

**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
GORDON, ARATA, MCCOLLAM, DUPLANTIS & EAGAN, LLC
AS DEBTORS' SPECIAL LOUISIANA COUNSEL
FOR ALLOWANCE OF FEES AND EXPENSES FOR THE PERIOD
OF DECEMBER 16, 2015 THROUGH MARCH 1, 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: Gordon, Arata, McCollam, Duplantis & Eagan, LLC (“Gordon Arata”)

Capacity: Special Louisiana Counsel for Debtors (Retained as Ordinary Course Professional)

Time Period: December 16, 2015 through March 1, 2016

Petition Date: October 26, 2015

Date of Entry of Retention Order: December 14, 2015

Status of Case: Plan Confirmed

SUMMARY OF FINAL FEES AND EXPENSES REQUESTED

Requested fees	\$60,165.00
Requested expenses	\$287.79
Total requested fees and expenses	\$60,452.79

EXPENSE OVERVIEW

computer research	\$82.79
Secretary of State fees	\$205.00
Total expenses requested	\$287.79

HOURLY RATES

	all timekeepers	attorneys	paralegal/support
Highest billed rate	\$425/hour	\$425/hour	\$100/hour
Total hours billed	169.50 hours	146.50 hours	23.00 hours
Blended hourly rate	\$354.96/hour	\$394.98/hour	\$100.00/hour

STATEMENT FROM THE APPLICANT

Did Gordon Arata 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 Gordon Arata discuss the reasons for the variation with the Debtors?	Not applicable.
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?	No.
If the Application includes any rate increases since Gordon Arata's retention, did the Debtors review and approve those rate increases in advance? Did the Debtors agree when retaining Gordon Arata to accept all future rate increases?	Not applicable.

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?	Eight.
If applicable, how many professionals in this Application are not included in the client-approved staffing plan?	Not applicable.
If applicable, what is the difference between the fees budgeted and compensation sought for the Application Period?	Not applicable.
How many professionals billed fewer than 15 hours during the Application Period?	Six.

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FINAL APPLICATION OF GORDON, ARATA, MCCOLLAM, DUPLANTIS & EAGAN, LLC FOR ALLOWANCE OF FEES AND EXPENSES AS DEBTORS' LOUISIANA COUNSEL FOR THE PERIOD OF OCTOBER 26, 2015 THROUGH MARCH 1, 2016

Gordon, Arata, McCollam, Duplantis & Eagan, LLC (“Gordon Arata”), special Louisiana counsel for the above-captioned debtors (the “Debtors”),¹ hereby files its *Final Application of Gordon, Arata, McCollam, Duplantis & Eagan, LLC as Debtors’ Louisiana Counsel for Allowance of Fees and Expenses for the Period of December 16, 2015 Through March 1, 2016* (the “Application”) and in support 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 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”).

¹ The Debtors are RAAM Global Energy Company (2973), Century Exploration New Orleans, LLC (4948), Century Exploration Houston, LLC (9624), and Century Exploration Resources, LLC (7252).

4. On November 9, 2015, an official joint committee of unsecured creditors was appointed in the Cases.

5. On December 14, 2015, the Court entered the *Order Authorizing the Retention and Compensation of Professionals Utilized in the Ordinary Course of Business Nunc Pro Tunc* [Docket No. 245] (the “Retention Order”) approving the employment of Gordon Arata as Debtors’ ordinary course professional (Louisiana counsel), effective as of December 16, 2015.

CONFIRMATION ORDER AND EFFECTIVE DATE

6. 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] confirming the *Second Amended Joint Plan of Liquidating 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].

