

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

§ Chapter 11

ERG Intermediate Holdings, LLC, et al.,¹

§ Jointly Administered

Debtors.

§ Case No.: 15-31858-hdh-11

**NOTICE OF FILING BY AP SERVICES, LLC OF THE REPORT OF
COMPENSATION EARNED AND EXPENSES INCURRED
FOR THE PERIOD FROM JUNE 1, 2015 THROUGH JUNE 30, 2015**

In accordance with the Final Order Under section 363 of the Bankruptcy Code, Authorizing the Employment of AP Services, LLC ("APS"), to provide Restructuring Management Services, and designate Rebecca A. Roof as Chief Restructuring Officer for the Debtors (Docket No. 266), dated June 11, 2015 (the "Retention Order"), notice is hereby given that APS has filed a report of compensation earned and expenses incurred for the period of June 1, 2015 through June 30, 2015 (the "Compensation Period"). Objections, if any, are due on or before 4:00 p.m. prevailing Central Daylight Time on August 5, 2015. At the same time, you must also serve a copy of the response on APS.

A HEARING WILL BE HELD, only if an objection is timely filed and served, before the Honorable Harlin D. Hale, U.S. Bankruptcy Judge, Earle Cabell Federal Building, 1100 Commerce Street, Room 1254, Dallas, TX 75242 at a date and time to be scheduled by the Court.

Dated: July 15, 2015

AP Services, LLC

/s/ Rebecca A. Roof
Rebecca A. Roof

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are ERG Intermediate Holdings, LLC (2521); ERG Resources, L.L.C. (3522); West Cat Canyon, L.L.C. (7377); ERG Interests, LLC (7538); and ERG Operating Company, LLC (8385). ERG Intermediate Holdings, LLC is the direct or indirect parent of each of its affiliated Debtors. The mailing address for each of the Debtors, with the exception of ERG Operating Company, LLC, is 333 Clay Street Suite 4400, Houston, TX 77002. The mailing address for ERG Operating Company, LLC is 4900 California Avenue Suite 300B, Bakersfield, CA 93309.

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

§ Chapter 11

ERG Intermediate Holdings, LLC, et al.,²

§ Jointly Administered

Debtors.

§ Case No.: 15-31858-hdh-11

**REPORT BY AP SERVICES, LLC
OF COMPENSATION EARNED AND EXPENSES INCURRED
FOR THE PERIOD FROM JUNE 1, 2015 THROUGH JUNE 30, 2015**

Exhibit A – Summary of Compensation and Expenses

Exhibit B – Summary of Professionals and Fees

Exhibit C – Summary of Expenses

Exhibit D – Summary of Services

Exhibit E – Itemized Time and Expenses

Dated: July 15, 2015

/s/ Rebecca A. Roof

Rebecca A. Roof
AP Services, LLC

2 The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are ERG Intermediate Holdings, LLC (2521); ERG Resources, L.L.C. (3522); West Cat Canyon, L.L.C. (7377); ERG Interests, LLC (7538); and ERG Operating Company, LLC (8385). ERG Intermediate Holdings, LLC is the direct or indirect parent of each of its affiliated Debtors. The mailing address for each of the Debtors, with the exception of ERG Operating Company, LLC, is 333 Clay Street Suite 4400, Houston, TX 77002. The mailing address for ERG Operating Company, LLC is 4900 California Avenue Suite 300B, Bakersfield, CA 93309.

Exhibit A

AP Services, LLC
Summary of Compensation and Expenses – ERG Intermediate Holdings, LLC., et al.
June 1, 2015 through June 30, 2015

Period	Fees	Expenses	Total
June 1, 2015 to June 30, 2015	\$ 441,679.00	\$ 36,663.24	\$ 478,342.24
Total Accrued	\$ 441,679.00	\$ 36,663.24	\$ 478,342.24
Less 50% Travel	(25,471.25)	-	(25,471.25)
Less Billing Adjustment	(15,000.00)	-	(15,000.00)
Total Invoiced	\$ 401,207.75	\$ 36,663.24	\$ 437,870.99

Exhibit B

AP Services, LLC
Summary of Professionals and Fees – ERG Intermediate Holdings, LLC., et al.
June 1, 2015 through June 30, 2015

Temporary Employees - Individuals with Executive Officer Positions				
Name of Professional	Description of Function	Hourly Rate - 2015	Hours Billed	Total Compensation
Rebecca A. Roof	Chief Restructuring Officer	\$ 1,035.00	138.8	\$ 143,658.00
Subtotal			138.8	\$ 143,658.00

Additional Temporary Staff Employees ¹				
Name of Professional	Description of Function	Hourly Rate - 2015	Hours Billed	Total Compensation
Robert D. Albergotti	Restructuring Advisor	\$ 740.00	153.1	\$ 113,294.00
Steven Hodgkinson	Restructuring Advisor	\$ 800.00	132.9	\$ 106,320.00
Shannon Outland	Bankruptcy Administration	\$ 565.00	1.4	\$ 791.00
Brad M. Kessel	Restructuring Advisor	\$ 385.00	201.6	\$ 77,616.00
Subtotal			489	\$ 298,021.00
Grand Total			627.8	\$ 441,679.00
Less 50% Travel				(25,471.25)
Less Billing Adjustment				(15,000.00)
Net Total			627.8	\$ 401,207.75

¹ AP Services may determine, from time to time, to augment its professional staff with independent contractors (each an "Independent Contractor") in these chapter 11 cases. AP Services standard practice is to charge for an Independent Contractor's services at the AP Services rate for a professional of comparable skill and experience, which rate typically exceeds the compensation provided by AP Service to such Independent Contractor. AP Services did not use Independent Contractors during this Compensation Period.

AP Services, LLC
Summary of Expenses – ERG Intermediate Holdings, LLC., et al.
June 1, 2015 through June 30, 2015

Expense Categories	Jun-15
Lodging	\$ 14,031.33
Airfare	13,617.78
Meals	2,352.58
Cab Fare / Ground Transportation	2,184.07
Rental Car	2,003.99
Parking & Tolls	945.85
Airfare Service Charge	583.25
Other (invoice paid on behalf of client)	550.25
Supplies	141.72
Phone - Internet Access	139.17
Postage / Messenger / Courier	63.87
Conference Calls	49.39
Total	<u>\$ 36,663.25</u>

AP Services, LLC
Summary of Services – ERG Intermediate Holdings, LLC., et al.
June 1, 2015 through June 30, 2015

- Chief Restructuring Officer:
 - Provided senior-level guidance on the restructuring process, including working with stakeholder groups, together with the Debtors' senior management during the initial phases of the restructuring process
 - Met regularly with Debtors' senior management to coordinate and align restructuring work streams and goals with the Debtors' overall business operations and strategies
 - Met with Debtors' sole manager to facilitate the sale process
 - Interfaced with counterparties' professionals to respond, in a timely and inclusive manner, to their inquiries and requests for information about the Debtors' financial results and the rationale and support for major restructuring related decisions
 - Provided oversight to AP Services work streams as further described below
- Liquidity Management:
 - Advised and assisted the Debtors with the development and implementation of the 13-week cash flow projection models, variance analyses, and processes
 - Assessed requirements and worked with the Debtors' finance team to design and develop the 13-week cash flow projection models, including the variance analysis and the disbursement analysis
 - Assisted the Debtors' finance team in developing internal processes to create a repeatable and consistent methodology for producing, reviewing, and updating the projections on a weekly basis
 - Improved anticipated liquidity for the Debtors' estate through consultation and assistance on negotiations with suppliers regarding requested payment under first day motions
 - Facilitated required reporting as outlined in the Debtors' credit agreement
- General Bankruptcy Support:
 - Advised and assisted the Debtors with the development and implementation of the Monthly Operating Reporting ("MOR") process, as required by the Bankruptcy Court under Chapter 11 reporting guidelines

AP Services, LLC
Summary of Services – ERG Intermediate Holdings, LLC., et al.
June 1, 2015 through June 30, 2015

- Assessed requirements and developed reporting approach and methodology based on best practices and unique reporting characteristics of the Debtors
- Prepared details schedules for the 341 Meeting of Creditors
- Interacted with various vendors and interested parties in the cases to resolve open questions resolving unpaid balances
- Finalized various adequate assurance requests with utility providers
- Interfaced with several key Debtor personnel in establishing repeatable monthly preparation processes, ownership and compliance steps, compilation of supporting documentation monitoring and validation of US Trustee concurrence with format and content
 - Worked with Debtors to coordinate efforts to produce reports within existing reporting and accounting frameworks and timelines, including final preparation of documents, internal review and approval, and assistance with court filing process
- Organized and facilitated the ongoing working relationship between the Debtors' management team and key outside constituencies, including post-petition lenders, and their legal & financial advisors and the Unsecured Creditors Committee's legal & financial advisors
- Developed and maintained contract database to facilitate noticing requirements surrounding contract cures
 - Coordinated and reviewed contract cure notice with noticing agent and counsel
 - Assisted Debtors' financial staff with reconciliation of cure notice amounts with vendor records
- Schedules and Statements of Financial Affairs:
 - Led the collection, organization, and preparation of information for the Statements of Financial Affairs ("SOFAs" or "Statements") and Schedules of Assets & Liabilities ("Schedules"):
 - Finalized filing requirements for Statements and Schedules

AP Services, LLC
Summary of Services – ERG Intermediate Holdings, LLC., et al.
June 1, 2015 through June 30, 2015

- Reviewed and updated final versions of Statements and Schedules with management and counsel prior to filing
 - Performed detailed analysis on accounts payable details as it relates to Schedule F
- Accounting Support:
 - Participated in monthly financial reporting and review meetings with Debtors' management team. Facilitated creation and distribution of monthly reporting packages to various parties
 - Assisted management and company personnel on preparing trial balance and financial information
 - Assisted in the development and implementation of various internal financial reports
- Asset Sale:
 - Drafted initial schedule of contracts to be assumed by the purchaser of the assets and calculated associated cure amounts related to executory contracts
 - Assisted in establishing and maintaining a virtual data room for the asset sale process
 - Managed initial data upload and review of files to share with potential bidders
 - Maintained list of current and authorized users in the data room
- Engagement Administration:
 - Prepared the monthly report of compensation and coordinated with counsel on responses to various questions related to compensation reports
 - Coordinated activities amongst team members to minimize duplication of efforts amongst the AP Services team and other professionals in the case

Exhibit E

AP Services, LLC
Itemized Time and Expenses – ERG Intermediate Holdings, LLC., et al.
June 1, 2015 through June 30, 2015

See Attached Itemized Time and Expense Detail



July 13, 2015

R. Kelly Plato - CFO
ERG Resources, LLC
333 Clay Street, Suite 4400
Houston, TX 77002

Client: 009258
Inv. No.: 2069044

Federal Tax ID 38-3622570

For Professional Services: June 1, 2015 through June 30, 2015

Current Charges:		Hours	Rate	Amount
Becky Roof	Managing Director	138.80	1,035.00	143,658.00
Robert D Albergotti	Director	153.10	740.00	113,294.00
Steven Hodgkinson	Director	132.90	800.00	106,320.00
Shannon Outland	Vice President	1.40	565.00	791.00
Brad M Kessel	Associate	201.60	385.00	77,616.00
Total Hours & Fees		<u>627.80</u>		<u>441,679.00</u>

Travel Adjustment (50% of Travel Time) (25,471.25)

Billing Adjustment (15,000.00)

Expenses 36,663.25

Total Amount Due USD 437,871.00

Please reference the invoice number noted above on any payment remittance. Thank You.

