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Proposed Co-Counsel to the Debtors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:	)	Chapter 11
)	
PENN VIRGINIA CORPORATION, <i>et al.</i> , ¹	)	Case No. 16-32395 (KLP)
)	
Debtors.	)	(Jointly Administered)
)	

**DEBTORS' APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE
DEBTORS TO EMPLOY AND RETAIN KUTAK ROCK LLP AS CO-COUNSEL
EFFECTIVE NUNC PRO TUNC TO THE PETITION DATE**

Penn Virginia Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), respectfully submit this

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Penn Virginia Corporation (4320); Penn Virginia Holding Corp. (7384); Penn Virginia MC Corporation (0458); Penn Virginia MC Energy L.L.C. (0462); Penn Virginia MC Operating Company L.L.C. (0466); Penn Virginia Oil & Gas Corporation (7929); Penn Virginia Oil & Gas GP LLC (3686); Penn Virginia Oil & Gas LP LLC (8109); Penn Virginia Oil & Gas, L.P. (9487). The location of the Debtors' service address is: Four Radnor Corporate Center, Suite 200, 100 Matsonford Road, Radnor, Pennsylvania 19087.

application (this “Application”) for entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Retention Order”), authorizing the Debtors to retain and employ Kutak Rock LLP (“Kutak Rock” or the “Firm”) as their co-counsel in the Debtors’ chapter 11 cases, effective nunc pro tunc to the Petition Date (defined below). In support of this Application, the Debtors rely on the Declaration of Michael A. Condyles (the “Condyles Declaration”), a copy of which is attached hereto as **Exhibit B**, and the Declaration of Edward B. Cloues II, (the “Cloues Declaration”), Chairman of the Board of Directors and Interim Chief Executive Officer of Penn Virginia Corporation, a copy of which is attached hereto as **Exhibit C**. In further support of this Application, the Debtors respectfully state as follows:

Jurisdiction and Venue

1. The United States Bankruptcy Court for the Eastern District of Virginia (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief requested herein are sections 327(a) and 330 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2014-1 and 2016-1 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the Eastern District of Virginia (the “Local Bankruptcy Rules”).

Relief Requested

4. By this Application, the Debtors respectfully request entry of an order authorizing the Debtors to employ and retain Kutak Rock as their co-counsel, effective nunc pro tunc to the Petition Date, to perform any legal services that will be necessary or appropriate in the Debtors’

chapter 11 cases. Pursuant to section 327(a) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016 and Local Bankruptcy Rules 2014-1 and 2016-1, the Debtors request that the Court approve the retention of Kutak Rock on the terms and conditions set forth herein and in the Condyles Declaration, which, inter alia, provide that Kutak Rock will be compensated in accordance with Kutak Rock's hourly rates in effect when services are rendered and normal reimbursement policies.

Background²

5. On May 12, 2016 (the "Petition Date"), each of the Debtors filed a petition with this Court under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors' chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b). No party has requested the appointment of a trustee or examiner in these chapter 11 cases, and no committees have been appointed or designated.

Basis for Relief Requested

A. Kutak Rock LLP

6. Kutak Rock is a national law firm with eighteen offices located throughout the country. The attorneys at Kutak Rock have experience in bankruptcy cases of the size and complexity of these chapter 11 cases. In addition, Kutak Rock is a full service law firm with attorneys experienced in, among other disciplines, litigation, corporate, real estate, tax, labor and environmental law.

² A detailed description of the Debtors and their businesses are set forth in detail in the *Declaration of R. Seth Bullock, Chief Restructuring Officer of Penn Virginia Corporation, in Support of Chapter 11 Petitions and First Day Motions* (the "First Day Declaration"), filed contemporaneously with the Debtors' voluntary petitions for relief filed under chapter 11 of the Bankruptcy Code (the "Bankruptcy Code") on the Petition Date.

7. The Debtors have chosen Kutak Rock as their Virginia co-counsel and desire to employ and retain Kutak Rock as their attorneys for these chapter 11 cases. By separate application, the Debtors have or will request that the Court approve the retention and employment of Kirkland & Ellis LLP (“K&E”) as bankruptcy co-counsel. The retention of Kutak Rock will provide additional legal resources to advise the Debtor on various matters and will allow the Debtors to operate more effectively given Kutak Rock’s specialized knowledge of bankruptcy law and procedure in Virginia. In particular, the Firm’s lawyers have experience practicing before this Court and have the ability to respond quickly to any contingency, emergency hearings or other matters before this Court.

8. The Debtors have engaged Kutak Rock to represent them as co-counsel in these cases and sought Kutak Rock’s services with respect to, among other things, the Debtors’ preparation for the potential commencement and prosecution of the Debtors’ chapter 11 cases. With this background, Kutak Rock has become familiar with the Debtors’ businesses and has the necessary background to effectively deal with pending matters and with many of the potentially complex legal issues and problems that may arise in connection with these cases. The Debtors believe this experience makes Kutak Rock qualified to act as the Debtors’ co-counsel during the pendency of these chapter 11 cases.

9. Accordingly, based upon the Firm’s experience and the expertise developed by many of its attorneys, Kutak Rock’s attorneys are experienced in the representation of debtors-in-possession, are well-versed in the Local Bankruptcy Rules and local practice expectations, and otherwise have the requisite abilities to represent the Debtors properly in these chapter 11 cases.

B. Services to be Provided

10. The Debtors seek to retain Kutak Rock, subject to the oversight and orders of the Court, to provide legal services to the Debtors as needed throughout the course of these chapter 11 cases, including by providing advice with respect to bankruptcy and other substantive legal areas. In particular, the Debtors seek to retain Kutak Rock to perform, among others, the following professional services for the Debtors in close coordination with K&E to avoid duplication of services:

- a) Providing legal advice and services regarding local rules, practices, and procedures and providing substantive and strategic advice on how to accomplish the Debtors' goals in connection with the prosecution of these chapter 11 cases, bearing in mind that the Court relies on co-counsel such as Kutak Rock to be involved in all aspects of these bankruptcy cases;
- b) Reviewing, revising, and/or preparing drafts of documents to be filed with the Court as co-counsel to the Debtors;
- c) Appearing in Court and at any meeting with the U.S. Trustee and any meeting of creditors at any given time on behalf of the Debtors as their co-counsel;
- d) Performing various services in connection with the administration of these chapter 11 cases, including, without limitation, (i) preparing agendas, certificates of no objection, certifications of counsel, notices of fee applications, motions and hearings, and hearing binders of documents and pleadings, (ii) monitoring the docket for filings and coordinating with K&E on pending matters, (iii) preparing and maintaining critical dates memoranda to monitor pending applications, motions, hearing dates, and other matters and the deadlines associated therewith, and (iv) handling inquiries from creditors, contract counterparties and counsel to parties-in-interest regarding pending matters and the general status of these chapter 11 cases and coordinating with K&E on any necessary responses;
- e) Interacting and communicating with the Court's chambers and the Court's Clerk's Office;
- f) Assisting the Debtors and K&E in preparing, reviewing, revising, filing and prosecuting pleadings related to contested matters, executory contracts and unexpired leases, asset sales, plan and disclosure statement issues and claims administration and resolving objections and other matters relating thereto, to the extent requested by the Debtors or K&E

and not duplicative of services being provided by K&E; and

- g) Performing all other services assigned by the Debtors, in consultation with K&E, to Kutak Rock as co-counsel to the Debtors, and to the extent Kutak Rock determines that such services fall outside of the scope of services historically or generally performed by the firm as co-counsel in a bankruptcy proceeding, Kutak Rock will file a supplemental declaration pursuant to Bankruptcy Rule 2014 and give parties in interest opportunity to object.

Given the extensive nature and scope of the legal issues facing the Debtors, it is necessary and appropriate that the Debtors employ Kutak Rock to render the foregoing professional services.

11. In addition to Kutak Rock and K&E, the Debtors also intend to file applications to employ other professionals. Kutak Rock will monitor carefully and coordinate with the other professionals retained by the Debtors in these chapter 11 cases to clearly delineate their respective duties in order to prevent duplication of effort. Efficient coordination of efforts of the Debtors' attorneys and other professionals will add to the effective administration of the Debtors' chapter 11 cases.

C. Terms of Retention

12. The Court may approve the Firm's retention on any reasonable terms and conditions. The Debtors submit that the most reasonable terms and conditions are those agreed upon by Kutak Rock and the Debtors, which are substantially similar to those entered into between Kutak Rock and other clients on a daily basis in a competitive market for legal services. Therefore, the Debtors have agreed that, subject to the Court's approval, Kutak Rock shall be paid its hourly rates for services rendered that are in effect on the date such services are rendered.

13. The attorneys and paralegals at Kutak Rock who will have primary responsibility for representing the Debtors are specifically listed in the Condyles Declaration, as are the hourly rates the Firm has agreed to charge for these professionals in these cases. Other attorneys and paralegals at Kutak Rock may be called upon on occasion to assist in the representation. The

hourly rates charged by the Firm's professionals differ based on, among other things, such professional's experience. These rates may change from time to time in accordance with the Firm's established billing practices and procedures, and the Debtors have agreed to pay the rates as adjusted in accordance with such established practices and procedures.

16. The Debtors also have agreed that Kutak Rock shall be reimbursed for all actual out-of-pocket expenses incurred by the Firm on the Debtors' behalf, such as filing fees, document reproduction, long distance telephone and facsimile charges, mail charges, travel expenses, overnight courier expenses, computer research, expenses for "working meals," transcription costs, and other disbursements. Kutak Rock will charge for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients. The Firm will make every effort to minimize expenses in the Debtors' chapter 11 cases.

17. Kutak Rock will maintain detailed, contemporaneous records of time and any actual and necessary expenses incurred in connection with rendering the legal services described above by category and nature of the services rendered.

16. As set forth in the Condyles Declaration, prior to the Petition Date, the Debtors made classic retainer payments to the Firm totaling \$120,564.20 in the aggregate. The foregoing retainers constitute "classic retainer[s]" as defined in *In re Production Associates, Ltd.*, 264 B.R. 180, 184–85 (Bankr. N.D. Ill. 2001), and *In re McDonald Bros. Construction, Inc.*, 114 B.R. 989, 997–99 (Bankr. N.D. Ill. 1990). Moreover, pursuant to the terms of the Firm's engagement letter with the Debtors, the classic retainers are property of Kutak Rock and are not held in a separate account. As such, Kutak Rock earned the classic retainers upon receipt, and, consequently, Kutak Rock placed the amounts into its general cash account. The amounts Kutak Rock has invoiced the Debtors against the classic retainer for professional

services and for the reimbursement of reasonable and necessary expenses incurred in connection therewith are set forth in the Condyles Declaration.

17. Additionally, as set forth in the Condyles Declaration, before the Petition Date, Kutak Rock received an advance payment retainer in the amount of \$75,000.00 (the “Advance Payment Retainer”) from the Debtors as security for the payment of all unpaid fees and expenses owed to Kutak Rock by the Debtors. Kutak Rock still holds the full amount of such Advance Payment Retainer in its trust account. The Debtors and Kutak Rock have agreed that the Advance Payment Retainer will continue to be held by Kutak Rock and applied, to the extent necessary, to pay any allowed fees, costs, and expenses relating to services rendered by Kutak Rock to the Debtors in the course of these chapter 11 cases.

D. Kutak Rock’s Disinterestedness

18. To the best of the Debtors’ knowledge, and except as disclosed specifically in the Condyles Declaration and the schedules annexed thereto: (a) Kutak Rock has no connection with the Debtors, their creditors, the U.S. Trustee with supervision over the Eastern District of Virginia, any attorneys employed in the Richmond office of the U.S. Trustee for the Eastern District of Virginia, parties in litigation with the Debtors, or any other party with actual or potential interest in these chapter 11 cases; (b) Kutak Rock is not a creditor, an equity security holder or an insider of the Debtors; (c) Kutak Rock is not and was not, within two years of the Petition Date, a director, officer or employee of the Debtors; and (d) Kutak Rock does not hold or represent any interest materially adverse to the Debtors’ estates or any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with or interest in, the Debtors for any other reason.

20. To the best of the Debtors’ knowledge, as set forth in the Condyles Declaration,

(a) Kutak Rock has no agreement with any other entity to share any compensation received concerning the representation of the Debtors; and (b) no employee of Kutak Rock is related to any United States Bankruptcy Judge for the Eastern District of Virginia, any United States District Judge for the Eastern District of Virginia, the United States Trustee with supervision over the Eastern District of Virginia, or any attorneys employed in the Richmond office of the United States Trustee for the Eastern District of Virginia.

21. Accordingly, the Debtors believe that Kutak Rock (a) is a “disinterested person,” as that phrase is defined in section 101(14) of the Bankruptcy Code (as modified by section 1107(b) of the Bankruptcy Code), as required by section 327(a) of the Bankruptcy Code, and (b) does not hold or represent an interest adverse to the Debtors’ estates. The Debtors further submit that the Firm’s employment is necessary and in the best interests of the Debtors and the Debtors’ estates.

22. The Debtors understand that Kutak Rock hereby intends to apply to the Court for allowance of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and any orders of this Court for all services performed and expenses incurred after the Petition Date.

23. The Debtors and Kutak Rock also intend to make a reasonable effort to comply with the U.S. Trustee’s requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, both in connection with this Application and the interim and final fee applications filed by Kutak Rock in the course of its engagement.

Notice

24. The Debtors will provide notice of this motion to: (a) the Office of the United States Trustee for the Eastern District of Virginia; (b) the holders of the 50 largest unsecured claims against the Debtors (on a consolidated basis); (c) the administrative agent under the Debtors' prepetition secured credit agreement; (d) the indenture trustee under the Debtors' 7.25% senior notes due 2019; (e) the indenture trustee under the Debtors' 8.500% senior notes due 2020; (f) counsel to certain holders of the 2019 and 2020 senior notes; (g) counsel to the agent under the Debtors' debtor-in-possession credit facility; (h) co-counsel to the agent under the Debtors' debtor-in-possession credit facility; (i) the United States Attorney's Office for the Eastern District of Virginia and for the states in which the Debtors operate; (j) the Internal Revenue Service; (k) the Environmental Protection Agency and similar state environmental agencies for states in which the Debtors conduct business; (l) the office of the attorneys general for the states in which the Debtors operate; (m) the Securities and Exchange Commission; and (n) any party that has requested notice pursuant to Bankruptcy Rule 2002. A copy of this Application is also available on the website of the Debtors' notice and claims agent at <http://dm.epiq11.com/PVA>. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

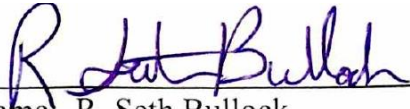
No Prior Request

25. No prior request for the relief sought in this Application has been made to this or any other court.

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WHEREFORE, the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as is just and proper.

