Docket #0039 Date Filed: 10/1/2020

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.,	)	
Plaintiff,	)	Adversary Proceeding
v.	)	
	)	Adv. Proc. No. 20-50816 (CSS)
GRAND MESA PIPELINE, LLC,	)	
Defendant.	)	
EXTRACTION OIL & GAS, INC.,	)	
Plaintiff,	)	Adversary Proceeding
v.	)	Adv. Proc. No. 20-50833 (CSS)
PLATTE RIVER MIDSTREAM, LLC AND DJ SOUTH GATHERING, LLC,	)	
Defendants.	)	

[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.

2011548201002000000000031

EXTRACTION OIL & GAS, INC.,	)	
Plaintiff,	)	Adversary Proceeding
v.	)	Adv. Proc. No. 20-50839 (CSS)
ELEVATION MIDSTREAM, LLC,	)	
Defendant.	)	

NOTICE OF THIRD AMENDED[2] AGENDA FOR TELEPHONIC HEARING ON MATTERS SCHEDULED FOR OCTOBER 2, 2020 AT 11:00 A.M. (PREVAILING EASTERN TIME), BEFORE THE HONORABLE CHRISTOPHER S. SONTCHI, AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE[3]

ANY PARTY WISHING TO PARTICIPATE IN THE HEARING MUST APPEAR THROUGH BOTH COURTCALL AND ZOOM.

TO APPEAR BY VIDEO CONFERENCE, PARTIES SHOULD USE THE FOLLOWING INFORMATION:

Topic: Extraction Oil 20-11548
Time: October 2, 2020 at 11:00 a.m. Eastern Time (US and Canada)

https://debuscourts.zoomgov.com/j/1601550752
MEETING ID: 160 155 0752 PASSWORD: 431423

TO APPEAR TELEPHONICALLY, PARTIES SHOULD CONTACT COURTCALL, LLC AT 866-582-6878 TO REGISTER THEIR APPEARANCE

2 **Amended agenda items appear in bold.**

3 All motions and other pleadings referenced herein are available online free of charge at the following address: http://www.kccllc.net/extractionog.

AT THE DIRECTION OF THE COURT, THE HEARING WILL CONTINUE ON OCTOBER 2, 2020 AT 11:00 A.M. (PREVAILING EASTERN TIME)

ZOOM INFORMATION IS THE SAME FOR EACH DAY HOWEVER, PARTIES MUST REGISTER WITH COURTCALL FOR EACH DAY

I. CONTESTED MATTERS GOING FORWARD:

1. 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; filed June 15, 2020]

   Objection Deadline: August 12, 2020 at 4:00 p.m. (ET)

   Objections Received:

   A. **SEALED** REP Processing LLC's Preliminary Objection to the Debtors' Omnibus Motion for 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. 157; filed June 30, 2020]

   B. Motion for Entry of an Order Authorizing REP Processing LLC to file Under Seal REP Processing LLCs Preliminary Objection to the Debtors Omnibus Motion for 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 [Re: D.I. 157] [Docket No. 202; filed July 2, 2020]

   C. Notice of Filing of Proposed Redacted Version of REP Processing LLCs Preliminary Objection to the Debtors Omnibus Motion for 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. 203; filed July 2, 2020]

   D. Objection of Grand Mesa Pipeline, LLC to 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. 363; filed August 4, 2020]

E. Limited Joinder in and Statement in Support by Platte River Midstream, LLC, DJ South Gathering, LLC, and Platte River Holdings, LLC to Certain Filings of Grand Mesa Pipeline, LLC [Docket No. 482; filed August 18, 2020]

F. **SEALED** Objection of DCP Operating Company, LP to 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 [Docket No. 523; filed August 25, 2020]

G. Motion of DCP Operating Company, LP to File Under Seal the Objection of DCP Operating Company, LP to 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 [Docket No. 524; filed August 25, 2020]

Related Documents:

A. Certification of Counsel Regarding 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. 247; July 13, 2020]

B. 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. 251; entered July 13, 2020]

C. **SEALED** Debtors' Combined Reply in Support of: (1) 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 Date Specified Herein and (II) Granting Related Relief; (2) Notice of Rejection of Certain Executory Contracts and/or Unexpired Leases; and (3) Debtors' Second 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. 681; filed September 24, 2020]

D. Debtors' Motion for Entry of an Order Authorizing the Debtors to File Under Seal Debtors' Combined Reply in Support of: (I) 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 Date Specified Herein and (II) Granting Related Relief; (2) Notice of Rejection of Certain Executory Contracts and/or Unexpired Leases; and (3) Debtors' Second 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. 732; filed September 29, 2020]

Status: This matter is continued to a hearing date to be determined as to REP Processing, LLC and DCP Operating Company. The Debtors intend to withdraw the motion as it pertains to Red Oak Pipeline LLC. This matter is going forward as to Grand Mesa Pipeline, LLC.