Send check remittance to:

AP Services LLC
P.O. Box 5838
Carol Stream, IL 60197-5838

If Remitting in USD:

Account Name: AP Services LLC
Account Number: 004-62643
Bank Name: Deutsche Bank
ABA: 021-001-033
SWIFT: BKTRUS33XXX

If Remitting in any other Currency:

Account Name: AP Services LLC
IBAN: GB56 DEUT 4050 8189 012611
Bank Name: Deutsche Bank AG London
SWIFT: DEUTGB2LXXX



R. Kelly Plato - CFO
ERG Resources, LLC
333 Clay Street, Suite 4400
Houston, TX 77002

Project Code	Description	Amount
009258.00101	Travel and Expenses 50%	23,741.18
009258.00102	Accounting Support	64,347.84
009258.00103	Liquidity Management	56,401.68
009258.00106	Statements and Schedules	38,750.23
009258.00108	Asset Sales	9,574.41
009258.00109	CRO Duties	132,780.08
009258.00110	General Bankruptcy Support	71,871.83
009258.00111	Engagement Administration	3,740.50
Total Fees Incurred		401,207.75
Expenses		Amount
	Airfare	13,617.78
	Airfare Service Charge	583.25
	Cab Fare/Ground Transportation	2,184.07
	Conference Calls	49.39
	Phone - Internet Access	139.17
	Lodging	14,031.33
	Meals & Tips	1,002.39
	Other	550.25
	Parking & Tolls	945.85
	Postage/Messenger/Courier	63.87
	Rental Car	2,003.99
	Supplies	141.72
	Meals - Engagement Team	1,350.19
Total Disbursements		36,663.25



R. Kelly Plato - CFO
ERG Resources, LLC
333 Clay Street, Suite 4400
Houston, TX 77002

Invoice # 2069044-1

Re: Travel and Expenses 50%
Client/Matter # 009258.00101

Date	Consultant	Description of Services	Hours
06/01/15	BMK	Travel from to NY, NY to Houston, TX	4.50
06/01/15	SFH	Travel from Phoenix to Houston	3.00
06/01/15	RDA	Travel from CLT to IAH.	3.00
06/04/15	RDA	Travel from IAH to CLT.	3.00
06/05/15	BMK	Travel from Houston, TX to NY, NY	4.50
06/05/15	SFH	Travel from Houston to Phoenix	3.00
06/07/15	BMK	Travel from NYC to Houston, TX	5.50
06/08/15	SFH	Travel from Phoenix to Houston	3.00
06/08/15	RAR	Travel to Dallas	2.00
06/09/15	BMK	Travel from TX to FL	4.00
06/09/15	SFH	Travel from Houston to Orlando	3.00
06/15/15	SFH	Travel from Phoenix to Houston	3.00
06/15/15	RDA	Travel from ILM to IAH.	3.00
06/15/15	BMK	Travel from New York, New York to Houston, Texas	4.50
06/16/15	RDA	Travel from IAH to ILM	3.00
06/19/15	SFH	Travel from Houston to Phoenix	3.00
06/19/15	BMK	Travel from Houston, TX to New York, NY	4.50
06/22/15	RDA	Travel from CLT to IAH	3.50
06/22/15	BMK	Travel from NY, NY to Houston, TX	4.50
06/23/15	RAR	Travel to Dallas	2.00
06/24/15	RAR	Travel from Dallas	2.00
06/25/15	RDA	Travel from IAH to CLT.	3.50
06/26/15	BMK	Travel from Houston, TX to Madison, WI	4.50
06/29/15	RDA	Travel from CLT to IAH	3.00
Total Hours			82.50



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Invoice # 2069044-1

Re: Travel and Expenses 50%
Client/Matter # 009258.00101

Fee Recap:

Consultant	Hours	Rate	Amount
Becky Roof	6.00	1,035.00	6,210.00
Steven Hodgkinson	18.00	800.00	14,400.00
Robert D Albergotti	22.00	740.00	16,280.00
Brad M Kessel	36.50	385.00	14,052.50
Total Hours & Fees	82.50		50,942.50



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ERG Resources, LLC
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Invoice # 2069044-1

Re: Travel and Expenses 50%
Client/Matter # 009258.00101

Date	Disbursement Description	Amount
05/01/15	Airfare Dennis Cassidy 2015-05-03 DFW - PHX	389.60
05/01/15	Airfare Service Charge Dennis Cassidy	9.00
05/03/15	Airfare Steven Hodkinson 2015-05-04 PHX - BFL	282.10
05/03/15	Airfare Steven Hodkinson 2015-05-05 LAX - IAH	282.60
05/03/15	Airfare Service Charge Steven Hodkinson	9.00
05/03/15	Airfare Service Charge Steven Hodkinson	9.00
05/03/15	Lodging Dennis Cassidy Marriott Hotels - Bakersfield 05/03/2015 - 05/04/2015	155.75
05/04/15	Airfare Dennis Cassidy 2015-05-04 LAX - EWR	661.14
05/04/15	Airfare Service Charge Dennis Cassidy	27.75
05/04/15	Cab Fare/Ground Transportation Steven Hodkinson Home to Airport	70.00
05/04/15	Lodging Steven Hodkinson Marriott Hotels - Bakersfield 05/04/2015 - 05/05/2015	142.30
05/04/15	Lodging Patryk Szafranski Westin Hotels And Resorts - Houston 05/04/2015 - 05/07/2015	1,792.08
05/04/15	Meals & Tips Patryk Szafranski - Dinner	51.67
05/04/15	Meals & Tips Dennis Cassidy - Breakfast	5.85
05/04/15	Meals & Tips Dennis Cassidy - Breakfast	2.25
05/04/15	Rental Car Dennis Cassidy 1 Day Bakersfield CA	156.87
05/04/15	Meals - Engagement Team Steven Hodkinson - Dinner - Robert Albergotti; Steven Hodkinson	88.90
05/05/15	Cab Fare/Ground Transportation Dennis Cassidy Airport to Hotel	35.67
05/05/15	Phone - Internet Access Dennis Cassidy	1.99
05/05/15	Lodging Steven Hodkinson Westin Hotels And Resorts - Houston 05/05/2015 - 05/08/2015	1,729.29
05/05/15	Parking & Tolls Dennis Cassidy	87.58
05/05/15	Parking & Tolls Steven Hodkinson	28.15
05/05/15	Rental Car Steven Hodkinson 1 Day Bakersfield CA	134.79
05/06/15	Airfare Steven Hodkinson 2015-05-08 IAH - PHX	533.18
05/06/15	Airfare Service Charge Steven Hodkinson	9.00
05/06/15	Meals & Tips Steven Hodkinson - Breakfast	4.68



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Invoice # 2069044-1

Re: Travel and Expenses 50%
Client/Matter # 009258.00101

Date	Disbursement Description	Amount
05/06/15	Parking & Tolls Steven Hodkinson	28.15
05/06/15	Meals - Engagement Team Steven Hodkinson - Dinner - Robert Albergotti; Steven Hodkinson; Rebecca Roof; Patryk Szafranski; Bradley Kessel	150.00
05/07/15	Airfare Steven Hodkinson 2015-05-15 IAH - PHX	360.10
05/07/15	Airfare Steven Hodkinson 2015-05-11 PHX - IAH	514.25
05/07/15	Airfare - - VENDOR: American Express - OM Bradley Kessel - LGA - IAH - LGA	1,140.92
05/07/15	Airfare Service Charge Steven Hodkinson	9.00
05/07/15	Airfare Service Charge Steven Hodkinson	9.00
05/07/15	Parking & Tolls Steven Hodkinson	28.15
05/07/15	Meals - Engagement Team Steven Hodkinson - Dinner - Steven Hodkinson; Bradley Kessel	133.66
05/08/15	Cab Fare/Ground Transportation Steven Hodkinson Airport to Home	70.00
05/08/15	Meals & Tips Steven Hodkinson - Dinner	29.65
05/09/15	Conference Calls Vendor: Intercall Robert Albergotti	9.66
05/11/15	Cab Fare/Ground Transportation Steven Hodkinson Home to Airport	70.00
05/11/15	Conference Calls Vendor: Intercall Robert Albergotti	1.81
05/11/15	Lodging Steven Hodkinson Sheraton - Houston 05/11/2015 - 05/15/2015	1,144.28
05/11/15	Meals & Tips Steven Hodkinson - Breakfast	6.85
05/11/15	Parking & Tolls Steven Hodkinson	30.00
05/11/15	Parking & Tolls Steven Hodkinson	26.00
05/11/15	Meals - Engagement Team Steven Hodkinson - Dinner - Steven Hodkinson; Bradley Kessel	155.04
05/12/15	Cab Fare/Ground Transportation Rebecca Roof Airport to Client	30.00
05/12/15	Conference Calls Vendor: Intercall Robert Albergotti	5.12
05/12/15	Parking & Tolls Steven Hodkinson	26.00
05/13/15	Meals & Tips Steven Hodkinson - Dinner	51.94
05/13/15	Meals & Tips Steven Hodkinson - Breakfast	5.03
05/13/15	Parking & Tolls Steven Hodkinson	26.00
05/14/15	Parking & Tolls Steven Hodkinson	26.00



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Invoice # 2069044-1

Re: Travel and Expenses 50%
Client/Matter # 009258.00101

Date	Disbursement Description	Amount
05/15/15	Airfare Steven Hodkinson 2015-05-19 IAH - BFL	634.26
05/15/15	Airfare Steven Hodkinson 2015-05-18 PHX - IAH	514.25
05/15/15	Airfare Steven Hodkinson 2015-05-22 BFL - PHX	193.10
05/15/15	Airfare Service Charge Steven Hodkinson	9.00
05/15/15	Airfare Service Charge Steven Hodkinson	9.00
05/15/15	Airfare Service Charge Steven Hodkinson	9.00
05/15/15	Airfare Service Charge Steven Hodkinson	62.00
05/15/15	Airfare Service Charge Steven Hodkinson	87.00
05/15/15	Cab Fare/Ground Transportation Steven Hodkinson Airport to Home	70.00
05/15/15	Conference Calls Vendor: Intercall Robert Albergotti	4.32
05/15/15	Parking & Tolls Steven Hodkinson	3.00
05/15/15	Rental Car Steven Hodkinson 4 Days Houston TX	315.82
05/16/15	Airfare Shannon Hofner 5/18/2015 DAL - HOU	446.00
05/16/15	Airfare Shannon Hofner 5/18/2015 DAL - HOU	468.00
05/16/15	Airfare Shannon Hofner 5/18/2015 DAL - HOU	(468.00)
05/16/15	Airfare Service Charge Shannon Hofner	9.00
05/16/15	Airfare Service Charge Shannon Hofner	9.00
05/16/15	Conference Calls Vendor: Intercall Robert Albergotti	3.06
05/17/15	Conference Calls Vendor: Intercall Becky Roof	5.71
05/18/15	Cab Fare/Ground Transportation Shannon Hofner Airport to Client Location	36.06
05/18/15	Cab Fare/Ground Transportation Steven Hodkinson Home to Airport	70.00
05/18/15	Lodging Steven Hodkinson Sheraton - Houston 05/18/2015 - 05/19/2015	244.53
05/18/15	Lodging Shannon Hofner Hyatt Hotels - Houston 05/18/2015 - 05/21/2015	1,154.79
05/18/15	Meals & Tips Steven Hodkinson - Breakfast	7.19
05/18/15	Parking & Tolls Steven Hodkinson	26.00
05/19/15	Lodging Steven Hodkinson Marriott Hotels - Bakersfield 05/19/2015 - 05/22/2015	601.71
05/19/15	Meals & Tips Steven Hodkinson - Dinner	14.73



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Re: Travel and Expenses 50%
Client/Matter # 009258.00101

Date	Disbursement Description	Amount
05/19/15	Parking & Tolls Steven Hodkinson	3.00
05/19/15	Rental Car Steven Hodkinson 1 Day Houston TX	139.80
05/20/15	Airfare Shannon Hofner 5/26/2015 DAL - HOU	468.00
05/20/15	Airfare Bradley Kessel 2015-05-25 LGA - IAH	773.36
05/20/15	Airfare Service Charge Shannon Hofner	9.00
05/20/15	Conference Calls Vendor: Intercall Becky Roof	1.80
05/20/15	Conference Calls Vendor: Intercall Becky Roof	4.76
05/20/15	Conference Calls Vendor: Intercall Becky Roof	9.92
05/20/15	Meals & Tips Steven Hodkinson - Dinner	49.65
05/20/15	Meals & Tips Steven Hodkinson - Breakfast	12.00
05/21/15	Cab Fare/Ground Transportation - - VENDOR: DFW Town Cars Shannon Outland-Hofner - DAL to Dallas, TX	68.00
05/21/15	Meals & Tips Steven Hodkinson - Breakfast	5.46
05/22/15	Airfare Steven Hodkinson 2015-05-25 PHX - IAH	535.10
05/22/15	Airfare Service Charge Steven Hodkinson	9.00
05/22/15	Cab Fare/Ground Transportation Shannon Hofner Dinner to Hotel	17.94
05/22/15	Cab Fare/Ground Transportation Steven Hodkinson Airport to Home	118.82
05/22/15	Conference Calls Vendor: Intercall Becky Roof	3.23
05/22/15	Phone - Internet Access Rebecca Roof	18.35
05/22/15	Meals & Tips Steven Hodkinson - Breakfast	8.64
05/22/15	Meals & Tips Shannon Hofner - Dinner	37.08
05/22/15	Meals & Tips Shannon Hofner - Dinner	35.24
05/22/15	Rental Car Steven Hodkinson 2 Days Bakersfield CA	147.25
05/25/15	Airfare Shannon Hofner 5/26/2015 DAL - HOU	446.00
05/25/15	Airfare Shannon Hofner 5/26/2015 DAL - HOU	(468.00)
05/25/15	Airfare Service Charge Shannon Hofner	9.00
05/25/15	Cab Fare/Ground Transportation - - VENDOR: DFW Town Cars Shannon Outland-Hofner - Dallas, TX to DAL	68.00
05/25/15	Cab Fare/Ground Transportation Bradley Kessel Home to LGA Airport	39.62
05/25/15	Cab Fare/Ground Transportation Shannon Hofner Airport to Home	23.46



