

**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
	)	RE: D.I. 17

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

Upon the Motion² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), for entry of this Limited Bar Date Order pursuant to Bankruptcy Code section 501, Bankruptcy Rules 2002 and 3003, and Local Rule 3003-1 (a) establishing a Limited Bar Date (as defined herein) for filing proof of claims only for Specified Claims (as defined herein), (b) approving the form and manner for filing proofs of claims, (c) approving notice thereof, and (d) granting related relief, all as further described in the Motion; and the Court having jurisdiction to consider this Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding in accordance with 28 U.S.C. § 157(b)(1); and venue being proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion being adequate and appropriate under the particular circumstances; and a hearing having been held to consider the relief requested in the Motion; and upon the First Day Declaration, the record of the hearing, and all proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is

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. (0326). The Debtors’ corporate headquarters are located at, and the mailing address for the remaining Debtors is 9 Greenway Plaza, Suite 2200, Houston, Texas, 77046.

² All capitalized terms not otherwise defined herein are to be given the meanings ascribed to them in the Motion.

in the best interests of the Debtors' estates, their creditors, and other parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and any objections to the requested relief having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED:

1. The Motion is granted as set forth herein.

PROCEDURES FOR FILING PROOFS OF CLAIM

I. Limited Bar Date

2. Except as otherwise provided herein, each person or entity³ that asserts a Specified Claim⁴ against any of the Debtors that arose (or is deemed to have arisen) before the Petition Date, shall be required to file an original, written proof of that claim, substantially in the form of the Claim Form attached hereto as **Exhibit 1**.⁵ Except in the case of certain circumstances explicitly set forth herein, all proofs of claim must be filed so that they are **actually received** on or before **5:00 p.m., prevailing Eastern Time, on July 12, 2016**, at the addresses and in the form set forth herein.

II. Delivery of Proofs of Claim by the Limited Bar Date

3. All proofs of claim must be **actually received** by Prime Clerk on or before the Limited Bar Date. Except in the case of certain circumstances explicitly set forth herein, if proofs of claim are not actually received by Prime Clerk on or before the Limited Bar Date, the holders of the

³ Except as otherwise defined herein or in the Motion, all terms used in this Bar Date Order that are specifically defined in the Bankruptcy Code shall have the meanings ascribed to such terms in the Bankruptcy Code. In particular, as used herein: (a) the term "claim" has the meaning given to it in Bankruptcy Code section 101(5); (b) the term "entity" has the meaning given to it in Bankruptcy Code section 101(15); (c) the term "governmental unit" has the meaning given to it in Bankruptcy Code section 101(27); and (d) the term "person" has the meaning given to it in Bankruptcy Code section 101(41).

⁴ "Specified Claims" include (i) contingent and unliquidated claims, including, but not limited to, claims asserting liability for personal injury, and (ii) claims arising from a single occurrence or transaction in an amount in excess of \$300,000

⁵ Copies of the Claim Form may be obtained by: (a) calling Prime Clerk at (855) 628-7532 (domestic) or (917) 651-0320 (international); (b) visiting the Debtors' restructuring website, available at: <http://cases.primeclerk.com/herculesinfo>; and/or (c) writing to Hercules Offshore, Inc. (2016) Claims Processing Center, c/o Prime Clerk LLC, 830 3rd Avenue, 3rd Floor New York, NY 1002.

underlying claims shall be forever barred from asserting such claims against the Debtors, as more fully discussed below.

III. Parties Required to File Proofs of Claim.

4. The following persons or entities holding claims against any of the Debtors arising (or are deemed to have arising) before the Petition Date are required to file proofs of claims on or before the Limited Bar Date:

- (a) any person or entity whose Specified Claim against a Debtor is not listed in the respective Debtor's Modified Schedule E/F;
- (b) any person or entity whose Specified Claim is listed on such Modified Schedule E/F as contingent, unliquidated, or disputed;
- (c) any person or entity whose Specified Claim is listed on such Modified Schedule E/F and who believes that: (i) its Specified Claim is improperly classified in a Debtor's Modified Schedule E/F; (ii) is listed in an incorrect amount and who desires to have its claim allowed in a different classification or amount; or (iii) it has a Specified Claim against another Debtor but such Specified Claim is not listed on that Debtor's Modified Schedule E/F.

