

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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: Chapter 11
In re :
: Case No. 16-10386 (CSS)
PARAGON OFFSHORE PLC, et al., :
: Jointly Administered
: :
Debtors.¹ : Re: Docket Nos. 8, 74 & 89
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**CERTIFICATION OF COUNSEL REGARDING FINAL ORDER
(I) APPROVING DEBTORS’ PROPOSED FORM OF ADEQUATE ASSURANCE
OF PAYMENT TO UTILITY COMPANIES, (II) ESTABLISHING PROCEDURES
FOR RESOLVING OBJECTIONS BY UTILITY COMPANIES, AND (III)
PROHIBITING UTILITY COMPANIES FROM ALTERING, REFUSING, OR
DISCONTINUING SERVICE PURSUANT TO SECTIONS 366 AND 105(a)
OF THE BANKRUPTCY CODE AND BANKRUPTCY RULES 6003 AND 6004**

The undersigned hereby certifies as follows:

1. On February 14, 2016, Paragon Offshore plc and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”) filed the *Motion of Debtors for Entry of Interim and Final Orders (I) Approving Debtors’ Proposed Form of Adequate Assurance of Payment to Utility Companies, (II) Establishing Procedures for Resolving Objections by Utility Companies, and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service Pursuant to Sections 366 and 105(a) of the Bankruptcy Code and Bankruptcy Rules 6003*

¹The 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.



and 6004 [Docket No. 8] (the “**Motion**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”). Pursuant to the *Interim Order (I) Approving Debtors’ Proposed Form of Adequate Assurance of Payment to Utility Companies, (II) Establishing Procedures for Resolving Objections by Utility Companies, and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service Pursuant to Sections 366 and 105(a) of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004* [Docket No. 74] (the “**Interim Order**”) entered on February 17, 2016, and *Notice of (A) Entry of Interim Order (I) Approving Debtors’ Proposed Form of Adequate Assurance of Payment to Utility Companies, (II) Establishing Procedures for Resolving Objections by Utility Companies, and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service Pursuant to Sections 366 and 105(a) of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004 and (B) Final Hearing Thereon* [Docket No. 89] filed on February 17, 2016, any objection or response to the final relief requested in the Motion was to be filed and served no later than 4:00 p.m. (EST) on March 3, 2016 (the “**Objection Deadline**”).

2. The Debtors received informal comments to the final relief requested in the Motion from counsel to JP Morgan 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**”) which have been resolved by agreed language to be included in the proposed form of final order. The Debtors have received no other objections or responses to the Motion, and no objection or other responsive pleading to the Motion has appeared on the Court’s docket in the above-captioned chapter 11 cases.

3. The Debtors have revised the proposed form of final order (the “**Revised Final Order**”) to incorporate the resolutions reached with the Revolver Agent and Collateral Agent and to conform to certain changes the Court made to the Interim Order at the first day hearing. A copy of the Revised Final Order is attached hereto as Exhibit A. The Revised Final Order has been circulated to, and is acceptable to, counsel to the Revolver Agent and the Collateral Agent and the Office of the United States Trustee. For the convenience of the Court and parties in interest, a blackline of the Revised Final Order against the proposed form of order attached to the Motion is attached hereto as Exhibit B.

WHEREFORE, the Debtors respectfully request that the Court enter the Revised Final Order, substantially in the form attached hereto as Exhibit A, at its earliest convenience.

Dated: March 7, 2016
Wilmington, Delaware

/s/ Amanda R. Steele
RICHARDS, LAYTON & FINGER, P.A.
Mark D. Collins (No. 2981)
Paul N. Heath (No. 3704)
Amanda R. Steele (No. 5530)
Joseph C. Barsalona II (No. 6102)
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 (admitted *pro hac vice*)
Stephen A. Youngman (admitted *pro hac vice*)
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

Revised Order

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

-----X
 :
In re : **Chapter 11**
 :
PARAGON OFFSHORE PLC, et al., : **Case No. 16-10386 (CSS)**
 :
 : **Jointly Administered**
 : **Re: Docket Nos. 8 & 74**
 :
Debtors.¹ :
 -----X

FINAL ORDER (I) APPROVING DEBTORS’ PROPOSED FORM OF ADEQUATE ASSURANCE OF PAYMENT TO UTILITY COMPANIES, (II) ESTABLISHING PROCEDURES FOR RESOLVING OBJECTIONS BY UTILITY COMPANIES, AND (III) PROHIBITING UTILITY COMPANIES FROM ALTERING, REFUSING, OR DISCONTINUING SERVICE PURSUANT TO SECTIONS 366 AND 105(a) OF THE BANKRUPTCY CODE AND BANKRUPTCY RULES 6003 AND 6004

Upon the motion, dated February 14, 2016 (the “**Motion**”),² of Paragon Offshore plc and its affiliated debtors, as debtors and debtors in possession (collectively, the “**Debtors**”), for an order (i) approving the Debtors’ proposed form of adequate assurance of payment to Utility Companies; (ii) establishing procedures for resolving Objections by Utility Companies; and (iii) prohibiting Utility Companies from altering, refusing, or discontinuing Utility Services,

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. The Debtors’ mailing address is 3151 Briarpark Drive, Suite 700, Houston, Texas 77042.

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

pursuant to sections 366 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**”), 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 17, 2016; and the Court having granted interim relief on the Motion on February 17, 2016 (Docket No. 74); and the Court having held a final hearing on the Motion on March 9, 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 as set forth herein.
2. The Proposed Adequate Assurance satisfies the requirements set forth in section 366 of the Bankruptcy Code.

3. Any Utility Company not in compliance with the below Objection

Procedures shall not be permitted to alter, refuse, or discontinue service or demand adequate assurance other than as provided in this Final Order:

- a. If a Utility Company is not satisfied with the Proposed Adequate Assurance, it must serve a written request (a “**Request**”) upon the proposed counsel to the Debtors: (i) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Jessica Diab, Esq.); (ii) Richards Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Mark D. Collins, Esq. and Amanda R. Steele, Esq.) and (iii) any statutory committee appointed in these chapter 11 cases, and the Request must set forth: (i) the location(s) for which Utility Services are provided; (ii) the account number(s) for such location(s); (iii) the outstanding balance for each account; and (iv) an explanation of why the Utility Company believes the Adequate Assurance Deposit is not adequate assurance of payment.
- b. If the Debtors, in their sole discretion, determine that a Request or any consensual agreement reached in connection therewith is reasonable, the Debtors, with notice to the U.S. Trustee, without further order of the Court, may enter into agreements granting additional adequate assurance to the Utility Company serving such Request and, in connection with such agreements, provide the Utility Company with additional adequate assurance of payment, including payments on prepetition amounts owing, cash deposits, prepayments, or other forms of security.
 - a. If the Debtors, in their sole discretion, determine that a Request is unreasonable, then they shall, within thirty (30) days after receipt of such Request, or such longer period as may be agreed to between the Debtors and the Utility Company, file a motion (a “**Determination Motion**”) pursuant to section 366(c)(3) of the Bankruptcy Code seeking a determination from the Court that the Proposed Adequate Assurance, plus any additional consideration offered by the Debtors, constitutes adequate assurance of payment. Pending notice and a hearing on the Determination Motion, the Utility Company that is the subject of the unresolved Request may not alter, refuse, or discontinue services to the Debtors; *provided, however,* that, while such Determination Motion is pending, at any time after twenty (20) days after entry of the Final Order, such Utility Company may file a motion seeking a determination that the Proposed Adequate Assurance does not constitute adequate assurance of payment.

