

**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)
)	
)	Response Deadline: August 13, 2021 at 4:00 p.m. (ET)
)	

**REORGANIZED DEBTORS' THIRD NOTICE OF SATISFACTION OF
CERTAIN FULLY SATISFIED AND PARTIALLY SATISFIED CLAIMS**

**PARTIES RECEIVING THIS NOTICE SHOULD LOCATE THEIR
NAMES AND THEIR FULLY SATISFIED CLAIM IDENTIFIED ON
EXHIBITS A AND B ATTACHED HERETO**

PLEASE TAKE NOTICE that the above-captioned reorganized debtors (collectively, the “Reorganized Debtors”), by and through their undersigned counsel, hereby file this notice (the “Notice”) identifying certain claims filed against the above-captioned debtors’ (the “Debtors”) estates, or listed by the Debtors in their Schedules, hereinafter defined, that have been satisfied in full (the “Fully Satisfied Claims”) or partially satisfied (the “Partially Satisfied Claims”) by, among other things, payments made after the Petition Date, hereinafter defined. Lists of the Fully Satisfied Claims and the Partially Satisfied Claims are respectively attached hereto as **Exhibit A** and **Exhibit B**. In support of this Notice, 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.



Background

1. On June 14, 2020 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.

2. The Debtors operated their businesses and managed their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. These chapter 11 cases have been consolidated for procedural purposes only and are jointly administered pursuant to Bankruptcy Rule 1015(b) [Docket No. 79]. On June 30, 2020, the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an official committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the “Committee”) [Docket No. 155].

3. On December 23, 2020, the Court entered the *Findings of Fact, Conclusions of Law, and Order Confirming the Sixth Amended Joint Plan of Reorganization of Extraction Oil & Gas, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 1509] (the “Confirmation Order”), confirming the Debtors’ *Sixth Amended Joint Plan of Reorganization of Extraction Oil & Gas, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 1505] (the “Plan”).

4. On January 20, 2021, the Debtors substantially consummated the Plan and emerged from chapter 11 in accordance with the terms of the Plan and the Confirmation Order. On January 21, 2021, the Reorganized Debtors filed their *Notice of (A) Entry of Findings of Fact, Conclusions of Law, and Order Confirming the Sixth Joint Plan of Reorganization of Extraction Oil & Gas, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code, and (B) Occurrence of Effective Date* [Docket No. 1652].

Debtors' Schedules

5. In the ordinary course of business, the Debtors maintained books and records (the "Books and Records") that reflect, among other things, the nature and amount of the liabilities owed to their creditors as of the Petition Date. As part of these chapter 11 cases, on July 31, 2020, each of the Debtors filed their respective Schedules of Assets and Liabilities and Statements of Financial Affairs ("Schedules") reflecting the obligations owed to their creditors as of the Petition Date. [Docket Nos. 340, 350, 351, 352, 353, 354, 355, 356, 357, 358, and 359]. The Reorganized Debtors, together with their advisors, have been engaging in a systematic review of the proofs of claim filed in these chapter 11 cases, working diligently to review, compare, and reconcile the proofs of claim against the Debtors' Books and Records. This reconciliation process includes identifying particular categories of claims that may be disallowed and expunged, reduced and allowed, or reclassified.

Bar Date and Proofs of Claim

6. On June 16, 2020, the Court entered an order [Docket No. 81] appointing Kurtzman Carson Consultants LLC ("KCC") as claims and noticing agent in these chapter 11 cases. Among other things, KCC is authorized to (a) receive, maintain, and record and otherwise administer the proofs of claim filed in these chapter 11 cases, and (b) maintain official claims registers for the Debtors.

7. On July 20, 2020, the Court entered an order [Docket No. 298] (the "Bar Date Order") providing that, except as otherwise provided therein, (a) all persons or entities (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts) that assert a claim, as defined in section 101(5) of the Bankruptcy Code, against the Debtors, including, without limitation, secured claims, and priority claims, which arose on or

prior to the Petition Date, including requests for allowance and payment of claims under section 503(b)(9) of the Bankruptcy Code, shall file a proof of any such claim so that it is actually received on or before 5:00 p.m. (prevailing Eastern Time) on August 14, 2020 (the “General Bar Date”), and (b) all governmental units, as defined in section 101(27) of the Bankruptcy Code, shall file a proof of any such claim so that it is actually received on or before 5:00 p.m. (prevailing Eastern Time) on January 17, 2021 (the “Government Bar Date”).

8. The Bar Date Order also provides that if the Debtors amend or supplement the Schedules subsequent to the date of service of the Bar Date Notice (as defined in the Bar Date Order), then the Debtors shall give notice of any such amendment or supplement to the holders of claims affected thereby, and such holders shall have until the later of (a) the General Bar Date or (b) 5:00 p.m. (prevailing Eastern time) on the date that is twenty-one (21) days from the date on which such notice is given, to file proofs of claim in respect of their claims (the “Amended Schedules Bar Date”).

