

**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> , ¹	§	
	§	Chapter 11
	§	
Debtors.	§	Jointly Administered
	§	
	§	Re: Dkt. No. 204

**SUMMARY SHEET FOR FINAL APPLICATION OF
DLA PIPER LLP (US) FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL 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.

Final Fee Application of: DLA Piper LLP (US)

Capacity: Counsel to the Official Committee of Unsecured Creditors

Time Period: November 10, 2015 through March 31, 2016

Petition Date: October 26, 2015

¹ The Debtors in these cases, and each of their respective last four digits of each Debtor's federal tax identification number, are: RAAM Global Energy Company (2973); Century Exploration New Orleans, LLC (4948); Century Exploration Houston, LLC (9624); and Century Exploration Resources, LLC (7252).

Date of Entry of Retention Order: December 28, 2015 (nunc pro tunc to November 10, 2015)

Status of Case: The Confirmation Order was entered on January 19, 2016 [Dkt. No. 376] and the Effective Date of the Plan occurred on February 1, 2016 [Dkt. No. 410].

Amount Requested for Application Period:²

Fees: \$558,455.00³

Expenses: \$7,622.20

Total: \$566,077.20

Expense Detail:

Summaries of the actual, out-of-pocket costs and expenses incurred by DLA Piper on behalf of the Debtors is annexed hereto as Exhibit D.

Hourly Rates

Attorney

Paralegal/Clerical

Highest Billed Rate:

\$965/hour

\$305/hour

Total Hours Billed:

820.70

Blended Rate:

\$650/hour (cap)

This is a(n): ____ monthly ____ interim x final application

² This Fee Application is without prejudice to DLA Piper's right to seek additional compensation for services performed and expenses incurred during the Application Period. DLA Piper reserves the right to supplement this Fee Application prior to the hearing thereon.

³ This amount includes an estimate of \$25,000 for DLA Piper fees and/or expenses for February and March 2016 services. DLA Piper will adjust this amount at the hearing on the Application (the "Hearing") to accurately reflect the fees and expenses incurred by DLA Piper in February and March 2016 and provide supporting invoices for same.

ADDITIONAL INFORMATION RELATED TO FEE APPLICATION

Are any rates higher than those approved or disclosed at retention? If yes, calculate and disclose the total compensation sought in this application using the rates originally disclosed in the retention application	No.
Number of professionals included in Fee Application	13
If applicable, how many professionals in this Application are not included in the client-approved staffing plan?	N/A
How many professionals billed fewer than 15 hours during the Application Period?	3, excluding paralegals, practice support and project assistants.

STATEMENT FROM APPLICANT

Did you 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? If so, please explain.	Yes. DLA Piper agreed to bill at its standard rates, provided that it would cap fees at a blended rate of \$650/hour.
If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?	N/A
Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?	No.
Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.). If so, please quantify by hours and fees.	No.
Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.	No.
If the fee application includes any rate increases since retention: i. Did your client review and approve those rate increases in advance? ii. Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to	N/A. Other than contemplated year-end rate increases, there were no rate increases since retention.

modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458?	
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EXHIBITS ATTACHED TO FEE APPLICATION

Exhibit A	Proposed Form of Order
Exhibit B	Summary of Hourly Fees By Professional
Exhibit C	Summary of Services Performed by DLA Piper Arranged By Project Category
Exhibit D	Summary of Expenses Incurred by DLA Piper
Exhibit E	Time Entries and Itemized Expenses for Application Period

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RAAM GLOBAL ENERGY COMPANY, <i>et al.</i> , ¹	§	
	§	Chapter 11
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Debtors.	§	Jointly Administered
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	§	Re: Dkt. No. 204

**FINAL APPLICATION OF DLA PIPER LLP (US) FOR
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE
PERIOD NOVEMBER 10, 2015 TO MARCH 31, 2016**

