

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

In re:) Chapter 11
)
ATP OIL & GAS CORPORATION,) Case No. 12-136187
)
Debtor.) Hon. Marvin Isgur
)

**APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
UNDER 11 U.S.C. § 1103, FED. R. BANKR. P. 2014 AND 5002 AND LOCAL
RULE 2014-1, FOR ORDER AUTHORIZING RETENTION AND EMPLOYMENT OF
MILBANK, TWEED, HADLEY & M^cCLOY LLP AS COUNSEL TO OFFICIAL
COMMITTEE OF UNSECURED CREDITORS OF ATP OIL & GAS CORPORATION,
EFFECTIVE AS OF SEPTEMBER 4, 2012**

NOTICE UNDER COMPLEX CASE ORDER

A HEARING WILL BE CONDUCTED ON THIS MATTER ON OCTOBER 25,
2012 AT 1:30 P.M. AT THE U.S. BANKRUPTCY COURT, 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 THIS 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.

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 application (the "Application") for entry of an order, in the form attached



hereto as Exhibit A, authorizing the retention and employment of Milbank, Tweed, Hadley & McCloy LLP (“Milbank”), effective as of September 4, 2012, as counsel for the Committee, pursuant to section 1103(a) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (as amended, the “Bankruptcy Code”), rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rule 2014-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “Local Rules”), and respectfully represents as follows:

BACKGROUND

1. On August 17, 2012 (the “Petition Date”), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. Since the Petition Date, the Debtor has continued to operate and manage its business as a debtor in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Debtor’s bankruptcy case.

2. On August 24 and 28, 2012, the United States Trustee appointed the Committee, consisting of: (i) Capital Ventures International; (ii) Burnham Securities Inc.; (iii) Deep South Chemical, Inc.; (iv) ERA Helicopters LLC; (v) Alpha Rental Tools, Inc.¹; (vi) Schlumberger Technology Corporation; and (vii) M-I, LLC d/b/a M-I SWACO. On September 4, 2012, the Committee duly selected Milbank as counsel to represent it during the pendency of the Chapter 11 Case.

3. This Court has jurisdiction to consider this Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

¹ Alpha Rental Tools, Inc. subsequently resigned from the Committee.

RETENTION OF MILBANK

Services to be Provided by Milbank

4. The Committee respectfully submits that it is necessary to employ and retain Milbank pursuant to section 1103(a) of the Bankruptcy Code to render the following services, among others, as directed by the Committee:

- (a) participate in in-person and telephonic meetings of the Committee and any subcommittees formed thereby, and otherwise advise the Committee with respect to its rights, powers and duties in the Chapter 11 Case;
- (b) assist and advise the Committee in its consultations, meetings and negotiations with the Debtor and all other parties in interest regarding the administration of the Chapter 11 Case;
- (c) assist the Committee in analyzing the claims asserted against and interests asserted in the Debtor, in negotiating with the holders of such claims and interests, and in bringing, participating in, or advising the Committee with respect to contested matters and adversary proceedings, including objections or estimation proceedings, with respect to such claims or interests;
- (d) assist with the Committee's review of the Debtor's Schedules of Assets and Liabilities, Statement of Financial Affairs and other financial reports prepared by the Debtor, and the Committee's investigation of the acts, conduct, assets, liabilities and financial condition of the Debtor and of the historic and ongoing operation of its businesses;
- (e) assist the Committee in its analysis of, and negotiations with, the Debtor or any third party related to, among other things, financings, use, sale or leasing of the Debtor's assets, including asset disposition transactions, compromises of controversies, assumption or rejection of executory contracts and unexpired leases, matters affecting the automatic stay;
- (f) assist the Committee in its analysis of, and negotiations with, the Debtor or any third party related to, the negotiation, formulation, confirmation and implementation of a chapter 11 plan for the Debtor, and all pleadings, agreements and documentation related thereto;

- (g) assist and advise the Committee with respect to its communications with the general creditor body regarding significant matters in the Chapter 11 Case;
- (h) represent the Committee at all hearings and other proceedings before the Court and such other courts or tribunals, as appropriate;
- (i) review and analyze all complaints, motions, applications, orders and other pleadings filed with the Court, and advise the Committee with respect to its position thereon and the filing of any response thereto;
- (j) assist the Committee in preparing pleadings and applications, and pursuing or participating in adversary proceedings, contested matters and administrative proceedings as may be necessary or appropriate in furtherance of the Committee's interests and objectives; and
- (k) perform such other legal services as may be necessary or as may be requested by the Committee in accordance with the Committee's powers and duties as set forth in the Bankruptcy Code.

5. The Committee has chosen Porter Hedges LLP ("PH") to act as co-counsel with Milbank in the Chapter 11 Case. Milbank will act as lead counsel to the Committee and, in consultation with the Committee, will coordinate with PH to determine each firm's respective areas of responsibility during the Chapter 11 Case. In order to ensure that there is no unnecessary duplication of services by either firm during the pendency of the Chapter 11 Case, Milbank will work closely with PH to prevent any duplication of efforts in the course of advising the Committee. The Committee intends to monitor and direct the services to be provided to maximize efficiencies and promote economy of efforts for the benefit of the estate.

6. Milbank possesses extensive knowledge and expertise in the areas of law relevant to this Chapter 11 Case and is well qualified to represent the Committee. In selecting its counsel, the Committee sought counsel with experience in representing creditors' committees in large, complex chapter 11 cases and other debt-restructuring scenarios. Milbank has such experience, having represented official creditors' committees in some of the most significant

cases under chapter 11 of the Bankruptcy Code. Specifically, Milbank has represented (or is representing) official creditors' committees in the following chapter 11 cases of national significance, among others: In re Lehman Brothers Holdings Inc., Case No. 08-13555 (JMP) (Bankr. S.D.N.Y.); In re Eastman Kodak Company, Case No. 12-10202 (ALG) (Bankr. S.D.N.Y.); In re Arcapita Bank B.S.C.(c), Case No. 12-11076 (SHL) (Bankr. S.D.N.Y.); In re The Great Atlantic & Pacific Tea Company, Inc., Case No. 10-24549 (RDD) (Bankr. S.D.N.Y.); In re Anvil Knitwear, Inc., Case No. 06-12345 (ALG) (Bankr. S.D.N.Y.); In re Refco Inc., Case No. 05-60006 (RDD) (Bankr. S.D.N.Y.); In re Enron Corp., Case No. 01-16034 (AJG) (Bankr. S.D.N.Y.); In re Johns-Manville Corp., Case No. 82-11656 (BRL) (Bankr. S.D.N.Y.); In re RCN Corporation, Case No. 04-13638 (RDD) (Bankr. S.D.N.Y.); In re Winn-Dixie Stores, Inc., Case No. 05-03817 (JAF) (Bankr. M.D. Fla.); In re Fleming Companies, Inc., Case No. 03-10945 (MFW) (Bankr. D. Del.); In re Local Insight Media Holdings, Inc., Case No 10-13677 (KG) (Bankr. D. Del.); In re VI Acquisition Corp., Case No. 08-10623 (KG) (Bankr. D. Del.); In re Idearc Inc., Case No. 09-31828 (BJH) (Bankr. N.D. Tex.); In re Sea Launch Company, L.L.C., Case No. 09-12153 (BLS) (Bankr. D. Del.); In re Charys Holding Company, Inc., Case No. 08-10289 (BLS) (Bankr. D. Del.); In re Internet Corp., Case No. 04-67597 (MBM) (Bankr. E.D. Mich.); In re Pacific Gas & Electric Co., Case No. 01-30923 (Bankr. N.D. Cal.); In re Safety-Kleen Corp., Case No. 00-2303 (PJW) (Bankr. D. Del.); In re Maxxim Medical Group, Inc., Case No. 03-10438 (PJW) (Bankr. D. Del.); In re Hvide Marine Inc., Case No. 99-3024 (PJW) (Bankr. D. Del.); and In re Brazos Sportswear, Inc., Case No. 99-00142 (PJW) (Bankr. D. Del.).

7. Milbank has also represented debtors in many large bankruptcy cases, including, among others, the following: In re LightSquared Inc., Case No. 12-12080 (SCC) (Bankr. S.D.N.Y.); In re Real Mex Restaurants, Inc., Case No. 11-13122 (BLS) (Bankr. D. Del.);

In re PCAA Parent, LLC, Case No. 10-10250 (MFW) (Bankr. D. Del.); In re ProtoStar Ltd., Case No. 09-12659 (MFW) (Bankr. D. Del.); In re Station Casinos, Inc., Case No. 09-52477 (GWZ) (Bankr. D. Nev.); In re J.L. French Automotive Castings, Inc., Case No. 09-12445 (KG) (Bankr. D. Del.); In re Internet Corp., Case No. 08-11859 (KG) (Bankr. D. Del.); In re Alper Holdings USA, Inc., Case No. 07-12148 (BRL) (Bankr. S.D.N.Y.); In re Satélites Mexicanos, S.A. de C.V., Case No. 06-11868 (RDD) (Bankr. S.D.N.Y.); and In re 10000 Millenium Plaza, LLC, Case No. 05-50021-GM (Bankr. C.D. Cal.).

8. Additionally, Milbank has represented parties in interest in mega cases that were or are still pending in the United States Bankruptcy Court for the Southern District of Texas and the United States Bankruptcy Court for the Northern District of Texas, including, but not limited to, In re ASARCO LLC, Case No. 05-21207 (RSS) (Bankr. S.D. Tex.) (Debtors' parent entities and plan proponents ASARCO Incorporated and Americas Mining Corporation), In re Texas Rangers Baseball Partners, Case No. 10-43400 (DML) (Bankr. N.D. Tex.) (ad hoc group of first lien lenders), and In re Vitro Packaging de Mexico S.A. de C.V., Case No. 11-34224 (HDH) (Bankr. N.D. Tex.) (foreign representatives of debtor in foreign proceeding).

Disclosure Concerning Conflicts of Interest

9. To the best of the Committee's knowledge, information and belief, based on and except as otherwise set forth in the annexed declaration of Robert Jay Moore, a partner in Milbank's Financial Restructuring Group (the "Moore Declaration"), a copy of which is attached hereto as Exhibit B, Milbank does not have any connection with or represent any other entity having an interest adverse to the Debtor, its creditors or any other party in interest, or their respective attorneys, accountants or other professionals. The Moore Declaration also sets forth, pursuant to Bankruptcy Rule 2014(a), to the best of Mr. Moore's knowledge, Milbank's

connections with the Debtor, its known creditors, other known parties in interest, their respective attorney's and accountants, the U.S. Trustee for Region 7, and any person employed in the Southern District of Texas, Houston Division Office of the United States Trustee. To the best of the Committee's knowledge and subject to the Moore Declaration, Milbank represents no other entity in connection with the Chapter 11 Case, is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code, and does not hold or represent any interest adverse to the Committee with respect to the matters upon which it is to be employed.

10. Based on the Committee's review of the Moore Declaration, including the description of Milbank's connections with the parties in interest set forth therein, the Committee has no objection thereto. The Committee believes that employment of Milbank as its counsel on the terms of this Application and the Moore Declaration is appropriate, necessary and in the best interests of the unsecured creditor body that the Committee represents. The Committee thus seeks entry of an order authorizing and approving Milbank's engagement by the Committee on the terms set forth in the Moore Declaration and in this Application.

Effective Date of Retention

11. The Committee requests that Milbank's retention be approved effective as of September 4, 2012 – the date Milbank was selected by the Committee to act as its counsel and began work on the Committee's behalf. The Committee believes retention effective as of September 4, 2012 is appropriate due to the nature of the Chapter 11 Case and the Committee's immediate and urgent need for the provision of legal services upon its formation and selection of counsel.

Compensation of Milbank

12. Milbank intends to apply to the Court for payment of compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Guidelines promulgated by the Office of the United States Trustee and the Local Rules and orders of this Court, and pursuant to the interim compensation procedures that have been approved by the Court for the Chapter 11 Case.

