

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

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In re:)	Chapter 11
)	
8 North, LLC, ¹)	Case No. 20-11550 (TMH)
)	
Reorganized Debtor.)	(Formerly Jointly Administered
)	Jointly Administered under Lead
)	Case: Extraction Oil & Gas, Inc.,
)	Case No. 20-11548))
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**CERTIFICATION OF COUNSEL REGARDING
STIPULATION BY AND AMONG REORGANIZED DEBTORS AND
LW SURVEY COMPANY REGARDING PREPETITION CLAIM**

The undersigned counsel to the above-captioned Reorganized Debtor (together with its debtor affiliates, the “Reorganized Debtors”) hereby certifies as follows:

RECITALS

1. On June 14, 2020 (the “Petition Date”), Extraction Oil and Gas, Inc. (“XOG”) and its debtor affiliates (collectively, the “Debtors”) commenced voluntary cases under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”).

2. On August 1, 2020, LW Survey Company (“LW Survey,” and the together with the Reorganized Debtors, the “Parties”) timely filed general unsecured claim number 178 against Debtor XTR Midstream, LLC in the amount of \$371,133.51 (the “Proof of Claim”).

¹ 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. On October 25, 2021, the Court entered an order [Docket No. 2070] closing the chapter 11 cases of the Reorganized Debtors other than Case No. 20-11550 (CSS).



3. On or about December 23, 2020, the Debtors filed their *Sixth Amended Joint Plan of Reorganization of Extraction Oil & Gas, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 1505] (the “Plan”).

4. On or about December 23, 2020, the Bankruptcy 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”).

5. 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].

6. The Parties have entered into the *Stipulation By and Among the Reorganized Debtors and LW Survey Company Regarding Prepetition Claim* to, among other things, grant LW Survey an allowed Class 6 general unsecured claim in the amount of \$185,566.75.

7. A proposed form of order approving the Stipulation (the “Proposed Order”) is attached hereto as **Exhibit A**. A copy of the Stipulation is attached to the Proposed Order as **Exhibit 1**.

8. The Stipulation and Proposed Order have been reviewed and approved by the Parties.

NOW, WHEREFORE, the Reorganized Debtors respectfully request that the Court enter the Proposed Order, **Exhibit A**, at its earliest convenience.

April 7, 2023
Wilmington, Delaware

/s/ Richard W. Riley

WHITEFORD, TAYLOR & PRESTON LLC²

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Counsel for the Reorganized Debtors

² 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**

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8 North, LLC, ¹)	Case No. 20-11550 (TMH)
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Reorganized Debtor.)	(Formerly Jointly Administered
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)	Case: Extraction Oil & Gas, Inc.,
)	Case No. 20-11548))
)	
)	Related Docket No. _____

**ORDER APPROVING STIPULATION
BY AND AMONG REORGANIZED DEBTORS AND
LW SURVEY COMPANY REGARDING PREPETITION CLAIM**

This Court having considered the *Stipulation By and Among Reorganized Debtors and LW Survey Company Regarding Prepetition Claim Amount* (the “Stipulation”)² attached hereto as **Exhibit 1** and the *Certification of Counsel Regarding Stipulation By and Among Reorganized Debtors and LW Survey Company Regarding Prepetition Claim Amount*; 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:

1. The Stipulation is approved.
2. The Reorganized Debtors and LW Survey Company are authorized to take all

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² Capitalized terms used herein, but not otherwise defined, shall have the meanings ascribed to them in the Stipulation.

actions necessary to effectuate the relief granted pursuant to this Order in accordance with the terms of the Stipulation.

3. Kurtzman Carson Consultants LLC, the Court appointed noticing and claims agent, is authorized to amend the official claims register in these chapter 11 cases to reflect the expungement of LW Survey Company's Proof of Claim and upon settlement of the Proof of Claim in accordance with the terms of the Stipulation, and any pending objection to LW Survey Company's proof of claim will accordingly be deemed withdrawn.

4. This Court retains jurisdiction over any and all issues arising from or related to the implementation and interpretation of this Order.

EXHIBIT 1
Stipulation

**IN THE UNITED STATES BANKRUPTCY COURT
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Reorganized Debtor.)	(Formerly Jointly Administered
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)	Case No. 20-11548))
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**STIPULATION BY AND AMONG REORGANIZED DEBTORS AND
LW SURVEY COMPANY REGARDING PREPETITION CLAIM**

The above-captioned Reorganized Debtor (together with its debtor affiliates, the “Reorganized Debtors”) and LW Survey Company (“LW Survey,” and together with the Reorganized Debtor, the “Parties”) hereby stipulate and agree (the “Stipulation”) as follows:

RECITALS

WHEREAS, on June 14, 2020 (the “Petition Date”), Extraction Oil and Gas, Inc. (“XOG”) and its debtor affiliates (collectively, the “Debtors”) commenced voluntary cases under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”).