R. Kelly Plato - CFO
 ERG Resources, LLC
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 Houston, TX 77002

Invoice # 2069044-1

Re: Travel and Expenses 50%
 Client/Matter # 009258.00101

Date	Disbursement Description	Amount
05/25/15	Phone - Internet Access Rebecca Roof	17.95
05/25/15	Lodging Bradley Kessel Sheraton - Houston 05/25/2015 - 05/29/2015	1,053.00
05/25/15	Meals & Tips Bradley Kessel - Dinner	46.27
05/25/15	Parking & Tolls Bradley Kessel	33.56
05/26/15	Cab Fare/Ground Transportation Steven Hodkinson Home to Airport	70.00
05/26/15	Lodging Steven Hodkinson Sheraton - Houston 05/26/2015 - 05/29/2015	859.95
05/26/15	Lodging Shannon Hofner Hyatt Hotels - Houston 05/26/2015 - 05/28/2015	531.28
05/26/15	Parking & Tolls Bradley Kessel	33.56
05/26/15	Parking & Tolls Steven Hodkinson	3.00
05/26/15	Parking & Tolls Steven Hodkinson	33.56
05/27/15	Airfare Steven Hodkinson 2015-05-29 IAH - PHX	535.10
05/27/15	Airfare Shannon Hofner 5/28/2015 HOU - DAL	(234.00)
05/27/15	Airfare Steven Hodkinson 2015-05-29 IAH - PHX	(535.10)
05/27/15	Airfare Bradley Kessel 2015-06-01 LGA - IAH	753.03
05/27/15	Airfare Service Charge Bradley Kessel	9.00
05/27/15	Airfare Service Charge Shannon Hofner	9.00
05/27/15	Airfare Service Charge Shannon Hofner	10.00
05/27/15	Airfare Service Charge Steven Hodkinson	9.00
05/27/15	Cab Fare/Ground Transportation Rebecca Roof Client to Airport	35.00
05/27/15	Meals & Tips Bradley Kessel - Breakfast	12.93
05/27/15	Parking & Tolls Bradley Kessel	33.56
05/27/15	Parking & Tolls Steven Hodkinson	33.56
05/27/15	Supplies Bradley Kessel Paper	49.78
05/27/15	Meals - Engagement Team Steven Hodkinson - Dinner - Shannon Hofner; Robert Albergotti; Steven Hodkinson; Bradley Kessel	200.00
05/28/15	Airfare Steven Hodkinson 2015-05-29 IAH - PHX	535.10
05/28/15	Airfare Service Charge Steven Hodkinson	9.00
05/28/15	Cab Fare/Ground Transportation Shannon Hofner Client to Airport	43.75
05/28/15	Cab Fare/Ground Transportation - - VENDOR: DFW Town Cars	68.00



R. Kelly Plato - CFO
 ERG Resources, LLC
 333 Clay Street, Suite 4400
 Houston, TX 77002

Invoice # 2069044-1

Re: Travel and Expenses 50%
 Client/Matter # 009258.00101

Date	Disbursement Description	Amount
	Shannon Outland-Hofner - DAL to Dallas, TX	
05/28/15	Meals & Tips Bradley Kessel - Breakfast	6.89
05/28/15	Meals & Tips Steven Hodkinson - Dinner	60.09
05/28/15	Meals & Tips Bradley Kessel - Dinner	50.00
05/28/15	Meals & Tips Shannon Hofner - Breakfast	6.98
05/28/15	Parking & Tolls Bradley Kessel	33.56
05/28/15	Parking & Tolls Steven Hodkinson	33.56
05/28/15	Meals - Engagement Team Rebecca Roof - Dinner - Robert Albergotti; Rebecca Roof	100.00
05/29/15	Airfare Steven Hodkinson 2015-06-01 PHX - IAH	514.25
05/29/15	Airfare Service Charge Steven Hodkinson	10.00
05/29/15	Airfare Service Charge Steven Hodkinson	69.00
05/29/15	Airfare Service Charge Steven Hodkinson	9.00
05/29/15	Cab Fare/Ground Transportation Bradley Kessel LGA Airport to New York	73.00
05/29/15	Cab Fare/Ground Transportation Steven Hodkinson Airport to Home	70.00
05/29/15	Phone - Internet Access Shannon Hofner	29.17
05/29/15	Meals & Tips Shannon Hofner - Dinner	48.69
05/29/15	Meals & Tips Steven Hodkinson - Breakfast	6.86
05/29/15	Meals & Tips Bradley Kessel - Breakfast	6.39
05/29/15	Meals & Tips Bradley Kessel - Dinner	(56.79)
05/29/15	Meals & Tips Steven Hodkinson - Breakfast	6.86
05/29/15	Parking & Tolls Steven Hodkinson	3.00
05/29/15	Rental Car Steven Hodkinson 3 Days Houston TX	245.07
05/29/15	Rental Car Bradley Kessel 4 Days Houston TX	269.88
05/30/15	Meals & Tips Bradley Kessel - Dinner	56.79
05/31/15	Airfare Bradley Kessel 2015-06-01 EWR - HOU	450.00
05/31/15	Airfare Service Charge Shannon Hofner	9.00
06/01/15	Airfare Service Charge Bradley Kessel	9.00
06/01/15	Cab Fare/Ground Transportation Bradley Kessel Houston Hobby to Office	35.82



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Invoice # 2069044-1

Re: Travel and Expenses 50%
Client/Matter # 009258.00101

Date	Disbursement Description	Amount
06/01/15	Cab Fare/Ground Transportation Bradley Kessel Home to EWR Airport	113.92
06/01/15	Cab Fare/Ground Transportation Robert Albergotti Hotel to Airport	113.88
06/01/15	Cab Fare/Ground Transportation Steven Hodkinson Home to Airport	70.00
06/01/15	Cab Fare/Ground Transportation Robert Albergotti Home to Airport	60.00
06/01/15	Phone - Internet Access Bradley Kessel	8.00
06/01/15	Lodging Robert Albergotti Sheraton - Houston 06/01/2015 - 06/04/2015	789.75
06/01/15	Lodging Bradley Kessel Sheraton - Houston 06/01/2015 - 06/05/2015	1,053.00
06/01/15	Meals & Tips Robert Albergotti - Breakfast	9.00
06/01/15	Meals & Tips Bradley Kessel - Breakfast	9.07
06/01/15	Meals & Tips Bradley Kessel - Breakfast	4.12
06/01/15	Parking & Tolls Robert Albergotti	33.56
06/01/15	Parking & Tolls Robert Albergotti	30.00
06/01/15	Meals - Engagement Team Bradley Kessel - Dinner - Robert Albergotti; Steven Hodkinson; Bradley Kessel	150.00
06/02/15	Meals & Tips Bradley Kessel - Breakfast	16.00
06/02/15	Meals & Tips Bradley Kessel - Breakfast	8.12
06/02/15	Parking & Tolls Robert Albergotti	33.56
06/02/15	Parking & Tolls Robert Albergotti	30.75
06/03/15	Airfare Robert Albergotti 2015-06-04 HOU - DAL	234.00
06/03/15	Airfare Robert Albergotti 2015-06-05 DFW - CLT	672.00
06/03/15	Airfare Service Charge Robert Albergotti	9.00
06/03/15	Airfare Service Charge Robert Albergotti	27.75
06/03/15	Meals & Tips Robert Albergotti - Breakfast	5.30
06/03/15	Meals & Tips Bradley Kessel - Breakfast	5.71
06/03/15	Parking & Tolls Robert Albergotti	33.56
06/03/15	Supplies Robert Albergotti Paper, Binders For 341 Meeting	91.94
06/03/15	Meals - Engagement Team Rebecca Roof - Lunch - Rebecca Roof; Kelly Plato; Scott Fletcher; Thomas Howley	53.35
06/04/15	Airfare Bradley Kessel 2015-06-07 LGA - ATL	742.26



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Invoice # 2069044-1

Re: Travel and Expenses 50%
Client/Matter # 009258.00101

Date	Disbursement Description	Amount
06/04/15	Airfare Service Charge Bradley Kessel	9.00
06/04/15	Airfare Service Charge Bradley Kessel	9.00
06/04/15	Airfare Service Charge - - VENDOR: American Express - OM Kessel	27.75
06/04/15	Airfare Service Charge Robert Albergotti	10.00
06/04/15	Cab Fare/Ground Transportation Robert Albergotti Airport to Office	60.00
06/04/15	Meals & Tips Robert Albergotti - Dinner	4.96
06/04/15	Meals & Tips Robert Albergotti - Breakfast	11.25
06/04/15	Meals & Tips Bradley Kessel - Breakfast	7.08
06/04/15	Parking & Tolls Rebecca Roof	13.00
06/04/15	Rental Car Robert Albergotti 3 Days Houston TX	255.69
06/04/15	Rental Car Robert Albergotti 1 Day Dallas TX	59.63
06/04/15	Meals - Engagement Team Bradley Kessel - Dinner - Robert Albergotti; Steven Hodkinson	100.00
06/05/15	Cab Fare/Ground Transportation Bradley Kessel LGA Airport to Home	54.34
06/05/15	Meals & Tips Bradley Kessel - Breakfast	10.28
06/05/15	Meals & Tips Bradley Kessel - Breakfast	8.55
06/05/15	Parking & Tolls Bradley Kessel	33.56
06/06/15	Meals & Tips Bradley Kessel - Dinner	14.35
06/06/15	Meals & Tips Bradley Kessel - Breakfast	12.08
06/07/15	Airfare Rebecca Roof 2015-06-08 HOU - DAL	234.00
06/07/15	Cab Fare/Ground Transportation Bradley Kessel LGA Airport to Home	83.00
06/07/15	Lodging Bradley Kessel Sheraton - Houston 06/07/2015 - 06/09/2015	526.50
06/07/15	Meals & Tips Bradley Kessel - Dinner	48.00
06/07/15	Parking & Tolls Bradley Kessel	33.56
06/08/15	Lodging Rebecca Roof Ritz Carlton Dallas - Dallas 06/08/2015 - 06/11/2015	933.60
06/08/15	Meals & Tips Bradley Kessel - Breakfast	10.00
06/08/15	Parking & Tolls Bradley Kessel	33.56



