

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

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

**APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS PURSUANT TO SECTIONS 327, 330, AND 1103 OF THE BANKRUPTCY CODE, FEDERAL RULES OF BANKRUPTCY PROCEDURE 2014(a) AND 2016, AND LOCAL RULES 2014-1 AND 2016-1 FOR AUTHORIZATION TO RETAIN AND EMPLOY PACHULSKI STANG ZIEHL & JONES LLP AS CONFLICTS COUNSEL *NUNC PRO TUNC* TO NOVEMBER 1, 2019**

**IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING, SPECIFICALLY ANSWERING EACH PARAGRAPH OF THIS PLEADING. UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE WITH THE CLERK OF THE BANKRUPTCY COURT WITHIN TWENTY-ONE DAYS FROM THE DATE YOU WERE SERVED WITH THIS PLEADING. YOU MUST SERVE A COPY OF YOUR RESPONSE ON THE PERSON WHO SENT YOU THE NOTICE; OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.**

The Official Committee of Unsecured Creditors (the “Committee”) of EP Energy Corporation, and its affiliated debtors (collectively, the “Debtors”) hereby submits its application (the “Application”) for the entry of an order, pursuant to sections 328(a) and 1103(a) of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of Texas (the “Local Rules”), authorizing

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: 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.

and approving the employment of Pachulski Stang Ziehl & Jones LLP (“PSZ&J” or the “Firm”) as conflicts counsel for the Committee in connection with the above-captioned chapter 11 cases (the “Chapter 11 Cases”), effective as of November 1, 2019. In support of the Application, the Committee submits (a) the declaration of Robert J. Feinstein (the “Feinstein Declaration”), a partner of the Firm, attached hereto as **Exhibit A** and incorporated herein by reference, and (b) the declaration of Patrick J. Healy, attached hereto as **Exhibit B** and incorporated herein by reference. In further support of the Application, the Committee respectfully represents as follows:

### **Jurisdiction and Venue**

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

2. The statutory predicates for the relief requested herein are sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1.

### **Background**

3. On October 3, 2019 (the “Petition Date”), each of the Debtors filed a voluntary petition with this Court under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these Chapter 11 Cases.

4. On October 21, 2019, the Office of the United States Trustee appointed the Committee pursuant to section 1102 of the Bankruptcy Code. The Committee consists of the

following four (4) members: (i) Wilmington Trust, N.A.; (ii) Wilmington Savings Fund Society, FSB; (iii) Rene R. Barrientos, Ltd.; and (iv) Antora Peak Capital Management LP.

5. The Committee has retained Stroock & Stroock & Lavan LLP ("Stroock") as its bankruptcy counsel. In addition, the Committee decided to employ PSZ&J as conflicts counsel.

**Basis for Relief Requested**

6. The Committee has selected PSZ&J to serve as its conflicts counsel with respect to certain matters that cannot be handled by Stroock due to potential conflicts of interest. In each case, PSZ&J and Stroock will work together to prevent unnecessary duplication of efforts.

7. The Committee seeks to retain PSZ&J as its conflicts counsel because of (i) PSZ&J's extensive experience and knowledge in the field of debtors' and creditors' rights and business reorganizations under chapter 11 of the Bankruptcy Code, (ii) PSZ&J's expertise, experience and knowledge practicing before this Court, and (iii) PSZ&J's ability to represent the Committee in matters that cannot be handled by Stroock due to potential conflicts of interest.

8. PSZ&J has indicated a willingness to act as conflicts counsel on the Committee's behalf, in accordance with the terms of this Application.

9. The Committee understands that PSZ&J will seek compensation from the Debtors' estates at its regular hourly rates for attorneys and paraprofessionals, and reimbursement of expenses incurred on the Committee's behalf, subject to prior Court approval after notice and a hearing.

10. The Committee submits that it is necessary to employ PSZ&J as conflicts counsel to ensure that the interests of the Committee are adequately represented in an efficient and effective manner. The Committee believes that, in light of PSZ&J's familiarity with the facts of these Chapter 11 Cases, as well as its understanding and knowledge of the Debtors' business and

restructuring issues, and its experience before this Court, PSZ&J is well suited to provide legal services to the Committee.

