

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

**DEBTORS’ MOTION FOR ENTRY OF INTERIM AND
FINAL ORDERS AUTHORIZING THE DEBTORS TO (I) PAY
PREPETITION WAGES, SALARIES, OTHER COMPENSATION,
AND REIMBURSABLE EXPENSES, (II) CONTINUE NON-INSIDER
INCENTIVE PLANS, AND (III) CONTINUE EMPLOYEE BENEFITS PROGRAMS**

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

Relief Requested

1. The Debtors seek entry of interim and final orders, substantially in the forms attached hereto as **Exhibit A** and **Exhibit B**, respectfully: (a) authorizing, but not directing, the Debtors to (i) pay prepetition wages, salaries, other compensation, reimbursable expenses, director obligations, and severance obligations, (ii) pursuant to the Debtors’ proposed final order, continue existing non-insider incentive plans, and (iii) continue employee benefits programs in the ordinary course of business, including payment of certain prepetition obligations related thereto. The Debtors also request that the Court schedule a final hearing to consider entry of the final order within approximately 25 days of the commencement of these chapter 11 cases.

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

Jurisdiction and Venue

2. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). The Debtors confirm their consent, pursuant to rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), to the entry of a final order by the Court in connection with this motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

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

4. The statutory bases for the relief requested herein are sections 105(a), 362(d), 363(b), and 507(a) of title 11 of the United States Code (the “Bankruptcy Code”), rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rule 9013-1(m).

Background

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

6. Each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code on September 16, 2015 (the “Petition Date”). The facts and circumstances

supporting this motion are set forth in the *Declaration of Philip Cook in Support of Chapter 11 Petitions and First Day Motions* [Docket No. 2], which is incorporated by reference.

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

The Debtors' Workforce

8. The Debtors' employees, temporary workers, and independent contractors perform a wide variety of functions critical to the administration of these chapter 11 cases and the Debtors' successful reorganization. Their skills, knowledge, and understanding of the Debtors' operations and infrastructure are essential to preserving operational stability and efficiency. In many instances, the Debtors' employees, temporary workers, and independent contractors include highly trained personnel who are not easily replaced. Without the continued, uninterrupted services of their employees, temporary workers, and independent contractors, the Debtors' reorganization efforts will be halted.

9. The vast majority of employees rely exclusively on their compensation and benefits to pay their daily living expenses and support their families. Thus, employees will be exposed to significant financial constraints if the Debtors are not permitted to continue paying their compensation, providing benefits, and maintaining existing programs. Consequently, the relief requested is necessary and appropriate.

10. The Debtors employ approximately 600 individuals on a full-time basis (the "Employees"). Approximately 245 Employees are paid on an hourly basis, and approximately 355 receive a salary. The Employees are not represented by a collective bargaining unit. In addition to the Employees, the Debtors also retain from time to time specialized individuals as

independent contractors (the “Independent Contractors”) to complete discrete projects, as well as temporary workers (the “Temporary Staff”) from approximately seven staffing agencies (the “Staffing Agencies”) to fulfill certain duties on a short-term basis. The Debtors retain approximately 40 Independent Contractors and 20 Temporary Staff. The Independent Contractors and Temporary Staff are a critical supplement to the efforts of the Debtors’ Employees.

Employee Compensation and Benefits

11. The Debtors seek to minimize the personal hardship the Employees would suffer if employee obligations are not paid when due or as expected. The Debtors are seeking authority to pay and honor certain prepetition claims relating to, among other things, wages, salaries, incentive programs, expense reimbursements, director obligations, severance obligations, and other compensation, payroll services, federal and state withholding taxes and other amounts withheld (including garnishments, Employees’ share of insurance premiums, taxes, and 401(k) contributions), health insurance, retirement benefits, workers’ compensation benefits, paid time off, parental leave, other paid leave, unpaid leave, life and accidental death and dismemberment insurance, short- and long-term disability coverage, education assistance, emergency assistance, employee assistance, relocation reimbursements, and other benefits that the Debtors have historically directly or indirectly provided to the Employees in the ordinary course of business (collectively, the “Employee Compensation and Benefits”). In addition, the Debtors also are seeking to pay all costs incident to the Employee Compensation and Benefits.

12. Subject to the Court’s approval of the relief requested in this motion, the Debtors intend to continue their prepetition Employee Compensation and Benefits programs in the ordinary course of business. Out of an abundance of caution, the Debtors request the right to modify, change, and discontinue any of their Employee Compensation and Benefits and to

implement new programs, policies, and benefits, in the ordinary course of business during these chapter 11 cases and without the need for further Court approval, subject to applicable law.

I. Compensation and Withholding Obligations

A. Unpaid Wages

13. The Debtors pay Employees' wages, salaries, and other compensation on a semimonthly basis (collectively, the "Employee Compensation"). The Debtors pay their Employees' wage and salary obligations (the "Wages") on either a salaried or hourly basis. Because the majority of Employees are paid in arrears, certain Employees will be owed accrued but unpaid Wages as of the Petition Date. Wages also may be due and owing as of the Petition Date because of, among other things, potential discrepancies between the amounts paid and the amounts that Employees believe should have been paid, which, upon resolution, may reveal that additional amounts are owed to such Employees.

14. As of the Petition Date, the Debtors estimate that Employees are owed an aggregate of approximately \$160,000 on account of accrued wages, salaries, overtime, and other compensation (excluding reimbursable expenses and vacation time) earned before the Petition Date ("Unpaid Wages"). The Debtors seek authority to pay their Employees any Unpaid Wages in the ordinary course of business and consistent with past practice, and to continue the Wages practices on a postpetition basis in the ordinary course of the Debtors' business. For the avoidance of doubt, the Debtors do not believe any Employee is owed Unpaid Wages in excess of \$12,475 and, by this motion, are not seeking to pay Unpaid Wages to any Employee in excess of such cap.

B. Independent Contractors and Temporary Staff Compensation

15. The Debtors rely on Independent Contractors and Temporary Staff to perform a wide range of services critical to the Debtors' operations, including, among other things,

providing information technology services, maintaining the Debtors' facilities, and providing administrative functions. The Debtors' Employees rely on the support of Independent Contractors to complete discrete projects in furtherance of the Debtors' businesses and Temporary Staff to fill short-term positions that are not economically feasible to employ on a full- or part-time basis. The Debtors believe the authority to continue paying their Independent Contractors and the Staffing Agencies is critical to minimizing disruption of the Debtors' continued business operations. The Debtors spend approximately \$900,000 on Independent Contractors in the aggregate and \$1 million on payments to the Staffing Agencies in the aggregate on an annual basis.

16. As of the Petition Date, the Debtors estimate that Independent Contractors are owed an aggregate of approximately \$100,000 on account of accrued services rendered prior to the Petition Date (the "Unpaid Contractor Amounts") and the prepetition obligations owed to Staffing Agencies are estimated at approximately \$50,000 (the "Unpaid Temporary Staffing Obligations"). By this motion, the Debtors are seeking authority to pay any Unpaid Contractor Amounts and Unpaid Temporary Staffing Obligations owed on account of services already rendered in the ordinary course of the Debtors' business. For the avoidance of doubt, the Debtors do not believe they owe any individual Independent Contractor or Temporary Staff amounts in excess of \$12,475 and, by this motion, are not seeking to pay Unpaid Contractor Amounts or Unpaid Temporary Staffing Obligations on account of any work performed by any individual Independent Contractor or Temporary Staff, as applicable, in excess of such amount.

C. Withholding Obligations

17. During each applicable pay period, the Debtors routinely deduct certain amounts from Employees' paychecks, including, without limitation, garnishments, child support, automobile lease payments, and other pre-tax deductions payable pursuant to certain of the

Health and Welfare Programs (as defined below) (collectively, the “Deductions”). Some of the Deductions are forwarded to various third-party recipients. The Debtors also are required by law to withhold from the Employees’ Compensation amounts related to, among other things, federal, state, and local income taxes as well as Social Security and Medicare taxes (collectively, the “Employee Payroll Taxes”) for remittance to the appropriate federal, state, and local taxing authorities. The Debtors must then match the Employee Payroll Taxes from their own funds and pay, based upon a percentage of gross payroll, additional amounts for state and federal unemployment insurance (the “Employer Payroll Taxes,” and together with the Employee Payroll Taxes, the “Payroll Taxes”). The Payroll Taxes are generally processed and forwarded to the appropriate federal, state, or local taxing authority at the same time Employees’ payroll checks are disbursed. As of the Petition Date, the Debtors estimate that the aggregate amount of accrued but unpaid Payroll Taxes is approximately \$42,000.

