

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

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

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**MOTION FOR STATUS CONFERENCE AND ENTRY OF ORDER REGARDING  
DISTRIBUTIONS PURSUANT TO PLAN SETTLEMENT REGARDING CLASS 5  
SUBSIDIARY GENERAL UNSECURED TRADE CLAIMS**

Baker Hughes, a GE Company (“Baker Hughes”) files this *Motion for Status Conference and Entry of Order Regarding Distributions Pursuant to Plan Settlement Regarding Class 5 Subsidiary General Unsecured Trade Claims* as follows:

**Background**

1. Baker Hughes previously served as a member of the Official Committee of Unsecured Creditors (the “Committee”) in these cases (Docket No. 117).<sup>2</sup>
2. Leading up to and during the confirmation hearing in these cases, the Committee negotiated a settlement with the Debtors and their secured lenders (the “Committee Settlement”), which was implemented through the Confirmed Plan. The Committee Settlement involved multiple components including: (i) an \$8 million payment for Class 5 trade creditors of Cobalt

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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> The Committee was dissolved on April 10, 2018, the “Effective Date” under the *Fourth Amended Joint Chapter 11 Plan (with Technical Modifications) of Cobalt International Energy, Inc. and its Debtor Affiliates* (“Confirmed Plan”), which was attached as Exhibit A to 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* (“Confirmation Order”) (Docket No. 784).



International Energy, LP (defined in the Confirmed Plan as the “Subsidiary GUC Settlement Amount”)<sup>3</sup>; (ii) a \$5 million payment for Class 6 non-second deficiency lien general unsecured creditors of Cobalt International Energy, Inc. (defined in the Confirmed Plan as the “Cobalt GUC Settlement Amount”); and (iii) payment of fees and expenses of the indenture trustee for the unsecured noteholders. *See* paragraphs 99-104 of Confirmation Order. The Committee Settlement is referenced in paragraph 99 of the Confirmation Order as follows:

“The Plan constitutes a final and good faith compromise and settlement of any and all disputes and controversies between the Debtors, the Committee, and the Second Lien Noteholders, and such settlement and compromise is hereby approved pursuant to section 1123 of the Bankruptcy Code and Bankruptcy Rule 9019 as fair and reasonable and in the best interests of each of the Debtors, the Estates and creditors” (Docket No. 784).

3. Further, paragraph 100 of the Plan Confirmation Order provides that:

“On the Effective Date (or as soon thereafter as is reasonably practicable), the Debtors shall deposit the Subsidiary GUC Settlement Reserve Amount in the Subsidiary GUC Settlement Reserve for the benefit of holders of Allowed Subsidiary General Unsecured Claims in accordance with Articles III and IV.G of the Plan” (Docket No. 784).

4. The Effective Date of the Plan occurred on April 10, 2018 (Docket No. 804).

5. Thereafter, Whitton Petroleum Services Limited elected to opt out of the Subsidiary GUC Settlement Reserve on April 16, 2018, thereby (i) fixing the amount of the Subsidiary GUC Settlement Reserve Amount at \$8 million; and (ii) excluding the Whitton claim from the claim pool for the Subsidiary GUC Settlement Reserve (Docket No. 815).

6. Based on available information, the Debtors’ scheduled and filed claims which constitute Class 5 Subsidiary General Unsecured Claims are not more than \$8 million, the amount

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<sup>3</sup> The Committee Settlement provided that the Subsidiary GUC Settlement Amount would be (a) \$23 million if Whitton opted in and (b) \$8 million if Whitton opted out.

of the Subsidiary GUC Settlement Reserve. Attached as **Exhibit 1** is a summary of trade claims which would constitute Class 5 claims, based on the schedules filed by each of the Cobalt debtors. It further appears that less than 50 proofs of claim were filed by trade creditors at the Cobalt International Energy, LP level, excluding the Whitton proofs of claim, Department of Interior/BSEE proof of claim, officer and director indemnification claims and tax claims. *See **Exhibit 2***. Accordingly, while Article III.B.5 references holders of Allowed Subsidiary General Unsecured Claims receiving a pro-rata share of the Subsidiary GUC Settlement Reserve, it appears based on available information that Class 5 trade claims will be paid in full from the Subsidiary GUC Settlement Reserve funds, which was the intent of the Committee Settlement.

