

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.1)
) (Jointly Administered)
)

APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR AN ORDER APPROVING THE EMPLOYMENT OF POLSINELLI PC AS CO-
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF EP
ENERGY CORPORATION, NUNC PRO TUNC TO OCTOBER 24, 2019

THIS APPLICATION SEEKS 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.

To the Honorable Marvin Isgur, United States Bankruptcy Judge:

The Official Committee of Unsecured Creditors (the "Committee") of EP Energy
Corporation and its debtor affiliates (the "Debtors") applies (this "Application") for authority to

1 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.



employ Polsinelli PC (“**Polsinelli**”) as local co-counsel to the Committee *nunc pro tunc* to October 24, 2019 and entry of an order substantially in the form attached hereto as **Exhibit A** (the “**Proposed Order**”). This Committee makes this Application pursuant to sections 328 and 1103 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**”). In support of this Application, the Committee relies on the Declaration of Trey A. Monsour (the “**Monsour Declaration**”), filed contemporaneously herewith and attached hereto as **Exhibit B**, and the Declaration of Patrick J. Healy (the “**Healy Declaration**”), filed contemporaneously herewith and attached hereto as **Exhibit C**, and respectfully represents as follows:

JURISDICTION

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

2. The statutory bases for the relief requested are sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014(a) and 2016(a), and Local Rule 2014-1.

RELIEF REQUESTED

3. By this Application, the Committee seeks entry of the Proposed Order authorizing the retention and employment of Polsinelli as its co-counsel in the above-captioned case *nunc pro tunc* to October 24, 2019. The Committee respectfully requests that the Court approve the retention of Polsinelli in accordance with the terms and conditions set forth herein and in the Monsour Declaration.

BACKGROUND

4. On October 3, 2019 (the “**Petition Date**”), the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code, commencing the above-captioned case (the “**Case**”).

5. On October 21, 2019, the Office of the United States Trustee for the Southern District of Texas (the “**US Trustee**”) filed the Notice of Appointment of Official Committee of Unsecured Creditors, [Docket No. 200]. The Notice of Appointment of Official Committee of Unsecured Creditors appointed the Committee, consisting of the following four (4) initial members: Wilmington Trust, N.A., Wilmington Savings Fund Society, FSB, Rene R. Barrientos, Ltd., and Antora Peak Capital Management LP.

6. On October 22, 2019, the Committee held its initial meeting and, *inter alia*, selected Stroock & Stroock & Lavan LLP (“**Stroock**”) as its proposed general bankruptcy counsel and Polsinelli as local co-counsel in these chapter 11 cases.

BASIS FOR RELIEF REQUESTED

7. Section 328(a) of the Bankruptcy Code empowers a committee appointed under section 1102 to employ attorneys pursuant to section 1103 under any reasonable terms and conditions with the court’s approval. *See* 11 U.S.C. § 328(a).

NUNC PRO TUNC APPLICATION

8. Local Rule 2014-1(b) indicates that an application is *nunc pro tunc* if it seeks the approval of employment of a professional that is made more than 30 days after that professional commences provision of services and seeks to make the authority retroactive to the commencement. Polsinelli responds to the requirements of Local Rule 2014-1(b)(2) as follows:

- a. The Application is filed within 30 days of the commencement of Polsinelli's services.
- b. The order authorizing employment is required *nunc pro tunc* because the Committee required services to be rendered on its behalf immediately because these cases are proceeding on a fast track on an insider driven plan which virtually wipes out any distribution to the general unsecured creditors. The Debtors' proposed disclosure statement is scheduled for hearing on January 2, 2020. As a result, counsel for the Committee was required to review and act on the pleadings and motions filed to date before the Application could be filed and the Order approving the Application entered.
- c. To the best of Polsinelli's knowledge, approval of the application will not prejudice any parties in interest because the Committee is a critical participant in these proceedings and must be allowed to retain counsel to advise it, as authorized by the Bankruptcy Code.

DISINTERESTEDNESS

9. Pursuant to section 1103(b) of the Bankruptcy Code, an attorney employed to represent a committee may not, while employed by such committee, represent any other entity having an adverse interest in connection with the case. *Id.* § 1103(b).

10. To the best of the Committee's knowledge, information, and belief, and except as disclosed in this Application and in the Monsour Declaration, neither Polsinelli nor any of its shareholders, counsel, of counsel, senior partners, or associates has had or presently have any connection with the Debtors, their creditors, equity security holders, or any other parties-in-

interest, or their respective attorneys, accountants, the US Trustee, or any person employed by the US Trustee, in any matters related accountants, the US Trustee, or any person employed by the US Trustee, in any matters related to the Debtors or their estates.

