language order (.3).
12/11/20	Nicholas Adzima	5.20	Review, revise confirmation materials (2.3); telephone conferences with objecting parties re open issues (1.4); telephone conferences with K&E team, A&M re plan and cure objections (1.1); review, analyze tracker re same (.4).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250008086
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/11/20	Simon Briefel	2.00	Correspond with K&E team re confirmation objections and confirmation objection tracker (.6); revise confirmation objection tracker (1.0); analyze issues re same (.4).
12/11/20	Ross Fiedler	0.90	Correspond with E. Swager re Chubb confirmation language (.2); review, revise same (.4); revise confirmation order (.3).
12/11/20	Christopher Marcus, P.C.	1.30	Telephone conferences with UCC, Paul Weiss re settlement.
12/11/20	Melissa Mertz	0.30	Revise cure objection tracker.
12/11/20	Allyson B. Smith	7.00	Review confirmation order (2.1); review confirmation brief (2.8); review confirmation objection chart (2.1).
12/11/20	Evan Swager	3.80	Research re confirmation order language (1.7); review, revise same (2.1).
12/12/20	Nicholas Adzima	2.80	Review, revise confirmation brief (1.7); review, revise cure and plan objection trackers (.9); correspond with K&E team re same (.2).
12/12/20	Simon Briefel	1.90	Draft, revise confirmation objection chart (1.7); correspond with K&E team re same (.2).
12/12/20	Ammaar Joya	1.40	Review FERC objection (.6); draft response re same (.8).
12/13/20	Nicholas Adzima	3.10	Review, revise confirmation brief and declarations (2.5); correspond with K&E team re same (.6).
12/13/20	Simon Briefel	1.30	Research confirmation objections (.7); correspond with claimant re same (.6).
12/13/20	Evan Swager	2.70	Review, revise confirmation brief (2.4); correspond with N. Adzima re same (.3).
12/14/20	Nicholas Adzima	10.60	Review, revise confirmation brief (4.0); research re same (2.1); telephone conferences with K&E team re same (1.5); review, revise tracker (.9); review, revise declarations re same (2.1).
12/14/20	Simon Briefel	5.20	Telephone conference with K&E team re confirmation (.3); analyze confirmation issues (1.6); correspond with K&E team re same (.7); draft, revise confirmation objection chart (2.6).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250008086
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/14/20	Ross Fiedler	0.80	Correspond with Chubb, Paul Weiss re confirmation order (.3); telephone conference with A. Weinhouse, K&E team re case strategy (.5).
12/14/20	Kevin Liang	0.20	Draft, review plan exclusivity motion.
12/14/20	Rebecca J. Marston	1.30	Correspond with E. Swager, M. Mertz re cure objections (.7); correspond with E. Swager re U.S. Trustee objection (.1); review, revise reply to U.S. Trustee objection (.5).
12/14/20	Melissa Mertz	9.40	Review, revise omnibus claims objection (1.0); research precedent re plan confirmation objections (4.0); revise confirmation brief (3.9); correspond with E. Swager re same (.5).
12/14/20	Allyson B. Smith	14.10	Review, revise, comment on confirmation documents (6.6); multiple telephone conferences with working group re same (4.7); correspond with K&E team re strategy (1.7); review objections to plan (1.1).
12/14/20	Evan Swager	10.40	Review, revise brief (4.0); review, revise objection responses re same (3.5); research re same (1.7); revise objection tracker (.4); correspond with N. Adzima, K&E team, Moelis re same (.3); telephone conference with S. Briefel, N. Adzima, R. Fiedler re same (.5).
12/14/20	Lydia Yale	0.70	Draft plan exclusivity extension motion.
12/15/20	Nicholas Adzima	17.60	Draft, review and revise brief (4.0); research re same (3.6); review, analyze objections to confirmation (3.9); draft motions to shorten and exceed page limits (1.6); telephone conferences with working group, objecting parties re same (1.5); review, revise confirmation order and plan re same (1.3); telephone conferences with working group re same (.9); correspond with KCC re voting declaration and voting report (.8).
12/15/20	Brooksany Barrowes	0.50	Address questions about reply arguments for confirmation brief.

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250008086
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/15/20	Simon Briefel	8.30	Analyze issues re confirmation objection (2.5); correspond with K&E team re same (1.4); review, revise confirmation objection response (2.0); telephone conference with K&E team, Paul Weiss re confirmation and plan (.5); draft reply to confirmation objection (1.9).
12/15/20	Stephanie Cohen	1.20	Review precedent confirmation presentations (.4); draft same (.8).
12/15/20	Ross Fiedler	4.70	Telephone conference with K&E team and Paul Weiss re revised plan (.5); revise DCP settlement documents (.3); correspond with DCP counsel re same (.2); correspond with Chubb's counsel, K&E team, Paul Weiss and Bracewell re confirmation order (.6); revise confirmation order (.8); correspond with A. Weinhouse, Whiteford, K&E team, Paul Weiss and Bracewell re same (1.5); telephone conference with C. Marcus, K&E team re case strategy, and next steps (.4); review, revise NGL term sheet (.4).
12/15/20	Rebecca J. Marston	1.60	Review and revise confirmation brief (1.4); correspond with A. Weinhouse-Smith re Moelis declaration (.2).
12/15/20	Melissa Mertz	0.20	Correspond with R. Marston re plan precedent.
12/15/20	Allyson B. Smith	12.00	Review, revise, comment on confirmation documents (4.2); multiple telephone conferences with working group re same (4.3); correspond with K&E team re strategy (2.3); review objections to plan (1.2).
12/15/20	Evan Swager	10.90	Review, revise confirmation brief (3.8); review, revise objection responses re same (2.9); research, analyze issues re same (2.1); review, revise declarations in support of confirmation (1.7); correspond with N. Adzima, K&E team re same (.4).
12/15/20	Lydia Yale	0.70	Research re precedent confirmation presentations.
12/15/20	Lydia Yale	1.00	Research precedent confirmed plans.
12/15/20	Lydia Yale	1.00	Research re precedent confirmation transcripts and talking points.
12/15/20	Lydia Yale	2.20	Review citations in confirmation brief.

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250008086
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/16/20	Nicholas Adzima	13.10	Review, revise brief (2.5); telephone conferences with K&E team re same (1.1); telephone conferences with objecting parties (1.5); correspond with K&E team re same (.4); review, revise declarations in support of confirmation (1.7); prepare materials for vote to reject plan (1.0); draft first amended plan supplement (1.5); review, analyze and revise assumption and rejection schedules (2.7); telephone conferences with K&E team, A&M re same (.7).
12/16/20	Jamie Alan Aycock	1.20	Review draft response to FERC objection to confirmation (.7); correspond with E. Swager re same (.5).
12/16/20	Brooksany Barrowes	1.50	Review and revise draft confirmation brief arguments responding to opposition.
12/16/20	Simon Briefel	5.60	Telephone conference with K&E team re confirmation and plan (.5); telephone conference with K&E team, Stroock re settlement (.5); draft, revise confirmation objection chart (1.4); draft, revise reply to objection (1.5); correspond with K&E team re confirmation issues (1.7).
12/16/20	Ross Fiedler	0.80	Telephone conference with M. Dundon, K&E team re plan and disclosure statement issues (.5); revise plan and confirmation order (.3).
12/16/20	Ammaar Joya	0.80	Review and comment on draft confirmation brief.
12/16/20	Christopher Marcus, P.C.	2.10	Review confirmation pleadings (1.5); telephone conferences with K&E team re confirmation strategy (.6).
12/16/20	Rebekah Sills McEntire	4.00	Prepare for witness preparation session (3.0); telephone conference with K&E team re same (1.0).
12/16/20	Melissa Mertz	1.20	Draft plan confirmation talking points.
12/16/20	Allyson B. Smith	18.00	Review, revise, comment on confirmation documents (8.2); multiple telephone conferences with working group re same (5.3); correspond with K&E team re strategy (4.3); review objections to plan (.2).
12/16/20	Evan Swager	9.40	Review, revise confirmation brief (3.5); review, revise objection responses re same (4.0); research same (1.1); correspond with N. Adzima, M. Mertz, K&E team re same (.8).

Legal Services for the Period Ending December 23, 2020

Invoice Number:

1250008086

Extraction Oil & Gas, Inc.

Matter Number:

18803-35

Disclosure Statement/Plan/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/16/20	Joe Tobias	1.50	Review plan supplement.
12/16/20	Morgan Willis	6.30	Cite check confirmation brief.
12/16/20	Lydia Yale	2.80	Compile, organize documents cited from confirmation brief.
12/17/20	Nicholas Adzima	14.70	Review, revise brief re voting considerations (3.5); research re same (2.3); telephone conferences with working group re plan, confirmation considerations (2.4); correspond with KCC re voting declaration (.6); telephone conferences with Moelis re plan recoveries, rights offering considerations (1.0); research, analyze same (1.2); correspond with Moelis re same (.9); review, revise declarations in support of confirmation (2.0); correspond with working group re same (.8).
12/17/20	Brooksany Barrowes	1.30	Review plan confirmation opposition (1.0); analyze issues re draft reply brief (.3).
12/17/20	Simon Briefel	3.80	Telephone conference with Company advisors re liquidation analysis (.8); analyze confirmation issues (.7); correspond with K&E team re same (.5); review, revise confirmation objection chart (.8); research, draft reply to confirmation objection (1.0).
12/17/20	Stephanie Cohen	1.20	Review precedent confirmation presentations (.3); revise confirmation presentation (.9).
12/17/20	Ross Fiedler	3.90	Telephone conference with K&E team, A&M and Moelis re valuation matters (.7); review, revise confirmation order (.8); correspond with Company, K&E team and interest parties re same (.3); review, revise plan (.3); correspond with K&E team, Stroock, Bracewell and Paul Weiss re same (.3); telephone conference with Company, Company advisors re case strategy and next steps (.5); review backstop commitment addendum (.5); review disclosure statement supplement precedent (.5).
12/17/20	Ammaar Joya	1.30	Review and comment on draft confirmation brief.

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250008086
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/17/20	Christopher Marcus, P.C.	6.50	Review confirmation brief (2.1); telephone conference with K&E team re settlement term sheet (.5); telephone conferences with Moelis, A&M, K&E team re 1129 factors (1.1); review plan and confirmation order revisions (1.5); telephone conference with A. Weinhouse re confirmation (.3); review confirmation objections (1.0).
12/17/20	Rebecca J. Marston	0.60	Telephone conference with K&E team, A&M, Moelis, Paul Weiss and Company re work in process and confirmation hearing (.3); review and revise confirmation brief (.3).
12/17/20	Melissa Mertz	3.10	Research claims treatment and classification (2.9); correspond with E. Swager re same (.2).
12/17/20	Anna G. Rotman, P.C.	3.10	Review, comment on declarations in support of confirmation (.8); correspond with K&E team re confirmation strategy and settlement (1.3); review and weigh in on confirmation declarations (1.0).
12/17/20	Allyson B. Smith	17.40	Review, revise, comment on confirmation documents (7.9); telephone conferences with working group re same (5.0); correspond with K&E team re strategy (4.3); review objections to plan (.2).
12/17/20	Evan Swager	12.20	Review, revise confirmation brief (4.0); review, revise objection responses re same (3.9); research, analyze issues re same (2.4); review declarations re confirmation (.6); telephone conferences with N. Adzima re confirmation (1.3).
12/18/20	Nicholas Adzima	17.40	Draft, review and revise confirmation brief (3.0); revise declarations in support of confirmation (4.0); analyze issues re same (3.7); conferences with working group re same (2.3); review, revise plan re same (2.2); correspond with K&E team re same (1.0); review, revise confirmation order (.5); correspond with K&E team re same (.7).
12/18/20	Simon Briefel	4.70	Review, revise confirmation objection chart (1.8); analyze issues re confirmation (.4); correspond with K&E team re same (1.0); research, draft confirmation reply (1.5).
12/18/20	Stephanie Cohen	3.10	Revise confirmation presentation.

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250008086
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/18/20	Ross Fiedler	5.20	Review precedent disclosure statement supplements (.4); correspond with K&E team re same (.2); correspond with Bracewell re confirmation order (.3); revise same (.5); revise plan (1.0); correspond with A. Weinhouse re same (.2); correspond with Paul Weiss, Bracewell re same (.2); prepare filing versions of plan and confirmation order (.5); draft disclosure statement supplement (1.9).
12/18/20	Grant Jones	12.70	Draft reply brief section for ARB confirmation objection (4.0); draft introduction section re same (3.0); telephone conference with N. Benham re reply brief revisions (.5); revise same (3.7); organize reply brief exhibits (1.5).
12/18/20	Angela Leonard	4.40	Review, analyze, and compile supplemental confirmation exhibits (1.0); prepare same for service to Grand Mesa and Platte River (.6); review, analyze, and compile confirmation exhibits (1.0); plan and prepare for confirmation hearing (1.0); correspond with K&E team, local counsel re logistics and witness preparation re same (.8).
12/18/20	Christopher Marcus, P.C.	7.20	Review confirmation brief (2.0); revise confirmation order and plan (1.3); telephone conferences with K&E team, Moelis and management re strategy (1.8); review confirmation objections (2.1).
12/18/20	Rebecca J. Marston	2.30	Correspond with E. Swager re confirmation brief (.3); review and revise same (2.0).
12/18/20	Melissa Mertz	1.30	Draft plan confirmation talking points.
12/18/20	Allyson B. Smith	19.20	Review, revise, comment on confirmation documents (8.2); multiple telephone conferences with working group re same and objections to same (7.3); correspond with K&E team re strategy (3.3); review objections to plan (.4).
12/18/20	Evan Swager	8.10	Review, revise confirmation brief (3.5); review, revise objection responses re same (4.0); correspond with N. Adzima, K&E team re same (.6).
12/18/20	Lydia Yale	0.40	Research re precedent confirmation hearing transcripts.

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250008086
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/19/20	Nicholas Adzima	10.70	Review, revise confirmation order language (2.1); review, revise plan (.6); research re same (1.2); review, revise confirmation talking points (3.3); draft, review and revise amended KCC voting declaration (1.3); correspond with objecting parties re confirmation considerations (.8); draft second amended plan supplement (.9); revise same (.5).
12/19/20	Jamie Alan Aycock	1.10	Review Platte River confirmation objection (.7); correspond with K&E team re unfair discrimination claim (.4).
12/19/20	Stephanie Cohen	1.10	Revise confirmation presentation.
12/19/20	Ross Fiedler	2.00	Draft disclosure statement supplement.
12/19/20	Christopher Marcus, P.C.	1.50	Analyze confirmation preparation and review objections.
12/19/20	Melissa Mertz	6.30	Draft plan confirmation talking points (3.8); revise same (2.3); correspond with N. Adzima and E. Swager re same (.2).
12/19/20	Allyson B. Smith	15.80	Review, revise plan (4.0); review, revise confirmation order (2.2); review, revise plan supplement (2.0); telephone conferences with working group re same (4.2); correspond with working group re same (3.4).
12/20/20	Nicholas Adzima	13.30	Review, revise plan (3.1); review, revise confirmation order (2.3); review, revise plan supplement (2.1); telephone conferences with working group re same (2.3); correspond with working group re same (3.5).
12/20/20	Simon Briefel	1.00	Correspond with K&E team re confirmation issues (.4); analyze issues re same (.6).
12/20/20	Stephanie Cohen	2.70	Revise confirmation presentation.

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250008086
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/20/20	Ross Fiedler	10.50	Correspond with Bracewell and midstream parties re disclosure issues (.6); correspond with A. Noor re same (.3); telephone conference with K&E team and Moelis re confirmation strategy (.5); telephone conference with A. Weinhouse and N. Adzima re confirmation hearing (.5); review, revise confirmation order (1.5); correspond with A. Weinhouse, K&E team re plan and confirmation order (2.0); review, revise confirmation hearing presentation (.6); revise plan (.5); correspond with Stroock, Bracewell and Paul Weiss re plan and confirmation order (1.5); revise disclosure statement supplement (.5); prepare filing versions of plan and CO (.5); prepare for confirmation hearing (1.5).
12/20/20	Grant Jones	0.60	Telephone conference with K&E team, Company re confirmation hearing strategy.
12/20/20	Christopher Marcus, P.C.	0.50	Telephone conference with K&E team re confirmation strategy.
12/20/20	Orla Patricia O'Callaghan	0.60	Telephone conference with K&E team re confirmation strategy.
12/20/20	Anna G. Rotman, P.C.	1.70	Correspond with various teams re confirmation trial (1.2); telephone conference with management team re confirmation strategy (.5).
12/20/20	Allyson B. Smith	11.00	Prepare for confirmation, including extensive witness preparations, multiple phone calls with working group and objecting parties, and revisions to confirmation documents re same.
12/20/20	Evan Swager	2.10	Review, revise confirmation presentation.
12/20/20	Dustin Lyle Womack	3.10	Telephone conference with K. Young re confirmation hearing preparation (.7); analyze M. Owens deposition re confirmation hearing (.9); draft disparate treatment analysis (.2); analyze M. Owens declarations re confirmation (.3); attend telephone conference with K&E team re M. Owens confirmation preparation (1.0).
12/20/20	Lydia Yale	0.20	Research re precedent confirmation hearing transcripts.

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250008086
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/20/20	Kenneth A. Young	10.10	Prepare for confirmation hearing (3.6); prepare witnesses for confirmation hearing (4.0); prepare litigation strategy re confirmation (2.5).
12/21/20	Nicholas Adzima	17.30	Review, revise plan (3.5); prepare for confirmation hearing (3.5); analyze issues re confirmation (3.0); review objections to confirmation (1.5); telephone conferences with working group re same (3.3); correspond with working group re same (2.5).
12/21/20	Jamie Alan Aycock	2.70	Correspond with K&E team re chambers conference (.4); telephone conference with KCC re voting issues (.4); prepare J. Miller for potential testimony (.6); participate in telephone conferences with K&E team re confirmation strategy (.7); review, analyze research re section 1129(a)(4)(.6).
12/21/20	Simon Briefel	3.80	Telephone conference with K&E team, Company re confirmation hearing (1.0); analyze issues re confirmation issues, objections re same (1.0); correspond with K&E team re same (1.0); telephone conference with KCC re GUC rights offering (.8).
12/21/20	Stephanie Cohen	0.90	Revise confirmation presentation.

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250008086
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/21/20	Ross Fiedler	13.00	Correspond with Company, K&E team and Whiteford re midstream settlements (1.0); review, revise DCP settlement documents (1.0); correspond with A. Weinhouse, N. Adzima, K&E team and Company re revised plan, confirmation order and related matters (3.0); telephone conference with K&E team re confirmation strategy (.5); prepare for hearing (1.0); telephone conference with K&E team and Paul Weiss re confirmation issues (.5); revise plan (1.0); correspond with parties re same, confirmation order (1.0); review confirmation research issues (.5); telephone conference with A&M and K&E team re GUC claims (.5); telephone conference with M. Owens, K&E team re confirmation preparation (1.5); telephone conference with Paul Weiss, Stroock and K&E team re plan issues (.5); telephone conference with Bracewell and Akin re midstream settlement (.5); prepare plan for filing (.5).
12/21/20	Grant Jones	6.70	Telephone conference with K&E team re confirmation objections and next steps (.5); telephone conference with K&E team re hearing debrief and next steps (1.0); research re section 1123(a)(4) issues (3.7); draft summary of research re same (1.5).
12/21/20	Angela Leonard	1.40	Review, analyze, and compile confirmation exhibits (.9); telephone conference with K&E team re confirmation hearing and strategy (.5).
12/21/20	Christopher Marcus, P.C.	6.70	Analyze confirmation preparation (4.0); review correspondence re ARM settlement and telephone conferences with K&E team and management re same (2.2); telephone conference with K&E team re objections (.5).
12/21/20	Orla Patricia O'Callaghan	0.90	Telephone conference with K&E team re confirmation hearing.
12/21/20	Anna G. Rotman, P.C.	12.40	Telephone conferences with K&E team, ARB, bondholders counsel following chambers conference (1.5); prepare for confirmation trial, including attention to witness outlines for cross and direct, exhibits, presentation of hearing and the substantive of our responses to each objection (10.9).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1250008086
 Matter Number: 18803-35

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/21/20	Allyson B. Smith	15.40	Preparation for confirmation hearing.
12/21/20	Dustin Lyle Womack	3.30	Research issues re section 1123 (1.6); draft analysis re same (1.2); analyze plan re same (.2); telephone conference with K. Young re same (.3).
12/21/20	Kenneth A. Young	11.60	Preparation for confirmation hearing (4.0); prepare witnesses for confirmation hearing (4.0); analyze issues re same (3.6).
12/22/20	Nicholas Adzima	12.40	Review, revise plan (3.0); review, revise confirmation order (2.8); telephone conferences with counterparties re confirmation materials (1.2); analyze, revise modifications re same (1.1); correspond with K&E team re same (2.5); telephone conferences with working group re same (1.8).
12/22/20	Simon Briefel	0.40	Correspond with K&E team re confirmation issues and objections.
12/22/20	Ross Fiedler	7.00	Telephone conference with Paul Weiss re buyback claims, plan issues (.3); telephone conference with Company, A&M and K&E team re ARB settlement discussions (.5); correspond with K&E team re GUC issues (.3); review, revise ARB term sheet (.6); correspond with K&E team, Company re same (1.5); telephone conferences with Company, K&E team re same (.5); review, revise plan (.5); correspond with Stroock, Paul Weiss, K&E team and interest parties re revised plan and confirmation order (1.5); review disclosure statement supplement (.3); correspond with Arnold Porter re DCP settlement and related documents (.5); telephone conference with Company, Company advisors re case status and next steps (.5).
12/22/20	Grant Jones	1.50	Prepare for confirmation hearing.
12/22/20	Christopher Marcus, P.C.	1.60	Review correspondence re confirmation hearing (1.3); telephone conference with K&E team re effective date (.3).

