

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

In re:

EXTRACTION OIL & GAS, INC. *et al.*,¹

Reorganized Debtors.

)
) Chapter 11
)

) Case No. 20-11548 (CSS)
)

) (Jointly Administered)
)

) Hearing Date: March 23, 2021 at 10:00 a.m. (ET)

) Response Deadline: March 2, 2021 at 4:00 p.m. (ET)

**REORGANIZED DEBTORS' FIFTH OMNIBUS
(SUBSTANTIVE) OBJECTION TO CERTAIN NO LIABILITY
CLAIMS PURSUANT TO SECTION 502(b) OF THE BANKRUPTCY CODE,
BANKRUPTCY RULES 3003 AND 3007, AND BANKRUPTCY LOCAL RULE 3007-1**

**PARTIES RECEIVING THIS OBJECTION SHOULD REVIEW
EXHIBIT 1 TO THE PROPOSED ORDER TO DETERMINE
IF THEIR CLAIM IS SUBJECT TO THIS OBJECTION.**

***IF YOUR CLAIM IS SUBJECT TO THIS OBJECTION,
YOUR SUBSTANTIVE RIGHTS MAY BE AFFECTED.***

The above-captioned reorganized debtors (collectively, the “Reorganized Debtors”), respectfully submit this fifth omnibus (substantive) objection to certain no liability claims (the “Objection”). In support of this Objection, the Reorganized Debtors rely upon the declaration of Thomas Behnke attached hereto as **Exhibit B** (the “Behnke Declaration”). In further support of this Objection, 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.



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Jurisdiction and Venue

1. 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 Reorganized Debtors confirm their consent, pursuant to rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and 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”), to the entry of a final order by the Court in connection with this Objection 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.

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

3. The bases for the relief requested herein are sections 105(a) and 502(b) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Bankruptcy Rules 3003 and 3007, and Bankruptcy Local Rule 3007-1.

4. On June 14, 2020 (the “Petition Date”), each of the above-captioned debtors (the “Debtors”) filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. A detailed description surrounding the facts and circumstances of these chapter 11 cases is set forth in the *Declaration of Matthew R. Owens, Co-Founder, President and Chief Executive Officer of the Debtors, in Support of Chapter 11 Petitions and First Day Motions* [Docket No. 18] (the “First Day Declaration”), incorporated by reference herein.

5. The Debtors operated their businesses and managed their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. These chapter 11 cases have been consolidated for procedural purposes only and are jointly administered pursuant to

Bankruptcy Rule 1015(b) [Docket No. 79]. On June 30, 2020, the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an official committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the “Committee”) [Docket No. 155].

6. On December 23, 2020, the Court entered the *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”), confirming the Debtors’ *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”).

7. On January 20, 2021, the Debtors substantially consummated the Plan and emerged from chapter 11 in accordance with the terms of the Plan and the Confirmation Order. On January 21, 2021, the Reorganized Debtors filed their *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].

The Debtors’ Schedules

8. In the ordinary course of business, the Reorganized Debtors maintain books and records (the “Books and Records”) that reflect, among other things, the nature and amount of the liabilities owed to their creditors as of the Petition Date. As part of these chapter 11 cases, on July 31, 2020, each of the Debtors filed their respective Schedules of Assets and Liabilities and Statements of Financial Affairs reflecting the obligations owed to their creditors as of the Petition Date. [Docket Nos. 340, 350, 351, 352, 353, 354, 355, 356, 357, 358, and 359]. The Reorganized Debtors, together with their advisors, have been engaging in a systematic review of the proofs of claim filed in these chapter 11 cases, working diligently to review, compare, and reconcile the

proofs of claim against the Reorganized Debtors' Books and Records. This reconciliation process includes identifying particular categories of claims that may be disallowed and expunged, reduced and allowed, or reclassified.

Bar Date and Proofs of Claim

9. On June 16, 2020, the Court entered an order [Docket No. 81] appointing Kurtzman Carson Consultants LLC ("KCC") as claims and noticing agent in these chapter 11 cases. Among other things, KCC is authorized to (a) receive, maintain, and record and otherwise administer the proofs of claim filed in these chapter 11 cases, and (b) maintain official claims registers for the Debtors.

10. On July 20, 2020, the Court entered an order [Docket No. 298] (the "Bar Date Order") providing that, except as otherwise provided therein, (a) all persons or entities (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts) that assert a claim, as defined in section 101(5) of the Bankruptcy Code, against the Debtors, including, without limitation, secured claims, and priority claims, which arose on or prior to the Petition Date, including requests for allowance and payment of claims under section 503(b)(9) of the Bankruptcy Code, shall file a proof of any such claim so that it is actually received on or before 5:00 p.m. (prevailing Eastern Time) on August 14, 2020 (the "General Bar Date"), and (b) all governmental units, as defined in section 101(27) of the Bankruptcy Code, shall file a proof of any such claim so that it is actually received on or before 5:00 p.m. (prevailing Eastern Time) on January 17, 2021 (the "Government Bar Date").

11. The Bar Date Order also provides that if the Debtors amend or supplement the Schedules subsequent to the date of service of the Bar Date Notice (as defined in the Bar Date Order), then the Debtors shall give notice of any such amendment or supplement to the holders of claims affected thereby, and such holders shall have until the later of (a) the General Bar Date or

(b) 5:00 p.m. (prevailing Eastern time) on the date that is twenty-one (21) days from the date on which such notice is given, to file proofs of claim in respect of their claims (the “Amended Schedules Bar Date”).

12. Additionally, pursuant to the Bar Date Order, except as otherwise provided by another order of the Court, any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease (each, a “Rejection Damages Claim”) must file a proof of claim based on such rejection on or before the later of (a) the General Bar Date or the Governmental Bar Date, as applicable, or (b) 5:00 p.m. (prevailing Eastern time) on the date that is thirty (30) days following the entry of the order approving the rejection of the executory contract or unexpired lease pursuant to which the entity asserting the Rejection Damages Claim is a party (the “Rejection Bar Date,” and together with the General Bar Date, the Government Bar Date, and the Amended Schedules Bar Date, the “Bar Dates”).

13. Notice of the Bar Dates was provided by mail and publication in accordance with the procedures outlined in the Bar Date Order.

Objection

14. The Reorganized Debtors submit this Objection, pursuant to section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007, and Bankruptcy Local Rule 3007-1, requesting entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”) modifying each of the claims identified on Exhibit 1 to the Proposed Order (collectively, the “Disputed Claims”), as set forth in further detail below and in the exhibit attached to the Proposed Order.

15. When asserting a proof of claim against a bankrupt estate, a claimant must allege facts that, if true, would support a finding that the debtor is legally liable to the claimant. *In re Allegheny Int’l, Inc.*, 954 F.2d 167, 173 (3d Cir. 1992); *Matter of Int’l Match Corp.*, 69 F.2d 73,

76 (2d Cir. 1934) (finding that a proof of claim should at least allege facts from which legal liability can be seen to exist). Where the claimant alleges sufficient facts to support its claim, its claim is afforded *prima facie* validity. *Allegheny Int'l Inc.*, 954 F.2d at 173. A party wishing to dispute such a claim must produce evidence in sufficient force to negate the claim's *prima facie* validity. *Id.* In practice, the objecting party must produce evidence that would refute at least one of the allegations essential to the claim's legal sufficiency. *Id.* Once the objecting party produces such evidence, the burden shifts back to the claimant to prove the validity of his or her claim by a preponderance of the evidence. *Id.* The burden of persuasion is always on the claimant. *Id.* For the reasons set forth below, there is ample evidence to rebut the *prima facie* validity of each Claim.

