

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

In re:	)	
	)	Chapter 11
	)	
EXTRACTION OIL & GAS, INC. <i>et al.</i> , <sup>1</sup>	)	Case No. 20-11548 (CSS)
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	<b>Re: Docket Nos. 152, 298</b>

**NOTICE OF DEADLINES  
FOR THE FILING OF PROOFS OF CLAIM, INCLUDING CLAIMS  
ARISING UNDER SECTION 503(B)(9) OF THE BANKRUPTCY CODE**

**TO: ALL PERSONS AND ENTITIES WHO MAY HAVE CLAIMS AGAINST ANY OF  
THE FOLLOWING DEBTOR ENTITIES:**

DEBTOR	CASE NO.
Extraction Oil & Gas, Inc.	20-11548 (CSS)
7N, LLC	20-11549 (CSS)
8 North, LLC	20-11550 (CSS)
Axis Exploration, LLC	20-11551 (CSS)
Extraction Finance Corp.	20-11552 (CSS)
Mountaintop Minerals, LLC	20-11553 (CSS)
Northwest Corridor Holdings, LLC	20-11554 (CSS)
Table Mountain Resources, LLC	20-11555 (CSS)
XOG Services, LLC	20-11556 (CSS)
XTR Midstream, LLC	20-11557 (CSS)

**PLEASE TAKE NOTICE THAT:**

On June 14, 2020 (the “Petition Date”), Extraction Oil & Gas, Inc., and certain of its affiliates and subsidiaries, as debtors and debtors in possession (collectively, the “Debtors”), filed voluntary petitions for relief under chapter 11 of title 11 the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware.

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each 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 Debtors’ principal place of business is 370 17th Street, Suite 5300, Denver, Colorado 80202.

On July 20, 2020, the Court entered an order [Docket No. 298] (the “Bar Date Order”)<sup>2</sup> establishing certain dates by which parties holding prepetition claims against the Debtors must file proofs of claim (“Proofs of Claim”), including claims by governmental units, claims arising under section 503(b)(9) of the Bankruptcy Code, Amended Schedules Claims, and Rejection Damages Claims. For your convenience, enclosed with this notice (this “Notice”) is a Proof of Claim form.

As used in this Notice, the term “entity” has the meaning given to it in section 101(15) of the Bankruptcy Code and includes all persons, estates, trusts, governmental units, and the Office of the United States Trustee for the District of Delaware. In addition, the terms “persons” and “governmental units” are defined in sections 101(41) and 101(27) of the Bankruptcy Code, respectively.

As used in this Notice, the term “claim” means, as to or against the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

## I. THE BAR DATES.

The Bar Date Order establishes the following bar dates for filing Proofs of Claim in these chapter 11 cases (the “Bar Dates”).

- a. ***The Claims Bar Date.*** Pursuant to the Bar Date Order, except as described below, all entities holding claims against the Debtors that arose or are deemed to have arisen prior to the commencement of these cases on the Petition Date, **including claims arising under section 503(b)(9) of the Bankruptcy Code, are required to file Proofs of Claim by the Claims Bar Date (i.e., by 5:00 p.m., prevailing Eastern Time, on August 14, 2020).** Except as otherwise set forth below, the Claims Bar Date applies to all types of claims against the Debtors that arose prior to the Petition Date, including secured claims, unsecured priority claims, and unsecured non-priority claims.
- b. ***The Governmental Bar Date.*** Pursuant to the Bar Date Order, **all governmental units holding claims against the Debtors that arose or are deemed to have arisen prior to the commencement of these cases on the Petition Date are required to file Proofs of Claim by the Governmental Bar Date (i.e., by January 17, 2021, 5:00 p.m., prevailing Eastern Time).** The Governmental

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Bar Date Order.

Bar Date applies to all governmental units holding claims against the Debtors (whether secured, unsecured priority, or unsecured non-priority) that arose prior to the Petition Date, including, without limitation, governmental units with claims against the Debtors for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which the Debtors were a party.

