

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

-----X
 In re : Chapter 11
 :
 PARAGON OFFSHORE DRILLING : Case No. 16-____ (____)
 LLC :
 :
 Debtor. :
 :
 Tax I.D. No. 73-0374541 :
 -----X

In re : Chapter 11
 :
 PARAGON OFFSHORE PLC : Case No. 16-____ (____)
 :
 :
 Debtor. :
 :
 Tax I.D. No. 98-1146017 :
 -----X

In re : Chapter 11
 :
 PARAGON OFFSHORE FINANCE : Case No. 16-____ (____)
 COMPANY :
 :
 Debtor. :
 :
 Tax I.D. No. 98-1186632 :
 -----X

In re : Chapter 11
 :
 PARAGON INTERNATIONAL : Case No. 16-____ (____)
 FINANCE COMPANY :
 :
 Debtor. :
 :
 Tax I.D. No. 98-1108126 :
 -----X



-----X
In re : Chapter 11
PARAGON OFFSHORE HOLDINGS :
US INC. : Case No. 16-_____ (____)
: :
Debtor. :
: :
Tax I.D. No. 46-5761960 :
-----X

In re : Chapter 11
PARAGON FDR HOLDINGS LTD. : Case No. 16-_____ (____)
: :
Debtor. :
: :
Tax I.D. No. 98-0604731 :
-----X

In re : Chapter 11
PARAGON DUCHESS LTD. : Case No. 16-_____ (____)
: :
Debtor. :
: :
No Tax I.D. :
-----X

In re : Chapter 11
PARAGON OFFSHORE :
(LUXEMBOURG) S.À R.L. : Case No. 16-_____ (____)
: :
Debtor. :
: :
Tax I.D. No. 98-1235897 :
-----X

-----X
In re : Chapter 11
: :
PGN OFFSHORE DRILLING : :
(MALAYSIA) SDN. BHD. : : Case No. 16-_____ (____)
: :
Debtor. : :
: :
Tax I.D. No. 98-0599238 : :
-----X

In re : Chapter 11
: :
PARAGON OFFSHORE (LABUAN) : :
PTE. LTD. : : Case No. 16-_____ (____)
: :
Debtor. : :
: :
Tax I.D. No. 98-0613505 : :
-----X

In re : Chapter 11
: :
PARAGON HOLDING SCS 2 LTD. : :
: : Case No. 16-_____ (____)
: :
Debtor. : :
: :
Tax I.D. No. 98-1124108 : :
-----X

In re : Chapter 11
: :
PARAGON ASSET COMPANY LTD. : :
: : Case No. 16-_____ (____)
: :
Debtor. : :
: :
Tax I.D. No. 98-0172832 : :
-----X

-----X
In re : Chapter 11
PARAGON HOLDING SCS 1 LTD. : Case No. 16-_____ (____)
: :
Debtor. : :
Tax I.D. No. 98-1124004 : :
-----X

In re : Chapter 11
PARAGON OFFSHORE LEASING : Case No. 16-_____ (____)
(LUXEMBOURG) S.À R.L. : :
Debtor. : :
Tax I.D. No. 98-0635936 : :
-----X

In re : Chapter 11
PARAGON DRILLING SERVICES 7 : Case No. 16-_____ (____)
LLC : :
Debtor. : :
Tax I.D. No. 80-0457882 : :
-----X

In re : Chapter 11
PARAGON OFFSHORE LEASING : Case No. 16-_____ (____)
(SWITZERLAND) GMBH : :
Debtor. : :
Tax I.D. No. 98-0630669 : :
-----X

-----X
In re : **Chapter 11**
:
PARAGON OFFSHORE DO BRASIL : **Case No. 16-_____ (___)**
LTDA. :
:
Debtor. :
:
No Tax I.D. :
-----X

-----X
In re : **Chapter 11**
:
PARAGON ASSET (ME) LTD. : **Case No. 16-_____ (___)**
:
:
Debtor. :
:
Tax I.D. No. 98-0228362 :
-----X

