

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

In re:)	Chapter 11
)	
8 North, LLC, ¹)	Case No. 20-11550 (TMH)
)	
Reorganized Debtor.)	(Formerly Jointly Administered under Lead
)	Case: Extraction Oil & Gas, Inc. Case No. 20-
)	11548 (CSS))
)	
)	Hearing Date: August 2, 2023 at 11:00 a.m. (ET)
)	Response Deadline: July 14, 2023 at 4:00 p.m. (ET)

**FIFTH MOTION OF THE REORGANIZED DEBTORS
FOR ORDER EXTENDING CLAIMS OBJECTION BAR DATE**

The reorganized debtors (the “Reorganized Debtors”), by and through undersigned counsel, hereby move this Court (the “Motion”) for entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”), extending the time to file objections to claims and interests by 180 days pursuant to section 105 of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the “Bankruptcy Code”), Rule 9006 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”)² thereby extending the deadline by which the Reorganized Debtors must file and serve objections to claims or interests through and including January 6, 2024. In support of this Motion, the Reorganized Debtors respectfully represent as follows:

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 5300, 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).

² Pursuant to Rule 9006-2 of the Bankruptcy Local Rules (hereinafter defined), the filing of this Motion prior to the expiration of the current deadline to object to claims automatically extends such deadline until such time as the Court rules on this Motion.



JURISDICTION AND VENUE

1. This Court has jurisdiction to consider the Motion under 28 U.S.C. §§ 157 and 1334, the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012, Article XI of the Plan, and paragraph 154 of the Confirmation Order.

2. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

3. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2)(A). Pursuant to Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Local Rules”), the Reorganized Debtors consent 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 consistent with Article III of the United States Constitution.

4. The statutory predicate for the relief sought herein is section 105 of the Bankruptcy Code. The relief is also appropriate under Bankruptcy Rule 9006, and the applicable Bankruptcy Local Rules.

BACKGROUND

A. BANKRUPTCY CASES

5. On June 14, 2020 (the “Petition Date”), Extraction Oil & Gas, Inc. and its affiliated debtors (the “Debtors”) filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code (the “Chapter 11 Cases”).

6. On December 23, 2020, the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”), entered an order [Docket No. 1509] (the “Confirmation Order”) approving and 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] (as may be amended, supplemented, or modified from time to time, and including all exhibits and supplements thereto, the “Plan”).³

7. On January 21, 2021, the Reorganized Debtors filed the *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], pursuant to which, among other things, the Reorganized Debtors declared that the Effective Date of the Plan occurred on January 20, 2021.

8. Since the Effective Date, the Reorganized Debtors have merged with another oil and gas company in Colorado and the resulting company is known as Civitas Resources, Inc. (“Civitas”).

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

B. THE CLAIMS OBJECTION BAR DATE

10. Under the terms of the Plan, the deadline for objecting to Claims is defined as follows:

“*Claims Objection Bar Date*” means the deadline for objecting to a Claim, which shall be on the date that is the later of (a) 180 days after the Effective Date and (b) such other period of limitation as may be specifically fixed by the Debtors or

³ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Plan and/or Confirmation Order.

the Reorganized Debtors, as applicable, or by an order of the Bankruptcy Court for objecting to Claims.”

See Plan, Article I, ¶ A. 48.⁴

11. On May 20, 2021, January 13, 2022, August 1, 2022, and January 24, 2023, the Court entered orders (the “Extension Orders”) extending the Claims Objection Bar Date, and the Claims Objection Bar Date is presently extended through and including July 10, 2023.

12. Since the Effective Date of the Plan and the Court’s entry of the Extension Orders, the Reorganized Debtors and their professionals have been diligently attending to their duties under the Plan including, without limitation, reviewing, reconciling, and resolving the filed claims against the Debtors.

13. Since the Effective Date and during the time provided by the Extension Orders, the Reorganized Debtors have filed numerous omnibus claim objections and numerous individual claim objections, objecting to certain claims including, without limitation, claims asserted by royalty owners or contract counterparties pursuant to oil, natural gas, or mineral agreements with the Reorganized Debtors.

14. The Reorganized Debtors, through the omnibus claim objections, individual claim objections and settlement negotiations, have resolved a significant number of the disputed claims filed against the Debtors.

15. Since the previous extension of the Claims Objection Bar Date, the Reorganized Debtors settled state court litigation involving, Colter Energy Services USA, Inc. (“Colter”), which settlement led to Colter’s claim in the Debtors’ Chapter 11 Cases to be deemed withdrawn.

⁴ As set forth in Article II.A of the Plan, “[o]bjections to [requests for Administrative Claims], if any, must be Filed and served on the Reorganized Debtors and the requesting party by the Claims Objection Bar date.”

