

Andrew G. Dietderich
Brian D. Glueckstein
Alexa J. Kranzley
Noam R. Weiss
SULLIVAN & CROMWELL LLP
125 Broad Street
New York, NY 10004-2498
Telephone: (212) 558-4000
Facsimile: (212) 558-3588

*Proposed Counsel to the Debtors
and Debtors-in-Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re	:	Chapter 11
	:	
PACIFIC DRILLING S.A., <i>et al.</i> , ¹	:	Case No. 17-13193 (MEW)
	:	
Debtors.	:	Jointly Administered
	:	
	X	

AMENDED AGENDA FOR DECEMBER 14, 2017 SECOND DAY HEARING²

Time and Date of Hearing: December 14, 2017 at 2:00 p.m. (ET)

Location of Hearing: Honorable Michael E. Wiles, United States Bankruptcy Judge
United States Bankruptcy Court for the Southern District of New York
One Bowling Green, Courtroom 617
New York, New York 10004

¹ The Debtors in these chapter 11 cases and, if applicable, the last four digits of their U.S. taxpayer identification numbers are: Pacific Drilling S.A., Pacific Drilling Inc. (1524), Pacific Drilling (Gibraltar) Ltd., Pacific Drillship (Gibraltar) Ltd., Pacific Drilling Finance S.à r.l., Pacific Drillship S.à r.l., Pacific Drilling Ltd., Pacific Sharav S.à r.l. (2431), Pacific Drilling VII Ltd., Pacific Drilling V Ltd., Pacific Drilling VIII Limited, Pacific Scirocco Ltd. (0073), Pacific Bora Ltd. (9815), Pacific Mistral Ltd., Pacific Santa Ana (Gibraltar) Ltd., Pacific Drilling Operations Ltd. (9103), Pacific Drilling Operations Inc. (4446), Pacific Santa Ana S.à r.l. (6417), Pacific Drilling LLC (7655), Pacific Drilling Services Inc. (0073), Pacific Drillship Nigeria Limited (0281) and Pacific Sharav Kft.

² **Amended items appear in bold.**

Copies of Pleadings: A copy of each pleading can be viewed (a) for a fee on the Court's website at www.ecf.uscourts.gov, and (b) free of charge on the website of the Debtors' proposed claims and noticing agent, Prime Clerk LLC, at www.cases.primeclerk.com/PacificDrilling.

I. UNCONTESTED MATTERS

1. **"Adequate Protection"** – Debtors' Motion for Interim and Final Orders (A) Authorizing the Use of Cash Collateral, (B) Granting Adequate Protection, (C) Modifying the Automatic Stay, (D) Scheduling a Final Hearing and (E) Granting Related Relief [Docket No. 15]

Response Deadline: December 7, 2017 at 4:00 p.m., or as otherwise extended for certain parties with the Court's permission.

Responses Received: None.

Related Documents:

- A. Notice of Submission of Revised Proposed Order (A) Granting Adequate Protection, (B) Modifying the Automatic Stay and (C) Granting Related Relief [Docket No. 69]
- B. Statement of No Objection and Reservation of Rights of Citibank, N.A., as Administrative Agent for the Debtors' Prepetition Revolving Credit Facility, and Pari Passu Collateral Agent, With Respect to the Debtors' Adequate Protection And Cash Management Motions [Docket. No. 70]
- C. **Joinder of the Ad Hoc Group of RCF Lenders to RCF Agent's Statement of No Objection, and Reservation of Rights with Respect to The Debtors' Proposed Order (A) Granting Adequate Protection, (B) Modifying the Automatic Stay and (C) Granting Related Relief [Docket. No. 72]**
- D. **Second Supplemental Declaration of James A. Mesterharm in Support of Adequate Protection and Cash Management Motions [Docket. No. 78]**

Status: This matter is going forward on an uncontested basis.

2. **"Cash Management"** – Debtors' Motion for Interim and Final Orders (A) Authorizing the Continued Use of Their Centralized Cash Management System, Bank Accounts and Business Forms, (B) Authorizing the Debtors to Make Intercompany Advances on a Secured Basis Under Section 364(c) of the Bankruptcy Code, (C) Granting a Waiver of the Deposit Guidelines Set Forth in Section 345 of the Bankruptcy Code and (D) Granting Related Relief [Docket No. 13]

Response Deadline: December 7, 2017 at 4:00 p.m., or as otherwise extended for certain parties with the Court's permission.

