



ENTERED
12/07/2015

**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

**ORDER GRANTING MOTION TO ESTABLISH PROCEDURES
FOR MONTHLY AND INTERIM COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR CASE PROFESSIONALS**

On December 7, 2015, the Court considered the Debtors' *Motion to Establish Procedures for Monthly and Interim Compensation and Reimbursement of Expenses for Case Professionals* [Docket No. 11] (the "Motion")¹ filed by the above-referenced debtors and debtors in possession (collectively, 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) venue is proper in this Court pursuant to 28 U.S.C. § § 1408 and 1409, (d) the relief requested in the Motion is in the best interests of the Debtors and their respective estates, creditors, and equity security holders, (e) proper and adequate notice of the Motion and hearing thereon has been given and that no other or further notice is necessary, 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, except as may otherwise be provided in Court orders authorizing the retention of specific professionals, the Professionals may seek monthly and interim compensation in accordance with the following procedures:

- a. Each Professional (which shall be deemed to include, without limitation, any and all professionals retained by the Debtors and the Committee pursuant to Bankruptcy Code §§ 327, 328, and 1103, as applicable) may serve invoices by electronic mail showing services rendered and expenses incurred during a prior month ("Monthly Fee Statement") upon (i) the Debtors, (ii) the Debtors' counsel, (iii) counsel to the Committee, (iv) counsel for Highbridge Principal Strategies, LLC; and (v) the Office of the United States Trustee. The invoices may be reasonably redacted to preserve attorney-client privileges and protect confidential information. Each party receiving an invoice will have fourteen (14) days after the date of receipt of such invoice(s) (the "Objection Period") to raise written objections, if any. At the expiration of the Objection Period, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the out-of-pocket expenses requested in each Monthly Fee Statement, except such fees or expenses to which an objection has been served by one of the parties.
- b. In the event that one of the parties has an objection to a Monthly Fee Statement, such party shall, within the Objection Period, serve upon the parties a written notice of objection ("Objection Notice"), setting forth the precise nature of the objection and the amount at issue. Thereafter, the objecting party and the Professional to whose Monthly Fee Statement an objection has been served shall attempt to reach an agreement regarding the correct payment to be made. If the parties are unable to reach an agreement on the objection within ten (10) days after receipt of such objection, the Professional whose Monthly Fee Statement is subject to an objection shall have the option of (i) filing the objection, together with a request for payment of the disputed amount, with the Court, or (ii) foregoing payment of the disputed amount until the next interim fee application hearing, at which time the Court will consider and dispose of the objection if payment of the disputed amount is requested. However, the Debtors will be required to pay promptly any portion of the fees and disbursements requested that are not the subject of an Objection Notice.
- c. Any Professional who fails to file a Monthly Fee Statement for a particular month or months may subsequently submit a consolidated Monthly Fee Statement for such month(s).
- d. Approximately every four (4) months, each of the Professionals may file with the Court an application for interim approval and allowance, pursuant to Bankruptcy Code § 331, of compensation and reimbursement of expenses incurred during the prior four (4) months ("Interim Fee Application"). Interim Fee Applications for

all attorneys who have been or are hereafter retained pursuant to Bankruptcy Code §§ 327 or 1103, unless an ordinary course professional is required to file a fee application under such Court order or Bankruptcy Local Rule, or who have been authorized to receive compensation from the Debtors' estates and who have been designated by order of the Court as being subject to the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases* (the "Complex Chapter 11 Guidelines"), shall comply with the following procedures set forth in the Complex Chapter 11 Guidelines:

- (i) Electronic Billing Records: The billing records (detailed time and service entries) substantiating the application should be provided in an open and searchable electronic data format, such as ASCII .txt delimited format aka LEDES: (i) with the applications to the Court, the debtor-in possession (or trustee), official committees, the United States Trustee, and any fee review committee, fee examiner, or fee auditor; and (ii) upon request, to any other party in interest. The applicant may provide the electronic data in the manner in which it maintains it. An applicant that does not maintain billing data electronically is encouraged to consult with the United States Trustee about providing paper copies of such information. The applicant's submission of electronic data does not relieve the applicant of its obligations under the Code, local rules, and any applicable compensation or case management orders, including any obligation to provide paper copies.
- (ii) Project Categories for Billing Records: To facilitate effective review of the Interim Fee Applications, all time and service entries shall be arranged by the project categories. Only one category should be used for a given activity. Professionals should make their best effort to be consistent in their use of categories, whether within a particular firm or by different firms working on the same case. All professionals may appropriately discuss the categories in advance and agree generally on how activities will be categorized. The project categories set forth below should be used to the extent applicable. The following list is not exclusive, and applicants are encouraged to consult with the United States Trustee regarding the need to formulate case-specific project billing with respect to a particular case.
 - (1) *Asset Analysis and Recovery*: Identification and review of potential assets including causes of action and non-litigation recoveries.
 - (2) *Asset Disposition*: Sales, leases (Bankruptcy Code § 365 matters), abandonment and related transaction work related to asset disposition.

