

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

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**In re** : **Chapter 11**
  
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**PARAGON OFFSHORE PLC, et al.,** : **Case No. 16-\_\_\_\_\_ (\_\_\_)**
  
:
  
: **Joint Administration Requested**
  
:
  
**Debtors.<sup>1</sup>** :
  
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**MOTION OF DEBTORS FOR ENTRY OF INTERIM AND FINAL ORDERS  
(I) AUTHORIZING DEBTORS TO PAY CERTAIN PREPETITION TAXES  
AND ASSESSMENTS AND (II) DIRECTING FINANCIAL INSTITUTIONS  
TO HONOR AND PROCESS RELATED CHECKS AND TRANSFERS  
PURSUANT TO SECTIONS 363(b), 507(a), 541(d), AND 105(a) OF THE  
BANKRUPTCY CODE AND BANKRUPTCY RULES 6003 AND 6004**

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 sections 363(b), 507(a), 541(d), and 105(a) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), the Debtors request (i) authority to satisfy all

<sup>1</sup> 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.



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Taxes<sup>2</sup> (as defined below) due and owing to various local, state, and foreign taxing authorities (collectively, the “**Taxing Authorities**”)<sup>3</sup> that arose prior to the Petition Date (as defined below), including all Taxes subsequently determined by audit or otherwise to be owed for periods prior to the Petition Date, and (ii) that the Court authorize and direct applicable banks and financial institutions (collectively, the “**Banks**”) to receive, honor, process, and pay all checks issued or to be issued and electronic fund transfers requested or to be requested relating to the above.

2. A proposed form of order granting the relief requested herein on an interim basis is annexed hereto as **Exhibit A** (the “**Proposed Interim Order**”) and, pending a final hearing on the relief requested herein, on a final basis as **Exhibit B** (the “**Proposed Final Order**”).

3. A non-exclusive list of the Taxing Authorities is annexed as **Exhibit 1** (the “**Taxing Authority List**”) to the Proposed Interim Order and the Proposed Final Order.

Although the list of Taxing Authorities is substantially complete, the relief requested herein is to be applicable with respect to all Taxing Authorities and is not limited to those Taxing Authorities listed on the Taxing Authority List.

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<sup>2</sup> By this Motion, the Debtors are not seeking authority to pay employee withholding taxes, which are addressed separately in the Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing Debtors to (A) to Pay Prepetition Wages, Salaries, Employee Benefits, and Other Compensation, (B) to Maintain Employee Benefit Programs and Pay Related Administrative Obligations, and (C) to Pay Temporary Employee Obligations, and (II) Directing Financial Institutions to Receive, Process, Honor, and Pay All Checks Presented for Payment and to Honor All Fund Transfer Requests Related to Such Obligations Pursuant to Sections 105(a), 363(b), and 507 of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004, filed contemporaneously herewith.

<sup>3</sup> The definition of “Taxing Authorities” includes, but is not limited to, those parties set forth on the Taxing Authority List (as defined herein). The inclusion of any entity on, or the omission of any entity from, the Taxing Authority List is not an admission by the Debtors that such entity is, or is not, a Taxing Authority to which the Debtors owe any amount, and the Debtors reserve all rights with respect to any such determination.

**Jurisdiction**

4. 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 Rule 9013–1(f) 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 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**

5. On the date hereof (the “**Petition Date**”), each of the Debtors commenced with this Court a voluntary case under chapter 11 of 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.

6. Contemporaneously herewith, the Debtors have filed a motion requesting joint administration of these chapter 11 cases pursuant to Bankruptcy Rule 1015(b).

7. 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.

**The Debtors’ Prepetition Taxes**

**A. Franchise Taxes**

8. The Debtors are required to pay taxes assessed for the privilege of doing business within a particular jurisdiction (the “**Franchise Taxes**”). The Franchise Taxes are typically paid annually to the applicable Taxing Authorities. The Debtors do not believe that they will owe any amounts in Franchise Taxes relating to periods prior to the Petition Date; however, out of an abundance of caution, the Debtors request authority to pay any outstanding prepetition Franchise Taxes under the Proposed Final Order.

**B. Property Taxes**

9. The Debtors own certain personal property in Houston, Texas that is subject to local property taxes (the “**Property Taxes**”). The Property Taxes are assessed in estimated amounts at the beginning of the year, and the Debtors remit payments on such estimated amounts to the county taxing authority on an annual basis. The Debtors estimate that they will owe approximately \$150,000 in Property Taxes for the calendar year 2015. The Debtors request authority to pay all prepetition Property Taxes under the Proposed Final Order.

