

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)
)	
	)	Response Deadline: June 30, 2017 at 4:00 p.m. (ET)
	)	Hearing Date: July 13, 2017 at 11:00 a.m. (ET)

**REORGANIZED DEBTORS’ NINTH OMNIBUS (SUBSTANTIVE)
OBJECTION TO CERTAIN (I) MISCLASSIFIED, (II) OVERSTATED, AND/OR (III)
INCORRECT DEBTOR CLAIMS PURSUANT TO SECTION 502(b) OF THE
BANKRUPTCY CODE, BANKRUPTCY RULES 3001, 3003, AND 3007, AND LOCAL
BANKRUPTCY RULE 3007-1**

<p>THIS OBJECTION SEEKS TO MODIFY AND/OR REDUCE CERTAIN FILED PROOFS OF CLAIM.</p> <p>CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS ON <u>EXHIBIT 1</u>, <u>EXHIBIT 2</u>, AND/OR <u>EXHIBIT 3</u> TO <u>EXHIBIT A</u> ATTACHED TO THIS OBJECTION. YOUR CLAIM MAY APPEAR ON MORE THAN ONE EXHIBIT.</p>
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The above captioned reorganized debtors (collectively, the “Reorganized Debtors”) file this ninth omnibus objection to claims (this “Objection”), pursuant to which the Reorganized Debtors request entry of an order, substantially in the form attached hereto as Exhibit A (the “Order”), (a) disallowing the claims (the “Claims”) identified on Exhibits 1-3 to Exhibit A, each attached hereto and as discussed in further detail below and (b) authorizing Garden City Group, LLC (“GCG” or the “Claims Agent”) to expunge each of the claims described herein from the official register maintained by the Claims Agent (the “Claims Register”). In support of this

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.

Objection, the Reorganized Debtors submit the *Declaration of Matthew Brown, in Support of the Reorganized Debtors' Ninth Omnibus (Substantive) Objection to Certain (I) Misclassified, (II) Overstated, and/or (III) Incorrect Debtor Claims Pursuant to Section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3001, 3003, and 3007, and Local Bankruptcy Rule 3007-1* (the "Brown Declaration"), attached hereto as **Exhibit B**. This Objection complies in all respects with Rule 3007-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), as modified by this Court.² In further support of this Objection, the Reorganized Debtors respectfully state as follows.

Jurisdiction and Venue

1. 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), and the Reorganized Debtors consent, pursuant to Local Bankruptcy Rule 9013-1(f), to the entry of a final order by the Court in connection with this Objection 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.

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

² On February 28, 2017, the Reorganized Debtors filed a motion seeking a waiver of Local Rule 3007-1 allowing the Debtors to (i) base substantive omnibus claim objections on no more than 500 claims per each such omnibus claim objection and (ii) file more than two substantive omnibus claim objections each calendar month [Docket No. 2056]. On March 24, 2017, the Court entered an order granting the waiver [Docket No. 2168].

3. The statutory bases for the relief requested in this Objection are section 502(b) of title 11 of the United States Code (the “Bankruptcy Code”), Rules 3001, 3003, and 3007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rule 3007-1.

Relief Requested

4. By this Objection, the Reorganized Debtors seek entry of the Order disallowing each of the claims identified below in full and authorizing the Claims Agent to expunge such claims from the Claims Register:

- (a) **Exhibit 1** to **Exhibit A**, each of which represents a proof of claim improperly classified as secured, based on the supporting documentation provided in the proof of claim and a reasonable review of the Debtors’ books and records (the “Misclassified Claims”);
- (b) **Exhibit 2** to **Exhibit A**, each of which represents a proof of claim asserted in an incorrect amount, based on the supporting documentation provided in the proof of claim and a reasonable review of the Debtors’ books and records (the “Overstated Claims”); and
- (c) **Exhibit 3** to **Exhibit A**, each of which represents a proof of claim asserted against the incorrect Debtor or where no Debtor was specified (the “Incorrect Debtor Claims”).

Background

5. On September 16, 2015 (the “Petition Date”), each of the debtors and debtors in possession (the “Debtors”) filed a voluntary petition with the Court under the Bankruptcy Code. The Debtors operated their businesses and managed their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) formed an official committee of unsecured creditors of Samson Resources Corporation on September 30, 2015 [Docket No. 129]. Further information regarding the Debtors’ business operations and capital structure is set forth in the declaration of Philip Cook in support of the Debtors’ first day motions [Docket No. 2].

6. On October 15, 2015, the Debtors filed their schedules of assets and liabilities (the “Schedules”) and statements of financial affairs (“Statements” and together, with the Schedules, the “Schedules and Statements”) [Docket Nos. 201–218]. On June 29, 2016, the Debtors filed certain amended Schedules and Statements [Docket Nos. 1108–1118].

7. On October 16, 2015, the Court entered an order (the “Bar Date Order”) establishing November 20, 2015, at 5:00 p.m. (the “Bar Date”) as the final date and time for non-government claimants holding or asserting a claim against the Debtors arising on or before the Petition Date to file proofs of claim in these chapter 11 cases and approving the form and manner of notice of the Claims Bar Date [Docket No. 224].³

8. Written notice of the Bar Date was mailed to, among others, all known creditors and other known holders of claims against the Debtors as of the date of entry of the Bar Date Order, including all entities listed in the Schedules as holding claims against the Debtors, and to all parties who had filed requests for notices under Bankruptcy Rule 2002 as of the date of the Bar Date Order. In addition to mailing such actual notice, the Debtors also published notice of the Bar Date in the national edition of *The New York Times* [Docket No. 467].

9. On February 13, 2017, the Court entered an order confirming the Debtors’ plan of reorganization (the “Plan”) [Docket No. 2019]. Thereafter, on March 1, 2017, the Plan became effective [Docket No. 2020]. On this date, the Debtors became the Reorganized Debtors.

