

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

SEADRILL LIMITED, *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 21-30427 (DRJ)
)
) (Jointly Administered)
)

**DEBTORS' FIRST REQUEST TO EXTEND THE EXCLUSIVE PERIODS
TO FILE A CHAPTER 11 PLAN AND SOLICIT ACCEPTANCES THEREOF**

This motion seeks an order that may adversely affect you. If you oppose the motion, you should immediately contact the moving party to resolve the dispute. If you and the moving party cannot agree, you must file a response and send a copy to the moving party. You must file and serve your response within 21 days of the date this was served on you. Your response must state why the motion should not be granted. If you do not file a timely response, the relief may be granted without further notice to you. If you oppose the motion and have not reached an agreement, you must attend the hearing. Unless the parties agree otherwise, the court may consider evidence at the hearing and may decide the motion at the hearing.

Represented parties should act through their attorney.

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) state as follows in support of this motion (this “Motion”):²

Relief Requested

1. The Debtors seek entry of an order, substantially in the form attached hereto (the “Order”), extending the period during which the Debtors have the exclusive right to file a chapter 11 plan (the “Filing Exclusivity Period”) through and including October 8, 2021, and the deadline under which the Debtors have the exclusive right to solicit a plan of reorganization filed

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <http://cases.primeclerk.com/SeadrillLimited>. The location of Debtor Seadrill Americas, Inc.’s principal place of business and the Debtors’ service address in these chapter 11 cases is 11025 Equity Drive, Suite 150, Houston, Texas 77041.

² Capitalized terms used but not otherwise defined in this Motion have the meanings ascribed to them in the First Day Declaration (as defined herein).

during the Filing Exclusivity Period (the “Solicitation Exclusivity Period” and, together with the Filing Exclusivity Period, collectively, the “Exclusivity Periods”) through and including December 7, 2021, without prejudice to the Debtors’ right to seek further extensions to the Exclusivity Periods. This is the Debtors’ first request to extend the Exclusivity Periods.

Jurisdiction and Venue

2. The United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). The Debtors confirm their consent to the entry of a final order by the Court.

3. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The basis for the relief requested herein is section 1121 of the Bankruptcy Code.

Background

5. On February 7, 2021, Asia Offshore Drilling Limited and four affiliated Debtors (the “AOD Debtors”) each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. On February 10, 2021 (the “Petition Date”), Seadrill Limited and the remaining above-captioned Debtors (the “Seadrill Limited Debtors”) each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.³ A detailed description of the facts and circumstances of these chapter 11 cases is set forth in the *Declaration of Grant Creed, Chief Restructuring Officer of Seadrill Limited, in Support of Chapter 11 Petitions and First Day Motions* [Docket No. 41]

³ The chapter 11 cases of the AOD Debtors and the Seadrill Limited Debtors are jointly administered under the above-captioned chapter 11 cases. On December 1, 2020, Seadrill Partners LLC (“Seadrill Partners”) and 28 affiliated debtors and debtors in possession commenced chapter 11 cases in this Court, which are jointly administered under the case caption *In re Seadrill Partners LLC*, No. 20-35740 (Bankr. S.D. Tex.) (collectively, the “Seadrill Partners Cases”). The Debtors do not intend to seek joint administration of these chapter 11 cases with the Seadrill Partners Cases.

(the “First Day Declaration”), filed on February 11, 2021, and incorporated by reference herein. Together, 120 entities are part of these chapter 11 cases.

6. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On February 11, 2021, the Court entered an order [Docket No. 27] authorizing procedural consolidation and joint administration of these chapter 11 cases pursuant to Bankruptcy Rule 1015(b) and rule 1015-1 of the Local Bankruptcy Rules for the Southern District of Texas (the “Local Rules”). No request for the appointment of a trustee or examiner has been made in these chapter 11 cases.

Preliminary Statement

7. The Debtors request that the Court grant a 120-day extension of the Exclusivity Periods. Since July 2020, the Debtors and their advisors have been negotiating a restructuring transaction with their secured lenders. In the months leading up to the Petition Date, the Debtors, the CoCom, and the Ad Hoc Group engaged in tri-partite negotiations and began building momentum towards a comprehensive, consensual restructuring. Significant progress was made prior to the Petition Date which formed the baseline for the negotiations during these chapter 11 cases. The Debtors have been tasked with tactfully bridging disparate and often competing perspectives these creditor groups have over the proper structure and economic allocations that could produce a value-maximizing transaction for their estates and pave the way for the Debtors to emerge from chapter 11.

