

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

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

Debtors.

Chapter 11

Case No. 20-11548 (CSS)

(Jointly Administered)

Obj. Deadline: March 22, 2021 at 4:00 p.m.

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

Related D.I. 578, 858, 945, 1055, 1233, 1547, 1669

**FINAL FEE APPLICATION OF STROOCK & STROOCK & LAVAN LLP, LEAD  
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR  
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR  
THE PERIOD FROM JULY 1, 2020 THROUGH JANUARY 20, 2021**

Name of Applicant:

**Stroock & Stroock & Lavan LLP**

Authorized to provide professional services  
to:

**The Official Committee of Unsecured  
Creditors**

Date of retention:

**August 11, 2020 *nunc pro tunc* to July 1,  
2020**

Final Period for which Compensation and  
Reimbursement is Sought:

**July 1, 2020 through January 20, 2021**

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

**\$5,002,470.00<sup>2</sup>**

<sup>1</sup> 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.

<sup>2</sup> This amount includes amounts paid by the Debtors on account of the Post-Confirmation Invoice (as defined below). Article II.B.4 of the Plan (as defined below) provides that, "from and after the Confirmation Date, the Debtors shall, in the ordinary course of business and without any further notice to, or action, order, or approval of, the Bankruptcy Court, pay in Cash the reasonable and documented legal, professional, or other fees and expenses incurred by the Professionals." Plan art. II.B.4. Consistent with this provision, Stroock sent the Debtors an invoice for fees and expenses incurred by Stroock from the Confirmation Date through the Effective Date (each as defined herein) that included an estimate for post-Effective Date fees and expenses to be incurred by Stroock in connection with this Final Fee Application, a copy of which is attached hereto as **Exhibit C** (the "**Post-Confirmation Invoice**"). Although the Debtors have already paid Stroock the total amount set forth in the Post-Confirmation Invoice pursuant to Article



201154821030800000000011

Amount of Final Expense Reimbursement **\$37,774.93**  
 Sought as Actual, Reasonable and  
 Necessary:

This is a: **Final Fee Application**

**Prior Applications:**

<b>Application</b>		<b>Payment Requested</b>		<b>Authorized Fees &amp; Expenses</b>	
Date Filed	Period Covered	Fees (100%)	Expenses (100%)	Fees (80%)	Expenses (100%)
9/2/2020 D.I. 578	7/1/20 – 7/31/20	\$752,490.50	\$60.59	\$601,992.40	\$60.59
10/20/2020 D.I. 858	8/1/20 – 8/31/20	\$746,762.00	\$2,531.03	\$597,409.60	\$2,531.03
11/11/20 D.I. 1055	9/1/20 – 9/30/20	\$566,059.00	\$1,060.79	\$452,847.20	\$1,060.79
12/2/20 D.I. 1233	10/1/20 – 10/31/20	\$752,150.00	\$3,789.07	\$601,720.00	\$3,789.07
12/29/20 D.I. 1547	11/1/20 – 11/30/20	\$762,133.50	\$6,629.46	\$609,706.80	\$6,629.46
1/29/21 D.I. 1669	12/1/20 – 12/23/20	\$1,246,352.50	\$12,312.85	\$997,082.00	\$12,312.85
Post-Confirmation Invoice	12/24/20 – 1/20/21	\$176,522.50	\$11,463.14	N/A	N/A
<b>TOTALS:</b>		<b>\$5,002,470.00</b>	<b>\$37,774.93<sup>3</sup></b>	<b>\$3,860,758.00</b>	<b>\$26,383.79</b>

II.B.4 of the Plan, out of an abundance of caution, Stroock seeks final allowance of the amounts set forth in the Post-Confirmation Invoice in addition to the pre-confirmation amounts listed in the chart below.

<sup>3</sup> This final number credits a charge of \$72.00 for Word Processing that was inadvertently billed on Stroock's November monthly fee statement [D.I. 1547].

**EXTRACTION OIL & GAS, INC., *ET AL.***  
**SUMMARY OF BILLING BY PROFESSIONAL**  
**JULY 1, 2020 THROUGH JANUARY 20, 2021**

Name of Professional	Position	Department	Bar Admission Date	Hours	Rate <sup>1</sup>	Amount
Cota, Alexandro	Partner	Financial Restructuring	2005	38.0	\$ 1,150	\$43,700.00
				13.0	1,195	15,535.00
Gilad, Erez E.	Partner	Financial Restructuring	2000	827.8	1,475	1,221,005.00
				42.7	1,600	68,320.00
Hansen, Kristopher M.	Partner	Financial Restructuring	1995	39.3	1,650	64,845.00
Jewett, Michelle M.	Partner	Tax	2004	6.4	1,395	8,928.00
Lawrence, Brett	Partner	Financial Restructuring	1994	1.1	1,525	1,677.50
Merola, Frank A.	Partner	Financial Restructuring	1988	403.6	1,475	595,310.00
				16.8	1,600	26,880.00
Miller, Allison P.	Partner	Financial Restructuring	2003	112.9	1,350	152,415.00
				10.5	1,450	15,225.00
Pasquale, Kenneth	Partner	Financial Restructuring	1990	476.1	1,475	702,247.50
Sasson, Gabriel	Partner	Financial Restructuring	2009	331.1	1,095	362,554.50
Uffner, Jeffrey D.	Partner	Tax	1976	0.4	1,525	610.00
Akerman, Elizabeth M.	Associate	Real Estate	2012	0.3	915	274.50
Diaz, Caroline M.	Law School Graduate	Financial Restructuring	Awaiting Admission	455.1	550	250,305.00
				4.7	685	3,219.50
Fick-Cambria, Amanda R.	Associate	Real Estate	2018	0.4	595	238.00
Fraser, Alexander A	Associate	Financial Restructuring	2018	56.9	675	38,407.50
Grabis, Maria C.	Associate	Financial Restructuring	2015	25.8	940	24,252.00
Healy, Francis C.	Special Counsel	Litigation	2003	17.2	995	17,114.00
Keller, Gilana R.	Associate	Litigation	2017	118.3	535	63,290.50

<sup>1</sup> This column reflects the hourly rate for each professional for the year beginning January 1, 2020 and, if applicable, the new hourly rate for such professional effective as of January 1, 2021. These rates are Stroock's regular hourly rate for legal services. As disclosed in Stroock's retention application, all hourly rates are adjusted by Stroock on a periodic basis (the latest such adjustment having occurred on January 1, 2021).

Name of Professional	Position	Department	Bar Admission Date	Hours	Rate <sup>1</sup>	Amount
Levine, Robert A.	Associate	Financial Restructuring	2013	2.7	940	2,538.00
Loonam, Elizabeth A.	Associate	Financial Restructuring	2009	24.4	975	23,790.00
Pierce, Jason M.	Associate	Financial Restructuring	2012	518.3	995	515,708.50
				15.8	1,085	17,143.00
Sadler, Tess M.	Associate	Financial Restructuring	2018	346.5	595	206,167.50
				2.1	775	1,627.50
Sasson, Isaac S.	Associate	Financial Restructuring	2015	98.2	940	92,308.00
Senie, Brian J.	Associate	Tax	2014	5.5	895	4,922.50
Steiber, David J.	Law School Graduate	Financial Restructuring	Awaiting Admission	509.1	550	280,005.00
<b>Totals for Attorneys</b>				<b>4521.0</b>		<b>\$4,820,563.50<sup>2</sup></b>

Name of Paraprofessional	Position	Department	Years in Position	Hours	Rate	Amount
Crooks, Harris	Director Resource Services	Resource Services	22	0.5	\$ 370	\$ 185.00
Culver, Todd	Paralegal	Real Estate	17	1.2	410	492.00
Kaufman, Eric M.	Asst. Director	Research Services	24	0.5	370	185.00
Laskowski, Mathew D.	Paralegal	Financial Restructuring	23	13.9	450	6,255.00
Magzamen, Michael	Paralegal Supervisor	Financial Restructuring	18	239.7	450	107,865.00
			18	5.7	495	2,821.50
Mohamed, David	Paralegal	Financial Restructuring	32	47.8	370	17,692.00
Rivera, Johnny	Project Manager	Litigation Support	15	40.9	370	15,133.00
Tholen, Daniel J.	Project Manager	Litigation Support	2	1.3	370	481.00
Yip-Daniels, May K	Paralegal Supervisor	Financial Restructuring	22	13.1	430	5,633.00
Yuen, Maureen	Paralegal	Real Estate	15	0.4	410	164.00
<b>Total for Paraprofessionals</b>				<b>365</b>		<b>\$ 156,906.50</b>

<sup>2</sup> This total does not include the estimate for post-Effective Date fees and expenses to be incurred by Stroock in connection with this Final Fee Application that was included in the Post-Confirmation Invoice.

