

**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)
)	

**NOTICE OF AMENDED² AGENDA FOR TELEPHONIC HEARING ON MATTERS
SCHEDULED FOR JULY 20, 2020, AT 1:00 P.M. (PREVAILING EASTERN TIME),
BEFORE THE HONORABLE CHRISTOPHER S. SONTCHI, AT THE UNITED
STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE³**

**ANY PARTY WISHING TO PARTICIPATE IN THE HEARING MUST
APPEAR THROUGH BOTH COURTCALL AND ZOOM.**

**TO APPEAR BY VIDEO CONFERENCE, PARTIES SHOULD USE
THE FOLLOWING INFORMATION:**

Topic: Extraction Oil 20-11548
Time: July 20, 2020 at 1:00 p.m. Eastern Time (US and Canada)

<https://debuscourts.zoomgov.com/j/1601550752>
MEETING ID: 160 155 0752 PASSWORD: 431423

**TO APPEAR TELEPHONICALLY, PARTIES SHOULD CONTACT
COURTCALL, LLC AT 866-582-6878 TO REGISTER THEIR
APPEARANCE**

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.

² **Amended agenda items appear in bold.**

³ All motions and other pleadings referenced herein are available online free of charge at the following address:
<http://www.kccllc.net/extractionog>.



I. RESOLVED MATTERS:

1. Debtors' Motion for Entry of an Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and (II) Granting Related Relief [[Docket No. 149](#); filed June 29, 2020]

Objection Deadline: July 13, 2020 at 4:00 p.m. (ET)

Objections Received:

- A. Informal comments received from the United States Trustee for the District of Delaware
- B. Informal comments received from the Official Committee of Unsecured Creditors

Related Documents:

- A. Certification of Counsel Regarding Debtors' Motion for Entry of an Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and (II) Granting Related Relief [[Docket No. 260](#); filed July 14, 2020]
- B. Order (I) Establishing Procedures For Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief [[Docket No. 270](#); entered July 15, 2020]

Status: The order has been entered.

2. Debtors' Motion to Approve Procedures for De Minimis Asset Transactions and Abandonment of De Minimis Assets [[Docket No. 150](#); filed June 29, 2020]

Objection Deadline: July 13, 2020 at 4:00 p.m. (ET)

Objections Received:

- A. Informal comments received from the United States Trustee for the District of Delaware
- B. Informal comments received from the Official Committee of Unsecured Creditors
- C. Informal comments received from Fidelity and Deposit Company of Maryland
- D. Westchester Fire Insurance Company's Response to Debtors' Motions to (1) Approve Procedures for De Minimis Asset Transactions and Abandonment of De Minimis Assets and (2) for Entry of Order Regarding

Submission Proposal Guidelines for Combination Transactions [[Docket No. 259](#); July 14, 2020]

Related Documents:

- A. Certification of Counsel Regarding Debtors' Motion to Approve Procedures for De Minimis Asset Transactions and Abandonment of De Minimis Assets [[Docket No. 276](#); filed July 15, 2020]
- B. Order Approving Procedures for De Minimis Asset Transactions and Abandonment of De Minimis Assets [[Docket No. 281](#); entered July 16, 2020]

Status: The order has been entered.

- 3. Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to Retain and Compensate Professionals Utilized in the Ordinary Course of Business and (II) Granting Related Relief [[Docket No. 151](#); filed June 29, 2020]

Objection Deadline: July 13, 2020 at 4:00 p.m. (ET)

Objections Received:

- C. Informal comments received from the United States Trustee for the District of Delaware
- D. Informal comments received from the Official Committee of Unsecured Creditors

Related Documents:

- A. Certification of Counsel Regarding Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to Retain and Compensate Professionals Utilized in the Ordinary Course of Business and (II) Granting Related Relief [[Docket No. 261](#); filed June 14, 2020]
- B. Order (I) Authorizing the Debtors to Retain and Compensate Professionals Utilized in The Ordinary Course of Business and (II) Granting Related Relief [[Docket No. 271](#); entered July 15, 2020]

Status: The order has been entered.

