

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

<p>In re:</p> <p>CHESAPEAKE ENERGY CORPORATION, <i>et al.</i>,<sup>1</sup></p> <p style="text-align: center;">Reorganized Debtors.</p>	<p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p>	<p>Chapter 11</p> <p>Case No. 20-33233 (DRJ)</p> <p>(Jointly Administered)</p> <p><b>Re: Docket Nos. 655, 3091</b></p>
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**NOTICE OF EXCESS FEES**

**PLEASE TAKE NOTICE** that on August 6, 2020, the United States Bankruptcy Court for the Southern District of Texas (the “Court”) entered the *Order Authorizing the Retention and Compensation of Certain Professionals Utilized in the Ordinary Course of Business* [Docket No. 655] (the “OCP Order”).<sup>2</sup>

**PLEASE TAKE FURTHER NOTICE** that pursuant to the OCP Order, while these chapter 11 cases are pending, the fees of each OCP set forth on the Tier 1 OCP List, excluding costs and reimbursable expenses, may not exceed \$150,000 per month.

**PLEASE TAKE FURTHER NOTICE** that pursuant to the OCP Order, to the extent an OCP seeks compensation in excess of the applicable OCP Monthly Cap, the OCP shall (i) file with this Court a Notice of Excess Fees and an invoice setting forth, in reasonable detail, the nature of the services rendered and disbursements actually incurred, including all time entries and all fees incurred by the OCP for the relevant month; and (ii) serve the Notice of Excess Fees on the Notice Parties.

**PLEASE TAKE FURTHER NOTICE** that on February 15, 2021, the Reorganized Debtors added Wachtell, Lipton, Rosen & Katz (“WLRK”) to the Tier 1 OCP List pursuant to the *Notice of Additional Ordinary Course Professional Pursuant to the Order Authorizing the Retention and Compensation of Certain Professionals Utilized in the Ordinary Course of Business* [Docket No. 3091].

**PLEASE TAKE FURTHER NOTICE** that for the month ended November 30, 2020 (the “Excess Fee Period”), WLRK exceeded the applicable OCP Monthly cap by \$209,647.70 (the “Excess Fees”). WLRK’s invoice covering the Excess Fee Period is attached hereto as **Exhibit A**. The invoice sets forth, in reasonable detail, the nature of the services rendered and

<sup>1</sup> A complete list of each of the Reorganized Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://dm.epiq11.com/chesapeake>. The location of Debtor Chesapeake Energy Corporation’s principal place of business and the Debtors’ service address in these chapter 11 cases is 6100 North Western Avenue, Oklahoma City, Oklahoma 73118.

<sup>2</sup> All capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the OCP Order.

disbursements actually incurred, including all time entries and all fees incurred by WLRK for the relevant month.

**PLEASE TAKE FURTHER NOTICE** that interested parties have 14 days to file an objection to the Notice of Excess Fees with this Court. If after 14 days no objection is filed, the Excess Fees shall be deemed approved, and WLRK may be paid 100 percent of its fees and 100 percent of its expenses without the need to file a fee application.

Houston, Texas  
August 31, 2021

*/s/ Matthew D. Cavanaugh*

**JACKSON WALKER L.L.P.**

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**Certificate of Service**

I certify that on August 31, 2021 I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Matthew D. Cavanaugh

Matthew D. Cavanaugh

**Exhibit A**

**Excess Fee Period Invoice**

**WACHTELL, LIPTON, ROSEN & KATZ**

**51 WEST 52ND STREET  
NEW YORK, N.Y. 10019-6150**

August 31, 2021

Chesapeake Energy Corporation  
6100 North Western Avenue  
Oklahoma City, OK 73118

Attention: James R. Webb, Esq

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For services rendered in the period from November 1, 2020 through November 30, 2020 to Chesapeake Energy Corporation and its Board of Directors in connection with restructuring, litigation and related matters .....	\$345,809.75
Disbursements .....	<u>\$13,837.96</u>
Total .....	<u>\$359,647.70</u>