11. The Committee requests that any order entered authorizing PSZ&J's employment be effective as of November 1, 2019.

**Services to Be Provided**

12. PSZ&J is expected to render legal services in matters that may not be handled by Stroock due to potential conflicts of interest, specifically including matters involving JPMorgan Chase Bank, N.A., the Debtors' prepetition RBL Agent and proposed DIP Agent.

13. As stated above, PSZ&J and Stroock have informed the Committee that they will coordinate their respective tasks to avoid duplication of effort between the firms. The determination to have PSZ&J handle certain matters arising in these Chapter 11 Cases shall not constitute a determination that Stroock has a conflict of interest with respect to any such matters. PSZ&J will consult with Stroock, as necessary, with respect to all matters relevant to the Firm's employment.

**Professional Compensation**

14. Subject to Court approval in accordance with section 330(a) of the Bankruptcy Code, compensation will be payable to PSZ&J on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by PSZ&J. The Firm will charge its usual and customary hourly rates. The Firm's billing rates range as follows:

Partners:	\$725.00 to \$1,395.00
Counsel:	\$650.00 to \$1,095.00
Associates	\$575.00 to \$695.00
Paraprofessionals	\$325.00 to \$425.00

15. The principal attorneys presently designated to represent the Committee and their current standard hourly rates are:

- a. Robert J. Feinstein \$1,145.00 per hour
- b. Debra Grassgreen \$1,050.00 per hour
- c. Jeffrey N. Pomerantz \$1,025.00 per hour
- d. Maxim B. Litvak \$925.00 per hour

16. Other attorneys and paralegals may from time to time serve the Committee in connection with the matters described herein.

17. The hourly rates set forth above are PSZ&J's standard hourly rates for work of this nature. These rates are set at a level designed to fairly compensate PSZ&J for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses.<sup>2</sup>

18. It is PSZ&J's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone and telecopier charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by PSZ&J to outside copying services for use in mass mailings, travel expenses, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime.

### **Disinterestedness of Professionals**

19. To the best of the Committee's knowledge, except as stated in the Feinstein Declaration, PSZ&J does not hold or represent an interest that is adverse to the Committee and

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<sup>2</sup> These rates are subject to periodic adjustments to reflect economic and other conditions. Prior to any increases in the rates set forth herein, PSZ&J shall file a supplemental declaration with the Court and give ten (10) business days' notice to the Debtors, the United States Trustee and the Committee.

the Debtors' estates and does not hold or represent any interest adverse to and has no connection with the Committee, the Debtors herein, their creditors or any party-in-interest herein in the matters upon which PSZ&J is to be retained. Therefore, to the best of the Committee's knowledge, except as stated in the Feinstein Declaration, PSZ&J is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code.

20. PSZ&J represents many committees in other bankruptcy cases, the members of which (together with other creditors of these cases) may be creditors of the Debtors. However, PSZ&J will not represent any members of those committees with respect to any claims that they may have collectively or individually against the Debtors.

**Notice**

21. In accordance with the *Order Granting Complex Chapter 11 Bankruptcy Case Treatment* [Docket No. 31], notice of this Application has been given to all parties listed on the Master Service List (as defined in the Procedures for Complex Chapter 11 Cases in the Southern District of Texas). Because of the nature of the relief requested, the Committee submits that such notice is sufficient and that no other or further notice need be given.

**No Prior Request**

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

*[Remainder of page intentionally left blank]*

WHEREFORE, the Committee requests that the Court enter an Order, substantially in the form attached hereto as **Exhibit C**, (i) authorizing the Committee to employ and retain PSZ&J as its conflicts counsel, *nunc pro tunc* to November 1, 2019, (ii) authorizing the payment and reimbursement of PSZ&J's fees and disbursements, subject to interim and final allowance thereof in accordance with sections 330 and 331 of the Bankruptcy Code or as otherwise ordered by the Court, and (iii) granting such other and further relief as may be just and proper.

Dated: November 22, 2019

**THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF EP ENERGY  
CORPORATION, *et al.***

*/s/ Patrick J. Healy*

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By: Patrick J. Healy

Solely in its capacity as Chair of the Official  
Committee of Unsecured Creditors of EP Energy  
Corporation, *et al.*, and not in any other capacity

**Certificate of Service**

I, Patrick J. Healy, do hereby certify that on November 22, 2019, this *APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR AUTHORIZATION TO RETAIN AND EMPLOY PACHULSKI STANG ZIEHL & JONES LLP AS CONFLICTS COUNSEL NUNC PRO TUNC TO NOVEMBER 1, 2019* was served on all parties entitled to service under the Court's ECF system.

