

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:	§	Chapter 11
EP ENERGY CORPORATION, <i>et al.</i> , ¹	§	Case No. 19-35654 (MI)
Debtors.	§	(Jointly Administered)

**APPLICATION OF THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS FOR ENTRY OF AN ORDER
AUTHORIZING THE EMPLOYMENT AND RETENTION
OF STROOCK & STROOCK & LAVAN LLP AS COUNSEL,
EFFECTIVE AS OF OCTOBER 24, 2019**

THIS APPLICATION SEEKS ENTRY OF AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE APPLICATION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE APPLICATION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE APPLICATION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE APPLICATION AT THE HEARING.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are, as applicable: EP Energy Corporation (2728), EPE Acquisition, LLC (5855), EP Energy LLC (1021), Everest Acquisition Finance Inc. (0996), EP Energy Global LLC (7534), EP Energy Management, L.L.C. (5013), EP Energy Resale Company, L.L.C. (9561), and EP Energy E&P Company, L.P. (7092). The Debtors’ primary mailing address is 1001 Louisiana Street, Houston, TX 77002.



The Official Committee of Unsecured Creditors (the “Committee”) appointed in the chapter 11 cases (the “Chapter 11 Cases”) of the above-captioned debtors in possession (collectively, the “Debtors”) hereby submits this application (the “Application”) for entry of an order, substantially in the form attached hereto as **Exhibit A**, authorizing the Committee to retain and employ Stroock & Stroock & Lavan LLP (“Stroock”) as the Committee’s counsel, effective as of October 24, 2019, pursuant to section 1103(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (as amended, the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (as amended, the “Bankruptcy Rules”), and Rule 2014-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Southern District of Texas (as amended, the “Local Bankruptcy Rules”). In support of the Application, the Committee submits (i) the declaration of Erez E. Gilad, a partner at Stroock, attached hereto as **Exhibit B** (the “Gilad Declaration”), and (ii) the declaration of Patrick J. Healy of Wilmington Savings Fund Society, FSB, the Committee’s Chair, attached hereto as **Exhibit C**, each of which is incorporated herein by reference. In further support of the Application, the Committee respectfully states as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue in this judicial district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

2. On October 3, 2019 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code with this Court. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. As of the date hereof, no request for the appointment of a trustee or examiner has been made in these Chapter 11 Cases.

3. On October 21, 2019, the Office of the United States Trustee for Region 7, Southern and Western Districts of Texas (the “U.S. Trustee”) appointed the Committee, which is currently comprised of the following entities: (i) Wilmington Trust, N.A.; (ii) Wilmington Savings Fund Society, FSB; (iii) Rene R. Barrientos, Ltd.; and (iv) Antora Peak Capital Management LP.

4. On October 24, 2019, the Committee selected Stroock to serve as counsel, Polsinelli PC (“Polsinelli”) to serve as local Texas counsel, and Pachulski Stang Ziehl & Jones LLP (“Pachulski”) to serve as conflicts counsel, in each case, subject to this Court’s approval. On October 25, 2019, the Committee selected Jefferies LLC to serve as investment banker, and on October 26, 2019, the Committee selected AlixPartners, LLP to serve as financial advisor, in each case, subject to this Court’s approval.

RELIEF REQUESTED

5. By this Application, the Committee seeks the entry of an order, substantially in the form attached hereto as **Exhibit A**, authorizing the employment and retention of Stroock as the Committee’s counsel, effective as of October 24, 2019, pursuant to Section 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014 and Local Bankruptcy Rule 2014-1.

BASIS FOR RELIEF

6. The Committee seeks to employ and retain Stroock as its counsel, pursuant to section 1103(a) of the Bankruptcy Code, on the terms set forth in this Application and the Gilad Declaration. Section 1103(a) of the Bankruptcy Code provides that an official committee appointed under Section 1102 of the Bankruptcy Code may, with the Court’s approval, “select and authorize the employment . . . of one or more attorneys, accountants, or other agents, to represent or perform services for such committee.” 11 U.S.C. § 1103(a). The Committee believes that Stroock’s employment as its counsel is appropriate, necessary and in the

best interests of the Debtors' general unsecured creditors, and, for the reasons described herein, that the Application should be approved.

A. Stroock's Qualifications

7. The Committee believes that Stroock possesses extensive knowledge and expertise in the substantive areas of law relevant to these Chapter 11 Cases and is well qualified to represent the Committee in connection therewith. In making its selection, the Committee sought counsel with extensive experience representing creditors' committees and other constituents in large, complex chapter 11 cases. Stroock has such experience, having represented numerous creditors' committees, ad hoc committees, lenders, individual creditors and investors in many large and complex chapter 11 cases in this district and others, including (a) official creditors' committees in the chapter 11 cases of, among others, *Aceto Corp.*, *Advanced Glassfiber Yarns, LLC*, *Citadel Broadcasting Corp.*, *Dayton Superior Corp.*, *Formica Corporation*, *K-V Discovery Solutions, Inc.*, *M*Modal*, *Oglebay Norton Company*, *Portrait Corporation of America*, *Savient Pharmaceuticals, Inc.*, and *Tropicana Entertainment, LLC*; and (b) ad hoc committees in the chapter 11 cases of, among others, *21st Century Oncology, Inc.*, *American Gilsonite Company*, *AMF Bowling Worldwide, Inc.*, *Appvion, Inc.*, *Aquilex Holdings LLC*, *Avaya Inc.*, *Brookstone Holdings Corp. I and II*, *Caesars Entertainment Operating Company, Inc.*, *Cenveo, Inc.*, *Empire Generating LLC*, *Monitronics International, Inc.*, *Neenah Enterprises, Inc.*, *New Gulf Resources*, *Panda Temple Power LLC*, *Seadrill Limited*, *SFX Entertainment, Inc.*, *TCI 2 Holdings, LLC*, *Texas Petrochemicals Corp.*, *The Great Atlantic & Pacific Tea Co., Inc. I and II*, *Vertis Communications*, and *Warren Resources*. Stroock also has a broad-based practice in other key areas of law relevant to these Chapter 11 Cases, including debt finance, mergers and acquisitions, corporate, securities, litigation and tax. The Committee believes that Stroock is well-qualified to serve as its counsel in these Chapter 11 Cases.

B. Scope of Services

8. The professional services to be rendered by Stroock as counsel to the Committee are expected to include the following (without limitation):

- a) advise the Committee with respect to the Committee's powers and duties under Bankruptcy Code section 1103 of the Bankruptcy Code;
- b) assist and advise the Committee in its consultations, meetings and negotiations with the Debtors, other creditors, and other parties-in-interest;
- c) assist the Committee in its investigation of the acts, conduct, assets, liabilities, and financial condition of the Debtors;
- d) assist the Committee in connection with any proposed sale of the Debtors' assets;
- e) assist the Committee in analyzing the claims of the Debtors' creditors and the Debtors' capital structure;
- f) assist and advise the Committee in negotiating with holders of claims, including analysis of possible objections to the priority, amount, subordination, or avoidance of claims and/or transfers of property in consideration of such claims;
- g) advise and represent the Committee in connection with matters generally arising in these Chapter 11 Cases, including the Debtors' motion to incur DIP financing, "second day" pleadings and other pleadings;
- h) assist the Committee in its review, analysis and negotiation of any potential compromises or settlements, and the assumption and rejection of executory contracts and unexpired leases;
- i) assist the Committee in connection with any chapter 11 plan(s) that may be filed, and any disclosure statement and other documentation accompanying such plan(s), or any other disposition of these Chapter 11 Cases;
- j) appear before this Court, any other federal, state or appellate court, or the Office of the United States Trustee, on behalf of the Committee;
- k) take all necessary actions to protect and preserve the interests of the Committee and unsecured creditors generally, including (i) review and analysis of any reports or analyses prepared in connection with the Debtors' potential claims and causes of action, (ii) investigate any potential claims and causes of action, including prepetition transactions involving the sponsors; (iii) potential prosecution of actions on the Committee's behalf, (iv) if appropriate, negotiations concerning all litigation in which the Debtors are involved, and (v) advise the Committee with respect to the foregoing and perform such other diligence and independent analysis as may be requested by the Committee;
- l) respond to inquiries, as appropriate, from individual creditors as to the status of, and developments in, these Chapter 11 Cases;
- m) prepare, on behalf of the Committee, any pleadings, including without limitation,

motions, applications, orders, memoranda, complaints, answers, objections, replies, responses, and papers with respect to any of the foregoing; and

- n) perform such other legal services as may be required or are otherwise deemed to be in the interests of the Committee in accordance with the Committee's powers and duties as set forth in the Bankruptcy Code, Bankruptcy Rules, or other applicable law.

9. As noted above, the Committee is also seeking to employ and retain Polsinelli, as local Texas counsel, and Pachulski, as conflicts counsel, as well as Jefferies LLC, as investment banker, and AlixPartners, LLP, as financial advisor, in each case, to assist the Committee in these Chapter 11 Cases, subject to this Court's approval. The Committee may also seek in the future to retain other professionals to assist in these Chapter 11 Cases. Stroock has represented to the Committee that it will coordinate with the other professionals retained by the Committee in an attempt to avoid or minimize unnecessary duplication of services. The Committee believes that Stroock will provide these necessary services in a cost-effective, efficient and expert manner.

C. Nunc Pro Tunc

10. The Committee requests that Stroock's retention be approved effective as of October 24, 2019, the date Stroock was selected to represent the Committee and began substantive work on behalf of the Committee. The Committee believes that the approval of Stroock's retention *nunc pro tunc* to October 24, 2019 is appropriate in light of the Committee's immediate and urgent need for legal services immediately upon its selection. Furthermore, Local Bankruptcy Rule 2014-1(b)(1) provides that an application for approval of employment made within thirty days of the commencement of the provision of services is deemed contemporaneous. Nonetheless, the Committee is requesting *nunc pro tunc* approval out of an abundance of caution. The Committee submits that approval of the Application will not prejudice any party in interest because the Committee is a critical participant in these

proceedings and should be allowed to retain counsel to advise it, as authorized by the Bankruptcy Code.

D. Compensation

11. It is the Committee's understanding that Stroock will 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. The Committee further understands that Stroock 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 "UST Guidelines"), both in connection with this Application and the fee applications to be filed by Stroock in these Chapter 11 Cases.

12. It is also the Committee's understanding that Stroock will seek compensation for its legal services based on its standard hourly rates then in effect, which are fairly designed to compensate Stroock for the work of its attorneys and paraprofessionals based on each professional's level of experience, and that Stroock will seek reimbursement for its actual and necessary expenses incurred in connection with rendering such services. Compensating Stroock on an hourly basis is consistent with section 328(a) of the Bankruptcy Code.

13. At present, the standard hourly rates of the Stroock attorneys and paraprofessionals expected to assist the Committee are set forth below:

Partners	\$1,095 – \$1,525 per hour
Associates/Special Counsel	\$495 – \$1,050 per hour
Paraprofessionals	\$345 – \$420 per hour

14. The Committee understands that these hourly rates are Stroock's current customary hourly rates for work of this nature, and are subject to periodic adjustments in the normal course of Stroock's business. In addition, other Stroock attorneys may be asked to assist in this representation, based upon the developing facts and circumstances of these Chapter 11 Cases. Stroock will maintain detailed, contemporaneous records of time and any costs and expenses incurred in connection with the rendering of the legal services described above. The Committee understands that Stroock will also seek reimbursement for expenses incurred, including transportation, photocopying, delivery service, postage and package delivery, vendor charges, court fees, transcript costs, computer-aided research, airfare, meals (including overtime meals), lodging and other out-of-pocket expenses incurred in connection with providing professional services. In addition, Stroock, acting upon direction from the Committee, will seek the reimbursement of the expenses Committee members may incur in connection with their service on the Committee. Stroock will submit any such expenses with its monthly fee statements.

E. Disinterestedness

15. To the best of the Committee's knowledge, information, and belief, based on the Gilad Declaration, Stroock does not represent any entity having an adverse interest in connection with these Chapter 11 Cases. Thus, Stroock's retention is authorized by section 1103(b) of the Bankruptcy Code. The Gilad Declaration sets forth, as required by Bankruptcy Rule 2014(a), to the best of Mr. Gilad's knowledge, information and belief as set forth therein, Stroock's connections with the Debtors, the Debtors' known creditors, and certain other known parties-in-interest, as described in more detail therein. As set forth in the Gilad Declaration,

Stroock does not believe that any of those connections would preclude the Committee's retention of Stroock under sections 1103 and 101(14) of the Bankruptcy Code, as Stroock is a "disinterested person" within the meaning of the Bankruptcy Code and does not represent or hold any interest adverse to the Debtors, their creditors or the Debtors' estates. Stroock will continue to conduct reviews of its files, and, if additional relevant facts or circumstances arise beyond those stated in the Gilad Declaration, Stroock will make further disclosures to the Court in a supplemental filing.

CONCLUSION

16. The Committee submits that for all of the reasons set forth above and in the Gilad Declaration, the retention of Stroock as counsel to the Committee, on the terms set forth herein and in the Gilad Declaration, is warranted and should be approved.

NOTICE

17. Notice of this Application has been provided to all parties on the Debtors' master service list. The Committee respectfully submits that such notice is sufficient under the circumstances and that no further notice of this Application or the relief requested herein is required.

NO PRIOR REQUEST

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

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WHEREFORE, the Committee respectfully requests that the Court enter an order, substantially in the form attached hereto as **Exhibit A**, and grant the Committee such other and further relief as the Court may deem just and proper.

Dated: November 23, 2019

Respectfully submitted,

THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF EP ENERGY CORPORATION,
et al., by its Chair

Wilmington Savings Fund Society, FSB

By: /s/ Patrick J. Healy

Name: Patrick J. Healy

Title: Senior Vice President and Director of
Global Bankruptcy, Debt and Agency
Services

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: EP ENERGY CORPORATION, <i>et al.</i> , ¹ Debtors.	§ § § § § § §	Chapter 11 Case No. 19-35654 (MI) (Jointly Administered)
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**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
STROOCK & STROOCK & LAVAN LLP AS COUNSEL TO
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
EFFECTIVE AS OF OCTOBER 24, 2019**

Upon the application (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors and debtors in possession (the “Debtors”) for the entry of an order authorizing the Committee’s employment and retention of Stroock & Stroock & Lavan LLP (“Stroock”) as counsel to the Committee in connection with the Debtors’ chapter 11 cases (the “Chapter 11 Cases”), effective as of October 24, 2019, pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of Texas (the “Local Bankruptcy Rules”); and the Court having reviewed the Application and the accompanying declarations; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(b) and 1334; and this

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are, as applicable: EP Energy Corporation (2728), EPE Acquisition, LLC (5855), EP Energy LLC (1021), Everest Acquisition Finance Inc. (0996), EP Energy Global LLC (7534), EP Energy Management, L.L.C. (5013), EP Energy Resale Company, L.L.C. (9561), and EP Energy E&P Company, L.P. (7092). The Debtors’ primary mailing address is 1001 Louisiana Street, Houston, TX 77002.