Invoice # 417859

**Time Detail**

Work Date	Last Name	Title	Hours	Amount	Time Description
11/01/2020	Celentino	Associate	0.67	586.25	Document review and production
11/01/2020	Celentino	Associate	3.25	2,843.75	Edits to responses and objections to UCC document requests
11/01/2020	Levy	Associate	1.10	687.50	Revising R&Os to document production request
11/01/2020	Samaroo	Automated Legal Support	1.15	402.50	Pull electronic documents for searching in the document review repository for attorney review and analysis.
11/02/2020	Wolf	Of Counsel	0.40	600.00	Review responses and objections to UCC document requests
11/02/2020	Mason	Partner	1.50	2,400.00	Work on standing litigation
11/02/2020	Lynch	Partner	4.30	6,450.00	Attention to discovery notices to WLRK; draft R&O's; depo scheduling; telephone call with Brown Rudnick and related prep; Kirkland & Ellis coordination call
11/02/2020	Celentino	Associate	2.47	2,161.25	R&Os to UCC discovery; document review
11/02/2020	Celentino	Associate	1.04	910.00	Meet & confer calls with Brown Rudnick; related prep
11/02/2020	Levy	Associate	0.50	312.50	Call with Brown Rudnick about document requests
11/02/2020	Levy	Associate	1.10	687.50	Drafting R&Os to Rule 30(b)(6) request
11/02/2020	Garfunkel	Automated Legal Support	1.00	425.00	Prepare attorney for review of litigation documents
11/03/2020	Mason	Partner	2.50	4,000.00	Worked on litigation issues
11/03/2020	Lynch	Partner	2.30	3,450.00	Prepare Brad Martin for deposition

11/03/2020	Celentino	Associate	5.11	4,471.25	Document review related to Martin deposition; Review/edit R&Os; Martin deposition prep
11/03/2020	Levy	Associate	1.50	937.50	Attend first-day hearing telephonically
11/03/2020	Levy	Associate	0.80	500.00	Document review
11/04/2020	Lynch	Partner	0.80	1,200.00	Martin deposition preparation
11/04/2020	Celentino	Associate	13.64	11,935.00	Developing and reviewing Martin deposition materials; calls to discuss document production
11/04/2020	Levy	Associate	0.10	62.50	Call with J. Celentino to discuss document production
11/04/2020	Levy	Associate	0.70	437.50	Reviewing docket and updating team on upcoming hearing schedule
11/04/2020	Tam	Automated Legal Support	0.60	210.00	QC'ed document designation tags, imported images to workspace and updated database
11/05/2020	Lynch	Partner	1.20	1,800.00	Martin deposition prep
11/05/2020	Celentino	Associate	4.85	4,243.75	Reviewing documents for Martin deposition; call with Kirkland & Ellis regarding deposition
11/05/2020	Levy	Associate	0.80	500.00	Call with Kirkland & Ellis regarding deposition
11/05/2020	Levy	Associate	1.20	750.00	Reviewing UCC proposed standing complaint
11/05/2020	Levy	Associate	0.20	125.00	Reviewing documents/emails for production
11/05/2020	Levy	Associate	5.90	3,687.50	Reviewing documents/emails for production
11/06/2020	Mason	Partner	1.50	2,400.00	Worked on standing issues
11/06/2020	Lynch	Partner	1.60	2,400.00	Brad Martin depo prep
44141	Celentino	Associate	12.38	10,832.50	Reviewing documents (2.38); preparing for Brad Martin deposition (10)



11/06/2020	Levy	Associate	0.80	500.00	Communicating with team about substance of documents in potential production set
11/06/2020	Levy	Associate	0.80	500.00	Reviewing docket and updating team on upcoming deadlines
11/06/2020	Strauss	Lead Paralegal	3.75	1,312.50	Prepared B. Martin prep e-binder: reviewed outline, drafted TOC, coordinated printing and FedEx
11/07/2020	Mason	Partner	2.00	3,200.00	Reviewed draft filings
11/07/2020	Lynch	Partner	3.20	4,800.00	Brad Martin depo prep
11/07/2020	Celentino	Associate	6.12	5,355.00	Reviewing document productions (incoming and outgoing) to draft/edit depo defense outline
11/07/2020	Samaroo	Automated Legal Support	0.49	171.50	Prepare a font file electronic document with technical issue in the document review repository for attorney review and analysis
11/07/2020	Samaroo	Automated Legal Support	1.23	430.50	Prepare electronic documents pertaining to the first production set for attorney review
11/08/2020	Mason	Partner	3.00	4,800.00	Reviewed draft filings, related docket items, and related confirmation litigation docs
11/08/2020	Lynch	Partner	10.30	15,450.00	Brad Martin depo prep
11/08/2020	Celentino	Associate	6.97	6,098.75	Brad Martin depo prep
11/08/2020	Samaroo	Automated Legal Support	1.34	469.00	Prepare electronic documents pertaining to the first production set for attorney review
11/09/2020	Mason	Partner	6.50	10,400.00	Prepared for and attended Brad Martin deposition prep
11/09/2020	Lynch	Partner	8.60	12,900.00	Brad Martin depo prep
11/09/2020	Celentino	Associate	5.10	4,462.50	Reviewing documents and preparing for Martin deposition
11/10/2020	Lynch	Partner	1.40	2,100.00	Brad Martin depo prep

