

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

In re:)	
	)	Chapter 11
SAMSON RESOURCES CORPORATION, ¹)	
	)	Case No. 15-11934 (BLS)
Reorganized Debtor.)	
	)	Response Deadline: Aug. 13, 2018 at 4:00 p.m. (ET)
	)	Hearing Date: Aug. 22, 2018 at 10:30 a.m. (ET)

**REORGANIZED DEBTOR’S NINETEENTH OMNIBUS (SUBSTANTIVE) OBJECTION
TO CERTAIN NO LIABILITY CLAIMS PURSUANT TO SECTION 502(b) OF THE
BANKRUPTCY CODE, BANKRUPTCY RULES 3001, 3003, AND 3007, AND LOCAL
BANKRUPTCY RULE 3007-1**

**THIS OBJECTION SEEKS TO DISALLOW AND EXPUNGE CERTAIN FILED
PROOFS OF CLAIM.**

**CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES
AND CLAIMS ON EXHIBIT 1 TO EXHIBIT A ATTACHED TO THIS OBJECTION.**

The above captioned reorganized debtor (the “Reorganized Debtor”) files this nineteenth omnibus objection to claims (this “Objection”), pursuant to which the Reorganized Debtor requests entry of an order, substantially in the form attached hereto as Exhibit A (the “Order”), (a) disallowing the claims² (the “Claims”) identified on Exhibit 1 to Exhibit A, 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 Objection, the Reorganized Debtor submits the *Declaration of Jeremy Leath, in Support of the Reorganized Debtor’s Nineteenth Omnibus (Substantive) Objection to Certain No Liability Pursuant to*

¹ The Reorganized Debtor in this chapter 11 case, along with the last four digits of the Reorganized Debtor’s federal tax identification number, is Samson Resources Corporation (1227). The location of the Reorganized Debtor’s corporate headquarters and service address is: 15 East 5th Street, Suite 1000, Tulsa, Oklahoma 74103.

² To the extent the Court allows a claim, the Reorganized Debtor reserves its rights regarding proper classification of such claim.

Section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3001, 3003, and 3007, and Local Bankruptcy Rule 3007-1 (the “Leath 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.³ In further support of this Objection, the Reorganized Debtor respectfully states 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 Debtor consents, 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.

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.

³ 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].

Relief Requested

4. By this Objection, the Reorganized Debtor seeks entry of an order, attached hereto as **Exhibit A** (the “Order”), disallowing in full and authorizing the Claims Agent to expunge from the Claims Register each of the Claims identified in **Exhibit 1** (the “No Liability Claims”) thereto, each of which represents a proof of claim asserting a Claim for which the Reorganized Debtor believes either it is not liable or is not entitled to secured status based on the supporting documentation provided in the proof of claim and a reasonable review of the Debtors’ books and records.

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].

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 3,310 proofs of claim have been filed in these chapter 11 cases, as recorded on the Claims Register. The Reorganized Debtor, together with its 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).

13. Upon review of the proofs of claim filed against the Debtors in these chapter 11 cases, the Reorganized Debtor has identified seventeen (17) No Liability Claims listed on **Exhibit 1** to **Exhibit A** in the aggregate claimed amount of \$6,159,090.13.

14. Each of the No Liability Claims asserts a claim for which the Reorganized Debtor does 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 Debtor has 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). If these No Liability Claims are not disallowed and expunged, claimants will receive a windfall because they would receive payments they are not entitled to and for which they have already received proper payment. As a result, the Reorganized Debtor objects to the No Liability Claims listed on **Exhibit 1** and respectfully request entry of the Order disallowing in full and expunging the claims listed on **Exhibit 1** from the Claims Register.

Responses to the Objection

15. To contest the Reorganized Debtor's objection to any claim listed on **Exhibit 1** 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 August 13, 2018 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 Debtor*

16. 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 Debtor 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.

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

Separate Contested Matter

18. To the extent that a claimant files a response to any objection set forth herein and the Reorganized Debtor is unable to resolve the response, each such Claim and the objection by the Reorganized Debtor 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

19. Nothing contained in this Objection or any actions taken by the Reorganized Debtor 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 Debtor's 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 Debtor that any contract or lease is executory or unexpired, as applicable; (f) a waiver or limitation of the Reorganized Debtor's 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.

