



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 (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 pay the Mineral Payees, in the ordinary course of business, the Mineral Payments, in an interim amount not to exceed \$15.9 million on account of the prepetition Mineral Payments.

4. The Debtors are authorized, but not directed, to pay or apply the Working Interest Disbursements, in the ordinary course of business, in an interim amount not to exceed \$14.8 million on account of the prepetition Working Interest Disbursements.

5. 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.

6. Until entry of the Final Order, the Debtors will provide three (3) business days' notice to counsel to the agent under the Debtors' first lien revolving credit facility, counsel to the agent under the Debtors' second lien term loan facility, and counsel to the ad hoc group of senior noteholders of any proposed payments or distributions on account of prepetition Mineral Payments and Working Interest Disbursements greater than \$10,000, individually, and the ad hoc group of senior noteholders shall have the right to object to any such payment or distribution at

any time prior to the proposed payment or distribution date by notifying the Debtors of such objection, without the need to file a formal objection with the Bankruptcy Court.. Upon receiving any such objection, the Debtors shall consult with the ad hoc group of senior noteholders, 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 such objection pending the resolution of such objection either by mutual agreement among the parties or by a ruling by the Bankruptcy Court.

7. 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 Interim Order.

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

9. The content of the Motion satisfies the requirements of Bankruptcy Rule 6003(b).

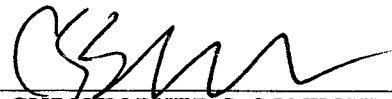
10. Notice of the Motion satisfies the requirements of Bankruptcy Rule 6004(a).

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

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. The 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



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CHRISTOPHER S. SONTCHI  
UNITED STATES BANKRUPTCY JUDGE