- c. ***The Amended Schedules Bar Date.*** Pursuant to the Bar Date Order, all parties asserting claims against the Debtors' estates that are affected by an amendment or supplement to the Schedules **are required to file Proofs of Claim so that such Proofs of Claim are actually received by the Debtors' claims and noticing agent, Kurtzman Carson Consultants LLC ("KCC"), by the Amended Schedules Bar Date (i.e., by the later of (i) the Claims Bar Date or the Governmental Bar Date, as applicable, and (ii) 5:00 p.m., prevailing Eastern Time, on the date that is twenty-one (21) days from the date on which the Debtors provide notice of such amendment or supplement).**
- d. ***The Rejection Damages Bar Date.*** Pursuant to the Bar Date Order, all parties asserting claims against the Debtors' estates arising from the Debtors' rejection of an executory contract or unexpired lease **are required to file Proofs of Claim with respect to such rejection so that such Proofs of Claim are actually received by KCC by the Rejection Damages Bar Date (i.e., by the later of (i) the Claims Bar Date or the Governmental Bar Date, as applicable, and (ii) 5:00 p.m., prevailing Eastern Time, on the date that is thirty (30) days following service of an order approving the rejection of any executory contract or unexpired lease of the Debtors; and (iii) any such other date that the Court may fix in the applicable order approving such rejection).**

## II. WHO MUST FILE A PROOF OF CLAIM.

Except as otherwise set forth herein, the following entities holding claims against the Debtors that arose (or that are deemed to have arisen) prior to the Petition Date ***must*** file Proofs of Claim on or before the applicable Bar Date:

- a. any entity whose claim against a Debtor is not listed in the applicable Debtor's Schedules, or is listed in such Schedules as "contingent," "unliquidated," or "disputed" if such person or entity desires to participate in any of these chapter 11 cases or share in any distribution in any of these chapter 11 cases;

- b. any entity that believes its claim is improperly classified in the Schedules or is listed in an incorrect amount and who desires to have its claim allowed in a different classification or amount other than that identified in the Schedules;
- c. any entity that believes its prepetition claim(s) as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed and that desires to have its claim allowed against a Debtor other than that identified in the Schedules;
- d. any former or present full-time, part-time, salaried, or hourly employee who believes that he or she has a claim related to any grievance to the extent such grievance arose on or prior to the Petition Date; and
- e. any entity that believes its claim against a Debtor is or may be entitled to priority under section 503(b)(9) of the Bankruptcy Code.

### III. PARTIES WHO DO NOT NEED TO FILE PROOFS OF CLAIM.

Certain parties are not required to file Proofs of Claim. The Court may, however, enter one or more separate orders at a later time requiring creditors to file Proofs of Claim for some kinds of the following claims and setting related deadlines. If the Court does enter such an order, you will receive notice of it. The following entities holding claims that would otherwise be subject to the Bar Dates need *not* file Proofs of Claims:

- a. the lenders under the Debtors' prepetition senior credit facility;
- b. any entity who already has filed a signed Proof of Claim against the respective Debtor(s) with the Clerk of the Court or with KCC in a form substantially similar to Official Form 410;
- c. any entity whose claim is listed on the Schedules if: (i) the claim is *not* scheduled as any of "disputed," "contingent," or "unliquidated;" (ii) such person or entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) such person or entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules; *provided* that, upon filing the Schedules or as soon as reasonably practicable thereafter, the Debtors will make the Schedules available at <http://www.kcellc.net/extractionog> so that any entity may review the Schedules;
- d. any entity whose claim has previously been allowed by order of the Court;

