

**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)
	§	
DEBTORS.	§	JOINTLY ADMINISTERED

**ORDER AUTHORIZING THE RETENTION
AND COMPENSATION OF PROFESSIONALS UTILIZED
IN THE ORDINARY COURSE OF BUSINESS *NUNC PRO TUNC***

On December ___, 2015, the Court considered the *Amended Motion for an Order Authorizing the Retention and Compensation of Professionals Utilized in the Ordinary Course of Business Nunc Pro Tunc* [Docket No. ___] (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) 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, and (e) 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

ORDERED that, pursuant to Bankruptcy Code §§ 105(a), 327(e), and 330, to the extent deemed necessary or appropriate by the Debtors, the Debtors are hereby authorized to retain,

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].

employ, and compensate the Ordinary Course Professionals listed on **Exhibit A** to the Motion, without the need to file individual retention or interim or final fee applications, except as set forth below. It is further

ORDERED that the Debtors are authorized, but not directed, to retain, employ, and compensate each Ordinary Course Professional listed on **Exhibit A** to the Motion in the ordinary course of business, effective *nunc pro tunc* to the Petition Date. It is further

ORDERED that, except as set forth below, the following procedures (the "**Procedures**") for Ordinary Course Professionals are hereby approved:

- (a) Each Ordinary Course Professional shall file with the Court an affidavit of disinterestedness (the "**Affidavit of Disinterestedness**") similar in form and substance to the form attached to the Motion as **Exhibit B**.
- (b) Parties shall have fourteen (14) days after the filing of each Affidavit of Disinterestedness (the "**Objection Deadline**") to object to the retention of an Ordinary Course Professional. The objecting party shall file any such objections with the Court on or before the Objection Deadline. If any such objection cannot be resolved within ten (10) days of filing, the matter shall be scheduled for hearing before the Court at the next regularly scheduled omnibus hearing date or another date otherwise agreeable to the parties. If no objection is submitted by the Objection Deadline with respect to any particular Ordinary Course Professional, the Debtors shall be authorized as a final matter to retain such Ordinary Course Professional as to whom an objection was not filed.
- (c) The Debtors shall be authorized to pay, without formal application to the Court by any Ordinary Course Professional, 100% of the fees and disbursements to each Ordinary Course Professional retained by the Debtors in accordance with these Procedures, upon the submission to the Debtors of an appropriate invoice setting forth in reasonable detail the nature of the services rendered after the Petition Date, provided that the average monthly total over a rolling three-month period of such fees, excluding costs and disbursements, does not exceed \$40,000 per Ordinary Course Professional (the "**Monthly Cap**"). The Debtors may seek approval from the Court of an increase of the Monthly Cap in their sole discretion.
- (d) Any invoices submitted in excess of the Monthly Cap shall be subject to Court approval in accordance with Bankruptcy Code §§ 330 and 331, the Bankruptcy Rules, the Local Bankruptcy Rules for the Southern District of Texas (the "**Bankruptcy Local Rules**"), and any applicable Court orders.

- (e) Within fourteen (14) days following the conclusion of the first three-month period (each such three-month period, a “Quarter”) after the Petition Date and continuing thereafter for each successive Quarter during the pendency of the Cases, the Debtors shall file with the Court a statement with respect to the immediately preceding Quarter (each such statement, a “Quarterly Statement”). Each Quarterly Statement shall include the following information for each Ordinary Course Professional: (i) the name of the Ordinary Course Professional; (ii) the aggregate amounts paid as compensation for services rendered and reimbursements of expenses incurred by such Ordinary Course Professional during the reported Quarter; and (iii) a general description of the services rendered by such Ordinary Course Professional.

- (f) The Debtors may supplement the list of Ordinary Course Professionals, in their sole discretion, from time to time, as necessary to add or remove Ordinary Course Professionals, without the need to file individual retention applications. In the event of an addition to the list of Ordinary Course Professionals, the Debtors shall file a notice with the Court listing the additional Ordinary Course Professional the Debtors intend to employ (the “Supplement Notice”), along with such professional’s Affidavit of Disinterestedness. If no objections to any such Ordinary Course Professional are submitted within fourteen (14) days after filing the Supplement Notice, then the retention of the Ordinary Course Professional shall be deemed approved by the Court, effective as of the date of the executed engagement letter with such additional Ordinary Course Professional, without the necessity of a hearing or further order.

It is further

ORDERED that this Order shall not apply to any professional retained by the Debtors pursuant to a separate order of the Court. It is further

ORDERED that notwithstanding anything to the contrary contained herein, any payment to be made, or authorization contained hereunder, shall be subject to the terms and conditions of, and requirements imposed on the Debtors under, any order regarding the use of cash collateral and any budget in connection therewith. It is further

ORDERED that any Ordinary Course Professional with fees and disbursements in excess of the Monthly Cap shall be subject to the procedures for all other Court-retained professionals in accordance with Bankruptcy Code §§ 330 and 331, the Bankruptcy Rules, the

Bankruptcy Local Rules, any applicable orders of the Court regarding the payment of professionals, and the fee guidelines promulgated by the Office of the UST, but the Debtors shall not be required to file additional retention applications with respect to such Ordinary Course Professionals. It is further

ORDERED that the Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order. It is further

ORDERED that the terms and conditions of this Order shall be immediately effective and enforceable 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 ____, 2015.

UNITED STATES BANKRUPTCY JUDGE