

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

In re: § Chapter 11
ATP OIL & GAS CORPORATION, §
Debtor. § Case No. 12-36187
§ Hon. Marvin Isgur
§

**PRELIMINARY OBJECTION AND RESERVATION OF RIGHTS OF THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF ATP OIL & GAS
CORPORATION WITH RESPECT TO (I) DEBTOR'S APPLICATION FOR
AUTHORIZATION TO RETAIN OPPORTUNE LLP AS THE DEBTOR'S
FINANCIAL ADVISORS AND (II) DEBTOR'S APPLICATION FOR
AUTHORIZATION TO RETAIN JEFFERIES & COMPANY, INC. AS THE
DEBTOR'S INVESTMENT BANKER
[Related Docket Nos. 24 and 27]**

The Official Committee of Unsecured Creditors (the "Committee") of ATP Oil & Gas Corporation (the "Debtor") in the above-captioned chapter 11 case (the "Chapter 11 Case") hereby submits this preliminary objection and reservation of rights with respect to (i) Debtor's Application Pursuant to Sections 327 and 328 of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure for Authorization To Retain Opportune LLP ("Opportune") as the Debtor's Financial Advisors [Docket No. 24] (the "Opportune Retention Application") and (ii) Debtor's Application Pursuant to Sections 327 and 328 of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure for Authorization To Retain Jefferies & Company, Inc. ("Jefferies") as the Debtor's Investment Banker [Docket No. 27] (the "Jefferies Retention Application" and, together with the Opportune Retention Application, the "Retention Applications").

1. Although the Committee's counsel has had preliminary discussions with the Debtor's counsel regarding the terms reflected in the Retention Applications, given the press of other matters in the Chapter 11 Case, the Committee has not yet been able to fully analyze the



proposed terms and formulate a position with respect to the Debtor's retention of Opportune and Jefferies.

2. The Committee initially requested a one week adjournment of the hearing on the Retention Applications to allow its advisors to conduct diligence, engage in further discussions with representatives of Opportune and Jefferies and hopefully avoid an objection. While the Debtor's legal counsel agreed to adjourn the hearing on their own retention applications, Opportune and Jefferies did not respond for four days and, one business day prior to the objection deadline, informed the Committee that the Debtor would refuse the Committee's request and press forward with the Retention Applications at the September 20, 2012 hearing.¹ The Committee requires additional time to review and evaluate the terms of the Retention Applications with its members and advisors. Notably, the Committee's financial advisor has been in place for less than one week.

3. A threshold concern for the Committee is duplication of services between Opportune and Jefferies. The Committee has sought clarification from the Debtor regarding the advisors' roles and, if appropriate, will request language in any orders approving the Retention Applications that makes clear the allocation of responsibilities between the two advisors.

¹ The Committee has resolved its concerns regarding the Debtor's Application Pursuant to Sections 327, 328 and 329 of the Bankruptcy Code and Rules 2014, 2016 and 6003 of the Federal Rules of Bankruptcy Procedure for Authorization To Retain Mayer Brown LLP as General Bankruptcy Counsel to the Debtor and Debtor-In-Possession [Docket No. 22] and the Debtor's Application Pursuant to Sections 327 and 328 of the Bankruptcy Code and Rules 2014, 2016 and 6003 of the Federal Rules of Bankruptcy Procedure for Authorization To Retain Munsch Hardt Kopf & Harr, P.C. as Conflicts Counsel to the Debtor and Debtor-In-Possession [Docket No. 23] and has indicated to the Debtor that it has no objection to those matters proceeding on September 20, 2012.

4. With respect to Jefferies, the Committee has sought to understand the scope of Jefferies' services being provided to non-debtors and confirmation that, among other things, such services will only be chargeable/allocable to non-debtors and no conflicting interests exist. With regard to Jefferies' proposed fee structure, the Committee is working with its financial advisor to compare Jefferies' proposed fee structure to the fees charged by similarly skilled financial professionals in other complex chapter 11 cases to ascertain whether it represents a reasonable structure under the facts and circumstances of the Chapter 11 Case. The Committee has also sought clarification regarding certain aspects of the fee structure, including the nature of the success fees and what Jefferies must do to earn such fees. In addition, the Committee has concerns regarding the Debtor's indemnification obligations with respect to Jefferies' services under its engagement letter.

5. The Committee will also seek to preserve its rights to review and respond to Opportune's and Jefferies' applications for compensation on all grounds including, but not limited to, reasonableness pursuant to section 330 of the Bankruptcy Code. See In re Erickson Retirement Community, LLC, Case No. 09-37010 (Bankr. N.D. Tex. 2009) [Docket No. 364] (approving debtors' application to retain investment banker under section 328 but reserving right of review of advisor's "Transaction Fees" under section 330 by court, U.S. Trustee and creditors' committee); In re Trailer Bridge, Inc., No. 11-08348 (JAF) (Bankr. M.D. Fla. Dec. 19, 2011) [Docket No. 142] (approving debtor's retention of investment banker but retaining all rights of creditors' committee to object to its fees on grounds of reasonableness under section 330); In re Sea Containers Ltd., No. 06-11156 (KJC) (Bankr. D. Del. Oct. 3, 2007) [Docket No. 1070]

(permitting creditors' committee to review the "Fixed Fees" and "Additional Fixed Fees" of debtors' financial advisor pursuant to the reasonableness standards set forth in section 330 of the Bankruptcy Code); In re Enron Corp., No. 01-16034 (AJG) (Bankr. S.D.N.Y. Oct. 10, 2002) [Docket Nos. 7077, 7080] (retaining all rights of creditors' committee to object to debtor's advisor's interim and final fee applications (including expense reimbursement) on all grounds, including, but not limited to, reasonableness standard provided for in section 330 of the Bankruptcy Code); In re FairPoint Commc'ns, Inc. et al., No. 09-16355 (BRL) (Bankr. S.D.N.Y. Jan. 11, 2010) [Docket No. 328] (same); In re BHM Technologies, LLC, et al., No. 08-04413 (SWD) (Bankr. W.D. Mich July 25, 2008) [Docket No. 452] (same); In re New Century TRS Holdings, Inc., Case No. 07-10416 (KJC) (Bankr. D. Del. April 25, 2007) [Docket No. 405] (approving retention of financial advisor with committee's rights to object to the "reasonableness" of "Sale Transaction Fee"); In re The Great Atlantic & Pacific Tea Company, Inc., et al., Case No. 10-24549 (RDD) (Bankr. S.D.N.Y. January 12, 2011) (retaining right of creditors' committee to respond to or object to the "Discretionary Fee" of investment banker pursuant to section 330 of the Bankruptcy Code).

6. In addition, the Committee understands that Opportune and Jefferies are negotiating modifications to the terms of the Retention Applications with the Office of the United States Trustee for the Southern District of Texas, and the Committee would like the opportunity to review any modifications to such terms prior to taking a position with respect to the Retention Applications.

7. Accordingly, the Committee files this limited objection and reserves all of its rights to object to any of the terms contained in the Retention Applications.

Dated: Houston, Texas
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CERTIFICATE OF SERVICE

This will certify that a true and correct copy of the foregoing document was forwarded by United States mail, postage prepaid upon those persons or entities listed on the attached Service List and by electronic transmission to all registered ECF users appearing in the case on September 17, 2012.

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