IV. Parties Not Required to File Proofs of Claim.

5. The following persons or entities holding claims that would otherwise be subject to the Limited Bar Date need *not* file proofs of claim:

- (a) any person or entity that holds an unsecured non-priority claim arising from a single occurrence or transaction against any of the Debtors of less than \$300,000 if such claim is not contingent, unliquidated or disputed;
- (b) any taxing authority or other governmental unit;
- (c) any person or entity that holds a claim arising from the rejection of an executory contract of unexpired lease;
- (d) any Executive or any other employee that is party to an employment and severance agreement with the Debtor;
- (e) any person or entity that already has filed a signed proof of claim asserting a Specified Claim against the respective Debtor(s) with the Clerk of the Bankruptcy Court for the District of Delaware in a form substantially similar to Official Form 10;

- (f) any person or entity whose claim is listed on a Debtor's Modified Schedule E/F, but only if (i) such claim is not scheduled as contingent, unliquidated, or disputed, (ii) the holder of the claim does not disagree with the amount, nature, and priority of the claim as set forth on a Debtor's Modified Schedule E/F, and (iii) the holder of the claim does not dispute that the claim is an obligation of the specific Debtor(s) as set forth in the Modified Schedule E/F;
- (g) a holder of a Specified Claim that has previously been allowed by order of the Court;
- (h) a holder of a Specified Claim that has been paid in full by any of the Debtors or any other party;
- (i) a holder of a Specified Claim for which a specific deadline to file a claim previously has been fixed by the Court;
- (j) any Debtor having a Specified Claim against another Debtor;
- (k) any Non-Debtor Subsidiary (as defined in the Plan) having a Specified Claim against a Debtor;
- (l) a current employee of any of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business as a wage, commission, or benefit;
- (m) the holders of First Lien Claims (as defined in the Plan); or
- (n) any holders of claims allowable under Bankruptcy Code section 507(a)(2) as administrative expenses of the Debtors' estates.

V. Requirements for Preparing and Filing Proofs of Claim.

6. The following requirements shall apply with respect to filing and preparing each proof of claim:

- (a) each proof of claim must (i) be written in English, (ii) include a claim amount denominated in United States dollars (and to the extent such claim is converted to United States dollars, the conversion rate used in such conversion), (iii) conform substantially with the Claim Form provided by the Debtors, and (iv) be signed by the holder of the claim or by an authorized agent of the holder of the claim;
- (b) only *original* proofs of claim will be deemed acceptable for purposes of claims administration and *copies of proofs of claim or proofs of claim sent by facsimile or electronic mail will **not** be accepted;*

- (c) except as otherwise required by the Limited Bar Date Order, each proof of claim *must* clearly identify the Debtor against which a claim is asserted, including the individual Debtor's case number; provided, however, that a proof of claim filed under the joint administration case number (No. 16-_____ ()) or otherwise without identifying a Debtor will be deemed as filed only against Hercules Offshore, Inc.;
- (d) except as otherwise required by the Limited Bar Date Order, each proof of claim must state a claim against *only one* Debtor and clearly indicate the Debtor against which the claim is asserted and to the extent more than one Debtor is listed on the proof of claim, such claim will be treated as if filed only against the first-listed Debtor;
- (e) each proof of claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d); and
- (f) each proof of claim, including supporting documentation, must be filed, so as to be actually received by Prime Clerk on or before the Limited Bar Date, (a) via the interface on Prime Clerk's website at <https://cases.primeclerk.com/herculesinfo/EPOC-Index> or (ii) by United States mail or other hand delivery system at the following address:

**Hercules Offshore, Inc. (2016) Claims Processing Center
c/o Prime Clerk LLC
830 3rd Avenue, 3rd Floor
New York, NY 10022**

**PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR
ELECTRONIC MAIL WILL NOT BE ACCEPTED.**

VI. Failure to File a Proof of Claim.

7. Any person or entity who is required, but fails, to file a proof of claim in accordance with the terms of this Limited Bar Date Order on or before the Limited Bar Date shall not be treated as a creditor with respect to such claim for the purposes of voting and distributions; provided, that any person or entity who is required, but fails, to file a proof of claim in accordance with the terms of this Limited Bar Date Order by the Limited Bar Date shall retain its rights to seek an enlargement of time to file a proof of claim under Bankruptcy Rule 9006(b)(1) on the basis of excusable neglect.

PROCEDURES FOR PROVIDING NOTICE OF THE LIMITED BAR DATE

I. Mailing of the Limited Bar Date Notices.

8. No later than two business days after the date the Court enters this Limited Bar Date Order, with the assistance of Prime Clerk, the Debtors shall send the Limited Bar Date Notice, substantially in the form attached hereto as **Exhibit 2**, by first class United States mail with postage prepaid on all known persons or entities holding potential prepetition claims, including:

- (a) the United States Trustee for the District of Delaware;
- (b) counsel to the First Lien Agent for the First Lien Credit Agreement;
- (c) the Internal Revenue Service;
- (d) all persons or entities that have requested notice of the proceedings in the chapter 11 cases;
- (e) all persons or entities that have filed proofs of claim against the Debtors, if any;
- (f) all creditors and other known holders of claims against the Debtors as of the date of the Limited Bar Date Order, including all persons or entities listed in the Modified Schedule E/F as holding Specified Claim against the Debtors;
- (g) all parties to executory contracts and unexpired leases with the Debtors;
- (h) all known parties to litigation with the Debtors;
- (i) the United States Attorney for the District of Delaware;
- (j) the Office of the Attorney General for the State of Delaware; and
- (k) all current employees and former employees (to the extent that contact information for a former employee is available in the Debtors' records).

9. To the extent the Debtors identify any holder of Specified Claims for inclusion on any of the Debtors' respective Modified Schedule E/F, the Debtors shall provide each such holder with a personalized Claim Form, which will indicate how the Debtors have scheduled the creditor's claim in the Modified Schedule E/F, including (a) the identity of the Debtor against whom the person or entity's claim is scheduled, (b) the amount of the scheduled claim, if any, (c) whether the

claim is listed as contingent, unliquidated, or disputed, and (d) whether the claim is listed as secured, unsecured priority, or unsecured non-priority. Each creditor shall have an opportunity to inspect the Claim Form provided by the Debtors and correct any information that is missing or incomplete. Additionally, any creditor may choose to submit a proof of claim on a different form; provided, however, that such proof of claim form must be *substantially similar* to the Claim Form.

10. After the initial mailing of the actual notice, the Debtors may make supplemental mailings of notices, including in the event that (a) notices are returned by the post office with forwarding addresses, (b) certain parties acting on behalf of parties in interest decline to pass along notices to these parties and instead return their names and addresses to the Debtors for direct mailing, and (c) additional potential holders of Specified Claims become known as the result of the Limited Bar Date noticing process. In this regard, the Debtors may make supplemental mailings of the Limited Bar Date Notice in these and similar circumstances at any time up to 21 days in advance of the Limited Bar Date, with any such mailings being deemed timely and the Limited Bar Date being applicable to the recipient holders of claims.

II. Publication of Limited Bar Date Notice.

11. The Debtors shall give notice of the Limited Bar Date substantially in the form attached hereto as Exhibit 3, by publication to holders of claims to whom notice by mail is impracticable, including holders of claims who are unknown or not reasonably ascertainable by the Debtors and holders of Specified Claims whose identities are known but whose addresses are unknown by the Debtors. Specifically, the Debtors shall cause the publication of the Publication Notice on one occasion in the *Wall Street Journal* (national edition) and the *Houston Chronicle*.

