

**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 (____)
	)	
Debtors.	)	(Joint Administration Requested)
	)	
	)	

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**DEBTORS’ MOTION FOR ENTRY OF INTERIM AND  
FINAL ORDERS (I) APPROVING THE DEBTORS’ PROPOSED  
ADEQUATE ASSURANCE OF PAYMENT FOR FUTURE UTILITY SERVICES,  
(II) PROHIBITING UTILITY COMPANIES FROM ALTERING, REFUSING, OR  
DISCONTINUING SERVICES, AND (III) APPROVING THE DEBTORS’ PROPOSED  
PROCEDURES FOR RESOLVING ADEQUATE ASSURANCE REQUESTS**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) respectfully state the following in support of this motion.

**Relief Requested**

1. The Debtors seek entry of the interim and final orders, substantially in the forms attached hereto as **Exhibit A** and **Exhibit B**, respectively: (a) (i) approving the Debtors’ proposed adequate assurance of payment for future utility services; (ii) prohibiting utility companies from altering, refusing, or discontinuing service; and (iii) approving the Debtors’ proposed procedures for resolving adequate assurance requests; and (b) scheduling a final hearing to consider entry of the final order within approximately 25 days of the commencement of these chapter 11 cases.

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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.

### **Jurisdiction and Venue**

2. The United States Bankruptcy Court for the District of Delaware (the “Court”) has 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. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). The Debtors confirm their consent, pursuant to rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), to the entry of a final order by the Court in connection with this motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

3. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The statutory bases for the relief requested herein are sections 105(a) and 366 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 6003 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rule 9013-1(m).

### **Background**

5. The Debtors are a privately held onshore oil and gas exploration and production company with headquarters in Tulsa, Oklahoma and operations primarily located in Colorado, Louisiana, North Dakota, Oklahoma, Texas and Wyoming. The Debtors operate, or have royalty or working interests in, approximately 8,700 oil and gas production sites.

6. Each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code on September 16, 2015 (the “Petition Date”). The facts and circumstances supporting this motion are set forth in the *Declaration of Philip Cook in Support of Chapter 11 Petitions and First Day Motions* [Docket No. 2], which is incorporated by reference.

7. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors have concurrently filed a motion requesting procedural consolidation and joint administration of these chapter 11 cases pursuant to Bankruptcy Rule 1015(b).

### **Utility Services and Proposed Adequate Assurance**

#### **I. The Utility Services and Utility Companies**

8. In connection with the operation of their businesses and management of their properties, the Debtors obtain electricity, natural gas, propane, telecommunications, water, waste management (including sewer and trash), internet, cable, and other similar services (collectively, the “Utility Services”) from a number of utility companies or brokers (collectively, the “Utility Companies”). A nonexclusive list of the Utility Companies and their affiliates that provide Utility Services to the Debtors as of the Petition Date (the “Utility Services List”) is attached hereto as **Exhibit C**.<sup>2</sup> The relief requested herein is requested with respect to all Utility Companies providing Utility Services to the Debtors.

9. Uninterrupted Utility Services are essential to the Debtors’ ongoing business operations, and hence the overall success of these chapter 11 cases. The Debtors’ business involves exploring, developing, producing, and marketing oil and natural gas through horizontal and vertical drilling techniques. In order to successfully locate, develop, extract, and market oil and natural gas from the ground, the Debtors must maintain the ability to run their exploration and production equipment in a near-constant state. The Debtors’ operations also require electricity and gas for lighting, heating, and air conditioning. In addition to the exploration and

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<sup>2</sup> The inclusion of any entity on, or the omission of any entity from, the Utility Services List is not an admission by the Debtors that such entity is, or is not, a utility within the meaning of section 366 of the Bankruptcy Code, and the Debtors reserve all rights with respect to any such determination.

production processes conducted in the field, the Debtors operate a corporate office as well as several regional and field offices responsible for ensuring the smooth operation of the Debtors' business. These offices require electricity, telecommunications, internet, water, and waste management (including sewer and trash) services to operate in each of their respective locations. Should any Utility Provider refuse or discontinue service, even for a brief period, the Debtors' business operations would be severely disrupted, and such disruption would jeopardize the Debtors' ability to manage their reorganization efforts. Accordingly, it is essential that the Utility Services continue uninterrupted during the chapter 11 cases.

10. To the best of the Debtors' knowledge, there are no defaults or arrearages with respect to the Debtors' undisputed invoices for prepetition Utility Services. On average, the Debtors pay approximately \$793,000 each month for third-party Utility Services, calculated as a historical average payment for the twelve-month period ended July 31, 2015. Accordingly, the Debtors estimate that their cost for Utility Services during the next 30 days (not including any deposits to be paid) will be approximately \$793,000. Two Utility Companies hold deposit of approximately \$75,000 and \$33,000 from the Debtors. To the best of the Debtors' knowledge, the Debtors do not have any existing prepayments with respect to any Utility Companies.

## **II. Proposed Adequate Assurance of Payment**

11. The Debtors intend to pay postpetition obligations owed to the Utility Companies in a timely manner. Cash held by the Debtors, cash generated in the ordinary course of business, and cash available to the Debtors, will provide sufficient liquidity to pay the Debtors' Utility Service obligations in accordance with prepetition practice.

12. To provide additional assurance of payment, the Debtors propose to deposit into a segregated account \$396,000.00 (the "Adequate Assurance Deposit"), which represents an amount equal to approximately one half of the Debtors' average monthly cost of Utility Services,

calculated based on the Debtors' average third-party utility expenses over the 12 months ended July 31, 2015. The Adequate Assurance Deposit will be held in the segregated account at JPMorgan Chase Bank, NA for the benefit of the Utility Companies (the "Adequate Assurance Account") and for the duration of these chapter 11 cases and may be applied to any postpetition defaults in payment to the Utility Companies. The Adequate Assurance Deposit will be held by the Debtors; and the Debtors' creditors will have no lien on any Adequate Assurance Deposit or the Adequate Assurance Account. The Debtors submit that the Adequate Assurance Deposit, in conjunction with the Debtors' ability to pay for future utility services in accordance with prepetition practice (collectively, the "Proposed Adequate Assurance"), constitutes sufficient adequate assurance to the Utility Companies in full satisfaction of section 366 of the Bankruptcy Code.

### **III. The Adequate Assurance Procedures**

13. In light of the severe consequences to the Debtors' businesses and operations that would result from any interruption in Utility Services, but recognizing the right of the Utility Providers to evaluate the Proposed Adequate Assurance, if a Utility Provider believes additional adequate assurance is required, it may request such assurance pursuant to the Adequate Assurance Procedures below:

- a. The Debtors will serve a copy of this motion and the order granting the relief requested herein to each Utility Company within three business days after entry of the order by the Court.
- b. Subject to paragraphs (f)–(i) herein, the Debtors will deposit the Adequate Assurance Deposit, in the aggregate amount of \$396,000.00, in the Adequate Assurance Account within five business days after entry of the order granting this motion.
- c. Each Utility Company shall be entitled to the funds in the Adequate Assurance Account in the amount set forth for such Utility Company in the column labeled "Proposed Adequate Assurance" on the Utility Services List.