<b>Total Requested Compensation:</b>	<b>\$5,002,470.00</b>
<b>Total Attorney Compensation:</b>	<b>\$4,820,563.50</b>
<b>Average Attorney Rate:</b>	<b>\$1,066</b>
<b>Average Paraprofessional Rate:</b>	<b>\$430</b>

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**FINAL FEE APPLICATION OF STROOCK & STROOCK & LAVAN LLP, LEAD  
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR  
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR  
THE PERIOD FROM JULY 1, 2020 THROUGH JANUARY 20, 2021**

Stroock & Stroock & Lavan LLP (“Stroock”), lead counsel to the Official Committee of Unsecured Creditors (the “Committee”), of Extraction Oil & Gas, Inc. appointed in the chapter 11 cases (the “Chapter 11 Cases”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), hereby submits this application (the “Final Fee Application”), pursuant to (i) sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), (ii) Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), (iii) Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), and (iv) the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief* [D.I. 270] (the “Interim Compensation

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<sup>1</sup> 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.

Order”),<sup>2</sup> for final approval and allowance of compensation for services rendered and reimbursement of expenses for the period from July 1, 2020 through January 20, 2021 (the “Final Period”), and respectfully represents as follows:

### **PRELIMINARY STATEMENT**

1. These chapter 11 cases represent a successful outcome for the reorganized Debtors. Stroock was instrumental in facilitating that outcome and maximizing value for the benefit of general unsecured creditors. Despite initially being faced with an extremely compressed chapter 11 plan timeline that inured to the primary benefit of the Debtors’ unsecured noteholders, Stroock, through a combination of effective advocacy and impactful narrowly-tailored litigation efforts, succeeded in extending the case timeline which, in turn, afforded additional time for the Debtors and their key midstream counterparties to resolve their disputes and facilitate a global settlement with the Committee. As a result of that global settlement, general unsecured creditors were afforded greater opportunities to participate in a discounted equity rights offering or, alternatively, to elect to receive a cash payment. Achieving that settlement required resolution of complex issues to allow for the Debtors to conduct a rights offering that would be made available to holders of large general unsecured claims that were (at the time) subject to litigation. In the end, the global settlement was supported by every major constituency in these cases.

2. Among other significant accomplishments, Stroock also (i) helped to consensually resolve issues related to the Debtors’ DIP financing, including by negotiating modifications to the final DIP order that facilitated the administration of these cases and benefited general unsecured creditors, (ii) improved the merger solicitation procedures by aligning the merger process more

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<sup>2</sup> Capitalized terms used herein but not defined herein shall have the meanings ascribed to them in the Interim Compensation Order.

closely with the parallel chapter 11 plan process, (iii) facilitated an extension of the case timeline that afforded the Debtors additional time to engage in settlement discussions with their midstream counterparties, which ultimately resulted in the parties reaching agreements that resolved the midstream parties' substantial rejection damage claims and improved recoveries to general unsecured creditors (outside the midstream and noteholder parties), (iv) improved the terms of the backstop commitment by negotiating for reduced commitment fees and negotiating amendments to the backstop commitment agreement favorable to the Debtors and (v) participated in the contested confirmation proceedings in a manner that was efficient and effective.

3. Throughout these cases, Stroock acted in a manner that was efficient and value accretive, and the fees and expenses incurred by Stroock throughout these cases were both reasonable and proper. Accordingly, Stroock respectfully requests that the Court approve this Final Fee Application.

### **JURISDICTION AND VENUE**

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

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

### **BACKGROUND**

#### **A. The Chapter 11 Cases**

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



7. On June 30, 2020, the United States Trustee for the District of Delaware filed the Notice of Appointment of Committee of Unsecured Creditors [D.I. 155]. Prior to the Effective Date (as defined below), the Committee consisted of: (i) Raisa Energy, LLC; (ii) Platte River Midstream, LLC, et al.; (iii) Wilmington Savings Fund Society, FSB; (iv) REP Processing LLC; and (v) Rocky Mountain Midstream, LLC.

8. On December 23, 2020 (the “Confirmation Date”), the Court entered an order [D.I. 1509] 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* [D.I. 1505] (the “Plan”).

9. On January 20, 2021 (the “Effective Date”), the Plan became effective in accordance with its terms [D.I. 1652], and the Committee automatically dissolved (except as to matters pertaining to this Final Fee Application) pursuant to the terms of the Plan. *See* Plan art. XII.C.

#### **B. The Retention of Stroock**

10. On July 24, 2020, the Committee applied [D.I. 314] to the Court for an order authorizing it to retain and employ Stroock as lead counsel, *nunc pro tunc* to July 1, 2020. On August 11, 2020, the Court entered an order [D.I. 403] authorizing such retention.

#### **C. Compensation Protocols**

11. The Interim Compensation Order provides that a Professional may file on or after the twenty-first (21st) day of each month following the month for which compensation is sought, and serve a monthly application for interim allowance of compensation for services rendered and reimbursement of expenses incurred, together with the applicable time entries and itemized expenses (the “Monthly Fee Statement”) on the Application Recipients. Provided that there are no objections to the Monthly Fee Statement filed within twenty-one (21) days after the service of

a Monthly Fee Statement, the Professional may file a certificate of no objection with the Court, after which the Debtors are authorized and directed to pay such Professional eighty percent (80%) of the fees and one-hundred percent (100%) of the expenses requested in such Monthly Fee Statement. If an objection is filed to the Monthly Fee Statement, then the Debtors are authorized to pay 80% of the fees and 100% of the expenses not subject to an objection.

12. The Interim Compensation Order also provides that, beginning with the period ending on August 31, 2020 and at three-month intervals thereafter, each of the Professionals may file and serve on the Application Recipients an interim fee application (each an “Interim Fee Application”) for compensation and reimbursement of expenses sought in the Monthly Fee Statements served during such period. Upon allowance by the Court of a Professional’s Interim Fee Application, the Debtors are authorized to pay such Professional all requested fees (including the 20% holdback) and expenses not previously paid.

13. Further, Article II.B.1 of the Plan provides that final requests for payment of a Professional Claim (as defined in the Plan) must be filed with the Bankruptcy Court no later than forty-five (45) days after the Effective Date. Moreover, as noted above, the Debtors’ confirmed Plan directs the Debtors to pay the reasonable fees and expenses of Professionals incurred during the Post-Confirmation Period without further order of the Court. *See* Plan art. II.B.4. Pursuant to the terms of the Plan, Stroock sent the Debtors the Post-Confirmation Invoice for payment of the reasonable fees and expenses incurred by Stroock during such period, and the Debtors have paid Stroock the total amount set forth in the Post-Confirmation Invoice.<sup>3</sup> In an abundance of caution, Stroock hereby seeks final allowance of the amounts requested in the Post-Confirmation Invoice.

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<sup>3</sup> The Post-Confirmation Invoice included an estimate for post-Effective Date fees and expenses to be incurred in connection with this Final Fee Application.

**RELIEF REQUESTED**

14. By this Final Fee Application, Stroock seeks final approval and allowance of compensation in the amount of \$5,002,470.00 for professional services rendered and reimbursement of actual and necessary expenses in the amount of \$37,774.93 incurred during the Final Period.

