



ENTERED
02/01/2019

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

In re:

COBALT INTERNATIONAL ENERGY, INC., *et al.*¹

Reorganized Debtors.

)
) Chapter 11
)
) Case No. 17-36709 (MI)
)
) (Jointly Administered)
)

**STIPULATION AND AGREED ORDER REGARDING PROOFS OF CLAIM
NOS. 244 & 258 FILED BY NEXEN PETROLEUM OFFSHORE U.S.A. INC. AND
NEXEN PETROLEUM U.S.A. INC.**

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 Nexen Petroleum U.S.A. Inc. (“Nexen”) and Nexen Petroleum Offshore U.S.A. Inc. (“Nexen Offshore,” and together with Nexen, the “Claimants”), on the other hand. The Plan Administrator and Claimants are referred to herein collectively as 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

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



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 such claim in writing;

WHEREAS, on March 19, 2018, Nexen timely filed *Proof of Claim No. 244* (the “Nexen Claim”) against Cobalt International Energy, L.P. asserting an administrative priority claim in an unliquidated amount;

WHEREAS, on March 19, 2018, Nexen Offshore timely filed *Proof of Claim No. 258* (the “Nexen Offshore Claim,” and together with the Nexen Claim, the “Claims”)² against Cobalt International Energy, L.P. asserting an administrative priority claim in an unliquidated amount;

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;

Cobalt GOM # 2 LLC (7316). The Reorganized Debtors’ service address is: 945 Bunker Hill Road, Suite 625, Houston, TX 77024.

² Capitalized but undefined terms herein shall have the same meaning as ascribed to them in the Claims.

WHEREAS, the Claims assert (1) certain contingent and unliquidated obligations under the Nexen Contracts, and (2) certain P&A Obligations related to the Nexen Contracts;

WHEREAS, the Debtors entered into and consummated that certain Asset Purchase Agreement (the “APA”), dated as of March 7, 2018 with Navitas Petroleum US, LLC (the “Buyer”);

WHEREAS, pursuant to the APA, the Debtors (i) assumed and assigned the Nexen Contracts to the Buyer and (ii) transferred the P&A Obligations as well as their interest in Walker Ridge Area, Blocks 51 and 52 to the Buyer;

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. Nothing herein is intended to relieve the Buyer or any other entity or individual (other than the Debtors, their estates, the Reorganized Debtors, and the Plan Administrator) of any obligations it assumed in connection with the closing of the APA, nor shall this Stipulation and Agreed Order be deemed a waiver of Nexen and/or Nexen Offshore’s claims relating to plugging and abandonment liability, if any, as against the Buyer (or any other entity or individual that may be liable other than the Debtors, their estates, the Reorganized Debtors, and the Plan Administrator), that expressly assumed all such P&A Obligations, if any, in connection with the APA. Notwithstanding the Plan discharges and similar provisions, and solely for purposes of pursuing any claims for plugging or abandonment, indemnification, or reimbursement against the Buyer or any other entity or individual that may be liable (other than the Debtors, their estates, the Reorganized Debtors, and the Plan Administrator) in connection with their respective assumption of such liabilities, this Stipulation and Agreed Order, the Plan and/or the Confirmation Order do not serve to prevent Nexen or Nexen Offshore from asserting in the

future that under applicable law any claim for plugging or abandonment, indemnification, or reimbursement could not be discharged or limited, whether the particular claim arises under or is related to private contract or federal or state law, in these chapter 11 cases. For the avoidance of doubt, and notwithstanding anything herein to the contrary, Nexen and Nexen Offshore shall not assert or pursue any claims against the Debtors, the Debtors' estates, the Reorganized Debtors and the Plan Administrator for plugging or abandonment, indemnification, reimbursement or any other claims and obligations assumed by the Buyer (other any other party) in connection with the closing of the APA, and nothing in this Stipulation and Agreed Order, the Plan or the Confirmation Order is intended to waive, extinguish or otherwise limit Nexen and Nexen Offshore's rights to assert and pursue such claims against the Buyer or any other entity or individual that may be liable (other than the Debtors, their estates, the Reorganized Debtors, and the Plan Administrator).

2. Each of the Claims shall be allowed in the amount of \$0.00 for distribution purposes only.

3. 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: February 01, 2019



Marvin Isgur
United States Bankruptcy Judge

STIPULATED AND AGREED TO BY:

GREENBERG TRAURIG, LLP

By: /s/ David R. Eastlake

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

Telephone: 713-374-3500

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.

THOMPSON & KNIGHT LLP

By: /s/ Demetra L. Liggins

Demetra L. Liggins

Texas State Bar No. 24026844

Demetra.liggins@tklaw.com

811 Main Street, Suite 2500

Houston, Texas 77002

Telephone: 713-951-5884

Facsimile: 832-397-8052

Counsel for Nexen Petroleum U.S.A. Inc. and Nexen Petroleum Offshore U.S.A. Inc.

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on January 31, 2019, 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