- d. If an amount relating to Utility Services provided postpetition by a Utility Company is unpaid, and remains unpaid beyond any applicable grace period, such Utility Company may request a disbursement from the Adequate Assurance Account by giving notice to: (i) the Debtors, Two West Second Street, Tulsa, Oklahoma 74103, Attn: Andrew Kidd; (ii) 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; (iii) proposed co-counsel to the Debtors, Klehr Harrison Harvey Branzburg LLP, 919 N. Market Street, Suite 1000, Wilmington, Delaware 19801, Attn: Domenic E. Pacitti; (iv) 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; (v) the official committee of unsecured creditors (if any) appointed in these chapter 11 cases and its counsel; (vi) 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; (vii) 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; (viii) 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; and (ix) to the extent not listed herein, those parties requesting notice pursuant to Bankruptcy Rule 2002 (collectively, the "Notice Parties"). The Debtors shall honor such request within five business days after the date the request is received by the Debtors, subject to the ability of the Debtors and any such requesting Utility Company to resolve any dispute regarding such request without further order of the Court. To the extent a Utility Company receives a disbursement from the Adequate Assurance Account, the Debtors shall replenish the Adequate Assurance Account in the amount disbursed.
- e. The portion of the Adequate Assurance Deposit attributable to each Utility Company shall be returned to the Debtors on the earlier of (i) reconciliation and payment by the Debtors of the Utility Company's final invoice in accordance with applicable nonbankruptcy law following the Debtors' termination of Utility Services from such Utility Company and (ii) the effective date of any chapter 11 plan approved in these chapter 11 cases.
- f. Any Utility Company desiring additional assurances of payment in the form of deposits, prepayments, or otherwise must serve a request for additional assurance (an "Additional Assurance Request") on the Notice Parties.

- g. Any Additional Assurance Request must (i) be in writing, (ii) identify the location for which the Utility Services are provided, (iii) summarize the Debtors' payment history relevant to the affected account(s), (iv) certify the amount that is equal to two weeks of the Utility Services the Utility Company provides to the Debtors, calculated as a historical average over the 12 month period ended July 31, 2015, and (v) certify that the Utility Company does not already hold a deposit equal to or greater than two weeks of Utility Services.
- h. Any Additional Assurance Request may be made at any time. If a Utility Company fails to file and serve a timely Additional Assurance Request, the Utility Company shall be (i) deemed to have received "satisfactory" adequate assurance of payment in compliance with section 366 of the Bankruptcy Code and (ii) forbidden from discontinuing, altering, or refusing Utility Services to, or discriminating against, the Debtors on account of any unpaid prepetition charges, or requiring additional assurance of payment other than the Proposed Adequate Assurance.
- i. Upon the Debtors receipt of any Additional Assurance Request, the Debtors shall promptly negotiate with such Utility Company to resolve such Utility Company's Additional Assurance Request to negotiate with such Utility Company to resolve such Utility Company's Additional Assurance Request.
- j. The Debtors may, in their sole discretion, and without further order from the Court, resolve any Additional Assurance Request by mutual agreement with a Utility Company and, the Debtors may, in connection any such agreement, provide a Utility Company with additional adequate assurance of payment, including, but not limited to, cash deposits, prepayments, or other forms of security if the Debtors believe such additional assurance is reasonable, subject to the terms of any collateral orders entered by the Court.
- k. If the Debtors and the Utility Company are not able to reach an alternative resolution within 14 days of receipt of the Adequate Assurance Request, the Debtors will request a hearing before the Court at the next regularly scheduled omnibus hearing to determine the adequacy of assurances of payment with respect to a particular Utility Company (the "Determination Hearing") pursuant to section 366(c)(3) of the Bankruptcy Code.
- l. Pending resolution of any such Determination Hearing, the Utility Company filing such Additional Assurance Request shall be prohibited from altering, refusing, or discontinuing Utility Services to the Debtors on account of unpaid charges for prepetition services or on account of any objections to the Proposed Adequate Assurance.

#### IV. Modifications to the Utility Services List

14. To the extent the Debtors identify new or additional Utility Companies or discontinue services from existing Utility Companies, the Debtors seek authority to add or remove parties from the Utility Services List. For any Utility Company that is subsequently added to the Utility Services List, the Debtors will serve such Utility Company with a copy of the Court's order regarding Utility Services, including the Adequate Assurance Procedures. The Debtors request that the terms of such Utility Services order and the Adequate Assurance Procedures apply to any subsequently identified Utility Company.

#### **Basis for Relief**

15. As discussed above, section 366 of the Bankruptcy Code protects a debtor against the immediate termination or alteration of utility services after the Petition Date. *See* 11 U.S.C. § 366. Section 366(c) of the Bankruptcy Code requires the debtor to provide “adequate assurance” of payment for postpetition services in a form “satisfactory” to the utility company within thirty days of the petition, or the utility company may alter, refuse, or discontinue service. 11 U.S.C. § 366(c)(2). Section 366(c)(1) of the Bankruptcy Code provides a non-exhaustive list of examples for what constitutes “assurance of payment.” 11 U.S.C. § 366(c)(1). Although assurance of payment must be “adequate,” it need not constitute an absolute guarantee of the debtors’ ability to pay. *See, e.g., In re Great Atl. & Pac. Tea Co.*, 2011 WL 5546954, at \*5 (Bankr. S.D.N.Y. Nov. 14, 2011) (finding that “[c]ourts will approve an amount that is adequate enough to insure against unreasonable risk of nonpayment, but are not required to give the equivalent of a guaranty of payment in full”); *In re Caldor, Inc.*, 199 B.R. 1, 3 (S.D.N.Y. 1996) (“Section 366(b) requires . . . ‘adequate assurance’ of payment. The statute does not require an absolute guarantee of payment.” (citation omitted)), *aff’d sub nom. Va. Elec. & Power Co. v. Caldor, Inc.*, 117 F.3d 646 (2d Cir. 1997).

16. When considering whether a given assurance of payment is “adequate,” the Court should examine the totality of the circumstances to make an informed decision as to whether the Utility Company will be subject to an unreasonable risk of nonpayment. *See In re Keydata Corp.*, 12 B.R. 156, 158 (B.A.P. 1st Cir. 1981) (citing *In re Cunha*, 1 B.R. 330 (Bankr. E.D. Va. 1979)); *In re Adelpia Bus. Solutions, Inc.*, 280 B.R. 63, 82–83 (Bankr. S.D.N.Y. 2002). In determining the level of adequate assurance, however, “a bankruptcy court must focus upon the need of the utility for assurance, and . . . require that the debtor supply no more than that, since the debtor almost perforce has a conflicting need to conserve scarce financial resources.” *Va. Elec. & Power Co.*, 117 F.3d at 650 (internal quotations omitted) (citing *In re Penn Jersey Corp.*, 72 B.R. 981, 985 (Bankr. E.D. Pa. 1987)).

17. Here, the Utility Companies are adequately assured against any risk of nonpayment for future services. The Adequate Assurance Deposit and the Debtors’ ongoing ability to meet obligations as they come due in the ordinary course, provides assurance of the Debtors’ payment of their future obligations. Moreover, termination of the Utility Services could result in the Debtors’ inability to operate its business to the detriment of all stakeholders. *Cf. In re Monroe Well Serv., Inc.*, 83 B.R. 317, 321–22 (Bankr. E.D. Pa. 1988) (noting that without utility service the debtors “would have to cease operations” and that section 366 of the Bankruptcy Code “was intended to limit the leverage held by utility companies, not increase it”).

18. Courts are permitted to fashion reasonable procedures, such as the Adequate Assurance Procedures proposed herein, to implement the protections afforded under section 366 of the Bankruptcy Code. *See, e.g., In re Circuit City Stores Inc.*, No. 08-35653, 2009 WL 484553, at \*5 (Bankr. E.D. Va. Jan. 14, 2009) (stating that “[t]he plain language of §366 of the Bankruptcy Code allows the court to adopt the Procedures set forth in the Utility Order”). Such

procedures are important because, without them, the Debtors “could be forced to address numerous requests by utility companies in an unorganized manner at a critical period in their efforts to reorganize.” *Id.* Here, notwithstanding a determination that the Debtors’ Proposed Adequate Assurance constitutes sufficient adequate assurance, any rights the Utility Companies believe they have under sections 366(b) and (c)(2) of the Bankruptcy Code are wholly preserved under the Adequate Assurance Procedures. *See id.* at \*5–6. The Utility Companies still may choose, in accordance with the Adequate Assurance Procedures, to request modification of the Proposed Adequate Assurance. *See id.* at \*6. The Adequate Assurance Procedures, however, avoid a haphazard and chaotic process whereby each Utility Company could make an extortionate, last-minute demand for adequate assurance that would force the Debtors to pay under the threat of losing critical Utility Services. *See id.* at \*5.