- (3) *Assumption and Rejection of Leases and Contracts*: Analysis of leases and executory contracts and preparation of motions specifically to assume or reject.
- (4) *Avoidance Action Analysis*: Review of potential avoiding actions under Sections 544-549 of the Code to determine whether adversary proceedings are warranted.
- (5) *Budgeting (Case)*: Preparation, negotiation, and amendment to budgets for applicant.
- (6) *Business Operations*: Issues related to debtor-in-possession operating in chapter 11 such as employee, vendor, tenant issues and other similar problems.
- (7) *Case Administration*: Coordination and compliance activities not specifically covered by another category.
- (8) *Claims Administration and Objections*: Specific claim inquiries; bar date motions; analyses, objections and allowances of claims.
- (9) *Corporate Governance and Board Matters*: Preparation for and attendance at Board of Directors meetings; analysis and advice regarding corporate governance issues, including trustee, or examiner issues; review and preparation of corporate documents (e.g., articles and bylaws, etc.).
- (10) *Employee Benefits and Pensions*: Review and preparation related to employee and retiree benefit issues, including compensation, bonuses, severance, insurance benefits, and 401K, pensions, or other retirement plans.
- (11) *Employment and Fee Applications*: Preparation of employment and fee applications for self or others; motions to establish interim procedures.
- (12) *Employment and Fee Application Objections*: Review of and objections to the employment and fee applications of others.
- (13) *Financing and Cash Collateral*: Matters under Bankruptcy Code §§ 361, 363, and 364 including cash collateral and secured claims; loan document analysis.

- (14) *Litigation*: Contested Matters and Adversary Proceedings (not otherwise within a specific project category), each identified separately by caption and adversary number, or title of motion or application and docket number, and using the Uniform Task Based Management System Litigation Task Code Set.
 - (15) *Meetings and Communications with Creditors*: Preparation for and attendance at Bankruptcy Code § 341(a) meeting and any other meetings with creditors and creditors' committees.
 - (16) *Non-Working Travel*: Non-working travel where the court reimburses at less than full hourly rates.
 - (17) *Plan and Disclosure Statement*: Formulation, presentation and confirmation; compliance with the plan confirmation order, related orders and rules; disbursement and case closing activities, except those related to the allowance and objections to allowance of claims.
 - (18) *Real Estate*: Review and analysis of real estate-related matters, including purchase agreements and lease provisions (e.g., common area maintenance clauses).
 - (19) *Relief from Stay and Adequate Protection*: Matters relating to termination or continuation of automatic stay under Bankruptcy Code § 362 and motions for adequate protection under Bankruptcy Code § 361.
 - (20) *Reporting*: Statement of financial affairs, schedules, monthly operating reports, and any other accounting or reporting activities; contacts with the United States Trustee not included in other categories.
 - (21) *Tax*: Analysis of tax issues and preparation of federal and state tax returns.
 - (22) *Valuation*: Appraise or review appraisals of assets.
- (iii) Expense Categories for Billing Records: All expense entries should be arranged by expense categories. The following expense categories should be used to the extent applicable: (1) *Copies*; (2) *Outside Printing*; (3) *Telephone*; (4) *Facsimile*; (5) *Online Research*; (6) *Delivery Services/Couriers*; (7) *Postage*; (8) *Local Travel*; (9) *Out-of-Town Travel, separated by Transportation, Hotel, Meals, Ground Transportation, and*

Other (specify); (10); *Meals (local)*; (11) Court Fees; (12) *Subpoena Fees*; (13) *Witness Fees*; (14) *Deposition Transcripts*; (15) *Trial Transcripts*; (16) *Trial Exhibits*; (17) *Litigation Support Vendors*; (18) *Experts*; (19) *Investigators*; (20) *Arbitrators/Mediators*; and (21) *Other (specify)*. Unusual items require more detailed explanations and should be allocated where practicable to specify projects.

