

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

IN RE:	§	
	§	CASE NO. 15-35615
	§	
RAAM GLOBAL ENERGY COMPANY, et al.,¹	§	(Chapter 11)
	§	
DEBTORS.	§	(JOINTLY ADMINISTERED)
	§	

**DECLARATION OF MARK WOJNA IN SUPPORT
OF UPSTREAM EXPLORATION LLC'S RESPONSE**

I, **MARK WOJNA**, hereby declare under penalty of perjury:

1. I submit this declaration (this "Declaration") in support of *Upstream Exploration LLC's Response to WesternGeco, L.L.C.'s Motion to Partially Vacate (1) the Court's Order Authorizing and Approving (A) Stalking Horse Purchase Agreement, (B) Bidding Procedures, (C) Procedures for Determining Cure Amounts for Executory Contracts and Unexpired Leases, and (D) Related Relief [Dkt. No. 180] and (2) 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 [Dkt. No. 377]* (the "Response"),² filed contemporaneously herewith.

2. The statements in this Declaration are, except where specifically noted, based on my personal knowledge or opinion. I am not being specifically compensated for this testimony other than through payments received by my employer, Upstream Exploration LLC

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number were RAAM Global Energy Company [2973], Century Exploration New Orleans, LLC [4948], Century Exploration Houston, LLC [9624], and Century Exploration Resources, LLC [7252].

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Response.

(“Upstream”). If I were called upon to testify, I could and would competently testify to the facts set forth herein on that basis. I am authorized to submit this Declaration on behalf of Upstream.

3. I am the Vice President for Exploration at Upstream. Prior to January 31, 2016, I served as Exploration Manager for Century Exploration New Orleans LLC (“Century”), one of the above-captioned debtors (the “Debtors”). In that role, I was familiar with Century’s day-to-day businesses generally and their oil and gas exploration operations, including Century’s negotiation and acquisition of seismic data licenses, specifically.

4. I understand that in *WesternGeco, L.L.C.’s Motion to Partially Vacate (1) the Court’s Order Authorizing and Approving (A) Stalking Horse Purchase Agreement, (B) Bidding Procedures, (C) Procedures for Determining Cure Amounts for Executory Contracts and Unexpired Leases, and (D) Related Relief [Dkt. No. 180] and (2) 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 [Dkt. No. 377]* (the “Motion”), WesternGeco, L.L.C. (“WesternGeco”) claims it did not receive notice of the above-captioned bankruptcy proceedings (the “Bankruptcy”) before January 28, 2016.

5. To the best of my knowledge and understanding, beginning before the bankruptcy filing through the closing of the bankruptcy on February 1, 2016, I and other representatives of Century and the Debtors repeatedly informed and discussed with representatives of WesternGeco, Schlumberger Limited (“Schlumberger”), and Geophysical Pursuit, Inc. (“GPI”) that (a) RAAM would undergo a debt-for-equity restructuring and (b) seismic data licenses from WesternGeco would be transferred to the “NewCo.”

I. The Relationships among WesternGeco, Schlumberger, and GPI

6. To the best of my knowledge and understanding, WesternGeco is a subsidiary of Schlumberger.

7. The email addresses that I and, to the best of my knowledge, others at the Debtors used to communicate with WesternGeco representatives ended in @slb.com—Schlumberger's domain name.

8. In the course of their operations, the Debtors paid millions of dollars to acquire seismic data licenses from WesternGeco, and in some cases, with its partner, GPI.

9. The WesternGeco seismic data assumed by Upstream was initially acquired via a non-exclusive Master License Agreement ("MLA"), dated April 15, 2003, between WesternGeco and Century Exploration Company, a predecessor to the Debtors.

10. I understand that Century Exploration Company remitted payments due under the MLA to WesternGeco at WesternGeco at Chase Bank of Texas, P.O. Box 200815, Houston, Texas 77216-0815.