16. In addition, since the previous extension of the Claims Objection Bar Date, the Reorganized Debtors have resolved the claim of LW Survey Company (“LW Survey”). *See Order Approving Stipulation by and Among Reorganized Debtors and LW Survey Company Regarding Prepetition Claim* [Docket No. 149]. The resolution of LW Survey’s claim also caused LW Survey to withdraw its *Motion to Compel Implementation of the Confirmed Plan* [Docket No. 106]. *See Notice of Withdrawal of Motion to Compel Implementation of the Confirmed Plan* [Docket No. 153].

17. The Reorganized Debtors are continuing to work to review, reconcile, and resolve the remaining claims against the Debtors.

18. Significantly, the Reorganized Debtors are still in the process of reviewing, reconciling, and trying to resolve certain claims asserted by, among others, royalty owners, governmental agencies and certain claims subject to threatened litigation and/or litigation filed prior to the Petition Date.

19. The majority of the remaining claims were filed by claimants asserting Royalty and Working Interests as defined under the Plan.

20. Because under the Plan, Royalty and Working Interests were not compromised or discharged, but instead were preserved and remain in full force and effect in accordance with the terms of the granting instruments or other governing documents applicable to such Royalty and Working Interests, during the extension of the Claims Objection Bar Date requested by this Motion, the Reorganized Debtors intend to file and serve a notice upon the remaining claimants who have asserted Royalty and Working Interests (the “Royalty and Working Interests Notice”) to advise them that, among other things, Royalty and Working Interests were preserved under the Plan and remain in full force and effect in accordance with the terms of the granting instruments

or other governing documents applicable to such Royalty and Working Interests and, therefore, the Reorganized Debtors intend to have KCC (the Debtors' claims agent) designate on the Claims Registers in these chapter 11 cases that such proofs of claim are expunged because they assert Royalty and Working Interests.

21. Counsel for the Reorganized Debtors are also in discussions with the United States to resolve certain claims filed by certain government agencies, and the parties are negotiating a stipulation to resolve the claims. The Reorganized Debtors expect that the parties will be in a position to file the stipulation during the extended period of the Claims Objection Bar Date requested by this Motion.

22. In addition, Civitas, on behalf of the Reorganized Debtors, is exploring whether some of the remaining non-Royalty and Working Interests claims can be resolved on a business level.

23. Finally, there are certain litigation claims that still may require liquidation.

24. The Reorganized Debtors may be required to file additional omnibus objections to claims and individual claim objections to resolve certain of the remaining claims.

RELIEF REQUESTED

25. By this Motion, the Reorganized Debtors respectfully request the entry of an order, pursuant to section 105 of the Bankruptcy Code and Bankruptcy Rule 9006, extending the Claims Objection Bar Date for 180 days, through and including January 6, 2024. The Reorganized Debtors further request that the Order approving this Motion be without prejudice to the right of the Reorganized Debtors to seek further extensions of the Claims Objection Bar Date.

BASIS FOR RELIEF

26. As noted above, the Claims Objection Bar Date under the Plan for the Reorganized Debtors, as extended by the Extension Order, is currently July 10, 2023.

27. Bankruptcy Rule 9006(b) provides that the Court may extend a time period provided under the Bankruptcy Rules or order of the Court, except for certain time periods which are not applicable here. *See* Fed. R. Bankr. P. 9006(b).

28. Moreover, section 105 of the Bankruptcy Code provides that “[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions” of the Bankruptcy Code 11 U.S.C. § 105(a). Further, “[s]ection 105(a) authorizes the bankruptcy court, or the district court sitting in bankruptcy, to fashion such orders as are required to further the substantive provisions of the Code.” *See In re Morristown & E.R. Co.*, 885 F.2d 98, 100 (3d Cir. 1989) (*citing Collier on Bankruptcy*, ¶ 105.04 at 105-15 & n.5 (15th rev. ed. 1989)).

29. In addition, the Plan, as approved and confirmed by the Confirmation Order, specifically contemplates the extension of the Claims Objection Bar Date by order of this Court. The definition of Claim Objection Bar Date states that the deadline can be “such other period of limitation as may be specifically fixed by the Debtors or the Reorganized Debtors, as applicable, *or by an order of the Bankruptcy Court for objecting to Claims.*” *See* Plan, Article I, ¶ A. 48 (emphasis added).

30. In the present case, sufficient cause exists to further extend the Claims Objection Bar Date as requested herein. The requested extension will afford the Reorganized Debtors the opportunity to continue their claims analysis as to the remaining claims, object to those remaining claims that are factually or legally unsupportable, and ensure that all remaining claims, to the extent practicable, have been properly asserted and properly classified. Moreover, the requested

extension will allow the Reorganized Debtors time to file the Royalty and Working Interests Notice, if appropriate.