11. The Committee selected Polsinelli because of its attorneys' experience and knowledge in chapter 11 cases and because of the absence of any conflict of interest. Polsinelli has advised the Committee that Polsinelli may have in the past represented or opposed, may currently represent or oppose, and may in the future represent or oppose, in matters wholly unrelated to the Debtors' pending Cases, entities that are claimants of the Debtors or other parties-in-interest (or vendors or service providers thereto) in the Cases. Polsinelli has not represented or opposed any parties-in-interest in this Case. Polsinelli has not represented and will not represent any such parties, or any of their affiliates or subsidiaries, in relation to the Committee, the Debtors, or this Case. The Committee believes Polsinelli is well qualified to represent the Committee in this Case.

12. The Committee seeks to retain Polsinelli as co-counsel because of Polsinelli's extensive general legal experience and knowledge, and in particular, its recognized expertise in debtors' and creditors' rights and business reorganizations under chapter 11 of the Bankruptcy Code; its expertise, experience, and knowledge in the areas of health care and financial services; its proximity to this Court; and its ability to respond quickly to emergency hearings and other emergency matters in this Court. Further, Polsinelli's appearance before this Court for the applications, motions, and other matters in the Cases will be efficient and cost-effective for the Debtors' estates. The Committee believes that Polsinelli is both well-qualified and uniquely able to represent it in the Cases in a most efficient and timely manner. Polsinelli has extensive experience in numerous other chapter 11 bankruptcy cases including, *inter alia*, recent

engagements as: Lead Counsel to the Official Equity Committee (no creditors' committee was appointed) of Store-It Reit; Lead counsel to Official Committee of Unsecured Creditors of L.K. Bennett U.S.A., Inc.; Lead counsel to Official Committee of Unsecured Creditors of Cherry Bros., LLC d/b/a Cherrydale Farms, *et al.*; bankruptcy counsel and conflicts counsel to the Official Committee of Vestis Retail Group, LLC and eight of its subsidiaries and affiliated debtors; bankruptcy counsel and conflicts counsel to the Official Committee of Golfsmith International Holdings, Inc. and its debtor affiliates; bankruptcy counsel and conflicts counsel to the Official Committee of TCEH Unsecured Creditors of Energy Future Competitive Holdings Company LLC, Texas Competitive Electric Holdings Company LLC, and their direct and indirect subsidiaries; bankruptcy counsel and conflicts counsel to the Official Committee of Unsecured Creditors of VGR Liquidating, LLC and its affiliated Debtors; bankruptcy counsel and conflicts counsel to the Official Committee of Unsecured Creditors of Santa Fe Gold Corporation; bankruptcy counsel and conflicts counsel to the Official Committee of Allied Nevada Gold Corp.; Co-counsel to Official Committee of Student Creditors in Corinthian Colleges; Lead Counsel to Official Committee of Unsecured Creditors of H. Krevit Company, Inc., et al.; Lead Counsel to Official Committee of Unsecured Creditors of Osage Exploration and Development, Inc.; bankruptcy counsel to the Official Committee of Unsecured Creditors of The Standard Register Company; Bankruptcy Counsel to Official Committee of Unsecured Creditors of Saab Cars North America; bankruptcy counsel to Official Committee of Unsecured Creditors of Simplexity, LLC; Lead counsel to Official Committee of Unsecured Creditors of Open Range Communications, Inc.; Lead counsel to Official Committee of Unsecured Creditors of Ultimate Escapes, LLC; and Lead counsel to Official Committee of Unsecured Creditors of Crossroads Wireless, among many other engagements.

SERVICES TO BE RENDERED

13. The services that Polsinelli may be required to render for the Committee include, without limitation, the following:

- a. providing legal advice on the powers and duties available to the Committee, an official committee appointed under section 1102 of the Bankruptcy Code;
- b. assisting in the investigation of the acts, conduct, assets, liabilities, and financial condition of the Debtors, the operation of the Debtors' business, and any other matter relevant to this Case or a plan of reorganization or liquidation;
- c. preparing on behalf of the Committee necessary applications, motions, complaints, answers, orders, agreements, and other legal papers, and appearing in Court to present necessary motions, applications, and pleadings and to otherwise protect the interests of the Committee;
- d. reviewing, analyzing, and responding to all pleadings filed by the Debtors or other parties-in-interest and appearing in Court to present necessary motions, applications and pleadings and to otherwise protect the interest of the Committee;
- e. lien review and analysis;
- f. consulting with the Debtors and their professionals, other parties-in-interest and their professionals, and the United States Trustee concerning the administration of the Debtors' estates;
- g. representing the Committee in hearings and other judicial proceedings;
- h. advising the Committee on practice and procedure before the United States Bankruptcy Court for the Southern District of Texas and regarding the Local Rules and local practice;
- i. acting as conflicts counsel in matters where Committee co-counsel is unable to act; and
- j. performing all other legal services for the Committee in connection with this Case.