REQUEST FOR ALLOWANCE OF FEES AND EXPENSES

7. By this Application, Gordon Arata seeks allowance and payment of its fees for professional services rendered and reimbursement of expenses incurred during the period of December 16, 2015 through March 1, 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”), and the Retention Order. Specifically, Gordon Arata seeks entry of an order: (a) approving the final allowance and payment of \$60,165.00 in fees and \$287.79 in expenses incurred in the Application Period for a grand total of \$60,452.79; (b) authorizing Gordon Arata

to apply its retainer (\$10,000) to its unpaid fees (\$60,165.00) and expenses (\$287.79); and (c) authorizing and directing the Liquidating Trustee (as defined in the Plan) to pay immediately Gordon Arata's remaining unpaid fees and expenses (after application of Gordon Arata's retainer) requested in this Application.

**SUMMARY OF SERVICES RENDERED BY GORDON ARATA
DURING THE APPLICATION PERIOD**

A. Case Overview

8. Gordon Arata succeeded in advising the Debtors with a complicated asset sale and, among other things, helped facilitate the closing of the Stalking Horse Purchase Agreement (as defined below) on February 1, 2016, achieving the objective of meeting the very tight timeframe imposed by the various constituencies for the Debtors' sale process. Given Gordon Arata'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. Gordon Arata's Accomplishments During the Application Period.

9. Gordon Arata addressed a significant number of matters and issues as Debtors' counsel during the Application Period. Specifically, Gordon Arata spent considerable time reviewing and implementing the transactions contemplated by that certain *Asset Purchase and Sale Agreement* [Docket No. 90-1] (the "Stalking Horse Purchase Agreement") between the Debtors and Highbridge and certain of its affiliates (collectively, "Highbridge"), pursuant to which Highbridge agreed to credit bid for substantially all of the Debtors' assets. Gordon Arata's sale-related efforts involved, among other things, (a) almost daily contact with Debtor; (b) reviewing documentation and communicating with the Debtors and Highbridge regarding the Debtors' assets; and (c) preparing closing documents and revising various schedules to the

Stalking Horse Purchase Agreement, including without limitation a schedule of hundreds of executory contracts and unexpired leases to be assumed and assigned to the purchaser.

C. Hourly Fee/Expense Summary

10. As set forth in Gordon Arata's invoice, attached hereto as **Exhibit B**, the legal services rendered by Gordon Arata to the Debtors during the Application Period included the review of assets being conveyed and retained, preparation of and revisions to schedules and exhibits to the Stalking Horse Purchase Agreement, review and revisions to closing documents, legal research and advice concerning the Debtors' plugging and abandonment obligations, and research and discussion with various state agencies regarding conveyance and approval of conveyance of assets.

11. Gordon Arata has neither shared nor agreed to share with any other person its compensation for services rendered in or in connection with the Cases.

BASIS FOR REQUESTED RELIEF

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

13. 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.

14. In *In re First Colonial Corp. of America*, 544 F.2d 1291 (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).

15. 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, & Manges, 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.”).

16. As set forth in detail in this Application and the attached invoice, the professional services Gordon Arata provided to the Debtors during the Application Period were reasonable and necessary, required a high degree of expertise and skill across a broad range of legal practice areas, and 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, Gordon Arata 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.

DETAILED APPLICATION OF THE JOHNSON FACTORS

A. The Time and Labor Required

17. As stated above, Gordon Arata expended approximately 163.75 hours in the representation of the Debtors during the Application Period. The blended billable rate for the fees requested is approximately \$354.96 per hour; a breakdown of this blended rate is set forth in **Exhibit A**. All of the time spent by Gordon Arata was necessary and appropriate for the representation of the Debtors in the Cases and has benefitted the Debtors' estates.

18. Gordon Arata's representation of the Debtors required Gordon Arata 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. Gordon Arata 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

19. Many of the issues presented in the Cases, including without limitation those concerning the Debtors' plugging and abandonment obligations, were novel and complex. Gordon Arata accomplished the various tasks expeditiously and effectively.

C. Skill Requisite to Perform Services Properly

20. The experience and expertise of Gordon Arata's attorneys and paraprofessionals have facilitated and expedited the results achieved in the Cases. Dealing with the complicated

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

21. During the Application Period, Gordon Arata worked to (a) employ special expertise in a given field of law (*i.e.*, oil and gas) 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.