13. Milbank will be compensated for its services to the Committee at its standard hourly rates, which are based on each professionals' level of experience, plus reimbursement of the actual and necessary expenses that Milbank incurs in accordance with the ordinary and customary rates which are in effect on the date the services are rendered. At present, the standard hourly rates charged by Milbank range from \$825 to \$1,140 for partners, \$795 to \$995 for of counsel, \$295 to \$795 for associates and senior attorneys, and \$130 to \$290 for legal assistants. The Committee understands and acknowledges that these hourly rates are subject to annual firm-wide adjustments in the ordinary course of Milbank's business. Milbank will maintain detailed, contemporaneous records of time and any necessary expenses incurred in connection with the rendering of the legal services described above.

Notice

14. Notice of this Application ahs been given in accordance with this Court's Order Establishing Notice Procedures [Docket No. 132].

No Prior Request

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

WHEREFORE, the Committee respectfully requests that the Court enter an order, in the form attached hereto as Exhibit A, (a) authorizing the Committee to retain Milbank effective as of September 4, 2012 and (b) granting such further relief as is just and proper.

Dated: Houston, Texas
October 3, 2012

OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF ATP OIL & GAS
CORPORATION

By: SCHLUMBERGER TECHNOLOGY
CORPORATION, as
Chair of Official Committee of Unsecured Creditors

By: /s/ James M. Sczudlo
Name: James M. Sczudlo
Title: Credit Manager

Exhibit A

Proposed Order

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

In re:)	Chapter 11
)	
ATP OIL & GAS CORPORATION,)	Case No. 12-136187
)	
Debtor.)	Hon. Marvin Isgur
)	

**ORDER UNDER 11 U.S.C. § 1103, FED. R. BANKR. P. 2014 AND 5002 AND LOCAL
RULE 2014-1, AUTHORIZING RETENTION AND EMPLOYMENT OF
MILBANK, TWEED, HADLEY & M^cCLOY LLP AS COUNSEL TO OFFICIAL
COMMITTEE OF UNSECURED CREDITORS OF ATP OIL & GAS CORPORATION,
EFFECTIVE AS OF SEPTEMBER 4, 2012**

Upon the application, dated October 4, 2012 (the "Application"), of the Official Committee of Unsecured Creditors (the "Committee") of ATP Oil & Gas Corporation (the "Debtor") in the above-captioned chapter 11 case, for entry of an order authorizing the retention and employment of Milbank, Tweed, Hadley & M^cCloy LLP ("Milbank"), effective as of September 4, 2012, as counsel for the Committee, pursuant to section 1103(a) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the "Bankruptcy Code"), rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and rule 2014-1 of the Bankruptcy Local Rules for the Southern District of Texas (the "Local Rules"); and the Court having considered the declaration of Robert Jay Moore, sworn to October 4, 2012 (the "Moore Declaration"), in connection with the Application; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided, and it appearing that no other or further notice need be provided; and the Court having reviewed the

Application; and the Court having determined that the legal and factual bases set forth in the Application and the Moore Declaration establish just cause for the relief granted herein and that Milbank represents no interest adverse to the Debtor's estate or to any class of creditors or equity security holders in the matters upon which Milbank is to be engaged and that Milbank is disinterested within the meaning of 11 U.S.C. § 101(14); and upon all of the proceedings had before the Court, and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED that the Application is granted, effective as of September 4, 2012; and it is further

ORDERED that Milbank's employment is necessary and is in the best interest of the Debtor's estate, its creditors, and other parties in interest, and Milbank's hourly rates for its paralegals and attorneys described in the Moore Declaration are reasonable; and it is further

ORDERED that pursuant to section 1103(a) of the Bankruptcy Code, Bankruptcy Rules 2014 and 5002 and Local Rule 2014-1, the Committee is authorized to employ and retain Milbank, effective as of September 4, 2012, as counsel for the Committee, on the terms set forth in the Application and the Moore Declaration, as provided herein; and it is further

ORDERED that Milbank shall be compensated upon appropriate application in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any interim compensation procedures order entered in this case; and it is further

ORDERED that the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: Houston, Texas
_____, 2012

HONORABLE MARVIN ISGUR
UNITED STATES BANKRUPTCY JUDGE

Exhibit B

Moore Declaration

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

In re:)	Chapter 11
)	
ATP OIL & GAS CORPORATION,)	Case No. 12-136187
)	
Debtor.)	Hon. Marvin Isgur
)	

**DECLARATION OF ROBERT JAY MOORE IN SUPPORT OF
APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS, UNDER
11 U.S.C. § 1103, FED. R. BANKR. P. 2014 AND 5002 AND LOCAL RULE 2014-1,
FOR ORDER AUTHORIZING RETENTION AND EMPLOYMENT OF
MILBANK, TWEED, HADLEY & M^cCLOY LLP AS COUNSEL TO OFFICIAL
COMMITTEE OF UNSECURED CREDITORS OF ATP OIL & GAS CORPORATION,
EFFECTIVE AS OF SEPTEMBER 4, 2012**

ROBERT JAY MOORE, under penalty of perjury, says:

1. I am a partner in the Financial Restructuring Group of the firm of Milbank, Tweed, Hadley & M^cCloy LLP (“Milbank”), proposed counsel to the Official Committee of Unsecured Creditors (the “Committee”) of ATP Oil & Gas Corporation (the “Debtor”) in this chapter 11 case (the “Chapter 11 Case”).

2. I submit this Declaration pursuant to section 1103(b) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (as amended, the “Bankruptcy Code”) and rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), in support of the application, dated October 4, 2012 (the “Application”),¹ of the Committee, seeking authorization for the employment and retention of Milbank as counsel to the Committee, effective as of September 4, 2012.

¹ Capitalized terms used but not defined herein shall have the meanings ascribed thereto in the Application.

3. Unless otherwise stated in this Declaration, I have knowledge of the facts set forth herein and, if called as a witness, I would testify thereto.²

Background

4. On August 17, 2012 (the "Petition Date"), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. Since the Petition Date, the Debtor has continued to operate and manage its business as a debtor in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Debtor's bankruptcy case.

5. On August 24 and 28, 2012, the United States Trustee appointed the Committee, consisting of: (i) Capital Ventures International; (ii) Burnham Securities Inc.; (iii) Deep South Chemical, Inc.; (iv) ERA Helicopters LLC; (v) Alpha Rental Tools, Inc.³; (vi) Schlumberger Technology Corporation; and (vii) M-I, LLC d/b/a M-I SWACO. On September 4, 2012, the Committee duly selected Milbank as counsel to represent it during the pendency of the Chapter 11 Case.

6. This Court has jurisdiction to consider this Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Qualifications of Milbank

7. Milbank is an international law firm with its principal office located at One Chase Manhattan Plaza, New York, New York 10005, and with other offices located in Washington, D.C., Los Angeles, London, Frankfurt, Munich, Singapore, Hong Kong, Beijing,

² Certain of the disclosures set forth herein relate to matters not within my personal knowledge but rather within the knowledge of other attorneys and employees at Milbank and are based on information provided to me by them.

³ Alpha Rental Tools, Inc. subsequently resigned from the Committee.

São Paulo and Tokyo. Milbank possesses extensive knowledge and expertise in the areas of law relevant to this Chapter 11 Case and is well qualified to represent the Committee. Specifically, Milbank has significant experience in representing creditors' committees in large, complex chapter 11 cases and other financial and operational restructuring scenarios. For example, Milbank has represented (or is representing) official creditors' committees in the following chapter 11 cases of national significance, among others: In re Lehman Brothers Holdings Inc., Case No. 08-13555 (JMP) (Bankr. S.D.N.Y.); In re Eastman Kodak Company, Case No. 12-10202 (ALG) (Bankr. S.D.N.Y.); In re Arcapita Bank B.S.C.(c), Case No. 12-11076 (SHL) (Bankr. S.D.N.Y.); In re The Great Atlantic & Pacific Tea Company, Inc., Case No. 10-24549 (RDD) (Bankr. S.D.N.Y.); In re Anvil Knitwear, Inc., Case No. 06-12345 (ALG) (Bankr. S.D.N.Y.); In re Refco Inc., Case No. 05-60006 (RDD) (Bankr. S.D.N.Y.); In re Enron Corp., Case No. 01-16034 (AJG) (Bankr. S.D.N.Y.); In re Johns-Manville Corp., Case No. 82-11656 (BRL) (Bankr. S.D.N.Y.); In re RCN Corporation, Case No. 04-13638 (RDD) (Bankr. S.D.N.Y.); In re Winn-Dixie Stores, Inc.; Case No. 05-03817 (JAF) (Bankr. M.D. Fla.); In re Fleming Companies, Inc., Case No. 03-10945 (MFW) (Bankr. D. Del.); In re Local Insight Media Holdings, Inc., Case No 10-13677 (KG) (Bankr. D. Del.); In re VI Acquisition Corp., Case No. 08-10623 (KG) (Bankr. D. Del.); In re Idearc Inc., Case No. 09-31828 (BJH) (Bankr. N.D. Tex.); In re Sea Launch Company, L.L.C., Case No. 09-12153 (BLS) (Bankr. D. Del.); In re Charys Holding Company, Inc., Case No. 08-10289 (BLS) (Bankr. D. Del.); In re Internet Corp., Case No. 04-67597 (MBM) (Bankr. E.D. Mich.); In re Pacific Gas & Electric Co., Case No. 01-30923 (Bankr. N.D. Cal.); In re Safety-Kleen Corp., Case No. 00-2303 (PJW) (Bankr. D. Del.); In re Maxxim Medical Group, Inc., Case No. 03-10438 (PJW) (Bankr. D. Del.); In re

Hvide Marine Inc., Case No. 99-3024 (PJW) (Bankr. D. Del.); and In re Brazos Sportswear, Inc., Case No. 99-00142 (PJW) (Bankr. D. Del.).

8. Milbank has also represented debtors in many large bankruptcy cases, including, among others, the following: In re LightSquared Inc., Case No. 12-12080 (SCC) (Bankr. S.D.N.Y.); In re Real Mex Restaurants, Inc., Case No. 11-13122 (BLS) (Bankr D. Del.); In re PCAA Parent, LLC, Case No. 10-10250 (MFW) (Bankr. D. Del.); In re ProtoStar Ltd., Case No. 09-12659 (MFW) (Bankr. D. Del.); In re Station Casinos, Inc., Case No. 09-52477 (GWZ) (Bankr. D. Nev.); In re J.L. French Automotive Castings, Inc., Case No. 09-12445 (KG) (Bankr. D. Del.); In re Internet Corp., Case No. 08-11859 (KG) (Bankr. D. Del.); In re Alper Holdings USA, Inc., Case No. 07-12148 (BRL) (Bankr. S.D.N.Y.); In re Satélites Mexicanos, S.A. de C.V., Case No. 06-11868 (RDD) (Bankr. S.D.N.Y.); and In re 10000 Millenium Plaza, LLC, Case No. 05-50021-GM (Bankr. C.D. Cal.).

9. Additionally, Milbank has represented parties in interest in mega cases that were or are still pending in the United States Bankruptcy Court for the Southern District of Texas and the United States Bankruptcy Court for the Northern District of Texas, including, but not limited to, In re ASARCO LLC, Case No. 05-21207 (RSS) (Bankr. S.D. Tex.) (Debtors' parent entities and plan proponents ASARCO Incorporated and Americas Mining Corporation), In re Texas Rangers Baseball Partners, Case No. 10-43400 (DML) (Bankr. N.D. Tex.) (ad hoc group of first lien lenders), and In re Vitro Packaging de Mexico S.A. de C.V., Case No. 11-34224 (HDH) (Bankr. N.D. Tex.) (foreign representatives of debtor in foreign proceeding).