II. Seismic Data

11. Seismic data is critically important to exploration and production companies, which interpret the data to generate, evaluate, and develop drilling prospects and market those prospects to potential partners. Over the past 25 years, the Debtors and their predecessors invested more than \$90 million to acquire seismic data from various seismic contractors, including approximately \$14.5 million with WesternGeco and its affiliates.

12. In turn, I, along with others at the Debtors and their predecessors, invested substantial resources to process and supplement the seismic data, transforming it into custom-tailored and immensely valuable business materials. Specifically, I, along with others at the

Debtors and their predecessors, enhanced and improved data licensed by WesternGeco and its affiliates by investing approximately \$2.3 million to reprocess the data on a proprietary basis.

13. The Debtors and their predecessors utilized the seismic data licensed by WesternGeco and affiliates to generate a portion of the current prospect drilling program acquired by Upstream.

III. Communications with WesternGeco about the Bankruptcy and the Debtors' Proposed Transfer of Licenses

14. I understand that representatives of Century informed WesternGeco that RAAM was discussing a debt-for-equity restructuring. Specifically, on April 22, 2015, David Seay, a Land Manager at Century, emailed WesternGeco and GPI representatives to inform them of a proposed change in RAAM's ownership and requested WesternGeco's consent to a transfer of its licenses as part of the proposed transaction. On May 11, 2015, Rachelle Goldman, an attorney for WesternGeco, wrote to Mr. Seay:

Based upon our conversations and the MLA, WesternGeco is willing to waive any right it may have to a Transfer fee in this particular instance wherein Century Exploration Company's parent company Raam Global will undergo a change of ownership by virtue of certain lienholders taking equity in the company. . . . [W]e can provide written assurance (via this email) that we will not seek any additional compensation or terminate Century's Data licenses as a result of these changes.

A copy of Ms. Goldman's May 11 email, which includes Mr. Seay's April 22 email in the chain, is attached hereto as **Exhibit A**.

15. From the time the Debtors filed for bankruptcy, on October 26, 2015, through the closing on February 1, 2016, the Debtors continued these discussions with WesternGeco. Throughout, it was acknowledged that a prospective entity—"NewCo"—would take over the Debtors' licenses.

16. On December 2, 2015, I emailed Larry Galloway, a vice president at GPI, in response to his request for a telephone call. I explained that I had been making presentations that

week “to potential buyers”—referring to potential buyers of assets of Century and RAAM being marketed for sale through the bankruptcy process—and that I would call him the next day. Mr. Galloway responded to my email: “Ok good.” A copy of Mr. Galloway’s December 2 email is attached hereto as **Exhibit B**.

17. On December 11, 2015, Mr. Galloway emailed me and attached a Schlumberger map that depicted areas subject to the MLA. In his email, Mr. Galloway stated: “Call me when you have a minute to discuss the attached map.” A copy of Mr. Galloway’s December 11 email is attached hereto as **Exhibit C**.

18. On the phone, Mr. Galloway told me that he had permission from WesternGeco to negotiate a license transfer fee on behalf of WesternGeco and GPI. I described for Mr. Galloway the area of data that I wanted to transfer to the “NewCo.”

19. On December 23, 2015, I understand that Michael Willis, the Debtors’ President, received an email from Mr. Galloway stating that Mr. Galloway had “discussed with WesternGeco a transaction to license portions of data previously licensed by Century Offshore, Inc. to Newco.” I understand that Mr. Galloway attached a map with a “WesternGeco” logo. I further understand that the map included highlighted boxes showing the data sets I told Mr. Galloway that I wanted to bring over to NewCo. Mr. Galloway wrote that GPI and WesternGeco would agree to transfer the license for \$ [REDACTED] for the area Mr. Galloway and I discussed on the phone. A copy of Mr. Galloway’s December 23 email is attached hereto as **Exhibit D**. A copy of the attached map is attached hereto as **Exhibit E**.

