



ENTERED
12/21/2018

**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 REGARDING PROOFS OF CLAIM
NOS. 11, 14, 15 AND 16 FILED BY LOUISIANA DEPARTMENT OF REVENUE**

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 the Louisiana Department of Revenue (“Claimant” and together with the Plan Administrator, the “Parties”).

WHEREAS, on December 14, 2017 (the “Petition Date”), Cobalt International Energy, 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 February 6, 2018, the Claimant filed *Proof of Claim No. 11* against Cobalt International Energy GP, LLC, asserting a general unsecured claim in the amount of \$898.89 and an administrative priority claim in the amount of \$1,273.16;

WHEREAS, on March 1, 2018, Claimant filed *Proof of Claim No. 14* against Cobalt GOM #1 LLC, asserting an administrative priority claim in the amount of \$1,000;

WHEREAS, on March 1, 2018, Claimant filed *Proof of Claim No. 15* against Cobalt International Energy, Inc., asserting an administrative priority claim in the amount of \$20,000;

WHEREAS, on March 1, 2018, Claimant filed *Proof of Claim No. 16* (together with *Proofs of Claim Nos. 11, 14, and 15*, the “Claims”) against Cobalt International Energy GP, LLC, asserting an administrative priority claim in the amount of \$1,000;

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

Plan Art. VII.B;

WHEREAS, on September 13, 2018, the Plan Administrator filed his *Objection to Proofs of Claim Nos. 11, 14, 15, & 16 Filed by Louisiana Department of Revenue* [Dkt. No. 1051] (the “Objection”), wherein the Plan Administrator objected to and sought disallowance and expungement of the Claims filed by Claimant on the basis that the Debtors had no liability for such Claims;

WHEREAS, Proof of Claim No. 11 was based on the estimated pre-Petition Date tax liabilities of Cobalt International Energy GP, LLC (formerly CIP GP Corp) for tax returns believed to be due as of the date of the filing of the Proof of Claim No. 11;

WHEREAS, Proof of Claim No. 16 was based on the estimated post-Petition Date tax liabilities of Cobalt International Energy GP, LLC (formerly CIP GP Corp) for tax returns believed to be due as of the date of the filing of the Claim;

WHEREAS, based on review of documentation provided by the Debtors it was determined by the Louisiana Department of Revenue that returns for the tax periods 12/31/2012 through 12/31/2017 were not due by Cobalt International Energy GP, LLC (formerly CIP GP Corp);

WHEREAS, the Louisiana Department of Revenue’s Proofs of Claim Nos. 14 (Cobalt GOM #1 LLC) and 15 (Cobalt International Energy, Inc.) were based on the estimated tax liabilities of the Debtors for tax post-petition returns which had not been filed for the administrative filing period 12/31/2017 as of the date of filing of the Proof of Claim Nos. 14 and 15;

WHEREAS, on November 13, 2018, the Cobalt GOM #1 LLC and Cobalt International Energy, Inc. filed the tax returns due for the administrative filing period 12/31/2017;

WHEREAS, the tax returns filed by Cobalt GOM #1 LLC and Cobalt International Energy, Inc. on November 13, 2018 for the tax period 12/31/2017 reflect no liabilities due by the Debtors to Claimant;

WHEREAS, the time frame for the Internal Revenue Service and the Louisiana Department of Revenue to audit the 12/31/2017 tax period for Cobalt GOM #1 LLC and Cobalt International Energy, Inc. has not elapsed and will not elapse for several years; and

WHEREAS, the Parties agree that any federal audit adjustments may affect the amount of state tax due for the 12/31/2017 tax period for the respective Debtors included on Proof of Claim Nos. 14 and 15.

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. Proofs of Claim Nos. 11 and 16 filed by Claimant are hereby withdrawn with prejudice.
2. Proof of Claims Nos. 14 and 15 filed by Claimant are hereby withdrawn without prejudice.
3. Effective upon entry of this Stipulation and Agreed Order, the Plan Administrator withdraws his Objection with respect to the Claims filed by Claimant without prejudice as to Proofs of Claim Nos. 14 and 15.
4. Claimant shall not be entitled to seek any recoveries on account of its Proofs of Claim Nos. 11 and 16 from the Debtors, the Reorganized Debtors, the Estates and the Plan Administrator, and their respective assets and properties.
5. Claimant shall be entitled to audit and assess Cobalt GOM #1 LLC and Cobalt International Energy, Inc. and to seek any recoveries on account of the tax periods included

within its Proofs of Claim Nos. 14 and 15 in the ordinary course of business pursuant to La. Rev. Stat. Ann. § 47:1561, *et seq.* from the Debtors, the Reorganized Debtors, the Estates and their respective assets and properties; provided, however, that the Debtors, the Reorganized Debtors and the Estates reserve and preserve all rights under any applicable federal, state or local law or in equity to dispute or otherwise contest any future assessment and/or attempt to seek recoveries on account of the tax periods included within Proofs of Claim Nos. 14 and 15; provided further, however, that the Plan Administrator, on behalf of the Debtors, the Reorganized Debtors and the Estates, reserves and preserves the right to object to any future proofs of claim (including any amended proofs of claim) filed by Claimant on account of the tax periods included within Proofs of Claim Nos. 14 and 15 irrespective of whether the Claim Objection Deadline (as defined in the Plan) established in these chapter 11 cases has passed.

