

**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 (BLS) |
| |) | |
| Reorganized Debtors. |) | (Jointly Administered) |
| |) | |
| |) | Re: Docket No: 2946 |
| |) | |

**ORDER SUSTAINING REORGANIZED DEBTORS' TWELFTH OMNIBUS
(SUBSTANTIVE) OBJECTION TO CERTAIN (I) OVERSTATED, (II) NO LIABILITY,
AND/OR (III) SUBSTANTIVE DUPLICATE CLAIMS PURSUANT TO SECTION 502(b)
OF THE BANKRUPTCY CODE, BANKRUPTCY RULES 3001, 3003, AND 3007, AND
LOCAL BANKRUPTCY RULE 3007-1**

Upon the objection (the "Objection")² of the above-captioned reorganized debtors (collectively, the "Reorganized Debtors"), for entry of an order (this "Order"), disallowing the Claims set forth on Exhibits 1-3 attached hereto, all as set forth in the Objection and the Brown Declaration; and the Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of these cases and the Objection in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Objection is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and the Court having found that the Reorganized Debtors provided

¹ The Reorganized 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 Reorganized Debtor Samson Resources Corporation's corporate headquarters and the Reorganized Debtors' service address is: 15 East 5th Street, Suite 1000, Tulsa, Oklahoma 74103.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Objection.

appropriate notice of the Objection and the opportunity for a hearing on the Objection (the "Hearing") under the circumstances; and the Court having reviewed the Objection and having heard the statements in support of the relief requested therein at the Hearing, if any; and the Court having determined that the legal and factual bases set forth in the Objection and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Objection is sustained as set forth herein.
2. The Overstated Claims set forth on the attached Exhibit 1 are hereby modified as provided on the attached Exhibit 1.
3. The No Liability Claims set forth on the attached Exhibit 2 are hereby disallowed in their entirety.
4. The Substantive Duplicate Claims set forth on the attached Exhibit 3 under the heading "Claims to be Disallowed" are hereby disallowed in their entirety. The claims listed under the heading "Surviving Claims" shall remain on the Claims Register, subject to the Reorganized Debtors' further objections on any other substantive and/or non-substantive grounds.
5. The Claims Agent is authorized to modify the Claims Register to comport with the entry of this Order.
6. 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 particular claim (including the Claims) against a Debtor or Reorganized Debtor entity; (b) a waiver of the Reorganized Debtors' rights to dispute any particular claim (including the Claims)

on any grounds; (c) a promise or requirement to pay any particular claim (including the Claims); (d) an implication or admission that any particular claim is of a type specified or defined in this Objection (except as set forth herein); (e) an admission by the Reorganized Debtors that any contract or lease is executory or unexpired, as applicable; (f) a waiver or limitation of the Reorganized Debtors' rights under the Bankruptcy Code or any other applicable law; (g) a request or authorization to assume or reject any agreements under section 365 of the Bankruptcy Code; (h) a waiver of any party's rights to assert that any other party is in breach or default of any agreement; or (i) an admission that any contract or lease is integrated with any other contract or lease.

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

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

9. This Court shall retain exclusive jurisdiction to resolve any dispute arising from or related to this Order.

Wilmington, Delaware
Dated: Jan. 5, 2018



THE HONORABLE BRENDAN LINEHAN SHANNON
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1 to EXHIBIT A

Overstated Claims

Samson Resources Corporation, et al.

