

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

IN RE:	§	Chapter 11
	§	
COBALT INTERNATIONAL ENERGY, INC., et al.¹	§	CASE NO. 17-36709 (MI)
	§	
Debtors.	§	(Jointly Administered)

**WHITTON PETROLEUM SERVICES LIMITED’S DESIGNATION OF ITEMS TO BE
INCLUDED IN RECORD ON APPEAL AND STATEMENT OF ISSUES ON APPEAL**

Whitton Petroleum Services Limited (“Whitton”) files this Designation of Items to Be Included in Record on Appeal and Statement of Issues on Appeal (the “Designation”) pursuant to Rule 8009 of the Federal Rules of Bankruptcy Procedure with respect to its appeal from the Order (I) Confirming the Fourth Amended Joint Chapter 11 Plan of Cobalt International Energy, Inc. and its Debtor Affiliates and (II) Approving the Sale Transaction, entered on April 5, 2018 [Docket No. 784] (the “Confirmation Order”).

Whitton reserves the right to designate additional items for inclusion in the record and restate the issues presented on appeal if any relief is granted or denied subsequent to the filing of this Designation that affects the Confirmation Order or any related documents.

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, LP (2411); Cobalt GOM LLC (7188); Cobalt GOM # 1 LLC (7262); and Cobalt GOM # 2 LLC (7316) (the “Debtors”). The Debtors’ service address is: 920 Memorial City Way, Suite 100, Houston, Texas 77024. References herein to the “Debtors” refer, as applicable, to the Debtors and their non-debtor subsidiaries and affiliates.

I. DESIGNATION OF RECORD ON APPEAL

Date	Docket Number	Pleading
12/21/17	127	Debtors' Motion for Entry of an Order (i) Authorizing Performance Under Settlement Agreement, (ii) Approving Settlement Agreement, and (iii) Granting Related Relief
01/23/18	273	Joint Chapter 11 Plan of Cobalt International Energy, Inc. and its Debtor Affiliates
01/23/18	274	Disclosure Statement for the Joint Chapter 11 Plan of Cobalt International Energy, Inc. and its Debtor Affiliates
01/23/18	275	Debtors' Motion for Entry of an Order (i) Approving the Adequacy of the Disclosure Statement, (ii) Approving the Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Proposed Joint Chapter 11 Plan, (iii) Approving the Forms of Ballots and Notices in Connection Therewith, (iv) Scheduling Certain Dates with Respect Thereto, and (v) Granting Related Relief
01/25/18	300	Order Approving Debtors' Motion for Entry of an Order (i) Authorizing Performance Under Settlement Agreement, (ii) Approving Settlement Agreement, and (iii) Granting Related Relief
01/29/18	329	Schedules of Assets and Liabilities for Cobalt GOM LLC
01/29/18	335	Schedules of Assets and Liabilities for Cobalt International Energy, L.P.
01/29/18	337	Schedules of Assets and Liabilities for Cobalt International Energy, Inc.
02/19/18	429	Amended Joint Chapter 11 Plan of Cobalt International Energy, Inc. and its Debtor Affiliates
02/19/18	430	Disclosure Statement for the Amended Joint Chapter 11 Plan of Cobalt International Energy, Inc. and its Debtor Affiliates
02/20/18	443	Whitton Petroleum Services Limited's Objection to the Debtors' Amended Disclosure Statement
02/21/18	462	Second Amended Joint Chapter 11 Plan of Cobalt International Energy, Inc. and its Debtor Affiliates

Date	Docket Number	Pleading
02/21/18	464	Disclosure Statement for the Second Amended Joint Chapter 11 Plan of Cobalt International Energy, Inc. and its Debtor Affiliates
02/22/18	467	Debtors' Omnibus Reply to Objections to Debtors Motion for Entry of an Order (i) Approving the Adequacy of the Disclosure Statement, (ii) Approving the Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Proposed Joint Chapter 11 Plan, (iii) Approving the Forms of Ballots and Notices in Connection Therewith, (iv) Scheduling Certain Dates with Respect Thereto, and (v) Granting Related Relief
03/08/18	549	Third Amended Joint Chapter 11 Plan of Cobalt International Energy, Inc. and its Debtor Affiliates
03/08/18	552	Debtors' Supplemental Omnibus Reply to Objections to (i) Approving the Adequacy of the Disclosure Statement, (ii) Approving the Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Proposed Joint Chapter 11 Plan, (iii) Approving the Forms of Ballots and Notices in Connection Therewith, (iv) Scheduling Certain Dates with Respect Thereto, and (v) Granting Related Relief
03/08/18	553	Disclosure Statement for the Third Amended Joint Chapter 11 Plan of Cobalt International Energy, Inc. and its Debtor Affiliates
03/08/18	561	Fourth Amended Joint Chapter 11 Plan of Cobalt International Energy, Inc. and its Debtor Affiliate
03/08/18	562	Disclosure Statement for the Fourth Amended Joint Chapter 11 Plan of Cobalt International Energy, Inc. and its Debtor Affiliates
03/08/18	563	Order (i) Approving the Adequacy of the Disclosure Statement, (ii) Approving the Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Proposed Joint Chapter 11 Plan, (iii) Approving the Forms of Ballots and Notices in Connection Therewith, (iv) Scheduling Certain Dates with Respect Thereto, and (v) Granting Related Relief
03/16/18	N/A	Whitton Petroleum Services Limited's Proof of Claim [Claim No. 104]
03/21/18	612	Notice of Filing Plan Supplement