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Invoice # 2069044-1

Re: Travel and Expenses 50%
Client/Matter # 009258.00101

Date	Disbursement Description	Amount
06/08/15	Postage/Messenger/Courier Bradley Kessel Shipment Of Sofa & Schedules For 341(a) Meeting	63.87
06/08/15	Meals - Engagement Team Rebecca Roof - Lunch - Rebecca Roof; Kelly Plato; Scott Fletcher	46.00
06/09/15	Airfare Bradley Kessel 6/1/2015 NEW YORK - HOUSTON	(522.35)
06/09/15	Meals & Tips Bradley Kessel - Breakfast	8.69
06/09/15	Rental Car Bradley Kessel 2 Days Houston TX	140.53
06/10/15	Airfare Bradley Kessel 2015-06-15 LGA - IAH	753.03
06/10/15	Airfare Service Charge Bradley Kessel	9.00
06/11/15	Airfare Robert Albergotti 2015-06-15 ILM - IAH	870.20
06/11/15	Airfare Service Charge Robert Albergotti	9.00
06/11/15	Cab Fare/Ground Transportation Rebecca Roof Client to Airport	37.00
06/11/15	Meals - Engagement Team Rebecca Roof - Breakfast - Rebecca Roof; Kelly Plato; Scott Fletcher	23.24
06/14/15	Cab Fare/Ground Transportation Robert Albergotti Home to Airport	70.00
06/15/15	Airfare Robert Albergotti 2015-06-22 CLT - IAH	580.70
06/15/15	Airfare Service Charge Robert Albergotti	9.00
06/15/15	Cab Fare/Ground Transportation Bradley Kessel Home to LGA Airport	69.03
06/15/15	Lodging Robert Albergotti Sheraton - Houston 06/15/2015 - 06/17/2015	266.52
06/15/15	Meals & Tips Robert Albergotti - Breakfast	16.73
06/15/15	Meals & Tips Bradley Kessel - Breakfast	6.39
06/15/15	Meals & Tips Bradley Kessel - Breakfast	3.09
06/15/15	Parking & Tolls Robert Albergotti	8.95
06/15/15	Meals - Engagement Team Robert Albergotti - Dinner - Robert Albergotti; Steven Hodkinson; Bradley Kessel	150.00
06/16/15	Cab Fare/Ground Transportation Robert Albergotti Airport to Home	70.00
06/16/15	Phone - Internet Access Rebecca Roof	23.76
06/16/15	Phone - Internet Access Robert Albergotti	39.95
06/16/15	Lodging Bradley Kessel Sheraton - Houston 06/16/2015 - 06/20/2015	1,053.00
06/16/15	Meals & Tips Bradley Kessel - Breakfast	9.85



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Invoice # 2069044-1

Re: Travel and Expenses 50%
Client/Matter # 009258.00101

Date	Disbursement Description	Amount
06/16/15	Meals & Tips Robert Albergotti - Dinner	22.38
06/16/15	Parking & Tolls Robert Albergotti	30.29
06/16/15	Rental Car Bradley Kessel 2 Days Houston TX	138.66
06/17/15	Meals & Tips Bradley Kessel - Breakfast	5.00
06/17/15	Other Bradley Kessel Telecom invoice paid on behalf of client	550.25
06/17/15	Parking & Tolls Bradley Kessel	22.80
06/18/15	Cab Fare/Ground Transportation Bradley Kessel ERG to Hotel	30.00
06/18/15	Meals & Tips Bradley Kessel - Breakfast	7.25
06/18/15	Meals & Tips Bradley Kessel - Dinner	50.00
06/19/15	Cab Fare/Ground Transportation Bradley Kessel LGA Airport to NY, NY	49.76
06/19/15	Meals & Tips Bradley Kessel - Breakfast	12.25
06/19/15	Meals & Tips Bradley Kessel - Dinner	44.85
06/20/15	Meals & Tips Bradley Kessel - Dinner	52.17
06/22/15	Airfare Robert Albergotti 2015-06-29 CLT - IAH	329.60
06/22/15	Airfare Service Charge Robert Albergotti	9.00
06/22/15	Cab Fare/Ground Transportation Robert Albergotti Home to Airport	60.00
06/22/15	Parking & Tolls Robert Albergotti	22.80
06/22/15	Parking & Tolls Robert Albergotti	6.95
06/25/15	Cab Fare/Ground Transportation Robert Albergotti Airport to Home	60.00
Total Disbursements		<u><u>36,663.25</u></u>



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Invoice # 2069044-1

Re: Travel and Expenses 50%
Client/Matter # 009258.00101

Disbursement Recap:

Description	Amount
Airfare	13,617.78
Airfare Service Charge	583.25
Cab Fare/Ground Transportation	2,184.07
Conference Calls	49.39
Phone - Internet Access	139.17
Lodging	14,031.33
Meals & Tips	1,002.39
Other	550.25
Parking & Tolls	945.85
Postage/Messenger/Courier	63.87
Rental Car	2,003.99
Supplies	141.72
Meals - Engagement Team	1,350.19
Total Disbursements	36,663.25



R. Kelly Plato - CFO
 ERG Resources, LLC
 333 Clay Street, Suite 4400
 Houston, TX 77002

Invoice # 2069044-2

Re: Accounting Support
 Client/Matter # 009258.00102

Date	Consultant	Description of Services	Hours
06/01/15	SFH	Analysis of Oil & Gas Properties by major category for application in validation of SOFA & Schedule disclosures.	1.10
06/01/15	SFH	Compilation of Rule 2015.3 reporting materials and various supporting methodologies.	0.60
06/01/15	SFH	Participation in meeting with Lisa Toler re: accounting	0.90
06/01/15	SFH	Participation in meeting with Lisa Toler re: accounting.	1.00
06/01/15	SFH	Preparation for meeting with Lisa Toler re: accounting	0.30
06/01/15	SFH	Preparation for meeting with Lisa Toler re: accounting.	0.30
06/02/15	SFH	Preparation of Rule 2015.3 Report draft for review by Engagement Team Members.	1.40
06/02/15	SFH	Meeting with Lisa Toler regarding details of non-debtor entity disclosures and accounting policies used in preparation of related 2014 financial statements.	1.10
06/02/15	SFH	Final review of Rule 2015.3 Report with ERG Resources and Engagement Team Members and submission to external counsel for filing with Court.	1.70
06/03/15	SFH	Participation in meeting with Lisa Toler regarding April and May financial statement preparation and critical path to timely completion of same.	1.00
06/03/15	SFH	Participation in meeting with Lisa Toler on various accounting matters including fixed assets records and Rule 2015.3 support information.	0.80
06/03/15	SFH	Preparation for meeting with Lisa Toler regarding April and May financial statement preparation and critical path to timely completion of same.	0.60
06/04/15	SFH	Communications with Kathy Friesen and Lisa Toler on understanding of specific April journal entries, their impact on reported results and required next steps.	1.40
06/05/15	SFH	Participation in meeting with Lisa Toler on accounting analysis tools and specific use in understanding oil & gas properties reporting.	1.00
06/05/15	SFH	Participation in meeting with Lisa Toler regarding various accounting & reporting matters, including the April Close, May MOR, Transactions Analysis and O&G Properties Breakout.	1.40
06/05/15	SFH	Preparation for meeting with Lisa Toler regarding various accounting & reporting matters, including the April Close, May	0.40



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Invoice # 2069044-2

Re: Accounting Support
 Client/Matter # 009258.00102

Date	Consultant	Description of Services	Hours
		MOR, Transactions Analysis and O&G Properties Breakout.	
06/08/15	SFH	Preparation for meetings with Lisa Toler on various accounting & reporting matters, including the Payables processing, Monthly Close entries and bank reconciliation completion.	0.20
06/08/15	SFH	Review and validation of multiple versions of DIP Budget against Financial Statement information and discussions of same with Engagement Team Members.	1.90
06/08/15	SFH	Participation in meetings with Lisa Toler on various accounting & reporting matters, including the Payables processing, Monthly Close entries and bank reconciliation completion.	1.60
06/08/15	SFH	Compilation of insurance policy information and supporting documentation for use in Sec. 341 creditors meeting.	1.20
06/08/15	BMK	Assumption review with Kelly Plato (ERG) regarding LOE expenses and other operating disbursements	0.90
06/09/15	BMK	Discussion with Lisa Toler (ERG) regarding progress of schedule of insider transfers and answering questions regarding materiality of items	0.70
06/09/15	SFH	Preparation for meeting with Lisa Toler on April production reporting, financial statement formats and balance sheet detail for use in MOR preparation.	0.10
06/09/15	SFH	Participation in meetings with Lisa Toler on accounting & reporting matters including vehicle transfers, 2015.3 Report, May MOR and multiple questions on the April close.	1.70
06/09/15	SFH	Participation in meeting with Lisa Toler on April production reporting, financial statement formats and balance sheet detail for use in MOR preparation.	1.20
06/12/15	SFH	Correspondence with Lisa Toler and Kathy Friesen on various accounting and reporting issues including royalties processing, April financial statement format and the timeline for completion of same.	1.20
06/12/15	SFH	Research on DIP Agreement Financial Statement requirements and compilation of materials for Lisa Toler's use in preparing final April submissions and supporting schedules.	1.00
06/15/15	BMK	Review of draft trial balances for the close of April, 2015 and check for thoroughness and accuracy compared to records	1.70
06/15/15	BMK	Preparation of ERG financial statements including calculating a cash	2.10



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Invoice # 2069044-2

Re: Accounting Support
 Client/Matter # 009258.00102

Date	Consultant	Description of Services	Hours
		flow model off of income statement and balance sheet	
06/15/15	BMK	Discussion with Lisa Toler (ERG) regarding insider payments and member distributions	0.40
06/15/15	BMK	Review with Lisa Toler (ERG) prepared financial statements and perform deeper audit into larger movements of cash and classification of certain journal entries	1.20
06/15/15	BMK	Made revisions to ERG Financial statements due to updated balances per discussion with Lisa Toler (ERG)	1.20
06/15/15	SFH	Participation in meeting with Lisa Toler on various accounting & reporting topics, including April Balance Sheet adjustments, transaction analysis details and consolidation & elimination line items.	1.90
06/15/15	SFH	Review of Compliance Certificate requirements and validation of investments classifications in April financial statements and trial balance.	1.40
06/15/15	SFH	Participation in meeting with Lisa Toler and Engagement Team Members on April cash flow reporting and support for balance sheet & income statement presentation assumptions.	0.80
06/15/15	SFH	Assessment of supporting documentation completeness for April Balance Sheet related disclosures in the May MOR.	1.30
06/15/15	SFH	Preparation for meeting with Lisa Toler and Engagement Team Members on April cash flow reporting and support for balance sheet & income statement presentation assumptions.	0.90
06/16/15	SFH	Preparation for conference call with Lisa Toler on April Financial Statement supporting information and cash flow statement assumptions & detail make-up.	0.40
06/16/15	SFH	Participation in conference call with Lisa Toler on April Financial Statement supporting information and cash flow statement assumptions & detail make-up.	1.30
06/16/15	SFH	Review and reconciliation of Investments presentation in the consolidating April financial statements and validation of related accounting & reporting aspects.	1.80
06/16/15	SFH	Preparation for and participation in meeting with Engagement Team Members on review of balance sheet classification revisions and cash flow statement line item reconciliation with same.	1.60



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Invoice # 2069044-2

Re: Accounting Support
Client/Matter # 009258.00102

Date	Consultant	Description of Services	Hours
06/16/15	SFH	Preparation for and participation in meetings with Lisa Toler on May MOR planning and development of various analysis tools for systematically compiling information to meet the MOR requirements.	1.90
06/16/15	SFH	Compilation of financial information sources for various MOR disclosures and discussions with Lisa Toler on timely accessibility to same.	1.30
06/16/15	BMK	Analysis of ERG financials and research of specific accruals and unusual changes to validate accounting	2.50
06/16/15	BMK	Review of ERG prepared financial statements and tied out vs. AP Services prepared financials. Time includes discussions with Lisa Toler (ERG) regarding variances	1.80
06/17/15	BMK	Discussion with Logix customer service representative regarding unpaid postpetition bill and paid bill through the phone	0.80
06/17/15	SFH	Review with Lisa Toler of non-debtor entity investments presentation in final consolidating April financial statements, discussing ongoing handling of it in the future.	1.30
06/17/15	SFH	Performance of complete review of the April Financial Statement final revisions and discussion of same with Lisa Toler and Engagement Team Member.	1.40
06/17/15	SFH	Review and reconciliation of intercompany positions between debtors in the SOFAs & Schedules with similar information in April Financial Statements, validating presentation with Lisa Toler.	1.20
06/17/15	SFH	Research of existing filed Monthly Operating Report Form layouts, footnote disclosure details, assessing the applicability of same in the Northern District of Texas and in a cash basis presentation.	2.40
06/18/15	SFH	Preparation for and participation in meeting with Lisa Toler regarding various bank account reconciliation and disbursement matters in May requiring resolution for May MOR, discussing results of same with Engagement Team Members.	1.90
06/18/15	SFH	Preparation of April Balance Sheet Schedule for use in May MOR, identifying format and footnote disclosure items for follow-up with Engagement Team Members.	1.40
06/18/15	SFH	Updates of Monthly Operating Report schedules and footnote disclosures incorporating latest information from Lisa Toler.	2.70
06/18/15	SFH	Participation in meeting with Lisa Toler on MOR revisions and	0.60



