

**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)
		)
Reorganized Debtors.		) (Jointly Administered)
		)
		) <b>Hearing Date: September 24, 2021 at 10:00 a.m. (ET)</b>
		) <b>Response Deadline: August 13, 2021 at 4:00 p.m. (ET)</b>
_____		)

**REORGANIZED DEBTORS' SIXTEENTH OMNIBUS (NON-SUBSTANTIVE)  
OBJECTION TO CERTAIN LATE FILED CLAIMS PURSUANT TO  
BANKRUPTCY CODE SECTIONS 105 (a) AND 502(b), BANKRUPTCY RULES  
3003 AND 3007, AND BANKRUPTCY LOCAL RULE 3007-1**

<p><b>PARTIES RECEIVING THIS OBJECTION SHOULD REVIEW EXHIBIT 1 TO THE PROPOSED ORDER TO DETERMINE IF THEIR CLAIM IS SUBJECT TO THIS OBJECTION.</b></p>
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The above-captioned reorganized debtors (collectively, the “Reorganized Debtors”), respectfully submit this sixteenth omnibus (non-substantive) objection to certain late filed claims (the “Objection”). In support of this Objection, the Reorganized Debtors rely upon the declaration of Thomas Behnke attached hereto as **Exhibit B** (the “Behnke Declaration”). In further support of this Objection, the Reorganized Debtors respectfully state the following:

**Relief Requested**

1. The Reorganized Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”) pursuant to sections 105(a) and 502(b) of title 11 of

<sup>1</sup> The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Reorganized Debtors’ 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 United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), rules 3003 and 3007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rule 3007-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Local Rules”) disallowing and expunging the proofs of claim described more fully below and on Exhibit 1 to the Proposed Order, granting the following relief:

- (a) disallowing in full the late filed claims identified on Exhibit 1 to the Proposed Order (collectively, the “Late Filed Claims”) on the basis that each of the Late Filed Claims was filed after the respective Bar Date; and
- (b) authorizing Kurtzman Carson Consultants LLC (“KCC”), the Reorganized Debtors’ court-appointed claims and noticing agent, to modify the claims register in accordance with the Proposed Order.

### **Jurisdiction and Venue**

2. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction over this matter pursuant to 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 “Amended Standing Order”). The Reorganized Debtors confirm their consent, pursuant to Bankruptcy Rule 7008 and Bankruptcy Local Rule 9013-1(f), to the entry of a final order by the Court in connection with this Objection to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

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

4. The statutory bases for the relief sought herein are sections 105(a) and 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007, and Bankruptcy Local Rule 3007-1.

5. On June 14, 2020 (the “Petition Date”), each of the above-captioned debtors (the “Debtors”) filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. A

detailed description surrounding the facts and circumstances of these chapter 11 cases is set forth in the *Declaration of Matthew R. Owens, Co-Founder, President and Chief Executive Officer of the Debtors, in Support of Chapter 11 Petitions and First Day Motions* [Docket No. 18] (the “First Day Declaration”), incorporated by reference herein.

6. 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”).

7. On January 20, 2021, the Reorganized 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].

#### **The Debtors’ Schedules**

8. In the ordinary course of business, the Reorganized Debtors maintain 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 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 Reorganized 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**

9. On June 16, 2020, the Court entered an order [Docket No. 81] appointing KCC as claims and noticing agent in this chapter 11 case. 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 Reorganized Debtors.

10. 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 Reorganized 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 "Governmental Bar Date").

11. 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”).

12. 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, Government Bar Date, and Amended Schedules Bar Date, the “Bar Dates”).

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

### **Objection**

14. Section 502 of the Bankruptcy Code provides, in pertinent part:

- (a) A claim or interest, proof of which is filed under section 501 of this title, is deemed allowed, unless a party in interest, including a creditor of a general partner in a partnership that is a debtor in a case under chapter 7 of this title, objects.
- (b) [I]f such objection to a claim is made, the court, after notice and a hearing, shall determine the amount of such claim in lawful currency of the United States as of the date of the filing of the petition, and shall allow such claim in such amount, except to the extent that—
  - (1) such claim is unenforceable against the debtor and property of the debtor, under any agreement or applicable law for a reason other than because such claim is contingent or unmatured . . . .