² Each capitalized term that is not defined herein shall have the meaning ascribed to such term in the Application.

proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that due and proper notice of the Application has been provided, and it appearing that no other or further notice need be provided; and the Court having reviewed the Application and the Gilad Certification; and the Court having determined that the legal and factual bases set forth in the Application, the Gilad Declaration and the Healy Declaration establish just cause for the relief granted herein; and the Court having found that (i) Stroock does not hold or represent any interest adverse to the Debtors' estates, (ii) Stroock is a "disinterested person" as that term is defined in Section 101(14) of the Bankruptcy Code, (iii) Stroock's hourly rates for its attorneys and paraprofessionals as described in the Gilad Declaration are reasonable, and (iv) Stroock's employment is necessary and in the best interest of the Committee and the Debtors' estates; and any objections to the relief requested in the Application having been withdrawn or overruled on the merits; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED THAT:

1. The Application is granted as set forth herein.
2. The Committee is hereby authorized to retain and employ Stroock as its counsel, effective as of October 24, 2019, on the terms set forth in the Application.
3. Stroock is authorized to perform the services set forth in the Application.
4. Stroock shall be compensated for its services and reimbursed for any costs and expenses incurred in connection with the Debtors' Chapter 11 Cases in compliance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and any applicable procedures and orders of this Court entered in the Chapter 11 Cases.

For the avoidance of doubt, under no circumstances shall any of the compensation or expense reimbursement obligations approved by the Court be an obligation of, or paid by, the Committee or any of its members.

5. Stroock shall also be entitled to submit with its fee statements the statements of expenses incurred by members of the Committee in connection with their service on the Committee, which shall be reimbursed by the Debtors' estates in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and any other applicable procedures and orders of the Court.

6. The Committee and Stroock are authorized to take any and all actions that may be necessary or appropriate to effectuate the relief granted in this Order.

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

8. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the interpretation, implementation, or enforcement of this Order.

9. Nothing contained herein shall be construed to approve any provision of any agreement between Stroock and the Debtors' estates for indemnification, arbitration, choice of venue, jurisdiction, jury waiver, limitation of damages, or similar provision.

SIGNED this ___ day of November, 2019

The Honorable Marvin Isgur
United States Bankruptcy Judge

EXHIBIT B

Declaration of Erez E. Gilad

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
	§	
EP ENERGY CORPORATION , <i>et al.</i> , ¹	§	Case No. 19-35654 (MI)
	§	
Debtors.	§	(Jointly Administered)
	§	

**DECLARATION OF EREZ E. GILAD IN SUPPORT OF APPLICATION OF THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR ENTRY OF AN
ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF STROOCK &
STROOCK & LAVAN LLP AS COUNSEL, EFFECTIVE AS OF OCTOBER 24, 2019**

I, **EREZ E. GILAD**, state the following under penalty of perjury:

1. I am a member of the firm of Stroock & Stroock & Lavan LLP (“Stroock”), which maintains an office for the practice of law at 180 Maiden Lane, New York, New York 10038. I am an attorney-at-law, duly admitted and in good standing to practice in the State of New York on October 1, 2001, and the United States District Court for the Southern District of New York. I have also been admitted before the United States Court of Appeals for the Second Circuit since 2007 and the United States District Court for the Eastern District of New York since 2017.

2. I submit this declaration (the “Declaration”) in support of the application (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), pursuant to

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are, as applicable: EP Energy Corporation (2728), EPE Acquisition, LLC (5855), EP Energy LLC (1021), Everest Acquisition Finance Inc. (0996), EP Energy Global LLC (7534), EP Energy Management, L.L.C. (5013), EP Energy Resale Company, L.L.C. (9561), and EP Energy E&P Company, L.P. (7092). The Debtors’ primary mailing address is 1001 Louisiana Street, Houston, TX 77002.

² Each capitalized term that is not defined herein shall have the meaning ascribed to such term in the Application.

section 1103 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of Texas (the “Local Bankruptcy Rules”), to retain and employ Stroock as counsel to the Committee in connection with the Debtors’ chapter 11 cases (the “Chapter 11 Cases”), effective as of October 24, 2019, which Application has been filed contemporaneously herewith.

3. Except as otherwise noted herein, all statements made herein are based upon my knowledge, information and belief and/or information that has been obtained at my direction. Certain of the disclosures set forth herein relate to matters not within my personal knowledge, but rather within the personal knowledge of other attorneys and employees at Stroock, and are based on information derived from Stroock’s internal records provided by them to me.

QUALIFICATIONS OF STROOCK

4. Stroock is well-suited to represent the Committee in connection with these Chapter 11 Cases. Stroock possesses extensive experience, expertise and resources in all practice areas relevant to these Chapter 11 Cases, and is well-versed in all substantive and procedural aspects of chapter 11 proceedings. Stroock is nationally recognized for having represented numerous official committees of unsecured creditors, ad hoc committees, individual creditors and investors in many chapter 11 cases in this district and others, including (a) official creditors’ committees in the chapter 11 cases of, among others, *Aceto Corp.*, *Advanced Glassfiber Yarns, LLC*, *Citadel Broadcasting Corp.*, *Dayton Superior Corp.*, *Formica Corporation*, *K-V Discovery Solutions, Inc.*, *M*Modal*, *Oglebay Norton Company*, *Portrait Corporation of America*, *Savient Pharmaceuticals, Inc.*, and *Tropicana Entertainment, LLC*; and (b) ad hoc committees in the

chapter 11 cases of, among others, *21st Century Oncology, Inc.*, *American Gilsonite Company*, *AMF Bowling Worldwide, Inc.*, *Appvion, Inc.*, *Aquilex Holdings LLC*, *Avaya Inc.*, *Brookstone Holdings Corp. I and II*, *Caesars Entertainment Operating Company, Inc.*, *Cenveo, Inc.*, *Empire Generating LLC*, *Monitronics International, Inc.*, *Neenah Enterprises, Inc.*, *New Gulf Resources*, *Panda Temple Power LLC*, *Seadrill Limited*, *SFX Entertainment, Inc.*, *TCI 2 Holdings, LLC*, *Texas Petrochemicals Corp.*, *The Great Atlantic & Pacific Tea Co., Inc. I and II*, *Vertis Communications*, and *Warren Resources*. In addition, Stroock frequently represents institutional and individual lenders, bondholders, equity holders and investors in both out-of-court restructurings and bankruptcy proceedings. Accordingly, Stroock is well-qualified to address the potential legal issues that may arise in these Chapter 11 Cases, and is well-suited to represent the Committee in these Chapter 11 Cases in an efficient and timely manner.

SERVICES TO BE RENDERED

5. Subject to this Court's approval, Stroock is willing to serve as the Committee's counsel and to perform the services described in the Application. The Committee may, on occasion, request that Stroock undertake specific matters beyond the scope of the aforementioned responsibilities, and Stroock may, in its discretion, undertake any such specific matters. Stroock expects to coordinate its activities with proposed local counsel, Polsinelli PC, as well as proposed conflicts counsel, Pachulski Stang Ziehl & Jones, LLP ("Pachulski"), so that each firm may perform its respective duties in a timely and efficient manner without duplication.

PROFESSIONAL COMPENSATION

6. Stroock 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. Stroock 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*, both in connection with the Application and the interim and final fee applications to be filed by Stroock in these Chapter 11 Cases.

7. At present, the standard hourly rates of the Stroock attorneys and paraprofessionals expected to assist the Committee are as follows:

Partners	\$1,095 – \$1,525 per hour
Associates/Special Counsel	\$495 – \$1,050 per hour
Paraprofessionals	\$345 – \$420 per hour

8. Stroock's hourly rates are set at a level designed to fairly compensate Stroock for the work of its attorneys and paralegals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of each attorney or paraprofessional assigned. These hourly rates are subject to periodic adjustments in the normal course of Stroock's business, typically in January of each year. In addition, other Stroock attorneys may be asked to assist in this representation, based upon the developing facts and circumstances of these Chapter 11 Cases.

9. Stroock will also seek reimbursement of expenses incurred in connection with Stroock's representation of the Committee, including transportation, photocopying, delivery service, postage and package delivery, vendor charges, court fees, transcript costs, computer-aided research, airfare, meals (including overtime meals), lodging and other out-of-pocket expenses incurred in providing professional services. In addition, Stroock will seek the reimbursement of expenses that may be incurred by Committee members in connection with

their service on the Committee. Stroock will include any such expenses with its monthly fee statements.

10. As of the date of this Declaration, Stroock has not received any compensation for its work on behalf of the Committee.

STROOCK'S DISINTERESTEDNESS

11. In connection with its proposed retention by the Committee in these Chapter 11 Cases, Stroock obtained from the Debtors a list of the names of individuals or entities that the Debtors identified as potential parties-in-interest in these Chapter 11 Cases (collectively, the "Debtors' Potential Parties-In-Interest List").³ Stroock is informed that the Debtors' Potential Parties-In-Interest List includes, among others, the names of (a) the Debtors and the Debtors' non-debtor subsidiaries, (b) the Debtors' current managers and current and former officers and directors, (c) significant equity holders, (d) known current or former bondholders, (e) lenders, (f) loan agents and indenture trustees, (g) hedge counterparties, (h) depository/disbursement banks, (i) insurance providers and brokers, (j) surety providers, beneficiaries and brokers, (k) creditors (including secured creditors), (l) litigation counterparties, (m) contract counterparties, (n) major customers and competitors, (n) other parties, (o) Judges for the United States Bankruptcy Court for the Southern District of Texas, and (p) attorneys and staff for the Office of the U.S. Trustee.

12. In preparing this Declaration, the names listed in the Debtors' Potential Parties-in-Interest List, together with the names of the members of the Committee and certain other potential parties in interest currently known to Stroock based on publicly available information (collectively, together with the Debtors' Potential Parties-in-Interest List, the

³ This list contains names identified by counsel to the Debtors and, upon information and belief, was relied upon by counsel to the Debtors in connection with their retention application filed with this Court.

“Potential Parties in Interest”, which list is annexed hereto as **Annex 1**, were submitted to Stroock’s electronic client database (the “Client Database”). The Client Database contains the names of Stroock’s clients and certain conflict-related information. One or more Stroock attorneys and paraprofessionals then compared the list of Potential Parties-in-Interest to client matters that appeared in the Client Database, and any matches to names in the Client Database were compiled. In addition, a firm-wide email was issued to all Stroock attorneys requesting disclosure of any representation of or connection with the Potential Parties-In-Interest.

13. Through the information generated from this search of the Client Database, the firm-wide inquiry and (if applicable) specific inquiries of certain Stroock personnel, it was determined that Stroock (its partners, counsel, associates and employees) has or had a connection with the persons or entities identified on **Annex 2** annexed hereto, in each case, on matters unrelated to the Debtors or the Chapter 11 Cases (except as otherwise noted herein).

14. Out of an abundance of disclosure, certain of the representations reflected in Annex 2 are also highlighted below. Prior to the Petition Date, Stroock represented an ad hoc committee (the “Ad Hoc Committee”) of holders of certain unsecured notes issued by the Debtors, including, at various times, Antora Peak Capital Management LP (“Antora”), AllianceBernstein L.P., Angelo, Gordon & Co., L.P., Avenue Capital Group (“Avenue”), Diameter Capital Partners LP, Nomura Holding America Inc., Neuberger Berman Group LLC, Paloma Partners Management Company, and Wasserstein & Co. Thereafter, Stroock also represented Wilmington Savings Fund Society, FSB (“WSFS”), in its capacity as replacement indenture trustee under certain of the Debtors’ unsecured notes. There were no amounts paid to Stroock by the Debtors, and there are no amounts due and owing by the Debtors to Stroock, in connection with such engagements. Following the commencement of the Chapter 11 Cases,

upon information and belief, the Ad Hoc Committee disbanded. In addition, WSFS released Stroock from its representation and hired replacement counsel. Antora and WSFS are each currently a member of the Committee. Avenue is currently a Commitment Party pursuant to that certain Backstop Commitment Agreement dated October 18, 2019, by and among certain of the Debtors and the Commitment Parties (as defined therein).⁴ In addition, Stroock currently represents WSFS and Wilmington Trust, N.A. (also a member of the Committee) in matters that are unrelated to the Debtors or the Chapter 11 Cases.

15. The aggregate amount of fees collected by Stroock on account of Stroock's representation of each of the Parties-In-Interest identified in Annex 2, respectively, during the 12-month period from November 1, 2018 through October 31, 2019 (the "Measuring Period"), was less than 1% of the total fee revenue collected by Stroock during the Measuring Period in the aggregate, except for (a) HSBC Bank PLC and/or one or more of its affiliates, related funds, accounts or entities, which accounted for approximately 1.06% of the total fee revenue collected by Stroock during the Measuring Period in the aggregate, (b) Merrill Lynch Commodities, Inc. and/or one or more of its affiliates, related funds, accounts or entities, which accounted for approximately 2.00% of the total fee revenue collected by Stroock during the Measuring Period in the aggregate, (c) Ultimate Software Group, which accounted for approximately 2.56% of the total fee revenue collected by Stroock during the Measuring Period in the aggregate, (d) JPMCB (as described below), and (e) JPMIM (as described below):⁵

⁴ Stroock obtained a conflict waiver from Avenue pursuant to which Avenue has consented to Stroock's representation of the Committee but has required Stroock to utilize conflicts counsel under certain circumstances.

⁵ Certain of the Parties In Interest identified in Annex 2 are or were, from time to time, members of an ad hoc committee represented by Stroock in matters that (unless noted herein) are or were unrelated to the Debtors or the Chapter 11 Cases. Stroock's fees and expenses incurred in connection with those representations were paid directly by the applicable company or debtor and are not included in the fee revenue calculations described herein.