Legal Services for the Period Ending December 23, 2020

Invoice Number:

1250008086

Extraction Oil & Gas, Inc.

Matter Number:

18803-35

Disclosure Statement/Plan/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/22/20	Allyson B. Smith	10.00	Prepare for confirmation hearing (2.7); telephone conferences with working group re Platte River settlement (2.5); revise settlement re same (1.9); finalize plan, supplement to disclosure statement and confirmation order for filing (2.9).
12/22/20	Kenneth A. Young	5.20	Prepare for confirmation hearing.
12/23/20	Ross Fiedler	0.70	Revise plan, confirmation order and disclosure statement supplement (.5); correspond with Stroock, Paul Weiss and Bracewell re same (.2).
12/23/20	Christopher Marcus, P.C.	2.00	Review correspondence with management, K&E team and Moelis re confirmation follow-up.
12/23/20	Rebecca J. Marston	0.10	Correspond with K. Liang, E. Swager re post confirmation next steps.
12/23/20	Allyson B. Smith	3.10	Correspond with K&E team, WTP re proposed order (.8); revise same (2.3).
12/23/20	Dustin Lyle Womack	1.60	Draft, revise memorandum re Platte River objection.
Total		761.10	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

March 4, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250008087
Client Matter: 18803-36

In the Matter of Employee Matters

For legal services rendered through December 23, 2020
(see attached Description of Legal Services for detail)

\$ 49,057.50

Total legal services rendered

\$ 49,057.50

Legal Services for the Period Ending December 23, 2020
Extraction Oil & Gas, Inc.
Employee Matters

Invoice Number: 1250008087
Matter Number: 18803-36

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Stephen Jacobson, P.C.	7.70	1,365.00	10,510.50
Stephanie Jeane	20.70	1,135.00	23,494.50
Christopher Marcus, P.C.	4.80	1,635.00	7,848.00
Scott D. Price, P.C.	3.90	1,635.00	6,376.50
Allyson B. Smith	0.80	1,035.00	828.00
TOTALS	37.90		\$ 49,057.50

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Employee Matters

Invoice Number: 1250008087
 Matter Number: 18803-36

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/02/20	Christopher Marcus, P.C.	0.30	Review MIP update.
12/03/20	Stephen Jacobson, P.C.	0.50	Review MIP term sheet.
12/04/20	Stephanie Jeane	1.30	Review MIP term sheet.
12/04/20	Christopher Marcus, P.C.	1.10	Review MIP correspondence and term sheet (.7); telephone conference with K&E team re same (.4).
12/04/20	Scott D. Price, P.C.	0.50	Correspond with working group re MIP term sheet.
12/08/20	Stephen Jacobson, P.C.	1.00	Telephone conference with working group re MIP term sheet.
12/08/20	Stephanie Jeane	1.50	Telephone conference with T. Tyree, E. Christ, T. Brock, M. Foschi, M. Owens, S. Price and S. Jacobson re MIP term sheet (1.0); review existing severance arrangements (.2); draft summary of the same (.3).
12/08/20	Christopher Marcus, P.C.	0.50	Telephone conference with K&E team re MIP term sheet.
12/08/20	Scott D. Price, P.C.	0.80	Review and discuss term sheet.
12/08/20	Allyson B. Smith	0.80	Telephone conference with K&E team, Company re MIP.
12/09/20	Stephanie Jeane	2.30	Review existing employment arrangements (.4); draft summary of same (1.0); revise management incentive plan term sheet (.9).
12/09/20	Christopher Marcus, P.C.	1.30	Review compensation presentation (.8); telephone conference with K&E team re MIP (.5).
12/09/20	Scott D. Price, P.C.	0.80	Telephone conference with working group re management arrangements.
12/10/20	Christopher Marcus, P.C.	0.40	Telephone conference with K&E team re MIP.
12/11/20	Stephanie Jeane	1.00	Revise summary of existing arrangements (.6); review Meridian compensation deck re proposed compensation structure (.4).
12/13/20	Stephen Jacobson, P.C.	0.30	Review revised draft of MIP term sheet.
12/13/20	Stephanie Jeane	0.40	Revise management compensation term sheet.
12/14/20	Stephen Jacobson, P.C.	1.50	Telephone conference with working group re MIP and severance matters (.5); review and comment on term sheets (1.0).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Employee Matters

Invoice Number: 1250008087
 Matter Number: 18803-36

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/14/20	Stephanie Jeane	5.40	Telephone conference with T. Tyree, E. Christ, T. Brock, M. Owens, M. Foschi, S. Jacobson, S. Price and C. Marcus re management compensation term sheet (1.0); revise MIP term sheet (1.6); draft compensation term sheets for each executive (2.8).
12/14/20	Christopher Marcus, P.C.	0.50	Telephone conference with Company re MIP term sheet.
12/14/20	Scott D. Price, P.C.	1.00	Telephone conference with working group re MIP.
12/15/20	Stephen Jacobson, P.C.	0.80	Review and comment on term sheets.
12/15/20	Stephanie Jeane	2.50	Revise management compensation term sheet (.6); draft individual compensation term sheet for each executive (1.9).
12/15/20	Christopher Marcus, P.C.	0.70	Telephone conference with management re MIP.
12/15/20	Scott D. Price, P.C.	0.30	Review MIP term sheet.
12/18/20	Stephen Jacobson, P.C.	1.00	Review and analyze compensation matters.
12/18/20	Stephanie Jeane	1.80	Revise management compensation term sheet (1.2); revise individual compensation term sheet for T. Tyree (.6).
12/18/20	Scott D. Price, P.C.	0.50	Review management term sheet.
12/19/20	Stephen Jacobson, P.C.	1.80	Review and analyze compensation matters (1.0); conferences and correspond re same (.8).
12/19/20	Stephanie Jeane	4.30	Telephone conference with T. Tyree and S. Jacobson re management compensation term sheet (1.0); revise management compensation term sheet (1.6); revise individual compensation term sheet for each executive (1.7).
12/20/20	Stephen Jacobson, P.C.	0.80	Review and comment on compensation matters.
12/20/20	Stephanie Jeane	0.20	Revise summary of changes to management compensation term sheet.
Total		37.90	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

March 4, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250008088

Client Matter: 18803-37

In the Matter of Executory Contracts/Unexpired Leases

For legal services rendered through December 23, 2020
(see attached Description of Legal Services for detail)

\$ 352,602.50

Total legal services rendered

\$ 352,602.50

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Executory Contracts/Unexpired Leases

Invoice Number: 1250008088
 Matter Number: 18803-37

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	1.20	845.00	1,014.00
Brooksany Barrowes	1.30	1,345.00	1,748.50
Isaac Bate	84.20	845.00	71,149.00
Justin W. Clune	101.00	1,035.00	104,535.00
Ross Fiedler	8.10	845.00	6,844.50
Matt Gibson	62.10	740.00	45,954.00
Ammaar Joya	0.90	740.00	666.00
Kevin Liang	0.30	740.00	222.00
Christopher Marcus, P.C.	0.50	1,635.00	817.50
Caleb Martin	5.00	610.00	3,050.00
Melissa Mertz	2.90	610.00	1,769.00
Alastair Papworth	0.80	1,035.00	828.00
Allyson B. Smith	0.40	1,035.00	414.00
Chad Michael Smith, P.C.	89.10	1,215.00	108,256.50
Evan Swager	6.80	740.00	5,032.00
Lydia Yale	1.10	275.00	302.50
TOTALS	365.70		\$ 352,602.50

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Executory Contracts/Unexpired Leases

Invoice Number: 1250008088
 Matter Number: 18803-37

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/01/20	Justin W. Clune	3.80	Review correspondence (.3); correspond with K&E team re updates to agreements (.3); draft updates to release agreement and water agreement with midstream counterparty (3.2).
12/01/20	Ross Fiedler	3.20	Review, revise midstream release agreement (.5); correspond with K&E team, Company re same (.2); draft 9019 motion and declaration in support re DCP settlement and assumption (2.3); telephone conference with B. Jackson re same (.2).
12/01/20	Matt Gibson	1.50	Review and revise amended and restated crude, and water gathering agreements.
12/01/20	Christopher Marcus, P.C.	0.50	Telephone conference re Midstream updates.
12/01/20	Chad Michael Smith, P.C.	0.50	Revise Extraction crude, gas and water gathering contracts.
12/02/20	Nicholas Adzima	1.20	Correspond with K&E team re executory contracts (.8); review, analyze materials re same (.4).
12/02/20	Justin W. Clune	6.20	Prepare for and participate in telephone conference with K&E team re updates to A&R crude agreement (.8); draft updates to A&R crude agreement (3.5); draft updates to settlement side letter (1.9).
12/02/20	Ross Fiedler	2.80	Correspond with A. Weinhouse re midstream settlement (.2); revise 9019 motion and declaration in support thereof re DCP settlement (.5); correspond with A&M, K&E team re same (.3); review precedent side letters (.5); draft side letter re midstream agreement (.8); revise same (.2); correspond with K&E team, Company re same (.3).
12/02/20	Matt Gibson	2.00	Review and revise amended and restated crude gathering and stabilization agreement (1.4); attend telephone conference with K&E team re same (.6).
12/02/20	Alastair Papworth	0.80	Review and revise assignment.
12/02/20	Chad Michael Smith, P.C.	1.50	Review and revise midstream COGA with additional comments from Extraction (.8); review and revise release agreement (.5); correspond with Company re credit protection in crude purchase contract (.2).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Executory Contracts/Unexpired Leases

Invoice Number: 1250008088
 Matter Number: 18803-37

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/02/20	Evan Swager	0.70	Review, revise lease amendment.
12/03/20	Justin W. Clune	2.70	Prepare for and participate in telephone conference with K&E team re A&R crude agreement (2.1); review and respond to correspondence re midstream agreements (.6).
12/03/20	Ross Fiedler	0.50	Telephone conference with K&E team and A&M teams re cure issues.
12/03/20	Matt Gibson	4.00	Review and draft material issues list re midstream agreements (3.3); telephone conference with K&E team re Crude gathering and stabilization agreement (.7).
12/03/20	Chad Michael Smith, P.C.	1.50	Telephone conference with Company re midstream agreements (.4); revise same (1.1).
12/03/20	Evan Swager	0.40	Correspond with Company, A. Weinhouse re rejected leases.
12/04/20	Isaac Bate	1.80	Prepare for and attend telephone conference with Company, working group re NGL contract options.
12/04/20	Justin W. Clune	5.90	Prepare for and participate in telephone conference with K&E team re A&R crude agreement (1.1); draft updates to A&R crude agreement (4.8).
12/04/20	Ross Fiedler	0.50	Telephone conference with DCP re DCP amendment (.4); correspond with A. Weinhouse re same (.1).
12/04/20	Ross Fiedler	0.80	Telephone conference with Company, A&M, and K&E team re gathering agreements.
12/04/20	Matt Gibson	4.70	Review and revise Crude gathering and stabilization agreement (3.9); attend conference re same (.8).
12/04/20	Chad Michael Smith, P.C.	4.30	Telephone conference with Extraction team re midstream agreements (1.5); telephone conference re COGA (1.0); revise COGA (.8); review term sheet re midstream proposals and precedent re bankruptcy protections (1.0).
12/04/20	Evan Swager	0.30	Correspond with Company re contract rejection.
12/05/20	Justin W. Clune	2.40	Drafted issues list for East Greeley A&R GGPPA.
12/05/20	Chad Michael Smith, P.C.	1.00	Review revised draft of COGA (.5); review proposed gathering agreement (.5).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Executory Contracts/Unexpired Leases

Invoice Number: 1250008088
 Matter Number: 18803-37

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/06/20	Justin W. Clune	3.70	Prepare for and participate in telephone conference re midstream-XOG A&R crude agreement (2.1); review and respond to correspondence re Release Agreement and Assignment of Membership Interests (1.6).
12/06/20	Matt Gibson	3.80	Review and revise RMM East Greeley Gas Gathering, processing and purchase agreement.
12/06/20	Chad Michael Smith, P.C.	3.00	Telephone conference with K&E team re COGA (1.5); review and revise RMM gathering agreement (1.0); review and revise COGA (.5).
12/07/20	Justin W. Clune	6.20	Draft updates to A&R crude agreement and A&R GGPPA with RMM (5.0); prepare for and participate in telephone conference with K&E team, Company re A&R GGPPA with RMM (1.2).
12/07/20	Matt Gibson	9.20	Review and revise RMM East Greeley gas gathering, processing and purchase agreement (4.4); review and revise crude, gas and water gathering agreements (3.6); attend telephone conference re same (1.2).
12/07/20	Caleb Martin	5.00	Draft water gathering agreement.
12/07/20	Chad Michael Smith, P.C.	1.70	Telephone conference re RMM East Greeley gathering agreement (.6); review crude gathering agreement (.5); review and comment on NGL term sheet proposal (.6).
12/07/20	Evan Swager	0.90	Telephone conference with Company, A. Weinhouse re rejected lease (.4); revise partial notice of rejection (.4); correspond with A. Weinhouse, WTP re same (.1).
12/08/20	Isaac Bate	1.40	Prepare for and attend telephone conference with GT re term sheet (1.0); draft summary of GT Proposal (.4).
12/08/20	Justin W. Clune	3.10	Draft updates to A&R crude agreement (2.6); review and respond to correspondence re commercial agreements (.5).
12/08/20	Matt Gibson	5.50	Review and revise gas and water gathering agreements.

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Executory Contracts/Unexpired Leases

Invoice Number: 1250008088
 Matter Number: 18803-37

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/08/20	Chad Michael Smith, P.C.	3.30	Telephone conference with Company, working group re NGL COPA (1.0); prepare term sheet re same (1.0); attend to outstanding issues with various midstream renegotiations (1.3).
12/08/20	Evan Swager	1.80	Correspond with lease counterparties re objection, inquiries (.4); correspond with A. Weinhouse, K&E team re same (.5); review and revise stipulation (.9).
12/09/20	Isaac Bate	4.80	Prepare for and attend conference with Company team (.7); draft ARB term sheet (2.1); draft NGL term sheet (2.0).
12/09/20	Justin W. Clune	4.50	Draft updates to A&R East Greeley GGPPA (3.8); review and respond to correspondence re RMM agreements (.7).
12/09/20	Matt Gibson	3.20	Review and revise RMM East Greeley gas gathering, processing and purchase agreement, and RMM Broomfield-Commerce City gas gathering, processing and purchase agreement.
12/09/20	Chad Michael Smith, P.C.	6.80	Review and revise East Greeley gas gathering and processing agreement (1.5); telephone conference re NGL and ARB Term Sheets (1.5); revise NGL and ARB term sheets (1.5); review revised agreements (1.0); telephone conference with Greenberg re NGL agreements (.5); correspond with Company re outstanding issues with midstream contracts (.8).
12/09/20	Evan Swager	1.20	Correspond with creditors, A. Weinhouse, A&M team, K&E team re inquiries (.8); revise stipulation re executory contracts (.4).
12/10/20	Isaac Bate	1.70	Revise settlement term sheets.
12/10/20	Justin W. Clune	4.40	Review and respond to correspondence re RMM commercial agreements (.9); draft updates to A&R Broomfield/Hawkeye GGPPA (3.5).
12/10/20	Matt Gibson	5.00	Review and revise RMM East Greeley gas gathering, processing and purchase agreement, and RMM Broomfield-Commerce City gas gathering, processing and purchase agreement.

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Executory Contracts/Unexpired Leases

Invoice Number: 1250008088
 Matter Number: 18803-37

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/10/20	Chad Michael Smith, P.C.	3.50	Review and revise RMM gas gathering agreement (1.0); review and revise RMM term sheet (1.5); telephone conference re midstream documents (1.0).
12/10/20	Allyson B. Smith	0.40	Telephone conference with N. Adzima re GIP contract, cure amounts.
12/11/20	Isaac Bate	6.30	Revise NGL settlement term sheet (3.0); revise ARB settlement term sheet (2.3); draft dedication language for crude purchase agreement (1.0).
12/11/20	Justin W. Clune	5.20	Draft updates to A&R crude agreement and RMM Commercial documents (3.2); revise re same (2.0).
12/11/20	Matt Gibson	4.60	Review and RMM East Greeley gas gathering, processing and purchase agreement, and RMM Broomfield-Commerce City gas gathering, processing and purchase agreement (2.6); revise re same (2.0).
12/11/20	Chad Michael Smith, P.C.	5.60	Review and revise RMM COPA amendment (1.5); review and revise ARB term sheet (1.0); review and provide analysis on revised elevation agreements (1.0); prepare NGL dedication provisions (1.0); review questions from Company re outstanding midstream negotiations (1.1).
12/12/20	Isaac Bate	1.40	Revise ARB settlement term sheet (.8); revise dedication language for crude purchase agreement (.6).
12/12/20	Justin W. Clune	3.30	Draft updates to RMM gathering agreements for C. Smith.
12/12/20	Matt Gibson	1.50	Review and revise RMM Broomfield-Commerce City gas gathering, processing and purchase agreement, and RMM amendment to crude oil purchase agreement.
12/12/20	Chad Michael Smith, P.C.	2.50	Review and revise ARB, NGL and RMM term sheets (1.7); review and revise Elevation agreements (.8).
12/13/20	Isaac Bate	4.20	Revise settlement term sheets.
12/13/20	Justin W. Clune	11.80	Draft updates to midstream agreements (10.9); prepare for and participate in telephone conference with K&E team re elevation agreements (.9).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Executory Contracts/Unexpired Leases

Invoice Number: 1250008088
 Matter Number: 18803-37

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/13/20	Matt Gibson	5.90	Review and revise crude, gas and water gathering agreements.
12/13/20	Chad Michael Smith, P.C.	7.50	Telephone conference with K&E team re gathering agreements (.6); revise same and other midstream agreements (1.4); draft NGL crude purchase agreement term sheet and revise with comments from Company (2.5); draft term sheet for ARB Transportation Agreements and revise with comments from Company (1.5); review and revise RMM gathering agreement Term Sheets (1.5).
12/14/20	Isaac Bate	12.80	Prepare for term sheet conferences with K&E team, counterparties (.7); telephone conference with K&E team re ARB term sheet (.6); telephone conference with K&E team, Company team re ARB term sheet (1.6); revise ARB term sheet (2.8); correspond with DIP Lender questions re deal structure (.6); draft new DJ South TSA (3.2); draft new PRM TSA (3.3).
12/14/20	Justin W. Clune	13.40	Draft updates to midstream agreements (4.1); analyze, revise midstream agreements (9.3).
12/14/20	Ross Fiedler	0.30	Correspond with A&M team re Chubb agreements.
12/14/20	Matt Gibson	8.20	Review and revise crude, gas and water gathering agreements (5.4); draft signature packets and related documents re same (2.8).
12/14/20	Chad Michael Smith, P.C.	6.90	Review and revise ARB term sheet (1.0); telephone conference with XOG team re same (1.4); telephone conference with ARB re same (.5); prepare NGL term sheet (1.0); prepare ARB Transportation Services Agreement (2.0); telephone conference re NGL agreements (1.0).
12/14/20	Evan Swager	1.50	Research re rejection issue (1.2); draft summary re same (.3).
12/14/20	Lydia Yale	1.10	Research re notices of rejection of contracts.
12/15/20	Isaac Bate	6.20	Revise RMM term sheet (1.3); revise ARB term sheet (1.1); revise NGL term sheet (2.3); telephone conference with Company, working group team re ARB and NGL Term Sheets (1.5).
12/15/20	Justin W. Clune	12.80	Analyze, revise midstream agreements (8.0); analyze, revise RMM term sheet (4.8).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Executory Contracts/Unexpired Leases

