



ENTERED
02/29/2016

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

IN RE:

**RAAM GLOBAL ENERGY COMPANY,
et al.,¹**

DEBTORS.

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§
§

**Case No. 15-35615-H1-11
(Chapter 11)
(Jointly Administered)**

**AGREED ORDER REGARDING CITY NATIONAL BANK'S
MOTION FOR ALLOWANCE OF ADMINISTRATIVE
EXPENSE CLAIMS PURSUANT TO 11 U.S.C. § 503(b)**
[This instrument relates to Docket No. 353]

This matter comes before the Court on the Motion for Allowance of Administrative Expense Claims pursuant to 11 U.S.C. § 503(b) (Docket No. 353) (the "Motion")² filed by City National Bank ("CNB"), as Trustee for the Trust. CNB, the Liquidating Trustee (as defined in the Plan),³ and the Buyer (as defined in the Sale Order),⁴ as evidenced by the signatures of the undersigned counsel, hereby **STIPULATE AS FOLLOWS:**

A. CNB, the Liquidating Trustee, and the Buyer (collectively, the "Parties") have received and relied on the representations of representatives at CER as it pertains to production generated and royalties due to CNB under the Leases from the Petition Date through December 31, 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).

² All capitalized terms appearing in this Agreed Order shall have the same meaning(s) ascribed to such terms as in the Motion, unless otherwise noted in this Agreed Order. Also, all references to the "Bankruptcy Code" appearing in this Agreed Order shall mean title 11 of the U.S. Code.

³ Debtors' Second Amended Joint Plan of Liquidation pursuant to Chapter 11 of the Bankruptcy Code (Docket No. 263) (the "Plan").

⁴ Order (I) Authorizing and Approving the Debtors to Sell Substantially all of their Property Free and Clear of all Rights, Liens, Claims, Interests, and Encumbrances, (II) Authorizing the Debtors to Assume and Assign Certain Executory Contracts and Unexpired Leases, and (III) Granting Related Relief (Docket No. 377) (the "Sale Order").

B. Based upon the representations of representatives at CER as it pertains to production generated and royalties due to CNB under the Leases from the Petition Date through December 31, 2015, the Parties have reached an agreement regarding the amount of CNB's Allowed Administrative Claim (as defined in the Plan).

C. Pursuant to paragraph 26(b)(i) of the Confirmation Order,⁵ the Parties further agree that the CNB's Allowed Administrative Claim should be paid by the Buyer.

D. The Parties further agree that, pursuant to paragraphs L and 10 of the California Sale Order,⁶ Protho Energy Services, LLC has assumed CER's obligations and liabilities under the Leases, including responsibility for any payments owing to CNB under the Leases from and after January 1, 2016; therefore, taking into account the California Sale Order and the Confirmation Order, and considering the asserted amount of the CNB Claim (defined below), the Parties agree that CNB's Allowed Administrative Claim against the Debtors should only relate to amounts or claims that accrued on or before December 31, 2015.

E. Based upon the representations of representatives at CER as it pertains to production generated and royalties due to CNB under the Leases from the Petition Date through December 31, 2015, the Parties agree that CNB should have an Allowed Administrative Claim in the amount of \$523.25 (the "CNB Claim"), which consists of and relates to outstanding, post-petition royalty and/or Delay Rental payments due, owing, and payable to CNB in connection with CER's operations and production under the Leases from the Petition Date through December 31, 2015.

⁵ Order Confirming Second Amended Joint Plan of Liquidation pursuant to Chapter 11 of the Bankruptcy Code (Docket No. 376) (the "Confirmation Order").

⁶ Order (A) Approving Offer to Purchase, (B) Authorizing the Debtors to Sell Oil and Gas Properties in California Free and Clear of all Rights, Liens, Claims, Interests, and Encumbrances, and (C) Granting Related Relief (Docket No. 384) (the "California Sale Order").

F. Notwithstanding the foregoing, the Parties agree that CNB may assert any pre-petition claims against the Debtors, to the extent applicable, by filing a proof of claim on or before the applicable Bar Date (as defined in the Plan).

BASED ON THE FOREGOING STIPULATIONS, THIS COURT FINDS THAT:

G. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Notices of the Motion and the hearing on the Motion (the "Hearing"), if any, were sufficient under the circumstances.

H. No objections to the Motion having been filed, the legal and factual bases set forth in the Motion and at the Hearing, if any, are meritorious and establish sufficient grounds for the relief requested in the Motion.

