

**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 Nos. 2024 & 2037

**ORDER SUSTAINING REORGANIZED DEBTORS’ EIGHTEENTH 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**

Upon the objection (the “Objection”)² of the above-captioned reorganized debtors (the “Reorganized Debtors”) for entry of this Order pursuant to section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007, and Bankruptcy Local Rule 3007-1, disallowing the Disputed Claims; 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 Reorganized Debtors, the 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

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.

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



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 upon the First Day Declaration; and upon the declaration of Thomas Behnke; 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 as set forth herein.
2. The No Liability Claims identified on the attached **Exhibit 1** are hereby disallowed in their entirety
3. The No Liability Royalty Claims identified on the attached **Exhibit 2** are hereby disallowed in their entirety.
4. The Reorganized Debtors' objection to each Disputed Claim addressed in the Objection constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order shall be deemed a separate order with respect to each claim. Any stay of this Order pending appeal by any of the claimants subject to this Order shall only apply to the contested matter that involves such claimant and shall not act to stay the applicability or finality of this Order with respect to the other contested matters covered hereby.
5. Nothing in the Objection or this Order constitutes a waiver of the Reorganized Debtors' rights to object to any claims not previously disallowed or to assert any claims, counterclaims, rights of offset or recoupment, or any other claims against the claimants listed on **Exhibits 1 – 2** hereto, all of which rights are expressly preserved. Additionally, to the extent the Objection was denied with respect to any of the Disputed Claims, the Reorganized Debtors' rights

to object to such Disputed Claims on any grounds other than those set forth in the Objection are preserved.

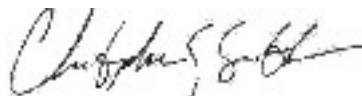
6. The Reorganized Debtors and KCC are authorized to take any and all actions that are necessary or appropriate to give effect to this Order.

7. Nothing in the Objection or this Order shall be construed as an allowance of any Claim.

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

Dated: September 24th, 2021
Wilmington, Delaware



CHRISTOPHER S. SONTCHI
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

No Liability Claims

Extraction Oil & Gas, Inc. 20-11548
 Eighteenth Omnibus Objection
 Exhibit 1 - No Liability Claims

NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
1 ANTHONY & VIOLA BURROUGHS 39701 CR 47 AULT, CO 80610	8/13/2020	Extraction Oil & Gas, Inc.	1090	\$ 6,238.24	According to the Debtors' books and records, Debtors are not liable for the asserted claim per a review of the claimant's Proof of Claim, the documents attached thereto, and a reasonable review of the Debtors' books and records. Additionally, according to the Colorado Department of Revenue, Taxation Division, the Debtors' are required by law to withhold certain severance and ad valorem taxes (https://protect-us.mimecast.com/s/kY7qCKrQxWuVRAYNuMmm3L?domain=tax.colorado.gov).
2 BRENDAN GATES 12 LEACH LANE ASHLAND, MA 01721	8/27/2020	Extraction Oil & Gas, Inc.	2294	\$ 297.10	According to the Debtors' books and records, Debtors are not liable for the asserted claim per a review of the claimant's Proof of Claim, the documents attached thereto, and a reasonable review of the Debtors' books and records.
3 KRAN LLC ERIC WHITEHEAD 3620 W 10TH STREET, UNIT B BOX 171 GREELEY, CO 80634	9/1/2020	Extraction Oil & Gas, Inc.	2340^	\$ 4,872.00	Claim was partially satisfied on 4/16/20 via check number 64856. The remainder of the claim was satisfied via Cure payment in the amount of \$3,248.00.
^ Claim 2340 is filed on the Fourth Notice of Satisfaction, Exhibit 2 - Partially Satisfied Claims.					
4 ROBERT C BURROUGHS PATRICIA JO BURROUGHS PO BOX 579 AULT, CO 80610	8/13/2020	Extraction Oil & Gas, Inc.	1098	\$ 8,779.31	According to the Debtors' books and records, Debtors are not liable for the asserted claim per a review of the claimant's Proof of Claim, the documents attached thereto, and a reasonable review of the Debtors' books and records. Additionally, according to the Colorado Department of Revenue, Taxation Division, the Debtors' are required by law to withhold certain severance and ad valorem taxes (https://protect-us.mimecast.com/s/kY7qCKrQxWuVRAYNuMmm3L?domain=tax.colorado.gov).
5 ROBERT C BURROUGHS PO BOX 579 AULT, CO 80610	8/13/2020	Extraction Oil & Gas, Inc.	1103	\$ 21,936.61	According to the Debtors' books and records, Debtors are not liable for the asserted claim per a review of the claimant's Proof of Claim, the documents attached thereto, and a reasonable review of the Debtors' books and records. Additionally, according to the Colorado Department of Revenue, Taxation Division, the Debtors' are required by law to withhold certain severance and ad valorem taxes (https://protect-us.mimecast.com/s/kY7qCKrQxWuVRAYNuMmm3L?domain=tax.colorado.gov).
TOTAL				\$ 42,123.26	

Exhibit 2

No Liability Royalty Claims

Extraction Oil & Gas, Inc. 20-11548
 Eighteenth Omnibus Objection
 Exhibit 2 - No Liability Royalty Claims

NAME	DATE FILED	CASE NUMBER	DEBTOR	CLAIM #	ASSERTED CLAIM AMOUNT
1 MARVIN RIVERA LA PARRA 1006 B STREET GREELEY, CO 80631	8/9/2020	20-11548	Extraction Oil & Gas, Inc.	486	\$ 526.35

Reason: The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.

TOTAL

\$ 526.35