Invoice Number: 1250008088
 Matter Number: 18803-37

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/15/20	Matt Gibson	1.20	Correspond with Company, counterparties re signing matters of crude, gas and water gathering agreements.
12/15/20	Chad Michael Smith, P.C.	7.50	Review and revise RMM Broomfield gas gathering and processing agreement (2.4); finalize RMM term sheet for signing (1.6); telephone conferences with Greenberg and Company re NGL term sheet (2.5); review and revise NGL term sheet (1.0).
12/16/20	Isaac Bate	14.10	Revise supply agreement (4.8); revise parent guaranty (3.1); revise settlement term sheet (3.3); revise 9019 motion and declaration (1.1); telephone conferences with Company and NGL teams re settlement term sheet (1.8).
12/16/20	Justin W. Clune	7.30	Draft updates to RMM Broomfield gathering agreement per term sheet (4.2); prepare for and participate in telephone conferences with K&E team re settlement term sheet and RMM Agreements (3.1).
12/16/20	Matt Gibson	0.80	Coordinate signature pages re crude, gas and water gathering agreements.
12/16/20	Chad Michael Smith, P.C.	8.40	Draft proposed ARB transportation services agreements (2.6); draft revised NGL term sheet (1.8); telephone conference with NGL counsel re same (.9); multiple telephone conferences with K&E team re issues with NGL term sheet and conferences with ARB (2.1); review NGL proposed draft of Crude supply agreement (1.0).
12/17/20	Brooksany Barrowes	1.30	Analyze questions re settlement options and strategy for midstream contracts.
12/17/20	Isaac Bate	9.10	Prepare for and attend telephone conferences with K&E team re agreements (2.4); revise NGL settlement term sheet (1.6); revise supply agreement (3.4); revise Assignment and Assumption Agreement (1.7).
12/17/20	Ammaar Joya	0.90	Review DJ South and Platte River tariffs re draft TSAs.
12/17/20	Kevin Liang	0.30	Correspond with K&E team re 365(d)(4) issues and review re same.
12/17/20	Melissa Mertz	2.90	Research extension re 365(d)(4) deadline (2.1); correspond with A. Weinhouse and K. Liang re same (.8).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Executory Contracts/Unexpired Leases

Invoice Number: 1250008088
 Matter Number: 18803-37

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/17/20	Chad Michael Smith, P.C.	6.80	Review and revise NGL crude purchase agreement (2.4); telephone conference with Company re NGL term sheet and open issues (1.0); telephone conference with Company re revised NGL Purchase Agreement (1.4); review and revise term sheet (1.0); telephone conference with Greenberg re outstanding issues (1.0).
12/18/20	Isaac Bate	11.50	Revise NGL settlement term sheet (4.5); telephone conference with NGL and working group re same (1.0); revise supply agreement (4.6); telephone conference with NGL and working group re same (1.4).
12/18/20	Justin W. Clune	1.60	Analyze revised memoranda for midstream agreements.
12/18/20	Matt Gibson	1.00	Coordinate signature pages re crude, gas and water gathering agreements and related memorandums and ratifications.
12/18/20	Chad Michael Smith, P.C.	7.40	Telephone conference with K&E team, Company re NGL term sheet (.4); telephone conference with K&E team re same (1.0); review and revise supply agreement (2.1); review and revise term sheet (1.0); review and revise parent guaranty (1.0); review and revise Term Assignment and Assumption Agreement (1.9).
12/19/20	Isaac Bate	5.50	Coordinate with K&E team re execution of supply agreement, NGL term sheet and midstream term sheet.
12/19/20	Chad Michael Smith, P.C.	3.70	Telephone conferences with Company re NGL term sheet (1.3); telephone conferences with Greenberg re same (.5); review and finalize NGL supply agreement and term sheet (1.9).
12/20/20	Justin W. Clune	2.20	Revise RMM agreements (1.4); review and respond to correspondence re RMM agreements (.8).
12/21/20	Isaac Bate	1.30	Telephone conference with Company re ARB.
12/21/20	Justin W. Clune	0.50	Review and respond to correspondence re updated signature pages.

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Executory Contracts/Unexpired Leases

Invoice Number: 1250008088
 Matter Number: 18803-37

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/21/20	Chad Michael Smith, P.C.	4.40	Prepare revised draft of East Greeley RMM gathering agreement (1.0); prepare revised draft of RMM gathering agreement (1.9); telephone conference re ARB negotiations (1.5).
12/22/20	Isaac Bate	2.10	Finalize and execute ARB term sheet (1.5); review assignment and assumption agreement (.6).
12/22/20	Chad Michael Smith, P.C.	1.30	Telephone conference with K&E team re ARB term sheet (.4); review and revise same (.9).
Total		365.70	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

March 4, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250008089

Client Matter: 18803-38

In the Matter of Hearings

For legal services rendered through December 23, 2020
(see attached Description of Legal Services for detail)

\$ 147,257.00

Total legal services rendered

\$ 147,257.00

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Hearings

Invoice Number: 1250008089
 Matter Number: 18803-38

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	11.90	845.00	10,055.50
Jamie Alan Aycock	4.50	1,145.00	5,152.50
Ben A. Barnes	7.50	1,025.00	7,687.50
Nicholas Benham	3.30	610.00	2,013.00
Roman Bielski	5.00	390.00	1,950.00
Adam Louis Birnbaum	3.90	740.00	2,886.00
Will W. Bos, P.C.	1.50	1,545.00	2,317.50
Simon Briefel	5.10	845.00	4,309.50
Stephanie Cohen	5.20	845.00	4,394.00
Ross Fiedler	8.60	845.00	7,267.00
Bryan D. Flannery	0.80	1,135.00	908.00
Christopher Fox	2.00	1,085.00	2,170.00
Grant Jones	5.40	835.00	4,509.00
Angela Leonard	3.40	375.00	1,275.00
Kevin Liang	3.10	740.00	2,294.00
Christopher Marcus, P.C.	8.20	1,635.00	13,407.00
Rebecca J. Marston	3.50	610.00	2,135.00
Rebekah Sills McEntire	7.00	1,025.00	7,175.00
Melissa Mertz	5.70	610.00	3,477.00
Arthur Patrick Muszynski	3.10	740.00	2,294.00
Orla Patricia O'Callaghan	6.10	835.00	5,093.50
Ashley Pincock	0.50	610.00	305.00
Anna G. Rotman, P.C.	20.10	1,425.00	28,642.50
Allyson B. Smith	15.20	1,035.00	15,732.00
Evan Swager	4.80	740.00	3,552.00
Dustin Lyle Womack	2.40	725.00	1,740.00
Lydia Yale	3.50	275.00	962.50
Kenneth A. Young	3.40	1,045.00	3,553.00
TOTALS	154.70		\$ 147,257.00

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Hearings

Invoice Number: 1250008089
 Matter Number: 18803-38

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/01/20	Jamie Alan Aycock	1.00	Participate in chambers conference re claims estimation.
12/01/20	Anna G. Rotman, P.C.	0.40	Participate in Chambers conference.
12/01/20	Allyson B. Smith	0.40	Participate in chambers conference.
12/03/20	Nicholas Adzima	0.60	Prepare for and attend chambers conference (.4); correspond with working group re same (.2).
12/03/20	Adam Louis Birnbaum	0.20	Participate in omnibus hearing.
12/03/20	Will W. Bos, P.C.	1.00	Telephonically attend omnibus hearing.
12/03/20	Will W. Bos, P.C.	0.50	Telephone conference with advisors re status.
12/03/20	Simon Briefel	0.20	Telephonically attend omnibus hearing.
12/03/20	Stephanie Cohen	0.10	Telephonically attend omnibus hearing.
12/03/20	Ross Fiedler	0.50	Telephonically attend omnibus hearing.
12/03/20	Rebecca J. Marston	0.20	Telephonically attend omnibus hearing.
12/03/20	Melissa Mertz	0.20	Telephonically attend omnibus hearing.
12/03/20	Orla Patricia O'Callaghan	0.20	Attend hearing.
12/03/20	Anna G. Rotman, P.C.	0.50	Telephone conferences with K&E team to prepare for chambers conference (.3); participate in chambers conference (.2).
12/03/20	Allyson B. Smith	3.50	Prepare for hearing re motion to compel abandonment (3.1); attend hearing re same (.2); attend chambers conference (.2).
12/03/20	Lydia Yale	0.30	Open listen-only conference line into December 3, 2020 hearing and confirm commencement of same.
12/07/20	Christopher Marcus, P.C.	0.50	Telephone conferences with A. Weinhouse re Chambers conference.
12/09/20	Ross Fiedler	0.50	Attend chambers conference.
12/09/20	Christopher Marcus, P.C.	0.50	Chambers conference re settlements.
12/11/20	Nicholas Adzima	2.00	Prepare for and attend hearing re motion to compel abandonment.
12/11/20	Adam Louis Birnbaum	1.40	Participate in hearing re motion to compel abandonment.
12/11/20	Simon Briefel	2.10	Telephonically attend hearing re motion to compel abandonment.
12/11/20	Stephanie Cohen	2.20	Telephonically attend hearing re motion to compel abandonment.

Legal Services for the Period Ending December 23, 2020
Extraction Oil & Gas, Inc.
Hearings

Invoice Number: 1250008089
Matter Number: 18803-38

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/11/20	Ross Fiedler	2.30	Telephonically attend hearing re motion to compel abandonment (2.0); telephonically attend chambers conference (.3).
12/11/20	Grant Jones	1.00	Attend compel motion hearing.
12/11/20	Christopher Marcus, P.C.	2.30	Attend hearing re motion to compel abandonment.
12/11/20	Melissa Mertz	2.20	Telephonically attend hearing re motion to compel abandonment.
12/11/20	Orla Patricia O'Callaghan	2.20	Attend hearing re motion to compel.
12/11/20	Allyson B. Smith	2.80	Prepare for and attend hearing re motion to compel abandonment (2.3); status conference re confirmation (.5).
12/11/20	Evan Swager	1.80	Telephonically attend hearing re motion to compel abandonment.
12/14/20	Nicholas Adzima	0.40	Telephonically attend chambers conference re negotiations.
12/14/20	Jamie Alan Aycock	0.50	Participate in chambers conference.
12/14/20	Ross Fiedler	0.50	Telephonically attend chambers conference.
12/14/20	Christopher Marcus, P.C.	0.50	Chambers conference.
12/16/20	Ross Fiedler	0.50	Telephonically attend chambers conference.
12/16/20	Christopher Marcus, P.C.	0.50	Chambers conference.
12/17/20	Nicholas Adzima	0.40	Telephonically attend chambers conference re negotiations, confirmation status.
12/17/20	Ross Fiedler	0.50	Telephonically attend chambers conference.
12/17/20	Christopher Marcus, P.C.	0.50	Chambers conference and telephone conference with A. Weinhouse re same.
12/17/20	Anna G. Rotman, P.C.	0.20	Attend chambers conference.
12/18/20	Ross Fiedler	0.30	Telephonically attend chambers conference.
12/18/20	Christopher Marcus, P.C.	0.50	Chambers conference.
12/18/20	Anna G. Rotman, P.C.	0.60	Prepare for and participate in chambers conference.
12/18/20	Anna G. Rotman, P.C.	14.30	Prepare for and participate in chambers conference.
12/20/20	Nicholas Adzima	1.90	Prepare for confirmation hearing.
12/21/20	Nicholas Adzima	2.00	Prepare for and attend hearing re 9019 orders, status conference (1.0); prepare for confirmation (1.0).
12/21/20	Jamie Alan Aycock	1.50	Prepare for and participate in confirmation hearing.

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Hearings

Invoice Number: 1250008089
 Matter Number: 18803-38

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/21/20	Ben A. Barnes	1.90	Prepare for and participate in chambers conference (1.1); prepare for and participate in hearing on 9019 motions (.8).
12/21/20	Nicholas Benham	0.80	Attend confirmation hearing proceedings.
12/21/20	Adam Louis Birnbaum	0.80	Participate in hearing re midstream settlements and motion to seal.
12/21/20	Simon Briefel	0.80	Telephonically attend settlement hearing.
12/21/20	Stephanie Cohen	0.80	Telephonically attend settlement hearing.
12/21/20	Ross Fiedler	1.30	Telephonically attend chambers conference (.3); participate in hearing re midstream settlements (1.0).
12/21/20	Bryan D. Flannery	0.80	Telephone conference with K&E team re hearing updates.
12/21/20	Christopher Fox	1.00	Telephonically attend settlement hearing.
12/21/20	Grant Jones	1.50	Attend hearing re 9019 motions.
12/21/20	Grant Jones	0.40	Attend court's chambers conference.
12/21/20	Angela Leonard	0.90	Attend confirmation and estimation hearing.
12/21/20	Kevin Liang	0.80	Telephonically attend settlement hearing.
12/21/20	Christopher Marcus, P.C.	0.50	Chambers conference.
12/21/20	Rebecca J. Marston	0.90	Telephonically attend settlement hearing.
12/21/20	Rebekah Sills McEntire	4.80	Telephonically attend confirmation hearing.
12/21/20	Melissa Mertz	0.80	Telephonically attend settlement hearing.
12/21/20	Arthur Patrick Muszynski	1.60	Attend confirmation hearing.
12/21/20	Orla Patricia O'Callaghan	1.20	Attend chambers conference (.4); attend hearing re 9019 motions (.8).
12/21/20	Ashley Pincock	0.50	Telephonically attend confirmation hearing.
12/21/20	Anna G. Rotman, P.C.	1.60	Participate in chambers conference (.4); participate in 9019 hearing (1.2).
12/21/20	Allyson B. Smith	2.50	Participate in status conference (1.2); participate in 9019 hearing (1.3).
12/21/20	Evan Swager	0.90	Telephonically attend settlement hearing.
12/21/20	Dustin Lyle Womack	0.80	Attend chambers conference re confirmation (.3); attend 9019 hearing (.5).

Legal Services for the Period Ending December 23, 2020
Extraction Oil & Gas, Inc.
Hearings

Invoice Number: 1250008089
Matter Number: 18803-38

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/21/20	Lydia Yale	1.70	Correspond with CourtCall re setting up appearance for December 21, 2020 hearing (.2); revise information in calendar invitations (.3); forward calendar invitations re conference line (.1); correspond with C. Lano re hearing adjustments (.5); open listen-only conference line into December 21, 2020 hearing and confirm commencement of same (.3); prepare calendar invites for December 22, 2020 hearing (.3).
12/21/20	Kenneth A. Young	0.90	Participate in chambers conference re confirmation (.4); attend hearing on 9019 motions (.5).
12/22/20	Nicholas Adzima	4.60	Prepare for confirmation hearing (1.6); attend confirmation hearing (3.0).
12/22/20	Jamie Alan Aycock	1.50	Prepare for and participate in confirmation hearing.
12/22/20	Ben A. Barnes	5.60	Prepare for and participate in confirmation hearing.
12/22/20	Nicholas Benham	2.50	Attend confirmation hearing and take closing notes re same.
12/22/20	Roman Bielski	5.00	Participate in confirmation hearing re presentation of documents and graphics and technology setup.
12/22/20	Adam Louis Birnbaum	1.50	Participate in confirmation hearing.
12/22/20	Simon Briefel	2.00	Telephonically attend confirmation hearing.
12/22/20	Stephanie Cohen	2.10	Telephonically attend confirmation hearing.
12/22/20	Ross Fiedler	2.20	Telephonically attend confirmation hearing.
12/22/20	Christopher Fox	1.00	Telephonically attend confirmation hearing.
12/22/20	Grant Jones	2.50	Telephonically attend confirmation hearing.
12/22/20	Angela Leonard	2.50	Attend confirmation and estimation hearing.
12/22/20	Kevin Liang	2.30	Telephonically attend confirmation hearing.
12/22/20	Christopher Marcus, P.C.	2.40	Telephonically attend confirmation hearing.
12/22/20	Rebecca J. Marston	2.40	Telephonically attend confirmation hearing.
12/22/20	Rebekah Sills McEntire	2.20	Telephonically attend confirmation hearing.
12/22/20	Melissa Mertz	2.50	Telephonically attend confirmation hearing.
12/22/20	Arthur Patrick Muszynski	1.50	Attend confirmation hearing.
12/22/20	Orla Patricia O'Callaghan	2.50	Attend confirmation hearing.
12/22/20	Anna G. Rotman, P.C.	2.50	Participate in confirmation hearing.
12/22/20	Allyson B. Smith	6.00	Participate in confirmation hearing.

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Hearings

Invoice Number: 1250008089
 Matter Number: 18803-38

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/22/20	Evan Swager	2.10	Telephonically attend confirmation hearing.
12/22/20	Dustin Lyle Womack	1.60	Attend confirmation hearing.
12/22/20	Lydia Yale	1.50	Open listen-only conference line into December 22, 2020 hearing and confirm commencement of same (1.0); adjust calendar invitations re same (.3); correspond with C. Lano and A. Leonard re same (.2).
12/22/20	Kenneth A. Young	2.50	Participate in confirmation hearing.
Total		154.70	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

March 4, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250008090

Client Matter: 18803-39

In the Matter of Insurance and Surety Matters

For legal services rendered through December 23, 2020
(see attached Description of Legal Services for detail)

\$ 1,272.50

Total legal services rendered

\$ 1,272.50

Legal Services for the Period Ending December 23, 2020
Extraction Oil & Gas, Inc.
Insurance and Surety Matters

Invoice Number: 1250008090
Matter Number: 18803-39

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Kevin Liang	1.30	740.00	962.00
Allyson B. Smith	0.30	1,035.00	310.50
TOTALS	1.60		\$ 1,272.50

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Insurance and Surety Matters

Invoice Number: 1250008090
 Matter Number: 18803-39

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/06/20	Kevin Liang	0.30	Review, analyze surety issues (.2); correspond with A. Weinhouse re same (.1).
12/09/20	Kevin Liang	0.10	Review, analyze surety issues.
12/10/20	Kevin Liang	0.20	Review, analyze surety issues.
12/10/20	Allyson B. Smith	0.30	Correspond with Zurich re GIA, confirmation order language.
12/11/20	Kevin Liang	0.20	Review, analyze surety issues and correspond with Zurich, K&E team, and Company re same.
12/14/20	Kevin Liang	0.20	Review, analyze surety issues.
12/18/20	Kevin Liang	0.20	Correspond with Company and Zurich's counsel re postpetition GIA.
12/21/20	Kevin Liang	0.10	Correspond with Zurich's counsel re post-petition GIA issues.
Total		1.60	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

March 4, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250008091

Client Matter: 18803-40

In the Matter of Retention K&E

For legal services rendered through December 23, 2020
(see attached Description of Legal Services for detail)

\$ 8,754.00

Total legal services rendered

\$ 8,754.00

Legal Services for the Period Ending December 23, 2020
Extraction Oil & Gas, Inc.
Retention K&E

Invoice Number: 1250008091
Matter Number: 18803-40

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Michael Y. Chan	2.50	265.00	662.50
Stephanie Cohen	1.50	845.00	1,267.50
Christopher Marcus, P.C.	1.40	1,635.00	2,289.00
Melissa Mertz	6.00	610.00	3,660.00
Allyson B. Smith	0.50	1,035.00	517.50
Lydia Yale	1.30	275.00	357.50
TOTALS	13.20		\$ 8,754.00

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Retention K&E

Invoice Number: 1250008091
 Matter Number: 18803-40

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/01/20	Stephanie Cohen	0.50	Review conflicts matters and correspond with K&E team, A&M, KCC re same.
12/02/20	Christopher Marcus, P.C.	1.00	Review supplemental retention declaration and correspond re same.
12/04/20	Stephanie Cohen	0.20	Review, prepare, analyze materials re supplemental conflicts.
12/07/20	Christopher Marcus, P.C.	0.40	Review correspondence re retention.
12/08/20	Allyson B. Smith	0.30	Correspond with WTP re fee examiner (.1); review motion for waiver of same (.2).
12/09/20	Stephanie Cohen	0.80	Correspond with K&E team, retained professionals, K&E team re parties in interest, supplemental declarations, and conflicts matters.
12/09/20	Melissa Mertz	0.10	Correspond with S. Cohen re third supplemental declaration in support of K&E retention.
12/10/20	Allyson B. Smith	0.20	Correspond with WTP re fee examiner.
12/15/20	Melissa Mertz	3.40	Draft and revise supplemental declaration in support of K&E retention (3.2); correspond with S. Cohen re same (.2).
12/16/20	Melissa Mertz	0.60	Draft and revise third supplemental declaration in support of K&E retention.
12/16/20	Lydia Yale	0.90	Draft billing rate change notice.
12/17/20	Melissa Mertz	1.90	Draft and revise the third supplemental declaration in support of K&E retention/updated billing disclosure (1.5); correspond with S. Cohen re same (.3); correspond with WTP team re filing the same (.1).
12/17/20	Lydia Yale	0.40	Prepare supplemental declaration for filing.
12/23/20	Michael Y. Chan	2.50	Prepare analysis update for supplemental disclosure of creditors and entities.
Total		13.20	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