I. NO LIABILITY CLAIMS

16. The Reorganized Debtors object to the claims listed on Exhibit 1 to the Proposed Order (collectively, the “No Liability Claims”) as claims for which the Reorganized Debtors are not liable. Following a review of each No Liability Claim, the supporting materials attached thereto, and the Reorganized Debtors' Books and Records, the Reorganized Debtors have determined that they are not liable for the No Liability Claims for the reasons set forth under the column labeled “Reason for Disallowance” on Exhibit 1 to the Proposed Order. Thus, the Reorganized Debtors believe that each No Liability Claim should be disallowed in its entirety.

17. The No Liability Claims listed on Exhibit 1 to the Proposed Order consist of claims asserted by royalty owners or contract counterparties pursuant to oil, natural gas, or mineral agreements with the Reorganized Debtor.² In connection with those assets, the Reorganized Debtors were obligated to remit to the lessors and potentially other parties their share of revenue

² Although some of the filed proofs of claim reflected in Exhibit 1 do not explicitly state that such claims are for royalties, the Reorganized Debtors have obtained support to confirm that such claims are indeed royalty claims.

from producing wells (the “Royalties”) pursuant to the terms of the applicable lease or other operative documents. However, for the reasons described herein and on Exhibit 1 to the Proposed Order, the amount asserted in each of the No Liability Claims is not a valid liability of the Reorganized Debtors and the claimants asserting these claims are not entitled to payment from the Reorganized Debtors on account of their royalty interests.

18. The failure to disallow the No Liability Claims would result in the applicable claimants receiving an unwarranted recovery against the Reorganized Debtors’ estate to the detriment of other creditors in these chapter 11 cases. Accordingly, the Reorganized Debtors request entry of the Proposed Order disallowing each No Liability Claim identified on Exhibit 1 to the Proposed Order.

Separate Contested Matters

19. To the extent that a response is filed regarding any claim listed in this Objection and the Reorganized Debtors are unable to resolve the response, the objection by the Reorganized Debtors to each such No Liability Claims asserted herein shall constitute a separate contested matter as contemplated by Bankruptcy Rule 9014. Any order entered by the Court regarding an objection asserted in the Objection shall be deemed a separate order with respect to each No Liability Claim.

Reservation of Rights

20. The Reorganized Debtors expressly reserve the right to amend, modify, or supplement this Objection. Nothing contained in this Objection or any actions taken by the Reorganized Debtors pursuant to any order granting the relief requested by this Objection is intended or should be construed as: (a) an admission as to the validity, priority, or amount of any particular claim against a Reorganized Debtor entity; (b) a waiver of the Reorganized Debtors’ right to dispute any particular claim on any grounds; (c) a promise or requirement to pay any

particular claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Objection or any order granting the relief requested by this Objection; (e) a request or authorization to assume any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) a waiver or limitation of the Reorganized Debtors' rights under the Bankruptcy Code or any other applicable law; or (g) a concession by the Reorganized Debtors or any other party-in-interest that any liens (contractual, common law, statutory, or otherwise) addressed pursuant to this Objection are valid and the Reorganized Debtors and all other parties-in-interest expressly reserve their rights to contest the extent, validity, or perfection, or to seek avoidance of all such liens. If the Court grants the relief sought herein, any payment made pursuant to the Court's order is not intended and should not be construed as an admission as to the validity, priority, or amount of any particular claim or a waiver of the Reorganized Debtors' or any other party-in-interest's rights to subsequently dispute such claim.

Notice

21. Notice of the hearing on the relief requested in this Objection 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) each of the claimants whose claims are subject to this Objection; (b) the U.S. Trustee for the District of Delaware; (c) the administrative agent under the Reorganized Debtors' prepetition senior credit facility or, in lieu thereof, counsel thereto; (d) the lenders under the Reorganized Debtors' prepetition senior credit facility or, in lieu thereof, counsel thereto; (e) the indenture trustee for the Reorganized Debtors' prepetition senior notes or, in lieu thereof, counsel thereto; (f) the holders of the Reorganized Debtors' prepetition senior notes or, in lieu thereof, counsel thereto; (g) the ad hoc group of holders of the Reorganized Debtors' preferred equity or, in lieu

thereof, counsel thereto; (h) the United States Attorney's Office for the District of Delaware; (i) the Internal Revenue Service; (j) the United States Securities and Exchange Commission; (k) the state attorneys general for states in which the Reorganized Debtors conduct business; and (l) 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.

Statement of Compliance with Bankruptcy Local Rule 3007-1

22. To the best of the Reorganized Debtors' knowledge and belief, this Objection and the related Exhibits annexed to the Proposed Order comply with Bankruptcy Local Rule 3007-1. To the extent that this Objection does not comply in all respects with the requirements of Bankruptcy Local Rule 3007-1, the Reorganized Debtors believe such deviations are not material and respectfully request that any such requirement be waived.

[Remainder of Page Intentionally Left Blank]

WHEREFORE, the Reorganized Debtors respectfully request that the Court enter the Order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested in this Objection and granting such other and further relief as is appropriate under the circumstances.

Dated: February 16, 2021
Wilmington, Delaware

/s/ Stephen B. Gerald

WHITEFORD, TAYLOR & PRESTON LLC³

Marc R. Abrams (DE No. 955)

Richard W. Riley (DE No. 4052)

Stephen B. Gerald (DE No. 5857)

The Renaissance Centre

405 North King Street, Suite 500

Wilmington, Delaware 19801

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Co-Counsel to the Reorganized Debtors

³ 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:

EXTRACTION OIL & GAS, INC. *et al.*,¹

Reorganized Debtors.

Chapter 11

Case No. 20-11548 (CSS)

(Jointly Administered)

Hearing Date: March 23, 2021 at 10:00 a.m. (ET)

Response Deadline: March 2, 2021 at 4:00 p.m. (ET)

**NOTICE OF REORGANIZED DEBTORS' FIFTH OMNIBUS
(SUBSTANTIVE) OBJECTION TO CERTAIN NO LIABILITY
CLAIMS PURSUANT TO SECTION 502(b) OF THE BANKRUPTCY CODE,
BANKRUPTCY RULES 3003 AND 3007, AND BANKRUPTCY LOCAL RULE 3007-1**

**PARTIES RECEIVING THIS OBJECTION SHOULD LOCATE
THEIR NAMES AND THEIR DISPUTED CLAIMS
IDENTIFIED ON EXHIBIT 1 TO THE PROPOSED ORDER**

***IF YOUR CLAIM IS SUBJECT TO THIS OBJECTION,
YOUR SUBSTANTIVE RIGHTS MAY BE AFFECTED.***

PLEASE TAKE NOTICE that, on February 16, 2021, the above-captioned reorganized debtors (collectively, the “Reorganized Debtors”) have filed the attached *Fifth Omnibus (Substantive) Objection to Certain No Liability Claims Pursuant to Section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007, and Bankruptcy Local Rule 3007-1* (the “Objection”)² with the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that each claimant that has filed a claim that is affected by the Objection is receiving a copy of the Objection. Affected claimants should read the Objection and Exhibit 1 to the proposed order attached thereto, which detail the claims subject to the Objection and the grounds for such Objection.