COMPENSATION

14. Section 328(a) of the Bankruptcy Code authorizes the employment of a professional person on any reasonable terms and conditions of employment, including on an hourly basis. 11 U.S.C. § 328(a). Subject to this Court's approval, and in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the US Trustee guidelines, the Committee requests that Polsinelli be compensated on an

hourly basis, plus reimbursement of the actual and necessary expenses that Polsinelli incurs, in accordance with the ordinary and customary rates that are in effect on the date the services are rendered.

15. Polsinelli has advised the Committee that Polsinelli's current hourly rates generally range from \$380 to \$1,050 per hour for shareholders, from \$290 to \$560 per hour for associates and senior counsel, and from \$165 to \$375 per hour for paraprofessionals. The primary attorneys expected to represent the Committee, and their current respective hourly rates are:

Trey A. Monsour (Shareholder)	\$745 per hour
Randy B. Soref (Shareholder)	\$885 per hour
Ryan Copeland (Shareholder)	\$525 per hour
Tanya Behnam (Associate)	\$425 per hour
Linda Miernik (Paralegal)	\$280 per hour

16. Other attorneys and paralegals may render services to the Committee as needed. The hourly rates set forth above are subject to periodic adjustment to reflect economic and other conditions and may be revised in the ordinary course of Polsinelli's business.

17. It is Polsinelli'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, printing and scanning charges, toll charges, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, travel expenses, expenses for "working meals," computerized research, and transcription costs, and non-ordinary overhead expenses such as overtime for secretarial personnel and other staff. Polsinelli will charge for these expenses in a manner and at rates

consistent with charges made generally to the firm's other clients and with the Local Rules. With respect to airfare, Polsinelli will seek reimbursement only to the extent of the cost of economy-type tickets prevailing on the date of travel.

18. Polsinelli has not received any retainer from the Debtor, the Committee, or any other entity in this Case.

19. It is the carefully considered view of the Committee that, considering the complexity of this Case and the various interests involved, Polsinelli's representation of the Committee is necessary, advisable, and in the best interests of the Committee.

20. Neither Polsinelli nor any of its partners, associates or employees are creditors, equity security holders, or insiders of the Debtors.

21. Neither Polsinelli nor any of its partners, associates or employees are or were investment bankers for any outstanding security of the Debtors.

22. Neither Polsinelli nor any of its partners, associates or employees have been, within three (3) years before the Petition Date, investment bankers for a security of the Debtors or attorneys for any investment banker in connection with the offer, sale or issuance of any security of the Debtors.

23. Neither Polsinelli nor any of its partners, associates or employees are or were, within two (2) years before the Petition Date, directors, officers or employees of the Debtors or of any investment banker for any security of the Debtor.

24. Neither Polsinelli nor any of its partners, associates or employees represent or have represented an individual or entity which holds an interest adverse to the Estate.

25. Neither Polsinelli nor any of its partners, associates or employees are related to the United States Trustee or the bankruptcy judge assigned to the Bankruptcy Case.

26. No partner, associate or employee of Polsinelli is not disinterested within the meaning of sections 101(14) and 327(a) of the Bankruptcy Code.

27. Except for the sharing of profits by and among the partners, associates and employees of Polsinelli, Polsinelli does not have any fee sharing arrangement, understanding or compensation sharing arrangement with any other individual or entity.

28. Except as set forth above, Polsinelli has no connection with the Debtors, creditors, or any party in interest, their respective attorneys, accountants, or the U.S. Trustee, or any employee of the U.S. Trustee.

NO PRIOR REQUEST

29. The Creditors' Committee has made no previous application or motion for the relief sought in the Application to this or any other Court.

NOTICE

30. Notice of this Application will be provided to (i) the Office of the United States Trustee for the Southern District of Texas; (ii) the holders of the thirty (30) largest unsecured claims against the Debtors on a consolidated basis; (iii) any party that has requested notice pursuant to Bankruptcy Rule 2002; and (iv) any other party entitled to notice pursuant to Local Rule 9013-1(b).

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CONCLUSION

WHEREFORE, the Committee respectfully requests that this Court authorize the employment of Polsinelli as counsel to the Committee.

Respectfully submitted November 22, 2019.

**OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF EP
ENERGY CORPORATION**

/s/ Patrick J. Healy

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

/s/ Trey A. Monsour

Trey A. Monsour
State Bar No. 14277200
Polsinelli PC
1000 Louisiana Street Suite 6400
Houston, Texas 77002
(713) 374-1643
Fax No. (713) 374-1601
tmonsour@polsinelli.com

**Proposed Co-Counsel to the Official
Committee of Unsecured Creditors**

CERTIFICATE OF SERVICE

I hereby certify that, pursuant to Bankr. R. 2014, a true and correct copy of the foregoing *Application to Employ Polsinelli PC as Co-Counsel To The Official Committee Of Unsecured Creditors Of EP Energy Corporation* was served by ECF notification from the court to Debtor's counsel, the U.S. Trustee, and all interested parties on this 22 day of November, 2019.

/s/ Trey A. Monsour
Trey A. Monsour

Exhibit A

(Proposed Order)

**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.²)	
)	(Jointly Administered)
)	

**ORDER AUTHORIZING EMPLOYMENT OF POLSINELLI PC AS CO-COUNSEL TO
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF EP ENERGY
CORPORATION, NUNC PRO TUNC TO OCTOBER 24, 2019**

The Court, having considered the (i) *Application Of The Official Committee Of Unsecured Creditors For An Order Approving The Employment Of Polsinelli PC As Co-Counsel To The Official Committee Of Unsecured Creditors Of EP Energy Corporation, Nunc Pro Tunc* to October 24, 2019 (the “**Polsinelli Retention Application**”), (ii) Declaration of Trey A. Monsour filed in support of the Polsinelli Retention Application (“**Monsour Declaration**”), and (iii) Declaration of Patrick J. Healy filed in support of the Polsinelli Retention Application (“**Healy Declaration**”) and is of the opinion that Polsinelli PC (“**Polsinelli**”) does not hold or represent any interest adverse to the estate, that Polsinelli is a disinterested person within the definition of 11 U.S.C. § 101(14), that its employment is in the best interest of the estate, and that no further hearing on the Application is required. Accordingly, it is therefore

ORDERED THAT:

² 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.

1. The Polsinelli Retention Application is granted as set forth herein.
2. The Committee is hereby authorized to retain and employ Polsinelli as co-counsel to the Committee pursuant to section 1103(b) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1 on the terms set forth in the Polsinelli Retention Application and the Monsour Declaration.
3. The employment of Polsinelli is granted.
4. Polsinelli is authorized to render services to the Committee as described and outlined in the Polsinelli Retention Application and Monsour Declaration.
5. Polsinelli shall be compensated for its services and reimbursed for any related expenses in accordance with 11 U.S.C. §§ 330 and 331, the applicable provisions of the Bankruptcy Rules and the Local Rules, and any Orders of this Court.
4. The terms and conditions of this Order shall be effective and enforceable immediately upon its entry.
5. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.
6. Nothing contained herein shall be construed to approve any provision of any agreement between Polsinelli and the estate for indemnification, arbitration, choice of venue, jurisdiction, jury waiver, limitation of damages, or similar provision.

SIGNED this __ day of November, 2018.

**THE HONORABLE MARVIN ISGUR,
UNITED STATES BANKRUPTCY JUDGE**

Exhibit B

(Monsour Declaration)

**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.¹)	
)	(Jointly Administered)
)	

**DECLARATION OF TREY MONSOUR, ESQ. IN SUPPORT OF APPLICATION OF
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR AN ORDER
APPROVING THE EMPLOYMENT OF POLSINELLI PC AS CO-COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF EP ENERGY
CORPORATION, NUNC PRO TUNC TO OCTOBER 24, 2019**

Trey A. Monsour, Esq., a shareholder of POLSINELLI PC, makes this Declaration under 28 U.S.C. § 1746 and states:

1. I am a shareholder at POLSINELLI PC (“**Polsinelli**”),² which maintains offices for the practice of law at 1000 Louisiana Street, Suite 6400, Houston, Texas 77002, among 20 other locations. I am an attorney-at-law, duly admitted and in good standing to practice in the State of Texas, the United States Court of Appeals for the Fifth Circuit, the United States District Court for the Southern, Northern and Western Districts of Texas, and the United States Bankruptcy Court for the Southern, Northern, Eastern and Western Districts of Texas.

2. Polsinelli is an AmLaw 100 national full-service law firm with over 800 lawyers and 20 offices that is a recognized leader in the areas of health care, financial services (including

¹ 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.

² Polsinelli is organized as an LLP in the state of California.

all aspects of debt from origination through enforcement and bankruptcy), real estate, litigation, and business. Polsinelli has approximately 30 lawyers dedicated to its national bankruptcy and financial restructuring practice.