March 4, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250008092
Client Matter: 18803-41

In the Matter of Retention Non-K&E

For legal services rendered through December 23, 2020
(see attached Description of Legal Services for detail)

\$ 507.00

Total legal services rendered

\$ 507.00

Legal Services for the Period Ending December 23, 2020
Extraction Oil & Gas, Inc.
Retention Non-K&E

Invoice Number: 1250008092
Matter Number: 18803-41

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	0.60	845.00	507.00
TOTALS	0.60		\$ 507.00

Legal Services for the Period Ending December 23, 2020
Extraction Oil & Gas, Inc.
Retention Non-K&E

Invoice Number: 1250008092
Matter Number: 18803-41

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/01/20	Nicholas Adzima	0.60	Correspond with A&M, WTP re non-K&E retention considerations.
Total		0.60	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

March 4, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250008093

Client Matter: 18803-42

In the Matter of Tax Issues

For legal services rendered through December 23, 2020
(see attached Description of Legal Services for detail)

\$ 5,617.00

Total legal services rendered

\$ 5,617.00

Legal Services for the Period Ending December 23, 2020
Extraction Oil & Gas, Inc.
Tax Issues

Invoice Number: 1250008093
Matter Number: 18803-42

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Mark Dundon, P.C.	3.70	1,360.00	5,032.00
Courtney Loyack	0.30	785.00	235.50
Joe Tobias	0.30	1,165.00	349.50
TOTALS	4.30		\$ 5,617.00

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Tax Issues

Invoice Number: 1250008093
 Matter Number: 18803-42

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/01/20	Mark Dundon, P.C.	0.30	Telephone conference with working group re tax updates.
12/01/20	Joe Tobias	0.20	Weekly update conference with Deloitte.
12/08/20	Mark Dundon, P.C.	0.30	Telephone conference with working group re tax updates.
12/13/20	Mark Dundon, P.C.	0.70	Review interest assignment agreement.
12/15/20	Mark Dundon, P.C.	0.70	Telephone conference with working group re tax update (.2); analyze litigation agent structure (.5).
12/15/20	Courtney Loyack	0.30	Telephone conference with K&E team re case status.
12/15/20	Joe Tobias	0.10	Telephone conference with Deloitte re updates.
12/16/20	Mark Dundon, P.C.	1.00	Analyze tax treatment of midstream claim settlement (.3); telephone conference with K&E team re tax treatment of midstream claim settlement (.3); telephone conference with Paul Weiss re tax treatment of midstream claim settlement (.4).
12/18/20	Mark Dundon, P.C.	0.50	Review tax provisions of Supply Agreement.
12/22/20	Mark Dundon, P.C.	0.20	Correspond with working group re weekly tax update.
Total		4.30	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

March 4, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250008095

Client Matter: 18803-50

In the Matter of Rights Offering/Exit Financing

For legal services rendered through December 23, 2020
(see attached Description of Legal Services for detail)

\$ 304,691.00

Total legal services rendered

\$ 304,691.00

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250008095
 Matter Number: 18803-50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas Adzima	3.70	845.00	3,126.50
Adam Louis Birnbaum	47.60	740.00	35,224.00
Will W. Bos, P.C.	22.40	1,545.00	34,608.00
Mark Dundon, P.C.	0.50	1,360.00	680.00
Ross Fiedler	1.60	845.00	1,352.00
Bryan D. Flannery	11.60	1,135.00	13,166.00
Christopher Fox	29.00	1,085.00	31,465.00
Shan A. Khan	59.50	1,085.00	64,557.50
Steven R. Lackey	1.70	965.00	1,640.50
Andrew L. Lombardo	5.30	965.00	5,114.50
Courtney Loyack	2.10	785.00	1,648.50
Christopher Marcus, P.C.	7.00	1,635.00	11,445.00
Mitch McClellan	12.30	1,135.00	13,960.50
Arthur Patrick Muszynski	7.90	740.00	5,846.00
Aisha M. Noor	10.30	965.00	9,939.50
Eric Nyberg	3.50	265.00	927.50
Ashley Pincock	81.30	610.00	49,593.00
Henry Rosas	0.50	445.00	222.50
Anna G. Rotman, P.C.	0.30	1,425.00	427.50
Julian J. Seiguer, P.C.	3.60	1,495.00	5,382.00
Allyson B. Smith	3.20	1,035.00	3,312.00
Joe Tobias	2.40	1,165.00	2,796.00
Sean M. Valentine	5.70	610.00	3,477.00
Enoch Varner	4.00	1,195.00	4,780.00
TOTALS	327.00		\$ 304,691.00

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250008095
 Matter Number: 18803-50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/01/20	Adam Louis Birnbaum	5.10	Review and revise schedules to Exit RBL credit agreement (1.2); draft and revise exhibits to pledge and security agreement (2.8); review and analyze Wyoming Form of Mortgage (.5); review and analyze Colorado Deed of Trust (.6).
12/01/20	Bryan D. Flannery	1.50	Review general unsecured creditor rights offering procedures.
12/01/20	Christopher Fox	1.50	Telephone with B. Flannery re rights offering procedures (.4); review draft registration rights agreement from creditor counsel (.5); revise rights offering procedures and exercise form (.6).
12/01/20	Shan A. Khan	1.50	Analyze matter correspondence and ancillary documents re exit financing.
12/01/20	Christopher Marcus, P.C.	0.40	Review exit facility correspondence.
12/01/20	Mitch McClellan	1.60	Analyze and revise collateral documents re exit financing.
12/01/20	Aisha M. Noor	4.10	Review initial draft of pledge, security agreement, guaranty and prepare comments (3.3); review initial draft of schedules to pledge and security agreement (.4); coordinate with Paul Weiss re exit credit agreement (.3); circulate comments to exit credit agreement to Bracewell (.1).
12/01/20	Ashley Pincock	1.30	Review ancillary documents (.8); review exhibits to credit agreement (.5).
12/01/20	Allyson B. Smith	0.50	Telephone conference with Bracewell re exit facility.
12/02/20	Adam Louis Birnbaum	1.60	Review, revise and analyze pledge and security agreement (.6); review and analyze guaranty agreement (.2); review and revise exit RBL closing checklist (.8).
12/02/20	Bryan D. Flannery	1.50	Review and revise registration rights agreement.
12/02/20	Christopher Fox	0.60	Analyze and correspond with backstop parties re rights offering participation.
12/02/20	Shan A. Khan	0.50	Analyze matter correspondence and ancillary documents re exit financing.

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250008095
 Matter Number: 18803-50

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/02/20	Andrew L. Lombardo	1.10	Review Moelis and HL proposed rights offering and backstop fee sample calculations (.9); correspond with C. Fox re same (.2).
12/02/20	Aisha M. Noor	1.80	Correspond with Paul Weiss re exit credit agreement (.3); comment on emergence checklist (.2); revise draft of pledge and security agreement (1.3).
12/02/20	Ashley Pincock	3.80	Update internal exit credit agreement checklist (2.5); review ancillary documents re same (1.3).
12/03/20	Adam Louis Birnbaum	5.30	Review and revise schedules to exit RBL credit agreement (1.2); conference with A. Muszynski re same (.4); review and revise K&E legal opinion re same (1.8); review and revise Solvency Certificate (.6); review, analyze key dates, deadlines chart and emergence checklist in preparation of K&E team telephone conference re same (.3); telephone conference with K&E team, Company and advisor teams re emergence (.4); telephone conference with K&E team re exit RBL and plan filing (.6).
12/03/20	Christopher Fox	1.00	Telephone conference re GUC rights offering and distribution with KCC team (.3); telephone conference with A. Weinhouse re GUC valuation and distribution (.2); revise emergence timeline re timing updates (.5).
12/03/20	Shan A. Khan	3.70	Analyze correspondence re emergence (.6); review revised draft of credit agreement from Bracewell (2.7); prepare issues list (.4).
12/03/20	Courtney Loyack	0.10	Review and revise credit agreement.
12/03/20	Arthur Patrick Muszynski	2.80	Draft, revise and review registration rights agreement (1.3); telephone conferences with K&E team re rights offering distribution and updates (.9); correspond with K&E team re same (.6).
12/03/20	Aisha M. Noor	1.30	Telephone conference with K&E team re exit credit agreement strategy (.6); transition new members onto team (.3); revise and circulate comments to Bracewell re guaranty, pledge and security agreement (.4).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250008095
 Matter Number: 18803-50

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/03/20	Ashley Pincock	7.20	Telephone conference with K&E team re exit credit agreement (.5); draft and revise ancillary documents (4.4); update and circulate internal K&E checklist (1.0); telephone conference with K&E team re exit financing (.5); review Exit credit agreement (.8).
12/03/20	Allyson B. Smith	0.50	Telephone conference with K&E team re plan supplement filing and exit facility.
12/03/20	Joe Tobias	0.50	Review credit agreement.
12/03/20	Sean M. Valentine	0.30	Telephone conference with KCC re GUC rights offering.
12/03/20	Sean M. Valentine	0.20	Correspond with K&E team re GUC rights and registration rights offerings.
12/04/20	Adam Louis Birnbaum	3.60	Review and revise exit RBL closing checklist (.5); review and revise exit RBL credit agreement (.9); review and analyze exit RBL in preparation of telephone conference with K&E team (.4); conference with K&E team, Company and advisors re same (.5); review and revise WY Mortgage and CO Deed of Trust (1.3).
12/04/20	Will W. Bos, P.C.	0.50	Telephone conference with K&E team re issues list.
12/04/20	Christopher Fox	2.00	Draft and finalize form of GUC rights offering procedures for filing with plan supplement.
12/04/20	Shan A. Khan	5.50	Telephone conferences re exit financing with Company and K&E team (2.4); review correspondence re same (1.0); prepare revised draft of credit agreement (2.1).
12/04/20	Courtney Loyack	1.50	Review and revise credit agreement.
12/04/20	Mitch McClellan	1.70	Analyze and revise credit agreement (1.2); prepare for and conference with Company re exit credit agreement (.5).
12/04/20	Arthur Patrick Muszynski	1.20	Draft and revise registration rights agreement (.4); correspond with K&E team re same (.8).
12/04/20	Ashley Pincock	5.00	Review and update internal K&E checklist re exit financing (.5); telephone conference with Company and K&E team re same (1.0); review and circulate mortgage documents (.5); review exit credit agreement (3.0).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250008095
 Matter Number: 18803-50

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/04/20	Allyson B. Smith	0.30	Telephone conference with Bracewell re exit facility.
12/04/20	Joe Tobias	0.80	Review credit agreement.
12/04/20	Sean M. Valentine	1.90	Review and revise registration rights agreement.
12/04/20	Sean M. Valentine	0.30	Telephone conference with A. Muszynski re GUC rights and registration rights offerings.
12/04/20	Sean M. Valentine	0.30	Review and analyze correspondence re registration rights and GUC rights offerings.
12/05/20	Shan A. Khan	0.70	Review and analyze post-closing matter correspondence re releases.
12/05/20	Ashley Pincock	1.10	Review exit credit agreement.
12/06/20	Adam Louis Birnbaum	0.70	Review and analyze Exit RBL issues list in preparation for telephone conference with K&E team and Bracewell (.4); telephone conference with K&E team and Bracewell re exit RBL (.3).
12/06/20	Shan A. Khan	7.50	Prepare comparison grid re open credit agreement points (2.3); telephone conference with Company re credit agreement (.4); telephone conference with Bracewell re credit agreement (.3); review new draft of credit agreement from Bracewell (2.1); revise draft of credit agreement (2.4).
12/06/20	Courtney Loyack	0.30	Review and revise credit agreement.
12/06/20	Mitch McClellan	5.90	Prepare for and telephone conference with Company re exit credit agreement (.5); prepare for and telephone conference with Bracewell re exit credit agreement (.5); analyze and revise exit credit agreement (4.9).
12/06/20	Ashley Pincock	1.00	Telephone conference with K&E team and Bracewell counsel re exit credit agreement (.5); review exit credit agreement precedent (.5).
12/07/20	Adam Louis Birnbaum	0.70	Review and revise schedules to exit RBL.
12/07/20	Will W. Bos, P.C.	4.80	Correspond re open issues (2.2); review and revise credit agreement (2.6).
12/07/20	Mark Dundon, P.C.	0.50	Revise tax provisions of credit agreement.
12/07/20	Shan A. Khan	3.50	Telephone conference with Company and K&E team re exit facility (2.4); analyze matter correspondence re same (1.1).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250008095
 Matter Number: 18803-50

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/07/20	Andrew L. Lombardo	1.50	Review backstop commitment agreement in light of questions raised by Paul Weiss and backstop parties (.7); conference re same with E. Varner, C. Fox and A. Weinhouse (.8).
12/07/20	Courtney Loyack	0.20	Review and revise credit agreement.
12/07/20	Christopher Marcus, P.C.	0.50	Telephone conference with Bracewell re exit.
12/07/20	Ashley Pincock	4.00	Review and revise K&E team checklist (1.0); review, revise and circulate schedules and exhibits (3.0).
12/07/20	Joe Tobias	0.90	Review exit facility credit agreement.
12/07/20	Sean M. Valentine	0.10	Review and analyze correspondence re potential listing of new securities.
12/07/20	Enoch Varner	0.50	Review backstop agreement (.3); correspond with K&E team re same (.2).
12/08/20	Adam Louis Birnbaum	1.20	Review and analyze exit RBL and outstanding issues list in preparation for telephone conference re same (.3); telephone conference with K&E team, Bracewell, Company and Wells Fargo re exit RBL (.9).
12/08/20	Will W. Bos, P.C.	3.60	Correspond with K&E team re open issues re exit RBL (1.1); review and revise drafts re same (2.5).
12/08/20	Christopher Fox	1.00	Analyze questions from creditor counsel re backstop transfers (.5); review share range report from KCC and send to financial advisors (.3); review and revise emergence checklist (.2).
12/08/20	Shan A. Khan	3.50	Telephone conference with K&E team re exit credit agreement (.5); telephone conference with Paul Weiss re same (.5); review and analyze matter correspondence (.3); review and provide comments on credit agreement exhibits (2.2).
12/08/20	Christopher Marcus, P.C.	0.50	Telephone conference with W. Bos, M. McClellan and A. Weinhouse re exit.
12/08/20	Aisha M. Noor	1.00	Telephone conference with Paul Weiss re exit credit agreement (.3); telephone conference with Company and Wells Fargo re same (.7).
12/08/20	Ashley Pincock	1.00	Review and coordinate delivery of mortgages (.5); review schedules and exhibits (.5).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250008095
 Matter Number: 18803-50

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/08/20	Ashley Pincock	2.80	Prepare for and telephone conference with Company and advisors re exit facility (1.0); review exhibits and schedules (1.3); review mortgages (.5).
12/08/20	Allyson B. Smith	1.90	Correspond with K&E team re exit facility (.2); telephone conference with K&E team re same (.5); telephone conference with Bracewell re exit (.2); telephone conference with K&E team, Company, Wells Fargo, Bracewell re same (1.0).
12/08/20	Joe Tobias	0.20	Telephone conference with Deloitte re exit matters.
12/09/20	Adam Louis Birnbaum	0.70	Review and analyze work in process overview and conference with K&E team re same.
12/09/20	Christopher Fox	1.00	Telephone conference with Moelis re round lot holder analysis (.2); telephone conference re 2 rig sensitivity (.5); review correspondence from backstop parties re transferability of subscription rights (.3).
12/09/20	Shan A. Khan	4.00	Review and provide comments on draft mortgages (3.3); analyze correspondence re same (.7).
12/09/20	Ashley Pincock	2.60	Review exhibits and schedules to exit credit agreement (.8); update internal K&E checklist re same (.5); review exit credit agreement (1.3).
12/10/20	Will W. Bos, P.C.	2.30	Finalize exit facility.
12/10/20	Shan A. Khan	7.50	Review draft credit agreement (2.1); revise same (3.1); telephone conferences and correspond with K&E team, advisors re same (2.3).
12/10/20	Andrew L. Lombardo	0.40	Review backstop commitment transfer notices provided by Paul Weiss (.3); coordinate signature of same with E. Christ (.1).
12/10/20	Christopher Marcus, P.C.	0.40	Telephone conference with K&E team re exit.
12/10/20	Mitch McClellan	0.40	Analyze and revise exit credit agreement.
12/10/20	Arthur Patrick Muszynski	0.80	Correspond with K&E team re rights offering procedures.
12/10/20	Ashley Pincock	4.10	Review exit facility agreements (3.0); update internal K&E checklist (.8); prepare signature page packet (.3).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250008095
 Matter Number: 18803-50

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/11/20	Christopher Fox	0.20	Telephone conference with X. Pang re transferability of subscription rights.
12/11/20	Shan A. Khan	0.30	Review correspondence re exit agreement.
12/11/20	Andrew L. Lombardo	0.80	Review BlackRock and Prudential assignments under backstop commitment agreement (.5); coordinate with E. Christ re countersignatures bother same (.3).
12/11/20	Ashley Pincock	4.30	Review exit credit agreement (3.0); review and update internal K&E checklist (1.3).
12/12/20	Ashley Pincock	2.00	Review exit credit agreement.
12/13/20	Andrew L. Lombardo	0.90	Conference and correspond with Moelis re backstop party assignment documents.
12/14/20	Adam Louis Birnbaum	1.80	Review and revise K&E legal opinion re exit RBL credit agreement (1.5); review and revise exit RBL closing checklist (.3).
12/14/20	Christopher Fox	0.80	Telephone conference with B. Flannery re emergence checklist (.4); review and provide comments re midstream settlement term sheet (.4).
12/14/20	Shan A. Khan	0.50	Review correspondence re exit agreement.
12/14/20	Andrew L. Lombardo	0.60	Correspond re revised pro forma organizational documents with K&E team and E. Varner (.4); coordinate review by S. Mathew re same (.2).
12/14/20	Ashley Pincock	1.40	Review exit credit agreement (1.0); update internal K&E checklist re same (.4).
12/15/20	Adam Louis Birnbaum	4.10	Review and revise schedules to exit RBL (.7); review and revise exhibits to pledge and security agreement (.4); telephone with K&E team re deliverables (.4); analyze Colorado Deed of Trust and Wyoming Mortgage and correspond re same (.6); review and revise Omnibus Secretary's Certificate (.4); review and revise Omnibus Consent (.6); review and revise Officer's Certificate (.5); review and revise Solvency Certificate (.5).
12/15/20	Will W. Bos, P.C.	3.80	Negotiate exit facility with working group.
12/15/20	Shan A. Khan	2.50	Review and revise ancillary deliverables re exit agreement (2.0); telephone conference with K&E team, advisors re exit credit agreement (.5).
12/15/20	Christopher Marcus, P.C.	0.60	Telephone conference with K&E team re rights offering.

