

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

IN RE:	§	Chapter 11
	§	
RAAM GLOBAL ENERGY COMPANY, et al.	§	Case No. 15-35615
	§	
DEBTORS.	§	

**SUMMARY SHEET FOR FIRST AND FINAL APPLICATION OF
HURON CONSULTING SERVICES LLC FOR ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
AS FINANCIAL ADVISORS TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR THE PERIOD NOVEMBER 10, 2015 TO 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	Huron Consulting Services LLC	
Applicant's professional role in case (e.g., "Debtors' counsel")	Financial Advisors for Official Committee of Unsecured Creditors	
Indicate whether this is an interim or a final application	Final Application	
Effective date of order approving professional's	December 28, 2015	
	Beginning of Period	End of Period
Time period covered by application	11/10/15	3/31/16
Total fees applied for in this application	\$164,403.75 ¹	

¹ This amount includes an estimate of \$12,000 for fees and/or expenses for February and March 2016 services. Huron will adjust this amount at the hearing on the Application (the "Hearing") to accurately reflect the fees and expenses incurred in February and March 2016 and provide supporting detail.

Total Amount of Retainer Received	\$0
Reimbursable expenses sought in this application	\$2,333.22
Total professional hours covered by this application	265.05
Average hourly rate for professionals	\$575.00 ²
If a plan has been proposed, total to be paid to unsecured creditors under the	See Docket No. 376
If a plan has been proposed, percentage dividend to unsecured creditors under	See Docket No. 376
If a plan has been proposed, total to be paid to all pre-petition creditors under the	See Docket No. 376
Date of confirmation hearing	Confirmed on 1/19/16
Indicate whether plan has been confirmed	Yes

² Huron agreed to cap its blended rate to \$575 per hour. Actual average hourly rate for professionals during November, December and January was \$583.6 per hour.

**UNITED STATES BANKRUPTCY COURT
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IN RE:	§	Chapter 11
	§	
RAAM GLOBAL ENERGY COMPANY, et al.	§	Case No. 15-35615
	§	
DEBTORS.	§	

**FIRST AND FINAL FEE APPLICATION OF HURON CONSULTING SERVICES LLC
FOR ALLOWANCE OF FEES AND EXPENSES FOR THE PERIOD OF
NOVEMBER 10, 2015, THROUGH MARCH 31, 2016**

**TO THE HONORABLE MARVIN ISGUR,
UNITED STATES BANKRUPTCY JUDGE:**

Huron Consulting Services LLC (“Huron” or the “Applicant”), financial advisors to the Official Committee of Unsecured Creditors (the “Committee”) in the above-captioned chapter 11 cases, hereby files the First and Final Fee Application of Huron Consulting Services LLC for Allowance of Fees and Expenses for the Period of November 10, 2015 through and including March 31, 2016 (the “Application”). In support of this Application, Huron respectfully states and represents the following:

INTRODUCTION

1. The Application is Huron’s first and final fee application for allowance of compensation and reimbursement for expenses for professional services rendered by Huron as financial advisors for the Committee. The Application seeks entry of an order granting Huron’s (i) approval of compensation for professional services rendered to the Committee for the period November 10, 2015 through and including March 31, 2016 (the “Application Period”) in the

amount of \$164,403.75³ and (ii) approval of reimbursement of actual and necessary out-of-pocket expenses incurred during the Application Period in the amount of \$2,333.22 (the “Aggregate Request”), in substantially the form attached hereto as **Exhibit A**. In accordance with an agreement made with the Committee, Huron capped its blended hourly rate to \$575 per hour, thereby applying a reduction of \$2,272 for compensation in this Application.

JURISDICTION AND VENUE

2. This Court has jurisdiction to consider this Application pursuant to 28 U.S.C. §§ 1334 and 157. Consideration of this Application is a core proceeding pursuant to 28 U.S.C. §157(B)(2) and venue is proper in this Court under 28 U.S.C. §§ 1408 and 1409. The relief requested may be granted in accordance with the provisions of 11 U.S.C. §§ 330 and 331 and Local Bankruptcy Rule 2016 and the Court’s General Order in the Matter of Procedures for Complex Chapter 11 Cases.