18. As of the Petition Date, the Debtors estimate that the aggregate amount of accrued but unpaid Deductions and Payroll Taxes (together, the “Withholding Obligations”) is approximately \$42,000. The Debtors seek authority to pay in a manner consistent with historical practice any unpaid Withholding Obligations and to continue to honor the Withholding Obligations in the ordinary course of business during the administration of these chapter 11 cases.

D. Payroll Processing

19. The Debtors utilize Ceridian Tax Services (“Ceridian”), a third-party payroll service, to process and administer their Payroll Taxes. The Debtor calculates the Payroll Taxes for each Employee and transfers funds sufficient to satisfy such obligations to Ceridian in advance of each applicable pay period. Ceridian pays the Payroll Taxes on behalf of the Debtor.

20. On average, the Debtors pay approximately \$1,600 per month to Ceridian for the payroll-related services that it provides to the Debtors and related administrative costs (the “Payroll Fees”). As of the Petition Date, the Debtors estimate that approximately \$1,600 is outstanding on account of amounts owed to Ceridian (the “Unpaid Payroll Fees”). Failure to pay the Unpaid Payroll Fees could lead to delayed disbursement of Payroll Taxes to the appropriate third parties to the detriment of the Employees and the Debtors’ operations. As a result, the Debtors seek to pay the Unpaid Payroll Fees outstanding as of the Petition Date and continue administering payroll in the ordinary course of business.

E. Expense Reimbursements

21. The Debtors reimburse Employees for certain expenses that such Employees personally incur in the scope of their employment (the “Expense Reimbursements”). Expense Reimbursements typically include expenses associated with travel, lodging, seminars, ground transportation, meals, and business-related expenses related to the discharge of an Employee’s duties. Generally, Employees use MasterCard or Voyager corporate credit cards issued through Wells Fargo and U.S. Bank, respectively, to pay for expenses, the invoices of which are sent directly to the Debtors. However, certain Expense Reimbursements are incurred by Employees through the use of personal funds, and the Employee may be held personally liable for any unpaid obligations. Thus, the Debtors’ inability to reimburse such expenses could impose severe hardship on such individuals where the obligations were incurred for the Debtors’ benefit.

22. As of the Petition Date, the Debtors estimate that the outstanding Expense Reimbursements do not exceed approximately \$35,000. The Debtors seek authority to pay the Employees’ Expense Reimbursements and to continue the Expense Reimbursements in the ordinary course of the Debtors’ business.

II. Non-Insider Employee Incentive Programs

23. Solely in connection with entry of the final order, the Debtors seek authority to continue the Quarterly Incentive Program and the Referral Incentive Program (each as defined herein, and collectively, the “Non-Insider Employee Incentive Programs”). The relief sought hereunder will not include the payment of any obligation to an “insider” (as that term is defined in section 101(31) of the Bankruptcy Code, the “Insiders”). The Debtors will separately file a motion seeking authority to make incentive payments to their Insiders.²

A. Quarterly Incentive Program

24. The Debtors continually analyze and reevaluate their compensation and incentive programs to ensure that their programs are designed to achieve the Debtors’ objectives. In January 2015, the Debtors engaged Towers Watson Pennsylvania Inc. (“Towers Watson”) to provide advice and support to the Debtors’ effort to evaluate and design their 2015 incentive plans and to ensure that the Debtors’ business goals are aligned with incentive compensation. Over the course of two months, in conjunction with the Compensation Committee of the Board of Directors of Debtor Samson Resources Corporation (the “Compensation Committee”), the Debtors and Towers Watson reviewed the Debtors’ existing incentive plans to simplify their legacy non-Insider incentive plan structure into one program. The result of this collaboration was a quarter-based incentive program (the “Quarterly Incentive Program”) implemented in March 2015 which serves as an additional compensation component.

25. Pursuant to the Quarterly Incentive Program, the Debtors, in their sole discretion, determine the maximum amount each Employee may earn each calendar quarter (the “Maximum

² Notwithstanding anything herein to the contrary, the Debtors reserve all rights with respect to the “insider” status of such parties and any further relief for insiders or otherwise that the Debtors may seek from the Court by separate motion.

Quarterly Incentive”). At the end of each calendar quarter, the Compensation Committee determines what percentage of each Employee’s Maximum Quarterly Incentive that Employee will receive (the “Quarterly Incentive”). Employees must remain employed by the Debtors at the end of a calendar quarter to earn their Quarterly Incentive. The Debtors generally award this target amount to each Employee as long as the Employee received satisfactory reviews for his or her performance during the prior review cycle and continues to satisfactorily perform his or her job duties through the applicable quarter. Factors the Debtors consider when reviewing an Employee’s performance include the Employee’s safety and environmental stewardship, integrity, teamwork and communication, business acumen, and accountability.

26. As part of their ongoing Employee compensation review, the Debtors again consulted with their advisors in August 2015 in setting the Maximum Quarterly Incentive for the Employees. The Debtors, in consultation with Towers Watson and the Debtors’ other advisors, carefully considered which compensation strategies would best incentivize and reward Employees for maximizing value while remaining competitive and market-driven. The Debtors also considered which elements of their incentive plans would need to be changed, if any, to take into account their restructuring efforts. As a result of these discussions, the Compensation Committee made certain adjustments to the Quarterly Incentive Program, but generally retained the overall structure of the program.

27. Specifically, the Debtors focused on certain key non-Insider Employees whose knowledge, expertise, and skills are essential to the Debtors’ businesses. Because the Debtors had eliminated their legacy long-term incentive programs in conjunction with implementing the Quarterly Incentive Program, the Debtors and their advisors felt the need to reevaluate these Employees’ Maximum Quarterly Incentive opportunities. Towers Watson provided guidance

and analysis for the Compensation Committee on setting these key non-Insider Employees' Maximum Quarterly Incentives at market-based levels sufficient to drive performance and provide fair compensation.

28. The Debtors believe the Quarterly Incentive Program is integral to the operation of the Debtors' business. In particular, the Quarterly Incentive Program aligns Employees' interests with those of the Debtors generally by linking payments under the Quarterly Incentive Program to performance and overall efficiency of the Debtors' operations.

29. The Debtors last paid approximately \$5,300,000 in non-Insider Quarterly Incentives on August 31, 2015. As a result, the Debtors do not currently have any obligations to any Employees outstanding on account of the Quarterly Incentive Program. With respect to the remainder of 2015, if each non-Insider Employee received his or her Maximum Quarterly Incentive, the Debtors expect that they would distribute approximately \$5,500,000 for the Quarterly Incentive Program.

30. The Debtors request authority (on a final basis only) to honor obligations arising under the Quarterly Incentive Program in the ordinary course of business during the pendency of these chapter 11 cases.

B. Referral Incentive Program

31. The Debtors provide cash incentives to current non-Insider Employees, below the position of Manager, who refer candidates to fill identified vacant employment positions (the "Referral Incentive Program"). Under the Referral Incentive Program, a referring Employee will receive payment once a referred candidate has completed 90 days of employment with the Debtors. The Debtors pay an average referral incentive of \$5,000 per referred candidate and approximately \$80,000 per year on account of the Referral Incentive Program. As of the Petition Date, the Debtors do not have any obligations on account the Referral Incentive Program.

Although the Debtors do not anticipate any obligations on account of the Referral Incentive Program during the pendency of these chapter 11 cases, out of an abundance of caution, the Debtors request authority (on a final basis only) to honor obligations arising under the Referral Incentive Program, in the ordinary course of business during the pendency of these chapter 11 cases.

III. Employee Benefit Programs

A. Health and Welfare Programs

32. The Debtors offer several insurance policies to eligible current and former Employees for medical, dental, and vision care coverage and certain other benefits (each as defined herein, and collectively, the “Health and Welfare Programs”), including:

- Health insurance; life insurance, disability benefits, and workers’ compensation;
- 401(k) Plan;
- Counseling programs;
- Education assistance program; and
- Safety equipment programs.