15. During the Chapter 11 Cases, Stroock filed six Monthly Fee Statements,<sup>4</sup> collectively encompassing the Final Period, and an Interim Fee Application for the period from July 1, 2020 through August 31, 2020.<sup>5</sup> Stroock filed a certificate of no objection for each such Monthly Fee Statement and Interim Fee Application,<sup>6</sup> and the Interim Fee Application was approved by the Court on December 1, 2020.<sup>7</sup> Stroock incorporates herein by reference each of its Monthly Fee Statements and its Interim Fee Application filed during the Chapter 11 Cases, together with the corresponding certifications of no objections and Order approving the Interim Fee Application.

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

16. This Final Fee Application was prepared in accordance with (a) Local Rule 2016-2, (b) the United States Trustee *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11*

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<sup>4</sup> See D.I. 578 (First Monthly Fee Statement); D.I. 858 (Second Monthly Fee Statement); D.I. 1055 (Third Monthly Fee Statement); D.I. 1233 (Fourth Monthly Fee Statement); D.I. 1547 (Fifth Monthly Fee Statement); D.I. 1669 (Sixth Monthly Fee Statement).

<sup>5</sup> See D.I. 945.

<sup>6</sup> See D.I. 687 (CNO for First Monthly Fee Statement); D.I. 1049 (CNO for Second Monthly Fee Statement); D.I. 1163 (CNO for First Interim Fee Application); D.I. 1255 (CNO for Third Monthly Fee Statement); D.I. 1535 (CNO for Fourth Monthly Fee Statement); D.I. 1641 (CNO for Fifth Monthly Fee Statement); D.I. 1746 (CNO for Sixth Monthly Fee Statement).

<sup>7</sup> See D.I. 1217.

*Cases, adopted on June 11, 2013* (the “UST Guidelines”), and (c) the Interim Compensation Order (collectively with Local Rule 2016-2 and the UST Guidelines, the “Guidelines”).

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

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

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

Response: No.

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

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

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

Response: No.

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

Response: No.

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

Response: No.

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

Response: Stroock increased its rates on January 1, 2021 [D.I. 1392], and such rate increases are included herein.

**REASONABLE AND NECESSARY SERVICES**

19. Attorneys and paraprofessionals of Stroock have expended a total of 4,886 hours in connection with this matter during the Final Period.

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

**NOTICE**

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

**CONCLUSION**

WHEREFORE, Stroock respectfully requests that the Court enter an Order: (a) approving the Final Fee Application; (b) awarding Stroock compensation for the Final Period in the amount of \$5,002,470.00 and reimbursement for actual and necessary expenses in the amount of \$37,774.93, inclusive of the \$176,522.50 in fees and \$11,463.14 in expenses Stroock accrued and incurred during the Post-Confirmation Period; (c) authorizing the payment of such sums to Stroock pursuant to the Interim Compensation Order and Plan; and (d) granting such other and further relief as the Court may deem just and proper.

Dated: March 8, 2021  
New York, New York

Respectfully submitted,

**STROOCK & STROOCK & LAVAN LLP**

/s/ Erez E. Gilad

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Kristopher M. Hansen (admitted *Pro Hac Vice*)

Frank A. Merola (admitted *Pro Hac Vice*)

Erez E. Gilad (admitted *Pro Hac Vice*)

Jason M. Pierce (admitted *Pro Hac Vice*)

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*Lead Counsel to the Official  
Committee of Unsecured Creditors*

**CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES**

Category of Timekeeper	Blended Hourly Rate	
	Non-Bankruptcy Blended Hourly Rate for New York Timekeepers	Blended Hourly Rate for This Final Fee Application
Partner	\$ 1,182	\$ 1,414
Of Counsel	1,020	N/A
Associate/ Special Counsel	724	700
Paralegal	343	430
All Timekeepers Aggregated	826	1,019

As reflected in the chart above, the blended hourly rate for all Stroock timekeepers located in the New York office (including both professionals and paraprofessionals) who billed to non-bankruptcy matters (collectively, the “Non-Bankruptcy Matters”)<sup>1</sup> during the period beginning on July 1, 2020 through and including January 20, 2021 (the “Comparable Period”) was, in the aggregate, approximately \$826 per hour (the “Non-Bankruptcy Blended Hourly Rate”).<sup>2</sup>

The blended hourly rate for all Stroock timekeepers (including both professionals and paraprofessionals) who billed to the Chapter 11 Cases during the Interim Application Period was approximately \$1,019 per hour (the “Blended Hourly Rate for This Final Fee Application”).<sup>3</sup>

As a general matter, the bankruptcy matters (“Bankruptcy Matters”) involve a different approach to staffing, as compared with Non-Bankruptcy Matters, and require more senior level attention across multiple practice areas given the array of issues presented in chapter 11 bankruptcies, such as these cases. Throughout these cases, we have endeavored to utilize both senior and junior level attorneys, depending on the nature and complexity of the task at hand, in order to optimize our efficiency.

<sup>1</sup> Stroock has a vibrant practice representing hedge funds, private equity funds, banks, and other financial institutions in complex out-of-court restructuring transactions and distressed M&A transactions. Stroock’s financial restructuring practice includes transactions implemented both in court as well as outside of formal bankruptcy proceedings. Accordingly, the term “Non-Bankruptcy Matters” consist of matters for which Stroock’s New York timekeepers represented a client in a matter other than an in a bankruptcy proceeding, and the Non-Bankruptcy Matters include time billed by Stroock’s New York timekeepers who work primarily within Stroock’s Financial Restructuring Group.

<sup>2</sup> Stroock calculated the blended rate for Non-Bankruptcy Matters by dividing the total dollar amount billed by Stroock’s New York timekeepers to the Non-Bankruptcy Matters during the Comparable Period by the total number of hours billed by Stroock’s New York timekeepers to the Non-Bankruptcy Matters during the Comparable Period.

<sup>3</sup> Stroock calculated the blended rate for timekeepers who billed to the Chapter 11 Cases by dividing the total dollar amount billed by such timekeepers during the Final Period by the total number of hours billed by such timekeepers during the Final Period.

SUMMARY OF FINAL FEE APPLICATION	
Name of Applicant	Stroock & Stroock & Lavan LLP
Name of Client	Official Committee of Unsecured Creditors of Extraction Oil & Gas, Inc., <i>et al.</i>
Fee period covered by Final Fee Application	July 1, 2020 through January 20, 2021
Total compensation sought during Final Fee Period	\$5,002,470.00
Total expenses sought during Final Fee Period	\$37,774.93
Petition Date	June 14, 2020
Retention Date	August 11, 2020 <i>nunc pro tunc</i> to July 1, 2020
Date of order approving employment	August 11, 2020
Total compensation approved by interim order to date	\$1,499,252.50
Total expenses approved by interim order to date	\$2,591.62
Total allowed compensation paid to date	\$4,037,280.50
Total allowed expenses paid to date	\$37,846.93
Blended rate in Final Fee Application for all Attorneys	\$1,066
Blended rate in Final Fee Application for all Timekeepers	\$1,019
Compensation sought in this Final Fee Application already paid pursuant to a monthly compensation order but not yet allowed	\$2,837,878.50
Expenses sought in this Final Fee Application already paid pursuant to a monthly compensation order but not yet allowed	\$37,774.93
Number of professionals included in this Final Fee Application	24
If applicable, number of professionals in this Final Fee Period not included in staffing plan	N/A
If applicable, difference between fees budgeted and compensation sought for this Final Fee Period	Budget: \$5,322,000.00 Difference: (\$319,530.00)
Number of professionals billing fewer than 15 hours to the case during this Final Fee Period:	7
Are any rates higher than those approved or disclosed at retention? If yes, calculate and disclose the total compensation sought in this Final Fee Application using the rates originally disclosed in the retention application:	No.



