

**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))	
	)		)	(Jointly Administered))	
Reorganized Debtors.	)		)	Hearing Date: November 5, 2021 at 11:00 a.m. (ET))	
	)		)	Response Deadline: October 20, 2021 at 4:00 p.m. (ET))	

**REORGANIZED DEBTORS’ MOTION FOR ENTRY OF A
FINAL DECREE (A) CLOSING CERTAIN OF THE CHAPTER 11
CASES, (B) TRANSFERRING CLAIMS AGAINST AND INTERESTS
ASSERTED IN THE DEBTORS TO THE REMAINING CASE; (C) AMENDING THE
CAPTION OF THE REMAINING CASE; AND (D) GRANTING RELATED RELIEF**

The above-captioned reorganized debtors (the “Reorganized Debtors”), respectfully state as follows in support of this motion (the “Motion”):

Preliminary Statement

1. On December 23, 2020, the Court entered an order [Docket No. 1509] (the “Confirmation 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. 1505] (the “Plan”). The Plan was substantially consummated and the Reorganized Debtors emerged from chapter 11 on January 20, 2021 [Docket No. 1652]. Now, the only material remaining matter anticipated to require resolution in connection with these chapter 11 cases is the process of administering the Remaining Claims (as defined herein) and the

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.



pending the Federal Energy Regulatory Commission's ("FERC") appeal regarding the rejection of certain executory contracts (as defined herein).

2. The Reorganized Debtors file reports each calendar quarter on account of the Closing Cases, hereinafter defined, and are charged based on up to \$812,500.00 in U.S. Trustee fees per entity each quarter based on such entities' level of cash disbursements. Closure of such cases will allow the Debtors to avoid unnecessarily incurring further U.S. Trustee fees on account of the Closing Cases ("U.S. Trustee Fees"). *See, e.g.*, 28 U.S.C. § 1930(a)(6) (requiring the payment of quarterly fees to the trustee). At present, the Reorganized Debtors' cases typically accrue the statutory maximum amount per quarter in U.S. Trustee Fees.

3. There are no outstanding matters related to the Closing Cases other than certain unresolved proofs of claim (the "Remaining Claims") and the FERC's appeal pending before the Third Circuit (the "FERC Appeal").

4. Therefore, the Reorganized Debtors seek to transfer to *In re 8 North, LLC*, Case No. 20-11550 (CSS) (the "Remaining Case") the Remaining Claims that were asserted against the Debtors, thus enabling the Reorganized Debtors to close the Closing Cases that remain open unnecessarily, saving time and resources. The Reorganized Debtors believe that their chapter 11 cases, other than the Remaining Case and the FERC Appeal, are fully administered. Leaving the Closing Cases open any longer would impose unnecessary costs on the Reorganized Debtors. Accordingly, the Reorganized Debtors request entry of a final decree closing such Closing Cases.

Relief Requested

5. By this Motion, the Reorganized Debtors seek entry of a final order, substantially in the form attached hereto as **Exhibit A**: (a) closing the chapter 11 cases of (i) *Extraction Oil & Gas, Inc.*, Case No. 20-11548 (CSS) ("XOG"); (ii) *7N, LLC*, Case No. 20-11549 (CSS); (iii) *Axis Exploration, LLC*, Case No. 20-11551 (CSS) ("Axis"); (iv) *Mountaintop Minerals, LLC*, Case No.

20-11553 (CSS); (v) *Northwest Corridor Holdings, LLC*, Case No. 20-11554 (CSS); (vi) *Table Mountain Resources, LLC*, Case No. 20-11555 (CSS); (vii) *XOG Services, LLC*, Case No. 20-11556 (CSS); (viii) *Extraction Finance Corp.*, Case No. 20-11552 (CSS) (“Extraction Finance”); and (ix) *XTR Midstream, LLC*, Case No. 20-11557 (CSS) (“XTR Midstream”) (collectively, the “Closing Cases”) and leaving the case of *In re 8 North, LLC*, Case No. 20-11550 (CSS) (“8 North”) open for purposes of resolving all Remaining Claims against the Closing Cases;² (b) waiving certain reporting requirements in each of the Closing Cases; (c) transferring all claims against, and interests asserted in, the Closing Cases to the Remaining Case; (d) amending the caption of the Remaining Case; and (e) granting related relief. The Remaining Case will remain open to provide the Reorganized Debtors the opportunity to finalize the process of resolving the Remaining Claims, the FERC Appeal, and any other contested matters.

