

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

| | | |
|---|--------------------------------------|---|
| In re: ULTRA PETROLEUM CORP., <i>et al.</i> , ¹ Debtors. | § § § § § § § § | Chapter 11 Case No. 16-32202 (MI) (Jointly Administered) Re: Docket No. 612 |
|---|--------------------------------------|---|

**CERTIFICATION OF NO OBJECTION REGARDING
FIRST INTERIM FEE APPLICATION OF KIRKLAND & ELLIS LLP
AND KIRKLAND & ELLIS INTERNATIONAL LLP, ATTORNEYS FOR
THE DEBTORS AND DEBTORS IN POSSESSION, FOR THE PERIOD
FROM APRIL 29, 2016, THROUGH AND INCLUDING JULY 31, 2016**

On October 12, 2016, Kirkland & Ellis LLP and Kirkland & Ellis International LLP (together, “K&E”) filed the *First Interim Fee Application of Kirkland & Ellis LLP and Kirkland & Ellis International LLP, Attorneys for the Debtors and Debtors in Possession, for the Period from April 29, 2016, Through and Including July 31, 2016* [Docket No. 612] (the “Fee Application”) in the chapter 11 cases of the above-captioned debtors and debtors in possession (collectively, the “Debtors”).

Pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 295], objections to the Fee Application were to be filed and served no later than October 26, 2016. The undersigned hereby certifies that he has reviewed the Court’s docket in this case and that no applicable answer, objection, or other responsive pleading appears thereon with respect to the Fee Application. The undersigned further certifies that he is not otherwise aware of any opposition to the Fee Application.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number (if any), are: Ultra Petroleum Corp. (3838); Keystone Gas Gathering, LLC; Ultra Resources, Inc. (0643); Ultra Wyoming, Inc. (6117); Ultra Wyoming LGS, LLC (0378); UP Energy Corporation (4296); UPL Pinedale, LLC (7214); and UPL Three Rivers Holdings, LLC (7158).

WHEREFORE, K&E respectfully request that the Court enter the proposed order attached hereto as **Exhibit A** at the Court's earliest convenience.

Houston, Texas
October 31, 2016

/s/ David R. Seligman

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

James H.M. Sprayregen, P.C. (admitted *pro hac vice*)

David R. Seligman, P.C. (admitted *pro hac vice*)

Michael B. Slade (TX Bar No. 24013521)
(*pro hac vice* admission pending)

Gregory F. Pesce (admitted *pro hac vice*)

300 North LaSalle

Chicago, Illinois 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

Email: james.sprayregen@kirkland.com
david.seligman@kirkland.com
michael.slade@kirkland.com
gregory.pesce@kirkland.com

- and -

Christopher T. Greco (admitted *pro hac vice*)

601 Lexington Avenue

New York, New York 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

Email: christopher.greco@kirkland.com

Counsel to the Debtors and Debtors in Possession

EXHIBIT A

Proposed Order

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

| | | |
|---|---|---------------------------|
| In re: | § | |
| | § | Chapter 11 |
| | § | |
| ULTRA PETROLEUM CORP., <i>et al.</i> , ¹ | § | Case No. 16-32202 (MI) |
| | § | |
| Debtors. | § | (Jointly Administered) |
| | § | |
| | § | Re: Docket No. 612 |

**ORDER GRANTING FIRST INTERIM FEE APPLICATION OF KIRKLAND & ELLIS
LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP, ATTORNEYS
FOR THE DEBTORS AND DEBTORS IN POSSESSION, FOR THE
PERIOD FROM APRIL 29, 2016, THROUGH AND INCLUDING JULY 31, 2016**

Upon the *First Interim Fee Application of Kirkland & Ellis LLP and Kirkland & Ellis International LLP, Attorneys for the Debtors and Debtors in Possession, for the Period from April 29, 2016, Through and Including July 31, 2016* [Docket No. 612] (the “Fee Application”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”), the United States Bankruptcy Court for the Southern District of Texas (the “Court”) orders as follows:

1. Compensation to K&E for professional services rendered during the Fee Period is allowed on an interim basis in the amount of \$1,993,244.00.
2. Reimbursement to K&E for expenses incurred during the Fee Period is allowed on an interim basis in the amount of \$111,564.91.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number (if any), are: Ultra Petroleum Corp. (3838); Keystone Gas Gathering, LLC; Ultra Resources, Inc. (0643); Ultra Wyoming, Inc. (6117); Ultra Wyoming LGS, LLC (0378); UP Energy Corporation (4296); UPL Pinedale, LLC (7214); and UPL Three Rivers Holdings, LLC (7158).

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Fee Application.

3. The Debtors are authorized and directed to pay K&E all fees and expenses allowed pursuant to this Order.

Dated: _____, 2016
Houston, Texas

THE HONORABLE MARVIN ISGUR
UNITED STATES BANKRUPTCY JUDGE