DLA Piper LLP (US) (“DLA Piper”), counsel to the Official Committee of Unsecured Creditors (the “Committee”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”) submits this final application (the “Fee Application”), pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Southern District of Texas (the “Local Rules”), and the Court’s *Order Granting Motion to Establish Procedures for Monthly and Interim Compensation and Reimbursement of Expenses for Case Professionals* [Dkt. No. 204] (the “Interim Compensation Procedures Order”), for allowance, on a final basis, of compensation of

¹ The Debtors in these cases, and each of their respective last four digits of each Debtor’s federal tax identification number, are: RAAM Global Energy Company (2973); Century Exploration New Orleans, LLC (4948); Century Exploration Houston, LLC (9624); and Century Exploration Resources, LLC (7252).

fees totaling \$558,455.00² for actual and necessary professional services rendered during the period from November 10, 2015 through March 31, 2016 (the “Application Period”) and reimbursement of actual and necessary expenses totaling \$7,622.20 incurred during the Application Period on behalf of DLA Piper. In support of this Fee Application, DLA Piper respectfully represents as follows:

JURISDICTION

1. The Court has jurisdiction over this Fee Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
2. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory bases for the relief requested herein are Bankruptcy Code sections 330 and 331, Bankruptcy Rule 2016 and Local Rule 2016-1.

BACKGROUND

A. General Background and Retention of DLA Piper

4. On October 26, 2015 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

5. 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. (collectively, the “Committee”), pursuant to section 1102 of the Bankruptcy Code [Dkt. No. 96].

² The fees sought herein include an estimate of \$25,000 for DLA Piper fees and/or expenses for February and March 2016 services. DLA Piper will adjust this amount at the hearing on the Application (the “Hearing”) to accurately reflect the fees and expenses incurred by DLA Piper in February and March 2016 and provide supporting invoices for same.

6. On November 30, 2015, the Committee applied to the Court for an order authorizing the employment and retention of DLA Piper as its counsel [Dkt. No. 163] (the “Retention Application”), *nunc pro tunc* to November 10, 2015. As more further described in the Retention Application, the Committee retained DLA Piper to provide general legal services that were necessary to enable the Committee to execute its duties as a statutory committee of unsecured creditors. See Retention Application, ¶5. The Committee agreed to compensate DLA Piper on an hourly basis in accordance with DLA Piper’s ordinary and customary hourly rates detailed in the Retention Application, subject to a blended rate cap of \$650 per hour, and to reimburse DLA Piper for actual and necessary out-of-pocket expenses incurred by the firm while rendering its legal services. Id. at ¶¶ 10-11.

7. On December 28, 2015, the Court entered its order authorizing the retention and employment of DLA Piper by the Committee *nunc pro tunc* to November 10, 2015 [Dkt. No. 282] (the “DLA Piper Retention Order”).

B. Establishment of Interim Compensation Procedures

8. On November 13, 2015, in order to streamline the professional compensation process for the professionals retained in these Chapter 11 Cases, the Debtors filed the *Motion to Establish Procedures for Monthly and Interim Compensation and Reimbursement of Expenses for Case Professionals* [Dkt. No. 111] seeking authorization to institute certain procedures for the compensation and reimbursement of court-approved professionals and committee members on a monthly and interim basis.

9. On December 7, 2015, the Court entered its Interim Compensation Procedures Order [Dkt. No. 204] 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 Procedures Order.

10. To date, DLA Piper has served on the necessary parties two (2) monthly statements in accordance with the Interim Compensation Procedures Order for the following periods: (a) November 10, 2015 through November 30, 2015, and (b) December 1, 2015 through December 31, 2015 (collectively, the “Monthly Fee Statements”). A summary of the total fees and expenses requested in each of the Monthly Fee Statements, as well as the payments received in connection therewith, is provided in the following chart:

