

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

In re:

EXTRACTION OIL & GAS, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 20-11548 (CSS)
)
) (Jointly Administered)

Re: Docket No. 558

**NOTICE OF FILING OF PROPOSED REDACTED VERSION OF AMENDMENT TO
STATEMENT OF FINANCIAL AFFAIRS OF EXTRACTION OIL & GAS, INC.**

PLEASE TAKE NOTICE that, pursuant to rule 9018-1(d)(ii) of the Local Rules of Bankruptcy Practice and Procedures of the United States Bankruptcy Court for the District of Delaware, Extraction Oil & Gas, Inc., one of the above-captioned debtors and debtors-in-possession has today filed the proposed redacted version of Amended SOFA question 13 with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington, Delaware 19801 attached hereto as **Exhibit 1**.

[Remainder of Page Intentionally Left Blank]

¹ 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.



2011548200831000000000017

Dated: August 31, 2020
Wilmington, Delaware

/s/ Stephen B. Gerald

WHITEFORD, TAYLOR & PRESTON LLC²

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Co-Counsel to Debtors and Debtors in Possession

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

Exhibit 1

Debtor Extraction Oil & Gas, Inc.
NameCase number (if known) 20-11548**13. Transfers not already listed on this statement**

List any transfers of money or other property—by sale, trade, or any other means—made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☐ None

Who received transfer?	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1. <u>See Attached Rider (Amended)</u>			\$
Address			
Street			
City State ZIP Code			
Relationship to debtor			
Who received transfer?			
Address			
Street			
City State ZIP Code			
Relationship to debtor			

Part 7: Previous Locations**14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☐ Does not apply

Address	Dates of occupancy	
14.1. Street	From	To
City State ZIP Code		
14.2. Street	From	To
City State ZIP Code		

Debtor Extraction Oil & Gas, Inc.
NameCase number (if known) 20-11548**Part 14: Signature and Declaration**

WARNING — Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 08/31/2020

MM / DD / YYYY

XPrinted name Tom L. Brock

Signature of individual signing on behalf of the debtor

Position or relationship to debtor Vice President, Chief Accounting Officer

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

☐ No☒ Yes

Debtor Name: Extraction Oil & Gas, Inc.

Case Number: 20-11548

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

Part 6, Question 13: Transfers not already listed on this statement

Creditor's Name & Address	Relationship to debtor	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
ENERPLUS RESOURCES (USA) 950 17TH ST. SUITE 2200 DENVER, CO 80202	Buyer	Various assets including leases and wells covering Township 7N, Range 67W, 6th P.M.	03/01/2018	\$1,949,132.41
BISON OIL & GAS II, LLC 518 17TH ST. SUITE 1800 DENVER, CO 80202	Trade Partner	Various leases covering Township 9N, Range 60W, 6th P.M.	05/01/2018	\$784,375.00
GRIZZLY PETROLEUM COMPANY, LLC 1001 17TH STREET SUITE 200 DENVER, CO 80202	Trade Partner	Transferred amount is split between Extraction Oil & Gas, Inc. and 8 North, LLC. The total transferred amount is shown. Leasehold in 1S 66W, 1S 67W, 4N 67W and 8N 66W	06/18/2018	\$5,873,730.00
[REDACTED]		Political Contribution	06/19/2018	\$50,000.00
[REDACTED]		Political Contribution	06/21/2018	\$50,000.00
[REDACTED]		Political Contribution	06/21/2018	\$50,000.00
[REDACTED]		Political Contribution	06/21/2018	\$8,000.00
BAYSWATER EXPLORATION & PRODUCTION LLC 730 17TH ST. SUITE 500 DENVER, CO 80202	Trade Partner	Assets in Extractions Milkshake Unit, 6N 68W Sec. 36	07/01/2018	\$5,355,958.00
BAYSWATER RESOURCES/BAYSWATER FUND III-A, LLC/BAYSWATER FUND IV-B, LLC 730 17TH ST. SUITE 500 DENVER, CO 80202	Buyer	Transferred amount is split between Extraction Oil & Gas, Inc. and 8 North, LLC. The total transferred amount is shown. Various assets including leases and wells covering Townships 7N and 8N, Ranges 60W, 61W, 62W, 63W, 65W, 66W, 67W, 68W, 6th P.M.	07/01/2018	\$22,767,555.00
[REDACTED]		Political Contribution	07/16/2018	\$20,000.00

Debtor Name: Extraction Oil & Gas, Inc.

