



ENTERED
11/06/2018

**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)

**STIPULATION AND AGREED ORDER RESOLVING PROOFS OF CLAIM
NOS. 393, 394, 395, 396, 397, AND 398 FILED BY JAMES W. FARNSWORTH**

This stipulation and agreed order (the “Stipulation and Agreed Order”) is made by and between Nader Tavakoli, solely in his capacity as Lead Member and Chairman of the Plan Administrator Committee of Cobalt International Energy, Inc., *et al.* (the “Plan Administrator”) and James W. Farnsworth (“Claimant,” and together with the Plan Administrator, the “Parties”).

WHEREAS, on December 14, 2017 (the “Petition Date”), Cobalt International Energy, Inc. (“Cobalt Inc.”) and certain of its affiliates (collectively, the “Debtors,” and after the Effective Date, the “Reorganized Debtors”) filed voluntary petitions for relief in this Court under chapter 11 of title 11 of the United States Code;

WHEREAS, on February 22, 2018, the Court entered an order [Docket No. 469], which, among other things, established March 19, 2018 at 5:00 p.m. prevailing Central Time as the deadline for all non-governmental entities holding or wishing to assert a “claim” (as defined in

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: 945 Bunker Hill Road, Suite 625, Houston, TX 77024.



section 101(5) of the Bankruptcy Code) against any of the Debtors that arose before the Petition Date to file a proof of such claim in writing;

WHEREAS, on March 19, 2018, Claimant filed *Proof of Claim No. 395* against Cobalt Inc. (the “Cobalt Inc. Claim”) in an unliquidated amount as well as *Proofs of Claim Nos. 393, 394, 396, 397, and 398* against each of Cobalt Inc.’s debtor affiliates (collectively, the “Subsidiary Debtor Claims,” and together with the Cobalt Inc. Claim, the “Claims”) in an unliquidated amount;

WHEREAS, each of the Claims asserts the following claims:

- a. a contractual right to indemnity obligations and advancement of defense fees and expenses (the “Indemnity Portion”); and
- b. a contractual right to receive a lump sum payment in the amount of \$300,000.00 from Cobalt International Energy, Inc. (the “Contract Portion”)²;

WHEREAS, on April 5, 2018, the Court entered 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* [Docket No. 784], which fourth amended plan of reorganization is attached to the Confirmation Order as Exhibit A (the “Plan”);

WHEREAS, on April 10, 2018, the effective date of the Plan occurred;

WHEREAS, among other things, the Plan provides:

[O]n and after the Effective Date, the Plan Administrator shall have the sole authority: (1) to File, withdraw, or litigate to judgment objections to Claims or Interests; (2) to settle or compromise any Disputed Claim or Disputed Interest without any further notice to or action, Order, or approval by the Bankruptcy Court; and (3) to administer and adjust the Claims Register to reflect any such settlements or compromises without

² Claimant is represented by Baker Botts LLP on the Indemnity Portion of each of the Claims, and, during prior discussions concerning the D&O Stipulation and Agreed Order, Claimant’s counsel informed counsel for the Plan Administrator that it did not represent Claimant with respect to the Contract Portion of each of the Claims and that it was not aware of any counsel representing Claimant with respect to the Contract Portion of each of the Claims.

any further notice to or action, Order, or approval by the Bankruptcy Court.

Plan Art. VII.B;

WHEREAS, on July 10, 2018, the Court entered its *Stipulation and Agreed Order Resolving Proofs of Claim Filed by Former Directors and Officers* [Dkt. No. 981] (the “D&O Stipulation and Agreed Order”);

WHEREAS, pursuant to the D&O Stipulation and Agreed Order, (a) the Claims were allowed in the amount of \$0.00 for distribution purposes solely with respect to the Indemnity Portion of each of the Claims; (b) the Contract Portion of each of the Claims remained unaffected by the D&O Stipulation and Agreed Order; and (c) the Plan Administrator reserved all rights to object to the Claims (other than with respect to the Indemnity Portion of the Claims) on any substantive or procedural grounds whatsoever;

WHEREAS, the D&O Stipulation and Agreed Order fully and finally resolved the Indemnity Portion of each of the Claims; and

WHEREAS, as a result of discussions between the Parties concerning the Claims, the Parties have reached an agreement resolving the remaining Contract Portion of each of the Claims, as set forth herein.

