

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

_____)	
In re:)	Chapter 11
)	
EXTRACTION OIL & GAS, INC., <i>et al.</i> , ¹)	Case No. 20-11548 (CSS)
)	
Reorganized Debtors.)	(Jointly Administered)
_____)	Re: Docket No. 1999

CERTIFICATE OF NO RESPONSE REGARDING REORGANIZED DEBTORS' SEVENTEENTH OMNIBUS (SUBSTANTIVE) OBJECTION TO CERTAIN (A) NO LIABILITY CLAIMS AND (B) NO LIABILITY ROYALTY CLAIMS, PURSUANT TO SECTION 502(B) OF THE BANKRUPTCY CODE, BANKRUPTCY RULES 3003 AND 3007, AND BANKRUPTCY LOCAL RULE 3007-1

The undersigned hereby certifies that, as of the date hereof, he has received no answer, objection or other responsive pleading to the *Reorganized Debtors' Seventeenth Omnibus (Substantive) Objection to Certain (A) No Liability Claims and (B) No Liability Royalty Claims, Pursuant to Section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007, and Bankruptcy Local Rule 3007-1*[Docket No. 1999] (the "Omnibus Objection") filed by the Reorganized Debtors (the "Reorganized Debtors"). The undersigned further certifies that he has reviewed the Court's docket in this proceeding and no answer or other responsive pleading to the Omnibus Objection appears thereon. Pursuant to the notice to the Omnibus Objection, responses to the Omnibus Objection were to be filed and served no later than August 13, 2021 at 4:00 p.m.

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.



WHEREFORE, the Reorganized Debtors respectfully request that the proposed form of order attached hereto as **Exhibit A**, be entered at the earliest convenience of the Court.

Dated: August 23, 2021
Wilmington, Delaware

/s/ Stephen B. Gerald

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² 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> , ¹)	Case No. 20-11548 (CSS)
)	
Reorganized Debtors.)	(Jointly Administered)
)	
)	Re: Docket Nos. 1999 & __

**ORDER SUSTAINING REORGANIZED DEBTORS’ SEVENTEENTH
OMNIBUS (SUBSTANTIVE) OBJECTION TO CERTAIN (A) NO LIABILITY
CLAIMS AND (B) NO LIABILITY ROYALTY 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, the Debtors’ estates, their creditors, and other parties in interest; and this Court having found that the Reorganized Debtors’ notice of the Objection and opportunity for a

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 5200, Denver, Colorado 80202.

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

hearing on 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:

6. The Objection is SUSTAINED as set forth herein.

7. The No Liability Claims identified on the attached **Exhibit 1** are hereby disallowed in their entirety

8. The No Liability Royalty Claims identified on the attached **Exhibit 2** are hereby disallowed in their entirety.

9. 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.

10. 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 **Exhibits 1 – 2** 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.

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

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

13. 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.

14. 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
Seventeenth Omnibus Objection
Exhibit 1 - No Liability Claims

NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
1 ARAPAHOE COUNTY PUBLIC WORKS AND 6924 S LIMA STREET CENTENNIAL, CO 80112	7/31/2020	Axis Exploration, LLC	S04035	\$ 64,250.00	The debtor verified with the claimant that the scheduled liability was based on an estimate that was ultimately determined to be not due.
2 CTAP, LLC THEODORE J. HARTL BALLARD SPAHR LLP 1225 17TH STREET, SUITE 2300 DENVER, CO 80202	12/21/2020	Extraction Oil & Gas, Inc.	2582	\$ 0.00	According to the Debtors' books and records, Debtors are not liable for the asserted claim per a review of the claimant's Proof of Claim, the documents attached thereto, and a reasonable review of the Debtors' books and records.
3 ERIC GREENE CAMI GREENE JT 225 MADERA WAY WINDSOR, CO 80550	1/25/2021	Extraction Oil & Gas, Inc.	2607^	\$ 2,131.45	Owner's account balance has been escheated to the state. Several attempts to reach owner have been made without response.
^ Claim 2607 is filed on the Sixteenth Omnibus Objection, Exhibit 1 - Late Filed Claims.					
4 JACAM CHEMICALS 2013, LLC 205 S BROADWAY STERLING, KS 67579	7/6/2020	Extraction Oil & Gas, Inc.	16	\$ 0.00	According to the Debtors' books and records, Debtors are not liable for the asserted claim per a review of the claimant's Proof of Claim, the documents attached thereto, and a reasonable review of the Debtors' books and records.
5 LARIMER AND WELD IRRIGATION COMPANY ATTN KIMBERLY NELSON C/O WRCC, INC. 106 ELM AVENUE EATON, CO 80615	8/14/2020	7N, LLC	1612^	\$ 2,835.00	According to the Debtors' books and records, Invoice 91633 was satisfied on 8/14/20. Further, the after a reasonable review of the Debtors' books and records, the Debtors are not liable for, nor have record of Invoice 89323.
^ Claim 1612 is filed on the Third Notice of Satisfaction, Exhibit 2 - Partially Satisfied Claims.					
6 MARY MCCULLOUGH 14325 CRAFTSMAN WAY BROOMFIELD, CO 80023	8/14/2020	Mountaintop Minerals, LLC	1451	Undetermined*	According to the Debtors' books and records, Debtors are not liable for the asserted claim per a review of the claimant's Proof of Claim, the documents attached thereto, and a reasonable review of the Debtors' books and records. Further, the creditor did not provide a valid basis therefore this is not claim a valid claim.
7 PIPELINE STRATEGIES AND INTEGRITY, LLC 110 S. SIERRA MADRE COLORADO SPRINGS, CO 80903	8/14/2020	Extraction Oil & Gas, Inc.	1576	\$ 15,923.16	According to the documentation appended to the proof of claim, the Debtors are not liable for the asserted claim. The Debtors believe that liability, if any, is owed by a non-Debtor affiliate, Elevation Midstream, LLC.
8 SUNSTATE EQUIPMENT CO. 5552 E WASHINGTON STREET PHOENIX, AZ 85034	8/13/2020	Extraction Oil & Gas, Inc.	1069	\$ 47,015.69	According to the Debtors' books and records, Debtors are not liable for the asserted claim per a review of the claimant's Proof of Claim, the documents attached thereto, and a reasonable review of the Debtors' books and records. Further, the invoices asserted are lacking necessary stamped field tickets and were not provided upon request.

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

NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
9 TOWN OF SEVERANCE 3 S TIMBERRIDGE PKWY PO BOX 339 SEVERANCE, CO 80546	7/31/2020	Extraction Oil & Gas, Inc.	S00356	\$ 230.00	The debtor verified with the claimant that the scheduled liability was based on an estimate that was ultimately determined to be not due.
TOTAL				\$ 132,385.30*	

* - Indicates claim contains unliquidated and/or undetermined amounts

Exhibit 2

No Liability Royalty Claims

Extraction Oil & Gas, Inc. 20-11548
Seventeenth Omnibus Objection
Exhibit 2 - No Liability Royalty Claims

NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
1 BARBARA H KIDDER 3806 WEST 12TH STREET GREELEY, CO 80634	8/5/2020	Extraction Oil & Gas, Inc.	321	Undetermined*	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 J & J ENTERPRISES PROPERTY MANAGEMENT LLC 7251 W 20 STREET BLDG L #200 GREELEY, CO 80634-4625	10/1/2020	Extraction Oil & Gas, Inc.	2496^	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
^ Claim 2496 is filed on the Sixteenth Omnibus Objection, Exhibit 1 - Late Filed Claims.					
3 JOSEPH MICHAEL PENICK SUSAN DAVIS PENICK 3751 W 136TH AVENUE #R2 BROOMFIELD, CO 80023	8/14/2020	Extraction Oil & Gas, Inc.	1429	\$ 27.18	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 KRISTEN POZZI AND JASON POZZI 14320 KEVIN CT BROOMFIELD, CO 80023	8/11/2020	Extraction Oil & Gas, Inc.	726	Undetermined*	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 OCEAN BLUE LLC 406 MAIN STREET WINDSOR, CO 80550	8/10/2020	Extraction Oil & Gas, Inc.	521	\$ 280.00	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 STEPHEN SOUTHARD STEPHEN E SOUTHARD JR 1160 HICKORY WAY ERIE, CO 80516	1/17/2021	Extraction Oil & Gas, Inc.	2604^	Undetermined*	The Debtors have no liability on their books and records for royalty or any other claim. All prepetition claims have been paid in full.
^ Claim 2604 is filed on the Sixteenth Omnibus Objection, Exhibit 1 - Late Filed Claims.					
TOTAL				\$ 307.18*	