33. The Debtors seek authority to pay any unpaid amounts due under the Health and Welfare Programs and continue the Health and Welfare Programs postpetition during the administration of these chapter 11 cases.

1. Health Insurance Programs

34. The Debtors offer their Employees the opportunity to participate in a number of health benefit plans, including the Medical Plans, the Stop-Loss Insurance, the HSA, the FSA, the Drug Plan, the Dental Plans, and the Vision Plan (each as defined below, and collectively, the “Health Insurance Programs”). The Debtors also subsidize or continue to provide certain benefits to certain former Employees after their termination, retirement, or disability leave,

including (without limitation) benefits provided under the Consolidated Omnibus Budget Reconciliation Act of 1985 (“COBRA”).

35. The Debtors offer medical and prescription drug benefit programs (the “Medical Plans”) to current and certain former Employees, which are administered by BlueCross BlueShield of Oklahoma (“BCBS”) and Caremark. Generally, the medical and prescription drug coverage in the Medical Plans differs, depending on how much the Employees or former Employees pay and the level of coverage these Employees or former Employees elect to receive. Monthly health care premiums differ depending on the Medical Plan in which the Employee or former Employee is enrolled and whether the Employee or former Employee has dependents covered by the applicable plan. Additionally, the Debtors provide a credit of \$25 per paycheck to approximately 450 Employees that provide proof they completed a physical exam.

36. While the Medical Plans are self-insured, the Debtors maintain a stop-loss insurance policy with BCBS to cover catastrophic medical claims (the “Stop-Loss Insurance”). The total cost of the Medical Plans and Stop-Loss Insurance is approximately \$980,000 per month, inclusive of Employee contributions and former Employee contributions.³

37. Employees who participate in certain of the Medical Plans may contribute a portion of their compensation into a health savings account (the “HSA”), administered by HSA Bank, which may be used for incidental medical expenses. Participating Employees can make before-tax contributions to the HSA through payroll deductions to cover reimbursements under the program up to the maximum amount permitted by the IRS. Additionally, the Debtors fund each participating Employee’s HSA in an amount equal to their Medical Plans’ deductible,

³ The Medical Plans and Stop-Loss Insurance collectively cost the Debtors approximately \$890,000 per month exclusive of current and former Employees. Current and former Employees collectively contribute approximately \$90,000 per month on account of the Medical Plans.

which is approximately \$130,000 per month in aggregate. Currently, approximately 275 Employees and 110 former Employees are using the HSA, for which the Debtors pay a monthly administration fee of approximately \$800 to HSA Bank.

38. The Debtors also provide Employees who participate in certain of the Medical Plans with access to a flexible spending account (the “FSA”), administered by PayFlex, which can be used to cover incidental medical costs and dependent child care. Currently, approximately 170 Employees use FSA for medical costs, and 50 Employees use FSA for dependent child care, for which the Debtors pay to PayFlex a monthly administration fee of approximately \$810. The Debtors do not make any contributions to any Employee’s FSA.

39. The Debtors also provide dental insurance administered by BCBS (the “Dental Plans”), and vision insurance through Vision Service Plan (the “Vision Plan,”). The Dental Plans and Vision Plan are self-insured. The total cost of the Dental Plans and Vision Plan is approximately \$75,000⁴ and \$15,000⁵ each month, respectively, inclusive of Employee contributions and former Employee contributions.

40. The Debtors pay approximately \$1,190,000 per month in the aggregate for their contributions and the administrative⁶ and premiums payments for the Health Insurance Programs. The Debtors also incur claims of approximately \$1,030,000⁷ per month (paid in

⁴ The Dental Plans cost the Debtors approximately \$64,000 per month exclusive of current and former Employees. Current and former Employees collectively contribute approximately \$10,000 per month on account of the Dental Plans.

⁵ The Vision Plan costs the Debtors approximately \$10,000 per month exclusive of current and former Employees. Current and former Employees collectively contribute approximately \$4,500 per month on account of the Vision Plan.

⁶ The Debtors also employ the services of Arthur J. Gallagher & Co. (“Gallagher”) as a broker in connection with certain of the Health and Welfare Programs and pay Gallagher approximately \$6,000 per month for such services.

⁷ This amount reflects the 12-month average for calendar year 2014. The amount of claims actually paid on a monthly basis for calendar year 2014 ranged from approximately \$900,000 to approximately \$1,500,000.

arrears) to cover the costs of medical benefits received by Employees. Because of the manner in which expenses are incurred and claims are processed under the Health Insurance Programs, however, it is difficult for the Debtors to determine the amount of accrued obligations under the Health Insurance Programs outstanding at any particular time. Based on historical experience, the Debtors estimate approximately \$3,500,000 in prepetition obligations may have accrued but have not been paid under the Health Insurance Programs.

2. Insurance, Disability, and Workers' Compensation Programs

a. Life and AD&D Insurance Programs

41. The Debtors provide life and accidental death and dismemberment insurance coverage (the "Standard Life and AD&D Insurance") to current and certain former Employees through The Hartford ("Hartford"), which provides maximum coverage of \$1,000,000 in the event of an Employee's death or dismemberment.

42. The Debtors also provide business travel accidental death and dismemberment insurance (the "Business AD&D Insurance") coverage to Employees through Hartford, which provides coverage up to \$200,000 in the event of an Employee's accidental death or dismemberment while an Employee is required to travel on behalf of the Debtors away from the Employee's regular work assignment. In consideration of the Debtors' other business dealings with Hartford, Hartford also provides Employees with a medical emergency assistance program when an Employee becomes ill or has an accident while traveling 100 miles or more from the Employee's legal residence at no cost to the Employees.

43. Current and certain former Employees may also purchase voluntary life insurance (the "Voluntary Life Insurance," and together with the Standard Life and AD&D Insurance and the Business AD&D Insurance, the "Life and AD&D Insurance") through Hartford, which provides maximum coverage of \$1,000,000 in the event of death, for aggregate coverage up to

\$2,500,000. Employees are eligible for Life and AD&D Insurance as of their date of hire. The Debtors are fully insured through the Life and AD&D Insurance and the Debtors pay approximately \$13,000 per month with respect to their portion of the premiums for the Life and AD&D Insurance.

44. As of the Petition Date, the Debtors estimate that the aggregate amount of unpaid obligations with respect to the Life and AD&D Insurance is approximately \$13,000.

b. Disability Benefits

45. The Debtors provide Employees with short- and long-term disability benefits (the “Disability Benefits”). Employees are eligible for Disability Benefits as of their date of hire. Under the short-term disability benefits program, Employees are entitled to, among other things, continuation of two-thirds of their base wages in the event of a short-term medical disability due to an illness, injury, or pregnancy related condition (the “Short-Term Disability Benefits”). Under the long-term disability benefits program, Employees are entitled to, among other things, continuation of 60 percent of their wages, up to a monthly limit of \$6,000, in the event of a long-term medical disability due to illness or injury (the “Long-Term Disability Benefits”). Employees are terminated once they begin receiving Long-Term Disability Benefits. The Debtors also offer Employees the option to purchase additional long-term disability coverage on a per pay period basis.

46. Employees’ Short-Term Disability Benefits begin after an Employee is absent from work for seven consecutive work days and continue for up to 26 weeks of any disability thereafter. The Long-Term Disability Benefits begin after an Employee is absent from work for 180 days and continue until normal Social Security retirement age. The Short-Term Disability Benefits are self-insured and administered by Hartford, and the Long-Term Disability Benefits are fully insured through Hartford. The Debtors pay Hartford approximately \$2,000 per month

in administrative fees with respect to the Short-Term Disability Benefits and approximately \$10,500 per month in premiums with respect to the Long-Term Disability Benefits.

