

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)  
)  
)  
)

**EMERGENCY MOTION OF NADER TAVAKOLI, ACTING SOLELY AS PLAN  
ADMINISTRATOR, TO EXTEND THE CLAIMS OBJECTION DEADLINE**

**THIS MOTION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.**

**EMERGENCY RELIEF HAS BEEN REQUESTED. IF THE COURT CONSIDERS THE MOTION ON AN EMERGENCY BASIS, THEN YOU WILL HAVE LESS THAN 21 DAYS TO ANSWER. IF YOU OBJECT TO THE REQUESTED RELIEF OR IF YOU BELIEVE THAT THE EMERGENCY CONSIDERATION IS NOT WARRANTED, YOU SHOULD FILE AN IMMEDIATE RESPONSE.**

**REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEYS.**

<sup>1</sup> The Reorganized Debtors in these 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).



Nader Tavakoli, solely in his capacity as the Lead Member and Chairman of the Plan Administrator Committee of Cobalt International Energy, Inc., *et al.* (the “Plan Administrator”) appointed under the Fourth Amended Joint Chapter 11 Plan of Cobalt International Energy, Inc. and Its Debtor Affiliates, confirmed on April 5, 2018 (the “Plan”),<sup>2</sup> files this *Emergency Motion to Extend the Claims Objection Deadline* (the “Motion”). In support of the Motion, the Plan Administrator submits the declaration of Richard Anthony Smith attached hereto as **Exhibit A** and respectfully represents as follows:

**I.**  
**JURISDICTION, VENUE AND AUTHORITY**

1. The United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2)(A) and (B). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This Court has constitutional authority to enter a final order in this matter and has retained exclusive jurisdiction over all matters arising out of, or related to, these chapter 11 cases under Article XI of the Plan. The statutory basis for the relief requested in this Motion is Rule 9006 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

**II.**  
**BACKGROUND**

2. On December 14, 2017 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

3. On February 22, 2018, the Court entered an order [Docket No. 469], which, among other things, established (a) March 19, 2018 as the deadline for all non-governmental entities holding or wishing to assert a “claim” (as defined in section 101(5) of the Bankruptcy

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<sup>2</sup> Capitalized but undefined terms used herein shall have the meanings given to such terms in the Plan.

Code) against any of the Debtors that arose before the Petition Date to file a proof of such claim in writing and (b) June 12, 2018 as the deadline for all 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.

4. On April 5, 2018, the Court entered its *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”). The Plan was effective on April 10, 2018 (the “Effective Date”).

5. 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. The Plan Administrator has standing to file, withdraw, or litigate to judgment objections to Claims and settle or compromise such Disputed Claims without any further notice to or action, order, or approval by the Bankruptcy Court. *See id.*

6. The Plan further provides that “[a]ny objections to Claims or Interests shall be Filed on or before the Claims Objection Deadline, as such date may be extended pursuant to the Plan.” Plan Art. VII.E. The Claims Objection Deadline is defined in the Plan as “the later of (a) 365 days after the Effective Date and (b) such other period as may be specifically fixed by an order of the Bankruptcy Court for objecting to such Claims, as the same may be modified or extended from time to time by the Bankruptcy Court or on motion of a party in interest approved

by the Bankruptcy Court.” *Id.* at Art. I.A. The Claims Objection Deadline is currently April 10, 2019.

7. The Claims Register maintained by Kurtzman Carson Consultants, LLC reflects that approximately 457 proofs of claim have been filed and approximately 111 claims have been scheduled in these jointly administered chapter 11 cases, with aggregate claims in excess of \$10 billion asserted against the Debtors.

8. The Plan Administrator and its advisors, along with certain employees of the Reorganized Debtors (collectively, the “Reviewing Parties”), have worked diligently to reconcile and resolve substantially all scheduled and filed Claims in these chapter 11 cases. While the Reviewing Parties have largely completed their review, this process may not be finished by the current Claims Objection Deadline. As such, the Plan Administrator seeks a short extension of the Claims Objection Deadline to complete the claims reconciliation process and file or otherwise work to resolve objections, as necessary.