4. The Adequate Assurance Deposit shall be deemed adequate assurance of

payment, and any Utility Company that does not make a Request or otherwise comply with the

Objection Procedures shall be prohibited from altering, refusing, or discontinuing Utility Services, including as a result of the Debtors' failure to pay charges for prepetition Utility Services or to provide adequate assurance of payment in addition to the Proposed Adequate Assurance, absent further order of the Court.

5. The Adequate Assurance Deposit shall automatically, without further Court order, be available to the Debtors upon the effective date of a chapter 11 plan for the Debtors; *provided, however*, that there are no outstanding disputes related to postpetition payments due.

6. The inclusion of any entity in, as well as any omission of any entity from, the Utility Services List shall not be deemed an admission by the Debtors that such entity is, or is not, a utility within the meaning of section 366 of the Bankruptcy Code, and the Debtors reserve all rights and defenses with respect thereto.

7. The Debtors are authorized to amend the Utility Services List to the extent the Debtors terminate the services of any Utility Company or identify additional Utility Companies and this Final Order shall apply to any such Utility Company that is added to the Utility Services List.

8. The Debtors shall increase the amount of the Adequate Assurance Deposit in the event an additional Utility Company is added to the Utility Services List by an amount equal to two (2) weeks of Utility Services provided by such additional Utility Company, calculated using the historical average for such payments during the past twelve (12) months.

9. The Debtors may terminate the services of any Utility Company and are immediately authorized to reduce the Adequate Assurance Deposit by the amount held on account of such terminated Utility Company; *provided, however*, that there are no outstanding

disputes related to postpetition payments due. The Debtors may amend the Utility Service List to delete a Utility Company only if it has provided two weeks' advance notice to such Utility Company, and has not received any objection from such Utility Company. If an objection is received, the Debtors shall request a hearing before this Court at the next omnibus hearing date, or such other date that the Debtors and the Utility Company may agree.

10. The Debtors shall serve a copy of the Motion and this Final Order upon any Utility Company added to the Utility Services List.

11. 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 party in interest's rights to dispute the amount of, basis for, or validity of any claim of any Utility Company under applicable nonbankruptcy law; (iii) a waiver of any claims or causes of action which may exist against any Utility Company; 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.

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

13. The Debtors are authorized to take all steps necessary to carry out this Final Order.

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

Dated: March _____, 2016
Wilmington, Delaware

THE HONORABLE CHRISTOPHER S. SONTCHI
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1 to the Final Order**Nonexclusive Utility Services List**

Utility Company	Address	Description of Utility Services	Average Monthly Expense (\$)	Proposed Adequate Assurance (\$)
Access Trading & Maintenance Co.	P.O. Box 16504, Doha, Qatar	Gas	\$26.25	\$13.13
Abu Dhabi Distribution Company	Abu Dhabi P.O. 219, Abu Dhabi, U.A.E, 219	Water & Electricity	\$4,505.05	\$2,252.52
Ampla	Praça Leoni Ramos 01, Bloco 1, 7º andar, São Domingos, Niterói, Rio de Janeiro, Brazil	Electricity	\$9,445.78	\$4,722.89
Aquaservices	Ave 2, Oriente Mza. G, Lote 4 A2, Ciudad Del Carmen, Campeche, Mexico, 24140	Water	\$177.01	\$88.50
Arkadin, Inc.	Lockbox #32726 Collections Center D, Chicago, IL, 60693	Telecommunications	\$565.59	\$282.79
ASM Alarmas	Calle 47, No. 758, Ciudad Del Carmen, Campeche, Mexico, 24110	Other Utility Service	\$141.04	\$70.52
Astro	All Asia Broadcast Centre, Technology Park Malaysia, Lebuhraya Puchong-Sg. Besi, Bukit Jalil, Kuala Lumpur, Malaysia, 57000	Other Utility Service	\$88.79	\$44.39
AT&T Comunicaciones Digitales	Paseo De Los Tamarindos 90, Piso 24, D.F., Mexico, 05120	Telecommunications	\$31.53	\$15.77
AT&T Mobility	P.O. Box 6463, Carol Stream, IL, 60197-6463	Telecommunications	\$254.73	\$127.37
Ax Servicios Y Concesiones, S.A. De C.V.	Calle Peten No. 26, Col Fracc. Mundo Maya, Ciudad Del Carmen, Campeche, Mexico, 24157	Waste Disposal	\$23.42	\$11.71
Bell Aliant	P.O. Box 2110, St. John's, Nfld., A1C 5H6, Canada	Telecommunications	\$809.66	\$404.83
Bell Mobility Inc.	Po Box 5102, Burlington, ON, L7R 4R7, Canada	Telecommunications	\$768.33	\$384.17