Services to be Rendered

10. The Committee has requested that Milbank render the following services, among others, in connection with this Chapter 11 Case:

- (a) participate in in-person and telephonic meetings of the Committee and any subcommittees formed thereby, and otherwise advise the Committee with respect to its rights, powers and duties in the Chapter 11 Case;
- (b) assist and advise the Committee in its consultations, meetings and negotiations with the Debtor and all other parties in interest regarding the administration of the Chapter 11 Case;
- (c) assist the Committee in analyzing the claims asserted against and interests asserted in the Debtor, in negotiating with the holders of such claims and interests, and in bringing, participating in, or advising the Committee with respect to contested matters and adversary proceedings, including objections or estimation proceedings, with respect to such claims or interests;
- (d) assist with the Committee's review of the Debtor's Schedules of Assets and Liabilities, Statement of Financial Affairs and other financial reports prepared by the Debtor, and the Committee's investigation of the acts, conduct, assets, liabilities and financial condition of the Debtor and of the historic and ongoing operation of its businesses;
- (e) assist the Committee in its analysis of, and negotiations with, the Debtor or any third party related to, among other things, financings, use, sale or leasing of the Debtor's assets, including asset disposition transactions, compromises of controversies, assumption or rejection of executory contracts and unexpired leases, matters affecting the automatic stay;
- (f) assist the Committee in its analysis of, and negotiations with, the Debtor or any third party related to, the negotiation, formulation, confirmation and implementation of a chapter 11 plan for the Debtor, and all pleadings, agreements and documentation related thereto;
- (g) assist and advise the Committee with respect to its communications with the general creditor body regarding significant matters in the Chapter 11 Case;
- (h) represent the Committee at all hearings and other proceedings before the Court and such other courts or tribunals, as appropriate;
- (i) review and analyze all complaints, motions, applications, orders and other pleadings filed with the Court, and advise the Committee with respect to its position thereon and the filing of any response thereto;

- (j) assist the Committee in preparing pleadings and applications, and pursuing or participating in adversary proceedings, contested matters and administrative proceedings as may be necessary or appropriate in furtherance of the Committee's interests and objectives; and
- (k) perform such other legal services as may be necessary or as may be requested by the Committee in accordance with the Committee's powers and duties as set forth in the Bankruptcy Code.

11. The Committee has chosen Porter Hedges LLP ("PH") to act as co-counsel with Milbank in the Chapter 11 Case. Milbank will act as lead counsel to the Committee and, in consultation with the Committee, will coordinate with PH to determine each firm's respective areas of responsibility during the Chapter 11 Case. In order to ensure that there is no unnecessary duplication of services by either firm during the pendency of the Chapter 11 Case, Milbank will work closely with PH to prevent any duplication of efforts in the course of advising the Committee. The Committee intends to monitor and direct the services to be provided to maximize efficiencies and promote economy of efforts for the benefit of the estate.

12. Subject to Court approval of the Application, Milbank is willing to serve as the Committee's counsel and to perform the services described above. The Committee may, from time to time, request that Milbank undertake specific matters beyond the scope of the responsibilities set forth above. Milbank may, in its discretion, undertake any such specific matters.

Milbank's Disinterestedness

13. Milbank does not represent and will not represent any entity, other than the Committee, in matters related to the Chapter 11 Case.

14. To the best of my knowledge and except as otherwise set forth herein, the partners, counsel, associates and employees of Milbank: (i) do not have any connection with the Debtor, its known creditors, other known or potential parties in interest, their respective attorneys

or accountants or other professionals, the U.S. Trustee for the Southern District of Texas or any person employed in such office of the U.S. Trustee, any United States Bankruptcy Judge or District Judge for the Southern District of Texas or the Clerk of the Bankruptcy Court for the Southern District of Texas or any person employed by the office of such Clerk; and (ii) do not represent any other entity having an adverse interest in connection with this Chapter 11 Case.

15. In connection with its proposed retention by the Committee in this case, Milbank searched its client database to determine whether it had any relationships with the following entities which, to the knowledge of Milbank based upon information provided to Milbank by the Debtor or reflected in public filings made by the Debtor including in the Chapter 11 Case, may be parties in interest in the Chapter 11 Case:

- (a) the Debtor and non-Debtor affiliates;
- (b) the Debtor's directors and officers
- (c) the Debtor's banking relationships
- (d) the Debtor's bond holders
- (e) the Debtor's construction counterparties
- (f) the Debtor's contract counterparties
- (g) the Debtor's creditors
- (h) the Debtor's first lien lenders
- (i) the Debtor's insurers
- (j) the Debtor's key shareholders
- (k) the Debtor's largest customers
- (l) the law firms engaged in ongoing litigation with the Debtor
- (m) the Debtor's litigation counterparties
- (n) the Debtor's operators

- (o) the Debtor's overriding royalty interest holders and net profit interest holders
- (p) the Debtor's other lenders
- (q) the Debtor's professionals
- (r) the Debtor's royalty interest holders
- (s) the Debtor's taxing authorities
- (t) the United States Trustee, Judges, and court contacts for the Southern District of Texas (and key staff members)
- (u) the Debtor's vendors;
- (v) the Debtor's working interest holders; and
- (w) certain other potential parties in interest.

16. To conduct the searches set forth in paragraph 12 above, Milbank searched: (i) each of the names set forth in (x) a composite list of parties in interest that the Debtor's counsel utilized in connection with filing its retention application (the "Debtor's Interested Party List") and (y) the Debtor's filings in the Chapter 11 Case, including its list of creditors and "first-day" pleadings; and (ii) the names of (a) the members of the Committee and their respective advisors, (b) the Debtor and its non-debtor affiliates, (c) the Debtor's proposed professionals, and (d) other known or potential parties in interest. A list of the names of each of the entities searched is attached hereto as Schedule 1 and incorporated herein.

17. To the extent that such search indicated that Milbank has or had a relationship with any such entity within the last five years, the identity of such entity, and Milbank's relationship therewith, are set forth on Schedule 2 attached hereto and incorporated herein.

18. A conflicts search was conducted with respect to all members of the Committee. To the extent that such searches indicated that Milbank has or had a relationship

with any such entity within the last five years, the identity of such entity, and Milbank's relationship therewith, is set forth on Schedule 2 attached hereto.

19. From time to time, Milbank interacts with certain of the professional firms that have been or are proposed to be employed by the Debtor or other parties in this Chapter 11 Case and that may be rendering advice to other parties in interest in this case. To the best of my knowledge, Milbank has not represented any of the law firms set forth on Schedule 1 during the five-year period prior to the date hereof. In connection with unrelated matters, certain of the financial advisors and investment bankers who are or propose to be retained in the Chapter 11 Case have been retained by Milbank or Milbank's clients.

20. To the best of my knowledge, during the five-year period prior to the date hereof, Milbank did not represent the Debtor or its officers or directors.

21. The Debtor has numerous relationships and creditors. Consequently, although every reasonable effort has been made to discover and eliminate the possibility of any connection or conflict, including the efforts outlined above, Milbank is unable to state with certainty which of its clients or such clients' affiliated entities hold claims or otherwise are parties in interest in this Chapter 11 Case. If Milbank discovers any information that is contrary or pertinent to the statements made herein, Milbank will promptly disclose such information to the Court on notice to such creditors and to the U.S. Trustee and such other creditors or other parties in interest as may be required under noticing procedures applicable in this Chapter 11 Case.

Professional Compensation

22. As of the date of this Declaration, Milbank has received no compensation for its work on behalf of the Committee.

23. Subject to the Court's approval, Milbank will be compensated at its standard hourly rates, which are based on each respective professionals' level of experience, for its services to the Committee. At present the standard hourly rates charged by Milbank range from \$825 to \$1,140 for partners, \$795 to \$995 for of counsel, \$295 to \$795 for associates and senior attorneys, and \$130 to \$290 for legal assistants. The Committee understands and acknowledges that these hourly rates are subject to annual firm-wide adjustments in the ordinary course of Milbank's business. Milbank will maintain detailed, contemporaneous records of time and any necessary expenses incurred in connection with the rendering of the legal services described above.

24. The hourly rates set forth herein are the firm's standard hourly rates for work of this nature. These rates are set at a level designed to compensate Milbank for the work of its attorneys and legal assistants and to cover fixed and routine overhead expenses. It is the firm's policy to charge its clients for all disbursements and expenses incurred in the rendition of services. These disbursements and expenses include, among other things, costs for telephone and facsimile charges, photocopying, travel, business meals, computerized research, messengers, couriers, postage, witness fees, and other fees related to trials and hearings.

25. Milbank intends to apply to the Court for payment of compensation and reimbursement of actual and necessary expenses incurred as counsel to the Committee in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the guidelines promulgated by the Office of the United States Trustee, the Local Rules and orders of this Court, and pursuant to any additional procedures that may be established by the Court in the Chapter 11 Case.

26. Other than as set forth above, there is no proposed arrangement between the Committee and Milbank for compensation to be paid in the Chapter 11 Case. Milbank has no agreement with any other entity to share any compensation received, nor will any be made, except as permitted under section 504(b)(1) of the Bankruptcy Code.

27. The proposed employment of Milbank is not prohibited by or improper under Bankruptcy Rule 5002. To the best of my knowledge, no attorney or employee at the firm is related to any United States Bankruptcy Judge or District Court Judge for the Southern District of Texas or to the United States Trustee for such district or any employee in the office thereof.

28. Milbank is carrying on further inquiries of its partners, counsel, associates, and employees with respect to the matters contained herein. Milbank will file supplemental declarations regarding this retention if any additional relevant information comes to its attention.

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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.

Executed on October 4, 2012

/s/ Robert Jay Moore
Robert Jay Moore

Schedule 1 to Moore Declaration

Debtor and Entities Affiliated with the Debtor

ATP Oil & Gas Corporation	ATP Infrastructure Partners, L.P.
ATP East Med B.V.	ATP IP-GP, LLC
ATP East Med Number 1 B.V.	ATP IP-LP, LLC
ATP East Med Number 2 B.V.	ATP Oil & Gas (Netherlands) B.V.
ATP East Med Number 3 B.V.	ATP Oil & Gas (UK) Limited
ATP Energy, Inc.	ATP Oil & Gas Corp.
ATP Exploration, Inc.	ATP Titan Holdco, LLC
ATP Holdco, LLC	ATP Titan, LLC

Directors and Officers

Albert L. Reese, Jr.	Mickey W. Shaw
Arthur H. Dilly	Orlando Figueroa
Brent M. Longnecker	Rob Happé
Burt A. Adams	Robert A. Klein
Chris A. Brisack	Robert Hadden
G. Ross Frazer	Robert J. Karow
George R. Edwards	Scott D. Heflin
George R. Morris	T. Paul Bulmahn
Gerard J. Swonke	Timothy P. Mc Ginty
John E. Tschirhart	Walter Wendlandt
Keith R. Godwin	Isabel Mendez Plume
Leland E. Tate	Pauline van der Sman-Archer

Banking Relationships

ABN-AMRO	BBVA/Compass
Bank Hapoalim	Green Bank
Barclays Bank PLC	

Bond Holders

Alliance Bernstein	Canyon Capital Advisors LLC
Allianz	Catalyst Capital
Artio Global	Cetus Capital, LLC
AXA	Chou Associates
Blackrock	Claren Road Asset Management LLC
BlueMountain Capital LLC	Driehaus Capital
Bruce & Co.	Evermore

Federated Investors
Fidelity Management & Research Company
First Pacific Advisor
Franklin Advisers, Inc.
Franklin Resources
Jones Heward
Julius Baer
Massachusetts Financial
Natcan
Neuberger Berman

Oppenheimer Funds
Professional Life & Casualty
P. Schoenfeld Asset Management LP
Putnam Investment Management
Pyramis Global Advisors
Raging Capital Management, LLC
SMH Capital
State Street Corporation
UBS

Construction Counterparties

A&B Supply AGI
Bel Valve
Bryan Trahan
Cliff Dronet
Cornerstone
Deepsea Tech
Oil States International, Inc.
Parker Construction
PES (Professional Examination Service)
Roxar
Technip USA, Inc.
Wilson Supply

Contracts

3PS Inc.
A&B Bolt & Supply, Inc.
Action Welding and Fabricating
AIMS International, Inc.
Aldonsa Inc. d/b/a Oilfield Instrumentation
Allamon Tool Co., Inc.
Allis-Chalmers Energy, Inc.
American Bureau of Shipping
American Global Maritime, Inc.
American Heavy Industries, Inc.
AMPOL
APS, LCC dba Silveti Group
Atchafalaya Measurement, Inc.
Automatic Power, Inc.
B & B Oilfield Services, LLC
B & J Martin, Inc.
Baker Hughes Oilfield Operations, Inc.
Bardex Corporation

