

**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: May 18, 2021 at 1:00 p.m. (ET)
) Response Deadline: April 21, 2021 at 4:00 p.m. (ET)

**REORGANIZED DEBTORS' TENTH 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 tenth 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, and to file additional objections to any claims filed in these chapter 11 cases including, without limitation, the Disputed Claims. Should one or more of the grounds for this Objection be dismissed or overruled, the Reorganized Debtors reserve the right to object to any Disputed Claim on any other ground.

21. 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

22. 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, whether by facsimile, electronic mail, overnight courier or hand delivery, to parties in-interest, including: (a) the U.S. Trustee for the District of Delaware; (b) the administrative agent under the Reorganized Debtors' prepetition senior credit facility or, in

lieu thereof, counsel thereto; (c) the lenders under the Reorganized Debtors' prepetition senior credit facility or, in lieu thereof, counsel thereto; (d) the indenture trustee for the Reorganized Debtors' prepetition senior notes or, in lieu thereof, counsel thereto; (e) the holders of the Reorganized Debtors' prepetition senior notes or, in lieu thereof, counsel thereto; (f) the ad hoc group of holders of the Reorganized Debtors' preferred equity or, in lieu thereof, counsel thereto; (g) the United States Attorney's Office for the District of Delaware; (h) the Internal Revenue Service; (i) the United States Securities and Exchange Commission; (j) the state attorneys general for states in which the Reorganized Debtors conduct business; (k) the holders of the Disputed Claims; 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

23. 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: April 7, 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)

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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: May 18, 2021 at 1:00 a.m. (ET)

Response Deadline: April 21, 2021 at 4:00 p.m. (ET)

**NOTICE OF REORGANIZED DEBTORS' TENTH 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 April 7, 2021, the above-captioned reorganized debtors (collectively, the “Reorganized Debtors”) have filed the attached *Tenth 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 **April 21, 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 MAY 18, 2021 AT 1:00 P.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: April 7, 2021
Wilmington, Delaware

/s/ Stephen B. Gerald

WHITEFORD, TAYLOR & PRESTON LLC³

Marc R. Abrams (DE No. 955)

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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:

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

Reorganized Debtors.

Chapter 11

Case No. 20-11548 (CSS)

(Jointly Administered)

Re: Docket No. ____

**ORDER SUSTAINING REORGANIZED DEBTORS’
TENTH 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
Tenth Omnibus Objection
Exhibit 1 - No Liability Royalty Claims

	NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
1	AMANDA PEARL BODINE 147 N 23RD AVE CT GREELEY, CO 80631	9/28/2020	Extraction Oil & Gas, Inc.	2488	\$ 3,197.08	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	AMERICAN HOMES 4 RENT PROPERTIES FIVE, LLC HELEN CHO 30601 AGOURA ROAD STE 200 AGOURA HILLS, CA 91301	9/23/2020	Extraction Oil & Gas, Inc.	2467	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	BEVERLY A DEMMITT 219 LEY DR LA SALLE, CO 80645	8/19/2020	Extraction Oil & Gas, Inc.	2114	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	BLANCA E ARAGON AND LUZ E ARAGON 216 19TH AVE GREELEY, CO 80631	8/25/2020	Extraction Oil & Gas, Inc.	2264	\$ 1,100.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
5	BRANSON J PETERS COLLETTE L PETERS 1371 57TH AVENUE GREELEY, CO 80634	8/10/2020	Extraction Oil & Gas, Inc.	598	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	BRIAN C NELSON 220 E 19TH STREET RD GREELEY, CO 80631	8/26/2020	Extraction Oil & Gas, Inc.	2280	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	BRIAN W ALTON PHAEDRA ALTON 3730 WITTAKER CIRCLE JOHNSTOWN, CO 80534	9/22/2020	Extraction Oil & Gas, Inc.	2466	\$ 28,658.81	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	BRUCE C LOCKE AND BETTA R LOCKE 400 16TH AVE #A GREELEY, CO 80631	8/25/2020	Extraction Finance Corp.	2263	\$ 1,520.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
9	BRUCE LOCKE AND BETTA R LOCKE 400 16TH AVE STE A GREELEY, CO 80631	9/2/2020	Extraction Finance Corp.	2368	\$ 0.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
10	CASS B ETHERTON 1257 FALCON COURT WINDSOR, CO 80550	8/12/2020	Extraction Oil & Gas, Inc.	989	\$ 110.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
11	CATHERINE F GIGLIOTTI 3405 W 16 ST #55K GREELEY, CO 80634	8/19/2020	Extraction Oil & Gas, Inc.	2142	\$ 120.62	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
Tenth Omnibus Objection
Exhibit 1 - No Liability Royalty Claims

	NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
12	CAZ INC PO BOX 336337 GREELEY, CO 80633	8/12/2020	Extraction Oil & Gas, Inc.	943	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 HYATT 4840 CHESTERFIELD DRIVE SUWANEE, GA 30024	8/7/2020	Extraction Oil & Gas, Inc.	444	\$ 480.68	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	CHRISTOPHER CLINTON BLUM 882 MONTROYAL BOULEVARD NORTH VANCOUVER, BC V7R 2G6 CANADA	8/12/2020	Extraction Oil & Gas, Inc.	977	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	CHRISTOPHER L WINING LAURA A WINING 609 LOCUST ST WINDSOR, CO 80550	9/9/2020	Extraction Oil & Gas, Inc.	2432	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	CHRISTOPHER M BABCOCK HOOPER 2318 43RD AVENUE GREELEY, CO 80634	8/25/2020	Extraction Oil & Gas, Inc.	2247	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.
17	CINDY MERKT 23326 CR 51 KERSEY, CO 80644	8/25/2020	Extraction Oil & Gas, Inc.	2254	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	CLAYTON D EDMONDS - JUANITA S EDMONDS 4312 W 6 STREET GREELEY, CO 80634	9/28/2020	Extraction Oil & Gas, Inc.	2482	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	CLEO N MATHIS PO BOX 33 FORT COLLINS, CO 80522	8/17/2020	Extraction Oil & Gas, Inc.	1767	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.
20	CLIFF HUMMEL 3339 W CR 4 BERTHOUD, CO 80513	10/5/2020	Extraction Oil & Gas, Inc.	2508	\$ 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.
21	DANIEL J MENDOZA BRENDA L MENDOZA 1726 MONTVIEW RD GREELEY, CO 80631	8/24/2020	Extraction Oil & Gas, Inc.	2220	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.
22	DAVID ALLEN ORTEGA 1000 13TH ST, APT 610 GREELEY, CO 80631	8/13/2020	Extraction Oil & Gas, Inc.	1204	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
Tenth Omnibus Objection
Exhibit 1 - No Liability Royalty Claims

	NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
23	DAVID ALLEN VANBIBBER 3660 HOLMES LANE JOHNSTOWN, CO 80534	8/19/2020	Extraction Oil & Gas, Inc.	2125	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	DAVID AND DEBRA MURPHY 3704 BURLINGTON AVENUE EVANS, CO 80620	8/14/2020	Extraction Oil & Gas, Inc.	1525	\$ 1,808.28	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
25	DAVID ARTHUR PRUITT 6805 16TH STREET ROAD GREELEY, CO 80634	9/28/2020	Extraction Oil & Gas, Inc.	2485	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	DAVID C BLISS 13165 E COUNTY LINE RD LONGMONT, CO 80504-9796	8/17/2020	Extraction Oil & Gas, Inc.	1751	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	DAVID JIMENEZ AND ANNETTE J JIMENEZ 307 21 AVE CT GREELEY, CO 80631	9/3/2020	Extraction Oil & Gas, Inc.	2371	\$ 2,000.00*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
28	DAVID L SANCHEZ AND EBBIE A SANCHEZ 205 21ST AVENUE CT GREELEY, CO 80631-1826	8/14/2020	Extraction Oil & Gas, Inc.	1699	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.
29	DAVID L THURMAN AND LAURIE THURMAN DAVID L THURMAN LAURIE L THURMAN 5303 W 16TH STREET LANE GREELEY, CO 80634	8/13/2020	Extraction Oil & Gas, Inc.	1775	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 S & SHERALYN EATHERTON 13729 FRANKLIN STREET BRIGHTON, CO 80602	8/12/2020	Extraction Oil & Gas, Inc.	883	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	DEBRA R KEHN TRUST DEBRA R KEHN AS TRUSTEE 6550 SOUTH COLORADO ROAD 5 FORT COLLINS, CO 80528	8/21/2020	Extraction Oil & Gas, Inc.	2178	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	DENA RAE JOHNSON FKA DENA JOHNSON DAVENPORT 2300 WCR 38 E #109 FORT COLLINS, CO 80525	9/4/2020	Extraction Oil & Gas, Inc.	2400	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
33 DENNIS WHEDON REVOCABLE LIVING TRUST DENNIS WHEDON 3419 BELGIAN CIR JACKSON, MI 49203	8/14/2020	Extraction Oil & Gas, Inc.	1335	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 DJS PROPERTIES LLC 377 83RD AVE GREELEY, CO 80634	8/25/2020	Extraction Oil & Gas, Inc.	2253	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.
35 DOLORES A. PALLASCH 2222 E 7TH AVENUE PKWY DENVER, CO 80206	8/18/2020	Extraction Oil & Gas, Inc.	1808	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 DONALD & ANN SEWALD 115 E UNION AVE LASALLE, CO 80645	8/26/2020	Extraction Oil & Gas, Inc.	2272	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 DONNA D JONES TRUSTEE, JONES FAMILY SURVIVORS TRUST UDT 4/13/89 500 E OLIVE AVENUE #670 BURBANK, CA 91501	8/12/2020	Extraction Oil & Gas, Inc.	821	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.
38 DORA OLIVIA RAMIREZ 311 19TH AVE GREELEY, CO 80631	8/25/2020	Extraction Finance Corp.	2267	\$ 1,100.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
39 DOROTHY J. ECKAS 5491 WEST 25TH STREET GREELEY, CO 80634	8/14/2020	Extraction Oil & Gas, Inc.	1487	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 DOROTHY J. ECKAS 5491 WEST 25TH STREET GREELEY, CO 80634	8/14/2020	Extraction Oil & Gas, Inc.	1540	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.
41 DOUGLAS J HUBER 1710 9TH ST GREELEY, CO 80631	9/3/2020	Extraction Oil & Gas, Inc.	2383	\$ 0.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
42 DUPRIEST MINERALS LLC C/O CONNIE L LECHMAN EDWARD JONES FINANCIAL SERVICES 1299 MAIN STREET SUITE B WINDSOR, CO 80550	9/1/2020	Extraction Oil & Gas, Inc.	2354	\$ 8,412.13	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.

