

**IN THE 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)  
)

) **Re: Docket No. 1365**

**DEBTORS' MOTION FOR ENTRY OF AN  
ORDER SHORTENING NOTICE AND THE TIME TO  
OBJECT WITH RESPECT TO ITS MOTION FOR ENTRY OF AN ORDER  
(I) APPROVING THE SETTLEMENT BY AND AMONG THE DEBTORS AND  
ROCKY MOUNTAIN MIDSTREAM LLC, (II) AUTHORIZING THE ASSUMPTION  
OF CERTAIN EXECUTORY CONTRACTS, AS AMENDED AND RESTATED, WITH  
ROCKY MOUNTAIN MIDSTREAM LLC, AND (III) GRANTING RELATED RELIEF**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”), hereby move (the “Motion to Shorten”), pursuant to rules 2002 and 9006(c)(1) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), rule 9006-1(e) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Local Rules”) and 11 U.S.C. § 105(a), for entry of an order, substantially in the form attached hereto as **Exhibit A**, shortening the notice period and limiting notice with respect to the *Debtors’ Motion for Entry of an Order (I) Approving the Settlement By and Among the Debtors and Rocky Mountain Midstream LLC, (II) Authorizing the Assumption of Certain Executory Contracts, as Amended and Restated, with Rocky Mountain Midstream LLC*,

<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.



201154820121600000000017

and (III) *Granting Related Relief* [Docket No. 1365] (the “9019 Motion”).<sup>2</sup> In support of the Motion to Shorten, the Debtors respectfully state as follows:

### **JURISDICTION**

1. The United States Bankruptcy Court for the District of Delaware has jurisdiction over this matter under 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. The Debtors confirm their consent, pursuant to Bankruptcy Local Rule 9013-1(f), to the entry of a final order by the Court in connection with this Motion to Shorten to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United State Constitution.

2. Venue is proper under 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein are sections 11 U.S.C. § 105(a), Bankruptcy Rule 9006(c), and Bankruptcy Local Rule 9006-1(c).

### **BACKGROUND**

4. The factual and procedural background relevant to this Motion to Shorten is laid out in the 9019 Motion, filed concurrently herewith, which is incorporated herein by reference.

### **RELIEF REQUESTED**

5. The Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A**, shortening and limiting notice and objection periods with respect to the 9019 Motion. More specifically, the Debtors request that, subject to the Court’s availability, the Court schedule the 9019 Motion for a hearing to occur on December 21, 2020 at 9:30 a.m. prevailing Eastern

---

<sup>2</sup> Capitalized terms used herein but not defined herein shall have meaning given such terms in the 9019 Motion and the *Third Amended Joint Plan of Reorganization of Extraction Oil & Gas, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 1009] (the “Plan”), as applicable.

Time, which is the previously scheduled date for the Confirmation Hearing in these chapter 11 cases, and the Debtors further request that the Court set the deadline for the filing of responses or objections to the 9019 Motion at the time of the hearing (i.e., on December 21, 2020 at 9:30 a.m. prevailing Eastern Time) or as the Court deems appropriate.

**BASIS FOR RELIEF REQUESTED**

6. Pursuant to Bankruptcy Rule 2002, twenty-one (21) days' notice must be given of "the hearing on approval of the compromise or settlement of a controversy other than approval of an agreement pursuant to Rule 4001(d), unless the court for cause shown directs that notice not be sent . . . ." In addition, pursuant to Bankruptcy Local Rule 9006-1(c), the objection deadline "shall be no later than seven (7) days before the hearing date."

7. However, a court may shorten notice and limit it on such a motion for cause. Bankruptcy Local Rule 9006-1 provides that the Court, for cause shown, may in its discretion reduce the notice period normally required.

8. Here, the Debtors respectfully submit cause exists to shorten notice in connection with the 9019 Motion. As set forth in the 9019 Motion, for the past several weeks, the Debtors and RMM have engaged in extensive good faith and arm's-length negotiations, including numerous telephonic conferences and the exchange of multiple rounds of drafts of the Settlement Term Sheet. The goal for the Settlement was to settle the various issues raised between the parties, and reach consensus that would facilitate continued business relations and allow for confirmation of the Plan, without objection from the settlement parties. These efforts culminated in the Settlement Term Sheet, which, subject to Court approval of the 9019 Motion, will resolve various disputes among the Debtors and the other parties thereto and address various commercial issues related to certain contractual arrangements. The Settlement, if approved, will maximize

value for all of the Debtors' stakeholders. In view of this objective, it is imperative that the Debtors are able to consummate the transactions contemplated by the Settlement Term Sheet. In light of the foregoing, and given the impact that the Settlement, including the assumption of the amended and restated Gathering Agreements will have on the Plan confirmation process, the Debtors believe that the Court's consideration of the 9019 Motion on an expedited basis will be critical to the Debtors' efforts to confirm the Plan.

