



ENTERED
11/18/2015

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

IN RE:	§	
	§	
RAAM GLOBAL ENERGY COMPANY,	§	CASE NO. 15-35615
<i>et al.</i>	§	
	§	(Chapter 11)
	§	JOINTLY ADMINISTERED
DEBTORS.	§	

**FINAL ORDER (A) AUTHORIZING DEBTORS TO (I) PAY
PRE-PETITION WAGES AND SALARIES TO EMPLOYEES AND
INDEPENDENT CONTRACTORS AND (II) PAY PRE-PETITION BENEFITS
AND TO CONTINUE BENEFIT PROGRAMS IN THE ORDINARY COURSE
AND (B) DIRECTING BANKS TO HONOR PRE-PETITION CHECKS
FOR PAYMENT OF PRE-PETITION OBLIGATIONS**

On November 18, 2015, the Court considered on a final basis the *Emergency Motion (a) Authorizing Debtors to (i) Pay Pre-Petition Wages and Salaries to Employees and Independent Contractors and (ii) Pay Pre-Petition Benefits and Continue Benefit Programs in the Ordinary Course and (b) Directing Banks to Honor Pre-Petition Checks for Payment of Pre-Petition Obligations* [Docket No. 12] (the “Motion”)¹ filed by the above-referenced debtors and debtors in possession (the “Debtors”).² The Court finds that (a) it has jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. § 1334(b), (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), (c) the relief requested in the Motion is in the best interests of the Debtors and their estates, creditors, and equity security holders, (d) proper and adequate notice of the Motion and hearing thereon has been given and that no other or further notice is

¹ Capitalized terms not defined herein have the meaning set forth in the Motion.

² The Debtors are RAAM Global Energy Company [2973], Century Exploration New Orleans, LLC [4948], Century Exploration Houston, LLC [9624], and Century Exploration Resources, LLC [7252].

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IN THE ORDINARY COURSE AND (B) DIRECTING BANKS TO HONOR
PRE-PETITION CHECKS FOR PAYMENT OF PRE-PETITION OBLIGATIONS**

necessary, and (e) good and sufficient cause exists for the granting of the relief requested in the Motion. After giving due deliberation upon the Motion and all of the proceedings before the Court in connection with the Motion, it is

ORDERED that the relief granted herein shall be subject to any budgeted use of cash collateral approved by the Court. It is further

ORDERED that the Debtors are authorized, but not directed, to pay any outstanding pre-petition Obligations, including, but not limited to, all employee and independent contractor wages, salaries, PTO benefits, Employee Benefits, employment-related taxes, American Express expense reimbursements, and other expense reimbursements, and to maintain all Employee Benefits and continue to pay all Obligations post-petition in the ordinary course of business. It is further

ORDERED that all payments made by the Debtors in connection with the pre-petition Obligations are hereby approved and ratified. It is further

ORDERED that the Debtors are hereby authorized, but not directed, to continue all of the Benefit Plans, including, but not limited to, all medical insurance, dental insurance, life and accidental death and dismemberment insurance, flexible spending account programs, 401(k) investment plans, cafeteria plans, workers' compensation programs, PTO benefits, Severance Payments, and Miscellaneous Benefits; provided, however, the relief granted herein shall not constitute or be deemed an assumption or authorization to assume any of such policies or programs pursuant to Bankruptcy Code § 365. Notwithstanding the preceding sentence, (a) the Debtors shall not be authorized to subsidize the gym membership for employees at the Debtors' New Orleans office, and (b) the Debtors shall not be authorized to make Severance Payments to

any employee that previously received a 50% salary increase as described in footnote 4 of the Motion. It is further

ORDERED that the Debtors are authorized to modify, supplement, or revise the Benefit Plans, or provide their employees an opportunity to participate in a new benefit plan as a substitution for any of the pre-petition Benefit Plans, in their business judgment and in the ordinary course of business; provided, however, the Debtors shall provide the Office of the United States Trustee for the Southern District of Texas with advance notice of any anticipated modification, supplement, revision, or addition to the Benefit Plans. It is further

ORDERED that the Debtors are authorized to withhold and pay all taxes attributable to pre-petition wages as required by state and federal law, in the ordinary course of business. It is further

ORDERED that the Debtors are authorized to remit all necessary amounts deducted from employee paychecks on account of the 401(k) Plan. It is further

ORDERED that the Debtors are authorized to continue the 401(k) match described in the Motion. It is further

ORDERED that the Debtors may continue to pay the fees and costs of (a) the plan administrators and other service providers in connection with the Benefit Plans and (b) ADP related to its payroll processing in the ordinary course of business. It is further

ORDERED that the banks and financial institutions on which checks were drawn or electronic payment requests were made in payment of the pre-petition Obligations approved herein are authorized: (a) to receive, process, honor, and pay all checks presented for payment and related to such Obligations, provided that sufficient funds are available in the Debtors' bank

accounts to cover such payments; and (b) to rely on the representations of the Debtors as to which checks are permitted to be paid pursuant to this Order. The Debtors are authorized to reissue any check or electronic payment that was drawn in payment of any pre-petition amount that is not cleared by a depository. It is further

ORDERED that the Debtors are hereby authorized, but not directed, to issue post-petition checks, or to effect post-petition funds transfer requests in replacement of any checks or funds transfer requests with respect to any Obligations dishonored or denied as a consequence of the commencement of the Cases. It is further

ORDERED that the Debtors are authorized to pay any cost or penalty incurred by any employee in the event that a check issued by the Debtors for payment of an Obligation is inadvertently not honored because of the filing of the Cases. It is further

ORDERED that nothing in this Order or the Motion shall be construed as prejudicing any rights the Debtors may have to dispute or contest the amount of, or the basis for, any claims against the Debtors in connection with or relating to the claims addressed by this Order. It is further

ORDERED that Rule 6003(b) of the Federal Rules of Bankruptcy Procedure has been satisfied. It is further

ORDERED that, notwithstanding any applicability of Federal Rules of Bankruptcy Procedure 6004(a) and (h), the terms and conditions of this Order shall be immediately effective and enforceable upon entry of this Order. It is further

ORDERED that the Debtors are authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order. It is further

ORDERED that this Court shall retain jurisdiction to hear and consider all disputes arising out of the interpretation or implementation of this Order.

Dated: November 18, 2015


UNITED STATES BANKRUPTCY JUDGE