10. To date, approximately 3,249 proofs of claim have been filed in these chapter 11 cases, as recorded on the Claims Register. The Reorganized Debtors, together with their

³ The Bar Date Order also established March 14, 2016 at 5:00 p.m. as the final date and time for all governmental units (as defined in section 101(27) of the Bankruptcy Code) holding or asserting a claim against the Debtors, including claims for unpaid taxes, arising on or before the Petition Date to file proofs of claim in these chapter 11 cases (the “Governmental Bar Date”), which deadline was subsequently extended as to certain governmental units by agreement of the Debtors to April 14, 2016, at 5:00 p.m. [Docket No. 771].

advisors, have begun the process of conducting a comprehensive review and reconciliation of these claims. This process includes identifying particular categories of proofs of claim that may be targeted for disallowance, reduction and allowance, or reclassification and allowance.

Basis for Objection

11. Section 502(a) of the Bankruptcy Code provides that “[a] claim or interest, proof of which is filed under section 501 of this title, is deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502(a). The burden of proof for determining the validity of claims rests on different parties at different stages of the objection process. As explained by the United States Court of Appeals for the Third Circuit:

The burden of proof for claims brought in the bankruptcy court under 11 U.S.C.A. § 502(a) rests on different parties at different times. Initially, the claimant must allege facts sufficient to support the claim. If the averments in his filed claim meet this standard of sufficiency, it is ‘*prima facie*’ valid [citations omitted]. In other words, a claim that alleges facts sufficient to support legal liability to the claimant satisfies the claimants’ initial obligation to go forward. The burden of going forward then shifts to the objector to produce evidence sufficient to negate the *prima facie* validity of the filed claim. . . . In practice, the objector must produce evidence which, if believed, would refute at least one of the allegations that is essential to the claim’s legal sufficiency. If the objector produces sufficient evidence to negate one or more of the sworn facts in the proof of claim, the burden reverts to the claimant to prove the validity of the claim by a preponderance of the evidence.

In re Allegheny Int’l Inc., 954 F.2d 167, 173-74 (3d. Cir. 1992) (citation omitted). Once the *prima facie* validity of a Claim is rebutted, “it is for the claimant to prove his claim, not for the objector to disprove it.” *In re Kahn*, 114 B.R. 40, 44 (Bankr. S.D.N.Y. 1990) (citations omitted).

12. A chapter 11 debtor “has the duty to object to the allowance of any claim that is improper.” *Int’l Yacht & Tennis, Inc. v. Wasserman Tennis, Inc. (In re Int’l Yacht & Tennis, Inc.)*, 922 F.2d 659, 661-62 (11th Cir. 1991); *see also* 11 U.S.C. §§ 704(a)(5), 1106(a)(1), and 1107(a).

I. Misclassified Claims

13. The Debtors have objected to the Misclassified Claims on the basis that the proofs of claim are improperly classified as secured. Based on the Reorganized Debtors' review of the proofs of claim and the Debtors' books and records, each of these claims inaccurately asserted that all or a portion of the claim is entitled to priority or secured status. Specifically, the Misclassified Claims are not entitled, under the Bankruptcy Code or applicable non-bankruptcy law, to the secured status asserted in the proof of claim. Further, none of the Misclassified Claims provide a legal basis for why such claims are entitled to priority under any of the ten options listed in Section 502 of the Bankruptcy Code.

14. Some of the Misclassified Claims assert priority under Section 503(b)(9) of the Bankruptcy Code; however, as set forth on Exhibit 1 to Exhibit A, the statutory basis for a priority claim under Section 503(b)(9) is plainly not applicable to such claim, either because (a) the claim, or a portion thereof is not for material, supplies, goods, products, or other tangible property (collectively, "Goods"), or (b) the Goods, or a portion thereof were not received by the Debtors within twenty days prior to the Petition Date.

15. In most instances, the documentation submitted in support of the proof of claim is insufficient to allow the Reorganized Debtors to determine the nature or perfection of the purported security interest, the property against which such purported security interest is asserted, the basis for the purported security interest, and/or the statutory basis for the priority status.

16. Failure to modify these claims could result in claimants receiving an unwarranted recovery to the detriment of other similarly situated creditors. Moreover, modification of these claims on the Claims Register will provide a more accurate representation of the claims asserted

against the Debtors. Accordingly, the Reorganized Debtors request that the Misclassified Claims be reclassified, in whole or in part, from secured or priority to unsecured, as indicated under the heading “Modified Class,” as noted on Exhibit 1 to Exhibit A.

II. Overstated Claims

17. The Reorganized Debtors have objected to the Overstated Claims on the basis that the proofs of claim are asserted in an incorrect amount. Based on the Reorganized Debtors’ review of the Overstated Claims and the Debtors’ books and records, each of the Overstated Claims are either (a) asserted in an amount that is higher than the amount of liability reflected in the Debtors’ books and records (primarily due to the claimant overstating the amount of their claim, double-counting their claim, or a portion of the asserted claim being duplicated in another proof of claim filed by the same claimant on account of the same liability), or (b) asserted in an amount that is entirely or partially undetermined, but the documentation filed in support of such claim and/or the Debtors’ books and records reflect an amount that the Reorganized Debtors agree is owed.

18. Failure to modify these claims could result in claimants receiving an unwarranted recovery to the detriment of other similarly situated creditors. Moreover, modification of these claims will enable the Claims Register to reflect more accurately the claims asserted against the Debtors. Accordingly, the Reorganized Debtors request that the Overstated Claims be reduced or fixed to assert the dollar value listed under the heading “Modified Amount,” as noted on Exhibit 2 to Exhibit A, which corresponds to the amount the Reorganized Debtors believe is owed by the applicable Debtor on account of the Overstated Claims.