Case Number: 20-11548

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

Part 6, Question 13: Transfers not already listed on this statement

Creditor's Name & Address	Relationship to debtor	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
PDC 1775 SHERMAN ST. SUITE 3000 DENVER, CO 80203	Trade Partner	Various leases covering Townships 5N through 6N, and Range 65W, 6th P.M.	08/02/2018	\$824,535.75
[REDACTED]		Political Contribution	08/08/2018	\$1,000,000.00
[REDACTED]		Political Contribution	08/08/2018	\$60,000.00
PETROSHARE CORP. 9635 MAROON CIRCLE SUITE 400 DENVER, CO 80112	Trade Partner	Transferred value is split between beneficiaries PetroShare Corp. and PEO Colorado LLC. Total value is shown for each beneficiary. Various leases covering Townships 1S through 2S, and Ranges 65W through 67W, 6th P.M.	08/21/2018	\$1,479,591.00
PEO COLORADO LLC 16400 DALLAS PARKWAY SUITE 400 DENVER, TX 75248	Trade Partner	Various leases covering Townships 1S through 2S, and Ranges 65W through 67W, 6th P.M.	08/21/2018	\$1,479,591.00
[REDACTED]		Political Contribution	08/29/2018	\$750,000.00
[REDACTED]		Political Contribution	08/29/2018	\$500,000.00
[REDACTED]		Political Contribution	09/04/2018	\$734,205.50
[REDACTED]		Political Contribution	09/12/2018	\$650,000.00
[REDACTED]		Political Contribution	09/12/2018	\$500,000.00
[REDACTED]		Political Contribution	10/01/2018	\$400,000.00

Debtor Name: Extraction Oil & Gas, Inc.

Case Number: 20-11548

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Creditor's Name & Address	Relationship to debtor	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
VERDAD RESOURCES, LLC 5950 CEDAR SPRINGS RD. SUITE 200 DENVER, TX 75235	Trade Partner	Various assets including lease covering Township 1S, Range 66W, 6th P.M.	10/01/2018	\$2,948,500.00
CONFLUENCE DJ LLC 1001 17TH ST. SUITE 1250 DENVER, CO 80202	Buyer	Various leases covering Township 7N, and Ranges 64 to 65W, 6th P.M.	10/01/2018	\$1,376,539.49
KERR-MCGEE GATHERING, LLC 1099 18TH STREET SUITE 1800 DENVER, CO 80202	Buyer	(1) Approximately 10.25 miles of 12 inch gas gathering pipeline together with appurtenant facilities (2) the permits, easements, and right of ways associated with the conveyed infrastructure.	10/05/2018	Good and valuable consideration
[REDACTED]		Political Contribution	10/09/2018	\$100,000.00
J. GALE MOODY, VALERIE A. MOODY P.O. BOX 210 DENVER, CO 80615	Opposing party in litigation	Litigation Settlement	10/12/2018	\$200,000.00
[REDACTED]		Political Contribution	10/12/2018	\$250,000.00
[REDACTED]		Political Contribution	10/12/2018	\$100,000.00
[REDACTED]		Political Contribution	10/15/2018	\$10,000.00
[REDACTED]		Political Contribution	10/16/2018	\$250,000.00
[REDACTED]		Political Contribution	10/17/2018	\$475,000.00
[REDACTED]		Political Contribution	10/18/2018	\$400,000.00
[REDACTED]		Political Contribution	10/19/2018	\$25,000.00

Debtor Name: Extraction Oil & Gas, Inc.