2. Motion of Grand Mesa Pipeline, LLC for Order Confirming that the Automatic Stay Does Not Apply or, in the Alternative, for Relief from the Automatic Stay [Docket No. 364; filed August 4, 2020]

Objection Deadline: August 18, 2020 at 4:00 p.m. (ET)

Objections Received:

A. Debtors' Objection to Motion of Grand Mesa Pipeline, LLC for Order Confirming That the Automatic Stay Does Not Apply or, in the Alternative, for Relief from the Automatic Stay [Docket No. 507; filed August 21, 2020]

Related Documents:

A. Platte River Midstream, LLC, DJ South Gathering, LLC, and Platte River Holdings, LLC's Joinder in and Statement in Support of Grand Mesa Pipeline, LLC's Motion for Relief from the Automatic Stay [Docket No. 644; filed September 16, 2020]

B. Reply in Support of Motion of Grand Mesa Pipeline, LLC for Order Confirming That the Automatic Stay Does Not Apply or, in the Alternative, for Relief from the Automatic Stay [Docket No. 652; filed August 4, 2020]

C. Statement of the Federal Energy Regulatory commission in Support of Motion of Grand Mesa Pipeline, LLC for Order Confirming That the Automatic Stay Does Not Apply or, in the Alternative, for Relief from the Automatic Stay [Docket No. 653; filed August 4, 2020]

Status: This matter is going forward.

3. Notice of Rejection of Certain Executory Contracts and/or Unexpired Leases [Docket No. 377; filed August 10, 2020]

Objection Deadline: August 24, 2020 at 4:00 p.m. (ET)

Objections Received:

A. Limited Objection and Reservation of Rights of the Official Committee of Unsecured Creditors to Debtors' Rejection of Certain Contracts [Docket No. 518; filed August 24, 2020]

B. **SEALED** Objection of Elevation Midstream, LLC and GSO EM Holdings LP to the Notice of Rejection of Certain Executory Contracts and/or Unexpired Leases [Docket No. 612; filed September 10, 2020]

C. Motion of Elevation Midstream, LLC for Entry of an Order Authorizing Elevation Midstream, LLC to File Under Seal Certain Confidential Information in the (I) Defendant's Answer to Complaint for Declaratory Judgment; (II) Brief in Support of Defendant's Cross-Motion for Summary Judgment; and (III) Objection of Elevation Midstream, LLC and GSO EM Holdings LP to the Notice of Rejection of Certain Executory Contracts and/or Unexpired Leases [Docket No. 639; filed September 15, 2020]

D. Notice of Filing of Proposed Redacted Version of the Objection of Elevation Midstream, LLC and GSO EM Holding LP to the Notice of Rejection of Certain Executory Contracts and/or Unexpired Leases [Docket No. 640; filed September 15, 2020]

Related Documents:

A. 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; entered July 13, 2020]

B. Notice of Partial Withdrawal of Notice of Rejection of Certain Executory Contracts and/or Unexpired Leases [Docket No. 411; filed August 11, 2020]

C. **SEALED** Debtors' Combined Reply in Support of: (1) 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 Date Specified Herein and (II) Granting Related Relief; (2) Notice of Rejection of Certain Executory Contracts and/or Unexpired Leases; and (3) Debtors' Second 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. 681; filed September 24, 2020]

Status: This matter is going forward.

4. Debtors' Second 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. 412; filed August 11, 2020]

Objection Deadline: August 25, 2020 at 4:00 p.m. (ET)

Objections Received:

A. Limited Objection and Reservation of Rights of the Official Committee of Unsecured Creditors to Debtors' Rejection of Certain Contracts [Docket No. 518; filed August 24, 2020]

B. **SEALED** Rocky Mountain Midstream LLC's Objection to the Debtors' Second Omnibus Motion for Entry of an Order Authorizing Rejection of Leases and Executory Contracts [Docket No. 521; filed August 25, 2020]

C. Notice of Filing of Proposed Redacted Version of Rocky Mountain Midstream LLC's Objection to the Debtors' Second Omnibus Motion for Entry of an Order Authorizing Rejection of Leases and Executory Contracts [Docket No. 548; filed August 31, 2020]