BACKGROUND

3. On October 26, 2015 (the “Petition Date”), RAAM Global Energy Company, Century Exploration New Orleans, LLC, Century Exploration Houston, LLC, and Century Exploration Resources, LLC (collectively, the “Debtors”) filed a voluntary petition for bankruptcy.

4. On November 9, 2015, the United States Trustee for the Southern District of Texas (the “U.S. Trustee”) appointed a committee of unsecured creditors comprising (a) Montco Oilfield Contractors, LLC, (b) Island Operating Company, Inc.; and (c) Quality Energy Services, Inc., pursuant to section 1102 of the Bankruptcy Code [Dkt. No. 96].

³ This amount includes an estimate of \$12,000 for fees and/or expenses for February and March 2016 services. Huron will adjust this amount at the hearing on the Application to accurately reflect the fees and expenses incurred in February and March 2016 and provide supporting detail.

5. On December 7, 2015, this Court entered the *Order Granting Motion to Establish Procedures for Monthly and Interim Compensation and Reimbursement of Expenses for Case Professionals* (“Interim Compensation Order”), approving the Debtors’ proposed interim compensation procedures which allowed, among other things, the Debtors to pay up to eighty percent (80%) of the amount of fees incurred by a professional in any particular month, with a twenty percent (20%) “holdback,” and one hundred percent (100%) of actual and necessary out-of-pocket expenses. In order to receive such interim payments, professionals were required to serve on certain interested parties a monthly fee statement in compliance with the Interim Compensation Order.

6. For the months of November and December 2015, the Debtors paid approximately 80% of the net fees and 100% of the expenses requested in Monthly Fee Statements as set forth in the table below.

7. Huron has not sought payment for the January 2016 Monthly Fee Statement with supporting detail for this period included in this Application. Similarly, due to the date of this Application, Huron has not generated Monthly Fee Statements for February and March 2016 and accordingly has not received the related payments. Huron has included a \$12,000 fee and/or expense estimate for February and March services. Huron will adjust this amount at the Hearing to accurately reflect the fees and expenses incurred in February and March, and provide supporting detail for the related.

Period	Fees	Expenses	Amount Received	Balance Remaining	Hours Billed
11/10/15-11/30/15	\$ 82,282.75	\$ 852.58	\$ 66,678.78	\$ 16,456.55	149.25
12/1/15-12/31/15	50,960.00	-	37,030.00	13,930.00	80.50
1/1/16-1/31/16	22,833.00	1,480.64	-	24,313.64	35.30
Unadjusted Fees & Expenses:	\$ 156,075.75	\$ 2,333.22	\$ 103,708.78	\$ 54,700.19	265.05
<u>Adjustments:</u>					
[1] Less: 50% of Travel	(1,400.00)	-	-	(1,400.00)	
	\$ 154,675.75	\$ 2,333.22	\$ 103,708.78	\$ 53,300.19	
[2] Less: Limit \$575 Blended Rate	(2,272.00)	-	-	(2,272.00)	
Adjusted Fees & Expenses Total:	\$ 152,403.75	\$ 2,333.22	\$ 103,708.78	\$ 51,028.19	
<u>Estimate:</u>					
2/1/16-3/31/16	12,000	-	-	12,000.00	
Total Balance Requested:	\$164,403.75	\$2,333.22	\$103,708.78	\$ 63,028.19	

8. On November 30, 2015, the Committee applied to the Court for an order authorizing the employment and retention of Huron as its financial advisor [Dkt. No. 164] (the “Retention Application”), *nunc pro tunc* to November 10.

9. On December 28, 2015, this Court entered the *Order Approving Application of the Official Committee of Unsecured Creditors for Authority to Retain Huron Consulting Services LLC as Financial Advisor Nunc Pro Tunc to November 10, 2015* [Dkt. No. 283] (the “Retention Order”).

10. On January 19, 2016, the Court entered the *Order Confirming Second Amended Joint Plan of Liquidation Pursuant to Chapter 11 of the Bankruptcy Code* [Dkt. No. 376] confirming the Second Amended Joint Plan of Liquidation for the Debtors (the “Plan”). The effective date of the Plan occurred on February 1, 2016 (the “Effective Date”), and on February 2, 2016 the Liquidating Trustee filed and served a *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* [Dkt. No. 410].