III. Incorrect Debtor Claims

19. The Reorganized Debtors have objected to the Incorrect Debtor Claims on the basis that the proofs of claim (a) were filed against a Debtor that has no liability for the claims asserted therein, according to the Debtors' books and records, and (b) are properly asserted, if at all, against a different Debtor. Reassignment of these claims will enable the Claims Register to reflect more accurately the claims asserted against the Debtors. Accordingly, the Debtors request that each of the Incorrect Debtor Claims be reassigned from the "Asserted Debtor" to the "Modified Debtor," as noted on Exhibit 3 to Exhibit A.

20. For all of the foregoing reasons, the Reorganized Debtors object to the allowance of the Claims and request that such Claims be disallowed in their entirety and expunged.

Responses to the Objection

21. To contest the Reorganized Debtors' objection to any claim listed on Exhibits 1-3 to Exhibit A, a claimant must file and serve a written response to this objection (a "Response") so that it is **actually received by no later than June 30, 2017 at 4:00 p.m. (prevailing Eastern Time)** (the "Response Deadline"). Every Response must be filed with the Office of the Clerk of the United States Bankruptcy Court for the District of Delaware (the "Clerk"), 824 North Market Street, Wilmington, Delaware 19801, and served upon the following entities, so that the Response is actually received no later than the Response Deadline, at the following address:

Richards, Layton & Finger, P.A.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Attn: John H. Knight
Amanda R. Steele
Joseph C. Barsalona II

*Counsel for Samson Resources II, LLC, for itself and the
Reorganized Debtors*

22. Every Response to this objection must contain at a minimum the following information:

- (a) a caption setting forth the name of this Court, the name of the Debtors, the case number, and the title of this objection;
- (b) the claimant's name, the claim number, and a description of the basis for the amount of the claim;
- (c) the specific factual basis and supporting legal argument upon which the claimant will rely in opposing this objection;
- (d) any supporting documentation, to the extent it was not included with the claim previously filed with the Clerk or GCG, upon which the claimant will rely to support the basis for and amounts asserted in the claim; and
- (e) the name, address, telephone number, and fax number of the person(s) (which may be the claimant or the claimant's legal representative) with whom counsel for the Reorganized Debtors should communicate with respect to the claim or the objection and who possesses authority to reconcile, settle, or otherwise resolve the objection to the disputed claim on behalf of the claimant.

23. If a claimant fails to file and serve a timely Response by the Response Deadline, the Reorganized Debtors may present to the Court an appropriate order granting the requested relief, without further notice to the claimant or a hearing.

Separate Contested Matter

24. To the extent that a claimant files a response to any objection set forth herein and the Reorganized Debtors are unable to resolve the response, each Claim and the objection by the Reorganized Debtors to each such Claim asserted herein, will constitute a separate contested matter as contemplated by Bankruptcy Rule 9014. Any order the Court enters that addresses any individual objection asserted in the Objection will be deemed a separate order with respect to each affected Claim.

Reservation of Rights

25. Nothing contained in this Objection or any actions taken by the Reorganized Debtors pursuant to relief granted in the Order is intended or should be construed as: (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 (including the Claims) is of a type specified or defined in this Objection; (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.

26. The Reorganized Debtors hereby reserve their right to amend, modify, and/or supplement this Objection, including to object to any of the claims listed on **Exhibits 1-3** to **Exhibit A** on any additional grounds, prior to the hearing before the Court on this Objection, if any; provided, however, that nothing in this Objection shall affect the Reorganized Debtors' right to object to any proofs of claim at a future date on a basis other than as set forth in this Objection as permitted by bankruptcy or nonbankruptcy law, subject to any limitations set forth in the Local Bankruptcy Rules or in the Order.

Notice

27. The Reorganized Debtors shall provide notice of this Objection on the date hereof via first class mail to: (a) the Office of the U.S. Trustee for the District of Delaware; (b) the Settlement Trust; (c) those parties requesting notice pursuant to Bankruptcy Rule 2002; and (d) the claimants that filed the Claims. The Reorganized Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

No Prior Request

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

WHEREFORE, the Reorganized Debtors respectfully request that the Court enter the Order granting the relief requested herein and granting such other and further relief as is appropriate under the circumstances.

Dated: June 9, 2017
Wilmington, Delaware

/s/ Amanda R. Steele

John H. Knight (No. 3848)
Amanda R. Steele (No. 5530)
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*Counsel for Samson Resources II, LLC, for itself
and the Reorganized Debtors*

PLEASE CAREFULLY REVIEW THIS OBJECTION AND THE ATTACHMENTS HERETO TO DETERMINE WHETHER THIS OBJECTION AFFECTS YOUR CLAIM.

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

In re: SAMSON RESOURCES CORPORATION, <i>et al.</i> , ¹ Reorganized Debtors.)) Chapter 11)) Case No. 15-11934 (BLS))) (Jointly Administered))) Response Deadline: June 30, 2017 at 4:00 p.m. (ET)) Hearing Date: July 13, 2017 at 11:00 a.m. (ET)
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NOTICE OF OMNIBUS OBJECTION AND HEARING

PLEASE TAKE NOTICE that, on June 9, 2017, the above-captioned reorganized debtors (collectively, the “Reorganized Debtors”) filed with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) the *Reorganized Debtors’ Ninth Omnibus (Substantive) Objection to Certain (I) Misclassified, (II) Overstated, and/or (III) Incorrect Debtor Claims Pursuant to Section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3001, 3003, and 3007, and Local Bankruptcy Rule 3007-1* (the “Objection”) which seeks to disallow or reclassify certain claims. **Your claim(s) may be disallowed, reclassified, or modified as a result of the Objection. Therefore, you should read the attached Objection carefully.**

PLEASE TAKE FURTHER NOTICE THAT YOUR SUBSTANTIVE RIGHTS MAY BE AFFECTED BY THE OBJECTION AND BY ANY FURTHER CLAIM OBJECTION THAT MAY BE FILED BY THE REORGANIZED DEBTORS OR

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Reorganized 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.