<i>Summary of Monthly Fee Statements</i>					
TIME PERIOD	TOTAL FEES REQUESTED	TOTAL EXPENSES REQUESTED	TOTAL FEES & EXPENSES REQUESTED	AMOUNT OF FEES AND EXPENSES PAID TO DATE	20% FEES’ HOLDBACK
November 2015	\$238,258.81	\$234.23	\$238,493.04	\$190,841.28	\$47,651.76
December 2015	\$192,010.00	\$2,951.73	\$194,951.73	\$156,551.73	\$38,402.00

C. Plan of Liquidation and Provisions Related to Payment of Professionals

11. On January 19, 2016, the Court entered an order (the “Confirmation Order”) confirming the Debtors’ *Second Amended Joint Plan of Liquidation Pursuant to Chapter 11 of the Bankruptcy Code* [Dkt. No. 376] (as may be amended, supplemented, or otherwise modified from time to time, the “Plan”). The Effective Date of the Plan occurred on February 1, 2016 [Dkt. No. 410].

12. DLA Piper submits this Fee Application in accordance with Section 2.03 of the Plan, which provides that “[e]ach Professional whose retention ... has been approved by the Bankruptcy Court ... shall be required to file a final Fee Application on or before the Professional Fee Bar Date”, such Professional Fee Bar Date defined in the Plan as the first business day that is thirty (30) days after the Effective Date, or March 2, 2016.

RELIEF REQUESTED

13. By this Fee Application, DLA Piper seeks entry of an order, substantially in the form attached hereto as Exhibit A:

(a) approving the final allowance of \$558,455.00 as reasonable compensation for actual and necessary professional services rendered by DLA Piper to the Committee during the Application Period, and authorizing the Liquidating Trustee (as defined in the Plan) to pay all approved, outstanding fees owed to DLA Piper;

(b) approving on a final basis the reimbursement of DLA Piper’s actual and necessary out-of-pocket expenses in the amount of \$7,622.20 incurred by DLA Piper in the rendition of required professional services on behalf of the Committee during the Application Period, and authorizing the Liquidating Trustee (as defined in the Plan) to pay all approved, outstanding expenses owed to DLA Piper; and

(c) granting such other and further relief as this Court deems just and proper.

BASIS FOR RELIEF

A. Hour and Rate Disclosures

14. During the Application Period, attorneys and paraprofessionals at DLA Piper devoted a total of 820.7 hours to the representation of the Committee in the Chapter 11 Cases. A cumulative summary of the partners, associates and paraprofessionals who performed services on behalf of the Committee during the Application Period, including the hours of services

performed by each such person, the rates charged by DLA Piper for the services of each such person, the total value of the services performed by each person, and the total value of the services performed by DLA Piper during the Application Period, is annexed hereto as Exhibit B.

B. Fees and Expenses Incurred During the Application Period

15. At the commencement of the Debtors' Chapter 11 Cases, DLA Piper established, in accordance with its internal billing procedures, certain project categories (each, a "Project Category") to which its professionals assigned the time billed by them. All DLA Piper professionals kept contemporaneous records of the time spent rendering services to the Committee and, consistent with the Guidelines of the United States Trustee (the "U.S. Trustee Guidelines"), recorded their time in increments of one-tenth of an hour. All of the services provided by DLA Piper have been legal in nature and necessary for the proper administration of the Chapter 11 Cases. Summaries of the services performed by DLA Piper on behalf of the Committee, arranged by Project Categories, is annexed hereto as Exhibit C.

16. Summaries of the actual, out-of-pocket costs and expenses incurred by DLA Piper in the rendition of professional services on behalf of the Committee is annexed hereto as Exhibit D. These costs and expenses have been incurred in accordance with DLA Piper's customary practice of charging clients for those expenses clearly related to and required by particular matters, rather than including such charges as part of DLA Piper's hourly rates.

17. More detailed itemization of the services performed, time spent, and expenses incurred in connection with DLA Piper's representation of the Committee during the Application Period is provided in the time and disbursement records annexed hereto as Exhibit E. Such records were made contemporaneously with the rendition of services by the person rendering such services and in the ordinary course of DLA Piper's billing practices.