6. The Reorganized Debtors propose that the new caption of the Remaining Case shall read as follows:

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

)	
In re:	)	Chapter 11
)	
<i>In re 8 North, LLC,</i>	)	Case No. 20-11550 (CSS)
)	
Reorganized Debtor.	)	(Formerly Jointly Administered under
	)	Lead Case: Extraction Oil & Gas, Inc.,
)	
	)	Case No. 20-11548 (CSS))

The Reorganized Debtor, along with last four digits of the Reorganized Debtor’s federal tax identification number is: 8 North, LLC (0904). The location of the Reorganized Debtor’s service address is: 370 17th Street, Suite

² For the avoidance of doubt, through this Motion, the Reorganized Debtors are not seeking to close the cases of Reorganized Debtors *In re 8 North, LLC*, Case No. 20-11550 (CSS).

5200, Denver, Colorado 80202. On [●], 2021, the Court entered an order [Docket No. [●]] closing the chapter 11 cases of the Reorganized Debtors other than Case No. 20-11556 (CSS).

7. Upon the filing of a further motion to close the Remaining Case, the Reorganized Debtors will file a final report with respect to all of the above-captioned chapter 11 cases pursuant to rule 3022-1(c) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Local Rules”). Accordingly, the Reorganized Debtors in the Closing Cases do not intend to file a final report at this time.

Jurisdiction and Venue

8. 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 Debtors confirm their consent, pursuant to rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Bankruptcy Local Rule 9013-1(f) to the entry of a final order by the Court in connection with this Motion 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.

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

10. The statutory bases for the relief requested herein are section 350(a) of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), Bankruptcy Rule 3022, and Bankruptcy Local Rule 3022-1.

Background

11. On June 14, 2020 (the “Petition Date”), each of the above captioned debtors (the “Debtors”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. During the pendency of their chapter 11 cases, the Debtors operated their business and managed their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No party requested the appointment of a trustee or examiner in these chapter 11 cases.

12. On June 16, 2020, the Court entered an order granting procedural consolidation and joint administration of the following cases under *In re Extraction Oil & Gas, Inc.* [Docket No. 79] (the “Joint Administration Order”):

Debtor	Case No.	Closing Case or Remaining Case
1. Extraction Oil & Gas, Inc.	20-11548	Closing Case
2. 7N, LLC	20-11549	Closing Case
3. 8 North, LLC	20-11550	Remaining Case
4. Axis Exploration, LLC	20-11551	Closing Case
5. Extraction Finance Corp.	20-11552	Closing Case
6. Mountaintop Minerals, LLC	20-11553	Closing Case
7. Northwest Corridor Holdings, LLC	20-11554	Closing Case
8. Table Mountain Resources, LLC	20-11555	Closing Case
9. XOG Services, LLC	20-11556	Closing Case
10. XTR Midstream, LLC	20-11557	Closing Case

13. On December 23, 2020, the Court entered the Confirmation Order confirming the Plan. The Plan became effective on January 20, 2021 (the “Effective Date”). See *Notice of (A) Entry of 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, and (B) Occurrence of Effective Date [Docket No. 1652].

14. To date, over 3,000 proofs of claim have been filed in these chapter 11 cases. All but 153 of them have been resolved. The Reorganized Debtors have filed eighteen omnibus objections to claims, objecting to thousands of proofs of claim. The Reorganized Debtors have been working diligently, reviewing, reconciling, and resolving the filed claims against the Reorganized Debtors. The Remaining Claims consist overwhelmingly consist of pending royalty claims, which are viewed as largely protective of nature. The result of these efforts is that only approximately 150 claims remain pending against the Reorganized Debtors, in the aggregate. These remaining claims are currently asserted against 8 North, Axis, Extraction Finance, XOG, and XTR Midstream.

15. The only material remaining matters anticipated to require resolution in connection with these chapter 11 cases is the Remaining Claims and the FERC Appeal. As such, the Reorganized Debtors believe that their chapter 11 cases, other than the Remaining Case, are fully administered. Leaving the Closing Cases open any longer would impose unnecessary costs on the Reorganized Debtors. The Reorganized Debtors request entry of a final decree closing such Closing Cases.

