



ENTERED
11/18/2015

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

IN RE:

**RAAM GLOBAL ENERGY COMPANY,
*et al.***

DEBTORS.

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§
§
§

CASE NO. 15-35615

(Chapter 11)

JOINTLY ADMINISTERED

**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].

**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**

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

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

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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

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

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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

United States Bankruptcy Court
Southern District of TexasIn re:
RAAM Global Energy Company
Century Exploration New Orleans, LLC
DebtorsCase No. 15-35615-mi
Chapter 11**CERTIFICATE OF NOTICE**

District/off: 0541-4

User: mrios
Form ID: pdf002Page 1 of 2
Total Noticed: 13

Date Rcvd: Nov 18, 2015

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Nov 20, 2015.

db +Century Exploration Houston, LLC, 10210 Grogans Mill Road, Suite 300,
The Woodlands, TX 77380-1144

db +Century Exploration Resources, LLC, 10210 Grogans Mill Road, Suite 300,
The Woodlands, TX 77380-1144

db +RAAM Global Energy Company, 1537 Bull Lea Road, Suite 200, Lexington, KY 40511-1200

aty +Keith A. Simon, Latham & Watkins LLP, 885 Third Avenue, NYC, NY 10022-4874

cr +Acock Consulting, L.L.C., c/o Law Offices of Elizabeth G. Smith, 6655 First Park Ten, #240,
San Antonio, TX 78213-4304

cr +Island Operating Company, Inc., Island Operating Company, Inc., 770 S. Post Oak Lane,
Suite 400, Houston, TX 77056-6666, UNITED STATES OF AMERICA

cr +Lakeside Energy Partners Participation Ltd. & Flin, c/o Gray Reed & McGraw,
1300 Post Oak Blvd., Ste. 2000, Houston, TX 77056-8000

cr +State of Louisiana, Department of Natural Resource, 617 North Third Street,
Baton Rouge, LA 70802-5432

cr +Superior Natural Gas Corporation, c/o Wells & Cuellar, P.C., 440 Louisiana, Suite 718,
Attention: D. Brent Wells, Houston, TX 77002-1637

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

db +E-mail/Text: michael.willis@centuryx.com Nov 18 2015 21:35:24
Century Exploration New Orleans, LLC, Three Lakeway Center,
3838 North Causeway Blvd., Suite 2800, Metairie, LA 70002-8319

cr E-mail/Text: houston_bankruptcy@LGBS.com Nov 18 2015 21:37:33 Jasper County,
c/o John P. Dillman, PO BOX 3064, Houston, TX 77253-3064

cr E-mail/Text: houston_bankruptcy@LGBS.com Nov 18 2015 21:37:33 Montgomery County,
c/o John P. Dillman, Post Office Box 3064, Houston, TX 77253-3064

cr E-mail/Text: houston_bankruptcy@LGBS.com Nov 18 2015 21:37:33 Orange County,
c/o John P. Dillman, Post Office Box 3064, Houston, TX 77253-3064

TOTAL: 4

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****

cr ACE American Insurance Company

intp Ad Hoc Committee of Senior Secured Noteholders

cr Business Property Lending, Inc./Everbank

cr Highbridge Principal Strategies, LLC

cr Montco Oilfield Contractors

cr Montoc Offshore, Inc.

intp Power Land, LLC

cr Sheldon Independent School District

cr The Official Committee of Unsecured Creditors

cr Westchester Fire Insurance Company

cr Wilmington Trust, National Association

TOTALS: 11, * 0, ## 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.**I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.****Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.**

Date: Nov 20, 2015

Signature: /s/Joseph Speetjens**CM/ECF NOTICE OF ELECTRONIC FILING**

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on November 18, 2015 at the address(es) listed below:

Annemarie V. Reilly on behalf of Interested Party Ad Hoc Committee of Senior Secured
Noteholders annemarie.reilly@lw.com

Benjamin W Kadden on behalf of Interested Party Power Land, LLC bkadden@lawla.com,
jbrigggett@lawla.com;speck@lawla.com;mnguyen@lawla.com

Bradley Roland Foxman on behalf of Debtor RAAM Global Energy Company bfoxman@velaw.com,
sbarden@velaw.com

