



ENTERED
12/22/2015

**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

FINAL ORDER AUTHORIZING PAYMENT OF ROYALTY AND WORKING INTEREST OBLIGATIONS, DELAY RENTALS, AND MARKETING OBLIGATIONS

On December 22, 2015, the Court considered on a final basis the *Emergency Motion for Authority to Pay Royalty and Working Interest Obligations, Lease Operating Expenses, JIBs, and Trade, and Potential Holders of Statutory Liens* [Docket No. 16] (the “Motion”) filed by the above-referenced debtors and debtors in possession (collectively, the “Debtors”).¹ 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) pursuant to Bankruptcy Rule 6004(a), 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, to the extent set forth herein, 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 the Debtors are authorized, but not directed, subject to any order authorizing the use of the Debtors’ cash collateral and any approved budget contained therein, in

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].

a reasonable exercise of their business judgment, to (a) pay all pre-petition (1) funds owed to the holders of Mineral and Other Interests, (2) Delay Rentals, and (3) amounts owed on account of the Marketing Obligations as required by the applicable leases and other agreements, and (b) continue to pay holders of Mineral and Other Interests, Delay Rentals, and Marketing Obligations post-petition, in the ordinary course of business. Notwithstanding the preceding sentence, the Debtors shall be authorized pursuant to this Order to pay only pre-petition amounts owed to holders of Mineral and Other Interests and on account of the Marketing Obligations related to properties proposed to be purchased pursuant to that certain *Asset Purchase Agreement* dated November 6, 2016 between the Debtors and Highbridge Principal Strategies, LLC and certain of its affiliates, as same has been or may be amended. It is further

ORDERED that the Debtors are authorized, subject to the requirements and limitations imposed upon the Debtors under any Court order regarding the use of cash collateral and any approved budget contained therein, to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion. It is further

ORDERED that the Banks on which checks were drawn or electronic payment requests made in payment of the payments approved herein are authorized to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, provided that sufficient funds are on deposit in the applicable accounts to cover such payments, and all such Banks are authorized to rely on the Debtors' designation of any particular check or electronic payment request as being approved by this Order. It is further

ORDERED that the Debtors are authorized, but not directed, to issue post-petition checks or to effect post-petition fund transfer requests in replacement of any checks or fund

transfer requests that are dishonored as a consequence of the Cases with respect to pre-petition amounts authorized to be paid herein. It is further

ORDERED that notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in this Order shall constitute, nor is it intended to constitute, an admission as to the validity or priority of any claim against the Debtors, the creation of an administrative priority claim on account of the payments sought to be paid, or the assumption or adoption of any contract or agreement under Bankruptcy Code § 365. It is further

ORDERED that notwithstanding the applicability of Bankruptcy Rules 6004(h), 7062, 9014, or otherwise, this Order shall be immediately effective and enforceable upon its entry. It is further

ORDERED that the requirements set forth in Bankruptcy Rule 6003(b) are satisfied by the contents of the Motion or otherwise deemed waived. It is further

ORDERED that this Court hereby retains jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation or enforcement of this Order.

Dated: December 22, 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 22, 2015

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Dec 24, 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 22 2015 21:06:52
Century Exploration New Orleans, LLC, Three Lakeway Center,
3838 North Causeway Blvd., Suite 2800, Metairie, LA 70002-8319

cr +E-mail/Text: bankruptcy@islandoperating.com Dec 22 2015 21:20:07
Island Operating Company, Inc., Island Operating Company, Inc., 770 S. Post Oak Lane,
Suite 400, Houston, TX 77056-6666, UNITED STATES OF AMERICA

cr E-mail/Text: houston_bankruptcy@LGBS.com Dec 22 2015 21:08:34 Jasper County,
c/o John P. Dillman, PO BOX 3064, Houston, TX 77253-3064

cr E-mail/Text: houston_bankruptcy@LGBS.com Dec 22 2015 21:08:34 Montgomery County,
c/o John P. Dillman, Post Office Box 3064, Houston, TX 77253-3064

cr E-mail/Text: houston_bankruptcy@LGBS.com Dec 22 2015 21:08:34 Orange County,
c/o John P. Dillman, Post Office Box 3064, Houston, TX 77253-3064

TOTAL: 5

***** 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 24, 2015

Signature: /s/Joseph Speetjens

District/off: 0541-4

User: mrios
Form ID: pdf002Page 2 of 3
Total Noticed: 17

Date Rcvd: Dec 22, 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 22, 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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Page 3 of 3
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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