Responses Received: None.

Related Documents:

- A. Notice of Submission of Proposed Interim Order (A) Authorizing the Continued Use of the Debtors Cash Management System, Bank Accounts and Business Forms, (B) Authorizing the Debtors to Make Intercompany Advances on a Secured Basis Under Section 364(c) of the Bankruptcy Code and (C) Granting Related Relief [Docket No. 36]
- B. Letter Filed by Tyson Lomazow on behalf of Wilmington Trust, National Association, in its capacity as SSCF Agent [Docket No. 37]
- C. Interim Order (A) Authorizing the Continued Use of the Debtors' Cash Management System, Bank Accounts and Business Forms, (B) Authorizing the Debtors to Make Intercompany Advances on a Secured Basis Under Section 364(c) of the Bankruptcy Code and (C) Granting Related Relief [Docket No. 44]
- D. Letter Filed by Tyson Lomazow on behalf of Wilmington Trust, National Association, in its capacity as SSCF Agent [Docket No. 45]
- E. Notice of Submission of Revised Proposed Second Interim Order (A) Authorizing the Continued Use of the Debtors' Cash Management System, Bank Accounts and Business Forms, (B) Authorizing the Debtors to Make Intercompany Advances on a Secured Basis Under Section 364(c) of The Bankruptcy Code and (C) Granting Related Relief [Docket. No. 68]
- F. Statement of No Objection and Reservation of Rights of Citibank, N.A., as Administrative Agent for the Debtors' Prepetition Revolving Credit Facility, and Pari Passu Collateral Agent, With Respect to the Debtors' Adequate Protection And Cash Management Motions [Docket. No. 70]
- G. **Second Supplemental Declaration of James A. Mesterharm in Support of Adequate Protection and Cash Management Motions [Docket. No. 78]**

Status: This matter is going forward on an uncontested basis.

3. **“Taxes”** – Debtors’ Motion for Interim and Final Orders (A) Authorizing, But Not Directing, the Debtors to Pay Prepetition Taxes and (B) Authorizing All Financial Institutions to Honor All Related Payment Requests [Docket No. 7]

Response Deadline: December 7, 2017 at 4:00 p.m.

Responses Received: None.

Related Document:

- A. Interim Order (A) Authorizing, But Not Directing, the Debtors to Pay Prepetition Taxes and (B) Authorizing All Financial Institutions to Honor All Related Payment Requests [Docket No. 35]

Status: This matter is going forward on an uncontested basis.

4. **“Employee Wages and Benefits”** – Debtors’ Motion for Interim and Final Orders Authorizing, But Not Directing, the Debtors to (A) Pay Certain Prepetition Compensation and Reimbursable Expenses, (B) Pay and Honor Benefits and Other Programs and (C) Continue Workforce Obligations [Docket No. 8]

Response Deadline: December 7, 2017 at 4:00 p.m.

Responses Received: None.

Related Document:

- A. Interim Order Authorizing, But Not Directing, the Debtors to (A) Pay Certain Prepetition Compensation and Reimbursable Expenses, (B) Pay and Honor Benefits and Other Programs and (C) Continue Workforce Obligations [Docket No. 34]

Status: This matter is going forward on an uncontested basis.

5. **“Utilities”** – Debtors’ Motion for Interim and Final Orders (A) Authorizing, But Not Directing, the Debtors, in Their Sole Discretion, to Pay for Certain Future Utility Services, (B) Prohibiting Utility Providers from Altering or Discontinuing Service on Account of Outstanding Prepetition Invoices, (C) Establishing Procedures for Determining Adequate Assurance of Payment for Future Utility Services and (D) Authorizing All Financial Institutions to Honor All Related Payment Requests [Docket No. 9]

Response Deadline: December 7, 2017 at 4:00 p.m.

Responses Received: None.

Related Documents: None.

Status: This matter is going forward on an uncontested basis.

