

**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)
	§	
	§	JOINTLY ADMINISTERED
DEBTORS.	§	

**SUMMARY SHEET FOR FINAL APPLICATION OF
VINSON & ELKINS LLP FOR ALLOWANCE OF FEES AND EXPENSES
AS DEBTORS' COUNSEL FOR THE PERIOD
OF OCTOBER 26, 2015 THROUGH MARCH 31, 2016**

A HEARING WILL BE CONDUCTED ON THIS MATTER ON MARCH 28, 2016 AT 1:30 P.M., IN COURTROOM 404, 515 RUSK AVENUE, HOUSTON TEXAS 77002.

IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING, SPECIFICALLY ADDRESSING EACH PARAGRAPH OF THIS PLEADING. UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE WITH THE CLERK OF THE BANKRUPTCY COURT WITHIN TWENTY-THREE (23) DAYS FROM THE DATE YOU WERE SERVED WITH THE PLEADING. YOU MUST SERVE A COPY OF YOUR RESPONSE ON THE PERSON WHO SENT YOU THE NOTICE; OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

Name of Applicant: Vinson & Elkins LLP

Capacity: Debtors' Counsel

Time Period: October 26, 2015 – March 31, 2016

Petition Date: October 26, 2015

Date of Entry of Retention Order: December 7, 2015

Status of Case: Plan Confirmed

**FINAL APPLICATION OF VINSON & ELKINS LLP FOR
ALLOWANCE OF FEES AND EXPENSES AS DEBTORS' COUNSEL
FOR THE PERIOD OF OCTOBER 26, 2015 THROUGH MARCH 31, 2016**

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SUMMARY OF FINAL FEES AND EXPENSES REQUESTED:

Requested Fees: \$1,842,567.00¹

Requested Expenses: \$29,175.81

Total Requested Fees and Expenses: **\$1,871,742.81**

Retainer:

Retainer as of Petition Date: \$750,000

Court-Approved Draw Down: \$41,071.65²

Retainer Balance: \$708,928.35

Expense Overview:

Copies: \$7,620.78

Computer Research: \$3,340.72

Postage/Other: \$9,411.35

Travel: \$7,343.00

Business Meals: \$1,459.96

Hourly Rates: Attorney

Highest Billed Rate: \$1,180.00

Total Hours Billed: 2,718.80

Blended Hourly Rate: \$648.13

Paralegal/Support

\$380.00

127.20

\$256.42

¹ This amount includes an estimate of \$75,000 for V&E's fees and/or expenses for February and March 2016 services. V&E will adjust this amount at the hearing on the Application (the "Hearing") to accurately reflect the fees and expenses incurred by V&E in February and March 2016 and provide supporting invoices for same.

² Pursuant to Retention Order (as defined below), V&E was authorized to apply the Retainer to certain unpaid pre-petition fees as described in the *Application to Employ Vison & Elkins LLP as Counsel for the Debtors Nunc Pro Tunc to the Petition Date* [Docket No. 115] (the "Retention Application").

STATEMENT FROM THE APPLICANT

Did V&E agree to any variations from, or alternatives to, your standard or customary billing rates, fees, or terms for services pertaining to this engagement that were provided during the Application Period?	No.
If the fees sought in this Application as compared to the fees budgeted for the time period covered by this Application are higher by 10% or more, did V&E discuss the reasons for the variation with the Debtors?	Not applicable. The fees sought in this Application are less than the fees budgeted for the Application Period. ³
Have any of the professionals included in this Application varied their hourly rate based on the geographic location of the Cases?	No.
Does the Application include time or fees related to reviewing, revising, or redacting time records or preparing, reviewing, or revising invoices?	Yes. V&E spent approximately eight (8) hours during the Application Period, among other things, reviewing and revising invoices and time records to protect any privileged or confidential information.
If the Application includes any rate increases since V&E's retention, did the Debtors review and approve those rate increases in advance? Did the Debtors agree when retaining V&E to accept all future rate increases?	Yes. The engagement letter between the Debtors and V&E provides that V&E may adjust rates annually. V&E increased its hourly rates for 2016 effective January 1, 2016.

³ See the client-approved *Budget for Vinson & Elkins LLP as Debtors' Counsel for the Period of October 26, 2015 Through March 31, 2016* (the "Budget"), attached hereto as Exhibit E.

ADDITIONAL INFORMATION RELATED TO FINAL FEE APPLICATION

Are the rates in this Application higher than those approved or disclosed at retention?	No.
How many professionals are included in this Application?	Thirty-seven (37). ⁴
If applicable, how many professionals in this Application are not included in the client-approved staffing plan?	The Staffing Plan for the Application Period contemplated forty-two (42) attorneys and six (6) paraprofessionals. There are thirty-seven (37) attorneys and eight (8) paraprofessionals included in this Application. ⁵
If applicable, what is the difference between the fees budgeted and compensation sought for the Application Period?	V&E budgeted \$1,998,500 in fees for the Application Period. ⁶ V&E invoiced actual fees of \$1,767,567 during the period of October 26, 2015 through January 31, 2016, and expects to invoice approximately \$75,000 in fees and/or expenses for February and March 2016 services, for a total of \$1,842,567 in fees for the Application Period. V&E has included the \$75,000 fee and/or expense estimate in its total requested fees in this Application. V&E will adjust this amount at the Hearing to accurately reflect V&E's fees and expenses for February and March 2016 and provide supporting invoices for same.
How many professionals billed fewer than 15 hours during the Application Period?	Twenty-one (21). ⁷ These attorneys aggregated approximately 2.1% of the total hours rendered on behalf of the Debtors during the Application Period.

⁴ Excludes paralegals, practice support, and project assistants.

⁵ See the client-approved *Staffing Plan for Vinson & Elkins LLP as Debtors' Counsel for the Period of October 26, 2015 Through March 31, 2016* (the "Staffing Plan"), attached hereto as **Exhibit F**.

⁶ See the Budget, attached hereto as **Exhibit E**.

⁷ Excludes paralegals, practice support, and project assistants.

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**FINAL APPLICATION OF VINSON & ELKINS LLP FOR ALLOWANCE
OF FEES AND EXPENSES AS DEBTOR'S COUNSEL FOR
THE PERIOD OF OCTOBER 26, 2015 THROUGH MARCH 31, 2016**

Vinson & Elkins LLP (“V&E”), counsel for the above-captioned debtors and debtors in possession (the “Debtors”),⁸ hereby files its *Final Application of Vinson & Elkins LLP for Allowance of Fees and Expenses as Debtors’ Counsel for the Period of October 26, 2015 Through March 31, 2016* (the “Application”), and in support thereof respectfully states as follows:

JURISDICTION AND PROCEDURAL BACKGROUND

1. This Court has jurisdiction to hear this Application pursuant to the provisions of 28 U.S.C. §§ 1334 and 157. This proceeding involves the administration of the Debtors’ estates, and thus, it 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”).

⁸ 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).

4. On November 9, 2015, an official joint committee of unsecured creditors (the “Committee”) was appointed in the Cases.

5. On November 13, 2015, the Court entered the *Order Granting Motion to Establish Procedures for Monthly and Interim Compensation and Reimbursement of Expenses for Case Professionals* [Docket No. 204] (the “Compensation Order”), which provides, *inter alia*, that: (a) V&E may serve invoices by electronic mail showing services rendered and expenses incurred during a prior month (“Monthly Fee Statement”) upon (i) the Debtors, (ii) counsel to the Committee, (iii) counsel for Highbridge Principal Strategies, LLC (“Highbridge”), and (iv) the Office of the United States Trustee (the “UST”); (b) each party receiving a Monthly Fee Statement will have fourteen (14) days after the date of receipt thereof to raise written objections, if any (the “Objection Period”); and (c) after the expiration of the Objection Period, the Debtors shall promptly pay V&E 80% of the fees and 100% of the out-of-pocket expenses identified in the Monthly Fee Statement, except such fees or expenses to which an objection has been served by one of the parties.⁹

6. On December 7, 2015, the Court entered the *Order Authorizing Debtors to Employ Vinson & Elkins LLP as Counsel for the Debtors Nunc Pro Tunc to the Petition Date* [Docket No. 202] (the “Retention Order”), attached hereto as **Exhibit D**, approving the employment of V&E as Debtors’ counsel, effective as of the Petition Date.

CONFIRMATION ORDER AND EFFECTIVE DATE

7. On January 19, 2016, the Court entered the *Order Confirming Second Amended Joint Plan of Liquidation Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 376]

⁹ No objections were raised with respect to V&E’s Monthly Fee Statements.

confirming the *Second Amended Joint Plan of Liquidation for the Debtors* attached thereto (the “Plan”). The effective date of the Plan (the “Effective Date”) occurred on February 1, 2016, and on February 2, 2016 the Liquidating Trustee (as defined in the Plan) filed and served his *Notice of Entry of Confirmation Order and Occurrence of Effective Date Under Second Amended Joint Plan of Liquidation Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 410].

PAYMENTS TO V&E DURING THE APPLICATION PERIOD

8. Pursuant to the Compensation Order, and as set forth in the table below, as of the date of this Application the Debtors have paid V&E 80% of the net fees and 100% of the expenses requested in V&E’s Monthly Fee Statements for the months of October (stub period), November, and December 2015.

9. Given the timing of confirmation and the Effective Date of the Plan, V&E did not circulate a Monthly Fee Statement for January 2016 and no payment has been received for same. Likewise, as of the date of filing this Application, V&E has not generated final invoices for February and March 2016 services, and thus, V&E has not been paid for such services. V&E has included a \$75,000 fee and/or expense estimate for February and March 2016 services in this Application. V&E will adjust this amount at the Hearing to accurately reflect the fees and expenses incurred by V&E during such time period and provide supporting invoices for same.

Dated	Monthly Statement	Total Fees Requested (100%)	Expenses Requested (100%)	Payment Received	Remaining Balance for Monthly Fee Statements
12/15/15	10/26/15 – 11/30/15	\$653,390.00	\$14,136.30	\$536,848.30	\$130,678.00
01/12/16	12/1/15 – 12/31/15	\$437,871.00	\$10,566.56	\$360,863.36	\$87,574.20

Dated	Monthly Statement	Total Fees Requested (100%)	Expenses Requested (100%)	Payment Received	Remaining Balance for Monthly Fee Statements
02/09/16	01/01/16 – 01/31/16	\$676,306.00	\$4,472.95	N/A	\$680,778.95
N/A	02/01/16 – 03/31/16	\$75,000.00 (estimated)		N/A	\$75,000.00 (estimated)
Total		\$1,842,567.00	\$29,175.81	\$897,711.66	\$974,031.15

REQUEST FOR FINAL ALLOWANCE OF FEES AND EXPENSES

10. By this Application, V&E seeks final allowance and payment of its fees for professional services rendered and reimbursement of expenses incurred during the period of October 26, 2015 through March 31, 2016 (the “Application Period”) pursuant to Bankruptcy Code §§ 330 and 331, Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the Bankruptcy Local Rules of the Southern District of Texas (the “Local Bankruptcy Rules”), the Retention Order, and the Compensation Order. Specifically, V&E seeks entry of an order: (a) approving the final allowance and payment of \$1,842,567 in fees and \$29,175.81 in expenses incurred during the Application Period¹⁰ for a grand total of \$1,871,742.81; (b) authorizing V&E to apply its retainer to V&E’s unpaid fees and expenses; and (c) authorizing and directing the Liquidating Trustee (as defined in the Plan) to pay V&E’s remaining unpaid fees and expenses (after application of the retainer) requested in this Application.¹¹

¹⁰ During the period of October 26, 2015 through January 31, 2016, V&E rendered 2,846 hours of service in the course of representation of the Debtors. V&E rendered approximately 100 hours of service in February 2016, and expects to render approximately 15 additional hours of service through and including the Hearing.

¹¹ This amount includes V&E’s \$75,000 fee and/or expense estimate for February and March 2016 services. V&E will adjust this amount at the Hearing to accurately reflect the fees and expenses incurred by V&E for February and March 2016 services.

SERVICES RENDERED BY V&E DURING THE APPLICATION PERIOD

A. Case Overview

11. The Debtors and V&E's accomplishments during the Cases were numerous, especially in light of many complicated and time-sensitive issues faced by the Debtors throughout the Cases. As described in more detail below, among other things, V&E (a) assisted the Debtors in successfully negotiating the consensual use of cash collateral, all while preserving the rights and claims of Highbridge, the Committee, and other interested parties; (b) succeeded in advising the Debtors with implementing a complicated sale and Plan process in a very short timeframe (approximately three months, start to finish); and (c) facilitated the closing of the California Asset Sale (as defined below) and the Stalking Horse Purchase Agreement (as defined below) on January 20, 2016 and February 1, 2016, respectively, achieving the objective of meeting the very tight timeframe imposed by the various constituencies for the sale process. Given V&E's efforts, the Effective Date of the Plan occurred on February 1, 2016, at which point, among other things, the Liquidating Trust (as defined in the Plan) was funded.

B. V&E's Accomplishments During the Application Period.

12. As summarized above, V&E addressed a significant number of matters and issues as Debtors' counsel during the Application Period.

13. First, V&E spent significant time revising and finalizing the Debtors' "first day" motions, such as the *Emergency Motion to (I) Approve Maintenance of Certain Pre-Petition Bank Accounts and Cash Management System and (II) Continue Use of Existing Checks and Business Forms* [Docket No. 10], the *Emergency Motion for Approval of Interim and Final Use of Cash Collateral and Granting Adequate Protection* [Docket No. 11], the *Emergency Motion*

(A) *Authorizing Debtors to (I) Pay Pre-Petition Wages and Salaries to Employees and Independent Contractors and (II) Pay Pre-Petition Benefits and to Continue Benefit Programs in the Ordinary Course* and (B) *Directing Banks to Honor Pre-Petition Checks for Payment of Pre-Petition Obligations* [Docket No. 12], and 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], and preparing for the first day hearings on same. V&E actively participated at the hearings on the first day pleadings, and ultimately, various first day orders (interim and final) were granted that served to stabilize the Debtors' day-to-day business operations and allow for an efficient transition into chapter 11.

14. In addition to drafting numerous procedural and substantive first day pleadings, V&E spent considerable time drafting applications to retain the Debtors' professionals, each of which was vital to the Cases.¹² Specifically, in addition to drafting the Retention Application (as defined above), V&E drafted the *Application to Employ BMC Group, Inc. as Debtors' Claims, Noticing, and Balloting Agent Nunc Pro Tunc to the Petition Date* [Docket No. 112], the *Application to Employ James R. Latimer, III and Blackhill Partners, LLC as Debtors' Chief Restructuring Officer Nunc Pro Tunc to the Petition Date* [Docket No. 113], the *Application to Employ Newcor Commercial Real Estate as Debtors' Broker Nunc Pro Tunc to the Petition Date* [Docket No. 117], and the *Application to Employ Parkman Whaling LLC as Financial Advisors for the Debtors* [Docket No. 120]. V&E later drafted the *Expedited Application to Employ Ryan, LLC as Tax Consultants for the Debtors* [Docket No. 293] and the *Amended Motion for an Order*

¹² V&E previewed all retention applications with the UST and addressed numerous issues raised by the UST regarding same.

Authorizing the Retention and Compensation of Professionals Utilized in the Ordinary Course of Business Nunc Pro Tunc [Docket No. 228].

15. V&E also spent time addressing numerous procedural and strategic issues, budgetary matters, and other related items with respect to the Cases, such as: (a) assisting the Debtors' Chief Restructuring Officer, Blackhill Partners LLC ("Blackhill"), in the preparation of the Debtors' budgets, schedules and statements, and monthly operating reports, and proactively responding to questions regarding same from Highbridge, the UST, and the Committee; (b) communicating and negotiating with (i) ACE American Insurance Co. ("ACE") to facilitate the plugging and abandonment of certain of the Debtors' offshore oil and gas wells and (ii) the Debtors' trade vendors and royalty holders; and (c) conferring with the UST regarding the initial debtor interview, the Bankruptcy Code § 341 meeting of the creditors, the formation of the Committee, and follow-up inquiries and requests for information.

16. V&E spent considerable time drafting and negotiating the terms of the Debtors' *Bid Procedures* [Docket No. 90-2] (the "Bid Procedures") and that certain *Asset Purchase and Sale Agreement* between the Debtors and Highbridge and certain of its affiliates [Docket No. 90-1] (the "Stalking Horse Purchase Agreement"), pursuant to which Highbridge agreed to credit bid for substantially all of the Debtors' assets. V&E's substantial sale-related efforts involved, among other things, (a) almost daily contact with Highbridge, the Committee, ACE, and Blackhill, among others; (b) communicating with interested parties regarding the Debtors' assets; (c) negotiating approximately twenty (20) confidentiality agreements with prospective bidders; and (d) preparing the various schedules to the Stalking Horse Purchase Agreement, including,

but not limited to, a schedule of hundreds of executory contracts and unexpired leases to be assumed and assigned to Highbridge and the corresponding cure costs associated therewith.

17. Additionally, V&E negotiated the sale of certain of the Debtors' California oil and gas assets to Protho Energy Services, LLC (the "California Asset Sale"), and spent time drafting the proposed sale order regarding same. V&E actively participated in the sale hearing and obtained Court approval of the California Asset Sale on January 20, 2016.¹³ V&E facilitated the closing of the California Asset Sale the following day on January 21, 2016.

18. V&E spent significant time during the Application Period drafting the form of *Liquidating Trust Agreement* and the *Transition Services Agreements* with ACE and the Liquidating Trustee (as defined in the Plan), the *Second Amended Disclosure Statement for the Debtors' Second Amended Joint Plan of Liquidation Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 286-1] (as supplemented, amended, or modified, the "Disclosure Statement"), and the related notices and ballots, and consulting with the Committee, ACE, and Highbridge regarding same. V&E attended the hearing on the Disclosure Statement and advocated for its approval, and on December 22, 2015, the Court entered the *Order (I) Approving Disclosure Statement and the Form and Manner of Service Related Thereto; (II) Setting Dates for the Objection Deadline and Hearing Relating to Confirmation of the Plan; and (III) Authorizing Related Relief* [Docket No. 271]. V&E likewise spent considerable time drafting and negotiating

¹³ See the *Order (A) Approving Offer to Purchase, (B) Authorizing the Debtors to Sell Oil and Gas Properties in California Free and Clear of all Rights, Liens, Claims, Interests, and Encumbrances, and (C) Granting Related Relief* [Docket No. 384].

the terms of the Plan, and ultimately, V&E obtained Court approval of the Plan on January 19, 2016.¹⁴

19. In addition to spending significant time on the Debtors' sale and Plan process, V&E also spent time on a variety of other matters, including, but not limited to: (a) general case administration matters, such as (i) preparing agenda, witness and exhibit lists, and hearing and exhibit binders for omnibus hearings, (ii) finalizing and filing pleadings, motions, monthly operating reports, and notices, and (iii) communicating between and among the Debtors and their other advisors to discuss updates and strategy; (b) researching and analyzing complicated plugging and abandonment issues, the resolution of which were a prerequisite to confirmation of the Plan; (c) drafting miscellaneous motions, including, but not limited to, the *Expedited Motion to Establish Administrative and Priority Claims Bar Date* [Docket No. 257] and *Emergency Motions for Estimation of General Administrative, Priority Tax, and Other Priority Claims* [Docket Nos. 312 and 364]; (d) communicating on a regular basis with the Debtors' royalty and working interest owners and other creditors regarding the Debtors' oil and gas operations and responding to demand letters received from same; and (e) preparing V&E's monthly fee statements and Budget and Staffing Plan for the Application Period.

20. In sum, V&E's principal goals during the Application period consisted of facilitating the Debtors' transition into chapter 11, obtaining first day relief to stabilize the Debtors' day-to-day business operations, addressing the concerns of the Debtors' major constituencies, negotiating the sale of substantially all of the Debtors' assets, negotiating a mutually agreeable exit strategy for the Cases, and obtaining the Court's approval of the Plan.

¹⁴ See the *Order Confirming Second Amended Joint Plan of Liquidation Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 376].

V&E submits that the fees and expenses requested in this Application were both reasonable and necessary, and are justified in light of the substantial and expedited results obtained by V&E during the Application Period.

C. Hourly Fee/Expense Summary

21. The legal services rendered by V&E to the Debtors fall within the twenty-two (22) categories described in Section D, *infra*. Such legal services are set forth in the following exhibits that report in detail the description of the legal services rendered by V&E, the dates on which V&E's attorneys and paraprofessionals rendered such legal services, the identity of those attorneys and paraprofessionals, their rates, the time spent by each such attorney and paraprofessional, and the itemized expenses incurred and a summary of expenses by major category:

Exhibit	Description
A	Billing Summary Per Professional During the Application Period
B	Billing Summary Per Project Category During the Application Period
C	Detail of Time Entries and Expenses

22. V&E has neither shared nor agreed to share its compensation for services rendered in or in connection with this Cases with any other person.

D. Project Billing: Description of Services by Billing Category¹⁵

23. During the Application Period, V&E provided the following services, separated into the twenty-two (22) billing categories identified below:¹⁶

¹⁵ The amounts allocated to each billing category below do not include V&E's estimated fees for February and March 2016.

No.	Name	Service Description
100	Asset Analysis and Recovery	<p>This category consists of time spent, among other things, identifying, reviewing, and evaluating potential tax refunds to recover for the benefit of the Debtors' estates.</p> <p>The total amount of fees allocated to this category is \$4,265.00 during the Application Period.</p>
101	Asset Disposition	<p>This category consists of time spent, among other things, on sales and transaction work related to disposition of estate assets, including, but not limited to, drafting and negotiating the Stalking Horse Purchase Agreement, drafting and negotiating the Bid Procedures, and facilitating the sale of substantially all of the Debtors' assets to Highbridge and the sale of certain of the Debtors' California oil and gas assets to Protho Energy Services LLC.</p> <p>The total amount of fees allocated to this category is \$639,896.00 during the Application Period.</p>
102	Assumption and Rejection of Leases and Contracts	<p>This category consists of time spent, among other things, reviewing and analyzing executory contracts.</p> <p>The total amount of fees allocated to this category is \$3,102.00 during the Application Period.</p>
103	Avoidance Action Analysis	<p>The total amount of fees allocated to this category is \$0.00 during the Application Period.</p>
104	Budgeting (Case)	<p>This category consists of time spent preparing the Budget and Staffing Plan, as required by the Guidelines.</p> <p>The total amount of fees allocated to this category is \$5,496.00 during the Application Period.</p>

¹⁶ V&E's attorneys and paraprofessionals performed work and billed time for each of the categories as set forth in the descriptions below and as shown in **Exhibit B**. In further support of the Application, a more detailed and itemized description of the services provided by V&E for each of the categories is set forth in **Exhibit C**.

No.	Name	Service Description
105	Business Operations	<p>This category consists of time spent, among other things, addressing matters pertaining to the Debtors' business operations, such as those pertaining to plugging and abandonment obligations, payments of royalties, and payment of critical vendors.</p> <p>The total amount of fees allocated to this category is \$47,022.50 during the Application Period.</p>
106	Case Administration	<p>This category consists of time spent, among other things, on coordination and compliance matters not covered by another category, including, but not limited to, preparing exhibit binders and agenda, preparing for and attending hearings, and participating in strategic meetings.</p> <p>The total amount of fees allocated to this category is \$277,283.00 during the Application Period.</p>
107	Claims Administration and Objections	<p>This category consists of time spent, among other things, drafting an administrative claims bar date motion, reviewing and addressing administrative expense claim requests, and drafting a tax and priority claims estimation motion.</p> <p>The total amount of fees allocated to this category is \$166,179.50 during the Application Period.</p>
108	Corporate Governance and Board Matters	<p>This category consists of time spent, among other things, participating in Board meetings, drafting amendments to organizational documents, and addressing D&O insurance issues.</p> <p>The total amount of fees allocated to this category is \$20,834.00 during the Application Period.</p>

No.	Name	Service Description
109	Employee Benefits and Pensions	<p>This category consists of time spent, among other things, addressing certain issues related to reporting under the Affordable Care Act.</p> <p>The total amount of fees allocated to this category is \$1,848.00 during the Application Period.</p>
110	Employment and Fee Applications	<p>This category consists of time spent, among other things, drafting employment applications and preparing V&E's monthly fee statements.</p> <p>The total amount of fees allocated to this category is \$62,579.50 during the Application Period.</p>
111	Employment and Fee Application Objections	<p>The total amount of fees allocated to this category is \$0.00 during the Application Period.</p>
112	Financing and Cash Collateral	<p>This category consists of time spent, among other things, on matters pursuant to Bankruptcy Code §§ 361 and 363, including cash collateral, budget preparation, secured claims, and loan document analysis.</p> <p>The total amount of fees allocated to this category is \$15,948.50 during the Application Period.</p>
113	General Litigation	<p>This category consists of time spent, among other things, responding to demand letters from creditors, filing pleadings in a California class action lawsuit, and addressing the Committee's discovery request.</p> <p>The total amount of fees allocated to this category is \$29,583.50 during the Application Period.</p>

No.	Name	Service Description
114	Meetings and Communications with Creditors	<p>This category consists of time spent, among other things, addressing issues raised at the Bankruptcy Code § 341 meeting of the creditors and responding to inquiries received from creditors and interested parties throughout the Cases.</p> <p>The total amount of fees allocated to this category is \$39,025.00 during the Application Period.</p>
115	Non-Working Travel	<p>This category consists of time spent on non-working travel.</p> <p>The total amount of fees allocated to this category is \$37,614.50 during the Application Period.</p>
116	Plan and Disclosure Statement	<p>This category consists of time spent, among other things, drafting and negotiating the Plan and disclosure statement (and corresponding orders), plan supplements, liquidating trust agreement, and transition services agreements, and responding to and resolving objections regarding the same.</p> <p>The total amount of fees allocated to this category is \$342,962.50 during the Application Period.</p>
117	Real Estate	<p>The total amount of fees allocated to this category is \$0.00 during the Application Period.</p>
118	Relief from Stay and Adequate Protection	<p>This category consists of time spent reviewing, analyzing, and resolving the State of Louisiana's motion to lift the automatic stay.</p> <p>The total amount of fees allocated to this category is \$1,233.50 during the Application Period.</p>

No.	Name	Service Description
119	Reporting	<p>This category consists of time spent, among other things, preparing the Debtors' schedules and statements and reviewing monthly operating reports prepared by the Debtors' advisors.</p> <p>The total amount of fees allocated to this category is \$23,586.50 during the Application Period.</p>
120	Tax	<p>This category consists of time spent, among other things, addressing issues regarding payment of severance taxes, analyzing the tax-specific provisions of the Stalking Horse Purchase and Sale Agreement and the Liquidating Trust Agreement, and analyzing tax claims filed in the Cases.</p> <p>The total amount of fees allocated to this category is \$49,107.50 during the Application Period.</p>
121	Valuation	<p>The total amount of fees allocated to this category is \$0.00 during the Application Period.</p>

24. The estimated fees incurred by V&E in drafting this Application are requested herein by way of V&E's \$75,000 fee and/or expense estimate for February and March 2016 services.¹⁷ V&E will adjust this amount at the Hearing to accurately reflect the fees incurred by V&E for February and March 2016 services and provide supporting invoices for same.

REQUEST FOR FINAL ALLOWANCE OF FEES AND EXPENSES

25. Bankruptcy Code § 330 authorizes courts to award professional persons employed pursuant to Bankruptcy Code § 327 reasonable compensation for the actual and necessary services rendered by such professional persons and any paraprofessional person employed by

¹⁷ V&E estimates that it spent approximately thirty-five (35) hours preparing this Application. The amount of fees requested for preparing this Application is estimated to be roughly \$20,000. The amount of fees incurred by V&E for preparing this Application is estimated to be approximately 1% of the total requested fees and expenses for the Application Period.

such persons. 11 U.S.C. § 330. Furthermore, courts may also award reimbursement for actual and necessary expenses incurred by such professional persons. *Id.* V&E submits that the elements governing awards of compensation under Bankruptcy Code § 330(a)(3) justify the allowance in full of the final compensation requested by V&E in this Application.

26. In 1974, the Fifth Circuit established a set of guidelines for use by lower courts when ruling on attorneys' fee requests. *See Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714, 717-19 (5th Cir. 1974). The *Johnson* court found the following factors necessary to consider:

- (a) the time and labor required;
- (b) the novelty and difficulty of the questions presented;
- (c) the skill requisite to perform the legal services properly;
- (d) the preclusion of other employment due to the acceptance of the case;
- (e) the customary fee;
- (f) whether the fee is fixed or contingent;
- (g) time limitations imposed by the client with the circumstances of the case;
- (h) the amount involved and the results obtained;
- (i) the experience, reputation and ability of the attorney;
- (j) the undesirability of the case;
- (k) the nature and length of the professional relationship with the client; and
- (l) awards in similar cases.

Id. at 717-19.

27. In *In re First Colonial Corp. of Am.*, 544 F.2d 1291, 1298-99 (5th Cir. 1977), *cert. denied*, 431 U.S. 904 (1977), the Fifth Circuit applied the *Johnson* factors to the analysis of

fee awards in bankruptcy cases. The *Johnson* factors subsume and elaborate the basic elements contained in Bankruptcy Code § 330(a)(3).

28. In addition to applying the *Johnson* factors the Court “can and should utilize its own knowledge of these cases in assessing” this Application. *In re ASARCO LLC*, Case No. 05-21207, 2011 WL 2974957, at *24 (Bankr. S.D. Tex. July 20, 2011) (citing *Nat’l Benevolent Ass’n of Christian Church v. Weil, Gotshal, & Manages, L.L.P.*, Case No. 04–50948, 2006 WL 2516522, at *3 (W.D. Tex. Aug. 2, 2006)) (“[T]he Bankruptcy Court is intimately aware of the fee application in question, and it is prudent for the bankruptcy judge to use his background knowledge of the case to reach a decision on this issue.”).

29. As set forth in detail herein, the professional services that V&E provided to the Debtors during the Application Period were reasonable, necessary, required a high degree of expertise and skill across a broad range of legal practice areas, and such services yielded substantial benefit to the Debtors and their estates. Accordingly, under an analysis utilizing the *Johnson* factors and the standards customarily applied to fee awards under Bankruptcy Code §§ 330 and 331, V&E submits that its request for compensation and reimbursement of expenses on a final basis is reasonable and proper, and that such factors and standards justify the allowance in full of the requested fees and expenses incurred in its representation of the Debtors during the Application Period as requested herein.

DETAILED APPLICATION OF THE JOHNSON FACTORS

A. The Time and Labor Required

30. As stated above, V&E expended approximately 2,846 hours in the representation of the Debtors during the Application Period.¹⁸ The average billable rate for the fees requested is approximately \$621 per hour.¹⁹ All of the time spent by V&E was necessary and appropriate for the representation of the Debtors in the Cases and has benefitted the Debtors' estates.

31. V&E's representation of the Debtors required V&E to balance the need to provide quality services with the need to act quickly and to represent the Debtors in an efficient and timely manner. V&E submits that the time spent on services rendered was commensurate with the complexity of the issues presented, and was reasonable and necessary to both fully protect the estates' interests and to maximize the value of the estates.

B. Novelty and Difficulty of Questions Presented

32. Many of the issues presented in the Cases, including, but not limited to, plugging and abandonment issues, are novel and complex. V&E has accomplished the various tasks expeditiously and effectively.

C. Skill Requisite to Perform Services Properly

33. The experience and expertise of V&E's attorneys and paraprofessionals have facilitated and expedited the results achieved in the Cases. Complex chapter 11 reorganization is a specialized practice within the legal profession, and the number of highly experienced professionals offering such services is limited. Dealing with the complicated issues, many of

¹⁸ V&E's associates and paraprofessionals accounted for approximately 76% of the total hours billed by V&E timekeepers during the Application Period.

¹⁹ A breakdown of the blended rate for partners, associates, and paraprofessionals (including practice support and project assistants) is set forth on **Exhibit A**.

which were on an expedited basis outside of regular business hours, required a substantial amount of skill. Each of the V&E attorneys that provided services to the Debtors possesses the skills necessary to offer competent and effective legal services.

34. During the Application Period, V&E worked to (a) employ special expertise in a given field of law (*i.e.*, tax) when necessary to do the best job possible with the least amount of effort; and (b) whenever possible, assign the performance of all tasks to the least-senior attorney capable of performing it consistent with sound legal representation and supervision and the desires of the Debtors.

35. V&E took care to avoid the performance of purely ministerial tasks by attorneys through the use of paralegals and practice support staff where possible. At all times, V&E's professionals have striven to render their services economically and without unnecessary duplication of efforts. Some complex legal issues, development of strategic alternatives, and negotiations with third parties naturally require a larger portion of partner time and the involvement of more than one partner. It is also sometimes necessary in the interest of overall efficiency for more than one attorney to participate on a particular task to adequately and completely represent the Debtors. Dual participation does not equate to duplication of effort, but rather promotes efficiency, prevents unnecessary duplication of effort in the future, and allows delegation of future tasks to lower cost attorneys. Conferences, email, and the preparation of memoranda were utilized as necessary to promote efficiencies. Meetings and telephone conferences sometimes involved multiple separate subject matters and issues which were being handled by different attorneys.

D. Customary Fee

36. The hourly rates of V&E's restructuring attorneys performing the majority of legal services on behalf of the Debtors range primarily from \$350.00 per hour to \$965.00 per hour (certain specialist attorneys, such as V&E's tax attorneys, have higher hourly rates).²⁰ The hourly rates for all V&E timekeepers are disclosed on **Exhibit A**.

37. V&E respectfully submits that the professional fees sought herein are not unusual given the magnitude and complexity of the Cases and the time expended in attending to the representation of the Debtors, and are commensurate with fees V&E has been awarded in other cases and are comparable to market rates for other firms in the Texas market of comparable skill, experience, and reputation.

E. Whether the Fee is Fixed or Contingent

38. The fees requested in this Application represent fixed hourly rates. As is true for counsel in every bankruptcy case, V&E's compensation is contingent upon the Court's final approval of this Application.

F. Time Limitations

39. V&E has been required to provide capable legal representation within the time limitations imposed under the circumstances of the Cases and by the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and counsel for various parties in interest.

²⁰ The engagement letter between V&E and the Debtors provides that V&E may adjust rates annually. V&E increased its hourly rates for 2016 effective January 1, 2016.

G. Amounts Involved and Results Obtained

40. V&E has assisted the Debtors in the administration of their duties in nearly all aspects of the Cases. V&E submits that the amounts charged are reasonable and fair in light of the results obtained, which included preserving the estates' rights in many aspects, at all times working to maximize the value of the estates, and ultimately obtaining confirmation of the Plan.

H. Experience, Reputation, and Ability of Counsel

41. Each of V&E's attorneys who performed services for the Debtors during the Application Period possesses a reputation for skill, quality, integrity, and ability. V&E's attorneys have represented numerous debtors, banks, creditors, bidders for estate assets, trustees, and official committees in some of the largest and most sophisticated bankruptcy cases in the country.

I. Undesirability of the Cases

42. V&E committed significant resources to the Debtors without certainty as to compensation or reimbursement. The Cases, however, are not undesirable.

J. Nature and Length of the Professional Relationship

43. V&E has served as the Debtors' general counsel for a variety of matters, including corporate, securities, tax, and litigation matters, since June 2010. During the second and third quarters of 2015, the Debtors consulted attorneys in V&E's restructuring and reorganization group, and since that time, V&E has assisted the Debtors in the administration of their duties in nearly all aspects of the Cases.

K. Awards in Similar Cases

44. The fees and expenses for which V&E seeks compensation and reimbursement are not excessive and are substantially similar to those awarded in similar cases in this district for

similar services rendered and results obtained. The fees and expenses requested by V&E are more fully described in **Exhibits A** through **C**. After taking into consideration the time and labor spent, and the nature and extent of the representation, V&E submits the allowance prayed for herein is reasonable.

CONCLUSION

45. The services rendered by V&E during the Application Period were instrumental in, among other things, (a) maintaining stability and efficiency in the Cases, (b) facilitating the sale of substantially all of the Debtors' assets, and (c) obtaining confirmation of the Plan. V&E submits that its services materially assisted the Debtors to obtain these substantial, positive results.

RESERVATION

46. To the extent time or disbursement charges for services rendered or disbursements incurred during the Application Period were not processed by V&E's accounting system prior to the preparation of this Application, or V&E has for any other reason not sought compensation or reimbursement of expenses herein with respect to any services rendered or expenses incurred during the Application Period, V&E reserves the right to request additional compensation for such services and reimbursement of such expenses in a supplemental application filed prior to the Hearing.

PRAYER

V&E respectfully requests that the Court: (a) approve the fees and expenses set forth herein in total and grant V&E final compensation for its work during the Application Period in the amount of \$1,842,567²¹ and reimbursement of V&E's expenses in the amount of \$29,175.81; (b) authorize V&E to apply its retainer to V&E's unpaid fees and expenses; (c) authorize and direct the Liquidating Trustee (as defined in the Plan) to pay V&E's remaining unpaid fees and expenses (after application of the retainer); and (d) grant such other and further relief, both at law and in equity, as this Court deems just and proper.

²¹ As set forth above, this amount includes an estimate of \$75,000 in fees and/or expenses for V&E's services rendered in February and March 2016. V&E will adjust this amount at the Hearing to accurately reflect the fees and expenses incurred by V&E in February and March 2016 and provide supporting invoices for same.

Dated: March 1, 2016

Respectfully submitted,

VINSON & ELKINS LLP

By: /s/ Bradley R. Foxman
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and

William L. Wallander, SBT # 20780750
Bradley R. Foxman, SBT # 24065243
Trammell Crow Center
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Fax: 214.999.7787
bwallander@velaw.com; bfoxman@velaw.com

ATTORNEYS FOR THE DEBTORS

EXHIBIT A

**BILLING SUMMARY BY PROFESSIONAL FOR SERVICES RENDERED
BY VINSON & ELKINS LLP DURING THE PERIOD OF
OCTOBER 26, 2015 THROUGH MARCH 31, 2016¹**

Name	Year Admitted	Hourly Rate (2015)	Hourly Rate (2016)	Hours Total (2015)	Hours Total (2016)	Compensation Total
PARTNERS:						
Harry Perrin	1980	\$935	\$965	210.1	66.0	\$260,133.50
Frank Brame	2001	\$690	\$720	0.8	114.6	\$83,064.00
Marcus Rose	2003	\$935	\$965	33.5	28.9	\$59,211.00
Wendy Salinas	2001	\$1,020	\$1,055	3.3	27.1	\$31,956.50
Judy Blissard	1987	\$1,125	\$1,180	9.0	6.5	\$17,795.00
Matthew Moran	1997	\$745	N/A	23.1	N/A	\$17,209.50
Jim Meyer	1982	\$1,125	\$1,180	3.5	1.1	\$5,235.50
Mark Kelly	1981	\$1,155	N/A	3.0	N/A	\$3,465.00
Stephen Jacobson	2007	\$860	\$935.00	0.8	1.3	\$1,903.50
Mark Brazzil	1989	\$1,050	N/A	0.7	N/A	\$735.00
Todd Way	2003	\$1,020	N/A	0.5	N/A	\$510.00
Christopher Schmitt	2000	\$935	N/A	0.5	N/A	\$467.50
Ramey Layne	2012	\$900	N/A	0.3	N/A	\$270.00
Sarah Morgan	2004	\$865	N/A	0.3	N/A	\$259.50
James Markus	1985	\$990	N/A	0.2	N/A	\$198.00
TOTAL PARTNERS				289.6	245.5	\$482,413.50

¹ The amounts set forth herein do not include V&E's estimated fees for February and March 2016 services.