**C. Foreign Taxes**

10. As described in the Mesterharm Declaration, the Debtors operate an international business in countries and regions around the world including the North Sea, Mexico, Brazil, Africa, and the Middle East, and a majority of the debtors are organized in jurisdictions outside of the United States. In connection with such foreign operations, the Debtors withhold and incur certain income taxes, withholding taxes, customs taxes, value-added taxes, and other business taxes (the “**Foreign Taxes**”), and are obligated to timely collect,

withhold, incur, and remit the Foreign Taxes to Taxing Authorities. The Debtors estimate that they will owe approximately \$7.4 million in Foreign Taxes relating to periods prior to the Petition Date. The Debtors request authority to pay prepetition Foreign Taxes under the Proposed Interim Order in an amount not exceeding \$3.3 million and all outstanding amounts under the Proposed Final Order.

11. In addition to payment of Foreign Taxes, certain of the non-U.S. countries in which the Debtors operate require a tax paying entity to post bonding in the form of a cash deposit, a cash collateralized bond, or a letter of credit (a “**Tax Bond**”) before contesting any tax audit claims or assessments of applicable Foreign Taxes owed by the Debtor (the “**Contested Taxes**”). Absent a Tax Bond, the Debtors forgo their right to contest any tax audit claim or assessment and risk entry of a form of default judgment under the laws of such foreign jurisdictions. To the extent the Debtors seek authority to pay any Contested Tax or post a Tax Bond, the Debtors will request appropriate relief from this Court by separate motion.<sup>4</sup>

**D. Regulatory Assessments and Other Miscellaneous Taxes**

12. The Debtors incur, in the ordinary course of business, certain regulatory assessments, permitting fees, licensing fees, levies, and other miscellaneous Taxes (collectively, the “**Regulatory Assessments**,” and collectively with the Franchise Taxes, the Property Taxes, and the Foreign Taxes, the “**Taxes**”). The continued payment of these Regulatory Assessments, including any amounts due and owing on account of prepetition Regulatory Assessments, are crucial to the continued operation of the Debtors’ business. The Debtors estimate that they will owe approximately \$50,000 in Regulatory Assessments relating to the period prior to the Petition

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<sup>4</sup> The Debtors’ Contested Taxes are further discussed in the Debtors’ Proposed Disclosure Statement for Joint Chapter 11 Plan of Paragon Offshore Plc and its Affiliated Debtors, filed contemporaneously herewith.

Date. The Debtors request authority to pay prepetition Regulatory Assessments under the Proposed Interim Order in an amount not exceeding \$25,000 and all outstanding amounts under the Proposed Final Order.

**E. Estimate of Prepetition Taxes**

13. In summary, as of the Petition Date, the Debtors estimate that approximately \$150,000 in Property Taxes, \$7.4 million in Foreign Taxes, and \$50,000 in Regulatory Assessments relating to periods prior to the Petition Date will become due and owing to the Taxing Authorities after the Petition Date.

14. Pursuant to the Proposed Interim Order, the Debtors request authority to pay up to \$3.33 million of Foreign Taxes and Regulatory Assessments. Pursuant to the Proposed Final Order, the Debtors request authority to pay all remaining prepetition amounts. Out of an abundance of caution, the Debtors request a cap in excess of the estimated prepetition Taxes to account for potential variances between the estimated and actual Taxes accrued as of the Petition Date.

15. The amounts of the Taxes listed above are good faith estimates based on the Debtors' books and records and remain subject to potential audits and other adjustments. As such, the Debtors also seek authorization to pay any prepetition Taxes due and owing following audit and review pursuant to the Proposed Final Order.

**Basis for Relief Requested**

16. Ample reasons exist to authorize the payment of the prepetition Taxes, including, among other things, that (i) the failure to pay the prepetition Taxes may interfere with the Debtors' continued operations and successful reorganization efforts; (ii) certain of the prepetition Taxes may not be property of the Debtors' estates; (iii) the failure to pay prepetition Property Taxes and Foreign Taxes may increase the scope of secured and priority claims held by

the applicable Taxing Authorities against the Debtors' estates; (iv) the payment of prepetition Taxes affects only the timing of payments as most, if not all, of the Taxes are afforded priority status under the Bankruptcy Code; and (v) the Court has authority to grant the requested relief under sections 105(a) and 363(b) of the Bankruptcy Code.

**A. Failure to Pay the Prepetition Taxes May Interfere with the Debtors' Continued Operations and Successful Reorganization Efforts**

17. The Debtors seek to pay the prepetition Taxes to, among other things, discourage the Taxing Authorities from taking actions that may interfere with the Debtors' continued business operations. Nonpayment of these obligations may cause Taxing Authorities to take precipitous action, including, but not limited to, asserting liens or seeking to lift the automatic stay, which would disrupt the Debtors' day-to-day operations and could potentially impose significant costs on the Debtors' estates. Failure to satisfy the prepetition Taxes may jeopardize the Debtors' maintenance of good standing to operate in the jurisdictions in which they do business.

18. To the extent that any prepetition Taxes remain unpaid by the Debtors, the Debtors' officers and directors may be subject to lawsuits or criminal prosecution during the pendency of these chapter 11 cases. The dedicated and active participation of the Debtors' directors, officers, and other employees is not only integral to the Debtors' continued, uninterrupted operations, but also essential to the orderly administration of these chapter 11 cases. The threat of a lawsuit or criminal prosecution, and any ensuing liability, would distract the Debtors and their personnel from important tasks, to the detriment of all parties in interest.

