

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

In re:	)	
	)	Chapter 11
	)	
EXTRACTION OIL & GAS, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 20-11548 (CSS)
	)	
Reorganized Debtors.	)	(Jointly Administered)
	)	<b>Re: Docket Nos.: 1665, 1703, 1704, 1714,</b>
	)	<b>1719, 1727, 1777, 1779, 1787, 1788, 1790,</b>
	)	<b>1794, 1795, 1801, 1802</b>

**CERTIFICATION OF COUNSEL REGARDING OMNIBUS ORDER  
AWARDING FINAL ALLOWANCE OF COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES**

The undersigned co-counsel to the reorganized debtors (the “Reorganized Debtors”) hereby certifies as follows:

1. The professionals (each an “Applicant” and, collectively, the “Applicants”) identified on the form of order attached hereto as **Exhibit 1** (the “Final Fee Order”) have filed and served final fee applications (each a “Final Application” and, collectively, the “Final Applications”) pursuant to the *Findings of Fact, Conclusion 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”) 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”). By the Final Applications, the Applicants seek final allowance

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



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of fees, including all holdbacks, and expenses for the periods identified on Exhibit A to the Final Fee Order.

2. Pursuant to the Final Applications, objections to each of the Final Applications, if any, were to be filed and served no later than the objection deadline set forth on each of the Final Applications in accordance with the Confirmation Order and the Interim Compensation Order.

3. There are no outstanding objections to any of the Final Applications, the monthly fee applications that comprise the Final Applications, or entry of the Final Fee Order.

4. Given the lack of outstanding objections to the approval of the Final Applications, counsel to the Reorganized Debtors prepared the proposed Final Fee Order approving the Final Applications. A copy of the Final Fee Order is attached hereto as Exhibit 1. A copy of the Final Fee Order has been circulated to each of the Applicants and the U.S. Trustee. Each of the Applicants has consented to entry of the Final Fee Order.

WHEREFORE, unless the Court has any questions or concerns regarding the Final Applications, the Reorganized Debtors respectfully request that the Court enter the Final Fee Order, attached hereto as Exhibit 1, approving the Final Applications at its earliest convenience.

*[Remainder of the Page Intentionally Left Blank]*

Dated: April 12, 2021  
Wilmington, Delaware

*/s/ Richard W. Riley*

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

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*Co-Counsel to the Reorganized Debtors*

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

# **EXHIBIT 1**

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

In re:	)	
	)	Chapter 11
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EXTRACTION OIL & GAS, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 20-11548 (CSS)
	)	
Reorganized Debtors.	)	(Jointly Administered)
	)	Re: Docket Nos.: 1665, 1703, 1704, 1714,
	)	1719, 1727, 1777, 1779, 1787, 1788, 1790,
	)	1794, 1795, 1801, 1802, and ____

**OMNIBUS ORDER  
GRANTING FINAL FEE APPLICATIONS  
OF PROFESSIONALS FOR ALLOWANCE AND PAYMENT  
OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED  
AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES**

Upon consideration of each final application (each, a “Final Application” and, collectively, the “Final Applications”) [Docket Nos. 1665, 1703, 1704, 1714, 1719, 1727, 1777, 1779, 1787, 1788, 1790, 1794, 1795, 1801, and 1802] of the professionals (each, an “Applicant” and, collectively, the “Applicants”) listed on **Exhibit A** attached hereto, seeking allowance of final compensation for professional services rendered and reimbursement of actual and necessary expenses incurred during the period on each of the respective Final Applications (the “Final Fee Period”), pursuant to sections 330(a) and 331 of title 11 of the United States Code (the “Bankruptcy Code”) and rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); and the Court having reviewed and considered the Final Applications; and the Court finding that:

(a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) notice of

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

the Final Applications and opportunity for a hearing thereon was adequate under the circumstances; and (c) all persons with standing have been afforded the opportunity to be heard on the Final Applications; and upon the full record of all proceedings in these cases; and sufficient cause having been shown therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Final Applications are **GRANTED** and **APPROVED** as set forth herein.
2. Each of the Applicants is allowed compensation for services rendered during the Final Fee Period and reimbursement for actual and necessary expenses incurred during the Final Fee Period in the amounts set forth on **Exhibit A** hereto, including any and all holdbacks.
3. The above-captioned post-effective date debtor and its affiliated post-effective date debtors are authorized to pay each of the Applicants one-hundred percent (100%) of any and all fees and one-hundred percent (100%) of any and all expenses listed on **Exhibit A** hereto that have not yet been paid in satisfaction of the allowed fees for services rendered and expenses incurred during the Final Fee Period.
4. This Order shall be deemed a separate order with respect to each of the Final Applications. Any stay of this Order pending appeal with respect to any one Applicant shall only apply to the particular Applicant that is the subject of such appeal, and shall not operate to stay the applicability and/or finality of this Order with respect to any other of the Applicants.
5. This Order shall be effective immediately upon its entry.
6. This Court shall retain jurisdiction over all matters arising from or related to the interpretation or implementation of this Order.