- JPMCB: The Debtors identify J.P. Morgan Chase Bank, N.A. (“JPMCB”) as the RBL Administrative Agent, an RBL Lender, a hedge counterparty, depository/disbursement bank, and an other secured party of the Debtors. Stroock has represented, and currently represents JPMCB, a national bank engaged in commercial banking activities, as well as certain of its affiliates, in matters wholly unrelated to the Debtors or the Chapter 11 Cases. The aggregate amount of fees paid to Stroock during the Measuring Period on account of Stroock’s representations of JPMCB and its affiliates (other than JPMIM (as defined below)) constituted approximately 3.14% of the total fee revenue collected by Stroock during the Measuring Period in the aggregate. I am informed by Stroock attorneys primarily responsible for such representations and other Stroock personnel that Stroock’s representations of JPMCB and its affiliates (other than JPMIM) primarily involve financial services-related litigation, tax, real estate, regulatory, corporate and financing matters. I am further informed by Stroock personnel that a majority of such fees involved work performed primarily by Stroock’s Financial Restructuring department (with such fees being primarily paid by the borrower or debtor, and not JPMCB); the remaining fees involved work performed primarily by attorneys from other departments within Stroock. All such work performed by Stroock involves matters that are wholly unrelated to the Debtors or the Chapter 11 Cases. Additionally, Stroock obtained a conflict waiver from JPMCB and its subsidiaries pursuant to which JPMCB and its subsidiaries have consented to Stroock’s representation of the Committee but have required Stroock to utilize conflicts counsel under certain circumstances.
- JPMIM: The Debtors identify J.P. Morgan Investment Management, Inc. (“JPMIM”), a registered investment adviser and asset manager and an affiliate of JPMCB, as a “known current or former holder” of the Debtors’ secured notes. I am informed by Stroock attorneys primarily responsible for such representations and other Stroock personnel that Stroock represents JPMIM as outside counsel primarily for real estate investments and real asset fund formation work. I am further informed by Stroock personnel that, (a) generally, legal fees for such work are paid by third party clients or customers of JPMIM directly, or by JPMIM on behalf of such clients or customers, on account of such services, and (b) in more limited circumstances, such as counselling on general or regulatory matters, JPMIM has paid Stroock’s legal fees directly on its own behalf. Based on information provided to me by Stroock attorneys primarily responsible for such representations and other Stroock personnel, the aggregate amount of fees paid by third party clients or customers of JPMIM, or by JPMIM on behalf of such clients or customers, primarily in connection with real estate investment and fund formation transactions, constituted approximately 7.52% of the total fee revenue collected by Stroock during the Measuring Period in the aggregate, and the aggregate amount of all other fees paid to Stroock during the Measuring Period on account of Stroock’s representations of JPMIM constituted approximately 3.89% of the total fee revenue collected by Stroock during the Measuring Period in the aggregate. All such work performed by Stroock involves matters that are wholly unrelated to the Debtors or the Chapter 11 Cases. As noted above, Stroock obtained a conflict waiver from JPMCB and its subsidiaries pursuant to which JPMCB and its subsidiaries have consented to Stroock’s representation of the Committee but have required Stroock to utilize conflicts counsel under certain circumstances.

16. The electronic inquiry described above did not include a request for information related to any personal financial or brokerage accounts held by any Stroock attorneys or employees with any of the Potential Parties-In-Interest. However, given that Stroock has over 500 attorneys and other employees, it is possible that certain attorneys and employees may hold financial, brokerage or personal accounts with one or more of the Potential Parties-In-Interest.

17. Stroock is or has been engaged in a number of matters unrelated to these Chapter 11 Cases in which various parties-in-interest in these Chapter 11 Cases are also involved. Moreover, due to the nature and size of its practice, Stroock has or has had connections or relationships as counsel with many major law firms in most, if not all, major cities in the United States, which includes law firms representing creditors or other parties-in-interest in this case; all such relationships are on matters unrelated to these Chapter 11 Cases.

18. From time to time, Stroock works with certain professional firms that have been retained by the Debtors or other parties in these cases and that may be rendering advice to other parties in interest in these cases.

19. Because of the size, nature and complexity of these Chapter 11 Cases and the large number of parties involved, Stroock attorneys and employees, under my supervision and direction, have been and will continue to be engaged in an effort to identify all of Stroock's connections with the Debtors, their creditors, other parties-in-interest as well as their respective attorneys and accountants. While Stroock has undertaken such an effort, it is possible that connections with some parties-in-interest have not yet been identified and/or that Stroock is unable to state with certainty which of its clients (or such client's affiliates) hold claims or otherwise are parties in interest in these cases.. Accordingly, this Declaration will be

supplemented to the extent any information disclosed herein requires amendment or modification upon Stroock's completion of its review, or as additional information regarding parties-in-interest becomes available.

20. Stroock does not represent, and will not represent, any person or entity other than the Committee in matters related to the Chapter 11 Cases.

21. Stroock has no agreement with any entity to share any compensation received by Stroock in connection with these Chapter 11 Cases, nor will any be made, except as permitted under section 504(b)(1) of the Bankruptcy Code.

22. I am not related, and to the best of my knowledge, no attorney at the firm has a connection with any United States Bankruptcy Judge or District Court Judge for the Southern District of Texas or to the United States Trustee for such district or any employee in the office thereof.

STATEMENT REGARDING U.S. TRUSTEE GUIDELINES

23. The following information is provided in response to the request for additional information set forth in Paragraph D.1. of the UST Guidelines:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Response: No.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Response: No.

Question: If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

Response: Stroock did not represent the Committee prior to the commencement of

these Chapter 11 Cases.

Question: Has your client approved your prospective budget and staffing plan, and, if so, for what budget period?

Response: Stroock is in the process of developing a prospective budget and staffing plan for the Committee's review and approval. Stroock expects that the Committee, the Debtors, and the U.S. Trustee, will maintain active oversight of Stroock's billing practices.

24. Stroock will use reasonable efforts to comply with the UST Guidelines.

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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, information and belief.

November 23, 2019

/s/ Erez E. Gilad

Erez E. Gilad

Partner, Stroock & Stroock & Lavan LLP

ANNEX 1

Debtors' Potential Parties in Interest List

Parties-In-Interest List Provided By The Debtors

DEBTORS

EP Energy Corporation
EP Energy E&P Company, L.P.
EP Energy Global LLC
EP Energy LLC
EP Energy Management, L.L.C.
EP Energy Resale Company, L.L.C.
EPE Acquisition, LLC
Everest Acquisition Finance Inc.

NON-DEBTOR

AFFILIATES/PARENT/SUBSIDIARIES

EPE Employee Holdings II, LLC

**OTHER NAMES USED BY DEBTORS IN
LAST EIGHT (8) YEARS**

Crystal E&P Company, L.P.
El Paso E&P Company, L.P.
El Paso EPE Merger Company
El Paso Exploration & Production Company
El Paso Exploration & Production Management,
Inc.
El Paso Production Holding Company
El Paso Production Resale Company
El Paso Production Resale Company, L.L.C.
EPE Holdings LLC
EPE Intermediate LLC
EPE Nominee Corp.
EPE TempCo LLC
EP Energy Brazil, L.L.C.
EP Energy Corporation
EP Energy Gathering Company, L.L.C.
EP Energy Preferred Holdings Company, L.L.C.
EP Energy, L.L.C.
Everest Acquisition LLC
MBOW Four Star, L.L.C.

DEBTORS' FORMER

AFFILIATES/MERGED ENTITIES

Crystal E&P Company, L.P.
El Paso EPE Merger Company
EP Energy Brazil, L.L.C.
EP Energy Gathering Company, L.L.C.
EP Energy Preferred Holdings Company, L.L.C.
EPE Holdings LLC
EPE Intermediate LLC
EPE Nominee Corp.
EPE TempCo LLC
MBOW Four Star, L.L.C.

**CURRENT DIRECTORS, OFFICERS, AND
MANAGERS OF DEBTORS**

Alan R. Crain
Carol Flaton
Chad D. England
Dennis M. Price
Donald A. Wagner
Gregory Beard
J. Barton Kalsu
Jace D. Locke
Jae Hwii Gwag
Kyle A. McCuen
Mark E. Hargis
Peter D. Addison
Rajen Mahagaokar
Rakesh Wilson
Raymond J. Ambrose
Robert C. Reeves
Robert M. Tichio
Russell E. Parker
Scott R. Browning
Wilson B. Handler

**FORMER DIRECTORS AND OFFICERS
OF DEBTORS**

Brent J. Smolik
Clayton A. Carrell
Francis C. Olmsted III
Frank W. Falleri
Gregory D. Givens
Joan M. Gallagher
Marguerite N. Woung-Chapman
Richard H. Little
William Quentin Dyson

**KNOWN AFFILIATIONS OF DEBTORS'
DIRECTORS**

Access Industries, Inc.
American Arbitration Association
American Petroleum Partners, LLC
AP Shale Logistics Holdco LLC (a/k/a
Tidewater Logistics)
Apex Energy, LLC
Apollo Global Management, LLC
Banff Parent Inc.
Belvedere Royalties, LLC
Bullseye Testing LLC
Caelus Energy Alaska, LLC

Calpine Corporation
Centennial Resource Development
CSV Midstream Solutions GP LLC
Desert Downhold LLC
Double Eagle Energy Holdings
DoublePoint Energy, LLC
ES Platform Holdings, Inc. (a/k/a Express Energy Services)
Harvey Gulf International Marine
Hastings Equity Partners
Hill Country Rally for Kids
Incline Niobrara Partners LP
Jupiter Resources GP LLC
KNOC
Momentum Minerals, LLC
National Association of Corporate Directors
Texas Tri-Cities
Northwoods Energy LLC
Pegasus Optimization Partners, LLC
Pipestone Energy Corp.
Resource Energy Partners, LLC
Riverstone Holdings, LLC
Roundtable Energy Holdings, LLC
Solar Soccer Club
Solar Winds, Inc.
Spartan Energy Acquisition Corporation
Talos Energy Inc. (f/k/a Talos Energy, LLC)
Texas Center
The Asia Society
The Institute for Transnational Arbitration
Tumbleweed Royalty, LLC
Warner Music Group
Wolfcamp DrillCo, LLC
World Affairs Council of Houston

RBL ADMINISTRATIVE AGENT

J.P. Morgan Chase Bank, N.A.

RBL LENDERS

Bank of America Credit Products, N.A.
Bank of America, N.A.
BMO Harris Financing, Inc.
Canadian Imperial Bank of Commerce – New York Branch
Capital One, National Association
Citibank, N.A.
Citigroup Financial Products, Inc.
Citizens Bank, National Association
Comerica Bank
Compass Bank
Credit Suisse AG, Cayman Islands Branch

Credit Suisse Loan Funding LLC
Deutsche Bank AG New York Branch
DNB Capital LLC
Goldman Sachs Bank USA
ING Capital LLC
J.P. Morgan Chase Bank, N.A.
Mizuho Bank, Ltd.
Nomura Corporate Financing Americas, LLC
Royal Bank of Canada
Scotiabank Inc.
Societe Generale
Sumitomo Mitsui Banking Corporation
SunTrust Bank
The Bank of Nova Scotia
Toronto Dominion (New York) LLC
UBS AG – Stamford Branch
Wells Fargo, National Bank Association

HEDGE COUNTERPARTIES

Citibank, N.A.
DNB Bank ASA
J. Aron & Company
JPMorgan Chase Bank, N.A.
Merrill Lynch Commodities, Inc.

**SENIOR SECURED AND SENIOR NOTES
INDENTURE TRUSTEES**

Wilmington Trust, National Association
Wilmington Savings Fund Society FSB
UMB Bank, National Association
BOKF, NA

**KNOWN CURRENT OR FORMER
HOLDERS OF 9.375% SENIOR SECURED
NOTES DUE 2024**

Access Industries, Inc.
AllianceBernstein, L.P. (U.S.)
Apollo Capital Management, L.P.
Avenue Capital Management II, L.P.
Bank of America Merrill Lynch Proprietary Trading
Barclays Capital, Inc.
BlackRock Advisors, LLC
Calamos Advisors, LLC
Cross Sound Management
DBX Advisors, LLC
Elliott Management Corporation / Elliott Associates, L.P. / Elliott International, L.P.
Invesco Advisors, Inc.
J.P. Morgan Investment Management, Inc.
Mellon Investment Corporation

Newfleet Asset Management, LLC
Nomura Corporate Research and Asset Management, Inc. (U.S.)
PIMCO – Pacific Investment Management Company
Principal Global Investors, LLC
Proshare Advisors LLC
Schroder Investment Management North America, Inc.
Shelton Capital Management
State Street Global Advisors (SSgA)
UBS Asset Management (Americas) Inc.
Waddell & Reed Investment Management Company
Zürcher Kantonalbank

**KNOWN CURRENT OR FORMER
HOLDERS OF 8.00% SENIOR SECURED
NOTES DUE 2024**

Aegon USA Investment Management, LLC
Algebris Investments (UK), LLP
American Century Investment Management, Inc.
Arena Capital Advisors, LLC
Avenue Capital Management II, L.P.
Barings, LLC
Blackrock Advisors, LLC
BMO Asset Management, Inc.
Brookfield Investment Management, Inc.
Capital Research & Management Company (U.S.)
Citigroup Global Advisors, Inc.
Clark Capital Management Group, Inc.
Crescent Capital Group, L.P.
Davidson Kempner Capital Management, L.P.
DBX Advisors, LLC
Eaton Vance Management
Elliott Management Corporation / Elliott Associates, L.P. / Elliott International, L.P.
Federated Investment Management Company
Fidelity Management & Research Company
GSAM Stable Value, LLC
HSBC Securities (USA), Inc.
Invesco Advisers, Inc.
J.P. Morgan Investment Management, Inc.
Mason Street Advisors, LLC
Mellon Investments Corporation
Monarch Alternative Capital, L.P. (U.S.)
Newfleet Asset Management, LLC
Nomura Corporate Research and Asset Management, Inc. (U.S.)
OppenheimerFunds, Inc.