Case Number: 20-11548

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

Part 6, Question 13: Transfers not already listed on this statement

Creditor's Name & Address	Relationship to debtor	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
[REDACTED]		Political Contribution	10/22/2018	\$450,000.00
[REDACTED]		Political Contribution	10/22/2018	\$170,235.00
[REDACTED]		Political Contribution	10/23/2018	\$150,000.00
[REDACTED]		Political Contribution	10/29/2018	\$20,000.00
[REDACTED]		Political Contribution	10/31/2018	\$10,000.00
[REDACTED]		Political Contribution	11/08/2018	\$10,000.00
[REDACTED]		Political Contribution	11/08/2018	\$10,000.00
CONFLUENCE DJ LLC 1001 17TH ST. SUITE 1250 DENVER, CO 80202	Buyer	Transferred amount is split between Extraction Oil & Gas, Inc. and 8 North, LLC. The total transferred amount is shown. Leasehold located in 1S, 65W, 6th P.M.	12/01/2018	\$3,432,000.00
GRIZZLY PETROLEUM COMPANY, LLC 1001 17TH STREET SUITE 200 DENVER, CO 80202	Trade Partner	Leasehold in 2S 67W and 1S 68W	12/19/2018	\$994,500.00
[REDACTED]		Political Contribution	01/03/2019	\$35,000.00
[REDACTED]		Political Contribution	01/07/2019	\$25,000.00

Debtor Name: Extraction Oil & Gas, Inc.

Case Number: 20-11548

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

Part 6, Question 13: Transfers not already listed on this statement

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[REDACTED]		Political Contribution	01/31/2019	\$35,000.00
RICHMARK ENERGY PARTNERS, LLC P.O. BOX 328 DENVER, CO 80632	Buyer	Leasehold in 5N 65W	02/19/2019	\$214,525.82
COLORADO OIL AND GAS CONSERVATION COMMISSION 1120 LINCOLN ST. SUITE 801 DENVER, CO 80203	Opposing party in litigation	\$150,000 cash payment and \$622,885 in-kind services performed by Extraction Oil & Gas, Inc.	02/28/2019	\$772,885.00
PETRO OPERATING COMPANY, LLC 915 WEST LEHIGH AVENUE NO. 1394 DENVER, CO 80150	Buyer	Various leases covering Township 5N, Range 68W, 6th P.M.	03/01/2019	\$391,890.75
ANADARKO E&P ONSHORE LLC AND SUBSIDIARY KERR-MCGEE OIL & GAS ONSHORE LP 1099 18TH ST. SUITE 1800 DENVER, CO 80202	Trade Partner	Various leases covering 1N 68W Sec. 28 and 4N 68W Sec. 21	03/07/2019	\$2,240,000.00
[REDACTED]		Political Contribution	03/14/2019	\$135,000.00
[REDACTED]		Political Contribution	04/04/2019	\$200,000.00
CDPHE 4300 CHERRY CREEK DRIVE S. DENVER, CO 80246-1530		Settlement Payment	04/24/2019	\$8,800.00
[REDACTED]		Political Contribution	05/22/2019	\$75,000.00
[REDACTED]		Political Contribution	05/29/2019	\$338,543.75
[REDACTED]		Political Contribution	06/26/2019	\$15,000.00

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Creditor's Name & Address	Relationship to debtor	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
K.P. KAUFFMAN COMPANY, INC. 1675 BROADWAY SUITE 2800 DENVER, CO 80202	Buyer	Various assets including leases and wells covering Townships 2N and 3N, and Ranges 66 and 67W, 6th P.M.; JIB payments in lieu of purchase price	07/01/2019	\$7,500.00
TSK ENTERPRISES (USA), INC. 12287 SUNSET PARK WAY LOS ANGELES, CA 90064355		Settlement Payment	07/30/2019	\$75,000.00
SRR ROCKIES, LLC C/O SPLIT ROCK RESOURCES 1751 RIVER RUN SUITE 200 DENVER, TX 76107	Buyer	Non-operated wellbore assets and leases further described at Reception No. 2019000068939 with the Adams County Clerk and Recorder, and Reception No. 4517354 with the Weld County Clerk and Recorder	08/22/2019	\$22,004,665.08
[REDACTED]		Political Contribution	09/05/2019	\$50,000.00
CHILSON FAMILY TRUST C/O HALCYON HILLS INVESTMENTS LLC PO BOX 7387 LOVELAND, CO 80537		Transferred amount is split between Extraction Oil & Gas, Inc. and 8 North, LLC. The total transferred amount is shown. Settlement Payment.	09/09/2019	\$30,000.00
[REDACTED]		Political Contribution	09/12/2019	\$150,000.00
[REDACTED]		Political Contribution	09/12/2019	\$10,000.00
[REDACTED]		Political Contribution	09/20/2019	\$5,000.00
[REDACTED]		Political Contribution	09/20/2019	\$5,000.00

Debtor Name: Extraction Oil & Gas, Inc.