22. Gordon Arata 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, Gordon Arata'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. Preclusion of Other Employment due to the Acceptance of the Case

23. Due to the size of Gordon Arata's oil and gas group and the firm as a whole, Gordon Arata's representation of the Debtors limited the attorneys' time and ability to seek further clients and business during the Application Period.

E. Customary Fee

24. The hourly rates of Gordon Arata's attorneys performing the legal services on behalf of the Debtors during the Application Period ranged from \$225 per hour to \$425 per hour. The hourly rates for all Gordon Arata timekeepers are disclosed in both Exhibit A and Exhibit B.

25. Gordon Arata submits that the professional fees sought herein are not unusual given (among other things) the magnitude and complexity of the Debtors' asset sale to Highbridge and the time expended in attending to the representation of the Debtors, and are commensurate with fees Gordon Arata 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.

F. Whether the Fee is Fixed or Contingent

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

G. Time Limitations

27. Gordon Arata 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.

H. Amounts Involved and Results Obtained

28. Gordon Arata has assisted the Debtors in the administration of their duties in various aspects of the Cases. Gordon Arata 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.

I. Experience, Reputation, and Ability of Counsel

29. Each of Gordon Arata's attorneys who performed services for the Debtors during the Application Period possesses a reputation for skill, quality, integrity, and ability. Gordon Arata'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 and transactions in the country.

J. Undesirability of the Cases

30. Gordon Arata committed significant resources to the Debtors without certainty as to compensation or reimbursement. But the Cases are not undesirable.

K. Awards in Similar Cases

31. The fees and expenses for which Gordon Arata seeks compensation and reimbursement are not excessive and are substantially similar to (or less than) those awarded in similar cases in this district for similar services rendered and results obtained. The fees and expenses requested by Gordon Arata are more fully described in Exhibit A and Exhibit B. After taking into consideration the time and labor spent and the nature and extent of the representation, Gordon Arata submits the allowance sought herein is reasonable.

CONCLUSION

32. The services rendered by Gordon Arata during the Application Period were instrumental in, among other things, facilitating the sale to Highbridge of substantially all of the Debtors' assets. Gordon Arata submits that its services materially assisted the Debtors to obtain these substantial, positive results.

PRAYER

Gordon Arata respectfully requests that the Court (a) approve the fees and expenses set forth herein in total and grant Gordon Arata final compensation for its work during the Application Period in the amount of \$60,452.79 and reimbursement of Gordon Arata's expenses in the amount of \$287.79; (b) authorize Gordon Arata to apply its retainer (\$10,000.00) to its unpaid fees (\$60,165.00) and expenses (\$287.79); and (c) authorize and direct the Liquidating Trustee (as defined in the Plan) to pay immediately Gordon Arata's remaining unpaid fees and expenses (after application of Gordon Arata's retainer); and (d) grant such other and further relief, both at law and in equity, as this Court deems just and proper.

Dated: March 1, 2016

Respectfully submitted,

GORDON, ARATA, McCOLLAM,
DUPLANTIS & EAGAN, LLC

By: /s/ Cynthia A. Nicholson

Cynthia A. Nicholson (La. Bar No. 9995; not admitted to
practice in the United States Bankruptcy Court for the
Southern District of Texas)

cnicholson@gordonarata.com
201 St. Charles Avenue, 40th Floor
New Orleans, LA 70170-4000
Phone: (504) 582-1111

Special Louisiana Counsel for the Debtors

Vinson & Elkins LLP, as Debtors' counsel, is filing this Application as a courtesy for Gordon, Arata, McCollam, Duplantis & Eagan, LLC. Vinson & Elkins LLP has not investigated the factual allegations contained in this Application and is relying on Gordon, Arata, McCollam, Duplantis & Eagan, LLC with respect to all such factual allegations.