PPM America, Inc.
Putnam Investment Management, LLC
Schroder Investment Management North America, Inc.
Silver Point Capital, L.P. (U.S.)
State Street Global Advisors (SSgA)
Wells Capital Management, Inc.
Wells Fargo Securities, LLC
Zürcher Kantonalbank

**KNOWN CURRENT OR FORMER
HOLDERS OF 8.00% SENIOR SECURED
NOTES DUE 2025**

Access Industries, Inc.
AllianceBernstein, L.P. (U.S.)
Apollo Capital Management, L.P.
Avenue Capital Management II, L.P.
Barclays Capital, Inc.
Barings, LLC
BlackRock Advisors, LLC
Citigroup Global Markets, Inc.
DBX Advisors, LLC
Elliott Management Corporation / Elliott Associates, L.P. / Elliott International, L.P.
J.P. Morgan Investment Management, Inc.
Mellon Investments Corporation
New Jersey Division of Investment
Newfleet Asset Management, LLC
Nomura Corporate Research and Asset Management, Inc. (U.S.)
NYL Investors, LLC
Schroder Investment Management North America, Inc.
State Street Global Advisors (SSgA)
Waddell & Reed Investment Management Company
Well Fargo Securities, LLC

**KNOWN CURRENT OR FORMER
HOLDERS OF 7.75% SENIOR SECURED
NOTES DUE 2026**

Aegon USA Investment Management, LLC
AllianceBernstein, L.P. (U.S.)
Angelo Gordon & Company, L.P.
APG Asset Management US, Inc.
Bank of America Merrill Lynch Proprietary Trading
Bank of Montreal
Barclays Capital, Inc.
Barings, LLC
BlackRock Advisors, LLC

Blackstone Group L.P.
BlueBay Asset Management, LLP
BMO Asset Management, Inc.
BNP Paribas Arbitrage S.A. (U.S.)
Brigade Capital Management, L.P.
Calamos Advisors, LLC
Capital Research & Management Company (U.S.)
Clark Capital Management Group, Inc.
Columbia Management Investment Advisers, LLC
Crescent Capital Group, L.P.
Davidson Kempner Capital Management, L.P.
DBX Advisors, LLC
DoubleLine Capital, L.P.
DuPont Capital Management Corporation
Eaton Vance Management
Elliott Management Corporation / Elliott Associates, L.P. / Elliott International, L.P.
Fidelity Management & Research Company
Fiera Capital Corporation (Asset Management)
Global Credit Advisers, LLC
GSAM Stable Value, LLC
HSBC Securities (USA), Inc.
Invesco Advisers, Inc.
J.P. Morgan Investment Management, Inc.
Kuwait Investment Authority
Logan Circle Partners, L.P.
Mellon Investments Corporation
Monarch Alternative Capital, L.P. (U.S.)
Newfleet Asset Management, LLC
Nomura Securities International, Inc.
OppenheimerFunds, Inc.
Pacific Life Fund Advisors, LLC
PIMCO - Pacific Investment Management Company
PineBridge Investments LLC
PPM America, Inc.
Principal Global Investors, LLC
ProFund Advisors, LLC
Purpose Investments, Inc.
Putnam Investment Management, LLC
Scarsdale Capital LLC
SG Americas Securities, LLC
SKY Harbor Capital Management, LLC
State Street Global Advisors (SSgA)
TIAA-CREF Investment Management, LLC
Waddell & Reed Investment Management Company
Wellington Management Company, LLP
Wells Fargo Securities, LLC

**KNOWN CURRENT OR FORMER
HOLDERS OF 9.375% SENIOR
UNSECURED NOTES DUE 2020**

Allianz Global Investors U.S., LLC
American Century Investment Management, Inc.
Artisan Partners, L.P.
Barclays Capital, Inc.
Benefit Street Partners, LLC
BlackRock Advisors, LLC
Brownstone Investment Group, LLC
Citadel Securities, LLC
Crescent Capital Group, L.P.
Davidson Kempner Capital Management, L.P.
Garland Business Corporation
Goldman Sachs Asset Management, L.P. (U.S.)
HSBC Bank PLC
HSBC Securities (USA), Inc.
Invesco Advisers, Inc.
Monarch Alternative Capital, L.P. (U.S.)
Nomura Corporate Research and Asset Management, Inc. (U.S.)
Putnam Investment Management, LLC
RBC Dominion Securities, Inc.
UBS Securities, Inc.
Vontobel Asset Management AG (Switzerland)
W.R. Huff Asset Management Co., LLC

**KNOWN CURRENT OR FORMER
HOLDERS OF 7.75% SENIOR
UNSECURED NOTES DUE 2022**

AllianceBernstein, L.P. (U.S.)
Angelo Gordon & Company, L.P.
Arena Capital Advisors, LLC
Avenue Capital Management II, L.P.
AZ Swiss & Partners S.A.
Brownstone Investment Group, LLC
Durig Capital, LLC
Garland Business Corporation
Neuberger Berman Investment Advisers, LLC
Pacific Life Fund Advisors, LLC
USAA Asset Management Company
Wasserstein & Co., L.P.

**KNOWN CURRENT OR FORMER
HOLDERS OF 6.375% SENIOR
UNSECURED NOTES DUE 2023**

Aegon USA Investment Management, LLC
Allianz Global Investors U.S., LLC
American Century Investment Management, Inc.
Arena Capital Advisors, LLC
Avenue Capital Management II, L.P.

Bank of America Merrill Lynch Proprietary Trading
BlackRock Advisors, LLC
Brookfield Investment Management, Inc.
Credit Suisse Securities (USA), LLC
Federated Investment Management Company
Fisch Asset Management AG
Ironman Capital Management, LLC
Jefferies, LLC
Mellon Investments Corporation
Monarch Alternative Capital, L.P. (U.S.)
Neuberger Berman Investment Advisers, LLC
Newfleet Asset Management, LLC
Nomura Corporate Research and Asset Management, Inc. (U.S.)
Provident Investment Management, LLC
State Street Global Advisors (SSgA)
Wasserstein & Co., L.P.
Westfield Investment, LLC

DEPOSITORY/DISBURSEMENT BANKS

J.P. Morgan Chase Bank, N.A.
The Bank of New York Mellon

**KNOWN COMMON STOCKHOLDERS
(GREATER THAN 5%)**

Access Industries, Inc.
Apollo Global Management, LLC
Korea National Oil Corporation
Riverstone Holdings, LLC

**INSURANCE PROVIDERS/INSURANCE
BROKERS**

ACE American Insurance Company
AIG Specialty
AON Energy
AON Risk Services Southwest Inc.
Arch Insurance Company
Ascot Underwriting, Inc.
Axis Insurance Company
Beazley Group
Berkley Insurance Company
Berkley National Insurance Company
Berkley Offshore Underwriting Managers
Berkley/Starnet
Continental Casualty Company
Federal Insurance Company
Freedom Specialty Insurance Company
Hartford
Illinois National Insurance Company
Ironshore Specialty Insurance

Liberty Mutual Insurance
Lincoln Life Assurance Co.
Markel American Insurance Company
Markel International Insurance Company Ltd.
National Union Insurance
Navigators Insurance Company
Navigators Specialty Insurance Company
Old Republic Professional Liability, Inc.
QBE Insurance Corporation
Steadfast (Zurich) Insurance Company
Steadfast Insurance Company
Travelers Casualty and Surety Company of America
Twin City Fire Insurance Company
US Specialty Insurance Company
XL Specialty Insurance Company
Zurich American Insurance Company

**SURETY
PROVIDERS/BENEFICIARIES/BROKERS**

AON
Argo Group
City of Laredo, Texas
Duchesne County
El Clareno Minerals, Ltd.
LaSalle County, Texas
Medina Electric Cooperative, Inc.
Moon Lake Electric Association, Inc.
Oklahoma Corporation Commission
RLI Group
State of Alabama
State of Colorado
State of Michigan
State of North Dakota
State of Oklahoma
State of Texas
State of Texas, Railroad Commission of Texas
State of Utah
State of Utah – Department of Natural Resources
State of Wyoming
Texas Department of Transportation
Traveler's Property Casualty Group
U.S. Environmental Protection Agency
Uintah County
United States Department of the Interior
United States Department of the Interior, Bureau of Indian Affairs
United States of America
United States of America – Department of the Interior, Minerals Management Service

Utah Department of Transportation
Utah Division of Wildlife Resources

**TOP 30 LARGEST UNSECURED
CREDITORS OF DEBTORS**

Allied Horizontal Wireline Services
Archrock Services LP
Baker Hughes
Basic Energy Services Inc.
Camino Real Gathering Company LLC
DNOW L.P.
Frio LaSalle Pipeline LP
FTS International Services LLC
Halliburton Energy Services, Inc.
Independence Oilfield Chemicals LLC
J-W Power Company
Maltsberger/Storey Ranch, LLC
Multi Chem
Nabors Drilling Technologies USA Inc.
NGL Water Solutions Eagle Ford LLC
Office of Natural Resources Revenue (Ute
Tribal)
Premier Pipe LLC
Ritchie Farms Ltd
Ruby Pipeline L.L.C.
State of Texas
Storey Minerals, Ltd., Maltsberger/Storey
Ranch, LLC, and Rene R. Barrientos, Ltd.
Tesoro Refining & Marketing Company LLC
Tetra Production Testing Services, LLC
Texas Chrome Transport Inc.
Texas Fueling Services, Inc.
University Lands
Utah State Tax Commission
Weatherford International Plc.
Wilmington Savings Fund Society
Wilmington Trust

**OTHER SECURED CREDITORS AND
PARTIES WHO HAVE FILED LIENS/
LETTERS OF CREDIT**

**COUNTERPARTIES/ISSUERS OF
LETTERS OF CREDIT**

Argonaut Insurance Co.
Bank of America, N.A.
BNP Paribas
BNP Paribas New York Branch
Camino Real Gathering Company, L.L.C.
Cima Energy, L.P.
Citibank, N.A.
Devon Energy Production Company, L.P.

Eastex Crude Company
EPC Building, LLC
JP Energy Products Supply, LLC
J.P. Morgan Chase Bank, N.A.
Lloyd's Bank Plc
Medina Electric Coop, Inc.
MUFG Bank, Ltd.
Ruby Pipeline, L.L.C.
Societe Generale
Trailstone Energy Marketing, LLC
Travelers Casualty and Surety Company of
America
Twin Eagle Resource Management, LLC
Vitol, Inc.

**PARTIES TO MATERIAL CONTRACTS
WITH DEBTORS**

Amid Energy Products Supply, LLC
Amid Silver Dollar Pipeline
Archrock Partners Operating LLC
BL Pipeco Services, Inc.
Bosque Disposal Systems LLC
Camino Real Gathering Company, L.L.C.
CDM Resource Management LLC
DCP Operating Company, L.P.
Eagle Ford Gathering LLC
East Duchesne Water District
El Paso Midstream Group, Inc.
El Paso Midstream Investment Company LLC
Enterprise Hydrocarbons L.P.
Enterprise Texas Pipeline LLC
EPEC Realty, Inc.
ETC Texas Pipeline Ltd.
EVX
Flint Hills Resources, L.P.
Frio LaSalle Pipeline LP
FTS International Services LLC
GRM Information Management Services
Kinder Morgan Altamont LLC
Landmark/Halliburton
LTD dba Vista Sand
Moon Lake Electric Association, Inc.
Oildex
P2 Energy
Patterson UTI Drilling LLC
Pegasus Optimization Managers LLC
Premier Pipe LLC
Ruby Pipeline L.L.C.
Superior Silica Sands LLC
Tesoro Refining & Marketing Company
University Lands

USA Compression Partners LLC
WTG Benedum Joint Venture
WTG South Permian Midstream LLC

**COUNTERPARTIES TO JOINT
INTEREST BILLING CONTRACTS WITH
DEBTORS**

Altamont Energy LLC
Burlington Resources Oil & Gas
Chesapeake Exploration, LLC
CNOOC Energy USA LLC
Crescent Point Energy US Corp
Equinor Texas Onshore Prop LLC
GREP Longhorn LLC
GREP Spider LLC
Marathon Petroleum
MRC Energy Company
Newfield Production Company
OOGC America LLC
Robert L Bayless Producer LLC
SEM Operating Company
Silver Eagle Refining – Woods
Statoil Texas Onshore
Tesoro Refining & Marketing
USG Prop Eagle Ford IV LLC
UTE Energy Exploration
Wolfcamp Drillco Operating

**PARTIES TO MATERIAL UNEXPIRED
LEASES WITH DEBTORS**

EPEC Realty, Inc.
GRM
Pioneer Contract Services, Inc.
Reagan County Homes, Inc.

**PARTIES TO MATERIAL ROYALTY
CONTRACTS WITH DEBTORS**

Altamont Energy LLC
Barrientos Ltd., Rene R
Baylor- McLean Investments TR
Black Stone Minerals
Burlington Resources Oil & Gas
CNOOC Energy USA, LLC
Crescent Point Energy US Corp
CROFF Oil Company Inc.
Donaldson Brown
Donaldson Brown Lasalle Wkg
Donnell Minerals L P.
Duchesne County
Eliason Eight LLC
Equinor Texas Onshore

Finley Production Co. LP
Hinojosa Life Trust
Hixon Properties, Inc.
JLowe Minerals Ltd.
K Crescent LLC
Kinbell Royalty Holdings LLC
Lehman Oil & Gas
M C Whitwell Minerals, Ltd.
Maltsberger LLC
Maltsberger/Storey Ranch, LLC
Mellenbruch Family
Merrill Todd Cearley
MKM Partnership, LP
MRC Energy Company
Newfield Production Company
Newman A TS, LP
Office of Natural Resources – (Ute Allottee)
Office of Natural Resources – (Ute Tribal)
Pinata Minerals Ltd.
Pokorny Management Ltd.
Reed-George Land &
Regions Bank, Trust Department
Ritchie Farms Ltd.
Robert L Bayless Producer LLC
Rocky Comfort Mineral
Scott, David V
Sheri Anne Mumme
SHS 2003 Trust
Silver Eagle Refining – Woods
Southern C's Oil & Gas, L.P.
Storey Minerals, Ltd.
Tesoro Refining & Marketing
Texas GLO
RequestedTexas University Lands
The McLean Found Revocable Trust
Trochesset, Larry A
USG Prop Eagle Ford IV LLC
Ute Distribution Corporation – UDC (Ute
Tribal)
Whiwell-Morgan Management Ltd.
Wolfcamp Drillco Operating LP

**PARTIES WITH MATERIAL ROYALTIES
IN SUSPENSE**

Boot Creek Royalty Ltd.
Breitling Royalties Corporation
Bright Rock Energy LLC
Curtis Farms Ventures LP
Duchesne County
FS Minerals, Ltd.
Howard & Hornsby Holdings

Mellenbruch Family Partnership LP
Michael G. Neumeyer
Nancy B. Gilbert Family Living Trust
Requested Office of Natural Resources for
Bureau of Indian Affairs Uintah & Ouray
Office of Natural Resources for Bureau of
Indian Affairs Ute Indian Tribe
Richard Robert Hardin, Jr.
Rocky Comfort – Hixon 35H
Rocky Comfort – Hixon 37H
Ute Distribution Corporation

**MAJOR BENEFITS ADMINISTRATORS
OR ADDITIONAL THIRD-PARTY**

ADMINISTRATORS

Blue Cross Blue Shield
Bristol Global Relocation
CSI International
Cybergrants
Empower Retirement
Hyatt Legal
Info Armour / InfoArmor
Mellon Bank
Payflex
Shareworks/Solium
Ultimate Software Group

**TAXING/LICENSING/REGULATORY/RE
CLAMATION/BONDING/PERMITTING
AUTHORITIES**

Atascosa County
Ballard City
Brazoria County
Cass County
Charlotte ISD
City of Laredo
Colorado Oil & Gas Conservation Commission
Commissioners of the Land Office, State of
Oklahoma
Cotulla ISD
Crockett County Tax Assessor Collector
Cypress-Fairbanks ISD
Dawson County CAD
Dimmit County Tax Assessor
Duchesne County
Duchesne County (UT)
Duval County
Ector County
Freer ISD
Frio CAD
Frio County

