

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

In re:)	
)	Chapter 11
SAMSON RESOURCES CORPORATION, <i>et al.</i> , ¹)	Case No. 15-11934 (CSS)
Debtors.)	(Jointly Administered)
)	Re: Docket No. 4

**SECOND INTERIM ORDER AUTHORIZING THE DEBTORS TO (I) PAY
PREPETITION WAGES, SALARIES, OTHER COMPENSATION,
AND REIMBURSABLE EXPENSES, (II) CONTINUE NON-INSIDER
INCENTIVE PLANS, AND (III) CONTINUE EMPLOYEE BENEFITS PROGRAMS**

Upon the Motion² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an interim order (this “Second Interim Order”), authorizing the Debtors to (a) pay prepetition wages, salaries, other compensation, and reimbursable expenses, (b) continue ordinary course incentive programs for non-insiders (subject to entry of the final order), and (c) continue employee benefits programs in the ordinary course of business, including payment of certain prepetition obligations related thereto, all as more fully set forth in the Motion; and upon the *Declaration of Philip Cook in Support of Chapter 11 Petitions and First Day Motions*; and this Court having 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; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Geodyne Resources, Inc. (2703); Samson Contour Energy Co. (7267); Samson Contour Energy E&P, LLC (2502); Samson Holdings, Inc. (8587); Samson-International, Ltd. (4039); Samson Investment Company (1091); Samson Lone Star, LLC (9455); Samson Resources Company (8007); and Samson Resources Corporation (1227). The location of parent Debtor Samson Resources Corporation’s corporate headquarters and the Debtors’ service address is: Two West Second Street, Tulsa, Oklahoma 74103.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

venue of this proceeding and the Motion 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 Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and upon this Court having entered a first interim order on September 22, 2015 relating to the relief requested in the Motion [Docket No. 86] (the "First Interim Order"); and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion 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 Motion is granted on an interim basis, and the First Interim Order is amended, as set forth herein.

2. The final hearing on the Motion shall be held on October 29, 2015, at 10:00 a.m., prevailing Eastern Time.

3. The Debtors are authorized, but not directed, to continue and/or modify, change, and discontinue the Employee Compensation and Benefits and to implement new programs, policies, and benefits, in the ordinary course of business during these chapter 11 cases and without the need for further Court approval, subject to applicable law; *provided* that the Debtors shall not implement, modify, or continue any employee incentive programs or severance programs without further Court approval.

4. The Debtors are authorized, but not directed, in their sole discretion, to pay and honor prepetition amounts related to the Employee Compensation and Benefits programs in an aggregate interim amount not to exceed \$3,123,000; *provided* that pending entry of the final order, the Debtors are not authorized to honor obligations under the Severance Programs (other than COBRA-related obligations not to exceed \$5,000 in the aggregate as set forth below), Director Compensation or Non-Insider Employee Incentive Programs; *provided further* that pending entry of the final order, the Debtors are not authorized to cash out unpaid vacation/leave time upon termination of an employee, unless applicable state law requires such payment; *provided further* that no individual Employee that is a holder of a priority claim under sections 507(a)(4) and 507(a)(5) of the Bankruptcy Code shall receive a payment in aggregate in excess of \$12,475 on account of such claim, and that the Debtors' authority to pay such prepetition amounts pursuant to this paragraph shall, where applicable, be subject to the following caps:

Relief Sought	Interim Amount
Compensation and Withholding Obligations	
Unpaid Wages	\$160,000
Independent Contractors and Temporary Staff Compensation	\$150,000
Withholding Obligations	\$42,000
Unpaid Payroll Taxes	\$42,000
Unpaid Payroll Fees	\$1,600
Expense Reimbursements	\$35,000
Non-Insider Employee Incentive Programs	
Quarterly Incentive Program	-
Referral Incentive Program	-
Employee Benefit Programs	
Health Insurance Programs	\$1,500,000
Life and AD&D Insurance	\$13,000
Disability Benefits	\$2,000
Workers' Compensation Program	\$50,000
Emergency Assistance Program	-
401(k) Plan	\$21,000
Counseling Programs	\$1,000
Education Assistance Program	\$40,000
Relocation Program	\$58,000
Safety Equipment Programs	\$100,000
Miscellaneous Employee Benefits	\$455,000
Accrued PTO	\$445,000
Paid Leave	\$2,000

Relief Sought	Interim Amount
Severance	
COBRA-related obligations	5,000
Postpetition Non-Employee Director Compensation	
Director Compensation	-
Total	\$3,122,600

5. Nothing herein shall be deemed to authorize the payment of any amounts which violates or implicates section 503(c) of the Bankruptcy Code, except upon further order of this Court; *provided* that nothing in this Second Interim Order shall prejudice the Debtors' ability to seek approval of the Severance Programs, Director Compensation, or Non-Insider Employee Incentive Programs pursuant to relief requested by the Motion on a final basis.

6. Pursuant to Section 362(d) of the Bankruptcy Code: (a) Employees are authorized to proceed with their workers' compensation claims in the appropriate judicial or administrative forum under the Workers' Compensation Program, and the Debtors are authorized to pay all prepetition amounts relating thereto in the ordinary course of business; and (b) the notice requirements pursuant to Bankruptcy Rule 4001(d) with respect to clause (a) are waived. This modification of the automatic stay pertains solely to claims under the Workers' Compensation Program.

7. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in the Motion, the First Interim Order, or this Second Interim Order or any payment made pursuant to this Second Interim Order shall constitute, nor is it intended to constitute, an admission as to the validity or priority of any claim or lien against the Debtors, a waiver of the Debtors' rights to subsequently dispute such claim or lien, or the assumption or adoption of any agreement, contract, or lease under section 365 of the Bankruptcy Code.

8. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized

to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Second Interim Order.

9. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003(b).

10. Notice of the Motion satisfies the requirements of Bankruptcy Rule 6004(a).

11. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Second Interim Order are immediately effective and enforceable upon its entry.

12. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Second Interim Order in accordance with the Motion.

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

Dated: October 14, 2015
Wilmington, Delaware



THE HONORABLE CHRISTOPHER S. SONTCHI
UNITED STATES BANKRUPTCY JUDGE