Bayou Inspection Services
BESCO Tubular
Black Gold Services LLC
Black Hawk Specialty Tools LLC
Black Warrior Wireline Corporation
Blackwater Diving LLC
Blue Ocean Technologies LLC
Burner Fire Control, Inc.
C&D Production Specialists, Inc.
C&H Pipe Services, Inc.
Cal Dive International, Inc.
Cal Dive Offshore Contractors
Cameron International Corporation
CAN USA Inc.
Canyon Offshore, Inc.
CapRock Communications, Inc.
Cargotec USA Inc.
CaseTech International

CCS Energy Services, LLC
CETCO Oilfield Services Company
Chapman Consulting, Inc.
Charles Holston, Inc.
Chet Morrison Contractors, Inc.
Circulation Tools, LLC
Clariant Corporation
Coastal Chemical Co., L.L.C.
Cochrane Technologies, Inc.
Coil Tubing Services, L.L.C.
Craighead Consulting, Inc.
Crescent Directional Drilling, LP
Cross Logistics, Inc.
Cross Offshore Corporation
Cudd Well Control
Custom Automated Controls, Inc.
Cutting Underwater Technologies USA
Cypress Wellhead Services, Inc.
Deep Down, Inc.
Deep Trend, Inc.
Deep Water Solutions, LLC
Deepwater Corrosion Services, Inc.
Delta Marine Technologies, Inc.
Diamond Services Corporation
Dishman & Bennett Specialty Co.
Dolphin Scaffolding Services, LLC
Drake Directional Drilling LLC
Ductz of South Louisiana
Elite Auditing Consultants LLC
Energy Cranes LLC
Energy Fishing & Rental Services, Inc.
Enventure Global Technology
Expeditors & Production Services Company
Expeditors & Production Services, Inc.
Expro Americas, L.P.
Expro Americas, LLC Fair
Engineering Sales, Inc.
Falck Alford
Fluid Technology Service Int'l, LLC
FMC Corporation
Frank's Casing Crew
Frank's Casing Crew and Rental Tools
Fugro Chance Inc
G.B. Consultants Intl. (Gulf Coast) LP
Garner Environmental Services
Gator Hawk
General Fabricators, Inc.
GL Noble Denton, Inc.
Global Industries Offshore, L.L.C.
Global Logistics L.L.C.
Global X-Ray Gly-Tech Services, Inc.
Gordon Reed & Associates, Inc.
Governor Control Systems Inc.
Greene's Energy Group, LLC
Greystar Corporation
Gulf Coast Inspection, Inc.
Gulf South Scaffolding, Inc.
Gulf Stream Services, Inc.
Gulf Wells, Inc.
H Offshore, Inc.
Halliburton Energy Services, Inc.
Hamilton Engineering, Inc.
Hobco, Inc.
Holt Texas, Ltd. d/b/a HOLT CAT
Houma Armature Works & Supply, Inc.
Houston Becnel, Inc.
Houston Drilling Management, LLC
Houston Procurement & Logistics Int'l, Inc.
Hub City Industries, Inc.
HydroDynamic Cutting Services
Industrial Oilfield Services
Integrated Production Services, Inc.
Interocean Marine Services, Ltd.
IOT-Dosco by
IPT Global, LLC
Janic Directional Survey, Inc.
Key Energy Services, LLC
Knight Fishing Services
LandTel Communications
Laredo Construction, Inc.
Legacy Offshore, LLC
Level 3 Communications, LLC
LOGIC Control Systems, LLC
Longnecker Properties, Inc.
Louisiana Environmental Monitoring
Louisiana International Marine, Inc.
Louisiana Machinery Company, LLC
Louisiana Oilfield Divers, LLC
Lufkin Industries, Inc.
M&H Enterprises, Inc.
Magellan Marine Int'l LLC
Major Equipment & Remediation Service

Matte Services Corporation
McCall's Offshore Dock, Inc.
Mechanical Equipment Company, Inc.
Mega International, Inc.
M-I L.L.C.
Moores Pump & Services, Inc.
Morena & Associates, Inc.
Multi-Chem Group GC
Multi-shot Directional Services LLC
Mustang Engineering, L.P.
NCA Energy Services LLC
New Offshore, Inc.
Newpark Drilling Fluids, LLC
Newpark Environmental Services, LLC
Nondestructive & Visual Inspection
Ocean Marine Consulting LLC
Offshore Cleaning Systems, LLC
Offshore Diving and Salvage, Inc.
Offshore Energy Services, Inc.
Offshore Equipment Solutions
Offshore Specialty Fabricators
Offshore Technical Compliance LLC
Offshore Towing, Inc.
Oil Mop LLC
Oil States Skagit Smatco, LLC
Omega Natchiq, Inc.
Orbis Engineering Orco Contractors, Inc.
OSCA (Occupational Safety Councils of America)
Osler, Hoskin & Harcourt LLP
Paloma Energy Consultants LP
Par Marine Services
Paragon Integrity Solutions, LLC
Patterson Rental Tools Perf-O-Log
Petro Log International, Inc.
Petro Tools & Supply Co
Petroleum Engineers International, Inc.
Petroleum Solutions, Inc.
Petron Industries, Inc.
PetroQuip Energy Services, LP
Phoenix International Holdings, Inc.
Pipeline Services International, LLC
Platform Marine Industries, Inc.
Portable Machine Works, Inc.
Power Cleaning Solutions L. L. C
Power Performance, Inc.
Production Fire and Safety, LLC
Production Well Testers, Inc.
Production Wireline and Cased Hole Services Group
Proserv Offshore, Inc.
Pro-T Company, Inc.
PSC Industrial Outsourcing, LP
Quail Tools, Inc.
Quality Construction & Production, LLC
Quality Energy Services, Inc.
Ranger Offshore, Inc.
RCG Information Technology, Inc.
River Rental Tools Inc Roclan Services, Inc.
S&J Diving, Inc.
Salpem America, Inc.
Schlumberger Technology Corporation
Scomi Oiltools, Inc.
Scope Logistical Specialist, Inc.
Seaboard International, Inc.
SeaNav Corporation
SeaQuest Diving, L.L.C.
Seatrax, Inc Secorp Industries SEMP Check Services Shamrock Management L.L.C.
Sierra Engineering, Inc SLADCO, Inc.
Smith International, Inc.
Solar Turbines Incorporated
Southwest Ocean Services, Inc.
Specialty Offshore, Inc.
Specialty Rental Tools and Supply
SPL Incorporated
Stabil Drill Specialties, L.L.C.
Stallion Offshore Quarters, Inc.
Star Enterprises, Inc. of Morgan City
Stic-Lan companies Corporation
Stratos Offshore Service Co., Inc.
Subsea Solutions, LLC
Sumrail Oilfield Supply, Inc.
Sungard Availability Services
Superior Energy Services L.L.C.
Superior Offshore International, Inc.
Superior Performance, Inc.
Supreme Services and Specialty
SURF Subsea, Inc.
Survival Systems International Corp.
Swire Oilfield Services L.L.C.
T&P Well Testers of Lafayette, Inc.

T3 Energy Services
Talen's Marine & Fuel LLC
Taylors International Services, Inc.
TDW Services, Inc.
Texas Seamar Divers, Inc.
The Mudlogging Company USA, LP
Thru-Tubing Systems, Inc.
Top Coat, Inc.
Tracerco USA
Trendsetter Engineering, Inc.
Tri-City Services, Inc.
Trinity Fabrication, L.L.C.
Trinity Tool Rentals, LLC
Tri-State Environmental, LLC
Triton Diving Services. LLC
TS&S Crane Services, Inc.
Tube-Alloy Corporation
Tubular Solutions, Inc.
Ultra-Fab, Inc.
United Production & Construction Services,
Inc.
UTEK Survey, Inc.
UV Logistics, LLC d/b/a
United Vision Logistics
Valerus Compression Services LP
Veolia ES Special Services

Tesco Corporation
Tesla Offshore, L.L.C.
TEST Automation & Controls
Tetra Applied Technologies, Inc.
VersaTech Automation Services, LLC
Vetco Gray Inc.
VME Process, Inc.
W.H. Linder & Associates, Inc.
Waldemar S. Nelson and Company, Inc.
Warner Oilfield Construction & Services
Waste Auditors, Inc.
Wastewater Specialties, Inc.
WearSox, LP
Weatherford International, Inc.
Well Site Services
Welltec, U.S. Inc.
Whitco Pump & Equipment LLC
White Wing Inspection, Inc.
W-Industries
Wireline Consultants, Inc.
Wireline Specialists of LA, Inc.
Wise Well Intervention Services, Inc.
Wood Group Production Services, Inc.
WWCS, LLC
XL Systems, L.P.

Creditors

601, LLC
ABB Vetco Gray, Inc.
ABS Americas Division
Acadiana Coatings and Supply Inc.
Accudata Systems Inc.
ACME Truck Line, Inc.
Addicks Fire & Safety, Inc.
Advanced Fire & Safety, LLC
Advanced Record Storage, Inc.
AGI Industries, Inc.
AGR FJ Brown, Inc.
Airgas Southwest
Aker Subsea, Inc.
Alexander/Ryan Marine Group
Allocation Specialists, Ltd.
Alpha Rental Tools Inc.
Alternative Positioning Solutions, LLC

AMEC Black & McDonald
American Eagle Logistics, LLC
American Recovery
American Stock Transfer & Trust Company
Andrews Kurth LLP
Apache Corporation
Apache Shelf Inc.
Applied Coating Services, Inc.
Applied Drilling Technology Inc.
Archer Rental Services LLC
Arclight - Gomez Pipeline
Arena Offshore, LLC
Argus Machine Co. LTD
Artisan Field
Auto-Comm
Bagwell Energy Services, Inc.
Baker Hughes Business Support Services

Bayou Industrial Supply LLC
Bayou Testers
Bee Mar LLC
Benoit Machine, LLC
Benton Completion Services, Inc.
Best Equipment Service & Sales
BICO Drilling Tools, Inc.
Black Elk Energy Offshore Operations
Blanchard Contractors, Inc.
Bluewater Industries
Bordelon Marine, Inc.
BP America Production Co.
Bray Sales Texas
Bristow U.S. LLC
Broadpoint
BullDog Chemicals, LLC
Burnham Securities Inc.
Business Wire, Inc.
Buskop Law Group
Cambrian Consultants (CC) America, Inc.
Cameron Rental & Tank
Canal Energy & Services, Inc.
Canrig Drilling Technology LTD
Capital Ventures International
Capitol Services Inc.
Castrol Offshore, BP Lubricants USA Inc.
CDW Direct LLC
Champion Technologies, Inc.
Chevron U.S.A., Inc.
Cinco Energy Services
Citicorp North America Inc.
Clean Gulf Associates
CLMG Corp.
Coastal Power Systems
COGZ Systems, LLC
Collarini Engineering, Inc.
Complete Oilfield Management and
Maintenance Inc.
Compressed Air Systems LLC
Control Concepts & Technology Corp.
CPI Office Products
C-Port/Stone LLC
Cranesmart Systems, Inc.
Cranford Equipment Company, Inc.
Crevalle Management Services LLC
Cross Border USA
CSI Technologies LLC
DAI Engineering Management Group, Inc.
DBS Promotions
DCP Midstream, LP
Dearborn National
Deep South Chemical, Inc.
Deepwater Solutions, LLC
Deligans Valves, Inc.
Diamond Offshore Drilling, Inc.
Digital Petrodata
Discovery Gas Transmission
Discovery Producer Services, LLC
Dolphin Energy Equipment, Inc.
Donovan Controls LLC
Drill-Quip, Inc.
DTC International, Inc.
DXP Enterprises Inc.
EFS-R LLC
Emily M. Patterson
Emmet, Marvin & Martin, LLP
Enerflex Energy Systems Inc.
Energy XXI Gulf Coast, Inc.
Enterprise Field Services, LLC
Environmental Enterprises USA Inc.
EPS Cargo Handlers Co. Inc.
Era Helicopters LLC
EVO Incorporated
Exterran Energy Solutions, L.P.
F & A Enterprises, LLC
Farrar Davis
FASB
Federal Express
Ferro Management, Inc.
Folio Investments, Inc.
Fugro GEOS, Inc.
Garden Banks Gas Pipeline LLC
GE Oil & Gas, Inc.
Gemini Solutions Inc.
GHX Industrial, LLC
Global X-Ray & Testing Corp.
Gomez HUB Pipeline Partners LP
Grainger
Great White Pressure Control LLC
Gulf Coast Aviation Inc.
Gulf Coast Chemical, LLC
Gulf Coast Monitoring & Electric Inc.

