



ENTERED
07/13/2018

**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: 7-13, 2018
Houston, Texas



THE HONORABLE MARVIN ISGUR
UNITED STATES BANKRUPTCY JUDGE

Agreed to in Form and Substance:

GREENBERG TRAURIG, LLP

/s/ Karl Burre

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Karl Burre (SBN 24043584)
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*Counsel for Nader Tavakoli, solely in his
capacity as Lead Member and Chairman of the
Plan Administrator Committee of Cobalt
International Energy, Inc., et al.*

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Attorneys for the Second Lien Trustee

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Counsel for Marble Ridge Capital, LLC

United States Bankruptcy Court
Southern District of Texas

In re:
Cobalt International Energy, Inc.
Official Committee of Unsecured Creditors
Debtors

Case No. 17-36709-mi
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0541-4

User: JenniferO
Form ID: pdf002

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Total Noticed: 71

Date Rcvd: Jul 13, 2018

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Jul 15, 2018.

db +Cobalt GOM #1 LLC, 920 Memorial City Way, Suite 100, Houston, TX 77024-2649
db +Cobalt GOM #2 LLC, 920 Memorial City Way, Suite 100, Houston, TX 77024-2649
db +Cobalt GOM LLC, 920 Memorial City Way, Suite 100, Houston, TX 77024-2649
db +Cobalt International Energy GP, LLC, 920 Memorial City Way, Suite 100,
Houston, TX 77024-2649
db +Cobalt International Energy, Inc., 920 Memorial City Way, Suite 100,
Houston, TX 77024-2649
db +Cobalt International Energy, L.P., 920 Memorial City Way, Suite 100,
Houston, TX 77024-2649
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Los Angeles, CA 90067-4003
aty +Andrew Behlmann, Lowenstein Sandler LLP, One Lowenstein Drive, Roseland, TX 07068-1791
aty +Beth E. Levine, Pachulski Stang et al, 780 Third Ave., 34th Fl.,
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aty +Brad Weiland, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, IL 60654-5412
aty +Brett P. Lowe, Milbank Tweed et al, 1850 K St., NW, Ste. 1100,
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aty +Carrie M. Reilly, Wachtell Lipton et al, 51 W. 52nd St., New York, NY 10019-6150
aty +Charles Platt, Wilmer Cutler et al, 7 World Trade Center, 250 Greenwich St.,
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aty +Daniel H Charest, Burns Charest LLP, 900 Jackson St., Ste. 500, Dallas, TX 75202-4406
aty +David S Cohen, Milbank Tweed Hadley And McCloy LLP, 1850 K Street NW, Ste 1100,
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aty +Delos E. Flint, Jr., Lugenbuhl, Wheaton, Peck, Rankin, Hubbar, 601 Poydras Street,
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aty +Emil A. Kleinhaus, Wachtell Lipton et al, 51 W. 52nd St., New York, NY 10019-6150
aty +Eric K. Stodola, Milbank Tweed et al, 28 Liberty St., New York, NY 10005-1413
aty +Gabor Balassa, Kirkland & Ellis LP, 300 North LaSalle, Chicago, IL 60654-5412
aty +George T. Conway, III, Wachtell Lipton et al, 51 West 52nd St., New York, NY 10019-6150
aty Gerard Uzzi, Milbank Tweed Hadley & McCloy LLP, 26 Liberty St, New York, NY 10005
aty +Hugh Keenan Murtagh, Latham & Watkins LLP, 885 Third Ave., New York, NY 10022-4874
aty +IRA Kharasch, Pachulski Stang et al, 10100 Santa Monica Blvd., 13th Fl.,
Los Angeles, CA 90067-4003
aty +James H.M. Sprayregen, P.C., Kirkland & Ellis LLP, 300 North LaSalle,
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aty +James Savin, Akin Gump et al, 1333 New Hampshire Ave. N.W., Washington, DC 20036-1511
aty +Jeffrey N Pomerantz, Pachulski Stang Ziehl & Jones LLP, 10100 Santa Monica Boulevard,
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aty +Katherine Doorley, Akin Gump et al, 1333 New Hampshire Ave., N.W.,
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aty +Laura E. Krucks, Kirkland & Ellis LP, 300 North LaSalle, Chicago, IL 60654-5412
aty +Lauren Lifland, Wilmer Cutler et al, 7 World Trade Center, 250 Greenwich St.,
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aty +Lynch Lynch, Wachtell Lipton et al, 51 W. 52nd St., New York, NY 10019-6150
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aty +Matthew S. Barr, Weil Goshal et al, 767 Fifth Avenue, New York, NY 10153-0119
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aty +Nicholas J. Brannick, Cole Shotz PC, 500 Delaware Avenue, Wilmington, DE 19801-1490
aty +Paul Vizcarrondo, Wachtell, Lipton, Rosen & Katz, 51 W 52nd St, New York, NY 10019-6150
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aty +Rosalind G. Wolf, Slattery Marino & Roberts, 1100 Poydras Street, Suite 1800,
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aty +Weatherford International, LLC, Hughes Watters Askanase, Total Plaza,
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aty +Zack A. Clement PLLC, 3753 Drummond, Houston, TX 77025-2417
cr +A2D Technologies, Inc., d/b/a TGS Geological Produ, c/o Andrew A Braun, Suite 4800,
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intp +Ad Hoc First Lien Group, Weil, Gotshal & Manges LLP, 700 Louisiana, Suite 1700,
Houston, TX 77002-2784
intp +Ad Hoc Group of Second Lien Noteholders, c/o Marty L. Brimmage Jr.,
Akin Gump Strauss Hauer & Feld LLP, 1700 Pacific Avenue, Suite 4100,
Dallas, TX 75201-4675
intp +Angela Dodd United States Securities & Exchange Co, 175 W. Jackson Blvd., Suite 1450,
Chicago, IL 60604-2710
sp +Baker Botts L.L.P., 2001 Ross Avenue, Dallas, TX 75201-2980