C. Summary Description of Legal Services Rendered During the Application Period

18. The services rendered by DLA Piper during the Application Period were necessary to address a multitude of issues both unique to these Chapter 11 Cases and typically faced by unsecured creditors' committees in similar cases of this magnitude and complexity.

The following non-exhaustive list outlines the services DLA Piper provided to the Committee:

- (a) participated in in-person and telephonic meetings of the Committee, and otherwise advised the Committee with respect to its rights, powers and duties in the Chapter 11 Cases;
- (b) assisted and advised the Committee in its consultations, meetings and negotiations with the Debtors and all other parties in interest regarding the administration of the Chapter 11 Cases;
- (c) assisted the Committee in analyzing the claims asserted against and interests asserted in the Debtors and in negotiating with the holders of such claims and interests;
- (d) assisted with the Committee's review of the Debtors' Schedules of Assets and Liabilities, Statements of Financial Affairs and other financial reports prepared by the Debtors, and the Committee's investigation of the acts, conduct, assets, liabilities and financial condition of the Debtors and of the historic and ongoing operation of their businesses;
- (e) assisted the Committee in its analysis of, and negotiations with, the Debtors or any third party related to, among other things, financings, use, sale or leasing of the Debtors' assets, including asset disposition transactions, compromises of controversies, assumption or rejection of executory contracts and unexpired leases, and matters affecting the automatic stay;
- (f) assisted the Committee in its analysis of, and negotiations with, the Debtors or any third party related to, the negotiation, formulation, confirmation and implementation of a chapter 11 plan for the Debtors, and all pleadings, agreements and documentation related thereto;
- (g) assisted and advised the Committee with respect to its communications with the general creditor body regarding significant matters in the Chapter 11 Cases;
- (h) represented the Committee at all hearings and other proceedings before the Court;

- (i) reviewed and analyzed all complaints, motions, applications, orders and other pleadings filed with the Court, and advised the Committee with respect to its position thereon and the filing of any response thereto;
- (j) assisted the Committee in preparing pleadings and applications, and pursuing or participating in adversary proceedings, contested matters and administrative proceedings as were necessary or appropriate in furtherance of the Committee's interests and objectives; and
- (k) performed such other legal services as were requested by the Committee in accordance with the Committee's powers and duties as set forth in the Bankruptcy Code.

19. This Fee Application highlights the services performed by DLA Piper for the Committee during the Chapter 11 Cases as follows:

(a) Case Administration (B110): Hours 79.30, Fees \$52,142.50

This Project Category includes all matters related to filing documents with the Court, service thereof, maintenance of calendars, review of work in process reports, review of notices of appearance and maintaining service lists. Specifically, DLA Piper attorneys and paraprofessionals spent time: (i) monitoring the court docket and claims register for each of the Debtors to remain current on the status of the Chapter 11 Cases; (ii) drafting and filing hearing notices, hearing agendas, and witness lists; (iii) reviewing the Debtors' monthly operating reports; (iv) reviewing the Debtors' bankruptcy schedules of assets and liabilities, and statement of financial affairs; and (v) coordinating notice and service of motions, applications, and orders on necessary parties.

(b) Creditor Inquiries (B112): Hours 1.90, Fees \$1,349.00

This Project Category includes all matters related to responding to creditor inquiries.

(c) Asset Analysis & Recovery (B120): Hours 24.70, Fees \$11,970.50

This Project Category includes all matters related to and including identification and review of potential assets included causes of action and collection of assets by means other than litigation.