Gulf Offshore Logistics, LLC
Gulf Stream Legal Group
Gulfstream Services, Inc.
H2O Inc.
Hans Ryckborst
Harris Caprock Communications, Inc.
Harvey Gulf International Marine, Inc.
Helix Well Containment Group
Henry Coulter
HIPS UJI Operating Co.
Horizon Marine, Inc.
Hornbeck Offshore Services, LLC
HUB International
Hustler Marine Services, Inc.
Hydrill Company LP
Ice Systems Inc
IHS Global Inc.
Independent Petroleum Association
InPress
International Paint, LLC
International Snubbing Services, LLC
Intertek USA Inc.
Inveshare, Inc.
IR Solutions
ITT Corporation
J. Connor Consulting, Inc.
Jackson Walker, L L P
James S. Tomlin
Jet Services
K & K Offshore, Inc.
K & S Resources, LLC
Keba Energy, LLC
Ken-Vac Corporation
Knight Oil Tools
KPMG LLP
Kryn Petroleum Services LLC
Laboratory Technology Incorporated
Laborde & Neuner
LaRoche Petroleum Consultants Ltd
Lauren E. Patterson
Lawrence Le Boeuf
LeBlanc & Associates Inc.
Lexco Data Systems LP
Lexis Nexis
Lincoln Financial Group
Liskow & Lewis
Louisiana Valve Source, Inc.
M.M. Industries, Inc.
MacDermid Offshore Solutions, LLC
Mac-Nett Environmental Services, LLC
Macquarie Bank Limited
Macquarie Investments LLC
Manta Ray Offshore Gathering Co., LLC
Marine Computational Services Kenny Inc.
Marsh USA, Inc.
Martin Energy Services LLC
Martin Holdings, LLC
McGriff, Seibels, Williams of Texas Inc.
McMaster-Carr Supply Co.
Mediant Communications
Mercer Inc.
M-I Swaco, LLC
Miller & Chevalier Chartered
Mire & Associates Inc.
Moody's Investors Service
Morgan City Rentals
Murphy Exploration & Production Co. USA
Mustang Engineering, Inc.
Nabors Offshore Corporation
Nance International, Inc.
National Oilwell Varco, LP
National Welding Supply Co., Inc.
Neofunds By Neopost
Netherland Sewell & Associates Inc.
New Tech Global Ventures, LLC
Newfield Exploration Company
NGP Capital Resources Co.
Noex Energy, Inc.
North American Marine Transportation LLC
Nutec, Inc.
OAR, Inc.
O'Brien's Response Management Inc.
Oceaneering International, Inc.
Offshore Rental Corp.
Offshore Service Vessels, LLC
Oil Distribution Services
Oil States Energy Services, LLC
Oilfield Production Consultants (OPC) LLC
Omega Waste Management Inc.
OneBane Law Firm
Opportune LLP
Oracle America, Inc.

P2 Energy Solutions
Panther Pipeline Ltd
Patton Boggs LLP
PCAOB (Public Company Accounting Oversight Board)
Pegasus International, Inc.
Penn Engineering, Inc.
Performance Energy Services, L.L.C.
Petro Amigos Supply, Inc.
Petroleum Experts, Inc.
Pinnacle Engineering, Inc.
Plains Marketing, L. P.
Plains Marketing, LP
Platts
Precision Tools & Machine
Premiere Global Services
Presidio Networked Solutions
PricewaterhouseCoopers LLP
Prime Rate Premium Finance Corp. Inc.
Prime Tank, LLC
Pro Star
Process Systems
Production Management Industries, LLC
ProLogic
PWP ABV Energy II LLC
Quail Tools, L. L. P.
Quality Rental Tools, Inc.
Quates Consulting LLC
Quest Consulting, Inc.
R360 Environmental Solutions Inc.
RC Logistics LLC
RCI Consultants, Inc.
R C P S, INC.
REC Marine Logistics
Recall Total Information Management, Inc.
Red Team Safety Ltd
Redfish Rental, Inc.
Regions Insurance
Richard Stevenson
Rig Net Inc.
RMC Technology LLC
Robert M. Shivers, III
Rockwell Collins Inc.
Royal Service & Rentals, Inc.
RR Donnelley Receivables
Ryder Scott Company
SACO Energy Services, Inc.
Safety System Services
SAIA Motor Freight Lines, Inc.
Seacor Marine, Inc.
Seamar Divers, Inc.
Severn Trent De Nora Texas LLC
Shell Morgan Landing, Inc.
Siemens Industry Inc.
Simon Printing Company
Slattery, Marino and Roberts
Sodexo Remote Sites
SOF Investments L.P. Private XVIII
SOF Investments LP XIX
Softway Solutions, Inc.
Sonlife Corporation
Southeastern Freight Lines, Inc
Southern Shred, LLC
Southern Wildcat Resources, Inc
Southwest Wire Rope LP
Spectro-Scan, Inc.
Sprint
Stingray Pipeline Company, LLC
Superior Plant Services
Supreme Service & Specialty Co., Inc.
Surbo Tubular Services, Inc.
Suwannee Pipe & Supply, Inc.
SWDI-IESI
TANKS-A-LOT, INC.
Technical Industries, Inc.
Telvent DTN Inc.
Texas Eastern Transmission Corporation
Texas Mutual Insurance Company
The Bank of New York Mellon
The Broadleaf Group
The Cavins Corporation
Total Service Supply, LP
Transcontinental Gas Pipeline Corp.
Trinity Medical Management
Trunkline Field Services, LLC
Trussco, Inc.
TSA (Transportation Security Administration)
TSCPA CPE Foundation, Inc.
Tuboscope Vetco
UHY Advisors TX, LLC
Umoe Schat-Harding Inc.

Unilev Management Corporation
Unisource Supply Inc.
United Vision Logistics
Upstream Engineering, LLC
US Liquids of LA, LP
Valerus Commission Services, LP
Verizon Wireless
Warrior Energy Services Corp.
Weatherford Gemoco
West Cameron Dehydration Company, LLC
Wet Tech Energy Inc.

US Steel Tubular Products, Inc.
USI Southwest
V&M Tube-Alloy, LLC
VAM - USA
Variable Bore Rams, Inc.
Williams Field Services
Wireline Control Systems
WJP Enterprises
Workstrings, LLC
Wortham Insurance

First Lien Lenders

Austin I LLC
Candlewood Credit Valve Master Fund II
L.P.
Chula Enterprises LLC
Cohanzick Absolute Return Master Fund,
LTD
Cohanzick Credit Opportunities Master
Fund, LTD
Cohanzick High Yield Institutional Master
Fund LTD
Continental Casualty Company
Credit Suisse AG
Credit Suisse Loan Funding LLC
Credit Value Partners Distressed Duration
Master Fund, LP
Double Mako Investments LLC
Fidelity Central Investment Portfolios LLC -
Fidelity Floating Rate Central Fund
Fidelity Floating Rate High Income
Investment Trust
Fidelity Summer Street Trust - Fidelity
Series Floating Rate High Income Fund
Fortress Credit Investments I Ltd
Fortress Credit Investments II Ltd

Fortress Credit Opportunities I LP
KLS Diversified Master Fund L.P.
KLS Focus Performance Fund LTD
Morgan Stanley Senior Funding Inc.
MSD & SLD Charitable Investment Partners
MSD Credit Opportunity Master Fund, L.P.
Nomura Waterstone Market Neutral Fund
OCP Investment Trust Onex Debt
Opportunity Fund Ltd
Oppenheimer Master Loan Fund LLC
Oppenheimer Senior Floating Rate Fund
Prime Capital Master SPC, GOT WAT
MAC Segregated Portfolio
Pyramis Floating Rate High Income
Commingled Pool-PYFLRHIN
Tintoretto Investments LLC Ulysses
Offshore Fund Ltd
Ulysses Partners LP
Waterstone Distressed Opportunities Master
Fund, Ltd.
Waterstone Market Neutral Master Fund Ltd
Waterstone MF Fund LTD
Waterstone Offshore ER Fund Ltd

Insurers

Federal Insurance Company (Chubb)
Groupama Insurance Company
Illinois National Insurance Company
(Chartis)

JLT Insurance Group
Royal & Sun Alliance Insurance PLC
Travelers Casualty & Surety Company of
America

Key Shareholders

Aletheia Research & Management, Inc.
D.E. Shaw Investment Management, L.L.C.
The Vanguard Group, Inc.

Largest Customers

Adams Resources Marketing, Ltd.	Shell Energy North America, LLP
Chevron North America	Shell Trading (US) Company
Enterprise Gas Processing, LLC	Southwest Energy, L.P.

Law Firms Engaged in Ongoing Litigation

Law Firms Representing ATP

Beirne Maynard & Parsons L.L.P.
Fayard and Honeycutt
Motley Rice LLC

Law Firms Representing Counterparties

Broussard & David LLC
Daniel W. Jackson
Department of Justice
Hunton & Williams LLP
McCollam Law Firm
Reech Law Firm LLC
Scheuermann & Jones
Stephenson & Murray

Litigation Counterparties

Bison Capital Corporation	Keel Charles
BP	Pioneer Natural Resources USA, INC.
Calypso Exploration, LLC	Schuyler McGee
Craig Fontenette	Secretary of the Interior
Davis Offshore, L.P.	The United States of America
Dominic White	Wilbur H. Bickham

Operators

HESS Corporation	Pogo Producing Company
Mariner Energy, Inc.	Rooster Petroleum, LLC
Maritech Resources	Energy Resource Technology
Merit Energy Company	Energy XXI

Overriding Royalty Interest Holders and Net Profit Interest Holders

CRT Series, a Separate Series of Q-Blk Investment Fund II, LP	Sankaty ATP LLC
Gerald W. Schlieff and Candace R. Schlieff 2006 Charitable Remainder Trust	Sankaty Credit Opportunities IV, L.P.
Guggenheim Energy Opportunities Fund, L.P.	Sankaty Managed Account (UCAL), L.P.
Hayman ATP Partners LP	Spectrum Investment Partners LP Stonehill Institutional Partners LP
K2 Royalty Corp, Inc.	Triangle Peak Partners Private Equity LP
MTP Energy Infrastructure Finance Fund Corp I-A	US Taxable Series, a Separate Series of Q-Blk Investment Fund II, LP
PWP ABV Energy I LLC	US Tax-Exempt Series, a Separate Series of Q-Blk Investment Fund II, LP

Other Lenders

Beal Bank

Professionals

Beatriz Canale Lerdo De Tejada	Marc van der Velden
Clean H2O Services, Inc.	MarketSphere Consulting, LLC
DeGolyer and MacNaughton	Mayer Brown LLP
Ernst & Young, L. L. P.	Munsch Hardt Kopf & Harr, P.C.
Fowler, Rodriguez, Valdes-Faul	Opportune LLP
Fulbright & Jaworski LLP	Perkins Coie LLP
Golder Associates, Atlanta GA 31193	Research Data Group, Inc.
Herbert Smith LLP	Risked Revenue Energy Associates
Herzog Fox & Neeman	Robert A. Schroeder, Inc.
HIL International Lawyers & Advisers	The Delaware Counsel Group, LLP
Hinton & Bailey, LLP	Thompson & Knight LLP
Jefferies & Company, Inc.	TRC Consultants, L.C.
Kruse Enterprises LLC	Verisight, Inc.
Lord Securities Corporation	

Royalty Interest Holders

Acadiana Oil & Environmental Corp.	Aquila Energy Capital Corporation
Alan and Cheryl Clemens Family Trust	Arena Energy, L.L.C.
American Resources, Inc.	Aries Resources L.L.C.
Amy K. Maynard	B.T. Rowley
Anadarko E&P Company, LP	Barry W. Broome
Anadarko Petroleum Corporation	Bellis Family Ventures LLC
Anadarko US Offshore Corporation	Bellwether Exploration Company
Andress Oil & Gas LLP	Benjamin T. Faulk
Anita Lee	Bernard J. Packard, Sr.

