Docket #0022 Date Filed: 9/15/2020

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

STIPULATION TO CONTINUE DATES AND DEADLINES

Extraction Oil & Gas, Inc. ("Plaintiff") and REP Processing LLC ("Defendant," and together with Plaintiff, the "Parties"), by and through their undersigned counsel, hereby stipulate and agree (this "Stipulation") as follows:

WHEREAS, on June 15, 2020, Plaintiff and its affiliated debtors and debtors in possession in the above-captioned chapter 11 cases filed the *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* (D.I. 14) (the "Motion to Reject"), seeking to reject that certain Gas Gathering, Processing, and Purchase Agreement dated April 16, 2019 by and between Plaintiff and Defendant.

[1] The Debtors in these chapter 11 cases, along with the last four digits of each of the 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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WHEREAS, on August 14, 2020, Plaintiff filed the *Complaint for Declaratory Judgment* (A.D.I. 1, 2) (the "Complaint") commencing the above-captioned adversary proceeding, Adv. Pro. No. 20-50813 (CSS) (the "Adversary Proceeding"), against Defendant in the United States Bankruptcy Court for the District of Delaware (the "Court").

WHEREAS, on August 14, 2020, Plaintiff filed *Plaintiff's Motion for Summary Judgment* and the opening brief in support thereof (A.D.I. 4, 5, 8) (together, the "Motion for Summary Judgment").

WHEREAS, on August 24, 2020, the Parties filed the *Stipulation Extending Time* (A.D.I. 9), extending the time for Defendant to answer, move or otherwise respond to the Complaint and to respond to the Motion for Summary Judgment through and including September 18, 2020.

WHEREAS, on September 8, 2020, Defendant filed *REP Processing LLC's Amended Notice of Rule 30(b)(6) Deposition of Extraction Oil & Gas, Inc.* (A.D.I. 14), noticing the deposition (the "Deposition") of Plaintiff for September 15, 2020 at 9:00 am (ET).

WHEREAS, a hearing (the "Hearing") is scheduled for September 30, 2020 at 10:00 a.m. (ET) for the Court to consider the Motion for Summary Judgment and Motion to Reject.

WHEREAS, the Parties are engaged in commercial negotiations that could lead to a resolution of the Adversary Proceeding and the Motion to Reject, and, to save the costs and expense of litigation while those commercial negotiations are ongoing, have agreed to (i) abate discovery through and including September 25, 2020 (the "Stay Period") (ii) further extend the deadline for Defendant to answer, move or otherwise respond to the Complaint and to respond to the Motion for Summary Judgment, and (iii) adjourn the Deposition and Hearing to dates to be mutually agreed upon by the Parties.

NOW THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and between Plaintiff and Defendant, subject to the approval of the Court, as follows:

1. The time for Defendant to answer, move or otherwise respond to the Complaint and to respond to the Motion for Summary Judgment shall be extended to a date to be mutually agreed upon by the Parties.

2. The Deposition and Hearing shall be adjourned to dates to be mutually agreed upon by the Parties, provided that the Deposition shall take place at least five days before Defendant must respond to the Motion for Summary Judgment.

3. Discovery in the Adversary Proceeding and with respect to the Motion to Reject shall be abated through and including September 25, 2020.

4. If the Parties do not mutually agree to extend the Stay Period, the Parties shall meet and confer regarding a scheduling order to resolve the Adversary Proceeding and the Motion to Reject in an orderly fashion. If the Parties cannot agree on a scheduling order, they shall file letter briefs with the Court regarding the issues in dispute and schedule a status conference with the Court to address those issues.

5. The deadlines and dates set forth in this Stipulation may be extended or otherwise modified by (a) written agreement of the parties without further order of the Court; or (b) by the Court for good cause shown.

6. Except as specifically set forth herein, all rights, claims and defenses of the Parties are fully preserved.

7. The Court shall, and hereby does, retain jurisdiction with respect to the enforcement, implementation and interpretation of this Stipulation.

Dated: September 15, 2020

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Exhibit A

Proposed Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

ORDER APPROVING STIPULATION TO CONTINUE DATES AND DEADLINES

Upon consideration of the *Stipulation to Continue Dates and Deadlines* (the "Stipulation"),[2] and the Court having determined that good and adequate cause exists for approval of the Stipulation; and the Court having determined that no further or other notice of the Stipulation need be given, except as provided for herein, it is hereby ORDERED that:

1. The Stipulation is approved.

2. The time for Defendant to answer, move or otherwise respond to the Complaint and to respond to the Motion for Summary Judgment shall be extended to a date to be mutually agreed upon by the Parties.

[1] The Debtors in these chapter 11 cases, along with the last four digits of each of the 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.

[2] Undefined terms used herein shall have the meanings ascribed to them in the Stipulation.

3. The Deposition and Hearing shall be adjourned to dates to be mutually agreed upon by the Parties, provided that the Deposition shall take place at least five days before Defendant must respond to the Motion for Summary Judgment.

4. Discovery in the Adversary Proceeding and with respect to the Motion to Reject shall be abated through and including September 25, 2020.

5. If the Parties do not mutually agree to extend the Stay Period, the Parties shall meet and confer regarding a scheduling order to resolve the Adversary Proceeding and the Motion to Reject in an orderly fashion. If the Parties cannot agree on a scheduling order, they shall file letter briefs with the Court regarding the issues in dispute and schedule a status conference with the Court to address those issues.

6. The deadlines and dates set forth in the Stipulation and this Order may be extended or otherwise modified by (a) written agreement of the parties without further order of the Court; or (b) by the Court for good cause shown.

7. Except as specifically set forth herein, all rights, claims and defenses of the Parties are fully preserved.

8. The Court shall, and hereby does, retain jurisdiction with respect to the enforcement, implementation and interpretation of the Stipulation and this Order.