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250008095
 Matter Number: 18803-50

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/15/20	Mitch McClellan	0.40	Analyze, revise officer certificates and resolutions for exit financing.
12/15/20	Arthur Patrick Muszynski	1.40	Analyze and review general unsecured claim rights offering procedures (.8); correspond with Stroock re same (.6).
12/15/20	Aisha M. Noor	0.70	Telephone conference with K&E team re strategy for exit credit agreement deliverables (.5); review correspondence re mortgage matters (.2).
12/15/20	Ashley Pincock	7.00	Telephone conference with K&E team re deal status (.5); update and circulate internal K&E checklist (2.0); review, revise schedules and exhibits to exit credit documents (1.4); correspond with Company re deliverables (.5); draft loan notice (.8); prepare ancillary documents re same (1.8).
12/16/20	Adam Louis Birnbaum	2.40	Review and revise Solvency Certificate (.4); prepare Support Certificate in connection with K&E legal opinion (1.1); telephone conference with K&E team re outstanding items (.2); review and revise exit facility closing checklist (.3); revise exhibits to Deed of Trust and Mortgages and correspond re same (.4).
12/16/20	Ross Fiedler	0.60	Telephone conference with K&E team, Paul Weiss and Stroock re rights offering issues.
12/16/20	Bryan D. Flannery	0.60	Telephone conference with K&E team re rights offering procedures.
12/16/20	Christopher Fox	0.90	Telephone conference with K&E team re emergence work streams (.3); review rights offering updates from KCC (.2); telephone conference with B. Flannery re rights offering (.2); review emergence checklist and provide updates re same (.2).
12/16/20	Shan A. Khan	4.50	Review correspondence re credit agreement (1.1); review and provide comments on parent guaranty (3.4).
12/16/20	Steven R. Lackey	1.00	Conference with K&E team re bankruptcy emergence (.6); conference with transfer agent re bankruptcy emergence (.4).
12/16/20	Christopher Marcus, P.C.	1.20	Telephone conference with K&E team re rights offering procedure (.6); telephone conference with K&E team re ARB backstop (.6).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250008095
 Matter Number: 18803-50

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/16/20	Mitch McClellan	1.30	Analyze and revise potential credit support documents.
12/16/20	Ashley Pincock	4.40	Update internal checklist re credit agreement (1.0); review and update ancillary documents (2.4); telephone conference with A. Weinhouse and K&E team re deal status (.2); coordinate ICA diligence (.8).
12/16/20	Anna G. Rotman, P.C.	0.30	Telephone conference re ARB backstop term sheet.
12/16/20	Sean M. Valentine	0.50	Telephone conference with C. Fox, A. Muszynski and S. Lackey re Nasdaq listing and review correspondence re same.
12/17/20	Adam Louis Birnbaum	1.20	Review correspondence re ICA insert and worksheet re support certificate and review same (.4); review, analyze form of mortgage, deed of trust and review correspondence re exhibits thereto (.5); telephone conference with K&E team, Company and advisors re emergence (.3).
12/17/20	Bryan D. Flannery	1.10	Review and revise rights offering procedures (.4); review indenture guarantor provisions (.7).
12/17/20	Christopher Fox	1.70	Review and revise rights offering procedures re markup from Stroock.
12/17/20	Shan A. Khan	3.00	Telephone conferences and correspond re credit agreement, exit matters.
12/17/20	Ashley Pincock	5.00	Coordinate ICA diligence (.5); telephone conference with A. Weinhouse, Company and advisors re emergence (.3); review and update ancillary documents (1.7); review and update internal K&E checklist (1.0); coordinate completion of deliverables (1.5).
12/17/20	Henry Rosas	0.50	Correspond with A. Pincock and A. Noor re status of transaction (.1); review lien searches previously ordered (.3); correspond with J. Welch of corporation service company re bring down lien searches needed (.1).
12/17/20	Sean M. Valentine	0.70	Telephone conference with A. Musczynski, C. Fox, S. Lackey and W. Slattery from Nasdaq re listing matters (.3); draft and revise confirmation form 8-K (.4).
12/18/20	Adam Louis Birnbaum	1.60	Draft and revise K&E legal opinion re exit RBL.

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250008095
 Matter Number: 18803-50

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/18/20	Christopher Fox	2.00	Telephone conference with AST re emergence mechanics and timeline (.3); review, revise rights offering procedures and exercise form with comments from B. Flannery (1.5); correspond with Paul Weiss re rights offering documents (.2).
12/18/20	Steven R. Lackey	0.20	Conference with transfer agent representative re exit transactions.
12/18/20	Ashley Pincock	4.00	Review ancillary credit agreement documents.
12/18/20	Enoch Varner	1.80	Review proposed backstop addendum and backstop agreement.
12/19/20	Christopher Fox	0.30	Revise rights offering procedures and exercise form re comments from Paul Weiss.
12/19/20	Ashley Pincock	1.00	Review exit facility documents.
12/19/20	Enoch Varner	1.70	Telephone conference with A. Weinhouse re backstop addendum (.7); correspond with K&E team and counsel for bondholders re backstop addendum (1.0).
12/20/20	Bryan D. Flannery	1.70	Telephone conference with K&E team and Moelis re rights offering procedures (.6); telephone conference with Stroock re same (.5); correspond with Paul Weiss re same (.1); review and revise rights offering procedures (.5).
12/20/20	Christopher Fox	5.00	Telephone conference re GUC rights offering procedures with Moelis (.5); telephone conference with GUC rights offering procedures with Stroock (.5); revise rights offering procedures and exercise form re conferences with Stroock and Moelis (2.9); telephone conferences with B. Flannery re rights offering procedures (1.1).
12/20/20	Christopher Marcus, P.C.	2.30	Telephone conferences with management, advisers, UCC, K&E team re ARB settlement and GUC rights offering procedures.
12/21/20	Adam Louis Birnbaum	4.90	Draft and revise Borrowing Base Certificate and exhibits (1.5); draft and revise notice of borrowing (.9); review, analyze and revise exit RBL credit agreement re LIBOR, SOFR and interest rate provisions (1.3); review and analyze exhibits to Mortgages and Deeds of Trust (1.2).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250008095
 Matter Number: 18803-50

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/21/20	Ross Fiedler	0.50	Telephone conference with K&E team, A&M and KCC re GUC rights offering.
12/21/20	Bryan D. Flannery	2.90	Telephone conference with K&E team re general unsecured claims rights offering participation (.3); telephone conference with KCC re emergence matters (.3); telephone conference with K&E team re rights offering procedures (.8); review and revise same (1.5).
12/21/20	Christopher Fox	5.50	Telephone conference with B. Flannery re rights offering procedures and exercise form (.5); telephone conference with K&E team re confirmation debrief and GUC rights offering (.5); telephone conference with financial advisors re GUC rights offering and valuation (.5); revise GUC rights offering documents re comments from conferences and K&E team (3.2); correspond re revised rights offering documents with Stroock (.3); conference with KCC re emergence mechanics (.5).
12/21/20	Shan A. Khan	5.50	Review and provide comments on revised draft of credit agreement (4.1); analyze same (.8); review matter correspondence re same (.6).
12/21/20	Steven R. Lackey	0.50	Correspond with K&E team and KCC team re emergence logistics.
12/21/20	Christopher Marcus, P.C.	1.10	Telephone conference with K&E team re rights offering mechanics (.6); telephone conference with Moelis re rights offering (.5).
12/21/20	Mitch McClellan	0.30	Analyze and revise exit credit agreement.
12/21/20	Arthur Patrick Muszynski	1.70	Telephone conference with KCC re general unsecured claims rights offering and emergence.
12/21/20	Aisha M. Noor	1.40	Review and comment on pledge and security agreement (1.2); circulate same to Bracewell (.2).
12/21/20	Ashley Pincock	5.50	Review and update ancillary documents re exit agreement (4.5); review and revise exit credit agreement (1.0).
12/21/20	Sean M. Valentine	0.30	Telephone conference with C. Fox, A. Muszynski, B. Flannery, S. Lackey and KCC team.
12/22/20	Nicholas Adzima	1.70	Review, revise rights offering materials.

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250008095
 Matter Number: 18803-50

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/22/20	Adam Louis Birnbaum	6.40	Review and analyze exhibits to Colorado Deed of Trust and Wyoming Form of Mortgage (2.2); review and revise Wells Fargo deposit account control agreement (1.9); review and revise Solvency Certificate (.2); review and revise Responsible Officer's Certificate (.3); review and analyze lien search result chart (1.5); review and revise exit RBL closing checklist (.3).
12/22/20	Will W. Bos, P.C.	4.60	Correspond with K&E team re credit facility (2.4); review exit facility documentation (2.2).
12/22/20	Ross Fiedler	0.50	Telephone conference with KCC, K&E team, Moelis and Company re rights offering.
12/22/20	Bryan D. Flannery	2.30	Review and revise rights offering procedures (2.0); telephone conference with Stroock re same (.3).
12/22/20	Christopher Fox	4.00	Telephone conference with B. Flannery re rights GUC offering procedures (.3); revise rights offering procedures with comments from B. Flannery (.5); coordinate with Moelis re open items list for GUC rights offering exercise form (.2); telephone conference with Stroock re rights offering exercise form and procedures (.5); revise rights offering procedures re exercise form re telephone conference with Stroock (1.7); review and provide comments to backstop notice form (.3); telephone conferences with K&E team re timing of rights offering and filing of GUC claims schedule (.5).
12/22/20	Shan A. Khan	2.30	Finalize credit agreement (2.1); review correspondence re same (.2).
12/22/20	Mitch McClellan	0.70	Analyze and review exit credit agreement.
12/22/20	Ashley Pincock	8.00	Review and update K&E internal checklist in accordance with Bracewell's closing checklist (2.5); review lien search results (1.0); review and coordinate delivery of ancillary documents (4.5).
12/22/20	Julian J. Seiguer, P.C.	1.80	Analyze transaction, exit matters.
12/23/20	Nicholas Adzima	2.00	Review, revise GUC rights offering materials (1.5); telephone conferences with working group re same (.5).

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Rights Offering/Exit Financing

Invoice Number: 1250008095
 Matter Number: 18803-50

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/23/20	Adam Louis Birnbaum	6.30	Review and revise ancillary deliverables re exit facility and analyze correspondence re same (4.3); review and revise Form of Mortgage and Form of Deed of Trust (.7); review and analyze exhibits to Deeds of Trust and Mortgages and draft issues list re same (1.3).
12/23/20	Will W. Bos, P.C.	2.80	Correspond re exit facility (1.2); review revised documentation (1.6).
12/23/20	Christopher Fox	1.50	Finalize backstop notices for equity rights offering and GUC exercise forms.
12/23/20	Shan A. Khan	3.00	Finalize credit agreement (2.4); finalize ancillary deliverables and matter correspondence (.6).
12/23/20	Eric Nyberg	3.50	Prepare analysis update for supplemental disclosure of creditors and entities.
12/23/20	Ashley Pincock	4.80	Update internal checklist re emergence (.8); update and circulate ancillary documents re same (4.0).
12/23/20	Julian J. Seiguer, P.C.	1.80	Analyze transaction, exit matters.
12/23/20	Sean M. Valentine	1.10	Telephone conference with CUSIP global services (.2); compile and submit CUSIP application and review correspondence re same (.9).
Total		327.00	

Exhibit J

Detailed Description of Expenses and Disbursements

September 2020

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

December 30, 2020

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007503

Client Matter: 18803-47

In the Matter of Expenses

For expenses incurred through September 30, 2020
(see attached Description of Expenses for detail)

\$ 211,731.91

Total expenses incurred

\$ 211,731.91

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007503
 Matter Number: 18803-47

Description of Expenses

<u>Description</u>	<u>Amount</u>
Third Party Telephone Charges	1,197.76
Standard Copies or Prints	1,198.20
Tabs/Indexes/Dividers	86.19
Color Copies or Prints	2,513.50
4" Binders	13.00
Outside Messenger Services	392.92
Other Travel Expenses	323.72
Court Reporter Fee/Deposition	12,318.57
Other Court Costs and Fees	159.75
Professional Fees	114,428.08
Outside Computer Services	54,012.77
Outside Copy/Binding Services	3,258.62
Westlaw Research	15,435.55
LexisNexis Research	3,055.63
Secretarial Overtime	2,929.50
Document Services Overtime	166.25
Computer Database Research - Soft	241.90
Total	\$ 211,731.91

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007503
 Matter Number: 18803-47

Description of Expenses

Third Party Telephone Charges

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/31/20	Intrado Enterprise Collaboration Inc - 1744717726	1.60
08/31/20	Intrado Enterprise Collaboration Inc - Teleconference	98.96
08/31/20	Intrado Enterprise Collaboration Inc - Teleconference	4.84
08/31/20	Intrado Enterprise Collaboration Inc - Teleconference	1.19
09/03/20	Allyson Smith Weinhouse - Allyson Smith Weinhouse, Teleconference, CourtCall hearing line. 09/03/2020	27.75
09/03/20	Allyson Smith Weinhouse - Allyson Smith Weinhouse, Teleconference, CourtCall hearing line. 09/03/2020	27.75
09/03/20	Jamie Alan Aycock - Jamie Alan Aycock, Teleconference, Attend Court hearing via telephone using CourtCall on September 3, 2020 09/03/2020	27.75
09/07/20	Jamie Alan Aycock - Jamie Alan Aycock, Internet, In flight Wi-Fi in order to address issues re case. 09/07/2020	12.00
09/15/20	Lydia Yale - Lydia Yale, Teleconference, CourtCall for hearing on Monday, September 14th, 2020 at 1:00pm ET (Kevin Liang attending) 09/15/2020	38.25
09/30/20	Intrado Enterprise Collaboration Inc - Conference calls for Mitch McClellan	3.16
09/30/20	Intrado Enterprise Collaboration Inc - Conference calls for Mitch McClellan	0.73
09/30/20	Intrado Enterprise Collaboration Inc - Teleconference	3.77
09/30/20	Intrado Enterprise Collaboration Inc - Teleconference	3.21
09/30/20	Intrado Enterprise Collaboration Inc - Teleconference	0.70
09/30/20	Intrado Enterprise Collaboration Inc - Teleconference	4.47
09/30/20	Intrado Enterprise Collaboration Inc - Teleconference	8.71
09/30/20	Intrado Enterprise Collaboration Inc - Telephone Conferences	2.29
09/30/20	Intrado Enterprise Collaboration Inc - Conference call	5.58
09/30/20	Intrado Enterprise Collaboration Inc - Conference call	6.90
09/30/20	Intrado Enterprise Collaboration Inc - Conference call	34.94
09/30/20	Intrado Enterprise Collaboration Inc - Conference call	3.30
09/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	1.62
09/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	1.08
09/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	2.60

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007503
 Matter Number: 18803-47

09/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	0.11
09/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	0.23
09/30/20	Intrado Enterprise Collaboration Inc - Conference call	6.29
09/30/20	Intrado Enterprise Collaboration Inc - Conference call	2.21
09/30/20	Intrado Enterprise Collaboration Inc - Conference call	1.18
09/30/20	Intrado Enterprise Collaboration Inc - Teleconference	2.73
09/30/20	Intrado Enterprise Collaboration Inc - Teleconference	0.78
09/30/20	Intrado Enterprise Collaboration Inc - Conference call	0.96
09/30/20	Intrado Enterprise Collaboration Inc - Conference call	14.36
09/30/20	Intrado Enterprise Collaboration Inc - Conference call	8.11
09/30/20	Intrado Enterprise Collaboration Inc - Conference call	1.10
09/30/20	Intrado Enterprise Collaboration Inc - Conference call	2.60
09/30/20	Intrado Enterprise Collaboration Inc - Conference call	2.31
09/30/20	Intrado Enterprise Collaboration Inc - Conference call	2.34
09/30/20	Intrado Enterprise Collaboration Inc - Teleconferences	154.41
09/30/20	Intrado Enterprise Collaboration Inc - Conference call	4.11
09/30/20	Intrado Enterprise Collaboration Inc - Intercall invoice for attorney Daniel Kirksey	6.75
09/30/20	Intrado Enterprise Collaboration Inc - Intercall invoice for attorney Daniel Kirksey	0.80
09/30/20	Intrado Enterprise Collaboration Inc - Intercall invoice for attorney Daniel Kirksey	0.01
09/30/20	Intrado Enterprise Collaboration Inc - Intercall invoice for attorney Daniel Kirksey	2.16
09/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	0.50
09/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	4.79
09/30/20	Intrado Enterprise Collaboration Inc - Teleconference	3.12
09/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	6.38
09/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	1.60
09/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	1.07
09/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	4.78
09/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	1.22
09/30/20	Intrado Enterprise Collaboration Inc - Teleconference	65.87
09/30/20	Intrado Enterprise Collaboration Inc - Telephone Conferences	11.08
09/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	3.64
09/30/20	Intrado Enterprise Collaboration Inc - Telephone Conferences	1.13
09/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	1.27
09/30/20	Intrado Enterprise Collaboration Inc - teleconference	1.23

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007503
 Matter Number: 18803-47

09/30/20	Intrado Enterprise Collaboration Inc - teleconference	8.52
09/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	0.21
09/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	0.71
09/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	1.13
09/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	1.23
09/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	0.47
09/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	4.45
09/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	1.23
09/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	2.76
09/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	0.61
09/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	3.30
09/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	0.26
09/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	4.36
09/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	1.25
09/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	0.06
09/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	0.58
09/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	8.32
09/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	1.04
09/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	9.73
09/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	0.47
09/30/20	Intrado Enterprise Collaboration Inc - Intercall invoice for William Bos.	1.89
09/30/20	Intrado Enterprise Collaboration Inc - Conference call on 9-11-2020.	1.75
09/30/20	Intrado Enterprise Collaboration Inc - Conference Calls for Julian Seiguer	7.07
09/30/20	Intrado Enterprise Collaboration Inc - Teleconference	10.10
09/30/20	Intrado Enterprise Collaboration Inc - Conference call on 9-01-2020.	0.03
09/30/20	Intrado Enterprise Collaboration Inc - Conference call on 9-14-2020.	0.86
09/30/20	Intrado Enterprise Collaboration Inc - Conference calls: 9/15/2020 @ \$2.96 9/15/2020 @ \$18.84 9/28/2020 @ \$4.73	26.53
09/30/20	Intrado Enterprise Collaboration Inc - Conference call on 9-01-2020.	1.92
09/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	2.61
09/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	3.53
09/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	8.50
09/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	1.36

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007503
 Matter Number: 18803-47

09/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	0.23
09/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	3.83
09/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	1.46
09/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	0.06
09/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	1.12
09/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	5.85
09/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	2.56
09/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	0.39
09/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	7.43
09/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	6.28
09/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	0.68
09/30/20	Lydia Yale - Lydia Yale, Teleconference, CourtCall for hearing on Tuesday, June 16th, 2020 at 1:00pm ET (Anna Rotman attending) 09/30/2020	33.00
09/30/20	Intrado Enterprise Collaboration Inc - Teleconference	251.87
09/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	4.67
09/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	8.61
09/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	7.95
09/30/20	Intrado Solutions Limited - Intrado Conference Call Charges - Alexander Rayner - September 2020	1.29
09/30/20	Intrado Enterprise Collaboration Inc - Teleconferences	2.10
09/30/20	Intrado Enterprise Collaboration Inc - Teleconferences	0.59
09/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calling expense.	32.09
09/30/20	Intrado Enterprise Collaboration Inc - 1744768275	52.58
09/30/20	Intrado Enterprise Collaboration Inc - Conference call	4.30
09/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	3.71
09/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	3.89
	Total	1,197.76

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007503
 Matter Number: 18803-47

Standard Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/01/20	Standard Copies or Prints	101.40
09/01/20	Standard Copies or Prints	101.40
09/11/20	Standard Copies or Prints	6.20
09/11/20	Standard Copies or Prints	6.20
09/16/20	Standard Copies or Prints	32.20
09/17/20	Standard Copies or Prints	6.30
09/17/20	Standard Copies or Prints	8.40
09/18/20	Standard Copies or Prints	11.60
09/18/20	Standard Copies or Prints	5.30
09/18/20	Standard Copies or Prints	5.00
09/21/20	Standard Copies or Prints	1.90
09/21/20	Standard Copies or Prints	3.80
09/22/20	Standard Copies or Prints	183.50
09/23/20	Standard Copies or Prints	2.30
09/25/20	Standard Copies or Prints	633.00
09/29/20	Standard Copies or Prints	22.60
09/30/20	Standard Copies or Prints	12.10
09/30/20	Standard Copies or Prints	27.30
09/30/20	Standard Copies or Prints	27.70
	Total	1,198.20

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007503
 Matter Number: 18803-47

Tabs/Indexes/Dividers

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/01/20	Tabs/Indexes/Dividers	10.92
09/01/20	Tabs/Indexes/Dividers	10.27
09/16/20	Tabs/Indexes/Dividers	3.25
09/18/20	Tabs/Indexes/Dividers	0.52
09/21/20	Tabs/Indexes/Dividers	0.91
09/22/20	Tabs/Indexes/Dividers	19.24
09/25/20	Tabs/Indexes/Dividers	35.88
09/29/20	Tabs/Indexes/Dividers	3.64
09/30/20	Tabs/Indexes/Dividers	1.56
	Total	86.19

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007503
 Matter Number: 18803-47

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/11/20	Color Copies or Prints	239.80
09/11/20	Color Copies or Prints	239.80
09/16/20	Color Copies or Prints	180.95
09/17/20	Color Copies or Prints	171.60
09/17/20	Color Copies or Prints	298.10
09/18/20	Color Copies or Prints	182.05
09/18/20	Color Copies or Prints	82.50
09/23/20	Color Copies or Prints	6.05
09/29/20	Color Copies or Prints	333.30
09/30/20	Color Copies or Prints	144.10
09/30/20	Color Copies or Prints	491.70
09/30/20	Color Copies or Prints	143.55
	Total	2,513.50

Legal Services for the Period Ending September 30, 2020
Extraction Oil & Gas, Inc.
Expenses

Invoice Number: 1250007503
Matter Number: 18803-47

4" Binders

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/25/20	4" Binders	13.00
	Total	13.00