19. Because the Adequate Assurance Procedures are reasonable and in accord with the purposes of section 366 of the Bankruptcy Code, the Court should grant the relief requested herein. Indeed, similar procedures have been approved by courts in this district. *See, e.g., In re GSE Environmental, Inc.*, No. 14-11126 (MFW) (Bankr. D. Del. May 30, 2014) (approving adequate assurance deposit equal to one half of debtor’s monthly utility expenses); *In re Sorenson Commc’ns, Inc.*, No. 14-10454 (BLS) (Bankr. D. Del. Mar. 26, 2014) (same); *In re Dolan Co.*, No. 14-10614 (BLS) (Bankr. D. Del. Mar. 25, 2014) (same); *In re FAH Liquidating Corp. f/k/a Fisker Auto. Holdings, Inc.*, No. 13-13087 (KG) (Bankr. D. Del. Dec. 16, 2013) (same); *In re Physiotherapy Holdings, Inc.*, No. 13-12965 (KG) (Bankr. D. Del. Dec. 6, 2013) (same); *In re Longview Power, LLC*, No. 13-12211 (BLS) (Bankr. D. Del. Sept. 25, 2013) (same).<sup>3</sup>

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<sup>3</sup> Because of the voluminous nature of the orders cited herein, such orders have not been attached to this Motion. Copies of these orders are available upon request to the Debtors’ proposed counsel.

20. Further, the Court possesses the power, under section 105(a) of the Bankruptcy Code, to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” 11 U.S.C. § 105(a). The Adequate Assurance Procedures and the Proposed Adequate Assurance are necessary and appropriate to carry out the provisions on the Bankruptcy Code, particularly section 366 thereof. Accordingly, the Court should exercise its powers under sections 366 and 105(a) of the Bankruptcy Code and approve both the Adequate Assurance Procedures and the Proposed Adequate Assurance.

**The Requirements of Bankruptcy Rule 6003 Are Satisfied**

21. Bankruptcy Rule 6003 empowers a court to grant relief within the first 21 days after the Petition Date “to the extent that relief is necessary to avoid immediate and irreparable harm.” For the reasons discussed above, prohibiting Utility Companies from altering or discontinuing services, authorizing the Debtors to deposit the Proposed Adequate Assurance and utilize the Adequate Assurance Procedures, and granting the other relief requested herein is integral to the Debtors’ ability to transition their operations into these chapter 11 cases. Failure to receive such authorization and other relief during the first 21 days of these chapter 11 cases would severely disrupt the Debtors’ operations at this critical juncture. For the reasons discussed herein, the relief requested is necessary in order for the Debtors to operate their business in the ordinary course and preserve the ongoing value of the Debtors’ operations and maximize the value of their estates for the benefit of all stakeholders. Accordingly, the Debtors submit that they have satisfied the “immediate and irreparable harm” standard of Bankruptcy Rule 6003 to support granting the relief requested herein.

**Waiver of Bankruptcy Rule 6004(a) and 6004(h)**

22. To implement the foregoing successfully, the Debtors request that the Court enter an order providing that notice of the relief requested herein satisfies Bankruptcy Rule 6004(a)

and that the Debtors have established cause to exclude such relief from the 14-day stay period under Bankruptcy Rule 6004(h).

**Notice**

23. The Debtors will provide notice of this motion to: (a) the Office of the U.S. Trustee for the District of Delaware; (b) the holders of the 50 largest unsecured claims against the Debtors (on a consolidated basis); (c) the agent under the Debtors' first lien credit facility; (d) counsel to the agent under the Debtors' first lien credit facility; (e) the agent under the Debtors' second lien credit facility; (f) counsel to the agent under the Debtors' second lien credit facility; (g) the indenture trustee under the Debtors' 9.75% senior notes due 2020; (h) counsel to certain majority holders of the existing common stock of the Debtors; (i) holders of the existing preferred stock of the Debtors; (j) counsel to holders of the existing preferred stock of the Debtors; (k) the United States Attorney's Office for the District of Delaware; (l) the Internal Revenue Service; (m) the United States Securities and Exchange Commission; (n) the Environmental Protection Agency and similar state environmental agencies for states in which the Debtors conduct business; (o) the Utility Companies on the Utility Service List; and (p) the state attorneys general for states in which the Debtors conduct business. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given

**No Prior Request**

24. No prior request for the relief sought in this motion has been made to this or any other court.

*[Remainder of page intentionally left blank]*

WHEREFORE, the Debtors respectfully request entry of interim and final orders, substantially in the forms attached hereto as **Exhibit A** and **Exhibit B**, respectively, (a) granting the relief requested herein, and (b) granting such other relief as is just and proper.

Dated: September 17, 2015  
Wilmington, Delaware

*/s/ Domenic E. Pacitti*

Domenic E. Pacitti (DE Bar No. 3989)

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*Proposed Co-Counsel for the Debtors and Debtors in Possession*

**EXHIBIT A**

**Proposed Interim Order**

**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 (___)
	)	
Debtors.	)	(Joint Administration Requested)
	)	
	)	Re: Docket No. _____

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**INTERIM ORDER (I) APPROVING THE DEBTORS’  
PROPOSED ADEQUATE ASSURANCE OF PAYMENT FOR  
FUTURE UTILITY SERVICES, (II) PROHIBITING UTILITY COMPANIES FROM  
ALTERING, REFUSING, OR DISCONTINUING SERVICES, AND (III) APPROVING  
THE DEBTORS’ PROPOSED PROCEDURES FOR RESOLVING ADEQUATE  
ASSURANCE REQUESTS**

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Upon the motion (the “Motion”)<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an interim order (this “Interim Order”),

(a) approving the Debtors’ Proposed Adequate Assurance of payment for future utility services,

(b) prohibiting Utility Companies from altering, refusing, or discontinuing services,

(c) approving the Debtors’ proposed procedures for resolving Adequate Assurance Requests, and

(d) scheduling a final hearing to consider approval of the Motion on a final basis; 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

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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.

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 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. Subject to the Adequate Assurance Procedures, 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 \_\_\_\_\_, 2015, at \_\_:\_\_ .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 \_\_\_\_\_, 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 shall serve a copy of the Motion and this Interim Order on each Utility Company listed on the Utility Services List no later than two business days after the date this Interim Order is entered.

4. No later than ten business days after the date this Interim Order is entered, the Debtors shall cause the Adequate Assurance Deposit to be deposited into a segregated account and held during the pendency of these chapter 11 cases.

5. The Adequate Assurance Deposit, together with the Debtors' ability to pay for future utility services in the ordinary course of business subject to the Adequate Assurance

Procedures, shall constitute adequate assurance of future payment as required by section 366 of the Bankruptcy Code.

6. Until such time as the Court enters a final order on the Motion, all Utility Companies are prohibited from altering, refusing, or discontinuing services on account of any unpaid prepetition charges, the commencement of these chapter 11 cases, or any perceived inadequacy of the Proposed Adequate Assurance.