GENERAL PROVISIONS

12. The Bar Date Notice, the Publication Notice, and any supplemental notices that the Debtors may send from time to time as set forth in this Limited Bar Date Order constitute adequate

and sufficient notice of the Limited Bar Date and satisfies the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

13. The Debtors are authorized, with the consent of the Requisite Consenting Lenders, to extend Limited Bar Date for certain holders of claims by stipulation where the Debtors determine that such extension is in the best interests of their estates.

14. The Debtors are authorized to take all actions necessary to implement the relief granted in this Limited Bar Date Order.

15. The terms and conditions of this Limited Bar Date Order shall be immediately effective and enforceable upon entry of this order.

16. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation of this order.

Dated: June 7, 2016
Wilmington, Delaware


UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Claim Form

Exhibit 2

Limited Bar Date Notice

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-_____()
)	
Debtors. ¹	)	Joint Administration Requested
)	

**NOTICE OF DATES BY WHICH PARTIES MUST FILE PROOFS OF CLAIM
AND PROCEDURES FOR FILING PROOFS OF CLAIM AGAINST THE DEBTORS**

PLEASE TAKE NOTICE THAT Hercules Offshore, Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Court”) on [____], 2016 (the “Petition Date”).

PLEASE TAKE FURTHER NOTICE THAT on the Petition Date, the Debtors filed the *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* [Docket No. ____] (the “Limited Bar Date Motion”). On [____], 2016, the Court entered an order approving the Limited Bar Date Motion [Docket No. ____] (the “Limited Bar Date Order”) and establishing the date (the “Limited Bar Date”) by which parties holding certain claims against the Debtors that arose (or are deemed to have arisen) before the Petition Date must file proofs of claim against the Debtors. Each date is expressly set forth below.

YOU ARE RECEIVING THIS NOTICE BECAUSE YOU MAY BE HOLDING A CLAIM AGAINST ONE OR MORE OF THE DEBTORS IN THE ABOVE-CAPTIONED CHAPTER 11 CASES. THEREFORE, YOU SHOULD READ THIS NOTICE CAREFULLY AND DISCUSS IT WITH YOUR ATTORNEY. IF YOU DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.

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. (0326). The Debtors’ corporate headquarters are located at, and the mailing address for the remaining Debtors is 9 Greenway Plaza, Suite 2200, Houston, Texas, 77046.

BACKGROUND TO THE DEBTORS' CHAPTER 11 CASES

- A. General Information about the Debtors' Cases.** The Debtors' cases are being jointly administered under case number 16-_____ (). No request for the appointment of a trustee or examiner has been made in the Debtors' chapter 11 cases.²
- B. Individual Debtor Information.** The location of the Debtors' corporate headquarters and the service address for all Debtors is 9 Greenway Plaza, Suite 2200, Houston, Texas 77046. The table below lists the respective case numbers for each Debtor:

DEBTOR	CASE NO.
Hercules Offshore, Inc.	16-_____ ()
Cliffs Drilling Company	16-_____ ()
Cliffs Drilling Trinidad L.L.C.	16-_____ ()
FDT LLC	16-_____ ()
FDT Holdings LLC	16-_____ ()
Hercules Drilling Company, LLC	16-_____ ()
Hercules Offshore Services LLC	16-_____ ()
Hercules Offshore Liftboat Company LLC	16-_____ ()
HERO Holdings, Inc.	16-_____ ()
SD Drilling LLC	16-_____ ()
THE Offshore Drilling Company	16-_____ ()
THE Onshore Drilling Company	16-_____ ()
TODCO Americas Inc.	16-_____ ()
TODCO International Inc.	16-_____ ()