11/10/2020	Celentino	Associate	3.19	2,791.25	Reviewing document production
11/11/2020	Wolf	Of Counsel	5.10	7,650.00	Emails re plan structure; discovery (.3); Chesapeake review standing motion and draft response (4.5); telephone call with team re dep notice (.3)
11/11/2020	Lynch	Partner	5.20	7,800.00	Prep for Martin depo; review and discuss 30b6 notice to WLRK
11/11/2020	Celentino	Associate	6.65	5,818.75	Document review & production (3.5); preparing for deposition (3.14)
11/11/2020	Levy	Associate	1.10	687.50	Reviewing debtor reply to UCC complaint
11/11/2020	Levy	Associate	1.90	1,187.50	Reviewing UCC standing motion and related caselaw
11/11/2020	Levy	Associate	1.10	687.50	Reviewing law on 30(b)(6) depositions and drafting emails to team
11/11/2020	Levy	Associate	0.20	125.00	Team call discussing 30(b)(6) deposition notice
11/11/2020	Tam	Automated Legal Support	0.90	315.00	Reviewed and analyzed data, uploaded files to the network, edited load files and updated database
11/12/2020	Wolf	Of Counsel	1.10	1,650.00	Emails and telephone calls re 30b6 depo of WLRK (.5); review complaint and draft response (.6)
11/12/2020	Mason	Partner	6.50	10,400.00	Prepared for and attended Brad Martin depo and debrief
11/12/2020	Lynch	Partner	7.10	10,650.00	Brad Martin depo; related prep and follow-up; attention to 30b6 depo notices and motion to quash
11/12/2020	Celentino	Associate	6.19	5,416.25	Preparing for Martin depo; Martin depo; debriefing Martin depo
11/12/2020	Levy	Associate	2.60	1,625.00	Drafting potential additions to response to UCC complaint
11/13/2020	Wolf	Of Counsel	1.30	1,950.00	Prep for and conference call re draft response to standing motion
11/13/2020	Celentino	Associate	2.66	2,327.50	Reply brief research and document collection

11/13/2020	Levy	Associate	0.90	562.50	Call to discuss objections to UCC standing motion
11/13/2020	Levy	Associate	0.70	437.50	Communications with team regarding key cases for reply
11/13/2020	Levy	Associate	1.80	1,125.00	Drafting arguments regarding directors' fiduciary duties
11/13/2020	Levy	Associate	0.30	187.50	Monitoring incoming docket entries
11/13/2020	Levy	Associate	1.30	812.50	Researching director's fiduciary duties
11/13/2020	Levy	Associate	3.20	2,000.00	Reviewing and analyzing key cases from UCC filings
11/13/2020	Levy	Associate	1.30	812.50	Reviewing UCC complaint regarding lien avoidance
11/13/2020	Battle	Paralegal	3.00	825.00	Preparing index of key documents for deposition
11/14/2020	Wolf	Of Counsel	7.00	10,500.00	Read depo transcripts and cases re claims against directors
11/14/2020	Mason	Partner	3.00	4,800.00	Reviewed documents re UCC standing motion
11/15/2020	Wolf	Of Counsel	2.90	4,350.00	Prep for (1.5) and team conference call re draft objection to standing motion (1.4)
11/15/2020	Mason	Partner	4.00	6,400.00	Reviewed docs re standing motion; prepared for and attended internal call re same
11/15/2020	Lynch	Partner	1.50	2,250.00	Team conference call regarding standing motion
11/15/2020	Celentino	Associate	2.37	2,073.75	Strategy call and research for brief re standing motion
11/15/2020	Levy	Associate	1.20	750.00	Drafting email regarding director's fiduciary duties
11/15/2020	Levy	Associate	4.30	2,687.50	Researching director's fiduciary duties when faced with threat of litigation
11/15/2020	Levy	Associate	1.00	625.00	Team call to discuss objections to UCC standing motion