47. One Employee is currently receiving the Short-Term Disability Benefits. As of the Petition Date, the Debtors estimate that the aggregate amount of accrued but unpaid Disability Benefits and associated premiums and administrative fees is approximately \$2,000.

c. Workers' Compensation Program

48. The Debtors maintain workers' compensation insurance for Employees at the levels required by laws in the states in which the Debtors operate (collectively, the "Workers' Compensation Program"). All Employees are entitled to participate in the Debtors' Workers' Compensation Program. The Debtors' Workers' Compensation Program is fully insured, so the Debtors do not incur any additional costs on account of claims brought against such insurance.

49. Coverage in certain states is maintained through state-administered workers' compensation programs, for which the Debtors pay approximately \$55,000 each year. Coverage for the other states in the Workers' Compensation Program is maintained through Tri-State Insurance Company of Minnesota ("Tri-State"). Additionally, Tri-State provides stop-loss coverage for the Debtors' state-administered policies. The Debtors pay approximately \$285,000 annually to Tri-State for maintaining the Workers' Compensation Program and have no deductible.

50. The Debtors must continue the claim assessment, determination, adjudication, and payment process pursuant to the Workers' Compensation Program without regard to whether such liabilities are outstanding before the Petition Date to ensure that the Debtors comply with applicable workers' compensation laws and requirements.⁸ There are currently six open claims

⁸ The Debtors' Workers' Compensation Program may change postpetition in the ordinary course of business due to changes in applicable laws and regulations and the Debtors' ability to meet requirements thereunder. By this

under the Workers' Compensation Program, including two open claims under the Worker's Compensation Program administered by Travelers Property and Casualty Insurance Company (who served as administrator for certain of the Workers' Compensation Programs prior to Tri-State). The Debtors are obligated to reimburse Travelers, as applicable, for any deductible amounts relating to these claims. The Debtors estimate they owe approximately \$271,000 on account of administrative fees, loss payments, or deductibles on account of the Workers' Compensation Program as of the Petition Date.

d. Emergency Assistance Program

51. The Debtors maintain a fund to provide basic necessities to Employees who have encountered financial hardship for reasons beyond their control and/or to provide temporary relief to meet their immediate basic needs (the "Emergency Assistance Program"). The Debtors provide up to \$2,000 per incident (limited to one per year) for emergencies such as home catastrophes, medical emergencies, funeral expenses, and military deployment. Employees are encouraged to take advantage of the Emergency Assistance Program after they have used all other existing resources, including Health Insurance Programs, Life and AD&D Insurance, Paid Leave, and Disability Benefits. The Emergency Assistance Program is administered by the Tulsa Community Foundation, which provides this service free of charge.

52. On average, the Debtors contribute approximately \$10,000 per year to the Emergency Assistance Program. The Debtors do not have any obligations outstanding with respect to the Emergency Assistance Program as of the Petition Date.

Motion, the Debtors request authority to continue the Workers' Compensation Program postpetition, including making any changes to current policy and practices that become necessary.

3. 401(k) Plan

53. The Debtors provide all Employees with the ability to participate in a 401(k) program (the “401(k) Plan”). Employees are immediately eligible for the 401(k) Plan upon their date of hire. The 401(k) Plan generally provides for pre-tax salary deductions of compensation up to limits set by the Internal Revenue Code. Each Employee’s 401(k) contributions are deducted automatically from each paycheck. The Debtors match the Employees’ 401(k) Plan contributions dollar-for-dollar in an amount up to six percent of the Employees’ semimonthly compensation and also provide an additional non-elective two percent contribution of the Employees’ semimonthly compensation (collectively, the “401(k) Contributions”). The Debtors anticipate that total 401(k) Contributions for 2015 will be approximately \$9,000,000. The Debtors’ 401(k) Contributions vest at a rate of 20 percent per year for each Employee’s first five years of service with the Debtors.⁹

54. The 401(k) Plan is administered by The Vanguard Group (“Vanguard”). The Debtors pay Vanguard approximately \$8,000 in annual administrative fees. Each pay period, the Debtors deduct the Employees’ 401(k) Plan contributions from the Employees’ paychecks and hold such amounts in trust until they are forwarded to Vanguard.

55. As of the Petition Date, the Debtors estimate that the aggregate amount of accrued but unpaid obligations on account of the 401(k) Plan is \$21,000, of which approximately \$12,500 consists of the Debtors’ 401(k) Contributions and \$8,500 consists of Employees’ Deductions.

⁹ Due to the Debtors’ recent reductions in workforce, the Debtors’ 401(k) Contributions for Employees who are terminated or who leave voluntarily during calendar year 2015 will fully vest upon their termination. *See* 26 U.S.C. § 411(d)(3).

4. Counseling Programs

56. The Debtors provide the Employees with a medical counseling service provided by Teladoc (the “Medical Counseling Program”) as well as a confidential counseling and referral service that can assist Employees with a range of personal and health-related problems (the “Employee Assistance Program”).

57. The Medical Counseling Program pairs Employees with U.S. board-certified doctors who may resolve the Employees medical issues via phone or online video. On average, the Debtors spend approximately \$3,000 per month on account of the Medical Counseling Program. As of the Petition Date, Debtors estimate that the aggregate amount of accrued but unpaid obligations on account of the Medical Counseling Program is \$1,000.

58. The Employee Assistance Program is provided by Hartford at no cost to the Employees. In consideration for the Debtors’ other business dealings with Hartford, Hartford provides this service at no charge to the Debtors. Thus, the Debtors do not have any outstanding obligations with respect to the Employee Assistance Program as of the Petition Date.

5. Education Assistance Program

59. Employees who have been continuously employed for one year are eligible for the Debtors’ education assistance program (the “Education Assistance Program”). The Education Assistance Program applies only to certain educational opportunities. To be approved, courses must relate to the Employees’ current job duties, be required under a formal plan of study for an undergraduate or graduate degree directly related to the Employee’s current job, or be taken in pursuit of a Masters of Business Administration degree. Courses must be approved prior to the time of enrollment and must be taught at an accredited college, university, or vocational-technical school. Pursuant to the Education Assistance Program, the Debtors will reimburse Employees 100 percent of the tuition, books, fees, and parking associated with the

successful completion of approved courses, up to \$5,250 per calendar year, with a lifetime limit of \$21,000 per Employee. Successful completion of a course means that the Employee has passed the course with a grade of “C” or better, or its equivalent. Currently, approximately 15 Employees participate in the Education Assistance Program.

60. As of the Petition Date, the Debtors estimate that they owe approximately \$40,000 with respect to the Education Assistance Program.¹⁰

6. Relocation Program

61. The Debtors pay for certain expenses to relocate or provide temporary housing for certain Employees (the “Relocation Program”). Specifically, the Relocation Program provides Employees with home sale assistance, home finding and temporary living assistance, home purchase assistance, rental assistance, moving and household transportation assistance, and employee and family transition assistance. The Debtors contract with Plus Relocation Services, Inc. (“Plus”) and National Corporate Housing (“National”) to administer certain aspects of the Relocation Program. For the first nine months of 2015, the Debtors spent approximately \$950,000 on account of the Relocation Program. As of the Petition Date, the Debtors owe approximately \$58,000 on account of unpaid obligations related to the Relocation Program, including administrative fees to Plus and National.

7. Safety Equipment Programs

62. The Debtors maintain several safety equipment programs for approximately 200 Employees who work near drilling sites, warehouses, or other potentially dangerous locations (the “Safety Equipment Programs”). Under the Safety Equipment Programs,

¹⁰ Additionally, the Debtors have pre-approved reimbursements related to the Education Assistance Program for the fall of 2015 in the aggregate of approximately \$40,000. The Debtors do not incur obligations on account of the Education Assistance Program until the Employee has submitted his or her expense report and all required documentation. As a result, the Debtors do not have any obligations outstanding on account of these pre-approved Education Assistance Program amounts as of the Petition Date.

Employees are entitled to spend up to \$180 on new work boots and \$350 on prescription safety glasses each calendar year. Finally, the Debtors provide uniforms for these Employees. The Debtors have historically spent approximately \$400,000 each year on the Safety Equipment Program. As of the Petition Date, the Debtors estimate that they owe approximately \$100,000 on account of unpaid obligations related to the Safety Equipment Programs.