OTHERWISE. THE RELIEF SOUGHT HEREIN IS WITHOUT PREJUDICE TO THE REORGANIZED DEBTORS' RIGHT TO PURSUE FURTHER OBJECTIONS AGAINST YOUR CLAIM(S) SUBJECT TO THE OBJECTION IN ACCORDANCE WITH APPLICABLE LAW AND APPLICABLE ORDERS OF THIS COURT.

PLEASE TAKE FURTHER NOTICE that if the holder of a claim that is the subject of the Objection wishes to respond to the Objection, the holder must file a written response with: (i) the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801; and (ii) counsel for the Reorganized Debtors, Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: John H. Knight, Amanda R. Steele, and Joseph C. Barsalona II) so as to be received on or before **June 30, 2017 at 4:00 p.m. (Eastern Daylight Time)**.

PLEASE TAKE FURTHER NOTICE that responses to the Objection must contain, at minimum, the following: (a) a caption setting forth the name of the Bankruptcy Court, the name of the Debtors, the case number, and the title of this Objection; (b) the claimant's name, the claim number, and a description of the basis for the amount of the claim; (c) the specific factual basis and supporting legal argument upon which the claimant will rely in opposing this Objection; (d) any supporting documentation, to the extent it was not included with the claim previously filed with the Clerk or GCG, upon which the claimant will rely to support the basis for and amounts asserted in the claim; and (e) the name, address, telephone number, and fax number of the person(s) (which may be the claimant or the claimant's legal representative) with whom counsel for the Reorganized Debtors should communicate with respect to the claim or the Objection and who possesses authority to reconcile, settle, or

otherwise resolve the Objection to the disputed claim on behalf of the claimant.

PLEASE TAKE FURTHER NOTICE that if no response to the Objection is timely filed and received in accordance with the above procedures, an order may be entered granting the relief requested in the Objection without further notice or a hearing. If a response is properly filed, served, and received in accordance with the above procedures and such response is not resolved, a hearing to consider such response and the Objection will be held before The Honorable Brendan L. Shannon, United States Bankruptcy Judge for the District of Delaware, at the Bankruptcy Court, 824 North Market Street, 6th Floor, Courtroom 1, Wilmington, Delaware 19801 on **July 13, 2017 at 11:00 a.m. (Eastern Daylight Time)** (the "Hearing"). Only a response made in writing and timely filed and received will be considered by the Bankruptcy Court at the Hearing.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED IN THE OBJECTION WITHOUT FURTHER NOTICE OR HEARING.

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Dated: June 9, 2017
Wilmington, Delaware

/s/ Amanda R. Steele

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*Counsel for Samson Resources II, LLC, for
itself and the Reorganized Debtors*

EXHIBIT A

Proposed Order

**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: _____
)	

**ORDER SUSTAINING REORGANIZED DEBTORS’ NINTH OMNIBUS
(SUBSTANTIVE) OBJECTION TO CERTAIN (I) MISCLASSIFIED, (II)
OVERSTATED, AND/OR (III) INCORRECT DEBTOR 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,

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.

and other parties in interest; and the Court having found that the Reorganized Debtors provided 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 Misclassified Claims set forth on the attached **Exhibit 1** are hereby modified as provided on the attached **Exhibit 1**.
3. The Overstated Claims set forth on the attached **Exhibit 2** are hereby modified as provided on the attached **Exhibit 2**.
4. The Incorrect Debtor Claims set forth on the attached **Exhibit 3** are hereby modified as provided on the attached **Exhibit 3**.
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: _____, 2017

THE HONORABLE BRENDAN LINEHAN SHANNON
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1 to EXHIBIT A

Misclassified Claims

Samson Resources Corporation, et al.

OMNIBUS NINE : SUBSTANTIVE : EXHIBIT A - RECLASSIFIED CLAIMS

	NAME	CLAIM #	ASSERTED DEBTOR	ASSERTED CLASS	ASSERTED AMOUNT	MODIFIED DEBTOR	MODIFIED CLASS	MODIFIED AMOUNT
1	ACADIANA MAINTENACE SERVICES LLC 1604 JANE ST NEW IBERIA, LA 70563- 1415	786(a)(b)	Samson Contour Energy E&P, LLC Samson Contour Energy E&P, LLC	Priority Secured	\$19,587.82* Undetermined*	Samson Contour Energy E&P, LLC	Unsecured	\$19,587.82*
				Subtotal	\$19,587.82*			
REASON: Claimant asserts priority status, but proof of claim does not provide sufficient support and documentation to support such claim.								
2	ACADIANA MAINTENANCE SERVICES LLC 1604 JANE ST NEW IBERIA, LA 70563- 1415	784(a)	Samson Lone Star, LLC Samson Lone Star, LLC	Priority Secured	\$49,291.89 \$49,291.89	Samson Lone Star, LLC	Unsecured	\$98,583.78
				Subtotal	\$98,583.78			
REASON: Claimant asserts priority status, but proof of claim does not provide evidence to support and documentation to support such claim. Additionally, claimant asserts secured status but proof of claim does not provide evidence to support such claim.								
3	ALFALFA ELECTRIC COOP PO BOX 39 CHEROKEE, OK 73728- 0039	126(b)	Samson Resources Corporation	503(b)(9)	\$6,645.00	Samson Resources Corporation	Unsecured	\$6,645.00
REASON: Claim asserts administrative priority under 11 U.S.C. § 503(b)(9), but proof of claim is for services and as such claimant is not entitled to administrative priority.								
4	CARDINAL OIL, LLC 2650 OVERLAND AVE BILLINGS, MT 59102	2497(b)	Samson Resources Corporation	503(b)(9)	\$4,520.00	Samson Resources Corporation	Unsecured	\$4,520.00
REASON: Goods listed on claim were received outside of the proscribed 20-day receipt period under 11 U.S.C. § 503(b)(9) and thus not entitled to administrative priority.								

