

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re:	:	Chapter 11
	:	
CAL DIVE INTERNATIONAL, INC., <i>et al.</i> , ¹	:	Case No. 15-10458 (CSS)
	:	
Debtors.	:	Jointly Administered
	:	
	:	

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**NOTICE OF AMENDMENT OF SCHEDULES OF ASSETS AND LIABILITIES OF
CAL DIVE OFFSHORE CONTRACTORS, INC. (CASE NO. 15-10459)**

PLEASE TAKE NOTICE that on May 18, 2015, Cal Dive Offshore Contractors, Inc. (the “**Amending Debtor**,”) filed its Schedules of Assets and Liabilities (the “**Original Schedules**”) (D.I. 363) with the United States Bankruptcy Court for the District of Delaware.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Federal Rule of Bankruptcy Procedure 1009(a) and Rule 1009-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, on June 12, 2015, the Amending Debtor filed a revised Schedule D and Summary of Schedules (the “**Amended Schedules**,” which are annexed hereto as Exhibit A).

PLEASE TAKE FURTHER NOTICE that the Amended Schedules replace the Schedule D and Summary of Schedules found in the Original Schedules in their entirety and are hereby incorporated into, and constitute an integral part of, the remaining Original Schedules and

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are Cal Dive International, Inc. (0501), Cal Dive Offshore Contractors, Inc. (4878), Affiliated Marine Contractors, Inc. (8678), Fleet Pipeline Services, Inc. (2104), Gulf Offshore Construction, Inc. (2106), and CDI Renewables, LLC (4985). The Debtors’ corporate headquarters is at 2500 CityWest Boulevard, Suite 2200, Houston, TX 77042.



the Global Notes and Statement of Limitations, Methods and Disclaimer Regarding the Debtors' Schedules of Assets and Liabilities and Statements of Financial Affairs that accompanied the Original Schedules. Each of the Debtors hereby reserves its rights to further amend its Schedules of Assets and Liabilities and Statements of Financial Affairs. The Amending Debtor also reserves its rights to further amend the Original Schedules, as amended and supplemented by the Amended Schedules, from time to time as may be necessary or appropriate.

Dated: June 12, 2015
Wilmington, Delaware

Rachel L. Biblo

RICHARDS, LAYTON & FINGER, P.A.

Mark D. Collins (No. 2981)
Michael J. Merchant (No. 3854)
Amanda R. Steele (No. 5530)
Rachel L. Biblo (No. 6012)
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701

- and -

O'MELVENY & MYERS LLP

George A. Davis (*pro hac vice*)
Andrew M. Parlen* (*pro hac vice*)
Daniel S. Shamah (*pro hac vice*)
Times Square Tower
Seven Times Square
New York, NY 10036
Telephone: (212) 326-2000
Facsimile: (212) 326-2061

Suzanne S. Uhland (*pro hac vice*)
Two Embarcadero Center
28th Floor
San Francisco, CA 94111
Telephone: (415) 984-8700
Facsimile: (415) 984-8701

Attorneys for the
Debtors and Debtors in Possession

*Admitted in CA; Not Admitted to Practice in NY

EXHIBIT A

B6 Summary (Official Form 6 - Summary) (12/14)**UNITED STATES BANKRUPTCY COURT****District of Delaware****In re: Cal Dive Offshore Contractors, Inc.****Case No. 15-10459 (CSS)****Chapter 11****SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

Name of Schedule	Attached (YES/NO)	No. of Sheets	Assets	Liabilities	Other
A - Real Property	PU	1	\$0.00		
B - Personal Property	PU	22	\$233,273,806.20		
C - Property Claimed as Exempt	NO	N/A			
D - Creditors Holding Secured Claims	YOU	2		\$199,800,000.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	PU	5		\$303,943.36	
F - Creditors Holding Unsecured Nonpriority Claims	PU	13		\$111,235,989.10	
G - Executory Contracts and Unexpired Leases	PU	19			
H - Codebtors	PU	2			
I - Current Income of Individual Debtor(s)	NO	N/A			
J - Current Expenditures of Individual Debtor(s)	NO	N/A			
TOTAL		64	\$233,273,806.20	\$311,339,932.46	

B6D (Official Form 6D) (12/07)

