



ENTERED
12/14/2017

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

)	
In re:)	Chapter 11
)	
COBALT INTERNATIONAL ENERGY, INC., <i>et al.</i> , ¹)	Case No. 17-36709 (MI)
)	
Debtors.)	(Jointly Administered)
)	
)	Re: Docket No. 7

**INTERIM ORDER (I) AUTHORIZING THE
DEBTORS TO (A) PAY PREPETITION WAGES, SALARIES, OTHER
COMPENSATION, AND REIMBURSABLE EXPENSES AND (B) CONTINUE
EMPLOYEE BENEFITS PROGRAMS, AND (II) GRANTING RELATED RELIEF**

Upon the motion (the "Motion")² of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an interim order (this "Interim Order") (a) authorizing the Debtors to (i) pay all prepetition and postpetition obligations on account of the Employee Compensation and Benefits in the ordinary course of business and (ii) continue to administer the Employee Compensation and Benefits, including payment of prepetition obligations related thereto, and (b) granting related relief, 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 and the Amended Standing Order; and 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

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Cobalt International Energy, Inc. (1169); Cobalt International Energy GP, LLC (7374); Cobalt International Energy, L.P. (2411); Cobalt GOM LLC (7188); Cobalt GOM # 1 LLC (7262); and Cobalt GOM # 2 LLC (7316). The Debtors' service address is: 920 Memorial City Way, Suite 100, Houston, Texas 77024.

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



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, if any, 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 on an interim basis as set forth in this Interim Order.

2. The final hearing (the "Final Hearing") on the Motion shall be held on 1-11, 2018, at 2:00 p.m., prevailing Central Time. Any objections or responses to entry of a final order on the Motion shall be filed on or before 4:00 p.m., prevailing Central Time, on 1-8, 2018. In the event no objections to entry of the Final Order on the Motion are timely received, this court may enter such Final Order without need for the Final Hearing.

3. The Debtors are authorized, but not directed, to pay, honor, and/or reimburse prepetition amounts outstanding under or related to the Employee Compensation and Benefits programs and the Non-Debtor Workers in the ordinary course of business and to pay any prepetition amounts due in connection therewith; *provided* that pending entry of a final order, the Debtors shall not honor any Employee Compensation and Benefits that exceed the priority amounts set forth in sections 507(a)(4) or 507(a)(5) of the Bankruptcy Code; *provided, further*, that pending entry of the final order, nothing herein shall be deemed to authorize the payment of any prepetition amounts on account of the Director Compensation, Severance Programs or the

Employee Incentive Programs, other than the Equity Taxes. For the avoidance of doubt, except as otherwise expressly set forth herein, nothing in this Interim Order should be construed as authorizing any payments on account of the Employee Compensation and Benefits that are outside the ordinary course of business without prior court approval.

4. Pursuant to section 362(d) of the Bankruptcy Code, Employees are authorized to proceed with their claims under the Workers' Compensation Program in the appropriate judicial or administrative forum and the Debtors are authorized to continue the Workers' Compensation Program and pay all prepetition amounts relating thereto in the ordinary course of business. This modification of the automatic stay pertains solely to claims under the Workers' Compensation Program.

5. Nothing herein shall be deemed to authorize the payment of any amounts which are subject to section 503(c) of the Bankruptcy Code.

6. Notwithstanding anything contained in the Motion or this Interim Order, any payment authorized to be made by the Debtors herein shall be subject to the terms and conditions contained in any orders entered by this Court authorizing the use of cash collateral (the "Cash Collateral Orders"). To the extent there is any conflict between this Interim Order and the Cash Collateral Orders, the terms of the Cash Collateral Orders shall control.

7. Notwithstanding the relief granted in this Interim Order and any actions taken pursuant to such relief, nothing in this Interim Order shall be deemed: (a) an admission as to the validity of any prepetition claim against a Debtor entity; (b) a waiver of the Debtors' right to dispute any prepetition claim on any grounds; (c) a promise or requirement to pay any prepetition claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Interim Order or the Motion; (e) a request or authorization to assume any

prepetition agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; or (f) a waiver of the Debtors' rights under the Bankruptcy Code or any other applicable law.

8. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized and directed to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Interim Order.

9. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with any Employee Compensation and Benefits.

10. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003(b).

11. 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 Bankruptcy Local Rules are satisfied by such notice.

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

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

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

12-14-17



Marvin Isgur
UNITED STATES BANKRUPTCY JUDGE

United States Bankruptcy Court
Southern District of Texas

In re:
Cobalt International Energy, Inc.
Cobalt International Energy GP, LLC
Debtors

Case No. 17-36709-mi
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0541-4 User: mrios Page 1 of 2 Date Rcvd: Dec 14, 2017
Form ID: pdf002 Total Noticed: 16

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Dec 16, 2017.

