

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

In re:

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

Debtors.

Civil Action No. 20-cv-01412 (CFC)
Civil Action No. 20-cv-01506 (CFC)
Civil Action No. 20-cv-01564 (CFC)
Civil Action No. 21-cv-00012 (CFC)

Bankruptcy Case No. 20-11548 (CSS)
Bankruptcy BAP No. 20-44
Bankruptcy BAP No. 20-52
Bankruptcy BAP No. 20-56
Bankruptcy BAP No. 21-01

FEDERAL ENERGY REGULATORY
COMMISSION,

Appellant,

v.

EXTRACTION OIL & GAS, INC.,

Appellee.

**DESIGNATION OF RECORD ON APPEAL AND STATEMENT OF
ISSUES OF FEDERAL ENERGY REGULATORY COMMISSION**

Appellant, Federal Energy Regulatory Commission (“FERC” or the “Commission”), pursuant to Rule 8009(a) of the Federal Rules of Bankruptcy Procedure and Local Rule 8009-1, respectfully submits this designation of items to be included in the record on appeal and statement of issues with respect to the appeals docketed in the United States District Court for the District of Delaware, C.A. Nos. 1:20-cv-01412, 1:20-cv-1506, 1:20-cv-1506, 1:20-cv-1564, and 1:21-cv-0012.



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I. Designation of Record on Appeal.

FERC designates the following items to be included in the record on appeal. Each designated item shall also include any and all exhibits and documents annexed to and/or referenced within such items.

| DATE | DOCKET ENTRY | DESCRIPTION |
|-------------|---------------------|--|
| 6/14/2020 | 1 | Voluntary Petition for Non-Individuals Filing for Bankruptcy |
| 6/15/2020 | 14 | Debtors' Omnibus Motion for Entry of an Order (I) Authorizing Rejection of Unexpired Leases of Nonresidential Real Property and Executory Contracts Effective as of the Dates Specified Herein and (II) Granting Related Relief |
| 8/4/2020 | 363 | Objection of Grand Mesa Pipeline, LLC to Debtors' Omnibus Motion for Entry of an Order (I) Authorizing Rejection of Unexpired Leases of Nonresidential Real Property and Executory Contracts Effective as of the Dates Specified Herein and (II) Granting Related Relief |
| 8/4/2020 | 364 | Motion of Grand Mesa Pipeline, LLC for Order Confirming that the Automatic Stay Does Not Apply or, in the Alternative, for Relief from the Automatic Stay |
| 8/18/2020 | 482 | Limited Joinder in and Statement in Support by Platte River Midstream, LLC, DJ South Gathering, LLC, and Platte River Holdings, LLC to Certain Filings of Grand Mesa Pipeline, LLC |
| 8/21/2020 | 507 | Debtors' Objection to Motion of Grand Mesa Pipeline, LLC for Order Confirming that the Automatic Stay Does Not Apply or, in the Alternative, for Relief from the Automatic Stay |
| 9/8/2020 | 599 | Transcript for Hearing Held on September 3, 2020 re: Omnibus Hearing |
| 9/14/2020 | 625 | Letter to the Honorable Christopher S. Sontchi Regarding September 14, 2020 Status Conference Filed by Grand Mesa Pipeline, LLC |
| 9/16/2020 | 642 | Notice of Appearance and Request for Service of Papers by Daniel Mitchell Vinnik and John Lee Shepherd, Jr. on Behalf of the Federal Energy Regulatory Commission |
| 9/17/2020 | 653 | Statement of the Federal Energy Regulatory Commission in Support of Motion of Grand Mesa Pipeline, LLC for Order Confirming that the Automatic Stay Does Not Apply or, in the Alternative, for Relief from the Automatic Stay |
| 9/24/2020 | 681 | Debtors' Combined Reply in Support of (1) Debtors' Omnibus Motion for Entry of an Order(I) Authorizing Rejection of Unexpired Leases of Nonresidential Real Property and Executory Contracts Effective as of the Date Specific Herein and (II) Granting Related Relief; (2) Notice of Rejection of Certain Executory Contracts |

