

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re)	Chapter 11
)	
HERCULES OFFSHORE, INC., <i>et al.</i>)	Case No. 15-11685 (KJC)
)	
Debtors. ¹)	Jointly Administered
)	

**NOTICE OF AGENDA OF MATTERS SCHEDULED FOR
HEARING ON SEPTEMBER 8, 2015 AT 12:00 NOON (EASTERN TIME)²**

MATTERS UNDER CERTIFICATION:

1. Debtors’ Motion For Entry Of An Order (I) Authorizing The Debtors To File (A) Consolidated List Of Creditors And (B) Consolidated List Of Debtors’ Top Thirty-Five Creditors; (II) Waiving The Requirement To File A List Of Equity Security Holders; (III) Extending The Time, And, Upon Plan Confirmation, Waiving The Requirement, To File Schedules And Statements Of Financial Affairs; (IV) Waiving The Requirement To Convene The Section 341(A) Meeting Of Creditors; (V) Limiting Notice Required Under Bankruptcy Rule 2002; (VI) Conditionally Waiving (A) The Staffing And Budget Requirements Of The U.S. Trustee Fee Guidelines And (B) Any Applicable Requirement To Appoint A Fee Examiner; And (VII) Granting Related Relief (D.I. 4, Filed 8/13/15).

Objection Deadline: August 28, 2015 at 4:00 p.m. (Eastern Time).

Objections Received: None.

Related Pleadings:

- (a) Interim Order (I) Authorizing The Debtors To File (A) Consolidated List Of Creditors And (B) Consolidated List Of Debtors’ Top Thirty-Five Creditors; (II) Waiving The Requirement To File A List Of Equity Security Holders; (III) Extending The Time, And, Upon Plan Confirmation, Waiving The Requirement, To File Schedules And Statements Of Financial Affairs; (IV) Waiving The

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Cliffs Drilling Company (8934); Cliffs Drilling Trinidad L.L.C. (5205); FDT LLC (7581); FDT Holdings LLC (4277); Hercules Drilling Company, LLC (2771); Hercules Liftboat Company, LLC (0791); Hercules Offshore, Inc. (2838); Hercules Offshore Services LLC (1670); Hercules Offshore Liftboat Company LLC (5303); HERO Holdings, Inc. (5475); SD Drilling LLC (8190); THE Offshore Drilling Company (4465); THE Onshore Drilling Company (1072); TODCO Americas Inc. (0289); and TODCO International Inc. (6326). The Debtors’ corporate headquarters is located at 9 Greenway Plaza, Suite 2200, Houston, Texas 77046.

² The hearing will be held before Judge Kevin J. Carey at the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 5th Floor, Courtroom #5, Wilmington, Delaware 19801.

Requirement To Convene The Section 341(A) Meeting Of Creditors; (V) Limiting Notice Required Under Bankruptcy Rule 2002; (VI) Conditionally Waiving (A) The Staffing And Budget Requirements Of The U.S. Trustee Fee Guidelines And (B) Any Applicable Requirement To Appoint A Fee Examiner; And (VII) Granting Related Relief (D.I. 42, Entered 8/14/15);

- (b) Notice Of Hearing Re: D.I. 4 and 42 (D.I. 66, Filed 8/18/14); and
- (c) Certificate Of No Objection Regarding Debtors' Motion For Entry Of An Order (I) Authorizing The Debtors To File (A) Consolidated List Of Creditors And (B) Consolidated List Of Debtors' Top Thirty-Five Creditors; (II) Waiving The Requirement To File A List Of Equity Security Holders; (III) Extending The Time, And, Upon Plan Confirmation, Waiving The Requirement, To File Schedules And Statements Of Financial Affairs; (IV) Waiving The Requirement To Convene The Section 341(A) Meeting Of Creditors; (V) Limiting Notice Required Under Bankruptcy Rule 2002; (VI) Conditionally Waiving (A) The Staffing And Budget Requirements Of The U.S. Trustee Fee Guidelines And (B) Any Applicable Requirement To Appoint A Fee Examiner; And (VII) Granting Related Relief (D.I. 114, Filed 9/3/15).

Status: A certificate of no objection has been filed with the Court. Pursuant to the terms of the Interim Order, the Interim Order became a Final Order when the Objection Deadline passed without objection; therefore, no further hearing or order is necessary.

- 2. Motion Of Hercules Offshore, Inc., *et al.*, For Interim And Final Orders Authorizing, But Not Directing, The Debtors To (I) Pay Prepetition Wages, Salaries And Other Compensation, (II) Pay Prepetition Payroll Taxes And Benefits And Continue Benefit Programs In The Ordinary Course, And (III) Direct Banks To Honor Checks For Payment Of Prepetition Employee Payment And Program Obligations (D.I. 6, Filed 8/13/15).

