

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

In re:	)	Chapter 11
HERCULES OFFSHORE, INC., <i>et al.</i>	)	Case No. 15-11685 (KJC)
Debtors. ¹	)	Jointly Administered
Debtors. ¹	)	Re D.I. 14, 15, 16
Debtors. ¹)	

ORDER (A) SCHEDULING A COMBINED DISCLOSURE STATEMENT APPROVAL AND PLAN CONFIRMATION HEARING, (B) ESTABLISHING A PLAN AND DISCLOSURE STATEMENT OBJECTION DEADLINE AND RELATED PROCEDURES, (C) APPROVING THE SOLICITATION PROCEDURES, (D) APPROVING THE CONFIRMATION HEARING NOTICE, AND (E) APPROVING PROCEDURES FOR EQUITY HOLDERS OPT OUT OF RELEASES

Upon the motion (the "Motion")² of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order (this "Order"), (a) scheduling the Confirmation Hearing on the adequacy of the Disclosure Statement and confirmation of the Plan, (b) establishing the Objection Deadline and approving related procedures, (c) approving the Solicitation Procedures, (d) approving the form and manner of the Notice, and ((e) approving the procedures for providing Equity Holders the opportunity to opt out of the voluntary releases set forth in Article VII.F of the Plan, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Cliffs Drilling Company (8934); Cliffs Drilling Trinidad L.L.C. (5205); FDT LLC (7581); FDT Holdings LLC (4277); Hercules Drilling Company, LLC (2771); Hercules Liftboat Company, LLC (0791); Hercules Offshore, Inc. (2838); Hercules Offshore Services LLC (1670); Hercules Offshore Liftboat Company LLC (5303); HERO Holdings, Inc. (5475); SD Drilling LLC (8190); THE Offshore Drilling Company (4465); THE Onshore Drilling Company (1072); TODCO Americas Inc. (0289); and TODCO International Inc. (6326). The Debtors' corporate headquarters is located at 9 Greenway Plaza, Suite 2200, Houston, Texas 77046.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion, Plan, or Disclosure Statement, as applicable.

1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this 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 Confirmation Hearing, at which time this Court will consider, among other things, the adequacy of the Disclosure Statement and confirmation of the Plan, shall be held on **September 24, 2015, at 10:00 a.m., prevailing Eastern Time**. Any objections to the Disclosure Statement or confirmation of the Plan must be filed by **September 16, 2015 at 4:00 p.m., prevailing Eastern Time**. Any replies to objections to the Disclosure Statement or confirmation of the Plan or briefs or declarations in support of the Disclosure Statement or confirmation of the Plan must be filed by **September 21, 2015 at 4:00 p.m., prevailing Eastern Time**.

3. Any objections to the Disclosure Statement or confirmation of the Plan must:
 - a. be in writing;
 - b. comply with the Bankruptcy Rules and the Local Rules;
 - c. state the name and address of the objecting party and the amount and nature of the claim or interest beneficially owned by such entity;
 - d. state with particularity the legal and factual basis for such objections, and, if practicable, a proposed modification to the Plan that would resolve such objections; and
 - e. be filed with this Court with proof of service thereof and served upon the Notice Parties so as to be actually received by the Objection Deadline.

4. Any objections not satisfying the requirements of this Order may not be considered and shall be overruled.

5. The form of the Notice, substantially in the form attached hereto as **Exhibit 1**; and the Publication Notice, substantially in the form attached hereto as **Exhibit 2**, and service of each of the foregoing comply with the requirements of the Bankruptcy Code and the Bankruptcy Rules and are approved.

6. The Debtors are authorized to enter into transactions to cause the Publication Notice to be published in the Wall Street Journal within five business days following entry of this Order, and to make reasonable payments required for such publication. The Publication Notice, together with the Notice provided for in the Motion, is deemed to be sufficient and appropriate under the circumstances.