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Invoice # 2069044-2

Re: Accounting Support
 Client/Matter # 009258.00102

Date	Consultant	Description of Services	Hours
		schedules included and receipts and disbursements reconciliation analysis required to complete MOR validation.	
06/18/15	SFH	Revisions and updates of latest iteration of Monthly Operating Report schedules and footnote disclosures.	2.40
06/18/15	SFH	Compilation of new turn of Monthly Operating Report draft schedules and footnotes and determination of open items.	2.20
06/18/15	SFH	Preparation for meeting with Lisa Toler on MOR revisions and schedules included and receipts and disbursements reconciliation analysis required to complete MOR validation.	1.10
06/18/15	BMK	Reviewed outstanding and cleared checks to validate that Prepetition royalty checks have not been cashed and were properly voided	0.50
06/18/15	BMK	Discussion with Lisa Toler (ERG) regarding cash management system and checking account with double issued checking numbers, and diligence into which checks have the same number for May accounting purposes	1.00
06/18/15	BMK	Diligence into ERG's bank reconciliation for the May 2015 period and tied out versus internal record	0.70
06/18/15	BMK	Updated ERG financial statements including netting Due to/from affiliates line between debtors	0.60
06/19/15	RDA	Conference call with AP team regarding MOR status	0.30
06/19/15	SFH	Updates of latest draft of the May Monthly Operating Report including footnote language changes, reconciliation of receipts & disbursements data, validation of questionnaire items and assessment of required disclosures.	2.70
06/19/15	SFH	Receipt and review of newly updated receipts & disbursements schedules prepared by Lisa Toler, reconciliation of same and inclusion in latest turn of the May MOR draft.	1.80
06/19/15	SFH	Preparation, validation and review of changes and updates to final draft of the May Monthly Operating Report to be provided to Engagement Team Leaders for review.	2.30
06/19/15	SFH	Preparation of summary memo outlining assumptions, supporting practice and requirements addressed, open items needing follow-up and alternative approaches for resolving same and submission of package to Engagement Team Members for next steps.	1.30
06/19/15	SFH	Compilation of bank reconciliation schedules from Lisa Toler and review of same, validating completeness and consistency with other	1.70



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Invoice # 2069044-2

Re: Accounting Support
Client/Matter # 009258.00102

Date	Consultant	Description of Services	Hours
		disclosures in the document.	
06/22/15	RDA	Review of final MOR version prior to filing	0.90
06/23/15	BMK	Meeting with Lisa Toler to discuss methodology / support of Scott Wood expenses allocations	0.80
06/23/15	BMK	Preparation of Scott Wood expense file for 2013-2015 and YTD 2015 and the 8 months ending 2013 for complete two years from Petition date	2.10
06/23/15	BMK	Update and prepare summary of Post-Petition Accounts Payable file as of 6/22/2015	1.50
06/24/15	BMK	Revise the Cost of Scott Wood file and prepare format for presentation purposes	0.80
06/24/15	BMK	Discussion with Lisa Toler (ERG) to follow-up on accounting methodology behind her Scott Wood allocations	0.60
06/24/15	BMK	Initial draft write-up of Scott Wood Expense Allocation methodology to cover each line item under SG&A	1.50
06/25/15	BMK	Continuation of Scott Wood Expense methodology write-up including diligence into specific accounting entries including distributions out of ERG	2.40
06/25/15	BMK	Review and finalize the Scott Wood Expense Methodology report	1.20
06/25/15	BMK	Diligence of specific Scott Wood expenses / distributions to validate accounting report and the methodology used to determine expense	1.70
06/25/15	BMK	Discussion with L. Toler (ERG) to confirm specific distributions out of the ERG estate	0.50
Total Hours			98.50



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Invoice # 2069044-2

Re: Accounting Support
Client/Matter # 009258.00102

Fee Recap:

Consultant	Hours	Rate	Amount
Steven Hodkinson	68.10	800.00	54,480.00
Robert D Albergotti	1.20	740.00	888.00
Brad M Kessel	29.20	385.00	11,242.00
Total Hours & Fees	98.50		66,610.00



R. Kelly Plato - CFO
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 333 Clay Street, Suite 4400
 Houston, TX 77002

Invoice # 2069044-3

Re: Liquidity Management
 Client/Matter # 009258.00103

Date	Consultant	Description of Services	Hours
06/01/15	BMK	Initiated reconciliation process of cash balances against disbursements/receipts from week ended 5/29	1.40
06/01/15	BMK	Participation in discussion with K. Plato (ERG) and B. Roof (AP) to update cash flow forecast and discuss expected disbursements	1.00
06/01/15	BMK	Preparation and review of opening bank balances pursuant to the DIP credit agreement	1.10
06/01/15	BMK	Update and review of June 5th 13-week cash flow model pursuant to the DIP credit agreement	1.80
06/01/15	BMK	Discussion with Ramona Varney (ERG) regarding checks and payments issued during the week ended 5/29	0.60
06/01/15	RDA	Update of current week liquidity schedule for bank reporting	0.80
06/01/15	RDA	Update the current view / forecast of liquidity	0.40
06/02/15	BMK	Update and review of rolling 13-week cash flow forecast and adjusted model's assumptions with respect to cash collections/disbursements	2.10
06/02/15	BMK	Reviewed various incoming professional fee projections and adjusted model assumptions to reflect increase in expense	0.80
06/02/15	BMK	Preparation of the cash flow variance report for the week ended 5/29/2015	1.40
06/02/15	BMK	Drafted email to Kelly Plato (ERG) summarizing first draft of assumption changes in the revised 13-week cash flow beginning WE 6/5/2015	0.50
06/02/15	BMK	Correspondence with Betty Walker (ERG) regarding employment benefit projections	0.30
06/02/15	BMK	Review and diligence of significant variances in the budget vs. actual for the week ended 5/29/2015	0.80
06/02/15	RDA	Review current liquidity forecast and variance report in advance of distribution	0.80
06/02/15	RDA	Refresh accounts payable analysis for inclusion in critical vendor motion.	2.80
06/03/15	RDA	Review of vehicle lease agreements to determine pre/post split	1.70
06/03/15	RDA	Roll forward current check request file to foot to the cash model.	2.70
06/03/15	BMK	Final review of 5/29 variance report prior to sending to CLMG Bank pursuant to the DIP Credit Agreement	1.80



R. Kelly Plato - CFO
 ERG Resources, LLC
 333 Clay Street, Suite 4400
 Houston, TX 77002

Invoice # 2069044-3

Re: Liquidity Management
 Client/Matter # 009258.00103

Date	Consultant	Description of Services	Hours
06/03/15	BMK	Discussion with Ramona Varney (ERG) regarding payments scheduled for the week ending 06/05 and \$125K sinking fund payment	0.40
06/03/15	BMK	Discussion with Betty Walker regarding employee benefits projections and actual accrual/disbursement of expenses	0.30
06/04/15	RDA	Review current draft of cash forecast document.	1.20
06/04/15	BMK	Rolling forward the 6/5/15 cash flow variance report by accumulating disbursements scheduled for the week	1.00
06/04/15	BMK	Categorizing all scheduled disbursements and preparing approval list for the CRO, Becky Roof and CFO, Kelly Plato (ERG)	1.20
06/05/15	RDA	Discuss current liquidity forecast with AP team.	0.30
06/05/15	BMK	Preparation of cash activity for the week ended 6/5/2015 and draft variance report for Kelly Plato (ERG CFO)	1.60
06/05/15	BMK	Discussion with Ramona Varney (ERG) to discuss Resource's operating disbursements during week ended 6/5/2015 and adjust model	0.30
06/05/15	BMK	Email conversation with Kathy Friesen (ERG) regarding Operating cash activity and bank balances for week ended 6/5/2015	0.20
06/06/15	BMK	Discussion with Rob Albergotti regarding adjustments to the updated 6/5/15 DIP Budget	0.50
06/06/15	BMK	Updated the 6/5/2015 cash flow forecast to reflect adjusted views on production, severance, critical vendor payments, professional fees and operating expense; in addition to review including same	2.30
06/06/15	BMK	Updated DIP presentation including creating cash flow exhibits and the language surrounding the assumptions and build up of forecast	1.90
06/06/15	BMK	Review of Rob Albergotti's comments on the DIP presentation and implemented changes into the presentation	1.10
06/07/15	BMK	Email exchange with Rob Albergotti and Becky Roof describing adjustments to the DIP presentation and implemented comments including variance report and change in assumptions	1.60
06/08/15	BMK	Preparation of cash balance summary pursuant to the DIP Credit Agreement and review regarding same	0.80
06/08/15	BMK	Updated 13-week DIP budget for the period ending July 31st and review of work product based on Kelly Plato's comments	2.10



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Date	Consultant	Description of Services	Hours
06/08/15	BMK	Reconciled liquidity report to 13-week cash flow and bridged the variance of bank to book balances	1.30
06/08/15	BMK	Review of assumptions used in 13 week cash flow forecast during the planned sales period ending July 31st and assumptions in plan confirmation period ending Sep. 25th	2.40
06/08/15	RDA	Review liquidity report sent to banks	0.30
06/09/15	BMK	Review of 13-week cash flow model and adjusted functionality and schedules for report preparation	0.60
06/09/15	BMK	Preparation of 6/5/2015 variance report pursuant to DIP credit agreement terms	2.00
06/09/15	BMK	Drafted email to Kelly Plato (ERG) regarding description of variances from budget occurring over the week ended 6/5/2015	0.20
06/09/15	BMK	Discussion with Ramona Varney (ERG) regarding planned expenditures for the week ended 6/12/2015	0.50
06/10/15	RDA	Review of weekly variance report for bank reporting.	1.40
06/10/15	RDA	Updated assumptions for weekly cash flow forecast with AP team.	1.90
06/12/15	BMK	Revision of 13-week cash flow forecast to reflect updated views on professional fees	0.30
06/15/15	RDA	Review bank balance reporting file.	0.40
06/15/15	BMK	Preparation of cash balance summary pursuant to the DIP credit agreement	0.80
06/16/15	RDA	Review current DIP forecast for new edits	1.20
06/16/15	BMK	Discussion with Ramona Varney (ERG) regarding timing of specific vendor payments and employee benefit disbursements and subsequent adjustments to cash flow model	1.70
06/16/15	BMK	Update of 13-Week Cash Flow Forecast to account for revised royalty payments and production assumptions	0.90
06/16/15	BMK	Discussion with K. Plato (ERG) regarding revised views on June and July oil production and pricing	0.60
06/17/15	BMK	Preparation of variance report for the week ended June 12th pursuant to the DIP Credit Agreement	2.40
06/17/15	BMK	Update the cash flow forecast model to measure cash flows versus new budget as of June 5, 2015	1.20
06/17/15	BMK	Preparation of cumulative cash flow variance format to track cash	1.30



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Re: Liquidity Management
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Date	Consultant	Description of Services	Hours
		flows across various budgets	
06/18/15	BMK	Update cash flow forecast model to reflect updated Bidding Procedures timeline and extended sales date, revisions included but are not limited to: (i) lease operating and workover expenses, (ii) professional fees, (iii) DIP infusions and (iv) production	2.80
06/18/15	BMK	Discussion with R. Albergotti (Alix) regarding updated assumptions and timing of specific cash flows	0.20
06/18/15	BMK	Review and edit the updated cash flow forecast and check the model to ensure new functionality is working properly	1.40
06/18/15	RDA	Review of current DIP forecast	1.20
06/19/15	BMK	Review and diligence of scheduled disbursements for the week ended 6/19	0.80
06/19/15	BMK	Review of updated assumptions in the cash model and validate that changes are functioning properly	1.40
06/19/15	BMK	Discussion with Ramona Varney (ERG) regarding recent changes to scheduled disbursements for the week ending 6/19 and confirmation whether they are in compliance with automatic stay	0.50
06/19/15	RDA	Follow up on wire instructions for MMI	0.20
06/22/15	RDA	Update current liquidity forecast.	1.30
06/22/15	RDA	Review current bank balances prior to distribution to lenders.	0.20
06/22/15	BMK	Preparation of opening cash balance summary pursuant to the DIP Credit Agreement	1.20
06/23/15	BMK	Discussion with K. Plato (ERG), B. Roof, and R. Albergotti regarding updating the DIP budget and review assumptions for the Sale Process Period	1.00
06/23/15	BMK	Discussion with Ramona Varney (ERG) regarding scheduled wire transfers and other significant upcoming payables for liquidity forecast	0.70
06/23/15	BMK	Discussion with R. Varney (ERG) to pull and review certain invoices to check amounts are consistent with previous periods	0.40
06/23/15	BMK	Preparation of variance report for the week ending 6/19/2015	1.30
06/23/15	RDA	Update current liquidity model to reflect changes	0.60
06/23/15	RDA	Follow up with AP staff and Logix regarding adequate assurance payments	0.40



