

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 (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)

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

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<p><b>THIS OBJECTION SEEKS TO DISALLOW AND EXPUNGE CERTAIN FILED PROOFS OF CLAIM.</b></p> <p><b>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.</b></p>
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The above captioned reorganized debtors (collectively, the “Reorganized Debtors”) file this twelfth 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<sup>2</sup> (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

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<sup>1</sup> 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.

<sup>2</sup> To the extent the Court allows a claim, the Reorganized Debtors, the Settlement Trust, and the holder of such claim reserves their rights regarding proper classification of such claim.

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 Objection, the Reorganized Debtors submit the *Declaration of Matthew Brown, in Support of the Reorganized Debtors’ Twelfth Omnibus (Substantive) Objection to Certain (I) Overstated, (II) No Liability, and/or (III) Substantive Duplicate Claims Pursuant to Section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3001, 3003, and 3007, and Local Bankruptcy Rule 3007-1* (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.<sup>3</sup> 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.

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<sup>3</sup> 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 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”);
- (b) **Exhibit 2** to **Exhibit A**, each of which represents a proof of claim asserting a claim for which the Debtors believe they are not liable based on the supporting documentation provided in the proof of claim and a reasonable review of the Debtors’ books and records (the “No Liability Claims”); and
- (c) **Exhibit 3** to **Exhibit A**, each of which represents a proof of claim filed against a particular Debtor that is substantively duplicative of another claim filed on account of the same liability, but with certain differences that do not ultimately affect the relief sought by the claimant (the “Substantive Duplicate 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 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].<sup>4</sup>

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.

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<sup>4</sup> 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].

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 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. Overstated Claims**

13. 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.

14. 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 1** to **Exhibit A**, which corresponds to the amount the Reorganized Debtors believe is owed by the applicable Debtor on account of the Overstated Claims.

## II. No Liability Claims

15. Upon review of the proofs of claim filed against the Debtors in these chapter 11 cases, the Reorganized Debtors have identified 13 No Liability Claims listed on Exhibit 2 to Exhibit A, in the aggregate claimed amount of \$3,532,048.36. Each of the No Liability Claims asserts a claim for which the Reorganized Debtors do not believe the Debtors are liable, based on the supporting documentation provided in the proof of claim and a reasonable review of the Debtors' books and records. After reasonable efforts, the Reorganized Debtors have been unable to locate any documentation that would substantiate the No Liability Claims, whether in full or in part. The No Liability Claims therefore fail to provide *prima facie* evidence of the validity and amount of the proof of claim they assert, as required by section 502 of the Bankruptcy Code and Bankruptcy Rule 3001(f).

## III. Substantive Duplicate Claims

16. Upon review of the proofs of claim filed against the Debtors in these chapter 11 cases, the Reorganized Debtors have identified 9 Substantive Duplicate Claim listed on Exhibit 3 to Exhibit A, in the claimed amount of \$4,031,528.32. Based on the Reorganized Debtors' review of the Substantive Duplicate Claims and the Debtors' books and records, each of the Substantive Duplicate Claims, listed under the column "Claims to be Disallowed" is duplicative of another proof of claim filed by or on behalf of the same claimant (or a successor) in respect of the same liabilities, but is a claim that is captured and restated, in whole, in the proof of claim listed under the column "Surviving Claim."

17. Failure to disallow the Substantive Duplicate Claims will result in double recovery to the claimants. Moreover, disallowance of these claims will enable the Claims Register to reflect more accurately the claims asserted against the Debtors. Accordingly, the

Reorganized Debtors object to the allowance of the Substantive Duplicate Claims and request that such Substantive Duplicate Claims be disallowed in their entirety and expunged.

18. Any disallowance or expungement of the Substantive Duplicate Claims will not affect the claims set forth under the column heading “Surviving Claims” on **Exhibit 3** to **Exhibit A**, which will remain on the Claims Register until withdrawn by the 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. *See generally* 11 U.S.C. § 502(a).

19. 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**

20. 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 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*

21. 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.

22. 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**

23. 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 such 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**

24. 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.

25. For the avoidance of doubt, to the extent the Court does not disallow the Claims in full, the Reorganized Debtors, Settlement Trust, and claimants reserve all rights regarding the classification of the Claims.