6. **“Insurance”** – Debtors’ Motion for Interim and Final Orders (A) Authorizing, But Not Directing, the Debtors to Continue Prepetition Insurance Policies and Pay Prepetition Obligations Relating Thereto, (B) Authorizing All Financial Institutions to Honor All Related Payment Requests and (C) Modifying the Automatic Stay to Permit the Debtors’ Employees to Proceed with Workers’ Compensation Claims [Docket No. 10]

Response Deadline: December 7, 2017 at 4:00 p.m.

Responses Received: None.

Related Documents: None.

Status: This matter is going forward on an uncontested basis.

7. **“Foreign Vendors”** – Debtors’ Motion for Interim and Final Orders (A) Authorizing, But Not Directing, the Debtors to Pay Prepetition Obligations Owed to Foreign Vendors and (B) Authorizing All Financial Institutions to Honor All Related Payment Requests [Docket No. 11]

Response Deadline: December 7, 2017 at 4:00 p.m.

Responses Received: None.

Related Document:

- A. Interim Order (A) Authorizing, But Not Directing, the Debtors to Pay Prepetition Obligations Owed to Foreign Vendors and (B) Authorizing All Financial Institutions to Honor All Related Payment Requests [Docket No. 38]

Status: This matter is going forward on an uncontested basis.

8. **“Safety and Critical Vendors”** – Debtors’ Motion for Interim and Final Orders (A) Authorizing, But Not Directing, the Debtors to Pay Certain Prepetition Claims of Safety and Critical Vendors, (B) Approving Related Procedures and (C) Authorizing All Financial Institutions to Honor All Related Payment Requests [Docket No. 12]

Response Deadline: December 7, 2017 at 4:00 p.m.

Responses Received: None.

Related Document:

- A. Interim Order (A) Authorizing, But Not Directing, the Debtors to Pay Certain Prepetition Claims of Safety and Critical Vendors, (B) Approving Related Procedures and (C) Authorizing All Financial Institutions to Honor All Related Payment Requests [Docket No. 39]

Status: This matter is going forward on an uncontested basis.

9. **“Sullivan and Cromwell Retention”** – Debtors’ Application for an Order Authorizing the Retention and Employment of Sullivan & Cromwell LLP as Counsel to the Debtors and Debtors-in-Possession *Nunc Pro Tunc* to the Petition Date [Docket No. 51]

Response Deadline: December 7, 2017 at 4:00 p.m., or as otherwise extended for certain parties with the Court’s permission.

Responses Received: None.

Related Documents:

- A. **Supplemental Declaration of Lisa Buchanan in Support of Application for an Order Authorizing the Retention and Employment of Sullivan & Cromwell LLP as Counsel to the Debtors and Debtors-In-Possession *Nunc Pro Tunc* to the Petition Date [Docket No. 75]**
- B. **Supplemental Declaration of Andrew G. Dietderich in Support of Application for an Order Authorizing the Retention and Employment of Sullivan & Cromwell LLP as Counsel to the Debtors and Debtors-In-Possession *Nunc Pro Tunc* to the Petition Date [Docket No. 76]**

Status: This matter is going forward on an uncontested basis.

10. **“AlixPartners Retention”** – Debtors’ Application for an Order Authorizing the Debtors to Employ and Retain AlixPartners, LLP as Their Restructuring Advisor *Nunc Pro Tunc* to the Petition Date [Docket No. 52]

Response Deadline: December 7, 2017 at 4:00 p.m. , or as otherwise extended for certain parties with the Court’s permission.

Responses Received: None.

Related Documents:

- A. Supplemental Declaration of James A. Mesterharm of AlixPartners, LLP [Docket No. 58]
- B. **Second Supplemental Declaration of James A. Mesterharm of AlixPartners, LLP [Docket No. 74]**

Status: This matter is going forward on an uncontested basis.

11. **“Prime Clerk Retention”** – Debtors’ Application for an Order Authorizing Employment and Retention of Prime Clerk LLC as Administrative Advisor *Nunc Pro Tunc* to the Petition Date [Docket No. 53]

Response Deadline: December 7, 2017 at 4:00 p.m., or as otherwise extended for certain parties with the Court’s permission.