7. The following Adequate Assurance Procedures are hereby approved on an interim basis:

- a. The Debtors will serve a copy of the Motion and this Interim order granting the relief requested herein to each Utility Company within three business days after entry of the order by the Court.
- b. Subject to paragraphs (f)–(i) herein, the Debtors will deposit the Adequate Assurance Deposit, in the aggregate amount of \$396,000.00, in the Adequate Assurance Account within five business days after entry of this Interim Order.
- c. Each Utility Company shall be entitled to the funds in the Adequate Assurance Account in the amount set forth for such Utility Company in the column labeled “Proposed Adequate Assurance” on the Utility Services List.
- d. If an amount relating to Utility Services provided postpetition by a Utility Company is unpaid, and remains unpaid beyond any applicable grace period, such Utility Company may request a disbursement from the Adequate Assurance Account by giving notice to: (i) the Debtors, Two West Second Street, Tulsa, Oklahoma 74103, Attn: Andrew Kidd; (ii) 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; (iii) proposed co-counsel to the Debtors, Klehr Harrison Harvey Branzburg LLP, 919 N. Market Street, Suite 1000, Wilmington, Delaware 19801, Attn: Domenic E. Pacitti; (iv) 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; (v) the official committee of unsecured creditors (if any) appointed in these chapter 11 cases and its counsel; (vi) 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; (vii) 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; (viii) 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; and (ix) to the extent not listed herein, those parties requesting notice pursuant to Bankruptcy Rule 2002 (collectively, the "Notice Parties"). The Debtors shall honor such request within five business days after the date the request is received by the Debtors, subject to the ability of the Debtors and any such requesting Utility Company to resolve any dispute regarding such request without further order of the Court. To the extent a Utility Company receives a disbursement from the Adequate Assurance Account, the Debtors shall replenish the Adequate Assurance Account in the amount disbursed.

- e. The portion of the Adequate Assurance Deposit attributable to each Utility Company shall be returned to the Debtors on the earlier of (i) reconciliation and payment by the Debtors of the Utility Company's final invoice in accordance with applicable nonbankruptcy law following the Debtors' termination of Utility Services from such Utility Company and (ii) the effective date of any chapter 11 plan approved in these chapter 11 cases.
- f. Any Utility Company desiring additional assurances of payment in the form of deposits, prepayments, or otherwise must serve a request for additional assurance (an "Additional Assurance Request") on the Notice Parties.
- g. Any Additional Assurance Request must (i) be in writing, (ii) identify the location for which the Utility Services are provided, (iii) summarize the Debtors' payment history relevant to the affected account(s), (iv) certify the amount that is equal to two weeks of the Utility Services the Utility Company provides to the Debtors, calculated as a historical average over the 12 month period ended July 31, 2015, and (v) certify that the Utility Company does not already hold a deposit equal to or greater than two weeks of Utility Services.
- h. Any Additional Assurance Request may be made at any time. If a Utility Company fails to file and serve a timely Additional Assurance Request, the Utility Company shall be (i) deemed to have received "satisfactory" adequate assurance of payment in compliance with section 366 of the Bankruptcy Code and (ii) forbidden from discontinuing, altering, or refusing Utility Services to, or discriminating against, the Debtors on account of any unpaid prepetition charges, or requiring additional assurance of payment other than the Proposed Adequate Assurance.

- i. Upon the Debtors receipt of any Additional Assurance Request, the Debtors shall promptly negotiate with such Utility Company to resolve such Utility Company's Additional Assurance Request to negotiate with such Utility Company to resolve such Utility Company's Additional Assurance Request.
- j. The Debtors may, in their sole discretion, and without further order from the Court, resolve any Additional Assurance Request by mutual agreement with a Utility Company and, the Debtors may, in connection any such agreement, provide a Utility Company with additional adequate assurance of payment, including, but not limited to, cash deposits, prepayments, or other forms of security if the Debtors believe such additional assurance is reasonable, subject to the terms of any collateral orders entered by the Court.
- k. If the Debtors and the Utility Company are not able to reach an alternative resolution within 14 days of receipt of the Adequate Assurance Request, the Debtors will request a hearing before the Court at the next regularly scheduled omnibus hearing to determine the adequacy of assurances of payment with respect to a particular Utility Company (the "Determination Hearing") pursuant to section 366(c)(3) of the Bankruptcy Code.
- l. Pending resolution of any such Determination Hearing, the Utility Company filing such Additional Assurance Request shall be prohibited from altering, refusing, or discontinuing Utility Services to the Debtors on account of unpaid charges for prepetition services or on account of any objections to the Proposed Adequate Assurance.

8. The Utility Companies are prohibited from requiring additional adequate assurance of payment other than pursuant to the Adequate Assurance Procedures.

9. All Utility Companies who do not file an objection or serve an Adequate Assurance Request shall be: (a) deemed to have received adequate assurance of payment "satisfactory" to such Utility Company in compliance with section 366 of the Bankruptcy Code; and (b) forbidden to discontinue, alter, or refuse services to, or discriminate against, the Debtors on account of any unpaid prepetition charges, or require additional assurance of payment other than the Proposed Adequate Assurance.

10. The Debtors are authorized, in their sole discretion, following provision of five days' notice to the affected Utility Company, to add or remove any Utility Company from the

Utility Services List, and the Debtors shall add to or subtract from the Adequate Assurance Deposit an amount equal to one half of the Debtors' average monthly cost for each subsequently added or removed Utility Company as soon as practicable. For Utility Companies that are added to the Utility Services List, the Debtors will cause a copy of this Interim Order, including the Adequate Assurance Procedures, to be served on such subsequently added Utility Company. Any Utility Company subsequently added to the Utility Services List shall be bound by the Adequate Assurance Procedures.

11. The relief granted herein is for all Utility Companies providing Utility Services to the Debtors and is not limited to those parties or entities listed on the Utility Services List.

12. The Debtors' service of the Motion upon the Utility Services List shall not constitute an admission or concession that each such entity is a "utility" within the meaning of section 366 of the Bankruptcy Code, and the Debtors reserve all rights and defenses with respect thereto.

13. 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 Interim Order.

14. 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.

15. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with any Utility Services.

16. Notwithstanding the relief granted in this Interim Order, any payment made by the Debtors pursuant to the authority granted herein shall be subject to the orders authorizing use of cash collateral.

17. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003(b).

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

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

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

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

Dated: \_\_\_\_\_, 2015  
Wilmington, Delaware

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UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT B**

**Proposed Final Order**

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

In re:	)	
	)	Chapter 11
SAMSON RESOURCES CORPORATION, <i>et al.</i> , <sup>1</sup>	)	Case No. 15-11934 (___)
	)	
Debtors.	)	(Joint Administration Requested)
	)	
	)	Re: Docket No. _____

**FINAL ORDER (I) APPROVING THE DEBTORS’ PROPOSED  
ADEQUATE ASSURANCE OF PAYMENT FOR FUTURE UTILITY SERVICES,  
(II) PROHIBITING UTILITY COMPANIES FROM ALTERING, REFUSING, OR  
DISCONTINUING SERVICES, AND (III) APPROVING THE DEBTORS’ PROPOSED  
PROCEDURES FOR RESOLVING ADEQUATE ASSURANCE REQUESTS**

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) approving the Debtors’ Proposed Adequate Assurance of payment for future utility services, (b) prohibiting Utility Companies from altering, refusing, or discontinuing services, and (c) approving the Debtors’ proposed procedures for resolving Adequate Assurance Requests; 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 that this Court

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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.

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 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 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. Subject to the Adequate Assurance Procedures, the Motion is granted on a final basis as set forth herein.

2. The Debtors shall cause a copy of the Motion and this Final Order to be served on each Utility Company listed on the Utility Services List no later than two business days after the date this Final Order is entered.

3. The Debtors are authorized to cause the Adequate Assurance Deposit to be held in a segregated account during the pendency of these chapter 11 cases.

4. The Adequate Assurance Deposit, together with the Debtors' ability to pay for future utility services in the ordinary course of business subject to the Adequate Assurance Procedures, shall constitute adequate assurance of future payment as required by section 366 of the Bankruptcy Code.

5. All Utility Companies are prohibited from altering, refusing, or discontinuing services on account of any unpaid prepetition charges, the commencement of these chapter 11 cases, or any perceived inadequacy of the Proposed Adequate Assurance.