Basis for Relief

16. Section 350(a) of the Bankruptcy Code provides that “[a]fter an estate is fully administered and the court has discharged the trustee, the court shall close the case.” Bankruptcy Rule 3022, which implements section 350 of the Bankruptcy Code, further provides that “[a]fter an estate is fully administered in a chapter 11 reorganization case, the court, on its own motion or on motion of a party in interest, shall enter a final decree closing the case.” Bankruptcy Local Rule 3022-1(a) provides that, “[u]pon written motion, a party in interest may

seek the entry of a final decree at any time after the confirmed plan has been fully administered provided that all required fees due under 28 U.S.C. § 1930 have been paid.”

17. The term “fully administered” is not defined in the Bankruptcy Code, the Bankruptcy Rules, or the Bankruptcy Local Rules. The Advisory Committee Note to Bankruptcy Rule 3022 (the “Advisory Committee Note”), however, sets forth the following non-exclusive factors to be considered in determining whether a case has been fully administered:

- a. whether the order confirming the plan has become final;
- b. whether deposits required by the plan have been distributed;
- c. whether the property proposed by the plan to be transferred has been transferred;
- d. whether the debtor or the successor of the debtor under the plan has assumed the business or the management of the property dealt with by the plan;
- e. whether payouts under the plan have commenced; and
- f. whether all motions, contested matters, and adversary proceedings have been finally resolved.

Fed. R. Bankr. P. 3022 Advisory Committee Note.

18. All of these factors need not be present before a court will enter a final decree. *Walnut Assocs. v. Sidel*, 164 B.R. 487, 493 (E.D. Pa. 1994) (“[A]ll of the factors in the Committee Note need not be present before the Court will enter a final decree.”). Courts in this district and others adopt the view that “these factors are but a guide in determining whether a case has been fully administered, and not all factors need to be present before the case is closed.” *In re SLI, Inc.*, No. 02-12608, 2005 WL 1668396, at *2 (Bankr. D. Del. June 24, 2005) (citing *In re Mold Makers, Inc.*, 124 B.R. 766, 768–69 (Bankr. N.D. Ill. 1990)); see also *In re Kliegl Bros. Universal Elec. Stage Lighting Co., Inc.*, 238 B.R. 531, 542 (Bankr. E.D.N.Y. 1999) (recognizing that bankruptcy courts weigh the factors contained in the Advisory Committee Note when deciding

whether to close a case); *In re Jay Bee Enters., Inc.*, 207 B.R. 536, 538 (Bankr. E.D. Ky. 1997) (same).

19. The fact that certain distributions to be made pursuant to a plan remain to be distributed should not be an impediment to the issuance of a final decree. *See Jay Bee*, 207 B.R. at 538 (finding that Bankruptcy Rule 3022 “does not require that a chapter 11 case be kept open until all awarded fees and allowed claims have been paid in accordance with the confirmed plan or until the statutory fees . . . have been paid”); *JMP-Newcor Int’l*, 225 B.R. at 462 (entering a final decree although the debtors still needed to make certain distributions). Further, courts may consider both the substantial consummation of a plan of reorganization and the prevention of further accrual of fees under 28 U.S.C. § 1930(a)(6) (“Section 1930 Fees”) as relevant factors in determining whether to issue a final decree. *See, e.g., In re Gates Cmty. Chapel of Rochester, Inc.*, 212 B.R. 220, 224 (Bankr. W.D.N.Y. 1997) (considering substantial consummation as a factor in determining whether to close a case); *Walnut Assocs.*, 164 B.R. at 493 (same);³ *In re Junior Food Mart of Arkansas, Inc.*, 201 B.R. 522, 524 (Bankr. E.D. Ark. 1996) (closing case “in order that no further [Section 1930] [F]ees accrue”); *Jay Bee*, 207 B.R. at 539 (concluding that “it seems appropriate to close this case to stop the financial drain on the debtor” on account of the continuing accrual of Section 1930 Fees).