**Exhibit A**

**Exhibit A**

**EXTRACTION OIL & GAS, INC., *ET AL.***  
**COMPENSATION BY PROJECT CATEGORY**  
**JULY 1, 2020 THROUGH JANUARY 20, 2021**

<b>Project Category</b>	<b>Budgeted Hours</b>	<b>Budgeted Fees</b>	<b>Total Hours</b>	<b>Total Fees</b>
Case Administration	350	\$ 275,000	257.4	\$ 163,472.00
Meetings & Communications with Debtors	275	275,000	219.8	232,726.00
Asset Disposition & Sales	200	250,000	188.6	243,537.00
Relief from Stay / Adequate Protection Matters	35	25,000	24.0	23,246.50
Court Hearings	300	300,000	342.3	335,246.50
Creditor Committee Meetings and Matters	500	500,000	525.4	566,712.00
Case Analysis/ Pleading Analysis and Responses	650	600,000	525.9	450,821.00
Stroock Retention	100	50,000	73.9	45,254.50
Stroock Fee Applications	35	26,000	27.3	18,524.00
Other Professional Retention	130	115,000	126.3	106,923.00
Other Professional Fee Applications	15	6,000	6.5	6,769.50
Lien Review	100	100,000	61.4	58,314.50
Leases & Contracts	150	150,000	141.1	156,149.50
Cash Collateral/ DIP/ Financing	175	175,000	134.3	162,436.00
Litigation & Adversary Proceedings	805	805,000	769.7	653,392.00
Business Operations	60	60,000	40.0	45,043.50
Employee Benefits / Pensions	10	1,000	0.2	295.00
Tax Issues	45	45,000	13.5	16,086.50
Corporate Governance Matters	35	26,000	3.0	4,225.00
Valuation / Asset Analysis & Recovery	60	51,000	2.5	3,380.00
Schedules/ SoFAs/ UST Reports	20	11,000	8.8	9,938.00
Claims Administration & Objections	35	26,000	13.1	16,976.00
Plan & Disclosure Statement	1,450	1,450,000	1380.8	1,657,682.00
<b>Total</b>	<b>5,535</b>	<b>\$ 5,322,000</b>	<b>4,886.0</b>	<b>\$ 4,977,470.00<sup>1</sup></b>

<sup>1</sup> This total does not include the estimate for post-Effective Date fees and expenses to be incurred by Stroock in connection with this Final Fee Application that was included in the Post-Confirmation Invoice.

**Exhibit B**

**Exhibit B<sup>1</sup>**

**EXTRACTION OIL & GAS, INC., *ET AL.***  
**EXPENSE SUMMARY**  
**JULY 1, 2020 THROUGH JANUARY 20, 2021**

<b>Expense Category</b>	<b>Amount</b>
Outside Messenger Service	\$ 495.94
Long Distance Telephone	3,029.30
Outside Professional Services	1,134.60
Court Reporting Services	12,165.50
O/S Information Services	1,297.20
Lexis/Nexis	1,133.48
Travel Expenses - Transportation	192.18
Westlaw	18,149.76
Courtlink	176.97
<b>Total</b>	<b>\$ 37,774.93</b>

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<sup>1</sup> This final number credits a charge of \$72.00 for Word Processing that was inadvertently billed on Stroock's November monthly fee statement [D.I. 1547].

**Exhibit C**

**EXTRACTION OIL & GAS, INC., *ET AL.*  
TIME RECORDS FOR POST-CONFIRMATION PERIOD  
DECEMBER 24, 2020 THROUGH JANUARY 20, 2021**

## STROOCK

## SERVICE AND EXPENSE REMITTANCE SUMMARY

DATE	February 10, 2021
INVOICE NO.	783619
CLIENT	XOG Extraction Oil and Gas, Inc.
	370 17th Street
	Suite 5300
	Denver,
	Attn: Tom Tyree
RE	007131 XOG Extraction Oil and Gas, Inc.

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 151,522.50
TOTAL DISBURSEMENTS/CHARGES	\$ 11,463.14
ESTIMATED FEES IN CONNECTION WITH PREPARING AND PROSECUTING FINAL FEE APPLICATION	\$ 25,000.00
TOTAL BILL	\$ 187,985.64
PREVIOUS BALANCE	\$ 2,279,550.51
BALANCE DUE	\$ 2,467,536.15

WIRE TRANSFER INSTRUCTIONS	
BANK NAME	JPMorgan Chase Bank
BANK ADDRESS	4 New York Plaza - 15th FL, New York, NY 10004
ACCOUNT NAME	Stroock & Stroock & Lavan LLP
ACCOUNT NUMBER	6028356
ABA/ROUTING NUMBER	021000021 ( <i>International SWIFT Code: CHASUS33</i> )
DESCRIPTION/REFERENCE	Client/Matter: 007131.0002

REMITTANCE ADDRESS	
	Stroock & Stroock & Lavan LLP
	180 Maiden Lane
	New York, NY 10038-4982

Any disbursement balances shown are compiled from original sources as entered on our records to the billing date shown. Any disbursements/charges invoiced to us or posted by us subsequent to that date will be reflected in future billing.

## STROOCK

DATE	February 10, 2021
INVOICE NO.	783619
CLIENT	XOG Extraction Oil and Gas, Inc.
	370 17th Street
	Suite 5300
	Denver,
	Attn: Tom Tyree
RE	007131 XOG Extraction Oil and Gas, Inc.

FOR PROFESSIONAL SERVICES RENDERED and disbursements incurred for the period through January 31, 2021 in connection with the following matters:

MATTER	MATTER NAME	FEES	DISBURSEMENTS	TOTAL
0001	Case Administration	4,116.00	11,463.14	15,579.14
0002	Meetings & Communications with Debtors	419.50	0.00	419.50
0005	Court Hearings	3,207.00	0.00	3,207.00
0006	Creditor Committee Meetings	4,833.00	0.00	4,833.00
0007	Case Analysis/ Pleading Analysis and Res	13,304.50	0.00	13,304.50
0010	Other Professional Retention	160.00	0.00	160.00
0011	Other Professional Fee Applications	2,382.50	0.00	2,382.50
0014	Cash Collateral/DIP/Financing	800.00	0.00	800.00
0019	Corporate Governance Matters	2,175.00	0.00	2,175.00
0021	Schedules/SoFAs/UST Reports	414.00	0.00	414.00
0022	Claims Administration & Objections	5,211.50	0.00	5,211.50
0023	Plan & Disclosure Statement	114,499.50	0.00	114,499.50
TOTAL		151,522.50	11,463.14	162,985.64

## STROOCK

## INVOICE

DATE	February 10, 2021
INVOICE NO.	783619
CLIENT	XOG Extraction Oil and Gas, Inc.
	370 17th Street
	Suite 5300
	Denver,
	Attn: Tom Tyree

FOR PROFESSIONAL SERVICES RENDERED in the captioned matter for the period through January 31, 2021, including:

RE	Case Administration 007131 0001
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DATE	DESCRIPTION	NAME	HOURS
12/28/2020	Obtain new filings (.1); circulate to team (.1).	Laskowski, M.D.	0.2
12/28/2020	Review dockets and update working group.	Magzamen, M.S.	0.5
12/29/2020	Obtain new filings and circulate to team.	Laskowski, M.D.	0.2
12/29/2020	Review dockets and update working group.	Magzamen, M.S.	0.3
12/29/2020	Obtain and circulate recently docketed pleadings to Stroock internal team.	Mohamed, D.	0.3
12/30/2020	Obtain and circulate recently docketed pleadings to Stroock internal team (.5); review certain adversary proceedings and district court appeal case dockets re: recent filings (.2); obtain and circulate recently filed form 8-K for attorney review (.2); update critical dates calendar (.3).	Mohamed, D.	1.2
12/31/2020	Review XOG's main case docket and related	Mohamed, D.	0.2



