

**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)
)	
Reorganized Debtors.	)	(Jointly Administered)
)	
	)	Hearing Date: August 9, 2021 @ 11:00 a.m. (ET)
	)	Response Deadline: July 22, 2021 @ 4:00 p.m. (ET)

**REORGANIZED DEBTORS’ OBJECTION TO PROOF OF CLAIM NO. 1325 FILED BY
NOBLE ENERGY, INC.**

THIS IS AN OBJECTION TO YOUR CLAIM. THE OBJECTING PARTY IS ASKING THE COURT TO DISALLOW THE CLAIM THAT YOU FILED IN THESE BANKRUPTCY CASES. YOU SHOULD IMMEDIATELY CONTACT THE OBJECTING PARTY TO RESOLVE THE DISPUTE. IF YOU DO NOT REACH AN AGREEMENT, YOU MUST FILE A RESPONSE TO THIS OBJECTION AND SEND A COPY OF YOUR RESPONSE TO THE OBJECTING PARTY. YOUR RESPONSE MUST STATE WHY THE OBJECTION IS NOT VALID.

A HEARING WILL BE CONDUCTED ON THIS MATTER ON AUGUST 9, 2021 AT 11:00 A.M. PREVAILING EASTERN TIME

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

The above-captioned reorganized debtors (the “Reorganized Debtors”) hereby object to Proof of Claim No. 1325 (the “Proof of Claim”) filed by Noble Energy, Inc. (“Noble Energy”). A true and correct copy of the Proof of Claim is attached as **Exhibit A**. In support of this objection, the Reorganized Debtors rely upon the declaration of Allyson Boies (the “Boies Declaration”) attached as **Exhibit B**. In further support, the Reorganized Debtors respectfully represent as follows:

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 5200, Denver, Colorado 80202.



PRELIMINARY STATEMENT

1. In the Proof of Claim, Noble Energy asserts entitlement to a general unsecured claim in the amount of \$46,935.82 on account of alleged joint interest and pooling billings and/or operating expenses relating to oil and gas wells. Because the invoices comprising the Proof of Claim relate to wells and licenses that were sold by Noble to the Debtors and for which the Reorganized Debtors owe no liability to Noble, the Proof of Claim should be disallowed and expunged.

JURISDICTION AND VENUE

2. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction over this matter under 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. The Reorganized Debtors confirm their consent, pursuant to Rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Local Rules”), to the entry of a final order by the Court in connection with this objection to the extent it is later determined that the Court, absent party consent, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

3. Venue is proper under 28 U.S.C. §§ 1408 and 1409.

4. The bases for the relief requested herein are sections 105(a) and 502(b) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Bankruptcy Rules 3003 and 3007, and Bankruptcy Local Rule 3007-1.

FACTUAL BACKGROUND

5. On or about October 22, 2014, Extraction Oil & Gas LLC (“Extraction”), one of the above-captioned Debtors, and Noble Energy Inc. and Noble Energy Wyco, LLC (together, “Noble”, and together with Extraction, the “Parties”) entered into that certain Purchase and Sale Agreement (as amended, the “PSA”), pursuant to which Extraction purchased certain oil and gas interests and other assets (the “Purchased Assets”). While the PSA is confidential, the parties recorded an Amended and Restated Assignment, Bill of Sale and Conveyance (the “Assignment”).

6. Under the PSA and Assignment, the Purchased Assets included all hydrocarbon leases located within the Project Area (as defined in the PSA and the Assignment), the lands and wells corresponding thereto and the hydrocarbons produced thereon. Extraction also purchased all “Technical Data,” which was defined to include all geological and seismic data and seismic licenses.

RELIEF REQUESTED

7. The Reorganized Debtors request that the Court enter the Proposed Order attached as Exhibit C, (i) sustaining the objection to the Proof of Claim, (ii) disallowing and expunging the Proof of Claim for all purposes, and (iii) authorizing the Reorganized Debtors’ Court-appointed claims and noticing agent to reflect the disallowance and expungement of the Proof of Claim on the official Claims Register.

BASIS FOR OBJECTION

8. “Not all claims have equal merit; neither will the filing of a proof of claim automatically result in payment of that claim from the estate.” *Torres v. Asset Acceptance, LLC*, 96 F. Supp. 3d 541, 544 (E.D. Pa. 2015). Instead, once “a proof of claim has been filed, the court must determine whether the claim is ‘allowed’ under [section] 502(a) of the Bankruptcy Code.”