VINSON & ELKINS

By: Reese A. O'Connor

Counsel for the Debtors

EXHIBIT A
BILLING SUMMARY BY PROFESSIONAL FOR SERVICES RENDERED
BY GORDON, ARATA, MCCOLLAM, DUPLANTIS & EAGAN, LLC DURING THE
PERIOD OF DECEMBER 16, 2015 THROUGH MARCH 1, 2016

Name	Year Admitted in LA	Hourly Rate (2015)	Hourly Rate (2016)	Hours Total (2015)	Hours Total (2016)	Compensation Total
MEMBERS:						
Cynthia Nicholson	1980	\$425	\$425	1.75	108.75	\$46,962.50
Peck Hayne	1989	\$425	\$425	0.00	5.50	\$2,337.50
Scott O'Connor	1989	\$400	\$400	2.75	2.75	\$2,200.00
Kelly Perrier	2009	---	\$250	---	1.00	\$250.00
TOTAL MEMBERS				4.50	118.00	\$51,750.00

Name	Year Admitted in LA	Hourly Rate (2015)	Hourly Rate (2016)	Hours Total (2015)	Hours Total (2016)	Compensation Total
ASSOCIATES:						
Peggy Welsh	2014	\$265	\$265	0.00	13.50	\$3,577.50
Alex Rothenberg	2012	\$225	\$225	0.00	3.50	\$787.50
Kelly Perrier	2009	\$250	---	7.00	---	\$1,750.00
TOTAL ASSOCIATES				7.00	17.00	\$6,115.00

Name	Title	Hourly Rate (2015)	Hourly Rate (2016)	Hours Total (2015)	Hours Total (2016)	Compensation Total
PARAPROFESSIONALS:						
Merry Bernard	Paralegal	\$100	\$100	0.00	23.00	\$2,300.00
TOTAL PARAPROFESSIONALS				0.00	23.00	\$2,300.00

PROFESSIONALS TOTALS	TOTAL HOURS BILLED	TOTAL COMPENSATION	BLENDED RATE
Members	122.50	\$51,750.00	\$422.45
Associates	24.00	\$6,115.00	\$254.79
Paraprofessionals	23.00	\$2,300.00	\$100.00
TOTALS	169.50	\$60,165.00	\$354.96

[End of Exhibit A]



201 St. Charles Avenue, 40th Floor
 New Orleans, Louisiana 70170-4000
 (504) 582-1111 • Fax (504) 582-1121
 www.gordonarata.com

Bankruptcy Estate of Century Exploration New
 Orleans, Inc.
 Attn: Bradley Foxman
 Vinson & Elkins LLP
 2001 Ross Ave., Suite 3700
 Dallas, TX 75201-2975

March 1, 2016

Invoice No. 288116

Professional Services Rendered In Connection With:

Client Ref: 1322-34188 Bankruptcy

<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Description</u>
12/16/15	C. Nicholson	0.25	Telephone conference with B. Foxman regarding Century's plugging and abandonment obligation.
12/17/15	C. Nicholson	0.75	Telephone conference with B. Foxman; office conference with S. O'Connor.
12/17/15	S. O'Connor	0.50	Consult with Ms. Cynthia Nicholson on P&A issues.
12/17/15	K. Perrier	5.00	Research legal questions regarding P&A responsibilities of co-owners and predecessors; draft summary of findings.
12/18/15	K. Perrier	2.00	Revise summary of research addressing P&A liability; incorporate S. O'Connor's edits.
12/18/15	S. O'Connor	2.25	Review and supplement memorandum prepared by Ms. Kelly Perrier to address P&A issues posed by Century's bankruptcy counsel; associated review of legal authorities; conference with Ms. Perrier regarding revisions and supplements; telephone conference with Ms. Cynthia Nicholson.
12/18/15	C. Nicholson	0.75	Office conference and telephone conference with K. Perrier and S. O'Connor; correspondence B. Foxman.