## STROOCK

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	adversary proceedings and appeal cases re: recent filings and update working group.		
01/04/2021	Obtain, archive and circulate ECF filed documents (.1); calendar adjustments (.2); review dockets and update working group (.3).	Magzamen, M.S.	0.6
01/04/2021	Obtain and circulate recently docketed pleading to internal team.	Mohamed, D.	0.1
01/04/2021	Emails w/ E. Gilad re: admin matters.	Pierce, J.M.	0.1
01/05/2021	Correspondence with Committee member re hearing dial-in (.1); correspondence with E. Gilad and J. Pierce re same (.1).	Diaz, C.M.	0.2
01/05/2021	Obtain, archive and circulate ECF filed documents and calendar events (.3); review dockets and update working group (.3).	Magzamen, M.S.	0.6
01/06/2021	Review dockets and update working group.	Magzamen, M.S.	0.3
01/07/2021	Review dockets and update working group.	Magzamen, M.S.	0.3
01/08/2021	Review case dockets and update working group.	Magzamen, M.S.	0.3
01/11/2021	Review docket and update working group.	Magzamen, M.S.	0.2
01/12/2021	Review docket and update working group.	Magzamen, M.S.	0.3
01/13/2021	Obtain, archive and circulate ECF filed documents (.1); review docket and update working group (.3).	Magzamen, M.S.	0.4
01/14/2021	Review docket and update working group.	Magzamen, M.S.	0.3
01/15/2021	Review docket and update working group.	Magzamen, M.S.	0.3
01/19/2021	Correspondence w/ Greenhill re distribution lists.	Diaz, C.M.	0.2
01/19/2021	Investigate KCC invoices (.5); review docket and update working group (.3).	Magzamen, M.S.	0.8
01/20/2021	Obtain, archive and circulate ECF filed	Magzamen, M.S.	0.4

## STROOCK

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documents (.1); review docket and update working group (.3).

01/20/2021	Obtain and circulate recently filed form 8-K for Mohamed, D. attorney review.	0.1
01/20/2021	Emails w/ C. Diaz re: updating UCC on effective date. Pierce, J.M.	0.1

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Diaz, Caroline M.	0.4	\$ 685	\$ 274.00
Laskowski, Mathew D.	0.4	450	180.00
Magzamen, Michael	4.8	495	2,376.00
Magzamen, Michael	0.8	450	360.00
Mohamed, David	0.2	400	80.00
Mohamed, David	1.7	370	629.00
Pierce, Jason M.	0.2	1,085	217.00

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TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 4,116.00
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 MATTER DISBURSEMENT SUMMARY
 

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Outside Messenger Service	\$ 101.06
Long Distance Telephone	11.57
Court Reporting Services	10075.20
O/S Information Services	971.40
Travel Expenses - Transportation	192.18
Courtlink	111.73

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TOTAL DISBURSEMENTS/CHARGES	\$ 11,463.14
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TOTAL FOR THIS MATTER	\$ 15,579.14
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## STROOCK

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RE	Meetings & Communications with Debtors 007131 0002
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DATE	DESCRIPTION	NAME	HOURS
12/29/2020	Emails w/ Kirkland re: unredacted copy of DCP 9019 motion.	Pierce, J.M.	0.1
01/09/2021	Review Kirkland correspondence re GUC registration form.	Merola, F.A.	0.2

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Merola, Frank A.	0.2	\$ 1,600	\$ 320.00
Pierce, Jason M.	0.1	995	99.50

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TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 419.50
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TOTAL FOR THIS MATTER	\$ 419.50
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## STROOCK

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RE	Court Hearings 007131 0005
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DATE	DESCRIPTION	NAME	HOURS
12/28/2020	Confer w/ J. Pierce re: January hearings (.1); review/revise calendars (.2); confer w/ A. Roth-Moore (Cole Schotz) re: 1/5 hearing and prep (.2).	Magzamen, M.S.	0.5
12/29/2020	Review notice of hearing re 9019 settlement.	Merola, F.A.	0.2
01/04/2021	Review hearing agenda.	Merola, F.A.	0.2
01/05/2021	Telephonically monitor omnibus hearing.	Diaz, C.M.	0.2
01/05/2021	Telephonically monitor hearing.	Gilad, E.E.	0.5
01/05/2021	Monitor hearing on 9019 settlements (.3); calendar same info for E. Gilad (.2).	Magzamen, M.S.	0.5
01/05/2021	Review order scheduling omnibus hearing (.2); review revised agenda (.2).	Merola, F.A.	0.4
01/05/2021	Emails w/ E. Gilad re: 1/5 hearing (.1); prep for (1) and attend 1/5 hearing (.3).	Pierce, J.M.	0.5

# STROOCK

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SUMMARY OF HOURS	HOURS	RATE	TOTAL
Diaz, Caroline M.	0.2	\$ 685	\$ 137.00
Gilad, Erez E.	0.5	1,600	800.00
Magzamen, Michael	0.5	495	247.50
Magzamen, Michael	0.5	450	225.00
Merola, Frank A.	0.6	1,600	960.00
Merola, Frank A.	0.2	1,475	295.00
Pierce, Jason M.	0.5	1,085	542.50

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TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 3,207.00
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TOTAL FOR THIS MATTER	\$ 3,207.00
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## STROOCK

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RE	Creditor Committee Meetings 007131 0006
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DATE	DESCRIPTION	NAME	HOURS
12/29/2020	Correspondence w/ Committee member re settlements.	Gilad, E.E.	0.4
12/29/2020	Review Committee correspondence re 9019 motions.	Merola, F.A.	0.2
12/29/2020	Emails w/ E. Gilad re: update email to Committee (.1); emails w/ T. Sadler re: update email to Committee (.2); review and comment on T. Sadler's draft update email to Committee (.6); send update email to Committee (.1).	Pierce, J.M.	1.0
01/05/2021	Draft and send update email to Committee.	Pierce, J.M.	0.2
01/08/2021	Review Committee update re Bison estimation motion.	Merola, F.A.	0.2
01/18/2021	Review Committee update re effective date.	Merola, F.A.	0.2
01/18/2021	Draft update email to Committee re: effective date, GUC registration forms and stock listing process/timing (1.0); emails w/ E. Gilad and A. Miller re: same (.1).	Pierce, J.M.	1.1
01/19/2021	Committee correspondence re delayed effective date.	Merola, F.A.	0.1
01/19/2021	Emails w/ Committee member re: GUC registration form (.1); draft update email to Committee (.1).	Pierce, J.M.	0.2
01/20/2021	Draft email to Committee re emergence (.2); email to J. Pierce re same (.1).	Diaz, C.M.	0.3
01/20/2021	Review Committee correspondence re effective date.	Merola, F.A.	0.2

# STROOCK

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SUMMARY OF HOURS	HOURS	RATE	TOTAL
Diaz, Caroline M.	0.3	\$ 685	\$ 205.50
Gilad, Erez E.	0.4	1,475	590.00
Merola, Frank A.	0.7	1,600	1,120.00
Merola, Frank A.	0.2	1,475	295.00
Pierce, Jason M.	1.5	1,085	1,627.50
Pierce, Jason M.	1.0	995	995.00

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TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 4,833.00
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TOTAL FOR THIS MATTER	\$ 4,833.00
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## STROOCK

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RE	Case Analysis/ Pleading Analysis and Res 007131 0007
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DATE	DESCRIPTION	NAME	HOURS
12/28/2020	Review case pleadings.	Gilad, E.E.	1.0
12/28/2020	Review Platter River and DCP 9019 and motion to shorten time.	Merola, F.A.	0.3
12/29/2020	Review and analyze sealed midstream settlements.	Gilad, E.E.	1.6
12/29/2020	Review unredacted 9019 Motion re DCP.	Merola, F.A.	0.2
12/29/2020	Analysis re: DCP 9019 motion and settlement (.2); emails w/ E. Gilad re: same (.1); draft summary of same for Committee professionals (.2); emails w/ Committee member's counsel re: permission to disclose settlement GUC amount (.3); emails w/ E. Gilad re: same (.2).	Pierce, J.M.	1.0
12/29/2020	Review motions to approve settlement agreements with ARB and DCP (.8) draft summaries re same (.7).	Sadler, T.M.	1.5
12/30/2020	Review AlixPartners analysis re DCP 9019 claim.	Merola, F.A.	0.2
12/30/2020	Review 8-K re: entry of confirmation order.	Pierce, J.M.	0.1
01/05/2021	Review notice of appeal by FERC and analysis re same.	Gilad, E.E.	0.5
01/05/2021	Review un-redacted ARB settlement term sheet (.2); review certificate of counsel re Platte river 9019 (.1).	Merola, F.A.	0.3
01/05/2021	Review revised ARB settlement term sheet (.1); emails w/ internal team re: same (.1).	Pierce, J.M.	0.2