Bison Energy Partners, Inc.
Blue Chip Royalty Partnership
BP Amoco
Brian David Burke
Browning Offshore, Inc.
C Field Svcs Louisiana Midstream
C.C. Sorrells
C.H. Murrish
Carol E. Overbey
Case-Pomeroy Oil Corporation
Casey Jones
Century Exploration Company
Charles W. Hubbard
ChevronTexaco Exploration
Chieftain International (U.S.), Inc.
CIMA Energy, Ltd.
Cinergy
Clifford S. Foss, JR
CLK Company, L.L.C.
CMS Trunkline Gas Company
Coast Energy Group
Cockrell Oil & Gas, L.P.
Comstock Offshore
D.W. Carpenter
Dana M. Dutcher
Daniel F. Gayle
David A. Putska
David J. Weber
David K Kosmitis
Davis W. Ratcliff
Deanna Riepe
Debbie R. Sak
Devon Energy Production Company, L.P.
Devon Louisiana Corp
Dynamic Offshore Resources, LLC
Edward C. Stengel
Edward Gary Roth
EEX Corporation
El Paso E&P Company L.P.
El Paso Production GOM Inc.
Elizabeth B. Patterson
Endeavor Exploration, LLC
Energy Development Corporation
Englehart Energy, Inc.
ENI Petroleum Exploration US LLC
Enron North America
EOG Resources
Estate of Bernard J. Packard, Sr.
Excel Resources, Inc.
F.F. Foster & Associates Inc.
Fairways Offshore Exploration, Inc.
Feldor H. Hollenshead
Fidelity Oil Holding, Inc.
Five States 2000-A, Ltd.
Five States Trading, LLC
Forcenergy, Inc
Forest Oil Corporation
Fortune Natural Resources Corporation
Four Star Oil & Gas Co. Inc.
Fred Litchliter
Gary D. Clack
Geogeny Pty. Ltd
George Canjar
George E. Nemetz
Gerald W. Schlieff and Candace R. Schlieff
Gerhart E. Hunter Trustee
Glen Patrick Burke
Glennon M. Dillon
Golas Companies, Inc.
Gordon R. Wainscott
Gregg J. Davis
GRG Rock, L.L.C.
Gulf of Mexico Oil & Gas Properties, LLC
Gulf Royalty Interests, Inc.
Hal G. Kuntz
Helis Oil & Gas Company, L.L.C.
Herman L. Loeb
High Island Offshore System, L.L.C.
Houston Energy, Inc.
HS Energy L.L.C.
Hubert F. Tett
Hunt Chieftain Development, L.P.
Hunt Petroleum (AEC), Inc.
J.F. McIlwain
J. Mark Fanning
J.O. Gallagher
J.W. Yeldell, Jr.
James H. Dick
Japex (U.S.) Corporation
John A. Sansbury, Jr.
John Hollins
John Robert Miller

Joseph Q. Watson
K.A. Small
K.J. Huffman
K2 Royalty Corp., Inc.
Kelly D. Fry
Ken Young
Kenneth Dropek
Kerr McGee Corporation
Kerr-McGee Oil & Gas Corporation
Kevin Talley
Kurt Sommer
L.F. Burson
L.L. Benedetto
L.M. Atkins
Lagayle Wilson
Lantern Petroleum
Larry D. Aduddell
Larry D. Corbin
Lester E. Clark, Jr.
Linda E. Ehrmann
Louis S. Mendenhall
Louisiana Land & Exploration Company
Louisiana Offshore Ventures II
Lynne L. Hackedorn
M.N. Karl
Macquarie Americas Corporation
Madison T. Woodard, III
Maple Leaf Consulting Services LP
Mark A. Gannaway
Mark H. Parrott
Mark Howard Gillespie
Mark K. Castell
Mark K. Stover
Mark S. Alspaugh
MC VPP LLC
McMoran Oil & Gas, L. L. C.
Michael E. Corbin
Michael H. Clark
Michael Morgan
MIECO, Inc.
Millennium Operating Group, Inc.
Milton T. Graves
Mirant Americas Energy Marketing, LP
Mr. D.H. Waters
NCX Company, Inc.
Office of Natural Resources Revenue
Offshore Resources, L.L.C.
Offshore Shelf LLC
OPEX Energy, LLC
P.J. Enochson
Pat S. Charnveja
Paul J. Enochson & Evelyn M. Enochson
Petrobras America Inc.
Petrofina Delaware Inc.
PetroVal Inc
Petsec Energy Inc.
PGS Capital, Inc.
Picus Petroleum
Prent H. Kallenberger
Pruet Offshore
Pure Resources, L.P.
R.J. Gardner
R.M. Crout
R.R. Londot
Ralph A. Stone
Randall S. Riepe
Randy E. Judd
Range Resources Corporation
Revenue Estimate
Ricardo Ramirez de Arellano
Rice Foundation
Riepe Family Foundation
Rita A. Cottrell
Riverbend Energy Partners, L.P.
Robert W. Kelsey
Rocky Roden
Rodney L. Cottrell
S.M. Daniel
Sam D. Winegrad
Samedan Oil Corporation
Scott Lee Archer
Seagull Energy E & P, Inc.
Seneca Resources Corporation
Shell Energy North America (US), L.P.
Shell Offshore Property
Shell Offshore, Inc.
Shell Trading (US) Company
Sibstar, Inc.
Silvertip Energy, Inc.
Skip St. Romaine
Sleepy Hollow, L.P.
Sonat Exploration Gom, Inc.

Spirit Energy
SPN Resources, LLC
State of Louisiana
Stephen E. Heitzman
Susan C. Kincannon
Suzanne K. Bellis
Swift Energy Operating, LLC.
T.M. Johnson
TDC Energy Corporation TDC Energy,
L.L.C.
Terry L. Thibodeaux
The Houston Exploration Company
The Meridian Resource & Exploration Co
The Prospective Trading and Investment
Thomas Poche
Timothy M. McCloskey
Tony Hauglum
Total E&P USA, Inc.
Total Minatome Corporation
TotalFinaElf E&P USA Inc.
Tracy P Mevs
Traditions 2008 Investments, LLC
Transworld Exploration

Triangle Oil & Gas, Inc.
Trifecta Oil & Gas, LLC
Tri-Union Development Corporation
Union Oil Company of California
United States Treasury
Unocal Energy Trading Inc
V.C. Smith
Vesta L. Kuntz
Vicki Smith
W&T Offshore, Inc.
W. Fred Deusinger
W.J. Hurley
W.S. Davis
Ward H. Taylor
Wellstar Corporation
Westport Oil & Gas Company, L.P.
White Oak Energy, L.L.C.
Whiteside Revocable Trust
William Clay Harmon & Ann S. Harmon
Williams Gas Marketing, Inc.
Wynn-Crosby 1997 Ltd
XTO Energy

Taxing Authorities

Aldine ISD - Tax Office
Bureau of Ocean Energy Management
(BOEM)
Bureau of Safety and Environmental
Enforcement (BSEE)
Cypress-Fairbanks I.S.D. Tax
Assessor - Collector Don Summers Tax
Assessor – Collector
Environmental Protection Agency (EPA)
Federal Energy Regulatory Commission
(FERC)
Harris County MUD #366 Esther Buentello
Flores

Klein ISD Allan L Mielsch, Tax
Assessor/Collector
Michael J. Waguespack Sheriff & Ex-
Officio Tax Collector
Parish of St. Mary, David A. Naquin, Sheriff
Plaquemines Parish Council Permits,
Planning & Zoning Department
Sheldon I.S.D. - Tax Officer S. Rhodes, Tax
Assessor-Collector
Texas State Comptroller, Attorney
Occupation Tax

**United States Trustee, Judges, and court contacts for the Southern District of Texas
(and key staff members)**

Barbara Griffin
Christine March
Cindy Wright
Clarissa Waxton

David R. Jones
Debra K. Congram
Diane Livingstone
Ellen Hickman

Glenn Otto
Gwen Smith
Hector Duran
Jacqueline Boykin
Jeff Bohm
Judy A. Robbins
Karen K. Brown
Letitia Z. Paul

Linda Motton
Liz Dodson
Luci Johnson-Davis
Marvin Isgur
Nancy Holley
Patricia Schmidt
Richard Schmidt
Stephen Statham

Vendors

4550 Post Oak Place
A B Dock Services, Inc.
A&B Valve & Piping Syst
A&E - The Graphics Comp
AC. Webster LLC
A2D Technologies, Inc.
Abandonment Consulting
ABB Inc.
ABE's Boat Rentals, Inc
Accurate NDE & Inspection
Accutest/SPL Environment
Action Specialties, LLC
Advanced Inspection Technologies
Aecher Tubular Services
AFCO
Aggreko LLC
Air and Process Service
Alford Safety Services
Alford Services Inc.
Allport Services, LLC
Alpha Marine Services,
American Bank Note Company
American Fire & Safety
American Oil & Gas Reporter
Andrew Dingee
Andrew Fletcher
ANR Pipeline Company
Aon Risk Services Centre
Aon Risk Services of Texas
Aon Risk Services South
Aon Risk Services, Inc.
Apex FCC Oilfield Services
Archer Production & Com
Argus Media Inc.
Ari Nachmanoff
Arthur J Gallagher

ASCE
Aspen Publishers
Assurant Employee Benefit
Astro-Bond Co., Inc.
AT&T
AT&T Mobility
Atkinson Bros. Agency
Atlantic Communications
Aviation Spectrum Resources
Axon Pressure Products
B & B Oilfield
B.O.P. Controls, Inc.
BABC
Baker & Hostetler, L.L.
Baker Hughes Inteq
Baker Oil Tools USE# 19
Bandel Interests LLC
Barbara George
Becky Shaw
Becky Yonts
Bell, Ryniker & Letourn
Bennett & Associates
Betsy Cleland
Bingham McCutchen LLP
BJ Chemical Services
BJ Services Company (US)
Bluewater Rubber & Gasket Co
Boa Marine Services, In
Bracewell & Giuliani LLP
Brent Longnecker
Brian Nelson
Broadridge
Bronco Oilfield Service
Brother International
Brunswick Press, Inc.
BSI

Byrd Interior Construct
C&C Technologies
C&G Boats Inc
C.G. Heinsbroek
Cajun Audits, LLC
Cajun Cutters, Inc.
Cameron Cable & Cordage
Camp for All
Carroll's Discount Office
CCS Midstream Services,
CDL Inc.
Central Dispatch, Inc.
CFS Services, Inc.
CGLIC
Chalmers, Collins & Alwell
Charles Dubois
Chevron North America Exploration and
Production
Chevron Pipe Line Company
Christopher Heflin
Citrix Online
Citrix Systems, Inc.
Clark Walraven
Clarkson Research Services
Clay Wilkins
Clean Tank LLC
Clerk, Supreme Court
Clinical Science, Inc.
C-Logistics
CM Service Company, Inc
Coastal Supply Inc
Cobolt International Energy
Comcast
COMM Engineering
Comptroller of Public Accounts
Computer Packages Inc.
Concentric Pipe & Tool
Continental Controls Co
Con-Way Freight
Conyers, Dill and Pearman
Core Laboratories LP
CPC Pumps International
C-Port
Cranesmart America Inc.
Cravath, Swaine & Moore
Creel & Associates, Inc
Crime Prevention Security Systems
CT Corporation
CT Corporation System
CUSIP
DataVox, Inc.
Dave Moehrman
Davis-Lynch, Inc.
Deepwell Rentals Inc
Delaware Secretary of State
Delmar Systems, Inc.
Deloitte & Touche LLP
Delta Wave Communications, Inc.
Department of Interior
Destin Pipeline Company
Deutsch, Kerrigan & Stiles
Devin International, In
Diamond Tank Rentals
Doug Granger
Dow Jones & Co.
DTS
Dynamic Industries, Inc
Dynasty Transportation,
E&P Wireline Services,
Eaton Oil Tools
EDG Incorporated
EL Paso Production Comp
Elizabeth Patterson
EnerCom, Inc.
Energy Data Solutions, LLC
Enterprise Crude Pipeline
Envirochem, LLC
eProduction Solutions, Inc.
EPS Logistics Company
EQECAT, Inc.
Erin Rachal
Evans Rentals, Inc.
Excalibur Exhibits
Exmar Offshore Company
Express Supply & Steel, LLC
Expro Americas Offshore
Expro Production Wireline
Extreme Energy Services
Exxon/Mobil Exploration
EZ Custom Software Solutions, Inc
Fastorq LLC
Fastrack Services, Inc.

