

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

In re:

EXTRACTION OIL & GAS, INC., *et al.*,<sup>1</sup>

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' ELEVENTH 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 eleventh 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:

<sup>1</sup> 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.<sup>2</sup> In connection with those assets, the Reorganized Debtors were obligated to remit to the lessors and potentially other parties their share of revenue

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<sup>2</sup> 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*

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**WHITEFORD, TAYLOR & PRESTON LLC<sup>3</sup>**

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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<sup>3</sup> 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.*,<sup>1</sup>

### 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)**

**NOTICE OF REORGANIZED DEBTORS' ELEVENTH 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 *Eleventh 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”)<sup>2</sup> 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.

<sup>2</sup> 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*

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**WHITEFORD, TAYLOR & PRESTON LLC<sup>3</sup>**

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*Co-Counsel to the Reorganized Debtors*

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<sup>3</sup> Whiteford, Taylor & Preston LLC operates as Whiteford Taylor & Preston L.L.P. in jurisdictions outside of Delaware.

**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> , <sup>1</sup>	)	Case No. 20-11548 (CSS)
	)	
Reorganized Debtors.	)	(Jointly Administered)
	)	
	)	Re: Docket No. __

**ORDER SUSTAINING REORGANIZED DEBTORS'  
ELEVENTH 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”)<sup>2</sup> 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

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<sup>1</sup> 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.

<sup>2</sup> 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  
Eleventh Omnibus Objection  
Exhibit 1 - No Liability Royalty Claims

	NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
1	ADRIAN VAN INEVELD 5125 SPYGLASS DRIVE BROOMFIELD, CO 80023	8/13/2020	Extraction Oil & Gas, Inc.	1253	\$ 300.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
2	ALEX A KOLESOV ALEXANDRA V ZASIMOVA 4010 TROON CIR BROOMFIELD, CO 80023	8/12/2020	Extraction Oil & Gas, Inc.	1016	\$ 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.
3	ALEXANDER GLUECKLER HEATHER GLUECKLER 14744 EAGLE RIVER LOOP BROOMFIELD, CO 80023	8/14/2020	Extraction Oil & Gas, Inc.	1493	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	ALFRED LOTMAN 3688 CLARK COURT BROOMFIELD, CO 80023	8/13/2020	Extraction Oil & Gas, Inc.	1116	\$ 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.
5	ALFRED S KUMAR 3831 TROON CIRCLE BROOMFIELD, CO 80023-9552	8/10/2020	Extraction Oil & Gas, Inc.	650	\$ 243.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
6	AMANDA W DEWICK 14203 FAIRWAY LANE BROOMFIELD, CO 80023	8/13/2020	Extraction Oil & Gas, Inc.	1061	\$ 660.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
7	AMARA S KHENG 13875 SANDTRAP CIR BROOMFIELD, CO 80023	8/13/2020	Extraction Oil & Gas, Inc.	1045	\$ 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.
8	AMY H LE 13955 DOGLEG LN BROOMFIELD, CO 80023	8/13/2020	Extraction Oil & Gas, Inc.	1172	\$ 185.35	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	ANGELA K LONG JOSHUA BRYSON COULTER 14345 KEVIN CT BROOMFIELD, CO 80023	8/24/2020	Extraction Oil & Gas, Inc.	2237	\$ 300.00	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	ANNA E POWERS AND BRIAN F POWERS 4255 LEXI CIR BROOMFIELD, CO 80023	8/14/2020	Extraction Oil & Gas, Inc.	1374	\$ 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.
11	ANTHONY J. MATHIAS AND ANN MARIE MATHIAS 3204 SHANNON DRIVE BROOMFIELD, CO 80023	8/13/2020	Extraction Oil & Gas, Inc.	1262	\$ 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.