In re: **Cal Dive Offshore Contractors, Inc.**

Case No. 15-10459 (CSS)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H – Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "HWJC."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, AND AN ACCOUNT NUMBER <i>(See Instructions Above.)</i>	C O D E B T O R	H W J C	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
See Amended Schedule D Attachment							\$199,800,000.00	
Subtotal(s) (Total(s) on this page)							\$199,800,000.00	\$0.00
Total(s) (Use only on last page)							\$199,800,000.00	\$0.00

(Report also on Summary of Schedules) (If applicable, report also on Statistical Summary of Certain Liabilities and Related Data)

In re: Cal Dive Offshore Contractors, Inc.
 Case No. 15-10459
 Amended Schedule D
 Creditors Holding Secured Claims

Creditor's Name	Creditor Notice Name	Address 1	Address 2	City	State	Zip	Codebtor	Date claim was incurred, nature of lien and description and value of property subject to lien	Contingent	Unliquidated	Disputed	Amount of claim without deducting value of collateral	Unsecured portion, if any
Bank of America, N.A., As Administrative Agent	Attn Don Pinzon	901 Main Street, 14th Floor	Mail Code TX1-492-14-06, MAC Legal	Dallas	TX	75202	X	Debtor is a guarantor under this facility. First incurred December 30, 2011 (as amended, waived, modified, or supplemented); the Pre-Petition Senior Loan is secured by (i) vessel mortgages on all of the Debtors' domestically owned vessels, (ii) a pledge of all the stock of every Cal Dive domestic subsidiary, (iii) 66% of the stock of three of the foreign affiliates, and (iv) a security interest in, among other things, all of the Debtors' equipment, inventory, accounts receivable, and general tangible assets. ¹				\$99,800,000.00	² Undetermined
ABC Funding, LLC	Attn Todd Hearle	222 Berkeley Street		Boston	MA	02116	X	Debtor is a guarantor under this facility. First incurred May 9, 2014 (as amended, waived, modified, or supplemented); the Pre-Petition Junior Loan is secured on a junior basis by (i) vessel mortgages on all of the Debtors' domestically owned vessels, (ii) a pledge of all the Debtors' (other than Cal Dive International, Inc.) stock (iii) 66% of the stock of three Non-Debtor affiliates, and (iv) a security interest in, among other things, all of the Debtors' equipment, inventory, accounts receivable, and general tangible assets.				\$100,000,000.00	² Undetermined
Abdalla, Alban		Address Redacted						Maritime claimant with asserted lien against M/V American Constitution	X	X	X	Unknown	Undetermined
Benedickt, Cyrus		Address Redacted						Maritime claimant with asserted lien against M/V Midnight Star	X	X	X	Unknown	Undetermined
Bratkowski, Kenneth		Address Redacted						Maritime claimant with asserted lien against M/V Cal Diver I	X	X	X	Unknown	Undetermined
Collins, Sean		Address Redacted						Maritime claimant with asserted lien against M/V Mystic Viking	X	X	X	Unknown	Undetermined
Exintadekas, Dimitrios		Address Redacted						Maritime claimant with asserted lien against M/V American Constitution	X	X	X	Unknown	Undetermined
Marigna, Alwyn		Address Redacted						Maritime claimant with asserted lien against M/V Texas	X	X	X	Unknown	Undetermined
O'Neil, Jacob		Address Redacted						Maritime claimant with asserted lien against M/V Uncle John	X	X	X	Unknown	Undetermined
Torres, Bernardo	c/o Simon O'Rourke Law Firm PC	11550 Fuqua Ste 200		Houston	TX	77034		Maritime claimant with asserted lien against M/V Texas	X	X	X	Unknown	Undetermined
Tuma, Adam		Address Redacted						Maritime claimant with asserted lien against Lone Star	X	X	X	Unknown	Undetermined
Works, Robert		Address Redacted						Maritime claimant with asserted lien against Lone Star	X	X	X	Unknown	Undetermined
										Total:	\$199,800,000.00		

¹ - Please refer to the Global Notes for status of the Pre-Petition Senior Loan

² - Reflects principal amount without interest, fees and other expenses.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re: Cal Dive Offshore Contractors, Inc.

Case No. 15-10459 (CSS)

DECLARATION CONCERNING DEBTOR'S AMENDED SCHEDULES

I, Quinn J. Hébert, President, CEO, and CFO of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and amended schedules, consisting of 4 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date 06/12/15

Signature:  _____

Quinn J. Hébert

President, CEO, and CFO