

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

In re:

SAMSON RESOURCES CORPORATION, *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 15-11934 (CSS)
)
) (Jointly Administered)
)
) Re: Docket No. 4

**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, 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 venue of this proceeding and the Motion in

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.

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 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 as set forth herein.
2. The final hearing on the Motion shall be held on October 14, 2015, at 10:00 a.m., prevailing Eastern Time. Any objections or responses to entry of a final order on the Motion shall be filed on or before 4:00 p.m., prevailing Eastern Time, on October 7, 2015, and shall be served on: (a) the Debtors, Two West Second Street, Tulsa, Oklahoma 74103, Attn: Andrew Kidd; (b) proposed counsel to the Debtors, Kirkland & Ellis LLP, 601 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) the official committee of unsecured creditors (if any) appointed in these chapter 11 cases and their

counsel; (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) counsel to the administrative agent for the Debtors' second lien term loan, Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, New York 10019, Attn: Margot B. Schonholtz and Ana Alfonso; (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. In the event no objections to entry of a final order on the Motion are timely received, this Court may enter such final order without need for the final hearing.

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 any new employee incentive programs or severance programs without seeking authority from the Court by separate motion.

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 \$2,570,000; *provided* that pending entry of the final order, the Debtors are not authorized to honor obligations under the Severance Programs, 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	\$1,000,000
Life and AD&D Insurance	\$13,000
Disability Benefits	\$2,000
Workers' Compensation Program	-
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
Severance	
Severance Programs	-
Postpetition Non-Employee Director Compensation	
Director Compensation	-
Total	\$2,567,600

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 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.

12. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this 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 interim order.

Dated: September 22 2015
Wilmington, Delaware



CHRISTOPHER S. SONTCHI
UNITED STATES BANKRUPTCY JUDGE