20. Here, the foregoing factors weigh strongly in favor of closing each of the Closing Cases. These Closing Cases have been “fully administered” within the meaning of section 350 of the Bankruptcy Code, making it appropriate for the Court to enter the Final Decree

³ Section 1101(2) of the Bankruptcy Code defines substantial consummation as the: “(A) transfer of all or substantially all of the property proposed by the plan to be transferred; (B) assumption by the debtor or by the successor to the debtor under the plan of the business or of the management of all or substantially all of the property dealt with by the plan; and (C) commencement of distribution under the plan.”

for the proposed Closing Cases, substantially in the form attached hereto as Exhibit A. In particular:

- a. the Confirmation Order has become final and is non-appealable;
- b. the Reorganized Debtors have emerged from chapter 11;
- c. all material transactions contemplated by the Plan have been substantially consummated;
- d. the Reorganized Debtors have assumed the business and management of the assets of the Debtors as reorganized entities;
- e. substantially all distributions provided for under the Plan for classified claims have been made, except for certain distributions to holders of Class 6 claims that may not be made pending resolution of the Remaining Claims, and any remaining distributions will be made in accordance with the terms of the Plan;
- f. the Plan has been substantially consummated within the meaning of section 1101(2) of the Bankruptcy Code;
- g. the pending FERC Appeal are not unfairly prejudiced as the Closing Cases may be reopened, if necessary.

21. As noted above, closure of the Closing Cases shall not prejudice any party in interest or otherwise negatively affect the administration of the Reorganized Debtors' consolidated estates, which will take place without interruption in the Remaining Case. Furthermore, the entry of the Final Decree closing the Closing Cases is without prejudice to party in interests' rights to petition the Court to reopen any of these Closing Cases pursuant to section 350(b) of the Bankruptcy Code. *See* Bankruptcy Rule 5010. Further, the Court shall retain jurisdiction over any issues relating to the Closing Cases, including any pending contested matters, given that the Remaining Case will not be closed, and the Remaining Case will provide an avenue to

resolving any issues that relate to the Closing Cases. Therefore, no party in interest will be prejudiced if the Closing Cases are closed.

22. Section 1930 Fees that are due and owing in these chapter 11 cases have been paid or will be paid in the ordinary course. Any further Section 1930 Fees that may arise in these chapter 11 cases (including in the Closing Cases) will be paid as and when such fees come due. As such, closing the Closing Cases complies with Bankruptcy Local Rule 3022-1.

23. Further, closing the Closing Cases will relieve the Court, the Office of the United States Trustee, and the Reorganized Debtors from each of their administrative burdens with respect to the Closing Cases, including the Reorganized Debtors' obligation to prepare and file post-confirmation reports in the Closing Cases and to pay Section 1930 Fees for the Closing Cases. *See In re A.H. Robins Co., Inc.*, 219 B.R. 145, 149 (Bankr. E.D. Va. 1998) (finding that "the obligation to pay UST fees terminates upon closure, dismissal, or conversion of a Chapter 11 case, and will not be paid ad infinitum"). The Reorganized Debtors estimate that if the Closing Cases remain open they will incur substantial additional Section 1930 Fees. Closing the Closing Cases will save the Reorganized Debtors a substantial expense that they would otherwise continue to incur while the Closing Cases unnecessarily remain open—a fact that further supports the relief requested in this Motion. The ongoing administrative and financial burden on the Closing Cases provides little corresponding benefit to any party in these chapter 11 cases, including the stakeholders of the Closing Cases' estates.

24. Furthermore, this Court has issued final decrees closing chapter 11 cases while retaining jurisdiction over certain pending matters. *See, e.g., In re LBD Winddown, LLC*, Case No. 20-11768 (CSS) (Bankr. D. Del. Jan. 8, 2021) (closing chapter 11 cases notwithstanding unresolved claims reconciliation process); *In re Anna Holdings, Inc.*, Case No. 14-10979 (CSS)

(Bankr. D. Del. Jan. 2, 2020) (closing chapter 11 cases notwithstanding unresolved rejections, cure claims, and other outstanding matters); *In re Energy Future Holdings Corp.*, Case No. 14-10979 (CSS) (Bankr. D. Del. Oct. 3, 2017) (closing chapter 11 cases notwithstanding unresolved claims, transferring such claims and interests to the lead case).

