Official Form 417A (12/18)

[Caption as in Form 416A, 416B, or 416D, as appropriate]

NOTICE OF APPEAL AND STATEMENT OF ELECTION

Part 1: Identify the appellant(s)

1. Name(s) of appellant(s):
   Federal Energy Regulatory Commission

2. Position of appellant(s) in the adversary proceeding or bankruptcy case that is the subject of this appeal:

For appeals in an adversary proceeding.

- ❑ Plaintiff
- ❑ Defendant
- ❑ Other (describe) _____

For appeals in a bankruptcy case and not in an adversary proceeding.

- ❑ Debtor
- ❑ Creditor
- ❑ Trustee
- ☑ Other (describe) Party in Interest

Part 2: Identify the subject of this appeal

1. Describe the judgment, order, or decree appealed from: Order Granting Motion to Reject Certain Executory Contracts, attached as Exhibit A
2. State the date on which the judgment, order, or decree was entered: November 10, 2020

Part 3: Identify the other parties to the appeal

List the names of all parties to the judgment, order, or decree appealed from and the names, addresses, and telephone numbers of their attorneys (attach additional pages if necessary):

1. Party: Attached as Exhibit B Attorney: _____
2. Party: _____ Attorney: _____



Part 4: Optional election to have appeal heard by District Court (applicable only in certain districts)

If a Bankruptcy Appellate Panel is available in this judicial district, the Bankruptcy Appellate Panel will hear this appeal unless, pursuant to 28 U.S.C. § 158(c)(1), a party elects to have the appeal heard by the United States District Court. If an appellant filing this notice wishes to have the appeal heard by the United States District Court, check below. Do not check the box if the appellant wishes the Bankruptcy Appellate Panel to hear the appeal.

☑ Appellant(s) elect to have the appeal heard by the United States District Court rather than by the Bankruptcy Appellate Panel.

Part 5: Sign below

/s/ Daniel M. Vinnik

Signature of attorney for appellant(s) (or appellant(s) if not represented by an attorney)

Date: 11/20/2020

Name, address, and telephone number of attorney (or appellant(s) if not represented by an attorney):

Daniel M. Vinnik
Federal Energy Regulatory Commission
888 First Street NE, Washington DC 20426
(202) 502-6460

Fee waiver notice: If appellant is a child support creditor or its representative and appellant has filed the form specified in § 304(g) of the Bankruptcy Reform Act of 1994, no fee is required.

[**Note to inmate filers:** If you are an inmate filer in an institution and you seek the timing benefit of Fed. R. Bankr. P. 8002(c)(1), complete Director's Form 4170 (Declaration of Inmate Filing) and file that declaration along with the Notice of Appeal.]

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)
	)	**Re: Docket Nos. 14, 363, 412, 482, 655, 681, 801, 803, 942 and 1036**

ORDER GRANTING MOTIONS TO REJECT
CERTAIN EXECUTORY CONTRACTS

Upon consideration of the following series of motions, notices, objections, replies, and argument of counsel:

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**] and *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]** (together "Motions");

2. *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 Grand Mesa Pipeline, LLC* [**Docket No. 363**], *Supplemental Brief of Grand Mesa Pipeline, LLC*

[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.

in Support of 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. 803**];

3. *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**], *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**], *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* [**Docket No. 801**]; and

4. *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**].

The Court having held a hearing on the Motions on October 7, 20, 26, 27, and 28, and November 2, 2020 (the "Hearing") at which testimony and exhibits were admitted into evidence

in support of the Motions and in objection to the Motions; and upon the argument of counsel; and after due deliberation thereon and good and sufficient cause appearing therefor, it is hereby **ORDERED THAT**:

1. The Motions are **GRANTED** as set forth herein.

2. Pursuant to section 365 of the Bankruptcy Code, the following executory contracts between Extraction Oil & Gas, Inc. ("Extraction") and Grand Mesa Pipeline, LLC ("Grand Mesa") are hereby rejected effective as of June 14, 2020:

a. Amended and Restated Transportation Agreement dated June 21, 2016 (the "Bayswater Contract"); and

b. Amended and Restated Transportation Services Agreement dated February 19, 2016 (the "Grand Mesa Contract").

3. Pursuant to section 365 of the Bankruptcy Code, the following executory contracts between Extraction and Platte River Midstream, LLC ("Platte River"), and Extraction and DJ South Gathering, LLC ("DJ South", and together with Platte River and Grand Mesa, the "Counterparties"), respectively, are hereby rejected effective as of August 11, 2020:

a. First Amended and Restated Transportation Services Agreement dated April 14, 2017 between Extraction Oil & Gas, Inc. and Platte River Midstream, LLC (the "Platte River Contract"); and

b. Transportation Services Agreement dated May 16, 2018 between Extraction Oil & Gas, Inc. and DJ South Gathering, LLC (the "DJ South Contract", collectively with the Bayswater Contract, the Grand Mesa Contract, and the Platte River Contract, the "Contracts").