6. The following adequate assurance procedures (the “Adequate Assurance Procedures”) are hereby approved:

- a. The Debtors will serve a copy of the Motion and this Final Order granting the relief requested herein to each Utility Company within three business days after entry of the order by the Court.
- b. Subject to paragraphs (f)–(i) herein, the Debtors will deposit the Adequate Assurance Deposit, in the aggregate amount of \$396,000.00, in the Adequate Assurance Account within five business days after entry of this Final Order.
- c. Each Utility Company shall be entitled to the funds in the Adequate Assurance Account in the amount set forth for such Utility Company in the column labeled “Proposed Adequate Assurance” on the Utility Services List.
- d. If an amount relating to Utility Services provided postpetition by a Utility Company is unpaid, and remains unpaid beyond any applicable grace period, such Utility Company may request a disbursement from the Adequate Assurance Account by giving notice to: (i) the Debtors, Two West Second Street, Tulsa, Oklahoma 74103, Attn: Andrew Kidd; (ii) 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; (iii) proposed co-counsel to the Debtors, Klehr Harrison Harvey Branzburg LLP, 919 N. Market Street, Suite 1000, Wilmington, Delaware 19801, Attn: Domenic E. Pacitti; (iv) 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: Tiara Patton and David Buchbinder; (v) the official committee of unsecured creditors (if any) appointed in these chapter 11 cases and its counsel; (vi) 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; (vii) 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; (viii) 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; and (ix) to the extent not listed herein, those parties requesting notice pursuant to Bankruptcy Rule 2002 (collectively, the “Notice Parties”). The Debtors shall honor such request within five business days after the date the request is received by the Debtors, subject to the ability of the Debtors and any such requesting Utility Company to resolve any dispute regarding such request without further order of the Court. To the extent a Utility Company receives a disbursement from the Adequate Assurance Account, the Debtors shall replenish the Adequate Assurance Account in the amount disbursed.

- e. The portion of the Adequate Assurance Deposit attributable to each Utility Company shall be returned to the Debtors on the earlier of (i) reconciliation and payment by the Debtors of the Utility Company’s final invoice in accordance with applicable nonbankruptcy law following the Debtors’ termination of Utility Services from such Utility Company and (ii) the effective date of any chapter 11 plan approved in these chapter 11 cases.
- f. Any Utility Company desiring additional assurances of payment in the form of deposits, prepayments, or otherwise must serve a request for additional assurance (an “Additional Assurance Request”) on the Notice Parties.
- g. Any Additional Assurance Request must (i) be in writing, (ii) identify the location for which the Utility Services are provided, (iii) summarize the Debtors’ payment history relevant to the affected account(s), (iv) certify the amount that is equal to two weeks of the Utility Services the Utility Company provides to the Debtors, calculated as a historical average over the 12 month period ended July 31, 2015, and (v) certify that the Utility Company does not already hold a deposit equal to or greater than two weeks of Utility Services.
- h. Any Additional Assurance Request may be made at any time. If a Utility Company fails to file and serve a timely Additional Assurance Request, the Utility Company shall be (i) deemed to have received “satisfactory” adequate assurance of payment in compliance with section 366 of the Bankruptcy Code and (ii) forbidden from discontinuing, altering, or refusing Utility Services to, or discriminating against, the Debtors on account of any unpaid prepetition charges, or requiring additional assurance of payment other than the Proposed Adequate Assurance.
- i. Upon the Debtors receipt of any Additional Assurance Request, the Debtors shall promptly negotiate with such Utility Company to resolve such Utility Company’s Additional Assurance Request to negotiate with such Utility Company to resolve such Utility Company’s Additional Assurance Request.

- j. The Debtors may, in their sole discretion, and without further order from the Court, resolve any Additional Assurance Request by mutual agreement with a Utility Company and, the Debtors may, in connection any such agreement, provide a Utility Company with additional adequate assurance of payment, including, but not limited to, cash deposits, prepayments, or other forms of security if the Debtors believe such additional assurance is reasonable, subject to the terms of any collateral orders entered by the Court.
- k. If the Debtors and the Utility Company are not able to reach an alternative resolution within 14 days of receipt of the Adequate Assurance Request, the Debtors will request a hearing before the Court at the next regularly scheduled omnibus hearing to determine the adequacy of assurances of payment with respect to a particular Utility Company (the “Determination Hearing”) pursuant to section 366(c)(3) of the Bankruptcy Code.
- l. Pending resolution of any such Determination Hearing, the Utility Company filing such Additional Assurance Request shall be prohibited from altering, refusing, or discontinuing Utility Services to the Debtors on account of unpaid charges for prepetition services or on account of any objections to the Proposed Adequate Assurance.

7. The Utility Companies are prohibited from requiring additional adequate assurance of payment other than pursuant to the Adequate Assurance Procedures.

8. All Utility Companies who do not file an objection or serve an Adequate Assurance Request shall be: (a) deemed to have received adequate assurance of payment “satisfactory” to such Utility Company in compliance with section 366 of the Bankruptcy Code; and (b) forbidden to discontinue, alter, or refuse services to, or discriminate against, the Debtors on account of any unpaid prepetition charges, or require additional assurance of payment other than the Proposed Adequate Assurance.

9. The Debtors are authorized, in their sole discretion, following provision of five days’ notice to the affected Utility Company, to add or remove any Utility Company from the Utility Services List, and the Debtors shall add to or subtract from the Adequate Assurance Deposit an amount equal to one half of the Debtors’ average monthly cost of utility service for each subsequently-added or removed Utility Company as soon as practicable. For Utility

Companies that are added to the Utility Services List, the Debtors will cause a copy of this Final Order, including the Adequate Assurance Procedures, to be served on such subsequently added Utility Company. Any Utility Company subsequently added to the Utility Services List shall be bound by the Adequate Assurance Procedures.

10. The relief granted herein is for all Utility Companies providing Utility Services to the Debtors and is not limited to those parties or entities listed on the Utility Services List.

11. The Debtors' service of the Motion upon the Utility Services List shall not constitute an admission or concession that each such entity is a "utility" within the meaning of section 366 of the Bankruptcy Code, and the Debtors reserve all rights and defenses with respect thereto.

12. 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 Final Order.

13. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in the Motion 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.

14. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with any Utility Services.

15. Notwithstanding the relief granted in this Final Order, any payment made by the Debtors pursuant to the authority granted herein shall be subject to the orders authorizing use of cash collateral.

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

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

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

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

Dated: \_\_\_\_\_, 2015  
Wilmington, Delaware

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UNITED STATES BANKRUPTCY JUDGE

**Exhibit C**

**Utility Services List**

**Utility Services List**

<b>Provider</b>	<b>Address</b>	<b>Service(s) Provided</b>	<b>Account Number(s) (If Known)</b>	<b>Debtor(s) Served</b>	<b>Average Monthly Expenditure</b>	<b>Proposed Adequate Assurance</b>
ALFALFA ELECTRIC COOP	12 EAST MAIN STREET CHEROKEE, OK 73728 UNITED STATES	Electric	120340700	Samson Resources Company	\$10,497	\$5,248
AMA*COMMUNICATIONS LLC	4909 CANYON DRIVE AMARILLO, TX 79110 UNITED STATES	Telecommunications	003692, 017903, 005060	Samson Lone Star, LLC	\$149	\$74
AMERICAN ELECTRIC POWER	1 RIVERSIDE PLAZA COLUMBUS, OH 43215 UNITED STATES	Electric	95755647005, 95493531800, 95585481401, 95021297809, 95346419401, 96737338804, 95346419401, 96017933902	Samson Resources Company; Samson Contour Energy E&P, LLC; Samson Lone Star, LLC	\$3,095	\$1,547
AMERICAN MILLENNIUM CORPORATION INC	17301 W COLFAX AVE STE 230 GOLDEN, CO 80401 UNITED STATES	SCADA Satellite	237556	Samson Resources Company; Samson Contour Energy E&P, LLC; Samson Lone Star, LLC	\$33,100	\$16,550
ASTRUMSAT COMMUNICATIONS LLC	4312 NW 120TH AVE CORAL SPRINGS, FL 33065-7610 UNITED STATES	Internet	1364, 30326	Samson Resources Company; Samson Lone Star, LLC	\$467	\$233
AT&T	208 S AKARD STREET DALLAS, TX 75202 UNITED STATES	Telecommunications	32557301222999, 40555704949994, 58077251028329, 60144448422520591, 66236993000010595, 80632393882579, 80632397609325, 80637524690171, 90362272112967, 90364303310644, 90364382882398, 90364326907194, 90364388348287, 90364389047268, 90369341152999, 93636220214927, 93636220346505, 93636220726656, 93636220795685, 93636220896962, 93636222373317, 93636222570003, 93636222615287,	Samson Resources Company; Samson Contour Energy E&P, LLC; Samson Lone Star, LLC	\$10,326	\$5,163

