

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

In re:

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

Debtors.

GRAND MESA PIPELINE, LLC,

Appellant,

v.

EXTRACTION OIL & GAS, INC.,

Appellee.

CIVIL ACTION No. 20-cv-01521-CFC

Bankruptcy Case No. 20-11548 (CSS)  
Bankruptcy BAP No. 20-53

**APPELLANT GRAND MESA PIPELINE, LLC’S MOTION TO ACCEPT  
DOCUMENTS UNDER SEAL INTO THE RECORD ON APPEAL**

Appellant Grand Mesa Pipeline, LLC (“Grand Mesa”), pursuant to Federal Rule of Bankruptcy Procedure 8009(f), respectfully moves this Court to accept into the record on appeal the sealed items included in Grand Mesa’s Designation of Record on Appeal (the “Sealed Portion”) filed in the bankruptcy court at Docket Entry 1173 and in this case at Docket Entry 13 (the “Designation of Record”). In support of this motion, Grand Mesa states as follows:

1. This appeal arises from Debtor-Appellee Extraction Oil & Gas, Inc.’s motion to reject transportation service agreements between it and Grand Mesa in the bankruptcy court. (D.I. 14). Grand Mesa opposed this motion (D.I. 363), which the bankruptcy court granted.

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<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.



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(D.I. 942; D.I. 1038). The bankruptcy court's bench ruling and order granting the motion to reject, *id.*, are the basis of this appeal.

2. Pursuant to Federal Rule of Bankruptcy Procedure 8009(a)(1) and Local Rule 8009-1 of the Bankruptcy Court for the District of Delaware, Grand Mesa filed its designation of items to be included in the record on appeal, which included the transcripts of hearings dated October 7, 2020 (D.I. 812) and October 27, 2020 (D.I. 926), during which certain exhibits were admitted under seal:<sup>2</sup>

- Grand Mesa Ex. 5027, Letter re Non-Binding Proposal for Crude Oil Pipeline Services (admitted during the October 7, 2020 hearing);
- Grand Mesa Ex. 5031, Crude Oil Purchase Proposal (admitted during the October 7, 2020 hearing);
- Grand Mesa Ex. 5033, Non-Binding Transportation & Storage Proposal for [Redacted] Pipeline System (admitted during the October 7, 2020 hearing); and
- Grand Mesa Ex. 5100, Sealed Declaration of Matthew O'Loughlin filed in support of Grand Mesa's opposition to the motion to reject. (D.I. 892; also admitted during the October 27, 2020 hearing).

3. Under Federal Rule of Bankruptcy Procedure 8009(f), a party to a bankruptcy appeal may designate a sealed item to be included in the record on appeal and "must file a motion with the court where the appeal is pending to accept the document under seal." Fed. R. Bankr. P. 8009(f). "If 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).

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<sup>2</sup> As set forth in the Designation of Record, "[e]ach designated item shall also include any and all exhibits and documents annexed to and/or referenced within such items." (Doc. No. 13).

4. Consistent with this rule, Grand Mesa respectfully requests this Court to accept into the record of this appeal the Sealed Portion.

5. Because the relief that Grand Mesa seeks is procedural, this Court may rule on it at any time without awaiting a response. *See* Fed. R. Bankr. P. 8013(b).

6. Should the Court grant this motion, Grand Mesa will submit to this Court a sealed Notice of Filing attaching Grand Mesa Exhibits 5027, 5031, and 5033—which are “exhibits submitted during a hearing”—as they lack a docket number. *See* Bankr. D. Del. L.R. 8009-1(b) (providing that “[i]n the event that a document identified in the designations does not have a docket number (e.g., exhibits submitted during a hearing, etc.) such documents shall be filed electronically with the Clerk of . . . the District Court (if the appeal has been docketed in the District Court)”).

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

Dated: December 10, 2020

Respectfully submitted,

GREENBERG TRAURIG, LLP

/s/ Dennis A. Meloro

Dennis A. Meloro (DE Bar No. 4435)

The Nemours Building

1007 North Orange Street

Suite 1200

Wilmington, DE 19801

Telephone: 302-661-7000

Facsimile: 302-661-7360

Email: [melorod@gtlaw.com](mailto:melorod@gtlaw.com)

-and-

Elliot H. Scherker (*pro hac vice*)

Brigid F. Cech Samole (*pro hac vice*)  
Katherine M. Clemente (*pro hac vice*)  
Greenberg Traurig, P.A.  
333 Southeast Second Avenue  
Suite 4400  
Miami, FL 33131  
Telephone: 305-579-0500  
Facsimile: 305-579-0717  
Email: [scherkere@gtlaw.com](mailto:scherkere@gtlaw.com)  
[cechsamoleb@gtlaw.com](mailto:cechsamoleb@gtlaw.com)  
[clementek@gtlaw.com](mailto:clementek@gtlaw.com)  
[miamiappellateservice@gtlaw.com](mailto:miamiappellateservice@gtlaw.com)

*Counsel for Appellant,  
Grand Mesa Pipeline, LLC*

**CERTIFICATE OF SERVICE**

I HEREBY CERTIFY that on December 10, 2020, I electronically filed the foregoing document using CM/ECF. I also certify that the foregoing document is being served this day on all counsel of record on the service list below, via transmission of Notices of Electronic Filing generated by CM/ECF, electronic mail, and/or first-class U.S. mail.