Name	Year Admitted	Hourly Rate (2015)	Hourly Rate (2016)	Hours Total (2015)	Hours Total (2016)	Compensation Total
COUNSEL AND ASSOCIATES:						
Bradley Foxman	2008	\$715	\$775	519.7	183.7	\$513,953.00
Reese O'Connor	2014	\$380	\$495	426.8	185.5	\$254,006.50
Robert Derivaux	2012	\$555	\$605	140.4	161.9	\$175,871.50
John West	1988	\$840	\$870	118.4	1.3	\$100,587.00
Daniel Nappier	2015	\$380	\$410	52.6	126.6	\$71,894.00
George Padis	2013	\$455	\$530	4.8	63.7	\$35,945.00
Karl Sigwarth	2014	\$380	\$495	71.8	14.9	\$34,659.50
Jordan Leu	2009	N/A	\$620	N/A	22.4	\$13,888.00
Sarah Mitchell	2013	\$595	\$665	19.0	1.0	\$11,970.00
Samuel Guthrie	2014	\$455	\$535	12.8	8.7	\$10,478.50
Bobbitt Noel	1976	N/A	\$925	N/A	7.8	\$7,215.00
Kent Piacenti	2012	\$455	N/A	12.9	N/A	\$5,869.50
Farah Paliwala	2006	\$795	\$825	5.2	1.2	\$5,124.00
Christen Romero	2014	N/A	\$505	N/A	6.3	\$3,181.50
Craig Zieminski	2008	\$595	N/A	3.9	N/A	\$2,320.50
Elizabeth McEntee	2012	\$555	N/A	4.0	N/A	\$2,220.00
Alexander Kamel	2014	\$380	N/A	3.8	N/A	\$1,444.00
Pamela Stabler	1983	\$825	N/A	1.5	N/A	\$1,237.50
Laura Palekar	2009	\$670	N/A	0.4	N/A	\$268.00
Brandon Tuck	2010	\$535	N/A	0.3	N/A	\$160.50
Prentiss Cutshaw	2007	\$660	N/A	0.2	N/A	\$132.00
Alexander Farr	2011	\$560	N/A	0.2	N/A	\$112.00
TOTAL COUNSEL AND ASSOCIATES				1,398.7	785.0	1,252,537.50

Name	Title	Hourly Rate (2015)	Hourly Rate (2016)	Hours Total (2015)	Hours Total (2016)	Compensation Total
PARAPROFESSIONALS:						
Susan Barden	Paralegal	\$250	\$260	100.0	16.8	\$29,368.00
Kathy Truett	Paralegal	\$370	\$380	1.1	1.8	\$1,091.00
Jose Cervantes	Practice Support	\$305	\$320	0.3	2.5	\$891.50
Kathy Hopson	Paralegal	N/A	\$335	N/A	1.5	\$502.50
Michelle Fulbright	Practice Support	\$250	N/A	1.0	N/A	\$250.00
Michael Powell	Practice Support	\$305	N/A	0.6	N/A	\$183.00
Annette DeBose	Project Assistant	N/A	\$108	N/A	1.0	\$180.00
Kurt Fung	Practice Support	\$250	N/A	0.6	N/A	\$150.00
TOTAL PARAPROFESSIONALS				103.6	23.6	\$32,616.00

PROFESSIONALS TOTALS:	TOTAL HOURS BILLED	TOTAL COMPENSATION	BLENDED RATE (RAAM) ²	BLENDED RATE FIRM-WIDE (2015) ³
Partners	535.1	\$482,413.50	\$901.54	\$809.15
Counsel	135.6	\$114,295.50	\$842.89	\$655.48
Associates	2,048.10	\$1,138,242.00	\$555.76	\$465.87
Paraprofessionals	127.2	\$32,616.00	\$256.42	\$245.81
TOTALS	2,846.0	\$1,767,567.00		

² The RAAM blended hourly rates are higher than the Firm-wide blended hourly rates primarily because (a) consistent with market pricing for legal fees, the standard rates for V&E's restructuring and reorganization, tax, and M&A attorneys, the attorneys needed to provide the majority of legal services in the Cases, are typically higher than the hourly rates for V&E's other attorneys (e.g., litigation) and (b) a senior partner, senior associate, and senior counsel were required to spend significant time representing the Debtors during the Application Period in order to effectuate the Debtors' asset sales and confirmation of the Plan on the highly expedited schedule required by the Debtors' constituents.

³ The Firm-wide blended hourly rates set forth in this column are calculated based on the total amounts and hours billed by V&E's domestic timekeepers, excluding all restructuring and reorganization timekeepers.

EXHIBIT B**BILLING SUMMARY BY PROJECT CATEGORY FOR SERVICES RENDERED
BY VINSON & ELKINS LLP DURING THE PERIOD OF
OCTOBER 26, 2015 THROUGH MARCH 31, 2016⁴**

CODE	DESCRIPTION	HOURS BUDGETED	FEES BUDGETED	HOURS BILLED	FEES SOUGHT
100	Asset Analysis and Recovery	5.0	\$5,000.00	4.7	\$4,265.00
101	Asset Disposition	775.0	\$500,000.00	1,011.0	\$639,896.00
102	Assumption and Rejection of Leases and Contracts	10.0	\$3,000.00	7.8	\$3,102.00
103	Avoidance Action Analysis	0.0	\$0.00	0.00	\$0.00
104	Budgeting (Case)	15.0	\$7,000.00	8.7	\$5,496.00
105	Business Operations	100.0	\$60,000.00	78.5	\$47,022.50
106	Case Administration	600.0	\$375,000.00	496.1	\$277,283.00
107	Claims Administration and Objections	175.0	\$100,000.00	263.6	\$166,179.50
108	Corporate Governance and Board Matters	45.0	\$30,000.00	30.1	\$20,834.00
109	Employee Benefits and Pensions	5.0	\$3,000.00	2.2	\$1,848.00
110	Employment and Fee Applications	275.0	\$150,000.00	137.3	\$62,579.50
111	Employment and Fee Application Objections	0.0	\$0.00	0.00	\$0.00
112	Financing and Cash Collateral	35.0	\$25,000.00	23.2	\$15,948.50
113	General Litigation	75.0	\$50,000.00	49.5	\$29,583.50
114	Meetings and Communications with Creditors	150.0	\$70,000.00	106.4	\$39,025.00

⁴ The amounts set forth herein do not include V&E's estimated fees for February and March 2016 services.

CODE	DESCRIPTION	HOURS BUDGETED	FEES BUDGETED	HOURS BILLED	FEES SOUGHT
115	Non-Working Travel	85.0	\$60,000.00	54.4	\$37,614.50
116	Plan and Disclosure Statement	700.0	\$500,000.00	457.9	\$342,962.50
117	Real Estate	0.0	\$0.00	0.00	\$0.00
118	Relief from Stay and Adequate Protection	5.0	\$3,000.00	2.1	\$1,233.50
119	Reporting	80.0	\$40,000.00	54.1	\$23,586.50
120	Tax	25.0	\$17,500.00	58.4	\$49,107.50
121	Valuation	0.0	\$0.00	0.00	\$0.00
TOTAL		3,160.0	\$1,998,500.00	2,846.0	\$1,767,567.00

EXHIBIT C

DETAIL OF TIME ENTRIES AND EXPENSES

Vinson&Elkins

Invoice

December 15, 2015

Raam Global Energy Company
 1537 Bull Lea Road
 Suite 200
 Lexington, KY 40511

Client/Matter Number RAA101 29000
Invoice Number 25514310
Billing Attorney T. M. Kelly

This invoice has been forwarded via e-mail to:
 JLatimer@bhpllc.com

Re: General Corporate Matters

Fees for services posted from October 26, 2015 through October 31, 2015:

Re: Asset Disposition

Date	Initials	Description	Hours
10/26/15	MROS	Conference calls regarding PSA and review and revise same (1.2).	1.20
10/27/15	RPDE	Email correspondence with David Seay regarding exhibits to Credit Agreement PSA (0.2); review PSA in connection with the same (2.0); compile tracker of PSA disclosures (0.8); review email correspondence with the company in connection with the same (0.30).	3.30
10/28/15	MROS	Review and revise offshore PSA (0.3); conferences regarding exhibits and schedules (0.2).	0.50
	HAP	Meetings with Bryan Lastrapes and Jared Dermont to discuss issues related to possible transaction with bidders (1.20)	1.20
	RPDE	Email with David Seay regarding credit bid exhibits and schedules (0.5); conference with David Seay and Paige Lee regarding the same (1.0); review draft credit bid Developed Lease and Undeveloped Lease schedules (1.5); email Paige Lee regarding the same (0.5); conference with Marc Rose regarding the same (0.5); review draft Credit Bid PSA (2.5).	6.50
10/29/15	BRFO	Analysis, conferences, and advise regarding sale process issues and 363 credit bid (5.1).	5.10
	RPDE	Conference with David Seay regarding credit bid exhibits and schedules (0.5); email David Seay regarding the same (0.2); review the same (0.2); conference with Marc Rose and Brad Foxman regarding employee override (0.3); begin to draft transaction checklist (4.0); conference with David Seay regarding treatment of land exhibits (0.5).	5.70
	KMSI	Begin research regarding key concepts of stalking-horse terms (1.50).	1.50
10/30/15	HAP	Email correspondence and telephone conferences with Brad Foxman and Steve Serajeddini concerning Highbridge proposed credit bid for RAAM assets (1.5); review Kirkland Ellis markup of asset purchase agreement (2.5).	4.00

I.R.S. NO. 74-1183015

Please reference client/matter and invoice numbers when making payment.

PLEASE REMIT TO:

VINSON & ELKINS LLP, PO BOX 301019, DALLAS, TX 75303-1019

Tel +1.713.758.2222 Fax +1.713.758.2346 www.velaw.com

V&E Invoice

Raam Global Energy Company December 15, 2015 Page 2

Client/Matter Number RAA101 29000
 Invoice Number 25514310
 Billing Attorney T. M. Kelly

Re: General Corporate Matters

	BRFO	Analysis of sale process issues and next steps (1.3); telephone conferences and correspondence with Moelis regarding same (1.7); two telephone conferences with Kirkland regarding same (.7).	4.00	
	RPDE	Email correspondence with Paige Lee and David Seay regarding land exhibits and schedules (0.3); review draft Ex. C-2 (0.3); continue to draft checklist (2.8); email Kirkland team regarding land exhibits (0.2); email Jeffrey Fitts regarding lease exhibits (0.2); prepare for conference call with RAAM, Moelis and Blackhill regarding Credit Bid PSA issues (0.5); conference regarding the same (1.0).	5.30	
	KMSI	Continue research regarding key components of stalking-horse bids. (1.20)	1.20	
10/31/15	MROS	Review credit bid Purchase Agreement (1.0).	1.00	
	BRFO	Initial review of comments to purchase agreement from Highbridge (.5); correspondence regarding bid procedures issues (.2).	0.70	
	RPDE	Email Marc Rose regarding Highbridge revisions to the APA and issues list (0.2); review the same (0.5); email correspondence with Marc Rose and Bradley Foxman regarding the same (0.3).	1.00	
Total			42.20	\$27,518.50

Re: Business Operations

Date	Initials	Description	Hours	
10/26/15	BRFO	Analysis, conferences, and correspondence regarding critical vendors issues (2.5); address cash collateral order issues (3.0).	5.50	
10/29/15	JEW	Interoffice conferences with Brad Foxman regarding ability of bonding company issues (.3); research regarding bonding issues (.7).	1.00	
10/31/15	BRFO	Correspondence regarding motion to allow Ace to pay for P&A work (0.3).	0.30	
	RAOC	Attention to email correspondence regarding plugging and abandonment operations and begin developing construct for motion regarding same (0.5).	0.50	
Total			7.30	\$5,177.00

I.R.S. NO. 74-1183015

Please reference client/matter and invoice numbers when making payment.

PLEASE REMIT TO:

VINSON & ELKINS LLP, PO BOX 301019, DALLAS, TX 75303-1019

Tel +1.713.758.2222 Fax +1.713.758.2346 www.velaw.com

V&E Invoice

Raam Global Energy Company December 15, 2015 Page 3

Client/Matter Number RAA101 29000
 Invoice Number 25514310
 Billing Attorney T. M. Kelly

Re: General Corporate Matters

Re: Case Administration

Date	Initials	Description	Hours
10/26/15	HAP	Telephone conference with Jim Latimer, Jarod Dermont, Bryan Lastrapes, Brad Foxman, Reese O'Connor and Kirkland Ellis attorneys concerning matters pertaining to Chapter 11 filing, cash collateral motion and order (3.5); commence preparation for first day hearings (1.5).	5.00
	BRFO	Work on first day pleadings and file bankruptcy case (7.0); conferences and correspondence with client and business team regarding open case issues and sale matters (3.5).	10.50
	RAOC	Attention to first day issues throughout the day (8.0); multiple conference calls with VE and Blackhill team regarding same (2.0); ongoing revisions to first day motions, orders, and exhibits throughout the day (4.0); review and respond to comments from K&E (1.0); launch chapter 11 case (3.0).	18.00
	BARD	Revise petitions and first day pleadings (2.5); finalize and file petitions and first day pleadings (8.0).	10.50
10/27/15	JEW	Interoffice conference with Reese O'Connor regarding first day pleadings and local rules regarding same (0.5).	0.50
	BRFO	Prepare for first day hearings, including while on flight from Dallas to Houston (4.4); prepare for and participate in telephone conference with US Trustee, and related correspondence, regarding first day matters (2.1); conferences with Blackhill advisors regarding first day hearing matters (2.3); attention to witness and exhibit list, agenda, and first day documents (1.1).	10.00
	BRFO	Correspondence with counsel to potential creditors regarding first day hearing and case inquiries (1.0).	1.00
	RAOC	Ongoing attention to first day issues (4.0); conference call with UST to discuss first day papers and UST comments thereto (1.0); revise proposed orders to address UST comments (1.0); draft witness preparation sheets for first day hearing (2.5); prepare hearing binders and witness and exhibit binders (2.5); review local rules, guidelines, complex procedures, and Judge Isgur's procedures to ensure compliance therewith (1.0); first day hearing preparation (3.0).	15.00
	BARD	Assist with preparation for first day hearing (3.5); finalize and file list of fifty largest unsecured creditors (0.5); finalize and file first day hearing agenda (0.5); finalize and file first day hearing witness and exhibit list (0.5).	5.00
10/28/15	FHPA	Correspondence regarding accounts potentially subject to Highbridge DACA (0.2).	0.20

I.R.S. NO. 74-1183015

Please reference client/matter and invoice numbers when making payment.

PLEASE REMIT TO:

VINSON & ELKINS LLP, PO BOX 301019, DALLAS, TX 75303-1019

Tel +1.713.758.2222 Fax +1.713.758.2346 www.velaw.com

V&E Invoice

Raam Global Energy Company

December 15, 2015

Page 4

Client/Matter Number RAA101 29000
 Invoice Number 25514310
 Billing Attorney T. M. Kelly

Re: General Corporate Matters

	HAP	Meetings with Jim Latimer, Matt Denny and Joel Brown to prepare for first day hearings (1.50); prepare for and attend hearing on first day motions (6.0).	7.50
	BRFO	Continue preparation for first day hearing and related conferences and correspondence (7.3); attend first day hearings (3.2).	10.50
	RAOC	Prepare for first day hearing (6.5); multiple revisions to proposed orders to address issues raised by UST and K&E (1.5); attend and present at first day hearing (2.0); meeting with B. Foxman, J. Latimer, and M. Willis to discuss hearing (0.5); discuss next steps with B. Foxman (0.5).	11.00
	BARD	Assist with preparation for first day hearing (3.5).	3.50
10/29/15	JEW	Interoffice conference with Reese O'Connor regarding language for first day orders (.20).	0.20
	BRFO	Analysis and revisions to proposed orders and related post-first day hearing issues (1.1); review and analysis of requested change to noteholder confidentiality agreements and related conferences and correspondence (1.5); multiple telephone conferences with Jim Latimer regarding open case administration matters (1.7).	4.30
	RAOC	Review and analysis of orders granted on 10/28 to determine compliance requirements, upcoming deadlines, and next steps during the interim period (2.5); calendar deadlines regarding same (0.4); revise proposed orders for utility payments, royalty payments, and payment of taxes, and discuss same with B. Foxman (2.6); email correspondence with C. McConnell and J. Latimer regarding bank account issues (0.3); calls with T. Marshall to address master service list issues (0.2).	6.00
	BARD	Prepare and submit hearing transcript request (0.3); receive and review notices of electronic filing (0.5); review complex chapter 11 procedures order (0.5); file organization (0.7).	2.00
10/30/15	BRFO	Address follow-up issues regarding first day orders and transition into chapter 11 (1.5); multiple telephone conferences with Jim Latimer and the company regarding chapter 11 process issues and next steps (1.9).	3.40

I.R.S. NO. 74-1183015

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V&E Invoice

Raam Global Energy Company December 15, 2015 Page 5

Client/Matter Number RAA101 29000
 Invoice Number 25514310
 Billing Attorney T. M. Kelly

Re: General Corporate Matters

RAOC	Review master service list (0.1); draft notice of filing initial master service list (0.2); revise proposed orders on first day motions and discuss same with B. Foxman (1.1); draft notice of final hearing on first day motions and discuss same with B. Foxman (0.3); finalize and file notices and proposed orders via ECF (0.3); discuss service-related matters with BMC Group (0.3); address bank and cash management-related issues throughout the day, including multiple discussions with C. McConnell and M. Denny regarding same (2.7).	5.00
BARD	Calendar multiple recurring deadlines pursuant to order granting complex chapter 11 treatment (0.8); receive and distribute first day hearing transcript (0.2); file organization (0.50).	1.50

Total	130.60	\$67,345.00
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Re: Employment and Fee Applications

Date	Initials	Description	Hours
10/29/15	RAOC	Review and revise draft of BMC retention application and engagement letter (1.3); email correspondence with B. Foxman regarding same (0.2).	1.50
10/30/15	RAOC	Work on BMC retention application and attention to related employment issues (3.0).	3.00
10/31/15	RAOC	Revise BMC employment application (1.5).	1.50
Total			6.00

	\$2,280.00
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Re: Financing and Cash Collateral

Date	Initials	Description	Hours
10/28/15	HAP	Telephone conference with Zack Clement, Steve Hessler and Steven Serajeddini to discuss issues related to cash collateral protection issues and sale process issues (.80).	0.80
	BRFO	Analysis and revisions regarding cash collateral order in advance of first day hearing (0.7).	0.70
Total			1.50

	\$1,248.50
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Re: Non-Working Travel

Date	Initials	Description	Hours
10/27/15	BRFO	Non-working travel from Dallas to Houston for first day hearing (working portion of travel billed under other applicable project category) (1.5).	1.50
10/28/15	BRFO	Non-working travel on return trip from Houston to Dallas (first day hearings) (3.5).	3.50

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V&E Invoice

Raam Global Energy Company December 15, 2015 Page 6

Client/Matter Number RAA101 29000
 Invoice Number 25514310
 Billing Attorney T. M. Kelly

Re: General Corporate Matters

Total	5.00	\$3,575.00
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Total fees and hours	192.60	\$107,144.00
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Disbursements and other charges posted from October 26, 2015 through October 31, 2015:**Travel**

10/28/15	HAP	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010126010 DATE: 11/4/2015 10/28/2015 Parking THEATER DISTRICT PAR HOUSTON TX - Courthouse parking at hearing on 10-28-2015.	15.00
10/28/15	RAOC	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010125985 DATE: 11/4/2015 10/28/2015 Parking THEATER DISTRICT PAR HOUSTON TX - Courthouse parking at hearing on 10-28-2015.	15.00
10/28/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010104791 DATE: 11/3/2015 10/28/2015 Fuel Costs SHELL OIL 5754344050 HOUSTON TX - Fuel for client's rental car in Houston, Texas to prepare for and attend first day hearing	6.75
10/28/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010104791 DATE: 11/3/2015 10/28/2015 Parking 99974 - ONE CITY CEN HOUSTON TX - Travel to Houston, Texas to prepare for and attend first day hearing	18.00
10/28/15	BRFO	VENDOR: Emp_Pd ChromeRiver INVOICE#: CE010010104791 DATE: 11/3/2015 10/28/2015 Parking NTTA - Travel to Houston, Texas to prepare for and attend first day hearing	34.00
10/29/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010104791 DATE: 11/3/2015 10/29/2015 Hotel - Lodging Travel to Houston, Texas to prepare for and attend first day hearing arrival: 10/27/2015 # of nights 1	270.18
Travel			\$358.93

Business Meals

10/26/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010042170 DATE: 10/29/2015 10/26/2015 DINING IN 9729310007 MA - Working dinner # of attendees 3	31.18
10/30/15		VENDOR: JP Morgan Chase - Petty Cash; INVOICE#: JPMCPC103015; DATE: 10/30/2015/ Breakfast for B. Foxman client meeting.	16.63
10/30/15		VENDOR: JP Morgan Chase - Petty Cash; INVOICE#: JPMCPC103015; DATE: 10/30/2015/ Lunch for B. Foxman client meeting.	43.30
Business Meals			\$91.11

Computer Legal Research

10/26/15	BRFO	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1015 DATE: 10/31/2015 Court: TXSBK 10/26/2015 Pages: 1	0.10
10/26/15	BRFO	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1015 DATE: 10/31/2015 Court: TXSBK 10/26/2015 Pages: 1	0.10
10/26/15	BRFO	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1015 DATE: 10/31/2015 Court: TXSBK 10/26/2015 Pages: 1	0.10
10/26/15	BARD	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1015 DATE: 10/31/2015 Court: TXSBK 10/26/2015 Pages: 1	0.10
10/27/15	RAOC	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1015 DATE: 10/31/2015 Court: TXSBK 10/27/2015 Pages: 4	0.40

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V&E Invoice

Raam Global Energy Company December 15, 2015 Page 7

Client/Matter Number RAA101 29000
 Invoice Number 25514310
 Billing Attorney T. M. Kelly

Re: General Corporate Matters

10/27/15	RAOC	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1015	0.40
		DATE: 10/31/2015 Court: TXSBK 10/27/2015 Pages: 4	
10/27/15	RAOC	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1015	0.70
		DATE: 10/31/2015 Court: TXSBK 10/27/2015 Pages: 7	
10/27/15	RAOC	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1015	0.50
		DATE: 10/31/2015 Court: TXSBK 10/27/2015 Pages: 5	
10/27/15	BARD	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1015	0.10
		DATE: 10/31/2015 Court: TXSBK 10/27/2015 Pages: 1	
10/27/15	BARD	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1015	0.10
		DATE: 10/31/2015 Court: TXSBK 10/27/2015 Pages: 1	
10/29/15	KMSI	RAA101-29000-103271	159.84
10/30/15	RAOC	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1015	0.30
		DATE: 10/31/2015 Court: TXSBK 10/30/2015 Pages: 3	
10/30/15	KMSI	RAA101-29000-103271	79.92

Computer Legal Research \$242.66

Photocopy

10/26/15	BARD	57 pages @ 0.15 per page	8.55
10/26/15	BARD	12 pages @ 0.15 per page	1.80
10/26/15	BARD	12 pages @ 0.15 per page	1.80
10/26/15	BARD	3 pages @ 0.15 per page	0.45
10/26/15	BARD	12 pages @ 0.15 per page	1.80
10/26/15	BARD	3 pages @ 0.15 per page	0.45
10/26/15	BARD	3 pages @ 0.15 per page	0.45
10/26/15	BARD	3 pages @ 0.15 per page	0.45
10/26/15	BARD	3 pages @ 0.15 per page	0.45
10/26/15	BARD	3 pages @ 0.15 per page	0.45
10/26/15	BARD	12 pages @ 0.15 per page	1.80
10/26/15	BARD	3 pages @ 0.15 per page	0.45
10/27/15	RAOC	5821 pages @ 0.15 per page Black and white printed electronic images _ Letter.	873.15
10/27/15	RAOC	Spine tabs (created and inserted). Total ten.	3.50
10/27/15	RAOC	5821 pages @ 0.15 per page	873.15
10/28/15	RAOC	50 pages @ 0.15 per page	7.50
10/28/15	HAP	1 page @ 0.15 per page	0.15
10/28/15	HAP	10 pages @ 0.15 per page	1.50
10/28/15	AMBE	18 pages @ 0.15 per page	2.70
10/28/15	AMBE	27 pages @ 0.15 per page	4.05
10/28/15	AMBE	36 pages @ 0.15 per page	5.40
10/28/15	AMBE	27 pages @ 0.15 per page	4.05
10/28/15	AMBE	45 pages @ 0.15 per page	6.75
10/28/15	AMBE	54 pages @ 0.15 per page	8.10
10/28/15	AMBE	45 pages @ 0.15 per page	6.75
10/28/15	AMBE	27 pages @ 0.15 per page	4.05
10/28/15	AMBE	333 pages @ 0.15 per page	49.95
10/28/15	AMBE	333 pages @ 0.15 per page	49.95

Photocopy \$1,919.60

Long Distance Telefax

10/29/15	BARD		0.50
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Long Distance Telefax \$0.50

I.R.S. NO. 74-1183015

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Invoice

Raam Global Energy Company

December 15, 2015

Page 8

Client/Matter Number RAA101 29000
 Invoice Number 25514310
 Billing Attorney T. M. Kelly

Re: General Corporate Matters

Filing Fees

10/26/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010042650 DATE: 10/29/2015 10/26/2015 Fees COURTS/USBC-TX-PAY 0 HOUSTON TX - Filing fees - bankruptcy petition	6,868.00
10/29/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010100107 DATE: 11/3/2015 10/29/2015 Fees IN *EXCEPTIONAL REPO CORPUS CHRISTI TX - Daily transcript	589.88
10/30/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010100107 DATE: 11/3/2015 10/30/2015 Fees IN *EXCEPTIONAL REPO CORPUS CHRISTI TX - Daily transcript	27.22

Filing Fees	\$7,485.10
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Overtime

10/27/15	RAAM Client Meeting in Conf. Center 25E. (McCullough, Jacob)	45.00
Overtime		\$45.00

Total	\$10,142.90
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Total disbursements and other charges	\$10,142.90
----------------------------------------------	--------------------

Total Invoice	\$117,286.90
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I.R.S. NO. 74-1183015

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Invoice

December 15, 2015

Raam Global Energy Company
1537 Bull Lea Road
Suite 200
Lexington, KY 40511

Client/Matter Number RAA101 29000
Invoice Number 25514310
Billing Attorney T. M. Kelly

This invoice has been forwarded via e-mail to:
JLatimer@bhpllc.com

Re: General Corporate Matters

REMITTANCE COPY

Fees for services posted from October 26, 2015 through October 31, 2015	\$107,144.00
Disbursements and other charges posted from October 26, 2015 through October 31, 2015	10,142.90
Total Invoice	\$117,286.90

Please return this page with your payment

Total amount (payable in U.S. dollars) due by January 14, 2016

I.R.S. NO. 74-1183015

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Invoice

December 15, 2015

Raam Global Energy Company
 1537 Bull Lea Road
 Suite 200
 Lexington, KY 40511

Client/Matter Number RAA101 29000
Invoice Number 25514250
Billing Attorney T. M. Kelly

This invoice has been forwarded via e-mail to:
 JLatimer@bhpllc.com

Re: General Corporate Matters

Fees for services posted from November 1, 2015 through November 30, 2015:

Re: Asset Analysis and Recovery

Date	Initials	Description	Hours	
11/17/15	HAP	Email correspondence and telephone conferences with Brad Foxman, Kirkland Ellis, DLA Piper and Blackhill Partners concerning cash collateral hearing, sale issues and other related matters (2.5).	2.50	
11/18/15	FHPA	Conference with John West and Steve Tarry regarding grant of lien and perfection requirements on tax refunds (.70).	0.70	
11/19/15	JMBR	Conferences with John West regarding refunds (.10); conference with Alex Kamel regarding research on state law issues (.20); e-mail correspondence regarding same (.10).	0.40	
	FHPA	Conference regarding grant of liens and perfection on tax refunds (0.8).	0.80	
11/20/15	JMBR	Calls to Glen Rosenbaum and Brad Foxman (0.3).	0.30	
Total			4.70	\$4,265.00

Re: Asset Disposition

Date	Initials	Description	Hours	
11/01/15	MROS	Review credit bid Purchase Agreement (1.0).	1.00	
	HAP	Email correspondence with Brad Foxman, Jim Latimer and Steve Serrajadenni concerning Highbridge credit bid proposal (1.5).	1.50	
	BRFO	Analysis and correspondence regarding credit bid APA and related issues (1.0).	1.00	
11/02/15	MROS	Review PSA (2.0); telephone conferences regarding same (1.0); review and revise PSA (2.0).	5.00	
	PTWA	Conference with Marc Rose regarding asset sale process and PSA (0.3); correspond with Jim Meyer regarding same (0.2).	0.50	

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V&E Invoice

Raam Global Energy Company

December 15, 2015

Page 2

Client/Matter Number RAA101 29000
 Invoice Number 25514250
 Billing Attorney T. M. Kelly

Re: General Corporate Matters

	HAP	Prepare for and participate in conference call with VE team, Moelis and Blackhill partners concerning comments to draft of Highbridge asset purchase agreement and strategy for negotiating with Highbridge (2.0); prepare for and participate in conference call with Highbridge, Moelis, Kirkland Ellis, VE team and Blackhill Partners to discuss comments to Highbridge asset purchase agreement, proposed auction process and bonding company's position concerning same (1.50).	3.50
	BRFO	Prepare for and participate in telephone conferences with Blackhill and Moelis regarding sale process (1.9); prepare for and participate in all hands call with Highbridge regarding same (1.0); analysis and advice regarding purchase agreement issues (.9); correspond with potential bidder regarding inquiry (.2); continue to work on sale pleadings (1.1).	5.10
	RPDE	Review Kirkland markup of APA (1.0); prepare for conference with the company regarding the same (.50); conference with company regarding the same (1.0); email David Seay regarding the same (.30); conference with Highbridge regarding the same (1.0); review and revise the APA (4.50); email David Seay regarding new exhibits and schedules (.30); email Todd Way regarding tax comments to APA (.20).	8.80
	RAOC	Continue to work on plugging and abandonment motion and address and discuss related issues with J. West and B. Foxman (5.0).	5.00
11/03/15	MROS	Review and revise PSA (3.0); conferences regarding same (2.0).	4.70
	HAP	Telephone conference with potential bidder concerning interest in possible bid on RAAM oil and gas assets and email correspondence concerning same (0.6).	0.60
	BRFO	Additional analysis and advice regarding purchase agreement issues (1.5); continue to work on sale and bid procedures pleadings (2.5); numerous telephone conferences and correspondence regarding sale process issues and bid procedures (3.5); analysis and correspondence regarding exit financing proposal (.4); analysis and correspondence regarding ROFR on building (.8).	8.70
	RPDE	Email David Seay regarding APA questions (.30); conference with Cody Parker at Kirkland & Ellis regarding Buyer comments to APA (.50); review and revise APA (5.0); conference with Marc Rose regarding the same (1.0); email Beth McEntee regarding Seller transaction approvals (.20); research the same (2.0); review and revise the same (1.0); email Highbridge team regarding revised APA (.30).	10.30

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Raam Global Energy Company December 15, 2015

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Client/Matter Number	RAA101 29000
Invoice Number	25514250
Billing Attorney	T. M. Kelly

Re: General Corporate Matters

	RAOC	Continue to work on plugging and abandonment motion (2.6); discuss plugging and abandonment research issues with J. West and K. Sigwarth (0.3); research and analysis regarding plugging and abandonment issues (2.9).	5.80
11/04/15	MROS	Telephone conference regarding PSA and other matters (2.0); review schedules (2.0); conferences regarding signing matters (0.5).	4.50
	SMJA	Review Purchase Agreement (.50); telephone conferences regarding disclosure schedules (.30).	0.80
	BRFO	Continue to work on sale pleadings (3.2); analysis and telephone conferences regarding sale and sale process issues (2.7); prepare for and participate in telephone conference regarding financing proposal (.3); prepare for and participate in telephone conference with Highbridge regarding open sale process issues (.9).	7.10
	RPDE	Review and revise draft of Credit Bid APA (1.0); attend all-hands conference regarding transaction (1.0); conference with Marc Rose regarding APA (.20); conference with Brad Foxman regarding the same (.30); email correspondence with David Seay regarding exhibits/schedules (.20); review and revise the same (1.0); conference with Cody Carper at K&E regarding APA (.30); email Cody Carper regarding exhibits and schedules (.30); revise and update transaction checklist (1.0); conference with Stephen Jacobson and David Seay regarding employee benefits schedule (.50); revise transaction approvals (1.0); conference with Brad Foxman and Marc Rose regarding the same (.50).	7.30
	RAOC	In depth research and analysis regarding plugging and abandonment issues and potential options for the Debtors based on case law in the Southern District of Texas and in the Fifth Circuit (12.6).	12.60
11/05/15	MROS	Review and revise PSA and telephone conferences regarding same (5.0).	5.00
	HAP	Prepare for and participate in conference call with Brad Foxman, Gina Scherer and Keith Langley to discuss Ace's position on the cash consideration to be left behind in the Highbridge asset purchase agreement (1.30); work on analysis of professional fees to wrap up Chapter 11 post-Highbridge sale and to determine what a hypothetical Chapter 7 would look like (1.50); emails and telephone conferences with Jim Latimer and Brad Foxman concerning Highbridge cash consideration component of the asset purchase agreement (2.10).	4.90

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V&E Invoice

Raam Global Energy Company

December 15, 2015

Page 4

Client/Matter Number RAA101 29000
 Invoice Number 25514250
 Billing Attorney T. M. Kelly

Re: General Corporate Matters

BRFO	Continue to work on sale and bid procedures pleadings and APA issues (4.6); analysis, correspondence, and discussions regarding cash portion of purchase price (3.1); correspondence regarding sale process dates and questions (.8); correspondence regarding confidentiality agreement for participation in the sale process (.3).	8.80
RPDE	Review and revise draft of APA (3.5); attend all-hands conference regarding transaction (1.5); conference with Marc Rose regarding APA (0.5); conference with Brad Foxman regarding the same (0.5); email correspondence with David Seay regarding exhibits/schedules (0.5); review and revise the same (2.0); conference with Cody Carper at K&E regarding APA (0.5); email Cody Carper regarding exhibits and schedules (0.3); revise and update transaction checklist (1.0).	9.30
RAOC	Continue to research and analyze plugging and abandonment issues (2.4); prepare for meeting with team regarding same (0.3); call with team to discuss research and related issues (0.5); draft memorandum regarding Debtor's abandonment issues (2.6).	5.80
KMSI	Conference with Reese O'Connor, Harry Perrin, and John West regarding prospective obligations regarding client-leased real property interests (.60); conference with Reese O'Connor regarding contours of abandonment of real property interests (.30).	0.90
11/06/15 MROS	Finalize PSA (1.0); conferences regarding open matters (1.50)	2.50
HAP	Multiple telephone conferences with Brad Foxman, Jim Latimer and Steve Serajeddini concerning Highbridge asset purchase agreement and amount of cash consideration to be paid by Highbridge (2.10); multiple conference calls with Jim Latimer, Jeff Fitz, Brad Foxman and Steve Serajeddini to discuss cash consideration to be paid by Highbridge in connection with asset purchase agreement (1.30).	3.40
HAP	Prepare for and participate in conference call with Gina Scherer, Keith Langley and Brad Foxman concerning Ace's position on Highbridge asset purchase agreement, cash consideration and other issues related to shutting in oil and gas wells and plugging and abandonment process (1.10); numerous emails with Steve Serajeddini, Brad Foxman, Keith Langley and Jim Latimer concerning Highbridge asset purchase agreement and Ace bonding issues (1.10).	2.20

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V&E Invoice

Raam Global Energy Company December 15, 2015 Page 5

Client/Matter Number	RAA101 29000
Invoice Number	25514250
Billing Attorney	T. M. Kelly

Re: General Corporate Matters

	BRFO	Multiple telephone conferences with Jim Latimer, Harry Perrin, and Highbridge regarding purchase agreement issues (3.5); analyze, comment on, and finalize for signature purchase agreement (2.3); finalize and file sale pleadings with related negotiations and communications (2.2); prepare for and participate in board call regarding sale process authorization (1.0).	9.00
	RPDE	Manage signing of Credit Bid APA (2.0); review and revise the same (4.0); review and revise final exhibits and schedules (2.0); conference with Cody Carper regarding the same (.30).	8.30
11/07/15	RAOC	Attention to email correspondence regarding abandonment research (0.3).	0.30
	KMSI	Research and analyze of abandonment issues. (2.70)	2.70
11/08/15	HAP	Telephone conference with Tom Hensley concerning possible retention of Parkman Whaling as sales agent in connection with the disposition of the Debtor's assets and email correspondence with Brad Foxman and Tom Hensley concerning Highbridge credit bid and sale procedures motion (.80); email correspondence with Brad Foxman and Keith Langley concerning Highbridge credit bid, asset purchase agreement, sale process and Ace's position concerning same (.60).	1.40
	BRFO	Correspond with counsel to Ace regarding sale process (.5); correspond with Parkman Whaling regarding same (.3).	0.80
	RAOC	Continue to draft abandonment memorandum and related analysis (2.0).	2.00
11/09/15	HAP	Emails and telephone conferences with Steve Serajeddini, Keith Langley and Jerod Dermont concerning sale process and issues pertaining to shutting in of oil and gas wells and P&A liabilities (1.6).	1.60
	BRFO	Correspond regarding sale process and resolutions authorizing stalking horse APA (0.6).	0.60
	RPDE	Compile and review final signing documents (1.9); draft closing checklist (0.50); email Dave Seay regarding revised Cure Cost schedule and Champion transfer (.20); email board member regarding transaction approvals (.20).	2.80
	RAOC	Continue to work on abandonment memorandum (3.5).	3.50
11/10/15	HAP	Telephone conferences with Steve Serajeddini and Michael Willis regarding shutting in wells and P&A issues (1.1).	1.10
	BRFO	Follow-up on post-purchase agreement signing matters including checklist and closing deliverables (0.8).	0.80

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Raam Global Energy Company December 15, 2015

Page 6

Client/Matter Number RAA101 29000
 Invoice Number 25514250
 Billing Attorney T. M. Kelly

Re: General Corporate Matters

	RPDE	Review JOA regarding Tweety Bird farmout issue (0.5); draft summary of the same (1.0); review and revise transaction checklist (1.5); review signing documents for completeness and accuracy (1.0).	4.00
	RAOC	Continue to work on abandonment memorandum (2.9).	2.90
11/11/15	HAP	Prepare for and participate in conference call with Keith Langley, Steve Serajeddini, Gina Scherer, Brad Foxman and Jessica Peet to discuss Ace's position on Highbridge APA, process of shutting in wells and P&A issues (1.7).	1.70
	RPDE	Review and revise closing checklist (0.5); conference with Brad Foxman regarding preparation for closing (.30); draft Champion joinder (1.5).	2.30
	RAOC	Attention to plugging and abandonment issues (0.2).	0.20
11/12/15	RPDE	Review and revise confidentiality agreement (1.50); conference with Dave Seay and Paige Lee regarding closing preparation (.50); review and revise Champion ratification and joinder (1.20); email unsecured creditor committee counsel regarding confidentiality agreement (.30); conference with Brad Foxman regarding closing preparation (.50).	4.00
11/13/15	RPDE	Conference with Dave Seay regarding data room and cure cost schedule (.50); research Champion Delaware entity status (1.30).	1.80
	RAOC	Review objection to sale motion filed by State of Louisiana (0.2).	0.20
11/16/15	KTRU	Obtain annual report information for Champion Exploration International, Inc. and forward to Rob Derivaux (.50).	0.50
	FHPA	Review and provide comments to Oaktree NDA (.70).	0.70
	RPDE	Conference with Dave Seay regarding executory contracts (.30); email Dave Seay and Paige Lee regarding Champion entities (.20); review organizational documents regarding the same (.30); review and revise Champion joinder and transaction approvals (.50); email Paige Lee regarding regulatory-related closing deliverables (.20); revise checklist regarding the same (1.0).	2.50
11/18/15	HAP	Prepare for and attend office conference with representatives of Kirkland Ellis, ACE American Insurance Company, Blackhill Partners, RAAM senior management and Highbridge to discuss proposed resolution of shut-in and plugging and abandonment issues and issues related to the Highbridge credit bid sale process and plan process (3.0).	3.00

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Re: General Corporate Matters

	RPDE	Conference with Cody Carper regarding closing items (.50); conference with Tim Cone regarding Champion entity (.50).	1.00
11/19/15	HAP	Email correspondence concerning scope of APA with respect to possible tax refunds of royalty overpayment issues (0.4).	0.40
	HAP	Email correspondence and telephone conferences with Parkman Whaling concerning sale process (.80).	0.80
	BRFO	Correspondence and analysis regarding barge sale (0.3).	0.30
	RPDE	Email memorandum to Marc Rose and Brad Foxman regarding transaction update (.30); conference with Tim Cone regarding Champion DE entity (0.5); review documents re: the same (1.0); email Dave Seay regarding the same (.20); email creditor committee counsel regarding Confidentiality Agreement (.50).	2.50
11/20/15	MROS	Telephone conferences regarding auction process (1.0); exchange emails regarding confidentiality agreements (0.5).	1.50
	BRFO	Prepare for and participate in telephone conference with Parkman Whaling regarding sale process (1.3); correspondence regarding data room for bidders (.3).	1.60
	BRFO	Correspondence and analysis regarding barge sale (0.4).	0.40
	RPDE	Email Marc Rose and Brad Foxman regarding BOEM qualification (.30); email Cody Carper regarding employee list (.20); email Dave Seay regarding employee list and exhibits to APA (.30).	0.80
11/23/15	KTRU	Conference with Rob Derivaux and CT Corp. regarding the current Delaware status of Century Exploration International, Inc (.3).	0.30
	HAP	Meeting with Parkman Whaling to discuss issues pertaining to sale process (1.8); emails and telephone conferences with Company and Parkman Whaling data room and bid procedures issues (1.2).	3.00
	BRFO	Analysis and correspondence regarding potential barge sale (0.4).	0.40
	BRFO	Correspond with Parkman Whaling regarding regarding sale process issues (0.3).	0.30
	RPDE	Draft confidentiality agreement for potential bidders (1.5); email Marc Rose regarding the same (.20); email Paige Lee regarding Century Exploration International, Inc (.30); review organizational documents regarding the same (.50); email committee counsel regarding joinders to confidentiality agreement (.30).	2.80

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11/24/15	BRFO	Correspondence regarding confidentiality agreements for potential bidders (0.2).	0.20
	RPDE	Email Marc Rose regarding joinder documents (0.3).	0.30
11/25/15	MROS	Exchange emails regarding checklist (.1); review same(.2); review confidentiality agreement comments (.2).	0.50
	BRFO	Correspondence regarding confidentiality agreement for bidders (0.3).	0.30
	RPDE	Revise and update transaction checklist (.80); conference with Paige Lee regarding Cure Cost Schedule (.30); review updated exhibits/schedules (.50); email Cody Carper regarding updates to exhibits/schedules (.20); revise Confidentiality Agreement (.50); email Parker Whaling regarding the same (.20).	2.50
11/27/15	MROS	Review confidentiality agreement and provide comments (0.2).	0.20
	HAP	Prepare for and participate in conference call with Michael Willis, Jim Latimer and Brad Foxman concerning proposed stipulation among creditors committee, debtor, Highbridge and ACE related to sale process and plan of reorganization (1.1); review revised stipulation (.20).	1.30
	BRFO	Revise bid procedures order and its numerous exhibits (1.5).	1.50
	RPDE	Review bidder comments to Confidentiality Agreement (.20); email correspondence regarding the same (.10).	0.30
11/28/15	BRFO	Revisions and correspondence regarding bid procedures order (0.9).	0.90
11/30/15	KTRU	Coordinate payment of invoice for the annual report obtained from Delaware for director and officer information (.30).	0.30
	MROS	Review PSA amendment (1.0); conference calls regarding same (.2); exchange email regarding same (.3).	1.50
	HAP	Emails and telephone conferences with Parkman Whaling concerning issues pertaining to sale process (1.1); email correspondence and telephone conferences with the Department of Justice attorneys and Brad Foxman concerning sale process (.60); emails and correspondence with Kirkland Ellis, DLA Piper, State of Louisiana and Blackhill concerning issues pertaining to sale process (.90); email correspondence from Kirkland Ellis and VE transaction team concerning proposed amendments to asset purchase agreement and consider implications with respect to disclosure statement approval process (1.7).	4.30