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Date	Consultant	Description of Services	Hours
06/24/15	RDA	Review of current week variance report.	0.80
06/24/15	RDA	Compare variance report cash balance with opening bank balance	0.40
06/24/15	RDA	Reconciled check requests with budget amount in advance of finalizing cash forecast	1.90
06/24/15	RDA	Review list of delayed royalty payments and follow up with team regarding balances	0.80
06/24/15	BMK	Preparation and review of 6/19/2015 variance report	1.90
06/24/15	BMK	Preparation of cash bridge to reconcile between 6/19/2015 variance report and opening bank balances as of 6/22/2015	0.60
06/24/15	BMK	Diligence into Accounts Payable run for Operating and Resources for the week ending 6/26 and validate specific vendors purposes	1.30
06/24/15	BMK	Update of cash flow forecast with revised assumptions on working capital and credit terms during the Sale Process	1.50
06/25/15	BMK	Reviewed and edited the revised Cash Flow Forecast and updated the Assumption presentation regarding treatment of LOE, critical vendors, and royalties	1.90
06/25/15	BMK	Discussion with K. Plato regarding non-recurring CA expense projections	0.50
06/25/15	BMK	Update Cash Flow Forecast with revised projections of non-recurring California expenses	0.90
06/25/15	BMK	Discussion with Ramona Varney (ERG) to discuss ERG Resources check run for the week ending 6/26/2015	0.40
06/25/15	RDA	Update roll forwards of accounts reflecting A/R and A/P balances	1.20
06/25/15	RDA	Follow up with royalty holder regarding unpaid balances.	0.20
06/25/15	RDA	Review current A/P schedule and compare against prior models to identify current variances	2.30
06/25/15	RDA	Review and summarize current A/P run for Texas and California.	0.40
06/26/15	RDA	Participated in conference call regarding current status of cash forecast	0.40
06/26/15	RDA	Participation in conference call regarding Chevron royalty payments	0.80
06/26/15	RDA	Revision to current estimated payments to essential vendors and other parties involved in the case.	2.40
06/26/15	BMK	Update and revise the following cash flow forecasts and their assumptions, the Sale Process Period, the Plan Confirmation Period	2.30



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Date	Consultant	Description of Services	Hours
		and edited the presentation of assumptions	
06/29/15	BMK	Review of royalty checks to be distributed 7/3 and diligence vs. projections	0.40
06/29/15	BMK	Preparation of variance report for the week ending 6/26 pursuant to the DIP credit agreement	1.10
06/29/15	BMK	Discussion with R. Albergotti and B. Roof regarding the revised 13-week cash flow adjustments and new methodology for segregated funds	0.90
06/29/15	BMK	Updated the Sale Process Period and Plan Confirmation Period cash flow forecasts pursuant to discussion with R. Albergotti and B. Roof	1.00
06/29/15	BMK	Updated the DIP Assumption Presentation to reflect the new methodology and changes in the cash flow forecasts	0.70
06/29/15	BMK	Preparation of the opening bank balance summary as of 6/29/2015 pursuant to the DIP Credit Agreement	0.80
06/29/15	BMK	Correspondence with Ramona Varney (ERG) to receive necessary materials for bank balance summary	0.20
06/29/15	RDA	Review of prior week liquidity report	0.20
06/29/15	RDA	Follow up on PG&E adequate assurance payments	0.30
06/29/15	RDA	Follow up on Souther Cal gas invoices	0.10
06/29/15	RDA	Participated in conference call regarding current cash forecast and associated updates	0.60
06/29/15	RDA	Review of detailed assumptions of cash forecast prior to distribution.	0.70
06/29/15	RDA	Review of all suspended royalties and comparison to payments to understand current liability	1.30
06/30/15	RDA	Review of current assumptions document on liquidity forecast	0.90
06/30/15	RDA	Update revisions to wind down and post-confirmation budgets.	1.10
06/30/15	BMK	Prepared revisions to the DIP Assumption presentation with new Post-Plan Confirmation and Sale and Plan Confirmation	1.90
06/30/15	BMK	Discussion with R. Albergotti and B. Roof regarding adjustments to the DIP Budget	0.30
06/30/15	BMK	Discussion with B. Roof and R. Albergotti regarding assumption adjustments to the DIP budget including Post-Plan Confirmation budget	0.70
06/30/15	BMK	Preparation of Post-Confirmation Cash Flow Forecast for the six	0.80



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Date	Consultant	Description of Services	Hours
		months 11/1/2015 - 4/30/2015	
06/30/15	BMK	Update the revised cash flow forecast with new assumptions for the Sale Process Period and the Confirmation Period	1.30
06/30/15	BMK	Review and edit Budget presentations and ensure adjustments are properly functioning and match with assumptions	1.80
06/30/15	BMK	Initial preparation of variance report for the week ending 6/26 pursuant to DIP credit agreement	1.30
Total Hours			117.90



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Invoice # 2069044-3

Re: Liquidity Management
Client/Matter # 009258.00103

Fee Recap:

Consultant	Hours	Rate	Amount
Robert D Albergotti	36.60	740.00	27,084.00
Brad M Kessel	81.30	385.00	31,300.50
Total Hours & Fees	117.90		58,384.50



R. Kelly Plato - CFO
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Invoice # 2069044-4

Re: Statements and Schedules
 Client/Matter # 009258.00106

Date	Consultant	Description of Services	Hours
06/01/15	SFH	Participation in meetings with Doug Lacy on SOFA & Schedules draft updates and validation of mineral rights understanding.	1.30
06/01/15	SFH	Updates of SOFA & Schedules drafts and validation of completeness of disclosures.	1.20
06/01/15	SFH	Participation in meeting with Engagement Team Members on various SOFA & Schedule questions and drafting pf changes and updates.	0.40
06/01/15	SO	Prepared SOFA and Schedule Files and forwarded for updating to prepare final drafts for filing; coordinated syncing of historical files for review.	1.40
06/01/15	RDA	Update draft of SOFA 3c and SOFA 10.	1.40
06/01/15	RDA	Revise Schedule G to update for various open items	2.40
06/01/15	RDA	Participated in conference call with counsel to review documents.	0.70
06/01/15	RDA	Update address data for the proof of claim forms to tie to schedules and statements.	0.50
06/01/15	RDA	Update of schedules and sofa's data base to account for new schedule D data	1.80
06/01/15	SFH	Preparation in meetings with Doug Lacy on SOFA & Schedules draft updates and validation of mineral rights understanding.	0.40
06/01/15	SFH	Preparation for meeting with Engagement Team Members on various SOFA & Schedule questions and drafting pf changes and updates.	0.90
06/02/15	BMK	Participated in final review of Statements and Schedules and made adjustments on the fly prior to filing with the court	1.90
06/02/15	BMK	Updating schedule F in the Operating and Resources SOAL with updated prepetition accounts payable balances	1.00
06/02/15	RDA	Revise schedule f for updated A/P balances.	1.90
06/02/15	RDA	Perform detailed review on Schedule G in advance of filing schedules	2.10
06/02/15	RDA	Review Schedule A for accuracy with trial balance.	1.50
06/02/15	RDA	Performed final review of schedules and statements prior to distribution to counsel for filing.	2.90
06/02/15	SFH	Preparation for & participation in meeting with ERG Resources CFO and Engagement Team Members reviewing the SOFA & Schedules	2.20



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Invoice # 2069044-4

Re: Statements and Schedules
 Client/Matter # 009258.00106

Date	Consultant	Description of Services	Hours
		for approval.	
06/02/15	SFH	Preparation for & participation in multiple meetings with Doug Lacy & Lisa Toler on validation and incorporation of their input in SOFA & Schedules drafts.	1.70
06/02/15	SFH	Review of 2013 LCO inventory accounting processes with Lisa Toler for use in validation of SOFA-1 disclosures.	1.10
06/02/15	SFH	Updates of Rule 2015.3 Report disclosures and assessment of accuracy of information with Engagement Team Members.	1.60
06/03/15	SFH	Preparation for & participation in meeting with Engagement Team Members on confirmation of SOFAs & Schedules completion and filing process and related timeline.	0.90
06/03/15	SFH	Organization and preparation of the SOFAs & Schedules support binder for use in Sec. 341 Creditors Meeting..	1.20
06/03/15	SFH	Participation in meetings with Doug Lacy on SOFA & Schedules support binder input related to oil & gas properties conveyance processes and links to various royalty considerations.	1.00
06/03/15	SFH	Review of materials on oil & gas properties conveyance and royalty processes and drafting of follow-up questions for Doug Lacey.	1.10
06/03/15	SFH	Updates, organization and revisions of materials included in the SOFAs & Schedules support binder for use in Sec. 341 Creditors Meeting.	2.40
06/03/15	SFH	Preparation for meetings with Doug Lacy on SOFA & Schedules support binder input related to oil & gas properties conveyance processes and links to various royalty considerations.	0.30
06/04/15	SFH	Review of the latest draft of the SOFAs & Schedules Support Binder for content completeness, discussing findings with Engagement Team Members.	1.30
06/04/15	SFH	Incorporation of content findings into updates of the SOFAs & Schedules Support Binder, validating relevance to key specific filed SOFA & Schedule disclosures.	2.70
06/04/15	SFH	Compilation of additional real property supporting materials and discussion with Engagement Team Member on potential use in Creditor Sec. 341 Meeting.	1.10
06/04/15	SFH	Research of background on open SOFAs & Schedules Support Binder items and inclusion of disclosures and analyses providing	2.80



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Invoice # 2069044-4

Re: Statements and Schedules
Client/Matter # 009258.00106

Date	Consultant	Description of Services	Hours
		improved explanations and completeness.	
06/05/15	SFH	Participation in meeting with Doug Lacey regarding status of various Office Lease resolution matters, anticipated next steps in process and related disclosures in the SOFAs & Schedules.	0.80
06/05/15	SFH	Assessment of SOFA & Schedule Support Binder organization consistency and clarity, noting some necessary format revisions.	1.20
06/05/15	SFH	Refresh of complete SOFA & Schedules Support Binder layout and reorganization of same for ease of reference and pre-meeting review.	2.60
06/05/15	BMK	Correspondence with K. Plato (ERG) with respect to going through Operating's SOAL and identifying specific vendor payables	0.20
06/08/15	SFH	Exchange of correspondence with Doug Lacey on status of Office Lease Assignment, noting follow-up items.	0.90
06/08/15	SFH	Participation in meeting with Engagement Team Members on the SOFAs & Schedules Support Binder open areas and determination of next steps.	0.70
06/08/15	SFH	Organization of SOFA & Schedules Support Binder packages for final transport to Sec. 341 Meeting.	1.00
06/08/15	SFH	Preparation of summary outline of SOFAs & Schedules Support Binder open areas, linked to completion next steps workstreams.	0.80
Total Hours			53.30



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Invoice # 2069044-4

Re: Statements and Schedules
Client/Matter # 009258.00106

Fee Recap:

Consultant	Hours	Rate	Amount
Steven Hodkinson	33.60	800.00	26,880.00
Robert D Albergotti	15.20	740.00	11,248.00
Shannon Outland	1.40	565.00	791.00
Brad M Kessel	3.10	385.00	1,193.50
Total Hours & Fees	53.30		40,112.50



R. Kelly Plato - CFO
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Invoice # 2069044-5

Re: Asset Sales
Client/Matter # 009258.00108

Date	Consultant	Description of Services	Hours
06/01/15	BMK	Researched data room issue for potential buyer and initiated changes	0.70
06/01/15	BMK	Discussion with RR Donnelley dataroom professional regarding settings	0.30
06/02/15	RDA	Review current file structure of data room and access protocols.	0.70
06/04/15	BMK	Trained ERG staff on using the dataroom and creating specific user reports	0.20
06/08/15	BMK	Added additional users to the M&A dataroom who have successfully signed NDA's	0.60
06/09/15	BMK	Per CFO's request, contacted potential bidder and advised user on dataroom and researched user's issues with bulk download	1.30
06/15/15	RDA	Update initial draft of contract schedules for APA.	1.90
06/15/15	RDA	Review list of potential contracts to exclude from APA exhibit.	1.10
06/15/15	BMK	Review of final Bidding Procedures [D.I. 281 and documented the updated time line of procedures	0.80
06/16/15	RDA	Updated the contract cure schedule for excluded contracts.	2.90
06/16/15	RDA	Review IT contracts regarding ability to assume and assign.	1.80
06/17/15	RDA	Update to the APA schedules per request from counsel	1.40
06/25/15	BMK	Review of M&A dataroom activity and summarize user activity / details	0.70
06/29/15	RDA	Follow up with Directional Bores regarding potential interest in Texas assets	0.80
06/30/15	RDA	Follow up on potential Texas asset sale	0.40
Total Hours			15.60