Bankruptcy Estate of Century Exploration New Orleans, Inc.

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Description</u>
01/05/16	C. Nicholson	0.75	Telephone conference and correspondence with M. Willis and B. Foxman (several).
01/07/16	C. Nicholson	3.00	Telephone conference with M. Willis and G. Padis; study and review left behind wells; legal research regarding Louisiana obligations.
01/08/16	C. Nicholson	4.25	Telephone conference with P. Lee and correspondence D. Mills regarding unplugged wells and status of relevant leases; study and review operation qualification; telephone conference with F. Brame, B. Foxman, M. Willis, R. O'Connor (numerous calls and messages).
01/08/16	Legal Assistant	0.50	Obtained packet from the Louisiana Department of Natural Resources on how to become an operator for Ms. Nicholson.
01/11/16	C. Nicholson	4.50	Telephone conference and correspondence C. Nixon; telephone conference and correspondence G. Padis; telephone conference and correspondence (several) P. Lee; study and review wells and outstanding obligation; study and review upstream qualification document; office conference M. Bernard; study and review State Leases for unplugged wells; study and review operator qualification and bonding.
01/11/16	M. Welsh	1.50	Review existing state leases for plugging and abandonment provisions; review state requirements relating to new operators and change of operators; discuss all of the same with C. Nicholson and K. Perrier.
01/12/16	M. Welsh	2.00	Research and review existing and previous state regulations relating to plugging and abandonment

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Description</u>
			obligations; discussions and correspondence relating to the same same with C. Nicholson and M. Bernard.
01/12/16	C. Nicholson	4.50	Correspondence C. Nixon, D. O'Donnell; study and review PSA; correspondence M. Willis, D. Mills, P. Lee, G. Padis; study and review left behind well and study and review information on such state lease and well reports; office conference P. Welsh regarding state regulations and P&A obligation.
01/13/16	C. Nicholson	2.25	Correspondence to and from M. Willis, C. Nixon G. Padis, D. Mills, P. Lee; office conference M. Bernard.
01/14/16	C. Nicholson	5.00	Study and review left behind assets; office conference S. O'Connor regarding P&A liability; telephone conference and correspondence P. Lee and D. Mills regarding factual history and status of wells; study and review PSA; study and review MDD-10-RA; correspondence regarding BIA bond and DNR bond; telephone conference C. Nixon; telephone conference S. O'Connor and G. Padis regarding P&A obligation.
01/14/16	A. Rothenberg	2.00	Conduct research and draft memorandum regarding plug and abandon issues.
01/14/16	S. O'Connor	2.75	Conference with Ms. Cynthia Nicholson to discuss issues relating to P&A obligations under State and private party leases; preliminary legal research regarding accrual and time for performance of obligations; conference with Mr. Alex Rothenberg to discuss request for additional research; review preliminary findings; conference with Ms. Nicholson to review leases and

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Description</u>
			telephone conference with Mr. George Padis, Vinson & Elkins, to discuss context of issues as they relate to contemplated arguments in Century's bankruptcy proceedings.
01/14/16	Legal Assistant	0.50	Telephone calls to the Louisiana Secretary of State regarding Application for Authority to Transact Business.
01/14/16	Legal Assistant	0.50	Contacted Corporate Services to confirm acceptance of designation of agent for service of process in Louisiana on the Application to Transact Business for Upstream Exploration, LLC.
01/14/16	Legal Assistant	0.50	Reviewed the Delaware Secretary of State records for Upstream Exploration, LLC.
01/14/16	Legal Assistant	0.50	Faxed Application to Transact Business for Upstream Exploration, LLC to the Louisiana Secretary of State.
01/15/16	Legal Assistant	0.50	Revised Application for Upstream Exploration, LLC per request from the Louisiana Secretary of State.
01/15/16	A. Rothenberg	1.50	Continue research on plug and abandon issues and update memorandum.
01/15/16	C. Nicholson	11.75	Study and review PSA and exhibits; office conference (several) P. Lee and D. Mills regarding bonds and permits; telephone conference Vinson & Elkins, R. O'Connor, etc. regarding revisions to PSA exhibits; study and review Upstream qualification; office conference with M. Bernard regarding BIA request.
01/18/16	C. Nicholson	2.00	Study and review correspondence regarding