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.

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

PLEASE TAKE FURTHER NOTICE that any party wishing to oppose the relief requested in the Objection must file a response (each, a “Response”) to the Objection with the Clerk of the Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, and serve a copy of the response on Counsel to the Reorganized Debtors, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attention: Christopher Marcus, P.C. (christopher.marcus@kirkland.com), Allyson Smith Weinhouse (allyson.smith@kirkland.com), and Whiteford Taylor Preston LLC, The Renaissance Centre, Suite 500, 405 North King Street, Wilmington, Delaware 19802, Attention: Marc R. Abrams (mabrams@wtplaw.com), Richard W. Riley (rriley@wtplaw.com), and Stephen B. Gerald (sgerald@wtplaw.com) so as to be received on or before **March 2, 2021 at 4:00 P.M. (ET)**. **Only those Responses timely filed with the Court and received by the Notice Parties identified above will be considered by the Court.**

PLEASE TAKE FURTHER NOTICE that any Response to the Objection that is filed with the Court must include:

1. a caption setting forth the name of the Court, the above-referenced case number and the title of the Objection to which the Response is directed;
2. the name of the respondent and a description of the basis for the amount and classification asserted in the Disputed Claim, if applicable;
3. a concise statement setting forth the reasons why the particular Disputed Claim should not be disallowed or otherwise modified for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which the respondent will rely in opposing the Objection at any hearing thereon;
4. all documentation or other evidence of the particular Disputed Claim or asserted amount and classification thereof, to the extent not already included with the proof of claim previously filed, upon which the respondent will rely in opposing the Objection at any hearing thereon; and
5. the name, address, telephone number, and email address of the person(s) (who may be the respondent or a legal representative thereof) (i) possessing ultimate authority to reconcile, settle or otherwise resolve the Disputed Claim on behalf of the respondent and (ii) to whom the Reorganized Debtors should serve any reply to the Response.

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

PLEASE TAKE FURTHER NOTICE THAT, IF A RESPONSE IS FILED, A HEARING (THE “HEARING”) ON THE OBJECTION WILL BE HELD ON **MARCH 23, 2021 AT 10:00 A.M. (ET) BEFORE THE HONORABLE CHRISTOPHER S. SONTCHI, UNITED STATES BANKRUPTCY JUDGE, UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 NORTH MARKET STREET, 5TH FLOOR, COURTROOM NO. 6, WILMINGTON, DELAWARE 19801.**

PLEASE TAKE FURTHER NOTICE THAT IF YOU FILE A RESPONSE TO THE OBJECTION, YOU SHOULD BE PREPARED TO ARGUE THAT RESPONSE AT THE HEARING. YOU NEED NOT APPEAR AT THE HEARING IF YOU DO NOT OBJECT TO THE RELIEF REQUESTED.

PLEASE TAKE FURTHER NOTICE THAT THE HEARING MAY BE CONTINUED FROM TIME TO TIME UPON WRITTEN NOTICE TO YOU OR AS DECLARED ORALLY AT THE HEARING.

Dated: February 16, 2021
Wilmington, Delaware

/s/ Stephen B. Gerald

WHITEFORD, TAYLOR & PRESTON LLC³

Marc R. Abrams (DE No. 955)

Richard W. Riley (DE No. 4052)

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Co-Counsel to the Reorganized Debtors

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Exhibit A

Proposed Order

**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)
)	
Reorganized Debtors.)	(Jointly Administered)
)	
)	Re: Docket No. __

**ORDER SUSTAINING REORGANIZED DEBTORS'
FIFTH OMNIBUS (SUBSTANTIVE) OBJECTION TO CERTAIN NO LIABILITY
CLAIMS PURSUANT TO SECTION 502(b) OF THE BANKRUPTCY CODE,
BANKRUPTCY RULES 3003 AND 3007, AND BANKRUPTCY LOCAL RULE 3007-1**

Upon the objection (the “Objection”)² of the above-captioned reorganized debtors (the “Reorganized Debtors”) for entry of this Order pursuant to section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007, and Bankruptcy Local Rule 3007-1, disallowing the Disputed Claims; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order; and that 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 Objection 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 Objection is in the best interests of the Reorganized Debtors, their creditors, and other parties in interest; and this Court having found that the Reorganized Debtors’ notice of the Objection and opportunity for a hearing on the Objection

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.

² All capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Objection.

were appropriate and no other notice need be provided; and this Court having reviewed the Objection and having heard the statements in support of the relief requested therein at a hearing before this Court (the “Hearing”); and upon the First Day Declaration; and upon the declaration of Thomas Behnke; and this Court having determined that the legal and factual bases set forth in the Objection and at the Hearing 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 Objection is SUSTAINED as set forth herein.
2. The No Liability Claims identified on the attached **Exhibit 1** are hereby disallowed in their entirety.
3. The Reorganized Debtors’ objection to each Disputed Claim addressed in the Objection constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order shall be deemed a separate order with respect to each claim. Any stay of this Order pending appeal by any of the claimants subject to this Order shall only apply to the contested matter that involves such claimant and shall not act to stay the applicability or finality of this Order with respect to the other contested matters covered hereby.
4. Nothing in the Objection or this Order constitutes a waiver of the Reorganized Debtors’ rights to object to any claims not previously disallowed or to assert any claims, counterclaims, rights of offset or recoupment, or any other claims against the claimants listed on **Exhibit 1** hereto, all of which rights are expressly preserved. Additionally, to the extent the Objection was denied with respect to any of the Disputed Claims, the Reorganized Debtors’ rights to object to such Disputed Claims on any grounds other than those set forth in the Objection are preserved.

5. The Reorganized Debtors and KCC are authorized to take any and all actions that are necessary or appropriate to give effect to this Order.

6. Nothing in the Objection or this Order shall be construed as an allowance of any Claim.

7. To the extent that the Objection does not comply in all respects with the requirements of Bankruptcy Local Rule 3007-1, the requirements of Bankruptcy Local Rule 3007-1 are waived.

