



ENTERED
11/01/2018

**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> ,)	Case No. 17-36709 (MI)
)	
Reorganized Debtors.)	(Jointly Administered)
)	
)	Re: Docket Nos. 300, 784

**ORDER GRANTING EXPEDITED MOTION OF NADER TAVAKOLI, ACTING
SOLELY AS PLAN ADMINISTRATOR, FOR ENTRY OF ORDER (I) APPROVING
SETTLEMENT WITH WHITTON PETROLEUM SERVICES, LIMITED PURSUANT
TO BANKRUPTCY RULE 9019 AND (II) AUTHORIZING PLAN ADMINISTRATOR
TO TRANSFER AND DISTRIBUTE FUNDS IN FURTHERANCE OF SETTLEMENT**

[Relates to Docket No. ____]

Upon the Expedited *Motion of Nader Tavakoli, Acting Solely as Plan Administrator, for Entry of Order (I) Approving Settlement with Whitton Petroleum Services, Ltd. Pursuant to Bankruptcy Rule 9019, and (II) Authorizing Authority to Transfer and Distribute Funds in Furtherance of Settlement* (the "Motion");¹ and upon consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. §§ 157; and this Court having jurisdiction pursuant to 28 U.S.C. § 1334; and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and it appearing that no other or further notice need be provided; and the Court having determined that there exists just cause for the relief granted herein on an expedited basis; and the Court finding that the Whitton Settlement is fair and equitable and in the best interests of the Debtors'

¹ Unless otherwise indicated, all capitalized terms in this Order shall have the same meaning as ascribed to them in the Motion.



estates and their creditors and should be approved, and finding that the Whitton Settlement is the product of arm's-length bargaining; and upon the record of any hearing before the Court, and any responses to the Motion having been withdrawn, resolved, or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED that:

1. The Motion is GRANTED as set forth herein.
2. The Whitton Settlement and the Settlement Agreement attached to the Motion as Exhibit A, satisfies the standards of Bankruptcy Rule 9019 and are hereby approved in all respects.
3. The Whitton Settlement and the Settlement Agreement shall be in full and final settlement of any and all Claims, and upon the Effective Date (as defined in the Settlement Agreement), neither Whitton nor any other entity shall (nor cause or permit any affiliate to) commence, pursue, or continue in any manner any claim, action, or other proceeding on account of the Claims, the ORA, or the relationship between Whitton and the Debtors, against assets of any of the Debtors or their subsidiaries.
4. Without limiting any other provision of this Order or the Settlement Agreement, the mutual release set forth in Paragraph 4 of the Settlement Agreement is approved. Except as provided to the contrary in this Order or the Settlement Agreement, the releases, injunctions, exculpations and related provisions set forth in Article VIII of the Plan will remain in full force and effect and will govern any and all claims of Whitton against the Debtors and any of the Released Parties (as defined in the Plan).
5. The Plan Administrator is authorized to transfer \$15,200,000.00 of the remaining Sonangol Settlement Proceeds in the Segregated Account to the Plan Administrator Account.

6. The Plan Administrator is further authorized to distribute \$15,200,000.00 from the Plan Administrator Account to Whitton in furtherance of the Settlement Agreement.

7. The balance remaining in the Segregated Account plus accrued interest shall remain in the Segregated Account and may only be transferred or distributed by the Plan Administrator pursuant to further Order of this Court.

8. This Order shall not alter, amend, modify, or otherwise affect the rights and obligations of any other party in interest under the Plan.

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

10. The Court retains jurisdiction with respect to all matters arising from or related to the Whitton Settlement, including all claims among the settling parties resolved thereby, and the interpretation, implementation, and enforcement of this Order.

Dated: 11-1, 2018
Houston, Texas



THE HONORABLE MARVIN ISGUR
UNITED STATES BANKRUPTCY JUDGE

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: rcas
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Date Rcvd: Nov 02, 2018

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Nov 04, 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,
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Los Angeles, CA 90067-4003
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aty +Beth E. Levine, Pachulski Stang et al, 780 Third Ave., 34th Fl.,
New York, NY 10017-2024
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 +Charles Platt, Wilmer Cutler et al, 7 World Trade Center, 250 Greenwich St.,
New York, NY 10007-2140
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aty +George T. Conway, III, Wachtell Lipton et al, 51 West 52nd St., New York, NY 10019-6150
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aty +Hugh Keenan Murtagh, Latham & Watkins LLP, 885 Third Ave., New York, NY 10022-4874
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13th Floor, Los Angeles, CA 90067-4003
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aty +Paul Vizcarrondo, Wachtell, Lipton, Rosen & Katz, 51 W 52nd St, New York, NY 10019-6150
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New Orleans, LA 70163-1800
aty +Stacy Pepper, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, IL 60654-5412
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1201 Louisiana Street, 28th Floor, Houston, TX 77002-5607
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,
701 Poydras Street, 701 Poydras Street, New Orleans, LA 70139-7756
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
sp +Baker Botts L.L.P., 2001 Ross Avenue, Dallas, TX 75201-2980
cr Baker Hughes, a GE Company, LLC, P O Box 4740, Houston, TX 77210-4740

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Date Rcvd: Nov 02, 2018

intp +Department Of Justice, Department of Justice - Civil Division, P.O Box 875,
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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,
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crcm +Official Committee of Unsecured Creditors, Snow Spence Green LLP, 2929 Allen Parkway,
Suite 2800, Houston, TX 77019-7125

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.

intp +E-mail/Text: bankruptcynoticeschr@sec.gov Nov 02 2018 20:53:22
Angela Dodd United States Securities & Exchange Co, 175 W. Jackson Blvd., Suite 1450,
Chicago, IL 60604-2710

cr E-mail/Text: houston_bankruptcy@LGBS.com Nov 02 2018 20:53:26 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 Nov 02 2018 20:52:33
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 Nov 02 2018 20:53:26 Harris County,
Linebarger Goggan Blair & Sampson LLP, c/o Tara L. Grundemeier, P.O. Box 3064,
Houston, TX 77253-3064

TOTAL: 4

***** 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 A Walker

cr Chevron U.S.A. Inc.

cr ConocoPhillips Company

intp Consorcio WesternGeco 176-99

cr Dril-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

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

intp TGS-NOPEC Geophysical Company ASA
 intp TOTAL E&P USA, INC.
 cr The Goldman Sachs Group, Inc.
 intp United States Of America
 cr Universal Investment Gesellschaft m.b.H.
 cr Weatherford Laboratories, Inc.
 cr Wells Fargo Bank, National Association
 intp WesternGeco Seismic Holdings Limited
 cr WesternGenco, L.L.C.
 intp Whitton Petroleum Services Limited
 cr Wilmington Trust, National Association, as Indentu

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Addresses marked '#' were identified by the USPS National Change of Address system as requiring an update.
 While the notice was still deliverable, the notice recipient was advised to update its address with the court immediately.

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: Nov 04, 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 November 1, 2018 at the address(es) listed below:
 NONE.

TOTAL: 0