

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

In re:	)	
	)	Chapter 11
GULFPORT ENERGY CORPORATION, <i>et al.</i> , <sup>1</sup>	)	Case No. 20-35562 (DRJ)
Debtors.	)	(Jointly Administered)
	)	
	)	

**APPLICATION TO EMPLOY AND  
RETAIN WACHTELL, LIPTON, ROSEN & KATZ  
AS COUNSEL TO THE SPECIAL COMMITTEE OF THE  
BOARD OF DIRECTORS OF GULFPORT ENERGY CORPORATION  
PURSUANT TO SECTIONS 327(e), 330(a), AND 1107(b) OF THE BANKRUPTCY  
CODE AND BANKRUPTCY RULE 2014, EFFECTIVE AS OF THE PETITION DATE**

**This Application seeks an order that may adversely affect you. If you oppose the Application, you should immediately contact the moving party to resolve the dispute. If you and the moving party cannot agree, you must file a response and send a copy to the moving party. You must file and serve your response within 21 days of the date this was served on you. Your response must state why the Application should not be granted. If you do not file a timely response, the relief may be granted without further notice to you. If you oppose the Application and have not reached an agreement, you must attend the hearing. Unless the parties agree otherwise, the Court may consider evidence at the hearing and may decide the Application at the hearing.**

**Represented parties should act through their attorney.**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) respectfully state the following in support of this application (this “Application”):

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<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, are: Gulfport Energy Corporation (1290); Gator Marine, Inc. (1710); Gator Marine Ivanhoe, Inc. (4897); Grizzly Holdings, Inc. (9108); Gulfport Appalachia, LLC (N/A); Gulfport MidCon, LLC (N/A); Gulfport Midstream Holdings, LLC (N/A); Jaguar Resources LLC (N/A); Mule Sky LLC (6808); Puma Resources, Inc. (6507); and Westhawk Minerals LLC (N/A). The location of the Debtors’ service address is: 3001 Quail Springs Parkway, Oklahoma City, Oklahoma 73134.

### **Relief Requested**

1. The Debtors seek entry of an order, substantially in the form attached hereto (the “Order”), authorizing the Debtors to retain and employ Wachtell, Lipton, Rosen & Katz (“Wachtell Lipton” or the “Firm”) as counsel to the Special Committee of the Board of Directors of Gulfport Energy Corporation (“Parent Special Committee”), effective as of the Petition Date (as defined below) in accordance with the terms and conditions set forth in that certain engagement letter between Gulfport Energy Corporation (the “Parent” or “Gulfport”) and Wachtell Lipton dated as of September 30, 2020 (the “Engagement Letter”), a copy of which is attached hereto as **Exhibit A** to the Order and incorporated herein by reference.

2. In support of this Application, the Debtors submit the Declaration of Emil A. Kleinhaus, Member of the Firm (the “Kleinhaus Declaration”), attached hereto as **Exhibit B** to the Order, and the declaration of Alvin Bledsoe, Chairman of the Board of the Parent and a member of the Parent Special Committee, attached hereto as **Exhibit C** to the Order (the “Bledsoe Declaration” and, together with the Kleinhaus Declaration, the “Declarations”).

### **Jurisdiction and Venue**

3. The United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over over this matter pursuant to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b). The Debtors confirm their consent to the entry of a final order by the Court.

4. Venue is proper under 28 U.S.C. §§ 1408 and 1409.

5. The bases for the relief requested herein are sections 327(e), 330(a), and 1107(b) of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2014-1

and 2016-1 of the Bankruptcy Local Rules and the Procedures for the Southern District of Texas (the “Bankruptcy Local Rules”).

### **Background**

6. On November 13, 2020 (the “Petition Date”), each Debtor filed with the Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code, commencing these cases (collectively, the “Chapter 11 Cases”). On November 14, 2020, the Court entered an order [Docket No. 4] authorizing the joint administration and procedural consolidation of these chapter 11 cases pursuant to Bankruptcy Rule 1015(b) and Bankruptcy Local Rule 1015-1. On November 27, 2020, the United States Trustee for the Southern District of Texas (the “U.S. Trustee”) appointed an official committee of unsecured creditors [Docket No. 248] (the “Committee”). No request for the appointment of a trustee or examiner has been made in these chapter 11 cases.

7. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

8. Additional factual background regarding the Debtors, including their business operations, capital and debt structures, and the events leading to the filing of these Chapter 11 Cases is set forth in detail in the *Declaration of Quentin R. Hicks, Executive Vice President and Chief Financial Officer of Gulfport Energy Corporation, in Support of Chapter 11 Petitions and First Day Motions* [Docket No. 40], filed on November 15, 2020.

### **Wachtell Lipton’s Qualifications**

9. The Parent Special Committee selected Wachtell Lipton as its counsel in these Chapter 11 Cases because of Wachtell Lipton’s reputation and expertise. Wachtell Lipton is among the country’s leading firms in corporate, finance, and restructuring law. Among many other matters, Wachtell Lipton has represented debtors, boards of directors, or major creditors in various

cases in this Court, including in *In re Chesapeake Energy Corp.*, No. 20-33233 (DRJ) (Bankr. S.D. Tex. filed June 28, 2020); *In re Neiman Marcus Group LTD LLC*, No. 20-32519 (DRJ) (Bankr. S.D. Tex. filed May 7, 2020); *In re Speedcast International Limited*, No. 20-32243 (MI) (Bankr. S.D. Tex. filed April 23, 2020); and *In re Bristow Group, Inc.*, No. 19-32713 (DRJ) (Bankr. S.D. Tex. filed May 11, 2019).

10. As set forth in the Engagement Letter, Wachtell Lipton has been retained to represent the Parent Special Committee, including with respect to Conflict Matters (as defined in the Engagement Letter), and to represent the independent directors of Parent, including the Restructuring and Finance Committee of the Parent's Board of Directors, on other matters to the extent requested. The Parent Special Committee has been delegated authority to act on behalf of Parent with respect to matters ("Conflict Matters") in which conflicts may exist between Parent and its subsidiaries, including authority to investigate claims that Parent may possess and to act on behalf of Parent with respect to such matters. Since its engagement, as described in the Kleinhaus Declaration, Wachtell Lipton has undertaken substantial efforts to assist the Parent Special Committee in connection with its mandate. Wachtell Lipton has also advised the Restructuring and Finance Committee of the Parent's Board of Directors with respect to aspects of the Debtors' restructuring process and related matters.

11. By this Application, the Debtors request authority to retain Wachtell Lipton pursuant to section 327(e) of the Bankruptcy Code to continue to provide legal services in accordance with the Engagement Letter.

#### **Services to Be Provided**

12. Subject to further order of the Court, the Debtors request the retention and employment of Wachtell Lipton to provide the following legal services:

- (a) Represent the Parent Special Committee, including in connection with Conflict Matters that presently exist or may arise in connection with these Chapter 11 Cases; and
- (b) Provide advice to the Parent's independent directors, including the Restructuring and Finance Committee of the Parent's Board of Directors, with respect to other matters upon request of the Chairman of the Board.