-----X
In re : **Chapter 11**
:
PARAGON ASSET (UK) LTD. : **Case No. 16-_____ (___)**
:
:
Debtor. :
:
No Tax I.D. :
-----X

-----X
In re : **Chapter 11**
:
PARAGON OFFSHORE : **Case No. 16-_____ (___)**
INTERNATIONAL LTD. :
:
Debtor. :
:
Tax I.D. No. 98-0136103 :
-----X

-----X
 In re : Chapter 11
 :
PARAGON OFFSHORE (NORTH : **Case No. 16-_____ (___)**
SEA) LTD. :
 :
 Debtor. :
 :
 No Tax I.D. :
 -----X

In re : Chapter 11
 :
PARAGON (MIDDLE EAST) : **Case No. 16-_____ (___)**
LIMITED :
 :
 Debtor. :
 :
 Tax I.D. No. 98-0630667 :
 -----X

In re : Chapter 11
 :
PARAGON HOLDING NCS 2 S.À R.L. : **Case No. 16-_____ (___)**
 :
 :
 Debtor. :
 :
 Tax I.D. No. 98-1125447 :
 -----X

In re : Chapter 11
 :
PARAGON LEONARD JONES LLC : **Case No. 16-_____ (___)**
 :
 :
 Debtor. :
 :
 Tax I.D. No. 26-2718826 :
 -----X

-----X
 :
In re : **Chapter 11**
 :
PARAGON OFFSHORE : **Case No. 16-_____ (___)**
(NEDERLAND) B.V. :
 :
Debtor. :
 :
No Tax I.D. :
 -----X

-----X
 :
In re : **Chapter 11**
 :
PARAGON OFFSHORE : **Case No. 16-_____ (___)**
CONTRACTING GMBH :
 :
Debtor. :
 :
Tax I.D. No. 98-0172832 :
 -----X

MOTION OF DEBTORS FOR ENTRY OF ORDER DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES PURSUANT TO BANKRUPTCY RULE 1015(b)

Paragon Offshore plc and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), respectfully represent as follows in support of this motion (this “**Motion**”):

Relief Requested

1. Pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 1015–1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), the Debtors request entry of an order directing consolidation of their chapter 11 cases for procedural purposes only.

2. A proposed form of order granting the relief requested herein is annexed hereto as **Exhibit A** (the “**Proposed Order**”).

Jurisdiction

3. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the Amended Standing Order of Reference from the United States District Court for the District of Delaware dated February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b) and, pursuant to Local Rule 9013–1(f), the Debtors consent to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

4. On the date hereof (the “**Petition Date**”), each of the Debtors commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory committee of creditors has been appointed in these chapter 11 cases.

5. Additional information regarding the circumstances leading to the commencement of these chapter 11 cases and information regarding the Debtors’ business and capital structure is set forth in the Declaration of Ari Lefkovits in Support of the Debtors’ Chapter 11 Petitions and Related Requests for Relief (the “**Lefkovits Declaration**”) and the Declaration of James A. Mesterharm in Support of the Debtors’ Chapter 11 Petitions and Related Requests for Relief (the “**Mesterharm Declaration**”), both of which have been filed contemporaneously herewith.

Basis for Relief Requested

6. Bankruptcy Rule 1015(b) provides, in relevant part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015(b). Section 101(2) of the Bankruptcy Code defines the term “affiliate” to mean:

(A) [an] entity that directly or indirectly owns, controls, or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor, other than an entity that holds such securities—

(i) in a fiduciary or agency capacity without sole discretionary power to vote such securities; or

(ii) solely to secure a debt, if such entity has not in fact exercised such power to vote;

(B) [a] corporation 20 percent or more of whose outstanding voting securities are directly or indirectly owned, controlled, or held with power to vote, by the debtor, or by an entity that directly or indirectly owns, controls, or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor, other than an entity that holds such securities—

(i) in a fiduciary or agency capacity without sole discretionary power to vote such securities; or

(ii) solely to secure a debt, if such entity has not in fact exercised such power to vote

11 U.S.C. § 101(2). The Debtors are affiliates of one another as defined under section 101(2) of the Bankruptcy Code, as Paragon Offshore plc owns or controls, either directly or indirectly, 100% of the outstanding voting securities of each of the Debtors. Accordingly, this Court is authorized to jointly administer these cases for procedural purposes.

