

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

	)	
In re:	)	Chapter 11
	)	
EXTRACTION OIL & GAS, INC. <i>et al.</i> , <sup>1</sup>	)	Case No. 20-11548 (CSS)
	)	
Debtors.	)	(Jointly Administered)
	)	Re: Docket Nos. 253, 1182 and 1286

**CERTIFICATION OF COUNSEL  
SUBMITTING ORDER RESOLVING COLORADO INTERSTATE GAS COMPANY’S  
LIMITED OBJECTION TO DEBTORS’ PROPOSED REJECTION OF CONTRACT**

The undersigned counsel to the above-captioned debtors and debtors-in-possession (the “Debtors”) hereby certify as follows:

1. On November 25, 2020, pursuant to the *Order (I) Authorizing and Approving Procedures to Reject or Assume Executory Contracts and Unexpired Leases and Procedures Related Thereto and (II) Granting Related Relief* [Docket No. 253] (the “Procedures Order”), the Debtors filed the *Corrected Fifth Notice of Rejection of Certain Executory Contracts and/or Unexpired Leases* [Docket No. 1182] (the “Corrected Fifth Rejection Notice”).

2. The Corrected Fifth Rejection Notice provided notice to, among other counterparties, Colorado Interstate Gas Company (“CIG”), that the Debtors had determined to reject the contracts with CIG set forth on Schedule 2 to the Corrected Fifth Rejection Notice (the “CIG Contracts”).

<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: Extraction Oil & Gas, Inc. (3923); 7N, LLC (4912); 8 North, LLC (0904); Axis Exploration, LLC (8170); Extraction Finance Corp. (7117); Mountaintop Minerals, LLC (7256); Northwest Corridor Holdings, LLC (9353); Table Mountain Resources, LLC (5070); XOG Services, LLC (6915); and XTR Midstream, LLC (5624). The location of the Debtors’ principal place of business is 370 17th Street, Suite 5300, Denver, Colorado 80202.



3. On December 8, 2020, CIG filed *Colorado Interstate Gas Company's Limited Objection to Debtors' Proposed Rejection of Contract* [Docket No. 1286] (the "CIG Limited Objection").

4. Pursuant to communications between counsel for CIG and counsel for the Debtors, CIG has clarified that it does not object to (i) the jurisdiction of the Court to authorize rejection of the CIG Contracts and (ii) rejection of the CIG Contracts pursuant to the Corrected Fifth Rejection Notice and the Procedures Order; provided, however, CIG requested that the Debtors clarify that rejection of the CIG Contracts is without prejudice to the Federal Energy Regulatory Commission's ("FERC") position with respect to post-rejection jurisdiction and authority, if any, with respect to any rights or obligation under the CIG Contracts that may survive rejection of such contracts under section 365 of the Bankruptcy Code

5. The Debtors and CIG (the "Parties") have conferred and agreed upon the proposed form of order (the "Proposed Order") attached hereto as **Exhibit A** to resolve the CIG Limited Objection. The Proposed Order has been reviewed and approved by the Parties.

*[Remainder of page intentionally left blank]*

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order,

**Exhibit A**, at its earliest convenience.

Dated: January 8, 2021  
Wilmington, Delaware

*/s/ Richard W. Riley*

---

**WHITEFORD, TAYLOR & PRESTON LLC<sup>2</sup>**

Marc R. Abrams (DE No. 955)  
Richard W. Riley (DE No. 4052)  
Stephen B. Gerald (DE No. 5857)  
The Renaissance Centre  
405 North King Street, Suite 500  
Wilmington, Delaware 19801  
Telephone: (302) 353-4144  
Facsimile: (302) 661-7950  
Email: mabrams@wtplaw.com  
riley@wtplaw.com  
sgerald@wtplaw.com

- and -

**KIRKLAND & ELLIS LLP**  
**KIRKLAND & ELLIS INTERNATIONAL LLP**  
Christopher Marcus, P.C. (admitted *pro hac vice*)  
Allyson Smith Weinhouse (admitted *pro hac vice*)  
Ciara Foster (admitted *pro hac vice*)  
601 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900  
Email: christopher.marcus@kirkland.com  
allyson.smith@kirkland.com  
ciara.foster@kirkland.com

*Co-Counsel to the Debtors and Debtors in Possession*

---

<sup>2</sup> Whiteford, Taylor & Preston LLC operates as Whiteford Taylor & Preston L.L.P. in jurisdictions outside of Delaware

