



ENTERED  
06/30/2017

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

<p><b>In re:</b></p> <p><b>NORTHSTAR OFFSHORE GROUP, LLC,</b></p> <p><b>DEBTOR.</b></p>	<p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p>	<p><b>Case No. 16-34028</b></p> <p><b>Chapter 11</b></p>
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**ORDER AMENDING (I) BIDDING PROCEDURES ORDER  
AND (II) FINAL DIP ORDER  
[RELATED TO ECF NOS. 326, 504 & 582]**

The Court, having considered the Debtor’s *Emergency Motion for Entry of an Order Amending (I) the Bidding Procedures Order; and (II) the Final DIP Order* (the “Motion”),<sup>1</sup> any responses to the Motion, the statements of counsel, and the record in this case, and having held a hearing on the Motion, finds that: (a) it has jurisdiction over this matter pursuant to 28 U.S.C. § 1334; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (c) the relief requested in the Motion is in the best interests of the Debtor’s estate, its creditors, and other parties-in-interest; (d) proper and adequate notice of the Motion and hearing thereon has been given and no other or further notice is necessary; and (e) good and sufficient cause exists for the granting of the relief requested. Therefore, it is **ORDERED** that:

1. All objections to the relief requested in the Motion that have not been withdrawn, waived, or settled as announced to the Court at the hearing on the Motion, are overruled.
2. The deadlines in the Bidding Procedures Order and the Bidding Procedures are revised as follows:

<sup>1</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

<b>Event</b>	<b>Date</b>
Filing of Notice of Stalking Horse Bidder	June 29, 2017
General Objection Deadline	July 7, 2017 at 5:00 p.m.
Bid Deadline	July 19, 2017 at 12:00 p.m.
Credit Bid Hearing (if needed)	July 24, 2017 at 10:00 a.m.
Auction	July 25, 2017 at 10:00 a.m.
Extended Objection Deadline	July 28, 2017 at 12:00 p.m.
Sale Hearing	August 1, 2017 at 10:30 a.m.
Projected Closing Date	August 16, 2017

3. Except as provided herein, all other terms and provisions in the Bidding Procedures Order and the Bidding Procedures shall remain the same and in full force and effect.

4. The Debtor is authorized to enter into an amendment to the DIP Loan Documents (the “Fourth Amendment”) on the terms set forth in this Order.

5. The Fourth Amendment shall provide that § 6.18 of the DIP Credit Agreement be revised to replace the existing milestones with the following:

- Bid Deadline: July 19, 2017
- Auction: July 25, 2017
- Sale Hearing: August 1, 2017
- Closing of Sale: August 16, 2017

6. Further, the Fourth Amendment shall provide for the dates for “Maturity Date” and “Extended Maturity Date” set forth in the DIP Credit Agreement to be extended by 15 days.

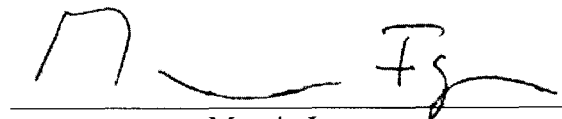
7. All other terms and provisions of the Final DIP Order shall remain the same and in full force and effect.

8. The Debtor will provide to any party (a “Prospective Bidder”) that has signed a Confidentiality Agreement in accordance with the Bidding Procedures any information on intangible assets, including causes of action, that the Debtor has provided to any other Prospective Bidder.

9. If the Stalking Horse Purchaser and the Debtor agree to remove any Assets from the Stalking Horse APA pursuant to § 3.4(b)(3) of the Stalking Horse APA, then the Stalking Horse Purchaser shall file a notice with the Court at least twenty-four (24) hours prior to the Bid Deadline identifying any removed assets and any corresponding changes to the Purchase Price or Allocated Value.

Signed:

June 30, 2017

A handwritten signature in black ink, appearing to read 'M Isgur', is written over a horizontal line.

Marvin Isgur  
United States Bankruptcy Judge