20. On January 15, 2016, I had lunch with Mr. Galloway. A copy of my calendar for January 15, 2016, is attached hereto as **Exhibit F**. At the time, I believed that a NewCo would be required to pay a transfer fee for Century’s seismic data licenses with WesternGeco and GPI. However, I told Mr. Galloway that I believed the price he quoted to Mr. Willis in the

December 23, 2015, email was too high. Accordingly, I provided Mr. Galloway with a narrowed list of seismic data that I believed NewCo would need post-emergence. I asked Mr. Galloway to provide two options.

21. In response, on January 18, 2016, Mr. Galloway sent me and Mr. Willis an email, stating:

As requested, GPI/WG will be willing to offer Upstream Exploration LLC the opportunity to license portions of data previously licensed by Century Offshore, Inc. as follows: Upstream will be owned by Highbridge Capital (present first lien holder to Ramm [sic] Global Energy, parent of Century Offshore) which provides our willingness to discount the license fees to Upstream. The data Upstream desires to license consist of 100% WesternGeco (Lake Salvador/Barataria Bay), along with JV data owned by GPI and WesternGeco (Black Bay, Grand Lake, Quarantine Bay).

Mr. Galloway offered two options, one priced at \$ [REDACTED], and the second at \$ [REDACTED].

Mr. Galloway followed up on the morning of February 1, 2016, asking, “Did you guys complete your transaction?” A copy of Mr. Galloway’s February 1 email, which includes Mr. Galloway’s January 18 email earlier in the chain, is attached hereto as **Exhibit G**.

22. Furthermore, I discussed the Bankruptcy on several occasions with Don DuBose, a WesternGeco seismic account representative, who called me regularly for updates on the proceedings. On or about January 8, 2016, Mr. DuBose emailed me: “Are you still in Business for 2016??” A copy of Mr. DuBose’s January 8 email is attached hereto as **Exhibit H**.

IV. The Reorganization of the Debtors

23. I understand that, on January 19, 2016, in connection with confirming the Debtors’ plan of reorganization, this Court approved the purchase of certain assets by Upstream. I further came to understand that the Court had approved a procedure for Upstream to assume the Debtors’ contracts, including its seismic data licenses with WesternGeco.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Metairie, Louisiana
Dated: March 18, 2016

/s/ Mark Wojna
Mark Wojna
Vice President, Exploration
Upstream Exploration LLC

EXHIBIT A

Michael Willis

From: Rachelle Goldman <KGoldman@slb.com>
Sent: Monday, May 11, 2015 2:33 PM
To: David Seay
Cc: Alexander Shahade; Larry Galloway (larry@geopursuit.com); Michael Willis
Subject: RE: WesternGeco - Century MLA

Dear David,

Thank you for your email. Based upon our conversations and the MLA, WesternGeco is willing to waive any right it may have to a Transfer fee in this particular instance wherein Century Exploration Company's parent company Raam Global will undergo a change of ownership by virtue of certain lienholders taking equity in the company.

We cannot give "permission" for the ownership and control changes to Raam that you have described *per se*, as that implies a level of control in our Licensees' business that we do not believe we can or should exert. However, we can provide written assurance (via this email) that we will not seek any additional compensation or terminate Century's Data licenses as a result of these changes.

Please let me know if you have any questions or would like to discuss this further.

Thank you,
Rachelle

K. Rachelle Goldman
Multiclient Contracts Attorney, Western Hemisphere
PetroTechnical Services / Schlumberger
713-689-1021
kgoldman@slb.com

From: David Seay [mailto:david.seay@centuryx.com]
Sent: Friday, May 08, 2015 4:20 PM
To: Rachelle Goldman
Cc: Alexander Shahade; Larry Galloway (larry@geopursuit.com); Michael Willis
Subject: RE: WesternGeco - Century MLA

Rachelle –

In answer to your questions, the composition of the new Board for Raam has not been finalized; however, Century has been and will continue to be managed by Raam Global with no change in the control of Century regardless of any changes within Raam. Raam Global will remain the only member of Century and will have the sole ability to direct, manage and dictate the actions of Century.