Responses Received: None.

Related Documents:

- A. Amended Declaration of Benjamin P.D. Schrag in Support of Debtors’ Application for an Order Authorizing Employment and Retention of Prime Clerk LLC as Administrative Advisor *Nunc Pro Tunc* to the Petition Date [Docket No. 59]

Status: This matter is going forward on an uncontested basis.

12. **“Interim Professional Compensation”** – Debtors’ Motion for an Order Under Bankruptcy Code Sections 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 56]

Response Deadline: December 7, 2017 at 4:00 p.m.

Responses Received: None.

Related Documents: None.

Status: This matter is going forward on an uncontested basis.

13. **“Togut, Segal & Segal Retention”** – Debtors’ Application for Order Pursuant to Bankruptcy Code Sections 327(a) and 328 Authorizing the Employment and Retention of Togut, Segal & Segal LLP as Co-Counsel to the Debtors and Debtors In Possession, *Nunc Pro Tunc*, to the Petition Date [Docket No. 57]

Response Deadline: December 7, 2017 at 4:00 p.m., or as otherwise extended for certain parties with the Court’s permission.

Responses Received: None.

Related Documents:

- A. **Supplement to Declaration of Albert Togut in Support of Debtors' Application for Order Pursuant to Bankruptcy Code Sections 327(a) and 328 Authorizing the Employment and Retention of Togut, Segal & Segal LLP as Co-Counsel to the Debtors and Debtors In Possession, *Nunc Pro Tunc*, to the Petition Date [Docket No. 77]**

Status: This matter is going forward on an uncontested basis.

II. ADJOURNED MATTERS

1. **"Evercore Retention"** – Debtors' Application for an Order Authorizing the Debtors to Employ and Retain Evercore Group L.L.C. and Evercore Partners International LLP as Investment Bankers for the Debtors *Nunc Pro Tunc* to the Petition Date [Docket No. 54]

Response Deadline: December 7, 2017 at 4:00 p.m., or as otherwise extended for certain parties with the Court's permission.

Responses Received: None.

Related Documents:

- A. Notice of Adjournment of Hearing on Debtors' Application for an Order Authorizing the Debtors to Employ and Retain Evercore Group L.L.C. and Evercore Partners International LLP as Investment Bankers for the Debtors *Nunc Pro Tunc* to the Petition Date [Docket No. 66]

Status: This matter has been adjourned to January 18, 2018 at 2:00 p.m.

2. **"KPMG Retention"** – Debtors' Application for an Order Authorizing the Debtors and Debtors-In-Possession to Retain and Employ KPMG LLP as Auditor *Nunc Pro Tunc* to the Petition Date Pursuant to Bankruptcy Code Sections 327(a) and 328(a), Bankruptcy Rules 2014 and 2016, and Local Bankruptcy Rules 2017-1 and 2016-1 [Docket No. 55]

Response Deadline: December 7, 2017 at 4:00 p.m., or as otherwise extended for certain parties with the Court's permission.

Responses Received: None.

Related Documents:

- A. Notice of Adjournment of Hearing on Debtors' Application for an Order Authorizing the Debtors and Debtors-In-Possession to Retain and Employ KPMG LLP as Auditor *Nunc Pro Tunc* to the Petition Date Pursuant to Bankruptcy Code Sections 327(a) and 328(a), Bankruptcy Rules 2014 and 2016, and Local Bankruptcy Rules 2017-1 and 2016-1 [Docket No. 67]

Status: This matter has been adjourned to January 18, 2018 at 2:00 p.m.

Dated: December 13, 2017
New York, New York

/s/ Andrew G. Dietderich

Andrew G. Dietderich

Brian D. Glueckstein

Alexa J. Kranzley

Noam R. Weiss

SULLIVAN & CROMWELL LLP

125 Broad Street

New York, New York 10004

Telephone: (212) 558-4000

Facsimile: (212) 558-3588

E-mail: dietdericha@sullcrom.com

gluecksteinb@sullcrom.com

kranzleya@sullcrom.com

weissn@sullcrom.com

*Proposed Counsel to the Debtors and
Debtors-in-Possession*