| DATE | DOCKET ENTRY | DESCRIPTION |
|------------|--------------|--|
| | | and/or Unexpired Leases; and (3) Debtors' Second Omnibus Motion for Entry of an Order (I) Authorizing Rejection of Unexpired Leases of Nonresidential Real Property and Executory Contracts Effective as of the Dates Specified Herein and (II) Granting Related Relief |
| 10/2/2020 | 766 | Transcript for Hearing Held on September 30, 2020 re: Omnibus Hearings |
| 10/4/2020 | 770 | Letter to Richard W. Riley, John Lee Shepherd, Jr., Jamie Aycock, Curtis S. Miller, Dennis A Meloro, Hal S. Shaftel, and Chris Chrisman by the Court re: Bench Ruling for Denial of the Motion of Grand Mesa Pipeline, LLC for Order Confirmation that the Automatic Stay Does Not Apply or, in the Alternative, for Relief from the Automatic Stay [Docket No. 364] |
| 10/5/2020 | 776 | Transcript Regarding Hearing Held on October 1, 2020 re: Various Motions |
| 10/6/2020 | 781 | Transcript for Hearing Held on October 2, 2020 re: Various Motions |
| 10/8/2020 | 803 | Supplemental Brief of Grand Mesa Pipeline, LLC in Support of Objection of Grand Mesa Pipeline, LLC to Debtors' Omnibus Motion for Entry of an Order (I) Authorizing Rejection of Unexpired Leases of Nonresidential Real Property and Executory Contracts Effective as of the Dates Specified Herein and (II) Granting Related Relief |
| 10/9/2020 | 811 | Transcript Regarding Hearing Held on October 6, 2020 re: Emergency Teleconference |
| 10/9/2020 | 812 | Transcript Regarding Hearing Held on October 7, 2020 re: Motion to Reject |
| 10/9/2020 | 816 | Debtors' Motion for Entry of an Order (I) Approving the Settlement Agreement by and Between Debtor Extraction Oil & Gas, Inc. and Blueprint Energy Partners, LLC and (II) Granting Related Relief |
| 10/14/2020 | 831 | Order Denying the Motion of Grand Mesa Pipeline, LLC for an Order Confirming that the Automatic Stay Does Not Apply or, in the Alternative, for Relief from the Automatic Stay |
| 10/14/2020 | 832 | Findings of Fact and Conclusions of Law on Plaintiff's Motion for Summary Judgment Against Elevation Midstream, LLC |
| 10/14/2020 | 833 | Findings of Fact and Conclusions of Law on Plaintiff's Motion for Summary Judgment Against Platte River Midstream, LLC and DJ South Gathering, LLC |
| 10/14/2020 | 834 | Findings of Fact and Conclusions of Law on Plaintiff's Motion for Summary Judgment Against Defendant, Grand Mesa Pipeline, LLC; and Defendant's Motion for Permissive Abstention |
| 10/21/2020 | 864 | Notice of Appeal of Order Denying the Motion of Grand Mesa Pipeline, LLC for an Order Confirming that the Automatic Stay Does Not Apply or, in the Alternative, for Relief from the Automatic Stay |
| 10/21/2020 | 866 | Notice of Appeal and Statement of Election of Order Denying the |

| DATE | DOCKET ENTRY | DESCRIPTION |
|------------|--------------|---|
| | | Motion of Grand Mesa Pipeline, LLC for an Order Confirming that the Automatic Stay Does Not Apply or, in the Alternative, for Relief from the Automatic Stay |
| 10/22/2020 | 877 | Transcript Regarding Hearing Held on October 20, 2020 re: Leases Motion |
| 10/26/2020 | 891 | Declaration of Branko Terzic |
| 10/26/2020 | 892 | [SEALED] Declaration of Matthew O'Loughlin |
| 10/29/2020 | 926 | Transcript for Hearing Held on October 27, 2020 re: Motions Regarding Leases and Contracts |
| 10/30/2020 | 933 | Transcript for Hearing Held on October 28, 2020 re: Leases and Contracts Motions |
| 11/2/2020 | 942 | Bench Ruling |
| 11/4/2020 | 973 | Transcript Regarding Hearing Held on November 2, 2020 re: Leases Motion Ruling and Stay Relief Motion |
| 11/6/2020 | 1016 | Notice of Appeal and Statement of Election (Filed by Federal Energy Regulatory Commission) |
| 11/10/2020 | 1038 | Order Granting Motions to Reject Certain Executory Contracts |
| 11/11/2020 | 1048 | Notice of Appeal re: Order Granting Motions to Reject Certain Executory Contracts (Filed by Grand Mesa Pipeline, LLC) |
| 11/20/2020 | 1138 | Notice of Appeal and Statement of Election (Filed by Federal Energy Regulatory Commission) |
| 11/23/2020 | 1158 | Motion of Grand Mesa Pipeline, LLC for Stay Pending Appeal of Order Granting Motions to Reject Certain Executory Contracts |
| 11/24/2020 | 1168 | Fifth Notice of Rejection of Certain Executory Contracts and/or Unexpired Leases (Filed by Extraction Oil & Gas, Inc.) |
| 12/8/2020 | 1286 | Colorado Interstate Gas Company's Limited Objection to Debtors' Proposed Rejection of Contract |
| 12/11/2020 | 1310 | Objection by the Federal Energy Regulatory Commission to Confirmation of the Debtors' Joint Chapter 11 Plan of Reorganization |
| 12/23/2020 | 1509 | Findings of Fact, Conclusions of Law, and Order Confirming the Sixth Amended Joint Plan of Reorganization of Extraction Oil & Gas, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code |
| 1/5/2021 | 1587 | Notice of Appeal and Statement of Election (Filed by Federal Energy Regulatory Commission) |
| 1/11/2021 | 1618 | Order Approving Stipulation Resolving Colorado Interstate Gas Company's Limited Objection to Debtor's Proposed Rejection of Contracts |

II. Statement of Issues.

1. Whether the bankruptcy court applied an incorrect standard in deciding the motion to reject.
2. Whether bankruptcy courts may authorize rejection of a FERC-jurisdictional contract without inviting FERC to provide an opinion on the public interest impacts of rejection in accordance with the *Mobile-Sierra* doctrine.
3. Whether the bankruptcy court order confirming the debtor's reorganization plan complied with the requirements of 11 U.S.C. 1129(a)(6).

FERC reserves the right to supplement or amend the statement of issues to be presented on appeal and to designate additional items for inclusion in the record in the appeal.

Dated: January 19, 2021

Respectfully submitted,

/s/ Daniel M. Vinnik

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CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on January 19, 2021, 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/ Daniel M. Vinnik

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