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Description</u>
			bonding and qualifications.
01/19/16	C. Nicholson	3.50	Office conference S. O'Connor; telephone conference D. Mills regarding COFR issue; office conference regarding ORI and other issues; telephone conference D. Mills and P. Lee.
01/19/16	K. Perrier	0.50	Research site clearance requirements.
01/20/16	K. Perrier	0.50	Research site clearance requirements and correspond with S. O'Connor regarding same.
01/20/16	C. Nicholson	2.00	Telephone conference and correspondence D. Mills, P. Lee and P. Welsh regarding COFR certificate and Designated Applicant qualification issue.
01/20/16	M. Welsh	2.00	Research and summarize lease assignment process with Bureau of Indian Affairs (1.0); review forms related to the assignment (0.3); review formation documents of assignee (0.3); request operating agreement of assignee (0.1); internal and external communication relating to all of the same (0.3).
01/20/16	Legal Assistant	1.00	Researched the process of becoming an operator with the Osage County and the Bureau of Indian Affairs.
01/21/16	Legal Assistant	0.50	Drafted emails to the Bureau of Indian Affairs and the Louisiana Conservation Office regarding bonds posted by Upstream.
01/21/16	C. Nicholson	2.50	Telephone conference L. Smith regarding occupational license and other financial issues; telephone conference and correspondence P. Welsh - bonds (several) and qualification; correspondence M. Denny regarding Upstream;

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Description</u>
			study and review developed lease exhibit and proposed revisions; correspondence D. Mills regarding OSFR.
01/21/16	M. Welsh	3.20	Review Form Bs prepared for the state lease assignments (1.0); review Form C requirements for the state lease assignments (0.5); discuss the same with M. Bernard (0.2); research and review bonding requirements for the State and the Bureau of Indian Affairs (1.0); internal and external communications and discussions regarding all of the same (0.5).
01/22/16	M. Welsh	0.50	Contact the Bureau of Indian Affairs regarding bond requirements (0.2); internal communications regarding the bond requirements of the State of Louisiana and the Bureau of Indian Affairs (0.3).
01/22/16	C. Nicholson	4.50	Telephone conference V&E regarding assignments - revisions to schedules and exhibits; correspondence to and from M. Denny; correspondence regarding required Form C and Security; study and review Osage - BIA forms and procedure.
01/22/16	Legal Assistant	1.00	Reviewed forms for bonds from the Conservation Office and the Bureau of Indian Affairs; drafted emails to Ms. Nicholson sending forms.
01/23/16	C. Nicholson	2.50	Study and review CFR and NTL-COFR, Office of Conservation regulation on allowed forms of security and area BIA bond regulations; telephone conference Century, V&E and KE discuss posting of COFR and other financial security.
01/25/16	C. Nicholson	6.00	Telephone conference and office conference D. Nappier

Bankruptcy Estate of Century Exploration New Orleans, Inc.