## STROOCK

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PAGE: 10			
01/08/2021	Review Alvarez correspondence re payment matrix.	Merola, F.A.	0.2
01/08/2021	Review recently filed pleadings (.7) and draft summary correspondence re same (.8).	Sadler, T.M.	1.5
01/11/2021	Summarize FERC motion re certification and consolidation.	Diaz, C.M.	0.9
01/11/2021	Review stipulation and order rejecting Colorado Interstate Gas Company (.2); review FERC appeal status report (.2).	Merola, F.A.	0.4
01/12/2021	Continue to review and summarize FERC pleading re appeal.	Diaz, C.M.	0.7
01/12/2021	Review order re Grand Mesa appeal (.1); review summary re FERC appeal (.2).	Merola, F.A.	0.3
01/13/2021	Revise district court order re FERC appeal.	Merola, F.A.	0.2
01/18/2021	Correspondence re warrant agreement and registration rights agreement.	Sadler, T.M.	0.1
01/19/2021	Review second amended Leazer complaint.	Merola, F.A.	0.2
01/19/2021	Analysis re: NGL settlement per E. Gilad question (.1); emails w/ E. Gilad re: same (.1).	Pierce, J.M.	0.2
01/20/2021	Review FERC designation of record.	Merola, F.A.	0.2

## STROOCK

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SUMMARY OF HOURS	HOURS	RATE	TOTAL
Diaz, Caroline M.	1.6	\$ 685	\$ 1,096.00
Gilad, Erez E.	0.5	1,600	800.00
Gilad, Erez E.	2.6	1,475	3,835.00
Merola, Frank A.	1.8	1,600	2,880.00
Merola, Frank A.	0.7	1,475	1,032.50
Pierce, Jason M.	0.4	1,085	434.00
Pierce, Jason M.	1.1	995	1,094.50
Sadler, Tess M.	1.6	775	1,240.00
Sadler, Tess M.	1.5	595	892.50

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TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 13,304.50
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TOTAL FOR THIS MATTER	\$ 13,304.50
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RE	Other Professional Retention 007131 0010
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DATE	DESCRIPTION	NAME	HOURS
01/20/2021	Review Kirkland supplemental declaration.	Merola, F.A.	0.1

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Merola, Frank A.	0.1	\$ 1,600	\$ 160.00

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TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 160.00
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TOTAL FOR THIS MATTER	\$ 160.00
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## STROOCK

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RE	Other Professional Fee Applications 007131 0011
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DATE	DESCRIPTION	NAME	HOURS
12/29/2020	Review Committee fee applications.	Merola, F.A.	0.2
12/30/2020	Review Kirkland fee statement.	Merola, F.A.	0.1
01/04/2021	Review Kirkland fee statement.	Merola, F.A.	0.1
01/06/2021	Review AlixPartners correspondence re fee estimates.	Merola, F.A.	0.2
01/08/2021	Address fee estimates w/ J. Pierce.	Magzamen, M.S.	0.4
01/12/2021	Review AlixPartners monthly.	Merola, F.A.	0.1
01/14/2021	Review PWC fee statement.	Merola, F.A.	0.1
01/19/2021	Correspondence w/ J. Pierce and M. Magzamen re KCC invoice (.1); correspondence with Greenhill and AlixPartners re same (.1); review KCC retention order (.3); draft email to Kirkland re same (.2); email to KCC re same (.2).	Diaz, C.M.	0.9
01/19/2021	Emails w/ C. Diaz and M. Magzamen re: submission of KCC invoices.	Pierce, J.M.	0.3

# STROOCK

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SUMMARY OF HOURS	HOURS	RATE	TOTAL
Diaz, Caroline M.	0.9	\$ 685	\$ 616.50
Magzamen, Michael	0.4	495	198.00
Merola, Frank A.	0.5	1,600	800.00
Merola, Frank A.	0.3	1,475	442.50
Pierce, Jason M.	0.3	1,085	325.50

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TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 2,382.50
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TOTAL FOR THIS MATTER	\$ 2,382.50
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## STROOCK

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RE	Cash Collateral/DIP/Financing 007131 0014
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DATE	DESCRIPTION	NAME	HOURS
01/07/2021	Review variance report.	Merola, F.A.	0.2
01/11/2021	Review Bracewell invoice.	Merola, F.A.	0.1
01/14/2021	Review variance report.	Merola, F.A.	0.2

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Merola, Frank A.	0.5	\$ 1,600	\$ 800.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 800.00
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TOTAL FOR THIS MATTER	\$ 800.00
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## STROOCK

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RE	Corporate Governance Matters 007131 0019
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DATE	DESCRIPTION	NAME	HOURS
01/12/2021	Review drafts of certification of incorporation and bylaws.	Miller, A.P.	1.5

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Miller, Allison P.	1.5	\$ 1,450	\$ 2,175.00

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TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 2,175.00
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TOTAL FOR THIS MATTER	\$ 2,175.00
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## STROOCK

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RE	Schedules/SoFAs/UST Reports 007131 0021
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DATE	DESCRIPTION	NAME	HOURS
12/30/2020	Review monthly operating report.	Merola, F.A.	0.2
12/31/2020	Correspondence w/ internal team re monthly operating report and liquidity analysis.	Sadler, T.M.	0.2

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Merola, Frank A.	0.2	\$ 1,475	\$ 295.00
Sadler, Tess M.	0.2	595	119.00

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TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 414.00
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TOTAL FOR THIS MATTER	\$ 414.00
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## STROOCK

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RE	Claims Administration & Objections 007131 0022
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DATE	DESCRIPTION	NAME	HOURS
12/28/2020	Review Alvarez correspondence re lien claimant payment.	Merola, F.A.	0.2
12/31/2020	Review Alvarez correspondence re lien claimant payment.	Merola, F.A.	0.2
01/07/2021	Emails w/ T. Sadler and E. Gilad re: review of Bison motion to estimate claim.	Pierce, J.M.	0.1
01/08/2021	Review and analyze Bison estimation motion.	Gilad, E.E.	0.5
01/08/2021	Review Motion to Estimate Bison Oil claim.	Merola, F.A.	0.2
01/08/2021	Review Bison motion to estimate and allow GUC (.3); review and revise T. Sadler's draft email to UCC re: same (1.0); emails w/ E. Gilad re: same (.1); emails w/ UCC re: same (.1); emails w/ Kirkland re: Bison motion to estimate and allow GUCs (.1); call w/ N. Adzima (K&E) re: same (.1).	Pierce, J.M.	1.7
01/09/2021	Review correspondence re Bison estimation motion.	Merola, F.A.	0.1
01/12/2021	Review Kirkland correspondence re Bison estimation (.1); analyze claims detail report (.3); correspondence with AlixPartners re claims detail report (.2).	Merola, F.A.	0.6
01/12/2021	Emails w/ Kirkland re: Bison motion.	Pierce, J.M.	0.1
01/22/2021	Review omnibus objection to claims.	Merola, F.A.	0.2

# STROOCK

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SUMMARY OF HOURS	HOURS	RATE	TOTAL
Gilad, Erez E.	0.5	\$ 1,600	\$ 800.00
Merola, Frank A.	1.1	1,600	1,760.00
Merola, Frank A.	0.4	1,475	590.00
Pierce, Jason M.	1.9	1,085	2,061.50

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TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 5,211.50
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TOTAL FOR THIS MATTER	\$ 5,211.50
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## STROOCK