- (iv) Billing Increments; Prohibition on Block Billing and Lumping: All time entries shall be recorded in increments of .1 of an hour. All discrete tasks should be recorded separately. Each timekeeper, however, may record one daily entry that combines tasks for a particular project that total a de minimis amount of time if those tasks do not exceed .5 hours on that day.
 - (v) Budgets and Staffing Plans: All attorneys subject to the Complex Chapter 11 Guidelines shall formulate budgets and staffing plans as soon as feasible after entry of an order granting this Motion or such attorney's retention. Attorneys are encouraged to follow the model budget (Exhibit C-1) and staffing plan (Exhibit C-2) attached to the Complex Chapter 11 Guidelines. Budgets and staffing plans should be agreed to between the attorney and client. Budgets can and should be amended as necessary to reflect changed circumstances or unanticipated developments. The appropriate budget period should be decided between the attorney and client. For example, the budget could be provided for the next month, the next 120-day interim period, or for any other time period as agreed. The staffing plan should use the same planning period as the budget. In the staffing plan, the number of professionals expected to work on the matter during the budget period may be disclosed either by category of timekeeper (e.g., 25 associates) or by years of experience (e.g., 15 attorneys with 8-14 years of experience). Attorneys should attach the client-approved budget and staffing plan to the Interim Fee Applications or final fee applications, as applicable, for the time period covered thereby. Both the original and any amended budgets and staffing plans should be included. Unless otherwise ordered by the Court, the disclosure of budgets and staffing plans by attorneys shall be retrospective only.
- e. The pendency of an objection or a Court order stating that payment of compensation or reimbursement of expenses was improper as to a particular Monthly Fee Statement or Interim Fee Application shall not disqualify a Professional from the future payment of monthly and interim compensation or reimbursement of expenses as set forth above, except as otherwise directed by an order of this Court.
 - f. Neither the payment of or the failure to pay, in whole or in part, fees and expenses requested in a Monthly Fee Statement, nor the filing of or the failure to file an Objection to any Monthly Fee Statement, will bind any party in interest or the

Court with respect to the allowance of interim or final compensation for services rendered and reimbursement of expenses of Professionals.

- g. The Debtors will include all payments to Professionals on their monthly operating reports, detailed so as to state the amount paid to each of the Professionals.

ORDERED that all time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a). It is further

ORDERED that this Order shall take effect immediately upon its entry. It is further

ORDERED that this Court shall retain jurisdiction to hear and consider all disputes arising from the interpretation or implementation of this Order.

Dated: December 7, 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: 17

Date Rcvd: Dec 07, 2015

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Dec 09, 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

cr +Targa Resources, c/o Law Office of Patricia Williams Prew, 10953 Vista Lake Ct.,
Navasota, TX 77868-6981

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 07 2015 21:16:02
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 07 2015 21:16:46 Jasper County,
c/o John P. Dillman, PO BOX 3064, Houston, TX 77253-3064

cr E-mail/Text: houston_bankruptcy@LGBS.com Dec 07 2015 21:16:46 Montgomery County,
c/o John P. Dillman, Post Office Box 3064, Houston, TX 77253-3064

cr E-mail/Text: houston_bankruptcy@LGBS.com Dec 07 2015 21:16:46 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 Bank of New York Mellon Trust Company, N.A.

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: 13, * 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 09, 2015

Signature: /s/Joseph Speetjens

District/off: 0541-4

User: mrios
Form ID: pdf002Page 2 of 2
Total Noticed: 17

Date Rcvd: Dec 07, 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 7, 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, thawkins@velaw.com;roconnor@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
 Nicholas E Morrell on behalf of Creditor Bank of New York Mellon Trust Company, N.A. mmorrell@morganlewis.com
 Owen Mark Sonik on behalf of Creditor Sheldon Independent School District osonik@pbfc.com, tpoep@pbfc.com;osonik@ecf.inforuptcy.com;houbank@pbfc.com
 Patricia Williams Prewitt on behalf of Creditor Targa Resources pwp@pattiprewittlaw.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.serajedini@kirkland.com;timothy.mohan@kirkland.com;carrie.openheim@kirkland.com;benjamin.steadman@kirkland.com;stephen.hessler@kirkland.com;mcclain.thompson@kirkland.com

TOTAL: 40