7. The Voting Record Date and the Voting Deadline are approved.

The Solicitation Procedures utilized by the Debtors for distribution of the Solicitation Packages in soliciting acceptances and rejections of the Plan, as set forth in the Motion, satisfy the requirements of the Bankruptcy Code and the Bankruptcy Rules and are approved.

9. The ballots, substantially in the form attached hereto as Exhibit 3, are approved.

10. The procedures used for tabulations of votes to accept or reject the Plan as set forth in the Motion and as provided by the ballots are approved.

11. The Equity Release Consent Notice, substantially in the form attached hereto as Exhibit 4, is approved.

12. The procedures used by the Debtors for distribution of the Equity Release Consent Notice and for recording elections of Equity Holders that opt out of the voluntary releases set forth in Article VII.F of the Plan, as set forth in the Motion, are approved.

13. The Debtors are not required to mail a copy of the Plan or the Disclosure Statement to holders of claims that are: (a) unimpaired and conclusively presumed to accept the Plan; or (b) impaired and deemed to reject the Plan.

14. Nothing contained in the Motion or this Order shall be deemed or construed as an admission as to the validity or priority of any claim or lien against the Debtors or any other party or as a waiver of such parties' rights to dispute any claim or lien.

15. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

16. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

17. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

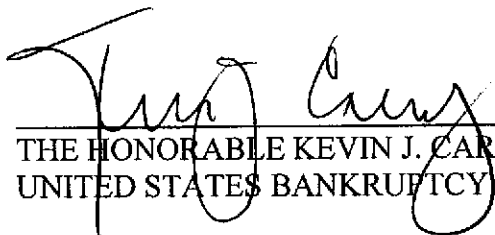
18. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

19. Paragraphs 8 through 12 of this Order are not granted by this Order, and shall be set for further hearing on August 24, 2015, at ^{2:00 p.m.}~~10:00 a.m.~~, prevailing Eastern Time.

20. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Wilmington, Delaware

Dated: Aug 14, 2015



THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

Proposed Notice

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

In re:	)	Chapter 11
HERCULES OFFSHORE, INC., <i>et al.</i>	)	Case No. 15-11685 (KJC)
Debtors. ¹	)	Jointly Administered
)	

**NOTICE OF (A) COMMENCEMENT OF PREPACKAGED CHAPTER 11
BANKRUPTCY CASES, (B) COMBINED HEARING ON THE DISCLOSURE
STATEMENT, CONFIRMATION OF THE JOINT PREPACKAGED CHAPTER 11
PLAN, AND RELATED MATTERS, AND (C) OBJECTION DEADLINES, AND
SUMMARY OF THE DEBTORS' JOINT PREPACKAGED CHAPTER 11 PLAN**

NOTICE IS HEREBY GIVEN as follows:

On August 13, 2015 (the "Petition Date"), Hercules Offshore, Inc. and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors") filed with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") a proposed joint prepackaged chapter 11 plan of reorganization [Docket No. 15] (the "Plan") and proposed disclosure statement [Docket No. 16] (the "Disclosure Statement") pursuant to sections 1125 and 1126(b) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"). Copies of the Plan and the Disclosure Statement may be obtained upon request of the Debtors' proposed counsel at the address specified below and are on file with the Clerk of the Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, where they are available for review between the hours of 8:00 a.m. to 4:00 p.m., prevailing Eastern Time. The Plan and the Disclosure Statement also are available for inspection on the Bankruptcy Court's website at www.deb.uscourts.gov or free of charge on the Debtors' restructuring website at <http://cases.primeclerk.com/hercules>.²

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Cliffs Drilling Company (8934); Cliffs Drilling Trinidad L.L.C. (5205); FDT LLC (7581); FDT Holdings LLC (4277); Hercules Drilling Company, LLC (2771); Hercules Liftboat Company, LLC (0791); Hercules Offshore, Inc. (2838); Hercules Offshore Services LLC (1670); Hercules Offshore Liftboat Company LLC (5303); HERO Holdings, Inc. (5475); SD Drilling LLC (8190); THE Offshore Drilling Company (4465); THE Onshore Drilling Company (1072); TODCO Americas Inc. (0289); and TODCO International Inc. (6326).