9. Additionally, pursuant to the Bar Date Order, except as otherwise provided by another order of the Court, any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease (each, a “Rejection Damages Claim”) must file a proof of claim based on such rejection on or before the later of (a) the General Bar Date or the Governmental Bar Date, as applicable, or (b) 5:00 p.m. (prevailing Eastern time) on the date that is thirty (30) days following the entry of the order approving the rejection of the executory contract or unexpired lease pursuant to which the entity asserting the Rejection Damages Claim is a party (the “Rejection Bar Date,” and together with the General Bar Date, the Government Bar Date, and the Amended Schedules Bar Date, the “Bar Dates”).

10. Notice of the Bar Dates was provided by mail and publication in accordance with the procedures outlined in the Bar Date Order.

CLAIMS SATISFIED AFTER THE PETITION DATE

11. The Reorganized Debtors have reviewed the Debtors' Books and Records and have determined that the Fully Satisfied Claims listed on **Exhibit A** have been satisfied in full and the Partially Satisfied Claims listed on **Exhibit B** have been partially satisfied by, among other things, payments made after the Petition Date. Specifically, the Fully Satisfied Claims listed on **Exhibit A** and the Partially Satisfied Claims listed on **Exhibit B** include certain asserted administrative and general unsecured claims that have been satisfied in full by payments made after the Petition Date, as described in further detail on **Exhibit A** and **Exhibit B**.

12. Accordingly, the Reorganized Debtors intend to have KCC designate on the claims register in these chapter 11 cases that the Fully Satisfied Claims and the Partially Satisfied Claims have been previously satisfied in full or in part, respectively, as provided for herein and on **Exhibit A** and **Exhibit B** attached hereto. Out of an abundance of caution, however, the Reorganized Debtors are serving this Notice on all parties holding the Fully Satisfied Claims and Partially Satisfied Claims and providing such parties with an opportunity to object to the Reorganized Debtors' position that such amounts have been satisfied in full or in part, as applicable.

13. **ANY PARTY DISPUTING THE REORGANIZED DEBTORS' POSITION THAT A PARTICULAR FULLY SATISFIED CLAIM OR PARTIALLY SATISFIED CLAIM HAS BEEN SATISFIED IN FULL OR IN PART AS PROVIDED FOR HEREIN AND ON EXHIBIT A AND EXHIBIT B ATTACHED HERETO MUST FILE A WRITTEN RESPONSE WITH THE CLERK OF THE UNITED STATES**

BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 3RD FLOOR, WILMINGTON, DELAWARE 19801 ON OR BEFORE AUGUST 13, 2021 AT 4:00 P.M. (ET), AND SERVE SUCH RESPONSE ON THE UNDERSIGNED CO-COUNSEL TO THE REORGANIZED DEBTORS.

14. The Reorganized Debtors will then make a reasonable effort to review the Fully Satisfied Claim or the Partially Satisfied Claim with the claimant to determine whether any asserted amounts were, in fact, not satisfied. In the event that the parties are unable to reach a resolution, the Reorganized Debtors anticipate that a hearing will be held on the matter at a date and time to be determined by the Reorganized Debtors, in their discretion, subject to the Court's availability.

15. Questions concerning this Notice should be directed to the undersigned co-counsel for the Reorganized Debtors. Claimants should not contact the Clerk of the Court to discuss the merits of their Fully Satisfied Claims, their Partially Satisfied Claims, or this Notice.

Reservation Of Rights

16. The Reorganized Debtors reserve any and all rights to amend, supplement, or otherwise modify this Notice and the Schedules and to file additional notices of this nature and objections to claims with respect to any and all claims filed and amounts scheduled in these chapter 11 cases. The Reorganized Debtors also reserve any and all rights, claims, and defenses with respect to any and all of the Fully Satisfied Claims and Partially Satisfied Claims, and nothing included in or omitted from this Notice is intended or should be construed as (i) an admission as to the validity of any claim, (ii) a waiver of the Reorganized Debtors' rights to dispute any claim on any grounds, (iii) a promise or requirement to pay any claim, (iv) an implication or admission that any claim is of a type referenced or defined herein or therein, (v) a

waiver or limitation of any of the Reorganized Debtors' rights under the Bankruptcy Code or applicable law, or (vi) a waiver of any party's rights to assert that any other party is in breach or default of any agreement.