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: 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)  
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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:	)	Chapter 11
	)	
SAMSON RESOURCES CORPORATION, <i>et al.</i> , <sup>1</sup>	)	Case No. 15-11934 (BLS)
	)	
Reorganized Debtors.	)	(Jointly Administered)
	)	
	)	<b>Response Deadline: Dec. 22, 2017 at 4:00 p.m. (ET)</b>
	)	<b>Hearing Date: January 8, 2018 at 10:00 a.m. (ET)</b>

**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’ Twelfth Omnibus (Substantive) Objection to Certain (I) Overstated, (II) No Liability, and/or (III) Substantive Duplicate Claims Pursuant to Section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3001, 3003, and 3007, and Local Bankruptcy Rule 3007-1* (the “Objection”) which seeks to disallow or reduce certain claims. **Your claim(s) may be disallowed or reduced 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**

<sup>1</sup> 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)  
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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> , <sup>1</sup>	)	Case No. 15-11934 (BLS)
	)	
Reorganized Debtors.	)	(Jointly Administered)
	)	
	)	Re: Docket No: _____
	)	

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

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

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<sup>1</sup> 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.

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

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

1. The Objection is sustained as set forth herein.
2. The Overstated Claims set forth on the attached **Exhibit 1** are hereby modified as provided on the attached **Exhibit 1**.
3. The No Liability Claims set forth on the attached **Exhibit 2** are hereby disallowed in their entirety.
4. The Substantive Duplicate Claims set forth on the attached **Exhibit 3** under the heading “Claims to be Disallowed” are hereby disallowed in their entirety. The claims listed under the heading “Surviving Claims” shall remain on the Claims Register, subject to the Reorganized Debtors’ further objections on any other substantive and/or non-substantive grounds.
5. The Claims Agent is authorized to modify the Claims Register to comport with the entry of this Order.
6. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission as to the validity of any particular claim (including the Claims) against a Debtor or Reorganized Debtor entity; (b) a waiver of the Reorganized Debtors’ rights to dispute any particular claim (including the Claims)

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

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

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

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

Wilmington, Delaware  
Dated: \_\_\_\_\_, 2018

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THE HONORABLE BRENDAN LINEHAN SHANNON  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT 1 to EXHIBIT A**

**Overstated Claims**

## Samson Resources Corporation, et al.

## OMNIBUS TWELVE : SUBSTANTIVE : EXHIBIT A - MODIFIED AMOUNT CLAIMS

	NAME	CLAIM #	DEBTOR	ASSERTED CLASS	AMOUNT	DEBTOR	MODIFIED CLASS	AMOUNT
1	APACHE CORPORATION ATTN CHRIS BARNES 2000 POST OAK BLVD STE 100 HOUSTON, TX 77056	2056	Samson Lone Star, LLC	Secured	\$3,157.44*	Samson Lone Star, LLC	Secured	\$174.42
REASON: Wells Byrum #2-11 and Byrum 1-11 associated with asserted liabilities were sold, as such Debtors show no liability within their books and records. Additionally, Debtors books and records show a total amount due on the Stiles well of \$174.42.								
2	BP AMERICA PRODUCTION COMPANY ATTN KERRY MCENIRY- LEGAL DEPARTMENT 737 N ELDRIDGE PKWY 3EP-9.157 HOUSTON, TX 77079	1578	Samson Resources Corporation Samson Resources Corporation	Secured  Unsecured	\$503,920.15*  Undetermined*	Samson Resources Corporation	Secured	\$7,404.48
				Subtotal	\$503,920.15			
REASON: Based on a review of the Debtors' books and records, \$7,404.48 of the claim was due and owing as of the Petition Date, which has been paid and will be subject to a future notice of satisfaction. The Debtors' dispute that there is any liability with respect to the remaining portion of the claim.								
3	EVERVEST OPERATING LLC C/O ENERVEST LTD ATTN ERIKA ANDERSON 1001 FANNIN STE 800 HOUSTON, TX 77002	748	Samson Resources Company	Secured	\$93,132.29	Samson Resources Company	Secured	\$62,853.54
REASON: Invoice number 163823 was partially paid in the amount of \$23,810.16 on check number 2000245131 on 8/26/2015. Additionally, based upon the Debtors' books and records, the remaining amounts due on account of invoice numbers 163823, 168170, 168175, 170414, 179110, and 179114 is \$62,853.54.								