/s/ Patrick J. Healy

By: Patrick J. Healy



# **EXHIBIT A**

## **Declaration of Robert J. Feinstein**

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

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

**DECLARATION OF ROBERT J. FEINSTEIN IN SUPPORT OF  
APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS PURSUANT TO SECTIONS 327, 330, AND 1103 OF THE  
BANKRUPTCY CODE, FEDERAL RULES OF BANKRUPTCY  
PROCEDURE 2014(a) AND 2016, AND LOCAL RULES 2014-1 AND 2016-1  
FOR AUTHORIZATION TO RETAIN AND EMPLOY PACHULSKI STANG ZIEHL  
& JONES LLP AS CONFLICTS COUNSEL *NUNC PRO TUNC* TO NOVEMBER 1, 2019**

I, ROBERT J. FEINSTEIN, declare under penalty of perjury pursuant to 28 U.S.C. § 1746, and pursuant to Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2014-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of Texas, that the following is true and correct:

1. I am a member of the firm of Pachulski Stang Ziehl & Jones LLP (“PSZ&J” or the “Firm”), and maintain an office at 780 Third Avenue, 34<sup>th</sup> Floor, New York, New York 10017-2024. I am duly admitted to practice law in the State of New York, the United States District Courts for the Southern, Eastern, Northern, and Western Districts of New York, and the United States Court of Appeals for the Second, Fourth and Sixth Circuits. I make this declaration (“Declaration”) in support of the application filed concurrently herewith (the

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: 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.

“Application”)<sup>2</sup> of the Official Committee of Unsecured Creditors appointed in the Chapter 11 Cases of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) seeking entry of an order, substantially in the form attached to the Application as Exhibit B, authorizing the retention of PSZ&J as conflicts counsel to the Committee in accordance with sections 328 and 1103 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) and to provide the disclosure required under Rule 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rules 2014-1 and 2016-1 of the Bankruptcy Local Rules for the Southern District of Texas (“BLR”).

2. Neither I, the Firm, nor any partner, of counsel or associate thereof, insofar as I have been able to ascertain, has any connection with the Debtors, their creditors or any other parties-in-interest herein, or their respective attorneys and accountants, the U.S. Trustee, or any person employed in the office of the U.S. Trustee, except as set forth herein.

3. Unless otherwise stated in this Declaration, I have personal knowledge of the facts hereinafter set forth. To the extent that any information disclosed herein requires subsequent amendment or modification upon PSZ&J’s completion of further analysis or as additional information regarding creditors and other parties-in-interest becomes available, one or more supplemental declarations will be submitted to the court reflecting the same.

4. In connection with this proposed retention, we obtained from the retention application filed by the Debtors’ counsel a comprehensive list of entities (the “Contact Parties”) who may have contacts with the Debtors (the “Retention Checklist”), a copy of which is attached hereto as **Exhibit 1**. According to the Retention Checklist, the Contact Parties include, but are not limited to: (a) the Debtors and their subsidiaries; (b) non-Debtor affiliates, Parent and

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings and definitions ascribed to such terms in the Application.

subsidiaries; (c) the Debtors' officers and directors; (d) the RBL Lenders and Administrative Agent; (e) the Hedge Counterparties; (f) the Senior Secured and Senior Notes Indenture Trustees; (g) known current or former holders of Senior Secured Notes; (h) known common stockholders (greater than 5%); (i) top 30 largest unsecured creditors of Debtors; (j) secured creditors and parties who have filed liens/letters of credit; (k) counterparties/issuers of letters of credit; (l) parties to material, royalty and joint interest billing contracts with Debtors; (m) parties to material unexpired leases with Debtors; (n) parties to material royalty contracts with Debtors; (o) major benefits administrators or additional third-party administrators; (p) taxing, licensing, regulatory, reclamation, bonding, permitting authorities; (q) material suppliers and vendors; (r) utility providers; (s) major customers/ competitors; (t) parties to litigation or potential litigation; (u) Debtors' professionals/ ordinary course professionals; (v) known professionals for secured/unsecured lenders; (w) Bankruptcy Judges/ Clerks/ Staff for the Southern District of Texas; (x) Attorneys/Staff for Office of U.S. Trustee for Southern District of Texas – Region 7; and (y) Attorneys/Staff for the United States Attorney's Office for Southern District of Texas. A copy of the Retention Checklist is attached hereto as Schedule 2.