3. I submit this declaration (the “**Declaration**”)³ for the application (the “**Application**”) of the Official Committee of Unsecured Creditors (the “**Committee**”) appointed on October 21, 2019, in the above-captioned Chapter 11 Case of EP Energy Corporation and its debtor affiliates (the “**Debtors**”) for an order approving the retention of Polsinelli as co-counsel to the Committee and to provide the disclosures required under section 1103 of Title 11 of the United States Code (the “**Bankruptcy Code**”), Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Local Rule 2014 of the Local Rules of Bankruptcy Procedure for the United States Bankruptcy Court for the Southern District of Texas (the “**Local Rules**”).

4. On October 3, 2019 (the “**Petition Date**”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code, commencing the above-captioned case (the “**Chapter 11 Case**”).

5. On October 21, 2019, the Office of the United States Trustee for the Southern District of Texas (the “**US Trustee**”) filed the Notice of Appointment of Official Committee of Unsecured Creditors, [Docket No. 200]. The Notice of Appointment of Official Committee of Unsecured Creditors appointed the Committee, consisting of the following four (4) initial members: Wilmington Trust, N.A., Wilmington Savings Fund Society, FSB, Rene R. Barrientos, Ltd., and Antora Peak Capital Management LP.

³ All terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

6. On October 22, 2019, the Committee held its initial meeting and, *inter alia*, selected Polsinelli and Stroock & Stroock & Lavan LLP (“**Stroock**”) as its proposed counsel subject in these chapter 11 cases.

7. Polsinelli has broad experience representing committees in numerous chapter 11 bankruptcy cases across the country, including, *inter alia*, Lead Counsel for the Official Committee of Equity Holders (no official committee of unsecured creditors was appointed) of Store-It Reit; Lead counsel to Official Committee of Unsecured Creditors of L.K. Bennett U.S.A., Inc.; Lead counsel to Official Committee of Unsecured Creditors of Cherry Bros., LLC d/b/a Cherrydale Farms, *et al.*; bankruptcy counsel and conflicts counsel to the Official Committee of Vestis Retail Group, LLC and eight of its subsidiaries and affiliated debtors; bankruptcy counsel and conflicts counsel to the Official Committee of Golfsmith International Holdings, Inc. and its debtor affiliates; bankruptcy counsel and conflicts counsel to the Official Committee of TCEH Unsecured Creditors of Energy Future Competitive Holdings Company LLC, Texas Competitive Electric Holdings Company LLC, and their direct and indirect subsidiaries; bankruptcy counsel and conflicts counsel to the Official Committee of Unsecured Creditors of VGR Liquidating, LLC and its affiliated Debtors; bankruptcy counsel and conflicts counsel to the Official Committee of Unsecured Creditors of Santa Fe Gold Corporation; bankruptcy counsel and conflicts counsel to the Official Committee of Allied Nevada Gold Corp.; Co-counsel to Official Committee of Student Creditors in Corinthian Colleges; Lead Counsel to Official Committee of Unsecured Creditors of H. Krevit Company, Inc., *et al.*; Lead Counsel to Official Committee of Unsecured Creditors of Osage Exploration and Development, Inc.; bankruptcy counsel to the Official Committee of Unsecured Creditors of The Standard Register Company; Bankruptcy Counsel to Official Committee of Unsecured Creditors of Saab

Cars North America; bankruptcy counsel to Official Committee of Unsecured Creditors of Simplicity, LLC; Lead counsel to Official Committee of Unsecured Creditors of Open Range Communications, Inc.; Lead counsel to Official Committee of Unsecured Creditors of Ultimate Escapes, LLC; and Lead counsel to Official Committee of Unsecured Creditors of Crossroads Wireless, among many other engagements. The committees I have represented in this district and the Northern and Eastern Districts of Texas include: Antone's Sandwich Shops, Marcos Mexican Restaurants, Birraporetti's, CoServe, Idearc, American Homestar, Perry Gas, and Safescript, among other engagements.

8. I incorporate by reference the Application as if it were set forth in full herein.

9. Unless otherwise stated in this Declaration, I have personal knowledge of the facts hereinafter set forth. If any information disclosed requires amendment or modification upon Polsinelli's completion of further analysis or as additional creditor information becomes available to Polsinelli, a supplemental declaration will be submitted to this Court.

10. In connection with the proposed retention by the Committee in this Chapter 11 Case, Polsinelli reviewed the bankruptcy petitions, the list of top unsecured creditors, the list of the Debtor's equity security holders, and other interested parties with the information available through Polsinelli's client database. A list of the entities searched is attached hereto as Exhibit 1. Polsinelli has examined its client database to determine whether it had or has any connections with the aforementioned parties-in-interest.