8. Miscellaneous Employee Benefits

63. In the ordinary course of business, the Debtors pay for approved and reasonable technology expenses incurred by certain Employees on behalf of the Debtors in the scope of their employment (the “Technology Expense Program”). The Debtors maintain approximately 690 mobile service lines for Employees, including company cell phones, tablets, or mobile cards and pay related voice and data charges directly to AT&T and Verizon each month.

64. Additionally, the Debtors pay automobile expenses for approximately 210 Employees as well as maintain a pool of approximately 45 vehicles for general business use (the “Automobile Expense Program”). As part of the Automobile Expenses, the Debtors provide certain Employees with automobiles necessary for the Employees to use while performing their jobs. Certain Employees are allowed limited personal use of these vehicles, although the Debtors incur *de minimis* costs for such personal use. The Debtors also allow approximately three Employees to sublease vehicles from the Debtors, and deduct such lease payments from the Employees’ paychecks.¹¹ All maintenance and fuel costs for these vehicles are paid by the Employees’ paycheck deductions. Additionally, the Debtors pay approximately \$548,000 per year for approximately 495 Employees’ parking expenses.

¹¹ The Debtors are in the process of phasing out this sublease program.

65. Finally, several of the Debtors' vendors offer discount programs to the Employees (the "Employee Discount Program" and together with the Technology Expense Program and the Automobile Expense Program, the "Miscellaneous Employee Benefits"). Through the Employee Discount Program, Employees are eligible for certain services and goods at reduced prices, including cell phone plans, computer software and hardware, and automobiles. The Debtors do not incur any expenses on account of the Employee Discount Program.

66. The Debtors pay approximately \$38,000 per month on account of the Technology Expense Program and approximately \$420,000 per month on account of the Automobile Expense Program. As of the Petition Date, the Debtors estimate that the outstanding Technology Expenses and Automobile Expenses do not exceed approximately \$873,000.

B. Paid Leave

67. The Debtors maintain several paid leave benefit programs for Employees, providing paid leave for PTO, Holidays, Parental Leave, and Other Paid Leave (each as defined below, and together, the "Paid Leave").

68. In the ordinary course of business, the Debtors provide paid time off ("PTO") to the Employees as a Paid Leave benefit. PTO accrues at a specified rate based on the Employee's years of service and date of hire. Employees accrue between 5 and 10 hours of PTO each pay period. PTO begins accruing upon the date of hire. Employees may carry over any PTO into the next calendar year up to a maximum of twice the amount the Employees can earn in a calendar year. Employees who are terminated or resign are entitled to a cash payment in lieu of the accrued but unused PTO. The Debtors estimate that, as of the Petition Date, the aggregate amount of accrued but unpaid PTO is approximately \$6,100,000. This amount, however, is not a current cash payment obligation, as Employees are only entitled to cash payment for accrued and unused PTO in the event the Employees leave the Debtors' employment.

69. In addition, the Debtors also offer Employees eleven paid holidays throughout the year (each a “Holiday” and collectively the “Holidays”). Generally, eligible Employees are not required to work on a designated Holiday and are paid for Holiday time at their base rate of pay.

70. In the ordinary course of business, the Debtors provide parental leave following the birth or adoption of a child (the “Parental Leave”) for Employees who have been employed for at least one year. The Debtors provide female Employees with the difference in their base salary and any amounts received as Short-Term Disability Benefits for the six weeks following the birth of a child. The Debtors also provide male Employees and male and female Employee adoptive parents up to five days of paid leave at the Employees’ base rate of pay.

71. In addition, the Debtors permit their Employees to take certain other paid and unpaid leaves of absence for personal reasons, many of which are required by law. The Debtors pay Employees for certain missed work time in the ordinary course of business for bereavement leave, jury or court attendance, or time spent voting (the “Other Paid Leave”). Employees are not entitled to any separate cash payments in addition to their normal compensation for the Other Paid Leave. The Debtors also permit Employees to take unpaid leaves of absence for family medical leaves and military leaves (the “Unpaid Leave”). Employees are not entitled to cash payments for unused Unpaid Leave. The Debtors pay Hartford approximately \$2,000 each month to administer certain of the Unpaid Leave programs, and owe Hartford approximately \$2,000 as of the Petition Date.

72. The Debtors believe that the continuation of the Paid Leave and Unpaid Leave policies in accordance with prior practice is essential to maintaining Employee morale during these chapter 11 cases. Further, the policies are broad-based programs upon which all Employees have come to depend.

73. As a result, pursuant to the interim order, the Debtors seek authority to allow eligible Employees to use their Paid Leave and Unpaid Leave in the ordinary course of business on a postpetition basis, and to pay any PTO accrued in the ordinary course of business that comes due prior to a final order being entered, up to \$12,475 per eligible Employee. The Debtors seek the same relief in the final order, but without respect to the priority cap of \$12,475.

74. To be clear, the Debtors anticipate that their Employees will utilize any accrued Paid Leave in the ordinary course of business, which will not create any material cash flow requirements beyond the Debtors' normal payroll obligations.

C. Severance

75. In the ordinary course of business, the Debtors maintain one severance program for non-officer Employees that have not received negative performance reviews and one severance program for officers.¹²

76. The non-officer program provides severance benefits in the event of a termination by the Company that is not for "cause," by reason of death or disability, or if the Employee voluntarily resigns (the "Non-Officer Severance Program"). Pursuant to the Non-Officer Severance Program, an Employee may receive a lump sum cash payment of up to 50 percent of the Employee's annual base salary and 50 percent of an Employee's anticipated annual award under the Quarterly Incentive Program, as well as reimbursements for COBRA premiums for up to six months of COBRA coverage (the "Non-Officer Severance Benefits"). Additionally, under the Non-Officer Severance Program, a participating Employee is eligible to receive accrued but unpaid compensation, including a prorated portion of the Employee's award under the Quarterly Incentive Program for the year of termination.

¹² The Debtors also maintain two "change in control" severance programs for the Employees but are not seeking authority in this Motion to honor any obligations arising under those programs.

77. The officer severance program provides severance benefits to an officer in the event of a termination by the Company for reason other than cause, death, or disability unconnected to a change of control (the “Officer Severance Program”).¹³ Pursuant to the Officer Severance Program, an Employee may receive a lump sum cash payment equal to two times the Employee’s annual base salary and the Employee’s anticipated annual award under the Quarterly Incentive Program, as well as reimbursements for COBRA premiums for up to 24 months of COBRA coverage (collectively, the “Officer Severance Benefits,” and together with the Non-Officer Severance Benefits, the “Severance Benefits”). Additionally, under the Officer Severance Program, a participating Employee is eligible to receive accrued but unpaid compensation, including a prorated portion of the Employee’s award under the Quarterly Incentive Program for the year of termination.

78. The Debtors believe that the Non-Officer Severance Program and the Officer Severance Program (together, the “Severance Programs”) are critical to maintaining Employee morale and loyalty. Increased instability in the Debtors’ workforce will only undermine the Debtors’ ability to strengthen their financial and operational foundation, to generate growth, and to be positioned for long-term success. Permitting the Debtors to pay the unpaid Severance Benefits will help minimize the adverse effect of the commencement of these chapter 11 cases on their ongoing business operations. Additionally, implementing such programs is not without tangible benefits. As a condition to receiving Severance Benefits, each Employee must execute a release agreement, whereby the Employee releases any claims held against the Debtors. The Debtors believe that the Severance Programs will help reduce the time and expense that could

¹³ Although the Officer Severance Program is offered to both Insiders and non-Insiders, the Debtors are not seeking to include Insiders in the relief requested herein. To the extent the Debtors propose to make any payments under the Officer Severance Program to Insiders, the Debtors will seek separate approval from the Court.

arise in the absence of the Severance Programs to defend the assertion of claims by severed Employees.

79. The Debtors are currently reimbursing COBRA premiums as Severance Benefits for six former Employees who were severed from the Debtors prior to the Petition Date. The Debtors seek the authority, pursuant to the final order, to continue making Severance Program payments that accrued prepetition and to continue the Severance Programs on a postpetition basis, in the ordinary course of business during the pendency of these chapter 11 cases for any non-Insider Employees that may be severed following the Petition Date.

D. Postpetition Non-Employee Director Compensation

80. The Debtors maintain a board of directors comprising five non-Employees and one Employee (each, a “Director”). The non-Employee Directors are compensated \$60,000 annually, paid in cash in arrears, and are entitled to expense reimbursement for out-of-pocket expenses (the “Director Compensation”).