Dated: May 23, 2016
Richmond, VA


Name: R. Seth Bullock
Title: Chief Restructuring Officer

Submitted by:

/s/ Michael A. Condyles

Michael A. Condyles (VA 27807)

Peter J. Barrett (VA 46179)

Jeremy S. Williams (VA 77469)

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Proposed Co-Counsel to the Debtors and Debtors in Possession

EXHIBIT A

Proposed Order

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Joshua A. Sussberg, P.C.
Brian E. Schartz (admitted *pro hac vice*)
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Proposed Co-Counsel to the Debtors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:	)	Chapter 11
)	
PENN VIRGINIA CORPORATION, <i>et al.</i> , ¹	)	Case No. 16-32395 (KLP)
)	
Debtors.	)	(Jointly Administered)
)	

**ORDER AUTHORIZING THE DEBTORS TO EMPLOY
AND RETAIN KUTAK ROCK LLP AS CO-COUNSEL
EFFECTIVE NUNC PRO TUNC TO THE PETITION DATE**

Upon the application (the “Application”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”) authorizing the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Penn Virginia Corporation (4320); Penn Virginia Holding Corp. (7384); Penn Virginia MC Corporation (0458); Penn Virginia MC Energy L.L.C. (0462); Penn Virginia MC Operating Company L.L.C. (0466); Penn Virginia Oil & Gas Corporation (7929); Penn Virginia Oil & Gas GP LLC (3686); Penn Virginia Oil & Gas LP LLC (8109); Penn Virginia Oil & Gas, L.P. (9487). The location of the Debtors’ service address is: Four Radnor Corporate Center, Suite 200, 100 Matsonford Road, Radnor, Pennsylvania 19087.

Debtors to retain and employ Kutak Rock LLP (“Kutak Rock” or the “Firm”) as their co-counsel in the Debtors’ chapter 11 cases, effective nunc pro tunc to the Petition Date as more fully set forth in the Application; and upon the Condyles Declaration, the Clous Declaration and the First Day Declaration; and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Application is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and the Court having found that the Debtors provided appropriate notice of the Application and the opportunity for a hearing on the Application under the circumstances; and the Court having reviewed the Application and having heard the statements in support of the relief requested therein at a hearing before the Court (the “Hearing”); and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Application is granted as set forth herein.
2. In accordance with and pursuant to section 327(a) Bankruptcy Code, Rules 2014 and 2016 of the Bankruptcy Rules, and Rules 2014-1 and 2016-1 of the Local Bankruptcy Rules, the Debtors are hereby authorized to employ and retain Kutak Rock as their co-counsel under the terms and conditions set forth in the Application and in the Condyles Declaration effective nunc pro tunc to Petition Date.

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

3. Kutak Rock shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Bankruptcy Rules, and any other applicable procedures and orders of the Court. Kutak Rock also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the "Revised UST Guidelines") in connection with the interim and final fee applications to be filed by Kutak Rock in these chapter 11 cases and Kutak Rock shall use its reasonable efforts to avoid any duplication of services provided by any of the Debtors' other professionals.

4. Kutak Rock is authorized, but not directed, to continue to hold the Advance Payment Retainer and apply such Advance Payment Retainer, to the extent necessary, to pay any allowed fees, costs, and expenses relating to services rendered by Kutak Rock to the Debtors subsequent to the Petition Date in accordance with the Application.

5. At least ten business days prior to instituting any rate increases, Kutak Rock will file a notice of such rate increases with the Court and provide notice of the same to the U.S. Trustee.

6. The Debtors and Kutak Rock are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

7. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Bankruptcy Rules are satisfied by the contents of the Application.

8. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2016
Richmond, Virginia

United States Bankruptcy Judge

WE ASK FOR THIS:

/s/ Michael A. Condyles

Michael A. Condyles (VA 27807)

Peter J. Barrett (VA 46179)

Jeremy S. Williams (VA 77469)

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Proposed Co-Counsel to the Debtors

CERTIFICATION OF ENDORSEMENT
UNDER LOCAL BANKRUPTCY RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Michael A. Condyles

EXHIBIT B

Condyles Declaration

Edward O. Sassower, P.C. (admitted *pro hac vice*)
Joshua A. Sussberg, P.C.
Brian E. Schartz (admitted *pro hac vice* admission)
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Proposed Co-Counsel to the Debtors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:	)	Chapter 11
)	
PENN VIRGINIA CORPORATION, <i>et al.</i> , ¹	)	Case No. 16-32395 (KLP)
)	
Debtors.	)	(Jointly Administered)
)	

**DECLARATION OF MICHAEL A. CONDYLES IN SUPPORT OF
THE DEBTORS' APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING
THE DEBTORS TO EMPLOY AND RETAIN KUTAK ROCK LLP AS CO-COUNSEL
EFFECTIVE NUNC PRO TUNC TO THE PETITION DATE**

I, Michael A. Condyles, hereby declare (the "Declaration"), pursuant to 28 U.S.C. § 1746, that the following statements are true and correct, to the best of my knowledge and

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Penn Virginia Corporation (4320); Penn Virginia Holding Corp. (7384); Penn Virginia MC Corporation (0458); Penn Virginia MC Energy L.L.C. (0462); Penn Virginia MC Operating Company L.L.C. (0466); Penn Virginia Oil & Gas Corporation (7929); Penn Virginia Oil & Gas GP LLC (3686); Penn Virginia Oil & Gas LP LLC (8109); Penn Virginia Oil & Gas, L.P. (9487). The location of the Debtors' service address is: Four Radnor Corporate Center, Suite 200, 100 Matsonford Road, Radnor, Pennsylvania 19087.

belief, after due inquiry described herein.

1. I am a partner with Kutak Rock LLP ("Kutak Rock" or the "Firm"),² a national law firm with approximately 500 lawyers in 18 offices located throughout the country, including an office in Richmond, Virginia located at 1111 East Main Street, Suite 800, Richmond, Virginia 23219. I am an attorney, duly admitted and in good standing to practice in the Commonwealth of Virginia, the United States Bankruptcy Court for the Eastern District of Virginia, the United States District Court for the Eastern District of Virginia, and the United States Court of Appeals for the Fourth Circuit.

2. I submit this Declaration in support of the application (the "Application") of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for an order authorizing the Debtors to retain and employ Kutak Rock to represent them in the above-captioned chapter 11 cases at the Firm's hourly rates in effect at the time the service is rendered and in accordance with the Firm's normal reimbursement policies, pursuant to and in compliance with of Title 11 of the United States Code (as amended, the "Bankruptcy Code"), and to provide the disclosures required under Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rules 2014-1 and 2016-1 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the Eastern District of Virginia (the "Local Bankruptcy Rules").

3. I am duly authorized to make this Declaration on behalf of Kutak Rock and to submit this Declaration in support of the Application. Unless otherwise stated in this Declaration, I have personal knowledge of the facts hereinafter set forth. To the extent any information disclosed herein requires amendment or modification upon the Firm's completion of

² Capitalized terms used herein but not defined herein shall have the meaning ascribed to them in the Application.

further analysis or as additional information becomes available, a supplemental declaration will be submitted to the Court reflecting such amended or modified information.

Kutak Rock's Qualifications

4. The Debtors seeks to retain Kutak Rock as their Virginia bankruptcy co-counsel because of the Firm's extensive experience and knowledge in the field of financial restructuring and business bankruptcy cases under the Bankruptcy Code. By separate application, the Debtors have or will request that the Court approve the retention and employment of Kirkland & Ellis LLP ("K&E") as bankruptcy co-counsel. The retention of Kutak Rock as bankruptcy co-counsel, however, will provide additional legal resources to advise the Debtor on various matters and will allow the Debtors to operate more effectively given Kutak Rock's specialized knowledge of bankruptcy law and procedures in Virginia. In particular, the Firm's lawyers have experience practicing before this Court and have the ability to respond quickly to any contingency, emergency hearings or other matters before this Court. Kutak Rock intends to work cooperatively with K&E to provide effective and cost-efficient representation of the Debtors in these bankruptcy cases.

5. Kutak Rock is a full service law firm with attorneys experienced in, among other disciplines, litigation, corporate, real estate, tax, labor and environmental law. Kutak Rock has provided services similar to those described herein to parties in chapter 11 bankruptcy proceedings, including debtors, creditors, committees and trustees.

6. The Debtors have engaged Kutak Rock to represent them as co-counsel in these cases and have sought Kutak Rock's services with respect to, among other things, preparation for the commencement and prosecution of the Debtors' chapter 11 cases. With this background, Kutak Rock became familiar with the Debtors' businesses and has the necessary experience to

effectively deal with pending matters and with many of the potentially complex legal issues and challenges that may arise in connection with this case. Kutak Rock is qualified to act as the Debtors' co-counsel during the pendency of these chapter 11 cases in a most efficient and timely manner.

7. Accordingly, based upon the Firm's experience and the expertise developed by many of its attorneys, Kutak Rock's attorneys are experienced in the representation of debtors-in-possession, are well-versed in the Local Bankruptcy Rules and local practice expectations, and otherwise have the requisite abilities to represent the Debtors properly in these cases.

Services to be Provided

8. The Debtors seek to retain Kutak Rock, subject to the oversight and orders of the Court, to provide legal services to the Debtors as needed throughout the course of these chapter 11 cases, including by providing advice with respect to bankruptcy and other substantive legal areas. Kutak Rock has discussed the division of responsibilities with K&E and will make every effort to avoid duplication of efforts in connection with these chapter 11 cases. To specifically disclose the division of labor and to avoid unnecessary duplication of services, Kutak Rock proposes to primarily provide the following services for its engagement in these chapter 11 cases as co-counsel to the Debtors:

- a) Providing legal advice and services regarding local rules, practices, and procedures and providing substantive and strategic advice on how to accomplish the Debtors' goals in connection with the prosecution of these chapter 11 cases, bearing in mind that the Court relies on co-counsel such as Kutak Rock to be involved in all aspects of these bankruptcy cases;
- b) Reviewing, revising, and/or preparing drafts of documents to be filed with the Court as co-counsel to the Debtors;
- c) Appearing in Court and at any meeting with the U.S. Trustee and any meeting of creditors at any given time on behalf of the Debtors as their co-counsel;

- d) Performing various services in connection with the administration of these chapter 11 cases, including, without limitation, (i) preparing agendas, certificates of no objection, certifications of counsel, notices of fee applications, motions and hearings, and hearing binders of documents and pleadings, (ii) monitoring the docket for filings and coordinating with K&E on pending matters, (iii) preparing and maintaining critical dates memoranda to monitor pending applications, motions, hearing dates, and other matters and the deadlines associated therewith, and (iv) handling inquiries from creditors, contract counterparties and counsel to parties-in-interest regarding pending matters and the general status of these chapter 11 cases and coordinating with K&E on any necessary responses;
- e) Interacting and communicating with the Court's chambers and the Court's Clerk's Office;
- f) Assisting the Debtors and K&E in preparing, reviewing, revising, filing and prosecuting pleadings related to contested matters, executory contracts and unexpired leases, asset sales, plan and disclosure statement issues and claims administration and resolving objections and other matters relating thereto, to the extent requested by the Debtors or K&E and not duplicative of services being provided by K&E; and
- g) Performing all other services assigned by the Debtors, in consultation with K&E, to Kutak Rock as co-counsel to the Debtors, and to the extent Kutak Rock determines that such services fall outside of the scope of services historically or generally performed by the firm as co-counsel in a bankruptcy proceeding, Kutak Rock will file a supplemental declaration pursuant to Bankruptcy Rule 2014 and give parties in interest opportunity to object.

9. In addition to Kutak Rock and K&E, the Debtors plan to file applications to employ other professionals. Kutak Rock intends to monitor carefully and coordinate with the other professionals retained by the Debtors in these chapter 11 cases and will clearly delineate their respective duties to prevent duplication of effort. Kutak Rock will report to the Debtors and K&E with respect to the above-outlined services and responsibilities.

10. The retention of Kutak Rock as co-counsel to the Debtors will result in savings for the Debtors' estates because of Kutak Rock's competitive fee structure. In addition, because Kutak Rock maintains an office in Richmond, Virginia, the retention of Kutak Rock as co-counsel to the Debtors will result in additional costs savings for the estates since Kutak Rock

attorneys will not need to bill for travel time or expenses related to such travel.

Compensation Received by Kutak Rock from the Debtors

11. In the 90 days prior to the Petition Date, the Debtors made classic retainer payments to the Firm totaling \$120,564.20 in the aggregate. The foregoing retainers constitute “classic retainer[s]” as defined in *In re Production Associates, Ltd.*, 264 B.R. 180, 184–85 (Bankr. N.D. Ill. 2001), and *In re McDonald Bros. Construction, Inc.*, 114 B.R. 989, 997–99 (Bankr. N.D. Ill. 1990). Moreover, pursuant to the terms of the Firm’s engagement letter with the Debtors, the classic retainers are property of Kutak Rock and are not held in a separate account. As such, Kutak Rock earned the classic retainers upon receipt, and, consequently, Kutak Rock placed the amounts into its general cash account. The amounts Kutak Rock has invoiced the Debtors against the classic retainer for professional services and for the reimbursement of reasonable and necessary expenses incurred in connection therewith total \$117,625.24. As of the Petition Date, the Debtors did not owe Kutak Rock any amounts for legal services rendered before the Petition Date. Kutak Rock’s total classic retainer exceeded any amounts listed or to be listed on statements incurred basis prior to the Petition Date and any remaining balance will be applied against future fees and expenses.

12. Additionally, before the Petition Date, Kutak Rock received an advance payment retainer in the amount of \$75,000.00 (the “Advance Payment Retainer”) from the Debtors as security for the payment of all unpaid fees and expenses owed to Kutak Rock by the Debtors. Kutak Rock still holds the full amount of such Advance Payment Retainer. The Debtors and Kutak Rock have agreed that the Advance Payment Retainer will continue to be held by Kutak Rock and applied, to the extent necessary, to pay any allowed fees, costs, and expenses relating to services rendered by Kutak Rock to the Debtors in the course of these chapter 11 cases.

13. Accordingly, Kutak Rock was not a creditor of the Debtors' estates as of the Petition Date.

Professional Compensation During the Chapter 11 Cases

14. Through the Application, the Debtors request an order authorizing the employment and retention of Kutak Rock as their attorneys effective as of the Petition Date on rates, terms and conditions consistent with what Kutak Rock normally charges non-chapter 11 debtors. Kutak Rock's standard terms and conditions of engagement require prompt payment of its hourly rates as adjusted from time to time in accordance with the Firm's established billing practices and reimbursement of out-of-pocket disbursements at cost or based on formulas that approximate the actual cost where the actual cost is not readily ascertainable.

15. Subject to these terms and conditions, Kutak Rock intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses incurred in connection with the chapter 11 cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and any other applicable procedures or orders of the Court.

16. The hourly rates and corresponding rate structure to be used by Kutak Rock in these chapter 11 cases are comparable to the hourly rates and corresponding rate structure used by Kutak Rock for restructuring, workout, bankruptcy, insolvency, and comparable matters, as well as similar complex corporate and litigation matters, whether in court or otherwise, regardless of whether a fee application is required.

17. Other attorneys and paralegals at Kutak Rock may be called upon on occasion to assist in the representation. The hourly rates for the attorneys and paralegal that are expected to have primary responsibility for the representation of the Debtors in these cases are set forth

below:

<u>Attorneys</u>	<u>Hourly Rates</u>
Michael A. Condyles, Partner	\$500
Peter J. Barrett, Partner	\$450
Jeremy S. Williams, Partner	\$335

Paralegals

Lynda Wood	\$165
Amanda Nugent	\$145

18. The hourly rates charged by Kutak Rock's professionals differ based on, among other things, such professional's experience. These rates may change from time to time in accordance with Kutak Rock's established billing practices and procedures.

19. Kutak Rock also will charge for all actual out-of-pocket expenses incurred by the Firm on the Debtors' behalf, such as filing fees, document reproduction, long distance telephone and facsimile charges, mail charges, travel expenses, overnight courier expenses, computer research, expenses for "working meals," transcription costs, and other disbursements. Kutak Rock will charge for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients. Kutak Rock will make every effort to minimize expenses in these chapter 11 cases.

