Docket #0004 Date Filed: 8/14/2020

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
EXTRACTION OIL & GAS, INC., *et al.*,[1]	Case No. 20-11548 (CSS)
Debtors.	(Jointly Administered)
EXTRACTION OIL & GAS, INC.,	Chapter 11
Plaintiff,	Adv. Pro. No. 20-50813 (CSS)
v.	
REP PROCESSING, LLC,	
Defendant.	

PLAINTIFFS' MOTION FOR SUMMARY JUDGMENT

1. Pursuant to Rule 56 of the Federal Rules of Civil Procedure, made applicable to this adversary proceeding under Rules 7001 and 7056 of the Federal Rules of Bankruptcy Procedure, Extraction Oil & Gas, Inc. ("Extraction") moves for summary judgment. Extraction requests that this Court enter an order, substantially in the form attached hereto, granting summary judgment in favor of Extraction on Count I of the *Complaint for Declaratory Judgment* [Adv. Docket No. 1], and granting such other and further relief as is just and proper.

2. The reasons for the relief requested herein are set forth in the accompanying *Brief in Support of Plaintiff's Motion for Summary Judgment* which is being filed concurrently

[1] 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.

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herewith and is incorporated herein by reference. There are no material facts in dispute that would preclude the Court from granting summary judgment in favor of Extraction.

3. Pursuant to Rule 7012-1 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware, Extraction consents to the entry of a final order or judgment on the Motion by this Court if it is determined that the Court, absent consent of the parties, cannot enter a final order or judgment consistent with Article III of the United States Constitution.

WHEREFORE, Extraction respectfully requests that the Court enter the proposed order, substantially in the form attached hereto as Exhibit A, granting the Motion and entering summary judgment for Extraction on Count I of the Complaint and awarding such other and further relief as the Court deems just and proper.

[*Remainder of page intentionally left blank*]

Dated: August 14, 2020
Wilmington, Delaware

/s/ Stephen B. Gerald

WHITEFORD, TAYLOR & PRESTON LLC[2]
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

- and -

KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
Anna Rotman, P.C. (admitted *pro hac vice*)
Kenneth Young (*pro hac vice* pending)
609 Main Street
Houston, Texas 77002
Telephone: (713) 836-3600
Facsimile: (713) 836-3601
Email: anna.rotman@kirkland.com
kenneth.young@kirkland.com

Co-Counsel to Debtors and Debtors in Possession

[2] Whiteford, Taylor & Preston LLC operates as Whiteford Taylor & Preston L.L.P. in jurisdictions outside of Delaware.

EXHIBIT A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
EXTRACTION OIL & GAS, INC., *et al.*,[1]	)	Case No. 20-11548 (CSS)
Debtors.	)	(Jointly Administered)
EXTRACTION OIL & GAS, INC.,	)	Chapter 11
Plaintiff,	)	Adv. Pro. No. 20-50813 (CSS)
v.	)	
REP PROCESSING, LLC,	)	
Defendant.	)	

ORDER GRANTING
PLAINTIFF'S MOTION FOR SUMMARY JUDGMENT

This matter having come before this Court on Plaintiff's Motion for Summary Judgment; this Court having reviewed the Motion; this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference, dated February 29, 2012; this Court having found this is a core proceeding under 28 U.S.C. § 157(b)(2); this Court having found it may enter a final order consistent with Article III of the United States Constitution; this Court having found that venue of this proceeding and the Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409; this Court having found that the Debtors' notice of

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the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; this Court having reviewed the Motion and the memorandum in support, and having heard the statements in support of the relief requested therein at a hearing before this Court; this Court having determined that the legal and factual bases set forth in the Motion and the memorandum in support and at the hearing establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. Plaintiff's Motion for Summary Judgment is GRANTED.

2. Summary judgment is granted on Count I of the Complaint under 28 U.S.C. § 2201 because the REP Gathering Agreement does not create any covenants running with the land as a matter of law.

3. This Court shall retain jurisdiction with respect to all matters arising from or relating to the implementation of this Order.