

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

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In re:	)	
	)	Chapter 11
SAMSON RESOURCES CORPORATION, <i>et al.</i> , <sup>1</sup>	)	Case No. 15-11934 (CSS)
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	Re: Docket No. 7

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**FINAL ORDER AUTHORIZING PAYMENT OF (I) MINERAL  
PAYMENTS AND (II) WORKING INTEREST DISBURSEMENTS**

Upon the motion (the "Motion"),<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for entry of a final order (this "Final Order"), (a) authorizing the payment or application of funds attributable to (i) mineral payments and (ii) working interest disbursements and (b) granting related relief, all as more fully described 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 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

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

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 Authorizing Payment of (I) Mineral Payments and (II) Working Interest Disbursements* [Docket No. 89] (the "First Interim Order") and the *Second Interim Order Authorizing Payment of (I) Mineral Payments and (II) Working Interest Disbursements* [Docket No. 187] (the "Second Interim Order"); and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at hearings before this Court (the "Hearings"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearings 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 final basis as set forth herein.
2. The Debtors are authorized, but not directed, to pay the Mineral Payees, in the ordinary course of business, the Mineral Payments in an amount not to exceed \$33.8 million on account of prepetition Mineral Payments.
3. The Debtors are authorized, but not directed, to pay or apply the Working Interest Disbursements, in the ordinary course of business in an amount not to exceed \$35.6 million on account of prepetition Working Interest Disbursements.
4. The Debtors shall provide notice of the preliminary amounts of any proposed payments or distributions in excess of \$10,000 to be made on or before a date to be mutually agreed upon by the Debtors and the official committee of unsecured creditors (the "Committee") for each calendar month on account of prepetition Mineral Payments and Working Interest Disbursements, together with reasonable information regarding such Mineral Payments and Working Interest Disbursements, to the Committee, the agent under the Debtors' first lien credit

facility (the "First Lien Agent"), and the agent under the Debtors' second lien credit facility (the "Second Lien Agent") on or before a date to be mutually agreed upon by the Debtors and the Committee for each calendar month and shall provide notice of the final amounts of any such proposed payments to the extent such final amount exceeds the preliminary amount for any individual payment on or before a date to be mutually agreed upon by the Debtors and the Committee for each calendar month; *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 use reasonable best efforts to 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 distributions at any time prior to a date to be mutually agreed upon by the Debtors and the Committee by notifying the Debtors of such objection, without the need to file a formal objection with the 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 by the Committee, the First Lien Agent, or the Second Lien Agent pending the resolution of such objection either by mutual agreement among the parties or by a ruling of the Court; *provided* that the Debtors may make any such payment if the objection has not been resolved by a date to be mutually agreed upon by the Debtors and the Committee for each calendar month; *provided, further*, that any recipient of such payment made before

resolution of an applicable objection shall be provided notice that payment is subject to such unresolved objection and may be subject to avoidance under paragraph 4 hereof.

5. If any Mineral Payee, Working Interest Holder, or other party accepts payment of a Mineral Payment or Working Interest Disbursement under the First Interim Order, the Second Interim Order, or this Final Order, and the Debtors' interest in such Mineral Payment or Working Interest Disbursement subsequently are recharacterized or otherwise determined by the Court after notice and a hearing to constitute property of the Debtors' estates, the Debtors (and, upon obtaining further approval of this 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 Mineral Payee, Working Interest Holder, or other 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.

6. Any Working Interest Holder, Mineral Payee, or any other party that accepts payment from the Debtors on account of a Working Interest, Working Interest Disbursement, Interest Burden, or Mineral Payment, shall be deemed to have agreed to the terms and provisions of this Final Order; *provided* that the acceptance of any such payment by XTO Energy, Inc., the heirs of William James Seamster, and/or LLOYD and Mary Ness shall not preclude or bar any such party from subsequently (a) asserting that the payment received was insufficient and seeking to recover the full amount owed to it, or (b) asserting that the Debtors improperly set off

amounts owed to such party in satisfaction of Joint Interest Billions and seeking to recover the full amount owed to it..

7. The Debtors shall provide monthly reporting of all payments or distributions made on account of prepetition Mineral Payments and Working Interest Disbursements to the Committee.

8. The Debtors are authorized, but not directed, to setoff Working Interest Disbursements against Joint Interest Billings pursuant to agreement or applicable law in the ordinary course of business.

9. 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 Final Order.

10. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in the Motion, the First Interim Order, the Second Interim Order, or this Final Order or any payment made pursuant to this Final 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.

11. The Debtors are authorized to issue postpetition checks, or to affect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that previously

were voided or dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with any of the Mineral Payments.

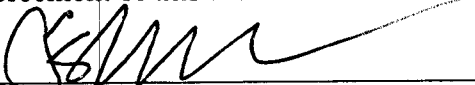
12. Notice of the Motion satisfies the requirements of Bankruptcy Rule 6004(a).

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

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

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

Dated: October 29, 2015  
Wilmington, Delaware

  
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THE HONORABLE CHRISTOPHER S. SONTCHI  
UNITED STATES BANKRUPTCY JUDGE