* - Indicates claim contains unliquidated and/or undetermined amounts

(a) Claim also contained on Exhibit B to the Ninth Omnibus Claims Objection for Modified Amount Claims

(b) Claim also contained on Exhibit C to the Ninth Omnibus Claims Objection for Incorrect Debtor Claims

(c) Claim also contained on the First Notice of Partial Satisfaction

Samson Resources Corporation, et al.

OMNIBUS NINE : SUBSTANTIVE : EXHIBIT A - RECLASSIFIED CLAIMS

	NAME	CLAIM #	ASSERTED DEBTOR	ASSERTED CLASS	ASSERTED AMOUNT	MODIFIED DEBTOR	MODIFIED CLASS	MODIFIED AMOUNT
5	EDKO, LLC P.O. BOX 7241 SHREVEPORT, LA 71137-7241	120 ^{(b)(c)}	Samson Lone Star, LLC Samson Lone Star, LLC	503(b)(9) Unsecured	\$27,110.40 \$50,963.13	Samson Lone Star, LLC	Unsecured	\$78,073.53
				Subtotal	\$78,073.53			
REASON: Claim asserts administrative priority under 11 U.S.C. § 503(b)(9), but proof of claim is for services and as such claimant is not entitled to administrative priority.								
6	ENERVEN COMPRESSION LLC ATTN: ROBERT STILES 8150 N. CENTRAL EXPRESSWAY #1100 DALLAS, TX 75206	1650 ^(a)	Samson Resources Corporation Samson Resources Corporation	Priority Unsecured	\$723.61 \$43,562.87	Samson Resources Corporation	Unsecured	\$44,286.48
				Subtotal	\$44,286.48			
REASON: Claim asserts priority under 11 U.S.C. § 507(a)(8) but claimant is not a governmental unit and therefore is not entitled to priority status.								
7	ENVENT TECHNOLOGIES LLC 13215 STAFFORD RD STE 300 MISSOURI CITY, TX 77489-2190	425 ^(a)	Samson Resources Corporation	503(b)(9)	\$3,690.00	Samson Resources Corporation	Unsecured	\$3,690.00
REASON: Goods listed on claim were received outside of the proscribed 20-day receipt period under 11 U.S.C. § 503(b)(9) and thus not entitled to administrative priority.								
8	FREDONIA CONSTRUCTION SERVICES PO BOX 635352 NACOGDOCHES, TX 75963-5352	1306 ^(c)	Samson Lone Star, LLC Samson Lone Star, LLC	503(b)(9) Unsecured	\$3,187.50 \$2,125.00	Samson Lone Star, LLC	Unsecured	\$5,312.50
				Subtotal	\$5,312.50			

REASON: Claim asserts administrative priority under 11 U.S.C. § 503(b)(9), but proof of claim is for services and as such claimant is not entitled to administrative priority.

* - Indicates claim contains unliquidated and/or undetermined amounts

(a) Claim also contained on Exhibit B to the Ninth Omnibus Claims Objection for Modified Amount Claims

(b) Claim also contained on Exhibit C to the Ninth Omnibus Claims Objection for Incorrect Debtor Claims

(c) Claim also contained on the First Notice of Partial Satisfaction

Samson Resources Corporation, et al.

OMNIBUS NINE : SUBSTANTIVE : EXHIBIT A - RECLASSIFIED CLAIMS

	NAME	CLAIM #	ASSERTED DEBTOR	ASSERTED CLASS	ASSERTED AMOUNT	MODIFIED DEBTOR	MODIFIED CLASS	MODIFIED AMOUNT
9	JOHN BRUCE ELECTRIC, INC. C/O REGINA V STEADMAN 206405 EAST COUNTY ROAD 47 SHARON, OK 73857	792	Samson Resources Company	503(b)(9)	\$2,498.78	Samson Resources Company	Unsecured	\$2,498.78
REASON: Goods listed on claim were received outside of the proscribed 20-day receipt period under 11 U.S.C. § 503(b)(9) and thus not entitled to administrative priority.								
10	K & S PUMPING UNIT REPAIR, INC. ATTN: JOY KOON PO BOX 1472 ENID, OK 73702	1488(c)	Samson Resources Company	503(b)(9)	\$16,344.10	Samson Resources Company	Unsecured	\$16,344.10
REASON: Claim asserts administrative priority under 11 U.S.C. § 503(b)(9), but proof of claim is for services and as such claimant is not entitled to administrative priority.								
11	LONESTAR SERVICES LLC PO BOX 499 LIBERAL, KS 67905-0499	665(a)	Samson Lone Star, LLC	503(b)(9)	\$5,999.00*	Samson Lone Star, LLC	Unsecured	\$14,998.00*
			Samson Lone Star, LLC	Priority	\$3,000.00*			
			Samson Lone Star, LLC	Secured	Undetermined*			
			Samson Lone Star, LLC	Unsecured	\$5,999.00*			
				Subtotal	\$14,998.00*			

REASON: Claim asserts administrative priority under 11 U.S.C. § 503(b)(9), but proof of claim is for services and as such claimant is not entitled to administrative priority. Additionally, services were provided outside of the proscribed 20-day period under 11 U.S.C. § 503(b)(9).