Utility Company	Address	Description of Utility Services	Average Monthly Expense (\$)	Proposed Adequate Assurance (\$)
BT, Plc	TVTE, Newcastle Upon Tyne, U.K, Ne82 6Aa	Telecommunications	\$1,231.20	\$615.60
Business Stream	7 Lochside View, Edinburgh, MD, EH129DH, U.K.	Other Utility Service	\$0.00	\$0.00
Carrierwer Soluc Tecnologicas	Rua Voluntaria Da Patria-S11202 45, Rio De Janeiro, Rj, 22270-000, Brazil	Telecommunications	\$177.03	\$88.51
Cedae	Av. Presidente Vargas 2655, Cidade Nova, Rio de Janeiro, Rio de Janeiro, Brazil	Water	\$569.43	\$284.72
CEG	Av. Pedro II, 68, São Cristóvão, CEP 20941- 070, Rio de Janeiro,RJ	Gas	\$47.42	\$23.71
City Council	Business Hub 16, Aberdeen, U.K., AB10 1AB	Other Utility Service	\$3,610.64	\$1,805.32
Comision Federal De Electricidad	Av. Paseo de La Reforma No. 164, D.F., Mexico, 06600	Electricity	\$11,164.07	\$5,582.04
Comunicaciones Nextel	Paseo De Los Tamarindos 90, Piso 24, , D.F., Mexico, 05120	Telecommunications	\$865.51	\$432.76
Cyrus Networks, Llc DBA Cyrus One	4211 Southwest Freeway, Houston, TX, 77027	Telecommunications	\$15,815.86	\$7,907.93
Dacs Network Solutions Sdn Bhd	No. 1, Jalan Dutamas 1, Kuala Lumpur, Psk, 50480, Malaysia	Telecommunications	\$1,324.87	\$662.43
Dacs Network Solutionssdn Bhd	Unit C4-2-8, Solaris Dutamas, No. 1, Jalan Dutamas 1, Kuala Lumpur, Malaysia, 50480	Telecommunications	\$1,251.84	\$625.92
Dewa	Dubai P.O. 564, Dubai, U.A.E, 564	Water & Electricity	\$1,679.68	\$839.84
Dimarco	Abu Dhabi P.O. 94625, Abu Dhabi, U.A.E, 94625	Water	\$271.96	\$135.98
Du	Al Salam Tower, Dubai Media City P.O.Box: 502666, Dubai, UAE	Telecommunications	\$102.41	\$51.20
Electronic Equipment Service BV	Plompertstraat 20-S, Rotterdam, 12, 3087 Bd, Netherlands	Telecommunications	\$288.78	\$144.39
Embratel	Av. Presidente Vargas, 1012 Rio de Janeiro; Brazil	Telecommunications	\$8,253.25	\$4,126.62
Empower	P.O. 8081, Dubai, U.A.E, 8081	Other Utility Service	\$388.74	\$194.37

Utility Company	Address	Description of Utility Services	Average Monthly Expense (\$)	Proposed Adequate Assurance (\$)
Estancias Extendidas	Presidente Mazarik No 29-E3, Polanc, Ciudad De Mexico, Df, 11560, Mexico	Telecommunications	\$1.89	\$0.95
Etisalat	Abu Dhabi & Dubai, Abu Dhabi, U.A.E,	Telecommunications	\$20,406.38	\$10,203.19
Felipe Robledo	Real Del Carmen 13, Ciudad Del Carmen, Campeche, Mexico, 24157	Telecommunications	\$145.63	\$72.81
Gas Malaysia Sdn Bhd	No. 20, Jalan Gurney, Kuala Lumpur, Kuala Lumpur, Malaysia, 54100	Gas	\$2.71	\$1.36
Gas Peninsular De Campeche	Carretera Campeche-China S/N, Campeche, Mexico, 24560	Gas	\$701.05	\$350.53
Gemente Beverwijk	Postbus 796, Hoofddorp, NL, 2130 AT	Other Utility Service	\$159.25	\$79.62
Gemente Den Helder	Postbus 796, Hoofddorp, NL, 2130 AT	Other Utility Service	\$137.68	\$68.84
Global Crossing Landing Mexicana	Lago Zurich #96, Cd De Mexico, Df, 11529, Mexico	Telecommunications	\$9,385.97	\$4,692.99
Golden Line	Estrada São José E Imboacica - s/n S 213, Macaé - RJ, Brazil	Telecommunications	\$9,080.09	\$4,540.05
Golden Line Telecom Ltda	Av. Das Americas - Sl. 211 E 2 1155, Rio De Janeiro-Rj, Rj, 22631-000, Brazil	Telecommunications	\$13,290.63	\$6,645.31
GPI Briarpark Green, Lp	5601 Granite Parkway, Plano, TX, 75024	Other Utility Service	\$2,288.14	\$1,144.07
Hollands Noord Kwartier	Bevelandsweg 1, Heerhugowaard, NL, 1703 AZ	Waste Disposal	\$31.21	\$15.61
Indah Water Konsortium Sdn Bhd	No. 44, Jalan Dungun, Damansara Heights, Kuala Lumpur, Malaysia, 50490	Waste Disposal	\$2.13	\$1.06
Ingenieria Aplicada Y Tratamiento	Privada 74, #180-A, Entre Periferic, Del Carmen, Cmp, 24117, Mexico	Waste Disposal	\$191.77	\$95.89
Intelisis Software Sa De Cv	Av Paseo De La Reforma, 2654 Ph, Miguel Hidalgo, Df. , Mexico	Telecommunications	\$1,056.10	\$528.05
Intercall, Inc	P.O. Box 281866, Atlanta, GA, 30384-1866	Telecommunications	\$8.65	\$4.33
International Health Care	Rua Joao Borges, 204 Gbvea, Rio de Janeiro, RJ, 22451-100, Brazil	Telecommunications	\$49.71	\$24.86
Joelma Tavares De Oliveira Dbá	Rua Crisanto Carvalho No 21, Macae, Rj, 27975-040, Brazil	Water	\$780.80	\$390.40
Kahramaa	P.O. Box 41 Doha, State of Qatar	Water & Electricity	\$1,517.17	\$758.58

Utility Company	Address	Description of Utility Services	Average Monthly Expense (\$)	Proposed Adequate Assurance (\$)
KPN	Postbus 30403, Den Haag, NL, 2500 GK	Telecommunications	\$7,208.07	\$3,604.03
La Centrale Informatique	472 Rue Berthault Bali, Douala, Littoral, Cameroon, P.O. Box 2770	Electricity	\$12,810.61	\$6,405.31
Level 3 Financing Inc	1025 Eldorado Blvd, Broomfield, Co, 80021	Telecommunications	\$16,069.09	\$8,034.55
Liander	Postbus 50, Duiven, NL, 6920 AB	Electricity	\$382.73	\$191.36
Lidia Nelly Solis Herrera / Satab	Avenue Adolfo Ruiz Cortines, Villahermosa, Tab, 86050, Mexico	Waste Disposal	\$13,656.48	\$6,828.24
Light	Av. Marechal Floriano 168, Centro, Rio de Janeiro, Rio de Janeiro, Brazil	Electricity	\$409.21	\$204.60
Mackay Communications, Inc	3691 Trust Drive, Raleigh, NC, 27616-2955	Telecommunications	\$1,451.71	\$725.86
Maegert & Co	Parallelstrasse 50, Frutigen, Switzerland, 3714	Electricity	\$68.21	\$34.11
Marlink Sa	Rue De Stallestraat 140, Brussels, 11, 1180, Belgium	Telecommunications	\$391.15	\$195.57
Martin Resource Management Corp.	3 Riverway, Suite 400, Houston, TX, 77056	Waste Disposal	\$1,466.67	\$733.33
Matrik Melati Sdn Bhd	UO350 Jalan Merdeka, POBox 80850,87015, Labuan F.T, Labuan F.T, Malaysia, 87015	Telecommunications	\$43.81	\$21.91
Mobile Phone	Rue Franqueville, Douala, Littoral, Cameroon, P.O. Box 1864	Telecommunications	\$1,129.61	\$564.80
Nssl Ltd, UK	6 Wells Place, Redhill, Surrey, Ab, Rh1 3Dr, Great Britain (U.K.)	Telecommunications	\$794.48	\$397.24
Nuon	Postbus 41920, Amsterdam, NL, 1009 DC	Electricity	\$859.68	\$429.84
O2 Uk Ltd 1001296	260 Bath Road, Slough, UK, SL1 4DX	Telecommunications	\$958.51	\$479.25
Oi / Vivo	Rua do Lavradio, 71, 2º andar, Rio de Janeiro, Rio de Janeiro, Brazil	Telecommunications	\$5,072.64	\$2,536.32
Ooredoo	P.O. Box 8008000, Doha, Qatar	Telecommunications	\$5,106.08	\$2,553.04
P.C. Rodrigues Transpotes E	Rua Academico P. S. Vasconcelos 213, Macae, Rj, 27930-260, Brazil	Water	\$51.55	\$25.78
Panamsat De Mexico, S De Rl De Cv	Paseo De Los Tamarindos 400, Cuajimalpa, Edo, Cmp, 05120, Mexico	Telecommunications	\$3,932.50	\$1,966.25