Dated: July 30, 2021
Wilmington, Delaware

/s/ Stephen B. Gerald

WHITEFORD, TAYLOR & PRESTON LLC²

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

EXHIBIT A

(Fully Satisfied Claims)

Extraction Oil & Gas, Inc. 20-11548
Third Notice of Satisfaction
Exhibit A - Satisfied Claims

NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR SATISFACTION
1 BIG SKY ENERGY EQUIPMENT 840 N. 9TH AVE. BRIGHTON, CO 80603	8/14/2020	Extraction Oil & Gas, Inc.	1478	\$ 62,932.71	Satisfied pursuant to Cure payment in the amount of \$62,932.71.
2 GWP WEST, LLC MICHAEL S. HELD JACKSON WALKER LLP 2323 ROSS AVE., SUITE 600 DALLAS, TX 75202	8/14/2020	Extraction Oil & Gas, Inc.	2363	\$ 84,191.64	Satisfied pursuant to Stipulation in the amount of \$3,549.05. The remaining portion represented Class 6 which was satisfied with equity pursuant to The Plan of Reorganization.
3 LW SURVEY COMPANY 525 LAKE AVENUE SOUTH STE 315 DULUTH, MN 55802	7/31/2020	Extraction Oil & Gas, Inc.	S00077	\$ 790.00	Satisfied pursuant to Cure payment in the amount of \$790.00.
4 PATTERSON-UTI DRILLING COMPANY, LLC C/O DORE ROTHBERG MCKAY 17171 PARK ROW, SUITE 160 HOUSTON, TX 77084	8/14/2020	Extraction Oil & Gas, Inc.	1328	\$ 9,532,195.72	Satisfied lien claim pursuant to The Plan of Reorganization in the amount of \$585,904.93. The remaining portion represented Class 6 which was satisfied with equity pursuant to The Plan of Reorganization.
5 RAISA II, LLC RAISA ENERGY, LLC 1560 BROADWAY, SUITE 2050 DENVER, CO 80202	8/14/2020	8 North, LLC	1709	\$ 986,876.00	Satisfied pursuant to settlement terms of the Contractual Obligations and any other (a) potential prepetition or postpetition claim under the Agreement and (b) potential prepetition claim against the Debtors in the amount of \$986,876.00.
6 SRR ROCKIES, LLC LYDIA R. WEBB GRAY REED MCGRAW LLP 1601 ELM STREET, SUITE 4600 DALLAS, TX 75201	8/14/2020	Extraction Oil & Gas, Inc.	1343	\$ 1,147,249.00	Satisfied pursuant to Stipulation by outstanding JIB amounts. The remaining portion represented Class 6 which was satisfied with equity pursuant to The Plan of Reorganization.
7 STANDARD PARKING REPUBLIC PLAZA PO BOX 790402 ST LOUIS, MO 63179	7/31/2020	Extraction Oil & Gas, Inc.	S00384	\$ 10,175.00	Satisfied pursuant to Cure payment in the amount of \$10,175.00.
8 WELLS FARGO BANK, NATIONAL ASSOCIATION ATTN: JOE ROTTINGHAUS 1700 LINCOLN ST 6TH FLOOR DENVER, CO 80203	7/31/2020	Extraction Oil & Gas, Inc.	S00011	\$ 241,020.31	The claim was satisfied in full according to The Plan of Reorganization on 6/30/2020 in the amount \$236,944.44.
9 WELLS FARGO BANK, NATIONAL ASSOCIATION ATTN: JOE ROTTINGHAUS 1700 LINCOLN ST 6TH FLOOR DENVER, CO 80203	7/31/2020	Extraction Oil & Gas, Inc.	S00014	\$ 162,151.39	The claim was satisfied in full according to The Plan of Reorganization on 6/30/2020 in the amount \$162,151.39.

Extraction Oil & Gas, Inc. 20-11548
 Third Notice of Satisfaction
 Exhibit A - Satisfied Claims

NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR SATISFACTION
10 WELLS FARGO BANK, NATIONAL ASSOCIATION ATTN: JOE ROTTINGHAUS 1700 LINCOLN ST 6TH FLOOR DENVER, CO 80203	7/31/2020	Extraction Oil & Gas, Inc.	S00016	\$ 13,363.19	The claim was satisfied in full according to The Plan of Reorganization on 6/30/2020 in the amount \$12,638.89.
TOTAL			\$ 12,240,944.97		

EXHIBIT B

(Partially Satisfied Claims)

Extraction Oil & Gas, Inc. 20-11548

Third Notice of Satisfaction
Exhibit B - Partially Satisfied Claim

NAME	CLAIM#	ASSERTEDS			CORRECTED		
		DEBTOR	PRIORITY STATUS	AMOUNT	DEBTOR	PRIORITY STATUS	AMOUNT
1 LARIMER AND WELD IRRIGATION COMPANY ATTN KIMBERLY NELSON C/O WRCC, INC. 106 ELM AVENUE EATON, CO 80615	1612^	7N, LLC	Unsecured	\$2,835.00	7N, LLC	Unsecured	\$1,875.00
		TOTAL		\$ 2,835.00	TOTAL		\$ 1,875.00

Reason: According to the Debtors' books and records, Invoice 91633 was satisfied on 8/14/20.

^ Claim 1612 is filed on the Seventeenth Omnibus Objection, Exhibit 1 - No Liability Claims.