- db +Cobalt GOM #1 LLC, 920 Memorial City Way, Suite 100, Houston, TX 77024-2649
- db +Cobalt GOM #2 LLC, 920 Memorial City Way, Suite 100, Houston, TX 77024-2649
- db +Cobalt GOM LLC, 920 Memorial City Way, Suite 100, Houston, TX 77024-2649
- db +Cobalt International Energy GP, LLC, 920 Memorial City Way, Suite 100, Houston, TX 77024-2649
- db +Cobalt International Energy, Inc., 920 Memorial City Way, Suite 100, Houston, TX 77024-2649
- db +Cobalt International Energy, L.P., 920 Memorial City Way, Suite 100, Houston, TX 77024-2649
- aty +Brad Weiland, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, IL 60654-5412
- aty +Eric A Schaffer, Reed Smith et al, 435 Sixth Ave, Pittsburgh, PA 15219-1808
- aty +Gabor Balassa, Kirkland & Ellis LP, 300 North LaSalle, Chicago, IL 60654-5412
- aty +James H.M. Sprayregen, P.C., Kirkland & Ellis LLP, 300 North LaSalle, Chicago, IL 60654-5412
- aty +Laura E. Krucks, Kirkland & Ellis LP, 300 North LaSalle, Chicago, IL 60654-5412
- aty +Marc Kieselstein, Kirkland & Ellis, 300 North LaSalle, Chicago, IL 60654-5412
- aty +Stacy Pepper, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, IL 60654-5412
- intp +Ad Hoc First Lien Group, Weil, Gotshal & Manges LLP, 700 Louisiana, Suite 1700, Houston, TX 77002-2784
- intp +Ad Hoc Group of Second Lien Noteholders, c/o Marty L. Brimmage Jr., Akin Gump Strauss Hauer & Feld LLP, 1700 Pacific Avenue, Suite 4100, Dallas, TX 75201-4675
- op +Kurtzman Carson Consultants LLC, 2335 Alaska Ave, El Segundo, CA 90245-4808

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
NONE. TOTAL: 0

- ***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****
- cr Fire and Police Retiree Health Care Fund, San Anto
- cr GAMCO Global Gold, Natural Resources & Income Trus
- cr GAMCO Natural Resources, Gold & Income Trust
- cr Sjunde AP-Fonden
- cr St. Lucie County Fire District Firefighters Pensio
- cr Universal Investment Gesellschaft m.b.H.
- cr Wells Fargo Bank, National Association
- cr Wilmington Trust, National Association, as Indentu

TOTALS: 8, * 0, ## 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Dec 16, 2017

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on December 14, 2017 at the address(es) listed below:

- Chad J. Husnick on behalf of Debtor Cobalt International Energy, Inc.
chad.husnick@kirkland.com,
laura.krucks@kirkland.com; suj.pandya@kirkland.com; john.luze@kirkland.com; emily.geier@kirkland.com
; julia.foster@kirkland.com; maureen.mccarthy@kirkland.com; brad.weiland@kirkland.com; matthew.smart@kirkland.com; ryan.bes
- Chad J. Husnick on behalf of Plaintiff Cobalt GOM #1 LLC
chad.husnick@kirkland.com,
laura.krucks@kirkland.com; suj.pandya@kirkland.com; john.luze@kirkland.com; emily.geier@kirkland.com
; julia.foster@kirkland.com; maureen.mccarthy@kirkland.com; brad.weiland@kirkland.com; matthew.smart@kirkland.com; ryan.bes

District/off: 0541-4

User: mrios
Form ID: pdf002Page 2 of 2
Total Noticed: 16

Date Rcvd: Dec 14, 2017

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

Chad J. Husnick on behalf of Plaintiff Cobalt International Energy, L.P.
chad.husnick@kirkland.com,
laura.krucks@kirkland.com; suj.pandya@kirkland.com; john.luze@kirkland.com; emily.geier@kirkland.com
; julia.foster@kirkland.com; maureen.mccarthy@kirkland.com; brad.weiland@kirkland.com; matthew.smart@
kirkland.com; ryan.bes

Chad J. Husnick on behalf of Plaintiff Cobalt International Energy GP, LLC
chad.husnick@kirkland.com,
laura.krucks@kirkland.com; suj.pandya@kirkland.com; john.luze@kirkland.com; emily.geier@kirkland.com
; julia.foster@kirkland.com; maureen.mccarthy@kirkland.com; brad.weiland@kirkland.com; matthew.smart@
kirkland.com; ryan.bes

Chad J. Husnick on behalf of Plaintiff Cobalt GOM LLC chad.husnick@kirkland.com,
laura.krucks@kirkland.com; suj.pandya@kirkland.com; john.luze@kirkland.com; emily.geier@kirkland.com
; julia.foster@kirkland.com; maureen.mccarthy@kirkland.com; brad.weiland@kirkland.com; matthew.smart@
kirkland.com; ryan.bes

Chad J. Husnick on behalf of Plaintiff Cobalt International Energy, Inc.
chad.husnick@kirkland.com,
laura.krucks@kirkland.com; suj.pandya@kirkland.com; john.luze@kirkland.com; emily.geier@kirkland.com
; julia.foster@kirkland.com; maureen.mccarthy@kirkland.com; brad.weiland@kirkland.com; matthew.smart@
kirkland.com; ryan.bes