4. Debtors' Motion Seeking Entry of an Order (I) Setting Bar Dates for Filing Proofs of Claim, Including Claims Arising Under Section 503(B)(9) of the Bankruptcy Code, (II) Setting a Bar Date for the Filing of Proofs of Claim by Governmental Units, (III) Establishing Amended Schedules Bar Date and Rejection Damages Bar Date, (IV) Approving the Form of and Manner for Filing Proofs of Claim, and (V) Approving Notice of Bar Dates [[Docket No. 152](#); filed June 29, 2020]

Objection Deadline: July 13, 2020 at 4:00 p.m. (ET)

Objections Received: Informal comments received from the Official Committee of Unsecured Creditors

Related Documents:

- A. Certification of Counsel Regarding Debtors' Motion Seeking Entry of an Order (I) Setting Bar Dates for Filing Proofs of Claim, Including Claims Arising Under Section 503(B)(9) of the Bankruptcy Code, (II) Setting a Bar Date for the Filing of Proofs of Claim by Governmental Units, (III) Establishing Amended Schedules Bar Date and Rejection Damages Bar Date, (IV) Approving the Form of and Manner for Filing Proofs of Claim, and (V) Approving Notice of Bar Dates [[Docket No. 272](#); filed July 15, 2020]
- B. Order (I) Setting Bar Dates for Filing Proofs of Claim, Including Claims Arising Under Section 503(b)(9) of the Bankruptcy Code, (II) Setting a Bar Date For the Filing of Proofs of Claim by Governmental Units, (III) Establishing Amended Schedules Bar Date and Rejection Damages Bar Date, (IV) Approving the Form of and Manner for filing Proofs of Claim, and (V) Approving Notice of Bar Dates [[Docket No. 279](#); entered July 16, 2020]
- C. **Certification of Counsel Submitting Amended Order on Debtors' Motion Seeking Entry of an Order (I) Setting Bar Dates for Filing Proofs of Claim, Including Claims Arising Under Section 503(b)(9) of the Bankruptcy Code, (II) Setting a Bar Date for the Filing of Proofs of Claim by Governmental Units, (III) Establish Amended Schedules Bar Date and Rejection Damages Bar Date, (IV) Approving the Form of and Manner for Filing proofs of Claim, and (V) Approving Notice of Bar Dates [[Docket No. 288](#); filed July 17, 2020]**
- D. **Amended Order (I) Setting Bar Dates for Filing Proofs of Claim, Including Claims Arising Under Section 503(B)(9) of the Bankruptcy Code, (II) Setting a Bar Date for the Filing of Proofs of Claim by Governmental Units, (III) Establishing Amended Schedules Bar Date and Rejection Damages Bar Date, (IV) Approving the Form of and Manner for filing Proofs of Claim, and (V) Approving Notice of Bar Dates [[Docket No. 298](#); entered July 20, 2020]**

Status: The order has been entered.

II. CONTESTED MATTERS GOING FORWARD:

5. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief [[Docket No. 40](#); filed June 15, 2020]

Objection Deadline: June 30, 2020 at 4:00 p.m. (ET), *extended for the U.S. Trustee to July 1, 2020 at 12:00 p.m., extended to **July 17, 2020 at 5:00 p.m.** for the Official Committee of Unsecured Creditors.*

Objections Received:

- A. Informal comments received from the Office of the United States Trustee
- B. Informal comments received from the Official Committee of Unsecured Creditors
- C. Informal comments received from Element Services, LLC
- D. Informal comments received from ARB Midstream, LLC
- E. Informal comments received from Platte River Midstream, LLC
- F. Informal comments received from Platte River Holdings, LLC
- G. Informal comments received from DJ South Gathering, LLC
- H. **Informal comments received from DCP Operating Company, LP, DCP Midstream, LP**
- I. Limited Objection and Reservation of Rights of Liberty Oilfield Services, LLC to the Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief [[Docket No. 159](#); filed June 30, 2020]
- J. Limited Objection of REP Processing LLC to Debtors Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Liens

and Superpriority Administrative Expense Claims, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief [[Docket No. 160](#); filed June 30, 2020]

- K. Limited Objection and Reservation of Rights of the United States Trustee with Respect to a Final Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief (D.I. 40 & 94) [[Docket No. 161](#); filed July 1, 2020]
- L. United Power, Inc.'s Omnibus Limited Objection to Debtors' (I) Utilities Motion and (II) Postpetition Financing Motion [[Docket No. 167](#); filed July 1, 2020]
- M. Westchester Fire Insurance Company's Response and Objections to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief [[Docket No. 191](#); filed July 2, 2020]
- N. Limited Objection and Reservation of Rights of Cartel Drilling, LLC and Joinder to Objection to the Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief [[Docket No. 212](#); filed July 6, 2020]
- O. Limited Objection and Reservation of Rights of Certain Lienholders and Joinder to Liberty Oilfield Services, LLC's Objection to the Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief [[Docket No. 246](#); filed July 13, 2020]
- P. Limited Objection and Reservation of Rights of Lienholder J-W Power Company and Joinder to Liberty Oilfield Services, LLC's Objection to the Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash

Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief [[Docket No. 249](#); filed July 13, 2020]

- Q. Limited Objection and Reservation of Rights of All American Services, Patriot Excavating and L Triple J and Joinder to Liberty Oilfield Services, LLCs Objection to the Debtors Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claim, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief [[Docket No. 258](#); filed July 14, 2020]

- R. **Statement and Reservation of Rights of The Official Committee of Unsecured Creditors with Respect to Debtors Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief [[Docket No. 292](#); filed July 17, 2020]**

Related Documents:

- A. **SEALED** Exhibits B and C to the Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue to Operate Their Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Business Forms, and (D) Perform Intercompany Transactions and (II) Granting Related Relief [[Docket No. 41](#); filed June 15, 2020]

- B. Declaration of James M. Grady in Support of the Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief [[Docket No. 42](#); filed June 15, 2020]

- C. Declaration of Bassam J. Latif in Support of the Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (V) Scheduling a Final

Hearing, and (VI) Granting Related Relief [[Docket No. 43](#); filed June 15, 2020]

- D. Bridge Order Granting Cash Management Motion, Wages Motion, and DIP Financing Motion on a Limited Basis in Order to Allow the Continuation of Certain Practices [[Docket No. 44](#); entered June 15, 2020]
- E. Notice of filing of Proposed Redacted Version of Exhibit B and C to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue to Operate Their Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Business Forms, and (D) Perform Intercompany Transactions and (II) Granting Related Relief [[Docket No. 55](#); filed June 15, 2020]
- F. Interim Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and Superpriority Administrative Expense Claims, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief [[Docket No. 94](#); entered June 16, 2020]
- G. Debtors' Motion for Entry of an Order Authorizing the Debtors to Redact Certain Portions of the Letters Related to the DIP Facility [[Docket No. 56](#); filed June 15, 2020]
- H. Notice of (A) Entry of Interim Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and Superpriority Administrative Expense Claims, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief [[Docket No. 112](#); filed June 17, 2020]
- I. **Notice of Filing Proposed Final Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief [[Docket No. 291](#); filed July 17, 2020]**

Status:

This matter is going forward as an uncontested. The Debtors have resolved the informal comments and/or objections set forth in A through Q above and a proposed form of final order reflecting the resolutions has been filed with the Court. The only outstanding response is the Committee's Statement and Reservation of Rights set forth in R above, but the Committee has advised it does not they object to the relief being requested.

6. Debtors' Motion for Entry of an Order (I) Approving Submission Proposal Guidelines in Connection with a Combination Transactions and (II) Granting Related Relief [[Docket No. 136](#); filed June 24, 2020]

Objection Deadline: June 13, 2020 at 4:00 p.m. (ET), *extended to **July 17, 2020 at 5:00 p.m.** for the Official Committee of Unsecured Creditors.*

Objections Received:

- A. Informal comments received from the Office of the United States Trustee
- B. Informal comments received from the Official Committee of Unsecured Creditors
- C. Informal comments received from the Fidelity and Deposit Company of Maryland
- D. Westchester Fire Insurance Company's Response to Debtors' Motions to (1) Approve Procedures for De Minimis Asset Transactions and Abandonment of De Minimis Assets and (2) for Entry of order Regarding Submission Proposal Guidelines for Combination Transactions [[Docket No. 259](#); July 14, 2020]

Related Documents:

- A. Corrected Debtors' Motion for Entry of an Order (I) Approving Submission Proposal Guidelines in Connection with a Combination Transactions and (II) Granting Related Relief [[Docket No. 141](#); filed June 25, 2020]
- B. Certification of Counsel Regarding Corrected Debtors' Motion for Entry of an Order (I) Approving Submission Proposal Guidelines in Connection with a Combination Transactions and (II) Granting Related Relief [[Docket No. 293](#); filed July 19, 2020]**
- C. Order (I) Approving Initial Submission Proposal Guidelines in Connection with a Combination Transaction, and (II) Granting Related Relief [[Docket No. 299](#); entered July 20, 2020]**

Status: The order has been entered.

Dated: July 20, 2020
Wilmington, Delaware

/s/ Richard W. Riley

WHITEFORD, TAYLOR & PRESTON LLC⁴

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
riley@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

Proposed Co-Counsel to the Debtors and Debtors in Possession

⁴ Whiteford, Taylor & Preston LLC operates as Whiteford Taylor & Preston L.L.P. in jurisdictions outside of Delaware.