

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

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

**EXPEDITED MOTION TO ESTABLISH
ADMINISTRATIVE AND PRIORITY CLAIMS BAR DATE**

THIS MOTION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.

EMERGENCY RELIEF HAS BEEN REQUESTED. IF THE COURT CONSIDERS THE MOTION ON AN EMERGENCY BASIS, THEN YOU WILL HAVE LESS THAN 21 DAYS TO ANSWER. IF YOU OBJECT TO THE REQUESTED RELIEF, OR IF YOU BELIEVE THAT THE EMERGENCY CONSIDERATION IS NOT WARRANTED, YOU SHOULD FILE AN IMMEDIATE RESPONSE.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

The above-referenced debtors and debtors in possession (collectively, the “Debtors”),¹ file this *Expedited Motion to Establish Administrative and Priority Claims Bar Date* (the “Motion”) and in support thereof, the Debtors respectfully state as follows:

JURISDICTION AND PROCEDURAL BACKGROUND

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334 and 157. This Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
2. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.
3. On October 26, 2015 (the “Petition Date”), the Debtors each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), thereby commencing the above-captioned bankruptcy cases (the “Cases”).
4. Since the Petition Date, the Debtors have continued to operate and manage their businesses as debtors in possession pursuant to Bankruptcy Code §§ 1107(a) and 1108.
5. On November 9, 2015, an official joint committee of unsecured creditors (“Committee”) was appointed in the Cases.

STATEMENT OF FACTS

6. RAAM Global Energy Company (“RAAM”) is an independent oil and natural gas exploration and production company engaged in the exploration, development, production, exploitation, and acquisition of oil and natural gas properties. The other Debtors are wholly-owned subsidiaries of RAAM, and RAAM provides administrative, technical, financial, and strategic planning support to the subsidiaries.

¹ 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].

7. The Debtors' producing assets are located offshore in the Gulf of Mexico and onshore in Louisiana, Texas, Oklahoma, and California, and the Debtors maintain offices in Lexington, Kentucky and New Orleans, Louisiana. Additional information concerning the Debtors can be found in the *Declaration of James R. Latimer, III in Support of First Day Pleadings* [Docket No. 20].

8. On December 13, 2015, the Debtors filed their proposed *First Amended Joint Plan of Liquidation Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 238] (the "Plan"). Section 8.02(g) of the Plan provides that, as a condition precedent to the effective date of the Plan, Administrative Expense Claims and Priority Claims (each defined below) not assumed by the purchaser under the Purchase Agreement (as defined below) shall not be allowed or estimated in an amount greater than \$50,000.

RELIEF REQUESTED

9. By this Motion, the Debtors request that the Court enter an order (a) establishing January 13, 2016 (the "Administrative and Priority Claims Bar Date") as the deadline for filing a claim seeking a higher or superior priority than that of a general unsecured creditor pursuant to Bankruptcy Code § 503(b) or otherwise (the "Administrative Expense Claims" and "Priority Claims") relating to any time between the Petition Date and the Administrative and Priority Claims Bar Date;² and (b) approving the form and manner of notice of the Administrative and Priority Claims Bar Date, substantially in the form attached hereto as **Exhibit A** (the "Bar Date Notice").

² For the avoidance of doubt, except to the extent provided otherwise in this Motion, the Administrative Expense Claims and Priority Claims subject to the Administrative and Priority Claims Bar Date include (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured, and (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

10. The Debtors request that any holder of an Administrative Expense Claim that, in accordance with that certain *Asset Purchase and Sale Agreement* by and between the Debtors and Highbridge Principal Strategies and certain of its affiliates, dated as of November 6, 2015 (as may be amended, modified, or supplemented from time to time, or such other purchase agreement approved by final order of the Court) (the “Purchase Agreement”), is not related to the Assets (as defined in the Purchase Agreement) be required to file on the docket of the Cases an original, written administrative expense claim request (the “Administrative Expense Claim Request”) on or before the Administrative Claims Bar Date. The Debtors request that each Administrative Expense Claim Request: (a) be filed as a separate motion or application; (b) specify the full name of the Debtor against which the claimant asserts the Administrative Expense Claim; (c) set forth with specificity the legal and factual basis for the Administrative Expense Claim; and (d) have attached to it supporting documentation upon which the claimant will rely to support the Administrative Expense Claim Request.

11. The Debtors also request that any holder of a Priority Claim that is not related to the Assets be required to submit to BMC Group, Inc. (“BMC”), the Debtors’ claims and noticing agent, such holder’s proof of claim (“Priority Proof of Claim”) on or before the Administrative and Priority Claims Bar Date.

12. The Debtors further request that any holder of an Administrative Expense Claim or Priority Claim that is required to file an Administrative Expense Claim Request or submit a Priority Proof of Claim, but fails to do so on or before the Administrative and Priority Claims Bar Date, be forever barred, estopped, and enjoined from asserting such claim against the Debtors and their estates, and the Debtors and their estates be discharged from all indebtedness or liability with respect to any such claim that is not timely filed.

13. The Debtors propose to have BMC serve the Bar Date Notice on all known creditors of the Debtors and their estates, all parties who have requested notice in the Cases, and all other parties in interest.