20. For the avoidance of doubt, to the extent the Court does not disallow the Claims in full, the Reorganized Debtor reserves all rights regarding the classification of the Claims.

21. The Reorganized Debtor hereby reserves its right to amend, modify, and/or supplement this Objection, including to object to any of the Claims listed on **Exhibit 1** 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 Debtor's 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

22. The Reorganized Debtor 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 Debtor submits that, in light of the nature of the relief requested, no other or further notice need be given.

No Prior Request

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

WHEREFORE, the Reorganized Debtor respectfully requests 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: July 23, 2018
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
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-and-

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Facsimile: (212) 728-8111
E-mail: aalfonso@willkie.com

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

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, ¹	)	Case No. 15-11934 (BLS)
)	
Reorganized Debtor.)	
	)	Response Deadline: Aug. 13, 2018 at 4:00 p.m. (ET)
	)	Hearing Date: Aug. 22, 2018 at 10:30 a.m. (ET)

NOTICE OF OMNIBUS OBJECTION AND HEARING

PLEASE TAKE NOTICE that, on July 23, 2018, the above-captioned reorganized debtor (the “Reorganized Debtor”) filed with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) the *Reorganized Debtor’s Nineteenth Omnibus (Substantive) Objection to Certain No Liability 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 and expunge 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 DEBTOR OR OTHERWISE. THE RELIEF SOUGHT HEREIN IS WITHOUT PREJUDICE TO THE REORGANIZED DEBTORS’ RIGHT TO PURSUE FURTHER OBJECTIONS

¹ The Reorganized Debtor in this chapter 11 case, along with the last four digits of the Reorganized Debtor’s federal tax identification number, is Samson Resources Corporation (1227). The location of the Reorganized Debtor’s corporate headquarters and service address is: 15 East 5th Street, Suite 1000, Tulsa, Oklahoma 74103.

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 Debtor, 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 **August 13, 2018 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 Debtor, 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 Debtor 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 **August 22, 2018 at 10:30 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: July 23, 2018
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.
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-and-

Ana Alfonso (admitted *pro hac vice*)
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E-mail: aalfonso@willkie.com

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

EXHIBIT A

Proposed Order

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

)	
In re:	)	Chapter 11
)	
SAMSON RESOURCES CORPORATION, ¹	)	Case No. 15-11934 (BLS)
)	
Reorganized Debtor.)	
	)	Re: Docket No. __
)	

**ORDER SUSTAINING REORGANIZED DEBTOR’S NINETEENTH OMNIBUS
(SUBSTANTIVE) OBJECTION TO CERTAIN NO LIABILITY 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 debtor (the “Reorganized Debtor”), for entry of an order (this “Order”), disallowing the Claims set forth on **Exhibit 1** attached hereto, all as set forth in the Objection and the Leath 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 Debtor 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

¹ The Reorganized Debtor in this chapter 11 case, along with the last four digits of the Reorganized Debtor’s federal tax identification number, is Samson Resources Corporation (1227). The location of the Reorganized Debtor’s corporate headquarters and 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.

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 No Liability Claims set forth on the attached Exhibit 1 are hereby disallowed in their entirety.
3. The Claims Agent is authorized to modify the Claims Register to comport with the entry of this Order.
4. 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 Debtor's 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 Debtor that any contract or lease is executory or unexpired, as applicable; (f) a waiver or limitation of the Reorganized Debtor's 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.

5. 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.

6. The Reorganized Debtor is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Objection.

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

Dated: _____, 2018
Wilmington, Delaware

THE HONORABLE BRENDAN LINEHAN SHANNON
CHIEF UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1 to EXHIBIT A

No Liability Claims

Samson Resources Corporation, et al.

