

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

In re

PARAGON OFFSHORE PLC,

Debtor.

Chapter 11

Bankr. Case No. 16-10386 (CSS)

Adv. Proc. No. 17-51882 (CSS)

NOBLE CORPORATION PLC, NOBLE CORPORATION HOLDINGS LTD., NOBLE CORPORATION, NOBLE HOLDING INTERNATIONAL (LUXEMBOURG) S.à r.l., NOBLE HOLDING INTERNATIONAL (LUXEMBOURG NHIL) S.à r.l., NOBLE FDR HOLDINGS LIMITED, MICHAEL A. CAWLEY, JULIE H. EDWARDS, GORDON T. HALL, JON A. MARSHALL, JAMES A. MACLENNAN, MARY P. RICCIARDELLO, JULIE J. ROBERTSON, and DAVID WILLIAMS,

Appellants-Cross-Appellees,

v.

PARAGON LITIGATION TRUST,

Appellee-Cross-Appellant.

C.A. No. 18-cv-1277 (LPS)

BAP No. 18-43

C.A. No. 18-cv-1345 (LPS)

BAP No. 18-45

**STIPULATION AND ORDER OF DISMISSAL**

Pursuant to Fed. R. Bankr. P. 8023, Noble Corporation plc, Noble Corporation Holdings Ltd., Noble Corporation, Noble Holding International (Luxembourg) S.à r.l., Noble Holding International (Luxembourg NHIL) S.à r.l., Noble FDR Holdings Limited, Michael A. Cawley, Julie H. Edwards, Gordon T. Hall, Jon A. Marshall, James A. MacLennan, Mary P. Ricciardello, Julie J. Robertson, and David Williams (collectively, the “Appellants”), and the Paragon Litigation Trust (the “Appellee”), by and through their undersigned counsel and subject



to the approval of the Court, hereby stipulate and agree that Appellants' appeal (C.A. No. 18-cv-1277 (LPS)) and Appellee's cross-appeal (C.A. No. 18-cv-1345 (LPS)) of the Bankruptcy Court's Order Regarding Defendants' Motion to Dismiss in Favor of Arbitration and to Stay the Proceedings (Adv. Proc. No. 17-51882 (CSS); Dkt. No. 68), are dismissed with prejudice. Each party shall bear its own appellate court costs and fees. Upon dismissal of the appeal and cross-appeal, each party agrees that Counts I through VIII of the Paragon Litigation Trust's Complaint (Adv. Proc. No. 17-51882-CSS; Dkt. No. 5) shall proceed before the U.S. Bankruptcy Court for the District of Delaware.

Dated: February 15, 2019  
Wilmington, Delaware

SKADDEN, ARPS, SLATE, MEAGHER &  
FLOM LLP

/s/ Anthony W. Clark

Anthony W. Clark (I.D. No. 2051)  
Stephen J. Della Penna (I.D. No. 6103)  
One Rodney Square, P.O. Box 636  
Wilmington, DE 19899-0636  
Telephone: (302) 651-3000  
Fax: (302) 651-3001  
Email: Anthony.Clark@skadden.com  
Stephen.DellaPenna@skadden.com

– and –

George A. Zimmerman (*admitted pro hac vice*)  
Lauren E. Aguiar (*admitted pro hac vice*)  
Four Times Square  
New York, NY 10036  
Telephone: (212) 735-3000  
Fax: (212) 735-2000

– and –

Wallis M. Hampton (*admitted pro hac vice*)  
1000 Louisiana Street, Suite 6800  
Houston, Texas 77002-5026  
Telephone: (713) 655-5116

*Counsel for Appellants-Cross-Appellees*

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Laura Davis Jones

Laura Davis Jones (DE Bar No. 2436)  
Timothy P. Cairns (DE Bar No. 4228)  
919 N. Market Street, 17th Floor  
P.O. Box 8705  
Wilmington, DE 19899-8705 (Courier 19801)  
Telephone: (302) 652-4100  
Facsimile: (302) 652-4400  
Email: ljones@pszjlaw.com  
tcairns@pszjlaw.com

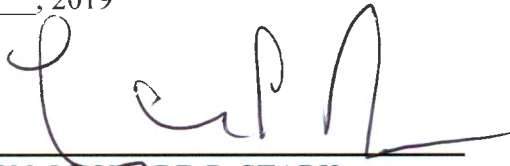
– and –

KIRKLAND & ELLIS LLP

David J. Zott, P.C. (admitted *pro hac vice*)  
Jeffrey J. Zeiger, P.C. (admitted *pro hac vice*)  
William E. Arnault (admitted *pro hac vice*)  
Anne I. Salomon (admitted *pro hac vice*)  
300 N. LaSalle Street  
Chicago, IL 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200  
Email: dzott@kirkland.com  
jzeiger@kirkland.com  
warnault@kirkland.com  
anne.salomon@kirkland.com

*Co-Counsel for Appellee-Cross-Appellant*

SO ORDERED this 15<sup>th</sup> day of February, 2019

  
\_\_\_\_\_  
HON. LEONARD P. STARK  
UNITED STATES DISTRICT JUDGE