March 1, 2016

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Description</u>
			(several); telephone conference M. Willis, P. Lee and D. Mills, C. Nixon and C. Carper; telephone conference - bonding telephone conference; office conference P. Welsh regarding Upstream LLC submission; study and review information on Orion #3.
01/25/16	M. Welsh	1.50	Review Oklahoma Corporation Commission jurisdiction and registration requirements (0.7); discuss same with M. Bernard and C. Nicholson (0.3); review Form Cs for transfers of state leases (0.2); review and revise letter of credit application (0.2); discuss letter of credit application with C. Nicholson (0.1).
01/25/16	Legal Assistant	0.50	Office conference with Ms. Welsh; telephone call to the Oklahoma Corporation Commission regarding process to become and operator.
01/26/16	Legal Assistant	4.00	Office conference with Ms. Nicholson regarding bankruptcy court sale order to be attached to Louisiana State Mineral & Energy Board Forms; online research of bankruptcy docket; drafted Form C's.
01/26/16	P. Hayne Jr.	0.25	Study and review notice on bankruptcy hearing; two emails with C. Nicholson and M. Weinstock re same.
01/26/16	M. Welsh	0.50	Review State of Louisiana Form C requirements (0.2); internal and external email correspondence regarding the same (0.3).
01/26/16	C. Nicholson	10.50	Telephone conference with R. Derivaux; revise assignments; correspondence regarding Fieldwood 1017 issue; office conference M. Bernard and P. Welsh regarding Form C;

Bankruptcy Estate of Century Exploration New Orleans, Inc.

March 1, 2016

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Description</u>
			correspondence D. Nappier, C. Nixon and M. Willis regarding Form C's.; correspondence C. Nixon; study and review revised Form C for state; study and review finance security; telephone conference and office conference D. Nappier, R. Derivaux, P. Welsh, P. Lee and D. Mills.
01/27/16	M. Welsh	1.50	Research Certificate of Financial Responsibility regulations and forms (1.0); discuss same with P. Hayne and C. Nicholson (0.3); review correspondence relating to revised assignments and exhibits (0.2).
01/27/16	P. Hayne Jr.	2.00	Legal research on OPA and regulations on OSFR filings arising from Fieldwood's refusal to sign Form BOEM-1017 for proposed sale by Century; multiple office conferences with C. Nicholson and P. Welsh regarding same; five emails regarding same.
01/27/16	C. Nicholson	5.75	Study and review revised exhibit; correspondence C. Nixon; telephone conference regarding needed BOEM 1017 from Fieldwood; study and review OCFR requirements and penalties; telephone conference regarding assignment requests and approval procedure; several e-mails and telephone conferences C. Nixon, D. Nappier, P. Lee, D. Mills, M. Willis, R. Derivaux, B. Foxman regarding state lease assignment, Fieldwood 1017 issue, BIA consents.
01/27/16	Legal Assistant	0.50	Received and scanned copy of Upstream's Application from the Louisiana Secretary of State office.

Bankruptcy Estate of Century Exploration New Orleans, Inc.
 March 1, 2016
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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Description</u>
01/28/16	Legal Assistant	1.00	Obtained copies of State Lease Nos. 17860, 17675, 15683, etc. from the Louisiana Department of Conservation website ("SONRIS") for Ms. Nicholson.
01/28/16	C. Nicholson	12.50	Study and review revised exhibits and schedule; revise assignment(s); numerous e-mails and telephone conferences D. Mills, P. Lee, M. Willis, R. Derivaux, C. Nixon, D. Nappier and C. Carper; study and review lease and well reports; determine paper lease description; prepare revised exhibits for APA amendment and parish/county conveyance.
01/29/16	Legal Assistant	5.50	Telephone conference with Ms. Nicholson; obtained forms from the State Land Office; reviewed Exhibit D-2; drafted Assignment of Right-of-Way consent forms; office conference with Ms. Triche regarding obtaining instruments from the Plaquemines, Iberia and St. Charles Parish conveyance records.
01/29/16	C. Nicholson	8.50	Study and review revised exhibits, revised deeds; closing telephone conference; correspondence D. Nappier, R. Derivaux, C. Nixon, P. Lee; revised Exhibit D-2, circulate to parties; office conference M. Bernard - assignment State Surface Lease and Rights of Way.
01/29/16	P. Hayne Jr.	0.25	Two emails with C. Nicholson on right-of-way from Orleans Levee District in southern Plaquemines Parish.
01/30/16	C. Nicholson	0.75	Study and review closing documents for any needed change.
01/31/16	C. Nicholson	0.50	Study and review e-mails regarding closing; M. Rose,

