

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)
)	

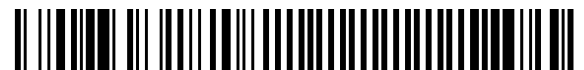
**EMERGENCY MOTION OF AD HOC GROUP OF SECOND LIEN
NOTEHOLDERS FOR ENTRY OF AN ORDER AUTHORIZING
THE FILING UNDER SEAL OF JOINDER AND MEMORANDUM OF
LAW OF THE AD HOC GROUP OF SECOND LIEN NOTEHOLDERS IN
SUPPORT OF CONFIRMATION OF THE FOURTH AMENDED JOINT
CHAPTER 11 PLAN OF COBALT INTERNATIONAL ENERGY, INC.
AND ITS DEBTORS RESPONSE TO OBJECTIONS TO CONFIRMATION**

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.

EMERGENCY RELIEF HAS BEEN REQUESTED. IF THE COURT CONSIDERS THE MOTION ON AN EMERGENCY BASIS, THEN YOU WILL HAVE LESS THAN 21 DAYS TO ANSWER. IF YOU OBJECT TO THE REQUESTED RELIEF OR IF YOU BELIEVE THAT THE EMERGENCY CONSIDERATION IS NOT WARRANTED, YOU SHOULD FILE AN IMMEDIATE RESPONSE.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

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.



The Ad Hoc Group of Second Lien Noteholders (the “Second Lien Noteholders”) hereby files this *Motion for Entry of an Order Authorizing the Filing Under Seal of Joinder and Memorandum of Law of the Ad Hoc Group of Second Lien Noteholders in Support of Confirmation of the Fourth Amended Joint Chapter 11 Plan of Cobalt International Energy, Inc. and Its Debtors and Response to Objections to Confirmation* (the “Motion to Seal”), pursuant to Bankruptcy Code sections 105(a) and 107(b), Federal Rules of Bankruptcy Procedure 9018 and 9037, and Bankruptcy Local Rule 9037-1, seeking entry of an order, substantially in the form as attached hereto, authorizing the filing under seal of the unredacted version of the Second Lien Noteholders’ *Joinder and Memorandum of Law of the Ad Hoc Group of Second Lien Noteholders in Support of Confirmation of the Fourth Amended Joint Chapter 11 Plan of Cobalt International Energy, Inc. and Its Debtors and Response to Objections to Confirmation* (the “Joinder”). In support of this Motion to Seal, the Second Lien Noteholders respectfully represents as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over these cases and this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b). Venue is proper in this district pursuant to 28 U.S.C. § 1408.

BACKGROUND

2. The Second Lien Noteholders have filed a redacted version of their Joinder simultaneously with this Motion to Seal. In drafting the Joinder, the Second Lien Noteholders relied upon and cited certain documents and deposition transcripts that have been designated by Debtors and other interested parties as “confidential” and “highly confidential” pursuant to the *Protective Order* [Docket No. 584]. In order to maintain the confidential nature of these

documents and the information contained therein, and to avoid injury to the Debtors and other interested parties from the disclosure of such confidential information, the Second Lien Noteholders seek to file the unredacted version of the Joinder under seal.

EMERGENCY CONSIDERATION

3. The Second Lien Noteholders request emergency consideration of this Motion to Seal. The hearing on the proposed confirmation of the Debtors' *Fourth Amended Joint Chapter 11 Plan of Cobalt International Energy, Inc. and Its Debtor Affiliates* [Docket No. 561] (the "Plan") and various related pleadings is presently set for April 3, 2018, at 8:30 a.m., prevailing Central Time, necessitating expedited consideration of this Motion to Seal in order to preserve the confidentiality of the information contained in the Joinder.

RELIEF REQUESTED AND JUSTIFICATION

4. Bankruptcy Code section 107(b) provides that on the "request of a party in interest," the Court shall "protect an entity with respect to a trade secret or confidential research, development, or commercial information." 11 U.S.C. § 107(b). Pursuant to section 105(a), the Court may "issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title." 11 U.S.C. § 105(a).

