

**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)
)	

**CERTIFICATION OF COUNSEL REGARDING
STIPULATION REGARDING PROOF OF CLAIM NO. 2363
FILED BY GWP WEST, LLC**

The undersigned co-counsel to the Reorganized Debtors, hereby certifies as follows:

1. On July 30, 2021, the Reorganized Debtors filed the *Reorganized Debtors' Third Notice of Satisfaction of Certain Fully Satisfied and Partially Satisfied Claims* [Docket No. 1997] (the "Notice of Satisfaction"), which, among other claims, stated that the proof of claim filed by GWP West, LLC designated Claim No. 2363 (the "Claim") had been "[s]atisfied 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."

2. GWP West, LLC raised an informal response to the Notice of Satisfaction (the "Informal Response").

3. The Reorganized Debtors and GWP West, LLC have conferred and resolved the Informal Response pursuant to the terms of the *Stipulation Regarding Proof Of Claim No. 2363*

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.



Filed By GWP West, LLC (the “Stipulation”) attached as **Exhibit 1** to the proposed form of order approving the stipulation attached hereto as **Exhibit A** (the “Proposed Order”).

WHEREFORE, the Reorganized Debtors respectfully request that the Court enter the Proposed Order, substantially in the form attached hereto as **Exhibit A** at the earliest convenience of the Court.

Dated: September 13, 2021
Wilmington, Delaware

/s/ Richard W. Riley

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

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

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In re:)	Chapter 11
)	
EXTRACTION OIL & GAS, INC., <i>et al.</i> ,)	Case No. 20-11548 (CSS)
)	
Reorganized Debtors.)	(Jointly Administered)
_____)	Related Docket No. ____

**ORDER APPROVING STIPULATION REGARDING
PROOF OF CLAIM NO. 2363 FILED BY GWP WEST, LLC**

This Court having considered the *Stipulation Regarding Proof Of Claim No. 2363 Filed By GWP West, LLC* (the “Stipulation”) attached hereto as **Exhibit 1** and the *Certification of Counsel Regarding Stipulation Regarding Proof Of Claim No. 2363 Filed By GWP West, LLC*; the Court having determined that good and adequate cause exists for approval of the Stipulation; and the Court having determined that no further notice of the Stipulation must be given; it is hereby

ORDERED that the Stipulation is APPROVED.

EXHIBIT 1

(Stipulation)

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

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

**STIPULATION REGARDING PROOF OF CLAIM NO. 2363
FILED BY GWP WEST, LLC**

This stipulation (the “Stipulation”) is made and entered into by and between (i) the above-captioned reorganized debtors (the “Reorganized Debtors”) and (ii) GWP West, LLC (“Claimant”). The Reorganized Debtors and Claimant are sometimes each referred to as a “Party” and together as the “Parties”. The Parties hereby stipulate and agree as follows:

WHEREAS, on June 14, 2020 (the “Petition Date”), each of the above-captioned debtors (the “Debtors”) filed voluntary petitions pursuant to chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), commencing the above-captioned jointly administered bankruptcy cases (the “Bankruptcy Cases”).

WHEREAS, on December 23, 2020, the Court entered its *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*

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.

Reorganization of Extraction Oil & Gas, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 1505] (the “Plan”).

WHEREAS, on January 20, 2021, the Debtors substantially consummated the Plan and emerged from chapter 11 as the Reorganized Debtors in accordance with the terms of the Plan and the Confirmation Order. *See 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].

WHEREAS, on August 14, 2020, Claimant filed proof of claim no. 2363 (the “Claim”) in the Bankruptcy Cases, asserting a total claim of in the amount of \$84,191.64 comprised of a secured claim in the amount of \$3,549.05 and a general unsecured claim for rejection damages in the amount of \$80,642.59.

WHEREAS on September 14, 2020, this Court entered that certain *Order Approving Stipulation by and Among Debtors and Landlord at Debtors’ Houston Office Lease Location Respecting Rejection of the Office Lease and Surrender of the Security Deposit* [Docket No. 629], which approved the Stipulation whereby the Claimant was entitled to retain and apply a Security deposit in the amount of \$3,549.05 to amounts payable by the Debtors under the Lease that were due pre-petition, and reduced Claimant’s general unsecured claim to \$80,642.59

WHEREAS, on July 30, 2021, the Reorganized Debtors filed the *Reorganized Debtors’ Third Notice of Satisfaction of Certain Fully Satisfied and Partially Satisfied Claims* [Docket No. 1997] (the “Notice of Satisfaction”), which, among other claims, stated that the Claim was “[s]atisfied 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.”

WHEREAS, Claimant raised an informal response to the Notice of Satisfaction (the “Informal Response”).

WHEREAS, the Reorganized Debtors and Claimant wish to resolve Informal Response pursuant to the terms of this Stipulation.

NOW, THEREFORE, in consideration of the foregoing, plus other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties hereby stipulate and agree as follows:

1. The Claim was satisfied pursuant to the *Stipulation By And Among Debtors And Landlord At Debtors’ Houston Office Lease Location Respecting Rejection Of Office Lease And Surrender Of Security Deposits* [Docket No. 615-1], which was approved by *Order Approving Stipulation by and Among Debtors and Landlord at Debtors' Houston Office Lease Location Respecting Rejection of Office Lease and Surrender of Security Deposit* [Docket No. 629]. The remaining \$80,642.59 portion of the Claim represented a Class 6 claim which was satisfied with (a) payment of \$2,445.74 through the GUC Cash Out Election and (b) entitlement and receipt of equity pursuant to the Plan.
2. Kurtzman Carson Consulting, LLC, the Court appointed claims and noticing agent, is authorized to reflect the satisfaction of the Claim as described in paragraph 1 above on the official claims register maintained in the Bankruptcy Cases.
3. Claimant further waives any and all rights Claimant may otherwise have to file any other or additional claims against the Debtors in the Bankruptcy Cases.
4. This Stipulation constitutes the entire agreement between the parties and may not be amended or modified in any manner except by writing signed by each of the parties or their counsel and approved by the Court.

5. Each Party and signatory to this Stipulation represents and warrants to each other Party thereto that such Party or signatory has full power, authority and legal right and has obtained all approvals and consents necessary to execute, deliver and perform all actions required under this Stipulation.

6. This Stipulation may be executed in identical counterparts, each of which when so executed and delivered will constitute an original, but all of which taken together will constitute one and the same instrument. The exchange of copies of this Stipulation and of signature pages by facsimile transmission or by other electronic transmission of a manual signature (by portable data format (PDF) or other method that enables the recipient to reproduce a copy of the manual signature) shall constitute effective execution and delivery of this Stipulation as to the Parties and may be used in lieu of the original Stipulation for all purposes. Signatures of the Parties transmitted by facsimile or other electronic transmission will be deemed to constitute their original signatures for all purposes.

Dated: September 13, 2021
Wilmington, DE

/s/ Richard W. Riley
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