20. Kutak Rock will maintain detailed, contemporaneous records of time and any actual and necessary expenses incurred in connection with the rendering of the legal services described above by category and nature of the services rendered.

21. No promises have been received by Kutak Rock nor by any partner, 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 and as described herein. Kutak Rock has

no agreement with any other entity to share with such entity any compensation received by Kutak Rock in connection with these chapter 11 cases.

22. Kutak Rock further states that pursuant to Bankruptcy Rule 2016(b), it has not shared nor agreed to share (a) any compensation it has received or may receive in connection with these chapter 11 cases with another party or person, other than with the partners, counsel, associates and contract attorneys associated with Kutak Rock or (b) any compensation another person or party has received or may receive in connection with these chapter 11 case.

Kutak Rock' Disinterestedness

23. As specifically set forth herein, Kutak Rock and certain of its partners, counsel and associates have worked with, may currently work with and likely in the future will work with certain of the Debtors' creditors and other parties in interest in ongoing matters unrelated to these chapter 11 cases. To the best of my knowledge, none of these business relations constitute interests materially adverse to the Debtors or their bankruptcy estates.

24. In order to confirm that Kutak Rock does not represent an adverse interest, Kutak Rock has searched on its electronic database for connections with the persons and entities listed on **Schedule 1** hereto, which represent the Debtor's principal creditors, equity holders and other parties in interest in this Bankruptcy Case. The information listed on **Schedule 1** may have changed without our knowledge and may change during the pendency of these chapter 11 cases. Accordingly, Kutak Rock will update this Declaration as necessary and when it becomes aware of additional material information. The following is a list of the categories that Kutak Rock has searched:³

³ The Firm's inclusion of parties in the following Schedules is solely to illustrate its conflict search process and is not an admission that any party has a valid claim against the Debtors or that any party properly belongs in the schedules or has a claim or legal relationship to the Debtors of the nature described in the schedules.

<u>Schedule</u>	<u>Category</u>
1(a)	Debtor Affiliates
1(b)	Current & Former Directors & Officers
1(c)	Contract Counterparties
1(d)	Court Personnel
1(e)	Material Creditors
1(f)	Current & Potential Litigation Parties
1(g)	Customers
1(h)	Debtor Professionals
1(i)	Equity Holders
1(j)	Governmental Regulatory
1(k)	Insurers
1(l)	Lenders & Swap Counterparties
1(m)	Non-Debtor Professionals
1(n)	Oil & Gas Lessors
1(o)	Surety Bonds
1(p)	Taxing Authorities
1(q)	Top 50 Creditors
1(r)	U.S. Trustee
1(s)	Unsecured Noteholders
1(t)	Utilities
1(u)	Vendors

25. **Schedule 2** attached hereto identifies certain creditors, equity holders or other parties in interest that Kutak Rock currently represents or has represented within the past five years. Unless identified on **Schedule 2** or otherwise described herein, to the best of my knowledge, Kutak Rock does not currently represent and has not represented within the past five years the parties listed on **Schedule 1** as of the date of the filing of this Application.⁴

26. Based on the conflicts searches conducted to date and described herein, to the best of my knowledge, neither I, nor any partner, counsel or associate of Kutak Rock, insofar as I have been able to ascertain, currently represent or has represented within the past five years the

⁴ Certain individuals or entities identified by the Debtors fall into more than one of the categories provided on **Schedule 1**. For the purposes of this Declaration and the accompanying schedules, any such individual or entity is only identified once.

parties listed on **Schedule 1**, except as disclosed on **Schedule 2** or otherwise described herein.

27. In addition, based on the responses to an e-mail inquiry made to the employees of Kutak Rock, I believe that none of the employees of Kutak Rock are related to any United States District Court Judges for the Eastern District of Virginia, United States Magistrate Judges for the Eastern District of Virginia, United States Bankruptcy Judges for the Eastern District of Virginia, the U.S. Trustee with supervision over the Eastern District of Virginia, or any attorneys employed in the Richmond office of the U.S. Trustee for the Eastern District of Virginia.

28. Kutak Rock will periodically review its files during the pendency of this Bankruptcy Case to ensure that no new connections arise that warrant disclosure. If any new relevant facts or relationships are identified, Kutak Rock will promptly file a supplemental declaration with this Court, as required by Bankruptcy Rule 2014(a).

Specific Disclosures

28. Kutak Rock and certain of its partners, counsel and associates currently represent, have represented in the past five years, and likely will continue to represent creditors of the Debtors and other parties-in-interest in connection with matters unrelated to the Debtors and their chapter 11 cases. As of the filing of the Application, the Firm is not aware of any such representations except as disclosed on **Schedule 2** or otherwise described herein. Kutak Rock has not represented, is not representing, and will not represent any entities or any of their respective affiliates in connection with any matters that are related to the Debtors or these chapter 11 cases. In the event that any litigation or other actual adversity arises in these chapter 11 cases vis-à-vis any one of these entities, K&E or other counsel will represent the Debtors in connection with such litigation or actual adversity. Moreover, pursuant to section 327(c) of the Bankruptcy Code, Kutak Rock is not disqualified from acting as the Debtors' bankruptcy counsel

merely because it represents certain of the Debtors' creditors, equity security holders or other parties in interest in matters unrelated to these chapter 11 cases.

29. For the year ending December 31, 2015, the fees received from the following entities identified on **Schedule 2** constituted more than 1% of Kutak Rock's annual revenues: (i) Wells Fargo Bank, N.A.; and (ii) General Electric Company. For the year ending December 31, 2014, the fees received from the following entities identified on **Schedule 2** constituted more than 1% of Kutak Rock's annual revenues: (i) Wells Fargo Bank, N.A.; (ii) General Electric Company; (iii) JPMorgan Chase Bank, N.A.; and (iv) Zurich American Insurance Company. All prior and current Firm representations of Wells Fargo Bank, N.A., General Electric Company, JPMorgan Chase Bank, N.A. and Zurich American Insurance Company and their affiliates and/or subsidiaries have been in matters unrelated to these chapter 11 cases. I do not believe these representations create conflicts, but have disclosed the connections out of an abundance of caution.

30. As disclosed on **Schedule 2** and above, in matters wholly unrelated to these chapter 11 cases, Kutak Rock has in the past represented and currently represents Wells Fargo Bank, N.A. and certain of its affiliates or subsidiaries ("Wells Fargo"). Wells Fargo is the administrative agent under the Debtors' prepetition secured credit agreement and the agent under the Debtors' debtor-in-possession credit facility. In advance of the Petition Date, Kutak Rock received a written conflict waiver from Wells Fargo pursuant to which Kutak Rock agreed (i) that the Firm will not participate in any litigation which seeks to recover funds from Wells Fargo or participate in any challenge to the amount, allowance, validity, priority, perfection, or extent of liens or claims asserted or held by Wells Fargo; and (ii) with certain specific exceptions, the Kutak Rock professionals working on the Debtors' bankruptcy cases will not work on any Wells

Fargo matters or have access to Wells Fargo's files or documents.

31. Additionally, Penn Virginia Operating Co. LLC was a creditor in another restructuring matter for which Kutak Rock served as debtors' co-counsel. Penn Virginia Operating Co. LLC was a coal company that was spun-off from Penn Virginia Corporation several years ago and is not a debtor in these chapter 11 cases. Penn Virginia Operating Co. LLC is neither a current nor former Firm client. I do not believe this past corporate connection creates a conflict, but have disclosed this relationship out of an abundance of caution.

32. Finally, Peter J. Barrett, a Kutak Rock partner, is a member of the panel of Chapter 7 trustees appointed to serve in the Richmond Division of the Court.

33. Based on the foregoing, each of the partners, counsel or associates of Kutak Rock, insofar as I have been able to ascertain, (a) do not have any connection, except as otherwise set forth herein, with the Debtors, their creditors or any other parties in interest, the United States Trustee for the Eastern District of Virginia or any person employed in the office of the same, United States District Court Judges for the Eastern District of Virginia, United States Magistrate Judges for the Eastern District of Virginia, or the United States Bankruptcy Judges for the Eastern District of Virginia, (b) is a "disinterested person," as that phrase is defined in section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and (c) does not hold or represent any interest adverse to the Debtors' estates.

Statement Regarding U.S. Trustee Guidelines

34. Kutak Rock intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* (the "Appendix B Guidelines"), both in connection with

the Application and the interim and final fee applications filed by Kutak Rock in the course of its engagement.

Attorney Statement Pursuant to Appendix B Guidelines

35. The following is provided in response to the request for additional information set forth in ¶ D.1. of the Appendix B Guidelines:

- a. Kutak Rock did not agree to any variations from, or alternatives to, its standard or customary billing arrangements for this engagement.
- b. None of the professionals from Kutak Rock included in this engagement have varied or will vary their rate based on the geographic location of the bankruptcy case.
- c. The billing rates and material financial terms for Kutak Rock's prepetition engagement by the Debtors are set forth herein. No adjustments were made to either the billing rates or the material financial terms of Kutak Rock's employment by the Debtors as a result of the filing of these chapter 11 cases.
- d. The Debtors will approve a staffing plan and budget for Kutak Rock that covers the months of May through August, 2016 prior to the hearing on the Application.

32. The foregoing constitutes the statement of Kutak Rock pursuant to section 327(a) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Bankruptcy Rules 2014-1 and 2016-1.

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

Executed on May 23, 2016

By: /s/ Michael A. Condyles

Michael A. Condyles

Partner

Kutak Rock LLP

SCHEDULE 1

List of Schedules

<u>Schedule</u>	<u>Category</u>
1(a)	Debtor Affiliates
1(b)	Current & Former Directors & Officers
1(c)	Contract Counterparties
1(d)	Court Personnel
1(e)	Material Creditors
1(f)	Current & Potential Litigation Parties
1(g)	Customers
1(h)	Debtor Professionals
1(i)	Equity Holders
1(j)	Governmental Regulatory
1(k)	Insurers
1(l)	Lenders & Swap Counterparties
1(m)	Non-Debtor Professionals
1(n)	Oil & Gas Lessors
1(o)	Surety Bonds
1(p)	Taxing Authorities
1(q)	Top 50 Creditors
1(r)	U.S. Trustee
1(s)	Unsecured Noteholders
1(t)	Utilities
1(u)	Vendors

SCHEDULE 1(a)

DEBTOR AFFILIATES

Crow Creek Energy, LLC
Crow Creek Gathering Co., LLC
Crow Creek Holding Corp.
Crow Creek Operating Co., LLC
Penn Virginia Corp.
Penn Virginia Holding Corp.
Penn Virginia MC Corp.
Penn Virginia MC Energy, LLC
Penn Virginia MC Gathering Company, LLC
Penn Virginia MC Operating Company, LLC
Penn Virginia Oil & Gas Corp.
Penn Virginia Oil & Gas GP, LLC
Penn Virginia Oil & Gas LP, Converted
Penn Virginia Oil & Gas LP, LLC
Penn Virginia Oil & Gas, L.P.
Penn Virginia Resource Holdings Corp.
Synergy Oil & Gas Inc.

SCHEDULE 1(b)

CURRENT & FORMER DIRECTORS & OFFICERS

Bailey, Gary W.
Brooks, John A.
Clarke, John U.
Cloues, Ed
Dean, James W.
Dillman, George J.
Falbo, Francis E., Jr.
Feldman, Suzanne J.
Gilmore, Gerald C.
Hartman, Steven A.
Johnson, Edward L.
Krablin, Steven
May, Thomas W.
Modzelewski, James F.
Patel, Kamini D.
Perelman, Marsha R.
Snyder, Nancy M.
Sonnen, Joan C.
Udovich, Patrick J.
Whitehead, H. Baird
Whitehead, Jean M.
Winnington, Peter J.
Wright, Gary
Zivley, Jill T.

SCHEDULE 1(c)

CONTRACT COUNTERPARTIES

2M Crossings LLC	Apex Pipeline Services Inc.
2M Services LLC	Apex Resources Inc.
3B Pumping Services LLC	Aqua Oil Field Chemical Services Inc.
3S Services LLC	Archer Directional Drilling Services LLC
5J Oilfield Services LLC	Archer Pressure Pumping LLC
A Rental Company	Archer Wireline LLC
A&A Tank Truck Company	Archrock Inc.
A&B Pump & Supply Inc.	Arctic Pipe Inspection Inc.
A-1 Rocket of South Texas LLC	Argus Media Inc.
A1 Shiner Fire & Safety Inc.	Arklatex Energy Services LLC
AAA Well Service LLC	Arklatex Wireline Service LLC
ABC Nitrogen	ARM Group Inc.
Abercrombie, Josephine E.	Arnold Trucking Inc.
ABS Welding Inc.	Associated Energy Services
Absolute Energy Solutions LLC	AT&T Mobility
ACE NDT LLC	Avispa
Acock Engineering & Associates LP	Aztec Well Servicing Co.
Action Petroleum Services Corp.	Azure Midstream Energy LLC
Adams Resources Exploration Corp.	B&B Oilfield Equipment Corp.
Adobe Systems Inc.	B&C Backhoe Inc.
Advantage Energy Services LLC	B&D Services Inc.
Aerion Rentals	B&J Air & Pump
AES Drilling Fluids LLC	B&L Waterwell Service Inc.
Aim Directional Services LLC	B&P Swab Services Inc.
Ainsworth Trucking	B&S Services Inc.
Al Gordon Consulting LLC	Bachtell Oil & Gas Ltd.
Alamo Crane Service Inc.	Badger Pressure Control LLC
Alert Logic Inc.	Bailey & Harley Services LLC
Alignics Energy Group LLC	Bailey Petroleum Consultants LLC
Alinet Oil Field Services Corp.	Baker Hughes Oilfield Operations Inc.
Alleghany Industrial Insulation Co.	Baker Hughes US Land
Allen Engineering & Science Inc.	Baker Petrolite Corp.
Allied Oil & Gas Services LLC	Bank of America Merrill Lynch
Allied-Horizontal Wireline Services LLC	Bank of Nova Scotia, The
Allstate Power Vac Inc.	Barclays Bank PLC
Alpha Leak Detection Services Inc.	Basic Energy Services Inc.
Alvarez & Marsal North America LLC	Basin Engineering Services
Amega West Services LLC	Bass Fishing & Rentals LLC
American Eagle Logistics LLC	Bassler Energy Services Inc.
American Midstream LLC	Bayou Swabbing LLC
Anchor Oilfield Services LLC	Bayou Well Services LLC
Anderson Perforating Ltd.	Bear Creek Engineering LLC
Antea Group International	Bear Transport LLC

Beck Trucking LLC
Belfont Lyons & Shuman PA
Bell Supply Company LLC
Berith Equipment Inc.
BesteBit LLC
Bestest Inc.
BG Energy Merchants LLC
Bico Drilling Tools Inc.
Big Covey Exploration LP
Big Justice Construction Co. Inc.
Big Six Torque & Test LLC
Billtown Pumps Inc.
Billy's Lease Service Inc.
Bird Equipment LLC
BJ Fisher Inc.
BJ Oilfield Construction Inc.
Blackhawk Specialty Tools
Blazer Services LLC
BLR Digital
BNP Paribas Energy Trading GP
Boe Oil Tools
Bohler Fishing & Rental Tools Inc.
Bolt Fuel Oil Co. Inc.
Boone Exploration Inc.
Booth Environmental Sales & Service LLC
BOP Ram-Block & Iron Rentals Inc.
Border Swabbing Inc.
Borehole Control LLC
BOS Solutions Inc.
Bostick Services Corp.
Bottomline Technologies Inc.
BP Energy Co.
BP Products North America Inc.
Branton Tools LLC
Brett Construction
Brickman Fast Line Inc.
Bricor LLC
Bronco Oilfield Services Inc.
Brown Integrity LLC
Bruington Engineering Ltd.
Bulldog Chemicals LLC
Burton Oil Service Operations LLC
Butch's Rathole & Anchor Service Inc.
Byron Watson Trucking Inc.
C Energy LLC
C Vac LLC

