Docket #0075 Date Filed: 11/10/2020

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. PLATTE RIVER MIDSTREAM, LLC AND DJ SOUTH GATHERING, LLC, Defendants.	Adversary Proceeding Adv. Proc. No. 20-50833(CSS)

PLATTE RIVER MIDSTREAM, LLC AND DJ SOUTH GATHERING, LLC'S
DESIGNATION OF RECORD ON APPEAL AND STATEMENT OF ISSUES

Appellants Platte River Midstream, LLC ("Platte River") and DJ South Gathering, LLC ("DJ South"), pursuant to Rule 8009(a) of the Federal Rules of Bankruptcy Procedure and Local Rule 8009-1, respectfully submit this designation of items to be included in the record on appeal and statement of issues with respect to the appeal docketed in the United States District Court for the District of Court of Delaware, C.A. No. 20-1457.

[1] The Debtors in the 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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I. Designation of Record on Appeal.

Appellants designate the following items to be included in the record on appeal. Each designated item shall also include any and all exhibits and documents annexed to and/or referenced within such items.

DATE	CASE NO, DOCKET ENTRY	DESCRIPTION
6/14/2020	20-11548, D.I. 1	Voluntary Petition for Non-Individuals Filing for Bankruptcy
8/11/2020	20-11548, D.I. 412	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
8/25/2020	20-50833, D.I. 1	Complaint for Declaratory Judgment
8/25/2020	20-50833, D.I. 3	Plaintiff's Motion for Summary Judgment
8/25/2020	20-50833, D.I. 4	Brief in Support of Plaintiff's Motion for Summary Judgment
9/18/2020	20-50833, D.I. 21	Platte River Midstream, LLC and DJ South Gathering, LLCs Response in Opposition to Extraction Oil & Gas, Inc's Motion for Summary Judgment
9/18/2020	20-11548, D.I. 655	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
9/23/2020	20-50833, D.I. 23	Reply in Support of Plaintiff's Motion for Summary Judgment
9/23/2020	20-50833, D.I. 24	Answer to Complaint and Counterclaim by DJ South Gathering, LLC, Platte River Midstream, LLC against Extraction Oil & Gas, Inc.

DATE	CASE NO, DOCKET ENTRY	DESCRIPTION
9/24/2020	20-11548, D.I. 681	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
9/25/2020	20-11548, D.I. 695	Letter to the Honorable Christopher J. Sontchi from the Town of Windsor
9/29/2020	20-11548, D.I. 725	Declaration of Branko Terzic
9/30/2020	20-11548, D.I. 744	Letter to The Honorable Christopher S. Sontchi from the City of Greeley, Colorado
10/02/2020	20-11548, D.I. 766	Transcript of Hearing Held on September 30, 2020
10/06/2020	20-11548, D.I. 781	Transcript of Hearing Held on October 2, 2020
10/08/2020	20-11548, D.I. 801	Supplemental Brief Of DJ South Gathering, LLC, And Of Platte River Midstream, LLC, In Opposition 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
10/08/2020	20-50833, D.I. 50	Proposed Findings of Fact and Conclusions of Law Filed by DJ South Gathering, LLC, Platte River Midstream, LLC
10/08/2020	20-50833, D.I. 50	Proposed Findings of Fact and Conclusions of Law Filed by Extraction Oil & Gas, Inc.
10/09/2020	20-11548, D.I. 812	Transcript of Hearing Held on October 7, 2020

DATE	CASE NO, DOCKET ENTRY	DESCRIPTION
10/14/2020	20-50833, D.I. 54	Findings of Fact and Conclusions of Law on Plaintiff's Motion for Summary Judgment Against Platte River Midstream, LLC and DJ South Gathering, LLC
10/14/2020	20-50833, D.I. 55	Order Granting Plaintiff's Motion for Summary Judgment
10/14/2020	20-50833, D.I. 56	Judgment
10/22/2020	20-11548, D.I. 877	Transcript of Hearing Held on October 20, 2020
10/27/2020	20-50833, D.I. 55	Notice of Appeal by Platte River Midstream, LLC and DJ South Gathering, LLC
11/02/2020	20-11548, D.I. 942	Bench Ruling

II. Statement of Issues.

1. Whether the bankruptcy court erred in holding that, as a matter of law, the First Amended and Restated Transportation Services Agreement dated April 14, 2017 (the "Platte River TSA") does not create a covenant running with the land.

2. Whether the bankruptcy court erred in finding that the parties did not intend for the Platte River TSA to create a covenant running with the land.

3. Whether the bankruptcy court erred in holding that the Platte River TSA does not touch and concern the land.

4. Whether the bankruptcy court erred in holding that, as a matter of law, the Transportation Services Agreement dated May 16, 2018 (the "DJ South TSA") does not create a covenant running with the land.

5. Whether the bankruptcy court erred in holding that the DJ South TSA does not touch and concern the land.

6. Whether the bankruptcy court erred in holding that horizontal privity is required under Colorado law to create a covenant running with the land.

