

**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: Dec. 22, 2017 at 4:00 p.m. (ET)
	)	Hearing Date: January 8, 2018 at 10:00 a.m. (ET)

**REORGANIZED DEBTORS' ELEVENTH OMNIBUS (NON-SUBSTANTIVE)
OBJECTION TO CERTAIN (I) AMENDED AND SUPERSEDED, AND/OR (II) LATE
FILED 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 DISALLOW AND EXPUNGE CERTAIN FILED PROOFS OF CLAIM.</p> <p>CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS ON <u>EXHIBIT 1</u> AND/OR <u>EXHIBIT 2</u> TO <u>EXHIBIT A</u> ATTACHED TO THIS OBJECTION. YOUR CLAIM MAY APPEAR ON MORE THAN ONE EXHIBIT.</p>

The above captioned reorganized debtors (collectively, the “Reorganized Debtors”) file this eleventh 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 and 2 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

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.

this Objection, the Reorganized Debtors submit the *Declaration of Matthew Brown, in Support of the Reorganized Debtors' Eleventh Omnibus (Non-Substantive) Objection to Certain (I) Amended and Superseded, and/or (II) Late Filed Claims Pursuant to Section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3001, 3003, and 3007, and Local Bankruptcy Rule 3007-1* (the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 that has been amended and superseded by one or more claims subsequently filed by, or on behalf of, the same claimant in respect of the same liabilities (the “Amended and Superseded Claims”); and
- (b) **Exhibit 2** to **Exhibit A**, which represents a proof of claim that was filed after the General Bar Date and asserts an improper amendment to a prior claim (the “Late Filed Claim”).

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 3,288 proofs of claim have been filed in these chapter 11 cases, as recorded on the Claims Register. The Reorganized Debtors, together with their advisors, continue to review and reconcile these claims. This process includes identifying

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].

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. Amended and Superseded Claims

13. Upon review of the proofs of claim filed against the Debtors in these chapter 11 cases, the Reorganized Debtors have identified 2 Amended and Superseded Claims listed on **Exhibit 1** to **Exhibit A**, in the claimed amount of \$990,319.67. The Amended and Superseded Claims have each been amended and superseded by a subsequently filed proof of claim by the same claimant and on account of the same liability as reflected in the column labeled “Surviving Claims” on **Exhibit 1** to **Exhibit A**. The Amended and Superseded Claims remain on the Claims Register only as a technicality and may be eliminated without affecting such claimants’ underlying claims. Accordingly, the Reorganized Debtors object to the allowance of the Amended and Superseded Claims and request that such Amended and Superseded Claims be disallowed in their entirety.

14. Any disallowance or expungement of the Amended and Superseded Claims will not affect the Surviving Claims, each of which will remain on the Claims Register unless withdrawn by the relevant claimants or disallowed by the Court, subject to the Reorganized Debtors’ right to object in the future on any grounds permitted by bankruptcy or nonbankruptcy law; provided, however, that the Reorganized Debtors will not object to the Surviving Claims on the basis that they were not timely filed. *See generally* 11 U.S.C. § 502(a).

II. Late Filed Claim

15. Upon review of the proofs of claim filed against the Debtors in these Chapter 11 cases, the Reorganized Debtors have identified 1 Late Filed Claim listed on **Exhibit 2** to **Exhibit A**, in the claimed amount of \$55,000.00. The Late Filed Claim reflects a proof of claim which was untimely filed, after the General Bar Date.

16. 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 all as described herein.

Responses to the Objection

17. To contest the Reorganized Debtors' objection to any claim listed on **Exhibits 1** or **2** 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 December 22, 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*

18. 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.

19. 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

20. 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

21. 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.