Claim asserts priority under 11 U.S.C. § 507(a)(4) but claimant is not an employee and does not assert that it is an individual or corporation with only one employee acting as an independent contractor and earning greater than 75% of its income from the sale of goods or services in the ordinary course of the debtors' business. Accordingly, claimant is not entitled to priority status.

* - Indicates claim contains unliquidated and/or undetermined amounts

(a) Claim also contained on Exhibit B to the Ninth Omnibus Claims Objection for Modified Amount Claims

(b) Claim also contained on Exhibit C to the Ninth Omnibus Claims Objection for Incorrect Debtor Claims

(c) Claim also contained on the First Notice of Partial Satisfaction

Samson Resources Corporation, et al.

OMNIBUS NINE : SUBSTANTIVE : EXHIBIT A - RECLASSIFIED CLAIMS

	NAME	CLAIM #	ASSERTED DEBTOR	ASSERTED CLASS	ASSERTED AMOUNT	MODIFIED DEBTOR	MODIFIED CLASS	MODIFIED AMOUNT	
12	TRI-STATE INDUSTRIES, INC. P. O. BOX 254 GILLETTE, WY 82717	1655	Samson Resources Company	503(b)(9)	\$6,699.00	Samson Resources Company	Unsecured	\$6,699.00	
REASON: Goods listed on claim were received outside of the proscribed 20-day receipt period under 11 U.S.C. § 503(b)(9) and thus not entitled to administrative priority.									
13	UNITED SUPPLY OF THE ROCKIES, INC. 301 RANNEY STREET CRAIG, CO 81625	2548(b)	Samson Resources Corporation	503(b)(9)	\$922.49	Samson Resources Corporation	Unsecured	\$922.49	
REASON: Goods listed on claim were received outside of the proscribed 20-day receipt period under 11 U.S.C. § 503(b)(9) and thus not entitled to administrative priority.									
				TOTAL	\$302,161.48			TOTAL	\$302,161.48

* - Indicates claim contains unliquidated and/or undetermined amounts

(a) Claim also contained on Exhibit B to the Ninth Omnibus Claims Objection for Modified Amount Claims

(b) Claim also contained on Exhibit C to the Ninth Omnibus Claims Objection for Incorrect Debtor Claims

(c) Claim also contained on the First Notice of Partial Satisfaction

EXHIBIT 2 to EXHIBIT A

Overstated Claims

Samson Resources Corporation, et al.

OMNIBUS NINE : SUBSTANTIVE : EXHIBIT B - MODIFIED AMOUNT CLAIMS

	NAME	CLAIM #	ASSERTED DEBTOR	ASSERTED CLASS	ASSERTED AMOUNT	MODIFIED DEBTOR	MODIFIED CLASS	MODIFIED AMOUNT
1	ACADIANA MAINTENACE SERVICES LLC 1604 JANE ST NEW IBERIA, LA 70563- 1415	786 ^{(a)(b)}	Samson Contour Energy E&P, LLC Samson Contour Energy E&P, LLC	Priority Secured	\$19,587.82* Undetermined*	Samson Contour Energy E&P, LLC	Unsecured	\$19,587.82
REASON: The Debtors books and records show a total liability related to this creditor of \$19,587.82.								
2	ACADIANA MAINTENANCE SERVICES LLC 1604 JANE ST NEW IBERIA, LA 70563- 1415	784 ^(a)	Samson Lone Star, LLC Samson Lone Star, LLC	Priority Secured	\$49,291.89 \$49,291.89	Samson Lone Star, LLC	Unsecured	\$49,291.89
				Subtotal	\$98,583.78			
REASON: The Debtors books and records show a total liability related to this creditor of \$49,291.89.								
3	ENERVEN COMPRESSION LLC ATTN: ROBERT STILES 8150 N. CENTRAL EXPRESSWAY #1100 DALLAS, TX 75206	1650 ^(a)	Samson Resources Corporation Samson Resources Corporation	Priority Unsecured	\$723.61 \$43,562.87	Samson Resources Corporation	Unsecured	\$531.63
				Subtotal	\$44,286.48			
REASON: Invoice Numbers 3340996, 3340998, 3340999, 3341000, 3341001, 3341002, 3341003, 3341004, 3341007, 3341008, 3341009, 3341010, 3341011, 3341012, 3341013 and 3341014 were paid via check number 803136 dated 11/6/2012. Check cleared Debtors bank on 11/13/2012.								
Invoice Numbers 3341015, 3341016, 3341017, 3341018, 3341019, 3341020, 3341021, 3341023, 3341024, 3341025, 3341026, 3341027, 3341029, 3341030, 3341031, 3341032, 3341033, 3341034, 3341038, 3341043, 3341044, 3341045, 3341046, 3341066 and 3341251 were paid via check number 803443 dated 11/8/2012. Check cleared Debtors bank on 11/15/2012.								
4	ENVENT TECHNOLOGIES LLC 13215 STAFFORD RD STE 300 MISSOURI CITY, TX 77489-2190	425 ^(a)	Samson Resources Corporation	503(b)(9)	\$3,690.00	Samson Resources Corporation	Unsecured	\$1,250.00
REASON: The underlying leases associated with invoice numbers 12262 & 12437 were sold on 11/1/2014. As such, the Debtors show no liability for these invoices.								

* - Indicates claim contains unliquidated and/or undetermined amounts

(a) Claim also contained on Exhibit A to the Ninth Omnibus Objection for Reclassified Claims

(b) Claim also contained on Exhibit C to the Ninth Omnibus Claims Objection for Incorrect Debtor Claims

(c) Claim also contained on the First Notice of Partial Satisfaction

Samson Resources Corporation, et al.

