**IN THE UNITED STATES BANKRUPTCY COURT**
**FOR THE DISTRICT OF DELAWARE**

| | |
|---|---|
| In re:<br><br>EXTRACTION OIL & GAS, INC., *et al.*,[1]<br><br>Debtors. | Chapter 11<br><br>Case No. 20-11548 (CSS)<br><br>(Jointly Administered) |
| EXTRACTION OIL & GAS, INC.,<br><br>Plaintiff,<br><br>v.<br><br>PLATTE RIVER MIDSTREAM, LLC and DJ SOUTH GATHERING, LLC<br><br>Defendants. | Adversary Proceeding<br><br>Adv. Proc. No. 20-50833 (CSS)<br><br>**RE: A. D.I. 24** |

**STIPULATION FOR DISMISSAL WITH PREJUDICE**

Pursuant to Rule 7041 of the Federal Rules of Bankruptcy Procedure, Plaintiff Extraction Oil & Gas, Inc. ("Extraction") and Defendants Platte River Midstream, LLC ("PRM"), and DJ South Gathering, LLC ("DJS"), (together, "Platte River") hereby stipulate to the dismissal with prejudice of Platte River's counterclaims against Extraction [A. D.I. 24], with each party to bear its own attorneys' fees and costs, including court costs and expert fees.

[1] The Debtors in the 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.

DATED this 4th day of February, 2021.

*/s/ Curtis S. Miller*
Curtis S. Miller (No. 4853)
Brett S. Turlington (No. 6705)
**MORRIS, NICHOLS, ARSHT & TUNNELL LLP**
1201 Market Street, 16th Floor
Wilmington, Delaware 19801
Telephone: (302) 658-9200
Facsimile: (302) 658-3989
Email: cmiller@morrisnichols.com
bturlington@morrisnichols.com

- and -

Matthew J. Ochs (Colorado No. 31713)
Christopher A. Chrisman (Colorado No. 33132)
Michelle R. Seares (Colorado No. 54455)
**HOLLAND & HART LLP**
555 17th Street, Suite 3200,
Denver, CO 80202
Telephone: (303) 295-8000
Email: mjochs@hollandhart.com
cachrisman@hollandhart.com
mrseares@hollandhart.com

- and -

Brianne McClafferty (Montana No. 36411453)
**HOLLAND & HART LLP**
401 North 31st Street, Suite 1500
Billings, MT 59101
Telephone: (406) 896-4642
Email: bcmcclafferty@hollandhart.com

Counsel to Platte River Midstream, LLC, and DJ South Gathering, LLC

*/s/ Stephen B. Gerald*
Richard W. Riley (No. 4052)
Stephen B. Gerald (No. 5857)
Marc R. Abrams (No. 955)
**Whiteford, Taylor & Preston LLC**[2]
The Renaissance Center
405 North King Street, Suite 500
Wilmington, DE 19801
Telephone No.: (302) 353-4144
Email: rriley@wtplaw.com
sgerald@wtplaw.com
mabrams@wtplaw.com

- and -

Christopher Marcus, P.C. (admitted *pro hac vice*)
Allyson Smith Weinhouse (admitted *pro hac vice*)
Ciara Foster (admitted *pro hac vice*)
**Kirkland & Ellis LLP**
**Kirkland & Ellis International LLP**
601 Lexington Avenue
New York, New York 10022
Telephone No.: (212) 446-4800
Email: christopher.marcus@kirkland.com
allyson.smith@kirkland.com
ciara.foster@kirkland.com

- and -

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

Counsel to Extraction Oil & Gas, Inc.

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

**CERTIFICATE OF SERVICE**

I, Brett S. Turlington, certify that I am not less than 18 years of age, and that service of the foregoing *Stipulation for Dismissal with Prejudice* was caused to be made on February 4, 2021, via CM/ECF upon those parties registered to receive such electronic notifications and served additionally, as indicated, upon the parties identified below.

**VIA ELECTRONIC MAIL**

Richard L. Schepacarter
OFFICE OF THE UNITED STATES TRUSTEE
U.S. Department of Justice
844 King Street, Suite 2207
Lockbox #35
Wilmington, DE 19801
richard.schepacarter@usdoj.gov

Marc R. Abrams
Richard W. Riley
Stephen B. Gerald
WHITEFORD, TAYLOR & PRESTON LLC
The Renaissance Centre
405 North King Street, Suite 500
Wilmington, Delaware 19801
mabrams@wtplaw.com
rriley@wtplaw.com
sgerald@wtplaw.com

Anna G. Rotman, P.C.
Jamie Aycock
Kenneth A. Young
KIRKLAND & ELLIS LLP
609 Main Street
Houston, TX 77002
anna.rotman@kirkland.com
jamie.aycock@kirkland.com
kenneth.young@kirkland.com

Christopher Marcus, P.C.
Allyson Smith Weinhouse
Ciara Foster
KIRKLAND & ELLIS LLP
601 Lexington Avenue
New York, New York 10022
christopher.marcus@kirkland.com
allyson.smith@kirkland.com
ciara.foster@kirkland.com

Date: February 4, 2021

*/s/ Brett S. Turlington*
Brett S. Turlington (No. 6705)