Id. (quoting *Travelers Cas. & Sur. Co. of Am. v. Pac. Gas & Elec. Co.*, 549 U.S. 443, 449 (2007)). “Upon objection, the bankruptcy court decides whether to allow or disallow the claim.” *Id.* “One reason for disallowance is that ‘such claim is unenforceable against the debtor . . . under any agreement or applicable law.’” *Id.* (quoting 11 U.S.C. § 502(b)(1)).

9. Noble’s Proof of Claim should be disallowed and expunged. **First**, Invoice No. 33817 in the amount of \$24,000, is an invoice for certain seismic licenses. Because seismic licenses were included in the sale pursuant to the PSA and the Assignment, and Extraction has satisfied its obligations in connection with the sale, Extraction is not obligated to Noble on account of any seismic licenses. Accordingly, the portion of the Proof of Claim relating to Invoice 33817 has already been paid and should be disallowed. **Second**, the remaining invoices are claims for non-operating working interests as if Noble was the operator of the respective wells that were sold to Extraction under the PSA and Assignment. However, the respective wells were all sold by Noble to Extraction pursuant to the PSA and Assignment, which Noble does not operate and for which no expenses are due and owing by Extraction to Noble. Accordingly, the portion of the Proof of claim that relates to non-operating interests and expenses for operating wells sold to Extraction should be disallowed.

RESERVATION OF RIGHTS

10. The Reorganized Debtors reserve the right to amend, modify, or supplement this objection upon response from any interested party.

NOTICE

11. Notice of the hearing on the relief requested in this objection will be provided by the Reorganized Debtors in accordance and compliance with Bankruptcy Rules 4001 and 9014, as well as the Bankruptcy Local Rules, and is sufficient under the circumstances. Without limiting the foregoing, due notice will be afforded, by first class mail to parties-in-interest, including: (a)

the U.S. Trustee for the District of Delaware; (b) the administrative agent under the Reorganized Debtors' prepetition senior credit facility or, in lieu thereof, counsel thereto; (c) the lenders under the Reorganized Debtors' prepetition senior credit facility or, in lieu thereof, counsel thereto; (d) the indenture trustee for the Reorganized Debtors' prepetition senior notes or, in lieu thereof, counsel thereto; (e) the holders of the Reorganized Debtors' prepetition senior notes or, in lieu thereof, counsel thereto; (f) the ad hoc group of holders of the Reorganized Debtors' preferred equity or, in lieu thereof, counsel thereto; (g) the United States Attorney's Office for the District of Delaware; (h) the Internal Revenue Service; (i) the United States Securities and Exchange Commission; (j) the state attorneys general for states in which the Reorganized Debtors conduct business; (k) the holders of the Disputed Claims; and (l) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Reorganized Debtors believe, in light of the relief requested, no other or further notice is needed.

CONCLUSION

12. Noble is not entitled to the amount requested in the Proof of Claim as all of the assets were either part of an earlier sale for which Extraction satisfied its obligations or were otherwise paid. For the reasons stated, the Reorganized Debtors respectfully request that the Court disallow and expunge the Proof of Claim.

[Remainder of page intentionally left blank]

Dated: July 8, 2021
Wilmington, Delaware

/s/ Stephen B. Gerald

WHITEFORD, TAYLOR & PRESTON LLC²

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

Co-Counsel to Reorganized Debtors

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

**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)
)	
Reorganized Debtors.	)	(Jointly Administered)
)	
	)	Hearing Date: August 9, 2021 @ 11:00 a.m. (ET)
	)	Response Deadline: July 22, 2021 @ 4:00 p.m. (ET)

**NOTICE OF REORGANIZED DEBTORS’ OBJECTION
TO PROOF OF CLAIM NO. 1325 NOBLE ENERGY, INC.**

TO: Noble Energy, Inc.
Hunton Andrews Kurth LLP
Joseph Buoni, Esq.
600 Travis Street, Suite 4200
Houston, TX 77002

PLEASE TAKE NOTICE that the Reorganized Debtors have filed the **Reorganized Debtors’ Objection to Proof of Claim No. 1325 Filed by Noble Energy, Inc.** (the “Objection”) with the United States Bankruptcy Court for the District of Delaware (the “Court”). The Objection seeks to alter your rights by disallowing and expunging your claim.