7. In addition, Local Rule 1015-1 provides, in relevant part, as follows:

An order of joint administration may be entered, without notice and an opportunity for hearing, upon the filing of a motion for joint administration . . . supported by an affidavit, declaration or verification, which establishes that the joint administration of two or more cases pending in this Court under title 11 is warranted and will ease the administrative burden for the Court and the parties.

Pursuant to Local Rule 1015-1, the Debtors have filed the Mesterharm Declaration contemporaneously herewith. As set forth in the Mesterharm Declaration, there are twenty-six (26) Debtors, and more than 10,000 creditors and other parties in interest in these chapter 11 cases. Joint administration will allow for the efficient and convenient administration of the Debtors' interrelated chapter 11 cases, will yield significant cost savings, and will not prejudice the substantive rights of any party in interest.

8. Joint administration of these cases will save the Debtors and their estates substantial time and expense because it will remove the need to prepare, replicate, file, and serve duplicative notices, applications, and orders. Further, joint administration will relieve the Court of entering duplicative orders and maintaining duplicative files and dockets. The United States Trustee for the District of Delaware and other parties in interest will similarly benefit from joint administration of these chapter 11 cases, sparing them the time and effort of reviewing duplicative dockets, pleadings, and papers.

9. Joint administration will not adversely affect creditors' rights because this Motion requests only the administrative consolidation of the estates, and does not seek substantive consolidation. As such, each creditor will continue to hold its claim against a particular Debtor's estate after this Motion is approved.

10. As is demonstrated by the corporate structure chart attached as **Exhibit 2** to the Mesterharm Declaration, all of the Debtors are direct or indirect subsidiaries of Paragon Offshore plc. Accordingly, the Debtors respectfully request that each of the Debtors' chapter 11 cases be administered under a consolidated caption, in the following form:

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

	X		
	:		
In re	:		Chapter 11
	:		
PARAGON OFFSHORE PLC, et al.,	:		Case No. 16-_____ (___)
	:		
Debtors.¹	:		Jointly Administered
	:		
	X		

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are: Paragon Offshore plc (6017); Paragon Offshore Finance Company (6632); Paragon International Finance Company (8126); Paragon Offshore Holdings US Inc. (1960); Paragon Offshore Drilling LLC (4541); Paragon FDR Holdings Ltd. (4731); Paragon Duchess Ltd.; Paragon Offshore (Luxembourg) S.à r.l. (5897); PGN Offshore Drilling (Malaysia) Sdn. Bhd. (9238); Paragon Offshore (Labuan) Pte. Ltd. (3505); Paragon Holding SCS 2 Ltd. (4108); Paragon Asset Company Ltd. (2832); Paragon Holding SCS 1 Ltd. (4004); Paragon Offshore Leasing (Luxembourg) S.à r.l. (5936); Paragon Drilling Services 7 LLC (7882); Paragon Offshore Leasing (Switzerland) GmbH (0669); Paragon Offshore do Brasil Ltda.; Paragon Asset (ME) Ltd. (8362); Paragon Asset (UK) Ltd.; Paragon Offshore International Ltd. (6103); Paragon Offshore (North Sea) Ltd.; Paragon (Middle East) Limited (0667); Paragon Holding NCS 2 S.à r.l. (5447); Paragon Leonard Jones LLC (8826); Paragon Offshore (Nederland) B.V.; and Paragon Offshore Contracting GmbH (2832). The Debtors' mailing address is 3151 Briarpark Drive, Suite 700, Houston, Texas 77042.