Bankruptcy Estate of Century Exploration New Orleans, Inc.
 March 1, 2016
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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Description</u>
			R. Derivaux, C. Nixon.
02/01/16	C. Nicholson	8.00	Closing; study and review revised instruments and exhibits; study and review executed deeds; correspondence and telephone conference with C. Nixon, P. Lee, D. Mills, R. Derivaux, D. Nappier, M. Willis; office conference M. Bernard regarding ROW consent form; study, review and revise same.
02/01/16	M. Welsh	0.80	Review state lease assignments against PSA schedules (0.7); discuss same with C. Nicholson (0.1).
02/01/16	Legal Assistant	6.00	Reviewed Exhibit D-2 of Assignment; online research of Plaquemines Parish conveyance records for pipeline right-of-ways; office conference with Ms. Triche regarding obtaining copies of rights-of-way; reviewed Pipeline Database information; drafted Assignments of Rights-of-Way for Ms. Nicholson.
2/25/16	C. Nicholson	0.75	Correspondence with R. O'Connor on fee application; study, review and revise form for same.
2/26/16	C. Nicholson	1.00	Draft fee application and exhibit for same; examine invoice for same.
2/29/16	C. Nicholson	0.75	Correspondence with R. O'Connor on fee application; study and review his revisions to same; further revise same.
3/01/16	C. Nicholson	0.75	Finalize fee application; office conference with P. Hayne regarding same; correspondence with R. O'Connor regarding same.
3/01/16	P. Hayne	3.00	Revise and finalize fee application; prepare Exhibit A for same; office conference

Bankruptcy Estate of Century Exploration New Orleans, Inc.
 March 1, 2016
 Page 25

<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Description</u>
			with C. Nicholson regarding same.
		Total Hours	169.50
		Total Fees	\$60,165.00

Attorney Summary

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
P. Hayne Jr.	5.50	425.00	2,337.50
C. Nicholson	110.50	425.00	46,962.50
S. O'Connor	5.50	400.00	2,200.00
K. Perrier	7.00	250.00	1,750.00
K. Perrier	1.00	250.00	250.00
A. Rothenberg	3.50	225.00	787.50
M. Welsh	13.50	265.00	3,577.50
Legal Assistant	23.00	100.00	2,300.00

Disbursements

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/03/16	Automated Research - Westlaw usage 1/19/16.	82.79
02/12/16	Expenses for copy provided by Delaware Secretary of State on 1/14/2016.	20.00
02/12/16	Filing/Recording Fee for Louisiana Secretary of State on 1/14/2016.	185.00
	Total Disbursements	\$287.79

TOTAL DUE THIS INVOICE **\$60,452.79**

0020

Bankruptcy Estate of Century Exploration New Orleans, Inc.
March 1, 2016
Invoice 288116

Client Ref: 1322-34188 Bankruptcy

* * * R E M I T T A N C E C O P Y * * *

Invoice No. 288116

Total Fees	\$60,165.00
Total Costs	\$287.79
Total Current Fees and Costs Due	<u>\$60,452.79</u>

Please Send Payment And Remittance Copy To:

Gordon, Arata, McCollam, Duplantis & Eagan, LLC
Attorneys at Law
201 St. Charles Avenue, 40th Floor
New Orleans, LA 70170-4000

Tax ID No. 72-0894123

Wire Instructions

Bank: Capital One
P.O. Box 6154
New Orleans, LA 70161

Swift Code:
Routing #:
Account #:

Beneficiary: Gordon, Arata, McCollam, Duplantis & Eagan, LLC
201 St. Charles Avenue, 40th Floor
New Orleans, LA 70170-4000

Note: for amounts in excess of \$3,000.00 both sender and receiver addresses must be included in the instructions