PLEASE TAKE FURTHER NOTICE that you are required to file a response to the Objection on or before **July 22, 2021 at 4:00 p.m. (ET)** with the Clerk of the Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, you must also serve a copy of the response upon the undersigned counsel for the Reorganized Debtors.

PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED BY THE OBJECTION WITHOUT FURTHER NOTICE OR HEARING.

PLEASE TAKE FURTHER NOTICE, IF A RESPONSE IS FILED, A HEARING (THE “HEARING”) ON THE OBJECTION WILL BE HELD ON AUGUST 9, 2021 AT 11:00 A.M. (ET) BEFORE THE HONORABLE CHRISTOPHER S. SONTCHI, UNITED STATES

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 5200, Denver, Colorado 80202.

BANKRUPTCY JUDGE, UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 NORTH MARKET STREET, 5TH FLOOR, COURTROOM NO. 6, WILMINGTON, DELAWARE 19801.

PLEASE TAKE FURTHER NOTICE THAT IF YOU FILE A RESPONSE TO THE OBJECTION, YOU SHOULD BE PREPARED TO ARGUE THAT RESPONSE AT THE HEARING. YOU NEED NOT APPEAR AT THE HEARING IF YOU DO NOT OBJECT TO THE RELIEF REQUESTED.

PLEASE TAKE FURTHER NOTICE THAT THE HEARING MAY BE CONTINUED FROM TIME TO TIME UPON WRITTEN NOTICE TO YOU OR AS DECLARED ORALLY AT THE HEARING.

Dated: July 8, 2021
Wilmington, Delaware

/s/ Stephen B. Gerald

WHITEFORD, TAYLOR & PRESTON LLC²

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

Co-Counsel to Reorganized Debtors

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

Exhibit A

(Proof of Claim)

Fill in this information to identify the case:

Debtor Extraction Oil & Gas, Inc.

United States Bankruptcy Court for the: _____ District of Delaware
 (State)

Case number 20-11548

**Official Form 410
 Proof of Claim**

04/19

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies or any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. **Who is the current creditor?** Noble Energy, Inc.
 Name of the current creditor (the person or entity to be paid for this claim)
 Other names the creditor used with the debtor _____

2. **Has this claim been acquired from someone else?** No
 Yes. From whom? _____

3. **Where should notices and payments to the creditor be sent?**

Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	Where should notices to the creditor be sent? See summary page	Where should payments to the creditor be sent? (if different) Noble Energy, Inc. P.O. Box 731670 Dallas, TX 75373-1670, U.S.A.
---	--	--

Contact phone 713-220-4168 Contact phone _____
 Contact email josephbuoni@HuntonAK.com Contact email _____

Uniform claim identifier for electronic payments in chapter 13 (if you use one):

4. **Does this claim amend one already filed?** No
 Yes. Claim number on court claims registry (if known) 1231 Filed on 8/13/2020
 MM / DD / YYYY

5. **Do you know if anyone else has filed a proof of claim for this claim?** No
 Yes. Who made the earlier filing? _____



Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor? No
 Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: ___ ___ ___ ___

7. How much is the claim? \$ 46,935.82. Does this amount include interest or other charges?
 No
 Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.
 Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).
 Limit disclosing information that is entitled to privacy, such as health care information.

See summary page

9. Is all or part of the claim secured? No
 Yes. The claim is secured by a lien on property.
Nature or property:
 Real estate: If the claim is secured by the debtor's principle residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.
 Motor vehicle
 Other. Describe: _____

Basis for perfection: _____
 Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)

Value of property: \$ _____
Amount of the claim that is secured: \$ _____
Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amount should match the amount in line 7.)

Amount necessary to cure any default as of the date of the petition: \$ _____

Annual Interest Rate (when case was filed) _____ %
 Fixed
 Variable

10. Is this claim based on a lease? No
 Yes. Amount necessary to cure any default as of the date of the petition. \$ _____

11. Is this claim subject to a right of setoff? No
 Yes. Identify the property: _____



12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

- No
- Yes. Check all that apply:

Amount entitled to priority

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

- Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). \$ _____
- Up to \$3,025* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7). \$ _____
- Wages, salaries, or commissions (up to \$13,650*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4). \$ _____
- Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8). \$ _____
- Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5). \$ _____
- Other. Specify subsection of 11 U.S.C. § 507(a)() that applies. \$ _____

* Amounts are subject to adjustment on 4/01/22 and every 3 years after that for cases begun on or after the date of adjustment.