5. Under Bankruptcy Rule 9018, the Court "may make any order which justice requires (1) to protect the estate or any entity in respect of a trade secret or other confidential research development, or commercial information . . ." Fed. R. Bankr. P. 9018. And under Bankruptcy Rule 9037, the Court may "require redaction of additional information" and may order that filings be made under seal. Fed. R. Bankr. P. 9037(c), (d). Bankruptcy Local Rule 9037-1 further provides that a motion may initially be filed under seal if the filing party

simultaneously files a motion requesting that the document be maintained under seal. Bankruptcy Local Rule 9037-1.

6. The Joinder contains information that is commercially sensitive and that has been deemed by the Debtors and other interested parties to satisfy the confidentiality standards of the Protective Order. Disclosure of this information could be detrimental to the Debtors and other interested parties.

7. Out of an abundance of caution, the Second Lien Noteholders have filed redacted copies of the Joinder on the public docket. The Second Lien Noteholders now seek leave from the Court to file the unredacted Joinder under seal.

CONCLUSION

WHEREFORE, the Second Lien Noteholders respectfully request that the Court enter the proposed order granting the relief requested herein and such other or further relief as it deems appropriate under the circumstances.

Dated: April 2, 2018

Respectfully submitted,

AKIN GUMP STRAUSS HAUER & FELD LLP

/s/ Marty L. Brimmage Jr.

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*Counsel for the Ad Hoc Group of Second Lien
Noteholders*

CERTIFICATE OF SERVICE

I hereby certify that, on April 2, 2018, a true and correct copy of the foregoing document was served via email through the Bankruptcy Court's Electronic Case Filing System to all registered ECF users appearing in these cases.

/s/ Marty L. Brimmage Jr.

Marty L. Brimmage Jr.

**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)
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Debtors.)	(Jointly Administered)
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**ORDER GRANTING EMERGENCY MOTION OF AD HOC GROUP OF SECOND
LIEN NOTEHOLDERS FOR ENTRY OF AN ORDER AUTHORIZING
THE FILING UNDER SEAL OF JOINDER AND MEMORANDUM OF
LAW OF THE AD HOC GROUP OF SECOND LIEN NOTEHOLDERS IN
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CHAPTER 11 PLAN OF COBALT INTERNATIONAL ENERGY, INC.
AND ITS DEBTORS AND RESPONSE TO OBJECTIONS TO CONFIRMATION**

(RELATES TO DOC. NO. ____)

Upon consideration of the *Motion for Entry of an Order Authorizing the Filing Under Seal of Joinder and Memorandum of Law of the Ad Hoc Group of Second Lien Noteholders in Support of Confirmation of the Fourth Amended Joint Chapter 11 Plan of Cobalt International Energy, Inc. and Its Debtors and Response to Objections to Confirmation* [Doc. No. ____] (the “Motion to Seal”)² filed by the Ad Hoc Group of Second Lien Noteholders (the “Second Lien Noteholders”) and the applicable law, and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and the Court having found that proper and adequate notice of the

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 defined herein shall have the meanings ascribed to such terms in the Motion.

Motion and hearing thereon has been given and that no other or further notice is necessary; and the Court having found that good and sufficient cause exists for the granting of the relief requested in the Motion in all matters after having given due deliberation upon the Motion and all of the proceedings had before the Court in connection with the Motion,

ACCORDINGLY, it is hereby ORDERED that:

1. The Motion is granted as set forth herein.
2. The Second Lien Noteholders are authorized to file (i) under seal the unredacted version of the Second Lien Noteholders' *Joinder and Memorandum of Law of the Ad Hoc Group of Second Lien Noteholders in Support of Confirmation of the Fourth Amended Joint Chapter 11 Plan of Cobalt International Energy, Inc. and Its Debtors and Response to Objections to Confirmation* (the "Joinder") and (ii) the redacted version of the Joinder on the public docket of the Debtors' chapter 11 cases.
3. The unredacted Joinder shall remain under seal and shall only be served on the Debtors, the U.S. Trustee, and other interested parties who have agreed to be bound by the Protective Order [Docket No. 584].
4. This Order is without prejudice to the rights of any party in interest to seek to unseal the Response.
5. The Clerk of the Court is ordered to treat the redactions contained in the Response as sealed, confidential information.

6. The Court retains jurisdiction with respect to all matters arising from or related to the interpretation or implementation of this Order.

SIGNED this _____ day of _____, 2018.

**THE HONORABLE UNITED STATES
BANKRUPTCY JUDGE MARVIN ISGUR**