

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	
	)	Chapter 11
	)	
EXTRACTION OIL & GAS, INC. <i>et al.</i> ,	)	Case No. 20-11548 (CSS)
	)	
Debtors.	)	(Jointly Administered)
	)	
EXTRACTION OIL & GAS, INC.,	)	
	)	
Plaintiff,	)	Adversary Proceeding
	)	
v.	)	Adv. Proc. No. 20-50813 (CSS)
	)	
REP PROCESSING, LLC,	)	Re: Docket No. 7
	)	
Defendant.	)	

**CERTIFICATE OF NO OBJECTION REGARDING PLAINTIFF'S MOTION FOR  
ENTRY OF AN ORDER AUTHORIZING PLAINTIFF TO FILE UNDER SEAL  
DEBTORS' COMPLAINT AND MOTION FOR SUMMARY JUDGMENT**

The undersigned hereby certifies that as follows:

1. On August 17, 2020, the debtors and debtors in possession (collectively, the "Debtors") filed the *Plaintiff's Motion for Entry of an Order Authorizing Plaintiff to File Under Seal Debtors' Complaint and Motion for Summary Judgment* [Docket No. 7] (this "Motion") with the United States Bankruptcy Court for the District of Delaware (the "Court"). A proposed form of order approving the Motion was attached to the Motion as Exhibit A thereto (the "Proposed Order").

2. Pursuant to Local Rule 7007-4, objections to the Motion were to be filed and served no later than August 31, 2020. As of the date hereof, the undersigned further certifies that he has reviewed the Court's docket in this proceeding and no answer or other responsive pleading to the



201154820102000000000006

Motion appears thereon. In addition, the undersigned has not otherwise received any formal or informal comments to the Proposed Order.

**WHEREFORE**, the Debtors respectfully requests that the Proposed Order attached hereto as **Exhibit A**, be entered at the earliest convenience of the Court.

*[Remainder of the Page Intentionally Left Blank]*

Dated: October 19, 2020  
Wilmington, Delaware

*/s/ Stephen B. Gerald*

---

**WHITEFORD, TAYLOR & PRESTON LLC<sup>1</sup>**

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

*Co-Counsel to the Debtors and Debtors in Possession*

---

<sup>1</sup> Whiteford, Taylor & Preston LLC operates as Whiteford Taylor & Preston L.L.P. in jurisdictions outside of Delaware.

**Exhibit A**

**Proposed Order**

**IN THE 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)
EXTRACTION OIL & GAS, INC., <i>et al.</i> ,	)	
	)	Adversary Proceeding
	)	Adv. Proc. No. 20-50813 (CSS)
	)	
v.	)	<b>Re: Docket No. 7</b>
REP PROCESSING, LLC,	)	
Defendant.	)	
	)	
	)	

## ORDER AUTHORIZING THE DEBTORS TO FILE UNDER SEAL DEBTORS' COMPLAINT AND MOTION FOR SUMMARY JUDGMENT

Upon the motion (the “Motion to Seal”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”), (a) authorizing the Debtors to file under seal Debtors’ *Complaint* and Debtors’ *Motion for Summary Judgment* (the “Pleadings”); and this Court having jurisdiction to consider the Motion to Seal pursuant to 28 U.S.C. §§ 157 and 1334; and venue being proper before this Court pursuant to 28 U.S.C. §§1408 and 1409; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court

<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 (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.

having found that proper and adequate notice of the Motion to Seal has been provided under the circumstances; and after due deliberation thereon; and there being good and sufficient cause;

**IT IS HEREBY ORDERED THAT:**

1. The Motion to Seal is granted as set forth herein.
2. Pursuant to sections 105(a) and 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018 and Bankruptcy Local Rule 9018-1(d), Debtors are authorized to file unredacted copies of the Pleadings under seal.
3. Unredacted copies of the Pleadings shall not be made available to anyone except for this Court, the Office of the United States Trustee, REP Processing LLC (“REP”), any person or entity upon consent of the Debtors and REP, and others upon further Court order.
4. Debtors are authorized to file on this Court’s docket and to serve on all parties a redacted copy of the Pleadings.
5. Any Bankruptcy Rule (including Bankruptcy Rule 6004(h)) or Bankruptcy Local Rule that might otherwise delay the effectiveness of this Order is hereby waived, and the terms and conditions of this Order shall be effective and enforceable immediately upon its entry.
6. This Order is without prejudice to the rights of any party in interest to seek to unseal and make public any portion of the material filed under seal.
7. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion to Seal.
8. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.