

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

In re:)	Chapter 11
)	
HERCULES OFFSHORE, INC., <i>et al.</i>)	Case No. 16-11385 (KJC)
)	
Debtors. ¹)	(Joint Administration Requested)
)	

**NOTICE OF AMENDED² AGENDA OF MATTERS SCHEDULED FOR
FIRST-DAY HEARING ON JUNE 7, 2016 AT 11:30 A.M. (EASTERN TIME)³**

PLEASE NOTE CHANGE IN HEARING TIME.

PETITIONS

1. Voluntary Petitions
 - A. Hercules Offshore, Inc. (Case No. 16-11385)
 - B. Cliffs Drilling Company (Case No. 16-11386)
 - C. Cliffs Drilling Trinidad L.L.C. (Case No. 16-11387)
 - D. FDT LLC (Case No. 16-11388)
 - E. FDT Holdings LLC (Case No. 16-11389)
 - F. Hercules Drilling Company, LLC (Case No. 16-11390)
 - G. Hercules Offshore Services, LLC (Case No. 16-11391)

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 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).

² **Modifications to the Notice of Agenda of Matters are indicated in bold text.**

³ The hearing will be held at the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 56th Floor, Courtroom 5, Wilmington, Delaware 19801.

- H. Hercules Offshore Liftboat Company LLC (Case No. 16-11392)
- I. HERO Holdings, Inc. (Case No. 16-11393)
- J. SD Drilling LLC (Case No. 16-11394)
- K. THE Offshore Drilling Company (Case No. 16-11395)
- L. THE Onshore Drilling Company (Case No. 16-11396)
- M. TODCO Americas, Inc. (Case No. 16-11397)
- N. TODCO International, Inc. (Case No. 16-11398)

FIRST-DAY DECLARATION

- 2. Declaration Of Troy L. Carson In Support Of First Day Motions (D.I. 3, Filed 6/6/16).

FIRST-DAY PLEADINGS

- 3. Debtors' Motion For An Order Directing Joint Administration Of Chapter 11 Cases (D.I. 4, Filed 6/6/16).

Status: This matter is going forward.

- 4. Motion Of Hercules Offshore, Inc., et al., For Entry Of Interim And Final Orders (I) Authorizing The Use Of Cash Collateral, (II) Granting Prepetition Secured Parties Adequate Protection, (III) Scheduling A Final Hearing, And (IV) Granting Related Relief (D.I. 5, Filed 6/6/16).

Status: This matter is going forward.

- 5. Debtors' Application For Appointment Of Prime Clerk As Claims And Noticing Agent (D.I. 6, Filed 6/6/16).

Status: This matter is going forward.

- 6. 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. 7, Filed 6/6/16).

Status: This matter is going forward.

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. 8, Filed 6/6/16).

Status: This matter is going forward.

8. 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. 9, Filed 6/6/16).

Status: This matter is going forward.

9. 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. 10, Filed 6/6/16).

Status: This matter is going forward.

10. 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. 11, Filed 6/6/16).

Status: This matter is going forward.

11. Motion Of Hercules Offshore, Inc., et al., For Entry Of An Order: (A) Enforcing And Restating The Automatic Stay, Ipso Facto, And Non-Discrimination Provisions Of The Bankruptcy Code; And (B) Granting Related Relief (D.I. 12, Filed 6/6/16).

Status: This matter is going forward.

12. Motion Of Hercules Offshore, Inc., et al., For Entry Of An Order Establishing Notification And Hearing Procedures For Transfers Of Certain Equity Securities (D.I. 13, Filed 6/6/16).

Status: This matter is going forward.

13. 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. 14, Filed 6/6/16).

Status: This matter is going forward.

14. 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. 15, Filed 6/6/16).

Status: This matter is going forward.

15. Motion Of Hercules Offshore, Inc., et al., For Entry Of An 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, And (D) Approving The Confirmation Hearing Notice (D.I. 16, Filed 6/6/16).

Status: This matter is going forward.

16. Motion Of Hercules Offshore, Inc., et al., For Entry Of An Order (A) Establishing Limited Bar Date For Filing Proofs Of Claim, (B) Approving The Form And Manner For Filing Proofs Of Claim, (C) Approving Notice Thereof, And (D) Granting Related Relief (D.I. 17, Filed 6/6/16).

Status: This matter is going forward.

PLAN AND DISCLOSURE STATEMENT

17. Debtors' Joint Prepackaged Chapter 11 Plan (D.I. 18, Filed 6/6/16).
18. Disclosure Statement For The Debtors' Joint Prepackaged Chapter 11 Plan (D.I. 19, Filed 6/6/16).
19. Preliminary Declaration Of Christina Pullo Of Prime Clerk LLC Regarding Solicitation Of Votes And Tabulation Of Ballots Cast On Debtors' Joint Prepackaged Chapter 11 Plan (D.I. 20, Filed 6/6/16).

Dated: June 6, 2016
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

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