7. The Committee Settlement as incorporated through the Confirmed Plan contemplated that the distributions to Class 5 creditors from the Subsidiary GUC Settlement Reserve funds would occur promptly and as reasonably practicable after the Effective Date. *See* Article III.B.5. To Baker Hughes' knowledge, distributions from the Subsidiary GUC Settlement Reserve funds have not been made to date.

### **Relief Requested**

One of the enumerated matters in Article XI. of the Confirmed Plan, "Retention of Jurisdiction", addresses the Court's retention of jurisdiction relating to distributions under the Plan. Baker Hughes requests that the Court hold a status conference regarding the distribution of the Subsidiary GUC Settlement Reserve funds and enter an appropriate order regarding same.

Dated: June 28, 2018

*By: Phil Snow*

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SNOW SPENCE GREEN, LLP

Phil Snow (TX Bar No. 18812600)

Kenneth Green (TX Bar No. 24036677)

Bryan Prentice (TX Bar No. 24099787)

2929 Allen Parkway, Suite 2800

Houston, TX 77019  
Telephone: (713) 335-4800

**CERTIFICATE OF SERVICE**

I certify that on June 28, 2018, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Phil Snow  
Phil Snow

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## Summary of Debtors' Scheduled Trade Claims

Cobalt International Energy, Inc.

Trade Debt:

N/A

Cobalt International Energy GP, LLC

Trade Debt:

N/A

Cobalt GOM LLC

Trade Debt:

N/A

Cobalt GOM 2 LLC

Trade Debt:

N/A

Cobalt GOM 1 LLC

Trade Debt:

N/A

Cobalt International Energy, L.P.

Trade debt:

**Creditor Name:****Amount of Claim: Secured:**

1099 Pro, Inc.	\$808.95	N
ADP, LLC	\$87.57	N
Air Resources Limited	Unknown	N
Aon Consulting, Inc.	\$1,605.00	N
AT&T Teleconference Services	Unknown	N
Baker Hughes Oilfield Operational LLC	\$167,450.91	N
Berger Geosciences LLC	\$18,000.00	N
Blade Energy Partners Ltd.	\$86,392.50	N
Bloomberg Finance LP	Unknown	N
Brownstein Hyatt Farber Schreck LLP	Unknown	N
Business Wire Inc	\$1,004.00	N
Cardno PPI Quality and Asset Management, LLC	\$1,082.50	N
Central Dispatch	\$5,076.40	N

<b>Creditor Name:</b>	<b>Amount of Claim:</b>	<b>Secured:</b>
Certain Co-Represented Defendants in the Case Pend	\$1,108,102.76	N
A Certain Represented Defendant in the Case Pending	\$537,956.65	N
Certain Co-Represented Defendants in the Case Pend	\$2,777,458.00	N
CGG Services (U.S.) Inc.	\$338,000.00	N
Cintas Corporation	\$1,565.51	N
Community Coffee Co. LLC	\$832.00	N
Concur Technologies, Inc.	Unknown	N
Consilio, LLC	\$8,381.00	N
Continental Stock Transfer	\$1,160.98	N
Corporation Service Company	\$3,204.00	N
Covington and Burling LLP	\$23,658.73	N
Crowe Horwath LLP	\$25,025.00	N
CT Corporation	\$393.00	N
Cudd Pressure Control dba Patterson Tubular Service	\$630.00	N
Deloitte Tax LLP	\$16,300.00	N
Donnelley Financial, LLC	\$1,910.00	N
Dril-Quip, Inc.	\$4,350.00	N
Earth Science Assoc. C and T Inc.	\$34,860.77	N
Ellington and Associates Inc.	\$6,357.00	N
Emergent Professional Resource	\$476.00	N
FedEx	\$190.18	N
Fugro Marine Geoservices, Inc.	\$7,510.00	N
G.Comm	Unknown	N
Gardere Wynne Sewell LLP	\$79,008.60	N
Gerald Wiltz	Unknown	N
Global Relay Communications	\$9,375.00	N
Greatamerica Financial Svcs.	Unknown	N
Halliburton Energy Services	\$5,365.40	N
Hewlett-Packard Financial Services Co.	Unknown	N
Intecsea, Inc.	\$46,699.20	N
J. Connor Consulting, Inc.	\$2,015.00	N
JCC Services Inc.	\$9,594.00	N
Lockton Companies LLC	\$1,216,717.00	N
Logix Communications	Unknown	N
Marine Preservation Assoc	\$37,500.00	N
Mbrteam LLC	Unknown	N
Meridian Compensation Partners, LLC	\$669.00	N
Merrill Communications LLC	\$2,374.92	N
Miranda Correia Amendoeira and Associates	\$1,248.35	N
National Economic Research Associates, Inc.	\$92,555.00	N
National Registered Agents, Inc.	\$199.00	N
Nde Technical Services Usa	\$153,899.21	N