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BRFO	Revise and circulate bid procedures order exhibits (.9); review and conferences regarding purchase agreement amendment (1.2); analysis and advice regarding cure schedule (.3); correspondence and telephone conference with counsel to USA regarding potential bid procedures objection (.4); correspond with counsel to state of Louisiana regarding resolution of bid procedures objections (.2).	3.00
RPDE	Revise proposed amendment to APA (1.0); email correspondence regarding same (.20); review RAAM revisions to Cure Cost Schedule (.30).	1.50
RAOC	Follow-up research regarding plugging and abandonment issues (1.6).	1.60

Total	231.60	\$152,712.50
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Re: Assumption and Rejection of Leases and Contracts

Date	Initials	Description	Hours
11/12/15	KMSI	Review and analysis of Century Exploration oil and gas leases, locating and analyzing lease termination provisions. (2.50)	2.50
11/13/15	KMSI	Review and analyze Century Exploration oil and gas leases, and submit summary to Brad Foxman (2.80)	2.80
Total		5.30	\$2,014.00

Re: Budgeting (Case)

Date	Initials	Description	Hours
11/02/15	BRFO	Analysis, correspondence, and telephone conferences regarding wind-down budget (2.5).	2.50
11/23/15	BRFO	Analysis and correspondence regarding budget and wind-down budget (0.5).	0.50
11/24/15	RAOC	Work on budget and staffing plan for first interim period (0.7).	0.70
11/25/15	RAOC	Work on budget and staffing plan for first interim period (1.8).	1.80
Total		5.50	\$3,095.00

Re: Business Operations

Date	Initials	Description	Hours
11/01/15	RAOC	Continue to work on plugging and abandonment expenses motion and analysis related issues (4.0).	4.00

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11/02/15	JEW	Review draft of motion to authorize ACE to pay certain plugging and abandonment costs (.70); brief research and analysis of potential issues (1.0); interoffice conference with Reese O'Connor and Brad Foxman regarding potential issues (.30).	2.00
	BRFO	Correspondence regarding Tweety Bird lease and related matters (.5); correspondence regarding payment of building loan (.2).	0.70
11/03/15	JEW	Review, edit and revise motion seeking approval to enter into plugging and abandonment contracts (.60); interoffice conferences with Reese O'Connor regarding motion (.30); interoffice conference with Brad Foxman and Harry Perrin regarding plugging and abandonment issues (.60); review opinions issued by, and transcripts of hearings before, Judge Isgur regarding plugging and abandonment issues (2.5).	4.00
11/04/15	JEW	Various interoffice conferences with Harry Perrin and Reese O'Connor regarding plugging and abandonment issues (.90); research into plugging and abandonment issues (1.1).	2.00
11/05/15	JEW	Research into plugging and abandonment issues (.90); interoffice conference with Brad Foxman, Harry Perrin and Reese O'Connor regarding plugging and abandonment issues (.50).	1.40
11/09/15	HAP	Emails and telephone conferences with Brad Foxman, Steve Serajeddini, Casey Doherty and Mike Bishop concerning the Tweety Bird prospect and possible farmout or possible loan to cover the costs thereof (2.50).	2.50
	BRFO	Analysis, correspondence and advise regarding Tweety Bird well (.9); telephone conference with counsel to Lakeside regarding same (.7).	1.60
	BRFO	Conferences regarding potential well shut ins (.8).	0.80
11/10/15	BRFO	Correspondence and conferences with Michael Willis regarding compressor matters and employee concerns (1.0).	1.00
	BRFO	Analysis, correspondence, and advice regarding Tweety Bird well issues (1.3); telephone conferences regarding Ace creditor matters (.9).	2.20
11/13/15	BRFO	Telephone conference with counsel to Lakeside regarding Tweety Bird prospect (0.3).	0.30
11/15/15	HAP	Email correspondence with client and VE team concerning royalty and working interest owner motion and review related documentation (1.1).	1.10

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Re: General Corporate Matters

11/16/15	HAP	Email correspondence and telephone conferences from Casey Doherty concerning Tweety Bird prospect (.60).	0.60
	KMSI	Begin researching implications of party to oil and gas contract's consent to further exploration, but inability to pay costs of exploration. (.60)	0.60
11/17/15	HAP	Emails and telephone conferences with Casey Doherty concerning Tweety Bird prospect (.7).	0.70
	KMSI	Continue researching implications of JOA issues. (1.00)	1.00
11/18/15	JEW	Interoffice conference with Reese O'Connor regarding motion to deliver checks for plugging and abandonment services (.2).	0.20
	RAOC	Draft ACE motion (3.5).	3.50
11/19/15	JEW	Interoffice conferences with Harry Perrin, Brad Foxman and Mark Brazzil regarding refunds of overpayment of royalties and various taxes (.40); review, edit and revise draft of a motion to continue with plugging and abandonment program (1.0).	1.40
	HAP	Emails and telephone conferences with Casey Doherty, Brad Foxman and Steve Serajeddini concerning Tweety Bird prospect (.8).	0.80
	BRFO	Correspondence and telephone conferences regarding Tweety Bird election (1.7); correspondence regarding coast guard fine (.3); analysis and correspondence regarding investor website (.4).	2.40
	RAOC	Work on ACE motion and agreed order and research and analysis regarding same (9.9); work on Coast Guard penalty motion (0.7).	10.60
11/20/15	HAP	Prepare for and participate in conference call with Parkman Whaling and VE team concerning sale process, draft asset purchase agreement, due diligence matters and electronic data room (1.30).	1.30
	BRFO	Prepare for and participate in multiple telephone conferences regarding Tweety Bird election with related correspondence (2.1).	2.10
	RAOC	Work on ACE motion and agreed order (1.4); work on Coast Guard penalty motion and order and brief research regarding same (0.5); attention to email correspondence regarding ACE motion (0.1).	2.00
11/21/15	RAOC	Revise ACE motion and agreed order and email correspondence regarding same (2.3).	2.30

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Re: General Corporate Matters

11/22/15	RAOC	Revise ACE motion and agreed order (0.2).	0.20	
11/23/15	RAOC	Revise ACE motion and agreed order and email correspondence regarding same (1.0); finalize and file ACE motion via ECF (0.3).	1.30	
11/24/15	RAOC	Attention to ACE motion issues (0.7).	0.70	
11/27/15	HAP	Email and correspondence with Brad Foxman, Kirkland Ellis and DLA Piper regarding cash collateral order (.6).	0.60	
11/30/15	RAOC	Revise coast guard motion and order (0.4); research code of federal regulations and case law regarding same (0.8).	1.20	
Total			57.10	\$34,694.50

Re: Case Administration

Date	Initials	Description	Hours
11/01/15	BRFO	Analysis and correspondence regarding update to Highbridge (.3); correspondence regarding Ace payment motion (.3); correspond with Kirkland regarding committee and budget (.2).	0.80
	KMSI	Continue research regarding key provisions of bankruptcy case structure pertaining to valuation via stalking-horse bidding. (4.30)	4.30
11/02/15	HAP	Prepare for and participate in conference call with Brad Foxman, Keith Langley and Gina Scherer concerning bonding company's position on proposed credit bid and auction process with Highbridge Capital (1.30); emails and telephone conferences with Brad Foxman, Jim Latimer and Jared Dermont concerning sale process (1.0); review wind-down budget and participate in conference call with Blackhill Partners and Moelis concerning revisions to wind-down budget (.5).	2.80
	BRFO	Correspond with UST regarding financial statements (.3).	0.30
	BRFO	Prepare for and participate in telephone conference with counsel to Ace regarding escrow, P&A, and Ace case concerns (.9); analysis regarding same (.8); analysis regarding Ace motion to permit P&A payments (.8).	2.50
	BRFO	Analysis and conferences regarding Farallon lock-up request (.5).	0.50
	RAOC	Attention to various cash management and bank account issues (1.0).	1.00
	RAOC	Calls with M. Denny to discuss administrative issues (0.2); discuss next steps with B. Foxman (0.1).	0.30

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	KMSI	Complete research regarding key components of bankruptcy case structure within precedent and analogous bankruptcy filings (7.50); conference with Brad Foxman regarding findings (.30).	7.80
	BARD	Revise declarations of electronic filing (.80).	0.80
11/03/15	HAP	Email correspondence and telephone conferences with Jim Latimer, Brad Foxman, Michael Willis and Steve Serajeddini concerning issues pertaining to the wind-down budget, possible shut in of unprofitable offshore properties and plugging and abandonment issues (2.4).	2.40
	HAP	Prepare for and participate in conference call with Highbridge representatives, Kirkland Ellis, Moelis and Blackhill to discuss operational update and issues pertaining to the wind-down budget (.8).	0.80
	HAP	Review research concerning plugging and abandonment issues pertaining to Ace's claims and determination of whether administrative claims are prepetition claims (1.10); interoffice conferences with John West and Brad Foxman to discuss strategy on handling plugging and abandonment issues and prospective treatment of claims asserted by Ace (.80); email and telephone conference with Jim Latimer to discuss issues pertaining to wind-down budget, professional fees and carve out of funds for creditors fund to possibly fund a liquidating plan of reorganization (.80).	2.70
	BRFO	Analysis and conferences regarding Ace/P&A issues (1.9); conferences with Jessica Peet regarding same (.3).	2.20
	BRFO	Revise and send out letter to Capital One regarding bank accounts (.4); conferences regarding schedules and SOFAs (.3); analysis and advice regarding 341 notice issues (.4).	1.10
	RAOC	Multiple calls with M. Denny to discuss updates and next steps (0.5); attention to Bank of America account issues (0.7); calls with B. Foxman to discuss next steps (0.3); revise notice of commencement, review bankruptcy rules regarding calculation of dates, and email correspondence with N. Holley regarding same (0.5); revise Bank of America stop payment letter (0.1).	2.10
11/04/15	BRFO	Correspondence regarding potential creditors committee (.3).	0.30
	RAOC	Call with N. Holley to discuss bank account issues (0.2).	0.20
	BARD	Finalize and file proof of service (0.3); finalize and file notice of commencement (0.3); file organization (1.0).	1.60

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11/05/15	HAP	Prepare for and participate in Board conference call concerning discussion and approval of Highbridge asset purchase agreement (1.50); telephone conferences with Brad Foxman, Michael Willis and Jim Latimer concerning analysis of cash consideration to be provided by Highbridge under the asset purchase agreement including discussions concerning wind-down budget, plugging and abandonment obligations and monitoring of wells pending commencement of P&A obligations; professional fees budget (2.5).	4.00
	HAP	Telephone conferences with Jerod Dermont, Jim Latimer and Brad Foxman concerning Highbridge cash component of the asset purchase agreement and need to restructure financial advisor fee (.7).	0.70
	BRFO	Multiple telephone conferences and correspondence regarding Ace concerns with case and escrow (1.5).	1.50
11/06/15	RAOC	Attention to issues regarding master service list (0.3); attention to bank account issues (0.4); call with Judge Isgur's case manager regarding status of proposed orders (0.1); discuss same with B. Foxman (0.2); call with B. Foxman to discuss call with N. Holley and sale motion (0.3); draft notice of hearing on sale motion and attention to email correspondence regarding same (0.3).	1.60
	BARD	Finalize and file proof of service (0.3); finalize and file revised service list (0.3); file organization (1.5).	2.10
11/07/15	BRFO	Conference with Harry Perrin regarding open case issues and action items (.3).	0.30
11/09/15	BRFO	Correspondence regarding Ace information request (.4); correspondence and conferences regarding BofA escrow account issues (.8); telephone conferences regarding Ace case concerns (.7); attention to Moelis termination letter issues (.4); analysis and correspondence regarding critical vendors list (.9).	3.20
	RAOC	Attention to calls from creditors and interested parties throughout the day (0.3); attention to email correspondence regarding BMC notice procedures (0.1).	0.40
	BARD	Respond to creditor inquiries and update telephone log (1.8); finalize and file proof of service (0.3); file organization (0.6).	2.70
11/10/15	BRFO	Revise and circulate Moelis termination letter (.6); correspondence regarding Bank of America escrow account compliance with UST (.5); introductory telephone conference with counsel to the committee (.4).	1.50
	RAOC	Call with C. McConnell to discuss Capital One issues (0.2).	0.20

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Re: General Corporate Matters

	KMSI	Conference with Brad Foxman regarding assignment (.10); begin research regarding parameters of administrative claims arising from joint operating agreements. (.60)	0.70
	BARD	Respond to creditor inquiries and update telephone log (3.8); finalize and file proof of service (0.3)	4.10
11/11/15	HAP	Emails and telephone conferences with Brad Foxman, Steve Serajeddini, Jessica Peet and Michael Willis regarding critical vendor issues and plugging and abandonment issues (1.7).	1.70
	BRFO	Prepare for and participate in multiple telephone conferences regarding Ace and related issues (1.5); prepare for and participate in telephone conference with professionals to the committee (1.3); attention to committee confidentiality agreement and information requests (.6); conferences regarding Farallon trading request (.7); review and comment on Tweety Bird extension letter (.4); attention to evidentiary matters for final hearing on first day motions (.5).	5.00
	RAOC	Draft witness and exhibit list for upcoming hearing (0.2); discuss same with B. Foxman (0.1); attention to email correspondence regarding general case administration issues (0.4).	0.70
	BARD	Finalize and file proof of service (0.3) finalize and file witness and exhibit list (0.3).	0.60
11/12/15	HAP	Review email correspondence from client and Kirkland Ellis concerning proposed list of of critical vendors (.70); prepare for and participate in conference call with Kirkland Ellis, Highbridge, Brad Foxman, Michael Willis and Blackhill Partners to review critical vendor list and discuss bases for critical vendor status (.90); email correspondence from Kyung Lee concerning critical vendor motion (.20); review and analyze email correspondence and related documentation from client concerning checks distributed from ACE escrow account (.60); telephone conferences with Michael Willis concerning checks issued from ACE escrow account (.60); conference call with Brad Foxman and Steve Serajeddini and Jessica Peet concerning checks issued from ACE escrow account and ACE's position with respect to cashier's checks issued prepetition that have not been mailed (.60).	3.60
	BRFO	Numerous telephone conferences and correspondence regarding Ace case issues (1.6); correspondence and conferences regarding critical vendors list and matters (1.7); correspondence regarding cash collateral budget and matters regarding final hearing on first day motions (.4); correspond with committee regarding confidentiality agreements and access to data room with related follow-up (.7).	4.50

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Re: General Corporate Matters

	RAOC	Revise interim compensation procedures motion and order (3.0).	3.00
11/13/15	HAP	Conference calls with Brad Foxman, Keith Langley and Gina Scherer concerning ACE position on delivery of checks issued by Bank of America prepetition that have not been mailed (.70); telephone conferences with Brad Foxman, Jessica Peet and Steve Serajeddini concerning critical vendor motion, cash collateral motion and checks issued from ACE escrow account prepetition that have not been mailed (1.30).	2.00
	BRFO	Prepare for and participate in multiple conferences regarding Ace case issues (1.5); correspondence and conferences regarding critical vendors pleadings (.3); additional advice and communications regarding final hearing on first day motions and related issues (.4).	2.20
	RAOC	Attention to email correspondence regarding administrative and service issues (0.5); review pleadings and attachments filed via ECF for quality control (1.1).	1.60
11/14/15	BRFO	Correspondence regarding pre-petition checks (.8); correspondence regarding first day pleadings and final hearing thereon (.9); correspond with counsel to Ace regarding case issues and related follow-up with K&E (.7)	2.40
	RAOC	Attention to email correspondence and file organization (0.3).	0.30
11/15/15	BRFO	Correspondence with counsel to creditors committee regarding objection deadlines (.2); correspond with counsel to Ace and Highbridge regarding Ace check and objection issues (.6); correspond with counsel to Highbridge regarding final hearings on first day motions (.6); preparation for final hearing on first day motions (1.5).	2.90
	RAOC	Attention to email correspondence regarding to do list and hearing preparation (0.3); draft final orders for hearing (3.0).	3.30
11/16/15	BRFO	Review and comment on first day orders (1.1); preparation for final hearing on first day motions (2.1); review and comment on agenda (.3); analysis and correspondence regarding cleared check issues (.9); correspondence with counsel to Ace regarding held checks and Ace meeting (.7); telephone conferences with CRO regarding open case issues and action items (.8).	5.90

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Re: General Corporate Matters

	RAOC	Update checklist and review items to do this week (0.5); update final order payment chart (0.8); email correspondence regarding Capital One checks (0.3); revise all final orders and run redlines of same (1.5); calls and email correspondence regarding same (1.0); attention to Capital One issues throughout the day (1.8); review transcript from October 28 hearing (0.5); draft agenda for hearing (1.0); final hearing preparation (0.9); upload agenda to Court's website (0.2).	8.50
11/17/15	HAP	Further review of legal research concerning plugging and abandonment liability and potential administrative claims status (.9).	0.90
	BRFO	Prepare for and attend initial debtor interview with the UST (1.5); preparation for final hearing on first day motions (2.3); correspond with Champion Exploration regarding case inquiries (.4).	4.20
	RAOC	Attention to Capital One issues (0.2); hearing preparation (6.2); prepare pleading binders for the Court (1.5); prepare exhibit binders (0.4); update final order payment chart (0.1).	8.60
11/18/15	HAP	Prepare for and attend cash collateral hearing and other first day hearings continued from prior hearing date.	2.00
	BRFO	Prepare for and attend final hearing on first day motions (5.5); prepare for and participate in settlement conference with Ace and Highbridge regarding P&A/Ace concerns (2.8); telephone conference with counsel to lender on building regarding inquiry (.3); telephone conference with counsel to Farallon regarding trading inquiry (.4).	9.00
	RAOC	Attention to email correspondence (0.2); hearing preparation (3.5); attend and present at hearing (2.0); participate in meeting with Blackhill and VE team (0.5).	6.20
11/19/15	HAP	Email correspondence and telephone conferences with VE counsel and Kirkland counsel concerning discovery matters proposed by Creditors' Committee (.70).	0.70
	BRFO	Review and comment on Ace settlement pleadings (1.3); analysis and conferences regarding Committee information request and discovery email (1.1); telephone conference with representative of Champion and related follow-up (1.2).	3.60
	RAOC	Revise and finalize NOL documents for service (0.5); attention to service issues (0.5); draft notice of hearing and file via ECF (0.2).	1.20

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 Billing Attorney T. M. Kelly

Re: General Corporate Matters

11/20/15	HAP	Email correspondence and conference calls with Blackhill, client, DLA Piper, Kirkland Ellis and Brad Foxman concerning committee discovery matters (1.9); review draft of motion for authority to mail checks issued prepetition out of the escrow account for PNA obligations and for authority to continue use of escrow disbursement arrangement with respect to postpetition PNA obligations and interoffice conferences concerning same (.70).	2.60
	RAOC	Draft notice of filing of revised master service list and file same via ECF (0.2).	0.20
11/21/15	HAP	Multiple conference calls with Michael Willis, Matt Denny, Brad Foxman and Leon Smith concerning prepetition trade payables analysis before and after payment of PNA obligations for which checks were issued prepetition out of the escrow account, and critical vendor payments (2.8); review financial analysis of prepetition payables, critical vendor analysis and PNA costs covered by ACE escrow account checks prepetition (.80); emails and telephone conferences with with Steve Serajeddini concerning the same (.70).	4.30
	BRFO	Analysis and correspondence regarding Ace motion (.4).	0.40
11/22/15	HAP	Emails and telephone conferences with Leon Smith, Michael Willis and Matt Denny concerning prepetition accounts payable analysis, prepetition plugging and abandonment liabilities and critical vendor analysis (1.3); conference call with Jeff Fitts, Steve Serajeddini, Leon Smith and Matt Denny concerning prepetition accounts payable analysis (.60); email correspondence with Brad Foxman and Steve Serajeddini concerning the foregoing (.30); email and telephone conference with Vince Slusher concerning prepetition payables analysis (.40).	2.60
11/23/15	BRFO	Continue to address committee discovery and information requests (3.1); correspondence regarding committee confidentiality agreement (.3); review and communications regarding Ace payment motion to finalize for filing (1.2); conferences and correspondence regarding Tweety Bird DIP loan (.5); telephone conferences with Jim Latimer regarding open case issues (.7).	5.80
	BARD	Request November 18 hearing transcript (0.3).	0.30
11/24/15	BRFO	Telephone conference with counsel to state of Louisiana to address objections (.3); review and analysis regarding Coast Guard payment motion (.5); correspond with counsel to building lender regarding appraisal and related follow-up (.4); preparation for upcoming omnibus hearing (.9); correspondence and analysis regarding royalty payment motion issues (.7); correspond with Jim Latimer regarding payment authorizations (.3).	3.10

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Re: General Corporate Matters

	RAOC	Call with case manager for Judge Isgur regarding expedited relief and draft and file notice of hearing for ACE motion (0.3); draft witness and exhibit list for December 2, 2015 hearing (0.3).	0.60	
	BARD	Confirm hearing transcript request with transcriber and arrange for payment of deposit (0.2); finalize and file notice of filing exhibits to ACE motion (0.5).	0.70	
	KAFU	Assist case team with extracted PDF files from an external live public website (0.6).	0.60	
11/25/15	BRFO	Telephone conferences, correspondence, and analysis regarding Acock asserted claims and asserted causes of action (1.4); correspondence and conferences regarding motion to pay royalties (.7).	2.10	
	RAOC	Draft notice of hearing/notice of filing of disclosure statement and email correspondence regarding same (0.3).	0.50	
	BARD	Finalize and file motion for approval of disclosure statement and exhibits (1.5)	1.50	
11/27/15	BRFO	Telephone conferences and correspondence regarding potential Acock settlement (1.5); correspondence regarding Champion creditor inquiry (.3); correspondence with BMC and Court regarding service of notice of hearing (.3).	2.10	
	RAOC	Draft notice of filing of revised Master Service List and file same via ECF (0.3); attention to email correspondence (0.2).	0.50	
11/28/15	BRFO	Analysis and correspondence regarding potential Acock settlement (0.9).	0.90	
11/29/15	BRFO	Analysis and correspondence regarding potential settlement with Acock (1.3); telephone conference with Jim Latimer regarding open case issues and action items (.6).	1.90	
11/30/15	BRFO	Conferences and correspondence regarding Acock objections and negotiations (2.7); draft response to Acock objections (1.5); preparation for omnibus hearing on multiple motions including analysis of lease payment motion issues (2.3); conferences with Jim Latimer regarding open case issues (.6); conference and correspondence with counsel to committee regarding upcoming hearing (.4).	7.50	
	RAOC	Compile to-do list for the week (0.4); calls and email correspondence with case manager for Judge Isgur (0.2); work on agenda for hearing and upload to Court's website (0.6).	1.20	
Total			181.50	\$111,808.50

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Re: General Corporate Matters

Re: Claims Administration and Objections

Date	Initials	Description	Hours
11/02/15	FHPA	Correspondence regarding existing lenders to facility (0.5).	0.50
11/03/15	KMSI	Conference with Reese O'Connor (.10); research and analyze legal issues regarding claims (8.20).	8.30
11/18/15	KMSI	Continue research and analysis of potential claims issues (1.30).	1.30
11/19/15	AKAM	Review Texas, Louisiana and Federal Law on the formation of a perfected security interest on state tax refunds and claims against government entities (3.80).	3.80
11/20/15	KMSI	Continue research and analysis of potential claims issues (.70).	0.70
11/29/15	KMSI	Research and analyze proof of claim issues (3.30)	3.30
11/30/15	KMSI	Research contours of requirement that party objecting to motion must adequately brief components of objection. (.30)	0.30
Total			18.20 \$7,123.50

Re: Corporate Governance and Board Matters

Date	Initials	Description	Hours
11/03/15	ERMC	Correspondence and call with V&E team (.5); review precedent resolutions (.2); review Purchase Agreement (.6); review LLC Agreements and Delaware law (.5); draft resolutions for RAAM, Century Resources, Century New Orleans and Century Houston (1.0).	2.80
11/04/15	BRFO	Multiple telephone conferences and correspondence to prepare for board meeting (1.9); review and circulate board consents with summary of matters for board consideration (1.3).	3.20
11/05/15	BRFO	Prepare for and participate in board meeting (1.0).	1.00
11/06/15	FHPA	Correspondence regarding organizational documents (0.3).	0.30
	HAP	Prepare for and participate in conference call with Board of Directors to discuss the Highbridge asset purchase agreement and obtain Board approval (.9).	0.90
11/10/15	ERMC	Correspondence with V&E team (.1); review revised termination letter (.1).	0.20
11/16/15	ERLA	SERPP: Discuss open items and next steps with Will Rearden (.30).	0.30

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Re: General Corporate Matters

Total	8.70	\$6,018.00
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Re: Employee Benefits and Pensions

Date	Initials	Description	Hours
11/19/15	BRFO	Correspondence regarding Blue Cross issues (0.2).	0.20
Total			0.20

\$143.00**Re: Employment and Fee Applications**

Date	Initials	Description	Hours
11/02/15	RAOC	Revise BMC application (3.1); review and provide comments to declaration in support of BMC application (.5); draft proposed order for BMC application (1.2).	4.80
11/03/15	RAOC	Attention to BMC retention issues (0.5).	0.50
11/04/15	BRFO	Review and comment upon BMC retention application (0.7).	0.70
	RAOC	Finalize notice of commencement and discuss service of same with BMC (0.3).	0.30
11/05/15	BRFO	Prepare for and participate in telephone conference with Moelis to discuss retention matters (0.5).	0.50
	RAOC	Revise BMC retention application (0.4); email correspondence with T. Marshall regarding same (0.1); work on V&E retention application (4.3); work on Blackhill retention application (0.7).	5.50
11/06/15	RAOC	Attention to email correspondence regarding BMC retention application (0.3); revise BMC retention application (1.0); work on Blackhill retention application (1.0); work on V&E retention application (1.8); call with N. Holley to discuss BMC retention application and other issues regarding employment of professionals (0.3); attention to email correspondence regarding professional retention applications (0.2).	4.60
11/07/15	RAOC	Attention to issues regarding V&E retention application (0.3).	0.30
11/08/15	RAOC	Work on V&E employment application and affidavit (1.5).	1.50
11/09/15	SKMO	Discuss termination of Moelis and other bankruptcy matters with Brad Foxman; review termination letter (.3).	0.30
	HAP	Emails and telephone conferences with Tom Hensley and Jim Latimer concerning retention of Parkman Whaling as sales agent / financial advisor (1.50).	1.50
	BRFO	Attention to Parkman Whaling retention issues (0.9).	0.90

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Re: General Corporate Matters

	ERMC	Correspondence with V&E team (.2); review Engagement Letter (.2); review precedent (.2); draft and revise termination letter (.4).	1.00
	RAOC	Revise Blackhill employment application, affidavit, and order (2.1); revise motion to retain and compensate ordinary course professionals, affidavit, and order (3.0); draft application to employ broker, affidavit, and order (2.6); draft application to employ Parkman Whaling, affidavit, and order (4.2).	11.90
11/10/15	BRFO	Analysis and communications regarding Parkman Whaling engagement letter (.9); analysis regarding retention applications and related pleadings (1.4).	2.30
	RAOC	Revise application to employ broker, affidavit, and order (0.8); revise Blackhill employment order (0.2); research regarding professional retention issues (2.2); work on Parkman Whaling retention application, affidavit, and order (1.6); attention to V&E retention issues (1.9); call with B. Foxman to discuss drafts of employment applications (0.2).	6.90
11/11/15	HAP	Telephone conferences with Tom Hensley regarding Parkman Whaling engagement letter and disclosure issues (0.3); attention to matters pertaining to VE retention papers (0.3).	0.60
	BRFO	Analysis, revisions, and communications regarding numerous professional employment applications and related matters (3.9).	3.90
	RAOC	Review and revise retention applications, affidavits, and orders for debtor's professionals and attention to related retention issues throughout the day (8.0).	8.00
11/12/15	BRFO	Review and comment upon professional retention applications and related pleadings (2.6).	2.60
	RAOC	Attention to retention issues throughout the day and revise employment applications for V&E, Parkman Whaling, Newcor, and Blackhill (7.7); revise ordinary course professional motion, order and exhibits and calls with M. Denny regarding same (1.0).	8.70
11/13/15	BRFO	Analysis, conferences, and correspondence regarding finalizing and filing of professional retention applications (2.9).	2.90
	RAOC	Work on, finalize, and file retention applications and exhibit throughout the day (8.5); attention to email correspondence regarding Parkman Whaling engagement letter (0.5); multiple revisions to Parkman Whaling engagement letter (0.5); meeting and calls with T. Hensley regarding same (0.5).	10.00
11/16/15	BRFO	Correspondence regarding Moelis termination letter and engagement letter (0.4).	0.40

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Re: General Corporate Matters

11/24/15	RAOC	Attention to retention issues for professionals (0.3).	0.30	
11/30/15	RAOC	Draft supplemental declaration of H. Perrin for V&E employment application and email correspondence regarding same (1.0); begin drafting Ryan employment application and email correspondence regarding same (2.1).	3.10	
Total			84.00	\$38,163.00

Re: Financing and Cash Collateral

Date	Initials	Description	Hours
11/03/15	RAOC	Compile list of reporting requirements under cash collateral order and credit agreement and discuss same with M. Denny (1.0).	1.00
11/06/15	RAOC	Attention to email correspondence regarding cash collateral budget (0.2).	0.20
11/09/15	BRFO	Correspond with Blackhill regarding budget questions (0.3).	0.30
11/11/15	BRFO	Correspondence regarding cash collateral order and budget (0.4).	0.40
11/13/15	RAOC	Review objection to cash collateral motion filed by Acock Consulting (0.3).	0.30
11/16/15	HAP	Email correspondence from Creditors' Committee, Highbridge, client and ACE American Bonding Company concerning proposed changes to cash collateral order (2.30).	2.30
	BRFO	Conferences and negotiations regarding cash collateral order to resolve objections (2.4).	2.40
	RAOC	Draft notice of filing of cash collateral order and calls and email correspondence with B. Foxman regarding same (0.3).	0.30
11/17/15	HAP	Review latest draft of cash collateral order and email correspondence from Highbridge, DLA Piper and ACE American Insurance Company concerning same (.7).	0.70
	BRFO	Communications regarding cash collateral order with creditors and finalize same for hearing (1.9).	1.90
11/24/15	FHPA	Review correspondence on successor agent agreement (0.5).	0.50
	BRFO	Review and analysis of committee objection to cash collateral order (0.5).	0.50
11/25/15	BRFO	Analysis and correspondence regarding budget and proposed final cash collateral order (1.4).	1.40

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Re: General Corporate Matters

11/30/15 BRFO Analysis and correspondence regarding cash collateral order (0.4). 0.40

Total 12.60 \$9,106.00

Re: General Litigation

Date	Initials	Description	Hours
11/02/15	BRFO	Correspondence regarding California lawsuit (0.3).	0.30
	RAOC	Attention to email correspondence with B. Foxman and M. Willis regarding California lawsuit (0.2).	0.20
11/03/15	RAOC	Email correspondence with M. Willis regarding California lawsuit (.2).	0.20
11/05/15	RAOC	Attention to issues regarding California lawsuit (0.2).	0.20
11/06/15	MWMO	Confer with Reese O'Connor and B. Foxman regarding California lawsuit (0.4); telephone call to plaintiff's counsel (0.2); prepare and file notice of suggestion of bankruptcy (0.7); confer with Laura Palekar regarding same (0.2).	1.50
	BRFO	Analysis and advice regarding staying of California suit (0.3).	0.30
	LELP	Conference regarding filing for California suit (.20).	0.20
	RAOC	Calls with B. Foxman and M. Moran to discuss California lawsuit (0.6); call with plaintiff's counsel regarding same (0.1).	0.70
11/09/15	MWMO	Confer with Laura Palekar, Brad Foxman, and Reese O'Connor regarding California lawsuit and attention to related stay issues (0.5).	0.50
	LELP	Finalize filing for California suit (.20).	0.20
	RAOC	Attention to email correspondence regarding California lawsuit (0.1).	0.10
11/14/15	RAOC	Attention to email correspondence regarding California lawsuit (0.2).	0.20
11/19/15	MWMO	Review message from Reese O'Connor (0.1); confer with Laura Palekar regarding suggestion of bankruptcy (0.2).	0.30
	RAOC	Attention to issues regarding California lawsuit (0.2).	0.20
11/20/15	MWMO	Conference with Brad Foxman regarding William Miller lawsuit and strategy regarding same (0.3); telephone call to Kern County Superior Court Clerk (0.3); review and complete form for civil stay (0.3); begin review of discovery from UCC (0.1).	1.00
11/21/15	MWMO	Begin review of discovery requests (0.2).	0.20

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Re: General Corporate Matters

11/22/15	MWMO	Review discovery and conferences regarding same (2.0).	2.00
	BRFO	Analysis, correspondence, and conferences regarding committee information requests and discovery (1.5).	1.50
11/23/15	MWMO	Review pleadings related to upcoming discovery and hearing; (2.6); telephone call with team regarding upcoming hearing and overall strategy (0.5); telephone call with Bryan Stephany regarding discovery issues (0.4); telephone call with Dan Simon regarding discovery issues and upcoming hearing (0.5); review documents to be produced (1.0); work on discovery responses throughout day and confer with Kent Piacenti and Brad Foxman regarding same (2.0).	7.00
	RKPI	Confer with Matt Moran regarding case background and Notice and Subpoena (1.3); prepare for and participate in conference call with Matt Denny, Harry Perrin, Matt Moran, and Brad Foxman (1.5); draft Objections and Responses to Notice and Subpoena (3.5); begin collecting and reviewing documents for production (.9)	7.20
	JPCE	Address production logistics with litigation team (0.3).	0.30
	MSPO	Telephone conference with Kent Piacenti regarding documents to process for review and production (.30).	0.30
11/24/15	MWMO	Work on and revise discovery responses (1.2); confer throughout day with Kent Piacenti regarding same (0.6); telephone conferences throughout day regarding strategy and settlement possibilities (0.5); confer with Matt Denny regarding discovery issues (0.3); confer with Jim Latimer regarding deposition and discovery (0.4); telephone conference with M. Willis regarding discovery and deposition (1.3); prepare for depositions (0.6); telephone call with Bryan Stephany regarding discovery (0.3); email correspondence with committee counsel regarding deposition scheduling (0.2); review documents for production (1.5).	6.50
	MDFU	Receive, analyze, quality-control check and process, outgoing document production per request of Matt Moran and Kent Piacenti. (1.0)	1.00
	BRFO	Conferences, correspondence, and analysis regarding committee discovery requests and issues (1.1)	1.10
	RKPI	Revise Objections and Responses to Notice and Subpoena (1.3); meet with Matt Moran regarding collection and production of documents (1.2); continue collecting documents and preparing for production (2.0).	4.50

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Re: General Corporate Matters

	MSPO	Review communication between Kent Piacenti, Michelle Fulbright, Jennifer Williams, and Matt Moran regarding document production (.30).	0.30	
11/25/15	MWMO	Review committees objection to cash collateral motion (0.5); work on and revise responses to discovery requests and confer with Kent Piacenti regarding re same (1.0); confer throughout day with Brad Foxman regarding status and strategy (0.5); review documents to be produced (0.5); email correspondence with committee counsel regarding deposition scheduling (0.3).	2.80	
	BRFO	Correspondence and conferences regarding committee discovery and related issues (0.8).	0.80	
	RKPI	Revise Objections and Responses to Notice and Subpoena (.8); correspond with Matt Moran and Jennifer Williams regarding production (.2).	1.00	
11/27/15	BRFO	Correspondence regarding Committee discovery (0.3).	0.30	
	RKPI	Correspond with Matt Moran and Brad Foxman regarding subpoena, production, and settlement (0.2).	0.20	
11/30/15	MWMO	Review notice of stay (0.1); email correspondence with Brad Foxman and Reese O'Connor regarding same (0.2).	0.30	
Total			43.40	\$26,885.00

Re: Meetings and Communications with Creditors

Date	Initials	Description	Hours
11/02/15	CGS	Conference call with Brad Foxman to discuss request from creditor on trading restrictions (0.5).	0.50
	RAOC	Attention to issues related to initial debtor interview and calls with M. Denny to discuss same (0.5).	0.50
11/03/15	BRFO	Prepare for and participate in status update call with Highbridge (1.0).	1.00
	BRFO	Telephone conference with counsel to Montco regarding claim (0.3).	0.30
11/05/15	BRFO	Two telephone conferences with counsel to vendors regarding critical vendors inquiries (0.6).	0.60
11/06/15	BRFO	Telephone conferences and correspondence with counsel to Ace regarding escrow and process concerns (1.5); correspond with counsel to Montco regarding case update (.2); correspond with counsel to bondholders regarding confidentiality agreement (.3).	2.00

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Re: General Corporate Matters

11/09/15	BRFO	Telephone conference with Jessica Peet regarding Highbridge inquiries (.3); correspond with counsel to Farallon regarding trading inquiry (.3).	0.60
11/10/15	CEZI	Develop strategy with respect to counterparty's request to be released from standstill provision (0.3); analyze research file regarding insider trading liability for purposes of same (0.9).	1.20
	BRFO	Correspond with Farallon regarding trading request (.3).	0.30
11/11/15	CEZI	Develop strategy with respect to counterparty's request to be released from its standstill obligation (0.5); analyze legal research file regarding insider trading claims for purposes of same (1.7); analyze legal research file regarding Regulation FD for purposes of same (0.5).	2.70
	BARD	Respond to creditor inquiries and update telephone log (3.5).	3.50
11/12/15	BARD	Respond to creditor inquiries and update telephone log (2.9).	2.90
11/13/15	BRFO	Correspondence regarding Committee information requests and confidentiality agreements (0.5).	0.50
	BARD	Respond to creditor inquiries and update telephone log (3.2).	3.20
11/14/15	RAOC	Attention to email correspondence with creditors (0.2).	0.20
11/16/15	RAOC	Attention to email correspondence from creditors/counsel to creditors (0.3).	0.30
	BARD	Respond to creditor inquiries and update telephone log (5.2).	5.20
11/17/15	RAOC	Attention to email correspondence with creditors/counsel to creditors (0.1).	0.10
	BARD	Respond to creditor inquiries and update telephone log (4.5).	4.50
11/18/15	RAOC	Participate in meeting with ACE, Highbridge, VE team, and Blackhill (2.5).	2.50
	BARD	Respond to creditor inquiries and update telephone log (4.1).	4.10
11/19/15	BRFO	Telephone conference with Jim McCartney, royalty creditor (0.3).	0.30
	RAOC	Calls with creditors/counsel to creditors (0.4).	0.40
	BARD	Review and respond to creditor inquiries and update telephone log (2.5).	2.50
11/20/15	BRFO	Prepare for and participate in telephone conference with Committee regarding information requests and discovery (1.3).	1.30

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	BARD	Review and respond to creditor inquiries and update telephone log (3.0).	3.00	
11/21/15	BRFO	Multiple telephone conferences and correspondence regarding Committee information requests and discovery (2.3).	2.30	
11/23/15	BRFO	Telephone conference with counsel to lender on building (0.3).	0.30	
	RAOC	Call with creditor (0.1).	0.10	
	BARD	Review and respond to creditor inquiries and update telephone log (4.2).	4.20	
11/27/15	RAOC	Attention to creditor committee discovery issues (0.4).	0.40	
11/30/15	RAOC	Call with counsel for royalty creditor (0.2).	0.20	
Total			51.70	\$19,641.50

Re: Non-Working Travel

Date	Initials	Description	Hours	
11/17/15	BRFO	Drive from Dallas to Houston for final hearing on first day pleadings (4.5).	4.50	
11/18/15	BRFO	Return drive from Houston to Dallas from final hearing on first day matters (4.0).	4.00	
Total			8.50	\$6,077.50

Re: Plan and Disclosure Statement

Date	Initials	Description	Hours	
11/05/15	JEW	Interoffice conference with Harry Perrin regarding preparation of liquidating plan (0.1).	0.10	
11/06/15	JEW	Interoffice conference with Harry Perrin and Brad Foxman regarding preparation of liquidating plan (.30); review emails from Brad Foxman (.20).	0.50	
	BRFO	Analysis and correspondence regarding potential liquidating plan and relating pleadings (0.5).	0.50	
11/08/15	JEW	Work on preparing draft of a plan of liquidation (2.5).	2.50	
11/09/15	JEW	Work on preparing draft of a plan of liquidation (8.5).	8.50	
	BRFO	Analysis and conferences regarding plan of liquidation (0.8).	0.80	