5. Section 1103(b) of the Bankruptcy Code does not incorporate the general "disinterestedness" standard of section 327(a) of the Bankruptcy Code. However, Rule 2014 requires that an application for employment under Section 1103 disclose all connections with the Debtors, the estates, the professionals and the Office of the Trustee. The Firm, therefore, discloses its known connections as follows:

6. The Firm has made the following investigation of disinterestedness prior to submitting this Declaration. The Firm has undertaken a full and thorough review of its computer database, which contains the names of clients and other parties interested in particular matters.

The Firm requires all of its professionals, before accepting the representation of a new client, or the representation of an existing client in a new matter, to perform a conflicts check through the Firm's database and to enter conflict information regarding new clients or new matters into that database. Thus, a review of said computerized database should reveal any and all actual or potential conflicts of interest with respect to any given representation. In particular, an employee of the Firm, under my supervision, ran the names of the parties identified on the Retention Checklist.

7. Based on the results of the database, it appears that PSZ&J does not hold or represent any interest adverse to and has no connection, subject to the disclosures set forth below, with the Debtors herein, their creditors, the U.S. Trustee or any party-in-interest herein in the matters upon which PSZ&J is to be retained, and is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, subject to the following material disclosures:

- a. Certain attorneys of the Firm have represented, and may continue to represent, a potential investor in the Debtors' outstanding debt. The Firm has implemented a conflicts wall between the attorneys of the Firm representing such potential investor and the attorneys of the Firm representing the Committee such that there will be no communications or exchange of information regarding the Debtors between these two groups of attorneys;
- b. PSZ&J presently advises Elliott Associates, L.P. in reference to a number of matters unrelated to EP Energy.
- c. The Firm is counsel to ETC Northeast Pipeline LLC and Rover Pipeline LLC, affiliates of Energy Transfer L.P. ("Energy Transfer"), in the bankruptcy cases of *In re Edgemarc Energy Holdings, LLC, et al.* currently pending before the United States Bankruptcy Court for the District of Delaware and jointly administered at Case No. 19-11104 (JTD). Certain affiliates of Energy Transfer, CDM Resource Management LLC, ETC Texas Pipeline LTD, and Sun Oil Company, are potential creditors in these cases. The Firm does not and will not represent Energy Transfer or any of their affiliates in connection with the Debtors' chapter 11 cases.

8. PSZ&J represented, represents, and in the future will likely represent many committees in matters unrelated to the Debtors and these Chapter 11 Cases, whose members may be creditors and/or committee members in these Chapter 11 Cases. The Firm, however, is not representing any of those entities in these Chapter 11 Cases and will not represent any members of these committees in any claims that they may have collectively or individually against the Debtors.

9. PSZ&J and certain of its partners, of counsel and associates represented, represents, and in the future will likely represent creditors of the Debtors in connection with matters unrelated to the Debtors and these Chapter 11 Cases. At this time, the Firm is not aware of any such representations except as noted herein. If the Firm identifies any further such representations, the Firm shall make further disclosures as may be appropriate at that time.

10. Further, as part of its practice, PSZ&J appears in numerous cases, proceedings and transactions that involve many different professionals, including attorneys, accountants and financial consultants, who may represent claimants and parties-in-interest in the Debtors' Chapter 11 Cases. The Firm has represented, represents, and in the future will likely represent debtors and creditors committees in cases unrelated to the Debtors and these Chapter 11 Cases wherein one or more of the aforementioned firms serve or will serve as professionals.

11. PSZ&J is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code in that the Firm, its partners, of counsel and associates:

- a. are not creditors, equity security holders or insiders of the Debtors;
- b. are not and were not, within two (2) years before the Petition Date, a director, officer, or employee of the Debtors;
- c. are not and were not, within three (3) years before the Petition Date, an investment banker for a security of the Debtors, or an attorney for such investment banker in connection with the offer, sale or issuance of any security of the Debtors;

- d. do not have an interest materially adverse to the interests of the Debtors' estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason, except as disclosed herein.