Utility Company	Address	Description of Utility Services	Average Monthly Expense (\$)	Proposed Adequate Assurance (\$)
Picotec Sdn Bhd	Lot B005, 1st Floor, Financial Park Complex, Labuan F.T, Labuan F.T, Malaysia, 87011	Telecommunications	\$38.80	\$19.40
Policløca Servitros Mødicos Ltda	Rua Dr. Luiz Belegard, 148 Centro, Macaø, RJ, 27913-260, Brazil	Telecommunications	\$1,132.53	\$566.26
Post Telecom S.A.	1 Rue Emile Bian Luxembourg, Luxembourg, LU, 2996	Telecommunications	\$1,242.67	\$621.34
Potencial 2007 Comercio E Servicos	Niteroi 1442, Jardim Marileia - Rio Das Ostras, Rj, 28890-000, Brazil	Water	\$408.78	\$204.39
Promotora Turistica Kan Pech	Av. Periferica Norte S/N Esquina, Cd. De. Carmen, Cmp, 24170, Mexico	Telecommunications	\$1.77	\$0.88
Proteccion Y Telecom.	67C, 6C San Roman, Campeche, Mexico, 24040	Other Utility Service	\$27.27	\$13.63
PWN	Postbus 2100, Velsbroek, NL, 1990 AC	Water	\$15.98	\$7.99
Radiomovil Dipsa	Lago Alberto 366, Edificio Telcel I, Piso 2, D.F., Mexico, 11320	Telecommunications	\$3,300.00	\$1,650.00
Regus	1000 N. West Street, Wilmington, DE, USA, 19801	Telecommunications	\$60.47	\$30.23
RigNet	Av. Atlântica, 1764 - CavaleirosMacaé, Rio de Janeiro, Brazil	Telecommunications	\$40,463.02	\$20,231.51
RigNetServicos De Telecomunicacoes	Av. Rio Branco 181 Sala 1901 Parte, Rio De Janeiro, Rj, 20040-007, Brazil	Telecommunications	\$50,520.52	\$25,260.26
RigNetUK Limited	Nessco House Discovery Drive, Aberdeen, AB, AB326FG, Great Britain (U.K.)	Telecommunications	\$1,295.38	\$647.69
RigNetUK Ltd	Exploration Drive, Unit 12, Bridge Of Don, Ab, Ab23 8Gx, Great Britain (U.K.)	Telecommunications	\$6,537.03	\$3,268.51
Rignet, Inc.	1880 South Dairy Ashford, Suite 505, Houston, TX, 77077	Telecommunications	\$51,782.39	\$25,891.20
Rigstat, Lp	13003 Southwest Freeway, Suite 120, Stafford, TX, 77477	Telecommunications	\$15,820.55	\$7,910.27
Rogers Business Solutions	2235 Sheppard Ave E, Suite 600, Toronto, ON, M2J 5G1, Canada	Telecommunications	\$1,057.20	\$528.60

Utility Company	Address	Description of Utility Services	Average Monthly Expense (\$)	Proposed Adequate Assurance (\$)
Royal Dirkzwager	Govert Van Wijnkade 50, Maassluis, 12, 3144 Eg, Netherlands	Telecommunications	\$389.75	\$194.87
Sabah Electricity Sdn Bhd	Wisma SESB, Jalan Tunku Abdul Rahman, Kota Kinabalu, Sabah, Malaysia, 88673	Water	\$25.76	\$12.88
Satellite TV	472 Rue Berthault Bali, Douala, Littoral, Cameroon, P.O. Box 2770	Satellite	\$1,675.06	\$837.53
Scottish Hydro	PO Box 2347, Cardiss, U.K., CF23 8AU	Electricity	\$80.76	\$40.38
Scottish Hydro Electric	200 Dunkeld Road, Havant, HA, PO95DD, Great Britain (U.K.)	Electricity	\$1,878.96	\$939.48
Sistema De Aguas De La Ciudad De Mexico	Nezahualcoyotl 109, Col. Centro, Del. Cuauhtémoc, D.F., Mexico, Mexico,	Water	\$41.42	\$20.71
Sistema Municipal De Agua Potable Y Alcantarillado De Carmen	Calle 33 No. 140, Ciudad Del Carmen, Campeche, Mexico, 24180	Water	\$180.15	\$90.07
Sita	Aziehavenweg 18, Amsterdam, NL, 1046 BK	Waste Disposal	\$383.61	\$191.81
Sita Recycling Services West B.V.	Postbus 7009, Arnhem, 04, 6801 Ha, Netherlands	Waste Disposal	\$212.50	\$106.25
Sky Brasil Serviços Ltda.	Santana de Parnaíba, São Paulo, Brazil	Satellite	\$19,015.16	\$9,507.58
Swisscom	Alte Tiefenaustrasse 6, Bern, Switzerland, 3050	Telecommunications	\$559.48	\$279.74
Symmetry Corporation	1201 N. Prospect Avenue, Milwaukee, WI, 53202	Telecommunications	\$82,861.67	\$41,430.83
Tasleem	Abu Dhabi P.O. 51726, Abu Dhabi, U.A.E, 51726	Other Utility Service	\$335.15	\$167.57
Telefonos De Mexico	Parque Via 198, Col Cuauhtemoc, D.F., Mexico, 06500	Telecommunications	\$4,041.70	\$2,020.85
Telekom Malaysia	Level 51, Menara TM, Kuala Lumpur, Kuala Lumpur, Malaysia, 50672	Telecommunications	\$33.33	\$16.67
Telekom Malaysia Berhad	Level 51, Menara TM, Kuala Lumpur, Kuala Lumpur, Malaysia, 50672	Telecommunications	\$79.17	\$39.59
Tenaga Nasional Berhad	Aras 16, Wisma TNB, No. 19, Jalan Timur, Petaling Jaya, Selangor, Malaysia, 46200	Electricity	\$744.80	\$372.40