Date	Docket Number	Pleading
03/28/18	657	Notice of Election to Opt Out of Third Party Releases, Exculpation Clause, and Related Injunctions Contained in the Debtors' Proposed Chapter 11 Plan of Reorganization
03/29/18	671	Whitton Petroleum Services Limited's Objection to the Fourth Amended Joint Chapter 11 Plan of Cobalt International Energy, Inc. and its Debtor Affiliates
03/29/18	686	Notice of Filing of First Amended Plan Supplement
03/31/18	704	Fourth Amended Joint Chapter 11 Plan (With Technical Modifications) of Cobalt International Energy, Inc. and its Debtor Affiliates
04/03/18	746	Fourth Amended Joint Chapter 11 Plan (With Technical Modifications) of Cobalt International Energy, Inc. and its Debtor Affiliates
04/03/18	752	Notice of Filing of Second Amended Plan Supplement
04/04/18	762	Notice of Filing of Third Amended Plan Supplement
04/04/18	768	Fourth Amended Joint Chapter 11 Plan (With Technical Modifications) of Cobalt International Energy, Inc. and its Debtor Affiliates
04/05/18	777	Stay of Confirmation Order
04/05/18	784	Order (I) Confirming the Fourth Amended Joint Chapter 11 Plan of Cobalt International Energy, Inc. and its Debtor Affiliates and (II) Approving the Sale Transaction
04/09/18	803	Notice of Filing Fourth Amended Plan Supplement
04/10/18	804	Notice of Entry of Order (I) Confirming the Fourth Amended Joint Chapter 11 Plan of Cobalt International Energy, Inc. and its Debtor Affiliates and (II) Occurrence of Effective Date
04/16/18	815	Notice of Election to Opt Out of the Subsidiary GUC Settlement Reserve in the Fourth Amended Joint Chapter 11 Plan of Cobalt International Energy, Inc. and its Debtor Affiliates

Date	Docket Number	Pleading
04/18/18	821	Notice of Appeal of the Order (I) Confirming the Fourth Amended Joint Chapter 11 Plan of Cobalt International Energy, Inc. and its Debtor Affiliates and (II) Approving the Sale Transaction
N/A	Whitton Ex. 1	Restatement Agreement Relating to Overriding Royalty Agreements for Blocks 9, 20 and 21 Offshore Angola.
N/A	Whitton Ex. 6	Disinterested Director Presentation: Cobalt Exchange Transactions <i>Subject to Protective Order (Confidential)</i>
N/A	Whitton Ex. 7	Debtors' Projected Recoveries <i>Subject to Protective Order (Confidential)</i>

II. STATEMENT OF ISSUES ON APPEAL

1. Did the Bankruptcy Court err by confirming the Fourth Amended Joint Chapter 11 Plan of Cobalt International Energy, Inc. and its Debtor Affiliates (the “Plan”)?
2. Did the Bankruptcy Court err in finding that the modifications to the Plan were non-material and satisfied 11 U.S.C. §§ 1127(a), 1127(c) and 1127(f)(2)?
3. Did the Bankruptcy Court err in finding that the Plan did not unfairly discriminate between the Whitton Petroleum Services Limited Proof of Claim [Claim No. 104] (the “Whitton Claim”) and other Class 5 General Unsecured Claims?
4. Did the Bankruptcy Court err in finding that the Whitton Claim received the same treatment as other Class 5 General Unsecured Claims in accordance with 11 U.S.C. §§ 1122, 1123 and 1129?
5. Did the Bankruptcy Court err in approving the Plan because the Disclosure Statement for the Fourth Amended Joint Chapter 11 Plan of Cobalt International Energy, Inc. and its Debtor Affiliates (the “Disclosure Statement”) approved on March 8, 2018 failed to disclose the treatment and distribution of the Sonangol Settlement Proceeds, the recovery to Class 5 General

Unsecured Claims and any potential claims by the Second Lien Noteholders to the Sonangol Proceeds?

6. Did the Bankruptcy Court err in not requiring additional disclosure of modifications of the Plan in accordance with 11 U.S.C. §§ 1125 and 1127?

7. Did the Bankruptcy Court err in finding that the modifications to the Plan did not require the resolicitation of votes under 11 U.S.C. §§ 1125, 1126 and 1127?

8. Did the Bankruptcy Court err in finding that the Plan met the best interests of holders of claims and interests in accordance with 11 U.S.C. § 1129(a)(7)?

9. Did the Bankruptcy Court err in finding that the Plan was proposed in good faith in accordance with 11 U.S.C. § 1129(a)(3)?

Whitton hereby reserves the right to supplement or amend this Statement of Issues.

Dated: May 3, 2018.

Respectfully submitted,

PORTER HEDGES LLP

/s/ John F. Higgins

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**ATTORNEYS FOR WHITTON
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CERTIFICATE OF SERVICE

I hereby certify that on May 3, 2018, I caused a copy of the foregoing document to be served by electronic transmission to all registered ECF users appearing in the case.

/s/ John F. Higgins

John F. Higgins