81. The Debtors estimate they have no obligations outstanding with respect to the Director Compensation as of the Petition Date. The Debtors request the authority, solely pursuant to the final order, to pay the Director Compensation as it comes due in the ordinary course of business.

Basis for Relief

I. Sufficient Cause Exists to Authorize the Debtors to Honor the Employee Compensation and Benefits

A. Certain Employee Compensation and Benefits Are Entitled to Priority Treatment

82. Sections 507(a)(4) and 507(a)(5) of the Bankruptcy Code entitle certain of the Employee Compensation and Benefits owed to the Employees to priority treatment. As priority claims, the Debtors are required to pay these claims in full to confirm a chapter 11 plan. *See* 11

U.S.C. § 1129(a)(9)(b) (requiring payment of certain allowed unsecured claims for (a) wages, salaries, or commissions, including severance, and sick leave pay earned by an individual and (b) contributions to an employee benefit plan). Thus, granting the relief sought herein should only affect the timing of certain payments to the Employees, and should not negatively affect recoveries for general unsecured creditors. Indeed, the Debtors submit that payment of the Employee Compensation and Benefits at this time enhances value for the benefit of all interested parties.

B. Payment of Certain Employee Compensation and Benefits Is Required by Law

83. The Debtors seek authority to pay the applicable Withholding Obligations to the appropriate third-party entities. These amounts principally represent Employee earnings that governments, Employees, and judicial authorities have designated for deduction from the Employees' paychecks. Indeed, certain Withholding Obligations are not property of the Debtors' estates because the Debtors have withheld such amounts from the Employees' paychecks on another party's behalf. *See* 11 U.S.C. §§ 541(b)(1), (d). Further, federal and state laws require the Debtors to withhold certain tax payments from the Employees' paychecks and to pay such amounts to the appropriate taxing authority. 26 U.S.C. §§ 6672, 7501(a); *see also City of Farrell v. Sharon Steel Corp.*, 41 F.3d 92, 95–97 (3d Cir. 1994) (finding that state law requiring a corporate debtor to withhold city income tax from its employees' wages created a trust relationship between debtor and the city for payment of withheld income taxes); *In re DuCharmes & Co.*, 852 F.2d 194, 196 (6th Cir. 1988) (noting that individual officers of a company may be held personally liable for failure to pay trust fund taxes). Because the Withholding Obligations may not be property of the Debtors' estates, the Debtors request that

the Court authorize them to transmit the Withholding Obligations on account of the Employees to the proper parties in the ordinary course of business.

84. Similarly, state laws require the Debtors to maintain the Workers' Compensation Program. If the Debtors fail to maintain the Workers' Compensation Program, state laws may prohibit the Debtors from operating in those states. Payment of all workers' compensation amounts is therefore crucial to the Debtors' continued operations and the success of the Debtors' ongoing chapter 11 process.

II. Payment of the Employee Compensation and Benefits Is Proper Pursuant to Section 363(b) of the Bankruptcy Code and the Doctrine of Necessity

85. Section 363 of the Bankruptcy Code provides, in relevant part, that “[t]he [debtor], after notice and a hearing, may use, sell, or lease, other than in the ordinary course of business, property of the estate.” 11 U.S.C. § 363(b)(1). Under section 363(b), courts require only that the debtor “show that a sound business purpose justifies such actions.” *In re Montgomery Ward Holding Corp.*, 242 B.R. 147, 153 (D. Del. 1999) (internal citations omitted) (requiring that the debtor show a “sound business purpose” to justify its actions under section 363 of the Bankruptcy Code); *see also In re Phoenix Steel Corp.*, 82 B.R. 334, 335–36 (Bankr. D. Del. 1987). Moreover, “[w]here the debtor articulates a reasonable basis for its business decisions (as distinct from a decision made arbitrarily or capriciously), courts will generally not entertain objections to the debtor’s conduct.” *In re Johns-Manville Corp.*, 60 B.R. 612, 616 (Bankr. S.D.N.Y. 1986) (citation omitted); *see also In re Tower Air, Inc.*, 416 F.3d 229, 238 (3d Cir. 2005) (stating that “[o]vercoming the presumptions of the business judgment rule on the merits is a near-Herculean task”).

86. In addition, the Court may authorize payment of prepetition claims in appropriate circumstances under section 105(a) of the Bankruptcy Code. Section 105(a) of the Bankruptcy

Code, which codifies the inherent equitable powers of a bankruptcy court, empowers bankruptcy courts to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” The Court may use its power under section 105(a) to authorize payment of the Employee Compensation and Benefits under the “necessity of payment” rule (also referred to as the “doctrine of necessity”).

87. The United States Court of Appeals for the Third Circuit recognized the “necessity of payment” doctrine in *In re Lehigh & New England Ry. Co.*, 657 F.2d 570, 581 (3d Cir. 1981). The Third Circuit held that a court could authorize the payment of prepetition claims if such payment was essential to the continued operation of the debtor. *Id.* (stating a court may authorize payment of prepetition claims when there “is the possibility that the creditor will employ an immediate economic sanction, failing such payment”).

88. The necessity of payment doctrine is designed to foster a debtor’s rehabilitation, which courts have recognized is “the paramount policy and goal of Chapter 11.” *In re Ionosphere Clubs, Inc.*, 98 B.R. 174, 176 (Bankr. S.D.N.Y. 1989); *see also In re Just for Feet, Inc.*, 242 B.R. 821, 826 (D. Del. 1999) (finding that payment of prepetition claims to certain trade vendors was “essential to the survival of the debtor during the chapter 11 reorganization”); *In re Quality Interiors, Inc.*, 127 B.R. 391, 396 (Bankr. N.D. Ohio 1991) (“[P]ayment by a debtor-in-possession of pre-petition claims outside of a confirmed plan of reorganization is generally prohibited by the Bankruptcy Code,” but “[a] general practice has developed . . . where bankruptcy courts permit the payment of certain pre-petition claims, pursuant to 11 U.S.C. § 105, where the debtor will be unable to reorganize without such payment.”); *In re Eagle-Picher Indus., Inc.*, 124 B.R. 1021, 1023 (Bankr. S.D. Ohio 1991) (approving payment of prepetition

unsecured claims of toolmakers as “necessary to avert a serious threat to the Chapter 11 process”).

89. Payment of the Employee Compensation and Benefits is warranted under this authority and the facts of these chapter 11 cases. The majority of the Employees rely exclusively on the Employee Compensation and Benefits to satisfy their daily living expenses. Consequently, Employees will be exposed to significant financial difficulties if the Debtors are not permitted to honor obligations for unpaid Employee Compensation and Benefits. Additionally, continuing such benefits as the Severance Programs will help maintain Employee morale and minimize the adverse effect of the commencement of these chapter 11 cases on the Debtors’ ongoing business operations.

90. Moreover, Employees provide the Debtors with services necessary to conduct the Debtors’ businesses, and the Debtors believe that absent the payment of the Employee Compensation and Benefits owed to the Employees, the Debtors may experience Employee turnover and instability at this critical time in these chapter 11 cases. The Debtors believe that without these payments, the Employees may become demoralized and unproductive because of the potential significant financial strain and other hardships these Employees may face. Such Employees may then elect to seek alternative employment opportunities. Additionally, a significant portion of the value of the Debtors’ business is tied to their workforce, which cannot be replaced without significant efforts—which efforts may not be successful given the overhang of these chapter 11 cases. Enterprise value may be materially impaired to the detriment of all stakeholders in such a scenario. The Debtors therefore believe that payment of the prepetition obligations with respect to the Employee Compensation and Benefits is a necessary and critical element of the Debtors’ efforts to preserve value and will give the Debtors the greatest likelihood

of retention of their Employees as the Debtors seek to operate their businesses in these chapter 11 cases.