Utility Company	Address	Description of Utility Services	Average Monthly Expense (\$)	Proposed Adequate Assurance (\$)
The Call Centre Inc. DbA	44 Austin Street, St. John's, Nfld., A1B 3M7, Canada	Telecommunications	\$241.99	\$120.99
The Conference Group Llc	254 Chapman Rd Topkis Bldg, Ste. 2, Newark, DE, 19702	Telecommunications	\$2.67	\$1.34
Tridium Technology Sdn Bhd	No. 1, Jalan Dutamas 1, Kuala Lumpur, Psk, 50480, Malaysia	Telecommunications	\$1,357.75	\$678.88
Tridium Technology Sdn. Bhd	Unit C4-2-8, Solaris Dutamas, No. 1, Jalan Dutamas 1, Kuala Lumpur, Malaysia, 50480	Telecommunications	\$1,585.51	\$792.76
TW Telecom Holdings Inc.	10475 Park Meadows Drive, Littleton, Co, 80124	Telecommunications	\$14,147.83	\$7,073.92
Vodafone Uk	Vodaphone House The Connection, Newbury, BK, RG142FN, Great Britain (U.K.)	Telecommunications	\$1,724.17	\$862.09
Vodaphone	Postbus 1500, Maastricht, NL, 6201 BM	Telecommunications	\$307.88	\$153.94
Waternet	Postbus 94128, Amsterdam, NL, 1090 GC	Water	\$11.60	\$5.80
Total			\$500,601.81	\$250,300.91

Exhibit B

Blackline

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

-----X	:	
	:	
In re	:	Chapter 11
	:	
PARAGON OFFSHORE PLC, et al.,	:	Case No. 16 (<u>16-10386 (CSS)</u>
	:	
	:	Joint Administration Requested
	:	Jointly Administered
	:	Re: Docket Nos. 8 & 74
Debtors. ¹	:	
-----X		

FINAL ORDER (I) APPROVING DEBTORS’ PROPOSED FORM OF ADEQUATE ASSURANCE OF PAYMENT TO UTILITY COMPANIES, (II) ESTABLISHING PROCEDURES FOR RESOLVING OBJECTIONS BY UTILITY COMPANIES, AND (III) PROHIBITING UTILITY COMPANIES FROM ALTERING, REFUSING, OR DISCONTINUING SERVICE PURSUANT TO SECTIONS 366 AND 105(a) OF THE BANKRUPTCY CODE AND BANKRUPTCY RULES 6003 AND 6004

Upon the motion, dated February 14, 2016 (the “**Motion**”),² of Paragon Offshore plc and its affiliated debtors, as debtors and debtors in possession (collectively, the “**Debtors**”), for an order (i) approving the Debtors’ proposed form of adequate assurance of payment to Utility Companies; (ii) establishing procedures for resolving Objections by Utility Companies; and (iii) prohibiting Utility Companies from altering, refusing, or discontinuing Utility Services,

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. The Debtors’ mailing address is 3151 Briarpark Drive, Suite 700, Houston, Texas 77042.

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

pursuant to sections 366 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**”), 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 ~~—17~~, 2016; and the Court having granted interim relief on the Motion on February ~~—17~~, 2016 (Docket No. ~~—74~~); and the Court having held a final hearing on the Motion on ~~February —~~March 9, 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 as set forth herein.
2. The Proposed Adequate Assurance satisfies the requirements set forth in section 366 of the Bankruptcy Code.

3. Any Utility Company not in compliance with the below Objection

Procedures shall not be permitted to alter, refuse, or discontinue service or demand adequate assurance other than as provided in this Final Order:

- a. If a Utility Company is not satisfied with the Proposed Adequate Assurance, it must serve a written request (a “**Request**”) upon the proposed counsel to the Debtors: (i) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Jessica Diab, Esq.) ~~and~~ (ii) Richards Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Mark D. Collins, Esq. and Amanda R. Steele, Esq.) and (iii) any statutory committee appointed in these chapter 11 cases, and the Request must set forth: (i) the location(s) for which Utility Services are provided; (ii) the account number(s) for such location(s); (iii) the outstanding balance for each account; and (iv) an explanation of why the Utility Company believes the Adequate Assurance Deposit is not adequate assurance of payment.
- b. If the Debtors, in their sole discretion, determine that a Request or any consensual agreement reached in connection therewith is reasonable, the Debtors, with notice to the U.S. Trustee, without further order of the Court, may enter into agreements granting additional adequate assurance to the Utility Company serving such Request and, in connection with such agreements, provide the Utility Company with additional adequate assurance of payment, including payments on prepetition amounts owing, cash deposits, prepayments, or other forms of security.
 - a. If the Debtors, in their sole discretion, determine that a Request is unreasonable, then they shall, within thirty (30) days after receipt of such Request, or such longer period as may be agreed to between the Debtors and the Utility Company, file a motion (a “**Determination Motion**”) pursuant to section 366(c)(3) of the Bankruptcy Code seeking a determination from the Court that the Proposed Adequate Assurance, plus any additional consideration offered by the Debtors, constitutes adequate assurance of payment. Pending notice and a hearing on the Determination Motion, the Utility Company that is the subject of the unresolved Request may not alter, refuse, or discontinue services to the Debtors; *provided, however*, that, while such Determination Motion is pending, at any time after twenty (20) days after entry of the Final Order, such Utility Company may file a motion seeking a determination that the Proposed Adequate Assurance does not constitute adequate assurance of payment.

4. The Adequate Assurance Deposit shall be deemed adequate assurance of

payment, and any Utility Company that does not make a Request or otherwise comply with the

Objection Procedures shall be prohibited from altering, refusing, or discontinuing Utility Services, including as a result of the Debtors' failure to pay charges for prepetition Utility Services or to provide adequate assurance of payment in addition to the Proposed Adequate Assurance, [absent further order of the Court](#).

5. The Adequate Assurance Deposit shall automatically, without further Court order, be available to the Debtors upon the effective date of a chapter 11 plan for the Debtors; *provided, however*, that there are no outstanding disputes related to postpetition payments due.

6. The inclusion of any entity in, as well as any omission of any entity from, the Utility Services List shall not be deemed an admission by the Debtors that such entity is, or is not, a utility within the meaning of section 366 of the Bankruptcy Code, and the Debtors reserve all rights and defenses with respect thereto.

7. The Debtors are authorized to amend the Utility Services List to the extent the Debtors terminate the services of any Utility Company or identify additional Utility Companies and this Final Order shall apply to any such Utility Company that is added to the Utility Services List.