Objection Deadline: August 28, 2015 at 4:00 p.m. (Eastern Time).

Objections Received: None.

Related Pleadings:

- (a) Interim Order Authorizing, But Not Directing, The Debtors To (I) Pay Prepetition Wages, Salaries And Other Compensation, (II) Pay Prepetition Payroll Taxes And Benefits And Continue Benefit Programs In The Ordinary Course, And (III) Direct Banks To Honor Checks For Payment Of Prepetition Employee Payment And Program Obligations (D.I. 44, Entered 8/14/15);
- (b) Notice Of Hearing Re: D.I. 6 and 44 (D.I. 65, Filed 8/18/15); and

- (c) Certificate Of No Objection Regarding Motion Of Hercules Offshore, Inc., *et al.*, For Interim And Final Orders Authorizing, But Not Directing, The Debtors To (I) Pay Prepetition Wages, Salaries And Other Compensation, (II) Pay Prepetition Payroll Taxes And Benefits And Continue Benefit Programs In The Ordinary Course, And (III) Direct Banks To Honor Checks For Payment Of Prepetition Employee Payment And Program Obligations (D.I. 115, Filed 9/3/15).

Status: A certificate of no objection has been filed with the Court. Pursuant to the terms of the Interim Order, the Interim Order became a Final Order when the Objection Deadline passed without objection; therefore, no further hearing or order is necessary.

- 3. Motion Of Hercules Offshore, Inc., *et al.*, For Entry Of An Order Authorizing The Debtors To Pay Prepetition Claims Of General Unsecured Creditors In The Ordinary Course Of Business (D.I. 7, Filed 8/13/15).

Objection Deadline: August 28, 2015 at 4:00 p.m. (Eastern Time).

Objections Received: None.

Related Pleadings:

- (a) Interim Order Authorizing The Debtors To Pay Prepetition Claims Of General Unsecured Creditors In The Ordinary Course Of Business (D.I. 45, Entered 8/14/15);
- (b) Notice Of Hearing Re: D.I. 7 and 45 (D.I. 67, Filed 8/18/15);
- (c) Certificate Of No Objection Regarding Motion Of Hercules Offshore, Inc., *et al.*, For Entry Of An Order Authorizing The Debtors To Pay Prepetition Claims Of General Unsecured Creditors In The Ordinary Course Of Business (D.I. 116, Filed 9/3/15); and
- (d) Proposed Form Of Order (Final).

Status: A certificate of no objection has been filed with the Court.

- 4. Motion Of Hercules Offshore, Inc., *et al.*, For Entry Of Interim And Final Orders Authorizing, But Not Directing, The Debtors To Pay Certain Taxes (D.I. 8, Filed 8/13/15).

Objection Deadline: August 28, 2015 at 4:00 p.m. (Eastern Time).

Objections Received: None.

Related Pleadings:

- (a) Interim Order Authorizing, But Not Directing, The Debtors To Pay Certain Taxes (D.I. 46, Entered 8/14/15);
- (b) Notice Of Hearing Re: D.I. 8 and 46 (D.I. 68, Filed 8/18/15);
- (c) Certificate Of No Objection Regarding Motion Of Hercules Offshore, Inc., *et al.*, For Entry Of Interim And Final Orders Authorizing, But Not Directing, The Debtors To Pay Certain Taxes (D.I. 117, Filed 9/3/15); and
- (d) Proposed Form Of Order (Final).

Status: A certificate of no objection has been filed with the Court.

5. Motion Of Hercules Offshore, Inc., *et al.*, For Authorization To: (1) Continue Pre-Petition Insurance Program And (2) Pay Any Pre-Petition Premiums And Related Obligations (D.I. 9, Filed 8/13/15).

Objection Deadline: August 28, 2015 at 4:00 p.m. (Eastern Time).

Objections Received: None.

Related Pleadings:

- (a) Interim Order Granting Motion Of Hercules Offshore, Inc., *et al.*, For Authorization To: (1) Continue Pre-Petition Insurance Program And (2) Pay Any Pre-Petition Premiums And Related Obligations (D.I. 47, Entered 8/14/15);
- (b) Notice Of Hearing Re: D.I. 9 and 47 (D.I. 65, Filed 8/18/15); and
- (c) Certificate Of No Objection Regarding Motion Of Hercules Offshore, Inc., *et al.*, For Authorization To: (1) Continue Pre-Petition Insurance Program And (2) Pay Any Pre-Petition Premiums And Related Obligations (D.I. 118, Filed 9/3/15).

Status: A certificate of no objection has been filed with the Court. Pursuant to the terms of the Interim Order, the Interim Order became a Final Order when the Objection Deadline passed without objection; therefore, no further hearing or order is necessary.

