

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

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

**INTERIM ORDER (A) AUTHORIZING DEBTORS TO PAY
ADEQUATE ASSURANCE PAYMENTS TO UTILITIES AND (B) PROHIBITING
UTILITIES FROM ALTERING, REFUSING, OR DISCONTINUING SERVICES**

On October ____, 2015, the Court considered the *Emergency Motion for Interim and Final Orders Providing Adequate Assurance of Utility Payments* [Docket No. ____] (the “Motion”)¹ filed by the above-captioned 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 respective 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 necessary, (e) the relief granted herein is necessary to avoid immediate and irreparable harm to the Debtors’ estates, and (f) good and sufficient cause exists for the granting of the relief requested in the Motion after having given due deliberation upon the Motion and all of the proceedings had before the Court in connection with the Motion. Therefore, it is

¹ Capitalized terms used but not defined herein shall have the meaning given to them 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].

ORDERED that the Motion is **GRANTED** to the extent provide herein. It is further

ORDERED that any objections to the Motion are **OVERRULED**. It is further

ORDERED that the Debtors are authorized and directed, subject to any order authorizing the use of the Debtors' cash collateral and any approved budget contained therein, to pay eligible Adequate Assurance Deposits (if timely requested). It is further

ORDERED that no Utility may alter, refuse, terminate, or discontinue utility service to, or discriminate against, the Debtors on the basis of the commencement of the Cases or on account of outstanding pre-petition invoices. It is further

ORDERED that, unless a Utility complies with the Adequate Assurance Procedures or the Opt-Out Procedures, the Proposed Adequate Assurance constitutes sufficient adequate assurance of future payment to the Utilities to satisfy the requirements of Bankruptcy Code § 366. It is further

ORDERED that the Debtors shall serve a copy of this Order on each Utility listed on the Utility Service List, attached as **Exhibit A** to the Motion, within two business days of the date this Order is entered. It is further

ORDERED that if a Utility is not satisfied with the Proposed Adequate Assurance and seeks additional assurances of payment in the form of deposits, pre-payments, or otherwise, such Utility must serve an Additional Assurance Request upon the Debtors and their counsel. It is further

ORDERED that any Additional Assurance Request must: (a) be in writing; (b) set forth the location(s) for which utility services are provided and the relevant account number(s); (c) describe any deposits, pre-payments, or other security currently held by the requesting Utility; (d) explain why the requesting Utility believes the Proposed Adequate Assurance is insufficient

adequate assurance of future payment; and (e) identify, and explain the basis of, the Utility's proposed adequate assurance requirement under Bankruptcy Code § 366(c)(2). It is further

ORDERED that, upon the Debtors' timely receipt of an Additional Assurance Request, the Debtors shall have the greater of either (a) 14 days from the receipt of such Additional Assurance Request or (b) 30 days from the Petition Date (collectively, the "Resolution Period") to negotiate with the requesting Utility to resolve its Additional Assurance Request. It is further

ORDERED that the Resolution Period may be extended by written agreement between the parties. It is further

ORDERED that the Debtors may resolve any Additional Assurance Request by mutual agreement with the requesting Utility and without further Order of the Court and may, in connection with any such resolution, provide the requesting Utility with additional adequate assurance of future payment in a form satisfactory to the Utility, including, without limitation, cash deposits, pre-payments, or other forms of security, if the Debtors believe such additional assurance is reasonable. It is further

ORDERED that if the Debtors determine that an Additional Assurance Request is not reasonable, and are unable to resolve such request during the Resolution Period, the Debtors shall request, during or immediately after the Resolution Period, a hearing before this Court to determine the adequacy of assurances of payment made to the requesting Utility (the "Determination Hearing"), pursuant to Bankruptcy Code § 366(c)(3)(A). It is further

ORDERED that pending the resolution of the Additional Assurance Request at a Determination Hearing, the requesting Utility shall be restrained from discontinuing, altering, or refusing service to the Debtors on account of unpaid charges for pre-petition services or on account of any objections to the Proposed Adequate Assurance. It is further

ORDERED that other than through the Opt-Out Procedures, any Utility that does not comply with the Adequate Assurance Procedures is deemed to find the Proposed Adequate Assurance satisfactory to it and is forbidden from discontinuing, altering, or refusing service on account of any unpaid pre-petition charges, or requiring additional assurance of payment (other than the Proposed Adequate Assurance). It is further

ORDERED that the Interim Order shall be deemed the Final Order vis-à-vis all Utilities that do not timely file and serve a Procedures Objection. It is further

ORDERED that a Utility that wishes to opt-out of the Adequate Assurance Procedures shall file a Procedures Objection with the Court and serve the Procedures Objection so that it is actually received within 15 days after entry of this Interim Order by the Debtors at the address listed in the Motion for the Debtors' bankruptcy counsel. It is further

ORDERED that any Procedures Objection must: (a) be made in writing; (b) set forth the location(s) for which utility services are provided and the relevant account number(s); (c) describe any deposits, pre-payments, or other security currently held by the objecting Utility; (d) explain why the objecting Utility believes the Proposed Adequate Assurance is insufficient adequate assurance of future payment; and (e) identify, and explain the basis of, the Utility's proposed adequate assurance requirement under Bankruptcy Code § 366(c)(2). It is further

ORDERED that the Debtors may resolve any Procedures Objection by mutual agreement with the objecting Utility without further Order of the Court, and may, in connection with any such resolution and in their discretion, provide a Utility with additional adequate assurance of future payment, including, without limitation, cash deposits, pre-payments, or other forms of security, if the Debtors believe such adequate assurance is reasonable. It is further

ORDERED that if the Debtors determine that a Procedures Objection is not reasonable and are unable to reach a prompt alternative resolution with the objecting Utility, the Procedures Objection will be heard at the Final Hearing. It is further

ORDERED that all Utilities that do not timely file a Procedures Objection are deemed to consent to the Adequate Assurance Procedures and shall be bound by the Adequate Assurance Procedures. It is further

ORDERED that the sole recourse of all Utilities that do not timely file a Procedures Objection shall be to submit an Additional Assurance Request pursuant to the Adequate Assurance Procedures, and such Utilities shall be prohibited from discontinuing, altering, or refusing service to the Debtors, including on account of unpaid charges for pre-petition services, pending any Determination Hearing that may be conducted pursuant to the Adequate Assurance Procedures. It is further

ORDERED that, to resolve any Procedures Objections within 30 days of the Petition Date, a Final Hearing on any unresolved Procedures Objections will be scheduled by this Court on _____, 2015 at ____:____.m. (Central Time). It is further

ORDERED that if the Debtors discover certain Utilities that have not been included on the Utility Service List, the Debtors shall amend the Utility Service List and serve copies of this Interim Order (and the Final Order, when and if entered) on such newly identified Utilities. It is further

ORDERED that, to the extent not already returned or applied, any Adequate Assurance Deposit requested by and provided to any Utility shall be returned to the Debtors at the conclusion of the Cases. It is further

ORDERED that the Debtors may add additional Utilities post-petition, provided that the Debtors obtain the consent of Highbridge Principal Strategies, LLC to add Utilities with average monthly expenses expected to be greater than \$20,000. 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 Rule of Bankruptcy Procedure 6004(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.

SIGNED THIS ____ day of _____, 2015.

UNITED STATES BANKRUPTCY JUDGE