12. The Firm has not received a retainer from the Debtors or the Committee nor any payment, nor any promise of payment, during the one-year period prior to the Petition Date. No compensation has been paid or promised to be paid from a source other than the Debtors' estates in these Chapter 11 Cases. No promises have been received by the Firm nor by any partners, of counsel or associate thereof as to compensation in connection with these Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with these Chapter 11 Cases, except among the partners, of counsel and associates of the Firm. Neither the Committee nor its members (or any of their representatives) are or will be liable for fees or costs incurred by the Firm in its representation of the Committee.

13. The Firm intends to apply for compensation for professional services rendered in connection with these Chapter 11 Cases subject to approval of this Court and compliance with applicable provisions of the Bankruptcy Code, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by the Firm. The Firm will charge its usual and customary hourly rates. The Firm's billing rates range as follows:

Partners:	\$725.00 to \$1,395.00
Counsel:	\$650.00 to \$1,095.00
Associates	\$575.00 to \$695.00
Paraprofessionals	\$325.00 to \$425.00

14. The principal attorneys presently designated to represent the Committee and their current standard hourly rates are:

- a. Robert J. Feinstein           \$1,145.00 per hour
- b. Debra Grassgreen           \$1,050.00 per hour
- c. Jeffrey N. Pomerantz       \$1,025.00 per hour
- d. Maxim B. Litvak            \$925.00 per hour

15. The hourly rates set forth above are the Firm's standard hourly rates for work of this nature, which are subject to adjustment from time to time. These rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. These rates are subject to periodic adjustments to reflect economic and other conditions. Other attorneys and paralegals may from time to time serve the Committee in connection with the matters described herein, and the Firm will charge its standard hourly rates for their services.

16. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, travel expenses, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. The Firm will charge the Committee for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients. The Firm believes that it is fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.



17. The Firm provides the following responses to the questions set forth in Part D of the Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases (the “Revised UST Guidelines”):

<b>Questions Required by Part D1 of Revised UST Guidelines:</b>	<b>Answer:</b>	<b>Further explanation:</b>
Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?	No.	
Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?	No.	
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 reasons for the difference.	N/A	
Has your client approved your respective budget and staffing plan, and, if so, for what budget period?	N/A	

18. PSZ&J intends to make a reasonable effort to comply with the UST’s requests for information and additional disclosures as set forth in the Revised UST Guidelines, both in connection with the Application and the interim and final fee applications to be filed by PSZ&J in these chapter 11 cases.

19. PSZ&J intends to work closely with the Committee’s lead counsel, Stroock & Stroock & Lavan LLP and other professionals retained by the Committee, to ensure that there is no unnecessary duplication of services performed or charged to the Debtors’ estates.

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

Dated: November 22, 2019  
New York, New York

/s/ Robert J. Feinstein

Robert J. Feinstein

**SCHEDULE 1**  
**PARTIES IN INTEREST**

**List of Interested Parties**

**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.  
AllianceBerstein, 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 Advisers, 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.  
AllianceBerstein, 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/BROKER**

**S**

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 M  
altsberger/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  
Requested Texas 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  
InfoArmor / 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  
Wint  
  
**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.ergarden  
Groundwater Conservation District  
Wyoming Oil & Gas Conservation Commission

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

# **EXHIBIT B**

## **Declaration of Patrick J. Healy**

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

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

**DECLARATION OF PATRICK J. HEALY IN SUPPORT OF APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR AN ORDER APPROVING THE EMPLOYMENT OF PACHULSKI STANG ZIEHL & JONES LLP AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF EP ENERGY CORPORATION, NUNC PRO TUNC TO OCTOBER 23, 2019**

I, PATRICK J. HEALY, declare under penalty of perjury:

1. I 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”)<sup>2</sup> for authorization to retain Pachulski Stang Ziehl & Jones LLP (“PSZ&J” or the “Firm”) as conflicts counsel to the Committee pursuant to section 1103(a) of the Bankruptcy Code, Bankruptcy Rules 2014, and Local Bankruptcy Rule 2014-1.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: 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.

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed thereto in the Application.

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

4. I am informed by PSZ&J that Paragraph (D)(2) of 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 “U.S. Trustee 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 pursuant to section 1102 of the Bankruptcy Code. 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. Shortly thereafter, the Committee selected Stroock & Stroock & Lavan LLP to serve as counsel, Polsinelli PC to serve as local Texas counsel, PSZ&J to serve as conflicts counsel, Jefferies LLC to serve as investment banker, and AlixPartners, LLP to serve as financial advisor to the Committee, in each case subject to Court 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 involved in the Committee's decision to retain PSZ&J.