13. Is all or part of the claim pursuant to 11 U.S.C. § 503(b)(9)?

- No
- Yes. Indicate the amount of your claim arising from the value of any goods received by the debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.

\$ _____

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

- I am the creditor.
- I am the creditor's attorney or authorized agent.
- I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
- I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date 08/14/2020
MM / DD / YYYY

/s/Kevin Edward Haggard
Signature

Print the name of the person who is completing and signing this claim:

Name Kevin Edward Haggard
First name Middle name Last name

Title _____

Company Noble Energy, Inc.
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address 1001 Noble Energy Way, Houston, TX, 77070, U.S.A.

Contact phone 281-943-1022

Email kevin.haggard@nblenergy.com



Case 20-11548-CSS Doc 1975-2 Filed 07/08/21 Page 5 of 13
KCC ePOC Electronic Claim Filing Summary

For phone assistance: Domestic (866) 571-1791 | International (781) 575-2049

Debtor: 20-11548 - Extraction Oil & Gas, Inc.		
District: District of Delaware		
Creditor: Noble Energy, Inc. Hunton Andrews Kurth LLP c/o Joseph Buoni, Esq. 600 Travis Street Suite 4200 Houston, TX, 77002 U.S.A. Phone: 713-220-4168 Phone 2: Fax: Email: josephbuoni@HuntonAK.com	Has Supporting Documentation: Yes, supporting documentation successfully uploaded	
	Related Document Statement:	
	Has Related Claim: No Related Claim Filed By:	
Filing Party: Creditor		
Disbursement/Notice Parties: Noble Energy, Inc. P.O. Box 731670 Dallas, TX, 75373-1670 U.S.A. Phone: Phone 2: Fax: E-mail: DISBURSEMENT ADDRESS		
Other Names Used with Debtor:		Amends Claim: Yes - 1231, 8/13/2020 Acquired Claim: No
Basis of Claim: joint interest and pooling billings and/or operating expenses relating to oil and gas wells	Last 4 Digits: No	Uniform Claim Identifier:
Total Amount of Claim: 46,935.82		Includes Interest or Charges: No
Has Priority Claim: No		Priority Under:
Has Secured Claim: No Amount of 503(b)(9): No Based on Lease: No Subject to Right of Setoff: No		Nature of Secured Amount: Value of Property: Annual Interest Rate: Arrearage Amount: Basis for Perfection: Amount Unsecured:
Submitted By: Kevin Edward Haggard on 14-Aug-2020 9:20:28 a.m. Eastern Time Title: Company: Noble Energy, Inc.		

Optional Signature Address:

Kevin Edward Haggard
1001 Noble Energy Way

Houston, TX, 77070
U.S.A.

Telephone Number:

281-943-1022

Email:

kevin.haggard@nblenergy.com

Your claim can be filed electronically on KCC's website at <https://epoc.kccllc.net/extractionog>.

United States Bankruptcy Court for the District of Delaware

Indicate Debtor against which you assert a claim by checking the appropriate box below. **(Check only one Debtor per claim form.)**

- | | | |
|--|---|--|
| <input checked="" type="checkbox"/> Extraction Oil & Gas, Inc. (Case No. 20-11548) | <input type="checkbox"/> Extraction Finance Corp. (Case No. 20-11552) | <input type="checkbox"/> Table Mountain Resources, LLC (Case No. 20-11555) |
| <input type="checkbox"/> 7N, LLC (Case No. 20-11549) | <input type="checkbox"/> Mountaintop Minerals, LLC (Case No. 20-11553) | <input type="checkbox"/> XOG Services, LLC (Case No. 20-11556) |
| <input type="checkbox"/> 8 North, LLC (Case No. 20-11550) | <input type="checkbox"/> Northwest Corridor Holdings, LLC (Case No. 20-11554) | <input type="checkbox"/> XTR Midstream, LLC (Case No. 20-11557) |
| <input type="checkbox"/> Axis Exploration, LLC (Case No. 20-11551) | | |

Official Form 410 Proof of Claim

04/19

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Other than a claim under 11 U.S.C. § 503(b)(9), this form should not be used to make a claim for an administrative expense arising after the commencement of the case.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies or any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed.