11 U.S.C. § 502.

15. When asserting a proof of claim against a bankrupt estate, a claimant must allege facts that, if true, would support a finding that the debtor is legally liable to the claimant. *In re Allegheny Int'l, Inc.*, 954 F.2d 167, 173 (3d Cir. 1992); *Matter of Int'l Match Corp.*, 69 F.2d 73, 76 (2d Cir. 1934) (finding that a proof of claim should at least allege facts from which legal liability can be seen to exist). Where the claimant alleges sufficient facts to support its claim, its claim is afforded *prima facie* validity. *Allegheny Int'l Inc.*, 954 F.2d at 173. A party wishing to dispute such a claim must produce evidence in sufficient force to negate the claim's *prima facie* validity. *Id.* In practice, the objecting party must produce evidence that would refute at least one of the allegations essential to the claim's legal sufficiency. *Id.* Once the objecting party produces such evidence, the burden shifts back to the claimant to prove the validity of his or her claim by a preponderance of the evidence. *Id.* The burden of persuasion is always on the claimant. *Id.* For the reasons set forth below, there is ample evidence to rebut the *prima facie* validity of each Claim.

16. Pursuant to Bankruptcy Rule 3007(d), a debtor is permitted to file an omnibus objection to more than one claim if the objections are based on enumerated grounds, including that “they duplicate other claims . . . have been amended by subsequently filed proofs of claim . . . were not timely filed, . . . were presented in a form that does not comply with applicable rules, and the objection states that the objector is unable to determine the validity of the claim because of the noncompliance . . . [or] they are interests, rather than claims . . .” Fed. R. Bankr. P. 3007(d)(1), (3), (4), (6) & (7).

17. Furthermore, Bankruptcy Local Rule 3007-1 provides in relevant part that non-substantive objections to claims may be combined in the same omnibus objection:

An objection is deemed to be on a substantive basis unless it is based on one or more of the following:

- a. A duplicate claim; provided, however, that a claim filed against two different debtors is not a duplicate claim unless the cases have been substantively consolidated by order of the Court;
- b. A claim filed in the wrong case;
- c. An amended or superseded claim;
- d. A late filed claim;
- e. A claim filed by a shareholder based on ownership of stock; *provided*, however, that an objection with respect to a claim filed by a shareholder for damages shall be deemed a substantive objection;
- f. A claim that does not have a basis in the debtor's Books and Records and does not include or attach sufficient information or documentation to constitute *prima facie* evidence of the validity and amount of the claim, as contemplated by Fed. R. Bankr. P. 3001(f); provided, however, that if the Court determines that the claim attaches or includes sufficient information or documentation and is otherwise in compliance with applicable rules, then the objection shall be deemed substantive. Any objection under this subsection must be supported by an affidavit or declaration that states that affiant or declarant has reviewed the claim and all supporting information and documentation provided therewith, made reasonable efforts to research the claim on the debtor's Books and Records and believes such documentation does not provide *prima facie* evidence of the validity and amount of the claim; . . .

Del. Bankr. L.R. 3007-1(d)(i)-(vi). Additionally, section 502(b)(1) of the Bankruptcy Code provides that a claim must be disallowed if “such claim is unenforceable against the debtor and property of the debtor, under any agreement or applicable law . . . .” 11 U.S.C. § 502(b)(1). For the reasons set forth below, there is ample evidence to rebut the *prima facie* validity of each claim.

**A. The Late Filed Claims**

18. During the review of the proofs of claim filed in these chapter 11 cases, the Reorganized Debtors identified certain late filed claims (the “Late Filed Claims”). Pursuant to the Bar Date Order, all holders of claims (except governmental entities) were required to file a proof of claim with supporting documentation on or before the General Bar Date. Additionally, pursuant

to the Confirmation Order, all Administrative Claims (as defined in the Plan) were required to be filed on or before the Administrative Claims Bar Date. Moreover, pursuant to the Bar Date Order, Rejection Damages Claims were required to be filed on or before the later of the General Bar Date or the Governmental Bar Date, as applicable, or thirty (30) days following the entry of the order approving the rejection of the respective executory contract or unexpired lease.

