



ENTERED
08/07/2019

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 PROOFS OF CLAIM
NOS. 274 AND 275 FILED BY ANADARKO PETROLEUM CORPORATION**

This stipulation and agreed order (the “Stipulation and Agreed Order”) is made by and between Nader Tavakoli, solely in his capacity as the Lead Member and Chairman of the Plan Administrator Committee of Cobalt International, Inc., *et al.* (“Plan Administrator”), on the one hand, and Anadarko Petroleum Corporation (“Anadarko,” and together with the Plan Administrator, the “Parties”), on the other hand.

WHEREAS, Anadarko, Anadarko US Offshore LLC (“Anadarko US Offshore”), Venari Offshore, LLC (“Venari”), and ConocoPhillips Company (“COPC”), were parties to an operating agreement (the “JOA”) with Cobalt International Energy, L.P. (“Cobalt LP”) related to the assets Cobalt LP identifies as the “Shenandoah Assets;”

WHEREAS, Anadarko US Offshore and COPC provided notice of their withdrawal from the JOA;

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



WHEREAS, Anadarko, Anadarko US Offshore, Venari, COPC, Cobalt LP, and LLOG Exploration Offshore, LLC (“LLOG”) entered into an Agreement Regarding Designation of Successor Operator (“DOO Agreement”), dated March 8, 2018;

WHEREAS, the DOO Agreement contains other reciprocal obligations that survive entry of the Confirmation Order referenced below;

WHEREAS, on March 19, 2018, Anadarko filed *Proof of Claim No. 274* (“Claim No. 274”) and *Proof of Claim No. 275* (“Claim No. 275,” and together with Claim No. 274, the “Claims”). Claim No. 274 asserts a secured claim in the amount of \$2,105,467.10 against Cobalt LP, while Claim No. 275 asserts a secured claim in the amount of \$204,648.96 against Cobalt GOM #1 LLC;

WHEREAS, on April 5, 2018, the Court entered the *Order (I) Confirming the Fourth Amended Joint Chapter 11 Plan of Cobalt International, Inc. and its Debtor Affiliates and (II) Approving the Sale Transactions* (the “Confirmation Order”) (D.I. 784);

WHEREAS, the Confirmation Order authorized the sale from Cobalt LP to Navitas Petroleum US, LLC (“Navitas”) with LLOG to serve as operator and provided for a reservation of rights for Anadarko as set out in, among other provisions, paragraphs 182 to 187 thereof;

WHEREAS, on September 11, 2018, the Plan Administrator filed his *Fourth Omnibus Objection to Certain Proofs of Claim (Satisfied Claims)* (D.I. 1038), wherein the Plan Administrator objected to and sought disallowance and expungement of the Claims, among others, on the basis that such claims had been satisfied; and

WHEREAS, at the November 1, 2018 hearing, the Court abated the Fourth Omnibus Objection with respect to the Claims;

WHEREAS, on or about November 19, 2018, Cobalt LP and Navitas closed the sale of the Shenandoah Assets authorized by the Confirmation Order;

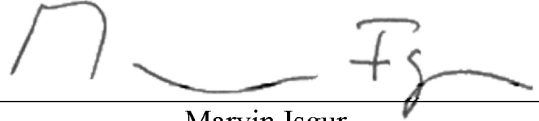
WHEREAS, pursuant the Confirmation Order and related sale transactions, Navitas assumed the Debtors' Shenandoah P&O Obligations (as defined by the Confirmation Order); and

WHEREAS, on or about July 9, 2019, Anadarko and the Plan Administrator entered into a Letter Agreement Regarding JIB Claims and Related Matters (the "Letter Agreement") providing for, among other things, the mutual release of certain claims related to the JOA, as set forth in the Letter Agreement.

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 Claims are hereby withdrawn with prejudice.
2. Nothing herein shall modify, impair, or otherwise affect the rights and obligations of any party under the Confirmation Order, the DOO Agreement, and the Letter Agreement.
3. Nothing herein is intended or shall relieve Navitas, LLOG, or any other non-debtor entity or individual of any obligations it assumed in connection with the Confirmation Order and closing of any asset purchase agreement, including but not limited to the Shenandoah P&A Obligations, nor shall this Stipulation and Agreed Order be deemed a waiver of any claims of Anadarko, if any, as against Navitas, LLOG, or any other non-debtor entity or individual, including but not limited to any claims relating to the Shenandoah P&A Obligations.
4. 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.

Signed: August 06, 2019


Marvin Isgur
United States Bankruptcy Judge

STIPULATED AND AGREED TO BY:

By: /s/ Bob B. Bruner

William R. Greendyke

Texas State Bar No. 08390450

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Houston, Texas 77002

Telephone: 713-374-3500

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*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

The undersigned hereby certifies that on August 5, 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

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: TylerLaws
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Total Noticed: 72

Date Rcvd: Aug 07, 2019

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Aug 09, 2019.

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 +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 75201-4624
intp +Angela Dodd United States Securities & Exchange Co, 175 W. Jackson Blvd., Suite 1450,
Chicago, IL 60604-2710
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

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Date Rcvd: Aug 07, 2019

intp +Department Of Justice, Department of Justice - Civil Division, P.O Box 875,
Ben Franklin Station, Washington, DC 20044-0875

cr +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

cr +Discovery Producer Services, LLC, c/o Steven W. Soule and Dustin L. Perry,
Hall, Estill, et al., 320 South Boston Avenue, Suite 200, Tulsa, OK 74103-3705

intp +EnVen Energy Ventures, LLC, c/o Paul J. Goodwine, Looper Goodwine P.C.,
650 Poydras Street, Suite 2400, New Orleans, LA 70130-6171

intp +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 77010-4043

cr +Gerald Wiltz, c/o Megan C. Misko, The Young Firm, 400 Poydras Street, Suite 2090,
New Orleans, LA 70130-3235

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: bnkatty@aldineisd.org Aug 07 2019 21:40:25 Aldine ISD, Legal Department,
2520 WWThorne Dr., Houston, TX 77073-3406

cr E-mail/Text: houston_bankruptcy@LGBS.com Aug 07 2019 21:39:41 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 Aug 07 2019 21:38:53
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 Aug 07 2019 21:39:41 Harris County,
Linebarger Goggan Blair & Sampson LLP, c/o Tara L. Grundemeier, P.O. Box 3064,
Houston, TX 77253-3064

TOTAL: 4

***** 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 Drill-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.

cr Sheldon Independent School District

intp ShenHai LLC, Jones Walker

cr Sjunde AP-Fonden

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***** BYPASSED RECIPIENTS (continued) *****

cr Spring Branch Independent School District
 cr Spring Branch Independent School District and City
 cr St. Lucie County Fire District Firefighters Pensio
 intp TGS Canada Corp. f/k/a Arcis Seismic Solutions Cor
 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: 47, * 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: Aug 09, 2019

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 August 7, 2019 at the address(es) listed below:
 NONE.

TOTAL: 0