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Plan or the Disclosure Statement, as applicable. The statements contained herein are summaries of the provisions contained in the Plan and Disclosure Statement and do not

The Plan is a “prepackaged” plan of reorganization. The primary purpose of the Plan is to effectuate a balance-sheet restructuring of the Debtors’ business (the “Restructuring”). The Debtors believe that any valid alternative to confirmation of the Plan would result in significant delays, litigation, and additional costs, and, ultimately, would jeopardize recoveries for holders of allowed claims. In addition, it is highly doubtful that any alternative would allow for a distribution to holders of HERO Equity Interests.

Information Regarding the Plan

Voting Record Date. The voting record date is July 13, 2015, which was the date for determining which holders of claims in Class 3 of the Plan were entitled to vote.

Objections to the Plan. The deadline for filing objections to the Plan is **September 16, 2015, at 4:00 p.m., prevailing Eastern Time.** Any objections (each, an “Objection”) to the Plan or the Disclosure Statement must: (a) be in writing; (b) comply with the Federal Rules of Bankruptcy Procedure and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware; (c) state the name and address of the objecting party and the amount and nature of the claim or interest beneficially owned by such entity; and (d) state with particularity the legal and factual basis for such objections, and, if practicable, a proposed modification to the Plan that would resolve such objections.

Objections must be filed with the Bankruptcy Court and served so as to be **actually received** no later than **September 16, 2015, at 4:00 p.m., prevailing Eastern Time,** by those parties who have filed a notice of appearance in the Debtors’ chapter 11 cases as well as the following parties:

Debtors

Hercules Offshore, Inc.
9 Greenway Plaza, Suite 2200
Houston, TX 77046
Attn: Beau M. Thompson

Counsel to the Debtors

Baker Botts L.L.P.
30 Rockefeller Plaza
New York, NY 10112
Attn: Emanuel C. Grillo
Chris Newcomb

Counsel to the Steering Group

Akin Gump Strauss Hauer & Feld LLP
One Bryant Park, Bank of America Tower
New York, NY 10036-6745

purport to be precise or complete statements of all the terms and provisions of the Plan or documents referred therein. To the extent there is a discrepancy between the terms herein and the Plan or Disclosure Statement, the Plan or Disclosure Statement, as applicable, shall govern and control. For a more detailed description of the Plan, please refer to the Disclosure Statement.

Attn: Arik Preis
Michael S. Stamer

United States Trustee

Office of the United States Trustee
for the District of Delaware
844 King Street, Suite 2207
Wilmington, Delaware 19801

UNLESS AN OBJECTION IS TIMELY SERVED AND FILED IN ACCORDANCE WITH THIS NOTICE IT MAY NOT BE CONSIDERED BY THE BANKRUPTCY COURT.

AS DESCRIBED BELOW, YOU ARE ADVISED TO CAREFULLY REVIEW AND CONSIDER THE PLAN, INCLUDING THE DISCHARGE, RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AS YOUR RIGHTS MIGHT BE AFFECTED.

Summary of Plan Treatment

The following chart summarizes the treatment provided by the Plan to each class of Claims against and Interests in the Debtors, and indicates the voting status of each class.