6. Motion Of Hercules Offshore, Inc., *et al.*, For Entry Of Interim And Final Orders (A) Authorizing The Debtors To (I) Continue To Operate Their Cash Management System, (II) Honor Certain Prepetition Obligations Related Thereto, (III) Maintain Existing Business Forms, And (IV) Continue To Perform Intercompany Transactions, (B) Authorizing And Directing The Debtors' Banks To Honor All Related Payment Requests, (C) Waiving The Debtors' Compliance With Investment Guidelines Set Forth In Section 345(b) Of The Bankruptcy Code And (D) Granting Related Relief (D.I. 10, Filed 8/13/15).

Objection Deadline: August 28, 2015 at 4:00 p.m. (Eastern Time).

Objections Received: None.

Related Pleadings:

- (a) Interim Order Granting Motion Of Hercules Offshore, Inc., *et al.*, For Entry Of Order (A) Authorizing The Debtors To (I) Continue To Operate Their Cash Management System, (II) Honor Certain Prepetition Obligations Related Thereto, (III) Maintain Existing Business Forms, And (IV) Continue To Perform Intercompany Transactions, (B) Authorizing And Directing The Debtors' Banks To Honor All Related Payment Requests, (C) Waiving The Debtors' Compliance With Investment Guidelines Set Forth In Section 345(b) Of The Bankruptcy Code And (D) Granting Related Relief (D.I. 48, Entered 8/14/15);
- (b) Notice Of Hearing Re: D.I. 10 and 48 (Final) (D.I. 64, Filed 8/18/15); and
- (c) Certification Of Counsel Regarding Motion Of Hercules Offshore, Inc., *et al.*, For Entry Of Interim And Final Orders (A) Authorizing The Debtors To (I) Continue To Operate Their Cash Management System, (II) Honor Certain Prepetition Obligations Related Thereto, (III) Maintain Existing Business Forms, And (IV) Continue To Perform Intercompany Transactions, (B) Authorizing And Directing The Debtors' Banks To Honor All Related Payment Requests, (C) Waiving The Debtors' Compliance With Investment Guidelines Set Forth In Section 345(b) Of The Bankruptcy Code And (D) Granting Related Relief (D.I. 109, Filed 9/3/15).

Status: No objections or responses were received. The Debtors have filed a proposed form of final order consistent with the revisions previously made to the Interim Order in agreement with the United States Trustee. No further hearing is necessary unless required by the Court.

- 7. Motion Of Hercules Offshore, Inc., *et al.*, For Interim And Final Orders (I) Prohibiting Utilities From Altering, Refusing, Or Discontinuing Service; (II) Deeming Utilities Adequately Assured Of Future Performance; And (III) Establishing Procedures For Determining Adequate Assurance Of Payment (D.I. 11, Filed 8/13/15).

Objection Deadline: August 28, 2015 at 4:00 p.m. (Eastern Time).

Objections Received: None.

Related Pleadings:

- (a) Interim Order (I) Prohibiting Utilities From Altering, Refusing, Or Discontinuing Service; (II) Deeming Utilities Adequately Assured Of Future Performance; And (III) Establishing Procedures For Determining Adequate Assurance Of Payment (D.I. 49, Entered 8/14/15);
- (b) Notice Of Hearing Re: D.I. 11 and 49 (D.I. 70, Filed 8/18/15); and
- (c) Certificate Of Counsel Regarding Motion Of Hercules Offshore, Inc., *et al.*, For Interim And Final Orders (I) Prohibiting Utilities From Altering, Refusing, Or Discontinuing Service; (II) Deeming Utilities Adequately Assured Of Future Performance; And (III) Establishing Procedures For Determining Adequate Assurance Of Payment (D.I. 108, Filed 9/3/15).

Status: No objections or responses were received. The Debtors have filed a proposed form of final order consistent with the revisions previously made to the Interim Order in agreement with the United States Trustee. No further hearing is necessary unless required by the Court.

8. Debtors' Application For Entry Of An Order Under Sections 327(a) And 1107(b) Of The Bankruptcy Code, Bankruptcy Rules 2014 And 2016, And Local Rules 2014-1 And 2016-1 Authorizing Retention And Employment Of Morris, Nichols, Arsht & Tunnell LLP As Delaware Bankruptcy Co-Counsel For The Debtors, *Nunc Pro Tunc* To The Petition Date (D.I. 77, Filed 8/20/15).

Objection Deadline: September 1, 2015 at 4:00 p.m. (Eastern Time).

Objection Received: Informal comments from the United States Trustee.