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

Exhibit 1

No Liability Claims

Extraction Oil & Gas, Inc. 20-11548
Fifth Omnibus Objection
Exhibit 1 - No Liability Royalty Claims

	NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
1	ADRIAN MARTINEZ II 125 50TH AVE CT GREELEY, CO 80634	8/5/2020	Extraction Oil & Gas, Inc.	316	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
2	AGAPITO MARTINEZ LUPE MARTINEZ 400 E SHEPHERD STREET DENISON, TX 75021	8/14/2020	Extraction Oil & Gas, Inc.	1662	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
3	ALEXANDRA EATON WOODMANSEE 11564 KILLDEER AVE GLENCOE, MN 55336	8/10/2020	Extraction Oil & Gas, Inc.	568	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
4	ANDREW WILLIAM GERLE 3312 75TH STREET JACKSON HEIGHTS, NY 11372	8/13/2020	Extraction Oil & Gas, Inc.	1276	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
5	BERTHOUD SMITH FARM LLC PO BOX 1697 BERTHOUD, CO 80513	8/6/2020	Extraction Oil & Gas, Inc.	381	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
6	BLUE CONDO LLC PAUL W SACCO 515 LAKESIDE PLACE WINDSOR, CO 80550	8/12/2020	Extraction Oil & Gas, Inc.	940	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
7	BRIDGET BRADY 4463 EAGLE RIVER RUN BROOMFIELD, CO 80023	8/11/2020	Extraction Oil & Gas, Inc.	661	\$ 13,000.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
8	BRYAN KUGEL LIVING TRUST DATED AUGUST 9, 2000 16484 COUNTY ROAD 1060 LAMONT, OK 74643	8/14/2020	Extraction Oil & Gas, Inc.	1537	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
9	BURCH FAMILY, LLLP C/O CATHERINE DIGREGORIO PO BOX 511 FREDERICK, CO 80530-0511	8/13/2020	Extraction Oil & Gas, Inc.	1140	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
10	CARDINAL ACRES CO 650 SOUTH CHERRY STREET, SUITE 1400 DENVER, CO 80246	8/12/2020	Extraction Oil & Gas, Inc.	974	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
11	CASEY J HERREN 3518 W WAGON TRAIL PL GREELEY, CO 80634-3405	8/9/2020	Extraction Oil & Gas, Inc.	477	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.

* - Indicates claim contains unliquidated and/or undetermined amounts

Extraction Oil & Gas, Inc. 20-11548
Fifth Omnibus Objection
Exhibit 1 - No Liability Royalty Claims

	NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
12	CHARLES E CLARK DONNA L KARPOWICH 4461 W PIONEER DRIVE GREELEY, CO 80634	8/7/2020	Extraction Oil & Gas, Inc.	429	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
13	CHARLES G DALPRA CINDY S DALPRA 2738 22ND STREET RD GREELEY, CO 80634	8/14/2020	Extraction Oil & Gas, Inc.	1679	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
14	CHARLES H WHITAKER DECEASED & JUDITH R WHITAKER 2301 SPOTSWOOD ST LONGMONT, CO 80504	8/7/2020	Extraction Oil & Gas, Inc.	427	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
15	CHARLES H. EATON LIVING TRUST CHARLES H. EATON 5800 GLEN EAGLES CT AVON, IN 46123	8/12/2020	Extraction Oil & Gas, Inc.	980	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
16	CHARLIE LIM AND JEAN LIM 14780 EAGLE RIVER LOOP BROOMFIELD, CO 80023	8/11/2020	Extraction Oil & Gas, Inc.	773	\$ 5,000.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
17	CHRIS A. SCHULTZ 34978 COUNTY ROAD 83 BRIGGS DALE, CO 80611	8/11/2020	Extraction Oil & Gas, Inc.	750	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
18	CONSTANCE M. SACCO 515 LAKESIDE PLACE WINDSOR, CO 80550	8/12/2020	Extraction Oil & Gas, Inc.	912	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
19	CYNTHIA K VOGEL 3661 N CAMPBELL AVE APT 276 TUCSON, AZ 85719	8/14/2020	Extraction Oil & Gas, Inc.	1617	\$ 1,200.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
20	CYNTHIA L. WALTERS REVOCABLE TRUST 14669 SKY ISLAND LANE, SUITE 800 ANACORTES, WA 98221	8/14/2020	Extraction Oil & Gas, Inc.	1550	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
21	CYNTHIA R KONIGSBERG 4790 RAVEN RUN BROOMFIELD, CO 80023	8/14/2020	Extraction Oil & Gas, Inc.	1686	\$ 2,500.00*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.

Extraction Oil & Gas, Inc. 20-11548
Fifth Omnibus Objection
Exhibit 1 - No Liability Royalty Claims

NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
22 D&B CITO TRUST BONNIE B CITO, EXECUTOR 5050 WCR 50 JOHNSTOWN, CO 80534	8/14/2020	Extraction Oil & Gas, Inc.	1632	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
23 DALE MCNALLEY 404 E COUNTY RD 8 BERTHOUD, CO 80513	8/13/2020	Extraction Oil & Gas, Inc.	1297	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
24 DALE R CRIDER AND SHELLY J CRIDER 300 IMMIGRANT TRAIL SEVERANCE, CO 80550	8/15/2020	Extraction Oil & Gas, Inc.	1696	\$ 1,000.00*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
25 DANIEL G STROH 247 E 4TH STREET LOVELAND, CO 80537	8/11/2020	Extraction Oil & Gas, Inc.	679	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
26 DANIEL G. STROH 247 E 4TH STREET LOVELAND, CO 80537	8/11/2020	Extraction Oil & Gas, Inc.	685	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
27 DARYL BATES BASARABA 1504 N COLUMBIA NAPERVILLE, IL 60563	8/13/2020	Extraction Oil & Gas, Inc.	1111	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
28 DAVID E WILLS & DIANNA L WILLS JT 413 SOUTH LINCOLN AVE FLEMING, CO 80728	8/13/2020	Extraction Oil & Gas, Inc.	1193	\$ 286.00*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
29 DAVID L GROVE DEBORAH L GROVE 330 NORTH SHORE CIRCLE WINDSOR, CO 80550	8/12/2020	Extraction Oil & Gas, Inc.	868	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
30 DAVID M CUFFARO 4321 CRESTONE CIRCLE BROOMFIELD, CO 80023	8/7/2020	Extraction Oil & Gas, Inc.	435	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
31 DAWN PETTINGER 17120 FALCON DRIVE FORT LUPTON, CO 80621	8/13/2020	Extraction Oil & Gas, Inc.	1226	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
32 DEBRA K BARRINGTON & G BRECK BARRINGTON 740 HARP CT GREELEY, CO 80634-5821	8/13/2020	Extraction Oil & Gas, Inc.	1177	\$ 4,581.67	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.

* - Indicates claim contains unliquidated and/or undetermined amounts

Extraction Oil & Gas, Inc. 20-11548
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NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
33 DIA TECH CENTER, LLC 2 NORTH CASCADE AVE., SUITE1280 COLORADO SPRINGS, CO 80903	8/12/2020	Extraction Oil & Gas, Inc.	853	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
34 DIANE KRAMS FAMILY TRUST DIANE KRAMS TRUSTEE 4808 RAVEN RUN BROOMFIELD, CO 80023	8/13/2020	Extraction Oil & Gas, Inc.	1198	\$ 2,500.00*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
35 DIBC 96TH AND POTOMAC LLC 1125 17TH STREET SUITE 2500 DENVER, CO 80202	8/12/2020	Extraction Oil & Gas, Inc.	976	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
36 DIBC ADAMS COUNTY LLC C/O LC FULLENWIDER INC 1125 17TH ST 2500 DENVER, CO 80202	8/17/2020	Extraction Oil & Gas, Inc.	1749	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
37 DICK AUSTIN GLORIA J AUSTIN HUSBAND AND WIFE 3664 MORRISON LANE JOHNSTOWN, CO 80534	8/3/2020	Extraction Oil & Gas, Inc.	219	\$ 1,760.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
38 DONALD A CITO 5050 COUNTY RD 50 JOHNSTOWN, CO 80534	8/14/2020	Extraction Oil & Gas, Inc.	1705	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
39 DONNA WINTER 5207 W 13TH STREET ROAD GREELEY, CO 80634	8/7/2020	Extraction Oil & Gas, Inc.	423	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
40 EDEN E WILBUR AND SCOTT A WILBUR 4466 EAGLE RIVER RUN BROOMFIELD, CO 80023	8/13/2020	Extraction Oil & Gas, Inc.	1248	\$ 30,000.00*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
41 ELAINE ALTERGOTT MARJORIE K BUTTS 21982 WCR 84 AULT, CO80610	8/11/2020	Extraction Oil & Gas, Inc.	753	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
42 ELAINE ALTERGOTT 21982 WCR 84 AULT, CO80610	8/11/2020	Extraction Oil & Gas, Inc.	761	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
43 ERIC LATHAM EATON 1540 PARKVIEW ROAD MAPLE PLAIN, MN 55359	8/11/2020	Extraction Oil & Gas, Inc.	702	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.