Class	Claim or Interest	Voting Rights	Treatment	Projected Plan Recovery	Liquidation Recovery
1	Other Priority Claims	Not Entitled to Vote / Deemed to Accept	Paid in full in Cash	100%	N/A
2	Other Secured Claims	Not Entitled to Vote / Deemed to Accept	Paid in full in Cash, receive collateral, or otherwise unimpaired	100%	N/A
3	Senior Notes Claims	Entitled to Vote	Pro rata share of Senior Notes Equity Distribution	41%	7-27%
4	General Unsecured Claims	Not Entitled to Vote / Deemed to Accept	Reinstated or otherwise unimpaired	100%	7-27%
5	Intercompany Claims	Not Entitled to Vote / Deemed to Accept	Reinstated	100%	0%
6	Intercompany Interests	Not Entitled to Vote / Deemed to Accept	Reinstated	100%	N/A
7	HERO Equity Interests	Not Entitled to Vote /	Cancelled or, in	0% ³	0%

³ As discussed in the Disclosure Statement, holders of Class 7 Equity Interests will receive no distribution on account of their HERO Equity Interests, provided, however, that such holders that do not opt out of the Releases contained in Article VII of the Plan shall receive their Pro Rata share of (i) 3.1% of the New HERO Common Stock, and (ii) the New HERO Warrants.

Class	Claim or Interest	Voting Rights	Treatment	Projected Plan Recovery	Liquidation Recovery
		Deemed to Reject	exchange for voluntary third-party releases, pro rata share of Shareholder Equity Distribution and New HERO Warrants		

Third Party Releases

Article VII.F of the Plan⁴ contains the following provision:

Releases by Holders of Claims and Equity Interests. Any holder of HERO Equity Interests that opts not to grant the releases contained in this Article VII.F shall not receive the New HERO Equity Interests and New HERO Warrants that it would otherwise be entitled to receive under Article III.D.7 of the Plan and will not receive any distribution whatsoever under the Plan.

Except as otherwise specifically provided in the Plan, for good and valuable consideration, including the service of the Released Parties to facilitate the reorganization of the Debtors, the implementation of the restructuring contemplated by the Restructuring Support Agreement or the Plan, and the compromises contained herein, on and after the Effective Date, to the fullest extent permitted by applicable law, the Releasing Parties (regardless of whether a Releasing Party is a Released Party) shall be deemed to conclusively, absolutely, unconditionally, irrevocably and forever release, waive and discharge the Released Parties of any and all claims, obligations, rights, suits, damages, Causes of Action, remedies and liabilities whatsoever, including: any derivative claims asserted or assertable on behalf of a Debtor or a Non-Debtor Subsidiary, whether known or unknown, foreseen or unforeseen, liquidated or unliquidated, contingent or fixed, existing or hereafter arising, in law, at equity or otherwise, whether for indemnification, tort, contract, violations of federal or state securities laws or otherwise, including, those that any of the Debtors, the Non-Debtor Subsidiaries, the Reorganized Debtors or the Estates would have been legally entitled to assert in their own right (whether individually or collectively) or on behalf of the holder of any Claim or Equity Interest or any other Person, based on or relating to, or in any manner arising from, in whole or in part, the Debtors and their Non-Debtor Subsidiaries, the Estates, the conduct of the businesses of the Debtors and their Non-Debtor Subsidiaries, the Chapter 11 Cases, the purchase, sale or rescission of the purchase or sale of any Security of the Debtors, the Non-Debtor Subsidiaries or the Reorganized Debtors, the subject matter of, or the transactions or events giving rise to, any Claim or Equity Interest that is treated in the Plan, the restructuring of Claims and Equity Interests prior to or during the Chapter 11 Cases, the

⁴ Capitalized terms in this section shall have the meaning ascribed to them in the Plan.

negotiation, formulation or preparation of the Restructuring Support Agreement, the Plan, the Plan Supplement, the Disclosure Statement, the First Lien Exit Facility Documents, the New HERO Warrant Agreement or, in each case, related agreements, instruments or other documents, any action or omission with respect to Intercompany Claims, any action or omission as an officer, director, agent, representative, fiduciary, controlling person, affiliate or responsible party, or any transaction entered into or affecting, a non-Debtor subsidiary, or upon any other act or omission, transaction, agreement, event or other occurrence taking place on or before the Effective Date of the Plan, other than claims or liabilities arising out of or relating to any act or omission of a Released Party to the extent such act or omission is determined by a Final Order to have constituted willful misconduct, gross negligence, bad faith, fraud or a criminal act.