13. Subject to approval of this Application, Wachtell Lipton has informed the Parent and its directors that it is willing to serve as counsel to the Parent Special Committee and to perform the services, to the extent required, on the matters described above.

### **Professional Compensation**

14. The Debtors understand and have agreed that Wachtell Lipton will apply to the Court for allowance of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, the *U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement Filed Under U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013 (the "U.S. Trustee Guidelines"), and any further orders of the Court for all professional services performed and incurred after the Petition Date. Wachtell Lipton intends to charge for professional services on an hourly basis. Wachtell Lipton will maintain detailed, contemporaneous records of time recorded by its professionals and any actual and necessary expenses incurred in connection with the legal services described above by category and nature of the services provided.

15. Wachtell Lipton's fee arrangement for this matter does not vary from, or constitute an alternative to, Wachtell Lipton's standard billing arrangements for matters that it bills on an hourly basis. Wachtell Lipton has not varied its rates based on the filing of the Chapter 11 Cases or the geographic location of the Chapter 11 Cases.

16. The current hourly billing rates for Wachtell Lipton professionals expected to spend significant time on this engagement range from \$1,300 to \$1,600 for partners, \$875 for associates,

and \$350 for senior paralegals. Wachtell Lipton adjusts its rates on an annual basis in the ordinary course. Should Wachtell Lipton's hourly rates change during the course of these Chapter 11 Cases, Wachtell Lipton will file an appropriate statement to that effect.

17. The following Wachtell Lipton professionals are currently expected to be primarily responsible for providing professional services. Their respective rates for this matter are set forth in the table below:

NAME	DEPARTMENT	POSITION	HOURLY BILLING RATE IN EFFECT AS OF THE PETITION DATE
David A. Katz	Corporate	Partner	\$1600
Richard G. Mason	Restructuring & Finance	Partner	\$1600
Emil A. Kleinhaus	Restructuring & Finance / Litigation	Partner	\$1300
Michael H. Cassel	Restructuring & Finance	Associate	\$875
Robinson C. Strauss	Restructuring & Finance	Senior Paralegal	\$350

**Compensation Received by Wachtell Lipton From the Debtors**

18. As set forth in the Kleinhaus Declaration, Wachtell Lipton has provided, and agrees to continue to provide, assistance to the Debtors in accordance with this Application and any order the Court may enter.

19. During the 90-day period prior to the Petition Date, Wachtell Lipton received three advance payments from the Parent. On or around October 1, 2020, Wachtell Lipton received a \$1 million advance payment retainer for its work on behalf of the Parent Special Committee. On or around October 22, 2020, Wachtell Lipton received an additional payment of \$500,000 to

replenish its advance payment retainer. On November 12, 2020, Wachtell Lipton received an additional payment of \$275,000 to replenish its advance payment retainer. As of the Petition Date, following application of the advance payment retainer to earned amounts, Wachtell Lipton holds an advance payment retainer of approximately \$1 million, and the Debtors do not owe Wachtell Lipton any amounts for services rendered before the Petition Date.

20. Wachtell Lipton has agreed not to share compensation received in connection with this case with any other person, except as permitted by section 504(b) of the Bankruptcy Code and Bankruptcy Rule 2016(b), in respect of sharing of compensation among Wachtell Lipton's partners. As of the Petition Date, the Debtors did not owe Wachtell Lipton any amounts.

#### **Wachtell Lipton's Disinterestedness**

21. To the best of the Debtors' knowledge and as disclosed herein and in the Kleinhaus Declaration, Wachtell Lipton does not represent or hold any interest adverse to the Debtors or to their estates with respect to the matters on which Wachtell Lipton is to be employed, as required by section 327(e) of the Bankruptcy Code.

22. Wachtell Lipton will periodically make efforts during the pendency of the Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or have arisen. If any new material facts or relationships are discovered or arise, Wachtell Lipton will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

#### **Supporting Authority**

23. The Parent seeks retention and employment of Wachtell Lipton as counsel pursuant to section 327(e) of the Bankruptcy Code, which provides that a debtor, subject to the Court's approval:

may employ, for a specified special purpose, other than to represent the trustee in conducting the case, an attorney that has represented the debtor,

if in the best interest of the estate, and if such attorney does not represent or hold any interest adverse to the debtor or to the estate with respect to the matter on which such attorney is to be employed.

11 U.S.C. § 327(e).

24. Bankruptcy Rule 2014(a) requires that an application for retention include:

[S]pecific facts showing the necessity for the employment, the name of the [firm] to be employed, the reasons for the selection, the professional services to be rendered, any proposed arrangement for compensation, and, to the best of the applicant's knowledge, all of the [firm's] connections with the debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee.

Fed. R. Bankr. P. 2014(a).

25. The Parent submits that for all the reasons stated above and in the Kleinhaus Declaration, the retention and employment of Wachtell Lipton as counsel to the Parent Special Committee on the terms set forth above is necessary and in the best interests of the Debtors' estates. It is in the best interests of the Debtors' estates for the Parent Special Committee to retain separate counsel that does not jointly represent the subsidiaries to be responsible for independently assessing any Conflict Matters. Wachtell Lipton has also represented to the Debtors that it neither holds nor represents any interest that is materially adverse to the Debtors' estate in connection with any matter on which it would be employed.

#### **Notice**

26. Notice of the hearing on the relief requested in this Application will be provided by the Debtors in accordance and compliance with Bankruptcy Rules 4001 and 9014, as well as the Bankruptcy Local Rules, and is sufficient under the circumstances. Without limiting the foregoing, due notice will be afforded, whether by facsimile, electronic mail, overnight courier or hand delivery, to parties in-interest, including: (a) the U.S. Trustee; (b) the holders of the 30 largest

unsecured claims against the Debtors (on a consolidated basis); (c) counsel to the Committee; (d) counsel to the Ad Hoc Group; (e) counsel to the DIP Agent; (f) the United States Attorney's Office for the Southern District of Texas; (g) the Internal Revenue Service; (h) the United States Securities and Exchange Commission; (i) the Environmental Protection Agency and similar state environmental agencies for states in which the Debtors conduct business; (j) the state attorneys general for states in which the Debtors conduct business; (k) the indenture trustee under the indentures for the Unsecured Notes; and (l) any party that has requested notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, no other or further notice need be given.

WHEREFORE, the Debtors request that the Court enter the Order, granting the relief requested in this Application and grant such other and further relief as is appropriate under the circumstances.

Dated: December 11, 2020  
Houston, Texas

*/s/ Patrick K. Craine*

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Patrick K. Craine  
Gulfport Energy Corporation  
Executive Vice President – General  
Counsel and Corporate Secretary



States Constitution; and this Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Application is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found based on the representations made in the Application and in the Kleinhaus Declaration and [Bledsoe] Declaration that (a) Wachtell Lipton's employment is in the best interest of the Debtors' estates, and (b) Wachtell Lipton does represent or hold any interest adverse to the Debtors or their estates with respect to the matters on which Wachtell Lipton is to be employed; and this Court having found that the Debtors' notice of the Application and opportunity for a hearing on the Application were appropriate and no other notice need be provided; and this Court having reviewed the Application and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Debtors, on behalf of the Parent Special Committee, are authorized pursuant to section 327(e) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Bankruptcy Local Rules 2014-1 and 2016-1, to employ and retain Wachtell Lipton on the terms and conditions set forth in the Engagement Letter, the Application, and the Kleinhaus Declaration effective as of the Petition Date.