Bradley Roland Foxman on behalf of Debtor Century Exploration Houston, LLC bfoxman@velaw.com,
sbarden@velaw.com

District/off: 0541-4

User: mrios
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The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

Bradley Roland Foxman on behalf of Debtor Century Exploration Resources, LLC
bfoxman@velaw.com, sbarden@velaw.com

Bradley Roland Foxman on behalf of Debtor Century Exploration New Orleans, LLC
bfoxman@velaw.com, sbarden@velaw.com

Casey William Doherty, Jr on behalf of Creditor Lakeside Energy Partners Participation Ltd. & Flint Interest II, LLC cdoherty@grayreed.com, aarmstrong@grayreed.com

David A Wender on behalf of Creditor Wilmington Trust, National Association
david.wender@alston.com

Douglas Brent Wells on behalf of Creditor Superior Natural Gas Corporation
bwells@wellscuellar.com

Elizabeth Grace Smith on behalf of Creditor Acock Consulting, L.L.C. beth@egsmithlaw.com, maryann@egsmithlaw.com

Gina D Shearer on behalf of Creditor Westchester Fire Insurance Company gshearer@l-llp.com, tbarrera@l-llp.com

Gina D Shearer on behalf of Creditor ACE American Insurance Company gshearer@l-llp.com, tbarrera@l-llp.com

Harry Allen Perrin on behalf of Debtor Century Exploration Houston, LLC hperrin@velaw.com, cwhitman@velaw.com;rpeters@velaw.com

John P Dillman on behalf of Creditor Jasper County Houston_bankruptcy@publicans.com

John P Dillman on behalf of Creditor Orange County Houston_bankruptcy@publicans.com

John P Dillman on behalf of Creditor Montgomery County Houston_bankruptcy@publicans.com

Kyung Shik Lee on behalf of Creditor Island Operating Company, Inc. klee@diamondmccarthy.com, lsimon@diamondmccarthy.com;kfalgout@islandoperating.com

Nancy Lynne Holley on behalf of U.S. Trustee US Trustee nancy.holley@usdoj.gov

Owen Mark Sonik on behalf of Creditor Sheldon Independent School District osonik@pbfcm.com, tpope@pbfcm.com;osonik@ecf.inforuptcy.com;houbank@pbfcm.com

Reese Andrew O'Connor on behalf of Debtor Century Exploration New Orleans, LLC roconnor@velaw.com

Reese Andrew O'Connor on behalf of Debtor Century Exploration Houston, LLC roconnor@velaw.com

Reese Andrew O'Connor on behalf of Debtor RAAM Global Energy Company roconnor@velaw.com

Reese Andrew O'Connor on behalf of Debtor Century Exploration Resources, LLC roconnor@velaw.com

Ryan Michael Seidemann on behalf of Creditor State of Louisiana, Department of Natural Resources, Office of Mineral Resources seidemannr@ag.state.la.us

Scott Robert Cheatham on behalf of Creditor Business Property Lending, Inc./Everbank scott.cheatham@arlaw.com, laura.vanderpoel@arlaw.com;vicki.owens@arlaw.com

Stewart F Peck on behalf of Interested Party Power Land, LLC speck@lawla.com

US Trustee USTPRegion07.HU.ECF@USDOJ.GOV

Vincent P Slusher on behalf of Creditor Montoc Offshore, Inc. vince.slusher@dlapiper.com, sherry.faulkner@dlapiper.com;Daniel.simon@dlapiper.com

Vincent P Slusher on behalf of Creditor Committee The Official Committee of Unsecured Creditors vince.slusher@dlapiper.com, sherry.faulkner@dlapiper.com;Daniel.simon@dlapiper.com

Vincent P Slusher on behalf of Creditor Montco Oilfield Contractors vince.slusher@dlapiper.com, sherry.faulkner@dlapiper.com;Daniel.simon@dlapiper.com

Zack A Clement on behalf of Creditor Highbridge Principal Strategies, LLC zack.clement@icloud.com, steven.serajeddini@kirkland.com;jessica.peet@kirkland.com;carrie.oppenheim@kirkland.com;benjamin.steadman@kirkland.com;stephen.hessler@kirkland.com;mcclain.thompson@kirkland.com

TOTAL: 31