We would like to stress that no new individual or company will have access to or will be reviewing data licensed from WesternGeco and we are not attempting to transfer the data or any rights to the MLA as part of the change involving Raam Global.

We believe in being open and upfront with our data licensors and we have had a very good relationship with WesternGeco as well as with our other data licensors. We would like your written

consent to the proposed exchange of debt for equity in Raam Global so that there is evidence in advance of a clear understanding as between Century and WesternGeco regarding this matter.

Regards,

David A. Seay
Land Manager

Century Exploration New Orleans, LLC
3838 N. Causeway Blvd., Suite 2800
Metairie, Louisiana 70002
Phone: 504.832.3742
Email: david.seay@centuryx.com

From: Rachelle Goldman [<mailto:KGoldman@slb.com>]
Sent: Wednesday, May 06, 2015 1:31 PM
To: David Seay
Cc: Alexander Shahade; Larry Galloway (larry@geopursuit.com); Michael Willis
Subject: RE: WesternGeco - Century MLA

Dear David,

Thank you for your email. We appreciate all of the information. We will need additional details, however, regarding the changes to Raam's Board and how involved it will be with the ongoing operations of Century. For example, will either of the new owners have a majority of the Board seats? Will Century be governed by the same Board, more or less, as Raam? Or will the Raam Board be isolated from Century operations, at least with regard to seismic Data?

Please let us know.

Thank you,
Rachelle

K. Rachelle Goldman
Multiclient Contracts Attorney, Western Hemisphere
PetroTechnical Services / Schlumberger
713-689-1021
kgoldman@slb.com

From: David Seay [<mailto:david.seay@centuryx.com>]
Sent: Tuesday, May 05, 2015 1:13 PM
To: Rachelle Goldman
Cc: Alexander Shahade; Larry Galloway (larry@geopursuit.com); Michael Willis
Subject: FW: WesternGeco - Century MLA

Ms. Goldman –

As we discussed, the following will expand on the information that I have previously provided regarding our master license agreement (see email below).

We are in the process of closing our Houston office. Other than our corporate headquarters in Lexington, Kentucky, the New Orleans office will be the only office left as we closed our Denver office a couple of years ago. We will be focusing our efforts in the same areas where we have had success.

This will entail developing our existing producing properties, drilling our prospect inventory and developing new prospects. This activity will be in the Gulf Coast, chiefly in South Louisiana.

Future management and personnel discussions with our lenders up to this point have centered around what can be done to keep the employees that are key to the efforts described above. We will have our same geoscientist staff working the data here in New Orleans and this staff and the data will be managed by our Exploration Manager, Mark Wojna, who has over 20 years with Century. There are no discussions going on at present regarding any upper management changes. As I mentioned below, the parent company of Century Exploration New Orleans, LLC, Raam Global Energy Company, will continue to exist. It will however have a different ownership composition. It is my understanding that Howard Settle, our current President and Chairman of the Board, will remain on the Board. There will be representatives from the current Board and representatives from the lenders on the Board going forward.

Our goal is to increase the value of our company over the next few years by focusing on efforts that are similar to what has been historically successful and profitable. We will most likely need partners for a lot of these wells. This will most likely spawn some licensing of your data. As our lenders are not in the exploration and production business, as soon as the increased value is realized, it is probable that there will be a sale of the company or its assets to an entity that is in the exploration and production business.

Please let me know if you have any additional questions or need other information.

David A. Seay
Land Manager

Century Exploration New Orleans, LLC
3838 N. Causeway Blvd., Suite 2800
Metairie, Louisiana 70002
Phone: 504.832.3742
Email: david.seay@centuryx.com

From: David Seay
Sent: Wednesday, April 22, 2015 3:29 PM
To: 'shahade1@slb.com'
Cc: Larry Galloway (larry@geopursuit.com)
Subject: WesternGeco - Century MLA

Alex –

As a result of the decrease in oil prices, Raam Global Energy Company, the parent company to Century Exploration New Orleans, LLC, is discussing with its first lien holder group (led by Highbridge Capital Management) and its second lien holder group (the owners of corporate bonds maturing later this year) an exchange of debt for ~95% of the equity in Raam Global.