11/16/2020	Wolf	Of Counsel	4.70	7,050.00	Prep for (2.7) and conference call with K&E (2.0) re draft response to standing motion
11/16/2020	Mason	Partner	2.00	3,200.00	Worked on standing reply issues
11/16/2020	Celentino	Associate	2.14	1,872.50	Call regarding standing and related research
11/16/2020	Levy	Associate	1.00	625.00	Call with Kirkland & Ellis to discuss objections to UCC standing motion
11/16/2020	Levy	Associate	0.80	500.00	Drafting summary of new UCC complaint and standing motion
11/16/2020	Levy	Associate	0.50	312.50	Researching Board's fiduciary duties
11/16/2020	Levy	Associate	1.60	1,000.00	Reviewing new UCC Complaint and standing motion
11/17/2020	Wolf	Of Counsel	4.50	6,750.00	Revise director section of response to standing motion.
11/17/2020	Mason	Partner	2.50	4,000.00	Prepared for and attended board meeting
11/17/2020	Katz	Partner	1.50	2,400.00	Attended board meeting
11/17/2020	Lynch	Partner	0.60	900.00	telephone call regarding K&E briefing; Brad Martin depo follow-up
11/17/2020	Celentino	Associate	1.21	1,058.75	Strategy call; reviewing documents for brief
11/17/2020	Levy	Associate	1.30	812.50	Reviewing new UCC Complaint and standing motion
11/17/2020	Levy	Associate	1.30	812.50	Researching Oklahoma law on fiduciary duties
11/18/2020	Wolf	Of Counsel	2.80	4,200.00	Work on directors section of response to standing motion
11/18/2020	Celentino	Associate	2.59	2,266.25	Reviewing confidentiality designations on transcripts
11/18/2020	Levy	Associate	3.50	2,187.50	Reviewing caselaw on legal standard for derivative standing

11/18/2020	Levy	Associate	0.90	562.50	Reviewing recent case filings
11/19/2020	Celentino	Associate	1.13	988.75	Expert report review
11/19/2020	Levy	Associate	1.70	1,062.50	Drafting email discussing legal standard for derivative standing
11/19/2020	Levy	Associate	1.30	812.50	Reviewing discussion of legal standards for derivative standing in reply brief
11/19/2020	Levy	Associate	0.90	562.50	Reviewing Oklahoma state law on dividends
11/19/2020	Levy	Associate	2.1	1312.5	Reviewing UCC expert reports
11/20/2020	Wolf	Of Counsel	0.80	1,200.00	Work on standing response.
11/20/2020	Celentino	Associate	1.65	1,443.75	Research and reviewing expert reports
11/20/2020	Levy	Associate	1.50	937.50	Research regarding derivative standing
11/22/2020	Celentino	Associate	3.25	2,843.75	Deposition designation and expert report analysis
11/20/2020	Levy	Associate	1.10	687.50	Research regarding Delaware law regarding dividends
11/23/2020	Celentino	Associate	0.60	525.00	Transcript designation; reviewing plan supplement
11/24/2020	Wolf	Of Counsel	2.00	3,000.00	Read depo transcripts for director section of standing brief
11/24/2020	Celentino	Associate	0.60	525.00	Reviewing plan supplement
11/25/2020	Lynch	Partner	0.30	450.00	Attention to conf hearing
11/25/2020	Celentino	Associate	0.56	490.00	Reviewing response to standing motion
11/27/2020	Celentino	Associate	4.48	3,920.00	Rebuttal expert reports/response edits
11/27/2020	Levy	Associate	3.30	2,062.50	Editing reply brief to standing motion