8. The Debtors shall increase the amount of the Adequate Assurance Deposit in the event an additional Utility Company is added to the Utility Services List by an amount equal to two (2) weeks of Utility Services provided by such additional Utility Company, calculated using the historical average for such payments during the past twelve (12) months.

9. The Debtors may terminate the services of any Utility Company and are immediately authorized to reduce the Adequate Assurance Deposit by the amount held on account of such terminated Utility Company; *provided, however*, that there are no outstanding

disputes related to postpetition payments due. The Debtors may amend the Utility Service List to delete a Utility Company only if it has provided two weeks' advance notice to such Utility Company, and has not received any objection from such Utility Company. If an objection is received, the Debtors shall request a hearing before this Court at the next omnibus hearing date, or such other date that the Debtors and the Utility Company may agree.

10. The Debtors shall serve a copy of the Motion and this Final Order upon any Utility Company added to the Utility Services List.

11. 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 party in interest's rights to dispute the amount of, basis for, or validity of any claim of any Utility Company under applicable nonbankruptcy law; (iii) a waiver of any claims or causes of action which may exist against any Utility Company; 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.

~~12. 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.~~

12. ~~13.~~ Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Final Order shall be immediately effective and enforceable upon its entry.

13. ~~14.~~ The Debtors are authorized to take all steps necessary to carry out this Final Order.

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

Dated: March , 2016
Wilmington, Delaware

THE HONORABLE CHRISTOPHER S. SONTCHI
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1 to the Final Order**Nonexclusive Utility Services List**

Utility Company	Address	Description of Utility Services	Average Monthly Expense (\$)	Proposed Adequate Assurance (\$)
Access Trading & Maintenance Co.	P.O. Box 16504, Doha, Qatar	Gas	\$26.25	\$13.13
Abu Dhabi Distribution Company	Abu Dhabi P.O. 219, Abu Dhabi, U.A.E, 219	Water & Electricity	\$4,505.05	\$2,252.52
Ampla	Praça Leoni Ramos 01, Bloco 1, 7º andar, São Domingos, Niterói, Rio de Janeiro, Brazil	Electricity	\$9,445.78	\$4,722.89
Aquaservices	Ave 2, Oriente Mza. G, Lote 4 A2, Ciudad Del Carmen, Campeche, Mexico, 24140	Water	\$177.01	\$88.50
Arkadin, Inc.	Lockbox #32726 Collections Center D, Chicago, IL, 60693	Telecommunications	\$565.59	\$282.79
ASM Alarmas	Calle 47, No. 758, Ciudad Del Carmen, Campeche, Mexico, 24110	Other Utility Service	\$141.04	\$70.52
Astro	All Asia Broadcast Centre, Technology Park Malaysia, Lebuhraya Puchong-Sg. Besi, Bukit Jalil, Kuala Lumpur, Malaysia, 57000	Other Utility Service	\$88.79	\$44.39
AT&T Comunicaciones Digitales	Paseo De Los Tamarindos 90, Piso 24, D.F., Mexico, 05120	Telecommunications	\$31.53	\$15.77
AT&T Mobility	P.O. Box 6463, Carol Stream, IL, 60197-6463	Telecommunications	\$254.73	\$127.37
Ax Servicios Y Concesiones, S.A. De C.V.	Calle Peten No. 26, Col Fracc. Mundo Maya, Ciudad Del Carmen, Campeche, Mexico, 24157	Waste Disposal	\$23.42	\$11.71
Bell Aliant	P.O. Box 2110, St. John's, Nfld., A1C 5H6, Canada	Telecommunications	\$809.66	\$404.83
Bell Mobility Inc.	Po Box 5102, Burlington, ON, L7R 4R7, Canada	Telecommunications	\$768.33	\$384.17

Utility Company	Address	Description of Utility Services	Average Monthly Expense (\$)	Proposed Adequate Assurance (\$)
BT, Plc	TVTE, Newcastle Upon Tyne, U.K, Ne82 6Aa	Telecommunications	\$1,231.20	\$615.60
Business Stream	7 Lochside View, Edinburgh, MD, EH129DH, U.K.	Other Utility Service	\$0.00	\$0.00
Carrierwer Soluc Tecnologicas	Rua Voluntaria Da Patria-S11202 45, Rio De Janeiro, Rj, 22270-000, Brazil	Telecommunications	\$177.03	\$88.51
Cedae	Av. Presidente Vargas 2655, Cidade Nova, Rio de Janeiro, Rio de Janeiro, Brazil	Water	\$569.43	\$284.72
CEG	Av. Pedro II, 68, São Cristóvão, CEP 20941- 070, Rio de Janeiro,RJ	Gas	\$47.42	\$23.71
City Council	Business Hub 16, Aberdeen, U.K., AB10 1AB	Other Utility Service	\$3,610.64	\$1,805.32
Comision Federal De Electricidad	Av. Paseo de La Reforma No. 164, D.F., Mexico, 06600	Electricity	\$11,164.07	\$5,582.04
Comunicaciones Nextel	Paseo De Los Tamarindos 90, Piso 24, , D.F., Mexico, 05120	Telecommunications	\$865.51	\$432.76
Cyrus Networks, Llc DBA Cyrus One	4211 Southwest Freeway, Houston, TX, 77027	Telecommunications	\$15,815.86	\$7,907.93
Dacs Network Solutions Sdn Bhd	No. 1, Jalan Dutamas 1, Kuala Lumpur, Psk, 50480, Malaysia	Telecommunications	\$1,324.87	\$662.43
Dacs Network Solutionssdn Bhd	Unit C4-2-8, Solaris Dutamas, No. 1, Jalan Dutamas 1, Kuala Lumpur, Malaysia, 50480	Telecommunications	\$1,251.84	\$625.92
Dewa	Dubai P.O. 564, Dubai, U.A.E, 564	Water & Electricity	\$1,679.68	\$839.84
Dimarco	Abu Dhabi P.O. 94625, Abu Dhabi, U.A.E, 94625	Water	\$271.96	\$135.98
Du	Al Salam Tower, Dubai Media City P.O.Box: 502666, Dubai, UAE	Telecommunications	\$102.41	\$51.20
Electronic Equipment Service BV	Plompertstraat 20-S, Rotterdam, 12, 3087 Bd, Netherlands	Telecommunications	\$288.78	\$144.39
Embratel	Av. Presidente Vargas, 1012 Rio de Janeiro; Brazil	Telecommunications	\$8,253.25	\$4,126.62
Empower	P.O. 8081, Dubai, U.A.E, 8081	Other Utility Service	\$388.74	\$194.37