- e. any entity whose claim has been paid in full by the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court;
- f. any Debtor having a claim against another Debtor;
- g. any entity whose claim is solely against any of the Debtors' non-Debtor affiliates;
- h. any holder of an equity interest in the Debtors need not file a proof of interest with respect to the ownership of such equity interest at this time; *provided*, however, that any holder of an equity interest who wishes to assert a claim against the Debtors, including a claim relating to such equity interest or the purchase or sale of such interest, must file a Proof of Claim asserting such claim on or prior to the Claims Bar Date pursuant to procedures set forth herein;
- i. any current or former employee of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business as a wage, commission, benefit, health care claim, or severance; *provided* that an employee must submit a Proof of Claim by the Claims Bar Date for all other claims arising before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- j. any current or former officer, director, or employee of any Debtor for claims based on indemnification, contribution, or reimbursement;
- k. any entity holding a claim for which a separate deadline is fixed by the Court;
- l. administrative expense claims for postpetition fees and expenses of professionals retained in these chapter 11 cases allowable under section 330, 331, and 503(b) of the Bankruptcy Code; and
- m. any entity holding a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration, *provided* that any entity asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must assert such claims by filing a request for payment or a Proof of Claim on or prior to the Claims Bar Date; and
- n. any holder of a claim that is for the repayment of principal, interest, or other applicable fees and charges (a "Note Claim") owed under any bond or note issued by the Debtors pursuant to an indenture (an "Indenture"), provided that if any indenture trustee

(an “Indenture Trustee”) under an Indenture files a proof of claim, such applicable Indenture Trustee shall be authorized to (i) file a single consolidated proof of claim with respect to all claims arising under the applicable Indenture that shall be deemed a valid proof of claim against each Debtor described in such proof of claim; and (ii) in lieu of attaching voluminous documentation, file with its proof of claim a summary of the applicable Indenture and other operative documents, on the condition that such documents will be made available by the Indenture Trustee upon a reasonable request from a party-in-interest. Any proof of claim filed by an individual holder of a Note Claim will be treated as duplicative of the applicable Note Claim unless such proof of claim is on account of something other than a claim arising under the applicable Indenture, provided, further, that an Indenture Trustee and the individual holders of Note Claims are required to file proofs of claim for any claim that does not arise under the applicable Indenture.

#### IV. INSTRUCTIONS FOR FILING PROOFS OF CLAIM.

The following requirements shall apply with respect to filing and preparing each Proof of Claim:

- a. **Contents.** Each Proof of Claim must: (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 410; and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant.
- b. **Section 503(b)(9) Claim.** Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must also: (i) include the value of the goods delivered to and received by the Debtors in the twenty (20) days prior to the Petition Date; (ii) attach any documentation identifying the particular invoices for which the 503(b)(9) claim is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).
- c. **Original Submissions Required.** Only *original* Proofs of Claim or claims filed electronically through the interface available at <https://epoc.kcellc.net/extractionog> may be deemed acceptable for purposes of claims administration. Copies of Proofs of Claim or Proofs of Claim sent by facsimile or electronic mail will not be accepted.

- d. **Identification of the Debtor Entity.** Each Proof of Claim must clearly identify the Debtor against which a claim is asserted, including the individual Debtor's case number. A Proof of Claim filed under the joint administration case number (Case No. 20-11548 (CSS)) or otherwise without identifying a specific Debtor, will be deemed as filed only against Extraction Oil & Gas, Inc.
- e. **Claim Against Multiple Debtor Entities.** Unless otherwise ordered by the Court, each Proof of Claim must state a claim against **only one** Debtor and clearly indicate the Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the Proof of Claim, such claim may be treated as if filed only against the first-listed Debtor.
- f. **Supporting Documentation.** Each Proof of Claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and (d) or an explanation as to why such documentation is not available.
- g. **Timely Service.** Each Proof of Claim must be filed, including supporting documentation, so as to be **actually received** by KCC on or before the Claims Bar Date or the Governmental Bar Date (or, where applicable, on or before any other bar date as set forth herein or by order of the Court) either: (i) electronically through the interface available at <https://epoc.kccllc.net/extractionog> or (ii) by first class U.S. mail, by overnight U.S. mail, or other hand delivery system at the following address:

Extraction Oil & Gas Claims Processing Center  
c/o KCC  
222 N. Pacific Coast Highway, Suite 300  
El Segundo, CA 90245  
T: (866) 571-1791

<b>PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR ELECTRONIC MAIL WILL NOT BE ACCEPTED.</b>
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- h. **Receipt of Service.** Claimants wishing to receive acknowledgment that their Proofs of Claim were received by KCC must submit (i) a copy of the Proof of Claim Form (in addition to the original Proof of Claim Form sent to KCC) and (ii) a self-addressed, stamped envelope to KCC.

