

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

	X	
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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)
	:	
	X	<b>Re: D.I. 894, 925</b>

**STATEMENT OF OWNERSHIP OF TOTAL E&P USA, INC.,  
IN RESPECT OF REMAINING INVENTORY**

TOTAL E&P USA, INC. (“TEP USA”) hereby submits this statement of ownership (this “Statement”) to describe legal theories pursuant to which it has an ownership in some or all of the Debtors’ remaining inventory of equipment (the “Equipment”), which the Plan Administrator proposes to sell pursuant to his *Emergency Motion to Implement the Plan in Facilitation of Asset Sales* [D.I. 894] (the “Motion”).<sup>2</sup> TEP USA respectfully represents:

1. First, pursuant to a 2009 Simultaneous Exchange Agreement (the “SEA”), TEP USA paid \$12 million to acquire, and thereby explicitly did acquire, a 40% ownership interest in the Debtors’ entire inventory of equipment.
  
2. Second, the Debtors periodically confirmed, including in 2017, that the value of TEP USA’s ownership interests in the Debtors’ “tangible equipment inventory” was \$12 million.

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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”); 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 meaning given them in the Motion.



3. Third, TEP USA paid an aggregate \$206 million to acquire substantially all of the Debtors' interests in the Anchor discovery and certain exploratory leases ("Explo") in the US Gulf of Mexico, including all Equipment "used or held for use in connection with" Anchor and Explo.

4. Fourth, to the extent the Plan Administrator asserts that the SEA or the Anchor and Explo asset purchase agreements fail to expressly include any of the Equipment as a purchased asset, TEP USA owns such Equipment pursuant to the covenant of good faith and fair dealing, particularly in light of the Debtors' stated intention to dispose of all of their assets through the bankruptcy sales, and the corresponding expectations of all interested parties.

5. Fifth, TEP USA owns any Equipment to the extent the Debtors' books and records show that TEP USA owns such Equipment, and similarly to the extent that the Debtors previously invoiced TEP USA—and TEP USA thereafter paid—for such Equipment.<sup>3</sup>

*[remainder of page left intentionally blank]*

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<sup>3</sup> TEP USA is prepared to supplement this Statement with additional detail on the above-stated theories of ownership, in the event the Court so desires.

Dated: July 9, 2018

Respectfully submitted,

By: /s/ David A. Hammerman

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**CERTIFICATE OF SERVICE**

*I hereby certify that on July 9, 2018, a copy of the foregoing Renewed Request for Notice was served on parties that are registered to receive electronic notice through this Court's ECF notice system.*

/s/ David A. Hammerman

David A. Hammerman