Related Pleadings:

- (a) Supplemental Declaration Of Robert J. Dehney In Support Of The Debtors' Application For Entry Of An Order Under Sections 327(a) And 1107(b) Of The Bankruptcy Code, Bankruptcy Rules 2014 And 2016, And Local Rules 2014-1 And 2016-1 Authorizing Retention And Employment Of Morris, Nichols, Arsht & Tunnell LLP As Delaware Bankruptcy Co-Counsel For The Debtors, *Nunc Pro Tunc* To The Petition Date (D.I. 107, Filed 9/2/15); and
- (b) Certification Of Counsel Regarding Debtors' Application For Entry Of An Order Under Sections 327(a) And 1107(b) Of The Bankruptcy Code, Bankruptcy Rules 2014 And 2016, And Local Rules 2014-1 And 2016-1 Authorizing Retention And Employment Of Morris, Nichols, Arsht & Tunnell LLP As Delaware Bankruptcy Co-Counsel For The Debtors, *Nunc Pro Tunc* To The Petition Date (D.I. 110, Filed 9/3/15).

Status: The Debtors have resolved informal comments received from the United States Trustee, and no other objections or comments were received. The Debtors have

submitted a revised form of order under certification of counsel. No hearing is necessary unless required by the Court.

9. Application Of Hercules Offshore, Inc., *et al.* For An Order Authorizing Employment And Retention Of Prime Clerk LLC As Administrative Advisor *Nunc Pro Tunc* To The Petition Date (D.I. 78, Filed 8/20/15).

Objection Deadline: September 1, 2015 at 4:00 p.m. (Eastern Time).

Objection Received: Informal comments from the United States Trustee.

Related Pleadings: None.

Status: The Debtors have not received any formal objections or responses to the Application, and have resolved the informal comments of the United States Trustee. Thus, the Debtors intend to file a certificate of no objection with the Court after 4:00 p.m. (ET) on September 3, 2015.

10. Debtors' Application To Employ And Retain Alvarez & Marsal North America, LLC As Financial Advisors To Debtors And Debtors In Possession Pursuant To Sections 327(a) And 328 Of The Bankruptcy Code (D.I. 79, Filed 8/20/15).

Objection Deadline: September 1, 2015 at 4:00 p.m. (Eastern Time).

Objection Received: Informal comments from the United States Trustee.

Related Pleading:

- (a) Certification Of Counsel Regarding Debtors' Application To Employ And Retain Alvarez & Marsal North America, LLC As Financial Advisors To Debtors And Debtors In Possession Pursuant To Sections 327(a) And 328 Of The Bankruptcy Code (D.I. 111, Filed 9/3/15).

Status: The Debtors have resolved informal comments received from the United States Trustee, and no other objections or comments were received. The Debtors have submitted a revised form of order under certification of counsel. No hearing is necessary unless required by the Court.

11. Application Of Hercules Offshore, Inc., *et al.* For Entry Of An Order Pursuant To Bankruptcy Code Sections 327(a) And 328(a) Authorizing And Approving The Employment And Retention Of Lazard Freres & Co. LLC As Investment Banker *Nunc Pro Tunc* To The Petition Date (D.I. 80, Filed 8/20/15).

Objection Deadline: September 1, 2015 at 4:00 p.m. (Eastern Time).

Objections Received: Informal comments from the United States Trustee.

Related Pleading:

- (a) Certification Of Counsel Regarding Application Of Hercules Offshore, Inc., *et al.* For Entry Of An Order Pursuant To Bankruptcy Code Sections 327(a) And 328(a) Authorizing And Approving The Employment And Retention Of Lazard Freres & Co. LLC As Investment Banker *Nunc Pro Tunc* To The Petition Date (D.I. 112, Filed 9/3/15).

Status: The Debtors have resolved informal comments received from the United States Trustee, and no other objections or comments were received. The Debtors have submitted a revised form of order under certification of counsel. No hearing is necessary unless required by the Court.

12. Debtors' Motion Pursuant To Sections 105(a), 327, 328, 330, And 363 Of The Bankruptcy Code For An Order Authorizing The Debtors To Employ And Compensate Professionals Utilized In The Ordinary Course Of Business (D.I. 81, Filed 8/20/15).

Objection Deadline: September 1, 2015 at 4:00 p.m. (Eastern Time).

Objections Received: Informal comments from the United States Trustee.

Related Pleading:

- (a) Certification Of Counsel Regarding Debtors' Motion Pursuant To Sections 105(a), 327, 328, 330, And 363 Of The Bankruptcy Code For An Order Authorizing The Debtors To Employ And Compensate Professionals Utilized In The Ordinary Course Of Business (D.I. 113, Filed 9/3/15).

Status: The Debtors have resolved informal comments received from the United States Trustee, and no other objections or comments were received. The Debtors have submitted a revised form of order under certification of counsel. No hearing is necessary unless required by the Court.

[Signature block follows]

Dated: September 3, 2015
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Matthew B. Harvey

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