Gaines CAD
Galveston CAD
Glasscock County
Gonzales County
Goose Creek CISD
Guadalupe County
Harris County
Harrison County CAD
Harrison Tax Office County
Irion County
Kent CAD
Klein ISD
La Salle County
Live Oak County
Louisiana Department of Natural Resources
Loving County
McMullen County
Michigan Department of Environment, Great
Lakes, and Energy
Midland CAD
Milam CAD
Montague CAD
Montague County
North Dakota Industrial Commission – Oil and
Gas Division
NW Harris County MUD
Ochiltree CAD
Oklahoma Corporation Commission
Oklahoma Department of Wildlife Conservation
Oklahoma Secretary of State
Pecos County
Railroad Commission of Texas
Reagan County
Rusk County
State Comptroller (Texas)
State of Delaware
State of Texas
State of Utah
State of Utah School and Institutional Trust
Lands Administration
State Oil and Gas Board of Alabama
Stonewall CAD
Stonewall County
Terry CAD
Texas Commission on Environmental Quality
Texas Comptroller of Public Accounts
Texas Department of Transportation
Texas General Land Office
Travis County
Uintah County (UT)
United ISD

United States Department of Labor –
Occupational Safety & Health Administration
United States Department of the Interior –
Bureau of Indian Affairs
United States Department of the Interior –
Bureau of Land Management
United States Department of the Interior –
Bureau of Safety and Environmental
Enforcement
United States Department of the Interior –
Ocean Energy Management
United States Department of the Interior –
Office of Natural Resources Revenue
United States Department of Transportation –
Federal Aviation Administration
United States Department of Transportation –
Pipeline and Hazardous Materials Safety
Administration
United States Environmental Protection Agency
Upshur County
Upton CAD
Utah Department of Environmental Quality
Utah Department of Natural Resources –
Division of Wildlife Resources
Utah Department of Transportation
Utah State Tax Commission
Utah State Tax Commissioner
Ute Indian Tribe – Ute Tribe Employment
Rights Office
Ute Tribe
Webb County
Wheeler County
Winkler County
Wink-Loving ISD
Wintergarden Groundwater Conservation
District
Wyoming Oil & Gas Conservation Commission

MATERIAL SUPPLIERS AND VENDORS

Allied Wireline Services LLC
Archrock Services LP
Atlas Oil Company
Aycock Inc.
B&L Pipeco Services Inc.
Baker Hughes
Camino Real Gathering Company LLC
Chesapeake Energy Corporation FBO
DNOW LP
ETC Texas Pipeline Ltd
Frio LaSalle Pipeline LP
FTS International Services LLC

Great West Trust Company LLC
Halliburton Energy Services
Health Care Service Corporation
Independence Oilfield Chemicals LLC
J. W. Power Company
Moon Lake Electric Association Inc.
Multi Chem Group
Nabors Drilling Solutions
Nabors Drilling Technologies USA Inc.
Patterson UTI Drilling Company LLC
Peak Well Service LLC
Pegasus Optimization Managers LLC
Pioneer Coiled Tubing Services LLC
Power Funding Ltd.
Premier Pipe LLC
Production Facilities Equipment Co. Inc.
Ruby Pipeline L.L.C.
Tetra Production Testing Services LLC
U S Well Services LLC
United Sands and Materials LLC
Weatherford Artificial Lift System LLC

UTILITY PROVIDERS

AT&T, Inc.
Basinwide Dumpsters
Century Link, Inc.
City of Big Lake
Cogent Communications Inc.
Derby Inc.
FiberLight LLC
Frontier Communications
Gexa Energy LP
Granite Telecommunications LLC
Insite Towers LLC
Logix Fiber Networks
MCI, Inc.
Medina Electric
Moon Lake Electric Association, Inc.
OpenText Inc.
Southwest Texas Electric Cooperative Republic
Services
Strata Networks
Upper Country Water Improvement District
Valley Telephone Cooperative, Inc.
Verizon Business
Zayo Group LLC

MAJOR CUSTOMERS

Big West Oil, LLC
Flint Hills Resources, L.P.
Shell Trading US Company

Tesoro Refining & Marketing
Vitol Inc.

COMPETITORS

1776

Abraxas Petroleum Corporation
Altamont Energy
Apache Corporation
Callon Petroleum Company
Carrizo Oil & Gas, Inc.
Chesapeake Energy Corporation
Cheyenne
Concho Resources Inc.
ConocoPhillips
Crescent Point Energy Corp.
Devon Energy Corporation
Earthstone Energy, Inc.
Encana Corporation
EOG Resources, Inc.
Finley
Laredo Petroleum, Inc.
Lonestar Resources US Inc.
Magnolia Oil & Gas Corporation
Marathon Oil Corporation
Matador Resources Company
Murphy Oil Corporation
Noble Energy, Inc.
Parsley Energy, Inc.
PDC Energy, Inc.
Penn Virginia Corporation
Pioneer Natural Resources Company
PT Petroleum LLC
QEP Resources, Inc.
Sanchez Energy Corporation
Sequitur
SilverBow Resources, Inc.
SM Energy Company
Sundance Energy Australia Limited
Texas American Resources
WPX Energy, Inc.
Venado
Verdun

**PARTIES TO LITIGATION OR
POTENTIAL LITIGATION**

A & T Well Service, Inc.
Ace Transportation
Action Industries, Inc.
Adams and Reese LLP
Adams Hoefler Holwadel, LLC
Alamo Operating Company

Alexander M. Crighton, III
Allen & Gooch
Altamont Energy Operating LLC
Amegy Bank Business Credit
American Midstream, LLC
American Petrofina Company of Texas
Anadarko E&P Company, L.P.
Anadarko E&P Onshore LLC
Anadarko OGC Company
Andrews & Springer LLC
ANR Pipeline Co.
Anthony J. Hebert
Apache Corporation
April Russell Greenleaf
Archrock Services, L.P.
Archrock, Inc.
Arnold & Porter LLP
Arrow Trucking Company
Arthur M. Livingston
Assistant Attorneys General Civil
Division/Lands & Natural Resources –
Louisiana
Atlas & Hall, LLP
Atofina Petrochemicals,
Attorney for the Division of Oil, Gas, and
Mining – Utah
Avalon Plantation
Axia Energy II, LLC
Axxis Drilling (Land) Inc.
B B & W, LLC
Baker & Hostetler LLP
Baker Botts L.L.P.
Baker Donelson
Baker Hughes Oilfield Operations, Inc
Baker, Donelson, Bearman, Caldwell &
Berkowitz
Barrasso Usdin Kupperman Freeman & Saver,
LLC
Barry A. Roach
BASF Corporation
Beatty & Wozniak, P.C.
Beck Redden LLP
Bethard & Bethard, LLP
Beverly A. Allen
BHP Billiton Petroleum (KCS Resources), LLC
BHP Billiton Petroleum Properties (N.A.), L.P.
Billy Swift
Blackbrush Oil & Gas, LP
Blackwell & Associates
Blanchard, Walker, O'Quin & Roberts
Border Research Corp.

Bowie & Beresko, APLC
BP America Production Company
Bradley Murchison Kelly & Shea, LLC
Brammer Engineering, Inc.
Brehm Investment Group Inc.
Brehm Oil, Inc.
Broussard & David
Brownelaw, LLC
Burlington Resources Oil & Gas Company, LP
Burns Ranch Enterprises
Callon Petroleum Operating Company
Campbell Farm Properties
Candlewood Resources, LLC
Carlos Ray Kibodeaux, Jr.
Carnes Oil Company
Carnes Texas, Ltd.
Carrizo Oil & Gas, Inc.
Carver, Darden, Koretzky, Tessier, Finn,
Blossman & Areaux, LLC
Castex Energy, Inc.
Castle Peak Resources, LLC
CBAR Investments, L.L.C.
Charlotte G. Prentice
Charlotte M. Prentice
Charnel J. Bailey, Jr.
Chesapeake Exploration, LLC
Chesapeake Louisiana, L.P.
Chesapeake Operating Inc.
Chevron Midcontinent, L.P.
Chevron Pipe Line Company
Chevron U.S.A. Inc.
Chris Hatfield
Chris M. Volf
Clark Hood
Clements & Clements
Cleveland Terrazaz PLLC
Coats/Rose
Cockrell Oil Corporation
Columbia Gulf Transmission, LLC
Conley P. Smith Operating Company
Conley P. Smith, LLC
ConocoPhillips Company
Continental Operating Co.
Covey Park Gas, LLC
Craig, Terrill, Hale, & Grantham, L.L.P.
Crain, Caton & James
Cristina Tranportes & Turismo Ltda
Crown Central LLC
CSF, LLC
Curry & Friends, PLC
Dana Thevis Bergeron
Daniel, Williams, Associates, PLLC
Danos Curole Marine Contractors, Inc.
David Boone Oilfield Consulting
David L. Murray
David M. Culpepper, L.L.C.
Davidson Summers, APLC
Davidson, Jones & Summers, APLC
Davis, Gerald & Cremer
Dawson & Sodd, LLP
DCP Operating Company, L.P.
Dennis R. Clark and Diane D. Clark
Devon Energy Production Company, L.P.
Dominion Resources Services, Inc.
Donato, Minx, Brown & Pool, P.C.
Doreen Robertson
Dorothy O. Johnson
Downer Wilhite, L.L.C.
Downer, Jones, Marino & Wilhite, L.L.C.
Drought, Drought & Bobbitt, LLP
Dual B Inc.
Dustin Adams
Dynamic Exploration Partners, LLC
Edge Petroleum Exploration
Eduardo Romero, PLLC
Edward, Stefanski & Zaunbrecher, LLP
Eland Energy, Inc.
Elizabeth Smyth Rambin, Esq.
Enable Oklahoma Intrastate Transmission, LLC
Energen Resources Corporation
EnergyQuest II, L.L.C.
Eric Shupack
Espinoza Law Firm, PLLC
Estate of Claralyn Brooks Trickett
Exxon Mobil Corporation
ExxonMobil Oil Corporation
Fadduol, Cluff, Hardy & Conaway P.C.
Fairfield Industries
Faulconer 2004 Limited Partnership
Faulconer Energy Joint Venture – 1990
Faulconer Energy Limited Partnership
FBD Securities, Inc.
Fee, Smith, Sharp & Vitullo, LLP
Fina Oil and Chemical Company
Finley Resources, Inc.
Fishman Haygood, L.L.P.
Flanagan Partners LLP
Frances/Francis Ruth Swenson Hughes
Fred Kleck
FTS International Services, LLC
Galloway, Johnson, Tompkins, Burr and Smith
Gary Production Company

General Electric Company
George Sutherland
Geraldine Clayton
Gieger, Laborde & Laperouse, LLC
Goodrich Petroleum Company LLC
Goodrich Petroleum Corporation
Gordon, Arata, McCollam, Duplantis & Eagan, LLC
Gordon, Arata, McCollam, Montgomery, Barnett, Duplantis & Eagan, LLC
Gossett, Harrison, Millican, & Stipanovic P.C.
Grant Prideco, Inc.
Greenberg Traurig, LLP
Greg Lynn Belinger
Gregory Lynn Belinger
GSF, LLC
Gulf Oil Company
Gulfport Energy Corporation
H. Russell Davis PC
Hall-Degravelles, L.L.C.
Halliburton Company
Halliburton Energy Services, Inc.
Halliburton Oil Well Cementing Company
Hammond, Sills, Adkins & Guice, LLP
Hargrove, Smelley & Strickland
Hassell Investments, Inc.
Hayes, Harkey, Smith & Cascio
Haynes and Boone, LLP
Herold & Geneux
Hess Corporation
Hilcorp Energy Company
Hilcorp Energy I, L.P.
Holland & Hart LLP
Houston Brothers
Howard Sherman
Hunting Energy Services, Inc.
Hydril Company
Hydril Company, LP
Hydril General LLC
Hydril LLC
Ichor Exploration, Inc.
Indigo Minerals LLC
Inland Scout
Integrays
Intracoastal Tubular Services, Inc.
J&R Valley Oilfield Services Inc.
J. Phil Haney
J.H. Sutherland
Jackson Walker L.L.P.
James Talbot Rankin
James Thigpen

James W. Nixon, III, Trustee of the Bigfork Trust II
Janet Wallace
Janex Oil Co., Inc.
Jason Farmer
Jay A. Greenleaf
Jenn Energy Services, LLC
Johanson & Fairless, LLP
John David Ekstrom
John Gasink
John J. O'Neill
Johnson Gray McNamara, LLC
Jones Walker LLP
Jones, Swanson, Huddell & Garrison, L.L.C.
Joseph Pillaro, Jr.
Josephson Dunlap Law Firm
Kane Russell Coleman Locan PC
KBR, Inc.
Kean Miller LLP
Keith E. Patton
Keith Stutes
Kelly Hart Pitre
Kenneth Comary
Kent, Anderson & Bush, PC
Kerr-McGee Oil & Gas Onshore LP
Key Energy Services, LLC
King Krebs & Jurgens PLLC
Kuchler Polk Schell Weiner & Richeson, LLC
Kuchler Polk Weiner, LLC
Lam Lyn & Philip, P.C.
Langley, Banack & Butler
Larry Clayton
Latonya Judon
Law Office of Patricia Williams Prewitt
Lawrence D. Robertson
Lear & Lear, PLLC
Leblanc Bland, PLLC
LeClairRyan PLLC
Leslie Wm. Adams & Associates
Lillian Stegeman
Linder Energy Company
Liskow & Lewis
Littler Mendelson, P.C.
Locke Lord, LLC
Lonestar Operating, LLC
Longman Russo APLC
Loudon Exploration, Inc.
Loudon Operating Company, LLC
Louisiana Department of Revenue, State of Louisiana
Louisiana Land and Exploration Company, LLC