Utility Company	Address	Description of Utility Services	Average Monthly Expense (\$)	Proposed Adequate Assurance (\$)
Estancias Extendidas	Presidente Mazarik No 29-E3, Polanc, Ciudad De Mexico, Df, 11560, Mexico	Telecommunications	\$1.89	\$0.95
Etisalat	Abu Dhabi & Dubai, Abu Dhabi, U.A.E,	Telecommunications	\$20,406.38	\$10,203.19
Felipe Robledo	Real Del Carmen 13, Ciudad Del Carmen, Campeche, Mexico, 24157	Telecommunications	\$145.63	\$72.81
Gas Malaysia Sdn Bhd	No. 20, Jalan Gurney, Kuala Lumpur, Kuala Lumpur, Malaysia, 54100	Gas	\$2.71	\$1.36
Gas Peninsular De Campeche	Carretera Campeche-China S/N, Campeche, Mexico, 24560	Gas	\$701.05	\$350.53
Gemente Beverwijk	Postbus 796, Hoofddorp, NL, 2130 AT	Other Utility Service	\$159.25	\$79.62
Gemente Den Helder	Postbus 796, Hoofddorp, NL, 2130 AT	Other Utility Service	\$137.68	\$68.84
Global Crossing Landing Mexicana	Lago Zurich #96, Cd De Mexico, Df, 11529, Mexico	Telecommunications	\$9,385.97	\$4,692.99
Golden Line	Estrada São José E Imboacica - s/n S 213, Macaé - RJ, Brazil	Telecommunications	\$9,080.09	\$4,540.05
Golden Line Telecom Ltda	Av. Das Americas - Sl. 211 E 2 1155, Rio De Janeiro-Rj, Rj, 22631-000, Brazil	Telecommunications	\$13,290.63	\$6,645.31
GPI Briarpark Green, Lp	5601 Granite Parkway, Plano, TX, 75024	Other Utility Service	\$2,288.14	\$1,144.07
Hollands Noord Kwartier	Bevelandsweg 1, Heerhugowaard, NL, 1703 AZ	Waste Disposal	\$31.21	\$15.61
Indah Water Konsortium Sdn Bhd	No. 44, Jalan Dungun, Damansara Heights, Kuala Lumpur, Malaysia, 50490	Waste Disposal	\$2.13	\$1.06
Ingenieria Aplicada Y Tratamiento	Privada 74, #180-A, Entre Periferic, Del Carmen, Cmp, 24117, Mexico	Waste Disposal	\$191.77	\$95.89
Intelisis Software Sa De Cv	Av Paseo De La Reforma, 2654 Ph, Miguel Hidalgo, Df. , Mexico	Telecommunications	\$1,056.10	\$528.05
Intercall, Inc	P.O. Box 281866, Atlanta, GA, 30384-1866	Telecommunications	\$8.65	\$4.33
International Health Care	Rua Joao Borges, 204 Gbvea, Rio de Janeiro, RJ, 22451-100, Brazil	Telecommunications	\$49.71	\$24.86
Joelma Tavares De Oliveira Dbá	Rua Crisanto Carvalho No 21, Macae, Rj, 27975-040, Brazil	Water	\$780.80	\$390.40
Kahramaa	P.O. Box 41 Doha, State of Qatar	Water & Electricity	\$1,517.17	\$758.58

Utility Company	Address	Description of Utility Services	Average Monthly Expense (\$)	Proposed Adequate Assurance (\$)
KPN	Postbus 30403, Den Haag, NL, 2500 GK	Telecommunications	\$7,208.07	\$3,604.03
La Centrale Informatique	472 Rue Berthault Bali, Douala, Littoral, Cameroon, P.O. Box 2770	Electricity	\$12,810.61	\$6,405.31
Level 3 Financing Inc	1025 Eldorado Blvd, Broomfield, Co, 80021	Telecommunications	\$16,069.09	\$8,034.55
Liander	Postbus 50, Duiven, NL, 6920 AB	Electricity	\$382.73	\$191.36
Lidia Nelly Solis Herrera / Satab	Avenue Adolfo Ruiz Cortines, Villahermosa, Tab, 86050, Mexico	Waste Disposal	\$13,656.48	\$6,828.24
Light	Av. Marechal Floriano 168, Centro, Rio de Janeiro, Rio de Janeiro, Brazil	Electricity	\$409.21	\$204.60
Mackay Communications, Inc	3691 Trust Drive, Raleigh, NC, 27616-2955	Telecommunications	\$1,451.71	\$725.86
Maegert & Co	Parallelstrasse 50, Frutigen, Switzerland, 3714	Electricity	\$68.21	\$34.11
Marlink Sa	Rue De Stallestraat 140, Brussels, 11, 1180, Belgium	Telecommunications	\$391.15	\$195.57
Martin Resource Management Corp.	3 Riverway, Suite 400, Houston, TX, 77056	Waste Disposal	\$1,466.67	\$733.33
Matrik Melati Sdn Bhd	UO350 Jalan Merdeka, POBox 80850,87015, Labuan F.T, Labuan F.T, Malaysia, 87015	Telecommunications	\$43.81	\$21.91
Mobile Phone	Rue Franqueville, Douala, Littoral, Cameroon, P.O. Box 1864	Telecommunications	\$1,129.61	\$564.80
Nssl Ltd, UK	6 Wells Place, Redhill, Surrey, Ab, Rh1 3Dr, Great Britain (U.K.)	Telecommunications	\$794.48	\$397.24
Nuon	Postbus 41920, Amsterdam, NL, 1009 DC	Electricity	\$859.68	\$429.84
O2 Uk Ltd 1001296	260 Bath Road, Slough, UK, SL1 4DX	Telecommunications	\$958.51	\$479.25
Oi / Vivo	Rua do Lavradio, 71, 2º andar, Rio de Janeiro, Rio de Janeiro, Brazil	Telecommunications	\$5,072.64	\$2,536.32
Ooredoo	P.O. Box 8008000, Doha, Qatar	Telecommunications	\$5,106.08	\$2,553.04
P.C. Rodrigues Transpotes E	Rua Academico P. S. Vasconcelos 213, Macae, Rj, 27930-260, Brazil	Water	\$51.55	\$25.78
Panamsat De Mexico, S De Rl De Cv	Paseo De Los Tamarindos 400, Cuajimalpa, Edo, Cmp, 05120, Mexico	Telecommunications	\$3,932.50	\$1,966.25