19. Further, with respect to the Foreign Taxes, foreign governmental authorities may consider themselves to be beyond the jurisdiction of this Court or disregard the automatic stay imposed pursuant to section 362 of the Bankruptcy Code. Foreign governmental

authorities that believe the automatic stay does not govern their actions may exercise self-help (if permitted under local law), which may include, among other things, taking control of the Debtors' businesses to sell them — a risk that is heightened by the fact that the Debtors' assets located outside of the U.S. are generally highly mobile and easily susceptible to seizure. Accordingly, the proposed relief is in the best interests of the Debtors' estates.<sup>5</sup>

**B. Certain of the Prepetition Taxes May Not Be Property of the Debtors' Estates**

20. Some of the prepetition Taxes, such as certain value-added and withholding taxes comprising the Foreign Taxes, may constitute “trust fund” taxes, which the Debtors are required to collect and/or hold in trust for payment to the Taxing Authorities.

Section 541(d) of the Bankruptcy Code provides, in relevant part:

Property in which the debtor holds, as of the commencement of the case, only legal title and not an equitable interest . . . becomes property of the estate . . . only to the extent of the debtor's legal title to such property, but not to the extent of any equitable interest in such property that the debtor does not hold.

11 U.S.C. § 541(d).

21. To the extent the Debtors have collected or hold Taxes in trust for payment to the Taxing Authorities, such funds do not constitute property of the Debtors' estates. *See, e.g., Begier v. IRS*, 496 U.S. 53, 60-62 (1990) (holding that excise and withholding taxes are property held by a debtor in trust for another and, as such, are not property of the debtor's estate); *City of Farrell v. Sharon Steel Corp.*, 41 F.3d 92, 96 (3d Cir. 1994) (finding that withholding taxes were subject to a trust); *In re Am. Int'l Airways, Inc.*, 70 B.R. 102, 103 (Bankr.

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<sup>5</sup> Notwithstanding the self-executing and global nature of the automatic stay, not all parties affected or potentially affected by the commencement of these chapter 11 cases are aware of its significance and impact. As a result, in an exercise of prudence, the Debtors are seeking an order enforcing the automatic stay in the Motion of Debtors for an Order Enforcing the Protections of Sections 362, 365, 525, and 541(c) of the Bankruptcy Code Pursuant to Section 105 of the Bankruptcy Code, filed contemporaneously herewith.



E.D. Pa. 1987) (holding that funds held in trust for federal excise and withholding taxes are not property of the debtor's estate); *see generally Official Comm. of Unsecured Creditors of the Columbia Gas Transmission Corp. v. Columbia Gas Sys., Inc. (In re Columbia Gas Sys. Inc.)*, 997 F.2d 1039, 1059-60 (3d Cir. 1993) (indicating that even if a statute does not establish an express trust, a constructive trust may be found). The Debtors, therefore, generally do not have an equitable interest in such funds, and they should be permitted to pay those funds to the Taxing Authorities as they become due.

**C. Failure to Pay Prepetition Property and Foreign Taxes May Increase the Scope of Secured and Priority Claims Held by the Taxing Authorities**

22. Payment of prepetition Property and Foreign Taxes is necessary for several reasons. The Debtors' failure to pay such Taxes may increase the amount of secured claims held by Taxing Authorities against the Debtors' estates. Taxing authorities may also assert liens against any personal property for which these Taxes are due and owing. *See, e.g., Tex. Tax Code Ann. § 32.01* (West 2015) (providing that "a tax lien attaches to property to secure the payment of all taxes, penalties, and interest ultimately imposed for the year on the property . . .").

23. To the extent the Taxing Authorities hold oversecured claims, if the prepetition Property and Foreign Taxes are not paid, postpetition interest, fees, penalties, and other charges may accrue. *See 11 U.S.C. § 506(b); United States v. Ron Pair Enters., Inc.*, 489 U.S. 235, 241-43 (1989) (holding that nonconsensual lienholders may receive interest on their claims under section 506(b) of the Bankruptcy Code). Even if these Taxes are not treated as secured claims, they may still, as discussed below, be entitled to priority treatment — as may any penalties assessed by the applicable Taxing Authorities on delinquent taxes owed by the Debtors. *See 11 U.S.C. § 507(a)(8)*. The Debtors' failure to pay the prepetition Property and Foreign

Taxes thus may increase the amount of priority claims held by the Taxing Authorities against the Debtors' estates.

24. Paying the prepetition Property and Foreign Taxes now will avoid the imposition of liens and the accrual of interest charges and unnecessary fees and penalties on such claims, thereby preserving the value of the Debtors' estates and maximizing the distribution available for other creditors. Therefore, the Court should authorize the Debtors to pay prepetition Property and Foreign Taxes because payment will benefit the estates' creditors and other parties in interest.

