Case 17-36709 Document 1231

IN THE UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF TEXAS

HOUSTON DIVISION

	Date Filed: 12/30/2018
	Court
OURT	Southern - Vet
AS	ENTERED 12/28/2018
	12/28/2018

In re:) Chapter 11
COBALT INTERNATIONAL ENERGY, INC., et al., 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 "<u>TGS Entities</u>" 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 Servicos 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 "<u>Petition Date</u>"), Cobalt International Energy, Inc. and certain of its affiliates, including Cobalt L.P. (collectively, the "<u>Debtors</u>," and after the Effective Date, the "<u>Reorganized Debtors</u>"), 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.

Signed: December 28, 2018

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.

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STIPULATED AND AGREED TO BY:

GREENBERG TRAURIG, LLP

/s/ David R. Eastlake

Shari L. Heyen (SBN 09564750)

HeyenS@gtlaw.com

David R. Eastlake (SBN 24074165)

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Telephone: (713) 374-3500 Facsimile: (713) 374-3505

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.

GIEGER, LABORDE & LAPEROUSE, LLC

/s/ Andrew A. Braun

Andrew A. Braun (TBN 24061558)

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Telephone: (504) 561-0400

Facsimile: (504) 561-0100

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

Case 17-36709 Document 1231 Filed in TXSB on 12/30/18 Page 7 of 9

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 Page 1 of 3 Date Rcvd: Dec 28, 2018 Form ID: pdf002 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 30, 2018.
                     +Cobalt GOM #1 LLC, 920 Memorial City Way, Suite 100, Houston, TX 77024-2649
+Cobalt GOM #2 LLC, 920 Memorial City Way, Suite 100, Houston, TX 77024-2649
+Cobalt GOM LLC, 920 Memorial City Way, Suite 100, Houston, TX 77024-2649
+Cobalt International Energy GP, LLC, 920 Memorial City Way, Suite 100,
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                    #+Cobalt International Energy GP, LLC,
                        Houston, TX 77024-2649
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                    #+Cobalt International Energy, Inc., 920 Memorial City Way, Suite 100,
                        Houston, TX 77024-2649
                    #+Cobalt International Energy, L.P., 920 Memorial City Way, Suite 100,
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                      +A2D Technologies, Inc., d/b/a TGS Geological Produ, c/o Andrew A Braun, Suite 4 701 Poydras Street, 701 Poydras Street, New Orleans, LA 70139-7756 +Ad Hoc First Lien Group, Weil, Gotshal & Manges LLP, 700 Louisiana, Suite 1700,
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                        Houston, TX 77002-2784
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                        Akin Gump Strauss Hauer & Feld LLP, 1700 Pacific Avenue,
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                         Dallas, TX 75201-4675
                      +Angela Dodd United States Securities & Exchange Co, 175 W. Jackson Blvd., Suite 1450,
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                        Chicago, IL 60604-2710
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                   +Baker Botts L.L.P., 2001 Ross Avenue, Dallas, TX /5201-2980
Baker Hughes, a GE Company, LLC, P O Box 4740, Houston, TX 77210-4740
+Department Of Justice, Department of Justice - Civil Division, P.O Box 875,
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                    +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
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                    Hall, Estill, et al., 320 South Boston Avenue, Suite 200, Tulsa, OK 7 +Discovery Producer Services, LLC, c/o Steven W. Soule and Dustin L. Perry,
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                    Hall, Estill, et al., 320 South Boston Avenue, Suite 200, Tulsa, OK 74103-3705 +EnVen Energy Ventures, LLC, c/o Paul J. Goodwine, Looper Goodwine P.C., 650 Poydras Street, Suite 2400, New Orleans, LA 70130-6171 +Eni Petroleum US LLC, 1200 Smith Street, Suite 1700, Houston, TX 77002-4372 +Equinor Gulf of Mexico LLC f/k/a Statoil of Mexico, 1050 K Street NW, Suite 950, Washington DC 20001 4791
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                      Washington, DC 20001-4791
                    +Ernst & Young LLP, 1401 McKinney Street, Suite 1200, Houston, TX 77010-20
+Kurtzman Carson Consultants LLC, 2335 Alaska Ave, El Segundo, CA 90245-4808
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                                                    Lynn Pinker Cox Hurst, 2100 Ross Avenue,
                    +Lynn Pinker Cox Hurst,
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                      Dallas, TX 75201-7919
                    +Nader Tavakoli, solely in his capacity as Lead Mem, c/o Shari L. Heyen,
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                    +Official Committee of Unsecured Creditors, Snow Spence Green LLP,
