

**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 AMENDED² AGENDA OF MATTERS SCHEDULED FOR
HEARING ON SEPTEMBER 24, 2015 AT 10:00 AM (EASTERN TIME)³**

MATTERS UNDER CERTIFICATION:

1. Motion To Approve FDT LLC Settlement Agreements Pursuant To Federal Rule Of Bankruptcy Procedure 9019 And Sections 105(a) And 363(b) Of The Bankruptcy Code (D.I. 124, Filed 9/3/15).

Objection Deadline: September 17, 2015 at 4:00 p.m. (Eastern Time).

Objections Received: None.

Related Pleadings:

- (a) Motion To Approve FDT LLC Settlement Agreements Pursuant To Federal Rule Of Bankruptcy Procedure 9019 And Sections 105(a) And 363(b) Of The Bankruptcy Code (D.I. 123, Filed 9/3/15) [Filed Under Seal];
- (b) Certificate of No Objection Regarding Motion To Approve FDT LLC Settlement Agreements Pursuant To Federal Rule Of Bankruptcy Procedure 9019 And Sections 105(a) And 363(b) Of The Bankruptcy Code (D.I. 164, Filed 9/22/15); and

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 **Amended items appear in bold.**

³ 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.

- (c) **Order Granting Motion To Approve FDT LLC Settlement Agreements Pursuant To Federal Rule Of Bankruptcy Procedure 9019 And Section 105(a) Of The Bankruptcy Code (D.I. 169, Entered 9/22/15).**

Status: **An order has been entered; no hearing is necessary on this matter.**

2. Debtors' Motion To File Under Seal Certain Exhibits To Debtors' Motion To Approve FDT LLC Settlement Agreements Pursuant To Federal Rule Of Bankruptcy Procedure 9019 And Sections 105(a) And 363(b) Of The Bankruptcy Code (D.I. 125, Filed 9/3/15).

Objection Deadline: September 17, 2015 at 4:00 p.m. (Eastern Time).

Objections Received: None.

Related Pleadings:

- (a) Certificate of No Objection Regarding Debtors' Motion To File Under Seal Certain Exhibits To Debtors' Motion To Approve FDT LLC Settlement Agreements Pursuant To Federal Rule Of Bankruptcy Procedure 9019 And Sections 105(a) And 363(b) Of The Bankruptcy Code (D.I. 165, Filed 9/22/15); and
- (b) **Order Granting Debtors' Motion To File Under Seal Certain Exhibits To Debtors' Motion To Approve FDT LLC Settlement Agreements Pursuant To Federal Rule Of Bankruptcy Procedure 9019 And Sections 105(a) And 363(b) Of The Bankruptcy Code (D.I. 170, Entered 9/22/15).**

Status: **An order has been entered; no hearing is necessary on this matter.**

3. Debtors' Application For Entry Of An Order Authorizing The Retention And Employment Of Baker Botts L.L.P. As Counsel For The Debtors And Debtors In Possession Effective *Nunc Pro Tunc* To The Petition Date (D.I. 127, Filed 9/4/15).

Objection Deadline: September 17, 2015 at 4:00 p.m. (Eastern Time).

Objection Received: Informal comments from the United States Trustee.

Related Pleadings:

- (a) **Supplemental Declaration Of Emanuel C. Grillo In Support Of The Debtors' Application For Entry Of An Order Authorizing The Retention And Employment Of Baker Botts L.L.P. As Counsel For The Debtors And Debtors In Possession Effective *Nunc Pro Tunc* To The Petition Date (To Be Filed); and**

(b) Certification Of Counsel Regarding Debtors' Application For Entry Of An Order Authorizing The Retention And Employment Of Baker Botts L.L.P. As Counsel For The Debtors And Debtors In Possession Effective *Nunc Pro Tunc* To The Petition Date (To Be Filed).

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

4. Application To Employ Andrews Kurth LLP As Special Corporate Counsel To The Debtors And Debtors In Possession, *Nunc Pro Tunc* To The Petition Date, Pursuant To Sections 327, 330 And 1107 Of The Bankruptcy Code (D.I. 128, Filed 9/4/15).

Objection Deadline: September 17, 2015 at 4:00 p.m. (Eastern Time).

Objection Received: Informal comments from the United States Trustee.