## **V. CONSEQUENCES OF FAILING TO TIMELY FILE YOUR PROOF OF CLAIM.**

Pursuant to the Bar Date Order and Bankruptcy Rule 3003(c)(2), if you or any entity that is required to file a Proof of Claim in these Chapter 11 Cases pursuant to the Bankruptcy Code, the Bankruptcy Rules, or the Bar Date Order with respect to a particular claim against the Debtors but fail to do so properly by the applicable Bar Date, then you or any such entity shall not be treated as a creditor with respect to such claim for any purpose of voting or distribution.

## **VI. AMENDMENTS TO THE DEBTORS' SCHEDULES.**

If, subsequent to the date of this Notice, the Debtors amend or supplement their Schedules to reduce the undisputed, noncontingent, and liquidated amount of a claim listed in the Schedules, to change the nature or classification of a claim against the Debtors reflected in the Schedules, or to add a new claim to the Schedules, the affected creditor is required to file a Proof of Claim or amend any previously filed Proof of Claim in respect of the amended scheduled claim on or before the later of: (a) the Claims Bar Date or the Governmental Bar Date, as applicable to such claim; and (b) 5:00 p.m., prevailing Eastern Time, on the date that is twenty-one (21) days after the date that on which the Debtors provide notice of the amendment to the Schedules (or another time period as may be fixed by the Court) as the date by which claimants holding claims affected by the amendment must file Proofs of Claim with respect to such claim (any such date, an "Amended Schedules Bar Date").

## **VII. RESERVATION OF RIGHTS.**

Nothing contained in this Notice is intended to or should be construed as a waiver of the Debtors' right to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to the nature, amount, liability, or classification thereof; (b) subsequently designate any scheduled claim as disputed, contingent, or unliquidated; and (c) otherwise amend or supplement the Schedules.

## **VIII. THE DEBTORS' SCHEDULES AND ACCESS THERETO.**

You may be listed as the holder of a claim against one or more of the Debtor entities in the Debtors' Schedules. As described above, if you agree with the nature, amount, and status of your claim as listed in the Debtors' Schedules, and if you do not dispute that your claim is only against the Debtor entity specified by the Debtors, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need *not* file a Proof of Claim. Otherwise, or if you decide to file a Proof of Claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice.

## **IX. ADDITIONAL INFORMATION.**

Copies of the Debtors' Schedules, the Bar Date Order, and other information regarding these chapter 11 cases are available for inspection free of charge on KKC's website at <http://www.kccllc.net/extractionog>. The Schedules and other filings in these chapter 11 cases also are available for a fee at the Court's website at <http://www.deb.uscourts.gov>. A login identification and password to the Court's Public Access to Court Electronic Records ("PACER") are required to access this information and can be obtained through the PACER

Service Center at <http://www.pacer.psc.uscourts.gov>. Copies of the Schedules and other documents filed in these cases also may be examined between the hours of 9:00 a.m. and 4:30 p.m., prevailing Eastern Time, Monday through Friday, at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801.

If you require additional information regarding the filing of a Proof of Claim, you may contact the Debtors' claims agent, KCC, directly by writing to: Extraction Oil & Gas Claims Processing Center c/o KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245, or contact the Debtors' restructuring hotline at: (866) 571-1791 (U.S./Canada) or (781) 575-2049 (International).

**A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTORS SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM.**

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Dated: July 22, 2020  
Wilmington, Delaware

*/s/ Richard W. Riley*

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**WHITEFORD, TAYLOR & PRESTON LLC<sup>1</sup>**

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<sup>1</sup> Whiteford, Taylor & Preston LLC operates as Whiteford Taylor & Preston L.L.P. in jurisdictions outside of Delaware.