

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

In re:)	Chapter 11
)	
8 North, LLC., ¹)	Case No. 20-11550 (CSS)
)	
Reorganized Debtors.)	(Formerly Jointly Administered under
)	Lead Case: Extraction Oil & Gas, Inc.
)	Case No. 20-11548 (CSS))
)	
)	Re: Docket Nos. 2601 [Case No. 20-11548], and
)	20 & 30 [Case No. 20-11550]

**STIPULATION OF PARTIES IN REGARD TO PDC ENERGY’S MOTION FOR
ORDER RESOLVING CONTROVERSIES AND DISPUTES REGARDING
INTERPRETATION AND ENFORCEMENT OF PLAN AND MATTERS RELATED TO
THE ASSUMPTION OR REJECTION OF EXECUTORY CONTRACTS AND THE
OBJECTION AND REPLY FILED IN REGARD THERETO**

PDC Energy, Inc. (“**PDC**”) and above captioned Debtor, Extraction Oil & Gas, Inc. (“**Extraction**”) by an through their respective undersigned counsel and in regard to the hearing to be conducted by the Court on December 7, 2021 at 2:00 pm (“**Hearing**”) in regard to *PDC’s Motion for Order Resolving Controversies and Disputes Regarding Interpretation and Enforcement of Plan and Matters Related to the Assumption or Rejection of Executory Contracts* [Docket No. 2061 in Case No. 20-11548] (“**Motion**”) and the Reorganized Debtors’ Objection to the Motion [Docket No. 20 in Case No. 20-11550] (“**Objection**”) and PDC’s Reply in Support of its Motion [Docket No. 30 in Case No. 20-11550] (“**Reply**”) hereby stipulate to the following exhibits and evidence at the Hearing:

¹ The last four digits of each Reorganized Debtors 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 Reorganized Debtors’ service address is: 370 17th Street, Suite 5200, Denver, Colorado 80202. On October 25, 2021, the Court entered an order [Docket No. 2070] closing the chapter 11 cases of the Reorganized Debtors other than Case No. 20-11550 (CSS).



I. STIPULATIONS TO ADMISSION OF EXHIBITS

PDC and Extraction stipulate to the admission into evidence of the following exhibits:²

1. Amended and Restated Transportation Services Agreement (the “Grand Mesa TSA”) dated June 21, 2016, between Grand Mesa Pipeline, LLC (“Grand Mesa”) and Bayswater. Bayswater assigned the Grand Mesa TSA to Extraction on July 29, 2016 (a copy of the Grand Mesa TSA is attached to the Motion as Exhibit A);

2. Crude Oil Sale and Exchange Agreement (the “Exchange Agreement”), dated September 30, 2016, between Extraction and PDC (as successor in interest to Bayswater Exploration & Production, LLC, Bayswater Blenheim Holdings LC and Bayswater Blenheim Holdings II, LLC (collectively, “Bayswater”) and Bayswater assigned the Exchange Agreement to PDC on January 5, 2018, effective June 1, 2017 (the Exchange Agreement is attached to the Motion as Exhibit B);

3. Letter Agreement (the “Line Fill Letter Agreement”), dated May 30, 2018, between Extraction, Bayswater and PDC (the Line Fill Letter Agreement is attached to the Motion as Exhibit C);

4. Debtors’ Omnibus Motion for Entry of an Order (I) Authorizing Rejection of Unexpired Leases of Nonresidential Real Property and Executory Contracts Effective as of the Dates Specified Herein and (II) Granting Related Relief [Docket No. 14, in Case No. 20-11548];

5. Notice of Chapter 11 Bankruptcy Cases [Docket No. 113, in Case No. 20-11548];

6. Certificate of Service regarding the service of the Notice of Chapter 11 Bankruptcy Cases to PDC [Docket No. 138, in Case No. 20-11548];

² All capitalized terms not otherwise defined herein shall have the meaning assigned to them in the Motion; the Objection and the Reply.

7. Amended Order (I) Setting Bar Dates for Filing Proofs of Claim, Including Claims Arising Under Section 503(b)(9) of the Bankruptcy Code, (II) Setting a Bar Date for the Filing of Proofs of Claim by Governmental Units, (III) Establishing Amended Schedules Bar Date and Rejection Damages Bar Date, (IV) Approving the Form of and Manner for Filing Proofs of Claim, and (V) Approving Notice of Bar Dates [Docket No. 298, in Case No. 20-11548];

8. Notice of Hearing to Consider Approval of Disclosure Statement for the Joint Plan of Reorganization of Extraction Oil & Gas, Inc. and its Debtor Affiliates to Chapter 11 of the Bankruptcy Code [Docket No. 339, in Case No. 20-11548];

9. Certificate of Service regarding the service of the Bar Date Notice to PDC [Docket No. 362, in Case No. 20-11548];

10. Certificate of Service regarding service of the Notice of Hearing to Consider Approval of Disclosure Statement for the Joint Plan of Reorganization of Extraction Oil & Gas, Inc. and its Debtor Affiliates to Chapter 11 of the Bankruptcy Code to PDC [Docket No. 374, in Case No. 20-11548];

11. Notice of Hearing to Consider Approval of (I) Disclosure Statement for Joint Chapter 11 Plan of Extraction Oil & Gas, Inc., and its Debtor Affiliates, (II) the Solicitation Motion and (III) Backstop Motion [Docket No. 575, in Case No. 20-11548];

12. Certificate of Service regarding service of the Notice of Hearing to Consider Approval of (I) Disclosure Statement for Joint Chapter 11 Plan of Extraction Oil & Gas, Inc., and its Debtor Affiliates, (II) the Solicitation Motion and (III) Backstop Motion [Docket No. 602, in Case No. 20-11548].