Part 1: Identify the Claim

1. Who is the current creditor?	Noble Energy, Inc. Name of the current creditor (the person or entity to be paid for this claim)		
	Other names the creditor used with the debtor _____		
2. Has this claim been acquired from someone else?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____		
3. Where should notices and payments to the creditor be sent?	Where should notices to the creditor be sent? Hunton Andrews Kurth LLP c/o Joseph Buoni, Esq. Name 600 Travis Street, Suite 4200 Number Street Houston TX 77002 City State ZIP Code U.S.A. Country Contact phone (713) 220-4168 Contact email josephbuoni@HuntonAK.com	Where should payments to the creditor be sent? (if different) Noble Energy, Inc. Name P.O. Box 731670 Number Street Dallas TX 75373-1670 City State ZIP Code U.S.A. Country Contact phone _____ Contact email _____	
	Federal Rule of Bankruptcy Procedure (FRBP) 2002(g) Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____		
4. Does this claim amend one already filed?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____ Filed on MM / DD / YYYY		
5. Do you know if anyone else has filed a proof of claim for this claim?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____		

Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor? No
 Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: _____

7. How much is the claim? \$ 46,935.82. Does this amount include interest or other charges?
 No
 Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.
 Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).
 Limit disclosing information that is entitled to privacy, such as health care information.
joint interest and pooling billings and/or operating expenses relating to oil and gas wells

9. Is all or part of the claim secured? No
 Yes. The claim is secured by a lien on property.
Nature of property:
 Real estate: If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.
 Motor vehicle
 Other. Describe: _____
Basis for perfection: _____
 Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)
Value of property: \$ _____
Amount of the claim that is secured: \$ _____
Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amount should match the amount in line 7.)
Amount necessary to cure any default as of the date of the petition: \$ _____
Annual Interest Rate (when case was filed) _____ %
 Fixed
 Variable

10. Is this claim based on a lease? No
 Yes. Amount necessary to cure any default as of the date of the petition. \$ _____

11. Is this claim subject to a right of setoff? No
 Yes. Identify the property: _____

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

No

Yes. Check all that apply:

	Amount entitled to priority
<input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).	\$ _____
<input type="checkbox"/> Up to \$3,025* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).	\$ _____
<input type="checkbox"/> Wages, salaries, or commissions (up to \$13,650*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).	\$ _____
<input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	\$ _____
<input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	\$ _____
<input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.	\$ _____

* Amounts are subject to adjustment on 4/01/22 and every 3 years after that for cases begun on or after the date of adjustment.

13. Is all or part of the claim pursuant to 11 U.S.C. § 503(b)(9)?

No

Yes. Indicate the amount of your claim arising from the value of any goods received by the debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.

\$ _____

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

- I am the creditor.
- I am the creditor's attorney or authorized agent.
- I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
- I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date 8/13/2020

MM / DD / YYYY

Kevin Haggard
Signature

Print the name of the person who is completing and signing this claim:

Name Kevin Edward Haggard

Title _____

Company Noble Energy, Inc.
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address 1001 Noble Energy Way

Number Houston Street Texas ZIP Code 77070 Country U.S.A.

Contact phone (281) 943-1022 Email kevin.haggard@nblenergy.com

**EXHIBIT A TO PROOF OF CLAIM OF
NOBLE ENERGY, INC.**

1. **Basis for Claims.** Noble Energy, Inc. (“Noble” or “Claimant”) submits this Exhibit A to its proof of claim (the “Proof of Claim”) filed against Extraction Oil & Gas, Inc. (the “Debtor”) for claims Noble currently has against the Debtor including, without limitation, claims related to, arising from, or in connection with joint interest billings for the drilling and completion of and operations related to certain oil and gas wells.
2. **The Claims.** Without limiting the foregoing, Noble’s claims against the Debtor for these joint interest billings are in the total amount of at least \$46,935.82.
3. **Classification of Claims.** Noble’s claims are unsecured claims except to the extent they are determined to be secured, administrative or priority claims.
4. **Supporting Documents.** The documents upon which the claims are based include, without limitation, invoices for the joint interest billings, a summary of which is included as Exhibit B to the Proof of Claim. Additional supporting documentation, including specific invoices, should be in the possession of the Debtor and will be provided to the Debtor or its representatives upon written request to Noble’s counsel at the address for notices set forth below and subject to appropriate confidentiality protection.
5. **No Judgment.** No judgment has been rendered on the claims set forth herein.
6. **Setoff or Recoupment.** Noble expressly reserves and does not waive any setoff or recoupment rights that it may possess with respect to this Proof of Claim. Without limiting the foregoing, Noble expressly reserves and does not waive any other right to recover the amounts referenced in this Proof of Claim from any other source.
7. **Administrative Expense Claims.** This Proof of Claim is without prejudice to claims that Noble has or may have for payment of any administrative expense allowable under

Section 503(b) of the Bankruptcy Code or otherwise, and Noble expressly reserves its rights to file such claim or any similar claim or to seek any payment as appropriate.