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RE	Plan & Disclosure Statement 007131 0023
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DATE	DESCRIPTION	NAME	HOURS
12/30/2020	Review and analyze rights offering materials (1.5); correspondence re same (.5).	Gilad, E.E.	2.0
12/30/2020	Review analysis of GUC rights offering materials (.2); review 8-K re rights offering (.2).	Merola, F.A.	0.4
12/30/2020	Review solicitation versions of GUC rights offering materials (.4); emails w/ Stroock team re: same (.1); emails w/ Kirkland re: GUC rights offering launch, materials (.2).	Pierce, J.M.	0.7
01/04/2021	Review settlement pleadings (2.0); internal discussions re GUC rights offering (.5); and GUC claim allowance issues (.5).	Gilad, E.E.	3.0
01/04/2021	Review Kirkland correspondence re GUC rights offering and claim amounts (.2); review Kirkland correspondence re closing call (.1); review emergence check list (.2).	Merola, F.A.	0.5
01/04/2021	Follow up related to GUC rights offering status.	Miller, A.P.	0.2
01/04/2021	Emails w/ Kirkland re: GUC rights offering (.1); emails w/ Kirkland re: pre-closing call, closing checklist (.1).	Pierce, J.M.	0.2
01/05/2021	Review settlement pleadings (1.0); review ARB settlement term sheet and related documentation (1.0); correspondence with ARB counsel (.3); review plan (.5); review monthly operating report and liquidity report from AlixPartners (.7).	Gilad, E.E.	3.5
01/06/2021	Correspondence and discussions w/ internal team re plan.	Gilad, E.E.	3.0

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01/06/2021	Emails w/ A. Roth-Moore (Cole Schotz) re: response to GUC inquiry on GUC rights offering procedures/form.	Pierce, J.M.	0.2
01/07/2021	Call with Kirkland and Paul Weiss re closing.	Diaz, C.M.	0.5
01/07/2021	Prepare for closing call w/ Kirkland (1.0); review plan and rights offering mechanics (2.0); closing call w/ Kirkland (.5); various other preclosing activities (.5).	Gilad, E.E.	4.0
01/07/2021	Review closing checklist (.2); call with Kirkland re closing (.4); review Kirkland correspondence re GUC rights offering procedure (.2).	Merola, F.A.	0.8
01/07/2021	Participate on status update call with Kirkland team and J. Pierce and F. Merola (.6); review/respond to emails related to same (.3); review closing checklist (.2).	Miller, A.P.	1.1
01/07/2021	Call w/ Kirkland re: closing items (.4); emails w/ Kirkland re: draft GUC registration form (.2); draft email to E. Gilad summarizing call w/ Kirkland on various closing docs (.4).	Pierce, J.M.	1.0
01/08/2021	Call with Kirkland re GUC registration forms.	Diaz, C.M.	0.3
01/08/2021	Review plan and rights offering mechanics (.5); various preclosing activities (1.0); discussions re equity distributions and GUC registration forms (1.5).	Gilad, E.E.	3.0
01/08/2021	Correspondence with Kirkland re rights offering registration form (.1); call with Kirkland re disputed claims (.2); review plan re disputed claim and correspondence re same (.4); correspondence with AlixPartners re millstone extension (.2).	Merola, F.A.	0.9
01/08/2021	Participate on conference call with J. Pierce, F. Merola and Kirkland capital markets team related to equity distribution mechanics and GUC registration form (.8); review/respond to various emails related to same (.3); review plan	Miller, A.P.	1.8

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related to disputed claims and reserve (.5); liaise with J. Pierce on same (.2).

01/08/2021	Call w/ K&E re: GUC registration forms, distribution mechanics (.3); analysis re: disputed claims reserve issues (.2); emails w/ F. Merola and A. Miller re: same (.1); Emails w/ Kirkland re: draft GUC registration form (.2); emails w/ E. Gilad and M. Magzamen re: professional fee escrow account issues (.1); emails w/ E. Bell (AlixPartners) re: same (.1).	Pierce, J.M.	1.0
01/10/2021	Review GUC registration form and internal correspondence re same (2.0); plan analysis re same (.5); correspondence w/ Kirkland re plan (.5).	Gilad, E.E.	3.0
01/10/2021	Review analysis re GUC schedule (.2); review Kirkland correspondence re GUC schedule (.1).	Merola, F.A.	0.3
01/10/2021	Emails w/ Kirkland re: GUC registration form and GUC pool sizing (.3); emails w/ A. Miller and E. Gilad re: GUC registration form and GUC pool sizing (.1).	Pierce, J.M.	0.4
01/11/2021	Internal discussions and analysis re share calculations and GUC distributions (2.4); analysis re same (1.3); plan analysis re same (1.1); review FERC pleadings (.3); review disputed claims reserve (.4); correspondence w/ K&E re GUC rights offering (.5).	Gilad, E.E.	6.0
01/11/2021	Analyze GUC disputed claims reserve mechanics (.3); review Alvarez GUC schedule (.3); correspondence with AlixPartners and Greenhill re claim detail report (.2); correspondence with financial advisor re GUC new share calculation (.2); review AlixPartners correspondence re equity splits (.2); review correspondence re emergence checklist (.2); correspondence with Kirkland re GUC schedule (.2); review Kirkland correspondence re article and bylaws (.2); correspondence with Kirkland re claim detail report (.2).	Merola, F.A.	2.0

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01/11/2021	Review/respond to various emails and follow up questions related to disputed claims reserve and impact on equity distribution to GUCs.	Miller, A.P.	1.2
01/11/2021	Emails w/ AlixPartners and Greenhill re: GUC registration form and disputed claims reserve (.4); review draft equity splits for GUCs (.1); emails w/ E. Gilad, A. Miller and F. Merola re: same (.4); emails w/ C. Diaz re: following up w/ K&E on draft closing documents (.1); emails w/ Paul Weiss re: disputed claims reserve issues (.1).	Pierce, J.M.	1.1
01/12/2021	Review and comment on registration form (1.3); discussions and correspondence re same (1.4); discussions and correspondence re disputed claims reserve (1.4); discussions re final fee applications (1.0).	Gilad, E.E.	5.1
01/12/2021	Review Kirkland correspondence re Platte River GUC rights offering subscription (.2); review Kirkland correspondence re GUC calculation (.1); review Smith Weinhouse (K&E) correspondence re disputed claims reserve (.2); review Kirkland correspondence re claims detail report (.1); review revised GUC registration form (.2); correspondence with Fox (K&E) re revised docs (.2); review timetable revision re rights offering registration forms (.2); correspondence with AlixPartners and Greenhill re disputed claims reserve sizing (.2); correspondence with Greenhill and AlixPartners re GUC registration form (.2).	Merola, F.A.	1.6
01/12/2021	Review/respond to various emails related to disputed claims reserve and equity distribution.	Miller, A.P.	0.8
01/12/2021	Analysis re: GUC registration forms and disputed claim reserve issues (.7); emails w/ E. Gilad, A. Miller and F. Merola re: same (.5); emails w/ AlixPartners and Greenhill re: same (.4); review and comment on GUC registration form (.3); emails w/ Kirkland re: anticipated effective date (.1); GUC registration form (.3).	Pierce, J.M.	2.3

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01/13/2021	Discussions w/ internal team and comments on registration form (1.6); discussions and correspondence w/ internal team re disputed claims reserve (.7); discussions w/ internal re share count and distributions (.5); discussions w/ internal team re final fee applications (.4); review GUC rights offering results and discussions w/ internal team re same (.9).	Gilad, E.E.	4.1
01/13/2021	Analyze issues re disputed claims reserve (.2); correspondence with AlixPartners re DCR (.2); review illustrative equity splits (.3); correspondence with Kirkland re equity splits (.1); correspondence with Kirkland re sign-off (.1).	Merola, F.A.	0.9
01/13/2021	Review/respond to various emails related to GUC amounts for purposes of equity distribution (.5); respond to emails on same (.3); telephone call with J. Pierce related to GUC registration form and equity distribution (.4).	Miller, A.P.	1.2
01/13/2021	Review revised GUC registration form (.1); emails w/ AlixPartners and Greenhill re: same (.3); analysis re: GUC registration form issues (.3); emails w/ A. Miller, E. Gilad and F. Merola re: same (.3); emails w/ Kirkland re: GUC registration form and issues relating to same (.6); emails w/ Kirkland re: fee application process/timeline (.1).	Pierce, J.M.	1.7
01/14/2021	Call with Kirkland and KCC re GUC rights offering.	Diaz, C.M.	0.5
01/14/2021	Discussions w/ internal team re registration form (1.8); discussions w/ internal team re share count and distributions (1.3); review GUC rights offering results (.9); call w K&E and KCC re same (.5).	Gilad, E.E.	4.5
01/14/2021	Correspondence with AlixPartners re new equity allocation (.2); correspondence with KCC re service of registration (.2); correspondence with Kirkland re AlixPartners plan sign-off (.1); correspondence with	Merola, F.A.	0.7