2. Wachtell Lipton shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' Chapter 11 Cases in compliance with the applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Bankruptcy Local Rules, and any other applicable procedures and orders of the Court. Wachtell Lipton shall make reasonable efforts to comply with the U.S. Trustee's request for information and additional

disclosures as set forth in the *U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement Filed Under U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013 (the “U.S. Trustee Guidelines”), in connection with the Application and any interim and/or final fee application(s) to be filed by Wachtell Lipton in these Chapter 11 Cases.

3. Wachtell Lipton is authorized, without further order of the Court, to apply amounts from the prepetition advance payment retainer to compensate and reimburse Wachtell Lipton for any fees or expense incurred on or prior to the Petition Date consistent with its ordinary course billing practice. At the conclusion of Wachtell Lipton’s engagement, if the amount of the advance payment retainer held by Wachtell Lipton is in excess of the amount of Wachtell Lipton’s outstanding and estimated fees, expenses, and costs, Wachtell Lipton will apply its advance payment retainer to such outstanding fees, expenses, and costs and pay to the Debtors the amount by which any advance payment retainer exceeds such fees, expenses, and costs.

4. Prior to any increases in Wachtell Lipton’s rates with respect to this Order and the Application, Wachtell Lipton shall file a supplemental declaration with the Court to provide ten (10) business days’ notice to the Parent Special Committee, the Debtors, the U.S. Trustee, and any official committee appointed in these Chapter 11 Cases, which supplemental declaration shall explain the basis for the requested rate and state whether the Parent Special Committee and the Debtors have consented to the rate increase. The U.S. Trustee retains all rights to object to any rate increase on all grounds including, but not limited to, the reasonableness standard provided for in section 330 of the Bankruptcy Code, and all rates and rate increases are subject to review by the Court.

5. Notwithstanding anything to the contrary in the Application, the Engagement Letter, or the Declarations attached to the Application, Wachtell Lipton shall not be entitled to

reimbursement for fees and expenses in connection with defending any objection to its fees without further order of the Court.

6. Notwithstanding any Bankruptcy Rule or Bankruptcy Local Rule to the contrary, this Order shall be immediately effective and enforceable upon its entry.

7. The Debtors are authorized to take all actions necessary to implement the relief granted in this Order.

8. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

9. To the extent there is any inconsistency between the terms of the Engagement Letter, the Application, the Declarations, and this Order, the terms of this Order shall govern.

10. Wachtell Lipton shall use its best efforts, and will coordinate with the Debtors and its other retained professionals, not to duplicate any of the services provided to the Debtors by any of its other retained professionals.

11. The Debtors and Wachtell Lipton are authorized and empowered to execute and deliver such documents, and to take and perform all actions necessary to implement and effectuate the relief granted in this Order.

12. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied.

13. The requirements set forth in Bankruptcy Rule 6004(a) are satisfied.

14. This Order is immediately effective and enforceable, notwithstanding the possible applicability of Bankruptcy Rule 6004(h) or otherwise.

15. This Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the Application or the implementation of this Order.

Houston, Texas

Dated: \_\_\_\_\_, 2020

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DAVID R. JONES  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit B**

**Kleinhaus Declaration**

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

In re:	)	
	)	Chapter 11
GULFPORT ENERGY CORPORATION, <i>et al.</i> , <sup>1</sup>	)	Case No. 20-35562 (DRJ)
Debtors.	)	(Jointly Administered)
	)	
	)	

**DECLARATION OF EMIL A. KLEINHAUS IN SUPPORT OF APPLICATION  
TO EMPLOY AND RETAIN WACHTELL, LIPTON, ROSEN & KATZ AS COUNSEL  
TO THE SPECIAL COMMITTEE OF THE BOARD OF DIRECTORS  
OF GULFPORT ENERGY CORPORATION PURSUANT TO  
SECTIONS 327(e), 330(a), AND 1107(b) OF THE BANKRUPTCY CODE  
AND BANKRUPTCY RULE 2014, EFFECTIVE AS OF THE PETITION DATE**

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I, Emil A. Kleinhaus, under penalty of perjury, declare as follows:

1. I am a partner of the law firm of Wachtell, Lipton, Rosen & Katz (“Wachtell Lipton”), located at 51 West 52nd Street, New York, New York, 10019. I am a member in good standing of the Bar of the State of New York. I have been admitted to the United States District Court for the Southern District of New York, among others, and have been admitted *pro hac vice* in these Chapter 11 Cases. There are no disciplinary proceedings pending against me.

2. I submit this declaration (the “Declaration”) in support of the *Application for Entry of an Order Authorizing the Retention and Employment of Wachtell, Lipton, Rosen & Katz as Counsel to the Special Committee of the Board of Directors of Gulfport Energy Corporation*

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<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, are: Gulfport Energy Corporation (1290); Gator Marine, Inc. (1710); Gator Marine Ivanhoe, Inc. (4897); Grizzly Holdings, Inc. (9108); Gulfport Appalachia, LLC (N/A); Gulfport MidCon, LLC (N/A); Gulfport Midstream Holdings, LLC (N/A); Jaguar Resources LLC (N/A); Mule Sky LLC (6808); Puma Resources, Inc. (6507); and Westhawk Minerals LLC (N/A). The location of the Debtors’ service address is: 3001 Quail Springs Parkway, Oklahoma City, Oklahoma 73134.

Pursuant to Sections 327(e), 330(a), and 1107(b) of the Bankruptcy Code and Bankruptcy Rule 2014, Effective as of the Petition Date (the “Application”).<sup>2</sup> Except as otherwise noted, I have personal knowledge of the matters set forth herein. If called to testify, I could and would testify to the matters set forth herein.

3. I have reviewed the Application. To the best of my knowledge, information, and belief, each of the factual representations in the Application is true and correct.

### **Wachtell Lipton’s Qualifications**

4. Wachtell Lipton has expertise in corporate, finance, and restructuring law, among other areas. Wachtell Lipton has represented debtors, boards of directors or major creditors in cases in this Court, including recently in *In re Chesapeake Energy Corp.*, No. 20-33233 (DRJ) (Bankr. S.D. Tex. June 28, 2020); *In re Neiman Marcus Group LTD LLC*, No. 20-32519 (DRJ) (Bankr. S.D. Tex. filed May 7, 2020); *In re Speedcast International Limited*, No. 20-32243 (MI) (Bankr. S.D. Tex. filed April 23, 2020); and *In re Bristow Group, Inc.*, No. 19-32713 (DRJ) (Bankr. S.D. Tex. filed May 11, 2019).

