



ENTERED
12/14/2015

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

IN RE:	§	
	§	
RAAM GLOBAL ENERGY COMPANY, et al.	§	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 17, 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. 228] (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 14, 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 3
Total Noticed: 17

Date Rcvd: Dec 14, 2015

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Dec 16, 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 14 2015 21:59:49
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 14 2015 22:01:19 Jasper County,
c/o John P. Dillman, PO BOX 3064, Houston, TX 77253-3064

cr E-mail/Text: houston_bankruptcy@LGBS.com Dec 14 2015 22:01:19 Montgomery County,
c/o John P. Dillman, Post Office Box 3064, Houston, TX 77253-3064

cr E-mail/Text: houston_bankruptcy@LGBS.com Dec 14 2015 22:01:19 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 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 Weatherford U.S., L.P.

cr Westchester Fire Insurance Company

cr Wilmington Trust, National Association

TOTALS: 14, * 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 16, 2015

Signature: /s/Joseph Speetjens

District/off: 0541-4

User: mrios
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Total Noticed: 17

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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 14, 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, jbriggett@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
 David L Curry, Jr on behalf of Creditor Champion Exploration, LLC dcurry@okinadams.com, teaston@okinadams.com
 David L Curry, Jr on behalf of Creditor BGI Gulf Coast, LLC dcurry@okinadams.com, teaston@okinadams.com
 Douglas Brent Wells on behalf of Creditor Superior Natural Gas Corporation bwells@wellscuellar.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
 Jeffrey D. Carruth on behalf of Creditor Weatherford U.S., L.P. jcarruth@wkpz.com, jcarruth@aol.com;ATTY_CARRUTH@trustesolutions.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, tpope@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

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The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

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.oppenheim@kirkland.com;benjamin
.steadman@kirkland.com;stephen.hessler@kirkland.com;mclain.thompson@kirkland.com

TOTAL: 43