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cr Baker Hughes, a GE Company, LLC, P O Box 4740, Houston, TX 77210-4740
 intp +Department Of Justice, Department of Justice - Civil Division, P.O Box 875,
 Ben Franklin Station, Washington, DC 20044-0875
 cr +Discovery Gas Transmission, LLC, c/o Steven W. Soule and Dustin L. Perry,
 Hall, Estill, et al., 320 South Boston Avenue, Suite 200, Tulsa, OK 74103-3705
 cr +Discovery Producer Services, LLC, c/o Steven W. Soule and Dustin L. Perry,
 Hall, Estill, et al., 320 South Boston Avenue, Suite 200, Tulsa, OK 74103-3705
 intp +EnVen Energy Ventures, LLC, c/o Paul J. Goodwine, Looper Goodwine P.C.,
 650 Poydras Street, Suite 2400, New Orleans, LA 70130-6171
 intp +Eni Petroleum US LLC, 1200 Smith Street, Suite 1700, Houston, TX 77002-4372
 intp +Equinor Gulf of Mexico LLC f/k/a Statoil of Mexico, 1050 K Street NW, Suite 950,
 Washington, DC 20001-4791
 aud +Ernst & Young LLP, 1401 McKinney Street, Suite 1200, Houston, TX 77010-2017
 op Kurtzman Carson Consultants LLC, 2335 Alaska Ave, El Segundo, CA 90245-4808
 intp +Lynn Pinker Cox Hurst, Lynn Pinker Cox Hurst, 2100 Ross Avenue, Suite 2700,
 Dallas, TX 75201-7919
 op +Nader Tavakoli, solely in his capacity as Lead Mem, c/o Shari L. Heyen,
 Greenberg Traurig, LLP, 1000 Louisiana Street, Suite 1700, Houston, TX 77002-5001
 crcm +Official Committee of Unsecured Creditors, Snow Spence Green LLP, 2929 Allen Parkway,
 Suite 2800, Houston, TX 77019-7100
 cr +Sociedade Nacional de Combustiveis de Angola, c/o Dugger & Associates,
 1401 Enclave Parkway, Suite 125, Houston, TX 77077-2566
 cr +Sonangol Pesquisa e Producao, S.A., c/o Dugger & Associates,
 1401 Enclave Parkway, Suite 125, Houston, TX 77077-2566
 cr +TGS-NOPEC Geophysical Company, L.P., c/o, Andrew A. Braun, Suite 4800,
 701 Poydras Street, New Orleans, LA 70139-7756
 intp +The Grant Law Firm, PLLC, The Grant Law Firm, PLLC, 521 Fifth Avenue, 17th Floor,
 New York, NY 10175-1799
 cr +U.S. Bank National Association, as Second Lien Tru, c/o Waller Lansden Dortch & Davis, LLP,
 Attn: David Lemke, Tyler Layne, 511 Union Street, Suite 2700, Nashville, TN 37219-1791
 cr +Venari Offshore LLC, 15303 North Dallas Pkwy, Tower 2, Suite 1400, Addison, TX 75001-6786
 cr +WesternGeco LLC, Attn: K. Rachelle Goldman, 10001 Richmond Ave, Houston, TX 77042-4205

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

cr E-mail/Text: houston_bankruptcy@LGBS.com Jul 13 2018 20:56:44 Cypress-Fairbanks ISD,
 Linebarger Goggan Blair & Sampson LLP, c/o Tara L. Grundemeier, Post Office Box 3064,
 Houston, TX 77253-3064
 intp +E-mail/Text: ddeems@theclarogroup.com Jul 13 2018 20:55:41
 Douglas H. Deems The Claro Group, LLC, 350 S. Grand Ave., Suite 2350,
 Los Angeles, CA 90071-3433
 cr +E-mail/Text: houston_bankruptcy@LGBS.com Jul 13 2018 20:56:44 Harris County,
 Linebarger Goggan Blair & Sampson LLP, c/o Tara L. Grundemeier, P.O. Box 3064,
 Houston, TX 77253-3064