C&C Tank Service LLC
C&J Energy Services Inc.
C&J Well Services Inc.
C&L Processors Partnership
C&S Lease Service LC
C.H. Fenstermaker & Associates LLC
C.W. Ford Rentals LP
Calvin Mays Oilfield Services Inc.
Can-Fer Utility Services LLC
Capitol Ultrasonics LLC
Case Wireline Services Inc.
Cased Hole Well Services LLC
Casedhole Solutions
Caskids Operating Co.
Catarina Construction LLC
Cavins Corp., The
CC Forbes LLC
CDK Perforating
CDM Resource Management LLC
CEP Holdings Ltd.
Cetco Energy Services Co. LLC
Challenger Deepwell Servicing Inc.
Chandler, M. David
Channel 1
Charles Holston Inc.
Chemical Weed Control Inc.
Chemstar Energy Services LLC
Chevron Natural Gas
Childress Fishing & Rental Services Inc.
Choctaw Lease Service LLC
Cielo Energy Consulting LLC
CIMA Energy Ltd.
Cinch Energy Services LLC
Circle Z Pressure Pumping LLC
Citrix Systems Inc.
Clarkco Oilfield Services Inc.
Clean-Co Systems
Clearwater Enterprises LLC
Clements Fluids Henderson Ltd.
CNH Energy Services LLC
Coastal Equipment Co. LLC
Coastal Field Services LP By Vast Group
LLC
Coastal Flow Field Services
Coastal Gate Services
Cobblestone Consultants LLC

Cogent Communications Inc.
Coil Tubing Solutions LLC
Cole International Tubular Services LLC
Collins, Ted, Jr.
Compass Well Services LLC
Complete Environmental & Remediation Co
LLC
Complete Pipe Services LLC
Consol Gas Co.
Consolidated Oil Well Services LLC
Continental Production Services Inc.
Continental Wire Cloth LLC
Continuum Crude Logistics Services LLC
Continuum Crude Transportation Services
LLC
Continuum Crude Logistics Services LLC
Coonrod Electric Co. Inc.
Copperhead Well Services LLC
Core Laboratories LP
Cortez Exploration LLC
Craddock Service Co. LLC
Crescent Consulting LLC
Crescent Directional Drilling LP
Crescent Services LLC
Crest Pumping Technologies LLC
Cretic Energy Services
Cross Roads Oil Field Supply Ltd.
Crosstimbers Hot Shot Service LLC
Crown Records Management Ltd.
CSI Compressco LP
CSI Inspection LLC
CTI Energy Services LLC
Cudd Pumping Services
Cude Oilfield Contractors Inc.
Curtis & Son Vacuum Service Inc.
CWR Management LLC
Cypress E&P Corporation
Cypress Industries Oilfield Services Inc.
CyrusOne LLC
D&B Oilfield Services Inc.
D&B Rental Service
Dalton Trucking
D-A-M Services Inc.
Danlin Industries Corp.
Dart-Kinder Morgan-Tenn Gas Pipeline Co.
Data Logistics Services Corp.

Davis-Lynch LLC
Dawson Geophysical Co.
DCP Midstream LP
DCP Midstream Marketing LLC
Deepwell Energy Services LLC
Delta Construction Co. Inc.
Delta Seaboard Well Service Inc.
Desert NDT LLC
Devilbiss Coring Service Inc.
Devon Energy Production Co. LP
Diadem Enterprises
Dialog Wireline Services LLC
Diamond J Distribution LLC
Digital Network LLC
Diligent Board Member Services Inc.
Direct Energy Business Marketing LLC
Directional Drilling Co., The
Diversified Well Logging LLC
DK Rig Movers LLC
DKM Enterprises LLC
Dominion Transmission Inc.
Dorsal Services Inc.
Downing Wellhead Equipment Inc.
DRC Service Co. Inc
Drilformance Technologies
Drill Chem Drilling Solutions LLC
Drill Cuttings Disposal Co. LLC
Drill Cycle Energy Waste Services
Drill String Services Inc.
Drilling Fluids Technology Inc.
Drilling Services of America Inc.
Drillpoint Resources
Drumright Oilwell Service
DTE Energy Trading Inc.
Dugga Boys Inc.
Duke Energy Field Services
Dunn Services Inc.
Duo Security Inc.
Duoline Technologies LLC
Duphil Inc.
DXP Enterprises Inc.
Dynamic Downhole Services LLC
Eagle Fishing Tools & Services LLC
Eagle NDT LLC
Eagle Oilfield Inspection Services Inc.
Eastern Fishing & Rental Tool Co. Inc.

Ecoserv Environmental Services LLC
EDF Trading North America LLC
Effenberger, Michael J.
El Farmer & Co.
Elite Production Services LLC
Elk City Trucking Services Inc.
Elk Environmental Services
Ellis Energy Inc.
Ely & Associates Corp.
Empirica LLC
EMS USA Inc.
Enable Gas Gathering LLC
Enable Gas Transmission LLC
Enable Gathering & Processing LLC
Enable Oklahoma Intrastate Transmission
LLC
Enbridge Customer Connect
Enbridge Marketing US LP
Endeavor Pipeline Inc.
Enercorp Energy Services
Enerflex Energy Systems Inc.
Energies Oilfield Solutions LLC
Energy Devices of Texas Inc.
Energy Exchange 3 LP
Energy First Engineering & Consulting LLC
Energy Fishing & Rental Services Inc.
Energy Fluids Inc.
Energy Lease Services Inc.
Energy Meter Systems Inc.
Energy Transfer Partners LP
Enersafe Inc.
Entire Environmental Services Inc.
Enventure Global Technology Inc.
Enviro Clean Services LLC
Enviro Resources LLC
Environ Technology USA Inc.
Environment Systems Research Institute
Inc.
Environmental Compliance Group LLC,
The
Environmental Resources Management
Environmental Safety & Health Consulting
Services Inc.
EOS Rentals LLC
Epic Wireline Services LLC
Erick Flowback Services

Ervin Well Site Consultants LLC
ESA Consulting LLC
ETC Marketing Ltd.
ETC Texas Pipeline Ltd.
ETS Oilfield Services LP
Evans Rentals Inc.
Evergreen Chemical Solutions
Evo Inc.
Exact Valve Solutions Inc.
Exco Production Co. LP
Expedition Natural Resources Inc.
Express Energy Services Operating LP
Rathole Division
Express Energy Services Operating LP Well
Testing Division
Expro Americas LLC North America Land
Co.
Extreme Energy Services LLC
Extreme Plastics Plus Inc.
Fairway Laboratories Inc.
Fairways Exploration & Production LLC
Farm & Ranch Construction LLC
Felderhoff Brothers Drilling Co.
Fesco Management Supply
Five Point Service Inc.
Fleaux Services of Louisiana LLC
Flexsteel Pipeline Technologies Inc.
Flint Energy Services Inc.
Flotek Industries Inc.
Flow Chem Technologies LLC
Flow Process Technologies Inc.
Fluid Disposal Specialties Inc.
FMC Technologies Surface Wellhead
Western Hemisphere
Francis Drilling Fluids Ltd.
Frank Gardner Construction LLC
Frank's International LLC US Land
Fred's Rat Hole Service Inc.
Freedom Oilfield Services LLC
Frontier Services Inc.
Frontier Tubular Solutions LLC
FTS International Services LLC
Furry Industries Inc.
Gandy & Sons Inc.
Gas Field Specialists
Gasco Drilling Inc.

Gateway Services Group LLC
Gator Testing Services LLC
GCE Petroleum Consulting LLC
GCG Services (U.S.) Inc.
GE Capital Ricoh USA Program
GE Oil & Gas North America
Genco Energy Services Inc.
Genesis Crude Oil LP
Genesis Endeavors LLC
Geokinetics Inc.
Geophysical Research LLC
GeoSouthern Lavaca Properties LLC
Gladiator Energy Services LLC
Glidden, Scott B.
Global Power Supply LLC
Globe Energy Services LLC
GMX Resources Inc.
Gore Nitrogen Pumping Service LLC
Graco Fishing & Rental Tools Inc.
Great Guns Inc.
Great Plains Analytical Services Inc.
Great Plains Gas Compression Holdings
LLC
Great White Pressure Control LLC
Green Energy Oilfield Services LLC
Greene's Energy Group LLC
GreenHunter Water LLC
GSM Consulting Inc.
GSM Oilfield Services Inc.
Guard 1 Services LLC
Guidry, Charlotte
Gulf Coast Crane Service LLC
Gulf South Pipeline Co.
Gulfmark Energy Inc.
GVTC Communications
Gyro Technologies Inc.
Gyrodata Inc.
H&C Services Inc.
HA Construction LLC
Halliburton US Onshore
Hamilton Well Service LLC
Hargrave, Robert A.
Haynesville Wireline Service Inc.
HB Rentals LC
Heckmann Water Resources CVR Inc.
Henski Oilfield Services LLC

Hijet Bit LLC n/k/a PDC Logic
Hinkle, Tammy L.
Hinklin Pressure Washing LLC
Hi-Tech Testing Service Inc.
Hollon, Dwight M.
Holmes Erection Inc.
Holt, Julianna Hawn
Hoppe's Construction LLC
Hopson, William D.
Horizon Environmental
Houston Pipe Line Co. LP
HS Field Services Inc.
Hughes Specialty Services LLC
Hutchins Welding & Rental Services Inc.
Hy-Bon Engineering Co. Inc.
Hydratorque LLC
Hydrostatic Oilfield Testing Inc.
Hydrozonix LLC
Iberdrola Energy Services LLC
Icenhower Oil & Gas Inc.
Icon Oilfield Services LLC
IEA Inc.
Infinite Energy Inc. d/b/a Intelligent Energy
Infostat Systems Inc.
Inland Environmental & Remediation Inc.
Inspection Oilfield Services a/k/a IOS
Holdings Inc.
Integrity Directional Services Inc.
Integrity Land Services & Investments LLC
International Paper Co.
Iron Horse Tools LLC
Irongate Tubular Services LLC n/k/a
IronGate Energy Services LLC
J and J Technical Services LLC
J&C Oilfield Rentals LLC
J&J Pipe & Supply Inc.
J&M Premier Services Inc.
J. Mark Threadgill & Co.
J4 Fluid Services Inc.
Jack Bobier Trucking LLC
Jackson Tool Co. Inc.
Jacobra Energy Services LLC
Jaguar Hydrostatic Testing LLC
Janak, Alice
Janak, Gregory P.
Janssen Lease Service Inc.

Javins Corp.
JC Fodale Energy Services LLC
Jerry Dunkin Well Services Inc.
Jet Specialty Inc.
Jim Clark & Associates LLC
Jim Gandy Rig Welding
Johnson Matthey Holdings Inc.
Joyce Steel Erection Inc. n/k/a Joyce Crane
JP Energy Marketing LLC
J-P Ranch Ltd.
JPMorgan Ventures Energy Corp.
JT Swabbing Services Inc.
JW Hughes Excavation Inc.
K&L Contractors Inc.
K-3 BMI
Kadrmass Lee & Jackson Inc.
Kaiser Energy Marketing LLC
Kane Environmental Engineering Inc.
Katch Kan USA LLC
Kauk Construction LLC
KB Wellbore Solutions LLC
KC Lease Service
KDR Supply Inc.
Kelley Brothers Contractors Inc.
Kerr, Dustin C.
Key Energy Services Inc.
Keystone Energy Services Inc.
Keystone Wireline Inc.
Kiamesha Global LLC
King Canyon Buffalo Inc.
King Jeffers Oilfield Services LLC
Kingfisher Construction Service Co.
Kixx Rentals & Services LLC
Kleen Oilfield Service
KLX Energy Services LLC d/b/a Cornell
Solutions
KLX Energy Services LLC d/b/a LT Energy
Services
KLX Energy Services LLC d/b/a Wildcat
Energy Services
Knight Oil Tools Inc.
Knighen Machine & Service Inc.
Knox Oil Field Supply Inc.
Kodiak Gas Services LLC
KPMG LLP
KSW Oilfield Rental LLC

Kurecka, John
Kurecka, Lynna
L&P Pipeline & Construction Inc.
Laclede Energy Resources Inc.
Land Services Group
Landmark Graphics Corp.
Landtel Communications LLC
Landwise Consulting LLC
Larson Design Group Inc.
LATX Operations
LCM Solutions LLC
Lead NDT Inspection & Pipe Services LLC
Legacy Measurement Solutions Inc.
Legacy Pressure Control Inc.
Legend Energy Services LLC
Lewis Concrete Restoration Corp.
LexisNexis
Liberty Swabbing Inc.
Light Tower Rentals Inc.
Lighthouse Oilfield Services LLC
Lindeman Family LP
LLG Energy Services LLC
LMK Resources Inc.
Lonestar West Enterprises LLC
Longhorn Energy Holdings LLC
Longhorn Supply Company
Loomis International Inc.
Louisiana Scrap Metal Recycling
LTW Services LP
Lufkin Industries LLC
Macquarie Energy LLC
Manning Safety Services Inc.
Martex Well Service LLP
Martin Electric Co. Inc.
Martin Energy Services LLC
Masco Wireline Inc.
Master Pumps & Equipment Corp.
Matcor Inc.
Maverick Field Services LLC
MC Boedeker Agriculture LP Ltd.
MC Boedeker Real Estate LP Ltd.
McAda Drilling Fluids Inc.
McDaniel Company, The
McDaniel, Steve
McGuire Industries Inc.
McKenzie Transportation Co. Inc.

McMahan Welding Services Inc.
MD Totco
Meridian Compensation Partners LLC
Mersmann Consulting Group LLC
Metcalf III, Arthur S.
Metcalf, Arthur S.
Mex Gas Supply SL
Mid State Oil Tools Inc.
Midco Supply Company
Midnite Energy Inc.
Midstate Environmental Services LP
Milamore Inc.
Milestone Environmental Services LLC
Miller Environmental Services LLC
Modular Space Corp.
Moncla E-Line Services Inc.
Monster Wireline LLC
Moody & Associates Inc.
Morgan Well Service Inc.
Morris Welding Co. Inc.
Mosley Well Service LLC
Mo-Vac Service Co Inc.
MRC Global Inc.
Mud Check Inc.
Multi-Chem Group LLC
Munson, Houston, Jr.
Munson, Peggy
MW Rentals & Services Inc.
Nalco Champion
National Energy & Trade LP
National Fuel Gas Supply Corp.
National Fuel Marketing Company LLC
Natural Energy Field Services LLC
NCS Multistage LLC
Network International Inc.
Netwrix Systems
New Energy Transport Inc.
New Prospect Company
New Tech Global Ventures LLC
Newalta Corp.
Newalta Environmental Services Inc.
Nexus Oilfield Services LLC
NGL Water Solutions Eagle Ford LLC
Nicholson Contractors LLC
Nisource Gas Transmission & Storage
Nitro Construction LLC

Nitro Downhole LLC
Nitro Fluids LLC
NJR Energy Services Company
NOV Fluidcontrol
NPC Energy Services LLC
NPC Land & Marine LLC
Nwabuoku, Kennedy C.
Oaks Personnel Services Inc.
Oasis Pipeline LP
Obran Inc.
Ochoa Services LLC
Odessa Pumps & Equipment Inc.
Odyssey Energy Services LLC
Offshore Energy Services Inc.
OFS International LLC
Oil Patch Rental Services Inc.
Oil States Energy Services
Oilflow Production Chemical Inc.
Okeahialam, Ikenna U.
ONEOK Gas Gathering LLC
OPIS Energy Group
Oracle Corp.
Orbit Construction
O-Tex Pumping LLC
Overflow Energy LLC
P&L Testing LLC
Pacific Summit Energy LLC
Paloma Lease Service Inc.
Park Energy Services LLC
Parker Brothers Electric Inc.
Partridge Sibley Industrial Services Inc.
Pason Systems USA Corp.
Pat Baker Company Inc.
Patriot Dozer Service LLC
Pat's Offroad Inc.
Pat's Roustabout Service Inc.
Patterson, Richard E.
Pavilcek, Frances Kay
Payzone Energy Services LLC
PCS Ferguson Inc.
Peak Completion Technologies Inc.
Peak Oilfield Services LLC
Pennoni Associates Inc.
Performance Contractors Inc.
Performance Wellhead & Frac Components Inc.