(d) Asset Disposition (B130): Hours 67.30, Fees \$50,633.00

This Project Category includes time billed by DLA Piper professionals in connection with the sale or transfer of substantially all of the Debtors' assets. In particular, DLA Piper services included: (i) advising the Committee on a number of potential strategic transactions and/or standalone restructuring alternatives; (ii) evaluating the various letters of interest received from prospective purchasers and consulting the Debtors on the selection of certain interested purchasers as qualified bidders; (iv) analyzing and revising several asset purchase agreements and a multitude of related documents; (v) researching various legal and regulatory issues related to the sales; (vi) corresponding and participating in a number of discussions and negotiations in connection with the Debtors' sale efforts; (vii) reviewing and commenting on numerous sale motions, bid procedures, auction and sale notices, notices to counterparties to contracts and leases to be assumed and assigned, and proposed orders related to the sales; (viii) preparing for a potential auction and sale hearings; and (ix) supervising the closing of the sales to the successful buyers.

(e) Meetings and Communications with Creditors Committee/Statutory Committees (B150): Hours 13.90, Fees \$9,571.00

This Project Category includes all matters related to preparing for and attending meetings with creditors' committee.

(f) Court Hearings (B155): Hours 25.20, Fees \$18,398.00

This Project Category includes time billed by DLA Piper professionals with respect to preparing for and attending numerous court hearings during the Application Period.

(g) Employment Applications (B160): Hours 24.30, Fees \$14,144.50

This Project Category includes all matters relating to retention of various professionals on behalf of the Debtors and the Committee.

(h) Fee Applications (B170): Hours 3.20, Fees \$1,905.50

This Project Category includes all matters relating to submission, preparation and prosecution of fee applications filed by professionals retained by the Debtors and Committee.

(i) Avoidance Action Analysis (B180): Hours 55.70, Fees \$24,824.00

This Project Category includes all matters relating to analysis of avoidance actions and perfection of lien issues.

(j) Litigation and Contested Matters (B190): Hours 108.00, Fees \$70,058.00

These Project Categories include time billed by DLA Piper professionals in working on matters related to contested motions, adversary proceedings, and potential litigation matters.

(f) Non-Working Travel (B195): Hours 27.00, Fees \$9,847.50

This Project Category includes nonworking travel time billed by DLA Piper professionals in connection with the Bankruptcy Code section 341(a) meeting, meetings with the Debtors and other interested parties, and attendance at court hearings during these Chapter 11 Cases. DLA Piper professionals prepared for and attended numerous during the Application Period. As

proscribed by the Local Rules, DLA Piper billed the Committee at fifty percent (50%) of the regular hourly rates for all time allocated to this Project Category.

**(g) Business Operations / Strategic Planning (B210): Hours 10.50,
Fees \$6,982.50**

This Project Category includes time billed by DLA Piper professionals in providing general assistance to the Debtors related to their business operations in chapter 11, participating in status and strategy calls with the Debtors' management, professionals, and other interested parties regarding issues related to the Chapter 11 Cases and the Debtors' operations.

(h) Employee Matters (B220): Hours 0.40, Fees \$266.00

This Project Category includes all matters relating to and including review of issues such as severance, retention, 401(k) coverage, ERISA matters, continuance of pension plans and union matters.

**(h) Financing/DIP/Cash Collateral Matters (B230): Hours 140.70,
Fees \$98,688.50**

This Project Category includes all matters under sections 361, 363 and 364 of the Bankruptcy Code, including cash collateral and secured claims and loan document analysis.

**(i) Claims Administration and Objections (B310): Hours 14.30,
Fees \$11,081.00**

This Project Category includes time billed by DLA Piper professionals related to claims administration matters and bar date matters, including claims objections, and related contested matters.

**(j) Plan and Disclosure Statement (B320): Hours 224.30,
Fees \$157,558.00**

This Project Category includes time billed by DLA Piper professionals and paraprofessionals in matters related to the formulation, presentation, solicitation, and

confirmation of the Plan and approval of the Disclosure Statement in these Chapter 11 Cases. Specifically, DLA Piper professionals devoted significant time and resources: (i) formulating and seeking approval of procedures for the solicitation of votes on the Plan; (ii) preparing for and attending a court hearing on approval of the Disclosure Statement and the Confirmation Hearing; (iii) ensuring that adequate and proper notice of the Plan, Disclosure Statement, and deadlines related thereto was given to the various constituents in the Chapter 11 Cases; (iv) reviewing supplements to the Plan and the Confirmation Order; and (v) negotiating with the Debtors, Purchaser, U.S. Trustee, and other interested parties with respect to matters related to confirmation of the Plan and the establishment of a liquidating trust for the benefit of the Debtors' unsecured creditors.

