



ENTERED
12/02/2015

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

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

AGREED ORDER AUTHORIZING (A) THE DEBTORS TO DELIVER CHECKS TO THEIR INTENDED RECIPIENTS, (B) THE DEBTORS AND ACE TO ENTER INTO CONTRACTS WITH VENDORS TO PERFORM PLUGGING AND ABANDONMENT WORK IN THE ORDINARY COURSE, AND (C) THE UTILIZATION OF FUNDS IN THE ESCROW ACCOUNT TO PAY FOR SUCH WORK IN THE ORDINARY COURSE

On December 2, 2015, the Court considered the *Expedited Motion for Order Authorizing (a) the Debtors to Deliver Checks to Their Intended Recipients, (b) the Debtors and ACE to Enter into Contracts with Vendors to Perform Plugging and Abandonment Work in the Ordinary Course, and (c) the Utilization of Funds in the Escrow Account to pay for Such Work in the Ordinary Course* [Docket No. 148] (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 necessary, (e) expedited relief is appropriate, (f) good and sufficient cause exists for the granting

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].

AGREED ORDER AUTHORIZING (A) THE DEBTORS TO DELIVER CHECKS TO THEIR INTENDED RECIPIENTS, (B) THE DEBTORS AND ACE TO ENTER INTO CONTRACTS WITH VENDORS TO PERFORM PLUGGING AND ABANDONMENT WORK IN THE ORDINARY COURSE, AND (C) THE UTILIZATION OF FUNDS IN THE ESCROW ACCOUNT TO PAY FOR SUCH WORK IN THE ORDINARY COURSE

of the relief requested in the Motion, and (g) ACE has consented to 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 Debtors are authorized to deliver the Checks to the applicable vendors. It is further

ORDERED that, with the consent of ACE and in accordance with pre-petition practices, funds in the Escrow Account may be utilized to pay any additional outstanding invoices for plugging and abandonment work performed prior to the Petition Date. It is further

ORDERED that the Debtors and ACE each are authorized pursuant to Bankruptcy Code §§ 105(a) and 363, with each other's consent, to enter into post-petition contracts with vendors to perform plugging and abandonment work in the ordinary course. It is further

ORDERED that ACE is authorized and directed to cause the funds in the Escrow Account to be utilized, consistent with the parties' pre-petition practices and agreements, for any post-petition plugging and abandonment work resulting from any approved contract entered into by the Debtors or ACE. It is further

ORDERED that the Debtors shall provide five days' courtesy notice to Highbridge Principal Strategies, LLC prior to (a) the Debtors or ACE entering into any post-petition contract for plugging and abandonment work or (b) the payment of pre-petition plugging and abandonment invoices with funds from the Escrow Account, but that Highbridge Principal Strategies, LLC's approval is not required in order for the Debtors or ACE to take any action authorized in this Order. It is further

AGREED ORDER AUTHORIZING (A) THE DEBTORS TO DELIVER CHECKS TO THEIR INTENDED RECIPIENTS, (B) THE DEBTORS AND ACE TO ENTER INTO CONTRACTS WITH VENDORS TO PERFORM PLUGGING AND ABANDONMENT WORK IN THE ORDINARY COURSE, AND (C) THE UTILIZATION OF FUNDS IN THE ESCROW ACCOUNT TO PAY FOR SUCH WORK IN THE ORDINARY COURSE

US 3910832v.5

ORDERED that ACE is not entitled to an administrative claim under Bankruptcy Code § 503(b)(1)(A), whether by subrogation, contribution, or otherwise, as a result of any payments made from the Escrow Account or the delivery of the Checks to the vendors as authorized hereunder. ACE has reserved the right to assert entitlement to administrative expense priority for any payments made with ACE's own funds in furtherance of plugging and abandonment work; provided, however, the funds in the Escrow Account must be exhausted prior to ACE using its own funds to pay for such plugging and abandonment work. It is further

ORDERED that nothing in this Order authorizes the Debtors to contribute additional funds into the Escrow Account. It is further

ORDERED that nothing contained in this Order or any actions taken by the Debtors pursuant to relief granted in this Order is intended or should be construed as: (a) an admission as to the validity of any particular claim against the Debtors; (b) a waiver of the Debtors' rights to dispute any particular claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication or admission that any particular claim is of a type specified or defined in the Motion or this Order; (e) a request or authorization to assume any agreement, contract, or lease pursuant to Bankruptcy Code § 365; (f) a release, waiver, or limitation of the Debtors' rights under the Bankruptcy Code or any other applicable law; or (g) a concession by the Debtors that any liens or interests (contractual, common law, statutory, or otherwise) are valid, and the Debtors expressly reserved their rights to contest the extent, validity, or perfection or seek avoidance of all such liens or interests. It is further

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

AGREED ORDER AUTHORIZING (A) THE DEBTORS TO DELIVER CHECKS TO THEIR INTENDED RECIPIENTS, (B) THE DEBTORS AND ACE TO ENTER INTO CONTRACTS WITH VENDORS TO PERFORM PLUGGING AND ABANDONMENT WORK IN THE ORDINARY COURSE, AND (C) THE UTILIZATION OF FUNDS IN THE ESCROW ACCOUNT TO PAY FOR SUCH WORK IN THE ORDINARY COURSE

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. It is further

ORDERED that the relief granted herein controls over the *Order Granting Emergency Motion to Authorize Debtors to Continue Insurance Policies* [Docket No. 48].

