

**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 DESTRUCTION OF ALL
SEISMIC DATA LICENSED AND ALL DERIVATIVE PRODUCTS THEREOF AND
RESOLVING PROOFS OF CLAIM NOS. 285 AND 287 FILED BY TGS ENTITIES AND
WESTERNGECO, RESPECTIVELY**

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”), on the one hand, and TGS Entities² and WesternGeco³ (collectively, the “Licensors,” and together with the Plan Administrator, the “Parties”), on the other hand.

WHEREAS, Cobalt International Energy, L.P. (“Cobalt L.P.”) had previously licensed certain Geophysical Data, well data, and other proprietary data and materials, from TGS Entities under Master License Agreement No. HL1105-005 for Geophysical Data, dated December 27,

¹ The Reorganized Debtors in the Chapter 11 Cases, along with the last four digits of each 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 “TGS Entities” collectively refers to TGS-NOPEC Geophysical Co. ASA and its wholly-owned subsidiaries, TGS-NOPEC Geophysical Co., successor to TGS-NOPEC Geophysical Company L.P., A2D Technologies, Inc., successor to A2D LP, and TGS Canada Corp.

³ “WesternGeco” collectively refers to WesternGeco, LLC and its affiliates, WesternGeco Seismic Holdings Ltd., WesternGeco Servicios de Sismica Ltd. and its consorcio 176-99 partner Southern WesternGeco SRL, sometimes known as Consorcio WesternGeco 176-99.

2005, Master License Agreement for Geophysical Data, dated December 18, 2006, the LOG-Line Plus!® Operating Agreement, and the Computer Software Master License Agreement, as well as any and all supplements, supplementary agreements, addenda, product schedules, purchase orders and amendments thereof or relating thereto (collectively, the “TGS Executory Contracts”);

WHEREAS, Cobalt L.P. had previously licensed certain Multiclient Seismic Data from WesternGeco under Master License Agreement for Multiclient Seismic Data, dated December 27, 2005, Master License Agreement for Geophysical Data, dated December 18, 2006, and Master License Agreement for Multiclient Seismic Data, dated December 28, 2006, as well as any and all supplements, supplementary agreements, addenda, product schedules, purchase orders and amendments thereof or relating thereto (collectively, the “WG Executory Contracts”);

WHEREAS, on December 14, 2017 (the “Petition Date”), Cobalt International Energy, Inc. and certain of its affiliates, including Cobalt L.P. (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 section 101(5) of the Bankruptcy Code) against any of the Debtors that arose before the Petition Date to file a proof of claim in writing;

WHEREAS, on March 19, 2018, TGS Entities and WesternGeco filed, respectively, *Proofs of Claim Nos. 285 and 287* against Cobalt L.P. in unliquidated amounts;

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] (the “Confirmation Order”), which among other things provided, in Paragraphs 176 and 177, that the WG and TGS Executory Contracts, respectively, were rejected and terminated and that within ninety (90) days of the Effective Date, which occurred on April 10, 2018, the Reorganized Debtors or Plan Administrator shall return, or cause to be returned, to the respective Licensors, or destroy or cause to be destroyed, all licensed seismic data, derivative products thereof, well or other data, associated software, and intellectual property (the “Seismic and Other Materials”) licensed to one or more of the Debtors pursuant to and in accordance with the terms of the TGS and WG Executory Contracts, including but not limited to such Seismic and Other Materials in the Reorganized Debtors’ storage and archives systems, workstations, and geologic and geophysical prospect files;

WHEREAS, on or about July 16, 2018, the Reorganized Debtors returned certain physical seismic data to the respective Licensors in compliance with the Confirmation Order;

WHEREAS, the Plan Administrator now believes it is impracticable for the Reorganized Debtors to identify, review, and delete and destroy all Seismic and Other Materials that currently reside on the Reorganized Debtors’ electronic databases and networks by the deadline established in the Confirmation Order; and

WHEREAS, the Parties have reached an agreement regarding the deletion and destruction of all such Seismic and Other Materials and resolving *Proofs of Claim Nos. 285 and 287*, 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 Reorganized Debtors have not made, or allowed to be made, since the date of the Confirmation Order, and will continue not to make, or allow to make, any use (in any way) of

the Seismic and Other Materials subject to the TGS and WG Executory Contracts, without the prior written consent of the licensor thereof.

