

**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)
)	
Reorganized Debtors.)	(Jointly Administered)
)	
)	Re: Docket No. 955

**AGREED ORDER GRANTING MOTION PURSUANT TO 11 U.S.C. §§ 105(A) AND
1142(B) FOR ENTRY OF ORDER IN AID OF THE FOURTH AMENDED PLAN**

Upon consideration of the *Emergency Motion Pursuant to 11 U.S.C. §§ 105 and 1142 For Entry of an Order in Aid of the Fourth Amended Plan* (the “Motion”) filed by the Plan Administrator appointed under the Debtors’ confirmed Plan² (“Movant”); and the Court having jurisdiction over this matter pursuant to 28 U.S.C. § 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 it has exclusive jurisdiction to over the relief requested in the Motion; and the Court having found that proper and adequate notice of the Motion and any 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

¹ The Reorganized Debtors in the Chapter 11 Cases, along with the last four digits of each Reorganized 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 Reorganized Debtors’ service address is: 920 Memorial City Way, Suite 100, Houston, Texas 77024.

² Unless otherwise indicated, all capitalized terms in this Order shall have the same meaning as ascribed to them in the *Fourth Amended Joint Chapter 11 Plan of Cobalt International Energy, Inc. and Its Debtor Affiliates* (as may be amended, supplemented, or otherwise modified from time to time, and including all exhibits and supplements thereto, the “Plan”) and 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*, which this Court entered on April 5, 2018 [Dkt. No. 784] (the “Confirmation Order”), as applicable.



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deliberation upon the Motion and all of the proceedings had before the Court in connection with the Motion,

ACCORDINGLY, it is hereby FOUND, DETERMINED AND ORDERED that:

1. The Motion is GRANTED as set forth herein.
2. Notwithstanding anything in Paragraph 157 of the Confirmation Order that could be construed to the contrary, the Second Lien Indenture Trustee may notify and direct Depository Trust Company ("DTC") to take the following actions, which DTC is hereby authorized to take: (a) establish an escrow CUSIP for each of the Second Lien Notes³ (each, an "Escrow CUSIP"); (b) present a draw-down Shipment Control List of all Second Lien Notes to U.S. Bank National Association, as transfer agent, for cancellation; contemporaneously, credit each Participant that is a holder of one or more Second Lien Notes with an equivalent position in the associated Escrow CUSIP(s), which shall be transferable as of the date they are credited, whereupon any and all remaining interests in the Second Lien Notes will be cancelled, and the Second Lien Notes will be null, void, and worthless, with any rights associated with such Second Lien Notes having attached to the associated Escrow CUSIP(s).
3. Once the actions described in 2(a) and 2(b) are performed by DTC, DTC shall be fully discharged of all duties and obligations associated with the Second Lien Notes, the Confirmation Order, this Order, and all related documents, except as provided in the DTC Rules and Procedures.
4. Notwithstanding anything in Paragraph 157 of the Confirmation Order that could be construed to the contrary, the Second Lien Indenture Trustee is hereby authorized and directed to, in accordance with DTC Rules and Procedures: (i) provide notice to DTC for any

³ CUSIP Nos. 19075FAG1, 19075FAH9, 19075FAJ5, 19075FAE6, 19075FAF3, U19116AC3, U19116AD1, U19116AE9, U19116AF6.

other distributions relating to Second Loan Notes Claims, which shall be payable to the holders of the Escrow CUSIPs (each, an “Escrow CUSIP Distribution”), (ii) pay to Cede & Co., as nominee of DTC, the amount of each Escrow CUSIP Distribution, and (iii) direct DTC to allocate each Escrow CUSIP Distribution to holders of the Escrow CUSIPs on the date of the allocation of such Escrow CUSIP Distribution, in accordance with DTC Rules and Procedures. Notwithstanding any provision of this Order or the Confirmation Order to the contrary, the Second Lien Indenture Trustee is authorized to deliver notices to Second Lien Note Holders in accordance with DTC Rules and Procedures.

5. Notwithstanding the foregoing, this Order shall not alter, amend, modify, or otherwise affect the rights and obligations of the Debtors or the Plan Administrator under the Plan with respect to the Second Lien Notes Claims, any distributions made to or on behalf of the Second Lien Noteholders with respect to the Second Lien Notes Claims between the Effective Date of the Plan and entry of this Order, or the Second Lien Indenture Trustee’s rights, duties and obligations under the Plan and Confirmation Order. For the avoidance of doubt, the Distribution Record Date shall not govern entitlement to any future distributions relating to the Escrow CUSIPs.

6. This Order does not modify the Confirmation Order, which remains in full force and effect as originally entered.

7. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

8. Movant is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

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

Dated: _____, 2018
Houston, Texas

THE HONORABLE MARVIN ISGUR
UNITED STATES BANKRUPTCY JUDGE

Agreed to in Form and Substance:

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