11. The Debtors also seek the Court's direction that a notation substantially similar to the following notation be entered on the docket in each Debtor's chapter 11 case (other than the chapter 11 case of Paragon Offshore plc) to reflect the joint administration of these cases:

An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Paragon Offshore plc; Paragon Offshore Finance Company; Paragon International Finance Company; Paragon Offshore Holdings US Inc.; Paragon Offshore Drilling LLC; Paragon FDR Holdings Ltd.; Paragon Duchess Ltd.; Paragon Offshore (Luxembourg) S.à r.l.; PGN Offshore Drilling (Malaysia) Sdn. Bhd.; Paragon Offshore (Labuan) Pte. Ltd.; Paragon Holding SCS 2 Ltd.; Paragon Asset Company Ltd.; Paragon Holding SCS 1 Ltd.; Paragon Offshore Leasing (Luxembourg) S.à r.l.; Paragon Drilling Services 7 LLC; Paragon Offshore Leasing (Switzerland) GmbH; Paragon Offshore do Brasil Ltda.; Paragon Asset (ME) Ltd.; Paragon Asset (UK) Ltd.; Paragon Offshore International Ltd.; Paragon Offshore (North Sea) Ltd.; Paragon (Middle East) Limited; Paragon Holding NCS 2 S.à r.l.; Paragon Leonard Jones LLC; Paragon Offshore (Nederland) B.V.; and Paragon Offshore Contracting GmbH. The docket in Case No. 16-_____ () should be consulted for all matters affecting this case.

12. The request for joint administration of interrelated chapter 11 cases is routinely approved by courts in this jurisdiction under similar circumstances and is generally non-controversial. *See, e.g., In re Magnum Hunter Res. Corp.*, Case No. 15-12533 (KG) (Bankr. D. Del. Dec. 16, 2015) (Docket No. 61) (directing joint administration of chapter 11 cases); *In re Cubic Energy, Inc.*, Case No. 15-12500 (CSS) (Bankr. D. Del. Dec. 15, 2015) (Docket No. 41) (same); *In re Offshore Group Inv. Ltd.*, Case No. 15-12422 (BLS) (Bankr. D. Del. Dec. 4, 2015) (Docket No. 36) (same); *In re Axion Int'l, Inc.*, Case No. 15-12415 (CSS) (Bankr. D. Del. Dec. 4, 2015) (Docket No. 18) (same); *In re Taylor-Wharton Int'l LLC*, Case No. 15-12075 (BLS) (Bankr. D. Del. Oct. 13, 2015) (Docket No. 50) (same).

13. Based on the foregoing, the Debtors submit that the relief requested is necessary and appropriate, is in the best interests of their estates and creditors, and should be granted in all respects.

Notice

14. No trustee, examiner, or statutory committee of creditors has been appointed in these chapter 11 cases. Notice of this Motion has been provided to (i) the Office of the United States Trustee for the District of Delaware; (ii) the Debtors' thirty (30) largest unsecured creditors on a consolidated basis; (iii) Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, NY 10017 (Attn: Sandeep Qusba, Esq., Kathrine A. McLendon, Esq., and Morris J. Massel, Esq.), counsel to JPMorgan Chase Bank, N.A. (a) as administrative agent under the Senior Secured Revolving Credit Agreement, dated as of June 17, 2014 (the "**Revolver Agent**"), and (b) as collateral agent under the Guaranty and Collateral Agreement, dated as of July 18, 2014 (the "**Collateral Agent**"); (iv) Landis Rath & Cobb LLP, 919 Market Street, Wilmington, DE 19801 (Attn: Adam G. Landis, Esq. and Kerri Mumford, Esq.), co-counsel to the Revolver Agent and the Collateral Agent; (v) Kaye Scholer LLP, 250 West 55th Street, New York, NY 10019 (Attn: Mark F. Liscio, Esq. and Scott D. Talmadge, Esq.), counsel to (a) Cortland Capital Market Services LLC, as administrative agent (the "**Term Loan Agent**"), and (b) the ad hoc committee of lenders (the "**Ad Hoc Term Lenders**"), under the Senior Secured Term Loan Agreement, dated as of July 18, 2014; (vi) Potter Anderson & Coroon LLP, 1313 N. Market Street, 6th Floor, Wilmington, DE 19801 (Attn: Jeremy W. Ryan, Esq.), co-counsel to the Term Loan Agent and the Ad Hoc Term Lenders; (vii) Morgan, Lewis, & Bockius LLP, 101 Park Avenue, New York, NY 10178 (Attn: James O. Moore, Esq., Glenn E. Siegel, Esq., and Joshua Dorchak, Esq.), counsel to Deutsche Bank Trust Company Americas as trustee