7. Whether the bankruptcy court erred in holding that there was no privity of estate sufficient to create a covenant running with the land under the Platte River TSA.

8. Whether the bankruptcy court erred in holding that there was no privity of estate sufficient to create a covenant running with the land under the DJ South TSA.

9. Whether the bankruptcy court erred in determining that there were no genuine issues of material fact sufficient to create a triable issue as to whether the Platte River TSA created a covenant running with the land.

10. Whether the bankruptcy court erred in determining that there were no genuine issues of material fact sufficient to create a triable issue as to whether the DJ South TSA created a covenant running with the land.

Appellants reserve the right to supplement or amend the statement of issues to be presented on appeal and to designated additional items for inclusion in the record in the appeal.

Dated: November 10, 2020
Wilmington, Delaware

/s/ Curtis S. Miller

Curtis S. Miller (No. 4853)
Brett S. Turlington (No. 6705)
MORRIS, NICHOLS, ARSHT & TUNNELL LLP
1201 Market Street, 16th Floor
Wilmington, Delaware 19801
Telephone: (302) 658-9200
Facsimile: (302) 658-3989
Email: cmiller@mnat.com
bturlington@mnat.com

- and -

Matthew J. Ochs (Colorado No. 31713)

Christopher A. Chrisman (Colorado No. 33132)
Michelle R. Seares (Colorado No. 54455)
HOLLAND & HART LLP
555 17th Street, Suite 3200,
Denver, CO 80202
Telephone: (303) 295-8000
Email: mjochs@hollandhart.com
cachrisman@hollandhart.com
mrseares@hollandhart.com

- and -

Brianne McClafferty (Montana No. 36411453)
HOLLAND & HART LLP
401 North 31st Street, Suite 1500
Billings, MT 59101
Telephone: (406) 896-4642
Email: bcmcclafferty@hollandhart.com

CERTIFICATE OF SERVICE

I, Brett S. Turlington, certify that I am not less than 18 years of age, and that service of the foregoing *Platte River Midstream, LLC and DJ South Gathering, LLC's Designation of Record on Appeal and Statement of Issues* was caused to be made on November 10, 2020, via CM/ECF upon those parties registered to receive such electronic notifications and served additionally, as indicated, on service list below.

VIA HAND DELIVERY AND ELECTRONIC MAIL

Richard L. Schepacarter
OFFICE OF THE UNITED STATES TRUSTEE
U.S. Department of Justice
844 King Street, Suite 2207
Lockbox #35
Wilmington, DE 19801
richard.schepacarter@usdoj.gov

Marc Abrams
Stephen Brett Gerald
Richard W. Riley
WHITEFORD, TAYLOR & PRESTON LLC
405 North King Street
Suite 500
Wilmington, DE 19801
mabrams@wtplaw.com
sgerald@wtplaw.com
rriley@wtplaw.com

Andrew John Roth-Moore
G. David Dean
COLE SCHOTZ P.C.
500 Delaware Avenue, Suite 1410
Wilmington, DE 19801
aroth-moore@coleschotz.com
ddean@coleschotz.com

VIA FIRST-CLASS MAIL AND ELECTRONIC MAIL

Kevin G. Hroblak
WHITEFORD, TAYLOR & PRESTON, LLP
7 St. Paul Street
Suite 1400
Baltimore, MD 21202
khroblak@wtplaw.com

Frank A. Merola
STROOCK & STROOCK & LAVAN LLP
2029 Century Park East
Los Angeles, CA 90067
fmerola@stroock.com

Erez Gilad
Kristopher M. Hansen
Kenneth Pasquale
Jason M. Pierce
Gabriel Sasson
STROOCK & STROOCK & LAVAN LLP
180 Maiden Lane
New York, NY 10038-4982
egilad@stroock.com
khansen@stroock.com
kpasquale@stroock.com
jpierce@stroock.com
gsasson@stroock.com

William E. Arnault
Stephanie Cohen
KIRKLAND & ELLIS LLP
300 N. LaSalle
Chicago, IL 60654
william.arnault@kirkland.com
stephanie.cohen@kirkland.com

Ross Fiedler
Ciara Foster
Kevin Liang
Christopher Marcus P.C.
Evan Swager
Allyson Smith Weinhouse
KIRKLAND & ELLIS LLP
601 Lexington Ave.
New York, NY 10022
ross.fielder@kirkland.com
ciara.foster@kirkland.com
kevin.liang@kirkland.com
christopher.marcus@kirkland.com
evan.swager@kirkland.com
allyson.smith@kirkland.com

Jamie Aycock
Christian Menefee
Anna Rotman
Rebekah Sills
Kenneth A. Young
KIRKLAND & ELLIS LLP
609 Main St.
Houston, TX 77002
jamie.aycock@kirkland.com
christian.menefee@kirkland.com
anna.rotman@kirkland.com
rebekah.mcentire@kirkland.com
kenneth.young@kirkland.com

Date: November 10, 2020

/s/ Brett S. Turlington
Brett S. Turlington (No. 6705)