Louisiana Wetlands, LLC
Luis Tamez
Mabel Sutherland
MacDonald & Miller Mineral Legal Services
PLLC
Maltsberger/Storey Ranch, LLC
Marathon Energy Company
Marquee Corporation
Marrey Jr
Martin Timber Company, LLC
Mary G. Robertson
Mary H. Campbell
Matador Resources Company
Mattos Fiho
McGinnins, Lochridge & Kilgore, LLP
McKeachnie Law Offices, P.C.
McMoRan Oil & Gas LLC
McWhorter Cobb and Johnston, LP
Meirowitz & Wasserberg, LLP
MG+M Law Firm
Michael Broussard
Michael Chiles
Michael M. Carnes
Midway Exploration, LLC
Monsanto Company
Moore & Associates
Moria "Maria" O. Simonds
Morrow, Morrow, Ryan, Bassett & Haik
Mosbacher Energy Company
Mouledoux, Bland, Legrand & Brackett
MRC Energy Company
Munsch Hardt Kopf & Harr, P.C.
Murphy Exploration & Production Company,
USA
Murphy Mahon Keffler & Farrier, L.L.P.
N.M.L., Inc. of Texas
Naman, Howell, Smith & Lee, PLLC
National Oilwell Varco
Neunerpate
Nevarez Law Group, PC
New 90, LLC
Newfield Exploration Company
Newfield Exploration Gulf Coast, LLC
Newfield Production Company
Nexen Petroleum USA, Inc.
Nickelson Law PLLC
OFS
Ogletree, Deakins, Nash, Smoak & Stewart, P.C.
Oliver Law Firm
Onebane Law Firm
Osborn & Osborn APLC
Osborn, Marsland & Hargrove
Oscar Javier Silva
Ottinger Hebert, L.L.C.
Ouro Preto Oleo e Gas S.A.
OXY USA, Inc.
Pacific Enterprises Oil Company (USA)
Panterra Energy Group, LLC
Pardee Minerals, LLC
Patch Energy, LLC
Patterson Truck Line, Inc.
Patti Sherman
PD & MM LLC
Pearl Sherman
Perrin, Landry, DeLaunay, Dartez & Ouellet
Person, Whitworth, Borchers & Morales, L.L.P.
Petrogulf Corporation
Petrohawk Energy Corporation
Petro-Hunt, L.L.C.
Pharmacia Corporation
Phelps Dunbar LLP
Phillip F. Cossich, Jr.
Pierce & O'Neill LLP
Pierce Skrabanek, PLLC
Pierce, Skrabanek, Bruera, PLLC
Pinata Minerals, Ltd.
Pine Pasture
Piping Technology & Products, Inc.
Placid Oil Company
Plains Gas Solutions, L.L.C.
Plauche Smith & Nieset
Plunkett, Griesenbeck & Mimari, Inc.
Porter Hedges LLP
Price Gregory International Inc.
Priority Artificial Lift Services, LLC
Priority Energy Services, LLC
Producing Southeast Inc.
Pusateri, Barrios, Guillot & Greenbaum, LLC
PXP Louisiana Operations LLC
Quiroga Advogados
R&R Bounds Family Company, LLC
Ramsey, Skiles & Streva
Randal L. Menard
Randazzo Giglio & Bailey LLC
Raymond K. Livingston
Rena Paddleford Sherman
Rene R. Barrientos, Ltd.
Reynolds Frizzell, LLP
Ricardo Zubia
Richard O'Neill
Richard Burns Clark
Richard P. de Camara

Rocky Comfort Partnership, Ltd.
Roedel Parsons Koch Blache Balhoff &
McCollister
Roerig, Oliveira & Fisher, LLP
Royston, Rayzor, Vickery & Williams, LLP
Russell Greco
Ruth Elizabeth Middleton
Sage Energy Company
Saiber, LLC
Sanders F. Hearne, Ind. Executor of the
succession of Guy Brevard Sample and for
Wells Fargo, Trustee for the Guy Brevard
Sample Testamentary Trust for Camille Holly
Sample
Sandra Stevens Meaney
Santoyo Moore Wehmeyer P.C.
Schiffer, Odom, Hicks & Johnson, PLLC
Schirrmeister Diaz-Arrastia Brem LLP
Scott D. Brownell, APLC
Scott Douglas & McConnico, LLP
Shackelford, Bowen, McKinley & Norton, LLP
Shane Bagala
Shell Offshore, Inc.
Shell Oil Company
Shoreline Southeast, LLC
Sibley Petroleum Investment, LLC
Sico White & Braugh LLP
Sierra Resources
Silva Trucking
Simien & Simien, LLC
Simon, Peragine, Smith & Redfearn, L.L.P.
Smith Stag, L.L.C.
Southern Natural Gas Company, L.L.C.
Spearhead Services, Inc.
Squire Patton Boggs LLP
Staff Weems LLP
Standard E & S, LLC
Standard Energy Services
State of Louisiana
State of Louisiana, Ex Rel. Jeff Landry,
Attorney General
State of Louisiana, through the Department of
Natural Resources,
Office of Coastal Management and its
Secretary, Thomas F. Harris
State of Louisiana, through the State Mineral &
Energy Board
Steptoe & Johnson PLLC
Stewart Tubular, Inc.
Stockwell, Sievert, Viccellio, Clements &
Shaddock, LLP
Stone Energy Corp.
Stone, Pigman, Walther, Wittmann L.L.C.
Storey Minerals, Ltd.
Strong Pipkin Bissell & Ledyard, L.L.P.
Sulzer & Williams, LLC
Sun Oil Company
Superior Silica Sands, LLC
Susman Godfrey L.L.P.
Suzanne Carnes
SWEPI LP
Taft Stettinius & Hollister LLP
Talbot Carmoche & Marcello
Taylor Energy Company, LLC
Taylor, Porter, Brooks & Phillips L.L.P.
Tekell, Book, Allen & Morris, L.L.P.
Tennessee Gas Pipeline Company, L.L.C.
Terra Mar LTDA
Texas Petroleum Investment Company
Texas Production Company
The Armstrong Corporation
The Cole Law Firm
The Delouche Law Firm, L.L.C.
The Encinitos Ranch
The Hennessy Law Firm
The Louisiana Land and Exploration Company
LLC
The Martin Law Firm
The Notzon Law Firm
The Superior Oil Company
Thomas C. Rallo
Thomas Heirs
Thomas, Soileau, Jackson, Baker and Cole
Thompson & Knight LLP
Tiltex 97F, Ltd.
Total Petrochemicals, USA, Inc.
Tramonte & Associates
Transwood Carriers, Inc.
Transwood Logistics, Inc.
Trevor Murray
Trois Energy
Troy D. Murray
Underwood, Jones, and Scherrer, PLLC
Union Oil Company of California
Utah Attorney General Office, Natural
Resources Division
V&A Enterprises, LLC
VAM PTS
VAM USA
Van Winkle & Van Winkle
Veazey Felder & Renegar
Veiga Fiho

Veron, Bice, Paelermo & Wilson, L.L.C.
Vidrine & Wimberley
Vinson & Elkins LLP
Wachtell, Lipton, Rosen & Katz
Wagner & Bagot, LLP
Walker Trucking, Inc.
Wall, Bullington & Cook, LLC
Weatherford International, Inc.
Weatherford US LP
WEC Energy
Wells Resources Inc.
Weyerhaeuser Company
White Andrews, LLC
White, Andrews & Shackelford
Wiener, Weiss & Madison
Wildhorse Resources II, LLC
William R. Meaney
Williams Law Office, LLC
Williams, Porter, Day & Neville, P.C.
Winstead PC
XTO Energy Inc.
Yuma Exploration and Production Company,
Inc.
ZB, N.A.

DEBTORS' PROFESSIONALS

Evercore Group LLC
FTI Consulting, Inc.
Prime Clerk LLC
Weil, Gotshal & Manges LLP

**DEBTORS' ORDINARY COURSE
PROFESSIONALS**

Akin Gump Strauss Hauer & Feld LLP
Alvarez and Marsal LLC
Braga Bastos Sampaio
Briggs & Veselka Co.
Buckley & Turner, PLLC
Davis Polk & Wardwell LLP
Dawson & Sodd, LLP
Greenberg Traurig
Hamlin Partners LLC
Holland & Hart LLP
Joele Frank Wilkinson Brimmer Katcher
Kane Russell Coleman & Logan PC
Kean Miller LLP
Kearney, McWilliams & Davis, PLLC
Lam, Lyn & Philip, PC
Latham and Watkins LLP
Liskow & Lewis

MacDonald & Miller Mineral Legal Services,
PLLC
McDowell Hetherington LLP
Michael Pisani & Associates
Munsch Hardt Kopf & Harr, P.C.
Osborn, Marsland & Hargrove
Patrick G. Martin
Porter Hedges LLP
PricewaterhouseCoopers
Scott, Douglass & McConnico LLP
Stancil Co.
Stephen N. Riner
Step toe & Johnson PLLC
Stoel Rives, LLP
Susman Godfrey L.L.P
Thompson & Knight LLP
Vinson & Elkins L.L.P.
White & Case LLP

**KNOWN PROFESSIONALS FOR
SECURED/UNSECURED LENDERS**

Houlihan Lokey, Inc.
Intrepid Financial Partners
Mayer Brown LLP
Milbank LLP
Moelis & Company LLC
Morrison & Foerster LLP
Opportune LLP
Paul, Weiss, Rifkind, Wharton & Garrison LLP
PJT Partners LP
Rothschild & Co.
Stroock & Stroock & Lavan LLP
W. D. Von Gonten & Co.

KNOWN COMMITTEE PROFESSIONALS

AlixPartners LLP
Jefferies Group LLC
Stroock & Stroock & Lavan LLP

**BANKRUPTCY JUDGES/CLERK/STAFF
FOR THE SOUTHERN DISTRICT OF
TEXAS**

Chief Judge David R. Jones
Albert Alonzo
Vriana Portillo
Judge Christopher Lopez
Rosario Seldona
Kimberly Picota
Judge Marvin Isgur
LinhThu Do
Tyler Laws

Judge Jeffrey P. Norman
Mario Rios
Tracey Conrad
Judge Eduardo V. Rodriguez
Jeannie Chavez
Ana Castro
David J. Bradley (Clerk of the Court)

**ATTORNEYS/STAFF FOR THE OFFICE
OF THE UNITED STATES TRUSTEE
FOR THE SOUTHERN DISTRICT OF
TEXAS – REGION 7**

Henry G. Hobbs, Jr., US Trustee
Diane Livingstone, Assistant U.S. Trustee
Hector Duran, Trial Attorney
Christine March, Trial Attorney
Stephen Statham, Trial Attorney
Jacqueline Boykin (Legal Data Technician)
Barbara Griffin (Bankruptcy Analyst)
Luci Johnson-Davis (Paralegal Specialist)
Linda Motton (Paralegal Specialist)
Glenn Otto (Bankruptcy Analyst)
Patricia Schmidt (Legal Assistant
(Bankruptcy/OA))
Christy Simmons (Bankruptcy Analyst)
Gwen Smith (Legal Assistant (Bankruptcy/OA))
Clarissa Waxton (Bankruptcy Analyst)

**ATTORNEYS/STAFF FOR THE U.S.
ATTORNEY'S OFFICE
FOR THE SOUTHERN DISTRICT OF
TEXAS**

Ryan K. Patrick

Other Parties-In-Interest Identified by Committee Professionals

Members of the Official Committee of Unsecured Creditors

Antora Peak Capital Management LP
Rene R. Barrientos, Ltd.
Wilmington Savings Fund Society, FSB
Wilmington Trust, N.A.

Other Known Current or Former Holders of Unsecured Notes

AllianceBernstein L.P.
Antora Peak Capital Management LP
Avenue Capital Group
Diameter Capital Partners LP
Nomura Holding America Inc.
Neuberger Berman Group LLC
Paloma Partners Management Company

Parties Filing Notice of Appearance Not Previously Disclosed

Cogent Midstream WesTex, LLC
The University of Texas System
Hughes Springs ISD
TN Dept of Revenue
Dimmit County
C. Clark Webb
Lonestar Prospects, Ltd. d/b/a Vista Proppant & Logistics LLC
Rocky Comfort Mineral Partnership, Ltd.
Tennessee Attorney General's Office
Yoakum ISD

Holder of Notes Listed on the Ad Hoc Group's 2019 Statement [ECF No. 354]

AEGON USA Investment Management, LLC
Angelo, Gordon & Co., L.P.
Arena Capital Advisors, LLC
Artisan Partners Limited Partnership
Capital Research and Management Company
CQS (UK) LLP
DavidsonKempner Capital Management LP
DoubleLine Capital LP
Eaton Vance Management
Boston Management and Research
Fidelity Management & Research Company
The High Yield Desks of J.P. Morgan Investment Management Inc. and J.P. Morgan Chase, N.A.
Monarch Alternative Capital LP
Pacific Investment Management Company LLC

PPM America, Inc.
Principal Investment Group
Silver Rock Financial LP
Wolverine Flagship Fund Trading Limited

Parties Listed in Evercore's Retention Application [ECF No. 135]

Aegon USA Investment Management, LLC
AIG Specialty
Algebris Investments (UK), LLP
AllianceBernstein, L.P. (U.S.)
Allianz Global Corporate & Specialty
Allianz Global Risks US Insurance
Alvarez and Marsal LLC
American Century Investment Management, Inc.
AON Risk Services Southwest Inc.
APG Asset Management US, Inc.
Apollo Global Management, Inc.
Apollo Capital Management, L.P.
Apollo Global Management, LLC
Apollo Management Holdings, L.P.
Artisan Partners, L.P.
AT&T
Avenue Capital Management II, L.P.
Baker & Hostetler LLP
Baker Hughes
Baker Hughes Oilfield Operations, Inc.
Barclays Capital, Inc.
Barings, LLC
Benefit Street Partners, LLC
BMO Asset Management Inc.
BMO Global Asset Management (U.K.)
BNP Paribas
Brigade Capital Management, L.P.
Brookfield Investment Management, Inc
Calamos Advisors, LLC
Capital Research & Management Company (U.S.)
Castex Energy, Inc.
Century Link
Citibank, N.A.
Cogent Communications Inc.
Columbia Management Investment Advisers, LLC
Comerica Bank
Compass Bank
Credit Suisse Securities (USA), LLC
Credit Suisse Loan Funding LLC
Credit Suisse AG, Cayman Islands Branch

Credit Suisse AG (Asset Management)
Davidson Kempner Capital Management, L.P.
Davis Polk & Wardwell LLP
Deutsche Bank AG New York Branch
DuPont Capital Management Corporation
Eaton Vance Management
Federated Investment Management Company
Fidelity Management & Research Company
Frio LaSalle Pipeline LP
Frontier Communications
FTI Consulting, Inc.
FTS International Services LLC
Goldman Sachs Bank USA
Goldman Sachs Asset Management, L.P. (U.S.)
Great West Trust Company LLC
Guggenheim Partners Investment Management, LLC
Haynes and Boone, LLP
Invesco Advisers, Inc.
J.P. Morgan Chase Bank, N.A.
J.P. Morgan Investment Management, Inc.
J.P. Morgan Private Bank Account
J.P. Morgan Securities, LLC
Jefferies, LLC
Jupiter Resources GP LLC
Latham and Watkins LLP
Lincoln Life Assurance Co.
Marathon Oil Corporation
MCI
Metlife Investment Advisors, LLC
Mizuho
Mizuho Bank, Ltd.
Morrison & Foerster LLP
MUFG Bank, Ltd.
Neuberger Berman Investment Advisers, LLC
Nomura Corporate Research and Asset Management, Inc. (U.S.)
Nomura Securities International, Inc.
Paul, Weiss, Rifkind, Wharton & Garrison LLP
PineBridge Investments LLC
Pioneer Contract Services, Inc.
PPM America, Inc.
PriceWaterhouseCoopers
Principal Global Investors, LLC
Purpose Investments, Inc.
Putnam Investment Management, LLC
Riverstone Holdings LLC
Schroder Investment Management North America, Inc.
Silver Point Capital, L.P. (U.S.)
Solar Winds, Inc.