under the Senior Notes Indenture, dated as of July 18, 2014, for the 6.75% Senior Notes due 2022 and the 7.25% Senior Notes due 2024; (viii) Paul, Weiss, Rifkind, Wharton, & Garrison LLP, 1285 Avenue of the Americas, New York, NY 10019 (Attn: Andrew N. Rosenberg, Esq. and Elizabeth R. McColm, Esq.), counsel to certain holders of the 6.75% Senior Notes due 2022 and the 7.25% Senior Notes due 2024; (ix) Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801 (Attn: Pauline K. Morgan, Esq.), co-counsel to certain holders of the 6.75% Senior Notes due 2022 and the 7.25% Senior Notes due 2024; (x) the Securities and Exchange Commission; (xi) the Internal Revenue Service; (xii) the United States Attorney's Office for the District of Delaware; and (xiii) any other party entitled to notice pursuant to Local Rule 9013-1(m).

15. Notice of this Motion and any order entered hereon will be served on all parties required by Local Rule 9013-1(m). Based on the urgency of the circumstances surrounding this Motion and the nature of the relief requested herein, the Debtors respectfully submit that no further notice is required.

No Previous Request

16. No previous request for the relief sought herein has been made by the Debtors to this or any other court.

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: February 14, 2016
Wilmington, Delaware

/s/ Mark D. Collins

RICHARDS, LAYTON & FINGER, P.A.

Mark D. Collins (No. 2981)

Amanda R. Steele (No. 5530)

One Rodney Square

920 North King Street

Wilmington, Delaware 19801

Telephone: (302) 651-7700

Facsimile: (302) 651-7701

-and-

WEIL, GOTSHAL & MANGES LLP

Gary T. Holtzer

Stephen A. Youngman

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

Facsimile: (212) 310-8007

Proposed Attorneys for the Debtors
and Debtors in Possession

Exhibit A

Proposed Order

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

-----X
In re : Chapter 11
: :
PARAGON OFFSHORE DRILLING : Case No. 16-____ (____)
LLC : :
: :
Debtor. : :
: :
Tax I.D. No. 73-0374541 : :
-----X

In re : Chapter 11
: :
PARAGON OFFSHORE PLC : Case No. 16-____ (____)
: :
: :
Debtor. : :
: :
Tax I.D. No. 98-1146017 : :
-----X

In re : Chapter 11
: :
PARAGON OFFSHORE FINANCE : Case No. 16-____ (____)
COMPANY : :
: :
Debtor. : :
: :
Tax I.D. No. 98-1186632 : :
-----X

In re : Chapter 11
: :
PARAGON INTERNATIONAL : Case No. 16-____ (____)
FINANCE COMPANY : :
: :
Debtor. : :
: :
Tax I.D. No. 98-1108126 : :
-----X

-----X
In re : Chapter 11
: :
PARAGON OFFSHORE HOLDINGS : Case No. 16-____ (____)
US INC. : :
: :
Debtor. : :
: :
Tax I.D. No. 46-5761960 : :
-----X

In re : Chapter 11
: :
PARAGON FDR HOLDINGS LTD. : Case No. 16-____ (____)
: :
: :
Debtor. : :
: :
Tax I.D. No. 98-0604731 : :
-----X

In re : Chapter 11
: :
PARAGON DUCHESS LTD. : Case No. 16-____ (____)
: :
: :
Debtor. : :
: :
No Tax I.D. : :
-----X

In re : Chapter 11
: :
PARAGON OFFSHORE : Case No. 16-____ (____)
(LUXEMBOURG) S.À R.L. : :
: :
Debtor. : :
: :
Tax I.D. No. 98-1235897 : :
-----X