**FEES AND EXPENSES INCURRED DURING THE PERIOD NOVEMBER 10, 2015
THROUGH MARCH 31, 2016**

11. Beginning approximately November 10, 2015 and continuing until the Effective Date, Huron provided financial and operational advice to the Committee in connection with these chapter 11 cases.

12. Huron expended 265.05 hours in representing the Committee during the Application Period resulting in fees of \$154,676 after reducing time spent on travel by 50%. In accordance with an agreement made with the Committee, Huron has capped its blended rate at \$575 per hour and therefore applied a reduction of \$2,272.

13. Huron has not sought payment for the January 2016 Monthly Fee Statement with supporting detail for this period included in this Application. Similarly, due to the date of this Application, Huron has not generated Monthly Fee Statements for February and March 2016 and accordingly has not received the related payments. Huron has included a \$12,000 fee and/or expense estimate for February and March services. Huron will adjust this amount at the Hearing to accurately reflect the fees and expenses incurred in February and March, and provide supporting detail for the related.

14. Attached hereto as **Exhibit B** is a summary chart showing the names, titles, hourly rates, and a summary of hours charged for the professionals whose services are being billed in connection with this case.

15. Attached hereto as **Exhibit C** is a summary chart showing the aggregate amount of time and fees expended during the Application Period in connection with each project category.

16. Attached hereto as **Exhibit D** is a summary of the actual and necessary expenses incurred by Huron during the Application Period in connection with the rendition of the services

described herein. All such expenses are reflected in the books and records of Huron, contemporaneously maintained in the ordinary course of business.

17. Annexed hereto as **Exhibit E** are Huron's Monthly Fee Statements for November 2015, December 2015 and January 2016. This Exhibit consist of daily itemizations of the services rendered by each Huron professional during the Application Period, broken out by specific project category, and reflecting the name of the professional rendering the service, the service provided, the professional's billing rate and the amount of time expended on the service. In addition, these Exhibits set forth expense detail. The Monthly Fee Statements in this Exhibit were compiled from the contemporaneous time records maintained by Huron in the ordinary course of its business.

SUMMARY OF SERVICES RENDERED

18. Since November 10, 2015 Huron respectfully submits that the professional services that it rendered on behalf of the Committee were necessary and have directly contributed to the effective administration of this case.

19. Huron maintains written records of the time expended by professionals in the rendition of their professional services. Such time records were made contemporaneously with the rendition of services, by the person rendering such services and in the ordinary course of Huron's practice, and are presented in a form that is in compliance with the Local Rules for the U.S. Bankruptcy Court for the Southern District of Texas.

20. Set forth below is an explanation of the services rendered by Huron on a category-by-category basis. The following summary of services rendered during the Application Period is not intended to be a detailed description of the work performed, as those day-to-day services and the time expended in performing such services are fully set forth in **Exhibit E**. Rather, it

highlights areas in which services were rendered, as well as to identify some of the specific issues that Huron was required to address.

<u>CATEGORY</u>	<u>HOURS</u>	<u>AMOUNT⁴</u>
<u>Meeting/Teleconference w/ Debtor Mgmt, Board, or Counsel</u>	13.6	\$8,955.50

Meetings and discussions with the Debtors' Chief Restructuring Officer and professionals to address various issues in the case, including topics related to cash management, claims analysis, ongoing plugging and abandonment liabilities, Restructuring Support Agreement, the Plan and case status.

<u>Meeting/Teleconference w/Statutory Committees, Counsel or Advisors</u>	4.8	\$3,322.50
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Participation in meetings with the Committee to address various topics related to this case.

<u>Court Hearings/Preparation</u>	15.2	\$10,475.00
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This category includes all matters related to preparation for and attendance at hearings related to this case. Specifically, Huron professionals prepared for and attended depositions and prepared for testimony in support of the Committee in Huron's role as Financial Advisor.

<u>Retention and Fee Applications</u>	34.2	\$17,012.50
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The services performed in this category include preparation of Huron's retention application, monthly fee statements, and supporting documentation, which includes preparation of the combined time entry forms for all professionals, summary charts, and other supporting documentation.

<u>Disclosure Statement/Plan of Reorganization</u>	70.6	\$46,824.50
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The services performed in this category related to studying and providing comments on drafts of the Plan and Disclosure Statement. As part of this process, Huron analyzed alternative

⁴ The total amount of fees allocated to each billing category below do not include estimated fees of \$12,000 for February and March 2016

restructuring options, reviewed the wind-down plan, examined claims estimates, and contributed to developing a settlement agreement on behalf of the Committee.