**Exhibit A**

**Proposed Order**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

	)	
In re:	)	Chapter 11
	)	
EXTRACTION OIL & GAS, INC. <i>et al.</i> , <sup>1</sup>	)	Case No. 20-11548 (CSS)
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	<b>Re: Docket Nos. 253, 1182, 1286 and _____</b>

**ORDER APPROVING STIPULATION RESOLVING  
COLORADO INTERSTATE GAS COMPANY’S  
LIMITED OBJECTION TO DEBTORS’ PROPOSED REJECTION OF CONTRACTS**

Upon consideration of the *Certification of Counsel Submitting Order Resolving Colorado Interstate Gas Company’s Limited Objection to Debtors’ Proposed Rejection of Contract, the Corrected Fifth Notice of Rejection of Certain Executory Contracts and/or Unexpired Leases* [Docket No. 1182] (the “Corrected Fifth Rejection Notice”)<sup>2</sup> filed pursuant to the *Order (I) Authorizing and Approving Procedures to Reject or Assume Executory Contracts and Unexpired Leases and Procedures Related Thereto and (II) Granting Related Relief* [Docket No. 253], and *Colorado Interstate Gas Company’s Limited Objection to Debtors’ Proposed Rejection of Contract* [Docket No. 1286] (the “CIG Limited Objection”); and the Court having jurisdiction to authorize rejection of the CIG Contracts, hereinafter defined, under section 365 of the Bankruptcy

<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: Extraction Oil & Gas, Inc. (3923); 7N, LLC (4912); 8 North, LLC (0904); Axis Exploration, LLC (8170); Extraction Finance Corp. (7117); Mountaintop Minerals, LLC (7256); Northwest Corridor Holdings, LLC (9353); Table Mountain Resources, LLC (5070); XOG Services, LLC (6915); and XTR Midstream, LLC (5624). The location of the Debtors’ principal place of business is 370 17th Street, Suite 5300, Denver, Colorado 80202.

<sup>2</sup> For the avoidance of doubt, the Corrected Fifth Rejection Notice superseded and replaced the *Fifth Notice of Rejection of Certain Executory Contracts and/or Unexpired Leases* [Docket No. 1168]. Capitalized terms used and not otherwise defined herein have the meanings given to them in the Corrected Fifth Rejection Notice.

Code; and after due deliberation thereon and good and sufficient cause appearing therefor, it is hereby ORDERED THAT:

1. Pursuant to section 365 of the Bankruptcy Code and the Corrected Fifth Rejection Notice, the following contracts (the “CIG Contracts”) between Extraction Oil & Gas, Inc. and Colorado Interstate Gas Company (“CIG”) are deemed rejected effective December 10, 2020:

<b>Counterparty</b>	<b>Debtor Counterparty</b>	<b>Description of Contract</b>
Colorado Interstate Gas Company	Extraction Oil & Gas, Inc.	Transportation Service Agreement (Agreement No. 215940)
Colorado Interstate Gas Company	Extraction Oil & Gas, Inc.	Transportation Service Agreement (Agreement No. 215942)
Colorado Interstate Gas Company	Extraction Oil & Gas, Inc.	Transportation Service Agreement (Agreement No. 215945)

2. This order and rejection of the CIG Contracts shall not prejudice, impair, diminish, create or enlarge (i) the positions of the Debtors and the Federal Energy Regulatory Commission (“FERC”) with respect to post-rejection jurisdiction and authority of FERC, if any, with respect to any rights under the CIG Contracts that may survive rejection of such CIG Contracts and (ii) the rights and obligations of the Debtors and the FERC under the *Findings Of Fact, Conclusions Of Law, And Order Confirming The Sixth Amended Joint Plan Of Reorganization Of Extraction Oil & Gas, Inc. And Its Debtor Affiliates Pursuant To Chapter 11 Of The Bankruptcy Code* [Docket No. 1509] (the “Confirmation Order”) and in connection with FERC’s appeal of the Confirmation Order.

3. To the extent CIG asserts claims arising from the rejection of the CIG Contracts, CIG must file a Proof of Claim on or before the date that is thirty (30) days following the date of entry of this Order.

4. CIG may draw on the letter of credit in the amount of \$8,744,737.20 in its possession and apply such proceeds to its rejection damages, without prejudice to the filing of an unsecured claim for the remainder of its rejection damages subject to the deadline for filing such claim in paragraph 3 above and the Debtors' right to object to such claim.

5. This Order resolves the CIG Limited Objection.

6. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

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

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