IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

In re: EXTRACTION OIL & GAS, INC., *et al.*, Debtors.	Bankruptcy Case No. 20-11548 (CSS) (Jointly Administered)
PLATTE RIVER MIDSTREAM, LLC, DJ SOUTH GATHERING, LLC, AND PLATTE RIVER HOLDINGS, LLC, Appellants, v. EXTRACTION OIL & GAS, INC., Appellee.	Civil Action No. 20-1532 (CFC) Bankruptcy BAP No. 20-54

APPELLANTS' MOTION TO ACCEPT DOCUMENTS UNDER SEAL INTO THE APPELLATE RECORD

Pursuant to Rules 8009(f) and 8013(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), Platte River Midstream, LLC ("Platte River") and DJ South Gathering, LLC ("DJ South," and, together with Platte River, the "Appellants"), Appellants in the above-captioned appeal (the "Appeal"), docketed in the United States District Court for the District of Court of Delaware (the "Court"), C.A. No. 20-1532, hereby move (the "Motion") the Court for entry of an order (the "Proposed Order"), attached hereto as **Exhibit A**, accepting under seal certain documents that were placed under seal in a case (the "Bankruptcy Case," Case No. 20-11548) and/or an adversary proceeding (the "Adversary Proceeding," Adv. Proc. No. 20-50833) pending in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") and included in *Platte River Midstream, LLC and DJ South Gathering, LLC's Designation*

of Record on Appeal and Statement of Issues (the "Designation of Record and Statement of Issues"), filed in the Bankruptcy Case on November 27, 2020, and in the above-captioned civil action before this Court on November 27, 2020. In support of this Motion, the Appellants respectfully state as follows:

1. Appellants have filed the Designation of Record and Statement of Issues with the Bankruptcy Court and with this Court identifying those items the Appellants seek to include in the appellate record in this case. The designation includes certain documents that were sealed by order of the Bankruptcy Court upon motions made by the debtors in the above-captioned Bankruptcy Case, the appellees in this Appeal (the "Debtors" or the "Appellees"), or the Appellants (collectively, the "Sealed Documents").

2. Bankruptcy Rule 8009(f) provides that the Sealed Documents may be transmitted to this Court only upon this Court's order. FED. R. BANKR. P. 8009(f). Bankruptcy Rule 8009(f) states:

> A document placed under seal by the bankruptcy court may be designated as part of the record on appeal. In doing so, a party must identify it without revealing confidential or secret information, but the bankruptcy clerk must not transmit it to the clerk of the court where the appeal is pending as part of the record. Instead, a party must file a motion with the court where the appeal is pending to accept the document under seal. If the motion is granted, the movant must notify the bankruptcy court of the ruling, and the bankruptcy clerk must promptly transmit the sealed document to the clerk of the court where the appeal is pending.

Id. The rule, "which is new and has no counterpart in the Appellate Rules, deals with the manner in which … secret or confidential information is to be protected in the event the document or documents containing such information are included in the record on appeal." Collier on Bankruptcy ¶ 8009.11 (Alan N. Resnick & Henry J. Sommer eds. 16th ed. 2016).

3. The Sealed Documents are:

a. *Brief in Support of Plaintiff's Motion for Summary Judgment* [Adv. D.I. 4];

b. *Platte River Midstream, LLC and DJ South Gathering, LLC's Response in Opposition to Extraction Oil & Gas, Inc.'s Motion for Summary Judgment* [Adv. D.I. 21];

c. *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* [D.I. 655];

d. *Reply in Support of Plaintiff's Motion for Summary Judgment* [Adv. D.I. 23];

e. *Defendants' Answer to Complaint and Counterclaims* [Adv. D.I. 24];

f. *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* [D.I. 681];

g. *Exhibits Admitted During October 07, 2020 Hearing: Elevation Exhibits 1-6, 11; Debtors' Exhibits 34-36; Grand Mesa Exhibits 5027, 5033*;

h. *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* [D.I. 801];

i. *Platte River Midstream, LLC and DJ South Gathering, LLC's Proposed Findings of Fact and Conclusions of Law* [Adv. D.I. 50];

j. *Proposed Findings of Fact and Conclusions of Law Filed by Extraction Oil & Gas, Inc.* [Adv. D.I. 51]; and

k *Exhibits Admitted During October 20, 2020 Hearing: Debtors' Exhibit 58; Elevation Exhibit 37*.

4. As the relief the Appellants seek is procedural, this Court may rule on it at any time without awaiting a response. FED. R. BANKR. P. 8013(b).

[Remainder of Page Intentionally Left Blank]

WHEREFORE, the Appellants respectfully request that this Court enter the Proposed Order, substantially in the form attached hereto as **Exhibit A**, accepting the Sealed Documents into the appellate record and granting any other relief that the Court deems just and proper under the circumstances.

Dated: November 27, 2020
Wilmington, Delaware

/s/ Brett S. Turlington

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CERTIFICATE OF SERVICE

I hereby certify that on November 27, 2020, I caused the foregoing to be electronically filed with the Clerk of the Court using CM/ECF, which will send notification of such filing to all registered participants, and served additionally, as indicated, on the service list below.

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/s/ Brett S. Turlington
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EXHIBIT A

Proposed Order

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

In re: EXTRACTION OIL & GAS, INC., *et al.*, Debtors.	Bankruptcy Case No. 20-11548 (CSS) (Jointly Administered)
PLATTE RIVER MIDSTREAM, LLC, DJ SOUTH GATHERING, LLC, AND PLATTE RIVER HOLDINGS, LLC, Appellants, v. EXTRACTION OIL & GAS, INC., Appellee.	Civil Action No. 20-1532 (CFC) Bankruptcy BAP No. 20-54

ORDER GRANTING APPELLANTS' MOTION TO ACCEPT DOCUMENTS UNDER SEAL INTO THE APPELLATE RECORD

Upon the Motion[1] of the Appellants in the Appeal for entry of an order (the "Order") accepting the Sealed Documents into the appellate record and granting any other relief that the Court deems just and proper under the circumstances, and this Court having reviewed and determined that the Motion establishes good cause for the relief granted herein,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.

2. The Clerk for the Bankruptcy Court is permitted and authorized to transmit to this Court those portions of the appellate record, as designated by the Appellants, which were received by the Bankruptcy Court under seal (the "Sealed Documents").

[1] Capitalized terms not otherwise defined herein as used as in the Motion.

3. This Court will accept, under seal, the Sealed Documents, and the Sealed Documents shall be dealt with by the parties pursuant to this Court's usual practices and procedures concerning sealed materials.

4. Upon entry, Appellants shall give notice of this Order to the Clerk for the Bankruptcy Court and counsel for the Appellees.

Dated: _____, 2020
Wilmington, Delaware

HONORABLE COLM F. CONNOLLY
UNITED STATES DISTRICT JUDGE