**D. Paying the Prepetition Taxes Will Affect Only the Timing of Payments**

25. Moreover, most, if not all, of the Taxes described herein are afforded priority status pursuant to section 507(a)(8) of the Bankruptcy Code. *See* 11 U.S.C. § 507(a)(8)(A) (“[A] tax on or measured by income or gross receipts for a taxable year on or before date of filing of the petition . . . .”); *id.* at (B) (“[A] a property tax incurred before the commencement of the case and last payable without penalty after one year before the date of the filing of the petition.”); *id.* at (C) (“[A] tax required to be collected or withheld and for which the debtor *is liable in whatever capacity.*”) (emphasis added); *id.* at (E) (“[A]n excise tax on . . . a transaction occurring before the date of filing the petition . . . .”).

26. As priority claims, the prepetition Taxes must be paid in full before any general unsecured obligations of the Debtors may be satisfied. The Debtors submit that sufficient assets exist to pay all the prepetition Taxes. Accordingly, the proposed relief will affect only the timing of payment of the prepetition Taxes and will not prejudice the rights of any general unsecured creditor or other party in interest. Therefore, the Court should grant the Debtors authority to pay the prepetition Taxes in the ordinary course.

**E. The Court has Authority to Grant the Requested Relief Under Sections 363(b) and 105(a) of the Bankruptcy Code**

27. Under section 363(b)(1) of the Bankruptcy Code, “[t]he trustee, after notice and a hearing, may use, sell, or lease, other than in the ordinary course of business, property of the estate.” And under section 105(a) of the Bankruptcy Code, “[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” Under section 105(a) and the doctrine of necessity, the bankruptcy court may exercise its broad grant of equitable powers to permit the payment of prepetition obligations when such payment is essential to the continued operation of the debtor’s business. *See, e.g., In re Just for Feet, Inc.*, 242 B.R. 821, 824-25 (D. Del. 1999) (holding that section 105(a) of the Bankruptcy Code provides a statutory basis for the payment of prepetition claims under the doctrine of necessity and noting that “[t]he Supreme Court, the Third Circuit and the District of Delaware all recognize the court’s power to authorize payment of pre-petition claims when such payment is necessary for the debtor’s survival during chapter 11”); *In re Columbia Gas Sys., Inc.*, 171 B.R. 189, 191-92 (Bankr. D. Del. 1994) (confirming that the doctrine of necessity is the standard in the Third Circuit for enabling a court to authorize the payment of prepetition claims prior to the confirmation of a reorganization plan).

28. Bankruptcy courts regularly rely on their authority under section 105(a) and the doctrine of necessity to grant debtors the discretionary authority to pay certain prepetition claims “where the payment is necessary to permit the effectuation of the rehabilitative purposes of the Bankruptcy Code.” *In re Sharon Steel Corp.*, 159 B.R. 730, 736 (Bankr. W.D. Penn. 1993); *see also In re Lehigh & New England Ry. Co.*, 657 F.2d 570, 581 (3d Cir. 1981) (holding that a court may authorize payment of prepetition claims if such payment is essential to continued operation of the debtor); *In re Ionosphere Clubs, Inc.*, 98 B.R. 174, 175

(Bankr. S.D.N.Y. 1989) (authorizing the payment of prepetition claims and explaining that the “ability of a Bankruptcy Court to authorize the payment of prepetition debt when such payment is needed to facilitate the rehabilitation of the debtor is not a novel concept”). The rationale for making payments to prepetition creditors under the doctrine of necessity is consistent with the paramount goal of chapter 11: “the continued operation and rehabilitation of the debtor . . . .” *Ionosphere Clubs*, 98 B.R. at 176. To that end, approval of such payments benefits, rather than harms, the Debtors’ other creditors. *See, e.g., Sharon Steel*, 159 B.R. at 737 (approving payments of certain prepetition wages under the doctrine of necessity where doing so would maximize the value of the debtors’ assets and noting that payments made pursuant to the doctrine of necessity “must not only be in the best interest of the debtor but also in the best interest of its other creditors”). Moreover, Bankruptcy Rule 6003 itself implies that the payment of prepetition obligations may be permissible within the first twenty-one (21) days of a case where doing so is “necessary to avoid immediate and irreparable harm.”

29. Payment of the prepetition Taxes is an exercise of sound business judgment and necessary to permit a successful reorganization, as the Debtors’ satisfaction of the prepetition Taxes is necessary to avoid the obstacles to a smooth transition through these chapter 11 cases. Significant disruptions of the Debtors’ operations of the types described above threaten to irreparably impair the Debtors’ ability to conduct a successful reorganization process and thereby maximize the value of the Debtors’ estates for the benefit of creditors.

