

**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. 20</b>

**ORDER AUTHORIZING THE  
DEBTORS TO RETAIN AND COMPENSATE  
PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

Upon the motion (the "Motion")<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for entry of an order (this "Order"), authorizing the Debtors to retain and compensate professionals utilized in the ordinary course of business, all as more fully set forth in the Motion; 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 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 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

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

Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate and no other notice need be provided; 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 as set forth herein.
2. The Debtors are authorized to retain and compensate the professionals identified on the OCP List (collectively, the "OCPs"), attached as Exhibit B to the Motion, in the ordinary course of business pursuant to the procedures attached hereto as Exhibit 1 (collectively, the "OCP Procedures"), which procedures are hereby approved in their entirety.
3. The Debtors are authorized to supplement the OCP List as necessary to add or remove OCPs, from time to time in their sole discretion, without the need for any further hearing and without the need to file individual retention applications for newly added OCPs. In such event, the Debtors shall file the amended OCP List with this Court and serve such list on the Notice Parties. Each additional OCP listed in the OCP List shall file with this Court and serve a declaration of disinterestedness, substantially in the form attached hereto as Exhibit 2 (each, a "Declaration of Disinterestedness"), on the Notice Parties as provided in the OCP Procedures. If no objections are timely filed to any such additional OCP's Declaration of Disinterestedness, then retention of such OCPs shall be deemed approved by this Court pursuant to this Order without a hearing or further order.

4. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission as to the validity of any claim against a Debtor entity; (b) a waiver of the Debtors' right to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Order or the Motion; (e) a request or authorization to assume any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; or (f) a waiver of the Debtors' rights under the Bankruptcy Code or any other applicable law.

5. This Order shall not apply to any professional retained by the Debtors pursuant to a separate order of the Court.

6. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, and 9014 or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

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

9. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Wilmington, Delaware  
Dated: October 14, 2015

  
\_\_\_\_\_  
THE HONORABLE CHRISTOPHER S. SONTCHI  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT 1**

**OCP Procedures**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	
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SAMSON RESOURCES CORPORATION, <i>et al.</i> , <sup>1</sup>	)	Case No. 15-11934 (CSS)
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	Re: Docket No. 20

OCP PROCEDURES

Pursuant to the *Order Authorizing the Debtors to Retain and Compensate Professionals Utilized in the Ordinary Course of Business* (the “Order”),<sup>2</sup> the following procedures (collectively, the “OCP Procedures”) shall apply to the retention and compensation of certain professionals utilized in the ordinary course of business (collectively, the “OCPs”) in the chapter 11 cases of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), except in the event that an order of the Court approving the employment and retention of an OCP provides for different procedures with respect to the compensation of such OCP. Specifically, the OCP Procedures are as follows:

- a. Within 30 days of the date on which an OCP commences work for the Debtors, such OCP shall cause a declaration of disinterestedness, substantially in the form annexed as Exhibit 2 to the Order (each, a “Declaration of Disinterestedness”), to be filed with the Court and served upon: (a) the Debtors, Two West Second Street, Tulsa, Oklahoma 74103, Attn: Andrew Kidd; (b) proposed counsel to the Debtors, Kirkland & Ellis LLP, 601

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Lexington Avenue, New York, New York 10022, Attn: Joshua A. Sussberg, P.C. and Ryan J. Dattilo and Kirkland & Ellis LLP, 300 North LaSalle Street, Chicago, Illinois 60654, Attn: Brad Weiland; (c) proposed co-counsel to the Debtors, Klehr Harrison Harvey Branzburg LLP, 919 N. Market Street, Suite 1000, Wilmington, Delaware 19801, Attn: Domenic E. Pacitti; (d) the office of the United States Trustee for the District of Delaware, Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Tiiara Patton and David Buchbinder; (e) proposed co-counsel to the official committee of unsecured creditors, White & Case LLP, 200 South Biscayne Boulevard Miami, Florida 33131, Attn: Thomas E. Lauria, White & Case LLP, 1155 Avenue of the Americas, New York, New York 10036, Attn: J. Christopher Shore, and Farnan LLP, 919 North Market Street, 12th Floor, Wilmington, Delaware 19801, Attn: Joseph J. Farnan, Jr.; (f) counsel to the administrative agent for the Debtors' first lien revolving credit facility, Mayer Brown LLP, 71 S. Wacker Drive, Chicago, Illinois 60606, Attn: Sean T. Scott; (g) co-counsel to the administrative agent for the Debtors' second lien credit facility, Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, New York 10019, Attn: Margot B. Schonholtz and Ana Alfonso and Richards, Layton & Finger, 920 N King St, Wilmington, DE 19801, Attn: John Knight and Joe Barsalona; (h) counsel to the Debtors' prepetition shareholders, Milbank Tweed Hadley & McCloy LLP, 28 Liberty Street, New York, New York 10005, Attn: Dennis F. Dunne and Lauren C. Doyle; (i) holders of the existing preferred stock of the Debtors, P.O. Box 699 Tulsa, OK 74101, Stacy Schusterman; and (j) counsel to holders of the existing preferred stock of the Debtors, Jones Day LLP, 2727 North Harwood Street, Dallas, Texas 75201, Attn: R. Scott Cohen, (collectively, the "Notice Parties").

