

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

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In re:	)	
	)	Chapter 11
	)	
EXTRACTION OIL & GAS, INC. <i>et al.</i> , <sup>1</sup>	)	Case No. 20-11548 (CSS)
	)	
Debtors.	)	(Joint Administration Requested)
	)	
	)	<b>Re: Docket No. 17</b>

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**CERTIFICATION OF COUNSEL REGARDING EMERGENCY  
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**

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The undersigned hereby certifies as follows:

1. On June 14, 2020, Extraction Oil & Gas, Inc., and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (the “Debtors”), filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code.

2. The Court has scheduled a hearing on June 16, 2020 at 1:00 p.m. (Eastern Time) (the “First Day Hearing”) to consider various motions requesting “first day” relief, including the following:

- *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. 4] (the “Cash Management Motion”);*
- *Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses*

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<sup>1</sup> 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.



*and (B) Continue Employee Benefits Programs and (II) Granting Related Relief* [Docket No. 6] (the “Wages Motion”); and

- *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. [●], (the “DIP Financing Motion,” and together with the Cash Management Motion and the Wages Motion, the “Motions”).<sup>2</sup>

3. The Debtors have prepared a revised emergency bridge order, a copy of which is attached hereto as **Exhibit A** (the “Revised Proposed Bridge Order”), that grants the Motions on an interim basis to the limited extent set forth therein solely for the purpose of authorizing the Debtors to continue Employee use of the P-Cards under their Commercial Card Program with Wells Fargo Bank, N.A. pending the Court’s consideration of the Motions at the First Day Hearing. Attached hereto as **Exhibit B** is a redline of the Revised Bridge Order, reflecting changes made from the proposed bridge order previously filed at Docket No. 17.

4. Absent the entry of the Revised Proposed Bridge Order, the Debtors will be unduly burdened by their Employees’ inability to use the P-Cards for the purposes described in the Motions, and will suffer immediate and irreparable harm to their operations to the detriment and prejudice of all parties in interest.

5. The Ad Hoc Noteholder Group, the DIP Agent, the DIP Lenders, and the Office of the United States Trustee for the District of Delaware each do not oppose the relief granted by the Revised Proposed Bridge Order.

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motions.

WHEREFORE, the Debtors respectfully request that the Court enter the Bridge Order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested in this Motion and granting such other and further relief as is appropriate under the circumstances.

Dated: June 15, 2020  
Wilmington, Delaware

*/s/ Stephen B. Gerald*

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**WHITEFORD, TAYLOR & PRESTON LLC<sup>3</sup>**

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*Proposed Co-Counsel to the Debtors and Debtors in Possession*

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<sup>3</sup> Whiteford, Taylor & Preston LLC operates as Whiteford Taylor & Preston L.L.P. in jurisdictions outside of Delaware.

**Exhibit A**

**Revised Proposed Bridge Order**

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

In re:	)	
	)	Chapter 11
EXTRACTION OIL & GAS, INC. <i>et al.</i> , <sup>1</sup>	)	Case No. 20-11548 (CSS)
	)	
Debtors.	)	(Joint Administration Requested)
	)	

**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**

Upon the *Certification of Counsel Regarding Emergency 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* (the “Certification of Counsel”), the above captioned debtors and debtors in possession in the above-captioned chapter 11 cases (the “Debtors”), filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”);

WHEREAS, the Debtors have requested a hearing before the Court to consider various motions requesting “first day” relief (the “First Day Hearing”) to consider various motions filed by the Debtors requesting “first day” relief, including: (1) *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. 4] (the “Cash Management Motion”); (2) *Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefits Programs and (II) Granting Related Relief* [Docket No. 6] (the “Wages Motion”); and (3) *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. [●]], (the “DIP

<sup>1</sup> 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.