8. In just over three months since filing these chapter 11 cases, the Debtors have focused on these challenges and made substantial progress. After a smooth transition into chapter 11, the Debtors stabilized their business operations, obtained Court approval of important

procedural and operational relief (including the consensual use of cash collateral),⁴ rejected a burdensome charter lease, secured a replacement guarantee facility, filed their schedules and statements, negotiated and obtained Court approval of a settlement with Seadrill Partners regarding disputes arising out of management services agreements, obtained Court approval for an extension of their use of cash collateral with support of the CoCom,⁵ and delivered to the CoCom and Ad Hoc Group a proposed chapter 11 plan of reorganization (the “Plan”) and accompanying disclosure statement (the “Disclosure Statement”) in accordance with the May 14 deadline under the Cash Collateral Order.

9. Although the Debtors ultimately did not enter into the prepetition RSA with the CoCom, the Debtors entered these chapter 11 cases with momentum, as several major terms in the prepetition RSA have served as the framework for a consensual resolution in these chapter 11 cases. Since the Petition Date, the Debtors have been working constructively with the CoCom and Ad Hoc Group to broker consensus on the terms of a comprehensive restructuring. The Ad Hoc Group submitted an indicative restructuring framework to the Debtors on March 9, 2021. Thereafter, the Debtors engaged with the Ad Hoc Group at length on their framework including calls on March 18, March 31, April 6, April 8, April 13, and April 19, and have responded to numerous diligence request from the Ad Hoc Group since the Petition Date. The CoCom submitted a revised restructuring proposal to the Debtors on March 17, 2021, which included \$750 million of takeback debt—a much lower number than the CoCom’s prepetition proposals.

⁴ See *Final Order (I) Authorizing Use of the Debtors’ Cash Collateral, (II) Granting Adequate Protection, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief* [Docket No. 253] (as amended or extended, the “Cash Collateral Order”).

⁵ See *Order (I) Authorizing the Continued Use of Cash Collateral and (II) Granting Related Relief* [Docket No. 671].

10. The Debtors reviewed and engaged with the Ad Hoc Group and CoCom and, as contemplated by the Cash Collateral Order, submitted their own restructuring proposal to the Ad Hoc Group and the CoCom on March 29, 2021, ahead of the March 31 deadline to do so. The Debtors also filed their comprehensive restructuring proposal with this Court on April 1, 2021 [Docket No. 294]. Since then, the Debtors and their advisors have continued to engage with the CoCom and the Ad Hoc Group, and the Debtors have adjusted their March 31 proposal in response to feedback from these groups. In addition, the Debtors requested that both groups submit financing proposals to support the \$300 million funding need under the Debtors' Plan. The deadline for initial proposals was April 30, and the Debtors received two fully-funded new-money proposals, one from the CoCom and one from a member of the Ad Hoc Group.

11. The Debtors also answered various discovery and diligence requests, including 98 out of 98 diligence requests received from the Ad Hoc Group since the Petition Date with an average response time of between five and six days. To date, the Debtors have provided 12,660 pages of information across 942 documents to the Ad Hoc Group for discovery and diligence purposes.

12. Notwithstanding the substantial progress made to date, certain tasks remain before the Debtors may emerge from chapter 11. First, the Debtors will continue to negotiate and refine the terms of a restructuring, negotiate consensus around corresponding documentation, including the Plan and Disclosure Statement, and file these documents with the Court. Thereafter, the Debtors will proceed to seek approval of the Disclosure Statement and commence solicitation. Then the Debtors and their key stakeholders will shift their focus to negotiate critical documents required for plan confirmation and emergence, including key settlement, financing, and corporate

governance documents. Finally, the Debtors will work to resolve any remaining open issues in advance of seeking confirmation of the Plan.

