

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

In re:	)	
	)	Chapter 11
SAMSON RESOURCES CORPORATION, <i>et al.</i> , <sup>1</sup>	)	Case No. 15-11934 (CSS)
Debtors.	)	(Jointly Administered)
	)	
	)	<b>Re: Docket No. 6</b>

**SECOND INTERIM ORDER (I) AUTHORIZING THE PAYMENT OF (A) OPERATING EXPENSES, (B) JOINT INTEREST BILLINGS, (C) MARKETING EXPENSES, (D) SHIPPING AND WAREHOUSING CLAIMS, AND (E) 503(B)(9) CLAIMS, AND (II) CONFIRMING ADMINISTRATIVE EXPENSE PRIORITY OF OUTSTANDING ORDERS**

Upon the motion (the “Motion”),<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), for entry of an interim order (this “Second Interim Order”), (a) authorizing the payment of (i) operating expenses, (ii) joint interest billings, (iii) marketing expenses, (iv) shipping and warehousing claims, and (v) 503(b)(9) claims; (b) confirming the administrative expense priority status of the Debtors’ undisputed obligations for the postpetition delivery of goods and services and authorizing payment of such obligations in the ordinary course of business; (c) scheduling a final hearing to consider approval of the Motion on a final basis; and (d) granting related relief, 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

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<sup>1</sup> 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.

<sup>2</sup> All capitalized terms not otherwise defined herein are to be given the meanings ascribed to them in the Motion.

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 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 this Court having entered the *Interim Order (I) Authorizing the Payment of (A) Operating Expenses, (B) Joint Interest Billings, (C) Marketing Expenses, (D) Shipping and Warehousing Claims, and (E) 503(b)(9) Claims, and (II) Confirming Administrative Expense Priority of Outstanding Orders* [Docket No. 88] (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 a further interim basis, and the First Interim Order is amended, as set forth herein.
2. The final hearing (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 pay prepetition Operating Expenses in an interim amount not to exceed \$13.2 million.
4. The Debtors are authorized, but not directed, to pay prepetition Joint Interest Billings in an interim amount not to exceed \$4.1 million.

5. The Debtors are authorized, but not directed, to pay prepetition Marketing Expenses in an interim amount not to exceed \$4.1 million.

6. The Debtors are authorized, but not directed, to pay prepetition Shipping and Warehousing Claims in an interim amount not to exceed \$27,000.

7. The Debtors are authorized, but not directed, in the reasonable exercise of their business judgment, to pay all or part of, and discharge, on a case-by-case basis, the 503(b)(9) Claims in an interim amount not to exceed \$2.7 million.

8. All undisputed obligations related to the Outstanding Orders are granted administrative expense priority in accordance with section 503(b)(1)(A) of the Bankruptcy Code.

9. The Debtors are authorized to pay all undisputed amounts related to the Outstanding Orders in the ordinary course of business consistent with the parties' customary practices in effect prior to the Petition Date.

10. The Debtors shall provide notice of any proposed payments or distributions in excess of \$65,000 on account of prepetition Operating Expenses, Joint Interest Billings, Marketing Expenses, and Shipping and Warehousing Claims, together with reasonable information regarding such Obligations, to the official committee of unsecured creditors (the "Committee"), the administrative agent for the Debtors' first lien credit facility (the "First Lien Agent"), and the administrative agent for the Debtors' second lien credit facility (the "Second Lien Agent") ten (10) business days before making such payment pursuant to this Second Interim Order; *provided, however*, that if additional supporting material for such payments are reasonably identified and requested by the Committee, the First Lien Agent, or the Second Lien Agent following such notice, the Debtors shall provide such material. The Committee, the First Lien Agent, and the Second Lien Agent shall have the right to object to any such payment or distribution at least five (5) business days prior to the proposed payment

or distribution date by notifying the Debtors of such objection, without the need to file a formal objection with the Bankruptcy Court. Upon receiving any such objection, the Debtors shall consult with the Committee, the First Lien Agent, or the Second Lien Agent, as applicable, and the parties shall make good faith efforts to resolve such objection consensually. If the parties are unable to resolve such objection consensually, the matter shall be resolved by the Court at a hearing to be scheduled as soon as reasonably practicable and in accordance with the Court's calendar. The Debtors shall not make any payment that is the subject of an objection under this paragraph pending the resolution of such objection either by mutual agreement among the parties or by a ruling by the Court.

11. If any party accepts payment on behalf of a claim for Operating Expenses, Joint Interest Billings, Marketing Expenses, Shipping and Warehousing Claims or 503(b)(9) Claims under the First Interim Order or this Second Interim Order, and such claim is determined <sup>(a) by the Court after notice and a hearing</sup> (a) in the case of Operating Expenses, Marketing Expenses and Shipping and Warehousing Claims, not to give rise to a statutory or contractual lien, (b) in the case of Joint Interest Billings, not to give rise to an enforceable right of recoupment or setoff, or (c) in the case of 503(b)(9) Claims, not to give rise to a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code, the Debtors (and, upon obtaining further approval of the Bankruptcy Court, the Committee) are authorized, but not directed, to avoid such payment as a postpetition transfer under section 549 of the Bankruptcy Code, and the party who had accepted such payment shall be required to immediately repay to the Debtors any payment made to it on account of its asserted claim to the extent the aggregate amount of such payments exceeds the postpetition obligations then outstanding, without the right of setoff, claims, provision for payment of reclamation or trust fund claims, or otherwise. Upon recovery of such payments by the Debtors, the obligation shall be reinstated as a prepetition claim in the amount so recovered.

12. The Debtors shall provide weekly reporting of all payments or distributions made on account of prepetition Operating Expenses, Joint Interest Billings, Marketing Expenses, Shipping and Warehousing Claims or 503(b)(9) Claims to the Committee.

13. The banks and financial institutions on which checks were drawn or electronic payment requests were 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.

14. 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.

15. The content of the Motion satisfies the requirements of Bankruptcy Rule 6003(b).

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

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

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

19. The 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

  
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THE HONORABLE CHRISTOPHER S. SONTCHI  
UNITED STATES BANKRUPTCY JUDGE