FC Business Intelligence
FedEx Freight
Fidelity Security Life
Fieldstone Services
First Insurance Agency, Inc.
Flemming Zulack William
Flow Control
FMC Technologies, Inc.
Forristall Ocean Engine
FPS - New Orleans
Francis Drilling Fluids
Frank Miletello, Jr.
GAI-Tronics Inc.
Galliano Waste Disposal
Garden Banks NGL Bank
Gas Strategies Group LTD
Gator Tank Rentals, Inc
Gaus Anodes International
GBA - Corona, Inc.
General Marine Leasing
General Monitors
GL Industrial Services
Global Maritime
Golden Hawk, Inc.
GOM Shelf LLC
Graham Gulf Inc.
Greenberg Traurig, LLP
Gulf Coast Environmental
Gulf Coast Exterminator
Gulf Coast Measurement Inc.
Gulf Economic Survival
Gulf Island, LLC
Gulfmark Americas, Inc.
H & S Oilfield Services
HB Rentals, Inc.
Helix Energy Solutions
Hercules Liftboat Company
Hess Club
Hilton Weaver Jr.
HLR Controls, Inc.
Holiday, LLC
Holloway-Houston, Inc.
HOS Port, LLC
Houston Association of Professional
Landmen
Houston Bar Association
Houston Business Journal
Houston Chapter - API
Houston Chronicle
Houston Producers Forum
HPF
Huron Consulting Services LLC
Hydralift AmClyde, Inc.
Hydratight Operations, Inc.
I&E Technologies, LLC
Impact Risk Solutions, LLC
Impact Weather, Inc.
Imperial Credit Corporation
Industrial Welding Supply, Inc.
Instrument & Valve Services
InterMoor, Inc.
International Marine
Intertek Wisco
IPAA
IPAA OGIS
iSys Media
J. Schneider and Associate
J.H. Walker Trucking
Jack Dickson
James Kent Gilliam
James Wells
JCC Services, Inc.
Jeffery Davidson
Jeffrey Young
Jennifer Johnson
Jeremy L Ham
Jeremy Richards
Jerry Haney
Jerry Wenzel
Jess Johnson Consulting
JMB Capital Partners LP
Joe Basco
Joe's Septic Contractor
John Crane Inc.
John H. Carter Co, Inc
John Taylor Consultant
John W. Stone Oil Distributor LLC
Jon R. Dunn
Jones Walker
JPMorgan Chase Bank NA
K & B Machine Works
Kaplan Management

Kennedy, Jerry R.
Kevin Horton
KGM Express, Inc.
Kilgore Marine Services
Kim Williamson
Kindrick & Luther
Klein ISD
Knapp Lock & Safe
Knight Well Services
Impact Selector Inc.
Kongsberg Process Simulation
L & B Transport LLC
L&L Oil And Gas Service
La Quinta Inns
Laris Insurance Agency
Latonya J. Brown
Lawyer's Aid Service, Inc.
Lee Graphics Inc
Levick Strategic Communication
Liberty Services, Inc.
Life Insurance Co. NA
Living Faith Baptist Church
LLOG Exploration Co.
Lone Star Ride Fighting AIDS
Louisiana Dept of Revenue
Louisiana Safety System
Louisiana Coastal Management LLC
M & M Oil Tools, Inc.
Magnum Mud Equipment Co.
MailFinance
Mako Rentals, Inc.
Mako Technologies, Inc.
Marine Chemists of Louisiana
Marine Equipment Inc.
Martin Terminal, Inc.
Martin-Decker Totco
Master Flo Valve (USA)
Maurice Miller
McDonald Bottom Hole Pressure Specialists
McMillan LLP
Mercer Human Resource Consulting
Merrick Systems Inc
MHD Offshore Group
Michael D. Phillipus
Millenium Hilton
Miller Insurance Service
Min Rao
Minerals Management Service (MMS)
Munsch Hardt Kopf & Harr
NAPE Expo
National Corporate Research, Ltd (NCR)
National Investor Relations Institute (NIRI)
National Ocean Industries Association (NOIA)
National Tank Company
Nautical Solutions
Powerhouse, Inc.
PPI Technology Services
Praxair Surface Technology
Precision Directional Services
Precision Powered Products
Premier Chemical Technologies
Pressure Control Specialists
Process Piping Material
Production Filter Sales
Professional Wireline Rentals LLC
PSI Midstream
Pulse Structural Monitor
Quality Cable Installer
Quality Preheat & Press
R and D Enterprises
R.E.M. Solutions Inc
Ramon Perez Trust
Ranger Specialty & Supply
Raymond George
Redding
Reed & Scardino LLP
Reel Pipe, L.L.C.
Reliant Energy
Richard Jacobs
Robert C. Wynn
Russell Scott Moree
Ryan Pellegrin
Safety Environmental & Operational Training, Inc
Saipem America Inc.
Saladin Pump & Equipment Co Inc.
Sam Broussard Trucking
Sara B. Guerra
Save the Blue, Inc.
Schlumberger Well Services
Seaboard Wellhead, Inc.

Seal-Tite International
Seamar Fabricators, LLC
Seanic Ocean Systems
Secon, Inc.
Seismic Micro-Technology
Sermatech International
Shell Pipeline Co. LP
Simons Petroleum
Sky High for St. Jude
Society for Human Resources
Knox Insurance Group
Nautical Ventures, LLC
Neopost USA
New Century Rentals Inc
New Century Systems
Newlin Capital Partners
Nexen Petroleum Offshore
NSI Upstream
Ocean Flow International
Ocean Star Gala
Oceanweather Inc.
Odyssey Marine Inc.
Offshore Liftboats, LLC
Offshore Marine Contractors Limited
Offshore Oil Scouts Association
Offshore Operators Committee (OOC)
Offshore Quality Group
Offshore Suppliers, LLC
OFIS Communications LP
OFS, Inc.
Oil & Gas Evaluations & Consulting
Oil and Gas Journal
Optimized Systems & Solutions
Oracle Credit Corporation
Paige Company Container
Paleo Data
Parker Hannifin Corporation
Patriot Group Ltd.
Patterson Services Inc
Paul M. Oen
Paul's Agency, LLC
Pennwell Corporation
Pentagon Publishing, Inc
Petex, Inc.
Petro Energy Group
Petro-Chem Equipment
Petroleum Accountants Society
Petroleum Engineers, Inc.
Petroleum Institute for Continuing
Education (PEICE)
Petro-Marine Underwriters Inc
PGS Americas, Inc.
Pink Ribbons Project
Platt W. Davis III Trust
Point Eight Power, Inc.
Pore Pressure Consultant
Porter & Hedges, L. L.C.
Society of Corporate Secretaries and
Governance Professionals
Sol Insurance Limited
South Beach Capital Markets
South Louisiana Economic Council
South Texas Production
Southern District Reporters
Southern Specialty & Supply
Southern States Offshore, Inc.
SPC Rentals
Spectrum Geo Inc.
Speedy Picture Framing
St. Martin Oil & Gas, Inc.
Stampit Industries Inc.
Standard and Poor's
Staples Business Advantage
Star Measurement
State Bar of Texas
State of Louisiana Department of Natural
Resources
Steve Appel Enterprises
Stewart Tubular Product
Stokes & Spiehler Offshore
Strategic Direction Resources, Inc.
Stress Engineering Services
Superior Pressure Control LLC
Superior Supply & Steel
T.N.T. Rental Tools LLC
Talk Point Communication
TAM International, Inc
Targa Midstream Service
Tarpon Rental, Inc.
TBS Factoring Service,
Team One Logistics, LLC
Technical & Quality Sol

Telos Resources, LLC	Unlimited Supply, Inc.
Tennessee Gas Pipeline	Upstream AS
Terramar Networks LLC	US Coast Guard Vessel I
Texas Society of CPAS	US Department of Commerce
TGS-NOPEC Geophysical Company	Vallourec & Mannesmann
The Altman Group, Inc.	Venice Energy Services
The Downtown Club	Versabar, Inc.
The Junior League of Houston	Viking Engineering LC
The Logic Group	Vinson & Elkins
The Nasdaq Stock Market	Wastewater Specialties
The Wall Street Journal	Waterdraws LLC
The Wall Street Transcript	Weather Research Center
Thomas Kucera	Weatherford US LP
Thomson Financial Corporation	Well Control School
Thomson Reuters Markets	WellPoint Systems, Inc.
Tiger Safety	West Engineering Services
Timothy R. Sampson	Westcreek at River Oaks
Titan of Texas	Western GECO L.L.C.
Tobias Inc.	Whitco Supply
Tom Baker Insurance Agency	White Lightning Hotshot
Total Production Supply	Wild Well Control, Inc.
Total Rentals	Will Paulsen
Travis Broussard	William T. Daugherty
Tri Drill, Inc.	Wolters Kluwer Law & Business
Tri Star Protector Service	Wood Group L.I.T. USA
Triad Pipe & Steel Company	Wood Group Pressure
Triple H Chemicals, Inc	Woodallen Photography
Triton Data Services	WorkForce
Trotti Service Company	Workover Equipment Rental Company
Trunkline Gas Company	World Oilman's Tennis Tournament
Tyco Fab	Wright & Percy Insurance
U.S. Coast Guard - Civil Engineering Unit	Xtreme Service Group, Inc
U.S. Recovery System Inc	Yvette Pena
Unishippers	Zbyte Data Services
University of Texas	Zee Plastics, Inc.
University of Tulsa Continuing Education	Zeus Development Corporation

Working Interest Holders

Badger Oil Corporation	Marubeni Offshore Production
Challenger Minerals Inc.	Marubeni Oil & Gas (USA) Inc.
Falcon South Power Inc.	Maxus (U.S.) Exploration
Fidelity Exploration & Production Company	Millennium Offshore Group
Hydro GOM "USE# 3813"	Nippon Oil Exploration U.S.A.
LLOG Exploration Offshore	Ocean Energy, Inc.
Magnum Hunter Production, Inc.	Remington Oil & Gas
Marathon Oil Company	Ridgewood Energy Corporation

Sojitz Energy Venture, Inc.

Committee Members and Counsel

Capital Ventures International
Brown Rudnick LLP
Burnham Securities Inc.
Deep South Chemical, Inc.
Duff & Phelps

ERA Helicopters LLC
Alpha Rental Tools, Inc.
Schlumberger Technology Corporation
M-I, LLC d/b/a M-I SWACO
Snow Fogel Spence LLP

Other Parties Filing Notices of Appearance

4600 Post Oak Place, Ltd.
ArcLight Capital Partners, LLC
Barry Graham Oil Service, L.L.C.
CLP Energy LLC
Dockwise Shipping B.V.
Enterprise GTM Offshore Operating Company,
L.L.C.
Exterran (UK) Limited
GMZ Energy Holdings LLC
HBK Main Street Investments

Magnetar Capital LLC, Magnetar Financial
LLC, MTP Energy Managemetn LLC
Poseidon Oil Pipeline Company, L.L.C.
Riverside Claims LLC
RLI Insurance Company
TM Energy Holdings LLC
United States Securities & Exchange
Commission
UniversalPegasus International, Inc.