13. In these chapter 11 cases, the Filing Exclusivity Period and Solicitation Exclusivity Period will expire on June 10, 2021 and August 9, 2021, respectively,⁶ absent further order of the Court. Although the Debtors have made substantial progress in the months following the Petition Date, much work remains. The Cash Collateral Order milestones were heavily negotiated between the Debtors and their secured creditors and reflect the estimated time the Debtors will need to complete these chapter 11 cases. The deadlines in the Cash Collateral Order to obtain approval of the Disclosure Statement and confirm a Plan are June 30, 2021 and August 31, 2021, respectively. Accordingly, the Debtors request a 120-day extension of the Exclusivity Periods to file and solicit approval of a chapter 11 Plan so that they may continue to diligently pursue and effectuate a value-maximizing resolution to these chapter 11 cases.⁷ The extended Filing Exclusivity Period would expire on October 8, 2021, and the extended Solicitation Exclusivity Period would expire on December 7, 2021. The Debtors will use the extended Exclusivity Periods to continue to negotiate and refine the terms of a restructuring and negotiate consensus around the Plan, which will ultimately pave the way for the Debtors to confirm the Plan and expeditiously emerge from these chapter 11 cases. For these and the reasons discussed below, the Debtors submit that a 120-day extension of exclusivity is appropriate.

⁶ The Filing Exclusivity Period and Solicitation Exclusivity Period with respect to the AOD Debtors will expire on June 7, 2021 and August 6, 2021, respectively—i.e., 120 and 180 days, respectively, following the date on which the AOD Debtors each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. For the avoidance of doubt, the Debtors are seeking entry of the Order before such periods expire, pursuant to which the extended Filing Exclusivity Period and extended Solicitation Exclusivity Period with respect to the AOD Debtors will expire on October 8, 2021 and December 7, 2021, respectively.

⁷ For the avoidance of doubt, the relief requested in this Motion shall not modify or affect the milestones set forth in the Cash Collateral Order.

Basis for Relief

14. A debtor has the exclusive right to propose a chapter 11 plan for the first 120 days of a chapter 11 case pursuant to section 1121(b) of the Bankruptcy Code. Section 1121(c)(3) of the Bankruptcy Code extends the period of exclusivity for an additional sixty days, to an initial maximum of 180 days, where the debtor has filed a chapter 11 plan and is soliciting votes on such plan. “[T]he point of exclusivity is to promote an environment in which the debtor’s business may be rehabilitated and a consensual plan may be negotiated.” *In re Burns and Roe Enters., Inc.*, No. 00-41610 RG, 2005 WL 6289213, at *4 (D.N.J. Nov. 2, 2005) (internal quotation marks omitted) (quoting H.R. Rep. No. 103-835, at 36 (1994), *as reprinted in* 1994 U.S.C.C.A.N. 3340, 3344). In these chapter 11 cases, the Filing Exclusivity Period and Solicitation Exclusivity Period will expire on June 10, 2021 and August 9, 2021, respectively, absent further order of the Court.

15. Section 1121(d)(1) of the Bankruptcy Code permits a court to extend a debtor’s exclusive periods to file and solicit a plan “for cause.” *See* 11 U.S.C. § 1121(d). Specifically, section 1121(d) provides that “on request of a party in interest made within the respective periods . . . of this section and after notice and a hearing, the court may for cause reduce or increase the 120-day period or the 180-day period referred to in this section.” *Id.* Although the Bankruptcy Code does not define “cause,” bankruptcy courts have discretion to extend exclusivity to promote the orderly, consensual, and successful reorganization of a debtor’s affairs. *See In re Timbers of Inwood Forest Assocs., Ltd.*, 808 F.2d 363, 372 (5th Cir. 1987) (noting that the meaning of “cause” under section 1121 should be viewed in the context of the Bankruptcy Code’s goal of fostering reorganization); *In re Mirant Corp.*, No. 4-04-CV-476-A, 4-04-CV-530-A, 2004 WL 2250986, at *2 (N.D. Tex. Sept. 30, 2004) (“In virtually every case where an extension has been granted, the debtor showed substantial progress had been made in negotiations toward reorganization.”).

16. Courts within the Fifth Circuit and other jurisdictions examine a number of factors to determine whether there is “cause” for extension of the Exclusivity Periods. These factors include:

- (a) the size and complexity of the case;
- (b) the necessity for sufficient time to permit the debtor to negotiate a chapter 11 plan and prepare adequate information;
- (c) the existence of good faith progress toward reorganization;
- (d) the fact that the debtor is paying its bills as they become due;
- (e) whether the debtor has demonstrated reasonable prospects for filing a viable plan;
- (f) whether the debtor has made progress in negotiations with its creditors;
- (g) the amount of time which has elapsed in the case;
- (h) whether the debtor is seeking to extend exclusivity to pressure creditors to submit to the debtor’s reorganization demands; and
- (i) whether an unresolved contingency exists.