\* - 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
12	ARTHUR A COTA AND NANCY S COTA 5100 FOXGLOVE TRAIL BROOMFIELD, CO 80023	8/12/2020	Extraction Oil & Gas, Inc.	886	\$ 770.90	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	ATCHISON LIVING REVOCABLE TRUST DTD 11/8/2019 14806 FALCON DRIVE BROOMFIELD, CO 80023	8/11/2020	Extraction Oil & Gas, Inc.	779	\$ 284.68	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	BARBARA A BINDER ANDREW C KLAGES JT 15583 QUIVAS STREET BROOMFIELD, CO 80023	8/14/2020	Extraction Oil & Gas, Inc.	1393	\$ 25.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
15	LOUIS E SHARP RUBY R SHARP 3121 HOLLY ST ERIE, CO 80516	8/19/2020	8 North, LLC	2144	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	LUCY LAIR STROMQUIST 8152 N 119TH STREET LONGMONT, CO 80504-8420	8/13/2020	Extraction Oil & Gas, Inc.	1028	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	LUPE M VASQUEZ AND PAUL MORALES 207 21 AVE GREELEY, CO 80631	9/3/2020	Extraction Oil & Gas, Inc.	2381	\$ 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.
18	LUTHER D WEST JANET MARIE WEST 4518 W 21ST STREET DR GREELEY, CO 80634	9/9/2020	Extraction Oil & Gas, Inc.	2426	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	MANDA M HINZ 2655 RIGBY BEAUMONT, TX 77713	8/19/2020	Extraction Oil & Gas, Inc.	2146	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	MARK BUNGER DBA FRICK PROPERTIES 15560 COUNTY ROAD 86 PIERCE, CO 80650	8/24/2020	Extraction Oil & Gas, Inc.	2233	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	MARK E FISCUS AND CATHERINE L FISCUS JOINT TENANTS 17850 E 136TH AVENUE BRIGHTON, CO 80603	8/12/2020	Extraction Oil & Gas, Inc.	878	\$ 11,006.65	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
22	MARK T BERGER PAULINE L BERGER 120 KITS PLACE JOHNSTOWN, CO 80534	8/28/2020	Extraction Oil & Gas, Inc.	2305	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	MARSHALL TRELEVEN 639 19TH AVENUE GREELEY, CO 80631	8/23/2020	Extraction Oil & Gas, Inc.	2209	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	MARY E CHRISTIANSEN PO BOX 10373 FAIRBANKS, AK 99710	8/18/2020	Extraction Oil & Gas, Inc.	2092	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.
25	MARY GREEN BORG LIVING TRUST DTD 3/15/04 MARY GREEN BORG TRUSTEE 1854 13TH AVENUE GREELEY, CO 80631-5716	8/14/2020	Extraction Oil & Gas, Inc.	1793	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	MARY JEANNE MERRIMAN 2104 28TH AVENUE COURT, UNIT 1-B GREELEY, CO 80634	9/8/2020	Extraction Oil & Gas, Inc.	2412	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	MARY JOAN BATTLESON 1309 32 AVE GREELEY, CO 80634	8/19/2020	Extraction Oil & Gas, Inc.	2158	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	MARY K HOFSTETTER ATTN MARY K SULLIVAN 85 CHESTNUT ST WINDSOR, CO 80550	9/26/2020	Extraction Oil & Gas, Inc.	2483	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	MARY W QUACKENBUSH & STEVEN L QUACKENBUSH 1409 29TH AVE CT GREELEY, CO 80631-4319	8/19/2020	Extraction Oil & Gas, Inc.	2112	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	MAYFAIR GREEN GREELEY COMMUNITY ASSOCIATION ATTN JANICE LEFFLER 4250 W. 16TH ST, UNIT 13 GREELEY, CO 80634	8/18/2020	Extraction Oil & Gas, Inc.	1809	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	MELISSA F HEATH 8160 GRADY CIR CASTLE ROCK, CO 80108-9703	8/26/2020	Extraction Oil & Gas, Inc.	2275	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
32	MEULI PROPERTIES LLC PO BOX 1302 CHEYENNE, WY 82003	9/8/2020	Extraction Oil & Gas, Inc.	2417	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.
33	MICHAEL A CARMICHAEL PO BOX 1338 PLATTEVILLE, CO 80651	8/19/2020	Extraction Oil & Gas, Inc.	2130	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	MICHAEL AND NINA CARMICHAEL PO BOX 1338 PLATTEVILLE, CO 80651	8/19/2020	Extraction Oil & Gas, Inc.	2137	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	MICHAEL G GLOVER 408 42ND AVENUE GREELEY, CO 80634	9/22/2020	Extraction Oil & Gas, Inc.	2465	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	MICHAEL J. SINKEY 7702 BROCKWAY DR BOULDER, CO 80303	8/12/2020	Extraction Oil & Gas, Inc.	979	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	MICHAEL LEE WATERS 7311 E COUNTY RD 113 MIDLAND, TX 79706	8/25/2020	Extraction Oil & Gas, Inc.	2248	\$ 700.00	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	MICHAEL M MITCHELL 6771 STEVEN ST WINDSOR, CO 80550	8/17/2020	Extraction Oil & Gas, Inc.	1737	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	MICHAEL R H LURBE 3611 MAGNOLIA ST EVANS, CO 80620	8/13/2020	Extraction Oil & Gas, Inc.	1120	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	MICHELLE LACORTE 2899 C ROAD GRAND JUNCTION, CO 81503	9/4/2020	Extraction Oil & Gas, Inc.	2398	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	MIKE SURBER 1112 BASIN COURT WINDSOR, CO 80550	9/12/2020	Extraction Oil & Gas, Inc.	2443	\$ 434.90	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	MONA L WILLIAMS PO BOX 337571 GREELEY, CO 80633	8/13/2020	Extraction Oil & Gas, Inc.	1168	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