14. As set forth in more detail in the Plan, the Administrative and Priority Claims Bar Date shall not apply to: (a) Administrative Expense Claims incurred and paid by any Debtor or the Liquidating Trustee (as such term is defined in the Plan) in the ordinary course on and after the Petition Date and Administrative Expense Claims related to the Assets, and in accordance with the Purchase Agreement, as such claims shall be deemed Allowed Claims (as defined in the Plan); (b) fees payable by the Debtors pursuant to 28 U.S.C. § 1930 or any interest accruing thereto; (c) professional advisors (*e.g.*, attorneys, financial advisors, and accountants) retained by the Debtors and the Committee whose Administrative Expense Claims are for services rendered and reimbursement of expenses in the Cases;³ (d) claims that are entitled to priority pursuant to Bankruptcy Code § 507(a)(8); and (e) governmental units holding Priority Claims, as such claims are governed by the bar date set forth in the *Order (a) Granting Authority to File a Consolidated List of Creditors; (b) Granting Authority to File a Consolidated List of 50 Largest Unsecured Creditors; (c) Setting Bar Dates; and (d) Approving the Form and Manner of Notifying Creditors of the Commencement of the Cases and Other Information* [Docket No. 42].

BASIS FOR REQUESTED RELIEF

15. The establishment of the Administrative and Priority Claims Bar Date as set forth above will provide creditors with sufficient time to prepare and file appropriate pleadings with the Court. In addition, fixing the Administrative and Priority Claims Bar Date will enable the Debtors to receive, process, and determine the amount of allowed Administrative Expense

³ Pursuant to the Plan, professionals asserting a Professional Fee Claim (as defined in the Plan) shall be required to file with the Court a final fee application on or before the Professional Fee Bar Date (as defined in the Plan).

Claims and Priority Claims and to proceed with the expeditious liquidation of their estates, as contemplated by the Plan.

16. Given the upcoming deadlines set forth in the Plan, the condition precedent described in Section 8.02(g) in the Plan, and the desire of the Debtors and parties in interest to conclude the administration of the Cases in a timely and efficient manner, the Debtors submit that the circumstances of the Cases justify setting the Administrative and Priority Claims Bar Date at this time.

17. Bankruptcy Code § 503(a) provides that “[a]n entity may timely file a request for payment of an administrative expense, or may tardily file such request if permitted by the court for cause.” 11 U.S.C. § 503(a). Bankruptcy courts commonly establish a deadline for filing administrative expense and priority claims pursuant to Bankruptcy Code § 503(a) to enable the debtors and their creditors to assess what entities are asserting administrative claims and the amounts of such claims. *See, e.g. Eastman Kodak Company, et. al.*, Case No. 12-10202, Docket No. 5028 (Bankr. S.D.N.Y. Sept. 5, 2013); *In re FL 6801 Spirits LLC, et al.*, Case No. 14-11691, Docket No. 231 (Bankr. S.D.N.Y. Dec. 23, 2014); *In re Anna’s Linens, Inc.*, Case No. 15-13008, Docket No. 395 (Bankr. C.D. Cal. Jul. 31, 2015); *In re Federation Employment and Guidance Svc., Inc. d/b/a FEES*, Case No. 15-71074, Docket No. 518 (Bankr. E.D.N.Y. Oct. 2, 2015).

EXPEDITED RELIEF IS APPROPRIATE

18. The Debtors submit that an expedited hearing on this Motion is appropriate to, *inter alia*, (a) allow the Debtors to meet the upcoming deadlines set forth in the Plan and (b) to satisfy the condition precedent set forth in Section 8.02(g) of the Plan (as described above).

RESERVATION OF RIGHTS

19. The Debtors reserve the right to object to Administrative Expense Claims and Priority Claims on any grounds. The debtors further reserve the right to dispute, or assert offsets or defenses, to any Administrative Expense Claim or Priority Claim.

NOTICE

20. Notice of this Motion has been provided by e-mail, facsimile, or overnight delivery to: (a) the Office of the United States Trustee for the Southern District of Texas; (b) the Debtors; (c) counsel to the Debtors; (d) counsel to the lenders under the Term Loan Facility; (e) counsel to ACE; (f) counsel to certain holders of the Notes; (g) counsel to the administrative agent under the Term Loan Facility; (h) counsel to the indenture trustee and collateral agent under the Notes; (i) the Debtors' 50 largest unsecured creditors (on a consolidated basis); (j) those persons who have formally appeared in the Cases and requested service pursuant to Bankruptcy Rule 2002; (k) Upstream; (l) the providers of the Insurance Policies; (m) the Securities and Exchange Commission; (n) the Internal Revenue Service; and (o) all other applicable government agencies to the extent required by the Bankruptcy Rules and the Bankruptcy Local Rules.

PRAYER

The Debtors respectfully request that the Court enter an order granting the relief requested herein, and such other and further relief to which they may be justly entitled.

Dated: December 18, 2015

Respectfully submitted,

VINSON & ELKINS LLP

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ATTORNEYS FOR THE DEBTORS

CERTIFICATE OF SERVICE

I certify that on December 18, 2015, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Reese A. O'Connor
One of Counsel