91. Indeed, courts in this district have recognized the importance of satisfying employee obligations in cases requesting relief similar to that requested here. *See, e.g., In re Energy Future Holdings Corp.*, Case No. 14-10979 (CSS) (Bankr. D. Del. June 4, 2014) (authorizing debtors to continue employee compensation and benefit programs and pay certain prepetition obligations related thereto on a postpetition basis); *In re GSE Envtl., Inc.*, No. 14-11126 (MFW) (Bankr. D. Del. May 30, 2014) (same); *In re Dolan Co.*, No. 14-10614 (BLS) (Bankr. D. Del. Apr. 15, 2014) (same); *In re Sorenson Commc'ns, Inc.*, No. 14-10454 (BLS) (Bankr. D. Del. Mar. 4, 2014) (same); *In re Longview Power, LLC*, No 13-12211 (BLS) (Bankr. D. Del. Sept. 24, 2013) (same).¹⁴ Accordingly, the Debtors respectfully request that the Court authorize the Debtors to pay and continue the Employee Compensation and Benefits in the ordinary course of business and consistent with past practice.

III. The Non-Insider Employee Incentive Programs Are Reasonable and a Sound Exercise of Business Judgment

92. The Debtors further request that they be allowed to continue to honor the Non-Insider Employee Incentive Programs in the ordinary course of business. The Debtors submit that the Non-Insider Employee Incentive Programs should be reviewed under section 363(c)(1) of the Bankruptcy Code rather than section 503(c) of the Bankruptcy Code because the Non-Insider Employee Incentive Programs are simply preexisting programs that the Debtors have maintained in the ordinary course, and seek to continue on a postpetition basis. *See In re Blitz U.S.A. Inc.*, 475 B.R. 209, 215 (Bankr. D. Del. 2012). Importantly, by this motion, the

¹⁴ Because of the voluminous nature of the orders cited herein, such orders have not been attached to this motion. Copies of these orders are available upon request to the Debtors' proposed counsel.

Debtors do not seek authority to continue the Non-Insider Employee Incentive Programs as to Insiders.

93. The Debtors submit that continuing to maintain the Non-Insider Employee Incentive Programs for non-Insiders is a sound exercise of their business judgment and in the best interests of the estates. Importantly, the Non-Insider Employee Incentive Programs are a long-standing component of the Debtors' overall Employee Compensation and Benefits package and are intended to incentivize the Employees in the ordinary operations of the Debtors' manufacturing facilities. The payments under the Non-Insider Employee Incentive Programs are only made if the applicable Employees attain the required operational and/or personal performance goals. The Debtors believe that continuing to incentivize performance goals is beneficial for the Debtors' businesses and creditors, as it will help maximize the value of the Debtors' estates. The Debtors therefore believe that it is necessary to continue these programs for non-Insiders on a postpetition basis in order to ensure that the non-Insider Employees are not exposed to significant financial constraints due to these chapter 11 cases. Accordingly, pursuant to the proposed final order, the Debtors respectfully request that the Court authorize the Debtors to continue the Non-Insider Employee Incentive Programs in the ordinary course of business, including payment of prepetition obligations related thereto, if any.

IV. A Limited Waiver of the Automatic Stay for Workers' Compensation Program Is Appropriate in this Case

94. Section 362(a)(1) of the Bankruptcy Code operates to stay:

[T]he commencement or continuation, including the issuance or employment of process, of a judicial, administrative, or other action or proceeding against the debtor that was or could have been commenced before the commencement of the case under this title, or to recover a claim against the debtor that arose before the commencement of the case under this title

Section 362 of the Bankruptcy Code, however, permits a debtor or other parties in interest to request a modification or termination of the automatic stay for “cause.” 11 U.S.C. § 362(d)(1).

95. The Debtors seek authorization, under section 362(d) of the Bankruptcy Code, to permit their Employees to proceed with their claims against the Workers’ Compensation Program in the appropriate judicial or administrative forum. The Debtors believe that cause exists to modify the automatic stay because staying the Employee’s workers compensation claims could have a detrimental effect on the financial well-being and morale of the Employees and lead to the departure of certain Employees who are critical at this juncture. Such departures could cause a severe disruption in the Debtors’ business to the detriment of all stakeholders. In addition, as noted above, if the Debtors fail to maintain the Workers’ Compensation Program, state laws may prohibit the Debtors from operating in those states. Accordingly, the Debtors request a limited waiver of the automatic stay for purposes of allowing the Debtors’ Workers’ Compensation Program to proceed.

Processing of Checks and Electronic Fund Transfers Should Be Authorized

96. The Debtors have sufficient funds to pay any amounts related to the Employee Compensation and Benefits in the ordinary course of business. Under the Debtors’ existing cash management system, the Debtors have made arrangements to readily identify checks or wire transfer requests relating to the Employee Compensation and Benefits, as applicable. The Debtors believe there is minimal risk that checks or wire transfer requests that the Court has not authorized will be inadvertently made. Thus, the Debtors request that the Court authorize all applicable financial institutions to receive, process, honor, and pay any and all checks or wire transfer requests in respect of the Employee Compensation and Benefits.

The Requirements of Bankruptcy Rule 6003 Are Satisfied

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

Reservation of Rights

98. Nothing contained herein is intended or should be construed as an admission as to the validity of any claim against the Debtors, a waiver of the Debtors’ rights to dispute any claim, or an approval or assumption of any agreement, contract, or lease under section 365 of the Bankruptcy Code. The Debtors expressly reserve their right to contest any claim related to the relief sought herein. Likewise, if the Court grants the relief sought herein, any payment made pursuant to an order of the Court is not intended to be nor should it be construed as an admission as to the validity of any claim or a waiver of the Debtors’ rights to subsequently dispute such claim.

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

99. To implement the foregoing successfully, the Debtors request that the Court enter an order providing that notice of the relief requested herein satisfies Bankruptcy Rule 6004(a) and that the Debtors have established cause to exclude such relief from the 14-day stay period under Bankruptcy Rule 6004(h).

Notice

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

No Prior Request

101. No prior motion for the relief requested herein has been made to this or any other court.

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

Dated: September 17, 2015
Wilmington, Delaware

/s/ Domenic E. Pacitti

Domenic E. Pacitti (DE Bar No. 3989)

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Proposed Co-Counsel for the Debtors and Debtors in Possession

EXHIBIT A

Proposed Interim Order

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

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

**INTERIM ORDER AUTHORIZING THE DEBTORS TO (I) PAY
PREPETITION WAGES, SALARIES, OTHER COMPENSATION,
AND REIMBURSABLE EXPENSES, (II) CONTINUE NON-INSIDER
INCENTIVE PLANS, AND (III) CONTINUE EMPLOYEE BENEFITS PROGRAMS**

Upon the Motion² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an interim order, authorizing the Debtors to (a) pay prepetition wages, salaries, other compensation, and reimbursable expenses, (b) continue ordinary course incentive programs for non-insiders (subject to entry of the final order), and (c) continue employee benefits programs in the ordinary course of business, including payment of certain prepetition obligations related thereto, all as more fully set forth in the Motion; and upon the *Declaration of Philip Cook in Support of Chapter 11 Petitions and First Day Motions*; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that venue of this proceeding and the Motion in

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

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

this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted on an interim basis as set forth herein.
2. The final hearing on the Motion shall be held on _____, 2015, at __:__ .m., prevailing Eastern Time. Any objections or responses to entry of a final order on the Motion shall be filed on or before 4:00 p.m., prevailing Eastern Time, on _____, 2015, and shall be served on: (a) the Debtors, Two West Second Street, Tulsa, Oklahoma 74103, Attn: Andrew Kidd; (b) proposed counsel to the Debtors, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Joshua A. Sussberg, P.C. and Ryan J. Dattilo and Kirkland & Ellis LLP, 300 North LaSalle Street, Chicago, Illinois 60654, Attn: Brad Weiland; (c) proposed co-counsel to the Debtors, Klehr Harrison Harvey Branzburg LLP, 919 N. Market Street, Suite 1000, Wilmington, Delaware 19801, Attn: Domenic E. Pacitti; (d) the office of the United States Trustee for the District of Delaware, Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Tiiara Patton and David Buchbinder; (e) the official committee of unsecured creditors (if any) appointed in these chapter 11 cases and their

counsel; (f) counsel to the administrative agent for the Debtors' first lien revolving credit facility, Mayer Brown LLP, 71 S. Wacker Drive, Chicago, Illinois 60606, Attn: Sean T. Scott; (g) counsel to the administrative agent for the Debtors' second lien term loan, Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, New York 10019, Attn: Margot B. Schonholtz and Ana Alfonso; (h) counsel to the Debtors' prepetition shareholders, Milbank Tweed Hadley & McCloy LLP, 28 Liberty Street, New York, New York 10005, Attn: Dennis F. Dunne and Lauren C. Doyle; (i) holders of the existing preferred stock of the Debtors, P.O. Box 699 Tulsa, OK 74101, Stacy Schusterman; and (j) counsel to holders of the existing preferred stock of the Debtors, Jones Day LLP, 2727 North Harwood Street, Dallas, Texas 75201, Attn: R. Scott Cohen. In the event no objections to entry of a final order on the Motion are timely received, this Court may enter such final order without need for the final hearing.