Financing Motion,” and together with the Cash Management Motion and the Wages Motion, the “Motions”), and as described in the Motions, as applicable;<sup>2</sup>

WHEREAS, the Debtors have requested that the Court grant the Motions on an interim basis to the limited extent set forth therein solely for the purpose of authorizing the Debtors to continue Employee use of the P-Cards under their Commercial Card Program with Wells Fargo Bank, N.A. pending the Court’s consideration of the Motions at the First Day Hearing.;

WHEREAS, absent the entry of the Bridge Order, the Debtors will be unduly burdened by their Employees’ inability to use the P-Cards for the purposes described in the Motions, and will suffer immediate and irreparable harm to their operations to the detriment and prejudice of all parties in interest; and

WHEREAS, the Ad Hoc Noteholder Group, the DIP Agent, the DIP Lenders, and the Office of the United States Trustee for the District of Delaware each do not oppose the relief granted by the Bridge Order;

IT IS HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. Subject to the limitations of this Bridge Order, the Debtors are authorized, but not directed, pursuant to sections 105(a) and 363(c)(1) of the Bankruptcy Code, to maintain their Purchase Card Program in the ordinary course of business, consistent with prepetition practices, including payment of balances and fees as they become due and owing under the accounts. Wells Fargo is authorized to continue to make advances from time to time to the Debtors pursuant to the Commercial Card Program (in reliance upon section 364(e) of the Bankruptcy Code), including advancing funds secured by the prepetition collateral, to the same extent, validity, and priority as existed prepetition, and the Debtors are authorized to incur credit in respect of such advances under section 364(a) and (c), as applicable, of the Bankruptcy Code. The terms of the Commercial Card Program shall govern the Debtors’ use of the P-Cards. Wells Fargo may rely on the representations of the Debtors with respect to their use of the P-Cards pursuant to the Commercial Card Program.

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motions.

3. Any payment made or to be made, or authorization contained, hereunder shall be subject to the requirements imposed on the Debtors under any approved postpetition financing facility or any other order regarding the use of cash collateral approved by this Court in these Chapter 11 Cases (the “DIP Order”), and (ii) to the extent there is any inconsistency between the terms of the DIP Order and any action taken or proposed to be taken hereunder, the DIP Order shall control.

4. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003(b).

5. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Bankruptcy Local Rules are satisfied by such notice.

6. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Bridge Order are immediately effective and enforceable upon its entry.

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

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

9. Except as provided in paragraph 2 hereunder, this Bridge Order shall terminate upon the Court's entry of any order regarding the Debtors' P-Cards.

**Exhibit B**

**Redline**



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

In re:

EXTRACTION OIL & GAS, INC. *et al.*,<sup>1</sup>

Debtors.

)  
) Chapter 11  
)

) Case No. 20-11548 (~~CSS~~)  
)

) (Joint Administration Requested)  
)

**CERTIFICATION OF COUNSEL REGARDING EMERGENCY  
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**

The undersigned hereby certifies as follows:

1. On June 14, 2020, Extraction Oil & Gas, Inc., and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (the “Debtors”), filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code.

2. The Debtors have requested a hearing before the United States Bankruptcy Court for the District of Delaware (the “Court”) to consider various motions requesting “first day” relief (the “First Day Hearing”), including the following:

- *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. 4] (the “Cash Management Motion”);
- *Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses*

<sup>1</sup> 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.

*and (B) Continue Employee Benefits Programs and (II) Granting Related Relief* [Docket No. 6] (the “Wages Motion”); and

- *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. [ ]], (the “DIP Financing Motion,” and together with the Cash Management Motion and the Wages Motion, the “Motions”).<sup>2</sup>

3. The Debtors have a copy of which is attached hereto as **Exhibit A** (the “Bridge Order”), that grants the Motions on an interim basis to the limited extent set forth therein solely for the purpose of authorizing the Debtors to continue Employee use of the P-Cards under their Commercial Card Program with Wells Fargo Bank, N.A. pending the Court’s consideration of the Motions at the First Day Hearing.

4. Absent the entry of the Bridge Order, the Debtors will be unduly burdened by their Employees’ inability to use the P-Cards for the purposes described in the Motions, and will suffer immediate and irreparable harm to their operations to the detriment and prejudice of all parties in interest.