Provider	Address	Service(s) Provided	Account Number(s) (If Known)	Debtor(s) Served	Average Monthly Expenditure	Proposed Adequate Assurance	
			93636222635368, 93636222907072, 93636223631903, 93636223477638, 93636227923884, 93636229007140, 93636291008414, 93646289506840, 93646291893129, 93655911312303, 93655914546899, 93655916845786, 93655917055096, 93655973268088, 93655996107651, 93656021943128, 93656034829405, 93656408897798, 93656491681125, 93656960089347, 93656961544803, 93671590923575, 93671591233479, 93671596339206, 918A8800086139, 93655911002300, 318M344474474, 31894915635400511, 601M699497497, 90364382886068				
AT&T MOBILITY	930 NATIONAL PKWY SCHAUMBURG, IL 60173 UNITED STATES	Telecommunications	999464618, 990264549	Samson Resources Company; Samson Lone Star, LLC	\$28,800	\$14,400	
AUGUST WEST LLC	920 HATHAWAY STREET #7 FAIRPLAY, CO 80440 UNITED STATES	Internet	WBRES551633	Samson Resources Company; Samson Lone Star, LLC	\$1,615	\$808	
BOSSIER CITY UTILITIES DEPT	3223 OLD SHED ROAD BOSSIER CITY, LA 71111 UNITED STATES	Water and Sewer	10862362324	Samson Resources Company; Samson Contour Energy E&P, LLC	\$195	\$97	
BTC BROADBAND	11134 S MEMORIAL DR BIXBY, OK 74008-2038 UNITED STATES	Internet	315227	Samson Resources Company	\$2,851	\$1,426	
BURKE-DIVIDE ELECTRIC COOP	9549 HIGHWAY 5 COLUMBUS, ND 58727	Electric	600175 - 600178	Samson Resources Company	\$293,153	\$146,577	

Provider	Address	Service(s) Provided	Account Number(s) (If Known)	Debtor(s) Served	Average Monthly Expenditure	Proposed Adequate Assurance
	UNITED STATES					
CABLEONE	210 E EARLL DRIVE PHOENIX, AZ 85012 UNITED STATES	Internet	23411109887012, 23411107242036	Samson Resources Company	\$124	\$62
CENTERPOINT ENERGY ARKLA	1111 LOUISIANA STREET HOUSTON, TX 77002 UNITED STATES	Gas	23517865, 24770117	Samson Resources Company; Samson Contour Energy E&P, LLC	\$109	\$54
CENTURYLINK	2425 BUSSE ROAD ELK GROVE VLG, IL 60007 UNITED STATES	Telecommunications	300134189, 409328205, 300980919, 300912380	Samson Resources Company; Samson Contour Energy E&P, LLC; Samson Lone Star, LLC	\$513	\$257
CENTURYLINK INC	100 CENTURYLINK DRIVE MONROE, LA 71203 UNITED STATES	Telecommunications	7209041392101B, 3035349842916B, 3036233396026B, 970-884-5085 596B, 307-324-0083 079B, 307-265-3237 106B, 970-382-2804 121B	Samson Resources Company	\$1,661	\$831
CHALK HILL WATER COMPANY	16076 FM 1716 E HENDERSON, TX 75652 UNITED STATES	Water	202, 203	Samson Resources Company; Samson Lone Star, LLC	\$61	\$31
CHEROKEE COUNTY ELECTRIC COOP	2988 HIGHWAY 69 N RUSK, TX 75785 UNITED STATES	Electric	27673032 - 27673044	Samson Resources Company; Samson Lone Star, LLC	\$8,423	\$4,212
CIMARRON ELECTRIC COOP	19306 US HIGHWAY 81 KINGFISHER, OK 73750 UNITED STATES	Electric	3487100, 718402, 1456102	Samson Resources Company	\$1,580	\$790
CITY OF HUXLEY, TEXAS	11798 FM 2694 SHELBYVILLE, TX 75973 UNITED STATES	Water	0021105001, 0021182501	Samson Resources Company; Samson Lone Star, LLC	\$89	\$44
CITY OF RAWLINS	521 W CEDAR STREET RAWLINS, WY 82301-0953 UNITED STATES	Water and Sewer	935403	Samson Resources Company	\$51	\$26
CITY OF TULSA	175 E 2ND STREET TULSA, OK 74103 UNITED STATES	Water and Sewer	102622511	Samson Resources Company	\$157	\$78
CLAIBORNE ELECTRIC COOPERATIVE	12525 HWY. 9 HOMER, LA 71040 UNITED STATES	Electric	46867901, 47476101, 48360500, 49169600, 49268800, 49276600, 49268900, 49276300, 49276400, 49276500, 49288100, 49282200, 49282300, 49299600, 49335900, 49336000	Samson Contour Energy E&P, LLC	\$2,627	\$1,313
CMS ELECTRIC COOP INC.	509 E CARTHAGE ST MEADE,	Electric	8900	Samson Resources		

Provider	Address	Service(s) Provided	Account Number(s) (If Known)	Debtor(s) Served	Average Monthly Expenditure	Proposed Adequate Assurance
	KS 67864 UNITED STATES			Company	\$85	\$42
COMCAST	ONE COMECAST CENTER 1701 JOHN F KENNEDY BLVD PHILADELPHIA, PA 19103 UNITED STATES	Telecommunications	8777703120093573, 8777703185271668, 8497950400124078	Samson Resources Company; Samson Lone Star, LLC	\$640	\$320
COTTON ELECTRIC CO-OP., INC.	226 N. BROADWAY WALTERS, OK 73572-1299 UNITED STATES	Electric	1653, 1227600101, 1327800201	Samson Resources Company	\$236	\$118
COX COMMUNICATIONS	1400 LAKE HEARN DRIVE ATLANTA, GA 30319 UNITED STATES	Telecommunications	0016311000111001, 0016311068355001, 0016110062546901	Samson Resources Company	\$1,082	\$541
CROSS ROADS SPECIAL UTILITY	4388 COUNTY ROAD 191 E KILGORE, TX 75662 UNITED STATES	Water	2387	Samson Resources Company; Samson Lone Star, LLC	\$32	\$16
D&M WSC	15344 W STATE HIGHWAY 21 DOUGLASS, TX 75943 UNITED STATES	Water	1892, 1	Samson Resources Company; Samson Lone Star, LLC	\$58	\$29
DEBERRY WATER SUPPLY CORP.	2357 FM 31 PO BOX 278 DEBERRY, TX 75639 UNITED STATES	Water	2495	Samson Contour Energy E&P, LLC; Samson Lone Star, LLC	\$25	\$12
DEEP EAST TEXAS COOP INC	880 TEXAS HIGHWAY 21 EAST SAN AUGUSTINE, TX 75972 UNITED STATES	Electric	1185055001 - 1185005074	Samson Lone Star, LLC	\$12,363	\$6,182
DFW COMMUNICATIONS INC.	2120 REGENCY DR IRVING, TX 75062 UNITED STATES	Telecommunications	SAMS03	Samson Resources Company; Samson Lone Star, LLC	\$707	\$354
DOBSON TELEPHONE COMPANY	200 SOURTH LL MALES AVE CHEYENNE, OK 73628 UNITED STATES	Telecommunications	2075, 6448, 7505, 9106	Samson Resources Company	\$188	\$94
DUBOIS TELEPHONE EXCHANGE, INC	12 S 1ST STREET DUBOIS, WY 85213 UNITED STATES	Internet	017510, 016600	Samson Resources Company	\$175	\$88
EASTEX TELEPHONE COOPERATIVE	3675 US HIGHWAY 79 S HENDERSON, TX 75654 UNITED STATES	Telecommunications	00617786, 00904301, 00607253, 00607254, 00617219, 00617717, 30228613, 00491572, 00506406, 00551183, 00581960, 00605684, 00616048, 00612775	Samson Lone Star, LLC	\$1,329	\$664
ELDERVILLE WATER SUPPLY CORP	1033 GARDINER MITCHELL PKWY LONGVIEW, TX 75603 UNITED STATES	Water	000009387	Samson Lone Star, LLC	\$114	\$57
ENTERGY GULF STATES - TX	639 LOYOLA AVENUE NEW	Electric	3838062, 3350805	Samson Contour Energy		