9. Accordingly, the Debtors respectfully submit that cause exists under the circumstances to: (a) allow the 9019 Motion to be heard on December 21, 2020 at 9:30 a.m. prevailing Eastern Time, which is the previously scheduled date for the Confirmation Hearing, and (b) set the deadline for objections to the relief requested by the 9019 Motion at the Confirmation Hearing (i.e., on December 21, 2020 at 9:30 a.m. prevailing Eastern Time) or as the Court deems appropriate.

**CERTIFICATION PURSUANT TO BANKRUPTCY LOCAL RULE 9006-1**

10. The undersigned counsel certifies pursuant to Bankruptcy Local Rule 9006-1(e) that a reasonable effort has been made to notify counsel to the United States Trustee, counsel to RMM, and counsel to the Official Committee of Unsecured Creditors of this Motion to Shorten to determine whether there would be an objection to the relief contained in this Motion to Shorten. The United States Trustee has advised that he has no objection to hearing the matter on an expedited basis. RMM have advised that they consent to hearing the matter on an expedited basis. Counsel for the Committee has advised that the Committee takes no position on this Motion to Shorten.

**NO PRIOR REQUEST**

11. No prior request for the relief sought herein has been made to this Court or any other court.

**CONCLUSION**

WHEREFORE, the Debtors respectfully request that the Court enter an Order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested in this Motion to Shorten and granting such other and further relief as is appropriate under the circumstances.

*[Remainder of Page Intentionally Left Blank.]*

Dated: December 16, 2020  
Wilmington, Delaware

*/s/ Stephen B. Gerald*

---

**WHITEFORD, TAYLOR & PRESTON LLC<sup>3</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 Debtors and Debtors in Possession*

---

<sup>3</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:

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

Debtors.

---

)  
) Chapter 11  
)

) Case No. 20-11548 (CSS)  
)

) (Jointly Administered)  
)

) **Re: Docket Nos. 1365 & \_\_\_\_**  
)

**ORDER GRANTING DEBTORS' MOTION  
FOR ENTRY OF AN ORDER SHORTENING  
NOTICE AND THE TIME TO OBJECT WITH RESPECT  
TO ITS MOTION FOR ENTRY OF AN ORDER (I) APPROVING  
THE SETTLEMENT BY AND AMONG THE DEBTORS AND ROCKY  
MOUNTAIN MIDSTREAM LLC, (II) AUTHORIZING THE ASSUMPTION OF  
CERTAIN EXECUTORY CONTRACTS, AS AMENDED AND RESTATED, WITH  
ROCKY MOUNTAIN MIDSTREAM LLC, AND (III) GRANTING RELATED RELIEF**

---

This matter having come before this Court on the *Debtors' Motion for Entry of an Order Shortening Notice and the Time to Object With Respect to Its Motion for Entry of an Order (I) Approving the Settlement By and Among the Debtors and Rocky Mountain Midstream LLC, (II) Authorizing the Assumption of Certain Executory Contracts, as Amended and Restated, with Rocky Mountain Midstream LLC, and (III) Granting Related Relief* (the "Motion to Shorten"); this Court having reviewed the Motion to Shorten; this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference, dated February 29, 2012; this Court having found this is a core proceeding under 28 U.S.C. § 157(b)(2); this Court having found it may enter a final order consistent with Article III of the United States Constitution; this Court having found that venue of this proceeding and the Motion

---

<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.



to Shorten in this district is proper under 28 U.S.C. §§ 1408 and 1409; this Court having found that the Debtors' notice of the Motion to Shorten and opportunity for a hearing on the Motion to Shorten were appropriate under the circumstances and no other notice need be provided; this Court having reviewed the Motion to Shorten and related materials; this Court having determined that the legal and factual bases set forth in the Motion to Shorten establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Debtors' Motion to Shorten is GRANTED.
2. The Debtors' Motion for Entry of an Order (I) Approving the Settlement By And Among the Debtors and Rocky Mountain Midstream LLC, (II) Authorizing the Assumption Of Certain Executory Contracts, as Amended and Restated, with Rocky Mountain Midstream LLC, and (III) Granting Related Relief (the "9019 Motion") will be heard at a hearing on December 21, 2020 at 9:30 a.m. prevailing Eastern Time (the "Hearing"). Any objection or response to the 9019 Motion may be presented at the Hearing.
3. The Debtors shall file and serve a notice of hearing consistent with the terms of this Order.