19. Each of the Late Filed Claims were filed after the General Bar Date, the Administrative Claims Bar Date, or the date permitted for the filing of Rejection Damages Claims, as applicable. A List of the Late Filed Claims is set forth on Exhibit 1 to the Proposed Order. Moreover, the Reorganized Debtors and their advisors have examined each of the Late Filed Claims and determined that such claims are not specific amendments to a timely filed claim. Failure to disallow the Late Filed Claims will result in the applicable claimant receiving an unwarranted recovery to the detriment of the Reorganized Debtors and other creditors in these chapter 11 cases. Accordingly, the Reorganized Debtors hereby (a) object to the Late Filed Claims listed on Exhibit 1 to the Proposed Order and (b) request entry of the Proposed Order disallowing the Late Filed Claims in their entirety.

20. Each of the Late Filed Claims are also subject to the *Reorganized Debtors' Seventeenth Omnibus (Substantive) Objection to Certain (A) No Liability Claims; and (B) No Liability Royalty Claims, Pursuant to Section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007, and Bankruptcy Local Rule 3007-1*, filed contemporaneously herewith.

#### **Separate Contested Matters**

21. To the extent that a response is filed regarding any claim listed in this Objection and the Reorganized Debtors are unable to resolve the response, the objection by the Reorganized Debtors to each such Late Filed Claim asserted herein shall constitute a separate contested matter



as contemplated by Bankruptcy Rule 9014. Any order entered by the Court regarding an objection asserted in the Objection shall be deemed a separate order with respect to each Late Filed Claim.

**Reservation of Rights**

22. The Reorganized Debtors expressly reserve the right to amend, modify, or supplement this Objection, and to file additional objections to any claims filed in this chapter 11 case including, without limitation, the disputed claims that are the subject of this Objection (collectively, the “Disputed Claims”). Should one or more of the grounds for this Objection be dismissed or overruled, the Reorganized Debtors reserve the right to object to any Disputed Claim on any other ground.

23. Nothing contained in this Objection or any actions taken by the Reorganized Debtors pursuant to any order granting the relief requested by this Objection is intended or should be construed as: (a) an admission as to the validity, priority, or amount of any particular claim against a Reorganized Debtor entity; (b) a waiver of the Reorganized Debtors’ right to dispute any particular claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Objection or any order granting the relief requested by this Objection; (e) a request or authorization to assume any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) a waiver or limitation of the Reorganized Debtors’ rights under the Bankruptcy Code or any other applicable law; or (g) a concession by the Reorganized Debtors or any other party-in-interest that any liens (contractual, common law, statutory, or otherwise) addressed pursuant to this Objection are valid and the Reorganized Debtors and all other parties-in-interest expressly reserve their rights to contest the extent, validity, or perfection, or to seek avoidance of all such liens. If the Court grants the relief sought herein, any payment made pursuant to the Court’s order is not intended and should not be construed as an admission as to the validity, priority, or amount of any particular claim or

a waiver of the Reorganized Debtors' or any other party-in-interest's rights to subsequently dispute such claim.

**Notice**

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

**Compliance with Bankruptcy Local Rule 3007-1**

25. To the best of the Reorganized Debtors' knowledge and belief, this Objection and the related Exhibits annexed to the Proposed Order comply with Bankruptcy Local Rule 3007-1. To the extent that this Objection does not comply in all respects with the requirements of

Bankruptcy Local Rule 3007-1, the Reorganized Debtors believe such deviations are not material and respectfully request that any such requirement be waived.