D. **SEALED** Objection of DJ South Gathering, LLC, and of Platte River Midstream, LLC to Debtors' Second 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 [T]herein and (II) Granting Related Relief [Docket No. 655; filed September 18, 2020]

E. **SEALED** Exhibit(s) A through S to Objection of DJ South Gathering, LLC, and of Platte River Midstream, LLC, to Debtors Second 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 [T]Herein and (II) Granting Related Relief [Docket No. 656; filed September 19, 2020]

F. Motion to File Under Seal (A) Objection of DJ South Gathering, LLC, and of Platte River Midstream, LLC, to Debtors Second 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 and (B) Platte River Midstream, LLC and DJ South Gathering, LLC's Response in Opposition to Extraction Oil & Gas, Inc.'s Motion for Summary Judgment [Docket No. 678; filed September 23, 2020]

G. Notice of Withdrawal of Exhibit J to Objection of DJ South Gathering, LLC, and of Platte River Midstream, LLC, to Debtors' Second 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 [T]herein and (II) Granting Related Relief [Docket No. 728; filed September 29, 2020]

H. **SEALED** Notice of Filing of Amended Exhibit Under Seal [Docket No. 729; filed September 29, 2020]

Related Documents:

A. **SEALED** Debtors' Combined Reply in Support of: (1) 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 Date Specified Herein and (II) Granting Related Relief; (2) Notice of Rejection of Certain Executory Contracts and/or Unexpired Leases; and (3) Debtors' Second 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. 681; filed September 24, 2020]

Status: This matter is continued to a hearing date to be determined as to Discovery DJ Services LLC and Rocky Mountain Midstream LLC. This matter is going forward as to DJ South Gathering, LLC, and of Platte River Midstream, LLC.

II. ADVERSARY MATTERS:

5. Extraction Oil & Gas, Inc. v. Grand Mesa Pipeline, LLC (Adv. Proc. No. 20-50816)

Briefing in Support:

A. Plaintiff's Motion for Summary Judgment [Docket No. 4; filed August 19, 2020]

B. **SEALED** Brief in Support of Plaintiff's Motion for Summary Judgment [Docket No. 5; filed August 19, 2020]

C. Plaintiff's Motion for Entry of an Order Authorizing Plaintiff to File Under Seal Debtors' Complaint and Brief in Support of Plaintiff's Motion for Summary Judgment [Docket No. 7; filed August 21, 2020]

D. Notice of Completion of Briefing [Docket No. 25; filed September 25, 2020]

E. Notice of Filing of Proposed Redacted Versions of Plaintiff's Complaint and Brief in Support of Motion for Summary Judgment [Docket No. 8; filed August 21, 2020]

F. **SEALED** Reply in Support of Plaintiff's Motion for Summary Judgment [Docket No. 22; filed September 23, 2020]

G. Response in Opposition to Defendant's Motion for Abstention [Docket No. 23; filed September 23, 2020]

H. Plaintiff's Motion for Entry of an Order Authorizing Plaintiff to File Under Seal Reply in Support of Plaintiff's Motion for Summary Judgment [Docket No. 28; filed September 28, 2020]

Briefing in Opposition:

A. **SEALED** Brief in Support of Defendant's Motion for Abstention and Answering Brief in Opposition to Plaintiff's Motion for Summary Judgment [Docket No. 20; filed September 17, 2020]

B. **SEALED** Reply in Support of Plaintiff's Motion for Summary Judgment [Docket No. 22; filed September 23, 2020]

C. Defendant's Motion for Permissive Abstention [Docket No. 19; filed September 17, 2020]

Status: Oral Argument on Plaintiff's Motion for Summary Judgment is going forward.

6. Extraction Oil & Gas, Inc. v. Platte River Midstream, LLC and DJ South Gathering, LLC (Adv. Proc. No. 20-50833)

Plaintiff's Motion for Summary Judgment [Docket No. 3; filed August 25, 2020]

Briefing in Support:

A. **SEALED** Brief in Support of Plaintiff's Motion for Summary Judgment [Docket No. 4; filed August 25, 2020]

B. **SEALED** Notice of Filing of Exhibits to Brief in Support of Plaintiff's Motion for Summary Judgment [Docket No. 5; filed August 25, 2020]

C. Plaintiff's Motion for Entry of an Order Authorizing Plaintiff to File Under Seal Debtors' Complaint and Brief in Support of Plaintiff's Motion for Summary Judgment [Docket No. 8; filed August 27, 2020]