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11/10/15	JEW	Work on draft of a liquidating plan of reorganization (7.0).	7.00
11/11/15	JEW	Work on plan of liquidation (8.1).	8.10
	HAP	Initial review of draft of plan of liquidation (2.1)	2.10
11/12/15	JEW	Review, edit and revise plan of liquidation (1.5); begin working on disclosure statement (2.5); interoffice conference with Brad Foxman regarding revisions to plan of liquidation (.50).	4.50
11/13/15	JEW	Review, edit and revise plan of liquidation (1.6); interoffice conference with Brad Foxman regarding plan of liquidation (.30); review term sheet regarding plan of liquidation prepared by attorneys for first lien lenders (.70).	2.60
	BRFO	Analysis and conferences regarding draft plan of liquidation (1.5).	1.50
11/16/15	JEW	Review, edit and revise plan of liquidation (.50); work on disclosure statement for plan of liquidation (5.5).	6.00
	HAP	Review and revise latest draft of RAAM liquidating plan of reorganization (1.7).	1.70
11/17/15	JEW	Edit and revise plan of liquidation (.70); work on draft of disclosure statement for plan of liquidation (3.70).	4.40
11/18/15	JEW	Work on disclosure statement and plan of liquidation (1.8); attend meeting with representatives of ACE Insurance and the first lien lenders to discuss plugging and abandonment issues and plan of liquidation issues (3.70).	5.50
11/20/15	JEW	Work on Disclosure Statement (1.0).	1.00
11/22/15	BRFO	Review of Highbridge comments to plan of liquidation (0.4).	0.40
11/23/15	JEW	Review and provide comments to changes made to the plan of liquidation by Kirkland and Ellis for Highbridge (1.90); make revisions to plan of liquidation and edit same (1.70); edit and revise disclosure statement to conform to plan (4.7); review, edit and revise motion to approve disclosure statement and corresponding order (2.3); interoffice conferences with Brad Foxman regarding revisions to plan (.70).	11.30
	HAP	Emails and telephone conferences with Kirkland Ellis, DLA Piper, Blackhill, ACE counsel and Company concerning possible settlement to be incorporated into a plan of reorganization (3.1).	3.10
	BRFO	Review, analysis, and advice regarding plan and disclosure statement (1.3).	1.30
	RAOC	Revise disclosure statement for J. West (1.3).	1.30

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Raam Global Energy Company

December 15, 2015

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 Invoice Number 25514250
 Billing Attorney T. M. Kelly

Re: General Corporate Matters

11/24/15	JEW	Review, edit and revise disclosure statement for plan of liquidation (5.5); review revisions to plan of liquidation provided by Highbridge (1.1); review, edit and revise plan of liquidation (2.9); prepare, review, edit and revise motion for approval of disclosure statement and accompanying order (2.0); begin review and revisions to notices and ballots for plan of liquidation (1.0).	12.50
	HAP	Further emails and conference calls regarding POR negotiations with Kirkland Ellis, ACE counsel, DLA Piper, Blackhill and Company (3.1).	3.10
	BRFO	Multiple telephone conferences and correspondence with counsel to Highbridge and Ace regarding potential settlement in plan (2.5); telephone conferences with debtors regarding same (1.6); review, comment on, and file plan and disclosure statement (2.5); review and comment on motion to approve disclosure statement and balloting procedures (1.1).	7.80
	RAOC	Revise disclosure statement and ballots for J. West (5.0); revise motion to approve disclosure statement and proposed order for same (3.0).	8.50
11/25/15	JEW	Review and revise motion for approval of disclosure statement (.50); prepare, review and revise various notices and ballots to be attached to the motion for approval of disclosure statement (2.5).	3.00
	HAP	Emails and telephone conferences with Kirkland Ellis, DLA Piper, Blackhill, Huron, Company and Brad Foxman concerning proposed stipulation related to Highbridge sale and plan process (3.3).	3.30
	BRFO	Multiple telephone conferences and related correspondence to negotiate plan stipulation with Committee, Ace, and Highbridge (2.5); multiple conferences and correspondence with Michael Willis, Harry Perrin, and Jim Latimer regarding same (2.1).	4.60
	BRFO	Review and analysis regarding motion to approve disclosure statement and approve voting and solicitation procedures (1.8).	1.80
	RAOC	Attention to email correspondence regarding disclosure statement motion and ballots (0.3).	0.30
11/26/15	HAP	Review schedules and analyses concerning certain P&A liabilities in regard to evaluations; emails and telephone conferences with Michael Willis, Brad Foxman and Jim Latimer (2.1).	2.10

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 Billing Attorney T. M. Kelly

Re: General Corporate Matters

	BRFO	Multiple telephone conferences and related correspondence/analysis regarding plan stipulation and related plan issues (2.5).	2.50	
11/27/15	BRFO	Multiple telephone conferences and correspondence regarding plan stipulation (1.9); draft and file notice of same (.4).	2.30	
Total			126.50	\$100,139.50

Re: Relief from Stay and Adequate Protection

Date	Initials	Description	Hours	
11/03/15	RAOC	Review Louisiana lift stay motion and memorandum and set calendar deadlines for responding to attending hearing on same (0.5); email correspondence regarding same (0.1).	0.60	
11/22/15	BRFO	Analysis and correspondence regarding State of Louisiana lift stay motion (0.3).	0.30	
	RAOC	Attention to email correspondence regarding Louisiana audit (0.2).	0.20	
11/27/15	BRFO	Revise order on relief from stay for State of Louisiana motion (0.7).	0.70	
11/28/15	BRFO	Correspond with counsel to State of Louisiana regarding proposed order on stay motion (0.3).	0.30	
Total			2.10	\$1,233.50

Re: Reporting

Date	Initials	Description	Hours	
11/03/15	RAOC	Attention to issues regarding schedules and statements (0.9); work on global notes for schedules and statements (2.5).	3.40	
11/05/15	RAOC	Call with M. Denny to discuss initial debtor report (0.2).	0.20	
11/10/15	BRFO	Correspondence and advice regarding initial debtor report (0.5).	0.50	
	RAOC	Attention to initial debtor report issues throughout the day (4.4).	4.40	
11/16/15	BRFO	Telephone conference and correspondence with BMC group regarding schedules and SOFAs (.6); correspond with UST regarding same (.2).	0.80	
11/17/15	RAOC	Prepare for initial debtor interview (2.0); attend initial debtor interview (1.0).	3.00	

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Raam Global Energy Company December 15, 2015 Page 32

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 Invoice Number 25514250
 Billing Attorney T. M. Kelly

Re: General Corporate Matters

11/20/15	BRFO	Analysis and communications regarding MORs and schedules/SOFAs (0.4).	0.40	
	RAOC	Work on global notes to schedules (3.7); attention to reporting issues (0.3); review MORs and file via ECF (0.5); work on schedules (2.0).	6.50	
11/21/15	RAOC	Review and revise schedules and attention to email correspondence regarding same (2.7).	2.70	
11/23/15	BRFO	Review, analysis, and advice regarding schedule A and B issues (1.9).	1.90	
	RAOC	Work on schedules and ongoing attention to related issues (4.0); continue to revise and refine global notes for schedules (2.5); review updated draft of schedules, finalize global notes, and file schedules via ECF (1.5).	8.00	
Total			31.80	\$13,290.00

Re: Tax

Date	Initials	Description	Hours
11/03/15	JSM	Review, analyze and revise draft of Asset Purchase Agreement with Highbridge entities to address tax-related issues (2.0); conferences with Marc Rose and Todd Way regarding Asset Purchase Agreement (.50).	2.50
11/04/15	JSM	Review and analyze revised draft of Asset Purchase Agreement (.50).	0.50
11/05/15	JSM	Review and analyze revised draft of Asset Purchase Agreement (.40); conference with Rob Derivaux (.10).	0.50
	ASF	Review and provide draft Section 382 disclosure to Judy Blissard for inclusion in tax disclosures (0.2).	0.20
11/16/15	BRFO	Correspondence regarding severance tax questions (0.3).	0.30
11/18/15	RAOC	Attention to tax issues (0.2).	0.20
11/19/15	HAP	Prepare for and participate in conference call with Blackhill, Raam and Brad Foxman to discuss issues pertaining to possible State of Texas sales tax refund, State of Texas severance tax return and State of Louisiana and federal royalty refunds (1.5).	1.50
	BRFO	Prepare for and participate in telephone conference with tax firm regarding potential refunds (1.3); follow up analysis and conferences regarding same (.6).	1.90
	RAOC	Call with Ryan, Blackhill, M. Willis, and VE team to discuss tax issues (0.8).	0.80

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Raam Global Energy Company December 15, 2015 Page 33

Client/Matter Number RAA101 29000
 Invoice Number 25514250
 Billing Attorney T. M. Kelly

Re: General Corporate Matters

Total	8.40	\$7,405.00
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Total fees and hours	881.80	\$546,246.00
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Disbursements and other charges posted from November 1, 2015 through November 30, 2015:**Miscellaneous**

11/17/15	RAOC	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010372715 DATE: 11/24/2015 11/17/2015 Supplies RADIOSHACK COR180505 HOUSTON TX - Flash drive to copy all pleadings / documents and give to the Judge at hearing on 11/18/2015.	12.98
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Miscellaneous	\$12.98
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Travel

11/03/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010104791 DATE: 11/3/2015 11/03/2015 Hotel - Internet FOUR SEASONS HOUSTON HOUSTON TX - Travel to Houston, Texas to prepare for and attend first day hearing	19.43
11/10/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010364247 DATE: 11/24/2015 11/10/2015 Airfare Southwest Airlines ticket# 5262158240651 - Attend RAAM hearing in Houston, Texas for FOXMAN/BRADLEY ROLAN Route: DAL HOU DAL on 11/17/2015 - 11/18/2015	425.76
11/17/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010364247 DATE: 11/24/2015 11/17/2015 Airfare Southwest Airlines ticket# 5262158240651 - Attend RAAM hearing in Houston, Texas for Foxman, Bradley Route: Hobby/Love on 11/17/2015 - 11/18/2015	-425.76
11/17/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010364247 DATE: 11/24/2015 11/17/2015 Hotel - Internet FOUR SEASONS HOUSTON HOUSTON TX - Attend RAAM hearing in Houston, Texas	19.43
11/17/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010364247 DATE: 11/24/2015 11/17/2015 Hotel - Parking FOUR SEASONS HOUSTON HOUSTON TX - Attend RAAM hearing in Houston, Texas	38.97
11/17/15	BRFO	VENDOR: Emp_Pd ChromeRiver INVOICE#: CE010010364247 DATE: 11/24/2015 11/17/2015 Mileage for Attend RAAM hearing in Houston, Texas	278.98
11/17/15	RAOC	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010372715 DATE: 11/24/2015 11/17/2015 Parking THEATER DISTRICT PAR HOUSTON TX - Parking at initial debtor meeting on 11/17/2015.	9.00
11/18/15	HAP	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010413871 DATE: 11/30/2015 11/18/2015 Parking THEATER DISTRICT PAR HOUSTON TX - Parking at hearing.	9.00
11/18/15	RAOC	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010372715 DATE: 11/24/2015 11/18/2015 Parking THEATER DISTRICT PAR HOUSTON TX - Parking at hearing.	12.00
11/19/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010364247 DATE: 11/24/2015 11/19/2015 Hotel - Lodging Attend RAAM hearing in Houston, Texas arrival: 11/17/2015 # of nights 1	312.30

Travel	\$699.11
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Raam Global Energy Company December 15, 2015 Page 34

Client/Matter Number RAA101 29000
 Invoice Number 25514250
 Billing Attorney T. M. Kelly

Re: General Corporate Matters

Business Meals

11/01/15	BRFO	VENDOR: Urban Yum LP; INVOICE#: 2080302; DATE: 11/1/2015; Lunch for Raam meeting on 10/28/15 for 12 PPL; Conf Rm 25H	158.68
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Business Meals	\$158.68
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Computer Legal Research

11/01/15	KMSI	RAA101-29000-103271	38.82
11/02/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115 DATE: 11/30/2015 Court: 00PCL 11/2/2015 Pages: 1	0.10
11/02/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115 DATE: 11/30/2015 Court: 00PCL 11/2/2015 Pages: 1	0.10
11/02/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115 DATE: 11/30/2015 Court: 00PCL 11/2/2015 Pages: 1	0.10
11/02/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115 DATE: 11/30/2015 Court: 00PCL 11/2/2015 Pages: 1	0.10
11/02/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115 DATE: 11/30/2015 Court: 00PCL 11/2/2015 Pages: 1	0.10
11/02/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115 DATE: 11/30/2015 Court: 00PCL 11/2/2015 Pages: 1	0.10
11/02/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115 DATE: 11/30/2015 Court: 00PCL 11/2/2015 Pages: 1	0.10
11/02/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115 DATE: 11/30/2015 Court: 00PCL 11/2/2015 Pages: 1	0.10
11/02/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115 DATE: 11/30/2015 Court: 00PCL 11/2/2015 Pages: 1	0.10
11/02/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115 DATE: 11/30/2015 Court: 00PCL 11/2/2015 Pages: 1	0.10
11/02/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115 DATE: 11/30/2015 Court: 00PCL 11/2/2015 Pages: 1	0.10
11/02/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115 DATE: 11/30/2015 Court: COBK 11/2/2015 Pages: 30	3.00
11/02/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115 DATE: 11/30/2015 Court: COBK 11/2/2015 Pages: 30	3.00
11/02/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115 DATE: 11/30/2015 Court: DEBK 11/2/2015 Pages: 30	3.00
11/02/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115 DATE: 11/30/2015 Court: DEBK 11/2/2015 Pages: 10	1.00
11/02/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115 DATE: 11/30/2015 Court: DEBK 11/2/2015 Pages: 10	1.00
11/02/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115 DATE: 11/30/2015 Court: DEBK 11/2/2015 Pages: 30	3.00
11/02/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115 DATE: 11/30/2015 Court: DEBK 11/2/2015 Pages: 3	0.30
11/02/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115 DATE: 11/30/2015 Court: DEBK 11/2/2015 Pages: 30	3.00
11/02/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115 DATE: 11/30/2015 Court: DEBK 11/2/2015 Pages: 24	2.40
11/02/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115 DATE: 11/30/2015 Court: DEBK 11/2/2015 Pages: 30	3.00
11/02/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115 DATE: 11/30/2015 Court: DEBK 11/2/2015 Pages: 30	3.00
11/02/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115 DATE: 11/30/2015 Court: DEBK 11/2/2015 Pages: 30	3.00

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V&E Invoice

Raam Global Energy Company December 15, 2015 Page 35

Client/Matter Number RAA101 29000
 Invoice Number 25514250
 Billing Attorney T. M. Kelly

Re: General Corporate Matters

11/02/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115	3.00
		DATE: 11/30/2015 Court: NYSBK 11/2/2015 Pages: 30	
11/02/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115	3.00
		DATE: 11/30/2015 Court: NYSBK 11/2/2015 Pages: 30	
11/02/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115	3.00
		DATE: 11/30/2015 Court: NYSBK 11/2/2015 Pages: 30	
11/02/15	RAOC	RAA101-29000-103261	51.94
11/02/15	KMSI	RAA101-29000-103271	77.90
11/03/15	RAOC	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115	0.40
		DATE: 11/30/2015 Court: TXSBK 11/3/2015 Pages: 4	
11/03/15	RAOC	RAA101-29000-103261	207.74
11/03/15	KMSI	RAA101-29000-103271	25.97
11/04/15	RAOC	RAA101-29000-103261	217.97
11/06/15	RAOC	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115	0.20
		DATE: 11/30/2015 Court: TXSBK 11/6/2015 Pages: 2	
11/06/15	RAOC	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115	0.40
		DATE: 11/30/2015 Court: TXSBK 11/6/2015 Pages: 4	
11/09/15	RAOC	RAA101-29000-103261	51.93
11/10/15	RAOC	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115	1.20
		DATE: 11/30/2015 Court: TXSBK 11/10/2015 Pages: 12	
11/10/15	RAOC	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115	3.00
		DATE: 11/30/2015 Court: TXSBK 11/10/2015 Pages: 30	
11/10/15	RAOC	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115	0.40
		DATE: 11/30/2015 Court: TXSBK 11/10/2015 Pages: 4	
11/10/15	RAOC	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115	0.10
		DATE: 11/30/2015 Court: TXSBK 11/10/2015 Pages: 1	
11/10/15	RAOC	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115	2.20
		DATE: 11/30/2015 Court: TXSBK 11/10/2015 Pages: 22	
11/10/15	RAOC	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115	0.10
		DATE: 11/30/2015 Court: TXSBK 11/10/2015 Pages: 1	
11/10/15	RAOC	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115	0.10
		DATE: 11/30/2015 Court: TXSBK 11/10/2015 Pages: 1	
11/10/15	RAOC	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115	1.30
		DATE: 11/30/2015 Court: TXSBK 11/10/2015 Pages: 13	
11/10/15	RAOC	RAA101-29000-103261	202.49
11/11/15	RAOC	RAA101-29000-103261	25.97
11/12/15	RAOC	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115	3.00
		DATE: 11/30/2015 Court: DEBK 11/12/2015 Pages: 30	
11/12/15	RAOC	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115	1.20
		DATE: 11/30/2015 Court: DEBK 11/12/2015 Pages: 12	
11/12/15	RAOC	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115	0.30
		DATE: 11/30/2015 Court: DEBK 11/12/2015 Pages: 3	
11/15/15	RAOC	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115	1.40
		DATE: 11/30/2015 Court: TXSBK 11/15/2015 Pages: 14	
11/18/15	KMSI	RAA101-29000-103271	129.84
11/19/15	AKAM	RAA101-29000-103236	597.25
11/19/15	RAOC	RAA101-29000-103261	233.71
11/20/15	RAOC	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115	0.50
		DATE: 11/30/2015 Court: TXNBK 11/20/2015 Pages: 5	
11/20/15	RAOC	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115	1.70
		DATE: 11/30/2015 Court: TXNBK 11/20/2015 Pages: 17	
11/20/15	RAOC	RAA101-29000-103261	51.94
11/20/15	KMSI	RAA101-29000-103271	77.90

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Raam Global Energy Company December 15, 2015 Page 36

Client/Matter Number RAA101 29000
 Invoice Number 25514250
 Billing Attorney T. M. Kelly

Re: General Corporate Matters

11/21/15	RAOC	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115 DATE: 11/30/2015 Court: COBK 11/21/2015 Pages: 30	3.00
11/21/15	RAOC	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115 DATE: 11/30/2015 Court: COBK 11/21/2015 Pages: 30	3.00
11/23/15	RAOC	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115 DATE: 11/30/2015 Court: TXSBK 11/23/2015 Pages: 17	1.70
11/23/15	RAOC	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115 DATE: 11/30/2015 Court: TXSBK 11/23/2015 Pages: 22	2.20
11/24/15	BRFO	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115 DATE: 11/30/2015 Court: TXSBK 11/24/2015 Pages: 17	1.70
11/24/15	BRFO	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115 DATE: 11/30/2015 Court: TXSBK 11/24/2015 Pages: 2	0.20
11/25/15	RAOC	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL1115 DATE: 11/30/2015 Court: TXSBK 11/25/2015 Pages: 4	0.40
11/30/15	BRFO	RAA101-29000-102659	25.97
11/30/15	RAOC	RAA101-29000-103261	25.97

Computer Legal Research

\$2,111.71

Photocopy

11/02/15	RAOC	15 pages @ 0.15 per page	2.25
11/03/15	MROS	6 pages @ 0.15 per page	0.90
11/03/15	MROS	15 pages @ 0.15 per page	2.25
11/04/15	RAOC	7 pages @ 0.15 per page	1.05
11/05/15	RPDE	62 pages @ 0.15 per page	9.30
11/05/15	RAOC	133 pages @ 0.15 per page	19.95
11/09/15	RAOC	1 page @ 0.15 per page	0.15
11/09/15	RAOC	1 page @ 0.15 per page	0.15
11/09/15	RAOC	1 page @ 0.15 per page	0.15
11/09/15	RAOC	1 page @ 0.15 per page	0.15
11/09/15	RAOC	1 page @ 0.15 per page	0.15
11/09/15	RAOC	30 pages @ 0.15 per page	4.50
11/17/15	RAOC	100 pages @ 0.15 per page	15.00
11/17/15	RAOC	1 page @ 0.15 per page	0.15
11/17/15	RAOC	436 pages @ 0.15 per page	65.40
11/17/15	RAOC	2220 pages @ 0.15 per page	333.00
11/17/15	RAOC	396 pages @ 0.15 per page	59.40
11/18/15	RAOC	360 pages @ 0.15 per page	54.00
11/18/15	RAOC	1 page @ 0.15 per page	0.15

Photocopy

\$568.05

Color Copies

11/04/15	RAOC	8 color copies @ 0.65 per page	5.20
11/04/15	RAOC	1 color copy @ 0.65 per page	0.65
11/04/15	RAOC	2 color copies @ 0.65 per page	1.30
11/04/15	RAOC	2 color copies @ 0.65 per page	1.30
11/04/15	RAOC	3 color copies @ 0.65 per page	1.95
11/04/15	RAOC	4 color copies @ 0.65 per page	2.60
11/04/15	RAOC	11 color copies @ 0.65 per page	7.15
11/04/15	RAOC	2 color copies @ 0.65 per page	1.30
11/04/15	RAOC	4 color copies @ 0.65 per page	2.60
11/04/15	RAOC	2 color copies @ 0.65 per page	1.30
11/04/15	RAOC	4 color copies @ 0.65 per page	2.60

I.R.S. NO. 74-1183015

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V&E Invoice

Raam Global Energy Company December 15, 2015 Page 37

Client/Matter Number RAA101 29000
 Invoice Number 25514250
 Billing Attorney T. M. Kelly

Re: General Corporate Matters

11/04/15	RAOC	6 color copies @ 0.65 per page	3.90
11/04/15	RAOC	3 color copies @ 0.65 per page	1.95
11/04/15	RAOC	6 color copies @ 0.65 per page	3.90
11/04/15	RAOC	1 color copy @ 0.65 per page	0.65
11/04/15	RAOC	2 color copies @ 0.65 per page	1.30
11/04/15	RAOC	16 color copies @ 0.65 per page	10.40
11/04/15	RAOC	4 color copies @ 0.65 per page	2.60
11/04/15	RAOC	4 color copies @ 0.65 per page	2.60
11/04/15	RAOC	30 color copies @ 0.65 per page	19.50
11/04/15	RAOC	28 color copies @ 0.65 per page	18.20
11/05/15	RAOC	33 color copies @ 0.65 per page	21.45
11/05/15	MROS	17 color copies @ 0.65 per page	11.05
11/17/15	RAOC	12 color copies @ 0.65 per page	7.80
Color Copies			\$133.25
Courier Services			
11/03/15	BRFO	VENDOR: FedEx INVOICE#: 521781530 DATE: 11/9/2015 CAPITAL ONE HOUSTON TX US - Tracking#: 460427017591	11.65
11/03/15	BRFO	VENDOR: FedEx INVOICE#: 521781530 DATE: 11/9/2015 CAPITAL ONE HOUSTON TX US - Tracking#: 460427017606	11.65
11/17/15	RAOC	11/17/2015 EDS Delivery to HON: MARVIN J. ISGUR	6.86
11/18/15	RAOC	11/18/2015 EDS Delivery to OFFICE OF THE UNITED STATES	6.86
Courier Services			\$37.02
Electronic Data Services			
11/18/15	RAOC	CD duplication one copy.	10.00
Electronic Data Services			\$10.00
Long Distance Telefax			
11/23/15	BARD		1.25
Long Distance Telefax			\$1.25
Filing Fees			
11/06/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010202884 DATE: 11/11/2015 11/06/2015 Fees COURTS/USBC-TX-PAY 0 HOUSTON TX - Filing Fee	176.00
Filing Fees			\$176.00
Outside Professional Services			
11/24/15	KTRU	VENDOR: CT Corporation; INVOICE#: 14443384-RI; DATE: 11/24/2015/ Copy of most recent annual report filed in Delaware for Champion Exploration International, Inc. (to confirm directors).	84.15
Outside Professional Services			\$84.15
Long Distance Telephone			
11/04/15	RPDE	Conference Call 3 Callers	1.20
Long Distance Telephone			\$1.20
Total			\$3,993.40

I.R.S. NO. 74-1183015

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V&E Invoice

Raam Global Energy Company December 15, 2015 Page 38

Client/Matter Number RAA101 29000
Invoice Number 25514250
Billing Attorney T. M. Kelly

Re: General Corporate Matters

Total disbursements and other charges	\$3,993.40
---------------------------------------	------------

Total Invoice	\$550,239.40
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I.R.S. NO. 74-1183015

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Vinson&Elkins

Invoice

December 15, 2015

Raam Global Energy Company
1537 Bull Lea Road
Suite 200
Lexington, KY 40511

Client/Matter Number RAA101 29000
Invoice Number 25514250
Billing Attorney T. M. Kelly

This invoice has been forwarded via e-mail to:
JLatimer@bhpllc.com

Re: General Corporate Matters

REMITTANCE COPY

Fees for services posted from November 1, 2015 through November 30, 2015	\$546,246.00
Disbursements and other charges posted from November 1, 2015 through November 30, 2015	3,993.40
Total Invoice	\$550,239.40

Please return this page with your payment

Total amount (payable in U.S. dollars) due by January 14, 2016

I.R.S. NO. 74-1183015

Please reference client/matter and invoice numbers when making payment.
PLEASE REMIT TO:
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Vinson&Elkins

Invoice

January 12, 2016

Raam Global Energy Company
 1537 Bull Lea Road
 Suite 200
 Lexington, KY 40511

Client/Matter Number RAA101 29000
Invoice Number 25517230
Billing Attorney T. M. Kelly

This invoice has been forwarded via e-mail to:
 JLatimer@bhpllc.com

Re: General Corporate Matters

Fees for services posted through December 31, 2015:

Re: Asset Disposition

Date	Initials	Description	Hours
12/01/15	MROS	Conference calls regarding PSA amendment and other sale matters (1.5); review and revise same (.5).	2.00
	HAP	Email correspondence with Kirkland Ellis, DLA Piper, Blackhill and Brad Foxman concerning modifications to the stipulation and issues related to the sale process (2.1); telephone conference with Michael Linn at Farallon Capital Management concerning issues pertaining to sale process (.3); preparation for hearing (2.1).	4.50
	BRFO	Analysis and correspondence regarding APA amendment (.8); finalize bid procedures order and its exhibits (1.2).	2.00
	RPDE	Conference with Cody Carper regarding amendment to APA (.30); review the same (0.50); review revised cure cost schedule (.20); email Paige Lee regarding the same (.20); conference with Highbridge and RAAM regarding open issues (1.80).	3.00
	RAOC	Call with Blackhill, Kirkland & Ellis, and Parkman Whaling to discuss sale issues (0.5); review noteholder objection to sale motion (0.1).	0.60
12/02/15	HAP	Review and revise Latimer proffer in support of bid procedures motion and email correspondence with Brad Foxman and Jim Latimer concerning the same (.90); prepare Tom Hensley for possible testimony in support of bid procedures motion (1.1); attend hearing on bid procedures motion and post hearing conferences with DLA and KE concerning issues pertaining to sale process (1.3); telephone conferences with Tom Hensley to discuss P&A and bonding issues and possible strategies for sale of end of life properties (.90).	4.20
	RPDE	Revise and finalize amendment to APA (0.3).	0.30
	RAOC	Finalize and upload bid procedures order and exhibits via ECF and calls with Judge Isgur's case manager regarding same (0.7); draft notice of filing amendment to asset purchase agreement and file via ECF (0.2).	0.90

I.R.S. NO. 74-1183015

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V&E Invoice

Raam Global Energy Company January 12, 2016

Page 2

Client/Matter Number RAA101 29000
 Invoice Number 25517230
 Billing Attorney T. M. Kelly

Re: General Corporate Matters

12/03/15	JEW	Begin analysis of potential structures for assignment of federal oil and gas leases and accompanying plugging and abandonment obligations (1.30); telephone conference with Mike Willis, Tom Hensley and Bruce Campbell regarding asset sale (.70).	2.00
	MROS	Conference meeting regarding checklist and closing items (0.7).	0.70
	HAP	Telephone conferences with Tom Hensley to get update on status of discussions with prospective purchasers (0.9).	0.90
	BRFO	Prepare for and participate in internal conference regarding sale process and checklist (.8); analysis of Champion Exploration documents and concerns (.8); revisions to transaction notice (.3); analysis and advice regarding sale notice issues (.5).	2.40
	RPDE	Conference with Brad Foxman and Marc Rose regarding credit bid closing items (1.0); conference with Brad Foxman regarding cure cost schedule (0.30); email Paige Lee regarding the same (0.20); review and update transaction checklist (.50); conference with Danny Napier regarding transaction background (0.30).	2.30
	DNAP	Meet with Rob Derivaux for background information and update on assignments to be completed (1.00).	1.00
12/04/15	HAP	Emails and telephone conferences with Tom Hensley, Steve Serajeddini, Brad Foxman, Jim Latimer and Michael Willis concerning issues pertaining to asset purchase agreement (3.5).	3.50
	BRFO	Finalize and file transaction notice (.5); correspondence regarding service of same (.3); attention to notice parties for sale (.4); correspond with Parkman Whaling regarding bid procedures and form purchase agreement (.3); correspondence with K&E regarding cure schedule, process and deadlines (1.8); analysis and correspondence regarding PSA schedules issues and PSA amendment (.9); correspondence regarding confidentiality agreements (.6).	4.80
	RPDE	Conference with Paige Lee regarding cure cost schedule and Credit Bid closing items (1.0); conference with Danny Nappier regarding checklist (0.50); draft bid draft PSA and Escrow Agreement for new bidders (.50); email Paige Lee regarding revisions to exhibits and schedules (.30); email Jim Latimer regarding confidentiality agreement (.20); email Paige Lee regarding revisions to exhibits/schedules (.20); email correspondence with Cody Carper and V&E team regarding the same (.30).	4.00

I.R.S. NO. 74-1183015

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V&E Invoice

Raam Global Energy Company January 12, 2016

Page 3

Client/Matter Number RAA101 29000
 Invoice Number 25517230
 Billing Attorney T. M. Kelly

Re: General Corporate Matters

	DNAP	Update checklist (.60); review and draft summary of Champion documents (1.00); call with Paige regarding certain closing checklist items (.70).	2.30
12/05/15	BRFO	Correspondence regarding APA amendment and related cure schedules (0.5).	0.50
12/06/15	BRFO	Telephone conference and correspondence with K&E regarding cure schedule and APA amendment (.6); correspondence with company regarding same (.4).	1.00
12/07/15	HAP	Telephone conferences with Parkman Whaling and prospective purchaser with respect to issues concerning possible purchase of Ship Shoal and West Cameron assets (.90); emails and telephone conferences with Brad Foxman, Steve Serajeddini, Jim Latimer and Parkman Whaling considering issues pertaining to asset purchase agreement (3.50).	4.40
	BRFO	Analysis, conferences, and correspondence regarding cure schedule, assumption notice, and filing of same (2.3); conferences and correspondence regarding proposed APA amendment (.9).	3.20
	RPDE	Conference with Paige Lee regarding Schedule 6.9(a) (.20); review and revise the same (.80); conference with Paige Lee regarding revisions to exhibits/schedules based on newly excluded assets (.30); review the same (2.30); email correspondence with Buyer team regarding the same (.30); conference with Danny Nappier regarding Champion documents (.20); review proposed Amendment No. 2 to APA (.40); email Marc Rose and Brad Foxman regarding the same (.30); continue to draft bid draft APA and escrow agreement (1.50).	6.30
	RAOC	Review and revise assumption notice and cure schedule and calls with B. Foxman and T. Marshall regarding same (2.4); review updated cure schedule and calls and email correspondence with VE team and Kirkland team regarding same (1.0); finalize and file assumption notice and exhibits and email correspondence with T. Marshall regarding same (0.5).	3.90
	DNAP	Review Champion Exploration LLC docs (2.30); draft summary email for Rob Derivaux (.70).	3.00

I.R.S. NO. 74-1183015

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Raam Global Energy Company

January 12, 2016

Page 4

Client/Matter Number RAA101 29000
Invoice Number 25517230
Billing Attorney T. M. Kelly

Re: General Corporate Matters

12/08/15	HAP	Emails and telephone conferences with Parkman Whaling and prospective purchasers concerning sale process and various strategies for purchase of oil and gas properties (1.10); emails and telephone conferences with Steve Serajeddini and Brad Foxman concerning Highbridge request for purchase of avoidance actions and claims against directors and officers (0.4); review preliminary research on whether Highbridge lien extends to claims against directors and officers (0.7).	2.20
	BRFO	Review and comment on form APA for bidders (.9); correspond with Parkman Whaling regarding transaction notice (.2); analysis and correspondence regarding excluded and purchased assets under PSA (.9).	2.00
	RPDE	Draft bid draft APA and Escrow Agreement (2.20); conference with Brad Foxman regarding exhibits and schedules (.30); conference with Paige Lee regarding the same (.20); review and revise summary of Champion documents (.50); conference with Danny Napier regarding the same (.30).	3.50
	DNAP	Meet with Rob Derivaux regarding Champion documents summary (.50); edit Champion documents summary (2.00); draft initial county assignment and special warranty deed (.50).	3.00
12/09/15	MROS	Review and revise form PSA for bidder (0.7).	0.70
	HAP	Review revised changes to asset purchase agreement with respect to excluded asset (0.9).	0.90
	HAP	Emails and telephone conferences with Parkman Whaling, client and Jim Latimer concerning management presentation in the virtual data room (1.10).	1.10
	BRFO	Telephone conference with Parkman Whaling regarding sale process issues (.4); correspondence regarding excluded assets from PSA (.3); analysis and correspondence regarding Highbridge acquisition structure chart (.3); correspondence and advise regarding NDAs for sale process (.3); correspondence regarding service of additional transaction notices (.3); telephone conference regarding additional potential assumed contracts (.3).	1.90
	RPDE	Review Brad Foxman comments to Bid draft APA (.30); review and revise the same (.50).	0.80
	DNAP	Draft Special Warranty Deed for fee surface tract 1 to use as form for others (.60); draft warranty deed for Woodlands Office Building (.30)	0.90

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V&E Invoice

Raam Global Energy Company January 12, 2016

Page 5

Client/Matter Number	RAA101 29000
Invoice Number	25517230
Billing Attorney	T. M. Kelly

Re: General Corporate Matters

12/10/15	HAP	Emails and telephone conferences with Parkman Whaling and prospective purchasers concerning issues pertaining to plugging and abandonment liability and related surety bonding issue (1.5).	1.50
	BRFO	Review and comment on Parkman slide deck for bidders (.5).	0.50
	RPDE	Email correspondence with Parkman Whaling team regarding additional excluded assets (.30); email correspondence with Parkman Whaling regarding NDAs (.20).	0.50
12/11/15	RPDE	Email correspondence with Parkman Whaling team regarding NDAs (.30); revise comments to NDAs (.70).	1.00
12/12/15	RPDE	Review and revise auction bid NDAs (.50).	0.50
12/14/15	HAP	Conference calls with Parkman Whaling and prospective purchasers concerning P&A liability, sale process issue and surety bond matters (1.10).	1.10
	HAP	Review schedule of unencumbered oil and gas leases and telephone conferences with Parkman Whaling concerning valuation issues with respect to unencumbered oil and gas properties as it pertains to Highbridge sale process and related plan treatment for unsecured creditors (0.7).	0.70
	HAP	Review liquidation analysis and telephone conferences with Parkman Whaling concerning assets to be added to Lot 1 (1.10).	1.10
	BRFO	Telephone conference and correspondence with Parkman Whaling regarding sale process issues (0.4).	0.40
	RPDE	Review auction bidder NDA (.30); email Michael Willis regarding the same (.20); review additional NDAs (.30); conference with Lars Hollis regarding Escrow Agreement (.20).	1.00
	DNAP	Draft Seller bring-down certificate (.50); draft Assignment of Contracts and Contract Rights (.20); redline closing deliverables against exhibits of Credit Bid (.50).	1.20
12/15/15	BRFO	Telephone conference with Parkman Whaling and related correspondence regarding sale process issues (.7); correspond with K&E regarding filing of notice with APA schedules (.2).	0.90
	RPDE	Review and revise various NDAs (1.50).	1.50
12/16/15	HAP	Prepare for and participate in conference call with Parkman Whaling team and Brad Foxman to discuss issues related to sale process and procedures questions and issues related to bonding obligations and insurance company (1.30).	1.30

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Raam Global Energy Company January 12, 2016

Page 6

Client/Matter Number RAA101 29000
 Invoice Number 25517230
 Billing Attorney T. M. Kelly

Re: General Corporate Matters

	BRFO	Review of additional value presentation (.3); telephone conferences with J. Latimer regarding same and sale process issues (.5); conferences and correspondence regarding Parkman requests for additional information for data room (.8); analysis and correspondence regarding escrow account and agreement issues (.6); review and correspondence regarding form PSA for bidders (.5).	2.70
	RPDE	Review and analyze escrow agreement mechanics (.50); conference with Kirkland team regarding revised exhibits and schedules (.30); draft Bid Draft APA (.50); email Kirkland regarding the same (.20); review and revise various NDAs (1.0); email correspondence with RAAM team regarding revised exhibits and schedules (.50); email correspondence with Kirkland team regarding the same (.80); review and revise the same (.50); organize conference regarding the same (.20).	4.50
	DNAP	Edit the exhibits and schedules with headers to reflect revisions made (1.20); revise the Auction PSA (1.80).	3.50
12/17/15	HAP	Conference calls with Parkman Whaling concerning issues pertaining to sale process (1.4).	1.40
	BRFO	Prepare for and participate in telephone conference with Parkman Whaling regarding sale process and bid procedures issues (.9); correspondence regarding asset schedules for sale process (.4); review of proposed amendment to APA (.4); review of comments to form PSA for bidders (.3); correspondence and analysis regarding revisions to schedules and file notice of same on the docket (.9).	2.90
	RPDE	Coordinate, prepare for, and participate in conference with Kirkland and RAAM regarding revised exhibits and schedules (2.0); review and revise various NDAs (0.50); review and revise exhibits and schedules (.30); coordinate with Paige Lee regarding the same (.20)	3.00
	DNAP	Set up call dial in email with notes on questions to cover (1.0); prepare for conference call (.20); conference call with Kirkland team (.30); meet with Rob Derivaux regarding Confidentiality Agreement email correspondence (.20); call with Paige Lee regarding finalized updated exhibits and schedules (.50); update and save exhibits and schedules and forward them to Kirkland team for review (.80); finalize exhibits and schedules pursuant to call with Paige Lee and Kirkland team (2.00); convert changes to PDF file for filing (.70).	5.70
12/18/15	HAP	Emails and telephone conferences with Tom Hensley, Lars Hollis and Bruce Campbell concerning issues pertaining sale process and inquiries by prospective purchasers (1.3).	1.30

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Raam Global Energy Company January 12, 2016

Page 7

Client/Matter Number RAA101 29000
 Invoice Number 25517230
 Billing Attorney T. M. Kelly

Re: General Corporate Matters

	RPDE	Coordinate revisions to exhibits/schedules (.40); review and revise NDAs for potential bidders (.40).	0.80
	DNAP	Email correspondence regarding Confidentiality Agreements (.20); create PDF of Excluded Assets for Brad Foxman (.30); review and make comments on Confidentiality Agreement (1.30); update exhibit C and send to Kirkland team with Paige Lee's approval (1.00).	2.80
12/21/15	MROS	Review and revise escrow agreement (0.5).	0.50
	HAP	Telephone conferences with Parkman Whaling with respect to due diligence and interoffice conference with Brad Foxman concerning same (1.3).	1.30
	LPCU	Call and correspondence with Brad Foxman regarding right of first offer for Houston facility (.1); review and analyze terms of right of first offer (.1).	0.20
	BRFO	Telephone conference with Parkman Whaling regarding sale process issues (.3); refer potential purchaser to Parkman (.2); telephone conference with counsel to Ace regarding same (.3); analysis and correspondence regarding form PSA for data room (.5); correspondence regarding potential building offer (.4); analysis of building sale issues (.4).	2.10
	RPDE	Review and revise exhibits to APA (1.30); conference with Danny Nappier regarding the same (.50); review and revise draft exhibit bid closing deliverables (1.0).	2.80
	DNAP	Meet with Rob Derivaux to discuss next steps and email correspondence with Paige Lee and Michael Willis (.40); review PSA rules on not paying delay rentals for certain leases and correspond with Paige (.90); draft exhibits for county assignments (1.20); work with Paige Lee and Kirkland's team to update and revise Schedules 2.2(d), 2.2(e) and 2.2(m) (1.60).	4.10
12/22/15	HAP	Emails and telephone conferences with Parkman Whaling, Brad Foxman, Michael Willis and Jim Latimer with respect to bidder due diligence and matters to be discussed with ACE Energy (1.8).	1.80
	BRFO	Correspondence regarding bidder meeting with Ace (.3); telephone conferences with Parkman Whaling regarding sale process issues (.6).	0.90
	RPDE	Review and revise Escrow Agreement (1.0); email potential Escrow Agents regarding auction process (.50).	1.50
	DNAP	Update Checklist, Exhibits and Schedules for transmission to Parkman Whaling (3.60); draft exhibits to county assignments (2.30).	5.90

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Raam Global Energy Company January 12, 2016

Page 8

Client/Matter Number RAA101 29000
 Invoice Number 25517230
 Billing Attorney T. M. Kelly

Re: General Corporate Matters

12/23/15	MROS	Conference meeting regarding escrow agreement (0.5).	0.50
	HAP	Emails and telephone conferences with Blackhill, client and Parkman Whaling regarding sale process and prospective bidder due diligence and escrow account issues (2.5).	2.50
	BRFO	Analysis and advice regarding escrow deposit issues for bidders (1.1); prepare for and participate in telephone conference with Parkman, Ace, and bidder regarding sale issues (.6).	1.70
	RPDE	Conference with Danny Nappier regarding preparation of county assignments for closing (.50); conference with Parkman Whaling regarding Escrow arrangement (.50); contact various potential escrow agreements (1.0); review assignment documents (.50); review and finalize Second Amendment to APA (.50); review closing checklist (1.0); prepare for closing (3.0).	6.50
	DNAP	Call with Rob Derivaux to discuss action items (.60); review and send V&E comments to Confidentiality Agreement to Michael Willis (.70); email correspondence with Kirkland regarding Champion documents (.30); compile updated and revised exhibits and schedules to the Bid Draft Agreement and send to Parkman Whaling (.90); draft exhibits to County Assignments and send to Paige Lee for review (3.00).	5.50
12/28/15	HAP	Emails and telephone conferences with Blackhill, VE team and Parkman Whaling regarding Ship Shoal shut in process, P&A issues on State water leave behind assets, sale process and prospective bidder due diligence (3.1).	3.10
	BRFO	Analysis and conferences regarding asset sale issues and progress (.8); conference with Michael Willis regarding asset schedules and related follow-up (.6).	1.40
	RPDE	Conference with Cody Carper regarding Second Amendment to APA (.20); review and revise Republic Title Escrow Agreement (.80).	1.00
	DNAP	Call with Rob Derivaux regarding Escrow Agent (.30); email Bill Kramer regarding outstanding escrow information needed (.50); mark up draft Escrow Agreement (1.40).	2.20
12/29/15	HAP	Conference calls with Parkman Whaling, Brad Foxman and Blackhill concerning matters pertaining to the sale process (1.7).	1.70
	BRFO	Prepare for and participate in telephone conference with broker regarding building sale issues (.7); follow-up conferences and correspondence regarding same (.9).	1.60

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V&E Invoice

Raam Global Energy Company January 12, 2016

Page 9

Client/Matter Number RAA101 29000
 Invoice Number 25517230
 Billing Attorney T. M. Kelly

Re: General Corporate Matters

	RPDE	Review and revise Parkman Whaling presentation (.20); review and revise Escrow Agreement (.20).	0.40	
	DNAP	Email correspondence with Kirkland team, Paige Lee, Michael Willis and Rob Derivaux (.30); update escrow agreement and send to Bill Kramer (1.00); email correspondence with Brad Foxman (.20); respond to Charles Nixon's questions with information provided by Michael Willis (.30); review Parkman Whaling presentation (.50).	2.30	
12/30/15	HAP	Telephone conferences with Parkman Whaling concerning sale process and data room presentation for bidders (1.3).	1.30	
	BRFO	Conferences with Parkman Whaling and related analysis and comments regarding presentation to bidders and sale process (3.0); telephone conferences and correspondence with counsel to potential bidder (.4).	3.40	
	RPDE	Email Cody Carper regarding TSA (.20); email Bill Kramer regarding Escrow Agreement (.10).	0.30	
	DNAP	Call with Michael Willis regarding scheduling call with Kirkland (.30); review Parkman Whaling presentation and check excluded assets description (2.20); email correspondence (.20); calls with Rob Derivaux regarding action items (1.10); revise and circulate escrow agreement (.40); create list of federal oil and gas properties from excluded assets schedules (1.30); call regarding PSA amendment number one and consideration terms (.50); email correspondence scheduling call with Kirkland team (.20).	6.20	
12/31/15	HAP	Prepare for and participate in conference call with Parkman Whaling, Blackhill and Brad Foxman to discuss data room presentation to bidders to provide guidance on bid procedures and related matters (2.1).	2.10	
	BRFO	Analysis, conferences and advice regarding Parkman Whaling concerns and bidder presentation (2.3); multiple telephone conferences with counsel to potential bidder (.6); correspondence regarding amendment to APA (.3); correspondence regarding seismic reprocessing issues in connection with sale (.3).	3.50	
	DNAP	Edit closing deliverables and input comments (2.0); email correspondence (.30); review PSA and summarize for Michael Willis how the transfer of reprocessed seismic data occurs under the Agreement (.70).	3.00	
Total			193.80	\$122,722.00

Re: Assumption and Rejection of Leases and Contracts

Date	Initials	Description	Hours
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I.R.S. NO. 74-1183015

Please reference client/matter and invoice numbers when making payment.

