

UNITED STATES BANKRUPTCY COURT FOR THE  
DISTRICT OF DELAWARE

In re:

EXTRACTION OIL & GAS, INC., *et al.*,<sup>1</sup>  
Debtors.

Chapter 11

Case No. 20-11548 (CSS)  
Jointly Administered

EXTRACTION OIL & GAS, INC.  
Plaintiff,

Adversary Proceeding  
Case No. 20-50839(CSS)

v.

ELEVATION MIDSTREAM, LLC  
Defendant.

**DEFENDANT'S MOTION FOR SUMMARY JUDGMENT**

1. Pursuant to Rule 56 of the Federal Rules of Civil Procedure, made applicable to this adversary proceeding under Rules 7001 and 7056 of the Federal Rules of Bankruptcy Procedure, Elevation Midstream, LLC ("Elevation") moves for summary judgment. Elevation requests that the Court enter an order granting judgment on the declaration judgment claims filed by Extraction Oil & Gas, Inc. ("Extraction"), declaring that the following agreements run with the land: (1) the Gas Gathering and Compression Agreement, between Elevation and Extraction; (2) the Crude Oil Gathering and Stabilization Agreement, between Elevation and Extraction; and (3) the Produced Water Gathering Agreement, between Elevation and Extraction, and granting such other and further relief as is just and proper. Elevation submits a proposed order as Exhibit A.

<sup>1</sup> 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 (8170k); 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.



2. The reasons for the relief requested herein are set forth in the accompanying *Brief in Support of Defendant's Cross-Motion for Summary Judgment*, which is being filed concurrently herewith and is incorporated herein by reference. There are not material facts in dispute that would preclude the Court from granting summary judgment in favor of Elevation.

3. Pursuant to Rule 7012(b) of the Federal Rules of Bankruptcy Procedure and Rule 7012-1 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware, Elevation consents to the entry of a final order or judgment on the Motion by this Court if it is determined that the Court, absent consent of the parties, cannot enter a final order or judgment consistent with Article III of the United States Constitution.

**PRAYER FOR RELIEF**

WHEREFORE, Elevation respectfully requests that the Court grant summary judgment on Extraction's declaratory judgment claims and enter an order that the Gathering Agreements between Extraction and Elevation run with the land, and award such other and further relief as the Court deems just and proper.

Dated: September 10, 2020  
Wilmington, Delaware

Respectfully submitted,

By: /s/ Paul N. Heath

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Directors of Elevation Midstream, LLC and to  
GSO EM Holdings LP*

# EXHIBIT A

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

	)	
In re:	)	Chapter 11
	)	
EXTRACTION OIL & GAS, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 20-11548 (CSS)
Debtors.	)	Jointly Administered
	)	
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	)	
EXTRACTION OIL & GAS, INC.	)	Adversary Proceeding
Plaintiff,	)	Case No. 20-50839(CSS)
	)	
v.	)	
	)	
ELEVATION MIDSTREAM, LLC	)	
Defendant.	)	
	)	
	)	

## **ORDER GRANTING DEFENDANT'S CROSS-MOTION FOR SUMMARY JUDGMENT**

On this date the Court considered Defendant Elevation Midstream, LLC's Cross-Motion for Summary Judgment. The Court finds that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; that this is a core proceeding under 28 U.S.C. § 157(b)(2); that it may enter a final order consistent with Article III of the United States Constitution; that it has proper venue of this proceeding and the Motion in this District is proper under 28 U.S.C. §§ 1408 and 1409. The Court finds that Elevation provided proper notice

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of the Motion, that there was an opportunity for a hearing on the Motion as appropriate under the circumstances, and no other notice need be provided.

After reviewing the Motion, the Brief in Support, all related briefing and evidence, and argument of counsel, the Court finds that the legal and factual bases set forth in the Motion, the Brief in Support, and the hearing establish just cause for the relief granted herein. After due deliberation and sufficient cause appearing thereof, it is **HEREBY ORDERED THAT:**

1. Elevation's Cross-Motion for Summary is GRANTED.
2. Summary judgment is granted on Count I of the Complaint under 28 U.S.C. § 2201 in favor of Elevation, and the Court issues a declaration that the Gas Gathering and Compression Agreement, between Elevation and Extraction, runs with the land, and contains covenants that run with the land, as a matter of law.
3. Summary judgment is granted on Count II of the Complaint under 28 U.S.C. § 2201 in favor of Elevation, and the Court issues a declaration that the Crude Oil Gathering and Stabilization Agreement, between Elevation and Extraction, runs with the land, and contains covenants that run with the land, as a matter of law.
4. Summary judgment is granted on Count III of the Complaint under 28 U.S.C. § 2201 in favor of Elevation, and the Court issues a declaration that the Produced Water Gathering Agreement, between Elevation and Extraction, runs with the land, and contains covenants that run with the land, as a matter of law.
5. The Court shall retain jurisdiction with respect to all matters arising from or relating to the implementation of this Order.