With reference to the geophysical data that is licensed by Century under the Master License Agreement (“MLA”) with WesternGeco dated April 15, 2003, access to and possession of this data will remain in Century’s New Orleans office with the same staff utilizing the data. The same legal entity will continue to exist and the same legal entity will manage the data, but this legal entity will have a different ownership composition.

It appears that this transaction, as proposed, will be a "Third Party Acquisition" under the terms of our MLA even though the same legal entity will be the licensee. We hereby ask for WesternGeco's consent to this proposed transaction so that our license agreements with WesternGeco will remain in effect.

Please advise if you need any additional information or have any questions.

Regards,

David A. Seay
Land Manager

Century Exploration New Orleans, LLC
3838 N. Causeway Blvd., Suite 2800
Metairie, Louisiana 70002
Phone: 504.832.3742
Email: david.seay@centuryx.com

EXHIBIT B

Mark Wojna

From: Larry Galloway <larry@geopursuit.com>
Sent: Wednesday, December 02, 2015 9:37 AM
To: Mark Wojna
Subject: Re: GPI/WG data

Ok good

Larry Galloway
Vice President
Geophysical Pursuit, Inc.

On Dec 2, 2015, at 8:56 AM, Mark Wojna <mark.wojna@centuryx.com> wrote:

Larry

I'll call you tomorrow. I was making presentations all day Monday. I was off yesterday and more presentations today to potential buyers.

Mark J. Wojna
Century Exploration New Orleans, LLC
Exploration Manager
3838 N. Causeway Blvd., Suite 2800
Metairie, Louisiana 70005
504-832-3755

From: Larry Galloway [<mailto:larry@geopursuit.com>]
Sent: Monday, November 30, 2015 2:56 PM
To: Mark Wojna
Subject: GPI/WG data

Mark,
Please call my cell to discuss when you have a minute....504-452-4350

Larry

Larry P. Galloway
Vice-President
Geophysical Pursuit, Inc
1740 Westheimer # 200
Houston, TX 77098
713-529-3000 (Office)
985-727-6720 (Office LA)
web: www.geopursuit.com

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EXHIBIT C

Mark Wojna

From: Larry Galloway <larry@geopursuit.com>
Sent: Friday, December 11, 2015 3:07 PM
To: Mark Wojna
Subject: licensed data
Attachments: T9724_DGarate_Century_Ent_rev1.pdf

Mark,
Call me when you have minute to discuss attached map.

Thanks, Larry

Larry P. Galloway
Vice-President
Geophysical Pursuit, Inc
1740 Westheimer # 200
Houston, TX 77098
713-529-3000 (Office)
985-727-6720 (Office LA)
web: www.geopursuit.com

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EXHIBIT D

Michael Willis

From: Larry Galloway <larry@geopursuit.com>
Sent: Wednesday, December 23, 2015 9:55 AM
To: Michael Willis
Subject: data license
Attachments: T9747_DGarate_CenturyExpl_proposal.pdf

Michael,

As requested, I have discussed with WesternGeco a transaction to license portions of data previously licensed by Century Offshore, Inc. to Newco . This Newco will be owned by Highbridge Capital (present first lien holder to Ramm Global Energy, parent of Century Offshore).

The data you have desired to license (described below and referenced on attached map) consist of 100% WesternGeco, along with JV data owned by GPI and WesternGeco and was licensed to Century for a total fee of \$ [REDACTED] . GPI and WesternGeco will agree to license to this data to Newco for a fee of \$ [REDACTED] . (17% of original fee paid by Century). This license would be contingent upon Century Offshore relinquishing their license to the data.

