

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

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| _____ |) | |
| In re: |) | Chapter 11 |
| |) | |
| EXTRACTION OIL & GAS, INC., ¹ |) | Case No. 20-11548 (CSS) |
| |) | |
| Reorganized Debtors. |) | (Jointly Administered) |
| _____ |) | |
| EXTRACTION OIL & GAS, INC., |) | |
| |) | |
| Plaintiff, |) | Adversary Proceeding |
| |) | |
| v. |) | |
| |) | Adv. Proc. No. 20-50813 (CSS) |
| REP PROCESSING, LLC, |) | |
| |) | |
| Defendant. |) | |
| _____ |) | |

**NOTICE OF ENTRY OF ORDER (I) APPROVING THE
SETTLEMENT BY AND AMONG THE DEBTORS AND REP PROCESSING, LLC,
(II) AUTHORIZING EXTRACTION OIL & GAS, INC. TO ENTER INTO THAT
CERTAIN MIDSTREAM CONTRACT, AS AMENDED, WITH REP PROCESSING,
LLC AND PERFORM THEREUNDER, AND (III) GRANTING RELATED RELIEF**

PLEASE TAKE NOTICE that on December 21, 2020, the Court entered the *Order (I) Approving the Settlement by and Among the Debtors and REP Processing, LLC, (II) Authorizing Extraction Oil & Gas, Inc. to Enter Into that Certain Midstream Contract, as Amended, With REP Processing, LLC and Perform Thereunder, and (III) Granting Related Relief* [Docket No. 1462] (the “9019 Order”) in the above captioned bankruptcy cases. The 9019 Order, a copy of

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.



which is attached hereto as **Exhibit A**, dismissed the above captioned adversary proceeding with prejudice and provides that the Debtors shall file a copy of the 9019 Order in this adversary proceeding to close the adversary proceeding.

Dated: January 26, 2021
Wilmington, Delaware

/s/ Stephen B. Gerald

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Co-Counsel to the Reorganized Debtors

² Whiteford, Taylor & Preston LLC operates as Whiteford Taylor & Preston L.L.P. in jurisdictions outside of Delaware.

EXHIBIT A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

| | | |
|---|---|-------------------------|
| |) | |
| In re: |) | Chapter 11 |
| |) | |
| EXTRACTION OIL & GAS, INC. <i>et al.</i> , ¹ |) | Case No. 20-11548 (CSS) |
| |) | |
| Debtors. |) | (Jointly Administered) |
| |) | |
| |) | Re: Docket No. 1335 |

**ORDER (I) APPROVING THE SETTLEMENT BY AND AMONG
THE DEBTORS AND REP PROCESSING, LLC, (II) AUTHORIZING
EXTRACTION OIL & GAS, INC. TO ENTER INTO THAT CERTAIN
MIDSTREAM CONTRACT, AS AMENDED, WITH REP PROCESSING, LLC
AND PERFORM THEREUNDER, AND (III) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”) (a) approving the settlement (the “Settlement”) by and among the Debtors and REP Processing, LLC (“REP”), reflected in the Amendment to the Gathering Agreement, attached to the Motion as Exhibit C (the “Amendment”); (b) authorizing the Debtors to enter into the Amendment and perform under the Gathering Agreement, as amended by the Amendment; and (c) granting related relief, all as more fully set forth in the Motion; and upon the Owens Declaration; and this Court having 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

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

Court having found that venue of this proceeding and the Motion 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 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 and opportunity for a hearing on the Motion were appropriate and no other notice need be provided; and this Court having reviewed the Motion 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 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 is granted as set forth herein.
2. The Amendment attached to the Motion as Exhibit C is hereby approved.
3. The Debtors shall satisfy all necessary payments pursuant to the Settlement.
4. The Debtors and REP are hereby authorized to enter into, perform under, execute, and deliver the Amendment.
5. The Debtors are authorized to enter into, perform, execute, and deliver all other documents, and take all other actions, necessary to immediately effectuate the settlement between the Debtors and REP, in accordance with the terms, conditions, and agreements related thereto, all of which are hereby approved, and to otherwise effectuate the relief granted in this Order in accordance with the Motion.
6. Upon execution of the Amendment, the Gathering Agreement, as amended, shall be binding on the parties, Extraction's estate and reorganized Extraction on and after the effective date of a chapter 11 plan, in each case in accordance with its terms.

7. The Rejection Motion as it relates to REP and the Gathering Agreement is hereby withdrawn with prejudice as to the original Gathering Agreement, and all pending discovery between the Debtors and REP, in respect of the Rejection Motion, is withdrawn as moot.

8. The Adversary Proceeding is hereby dismissed with prejudice and all pending discovery and motions therein are hereby withdrawn as moot. The Debtors shall file a copy of this Order in the Adversary Proceeding to close the Adversary Proceeding.

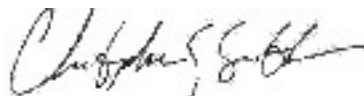
9. As of entry of this Order, the Court has not made any determination or ruling, whether on the merits or otherwise, with respect to the Rejection Motion as it relates to the Gathering Agreement.

10. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014 or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

11. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

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

**Dated: December 21st, 2020
Wilmington, Delaware**



**CHRISTOPHER S. SONTCHI
UNITED STATES BANKRUPTCY JUDGE**