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Raam Global Energy Company January 12, 2016

Page 10

Client/Matter Number RAA101 29000
 Invoice Number 25517230
 Billing Attorney T. M. Kelly

Re: General Corporate Matters

12/08/15	RAOC	Call with S. Beck and B. Foxman regarding Lexington IT contracts (0.4); call with M. Denny regarding same (0.1).	0.50	
12/09/15	RAOC	Call with M. Denny regarding executory contract issues (0.1).	0.10	
12/15/15	RAOC	Attention to email correspondence regarding Superior contracts (0.1).	0.10	
12/17/15	RAOC	Calls and email correspondence regarding ADP contract (0.2).	0.20	
12/18/15	RAOC	Review ADP contract and email correspondence regarding same (0.3); attention to email correspondence regarding Pitney Bowes contract (0.1).	0.40	
Total			1.30	\$494.00

Re: Budgeting (Case)

Date	Initials	Description	Hours	
12/15/15	RAOC	Email correspondence and discussions with B. Foxman regarding budget and staffing plan (0.1).	0.10	
12/28/15	RAOC	Email correspondence with B. Foxman regarding budget and staffing plan (0.1).	0.10	
Total			0.20	\$76.00

Re: Business Operations

Date	Initials	Description	Hours	
12/03/15	JEW	Review analysis of P&A liabilities (.70); telephone conference with Tom Hensley of Parkman Whaling regarding P&A liabilities (.10); review federal rules and regulation regarding bonding, transfer of federal oil and gas leases and termination of bonds (1.0).	1.80	
12/07/15	RAOC	Research regarding coast guard issues (0.7); revise coast guard motion and calls and email correspondence with M. Denny, B. Foxman, and M. Willis regarding same (1.0).	1.70	
12/08/15	BMTU	Confer with Reese O'Connor regarding civil penalties in an environmental matter (.30).	0.30	
	RAOC	Calls with B. Tuck and B. Foxman regarding coast guard issues and email correspondence regarding same (0.3); revise coast guard motion and email correspondence with Kirkland regarding same (0.7); revise, finalize, and file coast guard motion (0.4).	1.40	
12/16/15	RAOC	Attention to royalty issues (0.1).	0.10	

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Re: General Corporate Matters

12/20/15	RAOC	Attention to email correspondence regarding royalty issues (0.2).	0.20	
12/21/15	RAOC	Email correspondence regarding royalties (0.1).	0.10	
12/29/15	RAOC	Attention to royalty issues (0.2).	0.20	
12/30/15	RAOC	Attention to royalty issues (0.4).	0.40	
12/31/15	RAOC	Attention to royalty issues (0.4).	0.40	
Total			6.60	\$3,382.50

Re: Case Administration

Date	Initials	Description	Hours
12/01/15	HAP	Conference call with Highbridge, Parkman Whaling and Blackhill to discuss operational update, sale process overview and other related matters (0.7).	0.70
	BRFO	Prepare for contested omnibus hearing on multiple motions (4.5); prepare for and participate in all hands telephone conference with Highbridge regarding open case issues (.9); telephone conferences and negotiations regarding updated settlement stipulation (1.5).	6.90
	RAOC	Prepare hearing binders and witness and exhibit list binders (2.5); call with Judge Isgur's case manager regarding disclosure statement and Blackhill retention application (0.2); hearing preparation (3.0); prepare courtesy binder for court, draft cover letter for same, and arrange delivery (0.5); email correspondence with case manager regarding proposed agenda (0.1); revise agenda (0.1); meeting with Blackhill team to discuss budget and other administrative issues (0.5); attention to service issues (0.2); draft notice of filing of proposed orders (0.3); revise, finalize, and file notice of proposed orders via ECF (0.4).	7.80
	RAOC	Draft notice of continued hearing for Blackhill retention application and file via ECF (0.2).	0.20
	BARD	Finalize and file certificates of service (0.3); file organization (0.2).	0.50
12/02/15	HAP	Prepare for and attend hearing on motion to distribute checks issued from ACE escrow account and to authorize continued use of ACE escrow account (0.7).	0.70
	BRFO	Prepare for and attend omnibus hearing on multiple motions (5.9); address follow up order and notice issues relating to omnibus hearing (.5).	6.40

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	RAOC	Hearing preparation (3.0); attend hearing (2.2); attention to post-hearing matters (0.9); calendar deadlines in bid procedures order and cash collateral order (0.4); draft notice of continued hearing and file via ECF (0.2).	6.70
	BARD	File organization (1.5).	1.50
12/03/15	BRFO	Analysis and conferences regarding potential change of agent on Highbridge facility (0.5).	0.50
	RAOC	Draft agenda for Court's website for hearing on December 7, 2015 (0.4)	0.40
	BARD	Request hearing transcript (0.2).	0.20
12/04/15	BRFO	Prepare for upcoming omnibus hearing on retention applications and related pleadings (1.2); correspondence regarding appearances at same (.3).	1.50
	RAOC	Prepare hearing binders (0.3); upload agenda to Court's website (0.2).	0.50
	BARD	Finalize and file transaction notice (0.4); research procedure regarding telephonic hearing participation (0.2).	0.60
12/06/15	RAOC	Draft ECF agenda and file via ECF (0.5); call with B. Foxman to discuss hearing preparation (0.2).	0.70
12/07/15	BRFO	Prepare for and appear at omnibus hearing on multiple motions, including retention applications and related pleadings (4.20).	4.20
	BRFO	Analysis regarding Coast Guard payment motion (.3); correspondence regarding Champion UK NOL (.3).	0.60
	RAOC	Hearing preparation (3.2); attend hearing (0.8); discuss post-hearing matters with B. Foxman (0.3); attention to email correspondence (0.2).	4.40
12/08/15	BRFO	Prepare for and participate in telephone conference with company regarding IT contracts (.4); telephone conference with K&E regarding open case issues (.5); analysis and correspondence regarding royalties owed (.5); telephone conference with K&E regarding same (.3); attention to omnibus hearing preparation (.5).	2.20

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	RAOC	Attention to email correspondence and file management (0.2); draft witness and exhibit list and email correspondence and call with B. Foxman regarding same (0.5); review docket regarding matters set for hearing on December 14, 2015 (0.2); finalize and file witness and exhibit list (0.2); attention to service issues (0.1); draft notice of hearing and file via ECF (0.2); attention to email correspondence with BMC regarding service issues (0.1).	1.50
	KMSI	Research and analyze appropriate Uniform Commercial Code issues (1.20).	1.20
	BARD	Draft, finalize and file declarations of electronic filing of original statements and schedules (0.8); finalize and file certificates of service (0.5).	1.30
12/09/15	SHM	Call with Brad Foxman to discuss D&O insurance policies (0.2).	0.20
	RAOC	Draft agenda for hearing on December 14, 2015 for Court's website and email correspondence regarding same (0.4); upload agenda via Court's website and email correspondence regarding same (0.2); draft ECF agenda for December 14, 2015 hearing (0.5).	1.10
	RAOC	Prepare witness and exhibit list binders and coordinate with copy center to have copies made (0.4).	0.40
	KMSI	Complete research and analysis of appropriate Uniform Commercial Code classification of potential D&O claim (5.90); submit results to Harry Perrin and Brad Foxman (.10).	6.00
	BARD	Finalize and file certificates of service (0.5).	0.50
12/10/15	HAP	Emails and telephone conferences with Brad Foxman, Jim Latimer and Michael Willis concerning status of negotiations among second lienholders, Highbridge and Creditors' Committee and need for Board meeting (1.3).	1.30
	RAOC	Prepare pleading binders and courtesy binder for chambers (1.0); draft cover letter to A. Dolezel (0.1); revise ECF agenda and email correspondence regarding same (0.2); finalize and file agenda via ECF (0.1); hearing preparation (1.2); attention to email correspondence regarding hearing transcript and BNY invoice (0.1).	2.70
	BARD	Request hearing transcript (0.2).	0.20
12/11/15	RAOC	Draft and file notice of revised master service list (0.2).	0.20
	BARD	Conferences and emails with clerk regarding expedited transcript request (0.4).	0.40

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12/13/15	HAP	Email correspondence with Steve Serajeddini and Brad Foxman concerning the Royalty and Working Interest Owners' motion (0.9).	0.90
	BRFO	Analysis, correspondence, and conferences regarding royalty payment motion (0.9).	0.90
	RAOC	Attention to email correspondence regarding royalties motion (0.2).	0.20
12/14/15	HAP	Prepare for and attend hearing with respect to disclosure statement and royalty and working interest owners' motion (3.5).	3.50
	BRFO	Prepare for and attend omnibus hearing on multiple motions including payment of royalty claims and disclosure statement (7.7); conferences with Jim Latimer and Harry Perrin regarding open case issues and action items (.6).	8.30
	RAOC	Hearing preparation (5.5); attend hearing (1.5); attention to email correspondence and file management (0.2).	7.20
	BARD	Finalize and file certificates of service (0.3); request hearing transcript (0.2).	0.50
12/15/15	BRFO	Multiple conferences with Jim Latimer regarding open case issues and action items (.9).	0.90
12/16/15	BRFO	Correspondence with Jim Latimer regarding royalty payment questions (.4); analysis and correspondence regarding D&O insurance information request (.4).	0.80
	RAOC	Calendar deadlines (0.1); draft witness and exhibit list and email correspondence with B. Foxman regarding same (0.1); finalize and file witness and exhibit list via ECF (0.2).	0.40
	BARD	Receive and distribute hearing transcript (0.2).	0.20
12/18/15	RAOC	File management (0.1); call with M. Denny regarding outstanding issues (0.2); draft agenda for Court's website (0.1); draft ECF agenda (0.2); submit agenda on Court's website (0.1); attention to service issues with BMC (0.1); finalize and file ECF agenda (0.2).	1.00
12/21/15	HAP	Interoffice conference with Brad Foxman with respect to royalty motion (0.3).	0.30
	BRFO	Analysis and correspondence regarding royalty payment motion issues (0.5).	0.50

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	RAOC	Revise agenda and upload to Court's website (0.2); prepare courtesy pleading binder for chambers, draft cover letter, and arrange delivery of same (0.3); hearing preparation (2.3); prepare witness and exhibit list binders (0.3); email correspondence with BMC Group regarding noticing (0.1).	3.20	
12/22/15	BRFO	Prepare for and attend omnibus hearing on multiple motions (4.6); conferences with Michael Willis and Jim Latimer regarding open case issues and hearing issues (.9).	5.50	
	RAOC	Hearing preparation (5.1); draft notice of filing of exhibit to disclosure statement motion and file same via ECF (0.3); attend hearing (2.5); draft proposed agenda for December 28, 2016 hearing and submit on court's website (0.2); email correspondence with D. Simon regarding same (0.1).	8.20	
	BARD	Finalize and file certificates of service (0.5); prepare and submit request for expedited hearing transcript (0.4).	0.90	
12/23/15	BARD	Receive and distribute hearing transcript (0.3).	0.30	
12/28/15	BRFO	Address follow-up issues regarding predecessors in title (.5).	0.50	
	RAOC	Draft notice of revised master service list and file same via ECF (0.2); call with B. Foxman regarding action items (0.2).	0.40	
12/29/15	RAOC	Draft notice of APA amendment and revised schedule and email correspondence with B. Foxman regarding same (0.2).	0.20	
12/30/15	RAOC	Review docket to determine upcoming matters set for hearing (0.1); review lien notice filed by Acock (0.1).	0.20	
12/31/15	BRFO	Conferences with Jim Latimer regarding open case issues and action items (.5); correspondence regarding California well issues (.4).	0.90	
	RAOC	File management (0.2); call with B. Foxman to discuss action items (0.3).	0.50	
Total			110.60	\$58,856.00

Re: Claims Administration and Objections

Date	Initials	Description	Hours
12/14/15	RAOC	Draft administrative claims bar date motion, notice, and order (3.0).	3.00
12/15/15	RAOC	Work on administrative claims bar date motion, notice, and order (1.6).	1.60
12/16/15	BRFO	Review and comment on administrative claim bar date motion (.4).	0.40

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	RAOC	Work on administrative and priority claims bar date motion, notice, and order and email correspondence regarding same (1.3); review plan provisions regarding same (0.4); call with B. Foxman regarding bar date motion (0.1).	1.80	
12/17/15	BRFO	Analysis and correspondence regarding administrative claims bar date motion (.3); prepare for and participate in telephone conference with counsel to committee regarding same (.4).	0.70	
	RAOC	Multiple revisions to administrative and priority claims bar date motion, notice, order to address comments from V&E team, Kirkland, and DLA Piper (2.4); email correspondence with B. Foxman, Kirkland, and DLA Piper regarding same (0.3); call with D. Simon and B. Foxman regarding bar date issues and plan issues (0.5); call with B. Foxman regarding same (0.1).	3.30	
12/18/15	RAOC	Email correspondence regarding bar date motion (0.1); revise, finalize, and file bar date motion (0.5); draft notice of hearing and file same (0.2); coordinate service with BMC (0.1).	0.90	
	KMSI	Research and analyze subrogation (4.10).	4.10	
12/28/15	BRFO	Conferences and analysis regarding priority claim objections (0.4).	0.40	
12/29/15	MWMO	Meeting with Brad Foxman and Frank Brame regarding estimation of claims and related research and analysis (0.8).	0.80	
	GPAD	Confer with Frank Brame (0.2); research section 502(c) motion for estimation filed (0.9); research avoidance of plug and abandonment expenses as administrative expenses (3.2).	4.30	
12/30/15	MWMO	Confer with Frank Brame and George Padis regarding analysis of P&A liabilities (0.2).	0.20	
	FCBR	Work with George Padis on claims estimation brief (0.8)	0.80	
	GPAD	Confer with Frank Brame regarding draft brief on motion to estimate (0.5).	0.50	
Total			22.80	\$10,139.50

Re: Corporate Governance and Board Matters

Date	Initials	Description	Hours
12/10/15	BRFO	Draft and circulate summary email to the board regarding plan and release issues (.6); correspondence and telephone conferences regarding D&O release/governance issues (.9).	1.50
	SHM	Draft email to Brad Foxman and Harry Perrin regarding D&O insurance (0.5).	0.50

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Re: General Corporate Matters

12/11/15	TMK	Discuss director release of claim (0.5); review objection filed by unsecured creditors (0.7); participate on Board call (1.3).	2.50	
	BRFO	Telephone conference with Harry Perrin and Mark Kelly regarding board/governance matters (.5); draft summary email to chairman of the board regarding release issues (.8); prepare for and participate in board call (1.3).	2.60	
	SHM	Call with Brad Foxman to discuss release of directors and D&O policies (0.30); research regarding D&O insurance issues (4.20).	4.50	
12/12/15	BRFO	Prepare for and participate in board meeting regarding case and plan issues (.9); follow-up telephone conference with Michael Willis regarding same (.7).	1.60	
12/14/15	TMK	Review of latest correspondence in the case and discuss same (0.5).	0.50	
12/17/15	SHM	Continue drafting list of key provisions of D&O insurance policies (3.10); review and analyze insurance policies in connection with same (1.20); incorporate Brad Foxman's comments into list of key provisions (0.30).	4.60	
12/22/15	BRFO	Analysis and correspondence regarding board meeting minutes (0.3).	0.30	
Total			18.60	\$13,467.00

Re: Employee Benefits and Pensions

Date	Initials	Description	Hours	
12/03/15	PHS	Review Cindy Hipsher email regarding Affordable Care Act reporting (0.5).	0.50	
12/04/15	PHS	Telephone conference with Cindy Hipsher regarding Affordable Care Act reporting (0.5).	0.50	
12/07/15	PHS	Review and respond to Cindy Hipsher emails regarding Affordable Care Act reporting (0.5).	0.50	
Total			1.50	\$1,237.50

Re: Employment and Fee Applications

Date	Initials	Description	Hours	
12/02/15	RAOC	Attention to professional retention issues (0.3).	0.30	

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12/03/15	BRFO	Analysis regarding V&E retention application issues in advance of hearing (.9); conferences and correspondence with the committee regarding interim compensation procedures (.5); attention to Parkman Whaling retention application concerns (.6).	2.00
	RAOC	Attention to professional retention issues (0.7); revise interim compensation order and email correspondence regarding same (0.2); attention to fee statement issues and email correspondence regarding same (1.5).	2.50
12/04/15	BRFO	Analysis and correspondence regarding V&E retention application issues (0.6).	0.60
	RAOC	Revise supplemental declaration for H. Perrin and discuss same with H. Perrin and B. Foxman (0.7); attention to related retention issues and email correspondence with H. Perrin, M. Kelly, and B. Foxman regarding same (0.5).	1.20
12/06/15	BRFO	Correspondence regarding V&E retention application issues (.4); prepare for hearing on retention applications (.7).	1.10
	RAOC	Attention to professional retention issues and related hearing preparation for December 7, 2015 hearing (0.6).	0.60
12/07/15	RAOC	Calls with M. Denny to discuss ordinary course professional issues and email correspondence regarding same (0.4); revise ordinary course professionals chart and email correspondence with B. Foxman regarding same (0.4); begin preparation of monthly fee statement and attention to related issues to ensure compliance with interim compensation order and UST fee guidelines (1.2).	2.00
12/08/15	BRFO	Analysis regarding Ryan retention application issues (.4); correspondence regarding V&E retention order follow-up (.3); analysis regarding ordinary course professional amended motion (.5).	1.20
	RAOC	Continue to prepare monthly fee statement and attention to related compliance issues (0.5); call with M. Denny and B. Foxman regarding ordinary course professional issues and email correspondence regarding same (0.2); draft supplemental declaration for J. Latimer and email correspondence regarding same (0.4); call with B. Foxman to discuss same (0.1); attention to ordinary course professional issues and revise chart to reflect more in depth description of service to be provided during the cases and the necessity for such service (0.9); calls and email correspondence with M. Denny regarding same (0.3); review latest draft of Ryan engagement letter and incorporate terms into draft of retention application (0.2); revise Ryan retention application (1.4).	4.00

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12/09/15	BRFO	Review and comment on Ryan retention application (.5); additional review and comment on ordinary course professionals amended motion (.8).	1.30
	RAOC	Multiple revisions throughout the day to ordinary course professional chart and email correspondence and calls with B. Foxman, J. Latimer, and M. Denny regarding same (3.3); revise Ryan retention application, affidavit, and order and attention to email correspondence regarding same (0.7); continue to prepare monthly fee statement (0.7); email correspondence with J. Latimer regarding amendment to declaration (0.1); finalize and file via ECF amendment to Latimer declaration (0.2).	5.00
12/10/15	BRFO	Analysis and conferences regarding amendment to ordinary course professionals motion (0.8).	0.80
	RAOC	Attention to email correspondence with VE team, company, and Blackhill regarding ordinary course professional issues (0.3); revise ordinary course professional chart to incorporate comments from M. Willis and Blackhill team (0.4); calls and email correspondence regarding ordinary course professional issues (0.1); attention to monthly fee statement issues and email correspondence with billing department (0.5); email correspondence with Kirkland team regarding ordinary course professional motion (0.2); call with J. Richardson to discuss monthly fee statement (0.2); finalize and file ordinary course professional motion (0.2).	2.00
12/11/15	BRFO	Review of monthly compensation statement under interim comp order (0.3).	0.30
	RAOC	Attention to email correspondence regarding monthly fee statement (0.3).	0.30
12/15/15	BRFO	Review of monthly fee statements per interim compensation procedures (0.6).	0.60
	RAOC	Prepare monthly fee statement (0.7); discuss same with B. Foxman (0.2); draft email for monthly fee statement (0.3); finalize monthly fee statement and circulate to relevant parties (0.4).	1.60
12/16/15	RAOC	Review updated draft of Ryan engagement letter (0.2); email correspondence regarding Blackhill monthly fee statement (0.2); email correspondence regarding V&E monthly fee statement (0.1).	0.50
12/21/15	RAOC	Revise Ryan application, affidavit, and order and email correspondence regarding same (1.5).	1.50
12/23/15	RAOC	Attention to email correspondence regarding Ryan retention application (0.1).	0.10

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12/28/15	BRFO	Review and correspondence regarding Ryan retention application (0.4).	0.40
	RAOC	Revise Ryan application and affidavit and email correspondence regarding same (1.4); attention to email correspondence regarding ordinary course professional issues (0.2).	1.40
12/29/15	RAOC	Email correspondence and calls with B. Foxman and Kirkland regarding Ryan retention application (0.7); revise Ryan retention application (0.4); work on December monthly fee statement (1.5); call with J. Latimer to discuss Ryan issues and email correspondence with S. Allen regarding same (0.6); research regarding contingency fee arrangements for professionals (0.3).	3.50
12/30/15	BRFO	Correspondence regarding ordinary course professional affidavits (0.2).	0.20
	RAOC	Attention to ordinary course professional issues, review affidavits, draft notice, and file via ECF (1.0); call with J. Latimer regarding Ryan application and email correspondence with Kirkland regarding same (0.4); attention to Ryan retention issues (0.5); attention to monthly fee statement issues and calls and email correspondence regarding same (0.2).	2.10
12/31/15	RAOC	Revise, finalize, and file Ryan application (1.0); draft Ryan notice of hearing and file via ECF (0.2).	1.20
Total			38.30
			\$17,401.50

Re: Financing and Cash Collateral

Date	Initials	Description	Hours
12/01/15	BRFO	Analysis and correspondence regarding cash collateral order and related budget (1.10).	1.10
12/02/15	HAP	Review revised cash collateral order pertaining to issues related to January 31 closing date and interoffice conference with Brad Foxman concerning same (.60); attend cash collateral hearing (.70).	1.30
12/04/15	JMAR	Conference with Brad Foxman and Farah Paliwala discussing successor agent (0.2).	0.20
	FHPA	Review successor agent agreement (0.5); call and correspondence regarding same (0.5); correspondence with Paige Lee on statement of change (0.5).	1.50
12/08/15	RAOC	Email correspondence regarding final cash collateral order (0.1).	0.10

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12/10/15	RAOC	Review credit agreement and cash collateral order regarding reporting requirements and calls with M. Denny, B. Foxman, and J. Latimer regarding same (0.3).	0.30	
12/16/15	KMSI	Analyze and complete questionnaire for submission to underwriters. (3.30)	3.30	
12/29/15	BRFO	Conferences with Jim Latimer regarding cash collateral budget and payment issues (0.6).	0.60	
	RAOC	Review cash collateral order regarding payment of Wilmington legal fees and email correspondence with B. Foxman and M. Denny regarding same (0.4).	0.40	
12/30/15	BRFO	Review and correspondence regarding potential fee payments under cash collateral order (0.3).	0.30	
Total			9.10	\$5,594.00

Re: General Litigation

Date	Initials	Description	Hours	
12/04/15	BRFO	Correspondence to address royalty interest demand letter (.4).	0.40	
12/07/15	BRFO	Review and correspondence regarding response to demand letter (.3).	0.30	
	RAOC	Review demand letter from Allar Company and draft response letter (0.5); revise response letter and email correspondence with J. Latimer and M. Willis regarding same (0.4).	0.90	
12/08/15	RAOC	Finalize response to Allar Company demand letter and coordinate delivery (0.2); email correspondence regarding same (0.2).	0.40	
12/09/15	RAOC	Review and analyze demand letter received from Northern Trust and email correspondence regarding same (0.2).	0.20	
12/10/15	RAOC	Draft response letter to demand from Northern Trust and email correspondence regarding same (0.4).	0.40	
12/15/15	BRFO	Review and comment on Northern Trust response letter (.2).	0.20	
	RAOC	Review ONRR demand letter and email correspondence with B. Foxman regarding same (0.2); email correspondence with B. Foxman, M. Willis, and J. Latimer regarding Northern Trust demand letter (0.1); revise response letter to Northern Trust demand letter (0.1).	0.40	
12/16/15	BRFO	Review and comment on response letter to royalty owner (.3).	0.30	

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Client/Matter Number RAA101 29000
 Invoice Number 25517230
 Billing Attorney T. M. Kelly

Re: General Corporate Matters

	RAOC	Finalize and mail response to Northern Trust demand letter (0.1); draft response to DOI/ONRR demand letter and email correspondence regarding same (0.5).	0.60	
12/18/15	RAOC	Finalize DOI/ONRR response letter and arrange mail out (0.1).	0.10	
Total			4.20	\$1,998.00

Re: Meetings and Communications with Creditors

Date	Initials	Description	Hours
12/01/15	BARD	Respond to creditor inquiries (1.5).	1.50
12/02/15	BARD	Respond to creditor inquiries (1.5).	1.50
12/03/15	RAOC	Call with creditor (0.1).	0.10
	BARD	Respond to creditor inquiries (1.0).	1.00
12/04/15	BARD	Respond to creditor inquiries (1.0).	1.00
12/07/15	BARD	Respond to creditor inquiries (0.6).	0.60
12/08/15	BARD	Respond to creditor inquiries (2.5).	2.50
12/09/15	RAOC	Email correspondence with counsel to royalty creditors (0.1); discuss creditor inquiries with S. Barden (0.2).	0.30
	BARD	Respond to creditor inquiries (2.5).	2.50
12/10/15	RAOC	Email correspondence with creditor (0.1).	0.10
	BARD	Respond to creditor inquiries (1.0).	1.00
12/11/15	BARD	Respond to creditor inquiries (2.8).	2.80
12/14/15	RAOC	Discussions and email correspondence with landowner creditors (1.1); call with M. Denny regarding creditor inquiries (0.2); calls with creditors (0.3).	1.60
	BARD	Respond to creditor inquiries (1.5).	1.50
12/15/15	BRFO	Prepare for and attend 341 meeting (3.6).	3.60
	RAOC	Calls with creditors/landowners (0.5); discuss 341 meeting with B. Foxman and J. Latimer (0.2).	0.70
	BARD	Respond to creditor inquiries (1.2).	1.20
12/16/15	BRFO	Correspondence regarding questions raised by creditors at 341 meeting and related creditor inquiries (.8).	0.80

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Re: General Corporate Matters

	BARD	Respond to creditor inquiries (1.3).	1.30	
12/17/15	BRFO	Correspondence with creditors regarding royalty inquiries (.6).	0.60	
	BARD	Respond to creditor inquiries (1.0).	1.00	
12/18/15	RAOC	Calls with creditors and email correspondence regarding same (0.3).	0.30	
	BARD	Respond to creditor inquiries (1.0).	1.00	
12/21/15	RAOC	Calls and email correspondence with creditors/landowners (0.7).	0.70	
	BARD	Respond to creditor inquiries (0.4).	0.40	
12/23/15	BRFO	Telephone conference with creditor regarding case inquiry (0.2).	0.20	
12/28/15	BRFO	Correspond with counsel to Mil-Vid regarding waiver inquiry (.3); confer with Jim Latimer regarding same and other open case issues (.6); respond to creditor inquiries (.4).	1.30	
	RAOC	Calls and email correspondence with creditors (0.6).	0.60	
	BARD	Respond to creditor inquiries (0.8).	0.80	
12/29/15	BARD	Respond to creditor inquiries (.8).	0.80	
12/30/15	RAOC	Attention to creditor inquiries and calls and email correspondence with creditors throughout the day (1.7).	1.70	
	BARD	Respond to creditor inquiries (0.5).	0.50	
Total			35.50	\$12,690.50

Re: Non-Working Travel

Date	Initials	Description	Hours
12/01/15	BRFO	Travel to Houston for omnibus hearing on multiple motions (3.30).	3.30
12/02/15	BRFO	Return travel to Dallas from Houston omnibus hearing (3.8).	3.80
12/06/15	BRFO	Travel to Houston for omnibus hearing on retention applications and other matters (3.10).	3.10
12/07/15	BRFO	Return travel to Dallas from omnibus hearing (3.50).	3.50
12/13/15	BRFO	Travel to Houston for disclosure statement and omnibus hearing (4.0).	4.00

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Re: General Corporate Matters

12/15/15	BRFO	Return travel from Houston to Dallas from omnibus hearing (3.2).	3.20	
12/21/15	BRFO	Travel to Houston for omnibus hearing, including hearing on disclosure statement (3.30).	3.30	
12/22/15	BRFO	Return travel to Dallas from hearing (3.1).	3.10	
Total			27.30	\$19,519.50

Re: Plan and Disclosure Statement

Date	Initials	Description	Hours
12/01/15	RAOC	Revise and file notice of filing and hearing on disclosure statement (0.2).	0.20
12/02/15	JEW	Review stipulation between RAAM, ACE Insurance Co., Highbridge Principal Strategies and the unsecured Creditors' Committee (.70); begin analysis of impact on plan of liquidation. (.80).	1.50
	HAP	Meeting with Vince Slusher to discuss issues pertaining to treatment of unsecured creditors and interoffice conference with Brad Foxman concerning the same (0.8).	0.80
12/03/15	HAP	Emails with Kirkland Ellis, VE, client and Blackhill concerning amendments to plan of reorganization and disclosure statement (2.10).	2.10
	BRFO	Analysis and advice regarding plan issues, including liquidation analysis (2.10).	2.10
12/04/15	BRFO	Analysis and comments regarding disclosure statement (0.9).	0.90
12/06/15	BRFO	Correspond with counsel to committee regarding plan issues (0.3).	0.30
12/07/15	HAP	Review initial draft of liquidation analysis and review and revise latest draft of plan and related disclosure statement (1.3).	1.30
	BRFO	Conferences with DLA Piper and tax counsel regarding plan and disclosure statement (0.5).	0.50
12/08/15	JB	Conferences with Sam Guthrie regarding issues in disclosure statement (.50).	0.50
	JEW	Review revised plan of liquidation provided by the Creditors' Committee (1.70); prepare comments to the revised plan (.80); interoffice conference with Brad Foxman regarding comments to revised plan (.50).	3.00

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Re: General Corporate Matters

	HAP	Telephone conference with Vince Slusher and Brad Foxman concerning treatment of trade creditors and second lien bondholders (0.7).	0.70
	BRFO	Review, analysis, and conferences regarding plan of liquidation, including regarding Committee comments to same (3.6).	3.60
	SBGU	Telephone conference with Judy Blissard to discuss Plan of Liquidation and Disclosure Statement (.2); review Plan of Liquidation and Disclosure Statement (1.1).	1.30
	RAOC	Attention to email correspondence with committee counsel regarding revised plan (0.1).	0.10
12/09/15	JB	Conference with Sam Guthrie regarding disclosure in plan document (.30).	0.30
	JEW	Review and analyze comments to plan of liquidation provided by Kirkland & Ellis (1.3); interoffice conference with Brad Foxman to discuss comments (0.30).	1.60
	WTS	Confer with Judy Blissard and Sam Guthrie regarding liquidating trust (.30).	0.30
	HAP	Review Highbridge revisions to plan of reorganization (1.30); telephone conferences with Brad Foxman to try to address potential confirmation issues with respect to current draft of plan of reorganization (1.20).	2.50
	HAP	Emails and telephone conferences with Brad Foxman and Vince Slusher concerning treatment of unsecured creditors and second lien bondholders (1.1).	1.10
	BRFO	Review, analysis, and communications regarding updated draft of plan and potential plan settlements (4.6); telephone conference with counsel to bondholders regarding plan objections (.4); review and analysis of bondholder disclosure statement objection (.5); correspondence regarding same (.4); review and comment on liquidation analysis (.5).	6.40
	SBGU	Review and revise Plan of Liquidation tax disclosure (5.1); conference call with Judy Blissard and Wendy Salinas to discuss same (.2).	5.30
	RAOC	Attention to email correspondence regarding disclosure statement and plan issues (0.1); attention to disclosure statement issues raised by BMC and revise disclosure statement order (0.6).	0.70
12/10/15	JB	Review Plan and make revisions (3.9); conference with Brad Foxman (.10); conferences with Sam Guthrie regarding tax analysis (.50).	4.50

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Re: General Corporate Matters

	JEW	Review, edit and revise plan of liquidation (3.70); interoffice conferences with Brad Foxman regarding plan (0.60).	4.30
	HAP	Emails and telephone conferences with DLA Piper, Kirkland Ellis and VE team concerning second lienholders' objection to the proposed plan and disclosure statement (2.5).	2.50
	BRFO	Numerous telephone conferences and correspondence with counsel to committee, counsel to bondholders, UST and Highbridge regarding plan and disclosure statement (2.5); revise plan and disclosure statement (3.5); conferences and correspondence with tax counsel regarding disclosure statement (.5); analysis and correspondence regarding potential administrative claim issues for the plan (.9).	6.90
	SBGU	Research tax issues related to Disclosure Statement (1.2); draft and revise tax sections of Disclosure Statement; (2.3).	3.50
	KMSI	Analyze, revise and refine Joint Plan of Liquidation and Disclosure Statement. (6.00)	6.00
12/11/15	JB	Additional review of precedents (.50); revisions to Plan and Disclosure Statement (1.5); various conferences with Sam Guthrie and Wendy Salinas regarding issues and defined terms (.70); conference with Brad Foxman (.70) make additional changes to disclosure statement (1.0).	3.70
	JEW	Participate in telephone conferences with Creditors' Committee attorneys and attorneys for senior lenders regarding plan of liquidation (1.0); edit and revise plan (1.50); interoffice conferences with Brad Foxman regarding plan (0.50); review emails detailing changes to plan sent by attorneys of Creditors' Committee and senior lenders (0.70).	3.70
	WTS	Confer with Judy Blissard regarding the plan disclosure (.50); review and revise the plan disclosure (2.00).	2.50
	HAP	Emails and telephone conferences with Brad Foxman, Jim Latimer and Michael Willis concerning status of negotiations among second lienholders, Highbridge and Creditors' Committee and need for Board meeting (2.2); study and analyze issues pertaining to D&O liability insurance policy (1.0).	3.20
	HAP	Prepare for and participate in conference call with Board of Directors to discuss status of negotiations with second lienholders, Creditors' Committee and Highbridge (1.7).	1.70

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Re: General Corporate Matters

	BRFO	Analysis and conferences regarding D&O release issues in plan (2.5); multiple telephone conferences and correspondence with company, K&E, committee counsel, and Ace to negotiate revisions to plan and address related issues (4.4); revisions to plan and disclosure statement (2.8); analysis and correspondence regarding Champion Exploration disclosure statement objection (.6); correspond with counsel to US department of interior regarding disclosure statement concerns (.3).	10.60
	SBGU	Telephone conference with Judy Blissard to discuss Disclosure Statement (.3); revise tax sections of Disclosure Statement (2.2).	2.50
	KMSI	Research and analyze precedent regarding releasing claims pursuant to confirmed plans of reorganization (2.60); revise and refine Disclosure Statement (2.40); revise and refine Joint Plan of Liquidation (.90).	5.90
12/12/15	JEW	Review, edit and revise plan of liquidation (1.70); review various comments and revisions to plan of liquidation prepared by the Creditors' Committee, senior secured lenders and ACE (0.90); review various comments to the disclosure statement prepared by the Creditors' Committee and the senior lenders (0.60); review, edit, revise and provide comments to disclosure statement(2.20).	5.40
	WTS	Confer with Judy Blissard regarding the disclosure statement (.20); review and revise the disclosure statement (.30).	0.50
	HAP	Email correspondence with Kirkland Ellis, Gina Shearer and DLA Piper concerning plan modifications and telephone conferences Brad Foxman concerning the same (2.1).	2.10
	BRFO	Revisions to disclosure statement order and related correspondence regarding ballots (.8); revise and circulate multiple drafts of plan and disclosure statement (7.7); telephone conference with Jim Latimer regarding plan issues (.6); telephone conference with K&E regarding plan (.5).	9.60
	KMSI	Revise and refine ballots and notices supporting First Amended Disclosure Statement and related Joint Plan. (1.50)	1.50
12/13/15	HAP	Email correspondence with Michael Willis, Jim Latimer and John West concerning D&O liability insurance as it pertains to the liquidating trust and plan of reorganization (.60); telephone conference with Michael Willis concerning the same (0.30).	0.90

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Re: General Corporate Matters

	BRFO	Finalize and file amended plan and disclosure statement (1.6); correspondence and conferences with Jim Latimer and Michael Willis regarding same (.6); telephone conference with counsel to US Dept. of the Interior regarding same (.3); telephone conference with counsel to Ace regarding same (.2); review and comment on ballots and disclosure statement order (.7).	3.50
	KMSI	Revise and refine notices and ballots supporting Joint Plan and Disclosure Statement. (3.60)	3.60
12/14/15	JEW	Interoffice conference with Brad Foxman regarding status of plan of liquidation and revisions to disclosure statement (0.5).	0.50
	HAP	Review proposed Stipulation concerning settlement between second lienholders, Highbridge, Creditors' Committee and debtor with respect to plan of reorganization and conferences with Jim Latimer, Brad Foxman and Michael Willis concerning the same (1.4).	1.40
	BRFO	Correspond with BMC Group regarding disclosure statement solicitation issues (0.4).	0.40
12/15/15	JEW	Begin review of proposed changes to plan of liquidation (.8).	0.80
	BRFO	Review, analysis, and conferences regarding amended plan stipulation and amended plan (0.9).	0.90
12/16/15	HAP	Email correspondence concerning plan stipulation and amendments to plan of reorganization (1.2).	1.20
	HAP	Review email correspondence related to liquidation analysis and bid procedures issues (0.6).	0.60
	BRFO	Telephone conference and correspondence with Louisiana counsel regarding P&A issues for disclosure statement (.5); analysis of P&A issues for disclosure statement (.9); review and revise updated draft of plan (1.7); analysis and conferences regarding D&O release language issues in plan (.9); analysis and correspondence regarding revised stipulation received (.7).	4.70
	SHM	Review and analyze amended plan of liquidation (2.10); provide comments on amended plan of liquidation (2.30); review and analyze RAAM D&O policies in connection with amended plan of liquidation (2.20); meeting with Brad Foxman to discuss comments on amended plan of liquidation (0.50); begin drafting list of key provisions of RAAM D&O policies (2.10).	9.20
12/17/15	HAP	Email correspondence concerning revisions to plan stipulation and plan amendments (1.3).	1.30