Chad J. Husnick on behalf of Plaintiff Cobalt GOM #2 LLC chad.husnick@kirkland.com,
laura.krucks@kirkland.com; suj.pandya@kirkland.com; john.luze@kirkland.com; emily.geier@kirkland.com
; julia.foster@kirkland.com; maureen.mccarthy@kirkland.com; brad.weiland@kirkland.com; matthew.smart@
kirkland.com; ryan.bes

Christopher Manuel Lopez on behalf of Interested Party Ad Hoc First Lien Group
chris.lopez@weil.com, rene.olvera@weil.com; Christopher.jalomo@weil.com

Evan Gershbein on behalf of Other Prof. Kurtzman Carson Consultants LLC
ECFpleadings@kccllc.com, ecfpleadings@kccllc.com

Genevieve Marie Graham on behalf of Creditor Wilmington Trust, National Association, as
Indenture Trustee ggraham@okinadams.com

Lloyd A. Lim on behalf of Creditor Wells Fargo Bank, National Association LLim@ReedSmith.com,
LChavez@ReedSmith.com

Marty L Brimmage on behalf of Interested Party Ad Hoc Group of Second Lien Noteholders
mbrimmage@akingump.com, lmonreal@akingump.com; bkemp@akingump.com

Matthew Scott Okin on behalf of Creditor Wilmington Trust, National Association, as Indenture
Trustee mokin@okinadams.com, teaston@okinadams.com

Thomas R Ajamie on behalf of Creditor Universal Investment Gesellschaft m.b.H.
tjamie@ajamie.com, jedwards@ajamie.com; dmolloy@ajamie.com

Thomas R Ajamie on behalf of Defendant Fire and Police Retiree Health Care Fund
tjamie@ajamie.com, jedwards@ajamie.com; dmolloy@ajamie.com

Thomas R Ajamie on behalf of Creditor GAMCO Natural Resources, Gold & Income Trust
tjamie@ajamie.com, jedwards@ajamie.com; dmolloy@ajamie.com

Thomas R Ajamie on behalf of Defendant Universal Investment Gesellschaft m.b.H
tjamie@ajamie.com, jedwards@ajamie.com; dmolloy@ajamie.com

Thomas R Ajamie on behalf of Defendant Sjunde AP-Fonden tjamie@ajamie.com,
jedwards@ajamie.com; dmolloy@ajamie.com

Thomas R Ajamie on behalf of Creditor Sjunde AP-Fonden tjamie@ajamie.com,
jedwards@ajamie.com; dmolloy@ajamie.com

Thomas R Ajamie on behalf of Creditor Fire and Police Retiree Health Care Fund, San Antonio
tjamie@ajamie.com, jedwards@ajamie.com; dmolloy@ajamie.com

Thomas R Ajamie on behalf of Defendant St. Lucie County Fire District Firefighters Pension
Trust Fund tjamie@ajamie.com, jedwards@ajamie.com; dmolloy@ajamie.com

Thomas R Ajamie on behalf of Defendant GAMCO Natural Resources, Gold & Income Trust
tjamie@ajamie.com, jedwards@ajamie.com; dmolloy@ajamie.com

Thomas R Ajamie on behalf of Creditor GAMCO Global Gold, Natural Resources & Income Trust
tjamie@ajamie.com, jedwards@ajamie.com; dmolloy@ajamie.com

Thomas R Ajamie on behalf of Creditor St. Lucie County Fire District Firefighters Pension
Trust Fund tjamie@ajamie.com, jedwards@ajamie.com; dmolloy@ajamie.com

Thomas R Ajamie on behalf of Defendant GAMCO Global Gold, Natural Resources & Income Trust
tjamie@ajamie.com, jedwards@ajamie.com; dmolloy@ajamie.com

US Trustee USTPRegion07.HU.ECF@USDOJ.GOV

Zack A Clement on behalf of Plaintiff Cobalt GOM #2 LLC zack.clement@icloud.com

Zack A Clement on behalf of Plaintiff Cobalt GOM LLC zack.clement@icloud.com

Zack A Clement on behalf of Debtor Cobalt GOM LLC zack.clement@icloud.com

Zack A Clement on behalf of Plaintiff Cobalt International Energy, Inc.
zack.clement@icloud.com

Zack A Clement on behalf of Debtor Cobalt International Energy, Inc. zack.clement@icloud.com

Zack A Clement on behalf of Plaintiff Cobalt International Energy, L.P.
zack.clement@icloud.com

Zack A Clement on behalf of Plaintiff Cobalt GOM #1 LLC zack.clement@icloud.com

Zack A Clement on behalf of Debtor Cobalt GOM #2 LLC zack.clement@icloud.com

Zack A Clement on behalf of Debtor Cobalt International Energy, L.P. zack.clement@icloud.com

Zack A Clement on behalf of Debtor Cobalt International Energy GP, LLC zack.clement@icloud.com

Zack A Clement on behalf of Debtor Cobalt GOM #1 LLC zack.clement@icloud.com

Zack A Clement on behalf of Plaintiff Cobalt International Energy GP, LLC
zack.clement@icloud.com

TOTAL: 38