25. For the foregoing reasons, the Reorganized Debtors request that the Court enter the Final Decree closing the Closing Cases. Additionally, the Reorganized Debtors request an amendment of the Joint Administration Order to reflect the closure of the Closing Cases and ongoing administration under the Remaining Case. The Remaining Case is not the lead case. The Reorganized Debtors request that the Joint Administration Order be amended to reflect the case caption included *supra* paragraph 2 be used going forward. Finally, the Reorganized Debtors request that the Court waive the requirement of filing a final report under Bankruptcy Local Rule 3022-1(c) on account of the closing of the Closing Cases.

Reservation of Rights

26. The Reorganized Debtors reserve their rights to reopen the Closing Cases.

Notice

27. Notice of the hearing on the relief requested in this Motion 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; and (k) 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.

No Prior Request

28. No prior request for the relief sought in this Motion has been made to this or any other court.

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WHEREFORE, the Reorganized Debtors respectfully request that the Court enter an order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and such other relief as the Court deems appropriate under the circumstances.

Dated: October 6, 2021
Wilmington, Delaware

/s/ Stephen B. Gerald

WHITEFORD, TAYLOR & PRESTON LLC⁴

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- and -

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Christopher Marcus, P.C. (admitted *pro hac vice*)
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Co-Counsel to the Reorganized Debtors

⁴ 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)
)	
	)	(Jointly Administered)
)	
Debtors.	)	Hearing Date: November 5, 2021 at 11:00 a.m. (ET)
	)	Response Deadline: October 20, 2021 at 4:00 p.m. (ET)

**NOTICE OF THE REORGANIZED DEBTORS’
MOTION FOR ENTRY OF FINAL DECREE (I) CLOSING CERTAIN
OF THE CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

PLEASE TAKE NOTICE that, on October 6, 2021 the above-captioned reorganized debtors (the “Reorganized Debtors”) filed the *Reorganized Debtors’ Motion for Entry of a Final Decree (A) Closing Certain of the Chapter 11 Cases, (B) Transferring Claims Against and Interests Asserted in the Debtors to the Remaining Case; (C) Amending the Caption of the Remaining Case; and (D) Granting Related Relief* (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Motion must be in writing and filed with the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Third Floor, Wilmington, Delaware 19801, and served upon the undersigned, so as to be received on or before **4:00 p.m. (prevailing Eastern Time) on October 20, 2021.**

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.

PLEASE TAKE FURTHER NOTICE that at the same time, you must also serve a copy of the response or objection upon: (a) counsel to the Reorganized Debtors; (i) Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Christopher Marcus, P.C., Allyson B. Smith, and Ciara Foster; and (ii) Whiteford, Taylor & Preston LLC, The Renaissance Centre, 405 North King Street, Suite 500, Wilmington, Delaware 19801, Attn: Marc R. Abrams, Richard W. Riley, and Stephen B. Gerald; (c) the Internal Revenue Service; and (d) the U.S. Trustee for the District of Delaware.

PLEASE TAKE FURTHER NOTICE THAT, IF AN OBJECTION IS PROPERLY FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURES, A HEARING WILL BE HELD ON NOVEMBER 5, 2021, AT 11:00 AM (PREVAILING EASTERN TIME) BEFORE THE HONORABLE CHRISTOPHER S. SONTCHI, UNITED STATES BANKRUPTCY JUDGE FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, COURT ROOM #6, FIFTH FLOOR, WILMINGTON, DELAWARE 19801. ONLY OBJECTIONS MADE IN WRITING AND TIMELY FILED WILL BE CONSIDERED BY THE BANKRUPTCY COURT AT SUCH HEARING.

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

Dated: October 6, 2021
Wilmington, Delaware

/s/ Stephen B. Gerald

WHITEFORD, TAYLOR & PRESTON LLC²

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- and -

KIRKLAND & ELLIS LLP

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Co-Counsel to the Reorganized Debtors