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 Billing Attorney T. M. Kelly

Re: General Corporate Matters

	BRFO	Revisions, correspondence and conferences regarding plan and plan stipulation (3.7); analysis and correspondence regarding P&A issues relating to plan and disclosure statement (1.8); analysis regarding D&O release issues in plan (.9).	6.40
	RAOC	Review revised joint plan of liquidation (0.5).	0.50
12/18/15	JEW	Review memo prepared by Louisiana counsel regarding plugging and abandonment issues under Louisiana law (0.70); interoffice conference with Brad Foxman regarding impact of same on plan of liquidation issues (0.20).	0.90
	HAP	Prepare for and participate in conference call with Board of Directors concerning latest plan of reorganization stipulation and plan amendments (1.4).	1.40
	HAP	Review latest drafts of proposed stipulation and plan amendments (0.4); email correspondence with Kirkland Ellis, Blackhill Partners and DLA Piper concerning plan stipulation and plan amendments (0.50); telephone conference with Brad Foxman and Blackhill Partners concerning same (0.60).	1.50
	BRFO	Prepare for and participate in board call regarding plan (1.1).	1.10
	BRFO	Revise disclosure statement to address plan changes (3.5); correspond with BMC group regarding solicitation issues (.4); correspondence and telephone conference with Richard Getty regarding plan issues (.6); analysis, correspondence, and conferences regarding P&A plan issues and related disclosure statement language (2.7); correspond with counsel to the Department of the Interior regarding disclosure statement (.3); analysis, conferences, and correspondence regarding amendments to plan and stipulation (1.5); review and correspondence regarding liquidation analysis and other disclosure statement exhibits (.7).	9.70
12/19/15	BRFO	Correspond with K&E regarding plan/disclosure statement (.3); revise disclosure statement (1.1); correspond with M. Willis regarding disclosure statement issues (.5).	1.90
12/20/15	JEW	Review and provide comments to revised disclosure statement (1.50); interoffice conference with Brad Foxman regarding comment to disclosure statement (0.50).	2.00
	HAP	Email correspondence with DLA Piper, Kirkland Ellis and VE team concerning issues pertaining to plan amendment (0.5); telephone conferences with Brad Foxman (0.5); conference call with Kirkland Ellis, Brad Foxman and DLA Piper (0.7).	1.70

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Re: General Corporate Matters

	BRFO	Revise and circulate disclosure statement (1.9); review and correspondence regarding plan changes and filing status (1.3); finalize and file plan (.6); telephone conference with CRO regarding plan (.5); prepare for and participate in telephone conference with counsel to Highbridge and the committee regarding plan and disclosure statement (.8).	5.20
	RAOC	Attention to email correspondence regarding plan issues (0.2).	0.20
12/21/15	JEW	Review changes to disclosure statement proposed by counsel for the senior lenders (0.50); interoffice conference with Brad Foxman regarding proposed changes (0.20).	0.70
	HAP	Emails with DLA Piper, Kirkland Ellis and VE team concerning revisions to plan and disclosure statement (1.3).	1.30
	HAP	Review research with respect to plugging and abandonment liability with respect to the State of Louisiana (0.8).	0.80
	BRFO	Revise and file disclosure statement (.9); correspondence and conferences regarding same (1.4); communications regarding finalization of stipulation (.4); telephone conference with Jim Latimer regarding plan and disclosure statement issues (.5); review and comment on disclosure statement order (.3); correspond with BMC Group regarding solicitation issues (.3); correspondence regarding exhibit to disclosure statement on excluded assets (.8).	4.60
	RAOC	Revise disclosure statement order (0.5); review transcript from December 14, 2015 hearing regarding disclosure statement issues (0.2); revise ballots and notices and email correspondence with BMC Group regarding same (0.5).	1.20
12/22/15	HAP	Prepare for and attend hearing to approve disclosure statement (2.0).	2.00
	BRFO	Multiple conferences and correspondence with BMC Group regarding solicitation issues (0.8).	0.80
	RAOC	Revise ballots and notices (0.3); review redline of plan (0.4); finalize ballots and notices (0.4); revise disclosure statement and plan and email correspondence regarding same (0.6).	1.70
12/23/15	BRFO	Review and finalize disclosure statement, plan, and related notices and ballots (1.1); correspondence and telephone conference with BMC Group regarding solicitation of plan (1.2).	2.20
	RAOC	Attention to email correspondence regarding disclosure statement issues (0.5).	0.50

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Re: General Corporate Matters

12/28/15	BRFO	Correspondence with BMC regarding solicitation and administrative claim notice matters (.8); analysis and conferences regarding notice of solicitation version of plan and disclosure statement (.5).	1.30	
	RAOC	Attention to disclosure statement issues and email correspondence (1.7); draft notice of final/solicitation versions of disclosure statement, plan, ballots, and notices (0.3).	2.00	
12/29/15	HAP	Email correspondence with VE team, Parkman Whaling, Kirkland Ellis and client concerning matters pertaining to the sale process and plan supplements (2.4).	2.40	
	BRFO	Work on plan supplement and liquidating trust agreement (2.3); conferences and correspondence regarding notice of final disclosure statement (.3); conference with litigation team regarding claim estimation and plan confirmation litigation issues (.9); conferences regarding issues relating to left behind properties (.6).	4.10	
	RAOC	Revise disclosure statement and plan notice and calls and email correspondence with B. Foxman regarding same (0.8); calls with B. Foxman to discuss plan issues (0.2).	1.00	
12/30/15	HAP	Emails and interoffice conferences with Brad Foxman concerning plugging and abandonment issues on the California "leave behind" properties (1.60); review schedule of plugging and abandonment liabilities (0.30); prepare for and participate in conference call with Brad Foxman, Blackhill, Kirkland Ellis and client to discuss issues pertaining to disclosure statement with respect to plugging and abandonment liability with respect to the California "leave behind" properties.	1.30	
	BRFO	Revise liquidating trust agreement (2.1); analysis and conferences regarding disclosure statement issues in connection with California properties (4.1); analysis and correspondence regarding estimation pleadings (.4).	6.60	
	RAOC	Work on plan supplement and schedules and email correspondence with V&E team regarding same (1.3).	1.30	
12/31/15	HAP	Email correspondence with respect to to VE team, Kirkland Ellis, Blackhill and client with respect to plan supplements (1.7).	1.70	
	BRFO	Revisions and correspondence regarding liquidating trust agreement and plan supplement (0.5).	0.50	
	KMSI	Begin researching law pertaining to cause of action issues under plan (.30).	0.30	
Total			217.50	\$158,184.50

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Client/Matter Number RAA101 29000
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Re: General Corporate Matters

Re: Reporting

Date	Initials	Description	Hours
12/01/15	RAOC	Call with M. Denny to discuss schedules and statements (0.2).	0.20
12/03/15	BRFO	Correspondence and advice regarding schedules and SOFAs (1.1).	1.10
	RAOC	Email correspondence regarding schedules and statements and attention to related issues (0.8).	0.80
12/04/15	BRFO	Analysis and review of schedules and SOFAs (0.9).	0.90
	RAOC	Review and revise schedules and statements (4.3); calls and email correspondence regarding same throughout the day (1.2)	5.50
12/05/15	BRFO	Analysis and communications regarding finalization and filing of schedules and SOFAs (3.2).	3.20
	RAOC	Review updated drafts of schedules and statements, provide comments to same, and multiple calls and email correspondence with M. Denny, BMC team, and company team to finalize same for filing (4.5); revise global notes for schedules and statements and calls and email correspondence with M. Denny and B. Foxman regarding same (2.5).	7.00
12/06/15	RAOC	Review updated drafts of schedules and statements, finalize, and file via ECF (1.5).	1.50
12/08/15	RAOC	Attention to email correspondence regarding schedules and statements (0.1).	0.10
12/10/15	RAOC	Review schedules and statements for H. Perrin (1.0).	1.00
12/21/15	RAOC	Review and file monthly operating report (0.3).	0.30
Total			21.60
			\$9,950.00

Re: Tax

Date	Initials	Description	Hours
12/01/15	RAOC	Call with M. Denny to discuss tax issues (0.2).	0.20
12/09/15	BRFO	Correspondence regarding potential tax refunds (0.3).	0.30
12/10/15	RAOC	Attention to severance tax issues (0.4).	0.40
12/16/15	BRFO	Correspondence regarding franchise tax payment issue (0.2).	0.20

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Re: General Corporate Matters

	RAOC	Analyze ability to pay California franchise taxes under first day order (0.1).	0.10	
12/17/15	RAOC	Calls and email correspondence regarding tax issues (0.2); draft motion to amend taxes order (1.5).	1.70	
12/18/15	RAOC	Attention to severance tax issues and revise motion and order regarding same (1.9).	1.90	
12/30/15	SBGU	Review liquidating trust agreement for tax issues (.2).	0.20	
	RAOC	Attention to tax issues and call with M. Denny regarding same (0.2).	0.20	
Total			5.20	\$2,158.50
Total fees and hours			714.10	\$437,871.00

Disbursements and other charges posted through December 31, 2015:

Travel				
11/24/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010642110 DATE: 12/17/2015 11/24/2015 Airfare Southwest Airlines ticket# 5262161616624 - Attend hearing for FOXMAN/BRADLEY ROLAN Route: DAL HOU DAL on 11/29/2015 - 12/02/2015	470.46	
12/01/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010642110 DATE: 12/17/2015 12/01/2015 Airfare Southwest Airlines ticket# 5262163074746 - Attend hearing for FOXMAN/BRADLEY ROLAN Route: HOU DAL on 12/02/2015 - 12/02/2015	224.17	
12/01/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010642110 DATE: 12/17/2015 12/01/2015 Taxi IKE CAB #820 6280990 HOUSTON TX - Attend hearing	32.66	
12/02/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010642110 DATE: 12/17/2015 12/02/2015 Airfare Southwest Airlines ticket# 5262161616624 - Attend hearing for Brad Foxman Route: DAL/HOUST/DAL on 11/29/2015 - 12/02/2015	-230.48	
12/02/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010642110 DATE: 12/17/2015 12/02/2015 Airfare Southwest Airlines ticket# 5262161616624 - Attend hearing for Brad Foxman Route: DAL/HOUST/DAL on 11/29/2015 - 12/02/2015	-16.38	
12/02/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010642110 DATE: 12/17/2015 12/02/2015 Taxi TXP*TAXI-PASS.COM N NEW YORK NY - Attend hearing	37.75	
12/02/15	BRFO	VENDOR: Emp_Pd ChromeRiver INVOICE#: CE010010642110 DATE: 12/17/2015 12/02/2015 Parking NTTA - Attend hearing	34.00	
12/03/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010645327 DATE: 12/17/2015 12/03/2015 Airfare Southwest Airlines ticket# 5262163615096 - Attend hearing for FOXMAN/BRADLEY ROLAN Route: DAL HOU DAL on 12/06/2015 - 12/07/2015	448.34	

I.R.S. NO. 74-1183015

Please reference client/matter and invoice numbers when making payment.

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V&E Invoice

Raam Global Energy Company January 12, 2016

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Client/Matter Number RAA101 29000
 Invoice Number 25517230
 Billing Attorney T. M. Kelly

Re: General Corporate Matters

12/03/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010642110 DATE: 12/17/2015 12/03/2015 Hotel - Lodging Attend hearing arrival: 12/01/2015 # of nights 1	310.05
12/04/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010660646 DATE: 12/18/2015 12/04/2015 Airfare Southwest Airlines ticket# 5262163937970 - Attend hearing for FOXMAN/BRADLEY ROLAN Route: DAL HOU DAL on 12/13/2015 - 12/15/2015	448.34
12/06/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010645327 DATE: 12/17/2015 12/06/2015 Hotel - Internet FOUR SEASONS HOUSTON HOUSTON TX - Attend hearing	19.43
12/07/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010645327 DATE: 12/17/2015 12/07/2015 Taxi BRONCOUSACAB GOSQ.CO Houston TX - Attend hearing	33.92
12/07/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010645327 DATE: 12/17/2015 12/07/2015 Taxi HOU TAXI 2217 090240 LONG ISLAND C NY - Attend hearing	34.60
12/07/15	BRFO	VENDOR: Emp_Pd ChromeRiver INVOICE#: CE010010645327 DATE: 12/17/2015 12/07/2015 Parking NTTA - Attend hearing	17.00
12/08/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010645327 DATE: 12/17/2015 12/08/2015 Hotel - Lodging Attend hearing arrival: 12/06/2015 # of nights 1	312.30
12/13/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010660646 DATE: 12/18/2015 12/13/2015 Taxi HOU TAXI 1014 090240 LONG ISLAND C NY - Attend hearing	31.00
12/15/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010660646 DATE: 12/18/2015 12/15/2015 Taxi YELLOW CAB COMPANY HOUSTON TX - Attend hearing	34.00
12/15/15	BRFO	VENDOR: Emp_Pd ChromeRiver INVOICE#: CE010010660646 DATE: 12/18/2015 12/15/2015 Parking NTTA - Attend hearing	34.00
12/16/15	HAP	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010694888 DATE: 12/22/2015 12/16/2015 Parking PARKING METERS 0000 HOUSTON TX - Parking at hearing on 12/15/2015.	4.50
12/16/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010660646 DATE: 12/18/2015 12/16/2015 Hotel - Lodging Attend hearing arrival: 12/13/2015 # of nights 2	624.60
12/17/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010642110 DATE: 12/17/2015 12/17/2015 Hotel - Internet FOUR SEASONS HOUSTON HOUSTON TX - Attend hearing	19.43
12/17/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010742095 DATE: 12/29/2015 12/17/2015 Airfare Southwest Airlines ticket# 5262166917707 - Travel to Houston, Texas to attend hearing for FOXMAN/BRADLEY ROLAN Route: DAL HOU DAL on 12/21/2015 - 12/22/2015	448.34
12/18/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010660646 DATE: 12/18/2015 12/18/2015 Hotel - Internet FOUR SEASONS HOUSTON HOUSTON TX - Attend hearing	38.86
12/21/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010742095 DATE: 12/29/2015 12/21/2015 Hotel - Internet FOUR SEASONS HOUSTON HOUSTON TX - Travel to Houston, Texas to attend hearing	19.43
12/21/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010742095 DATE: 12/29/2015 12/21/2015 Taxi YELLOW CAB COMPANY HOUSTON TX - Travel to Houston, Texas to attend hearing.	33.20

I.R.S. NO. 74-1183015

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Raam Global Energy Company January 12, 2016

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 Invoice Number 25517230
 Billing Attorney T. M. Kelly

Re: General Corporate Matters

12/22/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010742095 DATE: 12/29/2015 12/22/2015 Taxi CURB HOUSTON TX - Travel to Houston, Texas to attend hearing.	37.50
12/22/15	BRFO	VENDOR: Emp_Pd ChromeRiver INVOICE#: CE010010742095 DATE: 12/29/2015 12/22/2015 Parking NTTA - Travel to Houston, Texas to attend hearing.	34.00
12/23/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010742095 DATE: 12/29/2015 12/23/2015 Hotel - Lodging Travel to Houston, Texas to attend hearing arrival: 12/21/2015 # of nights 1	270.18
Travel			\$3,805.20
Business Meals			
10/27/15	BRFO	VENDOR: Lenny's Subshop # 268; INVOICE#: 1216; DATE: 10/27/2015/ RAAM Lunch - 10/27/15 - 5 ppl.	50.28
10/28/15	BRFO	VENDOR: Corner Bakery Cafe; INVOICE#: 11038805441532; DATE: 10/28/2015; Breakfast on 10/28/15 RAAM Meeting in 25H attended by 10 people	74.95
11/18/15	BRFO	VENDOR: Lenny's Subshop # 268; INVOICE#: 1234; DATE: 11/18/2015/ RAAM Lunch - 11/18/15 - 15 ppl.	133.96
12/01/15	BRFO	VENDOR: Urban Yum LP; INVOICE#: 2131961; DATE: 12/1/2015; RAAM Global Energy lunch 12/1/15; 3 ppl.	60.63
12/01/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010642110 DATE: 12/17/2015 12/01/2015 FOUR SEASONS HOUSTON HOUSTON TX - Attend hearing # of attendees 1	41.19
12/02/15	BRFO	VENDOR: Massa's Seafood Grill; INVOICE#: 1729; DATE: 12/2/2015/ Raam Global Lunch - 12/02/15 - 5 ppl.	69.96
12/14/15	BRFO	VENDOR: Massa's Seafood Grill; INVOICE#: 1735; DATE: 12/14/2015; RAAM lunch 12/14/15; 6 ppl.	83.95
12/14/15	BRFO	VENDOR: Corner Bakery Cafe; INVOICE#: 11051405501532; DATE: 12/14/2015; RAAM breakfast 12/14/15; 6 ppl.	86.60
12/15/15	BRFO	VENDOR: Corner Bakery Cafe; INVOICE#: 11051875511532; DATE: 12/15/2015; RAAM breakfast 12/15/15; 6 ppl.	86.60
12/15/15	BRFO	VENDOR: Hickory Hollow Restaurants and Catering; INVOICE#: C1215157; DATE: 12/15/2015; Blackhill partners lunch 12/15/15; 6 ppl.	82.81
12/21/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010742095 DATE: 12/29/2015 12/21/2015 FOUR SEASONS HOUSTON HOUSTON TX - Travel to Houston, Texas to attend hearing # of attendees 1	45.17
12/22/15	BRFO	VENDOR: Urban Yum LP; INVOICE#: 2166579; DATE: 12/22/2015 - breakfast meeting on 12/22/2015 for B Foxman, H Perrin, J Latimer, J Brown and M Denny	35.32
12/22/15	BRFO	VENDOR: Urban Yum LP; INVOICE#: 2166591; DATE: 12/22/2015 - lunch for client meeting on 12/22/2015 for B Foxman, H Perrin, J Latimer, J Brown and M Denny	73.52
Business Meals			\$924.94
Computer Legal Research			
10/06/15	RAOC	RAA101-29000-103261	44.06
12/07/15	RAOC	RAA101-29000-103261	54.78
12/08/15	RAOC	RAA101-29000-103261	54.78
12/09/15	KMSI	RAA101-29000-103271	136.95
12/11/15	SHM	RAA101-29000-103014	136.95
12/11/15	KMSI	RAA101-29000-103271	27.39

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Raam Global Energy Company January 12, 2016

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Re: General Corporate Matters

12/17/15	BRFO	RAA101-29000-102659	82.17
12/18/15	KMSI	RAA101-29000-103271	54.50
12/20/15	BRFO	RAA101-29000-102659	82.17
12/29/15	BRFO	RAA101-29000-102659	27.39
12/29/15	RAOC	RAA101-29000-103261	82.17
12/29/15	GPAD	RAA101-29000-103330	54.78

Computer Legal Research	\$838.09
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Photocopy

11/25/15	BRFO	183 pages @ 0.15 per page	27.45
12/01/15	RAOC	3881 pages @ 0.15 per page	582.15
12/01/15	RAOC	2341 pages @ 0.15 per page	351.15
12/01/15	RAOC	5 pages @ 0.15 per page	0.75
12/04/15	RAOC	1056 pages @ 0.15 per page	158.40
12/07/15	RAOC	24 pages @ 0.15 per page	3.60
12/07/15	RAOC	12 pages @ 0.15 per page	1.80
12/07/15	RAOC	12 pages @ 0.15 per page	1.80
12/07/15	RAOC	6 pages @ 0.15 per page	0.90
12/07/15	RAOC	24 pages @ 0.15 per page	3.60
12/07/15	RAOC	10 pages @ 0.15 per page	1.50
12/07/15	RAOC	42 pages @ 0.15 per page	6.30
12/07/15	RAOC	12 pages @ 0.15 per page	1.80
12/07/15	RAOC	34 pages @ 0.15 per page	5.10
12/07/15	RAOC	42 pages @ 0.15 per page	6.30
12/07/15	RAOC	12 pages @ 0.15 per page	1.80
12/07/15	RAOC	12 pages @ 0.15 per page	1.80
12/07/15	RAOC	4 pages @ 0.15 per page	0.60
12/07/15	RAOC	20 pages @ 0.15 per page	3.00
12/08/15	RAOC	4 pages @ 0.15 per page	0.60
12/09/15	RAOC	416 pages @ 0.15 per page	62.40
12/10/15	RAOC	1 page @ 0.15 per page	0.15
12/10/15	RAOC	1493 pages @ 0.15 per page	223.95
12/14/15	RAOC	9 pages @ 0.15 per page	1.35
12/14/15	RAOC	12 pages @ 0.15 per page	1.80
12/14/15	RAOC	25 pages @ 0.15 per page	3.75
12/14/15	RAOC	8 pages @ 0.15 per page	1.20
12/14/15	RAOC	32 pages @ 0.15 per page	4.80
12/14/15	RAOC	25 pages @ 0.15 per page	3.75
12/14/15	RAOC	52 pages @ 0.15 per page	7.80
12/14/15	RAOC	15 pages @ 0.15 per page	2.25
12/14/15	RAOC	384 pages @ 0.15 per page	57.60
12/14/15	RAOC	8 pages @ 0.15 per page	1.20
12/14/15	RAOC	480 pages @ 0.15 per page	72.00
12/14/15	RAOC	25 pages @ 0.15 per page	3.75
12/14/15	RAOC	1185 pages @ 0.15 per page	177.75
12/14/15	RAOC	25 pages @ 0.15 per page	3.75
12/14/15	RAOC	25 pages @ 0.15 per page	3.75
12/14/15	RAOC	20 pages @ 0.15 per page	3.00
12/14/15	RAOC	12 pages @ 0.15 per page	1.80
12/14/15	RAOC	8 pages @ 0.15 per page	1.20
12/14/15	RAOC	15 pages @ 0.15 per page	2.25
12/14/15	RAOC	530 pages @ 0.15 per page	79.50
12/14/15	RAOC	25 pages @ 0.15 per page	3.75

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Raam Global Energy Company January 12, 2016

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 Billing Attorney T. M. Kelly

Re: General Corporate Matters

12/14/15	RAOC	95 pages @ 0.15 per page	14.25
12/14/15	RAOC	8 pages @ 0.15 per page	1.20
12/14/15	RAOC	52 pages @ 0.15 per page	7.80
12/14/15	RAOC	8064 pages @ 0.15 per page	1,209.60
12/15/15	RAOC	2 pages @ 0.15 per page	0.30
12/16/15	RAOC	5 pages @ 0.15 per page	0.75
12/21/15	RAOC	237 pages @ 0.15 per page	35.55
12/21/15	RAOC	1417 pages @ 0.15 per page	212.55
12/22/15	RAOC	12 pages @ 0.15 per page	1.80
12/22/15	RAOC	920 pages @ 0.15 per page	138.00
Photocopy			\$3,506.70

Courier Services

12/01/15	RAOC	12/01/2015 EDS Delivery to HON. MARVIN J. ISGUR	6.86
12/04/15	RAOC	12/04/2015 EDS Delivery to MARVIN J. ISGUR, U.S. JUDGE	6.86
12/10/15	RAOC	12/10/2015 EDS Delivery to HON. MARVIN J. ISGUR, US.	6.86
12/21/15	RAOC	12/21/2015 EDS Delivery to HON. MARVIN J. ISGUR, US.	6.86
Courier Services			\$27.44

Long Distance Telefax

12/03/15	BARD		0.50
12/10/15	BARD		0.75
Long Distance Telefax			\$1.25

Filing Fees

11/24/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010644628 DATE: 12/17/2015 11/24/2015 Fees EXCEPTIONAL REPORTIN CORPUS CHRIST TX - Hearing transcript	232.70
12/12/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010644863 DATE: 12/17/2015 12/12/2015 Fees EXCEPTIONAL REPORTIN CORPUS CHRIST TX - Hearing Transcript	450.00
12/14/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010659918 DATE: 12/18/2015 12/14/2015 Fees EXCEPTIONAL REPORTIN CORPUS CHRIST TX - Hearing transcript	40.05
12/15/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010660159 DATE: 12/18/2015 12/15/2015 Fees EXCEPTIONAL REPORTIN CORPUS CHRIST TX - Hearing transcript	317.63
12/16/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010680490 DATE: 12/21/2015 12/16/2015 Fees EXCEPTIONAL REPORTIN CORPUS CHRIST TX - Hearing transcript	9.07
Filing Fees			\$1,049.45

Postage

12/09/15	RAOC		6.95
12/30/15	RAOC		61.02
12/30/15	RAOC		6.95
12/31/15	RAOC		6.95
Postage			\$81.87

I.R.S. NO. 74-1183015

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V&E Invoice

Raam Global Energy Company January 12, 2016

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 Billing Attorney T. M. Kelly

Re: General Corporate Matters

Outside Professional Services

11/09/15	JLIE	VENDOR: Nationwide Legal LLC; INVOICE#: 328335; DATE: 11/15/2015; Charges for filing documents with Kern County Superior Court on 11/09/15	163.50
11/30/15	JLIE	VENDOR: Nationwide Legal LLC; INVOICE#: 328582; DATE: 11/30/2015/ Kern County Superior Courthouse Filing - 11/23/15.	166.75
Outside Professional Services			\$330.25

Long Distance Telephone

12/23/15	RPDE	Conference Call 5 Callers	1.37
Long Distance Telephone			\$1.37

Total	\$10,566.56
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Total disbursements and other charges	\$10,566.56
----------------------------------------------	--------------------

Total Invoice	\$448,437.56
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I.R.S. NO. 74-1183015

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Invoice

January 12, 2016

Raam Global Energy Company
1537 Bull Lea Road
Suite 200
Lexington, KY 40511

Client/Matter Number RAA101 29000
Invoice Number 25517230
Billing Attorney T. M. Kelly

This invoice has been forwarded via e-mail to:
JLatimer@bhpllc.com

Re: General Corporate Matters

REMITTANCE COPY

Fees for services posted through December 31, 2015	\$437,871.00
Disbursements and other charges posted through December 31, 2015	10,566.56
Total Invoice	\$448,437.56

Please return this page with your payment

Total amount (payable in U.S. dollars) due by February 11, 2016

I.R.S. NO. 74-1183015

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Invoice

February 9, 2016

Raam Global Energy Company
 1537 Bull Lea Road
 Suite 200
 Lexington, KY 40511

Client/Matter Number RAA101 29000
Invoice Number 25519417
Billing Attorney T. M. Kelly

This invoice has been forwarded via e-mail to:
 JLatimer@bhpllc.com

Re: General Corporate Matters

Fees for services posted through January 31, 2016:

Re: Asset Disposition

Date	Initials	Description	Hours
01/02/16	RPDE	Email correspondence with Cody Carper regarding TSA (.20); review Purchaser - Ace TSA (.80); review Purchaser - Debtor TSA (.50).	1.50
01/03/16	RPDE	Revise draft Purchaser - Debtor TSA (.80); email V&E team regarding the same (.30); email Kirkland team regarding the same (.20).	1.30
01/04/16	MROS	Telephone conference with bidder's counsel regarding PSA and bid procedures (.8); conferences regarding same (.7).	1.50
	HAP	Telephone conferences with Parkman Whaling concerning sale of leave behind California properties to Prothro (0.50).	0.50
	BRFO	Conferences and correspondence with M&A team, counsel to potential bidders, and Parkman Whaling regarding sale process issues including relating to Pegasus wells (4.5); correspondence regarding second lien counsel on building in connection with sale (.2); correspondence and conferences with realtor regarding sale issues for building (.5); analysis and correspondence regarding Gump wells offer (.4).	5.60
	RPDE	Conference with Kirkland and RAAM regarding various matters (1.0); email Brad Foxman regarding TSA and conference with Brad Foxman regarding the same (.50); review responses to draft Plan Supplement (1.50); assist with preparation of exhibits thereto (2.50); prepare for and attend conference with counsel of potential bidders regarding PSA and Bid Procedures (1.0); conference with Marc Rose and Brad Foxman regarding auction logistics (.70); conference with and coordinate with Danny Nappier regarding lease question and preparation for auction (1.50); conference with Cody Carper regarding Second Amendment to PSA (.50); review the same (.50); email V&E team regarding the same (.20); email Jim Latimer regarding the same (.30); review Stipulation in connection with the same (1.0); review revised TSA (.30); review bids received and email correspondence related thereto (.50).	12.00

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V&E Invoice

Raam Global Energy Company February 9, 2016

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Client/Matter Number RAA101 29000
 Invoice Number 25519417
 Billing Attorney T. M. Kelly

Re: General Corporate Matters

	DNAP	Prepare for morning call with Kirkland team (.10); morning conference call with Paige Lee, Michael Willis and Kirkland team (1.00); discuss with Rob Derivaux to do list for RAAM pre-auction (.30); update federal gulf of Mexico properties list (.50); meet with Rob Derivaux to discuss travel and more to do items (.40); email correspondence regarding auction attendee list (.10); prepare documents for closing binder (1.20); review exhibits and schedules for confirmation requested via email for filing the plan supplement (.80).	4.40
01/05/16	MROS	Review PSA and bid procedures (1.5); review closing checklist (.5).	2.00
	HAP	Emails and conference calls with Blackhill, Kirkland Ellis and Parkman Whaling concerning issues pertaining to the Pegasus well and the bid sale process timeline and issues pertaining to due diligence concerning the qualifications of prospective bidders (3.1).	3.10
	HAP	Review LOI and bid proposal from potential purchaser with respect to the lot 2 two assets and email correspondence with Blackhill, VE and Parkman Whaling concerning the same (1.3).	1.30
	BRFO	Prepare for and participate in telephone conference with Highbridge regarding sale process and Pegasus wells (.4); multiple telephone conferences and correspondence with company, Parkman Whaling, and potential bidders regarding sale process, potential auction and bidding issues and internal coordination of same (6.1).	6.50
	RPDE	Coordinate responses to bidder requests (.20); review document binder for auction (.30); prepare for auction (.30); review and evaluate newly received bids (.20); compile bid tranche (.60).	1.60
	RAOC	Review and analyze bid procedures to prepare for auction (0.8).	0.80
	DNAP	Email correspondence regarding binder (.30); prepare auction binder documents (1.80); create binder index (1.60); email correspondence with potential bidder (.10); discuss with Rob Derivaux plan for tracking bids (.20); create chart to track bids (1.30); review binder proof for printing (.30).	5.60
01/06/16	MROS	Review bid procedures and PSAs (8.0); telephone conferences regarding bidders (1.7).	9.70
	HAP	Emails and telephone conferences with Brad Foxman, Parkman Whaling, Blackhill Partners and client concerning various bids from prospective purchasers (3.80); review bids (1.90).	5.70

I.R.S. NO. 74-1183015

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Raam Global Energy Company February 9, 2016

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Client/Matter Number RAA101 29000
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 Billing Attorney T. M. Kelly

Re: General Corporate Matters

BRFO	Correspondence and conferences with bidders regarding bid process mechanics (2.6); multiple telephone conferences with Parkman Whaling regarding same (.9); review and analysis of bids received and related conferences and correspondence (2.9); telephone conferences and correspondence with company, Highbridge, and the committee regarding bids (1.6).	8.00
RPDE	Coordinate Bid deposits and finalize Escrow Agreement (1.0); update checklist (.50); review bids received and evaluate for conformity with bid procedure requests (2.50); review and revise bid tracker (.50); conference with Highbridge team regarding bids (1.0); conference with RAAM team regarding the same (1.0); conference with Committee counsel regarding same (1.0); review and revise Clifton PSA (.80).	8.30
RAOC	Prepare sale proffer for T. Hensley (0.6); prepare sale proffer and plan proffer for J. Latimer (0.9); call with VE team and committee regarding bids (0.2); call with VE team, Blackhill team, and company regarding bids (0.5); call with Kirkland team, company, and VE team regarding bids (0.4); draft notice of rescheduled auction and email correspondence regarding same (0.3).	2.90
DNAP	Email correspondence regarding call from Parkman team and Denise Ksiazek (.30); create and email signature block for Jim Latimer (.30); update and email RAAM transaction checklist (.30); update bid tracking chart and bid documents folder and email correspondence relating to the same (2.80); preparation and conference call with RAAM teams (.60); prepare for and participate in conference call with Highbridge teams (.60); prepare for and participate in call with Committee (1.00); call with Blake Bailey (.30).	6.20
01/07/16 MROS	Review PSAs of multiple bidders (1.5); conference calls with bidders regarding bids (.5).	2.00
HAP	Emails and telephone conferences with Brad Foxman, Parkman Whaling, Blackhill Partners and client concerning various bids from prospective purchasers (2.90); further review of bids (2.10); telephone conferences with Brad Foxman regarding California P&A issues and proposed sale (0.70).	5.70
BRFO	Conferences and correspondence with potential bidders regarding bidding issues (2.1); telephone conferences with Highbridge and counsel to the committee regarding same (.5); correspondence regarding sale of California wells (.5); conferences and correspondence with Parkman Whaling and realtor regarding sale process issues (.8).	3.90

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RPDE	Review and revise APA received from potential bidder (1.00); email correspondence regarding the same (.30); review and revise Wade APA (.50); email Brad Foxman regarding the same (.20); coordinate responses to non-qualified bidders (.50); coordinate entries of bid deposits (.50); conference with Highbridge regarding transaction status (.50)	3.50
RAOC	Conferences with J. Latimer regarding bid/sale issues and calls with B. Foxman regarding same (0.8); attention to issues throughout the day regarding bid/sale (0.8); revise Latimer and Hensley proffers (0.2); calls and email correspondence with B. Foxman and J. Latimer regarding bid issues (0.7).	2.50
DNAP	Call with Wade Energy (.30); email rejected bidders and correspondence with their replies (1.50); correspond with Bill Kramer and Rob Derivaux to get bidders' deposits back (.80); preparation for call with RAAM by reviewing closing items needed on checklist and call with RAAM team regarding next steps in sale process (.50).	3.10
01/08/16 HAP	Emails and telephone conferences with Brad Foxman, Parkman Whaling, Blackhill Partners and client concerning various bids from prospective purchasers (1.80); further review of bid proposals (1.40); email correspondence concerning liquidating trustee selection process (0.80); email and telephone conferences with Brad Foxman concerning P&A issues (0.90).	4.90
BRFO	Correspondence regarding canceled auction, notice thereof, and regarding unqualified bidders (1.6); analysis and correspondence regarding Flint and TechXplore potential sale objections (.6).	2.20
RPDE	Coordinate preparation of schedule for bankruptcy court filing (.50); conference with Marc Rose regarding sale of California wells (.20); review and revise Stalking Horse transaction closing deliverables (2.30); conference with Danny Nappier regarding the same (.50); review and revise closing checklist (1.50).	5.00
RAOC	Attention to auction and sale issues (0.3); revise auction notice and review bid procedures and call and email correspondence regarding same (0.4); file auction notice via ECF (0.2); call with DOI and email correspondence with J. Barcelona regarding demand letter (0.1); work on abandonment notice and attention to related issues (0.7); draft Prothro sale order (0.5); revise notice of abandonment (0.1); draft additional proffers for T. Hensley and J. Latimer for Prothro sale hearing (0.6).	3.90

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	DNAP	Meet with Rob Derivaux regarding things to do, closing deliverables and schedule of abandoned non-federal properties (.40); create schedule of non-federal abandoned properties (1.00).	1.40
01/09/16	BRFO	Correspondence regarding call on sale closing issues (0.2).	0.20
	RAOC	Draft Protho sale order (4.0).	4.00
01/10/16	RAOC	Revise Protho sale order (2.5).	2.50
01/11/16	MROS	Conference calls to discuss closing matters (1.0).	1.00
	BRFO	Prepare for and participate in telephone conference regarding closing issues (.8); review and analysis of sale objections (2.3); review and comment on Protho sale order (.9); analysis and correspondence regarding casing sale proposal (.3); analysis and correspondence regarding TechXplore and seismic issues in connection with sale (.8).	5.10
	RPDE	Coordinate compilation of abandoned assets schedule (1.0); conference with Danny Nappier regarding assignment of liquidating trust (.50); review Sean Protho bid for CA wells (1.0); review precedent quitclaim deed (.50); review Plan of Liquidation (.50); conference with Highbridge team regarding closing preparation (1.0); conference with VE team regarding same (1.0); review and revise closing checklist (1.0); draft quitclaim deed for conveyance of CA wells (1.0); conference with Paige Lee regarding the same (.50); email Kirkland team regarding closing preparation (.30); attend to email regarding the same (1.0).	9.30
	RAOC	Revise Protho sale order and calls and email correspondence regarding same (2.5); attention to Flint and TechXplore issues and calls with B. Foxman, Kirkland team, M. Denny, and J. Latimer regarding same (1.0); review and analyze notice filed by Oracle (0.2); calls and email correspondence regarding abandonment notice and list of properties (0.20); update call with V&E team, Kirkland team, and company (0.6); call and email correspondence with C. Doherty regarding Flint and TechXplore issues (0.2); email correspondence regarding Targa contract (0.1); review B. Foxman's markup of Protho sale order and revise accordingly (1.0); call with M. Denny regarding Protho sale issues (0.1); review Champion objection to sale (0.10); attention to email correspondence regarding Lakeside seismic licenses (0.2).	6.20
	DNAP	Update checklist (1.00); email correspondence and update abandoned wells list for court filing (1.80); draft assignment for Liquidating Trust (1.10); call regarding closing (1.00); update checklist for external circulation (1.70).	6.60

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01/12/16	MROS	Review and revise quitclaim deed for sale of CA assets (.3); conference meeting regarding same (.2).	0.50
	BRFO	Analysis, correspondence, and conferences regarding Prothro transaction and related setting on hearing to approve same (2.5).	2.50
	RPDE	Draft assignment to liquidating trust (.80); email Marc Rose regarding the same (.20); review Plan of Liquidation (.70); coordinate preparation of closing deliverables (.50); email correspondence with Michael Willis regarding Gump Trust transaction (.30); email with V&E tax team regarding FIRPTA certificate (.30); conference with Marc Rose regarding Gump trust conveyance document (.50); review and revise the same (1.0); email Brad Foxman regarding the same (.30); revise closing county assignment (1.0); email Kirkland regarding the same (.20); conference with Brad Foxman regarding closing preparation, including Gump Trust correspondence (.50).	6.30
	RAOC	Review objection filed by taxing authorities (0.2); review proposed language received from C. Doherty (0.1); review witness and exhibit list filed by S. Davis (0.2); call with T. Hensley regarding proffer, revise same, and email correspondence regarding same (0.2); draft notice of Prothro offer, email correspondence regarding same, and file notice via ECF (0.4); calls with T. Hensley regarding proffer and revise same (0.3); email correspondence regarding Prothro sale order (0.2); review Jasper CAD objection (0.2); review City National Bank objection (0.2); call with V&E team and Kirkland team regarding objections (0.5); call with C. Doherty regarding Flint and TechXplore issues (0.2); call with C. Nixon regarding sale issues (0.4); attention to sale issues (0.4); attention to email correspondence regarding Lakeside contracts (0.1); attention to abandonment issues (0.1).	3.70
	DNAP	Draft California exhibit to Quitclaim deed (.30); edit closing documents and create redlines (2.50); update internal checklist (.30).	3.10
01/13/16	HAP	Email correspondence with KE, Brad Foxman, Blackhill and client concerning issues pertaining Champion Exploration objection and various executory contract issues, P&A issues and priority claims (0.5); telephone conferences with Brad Foxman concerning sale issues, confirmation hearing issues and sale approval issues (1.5); telephone conference and email correspondence with Parkman Whaling concerning declaration and background information supporting the marketing process (1.0).	3.00
	BRFO	Analysis and numerous conferences regarding contract assumption issues in connection with sale (2.3); negotiations and conferences with sale objecting parties and related follow-up with company and constituents (3.1).	5.40

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RPDE	Attend to email correspondence regarding bonds, deposits and abandonment reschedules (.50); review RAAM comments to Gump conveyance (.50); review and revise the Gump conveyance (1.0); email Kirkland regarding the same (.20); conference with Danny Nappier regarding closing (.50); coordinate closing preparation (1.0); draft preliminary settlement statement (1.0); review draft FIRPTA certificates (.50); email correspondence with Christen Romero and Danny Nappier regarding the same (.30); conference with Marc Rose regarding Gump conveyance document (.20).	5.70
RAOC	Draft notice of deletion of contracts and review bid procedures order (0.2); review pleadings filed by Berrenda Mesa Water District (0.2); revise Hensley and Latimer proffers (0.1); review revised abandonment list (0.3); calls and email correspondence with B. Foxman and D. Nappier regarding abandonment properties and attention to related issues throughout the day (1.7); email correspondence regarding Lakeside issues (0.3).	2.80
DNAP	Update Checklist and meet with Rob Derivaux regarding items to complete (.80); correspond with Kirkland team, VE team and RAAM team to update schedule to notice of abandonment, Sean Protho's conveyance schedule, and the amendment to Plan Supplement schedule (4.20).	5.00
01/14/16 HAP	Email correspondence with KE, Brad Foxman, Blackhill and client concerning issues pertaining Champion Exploration objection and various executory contract issues, P&A issues and priority claims (0.5); telephone conferences with Brad Foxman concerning sale issues, confirmation hearing issues and sale approval issues (2.5); email correspondence with Parkman Whaling concerning background information supporting the marketing process (0.3).	3.30
BRFO	Analysis, conferences, and correspondence regarding sale hearing issues and pleadings (5.10).	5.10
RPDE	Conference with Danny Nappier regarding various current workstreams (.50); conference with Brad Foxman regarding CA quitclaim deed and closing deliverables (.20); email correspondence with Cody Carper regarding the same (.50); conference with Cody Carper regarding the same (.50); conferences with RAAM regarding bankruptcy filing exhibits/schedules and CA Protho conveyance (1.20); coordinate the same (1.50); review and revise CA quitclaim deed (1.0); conference with Brad Foxman regarding insurance (.40); draft letter regarding the same (.70); email Michael Willis regarding the same (.30).	6.80