OMNIBUS NINE : SUBSTANTIVE : EXHIBIT B - MODIFIED AMOUNT CLAIMS

	NAME	CLAIM #	ASSERTED DEBTOR	ASSERTED CLASS	ASSERTED AMOUNT	MODIFIED DEBTOR	MODIFIED CLASS	MODIFIED AMOUNT
5	LONESTAR SERVICES LLC PO BOX 499 LIBERAL, KS 67905-0499	665 ^(a)	Samson Lone Star, LLC Samson Lone Star, LLC Samson Lone Star, LLC Samson Lone Star, LLC	503(b)(9) Priority Secured Unsecured	\$5,999.00* \$3,000.00* Undetermined* \$5,999.00*	Samson Lone Star, LLC	Unsecured	\$5,990.00
				Subtotal	\$14,998.00*			
REASON: Invoice number 30339 which is being asserted in this claim is for \$5,990.00. The Debtors books and records agree with this amount and as such the claim should be modified.								
6	NEWFIELD EXPLORATION MID- CONTINENT INC PO BOX 204374 DALLAS, TX 75320-4374	1576	Geodyne Resources, Inc.	Secured	\$1,341.45*	Geodyne Resources, Inc.	Secured	\$1,299.98
REASON: Well associated with various asserted liabilities was sold, as such Debtors show no liability within their books and records for these amounts.								
7	SUD, LILLY GROVE DONNA HARRIS, MANAGER 7435 FM 1638 NACOGDOCHES, TX 75964-1704	87 ^(b)	Samson Resources Corporation Samson Resources Corporation	503(b)(9) Unsecured	\$115.80 \$174.89	Samson Resources Corporation Samson Resources Corporation	503(b)(9) Unsecured	\$115.80 \$100.33
				Subtotal	\$290.69		Subtotal	\$216.13
REASON: Invoice number 836NOV15 was paid on 11/3/2015 via check number 2000317197. Additionally, late fees are being asserted related to pre-petition liabilities which is not allowed.								
				TOTAL	\$182,778.22	TOTAL		\$78,167.45

* - Indicates claim contains unliquidated and/or undetermined amounts

(a) Claim also contained on Exhibit A to the Ninth Omnibus Objection for Reclassified Claims

(b) Claim also contained on Exhibit C to the Ninth Omnibus Claims Objection for Incorrect Debtor Claims

(c) Claim also contained on the First Notice of Partial Satisfaction

EXHIBIT 3 to EXHIBIT A

Incorrect Debtor Claims

Samson Resources Corporation, et al.

OMNIBUS NINE : SUBSTANTIVE : EXHIBIT C - INCORRECT DEBTOR CLAIMS

CLAIM #	CLAIMANT	DATE FILED	ASSERTED CLAIM AMOUNT	ASSERTED CASE NUMBER	ASSERTED DEBTOR	MODIFIED CASE NUMBER(S)	MODIFIED DEBTOR(S)	MODIFIED CLAIM AMOUNT
1	786(a)(b) ACADIANA MAINTENACE SERVICES LLC 1604 JANE ST NEW IBERIA, LA 70563- 1415	11/16/2015	\$19,587.82*	15-11937 (CSS)	Samson Contour Energy E&P, LLC	15-11937 (CSS)	Samson Contour Energy E&P, LLC	\$18,039.84
						15-11942 (CSS)	Samson Resources Company	\$1,547.98
							Total	\$19,587.82
2	126(a) ALFALFA ELECTRIC COOP PO BOX 39 CHEROKEE, OK 73728- 0039	11/05/2015	\$6,645.00	15-11934 (CSS)	Samson Resources Corporation	15-11942 (CSS)	Samson Resources Company	\$6,645.00
3	2497(a) CARDINAL OIL, LLC 2650 OVERLAND AVE BILLINGS, MT 59102	11/27/2015	\$4,520.00	15-11934 (CSS)	Samson Resources Corporation	15-11942 (CSS)	Samson Resources Company	\$4,520.00
4	120(a)(c) EDKO, LLC P.O. BOX 7241 SHREVEPORT, LA 71137-7241	11/04/2015	\$78,073.53	15-11941 (CSS)	Samson Lone Star, LLC	15-11941 (CSS)	Samson Lone Star, LLC	\$27,110.40
						15-11937 (CSS)	Samson Contour Energy E&P, LLC	\$50,963.13
							Total	\$78,073.53
5	88 LILLY GROVE SPECIAL UTILITY DISTRIC 7435 FM 1638 NACOGDOCHES, TX 75964	11/03/2015	\$117.71	15-11934 (CSS)	Samson Resources Corporation	15-11941 (CSS)	Samson Lone Star, LLC	\$117.71

* - Indicates claim contains unliquidated and/or undetermined amounts

(a) Claim also contained on Exhibit A to the Ninth Omnibus Objection for Reclassified Claims

(b) Claim also contained on Exhibit B to the Ninth Omnibus Claims Objection for Modified Amount Claims

(c) Claim also contained on the First Notice of Partial Satisfaction

Samson Resources Corporation, et al.

OMNIBUS NINE : SUBSTANTIVE : EXHIBIT C - INCORRECT DEBTOR CLAIMS

CLAIM #	CLAIMANT	DATE FILED	ASSERTED CLAIM AMOUNT	ASSERTED CASE NUMBER	ASSERTED DEBTOR	MODIFIED CASE NUMBER(S)	MODIFIED DEBTOR(S)	MODIFIED CLAIM AMOUNT
6	87(b) SUD, LILLY GROVE DONNA HARRIS, MANAGER 7435 FM 1638 NACOGDOCHES, TX 75964-1704	11/03/2015	\$290.69	15-11934 (CSS)	Samson Resources Corporation	15-11941 (CSS)	Samson Lone Star, LLC	\$216.13
7	2548(a) UNITED SUPPLY OF THE ROCKIES, INC. 301 RANNEY STREET CRAIG, CO 81625	12/01/2015	\$922.49	15-11934 (CSS)	Samson Resources Corporation	15-11942 (CSS)	Samson Resources Company	\$922.49