\* - Indicates claim contains unliquidated and/or undetermined amounts

## Samson Resources Corporation, et al.

## OMNIBUS TWELVE : SUBSTANTIVE : EXHIBIT A - MODIFIED AMOUNT CLAIMS

	NAME	CLAIM #	DEBTOR	ASSERTED CLASS	AMOUNT	DEBTOR	MODIFIED CLASS	AMOUNT
4	MARATHON OIL COMPANY C/O BOND ELLIS ATTN CLAY M TAYLOR 420 THROCKMORTON STE 1000 FORT WORTH, TX 76102	2973	Samson Resources Company	Secured	\$70,072.04	Samson Resources Company	Secured	\$968.31
REASON: The properties subject to the claim appear to relate to properties the claimant, the Debtors or both no longer own any interest. The detail provided with proof of claim does not provide sufficient information for the Reorganized Debtors' to identify the subject properties or claims. In addition, the Debtors' books and records reflect that only \$968.31 is due to the claimant with respect to this claim.								
5	PANOLA COUNTY C/O PERDUE BRANDON FIELDER COLLINS & MOTT LLP ATTN TAB BEALL PO BOX 2007 TYLER, TX 75710-2007	2961	Samson Lone Star, LLC	Administrative	\$79,771.47*	Samson Lone Star, LLC	Administrative	\$402.07
REASON: Royalty interest associated with parcel ID's 9287538 and 9287539 do not belong to the Debtors. As such, Debtors show no liability related to these parcels within its books and records. Debtors' books and records show a total liability related to this claim of \$402.07.								
				TOTAL	\$750,053.39	TOTAL		\$71,802.82

\* - Indicates claim contains unliquidated and/or undetermined amounts

**EXHIBIT 2 to EXHIBIT A**

**No Liability Claims**



## Samson Resources Corporation, et al.

## OMNIBUS TWELVE : SUBSTANTIVE : EXHIBIT B - NO LIABILITY

	NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
1	ANADARKO PETROLEUM CORPORATION C/O HAYNES & BOONE LLP ATTN IAN T PECK 301 COMMERCE ST STE 2600 FORT WORTH, TX 76102	15-11942 (CSS)	Samson Resources Company	11/25/2015	2481	\$39,709.00*	Based on the Debtors' books and records, the claim is based on gas balancing and no such amounts are due and owing.
2	APACHE CORPORATION ATTN CHRIS BARNES 2000 POST OAK BLVD STE 100 HOUSTON, TX 77056	15-11942 (CSS)	Samson Resources Company	11/20/2015	2057 <sup>(a)</sup>	\$3,268,846.40*	A portion of the claim was paid on 4/3/2009 in the amount of \$98,768.29. Pursuant to the Debtors' books and records as of the petition date, the Debtors have no outstanding liability related to this claim.
3	APACHE CORPORATION ATTN CHRIS BARNES 2000 POST OAK BLVD STE 100 HOUSTON, TX 77056	15-11935 (CSS)	Geodyne Resources, Inc.	11/20/2015	2058	\$57,375.44*	Pursuant to the Debtors' books and records as of the petition date, the Debtors have no outstanding liability related to this claim.
4	APACHE CORPORATION ATTN CHRIS BARNES 2000 POST OAK BLVD STE 100 HOUSTON, TX 77056	15-11941 (CSS)	Samson Lone Star, LLC	11/20/2015	2059	\$82,563.82	Pursuant to the Debtors' books and records as of the petition date, the Debtors have no outstanding liability related to this claim.
5	FORT ELLIOTT CONSOLIDATED INDEPENDENT SCHOOL DIST ATTN D'LAYNE CARTER PO BOX 9132 AMARILLO, TX 79105-9132	15-11934 (CSS)	Samson Resources Corporation	02/23/2016	2784	\$24,036.69	Based on the Debtors' books and records, the Debtors have properly paid all taxes due and owing.
6	HANSFORD COUNTY ATTN D'LAYNE CARTER PO BOX 9132 AMARILLO, TX 79105-9132	15-11934 (CSS)	Samson Resources Corporation	02/23/2016	2790	\$232.01	Well associated with the asserted liability was sold in 2014. Debtor shows no liability within its books and records.