In re New Millennium Mgmt., LLC, No. 13-35719-H3-11, 2014 WL 792115, at *6 (Bankr. S.D. Tex. Feb. 25, 2014) (citing *In re GMG Cap. Partners III, L.P.*, 503 B.R. 596, 600-01 (Bankr. S.D.N.Y. 2014)); *see also In re Adelphia Commc’ns Corp.*, 336 B.R. 610, 674 (Bankr. S.D.N.Y. 2006) (applying the same factors and determining that continuation of exclusivity was warranted).

17. Not all factors are relevant to every case, and the existence of even one of the above-listed factors may be sufficient to extend a debtor’s Exclusivity Periods. *See, e.g., In re Express One Int’l, Inc.*, 194 B.R. at 100-01 (determining that “cause” to extend exclusivity existed without finding that every *Adelphia* factor was present); *see also In the Matter of Excel Maritime Carriers Ltd.*, No. 13-23060-RDD, 2013 WL 5155040, at *2 (Bankr. S.D.N.Y. Sept. 13, 2013) (explaining that the relevance of the factors is context-dependent and that “the ultimate

consideration for the Court was what will best move the case forward in the best interest of all parties”).

18. Here, the relevant factors strongly favor an initial extension of the Exclusivity Periods.

I. The Debtors’ Chapter 11 Cases Are Large and Complex.

19. The worldwide scope of the Debtors’ operations and the complexity of their capital structure means that the Debtors must navigate a number of complex issues during the chapter 11 process. There is no question that the Debtors’ capital structure—which as of the Petition Date consisted of approximately \$6.1 billion in funded debt obligations, including approximately \$5.6 billion of funded debt across 12 distinct secured credit facility silos, each with its own individual rigs as collateral (and an interest in certain common collateral made up primarily of cash)—is large and complex. The Debtors have obligations to a tremendous number of stakeholders across the globe, including approximately 3,100 employees as of the Petition Date, and thousands of financial stakeholders, customers, government agencies, and contract counterparties.

20. Both Congress and courts have acknowledged that the size and complexity of a debtor’s case alone may provide cause for extending a debtor’s Exclusivity Periods. *See In re Express One Int’l, Inc.*, 194 B.R. at 100 (approving the debtor’s third exclusivity extension and noting that “the traditional ground for cause is the large size of the debtor and the concomitant difficulty in formulating a plan of reorganization”). Thus, the size and complexity of these chapter 11 cases alone provides sufficient cause for the Court to extend the Exclusivity Periods.

II. The Debtors Have Made Substantial Progress in These Chapter 11 Cases.

21. Since the Petition Date, the Debtors have made substantial progress in negotiating with their stakeholders and administering these chapter 11 cases, which further warrants an extension of the Exclusivity Periods. This progress includes:

- (a) ***Obtaining Court Approval of the Consensual Use of Cash Collateral.*** Within the first month of these chapter 11 cases, the Debtors negotiated and obtained consensual use of cash collateral. On March 9, 2021, the Court entered the Cash Collateral Order. Among other things, the Cash Collateral Order allocates the prepetition integrated cash pool's common collateral pro rata across each debt silo based on the extent of each silo's outstanding balance as of the Petition Date. This allocation methodology allows each silo's portion of the cash pool to increase or decrease based on its own use and prevents profitable silos from funding less profitable silos. The progress in these chapter 11 cases has been possible only through the continued use of cash collateral to fund postpetition operations. With access to cash collateral, the Debtors are able to safely operate their rigs, meet their existing customer contract obligations, generate revenue, and pay their employees. Further, the consensual use of cash collateral allows the Debtors to continue operating their businesses in the ordinary course, including pursuing new drilling contractual opportunities, to the benefit of the Debtors' estates and their stakeholders. The Cash Collateral Order initially allowed for use of cash collateral through May 9, 2021, with the ability to extend such use without Court approval with the consent of the Debtors, the CoCom, and the Ad Hoc Group. As the Ad Hoc Group had not given their consent before this deadline, the Debtors filed a motion seeking entry of an order extending the use of cash collateral. The Ad Hoc Group filed an objection and the Debtors responded with a reply in support of continuing their use of cash collateral. At a hearing on the motion on May 5, 2021, the Court entered an order extending the Debtors' use of cash collateral through and including August 31, 2021, while preserving parties' rights to file a motion requesting an emergency hearing to terminate such use.⁸ The Cash Collateral Order contains certain key milestones to ensure the Debtors move through chapter 11 at a steady pace, including: (a) entry of an order approving the Disclosure Statement on or before June 30, 2021; and (b) entry of an order confirming the Plan on or before August 31, 2021.
- (b) ***Filing Schedules of Assets and Liabilities and Statements of Financial Affairs.*** On April 9, 2021, the Debtors filed their schedules and statements of financial affairs for all 120 Debtor entities. This was a major undertaking