5. The independent directors of Gulfport retained Wachtell Lipton pursuant to the terms of the Engagement Letter dated September 30, 2020. As set forth in the Engagement Letter, Wachtell Lipton has been retained to represent the Parent Special Committee, including with respect to Conflict Matters (as defined in the Engagement Letter), and to represent the independent directors of Parent, including the Restructuring and Finance Committee of the Parent’s Board of Directors, on other matters to the extent requested by the Chairman of the Board.

6. The Parent Special Committee has been delegated authority to act on behalf of Gulfport in these cases with respect to matters (“Conflict Matters”) in which a conflict may exist

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<sup>2</sup> Capitalized terms not otherwise defined in this Declaration have the same meanings as in the Application.

between Gulfport and its subsidiaries, including authority to investigate claims that Gulfport may possess and to act on behalf of and bind Gulfport with respect to such matters. Since its engagement, Wachtell Lipton has undertaken substantial efforts to assist the Parent Special Committee through investigating certain prepetition transactions and relationships between Gulfport Energy Corporation and certain of its subsidiaries. Those efforts have included reviewing documents from the Debtors, interviewing relevant individuals, and working with the Parent Special Committee's financial advisor, Chilmark Partners, LLC, to assess potential claims or causes of action. Wachtell Lipton has also advised the Restructuring and Finance Committee of the Board of Directors with respect to aspects of this chapter 11 case and the restructuring transactions that are contemplated under the Restructuring Support Agreement executed by the Debtors.

### **Professional Compensation**

7. Wachtell Lipton intends to apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with these Chapter 11 Cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules and the *U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013, and any further orders of the Court for all professional services performed and incurred after the Petition Date. Wachtell Lipton intends to charge for professional services on an hourly basis in accordance with its standard hourly rates. Wachtell Lipton will maintain detailed, contemporaneous records of time recorded by its professionals and any actual and necessary expenses incurred in connection with the legal services described above by category and nature of the services provided.

8. Wachtell Lipton's fee arrangement for this matter does not vary from, or constitute an alternative to, Wachtell Lipton's standard billing arrangements for other matters that it bills on an hourly basis. Wachtell Lipton has not varied its rates based on the filing of the Chapter 11 Cases or the geographic location of the Chapter 11 Cases.

9. The current hourly billing rates for Wachtell Lipton professionals expected to spend significant time on this engagement range from \$1,300 to \$1,600 for partners, \$875 for associates, and \$350 for senior paralegals. Wachtell Lipton adjusts its rates on an annual basis in the ordinary course. Should Wachtell Lipton's hourly rates change during the course of the Chapter 11 Cases, Wachtell Lipton will file an appropriate statement to that effect.

**Compensation Received by Wachtell Lipton From the Debtors**

10. On or around October 1, 2020, Wachtell Lipton received a \$1 million advance payment retainer from the Parent. On or around October 22, 2020, Wachtell Lipton received an additional payment of \$500,000 to replenish its advance payment retainer. On November 12, 2020, Wachtell Lipton received an additional payment of \$275,000 to replenish its advance payment retainer.

11. As of the Petition Date, following application of the advance payment retainer to earned amounts, Wachtell Lipton holds an advance payment retainer of approximately \$1 million. The Debtors do not owe Wachtell Lipton any amounts for services rendered before the Petition Date.

**Wachtell Lipton's Disinterestedness**

12. Wachtell Lipton maintains records for each matter in which it is involved. Additionally, Wachtell Lipton regularly communicates certain information to its partners when any new matter is undertaken by Wachtell Lipton, including the identities of the client, any

opposing parties, and the subject matter of the representation. These systems and processes assist Wachtell Lipton in its ongoing efforts to avoid disqualifying conflicts of interest in the representations it accepts.

13. In connection with its proposed retention in the Chapter 11 Cases, the Debtors, or their professionals, identified a list of names of potential parties in interest (the “Potential Parties in Interest”). Those names are listed on Schedule 1.

14. At my direction and under my supervision, employees of Wachtell Lipton searched the firm’s records for its connections to the Potential Parties in Interest to assist in determining whether Wachtell Lipton had any conflicts or other relationships with these entities that might cause it not to be disinterested on the matters in which it is to be employed. Based on this search of the records and the results of the information requests, I believe that this Declaration presents all relevant material facts related to Wachtell Lipton’s representations of the Potential Parties in Interest within the last three years. Each Potential Party in Interest for which Wachtell Lipton may have provided legal services within the three years prior to the Petition Date is disclosed on Schedule 2 annexed hereto.<sup>3</sup>

15. Wachtell Lipton will periodically make efforts during the pendency of the Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or have arisen. If new material facts or relationships are discovered, Wachtell Lipton will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

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<sup>3</sup> In searching the firm’s records, some of the companies whose names were used may have affiliates for which Wachtell Lipton may have performed unrelated work. Although efforts have been made to disclose Potential Parties in Interest on Schedule 2 where Wachtell Lipton represented an affiliate of that Party, there may be affiliations of which the firm is unaware or which are not reflected in the firm’s records, and are therefore not disclosed. Certain Potential Parties in Interest may be involved in unrelated matters in which Wachtell Lipton represents or represented another party (*e.g.*, a defendant or co-defendant in unrelated litigation) or pays or paid fees on behalf of clients of Wachtell Lipton. Such Potential Parties in Interest are not disclosed on Schedule 2 solely by virtue of such a relationship.

16. To the best of my knowledge, and solely based upon information provided to me by the Debtors, neither Wachtell Lipton nor any Wachtell Lipton professional has any interest that is materially adverse to the Debtors or to their estates with respect to any matter upon which Wachtell Lipton is to be employed in these Chapter 11 Cases, as required by section 327(e) of the Bankruptcy Code.

17. Wachtell Lipton and its personnel have and will continue to have relationships in the ordinary course of business with certain financial institutions, landlords, vendors, professionals, and other parties in interest that may be involved in the Debtors' Chapter 11 Cases. Wachtell Lipton also may provide professional services to entities or persons that may be creditors or parties in interest in these Chapter 11 Cases, which services do not directly relate to, or have any direct connection with, the Debtors or their Chapter 11 Cases on matters in which Wachtell Lipton will be employed.

18. Wachtell Lipton and its professionals in their individual capacities regularly utilize the services of law firms, accounting firms, and financial advisors. Such firms engaged by Wachtell Lipton or its professionals may appear in these Chapter 11 Cases representing the Debtors or other parties in interest. All engagements where such firms represent Wachtell Lipton or any of its professionals in their individual capacities are unrelated to these Chapter 11 Cases.

19. From time to time, Wachtell Lipton or its professionals personally invest in mutual funds, retirement funds, private equity funds, venture capital funds, hedge funds, and other types of investment funds (collectively, the "Investment Funds"), through which such Wachtell Lipton professionals indirectly acquire a debt or equity security of many companies, one of which may be one of the Debtors or their affiliates. Individually, Wachtell Lipton professionals do not manage, or otherwise control, such Investment Funds. The Investment Funds generally are

operated as blind pools, such that when a Wachtell Lipton professional makes an investment in an Investment Fund, he or she has no knowledge of or control over which specific securities the blind pool will purchase or sell.

