

Exhibit C

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

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

**NOTICE OF INTERIM ORDER ESTABLISHING NOTIFICATION PROCEDURES
AND APPROVING RESTRICTIONS ON CERTAIN TRANSFERS
OF INTERESTS IN DEBTORS' ESTATES**

**TO ALL PERSONS OR ENTITIES WITH EQUITY INTERESTS IN ANY OF THE
DEBTOR ENTITIES:**

PLEASE TAKE NOTICE that on October 26, 2015 (the "Petition Date") RAAM Global Energy Company and certain of its affiliates (the "Debtors")¹ commenced a case under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). Bankruptcy Code § 362(a) operates as a stay of any act to obtain possession of property of the Debtors' estates or of property from the Debtors' estates or to exercise control over property of the Debtors' estates.

PLEASE TAKE FURTHER NOTICE that on the Petition Date, the Debtors filed a motion seeking entry of an interim order (the "Interim Order"), and subsequently a final order (the "Final Order"), pursuant to Bankruptcy Code §§ 105(a), 362, and 541 establishing notification procedures and approving restrictions on certain transfers of interests in the Debtors and their estates (the "Motion").²

PLEASE TAKE FURTHER NOTICE that on _____, 2015 the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the "Bankruptcy Court") having jurisdiction over the chapter 11 cases entered the Interim Order (a) finding that the Debtors' net operating loss ("NOL") carryforwards and certain other tax attributes (collectively, the "Tax Attributes") are property of the Debtors' estates and are protected by Bankruptcy Code § 362(a); (b) finding that unrestricted trading of the Stock (as defined below) could severely limit the Debtors' ability to utilize their Tax Attributes for U.S. federal income tax purposes, and (c) approving the Stock trading procedures and restrictions (the "Notification Procedures") set forth below to preserve the Tax Attributes pursuant to Bankruptcy Code §§ 105, 362(a) and 541.

¹ 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].

² Capitalized terms not defined herein have the meaning set forth in the Motion.

Any sale or other transfer in violation of the Notification Procedures set forth below shall be null and void *ab initio* as an act in violation of the automatic stay under Bankruptcy Code §§ 362 and 105(a).

PLEASE TAKE FURTHER NOTICE that the following Notification Procedures have been approved by the Bankruptcy Court:

- (a) Restrictions and Procedures for Trading in Stock. Any person or entity who after the entry of the Interim Order,
- (i) is not a Substantial Equity Holder³ and wishes to purchase or otherwise acquire Tax Ownership of an amount of Stock that would cause the person or Entity to become a Substantial Equity Holder;
 - (ii) is a Substantial Equity Holder and wishes to purchase or otherwise acquire Tax Ownership of any additional Stock; or
 - (iii) is a Substantial Equity Holder and wishes to sell or otherwise dispose of Tax Ownership of any Stock,

must, at least fifteen (15) calendar days prior to the consummation of any such transaction (the “Waiting Period”), file with this Court and serve on the Debtors, their counsel, and counsel for the unsecured creditors committee (the “Committee”), if one has been appointed in the Cases, a notice in the form attached hereto as Exhibit A-1 and Exhibit A-2, as applicable (the “Proposed Stock Transaction Notice”).⁴ The Debtors shall follow the procedures set forth in Paragraph (b) below with respect to any Proposed Stock Transaction Notice received.

(b) Procedures Upon Receipt of a Proposed Stock Transaction Notice. If written approval of the proposed transaction is filed with the Court by the Debtors after receipt of a Proposed Stock Transaction Notice, then the proposed transaction may proceed. If written approval of the proposed transaction is not filed by the Debtors with the Court within fifteen (15) calendar days after receipt of a Proposed Stock Transaction Notice, then the transaction may not be consummated unless approved by a final and non-appealable order of the Court; *provided, however*, the Debtors may subsequently approve the proposed transaction in writing, in which case no such Court order is necessary. Further transactions within the scope of this Paragraph (b) must be the subject of additional notices as set forth herein with additional Waiting Periods.

(c) Sanctions for Noncompliance. Acquisitions and dispositions of Tax Ownership of Stock in violation of the Notification Procedures shall be void *ab initio*, and the

³ “Substantial Equity Holder” means any person or entity who is or becomes a Tax Owner of at least 2,764 shares, which represents approximately 4.50% of the issued and outstanding Stock as of the Petition Date.