OMNIBUS NINETEENTH : SUBSTANTIVE : EXHIBIT A - NO LIABILITY

	NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
1	ANADARKO E&P ONSHORE LLC C/O HAYNES AND BOONE LLP ATTN IAN T PECK 301 COMMERCE ST STE 2600 FORT WORTH, TX 76102	15-11942 (CSS)	Samson Resources Company	11/25/2015	2480	\$346,393.26*	The Debtors books and records indicate that no amounts are due and owing to this claimant.
2	EVANS, LAVON C/O SMITH KATZENSTEIN & JENKINS LLP ATTN KATHLEEN M. MILLER 1000 WEST STREET, SUITE 1501 P.O. BOX 410 WILMINGTON, DE 19899	15-11942 (CSS)	Samson Resources Company	11/19/2015	1634	\$500,000.00*	The Debtors were dismissed from underlying litigation.
3	FRALEY, RICHARD 5722 SECREST CT GOLDEN, CO 80403	15-11934 (CSS)	Samson Resources Corporation	11/19/2015	1862	\$1,118,089.31*	The Debtors books and records indicate that no amounts are due and owing to this claimant.
4	IMAGENET CONSULTING LLC DBA DIGITAL MEDIA WAREHOUSE 913 N BROADWAY AVE OKLAHOMA CITY, OK 73102-5897	15-11940 (CSS)	Samson Investment Company	11/19/2015	1853	\$21,634.34	The Debtors books and records indicate that no amounts are due and owing to this claimant.
5	KEY, DEBORAH C/O REBECCA COUSINS BRIGHTWELL 115 GASLIGHT BOULEVARD, SUITE B LUFKIN, TX 75904	15-11941 (CSS)	Samson Lone Star, LLC	11/19/2015	1859	\$4,873.40	The Debtors books and records indicate that no amounts are due and owing to this claimant.
6	KIDD, ANDREW 7517 OAK LANE DRIVE TULSA, OK 74131	15-11934 (CSS)	Samson Resources Corporation	11/19/2015	1781	\$636,892.42*	The Debtors books and records indicate that no amounts are due and owing to this claimant.
7	S LAVON EVANS JR OPER CO CORP C/O SMITH, KATZENSTEIN & JENKINS LLP ATTN KATHLEEN M. MILLER 1000 WEST STREET, SUITE 1501 P.O. BOX 410 WILMINGTON, DE 19899	15-11942 (CSS)	Samson Resources Company	11/19/2015	1635	\$500,000.00*	The Debtors were dismissed from underlying litigation.

* - Indicates claim contains unliquidated and/or undetermined amounts

Samson Resources Corporation, et al.

OMNIBUS NINETEENTH : SUBSTANTIVE : EXHIBIT A - NO LIABILITY

	NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
8	S LAVON EVANS JR OPER CO CORP C/O SMITH KATZENSTEIN & JENKINS LLP ATTN KATHLEEN M. MILLER 1000 WEST STREET, SUITE 1501 P.O. BOX 410 WILMINGTON, DE 19899	15-11934 (CSS)	Samson Resources Corporation	11/19/2015	1636	\$500,000.00*	The Debtors were dismissed from underlying litigation.
9	S LAVON EVANS JR OPER CO INC C/O SMITH, KATZENSTEIN & JENKINS LLP ATTN KATHLEEN M. MILLER 1000 WEST STREET, SUITE 1501 P.O. BOX 410 WILMINGTON, DE 19899	15-11942 (CSS)	Samson Resources Company	11/19/2015	1629	\$500,000.00*	The Debtors were dismissed from underlying litigation.
10	S LAVON EVANS JR OPERATING CO INC SMITH, KATZENSTEIN & JENKINS LLP ATTN KATHLEEN M. MILLER 1000 WEST STREET, SUITE 1501 P.O. BOX 410 WILMINGTON, DE 19899	15-11942 (CSS)	Samson Resources Company	11/19/2015	1631	\$500,000.00*	The Debtors were dismissed from underlying litigation.
11	S LAVON EVANS JR OPERATING CO INC C/O SMITH, KATZENBERG & JENKINS LLP ATTN KATHLEEN M. MILLER 1000 WEST STREET, SUITE 1501 WILMINGTON, DE 19899	15-11934 (CSS)	Samson Resources Corporation	11/19/2015	1632	\$500,000.00*	The Debtors were dismissed from underlying litigation.

* - Indicates claim contains unliquidated and/or undetermined amounts

Samson Resources Corporation, et al.