/s/ Dennis A. Meloro

Dennis A. Meloro (DE Bar No. 4435)

**SERVICE LIST**

<b><u>Debtor-Appellee</u></b>  Extraction Oil & Gas, Inc.	 Marc Abrams Whiteford Taylor Preston LLC The Renaissance Centre, Suite 500 405 North King Street Email: <a href="mailto:mabrams@wtplaw.com">mabrams@wtplaw.com</a>  William E. Arnault Kirkland & Ellis LLP 300 North LaSalle Chicago, IL 60654 Email: <a href="mailto:william.arnault@kirkland.com">william.arnault@kirkland.com</a>  Jamie Aycock Kirkland & Ellis LLP 609 Main St. Houston, TX 77002 Email: <a href="mailto:jamie.aycock@kirkland.com">jamie.aycock@kirkland.com</a>  Stephanie Cohen Kirkland & Ellis LLP 300 N. LaSalle Chicago, IL 60654 Email: <a href="mailto:stephanie.cohen@kirkland.com">stephanie.cohen@kirkland.com</a>  Ross Fiedler Kirkland & Ellis LLP 601 Lexington Ave. New York, NY 10022 Email: <a href="mailto:ross.fiedler@kirkland.com">ross.fiedler@kirkland.com</a>
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Ciara Foster  
Kirkland & Ellis LLP  
601 Lexington Avenue  
New York, NY 10022  
Email: [ciara.foster@kirkland.com](mailto:ciara.foster@kirkland.com)

Stephen Brett Gerald  
Whiteford Taylor Preston LLC  
The Renaissance Centre, Suite 500  
405 North King Street  
Wilmington, DE 19801  
Email: [sgerald@wtplaw.com](mailto:sgerald@wtplaw.com)

Kevin G. Hroblak  
Whiteford, Taylor & Preston, LLP  
7 St. Paul Street  
Suite 1400  
Baltimore, MD 21202  
Email: [khroblak@wtplaw.com](mailto:khroblak@wtplaw.com)

Kevin Liang  
Kirkland & Ellis LLP  
601 Lexington Ave.  
New York, NY 10022  
Email: [kevin.liang@kirkland.com](mailto:kevin.liang@kirkland.com)

Christopher Marcus PC  
Kirkland & Ellis LLP  
Kirkland & Ellis INTL LLP  
601 Lexington Avenue  
New York, NY 10022  
Email: [christopher.marcus@kirkland.com](mailto:christopher.marcus@kirkland.com)

Christian Menefee  
Kirkland & Ellis LLP  
609 Main St.  
Houston, TX 77002  
Email: [christian.menefee@kirkland.com](mailto:christian.menefee@kirkland.com)

Richard W. Riley  
Whiteford Taylor Preston LLC  
The Renaissance Centre, Suite 500  
405 North King Street  
Wilmington, DE 19801  
Email: [rriley@wtplaw.com](mailto:rriley@wtplaw.com)

Anna Rotman  
Kirkland & Ellis LLP  
609 Main St.  
Houston, TX 77002  
Email: [anna.rotman@kirkland.com](mailto:anna.rotman@kirkland.com)

Rebekah Sills  
Kirkland & Ellis LLP  
609 Main St.  
Houston, TX 77002  
Email: [rebekah.mcentire@kirkland.com](mailto:rebekah.mcentire@kirkland.com)

Evan Swager  
Kirkland & Ellis LLP  
609 Main St.  
Houston, TX 77002  
Email: [evan.swager@kirkland.com](mailto:evan.swager@kirkland.com)

Allyson Smith Weinhouse  
Kirkland & Ellis LLP  
601 Lexington Avenue  
New York, NY 10022  
Email: [allyson.smith@kirkland.com](mailto:allyson.smith@kirkland.com)

Kenneth A Young  
Kirkland & Ellis LLP  
609 Main St.  
Houston, TX 77002  
Email: [kenneth.young@kirkland.com](mailto:kenneth.young@kirkland.com)

# **EXHIBIT A**



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

In re:

EXTRACTION OIL & GAS, INC., *et al.*,

Debtors.

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GRAND MESA PIPELINE, LLC,

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CIVIL ACTION No. 20-cv-01521-CFC

Bankruptcy Case No. 20-11548 (CSS)

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**ORDER GRANTING APPELLANT GRAND MESA PIPELINE, LLC’S MOTION TO  
ACCEPT DOCUMENTS UNDER SEAL INTO THE RECORD ON APPEAL**

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

1. The Motion is granted; and
2. Appellant is ordered to submit a Notice of Filing under seal attaching those portions of the record on appeal, as designated by the Appellant, that were received by the Bankruptcy Court as sealed exhibits during the hearings dated October 7 and October 27, 2020 (Grand Mesa Exhibits 5027, 5031, and 5033); and
3. 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 record on appeal, as designated by the Appellant, that were received by the Bankruptcy Court under seal (Bankr. D.I. 892).

4. This Court will accept, under seal, the Sealed Portion, and the Sealed Portion shall be handled 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