Michael, I just tried your office, please call to discuss...504-452-4350

Larry

<u>Survey</u>	<u>Size</u>
Chandeleur Sound	189.302 sq.mi.
Lake Salvador/Barateria Merge	508.628 sq.mi.
Mud V/ Main Pass 69	15.7232 sq.mi.
Main Pass Emerge (Ph. I, II, III)	816.787 sq.mi.
Black Bay, Grand Lake, Quarantine Bay	550.89 sq.mi.
Cameron Vermilion Depth 1	3304.46 sq.mi.

Larry P. Galloway
 Vice-President
 Geophysical Pursuit, Inc
 1740 Westheimer # 200
 Houston, TX 77098
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EXHIBIT E

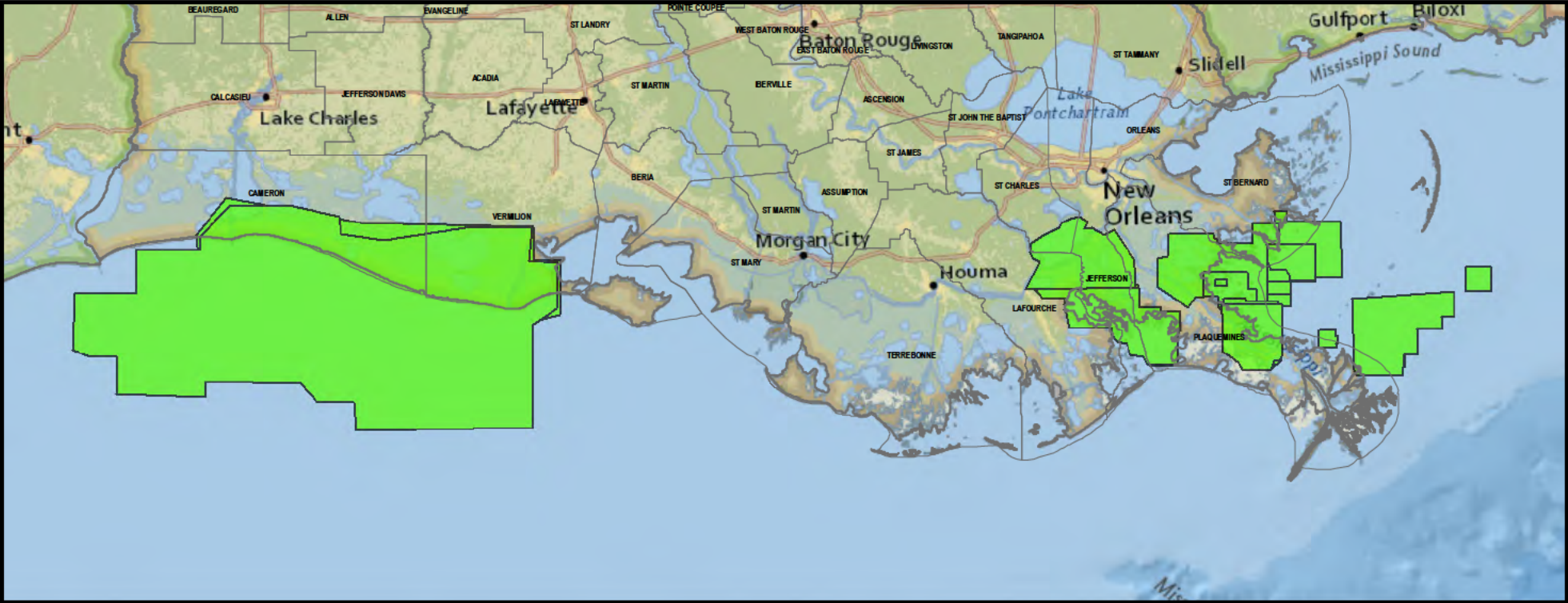


EXHIBIT F

January 15, 2016

Friday

January 2016

Su	Mo	Tu	We	Th	Fr	Sa
					1	2
3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28	29	30
31						