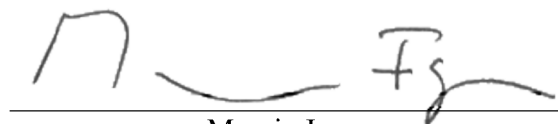
6. In the event of such adjustment of the federal returns of Cobalt GOM #1 LLC and/or Cobalt International Energy, Inc. by the Department of the Treasury, Internal Revenue Service, these Debtors shall comply with Louisiana law and file amended returns within the time required and/or the Louisiana Department of Revenue shall be entitled to assess for any resulting tax deficiency in accordance with Louisiana law; specifically, the Louisiana Department of Revenue shall provide Cobalt GOM #1, LLC and Cobalt International Energy, Inc. with any process due under La. Rev. Stat. Ann. § 47:1561, *et seq.*; and the remedies to which Cobalt GOM #1, LLC and Cobalt International Energy, Inc. may be entitled shall be limited to those provided within La. Rev. Stat. Ann. § 47:1561, *et seq.*; provided, however, that the Plan Administrator, on behalf of the Debtors, the Reorganized Debtors and the Estates, reserves and preserves all rights under any applicable federal, state or local law or in equity to dispute or

otherwise contest any future assessment and/or attempt by Claimant to seek recoveries on such assessment.

7. 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: December 21, 2018


Marvin Isgur
United States Bankruptcy Judge

STIPULATED AND AGREED TO BY:

GREENBERG TRAURIG, LLP

By: /s/ David R. Eastlake
Shari L. Heyen
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HeyenS@gtlaw.com
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Texas State Bar No. 24074165
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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.

LOUISIANA DEPARTMENT OF REVENUE

By: /s/ Florence Bonaccorso-Saenz
Florence Bonaccorso-Saenz
Senior Bankruptcy Counsel
Litigation Division
Louisiana Department of Revenue
617 N. Third Street, Office 780
Baton Rouge, LA 70803
Telephone: 225-219-2083
Facsimile: 225-231-6235
Florence.Saenz@la.gov

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on December 19, 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
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Total Noticed: 71

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Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Dec 23, 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
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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
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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,
Washington, DC 20006-2236
aty +Carrie M. Reilly, Wachtell Lipton et al, 51 W. 52nd St., New York, NY 10019-6150
aty +Charles C Platt, Wilmer Cutler et al, 7 World Trade Center, 250 Greenwich St.,
New York, NY 10007-2140
aty +Christopher R Harris, 1805 Mercury Way, Sacramento, CA 95864-1707
aty +David S Cohen, Milbank Tweed Hadley And McCloy LLP, 1850 K Street NW, Ste 1100,
Washington, DC 20006-2236
aty +Delos E. Flint, Jr., Lugenbuhl, Wheaton, Peck, Rankin, Hubbar, 601 Poydras Street,
Suite 2775, New Orleans, LA 70130-6041
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aty +Eric K. Stodola, Milbank Tweed et al, 28 Liberty St., New York, NY 10005-1413
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,
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
aty +Joseph C. Celentino, Wechtell Lipton et al, 51 W. 52nd St., New York, NY 10019-6150
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New York, NY 10171-2301
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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
aty +Marc Kieselstein, Kirkland & Ellis, 300 North LaSalle, Chicago, IL 60654-5412
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
aty +Robert J. Feinstein, Pachulski Stang et al, 780 Third Ave., 34th Fl.,
New York, NY 10017-2024
aty +Rosalind G. Wolf, Slattery Marino & Roberts, 1100 Poydras Street, Suite 1800,
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 Dec 21 2018 22:13:00 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@thelclarogroup.com Dec 21 2018 22:11:48
 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 Dec 21 2018 22:13:00 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
 cr MarbleRidge Capital LP
 intp Navitas Petroleum US, LLC, C/O Jones Walker
 cr Nexen Petroleum Offshore U.S.A. Inc.
 cr Nexen Petroleum U.S.A. Inc.
 intp Patricia B Tomasco
 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

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

intp TGS-NOPEC Geophysical Company (successor in intere
 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

TOTALS: 45, * 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: Dec 23, 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 December 21, 2018 at the address(es) listed below:
 NONE.

TOTAL: 0