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*Attorneys for Andrew Childe,
as Petitioner and Foreign Representative*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:)	
)	Chapter 15
Serviços de Petróleo Constellation S.A., <i>et al.</i> , ¹)	
)	Case No. 18-13952 (MG)
Debtors in a Foreign Proceeding.)	(Jointly Administered)
_____)	

**FOREIGN REPRESENTATIVE’S FINAL REPORT AND MOTION
FOR AN ORDER CLOSING THESE CHAPTER 15 CASES**

¹ The Debtors in these jointly administered chapter 15 cases and the last four identifying digits of the tax number in the jurisdictions in which they pay taxes are as follows: Serviços de Petróleo Constellation S.A. (Brazil – 01-27); Lone Star Offshore Ltd. (BVI – 9322); Gold Star Equities Ltd. (BVI – 1368); Star International Drilling Limited (Cayman Islands – 6867); Alpha Star Equities Ltd. (BVI – 0114); Snover International Inc. (BVI – 8260); Arazi S.à r.l. (Luxembourg – 9812); Constellation Oil Services Holding S.A. (Luxembourg – 6634); Constellation Overseas Ltd. (BVI – 0641) (together, the “Chapter 15 Debtors”).

Andrew Childe (the “**Foreign Representative**”), in his capacity as the duly-authorized foreign representative for each of the above-captioned Chapter 15 Debtors of the (*recuperação judicial* or “**RJ**”) proceeding (the “**Brazilian RJ Proceeding**”) of Serviços de Petróleo Constellation S.A. and certain of its affiliated debtors (the “**Debtors**”) being administered by the 1st Business Court of Rio de Janeiro (the “**Brazilian RJ Court**”) pursuant to Federal Law No. 11.101 of February 9, 2005 of the laws of the Federative Republic of Brazil (as amended, the “**Brazilian Bankruptcy Law**”), respectfully submits this final report (the “**Final Report**”) and motion (together with the Final Report, the “**Motion**”) with respect to the above-captioned chapter 15 cases (the “**Chapter 15 Cases**”), pursuant to sections 105(a), 350(a), and 1517(d) of title 11 of the United States Code, as amended from time to time (the “**Bankruptcy Code**”) and Rule 5009(c) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for entry of an order closing these Chapter 15 Cases. In support thereof, the Foreign Representative respectfully represents as follows:

FINAL REPORT

1. Constellation Oil Services Holdings S.A. and its subsidiaries (the “**Constellation Group**”) comprise one of the world’s leading offshore drilling companies for the oil and gas industry. In December 2019, certain entities within the Constellation Group (the “**RJ Debtors**”) effectuated a comprehensive financial restructuring through a Brazilian plan of reorganization (the “**Original RJ Plan**”), to which this Court granted full force and effect within the United States. Unfortunately, following the consummation of the transactions contemplated by the Original RJ Plan the Constellation Group faced new and significant liquidity issues. These issues were a result of the impact of the COVID-19 pandemic on the Constellation Group’s business activities and the depression of oil and gas prices.

2. On April 7, 2021, the Brazilian RJ Court extended the duration of the Brazilian RJ Proceeding for one year to allow the RJ Debtors to propose an amendment to the Original RJ Plan that would allow the RJ Debtors to right-size their capital structure and adapt to their new economic reality. Using the breathing room afforded to them by stays imposed by the Brazilian court (the “**Brazilian RJ Court**”) presiding over their plenary restructuring in Brazil (the “**Brazilian RJ Proceeding**”) and by this Court in a related chapter 15 proceeding,² the RJ Debtors were able to negotiate a comprehensive restructuring with their stakeholders. That agreement was memorialized in an amendment to the Original RJ Plan (the “**RJ Plan Amendment**”), which was confirmed by the Brazilian RJ Court on March 28, 2022. Following the entry of this Court’s order giving full force and effect to the RJ Plan Amendment on May 3, 2022, the RJ Plan Amendment became effective on June 10, 2022.