Schedule 2 to Moore Declaration**Connections to Potential Parties in Interest**

Party Name	Relationship to Debtor	Relationship to Milbank¹
ABB Inc.	Vendor	Affiliate of former client on unrelated matter
ABN-AMRO	Banking relationship	Current client on unrelated matters
Alliance Bernstein	Bond Holder	Current client on unrelated matters
Allianz	Bond Holder	Current client on unrelated matters
Aon Risk Services	Vendor	Former client on unrelated matters
Aquila Energy Capital Corporation	Royalty Interest Holder	Affiliate of former client on unrelated matter
ArcLight Capital Partners, LLC	Party Filing Notice of Appearance	Current client on unrelated matters
AT&T	Vendor	Former client on unrelated matters
AXA	Bond Holder	Current client on unrelated matters
Baker Hughes	Creditor	Former client of Milbank attorney on unrelated matter
Bank Hapoalim	Banking relationship	Current client on unrelated matter
Barclays Bank PLC	Banking Relationship	Current client on unrelated matters
BBVA/Compass	Banking relationship	Affiliate of current client on unrelated matters
Beal Bank	Other lender	Former client of Milbank attorney on unrelated matters
Blackrock	Bond Holder	Current client on unrelated matters
BlueMountain Capital	Bond Holder	Current client on unrelated matters

¹ A “current client” is an entity for which there are, as of the date hereof, active matters on which Milbank is engaged; a “former client” is an entity that previously engaged Milbank on unrelated matters and for which there are no active matters as of the date hereof, but for which there may in the future be active matters. Use of the word “potential” before such designations signifies entities for which Milbank was unable to determine whether the similarities of names was a coincidence or whether the party in interest is related to a client in Milbank’s databases. Milbank does not represent any “potential” clients in matters related to the Chapter 11 Case. Please note that the identification of a party in interest on Schedule 2 is not an admission of a conflict, disabling or otherwise.

Party Name	Relationship to Debtor	Relationship to Milbank¹
BP America Production Co.	Creditor	Current client on unrelated matters
Bracewell & Giuliani LLP	Vendor	Former client on unrelated matter
Broadpoint	Creditor	Current client on unrelated matter
Broadridge	Vendor	Current client on unrelated matters
Canyon Capital Advisors	Bond Holder	Current client on unrelated matters
CapRock Communications, Inc.	Contract counterparty	Affiliate of former client of Milbank attorney on unrelated matter
Chevron	Creditor	Current client on unrelated matters
Cinergy	Royalty Interest Holder	Former client of Milbank attorney on unrelated matters
Citicorp North America, Inc.	Creditor	Current client on unrelated matters
Claren Road Asset Management	Bond Holder	Current client on unrelated matters
Clariant Corporation	Contract counterparty	Former client of Milbank attorney on unrelated matter
Comcast	Vendor	Former client of Milbank attorney on unrelated matter
Continental Casualty Company	First Lien Lender	Former client on unrelated matters
Cornerstone	Construction Counterparty	Affiliate of former client of Milbank attorneys on unrelated matters
Credit Suisse AG	First Lien Lender	Current client on unrelated matters
D.E. Shaw Investment Management, L.L.C	Key Shareholder	Affiliate of current clients on unrelated matters
Deloitte & Touche LLP	Vendor	Former client on unrelated matter
Department of Justice	Law Firm Engaged in Ongoing Litigation	Former client of Milbank attorney on unrelated matters
Dow Jones & Co.	Vendor	Current client on unrelated matters
Duff & Phelps	Professional	Former client on unrelated matters
Enron North America	Royalty Interest Holder	Affiliate of former client on unrelated matters
Ernst & Young, L.L.P.	Professional	Former client of Milbank attorneys on unrelated matters

Party Name	Relationship to Debtor	Relationship to Milbank¹
Federated Investors	Bond Holder	Current client on unrelated matter
Fidelity Central Investment Portfolios LLC – Fidelity Floating Rate Central Fund	First Lien Lender	Affiliate of current clients on unrelated matters
Fidelity Floating Rate High Income Investment Trust	First Lien Lender	Affiliate of current clients on unrelated matters
Fidelity Management & Research Company	Bond Holder	Current client on unrelated matters
Fidelity Summer Street Trust – Fidelity Series Floating Rate High Income Fund	First Lien Lender	Affiliate of current clients on unrelated matters
Fortress Credit Opportunities I LP	First Lien Lender	Affiliate of former client of Milbank attorneys on unrelated matters
Franklin Advisers	Bond Holder	Current client on unrelated matter
GE Oil & Gas, Inc.	Creditor	Affiliate of current client on unrelated matters
Global Industries Offshore, L.L.C.	Contract counterparty	Former client of Milbank attorney on unrelated matter
Greenberg Traurig LLP	Vendor	Current client on unrelated matter
Halliburton Energy Services, Inc.	Contract counterparty	Affiliate of former client of Milbank attorney on unrelated matter
HBK Main Street Investments	Party filing notice of appearance	Affiliate of former client on unrelated matters
Herbert Smith LLP	Professional	Former client of Milbank attorney on unrelated matter
Hess Corporation	Operator	Former client on unrelated matters
Jefferies & Company, Inc.	Professional	Current client on unrelated matters
JLT Insurance Group	Insurer	Current client on unrelated matters
JPMorgan Chase Bank NA	Vendor	Current client on unrelated matters
KLS Diversified Master Fund L.P.	First Lien Lender	Affiliate of current client on unrelated matter
KPMG	Creditor	Former client of Milbank attorneys on unrelated matters
Lexis Nexis	Creditor	Former client on unrelated matters
Macquarie Americas Corporation	Royalty Interest Holder	Affiliate of current client on unrelated matters

Party Name	Relationship to Debtor	Relationship to Milbank¹
Macquarie Bank Limited	Creditor	Current client on unrelated matters
Macquarie Investments LLC	Creditor	Affiliate of current client on unrelated matters
Magnatar Financial LLC	Party filing notice of appearance	Affiliate of current client on unrelated matter
Marathon Oil Company	Working Interest Holder	Former client of Milbank attorney on unrelated matters
Moody's Investors Service	Creditor	Former client of Milbank attorney on unrelated matters
Morgan Stanley Senior Funding Inc.	First Lien Lender	Current client on unrelated matters
Nabors Offshore Corporation	Creditor	Current client on unrelated matters
Neuberger Berman	Bond Holder	Current client on unrelated matters
O'Brien's Response Management Inc.	Creditor	Affiliate of current client on unrelated matter
Oppenheimer Funds	Bond Holder	Former client of Milbank attorney on unrelated matters
Oppenheimer Master Loan Fund LLC	First Lien Lender	Affiliate of former client of Milbank attorney on unrelated matters
Oppenheimer Senior Floating Rate Fund	First Lien Lender	Affiliate of former client of Milbank attorney on unrelated matters
Oracle America, Inc.	Creditor	Affiliate of former client of Milbank attorney on unrelated matters
Oracle Credit Corporation	Vendor	Affiliate of former client of Milbank attorney on unrelated matters
Petrobras America Inc.	Royalty Interest Holder	Current client on unrelated matters
PricewaterhouseCoopers LLP	Creditor	Current client on unrelated matters
Putnam Investment Management	Bond Holder	Current client on unrelated matters
Rockwell Collins Inc.	Creditor	Former client of Milbank attorney on unrelated matter
Sankaty ATP, LLC	Overriding Royalty Interest and Net Profit Interest Holder	Affiliate of current client on unrelated matters

Party Name	Relationship to Debtor	Relationship to Milbank¹
Sankaty Credit Opportunities IV, L.P.	Overriding Royalty Interest and Net Profit Interest Holder	Affiliate of current client on unrelated matters
Sankaty Managed Account (UCAL), L.P.	Overriding Royalty Interest and Net Profit Interest Holder	Affiliate of current client on unrelated matters
Seacor Marine, Inc.	Creditor	Affiliate of current client on unrelated matters
Shell Energy North America (US), L.P.	Royalty Interest Holder / Largest Customer	Affiliate of current client on unrelated matters
Shell Offshore Property	Royalty Interest Holder	Affiliate of current client on unrelated matters
Shell Offshore, Inc.	Royalty Interest Holder	Affiliate of current client on unrelated matters
Shell Pipeline Co. LP	Vendor	Affiliate of current client on unrelated matters
Shell Trading (US) Company	Royalty Interest Holder / Largest Customers	Affiliate of current client on unrelated matters
Siemens Industry Inc.	Creditor	Affiliate of current client on unrelated matter
Sojitz Energy Venture, Inc.	Working Interest Holder	Affiliate of current client on unrelated matters
Sprint	Creditor	Former client of Milbank attorneys on unrelated matters
State Street Corporation	Bond Holder	Current client on unrelated matters
Tennessee Gas Pipeline	Vendors	Former client of Milbank attorney on unrelated matters
Tesco Corporation	Contract Counterparty	Former client of Milbank attorney on unrelated matters
The Bank of New York Mellon	Creditor	Current client on unrelated matters
The Houston Exploration Company	Royalty Interest Holder	Former client of Milbank attorney on unrelated matters
TotalFinaElf	Royalty Interest Holder	Affiliate of current client on unrelated matter
Travelers Casualty & Surety Company of America	Insurer	Affiliate of current clients on unrelated matters
UBS	Bond Holder	Current client on unrelated matters
Verizon Wireless	Creditor	Affiliate of current client on unrelated matters

Party Name	Relationship to Debtor	Relationship to Milbank¹
WellPoint Systems, Inc.	Vendor	Former client of Milbank attorney on unrelated matters
White Oak Energy L.L.C.	Royalty Interest Holder	Former client of Milbank attorney on unrelated matter

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

In re:)	Chapter 11
)	
ATP OIL & GAS CORPORATION,)	Case No. 12-136187
)	
Debtor.)	Hon. Marvin Isgur
)	

**ORDER UNDER 11 U.S.C. § 1103, FED. R. BANKR. P. 2014 AND 5002 AND LOCAL
RULE 2014-1, AUTHORIZING RETENTION AND EMPLOYMENT OF
MILBANK, TWEED, HADLEY & M^cCLOY LLP AS COUNSEL TO OFFICIAL
COMMITTEE OF UNSECURED CREDITORS OF ATP OIL & GAS CORPORATION,
EFFECTIVE AS OF SEPTEMBER 4, 2012**

Upon the application, dated October 4, 2012 (the "Application"), of the Official Committee of Unsecured Creditors (the "Committee") of ATP Oil & Gas Corporation (the "Debtor") in the above-captioned chapter 11 case, for entry of an order authorizing the retention and employment of Milbank, Tweed, Hadley & M^cCloy LLP ("Milbank"), effective as of September 4, 2012, as counsel for the Committee, pursuant to section 1103(a) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the "Bankruptcy Code"), rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and rule 2014-1 of the Bankruptcy Local Rules for the Southern District of Texas (the "Local Rules"); and the Court having considered the declaration of Robert Jay Moore, sworn to October 4, 2012 (the "Moore Declaration"), in connection with the Application; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided, and it appearing that no other or further notice need be provided; and the Court having reviewed the

Application; and the Court having determined that the legal and factual bases set forth in the Application and the Moore Declaration establish just cause for the relief granted herein and that Milbank represents no interest adverse to the Debtor's estate or to any class of creditors or equity security holders in the matters upon which Milbank is to be engaged and that Milbank is disinterested within the meaning of 11 U.S.C. § 101(14); and upon all of the proceedings had before the Court, and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED that the Application is granted, effective as of September 4, 2012; and it is further

ORDERED that Milbank's employment is necessary and is in the best interest of the Debtor's estate, its creditors, and other parties in interest, and Milbank's hourly rates for its paralegals and attorneys described in the Moore Declaration are reasonable; and it is further

ORDERED that pursuant to section 1103(a) of the Bankruptcy Code, Bankruptcy Rules 2014 and 5002 and Local Rule 2014-1, the Committee is authorized to employ and retain Milbank, effective as of September 4, 2012, as counsel for the Committee, on the terms set forth in the Application and the Moore Declaration, as provided herein; and it is further

ORDERED that Milbank shall be compensated upon appropriate application in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any interim compensation procedures order entered in this case; and it is further

ORDERED that the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: Houston, Texas
_____, 2012

HONORABLE MARVIN ISGUR
UNITED STATES BANKRUPTCY JUDGE