

**IN THE GRAND COURT OF THE CAYMAN ISLANDS**

**IN THE MATTER OF A CHARGE OVER SHARES DATED 28 FEBRUARY 2014**

**AND IN THE MATTER OF GCR ORDER 50, RULE 11**

**CAUSE NO: G0117 OF 2014**

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**STOP NOTICE**

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**TO: Offshore Holdings Limited**, the registered office of which is at Intertrust Corporate Services (Cayman) Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9005, Cayman Islands.

**TAKE NOTICE** that the shares (**Shares**) referred to in the affidavit to which this notice is annexed consists of the following:

1 ordinary share of US\$1.00 par value (uncertificated) registered in the name of Shelf Drilling Offshore Holdings Limited, in the issued share capital of Offshore Holdings Limited held subject to a charge and other interest in favour of RBC Europe Limited as collateral agent pursuant to a first lien share mortgage dated 28 February 2014 (**First Lien Share Mortgage**).

This notice is intended to stop:

1. the transfer of the said Shares unless such transfer is permitted by the Credit Agreement (as defined in the First Lien Share Mortgage); and
2. the payment of any dividend or interest or other income due in respect of the Shares (other than in accordance with the terms of the First Lien Share Mortgage and the Credit Agreement (as defined in the First Lien Share Mortgage)).



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**Johnson Tse**

For and on behalf of RBC Europe Limited

**NOTE:** No transfer of the Shares referred to above shall be registered nor shall any such payment as is referred to above be made until 14 days after sending notice thereof to the following person (on whose behalf the above stop notice has been filed):

RBC Europe Limited  
Thames Court  
One Queenhithe  
London EC4V 3DQ  
United Kingdom  
Attention: Manager Loans Agency  
TEL: 44 (0)20 7653 4061  
FAX: +44 (0)20 7029 7914  
Email: johnson.tse@rbccm.com