2. The Reorganized Debtors have not disclosed, shared, transferred, or assigned, and will continue not to disclose, share, transfer, or assign, to third parties the Seismic and Other Materials without the prior written consent of the licensor thereof.

3. Notwithstanding the TGS and WG Executory Contracts and the Confirmation Order, the Parties agree that in lieu of the deletion and destruction at this time of any licensed Seismic and Other Materials in electronic form contained in or on the Reorganized Debtors' storage and archives systems, workstations, computers, servers, peripherals, networks, and telecommunications equipment (collectively, the "Equipment"), the Reorganized Debtors shall continue to safeguard and prevent the use, disclosure, sharing, transfer, and assignment of such Seismic and Other Materials on their systems and in their Equipment, as provided herein, until the entry of an order by this Court closing the bankruptcy case of Cobalt L.P., whereupon, all such Seismic and Other Materials in electronic form shall be promptly (but in no event more than 30 days) deleted and destroyed unless otherwise agreed to in writing by the licensor thereof. Further, within thirty (30) days of the entry of such order, the Plan Administrator, on behalf of the Reorganized Debtors, shall certify in writing to TGS Entities and WesternGeco that he has caused such actions to be undertaken and completed.

4. In the event, prior to the closing of the Cobalt L.P. bankruptcy case, the Reorganized Debtors decide to sell, transfer, or otherwise dispose of some or all of the Equipment to a third party, the Plan Administrator, on behalf of the Reorganized Debtors, shall, unless otherwise agreed to in writing by the applicable licensor,: (i) provide TGS Entities and WesternGeco, through their counsel, written notice of such intention no less than fourteen (14)

days prior to any such sale, transfer or other disposition of some or all of the Equipment to a third party; (ii) cause such Seismic and Other Materials to be deleted and removed from the Equipment intended to be sold, transferred or otherwise disposed of or otherwise destroyed; and (iii) provide a certification to counsel for TGS Entities and WesternGeco that the Seismic and Other Materials contained in or on such Equipment has been deleted and removed or otherwise destroyed at least two (2) business days prior to such sale, transfer or other disposition of some or all of the Equipment to a third party.

5. Notwithstanding anything to the contrary herein, the Plan Administrator, on behalf of non-Debtor subsidiaries Cobalt International Energy Angola Ltd., CIE Angola Block 9 Ltd., CIE Angola Block 20 Ltd. and CIE Angola Block 21 Ltd. (collectively, the “Angolan Subsidiaries”), is authorized to transfer to Sonangol, the state oil and gas company of the Republic of Angola⁴, all Seismic and Other Materials licensed by WesternGeco to any of the Angolan Subsidiaries.

6. *Proofs of Claim Nos. 285 and 287* filed by the Licensors are hereby allowed in the amount of \$0.00 for distribution purposes only.

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.

Dated: _____, 2018

HONORABLE MARVIN ISGUR
UNITED STATES BANKRUPTCY JUDGE

⁴ “Sonangol” means parent company Sociedade Nacional de Combustiveis de Angola—Empresa Publica as well as Sonangol Pesquisa e Producao, S.A.

STIPULATED AND AGREED TO BY:

GREENBERG TRAURIG, LLP

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capacity as Lead Member and Chairman of
the Plan Administrator Committee of Cobalt
International Energy, Inc., et al.*

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Counsel for TGS Entities and WesternGeco

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on December 24, 2018, I caused a copy of the foregoing document to be served on all parties eligible to receive service through the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas by electronic mail.

/s/ David R. Eastlake
David R. Eastlake