Permian Enterprises LLC
Petro-Land Group Inc.
Phillips 66 Company
Phoenix Technology Services USA Inc.
Phoenix Water Transfer LLC
Pigott, Robert L., II
Pinson Well Logging Inc.
Pioneer Coiled Tubing Services LLC
Pioneer Drilling Company
Pioneer Fishing & Rental Services LLC
Pioneer Oilfield Trucking Inc.
Pioneer Wireline Services LLC
Pipeline Accident Prevention Services Inc.
Pipe-Pros LLC
Pitney Bowes Inc.
Pitts Swabbing Service Inc.
Plains Marketing LP
Planning Thru Completion LLC
Plaster & Wald Consulting Corp.
Platts Ltd.
PLPS Inc.
PLS Inc.
PML Exploration Services LLC
Polyflow LLC
Power Rig Rental Tool Inc.
Power Torque Services Inc.
Precision Directional Services Inc.
Precision Pipeline Services LLC
Premier Well Services LLC
Premiere Inc.
Premium Energy Group
Pressure Control Specialties LLC
Prime Eco Group Inc.
Princess Three Operating LLC
Priority Energy Holdings LLC
Pro Field Services Inc.
Pro Oilfield Services LLC
Production Analysis Inc.
Professional Directional Enterprises Inc.
Proformance Drilling Fluids Inc.
Progressive Global Energy & Natural
Resources
Prohaul Transports LLC
Propetro Services Inc.
Pro-Tec Inspection Inc.
Protective Industries Inc.

Prowler Transportation Inc.
Pryor Packers Inc.
Pumping Unit Service Inc.
QC Energy Resources
Q'Max America Inc.
Quail Tools LP
Quality Lease Rental Service LLC
Quantitative Economic Solutions LLC
Quinn's Rental Services USA LLC
Quorum Business Solutions (USA) Inc.
Qwik Pipe Inc.
R&R Rentals & Hotshot Inc.
Raabe, Daniel
Radley Electric Inc.
Ram-Gear Manufacturing Inc.
Ramrod Trucking Inc.
Rapid Transport Ltd.
Rathole Drilling Inc.
RC Industries
RCW Energy Services LLC
RDT Trucking Inc.
Rebel Testers Inc.
Red Diamond Service Companies LLC
Red Dog Oil Tools Inc.
Red Hawk Energy Services LLC
Red Hot Steamers Oilfield Services
Red River Oilfield Services LLC
Redback Energy Services LLC
Republic Midstream LLC
Republic Midstream Marketing LLC
Reservoir Data Systems LLC
Resource Water Transfer
Resource Water Transfer Services LP
Rettew Associates Inc.
Richard M. Hall Associates
Richard's Lease Service Inc.
Richardson & Dunn Inc. d/b/a J&S Water
Wells
Rick Caruthers Construction Inc.
Riddle Dehy & Chemical Service Co. Inc.
Rig Runners Inc.
Rigsite Transport LLC
RM Oilfield Services LLC
Roach & Associates Inc.
Roc Service Company LLC
Rocket Field Services LLC

Rocknjer LLC
Rockwater Energy Solutions Inc.
Rod & Tubing Services LLC
Rodan Transport USA Ltd.
Romero, Gerard L.
Rough Neck Logistics LLC
Roywell Services Inc.
RPM Swabbing Service Inc.
RS Equipment
RT Technical Solutions LLC
Rusty Clark Survey Co. Inc.
RWDY Inc.
RWLS LLC d/b/a Renegade Services
Ryan Services Inc.
Ryan, Katherine J.
Ryan's Services
S&W Pipe Testing LLC
Sabine Mud Logging Inc.
SageRider Inc.
Samaripa Oilfield Services LLC
Sanjel USA Inc.
Sard Verbinnen & Co. Ltd.
Schlumberger US Land
Scientific Drilling International Inc.
Scorpion Pressure Control LLC
Scotia Waterous USA Inc.
Seaboard International Inc.
SEI Energy LLC
Seifert Welding & Construction Inc.
Sequent Energy Management LP
Shale Drilling Solutions LLC
Shamrock Energy LLC
ShawCor Composite Production Systems
Shell Energy North America US LP
Shelton, Harry B.
Shepherd Supply LLC
SHI International Corp.
Shimek, Anita
Shimek, Stanley J.
Shivers Enterprises Inc.
Siboney Contracting Co.
Sierra Hamilton LLC
Silver, Virginia
Sky-Lin Services LLC
Slick Line Services LLC
Smith Energy Services Inc.

Smith International Inc.
Smith, Mark
SN Operating LLC
Société Générale SA
SolarWinds Inc.
Solid Liberty Services LLC
Sonnen, Joan C.
SorinRand LLP
Sound & Cellular Inc.
South Texas Oilfield Solutions LLC
South Texas Vegetation Control LLC
Southcross Marketing Company Ltd.
Southern Oilfield Inspection LLC
Southern Petroleum Laboratories Inc.
Southwest Energy LP
Southwest Solutions Group Inc.
Southwestern Energy Services Company
SpamTitan Technologies
Spartan Energy Partners LP
Spartan Thru Tubing Services LLC
Spectra Energy Corp.
Spectrum Tracer Services LLC
Spidle & Spidle Inc.
Sprint Energy Services LP
SRT Oil Field Service LLC
Stabil Drill Specialties LLC
Stage 3 Separation LLC
Stallion Oilfield Construction LLC
Stallion Oilfield Services Ltd.
Stampede Energy Services LLC
Stanger Surveying Tyler LLC
Stateline Erosion LLC
Statoil Natural Gas LLC
Steamroller Energy LLC
Stellar Oilfield Rentals LLC
Step Energy Services (USA) Ltd.
Sterling Crane LLC
Stindt, William H.
Stock, Jimmy
Stomaco Energy Services Inc.
Stone Trucking Co. Inc.
Stone Well Service LLC
Strata Control Services Inc.
Stratagraph Inc.
Stratagraph NE Inc.
Stride Well Service Company Inc.

Strike LLC
Stringer Contracting Inc.
Stringer's Oilfield Service Inc.
Strong Service LP
Stuart Petroleum Testers Inc.
Sullivan, Clay A.
Sunbelt Oilfield Supply Inc.
Sunbelt Rentals Industrial Services LLC
Sunoco Partners Marketing & Terminals LP
Super Flow Testers Inc.
Super Heaters LLC
Superior Energy Services Inc.
Superior Natural Gas Corp.
Superior Performance Inc.
Superior Tank Company Inc.
Supreme Production Services Inc.
Supreme Service & Specialty Co. Inc.
Swat Inc.
SWCA Environmental Consultants
Swire Oilfield Services LLC
Talen Energy Marketing LLC
Target Well Services Inc.
Tasco Tool Service Ltd.
TCB Rental Inc.
Team Oil Tools LP
TEC Well Service Inc.
Tejas Lease Service LLC
Tenacious Torque LLC
Tenaris Hydril Field Services
Tenaska Marketing Ventures
Terradom Corporation
Tesco Corporation (US)
Testco Well Services LLC
Texan Tubular Services LLC
Texas Energy Network LLC
Texas Equipment Rental LLC
Texas Hot Oilers Inc.
Texas Perforators Inc.
Texas Quality Gate Guard Service LLC
Texas ReExcavation LC
Tex-Perts Cooling & Heating
TGC Industries Inc.
Thomas Fuels Lubricants & Chemicals Inc.
Thru Tubing Solutions Inc.
Thunderhorse Oilfield Services LLC
Thurmond-McGlothlin Inc.

Tiger Industrial Rentals
Tiger Safety Ltd.
Timberline Manufacturing Company Inc.
Timco Services LLC
Tim's Trucking LLC
Titan Test Pumps LLC
TIW Corporation
TNT Crane & Rigging Inc.
Top Notch Energy Services Inc.
Toro Downhole Tools
Torqued-Up Energy Services Inc.
Total CAD Systems Inc.
Total Gas & Power North America Inc.
Total Safety US Inc.
Total Screen Solutions Inc.
TPG Special Situation Partners LLC
TRC Consultants LC
Trend Services Inc.
Tres Management Inc.
Tri Energy Asset Management Inc.
Tri Lift Services Inc.
Trican Well Service LP
Trifecta Oilfield Services LLC
Trinity Gate Guard Services Corp. LOC
Trio Equipment Rental & Services LLC
Triple B Oilfield Service Inc.
Triple J Well Service Inc.
Triple S Well Service Inc.
Tri-State Industrial Group LLC
Tuboscope
Turbo Chem International Inc.
Turbo Drill Industries Inc.
Twilight Services Inc.
Twin Eagle Resource Management LLC
TX Energy Services LLC
Ultra Energy Services LLC
Ultra Pipeline LLC
Underwood Hotshot Service
Universal Fluid Services LLC
USA Compression Partners LLC
UV Logistics LLC d/b/a United Vision
Logistics
Valor E&P LLC
VAM USA
Vaporpoint LLC
Varel International Ind. LP

Vibra-Tech Engineers Inc.
Viper Products & Services LLC
Warrior Energy Services Corp.
Washita Valley Enterprises Inc.
Watergator Inc.
WE Hayden Lease Service Inc.
Weatherford International Lift Systems LLC
Weatherford International LLC
Wehausen Land & Cattle Company Inc.
Weiland, Barbara
Weir Oil & Gas
Well Master Corp.
Wendel Electric
Wenzel Rental Tools LLC
Westoak Production Services Inc.
Whipperhill Consulting LLC
White Castle Rose LLC
Whitehead, Jean M.
White's Welding LLC

Wil-Call Services Ltd.
Wildcat Buildings Inc.
Williford, John Revis
Wilson, Harvey D.
Wireline Inc.
Wolfpack Rentals LLC
Woodward Welding LLC
Workover Solutions Inc.
Workshare Inc.
WS Red Hancock Inc.
Wyoming Casing Service Inc.
Xanadu Exploration Company
X-Chem Inc.
XL Construction Corp.
Xpat Xtreme Pump & Testing LLC
Yellowjacket Oilfield Services LLC
York Acidizing & Cementing LLC
Zedi US Inc.
Zephyr Environmental Corp.

SCHEDULE 1(d)

COURT PERSONNEL

Huennekens, Kevin R., Hon.
Kenney, Brian F., Hon.
Mayer, Robert G., Hon.
Phillips, Keith L., Hon.
Redden, William C.
Santoro, Frank J., Hon.
St. John, Stephen C., Hon.

SCHEDULE 1(e)

MATERIAL CREDITORS

Acock Engineering & Associates Inc.	Ipreo LLC
Alpha Control Services LLC	Jabco Inc.
American Midstream Lavaca LLC	KLX Energy Services LLC
Apex Remington Inc.	Lone Star Tank Rental LP
Archrock Services LP	Magnum Oil Tools International Ltd.
Baker Hughes Inc.	National Oilwell Varco LP #521
Bank of America	Newpark Drilling Fluids LLC
Bear Creek Services LLC	Permian Tank & Manufacturing Inc.
Bedrock Petroleum Consultants LLC	Pilot Thomas Logistics LLC
BKB Oilfield Inc.	Purestream Services LLC
C&C Oilfield Services LLC	Quality Energy Services Inc.
Cactus Wellhead LLC	Schlumberger Technology Corp.
Clear Water Resources LLC	Select Energy Services LLC
Continental Laboratories Inc.	Siboney Energy Services Inc.
D&B Flowback LLC	Silver Eagle Environmental Solutions LLC
Davis Chemical Services LLC	Simons Petroleum LLC
DCS All American LLC	Spidle Turbeco
Durrett Transport LLC	Sunbelt Rentals Inc.
Express Energy Services Operating LP	Swire Water Solutions Inc.
Frank's International LLC	Tenaris Global Services USA Corp.
GEODynamics Inc.	Texas Round Bottoms Inc.
Hunt Oil Co.	Weatherford Artificial Lift System Inc.
Independence Blue Cross	Wes Oil Field Services LLC
Integrated Production Services Inc.	

SCHEDULE 1(f)

CURRENT & POTENTIAL LITIGATION PARTIES

B&H Petroleum Inc.	Kirby, Verne
Black, Jon G.	La Graza, Alfredo D.
Black, Jonathon G.	Lasseigne, Raymond Joseph
Black, Mellissa B.	Lemon Creek Oil & Gas Ltd.
Branigan, James L.	Lott Co. LLC
Branigan, John D.	Madanich, Ted
Branigan, Michael K.	McAfee & Taft
Branigan, Patrick J.	McDole, Jessie E.
Chesapeake Louisiana LP	McDonald Land Services Inc.
Christy, G. Keith	Mikes, Casey Ray
Christy, Katherine L.	Nava, Anna
Collins, Ted	Nicholas, Mary Linda Pipkin
Cudd Pressure Control Inc.	Norwich Petroleum Corp.
Desra K. Selph as Independent	Petro-Chem Operating Co. Inc.
Administatrix for the Estate of Althea	Petrohawk Properties LP
Harris Hart	Petroleum Development Company
Driver, Freddy Howard	Pickett, Trenton
Elite Toilet Rental Inc.	Pipkin, Orlando III
EOG Resources Inc.	Plein Sud Holdings LLC
Flat River Farms LLC	Power Torque Services LLC
George Mercer Pool as Trustee of the	Principle Energy LLC
Marjorie Gretna Peacock Poole Living	Ray, Gale
Trust	RHS Energy LLC
Grill, Jason R.	Sierra Resources Inc.
Harrell Oil Company Inc.	Steadmon, John
Hart, Bernadette Marianne	Stewart, Louis
Harvey, Marvin	Sumrall, Stephen Bolt
Ireland, Debra	Triad Well Service LLC
Katherine Poole Antrobus as Trustee of the	United Rentals Inc.
Katherine Pool Antrobus Living Trust	United States, Government of the,
Kent Harrell as Trustee for the Kent J.	Department of the Interior, Office of
Harrell Reovcable Trust	Natural Resources Revenue
Kirby, Margaret	Weatherford Artificial Lift Systems LLC

SCHEDULE 1(g)

CUSTOMERS

Cimarex Energy Co.
DCP East Texas Gathering LLC
EasTrans LLC
FDL Operating LLC
Florida Gas Transmission Co.
Panola, County of (TX), Tax Office
SWV Energy Operating LLC
Tristate ETX LLC

SCHEDULE 1(h)