\* - Indicates claim contains unliquidated and/or undetermined amounts

(a) Claim also contained on the Second Notice of Partial Satisfaction

## Samson Resources Corporation, et al.

## OMNIBUS TWELVE : SUBSTANTIVE : EXHIBIT B - NO LIABILITY

	NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
7	HARTLEY COUNTY APPRAISAL DISTRICT ATTN D'LAYNE CARTER PO BOX 9132 AMARILLO, TX 79105-9132	15-11934 (CSS)	Samson Resources Corporation	02/23/2016	2788	\$81.62	Well associated asserted liability was sold. Debtor shows no liability within its books and records.
8	MARATHON OIL COMPANY C/O KELLY HART & HALLMAN LLP ATTN CLAY TAYLOR 201 MAIN ST, STE 2500 FORT WORTH, TX 76102	15-11935 (CSS)	Geodyne Resources, Inc.	11/20/2015	2214 <sup>(a)</sup>	\$5,599.35	Liabilities asserted in proof of claim relate to wells owned by Stacy Schusterman who is not a Debtor in these bankruptcy proceedings.
9	REEVES COUNTY APPRAISAL DISTRICT COLLECTING PROPERTY TAXES FOR PECOS-BARSTOW-TOYAH ISD C/O MCCREARY VESELKA BRAGG & ALLEN PC ATTN LEE GORDON PO BOX 1269 ROUND ROCK, TX 78680-1269	15-11941 (CSS)	Samson Lone Star, LLC	11/20/2015	2021	\$5.48*	Properties associated with asserted liabilities were sold, as such Debtors show no liability within their books and records.
10	REEVES COUNTY APPRAISAL DISTRICT COLLECTING PROPERTY TAXES FOR PECOS-BARSTOW-TOYAL ISD C/O MCCREARY VESELKA BRAGG & ALLEN PC ATTN LEE GORDON PO BOX 1269 ROUND ROCK, TX 78680-1269	15-11934 (CSS)	Samson Resources Corporation	11/20/2015	2012	\$5.48*	Properties associated with asserted liabilities were sold, as such Debtors show no liability within their books and records.
11	SHERMAN COUNTY APPRAISAL DISTRICT ATTN D'LAYNE CARTER PO BOX 9132 AMARILLO, TX 79105-9132	15-11934 (CSS)	Samson Resources Corporation	02/23/2016	2789	\$61.59	Well associated asserted liability was sold. Debtor shows no liability within its books and records.

\* - Indicates claim contains unliquidated and/or undetermined amounts

(a) Claim also contained on the Second Notice of Partial Satisfaction

## Samson Resources Corporation, et al.

## OMNIBUS TWELVE : SUBSTANTIVE : EXHIBIT B - NO LIABILITY

	NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
12	TRIAD ENERGY CORP 6 NE 63RD STREET SUITE 220 OKLAHOMA CITY, OK 73105	15-11934 (CSS)	Samson Resources Corporation	11/23/2015	2285	\$53,531.48	Wells associated with asserted liabilities were sold, as such Debtors show no liability within their books and records.
13	WYOMING DEPARTMENT OF ENVIRONMENTAL QUALITY AIR QUALITY DIVISION 200 W 17TH ST CHEYENNE, WY 82002	15-11934 (CSS)	Samson Resources Corporation	03/14/2016	2831	Undetermined*	Based on review of the Debtors' books and records, no amounts are due and owing to claimant for taxes.
TOTAL						\$3,532,048.36	

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

**EXHIBIT 3 to EXHIBIT A**

**Substantive Duplicate Claims**

Samson Resources Corporation, et al.