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Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**Part 6, Question 13: Transfers not already listed on this statement**

Creditor's Name & Address	Relationship to debtor	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
DEL RIO WORKING INTEREST, LLC 3400 SOUTH BROADWAY SUITE 100 DENVER, CO 80113	Buyer	Transferred amount is split between Extraction Oil & Gas, Inc. and 8 North, LLC. The total transferred amount is shown. Non-operated wellbore assets further described at Reception Number 2020000016659 with the Adams County Clerk and Recorder	10/01/2019	\$14,700,000.00
RAISA II, LLC 1560 BROADWAY SUITE 2050 DENVER, CO 80202	Buyer	Transferred amount is split between Extraction Oil & Gas, Inc. and 8 North, LLC. The total transferred amount is shown. Non-operated wellbore assets further described at Reception Number 4553936 with the Weld County Clerk and Recorder	10/01/2019	\$10,000,000.00
[REDACTED]		Political Contribution	10/03/2019	\$10,000.00
[REDACTED]		Political Contribution	10/04/2019	\$509,500.00
[REDACTED]		Political Contribution	10/08/2019	\$65,000.00
[REDACTED]		Political Contribution	10/10/2019	\$5,000.00
[REDACTED]		Political Contribution	10/11/2019	\$375,000.00
ROCKY MOUNTAIN MIDSTREAM, LLC ONE WILLIAMS CENTER DENVER, OK 74172	Buyer	Gas gathering line, gas meters, pig launchers and by pass, and the permits, easements, and right of ways associated with the conveyed infrastructure.	10/16/2019	Good and valuable consideration

Debtor Name: Extraction Oil & Gas, Inc.

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Creditor's Name & Address	Relationship to debtor	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
[REDACTED]		Political Contribution	10/18/2019	\$100,000.00
[REDACTED]		Political Contribution	10/18/2019	\$100,000.00
[REDACTED]		Political Contribution	10/22/2019	\$15,000.00
[REDACTED]		Political Contribution	10/24/2019	\$10,000.00
[REDACTED]		Political Contribution	10/29/2019	\$155,000.00
[REDACTED]		Political Contribution	10/29/2019	\$45,000.00
[REDACTED]		Political Contribution	10/31/2019	\$30,000.00
WAGISTICS, LLC 141 SETTLERS COVE EATON, CO 80615		Settlement Payment	11/20/2019	\$85,000.00
[REDACTED]		Political Contribution	11/22/2019	\$107,500.00
[REDACTED]		Political Contribution	12/05/2019	\$27,500.00
[REDACTED]		Political Contribution	12/12/2019	\$5,000.00
[REDACTED]		Political Contribution	12/12/2019	\$5,000.00

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Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**Part 6, Question 13: Transfers not already listed on this statement**

Creditor's Name & Address	Relationship to debtor	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
GREELEY BROADCASTING CORPORATION 1102 5TH STREET SUITE A GREELEY, CO 80631		Settlement Payment	12/18/2019	\$37,000.00
BUREAU OF LAND MANAGEMENT, U.S. DEPARTMENT OF INTERIOR, U.S. DEPARTMENT OF JUSTICE DEPARTMENT OF JUSTICE, ASSISTANT UNITED STATES ATTORNEY CIVIL DIVISION 1801 CALIFORNIA STREET, SUITE 1600 DENVER, CO 80202	Opposing party in litigation	Litigation Settlement	01/27/2020	\$884,407.00
[REDACTED]		Political Contribution	01/31/2020	\$50,000.00
[REDACTED]		Political Contribution	02/20/2020	\$15,000.00
[REDACTED]		Political Contribution	03/06/2020	\$125,000.00
[REDACTED]		Political Contribution	03/06/2020	\$10,000.00
CITY AND COUNTY OF BROOMFIELD 1 DESCOMBES DRIVE BROOMFIELD, CO 80020		Fine	06/10/2020	\$400.00
LOOKOUT RIDGE FARM, LLC C/O JULIE SMITH 8750 LOOKOUT ROAD LONGMONT, CO 80503		Settlement Payment	08/16/2020	\$30,000.00