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

Dated: July 30, 2021  
Wilmington, Delaware

*/s/ Stephen B. Gerald*

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**WHITEFORD, TAYLOR & PRESTON LLC<sup>2</sup>**

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

rriley@wtplaw.com

sgerald@wtplaw.com

*Co-Counsel to the Reorganized Debtors*

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<sup>2</sup> 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> , <sup>1</sup>	)	Case No. 20-11548 (CSS)
	)	
Reorganized Debtors.	)	(Jointly Administered)
	)	
	)	<b>Hearing Date: September 24, 2021 at 10:00 a.m. (ET)</b>
	)	<b>Response Deadline: August 13, 2021 at 4:00 p.m. (ET)</b>

**NOTICE OF REORGANIZED DEBTORS' SIXTEENTH OMNIBUS (NON-SUBSTANTIVE) OBJECTION TO CERTAIN LATE FILED CLAIMS PURSUANT TO BANKRUPTCY CODE SECTIONS 105(a) AND 502(b), BANKRUPTCY RULES 3003 AND 3007, AND BANKRUPTCY LOCAL RULE 3007-1**

<b>PARTIES RECEIVING THIS OBJECTION SHOULD REVIEW EXHIBIT 1 TO THE PROPOSED ORDER TO DETERMINE IF THEIR CLAIM IS SUBJECT TO THIS OBJECTION.</b>
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**PLEASE TAKE NOTICE** that, on July 30, 2021, the above-captioned reorganized debtors (collectively, the "Reorganized Debtors") filed the *Reorganized Debtors' Sixteenth Omnibus (Non-Substantive) Objection to Certain Late Filed Claims Pursuant to Bankruptcy Code Sections 105(a) and 502(B), Bankruptcy Rules 3003 and 3007, and Bankruptcy Local Rule 3007-1* (the "Objection"),<sup>2</sup> with the United States Bankruptcy Court for the District of Delaware (the "Court").

**PLEASE TAKE FURTHER NOTICE** that each claimant that has filed a claim that is affected by the Objection is receiving a copy of the Objection. Affected claimants should read the Objection and Exhibit 1 to the proposed order attached thereto, which details the claims subject to the Objection and the grounds for such Objection.

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<sup>1</sup> 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.

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

**PLEASE TAKE FURTHER NOTICE** that any party wishing to oppose the relief requested in the Objection must file a response (each, a “Response”) to the Objection with the Clerk of the Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, and serve a copy of the response on Counsel to the Reorganized Debtors, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attention: Christopher Marcus, P.C. (christopher.marcus@kirkland.com), Allyson Smith Weinhouse (allyson.smith@kirkland.com), and Whiteford Taylor Preston LLC, The Renaissance Centre, Suite 500, 405 North King Street, Wilmington, Delaware 19802, Attention: Marc R. Abrams (mabrams@wtplaw.com), Richard W. Riley (rriley@wtplaw.com), and Stephen B. Gerald (sgerald@wtplaw.com) so as to be received on or before **AUGUST 13, 2021 at 4:00 P.M. (ET)**. **Only those Responses timely filed with the Court and received by the Notice Parties identified above will be considered by the Court.**

**PLEASE TAKE FURTHER NOTICE** that any Response to the Objection that is filed with the Court must include:

1. a caption setting forth the name of the Court, the above-referenced case number and the title of the Objection to which the Response is directed;
2. the name of the respondent and a description of the basis for the amount and classification asserted in the Disputed Claim, if applicable;
3. a concise statement setting forth the reasons why the particular Disputed Claim should not be disallowed or otherwise modified for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which the respondent will rely in opposing the Objection at any hearing thereon;
4. all documentation or other evidence of the particular Disputed Claim or asserted amount and classification thereof, to the extent not already included with the proof of claim previously filed, upon which the respondent will rely in opposing the Objection at any hearing thereon; and
5. the name, address, telephone number, and email address of the person(s) (who may be the respondent or a legal representative thereof) (i) possessing ultimate authority to reconcile, settle or otherwise resolve the Disputed Claim on behalf of the respondent and (ii) to whom the Reorganized Debtors should serve any reply to the Response.