D. Summary Description of Expenses Incurred

20. As disclosed in the Retention Application, it is DLA Piper's standard policy to charge its clients in all areas of practice for certain charges and disbursements incurred in connection with such clients' cases. These charges and disbursements include, among other things, charges for photocopying, travel expense, computerized research, couriers, and other charges customarily billed by law firms. DLA Piper's policy requires all attorneys to retain and submit for review receipts and/or invoices for all disbursements incurred through outside vendors. DLA Piper maintains all receipts and/or invoices related to each client's disbursement account, and such records can be produced upon request.

21. During the Application Period, DLA Piper incurred expenses totaling \$7,622.20 in connection with the Chapter 11 Cases. A cumulative summary of expenses incurred during the Application Period is attached hereto as Exhibit D.

22. DLA Piper believes that the expenses it incurred of behalf of the Committee are reasonable, necessary, and consistent with those expenses incurred by other bankruptcy practitioners in other large, complex chapter 11 reorganization cases in this and other districts.

E. DLA Piper’s Requested Compensation and Reimbursement of Expenses Should Be Allowed

23. Section 330 of the Bankruptcy Code governs compensation of professionals in a bankruptcy case and provides that, when determining the amount of reasonable compensation to award to a professional, the Court should consider the nature, extent, and value of the services to the bankrupt estate and all other relevant factors, including the following:

- (a) the time spent on such services;
- (b) the rates charged for such services;
- (c) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (e) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (f) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

24. In determining the reasonableness of a professional’s requested fee award, courts in the Fifth Circuit and in other districts have considered the following twelve factors articulated in Johnson v. Georgia Highway Exp., Inc., 488 F.2d 714, 717 (5th Cir. 1974) (collectively, the “Johnson Factors”):

(1) the time and labor required; (2) the novelty and difficulty of the questions; (3) the skill requisite to perform the legal service properly; (4) the preclusion of other employment by the attorney due to acceptance of the case; (5) the customary fee; (6) whether the fee is fixed or contingent; (7) time limitations imposed by the client or the circumstances; (8) the amount involved and the results obtained; (9) the experience, reputation and ability of the attorneys; (10) the “undesirability” of the case; (11) the nature and length of the professional relationship with the client; and (12) awards in similar cases.

Id. See also, In re Caprock Wine Co., L.L.C., No. BKR. 09-50576-RLJ-11, 2010 WL 5376292, at *2 (Bankr. N.D. Tex. Dec. 23, 2010).

25. DLA Piper respectfully submits that the services rendered and expenses incurred during the Application Period for which DLA Piper seeks compensation and reimbursement are reasonable based on the standard set forth in section 330 of the Bankruptcy Code and the Johnson Factors.

(a) Time and labor required: DLA Piper expended over 820 hours of professional time on behalf of the Committee during the Application Period.

(b) Novelty and difficulty of questions and matters resolved: The Chapter 11 Cases and the legal issues presented therein have required a high level of professional skill and expertise from professionals within DLA Piper’s insolvency and other groups.

(c) The reputation and skill of the attorneys providing the services: As noted above, DLA Piper has drawn upon the skill of some of its most experienced attorneys in rendering its services to the Committee during the Application Period.

(d) Preclusion of other employment: Given DLA Piper’s size, DLA Piper’s representation of the Committee has not precluded employment by other clients. These Chapter 11 Cases have, however, required considerable time commitments from several DLA Piper attorneys and paraprofessionals.