31. The requested extension of the Claims Objection Bar Date is in the best interests of the Reorganized Debtors and is appropriate under the circumstances as it will provide the additional time needed to reconcile the remaining claims asserted against the Debtors' estates. The requested extension will not prejudice any creditor or other party in interest. Without an extension, the Reorganized Debtors may forfeit valuable potential objections to the remaining claims that could be brought for the benefit of creditors and stakeholders. As such, an extension will preserve assets of the Reorganized Debtors by ensuring that all proper claims objections are asserted.

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 in this Motion and for such other and further relief as is just and proper.

Dated: June 30, 2023
Wilmington, Delaware

/s/ Richard W. Riley

WHITEFORD, TAYLOR & PRESTON LLC⁵

Marc R. Abrams (DE No. 955)

Richard W. Riley (DE No. 4052)

Stephen B. Gerald (DE No. 5857)

600 North King Street, Suite 300

Wilmington, Delaware 19801

Telephone: (302) 353-4144

Facsimile: (302) 661-7950

Email: mabrams@whitefordlaw.com

rriley@whitefordlaw.com

sgerald@whitefordlaw.com

Co-Counsel to the Reorganized Debtors

⁵ 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**

<p>In re:</p> <p>8 North, LLC,¹</p> <p style="text-align: center;">Reorganized Debtor.</p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-11550 (TMH)</p> <p>(Formerly Jointly Administered under Lead Case: Extraction Oil & Gas, Inc. Case No. 20-11548 (CSS))</p> <p>Hearing Date: August 2, 2023 at 11:00 a.m. (ET)</p> <p>Response Deadline: July 14, 2023 at 4:00 p.m. (ET)</p>
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**NOTICE OF FIFTH MOTION OF THE REORGANIZED DEBTORS
FOR ORDER EXTENDING CLAIMS OBJECTION BAR DATE**

PLEASE TAKE NOTICE that on June 30, 2023, the reorganized debtors (the “Reorganized Debtors”) filed the *Fifth Motion of the Reorganized Debtors for Order Extending Claims Objection Bar Date* (the “Motion”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801 (the “Court”).

PLEASE TAKE FURTHER NOTICE that any responses to the Motion must be in writing and filed with the Clerk of the Bankruptcy Court, 824 Market Street, Third Floor, Wilmington, Delaware 19801, and served upon the undersigned, so as to be received on or before **July 14, 2023 at 4:00 p.m. (prevailing Eastern Time).**

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 5300, 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).

PLEASE TAKE FURTHER NOTICE that at the same time, you must also serve a copy of the response or objection upon undersigned counsel for the Reorganized Debtors.

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

PLEASE TAKE FURTHER NOTICE THAT IF AN OBJECTION IS PROPERLY FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURES, A HEARING WILL BE HELD BEFORE THE HONORABLE THOMAS M. HORAN, UNITED STATES BANKRUPTCY JUDGE FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, 3RD FLOOR, COURTROOM NO. 7, WILMINGTON, DELAWARE 19801 ON AUGUST 2, 2023 AT 11:00 A.M. (EASTERN TIME). ONLY OBJECTIONS MADE IN WRITING AND TIMELY FILED WILL BE CONSIDERED BY THE BANKRUPTCY COURT AT SUCH HEARING.

Dated: June 30, 2023
Wilmington, Delaware

/s/ Richard W. Riley

WHITEFORD, TAYLOR & PRESTON LLC²

Marc R. Abrams (DE No. 955)

Richard W. Riley (DE No. 4052)

Stephen B. Gerald (DE No. 5857)

600 North King Street, Suite 300

Wilmington, Delaware 19801

Telephone: (302) 353-4144

Facsimile: (302) 661-7950

Email: mabrams@whitefordlaw.com

rriley@whitefordlaw.com

sgerald@whitefordlaw.com

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

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

<p>In re:</p> <p>8 North, LLC,¹</p> <p style="text-align: center;">Reorganized Debtor.</p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-11550 (TMH)</p> <p>(Formerly Jointly Administered under Lead Case: Extraction Oil & Gas, Inc. Case No. 20-11548 (CSS))</p> <p>Re Docket No. __</p>
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**ORDER GRANTING FIFTH MOTION OF THE REORGANIZED DEBTORS
FOR ORDER EXTENDING CLAIMS OBJECTION BAR DATE**

Upon consideration of the *Fifth Motion of the Reorganized Debtors for an Order Extending Claims Objection Bar Date* (the “Motion”);² and the Court having reviewed the Motion; and it appearing that proper and adequate notice has been given and that no other or further notice is required; and the Court having determined that the legal and factual bases in the Motion establish just cause for the relief granted herein; and after due deliberation thereon; and sufficient cause therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED, as set forth herein.
2. The Claims Objection Bar Date is hereby extended through and including January

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 5300, 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).

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

6, 2024.

3. This Order shall be without prejudice to the right of the Reorganized Debtors to seek further extensions of the Claims Objection Bar Date.

4. This Court shall retain jurisdiction with respect to all matters relating to or arising from the Motion or the interpretation or implementation of this Order.