11. Where I have been able to ascertain, neither I, nor Polsinelli, nor any shareholder, counsel, of counsel, senior partner, or associate of Polsinelli, represents any other party-in-interest in this Chapter 11 Case, or their attorneys or accountants, except as set forth on Exhibit 2 (the "**Disclosures**"). Further, Polsinelli has no connection (as such term is used in § 101(14) of

the Bankruptcy Code and Bankruptcy Rule 2014(a)) with the Debtors, their creditors and equity holders, any other party-in-interest, the Debtors' current respective attorneys or professionals, or the Office of the United States Trustee, nor does Polsinelli hold any adverse interest or represent nor has represented any entity having an adverse interest with the Chapter 11 Case except as disclosed herein.

12. To the extent set forth on the Disclosures attached hereto, I, Polsinelli, and certain of its shareholders, counsel, of counsel, senior partners, and associates may represent, or may have previously represented, and may represent, persons, entities, and their affiliates that are claimants, interest holders, other parties-in-interest, or professionals of the Debtors (and other professionals to be retained in this Chapter 11 Case) in matters totally unrelated to the Debtors or this Chapter 11 Case.

13. Attached hereto as Exhibit 2 is a list of parties-in-interest that Polsinelli has represented in the past, represents, or may continue to represent in matters wholly unrelated to the Chapter 11 Case, as well as parties that Polsinelli has previously been adversely postured against.

14. As set forth on Exhibit 2, Polsinelli represents JP Morgan Chase, a pre-petition secured creditor of the Debtors, on matters unrelated to the Chapter 11 Cases.

15. The matters in which Polsinelli has previously represented and currently represents JP Morgan Chase are completely and totally unrelated to the Chapter 11 Cases. None of the Polsinelli attorneys who are representing the Committee in these Chapter 11 Cases have worked on JP Morgan Chase files. From November 1, 2018 through October 31, 2019, 0.001% of Polsinelli's annual revenue came from the representation of JP Morgan Chase.

16. As set forth on Exhibit 2, prior to 2017, Polsinelli represented Apollo Global Management, LLC in completely and totally unrelated matters to the Chapter 11 Cases. None of the Polsinelli attorneys who are representing the Committee in these Chapter 11 Cases have worked on Apollo Global Management, LLC files. From November 1, 2018 through October 31, 2019, 0.00% of Polsinelli's annual revenue came from the representation of Apollo Global Management, LLC.

17. As set forth on Exhibit 2, prior to 2017, Polsinelli represented Elliott Management Corporation, LLC. The matters in which Polsinelli previously represented Elliott Management Corporation are completely and totally unrelated to the Chapter 11 Cases. None of the Polsinelli attorneys who are representing the Committee in these Chapter 11 Cases have worked on Elliott Management Corporation files. From November 1, 2018 through October 31, 2019, 0.00% of Polsinelli's annual revenue came from the representation of Elliott Management Corporation.

18. Polsinelli is a "disinterested person" as that term is defined in § 101(14) of the Bankruptcy Code in that Polsinelli, its shareholders, counsel, and associates:

- (a) are not creditors, equity security holders, or insiders;
- (b) are not and were not, within two (2) years before the date of the filing of the petitions, directors, officers, or employees of the Debtors; and
- (c) do not have interests materially adverse to the interests of the 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 Debtor, or for any other reason.

11 U.S.C. § 101(14).

19. By the foregoing, Polsinelli is eligible for employment and retention by the Committee under the Bankruptcy Code and the Bankruptcy Rules.

20. The professional services that Polsinelli has rendered and may have to render for the Committee include, without limitation:

- a. providing legal advice regarding the powers and duties available to the Committee, an official committee appointed under section 1102 of the Bankruptcy Code;
- b. investigation of the acts, conduct, assets, liabilities, and financial condition of the Debtors, the operation of the Debtors' business, and any other matter relevant to this Chapter 11 Case or to the formulation of a plan or plans of reorganization or liquidation;
- c. preparing on behalf of the Committee necessary applications, motions, complaints, answers, orders, agreements, and other legal papers, and appearing in Court to present necessary motions, applications, and pleadings and to otherwise protect the interests of the Committee;
- d. reviewing, analyzing, and assisting the Committee in responding to all pleadings filed by the Debtors or other parties-in-interest and appearing in Court to present necessary motions, applications, and pleadings and to otherwise protect the interest of the Committee;
- e. lien review and analysis;
- f. consulting with the Debtors and their professionals, other parties-in-interest and their professionals, and the United States Trustee concerning the administration of the Debtors' estate;
- g. representing the Committee in hearings and other judicial proceedings;
- h. advising the Committee on practice and procedure in the United States Bankruptcy Court for the Southern District of Texas and regarding the Local Rules and local practice;
- i. acting as conflicts counsel in matters where Committee co-counsel is unable to act; and
- j. performing all other legal services for the Committee in connection with this Chapter 11 Case.

