



ENTERED  
12/28/2018

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

In re:

COBALT INTERNATIONAL ENERGY, INC., *et al.*<sup>1</sup>

Reorganized Debtors.

) Chapter 11

) Case No. 17-36709 (MI)

) (Jointly Administered)

**STIPULATION AND AGREED ORDER RESOLVING THE SCHEDULED CLAIM  
OF LOCKTON COMPANIES LLC**

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 Lockton Companies LLC (the “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

<sup>1</sup> 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: 920 Memorial City Way, Suite 100, Houston, Texas 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 January 29, 2018, Debtor Cobalt International Energy, L.P. ("Cobalt L.P.") filed its *Schedules of Assets and Liabilities* [Dkt. Nos. 335], as required by section 521 of the Bankruptcy Code (collectively, the "Schedules"), including, among others, "Schedule E/F" under which Cobalt L.P. listed its creditors which had general unsecured claims against Cobalt L.P. Under Schedule E/F, Cobalt L.P. scheduled the Claimant for a general unsecured claim (the "Claim") in the amount of \$1,216,717.00;

**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;

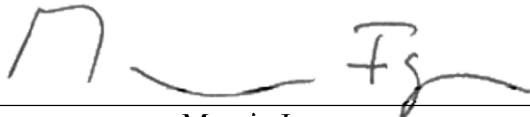
**WHEREAS**, as a result of discussions between the Parties concerning the Claim, the Parties have reached an agreement resolving the Claim filed by the Claimant, as set forth herein.

**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 scheduled claim of Claimant is hereby allowed in the amount of \$937,000.00 as a general unsecured claim.

**IT IS SO ORDERED.**

Signed: December 28, 2018

  
Marvin Isgur  
United States Bankruptcy Judge

**STIPULATED AND AGREED TO BY:**

**GREENBERG TRAURIG, LLP**

By:   
Shari L. Heyen  
Texas State Bar No. 09564750  
HeyenS@gtlaw.com  
David R. Eastlake  
Texas State Bar No. 24074165  
EastlakeD@gtlaw.com  
1000 Louisiana, Suite 1700  
Houston, Texas 77002  
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Facsimile: 713-374-3505

*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.*

**LOCKTON COMPANIES LLC**

By:   
John A. Rathmell, Jr.  
President, Marine & Energy  
Texas Series of Lockton Companies, LLC  
3657 Briarpark Drive, Ste. 700  
Houston, Texas 77042

**Pro Se**

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that on ~~September 17~~, 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

December 21 *DE*

United States Bankruptcy Court  
Southern District of TexasIn re:  
Cobalt International Energy, Inc.  
Official Committee of Unsecured Creditors  
DebtorsCase No. 17-36709-mi  
Chapter 11

## CERTIFICATE OF NOTICE

District/off: 0541-4

User: rcas  
Form ID: pdf002Page 1 of 3  
Total Noticed: 71

Date Rcvd: Dec 28, 2018

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Dec 30, 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  
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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  
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 +Lauren 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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User: rcas  
Form ID: pdf002Page 2 of 3  
Total Noticed: 71

Date Rcvd: Dec 28, 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,  
 cr Ben Franklin Station, Washington, DC 20044-0875  
 +Discovery Gas Transmission, LLC, c/o Steven W. Soule and Dustin L. Perry,  
 cr Hall, Estill, et al., 320 South Boston Avenue, Suite 200, Tulsa, OK 74103-3705  
 +Discovery Producer Services, LLC, c/o Steven W. Soule and Dustin L. Perry,  
 intp 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.,  
 intp 650 Poydras Street, Suite 2400, New Orleans, LA 70130-6171  
 +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 28 2018 20:58:58 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@theclarogroup.com Dec 28 2018 20:58:08  
 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 28 2018 20:58:58 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 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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User: rcas  
Form ID: pdf002Page 3 of 3  
Total Noticed: 71

Date Rcvd: Dec 28, 2018

\*\*\*\*\* 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 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