OMNIBUS TWELVE : SUBSTANTIVE : EXHIBIT A - MODIFIED AMOUNT CLAIMS

| | NAME | CLAIM # | DEBTOR | ASSERTED CLASS | AMOUNT | DEBTOR | MODIFIED CLASS | AMOUNT |
|--|---|---------|-----------------------------|----------------|--------------|-----------------------------|----------------|-------------|
| 1 | APACHE CORPORATION ATTN CHRIS BARNES 2000 POST OAK BLVD STE 100 HOUSTON, TX 77056 | 2056 | Samson Lone Star, LLC | Secured | \$3,157.44* | Samson Lone Star, LLC | Secured | \$174.42 |
| REASON: Wells Byrum #2-11 and Byrum 1-11 associated with asserted liabilities were sold, as such Debtors show no liability within their books and records. Additionally, Debtors books and records show a total amount due on the Stiles well of \$174.42. | | | | | | | | |
| 2 | EVERVEST OPERATING LLC C/O ENERVEST LTD ATTN ERIKA ANDERSON 1001 FANNIN STE 800 HOUSTON, TX 77002 | 748 | Samson Resources Company | Secured | \$93,132.29 | Samson Resources Company | Secured | \$62,853.54 |
| REASON: Invoice number 163823 was partially paid in the amount of \$23,810.16 on check number 2000245131 on 8/26/2015. Additionally, based upon the Debtors' books and records, the remaining amounts due on account of invoice numbers 163823, 168170, 168175, 170414, 179110, and 179114 is \$62,853.54. | | | | | | | | |
| | PANOLA COUNTY C/O PERDUE BRANDON FIELDER COLLINS & MOTT LLP ATTN TAB BEALL PO BOX 2007 TYLER, TX 75710-2007 | 2961 | Samson Lone Star, LLC | Administrative | \$79,771.47* | Samson Lone Star, LLC | Administrative | \$402.07 |
| REASON: Royalty interest associated with parcel ID's 9287538 and 9287539 do not belong to the Debtors. As such, Debtors show no liability related to these parcels within its books and records. Debtors' books and records show a total liability related to this claim of \$402.07. | | | | | | | | |
| TOTAL | | | | | \$176,061.20 | TOTAL | | \$3,430.03 |

* - Indicates claim contains unliquidated and/or undetermined amounts

EXHIBIT 2 to EXHIBIT A

No Liability Claims

Samson Resources Corporation, et al.

OMNIBUS TWELVE : SUBSTANTIVE : EXHIBIT B - NO LIABILITY

| | NAME | CASE NUMBER | DEBTOR NAME | FILED DATE | CLAIM # | TOTAL CLAIM DOLLARS | REASON FOR PROPOSED DISALLOWANCE |
|---|---|-------------------|------------------------------|------------|---------|---------------------|--|
| 1 | ANADARKO PETROLEUM CORPORATION C/O HAYNES & BOONE LLP ATTN IAN T PECK 301 COMMERCE ST STE 2600 FORT WORTH, TX 76102 | 15-11942 (CSS) | Samson Resources Company | 11/23/2015 | 2481 | \$39,709.00* | Based on the Debtors' books and records, the claim is based on gas balancing and no such amounts are due and owing. |
| 2 | APACHE CORPORATION ATTN CHRIS BARNES 2000 POST OAK BLVD STE 100 HOUSTON, TX 77056 | 15-11942 (CSS) | Samson Resources Company | 11/20/2015 | 2057(a) | \$3,268,846.40* | A portion of the claim was paid on 4/3/2009 in the amount of \$98,768.29. Pursuant to the Debtors' books and records as of the petition date, the Debtors have no outstanding liability related to this claim. |
| 3 | APACHE CORPORATION ATTN CHRIS BARNES 2000 POST OAK BLVD STE 100 HOUSTON, TX 77056 | 15-11935 (CSS) | Geodyne Resources, Inc. | 11/20/2015 | 2058 | \$57,375.44* | Pursuant to the Debtors' books and records as of the petition date, the Debtors have no outstanding liability related to this claim. |
| 4 | APACHE CORPORATION ATTN CHRIS BARNES 2000 POST OAK BLVD STE 100 HOUSTON, TX 77056 | 15-11941 (CSS) | Samson Lone Star, LLC | 11/20/2015 | 2059 | \$82,563.82 | Pursuant to the Debtors' books and records as of the petition date, the Debtors have no outstanding liability related to this claim. |
| 5 | FORT ELLIOTT CONSOLIDATED INDEPENDENT SCHOOL DIST ATTN D'LAYNE CARTER PO BOX 9132 AMARILLO, TX 79105-9132 | 15-11934 (CSS) | Samson Resources Corporation | 02/23/2016 | 2784 | \$24,036.69 | Based on the Debtors' books and records, the Debtors have properly paid all taxes due and owing. |
| 6 | HANSFORD COUNTY ATTN D'LAYNE CARTER PO BOX 9132 AMARILLO, TX 79105-9132 | 15-11934 (CSS) | Samson Resources Corporation | 02/23/2016 | 2790 | \$232.01 | Well associated with the asserted liability was sold in 2014. Debtor shows no liability within its books and records. |

* - Indicates claim contains unliquidated and/or undetermined amounts
(a) Claim also contained on the Second Notice of Partial Satisfaction

Samson Resources Corporation, et al.