DEBTOR PROFESSIONALS

Alvarez & Marsal Holdings LLC
Epiq Systems Inc.
Jefferies LLC
Kirkland & Ellis LLP
Willis Towers Watson PLC

SCHEDULE 1(i)

EQUITY HOLDERS

Barclays PLC
Basso Capital Management LP
BlackRock Inc.
BlackRock Institutional Trust
Capstone Investment Advisors LLC
Charger Corp., The
Charles Schwab Corp.
Columbia Management Investment Advisers LLC
Credit Suisse Securities USA LLC
E*Trade Financial Corp.
Englander, Israel A.
First Trust Advisors LP
First Trust Portfolios LP
Geode Capital Management LLC
Goldman Sachs
GRT Capital Partners
Highbridge Capital Management LLC
Hutchin Hill Capital LP
ICS Opportunities Ltd.
Integrated Assets Ltd.
Integrated Core Strategies US LLC
Lone Star Value Management LLC
Merrill Lynch Safekeeping
Millennium International Management GP LLC
Millennium International Management LP
Millennium Management LLC
National Financial Services LLC
Palisade Capital Management LLC
RBC Capital Markets LLC
Scottrade Inc.
Seaport Global Securities LLC
Soros Fund Management LLC
TD Ameritrade Inc.
Tenor Capital Management Co. LP
UBS O'Connor LLC
Wells Fargo
Whitebox Advisors LLC

SCHEDULE 1(i)

GOVERNMENTAL REGULATORY

CT Corporation System
Delaware, State Of
Delaware, State of, Attorney General
Gonzales, County of (TX)
Gonzalez, County of (TX), Underground Water Conservation District
Lavaca, County of (TX)
Louisiana, State of, Attorney General
Louisiana, State of, Department of Revenue & Taxation
Norman, City of (OK)
Oklahoma, State of, Attorney General
Oklahoma, State of, Corporation Commission
Pennsylvania, Commonwealth of, Attorney General
Pennsylvania, Commonwealth of, Department of Labor
Pennsylvania, Commonwealth of, Treasury
Texas, State of, Attorney General
Texas, State of, Comptroller's Office
Texas, State of, Department of Labor
Texas, State of, Department of State Health Services
Texas, State of, Department of Transportation
Texas, State of, General Land Office
Texas, State of, Railroad Commission
United States, Government of the, Army Corps of Engineers
United States, Government of the, Department of Justice
United States, Government of the, Department of Labor
United States, Government of the, Department of Labor, Occupational Health & Safety
Administration
United States, Government of the, Department of the Interior, Bureau of Land Management
United States, Government of the, Department of the Interior, Bureau of Indian Affairs
United States, Government of the, Department of the Interior, Fish & Wildlife Service
United States, Government of the, Department of the Interior, Minerals Management Service
United States, Government of the, Department of the Treasury
United States, Government of the, Department of Transportation
United States, Government of the, Department of Transportation, Pipeline & Hazardous
Materials Safety Administration
United States, Government of the, Environmental Protection Agency
United States, Government of the, Equal Employment Opportunity Commission
United States, Government of the, Securities & Exchange Commission
Virginia, Commonwealth of, Attorney General
Virginia, Commonwealth of, Department of Labor
Virginia, Commonwealth of, Department of the Treasury

SCHEDULE 1(k)

INSURERS

Allied World National Assurance Company
American Guarantee & Liability Insurance
Argonaut Insurance Company
Chubb Specialty Insurance
Federal Insurance Company
Lloyd's America Inc.
National Union Fire Insurance Company of Pittsburgh PA
Willis Group Holdings PLC
Willis of Pennsylvania Inc.
Willis of Texas Inc.
XL Specialty Insurance Company
Zurich American Insurance Company

SCHEDULE 1(I)

LENDERS & SWAP COUNTERPARTIES

Bank of America NA
Bank One NA
Branch Banking & Trust Company
Burlington Resources Oil & Gas Company LP
Camden Resources LLC
Capital One NA
Comerica Bank
Conocophillips Co.
Credit Suisse AG, Cayman Islands Branch
De La Garza, Alfredo
Freeman, Brandi
Grey Rock Bobcat LLC
Hernandez, Gregory
JPMorgan Chase Bank NA
Marathon Oil EF LC
Marubeni Eagle Ford LP
Marubeni Oil & Gas Inc.
Merrill Lynch Commodities Inc.
RBC Dominion Securities Inc.
RBS Capital Markets
Royal Bank of Canada
Santander Bank NA
Scotia Capital (USA) Inc.
Scotia Capital Inc.
Scotiabanc Inc.
Suntrust Bank
Wells Fargo Bank NA
Wells Fargo Bank National Association
Wells Fargo NA
Wells Fargo Securities LLC
Zeno Imaging

SCHEDULE 1(m)

NON-DEBTOR PROFESSIONALS

Bracewell LLP
Heidrick & Struggles Inc.
McGuireWoods LLP
Milbank Tweed Hadley & McCloy LLP
Opportune LLP
PJT Partners LP
Tavener & Beran PLC

SCHEDULE 1(n)

OIL & GAS LESSORS

Arledge, James B.
Boedeker, Angelyn Barbara Cimrhanz
Bozka Family LP
Brown, Bob
Burlington Resources Oil & Gas
Canaan Resources Drilling Co. LLC
Chrismon, Cody Scott
Cimrhanzl, John G.
Darilek, James Robert
Darilek, Raymond R.
Davis, Jerry A.
Davis, Winston L.
Dean, John L.
Estate of Sam Benestante, The
Fairchild, Carlotta
Fikac, Nellivee Diane
Filipp, Karin K.
Filipp, Kenneth C.
Finck, David E.
Grabarkievtz, Bruno
Hagan, Delores
Hagan, Kenneth Ray
Hartwell, Charles Gerard
Hattie Janek Irrevocable Trust
Helweg, Melissa Johanna
Henwood, Brenda Meyer
Hinze, Ellen A.
Hinze, Lawrence Calvin
Kocian, Charles
Kolar, James Michael
Kolar, Margaret
Kram, Dennis V.

Laywell, Henry Werner
Lee, Jeanette Faye
Machacek, Joseph A.
Maly, Robert J.
Marathon Oil Company
Marcak, Bettie
Matula, Sharon
McMaster, Patrick Lee
Meyer, Bridget
Miller, William J., Jr.
Modern Exploration Inc.
Moeller, Timothy E.
Montgomery, Nella
Moser, Barbara
Parkman, James E., Jr.
Picha, Kenneth
Robertson, Jackie
Ruth Kokernot Denman Life Estate
Schmidt, Larry J.
Smith, George E.
Stock, Kenneth P.
Stock, Mary A.
Sulphur River LP
Tenberg, Alvin
Trojcak, Shirley A.
United States, Government of the,
Department of the Interior, Bureau of
Indian Affairs, Concho Agency Office
Vaclavik, Jimmy James
Wendel's Jewelry Inc.
Wertz, Donald R.

SCHEDULE 1(o)

SURETY BONDS

Oklahoma, State of
Oklahoma, State of, Corporation Commission
Oklahoma, State of, Taxpayer Assistance Division
Pennsylvania, Commonwealth of, Department of Conservation & Natural Resources
Pennsylvania, Commonwealth of, Department of Environmental Protection
RLI Insurance Co.
Travelers Casualty & Surety Company of America
Travelers Property Casualty Company of America
United States, Government of, Department of the Interior, Bureau of Land Management

SCHEDULE 1(p)

TAXING AUTHORITIES

Beckham, County of (OK), Treasurer
Cypress-Fairbanks Independent School District (TX) Tax Assessor-Collector
Delaware, State of
Dewey, County of (OK), Local Emergency Planning Committee
Financial Accounting Standards Board, The
Gonzales, County of (TX), Tax Office
Gregg, County of (TX), Tax Assessor-Collector
Harris, County of (TX), Tax Assessor-Collector
Lavaca, County of (TX), Tax Office
Logan, County of (IL), Treasurer
Louisiana, State of
Louisiana, State of, Department of Revenue
Matagorda, County of (TX), Local Emergency Planning Committee
Nueces, County of (TX), Tax Assessor-Collector
Oklahoma City, City of (OK)
Oklahoma, County of (OK), Treasurer
Oklahoma, State of, Department of Environmental Quality
Oklahoma, State of, Tax Commission
Pennsylvania, Commonwealth of
Pennsylvania, Commonwealth of, Department of Revenue
Potter, County of (TX), Emergency Management Agency
Public Company Accounting Oversight Board
Radnor, Township of (PA)
Sheldon Independent School District (TX) Tax Office
Spring Branch Independent School District (TX)
Texas, State of, Commission on Environmental Quality
Texas, State of, Comptroller of Public Accounts
Texas, State of, Department of State Health Services
Texas, State of, Railroad Commission
United States, Government of the, Internal Revenue Service
Virginia, Commonwealth of, Corporation Commission
Yoakum Independent School District (TX) Tax Office

SCHEDULE 1(q)

TOP 50 CREDITORS

3ES Innovation Inc.
A2D Technologies Inc.
Acme Truck Line Inc.
American Midstream (Lavaca) LLC
Apex Remington Inc.
Cavalry Solutions LLC
Chesapeake Operating Inc.
Coastal Chemical Co. LLC
Coastal Flow Field Services Inc.
DNOW LP
EMK3
Enable Products LLC
Enertia Software
Excalibur Rentals Inc.
FESCO Ltd.
Fitzpatrick Tubing Services
Ganem & Kelly Surveying Inc.
GE Oil & Gas Pressure Control LP
Go West Logistics LLC
Go West Transportation & Storage LLC
Great Texas Compression LLC
H&A Construction LLC
IHS Global Inc.
J&S Water Wells

Jones Day
Lone Star Tank Rental
Marathon Oil EF LLC
Martin Electric Company Inc.
Memorial City Towers Ltd.
NOV
Nzone Guidance LLC
Patterson-UTI Drilling Co. LLC
Pioneer Well Services LLC
Priority Artificial Lift Services LLC
Radnor Center Associates
Refinery Specialties Inc.
REM Torque Test Inc.
Shareholders.com
Smart Freight Funding LLC
Stevens Tanker Division LLC
Swabbing John's Inc.
TEQSYS Inc.
Texperts Inc.
Tillman & Associates Consulting LLC
Total Energy Solutions LLC
WadeCo Specialties Inc.
Wilmington Savings Fund Society FSB
Wrangler Trucking LLC

SCHEDULE 1(r)

U.S. TRUSTEE

Bernstein, Hugh M.
Blades, Paula F.
Bloom, Margaret L.
Flinchum, Peggy T.
Frankel, Jack I.
Garber, Margaret K.
Gasparini, Elisabetta G.
Guzinski, Joseph A.
Herron, Nicholas S.
Hodges, Frances B.
Jones, Bradley D.
King, B. Webb
Legum, Jay W.
McPherson, Theresa E.
Orens, Peter M.
Pecoraro, Shannon F.
Pika, Tony
Sims, Ilene M.
Steven, Mark E.
Turner, June E.
Van Arsdale, Robert B.
Watson, Martha J.
Weschler, Cecelia A.
Whitehurst, Kenneth N.
Whitehurst, Kenneth N., III
Wilson, Sheryl D.

SCHEDULE 1(s)

UNSECURED NOTEHOLDERS

Acquest Advisors LLC	KLS Diversified Asset Management LP
Alignvest Capital Management Inc.	Mangrove Partners
AllianceBernstein LP	Marathon Asset Management LP
Anchorage Capital Group LLC	Milbank Tweed Hadley & McCloy LLP
APG Asset Management US Inc.	Millennium Advisors LLC
B. Riley Asset Management LLC	Morgan Stanley & Company LLC
Bank of America Merrill Lynch Proprietary Trading	Morgan Stanley Smith Barney
Bank of New York	Morgan Stanley Wealth Management
Black Maple Capital Management LP	Oberon Asset Management LLC
BlackRock Advisors LLC	Oppenheimer Investment Management LLC
BlueMountain Capital Management LLC	Pacific Investment Management Co.
BNP Paribas Prime Brokerage Inc.	Paulson & Co. Inc.
Broadbill Investment Partners LLC	Pine River Capital Management LP
Brownstone Investment Group LLC	PineBridge Investments LLC
Buckley Muething Capital Management Co.	Pioneer Investment Management Inc.
CGM/SAL Br.	RBC Dominion Securities LLC
Citibank	Royal Bank of Canada Capital Markets LLC
Citigroup	Schroder Investment Management North America Inc.
Citigroup Global Markets Inc.	SKY Harbor Capital Management LLC
Contrarian Capital Management LLC	SMH Capital Advisors Inc.
Diamond Insurance Group Ltd.	South Dakota, State of, Investment Council
Envestnet Asset Management Inc.	State Street Bank & Trust Co.
First Republic Investment Management Inc.	State Street Global Advisors
FOC Partners	Strategic Value Partners LLC
Franklin Advisers Inc.	SumRidge Partners LLC
Guggenheim Funds Investment Advisors LLC	T. Rowe Price Associates Inc.
HighTower Advisors LLC	Union Bank of Switzerland Securities LLC
Investors Asset Management Inc.	United Services Automobile Association Asset Management Co.
J.P. Morgan Clearing Corp.	USDR Investment Management LLC
Janus Capital Management LLC	Wexford Capital LP
JPMorgan Investment Management Inc.	