5. The Ad Hoc Noteholder Group, the DIP Agent, the DIP Lenders, and the Office of the United States Trustee for the District of Delaware each do not oppose the relief granted by the Bridge Order.

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motions.

**Exhibit A**

**Proposed Order**

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

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In re:

EXTRACTION OIL & GAS, INC. *et al.*,<sup>1</sup>

Debtors.

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)  
) Chapter 11  
)

) Case No. 20-11548 (~~—~~CSS)

) (Joint Administration Requested)  
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**BRIDGE ORDER GRANTING CASH MANAGEMENT MOTION,  
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Upon the *Certification of Counsel Regarding Emergency 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* (the “Certification of Counsel”), the above captioned debtors and debtors in possession in the above-captioned chapter 11 cases (the “Debtors”), filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”);

WHEREAS, the Debtors have requested a hearing before the Court to consider various motions requesting “first day” relief (the “First Day Hearing”) to consider various motions filed by the Debtors requesting “first day” relief, including: (1) *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. 4] (the “Cash Management Motion”); (2) *Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefits Programs and (II) Granting Related Relief* [Docket No. 6] (the “Wages Motion”); and (3) *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*

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*Relief* [Docket No. [ ], (the “DIP Financing Motion,” and together with the Cash Management Motion and the Wages Motion, the “Motions”), and as described in the Motions, as applicable;<sup>2</sup>

WHEREAS, the Debtors have requested that the Court grant the Motions on an interim basis to the limited extent set forth therein solely for the purpose of authorizing the Debtors to continue Employee use of the P-Cards under their Commercial Card Program with Wells Fargo Bank, N.A. pending the Court’s consideration of the Motions at the First Day Hearing.;

WHEREAS, absent the entry of the Bridge Order, the Debtors will be unduly burdened by their Employees’ inability to use the P-Cards for the purposes described in the Motions, and will suffer immediate and irreparable harm to their operations to the detriment and prejudice of all parties in interest; and

WHEREAS, the Ad Hoc Noteholder Group, the DIP Agent, the DIP Lenders, and the Office of the United States Trustee for the District of Delaware each do not oppose the relief granted by the Bridge Order;

IT IS HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.

2. Subject to the limitations of this Bridge Order, the Debtors are authorized, but not directed, pursuant to sections 105(a) and 363(c)(1) of the Bankruptcy Code, to maintain their Purchase Card Program in the ordinary course of business, consistent with prepetition practices, including payment of balances and fees as they become due and owing under the accounts. Wells Fargo is authorized to continue to make advances from time to time to the Debtors pursuant to the Commercial Card Program (in reliance upon section 364(e) of the Bankruptcy Code), including advancing funds secured by the prepetition collateral, to the same extent, validity, and priority as existed prepetition, and the Debtors are authorized to incur credit in respect of such advances under section 364(a) and (c), as applicable, of the Bankruptcy Code. The terms of ~~all-existing agreements by and between the Debtors and Wells Fargo, including, but not limited to,~~ the Commercial Card Program; shall govern the ~~parties' post-petition transactions with the Debtors'~~

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motions.

| [use of the P-Cards](#). Wells Fargo may rely on the representations of the Debtors with respect to their use of the P-Cards pursuant to the Commercial Card Program.

3. Any payment made or to be made, or authorization contained, hereunder shall be subject to the requirements imposed on the Debtors under any approved postpetition financing facility or any other order regarding the use of cash collateral approved by this Court in these Chapter 11 Cases (the “DIP Order”), and (ii) to the extent there is any inconsistency between the terms of the DIP Order and any action taken or proposed to be taken hereunder, the DIP Order shall control.

4. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003(b).

5. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Bankruptcy Local Rules are satisfied by such notice.

6. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Bridge Order are immediately effective and enforceable upon its entry.

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

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

9. Except as provided in paragraph 2 hereunder, this Bridge Order shall terminate upon the Court's entry of any order regarding the Debtors' P-Cards.