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                                         Houston, TX 77019-7125
                    +Sociedade Nacional de Combustiveis de Angola, c/o Dugger & Associates, 1401 Enclave Parkway, Suite 125, Houston, TX 77077-2566 +Sonangol Pesquisa e Producao, S.A., c/o Dugger & Associates,
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                                                          The Grant Law Firm, PLLC,
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                    +Venari Offshore LLC, 15303 North Dallas Pkwy, Tower 2, Suite 1400, Addison, TX 75001-6786
                    +WesternGeco LLC, Attn: K. Rachelle Goldman,
                                                                                     10001 Richmond Ave,
                                                                                                                   Houston, TX 77042-4205
cr
Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
                                                                                                           Cypress-Fairbanks ISD
                     E-mail/Text: houston_bankruptcy@LGBS.com Dec 28 2018 20:58:58
cr
                      Linebarger Goggan Blair & Sampson LLP, c/o Tara L. Grundemeier,
                                                                                                                Post Office Box 3064,
                      Houston, TX 77253-3064
                    +E-mail/Text: ddeems@theclarogroup.com Dec 28 2018 20:58:08
intp
                      Douglas H. Deems The Claro Group, LLC,
                                                                             350 S. Grand Ave.,
                                                                                                      Suite 2350,
                      Los Angeles, CA 90071-3433
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                                                                                                             Harris County
                      Linebarger Goggan Blair & Sampson LLP, c/o Tara L. Grundemeier, P.O. Box 3064,
                      Houston, TX 77253-3064
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               ***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****
intp
                     A2D Technologies, Inc. f/k/a A2D, LP
                     ACM Ltd.
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                     Ad Hoc Committee of Unsecured Noteholders
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                     Allied World National Assurance Company
                     Anadarko Petroleum Corporation
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                     Beacon Offshore Energy Development LLC, c/o Jones AWalker
                     Chevron U.S.A. Inc.
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                     ConocoPhillips Company
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                     Consorcio WesternGeco 176-99
                     Dril-Quip, Inc.
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                     Enbridge Inc.
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                     FRC Founders Corporation
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                     Fire and Police Retiree Health Care Fund, San Anto
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                     GAMCO Global Gold, Natural Resources & Income Trus
                     GAMCO Natural Resources, Gold & Income Trust
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                     Halliburton Atlantic Limited
                     Halliburton Overseas Limited-Sucursal de Angola
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                     Houlihan Lokey Capital, Inc.
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                     INTECSEA, Inc.
J. Joseph Consulting, Inc.
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                     LLOG Exploration Offshore, L.L.C., c/o Jones Walker
                     MarbleRidge Capital LP
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                     Navitas Petroleum US, LLC,
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                     Nexen Petroleum Offshore U.S.A. Inc.
                     Nexen Petroleum U.S.A. Inc.
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                     Patricia B Tomasco
                     Riverstone Holdings LLC
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                     Rowan Companies, Inc.
                     ShenHai LLC, Jones Walker
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Case 17-36709 Document 1231 Filed in TXSB on 12/30/18 Page 9 of 9

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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

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 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.

TOTALS: 45, * 0, ## 0

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 30, 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 28, 2018 at the address(es) listed below:

NONE. TOTAL: 0