<b>Creditor Name:</b>	<b>Amount of Claim:</b>	<b>Secured:</b>
O'Brien's Response Management, LLC	\$3,500	N
Oil Spill Response (Dispersants) Limited	\$10,273.00	N
Omnivere, LLC	\$4,064.47	N
P2 Energy Solutions	\$3,562.41	N
Petrophysical Applications International, Inc.	Unknown	N
PriceWaterhouseCoopers LLP	\$10,363.00	N
Prostar Services Inc. dba Parks Coffee	\$268.60	N
Quorum Business Solutions, Inc.	Unknown	N
Red Dog Systems Inc.	\$157.00	N
Schlumberger Technology Corp	\$425,230.84	N
Shred-It USA LLC	\$174.30	N
Sidley Austin LLP	\$328.00	N
Sonangol Offshore Services CO.	\$25,867.40	N
Stargel Office Solutions Inc.	Unknown	N
Tenaris Global Services Usa Corporation	\$5,325.00	N
The Response Group	Unknown	N
T-Mobile	\$541.91	N
Toshiba Financial Services	\$1,024.00	N
Traveling Coaches, Inc.	\$227.33	N
Trevena Geo-Consulting LLC	\$2,784.38	N
Tuboscope A Division of Nov	\$4,007.46	N
U.S. Steel Oilwell Services, LLC	\$70,059.70	N
U.S. Bank Equipment Finance	Unknown	N
United Vision Logistics	\$366.44	N
Vinson and Elkins LLP	\$10,533.75	N
W. Owen Bement Ltpg	\$6,000.00	N
Weatherford Laboratories	\$207,364.48	N
 Total Unsecured Trade Debt:	 \$3,205,555.15	 (excluding highlighted scheduled claims)

**EXHIBIT****2**

Debtor(s): Cobalt International Energy, L.P. Claim Amount Type: Filed Claim Amount Claim Nature: General Unsecured

1		1000 ▾ Items per page		1 - 67 of 67 items	
Claim Number	Date Claim Filed	Name	Debtor	Filed Claim Amount	Filed Claim Nature
293	03/19/2018	ACM Ltd.	Cobalt International Energy, L.P.	UNLIQUIDATED	General Unsecured
419	03/29/2018	Baker Hughes Oilfield Operations LLC	Cobalt International Energy, L.P.	\$169,377.73	General Unsecured
8	02/07/2018	Blade Energy Partners, Ltd.	Cobalt International Energy, L.P.	\$110,321.00	General Unsecured
272	03/19/2018	Carlisle Energy Coinvestment III GP, L.L.C.	Cobalt International Energy, L.P.	UNLIQUIDATED	General Unsecured
281	03/19/2018	Carlisle Energy Coinvestment III, L.P.	Cobalt International Energy, L.P.	UNLIQUIDATED	General Unsecured
25	03/06/2018	COG Services U.S. Inc.	Cobalt International Energy, L.P.	\$490,645.16	General Unsecured
90	03/15/2018	Chevron U.S.A. Inc.	Cobalt International Energy, L.P.	\$784,569.00	General Unsecured
422	04/03/2018	Cisco Systems Capital	Cobalt International Energy, L.P.	\$8,227.92	General Unsecured
157	03/16/2018	D. Jeff Van Steenberg	Cobalt International Energy, L.P.	UNLIQUIDATED	General Unsecured
299	03/19/2018	First Reserve Fund XI, L.P.	Cobalt International Energy, L.P.	UNLIQUIDATED	General Unsecured
307	03/19/2018	First Reserve GP XI, L.P.	Cobalt International Energy, L.P.	UNLIQUIDATED	General Unsecured
316	03/19/2018	FR XI Onshore AIV L.P.	Cobalt International Energy, L.P.	UNLIQUIDATED	General Unsecured
323	03/19/2018	FRC Founders Corporation	Cobalt International Energy, L.P.	UNLIQUIDATED	General Unsecured
217	03/16/2018	Gerald Wiltz	Cobalt International Energy, L.P.	\$1,000,000.00	General Unsecured
311	03/19/2018	GS Capital Partners V Fund, L.P.	Cobalt International Energy, L.P.	UNLIQUIDATED	General Unsecured
331	03/19/2018	GS Capital Partners V GmbH & Co. KG	Cobalt International Energy, L.P.	UNLIQUIDATED	General Unsecured
342	03/19/2018	GS Capital Partners V Institutional, L.P.	Cobalt International Energy, L.P.	UNLIQUIDATED	General Unsecured
364	03/19/2018	GS Capital Partners V Offshore Fund, L.P.	Cobalt International Energy, L.P.	UNLIQUIDATED	General Unsecured
360	03/19/2018	GS Capital Partners VI Fund, L.P.	Cobalt International Energy, L.P.	UNLIQUIDATED	General Unsecured
358	03/19/2018	GS Capital Partners VI GmbH & Co. KG	Cobalt International Energy, L.P.	UNLIQUIDATED	General Unsecured
343	03/19/2018	GS Capital Partners VI Offshore Fund, L.P.	Cobalt International Energy, L.P.	UNLIQUIDATED	General Unsecured
369	03/19/2018	GS Capital Partners VI Parallel, L.P.	Cobalt International Energy, L.P.	UNLIQUIDATED	General Unsecured
151	03/16/2018	Henry Cornell	Cobalt International Energy, L.P.	UNLIQUIDATED	General Unsecured
29	03/08/2018	Intecsea, Inc	Cobalt International Energy, L.P.	\$84,278.70	General Unsecured