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	RAOC	Review participation agreements (0.6); calls with D. Nappier, B. Foxman, and company regarding California assets and abandonment properties, and attention to related issues throughout the day (9.3); calls with Kirkland team regarding sale issues, assumption list, and abandonment list (0.3); draft supplemental notice of contracts to be assumed and assigned and call and email correspondence with B. Foxman regarding same (0.8).	11.00
	KMSI	Draft, revise, and refine proffer statements regarding sale orders (2.60); draft, revise, and refine proffer statement regarding confirmation order (2.20).	4.80
	DNAP	Calls with RAAM team to coordinate updates to Notice of Abandonment Schedule and Amendment to Plan Supplement Schedule (2.00); draft and edit updates to schedules to be filed with bankruptcy court (7.40).	9.40
01/15/16	HAP	Email correspondence with VE team, Kirkland Ellis, Blackhill, Okin & Adams and Creditors Committee concerning objections to confirmation (0.5); telephone conferences with Brad Foxman concerning matters pertaining to confirmation hearing (2.0); review drafts of proffers (1.0).	3.50
	BRFO	Analysis and correspondence regarding Prothro sale issues/City National Bank (1.6).	1.60
	RPDE	Conference with Danny Nappier regarding preparation of exhibits for bankruptcy filings and closing deliverables (.50); review and revise draft closing checklist (1.0); conference with Danny Nappier regarding the same (.50); email correspondence with Michael Willis regarding Prothro conveyance (.20); review and revise the same (.70); review and revise draft preliminary settlement statement (1.0); review bankruptcy filings in connection with the same (.50); review and revise the FIRTPA certificates (.50); email Paige Lee regarding the same (.30); email Cody Carper regarding the same (.30); attend to email correspondence regarding various sale/closing matters (.50); conference with Louisiana counsel regarding conveyance documents and exhibits (.50); prepare for closing (.80).	7.30
	RAOC	Email correspondence with D. Nappier regarding notices (0.1); review Kirkland comments to sale orders and confirmation order (0.3); call with C. Nicholson and V&E team regarding PSA exhibits (0.2).	0.60
	DNAP	Discussions with Rob Derivaux regarding next steps and action items (.50); updated transaction checklist (.80); call with Cynthia Nicholson and send requested documents (.50); update exhibits and schedules to reflect the changes made in the last few weeks (5.40).	7.20

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01/16/16	BRFO	Revise and circulate sale hearing proffer (0.7).	0.70
	RAOC	Review objections and draft detailed chart regarding same (0.5).	0.50
01/17/16	RAOC	Review and analyze objections, draft detailed demonstrative regarding same, and email correspondence regarding same (3.8).	3.80
01/18/16	HAP	Email correspondence with Kirkland Ellis, VE and Blackhill concerning confirmation issues (0.5); telephone conferences with Brad Foxman concerning confirmation hearing issues (1.0); review draft proffers and related trial exhibits (2.0).	3.50
	RPDE	Review and revise internal and external checklists (1.50); email correspondence with Danny Nappier regarding closing preparation (.50); email Brad Foxman regarding draft PSS (.50).	2.50
	DNAP	Updated exhibits and schedules to reflect most recent changes (2.50); update checklists (1.00); email correspondence (.50).	4.00
01/19/16	MROS	Telephone conference regarding closing matters (1.0); conference regarding closing matters (.5).	1.50
	HAP	Prepare for and attend hearing to approve sale of assets and confirmation plan (10.0).	10.00
	HAP	Post-hearing conference with client, Blackhill, Kirkland Ellis and Highbridge regarding closing and transition issues (2.50).	2.50
	RPDE	Conference with Highbridge regarding closing preparation (.50); conference with V&E team regarding closing preparation (.50); coordinate closing preparation (2.0); conference with Reese O'Connor regarding Protho transaction (.50); attend to email correspondence regarding the same (.50); review and revise Protho quitclaim deed (1.50); email Cody Carper regarding closing preparation call (.30); email RAAM team regarding purchase price allocation (.50); email correspondence with Cody Carper regarding sign off on certain closing deliverables (.50).	6.80
	RAOC	Attention to Protho sale issues throughout the day (3.0).	3.00
	DNAP	Review Paige Lee's most recent emails about exhibits and schedules update and update exhibits and schedules (2.30); coordinate with Cynthia and Paige and figure out changes in Protho's conveyance (1.30); update checklists (1.40); meet with Marc Rose to discuss closing (1.00); email correspondence (.30); post-hearing closing call (1.10).	7.40

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01/20/16	MROS	Telephone conference regarding closing matters (0.5); review and revise closing documents (2.0).	2.50
	RPDE	Email Matt Denny regarding Preliminary Settlement Statement (.30); revise draft Board Consent regarding Protho transaction (.50); review draft letter-in-lieu form (.50); conference with Kirkland team regarding closing preparation (.70); prepare for the same (1.30); prepare for closing (1.0); attend to email correspondence regarding asset exhibits and closing deliverables (1.20).	5.50
	RAOC	Call regarding PSA with R. Derivaux, D. Nappier, and M. Rose (0.2); call and email correspondence with C. Nixon regarding contract assumption issues (0.3).	0.50
	DNAP	Email correspondence and call with Charles Nixon (.50); meet with Rob Derivaux and draft email to Charles Nixon (.40); Update schedules and draft supplemental added 365 contracts schedule (.60); draft board consent to Protho sale (.50); call with Kirkland team (.70); call with Reese O'Connor and coordinate next steps (.30); email correspondence with Paige and Michael to set up call regarding supplemental 365 contracts list (.70); update checklists (.40); draft letter in lieu of division and transfer order (1.00).	5.10
01/21/16	BRFO	Analysis and correspondence regarding closing issues (0.9).	0.90
	RPDE	Email Michael Willis regarding purchase price allocation (.20); conference with RAAM team regarding executory contracts schedule (.50); email correspondence regarding the same (.30); email Jim Latimer regarding Protho transaction (.30); review and revise Protho transaction approvals (.70); email Jim Latimer regarding the same (.20); prepare for closing (1.50); conference with Matt Denny regarding Preliminary Settlement Statement (.50); email Brad Foxman regarding the same (.30); conference with Reese O'Connor regarding TSA status (.50); email Committee Counsel regarding Highbridge-Liquidating Trustee TSA (.30); email correspondence with Cody Carper regarding Preliminary Settlement Statement (.30); email correspondence with Cody Carper regarding closing deliverables (.50); conference with Danny Nappier regarding closing preparation (1.50).	7.60
	RAOC	Calls and email correspondence with V&E team, company, and Kirkland team regarding contract assumption issues (0.7); draft supplemental assumption notice and email correspondence regarding same (0.4); attention to email correspondence regarding quitclaim deed (0.1); attention to contract assumption issues throughout the day (1.9).	3.00

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	DNAP	Email correspondence (.20); call with RAAM team (.30); draft board consents (.60); discuss with Rob Derivaux next steps, send Board Approvals (.40); draft signature pages summary (.90); update county assignments (.90); check updated 365 schedule with originally filed 365 schedule and discuss with Reese O'Connor (1.00).	4.30
01/22/16	BRFO	Analysis, conferences, and correspondence regarding closing issues (1.1).	1.10
	RPDE	Prepare for closing (1.50); email correspondence with Jim Latimer regarding D&O policy (.30); review form BOEM Assignment (.70); email correspondence with Cody Carper regarding lender transfer to Highbridge (.20); conference with Marc Rose regarding closing matters (.50); coordinate obtaining of board approval of Prothro transaction (.50); email Prothro regarding the same (.20); email Howard Settle regarding the same (.20); review and revise closing signature checklist (.50); email Cody Carper regarding the same (.20); conference with Cody Carper regarding closing action items and closing logistics (.50); conference with Cynthia Nicholson regarding comments to conveyance documents and other closing matters (1.50).	6.80
	RAOC	Calls with V&E team, Kirkland team, and company regarding contract assumption issues and attention to related issues throughout the day (3.6); calls with R. Derivaux regarding closing issues (0.5); call with M. Willis and M. Venus regarding TGS contract issues (0.2); review plan and orders and begin to create closing checklist (1.3); email correspondence regarding bond and insurance issues (1.0).	6.60
	DNAP	Draft signature page tracker (1.50); correspond with Reese and Rob regarding updates to 365 contracts filing (.80); updates to 365 contract schedule and call with RAAM, Kirkland and Reese O'Connor regarding updates (4.40).	6.70
01/23/16	RPDE	Conference with RAAM and Kirkland regarding regulatory items (1.0); email correspondence regarding the same (.30).	1.30
	RAOC	Attention to email correspondence regarding closing issues (0.5).	0.50
01/25/16	MROS	Conference calls regarding Third Amendment to PSA (0.2).	0.20
	BRFO	Analysis, advice, and communications to address closing issues (3.9).	3.90

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RPDE	Draft funds flow memorandum (.80); conference with Reese O'Connor and Brad Foxman regarding the same (.50); review and revise preliminary settlement statement (.50); conference with Reese O'Connor regarding amendments to RAAM governing documents and power of attorney (.50); review and revise closing checklist (.50); prepare for closing (1.0); coordinate preparation of closing deliverables (.50); conference with Kirkland regarding closing preparation (.50); prepare for the same (.50); conference with Kirkland and RAAM regarding regulatory matters (.50); conference with Brad Foxman regarding Assignment to Liquidating Trust (.50); review and revise the same (1.0); email Kirkland regarding the same (.20); conference with Cynthia Nicholson regarding comments to Assignment, Deed and Lease Exhibits (.80); conference with Marc Rose regarding proposed Third Amendment to APA (.50); prepare for closing (1.0).	9.80
RAOC	Continue to prepare closing checklist (2.0); attention to contract assumption issues (0.7); review B. Foxman's revisions to closing checklist (0.1).	2.80
DNAP	Email correspondence and meet with Rob Derivaux to discuss to do items for the day (.50); update checklists (1.00); call with Charles Nixon regarding schedules (.30); begin creating signature packet for Jim Latimer (1.60); call with Kirkland team regarding closing status and separate call with Paige Lee for follow up (1.10); conform APA to proposed third amendment (.30); draft amendments to seller entity organization documents (2.50).	7.30
01/26/16 MROS	Review and revise closing documents (0.5).	0.50
BRFO	Analysis and advise on closing matters and issues (5.1).	5.10
RPDE	Review and revise amendments to RAAM governing documents (2.0); conference with Danny Nappier regarding same (1.0); draft power of attorney (1.30); conference with Cynthia Nicholson regarding comments to assignments (.70); conference with Cody Carper regarding Third Amendment to APA (.50); conference with Brad Foxman regarding the same (1.0); email correspondence with Paige Lee regarding letters-in-lieu (.30); draft Preliminary Settlement Statement and funds flow (1.70); conference with Brad Foxman regarding same (.50); conference with Matt Denny regarding same (.30); email Kirkland team regarding the same (.20); email Jim Latimer regarding bank account transfers under the PSA (.30); email correspondence regarding Fieldwood matter (.50).	10.30
RAOC	Address various issues prior to closing and update/revise closing checklist (4.5); call with D. Simon regarding updates (0.1); review updated funds flow chart (0.1); call with J. Latimer to discuss action items (0.1); review sale and confirmation orders for J. Latimer regarding 365 issues (0.5).	5.30

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	DNAP	Call with Cynthia Nicholson regarding closing issues (.30); update organization document amendments (2.20); draft signature packet for Jim Latimer (.30); update exhibits and schedules for third amendment to APA (.70); update exhibits to county assignments (.90).	3.90
01/27/16	MROS	Telephone conference regarding regulatory approval and closing matters (1.25); conference regarding Assignment Agreement (0.25); telephone conferences regarding closing matters (0.5); review and revise closing documents (1.0).	3.00
	SMJA	Telephone conference regarding officer resignation matters (.20); review and comment on resignation letters (.50); correspond regarding same (.10).	0.80
	BRFO	Analysis, advise and communications regarding closing, including on PSA amendment and issues regarding regulatory compliance (1.3).	8.20
	RPDE	Email Funds Flow to Kirkland team (.30); email correspondence regarding Prothro deal (.20); email correspondence with Paige Lee regarding letters-in-lieu (.30); conference with RAAM team and Cynthia Nicholson regarding Fieldwood matter (.50); email correspondence regarding the same (.50); draft RAAM employee resignation letter (1.0); email correspondence regarding the same (.20); draft assignment form for State of Louisiana Leases (.50); conference with Marc Rose regarding the same (.50); email Cynthia Nicholson regarding same (.20); review Oracle license assignment (1.0); review and revise closing checklist (1.0); email correspondence regarding Third Amendment to PSA (.20); conference with Marc Rose regarding same (.50); draft general conveyance document (1.0); prepare for closing (.50); conference with Danny Nappier regarding closing documents (.50); conference with Kirkland team regarding closing checklist (1.0); conference with RAAM regarding Third Amendment (1.0); email Jim Meyer regarding purchase price allocation (.30); email Matt Denny regarding Funds Flow (.30).	11.50
	RAOC	Attention to sale and closing issues and email correspondence and calls regarding same throughout the day (4.0); draft cause of action supplement (2.8); conference call regarding PSA amendment (0.4).	7.20
	DNAP	Call with RAAM team (.70); call with Brad Foxman (.20); email correspondence (.30); follow up from morning calls, call with Cynthia Nicholson (.70); call with Cynthia and RAAM team (.70); discuss with Rob Derivaux next steps (.50); assemble and edit Signature Packet for Jim Latimer (5.30); call with Kirkland team (1.00); update exhibits for county assignments and send to Charles Nixon (.90); call with RAAM and Jim Latimer (.40).	10.70

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01/28/16	MROS	Telephone conferences regarding amendment to PSA (0.5); attend to closing matters (2.0).	2.50
	FHPA	Review release and provide comments to same (1.0).	1.00
	HAP	Emails and conference calls with client, Kirkland Ellis and Blackhill concerning amendment to PSA with respect to avoidance actions relating to assets and contracts purchased by Highbridge (2.9).	2.90
	BRFO	Analysis, conferences, and communications regarding closing matters and amendment to PSA (7.7).	7.70
	RPDE	Review and revise checklist (1.0); review closing deliverables (.50); review and revise special warranty deeds (1.0); prepare for closing (1.0); conference with Kirkland team regarding Third Amendment to APA (.50); draft general conveyance documents (1.0); email correspondence with Kirkland team regarding same (.30); coordinate final exhibits/schedules to assignments (1.0); revise employee resignation letter (1.0); email Michael Willis regarding the same (.30); email correspondence with Blackhill team regarding funds flow (.30); conference with Kirkland regarding the same (.30); email correspondence with committee counsel and Kirkland regarding assignment to liquidating trust (.30); conference with Highbridge team and RAAM regarding Third Amendment (2.0); assist with closing (3.0).	13.50
	RAOC	Address closing issues throughout the day (2.9); review sale and confirmation hearing transcript regarding cause of action supplement (0.3); draft additional supplemental 365 notice, call with Kirkland and company regarding same, and file via ECF (1.3).	4.50
	DNAP	Correspond emails with Rob, Reese and RAAM (1.40); draft exhibits to general conveyance (1.30); call with Charles Nixon regarding exhibits (.30); update signature pages for Jim Latimer (1.30); conform, update, edit and correspond final exhibits to general conveyance, county assignments, supplemental 365 contracts and Third Amendment (4.70); Call with Highbridge regarding third amendment (.30); call regarding exhibits and schedules (1.00); final email and review of state leases, signature packet to Jim Latimer and execution versions of closing deliverables (.90).	11.20
01/29/16	MROS	Attend to closing matters (2.0).	2.00
	FHPA	Correspondence regarding GE mortgage (0.2).	0.20

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Re: General Corporate Matters

	BRFO	Numerous telephone conferences and correspondence regarding third amendment to purchase agreement (2.6); analysis, conferences, and communications to coordinate sale closing and address related issues (5.6).	8.20	
	RPDE	Assist with closing (9.0); review closing documents for completeness and accuracy (2.30).	11.30	
	RAOC	Address closing issues throughout the day (2.0); revise and finalize cause of action notice and file via ECF (5.8).	7.80	
	DNAP	Handle closing matters including email correspondence, calls with Charles Nixon, RAAM team and VE Team, update signature packets, edit exhibit B package and ORRI assignment documents, and draft APA conformed to the Third Amendment to the APA (9.50).	9.50	
01/30/16	BRFO	Correspondence regarding closing funds flow (0.2).	0.20	
	RPDE	Email correspondence re: closing (1.0).	1.00	
	DNAP	Create executed versions of RAAM closing documents and email correspondence (3.0).	3.00	
01/31/16	BRFO	Correspondence and analysis regarding closing funds flow (0.5).	0.50	
	RPDE	Review closing documents for completeness and accuracy (3.4); email correspondence re: closing preparation (1.0); review and revise funds flow (0.50); email correspondence re: the same (.50).	5.40	
	RAOC	Attention to email correspondence regarding closing issues (0.3).	0.30	
	DNAP	Email correspondence and send additional Upstream Exploration Signature pages to Charles Nixon (1.5).	1.50	
Total			543.40	\$336,943.00

Re: Assumption and Rejection of Leases and Contracts

Date	Initials	Description	Hours
01/04/16	RAOC	Review ADP contract (0.2).	0.20
01/05/16	RAOC	Email correspondence regarding server contract (0.2).	0.20
01/06/16	RAOC	Discuss ADP contract issues with M. Denny and B. Foxman (0.2).	0.20
01/07/16	RAOC	Discuss ADP contract issues with B. Foxman and M. Denny (0.1); call with M. Denny regarding Time Warner Cable contract (0.1).	0.20

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Re: General Corporate Matters

01/26/16	RAOC	Attention to contract assumption issues (0.4).	0.40	
Total			1.20	\$594.00

Re: Budgeting (Case)

Date	Initials	Description	Hours	
01/25/16	BRFO	Work on budget and staffing plan (1.7).	1.70	
01/27/16	BRFO	Work on budget and staffing plan (1.3).	1.30	
Total			3.00	\$2,325.00

Re: Business Operations

Date	Initials	Description	Hours	
01/04/16	RAOC	Attention to royalty issues (0.2); preparation and call with S. Davis regarding administrative claim issues (0.4).	0.60	
01/05/16	RAOC	Attention to email correspondence regarding offshore properties and calls regarding same (0.9); review letter from counsel to TechXplore (0.2).	1.10	
01/06/16	RAOC	Analyze TechXplore issues and review relevant agreements (0.8); call with M. Denny regarding Louisiana request for production data (0.1).	0.90	
01/07/16	RAOC	Call with M. Denny regarding Louisiana document request (0.1); analyze TechXplore issues, review related agreements, and conferences with J. Latimer, B. Foxman, and M. Willis regarding same (2.4); calls with C. Doherty regarding Flint issues (0.2); calls with M. Willis, J. Latimer, and C. Lipari regarding Flint issues (0.6).	3.30	
01/08/16	RAOC	Email correspondence and calls regarding Flint invoice and attention to related issues, including review of JOAs (0.8); email correspondence with Kirkland regarding Flint issues (0.2).	1.00	
01/11/16	RAOC	Attention to royalty issues (0.1).	0.10	
01/12/16	RAOC	Email correspondence with M. Denny regarding November royalties (0.1).	0.10	
01/13/16	RAOC	Email correspondence with S. Davis regarding royalties (0.2).	0.20	
01/28/16	BRFO	Correspondence regarding operational questions on leave behind assets (0.2).	0.20	
Total			7.50	\$3,768.50

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Re: General Corporate Matters

Re: Case Administration

Date	Initials	Description	Hours
01/01/16	BARD	Organize hearing transcripts and invoices (0.4); organize email correspondence and documents (0.6).	1.00
01/02/16	RAOC	Attention to email correspondence and calendar upcoming deadlines (0.1).	0.10
01/04/16	RAOC	Compile list of action items (0.2); call and email correspondence with M. Denny to discuss action items (0.1); email correspondence with T. Hawkins regarding auction (0.1); finalize and file plan supplement and exhibit via ECF (0.6).	1.00
	BARD	Finalize and file certificates of service (0.3).	0.30
01/05/16	BRFO	Correspondence regarding call with BSEE regarding offshore issues (.3); telephone conference and correspondence with counsel to Mil-Vid regarding case inquiries (.4).	0.70
	RAOC	Draft notice of filing of claims register, email correspondence regarding same, and file via ECF (0.6).	0.60
01/06/16	BRFO	Correspondence with counsel to Mil-Vid regarding case inquiries (0.3).	0.30
	RAOC	Attention to email correspondence regarding master service list (0.2); call with B. Foxman to discuss action items (0.2); revise notice of APA amendment, email correspondence regarding same, and file notice via ECF (0.3); update list of action items (0.2); draft witness and exhibit list and discuss with B. Foxman (0.5).	1.40
	BARD	Finalize and file certificates of service (0.3).	0.30
01/08/16	BRFO	Prepare for and participate in telephone conference with counsel to Champion Exploration regarding case concerns (0.3).	0.30
	RAOC	Calls with B. Foxman to discuss action items (0.3); update checklist (0.2); conferences with J. Latimer regarding updates (0.3); email correspondence regarding witness and exhibit list, revise same, and file via ECF (0.3); call with B. Foxman to discuss outstanding items (0.2).	1.30
01/10/16	RAOC	Attention to email correspondence and file management (0.2).	0.20
01/11/16	BRFO	Telephone conference with Jim Latimer regarding open case issues and action items (.6); correspondence with creditor regarding claim/plan inquiries (.5).	1.10

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Re: General Corporate Matters

	RAOC	Calls with B. Foxman regarding updates and action items (0.4); draft notice of revised master service list and file same via ECF (0.2); calls with M. Denny regarding action items (0.3); call and email correspondence with BMC group (0.3).	1.20
	BARD	Assemble and transmit pleadings requested by Brad Foxman (0.4).	0.40
01/12/16	ANDE	Per Frank Brame, prepare exhibits for hearing (0.5).	0.50
	RAOC	Draft ECF agenda, review docket, and email correspondence regarding same (0.9); finalize and file agenda via ECF (0.2); call with A. Dolezel regarding case updates (0.1); email correspondence with objecting parties regarding hearing (0.3); draft agenda for Court's website, email correspondence regarding same, and upload to website (0.5); draft notice of filing of amended OCP affidavit and file via ECF (0.4); review master service list and email correspondence with BMC (0.2); call with B. Foxman to discuss updates (0.1).	2.70
01/13/16	ANDE	Per Frank Brame, prepare exhibits for hearing (0.5).	0.50
	RAOC	Calls with B. Foxman regarding updates (0.2); call with A. Dolezel (0.1); draft motion for continuance and order and calls with B. Foxman regarding same (0.7); revise, finalize, and file motion for continuance (0.1); draft witness and exhibit list and email correspondence regarding same (0.3); draft notice of continued hearing and email correspondence regarding same (0.1); email correspondence with objecting parties regarding continued hearing (0.4); calls with J. Dillman regarding rescheduled hearing (0.1); revise notice of continued hearing and file via ECF (0.2); finalize and file witness and exhibit list (0.2).	2.80
	BARD	Assemble and transmit pleadings requested by Brad Foxman (0.4); prepare hearing binder (1.0).	1.40
01/14/16	RAOC	Calls with B. Foxman regarding action items (0.2).	0.20
01/15/16	RAOC	Call with M. Denny regarding action items (0.1); call with B. Foxman to discuss updates and action items (0.2); draft ECF agenda for upcoming hearings and email correspondence regarding same (1.0); call with A. Dolezel (0.1); review abandonment list and email correspondence with BMC regarding service of same (0.2); revise agenda and file via ECF (0.3); calls and email correspondence regarding BMC service issues (0.3); draft claims register notice, email correspondence regarding same, and file via ECF (0.3); file management (0.1).	2.60
	BARD	Finalize and file certificate of supplemental service (0.2); assemble additional documents requested by Brad Foxman (0.5).	0.70

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Re: General Corporate Matters

01/17/16	RAOC	Hearing preparation (2.0); draft witness and exhibit list for January 20, 2016 hearing, email correspondence regarding same, and file via ECF (0.9); revise ECF agenda for January 20, 2016 hearing, email correspondence regarding same, and file via ECF (0.5).	3.40
01/18/16	RAOC	Attention to email correspondence regarding hearing issues (0.3); prepare pleading binders and hearing preparation (7.0); draft agenda for Court's website (0.2); draft notice of proposed orders and file via ECF (0.3).	7.80
	JPCE	Read and respond to email correspondence to and from legal team regarding project tasks (0.3); address USB drive issue for Frank Brame in preparation for hearing (2.2).	2.50
01/19/16	DBN	Review estimation pleadings and conference with Reese O'Connor and Frank Brame regarding same (2.00).	2.00
	RAOC	Hearing preparation (4.5); attend hearing (3.0); working lunch with F. Brame to discuss hearing and related matters (0.5); hearing preparation for January 20, 2016 hearing (3.5).	11.50
	BARD	Finalize and file certificates of service. (0.3).	0.30
01/20/16	DBN	Various conferences and telephone conferences and correspondence with Reese O'Connor, Harry Perrin, Jordan Leu, Zach Clement and Frank Brame (2.00); review substantial contribution claim research (1.50); claims estimation hearing (2.30).	5.80
	RAOC	Prepare pleading binders and coordinate delivery of courtesy copy to chambers (2.5); hearing preparation (5.0); attend hearing (1.5); post-hearing conferences (0.8).	9.80
01/21/16	RAOC	Update check list of action items (0.3); email correspondence and calls with BMC regarding service issues and review Bankruptcy Rules and orders regarding same (0.9); email correspondence with D. Brickley (0.2); file management (0.2); draft confirmation order notice and email correspondence regarding same (0.3).	1.90
01/22/16	RAOC	Update checklist of action items (0.2); call with B. Foxman regarding updates (0.5); email correspondence with D. Brickley (0.4); file management (0.5); draft notice of filing of claims registers and file via ECF (0.2).	1.80
01/24/16	RAOC	File management (0.2).	0.20
01/25/16	RAOC	Review cash collateral order for J. Latimer to address Highbridge interest payment issues (0.3); calls with J. Latimer to discuss professional fees (0.3); call with McClain Thompson regarding invoices (0.1).	0.70

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01/26/16	RAOC	Call with BMC regarding service issues (0.1); draft notice of filing of master service list and file via ECF (0.2).	0.30
	BARD	Finalize and file certificate of service (0.2).	0.20
01/29/16	RAOC	Call with BMC regarding service issues (0.2).	0.20
Total			70.00
			\$36,842.50

Re: Claims Administration and Objections

Date	Initials	Description	Hours
01/03/16	FCBR	Research and analysis related to priority and admin claims (0.5); work on claims estimation brief and review materials related to same (3.8).	4.30
01/04/16	FCBR	Work on motion to estimate and objections to priority and admin claims (2.5).	2.50
	BRFO	Analysis and conferences with litigation team regarding estimate pleadings (0.8).	0.80
	GPAD	Meet with Frank Brame re emergency estimation motion (.20); draft emergency estimation motion (.90).	1.10
01/05/16	FCBR	Prepare motion to estimate and work on plugging and abandonment legal issues (3.0); conferences with George Padis and Brad Foxman regarding same (0.2).	3.20
	RAOC	Email correspondence with T. Marshall regarding proofs of claim (0.1); review claims register and attention to email correspondence regarding same (0.1).	0.20
	RAOC	Review APA exhibits and calls with M. Denny, J. Latimer, M. Willis, and P. Lee regarding same (0.7).	0.70
	GPAD	Draft motion for estimation (2.6).	2.60
01/06/16	FCBR	Continued work on preparing motion to estimate and dealing with priority and admin claims (6.5).	6.50
	BRFO	Analysis and conferences regarding claim estimation motion (0.5).	0.50
	RAOC	Review bar date order and notice (0.1).	0.10
	GPAD	Research bankruptcy law on P & A obligations and administrative claim status (2.80); draft and revise motion for estimation of administrative and priority claims (3.30).	6.10
01/07/16	FCBR	Draft and revise brief on plug and abandon liability issue (2.5); work on legal research and analysis related to same (5.7).	8.20

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Re: General Corporate Matters

	BRFO	Analysis and conferences regarding claim estimation motion and related P&A claim issues (2.1).	2.10
	GPAD	Draft and revise motion to estimate administrative and priority claims (0.4).	0.40
01/08/16	FCBR	Continued efforts regarding research and briefing on admin and priority claims (5.5).	5.50
	BRFO	Analysis, conferences, and correspondence regarding claim estimation motion (1.9).	1.90
	GPAD	Confer with Frank Brame about motion for estimation (.30); confer with local counsel about Louisiana law issues (.20); and draft and revise motion for estimation of tax and other general asserted priority claims (2.80).	3.30
01/10/16	FCBR	Continued work on motion to estimate (1.8).	1.80
	BRFO	Analysis and correspondence regarding claim estimation pleadings (.9); revise and file same (1.2).	2.10
	RAOC	Review draft of motion to estimate (0.3).	0.30
	GPAD	Review, revise, and circulate proposed order on motion for estimate (.60); and draft and revise motion for disallowance of P & A obligations (2.10).	2.70
01/11/16	FCBR	Continued work on supplemental motion and plugging brief (3.7); conferences with George Padis and Bradley Foxman (0.5); coordinate with company regarding tax issues (0.3).	4.50
	JWLE	Teleconference with Frank Brame (.1); review disclosure statement and draft briefing regarding P&A liabilities and claims objections (1.3); confer with George Padis regarding same (.2).	1.60
	GPAD	Confer with local counsel re plugging and abandonment liability (0.2).	0.20
01/12/16	JB	Conferences with Wendy Salinas regarding extent of IRS claims and approach to affidavit (.50).	0.50
	FCBR	Continue to coordinate with company regarding tax issues and plugging issues; coordinate preparation for January 14th hearing (1.0); prepare supplement brief on estimation (4.7).	6.70
	JWLE	Confer with Frank Brame and George Padis (.6); review authorities cited in P&A brief (1.7); teleconferences with Matt Denny (.2).	2.50

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Re: General Corporate Matters

	RAOC	Attention to email correspondence regarding estimation motion (0.1).	0.10
	GPAD	Research and draft brief regarding plugging and abandonment liability (4.1).	4.10
01/13/16	JB	Conference with Wendy Salinas regarding IRS claims (.50); review proffer regarding tax liabilities (1.2); discuss issues with Wendy Salinas (.30).	2.00
	FCBR	Draft, revise and edit second motion to estimate (4.5); gather and organize evidence related to same (4.5); review claims and objections (1.5).	10.50
	BRFO	Review, analysis, and conferences regarding administrative claims filed (1.3).	1.30
	JWLE	Revise P&A brief and consider authorities cited therein (4.9); confer with Frank Brame regarding same (.2); confer with George Padis regarding same (.3).	5.40
	RAOC	Review City National Bank's administrative expense claim request (0.2).	0.20
	GPAD	Research, draft, and revise brief to abandon property and regarding plugging and abandonment obligations in coordination with Frank Brame, Jordan Leu, and in communication with local counsel (8.1).	8.10
01/14/16	FCBR	Draft, revise and edit second motion to estimate (4.5); gather and organize evidence related to same (2.0); work on bench brief related to P&A claims (0.3).	6.80
	BRFO	Analysis and communications regarding estimation motion (1.2).	1.20
	JWLE	Revise claims objection (2.2); conferences with Frank Brame, Matt Denny, and George Padis regarding same (.8); confer with Brad Foxman regarding same (.2); meeting with Frank Brame and Brad Foxman (.8); teleconference with Cynthia Nicholson and George Padis (.6); study proofs of claim (.8).	5.40
	RAOC	Review Lakeside's administrative expense claim request (0.1).	0.10
	GPAD	Draft and revise brief to abandon assets and avoid administrative expense status re potential plugging and abandonment obligations, in coordination with local counsel (4.8).	4.80
01/15/16	FCBR	Gather and organize evidence for hearing next week (2.5); work on evidence for tax claims (2.0).	4.50

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Re: General Corporate Matters

	BRFO	Analysis, revisions, and communications regarding second estimation motion (1.5).	1.50
	JWLE	Revise claims objection (1.1); confer with Brad Foxman regarding same (.2); study proofs of claim (.2).	1.40
	RAOC	Attention to Louisiana administrative expense claim request issues (0.4); call with B. Foxman to discuss second estimation motion and email correspondence regarding same (0.6); review draft of estimation motion (0.3); review IRS objection and attention to email correspondence regarding same (0.3).	1.60
	GPAD	Draft order on motion to strike (.30); confer with Frank Brame and revise second motion to estimate (.80).	1.10
01/16/16	FCBR	Prepare responses to IRS objections and claims (1.5); work on evidence related to same (0.5).	2.00
	GPAD	Draft motion to strike objection to plan confirmation as untimely (3.5).	3.50
	GPAD	Draft reply to the United States' response to motion to estimate priority tax claims (2.3).	2.30
01/17/16	FCBR	Prepare responses to IRS objections and claims (5.8); work on evidence related to same (0.5); prepare for hearing (0.5); work on exhibits and demonstratives (1.0); review and edit briefs (0.5).	8.30
	BRFO	Analysis and conferences regarding estimation motion and responsive pleadings (2.6).	2.60
	JWLE	Prepare and revise demonstrative for hearing regarding IRS claims (3.4); confer with Brad Foxman and Frank Brame regarding same (.5).	3.90
	GPAD	Revise motion to strike and response to the United States' objection to plan confirmation (2.3).	2.30
	GPAD	Revise reply to United States' response to motion to estimate, incorporating comments and edits from Frank Brame and Brad Foxman (1.8).	1.80
01/18/16	FCBR	Prepare for confirmation hearing (5.8); prepare witnesses for hearing (3.0); organize exhibits and other materials (2.0); review and revise briefs (1.0).	11.80
	BRFO	Prepare for hearing on estimation and work on related response/reply (3.7).	3.70
	JWLE	Revise chart regarding tax claims (.3); draft questions for examination (.3); locate demonstratives for hearing (.2).	0.80

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Re: General Corporate Matters

	RAOC	File response to IRS objection (0.2); review City National Bank objection to second estimation motion (0.2).	0.40	
	GPAD	Revise draft Reply to United States' Response to First and Second Motions to Estimate (.70); prepare exhibits for motion to estimate aspect of the confirmation hearing(s) (1.40).	2.10	
01/19/16	FCBR	Prepare for and participate in confirmation hearing (5.0); work with IRS on settlement and prepare for claims estimation hearing (8.0); telephone conferences and meetings regarding same (1.5).	14.50	
	BRFO	Analysis and telephone conferences regarding estimation motion and hearing (2.5).	2.50	
	RAOC	Call with V&E team regarding estimation motion (1.9); finalize and file reply brief to estimation motion (0.3); email correspondence with Kirkland team, D. Simon, and S. Davis regarding estimation motion (0.4).	2.60	
	GPAD	Revise reply to motion to estimate (.30); and prepare for hearing on motion to estimate (2.10).	2.40	
01/20/16	FCBR	Prepare for and participate in claims estimation hearing (10.5).	10.50	
	HAP	Email and conference calls with VE team concerning City National Bank section 506(b)(4) claim and claim estimation issues (2.3).	2.30	
	BRFO	Conferences and correspondence regarding estimation motion and hearing preparation (1.1).	1.10	
	JWLE	Research issues for estimation hearing (1.4).	1.40	
	GPAD	Prepare and revise proposed order estimating priority tax, administrative, and other priority claims (2.2).	2.20	
	GPAD	Prepare for and attend estimation hearing (4.6).	4.60	
Total			222.60	\$148,916.50

Re: Corporate Governance and Board Matters

Date	Initials	Description	Hours
01/19/16	KTRU	Research conversion filing evidence for Century Exploration New Orleans, LLC, Century Exploration Houston, LLC and Century Exploration Resources, LLC and forward to Wendy Salinas (.50).	0.50
01/26/16	KTRU	Conference with Danny Nappier (.70); compile form amendment to certificate of incorporation and board and stockholder approving resolutions (.30).	1.00

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Re: General Corporate Matters

01/27/16	SHM	Confirm that D&O policies are in full force and effect at effective date of plan (1.0).	1.00	
01/28/16	KTRU	Coordinate review by CT Corp. of the Certificate of Amendment filing in Delaware (0.3).	0.30	
Total			2.80	\$1,349.00

Re: Employee Benefits and Pensions

Date	Initials	Description	Hours	
01/11/16	SMJA	Review and analyze payroll tax matters (.30); telephone conference with Jim Latimer and Brad Foxman (.20).	0.50	
Total			0.50	\$467.50

Re: Employment and Fee Applications

Date	Initials	Description	Hours	
01/02/16	RAOC	Research regarding ordinary course professional issues (0.5); review Kirkland invoice (0.2).	0.70	
01/04/16	RAOC	Discuss ordinary course professional research with B. Foxman and call with M. Denny regarding ordinary course professional issues (0.2); work on December monthly fee statement (1.5).	1.70	
01/07/16	RAOC	Attention to Ryan retention issues (0.4); review draft letter of authority for Ryan and discuss same with J. Latimer (0.2).	0.60	
01/08/16	BRFO	Correspondence regarding ordinary course professional issues (.3); analysis and correspondence regarding Ryan retention application issues (.4).	0.70	
	RAOC	Revise letter of authority for Ryan and discuss same with B. Foxman and J. Latimer (0.6); work on December monthly fee statement (0.6); email correspondence with Kirkland regarding Ryan compensation structure (0.5); email correspondence regarding Gordon Arata ordinary course professional affidavit (0.2).	1.90	
01/10/16	RAOC	Email correspondence with S. Allen regarding Ryan letter of authority (0.2).	0.20	
01/11/16	RAOC	Work on December monthly fee statement and email correspondence regarding same (0.5).	0.50	
01/12/16	BRFO	Analysis and correspondence regarding ordinary course professional affidavits (0.3).	0.30	

I.R.S. NO. 74-1183015

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Re: General Corporate Matters

	RAOC	Email correspondence regarding OCP amended affidavit (0.1); review revised affidavit received from Gordon Arata (0.1); finalize December monthly fee statement and circulate to relevant parties (0.4); revise Creel amended affidavit and email correspondence regarding same (0.1).	0.70	
01/28/16	RAOC	Work on January monthly fee statement (1.5).	1.50	
01/30/16	RAOC	Email correspondence regarding monthly fee statement (0.1).	0.10	
01/31/16	RAOC	Email correspondence regarding monthly fee statement (0.1).	0.10	
Total			9.00	\$4,735.00

Re: General Litigation

Date	Initials	Description	Hours	
01/04/16	RAOC	Review answer filed by Chevron in California lawsuit (0.2).	0.20	
01/06/16	KAHO	Review precedent for G. Padis regarding abandonment of property of the estate (1.5).	1.50	
01/07/16	RAOC	Email correspondence regarding DOI/ONRR demand letter and call with J. Barcelona regarding same (0.2).	0.20	
Total			1.90	\$700.50

Re: Meetings and Communications with Creditors

Date	Initials	Description	Hours	
01/04/16	RAOC	Calls with creditors/landowners and email correspondence with M. Denny regarding same (0.8).	0.80	
	BARD	Respond to creditor inquiries (1.8).	1.80	
01/05/16	RAOC	Calls and email correspondence with creditors (1.0).	1.00	
	BARD	Respond to creditor inquiries (1.7).	1.70	
01/06/16	RAOC	Calls and email correspondence with creditors (2.1).	2.10	
	BARD	Respond to creditor inquiries (1.7).	1.70	
01/07/16	RAOC	Calls with creditors (0.4).	0.40	
	BARD	Respond to creditor inquiries (1.0).	1.00	
01/08/16	RAOC	Email correspondence with creditors (0.2).	0.20	
	BARD	Respond to creditor inquiries (1.0).	1.00	
01/11/16	RAOC	Calls and email correspondence with creditors (0.7).	0.70	

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	BARD	Respond to creditor inquiries (0.8).	0.80	
01/12/16	RAOC	Calls with creditors (0.1).	0.10	
	BARD	Respond to creditor inquiries (0.5).	0.50	
01/13/16	BARD	Respond to creditor inquiries (0.3).	0.30	
01/14/16	RAOC	Calls with creditors (0.5).	0.50	
	BARD	Respond to creditor inquiries (0.3).	0.30	
01/15/16	RAOC	Call with creditor and email correspondence with M. Denny regarding same (0.2).	0.20	
	BARD	Respond to creditor inquiries (0.3).	0.30	
01/19/16	BARD	Respond to creditor inquiries (0.2).	0.20	
01/20/16	BRFO	Correspond with counsel to Ace regarding inquiry (0.2).	0.20	
	RAOC	Calls with creditors and email correspondence with M. Denny regarding same (0.4).	0.40	
	BARD	Respond to creditor inquiries (0.2).	0.20	
01/21/16	BARD	Respond to creditor inquiries (0.4).	0.40	
01/22/16	RAOC	Call with creditor (0.1).	0.10	
01/25/16	RAOC	Calls with creditors (0.2).	0.20	
01/26/16	BARD	Respond to creditor inquiries (0.5).	0.50	
01/27/16	BARD	Respond to creditor inquiries (0.5).	0.50	
01/28/16	RAOC	Calls with creditors (0.1).	0.10	
	BARD	Respond to creditor inquiries (1.0).	1.00	
Total			19.20	\$6,693.00