TOTAL: 3

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****

intp A2D Technologies, Inc. f/k/a A2D, LP
 cr ACM Ltd.
 intp Ad Hoc Committee of Unsecured Noteholders
 intp Allied World National Assurance Company
 intp Anadarko Petroleum Corporation
 intp Beacon Offshore Energy Development LLC, c/o Jones Walker
 cr Chevron U.S.A. Inc.
 cr ConocoPhillips Company
 intp Consorcio WesternGeco 176-99
 cr Drill-Quip, Inc.
 intp Enbridge Inc.
 cr FRC Founders Corporation
 cr Fire and Police Retiree Health Care Fund, San Anto
 cr GAMCO Global Gold, Natural Resources & Income Trus
 cr GAMCO Natural Resources, Gold & Income Trust
 intp Halliburton Atlantic Limited
 intp Halliburton Overseas Limited-Sucursal de Angola
 fa Houlihan Lokey Capital, Inc.
 cr INTECSEA, Inc.
 cr J. Joseph Consulting, Inc.
 intp LLOG Exploration Offshore, L.L.C., c/o Jones Walker
 intp Navitas Petroleum US, LLC, C/O Jones Walker
 cr Nexen Petroleum Offshore U.S.A. Inc.
 cr Nexen Petroleum U.S.A. Inc.
 cr Riverstone Holdings LLC
 cr Rowan Companies, Inc.
 intp ShenHai LLC, Jones Walker
 cr Sjunde AP-Fonden
 cr Spring Branch Independent School District
 cr St. Lucie County Fire District Firefighters Pensio
 intp TGS Canada Corp. f/k/a Arcis Seismic Solutions Cor
 intp TGS-NOPEC Geophysical Company (successor in intere
 intp TGS-NOPEC Geophysical Company ASA
 intp TOTAL E&P USA, INC.

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***** BYPASSED RECIPIENTS (continued) *****

cr The Goldman Sachs Group, Inc.
 intp United States Of America
 cr Universal Investment Gesellschaft m.b.H.
 cr Wells Fargo Bank, National Association
 intp WesternGeco Seismic Holdings Limited
 cr WesternGeco, L.L.C.
 intp Whitton Petroleum Services Limited
 cr Wilmington Trust, National Association, as Indentu

TOTALS: 42, * 0, ## 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
 USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jul 15, 2018

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on July 13, 2018 at the address(es) listed below:

Adam Carlis on behalf of Debtor Cobalt International Energy, Inc. acarlis@susmangodfrey.com,
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 Adam Carlis on behalf of Debtor Cobalt GOM #1 LLC acarlis@susmangodfrey.com,
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 Adam Carlis on behalf of Debtor Cobalt International Energy GP, LLC
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 Adam Carlis on behalf of Debtor Cobalt GOM LLC acarlis@susmangodfrey.com,
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 Adam Carlis on behalf of Debtor Cobalt GOM #2 LLC acarlis@susmangodfrey.com,
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 Andrew A Braun on behalf of Creditor WesternGeco, L.L.C. abraun@glllaw.com
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 abraun@glllaw.com
 Andrew A Braun on behalf of Interested Party TGS-NOPEC Geophysical Company (successor in
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 Andrew Douglas Warner on behalf of Interested Party United States Of America
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 Andrew Douglas Warner on behalf of Interested Party Department Of Justice
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 Andrew J Entwistle on behalf of Defendant GAMCO Global Gold, Natural Resources & Income Trust
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The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

Andrew J Entwistle on behalf of Defendant GAMCO Natural Resources, Gold & Income Trust
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David R. Stickney on behalf of Creditor Sjunde AP-Fonden david@blbglaw.com,
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Jonathan D. Uslaner on behalf of Creditor Universal Investment Gesellschaft m.b.H. jonathanu@blbglaw.com
Jonathan D. Uslaner on behalf of Defendant Sjunde AP-Fonden jonathanu@blbglaw.com

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The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

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Joseph E Bain on behalf of Interested Party ShenHai LLC
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Joseph E Bain on behalf of Interested Party Navitas Petroleum US, LLC
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Kourtney Pickens Lyda on behalf of Interested Party Halliburton Overseas Limited-Sucursal de Angola
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Total Noticed: 71

Date Rcvd: Jul 13, 2018

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

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Zack A Clement	on behalf of Plaintiff	Cobalt GOM #1 LLC zack.clement@icloud.com
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Zack A Clement	on behalf of Plaintiff	Cobalt International Energy GP, LLC
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Zack A Clement	on behalf of Plaintiff	Cobalt GOM LLC zack.clement@icloud.com
Zack A Clement	on behalf of Attorney	Zack A. Clement PLLC zack.clement@icloud.com
TOTAL: 218		