- b. The Notice Parties shall have 14 days after the date of service of each OCP's Declaration of Disinterestedness (the "Objection Deadline") to object to the retention of such OCP. The objecting party shall file any such objection and serve such objection upon the Notice Parties and the respective OCP on or before the Objection Deadline. If any such objection cannot be resolved within 14 days of its receipt, the matter shall be scheduled for hearing before the Court at the next regularly scheduled omnibus hearing date that is no less than 14 days from that date or on a date

otherwise agreeable to the parties. The Debtors shall not be authorized to retain and compensate such OCP until all outstanding objections have been withdrawn, resolved, or overruled by order of the Court.

- c. If no objection is received from any of the Notice Parties by the Objection Deadline with respect to any particular OCP, the Debtors shall be authorized to: (i) retain such OCP as of the date such OCP commenced providing services to the Debtors; and (ii) compensate such OCP as set forth below.
- d. The Debtors shall be authorized to pay, without formal application to the Court by any OCP, 100 percent of fees and disbursements to each of the OCPs retained by the Debtors pursuant to the OCP Procedures upon submission to the Debtors of an appropriate invoice setting forth in reasonable detail the nature of the services rendered after the Petition Date; *provided, however*, that fees paid to OCPs, excluding costs and disbursements, may not exceed \$30,000 per month per OCP in the aggregate, calculated as an average over a rolling three-month period while these chapter 11 cases are pending (the "OCP Cap"); *provided, further*, that the total amount disbursed for the duration of these chapter 11 cases, for each OCP, does not exceed \$150,000 per OCP (the "OCP Case Cap"). The OCP Caps may be increased by mutual agreement between the Debtors, the U.S. Trustee, and the counsel to the official committee of unsecured creditors appointed in these chapter 11 cases, upon consultation with the administrative agent to the first lien credit facility and administrative agent to the second lien credit facility; *provided* that the Debtors shall file a notice with the Court of any such agreed increase.
- e. To the extent that fees payable to any OCP exceed the OCP Cap, the OCP shall file a fee application (a "Fee Application") with the Court for the amount in excess of the OCP Cap in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules for the District of Delaware (the "Local Bankruptcy Rules"), the fee guidelines promulgated by the Office of the United States Trustee, and any applicable orders of the Court, unless the U.S. Trustee agrees otherwise.

- f. To the extent that fees payable to a non-legal professional exceed the applicable retainer (if any), the non-legal professional must waive such fees.
- g. Beginning on the quarter ending December 31, 2015, and for each quarter thereafter in which these chapter 11 cases are pending, the Debtors shall within 30 days thereof file with the Court and serve on the Notice Parties a statement with respect to each OCP paid during the immediately preceding quarterly period (the "Quarterly Statement"). Each Quarterly Statement shall include: (i) the name of the OCP; (ii) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by that OCP during the reported quarter; (iii) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by that OCP postpetition; and (iv) a general description of the services rendered by that OCP.
- h. The Debtors reserve the right to retain additional OCPs from time to time during these chapter 11 cases by: (i) including such OCPs on an amended version of the OCP List that is filed with the Court and served on the Notice Parties; and (ii) having such OCPs comply with the OCP Procedures.
- i. No OCP shall be paid any amounts for invoiced fees or expenses until its Declaration of Disinterestedness has been properly filed and served and the Objection Deadline has passed without the filing of an objection, or if an objection is timely filed and served by the Objection Deadline, after the parties resolve such objection or the Court enters an order overruling such objection.
- j. The Debtors may supplement the OCP List from time to time. To do so, the Debtors must file a notice or notices of such additional professionals (each, a "Notice of Additional Ordinary Course Professionals"), along with the respective Declaration of Disinterestedness, with the Court and serve such notice upon the Notice Parties. The Notice Parties shall have 14 days following the date of service of a Notice of Additional Ordinary Course Professionals to notify the Debtors, in writing, of any objection to the proposed retention of any additional OCP, file any such objection with the Court, and serve any such objection upon the Notice Parties so as to be **actually received** within 14 days