WHEREAS, on August 1, 2020, LW Survey timely filed general unsecured claim number 178 against Debtor XTR Midstream, LLC in the amount of \$371,133.51 (the “Proof of

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Claim”).

WHEREAS, on or about December 23, 2020, the Debtors filed their *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”);

WHEREAS, on or about December 23, 2020, the Bankruptcy 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”);

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, the Reorganized Debtor asserts that the Proof of Claim should be disallowed in its entirety; and

WHEREAS, the Parties have engaged in discussions regarding the Proof of Claim.

NOW, THEREFORE, upon the foregoing recitals, which are incorporated herein, the Parties stipulate and agree as follows:

AGREEMENT

1. LW Survey shall have an allowed Class 6 general unsecured claim in the amount of \$185,566.75 (the “Allowed LW Survey Claim”), which shall be satisfied pursuant to the terms of the Plan.

2. The treatment of the Allowed LW Survey Claim as a Class 6 – General Unsecured Claim under the Plan constitutes full and complete satisfaction of LW Survey’s claims against the Debtors and the Reorganized Debtors as asserted in the Proof of Claim or otherwise.

3. The Parties agree that XOG shall pay cash to LW Survey in an amount of \$86,929.13 on account of the Allowed LW Survey Claim as recovery under the Plan pursuant to this Stipulation and in full and complete satisfaction of LW Survey’s claim against the Debtors and the Reorganized Debtors as asserted in the Proof of Claim or otherwise.

4. LW Survey for itself as well as its members, shareholders, partners, officers, directors, parents, subsidiaries, affiliates, employees, agents, attorneys, administrators or successors or assigns, shall be deemed to have irrevocably and unconditionally, fully, finally, and forever waived, released, acquitted and discharged the Debtors and their estates, the Reorganized Debtors, and their respective retained professionals, successors and assigns, in each case solely in such capacities, from any and all claims, manner of actions, causes of action, suits, costs, debts, liabilities, obligations, dues, sums of money, accounts, reckonings, bonds, bills, specialties, covenants, contracts, controversies, agreements, promises, variances, trespasses, damages, judgments, executions and demands whatsoever, of whatever kind or nature, whether known or unknown, suspected or unsuspected, in law or equity that LW Survey made, could have made, or is able to make; provided, however, the foregoing release does not release the

Reorganized Debtors' obligations to LW Survey under this Stipulation.

5. LW Survey hereby withdraws the Proof of Claim, and Kurtzman Carson Consultants LLC, as the Reorganized Debtors' claims agent, is authorized to mark the Proof of Claim withdrawn; *provided, however*, LW Survey's withdraw of the Proof of Claim does result in a waiver or release of the Reorganized Debtors' obligations to LW Survey under this Stipulation.

6. Except to the extent of the agreements specifically set forth herein, this Stipulation shall not alter or prejudice in any way any of the Parties' respective rights, and all provisions of the Plan are enforceable.

7. The Reorganized Debtors shall remit payment to LW Survey no later than 30 days following entry of an order from the Bankruptcy Court approving this Stipulation.

8. Notwithstanding anything to the contrary in this Stipulation, nothing herein shall release, waive, limit or impair any claims or causes of action arising in law, equity, contract, tort or otherwise that Elevation Midstream, LLC or LW Survey have, respectively, against each other, based on or relating to, or in any manner arising from, in whole or in part, that certain Master Services Agreement dated as of September 15, 2015 between XTR Midstream, LLC and LW Survey and/or any work performed by LW Survey on the L51869 XTR Badger Project.

9. Each individual signing this Stipulation on behalf of any party hereto acknowledges and, with respect to his or her own signature below, represents that he/she is authorized to execute this Stipulation in his/her representative capacity, as reflected below and on behalf of the Party indicated.

10. This Stipulation may be signed in counterparts and by fax signature or in portable document format (PDF), each of which shall be deemed an original but all of which together

shall constitute one and the same instrument, and it shall constitute sufficient proof of this Stipulation to present any copy, copies or facsimiles signed by the Parties.

11. This Stipulation contains the entire agreement between the Parties hereto regarding the subject matter hereof and may not be modified other than by a signed writing executed by all Parties and delivered to each Party. This Stipulation shall remain binding on the Parties hereto and all of their successors and assignees, including but not limited to, any trustee appointed in these cases under chapter 11 or chapter 7.

[Signature pages to follow]

IN WITNESS WHEREOF, THIS STIPULATION HAS BEEN READ AND SIGNED IN
DUPLICATE ORIGINALS BY EACH OF THE PARTIES:

Counsel for the Reorganized Debtors

/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.