OMNIBUS TWELVE: SUBSTANTIVE : EXHIBIT C -SUBSTANTIVE DUPLICATE CLAIMS

CLAIMS TO BE DISALLOWED					SURVIVING CLAIMS						
	NAME	DATE FILED	CASE NUMBER	CLAIM #	TOTAL CLAIM DOLLARS	NAME	DATE FILED	CASE NUMBER	CLAIM #	TOTAL CLAIM DOLLARS	REASON
1	BP AMERICA PRODUCTION COMPANY C/O KERRY MCENIRY - LEGAL DEPARTMENT 737 N ELDRIDGE PKWY 3EP-9.157 HOUSTON, TX 77079	11/19/2015	15-11937 (CSS)	1580	\$503,920.15*	BP AMERICA PRODUCTION COMPANY ATTN KERRY MCENIRY- LEGAL DEPARTMENT 737 N ELDRIDGE PKWY 3EP-9.157 HOUSTON, TX 77079	11/19/2015	15-11934 (CSS)	1578 <sup>(a)</sup>	\$7,404.48	The alleged debt and the basis for such claim is captured and restated, in whole, in the proofs of claim listed in the column entitled "Surviving Claim #." Thus, the claim to be disallowed is redundant of the Surviving Claims.
2	BP AMERICA PRODUCTION COMPANY C/O KERRY MCENIRY - LEGAL DEPARTMENT 737 N ELDRIDGE PKWY 3EP-9.157 HOUSTON, TX 77079	11/19/2015	15-11939 (CSS)	1579	\$503,920.15*	BP AMERICA PRODUCTION COMPANY ATTN KERRY MCENIRY- LEGAL DEPARTMENT 737 N ELDRIDGE PKWY 3EP-9.157 HOUSTON, TX 77079	11/19/2015	15-11934 (CSS)	1578 <sup>(a)</sup>	\$7,404.48	The alleged debt and the basis for such claim is captured and restated, in whole, in the proofs of claim listed in the column entitled "Surviving Claim #." Thus, the claim to be disallowed is redundant of the Surviving Claims.

\* - Indicates claim contains unliquidated and/or undetermined amounts

(a) Claim contained on Exhibit A to the Twelfth Omnibus Claims Objection for Modified Claims

Samson Resources Corporation, et al.

OMNIBUS TWELVE: SUBSTANTIVE : EXHIBIT C -SUBSTANTIVE DUPLICATE CLAIMS

CLAIMS TO BE DISALLOWED					SURVIVING CLAIMS						
	NAME	DATE FILED	CASE NUMBER	CLAIM #	TOTAL CLAIM DOLLARS	NAME	DATE FILED	CASE NUMBER	CLAIM #	TOTAL CLAIM DOLLARS	REASON
3	BP AMERICA PRODUCTION COMPANY C/O KERRY MCENIRY - LEGAL DEPARTMENT 737 N ELDRIDGE PKWY 3EP-9.157 HOUSTON, TX 77079	11/19/2015	15-11938 (CSS)	1581	\$503,920.15*	BP AMERICA PRODUCTION COMPANY ATTN KERRY MCENIRY- LEGAL DEPARTMENT 737 N ELDRIDGE PKWY 3EP-9.157 HOUSTON, TX 77079	11/19/2015	15-11934 (CSS)	1578 <sup>(a)</sup>	\$7,404.48	The alleged debt and the basis for such claim is captured and restated, in whole, in the proofs of claim listed in the column entitled "Surviving Claim #." Thus, the claim to be disallowed is redundant of the Surviving Claims.
4	BP AMERICA PRODUCTION COMPANY C/O KERRY MCENIRY - LEGAL DEPARTMENT 737 N ELDRIDGE PARKWAY 3EP-9.157 HOUSTON, TX 77079	11/19/2015	15-11935 (CSS)	1598	\$503,920.15*	BP AMERICA PRODUCTION COMPANY ATTN KERRY MCENIRY- LEGAL DEPARTMENT 737 N ELDRIDGE PKWY 3EP-9.157 HOUSTON, TX 77079	11/19/2015	15-11934 (CSS)	1578 <sup>(a)</sup>	\$7,404.48	The alleged debt and the basis for such claim is captured and restated, in whole, in the proofs of claim listed in the column entitled "Surviving Claim #." Thus, the claim to be disallowed is redundant of the Surviving Claims.

\* - Indicates claim contains unliquidated and/or undetermined amounts

(a) Claim contained on Exhibit A to the Twelfth Omnibus Claims Objection for Modified Claims

Samson Resources Corporation, et al.