* - Indicates claim contains unliquidated and/or undetermined amounts

(a) Claim also contained on Exhibit A to the Ninth Omnibus Objection for Reclassified Claims

(b) Claim also contained on Exhibit B to the Ninth Omnibus Claims Objection for Modified Amount Claims

(c) Claim also contained on the First Notice of Partial Satisfaction

EXHIBIT B

Brown Declaration

**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)
)	
)	

**DECLARATION OF MATTHEW BROWN IN SUPPORT OF THE
REORGANIZED DEBTORS’ NINTH OMNIBUS (SUBSTANTIVE)
OBJECTION TO CERTAIN (I) MISCLASSIFIED, (II) OVERSTATED, AND/OR (III)
INCORRECT DEBTOR CLAIMS PURSUANT TO SECTION 502(B) OF THE
BANKRUPTCY CODE, BANKRUPTCY RULES 3001, 3003, AND 3007, AND LOCAL
BANKRUPTCY RULE 3007-1**

I, Matthew Brown, declare as follows:

1. I make this declaration (the “Declaration”) in support of the *Reorganized Debtors’ Ninth Omnibus (Substantive) Objection to Certain (I) Misclassified, (II) Overstated, and/or (III) Incorrect Debtor Claims Pursuant to Section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3001, 3003, and 3007, and Local Bankruptcy Rule 3007-1* (the “Objection”).²

2. I began working for the Debtors in 2007 and am currently serving as a Supervisor in the Revenue Accounting department for the Reorganized Debtors.

3. I make this Declaration upon the basis of personal knowledge or knowledge of persons under my supervision and a review, by me and others working with me and under my

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 set forth in the Objection.

supervision, of (i) the claims identified on **Exhibit 1** (the “Misclassified Claims”), **Exhibit 2** (the “Overstated Claims”), and **Exhibit 3** (the “Incorrect Debtor Claims”) to the Order attached as **Exhibit A** to the Objection (the “Order”), (ii) the Claims Register, and (iii) the Debtors’ applicable books and records.

4. To date, approximately 3,249 proofs of claim have been filed in these chapter 11 cases. Considerable time and resources have been expended to review and reconcile the proofs of claim filed against the Debtors in these chapter 11 cases. Upon review of the proofs of claim filed in these chapter 11 cases and supporting documentation attached thereto, the Reorganized Debtors have determined that the Claims listed on **Exhibits 1–3** to **Exhibit A** to the Objection are not properly asserted pursuant to section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3001, 3003, and 3007, Local Bankruptcy Rule 3007-1, and applicable orders of the Bankruptcy Court.

5. Based on the Reorganized Debtors’ review of the Claims and the Debtors’ books and records, the Claims are (i) misclassified, (ii) overstated, and/or (iii) asserted against the incorrect Debtor. Accordingly, the Reorganized Debtors have objected to each of the Claims to modify such claims as described in detail in the Objection and for the reasons set forth below.

I. Misclassified Claims

6. To the best of my knowledge, information, and belief, and insofar as I have been able to ascertain after reasonable inquiry—including the Debtors, their restructuring advisors (Alvarez & Marsal North America, LLC), and my (i) review of the Misclassified Claims and all supporting information and documentation provided therewith and (ii) reasonable efforts to research the same on the Debtors’ books and records and Schedules—the Misclassified Claims each inaccurately asserted that all or a portion of the claim is entitled to priority or secured status.

7. Upon review of the Misclassified Claims and the supporting documentation

provided therewith, the Reorganized Debtors were unable determine the nature or perfection of the purported security interest, the property against which such purported security interest is asserted, the basis for the purported security interest, and/or the statutory basis for the purported priority status.

8. After reviewing the Misclassified Claims asserting priority status pursuant to Section 503(b)(9) of the Bankruptcy Code, the Reorganized Debtors concluded that such claims were not entitled to priority status because (a) the claim, or a portion thereof is not for material, supplies, goods, products, or other tangible property (collectively, “Goods”), or (b) the Goods, or a portion thereof were not received by the Debtors within twenty days prior to the Petition Date. In addition, none of the Misclassified Claims provide a legal basis entitling them to priority under Section 502 of the Bankruptcy Code.

II. Overstated Claims

9. To the best of my knowledge, information, and belief, and insofar as I have been able to ascertain after reasonable inquiry—including the Debtors’, their restructuring advisors’ (Alvarez & Marsal North America, LLC), and my (i) review of the Overstated Claims and all supporting information and documentation provided therewith and (ii) reasonable efforts to research the same on the Debtors’ books and records and Schedules—the Overstated Claims are either (a) asserted in an amount that is higher than the amount of liability reflected in the Debtors’ books and records (primarily due to the claimant overstating the amount of their claim, double-counting their claim, or a portion of the asserted claim being duplicated in another proof of claim filed by the same claimant on account of the same liability), or (b) asserted in an amount that is entirely or partially undetermined, but the documentation filed in support of such claim

and/or the Debtors' books and records reflect an amount that the Reorganized Debtors agree is owed.

III. Incorrect Debtor Claims

10. To the best of my knowledge, information, and belief, and insofar as I have been able to ascertain after reasonable inquiry—including the Debtors, their restructuring advisors' (Alvarez & Marsal North America, LLC), and my (i) review of the Incorrect Debtor Claims and all supporting information and documentation provided therewith and (ii) reasonable efforts to research the same on the Debtors' books and records and Schedules—the Incorrect Debtor Claims (a) were each filed against a Debtor that has no liability for the claims asserted therein, according to the Debtors' books and records, and (b) are each properly asserted against a different Debtor.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: 6/8, 2017
Wilmington, Delaware


Matthew Brown
Supervisor - Accounting