43 MORE BACON PLEASE, LLC TIFFANY HELTON 819 9TH ST GREELEY, CO 80631	9/3/2020	Extraction Oil & Gas, Inc.	2384	\$ 1,412.71	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 NATHANIEL K BARTELSON 3741 MORRISON LANE JOHNSTOWN, CO 80534	8/14/2020	Extraction Oil & Gas, Inc.	1517	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 NEKIA WALDRUP 1614 IRIS ST, APT 97 LAKEWOOD, CO 80215-2967	9/9/2020	Extraction Oil & Gas, Inc.	2429	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 NICHELLE L LYONS SEAN P LYONS 2040 DAY SPRING DRIVE WINDSOR, CO 80550-3470	8/21/2020	Extraction Oil & Gas, Inc.	2216	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 NICKIE M DEMMITT PERRY G HIOTT JR 3404 MAGNOLIA ST EVANS, CO 80620	8/19/2020	Extraction Oil & Gas, Inc.	2109	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 NINA K CARMICHAEL PO BOX 1338 PLATTEVILLE, CO 80651	8/19/2020	Extraction Oil & Gas, Inc.	2135	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 NORMA J RIDER 513 PARKWOOD DRIVE WINDSOR, CO 80550	8/18/2020	Extraction Oil & Gas, Inc.	1858	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 NORTHERN COLORADO CHURCH OF THE BRETHREN OF WINDSOR, COLORADO 80550 5545 WEEPING WAY FORT COLLINS, CO 80528	8/21/2020	Extraction Oil & Gas, Inc.	2194	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 NORTHERN COLORADO CREDIT UNION COLLEGE CREDIT UNION 2901 S 27TH AVE GREELEY, CO 80631	8/21/2020	Extraction Oil & Gas, Inc.	2175	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.
52 OAK PRAIRIE OIL & GAS LLC GRADY MELOY 29 S. PARKGATE CIRCLE SHENANDOAH, TX 77381	8/18/2020	Extraction Oil & Gas, Inc.	2285	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
53 OCM III HOLDINGS, INC. OTIS C. MOORE, III 430 N. WILLIAMS STREET DENVER, CO 80218	8/13/2020	Extraction Oil & Gas, Inc.	1042	\$ 835.87	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
54 OLE LLC 801 8TH ST, STE 220 GREELEY, CO 80631	8/18/2020	Extraction Oil & Gas, Inc.	2089	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 PALMER EQUITIES LLC 17315 E RICE CIRCLE, UNIT E AURORA, CO 80015	8/12/2020	Extraction Oil & Gas, Inc.	937	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 PAMELA J HOLMGREN 2119 W PINCHOT AVENUE PHOENIX, AZ 85015	8/26/2020	Extraction Oil & Gas, Inc.	2282	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 PAMELA LUCKEROTH LYLE L LUCKEROTH 1370 57TH AVENUE GREELEY, CO 80634	8/13/2020	Extraction Oil & Gas, Inc.	1141	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 PATRICK J LOMBARDI 1240 WEST 141ST CIRCLE WESTMINSTER, CO 80023	8/12/2020	Extraction Oil & Gas, Inc.	825	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 PAUL A RENNO 1362 56TH AVE GREELEY, CO 80634	8/31/2020	Extraction Oil & Gas, Inc.	2338	\$ 135.64	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 PAUL D WEINBERGER LIANE LYNN WEINBERGER JT TENANTS 308 ROCK BRIDGE DR WINDSOR, CO 80550	11/18/2020	Extraction Oil & Gas, Inc.	2555	\$ 210.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
61 PAUL GREENE 670 COVE CT. LOVELAND, CO 80537	10/26/2020	Extraction Oil & Gas, Inc.	2541	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 PAUL MICHAEL BROWN AND CAROL LYNN BROWN 312 EAST 41ST COURT LOVELAND, CO 80538	9/9/2020	Extraction Oil & Gas, Inc.	2430	\$ 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.
63 PEGGY ANN ACKARD 11503 ROYAL SILVER DR HOUSTON, TX 77082	8/14/2020	Extraction Oil & Gas, Inc.	1774	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
64	PIEDMONT MINERAL ROYALTIES LLC PO BOX 95017 SOUTH JORDAN, UT 84095	9/7/2020	Extraction Oil & Gas, Inc.	2407	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	RANDY L MOSER CHRISTINE M MOSER 6622 34TH ST RD GREELEY, CO 80634	9/1/2020	Extraction Oil & Gas, Inc.	2346	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	RE BETTA LOCKE 400 16TH AVE STE A GREELEY, CO 80631	8/25/2020	Extraction Finance Corp.	2262	\$ 1,470.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
67	RE BETTA LOCKE 400 16TH AVE STE A GREELEY, CO 80631	9/2/2020	Extraction Finance Corp.	2370	\$ 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.
68	RICHARD A BLANKE AND ALICE A BLANKE 1411 45TH AVE GREELEY, CO 80634	8/13/2020	Extraction Oil & Gas, Inc.	1132	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	RICHARD AND ANGELE LUEDTKE RICHARD LUEDTKE 3600 NORTH 109TH STREET LAFAYETTE, CO 80026-9602	8/17/2020	Extraction Oil & Gas, Inc.	1733	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	RICKY DEAN STELZER KIMBERLY ANN STELZER JT 909 CLYDESDALE LANE WINDSOR, CO 80550	8/17/2020	Extraction Oil & Gas, Inc.	1747	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	ROBERT & LISA MEIS 210 1ST AVE LASALLE, CO 80645	9/17/2020	Extraction Oil & Gas, Inc.	2452	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	ROBERT A TALLARICO 2025 W LIBERTY COURT GRAND JUNCTION, CO 81507	8/10/2020	Extraction Oil & Gas, Inc.	600	\$ 1,572.38	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	ROBERT B & DOROTHY M MUSSACK 350 WCR 3 ERIE, CO 80516-8118	8/19/2020	Extraction Oil & Gas, Inc.	2129	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	ROBERT BILLINGS 1357 43RD AVE UNIT 12 GREELEY, CO 80634	8/19/2020	Extraction Oil & Gas, Inc.	2120	\$ 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.