* - Indicates claim contains unliquidated and/or undetermined amounts

Extraction Oil & Gas, Inc. 20-11548
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Exhibit 1 - No Liability Royalty Claims

	NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
44	ERICA M KOEHLER 154 CRABAPPLE DR WINDSOR, CO 80550	8/14/2020	Extraction Oil & Gas, Inc.	1644	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
45	FRED J ORR 5040 ACOMA ST. DENVER, CO 80216-2010	8/13/2020	Extraction Oil & Gas, Inc.	1125	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
46	FREDERICK L GINTHER 145 STANLEY CIRCLE ESTES PARK, CO 80517-6303	8/14/2020	Extraction Oil & Gas, Inc.	1590	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
47	FRONT RANGE LAND AND LIVESTOCK LLC C/O BENJAMIN SCHULEIN PO BOX 460972 DENVER, CO 80246	8/13/2020	Extraction Oil & Gas, Inc.	1224	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
48	GARY P. KUGEL TRUST FBO JANICE K. KUGEL, UNDER WILL DATED OCTOBER 27, 2019 NELSON KUGEL, TRUSTEE 12432 10TH STREET BOULDER, CO 80304	8/14/2020	Extraction Oil & Gas, Inc.	1527	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
49	GLENCOE LLC 5040 ACOMA ST DENVER, CO 80216	8/13/2020	Extraction Oil & Gas, Inc.	1205	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
50	GREELEY - WELD COUNTY AIRPORT AUTHORITY COOPER ANDERSON PO BOX 727 GREELEY, CO 80632-0727	8/14/2020	Extraction Oil & Gas, Inc.	1616	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
51	HOLLY RUTH KENDALL 746 BISON DRIVE HOUSTON, TX 77079	8/13/2020	Extraction Oil & Gas, Inc.	1018	\$ 10,000.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
52	HOWARD AND CHERYL WILLIAMS 1320 HAWKRIDGE ROAD EATON, CO 80615	8/10/2020	Extraction Oil & Gas, Inc.	564	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
53	J2 MINERALS LLC - JOHN D. PEARSON, OWNER MANAGER J2 MINERALS LLC 190 NORTH TISDALE BUFFALO, WY 82834	8/10/2020	Extraction Oil & Gas, Inc.	647	\$ 9,000.00*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.

* - Indicates claim contains unliquidated and/or undetermined amounts

Extraction Oil & Gas, Inc. 20-11548
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Exhibit 1 - No Liability Royalty Claims

	NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
54	JACK WINTER 5207 W 13TH ST. ROAD GREELEY, CO 80634	8/7/2020	Extraction Oil & Gas, Inc.	424	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
55	JAMES A & CAROL E GUSTAFSON PO BOX 1417 GREELEY, CO 80632-1417	8/13/2020	Extraction Oil & Gas, Inc.	1157	\$ 187.00*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
56	JAMES M SULLIVAN MARGUERITE L STORM SULLIVAN 4400 LEXI CIRCLE BROOMFIELD, CO 80023	8/14/2020	Extraction Oil & Gas, Inc.	1557	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
57	JANET L BEAVER 5003 SILVER FEATHER WAY BROOMFIELD, CO 80023	8/12/2020	Extraction Oil & Gas, Inc.	879	\$ 15,000.00*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
58	JANGILA R M ROCKLAND MALIWAN J T ROCKLAND JEFFREY MARC ROCKLAND, FATHER 6195 STOW RD HUDSON, OH 44236-3433	8/3/2020	Extraction Oil & Gas, Inc.	187	\$ 1,000.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
59	JANICE BROWN 6201 W 7TH STREET GREELEY, CO 80634	8/13/2020	Extraction Oil & Gas, Inc.	1136	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
60	JANIS LYNN MOUNTFORD DAVID LYLE KAPPAN 1424 45TH AVE GREELEY, CO 80634	8/13/2020	Extraction Oil & Gas, Inc.	1185	\$ 832.50*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
61	JASON LEGLER & KARI LEGLER REVOCABLE TRUST PO BOX 505 EATON, CO 80615	8/6/2020	Extraction Oil & Gas, Inc.	402	\$ 750.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
62	JOANNE KINSMAN 1452 PRAIRIE HAWK ROAD EATON, CO 80615	8/13/2020	Extraction Oil & Gas, Inc.	1095	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
63	JOHN A BROWN JANICE R BROWN 6201 W 7TH ST GREELEY, CO 80634	8/13/2020	Extraction Oil & Gas, Inc.	1165	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.

* - Indicates claim contains unliquidated and/or undetermined amounts

Extraction Oil & Gas, Inc. 20-11548
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Exhibit 1 - No Liability Royalty Claims

	NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
64	JOHN A CITO 5420 WCR 50 JOHNSTOWN, CO 80534	8/14/2020	Extraction Oil & Gas, Inc.	1599	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
65	JOHN ALAN CITO 5420 COUNTY ROAD 50 JOHNSTOWN, CO 80534	8/14/2020	Extraction Oil & Gas, Inc.	1574	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
66	JOHN F. ROCK, PETE ROCK AND JOSEPH P. ROCK CAROLYN ROCK 821 SOUTH 6TH AVENUE BRIGHTON, CO 80601	8/13/2020	Extraction Oil & Gas, Inc.	1156	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
67	JOHN L ALGIERE CHERYL ALGIERE 323 NORTH SHORE CIRCLE WINDSOR, CO 80550	8/10/2020	Extraction Oil & Gas, Inc.	606	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
68	JOHN TODD BURROUGHS 13924 MANOR WAY LYNNWOOD, WA98087	8/14/2020	Extraction Oil & Gas, Inc.	1664	\$ 50,000.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
69	JON K BATES 1 VILLAGE TRAIL HONEOYE FALLS, NY 14472	8/10/2020	Extraction Oil & Gas, Inc.	550	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
70	JOYE COY SHAFFER 5207 S ATLANTIC AVE UNIT 426 NEW SMYRNA BEACH, FL 32169	8/10/2020	Extraction Oil & Gas, Inc.	556	\$ 800.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
71	JUANITA A. DELLENBACH WILLIAM DELLENBACH 1404 43RD AVENUE GREELEY, CO 80634	8/13/2020	Extraction Oil & Gas, Inc.	1210	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
72	JUANITA A. DELLENBACH AND WILLIAM P. DELLENBACH WILLIAM DELLENBACH 1404 43RD AVENUE GREELEY, CO 80634	8/13/2020	Extraction Oil & Gas, Inc.	1211	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
73	KAREN B ALLEN REV TR DTD 4/15/04 KAREN B ALLEN AS TRUSTEE 4542 W PIONEER LANE GREELEY, CO 80634	8/11/2020	Extraction Oil & Gas, Inc.	777	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.

