

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

	X	
In re:	:	Chapter 11
	:	
RAAM GLOBAL ENERGY	:	Case No. 15-35615
COMPANY <u>et al.</u> ,	:	
	:	Jointly Administered
Debtors. <sup>1</sup>	:	
	:	
	X	

**VERIFIED STATEMENT OF THE AD HOC GROUP OF  
SENIOR SECURED NOTEHOLDERS PURSUANT TO  
FEDERAL RULE OF BANKRUPTCY PROCEDURE 2019**

In connection with the above-captioned chapter 11 cases (the “Chapter 11 Cases”) commenced by RAAM Global Energy Company and its affiliated debtors (the “Debtors”) on October 26, 2015, certain holders (collectively, the “Ad Hoc Group of Senior Secured Noteholders” or the “Ad Hoc Group”) of those certain 12.5% senior secured notes due 2015 (collectively, the “Notes”), issued pursuant to that certain Indenture, dated as of September 24, 2010 (as amended, supplemented, or modified from time to time), among RAAM Global Energy Company, as issuer, the other Debtors, as guarantors, and The Bank of New York Mellon Trust Company, National Association, as indenture trustee, hereby submit this verified statement (the “Statement”) pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (“Bankruptcy Rule 2019”) and respectfully state as follows:

1. In April 2015, certain holders of Notes formed the Ad Hoc Group for the primary purpose of engaging the Debtors in restructuring discussions. The Ad Hoc Group is representative only of its current members, which as of the date of this Statement are the entities

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number are RAAM Global Energy Company [2973], Century Exploration New Orleans, LLC [4948], Century Exploration Houston, LLC [9624], and Century Exploration Resources, LLC [7252].

identified on Exhibit A (each, with any funds, accounts, and investment vehicles managed or advised by such entity from time to time, a “Group Member”), and does purport to act, represent, or speak on behalf of any other holder of Notes or any other party in interest in connection with the Chapter 11 Cases.

2. The Ad Hoc Group is represented by Latham & Watkins LLP (“Latham”). Latham commenced its representation of the Ad Hoc Group on April 3, 2015. Latham does not represent any other entity in the Chapter 11 Cases. Latham does not represent the Ad Hoc Group as a committee (as such term is employed in the Bankruptcy Code and the Bankruptcy Rules) and does not undertake to represent the interests of, and is not a fiduciary for, any creditor, party in interest, or other entity that has not signed a retention agreement with Latham.

3. Each Group Member holds claims against, or manages or advises accounts, funds, or investment vehicles holding claims against the Debtors. In accordance with Bankruptcy Rule 2019, the name and address of, and the nature and amount of all “disclosable economic interests” (as certified to Latham by each Group Member) held by, each Group Member are set forth on Exhibit A. The membership of the Ad Hoc Group and the information disclosed on Exhibit A is subject to change. Latham reserves the right to amend or supplement this Statement as necessary for that, or any other reason, in accordance with Bankruptcy Rule 2019.

4. The provision of the information contained in this Statement (including Exhibit A) is not intended and should not be construed to limit the assertion of any claims against or interests in the Debtors held by any of the Group Members, their affiliates, or any other entity, as an admission with respect any fact or legal theory, or as a proof of claim of any of the Group Members against the Debtors. Further, nothing in this Statement (including Exhibit A) should be

construed as a limitation upon, or a waiver of, any Group Member's rights under the Bankruptcy Code or applicable law.

Dated: December 9, 2015

Respectfully submitted,

By: /s/ Annemarie V. Reilly  
Keith A. Simon (admitted *pro hac vice*)  
Annemarie V. Reilly (admitted *pro hac vice*)  
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*Counsel to the Ad Hoc Group of Senior  
Secured Noteholders*

**Exhibit A****Names, Addresses, and Disclosable Economic Interests  
in the Debtors of Group Members**

<b>NAME</b>	<b>ADDRESS</b>	<b>NATURE AND AMOUNT OF DISCLOSABLE ECONOMIC INTEREST<sup>2</sup></b>
Farallon Capital Management, L.L.C.	One Maritime Plaza Suite 2100 San Francisco, CA 94111	\$89,778,000 of Notes
Stonehill Master Fund LTD	885 Third Avenue 30 <sup>th</sup> Floor New York, NY 10022	\$34,271,000 of Notes
Stonehill Institutional Partners, L.P.	885 Third Avenue 30 <sup>th</sup> Floor New York, NY 10022	\$29,429,000 of Notes
Cede & Co.	125 High Street Suite 1802 Boston, MA 02110	\$23,000,000 of Notes
Thornburg Investment Income Builder	2300 North Ridgetop Road Santa Fe, NM 87506	\$15,000,000 of Notes
Arena Finance Holdings Co., LLC	405 Lexington Ave. 59 <sup>th</sup> Floor New York, NY 10174	\$6,140,000 of Notes
Mercer QIF Fund plc – Mercer Investment Fund 1	c/o Millstreet Capital Management LLC 399 Boylston Street Suite 501 Boston, MA 02116	\$5,000,000 of Notes
Ronin Trading Europe LLP	c/o Millstreet Capital Management LLC 399 Boylston Street Suite 501 Boston, MA 02116	\$2,087,500 of Notes

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<sup>2</sup> Notes reflected as principal amount as of December 9, 2015.

PCH Manager Fund, SPC. on behalf of and for the account of Segregated Portfolio 202	c/o Millstreet Capital Management LLC 399 Boylston Street Suite 501 Boston, MA 02116	\$2,071,000 of Notes
Thornburg Strategic Income Fund	2300 North Ridgetop Road Santa Fe, NM 87506	\$2,000,000 of Notes
Arena Origination Co., LLC	405 Lexington Ave. 59 <sup>th</sup> Floor New York, NY 10174	\$1,430,000 of Notes
Millstreet Credit Fund LP	c/o Millstreet Capital Partners LLC 399 Boylston Street Suite 501 Boston, MA 02116	\$1,087,500 of Notes
Delaware Public Employees' Retirement System	2300 North Ridgetop Road Santa Fe, NM 87506	\$800,000 of Notes
Arena Special Opportunities Fund, LP	405 Lexington Ave. 59 <sup>th</sup> Floor New York, NY 10174	\$649,000 of Notes
Arlington County Employees' Retirement System	2300 North Ridgetop Road Santa Fe, NM 87506	\$285,000 of Notes
	<b>Total:</b>	<b>\$213,028,000 of Notes</b>