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

Exhibit A

Proposed Final Decree

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

<hr/>)	
In re:	)	Chapter 11
)	
EXTRACTION OIL & GAS, INC.,	)	Case No. 20-11548 (CSS)
)	
Debtor.)	
)	
Tax I.D. No. 46-1473923)	
<hr/>)	
In re:	)	Chapter 11
)	
7N, LLC,	)	Case No. 20-11549 (CSS)
)	
Debtor.)	
)	
Tax I.D. No. 37-1764912)	
<hr/>)	
In re:	)	Chapter 11
)	
8 NORTH, LLC,	)	Case No. 20-11550 (CSS)
)	
Debtor.)	
)	
Tax I.D. No. 61-1760904)	
<hr/>)	
In re:	)	Chapter 11
)	
AXIS EXPLORATION, LLC,	)	Case No. 20-11551 (CSS)
)	
Debtor.)	
)	
Tax I.D. No. 61-1808170)	
<hr/>)	
In re:)	Chapter 11
)	
EXTRACTION FINANCE CORP.,)	Case No. 20-11552 (CSS)
)	
Debtor.)	
)	
Tax I.D. No. 81-2987117)	
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In re:)	Chapter 11
)	
MOUNTAINTOP MINERALS, LLC,)	Case No. 20-11553 (CSS)
)	
Debtor.)	
)	
Tax I.D. No. 38-3957256)	
)	
In re:	)	Chapter 11
)	
NORTHWEST CORRIDOR HOLDINGS, LLC	)	Case No. 20-11554 (CSS)
)	
Debtor.)	
)	
Tax I.D. No. 83-2969353)	
)	
In re:	)	Chapter 11
)	
TABLE MOUNTAIN RESOURCES, LLC,	)	Case No. 20-11555 (CSS)
)	
Debtor.)	
)	
Tax I.D. No. 30-0995070)	
)	
In re:	)	Chapter 11
)	
XOG SERVICES, LLC,	)	Case No. 20-11556 (CSS)
)	
Debtor.)	
)	
Tax I.D. No. 81-0746915)	
)	
In re:	)	Chapter 11
)	
XTR MIDSTREAM, LLC,	)	Case No. 20-11557 (CSS)
)	
Debtor.)	
)	
Tax I.D. No. 35-2515624)	

**FINAL DECREE (A) CLOSING CERTAIN OF THE CHAPTER 11
CASES, (B) TRANSFERRING CLAIMS AGAINST AND INTERESTS
ASSERTED IN THE DEBTORS TO THE REMAINING CASE; (C) AMENDING THE
CAPTION OF THE REMAINING CASE; AND (D) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)¹ of the above-captioned reorganized debtors (the “Reorganized Debtors”) for entry of a final decree (this “Final Decree”) closing certain of these chapter 11 cases, other than the case of *In re 8 North, LLC*, Case No. 20-11550 (CSS), the “Remaining Case”), all as more fully set forth in the Motion; and this Court having 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; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and 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 Motion 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 Motion is in the best interests of the Reorganized Debtors’ estates, their creditors, and other parties in interest; and this Court having found that the Reorganized Debtors’ notice of the Motion and opportunity for a hearing on the Motion were appropriate and no other notice need be provided; and this Court having reviewed the Motion; and this Court having determined that the legal and factual bases set forth in the Motion 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 Motion is granted as set forth in this Final Decree.
2. The following chapter 11 cases of the Reorganized Debtors (the “Closing Cases”) are hereby closed; *provided* that this Court shall retain jurisdiction as provided in the *Findings of Fact, Conclusions of Law, and Order Confirming the Sixth Amended Joint Plan of Reorganization of*

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

Extraction Oil & Gas, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 1509] (the “Confirmation Order”) and this Final Decree:

Debtor	Case No.
1. Extraction Oil & Gas, Inc.	20-11548 (CSS)
2. 7N, LLC	20-11549 (CSS)
3. Axis Exploration, LLC	20-11551 (CSS)
4. Extraction Finance Corp.	20-11552 (CSS)
5. Mountaintop Minerals, LLC	20-11553 (CSS)
6. Northwest Corridor Holdings, LLC	20-11554 (CSS)
7. Table Mountain Resources, LLC	20-11555 (CSS)
8. XOG Services, LLC	20-11556 (CSS)
9. XTR Midstream, LLC	20-11557 (CSS)

3. The Remaining Case shall remain open pending further order of the Court, and, from and after the date of entry of this Final Decree, all motions, contested matters, adversary proceedings, notices and other pleadings relating to any of the Reorganized Debtors shall be filed, administered, and adjudicated in the Remaining Case without the need to reopen the Closing Cases.