- C. Access to Proof of Claim Forms and Additional Information.** If you have any questions regarding the claims process and/or if you wish to obtain a copy of the Bar Date Motion, the Limited Bar Date Order, the proof of claim form, or related documents (and/or any other pleadings filed in the Debtors' chapter 11 cases), you may do so by (i) calling the Debtors' restructuring hotline at (855) 628-75320 (domestic) or (917) 651-0320 (international), (ii) visiting the Debtors' restructuring website, available at: <http://cases.primeclerk.com/herculesinfo>, and/or (c) writing to Hercules Offshore, Inc. (2016) Claims Processing Center, c/o Prime Clerk LLC, 830 3rd Avenue, 3rd Floor New York, NY 1002. Please note that Prime Clerk LLC ("Prime Clerk") *cannot* advise you how to file, or whether you should file, a proof of claim.

² Except as otherwise defined herein, in the Bar Date Motion or in the Bar Date Order, all terms used in this notice that are specifically defined in the Bankruptcy Code shall have the meanings ascribed to such terms by the Bankruptcy Code. In particular, as used herein: (a) the term "claim" has the meaning given to it in Bankruptcy Code section 101(5); (b) the term "entity" has the meaning given to it in Bankruptcy Code section 101(15); (c) the term "governmental unit" has the meaning given to it in Bankruptcy Code section 101(27); and (d) the term "person" has the meaning given to it in Bankruptcy Code section 101(41).

SCHEDULES OF ASSETS AND LIABILITIES

On the Petition Date, each of the Debtors filed a Modified Schedule E/F with the Court, which listed (i) contingent and unliquidated claims, including, but not limited to, claims asserting liability for personal injury, and (ii) claims arising from a single occurrence or transaction in an amount in excess of \$300,000 [Docket Nos. ____] (collectively, the “Modified Schedule E/F”). The Debtors’ Modified Schedule E/F and the Limited Bar Date Order are available for review online and free of charge at the Debtors’ restructuring website, available at: <http://cases.primeclerk.com/herculesinfo>. The Debtors’ Modified Schedule E/F and the Limited Bar Date Order may also be examined and inspected by interested parties during regular business hours and during posted hours at the Clerk of the Bankruptcy Court, United States Bankruptcy Court, District of Delaware, U.S. Post Office and Courthouse, 824 Market St. N 3rd Floor Wilmington, DE 19801.

LIMITED BAR DATE APPROVED BY THE COURT

The Court has established the following Limited Bar Date as the dates by which parties (other than taxing authorities and other governmental units, certain executives, and holders of rejection damages claims) holding (i) contingent and unliquidated claims, including, but not limited to, claims asserting liability for personal injury, and (ii) claims arising from a single occurrence or transaction in an amount in excess of \$300,000 ((i) and (ii) together, the “Specified Claims”), in each case that arose (or that are deemed to have arisen) before the Petition Date *must* file proofs of claim so that they are **actually received** by Prime Clerk:

Limited Bar Date:

July 12, 2016 at 5:00 p.m., prevailing Eastern Time, is the date by which *all entities* (which includes, individual persons, estates, trusts, partnerships and corporations, among others), other than taxing authorities and other governmental units, certain executives, and holders of rejection damages claims, holding Specified Claims that arose (or that are deemed to