⁸ See Order (I) Authorizing the Continued Use of Cash Collateral and (II) Granting Related Relief [Docket No. 671].

for the Debtors in these chapter 11 cases given the scale of their operations and involved the filing over 12,290 of pages of documentation.

- (c) ***Obtaining Critical Financial and Operational Relief.*** The Debtors achieved a smooth landing in chapter 11 through various forms of operational first- and second-day relief. The Debtors obtained critical relief in the form of, among other things, authority to continue to pay employees, pay certain vendors, and continue to use the Debtors' cash management system. In addition, the Debtors secured Court approval authorizing expedited procedures for the sale, transfer, or acquisition of de minimis assets and their entrance into a \$35 million performance guarantee facility. The Debtors additionally obtained authority to retain section 327 and ordinary course professionals, established interim compensation procedures, and rejected a burdensome charter lease agreement, which will save the Debtors approximately \$370 million.
- (d) ***Entering into a Global Settlement with Seadrill Partners.*** On April 15, 2021, the Court approved a global settlement between Seadrill Limited and Seadrill Partners, resolving the disputes arising out of the MSA and settling both prepetition and postpetition claims between the parties. The settlement will comprehensively resolve disputes regarding prepetition claims between the parties, postpetition charges under the management and administrative services agreements between the parties, and go-forward transition and restructuring support services to effectuate Seadrill Partners' transition to new MSA providers. Further, the settlement will maximize the value of both sets of estates and permit both groups of Debtors to focus on their respective operations and restructuring transactions.
- (e) ***Delivering a Chapter 11 Plan and Disclosure Statement to the CoCom and Ad Hoc Group.*** Contemporaneously herewith, the Debtors delivered the Plan and the Disclosure Statement to the CoCom and the Ad Hoc Group. The Debtors will continue negotiations regarding both the Plan and Disclosure Statement with the CoCom and the Ad Hoc Group.

22. The Debtors' substantial progress in working with their creditors and administering their cases to this point support the extension of the Exclusivity Periods. *See In re Mirant Corp.*, 2004 WL 2250986, at *2 (noting that an extension of exclusivity is typically granted where "the debtor has shown substantial progress toward reorganization").

III. An Extension of the Exclusivity Periods Is in the Best Interest of Stakeholders.

23. The Debtors request an extension of the Exclusivity Periods so parties with competing interests do not hinder their efforts to negotiate a consensual, value-maximizing

restructuring that will enable the Debtors' stakeholders to realize the benefits of months of hard-fought negotiations. An extension of the Exclusivity Periods will benefit all creditors by preventing the drain on estate assets that inevitably occurs when multiple parties, with potentially diverging interests, put forth competing chapter 11 plans. All stakeholders benefit from the continued stability that a centralized plan process provides, which can only occur while the Debtors remain the sole plan proponents.

IV. The Debtors Are Not Pressuring Creditors to Submit to Their Restructuring Demands.

24. The Debtors' restructuring process is intended to confirm a plan that maximizes the value of the Debtors' estates for all stakeholders. Since the commencement of these chapter 11 cases, the Debtors have worked diligently to evaluate restructuring alternatives and have worked, and will continue to work, constructively with stakeholders to build additional consensus for the Debtors' proposed chapter 11 transactions. The Debtors' exclusivity extension request is not intended to pressure creditors to submit to the Debtors' restructuring demands, but to provide sufficient time for the Debtors to file and eventually confirm the Plan and implement the transactions contemplated thereby without the disruption and distraction created by competing plan proposals.