### **III.** **RELIEF REQUESTED**

9. By this Motion, the Plan Administrator seeks a sixty-day (60) extension of the Claims Objection Deadline through and including June 10, 2019.<sup>3</sup> The Plan Administrator believes a short extension of the Claims Objection Deadline will allow for final reconciliation of the few remaining Claims still under review in an efficient and economical manner. Accordingly, the Plan Administrator requests that the Court enter an order substantially in the form attached hereto extending the Claims Objection Deadline through and including June 10,

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<sup>3</sup> The requested sixty-day (60) extension technically falls on Sunday, June 9, 2019. Under the Bankruptcy Rules, if the last day of the period to be counted falls on a Saturday, Sunday or legal holiday, the period continues to run until the end of the next day that is not a Saturday, Sunday or legal holiday. FED. R. BANKR. P. 9006(a)(1)(C). Thus, the actual deadline to object—under the Bankruptcy Rules—would be through and including June 10, 2019.

2019, without prejudice to the right of the Plan Administrator to seek a further extension of the Claims Objection Deadline, if necessary.

**IV.**  
**ARGUMENT AND AUTHORITIES**

10. Bankruptcy Rule 9006 governs requests to enlarge the time period when an act is required to be done under the Bankruptcy Rules or by court order. FED. R. BANKR. P. 9006(b)(1). Where, as here, the request is made before the applicable period expires, the court may grant the requested relief “for cause.” Courts are generally liberal in granting extensions of time sought before the period to act has elapsed so long as the moving party has not been guilty of negligence, bad faith, or abusing the privilege. *See* 10 COLLIER ON BANKRUPTCY ¶ 9006.06[2] (Alan N. Resnick & Henry J. Sommer eds., 16th ed. 2012).

11. Cause exists in these chapter 11 cases due to the size, complexity and amounts of the numerous asserted Claims. Since the Effective Date, the Reviewing Parties have worked to expeditiously reconcile and resolve (whether by objection or agreement) substantially all Claims asserted in these chapter 11 cases, which process is substantially complete. Nevertheless, the Plan Administrator may be unable to complete its analysis of the few remaining claims currently under review and prepare and file objections, if any, to those Claims by the current Claims Objection Deadline. Accordingly, the Plan Administrator submits that an extension of the Claims Objection Deadline is necessary and prudent to ensure that the Plan Administrator has the ability to complete the claims reconciliation process (including filing all necessary objections) and the flexibility to evaluate and negotiate and resolve certain claims in an orderly and efficient manner.

12. The Plan Administrator submits that the requested extension is reasonable under the circumstances and not sought for purposes of delay, and the Plan Administrator submits that

the extension will not prejudice any claimants or other parties in interest. Indeed, substantially all holders of Allowed Claims have already received final distributions on account of their Allowed Claims in accordance with the Plan.

**V.**  
**BASIS FOR EMERGENCY RELIEF**

13. Because the current Claims Objection Deadline is rapidly approaching, the Plan Administrator files this Motion on an emergency basis so that it can be heard, if necessary, prior to the expiration of the current Claims Objection Deadline. For the reasons set forth herein, the Plan Administrator submits that emergency consideration of this Motion will not prejudice claimants or other third parties.

**VI.**  
**RESERVATION OF RIGHTS**

14. The Plan Administrator reserves the right to seek further extensions of the Claims Objection Deadline upon a motion filed with the Court if future developments and circumstances warrant such extension.

**VII.**  
**NO PRIOR REQUEST**

15. No prior request for the relief sought in this Motion has been made to this or any other court.

WHEREFORE, the Plan Administrator respectfully requests that the Court grant the Motion and enter an order (a) extending the Claims Objection Deadline by an additional sixty-days (60) through and including June 10, 2019, without prejudice to the right of the Plan Administrator to seek a further extension of the Claims Objection Deadline, if necessary, and (b) granting such other relief as is just and equitable.

Dated: April 5, 2019

**GREENBERG TRAURIG, LLP**

By: /s/ David R. Eastlake

David R. Eastlake

Texas State Bar No. 24074165

*EastlakeD@gtlaw.com*

Shari L. Heyen

Texas State Bar No. 09564750

*HeyenS@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.***

**CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the foregoing Motion has been served upon the parties eligible to receive notice through the Court's ECF facilities by electronic mail on April 5, 2019.

/s/ David R. Eastlake

David R. Eastlake

**Exhibit A**

**Declaration of Richard Anthony Smith in  
Support of Motion**



**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> , <sup>1</sup>	)	Case No. 17-36709 (MI)
	)	
Reorganized Debtors.	)	(Jointly Administered)
	)	
	)	

**DECLARATION OF RICHARD ANTHONY SMITH IN SUPPORT OF  
EMERGENCY MOTION OF NADER TAVAKOLI, ACTING SOLELY AS PLAN  
ADMINISTRATOR, TO EXTEND THE CLAIMS OBJECTION DEADLINE**

I, Richard Anthony Smith, declare the following as true and correct under penalty of perjury:

1. Under the Fourth Amended Joint Chapter 11 Plan of Cobalt International Energy, Inc. and Its Debtor Affiliates, confirmed on April 5, 2018 (the “Plan”), Nader Tavakoli was appointed as the Lead Member and Chairman of the Plan Administrator Committee of Cobalt International Energy, Inc., *et al.* (the “Plan Administrator”). The Plan Administrator has been utilizing certain employees of the Reorganized Debtors to assist him in reconciling and, if necessary, objecting to claims filed against the Debtors, consistent with the duties assigned to the Plan Administrator under the confirmed Plan. I am the current Chief Operating Officer of Cobalt International Energy, L.P., and I have assisted the Plan Administrator in this capacity.

2. I make this declaration in support of the *Emergency Motion of Nader Tavakoli, Acting Solely as Plan Administrator, to Extend the Claims Objection Deadline* (the “Motion”).<sup>2</sup>

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<sup>1</sup> The Reorganized Debtors in these 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).

<sup>2</sup> Capitalized but undefined terms herein shall have the same meaning as ascribed to them in the Motion.

3. The official claims register maintained by Kurtzman Carson Consultants, LLC reflects that approximately 457 proofs of claim have been filed and approximately 111 claims have been scheduled in these jointly administered chapter 11 cases, asserting aggregate claims in excess of \$10 billion against the Debtors.

4. The Plan Administrator and its advisors, along with certain employees of the Reorganized Debtors (collectively, the “Reviewing Parties”), have worked diligently to reconcile and resolve substantially all scheduled and filed Claims in these chapter 11 cases. While the Reviewing Parties have largely completed their review, this process may not be finished by the current Claims Objection Deadline.

5. Cause exists in these chapter 11 cases due to the size, complexity and amounts of the numerous asserted Claims. Since the Effective Date, the Reviewing Parties have worked to expeditiously reconcile and resolve (whether by objection or agreement) substantially all Claims asserted in these chapter 11 cases, which process is substantially complete. Nevertheless, the Plan Administrator may be unable to complete its analysis of the few remaining claims currently under review and prepare and file objections, if any, to those Claims by the current Claims Objection Deadline. Accordingly, I believe that an extension of the Claims Objection Deadline is necessary and prudent to ensure that the Plan Administrator has the ability to complete the claims reconciliation process (including filing all necessary objections) and the flexibility to evaluate and negotiate and resolve certain claims in an orderly and efficient manner.

6. I believe that the requested extension is reasonable under the circumstances and not sought for purposes of delay, and I believe that the extension will not prejudice any claimants or other parties in interest. Indeed, substantially all holders of Allowed Claims have already received final distributions on account of their Allowed Claims in accordance with the Plan.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: April 5, 2019

/s/ Richard Anthony Smith  
Richard Anthony Smith  
Chief Operating Officer  
Cobalt International Energy, L.P.

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

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In re:

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

Reorganized Debtors.

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)  
) Chapter 11  
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) Case No. 17-36709 (MI)  
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) (Jointly Administered)  
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**ORDER GRANTING THE EMERGENCY MOTION OF NADER  
TAVAKOLI, ACTING SOLELY AS PLAN ADMINISTRATOR, TO  
EXTEND THE CLAIMS OBJECTION DEADLINE**

Upon the *Emergency Motion of Nader Tavakoli, Acting Solely as Plan Administrator, to Extend the Claims Objection Deadline* (the “Motion”)<sup>2</sup>; and upon consideration of the Motion 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 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, if any, 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.

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<sup>2</sup> Capitalized but undefined terms herein shall have the same meaning as ascribed to them in the Motion.

2. The Claims Objection Deadline imposed under Art. VII.E of the Plan is hereby extended through and including **Monday, June 10, 2019**.

3. The relief granted herein is without prejudice to the Plan Administrator's right to request a further extension of the Claims Objection Deadline.

4. The terms and conditions of this Order will be immediately effective and enforceable upon its entry.

5. This Court shall retain exclusive jurisdiction to resolve any dispute arising from or related to this Order.

Signed: \_\_\_\_\_, 2019

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HONORABLE MARVIN ISGUR  
UNITED STATES BANKRUPTCY JUDGE