4. Claims asserted against, and interests asserted in, the Reorganized Debtors in the Closing Cases shall hereby remain unaffected by entry of this Final Decree, other than that all such claims and interests shall be administered in the chapter 11 case of *8 North, LLC*, Case No. 20-

11550, without prejudice to the rights of any stakeholder regarding Claims asserted against and interests in the Debtors for the Closing Cases.

5. The Clerk of this Court shall enter this Final Decree individually on each of the dockets of the above-captioned chapter 11 cases and each of the dockets of the Closing Cases shall be marked as “Closed.”

6. An entry shall be made on the docket of each of the Reorganized Debtors’ cases, other than that of *8 North, LLC*, (Case No. 20-11550 (CSS)), that is substantially similar to the following:

An order has been entered in accordance with Rule 3022-1 of the Local Rules of Bankruptcy Practice and Procedures of the United States Bankruptcy Court for the District of Delaware closing the chapter 11 cases of: Extraction Oil & Gas, Inc., (Case No. 20-11548 (CSS)); 7N, LLC, (Case No. 20-11549 (CSS)); Axis Exploration, LLC, (Case No. 20-11551 (CSS)); Mountaintop Minerals, LLC, (Case No. 20-11553 (CSS)); Northwest Corridor Holdings, LLC, (Case No. 20-11554 (CSS)); Table Mountain Resources, LLC, (Case No. 20-11555 (CSS)); Extraction Finance Corp., (Case No. 20-11552 (CSS)); XOG Services, LLC, (Case No. 20-11556 (CSS))and XTR Midstream, LLC, (Case No. 20-11557 (CSS)). All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 20-11556 (CSS).

7. The Remaining Case, Case No. 20-11550 (CSS), *In re 8 North, LLC*, shall use the following caption in the case going forward:

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

In re:)	
	)	Chapter 11
<i>In re 8 North, LLC</i>,	)	Case No. 20-11550 (CSS)
Reorganized Debtor.	)	(Formerly Jointly Administered under
	)	Lead Case: Extraction Oil & Gas, Inc.,
)	
	)	Case No. 20-11548)

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' service address is: 370 17th Street, Suite 5200, Denver, Colorado 80202. On [●], 2021, the Court entered an order [Docket No. [●]] closing the chapter 11 cases of the Reorganized Debtors other than Case No. 20-11550 (CSS).

8. From and after the date of entry of this Final Decree, any payments made pursuant to the Plan on account of claims arising prior to the Effective Date shall be reflected in 8 North, LLC's post-confirmation quarterly reports regardless of which Debtor or Reorganized Debtor such claims are against.

9. The final report for the Reorganized Debtors in the Closing Cases required under Bankruptcy Local Rule 3022-1(c) shall be included as part of a consolidated report for all the Reorganized Debtors and filed in connection with the closure of the Remaining Case.

10. Entry of this Final Decree is without prejudice to (a) the rights of the Reorganized Debtors or any party in interest to seek to reopen any of the Closing Cases for cause pursuant to section 350(b) of the Bankruptcy Code and (b) the rights of the Reorganized Debtors to dispute, before the Court or in an appropriate non-bankruptcy forum, all claims that were filed against the Debtors in the chapter 11 cases as contemplated by the Plan and the Confirmation Order. Notwithstanding anything to the contrary contained in the Plan, any failure of the Reorganized Debtors to file an objection to any claim in the chapter 11 cases shall not constitute allowance of the claim and shall not result in such claim being deemed Allowed (as defined in the Plan) against any Reorganized Debtor.

11. Notwithstanding the relief granted in this Final Decree and any actions taken pursuant to such relief, nothing in this Final Decree shall be deemed: (a) an admission as to the amount of, basis for, or validity of any claim against the Reorganized Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the rights of the Reorganized Debtors or any other parties in interest to dispute any claim on any grounds; (c) a

promise or requirement to pay any prepetition claim; (d) an assumption, adoption, or rejection of any agreement, contract, or lease under section 365 of the Bankruptcy Code; (e) an admission as to the validity, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Reorganized Debtors' estates; (f) a waiver of any claims or causes of action which may exist against any entity; or (g) a waiver or limitation of the rights of the Reorganized Debtors or any other parties in interest under the Bankruptcy Code or any other applicable law.

12. The Reorganized Debtors and their agents are authorized to take all actions necessary to effectuate the relief granted in this Final Decree in accordance with the Motion.

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