22. 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** and **2** 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

23. 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

24. 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: December 4, 2017
Wilmington, Delaware

/s/ Amanda R. Steele

John H. Knight (No. 3848)
Amanda R. Steele (No. 5530)
Joseph C. Barsalona II (No. 6102)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square, 920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701
E-mail: knight@rlf.com
steele@rlf.com
barsalona@rlf.com

-and-

Ana Alfonso (admitted *pro hac vice*)
WILLKIE FARR & GALLAGHER LLP
787 Seventh Avenue
New York, New York 10019-6099
Telephone: (212) 728-8000
Facsimile: (212) 728-8111
E-mail: aalfonso@willkie.com

*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**

<p>In re:</p> <p>SAMSON RESOURCES CORPORATION, <i>et al.</i>,¹</p> <p style="padding-left: 100px;">Reorganized Debtors.</p>	<p>)</p> <p>) Chapter 11</p> <p>)</p> <p>) Case No. 15-11934 (BLS)</p> <p>)</p> <p>) (Jointly Administered)</p> <p>)</p> <p>) Response Deadline: Dec. 22, 2017 at 4:00 p.m. (ET)</p> <p>) Hearing Date: January 8, 2018 at 10:00 a.m. (ET)</p>
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NOTICE OF OMNIBUS OBJECTION AND HEARING

PLEASE TAKE NOTICE that, on December 4, 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’ Eleventh Omnibus (Non-Substantive) Objection to Certain (I) Amended and Superseded, and/or (II) Late Filed 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 certain claims. **Your claim(s) may be disallowed 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 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 **December 22, 2017 at 4:00 p.m. (Eastern 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 **January 8, 2018 at 10:00 a.m. (Eastern 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: December 4, 2017
Wilmington, Delaware

/s/ Amanda R. Steele

John H. Knight (No. 3848)
Amanda R. Steele (No. 5530)
Joseph C. Barsalona II (No. 6102)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square, 920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701
E-mail: knight@rlf.com
stele@rlf.com
barsalona@rlf.com

-and-

Ana Alfonso (admitted *pro hac vice*)
WILLKIE FARR & GALLAGHER LLP
787 Seventh Avenue
New York, New York 10019-6099
Telephone: (212) 728-8000
Facsimile: (212) 728-8111
E-mail: aalfonso@willkie.com

*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’ ELEVENTH OMNIBUS (NON-SUBSTANTIVE) OBJECTION TO CERTAIN (I) AMENDED AND SUPERSEDED, AND/OR (II) LATE FILED 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 and 2 attached hereto, all as set forth in the Objection and the Brown Declaration; and the Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of these cases and the Objection in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Objection is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and the Court having found that the Reorganized Debtors provided

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Geodyne Resources, Inc. (2703); Samson Contour Energy Co. (7267); Samson Contour Energy E&P, LLC (2502); Samson Holdings, Inc. (8587); Samson-International, Ltd. (4039); Samson Investment Company (1091); Samson Lone Star, LLC (9455); Samson Resources Company (8007); and Samson Resources Corporation (1227). The location of parent Reorganized Debtor Samson Resources Corporation’s corporate headquarters and the Reorganized Debtors’ service address is: 15 East 5th Street, Suite 1000, Tulsa, Oklahoma 74103.

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

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

1. The Objection is sustained as set forth herein.
2. The Amended and Superseded Claims set forth on the attached **Exhibit 1** are hereby disallowed in their entirety. The claims listed under the heading “Surviving Claims” shall remain on the Claims Register, subject to the Reorganized Debtors’ further objections on any other substantive and/or non-substantive grounds.
3. The Late Filed Claim set forth on the attached **Exhibit 2** is hereby disallowed in its entirety.
4. The Claims Agent is authorized to modify the Claims Register to comport with the entry of this Order.
5. 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.

6. 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.

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

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

Wilmington, Delaware
Dated: _____, 2018

THE HONORABLE BRENDAN LINEHAN SHANNON
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1 to EXHIBIT A

Amended and Superseded Claims

Samson Resources Corporation, et al.