38	03/09/2018	Invesco Energy Fund of AIM Sector Funds (Invesco Sector Funds)	Cobalt International Energy, L.P.	\$52,573,087.61	Genera Unsecur
6	01/18/2018	J. Connor Consulting, Inc.	Cobalt International Energy, L.P.	\$2,015.00	Genera Unsecur
206	03/16/2018	J. Hardy Murchison	Cobalt International Energy, L.P.	UNLIQUIDATED	Genera Unsecur
109	03/16/2018	Jack E. Golden	Cobalt International Energy, L.P.	UNLIQUIDATED	Genera Unsecur
398	03/19/2018	James W. Farnsworth	Cobalt International Energy, L.P.	UNLIQUIDATED	Genera Unsecur
98	03/16/2018	JOHN E. HAGALE	Cobalt International Energy, L.P.	UNLIQUIDATED	Genera Unsecur
116	03/16/2018	John N. Lancaster	Cobalt International Energy, L.P.	UNLIQUIDATED	Genera Unsecur
187	03/16/2018	John P. Wilkerson	Cobalt International Energy, L.P.	UNLIQUIDATED	Genera Unsecur
164	03/16/2018	Jon A. Marshall	Cobalt International Energy, L.P.	UNLIQUIDATED	Genera Unsecur
214	03/16/2018	Joseph H. Bryant	Cobalt International Energy, L.P.	UNLIQUIDATED	Genera Unsecur
139	03/16/2018	Kathryn Bailey Hutchison	Cobalt International Energy, L.P.	UNLIQUIDATED	Genera Unsecur
193	03/16/2018	Kenneth A. Pontarelli	Cobalt International Energy, L.P.	UNLIQUIDATED	Genera Unsecur
168	03/16/2018	Kenneth W. Moore	Cobalt International Energy, L.P.	UNLIQUIDATED	Genera Unsecur
388	03/19/2018	KERN Cobalt Co-Invest Partners AP LP	Cobalt International Energy, L.P.	UNLIQUIDATED	Genera Unsecur
377	03/19/2018	KERN Cobalt Group Management Ltd.	Cobalt International Energy, L.P.	UNLIQUIDATED	Genera Unsecur
432	04/23/2018	Logix Communications	Cobalt International Energy, L.P.	\$1,178.19	Genera Unsecur
121	03/16/2018	Martin H. Young Jr.	Cobalt International Energy, L.P.	UNLIQUIDATED	Genera Unsecur
52	03/13/2018	MBRRTeam LLC	Cobalt International Energy, L.P.	\$21,100.00	Genera Unsecur
65	03/14/2018	MBRRTeam LLC	Cobalt International Energy, L.P.	\$18,480.00	Genera Unsecur
27	03/07/2018	MERRILL COMMUNICATIONS LLC	Cobalt International Energy, L.P.	\$5,887.61	Genera Unsecur
176	03/16/2018	Michael G. France	Cobalt International Energy, L.P.	UNLIQUIDATED	Genera Unsecur
209	03/16/2018	Microalloying International, Inc.	Cobalt International Energy, L.P.	\$12,300.00	Genera Unsecur
210	03/16/2018	Microsoft Corporation and Microsoft Licensing GP	Cobalt International Energy, L.P.	\$30,000.00	Genera Unsecur
91	03/15/2018	Microsoft Corporation and Microsoft Licensing GP	Cobalt International Energy, L.P.	\$30,000.00	Genera Unsecur
127	03/16/2018	Myles W. Scoggins	Cobalt International Energy, L.P.	UNLIQUIDATED	Genera Unsecur