Each Person providing releases under the Plan, including the Debtors, the Reorganized Debtors, the Non-Debtor Subsidiaries, the Estates and the Releasing Parties, shall be deemed to have granted the releases set forth in those sections notwithstanding that such Person may hereafter discover facts in addition to, or different from, those which it now knows or believes to be true, and without regard to the subsequent discovery or existence of such different or additional facts, and such Person expressly waives any and all rights that it may have under any statute or common law principle which would limit the effect of such releases to those claims or causes of action actually known or suspected to exist at the time of execution of such release.

The “*Released Parties*” means each of: (a) the Debtors and Reorganized Debtors; (b) the Non-Debtor Subsidiaries; (c) the Steering Group; (d) the Steering Group Members; (e) the Senior Notes Indenture Trustees; and (f) with respect to each of the foregoing Entities in clauses (a) through (e), such Entity’s predecessors, successors and assigns, affiliates, subsidiaries, funds, portfolio companies, management companies, and each of their respective current and former directors, officers, members, employees, partners, managers, independent contractors, agents, representatives, principals, Professionals, consultants, financial advisors, attorneys, accountants, investment bankers, and other professional advisors (each solely in their capacity as such).

The “*Releasing Parties*” means each of: (a) the Senior Notes Indenture Trustees; (b) the Steering Group and the Steering Group Members; (c) any holder of an Impaired Claim that (i) votes to accept the Plan or (ii) either (A) abstains from voting, (B) votes to reject the Plan or (C) is a Non-Eligible Noteholder and, in the case of either (A), (B) or (C), does not opt out of the voluntary release contained in Section VII.F of the Plan by checking the opt out box on the Ballot or Non-Eligible Noteholder Election Form, as applicable, and returning it in accordance with the instructions set forth thereon, indicating that they opt not to grant the releases provided in the Plan; (d) holders of Unimpaired Claims; (e) any holder of a HERO Equity Interest that does not opt out of the voluntary release contained in Section VII.F of the Plan by completing the steps set forth in the Equity Release Consent Notice, and returning it in accordance with the instructions set forth thereon, indicating that they opt not to grant the releases provided in the Plan; (f) the current and former officers and directors of the Debtors, the Reorganized Debtors and the Non-Debtor Subsidiaries; and (g) with respect to each of the foregoing Entities in clauses (a) through (f), such Entity’s predecessors, successors and assigns, affiliates, subsidiaries, funds, portfolio companies, management companies, and each of their respective current and former shareholders, directors, officers, members, employees, partners, managers, independent

contractors, agents, representatives, principals, consultants, financial advisors, attorneys, accountants, investment bankers, and other professional advisors (each solely in their capacity as such).

Hearing on Confirmation of the Plan and the Adequacy of the Disclosure Statement

The hearing (the "Confirmation Hearing") will be held before the Honorable Kevin J. Carey, United States Bankruptcy Judge, at the United States Bankruptcy Court, 5th Floor, Courtroom #5, 824 North Market Street, Wilmington, Delaware, 19801, on **September 24, 2015, at 10:00 a.m., prevailing Eastern Time**, to consider the adequacy of the Disclosure Statement, any objections to the Disclosure Statement, confirmation of the Plan, any objections thereto, and any other matter that may properly come before the Bankruptcy Court. Please be advised that the Confirmation Hearing may be continued from time to time by the Bankruptcy Court or the Debtors without further notice other than by such adjournment being announced in open court or by a notice of adjournment filed with the Bankruptcy Court and served on other parties entitled to notice.

