



ENTERED  
01/11/2018

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

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In re:	)	)	Chapter 11
	)	)	
COBALT INTERNATIONAL ENERGY, INC., <i>et al.</i> , <sup>1</sup>	)	)	Case No. 17-36709 (MI)
	)	)	
Debtors.	)	)	(Jointly Administered)
	)	)	<b>Re: Docket Nos. 8, 107</b>

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**FINAL ORDER APPROVING NOTIFICATION AND  
HEARING PROCEDURES FOR CERTAIN TRANSFERS OF AND  
DECLARATIONS OF WORTHLESSNESS WITH RESPECT TO COMMON STOCK**

Upon the motion (the “Motion”)<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of a final order (this “Final Order”): (a) approving the Procedures related to transfers of Beneficial Ownership of Common Stock; (b) directing that any purchase, sale, other transfer of, or declaration of worthlessness with respect to Beneficial Ownership of Common Stock in violation of the Procedures shall be null and void *ab initio*; and (c) 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; 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’ notice of the

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<sup>1</sup> 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.

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



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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 on a final basis as set forth in this Final Order.
2. The Procedures, as set forth in Exhibit 1 attached to the Interim Order, are hereby approved on a final basis, subject to the terms and exceptions set forth in this Final Order.
3. Any transfer of or declaration of worthlessness with respect to Beneficial Ownership of Common Stock in violation of the Procedures, including but not limited to the notice requirements, shall be null and void *ab initio*.
4. In the case of any such transfer of Beneficial Ownership of Common Stock in violation of the Procedures, including but not limited to the notice requirements, the person or entity making such transfer shall be required to take remedial actions specified by the Debtors, which may include the actions specified in Private Letter Ruling 201010009 (Dec. 4, 2009), to appropriately reflect that such transfer is null and void *ab initio*.
5. In the case of any such declaration of worthlessness with respect to Beneficial Ownership of Common Stock in violation of the Procedures, including the notice requirements, the person or entity making such declaration shall be required to file an amended tax return revoking such declaration and any related deduction to appropriately reflect that such declaration is void *ab initio*.

6. If the Debtors object to any proposed transfer of Beneficial Ownership of Common Stock or proposed claim of worthlessness in accordance with the Procedures, and if a hearing is held on such objection, nothing herein shall be construed as limiting the rights of a party to such transaction to assert any legal or equitable arguments at such hearing before the Bankruptcy Court.

7. The Debtors may retroactively or prospectively waive any and all restrictions, stays, and notification procedures set forth in the Procedures.

8. To the extent that this Final Order is inconsistent with the Interim Order or any other prior order or pleading with respect to the Motion in these cases, the terms of this Final Order shall govern.

9. The requirements set forth in this Final Order are in addition to the requirements of all applicable law and do not excuse compliance therewith.

10. Notwithstanding the relief granted in this Final Order and any actions taken pursuant to such relief, nothing in this Final 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' or any other party in interest's rights to dispute any prepetition claim on any grounds; (c) a promise or requirement to pay a prepetition claim; (d) an implication or admission that any particular claim is of a type specified or defined in the Motion or any order granting the relief requested by 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' or any other party in interest's rights under the Bankruptcy Code or any other applicable law.

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 Final 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 Final 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 Final Order.

Dated: 4/11, 2018  
Houston, Texas

  
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THE HONORABLE MARVIN ISGUR  
UNITED STATES BANKRUPTCY JUDGE

United States Bankruptcy Court  
Southern District of TexasIn re:  
Cobalt International Energy, Inc.  
Cobalt International Energy GP, LLC  
DebtorsCase No. 17-36709-mi  
Chapter 11**CERTIFICATE OF NOTICE**

District/off: 0541-4

User: JesusGuaj  
Form ID: pdf002Page 1 of 2  
Total Noticed: 36

Date Rcvd: Jan 11, 2018

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Jan 13, 2018.