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NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
43 EDITH C SUCKLA FAMILY TRUST FBO KARA CERIELLO PO BOX 17431 SEATTLE, WA 98127	8/27/2020	Extraction Oil & Gas, Inc.	2295	\$ 600.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
44 EDWARD & MARILYN CONLIN 319 S 3RD ST. CT. LASALLE, CO 80645	8/17/2020	Extraction Oil & Gas, Inc.	1754	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 ELIZABETH G JAKUES 240 KENT AVE KENTFIELD, CA 94904	8/20/2020	Extraction Oil & Gas, Inc.	2162	\$ 163.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
46 ELIZABETH HAM 3211 CARSON AVE EVANS, CO 80620	8/12/2020	Extraction Oil & Gas, Inc.	922	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 ELIZABETH JANE HYATT 7256 GLOSSBRENNER COURT INDIANAPOLIS, IN 46236-9162	8/12/2020	Extraction Oil & Gas, Inc.	804	\$ 480.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
48 ELIZABETH S MEYER 230 5TH ST WINDSOR, CO 80550	8/21/2020	Extraction Oil & Gas, Inc.	2183	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 ELMER FLOYD WEIDERSPON 155 83RD AVENUE GREELEY, CO 80634	10/14/2020	Extraction Oil & Gas, Inc.	2517	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 ERIC WILLIAM DUNIHO 4430 RONALD REAGAN BLVD APT 6-104 JOHNSTOWN, CO 80534	8/15/2020	Extraction Oil & Gas, Inc.	1786	\$ 4,432.37	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 FAIR WIND II CONDOMINIUM ASSOCIATION 23 INVERNESS WAY E, SUITE 200 ENGLEWOOD, CO 80112	8/13/2020	Extraction Oil & Gas, Inc.	1057	\$ 4,040.00	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 FENDERMORE PROPERTIES, LLC C J FENDERSON 1521 MARSEILLE LN ROSEVILLE, CA 95747	8/12/2020	Extraction Oil & Gas, Inc.	975	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 FLORENCE O. LIND ANTHONY MELLO C/O ANTHONY V. MELLO, ATTORNEY PO BOX 1436 AULT, CO 80610	10/20/2020	Extraction Oil & Gas, Inc.	2524	\$ 1,828.11	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
54	FRANKLIN & KATHLEEN SCHWARTZ 10503 ISABELLE RD LAFAYETTE, CO 80026	8/19/2020	Extraction Oil & Gas, Inc.	2138	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	GARY GOMER 215 CHESTNUT ST APT A6 WINDSOR, CO 80550	9/1/2020	Extraction Oil & Gas, Inc.	2349	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.
56	GEORGE C WATSON AND COLENE M WATSON 3195 CONTRA LOMA BLVD ANTIOCH, CA 94509	8/20/2020	Extraction Oil & Gas, Inc.	2165	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	GINA NEWBY 1670 W AMOS DRIVE COLUMBIA, MO 65203	8/13/2020	Extraction Oil & Gas, Inc.	1115	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.
58	GREAT NORTHERN PROPERTIES LLLP ATTN JOHN D WHEELER 4 ALLES DR GREELEY, CO 80631	8/13/2020	Extraction Oil & Gas, Inc.	1126	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.
59	GREELEY BOARD OF REALTORS INC. 1620 25TH AVE STE B GREELEY, CO 80634	8/13/2020	Extraction Oil & Gas, Inc.	1183	\$ 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.
60	GREELEY IRRIGATION CO ROBYN W. KUBE 2060 BROADWAY, SUITE 400 BOULDER, CO 80302	8/13/2020	Extraction Oil & Gas, Inc.	1047	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.
61	GREGORY A HOLLOWAY AND ADRIENNE J HOLLOWAY JT 22302 SCHULTZ LANE BERTHOUD, CO 80513	8/11/2020	Extraction Oil & Gas, Inc.	696	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.
62	GREGORY MI VAN THUYNE 5543 MILLER AVENUE DALLAS, TX 75206	9/23/2020	Extraction Oil & Gas, Inc.	2471	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	GUTTERSEN RANCHES, LLC MR. LANCE ASTRELLA 1801 BROADWAY, SUITE 1600 DENVER, CO 80202	8/10/2020	Extraction Oil & Gas, Inc.	511	\$ 250,000.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.