OMNIBUS TWELVE: SUBSTANTIVE : EXHIBIT C -SUBSTANTIVE DUPLICATE CLAIMS

CLAIMS TO BE DISALLOWED					SURVIVING CLAIMS					
NAME	DATE FILED	CASE NUMBER	CLAIM #	TOTAL CLAIM DOLLARS	NAME	DATE FILED	CASE NUMBER	CLAIM #	TOTAL CLAIM DOLLARS	REASON
5 BP AMERICA PRODUCTION COMPANY C/O KERRY MCENIRY - LEGAL DEPARTMENT 737 N ELDRIDGE PKWY 3EP-9.157 HOUSTON, TX 77079	11/19/2015	15-11942 (CSS)	1599	\$503,920.15*	BP AMERICA PRODUCTION COMPANY ATTN KERRY MCENIRY- LEGAL DEPARTMENT 737 N ELDRIDGE PKWY 3EP-9.157 HOUSTON, TX 77079	11/19/2015	15-11934 (CSS)	1578 <sup>(a)</sup>	\$7,404.48	The alleged debt and the basis for such claim is captured and restated, in whole, in the proofs of claim listed in the column entitled "Surviving Claim #." Thus, the claim to be disallowed is redundant of the Surviving Claims.
6 BP AMERICA PRODUCTION COMPANY C/O KERRY MCENIRY - LEGAL DEPARTMENT 737 N ELDRIDGE PWKY 3EP-9.157 HOUSTON, TX 77079	11/19/2015	15-11936 (CSS)	1602	\$503,920.15*	BP AMERICA PRODUCTION COMPANY ATTN KERRY MCENIRY- LEGAL DEPARTMENT 737 N ELDRIDGE PKWY 3EP-9.157 HOUSTON, TX 77079	11/19/2015	15-11934 (CSS)	1578 <sup>(a)</sup>	\$7,404.48	The alleged debt and the basis for such claim is captured and restated, in whole, in the proofs of claim listed in the column entitled "Surviving Claim #." Thus, the claim to be disallowed is redundant of the Surviving Claims.

\* - Indicates claim contains unliquidated and/or undetermined amounts

(a) Claim contained on Exhibit A to the Twelfth Omnibus Claims Objection for Modified Claims

Samson Resources Corporation, et al.

OMNIBUS TWELVE: SUBSTANTIVE : EXHIBIT C -SUBSTANTIVE DUPLICATE CLAIMS

CLAIMS TO BE DISALLOWED

SURVIVING CLAIMS

	NAME	DATE FILED	CASE NUMBER	CLAIM #	TOTAL CLAIM DOLLARS	NAME	DATE FILED	CASE NUMBER	CLAIM #	TOTAL CLAIM DOLLARS	REASON
7	BP AMERICA PRODUCTION COMPANY C/O KERRY MCENIRY - LEGAL DEPARTMENT 737 N ELDRIDGE PARKWAY 3EP-9.157 HOUSTON, TX 77079	11/19/2015	15-11940 (CSS)	1802	\$503,920.15*	BP AMERICA PRODUCTION COMPANY ATTN KERRY MCENIRY- LEGAL DEPARTMENT 737 N ELDRIDGE PKWY 3EP-9.157 HOUSTON, TX 77079	11/19/2015	15-11934 (CSS)	1578 <sup>(a)</sup>	\$7,404.48	The alleged debt and the basis for such claim is captured and restated, in whole, in the proofs of claim listed in the column entitled "Surviving Claim #." Thus, the claim to be disallowed is redundant of the Surviving Claims.
8	BP AMERICA PRODUCTION COMPANY C/O KERRY MCENIRY - LEGAL DEPARTMENT 737 N ELDRIDGE PARKWAY 3EP-9.157 HOUSTON, TX 77079	11/19/2015	15-11941 (CSS)	1834	\$503,920.15*	BP AMERICA PRODUCTION COMPANY ATTN KERRY MCENIRY- LEGAL DEPARTMENT 737 N ELDRIDGE PKWY 3EP-9.157 HOUSTON, TX 77079	11/19/2015	15-11934 (CSS)	1578 <sup>(a)</sup>	\$7,404.48	The alleged debt and the basis for such claim is captured and restated, in whole, in the proofs of claim listed in the column entitled "Surviving Claim #." Thus, the claim to be disallowed is redundant of the Surviving Claims.

