

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

In re:

EXTRACTION OIL & GAS, INC. *et al.*,¹

Debtors.

Chapter 11

Case No. 20-11548 (CSS)

(Jointly Administered)

Re: Docket Nos. 1518, 1520 & 1603

CERTIFICATION OF COUNSEL REGARDING DEBTORS' MOTION FOR ENTRY OF AN ORDER AUTHORIZING THE DEBTORS TO FILE UNDER SEAL DEBTORS' MOTION FOR ENTRY OF AN ORDER (I) APPROVING THE SETTLEMENT BY AND AMONG THE DEBTORS AND DCP OPERATING COMPANY, LP (II) AUTHORIZING EXTRACTION OIL & GAS, INC. TO ASSUME THAT CERTAIN GAS PURCHASE CONTRACT, AS AMENDED AND RESTATED WITH DCP OPERATING COMPANY, LP, AND (III) GRANTING RELATED RELIEF

The undersigned proposed counsel to the debtors and debtors in possession (the “Debtors”), in the above-captioned cases hereby certifies as follows:

1. On December 23, 2020, the Debtors filed the *Debtors' Motion for Entry of an Order (I) Approving the Settlement By and Among the Debtors and DCP Operating Company, LP, (II) Authorizing Extraction Oil & Gas, Inc. to Assume That Certain Gas Purchase Contract, as Amended and Restated, with DCP Operating Company, LP, and (III) Granting Related Relief [Sealed]* [Docket No. 1518] (the “9019 Motion”).

2. On December 23, 2020, the Debtors filed the *Debtors' Motion for Entry of an Order Authorizing the Debtors to File Under Seal Debtors' Motion for Entry of an Order (I) Approving the Settlement By and Among the Debtors and DCP Operating Company, LP, (II) Authorizing*

¹ 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.



Extraction Oil & Gas, Inc. to Assume That Certain Gas Purchase Contract, as Amended and Restated, with DCP Operating Company, LP, and (III) Granting Related Relief [Docket No. 1520] (the “Motion to Seal”),² seeking, *inter alia*, authority to file the 9019 Motion under seal.

3. On December 23, 2020, consistent with the relief requested in the Motion to Seal, and pursuant to rule 9018-1(d)(ii) of the Local Rules of Bankruptcy Practice and Procedures of the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Local Rules”), the Debtors filed a proposed redacted version of the 9019 Motion [Docket No. 1521] (the “Proposed Redacted Version”).

4. Subsequent to the filing of the 9019 Motion, the Motion to Seal, and the Proposed Redacted Version, the Debtors received an informal objection from the Office of the United States Trustee (the “U.S. Trustee”) to the Motion to Seal with respect to Exhibit C to the 9019 Motion.

5. On January 7, 2021, the Debtors filed a revised proposed redacted version of Exhibit C to the 9019 Motion, which resolved the U.S. Trustee’s informal objection to the Motion to Seal [Docket No. 1603].

6. The undersigned certifies that, other than the informal objection of the U.S. Trustee, which has been resolved, no answer, objection or other responsive pleading to the Motion to Seal has appeared on the Court’s docket in these cases, and the undersigned has not received any other answers, objections or other responsive pleading to the Motion to Seal. Objections to the Motion to Seal were to be filed and served by 4:00 p.m. (prevailing Eastern Time) on January 6, 2021.

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order, substantially in the form attached hereto as **Exhibit A**, at the earliest convenience of the Court.

² Capitalized terms not defined herein shall have the meaning ascribed to them in the Motion to Seal.

Dated: January 7, 2021
Wilmington, Delaware

/s/ Stephen B. Gerald

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³ 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.*,¹

Debtors.

Chapter 11

Case No. 20-11548 (CSS)

(Jointly Administered)

Re: Docket Nos. 1518, 1520, 1603 & ____

**ORDER AUTHORIZING THE DEBTORS TO
FILE UNDER SEAL DEBTORS' MOTION FOR ENTRY OF AN
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DEBTORS' MOTION FOR ENTRY OF AN ORDER (I) APPROVING THE
SETTLEMENT BY AND AMONG THE DEBTORS AND DCP OPERATING
COMPANY, LP, (II) AUTHORIZING EXTRACTION OIL & GAS, INC. TO ASSUME
THAT CERTAIN GAS PURCHASE CONTRACT, AS AMENDED AND RESTATED,
WITH DCP OPERATING COMPANY, LP, AND (III) GRANTING RELATED RELIEF**

Upon the motion (the “Motion to Seal”)² 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 the *Debtors’ Motion For Entry of an Order (I) Approving the Settlement By and Among the Debtors and DCP Operating Company, LP, (II) Authorizing Extraction Oil & Gas, Inc. to Assume that Certain Gas Purchase Contract, as Amended and Restated, with DCP Operating Company, LP and (III) Granting Related Relief* (the “9019 Motion”) and the exhibits thereto, (b) directing that the sealed 9019 Motion and the exhibits thereto shall remain under seal and confidential, and not be made available to anyone without the consent of the Debtors or further order from the Court; all as more fully set forth in the Motion to Seal; and this Court having

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² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order*; and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion to Seal in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion to Seal is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion to Seal and opportunity for a hearing on the Motion to Seal were appropriate and no other notice need be provided; and this Court having reviewed the Motion to Seal and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion to Seal and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. The Motion to Seal is granted as set forth herein.
2. The Debtors are authorized to file an unredacted version of the 9019 Motion and the exhibits thereto under seal pursuant to sections 105(a) and 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018, and Bankruptcy Local Rule 9018-1. The 9019 Motion and the exhibits thereto shall remain strictly confidential and under seal, and shall not be made available to anyone without the prior written consent of the Debtors or further order of the Court. Use of the sealed 9019 Motion and the exhibits thereto shall be subject to Bankruptcy Local Rule 9018-1(e).
3. 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.

4. 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.

5. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion to Seal.

6. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.