4. Any proofs of claim for damages in connection with the rejection of the Contracts, if any shall be filed by the later of (a) any applicable claims bar date established in these chapter 11 cases, or (b) 30 days after entry of this Order.

5. The Debtors reserve their rights to assume, assign, or reject any other executory contracts or unexpired leases, and nothing herein shall be deemed to affect such rights.

6. Notwithstanding the relief granted herein and any actions taken pursuant to such relief, nothing contained in the Motions or this Order shall constitute, nor is it intended to constitute: (a) an admission as to the validity, priority, or amount of any particular claim against a Debtor entity; (b) a waiver of the Debtors' right to dispute any particular claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Order or the Motions; (e) a request or authorization to assume any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) a waiver or limitation of the Debtors' rights under the Bankruptcy Code or any other applicable law; or (g) a concession by the Debtors or any other party-in-interest that any liens (contractual, common law, statutory, or otherwise) satisfied pursuant to this Order are valid and the Debtors and all other parties-in-interest expressly reserve their rights to contest the extent, validity, or perfection, or to seek avoidance of all such liens. Any payment made pursuant to this Order should not be construed as an admission as to the validity, priority, or amount of any particular claim or a waiver of the Debtors' or any other party-in-interest's rights to subsequently dispute such claim.

7. Nothing in the Motions or this Order shall be deemed or construed as an approval of an assumption of any executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code.

8. Notice of the Motions as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Bankruptcy Local Rules are satisfied by such notice.

9. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

10. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motions.

11. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: November 10th, 2020
Wilmington, Delaware

CHRISTOPHER S. SONTCHI
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT

B

Part 3: Identify the other parties to the appeal

Party	Attorney
Extraction Oil & Gas, Inc.	Marc Abrams Whiteford, Taylor & Preston LLC 405 North King Street Suite 500 Wilmington, DE 19801 3023573279 Email: mabrams@wtplaw.com William E. Arnault Kirkland & Ellis LLP 300 North LaSalle Chicago, IL 60654 312-862-2000 Fax : 312-862-2200 Email: william.arnault@kirkland.com Jamie Aycock Kirkland & Ellis LLP 609 Main St. Houston, TX 77002 (713) 836-3600 Email: jamie.aycock@kirkland.com Stephanie Cohen Kirkland & Ellis LLP 300 N. LaSalle Chicago, IL 60654 Ross Fiedler Kirkland & Ellis LLP 601 Lexington Ave. New York, NY 10022 Ciara Foster Kirkland & Ellis LLP 601 Lexington Avenue New York, NY 10022 212-446-4800 Fax : 212-446-4900 Email: ciara.foster@kirkland.com Stephen Brett Gerald Whiteford Taylor Preston LLC

	The Renaissance Centre, Suite 500 405 North King Street Wilmington, DE 19801 302-357-3282 Fax : 410-223-4178 Email: sgerald@wtplaw.com Kevin G. Hroblak Whiteford, Taylor & Preston, LLP 7 St. Paul Street Suite 1400 Baltimore, MD 21202 410-347-8700 Fax : 410-625-7510 Email: khroblak@wtplaw.com Kevin Liang Kirkland & Ellis LLP 601 Lexington Ave. New York, NY 10022 CHRISTOPHER MARCUS PC KIRKLAND & ELLIS LLP KIRKLAND & ELLIS INTL LLP 601 LEXINGTON AVENUE NEW YORK, NY 10022 (212) 446-4800 Fax : (212) 446-4900 Christian Menefee 609 Main Street 47th Floor Houston, TX 77002 713-836-3600 Email: christian.menefee@kirkland.com Richard W. Riley Whiteford, Taylor & Preston, LLC The Renaissance Centre 405 N. King Street Suite 500 Wilmington, DE 19801 302-357-3255 Fax : 302-357-3275 Email: rriley@wtplaw.com Anna Rotman

	Kirkland & Ellis 600 Travis Suite 3300 Houston, TX 77002 713-835-3748 Email: anna.rotman@kirkland.com Rebekah Sills KIRKLAND & ELLIS LLP 609 Main Street Houston, TX 77002 (713) 836-3600 Email: rebekah.mcentire@kirkland.com Evan Swager Kirkland & Ellis LLP 609 Main St. Houston, TX 77002 Allyson Smith Weinhouse Kirkland & Ellis LLP 601 Lexington Avenue New York, NY 10022 (212) 446-4800 Email: allyson.smith@kirkland.com Kenneth A Young Kirkland & Ellis LLP 609 Main St. Houston, TX 77002 713-835-3600 Email: kenneth.young@kirkland.com
U.S. Trustee	Richard L. Schepacarter Office of the United States Trustee U. S. Department of Justice 844 King Street, Suite 2207 Lockbox #35 Wilmington, DE 19801 302-573-6491 Fax : 302-573-6497 Email: richard.schepacarter@usdoj.gov

