Docket #0012 Date Filed: 12/4/2020

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)
ANNETTE LEAZER; GORDON D. NISWENDER; JOY DEAN NISWENDER; H.L. WILLETT ESTATE; SAGLIO ENERGY LLC; OVERLAND OIL & GAS ADVISORY LLC; OVERLAND MINERALS AND ROYALTIES LLC; OVERLAND ENERGY PARTNERS FUND I LLC; OVERLAND ENERGY PARTNERS FUND II LLC; J A INVESTMENTS; BRIGHTON SOUTH, LLC; ATOMIC CAPITAL MINERALS, LLC; ACM FUND II LLC; TIMNATH LANDS LLC; RAWAH RESOURCES LLC; THUNDER RIDGE RESOURCES LLC; TRG OIL AND GAS; J MOODY; VAL MOODY; AND ALASKAN OIL AND RESOURCES, LLC,	Adversary Proceeding
Plaintiffs,	Case No. 20-50963 (CSS)
v.	**Re: A. D.I. 4**
EXTRACTION OIL & GAS, INC.; 7N, LLC; 8 NORTH, LLC; AXIS EXPLORATION, LLC; EXTRACTION FINANCE CORP.; MOUNTAINTOP MINERALS, LLC; NORTHWEST CORRIDOR HOLDINGS, LLC; TABLE MOUNTAIN RESOURCES, LLC; XOG SERVICES, LLC; AND XTR MIDSTREAM, 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.

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CERTIFICATION OF COUNSEL REGARDING ORDER APPROVING STIPULATION EXTENDING TIME

The undersigned counsel to the debtors and debtors in possession (the "Debtors" or "Defendants"), defendants in the above-captioned adversary proceeding, hereby certifies as follows:

1. On October 26, 2020, the above captioned Plaintiffs (the "Plaintiffs", together with the Debtors, the "Parties") filed the *Complaint* (A.D.I. 1) against Defendants, which initiated the above-captioned adversary proceeding.

2. On October 29, 2020, Plaintiffs filed the *Amended Complaint* (A.D.I. 4) against Defendants.

3. The Parties previously stipulated to extend the time for Defendants to answer or file a dispositive motion to December 4, 2020 (A.D.I. 7).

4. The deadline for Defendants to file an answer or dispositive motion, as previously extended, has not yet passed.

5. The Parties have entered into the *Stipulation Extending Time* (the "Stipulation") to further extend the Debtors' time to answer or to file a dispositive motion to December 11, 2020. A proposed form of order approving the Stipulation (the "Proposed Order") is attached hereto as Exhibit A. A copy of the Stipulation is attached to the Proposed Order as Exhibit 1. The Stipulation and Proposed Order have been reviewed and approved by the Parties.

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order, substantially in the form attached hereto as Exhibit A at its earliest convenience.

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Dated: December 4, 2020
Wilmington, Delaware

Respectfully submitted,

/s/ Stephen B. Gerald

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

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Exhibit A

(Proposed Order)

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)
ANNETTE LEAZER; GORDON D. NISWENDER; JOY DEAN NISWENDER; H.L. WILLETT ESTATE; SAGLIO ENERGY LLC; OVERLAND OIL & GAS ADVISORY LLC; OVERLAND MINERALS AND ROYALTIES LLC; OVERLAND ENERGY PARTNERS FUND I LLC; OVERLAND ENERGY PARTNERS FUND II LLC; J A INVESTMENTS; BRIGHTON SOUTH, LLC; ATOMIC CAPITAL MINERALS, LLC; ACM FUND II LLC; TIMNATH LANDS LLC; RAWAH RESOURCES LLC; THUNDER RIDGE RESOURCES LLC; TRG OIL AND GAS; J MOODY; VAL MOODY; AND ALASKAN OIL AND RESOURCES, LLC,	Adversary Proceeding Case No. 20-50963 (CSS) **Re: A. D.I. 4 and ___**
Plaintiffs,	
v.	
EXTRACTION OIL & GAS, INC.; 7N, LLC; 8 NORTH, LLC; AXIS EXPLORATION, LLC; EXTRACTION FINANCE CORP.; MOUNTAINTOP MINERALS, LLC; NORTHWEST CORRIDOR HOLDINGS, LLC; TABLE MOUNTAIN RESOURCES, LLC; XOG SERVICES, LLC; AND XTR MIDSTREAM, 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.

ORDER APPROVING STIPULATION EXTENDING TIME

Upon consideration of the *Stipulation Extending Time* (the "Stipulation")[2]; the Court having determined that good and adequate cause exists for approval of the Stipulation; and the Court having determined that no further notice of the Stipulation is necessary;

IT IS HEREBY ORDERED THAT

1. The Stipulation attached hereto as Exhibit 1 is APPROVED.

2. The terms of the Stipulation are incorporated in full as if set forth herein.

3. Defendants shall have until December 11, 2020 to answer or file a dispositive motion in response to Plaintiffs' *Amended Complaint*.

4. This Order is without prejudice to the rights of any party to seek a further extension if and as appropriate.

5. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to the implementation, interpretation and enforcement of this Order.

[2] Capitalized terms used herein, but not otherwise defined, shall have the meanings ascribed to them in the Stipulation.

Exhibit 1

(Stipulation)

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)
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STIPULATION EXTENDING TIME

The above-captioned Defendants ("Defendants") and the above-captioned Plaintiffs ("Plaintiffs"), by and through undersigned counsel, hereby stipulate and agree as follows:

WHEREAS, on October 26, 2020, Plaintiffs filed the *Complaint* (A.D.I. 1) against Defendants, which initiated the above-captioned adversary proceeding;

WHEREAS, on October 29, 2020, Plaintiffs filed the *Amended Complaint* (A.D.I. 4) against Defendants;

WHEREAS, the Parties previously stipulated to extend the time for Defendants to answer or file a dispositive motion to December 4, 2020 (A.D.I. 7);

WHEREAS, the deadline for Defendants to file an answer or dispositive motion, as previously extended, has not yet passed;

WHEREAS, the Parties have stipulated to extend the time for Defendants to answer or file a dispositive motion to December 11, 2020;

THEREFORE, in consideration of the foregoing, and pursuant to Rule 7012-2 of the Local Rules of the Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, the Parties stipulate and agree that:

1. Defendants shall have until December 11, 2020 to answer or file a dispositive motion in response to Plaintiffs' *Amended Complaint*.

2. The Parties reserve the right to request further extensions of time and to seek entry of further stipulations to that effect.

3. Except as specifically set forth herein, all rights, claims and defenses of the Parties are fully preserved.

(*Signature page follows*)

Dated: December 4, 2020

/s/ *Maria Aprile Sawczuk*

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Dated: December 4, 2020

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