(e) Fees charged and fees awarded in similar cases: The fees sought by DLA Piper in this Fee Application are commensurate with fees awarded to DLA Piper in other cases and the fees charges by comparable law firms.

(f) Time limitations: These Chapter 11 Cases have required DLA Piper to perform an extensive variety of services and to address a broad range of issues on behalf of the Committee, often under significant time constraints.

(g) Whether the fee is fixed or contingent: All fees sought by professionals under sections 330 and 331 of the Bankruptcy Code are contingent prior to approval by the Bankruptcy Court.

(h) The “undesirability” of the case: Representation of the Committee in these Chapter 11 Cases is not undesirable. As noted above, however, DLA Piper’s representation of the Committee in these Chapter 11 Cases has required a significant commitment of time and effort by several of DLA Piper’s staff.

(i) The results obtained: DLA Piper respectfully submits that these Chapter 11 Cases have been successfully resolved by obtaining confirmation of the Plan.

26. Further, DLA Piper has assigned the work performed in these Chapter 11 Cases to attorneys having the experience and specialization to perform the services required efficiently and properly. The partners and associates providing the services for which compensation is sought pursuant to this Fee Application specialize in the fields of insolvency, corporate finance, and litigation. Moreover, DLA Piper, as a general practice, seeks to use the services of paraprofessionals and legal assistants supervised by attorneys whenever appropriate in order to limit costs and more efficiently utilize the services of attorneys. DLA Piper has followed this practice with respect to the services rendered to the Committee wherever possible.

27. Finally, in rendering services to and on behalf of the Committee, DLA Piper has taken every care to provide the legal services as efficiently as possible and to avoid duplication of services. In this regard, as much as possible, day-to-day legal work, including, but not limited to, drafting of pleadings, memoranda, stipulations, agreements and correspondence has been performed by junior to mid-level associates.

28. With respect to DLA Piper’s requested expense reimbursements, Bankruptcy Code section 330(a)(1)(B) provides for reimbursement to approved professionals for all “actual, necessary expenses.” 11 U.S.C. § 330(a)(1)(B). DLA Piper submits that the expenses incurred in these Chapter 11 Cases were all necessary in the rendition of services for the Committee.

29. All services performed and expenses incurred by DLA Piper for which compensation or reimbursement is requested herein were performed or incurred for and on behalf of the Committee, and were not for any other person or entity.

30. DLA Piper has not shared or agreed to share compensation or reimbursement to be awarded in these Chapter 11 Cases with any other person.

31. DLA Piper has received no promise of payment for professional services rendered in these Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code.

NOTICE

32. Notice of the relief requested herein has been served on all parties required to be served pursuant to the Interim Compensation Procedures Order, and all parties who have filed notices of appearance and requested such notice. DLA Piper submits that, in light of the nature of the relief requested herein, no other or further notice need be given.

NO PRIOR REQUEST

33. No previous request for the relief sought herein has been made to this or any other court.

[Remainder of Page Intentionally Blank]

WHEREFORE, DLA Piper respectfully requests entry of an order, substantially in the form attached hereto as Exhibit A:

(a) approving the final allowance of \$558,455.00 as reasonable compensation for actual and necessary professional services rendered by DLA Piper to the Committee during the Application Period, and authorizing the Liquidating Trustee (as defined in the Plan) to pay all approved, outstanding fees owed to DLA Piper;

(b) approving on a final basis the reimbursement of DLA Piper's actual and necessary out-of-pocket expenses in the amount of \$7,622.20 incurred by DLA Piper in the rendition of required professional services on behalf of the Committee during the Application Period, and authorizing the Liquidating Trustee (as defined in the Plan) to pay all approved, outstanding expenses owed to DLA Piper; and

(c) granting such other and further relief as this Court deems just and proper.

Dated: March 2, 2016
Houston, Texas

DLA PIPER LLP (US)

By: /s/ Vincent P. Slusher
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Unsecured Creditors*