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007503
 Matter Number: 18803-47

Outside Messenger Services

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/25/20	MACH 5 COURIERS INC - Mary DeVaney to Doug Bacon on 9/11/20	27.80
09/25/20	MACH 5 COURIERS INC - Mike Cross to Anna Rotman on 9/25/20	49.25
09/25/20	MACH 5 COURIERS INC - KeAndre Simon to Doug Bacon on 9/18/20	82.00
09/30/20	Washington Express LLC - Messenger service	66.38
09/30/20	Washington Express LLC - Messenger service	116.99
09/30/20	BREAKAWAY COURIER SYSTEMS - Messenger services for 9/30 courier to Jeff D. Makhholm, Ph.D	50.50
	Total	392.92

Legal Services for the Period Ending September 30, 2020
Extraction Oil & Gas, Inc.
Expenses

Invoice Number: 1250007503
Matter Number: 18803-47

Other Travel Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/18/20	Manny Rodriguez - Manny Rodriguez, Mileage, New York 809.65 miles Delivery of Documents 09/18/2020	310.82
09/19/20	Manny Rodriguez - Manny Rodriguez, Toll, Delivery of Documents 09/19/2020	12.90
	Total	323.72

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007503
 Matter Number: 18803-47

Court Reporter Fee/Deposition

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/25/20	VERITEXT - Deposition transcript of Don Robinson	2,255.80
09/28/20	VERITEXT - Deposition transcript of Suede Kelly.	4,040.25
09/28/20	VERITEXT - Deposition transcript of David J. Haag	2,470.30
09/29/20	US LEGAL SUPPORT - Deposition transcript of Matt Owens	901.92
09/29/20	VERITEXT - Deposition transcript of Rogan McGillis	2,650.30
	Total	12,318.57

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007503
 Matter Number: 18803-47

Other Court Costs and Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/03/20	COURTCALL LLC - Courtcall for hearing on Tuesday, September 1st, 2020 at 11:00AM ET	33.00
09/08/20	COURTCALL LLC - CourtCall for hearing on Thursday, September 3rd, 2020 at 11:00AM ET	27.75
09/08/20	COURTCALL LLC - CourtCall for hearing on Thursday, September 3rd, 2020 at 11:00AM ET	33.00
09/15/20	COURTCALL LLC - CourtCall for hearing on Monday, September 14th, 2020 at 1:00pm ET	33.00
09/29/20	COURTCALL LLC - CourtCall for hearing on Friday, September 25th, 2020 at 1:00pm ET	33.00
	Total	159.75

Legal Services for the Period Ending September 30, 2020
Extraction Oil & Gas, Inc.
Expenses

Invoice Number: 1250007503
Matter Number: 18803-47

Professional Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/20/20	LEGALPEOPLE - Document review for discovery productions.	54,966.69
09/27/20	LEGALPEOPLE - Document review for discovery productions.	59,461.39
	Total	114,428.08

Legal Services for the Period Ending September 30, 2020
Extraction Oil & Gas, Inc.
Expenses

Invoice Number: 1250007503
Matter Number: 18803-47

Outside Computer Services

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/06/20	LEGALPEOPLE - Document review.	16,037.81
09/13/20	LEGALPEOPLE - Document review.	25,642.26
09/19/20	SANDLINE DISCOVERY LLC - Process and export documents; run multiple search term reports and batches, etc.	12,332.70
	Total	54,012.77

Legal Services for the Period Ending September 30, 2020
Extraction Oil & Gas, Inc.
Expenses

Invoice Number: 1250007503
Matter Number: 18803-47

Outside Copy/Binding Services

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/23/20	FLASH DATA LLC - Printing and binding	482.91
09/23/20	FLASH DATA LLC - Printing and binding.	2,216.27
09/23/20	FLASH DATA LLC - Printing and binding.	559.44
	Total	3,258.62

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007503
 Matter Number: 18803-47

Westlaw Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/12/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Burkhalter, Christopher Steven on 8/12/2020	193.99
08/12/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Liang, Kevin on 8/12/2020	131.24
09/01/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Leonard, Angela on 9/1/2020	24.96
09/01/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Briefel, Simon on 9/1/2020	404.62
09/02/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Menefee, Christian on 9/2/2020	94.31
09/02/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Burkhalter, Christopher Steven on 9/2/2020	262.97
09/03/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 9/3/2020	163.54
09/03/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Burkhalter, Christopher Steven on 9/3/2020	131.49
09/03/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Aycok, Jamie on 9/3/2020	96.15
09/03/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Sills, Rebekah on 9/3/2020	120.45
09/04/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Swager, Evan on 9/4/2020	57.55
09/04/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Sills, Rebekah on 9/4/2020	64.10
09/04/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Liang, Kevin on 9/4/2020	115.11
09/04/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Burkhalter, Christopher Steven on 9/4/2020	439.77
09/05/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Sills, Rebekah on 9/5/2020	91.16
09/05/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Briefel, Simon on 9/5/2020	19.18
09/07/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 9/7/2020	18.78

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007503
 Matter Number: 18803-47

09/08/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Sills, Rebekah on 9/8/2020	18.78
09/09/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jones, James Grant on 9/9/2020	37.57
09/09/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 9/9/2020	37.57
09/10/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Courts, Adrienne on 9/10/2020	5.65
09/10/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Menefee, Christian on 9/10/2020	217.13
09/10/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jones, James Grant on 9/10/2020	75.13
09/10/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 9/10/2020	300.54
09/11/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 9/11/2020	53.59
09/11/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by O'Callaghan, Orla Patricia on 9/11/2020	18.78
09/12/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 9/12/2020	37.57
09/13/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by O'Callaghan, Orla Patricia on 9/13/2020	72.38
09/13/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Smith, Allyson on 9/13/2020	19.18
09/14/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Young, Kenneth on 9/14/2020	323.26
09/14/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Menefee, Christian on 9/14/2020	169.05
09/15/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Liang, Kevin on 9/15/2020	186.21
09/15/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by O'Callaghan, Orla Patricia on 9/15/2020	18.78
09/15/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Young, Kenneth on 9/15/2020	999.61
09/15/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jones, James Grant on 9/15/2020	245.76

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007503
 Matter Number: 18803-47

09/15/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 9/15/2020	185.08
09/15/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Wacker, Mary Ann on 9/15/2020	541.97
09/16/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Young, Kenneth on 9/16/2020	605.28
09/16/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 9/16/2020	227.11
09/16/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by O'Callaghan, Orla Patricia on 9/16/2020	37.57
09/16/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Wacker, Mary Ann on 9/16/2020	235.39
09/17/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jones, James Grant on 9/17/2020	262.71
09/17/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Young, Kenneth on 9/17/2020	16.02
09/17/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 9/17/2020	112.70
09/18/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Young, Kenneth on 9/18/2020	208.85
09/18/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 9/18/2020	535.92
09/18/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jones, James Grant on 9/18/2020	325.89
09/19/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 9/19/2020	16.02
09/19/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Young, Kenneth on 9/19/2020	50.83
09/20/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Joya, Ammaar on 9/20/2020	149.42
09/20/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Young, Kenneth on 9/20/2020	32.05
09/21/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 9/21/2020	222.65
09/21/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Young, Kenneth on 9/21/2020	47.16

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007503
 Matter Number: 18803-47

09/21/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Courts, Adrienne on 9/21/2020	203.34
09/21/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Benton, Diana on 9/21/2020	262.97
09/21/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Aycock, Jamie on 9/21/2020	18.78
09/22/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 9/22/2020	48.07
09/22/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Joya, Ammaar on 9/22/2020	112.07
09/22/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Menefee, Christian on 9/22/2020	159.86
09/22/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jones, James Grant on 9/22/2020	403.78
09/22/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Liang, Kevin on 9/22/2020	150.66
09/22/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Leonard, Angela on 9/22/2020	93.92
09/23/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Liang, Kevin on 9/23/2020	57.55
09/23/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Menefee, Christian on 9/23/2020	37.57
09/23/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jones, James Grant on 9/23/2020	69.62
09/23/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Joya, Ammaar on 9/23/2020	74.71
09/24/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 9/24/2020	158.02
09/24/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Swager, Evan on 9/24/2020	385.30
09/24/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Dickerson, Nikki on 9/24/2020	1,014.98
09/24/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Liang, Kevin on 9/24/2020	598.88
09/24/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jones, James Grant on 9/24/2020	550.25

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007503
 Matter Number: 18803-47

09/25/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Benton, Diana on 9/25/2020	93.92
09/25/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Liang, Kevin on 9/25/2020	262.95
09/25/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jones, James Grant on 9/25/2020	80.13
09/25/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Aycock, Jamie on 9/25/2020	16.02
09/25/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Young, Kenneth on 9/25/2020	72.38
09/25/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 9/25/2020	611.06
09/26/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Joya, Ammaar on 9/26/2020	37.36
09/26/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Aycock, Jamie on 9/26/2020	37.57
09/26/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jones, James Grant on 9/26/2020	50.83
09/27/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jones, James Grant on 9/27/2020	34.81
09/28/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 9/28/2020	66.86
09/29/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Benton, Diana on 9/29/2020	93.92
09/30/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Benton, Diana on 9/30/2020	18.78
09/30/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 9/30/2020	75.14
09/30/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Young, Kenneth on 9/30/2020	56.35
09/30/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Aycock, Jamie on 9/30/2020	53.59
09/30/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Menefee, Christian on 9/30/2020	295.02
	Total	15,435.55

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007503
 Matter Number: 18803-47

LexisNexis Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/01/20	LEXISNEXIS - LexisNexis Research on 9/1/2020 by Ross Fiedler	264.08
09/08/20	LEXISNEXIS - LexisNexis Research on 9/8/2020 by Dustin Womack	28.81
09/14/20	LEXISNEXIS - LexisNexis Research on 9/14/2020 by Ross Fiedler	212.38
09/15/20	LEXISNEXIS - LexisNexis Research on 9/15/2020 by Mary Ann Wacker	1,147.94
09/16/20	LEXISNEXIS - LexisNexis Research on 9/16/2020 by Mary Ann Wacker	112.09
09/17/20	LEXISNEXIS - LexisNexis Research on 9/17/2020 by Mary Ann Wacker	28.81
09/18/20	LEXISNEXIS - LexisNexis Research on 9/18/2020 by Dustin Womack	217.66
09/21/20	LEXISNEXIS - LexisNexis Research on 9/21/2020 by Angela Leonard	326.48
09/22/20	LEXISNEXIS - LexisNexis Research on 9/22/2020 by Angela Leonard	108.82
09/25/20	LEXISNEXIS - LexisNexis Research on 9/25/2020 by Grant Jones	108.95
09/25/20	LEXISNEXIS - LexisNexis Research on 9/25/2020 by Mary Ann Wacker	137.63
09/26/20	LEXISNEXIS - LexisNexis Research on 9/26/2020 by Grant Jones	224.35
09/30/20	LEXISNEXIS - LexisNexis Research on 9/30/2020 by Dustin Womack	137.63
	Total	3,055.63

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007503
 Matter Number: 18803-47

Secretarial Overtime

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/01/20	Secretarial Overtime, Doc. Prep. - Cross Referencing	315.00
09/15/20	Secretarial Overtime, Trial Support	31.50
09/21/20	Secretarial Overtime, Trial Support	519.75
09/22/20	Secretarial Overtime, Deposition Preparation	157.50
09/23/20	Secretarial Overtime, Doc. Prep.- Proofread	472.50
09/24/20	Secretarial Overtime, Trial Support	173.25
09/28/20	Secretarial Overtime, Trial Preparation	441.00
09/29/20	Secretarial Overtime, Trial Preparation	441.00
09/30/20	Secretarial Overtime, Trial Preparation	378.00
	Total	2,929.50

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007503
 Matter Number: 18803-47

Document Services Overtime

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/08/20	Convert from PDF to Word - : Brief/Pleading(s)	35.83
09/10/20	Convert from PDF to Word - : Brief/Pleading(s)	58.76
09/15/20	Convert from PDF to Word - : Document(s)	42.28
09/22/20	Convert from PDF to Word - : Brief/Pleading(s)	23.65
09/27/20	Format and revise : Report(s)	5.73
	Total	166.25

Legal Services for the Period Ending September 30, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007503
 Matter Number: 18803-47

Computer Database Research - Soft

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/01/20	PACER Usage for 09/2020	0.50
09/01/20	PACER Usage for 09/2020	8.70
09/01/20	PACER Usage for 09/2020	109.20
09/01/20	PACER Usage for 09/2020	9.20
09/01/20	PACER Usage for 09/2020	75.90
09/01/20	PACER Usage for 09/2020	7.50
09/01/20	PACER Usage for 09/2020	18.20
09/01/20	PACER Usage for 09/2020	12.70
	Total	241.90

TOTAL EXPENSES **\$ 211,731.91**

October 2020

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

January 25, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007763

Client Matter: 18803-47

In the Matter of Expenses

For expenses incurred through October 31, 2020
(see attached Description of Expenses for detail)

\$ 267,759.09

Total expenses incurred

\$ 267,759.09

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007763
 Matter Number: 18803-47

Description of Expenses

<u>Description</u>	<u>Amount</u>
Third Party Telephone Charges	3,554.99
Standard Copies or Prints	1,664.70
Binding	10.50
Tabs/Indexes/Dividers	96.07
Color Copies or Prints	2,952.95
4" Binders	39.00
5" Binders	135.00
Outside Messenger Services	49.00
Court Reporter Fee/Deposition	7,616.90
Professional Fees	210,643.66
Outside Paralegal Assistance	31,092.61
Outside Printing Services	1,395.81
Outside Copy/Binding Services	282.39
Catering Expenses	177.01
Computer Database Research	998.00
Westlaw Research	5,327.03
LexisNexis Research	359.98
Overtime Meals - Attorney	57.80
Secretarial Overtime	78.75
Document Services Overtime	10.75
Overnight Delivery - Hard	854.89
Computer Database Research - Soft	361.30
Total	\$ 267,759.09

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007763
 Matter Number: 18803-47

Description of Expenses

Third Party Telephone Charges

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/07/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 10/07/2020	22.50
10/09/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 10/09/2020	206.25
10/09/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 10/09/2020	206.25
10/09/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 10/09/2020	201.00
10/13/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 10/13/2020	201.00
10/13/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 10/13/2020	143.25
10/13/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 10/13/2020	138.00
10/13/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 10/13/2020	153.75
10/13/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 10/13/2020	132.75
10/13/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 10/13/2020	132.75
10/13/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 10/13/2020	132.75
10/14/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 10/14/2020	22.50
10/22/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 10/22/2020	52.50
10/22/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 10/22/2020	69.75
10/22/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 10/22/2020	164.25
10/22/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 10/22/2020	159.00
10/28/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 10/28/2020	111.75

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007763
 Matter Number: 18803-47

10/28/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 10/28/2020	111.75
10/29/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 10/29/2020	96.00
10/29/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 10/29/2020	96.00
10/31/20	Intrado Enterprise Collaboration Inc - CJ Marcus - Teleconference(s) with Client, Company, Board, Counsel, etc.	3.26
10/31/20	Intrado Enterprise Collaboration Inc - Teleconference Calls	3.79
10/31/20	Intrado Enterprise Collaboration Inc - Telephone conference calls.	6.07
10/31/20	Intrado Enterprise Collaboration Inc - Conference Calls	70.82
10/31/20	Intrado Enterprise Collaboration Inc - Intercall invoice for William Bos.	1.71
10/31/20	Intrado Enterprise Collaboration Inc - Telephone conference expense.	0.48
10/31/20	Intrado Enterprise Collaboration Inc - Conference Call(s): 10/24/2020	0.01
10/31/20	Intrado Enterprise Collaboration Inc - Conference Call(s): 10/24/2020 Surcharge Fee \$ 0.01	2.00
10/31/20	Intrado Enterprise Collaboration Inc - Conference call	4.32
10/31/20	Intrado Enterprise Collaboration Inc - Conference call	6.07
10/31/20	Intrado Enterprise Collaboration Inc - Conference calls for Julian Seiguer	5.49
10/31/20	Intrado Enterprise Collaboration Inc - Invoice for teleconference	2.10
10/31/20	Intrado Enterprise Collaboration Inc - Conference call	6.32
10/31/20	Intrado Enterprise Collaboration Inc - Conference call	1.52
10/31/20	Intrado Enterprise Collaboration Inc - Conference call	9.21
10/31/20	Intrado Enterprise Collaboration Inc - 1744774923	18.70
10/31/20	Intrado Enterprise Collaboration Inc - Telephone conference calls.	0.08
10/31/20	Intrado Enterprise Collaboration Inc - Telephone conference calls.	0.07
10/31/20	Intrado Enterprise Collaboration Inc - Conference calls	1.66
10/31/20	Intrado Enterprise Collaboration Inc - Conference call	2.13
10/31/20	Intrado Enterprise Collaboration Inc - Conference call	8.42
10/31/20	Intrado Enterprise Collaboration Inc - Telephone conference calls.	4.70
10/31/20	Intrado Enterprise Collaboration Inc - Teleconference	619.48
10/31/20	Intrado Enterprise Collaboration Inc - Teleconference	42.00
10/31/20	Intrado Enterprise Collaboration Inc - Teleconference Calls	4.13
10/31/20	Intrado Enterprise Collaboration Inc - teleconference	142.93
10/31/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	6.31

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007763
 Matter Number: 18803-47

10/31/20	Intrado Enterprise Collaboration Inc - Teleconference	0.76
10/31/20	Intrado Enterprise Collaboration Inc - Teleconference	4.53
10/31/20	Intrado Enterprise Collaboration Inc - Teleconference	4.71
10/31/20	Intrado Enterprise Collaboration Inc - Teleconference	0.93
10/31/20	Intrado Enterprise Collaboration Inc - Teleconference	5.26
10/31/20	Intrado Enterprise Collaboration Inc - Teleconference	0.26
10/31/20	Intrado Enterprise Collaboration Inc - Teleconference	0.33
10/31/20	Intrado Enterprise Collaboration Inc - Teleconference Calls	4.92
10/31/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	3.91
10/31/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	1.85
	Total	3,554.99

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007763
 Matter Number: 18803-47

Standard Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/01/20	Standard Copies or Prints	0.40
10/01/20	Standard Copies or Prints	14.90
10/09/20	Standard Copies or Prints	943.80
10/12/20	Standard Copies or Prints	138.00
10/12/20	Standard Copies or Prints	329.40
10/14/20	Standard Copies or Prints	0.80
10/16/20	Standard Copies or Prints	165.80
10/16/20	Standard Copies or Prints	1.00
10/19/20	Standard Copies or Prints	0.90
10/19/20	Standard Copies or Prints	1.10
10/19/20	Standard Copies or Prints	13.70
10/21/20	Standard Copies or Prints	25.70
10/26/20	Standard Copies or Prints	3.30
10/27/20	Standard Copies or Prints	15.90
10/29/20	Standard Copies or Prints	0.40
10/30/20	Standard Copies or Prints	3.80
10/31/20	Standard Copies or Prints	5.80
	Total	1,664.70

Legal Services for the Period Ending October 31, 2020
Extraction Oil & Gas, Inc.
Expenses

Invoice Number: 1250007763
Matter Number: 18803-47

Binding

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/09/20	Binding	1.40
10/16/20	Binding	0.70
10/16/20	Binding	4.90
10/19/20	Binding	3.50
	Total	10.50

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007763
 Matter Number: 18803-47

Tabs/Indexes/Dividers

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/01/20	Tabs/Indexes/Dividers	4.55
10/09/20	Tabs/Indexes/Dividers	31.85
10/12/20	Tabs/Indexes/Dividers	36.66
10/12/20	Tabs/Indexes/Dividers	5.98
10/16/20	Tabs/Indexes/Dividers	9.88
10/19/20	Tabs/Indexes/Dividers	7.15
	Total	96.07

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007763
 Matter Number: 18803-47

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/01/20	Color Copies or Prints	2.20
10/01/20	Color Copies or Prints	436.15
10/02/20	Color Copies or Prints	10.45
10/09/20	Color Copies or Prints	1,735.25
10/14/20	Color Copies or Prints	0.55
10/16/20	Color Copies or Prints	553.85
10/19/20	Color Copies or Prints	9.35
10/19/20	Color Copies or Prints	120.45
10/21/20	Color Copies or Prints	29.15
10/26/20	Color Copies or Prints	1.65
10/28/20	Color Copies or Prints	53.90
	Total	2,952.95

Legal Services for the Period Ending October 31, 2020
Extraction Oil & Gas, Inc.
Expenses

Invoice Number: 1250007763
Matter Number: 18803-47

4" Binders

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/09/20	4" Binders	13.00
10/12/20	4" Binders	13.00
10/12/20	4" Binders	13.00
	Total	39.00