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 +Alan J. Kornfeld, Pachulski Stang et al., 10100 Santa Monica Blvd., 13th Floor, Los Angeles, CA 90067-4003  
aty +Andrew Behlmann, Lowenstein Sandler LLP, One Lowenstein Drive, Roseland, TX 07068-1791  
aty +Beth E. Levine, Pachulski Stang et al, 780 Third Ave., 34th Fl., New York, NY 10017-2024  
aty +Brad Weiland, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, IL 60654-5412  
aty +Gabor Balassa, Kirkland & Ellis LP, 300 North LaSalle, Chicago, IL 60654-5412  
aty +IRA Kharasch, Pachulski Stang et al, 10100 Santa Monica Blvd., 13th Fl., Los Angeles, CA 90067-4003  
aty +James H.M. Sprayregen, P.C., Kirkland & Ellis LLP, 300 North LaSalle, Chicago, IL 60654-5412  
aty +James Savin, Akin Gump et al, 1333 New Hampshire Ave. N.W., Washington, DC 20036-1511  
aty +Jeffrey N Pomerantz, Pachulski Stang Ziehl & Jones LLP, 10100 Santa Monica Boulevard, 13th Floor, Los Angeles, CA 90067-4003  
aty +Katherine Doorley, Akin Gump et al, 1333 New Hampshire Ave., N.W., Washington, DC 20036-1511  
aty +Laura E. Krucks, Kirkland & Ellis LP, 300 North LaSalle, Chicago, IL 60654-5412  
aty +Lauren Lifland, Wilmer Cutler et al, 7 World Trade Center, 250 Greenwich St., New York, NY 10007-2140  
aty +Marc Kieselstein, Kirkland & Ellis, 300 North LaSalle, Chicago, IL 60654-5412  
aty +Matthew S. Barr, Weil Goshal et al, 767 Fifth Avenue, New York, NY 10153-0119  
aty +Matthew Ziegler, Morgan Lewis & Bockius LLP, 101 Park Avenue, New York, NY 10178-0060  
aty +Robert J. Feinstein, Pachulski Stang et al, 780 Third Ave., 34th Fl., New York, NY 10017-2024  
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  
intp +Angela Dodd United States Securities & Exchange Co, 175 W. Jackson Blvd., Suite 1450, Chicago, IL 60604-2710  
intp +Department Of Justice, Department of Justice - Civil Division, P.O Box 875, Ben Franklin Station, Washington, DC 20044-0875  
cr +Discovery Gas Transmission, LLC, c/o Steven W. Soule and Dustin L. Perry, Hall, Estill, et al., 320 South Boston Avenue, Suite 200, Tulsa, OK 74103-3705  
cr +Discovery Producer Services, LLC, c/o Steven W. Soule and Dustin L. Perry, Hall, Estill, et al., 320 South Boston Avenue, Suite 200, Tulsa, OK 74103-3705  
intp +Douglas H. Deems The Claro Group, LLC, 350 S. Grand Ave., Suite 2350, Los Angeles, CA 90071-3433  
intp +Eni Petroleum US LLC, 1200 Smith Street, Suite 1700, Houston, TX 77002-4372  
op +Kurtzman Carson Consultants LLC, 2335 Alaska Ave, El Segundo, CA 90245-4808  
cr +Official Committee of Unsecured Creditors, Snow Spence Green LLP, 2929 Allen Parkway, Suite 2800, Houston, TX 77019-7100  
cr +WesternGeco LLC, Attn: K. Rachelle Goldman, 10001 Richmond Ave, Houston, TX 77042-4205

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

cr E-mail/Text: houston\_bankruptcy@LGBS.com Jan 11 2018 20:39:44 Cypress-Fairbanks ISD, Linebarger Goggan Blair & Sampson LLP, c/o Tara L. Grundemeier, Post Office Box 3064, Houston, TX 77253-3064  
cr +E-mail/Text: houston\_bankruptcy@LGBS.com Jan 11 2018 20:39:44 Harris County, Linebarger Goggan Blair & Sampson LLP, c/o Tara L. Grundemeier, P.O. Box 3064, Houston, TX 77253-3064

TOTAL: 2

\*\*\*\*\* BYPASSED RECIPIENTS (undeliverable, \* duplicate) \*\*\*\*\*

cr Chevron U.S.A. Inc.  
cr Dril-Quip, Inc.  
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 J. Joseph Consulting, Inc.  
cr Sjunde AP-Fonden  
cr Spring Branch Independent School District  
cr St. Lucie County Fire District Firefighters Pensio

District/off: 0541-4

User: JesusGuaj  
Form ID: pdf002

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Total Noticed: 36

Date Rcvd: Jan 11, 2018

\*\*\*\*\* BYPASSED RECIPIENTS (continued) \*\*\*\*\*  
cr Universal Investment Gesellschaft m.b.H.  
cr Wells Fargo Bank, National Association  
cr WesternGenco, L.L.C.  
intp Whitton Petroleum Services Limited  
cr Wilmington Trust, National Association, as Indentu

TOTALS: 14, \* 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: Jan 13, 2018

Signature: /s/Joseph Speetjens

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## CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on January 11, 2018 at the address(es) listed below:  
NONE.

TOTAL: 0