20. Certain Potential Parties in Interest, although not clients of Wachtell Lipton, were or are members of ad hoc groups of creditors represented by Wachtell Lipton in matters unrelated to the Debtors. Such persons are included on the list of parties on Schedule 2, but are not necessarily Wachtell Lipton clients solely by virtue of their membership in an ad hoc group of creditors.

21. Certain insurance companies in their capacity as insurance providers to our clients pay such client's legal bills. Some of these insurance companies may be involved in the Chapter 11 Cases. None of these insurance companies, however, are Wachtell Lipton clients solely as a result of the fact that they pay legal fees on behalf of a Wachtell Lipton client.

22. The following is provided in response to the request for additional information set forth in Paragraph D.1 of the U.S. Trustee Guidelines.

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Response: No. Wachtell Lipton has agreed to use its standard and customary billing arrangements for matters that are billed on an hourly basis.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Response: No.

Question: If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

Response: During the 12 months prepetition, Wachtell Lipton has billed on an hourly basis at rates and terms consistent with those being used for the postpetition period..

Question: Has your client approved your prospective budget and staffing plan, and, if so, for what budget period?

Response: Wachtell Lipton has not yet prepared a budget or staffing plan given the specific purpose and circumstances of this retention.

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

Dated: December 11, 2020

/s/ Emil A. Kleinhaus

Emil A. Kleinhaus  
Wachtell, Lipton, Rosen & Katz  
51 West 52nd Street  
New York, New York 100019  
Tel: (212) 403-1000  
Fax: (212) 403-2000

**SCHEDULE 1**

**List of Schedules**

<b><u>Schedule</u></b>	<b><u>Category</u></b>
1(a)	Debtors
1(b)	Non-Debtor Affiliates-JV
1(c)	Directors/Officers
1(d)	5% or More Equity Holders
1(e)	Bankruptcy Judges
1(f)	Bankruptcy Professionals
1(g)	Banks/Lender/UCC Lien Parties/Administrative Agents
1(h)	Bondholders - Indenture Trustee
1(i)	Contract Counterparties
1(j)	Governmental/Regulatory Agencies
1(k)	Insurance - PFA/Surety
1(l)	ISDA/Hedging Parties
1(m)	Landlords
1(n)	Litigation
1(o)	Ordinary Course Professionals
1(p)	Potential Litigants
1(q)	Royalty Disputes
1(r)	Taxing Authorities
1(s)	Top 30 Creditors
1(t)	U.S. Trustee Personnel
1(u)	Vendors

**SCHEDULE 1(a)**

**Debtors**

Gator Marine Inc.  
Gator Marine Invanhoe Inc.  
Grizzly Holdings Inc.  
Gulfport Appalachia LLC  
Gulfport Energy Corp.  
Gulfport Midcon LLC  
Gulfport Midstream Holdings LLC  
Jaguar Resources LLC  
Mule Sky LLC  
Puma Resources Inc.  
Westhawk Minerals LLC

**SCHEDULE 1(b)**

**Non-Debtor Affiliates-JV**

Blackhawk Midstream LLC  
Grizzly Oil Sands LLC  
GRUS LLC  
Gulfport Buckeye LLC  
Mammoth Energy Services Inc.  
Silverback Energy LLC  
Tatex Thailand II LLC  
Windsor Midstream LLC

**SCHEDULE 1(c)**

**Directors/Officers**

Adams, Deborah G.  
Addison, Rebecca  
Bledsoe, Alvin  
Craine, Patrick K.  
Groeschel, Craig  
Hicks, Quentin R.  
Holroyd, Samantha  
Houston, David L.  
Jochen, Valerie  
Johnson, G. Doug  
Kidd, Andrew C.  
Moore, Donnie  
Morris, Ben T.  
Moses, RJ  
Selig, Stefan M.  
Simpson, Zachary  
Sluiter, Michael  
Somerhalder, John W., II  
Streller, Scott E.  
Timmermeyer, Stephanie  
Westerman, Paul D.  
Wood, David M.  
Zitkus, Lester

**SCHEDULE 1(d)**

**5% or More Equity Holders**

BlackRock Institutional Trust Co. NA  
Dimensional Fund Advisors LP  
Firefly Value Partners LP  
Shah Capital Management Inc.  
Vanguard Group Inc., The  
Vitruvian II Woodford LLC

**SCHEDULE 1(e)**

**Bankruptcy Judges**

Isgur, Marvin  
Jones, David R.

**SCHEDULE 1(f)**

**Bankruptcy Professionals**

Chilmark Partners LLC  
Dacarba LLC  
Houlihan Lokey Inc.  
Katten Muchin Rosenman LLP  
Latham & Watkins LLP  
M-III Partners LP  
Opportune LLP  
Paul Weiss Rifkind Wharton & Garrison LLP  
Perella Weinberg Partners LP  
Tudor Pickering Holt & Co. LLC  
Wachtell Lipton Rosen & Katz

**SCHEDULE 1(g)**

**Banks/Lender/UCC Lien Parties/Administrative Agents**

ABN Amro Capital USA LLC  
AllianceBernstein Holding LP  
Amegy Bank NA  
Associated Bank  
Bank of Nova Scotia, The  
Barclays Bank plc  
BlackRock Inc.  
BOK Financial Corp.  
BOKF NA  
Canadian Imperial Bank of Commerce (New York)  
Commonwealth Bank of Australia  
Compass Bank  
Credit Suisse AG Cayman Islands Branch  
Fifth Third Bank  
Iberiabank Corp.  
JPMorgan Chase & Co.  
JPMorgan Chase Bank NA  
Keybank NA  
LS Power Development LLC  
MacKay Shields LLC  
Morgan Stanley Senior Funding Inc.  
Nomura Holdings Inc.  
PNC Bank  
RHDK Oil & Gas LLC  
Silver Point Capital LP  
U.S. Bank NA  
WebBank Inc.  
Wells Fargo & Co.  
Whitebox Advisors LLC  
Zions BanCorp

**SCHEDULE 1(h)**

**Bondholders - Indenture Trustee**

Allianz SE  
California, State of  
Credit Agricole Group  
Federated Hermes Inc.  
First Pacific Co. Ltd.  
Invesco Ltd.  
New York Life Group  
UMB Bank NA  
Wells Fargo Bank NA

**SCHEDULE 1(i)**

**Contract Counterparties**

ANR Pipeline Co.  
Columbia Gas Transmission LLC  
Columbia Gulf Transmission LLC  
DCP Midstream LP  
DCP NGL Services LLC  
Dominion Transmission Inc.  
East Ohio Gas Co., The  
Enable Gas Transmission LLC  
Enable Gathering & Processing LLC  
Enable Oklahoma Intrastate Transmission LLC  
Markwest Utica EMG LLC  
Midship Pipeline Co. LLC  
Natural Gas Pipeline Co. of America LLC  
Ohio Condensate Co. LLC  
Ohio Gathering Co. LLC  
Ohio River System LLC  
ONEOK Field Services Co. LLC  
Rice Olympus Midstream LLC  
Rockies Express Pipeline LLC  
Rover Pipeline LLC  
Strike Force Midstream LLC  
Targa Pipeline Mid-Continent LLC  
Tennessee Gas Pipeline Co. LLC  
Texas Eastern Transmission LP  
Texas Gas Transmission LLC  
Woodford Express LLC

