



ENTERED
12/21/2018

**.IN THE BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
)	
COBALT INTERNATIONAL ENERGY, INC., <i>et</i>)	Case No. 17-36709 (MI)
<i>al.</i> ¹)	
)	(Jointly Administered)
Reorganized Debtors.)	
)	

**AGREED ORDER GRANTING MOTION OF NADER TAVAKOLI, ACTING SOLELY
AS PLAN ADMINISTRATOR, FOR ENTRY OF AN ORDER AUTHORIZING PLAN
ADMINISTRATOR TO TRANSFER AND DISTRIBUTE FUNDS IN FURTHERANCE
OF THE PLAN**

[Relates to Docket Nos. 1195, 1208, 1209, 1210 and 1211]

The Court has considered the *Motion of Nader Tavakoli, Acting Solely as Plan Administrator, for Entry of an Order Authorizing Plan Administrator to Transfer and Distribute Funds in Furtherance of the Plan* (the “Motion”),² the response filed by Halliburton Atlantic Limited and Halliburton Overseas Limited-Sucursal de Angola (together, the “Halliburton Entities”), the joinder (as amended) filed by U.S. Bank National Association, as Second Lien Indenture Trustee (the “Second Lien Indenture Trustee”), and the response filed by Marble Ridge Capital LP; and upon consideration of the Motion, the agreement of the foregoing parties evidenced herein, 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

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).

² Unless otherwise indicated, all capitalized terms in this Order shall have the same meaning as ascribed to them in the Motion.



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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relief granted herein; and upon the record of the hearing before the Court, and any responses to the Motion having been withdrawn, resolved, or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED that:

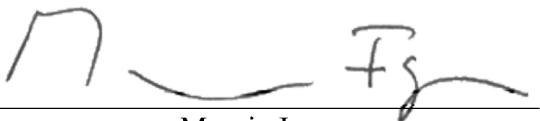
1. The Motion is GRANTED as set forth herein.
2. The Plan Administrator is authorized, but not directed, to transfer up to \$120,000,000.00 of the Sonangol Settlement Proceeds in the Segregated Account to the Plan Administrator Account.
3. The Second Lien Indenture Trustee is directed to distribute \$6,000,000.00 of the Trustee Reserve (as defined in the Joinder) held by the Second Lien Indenture Trustee pursuant to the Confirmation Order to the Holders of the Allowed Second Lien Notes Claims contemporaneously with the distribution of any Sonangol Settlement Proceeds the Second Lien Indenture Trustee receives from the Plan Administrator.
4. The balance remaining in the Segregated Account plus accrued interest shall remain in the Segregated Account and may only be transferred by the Plan Administrator pursuant to further Order of this Court; *provided however*, that, subject to the reservation of rights set forth in paragraph 5 herein, \$2 million shall remain in the Segregated Account for the payment of a settlement or an award, if any, in the arbitration proceedings (the “Arbitration”) initiated by the Halliburton Entities against CIE Angola Block 20 Ltd. and CIE Angola Block 21 Ltd. (together, the “Cobalt Parties”). Upon such resolution, the \$2 million may only be transferred upon further order of this Court.

5. This Order shall not alter, amend, modify, expand, restrict or otherwise affect the rights, obligations and remedies of: (a) any party under the Plan; (b) the Confirmation Order, or (c) the Halliburton Entities or the Cobalt Parties with respect to any claim or defense that has been or may asserted in the Arbitration it being expressly understood and agreed that the Halliburton Entities assert a claim against the Cobalt Parties in amount of not less than \$1,116,091.93, plus interest, fees, costs and expenses and that the Cobalt Parties assert a claim against Halliburton in amount of not less than \$1,714,920.69, plus interest, fees, costs and expenses. Neither the Halliburton Entities nor the Cobalt Parties shall present, disclose, offer into evidence or otherwise discuss this Order or the terms hereof in the Arbitration or to any of the arbitrators of such proceeding. Nothing in this Order shall constitute an admission of liability in any proceeding or limit any of the rights, defenses or remedies of the Plan Administrator or the Cobalt Parties with respect to any claims asserted by the Halliburton Entities and all such rights, defenses and remedies are hereby reserved and preserved. The sole purpose of this paragraph is to preserve the status quo.

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

7. The Court shall retain jurisdiction over the matters set forth herein.

Signed: December 21, 2018



Marvin Isgur
United States Bankruptcy Judge

Agreed to, in form and substance:

GREENBERG TRAURIG, LLP

/s/ Shari L. Heyen

Shari L. Heyen
Texas State Bar No. 09564750
David R. Eastlake
Texas State Bar No. 24074165
1000 Louisiana Street, Suite 1700
Houston, Texas 77002

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.

WALLER LANSDEN DORTCH & DAVIS, LLP

/s/ David E. Lemke

David E. Lemke (admitted *pro hac vice*)
Tyler N. Layne (Federal ID No. 2639086)
511 Union Street, Suite 2700
Nashville, TN 37219

Counsel for U.S. Bank National Association, as Second Lien Indenture Trustee

HAYNES AND BOONE, LLP

/s/ Kourtney P. Lyda

Odean Volker
Texas State Bar No. 20607715
Henry Flores
Texas State Bar No. 00784062
Kourtney P. Lyda
Texas State Bar No. 24013330
1221 McKinney Street, Ste. 2100

Counsel for Halliburton Atlantic Limited and Halliburton Overseas Limited-Sucursal de Angola

HUNTON ANDREWS KURTH LLP

/s/ David A. Zdunkewicz

David A. Zdunkewicz
(Texas Bar No. 22253400)
600 Travis Street, Suite 4200
Houston, Texas 77002
Telephone: (713) 220-4200
Facsimile: (713) 220-4285
Email: dzdunkewicz@huntonak.com

Counsel for MarbleRidge Capital LP

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

Date Rcvd: Dec 21, 2018

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
db #+Cobalt International Energy, L.P., 920 Memorial City Way, Suite 100,
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 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
aty +Emil A. Kleinhans, Wachtell Lipton et al, 51 W. 52nd St., New York, NY 10019-6150
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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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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
aty +Joshua K. Porter, Entwistle & Cappucci LLP, 299 Park Ave., 20th Fl,
New York, NY 10171-2301
aty +Katherine Doorley, Akin Gump et al, 1333 New Hampshire Ave., N.W.,
Washington, DC 20036-1511
aty +Kevin D. Finger, Greenberg Traurig LLP, 77 West Wacker Dr., Ste. 3100,
Chicago, IL 60601-4904
aty +Kirkland & Ellis LLP and Kirkland & Ellis Internat, 300 North LaSalle,
Chicago, IL 60654-3427
aty +Laura E. Krucks, Kirkland & Ellis LP, 300 North LaSalle, Chicago, IL 60654-5412
aty +Laurien Lifland, Wilmer Cutler et al, 7 World Trade Center, 250 Greenwich St.,
New York, NY 10007-2140
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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Total Noticed: 71

Date Rcvd: Dec 21, 2018

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 22:12:59 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@thecclarogroup.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 22:12:59 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