

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

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

**DECLARATION OF STEPHEN J. ALLEN
ON BEHALF OF RYAN, LLC AND
BANKRUPTCY RULE 2014 DISCLOSURE**

I, Stephen J. Allen, declare as follows:

Responsible Professional

1. I am duly authorized to make and submit this declaration (the “Declaration”) in support of the *Expedited Application to Employ Ryan, LLC as Tax Consultants for the Debtors* (the “Application”) filed contemporaneously herewith.¹

2. The statements set forth in this Declaration are based upon my personal knowledge, upon information and belief, and upon records relating to the Debtors’ matters kept in the ordinary course of business that were reviewed by me or other professionals employed by Ryan, LLC (“Ryan”).

3. The information herein is preliminary only, and to the extent that any information disclosed herein requires amendment or modification upon further analysis or as additional information becomes available, a supplemental declaration or affidavit will be submitted to the Court reflecting the same.

4. I am a principal of Ryan, LLC (“Ryan”), which, subject to the Court’s approval, has been engaged by the Debtors to serve as their tax consultants during the Cases. Throughout the course of my career as a tax consultant, I have focused primarily on providing sales and use tax consulting services for clients in a variety of industries, including the oil and gas industry. I am a member of the Institute for Professionals in Taxation and the Texas Taxpayer and Research Association

General Statement

5. Insofar as I have been able to ascertain to the present time after additional due diligence, and except as set forth below, Ryan:

¹ Capitalized terms not defined herein have the meaning set forth in the Application.

- a. does not hold or represent any interests adverse to the Debtors' estates, is a "disinterested person" as defined in Bankruptcy Code § 101(14), and is eligible to serve as the Debtors' tax consultants under Bankruptcy Code § 327(a);
- b. is not a creditor, equity security holder, or insider of the Debtors and does not represent any entity (or their attorneys and accountants) other than the Debtors in connection with the Cases;
- c. is not, and was not within the past two years, a director, officer, or employee of the Debtors;
- d. has no interests materially adverse to the interests of the Debtors' estates or of any class of creditors of the Debtors, by reason of any direct or indirect relationship to, connection with, or interests in, the Debtors or for any other reason; and
- e. has no connection, other than as disclosed herein, with the Debtors, their creditors, or any other party in interest (or with their respective attorneys or accountants), or with the United States Trustee or any person employed in the Office of the United States Trustee.

6. Ryan has represented the Debtors on an as needed basis in connection with various royalty and tax reviews since March 26, 2013.

Search Methods for Potential Conflicts

7. Ryan reviewed for conflicts the following parties that were known to Ryan as of the date of this Declaration: (a) the Debtors' 50 largest unsecured creditors, including without limitation, holders of claims for borrowed money, trade credit, or similar indebtedness (actual, contingent, liquidated, or unliquidated), including claims on account of guarantees, (b) other significant unsecured creditors, including bondholders, lessors, lessees, licensors, licensees, and taxing authorities, (c) secured creditors, including the first and second lienholders, (d) attorneys and accountants for creditors, (e) significant stockholders, and (f) other significant parties in interest.

Ryan's Connections with Parties in Interest in Matters Unrelated to the Cases

8. Ryan is national tax consulting and advisory firm that represents many numerous entities in the oil and gas industry. Some of these entities are or may consider themselves to be creditors or parties in interest in the Cases. The following lists are the product of searching the Database and are based on the relationship of the indicated entities or their affiliates with the Debtors and Ryan:

- a. Creditors.
 - (i) Ryan has previously represented, and may in the future represent, creditors of the Debtors in matters unrelated to the Cases, as follows:

o None

(ii) Ryan currently represents, and may in the future represent, creditors of the Debtors in matters unrelated to the Cases, as follows:

o None

(iii) Ryan has previously represented, currently represents, and may in the future represent, creditors of the Debtors in matters unrelated to the Cases, as follows:

o None

b. Attorneys and Accountants. Ryan has previously represented, currently represents, and may in the future represent attorneys and accountants for the Debtors or for creditors of the Debtors, in matters unrelated to the Cases, as follows:

o None

9. In addition to the foregoing, I have ascertained no connection (as prescribed by Bankruptcy Rule 2014(a)) between Ryan and the United States Trustee or any person employed by the Office of the United States Trustee.

The Engagement Letter

10. The Engagement Letter provides that the Debtors shall compensate Ryan, subject to the Court's approval, as follows:

a. Non-Adjudicated Claims. In the event Ryan obtains any tax or royalty refunds, credits, or reductions, the Debtors agree to pay Ryan and assign Ryan, as compensation for its services, thirty percent (30%) of any tax or royalty refunds, credits, or reductions, including offsets of interest and penalties and the payment of credit interest, which the Debtors receive from taxing authorities and/or vendors. The Debtors agree that Ryan's fees shall be based upon the gross amounts attributable to Ryan and shall not be reduced by any existing liabilities of the Debtors that may be applied or offset against such amounts.

b. Adjudicated Claims. In the event that Ryan obtains any refunds, credits, or reductions as a result of an Adjudication (as defined above), the Debtors agree to pay Ryan and transfer, convey, and assign to Ryan, as compensation for its services, all rights, title, interest, and ownership in and to forty percent (40%) of any tax or royalty refunds, credits, or reductions the Debtors receive as a result of the Adjudication, including offsets of interest and penalties and the payment of credit interest thereon. *In the event no tax or royalty refunds, credits, or reductions are obtained, no fee will be due.*

c. Follow-On Claims. In the event Ryan obtains any refunds, credits, or reductions as a result of an Adjudication, and the Debtors receive any tax

or royalty refunds, credits, or reductions in connection with other transactions due to substantially the same legal issue(s) as matters resolved in favor of the Debtors in the Adjudication, the Debtors agree to pay Ryan and transfer, convey, and assign to Ryan, as compensation for its services, all rights, title, interest, and ownership in and to forty percent (40%) of any such tax or royalty refunds, credits, or reductions, including offsets of interest and penalties and the payment of credit interest thereon, and tax or royalty savings imputed on such transactions for which the Debtors were entitled to a tax or royalty assessment reduction, through the date in which a final, non-appealable judgment is obtained in the Adjudication, regardless of whether obtained by Ryan.

11. Ryan will be responsible for all out of pocket costs.

12. Ryan has no agreement with any entity to share compensation received by Ryan or by such entity.

Pursuant to 28 U.S.C. § 1746, I, the undersigned, declare under the penalty of perjury that the forgoing is true and correct to the best of my knowledge.

Signed: December 31, 2015.

/s/ Stephen J. Allen
Stephen J. Allen
Principal of Ryan, LLC