Provider	Address	Service(s) Provided	Account Number(s) (If Known)	Debtor(s) Served	Average Monthly Expenditure	Proposed Adequate Assurance
	ORLEANS, LA 70113 UNITED STATES			E&P, LLC; Samson Lone Star, LLC	\$907	\$453
ENTERGY LOUISIANA LLC	446 NORTH BOULEVARD BATON ROUGE, LA 70802 UNITED STATES	Electric	47396502, 64694680, 25417353, 70284187	Samson Resources Company; Samson Contour Energy E&P, LLC	\$1,243	\$622
HINTON TELEPHONE COMPANY	200 W MAIN STREET HINTON, OK 73047 UNITED STATES	Internet	000410299	Samson Resources Company	\$70	\$35
HUB WATER ASSOCIATION	1844 HIGHWAY 13 S COLUMBIA, MS 39429-8373 UNITED STATES	Water	010026450	Samson Resources Company	\$27	\$14
LA PLATA ELECTRIC ASSOC INC	45 STEWART STREET DURANGO, CO 81303 UNITED STATES	Electric	6594716403, 6593822003, 2005111500, 2007589400, 2009107400, 2009107700, 6594333202, 6594698003, 2009108100, 2009111400, 2009190200, 2009195900, 2009196000, 6594892401, 2008233000, 2006564000, 2008233100, 2008348900, 2009026900, 2009027000, 2009107800, 6594312103, 2009111500, 6890179304, 6890161903	Samson Resources Company; Samson Lone Star, LLC	\$25,224	\$12,612
LEA COUNTY ELECTRIC COOPERATIVE INC	1300 W AVENUE D LOVINGTON, MN 88260 UNITED STATES	Electric	62805	Samson Resources Company	\$29,032	\$14,516
LEVEL 3 COMMUNICATIONS LLC	1025 ELDORADO BLVD BROOMFIELD, CO 80021 UNITED STATES	Bandwidth Infrastructure	1CC4LHY	Samson Resources Company	\$10,327	\$5,164
LILLY GROVE SPECIAL UTILITY DISTRIC	7435 FM 1638 NACOGDOCHES, TX 75964 UNITED STATES	Water	836, 872	Samson Lone Star, LLC	\$209	\$104
MCI COMM SERVICE	22001 LOUDOUN COUNTY PARKWAY ASHBURN, VA 20147 UNITED STATES	Telecommunications	6DA49947	Samson Resources Company	\$40	\$20
MCI INTERNATIONAL SERVICES INC	22001 LOUDOUN COUNTY PARKWAY ASHBURN, VA 20147	SCADA Satellite	47264358	Samson Resources Company; Samson Lone Star, LLC	\$9,287	\$4,643

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	UNITED STATES					
MID-SOUTH ELECTRIC COOP ASSN	7625 HIGHWAY 6 NAVASOTA, TX 77868 UNITED STATES	Electric	310799001	Samson Resources Company; Samson Lone Star, LLC	\$282	\$141
MONTANA-DAKOTA UTILITIES CO.	400 N 4TH STREET BISMARCK, ND 58501 UNITED STATES	Electric	35368310005, 53178310008	Samson Resources Company	\$168	\$84
NEMONT TELEPHONE COOP	61 HIGHWAY 13 S SCOBAY, MT 59263-0600 UNITED STATES	Telecommunications	8968600	Samson Resources Company	\$1,717	\$858
NORTH PLAINS ELECTRIC COOPERATIVE I	14585 HIGHWAY 83 N PERRYTOWN, TX 79070 UNITED STATES	Electric	6008700	Samson Lone Star, LLC	\$14,590	\$7,295
NORTHFORK ELECTRIC CO-OP	301 E MAIN STREET SAYRE, OK 73662 UNITED STATES	Electric	7087011	Samson Resources Company	\$522	\$261
NORTHWEST COMMUNICATIONS COOP	111 RAILROAD AVE RAY, ND 58849 UNITED STATES	Telecommunications	1506300, 1931800	Samson Resources Company	\$302	\$151
NORTHWESTERN ELECTRIC COOP INC	2925 WILLIAMS AVE WOODWARD, OK 73801 UNITED STATES	Electric	1457000	Samson Resources Company	\$2,800	\$1,400
OKLAHOMA ELECTRIC COOP	2520 HEMPHILL DRIVE NORMAN, OK 73069 UNITED STATES	Electric	4025403000	Samson Resources Company	\$182	\$91
OKLAHOMA GAS & ELECTRIC	501 N MUSTANG PLANT ROAD OAKLAHOMA CITY, OK 73127 UNITED STATES	Electric	1288137548, 3633401, 4312716	Samson Resources Company	\$78	\$39
OKLAHOMA NATURAL GAS CO	401 N HARVEY OAKLAHOMA CITY, OK 73101-0401 UNITED STATES	Gas	210042776104474664, 211573833218562973	Samson Resources Company	\$672	\$336
OMEGA 1 NETWORKS LLC	818 FRISCO AVE CLINTON, OK 73601-3323 UNITED STATES	Internet	671009	Samson Resources Company	\$86	\$43
OUTFITTER SATELLITE INC	2727 OLD ELM HILL PIKE NASHVILLE, TN 37214-3151 UNITED STATES	Telecommunications	2946	Samson Resources Company	\$154	\$77
PANHANDLE TELEPHONE COOPERATIVE INC	603 S MAIN STREET GUYMON, OK 73942 UNITED STATES	Telecommunications	177215	Samson Resources Company	\$156	\$78
PANOLA-HARRISON ELECTRIC CO-OP	410 E HOUSTON ST MARSHALL, TX 75670 UNITED STATES	Electric	999987806	Samson Resources Company; Samson Lone Star, LLC	\$23,432	\$11,716
PEARL RIVER VALLEY EPA	1422 HIGHWAY 13 N	Electric	13470801	Samson Resources		