\* - Indicates claim contains unliquidated and/or undetermined amounts

(a) Claim contained on Exhibit A to the Twelfth Omnibus Claims Objection for Modified Claims



Samson Resources Corporation, et al.

OMNIBUS TWELVE: SUBSTANTIVE : EXHIBIT C -SUBSTANTIVE DUPLICATE CLAIMS

CLAIMS TO BE DISALLOWED

SURVIVING CLAIMS

	NAME	DATE FILED	CASE NUMBER	CLAIM #	TOTAL CLAIM DOLLARS	NAME	DATE FILED	CASE NUMBER	CLAIM #	TOTAL CLAIM DOLLARS	REASON
9	PANOLA COUNTY C/O PERDUE BRANDON FIELDER COLLINS & MOTT LLP ATTN DAVID HUDSON PO BOX 2007 TYLER, TX 75710- 2007	05/23/2016	15-11941 (CSS)	2869	\$167.12	PANOLA COUNTY C/O PERDUE BRANDON FIELDER COLLINS & MOTT LLP ATTN TAB BEALL PO BOX 2007 TYLER, TX 75710-2007	03/27/2017	15-11941 (CSS)	2961	\$79,771.47*	The alleged debt and the basis for such claim is captured and restated, in whole, in the proofs of claim listed in the column entitled "Surviving Claim #." Thus, the claim to be disallowed is redundant of the Surviving Claims.
<b>TOTAL</b>					<b>\$4,031,528.32</b>						

\* - Indicates claim contains unliquidated and/or undetermined amounts

(a) Claim contained on Exhibit A to the Twelfth Omnibus Claims Objection for Modified Claims

**EXHIBIT B**

**Brown Declaration**

**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 (BLS)
	)	
Reorganized Debtors.	)	(Jointly Administered)
	)	
	)	

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**DECLARATION OF MATTHEW BROWN IN SUPPORT OF THE  
REORGANIZED DEBTORS’ TWELFTH OMNIBUS (SUBSTANTIVE)  
OBJECTION TO CERTAIN (I) OVERSTATED, (II) NO LIABILITY, AND/OR (III)  
SUBSTANTIVE DUPLICATE CLAIMS PURSUANT TO SECTION 502(B) OF THE  
BANKRUPTCY CODE, BANKRUPTCY RULES 3001, 3003, AND 3007, AND  
LOCAL BANKRUPTCY RULE 3007-1**

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I, Matthew Brown, declare as follows:

1. I make this declaration (the “Declaration”) in support of the *Reorganized Debtors’ Twelfth Omnibus (Substantive) Objection to Certain (I) Overstated, (II) No Liability, and/or (III) Substantive Duplicate Claims Pursuant to Section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3001, 3003, and 3007, and Local Bankruptcy Rule 3007-1* (the “Objection”).<sup>2</sup>

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 “Overstated Claims”), **Exhibit 2** (the

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<sup>1</sup> 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.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Objection.

“No Liability Claims”) and **Exhibit 3** (the “Substantive Duplicate 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.

**I. Overstated Claims**

4. 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.

**II. No Liability Claims**

5. Upon review of the proofs of claim filed against the Debtors in these chapter 11 cases, the Reorganized Debtors have identified 13 No Liability Claims listed on **Exhibit 2** to **Exhibit A**, in the aggregate claimed amount of \$3,532,048.36. 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 No Liability Claims and (ii) reasonable efforts to research the same on the

Debtors' books and records and Schedules— the No Liability Claims reflect proofs of claim that are each asserted against the Debtors, but for which there is no indication that the Debtors are actually liable.

### **III. Substantive Duplicate Claims**

6. Upon review of the proofs of claim filed against the Debtors in these chapter 11 cases, the Reorganized Debtors have identified 9 Substantive Duplicate Claim listed on **Exhibit 3** to **Exhibit A**, in the claimed amount of \$4,031,528.31. 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 Substantive Duplicate Claims and (ii) reasonable efforts to research the same on the Debtors' books and records and Schedules—each of the Substantive Duplicate Claims is duplicative of another proof of claim filed by or on behalf of the same claimant (or a successor) in respect of the same liabilities, but is a claim that is captured and restated, in whole, in the proof of claim listed under the column “Surviving Claim.”

*[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