Re: Non-Working Travel

Date	Initials	Description	Hours
01/18/16	BRFO	Travel to Houston for confirmation/sale hearing (3.1).	3.10
01/20/16	FCBR	Return to Dallas (2.5).	2.50
	GPAD	Travel to Houston for estimation hearing (4.0); return travel to Dallas (4.0).	8.00

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Total	13.60	\$8,442.50
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Re: Plan and Disclosure Statement

Date	Initials	Description	Hours
01/02/16	BRFO	Analysis, correspondence, and revisions to plan supplement documents (1.0); draft notice regarding additional properties in connection with disclosure statement and related correspondence (1.1).	2.10
	RAOC	Work on ACE bond schedule for plan supplement (0.3); review draft of liquidating trust agreement (1.0); review plan and disclosure statement (0.5); draft schedule of excluded parties (0.2); email correspondence with M. Denny regarding excluded contracts (0.1); review Latham comments to liquidating trust agreement (0.1).	2.20
01/03/16	JB	Conferences with Wendy Salinas (.50); review liquidating trust agreement and corresponding tax provisions in plan (1.50).	2.00
	BRFO	Correspondence, conferences, and revisions regarding notice of additional properties related to disclosure statement (1.5); continue to work on plan supplement documents (1.4).	2.50
	RAOC	Attention to email correspondence regarding plan and disclosure statement (0.2).	0.20
01/04/16	JB	Review e-mails and discuss distribution provision and other changes with Wendy Salinas (.50).	0.50
	HAP	Email correspondence with Kirkland Ellis and VE team concerning plan supplement and issues pertaining to California leave behind property (1.30); telephone conferences with Parkman Whaling concerning issues pertaining to performance issues with the Pegasus well (1.20); conference call with client, Blackhill, Brad Foxman and Parkman Whaling with respect to performance issues on the Pegasus well (1.00); conference call with Brad Foxman, Blackhill and Jim Latimer concerning how to deal with performance issues on the Pegasus well and consideration of possibly delaying the bid deadline or auction timeline (0.50); email correspondence with Kirkland Ellis concerning performance issues on the Pegasus well (0.50).	4.50
	BRFO	Conferences, correspondence and revisions to finalize plan supplement documents (4.2); finalize and file notice relating to disclosure statement (.6); attention to service of additional notices of administrative claims bar date (.5).	5.30

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	RAOC	Review revised draft of disclosure statement notice (0.1); attention to plan supplement issues and calls and email correspondence with B. Foxman, M. Denny, M. Willis regarding same (4.9); review comments from tax counsel to liquidating trust agreement (0.1); review drafts of transition services agreements for ACE and liquidating trustee (0.4); review bid procedures (0.2).	5.70
01/05/16	HAP	Email correspondence concerning candidates for liquidating trustee's position (0.8).	0.80
	BRFO	Correspondence regarding liquidating trustee candidates (.3); work on confirmation order (1.9).	2.20
01/06/16	BRFO	Analysis and correspondence regarding transition services agreement (.5); work on confirmation order (1.6).	2.10
	RAOC	Call with T. Marshall regarding BMC declaration and attention to related issues (0.1); attention to ACE transition services agreement issues (0.3); review revised draft of ACE transition services agreement (0.1).	0.50
	RAOC	Review plan and disclosure statement (0.4).	0.40
01/07/16	JEW	Interoffice conference with Brad Foxman regarding modifications / amendments to plan (0.3).	0.30
	BRFO	Prepare for and participate in telephone conference with US Department of the Interior regarding plan concerns (.9); follow-up conferences regarding same (.6); work on confirmation order (1.2); correspondence regarding potential liquidating trustee (.5).	3.20
	RAOC	Call with DOJ, VE team, and company regarding P&A/plan issues (0.4).	0.40
	KMSI	Research and analyze D&O claim presentation issues (2.00); analyze and evaluate relevant terms of Disclosure Statement and supporting schedules with regards to asserted D&O claims (3.00); conference with Brad Foxman regarding initial results (.10).	5.10
01/08/16	JEW	Review plan of liquidation regarding amendments to plan if potential bidder pursues stock purchase instead of asset purchase (0.90); interoffice conference with Brad Foxman regarding same (0.10).	1.00

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	BRFO	Prepare for and participate in telephone conferences with potential liquidating trustee candidates (.9); correspondence regarding ballots and plan voting issues (.9); correspondence with potential plan objecting parties regarding their inquiries (.5); analysis and correspondence regarding bondholder D&O insurance questions (.3); analysis, correspondence, and conferences regarding US Dept. of Interior plan inquiries and concerns (.9); review and revise notice of abandonment to be filed in connection with plan (.4).	3.90
	KMSI	Complete research and analysis regarding sufficiency of claims disclosures within plan of reorganization and disclosure statement (2.40).	2.40
01/11/16	HAP	Email and telephone conferences with Brad Foxman concerning sale of California assets, preparation for hearing and various objections to plan (2.4).	2.40
	BRFO	Analysis and conferences regarding estimation motions and related evidence (2.1); preparation for hearing on same (.8); correspondence regarding ballots and voting on plan (.7); correspondence with counsel to US Department of Interior regarding resolution of potential plan objection (.3); address confirmation issues (.6).	4.50
	RAOC	Review Everbank objection to confirmation of plan (0.2); review Noteholder statement (0.1).	0.30
	KMSI	Continue research and analysis regarding requirements to retain cause of action via assertion in disclosure statements or plan of reorganization (.80).	0.80
01/12/16	HAP	Review various objections to confirmation (1.20); emails and telephone conferences with Brad Foxman concerning confirmation hearing issues (0.80).	2.00
	BRFO	Prepare for and participate in telephone conferences regarding liquidating trustee under plan (.8); continue to address balloting and voting issues (.8); review and analysis of plan objections filed (1.6); continue to analyze and address issues in connection with estimation pleadings (1.5); correspondence regarding new confirmation setting and related agenda (.4); conferences and correspondence with counsel to USDOJ regarding settlement of potential objection (.4); work on confirmation order (1.6).	7.10
	RAOC	Review and revise BMC declaration (0.3); review ballot report (0.1).	0.40
	KMSI	Complete research regarding requirements to maintain cause of action via assertion in disclosure statements or plan of reorganization (1.30).	1.30

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01/13/16	BRFO	Address continuance of confirmation hearing and related pleadings (.9); analysis and correspondence regarding ballot issues (.6); continue to analyze and address objections to confirmation of the plan (2.8); continue to draft confirmation order (1.6).	5.90
	RAOC	Review draft of confirmation order (0.5).	0.50
01/14/16	BRFO	Analysis, negotiations, and communications regarding confirmation hearing, related pleadings, and settlement of objections (6.3).	6.30
	RAOC	Review revised draft of liquidating trust agreement (0.3).	0.30
01/15/16	BRFO	Analysis, communications, and negotiations to prepare for confirmation/sale hearing (3.1); revisions and correspondence regarding proposed orders for hearings (3.0); work on second amendment to plan supplement (.9); review and comment on BMC declaration (.4); analysis and correspondence regarding IRS objections to plan/estimation (1.5).	8.90
	RAOC	Draft supplement to plan supplement regarding liquidating trust agreement and email correspondence regarding same (0.3); email correspondence with BMC regarding declaration (0.3); attention to email correspondence regarding ballot issues (0.2); review and revise BMC declaration and email correspondence regarding same (0.3); email correspondence regarding amendment to plan supplement (0.3); revise amendment to plan supplement, finalize, and file via ECF (0.6); file BMC declaration via ECF (0.2); review IRS objection to confirmation (0.1).	2.50
	KMSI	Analyze and evaluate proposed revisions to confirmation order (.50).	0.50
01/16/16	BRFO	Analysis, correspondence, and conferences to prepare for contested confirmation hearing (2.5).	2.50
01/17/16	BRFO	Prepare for confirmation/sale hearing and related communications (3.9).	3.90
01/18/16	BRFO	Prepare for and negotiations regarding confirmation hearing (3.7); revisions to proffers and orders for same (3.2).	6.90
01/19/16	HAP	Email correspondence concerning matters pertaining to the Prothro Energy sale of California assets and estimation motion (0.80); lengthy conference call with Frank Brame, Reese O'Connor and Brad Foxman with respect to the estimation motion (1.80).	2.60
	BRFO	Analysis, conferences, and correspondence with V&E team to prepare them for confirmation/sale hearing (2.6).	2.60

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01/21/16	HAP	Attention to matters pertaining to plan implementation and closing of Highbridge of credit bid purchase (1.5).	1.50	
01/22/16	RAOC	Revise confirmation order notice, file via ECF, and email correspondence with BMC regarding service of same (0.3); email correspondence regarding list of causes of action (0.2).	0.50	
01/25/16	RAOC	Calls and email correspondence with M. Denny and J. Latimer to discuss list of causes of action (0.4); calls with R. Derivaux and B. Foxman regarding payments under plan (0.5); review plan and work on funds flow chart with R. Derivaux (1.5).	2.40	
Total			113.90	\$84,638.50

Re: Reporting

Date	Initials	Description	Hours	
01/20/16	RAOC	Email correspondence with M. Denny regarding monthly operating reports (0.3).	0.30	
01/21/16	RAOC	Email correspondence with M. Denny regarding monthly operating reports and file same via ECF (0.4).	0.40	
Total			0.70	\$346.50

Re: Tax

Date	Initials	Description	Hours	
01/03/16	WTS	Review the law regarding liquidating trusts (.50); review the plan and review and revise the trust agreement (2.00); confer with Judy Blissard regarding tax issues for the trust agreement (.50).	3.00	
	SBGU	Review and revise liquidating trust agreement (3.0).	3.00	
01/04/16	WTS	Review and revise the liquidating trust agreement (1.90); confer with Brad Foxman regarding same (.20); confer with Sam Guthrie regarding tax revisions to the liquidating trust agreement (.30).	2.40	
	SBGU	Review liquidating trust agreement for tax issues (2.9).	2.90	
01/11/16	WTS	Confer with Frank Brame regarding the priority tax claims (.30); review the priority tax claims (.50).	0.80	
01/12/16	JSM	Conferences with Rob Derivaux and Christen Romero regarding FIRPTA certificates (.30).	0.30	

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	WTS	Review the notices of tax claims and related documentation (1.50); prepare email to Tabatha Broussard regarding tax claims (.30); conferences with Matt Demy regarding tax claims (1.00); conference call with Tabatha Broussard and Frank Brame regarding tax claims (1.00); confer with Brad Foxman regarding same (.20); prepare the proffer of testimony regarding tax claims (2.00).	6.00
	CROM	Discuss FIRPTAs with Jim Meyer (0.3); call with Julia Pashin (0.3); review APA and types of assets sold (0.5); draft FIRPTA certificates (1.5); draft email to Jim Meyer (0.2); draft email to Rob Derivaux (0.2); review applicable regulations and secondary sources to confirm rules relating to FIRPTA certificates with multiple transferees and potential disregarded entity transferees (1.0).	4.00
01/13/16	JSM	Review proposed FIRPTA certificate and conference with Christen Romero (.30).	0.30
	WTS	Review and revise the proffer of testimony of Jim Latimer (1.50); confer with Frank Brame and Matt Demy regarding Louisiana tax claims (.30); confer with Judy Blissard regarding the proffer of testimony (.50); confer with Frank Brame regarding the tax claims (.20); confer with Matt Demy regarding same (.20); review emails from Tabatha Broussard regarding the tax claims (.30).	3.00
	CROM	Draft email to Rob Derivaux and Jim Meyer (0.3); draft FIRPTA certificates and confirm procedure for multiple transferees (1.7); draft response email to Rob Derivaux regarding office location, multiple transferee procedure, and regulations concerning certificate signees (0.3).	2.30
01/14/16	WTS	Confer with Matt Demy regarding Louisiana tax claim (.30); confer with Frank Brame and Jordan Leu regarding proffer of testimony regarding tax claims (.90); review and revise the proffer (.60).	1.80
01/15/16	WTS	Confer with Matt Demy and Frank Brame regarding withholding tax issue (.20); confer with Jordyn Farizo regarding withholding tax issue (.30); review Form 1042 reporting documentation (.50); review and revise the proffer (.50); confer with Frank Brame regarding same (.30).	1.80
	RAOC	Email correspondence regarding tax issues (0.1).	0.10
01/16/16	WTS	Revise the proffer of testimony regarding withholding tax liability (0.3).	0.30

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01/17/16	WTS	Review tax documentation regarding the tax priority claims and review and revise the proffer of testimony (1.80); prepare emails to Frank Brame regarding tax issues for the tax priority claims (.50); review and revise the summary charts for the tax priority claims (1.00).	3.30	
01/18/16	WTS	Review and revise the proffer of testimony and summary charts for priority claims (1.80); exchange emails with Frank Brame regarding priority tax claims (.20).	2.00	
01/19/16	JB	Review Code provision related to claim of worthless stock and effect on ownership change (.50); conferences with Wendy Salinas and Sam Guthrie regarding meaning of section 382(g)(4) (.30); conferences with Amy Cao and Frank Brame regarding IRS issues and worthless stock deduction (.70).	1.50	
	WTS	Conferences with Frank Brame regarding Form 945 and disregarded entity issue for priority tax claims (1.00); confer with Tabatha Broussard regarding same (.30); review tax documentation regarding same (.50); confer with Sam Guthrie regarding disregarded entity issue (.30); confer with Judy Blissard regarding Form 945 issue (.30).	2.40	
	SBGU	Telephone conference with Judy Blissard to discuss tax issues related to restructuring (.1); research tax issues related to restructuring (2.2); telephone conference with Wendy Salinas to discuss tax issues related to conversion of subsidiaries to limited liability companies (.1); research tax issues related to conversion of subsidiaries to limited liability companies (.4).	2.80	
01/20/16	WTS	Review emails regarding Form 945 issue (.30).	0.30	
01/27/16	JSM	Review and analyze proposed purchase price allocation methodology for Asset Purchase Agreement (.30); conference with Rob Derivaux regarding purchase price allocation (.20).	0.50	
Total			44.80	\$39,544.00
Total fees and hours			1,054.10	\$676,306.00

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Re: General Corporate Matters

Disbursements and other charges posted through January 31, 2016:

Travel			
12/17/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010011002043 DATE: 1/26/2016 12/17/2015 Airfare American Airlines ticket# 5262171932927 - Travel to Houston, Texas regarding hearing for Foxman, Bradley Route: DAL/HOU/DAL on 01/18/2016 - 01/19/2016	12.50
12/17/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010011002043 DATE: 1/26/2016 12/17/2015 Airfare Southwest Airlines ticket# 5262171932927 - Travel to Houston, Texas regarding hearing for Foxman, Bradley Route: DAL/HOU/DAL on 01/18/2016 - 01/19/2016	12.50
12/17/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010011002043 DATE: 1/26/2016 12/17/2015 Airfare Southwest Airlines ticket# 5262171932927 - Travel to Houston, Texas regarding hearing for FOXMAN/BRADLEY ROLAN Route: DAL HOU DAL on 01/18/2016 - 01/19/2016	167.96
01/05/16	DNAP	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010856811 DATE: 1/11/2016 01/05/2016 Airfare Southwest Airlines ticket# 5262170904687 - Meeting in Houston that was cancelled for NAPIER/DANIEL ROBER Route: DAL HOU DAL on 01/07/2016 - 01/08/2016	453.92
01/06/16	DNAP	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010856811 DATE: 1/11/2016 01/06/2016 Airfare Southwest Airlines ticket# 5262170904687 - Meeting in Houston that was cancelled. for Nappier, Danny Route: DAL/HOU/DAL on 01/07/2016 - 01/08/2016	-453.92
01/06/16	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010907237 DATE: 1/15/2016 01/06/2016 Airfare Southwest Airlines ticket# 5262171281925 - Travel to Houston to attend hearing cancelled for FOXMAN/BRADLEY ROLAN Route: DAL HOU DAL on 01/13/2016 - 01/14/2016	453.92
01/08/16	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010011002043 DATE: 1/26/2016 01/08/2016 Airfare Southwest Airlines ticket# 5262171932927 - Travel to Houston, Texas regarding hearing for FOXMAN/BRADLEY ROLAN Route: DAL HOU DAL on 01/18/2016 - 01/19/2016	285.96
01/12/16	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010907237 DATE: 1/15/2016 01/12/2016 Airfare Southwest Airlines ticket# 5262171281925 - Travel to Houston to attend hearing cancelled for Foxman, Brad Route: DAL HOUST DAL on 01/13/2016 - 01/14/2016	-453.92
01/13/16	FCBR	VENDOR: AMEX - ChromeRiver INVOICE#: CE010011092177 DATE: 2/2/2016 01/13/2016 Airfare Southwest Airlines ticket# 5262174330601 - Airfare to Houston to attend hearing for BRAME/FRANK CONVERSE Route: DAL HOU DAL on 01/18/2016 - 01/20/2016	437.60
01/14/16	FCBR	VENDOR: AMEX - ChromeRiver INVOICE#: CE010011092177 DATE: 2/2/2016 01/14/2016 Airfare Southwest Airlines ticket# 5262174330601 - Travel to Houston to attend hearing for Brame, Frank Route: DAL/HOU on 01/18/2016 - 01/20/2016	12.50
01/15/16	RAOC	VENDOR: Emp_Pd ChromeRiver INVOICE#: CE010010917302 DATE: 1/15/2016 01/15/2016 Taxi Lone Star Cab - Taxi to courthouse for hearing on 12/22/2015.	8.00
01/18/16	FCBR	VENDOR: AMEX - ChromeRiver INVOICE#: CE010011092177 DATE: 2/2/2016 01/18/2016 Taxi HOU TAXI 2220 090240 LONG ISLAND C NY - Taxi in Houston - Attend Hearing	36.30
01/18/16	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010011002043 DATE: 1/26/2016 01/18/2016 Taxi YELLOW CAB COMPANY HOUSTON TX - Travel to Houston, Texas regarding hearing	36.60

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Re: General Corporate Matters

01/18/16	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010011002043 DATE: 1/26/2016 01/18/2016 Hotel - Internet FOUR SEASONS HOUSTON HOUSTON TX - Travel to Houston, Texas regarding hearing	19.43
01/19/16	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010011002043 DATE: 1/26/2016 01/19/2016 Taxi CURB HOUSTON TX - Travel to Houston, Texas regarding hearing	31.74
01/19/16	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010011002043 DATE: 1/26/2016 01/19/2016 Airfare Southwest Airlines ticket# 5262175164366 - Travel to Houston, Texas regarding hearing for FOXMAN/BRADLEY ROLAN Route: HOU DAL on 01/19/2016 - 01/19/2016	16.02
01/19/16	BRFO	VENDOR: Emp_Pd ChromeRiver INVOICE#: CE010011002043 DATE: 1/26/2016 01/19/2016 Parking NTTA - Travel to Houston, Texas regarding hearing	17.00
01/20/16	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010011002043 DATE: 1/26/2016 01/20/2016 Hotel - Lodging Travel to Houston, Texas regarding hearing arrival: 01/18/2016 # of nights 1	270.18
01/20/16	GPAD	VENDOR: Emp_Pd ChromeRiver INVOICE#: CE010011001523 DATE: 1/25/2016 01/20/2016 Airfare Southwest Airlines ticket# 5262173939737 - Flight to Houston to attend hearing. for George Padis Route: Dallas Love Field/Houston Hobby on 01/20/2016 - 01/20/2016	453.92
01/20/16	GPAD	VENDOR: Emp_Pd ChromeRiver INVOICE#: CE010011001523 DATE: 1/25/2016 01/20/2016 Airfare Southwest Airlines ticket# 5262175750071 - Refund for change of flight. for George Padis Route: Houston/ Dallas on 01/20/2016 - 01/20/2016	-16.32
01/20/16	GPAD	VENDOR: Emp_Pd ChromeRiver INVOICE#: CE010011001523 DATE: 1/25/2016 01/20/2016 Taxi Uber - Taxi receipt for travel back from Houston airport in connection with attending a hearing.	11.02
01/20/16	GPAD	VENDOR: Emp_Pd ChromeRiver INVOICE#: CE010011001523 DATE: 1/25/2016 01/20/2016 Taxi Uber - Taxi receipt for travel to Courthouse in connection with attending a hearing.	16.13
01/20/16	GPAD	VENDOR: Emp_Pd ChromeRiver INVOICE#: CE010011001523 DATE: 1/25/2016 01/20/2016 Taxi Uber - Taxi receipt for travel to Houston airport in connection with attending a hearing.	18.76
01/20/16	FCBR	VENDOR: AMEX - ChromeRiver INVOICE#: CE010011092177 DATE: 2/2/2016 01/20/2016 Parking PARKING SYSTEMS 2010 DALLAS TX - Parking at Love Field - travel to Houston to attend hearing	44.00
01/20/16	FCBR	VENDOR: AMEX - ChromeRiver INVOICE#: CE010011092177 DATE: 2/2/2016 01/20/2016 Taxi HOU TAXI 2217 090240 LONG ISLAND C NY - Taxi in Houston - attend hearing	47.60
01/21/16	FCBR	VENDOR: AMEX - ChromeRiver INVOICE#: CE010011092177 DATE: 2/2/2016 01/21/2016 Hotel - Lodging Hotel in Houston - attend hearing arrival: 01/18/2016 # of nights 2	540.36
Travel			\$2,479.76
Business Meals			
12/02/15	HAP	VENDOR: Emp_Pd ChromeRiver INVOICE#: CE010010917408 DATE: 1/15/2016 12/02/2015 Coronado Club - Lunch with Vince Slusher (Creditors Committee) to discuss plan of reorganization issues. # of attendees 2	68.85
01/04/16	RPDE	VENDOR: Diningin LLC; INVOICE#: 1491497; DATE: 1/4/2016/ Dinner on 01/06/16.	44.38

I.R.S. NO. 74-1183015

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Raam Global Energy Company February 9, 2016

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Client/Matter Number RAA101 29000
 Invoice Number 25519417
 Billing Attorney T. M. Kelly

Re: General Corporate Matters

01/18/16	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010011002043 DATE: 1/26/2016 01/18/2016 FOUR SEASONS HOUSTON HOUSTON TX - Travel to Houston, Texas regarding hearing # of attendees 1	50.17
01/18/16	FCBR	VENDOR: AMEX - ChromeRiver INVOICE#: CE010011092177 DATE: 2/2/2016 01/18/2016 DICKEYS TX-548 DALLAS TX - Lunch in Houston - attend hearing # of attendees 1	9.74
01/19/16	FCBR	VENDOR: AMEX - ChromeRiver INVOICE#: CE010011092177 DATE: 2/2/2016 01/19/2016 GUADALAJARA DEL CENT HOUSTON TX - Lunch in Houston - attend hearing # of attendees 2	44.67
01/20/16	FCBR	VENDOR: AMEX - ChromeRiver INVOICE#: CE010011092177 DATE: 2/2/2016 01/20/2016 PAPPAS BURGER 610 0 HOUSTON TX - Dinner in Houston - attend Hearing # of attendees 2	61.91
01/20/16	GPAD	VENDOR: Emp_Pd ChromeRiver INVOICE#: CE010011001523 DATE: 1/25/2016 01/20/2016 Whataburger - Receipt for breakfast while on travel to Houston to attend a hearing. # of attendees 1	5.51

Business Meals

\$285.23

Computer Legal Research

11/11/15	CEZI	TEM001-12629-102629	64.26
12/01/15	RAOC	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: TXSBK 12/1/2015 Pages: 19	1.90
12/02/15	BRFO	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: TXSBK 12/2/2015 Pages: 10	1.00
12/02/15	RAOC	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: TXSBK 12/2/2015 Pages: 1	0.10
12/02/15	RAOC	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: TXSBK 12/2/2015 Pages: 20	2.00
12/08/15	RAOC	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: TXSBK 12/8/2015 Pages: 2	0.20
12/08/15	RAOC	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: TXSBK 12/8/2015 Pages: 7	0.70
12/08/15	RAOC	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: TXSBK 12/8/2015 Pages: 2	0.20
12/09/15	RAOC	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: TXSBK 12/9/2015 Pages: 23	2.30
12/11/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: 00PCL 12/11/2015 Pages: 1	0.10
12/11/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: 00PCL 12/11/2015 Pages: 1	0.10
12/11/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: 00PCL 12/11/2015 Pages: 1	0.10
12/11/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: 00PCL 12/11/2015 Pages: 1	0.10
12/11/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: 00PCL 12/11/2015 Pages: 1	0.10
12/11/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: 00PCL 12/11/2015 Pages: 1	0.10
12/11/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: 00PCL 12/11/2015 Pages: 1	0.10
12/11/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: 00PCL 12/11/2015 Pages: 1	0.10
12/11/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: 00PCL 12/11/2015 Pages: 1	0.10
12/11/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: 00PCL 12/11/2015 Pages: 1	0.10

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Raam Global Energy Company February 9, 2016

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 Billing Attorney T. M. Kelly

Re: General Corporate Matters

12/11/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: 00PCL 12/11/2015 Pages: 1	0.10
12/11/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: 00PCL 12/11/2015 Pages: 1	0.10
12/11/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: 00PCL 12/11/2015 Pages: 1	0.10
12/11/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: 00PCL 12/11/2015 Pages: 1	0.20
12/11/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: TXSBK 12/11/2015 Pages: 2	0.20
12/11/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: TXSBK 12/11/2015 Pages: 2	0.20
12/11/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: TXSBK 12/11/2015 Pages: 2	3.00
12/11/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: TXSBK 12/11/2015 Pages: 30	3.00
12/11/15	KMSI	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: TXSBK 12/11/2015 Pages: 30	3.00
12/21/15	RAOC	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: TXSBK 12/21/2015 Pages: 2	0.20
12/22/15	RAOC	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: TXSBK 12/22/2015 Pages: 28	2.80
12/22/15	RAOC	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: TXSBK 12/22/2015 Pages: 28	2.80
12/29/15	GPAD	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: DEBK 12/29/2015 Pages: 30	3.00
12/29/15	GPAD	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: DEBK 12/29/2015 Pages: 30	3.00
12/29/15	GPAD	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: DEBK 12/29/2015 Pages: 30	3.00
12/29/15	GPAD	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: NYSBK 12/29/2015 Pages: 1	0.10
12/29/15	GPAD	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: NYSBK 12/29/2015 Pages: 30	3.00
12/29/15	GPAD	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: NYSBK 12/29/2015 Pages: 29	2.90
12/29/15	GPAD	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: NYSBK 12/29/2015 Pages: 22	2.20
12/29/15	GPAD	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: NYSBK 12/29/2015 Pages: 3	0.30
12/29/15	GPAD	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: NYSBK 12/29/2015 Pages: 15	1.50
12/29/15	GPAD	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: NYSBK 12/29/2015 Pages: 30	3.00
12/29/15	GPAD	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: TXSBK 12/29/2015 Pages: 30	3.00
12/29/15	GPAD	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: TXSBK 12/29/2015 Pages: 13	1.30
12/29/15	GPAD	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: TXSBK 12/29/2015 Pages: 30	3.00
12/29/15	GPAD	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: TXSBK 12/29/2015 Pages: 30	3.00

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Raam Global Energy Company February 9, 2016

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Client/Matter Number RAA101 29000
 Invoice Number 25519417
 Billing Attorney T. M. Kelly

Re: General Corporate Matters

12/29/15	GPAD	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: VAEBK 12/29/2015 Pages: 30	3.00
12/29/15	GPAD	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: VAEBK 12/29/2015 Pages: 17	1.70
12/29/15	GPAD	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: VAEBK 12/29/2015 Pages: 18	1.80
12/29/15	GPAD	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: VAEBK 12/29/2015 Pages: 30	3.00
12/29/15	GPAD	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: VAEBK 12/29/2015 Pages: 30	3.00
12/29/15	GPAD	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: VAEBK 12/29/2015 Pages: 30	3.00
12/29/15	GPAD	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: VAEBK 12/29/2015 Pages: 22	2.20
12/29/15	GPAD	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: VAEBK 12/29/2015 Pages: 30	3.00
12/30/15	TMK	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: TXSBK 12/30/2015 Pages: 30	3.00
12/30/15	TMK	VENDOR: Pacer Service Center INVOICE#: VE0007PACERDAL12/15 DATE: 12/31/2015 Court: TXSBK 12/30/2015 Pages: 30	3.00
Computer Legal Research			\$148.26

Photocopy

01/12/16	JWLE	10 pages @ 0.15 per page	1.50
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01/12/16	JWLE	6 pages @ 0.15 per page	0.90
01/12/16	JWLE	10 pages @ 0.15 per page	1.50
01/12/16	JWLE	10 pages @ 0.15 per page	1.50
01/12/16	JWLE	14 pages @ 0.15 per page	2.10
01/12/16	JWLE	10 pages @ 0.15 per page	1.50
01/12/16	JWLE	10 pages @ 0.15 per page	1.50
01/12/16	JWLE	4 pages @ 0.15 per page	0.60
01/12/16	JWLE	12 pages @ 0.15 per page	1.80
01/12/16	JWLE	12 pages @ 0.15 per page	1.80
01/12/16	JWLE	6 pages @ 0.15 per page	0.90
01/12/16	JWLE	4 pages @ 0.15 per page	0.60
01/12/16	JWLE	10 pages @ 0.15 per page	1.50
01/12/16	JWLE	10 pages @ 0.15 per page	1.50
01/12/16	JWLE	6 pages @ 0.15 per page	0.90
01/12/16	JWLE	4 pages @ 0.15 per page	0.60
01/12/16	JWLE	12 pages @ 0.15 per page	1.80
01/12/16	JWLE	10 pages @ 0.15 per page	1.50
01/12/16	JWLE	4 pages @ 0.15 per page	0.60
01/12/16	JWLE	14 pages @ 0.15 per page	2.10
01/12/16	JWLE	6 pages @ 0.15 per page	0.90
01/12/16	JWLE	4 pages @ 0.15 per page	0.60
01/12/16	JWLE	10 pages @ 0.15 per page	1.50
01/12/16	JWLE	12 pages @ 0.15 per page	1.80
01/12/16	JWLE	18 pages @ 0.15 per page	2.70
01/13/16	BARD	186 pages @ 0.15 per page	27.90
01/15/16	JWLE	90 pages @ 0.15 per page	13.50
01/15/16	JWLE	8 pages @ 0.15 per page	1.20
01/15/16	JWLE	14 pages @ 0.15 per page	2.10

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Raam Global Energy Company February 9, 2016

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Client/Matter Number RAA101 29000
 Invoice Number 25519417
 Billing Attorney T. M. Kelly

Re: General Corporate Matters

01/15/16	JWLE	294 pages @ 0.15 per page	44.10
01/15/16	JWLE	138 pages @ 0.15 per page	20.70
01/15/16	JWLE	19 pages @ 0.15 per page	2.85
01/15/16	JWLE	142 pages @ 0.15 per page	21.30
01/15/16	BARD	512 pages @ 0.15 per page	76.80
01/18/16	JPCE	1 page @ 0.15 per page	0.15
01/18/16	RAOC	32 pages @ 0.15 per page	4.80
01/18/16	RAOC	184 pages @ 0.15 per page	27.60
01/18/16	RAOC	152 pages @ 0.15 per page	22.80
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01/18/16	RAOC	32 pages @ 0.15 per page	4.80
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01/18/16	RAOC	19 pages @ 0.15 per page	2.85
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01/18/16	RAOC	76 pages @ 0.15 per page	11.40
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01/18/16	RAOC	272 pages @ 0.15 per page	40.80
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01/18/16	RAOC	16 pages @ 0.15 per page	2.40
01/18/16	RAOC	16 pages @ 0.15 per page	2.40
01/18/16	RAOC	164 pages @ 0.15 per page	24.60
01/18/16	RAOC	16 pages @ 0.15 per page	2.40
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01/18/16	RAOC	36 pages @ 0.15 per page	5.40
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01/18/16	RAOC	256 pages @ 0.15 per page	38.40
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01/18/16	RAOC	20 pages @ 0.15 per page	3.00
01/18/16	RAOC	57 pages @ 0.15 per page	8.55
01/19/16	FCBR	VENDOR: AMEX - ChromeRiver INVOICE#: CE010011092177 DATE: 2/2/2016 01/19/2016 Copies/Fax KEYLINK SERVICE SOLU LAS VEGAS NV - Hotel Business Center, Print Copies of Documents - travel to Houston to attend hearing	16.73
01/19/16	RAOC	76 pages @ 0.15 per page	11.40
01/19/16	RAOC	40 pages @ 0.15 per page	6.00

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01/19/16	RAOC	136 pages @ 0.15 per page	20.40
01/19/16	RAOC	440 pages @ 0.15 per page	66.00
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01/19/16	RAOC	252 pages @ 0.15 per page	37.80
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01/20/16	RAOC	210 pages @ 0.15 per page	31.50
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01/20/16	RAOC	8 pages @ 0.15 per page	1.20
01/20/16	RAOC	10 pages @ 0.15 per page	1.50
01/20/16	RAOC	69 pages @ 0.15 per page	10.35
01/20/16	RAOC	4 pages @ 0.15 per page	0.60
01/20/16	RAOC	12 pages @ 0.15 per page	1.80
01/20/16	RAOC	12 pages @ 0.15 per page	1.80
01/20/16	RAOC	8 pages @ 0.15 per page	1.20
01/20/16	RAOC	147 pages @ 0.15 per page	22.05
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01/20/16	RAOC	12 pages @ 0.15 per page	1.80
01/20/16	RAOC	18 pages @ 0.15 per page	2.70
01/20/16	RAOC	48 pages @ 0.15 per page	7.20
01/20/16	RAOC	48 pages @ 0.15 per page	7.20
01/20/16	RAOC	18 pages @ 0.15 per page	2.70
01/21/16	ANDE	117 pages @ 0.15 per page	17.55
01/27/16	RPDE	13 pages @ 0.15 per page	1.95
01/27/16	RPDE	12 pages @ 0.15 per page	1.80
01/28/16	RPDE	11 pages @ 0.15 per page	1.65

Photocopy

\$1,493.18

Courier Services

01/20/16	RAOC	01/20/2016 EDS Delivery to HON. MARVIN J. ISGUR	6.86
01/20/16	RAOC	01/20/2016 EDS Delivery to U.S. DEPARTMENT OF JUSTICE	6.86

Courier Services

\$13.72

I.R.S. NO. 74-1183015

Please reference client/matter and invoice numbers when making payment.

PLEASE REMIT TO:

VINSON & ELKINS LLP, PO BOX 301019, DALLAS, TX 75303-1019

Tel +1.713.758.2222 Fax +1.713.758.2346 www.velaw.com

V&E Invoice

Raam Global Energy Company February 9, 2016

Page 42

Client/Matter Number RAA101 29000
 Invoice Number 25519417
 Billing Attorney T. M. Kelly

Re: General Corporate Matters

Filing Fees

12/29/15	BRFO	VENDOR: AMEX - ChromeRiver INVOICE#: CE010010789104 DATE: 1/4/2016 12/29/2015 Fees EXCEPTIONAL REPORTIN CORPUS CHRIST TX - Hearing transcript	52.80
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Filing Fees	\$52.80
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Total	\$4,472.95
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Total disbursements and other charges	\$4,472.95
----------------------------------------------	-------------------

Total Invoice	\$680,778.95
----------------------	---------------------

I.R.S. NO. 74-1183015

Please reference client/matter and invoice numbers when making payment.

PLEASE REMIT TO:

VINSON & ELKINS LLP, PO BOX 301019, DALLAS, TX 75303-1019

Tel +1.713.758.2222 Fax +1.713.758.2346 www.velaw.com

Vinson&Elkins

Invoice

February 9, 2016

Raam Global Energy Company
1537 Bull Lea Road
Suite 200
Lexington, KY 40511

Client/Matter Number RAA101 29000
Invoice Number 25519417
Billing Attorney T. M. Kelly

This invoice has been forwarded via e-mail to:
JLatimer@bhpllc.com

Re: General Corporate Matters

REMITTANCE COPY

Fees for services posted through January 31, 2016	\$676,306.00
Disbursements and other charges posted through January 31, 2016	4,472.95
Total Invoice	\$680,778.95

Please return this page with your payment

Total amount (payable in U.S. dollars) due by March 10, 2016

I.R.S. NO. 74-1183015

Please reference client/matter and invoice numbers when making payment.
PLEASE REMIT TO:
VINSON & ELKINS LLP, PO BOX 301019, DALLAS, TX 75303-1019

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EXHIBIT D

RETENTION ORDER



ENTERED
12/07/2015

**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

**ORDER AUTHORIZING DEBTORS TO EMPLOY VINSON & ELKINS LLP
AS COUNSEL FOR THE DEBTORS NUNC PRO TUNC TO THE PETITION DATE**

On December 7, 2015, the Court considered the *Application to Employ Vinson & Elkins LLP as Counsel for the Debtors Nunc Pro Tunc to the Petition Date* [Docket No. 115] (the "Application"), the *Declaration of Harry A. Perrin on Behalf of Vinson & Elkins LLP and Bankruptcy Rule 2014 and 2016(b) Disclosure* (the "Original Declaration") attached thereto as Exhibit A,¹ and the *Supplemental Declaration of Harry A. Perrin on Behalf of Vinson & Elkins LLP and Bankruptcy Rule 2014 and 2016(b) Disclosure* [Docket No. 198] (together with the Original Declaration, the "Declaration") filed by the above-captioned debtors (the "Debtors"),² the Court finds that: (a) it has jurisdiction over the matters raised in the Application 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 Application is in the best interests of the Debtors and their respective estates, creditors, and equity security holders; (d) proper and adequate notice of the Application 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 Application after having given due deliberation upon the Application and all of the proceedings before the Court in

¹ Capitalized terms not defined herein shall have the meaning given to them in the Application.

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].

connection therewith. Based upon the Declaration and the representations of counsel at the hearing on the Application, the Court further finds that V&E holds or represents no interests adverse to the Debtors or their estates, that it is disinterested, and that its employment is in the best interests of the Debtors' estates. Therefore, it is hereby

ORDERED that, pursuant to Bankruptcy Code § 327, the Debtors are authorized to employ and retain V&E as their counsel effective as of the Petition Date on the terms set forth in this Order and in the Application. It is further

ORDERED that V&E shall comply and be compensated in accordance with the procedures set forth in Bankruptcy Code §§ 330 and 331, any applicable Bankruptcy Rules, the Bankruptcy Local Rules, the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases*, the procedures set forth on the Court's website, and any procedures as fixed by further order of this Court. It is further

ORDERED that V&E is authorized to apply the Retainer to the Unpaid Fees as set forth in the Application and the Declaration. It is further

ORDERED that this Court shall retain jurisdiction to hear and consider all disputes arising out of the interpretation or implementation of this Order.

Dated: December 7, 2015.


UNITED STATES BANKRUPTCY JUDGE

EXHIBIT E**BUDGET FOR VINSON & ELKINS LLP AS DEBTORS' COUNSEL FOR
THE PERIOD OF OCTOBER 26, 2015 THROUGH MARCH 31, 2016**

CODE	DESCRIPTION	ESTIMATED HOURS	ESTIMATED FEES
100	Asset Analysis and Recovery	5	\$5,000.00
101	Asset Disposition	775	\$500,000.00
102	Assumption and Rejection of Leases and Contracts	10	\$3,000.00
103	Avoidance Action Analysis	0	\$0.00
104	Budgeting (Case)	15	\$7,000.00
105	Business Operations	100	\$60,000.00
106	Case Administration	600	\$375,000.00
107	Claims Administration and Objections	175	\$100,000.00
108	Corporate Governance and Board Matters	45	\$30,000.00
109	Employee Benefits and Pensions	5	\$3,000.00
110	Employment and Fee Applications	275	\$150,000.00
111	Employment and Fee Application Objections	0	\$0.00
112	Financing and Cash Collateral	35	\$25,000.00
113	General Litigation	75	\$50,000.00
114	Meetings and Communications with Creditors	150	\$70,000.00
115	Non-Working Travel	85	\$60,000.00
116	Plan and Disclosure Statement	700	\$500,000.00
117	Real Estate	0	\$0.00

CODE	DESCRIPTION	ESTIMATED HOURS	ESTIMATED FEES
118	Relief from Stay and Adequate Protection	5	\$3,000.00
119	Reporting	80	\$40,000.00
120	Tax	25	\$17,500.00
121	Valuation	0	\$0.00
TOTAL		3,160	\$1,998,500.00

EXHIBIT F**STAFFING PLAN FOR VINSON & ELKINS LLP AS DEBTORS' COUNSEL FOR
THE PERIOD OF OCTOBER 26, 2015 THROUGH MARCH 31, 2016**

CATEGORY OF TIMEKEEPER	ESTIMATED NUMBER OF TIMEKEEPERS EXPECTED TO WORK ON MATTER	ESTIMATED AVERAGE HOURLY RATE
Partner	Eighteen (18)	\$950.00
Counsel	Three (3)	\$850.00
Senior Associate	Six (6)	\$750.00
Associate	Six (6)	\$575.00
Junior Associate	Nine (9)	\$400
Other	Four (4)	\$450.00
Paralegal	Two (2)	\$275.00