D. Notice of Filing of Proposed Redacted Versions of Plaintiff's Complaint and Brief in Support of Motion for Summary Judgment [Docket No. 9; filed August 27, 2020]

E. Notice of Completion of Briefing [Docket No. 30; filed September 25, 2020]

F. **SEALED** Reply in Support of Plaintiff's Motion for Summary Judgment [Docket No. 23; filed September 23, 2020]

G. Plaintiff's Motion for Entry of an Order Authorizing Plaintiff to File Under Seal Debtors' Reply in Support of Plaintiff's Motion for Summary Judgment [Docket No. 35; file September 29, 2020]

H. Notice of Filing of Proposed Redacted Versions of Plaintiff's Reply in Support of Plaintiff's Motion for Summary Judgment [Docket No. 36; filed September 29, 2020]

Briefing in Opposition:

A. **SEALED** Platte River Midstream, LLC and DJ South Gathering, LLC's Response in Opposition to Extraction Oil & Gas, Inc.'s Motion for Summary Judgment [Docket No. 21; filed September 18, 2020]

B. **SEALED** Reply in Support of Plaintiff's Motion for Summary Judgment [Docket No. 23; filed September 23, 2020]

C. Notice of Filing of Proposed Redacted Version of Document of Platte River Midstream, LLC and DJ South Gathering, LLC's Response in Opposition to Extraction Oil & Gas, Inc.'s Motion for Summary Judgment [Docket No. 28; filed September 24, 2020]

Status: Oral Argument on Plaintiff's Motion for Summary Judgment is going forward.

7. Extraction Oil & Gas, Inc. vs. Elevation Midstream, LLC, (Adv. Pro. No. 20-50839)

Briefing in Support:

A. Plaintiff's Motion for Summary Judgment [Docket No. 3; filed September 4, 2020]

B. **SEALED** Brief in Support of Plaintiff's Motion for Summary Judgment [Docket No. 4; filed September 4, 2020]

C. Plaintiff's Motion for Entry of an Order Authorizing Plaintiff to File Under Seal Debtors' Complaint and Brief in Support of Plaintiff's Motion for Summary Judgment [Docket No. 5; filed September 4, 2020]

D. Notice of Filing of Proposed Redacted Versions of Plaintiff's Complaint and Brief in Support of Motion for Summary Judgment [Docket No. 8; filed September 10, 2020]

E. **SEALED** Plaintiff's Response on Opposition to Defendant's Cross-Motion for Summary Judgment [Docket No. 25; filed September 23, 2020]

F. **SEALED** Plaintiff's Reply in Support of Plaintiff's Motion for Summary Judgment [Docket No. 30; filed September 28, 2020]

G. Plaintiff's Motion for Entry of an Order Authorizing Plaintiff to File Under Seal Plaintiff's Response on Opposition to Defendant's Cross-Motion for Summary Judgment [Docket No. 32; filed September 28, 2020]

H. Notice of Filing of Proposed Redacted Versions of Plaintiff's Response on Opposition to Defendant's Cross-Motion for Summary Judgment [Docket No. 33; filed September 28, 2020]

Briefing in Opposition:

A. Defendant's Cross-Motion for Summary Judgment [Docket No. 11; filed September 10, 2020]

B. **SEALED** Brief in Support of Defendant's Cross-Motion for Summary Judgment [Docket No. 12; filed September 10, 2020]

C. Motion of Elevation Midstream, LLC for Entry of an Order Authorizing Elevation Midstream, LLC to File Under Seal Certain Confidential Information in the (I) Defendant's Answer to Complaint for Declaratory Judgment; (II) Brief in Support of Defendant's Cross-Motion for Summary Judgment; and (III) Objection of Elevation Midstream, LLC and GSP EM Holdings LP to the notice of Rejection of Certain Executory Contracts and/or Unexpired Leases [Docket No. 19; filed September 15, 2020]

D. Notice of Filing of Proposed Redacted Version of the Brief in Support of Defendant's Cross-Motion for Summary Judgment [Docket No. 21; filed September 15, 2020]

E. Defendant's Response to Plaintiff's Motion for Summary Judgment [Docket No. 26; filed September 23, 2020]

F. Defendant's Reply Brief In Support of its Cross Motion for Summary Judgment [Docket No. 29; filed September 28, 2020]

Status: Oral Argument on Plaintiff's Motion for Summary Judgment is going forward.

Dated: October 1, 2020
Wilmington, Delaware

/s/ Richard W. Riley

WHITEFORD, TAYLOR & PRESTON LLC[4]
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

Co-Counsel to the Debtors and Debtors in Possession

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