NOW, THEREFORE, in consideration of the foregoing recitals, which are incorporated into this Stipulation and Agreed Order, the Parties hereby stipulate and agree as follows:

1. The Contract Portion of the Cobalt Inc. Claim is hereby allowed as a Class 6 general unsecured claim in the amount of \$300,000.00.
2. The Contract Portion of each of the Subsidiary Debtor Claims is hereby withdrawn with prejudice.

3. Except as otherwise provided herein with respect to the Contract Portion of the Cobalt Inc. Claim, Claimant shall not seek or be entitled to any other or further recoveries on account of the Claims from the Debtors, their estates, the Reorganized Debtors, the Plan Administrator, and their respective assets and properties.

4. Kurtzman Carson Consultants, LLC, as the Debtors' Claims, Noticing and Solicitation Agent, and the Clerk of the Court are authorized to take all necessary actions to effectuate the relief granted in this Order.

IT IS SO ORDERED.

Signed: November 05, 2018



Marvin Isgur
United States Bankruptcy Judge

GREENBERG TRAURIG, LLP

By: /s/ David R. Eastlake
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Houston, Texas 77002
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Counsel for Nader Tavakoli, solely in his capacity as the Lead Member and Chairman of the Plan Administrator Committee of Cobalt International Energy, Inc., et al.

/s/ James W. Farnsworth
James W. Farnsworth

Pro Se with respect to the Contract Portion of each of the Claims

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on November 1, 2018, a true and correct copy of the foregoing was electronically filed with the Clerk of the United States Bankruptcy Court for the Southern District of Texas, and was served upon the parties eligible to receive notice through the Court's ECF facilities by electronic mail.

/s/ David R. Eastlake

David R. Eastlake

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
Form ID: pdf002

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Total Noticed: 71

Date Rcvd: Nov 06, 2018

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Nov 08, 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
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Houston, TX 77024-2649
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Houston, TX 77024-2649
aty +Alan J. Kornfeld, Pachulski Stang et al., 10100 Santa Monica Blvd., 13th Floor,
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.,
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,
Washington, DC 20006-2236
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.,
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
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.,
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Chicago, IL 60654-5412
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,
13th Floor, Los Angeles, CA 90067-4003
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Chicago, IL 60654-3427
aty +Laura E. Krucks, Kirkland & Ellis LP, 300 North LaSalle, Chicago, IL 60654-5412
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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
aty +Matthew Ziegler, Morgan Lewis & Bockius LLP, 101 Park Avenue, New York, NY 10178-0060
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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New Orleans, LA 70163-1800
aty +Stacy Pepper, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, IL 60654-5412
aty +Steven Cox, Burns Charest LLP, 900 Jackson St., Ste. 500, Dallas, TX 75202-4406
aty +Weatherford International, LLC, Hughes Watters Askanase, Total Plaza,
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
intp +Angela Dodd United States Securities & Exchange Co, 175 W. Jackson Blvd., Suite 1450,
Chicago, IL 60604-2710

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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
 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 77019-7125
 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.

cr E-mail/Text: houston_bankruptcy@LGBS.com Nov 06 2018 22:31:23 Cypress-Fairbanks ISD,
 Linebarger Goggan Blair & Sampson LLP, c/o Tara L. Grundemeier, Post Office Box 3064,
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 intp +E-mail/Text: ddeems@thecclarogroup.com Nov 06 2018 22:29:18
 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 06 2018 22:31:23 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 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
 intp TGS-NOPEC Geophysical Company ASA

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

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

TOTALS: 43, * 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.

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 08, 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 6, 2018 at the address(es) listed below:
 NONE.

TOTAL: 0