13. Amended Notice of Hearing to Consider Approval of the Disclosure Statement, Solicitation Motion and Backstop Motion [Docket No. 767, in Case No. 20-11548];

14. Certificate of Service regarding service of the Amended Notice of Hearing to Consider Approval of the Disclosure Statement, Solicitation Motion and Backstop Motion [Docket No. 806, in Case No. 20-11548];

15. Findings of Fact and Conclusions of Law on Plaintiff's Motion for Summary Judgment against Defendant, Grand Mesa Pipeline, LLC; and Defendant's Motion for Permissive Abstention [Docket No. 834, in case No. 20-11548];

16. Bench Ruling [Docket No. 942];

17. Notice of Filing of Proposed Redacted Version of Debtors' Motion for Entry of an Order (I) Approving the Settlement By and Among the Debtors and Grand Mesa Pipeline, LLC, (II) Authorizing the Debtors to Enter Into and Assume the Supply Agreement with NGL Crude Logistics, LLC, and (III) Granting Related Relief [Docket No. 1432, in Case No. 20-11548];

18. Order Shortening Notice and the Time to Object with Respect to Its Motion for Entry of an Order (I) Approving the Settlement By and Among the Debtors and Grand Mesa Pipeline, LLC, (II) Authorizing the Debtors to Enter into and Assume the Supply Agreement with NGL Crude Logistics, LLC, and (III) Granting Related Relief [Docket No. 1437, in Case No. 20-11548];

19. Order (I) Approving the Settlement By and Among The Debtors and Grand Mesa Pipeline, LLC, (II) Authorizing the Debtors to Enter Into and Assume the Supply Agreement with NGL Crude Logistics, LLC, and (III) Granting Related Relief [Docket No. 1464, in Case No. 20-11548];

20. Sixth Amended Joint Plan of Reorganization of Extraction Oil & Gas, Inc. and Its Debtor Affiliates Pursuant to the Chapter 11 of the Bankruptcy Code [Docket No. 1505, in Case No. 20-11548];

21. 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, in Case No. 20-11548];

22. Email chain between Jennifer E. Robinson as Manager, Oil & Gas Marketing for PDC and Landon Jacobsen of Extraction dated November 17, 2020 through November 30, 2020 attached to PDC's Reply as Exhibit A;

23. Certificate of Service regarding the Service of the Notice of the Confirmation Order and Effective Date, at Exhibit H [Docket No. 1678, in Case No. 20-11548]; and

24. April 22, 2021 letter from Extraction to PDC attached to PDC's Reply as Exhibit B.

II. STIPULATION AS TO TESTIMONY TO BE ENTERED INTO EVIDENCE

PDC and Extraction hereby stipulate to the following:

1. PDC did not file a proof of claim in the bankruptcy case.
2. After receiving the Bar Date Notice in the Extraction bankruptcy case, PDC conducted an internal investigation and consulted with outside counsel to determine whether PDC held any claims against Extraction, which could be asserted pursuant to a proof of claim. As a result, it was determined that a claim did not exist and that a proof of claim could not be validly filed in the Extraction bankruptcy case.
3. PDC Energy, Inc. was not aware that, prior to the confirmation of the Plan on December 23, 2020, the Grand Mesa TSA had terminated.
4. At all relevant times prior to the confirmation of the Plan on December 23, 2020 it was PDC's understanding that the Exchange Agreement and Line Fill Receivable Agreement had not terminated.

Respectfully submitted December 6, 2021.

MARKUS WILLIAMS YOUNG &
HUNSICKER LLC

/s/ John F. Young

John F. Young, Colo. Bar #26989
Zachary G. Sanderson, Colo Bar #52899
1775 Sherman Street, Suite 1950
Denver, Colorado 80203-4505
Telephone (303) 830-0800
Facsimile (303) 830-0809
Email: jyoung@markuswilliams.com
zsanderson@markuswilliams.com

-and-

GELLERT SCALI BUSENKELL &
BROWN, LLC

/s/ Mike Busenkell

Mike Busenkell
1201 N. Orange Street, Suite 300
Wilmington, DE 19801
Telephone (302) 425-5812
Facsimile (302) 425-5814
Email: mbusenkel@gsbblaw.com

Attorneys for the PDC Energy, Inc.

/s/ Richard W. Riley

WHITEFORD, TAYLOR & PRESTON LLC

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
rriley@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

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Anna Rotman, P.C. (admitted *pro hac vice*)
Jamie Alan Aycock (admitted *pro hac vice*)
609 Main Street
Houston, Texas 77002
Telephone: (713) 836-3600
Facsimile: (713) 836-3601
Email: anna.rotman@kirkland.com
jamie.aycock@kirkland.com

Co-Counsel to Reorganized Debtors