Related Pleadings:

- (a) Declaration Of Beau Thompson In Support Of The Debtors' Application To Employ Andrews Kurth LLP As Special Corporate Counsel To The Debtors And Debtors In Possession, *Nunc Pro Tunc* To The Petition Date, Pursuant To Sections 327, 330 And 1107 Of The Bankruptcy Code (D.I. 156, Filed 9/21/15);
- (b) Supplemental Declaration Of Melinda Brunger In Support Of Application To Employ Andrews Kurth LLP As Special Corporate Counsel To The Debtors And Debtors In Possession, *Nunc Pro Tunc* To The Petition Date, Pursuant To Sections 327, 330 And 1107 Of The Bankruptcy Code (D.I. 157, Filed 9/21/15); and
- (c) Certification Of Counsel Regarding Application To Employ Andrews Kurth LLP As Special Corporate Counsel To The Debtors And Debtors In Possession, *Nunc Pro Tunc* To The Petition Date, Pursuant To Sections 327, 330 And 1107 Of The Bankruptcy Code (D.I. 166, Filed 9/22/15).

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.

5. Application Of The Debtors To Employ And Retain Ernst & Young LLP As Auditors To The Debtors Pursuant To Sections 327(a) And 328(a) Of The Bankruptcy Code, Bankruptcy Rules 2014(a) And 2016 And Local Rule 2014-1 *Nunc Pro Tunc* To The Petition Date (D.I. 129, Filed 9/4/15).

Objection Deadline: September 17, 2015 at 4:00 p.m. (Eastern Time).

Objections Received: None.

Related Pleadings:

- (a) Certificate Of No Objection Regarding Application Of The Debtors To Employ And Retain Ernst & Young LLP As Auditors To The Debtors Pursuant To Sections 327(a) And 328(a) Of The Bankruptcy Code, Bankruptcy Rules 2014(a) And 2016 And Local Rule 2014-1 *Nunc Pro Tunc* To The Petition Date (D.I. 167, Filed 9/22/15); and
- (b) **Order Authorizing The Debtors To Employ And Retain Ernst & Young LLP As Auditors To The Debtors *Nunc Pro Tunc* To The Petition Date (D.I. 171, Entered 9/22/15).**

Status: **An order has been entered; no hearing is necessary on this matter.**

MATTER GOING FORWARD:

- 6. Debtors' Joint Prepackaged Plan Of Reorganization Pursuant To Chapter 11 Of The Bankruptcy Code (the "Plan") (D.I. 15, Filed 8/13/15).

Objection Deadline: September 16, 2015 at 4:00 p.m. (Eastern Time), extended until September 17, 2015 at 4:00 p.m. (Eastern Time) for Axon.

Objections Received:

- (a) Objection Of The Acting United States Trustee To Confirmation Of The Debtors' Joint Prepackaged Plan Of Reorganization Pursuant To Chapter 11 Of The Bankruptcy Code (D.I. 151, Filed 9/16/15);
- (b) Objection Of Harris County To Debtors Joint Prepackaged Plan Of Reorganization Pursuant To Chapter 11 Of The Bankruptcy Code (D.I. 152, Filed 9/16/);
- (c) Informal Comments Received from Axon Pressure Products, Inc. (f/k/a Church Energy Services, Ltd.), Axon EP, Inc., and Axon Energy Products AS (collectively, "Axon");
- (d) **Informal Comments Received from AMT SA – Advanced Maritime Transports SA; and**
- (e) **Informal Comments Received from the United States Attorney for the District of Delaware on behalf of the Internal Revenue Service and the Environmental Protection Agency.**

Related Pleadings:

- (a) Solicitation And Disclosure Statement For The Joint Prepackaged Chapter 11 Plan Of Reorganization Of Hercules Offshore, Inc., *et al.* (D.I. 16, Filed 8/13/15);
- (b) Declaration Of James Daloia Of Prime Clerk LLC Regarding The Solicitation Of Votes And Tabulation Of Ballots Cast On The Debtors' Joint Prepackaged Chapter 11 Plan (D.I. 33, Filed 8/13/15);
- (c) Affidavit Of Service Of Solicitation Materials (D.I. 34, Filed 8/13/15);
- (d) Order (A) Scheduling A Combined Disclosure Statement Approval And Plan Confirmation Hearing, (B) Establishing A Plan And Disclosure Statement Objection Deadline And Related Procedures, (C) Approving The Solicitation Procedures, (D) Approving The Confirmation Hearing Notice, And (E) Approving Procedures For Equity Holders To Opt Out Of Releases (D.I. 51, Entered 8/14/15);
- (e) Affidavit Of Service Of Equity Release Consent Notice (D.I. 83, Filed 8/21/15);
- (f) Order (A) Approving The Solicitation Procedures, And (B) Approving Procedures for Equity Holders Opt Out Of Releases (D.I. 97, Entered 8/24/15);
- (g) Affidavit Of Publication (D.I. 104, Filed 8/27/15);
- (h) Affidavit Of Service Of Prime Clerk LLC Re: Notice And Instrument Form And Subscription Form (D.I. 142, Filed 9/11/15);
- (i) Affidavit Of Service Of Prime Clerk LLC Re: Notice And Instrument Form And Subscription Form (D.I. 143, Filed 9/11/15);
- (j) Notice Of Debtors' Proposed Assumption And Assignment Of Executory Contracts And Unexpired Leases (D.I. 144, Filed 9/11/15);
- (k) Notice Of Filing Of Plan Supplement For The Debtors' Joint Prepackaged Plan Of Reorganization Pursuant To Chapter 11 Of The Bankruptcy Code (D.I. 146, Filed 9/11/15);
- (l) Notice Of Filing Of Second Plan Supplement For The Debtors' Joint Prepackaged Plan Of Reorganization Pursuant To Chapter 11 Of The Bankruptcy Code (D.I. 159, Filed 9/22/15);
- (m) Declaration Of Troy L. Carson In Support Of Confirmation Of The Debtors' Joint Prepackaged Chapter 11 Plan (D.I. 160, Filed 9/22/2015);

- (n) Notice Of Filing Of Proposed Order Approving The Debtors' Solicitation And Disclosure Statement For, And Confirming, The Debtors' Joint Prepackaged Plan Of Reorganization Pursuant To Chapter 11 Of The Bankruptcy Code (D.I. 161, Filed 9/22/15);
- (o) Debtors' Memorandum Of Law In Support Of An Order Approving The Debtors' Disclosure Statement For, And Confirming, The Debtors' Joint Prepackaged Plan Of Reorganization Pursuant To Chapter 11 Of The Bankruptcy Code (D.I. 162, Filed 9/22/15); and
- (p) **Response Of The Steering Group To The Objection Of The Acting United States Trustee To Confirmation Of The Debtors' Joint Prepackaged Plan Of Reorganization Pursuant To Chapter 11 Of The Bankruptcy Code (D.I. 163, Filed 9/22/15).**

Status: This matter is going forward with respect to the adequacy of the Disclosure Statement and confirmation of the Plan. **The objections and informal comments listed above in items (b) through (e) under Objections Received have been resolved. The Debtors believe that the only objection going forward at hearing is the U.S. Trustee's objection listed above as item (a) under Objections Received.**

Dated: September 23, 2015
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Matthew B. Harvey

Robert J. Dehney (No. 3578)
Eric D. Schwartz (No. 3134)
Matthew B. Harvey (No. 5186)
Tamara K. Minott (No. 5643)
1201 N. Market St., 16th Flr.
P.O. Box 1347
Wilmington, DE 19899-1347
Telephone: (302) 658-9200
Facsimile: (302) 658-3989
rdehney@mnat.com
eschwartz@mnat.com
mharvey@mnat.com
tminott@mnat.com

- and -

BAKER BOTTS L.L.P

Emanuel C. Grillo (admitted pro hac vice)
Christopher Newcomb (admitted pro hac vice)
30 Rockefeller Plaza
New York, New York 10112
Telephone: (212) 892-4000
emanuel.grillo@bakerbotts.com
chris.newcomb@bakerbotts.com

- and -

James Prince II (admitted pro hac vice)
C. Luckey McDowell (admitted pro hac vice)
Meggie S. Gilstrap (admitted pro hac vice)
2001 Ross Avenue
Dallas, Texas 75201
Telephone: (214) 953-6500
jim.prince@bakerbotts.com
luckey.mcdowell@bakerbotts.com
meggie.gilstrap@bakerbotts.com

*Proposed Counsel for Debtors
and Debtors in Possession*