ACCORDINGLY, IT IS HEREBY ORDERED THAT:

~~1. The Motion is GRANTED as set forth herein.~~

2. CNB is granted an Allowed Administrative Claim pursuant to § 503(b) of the Bankruptcy Code in the amount of \$523.25, which consists of and relates to outstanding, post-petition royalty and/or Delay Rental payments due, owing, and payable to CNB in connection with CER's operations under the Leases from the Petition Date through December 31, 2015.

3. Buyer is required to satisfy the CNB Claim pursuant to paragraph 26(b)(i) of the Confirmation Order.


4. No later than five (5) business days after the entry of this Agreed Order, Buyer shall remit funds to CNB in the amount of the CNB Claim through wire transfer or check, per instructions provided by the undersigned counsel for CNB.

5. This Order is a Final Order within the meaning of 28 U.S.C. § 158(a)(1) and is effective immediately upon entry.

6. The hearing on this Motion, previously set by Court Order (Docket No. 416) for March 7, 2016 at 1:30 P.M., is cancelled.

Signed:

February 29, 2016


Marvin Isgur
United States Bankruptcy Judge

AGREED AS TO FORM AND ENTRY REQUESTED:

WINSTEAD PC
1100 JPMorgan Chase Tower
600 Travis Street
Houston, Texas 77002
(713) 650-8400 (Telephone)
(713) 650-2400 (Facsimile)

KIRKLAND & ELLIS LLP
300 N. LaSalle Street
Chicago, Illinois
(312) 862-2000 (Telephone)
(312) 862-2200 (Facsimile)

By: /s/ Sean B. Davis
Sean B. Davis
Texas Bar No. 24069583
S.D. Tex. No. 1048341

By: /s/ Steven N. Serajeddini
Steven N. Serajeddini
(admitted *pro hac vice*)

AND

ATTORNEYS FOR CITY NATIONAL BANK

ZACK A. CLEMENT PLLC
3753 Drummond
Houston, Texas 77025
(832) 274-7629 (Telephone)

AND

KELL C. MERCER, P.C.
1602 E. Cesar Chavez Street
Austin, Texas 78702
(512) 627-3512 (Telephone)
(512) 597-0767 (Facsimile)

By: /s/ Zack A. Clement
Zack A. Clement
Texas Bar No. 04361550

By: /s/ Kell C. Mercer
Kell C. Mercer
Texas Bar No. 24007668

ATTORNEYS FOR BUYER

ATTORNEY FOR DOUGLAS J. BRICKLEY, TRUSTEE OF THE LIQUIDATING TRUST

AND

United States Bankruptcy Court
Southern District of TexasIn re:
RAAM Global Energy Company
Century Exploration New Orleans, LLC
DebtorsCase No. 15-35615-mi
Chapter 11**CERTIFICATE OF NOTICE**

District/off: 0541-4

User: adol
Form ID: pdf002Page 1 of 2
Total Noticed: 27

Date Rcvd: Feb 29, 2016

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Mar 02, 2016.

db +Century Exploration Houston, LLC, 10210 Grogans Mill Road, Suite 300,
The Woodlands, TX 77380-1144

db +Century Exploration Resources, LLC, 10210 Grogans Mill Road, Suite 300,
The Woodlands, TX 77380-1144

db #+RAAM Global Energy Company, 1537 Bull Lea Road, Suite 200, Lexington, KY 40511-1200

tr +Douglas Brickley, Trustee of the Liquidating Trust, c/o The Claro Group,
1221 McKinney Street, Suite 2850, Houston, TX 77010-2028

cr +Acock Consulting, L.L.C., c/o Law Offices of Elizabeth G. Smith, 6655 First Park Ten, #240,
San Antonio, TX 78213-4304

cr +Archrock Services, L.P. f/k/a Exterran Energy Solu, 16666 North Chase Dr.,
Houston, TX 77060-6014

cr +BGI Gulf Coast, LLC, c/o Okin & Adams LLP, 1113 Vine St., Ste. 201,
Houston, TX 77002-1045

cr +Champion Exploration, LLC, c/o Okin & Adams LLP, 1113 Vine St., Ste. 201,
Houston, TX 77002-1045

intp Department of the Interior, c/o Department of Justice, P. O. Box 875,
Ben Franklin Station, Washington, DC 20044-0875

intp +Geophysical Pursuit, Inc., c/o Jackson Walker LLP, Att: Bruce J. Ruzinsky, 1401 McKinney,
Suite 1900, Houston, Tx 77010-4037