21. Polsinelli has advised the Committee that Polsinelli's current hourly rates generally range from \$380 to \$1,050 per hour for shareholders, from \$290 to \$560 per hour for associates and senior counsel, and from \$165 to \$375 per hour for paraprofessionals. These rates are commensurate with the standard rates charged by Polsinelli to other similarly situated clients and on similar matters. The hourly rates set forth above are subject to periodic

adjustment to reflect economic and other conditions. Polsinelli will provide reasonable notice to the Debtor, the Committee, and the U.S. Trustee before implementing any periodic increases, and shall file such notice with the Court.

22. These rates are set at a level designed to fairly compensate Polsinelli for the work of its attorneys and paralegals, and to cover fixed and routine overhead expenses.

23. It is Polsinelli's policy to charge its clients in all areas of practice for expenses incurred in connection with the client's case in accordance with the guidelines established by the U.S. Trustee's office and any local rules of this Court. The expenses charged to clients include, among other things, printing charges, document processing, photocopying charges, travel expenses, postage and transcription costs. Polsinelli will charge for these expenses in a manner and at rates consistent with the guidelines established by the U.S. Trustee's office and any local rules of this Court.

24. No promises have been received by Polsinelli or by any shareholder, counsel, of counsel, or associate thereof on payment or compensation for this Chapter 11 Case other than what would be permitted under the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules. Polsinelli has no agreement with any other entity to share with such entity any compensation received by Polsinelli for this Chapter 11 Case, other than with the shareholders, counsel, and associates of Polsinelli.

25. While Polsinelli has taken reasonable steps to ascertain whether past and current clients are creditors of the Debtors affiliated with the Debtor, or are otherwise parties-in-interest, Polsinelli's analysis is ongoing. Polsinelli will supplement this Declaration as necessary.

26. The Office of the U.S. Trustee has adopted Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 USC § 330 by

Attorneys in Larger Chapter 11 Cases (the “**UST Guidelines**”). The UST Guidelines apply to the U.S. Trustee’s review of applications for compensation filed by attorneys in larger chapter 11 cases and are intended as an update to the original guidelines adopted in 1996.

27. Polsinelli responds to the following questions in the UST Guidelines in compliance with paragraph D, section 1 as follows:

- (a) **Question:** Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement? **Response:** No.
- (b) **Question:** Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case? **Response:** No, however, Polsinelli does maintain different rates for its professionals but those rates are not based on the geographic location of the bankruptcy case or the client.
- (c) **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:** Polsinelli did not represent the client prepetition.
- (d) **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 and sharing with the Committee a budget and staffing plan for all the professionals sought to be retained by the Committee to comply with the U.S. Trustee’s requests for information and additional disclosures, and any orders of this Court. Should this Chapter 11 Case continue beyond the initial budgeted period, Polsinelli intends to work with the Committee to develop a prospective budget and staffing plan to comply with the Office of the United States Trustee’s requests for information and additional disclosures through the conclusion of this Chapter 11 Case.

28. By the foregoing, Polsinelli is eligible for employment and retention by the Committee under sections 328 and 1103 of the Bankruptcy Code and the Bankruptcy Rules.

I certify under penalty of perjury under the laws of the United States that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Dated: November 22, 2019

/s/ *Trey A Monsour*
Trey A. Monsour

Exhibit 1

(List of Searched Parties)

Client

Unsecured Creditors Committee of EP Energy Corporation

Debtor

EP Energy Corporation

Secured Creditors

Apollo Global Management LLC
JPMorgan Chase & Co.
Elliott Management Corporation

Unsecured Creditors

Allied Horizontal Wireline Services
Archrock Services, L.P.
Baker Hughes, Inc.
Basic Energy Services, Inc.
Dnow LP
Frio LaSalle Pipeline LP FTS International Services, LLC
Halliburton Energy Services, Inc.
Independence Oilfield Chemicals LLC
JW 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
Rene R. Barrientos, Ltd.
Ritchie Farms, Ltd.
Ruby Pipeline, LLC
State of Texas
Storey Minerals, Ltd.
TESORO REFINING AND MARKETING COMPANY
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 as Trustee of the 7.750% senior Notes Due 2022
Wilmington Savings Fund Society as Trustee of the 6.375% Senior Notes Due 2023
Wilmington Trust, National Association as Trustee of the 9.375% Senior Notes due 2020

Exhibit 2

(Parties in Interest)