**EXHIBIT A**

<b>Applicant</b>	<b>Role in Case</b>	<b>Final Fee Period</b>	<b>Fees Requested</b>	<b>Expenses Requested</b>	<b>Fees Approved</b>	<b>Expenses Approved</b>	<b>Total Amount Approved</b>
Kirkland & Ellis LLP and Kirkland & Ellis International LLP [Docket No. 1795]	Counsel to the Debtors	6/14/20 - 12/23/20	\$15,928,690.00	\$836,381.29	\$15,928,690.00	\$836,381.29	\$16,765,071.29
Whiteford, Taylor & Preston LLC [Docket No. 1790]	Co-Counsel to the Debtors	6/14/20 - 12/23/20	\$2,594,045.50	\$53,049.26	\$2,594,045.50	\$53,049.26	\$2,647,094.76
Alvarez & Marsal North America, LLC [Docket No. 1779]	Restructuring Advisors to the Debtors	6/14/20 - 12/23/20	\$8,960,385.00	\$4,804.96	\$8,960,385.00	\$4,804.96	\$8,965,189.96
Deloitte Tax LLP [Docket No. 1714]	Tax Services Provider to the Debtor	6/14/20 - 12/31/20	\$424,388.50	\$0.00	\$424,388.50	\$0.00	\$424,388.50
Kurtzman Carson Consultants LLC [Docket No. 1719]	Administrative Advisor to the Debtors	6/14/20 - 12/23/20	\$711,698.52	\$0.00	\$711,698.52	\$0.00	\$711,698.52
Moelis & Company LLC [Docket No. 1703]	Investment Banker to the Debtors	6/14/20 - 12/23/20	\$12,450,000.00	\$91,483.18	\$12,450,000.00	\$91,483.18	\$12,541,483.18

Petrie Partners Securities LLC [Docket No. 1704]	Investment Banker to the Debtors	6/14/20 - 12/23/20	\$4,150,000.00	\$40,077.58	\$4,150,000.00	\$40,077.58	\$4,190,077.58
PricewaterhouseCoopers LLP [Docket No. 1801]	Independent Audit Services Provider to the Debtors	6/30/20 - 12/23/20	\$863,633.80	\$0.00	\$863,633.80	\$0.00	\$863,633.80
Protiviti Inc. [Docket No. 1665]	Internal Control Servicer to the Debtors	8/3/20 - 12/23/20	\$104,724.00	\$0.00	\$104,724.00	\$0.00	\$104,724.00
Stout Risius Ross, LLC [Docket No. 1794]	Valuation Advisor to the Debtors	9/2/20 - 12/23/20	\$57,137.50	\$2,142.65	\$57,137.50	\$2,142.65	\$59,280.15
Riveron Consulting [Docket No. 1727]	Accounting Support Services to the Debtors	7/24/20 - 12/23/20	\$427,501.98	\$0.00	\$427,501.98	\$0.00	\$427,501.98
Stroock & Stroock & Lavan LLP [Docket No. 1802]	Lead Counsel to the Official Committee of Unsecured Creditors	7/1/20 - 1/20/21	\$5,002,470.00	\$37,774.93	\$5,002,470.00	\$37,774.93	\$5,040,244.93
Cole Schotz P.C. [Docket No. 1787]	Delaware Co-Counsel to the Official Committee of Unsecured Creditors	7/2/20 - 1/20/21	\$379,552.00	\$12,383.73	\$379,552.00	\$12,383.73	\$391,935.73



AlixPartners, LLP [Docket No. 1777]	Financial Advisor to the Official Committee of Unsecured Creditors	7/2/20 - 12/23/20	\$3,769,792.50	\$10,773.32	\$3,769,792.50	\$10,773.32	\$3,780,565.82
Greenhill & Co., LLC [Docket No. 1788]	Investment Banker to the Official Committee of Unsecured Creditors	7/2/20 - 1/19/21	\$3,373,361.79	\$781.14	\$3,373,361.79	\$781.14	\$3,374,142.93
<b>TOTAL</b>			<b>\$59,197,381.09</b>	<b>\$1,089,652.04</b>	<b>\$59,197,381.09</b>	<b>\$1,089,652.04</b>	<b>\$60,287,033.13</b>