SCHEDULE 1(t)

UTILITIES

AT&T Mobility National Business Services
Cogent Communications
Comcast
Comcast Cable Communications Inc.
Guadalupe Valley Electric Cooperative Inc.
Guadalupe Valley Telecommunications Cooperative
Impact Telecom
Level 3 Communications Inc.
Oklahoma Electric Co-Op
Tri-County Rural Electric Cooperative Inc.
Verizon Wireless
VoiceLink Communications
Zayo Group LLC

SCHEDULE 1(u)

VENDORS

4 Minear Ltd.	Brandywine Realty Trust
4X&Y Ranch Ltd.	Brittain Christian Foundation
Abney & Warwick PC	Browning Oil Co. Inc.
Alamo Specialized Trucking	Brunini Grantham Grower & Hewes PLLC
Allied Wireline Services LLC	Burke, Janet Johnson
American Disposal Services Ltd.	Caka, Cynthia
American Stock Transfer & Trust Company LLC	Calf Creek Royalty Ltd.
AMS-PAR Consultants LLC	Cameron International Corp.
Argent Energy (US) Holdings Inc.	Cantana Inc.
Ashley H. Sikes Irrevocable Trust	CDSOSA Inc.
AT&T	CEMEX Inc.
Atlas Tubular LP	Chemical Dynamics Corp.
Bailey Banks Seismic LP	Chesapeake Exploration LLC
Baker, Charlene Rose	Classic Oil Tools
Bancorp Bank	Clifton H. Eilert Estate Trust
Barnes, Joe	Coastal Field Services LP
Baros Family Investments	Coastal Flow Gas Measurement Inc.
Bartos, Charlie F.	Colaco, Titus J.
Basic Energy Services LP	Colorado Materials Ltd.
Battlecat Oil & Gas LLC	Commercial Construction Company
Baylor University College of Medicine	Covey Park Energy LLC
Beal, Leroy J.	Crenshaw Enterprises Ltd.
Beesley, Linda S.	Cronin Energy Corp.
Behlen, Milton J.	CSI Compressco Operating LLC
Ben-Mar Ltd.	Culpepper, Robert W.
Berckenhoff, Ronald Joe	Cyanostar Energy Inc.
Berger, Ernest E.	D&B Rentals
Billings Family LP	Darilek Family Ranch LLC
Billings, Steven Downey	Darilek, Albert S.
Bio-Smart Technologies USA Co.	Darilek, Thomas J.
Black Stone Minerals Co. LP	Dcobb Consultants LLC
Blaschke, David	De Lage Landen Operational Services LLC
Boe Oil Tools Corp.	Delta Dental of Pennsylvania
Boehm, T. Joe	Denman Family Ltd.
Bohuslav, Arnold	Denman Trust, The
Bohuslav, Marvin	Denman, Ruth Kokernot
Bookout Family Trust, The	Devon Energy Corp.
Bouldin Family Minerals Ltd.	Diane Billings Ernest Revocable Living Trust
Bourland & Leverich Supply Co. LLC	Dickson-Allen Foundation
Bowdon Energy Corp.	DicoGroup Inc., The
Bozka Family Ltd. LP	Didear, Alice
Braeuer, Rudolph Ronald	DLB Holdings LP

Dreamers Land & Minerals Inc.
Drillinginfo Inc.
East Texas Exploration LLC
EF 2 Nonop Investments LP
EF 3 Nonop Investments LP
EKS&H LLLP
Elaine Werner Laywell Revocable Trust
Ellen Johnson Trust
Ellington & Associates Inc.
Encompass Industries LLC
Enercorp Crane & Energy Services LLC
Energex LLC
Energy Waste
Energy Waste Rentals & Service
Energy Weldfab Inc.
Envirocheck LLC
Erwin Energy Corp.
Estate of Alton H. Cook Jr.
Estate of Hattie M. Janek
Estate of Peter Frank Mach Jr.
Estate of Ruth Kokernot Denman
EXLP Operating LLC
Expro Americas LLC
Exterran Energy Solutions LP
Fairy T. Wells Family Trust
Fikac, Darren
Fikac, Duane
Fisbeck, Minnie Lee
Fite, Darrin
Flexpipe Systems Inc.
Flood Ranch Ltd.
Flood, George
Flounder Dawg LLC
Flow-Zone LLC
Forest Oil Corp.
Four M Resources Ltd.
Furrh Minerals LP
Furrh Properties LP
Gallia Goodman LP
Gardner Energy Corp.
Garza-Kodack Ltd.
Gate Guard Services LP
GCT Interests LP
GE Oil & Gas Logging Services Inc.
GE Oil & Gas Wireline Services Inc.
Geo Steering Solutions Inc.

Geonyx Seismic Services
George B. Pesek Revocable Trust
Gertner, Andrew W.
Giardinelli, Anthony
Gipson, Judy Johnson
Global Operator Energy Services LLC
Global Vessel & Tank LLC
Gonzales, County of (TX), Health
Gonzales, County of (TX), Tax
Grabarkievtz, Chris
Greive, Charles Leland
Grey Rock Energy Fund LP
Gulf Coast Crane Services LLC
H&C Construction Co. Inc.
Hagens, Gloria
Hajek, Angeline Annie
Hall Energy Co. LLC
Hall, Clare A.
Hall, Sharon
Halliburton Energy Services Inc.
Hamon River Holdings LLC
Harding Pump & Supply Inc.
Harman Mineral Revocable Trust
Harrison, County of (TX), Central Appraisal District
Harrison, County of (TX), Tax Office
Hat Creek Royalty Ltd.
HC Energy LLC
Hennessey, Michael David
Hijet Bit LLC
Hills Double T Ranch LP
Horn Solutions Inc.
Hoskins Wireline LLC
Hybner, Diana
Hybner, Michael
Icarus Inc.
II CB LPA Texas LP
Inland Environmental
Inspection Oilfield Services
JAL Interests LLC
James S. Harris Testamentary Trust
Janak, Gerard A.
Janak, Leo B.
Janak, Ronald
Janecek, Kenneth
Janet Burnett Brown Hill Living Trust

JD Fields & Co. Inc.
JM Oilfield Service Inc.
JM Thibodeaux Farms LP
Johnson Moulton Family Partnership Ltd.
Johnson, Ellen
Johnson, Scott
Jones, Cecilia Ward
Jurica, Harvey
Jurica, Ronald J.
J-W Power Co.
K/C Livestock
Kalisek, Leonard
Kaspar, David Charles
Kelly, Gary J.
King Ranch Inc.
King, Nolan Henry
Knight Oil Tools LLC
Kocurek, Annette Marie
Koenning, Fred, Jr.
Kunik Oil & Gas LP
Kurtz, Joey
Laguna Royalty Ltd.
Lavaca, County of (TX), Tax Assessor
Lawrence, Allen S., III
Lee, Lynda Ann
Lee, Patricia Hughes
Lehnert, Darlene Jurica
Liberty Energy LLC
Lillard Wise Szygenda PLLC
LT Energy Services
M. McCullough Farm & Ranch LP
Machicek, Amy J.
Machicek, Willie A.
Magnum Hunter Production Inc.
Map2009
Maresh, Anthony J.
Marshall, Patricia Ann
Martin, Mary Alyce
Matias, Stanley F.
Mayer Brown LLP
McDaniel, Steven R.
McHugh, Lorraine Miller
McJunkin Red Man Corp.
Meazle, Vernon J.
Meridian Resource & Exploration LLC, The
Merrill Lynch Pierce Fenner & Smith

Metropolitan Life Insurance Co.
M-I Swaco
Microsoft Corp.
Migl, Adolph, Jr.
Mikeska, Sheryl Jean
Mississippi, State of, Tax Commission
Moody's Investors Service Inc.
Moore, Max
Moulton Ranch LLC
Mraz, Dennis
Mraz, Mark
Muehlstein, Daniel
Mueller, Jerrilyn Ann
Multi-Shot LLC
Munson, Houston, Jr.
Murphy, Pat M.
Nash Trucking & Construction Ltd.
National Oilwell Varco LP
NEBCO Inc.
Nelfredo Inc.
Nettie Steen Management Trust
Nick Timms LLC
Nieto, Robert B.
Nsight E&P Solutions
NYSE Market Inc.
Okruhlik, Lynette Elaine
Optimum Supply Co. LLC
Orsak, Eugene
Orsak, Joseph D.
Oxley Resources LLC
P.F. Benes Family LP
Paetec Communications Inc.
Pandale Land & Minerals Co. LLC
Panola-Harrison Electric Cooperative Inc.
Panus Family Investment Trust II
Panus, Mark J.
Patricia M. Abbott Trust 2012
Patterson Tubular Services
Pavlicek, Clara E.
Pavlock, Karen
PBJ Farms LP
Peak Oilfield Services Co.
Perelman, Marsha Reines
Perez, Thomas
PetroChem Operating Co. Inc.
PetroEnergy US Corp.

Petru, William D.
Pioneer Drilling Services Ltd.
PJP4 Fluid Management LLC
Pospisil, Alan Roy
Pospisil, Sandra Jean
Power Solutions LLC
Predator Pressure Control & Crane Services
Premier Pipe LLC
Priest Kainer, Carolyn Sue (Trustee)
Process Systems
Pro-Stim Services LLC
Protiviti Inc.
Quality Energy Solutions LLC
Quest IRA Inc.
Quinn Pumps Inc.
R.C. Coffee Ltd.
R.J. Lindeman Royalty LLC
Raab, Lester W.
Raab, Ruth M.
Rawhide Welding Service LLC
Reliance Standard Life Insurance Co.
Revenew International LLC
RGW Interests LLC
Rhoades Price Rhoades Partnership
Ricks Well Service LLC
Ridout, Elizabeth Ann
Rio Lavaca Farm Ltd.
Risked Revenue Energy Association
Robert Half Management Resources
Rock Creek Ranch I Ltd.
Rockwater South TX LLC
Roeder, Edwarda J.
Roeder, Janet M.
Rolling F Farms Ltd.
Ruckert, Robert (Trustee)
Rush Wellsite Services LLC
Ryan Directional Services Inc.
Ryan LLC
Sabine Oil & Gas LLC
Sanchez Energy Corp.
Schacherl, Shirley Jurica
Schoenfeld, David
Sciba, Cathy Culpepper
Screened Up Oilfield Services LLC
Scrivener Childrens Partnership Ltd.
Search Temps LLC

Seger Family Investments LP
Seger, John William
Seidenberger, Michael
Select Technologies Inc.
Sestak, Charles
Shale Hunter LLC
Shiner Baptist Church
Shockley, Robert R.
Shores Lift Solutions
Sierra Engineering LLC
Smyser Kaplan & Veselka LLP
SN Marquis LLC
Solid Liberty Rental Services LLC
Solid Liberty Services LLC
Solomon Edwards Group LLC
Southern Specialties Transportation
Spann, Rodney E.
Sparks, Jane Ann
Spartan Flow Control Services LLC
Spartan Well Testing Services LLC
Speh, John C., Jr.
Speh, John C., Jr., Trustee
Springs, Dorothy Johnson
Springs, Robert J.
Sprint Energy Services LLC
Stadler, Janette
Standard & Poors
Star Geophysics Inc.
Stasny, Benjamin
Stasny, Marvin
Stehle Resources LLC
Stock Gauging Service
Strasburger & Price LLP
Stuart, Spencer
Sue Culpepper Mineral Trust
Sue Culpepper Ortman Ranch Trust
Sulphur Park LP
Superior Slickline Services
Suzann Cooley Richardson Trust
Talon Development Co.
Targac, August A.
Technik, Ronald James
Tetra Technologies Inc.
Texas Energy Services LLC
Texas Pipe & Supply Co. Inc.
Texas, State of, Comptroller

Texas, State of
Thomas Petroleum LLC
Thomas Tools
Thomas Tubing
Thomson Reuters
Tom F. Marsh Special Trust
Tommy Bozka Family Trust
Townsend Oilfield Services LP
TPG Opportunities III Management LLC
Tracerco
TransZap Inc.
Trevino, Lorenzo L., Jr.
Tri-Co Testing
Triple Crown Acquisitions LLC
TRS LLC
True Partners Consulting LLC
Turbo-Chem International Inc.
Turk's Welding Service
Ultrerra Drilling Technologies LP
United Energy Rentals
United Rentals (North America) Inc.
Vana, Allen J., Sr.
Vana, David
Vasek Zidek Investments LP
Venable Royalty Ltd.

Venro Ltd.
Victory Pipeline Services LLC
Vinson & Elkins LLP
Wachtell Lipton Rosen & Katz
Wagner, Mary Alice
Wagner's Mineral Trust
Weatherford US LP
Weber Energy Corp.
Weiss, Elizabeth J.
Welch, Brian T.
Welfl, Shirley
Welhausen Land & Cattle Company Inc.
Werner Family Trust 2015 Life Estate, The
Westco Family LP
Weston Solutions Inc.
Wild Well Control Inc.
William Marsh Rice University
Workstrings International LLC
Wright & Company Inc.
Wright, Leta Bates
WR-Met LP
Wunderlich, Kenneth
X-Chem LLC
Yamarick, Kenneth

SCHEDULE 2

Kutak Rock Disclosures

Conflict Search Results

Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is a Kutak Rock LLP Client	Status	Nature of Representation
AES Drilling Fluids LLC	AES Distributed Energy	Current	Representation in matter unrelated to Debtors
American Guarantee & Liability Insurance	American Guarantee & Liability Insurance	Current	Representation in matter unrelated to Debtors
Anchorage Capital Group, LLC	Anchorage Capital Group, LLC	Former	Representation in matter unrelated to Debtors
Argonaut Insurance Company	Argonaut Insurance Company	Current	Representation in matter unrelated to Debtors
AT&T	AT&T Digital Life, Inc.	Current	Representation in matter unrelated to Debtors
	AT&T	Former	Representation in matter unrelated to Debtors
	Southwestern Bell Telephone	Former	Representation in matter unrelated to Debtors
Bank of America Merrill Lynch Proprietary Trading	Bank of America, NA	Current	Representation in matter unrelated to Debtors
Bank of America Merrill Lynch	Banc of America Securities, LLC	Current	Representation in matter unrelated to Debtors
Bank of America NA	Bank of America Merrill Lynch	Current	Representation in matter unrelated to Debtors
Merrill Lynch Commodities Inc.	Bank of America Mortgage Co.	Former	Representation in matter unrelated to Debtors
Merrill Lynch Safekeeping	Merrill Lynch Pierce Fenner & Smith, Inc.	Current	Representation in matter unrelated to Debtors
Bank of New York	Bank of New York	Current	Representation in matter unrelated to Debtors
	Bank of New York Mellon	Current	Representation in matter unrelated to Debtors
	Bank of New York Mellon Trust Company	Current	Representation in matter unrelated to Debtors
	BNY Asset Solutions	Former	Representation in matter unrelated to Debtors
Bank of Nova Scotia, The	Bank of Nova Scotia (The)	Former	Representation in matter unrelated to Debtors

Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is a Kutak Rock LLP Client	Status	Nature of Representation
Bank One NA	Bank One Trust Company	Current	Representation in matter unrelated to Debtors
	Bank One Louisiana NA	Current	Representation in matter unrelated to Debtors
Barclays Bank	Barclays Bank	Current	Representation in matter unrelated to Debtors
Bear Transport, LLC	Bear Transportation Services, LP	Current	Representation in matter unrelated to Debtors
Blue Mountain Capital Management, LLC	Blue Mountain Capital Management, LLC	Former	Representation in matter unrelated to Debtors
BNP Paribas Prime Brokerage Inc.	BNP Paribus	Former	Representation in matter unrelated to Debtors
Bracewell LLP	Bracewell & Giuliani	Former	Representation in matter unrelated to Debtors
Branch Banking & Trust Company	Branch Banking & Trust Company	Current	Representation in matter unrelated to Debtors
Brandywine Realty Trust	Brandywine Realty Trust	Former	Representation in matter unrelated to Debtors
Capital One NA	Capital One, NA	Current	Representation in matter unrelated to Debtors
	Capital One Public Funding, LLC	Current	Representation in matter unrelated to Debtors
	Capital One Services	Former	Representation in matter unrelated to Debtors
Capstone Investment Advisors LLC	Capstone Energy Services, LLC	Former	Representation in matter unrelated to Debtors
	Capstone Treatment Center, ::C	Current	Representation in matter unrelated to Debtors
Charles Schwab Corp.	Charles Schwab & Co., Inc.	Former	Representation in matter unrelated to Debtors
Chevron Natural Gas	Chevron USA Inc.	Former	Representation in matter unrelated to Debtors
Chubb Specialty Insurance	Chubb Specialty Insurance	Former	Representation in matter unrelated to Debtors
Citibank Citigroup Citigroup Global Markets Inc.	Citibank, N.A.	Current	Representation in matter unrelated to Debtors
	Citigroup Global Markets, Inc.	Current	Representation in matter unrelated to Debtors
	Citigroup Capital Markets, Inc.	Current	Representation in matter unrelated to Debtors
Comcast Comcast Cable Communications Inc.	Comcast Phone of Arkansas, LLC	Former	Representation in matter unrelated to Debtors
Comerica Bank	Comerica Bank	Current	Representation in matter unrelated to Debtors

Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is a Kutak Rock LLP Client	Status	Nature of Representation
Credit Suisse Securities USA LLC Credit Suisse AG, Cayman Islands Branch	Credit Suisse Securites (USA) LLC	Current	Representation in matter unrelated to Debtors
Delta Dental of Pennsylvania	Delta Dental Plans Association	Former	Representation in matter unrelated to Debtors
DXP Enterprises, Inc.	DXP Enterprises, Inc.	Former	Representation in matter unrelated to Debtors
EDF Trading North America LLC	EDF Renewable Energy, Inc.	Current	Representation in matter unrelated to Debtors
Federal Insurance Company	Federal Insurance Company	Current	Representation in matter unrelated to Debtors
First Republic Investment Management Inc.	First Republic Bank	Current	Representation in matter unrelated to Debtors
GE Capital Ricoh USA Program	GE Government Finance, Inc.	Current	Representation in matter unrelated to Debtors
GE Oil and Gas Pressure Control LP	General Electric Capital Corporation	Current	Representation in matter unrelated to Debtors
GE Oil & Gas North America	GE Capital Franchise Finance Corporation	Current	Representation in matter unrelated to Debtors
GE Oil & Gas Logging Services Inc.	GE Capital Fleet Services	Current	Representation in matter unrelated to Debtors
GE Oil & Gas Wireline Services Inc.	GE Capital Healthcare Financial Services	Current	Representation in matter unrelated to Debtors
	General Electric Company	Current	Representation in matter unrelated to Debtors
	General Electric Railcar Services Corp.	Current	Representation in matter unrelated to Debtors
Goldman Sachs	Goldman, Sachs & Co.	Current	Representation in matter unrelated to Debtors
	Goldman Sach Japan Co, Ltd.	Former	Representation in matter unrelated to Debtors
Gulf South Pipeline Co.	Gulf South Pipeline Company	Former	Representation in matter unrelated to Debtors
Hat Creek Royalty, Ltd.	Hat Creek Energy, LLC	Current	Representation in matter unrelated to Debtors
Impact Telecom	Impact Telecom, Inc.	Current	Representation in matter unrelated to Debtors
Inspection Oilfield Services a/k/a IOS Holdings Inc.	IOS Holdings, Inc.	Former	Representation in matter unrelated to Debtors

Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is a Kutak Rock LLP Client	Status	Nature of Representation
Jefferies LLC	Jefferies LLC	Current	Representation in matter unrelated to Debtors
	Jefferies & Company, Inc.	Former	Representation in matter unrelated to Debtors
Jones Day	Jones Day	Former	Representation in matter unrelated to Debtors
J.P. Morgan Clearing Corp.	JPMorgan Chase Bank, NA	Current	Representation in matter unrelated to Debtors
JP Morgan Chase Bank NA	JPMorgan Chase & Co.	Current	Representation in matter unrelated to Debtors
JPMorgan Investment Management Inc.	JPMorgan Securities, LLC	Current	Representation in matter unrelated to Debtors
	JPMorgan Securities, Inc.	Current	Representation in matter unrelated to Debtors
	JPMorgan Trust Co., NA	Former	Representation in matter unrelated to Debtors
Level 3 Communications, Inc.	Level 3 Communications, LLC	Former	Representation in matter unrelated to Debtors
LexisNexis	LexisNexis Risk Solutions, Inc.	Current	Representation in matter unrelated to Debtors
Louisiana, State of	Louisiana, State of	Former	Representation in matter unrelated to Debtors
Metropolitan Life Insurance Co.	Metropolitan Life Insurance Co.	Current	Representation in matter unrelated to Debtors
Microsoft Corp.	Microsoft Corporation	Former	Representation in matter unrelated to Debtors
Morgan Stanley & Company LLC	Morgan Stanley	Current	Representation in matter unrelated to Debtors
Morgan Stanley Smith Barney	Morgan Stanley & Co., Inc.	Current	Representation in matter unrelated to Debtors
Morgan Stanley Wealth Management	Morgan Stanley Capital Group, Inc.	Former	Representation in matter unrelated to Debtors
	Morgan Stanley Capital Services, Inc.	Former	Representation in matter unrelated to Debtors
	Morgan Stanley Dean Witter Capital I, Inc.	Former	Representation in matter unrelated to Debtors
	Morgan Stanley Smith Barney	Current	Representation in matter unrelated to Debtors

Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is a Kutak Rock LLP Client	Status	Nature of Representation
Oklahoma City, City of (OK)	Oklahoma City, City of (OK)	Current	Representation in matter unrelated to Debtors
	Oklahoma City Airport Trust	Former	Representation in matter unrelated to Debtors
	Oklahoma City Water Utilities Trust	Current	Representation in matter unrelated to Debtors
Oklahoma, County of (OK)	Oklahoma Count Finance Authority	Current	Representation in matter unrelated to Debtors
	Oklahoma County Home Finance Authority	Current	Representation in matter unrelated to Debtors
Oppenheimer Investment Management LLC	Oppenheimer & Co., Inc.	Current	Representation in matter unrelated to Debtors
Oracle Corp.	Oracle Corporation	Former	Representation in matter unrelated to Debtors
Paetec Communications Inc.	Paetec Communications	Former	Representation in matter unrelated to Debtors
	Paetec Holdings Corp.	Former	Representation in matter unrelated to Debtors
	Windstream Holdings, Inc.	Current	Representation in matter unrelated to Debtors
Paulson & Co., Inc.	Paulson & Co., Inc.	Former	Representation in matter unrelated to Debtors

Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is a Kutak Rock LLP Client	Status	Nature of Representation
<p>Pennsylvania, Commonwealth of</p> <p>Pennsylvania, Commonwealth of, Attorney General</p> <p>Pennsylvania, Commonwealth of, Department of Environmental Protection</p> <p>Pennsylvania, Commonwealth of, Department of Labor</p> <p>Pennsylvania, Commonwealth of, Treasury</p> <p>Pennsylvania, Commonwealth of, Department of Conservation & Natural Resources</p> <p>Pennsylvania, Commonwealth of, Department of Revenue</p>	Commonwealth of Pennsylvania	Former	Representation in matter unrelated to Debtors
Pilot Thomas Logistics LLC	Pilot Thomas Logistics, LLC	Current	Representation in matter unrelated to Debtors
Pitney Bowes Inc.	Pitney Bowes, Inc.	Current	Representation in matter unrelated to Debtors
	Pitney Bowes Presort Services, Inc.	Current	Representation in matter unrelated to Debtors
RBC Capital Markets	RBC Capital Markets	Current	Representation in matter unrelated to Debtors
RBC Capital Markets LLC			
RBC Dominion Securities Inc.	RBC Capital Markets, Inc.	Current	Representation in matter unrelated to Debtors
RBC Dominion Securities LLC	RBC Capital Markets, LLC	Current	Representation in matter unrelated to Debtors
Royal Bank of Canada	Royal Bank of Canada	Current	Representation in matter unrelated to Debtors
Royal Bank of Canada Capital Markets LLC			
Reliance Standard Life Insurance Co.	Reliance Standard Life Insurance Co.	Current	Representation in matter unrelated to Debtors

Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is a Kutak Rock LLP Client	Status	Nature of Representation
Robert Half Management Resources	Robert Half International Inc.	Current	Representation in matter unrelated to Debtors
Solomon Edwards Group LLC	Solomon Edwards Group LLC	Former	Representation in matter unrelated to Debtors
State Street Bank & Trust Co. State Street Global Advisors	State Street Bank & Trust Company, NA	Former	Representation in matter unrelated to Debtors
Sunbelt Rentals Inc.	Sunbelt Rentals, Inc.	Current	Representation in matter unrelated to Debtors
SunTrust Bank	SunTrust Banks, Inc.	Current	Representation in matter unrelated to Debtors
TD Ameritrade Inc.	TD Ameritrade Inc.	Current	Representation in matter unrelated to Debtors
	TD Ameritrade Clearing Inc.	Current	Representation in matter unrelated to Debtors
	TD Ameritrade Holding Corporation	Current	Representation in matter unrelated to Debtors
Travelers Casualty & Surety Company of America Travelers Property Casualty Company of America	Travelers Insurance Company	Current	Representation in matter unrelated to Debtors
Virginia, Commonwealth of, Corporation Commission	Virginia, Commonwealth of, Attorney General	Current	Representation in matter unrelated to Debtors
Virginia, Commonwealth of, Attorney General	Virginia, Commonwealth of, Department of Mines, Minerals and Energy	Current	Representation in matter unrelated to Debtors
Virginia, Commonwealth of, Department of Labor	Virginia, Commonwealth of, Department of Labor and Industry	Current	Representation in matter unrelated to Debtors
Virginia, Commonwealth of, Department of the Treasury	Virginia, Commonwealth of, Department of the Transportation	Current	Representation in matter unrelated to Debtors
	Virginia Commonwealth University	Current	Representation in matter unrelated to Debtors
	Virginia, Commonwealth of, Board of Contractors	Current	Representation in matter unrelated to Debtors

Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is a Kutak Rock LLP Client	Status	Nature of Representation
Wells Fargo Bank NA Wells Fargo NA Wells Fargo Securities LLC	Wells Fargo & Company	Current	Representation in matter unrelated to Debtors
	Wells Fargo Financial Leasing, Inc.	Current	Representation in matter unrelated to Debtors
	Wells Fargo Bank Minnesota, N.A.	Current	Representation in matter unrelated to Debtors
	Wells Fargo Community Investment Holding	Current	Representation in matter unrelated to Debtors
	Wells Fargo Public Finance	Current	Representation in matter unrelated to Debtors
	Wells Fargo Home Mortgage	Current	Representation in matter unrelated to Debtors
	Wells Fargo Insurance Services	Current	Representation in matter unrelated to Debtors
	Wells Fargo Foothill, Inc.	Former	Representation in matter unrelated to Debtors
	Wells Fargo Corporate Trust	Current	Representation in matter unrelated to Debtors
	Wells Fargo Bank, NA	Current	Representation in matter unrelated to Debtors
	Wells Fargo Bank Minnesota, NA	Former	Representation in matter unrelated to Debtors
	Wells Fargo Capital Finance	Current	Representation in matter unrelated to Debtors
	Wells Fargo Advisors, LLC	Current	Representation in matter unrelated to Debtors
	Wells Fargo Equipment Finance, Inc.	Current	Representation in matter unrelated to Debtors
	Wells Fargo Franchise Finance	Current	Representation in matter unrelated to Debtors
	Wells Fargo Community Investment Holding	Current	Representation in matter unrelated to Debtors
	Wells Fargo Securities	Current	Representation in matter unrelated to Debtors
Whitebox Advisors LLC	Whitebox Advisors, LLC	Former	Representation in matter unrelated to Debtors

Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is a Kutak Rock LLP Client	Status	Nature of Representation
Zurich American Insurance Company	Zurich American Insurance Co.	Current	Representation in matter unrelated to Debtors
	Zurich NA Recovery Claims	Current	Representation in matter unrelated to Debtors
	Zurich Insurance Co. of Illinois	Former	Representation in matter unrelated to Debtors
	Zurich Brussels	Former	Representation in matter unrelated to Debtors
	Zurich Assurance Co. of America	Former	Representation in matter unrelated to Debtors

EXHIBIT C

Cloues Declaration

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Proposed Co-Counsel to the Debtors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:	)	Chapter 11
)	
PENN VIRGINIA CORPORATION, <i>et al.</i> , ¹	)	Case No. 16-32395 (KLP)
)	
Debtors.	)	(Jointly Administered Requested)
)	

**DECLARATION OF EDWARD B. CLOUES II IN SUPPORT OF
THE DEBTORS' APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING
THE DEBTORS TO EMPLOY AND RETAIN KUTAK ROCK LLP AS CO-COUNSEL
EFFECTIVE NUNC PRO TUNC TO THE PETITION DATE**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Penn Virginia Corporation (4320); Penn Virginia Holding Corp. (7384); Penn Virginia MC Corporation (0458); Penn Virginia MC Energy L.L.C. (0462); Penn Virginia MC Operating Company L.L.C. (0466); Penn Virginia Oil & Gas Corporation (7929); Penn Virginia Oil & Gas GP LLC (3686); Penn Virginia Oil & Gas LP LLC (8109); Penn Virginia Oil & Gas, L.P. (9487). The location of the Debtors' service address is: Four Radnor Corporate Center, Suite 200, 100 Matsonford Road, Radnor, Pennsylvania 19087.\

I, Edward B. Cloues II, Chairman of the Board of Directors and Interim Chief Executive Officer of Penn Virginia Corporation, being duly sworn, state the following under penalty of perjury:

1. I am the Chairman of the Board of Directors and Interim Chief Executive Officer of Penn Virginia Corporation of Penn Virginia Corporation located at Four Radnor Corporate Center, Suite 200, 100 Matsonford Road, Radnor, Pennsylvania 19087.

2. I submit this declaration (the “Declaration”) in support of the *Debtors’ Application for Entry of an Order Authorizing the Debtors to Employ and Retain Kutak Rock LLP as Co-Counsel Effective Nunc Pro Tunc to the Petition Date* (the “Application”).² Except as otherwise noted, I have personal knowledge of the matters set forth herein.

The Debtors’ Selection of Counsel

3. The Debtors recognize that a comprehensive review process is necessary when selecting and managing chapter 11 counsel to ensure that bankruptcy professionals are subject to the same client-driven market forces, scrutiny, and accountability as professionals in non-bankruptcy engagements.

4. To that end, the review process utilized by the Debtors here assessed potential counsel based on their expertise in the relevant legal issues and in similar proceedings. Using this review process, the Debtors interviewed two firms to serve as potential bankruptcy counsel.

5. Relying on the advice of Kirkland & Ellis LLP (“K&E”), the Debtors engaged Kutak Rock as their Virginia bankruptcy co-counsel. Ultimately, the Debtors agreed with K&E’s recommendation to retain Kutak Rock because of the Firm’s experience in corporate reorganizations, both out-of-court and under chapter 11 of the Bankruptcy Code. In addition, the

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

Kutak Rock's lawyers have experience practicing before this Court and have the ability to respond quickly to any contingency, emergency hearings or other matters before this Court.

Rate Structure

6. In my capacity as Interim Chief Executive Officer of Penn Virginia Corporation, I (along with Penn Virginia Corporation's General Counsel) am responsible for supervising outside counsel retained by the Debtors in the ordinary course of business. Kutak Rock has informed the Debtors that its rates for bankruptcy representations are comparable to the rates Kutak Rock charges for non-bankruptcy representations. As discussed below, I (along with Penn Virginia Corporation's General Counsel) am also responsible for reviewing the statements regularly submitted by Kutak Rock, and can confirm that the rates Kutak Rock charged the Debtors in the prepetition period are the same as the rates Kirkland will charge the Debtors in the postpetition period.

Cost Supervision

7. The Debtors will approve a budget and staffing plan for the period from May 12, 2016 to August 31, 2016, recognizing that in the course of a large chapter 11 case like these chapter 11 cases, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Debtors and Kutak Rock. The Debtors further recognize that it is their responsibility to monitor closely the billing practices of their counsel to ensure the fees and expenses paid by the estate remain consistent with the Debtors' expectations and the exigencies of the chapter 11 cases. The Debtors will continue to review the statements that Kutak Rock regularly submits, and, together with Kutak Rock, amend the budget and staffing plans periodically, as the case develops.

8. As they did prepetition, the Debtors will continue to bring discipline, predictability, client involvement, and accountability to the counsel fees and expenses reimbursement process. While every chapter 11 case is unique, these budgets will provide guidance on the periods of time involved the level of the attorneys and professionals that will work on various matters, and projections of average hourly rates for the attorneys and professionals for various matters.

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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.

Dated: May 23, 2016

Respectfully submitted,

A handwritten signature in dark ink, appearing to read "E. B. Cloues II", is written over a light blue rectangular background.

Edward B. Cloues II
Penn Virginia Corporation
Chairman of the Board of Directors and
Interim Chief Executive Officer