-----X
In re : Chapter 11
: :
PGN OFFSHORE DRILLING : Case No. 16-____ (____)
(MALAYSIA) SDN. BHD. : :
: :
Debtor. : :
: :
Tax I.D. No. 98-0599238 : :
-----X

-----X
In re : Chapter 11
: :
PARAGON OFFSHORE (LABUAN) : Case No. 16-____ (____)
PTE. LTD. : :
: :
Debtor. : :
: :
Tax I.D. No. 98-0613505 : :
-----X

-----X
In re : Chapter 11
: :
PARAGON HOLDING SCS 2 LTD. : Case No. 16-____ (____)
: :
: :
Debtor. : :
: :
Tax I.D. No. 98-1124108 : :
-----X

-----X
In re : Chapter 11
: :
PARAGON ASSET COMPANY : Case No. 16-____ (____)
LTD. : :
: :
Debtor. : :
: :
Tax I.D. No. 98-0172832 : :
-----X

-----X
In re : Chapter 11
PARAGON HOLDING SCS 1 LTD. : Case No. 16-_____ (____)
: :
Debtor. : :
Tax I.D. No. 98-1124004 : :
-----X

In re : Chapter 11
PARAGON OFFSHORE LEASING : Case No. 16-_____ (____)
(LUXEMBOURG) S.À R.L. : :
Debtor. : :
Tax I.D. No. 98-0635936 : :
-----X

In re : Chapter 11
PARAGON DRILLING SERVICES 7 : Case No. 16-_____ (____)
LLC : :
Debtor. : :
Tax I.D. No. 80-0457882 : :
-----X

In re : Chapter 11
PARAGON OFFSHORE LEASING : Case No. 16-_____ (____)
(SWITZERLAND) GMBH : :
Debtor. : :
Tax I.D. No. 98-0630669 : :
-----X

-----X
In re : Chapter 11
PARAGON OFFSHORE DO BRASIL :
LTDA. : Case No. 16-____ (____)
Debtor. :
No Tax I.D. :
-----X

In re : Chapter 11
PARAGON ASSET (ME) LTD. : Case No. 16-____ (____)
Debtor. :
Tax I.D. No. 98-0228362 :
-----X

In re : Chapter 11
PARAGON ASSET (UK) LTD. : Case No. 16-____ (____)
Debtor. :
No Tax I.D. :
-----X

In re : Chapter 11
PARAGON OFFSHORE :
INTERNATIONAL LTD. : Case No. 16-____ (____)
Debtor. :
Tax I.D. No. 98-0136103 :
-----X

-----X
In re : Chapter 11
PARAGON OFFSHORE (NORTH :
SEA) LTD. : Case No. 16-____ (____)
Debtor. :
No Tax I.D. :
-----X

In re : Chapter 11
PARAGON (MIDDLE EAST) :
LIMITED : Case No. 16-____ (____)
Debtor. :
Tax I.D. No. 98-0630667 :
-----X

In re : Chapter 11
PARAGON HOLDING NCS 2 S.À R.L. :
Debtor. : Case No. 16-____ (____)
Tax I.D. No. 98-1125447 :
-----X

In re : Chapter 11
PARAGON LEONARD JONES LLC :
Debtor. : Case No. 16-____ (____)
Tax I.D. No. 26-2718826 :
-----X

-----X
 :
In re : **Chapter 11**
 :
PARAGON OFFSHORE : **Case No. 16-_____ (___)**
(NEDERLAND) B.V. :
 :
Debtor. :
 :
No Tax I.D. :
 -----X

-----X
 :
In re : **Chapter 11**
 :
PARAGON OFFSHORE : **Case No. 16-_____ (___)**
CONTRACTING GMBH :
 :
Debtor. :
 :
Tax I.D. No. 98-0172832 :
 -----X