**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 THAT, IF A RESPONSE IS FILED, A HEARING (THE “HEARING”) ON THE OBJECTION WILL BE HELD ON **SEPTEMBER 24, 2021 AT 10:00 A.M. (ET)** BEFORE THE HONORABLE CHRISTOPHER S. SONTCHI, UNITED STATES 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 30, 2021  
Wilmington, Delaware

*/s/ Stephen B. Gerald*

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

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  
rriley@wtplaw.com  
sgerald@wtplaw.com

*Co-Counsel to the Reorganized Debtors*

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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**

**Proposed 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)
	)	
Reorganized Debtors.	)	(Jointly Administered)
	)	
	)	<b>Re: Docket No. ___</b>

**ORDER SUSTAINING REORGANIZED DEBTORS’  
SIXTEENTH OMNIBUS (NON-SUBSTANTIVE) OBJECTION  
TO CERTAIN LATE FILED CLAIMS PURSUANT TO BANKRUPTCY CODE  
SECTIONS 105(a) AND 502(b), BANKRUPTCY RULES 3003 AND 3007, AND  
BANKRUPTCY LOCAL RULE 3007-1**

Upon the objection (the “Objection”)<sup>2</sup> of the above-captioned reorganized debtors (the “Reorganized Debtors”) for entry of an order (this “Order”) (a) disallowing the Late Filed Claims set forth on **Exhibit 1** attached hereto; and (b) granting related relief, all as more fully set forth in the Objection; and upon the First Day Declaration; and upon the declaration of Thomas Behnke; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order; and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Objection in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Objection is in the best interests of the

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<sup>1</sup> 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.

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



Reorganized Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Reorganized Debtors' notice of the Objection and opportunity for a hearing on the Objection were appropriate and no other notice need be provided; and this Court having reviewed the Objection and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Objection and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Objection is SUSTAINED.
2. The Late Filed Claims set forth on the attached **Exhibit 1** are hereby disallowed in their entirety.
3. KCC is authorized and directed to modify the claims register for these chapter 11 cases in accordance with the terms of this Order.
4. To the extent that a response is filed regarding any Late Filed Claim listed in the Objection and the Reorganized Debtors are unable to resolve the response, each such Late Filed Claim, and the Objection by the Reorganized Debtors to each such Late Filed Claim, shall constitute a separate contested matter as contemplated by Bankruptcy Rule 9014.
5. Any order entered by this Court regarding the Objection shall be deemed a separate order with respect to each Late Filed Claim.
6. Nothing in the Objection or this Order shall be construed as an allowance of any Claim.

7. The Reorganized Debtors' right to object in the future to any Late Filed Claim listed in the Objection or on the exhibits attached hereto on any ground, and to amend, modify, and/or supplement the Objection, including to object to amended or newly filed claims is fully reserved.

8. To the extent that the Objection does not comply in all respects with the requirements of Bankruptcy Local Rule 3007-1, the requirements of Bankruptcy Local Rule 3007-1 are waived.

9. The Court shall retain jurisdiction over all affected parties with respect to any matters, claims or rights arising from or related to the implementation, interpretation, and enforcement of this Order.

**Exhibit 1**

**Late Filed Claims**

Extraction Oil & Gas, Inc. 20-11548  
Sixteenth Omnibus Objection  
Exhibit 1 - Late Filed Claims

NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
1 ERIC GREENE CAMI GREENE JT 225 MADERA WAY WINDSOR, CO 80550	1/25/2021	Extraction Oil & Gas, Inc.	2607^	\$ 2,131.45	Claim was filed after the General Bar Date August 14th, 2020.
^ Claim 2607 is filed on the Seventeenth Omnibus Objection, Exhibit 1 - No Liability Claims.					
2 J & J ENTERPRISES PROPERTY MANAGEMENT LLC 7251 W 20 STREET BLDG L #200 GREELEY, CO 80634-4625	10/1/2020	Extraction Oil & Gas, Inc.	2496^	Undetermined*	Claim was filed after the General Bar Date August 14th, 2020.
^ Claim 2496 is filed on the Seventeenth Omnibus Objection, Exhibit 2 - No Liability Royalty Claims.					
3 STEPHEN SOUTHARD STEPHEN E SOUTHARD JR 1160 HICKORY WAY ERIE, CO 80516	1/17/2021	Extraction Oil & Gas, Inc.	2604^	Undetermined*	Claim was filed after the General Bar Date August 14th, 2020.
^ Claim 2604 is filed on the Seventeenth Omnibus Objection, Exhibit 2 - No Liability Royalty Claims.					
TOTAL				\$ 2,131.45*	

