

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

|   |   |                                 |
|---|---|---------------------------------|
| In re:                                      | ) |                                 |
|   | ) | Chapter 11                      |
| EXTRACTION OIL & GAS, INC., <i>et al.</i> , | ) |                                 |
|   | ) | Case No. 20-11548 (CSS)         |
| Debtors.                                    | ) |                                 |
|   | ) |                                 |
| GRAND MESA PIPELINE, LLC,                   | ) |                                 |
|   | ) |                                 |
| Appellant,                                  | ) | Civil Action No.: 20-1411 (CFC) |
|   | ) |                                 |
| v.  | ) |                                 |
|   | ) | BAP No. 20-43                   |
| EXTRACTION OIL & GAS, INC.                  | ) |                                 |
|   | ) |                                 |
| Appellee.                                   | ) |                                 |
|   | ) |                                 |

**APPELLEE EXTRACTION OIL & GAS, INC.’S MOTION TO ACCEPT  
DOCUMENTS UNDER SEAL INTO APPELLATE RECORD**

Pursuant to Federal Rule of Bankruptcy Procedure 8009(f), Appellee Extraction Oil & Gas, Inc. (Extraction) moves this Court to accept into the record of this appeal the document designated as “[Sealed]” in Extraction’s *Designation of Additional Items To Be Included In The Record On Appeal* (“Sealed Portion”) filed in the Bankruptcy Court at Docket No. 1122 and in this case at Docket No. 15. In support of this motion, Extraction states as follows:

1. This appeal arises from Extraction’s efforts to reject in bankruptcy an executory contract between it and Appellant Grand Mesa Pipeline, LLC (Grand Mesa). After Extraction submitted its rejection motion to the Bankruptcy Court the day after filing for bankruptcy, Grand Mesa filed an objection. Immediately after filing that objection, Grand Mesa filed a separate motion arguing that the Federal Energy Regulatory Commission (FERC) had to approve Extraction’s proposed rejection as consistent with the public interest. Grand Mesa’s motion



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contended that Chapter 11's automatic-stay provision did not prohibit such proceedings before FERC and that, in all events, good cause existed to lift the automatic stay so as to allow for these proceedings before FERC. The Bankruptcy Court denied Grand Mesa's automatic-stay-related motion, leading to this appeal.

2. Pursuant to Federal Rule of Bankruptcy Procedure 8009(a)(1), Grand Mesa filed its designation of items to be included in the record on appeal, which included (among other things) Extraction's rejection motion and Grand Mesa's objection. *See* D.Ct.Dkt.7; Bankr.Ct.Dkt.984. Grand Mesa's designations did not, however, include Extraction's reply brief in support of rejection.

3. Accordingly, pursuant to Federal Rule of Bankruptcy Procedure 8009(a)(2), Extraction filed a designation of additional items to be included in the record on appeal, which included the reply brief in support of rejection. *See* D.Ct.Dkt.15; Bankr.Ct.Dkt.1122. In the Bankruptcy Court, Extraction had filed a sealed version of that reply brief, along with a redacted version. Extraction designated both versions to be included in the record on appeal, specifically designating the former as "[Sealed]."

4. Federal Rule of Bankruptcy Procedure 8009(f) expressly permits a party to a bankruptcy appeal to designate a sealed item to be included in the record on appeal, but it further provides that the "party must file a motion with the court where the appeal is pending to accept the document under seal." Fed. R. Bankr. P. 8009(f). Then, "[i]f the motion is granted, the movant must notify the bankruptcy court of the ruling, and the bankruptcy clerk must promptly transmit the sealed document to the clerk of the court where the appeal is pending." Fed. R. Bankr. P. 8009(f).

5. Consistent with this rule, Extraction respectfully requests that this Court accept into the record of this appeal the sealed version of Extraction's reply brief in support of rejection, which will provide this Court with a more complete record of the proceedings in the Bankruptcy Court.

6. Because the relief that Extraction seeks is procedural, this Court may rule on it at any time without awaiting a response. *See* Fed. R. Bankr. P. 8013(b); 10 *Collier on Bankruptcy* ¶8009.11 (16th ed. 2020).

WHEREFORE, Extraction respectfully requests that this Court enter an order, substantially in the form attached as Exhibit A (a copy of which Extraction will transmit to the Bankruptcy Court), accepting the Sealed Portion into the appellate record and granting such other relief as it deems just and proper.

Dated: November 18, 2020  
Wilmington, Delaware

/s/ Richard W. Riley

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

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*Co-Counsel to Appellee Extraction Oil & Gas, Inc.*

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

**Certificate of Service**

I, Richard W. Riley, certify that on November 18, 2020, I electronically filed the foregoing document using CM/ECF. I also certify that service of the foregoing document was caused to be made on November 18, 2020, on the following counsel by electronic mail:

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**EXHIBIT A**

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FOR THE DISTRICT OF DELAWARE**

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| EXTRACTION OIL & GAS, INC.                  | ) |                                 |
|   | ) |                                 |
| Appellee.                                   | ) |                                 |
|   | ) |                                 |

**ORDER GRANTING APPELLEE’S MOTION  
TO ACCEPT DOCUMENTS UNDER SEAL INTO APPELLATE RECORD**

Upon the Motion of Appellee to Accept Documents Under Seal into Appellate Record (the “Motion”), for good cause shown; it is hereby ORDERED, ADJUDGED, and DECREED that:

1. The Motion is granted; and
2. The Clerk for the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) is permitted and authorized to transmit to the United States District Court for the District of Delaware (the “District Court”) those portions of the appellate record, as designated by the Appellee, that were received by the Bankruptcy Court under seal (the “Sealed Portion”).
3. This Court will accept, under seal, the Sealed Portion, and the Sealed Portion shall be dealt with by the parties pursuant to this Court’s usual practices and procedures concerning sealed materials.

Dated: \_\_\_\_\_, 2020  
Wilmington, Delaware

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THE HONORABLE COLM F. CONNOLLY  
UNITED STATES DISTRICT COURT JUDGE