**SCHEDULE 1(j)**

**Governmental/Regulatory Agencies**

Delaware, State of, Secretary of State  
Harrison, County of (MS), Treasurer  
Louisiana, State of, Department of Revenue  
Montana, State of, Department of Revenue  
Ohio, State of, Department of Natural Resources  
Ohio, State of, Department of Taxation  
Ohio, State of, Environmental Protection Agency  
Oklahoma, County of (OK), Treasurer  
Oklahoma, State of, Department of Environmental Quality  
Oklahoma, State of, Tax Commission  
United States, Government of the, Department of the Interior, Office of Natural Resources  
Revenue  
United States, Government of the, Department of the Treasury, Internal Revenue Service  
United States, Government of the, Environmental Protection Agency  
United States, Government of the, Federal Energy Regulatory Commission  
United States, Government of the, Securities and Exchange Commission

**SCHEDULE 1(k)**

**Insurance - PFA/Surety**

Affiliated FM Insurance Co.  
American International Group Inc.  
Argonaut Insurance  
AXIS Capital Holdings Ltd.  
Beazley Group Ltd.  
Everest Re Group Ltd.  
Hudson Insurance Group Inc.  
Indian Harbor Insurance Co.  
Markel Insurance Co.  
Markel International Insurance Co. Ltd.  
Navigators Insurance Co.  
Old Republic Insurance Co.  
QBE Insurance Corp.  
RLI Insurance Co. Inc.  
Sompo Japan Insurance Inc.  
Starr Indemnity & Liability Co. Inc.  
Steadfast Insurance Co.  
Tokio Marine HCC  
Travelers Cos. Inc., The  
United States Fire Insurance Co.  
XL Insurance Co. Ltd.  
Zurich Insurance Group

**SCHEDULE 1(1)**

**ISDA/Hedging Parties**

ABN Amro Bank NV  
Bank of Nova Scotia, The  
BOK Financial Corp.  
Canadian Imperial Bank of Commerce  
Fifth Third Bank  
JPMorgan Chase & Co.  
KeyBank NA  
Morgan Stanley  
PNC Bank  
Wells Fargo & Co.

**SCHEDULE 1(m)**

**Landlords**

Regus Management Group LLC  
Tolman Properties LLC

**SCHEDULE 1(n)**

**Litigation**

1803 Resources LLC	Highman, Roy
Badeaux, Brad	Highman, Susan
Baker, Penina	J&R Passmore LLC
Bliss, Gretchen Driskill	JES Transport LLC
Briehn, Clay Phillip	Johnson, Byron
Butler, Brent	Jones, Christopher
Butler, Doreen	Landry, Lionel Charles
Byler, Christine E.	Lefort, Bryon
Byler, Marie A.	Louisiana, State of
Byler, Menno A.	Louisiana, State of, Attorney General
Byler, Menno M., Jr.	Louisiana, State of, Department of Natural
Cameron, Parish of (LA)	Resources
Carter, Sam L.	Louisiana, State of, Department of Wildlife &
Central Environmental Services LLC	Fisheries
Christman, Todd	Louisiana, State of, District Attorney for the
Clark, Candi J.	15th District
Claugus Family Farm	Louisiana, State of, District Attorney for the
Crum, Gary D.	15th Judicial District
DLS Partners LLC	Mahaffee, Anna M.
Driskill Willis, Paula	Mainwright Holdings LLC
Driskill, Charley F.	Mammoth Energy Services Inc.
Emet Lending LLC	Marquette ORRI Holdings LLC
Emrick, Janice K.	MidFirst Bank
Environmental Protection Agency	Muskie Proppant LLC
Ezzell, Willard B.	Neuhart, Charles R.
Feiock, Cheryl	Neuhart, Velma J.
Feiock, Ryan	Norris, Ray
FIG 2013 Drilling & Acquisition Fund GP	Ohio Public Works Commission
Forgey Eues, Charlie Ann	Ohio River Collieries Co.
Forgey, Charles	Ohio, State of, Department of Taxation
Geoffroy, Dalton	Ohio, State of, Department of Taxation,
Hatch, Heidi Briehn	Audit Division
Haught, Stephani J.	Oklahoma, State of, Department of
Haught, William J.	Environmental Quality
Highman, Daryl	Ortis, Heather Briehn
Highman, Gregory	Pigeon Land Co. Inc.
Highman, Jackie	Profit Energy Co.
Highman, Melody	Ralph W. Talmage Trust
Highman, Nina	Randall, Aaron
Highman, Paul	S&C Oil and Gas LLC
Highman, Rebecca	Sabre Energy Corp.
Highman, Roger	Saydee Resources LLC

Schuster, Bruce  
Schuster, Jennifer  
Scuderi, Thomas  
Shaer, Mohammad  
Shaw, Thomas  
Shugert Family Investments  
Siltstone Resources LLC  
Stouffer, Ronald  
Stutes, Keith  
Tera II LLC  
Tera III Honza LLC  
Tera IV LLC  
Tera LLC  
Tera Watson LLC  
Thoroughbred Ventures LLC  
United States, Government of the, Securities  
& Exchange Commission  
Wagner, Kelsie  
Waldie, James  
Waldie, Mary Lou  
Wiseman, Mary  
WMS Heating & Air Conditioning LLC  
Woodley, Robert F.

**SCHEDULE 1(o)**

**Ordinary Course Professionals**

Bailey Cavalieri LLC  
Baker & Hostetler LLP  
Baker Botts LLP  
Bracewell LLP  
Bricker & Eckler LLP  
Crowe & Dunlevy  
Ernst & Young LLP  
GableGotwals  
Glast Phillips & Murray PC  
Grant Thornton LLP  
Hartzog Conger Cason & Neville LLP  
J. Jacob Reeves PLLC  
KPMG LLP  
McAfee & Taft  
Morris James LLP  
Morris Nichols Arsht & Tunnell LLP  
NeunerPate Attorneys at Law  
Ogletree Deakins Nash Smoak Stewart PC  
PricewaterhouseCoopers LLP  
Squire Patton Boggs (US) LLP  
Title Law Group, The  
Vorys Sater Seymour and Pease LLP  
Winstead PC