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NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
74 KAREN S BURROUGHS ALLEN 4542 W PIONEER LANE GREELEY, CO 80634	8/14/2020	Extraction Oil & Gas, Inc.	1690	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
75 KATIE S RYAN FRED J ORR 5040 ACOMA STREET DENVER, CO 80216	8/13/2020	Extraction Oil & Gas, Inc.	1152	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
76 KEVIN J. DAVLIN PO BOX 1 FRASER, CO 80442	8/10/2020	Extraction Oil & Gas, Inc.	532	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
77 LAWRENCE L. MONROE AND LOIS C. MONROE LARRY MONROE 369 E 8TH STREET GREELEY, CO 80631	8/13/2020	Extraction Oil & Gas, Inc.	1209	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
78 LINDA J PHELPS AKA TERSHIA DELGIN 2801 B STREET, UNIT 150 SAN DIEGO, CA 92102	8/14/2020	Extraction Oil & Gas, Inc.	1711	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
79 LINDA LOUISE PICKENS 1664 SHINE RD PORT LUDLOW, WA 98365	8/13/2020	Extraction Oil & Gas, Inc.	1272	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
80 LIONEL GALERNE REVOCABLE TRUST NO 2 1214 W BOSTON POST RD PMB 120 MAMARONECK, NY 10543	8/6/2020	Extraction Oil & Gas, Inc.	364	\$ 60,000.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
81 LJB #2 LARRY BEBO PO BOX W BERTHOUD, CO 80513	8/13/2020	Extraction Oil & Gas, Inc.	1169	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
82 LLOYD GENE MCCORMICK JAN MCCORMICK 17935 COUNTY ROAD 31 PLATTEVILLE, CO 80651-8514	8/2/2020	Extraction Oil & Gas, Inc.	172	\$ 10,000.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
83 LOWELL J AND LORETTA M ARMFIELD 1912 DILMONT AVE GREELEY, CO 80631	8/14/2020	Extraction Oil & Gas, Inc.	1649	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.

Extraction Oil & Gas, Inc. 20-11548
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	NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
84	LYAL E QUINBY JR TRUST DATED WILLIAM L QUINBY 11/3/1988 LYAL E QUINBY JR TRUSTEE 4875 SIOUX DR, APT 101 BOULDER, CO 80303	8/14/2020	Extraction Oil & Gas, Inc.	1476	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
85	LYNETTE K BLACK LVG TR UTAD5/8/98 LYNETTE K BLACK TRUSTEE 3773 WILD HORSE DRIVE BROOMFIELD, CO 80023	8/12/2020	Extraction Oil & Gas, Inc.	801	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
86	MALACHI LLC P.O. BOX 7383 LOVELAND, CO 80537-0383	8/6/2020	Extraction Oil & Gas, Inc.	391	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
87	MALIWAN J T ROCKLAND 6195 STOW RD HUDSON, OH 44236-3433	8/3/2020	Extraction Oil & Gas, Inc.	189	\$ 1,250.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
88	MALIWAN J T ROCKLAND 6195 STOW RD HUDSON, OH 44236-3433	8/3/2020	Extraction Oil & Gas, Inc.	199	\$ 1,250.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
89	MARIANA S LAZAROVA 2404 WEST 14TH STREET GREELEY, CO 80634	8/4/2020	Extraction Oil & Gas, Inc.	246	\$ 1,257.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
90	MARION L RICHTER 308 NORTH 8TH AVENUE GREELEY, CO 80631	8/14/2020	Extraction Oil & Gas, Inc.	1714	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
91	MARISSA WEST 416 WALNUT ST. WINDSOR, CO 80550	8/13/2020	Extraction Oil & Gas, Inc.	1293	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
92	MARK STONEHOCKER 14642 STELLAS MEADOW DR. BROOMFIELD, CO 80023	8/6/2020	Extraction Oil & Gas, Inc.	353	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
93	MARY MEKELBURG CHARLES L MEKELBURG 2038 26TH AVENUE GREELEY, CO 80634	8/13/2020	Extraction Oil & Gas, Inc.	1184	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.

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	NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
94	MATTHEW CHERNAK ASHLEY CHERNAK 406 PTARMIGAN STREET SEVERANCE, CO 80550	8/14/2020	Extraction Oil & Gas, Inc.	1471	\$ 1,400.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
95	MATTHEW E WINTER RACHEL A WINTER 14871 NIGHTHAWK LANE BROOMFIELD, CO 80023	8/12/2020	Extraction Oil & Gas, Inc.	889	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
96	MATTHEW GLANZER 1107 CORTEZ WAY SEVERENCE, CO 80550	8/13/2020	Extraction Oil & Gas, Inc.	1188	\$ 116.67	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
97	MICHAEL C SCHMUCK STACEY M SCHMUCK 14763 SNOWCREST DRIVE BROOMFIELD, CO 80023	8/14/2020	Extraction Oil & Gas, Inc.	1427	\$ 10,000.00*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
98	MICHAEL WAGGENER TRUST 3800 E 15TH STREET LOVELAND, CO 80538	8/14/2020	Extraction Finance Corp.	1337	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
99	MIKE DISBERGER 5040 ACOMA ST. DENVER, CO 80216	8/13/2020	Extraction Oil & Gas, Inc.	1131	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
100	MILTON SPENCER RIGNEY 2824 NACOGDOCHES RD SAN ANTONIO, TX 78217	8/13/2020	Extraction Oil & Gas, Inc.	1196	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
101	MONTEX VISTA RIDGE LLC ANDREW CHAIKOVSKY 8025 MIDNIGHT PASS ROAD SARASOTA, FL 34242	8/10/2020	Extraction Oil & Gas, Inc.	624	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
102	NEWDAY / SUNRISE LIMITED LIABILITY COMPANY 1132 EAST STATE HIGHWAY56 BERTHOUD, CO 80513	8/13/2020	Extraction Oil & Gas, Inc.	1181	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
103	NIKKI L SCHMIDT 1020 MAIN STREET WINDSOR, CO 80550	8/10/2020	Extraction Finance Corp.	614	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
104	NIKKI SCHMIDT 1009 MEDICINE MAN CT WINDSOR, CO 80550	8/10/2020	Extraction Finance Corp.	625	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.