**Exhibit B**

**Declaration of Thomas Behnke**

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

<p>In re:</p> <p>EXTRACTION OIL &amp; GAS, INC. <i>et al.</i>,<sup>1</sup></p> <p style="text-align: center;">Reorganized Debtors.</p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-11548 (CSS)</p> <p>(Jointly Administered)</p>
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**DECLARATION OF THOMAS BEHNKE IN SUPPORT OF REORGANIZED DEBTORS’ SIXTEENTH OMNIBUS (NON-SUBSTANTIVE) OBJECTION TO CERTAIN LATE FILED CLAIMS, PURSUANT TO BANKRUPTCY CODE SECTIONS 105(a) AND 502(b), BANKRUPTCY RULES 3003 AND 3007, AND BANKRUPTCY LOCAL RULE 3007**

I, Thomas Behnke, pursuant to 28 U.S.C. § 1746, declare:

1. I am a Managing Director at Alvarez & Marsal North America, LLC (“A&M”), restructuring advisors to the above-captioned reorganized debtors (the “Reorganized Debtors”). I, along with my colleagues at A&M, have been engaged by the Reorganized Debtors to provide various restructuring and financial services.

2. As part of my current position, I am responsible for certain claims management and reconciliation matters. I am generally familiar with the Reorganized Debtors’ day-to-day operations, financing arrangements, business affairs, and books and records that reflect, among other things, the Reorganized Debtors’ liabilities and the amount thereof owed to their creditors as of the Petition Date.

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<sup>1</sup> 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. I have read the *Reorganized Debtors' Sixteenth Omnibus (Non-Substantive) Objection to Certain Late Filed Claims, Pursuant to Bankruptcy Code Sections 105(a) and 502(b), Bankruptcy Rules 30003 and 3007, and Bankruptcy Local Rule 3007-1* (the "Objection"),<sup>2</sup> and am directly, or by and through other personnel or representatives of the Reorganized Debtors, familiar with the information contained therein, including the Proposed Order and the exhibits attached thereto.

4. To the best of my knowledge, information, and belief, insofar as I have been able to ascertain after reasonable inquiry, considerable resources and time have been expended in reviewing and reconciling the proofs of claim filed pending against the Reorganized Debtors in these chapter 11 cases. The claims were carefully reviewed and analyzed in good faith utilizing due diligence by the appropriate personnel. These efforts resulted in the identification of the Disputed Claims.

5. I am authorized to submit this declaration (the "Declaration") in support of the Objection. All matters set forth in this Declaration are based on: (a) my personal knowledge; (b) my review of relevant documents or the review by the Reorganized Debtors or my A&M team members of such documents; (c) my view, based on my experience and knowledge of the Reorganized Debtors and the Reorganized Debtors' operations, books and records, and personnel; (d) information supplied to me by the Reorganized Debtors and by others at the Reorganized Debtors' request; or (e) as to matters involving United States bankruptcy law or rules or other applicable laws, my reliance on the advice of counsel or other advisors to the Reorganized Debtors. If called upon to testify, I could and would testify competently to the facts set forth herein.

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<sup>2</sup> All capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Objection.

6. The information contained in the Objection and on Exhibit 1 to the Proposed Order is true and correct to the best of my knowledge.

7. In evaluating the Disputed Claims, the Reorganized Debtors and/or their advisors have identified certain Late Filed Claims. Each of the Late Filed Claims were filed after the General Bar Date, the Administrative Claims Bar Date, or the date for filing Rejection Damages Claims, as applicable. A list of the Late Filed Claims is set forth under the heading labeled “Claim(s) to be Disallowed” on Exhibit 1 to the Proposed Order. Moreover, the Reorganized Debtors and their advisors have examined each of the Late Filed Claims and determined that such claims are not specific amendments to a timely filed claim. Failure to disallow the Late Filed Claims will result in the applicable Claimant receiving an unwarranted recovery to the detriment of the Reorganized Debtors.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge and belief.

Executed on July 30, 2021

/s/ Thomas Behnke

Thomas Behnke  
Managing Director  
Alvarez and Marsal North America, LLC