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Invoice # 2069044-5

Re: Asset Sales
 Client/Matter # 009258.00108

Fee Recap:

Consultant	Hours	Rate	Amount
Robert D Albergotti	11.00	740.00	8,140.00
Brad M Kessel	4.60	385.00	1,771.00
Total Hours & Fees	15.60		9,911.00



R. Kelly Plato - CFO
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Invoice # 2069044-6

Re: CRO Duties
Client/Matter # 009258.00109

Date	Consultant	Description of Services	Hours
06/01/15	RAR	Continued review of SOFAs and Schedules - discussions with AP team and Jones Day, review with Plato and Wood counsel	3.50
06/01/15	RAR	Discuss CV motion with James Erwin	0.50
06/01/15	RAR	Discuss CV motion with counsel for bank - tie to A/P schedule by category	0.50
06/01/15	RAR	Review employee plan and motion, provide comments to counsel	0.80
06/01/15	RAR	Work on production of documents for UCC request	1.20
06/01/15	RAR	Review deposition of Miller	0.50
06/02/15	RAR	Final review of Schedules & SOFAs	2.50
06/02/15	RAR	Work on email production for UCC	2.20
06/02/15	RAR	Discuss Black Sands bid interest with Trey Monsour	0.20
06/02/15	RAR	Status call with Jones Day	0.50
06/02/15	RAR	Finalize CV and Employee Motions for filing	1.60
06/02/15	RAR	Work on revisions to cash forecast	1.70
06/03/15	RAR	Draft notes to reply to UCC Objection to AP Services	3.20
06/03/15	RAR	Discussions with JD re: employee motion revisions	0.20
06/03/15	RAR	Internal discussions with AP Risk Mgmt. re: objection to AP retention	0.50
06/03/15	RAR	Meeting to discuss deposition of John Young	2.00
06/03/15	RAR	Review cash variance report	0.20
06/03/15	RAR	Discuss and finalize success fee with Plato	0.60
06/04/15	RAR	Call with Elliott (potential bidder)	0.80
06/04/15	RAR	Call with Sovereign (potential bidder)	0.20
06/04/15	RAR	Update call with counsel	0.80
06/04/15	RAR	Attend John Young deposition	4.50
06/04/15	RAR	Work on reply to UCC Objection to AP retention	2.10
06/05/15	RAR	Prepare for and meet with UCC, JD, Committee members	2.50
06/05/15	RAR	Review Reply drafts, discuss with counsel	2.10
06/05/15	RAR	Review check runs and cash	0.30
06/05/15	RAR	Coordinate revisions to DIP Budget	1.50
06/07/15	RAR	Review DIP Budget, revise assumptions	2.10



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Re: CRO Duties
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Date	Consultant	Description of Services	Hours
06/07/15	RAR	Meet with John Young	0.70
06/07/15	RAR	Prepare for testimony at June 9 hearing, preparation with counsel	2.50
06/08/15	RAR	Respond to UCC Information requests	0.50
06/08/15	RAR	Review and comment on Replies to UCC objections	2.40
06/08/15	RAR	Field correspondence re: AFEs, vendors, cash	0.50
06/08/15	RAR	Prepare for testimony at June 9 hearing, preparation with counsel	3.00
06/08/15	RAR	Discuss Black Sands bid interest with James Erwin	0.20
06/08/15	RAR	Discuss revised DIP Budget with James Erwin	0.50
06/08/15	RAR	Prepare for 341a meeting	2.50
06/09/15	RAR	Preparation for Retention Hearing	2.50
06/09/15	RAR	Attend Retention hearing and continued retention hearing	3.50
06/09/15	RAR	Attend 341A meeting	1.50
06/09/15	RAR	Email/call catch up	0.50
06/10/15	RAR	Extended preparation for June 11 court hearings, settlement discussions, testimony outlines, and other prep matters	8.00
06/10/15	RAR	Review weekly cash results	0.50
06/11/15	RAR	Attend court hearings, settlement discussions, DIP revisions	4.00
06/15/15	RAR	Discuss A/P with K Friesen	0.50
06/15/15	RAR	Review April FS	0.50
06/15/15	RAR	Go through MOR Process for first filing; review requirements with AP team and Toler	0.50
06/15/15	RAR	Update call with counsel	1.50
06/16/15	RAR	CRO duties re: regulatory issues with Ben	0.90
06/16/15	RAR	CRO duties re: office sublease, property taxes	0.70
06/16/15	RAR	CRO duties re: assumed contracts	1.50
06/16/15	RAR	Prepare for and meet with CM re: sale process status	0.90
06/16/15	RAR	CRO duties re: vendor discussions	1.50
06/16/15	RAR	ERG Leader call	0.60
06/17/15	RAR	Employee call	0.50
06/17/15	RAR	CRO Duties - emails, check review, other administrative matters	1.00
06/17/15	RAR	Call with counsel re: CM Indemnity, review Dune for form	0.70



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Re: CRO Duties
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Date	Consultant	Description of Services	Hours
06/17/15	RAR	Call with JD re: employee motion and APA	0.50
06/18/15	RAR	Status call with counsel	0.50
06/18/15	RAR	CRO duties: royalties outstanding, contract assumption schedule, hearing prep, other	1.70
06/19/15	RAR	Call with US Trustee re: hearing exhibits	0.60
06/19/15	RAR	CRO duties, Eco-tech, royalty form letter, BPS, office lease assumption	1.40
06/21/15	RAR	CRO duties: CM indemnification request	0.60
06/21/15	RAR	CRO duties: response to UST objection	0.80
06/21/15	RAR	Review MOR	1.40
06/22/15	RAR	Prepare for June 24 hearing	2.50
06/22/15	RAR	Final review of MOR	2.10
06/22/15	RAR	Finalize declaration	0.60
06/22/15	RAR	Discussion with field re: critical vendors	0.90
06/22/15	RAR	CRO duties: answer emails	0.50
06/23/15	RAR	Prepare for and attend status call with counsel	1.20
06/23/15	RAR	Review revisions to DIP forecast, multiple discussions with team	2.60
06/23/15	RAR	Prep for hearing with counsel; review outline and declaration	2.10
06/24/15	RAR	Prepare for and attend court hearing	3.00
06/24/15	RAR	Review affiliates balance schedule, Service of Process, other emails	1.50
06/25/15	RAR	Work with Plato on approach to CV	2.10
06/25/15	RAR	Work with team on revised cash forecast	2.50
06/25/15	RAR	Review timeline and deadlines - Update call with counsel	1.40
06/25/15	RAR	Review accounts payable and cash disbursements	1.20
06/25/15	RAR	Review D&O coverage	0.50
06/26/15	RAR	Discussions with Plato re: employees, sale process	2.00
06/26/15	RAR	Discuss DIP budget with counsel	1.00
06/26/15	RAR	Work through pre-petition royalty payments, suspended royalties	1.10
06/26/15	RAR	Discussions with Betty Walker re: accrued vacation liability	2.00
06/26/15	RAR	Review PG&E and other adequate assurance	0.50
06/29/15	RAR	Call with Gibbs & Brun	0.90



R. Kelly Plato - CFO
 ERG Resources, LLC
 333 Clay Street, Suite 4400
 Houston, TX 77002

Invoice # 2069044-6

Re: CRO Duties
 Client/Matter # 009258.00109

Date	Consultant	Description of Services	Hours
06/29/15	RAR	Review budget revision - discuss with team	2.20
06/29/15	RAR	Review RCPTX documents	0.90
06/30/15	RAR	Additional revisions to budget - discuss with team	1.50
06/30/15	RAR	Discussions with Plato	1.00
06/30/15	RAR	Call re: sublease counter	0.50
06/30/15	RAR	Draft transition plan	2.10
06/30/15	RAR	Respond to emails	1.00
Total Hours			132.80



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Houston, TX 77002

Invoice # 2069044-6

Re: CRO Duties
Client/Matter # 009258.00109

Fee Recap:

Consultant	Hours	Rate	Amount
Becky Roof	132.80	1,035.00	137,448.00
Total Hours & Fees	132.80		137,448.00



R. Kelly Plato - CFO
ERG Resources, LLC
333 Clay Street, Suite 4400
Houston, TX 77002

Invoice # 2069044-7

Re: General Bankruptcy Support
Client/Matter # 009258.00110

Date	Consultant	Description of Services	Hours
06/01/15	RDA	Review bar date order filed be court.	0.40
06/01/15	RDA	Update UCC data site to respond to request for email production	0.40
06/02/15	RDA	Review adequate assurance requests from PG&E	0.40
06/02/15	RDA	Upload files to UCC data room that were responsive to email requests of files.	0.80
06/02/15	BMK	Oversight and review of the email discovery process pursuant to the Committee's request	0.70
06/02/15	BMK	Began preparing schedule of Scott Wood expenses from 2014 to present that are out of ordinary course for the Creditors meeting on 6/9/2015	1.10
06/02/15	BMK	Discussion with Lisa Toler (ERG) regarding the process of discovering and mapping Scott Wood's expense and the requirements for the file	0.60
06/03/15	BMK	Research and diligence of recent 363 transactions in preparation for the John T. Young deposition	2.40
06/03/15	BMK	Preparation of materials for deposition of John T. Young including (i) 363 sale data and (ii) diligence into his articles on the oil industry	1.70
06/03/15	BMK	Follow-up discussion with Lisa Toler (ERG) regarding preparation of Scott Wood expense file and additional year of data required for the 341 Meeting	0.30
06/03/15	BMK	Review of various 363 sales docketed filings including bidding procedures, disclosure statements, APAs, and recorded relevant information used in the John Young deposition	2.00
06/03/15	RDA	Follow up on utility vendors and adequate assurance payments.	0.90
06/03/15	RDA	Review of KEIP motion	0.70
06/03/15	RDA	Review of final schedules documentation to prepare support documentation for 341 meeting	3.60
06/03/15	RDA	Review draft proof of claim forms for creditors	1.20
06/03/15	RDA	Responded to UCC diligence request on ordinary course professionals	0.80
06/04/15	BMK	Diligence of security deposits held at utilities for discussion Liberty County, TX	0.40
06/04/15	BMK	Research and diligence of over riding royalty interests and oil and gas leases for exhibit preparation for 341 (a) meeting	1.60



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Invoice # 2069044-7

Re: General Bankruptcy Support
Client/Matter # 009258.00110

Date	Consultant	Description of Services	Hours
06/04/15	BMK	Drafting emails summarizing utility issues with at Liberty County wells to Becky Roof	0.30
06/04/15	BMK	Discussion with Doug Lacey (ERG) regarding various issues including, (i) Liberty County electricity issue, (ii) rules of an automatic stay, (iii) breakdown of over riding royalty interests, and (iv) preparation needs for the 341 (a) meeting	0.80
06/04/15	BMK	Diligence of ERG's email discovery and communication of status of production to Becky Roof	0.50
06/04/15	RDA	Review of support information for 341 meeting of creditors.	2.80
06/04/15	BMK	Discussion with Liberty County, TX utilities department regarding (i) billing/invoice issues, (ii) automatic stay, (iii) deposits in place, and (iv) restoring power to wells where service was disconnected	1.20
06/04/15	BMK	Assisted in preparation of support materials for the 341 meeting on 6/9/2015 by diligencing documents that would be important to the UCC professionals	2.30
06/04/15	SFH	Correspondence with Engagement Team Members and ERG Resources Staff on various utilities' issues and their resolution.	0.90
06/05/15	SFH	Participation in review sessions with Engagement Team Members & Outside Counsel on validation of motion response language changes.	0.90
06/05/15	RDA	Review of current information available on contract cures.	1.20
06/05/15	RDA	Prepare for conference call with PG&E regarding utility motions.	0.80
06/05/15	RDA	Participated in conference call with PG&E regarding adequate assurance.	0.70
06/05/15	RDA	Review of bar date notices and schedule of publications.	1.70
06/05/15	BMK	Reviewed the Debtors' professionals' response to the Committee's DIP objection	0.60
06/05/15	BMK	Discussion with Lisa Toler (ERG) regarding the preparation of certain reports needed for the 341 Creditors Meeting on 6/9/2015	0.40
06/05/15	BMK	Follow-up discussion with Liberty County, TX utilities department to restore power to TX wells	0.50
06/07/15	BMK	Description and count of files of documents provided to UCC for the 341(a) meeting	1.60
06/07/15	RDA	Prepare for conference call with AP and JD teams.	0.80
06/07/15	RDA	Performed conference call with JD and AP teams in advance of	1.20