V. The Debtors Are Paying Their Debts as They Come Due.

25. The Debtors are generally paying their undisputed postpetition debts in the ordinary course of business or as otherwise provided by Court order.

VI. Relatively Little Time Has Elapsed in These Chapter 11 Cases.

26. Fewer than four months have elapsed since the Petition Date, and this is the Debtors' first request for an extension of the Exclusivity Periods. The Debtors satisfy each of the factors that courts consider in determining whether to extend exclusivity. During the pendency of

these cases, the Debtors made significant progress bringing stability to their operations and negotiating a plan. The Debtors seek extension of the Exclusivity Periods contemplated herein to conclude discussions with their stakeholders, promptly prosecute the Plan, and proceed toward emergence from chapter 11 in an efficient, organized manner.

27. Accordingly, the facts and circumstances of these cases are more than sufficient to support a finding of “cause” to extend the Exclusivity Periods for a 120-day period, so that the Debtors and their stakeholders may realize the benefits of the substantial progress made to date and avoid the risks of any competing plan proposals.

Notice

28. The Debtors will provide notice of this Motion to: (a) the Office of the United States Trustee for the Southern District of Texas; (b) entities listed as holding the 30 largest unsecured claims against the Debtors (on a consolidated basis); (c) counsel to the ad hoc group of the Debtors’ senior secured credit facilities; (d) counsel to the CoCom; (e) counsel to the ad hoc group of holders of the Debtors’ senior secured notes; (f) the Office of the United States Attorney for the Southern District of Texas; (g) the state attorneys general for states in which the Debtors conduct business; (h) the Internal Revenue Service; (i) the Securities and Exchange Commission; (j) the Environmental Protection Agency and similar state environmental agencies for states in which the Debtors conduct business; (k) any party that has requested notice pursuant to Bankruptcy Rule 2002; and (l) any other party entitled to notice pursuant to Local Rule 9013-1(d). In light of the nature of the relief requested, no further notice is required.

Conclusion

WHEREFORE, in light of the foregoing, “cause” exists to extend the Exclusivity Periods, and the Debtors respectfully request that the Court enter an order extending the Debtors’ Filing Exclusivity Period through and including October 8, 2021, extending the Debtors’ Solicitation Exclusivity Period through and including December 7, 2021, and granting such other and further relief as is appropriate under the circumstances.

Houston, Texas
May 14, 2021

/s/ Matthew D. Cavanaugh

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*Co-Counsel to the Debtors
and Debtors in Possession*

Certificate of Service

I certify that on May 14, 2021, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Matthew D. Cavanaugh

Matthew D. Cavanaugh

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

SEADRILL LIMITED, *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 21-30427 (DRJ)
)
) (Jointly Administered)
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) **Re: Docket No. ____**

**ORDER EXTENDING THE EXCLUSIVE PERIODS
TO FILE A CHAPTER 11 PLAN AND SOLICIT ACCEPTANCES THEREOF**

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) extending the Debtors’ Filing Exclusivity Period through and including October 8, 2021 and (b) extending the Debtors’ Solicitation Exclusivity Period through and including December 7, 2021, 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. § 1334; this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that it 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’

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <http://cases.primeclerk.com/SeadrillLimited>. The location of Debtor Seadrill Americas, Inc.’s principal place of business and the Debtors’ service address in these chapter 11 cases is 11025 Equity Drive, Suite 150, Houston, Texas 77041.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

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 Debtors’ exclusive period to file a chapter 11 plan for each Debtor (including the AOD Debtors) is extended through and including October 8, 2021.

2. The Debtors’ exclusive period to solicit acceptances of a chapter 11 plan for each Debtor (including the AOD Debtors) is extended through and including December 7, 2021.

3. Entry of this Order is without prejudice to the Debtors’ right to seek from this Court such additional and further extensions of the Exclusivity Periods within which to file and solicit acceptance of a chapter 11 plan as may be necessary or appropriate.

4. Notice of the Motion as provided therein is good and sufficient notice of the Motion and the requirements of the Local Rules are satisfied by such notice.

5. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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

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

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

Houston, Texas

Dated: _____, 2021

DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE