Docket #0013 Date Filed: 12/7/2020

**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 and 12** |
| 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.

2011548201207000000000008

**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 def ed to them in the Stipulation.

**Dated: December 7th, 2020**
**Wilmington, Delaware**

**CHRISTOPHER S. SONTCHI**
**UNITED STATES BANKRUPTCY JUDGE**

**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) |
| 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<br>Case No. 20-50963 (CSS)<br>**Re: A. D.I. 4** |
| 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.

**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*

**GOLDSTEIN & MCCLINTOCK LLLP**
Maria Aprile Sawczuk (DE No. 3320)
501 Silverside Road, Suite 65
Wilmington, Delaware 19809
Telephone: (302) 444-6710
Email: marias@goldmclaw.com

-and-

**HAMRE, RODRIGUEZ, OSTRANDER & DINGESS, P.C.**
Steven Louis-Prescott (admitted *pro hac vice*)
3600 S. Yosemite Street, Suite 500
Denver, Colorado 80237-1829
Telephone: (303) 779-0200
Email: poolsteven@hrodlaw.com

- and -

**SKEEN & SKEEN, P.C.**
Matthew D. Skeen, Jr.
217 East 7th Avenue
Denver, Colorado 80203
Telephone: (720) 507-0270
Email: jrskeen@skeen-skeen.com

*Counsel to Plaintiffs*

Dated: December 4, 2020

/s/ *Stephen B. Gerald*

**WHITEFORD, TAYLOR & PRESTON LLC**[2]
Marc R. Abrams (DE No. 955)
Richard W. Riley (DE No. 4052)
Stephen B. Gerald (DE No. 5857)
The Renaissance Centre
405 North King Street, Suite 500
Wilmington, Delaware 19801
Telephone: (302) 353-4144
Facsimile: (302) 661-7950
Email: mabrams@wtplaw.com
rriley@wtplaw.com
sgerald@wtplaw.com

- and -

**KIRKLAND & ELLIS LLP**
**KIRKLAND & ELLIS INTERNATIONAL LLP**
Christopher Marcus, P.C. (admitted *pro hac vice*)
Allyson Smith Weinhouse (admitted *pro hac vice*)
Ciara Foster (admitted *pro hac vice*)
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
Email: christopher.marcus@kirkland.com
allyson.smith@kirkland.com
ciara.foster@kirkland.com

- and -

**KIRKLAND & ELLIS LLP**
**KIRKLAND & ELLIS INTERNATIONAL LLP**
Anna Rotman, P.C. (admitted *pro hac vice*)
Kenneth Young (admitted *pro hac vice*)
609 Main Street
Houston, Texas 77002
Telephone: (713) 836-3600
Facsimile: (713) 836-3601
Email: anna.rotman@kirkland.com
kenneth.young@kirkland.com

*Counsel to Defendants*

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