* - Indicates claim contains unliquidated and/or undetermined amounts

Extraction Oil & Gas, Inc. 20-11548
Fifth Omnibus Objection
Exhibit 1 - No Liability Royalty Claims

NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
105 NOCO HOME SALE SOLUTIONS LLC 730 EAST 3RD STREET EATON, CO 80615	8/13/2020	Extraction Oil & Gas, Inc.	1271	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
106 PAT GLENN LIVING TRUST DTD12/8/98 PAT GLENN AS TRUSTEE 4789 RAVEN RUN BROOMFIELD, CO 80023	8/14/2020	Extraction Oil & Gas, Inc.	1671	\$ 2,500.00*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
107 PATRICIA BRADY 214 SAMANTHA CT SUGAR LAND, TX 77479	8/15/2020	Extraction Oil & Gas, Inc.	1615	\$ 1,000.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
108 PAULA R. CARR REVOCABLE LIVING TRUST, DATED JUNE 14, 2016 922 COLLYER STREET, SUITE800 LONGMONT, CO 80501	8/14/2020	Extraction Oil & Gas, Inc.	1573	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
109 PEGGY J DEATON 205 GALLANT CIR CHINA GROVE, NC 28023	8/13/2020	Extraction Oil & Gas, Inc.	1139	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
110 PHELPS OIL & GAS, LLC WARD PHELPS 9453 SOUTHERN HILLS CIRCLE LONE TREE, CO 80124	8/14/2020	Extraction Oil & Gas, Inc.	1653	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
111 POWELL FAMILY LVG TRUST DTD3/9/05 CHARLES N & KRISTA W POWELL, TRSTS 5023 SILVER FEATHER WAY BROOMFIELD, CO 80023	8/14/2020	Extraction Oil & Gas, Inc.	1561	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
112 PULLIAM NON EXEMPT FAMILY TRUST C/O JENNY KELLY 4977 HOMESTEAD ST LITTLETON, CO 80123	8/14/2020	Extraction Oil & Gas, Inc.	1379	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
113 RAISA II, LLC RAISA ENERGY, LLC 1560 BROADWAY, SUITE2050 DENVER, CO 80202	8/14/2020	Extraction Oil & Gas, Inc.	1682	\$ 430,000.00*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
114 RAKESH SETHI SARITA SETHI AND DOUGLAS SMITH 14754 EAGLE RIVER LOOP BROOMFIELD, CO 80023	8/12/2020	Extraction Oil & Gas, Inc.	982	\$ 5,100.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.

Extraction Oil & Gas, Inc. 20-11548
Fifth Omnibus Objection
Exhibit 1 - No Liability Royalty Claims

NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
115 RHOADES FAMILY LLC 120 KAHIL PLACE FORT LUPTON, CO 80621	8/14/2020	Extraction Oil & Gas, Inc.	1414	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
116 RICHARD L PETTINGER LISA R PETTINGER 37490 WELD COUNTY ROAD 57 EATON, CO 80615	8/14/2020	8 North, LLC	1365	\$ 10,000.00*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
117 RICHMARK ROYALTIES, LLC ATTN MICHAEL BUSENKELL, ESQ. GELLERT SCALI BUSENKELL BROWN, LLC 1201 N. ORANGE STREET, SUITE 300 WILMINGTON, DE 19801	8/14/2020	Extraction Oil & Gas, Inc.	1546	\$ 62,842.42*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
118 ROCKLAND REVOCABLE FAMILY TRUST JEFFREY MARC ROCKLAND 45 CIRCLE DR. HUDSON, OH 44236-3433	8/3/2020	Extraction Oil & Gas, Inc.	186	\$ 1,000.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
119 ROD HERRING 3609 S WADSWORTH BLVD, STE340 LAKEWOOD, CO 80235	8/6/2020	Extraction Oil & Gas, Inc.	373	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
120 RONALD L SCHULTZ AND OLIVIA J SCHULTZ PO BOX 1853 FORT COLLINS, CO 80522	8/14/2020	Extraction Oil & Gas, Inc.	1658	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
121 SARAH MARTHA EATON DIEBOLD MARTHA E. DIEBOLD PO BOX 236 LYME, NH 03768	8/10/2020	Extraction Oil & Gas, Inc.	552	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
122 SCHUCK DIA LLC CO SCHUCK COMMUNITIES 2 N CASCADE AVE, UNIT 1280 COLORADO SPRINGS, CO 80903	8/13/2020	Extraction Oil & Gas, Inc.	1197	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
123 SCOTT R HENDREN AND DONNA J HENDREN 1412 45TH AVENUE GREELEY, CO 80634	8/13/2020	Extraction Oil & Gas, Inc.	1174	\$ 174.40*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
124 SECTION 9-10 LLC 1125 17TH STREET, SUITE 2500 DENVER, CO 80202	8/13/2020	Extraction Oil & Gas, Inc.	1154	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.

Extraction Oil & Gas, Inc. 20-11548
Fifth Omnibus Objection
Exhibit 1 - No Liability Royalty Claims

NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
125 SHARON HAWORTH POA JULIE PETER PO BOX 1345 ARVADA, CO80001	8/11/2020	Extraction Oil & Gas, Inc.	707	\$ 10,096.28	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
126 SHAUN TEDESCO AND DEREK BARVOETS 605 BUCKHORN MOUNTAIN CT WINDSOR, CO 80550	8/12/2020	Extraction Oil & Gas, Inc.	941	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
127 SHERRY BURSEY 1035 MADDOX CT BROOMFIELD, CO 80023	8/13/2020	Extraction Oil & Gas, Inc.	1048	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
128 SIMON CREASEY AND AMBER CREASEY 3751 W 136 AVE T2 BROOMFIELD, CO 80023	8/10/2020	Extraction Oil & Gas, Inc.	513	\$ 43.22	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
129 STEVEN R. SCHULTZ, DECEASED 34978 COUNTY ROAD 83 BRIGGS DALE, CO 80611	8/12/2020	Extraction Oil & Gas, Inc.	788	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
130 SUSAN J ANDERSON 4874 RAVEN RUN BROOMFIELD, CO 80023	8/14/2020	Extraction Oil & Gas, Inc.	1641	\$ 2,500.00*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
131 TERRY M ALLEN REV TR DTD4/15/04 TERRY M ALLEN AS TRUSTEE 4542 W PIONEER LANE GREELEY, CO80634	8/14/2020	Extraction Oil & Gas, Inc.	1681	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
132 THE CHURCH OF JESUS CHRIST OF LATTER-DAY SAINTS, A UTAH CORPORATION SOLE JEREM SINK 36 SOUTH STATEE STREET, SUITE1900 SALT LAKE CITY, UT84111	8/10/2020	Extraction Oil & Gas, Inc.	635	\$ 200,000.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
133 THE ESTATE OF BETTE RATHE PERSONAL REPRESENTATIVE WILLIAM R RATHE 9720 WILDFIRE CIRCLE LINCOLN, NE 68512	8/5/2020	Extraction Oil & Gas, Inc.	320	\$ 859.66	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
134 THE REGENTS OF THE UNIVERSITY OF COLORADO C/O DAVID CHADWICK 1800 GRANT STREET, SUITE 600 DENVER, CO 80203	8/13/2020	Extraction Oil & Gas, Inc.	1072	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.

