

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

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In re:		) Chapter 11
		)
EXTRACTION OIL & GAS, INC., <i>et al.</i> , <sup>1</sup>		) Case No. 20-11548 (CSS)
		)
Debtors.		)
<hr/>		)
PLATTE RIVER MIDSTREAM, LLC <i>et al.</i> ,		)
		)
Appellants,		) Civil Action No.: 20-1532 (CFC)
		)
v.		)
		) BAP No. 20-54
EXTRACTION OIL & GAS, INC.		)
		)
Appellee.		)
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**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 documents 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. 1318 and in this case at Docket No. 27. In support of this motion, Extraction states as follows:

1. This appeal arises from Extraction’s efforts to reject in bankruptcy certain executory contracts between it and Appellants Platte River Midstream, LLC and DJ South

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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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Gathering, LLC (collectively, Appellants). In a bench ruling dated November 2, 2020 and in an order dated November 10, 2020, the Bankruptcy Court authorized Extraction to reject those executory contracts, leading to this appeal.

2. Pursuant to Federal Rule of Bankruptcy Procedure 8009(a)(1), Appellants filed their designation of items to be included in the record on appeal. *See* D.Ct.Dkt.13; Bankr.Ct.Dkt.1190. Appellants' designations did not include certain sealed documents and exhibits filed with the Bankruptcy Court that are relevant to the rejection issues—namely, the following materials: (1) [Sealed] Debtors' Motion for Entry of an Order Enforcing the Automatic Stay Against ARB Midstream, LLC and Platte River Midstream, LLC (*see* Bankr.Ct.Dkt.950); (2) [Sealed] Debtors' Reply in Support of Debtors' Motion for Entry of an Order Enforcing the Automatic Stay Against ARB Midstream, LLC and Platte River Midstream, LLC (*see* Bankr.Ct.Dkt.1072); (3) [Sealed] Notice of Filing of Exhibits to Brief in Support of Plaintiff's Motion for Summary Judgment (*see* Adv.Dkt.5); and (4) [Sealed] Answer to Complaint, Counterclaim by DJ South Gathering, LLC, Platte River Midstream, LLC Against Extraction Oil & Gas, Inc. (*see* Adv.Dkt.53).<sup>2</sup>

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 those sealed documents and exhibits. *See* D.Ct.Dkt.27; Bankr.Ct.Dkt.1318. Extraction specifically designated those documents 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

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<sup>2</sup> “Adv.Dkt.” refers to the docket in Adversary Proceeding No. 20-50833.

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 aforementioned sealed documents and exhibits, 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: December 11, 2020  
Wilmington, Delaware

*/s/ Richard W. Riley*

**WHITEFORD, TAYLOR & PRESTON LLC<sup>3</sup>**

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**Certificate of Service**

I, Richard W. Riley, certify that on December 11, 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 December 11, 2020, on the following counsel by electronic mail:

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<sup>3</sup> Whiteford, Taylor & Preston LLC operates as Whiteford Taylor & Preston L.L.P. in jurisdictions outside of Delaware.

**EXHIBIT A**

**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.	)	
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PLATTE RIVER MIDSTREAM, LLC, <i>et al.</i> ,	)	
Appellants,	)	Civil Action No.: 20-1532 (CFC)
v.	)	
EXTRACTION OIL & GAS, INC.	)	BAP No. 20-54
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

THE HONORABLE COLM F. CONNOLLY  
UNITED STATES DISTRICT COURT JUDGE