30. Bankruptcy courts in this District have entered orders granting relief similar to the relief requested herein. *See, e.g., In re Offshore Grp. Inv. Ltd.*, Case No. 15-12422 (BLS) (Bankr. D. Del. Jan. 5, 2016) (Docket No. 131); *In re Endeavour Operating Corp.*, Case No. 14-12308 (KJC) (Bankr. D. Del. Nov. 06, 2014) (Docket No. 145); *In re Energy Future*

*Holdings Corp.*, Case No. 14-10979 (CSS) (Bankr. D. Del. June 4, 2014) (Docket No. 799); *In re Coldwater Creek*, Case No. 14-10867 (BLS) (Bankr. D. Del. Apr. 14, 2014) (Docket No. 77); *In re Brookstone Holdings Corp.*, Case No. 14-10752 (BLS) (Bankr. D. Del. Apr. 4, 2014) (Docket No. 78); *In re Quantum Foods, LLC*, Case No. 14-10318 (KJC) (Bankr. D. Del. Feb. 20, 2014) (Docket No. 40); *In re Event Rentals Inc.*, Case No. 14-10282 (PJW) (Bankr. D. Del. May 16, 2014) (Docket No. 516). Similar relief is warranted in these chapter 11 cases.

**Applicable Banks Should be Directed to Receive, Process, Honor, and Pay Checks Issued and Transfers Requested to Pay the Prepetition Taxes**

31. The Debtors further request that the Court direct the Banks to receive, process, honor, and pay, to the extent of funds on deposit, any and all checks issued or to be issued and electronic fund transfers requested or to be requested by the Debtors relating to the prepetition Taxes. The Debtors also seek authority, but not direction, to issue new postpetition checks or effect new postpetition electronic fund transfers in replacement of any checks or transfer requests on account of any prepetition Taxes dishonored or rejected as a result of these chapter 11 cases.

**Bankruptcy Rule 6003 Has Been Satisfied**

32. Bankruptcy Rule 6003 provides that, to the extent relief is necessary to avoid immediate and irreparable harm, a bankruptcy court may issue an order granting “a motion to use, sell, lease, or otherwise incur an obligation regarding property of the estate, including a motion to pay all or part of a claim that arose before the filing of the petition” before twenty-one (21) days after filing of the petition. As described herein and in the Mesterharm Declaration, the Debtors’ estates would suffer immediate and irreparable harm if the relief sought herein is not promptly granted. Accordingly, the Debtors have satisfied the requirements of Bankruptcy Rule 6003.

**Request for Bankruptcy Rule 6004 Waivers**

33. The Debtors request a waiver of the notice requirements under Bankruptcy Rule 6004(a) and any stay of the order granting the relief requested herein pursuant to Bankruptcy Rule 6004(h). As explained above and in the Mesterharm Declaration, the relief requested herein is necessary to avoid immediate and irreparable harm to the Debtors. Accordingly, ample cause exists to justify the waiver of the notice requirements under Bankruptcy Rule 6004(a) and the fourteen-day stay imposed by Bankruptcy Rule 6004(h), to the extent such stay applies.

**Reservation of Rights**

34. Nothing contained herein is intended or shall be construed as (i) an admission as to the validity of any claim against the Debtors, (ii) a waiver of the Debtors' or any party in interest's rights to dispute the amount of, basis for or validity of any claim of any Taxing Authority under applicable nonbankruptcy law, (iii) a waiver of any claims or causes of action which may exist against any Taxing Authority, or (iv) an assumption, adoption or rejection of any agreement, contract or lease between the Debtors and any third party under section 365 of the Bankruptcy Code. The Debtors are in the process of reviewing these matters and reserve all of their rights under the Bankruptcy Code.

**Notice**

35. 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).

36. 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**

37. 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 Interim Order and Proposed Final 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.  
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-and-

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Proposed Attorneys for the Debtors  
and Debtors in Possession



**Exhibit A**

**Proposed Interim Order**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

	X		
	:		
<b>In re</b>	:		<b>Chapter 11</b>
	:		
<b>PARAGON OFFSHORE PLC, et al.,</b>	:		<b>Case No. 16-_____ (___)</b>
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<b>Debtors.<sup>1</sup></b>	:		<b>Joint Administration Requested</b>
	X		

**INTERIM ORDER (I) AUTHORIZING DEBTORS TO PAY CERTAIN  
PREPETITION TAXES AND ASSESSMENTS AND (II) DIRECTING  
FINANCIAL INSTITUTIONS TO HONOR AND PROCESS RELATED CHECKS  
AND TRANSFERS PURSUANT TO SECTIONS 363(b), 507(a), 541(d), AND 105(a)  
OF THE BANKRUPTCY CODE AND BANKRUPTCY RULES 6003 AND 6004**

Upon the motion, dated February 14, 2016 (the “**Motion**”),<sup>2</sup> of Paragon Offshore plc and its affiliated debtors, as debtors and debtors in possession (collectively, the “**Debtors**”), for an order (i) authorizing the Debtors to pay certain prepetition taxes and assessments (the “**Taxes**”) and (ii) directing applicable banks and financial institutions (collectively, the “**Banks**”) to receive, honor, process, and pay all checks issued or to be issued and electronic fund transfers requested or to be requested relating to the above, pursuant to sections 363(b), 507(a), 541(d),

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<sup>1</sup> 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. The Debtors’ mailing address is 3151 Briarpark Drive, Suite 700, Houston, Texas 77042.