State of Wisconsin Investment Board
State Street Global Advisors (SSgA)
Sumitomo Mitsui Banking Corporation
The Bank of Nova Scotia
TIAA-CREF Investment Management, LLC
Toronto Dominion (New York) LLC
UBS Asset Management (Americas) Inc.
UBS Securities, Inc.
UMB Bank, National Association
USA Compression Partners LLC
USAA Asset Management Company
Verizon Business
Vontobel Asset Management AG (Switzerland)
Weatherford International, Inc.
Weil, Gotshal Manges LLP
Wellington Management Company, LLP
Wells Capital Management, Inc.
White & Case LLP
Wilmington Trust, National Association
Zayo Group LLC
Zurich American Insurance Company

Parties Listed on Exhibit 2 to FTI's Retention Application [ECF No. 136]

Access Industries
ACE American Insurance Company Adams and Reese LLP
AIG Specialty
AllianceBernstein, L.P. (U.S.)
Angelo Gordon & Company, L.P. Aon
Apache Corporation
APG Asset Management US, Inc.
Apollo Capital Management, L.P.
Apollo Global Management, LLC
Arch Insurance Company
Archrock Partners Operating LLC
Argo Group
Arnold & Porter LLP
AT&T
Avenue Capital Management II, L.P.
Axis Insurance Company
Baker & Hostetler LLP
Baker Botts L.L.P.
Baker Donelson
Baker Hughes
Bank of America, N.A.
Bank of Montreal
Barclays Capital, Inc.
Barings, LLC
BASF Corporation
Basic Energy Services Inc.

Beazley Group
Beck Redden LLP
Benefit Street Partners, LLC
Berkley Insurance Company
Berkley Offshore Underwriting Managers
BHP Billiton Petroleum Properties (N.A.), L.P.
Blackbrush Oil & Gas, LP
Blackstone Group L.P.
Blue Cross Blue Shield
BlueBay Asset Management, LLP
BMO Asset Management Inc.
BMO Harris Financing, Inc.
BNP Paribas
BOKF, NA
BP America Production Company
Brigade Capital Management, L.P.
Calpine Corporation
Capital One, National Association
CDM Resource Management LLC
Chesapeake Energy Corporation
Chesapeake Exploration, LLC
Chesapeake Operating Inc.
Chevron Midcontinent, L.P.
Chevron U.S.A. Inc.
Citibank, N.A.
Citigroup Global Markets, Inc.
Coats/Rose
Cogent Communications Inc.
Comerica Bank
Concho Resources Inc.
ConocoPhillips Company
Craig, Terrill, Hale, & Grantham, L.L.P.
Credit Suisse AG, Cayman Islands Branch
Credit Suisse Loan Funding LLC
Credit Suisse Securities (USA), LLC
Cross Sound Management
Davidson Kempner Capital Management, L.P.
Davis, Gerald & Cremer
Devon Energy Corporation
DNOW LP
DoubleLine Capital, L.P.
Earthstone Energy, Inc.
Eaton Vance Management
Elliott Management Corporation
Encana Corporation
Energen Resources Corporation
EOG Resources, Inc.
EP Energy
E&P Company, L.P.
EP Energy LLC
Equinor Texas Onshore Prop LLC
Evercore Group LLC
Exxon Mobil Corporation
ExxonMobil Oil Corporation
FBD Securities, Inc.
Fee, Smith, Sharp & Vitullo, LLP
Fidelity Management & Research Company
Flanagan Partners LLP
Frontier Communications
FTS International Services LLC
FTS International Services, LLC
General Electric Company
Goldman Sachs Asset Management, L.P. (U.S.)
Goldman Sachs Bank USA
Goodrich Petroleum Company LLC
Grant Prideco, Inc.
Greenberg Traurig, LLP Halliburton Company
Halliburton Energy Services
Halliburton Energy Services, Inc.
Hartford
Haynes and Boone, LLP
Health Care Service Corporation
Hess Corporation
Hilcorp Energy Company
Holland & Hart LLP
Houlihan Lokey, Inc.
HSBC Bank PLC
HSBC Securities (USA), Inc.
Illinois National Insurance Company
Indigo Minerals LLC
J. W. Power Company
J.P. Morgan Chase Bank, N.A.
J.P. Morgan Investment Management, Inc.
Jackson Walker L.L.P.
Jefferies, LLC
Johnson Gray McNamara, LLC
Jones Walker LLP
J-W Power Company
KBR, Inc.
Kean Miller LLP
Key Energy Services, LLC
Laredo Petroleum, Inc.
Liberty Mutual Insurance
Lincoln Life Assurance Co.
Liskow & Lewis Littler Mendelson, P.C.
Lloyd's Bank Plc
Locke Lord, LLC
Lonestar Operating, LLC
Louisiana Land and Exploration Company, LLC
Marathon Oil Corporation
Marathon Petroleum
Mayer Brown LLP

Mellon Bank
Milbank LLP
Mizuho Bank, Ltd.
Moelis & Company LLC
Monsanto Company
Morrison & Foerster LLP
MUFG Bank, Ltd.
Multi Chem Group
Munsch Hardt Kopf & Harr, P.C.
Nabors Drilling Technologies USA Inc.
National Oilwell Varco
National Union
National Union Insurance
Navigators Insurance Company
Newfield Exploration Company
NGL Water Solutions Eagle Ford LLC
Noble Energy, Inc.
Nomura Securities International, Inc.
Ogletree, Deakins, Nash, Smoak & Stewart, P.C.
OOGC America LLC Opentext Inc.
OXY USA, Inc.
Parsley Energy, Inc.
Patterson UTI Drilling Company LLC
Paul, Weiss, Rifkind, Wharton & Garrison LLP
PDC Energy, Inc.
Pharmacia Corporation Phelps Dunbar LLP
PIMCO - Pacific Investment Management Company
PineBridge Investments LLC
Pioneer Natural Resources Company
Plains Gas Solutions, L.L.C.
Porter Hedges LLP
Prime Clerk LLC
Principal Global Investors, LLC
QBE Insurance Corporation
RBC Dominion Securities, Inc.
Reynolds Frizzell, LLP
Royal Bank of Canada Saiber, LLC
Schroder Investment Management North America, Inc.
SG Americas Securities, LLC
Shell Offshore, Inc.
Shell Oil Company
Shell Trading US Company
Silver Point Capital, L.P. (U.S.)
SM Energy Company
Societe Generale
Squire Patton Boggs LLP
State of Louisiana
State of North Dakota
State of Oklahoma
Statoil Texas Onshore
Steptoe & Johnson PLLC
Strong Pipkin Bissell & Ledyard, L.L.P.
Stroock & Stroock & Lavan LLP
Sumitomo Mitsui Banking Corporation
SunTrust Bank
Susman Godfrey L.L.P.
SWEPI LP
Taft Stettinius & Hollister LLP
Talos Energy Inc. (f/k/a Talos Energy, LLC)
Tesoro Refining & Marketing
Tesoro Refining & Marketing Company
Texas General Land Office
The Bank of New York Mellon
The Bank of Nova Scotia
The Louisiana Land and Exploration Company LLC
Thompson & Knight LLP
Toronto Dominion (New York) LLC
Total Petrochemicals, USA, Inc.
Travelers Casualty and Surety Company of America
Twin City Fire Insurance Company
Twin Eagle Resource Management, LLC
U.S. Environmental Protection Agency
UBS AG-Stamford Branch
UBS Securities, Inc.
UMB Bank, National Association
Union Oil Company of California
United States Environmental Protection Agency
United States of America
Vinson & Elkins LLP
Vitol, Inc.
Wachtell, Lipton, Rosen & Katz
Warner Music Group
Weatherford International Plc.
Weatherford International, Inc.
Weatherford US LP
Weil, Gotshal Manges LLP
Wellington Management Company, LLP
Wells Capital Management, Inc.
Wells Fargo Securities, LLC
Wells Fargo, National Bank Association
Weyerhaeuser Company
Wilmington Trust Company
Wilmington Trust, National Association
Winstead PC
XL Specialty Insurance Company
XTO Energy Inc.
Zayo Group LLC
Zurich American Insurance Company

ANNEX 2

Connections to Potential Parties-in-Interest

Connections to Potential Parties in Interest

Party Name¹	Relationship to Debtors²	Relationship to Stroock³
AEGON USA Investment Management, LLC	Known Current or Former Holder of 8.00% Senior Secured Notes Due 2024; 7.75% Senior Secured Notes Due 2026; and 6.375% Senior Unsecured Notes Due 2023	Current Client
AIG Specialty	Debtors' Insurance Providers/Insurance Brokers	Current Client
AllianceBernstein, L.P. (U.S.)	Known Current or Former Holder of 9.375% Senior Secured Notes Due 2024; 7.75% Senior Unsecured Notes Due 2022; 7.75% Senior Secured Notes Due 2026; and 8.00% Senior Secured Notes Due 2025	Current Client
Allianz Global Investors U.S., LLC	Known Current or Former Holder of 9.375% Senior Secured Notes Due 2020; 6.375% Senior Unsecured Notes Due 2023	Affiliate or Subsidiary of Former Client
American Arbitration Association	Known Affiliations of Debtors' Directors	Current Client

¹ This column lists the persons or entities identified in the Debtors' Potential Parties in Interest List and certain other potential parties in interest currently known to Stroock based on publicly available information. There may be certain entities for which Stroock was unable to determine whether a Stroock client constituted an affiliate of such entities. In certain circumstances, Stroock has assumed that certain parties that utilized similar corporate names were affiliated for purposes of this Declaration.

² This column lists the connection(s) between the party and the Debtors as reported by the Debtors.

³ The term "Current Client" refers to any person or entity for which there are, as of the Petition Date, active matters on which Stroock is engaged; the term "Former Client" refers to any person or entity for which there are no active matters as of the Petition Date, but time was posted in the three-year period prior to the Petition Date and the client representation has terminated or was identified as closed. Please note that the identification of a party in interest herein is not an admission of a conflict, disabling or otherwise. Stroock's former representation of any person or entity as to which time has not been posted during the three-year period prior to the Petition Date has not been disclosed.

Party Name¹	Relationship to Debtors²	Relationship to Stroock³
Angelo Gordon & Company, L.P.	Known Current or Former Holder of 7.75% Senior Secured Notes Due 2022; and 7.75% Senior Secured Notes Due 2026	Current Client
Antora Peak Capital Management LP	Known Current Holder of Unsecured Notes	Former Client
Apollo Capital Management, L.P.	Known Current or Former Holder of 9.375% Senior Secured Notes Due 2024; and 8.00% Senior Secured Notes Due 2025 Known Common Stockholder (Greater Than 5%)	Former Client
Apollo Global Management, LLC	Known Affiliations of Debtors' Directors	Former Client
Arch Insurance Company	Insurance Providers/Insurance Brokers	Current Client
Artisan Partners Limited Partnership	Known Current or Former Holder of 9.375% Senior Unsecured Notes Due 2020	Current Client
Avenue Capital Management II, L.P.	Known Current or Former Holder of 9.375% Senior Secured Notes Due 2024	Current Client
Bank of America, N.A.	RBL Lender Other Secured Creditors and Parties Who Have Filed Liens/Letters of Credit Counterparties/ Issuers of Letters of Credit	Current Client
Bank of America Credit Products, N.A.	RBL Lender	Affiliate or Subsidiary of Current Client

Party Name ¹	Relationship to Debtors ²	Relationship to Stroock ³
Bank of America Merrill Lynch Proprietary Trading	Known Current or Former Holder of 6.375% Senior Unsecured Notes Due 2023; 9.375% Senior Secured Notes Due 2024; and 7.75% Senior Secured Notes Due 2026	Affiliate or Subsidiary of Current Client
Barclays Capital, Inc.	Known Current or Former Holder of 8.00% Senior Unsecured Notes Due 2025	Affiliate or Subsidiary of Current Client
Barings, LLC	Known Current or Former Holder of 8.00% Senior Secured Notes Due 2024; 8.00% Senior Secured Notes Due 2025; 7.75% Senior Secured Notes Due 2026	Current Client
Benefit Street Partners, LLC	Known Current or Former Holder of 9.375% Senior Unsecured Notes Due 2020	Current Client
Berkley Insurance Company	Insurance Providers/ Insurance Brokers	Former Client
BlackRock Advisors, LLC	Known Current or Former Holder of 9.375% Senior Secured Notes Due 2024; 8.00% Senior Secured Notes Due 2024; 8.00% Senior Secured Notes Due 2025; 7.75% Senior Secured Notes Due 2026; 9.375% Senior Unsecured Notes Due 2020; and 6.375% Senior Unsecured Notes Due 2023	Former Client ⁴

⁴ Stroock currently represents independent trustees of certain funds managed by BlackRock Advisors, LLC; upon information and belief, BlackRock Advisors, LLC and/or one of its affiliates is responsible for the payment of Stroock's fees and expenses.

Party Name¹	Relationship to Debtors²	Relationship to Stroock³
Blackstone Group L.P.	Known Current or Former Holder of 7.75% Senior Secured Notes Due 2026	Affiliate or Subsidiary of Current Client
Brigade Capital Management, LP.	Known Current or Former Holder of 7.75% Senior Secured Notes Due 2026	Current Client
Brookfield Investment Management, Inc.	Known Current or Former Holder of 6.375% Senior Secured Notes Due 2023; and 8.00% Senior Secured Notes Due 2024	Former Client
Capital One, National Association	RBL Lender	Current Client
Citadel Securities, LLC	Known Current or Former Holder of Holder of 9.375% Senior Secured Notes Due 2020	Current Client
Citibank, N.A.	Hedge Counterparties Other Secured Creditors and Parties Who Have Filed Liens/Letters of Credit Counterparties/ Issuers of Letters of Credit RBL Lender	Current Client
Citigroup Financial Products, Inc.	RBL Lender	Affiliate or Subsidiary of Current Client
Citigroup Global Advisors, Inc.	Known Current or Former Holder of 8.00% Senior Secured Notes Due 2024 RBL Lender	Affiliate or Subsidiary of Current Client
CQS (UK) LLP	Known Current or Former Holder of 7.750% Senior Secured Notes due 2026	Current Client

Party Name ¹	Relationship to Debtors ²	Relationship to Stroock ³
Crescent Capital Group L.P.	Known Current or Former Holder of 8.00% Senior Secured Notes Due 2024; 7.75% Senior Secured Notes Due 2026; 9.375% Senior Unsecured Notes Due 2020	Former Client
Cross Sound Management	Known Current or Former Holder of 9.375% Senior Secured Notes Due 2024	Former Client
Davidson Kempner Capital Management, L.P.	Known Current or Former Holder of 8.00% Senior Secured Notes Due 2024; 7.75% Senior Secured Notes Due 2026	Current Client
Deutsche Bank AG New York Branch	RBL Lender	Former Client
Diameter Capital Partners LP	Known Current or Former Holder of Unsecured Notes	Former Client
DoubleLine Capital, L.P.	Known Current or Former Holder of 7.75% Senior Secured Notes Due 2026	Current Client
DuPont Capital Management Corporation	Known Current or Former Holder of 7.75% Senior Secured Notes Due 2026	Current Client
Eaton Vance Management	Known Current or Former Holder of 8.00% Senior Secured Notes Due 2024	Former Client
Elliott Management Corporation	Known Current or Former Holder of 9.375% Senior Secured Notes Due 2024; 8.00% Senior Secured Notes Due 2024; 8.00% Senior Secured Notes Due 2024; and 7.75% Senior Secured Notes Due 2026	Former Client

Party Name ¹	Relationship to Debtors ²	Relationship to Stroock ³
Elliott Associates, L.P.	Known Current or Former Holder of 9.375% Senior Secured Notes Due 2024; 8.00% Senior Secured Notes Due 2024; 8.00% Senior Secured Notes Due 2024; and 7.75% Senior Secured Notes Due 2026	Former Client
Elliott International, L.P.	Known Current or Former Holder of 9.375% Senior Secured Notes Due 2024; 8.00% Senior Secured Notes Due 2024; 8.00% Senior Secured Notes Due 2024; and 7.75% Senior Secured Notes Due 2026	Affiliate or Subsidiary of Former Client
Federal Insurance Company	Debtors' Insurance Providers/Insurance Brokers	Former Client
Federated Investment Management Company	Known Current or Former Holder of 6.375% Senior Unsecured Notes Due 2023	Former Client
Fidelity Management & Research Company	Known Current or Former Holder of 7.75% Senior Secured Notes Due 2026; and 8.00% Senior Secured Notes Due 2024	Former Client
Goldman Sachs Bank USA	RBL Lender	Current Client
Goldman Sachs Asset Management, L.P. (U.S.)	Known Current or Former Holder of 9.375% Senior Secured Notes Due 2020	Current Client
Guggenheim Partners Investment Management, LLC	Unknown ⁵	Current Client
Hess Corporation	Parties To Litigation Or Potential Litigation	Current Client

⁵ Identified in Evercore's retention application.