cr +Jasper CAD, c/o Lee Gordon, P.O. Box 1269, Round Rock, TX 78680-1269

cr +Lakeside Energy Partners Participation Ltd. & Flin, c/o Gray Reed & McGraw,
1300 Post Oak Blvd., Ste. 2000, Houston, TX 77056-8000

cr +Offshore Rental, Ltd. d/b/a Tiger Offshore Rentals, 1313 Gulf St., Beaumont, TX 77701-1112

cr +Oracle America, Inc., Buchalter Nemer, c/o Shawn M. Christiansoon,
55 Second St., 17th Floor, San Francisco, Ca 94105-3493

cr +Seitel Data, Ltd., C/O Duane Brescia, Strasburger & Price, LLP, 720 Brazos, Suite 700,
Austin, TX 78701-2531

cr +State of Louisiana, Department of Natural Resource, 617 North Third Street,
Baton Rouge, LA 70802-5432

cr +Superior Natural Gas Corporation, c/o Wells & Cuellar, P.C., 440 Louisiana, Suite 718,
Attention: D. Brent Wells, Houston, TX 77002-1637

cr +Targa Resources, c/o Law Office of Patricia Williams Prew, 10953 Vista Lake Ct.,
Navasota, TX 77868-6981

cr +TechXplore Participation I, Ltd. and TechXplore LP, c/o Gray Reed & McGraw,
1300 Post Oak Blvd., Suite 2000, Houston, TX 77056-8000, US

cr +The Green Investment Company, 155 Montgomery Street, Suite 1410,
San Francisco, CA 94104-4119

intp +WesternGeco, L.L.C., 10001 Richmond Ave, Houston, TX 77042-4205

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

db +E-mail/Text: michael.willis@centuryx.com Feb 29 2016 22:38:33
Century Exploration New Orleans, LLC, Three Lakeway Center,
3838 North Causeway Blvd., Suite 2800, Metairie, LA 70002-8319

cr E-mail/Text: cio.bncmail@irs.gov Feb 29 2016 22:38:43 IRS, Stop 5024 HOU, 1919 Smith St,
Houston, TX 77002

cr +E-mail/Text: bankruptcy@islandoperating.com Feb 29 2016 22:40:18
Island Operating Company, Inc., Island Operating Company, Inc., 770 S. Post Oak Lane,
Suite 400, Houston, TX 77056-6666, UNITED STATES OF AMERICA

cr E-mail/Text: houston_bankruptcy@LGBS.com Feb 29 2016 22:39:32 Jasper County,
c/o John P. Dillman, PO BOX 3064, Houston, TX 77253-3064

cr E-mail/Text: houston_bankruptcy@LGBS.com Feb 29 2016 22:39:32 Montgomery County,
c/o John P. Dillman, Post Office Box 3064, Houston, TX 77253-3064

cr E-mail/Text: houston_bankruptcy@LGBS.com Feb 29 2016 22:39:32 Orange County,
c/o John P. Dillman, Post Office Box 3064, Houston, TX 77253-3064

TOTAL: 6

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****

cr ACE American Insurance Company

intp Ad Hoc Committee of Senior Secured Noteholders

cr Archrock Partners Operating, L.L.C. f/k/a EXLP Ope

cr Bank of New York Mellon Trust Company, N.A.

cr Berrenda Mesa Water District

cr Business Property Lending, Inc./Everbank

cr City National Bank

cr Crown Pine Timber 1, LP by and through its authori

cr Highbridge Principal Strategies, LLC

cr Mil-Vid Properties Inc.

cr Montco Oilfield Contractors

cr Montoc Offshore, Inc.

intp Power Land, LLC

cr Sheldon Independent School District

crmc The Official Committee of Unsecured Creditors

cr Weatherford U.S., L.P.

District/off: 0541-4

User: adol
Form ID: pdf002

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Total Noticed: 27

Date Rcvd: Feb 29, 2016

***** BYPASSED RECIPIENTS (continued) *****

cr Westchester Fire Insurance Company
cr Wilmington Trust, National Association

TOTALS: 18, * 0, ## 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

Addresses marked '#' were identified by the USPS National Change of Address system as requiring an update. While the notice was still deliverable, the notice recipient was advised to update its address with the court immediately.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Mar 02, 2016

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on February 29, 2016 at the address(es) listed below:

NONE.

TOTAL: 0