⁴ Exhibit A-1 is the proposed Notice of Intent to Purchase, Acquire, or Otherwise Obtain Tax Ownership of Stock. Exhibit A-2 is the proposed Notice of Intent to Sell, Exchange, or Otherwise Dispose of Tax Ownership of Stock.

sanction for violating the Notification Procedures shall be reversal of the noncompliant transaction or such other (or additional) measures as the Court may consider appropriate.

(d) Discretionary Waiver by Debtors. The Debtors may waive, in writing, any and all restrictions, sanctions, and Notification Procedures; *provided, however*, any such waiver shall be filed with the Court.

(e) Notice of the Interim Order. Within five (5) business days after the entry of the Interim Order, attached to the Motion as **Exhibit B**, the Debtors shall (i) submit this *Notice of Order Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Interests in Debtors' Estates* for publication on the Bloomberg newswire service and the Depository Trust Company Legal Notice System (also known as LENS); post such notice together with a copy of the Interim Trading Order on the website maintained by Debtors' claims and notice agent (www.bmcgroup.com/RAAMGlobal); (ii) serve such notice and a copy of the Interim Order on (A) the Office of the United States Trustee, (B) the United States Securities and Exchange Commission, (C) the Office of the United States Attorney General for the Southern District of Texas, (D) the Internal Revenue Service, (E) the Master Service List for the Cases, and (F) any identified Substantial Equity Holders.

(f) Definitions. For purposes of the Interim Order, the following terms have the following meanings:

(1) Option means any contingent purchase, warrant, convertible debt, put, Stock subject to a risk of forfeiture, contract to acquire Stock or similar interest regardless of whether it is contingent or otherwise not currently exercisable.

(2) Stock means mean RAAM common stock. For the avoidance of doubt, by operation of the definition of "Tax Ownership," an owner of an Option to acquire Stock may be treated as the owner of such Stock.

FAILURE TO FOLLOW THE PROCEDURES SET FORTH IN THIS NOTICE WILL CONSTITUTE A VIOLATION OF THE AUTOMATIC STAY PRESCRIBED BY BANKRUPTCY CODE § 362.

ANY PROHIBITED SALE, TRADE, OR OTHER TRANSFER OF THE STOCK IN VIOLATION OF THE INTERIM ORDER WILL BE NULL AND VOID *AB INITIO* AND MAY LEAD TO CONTEMPT, COMPENSATORY DAMAGES, PUNITIVE DAMAGES, OR SANCTIONS BEING IMPOSED BY THE BANKRUPTCY COURT.

PLEASE TAKE FURTHER NOTICE that the requirements set forth in this Notice are in addition to the requirements of Bankruptcy 3001(e) and applicable securities, corporate, and other laws and do not excuse compliance therewith.

PLEASE TAKE FURTHER NOTICE that any objections to the Motion must be filed by _____, 2015 and served upon counsel to the Debtors and the master service list in the above-captioned cases.

PLEASE TAKE FURTHER NOTICE that if no Objections are timely filed and served as set forth herein, the Debtors shall submit to the Court the Final Order granting the relief requested in the Motion, which order may be entered with no further notice or opportunity to be heard afforded to any party, and the Motion shall be approved to the date of filing the Motion. If an Objection is timely filed, a hearing will be on _____, 2015, or at such date and time established by the Court.

Dated: [_____], 2015

Respectfully submitted,

VINSON & ELKINS LLP

By: /s/
Harry A. Perrin, SBT # 1579800
John E. West, SBT # 21202500
Reese A. O'Connor, SBT # 24092910
First City Tower
1001 Fannin Street, Suite 2500
Houston, TX 77002-6760
Tel: 713.758.2222
Fax: 713.758.2346
hperrin@velaw.com; jwest@velaw.com
roconnor@velaw.com

and

William L. Wallander, SBT # 20780750
Bradley R. Foxman, SBT # 24065243
Trammell Crow Center
2001 Ross Avenue, Suite 3700
Dallas, Texas 75201
Tel: 214.220.7700
Fax: 214.999.7787
bwallander@velaw.com; bfoxman@velaw.com

**PROPOSED ATTORNEYS FOR THE
DEBTORS**