**SCHEDULE 1(p)**

**Potential Litigants**

Cheniere Energy  
Midship Pipeline Co. LLC

**SCHEDULE 1(q)**

**Royalty Disputes**

Appalachia Minerals LLC  
Bailey, Earl  
Bailey, Judy  
Barack, Lana J.  
Barack, Roger  
Behmer, Gregory  
Brown, Roger  
Cecil, Jeremy  
Chesapeake Production Co.  
Geodyne Resources Inc.  
Green, Carolyn  
Greene, Gary  
Kerr, Andrea M.  
Kerr, Daniel K.  
Keystone Buckeye Energy Holdings LLC  
Kosmos Jtwros, Cynthia T.  
Kosmos, James J.  
Potts, Ray H.  
Randall, Raymond  
Regas, Phillip G.  
Santa Fe Natural Resources  
Starr, David  
Starr, Trudy  
Stephenson, Robert L.  
Triple B Trucking  
Visnic, Jacqueline L.  
Visnic, Jeffery L.  
Wallace, Thomas  
Ward, Daryl W.  
Ward, Susan D.  
Young, Denise  
Young, Keith

**SCHEDULE 1(r)**

**Taxing Authorities**

Colorado, State of  
Delaware, State of, Secretary of State  
Louisiana, State of, Department of Revenue  
Montana, State of, Department of Revenue  
North Dakota, State of  
Ohio, State of, Department of Taxation  
Oklahoma, County of (OK), Treasurer  
Oklahoma, State of  
Oklahoma, State of, Tax Commission  
Pennsylvania, Commonwealth of  
United States, Government of the, Department of the Treasury, Internal Revenue Service  
West Virginia, State of  
Wisconsin, State of

**SCHEDULE 1(s)**

**Top 30 Creditors**

AES Drilling Fluids LLC  
Akin Gump Strauss Hauer & Feld LLP  
Alliant Insurance Services Houston LLC  
Approved Site Services LLC  
Axis Pressure Control Services LLC  
B&L Pipeco Services Inc.  
Belmont, County of (OH), Treasurer  
Bison Water Midstream III LLC  
Cameron International Corp.  
EQT Production Co.  
Equitrans Water Services (OH) LLC  
Express Energy Services Operating LP  
Force Inc.  
Great Lakes Wellhead Inc.  
Heckmann Water Resources Corp.  
J&A Service LLC  
Jones Walker LLP  
Knight Oil Tools Inc.  
Monroe, County of (OH), Treasurer  
NexTier Completion Solutions Inc.  
Pioneer Drilling Services Ltd.  
Roc Service Co. LLC  
Rusco Operating LLC  
RWLS LLC  
SB Directional Services LLC  
Sidley Austin LLP  
Traco Production Services Inc.  
Universal Pressure Pumping Inc.  
Valence Drilling Fluids LLC  
Westerman Inc.

**SCHEDULE 1(t)**

**U.S. Trustee Personnel**

Boykin, Jacqueline  
Duran, Hector  
Griffin, Barbara  
Hobbs, Henry  
Johnson-Davis, Luci  
Livingstone, Diane  
March, Christine  
Motton, Linda  
Otto, Glenn  
Schmidt, Patricia  
Simmons, Christy  
Smith, Gwen  
Statham, Stephen  
Waxton, Clarissa

**SCHEDULE 1(u)**

**Vendors**

Advantage Oilfield Service LLC  
AG & Oil Field LLC  
Ally Consulting LLC  
Anchor Drilling Fluids USA Inc.  
ANR Pipeline Co.  
Aon Risk Services Southwest Inc.  
ARM Energy Management LLC  
Armada E&P OH LLC  
Around the Curve LLC  
Atlantic Recovery Services Inc.  
Axis Pressure Control Services LLC  
B&B Oilfield Services LLC  
B&L Pipeco Services Inc.  
Baker Hughes Oilfield Operations Inc.  
Beitzel Corp.  
Belmont, County of (OH), Treasurer  
Cactus Wellhead LLC  
Cameron International Corp.  
Camino Natural Resources LLC  
Casillas Operating LLC  
Chemoil Corp.  
CIMA Energy LP  
Continental Resources Inc.  
CPG OpCo LP  
Crozier Welding LLC  
CTAP LLC  
Cyclone Drilling Fluids LLC  
D.F. King & Co. Inc.  
Dominion Energy Transmission Inc.  
East Ohio Gas Co., The  
ECM Energy Services Inc.  
Enable Gas Transmission LLC  
Enable Oklahoma Intrastate Transmission  
LLC  
Energy Tubulars Inc.  
EQT Energy LLC  
EQT Production Co.  
Equinor Natural Gas LLC  
Equisolve Inc.  
Equitrans Water Services (OH) LLC  
Force Inc.  
Fortis Energy Services Inc.  
FQ Energy Services LLC  
Fuse3 Solutions LLC  
Gas Field Services LLC  
GPB E&P (OH) LLC  
Grady Rentals LLC  
Gravity Oilfield Services LLC  
Great Plains Oilfield Rental LLC  
H&M Energy Services LLC  
Halliburton Energy Services Inc.  
Helmerich & Payne International Drilling  
Co.  
Heritage Cooperative Inc.  
Hillsdale Construction & Excavating Co.  
Inc.  
Hull & Associates LLC  
Hybrid Tool Solutions LLC  
IHS Global Inc.  
Interbank  
Iron Horse Tools LLC  
J Aron & Co. LLC  
KATKO Ltd.  
Katten Muchin Rosenman LLP  
Kayden Industries USA Inc.  
Keystone Clearwater Solutions LLC  
Kimble Co. Inc.  
Kirkland & Ellis LLP  
KLX Energy Services LLC  
Leam Drilling Services LLC  
Littlefield Oil Co.  
Marathon Oil Corp.  
Markwest Utica EMG LLC  
McDonald Land Services LLC  
Mid-East Truck & Tractor Services Inc.  
Midship Pipeline Co. LLC  
Mountaineer Specialty LLC  
Muskie Proppant LLC  
MWM Site Solutions LLC  
National Oilwell DHT LP  
National Oilwell Varco LP  
Newpark Drilling Fluids LLC  
Newpark Mats and Integrated Svcs LLC  
NexTier Completion Solutions Inc.

Nine Downhole Technologies LLC  
Nine Energy Services Inc.  
Ohio Gathering Co. LLC  
Ohio River System LLC  
Ohio, State of, Department of Taxation  
Oil Haulers LLC  
Oilfield Chemical Solutions LLC  
Ovintiv Exploration Inc.  
Patterson-UTI Drilling Co. LLC  
Platinum Fluid Solutions LLC  
Producers Service Corp.  
Producers Supply Co. Inc.  
R&J Trucking Co. Inc.  
Range Resources - Appalachia LLC  
RS Energy Group Inc.  
Rwdy Inc.  
SCOOP Express LLC  
Select Energy Services LLC  
Shale Testing Solutions LLC  
Smith International Inc.  
Sprague Energy LLC  
Stallion Oilfield Construction Corp.  
Stateline Paving LLC  
Steptoe & Johnson PLLC  
Stingray Energy Services LLC  
Stingray Pressure Pumping LLC  
Strike Force Midstream LLC  
Sun Energy Services LLC  
Tennessee Gas Pipeline Co. LLC  
Texas Eastern Transmission LP  
Thompson Logging & Trucking Inc.  
TLR Well Services Inc.  
Tony Gosnell Operating LLC  
Treadway Consulting Services Inc.  
Unitedlex Universal Pressure Pumping Inc.  
Varel International Ind. LP  
Venture Pipe & Supply Inc.  
Vickers Construction Inc.  
Virginia Ohio-West Excavating Co. Inc.  
Vorys Sater Seymour and Pease LLP  
Warren Drilling Co. Inc.  
Weatherford US LP  
Westerman Inc.  
Workday Inc.  
XTO Energy Inc.  
Yager Materials Corp.