<sup>2</sup> All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

and 105(a) of the Bankruptcy Code, as more fully set forth in the Motion; 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 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 on an interim basis as set forth herein.
2. The Debtors are authorized, but not directed, pursuant to sections 363(b), 507(a), 541(d), and 105(a) of the Bankruptcy Code, to satisfy all Taxes due and owing to the Taxing Authorities, including, without limitation, those Taxing Authorities listed on **Exhibit 1** annexed hereto, that arose prior to the Petition Date, including all Taxes subsequently determined upon audit or otherwise to be owed for periods prior to the Petition Date, in an interim amount not to exceed \$3.33 million.

3. The Banks are authorized, but not directed, at the Debtors' request, to receive, process, honor and pay, to the extent of funds on deposit, any and all checks issued or to be issued or electronic fund transfers requested or to be requested by the Debtors relating to the prepetition Taxes. The Banks shall not be liable to any party on account of: (a) following the Debtors' representations, instructions, or presentations as to any order of the Court (without any duty of further inquiry); (b) the honoring of any prepetition checks, drafts, wires, or ACH Payments in a good faith belief or upon a representation by the Debtors that the Court has authorized such prepetition check, draft, wire, or ACH Payments; or (c) an innocent mistake made despite implementation of reasonable handling procedures.

4. The Debtors further are authorized, but not directed, to issue new postpetition checks or effect new postpetition electronic fund transfers in replacement of any checks or transfer requests on account of any prepetition Taxes dishonored or rejected as a result of the commencement of the Debtors' chapter 11 cases.

5. Nothing contained in this Interim Order or any action taken by the Debtors in implementing this Interim Order shall be deemed (i) an admission as to the validity of any claim against the Debtors, (ii) a waiver of the Debtors' or any other party in interest's rights to dispute the amount of, basis for or validity of any claim of any Taxing Authority under applicable nonbankruptcy law, (iii) a waiver of any claims or causes of action which may exist against any Taxing Authority, or (iv) an assumption, adoption, or rejection of any agreement, contract, or lease between the Debtors or any third party under section 365 of the Bankruptcy Code.

6. Notwithstanding anything in this Interim Order to the contrary, the Debtors' authority to use or transfer cash hereunder shall be subject to the same limitations and

restrictions as are provided for with respect to the use or transfer of cash in the cash collateral order (as applicable, the “**Cash Collateral Order**”). To the extent there is any conflict between this Interim Order and any Cash Collateral Order, the terms of the Cash Collateral Order shall control.

7. The requirements of Bankruptcy Rule 6003(b) have been satisfied.

8. The requirements of Bankruptcy Rule 6004(a) are waived.

9. Notwithstanding any applicability of Bankruptcy Rule 6004(h), this Interim Order shall be immediately effective and enforceable upon its entry.

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

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

12. A final hearing to consider the relief requested in the Motion shall be held on \_\_\_\_, \_\_\_\_ at \_\_\_\_\_ (Eastern Time) and any objections or responses to the Motion shall be filed and served so as to be actually received on or prior to \_\_\_\_\_, \_\_\_\_ at 4:00 p.m. (Eastern Time).

Dated: \_\_\_\_\_, 2016  
Wilmington, Delaware

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UNITED STATES BANKRUPTCY JUDGE