### **STEPS TAKEN TO ENSURE THE COMPARABILITY OF ENGAGEMENT TERMS**

7. PSZ&J has informed the Committee that its rates for bankruptcy representations are comparable to the rates that the Firm charges for non-bankruptcy

representations, and that PSZ&J 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. The Committee selected PSZ&J as its conflicts counsel in these bankruptcy cases after careful deliberation based on, among other things, PSZ&J's experience and knowledge in creditors' rights, business reorganizations and liquidations under chapter 11 of the Bankruptcy Code, its expertise, experience, and knowledge practicing before this Court, its proximity to the Court and its ability to respond quickly to emergency hearings and other emergency matters in this Court, as further stated in PSZ&J's Application. The Committee believes that PSZ&J is well-qualified and able to represent its interests in these Cases.

#### **RATE STRUCTURE**

9. PSZ&J informed the Committee that it operates in a national and regional marketplace for legal services in which rates are driven by multiple factors relating to individual lawyers and their area of specialty, the firm's expertise, performance and reputation, the nature of the work involved, and other factors. PSZ&J further informed the Committee (and disclosed in the Application) that its respective hourly rates are subject to periodic review and adjustments to reflect economic and other conditions.

#### **COST SUPERVISION**

10. The Committee recognizes its responsibility to closely monitor PSZ&J'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 PSZ&J 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 PSZ&J's invoices and any applications for payment of fees and reimbursement of expenses that it submits to the Court.



In addition, PSZ&J's fees and expenses will be subject to review, comment, objection (if warranted), and Court approval pursuant to any procedures that may be or have already been established by the Court in these chapter 11 cases.

11. In addition, the Committee has been advised PSZ&J will work closely with Stroock to prevent unnecessary or inefficient duplication of services, and will utilize their respective skills and experience and take all necessary and appropriate steps to avoid any such duplication.

12. Nothing contained herein is intended to limit PSZ&J's ability to request allowance and payment of fees and expenses pursuant to 11 U.S.C. §§ 330 and 331, nor to restrict PSZ&J'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 22, 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

# **EXHIBIT C**

## **Proposed Order**

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

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

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**ORDER AUTHORIZING AND APPROVING THE RETENTION OF  
PACHULSKI STANG ZIEHL & JONES LLP AS CONFLICTS COUNSEL  
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
OF THE DEBTORS NUNC PRO TUNC TO NOVEMBER 1, 2019**

Upon consideration of the *Application of the Official Committee of Unsecured Creditors for Order Authorizing and Approving the Retention of Pachulski Stang Ziehl & Jones LLP as Conflicts Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to November 1, 2019* (the "Application")<sup>2</sup> filed by the Official Committee of Unsecured Creditors appointed in the above-captioned cases (the "Committee"), and upon the *Declaration of Robert J. Feinstein in Support of Application for Order Authorizing and Approving the Employment of Pachulski Stang Ziehl & Jones LLP as Conflicts Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to November 1, 2019* (the "Feinstein Declaration") and the declaration of Patrick J. Healy in support of the Application; and the Court being satisfied based on the representations made in the Application and in the declarations in support that said attorneys represent no interest adverse to the Debtors' estates with respect to the matters upon which they are to be engaged, that they are disinterested persons as that term is defined under Section

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are: 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.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings set forth in the Application.

101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and that their employment is necessary and would be in the best interests of the Debtors' estates, and after due deliberation and sufficient cause appearing therefore;

IT IS HEREBY ORDERED that the Application is GRANTED as provided herein; and it is further

ORDERED that in accordance with sections 328 and 1103 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and Local Bankruptcy Rule 2014-1, the Committee is authorized to employ and retain Pachulski Stang Ziehl & Jones LLP ("PSZ&J") as conflicts counsel *nunc pro tunc* to November 1, 2019, on the terms set forth in the Application and the Feinstein Declaration, to perform necessary legal services for the Committee; and it is further

ORDERED that PSZ&J shall be compensated pursuant to the terms described in the Application and the Feinstein Declaration, in accordance with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules, the Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases;, and any other applicable procedures and orders of this Court; and it is further

ORDERED that the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that the Committee is authorized and empowered to take all actions necessary to implement the relief granted in this Order; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: \_\_\_\_\_, 2019

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THE HONORABLE MARVIN ISGUR  
UNITED STATES BANKRUPTCY JUDGE