3. The RJ Plan Amendment provided for a substantial reduction of the Constellation Group’s funded indebtedness from approximately \$1.84 billion to approximately \$826 million and an exchange of certain existing debt for reorganized equity in Constellation Oil Services Holdings, S.A. The RJ Plan Amendment also contemplated \$60 million of new money financing being provided to the Constellation Group by certain new money lenders.

4. On March 24, 2022, the RJ Plan Amendment was unanimously approved by all creditors present and voting at a general meeting in Rio de Janeiro, Brazil of the RJ Debtors’ creditors. The Brazilian RJ Court then approved the RJ Plan Amendment on March 28, 2022 (the “**Brazilian Confirmation Order**”). This Court granted comity and full force and effect to the

² See *In re Serviços de Petróleo Constellation S.A.*, Case No. 18-13952 (MG) (Bankr. S.D.N.Y. 2018).

Brazilian Confirmation Order and the RJ Plan Amendment on May 3, 2022.³ The RJ Plan Amendment became effective and the restructuring transactions closed on June 10, 2022.

5. One entity within the Constellation Group that is not subject to the Brazilian RJ Proceeding — Olinda Star Ltd (In Provisional Liquidation) — is currently seeking to effectuate a restructuring that mirrors the terms of the RJ Plan Amendment in the British Virgin Islands, and the foreign representative of that proceeding has commenced a separate chapter 15 proceeding before this Court in support of that British Virgin Islands proceeding. However, these Chapter 15 Cases have achieved the purpose for which they were commenced. Accordingly, the Foreign Representative now seeks to close these Chapter 15 Cases for good order, and requests that this Court enter the Proposed Final Decree and Order attached hereto as **Exhibit A**.

JURISDICTION AND VENUE

6. The Court has jurisdiction to consider this Motion pursuant to sections 157 and 1334 of title 28 of the United States Code, and the Amended Standing Order of Reference M-431 from the United States District Court for the Southern District of New York dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to section 157(b)(2)(P) of title 28 of the United States Code. Venue of this proceeding is proper in this district pursuant to section 1410 of title 28 of the United States Code. The statutory predicates for the relief requested herein are sections 105(a), 350(a), 1517(d) of the Bankruptcy Code, Bankruptcy Rule 5009(c), and Rule 5009-2 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Bankruptcy Rules**”).

³ Order Pursuant to 11 U.S.C. §§ 105(a), 1145, 1507(a), 1521(a), and 1525(a) (I) Enforcing the Brazilian Reorganization Plan Amendment and (II) Granting Related Relief [ECF No. 288].

RELIEF REQUESTED

7. By this Motion, the Foreign Representative seeks entry of an order substantially in the form attached hereto as **Exhibit A** closing these chapter 15 cases and granting related relief.

BASIS FOR RELIEF

8. Section 1517(d) of the Bankruptcy Code provides that “[a] case under . . . [chapter 15] may be closed in the manner prescribed under section 350.” 11 U.S.C § 1517(d). Pursuant to section 350 of the Bankruptcy Code, a case may be closed “[a]fter an estate is fully administered.” 11 U.S.C. § 350(a). Notwithstanding that an “estate” is not created in a chapter 15 case, courts have found that “fully administered” in the chapter 15 context means, at minimum, that administrative claims have been provided for, and that there are no outstanding motions, contested matters or adversary proceedings. *In re Lupatech S.A.*, 611 B.R. 496, 503 (Bankr. S.D.N.Y. 2020) (citation omitted). Additionally, Local Bankruptcy Rule 5009-2 provides that “the Court shall close the case when there is a presumption under Bankruptcy Rule 5009(c) that the case has been fully administered *or* the Court, after notice and a hearing, determines that the purpose of the foreign representative’s appearance in the chapter 15 case has been completed, whichever is earlier.” S.D.N.Y. Bankr. L.R. 5009-2(a).