**Exhibit 1**

**Taxing Authorities List**

<b>Taxing Authority</b>	<b>Address</b>	<b>Type of Tax</b>
Aldine Independent School District	14909 Aldine Westfield Rd., Houston, TX 77032	Property Tax
Alief Independent School District	Alief ISD Tax Office, P.O. Box 368, Alief, TX 77411	Property Tax
Cypress-Fairbanks Independent School District	10300 Jones Rd., Houston, TX 77065	Property Tax
Fort Bend County	P.O. Box 1028, Sugar Land, TX 77487-1028	Property Tax
Greens Parkway Municipal Utility District	1403 McAultry Rd., Houston, TX 77073	Property Tax
Harris County	1001 Preston St., Houston, TX 77002	Property Tax
Lafayette Consolidated Government	705 W. University Ave., Lafayette, LA 70506	Property Tax
Lafayette Parish Sheriff's Office	100 Poydras St., Lafayette, LA 70501	Property Tax
Travis County	P.O. Box 1748, Austin, TX 78767	Property Tax
Administracion General De Grandes Contibuyentes	Av. Hidalgo 77 Colonia Guerrero, Ciudad de México, México, 6300	Foreign Tax
Belastingdienst (Dutch Tax Authority)	Postbus 50961, Rotterdam, Netherlands, 3007 BC	Foreign Tax
Ministere des Finances - Centre Des Impots Des Moyennes	Director General of Taxation, 2 Street Narvik, Yaounde - Cameroon	Foreign Tax
Tesoro Publico	Embassy of Equatorial Guinea, 2020 16 <sup>th</sup> St NW, Washington, DC 20009	Foreign Tax
Danish Customs & Tax Administration Hydrocarbon Taxation	Kundeservice Erhverv – Bruttonskat/Kulbrinte, Pionér Allé 1, DK-6270, Tønder - Denmark	Foreign Tax
Danish Customs & Tax Administration Hydrocarbon Taxation	Kundeservice Erhverv – Bruttonskat/Kulbrinte, Pionér Allé 1, DK-6270 Tønder - Denmark	Foreign Tax
Director-Qatar Tax & Revenue	P.O. Box 28666, Doha, Qatar	Foreign Tax
Expat Income Taxes (Ministério da Fazenda)	Ministério da Fazenda, Av. Prestes Maia, 733 - Luz, São Paulo - SP, 01031-010, Brazil	Foreign Tax
Fundo de Garantia por Tempo de Serviço	Esplanada dos Ministérios Bloco F - Anexo - ala A Sala TA14 Brasília-DF	Foreign Tax
Fundo de Garantia por Tempo de Serviço - Severance Costs	Esplanada dos Ministérios Bloco F - Anexo - ala A Sala TA14 Brasília-DF	Foreign Tax
Government of India Income Tax	Rashtrapati Bhawan, New Delhi, India, 110004	Foreign Tax
Her Majesty's Revenue & Customs	5th Floor, Bush House, South West Wing Strand, London, U.K., WC2B 4RD	Foreign Tax
HM Revenue & Customs	18 Rue Du Fort Wedell, Luxembourg, L-2718	Foreign Tax
HM Revenue and Customs - VAT	Alexander House, 21 Victoria Ave., Southend-On-Sea, SS99 1BD, U.K.	Foreign Tax
Inland Revenue Authority of Singapore	55 Newton Roa, Revenue House, Singapore, 307987	Foreign Tax
Instituto Nacional do Seguro Social	Av. Sen. Vitorino Freire, 29 - Areinha, São Luís - MA, 65030-015, Brazil	Foreign Tax

Taxing Authority	Address	Type of Tax
Instituto Nacional do Seguro Social - Third Parties	Av. Sen. Vit3rino Freire, 29 - Areinha, S3o Lu3s - MA, 65030-015, Brazil	Foreign Tax
Imposto Sobre Servi3os	R. Dom Aguirre, 438 - Vila Sofia, S3o Paulo - SP, 04671-245, Brazil	Foreign Tax
Imposto Sobre Servi3os - Third Parties	R. Dom Aguirre, 438 - Vila Sofia, S3o Paulo - SP, 04671-245, Brazil	Foreign Tax
Ketua Pengarah Hasil Dalam Negeri	Level 18, Menara Hasil Persiaran Rimba Permai Cyber 8, Cyberjaya, Selangor, Malaysia, 63000	Foreign Tax
Labuan Financial Services Authority	17th Floor, Main Office Tower Financial Park Complex, Jalan Merdeka, Wilayah Persekutuan Labuan, Sabah, Malaysia, 87000	Foreign Tax
Ministry of Finance	P.O. Box 28666, Doha, Qatar	Foreign Tax
Recette Centrale	BP 1004, Luxembourg, L-1010	Foreign Tax
Service de Recette Bureau	18, Rue Du Fort Wedell, Luxembourg, L-2718	Foreign Tax
SISCOMEX/ICMS Taxes (Minist3rio da Fazenda)	Minist3rio da Fazenda, Av. Prestes Maia, 733 - Luz, S3o Paulo - SP, 01031-010, Brazil	Foreign Tax
Tanzania Revenue Authority	Samora Ave., Dar es Salaam, Tanzania	Foreign Tax
Truninger Rolf	Bahnhofstrasse 26, Zug, Switzerland, 6300	Foreign Tax



**Exhibit B**

**Proposed Final Order**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

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 :  
**In re** : **Chapter 11**  
 :  
**PARAGON OFFSHORE PLC, et al.,** : **Case No. 16-\_\_\_\_\_ (\_\_\_)**  
 :  
 : **Joint Administration Requested**  
 :  
**Debtors.**<sup>1</sup> :  
 -----X

**FINAL ORDER (I) AUTHORIZING DEBTORS TO PAY CERTAIN  
PREPETITION TAXES AND ASSESSMENTS AND (II) DIRECTING FINANCIAL  
INSTITUTIONS TO HONOR AND PROCESS RELATED CHECKS AND  
TRANSFERS PURSUANT TO SECTIONS 363(b), 507(a), 541(d), AND 105(a)  
OF THE BANKRUPTCY CODE AND BANKRUPTCY RULES 6003 AND 6004**

Upon the motion, dated February 14, 2016 (the “**Motion**”),<sup>2</sup> of Paragon Offshore plc and its affiliated debtors, as debtors and debtors in possession (collectively, the “**Debtors**”), for an order (i) authorizing the Debtors to pay certain prepetition taxes and assessments (the “**Taxes**”) and (ii) directing applicable banks and financial institutions (collectively, the “**Banks**”) to receive, honor, process, and pay all checks issued or to be issued and electronic fund transfers requested or to be requested relating to the above, pursuant to sections 363(b), 507(a), 541(d),

<sup>1</sup> 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. The Debtors’ mailing address is 3151 Briarpark Drive, Suite 700, Houston, Texas 77042.