11/28/2020	Wolf	Of Counsel	4.50	6,750.00	Revise draft objection to standing motion
11/28/2020	Levy	Associate	5.20	3,250.00	Editing fiduciary duty section of reply brief to standing motion
11/28/2020	Levy	Associate	3.10	1,937.50	Editing reply brief to standing motion
11/29/2020	Mason	Partner	3.00	4,800.00	Worked on standing motion issues
11/29/2020	Celentino	Associate	3.90	3,412.50	Research for brief; reviewing and summarizing expert reports; call regarding brief
11/29/2020	Levy	Associate	1.10	687.50	Reviewing insolvency standard under Oklahoma law
11/29/2020	Levy	Associate	2.20	1,375.00	Reviewing Oklahoma caselaw on unlawful dividends
11/29/2020	Levy	Associate	3.20	2,000.00	Revising unlawful dividend section of reply brief
11/30/2020	Mason	Partner	2.50	4,000.00	Prepared for and attended call with team and follow up re plan litigation
11/30/2020	Lynch	Partner	1.20	1,800.00	Team call re hearing; review draft brief
11/30/2020	Celentino	Associate	1.80	1,575.00	Strategy call; reviewing brief and related caselaw
11/30/2020	Levy	Associate	1.10	687.50	Call regarding objection to standing motion, case updates
11/30/2020	Levy	Associate	1.10	687.50	Reviewing pleading standards for breach of fiduciary duty claims
11/30/2020	Levy	Associate	3.00	1,875.00	Reviewing revised objection to standing motion
			<b>329.93</b>	<b>345,809.75</b>	

**Expense Detail**

<b>Work Date</b>	<b>Cost Type</b>	<b>Amount</b>
11/3/2020	Meals - Attorneys	37.09
11/3/2020	Duplicating - Printing Color	469.50
11/4/2020	Meals - Attorneys	48.90
11/5/2020	Meals - Attorneys	46.15
11/5/2020	O/S Telephone	6.34
11/5/2020	Duplicating - Printing	345.60
11/5/2020	Duplicating - Printing Color	565.25
11/6/2020	Courier Service	55.59
11/6/2020	Duplicating/Velobinding/Tab	0.00
11/6/2020	Travel - Package Delivery	35.65
11/6/2020	Duplicating - Printing	0.15
11/6/2020	Duplicating - Printing Color	606.00
11/7/2020	Travel - Package Delivery	35.65
11/7/2020	Duplicating - Printing	0.60
11/7/2020	Duplicating - Printing Color	110.25
11/8/2020	Travel - Package Delivery	83.11
11/8/2020	Duplicating - Printing	1.65
11/8/2020	Duplicating - Printing Color	294.50
11/9/2020	Travel - Local Attorneys	14.04
11/9/2020	Meals - Attorneys	34.70
11/9/2020	Duplicating - Printing Color	36.75
11/10/2020	Courier Service	32.50
11/10/2020	Duplicating/Velobinding/Tab	6.25
11/10/2020	Duplicating - Printing	0.15
11/10/2020	Duplicating - Printing Color	360.25
11/12/2020	Meals - Attorneys	34.08
11/12/2020	O/S Depositions/Court Reporter	1,998.75
11/12/2020	O/S Depositions/Court Reporter	1,644.60
11/12/2020	O/S Depositions/Court Reporter	2,560.80
11/12/2020	O/S Depositions/Court Reporter	1,734.48
11/13/2020	Meals - Attorneys	28.02
11/13/2020	Meals - Attorneys	27.96
11/13/2020	O/S Telephone	4.09
11/13/2020	Duplicating - Printing	1,667.10
11/13/2020	Duplicating - Printing Color	1.25
11/14/2020	Travel - Package Delivery	45.95
11/14/2020	Travel - Package Delivery	83.11
11/14/2020	Travel - Package Delivery	45.95
11/15/2020	Library-Westlaw Recovery	37.47
11/15/2020	Meals - Attorneys	34.05
11/16/2020	Meals - Attorneys	25.32
11/16/2020	Meals - Attorneys	25.28
11/18/2020	Meals - Attorneys	31.57
11/19/2020	Meals - Attorneys	26.78
11/20/2020	Meals - Attorneys	18.88
11/23/2020	Travel - Package Delivery	131.82

11/29/2020	Meals - Attorneys	31.92
11/29/2020	Meals - Attorneys	59.63
11/30/2020	Library-Westlaw Recovery	283.25
11/30/2020	Meals - Attorneys	29.22
<b>Total</b>		<b>13,837.95</b>