Extraction Oil & Gas, Inc. 20-11548
Fifth Omnibus Objection
Exhibit 1 - No Liability Royalty Claims

NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
135 THOMAS C GRAVES 4738 RAVEN RUN BROOMFIELD, CO 80023	8/12/2020	Extraction Oil & Gas, Inc.	819	\$ 5,000.00*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
136 THOMPSON S COLLINS 2200 37TH STREET, NO 93 EVANS, CO 80620	8/12/2020	Extraction Oil & Gas, Inc.	947	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
137 TIMOTHY C SCHULER JR JAIME E SCHULER 14503 STARGAZER DRIVE BROOMFIELD, CO 80023	8/13/2020	Extraction Oil & Gas, Inc.	1254	\$ 25,000.00*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
138 TROY SKOGMO 310 N. HAWTHORNE ST., SUITE 800 BURLINGTON, WA 98233	8/14/2020	Extraction Oil & Gas, Inc.	1568	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
139 VAUGHN JACOB CITO 5194 WCR 50 JOHNSTOWN, CO 80534-8246	8/14/2020	Extraction Oil & Gas, Inc.	1631	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
140 VICKI OCHOA 4232 WEST 15TH. STREET LN. GREELEY, CO 80634	8/6/2020	Extraction Oil & Gas, Inc.	382	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
141 VISTA RIDGE DEVELOPMENT CORP ANDREW CHAIKOVSKY 8025 MIDNIGHT PASS RD SARASOTA, FL 34242	8/10/2020	Extraction Oil & Gas, Inc.	535	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
142 WALT STODDARD 3808 AMY PLACE LOVELAND, CO 80538	8/15/2020	Extraction Oil & Gas, Inc.	1713	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
143 WESTERN MINERALS AND OIL LLC PO DRAWER 1228 FARMINGTON, NM 87499-1228	8/14/2020	Extraction Oil & Gas, Inc.	1446	\$ 136,861.13	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
144 WILLIAM A CRIST 110940 CANDLEWOOD CT MARSHFIELD, WI 54449	8/2/2020	Extraction Oil & Gas, Inc.	176	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
145 WILLIAM H & CATHERINE M HOYT 1226 38 AVE GREELEY, CO 80634	8/1/2020	Extraction Oil & Gas, Inc.	165	\$ 102.17	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.

Extraction Oil & Gas, Inc. 20-11548
Fifth Omnibus Objection
Exhibit 1 - No Liability Royalty Claims

	NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
146	WILLIAM J HERGENRETER 405 EAST COUNTY ROAD 8 BERTHOUD, CO 80513	8/14/2020	Extraction Oil & Gas, Inc.	1421	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
147	WINDSOR COMMONS LTD LLLP PMB 330 1540 MAIN STREET, # 218 WINDSOR, CO 80550	8/14/2020	Extraction Oil & Gas, Inc.	1669	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
148	WINDSOR ONE LLC PAUL SACCO 515 LAKESIDE PLACE WINDSOR, CO 80550	8/12/2020	Extraction Oil & Gas, Inc.	838	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
149	WINDY LAND LLC PAUL W SACCO 515 LAKESIDE PLACE WINDSOR, CO 80550	8/12/2020	Extraction Oil & Gas, Inc.	954	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
150	WYCO HOLDINGS LLC 2118 LONGS PEAK LONGMONT, CO 80501	8/10/2020	Extraction Oil & Gas, Inc.	572	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
TOTAL					\$ 1,127,750.12*	

* - Indicates claim contains unliquidated and/or undetermined amounts

Exhibit B

Declaration of Thomas Behnke

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

In re:

EXTRACTION OIL & GAS, INC. *et al.*,¹

Reorganized Debtors.

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Chapter 11

Case No. 20-11548 (CSS)

(Jointly Administered)

**DECLARATION OF THOMAS BEHNKE
IN SUPPORT OF REORGANIZED DEBTORS' FIFTH OMNIBUS
(SUBSTANTIVE) OBJECTION TO CERTAIN NO LIABILITY
CLAIMS PURSUANT TO SECTION 502(b) OF THE BANKRUPTCY CODE,
BANKRUPTCY RULES 3003 AND 3007, AND BANKRUPTCY LOCAL RULE 3007-1**

I, Thomas Behnke, pursuant to 28 U.S.C. § 1746, declare:

1. I am a Managing Director at Alvarez & Marsal North America, LLC ("A&M"), restructuring advisors to the above-captioned reorganized debtors (the "Reorganized Debtors"). I, along with my colleagues at A&M, have been engaged by the Reorganized Debtors to provide various restructuring and financial services.

2. As part of my current position, I am responsible for certain claims management and reconciliation matters. I am generally familiar with the Reorganized Debtors' day-to-day operations, financing arrangements, business affairs, and books and records that reflect, among other things, the Reorganized Debtors' liabilities and the amount thereof owed to their creditors as of the Petition Date.

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.

3. I have read the *Reorganized Debtors' Fifth Omnibus (Substantive) Objection to Certain No Liability Claims Pursuant to Section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007, and Bankruptcy Local Rule 3007-1* (the "Objection"),² and am directly, or by and through other personnel or representatives of the Reorganized Debtors, familiar with the information contained therein, including the Proposed Order and the exhibits attached thereto.

4. To the best of my knowledge, information, and belief, insofar as I have been able to ascertain after reasonable inquiry, considerable resources and time have been expended in reviewing and reconciling the proofs of claim filed pending against the Reorganized Debtors in these chapter 11 cases. The claims were carefully reviewed and analyzed in good faith utilizing due diligence by the appropriate personnel. These efforts resulted in the identification of the Disputed Claims.

5. I am authorized to submit this declaration (the "Declaration") in support of the Objection. All matters set forth in this Declaration are based on: (a) my personal knowledge; (b) my review of relevant documents or the review by the Reorganized Debtors or my A&M team members of such documents; (c) my view, based on my experience and knowledge of the Reorganized Debtors and the Reorganized Debtors' operations, books and records, and personnel; (d) information supplied to me by the Reorganized Debtors and by others at the Reorganized Debtors' request; or (e) as to matters involving United States bankruptcy law or rules or other applicable laws, my reliance on the advice of counsel or other advisors to the Reorganized Debtors. If called upon to testify, I could and would testify competently to the facts set forth herein.

² All capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Objection.

6. The information contained on Exhibit 1 to the Proposed Order is true and correct to the best of my knowledge.

7. In evaluating the Disputed Claims, the Reorganized Debtors and/or their advisors have thoroughly reviewed the Reorganized Debtors' books and records and the relevant proofs of claim, as well as the supporting documentation provided by each claimant, if any, and have determined that the Reorganized Debtors have no record of any liability on account of the No Liability Claims identified in Exhibit 1 to the Proposed Order. Accordingly, to prevent the applicable claimants from receiving an unwarranted recovery, I believe that disallowance of the No Liability Claims in their entirety is appropriate.

8. The No Liability Claims listed on Exhibit 1 to the Proposed Order consist of claims asserted by royalty owners or contract counterparties pursuant to oil, natural gas, or mineral agreements with the Reorganized Debtor.³ In connection with those assets, the Reorganized Debtors were obligated to remit to the lessors and potentially other parties their share of revenue from producing wells (the "Royalties") pursuant to the terms of the applicable lease or other operative documents. However, for the reasons described herein and on Exhibit 1 to the Proposed Order, the amount asserted in each of the No Liability Claims is not a valid liability of the Reorganized Debtors and the claimants asserting these claims are not entitled to payment from the Reorganized Debtors on account of their royalty interests.

³ Although some of the filed proofs of claim reflected in Exhibit 1 do not explicitly state that such claims are for royalties, the Reorganized Debtors have obtained support to confirm that such claims are indeed royalty claims.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge and belief.

Executed on February 16, 2021

/s/ Thomas Behnke

Thomas Behnke

Managing Director

Alvarez and Marsal North America, LLC