9. As required by Bankruptcy Rule 5009(c), the foreign representative must file a final report with the court setting forth the “nature and results of the [foreign] representative’s activities in the court.” Fed. R. Bankr. P. 5009(c). If there is no objection by the United States Trustee or a party in interest within 30 days after the certificate of service is filed with the court, the estate is presumed to have been fully administered and the chapter 15 case may be closed. *Id.* “The intended meaning of section 1517(d) of the Bankruptcy Code and Bankruptcy Rule 5009(c) is clear: once the need for a chapter 15 case no longer exists and the purpose of the representative’s

appearance in the U.S. court is completed, the case may be closed.” *In re Lupatech S.A.*, 611 B.R. at 503.

10. The Final Report set forth herein describes the nature and results of the Foreign Representative’s activities in this Court, which comprised of seeking and obtaining stay relief, recognition of the Brazilian RJ Proceeding, and orders granting full force and effect to the Original RJ Plan and the RJ Plan Amendment. The RJ Plan Amendment has gone effective and the Brazilian RJ Proceeding has been closed. There are no outstanding motions, objections, contested matters or adversary proceedings pending in the United States in respect of these Chapter 15 Cases or the Chapter 15 Debtors, except for this Motion.⁴ The Foreign Representative does not anticipate the need for any further assistance from the Court and, therefore, there is no longer any need for these Chapter 15 Cases.

NOTICE

11. Notice of this Motion has been provided to the parties (the “**Notice Parties**”) set forth in **Exhibit B** annexed hereto (the “**Notice List**”). In light of the relief requested herein, the Foreign Representative respectfully submits that no further notice is necessary under the circumstances.

NO PRIOR REQUEST

12. No previous request for the relief requested herein has been made to this or any other court.

⁴ As set forth above, Olinda Star Ltd (In Provisional Liquidation) is not an RJ Debtor and is not a debtor in these chapter 11 cases. Instead, Olinda has pursued a parallel restructuring in the British Virgin Islands to implement the terms of the RJ Plan Amendment. Olinda will request recognition of its British Virgin Islands restructuring proceeding and scheme of arrangement in a separate chapter 15 case before this Court.

CONCLUSION

WHEREFORE, the Foreign Representative respectfully requests that the Court enter an order, substantially in the form attached hereto as **Exhibit A** and grant such other and further relief as may be just and proper.

Dated: November 2, 2022
New York, New York

Respectfully submitted,

WHITE & CASE LLP

By: /s/ John K. Cunningham
John K. Cunningham

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*Attorneys for Andrew Childe, as Petitioner
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EXHIBIT A

Proposed Final Decree and Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)
)
) Chapter 15
Serviços de Petróleo Constellation S.A., *et al.*,¹)
)
) Case No. 18-13952 (MG)
Debtors in a Foreign Proceeding.) (Jointly Administered)
)

ORDER CLOSING CHAPTER 15 CASES

Upon the *Foreign Representative's Final Report and Motion for an Order Closing These Chapter 15 Cases* (the "**Motion**") for, *inter alia*, entry of an order pursuant to sections 105(a), 350(a), and 1517(d) of the Bankruptcy Code² closing the jointly administered chapter 15 cases of *Serviços de Petróleo Constellation S.A., et al.* (the "**Chapter 15 Cases**"), and the requirements of Rule 5009(c) of the Federal Rules of Bankruptcy Procedure and Rule 5009-2 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York having been satisfied; and the Foreign Representative having provided appropriate notice of the Motion, and the Court having reviewed the Motion; and the Court having determined that the legal and factual bases set forth in the Motion, if any, establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. The Final Report is approved, and the Motion is granted.
2. The Foreign Representative's request to close the Chapter 15 Cases is approved and granted as set forth herein.