February 2016

Su	Mo	Tu	We	Th	Fr	Sa
	1	2	3	4	5	6
7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	25	26	27
28	29					

15 Friday		Daily Task List
		Arrange By: Due Date
7 am		
8 ⁰⁰		
9 ⁰⁰		
10 ⁰⁰		
11 ⁰⁰		
12 pm	Lunch Larry Galloway	
1 ⁰⁰		
2 ⁰⁰	E&G Pest Termite Inspection	
3 ⁰⁰		
4 ⁰⁰		
5 ⁰⁰		
6 ⁰⁰		
	7:00pm - Pelicans Vs. Hornets(Smoothie King Center)	

EXHIBIT G

Mark Wojna

From: Larry Galloway <larry@geopursuit.com>
Sent: Monday, February 01, 2016 9:28 AM
To: Michael Willis; Mark Wojna
Subject: RE: GPI/SLB data

Ok, good luck

From: Michael Willis [<mailto:michael.willis@centuryx.com>]
Sent: Monday, February 01, 2016 9:18 AM
To: Larry Galloway <larry@geopursuit.com>; Mark Wojna <mark.wojna@centuryx.com>
Subject: RE: GPI/SLB data

Larry,

We are still in the process.

Regards,
Michael

From: Larry Galloway [<mailto:larry@geopursuit.com>]
Sent: Monday, February 01, 2016 9:14 AM
To: Mark Wojna <mark.wojna@centuryx.com>; Michael Willis <michael.willis@centuryx.com>
Subject: RE: GPI/SLB data

Mark/Michael,
Did you guys complete your transaction?

Larry

From: Larry Galloway
Sent: Monday, January 18, 2016 3:31 PM
To: Mark Wojna <mark.wojna@centuryx.com>; Michael Willis (michael.willis@centuryx.com) <michael.willis@centuryx.com>
Subject: GPI/SLB data

Mark/Michael,

As requested, GPI/WG will be willing to offer Upstream Exploration LLC the opportunity to license portions of data previously licensed by Century Offshore, Inc. as follows:

Upstream will be owned by Highbridge Capital (present first lien holder to Ramm Global Energy, parent of Century Offshore) which provides our willingness to discount the license fees to Upstream.

The data Upstream desires to license consist of 100% WesternGeco (Lake Salvador/Barataria Bay), along with JV data owned by GPI and WesternGeco (Black Bay, Grand Lake, Quarantine Bay). This license would be contingent upon Century Offshore relinquishing their license to the data and acknowledgement to return or destroy all other remaining data licensed by Century from WesternGeco (SLB) and GPI.

Option 1: License Black Bay, Grand Lake, Quarantine Bay (550 sq. mi.) along with 250 sq. mi. of the Lake Salvador/Barataria survey. A license to the 745.15 miles of GPI S.E. LA Marsh 2D will be included in this option. (Total license fee Option 1: \$ [REDACTED].)

Option 2: License Quarantine Bay data (150 sq. mi.). A license to the 745.15 miles of GPI S.E. LA Marsh 2D will be included in this option. (Total license fee Option 2: \$ [REDACTED].)

Should you have any questions, please advise.

Regards, Larry

Larry P. Galloway
Vice-President
Geophysical Pursuit, Inc
1740 Westheimer # 200
Houston, TX 77098
713-529-3000 (Office)
985-727-6720 (Office LA)
web: www.geopursuit.com

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EXHIBIT H

Mark Wojna

From: Don A. DuBose <DDubose@slb.com>
Sent: Friday, January 08, 2016 11:24 AM
To: Mark Wojna
Subject: Are you still in Business for 2016??

Don DuBose

Schlumberger

1515 Poydras St. Ste. 900
New Orleans, LA 70112
Direct: (504) 592-5105
Cell: (504) 452-3081
Email: ddubose@slb.com