Dated: August __, 2015
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/

Robert J. Dehney (No. 3578)
Eric D. Schwartz (No. 3134)
Matthew B. Harvey (No. 5186)
Tamara K. Minott (No. 5643)
1201 N. Market St., 16th Flr.
PO Box 1347
Wilmington, DE 19899-1347
Telephone: (302) 658-9200
Facsimile: (302) 658-3989
rdehney@mnat.com
eschwartz@mnat.com
mharvey@mnat.com
tminott@mnat.com

- and -

BAKER BOTTS LLP

Emanuel C. Grillo (pro hac vice pending)
Christopher Newcomb (pro hac vice pending)
30 Rockefeller Plaza
New York, New York 10112
Telephone: (212) 892-4000
emanuel.grillo@bakerbotts.com
chris.newcomb@bakerbotts.com

- and -

James Prince II (pro hac vice pending)
C. Luckey McDowell (pro hac vice pending)
Meggie S. Gilstrap (pro hac vice pending)
2001 Ross Avenue
Dallas, Texas 75201
Telephone: (214) 953-6500
jim.prince@bakerbotts.com
luckey.mcdowell@bakerbotts.com
meggie.gilstrap@bakerbotts.com

*Proposed Counsel for Debtors
and Debtors in Possession*

EXHIBIT 2

Proposed Publication Notice

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
)	
HERCULES OFFSHORE, INC., <i>et al.</i>	)	Case No. 15-11685 (KJC)
)	
Debtors. ¹	)	Jointly Administered
)	

NOTICE OF COMMENCEMENT OF PREPACKAGED CHAPTER 11
BANKRUPTCY CASES AND COMBINED HEARING ON
DISCLOSURE STATEMENT AND CONFIRMATION OF
JOINT PREPACKAGED CHAPTER 11 PLAN

TO: ALL HOLDERS OF CLAIMS, HOLDERS OF INTERESTS, AND PARTIES IN INTEREST IN THE ABOVE-CAPTIONED CHAPTER 11 CASES

PLEASE TAKE NOTICE THAT on August 13, 2015 (the "Petition Date"), Hercules Offshore, Inc. and certain of its affiliates, as debtors in the above-captioned chapter 11 cases (collectively, the "Debtors") filed with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") a proposed joint prepackaged chapter 11 plan of reorganization [Docket No. 15] (the "Plan") and proposed disclosure statement [Docket No. 16] (the "Disclosure Statement") pursuant to sections 1125 and 1126(b) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"). Copies of the Plan and the Disclosure Statement may be obtained upon request of the Debtors' proposed counsel at the address specified below and are on file with the Clerk of the Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, where they are available for review between the hours of 8:00 a.m. to 4:00 p.m., prevailing Eastern Time. The Plan and Disclosure Statement also are available for inspection on the Bankruptcy Court's website at www.deb.uscomis.gov, or free of charge on the Debtors' restructuring website at <http://cases.primeclerk.com/hercules>.²

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Cliffs Drilling Company (8934); Cliffs Drilling Trinidad L.L.C. (5205); FDT LLC (7581); FDT Holdings LLC (4277); Hercules Drilling Company, LLC (2771); Hercules Liftboat Company, LLC (0791); Hercules Offshore, Inc. (2838); Hercules Offshore Services LLC (1670); Hercules Offshore Liftboat Company LLC (5303); HERO Holdings, Inc. (5475); SD Drilling LLC (8190); THE Offshore Drilling Company (4465); THE Onshore Drilling Company (1072); TODCO Americas Inc. (0289); and TODCO International Inc. (6326).

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Plan or the Disclosure Statement, as applicable. The statements contained herein are summaries of the provisions contained in the Disclosure Statement and the Plan and do not

PLEASE TAKE FURTHER NOTICE THAT a hearing (the “Confirmation Hearing”) will be held before the Honorable Kevin J. Carey, United States Bankruptcy Judge, at the United States Bankruptcy Court, 5th Floor, Courtroom #5, 824 North Market Street, Wilmington, Delaware, 19801, on **September 24, 2015, at 10:00 a.m., prevailing Eastern Time**, to consider the adequacy of the Disclosure Statement, any objections to the Disclosure Statement, confirmation of the Plan, any objections thereto, and any other matter that may properly come before the Court. Please be advised that the Confirmation Hearing may be continued from time to time by the Bankruptcy Court or the Debtors without further notice other than by such adjournment being announced in open court or by a notice of adjournment filed with the Bankruptcy Court and served on other parties entitled to notice.