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Grand Mesa Pipeline, LLC	Dennis A. Meloro Greenberg Traurig, LLP The Nemours Building 1007 North Orange Street Suite 1200 Wilmington, DE 19801 302-661-7000 Email: melorod@gtlaw.com Iskender H. Catto Greenberg Traurig, LLP MetLife Building 200 Park Avenue New York, NY 10166 212-801-9200 Email: cattoi@gtlaw.com Hal S. Shaftel Greenberg Traurig, LLP MetLife Building 200 Park Avenue New York, NY 10166 212-801-9200

	shaftelh@gtlaw.com Ryan A. Wagner Greenberg Traurig, LLP MetLife Building 200 Park Avenue New York, NY 10166 212-801-9200 wagnerr@gtlaw.com

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)
	)	**Re: Docket Nos. 14, 363, 412, 482, 655, 681, 801, 803, 942 and 1036**

ORDER GRANTING MOTIONS TO REJECT
CERTAIN EXECUTORY CONTRACTS

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4. *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**].

The Court having held a hearing on the Motions on October 7, 20, 26, 27, and 28, and November 2, 2020 (the "Hearing") at which testimony and exhibits were admitted into evidence

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3. Pursuant to section 365 of the Bankruptcy Code, the following executory contracts between Extraction and Platte River Midstream, LLC ("Platte River"), and Extraction and DJ South Gathering, LLC ("DJ South", and together with Platte River and Grand Mesa, the "Counterparties"), respectively, are hereby rejected effective as of August 11, 2020:

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4. Any proofs of claim for damages in connection with the rejection of the Contracts, if any shall be filed by the later of (a) any applicable claims bar date established in these chapter 11 cases, or (b) 30 days after entry of this Order.

5. The Debtors reserve their rights to assume, assign, or reject any other executory contracts or unexpired leases, and nothing herein shall be deemed to affect such rights.

6. Notwithstanding the relief granted herein and any actions taken pursuant to such relief, nothing contained in the Motions or this Order shall constitute, nor is it intended to constitute: (a) an admission as to the validity, priority, or amount of any particular claim against a Debtor entity; (b) a waiver of the Debtors' right to dispute any particular claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Order or the Motions; (e) a request or authorization to assume any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) a waiver or limitation of the Debtors' rights under the Bankruptcy Code or any other applicable law; or (g) a concession by the Debtors or any other party-in-interest that any liens (contractual, common law, statutory, or otherwise) satisfied pursuant to this Order are valid and the Debtors and all other parties-in-interest expressly reserve their rights to contest the extent, validity, or perfection, or to seek avoidance of all such liens. Any payment made pursuant to this Order should not be construed as an admission as to the validity, priority, or amount of any particular claim or a waiver of the Debtors' or any other party-in-interest's rights to subsequently dispute such claim.

7. Nothing in the Motions or this Order shall be deemed or construed as an approval of an assumption of any executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code.

8. Notice of the Motions as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Bankruptcy Local Rules are satisfied by such notice.

9. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

10. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motions.

11. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: November 10th, 2020
Wilmington, Delaware

CHRISTOPHER S. SONTCHI
UNITED STATES BANKRUPTCY JUDGE

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

APPEAL TRANSMITTAL SHEET

Case Number: 20-11548 **BK** (●) **AP** ( )

If AP, related BK case number: N/A

Title of Order Appealed: Order Granting Motion to Reject Certain Executory

Docket #: 1038 **Date Entered:** 11/10/2020

Item Transmitted:

☑	**Notice of Appeal**	**Docket #:** 1138	**Date Filed:**	11/20/2020
☐	**Amended Notice of Appeal**	**Docket #:**	**Date Filed:**	
☐	**Cross Appeal**	**Docket #:**	**Date Filed:**	
☐	**Motion for Leave to Appeal**	**Docket #:**	**Date Filed:**	
☐	**Request for Certification of Direct Appeal**	**Docket #:**	**Date Filed:**	

Appellant/Cross Appellant:

Federal Energy Regulatory Commission

Appellee/Cross Appellee

Extraction Oil & Gas, Inc.

Counsel for Appellant/Cross Appellant:

Daniel M. Vinnik
Federal Energy Regulatory Commission
888 First Street NE
Washington, DC 20426

Counsel for Appellee/Cross Appellee:

Marc Abrams
Stephen Brett Gerald
Richard W. Riley
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405 North King Street
Wilmington, DE 19801

Filing fee paid?	**Yes** ( )	**No** (●)
IFP application filed by applicant?	**Yes** ( )	**No** (●)
Have additional appeals of the same order been filed?	**Yes** ( )	**No** (●)
***If Yes, has District Court assigned a Civil Action Number?**	**Yes** (●)	**No** ( )

Civil Action Number: 20-1521, 20-1532

(continued on next page)

Notes:

I hereby certify that all designated items are available electronically through CM/ECF.

Date: 11/20/2020 **by:** /s/Jason Spencer

Deputy Clerk

Bankruptcy Court Appeal (BAP) Number: 20-56