

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

In re:

Chapter 11

EXTRACTION OIL & GAS, INC., *et al.*,¹

Case No. 20-11548 (CSS)

Reorganized Debtors.

(Jointly Administered)

ANNETTE LEAZER; TOM LEAZER;
GORDON NISWENDER; JOY NISWENDER;
H.L. WILLETT ESTATE; SAGLIO ENERGY
LLC; OVERLAND OIL & GAS ADVISORY
LLC; OVERLAND MINERALS AND
ROYALTIES LLC; OVERLAND ENERGY
PARTNERS FUND I LLC; OVERLAND
ENERGY PARTNERS FUND II LLC; J A
INVESTMENTS; BRIGHTON SOUTH, LLC;
ATOMIC CAPITAL MINERALS, LLC; ACM
FUND II LLC; TIMNATH LANDS LLC;
RAWAH RESOURCES LLC; THUNDER
RIDGE RESOURCES LLC; TRG OIL AND
GAS; J. GALE MOODY; VALERIE MOODY;
AND ALASKAN OIL AND RESOURCES, LLC,

Adv. Pro. No. 20-50963 (CSS)

Re: D.I. 24

Plaintiffs,

v.

EXTRACTION OIL & GAS, INC.,

Defendant.

DEFENDANT'S MOTION TO DISMISS FOR LACK OF JURISDICTION

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Reorganized 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 Reorganized Debtors' principal place of business is 370 17th Street, Suite 5300, Denver, Colorado 80202.



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1. Pursuant to Rule 12 of the Federal Rules of Civil Procedure, made applicable to this adversary proceeding under Rules 7001 and 7012 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Extraction Oil & Gas, Inc. (“Extraction”) moves for dismissal of the *Second Amended Complaint* [D.I. 24].

2. Extraction requests that the Court enter an order, substantially in the form attached hereto, dismissing Plaintiffs’ claims based on their failure to exhaust their administrative remedies, which deprives the Court of subject matter jurisdiction, and granting Extraction such other and further relief as is just and proper.

3. The reasons for the relief requested herein are set forth in the accompanying *Brief in Support of Defendant’s Motion to Dismiss for Lack of Subject Matter Jurisdiction* which is being filed concurrently herewith and is incorporated herein by reference.

4. Pursuant to Rule 7012(b) of the Bankruptcy Rules and Rule 7012-1 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware, Extraction consents to the entry of a final order or judgment by this Court if it is determined that the Court, absent consent of the parties, cannot enter a final order or judgment consistent with Article III of the United States Constitution.

WHEREFORE, Extraction respectfully requests that the Court enter the proposed order, substantially in the form attached hereto as **Exhibit A**, granting *Defendant’s Motion to Dismiss for Lack of Subject Matter Jurisdiction* and awarding such other and further relief as the Court deems just and proper.

Dated: March 16, 2021
Wilmington, Delaware

/s/ Stephen B. Gerald

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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., ¹)	Case No. 20-11548 (CSS)
)	
<i>Reorganized Debtors.</i>)	(Jointly Administered)

ANNETTE LEAZER; TOM LEAZER;)	
GORDON NISWENDER; JOY NISWENDER;)	
H.L. WILLETT ESTATE; SAGLIO ENERGY)	
LLC; OVERLAND OIL & GAS ADVISORY)	Adv. Pro. No. 20-50963 (CSS)
LLC; OVERLAND MINERALS AND)	
ROYALTIES LLC; OVERLAND ENERGY)	Re: D.I. 24 and ____
PARTNERS FUND I LLC; OVERLAND)	
ENERGY PARTNERS FUND II LLC; J A)	
INVESTMENTS; BRIGHTON SOUTH, LLC;)	
ATOMIC CAPITAL MINERALS, LLC; ACM)	
FUND II LLC; TIMNATH LANDS LLC;)	
RAWAH RESOURCES LLC; THUNDER)	
RIDGE RESOURCES LLC; TRG OIL AND)	
GAS; J. GALE MOODY; VALERIE MOODY;)	
AND ALASKAN OIL AND RESOURCES, LLC,)	
)	
<i>Plaintiffs,</i>)	
)	
v.)	
)	
EXTRACTION OIL & GAS, INC.,)	
)	
<i>Defendant.</i>)	
)	

**ORDER GRANTING DEFENDANT'S MOTION TO DISMISS FOR LACK OF
SUBJECT MATTER JURISDICTION**

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Reorganized 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 Reorganized Debtors' principal place of business is 370 17th Street, Suite 5300, Denver, Colorado 80202.

This matter having come before this Court on *Defendant's Motion to Dismiss for Lack of Subject Matter Jurisdiction* (the "Motion"); this Court having reviewed the Motion; this Court having found that notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and that no other notice need be provided; this Court having reviewed the Motion and the memorandum in support and all other materials relevant thereto; this Court having determined that the legal and factual bases set forth in the Motion and the memorandum in support and at any hearing establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing, it is **HEREBY ORDERED THAT:**

1. Defendant's Motion is **GRANTED**.
2. Plaintiffs' claims are dismissed.