**ORDER DIRECTING JOINT ADMINISTRATION OF
 CHAPTER 11 CASES PURSUANT TO BANKRUPTCY RULE 1015(b)**

Upon the motion, dated February 14, 2016 (the “**Motion**”),¹ of Paragon Offshore plc and its affiliated debtors, as debtors and debtors in possession (collectively, the “**Debtors**”), for an order directing joint administration of their chapter 11 cases pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015–1, as more fully set forth in the Motion; and upon consideration of the Lefkovits Declaration; and upon consideration of the Mesterharm Declaration; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the Amended Standing Order of Reference from the United States District Court for the District of Delaware dated February 29, 2012; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being

¹ All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the parties listed therein, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion; and the Court having held a hearing on the Motion on February __, 2016; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors and their respective estates and creditors; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted.
2. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by the Court under Case No. 16-____ ().
3. Nothing contained in this Order shall be deemed or construed as directing or otherwise affecting the substantive consolidation of any of the above-captioned cases.

4. The caption of the jointly administered cases should read as follows:

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

	X		
In re	:		Chapter 11
PARAGON OFFSHORE PLC, et al.,	:		Case No. 16-_____ (___)
Debtors.¹	:		Jointly Administered
	X		

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Paragon Offshore plc (6017); Paragon Offshore Finance Company (6632); Paragon International Finance Company (8126); Paragon Offshore Holdings US Inc. (1960); Paragon Offshore Drilling LLC (4541); Paragon FDR Holdings Ltd. (4731); Paragon Duchess Ltd.; Paragon Offshore (Luxembourg) S.à r.l. (5897); PGN Offshore Drilling (Malaysia) Sdn. Bhd. (9238); Paragon Offshore (Labuan) Pte. Ltd. (3505); Paragon Holding SCS 2 Ltd. (4108); Paragon Asset Company Ltd. (2832); Paragon Holding SCS 1 Ltd. (4004); Paragon Offshore Leasing (Luxembourg) S.à r.l. (5936); Paragon Drilling Services 7 LLC (7882); Paragon Offshore Leasing (Switzerland) GmbH (0669); Paragon Offshore do Brasil Ltda.; Paragon Asset (ME) Ltd. (8362); Paragon Asset (UK) Ltd.; Paragon Offshore International Ltd. (6103); Paragon Offshore (North Sea) Ltd.; Paragon (Middle East) Limited (0667); Paragon Holding NCS 2 S.à r.l. (5447); Paragon Leonard Jones LLC (8826); Paragon Offshore (Nederland) B.V.; and Paragon Offshore Contracting GmbH (2832). The Debtors’ mailing address is 3151 Briarpark Drive, Suite 700, Houston, Texas 77042.

5. A docket entry shall be made in each of the above-captioned cases (except the chapter 11 case of Paragon Offshore plc) substantially as follows:

An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Paragon Offshore plc; Paragon Offshore Finance Company; Paragon International Finance Company; Paragon Offshore Holdings US Inc.; Paragon Offshore Drilling LLC; Paragon FDR Holdings Ltd.; Paragon Duchess Ltd.; Paragon Offshore (Luxembourg) S.à r.l.; PGN Offshore Drilling (Malaysia) Sdn. Bhd.; Paragon Offshore (Labuan) Pte. Ltd.; Paragon Holding SCS 2 Ltd.; Paragon Asset Company Ltd.; Paragon Holding SCS 1 Ltd.; Paragon Offshore Leasing (Luxembourg) S.à r.l.; Paragon Drilling Services 7 LLC; Paragon Offshore Leasing (Switzerland) GmbH; Paragon Offshore do Brasil Ltda.; Paragon Asset (ME) Ltd.; Paragon Asset (UK) Ltd.; Paragon Offshore International Ltd.; Paragon Offshore (North Sea) Ltd.; Paragon (Middle East) Limited; Paragon Holding NCS 2 S.à r.l.; Paragon Leonard Jones LLC; Paragon Offshore (Nederland) B.V.; and Paragon Offshore

Contracting GmbH. The docket in Case No. 16-_____ () should be consulted for all matters affecting this case.

6. The Debtors are authorized to take all steps necessary or appropriate to carry out this Order.

7. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation or enforcement of this Order.

Dated: _____, 2016
Wilmington, Delaware

UNITED STATES BANKRUPTCY JUDGE