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Invoice # 2069044-7

Re: General Bankruptcy Support
Client/Matter # 009258.00110

Date	Consultant	Description of Services	Hours
		hearings.	
06/08/15	BMK	Formatted the updated Accounts Payable workbook for distribution to Committee professionals	0.40
06/08/15	BMK	Research and documentation of employees by subsidiary for 341(a) meeting	0.70
06/08/15	BMK	Review of incoming claims and reconciled vs. what is filed in the SOALs	0.50
06/08/15	SFH	Discussions with Engagement Team Members on Executory Contract & Cure Analysis process.	0.70
06/09/15	SFH	Compilation of contracts listings, Schedule cross-references and representative contract examples for use in Contract Cure Analysis.	1.00
06/09/15	SFH	Participation in meetings with ERG Resources Accounting staff on resolution of telecommunications service shut-off & follow-up communication with Engagement Team Members.	1.10
06/09/15	SFH	Review of Executory Contracts Schedule for potential cure items, assessment of availability of contract copies.	1.40
06/09/15	SFH	Discussion of Contract Cure process and findings with Doug Lacey, identifying potential modifications in our understanding.	0.90
06/09/15	RDA	Participated in conference call regarding hearing preparation and status	1.80
06/09/15	BMK	Discussion with Verizon Wireless to prevent the shutting off of wireless telecommunications for Resources. Includes subsequent email conversation with Verizon Bankruptcy division	1.10
06/09/15	BMK	Drafted email to Kathy Friesen regarding FedEx credit issue and method to handling incoming charges	0.20
06/09/15	BMK	Analysis of UCC Dataroom usage and drafted report to Becky Roof regarding same	0.80
06/10/15	BMK	Research of specific party who received a bankruptcy notice and requested claim information	0.40
06/11/15	RDA	Conversations with Logix, PG&E, and Jones Day regarding adequate assurance payments.	2.10
06/11/15	RDA	Follow up conference call regarding hearing and settlement status.	1.10
06/15/15	RDA	Review current diligence schedule from UCC to draft responses.	1.20
06/15/15	RDA	Participated in conference call with JD and AP teams to develop	1.40



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Invoice # 2069044-7

Re: General Bankruptcy Support
Client/Matter # 009258.00110

Date	Consultant	Description of Services	Hours
		initial plan strategy.	
06/15/15	RDA	Update current schedule of outstanding royalty payments owed	2.90
06/15/15	BMK	Preparation scheduling the Debtor's parcels and the potential escape assessment amounts	0.90
06/15/15	BMK	Production and documentation management of Conveyances of Overriding Royalty Interests	0.50
06/15/15	SFH	Participation in meetings with Doug Lacey and Engagement Team Members reviewing his comments on executory contract cure matters and latest status on the Office Lease Assignment.	1.00
06/15/15	SFH	Discussions with Engagement Team Members regarding timeline, resources and workstream planning for the Executory Contract Cure Analysis project.	0.80
06/16/15	SFH	Review of existing contracts information for applicability to Contract Cure process plan, noting potential areas of workstream revision.	1.20
06/16/15	BMK	Review of Rob Albergetti's Escape Assessment analysis and results on tax implications	0.40
06/16/15	BMK	Discussion with Lisa Toler (ERG) regarding Monthly Operating Report preparation and the necessary supporting files for document productions	0.40
06/16/15	RDA	Follow up with Logix regarding adequate assurance.	0.40
06/16/15	RDA	Follow up on PG&E adequate assurance.	0.50
06/16/15	RDA	Follow up on ordinary course professional affidavit	0.30
06/17/15	RDA	Conference call with team regarding APA schedules and objection deadlines.	0.90
06/17/15	RDA	Review of current royalty requirements / needs in advance of distributing proposed royalty cures.	0.90
06/17/15	RDA	Review retention documents for committee counsel to understand indemnity provisions.	1.90
06/17/15	BMK	Review of additional Escape Assessments and discussion with D. Lacey (ERG) regarding same	0.50
06/17/15	BMK	Review of prepared financial statements and subsequent revisions to trial balance / financial statement model	1.90
06/17/15	BMK	Preparation of detailed schedule of inside payments from 2013 to	1.70



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Invoice # 2069044-7

Re: General Bankruptcy Support
 Client/Matter # 009258.00110

Date	Consultant	Description of Services	Hours
		present	
06/17/15	SFH	Participation in conference call with Engagement Team Member on need to validate OCP affidavit information for court filings.	0.60
06/17/15	SFH	Compilation of required OCP affidavit information, confirming validity of same with ERG Resources CFO and Land Manager and submitting updated OCP information to outside counsel for Court filing.	1.60
06/17/15	SFH	Discussions with Doug Lacey on specific IT and telecommunications contract cure provision questions.	0.40
06/18/15	SFH	Participation in conference call with Engagement Team Members on various bank account set-up issues, which occurred shortly after the filing date potentially affecting May MOR data.	0.70
06/18/15	BMK	Review of Logix adequate assurance document	0.10
06/18/15	BMK	Prepare MOR template and populate fields with values from accounting files	2.10
06/18/15	RDA	Participation in weekly team update call (Jones Day & AlixPartners).	1.30
06/18/15	RDA	Participation in conference call regarding royalty motion and critical vendor motion	0.50
06/19/15	BMK	Discussion with Lisa Toler (ERG) regarding the disbursements and the cash basis of the supporting work	0.70
06/19/15	BMK	Review and prepare Royalty letters for each interest owner and to validate correct royalty amount	1.20
06/19/15	RDA	Update royalty contract letters for distribution	1.90
06/19/15	RDA	Follow up with Epiq regarding various royalty letter issues	0.70
06/19/15	RDA	Follow up with BR and KP regarding adequate assurance payments for Logix	0.40
06/22/15	RDA	Follow up on ordinary course professionals information	0.80
06/22/15	RDA	Review intercompany balances for April 2015 to draft proof of claim forms	1.80
06/22/15	RDA	Review current royalty information and distribution of proposed amounts owed in advance of hearing.	1.20
06/22/15	RDA	Follow up with lease holder regarding proof of claim forms	0.30
06/22/15	BMK	Finalized Monthly Operating Report by reviewing reported numbers vs. system and ensuring compliance with guidelines	1.30



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Invoice # 2069044-7

Re: General Bankruptcy Support
 Client/Matter # 009258.00110

Date	Consultant	Description of Services	Hours
06/22/15	BMK	Discussion with Verizon Wireless to determine Post-petition amounts to pay to keep Verizon from cutting service	0.90
06/22/15	BMK	Review Steve Hodgkinson's work product on the Monthly Operating Report and ensured accuracy and noted areas that needed to be more complete	1.00
06/22/15	BMK	Correspondence with Joseph A Florczak (Jones Day) regarding filing and serving ERG's May MOR	0.20
06/22/15	BMK	Diligence and preparation of bank reconciliation file to file with MOR as exhibit	0.80
06/22/15	BMK	Review of Cash Basis Presentation MOR guidelines for the Northern District of Texas to ensure MOR is compliant	0.40
06/23/15	BMK	Review ERG case docket to confirm filing of MOR and communication with Joseph A Florczak (Jones Day) to file	0.30
06/23/15	RDA	Participation in conference call in advance of hearing	0.70
06/23/15	RDA	Review and finalize Epiq payments	0.30
06/23/15	RDA	Follow up on requests from Conway McKenzie regarding files and access	0.20
06/23/15	RDA	Review and update proof of claim forms intercompany balances.	1.10
06/23/15	RDA	Research royalty issues regarding payments to small royalty holders.	2.30
06/24/15	BMK	Review of subpoena to produce documents related to rival well services in 2013	0.80
06/24/15	RDA	Review of process serving documents from Rival Well	1.00
06/24/15	RDA	Follow up with counsel regarding affidavit of service	0.30
06/24/15	RDA	Conference call with EPIQ and JD regarding cost mitigation strategies for service list	0.30
06/25/15	BMK	Diligence into lease expense mitigation plans and terms	0.60
06/25/15	RDA	Discussed bar date and associated information with ERG employees	0.70
06/25/15	RDA	Review of current lease proposals for counter offer for office move.	0.70
06/25/15	RDA	Prepare for weekly WIP call with JD and AP teams.	0.20
06/25/15	RDA	Participation in bi-weekly ERG status call with JD and AP	1.10
06/26/15	RDA	Review current list of suspended royalties and arrange for communication and payment.	1.20
06/26/15	BMK	Discussion with K. Plato (ERG) and Becky Roof regarding the	0.70



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 Houston, TX 77002

Invoice # 2069044-7

Re: General Bankruptcy Support
 Client/Matter # 009258.00110

Date	Consultant	Description of Services	Hours
		updated DIP budget, production estimates and other case matters	
06/26/15	BMK	Research into Essential Supplier Motion and Order to determine authorized amount to be paid	0.40
06/26/15	BMK	Diligence into suspended royalty payments and confirmation of check amounts sent to royalty owners	0.50
06/26/15	BMK	Correspondence with Joseph A Florczak (Jones Day) regarding critical vendor authorization	0.30
06/26/15	BMK	Discussion with K. Plato (ERG), Rob Albergotti, Becky Roof, and Jones Day professionals to discuss updates to the case and subsequent strategies	0.60
06/29/15	RDA	Discuss proof of claim forms and employee expectations with various employees	1.30
06/29/15	RDA	Review work plan time line from Jones Day	0.80
06/29/15	RDA	Draft of workplan associated for transition to purchaser.	1.50
06/29/15	RDA	Review correspondence from ECRI.	0.40
06/29/15	RDA	Follow up correspondence with Principal Life regarding benefits plans.	0.20
06/30/15	RDA	Participation in status update call with ERG team.	0.80
06/30/15	RDA	Initiated claims reconciliation process.	2.10
06/30/15	RDA	Review undeliverable mail register from Epiq to compare to potential claims. Drafted response and plan to address potential claims	2.80
06/30/15	BMK	Discussion with B. Roof, R. Albergotti, and Jones Day professionals regarding DIP Budget	1.00
06/30/15	BMK	Preparation of a Segregation and Transition Services Planning and Execution presentation for new buyers	1.40
06/30/15	BMK	Drafted questions for Ramona Varney regarding disbursements made during the week ending 6/26	0.60
Total Hours			121.20



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Invoice # 2069044-7

Re: General Bankruptcy Support
Client/Matter # 009258.00110

Fee Recap:

Consultant	Hours	Rate	Amount
Steven Hodkinson	13.20	800.00	10,560.00
Robert D Albergotti	62.70	740.00	46,398.00
Brad M Kessel	45.30	385.00	17,440.50
Total Hours & Fees	121.20		74,398.50



R. Kelly Plato - CFO
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 333 Clay Street, Suite 4400
 Houston, TX 77002

Invoice # 2069044-8

Re: Engagement Administration
 Client/Matter # 009258.00111

Date	Consultant	Description of Services	Hours
06/03/15	RDA	Review UCC reply to retention documents.	0.40
06/03/15	RDA	Assist in drafting response to retention objection	0.30
06/05/15	BMK	Reviewed the Committee's objection to the retention of AP Services and the DIP [D.I. 203	0.80
06/15/15	RDA	Review draft of May 2015 invoice	1.40
06/16/15	RDA	Review of final draft of May 2015 bill.	1.70
06/22/15	RDA	Finalize May Statement of work for filing	0.40
06/22/15	BMK	Review of Retention Statement and ensure records are accurate and complete	0.80
06/26/15	RDA	Follow up on updated parties in interest list and arrange for filling.	0.20
Total Hours			6.00



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ERG Resources, LLC
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Houston, TX 77002

Invoice # 2069044-8

Re: Engagement Administration
Client/Matter # 009258.00111

Fee Recap:

Consultant	Hours	Rate	Amount
Robert D Albergotti	4.40	740.00	3,256.00
Brad M Kessel	1.60	385.00	616.00
Total Hours & Fees	6.00		3,872.00