<u>Business Plan & Analysis of Operations</u>	18.8	\$9,167.50
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This category consists of time spent addressing matters pertaining to the Debtors' business operations, such plugging and abandonment obligations, protections under director and officer insurance, and understanding the asset quality and related value.

<u>Cash Flow Analysis and Reporting</u>	5.1	\$2,405.00
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The services performed in this category relate to reviewing the cash flow budget, including understanding the underlying assumptions and discussions regarding the related.

<u>DIP Financing, Exit Financing, Cash Collateral</u>	10.2	\$6,862.50
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This category consists of time spent on addressing cash collateral matters including reviewing the Debtors' use of cash collateral, reviewing related and objecting to related motions.

<u>Unsecured Claim Analysis</u>	46.4	\$25,598.50
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The services performed in this category related to reviewing claims filed with the Court. Huron analyzed the claims and their impact on the unsecured creditors' recoveries. Huron also analyzed several claims and contracts for possible objections, reviewed claims reconciliations, and analyzed issues related to royalty and working capital interest. In addition, Huron attended to correspondences with professionals and counsel for the Debtors regarding claims reconciliation issues.

<u>General/Case Administration</u>	2.2	\$875.00
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The services performed in this category relate to ongoing case docket review, coordinating deliverables and acquiring status updates.

<u>Asset Sale & Disposition Support</u>	36.0	\$18,977.25
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This category consists of time spent on matters involving the sales and disposition of estate assets. This included reviewing and analyzing the Stalking Horse Purchase Agreement,

providing guidance on the Bid Procedures, addressing issues on the asset purchase agreement and calls and discussions related to matters concerning the sale of the Debtors' assets.

<u>Case Reporting: UST Rpts, Statements, & Schedules</u>	4.0	\$2,800.00
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This category consists of time spent reviewing and analyzing the Debtors' schedules and statements.

<u>Travel</u>	4.0	\$2,800.00
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This category includes case related travel to attend meetings and meet with case professionals.

Note that Huron billed time in this category at 50%.

Total Hours and Fees⁵	265.1	\$156,075.75
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21. In accordance with an agreement made with the Committee, Huron has capped its blended rate at \$575 per hour and therefore applied a reduction of \$2,272.

22. Huron incurred actual and necessary out-of-pocket expenses of \$2,333.22 during the Application Period. The individual expense detail supporting the actual and necessary reimbursements sought is reflected in **Exhibit D-1**.

FACTORS TO BE CONSIDERED IN AWARDING PROFESSIONAL FEES

23. "A compensation award based on a reasonable hourly rate multiplied by the number of hours actually and reasonably expended is presumptively a reasonable fee." *In re Manoa Finance Company, Inc.*, 853 F.2d 687, 691 (9th Cir. 1988). Establishing a reasonable hourly rate requires consideration of market rates in the relevant community which are, in turn, at least partly a function of the type of services rendered and the lawyer or professional's experience, skill and reputation. Huron has managed hundreds of engagements, returned firms to profitability in a wide range of industries, and is well known for its abilities in the field of

⁵ The total amount of fees allocated to each billing category below do not include adjustments for the 50% of travel time reduction, the \$575 fee cap, or estimated fees of \$12,000 for February and March 2016

bankruptcy, insolvency, and turnaround management. Huron's restructuring professionals are highly credentialed and include Certified Public Accountants, Certified Turnaround Professionals and Certified Insolvency and Restructuring Advisors, among others. Huron is actively involved in advising debtors, secured lenders, unsecured creditors, creditors' committees, and equity investors in complex many cases and its professionals routinely fill roles in interim management during restructuring transactions and trustee positions pursuant to plans of reorganization.

24. Huron believes the fees and expenses requested meet such standard. Pursuant to Bankruptcy Code section 330, the Court may award to a professional person reasonable compensation for actual, necessary services rendered, and reimbursement for actual, necessary expenses incurred. Pursuant to Bankruptcy Code section 331, the Court may award compensation and reimbursement to a professional. As set forth above, the fees for which Huron seeks compensation are for actual and necessary services rendered. Based on the skill brought in this case by Huron and the results obtained, Huron submits that the compensation requested herein is reasonable and appropriate.