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	NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
64	GUTTERSEN RANCHES, LLC MR. LANCE ASTRELLA 1801 BROADWAY, SUITE 1600 DENVER, CO 80202	8/10/2020	Extraction Oil & Gas, Inc.	518	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	HAROLD ALAN WIGGETT 700 1ST STREET WINDSOR, CO 80550	8/13/2020	Extraction Oil & Gas, Inc.	1299	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	HAROLD E. DOIRON, JR. 4958 S VAN GORDON ST MORRISON, CO 80465	8/11/2020	Extraction Oil & Gas, Inc.	744	\$ 4,202.56	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	HBD BUILDING OWNERS ASSOCIATION INC 1829 56TH AVENUE, SUITE A GREELEY, CO 80634	8/13/2020	Extraction Oil & Gas, Inc.	1128	\$ 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.
68	HE TAGGART 1011 S VALENTIA ST #93 DENVER, CO 80247	9/14/2020	Extraction Oil & Gas, Inc.	2441	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.
69	HELEN M NELSON 4285 W 15TH STREET LANE GREELEY, CO 80634	8/19/2020	Extraction Oil & Gas, Inc.	2132	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	HERBERT G. ECKAS 5491 WEST 25TH STREET GREELEY, CO 80634	8/14/2020	Extraction Oil & Gas, Inc.	1498	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.
71	HERBERT G. ECKAS 5491 WEST 25TH STREET GREELEY, CO 80634	8/14/2020	Extraction Oil & Gas, Inc.	1500	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	HERMINIO CHAI VICENTE 2908 13TH AVE GREELEY, CO 80631	9/3/2020	Extraction Oil & Gas, Inc.	2392	\$ 269.46	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	HILLSIDE BAPTIST CHURCH LARRY WARKENTIN 822 7TH STREET STE 760 GREELEY, CO 80631	8/13/2020	Extraction Oil & Gas, Inc.	1200	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.
74	HOWARD BOYER 28441 MEADOW GLEN WAY WEST ESCONDIDO, CA 92026	8/9/2020	Extraction Oil & Gas, Inc.	474	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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75 HOWARD BOYER 28441 MEADOW GLEN WAY WEST ESCONDIDO, CA 92026	8/9/2020	Extraction Oil & Gas, Inc.	480	\$ 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.
76 JAIME LEE SHIPMAKER 4741 16TH ST NE SALMON ARM, BC V1E 1E1 CANADA	8/12/2020	Extraction Oil & Gas, Inc.	881	\$ 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.
77 JAMES F JAMSAY & SHANNA M JAMSAY JT 409 N WYNDHAM AVE GREELEY, CO 80634-8809	9/9/2020	Extraction Oil & Gas, Inc.	2424	\$ 910.79	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 JAMES GREGORY CROW 4814 SUMMER LAKES MISSOURI CITY, TX 77459	8/29/2020	Extraction Oil & Gas, Inc.	2315	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 JAMES L PENFOLD CARI PENFOLD 1575 WINSHIRE DRIVE WINDSOR, CO 80550	9/19/2020	Extraction Oil & Gas, Inc.	2460	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 JAMES P AND JOELLEN C RICE LIVING TRUST JAMES P AND JOELLEN C RICE TTEE 733 E GLENHAVEN DR PHOENIX, AZ 85048	8/13/2020	Extraction Oil & Gas, Inc.	1162	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.
81 JAMES W ONORATO 2840 W 21ST STREET #29 GREELEY, CO 80634	8/19/2020	Extraction Oil & Gas, Inc.	2131	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 JANENE JOHNSON 1308 33RD AVE GREELEY, CO 80634	9/9/2020	Extraction Oil & Gas, Inc.	2425	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.
83 JANET L JOHNSON 3401 DAHLIA ST EVANS, CO 80620	8/31/2020	Extraction Oil & Gas, Inc.	2331	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.
84 JANICE SORENSEN 124 BRONSON AVE. PO BOX 102 NEW RAYMER, CO 80742	8/13/2020	8 North, LLC	1124	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 JANN DEMASKE 35712 CR 19 WINDSOR, CO 80550	10/1/2020	Extraction Oil & Gas, Inc.	2497	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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86 JASON A SINKEY 557 JEFFERSON AVE LOUISVILLE, CO 80027	8/13/2020	Extraction Oil & Gas, Inc.	1208	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 JASON ROGERS 3558 BRUNNER BLVD JOHNSTOWN, CO 80534	8/12/2020	Extraction Oil & Gas, Inc.	860	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.
88 JDLB MINERAL INVESTMENTS LLC 7251 W 20TH STREET L 200 GREELEY, CO 80634	10/1/2020	Extraction Oil & Gas, Inc.	2494	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.
89 JEAN C BARBER 1534 28TH AVE CT GREELEY, CO 80634	9/8/2020	Extraction Oil & Gas, Inc.	2414	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.
90 JEANNETTE WILSON PO BOX 2016 TAHLEQUAH, OK 74465	8/18/2020	Extraction Oil & Gas, Inc.	1915	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 JEFF L DEMASKE 7251 W 20TH STREET UNIT L200 GREELEY, CO 80634	10/1/2020	Extraction Oil & Gas, Inc.	2495	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 JEFFREY HERAUF 4575 TANNER PEAK TRAIL BRIGHTON, CO 80601	8/24/2020	Extraction Oil & Gas, Inc.	2214	\$ 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.
93 JEFFREY S CARLSON 2909 68TH AVE GREELEY, CO 80634-8955	9/18/2020	Extraction Oil & Gas, Inc.	2458	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.
94 JEFFREY S CARLSON 2909 68TH AVE GREELEY, CO 80634-8955	9/28/2020	Extraction Oil & Gas, Inc.	2487	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.
95 JEFFREY T BEDINGFIELD DAYNA T BEDINGFIELD 22000 ELBOW LN GREELEY, CO 80631	8/31/2020	Extraction Oil & Gas, Inc.	2333	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 JEFFREY W & ERIN CHRISTINE SMITH JT 1148 25 AVE GREELEY, CO 80634	8/25/2020	Extraction Oil & Gas, Inc.	2249	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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97	JEREMY HERNANDEZ 2139 6TH ST GREELEY, CO 80631	8/18/2020	Extraction Oil & Gas, Inc.	1816	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.
98	JEROLD A WEIZENEGGER ARLENE K WEIZENEGGER 1620 33RD AVE GREELEY, CO 80634	9/15/2020	Extraction Oil & Gas, Inc.	2445	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	JERROD AND TARA BREITHAUP 2114 BLUEBELL AVE GREELEY, CO 80631	8/18/2020	Extraction Oil & Gas, Inc.	1806	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	JILL WILKINSON 1611 37TH STREET EVANS, CO 80620	8/12/2020	Extraction Oil & Gas, Inc.	967	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	JOHN A BRUCKLACHER AND LINDA G BRUCKLACHER REVOCABLE TRUST 506 VENTANA WAY WINDSOR, CO 80550	9/1/2020	Extraction Oil & Gas, Inc.	2360	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	JOHN D WHEELER 4 ALLES DR GREELEY, CO 80631	8/13/2020	Extraction Oil & Gas, Inc.	1134	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	JOHN H EHLER & H GAYLE EHLER LIVING TRST 17 PORTO MALAGA STREET HENDERSON, NV 89011	8/12/2020	Extraction Oil & Gas, Inc.	863	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	JOHN J SANCHEZ MABEL A SANCHEZ 5601 W 18TH STREET, UNIT 54 GREELEY, CO 80634	8/24/2020	Extraction Oil & Gas, Inc.	2235	\$ 133.79	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
105	JOHN KING & DORA KING 145 2ND AVE. PO BOX 186 SEVERANCE, CO 80546	8/12/2020	Extraction Oil & Gas, Inc.	971	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	JOHN M ALLISON SHIRLEY FLOT ALLISON 2420 22ND AVE GREELEY, CO 80631	10/1/2020	Extraction Oil & Gas, Inc.	2503	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
Tenth Omnibus Objection
Exhibit 1 - No Liability Royalty Claims

	NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
107	JOHN M ALLISON TRUST 2420 22ND AVE GREELEY, CO 80631	10/1/2020	Extraction Oil & Gas, Inc.	2501	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.
108	JOHN R HOWARD 10927 ORAL ZUMWALT WAY MISSOULA, MT 59803	8/12/2020	Extraction Oil & Gas, Inc.	851	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	JOHNATHON D CRAWFORD 409 14TH AVE GREELEY, CO 80631	8/14/2020	Extraction Oil & Gas, Inc.	1674	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	JOSE A GONZALES PO BOX 107 LASALLE, CO 80645	8/31/2020	Extraction Oil & Gas, Inc.	2336	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	JOSHUA SEVERIN DEEDRA SEVERIN 1701 67TH AVENUE GREELEY, CO 80634	8/13/2020	Extraction Oil & Gas, Inc.	1119	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	JUAN CARLOS MEJIA CARRANZA 515 EAST 22ND STREET GREELEY, CO 80631	9/8/2020	Extraction Oil & Gas, Inc.	2411	\$ 3,397.97	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	JUANA ANGELICA LEOS 2416 CEDAR AVE GREELEY, CO 80631	8/28/2020	Extraction Oil & Gas, Inc.	2312	\$ 819.55	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	JUDITH M SMITH TRUST JUDITH M SMITH AS TRUSTEE 1706 22ND AVENUE GREELEY, CO 80631	8/17/2020	Extraction Oil & Gas, Inc.	2104	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.
115	JUDY K HOTZ 31468 COLORADO RIVER RD MC COY, CO 80463	8/12/2020	Extraction Oil & Gas, Inc.	790	\$ 572.50*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
116	JUDY M ENGH 71 W. LOGANBERRY CT. ELMA, WA 98541	8/13/2020	Extraction Oil & Gas, Inc.	1110	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.
117	JULIA A JOINER-TIDD 3713 WITTAKER CIRCLE JOHNSTOWN, CO 80534	9/1/2020	Extraction Oil & Gas, Inc.	2339	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
118 KARAN A HARSH 39563 COUNTY ROAD PP WRAY, CO 80758	8/12/2020	Extraction Oil & Gas, Inc.	785	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.
119 KAREN K IVIE 2195 E EGBERT STREET UNIT 245 BRIGHTON, CO 80601	8/13/2020	Extraction Oil & Gas, Inc.	1002	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 KARL R LIEBER 34175 WELD CR 19 WINDSOR, CO 80550	8/11/2020	Extraction Oil & Gas, Inc.	780	\$ 587.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
121 KARYN K IVIE 2195 E EGBERT ST, APT 245 BRIGHTON, CO 80601	8/13/2020	Extraction Oil & Gas, Inc.	1033	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 KATHLEEN E KRACHT 206 N 9TH AVE STERLING, CO 80751	8/19/2020	Extraction Oil & Gas, Inc.	2122	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 KATHY A ZURBRIGEN 1337 42ND AVENUE GREELEY, CO 80634	8/31/2020	Extraction Oil & Gas, Inc.	2326	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.
124 KELLY KENNEDY-JOSEPH 672 WCR 46 BERTHOUD, CO 80513	8/13/2020	Extraction Oil & Gas, Inc.	1150	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.
125 KENNETH AND ELLEN GARRETT 1805 DELWOOD AVE GREELEY, CO 80631	9/8/2020	Extraction Oil & Gas, Inc.	2413	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.
126 KENT G UTLEY KRISTIN STARKE UTLEY 11682 MONTGOMERY CIRCLE LONGMONT, CO 80504	9/28/2020	Extraction Oil & Gas, Inc.	2486	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 KERN RESERVOIR DITCH COMPANY C/O TOWN OF WINDSOR 301 WALNUT STREET WINDSOR, CO 80550	8/13/2020	Extraction Oil & Gas, Inc.	1130	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
Tenth Omnibus Objection
Exhibit 1 - No Liability Royalty Claims

NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
128 KEVIN M THOMAS AND WENDY THOMAS KEVIN M THOMAS AND WENDY THOMAS JT 1987 CAYMAN DR WINDSOR, CO 80550	8/21/2020	Extraction Oil & Gas, Inc.	2179	\$ 950.24	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 KRISTIN NICOLE TURNER LEVI N TURNER 415 7TH ST WINDSOR, CO 80550	9/1/2020	Extraction Oil & Gas, Inc.	2345	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 KRISTINA M GOLDSBERRY 406 36 AVE CT GREELEY, CO 80634	9/1/2020	Extraction Oil & Gas, Inc.	2356	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.
131 KRISTINE K GARNO 108 CRABAPPLE DRIVE WINDSOR, CO 80550	8/23/2020	Extraction Oil & Gas, Inc.	2210	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 KURK FLEISCHACKER ANDREA FLEISCHACKER 4930 MT CAMERON DR BRIGHTON, CO 80601	8/19/2020	Extraction Oil & Gas, Inc.	2133	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.
133 LANGHAM PETROLEUM LLC 11 E BELLEVIEW DR GREENWOOD VILLAGE, CO 80121-1246	8/28/2020	Extraction Oil & Gas, Inc.	2306	\$ 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.
134 LARRY AND JEAN DINI FAMILY TRUST 431 SEQUOIA AVENUE REDWOOD CITY, CA 94061	8/25/2020	Extraction Oil & Gas, Inc.	2257	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.
135 LARRY BUCKENDORF 7251 W 20 ST, L-200 GREELEY, CO 80634	8/17/2020	Extraction Oil & Gas, Inc.	1766	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.
136 LARRY L BOHLENDER AND KAREN G BOHLENDER 1476 43RD AVE GREELEY, CO 80634	8/17/2020	Extraction Oil & Gas, Inc.	1760	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 LAVONNE J VEGTER 1001 43RD AVENUE, UNIT 1A GREELEY, CO 80634	8/19/2020	Extraction Oil & Gas, Inc.	2156	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.
138 LEAH J CORDOVA 1034 EAST 18TH STREET GREELEY, CO 80631	8/17/2020	Extraction Oil & Gas, Inc.	1755	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
Tenth Omnibus Objection
Exhibit 1 - No Liability Royalty Claims

NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
139 LELANI R SCHAEFFER 4647 WEST 9TH STREET GREELEY, CO 80634	8/19/2020	Extraction Oil & Gas, Inc.	2155	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 LEONA KAY METCALFE 1005 SW 22ND STREET LOVELAND, CO 80537	9/29/2020	Extraction Oil & Gas, Inc.	2490	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 LILA BOND 1903 HOMESTEAD ROAD GREELEY, CO 80634	8/17/2020	Extraction Oil & Gas, Inc.	1762	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 LINDA GURR 8957 LAMAR STREET SPRING VALLEY, CA 91977	10/1/2020	Extraction Oil & Gas, Inc.	2498	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 LINDA M MARTINEZ GEORGE MARTINEZ 211 21ST AVE GREELEY, CO 80631	9/3/2020	Extraction Oil & Gas, Inc.	2380	\$ 2,000.00*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
144 LINDA P MILLER 1427 44TH AVE CT GREELEY, CO 80634	8/1/2020	Extraction Oil & Gas, Inc.	175	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 LINDA R VOGEL 1757 GLEN MEADOWS DR GREELEY, CO 80631	8/6/2020	Extraction Oil & Gas, Inc.	404	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.
146 LINDA R VOGEL FRANCIS H VOGEL 1768 GLEN MEADOWS DRIVE GREELEY, CO 80631-6810	8/6/2020	Extraction Oil & Gas, Inc.	406	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 LISA JENSEN 30601 AGOURA ROAD, STE 200 AGOURA HILLS, CA 91301	9/23/2020	Extraction Oil & Gas, Inc.	2469	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 LIZZIE AND JAKES LEGACY LLC 1520 WEST VICTORY WAY CRAIG, CO 81625	9/1/2020	Extraction Oil & Gas, Inc.	2358	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 LONNIE WARREN KATHERINE WARREN 5801 W 17 ST GREELEY, CO 80634	8/26/2020	Extraction Oil & Gas, Inc.	2278	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
Tenth Omnibus Objection
Exhibit 1 - No Liability Royalty Claims

	NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
150	LONNY R. DEGENHART 980 CANARY CT BRIGHTON, CO 80601	10/26/2020	Extraction Oil & Gas, Inc.	2535	\$ 100,000.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
TOTAL					\$ 459,594.94*	

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' TENTH 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' Tenth 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.

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

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

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 April 7, 2021

/s/ Thomas Behnke

Thomas Behnke
Managing Director
Alvarez and Marsal North America, LLC