

**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

**ORDER AUTHORIZING THE DEBTORS TO PAY CERTAIN EMPLOYEE
COMPENSATION REQUESTED BY THE DEBTORS' MOTION FOR
INTERIM AND FINAL ORDERS 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") filed on September 17, 2015, for entry of an order, authorizing the Debtors to (a) pay prepetition wages, salaries, other compensation, and reimbursable expenses, (b) continue ordinary course incentive programs for non-insiders, and (c) continue employee benefits programs in the ordinary course of business, including payment of certain prepetition obligations related thereto [Docket No. 4], 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

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.

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 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 upon this Court having entered a first interim order on September 22, 2015 relating to certain relief requested in the Motion [Docket No. 86] (the "First Interim Order"); and upon this Court having entered a second interim order on October 14, 2015 relating to certain relief requested in the Motion [Docket No. 185] (the "Second Interim Order"); and upon this Court having entered a final order on October 29, 2015 relating to certain relief requested in the Motion [Docket No. 293] (the "Final Order"); and the Final Order having adjourned consideration of whether the Debtors may make any severance payments or payments under any Non-Insider Employee Incentive Programs to Employees with the title of "vice president" to a hearing originally scheduled for November 16, 2015 (the "Adjourned Matters"); and no parties having objected to the Adjourned Matters; 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 final basis as set forth herein.

2. The Debtors are authorized but not directed to make severance payments or payments under any Non-Insider Employee Incentive Programs to Employees with the title of “vice president”; *provided* that the Debtors shall only be authorized to make payments to such Employees on account of the Quarterly Incentive Program earned for the fourth quarter of 2015 and that the Debtors shall not be authorized to pay each such Employee more than such Employee’s Maximum Quarterly Incentive for the fourth quarter of 2015 without the prior written consent of 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”).

3. 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.

4. The Debtors shall provide notice of any proposed severance payments or payments under any Non-Insider Employee Incentive Programs to Employees with the title of “vice president” to the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”), the Committee, the First Lien Agent, and the Second Lien Agent ten (10) business days before making such payment pursuant to this order; *provided* that if additional supporting material for such payments are reasonably identified and requested by the U.S. Trustee, the Committee, the First Lien Agent, or the Second Lien Agent following such notice, the Debtors shall provide such material. The U.S. Trustee, the Committee, the First Lien Agent, and the Second Lien Agent shall have the right to object to any such payment at least five (5) business days prior to the proposed payment date 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 U.S. Trustee, the Committee, the First Lien Agent, or the Second Lien Agent, as applicable, and the parties shall make good faith efforts to resolve such objections 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.

5. The rights of all parties in interest are reserved with respect to whether the payments authorized under this order (a) should be surcharged against the prepetition lenders' collateral or (b) give rise to a claim for adequate protection.

6. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in the Motion or this order or any payment made pursuant to this order shall create or give rise to any administrative expense claim to the extent such claim would not otherwise be entitled to administrative expense priority.

7. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in the Motion or this order or any payment made pursuant to this order shall constitute, nor is it intended to constitute, (a) an admission as to the validity or priority of any claim or lien against the Debtors, (b) a waiver of the Debtors' rights to subsequently dispute such claim or lien, (c) a waiver of any avoidance action, (d) the assumption or adoption of any agreement, contract, or lease under section 365 of the Bankruptcy Code, or (e) a finding or evidence as to whether any Employee is or was at any time an "insider" of any of the Debtors.

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 order.

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

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

11. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this order in accordance with the Motion.

12. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this order.

Dated: November 17, 2015
Wilmington, Delaware



THE HONORABLE CHRISTOPHER S. SONTCHI
UNITED STATES BANKRUPTCY JUDGE