of service of such Notice of Additional Ordinary Course Professionals.

- k. The U.S. Trustee reserves the right to request that any Ordinary Course Professional who exceeds the Monthly Fee Limit be the subject of a retention application pursuant to section 327(a) of the Bankruptcy Code.

**EXHIBIT 2**

**Declaration of Disinterestedness**

IN THE UNITED STATES BANKRUPTCY COURT  
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	)	Chapter 11
SAMSON RESOURCES CORPORATION, <i>et al.</i> , <sup>1</sup>	)	Case No. 15-11934 (CSS)
	)	
Debtors.	)	(Jointly Administered)
	)	

**DECLARATION OF DISINTERESTEDNESS OF [ENTITY] PURSUANT TO  
THE ORDER AUTHORIZING THE DEBTORS TO RETAIN AND COMPENSATE  
PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

I, [NAME], declare under penalty of perjury:

1. I am a [POSITION] of [COMPANY], located at [STREET, CITY, STATE, ZIP CODE] (the "Company").

2. Samson Resources Corporation and certain of its affiliates, as debtors and debtors in possession (collectively, the "Debtors"), have requested that the Company provide [SPECIFIC DESCRIPTION] services to the Debtors, and the Company has consented to provide such services.

3. The Company may have performed services in the past, may currently perform services, and may perform services in the future in matters unrelated to these chapter 11 cases for persons that are parties in interest in the Debtors' chapter 11 cases. The Company, however, does not perform services for any such person in connection with these chapter 11 cases, or have

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any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. As part of its customary practice, the Company is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties in interest in these chapter 11 cases.

5. Neither I nor any principal, partner, director, officer, etc. of, or professional employed by, the Company has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Company.

6. Neither I nor any principal, partner, director, officer, of, or professional employed by, the Company, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which the Company is to be employed.

7. The Debtors owe the Company \$[X] for prepetition services, the payment of which is subject to limitations contained in the United States Bankruptcy Code, 11 U.S.C. §§ 101–1532.

8. As of the Petition Date, which was the date on which the Debtors commenced these chapter 11 cases, the Company [was/was not] party to an agreement for indemnification with certain of the Debtors. [A copy of such agreement is attached as **Exhibit 1** to this Declaration.]

9. The Company is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of

its employment, if the Company should discover any facts bearing on the matters described herein, the Company will supplement the information contained in this Declaration.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Date: \_\_\_\_\_, 2015

\_\_\_\_\_  
[DECLARANT'S NAME]

**Exhibit 3**

**OCP List**

**Schedule of Ordinary Course Professionals**

Name	Address	Service
HARGROVE, SMELLEY, STRICKLAND, LANGLEY	PO BOX 59 SHREVEPORT, LA 71161-0059	Legal
MULLIN HOARD & BROWN, LLP	PO BOX 31656 AMARILLO, TX 79120-1656	Legal
HALL, ESTILL, HARDWICK, GABLE, GOLDEN & NELSON, P.C.	320 S BOSTON AVE STE 200 TULSA, OK 74103-3708	Legal
ALBRIGHT, RUSHER & HARDCASTLE	BANK OF AMERICA CENTER 15 WEST SIXTH STREET STE 2600 TULSA, OK 74119-5434	Legal
BARNES LAW PLLC	1648 S BOSTON AVE STE 100 TULSA, OK 74119	Legal
THRONE LAW OFFICE, P.C.	PO BOX 6590 SHERIDAN, WY 82801	Legal
JOHN D. SCHOFIELD, ATTORNEY AT LAW	719 W FRONT ST STE 284 TYLER, TX 75702-7979	Legal
KELLY HART & HALLMAN LLP	201 MAIN, SUITE 2500 FORT WORTH, TX 76102	Legal
BAKER, DONELSON, BEARMAN, CALDWELL & BERKOWITZ	201 ST CHARLES AVE STE 3600 NEW ORLEANS, LA 70170-3600	Legal
BJORK LINDLEY LITTLE PC	1600 STOUT STREET, SUITE 1400 DENVER, CO 80202	Legal
DUGAN & ASSOCIATES, P.C.	900 MAIN AVENUE, SUITE A DURANGO, CO 81301	Legal