145	03/16/2018	Peter R. Coneway	Cobalt International Energy, L.P.	UNLIQUIDATED	Genera Unsecur
378	03/19/2018	Riverstone Holdings LLC and the Entities Listed in Footnote 2 of the Attached Annex	Cobalt International Energy, L.P.	UNLIQUIDATED	Genera Unsecur
434	04/24/2018	Sage People Limited	Cobalt International Energy, L.P.	\$58,987.35	Genera Unsecur
54	03/13/2018	Schlumberger Technology Corporation	Cobalt International Energy, L.P.	\$180,341.95	Genera Unsecur
199	03/16/2018	Scott L. Lebovitz	Cobalt International Energy, L.P.	UNLIQUIDATED	Genera Unsecur
426	04/09/2018	STARGEL OFFICE SOLUTIONS INC.	Cobalt International Energy, L.P.	\$4,992.85	Genera Unsecur
251	03/19/2018	The Carlyle Group L.P.	Cobalt International Energy, L.P.	UNLIQUIDATED	Genera Unsecur
337	03/19/2018	The Goldman Sachs Group, Inc.	Cobalt International Energy, L.P.	UNLIQUIDATED	Genera Unsecur
288	03/19/2018	TOTAL E and P USA, INC.	Cobalt International Energy, L.P.	UNLIQUIDATED	Genera Unsecur
7	01/19/2018	U.S. Bank, N.A. d/b/a U.S. Bank Equipment Finance	Cobalt International Energy, L.P.	\$15,413.46	Genera Unsecur
449	06/12/2018	U.S. Department of the Interior, Bureau of Safety and Environmental Enforcement	Cobalt International Energy, L.P.	\$205,105,407.00	Genera Unsecur
48	03/13/2018	UV Logistics LLC	Cobalt International Energy, L.P.	\$366.44	Genera Unsecur
133	03/16/2018	Van Whitfield	Cobalt International Energy, L.P.	UNLIQUIDATED	Genera Unsecur
421	03/29/2018	Weatherford Laboratories, Inc.	Cobalt International Energy, L.P.	\$228,979.25	Genera Unsecur
69	03/14/2018	Wells Fargo Vendor Financial Services, LLC	Cobalt International Energy, L.P.	\$4,362.37	Genera Unsecur
104	03/16/2018	Whitton Petroleum Services Limited	Cobalt International Energy, L.P.	\$225,000,000.00	Genera Unsecur
440	05/04/2018	Whitton Petroleum Services Limited	Cobalt International Energy, L.P.	\$225,000,000.00	Genera Unsecur
181	03/16/2018	William P. Utt	Cobalt International Energy, L.P.	UNLIQUIDATED	Genera Unsecur

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

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In re:

**COBALT INTERNATIONAL ENERGY, INC., et al.,**  
Debtors.

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)  
) Chapter 11  
)

) Case No. 17-36709 (MI)

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) (Jointly Administered)  
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**ORDER ON MOTION FOR STATUS CONFERENCE AND ENTRY OF ORDER  
REGARDING DISTRIBUTIONS PURSUANT TO PLAN SETTLEMENT REGARDING  
CLASS 5 SUBSIDIARY GENERAL UNSECURED TRADE CLAIMS**

Upon consideration of the *Motion for Status Conference and Entry of Order Regarding Distributions Pursuant to Plan Settlement Regarding Class 5 Subsidiary General Unsecured Trade Claims*, the Court will hold a status conference on this matter on \_\_\_\_\_ at \_\_\_\_\_ .m.

Dated: \_\_\_\_\_, 2018  
Houston, Texas

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THE HONORABLE MARVIN ISGUR  
UNITED STATES BANKRUPTCY JUDGE