Party Name ¹	Relationship to Debtors ²	Relationship to Stroock ³
Houlihan Lokey, Inc.	Known Professionals for Secured/Unsecured Lenders	Current Client
HSBC Securities (USA), Inc.	Known Current or Former Holder of 8.00% Senior Secured Notes Due 2024; 7.75% Senior Unsecured Notes Due 2026; and 9.375% Senior Secured Notes Due 2020	Affiliate or Subsidiary of Current Client
HSBC Bank PLC	Known Current or Former Holder of 9.375% Senior Secured Notes Due 2020	Affiliate or Subsidiary of Current Client
ING Capital LLC	RBL Lender	Affiliate or Subsidiary of Former Client
Invesco Advisers, Inc.	Known Current or Former Holder of 9.375% Senior Secured Notes Due 2024; 8.00% Senior Secured Notes Due 2024; 7.75% Senior Secured Notes Due 2026; and 9.375% Senior Secured Notes Due 2020	Current Client
J. Aron & Company LLC	Hedge Counterparty	Affiliate or Subsidiary of Current Client
J.P. Morgan Chase Bank, N.A	RBL Administrative Agent RBL Lender Depository/ Disbursement Banks Hedge Counterparty	Current Client
J.P. Morgan Investment Management, Inc.	Known Current or Former Holder of 9.375% Senior Secured Notes Due 2024; and 8.00% Senior Secured Notes Due 2024	Current Client

Party Name¹	Relationship to Debtors²	Relationship to Stroock³
Jefferies, LLC	Known Current or Former Holder of 6.375% Senior Unsecured Notes Due 2023	Affiliate or Subsidiary of Former Client
Jefferies Group LLC	Known Committee Professional	Affiliate or Subsidiary of Former Client
Liberty Mutual Insurance	Insurance Providers / Insurance Brokers	Current Client
Merrill Lynch Commodities, Inc.	Hedge Counterparties	Current Client
MetLife Investment Advisors, LLC	Unknown ⁶	Current Client
Mizuho Bank, Ltd.	RBL Lender	Current Client
Moelis & Company LLC	Known Professionals for Secured/Unsecured Lenders	Former Client
Monarch Alternative Capital, L.P. (U.S.)	Known Current or Former Holder of 7.75% Senior Secured Notes Due 2026	Current Client
Neuberger Berman Investment Advisers, LLC	Known Current or Former Holder of 7.75% Senior Unsecured Notes Due 2022; and 6.375% Senior Unsecured Notes Due 2023	Former Client
Nomura Corporate Financing Americas, LLC	RBL Lender	Affiliate or Subsidiary of Current Client
OppenheimerFunds, Inc.	Known Current or Former Holder of 8.00% Senior Secured Notes Due 2024	Affiliate or Subsidiary of Current Client
Paloma Partners Management Company	Known Current or Former Holder of Unsecured Notes	Former Client

⁶ Identified in Evercore's retention application.

Party Name¹	Relationship to Debtors²	Relationship to Stroock³
PIMCO - Pacific Investment Management Company	Known Current or Former Holder of 9.375% Senior Secured Notes Due 2024; and 7.75% Senior Secured Notes Due 2026	Current Client
PineBridge Investments LLC	Known Current or Former Holder of 7.75% Senior Secured Notes Due 2026	Former Client
QBE Insurance Corporation	Insurance Providers/ Insurance Brokers	Affiliate or Subsidiary of Former Client
Royal Bank of Canada	RBL Lender	Former Client
Silver Point Capital, L.P. (U.S.)	Known Current or Former Holder of 8.00% Senior Secured Notes Due 2024	Former Client
State Street Global Advisors (SSgA)	Known Current or Former Holder of 9.375% Senior Secured Notes Due 2024; 8.00% Senior Secured Notes Due 2024; 8.00% Senior Secured Notes Due 2025; and 6.375% Senior Unsecured Notes Due 2023	Affiliate or Subsidiary of Former Client
TIAA-CREF Investment Management, LLC	Known Current or Former Holder of 7.75% Senior Secured Notes Due 2026	Affiliate or Subsidiary of Current Client
Traveler's Property Casualty Group	Surety Providers / Beneficiaries / Brokers	Affiliate or Subsidiary of Current Client
Travelers Casualty and Surety Company of America	Insurance Providers / Insurance Brokers	Current Client
UBS AG – Stamford Branch	RBL Lender	Affiliate or Subsidiary of Former Client
UBS Asset Management (Americas) Inc.	Known Current or Former Holder of 9.375% Senior Secured Notes Due 2024	Affiliate or Subsidiary of Former Client

Party Name¹	Relationship to Debtors²	Relationship to Stroock³
UBS Securities, Inc.	Known Current or Former Holder of 9.375% Senior Unsecured Notes Due 2020	Affiliate or Subsidiary of Former Client
Ultimate Software Group	Major Benefits Administrators Or Additional Third-Party Administrators	Current Client
USAA Asset Management Company	Known Current or Former Holder of 7.75% Senior Secured Notes Due 2026	Current Client
Verizon Business	Debtors' Utility Provider	Affiliate or Subsidiary of Current Client
Waddell & Reed Investment Management Company	Known Current or Former Holder 8.00% Senior Secured Notes Due 2025; and 9.375% Senior Secured Notes Due 2024	Current Client
Wasserstein & Co.	Known Current or Former Holder of Unsecured Notes	Former Client
Wellington Management Company, LLP	Known Current or Former Holder of 7.75% Senior Secured Notes Due 2026	Former Client
Wells Fargo, National Bank Association	RBL Lender	Affiliate or Subsidiary of Former Client
Wells Fargo Securities, LLC	Known Current or Former Holder of 8.00% Senior Secured Notes Due 2024; 8.00% Senior Secured Notes Due 2025; and 7.75% Senior Secured Notes Due 2026	Affiliate or Subsidiary of Former Client
Wilmington Trust, National Association	Senior Secured and Senior Notes Indenture Trustees	Current Client
Wilmington Savings Fund Society FSB	Senior Secured and Senior Notes Indenture Trustees	Current Client

Party Name¹	Relationship to Debtors²	Relationship to Stroock³
Wolverine Flagship Fund Trading Limited	Known Current or Former Holder of 7.750% Senior Secured Notes due 2026	Current Client

EXHIBIT C

Declaration of Patrick J. Healy

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

<p>In re:</p> <p>EP ENERGY CORPORATION , <i>et al.</i>,¹</p> <p style="text-align: center;">Debtors.</p>	§ § § § § § §	<p>Chapter 11</p> <p>Case No. 19-35654 (MI)</p> <p>(Jointly Administered)</p>
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**DECLARATION OF PATRICK J. HEALY IN SUPPORT OF APPLICATION
OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR
ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION
OF STROOCK & STROOCK & LAVAN LLP AS COUNSEL,
EFFECTIVE AS OF OCTOBER 24, 2019**

Patrick J. Healy, under penalty of perjury, declares:

1. I, Patrick J. Healy, am the duly authorized representative of Wilmington Savings Fund Society, FSB, as the indenture trustee for the 9.375% Senior Notes due 2020, the 7.750% Senior Notes due 2022, and the 6.375% Senior Notes due 2023 (the “Unsecured Notes Indenture Trustee”), a member of the Official Committee of Unsecured Creditors (the “Committee”), appointed in the above-captioned cases.

2. As Chair of the Committee, I am authorized to make this Declaration in support of the Committee’s application (the “Application”)² for authorization to employ and retain Stroock as counsel to the Committee pursuant to Section 1103(a) of the Bankruptcy Code, Bankruptcy Rules 2014, and Local Bankruptcy Rule 2014-1.

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are, as applicable: EP Energy Corporation (2728), EPE Acquisition, LLC (5855), EP Energy LLC (1021), Everest Acquisition Finance Inc. (0996), EP Energy Global LLC (7534), EP Energy Management, L.L.C. (5013), EP Energy Resale Company, L.L.C. (9561), and EP Energy E&P Company, L.P. (7092). The Debtors’ primary mailing address is 1001 Louisiana Street, Houston, TX 77002.

² Each capitalized term that is not defined herein shall have the meaning ascribed to such term in the Application.

3. This Declaration is provided pursuant to the UST Guidelines. Except as otherwise noted herein, all facts in this Declaration are based on my personal knowledge and belief of the matters set forth herein, information gathered from my review of relevant documents, and information supplied to me by Stroock.

4. I am informed by Stroock that Paragraph D.2. of the UST Guidelines requires that any application for employment of an attorney under 11 U.S.C. § 1103 be accompanied by a verified statement from the client that addresses the following:

- (a) The identity and position of the person making the verification. The person ordinarily should be the general counsel of the debtor or another officer responsible for supervising outside counsel and monitoring and controlling legal costs.
- (b) The steps taken by the client to ensure that the applicant's billing rates and material terms for the engagement are comparable to the applicant's billing rates and terms for other non-bankruptcy engagements and to the billing rates and terms of other comparably skilled professionals.
- (c) The number of firms the client interviewed.
- (d) If the billing rates are not comparable to the applicant's billing rates for other non-bankruptcy engagements and to the billing rates of other comparably skilled professionals, the circumstances warranting the retention of that firm.
- (e) The procedures the client has established to supervise the applicant's fees and expenses and to manage costs. If the procedures for the budgeting, review and approval of fees and expenses differ from those the client regularly employs in non-bankruptcy cases to supervise outside counsel, explain how and why. In addition, describe any efforts to negotiate rates, including rates for routine matters, or in the alternative to delegate such matters to less expensive counsel.

IDENTITY OF DECLARANT

5. On October 21, 2019, the Office of the United States Trustee for Region 7, Southern and Western Districts of Texas (the "U.S. Trustee") appointed the Committee.. The Committee is currently comprised of the following entities: (i) Wilmington Trust, N.A.; (ii) Wilmington Savings Fund Society, FSB; (iii) Rene R. Barrientos, Ltd.; and (iv) Antora Peak

Capital Management LP. On October 24, 2019, the Committee selected Stroock & Stroock & Lavan LLP to serve as counsel, Polsinelli PC to serve as local Texas counsel, and Pachulski Stang Ziehl & Jones LLP to serve as conflicts counsel, in each case, subject to the Court's approval. On October 25, 2019, the Committee selected Jefferies LLC to serve as investment banker, and on October 26, 2019, the Committee selected AlixPartners, LLP to serve as financial advisor, in each case subject to the Court's approval. The Committee also appointed Wilmington Savings Fund Society, FSB to serve as the Chair of the Committee.

6. As a Senior Vice President and Director of Global Bankruptcy, Debt and Agency Services for Wilmington Savings Fund Society, FSB, the Unsecured Notes Indenture Trustee, and a member of the Committee, I was directly involved in the Committee's decision to retain Stroock and actively participated in negotiating the terms of Stroock's employment together with the other members of the Committee.

STEPS TAKEN TO ENSURE THE COMPARABILITY OF ENGAGEMENT TERMS

7. Stroock has informed the Committee that its rates for bankruptcy representations are comparable to the rates Stroock charges for non-bankruptcy representations, and that Stroock endeavors to set its hourly rates for attorneys and paraprofessionals at levels competitive to those charged by peer firms.

COMMITTEE'S SELECTION OF COUNSEL

8. Following its formation, the Committee selected four law firms to interview to represent the Committee as lead bankruptcy counsel in these cases. After interviewing these firms, the Committee found Stroock to be uniquely qualified for the present engagement and selected Stroock as its counsel. As described in the Application and the Gilad Declaration, Stroock maintains a broad-based, nationwide practice and has a long history of representing official committees (and other parties in interest) in large, complex chapter 11

cases. Therefore, it is the Committee's opinion that Stroock's capabilities and expertise will enable it to faithfully and competently fulfill its responsibilities to the Committee.

RATE STRUCTURE

9. Stroock has informed the Committee that its hourly rates are subject to periodic adjustments (typically in January of each year) to reflect economic and other conditions. Stroock has advised the Committee that it will inform the Committee of any such adjustments.

COST SUPERVISION

10. The Committee recognizes its responsibility to closely monitor Stroock's billing practices to ensure the fees and expenses charged are consistent with the Committee's expectations and the exigencies of these Chapter 11 Cases. Accordingly, the Committee will work with Stroock to develop a prospective budget and staffing plan, which the Committee intends to review on an ongoing basis, as necessary. The Committee will also review Stroock's invoices and any applications for payment of fees and reimbursement of expenses that it submits to the Court. In addition, Stroock's fees and expenses will be subject to this Court's review and approval pursuant to any procedures that may be or have already been established by the Court in these Chapter 11 Cases.

11. Nothing contained herein is intended to limit Stroock's ability to request allowance and payment of fees and expenses pursuant to 11 U.S.C. §§ 330 and 331, nor to restrict Stroock's right to defend against any objection raised to the allowance or payment of such fees, nor to restrict the Committee's right to use conflicts counsel to prosecute any such fee objection to the extent it is not resolved informally by the parties or raised by another party-in-interest, such as the U.S. Trustee.

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.

November 23, 2019

By: /s/ Patrick J. Healy
Patrick J. Healy
Senior Vice President and Director of Global
Bankruptcy, Debt and Agency Services

WILMINGTON SAVINGS FUND SOCIETY,
FSB, Unsecured Notes Indenture Trustee,
Committee Chair