**SCHEDULE 2**

<b>Name</b>	<b>Category</b>
Alliancebernstein Holding L.P.	Bondholders - Indenture Trustee
American International Group (AIG)	Insurance - PFA Surety
Associated Bank	Banks/Lenders - UCC Lien Parties Adm.
Avis Sedgwick Claims Mgmt Svc-Abg Recovery Us #2090828929	Vendor
Bank Of America	Vendor
Bank of Nova Scotia	ISDA - Hedging Party
Centerpoint Energy Services Inc	Vendor
Chesapeake Energy	Vendor
Comcast Business	Vendor
Conoco Phillips Company, Corp.	Vendor
Credit Suisse AG, Cayman Islands Branch	Banks/Lenders - UCC Lien Parties Adm.
Eog Resources, Inc.*	Vendor
Ernst & Young LLP	Ordinary Course Professional
Fifth Third Bank	ISDA - Hedging Party
First Pacific	Bondholders - Indenture Trustee
Fmc Technologies, Inc*	Vendor
Iberiabank	Banks/Lenders - UCC Lien Parties Adm.
Indian Harbor Insurance Company	Insurance - PFA Surety
Invesco	Bondholders - Indenture Trustee
JP Morgan	ISDA - Hedging Party
Key Energy Services, Inc.*	Vendor
Marathon Oil Company*	Vendor
Morgan Stanley	ISDA - Hedging Party
Nomura Holdings	Bondholders - Indenture Trustee
Otis Elevator Company, Corp.*	Vendor
PNC Bank	ISDA - Hedging Party
S&P Global Market Intelligence Corp	Vendor
Silver Point Capital, L.P.	Bondholders - Indenture Trustee

<b>Name</b>	<b>Category</b>
U.S. Bank National Association	Banks/Lenders - UCC Lien Parties Adm.
Ubs Financials Services Inc	Vendor
United Parcel Service Inc	Vendor
Urs Corporation	Vendor
Verizon	Vendor
Wells Fargo	ISDA - Hedging Party
Whitebox Advisors	Bondholders - Indenture Trustee

**EXHIBIT C**

**Bledsoe Declaration**

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

In re:	)	
	)	Chapter 11
GULFPORT ENERGY CORPORATION, <i>et al.</i> , <sup>7</sup>	)	Case No. 20-35562 (DRJ)
Debtors.	)	(Jointly Administered)
	)	
	)	

**DECLARATION OF ALVIN BLEDSOE IN SUPPORT OF APPLICATION TO  
EMPLOY AND RETAIN WACHTELL, LIPTON, ROSEN & KATZ AS COUNSEL TO  
THE SPECIAL COMMITTEE OF THE BOARD OF DIRECTORS  
OF GULFPORT ENERGY CORPORATION PURSUANT TO  
SECTIONS 327(e), 330(a), AND 1107(b) OF THE BANKRUPTCY CODE  
AND BANKRUPTCY RULE 2014, EFFECTIVE AS OF THE PETITION DATE**

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I, Alvin Bledsoe, hereby declare under penalty of perjury as follows:

1. I am Chairman of the Board of Directors of Gulfport and a member of the Special Committee of Gulfport.
  
2. This Declaration is submitted in support of the *Application to Employ and Retain Wachtell, Lipton, Rosen & Katz as Counsel to the Special Committee of the Board of Directors of Gulfport Energy Corporation Pursuant to Sections 327(e), 330(a), and 1107(b) of the Bankruptcy Code and Bankruptcy Rule 2014, Effective as of the Petition Date* (the "Application").<sup>8</sup>

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<sup>7</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: Gulfport Energy Corporation (1290); Gator Marine, Inc. (1710); Gator Marine Ivanhoe, Inc. (4897); Grizzly Holdings, Inc. (9108); Gulfport Appalachia, LLC (1290); Gulfport MidCon, LLC (1290); Gulfport Midstream Holdings, LLC (1290); Jaguar Resources LLC (1290); Mule Sky LLC (6808); Puma Resources, Inc. (6507); and Westhawk Minerals LLC (1290). The location of the Debtors' service address is: 3001 Quail Springs Parkway, Oklahoma City, Oklahoma 73134.

<sup>8</sup> Capitalized terms not otherwise defined in this Declaration have the meanings given to them in the Application.

3. Except as otherwise noted, I have personal knowledge of the matters set forth in this Declaration.

#### **Selection of Counsel**

4. The Board of Directors of Gulfport has several committees that were appointed to consider matters relating to the Debtors' ongoing restructuring process. The Board of Directors has a Restructuring and Finance Committee, consisting of independent directors, that has addressed matters relating to the restructuring and chapter 11 process and made recommendations to the full board. In addition, when the Board of Directors of Gulfport became aware that certain Conflict Matters may exist, the Board formed a special committee consisting of independent directors to take responsibility for those matters.

5. The Parent Special Committee retained counsel to assist it in undertaking its duties. The Parent Special Committee selected Wachtell Lipton based on the firm's reputation and expertise in corporate governance, restructuring, and related matters. The Restructuring and Finance Committee has also sought advice from Wachtell Lipton on matters relating to the restructuring process and the transactions that are contemplated to occur in the context of this case.

6. Wachtell Lipton has diligently performed its responsibilities prior to the Petition Date. I believe that employing Wachtell Lipton during the course of these Chapter 11 Cases is in the best interest of the Parent Special Committee, Gulfport, and stakeholders of Gulfport.

#### **Cost Supervision**

7. Wachtell Lipton has confirmed to me that it has not varied its hourly billing rates or the material terms of an engagement depending on whether such engagement is a bankruptcy or a non-bankruptcy engagement.

8. The Parent Special Committee recognizes that it has responsibility to monitor the billing practices of counsel to ensure the fees and expenses paid by the estates remain consistent with the Parent Special Committee's expectations and the exigencies of these Chapter 11 Cases. The Parent Special Committee understands that Wachtell Lipton's fees and expenses will be subject to periodic review on an interim and final basis during the pendency of these Chapter 11 Cases by, among other parties, the Office of the United States Trustee, the Debtors, and any official committee appointed in these Chapter 11 Cases in accordance with the terms of the Bankruptcy Code and any orders of the Court governing the procedures for approval of compensation of professionals retained in chapter 11 cases. The Parent Special Committee will continue to bring discipline and accountability to the billing process for counsel.

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

Dated: December 11, 2020

*/s/ Alvin Bledsoe*

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Alvin Bledsoe  
Chairman of the Board of Directors of Gulfport  
Energy Corporation and Member, Special  
Committee of Board of Directors of Gulfport  
Energy Corporation