

ENTERED  
06/13/2013IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

In re: § Chapter 11  
ATP Oil & Gas Corporation, §  
Debtor. § Case No.: 12-36187  
§ Hon. Marvin Isgur

**ORDER AUTHORIZING DEBTOR'S EMERGENCY MOTION FOR ENTRY OF AN  
ORDER PURSUANT TO §§ 105 AND 363 AUTHORIZING THE INTERIM USE OF  
CASH COLLATERAL**

Upon consideration of the Debtor's Emergency Motion for Entry of an Order Pursuant to §§ 105 and 363 Authorizing the Interim Use of Cash Collateral (the "**Motion**"); and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A); and proper and adequate notice of the Motion and the hearing thereon having been given; and it appearing that no other or further notice being necessary, and it appearing that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtor and its estate; and after due deliberation and sufficient cause appearing therefore; it is hereby ORDERED THAT:

1. The Motion is GRANTED.
2. The Debtor is authorized to use Cash Collateral<sup>1</sup> pursuant to the budget attached hereto as Exhibit A for the period from June 10, 2013 through and including June 21, 2013 subject to and consistent with the terms and conditions of the *Interim Order Pursuant to 11 U.S.C. §§ 105, 107, 361, 362, 363, 364 and 507 (1) Approving Postpetition Financing*, (2)

<sup>1</sup>Capitalized terms not defined herein have the meaning given to them in the Final DIP Order (as defined below).



*Authorizing Use of Cash Collateral, (3) Granting Liens and Providing Superpriority Administrative Expense Status, (4) Granting Adequate Protection, (5) Modifying Automatic Stay, (6) Authorizing Debtor to File the Fee Letter Under Seal and (7) Scheduling a Final Hearing (Docket No. 126), as modified by the Supplemental Order on Debtor's Emergency Motion For Order Approving Post-Petition Financing and Related Relief (Docket No. 128) (together, the "**Interim DIP Order**"), the Final Order Pursuant to 11 U.S.C. §§ 105, 107, 361, 362, 363, 364 and 507 (1) Approving Postpetition Financing, (2) Authorizing Use of Cash Collateral, (3) Granting Liens and Providing Superpriority Administrative Expense Status, (4) Granting Adequate Protection, (5) Modifying Automatic Stay and (6) Authorizing Debtor to File the Fee Letter Under Seal (Docket No. 440) (the "**Final DIP Order**"), the Order Pursuant to Bankruptcy Code Sections 105, 361, 362, 363, 364 And 507 Authorizing the Debtor to Enter Into Amendment No.2 to the Dip Credit Agreement (Docket No. 986) (the "**Amendment No. 2 Order**"), and the Final Order Pursuant to Bankruptcy Code Sections 105, 361, 362, 363, 364 and 507 Authorizing the Debtor to Entere Into Amendment No. 3 to the DIP Credit Agreement (Docket No. 1489) (the "**Amendment No. 3 Order**").*

3. This Order, and the use of Cash Collateral authorized by this Order, are subject to the protections granted (whether granted to the DIP Lenders, the Second Lien holders, or other lien holders or any other person) in the Interim DIP Order, the Final DIP Order, the Amendment No. 2 Order, or the Amendment No. 3 Order.

SIGNED June 13, 2013.

  
MARVIN ISGUR  
UNITED STATES BANKRUPTCY JUDGE

ATP OIL & GAS		6/10/2013	6/11/2013	6/12/2013	6/13/2013	6/14/2013	6/15/2013	6/16/2013	6/17/2013	6/18/2013	6/19/2013	6/20/2013	6/21/2013
2013 PLAN - DAILY CASH FLOW		Ref											
WEEK BEGINNING 6/10/2013													
<b>CURRENTLY DUE</b>													
LOE Expenses													
Delay		\$	-	\$	-	\$	239	\$	-	\$	-	\$	-
Excluded Property			-	-	-	-	-	-	-	-	-	-	-
Cometz			-	11	8	440	-	-	-	459	-	-	-
Idle Iron			-	-	-	184	-	-	-	-	-	-	-
Insurance			-	2,614	-	-	-	-	-	-	89	-	-
Acquired Property			5	390	-	164	-	-	-	-	-	-	-
Various			-	-	-	10	-	-	-	-	-	-	-
Contingency/Pre-Pays			-	-	-	166	-	-	-	-	-	-	-
CapeX/Maintenance			-	-	-	568	-	-	-	-	-	-	-
P&A Expenses			-	-	-	-	-	-	-	-	-	-	-
Govt Distributions			-	-	-	-	-	-	-	-	-	-	-
Owner Distribution			-	-	-	-	-	-	-	-	-	-	-
ORRI Payments			-	-	-	-	-	-	-	-	-	-	-
NPI Payments			-	-	-	-	-	-	-	-	-	-	-
Titan Fee			-	-	-	-	-	-	-	-	-	-	-
Payroll	(1)		-	-	-	306	-	-	-	-	-	-	-
Rent			-	-	-	-	-	-	-	-	-	-	-
G&A			-	-	-	103	-	-	2	-	-	0	-
Professional Bankruptcy Fees			-	-	-	-	-	-	-	-	-	-	-
Clipper Payments			-	-	-	-	-	-	-	-	-	-	-
New Facility Interest			-	-	-	2,162	-	-	-	-	-	-	-
			\$	5	\$	8	\$	4,342	\$	461	\$	89	\$
			\$	3,015	\$	8	\$	4,342	\$	461	\$	89	\$
			\$	5	\$	8	\$	4,342	\$	461	\$	89	\$

(1) Payroll funds currently held in Green Bank account