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	Kirkland re modified form (.2).		
01/14/2021	Participate on telephone call with E. Gilad, J. Miller, A.P. Pierce and Kirkland capital markets team related to GUC registration form (.4); review revised GUC registration form (.5); follow up emails to Alix Partners and internally related to GUC equity calculation (.6).		1.5
01/14/2021	Emails w/ Kirkland re: GUC registration form (.3); call w/ Kirkland and KCC re: GUC registration form, distribution mechanics (.5); emails w/ AlixPartners re: GUC registration form (.1); emails w/ E. Gilad and A. Miller re: same (.1).	Pierce, J.M.	1.0
01/14/2021	Call with debtors' counsel and UCC professionals re plan and process.	Sadler, T.M.	0.5
01/15/2021	Pre-closing activities.	Gilad, E.E.	2.0
01/15/2021	Correspondence with Kirkland re revised form/equity splits (.2); exchange correspondence with AlixPartners re revised ratios (.2); review revised AlixPartners analysis (.2); correspondence with Greenhill re Moelis calculation (.2).	Merola, F.A.	0.8
01/15/2021	Follow up with AlixPartners and E. Gilad related to calculation of GUC ratio for equity distribution.	Miller, A.P.	0.6
01/15/2021	Emails w/ AlixPartners, E. Gilad, A. Miller and F. Merola re: equity distribution issues/analysis.	Pierce, J.M.	0.2
01/16/2021	Review Greenhill correspondence re Moelis calculations.	Merola, F.A.	0.2
01/18/2021	Review redline plan (.2); review restructured debtor corporate documents (.3); review redline RRA and warrant agreement (.2); exchange correspondence with Greenhill re revised new share calculation (.3); review 8K (.2); review Kirkland correspondence re employment agreement and long term incentive plan (.2);	Merola, F.A.	1.6



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	review Kirkland correspondence re exit agreement (.2).		
01/18/2021	Follow up with J. Pierce related to equity share calculations and changes thereto.	Miller, A.P.	0.6
01/18/2021	Emails w/ Kirkland re: anticipated effective date, closing documents (.2); emails w/ Kirkland re: stock listing process/timing (.1); review emergence 8-K (.1); emails w/ E. Gilad and A. Miller re: same (.1); emails w/ AlixPartners and Greenhill re: review of same (.1); call w/ J. Gaglione (Greenhill) re: equity allocation issue (.2); call w/ N. Adzima (K&E) re: same (.2); emails w/ Stroock and Greenhill teams re: same (.3).	Pierce, J.M.	1.3
01/19/2021	Exchange correspondence with Moelis and Greenhill re revised allocation issues (.2); exchange correspondence with Kirkland re effective date delay (.2).	Merola, F.A.	0.4
01/19/2021	Emails w/ Kirkland re: update on closing status (.2); call w/ Kirkland re: same (.1); emails w/ E. Gilad, A. Miller and F. Merola re: update on effective date timing (.1); emails w/ E. Bell (AlixPartners) and E. Gilad re: confirmation of professional fee escrow amounts for UCC professionals (.1).	Pierce, J.M.	0.5
01/20/2021	Exchange Kirkland correspondence re effective date (.2); review third amended plan supplement (.2); review 8K (.2).	Merola, F.A.	0.6
01/20/2021	Emails w/ Kirkland re: timing of effective date.	Pierce, J.M.	0.1

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SUMMARY OF HOURS	HOURS	RATE	TOTAL
Diaz, Caroline M.	1.3	\$ 685	\$ 890.50
Gilad, Erez E.	41.2	1,600	65,920.00
Gilad, Erez E.	2.0	1,475	2,950.00
Merola, Frank A.	11.3	1,600	18,080.00
Merola, Frank A.	0.4	1,475	590.00
Miller, Allison P.	9.0	1,450	13,050.00
Pierce, Jason M.	11.0	1,085	11,935.00
Pierce, Jason M.	0.7	995	696.50
Sadler, Tess M.	0.5	775	387.50

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TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 114,499.50
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TOTAL FOR THIS MATTER	\$ 114,499.50
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TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 151,522.50
TOTAL DISBURSEMENTS/CHARGES	\$ 11,463.14
ESTIMATED FEES IN CONNECTION WITH PREPARING AND PROSECUTING FINAL FEE APPLICATION	\$ 25,000.00
TOTAL BILL	\$ 187,985.64
PREVIOUS BALANCE	\$ 2,279,550.51
BALANCE DUE	\$ 2,467,536.15

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Any disbursement balances shown are compiled from original sources as entered on our records to the billing date shown.  
 Any disbursements/charges invoiced to us or posted by us subsequent to that date will be reflected in future billing.

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

In re:

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

Debtors.

Chapter 11

Case No. 20-11548 (CSS)

(Jointly Administered)

**Obj. Deadline: March 22, 2021 at 4:00 p.m.**

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

**Related D.I. 578, 858, 945, 1055, 1233, 1547, 1669**

**NOTICE OF FINAL FEE APPLICATION**

PLEASE TAKE NOTICE that, on March 8, 2021, the Official Committee of Unsecured Creditors (the “Committee”) filed the **Final Fee Application of Stroock & Stroock & Lavan LLP, as Lead Counsel to the Official Committee of Unsecured Creditors, for Allowance of Compensation and Reimbursement of Expenses for the Period from July 1, 2020 through January 20, 2021** (the “Final Fee Application”), which seeks approval of a final fee application for professional services rendered in the amount of \$5,002,470.00, together with reimbursement of expenses in the amount of \$37,774.93, was filed with the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Final Fee Application are required to be filed with the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, and served on the following, so as to be **received no later than 4:00 p.m. on March 22, 2021**: (i) Debtors, Extraction Oil & Gas, Inc., 370 17th Street, Suite 5300, Denver, Colorado 80202, Attn: Eric Christ; (ii) counsel to Debtors, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Christopher Marcus, P.C., Allyson Smith Weinhouse, and Ciara Foster and Whiteford, Taylor & Preston LLC, The Renaissance Centre, 405 North King Street, Suite 500, Wilmington, Delaware 19801, Attn: Marc R. Abrams, Richard W. Riley, and Stephen B. Gerald; (iii) counsel to the debtor-in-possession financing lenders, Bracewell LLP, 711 Louisiana Street, Suite 2300, Houston, Texas 77002, Attn: Dewey J. Gonsoulin Jr., William A. (Trey) Wood III, and Heather Brown; (iv) counsel to the ad hoc group of lenders under the Debtors’ prepetition senior notes, Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019, Attn: Andrew Rosenberg, Alice Belisle Eaton, Christopher Hopkins, Douglas Keeton, and Omid Rahnama; (v) United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Richard L. Schepacarter; and (vii) counsel to Official Committee of Unsecured Creditors, Stroock & Stroock

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<sup>1</sup> 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.

& Lavan LLP, 180 Maiden Lane, New York, New York 10038, Attn: Kristopher M. Hansen, Frank A. Merola, Erez E. Gilad, and Jason M. Pierce and Cole Schotz P.C., 500 Delaware Avenue, Suite 1410, Wilmington, Delaware 19801, Attn: G. David Dean and Andrew J. Roth-Moore (collectively, the “Application Recipients”).

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

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

Dated: March 8, 2021  
Wilmington, Delaware

**COLE SCHOTZ P.C.**

/s/ G. David Dean

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- and -

**STROOCK & STROOCK & LAVAN LLP**

Kristopher M. Hansen (admitted *Pro Hac Vice*)  
Frank A. Merola (admitted *Pro Hac Vice*)  
Erez E. Gilad (admitted *Pro Hac Vice*)  
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*Counsel to the Official Committee of  
Unsecured Creditors*