OMNIBUS TWELVE : SUBSTANTIVE : EXHIBIT B - NO LIABILITY

| | NAME | CASE NUMBER | DEBTOR NAME | FILED DATE | CLAIM # | TOTAL CLAIM DOLLARS | REASON FOR PROPOSED DISALLOWANCE |
|-------|---|-------------------|------------------------------|------------|---------|---------------------|--|
| 7 | HARTLEY COUNTY APPRAISAL DISTRICT ATTN D'LAYNE CARTER PO BOX 9132 AMARILLO, TX 79105-9132 | 15-11934 (CSS) | Samson Resources Corporation | 02/23/2016 | 2788 | \$81.62 | Well associated asserted liability was sold. Debtor shows no liability within its books and records. |
| 8 | REEVES COUNTY APPRAISAL DISTRICT COLLECTING PROPERTY TAXES FOR PECOS-BARSTOW-TOYAH ISD C/O MCCREARY VESELKA BRAGG & ALLEN PC ATTN LEE GORDON PO BOX 1269 ROUND ROCK, TX 78680-1269 | 15-11941 (CSS) | Samson Lone Star, LLC | 11/20/2015 | 2021 | \$5.48* | Properties associated with asserted liabilities were sold, as such Debtors show no liability within their books and records. |
| 9 | REEVES COUNTY APPRAISAL DISTRICT COLLECTING PROPERTY TAXES FOR PECOS-BARSTOW-TOYAH ISD C/O MCCREARY VESELKA BRAGG & ALLEN PC ATTN LEE GORDON PO BOX 1269 ROUND ROCK, TX 78680-1269 | 15-11934 (CSS) | Samson Resources Corporation | 11/20/2015 | 2012 | \$5.48* | Properties associated with asserted liabilities were sold, as such Debtors show no liability within their books and records. |
| 10 | SHERMAN COUNTY APPRAISAL DISTRICT ATTN D'LAYNE CARTER PO BOX 9132 AMARILLO, TX 79105-9132 | 15-11934 (CSS) | Samson Resources Corporation | 02/23/2016 | 2789 | \$61.59 | Well associated asserted liability was sold. Debtor shows no liability within its books and records. |
| 11 | TRIAD ENERGY CORP 6 NE 63RD STREET SUITE 220 OKLAHOMA CITY, OK 73105 | 15-11934 (CSS) | Samson Resources Corporation | 11/23/2015 | 2285 | \$53,531.48 | Wells associated with asserted liabilities were sold, as such Debtors show no liability within their books and records. |
| TOTAL | | | | | | \$3,625,217.40 | |

* - Indicates claim contains unliquidated and/or undetermined amounts
(a) Claim also contained on the Second Notice of Partial Satisfaction

EXHIBIT 3 to EXHIBIT A

Substantive Duplicate Claims

Samson Resources Corporation, et al.

OMNIBUS TWELVE: SUBSTANTIVE : EXHIBIT C -SUBSTANTIVE DUPLICATE CLAIMS

| CLAIMS TO BE DISALLOWED | | | | | SURVIVING CLAIMS | | | | | | |
|-------------------------|---|------------|-------------------|---------|---------------------|--|------------|-------------------|---------|---------------------|--|
| | NAME | DATE FILED | CASE NUMBER | CLAIM # | TOTAL CLAIM DOLLARS | NAME | DATE FILED | CASE NUMBER | CLAIM # | TOTAL CLAIM DOLLARS | REASON |
| 1 | PANOLA COUNTY C/O PERDUE BRANDON FIELDER COLLINS & MOTT LLP ATTN DAVID HUDSON PO BOX 2007 TYLER, TX 75710- 2007 | 05/23/2016 | 15-11941 (CSS) | 2869 | \$167.12 | PANOLA COUNTY C/O PERDUE BRANDON FIELDER COLLINS & MOTT LLP ATTN TAB BEALL PO BOX 2007 TYLER, TX 75710-2007 | 03/27/2017 | 15-11941 (CSS) | 2961 | \$79,771.47* | The alleged debt and the basis for such claim is captured and restated, in whole, in the proofs of claim listed in the column entitled "Surviving Claim #." Thus, the claim to be disallowed is redundant of the Surviving Claims. |
| TOTAL | | | | | \$167.12 | | | | | | |

* - Indicates claim contains unliquidated and/or undetermined amounts