OMNIBUS ELEVEN : NON-SUBSTANTIVE : EXHIBIT A - AMENDED AND SUPERSEDED CLAIMS

CLAIMS TO BE DISALLOWED					SURVIVING CLAIMS					
	NAME	DATE FILED	CASE NUMBER	CLAIM #	TOTAL CLAIM DOLLARS	NAME	DATE FILED	CASE NUMBER	CLAIM #	TOTAL CLAIM DOLLARS
1	ALFALFA ELECTRIC COOP PO BOX 39 CHEROKEE, OK 73728-0039	11/05/2015	15-11942 (CSS)	126(a)(b)	\$6,645.00	ALFALFA ELECTRIC COOPERATIVE PO BOX 39 CHEROKEE, OK 73728	07/26/2017	15-11934 (CSS)	2974	\$1,700.55
2	MARATHON OIL COMPANY C/O KELLY HART & HALLMAN LLP ATTN CLAY TAYLOR 201 MAIN ST, STE 2500 FORT WORTH, TX 76102	11/20/2015	15-11942 (CSS)	2215	\$983,674.67	MARATHON OIL COMPANY C/O BOND ELLIS ATTN CLAY M TAYLOR 420 THROCKMORTON STE 1000 FORT WORTH, TX 76102	05/16/2017	15-11942 (CSS)	2973	\$70,072.04
TOTAL					\$990,319.67					

(a) Claim was previously modified on Exhibit A to the Ninth Omnibus Objection for Reclassified Claims

(b) Claim was previously modified on Exhibit C to the Ninth Omnibus Claims Objection for Incorrect Debtor Claims

EXHIBIT 2 to EXHIBIT A

Late Filed Claim

Samson Resources Corporation, et al.

OMNIBUS ELEVEN : NON-SUBSTANTIVE : EXHIBIT B - LATE FILED CLAIM

NAME	DATE FILED	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR DISALLOWANCE
RANKIN, JOSEPH D WAYNE JR 10800 ADMIRAL DR OKLAHOMA CITY, OK 73162-6843	03/31/2017	2968	\$55,000.00*	Claim filed after applicable bar date.

* - Indicates claim contains unliquidated and/or undetermined amounts

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)
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DECLARATION OF MATTHEW BROWN IN SUPPORT OF THE REORGANIZED DEBTORS’ ELEVENTH OMNIBUS (NON-SUBSTANTIVE) OBJECTION TO CERTAIN (I) AMENDED AND SUPERSEDED, AND/OR (II) LATE FILED 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’ Eleventh Omnibus (Non-Substantive) Objection to Certain (I) Amended and Superseded, and/or (II) Late Filed 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 supervision, of (i) the claims identified on Exhibit 1 (the “Amended and Superseded Claims”)

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.

and **Exhibit 2** (the “Late Filed Claim”) 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 3,288 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** and **2** 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.

I. Amended and Superseded Claims

5. Upon review of the proofs of claim filed against the Debtors in these chapter 11 cases, the Reorganized Debtors have identified 2 Amended and Superseded Claims listed on **Exhibit 1** to **Exhibit A**, in the aggregate claimed amount of \$990,319.67. 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 Amended and Superseded 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 Amended and Superseded Claims have each been amended and superseded by a subsequently filed proof of claim by the same claimant and on account of the same liability as reflected in the column labeled “Surviving Claims” on **Exhibit 1** to **Exhibit A**.

II. Late Filed Claim

6. Upon review of the proofs of claim filed against the Debtors in these chapter 11 cases, the Reorganized Debtors have identified 1 Late Filed Claim listed on **Exhibit 2** to **Exhibit A**, in the claimed amount of \$55,000.00. To the best of my knowledge, information, and belief, and insofar as I have been able to ascertain after reasonable inquiry—including the Debtors, the Debtors’ restructuring advisors (Alvarez & Marsal North America, LLC), the Debtors’ internal counsel’s, and my (i) review of the Late Filed Claim 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 Late Filed Claim reflects a proof of claim that was filed after the Bar Date.

[Signature Page Follows]

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: December 4, 2017
Wilmington, Delaware

/s/ Matthew Brown

Matthew Brown
Supervisor - Accounting