PLEASE TAKE FURTHER NOTICE THAT objections (each, an “Objection”), if any, to the Plan or the Disclosure Statement must: (a) be in writing; (b) comply with the Federal Rules of Bankruptcy Procedure and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware; (c) state the name and address of the objecting party and the amount and nature of the claim or interest beneficially owned by such entity or individual; (d) state with particularity the legal and factual basis for such objections, and, if practicable, a proposed modification to the Plan that would resolve such objections; and (e) be filed with the Bankruptcy Court (contemporaneously with a proof of service) and served so as to be actually received no later than September 16, 2015, at 4:00 p.m., prevailing Eastern Time, by those parties who have a filed a notice of appearance in the Debtors’ chapter 11 cases as well as each of the following parties:

Debtors

Hercules Offshore, Inc.
9 Greenway Plaza, Suite 2200
Houston, TX 77046
Attn: Beau M. Thompson

Counsel to the Debtors

Baker Botts L.L.P.
30 Rockefeller Plaza
New York, NY 10112
Attn: Emanuel C. Grillo
Chris Newcomb

Counsel to the Steering Group

Akin Gump Strauss Hauer & Feld LLP
One Bryant Park, Bank of America Tower
New York, NY 10036-6745
Attn: Arik Preis
Michael S. Stamer

purport to be precise or complete statements of all the terms and provisions of the Plan or documents referred therein. To the extent there is a discrepancy between the terms herein and the Plan or Disclosure Statement, the Plan or Disclosure Statement, as applicable, shall govern and control. For a more detailed description of the Plan, please refer to the Disclosure Statement.

United States Trustee

Office of the United States Trustee
for the District of Delaware
844 King Street, Suite 2207
Wilmington, Delaware 19801

UNLESS AN OBJECTION IS TIMELY SERVED AND FILED IN ACCORDANCE WITH THIS NOTICE IT MAY NOT BE CONSIDERED BY THE BANKRUPTCY COURT.

YOU ARE ADVISED TO CAREFULLY REVIEW AND CONSIDER THE PLAN, INCLUDING THE RELEASE PROVISIONS IN ARTICLE VII.F OF THE PLAN, AS YOUR RIGHTS MIGHT BE AFFECTED.

Dated: August __, 2015
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ _____
Robert J. Dehney (No. 3578)
Eric D. Schwartz (No. 3134)
Matthew B. Harvey (No. 5186)
Tamara K. Minott (No. 5643)
1201 N. Market St., 16th Flr.
PO Box 1347
Wilmington, DE 19899-1347
Telephone: (302) 658-9200
Facsimile: (302) 658-3989
rdehney@mnat.com
eschwartz@mnat.com
mharvey@mnat.com
tminott@mnat.com

- and -

BAKER BOTTS LLP
Emanuel C. Grillo (pro hac vice pending)
Christopher Newcomb (pro hac vice pending)
30 Rockefeller Plaza
New York, New York 10112
Telephone: (212) 892-4000
emanuel.grillo@bakerbotts.com
chris.newcomb@bakerbotts.com

- and -

James Prince II (pro hac vice pending)
C. Luckey McDowell (pro hac vice pending)
Meggie S. Gilstrap (pro hac vice pending)
2001 Ross Avenue
Dallas, Texas 75201
Telephone: (214) 953-6500
jim.prince@bakerbotts.com
luckey.mcdowell@bakerbotts.com
meggie.gilstrap@bakerbotts.com

*Proposed Counsel for Debtors
and Debtors in Possession*