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NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
75 ROBERT D MELBY KAREN A MELBY 1521 15TH STREET GREELEY, CO 80631	8/24/2020	Extraction Finance Corp.	2242	\$ 900.00	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 ROBERT H FORKNER CAROLYN A FORKNER 1826 27TH AVE GREELEY, CO 80634	8/18/2020	Extraction Oil & Gas, Inc.	1814	\$ 20,000.00	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 ROBERT J WESNITZER & MARILYN K WESNITZER 528 OLD COURSE WAY SHERIDAN, WY 82801-2845	8/28/2020	Extraction Oil & Gas, Inc.	2296	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 ROBERTO JIMENEZ 217 16TH AVE GREELEY, CO 80631	8/30/2020	Extraction Oil & Gas, Inc.	2318	\$ 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.
79 ROBERTO PEREZ 2065 WEDGEWOOD CT GREELEY, CO 80631	8/12/2020	Extraction Oil & Gas, Inc.	903	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 ROGER A POPPIE 14158 DOWNING ST BRIGHTON, CO 80602	8/27/2020	Extraction Oil & Gas, Inc.	2291	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 RONALD E CROUCH AND TERRI CROUCH TERRI CROUCH 3847 BRUNNER BLVD JOHNSTOWN, CO 80534	8/13/2020	Extraction Oil & Gas, Inc.	1778	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 RONALD J MOORHEAD 1946 29TH AVE GREELEY, CO 80634	8/13/2020	Extraction Oil & Gas, Inc.	1170	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 RONNIE M. DEGENHART 980 CANARY CT BRIGHTON, CO 80601	10/26/2020	Extraction Oil & Gas, Inc.	2536	\$ 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.
84 ROSALIE ORTEGA 1512 60TH AVENUE APT 416 GREELEY, CO 80634	8/18/2020	Extraction Oil & Gas, Inc.	1820	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 ROSE BLAYLOCK AS CONSERVATOR FOR BERTHA L BRINKMAN 496 HORSE THIEF LANE DURANGO, CO 81301	8/12/2020	Extraction Oil & Gas, Inc.	823	\$ 12,000.00	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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86	ROSE R WERTZ 1002 MAPLECREST DR PUEBLO, CO 81005	8/31/2020	Extraction Oil & Gas, Inc.	2332	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	ROSEMARY CALLAGHAN 624 20TH AV GREELEY, CO 80631	8/18/2020	Extraction Oil & Gas, Inc.	1795	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	RUBEN HERNANDEZ 9015 19TH STREET ROAD GREELEY, CO 80634	10/9/2020	Extraction Oil & Gas, Inc.	2511	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	RUSSELL E MAYER 5307 W 16TH STREET LANE GREELEY, CO 80634	8/13/2020	Extraction Oil & Gas, Inc.	1137	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	RUSSELL J CARLSON 3590 DILLEY CIRCLE JOHNSTOWN, CO 80534	8/17/2020	Extraction Oil & Gas, Inc.	1779	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	RUTH A. BRUNNER 342 10TH STREET WINDSOR, CO 80550	8/18/2020	Extraction Oil & Gas, Inc.	1791	\$ 998.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
92	SADDLE ROCK ROYALTIES LLC 6406 SOUTH PICADILLY STREET CENTENNIAL, CO 80016	8/13/2020	Axis Exploration, LLC	1151	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	SANDRA A MARTINEZ 3225 LATHAM AVE EVANS, CO 80620	9/4/2020	Extraction Oil & Gas, Inc.	2397	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	SARAH KILBOURN 724 KENOSHA COURT WINDSOR, CO 80550	8/27/2020	Extraction Oil & Gas, Inc.	2290	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	SEAN N MCDONALD LAURA K STRETCH 38701 COUNTY ROAD 21 FORT COLLINS, CO 80524	8/13/2020	Extraction Oil & Gas, Inc.	1112	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	SERAFIN MONCADA 211 E TAYLOR AVE LASALLE, CO 80645	9/6/2020	Extraction Oil & Gas, Inc.	2403	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 SETH S KOESTER SHANNON R KOESTER 8347 LOUDEN CIR WINDSOR, CO 80528-9369	9/3/2020	Extraction Oil & Gas, Inc.	2389	\$ 3,889.08	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
98 SHARON L BUNTING LIVING TRUST 21529 COUNTY ROAD 52 GREELEY, CO 80631	9/9/2020	Extraction Oil & Gas, Inc.	2428	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 SHAWN R FREELAND 605 KENOSHA CT WINDSOR, CO 80550	9/1/2020	Extraction Oil & Gas, Inc.	2351	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 SHERRIE L WOODS 7911 RIVER RUN DR GREELEY, CO 80634-9200	8/26/2020	Extraction Oil & Gas, Inc.	2273	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 SHIRLEY FLOT ALLISON 2420 22ND AVE GREELEY, CO 80631	10/1/2020	Extraction Oil & Gas, Inc.	2502	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 SHIRLEY FLOT ALLISON TRUST UNDER AGREEMENT DATED 6-23-1998 2420 22 AVE GREELEY, CO 80631-8154	10/1/2020	Extraction Oil & Gas, Inc.	2499	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 SHIRLEY FLOT ALLISON TRUST UA 6/23/98 SHIRLEY FLOT ALLISON TRUSTEE 2420 22ND AVENUE GREELEY, CO 80631-8154	10/1/2020	Extraction Oil & Gas, Inc.	2500	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 SHIRLEY L GOODRUM PO BOX 1604 VERNON, TX 76385	8/17/2020	Extraction Oil & Gas, Inc.	1746	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.
105 STANLEY BARFOOT PHYLLIS J BARFOOT 1323 16TH AVE GREELEY, CO 80631	8/19/2020	Extraction Oil & Gas, Inc.	2121	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 STANLEY E & BARBARA SHOLES 487 COUNTY ROAD 18 S CRAIG, CO 81625-8995	10/26/2020	Extraction Oil & Gas, Inc.	2542	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  
Eleventh Omnibus Objection  
Exhibit 1 - No Liability Royalty Claims

NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
107 STANLEY O & CAROLYN W EDWARDS CO-TTEES EDWARDS FAMILY TRUST 1871 MONTVIEW BOULEVARD GREELEY, CO 80631-5226	8/13/2020	Extraction Oil & Gas, Inc.	1147	\$ 3,333.07	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 STEVEN T MCMURREN DENISE S MCMURREN 1864 36 AVE CT GREELEY, CO 80634	8/17/2020	Extraction Oil & Gas, Inc.	1757	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 SUE A BRITTENHAM 2378 HOMESTEAD PLACE LONGMONT, CO 80504	9/3/2020	Extraction Oil & Gas, Inc.	2379	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 SUE KIMBELL 625 36TH AVE 24 GREELEY, CO 80634	8/18/2020	Extraction Finance Corp.	1790	\$ 104.00*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
111 SUSAN ELAINE TORICELLI 8524 S TIMBERLINE RD FORT COLLINS, CO 80525	9/24/2020	Extraction Oil & Gas, Inc.	2472	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 SUSAN R HANSON 2344 SENECA RIDGE DRIVE MYRTLE BEACH, SC 29579	8/12/2020	Extraction Oil & Gas, Inc.	935	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 SUSAN R MALLOY 1718 E STATE HIGHWAY 56 BERTHOUD, CO 80513	8/19/2020	Extraction Oil & Gas, Inc.	2136	\$ 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.
114 TAKK INC KARYN K IVIE 2195 E EGBERT ST, APT 245 BRIGHTON, CO 80601	8/13/2020	Extraction Oil & Gas, Inc.	997	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 TERESA DETTERER 4414 ROCKSBURY LANE JOHNSTOWN, CO 80534	8/12/2020	Extraction Oil & Gas, Inc.	908	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 TERRI L MARONE 2044 W 17TH ST LOVELAND, CO 80538	8/17/2020	Extraction Oil & Gas, Inc.	1771	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 THE ESTATE OF JOHN M ALLISON DECEASED 2420 22ND AVENUE GREELEY, CO 80631	10/1/2020	Extraction Oil & Gas, Inc.	2504	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  
Eleventh Omnibus Objection  
Exhibit 1 - No Liability Royalty Claims

NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
118 THE LILA R BOND REVOCABLE TRUST UNDER THAT CERTAIN TRUST DATED 11/8/2005 1903 HOMESTEAD RD GREELEY, CO 80634	8/24/2020	Extraction Oil & Gas, Inc.	2229	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 THE LOUIS C LILEY JR LIVING TRUST 437 WHITNEY HARBOR WINDSOR, CO 80550	8/12/2020	Extraction Oil & Gas, Inc.	925	\$ 7,000.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
120 THE PARK AT COUNTRY CLUB HOMEOWNERS ASSOCIATION C/O MARILYN ROHRIG 1470 43RD AVE GREELEY, CO 80634	8/12/2020	Extraction Oil & Gas, Inc.	970	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 THE REVOCABLE LIVING TRUST DANIEL E JONES & GERALYN M JONES 2335 HIGGINS CANYON ROAD HALF MOON BAY, CA 94019	8/12/2020	Extraction Oil & Gas, Inc.	978	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 TIMOTHY J AND MEG DILLON 1826 DILMONT AVE GREELEY, CO 80631	9/8/2020	Extraction Oil & Gas, Inc.	2437	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 TODD J WALLIN AND DAWN M WALLIN 2515 W 26TH STREET LANE GREELEY, CO 80634	9/2/2020	Extraction Oil & Gas, Inc.	2367	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 TOMMY MORALES 3314 W 6TH STREET ROAD GREELEY, CO 80634	9/3/2020	Extraction Oil & Gas, Inc.	2377	\$ 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.
125 TRILLIUM CORPORATION 1329 N STATE ST STE 201 BELLINGHAM, WA 98225	8/13/2020	Extraction Oil & Gas, Inc.	1142	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 UNIVERSITY LAB SCHOOL BUILDING CORP 6525 W 18TH ST GREELEY, CO 80634	9/24/2020	Extraction Oil & Gas, Inc.	2475	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 VERN C RASMUSSEN 428 WALNUT STREET WINDSOR, CO 80550	8/18/2020	Extraction Oil & Gas, Inc.	1821	\$ 1,190.00	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
128 VICKI L BAIER 7848 WINDSONG RD WINDSOR, CO 80550	8/19/2020	Extraction Oil & Gas, Inc.	2147	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  
Eleventh Omnibus Objection  
Exhibit 1 - No Liability Royalty Claims

NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
129 VICKIE MARLENE VETTER 3621 S HIMALAYA CT AURORA, CO 80013	8/13/2020	Extraction Oil & Gas, Inc.	1133	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 VILLAS AT THE BOULDERS ASSOCIATION JEFFREY M. DOWD, TREASURER PO BOX 370390 DENVER, CO 80237	8/13/2020	Extraction Oil & Gas, Inc.	1179	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 VIRGINIA GALINDO 615 E 16TH ST GREELEY, CO 80631	8/28/2020	Extraction Oil & Gas, Inc.	2300	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 VS PARTNERS LLC 3313 WESTLAKE DRIVE AUSTIN, TX 78746	9/4/2020	Extraction Oil & Gas, Inc.	2396	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 W H & CAREN FORSYTHE 3033 W 5TH ST. GREELEY, CO 80631	8/31/2020	Extraction Oil & Gas, Inc.	2328	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.
134 WARREN FEDERAL CREDIT UNION ATTN KIRK WIEBUSCH C/O CENTENNIAL LENDING LLC 11281 BUSINESS PARK CIRCLE FIRESTONE, CO 80504	8/21/2020	Extraction Oil & Gas, Inc.	2206	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 WAYNE AND JULIE ALM 20842 WELD COUNTY RD 76 EATON, CO 80615	9/26/2020	Extraction Oil & Gas, Inc.	2481	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 WELLS RANCH LLLP 32010 CR 63 GILL, CO 80624	9/18/2020	Extraction Oil & Gas, Inc.	2454	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 WENDI J BUCHHOLZ 1304 28 AVE GREELEY, CO 80634	8/31/2020	Extraction Oil & Gas, Inc.	2325	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 WENDI J DILLARD 1304 28TH AVE GREELEY, CO 80634	8/31/2020	Extraction Oil & Gas, Inc.	2324	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 WILDGRASS MASTER ASSOCIATION 11002 BENTON ST WESTMINTER, CO 80020	8/13/2020	Extraction Oil & Gas, Inc.	1176	\$ 41,102.00	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  
Eleventh Omnibus Objection  
Exhibit 1 - No Liability Royalty Claims

	NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
140	WILLIAM C GUMESON 6893 S COUNTRY WOODS CIR C MIDVALE, UT 84047	8/19/2020	Extraction Oil & Gas, Inc.	2153	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	WILLIAM F KING TAWNYA K KING 5224 W 16TH STREET GREELEY, CO 80634	8/13/2020	Extraction Oil & Gas, Inc.	1026	\$ 109.11	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
142	WILLIAM H FORSYTHE CAREN S FORSYTHE 3033 WEST 5 STREET GREELEY, CO 80631	8/31/2020	Extraction Oil & Gas, Inc.	2329	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	WILLIAM ROY DUVAL 2217 11TH STREET GREELEY, CO 80631	8/19/2020	Extraction Oil & Gas, Inc.	2116	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.
144	WILLIAM SMITH 351 CLARK STREET JOHNSTOWN, CO 80534	10/28/2020	Extraction Oil & Gas, Inc.	2543	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 T MATLOCK 15000 CR 8 FT LUPTON, CO 80621-8222	8/12/2020	Extraction Oil & Gas, Inc.	887	\$ 150.00*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
146	WILLIAM T MATLOCK TRUST U/A JANUARY 17 2017 15000 COUNTY ROAD 8 FORT LUPTON, CO 80621	8/12/2020	Extraction Oil & Gas, Inc.	885	\$ 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.
147	WILLISCHILD OIL & GAS CORP. 621 E. STREET SNYDER, OK 73566	8/31/2020	Extraction Oil & Gas, Inc.	2364	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	WLJ PROPERTIES LLC PO BOX 336731 GREELEY, CO 80633	11/4/2020	Extraction Oil & Gas, Inc.	2546	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	XIAO CHEN 10676 BRAESHEATHER CT. HIGHLANDS RANCH, CO 80126	8/12/2020	Extraction Oil & Gas, Inc.	811	\$ 160.00	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  
 Eleventh Omnibus Objection  
 Exhibit 1 - No Liability Royalty Claims

	NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
150	YENDRA RUIZ TENCZA AND KENNETH JAMES TENCZA KENNETH JAMES TENCZA 6027 W 4TH STREET GREELEY, CO 80634	8/28/2020	Extraction Oil & Gas, Inc.	2311	\$ 2,393.00	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	\$ 233,295.34*	

**Exhibit B**

**Declaration of Thomas Behnke**

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

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In re:

EXTRACTION OIL & GAS, INC., *et al.*,<sup>1</sup>

Reorganized Debtors.

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Chapter 11

Case No. 20-11548 (CSS)

(Jointly Administered)

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**DECLARATION OF THOMAS BEHNKE  
IN SUPPORT OF REORGANIZED DEBTORS' ELEVENTH 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**

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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.

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<sup>1</sup> 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' Eleventh 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"),<sup>2</sup> 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.

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<sup>2</sup> 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.<sup>3</sup> 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.

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<sup>3</sup> 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