have arisen) before the Petition Date, must file proofs of claim; and

PARTIES REQUIRED TO FILE PROOFS OF CLAIM

- A. Definition of Claim.** Under Bankruptcy Code section 101(5) and as used herein, the word “claim” means: (i) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (ii) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.
- B. Parties Who Must File Proofs of Claim.** Except as otherwise set forth herein, the following persons or entities holding claims against the Debtors that arose (or are deemed to have arisen) before the Petition Date *must* file proofs of claim on or before Limited Bar Date:
- a) any person or entity whose Specified Claim against a Debtor is not listed in the respective Debtor’s Modified Schedule E/F;
 - b) any person or entity whose Specified Claim is listed on such Modified Schedule E/F as contingent, unliquidated, or disputed;
 - c) any person or entity whose Specified Claim is listed on such Modified Schedule E/F and who believes that: (i) its Specified Claim is improperly classified in a Debtor’s Modified Schedule E/F; (ii) its Specified Claim is listed in an incorrect amount and who desires to have its claim allowed in a different classification or amount; or (iii) it has a Specified Claim against another Debtor but such Specified Claim is not listed on that Debtor’s Modified Schedule E/F.
- C. Parties Who Do Not Need To File Proofs of Claim.** Certain parties are not required to file proofs of claim. The Court may, however, enter one or more separate orders at a later time requiring holders of claims to file proofs of claim for some kinds of the following claims and setting related deadlines. If the Court does enter such an order, you will receive notice of it. The following persons or entities holding claims that would otherwise be subject to the Limited Bar Date need **not** file proofs of claim:
- a) any person or entity that holds an unsecured non-priority claim arising from a single occurrence or transaction against any of the Debtors of less than \$300,000 if such claim is not contingent, unliquidated or disputed;
 - b) any taxing authority or other governmental unit;
 - c) any person or entity that holds a claim arising from the rejection of an executory contract of unexpired lease;
 - d) any Executive or any other employee that is party to an employment and severance agreement with the Debtor;

- e) any person or entity that already has filed a signed proof of claim asserting a Specified Claim against the respective Debtor(s) with the Clerk of the Bankruptcy Court for the District of Delaware in a form substantially similar to Official Form 10;
- f) any person or entity whose claim is listed on a Debtor's Modified Schedule E/F, but only if (i) such claim is not scheduled as contingent, unliquidated, or disputed, (ii) the holder of the claim does not disagree with the amount, nature, and priority of the claim as set forth on a Debtor's Modified Schedule E/F, and (iii) the holder of the claim does not dispute that the claim is an obligation of the specific Debtor(s) as set forth in the Modified Schedule E/F;
- g) a holder of a Specified Claim that has previously been allowed by order of the Court;
- h) a holder of a Specified Claim that has been paid in full by any of the Debtors or any other party;
- i) a holder of a Specified Claim for which a specific deadline to file a claim previously has been fixed by the Court;
- j) any Debtor having a Specified Claim against another Debtor;
- k) any Non-Debtor Subsidiary (as defined in the Plan) having a Specified Claim against a Debtor;
- l) a current employee of any of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business as a wage, commission, or benefit;
- m) the holders of First Lien Claims (as defined in the Plan); or
- n) any holders of claims allowable under Bankruptcy Code section 507(a)(2) as administrative expenses of the Debtors' estates.

INSTRUCTIONS FOR FILING PROOFS OF CLAIM

- A. Contents of Proofs of Claim.** Each proof of claim must (i) be written in English, (ii) include a claim amount denominated in United States dollars (and to the extent such claim is converted to United States dollars, the conversion rate used), (iii) conform substantially with Official Form 10, (iv) be signed by the holder of the claim or by an authorized agent of the holder of the claim, and (v) be an original proof of claim (photocopies or facsimiles will **not** be accepted).
- B. Claims Against Multiple Debtors.** Except as otherwise provided by the Limited Bar Date Order, each proof of claim must state a claim against only one Debtor and clearly indicate the Debtor against which the claim is asserted and to the extent more than one Debtor is listed on the proof of claim, such claim will be treated as if filed only against the first-listed Debtor.