LAW OFFICE OF CRAIG NEWMAN	PO BOX 2310 CASPER, WY 82602	Legal
STEPHEN M COOPER, ATTORNEY	ENERGY CENTER 719 W FRONT ST STE 100 TYLER, TX 75702-7961	Legal
FREDRIKSON & BYRON PA	PO BOX 1484 MINNEAPOLIS, MN 55480-1484	Legal
KENT, GOOD, ANDERSON & BUSH, P.C.	1121 E SOUTHEAST LOOP 323 STE 200 TYLER, TX 75701-9694	Legal
HOLSINGER LAW LLC	1800 GLENARM PL STE 500 DENVER, CO 80202-3828	Legal
HOGAN LOVELLS US LLP	100 INTERNATIONAL DR STE 2000 BALTIMORE, MD 21202-4676	Legal
BURLESON LLP	700 MILAM ST STE 1100 HOUSTON, TX 77002-2815	Legal
WOODBURN AND WEDGE	ATTORNEYS & COUNSELORS AT LAW PO BOX 2311 RENO, NV 89505-2311	Legal
TJORNEHOJ & HACK LLC	230 MAIN ST STE A LONGMONT, CO 80501-5915	Legal
MCELROY, SULLIVAN, MILLER, WEBER & OLMSTEAD, LLP	PO BOX 12127 AUSTIN, TX 78711-2127	Legal
HOLLAND & HART LLP	PO BOX 17283 DENVER, CO 80217-0283	Legal
MCAFEE & TAFT, P.C.	211 N ROBINSON AVE OKLAHOMA CITY, OK 73102- 7139	Legal



POTTER MINTON, A PROFESSIONAL CORPORATION	500 PLAZA TOWER 110 N COLLEGE TYLER, TX 75702-7214	Legal
JAMES L. MEYER	ATTORNEY AT LAW PO BOX 73 FLINT, TX 75762-0073	Legal
LISKOW & LEWIS	ONE SHELL SQUARE 701 POYDRAS ST STE 5000 NEW ORLEANS, LA 70139	Legal
WILLIAMS & LINDAHL, L.L.P.	ATTORNEY AT LAW 11111 KATY FRWY, STE 600 HOUSTON, TX 77079-2116	Legal
LEWIS ROCA ROTHGERBER LLP	201 E WASHINGTON ST STE 1200 PHOENIX, AZ 85004-2595	Legal
LANDRITH, LEHRBASS, SUAZO & GOOS, LLP	6230 LYNBROOK DR HOUSTON, TX 77057-1100	Legal
ALSTON & BIRD LLP	PO BOX 933124 ATLANTA, GA 31193-3124	Legal
CADWALADER, WICKERSHAM & TAFT LLP	PO BOX 5929 NEW YORK, NY 10087-5929	Legal
LOCKE LORD LLP	P.O. BOX 911541 DALLAS, TX 75391-1541	Legal
GASTON & THANHEISER, P.C.	712 MAIN STREET SUITE 820 HOUSTON, TX 77002-3201	Legal
R ALAN WOODARD	P.O. BOX 932 GOLDEN, CO 80402-0932	Legal
CROWLEY FLECK PLLP	P.O. BOX 30441 BILLINGS, MT 59107-0441	Legal

SCHWARTZ BON WALKER & STUDER	141 S CENTER ST STE 500 CASPER, WY 82601-2588	Legal
SKELTON SLUSHER BARNHILL WATKINS WELLS PLLC	1616 S CHESTNUT ST LUFKIN, TX 75901-5795	Legal