<sup>2</sup> All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

and 105(a) of the Bankruptcy Code, as more fully set forth in the Motion; 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 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 granted interim relief on the Motion on February \_\_, 2016 (Docket No. \_\_); and the Court having held a final hearing on the Motion on February \_\_, 2016; and all objections to the Motion having been withdrawn, resolved or overruled; 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 Debtors are authorized, but not directed, pursuant to sections 363(b), 507(a), 541(d), and 105(a) of the Bankruptcy Code, to satisfy all Taxes due and owing to the Taxing Authorities, including, without limitation, those Taxing Authorities listed on **Exhibit 1**

annexed hereto, that arose prior to the Petition Date, including all Taxes subsequently determined upon audit or otherwise to be owed for periods prior to the Petition Date.

3. The Banks are authorized, but not directed, at the Debtors' request, to receive, process, honor and pay, to the extent of funds on deposit, any and all checks issued or to be issued or electronic fund transfers requested or to be requested by the Debtors relating to the prepetition Taxes. The Banks shall not be liable to any party on account of: (a) following the Debtors' representations, instructions, or presentations as to any order of the Court (without any duty of further inquiry); (b) the honoring of any prepetition checks, drafts, wires, or ACH Payments in a good faith belief or upon a representation by the Debtors that the Court has authorized such prepetition check, draft, wire, or ACH Payments; or (c) an innocent mistake made despite implementation of reasonable handling procedures.

4. The Debtors further are authorized, but not directed, to issue new postpetition checks or effect new postpetition electronic fund transfers in replacement of any checks or transfer requests on account of any prepetition Taxes dishonored or rejected as a result of the commencement of the Debtors' chapter 11 cases.

5. Nothing contained in this Final Order or any action taken by the Debtors in implementing this Final Order shall be deemed (i) an admission as to the validity of any claim against the Debtors, (ii) a waiver of the Debtors' or any other party in interest's rights to dispute the amount of, basis for or validity of any claim of any Taxing Authority under applicable nonbankruptcy law, (iii) a waiver of any claims or causes of action which may exist against any Taxing Authority, or (iv) an assumption, adoption, or rejection of any agreement, contract, or lease between the Debtors or any third party under section 365 of the Bankruptcy Code.

6. Notwithstanding anything in this Final Order to the contrary, the Debtors' authority to use or transfer cash hereunder shall be subject to the same limitations and restrictions as are provided for with respect to the use or transfer of cash in the cash collateral order (as applicable, the "**Cash Collateral Order**"). To the extent there is any conflict between this Final Order and any Cash Collateral Order, the terms of the Cash Collateral Order shall control.

7. Notwithstanding any applicability of Bankruptcy Rule 6004(h), this Final Order shall be immediately effective and enforceable upon its entry.

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

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

Dated: \_\_\_\_\_, 2016  
Wilmington, Delaware

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UNITED STATES BANKRUPTCY JUDGE

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Ministere des Finances - Centre Des Impots Des Moyennes	Director General of Taxation, 2 Street Narvik, Yaounde - Cameroon	Foreign Tax
Tesoro Publico	Embassy of Equatorial Guinea, 2020 16 <sup>th</sup> St NW, Washington, DC 20009	Foreign Tax
Danish Customs & Tax Administration Hydrocarbon Taxation	Kundeservice Erhverv – Bruttonskat/Kulbrinte, Pionér Allé 1, DK-6270, Tønder - Denmark	Foreign Tax
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Imposto Sobre Servi3os - Third Parties	R. Dom Aguirre, 438 - Vila Sofia, S3o Paulo - SP, 04671-245, Brazil	Foreign Tax
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Ministry of Finance	P.O. Box 28666, Doha, Qatar	Foreign Tax
Recette Centrale	BP 1004, Luxembourg, L-1010	Foreign Tax
Service de Recette Bureau	18, Rue Du Fort Wedell, Luxembourg, L-2718	Foreign Tax
SISCOMEX/ICMS Taxes (Minist3rio da Fazenda)	Minist3rio da Fazenda, Av. Prestes Maia, 733 - Luz, S3o Paulo - SP, 01031-010, Brazil	Foreign Tax
Tanzania Revenue Authority	Samora Ave., Dar es Salaam, Tanzania	Foreign Tax
Truninger Rolf	Bahnhofstrasse 26, Zug, Switzerland, 6300	Foreign Tax