IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

GRAND MESA PIPELINE & GAS, INC., Appellant, v. EXTRACTION OIL & GAS, INC.,[1] Appellee.	C.A. No. 20-1521-CFC

GRAND MESA PIPELINE, LLC'S DESIGNATION OF RECORD ON APPEAL AND STATEMENT OF ISSUES

Appellant, Grand Mesa Pipeline, LLC ("Grand Mesa"), pursuant to Rule 8009(a) of the Federal Rules of Bankruptcy Procedure and Local Rule 8009-1, respectfully submits 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 Court of Delaware, C.A. No. 1:20-cv-1521-CFC.

I. Designation of Record on Appeal.

Grand Mesa designates 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	DOCKET ENTRY	DESCRIPTION
6/14/2020	1	Voluntary Petition for Non-Individuals Filing for Bankruptcy

[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.

DATE	DOCKET ENTRY	DESCRIPTION
6/15/2020	14	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
8/4/2020	363	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
8/18/2020	482	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
9/8/2020	599	Transcript of Hearing Held on September 3, 2020
9/14/2020	625	Letter to the Honorable Christopher S. Sontchi Regarding September 14, 2020 Status Conference Filed by Grand Mesa Pipeline, LLC
9/24/2020	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 Specific 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
10/2/2020	766	Transcript of Hearing Held on September 30, 2020
10/5/2020	776	Transcript of Hearing Held on October 1, 2020
10/6/2020	781	Transcript of Hearing Held on October 2, 2020
10/8/2020	803	Supplemental Brief of Grand Mesa Pipeline, LLC 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
10/9/2020	811	Transcript of Hearing Held on October 6, 2020

DATE	DOCKET ENTRY	DESCRIPTION
10/9/2020	812	Transcript of Hearing Held on October 7, 2020
10/22/2020	877	Transcript of Hearing Held on October 20, 2020
10/26/2020	891	Declaration of Branko Terzic
10/26/2020	892	[SEALED] Declaration of Matthew O'Loughlin
10/29/2020	926	Transcript of Hearing Held on October 27, 2020
10/30/2020	933	Transcript of Hearing Held on October 28, 2020
11/2/2020	942	Bench Ruling
11/4/2020	973	Transcript of Hearing Held on November 2, 2020
11/10/2020	1038	Order Granting Motions to Reject Certain Executory Contracts
11/11/2020	1048	Notice of Appeal

II. Statement of Issues.

1. Whether the bankruptcy court applied the incorrect standard in deciding the motion to reject:

a. Whether the bankruptcy court erred by applying the business judgment standard in granting the motion to reject.

b. Whether the bankruptcy court erred in determining the "heightened scrutiny," public interest standard announced in *Mirant* and its progeny is not "warranted" in this case.

c. Whether the bankruptcy court erred by failing to allow FERC to conduct a hearing, in accordance with its normal procedures, to evaluate the public interest impact

by the proposed rejection of the TSAs, consistent with the ruling of the U.S. Court of Appeals for the Sixth Circuit in *FirstEnergy*.

2. Whether the bankruptcy court erred in finding that rejection of the TSAs and payment of damages claims arising therefrom through the plan and confirmation process is not an abrogation or modification of FERC-approved filed rates.

3. Whether the bankruptcy court erred in ruling that even if the Bayswater TSA contained a valid and enforceable covenant running with the land under Colorado law, such covenant is contractual in nature and may be rejected under 11 U.S.C. § 365.

4. Whether the bankruptcy court erred in authorizing rejection of the TSAs *nunc pro tunc* to June 14, 2020.

Grand Mesa reserves the right to supplement or amend the statement of issues to be presented on appeal and to designate additional items for inclusion in the record in the appeal.

Dated: November 25, 2020

Respectfully submitted,

GREENBERG TRAURIG, LLP

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CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on November 25, 2020, I electronically filed the foregoing document using CM/ECF. I also certify that the foregoing document is being served this day on all counsel of record on the service list below, via transmission of Notices of Electronic Filing generated by CM/ECF, electronic mail, and/or first-class U.S. mail.

/s/ Dennis A. Meloro
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