3. The Debtors are authorized, but not directed, to continue and/or modify, change, and discontinue the Employee Compensation and Benefits and to implement new programs, policies, and benefits, in the ordinary course of business during these chapter 11 cases and without the need for further Court approval, subject to applicable law.

4. The Debtors are authorized, but not directed, in their sole discretion, to pay and honor prepetition amounts related to the Employee Compensation and Benefits programs in an aggregate interim amount not to exceed \$2,570,000; *provided* that pending entry of the final order, the Debtors are not authorized to honor obligations under the Severance Programs, Director Compensation, or Non-Insider Employee Incentive Programs; *provided further* that pending entry of the final order, the Debtors are not authorized to cash out unpaid vacation/leave time upon termination of an employee, unless applicable state law requires such payment; *provided further* that no individual Employee that is a holder of a priority claim under sections

507(a)(4) and 507(a)(5) of the Bankruptcy Code shall receive a payment in aggregate in excess of \$12,475 on account of such claim, and that the Debtors' authority to pay such prepetition amounts pursuant to this paragraph shall, where applicable, be subject to the following caps:

Relief Sought	Interim Amount
Compensation and Withholding Obligations	
Unpaid Wages	\$160,000
Independent Contractors and Temporary Staff Compensation	\$150,000
Withholding Obligations	\$42,000
Unpaid Payroll Taxes	\$42,000
Unpaid Payroll Fees	\$1,600
Expense Reimbursements	\$35,000
Non-Insider Employee Incentive Programs	
Quarterly Incentive Program	-
Referral Incentive Program	-
Employee Benefit Programs	
Health Insurance Programs	\$1,000,000
Life and AD&D Insurance	\$13,000
Disability Benefits	\$2,000
Workers' Compensation Program	-
Emergency Assistance Program	-
401(k) Plan	\$21,000
Counseling Programs	\$1,000
Education Assistance Program	\$40,000
Relocation Program	\$58,000
Safety Equipment Programs	\$100,000
Miscellaneous Employee Benefits	\$455,000
Accrued PTO	\$445,000
Paid Leave	\$2,000
Severance	
Severance Programs	-
Postpetition Non-Employee Director Compensation	
Director Compensation	-
Total	\$2,567,600

5. Nothing herein shall be deemed to authorize the payment of any amounts which violates or implicates section 503(c) of the Bankruptcy Code, except upon further order of this Court; *provided* that nothing in this interim order shall prejudice the Debtors' ability to seek approval of the Severance Programs, Director Compensation, or Non-Insider Employee Incentive Programs pursuant to relief requested by the Motion on a final basis.

6. Pursuant to Section 362(d) of the Bankruptcy Code: (a) Employees are authorized to proceed with their workers' compensation claims in the appropriate judicial or administrative

forum under the Workers' Compensation Program, and the Debtors are authorized to pay all prepetition amounts relating thereto in the ordinary course of business; and (b) the notice requirements pursuant to Bankruptcy Rule 4001(d) with respect to clause (a) are waived. This modification of the automatic stay pertains solely to claims under the Workers' Compensation Program.

7. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in the Motion or this interim order or any payment made pursuant to this interim order shall constitute, nor is it intended to constitute, an admission as to the validity or priority of any claim or lien against the Debtors, a waiver of the Debtors' rights to subsequently dispute such claim or lien, or the assumption or adoption of any agreement, contract, or lease under section 365 of the Bankruptcy Code.

8. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this interim order.

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

10. Notwithstanding the relief granted in this interim order, any payment to be made, or authorization obtained, hereunder shall be subject to the requirements imposed on the Debtors

under any approved debtor-in-possession financing facility, or budget in connection therewith, and any order regarding the use of cash collateral approved by the Court in these chapter 11 cases.

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

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

13. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this interim order are immediately effective and enforceable upon its entry.

14. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this interim order in accordance with the Motion.

15. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this interim order.

Dated: _____, 2015
Wilmington, Delaware

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

Proposed Final Order

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

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

**FINAL ORDER AUTHORIZING THE DEBTORS TO (I) PAY
PREPETITION WAGES, SALARIES, OTHER COMPENSATION,
AND REIMBURSABLE EXPENSES, (II) CONTINUE NON-INSIDER
INCENTIVE PLANS, AND (III) CONTINUE EMPLOYEE BENEFITS PROGRAMS**

Upon the Motion² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of a final order, authorizing the Debtors to (a) pay prepetition wages, salaries, other compensation, and reimbursable expenses, (b) continue ordinary course incentive programs for non-insiders, and (c) continue employee benefits programs in the ordinary course of business, including payment of certain prepetition obligations related thereto, all as more fully set forth in the Motion; and upon the *Declaration of Philip Cook in Support of First Day Motions*; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that

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

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

venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted on a final basis as set forth herein.
2. The Debtors are authorized, but not directed, to continue and/or modify, change, and discontinue the Employee Compensation and Benefits and to implement new programs, policies, and benefits, in the ordinary course of business during these chapter 11 cases and without the need for further Court approval, subject to applicable law.
3. The Debtors are authorized, but not directed, in their sole discretion, to pay and honor prepetition amounts related to the Employee Compensation and Benefits programs in an aggregate final amount not to exceed \$11,500,000; *provided* that the Debtors are authorized to continue the Severance Programs and Non-Insider Employee Incentive Programs only as to non-Insider Employees and are not authorized to honor any severance provisions in any Insider Employee's contract without further order of this Court; *provided further* that the Debtors' rights are reserved with respect to such Insider severance programs and employee incentive programs, as is the Debtors' right to seek authority from the Court to honor such obligations or implement a

severance program or employee incentive program by separate motion. Prior to making a payment on account of the PTO, the Debtors shall provide notice of such proposed payments to the office of the United States Trustee for the District of Delaware and the official committee of unsecured creditors (if any) appointed in these chapter 11 cases. Absent objection within seven (7) days of providing such notice, the Debtors may make such payment without further order of the Court.

4. Nothing herein shall be deemed to authorize the payment of any amounts which violates or implicates section 503(c) of the Bankruptcy Code, except upon further order of this Court.

5. No payments to any individual employee shall exceed the amounts section set forth in sections 507(a)(4) and 507(a)(5) of the Bankruptcy Code unless the Debtors provide notice of a proposed payment to the Office of the United States Trustee for the District of Delaware and the the official committee of unsecured creditors (if any) appointed in these chapter 11 cases. Absent objection within seven (7) days of providing such notice, the Debtors may make such payment without further order of this Court.

6. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in the Motion or this final order or any payment made pursuant to this final order shall constitute, nor is it intended to constitute, an admission as to the validity or priority of any claim or lien against the Debtors, a waiver of the Debtors' rights to subsequently dispute such claim or lien, or the assumption or adoption of any agreement, contract, or lease under section 365 of the Bankruptcy Code.

7. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized

to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this final order.

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

9. Notwithstanding the relief granted in this final order, any payment to be made, or authorization obtained, hereunder shall be subject to the requirements imposed on the Debtors under any approved debtor-in-possession financing facility, or budget in connection therewith, and any order regarding the use of cash collateral approved by the Court in these chapter 11 cases.

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

11. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this final order are immediately effective and enforceable upon its entry.

12. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this final order in accordance with the Motion.

13. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this final order.

Dated: _____, 2015
Wilmington, Delaware

UNITED STATES BANKRUPTCY JUDGE