OMNIBUS NINETEENTH : SUBSTANTIVE : EXHIBIT A - NO LIABILITY

	NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
12	S LAVON EVANS OPERATING COMPANY C/O SMITH, KATZENSTEIN & JENKINS LLP ATTN KATHLEEM M. MILLER 1000 WEST STREET, SUITE 1500 P.O. BOX 410 WILMINGTON, DE 19899	15-11942 (CSS)	Samson Resources Company	11/19/2015	1633	\$500,000.00*	The Debtors were dismissed from underlying litigation.
13	THREE ALLEN CENTER CO LLC C/O KANE RUSSELL COLEMAN & LOGAN PC ATTN ANGELA N OFFERMAN 5051 WESTHEIMER RD 10TH FL HOUSTON, TX 77056	15-11940 (CSS)	Samson Investment Company	11/19/2015	1538	\$4,855.43	The Debtors books and records indicate that no amounts are due and owing to this claimant.
14	TRIPower RESOURCES LLC C/O CROWE & DUNLEVY PC ATTN JUDY MORSE BRANIFF BUILDING 324 N ROBINSON AVE STE 100 OKLAHOMA CITY, OK 73102	15-11942 (CSS)	Samson Resources Company	02/28/2017	2952	\$24,164.16	The Debtors books and records indicate that no amounts are due and owing to this claimant.
15	UPADHYAYA, ASHWINI C/O KKR ASIA SQ TOWER 1 8 MARINA VIEW #33-04 SINGAPORE 018960 SINGAPORE	15-11934 (CSS)	Samson Resources Corporation	11/19/2015	1711	Undetermined*	The Debtors books and records indicate that no amounts are due and owing to this claimant.

* - Indicates claim contains unliquidated and/or undetermined amounts

Samson Resources Corporation, et al.

OMNIBUS NINETEENTH : SUBSTANTIVE : EXHIBIT A - NO LIABILITY

	NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
16	WAUSAU DEVELOPMENT CORPORATION C/O SMITH, KATZENSTEIN & JENKINS LLP ATTN KATHLEEN M. MILLER 1000 WEST STREET, SUITE 1501 P.O. BOX 410 WILMINGTON, DE 19899	15-11942 (CSS)	Samson Resources Company	11/19/2015	1630	\$500,000.00*	The Debtors were dismissed from underlying litigation.
17	YATES PETROLEUM CORPORATION 105 SOUTH 4TH ARTESIA, NM 88210	15-11942 (CSS)	Samson Resources Company	11/24/2015	2423	\$2,187.81	The Debtors books and records indicate that no amounts are due and owing to this claimant.
					TOTAL	\$6,159,090.13	

* - Indicates claim contains unliquidated and/or undetermined amounts

EXHIBIT B

Leath Declaration

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

In re:)	
	)	Chapter 11
SAMSON RESOURCES CORPORATION, ¹)	
	)	Case No. 15-11934 (BLS)
Reorganized Debtor.)	
)	
)	

**DECLARATION OF JEREMY LEATH IN SUPPORT OF THE
REORGANIZED DEBTOR’S NINETEENTH OMNIBUS (SUBSTANTIVE)
OBJECTION TO CERTAIN NO LIABILITY CLAIMS PURSUANT TO SECTION
502(B) OF THE BANKRUPTCY CODE, BANKRUPTCY RULES 3001, 3003, AND 3007,
AND LOCAL BANKRUPTCY RULE 3007-1**

I, Jeremy Leath, declare as follows:

1. I make this declaration (the “Declaration”) in support of the *Reorganized Debtor’s Nineteenth Omnibus (Substantive) Objection to Certain No Liability 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 1999 and am currently serving as a Manager in the Revenue Accounting department for the Reorganized Debtor.

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 “No Liability 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.

¹ The Reorganized Debtor in this chapter 11 case, along with the last four digits of the Reorganized Debtor’s federal tax identification number, is Samson Resources Corporation (1227). The location of the Reorganized Debtor’s corporate headquarters and 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.

4. Upon review of the proofs of claim filed against the Debtors in these chapter 11 cases, the Reorganized Debtor has identified seventeen (17) No Liability Claims listed on **Exhibit 1** to **Exhibit A** in the aggregate claimed amount of \$6,159,090.13. 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.

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: July 23, 2018
Wilmington, Delaware

/s/ Jeremy Leath
Jeremy Leath
Manager - Accounting