- C. Failure to Identify a Debtor.** Except as otherwise provided by the Limited Bar Date Order, each proof of claim *must* identify the Debtor against which a claim is asserted including the Debtor's case number. A proof of claim filed under the joint administration case number (No. 16-_____ ()), or otherwise without identifying a Debtor, will be deemed as filed only against Hercules Offshore, Inc.
- D. Supporting Documentation.** Each proof of claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d).
- E. Timely Service.** each proof of claim, including supporting documentation, must be filed, so as to be **actually received** by Prime Clerk on or before the Limited Bar Date, (a) via the interface on Prime Clerk's website at <https://cases.primeclerk.com/herculesinfo/EPOC-Index> or (ii) by United States mail or other hand delivery system at the following address:

**Hercules Offshore, Inc. (2016) Claims Processing Center
c/o Prime Clerk LLC
830 3rd Avenue, 3rd Floor
New York, NY 10022**

**PROOFS OF CLAIM SUBMITTED BY FACSIMILE
OR ELECTRONIC MAIL WILL NOT BE ACCEPTED.**

CONSEQUENCES OF FAILING TO TIMELY FILE YOUR PROOF OF CLAIM

Pursuant to the Limited Bar Date Order and in accordance with Bankruptcy Rule 3003(c)(2), if you or any party or entity who is required, but fails, to file a proof of claim in accordance with the Limited Bar Date Order on or before the Limited Bar Date, you or such entity shall not be treated as creditors with respect to such claims for the purposes of voting and distribution; provided, that any party or entity who is required to, but fails, to file a proof of claim in accordance with the Limited Bar Date Order on or before the Limited Bar Date shall retain its rights to seek an enlargement of time to file a proof of claim under Bankruptcy Rule 9006(b)(1) on the basis of excusable neglect.

RESERVATION OF RIGHTS

Nothing contained in this notice is intended to or should be construed as a waiver of the rights of the Debtors or any other party in interest to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in Modified Schedule E/F as to the nature,

amount, liability, or classification thereof; (b) subsequently designate any scheduled claim as disputed, contingent, or unliquidated; and (c) otherwise amend or supplement Modified Schedule E/F or to file the Debtors' schedules of assets and liabilities, schedules of executory contracts and unexpired leases, and statements of financial affairs pursuant to Bankruptcy Code section 521.

Dated: [____], 2016
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ DRAFT

Robert J. Dehney (No. 3578)
Eric D. Schwartz (No. 3134)
Matthew B. Harvey (No. 5186)
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- and -

AKIN GUMP STRAUSS HAUER & FELD LLP

Michael S. Stamer (*pro hac vice* admission pending)
Philip C. Dublin (*pro hac vice* admission pending)
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- and -

Kevin M. Eide (*pro hac vice* admission pending)
1333 New Hampshire Avenue, N.W.
Washington, D.C. 20036
Telephone: (202) 887-4000
Facsimile: (202) 887-4288

*Proposed Counsel for Debtors
and Debtors in Possession*

Exhibit 3

Proposed Form of Publication Notice

**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- _____ ()
Debtors. ¹	)	Joint Administration Requested

NOTICE OF LIMITED BAR DATE FOR FILING PROOFS OF CLAIM

THE LIMITED BAR DATE IS JULY 12, 2016 AT 5:00 P.M. PREVAILING EASTERN TIME.

PLEASE TAKE NOTICE OF THE FOLLOWING:

Entry of the Limited Bar Date Order. On [_____], 2016, the United States Bankruptcy Court for the District of Delaware entered an order [Docket No. ____] (the “Limited Bar Date Order”) establishing certain deadlines for the filing of proofs of claim in the chapter 11 cases of Hercules Offshore, Inc. and certain of its affiliates (collectively, the “Debtors”). The table below lists the respective case number for each Debtor:

DEBTOR	CASE NO.
Hercules Offshore, Inc.	16- _____ ()
Cliffs Drilling Company	16- _____ ()
Cliffs Drilling Trinidad L.L.C.	16- _____ ()
FDT LLC	16- _____ ()
FDT Holdings LLC	16- _____ ()
Hercules Drilling Company, LLC	16- _____ ()
Hercules Offshore Services LLC	16- _____ ()
Hercules Offshore Liftboat Company LLC	16- _____ ()
HERO Holdings, Inc.	16- _____ ()
SD Drilling LLC	16- _____ ()
THE Offshore Drilling Company	16- _____ ()
THE Onshore Drilling Company	16- _____ ()

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. (0326). The Debtors’ corporate headquarters are located at, and the mailing address for the remaining Debtors is 9 Greenway Plaza, Suite 2200, Houston, Texas, 77046.