25. In assessing the propriety of an award of professional fees, twelve factors relevant to determining such fees were identified in *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714, 717 19 (5th Cir. 1974). As it relates to Huron's professional fees, the factors identified by The *Johnson* court are applied as such:

- a. Time and labor required: **Exhibit E** to this Application set forth in detail all of the work performed for which compensation is sought. The date such services were rendered, the individual performing such services, a description of the services and the time expended. Huron believes that the detail of Exhibits support the position that reasonable compensation is being requested. All of the services specified in

these exhibits were necessary to enable the Debtor to perform its duties in serving as financial advisor to the Committee.

- b. Novelty and difficulty of the questions presented: Because these chapter 11 cases were complex, the factual, legal, and business issues associated with such reorganization are of a greater complexity. During the Application Period, complex business issues have arisen, including unique issues associated with the Debtors' plugging and abandonment obligations. Huron performed the tasks in a timely, effective and efficient manner.
- c. Skill requisite to perform the legal services properly: Bankruptcy is a specialized area of federal practice, requiring knowledge of the Bankruptcy Code and other related federal statutes. To address the range of issues presented, Huron utilized its skills and expertise in bankruptcy, and expertise in financial analysis and business turnarounds. Huron's experience and expertise facilitated and expedited the results without incurring extra time and expense.
- d. Preclusion of other employment due to the acceptance of the case: Huron is unable to estimate the extent it has been precluded from other employment, as the services provided have, to varying degrees, prevented Huron from providing its services to other clients and from developing new business.
- e. Customary fee: The hourly rate at which compensation is requested is set forth by individual in **Exhibit B**. In accordance with an agreement made with the Committee, Huron capped its blended hourly rate at \$575 per hour. The rates charged, are no greater, and in most instances may be lower, than those charged by turnaround professionals with similar qualifications and experience.

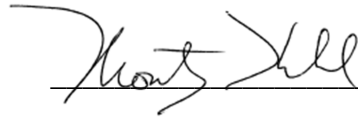
- f. Whether the fee is fixed or contingent: The fees requested in this Application represent fees incurred based upon a fixed hourly rate basis. As is true for Huron and other professionals in every bankruptcy case, compensation is contingent upon the Court's approval of the Application.
- g. Time limitations imposed by the client with the circumstances of the case: Time limitations were imposed due to Court imposed deadlines and statutes of limitations.
- h. Amount involved and the results obtained: Huron has worked on a number of issues, including, but not limited to: (i) reviewing and analyzing bid procedures, restructuring agreements, and the sale of the Debtors' assets; (ii) reviewing and analyzing wind-down budgets, cash management budgets and cash collateral reports; (iii) analyzing claims, contracts and potential distributions; and (iv) reviewing the Plan and Disclosure Statement. Huron reported the results of its work to the Committee and its counsel. Huron submits that its work was beneficial to the Committee.
- i. Experience, reputation and ability of the attorney: Each of Huron's professionals who performed services for the Committee possesses a reputation for skill, quality, integrity and ability. Huron's professionals have assisted many debtors, banks, trustees, creditors and official committees in some of the largest and most sophisticated bankruptcy cases in the country.
- j. Undesirability of the case: This case was not undesirable.
- k. Nature and length of the professional relationship with the client: Prior to the Petition Date, Huron had not worked with the Committee.

1. Awards in similar cases: The fees and expenses for which Huron seeks compensation and reimbursement are not excessive and are substantially similar to or below the rates awarded in similar cases.

CONCLUSION

26. Huron is requesting an order (i) approving final compensation for 265.05 hours of time spent for services furnished as financial advisor to the Committee in the amount of \$164,403.75⁶ and reimbursement of expenses in the amount of \$2,333.22 and grant Huron such other and further relief as this Court deems just and proper.

Respectfully submitted on this 2nd day of March, 2016



Huron Consulting Services LLC
Monty Kehl
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Office 312-212-6848

⁶ This amount includes an estimate of \$12,000 for fees and/or expenses for February and March 2016 services. Huron will adjust this amount at the Hearing to accurately reflect the fees and expenses incurred in February and March 2016 and provide supporting detail.