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	COLUMBIA, MS 39429 UNITED STATES			Company	\$364	\$182
PG & E	5555 FLORIN-PERKINS ROAD SACRAMENTO, CA 95826 UNITED STATES	Electric	60457014524, 97679620217	Samson Resources Company; Samson Contour Energy E&P, LLC; Samson Lone Star, LLC	\$1,367	\$684
PIONEER TELEPHONE COOP/KINGFIS	118 E ROBBERTS AVE KINGFISHER, OK 73750 UNITED STATES	Telecommunications and Security System	CNPC1238994, CNPC1275113, CNPC1043490, CNPC0353986, PTCT2249739, PTCA0072012	Samson Resources Company; Samson Lone Star, LLC	\$2,299	\$1,149
POWDER RIVER ENERGY CORP	221 MAIN STREET SUNDANCE, WY 82729 UNITED STATES	Electric	12273700, 12337700, 12273800, 12313500, 12433800, 12330400, 12376700, 12376800, 12417200, 12418100, 12433900, 1873427, 12418100, 12337701, 12419000, 12434600, 12457300, 12434700, 12313501, 12434800, 12435800, 12435700, 12432900, 12433100, 12433000, 12432700, 12432800, 12433400, 12433500, 12433600, 12433700	Samson Resources Company; Samson Lone Star, LLC	\$29,701	\$14,851
RIVERDALE PUBLIC UTILITY	20896 MALSARY ST RIVERDALE, CA 93656 UNITED STATES	Water and Sewer	46-21095	Samson Resources Company	\$123	\$62
ROCKY MOUNTAIN POWER	201 SOUTH MAIN STREET SUITE 2300 SALT LAKE CITY, UT 84111 UNITED STATES	Electric	571923110027, 664567600013, 664567600021, 664567600047, 664567600054, 664567600062, 664567600096, 664567600120, 664567600138, 664567600211, 664567600195, 664567600039, 664567600252	Samson Resources Company; Samson Lone Star, LLC	\$32,182	\$16,091
RURAL ELECTRIC CO-OP	801 N. INDUSTRIAL HEIGHTS LINDSAY, OK 73052 UNITED STATES	Electric	100600, 1169800	Samson Resources Company	\$1,452	\$726
RUSK COUNTY ELECTRIC	3162 STATE HIGHWAY 43 E HENDERSON, TX 75652 UNITED STATES	Electric	34871400, 32662402, 30321402, 32658803	Samson Lone Star, LLC	\$11,219	\$5,610
SATCOM GLOBAL INC	3130 N ARIZONA AVE STE 105	Telecommunications	C16355	Samson Resources		

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	CHANDLER, AZ 85225-7163 UNITED STATES			Company	\$155	\$78
SHERIDAN ELECTRIC COOP INC	6408 HIGHWAY 16 S MEDICINE LAKE, MT 59247 UNITED STATES	Electric	697500 - 697504	Samson Resources Company	\$19,829	\$9,915
SOURCEGAS	655 EAST MILLSAP DRIVE FAYETTEVILLE, AR 72703- 1002 UNITED STATES	Gas	211015898435, 221011104587, 211015224803	Samson Resources Company	\$351	\$176
SOUTHERN UTE UTILITIES DIV	217 CAPOTE DRIVE IGNACIO, CO 81137 UNITED STATES	Water	101026	Samson Resources Company	\$29	\$15
SOUTHWESTERN ELECTRIC POWER	301 CLEVELAND AVE SW CANTON, OH 44702-1623 UNITED STATES	Electric	96035988706, 96943725901, 96184689501, 96084243805, 96230029603, 96864569700, 96042047504, 96898774110, 96192979209, 96858894809, 96542846702, 96367967906, 96622979209, 96666903503, 96077653705, 96926723806, 93666817607, 96403914607, 96608730105, 96926723808, 96910987310, 96125825909, 96614387304, 96547676807, 97636426808, 96885687309, 967-373-388-0-4, 960- 179-339-0-2	Samson Resources Company; Samson Contour Energy E&P, LLC; Samson Lone Star, LLC	\$15,182	\$7,591
SUDDENLINK	4950 WESTGROVE DR DALLAS, TX 75248 UNITED STATES	Telecommunications	1000013616705434601, 0018608270075802, 0027010663397801	Samson Resources Company; Samson Contour Energy E&P, LLC; Samson Lone Star, LLC	\$236	\$118
SWIFT WSC	10410 N FM 95 MARTINSVILLE, TX 75961- 7116 UNITED STATES	Water	882	Samson Lone Star, LLC	\$29	\$15
TATUM TELEPHONE COMPANY	170 W STERLING PRICE ST TATUM, TX 75691 UNITED STATES	Telecommunications	70001442, 70001558	Samson Lone Star, LLC	\$97	\$48
TCRI MEASUREMENT LLC	305 S GARNER LAKE RD STE B GILLETTE, WY 82718-8254	SCADA Satellite	27673032 - 27673044	Samson Resources Company	\$1,100	\$550
THE CITY OF ELK CITY	320 W 3RD STREET ELK CITY,	Water	003815000	Samson Resources		

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	OK 73644 UNITED STATES			Company	\$84	\$42
TOWN OF BAYFIELD	1199 BAYFIELD PARKWAY BAYFIELD, CO 81122 UNITED STATES	Water and Sewer	9066201	Samson Resources Company	\$219	\$109
TRI-COUNTY ELECTRIC COOP	302 E GLAYDAS STREET HOOKER, OK 73954 UNITED STATES	Electric	16482029, 16482025	Samson Resources Company	\$177	\$89
TXU ENERGY	1601 BRYAN STREET DALLAS, TX 75201 UNITED STATES	Electric	100030950129, 100030954914, 100030951674, 100030952662, 100031006197, 100031006530, 100030954925, 100021015323, 100030952695, 100030952916, 100030952604, 100030952938, 100031007174, 100030954525, 100031007639, 100031008362, 100030949368, 900011349398, 900011349598, 900011349742, 100031007140, 100031007117, 100031006586, 900011349064, 100030954560, 100021014292, 100030954502, 100030952973, 900011349231, 100021941555, 100027866386, 100027866364, 100027866330, 100027865142, 100028332054, 100028332043, 100021015312, 100027865176	Samson Lone Star, LLC	\$2,562	\$1,281
UNITED STATES CELLULAR	8410 W BRYN MAWR #700 CHICAGO, IL 60631 UNITED STATES	Telecommunications	840079296, 947918527	Samson Resources Company	\$891	\$445
UPSHUR-RURAL ELECTRIC COOP.	1200 W TYLER STREET GILMER, TX 75644 UNITED STATES	Electric	12728032	Samson Resources Company; Samson Lone Star, LLC	\$22	\$11
VERIZON	140 WEST STREET NEW YORK, NY 10007 UNITED STATES	Telecommunications	814634804152587Y	Samson Resources Company	\$39	\$19
VERIZON BUSINESS	22001 LOUDOUN COUNTY PARKWAY ASHBURN, VA	Telecommunications	93176859-Y2232613-14897841	Samson Resources Company		

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	20147 UNITED STATES				\$55,773	\$27,886
VERIZON SOUTHWEST	9999 TECHNOLOGY BLVD W #2 DALLAS, TX 75220 UNITED STATES	Telecommunications	105243287619049506	Samson Lone Star, LLC	\$82	\$41
VERIZON WIRELESS	22001 LOUDOUN COUNTY PARKWAY ASHBURN, VA 20147 UNITED STATES	Telecommunications	46553742500001, 46553742500008	Samson Resources Company; Samson Lone Star, LLC	\$52,096	\$26,048
WEST TEXAS GAS, INC/CANADIAN	411 S 2ND STREET CANADIAN, TX 79014 UNITED STATES	Gas	040008001100	Samson Resources Company; Samson Lone Star, LLC	\$153	\$77
WICHITA ONLINE INC	#1 BIG ROCK BLVD. MEDICINE PARK, OK 73557 UNITED STATES	Internet	00003494094	Samson Resources Company	\$60	\$30
WINDSTREAM	4001 RODNEY PARHAM ROAD LITTLE ROCK, AK 72212 UNITED STATES	Telecommunications	125089820, 100524779, 100746657, 126559113	Samson Resources Company; Samson Lone Star, LLC	\$749	\$375
XCEL ENERGY	414 NICOLLET MALL MINNEAPOLIS, MN 55401 UNITED STATES	Electric	5417949078	Samson Resources Company; Samson Lone Star, LLC	\$14,561	\$7,280
YAMPA VALLEY ELECTRIC	32 10TH ST STEAMBOAT SPRINGS, CO 80487 UNITED STATES	Electric	7060002503	Samson Resources Company	\$296	\$148
ZAYO GROUP HOLDINGS INC	1805 29TH STREET SUITE 2050 BOULDER, CO 80301 UNITED STATES	Bandwidth Infrastructure	011203	Samson Resources Company	\$11,714	\$5,857
				<b>Total</b>	<b>\$793,380</b>	<b>\$396,690</b>