Legal Services for the Period Ending October 31, 2020
Extraction Oil & Gas, Inc.
Expenses

Invoice Number: 1250007763
Matter Number: 18803-47

5" Binders

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/09/20	5" Binders	135.00
	Total	135.00

Legal Services for the Period Ending October 31, 2020
Extraction Oil & Gas, Inc.
Expenses

Invoice Number: 1250007763
Matter Number: 18803-47

Outside Messenger Services

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/23/20	MACH 5 COURIERS INC - Mary Darpino to Anna Rotman on 10/1/20 (2entries)	49.00
	Total	49.00

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007763
 Matter Number: 18803-47

Court Reporter Fee/Deposition

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/05/20	VERITEXT - Deposition transcript of Matthew Owens	1,733.30
10/19/20	VERITEXT - Deposition transcript of Jeffrey D. Makhholm Ph.D. - 09/25/20	1,697.25
10/20/20	VERITEXT - Deposition transcript of Matt Owens, October 19, 2020.	2,775.35
10/22/20	VERITEXT - Deposition of Roger McGillis on October 19, 2020	1,411.00
	Total	7,616.90

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007763
 Matter Number: 18803-47

Professional Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/04/20	LEGALPEOPLE - Document review for discovery production.	64,001.93
10/11/20	LEGALPEOPLE - Document review for production	23,769.90
10/18/20	LEGALPEOPLE - Document review for production.	28,714.43
10/20/20	SANDLINE DISCOVERY LLC - Document review for production.	78,215.40
10/20/20	SANDLINE DISCOVERY LLC - Document review for production.	15,942.00
	Total	210,643.66

Legal Services for the Period Ending October 31, 2020
Extraction Oil & Gas, Inc.
Expenses

Invoice Number: 1250007763
Matter Number: 18803-47

Outside Paralegal Assistance

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/25/20	LEGALPEOPLE - Document review for production.	31,092.61
	Total	31,092.61

Legal Services for the Period Ending October 31, 2020
Extraction Oil & Gas, Inc.
Expenses

Invoice Number: 1250007763
Matter Number: 18803-47

Outside Printing Services

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/01/20	ADVANCED DISCOVERY LIMITED - External Printing	261.80
10/05/20	KEY DISCOVERY - Outside printing service request from Polly Razmdideh of the Houston office on 10/1 going to Matthew O'Loughlin	1,134.01
	Total	1,395.81

Legal Services for the Period Ending October 31, 2020
Extraction Oil & Gas, Inc.
Expenses

Invoice Number: 1250007763
Matter Number: 18803-47

Outside Copy/Binding Services

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/07/20	MARATHON DOCUMENT SOLUTIONS INC - Printing, binding and delivery of exhibits binders to Matthew Owens.	146.39
10/19/20	MARATHON DOCUMENT SOLUTIONS INC - Printing and courier services.	136.00
	Total	282.39

Legal Services for the Period Ending October 31, 2020
Extraction Oil & Gas, Inc.
Expenses

Invoice Number: 1250007763
Matter Number: 18803-47

Catering Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/15/20	BMO DINERS CLUB - Andrea's Oct PCARD extraction lunch	65.82
10/15/20	BMO DINERS CLUB - Andrea's Oct PCARD extraction lunch	111.19
	Total	177.01

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007763
 Matter Number: 18803-47

Computer Database Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/04/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 8/24/2020	43.00
09/04/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 8/13/2020	8.00
09/04/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 8/11/2020	20.00
09/04/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 8/25/2020	83.00
09/04/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 8/20/2020	20.00
09/04/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 8/19/2020	29.00
09/04/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 8/12/2020	20.00
09/04/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 8/18/2020	249.00
09/04/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 8/21/2020	76.00
09/04/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 8/12/2020	5.00
09/04/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 8/5/2020	20.00
09/04/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 8/9/2020	20.00
09/04/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 8/27/2020	5.00
10/15/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 9/11/2020	40.00
10/15/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 9/22/2020	43.00
10/15/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 9/2/2020	20.00
10/15/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 9/7/2020	32.00
10/15/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 9/22/2020	91.00
10/15/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 9/10/2020	32.00

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007763
 Matter Number: 18803-47

10/15/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 9/11/2020	28.00
10/15/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 9/24/2020	20.00
10/15/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 9/4/2020	25.00
10/15/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 9/25/2020	61.00
10/15/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 9/8/2020	8.00
	Total	998.00

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007763
 Matter Number: 18803-47

Westlaw Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/01/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 10/1/2020	16.07
10/02/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 10/2/2020	215.07
10/05/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 10/5/2020	95.96
10/06/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jones, James Grant on 10/6/2020	32.14
10/07/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Young, Kenneth on 10/7/2020	13.71
10/07/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jones, James Grant on 10/7/2020	403.17
10/07/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 10/7/2020	96.41
10/08/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 10/8/2020	16.07
10/08/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Menefee, Christian on 10/8/2020	16.07
10/09/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jones, James Grant on 10/9/2020	16.07
10/12/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Benton, Diana on 10/12/2020	32.14
10/12/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jones, James Grant on 10/12/2020	147.09
10/13/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 10/13/2020	291.14
10/13/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Young, Kenneth on 10/13/2020	61.91
10/13/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Benton, Diana on 10/13/2020	144.62
10/14/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 10/14/2020	277.43
10/14/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Young, Kenneth on 10/14/2020	29.78

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007763
 Matter Number: 18803-47

10/14/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jones, James Grant on 10/14/2020	458.01
10/14/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Benton, Diana on 10/14/2020	16.07
10/15/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jones, James Grant on 10/15/2020	64.27
10/15/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Cohen, Stephanie Beth on 10/15/2020	49.29
10/15/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 10/15/2020	327.55
10/15/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Young, Kenneth on 10/15/2020	16.07
10/16/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Adzima, Nicholas on 10/16/2020	156.89
10/16/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Liang, Kevin on 10/16/2020	159.29
10/16/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Cohen, Stephanie Beth on 10/16/2020	16.43
10/16/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Young, Kenneth on 10/16/2020	16.07
10/20/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Menefee, Christian on 10/20/2020	45.85
10/20/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Swager, Evan on 10/20/2020	98.47
10/21/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Menefee, Christian on 10/21/2020	312.16
10/22/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Menefee, Christian on 10/22/2020	16.07
10/22/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Lawrence, Andrew on 10/22/2020	237.32
10/26/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Fiedler, Ross on 10/26/2020	49.23

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007763
 Matter Number: 18803-47

10/26/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Martinez-Krippner, Diego Jorge on 10/26/2020	32.86
10/27/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 10/27/2020	32.14
10/28/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Menefee, Christian on 10/28/2020	335.08
10/28/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 10/28/2020	32.14
10/29/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Mertz, Melissa Ann on 10/29/2020	82.06
10/29/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Marston, Rebecca J. on 10/29/2020	65.72
10/29/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 10/29/2020	16.07
10/30/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Marston, Rebecca J. on 10/30/2020	239.45
10/30/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 10/30/2020	13.71
10/31/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Marston, Rebecca J. on 10/31/2020	512.56
10/31/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Mertz, Melissa Ann on 10/31/2020	21.35
	Total	5,327.03

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007763
 Matter Number: 18803-47

LexisNexis Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/14/20	LEXISNEXIS - LexisNexis Research on 10/14/2020 by Grant Jones	28.85
10/14/20	LEXISNEXIS - LexisNexis Research on 10/14/2020 by Dustin Womack	28.82
10/15/20	LEXISNEXIS - LexisNexis Research on 10/15/2020 by Dustin Womack	104.47
10/22/20	LEXISNEXIS - LexisNexis Research on 10/22/2020 by Andrew Lawrence	197.84
	Total	359.98

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007763
 Matter Number: 18803-47

Overtime Meals - Attorney

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/05/20	Roofoods Ltd T/A Deliveroo - INV101Alexander Rayner28/09/2020	25.18
10/12/20	Roofoods Ltd T/A Deliveroo - INV102Alexander Rayner 06/10/2020	32.62
	Total	57.80

Legal Services for the Period Ending October 31, 2020
Extraction Oil & Gas, Inc.
Expenses

Invoice Number: 1250007763
Matter Number: 18803-47

Secretarial Overtime

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/19/20	Secretarial Overtime, Trial Preparation	78.75
	Total	78.75

Legal Services for the Period Ending October 31, 2020
Extraction Oil & Gas, Inc.
Expenses

Invoice Number: 1250007763
Matter Number: 18803-47

Document Services Overtime

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/07/20	Create/update of : Document(s)	10.75
	Total	10.75

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007763
 Matter Number: 18803-47

Overnight Delivery - Hard

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/19/20	FEDERAL EXPRESS - Angela Leonard to Bill Arnault on 10/12/20	44.77
10/19/20	FEDERAL EXPRESS - Angela Leonard to Bill Arnault on 10/9/20	57.48
10/19/20	FEDERAL EXPRESS - Angela Leonard to Bill Arnault on 10/9/20	71.76
10/19/20	FEDERAL EXPRESS - Angela Leonard to Bill Arnault on 10/9/20	50.95
10/26/20	FEDERAL EXPRESS - Angela Leonard to David Haag on 10/19/20	19.75
10/26/20	FEDERAL EXPRESS - Angela Leonard to Rogan McGillis on 10/16/20	24.54
10/26/20	FEDERAL EXPRESS - Angela Leonard to Matthew O'Loughlin on 10/16/20	29.09
10/26/20	FEDERAL EXPRESS - Angela Leonard to Bill Arnault on 10/19/20	19.75
10/26/20	FEDERAL EXPRESS - Angela Leonard to Bill Arnault on 10/16/20	31.87
10/26/20	FEDERAL EXPRESS - Angela Leonard to Branko Terzic on 10/19/20	19.75
10/26/20	FEDERAL EXPRESS - Angela Leonard to David Haag on 10/16/20	29.69
10/26/20	FEDERAL EXPRESS - Angela Leonard to Rogan McGillis on 10/19/20	22.04
10/26/20	FEDERAL EXPRESS - Angela Leonard to Don Robinson on 10/16/20	29.09
10/26/20	FEDERAL EXPRESS - Angela Leonard to Branko Terzic on 10/16/20	29.69
10/26/20	FEDERAL EXPRESS - Angela Leonard to Jeff Makholm on 10/19/20	18.30
10/26/20	FEDERAL EXPRESS - Angela Leonard to Jeff Makholm on 10/16/20	29.09
10/26/20	FEDERAL EXPRESS - Angela Leonard to Matthew O'Loughlin on 10/16/20	32.20
10/26/20	FEDERAL EXPRESS - Angela Leonard to Matthew Owens on 10/16/20	34.18
10/31/20	BREAKAWAY COURIER SYSTEMS - Outside printing service request from Polly Razmdideh of the Houston office on 10/1 going to Matthew O'Loughlin	260.90
	Total	854.89

Legal Services for the Period Ending October 31, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007763
 Matter Number: 18803-47

Computer Database Research - Soft

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/01/20	PACER Usage for 10/2020	9.90
10/01/20	PACER Usage for 10/2020	3.40
10/01/20	PACER Usage for 10/2020	197.20
10/01/20	PACER Usage for 10/2020	1.60
10/01/20	PACER Usage for 10/2020	73.40
10/01/20	PACER Usage for 10/2020	9.90
10/01/20	PACER Usage for 10/2020	65.90
	Total	361.30

TOTAL EXPENSES **\$ 267,759.09**

November 2020

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

February 23, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250007962

Client Matter: 18803-47

In the Matter of Expenses

For expenses incurred through November 30, 2020
(see attached Description of Expenses for detail)

\$ 131,580.87

Total expenses incurred

\$ 131,580.87

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007962
 Matter Number: 18803-47

Description of Expenses

<u>Description</u>	<u>Amount</u>
Third Party Telephone Charges	1,456.97
Standard Copies or Prints	58.50
Color Copies or Prints	37.40
Scanned Images	7.60
Transportation to/from airport	341.14
Court Reporter Fee/Deposition	727.35
Filing Fees	43,094.36
Other Court Costs and Fees	48.75
Professional Fees	66,854.41
Outside Paralegal Assistance	9,009.79
Catering Expenses	501.79
Computer Database Research	419.20
Westlaw Research	6,564.42
LexisNexis Research	134.32
Secretarial Overtime	1,055.25
Document Services Overtime	172.00
Client Electronic Data Storage	435.84
Postage- Hard	22.14
Overnight Delivery - Hard	81.04
Computer Database Research - Soft	558.60
Total	\$ 131,580.87

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007962
 Matter Number: 18803-47

Description of Expenses

Third Party Telephone Charges

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/03/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 11/03/2020	43.50
11/03/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 11/03/2020	38.25
11/04/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 11/04/2020	22.50
11/04/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 11/04/2020	22.50
11/09/20	Ellie Rauch - DUPLICATE CHARGE Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 11/09/2020	(33.00)
11/09/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 11/09/2020	31.50
11/09/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 11/09/2020	22.50
11/09/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 11/09/2020	75.00
11/09/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 11/09/2020	69.75
11/09/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 11/09/2020	27.75
11/09/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 11/09/2020	33.00
11/10/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 11/10/2020	36.75
11/17/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 11/17/2020	117.00
11/17/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 11/17/2020	132.75
11/19/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 11/19/2020	33.00
11/19/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 11/19/2020	38.25
11/30/20	Intrado Enterprise Collaboration Inc - Teleconference	2.37
11/30/20	Intrado Enterprise Collaboration Inc - Teleconference	5.98

Legal Services for the Period Ending November 30, 2020

Invoice Number:

1250007962

Extraction Oil & Gas, Inc.

Matter Number:

18803-47

Expenses

11/30/20	Intrado Enterprise Collaboration Inc - Teleconference	4.09
11/30/20	Intrado Enterprise Collaboration Inc - Teleconference	2.03
11/30/20	Intrado Enterprise Collaboration Inc - Teleconference	3.06
11/30/20	Intrado Enterprise Collaboration Inc - Teleconference	1.56
11/30/20	Intrado Enterprise Collaboration Inc - Teleconference	2.38
11/30/20	Intrado Enterprise Collaboration Inc - Monthly Conference Call	1.95
11/30/20	Intrado Enterprise Collaboration Inc - Teleconference	6.80
11/30/20	Intrado Enterprise Collaboration Inc - Teleconference	18.48
11/30/20	Intrado Enterprise Collaboration Inc - Teleconference charges	1.82
11/30/20	Intrado Enterprise Collaboration Inc - teleconference	118.49
11/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	2.92
11/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	4.29
11/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	1.04
11/30/20	Intrado Enterprise Collaboration Inc - Teleconference Calls	1.86
11/30/20	Intrado Enterprise Collaboration Inc - Teleconference Calls	4.06
11/30/20	Intrado Enterprise Collaboration Inc - Teleconference Calls	2.89
11/30/20	Intrado Enterprise Collaboration Inc - Various teleconference calls	17.16
11/30/20	Intrado Enterprise Collaboration Inc - Teleconference Charges	9.95
11/30/20	Intrado Enterprise Collaboration Inc - Telephone conference call expense.	2.36
11/30/20	Intrado Enterprise Collaboration Inc - Telephone conference call expense.	0.77
11/30/20	Intrado Enterprise Collaboration Inc - Telephone conference call expense.	0.28
11/30/20	Intrado Enterprise Collaboration Inc - Telephone conference call expense.	0.64
11/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	1.25
11/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	14.99
11/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	2.94
11/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	3.49
11/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	6.51
11/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	8.65
11/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	2.70
11/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	9.49
11/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	6.95
11/30/20	Intrado Enterprise Collaboration Inc - Invoice for Teleconference	1.14
11/30/20	Intrado Enterprise Collaboration Inc - Conference call	4.13
11/30/20	Intrado Enterprise Collaboration Inc - Conference call	8.61

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007962
 Matter Number: 18803-47

11/30/20	Intrado Enterprise Collaboration Inc - Conference Calls	12.59
11/30/20	Intrado Enterprise Collaboration Inc - Conference call	9.86
11/30/20	Intrado Enterprise Collaboration Inc - Teleconference	77.50
11/30/20	Intrado Enterprise Collaboration Inc - Conference calls for Julian Seiguer	4.76
11/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	11.36
11/30/20	Intrado Enterprise Collaboration Inc - Conference Call(s): 11/5/2020 @ \$2.47 11/19/2020 @ \$1.73 10/24/2020 @ \$2.05 Service Surcharge Fee @ \$0.07	6.32
11/30/20	Intrado Enterprise Collaboration Inc - Conference line service.	0.63
11/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	3.75
11/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	0.78
11/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	0.08
11/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	2.00
11/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	3.78
11/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	1.80
11/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	4.07
11/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	0.80
11/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	0.24
11/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	15.23
11/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	0.01
11/30/20	Intrado Enterprise Collaboration Inc - Teleconference	9.04
11/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	1.34
11/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	1.72
11/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	5.47
11/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	1.03
11/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	8.39
11/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	0.28
11/30/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	16.79
11/30/20	Intrado Enterprise Collaboration Inc - Conference Calls	98.69
11/30/20	Intrado Enterprise Collaboration Inc - Rebecca Marston November 2020 Intrado invoice	8.65
11/30/20	Intrado Enterprise Collaboration Inc - Teleconference services	1.10
11/30/20	Intrado Enterprise Collaboration Inc - Conference call	4.55
11/30/20	Intrado Enterprise Collaboration Inc - Conference call	2.07
11/30/20	Intrado Enterprise Collaboration Inc - Conference call	2.09
11/30/20	Intrado Enterprise Collaboration Inc - Teleconference	128.94
11/30/20	Intrado Enterprise Collaboration Inc - Conference call	9.73

Legal Services for the Period Ending November 30, 2020
Extraction Oil & Gas, Inc.
Expenses

Invoice Number: 1250007962
Matter Number: 18803-47

11/30/20	Intrado Enterprise Collaboration Inc - Conference call	1.03
11/30/20	Intrado Enterprise Collaboration Inc - Conference call	1.42
	Total	1,456.97

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007962
 Matter Number: 18803-47

Standard Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/01/20	Standard Copies or Prints	0.10
11/01/20	Standard Copies or Prints	2.40
11/02/20	Standard Copies or Prints	2.90
11/03/20	Standard Copies or Prints	0.60
11/04/20	Standard Copies or Prints	0.20
11/04/20	Standard Copies or Prints	0.20
11/11/20	Standard Copies or Prints	0.20
11/16/20	Standard Copies or Prints	2.40
11/17/20	Standard Copies or Prints	0.40
11/17/20	Standard Copies or Prints	0.30
11/17/20	Standard Copies or Prints	0.90
11/18/20	Standard Copies or Prints	0.40
11/23/20	Standard Copies or Prints	5.40
11/24/20	Standard Copies or Prints	40.20
11/24/20	Standard Copies or Prints	1.90
	Total	58.50

Legal Services for the Period Ending November 30, 2020
Extraction Oil & Gas, Inc.
Expenses

Invoice Number: 1250007962
Matter Number: 18803-47

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/17/20	Color Copies or Prints	11.00
11/17/20	Color Copies or Prints	13.20
11/18/20	Color Copies or Prints	13.20
	Total	37.40

Legal Services for the Period Ending November 30, 2020
Extraction Oil & Gas, Inc.
Expenses

Invoice Number: 1250007962
Matter Number: 18803-47

Scanned Images

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/23/20	Scanned Images	7.60
	Total	7.60

Legal Services for the Period Ending November 30, 2020
Extraction Oil & Gas, Inc.
Expenses

Invoice Number: 1250007962
Matter Number: 18803-47

Transportation to/from airport

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/13/20	BOSTON COACH CORPORATION - CHRISTOPHER JAY MARCUS	180.93
03/13/20	BOSTON COACH CORPORATION - CHRISTOPHER JAY MARCUS	160.21
	Total	341.14

Legal Services for the Period Ending November 30, 2020
Extraction Oil & Gas, Inc.
Expenses

Invoice Number: 1250007962
Matter Number: 18803-47

Court Reporter Fee/Deposition

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/06/20	TSG REPORTING INC - Deposition transcript of Bassam Latif - November 4, 2020	727.35
	Total	727.35

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007962
 Matter Number: 18803-47

Filing Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/16/20	Nicholas Adzima - Nicholas Adzima, Filing Fees, Publication material. 11/16/2020	10,773.59
11/17/20	Susan D. Golden - Susan D. Golden, Filing Fees, Miller Advertising - XOG CHN (partial payment) 11/17/2020	10,773.59
11/23/20	Simon Briefel - Simon Briefel, Filing Fees, Publication of a notice in the Wall Street Journal and the Denver Post. 11/23/2020	10,773.59
11/30/20	Ross Fiedler - Ross Fiedler, Filing Fees, Publication Fees 11/30/2020	10,773.59
	Total	43,094.36