Utility Company	Address	Description of Utility Services	Average Monthly Expense (\$)	Proposed Adequate Assurance (\$)
Picotec Sdn Bhd	Lot B005, 1st Floor, Financial Park Complex, Labuan F.T, Labuan F.T, Malaysia, 87011	Telecommunications	\$38.80	\$19.40
Policlõca Servicos Mõdicos Ltda	Rua Dr. Luiz Belegard, 148 Centro, Macaõ, RJ, 27913-260, Brazil	Telecommunications	\$1,132.53	\$566.26
Post Telecom S.A.	1 Rue Emile Bian Luxembourg, Luxembourg, LU, 2996	Telecommunications	\$1,242.67	\$621.34
Potencial 2007 Comercio E Servicos	Niteroi 1442, Jardim Marileia - Rio Das Ostras, Rj, 28890-000, Brazil	Water	\$408.78	\$204.39
Promotora Turistica Kan Pech	Av. Periferica Norte S/N Esquina, Cd. De. Carmen, Cmp, 24170, Mexico	Telecommunications	\$1.77	\$0.88
Proteccion Y Telecom.	67C, 6C San Roman, Campeche, Mexico, 24040	Other Utility Service	\$27.27	\$13.63
PWN	Postbus 2100, Velsbroek, NL, 1990 AC	Water	\$15.98	\$7.99
Radiomovil Dipsa	Lago Alberto 366, Edificio Telcel I, Piso 2, D.F., Mexico, 11320	Telecommunications	\$3,300.00	\$1,650.00
Regus	1000 N. West Street, Wilmington, DE, USA, 19801	Telecommunications	\$60.47	\$30.23
RigNet	Av. Atlântica, 1764 - CavaleirosMacaé, Rio de Janeiro, Brazil	Telecommunications	\$40,463.02	\$20,231.51
RigNetServicos De Telecomunicacoes	Av. Rio Branco 181 Sala 1901 Parte, Rio De Janeiro, Rj, 20040-007, Brazil	Telecommunications	\$50,520.52	\$25,260.26
RigNetUK Limited	Nessco House Discovery Drive, Aberdeen, AB, AB326FG, Great Britain (U.K.)	Telecommunications	\$1,295.38	\$647.69
RigNetUK Ltd	Exploration Drive, Unit 12, Bridge Of Don, Ab, Ab23 8Gx, Great Britain (U.K.)	Telecommunications	\$6,537.03	\$3,268.51
Rignet, Inc.	1880 South Dairy Ashford, Suite 505, Houston, TX, 77077	Telecommunications	\$51,782.39	\$25,891.20
Rigstat, Lp	13003 Southwest Freeway, Suite 120, Stafford, TX, 77477	Telecommunications	\$15,820.55	\$7,910.27
Rogers Business Solutions	2235 Sheppard Ave E, Suite 600, Toronto, ON, M2J 5G1, Canada	Telecommunications	\$1,057.20	\$528.60

Utility Company	Address	Description of Utility Services	Average Monthly Expense (\$)	Proposed Adequate Assurance (\$)
Royal Dirkzwager	Govert Van Wijnkade 50, Maassluis, 12, 3144 Eg, Netherlands	Telecommunications	\$389.75	\$194.87
Sabah Electricity Sdn Bhd	Wisma SESB, Jalan Tunku Abdul Rahman, Kota Kinabalu, Sabah, Malaysia, 88673	Water	\$25.76	\$12.88
Satellite TV	472 Rue Berthault Bali, Douala, Littoral, Cameroon, P.O. Box 2770	Satellite	\$1,675.06	\$837.53
Scottish Hydro	PO Box 2347, Cardiss, U.K., CF23 8AU	Electricity	\$80.76	\$40.38
Scottish Hydro Electric	200 Dunkeld Road, Havant, HA, PO95DD, Great Britain (U.K.)	Electricity	\$1,878.96	\$939.48
Sistema De Aguas De La Ciudad De Mexico	Nezahualcoyotl 109, Col. Centro, Del. Cuauhtémoc, D.F., Mexico, Mexico,	Water	\$41.42	\$20.71
Sistema Municipal De Agua Potable Y Alcantarillado De Carmen	Calle 33 No. 140, Ciudad Del Carmen, Campeche, Mexico, 24180	Water	\$180.15	\$90.07
Sita	Aziehavenweg 18, Amsterdam, NL, 1046 BK	Waste Disposal	\$383.61	\$191.81
Sita Recycling Services West B.V.	Postbus 7009, Arnhem, 04, 6801 Ha, Netherlands	Waste Disposal	\$212.50	\$106.25
Sky Brasil Serviços Ltda.	Santana de Parnaíba, São Paulo, Brazil	Satellite	\$19,015.16	\$9,507.58
Swisscom	Alte Tiefenaustrasse 6, Bern, Switzerland, 3050	Telecommunications	\$559.48	\$279.74
Symmetry Corporation	1201 N. Prospect Avenue, Milwaukee, WI, 53202	Telecommunications	\$82,861.67	\$41,430.83
Tasleem	Abu Dhabi P.O. 51726, Abu Dhabi, U.A.E, 51726	Other Utility Service	\$335.15	\$167.57
Telefonos De Mexico	Parque Via 198, Col Cuauhtemoc, D.F., Mexico, 06500	Telecommunications	\$4,041.70	\$2,020.85
Telekom Malaysia	Level 51, Menara TM, Kuala Lumpur, Kuala Lumpur, Malaysia, 50672	Telecommunications	\$33.33	\$16.67
Telekom Malaysia Berhad	Level 51, Menara TM, Kuala Lumpur, Kuala Lumpur, Malaysia, 50672	Telecommunications	\$79.17	\$39.59
Tenaga Nasional Berhad	Aras 16, Wisma TNB, No. 19, Jalan Timur, Petaling Jaya, Selangor, Malaysia, 46200	Electricity	\$744.80	\$372.40

Utility Company	Address	Description of Utility Services	Average Monthly Expense (\$)	Proposed Adequate Assurance (\$)
The Call Centre Inc. DbA	44 Austin Street, St. John's, Nfld., A1B 3M7, Canada	Telecommunications	\$241.99	\$120.99
The Conference Group Llc	254 Chapman Rd Topkis Bldg, Ste. 2, Newark, DE, 19702	Telecommunications	\$2.67	\$1.34
Tridium Technology Sdn Bhd	No. 1, Jalan Dutamas 1, Kuala Lumpur, Psk, 50480, Malaysia	Telecommunications	\$1,357.75	\$678.88
Tridium Technology Sdn. Bhd	Unit C4-2-8, Solaris Dutamas, No. 1, Jalan Dutamas 1, Kuala Lumpur, Malaysia, 50480	Telecommunications	\$1,585.51	\$792.76
TW Telecom Holdings Inc.	10475 Park Meadows Drive, Littleton, Co, 80124	Telecommunications	\$14,147.83	\$7,073.92
Vodafone Uk	Vodaphone House The Connection, Newbury, BK, RG142FN, Great Britain (U.K.)	Telecommunications	\$1,724.17	\$862.09
Vodaphone	Postbus 1500, Maastricht, NL, 6201 BM	Telecommunications	\$307.88	\$153.94
Waternet	Postbus 94128, Amsterdam, NL, 1090 GC	Water	\$11.60	\$5.80
Total			\$500,601.81	\$250,300.91