¹ The Debtors in these jointly administered chapter 15 cases and the last four identifying digits of the tax number in the jurisdictions in which they pay taxes are as follows: *Serviços de Petróleo Constellation S.A.* (Brazil – 01-27); *Lone Star Offshore Ltd.* (BVI – 9322); *Gold Star Equities Ltd.* (BVI – 1368); *Star International Drilling Limited* (Cayman Islands – 6867); *Alpha Star Equities Ltd.* (BVI – 0114); *Snover International Inc.* (BVI – 8260); *Arazi S.à r.l.* (Luxembourg – 9812); *Constellation Oil Services Holding S.A.* (Luxembourg – 6634); *Constellation Overseas Ltd.* (BVI – 0641) (together, the "**Chapter 15 Debtors**").

² Capitalized terms not otherwise defined herein shall carry the meaning ascribed to them in the Motion.

3. The Chapter 15 Cases are hereby closed pursuant to sections 350(a) and 1517(d) of the Bankruptcy Code, Bankruptcy Rule 5009(c) and Local Bankruptcy Rule 5009-2.

4. Any orders entered by this Court in the Chapter 15 Cases shall survive the entry of this Final Decree and Order.

5. The clerk of this Court shall enter this Final Decree and Order on the dockets of the Chapter 15 Cases and the dockets shall be marked as "Closed."

6. Notwithstanding anything to the contrary, the terms and conditions of this Final Decree and Order shall be immediately effective and enforceable upon its entry.

7. This Court shall retain exclusive jurisdiction to resolve any dispute arising from or related to this Final Decree and Order.

Dated: _____, 2022
New York, New York.

THE HONORABLE CHIEF JUDGE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

Notice List

Altomar Equipment, LLC	720 Rusk Street, Suite 419 Houston, TX 77002 sales@altomarequip.com
American Bureau of Shipping	16855 Northchase Drive Houston, TX 77060
Artecol Supply	11727 Jaycreek Dr. Houston, TX 77070 Attn: Martha Teal, mteal@artecolsupply.com
Aspen Technology, Inc.	200 Wheeler Road Burlington, MA 01803 USA info@aspentech.com
Banco Bradesco S.A. Grand Cayman Branch	75 Fort Street Appleby Tower, 5 th Floor Georgetown P.O. Box 1818 Grand Cayman Cayman Islands KY1-1109 Attn: Márcio Martins Bonilha Neto; marcio.bonilha@bradesco.com.br Attn: Pedro Victor Nascimento Xavier; pedro.xavier@bradesco.com.br
Barbosa Müssnich Aragão Advogados	Av. Alm. Barroso, 52 Centro Rio de Janeiro, RJ, 20031 Brazil Attn: Plínio Simões Barbosa; plinio@bmalaw.com.br Attn: Sergio Savi; Sergio.savi@bmalaw.com.br
Blue Mountain Credit Alternatives Master Fund L.P	280 Park Avenue, 12th Floor New York, NY 10017
BNP Paribas	Shipping & Offshore Millénaire 4, 35 rue de la Gare 75019 PARIS FRANCE Attention : PARIS CIB BOCI CFI 2 Email: paris.cib.boci.cfi.2@bnpparibas.com
Briggs & Veselka Co.	Nine Greenway Plaza Suite 1700 Houston, Texas 77046
Cameron International Corporation	1430 Enclave Parkway, Suite MD-750 Houston, TX 77077 Attn: Jennifer Voges; Carlos Mesquita
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Constellation Oil Services Holding S.A.	8-10 Avenue de la Gare Luxembourg, L-1610 Luxembourg Luis Senna; lsenna@theconstellation.com
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Hatep Services, LLC	Attn: Henry Kahn, hkahn@hatepservices.com
Holloway Houston Inc.	5833 Armour Dr. Houston, TX 77020 james@hollowayhouston.com
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Hydril USA Distribution LLC	3300 North Sam Houston Parkway East Houston, TX 77032 Attn: Rayanne Marinheiro, salesadminpcb@bakerhughes.com
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