Name Searched	Category of Party in Interest	Comments and Status
Apollo Global Management LLC	Secured Creditor	Polsinelli has in the past represented this entity in matters wholly unrelated to the Debtors' Chapter 11 Cases
Archrock Services, L.P.	Unsecured Creditor	Polsinelli currently represents and has in the past represented this entity in matters wholly unrelated to the Debtors' Chapter 11 Cases
Baker Hughes, Inc.	Unsecured Creditor	Polsinelli currently represents and has in the past represented this entity in matters wholly unrelated to the Debtors' Chapter 11 Cases
Basic Energy Services, Inc.	Unsecured Creditor	Polsinelli currently represents and has in the past represented this entity in matters wholly unrelated to the Debtors' Chapter 11 Cases
Elliott Management Corporation	Secured Creditor	Polsinelli has in the past represented this entity in matters wholly unrelated to the Debtors' Chapter 11 Cases
Frio LaSalle Pipeline LP FTS International Services, LLC	Unsecured Creditor	Polsinelli currently represents and has in the past represented this entity in matters wholly unrelated to the Debtors' Chapter 11 Cases
Halliburton Energy Services, Inc.	Unsecured Creditor	Polsinelli currently represents and has in the past represented this entity in matters wholly unrelated to the Debtors' Chapter 11 Cases
JPMorgan Chase & Co.	Secured Creditor	Polsinelli currently represents and has in the past represented this entity in matters wholly unrelated to the Debtors' Chapter 11 Cases
Multi-Chem	Unsecured Creditor	Polsinelli currently represents and has in the past represented this entity in matters wholly unrelated to the Debtors' Chapter 11 Cases
NGL Water Solutions Eagle Ford LLC	Unsecured Creditor	Polsinelli currently represents and has in the past represented this entity in matters wholly unrelated to the Debtors' Chapter 11 Cases
Office of Natural Resources Revenue - (Ute Tribal)	Unsecured Creditor	Polsinelli currently represents and has in the past represented this entity in matters wholly unrelated to the Debtors' Chapter 11 Cases

<p>TESORO REFINING AND MARKETING COMPANY</p>	<p>Unsecured Creditor</p>	<p>Polsinelli currently represents and has in the past represented this entity in matters wholly unrelated to the Debtors' Chapter 11 Cases</p>
<p>Utah State Tax Commission</p>	<p>Unsecured Creditor</p>	<p>Polsinelli currently represents and has in the past represented this entity in matters wholly unrelated to the Debtors' Chapter 11 Cases</p>
<p>Weatherford International, PLC</p>	<p>Unsecured Creditor</p>	<p>Polsinelli currently represents and has in the past represented this entity in matters wholly unrelated to the Debtors' Chapter 11 Cases</p>

Exhibit C

(Patrick J. Healy Declaration)

**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.⁶)	
)	(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 POLSINELLI PC AS CO-COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF EP ENERGY
CORPORATION, NUNC PRO TUNC TO 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**”)⁷ for authorization to retain Polsinelli

⁶ 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.

⁷ Capitalized terms used but not otherwise defined herein have the meanings ascribed thereto in the Application.

as local co-counsel to the Committee pursuant to section 1103(a) of the Bankruptcy Code, Bankruptcy Rules 2014, and Local Bankruptcy Rule 2014-1.

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 Polsinelli.

4. I am informed by Polsinelli 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, Pachulski Stang Ziehl & Jones LLP 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 directly involved in the Committee's decision to

retain Polsinelli and actively participated in negotiating the terms of Polsinelli's employment together with the other members of the Committee.

STEPS TAKEN TO ENSURE THE COMPARABILITY OF ENGAGEMENT TERMS

7. Polsinelli has informed the Committee that its rates for bankruptcy representations are comparable to the rates Polsinelli charges for non-bankruptcy representations, and that Polsinelli 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 two law firms to interview to represent the Committee as local bankruptcy co-counsel in these cases. The Committee selected Polsinelli as its co-counsel in these bankruptcy cases after careful deliberation based on, among other things, Polsinelli'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 Polsinelli's Retention Application. The Committee believes that Polsinelli is well-qualified and able to represent its interests in these Cases.

RATE STRUCTURE

9. Polsinelli 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. Polsinelli further informed the Committee (and disclosed in its retention 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 Polsinelli'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 Polsinelli 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 Polsinelli's invoices and any applications for payment of fees and reimbursement of expenses that it submits to the Court. In addition, Polsinelli'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 Polsinelli 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 Polsinelli's ability to request allowance and payment of fees and expenses pursuant to 11 U.S.C. §§ 330 and 331, nor to restrict Polsinelli'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.

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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 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