Dated: December 2, 2015


UNITED STATES BANKRUPTCY JUDGE

AGREED ORDER AUTHORIZING (A) THE DEBTORS TO DELIVER CHECKS TO THEIR INTENDED RECIPIENTS, (B) THE DEBTORS AND ACE TO ENTER INTO CONTRACTS WITH VENDORS TO PERFORM PLUGGING AND ABANDONMENT WORK IN THE ORDINARY COURSE, AND (C) THE UTILIZATION OF FUNDS IN THE ESCROW ACCOUNT TO PAY FOR SUCH WORK IN THE ORDINARY COURSE

US 3910832v.5

Agreed to and accepted by:

LANGLEY LLP

/s/ Gina D. Shearer

Gina D. Shearer, SBT # 24068622
901 Main Street, Suite 600
Dallas, TX 75202
Tel: 214.722.7169
Fax: 214.722.7161
gshearer@l-llp.com

**COUNSEL FOR ACE AMERICAN
INSURANCE COMPANY**

VINSON & ELKINS LLP

/s/ Reese A. O'Connor

Harry A. Perrin, SBT # 1579800
John E. West, SBT # 21202500
Reese A. O'Connor, SBT # 24092910
First City Tower
1001 Fanning 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, TX 75201
Tel: 214.220.7700
Fax: 214.999.7787
bwallander@velaw.com; bfoxman@velaw.com

**PROPOSED ATTORNEYS FOR THE
DEBTORS**

**AGREED ORDER AUTHORIZING (A) THE DEBTORS TO DELIVER CHECKS TO THEIR
INTENDED RECIPIENTS, (B) THE DEBTORS AND ACE TO ENTER INTO CONTRACTS
WITH VENDORS TO PERFORM PLUGGING AND ABANDONMENT WORK IN THE
ORDINARY COURSE, AND (C) THE UTILIZATION OF FUNDS IN THE ESCROW
ACCOUNT TO PAY FOR SUCH WORK IN THE ORDINARY COURSE**

US 3910832v.5

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: 16

Date Rcvd: Dec 02, 2015

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Dec 04, 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

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 +BGI Gulf Coast, LLC, c/o Okin & Adams LLP, 1113 Vine St., Ste. 201,
Houston, TX 77002-1045

cr +Champion Exploration, LLC, c/o Okin & Adams LLP, 1113 Vine St., Ste. 201,
Houston, TX 77002-1045

intp Department of the Interior, c/o Department of Justice, P. O. Box 875,
Ben Franklin Station, Washington, DC 20044-0875

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 +Oracle America, Inc., Buchalter Nemer, c/o Shawn M. Christiansoon,
55 Second St., 17th Floor, San Francisco, Ca 94105-3493

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 Dec 02 2015 20:36:33
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 Dec 02 2015 20:37:19 Jasper County,
c/o John P. Dillman, PO BOX 3064, Houston, TX 77253-3064

cr E-mail/Text: houston_bankruptcy@LGBS.com Dec 02 2015 20:37:18 Montgomery County,
c/o John P. Dillman, Post Office Box 3064, Houston, TX 77253-3064

cr E-mail/Text: houston_bankruptcy@LGBS.com Dec 02 2015 20:37:19 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 Crown Pine Timber 1, LP by and through its authori

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: 12, * 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: Dec 04, 2015

Signature: /s/Joseph Speetjens

District/off: 0541-4

User: mrios
Form ID: pdf002Page 2 of 2
Total Noticed: 16

Date Rcvd: Dec 02, 2015

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on December 2, 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, jbridgett@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 New Orleans, LLC bfoxman@velaw.com, sbarden@velaw.com
 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 Houston, 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@wellsuellar.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
 Joseph G Epstein on behalf of Creditor Crown Pine Timber 1, LP by and through its authorized agent, The Campbell Group, LLC jepstein@winstead.com, pschneller@winstead.com;deierdam@winstead.com
 Karl J Zimmermann on behalf of Creditor Montco Oilfield Contractors karlz@bhbmlaw.com, troper@bhbmlaw.com;cunningham@bhbmlaw.com
 Keith A Simon on behalf of Interested Party Ad Hoc Committee of Senior Secured Noteholders keith.simon@lw.com
 Kyung Shik Lee on behalf of Creditor Island Operating Company, Inc. klee@diamondmccarthy.com, lsimon@diamondmccarthy.com
 Matthew Scott Okin on behalf of Creditor BGI Gulf Coast, LLC mokin@okinadams.com
 Matthew Scott Okin on behalf of Creditor Champion Exploration, LLC mokin@okinadams.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
 Shawn M Christianson on behalf of Creditor Oracle America, Inc. schristianson@buchalter.com, cmcintire@buchalter.com
 Stewart F Peck on behalf of Interested Party Power Land, LLC speck@lawla.com
 Theodore Benson Randles on behalf of Interested Party Department of the Interior theodore.b.randles@usdoj.gov
 US Trustee USTPRegion07.HU.ECF@USDOJ.GOV
 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 Montoc Offshore, Inc. 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;timothy.mohan@kirkland.com;carrie.openheim@kirkland.com;benjamin.steadman@kirkland.com;stephen.hessler@kirkland.com;mcclain.thompson@kirkland.com

TOTAL: 38