Legal Services for the Period Ending November 30, 2020
Extraction Oil & Gas, Inc.
Expenses

Invoice Number: 1250007962
Matter Number: 18803-47

Other Court Costs and Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/04/20	COURTCALL LLC - Telephonic Hearing re XOG date Aug. 14, 2020 (C.J. Marcus)	48.75
	Total	48.75

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007962
 Matter Number: 18803-47

Professional Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/20/20	SANDLINE DISCOVERY LLC - Document review for document production.	20,746.40
11/20/20	SANDLINE DISCOVERY LLC - Document review for document production.	5,882.20
11/29/20	LEGALPEOPLE - Document review for production	40,225.81
	Total	66,854.41

Legal Services for the Period Ending November 30, 2020
Extraction Oil & Gas, Inc.
Expenses

Invoice Number: 1250007962
Matter Number: 18803-47

Outside Paralegal Assistance

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/01/20	LEGALPEOPLE - Document review for production.	9,009.79
	Total	9,009.79

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007962
 Matter Number: 18803-47

Catering Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/01/20	FLIK - FLIK H P1 2021 Catering Extraction Hearing	140.00
11/01/20	FLIK - FLIK H P1 2021 Catering Extraction Hearing	72.00
11/01/20	FLIK - FLIK H P1 2021 Catering Extraction Hearing	35.00
11/15/20	BMO DINERS CLUB - November P Card Extraction lunch	38.91
11/15/20	BMO DINERS CLUB - November P Card Extraction lunch	48.39
11/15/20	BMO DINERS CLUB - November P Card Extraction lunch	40.00
11/15/20	BMO DINERS CLUB - November P Card Extraction lunch	44.11
11/15/20	BMO DINERS CLUB - November P Card Extraction lunch	83.38
	Total	501.79

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007962
 Matter Number: 18803-47

Computer Database Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/10/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 10/31/2020	105.00
11/10/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 10/27/2020	5.00
11/10/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 10/26/2020	209.00
11/10/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 10/23/2020	60.00
11/10/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 10/30/2020	26.00
11/10/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 10/26/2020	8.00
11/30/20	LEXISNEXIS - Courtlink Usage for 11/2020 by Mary Ann Wacker	6.20
	Total	419.20

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007962
 Matter Number: 18803-47

Westlaw Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/01/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 11/1/2020	33.12
11/02/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Menefee, Christian on 11/2/2020	49.69
11/02/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Lawrence, Andrew on 11/2/2020	197.97
11/03/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Joya, Ammaar on 11/3/2020	32.94
11/04/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Joya, Ammaar on 11/4/2020	82.34
11/06/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 11/6/2020	63.82
11/06/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Menefee, Christian on 11/6/2020	113.50
11/06/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Joya, Ammaar on 11/6/2020	16.47
11/07/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Menefee, Christian on 11/7/2020	66.60
11/08/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Menefee, Christian on 11/8/2020	16.56
11/09/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Swager, Evan on 11/9/2020	31.35
11/09/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 11/9/2020	113.50
11/10/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Menefee, Christian on 11/10/2020	33.12
11/10/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 11/10/2020	198.75
11/10/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Smith, Allyson on 11/10/2020	42.47
11/11/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jones, James Grant on 11/11/2020	224.11

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007962
 Matter Number: 18803-47

11/11/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 11/11/2020	198.74
11/11/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Wacker, Mary Ann on 11/11/2020	16.56
11/11/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Benham, Nicholas John on 11/11/2020	179.29
11/11/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Menefee, Christian on 11/11/2020	163.19
11/12/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 11/12/2020	30.69
11/12/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Benham, Nicholas John on 11/12/2020	16.56
11/13/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Benham, Nicholas John on 11/13/2020	82.81
11/14/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Benham, Nicholas John on 11/14/2020	92.08
11/15/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Menefee, Christian on 11/15/2020	44.82
11/16/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 11/16/2020	235.69
11/17/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 11/17/2020	71.69
11/18/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 11/18/2020	376.06
11/19/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Menefee, Christian on 11/19/2020	395.75
11/20/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jones, James Grant on 11/20/2020	49.69
11/21/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Zhu, Matthew Zhu, Matthew on 11/21/2020	930.79
11/21/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Menefee, Christian on 11/21/2020	66.25

Legal Services for the Period Ending November 30, 2020

Invoice Number:

1250007962

Extraction Oil & Gas, Inc.

Matter Number:

18803-47

Expenses

11/21/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Benham, Nicholas John on 11/21/2020	74.70
11/21/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Wolk, Laura on 11/21/2020	477.60
11/22/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Wolk, Laura on 11/22/2020	263.50
11/22/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 11/22/2020	0.93
11/22/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Zhu, Matthew Zhu, Matthew on 11/22/2020	341.37
11/23/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Swager, Evan on 11/23/2020	31.35
11/23/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jones, James Grant on 11/23/2020	63.82
11/23/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Courts, Adrienne on 11/23/2020	109.57
11/23/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 11/23/2020	54.67
11/23/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Wolk, Laura on 11/23/2020	16.47
11/23/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Zhu, Matthew Zhu, Matthew on 11/23/2020	115.16
11/23/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Cohen, Stephanie Beth on 11/23/2020	33.87
11/24/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Wolk, Laura on 11/24/2020	145.80
11/24/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Courts, Adrienne on 11/24/2020	144.43
11/24/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Zhu, Matthew Zhu, Matthew on 11/24/2020	42.05
11/24/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Swager, Evan on 11/24/2020	67.66
11/24/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 11/24/2020	132.50
11/25/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 11/25/2020	115.94

Legal Services for the Period Ending November 30, 2020
Extraction Oil & Gas, Inc.
Expenses

Invoice Number: 1250007962
Matter Number: 18803-47

11/28/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Lawrence, Andrew on 11/28/2020	32.94
11/30/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 11/30/2020	33.12
	Total	6,564.42

Legal Services for the Period Ending November 30, 2020
Extraction Oil & Gas, Inc.
Expenses

Invoice Number: 1250007962
Matter Number: 18803-47

LexisNexis Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/17/20	LEXISNEXIS - LexisNexis Research on 11/17/2020 by Andrew Lawrence	50.36
11/22/20	LEXISNEXIS - LexisNexis Research on 11/22/2020 by Matthew Zhu	83.96
	Total	134.32

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007962
 Matter Number: 18803-47

Secretarial Overtime

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/02/20	Secretarial Overtime, Doc. Prep.	126.00
11/11/20	Secretarial Overtime, Trial Preparation	63.00
11/13/20	Secretarial Overtime, Doc. Prep.	31.50
11/18/20	Secretarial Overtime, Doc. Prep.	173.25
11/19/20	Secretarial Overtime, Doc. Prep.	456.75
11/23/20	Secretarial Overtime, Doc. Prep.	110.25
11/24/20	Secretarial Overtime, Doc. Prep.	94.50
	Total	1,055.25

Legal Services for the Period Ending November 30, 2020
Extraction Oil & Gas, Inc.
Expenses

Invoice Number: 1250007962
Matter Number: 18803-47

Document Services Overtime

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/10/20	Revisions to : Document(s)	3.44
11/16/20	Convert from PDF to Word : Brief/Pleading(s)	70.95
11/17/20	Convert from PDF to Word : Brief/Pleading(s)	97.61
	Total	172.00

Legal Services for the Period Ending November 30, 2020
Extraction Oil & Gas, Inc.
Expenses

Invoice Number: 1250007962
Matter Number: 18803-47

Client Electronic Data Storage

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/30/20	Electronic Data Storage	435.84
	Total	435.84

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007962
 Matter Number: 18803-47

Postage- Hard

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/16/20	FEDERAL EXPRESS - Nikki Dickerson to General Counsel on 11/10/20	11.07
11/16/20	FEDERAL EXPRESS - Nikki Dickerson to Richard Frommer on 11/10/20	11.07
	Total	22.14

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007962
 Matter Number: 18803-47

Overnight Delivery - Hard

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/14/20	FEDERAL EXPRESS - Federal Express - Mike Cross to Anna Rotman on 09/04/2020	27.04
10/05/20	FEDERAL EXPRESS - Federal Express - Angela Leonard to Rogan McGillis on 09/30/2020	29.37
10/05/20	FEDERAL EXPRESS - Federal Express - Angela Leonard to Don Robinson on 10/01/2020	24.63
	Total	81.04

Legal Services for the Period Ending November 30, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250007962
 Matter Number: 18803-47

Computer Database Research - Soft

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/01/20	PACER Usage for 11/2020	3.00
11/01/20	PACER Usage for 11/2020	34.20
11/01/20	PACER Usage for 11/2020	0.50
11/01/20	PACER Usage for 11/2020	34.40
11/01/20	PACER Usage for 11/2020	27.50
11/01/20	PACER Usage for 11/2020	6.40
11/01/20	PACER Usage for 11/2020	237.90
11/01/20	PACER Usage for 11/2020	12.90
11/01/20	PACER Usage for 11/2020	42.20
11/01/20	PACER Usage for 11/2020	0.50
11/01/20	PACER Usage for 11/2020	159.10
	Total	558.60

TOTAL EXPENSES **\$ 131,580.87**

December 2020

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street
Houston, TX 77002

FEIN 36-1326630

March 4, 2021

Extraction Oil & Gas, Inc.
11 Greenway Plaza
Houston, TX 77046

Attn: Eric J. Christ

Invoice Number: 1250008094

Client Matter: 18803-47

In the Matter of Expenses

For expenses incurred through December 23, 2020
(see attached Description of Expenses for detail)

\$ 127,053.42

Total expenses incurred

\$ 127,053.42

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250008094
 Matter Number: 18803-47

Description of Expenses

<u>Description</u>	<u>Amount</u>
Third Party Telephone Charges	366.00
Standard Copies or Prints	96.50
Color Copies or Prints	141.90
Outside Messenger Services	156.75
Court Reporter Fee/Deposition	21,821.05
Filing Fees	3,999.98
Professional Fees	91,234.60
Outside Printing Services	1,090.38
Outside Copy/Binding Services	1,087.78
Outside Retrieval Service	217.64
Computer Database Research	955.00
Westlaw Research	3,988.40
LexisNexis Research	606.38
Secretarial Overtime	803.25
Overnight Delivery - Hard	11.21
Computer Database Research - Soft	476.60
Total	\$ 127,053.42

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250008094
 Matter Number: 18803-47

Description of Expenses

Third Party Telephone Charges

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/04/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 12/04/2020	117.00
12/07/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 12/07/2020	22.50
12/07/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic hearing 12/07/2020	22.50
12/14/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic court hearing 12/14/2020	59.25
12/14/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic court hearing 12/14/2020	59.25
12/23/20	Ellie Rauch - Ellie Rauch, Teleconference, Telephonic court hearing 12/23/2020	85.50
	Total	366.00

Legal Services for the Period Ending December 23, 2020
Extraction Oil & Gas, Inc.
Expenses

Invoice Number: 1250008094
Matter Number: 18803-47

Standard Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/03/20	Standard Copies or Prints	34.00
12/04/20	Standard Copies or Prints	58.30
12/08/20	Standard Copies or Prints	1.90
12/12/20	Standard Copies or Prints	0.10
12/15/20	Standard Copies or Prints	2.20
	Total	96.50

Legal Services for the Period Ending December 23, 2020
Extraction Oil & Gas, Inc.
Expenses

Invoice Number: 1250008094
Matter Number: 18803-47

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/03/20	Color Copies or Prints	72.60
12/04/20	Color Copies or Prints	59.95
12/17/20	Color Copies or Prints	9.35
	Total	141.90

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250008094
 Matter Number: 18803-47

Outside Messenger Services

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/23/20	MACH 5 COURIERS INC - KeAndre Simon to Anna Rotman on 12/18/20 (2 entries)	63.75
12/23/20	MACH 5 COURIERS INC - KeAndre Simon to Anna Rotman on 12/16/20	34.25
12/23/20	MACH 5 COURIERS INC - Micheal Cross to Anna Rotman on 12/17/20	24.50
12/23/20	MACH 5 COURIERS INC - KeAndre Simon to Anna Rotman on 12/10/20	34.25
	Total	156.75

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250008094
 Matter Number: 18803-47

Court Reporter Fee/Deposition

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/07/20	PLANET DEPOS - Deposition transcript of Matthew Owens - November 16, 2020	2,925.40
12/15/20	VERITEXT - Rogan McGillis deposition transcript - December 12, 2020	3,238.50
12/15/20	TSG REPORTING INC - Deposition transcript of Matthew Owens - December 11, 2020	2,546.20
12/16/20	VERITEXT - Deposition transcript of Wayman T. Gore, Jr. - December 15, 2020	3,868.55
12/17/20	TSG REPORTING INC - Deposition transcript of Kevin Voelte (Telephonic) - December 12, 2020	951.80
12/17/20	TSG REPORTING INC - Deposition transcript of Benjamin Robert Jackson 30(b)(6) - December 14, 2020	2,621.50
12/17/20	VERITEXT - Deposition transcript pf Scott Baxter - December 15, 2020	3,377.20
12/22/20	TSG REPORTING INC - Deposition Transcript of Michael O'Hara (Telephonic) - December 17, 2020	590.00
12/22/20	TSG REPORTING INC - Deposition Transcript of Michael O'Hara (Telephonic) - December 17, 2020	1,398.30
12/22/20	TSG REPORTING INC - Deposition Transcript of James Grady (Telephonic) - December 14, 2020	303.60
	Total	21,821.05

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250008094
 Matter Number: 18803-47

Filing Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/01/20	Allyson Smith Weinhouse - Allyson Smith Weinhouse, Filing Fees, Publication fees - Miller Advertising Agency, Inc. Allyson paid a portion of the total amount due. 12/01/2020	3,999.98
	Total	3,999.98

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250008094
 Matter Number: 18803-47

Professional Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/06/20	LEGALPEOPLE - Document review for production	35,221.20
12/17/20	SANDLINE DISCOVERY LLC - Document review for production.	7,022.10
12/17/20	SANDLINE DISCOVERY LLC - Document review for production	48,991.30
	Total	91,234.60

Legal Services for the Period Ending December 23, 2020
Extraction Oil & Gas, Inc.
Expenses

Invoice Number: 1250008094
Matter Number: 18803-47

Outside Printing Services

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/18/20	MAINSTAY LEGAL - third party printing	1,090.38
	Total	1,090.38

Legal Services for the Period Ending December 23, 2020
Extraction Oil & Gas, Inc.
Expenses

Invoice Number: 1250008094
Matter Number: 18803-47

Outside Copy/Binding Services

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/21/20	FLASH DATA LLC - Blowbacks with assembly	1,087.78
	Total	1,087.78

Legal Services for the Period Ending December 23, 2020
Extraction Oil & Gas, Inc.
Expenses

Invoice Number: 1250008094
Matter Number: 18803-47

Outside Retrieval Service

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/23/20	CAPITOL SERVICES INC - see invoice	217.64
	Total	217.64

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250008094
 Matter Number: 18803-47

Computer Database Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/04/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 11/10/2020	5.00
12/04/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 11/17/2020	20.00
12/04/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 11/24/2020	20.00
12/04/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 11/17/2020	148.00
12/04/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 11/19/2020	40.00
12/04/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 11/19/2020	23.00
12/04/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 11/2/2020	76.00
12/04/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 11/23/2020	49.00
12/04/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 11/4/2020	154.00
12/04/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 11/11/2020	69.00
12/04/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 11/3/2020	100.00
12/04/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 11/16/2020	49.00
12/04/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 11/4/2020	20.00
12/04/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 11/20/2020	162.00
12/04/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on 11/2/2020	20.00
	Total	955.00

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250008094
 Matter Number: 18803-47

Westlaw Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/01/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Cohen, Stephanie Beth on 12/1/2020	19.54
12/01/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 12/1/2020	38.22
12/02/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 12/2/2020	19.11
12/03/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Cohen, Stephanie Beth on 12/3/2020	33.34
12/03/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Mertz, Melissa Ann on 12/3/2020	19.52
12/03/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Smith, Allyson on 12/3/2020	19.52
12/04/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Sills, Rebekah on 12/4/2020	38.22
12/04/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Benham, Nicholas John on 12/4/2020	147.28
12/04/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Mertz, Melissa Ann on 12/4/2020	136.63
12/04/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 12/4/2020	57.33
12/06/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 12/6/2020	1.07
12/07/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Mertz, Melissa Ann on 12/7/2020	39.04
12/07/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Lawrence, Andrew on 12/7/2020	215.95
12/08/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Cohen, Stephanie Beth on 12/8/2020	19.54
12/10/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Benham, Nicholas John on 12/10/2020	35.42

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250008094
 Matter Number: 18803-47

12/10/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Rhodes, Harker on 12/10/2020	92.23
12/10/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 12/10/2020	128.16
12/13/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jones, James Grant on 12/13/2020	275.17
12/14/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Swager, Evan on 12/14/2020	136.63
12/14/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Mertz, Melissa Ann on 12/14/2020	19.52
12/14/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Rhodes, Harker on 12/14/2020	19.00
12/15/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Shackleton, Mary on 12/15/2020	294.83
12/15/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jones, James Grant on 12/15/2020	76.85
12/16/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Wacker, Mary Ann on 12/16/2020	19.11
12/16/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Fombonne, Jonathan on 12/16/2020	38.22
12/16/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Lawrence, Andrew on 12/16/2020	114.42
12/17/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Benham, Nicholas John on 12/17/2020	324.89
12/17/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jones, James Grant on 12/17/2020	288.94
12/18/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Benham, Nicholas John on 12/18/2020	152.89
12/18/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Sills, Rebekah on 12/18/2020	16.30
12/18/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Lawrence, Andrew on 12/18/2020	95.02

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250008094
 Matter Number: 18803-47

12/18/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jones, James Grant on 12/18/2020	169.59
12/19/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 12/19/2020	57.33
12/19/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Lawrence, Andrew on 12/19/2020	384.19
12/19/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Barnes, Ben Alexander on 12/19/2020	163.58
12/20/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Sills, Rebekah on 12/20/2020	57.33
12/20/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 12/20/2020	1.07
12/21/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jones, James Grant on 12/21/2020	35.42
12/21/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Lawrence, Andrew on 12/21/2020	57.01
12/21/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 12/21/2020	19.11
12/22/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 12/22/2020	19.11
12/23/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Womack, Dustin on 12/23/2020	57.33
12/23/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jones, James Grant on 12/23/2020	35.42
	Total	3,988.40

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250008094
 Matter Number: 18803-47

LexisNexis Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/10/20	RELX Inc DBA LexisNexis - LexisNexis Research on 12/10/2020 by Dustin Womack	69.02
12/13/20	RELX Inc DBA LexisNexis - LexisNexis Research on 12/13/2020 by Andrew Lawrence	201.40
12/18/20	RELX Inc DBA LexisNexis - LexisNexis Research on 12/18/2020 by Andrew Lawrence	167.98
12/19/20	RELX Inc DBA LexisNexis - LexisNexis Research on 12/19/2020 by Andrew Lawrence	67.27
12/23/20	RELX Inc DBA LexisNexis - LexisNexis Research on 12/23/2020 by Andrew Lawrence	100.71
	Total	606.38

Legal Services for the Period Ending December 23, 2020
Extraction Oil & Gas, Inc.
Expenses

Invoice Number: 1250008094
Matter Number: 18803-47

Secretarial Overtime

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/02/20	Secretarial Overtime, Trial Preparation	204.75
12/03/20	Secretarial Overtime, Trial Preparation	519.75
12/04/20	Secretarial Overtime, Trial Preparation	78.75
	Total	803.25

Legal Services for the Period Ending December 23, 2020
Extraction Oil & Gas, Inc.
Expenses

Invoice Number: 1250008094
Matter Number: 18803-47

Overnight Delivery - Hard

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/21/20	FEDERAL EXPRESS - Federal Express - Matt Gibson to Michael Wozniak on 12/16/2020	11.21
	Total	11.21

Legal Services for the Period Ending December 23, 2020
 Extraction Oil & Gas, Inc.
 Expenses

Invoice Number: 1250008094
 Matter Number: 18803-47

Computer Database Research - Soft

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/01/20	PACER Usage for 12/2020	4.00
12/01/20	PACER Usage for 12/2020	22.50
12/01/20	PACER Usage for 12/2020	0.20
12/01/20	PACER Usage for 12/2020	43.90
12/01/20	PACER Usage for 12/2020	388.30
12/01/20	PACER Usage for 12/2020	3.40
12/01/20	PACER Usage for 12/2020	14.30
	Total	476.60

TOTAL EXPENSES **\$ 127,053.42**