DEBTOR	CASE NO.
TODCO Americas Inc.	16-_____ ()
TODCO International Inc.	16-_____ ()

EXCEPT AS TO CERTAIN EXCEPTIONS EXPLICITLY SET FORTH IN THE LIMITED BAR DATE ORDER, ANY PERSON OR ENTITY, OTHER THAN A GOVERNMENTAL UNIT, WHO FAILS TO FILE A PROOF OF CLAIM ON OR BEFORE THE BAR DATE SHALL BE (1) FOREVER BARRED FROM ASSERTING THAT CLAIM (OR FILING A PROOF OF CLAIM WITH RESPECT TO THAT CLAIM) AND THE DEBTORS AND THEIR PROPERTY WILL BE DISCHARGED FROM ANY AND ALL LIABILITY WITH RESPECT TO THAT CLAIM, AND (2) BARRED FROM RECEIVING ANY DISTRIBUTION IN THE DEBTORS' CHAPTER 11 CASES ON ACCOUNT OF THAT CLAIM.

Who Must File a Proof of Claim. Pursuant to the Limited Bar Date Order, all persons and entities, including individuals, partnerships, estates, and trusts, other than taxing authorities and other governmental units, certain executives, and holders of rejection damages claims, holding (i) contingent and unliquidated claims, including, but not limited to, claims asserting liability for personal injury, and (ii) claims arising from a single occurrence or transaction in an amount in excess of \$300,000 ((i) and (ii) together, the "Specified Claims") that arose (or that are deemed to have arisen) before the Petition Date, no matter how remote or contingent such right to payment or equitable remedy may be, **MUST FILE A PROOF OF CLAIM** on or before **5:00 p.m. prevailing Eastern Time, on July 12, 2016** (the "Limited Bar Date").

Filing a Proof of Claim. Each original proof of claim must be filed, including supporting documentation, by U.S. mail or other hand delivery system, so as to be **actually received** by the Debtors' notice and claims agent on or before the Limited Bar Date, as applicable, at the following address:

**Hercules Offshore, Inc. (2016) Claims Processing Center
c/o Prime Clerk LLC
830 3rd Avenue, 3rd Floor
New York, NY 10022**

***PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR
ELECTRONIC MAIL WILL NOT BE ACCEPTED.***

Contents of Proofs of Claim. Subject to the Limited Bar Date Order, each proof of claim must (i) be written in English, (ii) include a claim amount denominated in United States dollars (and to the extent such claim is converted to United States dollars, the conversion rate used), (iii) clearly identify the Debtor against which a claim is asserted, (iv) conform substantially to Official Form 10, (v) be signed by the holder of the claim or by an authorized agent of the holder of the claim (and the proof of claim bearing the original signature must be the form filed), and (vi) include as attachments any and all supporting documentation on which the claim is based. **Please note:** A proof of claim filed under the joint administration case number (Case No. 16-_____ ()), or otherwise without identifying a Debtor, will be deemed as filed only against Hercules Offshore, Inc.

Additional Information. If you have any questions regarding the claims process and/or if you wish to obtain a copy of the Limited Bar Date Order (which contains a more detailed description of the requirements for filing proofs of claim), a proof of claim form, or related documents, you may do so by (i) calling the Debtors' restructuring hotline at (855) 628-75320 (domestic) or (917) 651-0320 (international), (ii) visiting the Debtors' restructuring website, available at: <http://cases.primeclerk.com/herculesinfo>, and/or (c) writing to Hercules Offshore, Inc. (2016) Claims Processing Center, c/o Prime Clerk LLC, 830 3rd Avenue, 3rd Floor New York, NY 1002. **Please note** that Prime Clerk **cannot** advise you how to file, or whether you should file, a proof of claim.