8. **Additional Proofs of Claim.** This Proof of Claim is filed without prejudice to the filing by Claimant of additional proofs of claim with respect to any other liability or indebtedness of the Debtor. Claimant specifically preserves all of its procedural and substantive defenses and rights with respect to any claim that may be asserted against Claimant by the Debtor or any other party in interest in this case or otherwise.
9. **Notices.** All notices and distributions in respect of this claim should be forwarded to:

Hunton Andrews Kurth LLP
Attn: Joseph Buoni, Esq.
600 Travis Street
Suite 4200
Houston, Texas 77002

Email: josephbuoni@HuntonAK.com

10. **No Waiver.** Filing of this Proof of Claim is not and should not be construed to be: (a) a waiver or release of Claimant's rights against any other entity or person liable for all or part of any claim described herein; (b) a waiver of the right to seek to have the reference withdrawn with respect to (i) the subject matter of these claims, (ii) any objection or other proceedings commenced with respect thereto, or (iii) any other proceedings commenced in this case against or otherwise involving Claimant; (c) a waiver of any right to the subordination, in favor of Claimant, of indebtedness or liens held by creditors of the Debtor; or (d) an election of remedy which waives or otherwise affects any other remedy.
11. **Reservation of Rights.** This Proof of Claim is filed with full reservation of rights, including the right to assert additional, supplementary and/or amended proofs of claim and requests for administrative expense reimbursements based on events, information and/or

documents obtained from the Debtor or others through discovery or otherwise. Without in any way limiting the foregoing, Claimant reserves its right to assert any claim it may have against the Debtor, or against any other party or property other than the Debtor and its estate. This Proof of Claim is conditional only and is not intended, nor should it be construed, as a waiver of Claimant's right to a trial by jury in any action or proceeding.

**EXHIBIT B TO PROOF OF CLAIM OF
NOBLE ENERGY, INC.**

Name	Number	Invoice	Trx Date	Type	Sum of Balance Due	Total Pre 6/15/20
EXTRACTION OIL & GAS INC		33817	10/07/14	Misc Adjmnt Entry	24,000.00	
		60167	11/18/19	Payment	(90.24)	
		203464	03/29/18	JIB	705.75	
		221824	05/28/20	JIB	260.91	
		222536	06/29/20	JIB	171.71	
				JIB CM	(37.88)	
		190588	03/31/17	JIB	1,203.44	
		193545	06/30/17	JIB	40.42	
		194779	07/31/17	JIB	1,038.00	
		195736	09/30/17	JIB	17.75	
		199293	11/30/17	JIB	31.85	
		201752	01/31/18	JIB	43.15	
		202893	02/27/18	JIB	109.90	
		204995	04/27/18	JIB CM	(700.00)	
		205918	05/30/18	JIB	2,646.50	
		206293	06/29/18	JIB	4,941.00	
		208933	09/27/18	JIB	1,492.23	
				JIB CM	(14.13)	
		209267	10/30/18	JIB	1,982.41	
		210158	11/29/18	JIB	812.00	
			JIB CM	(3,364.23)		
	210893	12/28/18	JIB	746.58		
	211341	01/28/19	JIB	2,202.41		
	212113	02/26/19	JIB	1,304.00		
	212725	03/27/19	JIB	1,615.50		
	214872	06/26/19	JIB	345.00		
	215489	07/29/19	JIB	903.00		
	216693	09/27/19	JIB	110.25		
	218768	12/30/19	JIB	4,552.37		
EXTRACTION OIL & GAS INC Total					47,069.65	\$ 46,935.82

Exhibit B

(Declaration of Allyson Boies)

**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)
)	
Reorganized Debtors.	)	(Jointly Administered)
)	
)	
)	

**DECLARATION OF ALLYSON BOIES IN SUPPORT OF REORGANIZED
DEBTORS’ OBJECTION TO PROOF OF CLAIM NO. 1325 FILED BY NOBLE
ENERGY, INC.**

Allyson Boies, née Vistica, pursuant to 28 U.S.C. § 1746 hereby declares as follows:

1. I am over eighteen years of age, of sound mind, and otherwise competent to make this Declaration. The evidence set out in this Declaration is based on my personal knowledge. The statements in this Declaration are true and accurate to the best of my knowledge.

2. I was, at all relevant times, a Land Manager with Extraction Oil and Gas, Inc. (“Extraction”). In 2019, I became Vice President of Land at Extraction. I submit this Declaration in support of the Reorganized Debtors’ Objection to Proof of Claim No. 1325 Filed by Noble Energy, Inc. In my capacity as Land Manager, I was heavily involved in the negotiations between Extraction and Noble Energy, Inc. (“Noble”) concerning the 2015 Purchase and Sale Agreement (as amended, the “PSA”). While the PSA is confidential, the parties recorded an Amended and Restated Assignment, Bill of Sale and Conveyance (the “Assignment”).

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 5200, Denver, Colorado 80202.

3. On or about October 22, 2014, Extraction and Noble Energy Inc. and Noble Energy Wyco, LLC (together, “Noble”, and together with Extraction, the “Parties”) entered into PSA, pursuant to which Extraction purchased certain oil and gas interests and other assets (the “Purchased Assets”) from Noble.

4. Under the PSA and the Assignment, the Purchased Assets included all hydrocarbon leases located within the Project Area (as defined in the PSA and the Assignment), the lands and wells corresponding thereto and the hydrocarbons produced thereon. Extraction also purchased all “Technical Data,” which was defined to include all geological and seismic data and seismic licenses

5. Noble’s Proof of Claim should be disallowed and expunged. *First*, Invoice No. 33817 in the amount of \$24,000, is an invoice for certain seismic licenses. Because seismic licenses were included in the sale pursuant to the PSA and the Assignment, and Extraction has satisfied its obligations thereunder, Extraction is not obligated to Noble on account of any seismic licenses. Accordingly, the portion of the Proof of Claim relating to Invoice 33817 has already been paid and should be disallowed. *Second*, the remaining invoices are claims for non-operating working interests as if Noble was the operator of the respective wells that were sold to Extraction under the PSA and Assignment. However, the respective wells were all sold by Noble to Extraction pursuant to the PSA and Assignment, which Noble does not operate and for which no expenses are due and owing by Extraction to Noble. Accordingly, the portion of the Proof of claim that relates to non-operating interests and expenses for operating wells sold to Extraction should be disallowed.

[Remainder of page intentionally left blank]

I declare under penalty of perjury that the foregoing is true and correct.

Executed on July 8, 2021.

/s/ Allyson Boies

Allyson Boies

Exhibit C

(Proposed Form of Order)

**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)
)	
Reorganized Debtors.	)	(Jointly Administered)
	)	Re: Docket No. ____

**ORDER GRANTING REORGANIZED DEBTORS' OBJECTION
TO PROOF OF CLAIM NO. 1325 FILED BY NOBLE ENERGY, INC.**

This matter having come before this Court on *Reorganized Debtors' Objection to Proof of Claim No. 1325 Filed by Noble Energy, Inc.* (the "Objection"); this Court having reviewed the Objection; this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference, dated February 29, 2012; this Court having found this is a core proceeding under 28 U.S.C. § 157(b)(2); this Court having found it may enter a final order consistent with Article III of the United States Constitution; this Court having found that venue of this proceeding and the Objection in this district is proper under 28 U.S.C. §§ 1408 and 1409; this Court having found that the Reorganized Debtors' notice of the Objection and opportunity for a hearing on the Objection were appropriate under the circumstances and no other notice need be provided; this Court having reviewed the Objection and all other related materials, and having heard any argument in support or in opposition to the relief requested therein at a hearing before this Court; this Court having determined that the legal and factual bases set forth in

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 5200, Denver, Colorado 80202.

the Objection and at the hearing establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Reorganized Debtors' Objection is SUSTAINED.
2. Proof of Claim No. 1325 filed by Noble Energy, Inc. is disallowed and expunged for all purposes.
3. The Court-appointed claims agent is authorized to, and shall, reflect the disallowance and expungement of the aforesaid Proof of Claim No. 485 on the Official Claims Register.
4. This Court shall retain jurisdiction with respect to all matters arising from or relating to the implementation of this Order.