



ENTERED
04/05/2018

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

IN RE: COBALT INTERNATIONAL ENERGY, INC., <i>et al</i>	§ § § § §	CASE NO: 17-36709
		CHAPTER 11

STAY OF CONFIRMATION ORDER

The stays of the confirmation order otherwise in effect pursuant to Fed. R. Bankr. P. 3020(e) and 6004(b), and notwithstanding anything in the confirmation order to the contrary, are modified and reduced as follows:

1. The Debtor may proceed with the scheduled April 6, 2018 sales of Heidelberg and Shenandoah in anticipation of the effective date. Those two April 6, 2018 sales are, by this Order, authorized. With respect to Anadarko, Cobalt, Navitas, W&T Offshore, Inc., and COPC (as defined in the Confirmation Order, and, collectively the "April 6 Sale Parties"), all provisions of the Confirmation Order, including but not limited to paragraphs 31-32, 72-78, 81-88, 123-137, 141-146, 153-155, 164-171, and 182-187 shall apply to the April 6 Sale Parties and are deemed effective on a final basis upon entry of the Confirmation Order notwithstanding any appeal, stay, vacatur, reversal, or failure of the Effective Date to occur. For the avoidance of doubt, the stays contained in Bankruptcy Rules 3020(e), 6004(h), 7062 are hereby waived as to the sale of Heidelberg and Shenandoah (the "April 6 Sales"). In addition, the oral findings made on record by the Court on April 5, 2018 are explicitly incorporated herein.

2. In addition, with regards to the April 6 Sales to Navitas and W&T Offshore, Inc., the sales are authorized to close immediately free and clear of all liens and encumbrances in accordance with and with full protection of 11 U.S.C. § 363 and all Contracts and Executory Leases that are listed in the most recent Plan Supplement to be assumed and assigned are deemed so in accordance with the Confirmation Order.

3. For the avoidance of doubt, Article IX.D of the Plan and paragraph 173 of the Confirmation Order shall not apply in any way to the April 6 Sales and April 6 Sale Parties.

4. The Debtor is, by this Order, authorized to take all steps preparatory to an effective date.

5. Unless an order staying the effective date pending appeal has been issued, the stays of the confirmation order will terminate on the earlier of the following:

a. no party-in-interest has filed a motion for stay pending appeal by April 6, 2018 at 11:59 a.m.



b. the United States District Court for the Southern District of Texas has denied a motion for stay pending appeal.

c. a statement waiving the stays of the effective date is filed by

i. the Ad Hoc Committee of Unsecured Noteholders; and

ii. Whitton Petroleum.

d. April 13, 2018 at 11:59 a.m.

SIGNED **April 5, 2018.**



Marvin Isgur
UNITED STATES BANKRUPTCY JUDGE

United States Bankruptcy Court
Southern District of TexasIn re:
Cobalt International Energy, Inc.
Cobalt International Energy GP, LLC
DebtorsCase No. 17-36709-mi
Chapter 11**CERTIFICATE OF NOTICE**

District/off: 0541-4

User: kpico
Form ID: pdf002Page 1 of 3
Total Noticed: 63

Date Rcvd: Apr 05, 2018

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on
Apr 07, 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 Platt, Wilmer Cutler et al, 7 World Trade Center, 250 Greenwich St.,
New York, NY 10007-2140
aty +Daniel H Charest, Burns Charest LLP, 900 Jackson St., Ste. 500, Dallas, TX 75202-4406
aty +David S Cohen, Milbank Tweed Hadley And McCloy LLP, 1850 K Street NW, Ste 1100,
Washington, DC 20006-2236
aty +Emil A. Kleinhaus, Wachtell Lipton et al, 51 W. 52nd St., New York, NY 10019-6150
aty +Eric K. Stodola, Milbank Tweed et al, 28 Liberty St., New York, NY 10005-1413
aty +Gabor Balassa, Kirkland & Ellis LP, 300 North LaSalle, Chicago, IL 60654-5412
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.,
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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 +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, Slattey 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
sp +Baker Botts L.L.P., 2001 Ross Avenue, Dallas, TX 75201-2980
intp +Department Of Justice, Department of Justice - Civil Division, P.O Box 875,
Ben Franklin Station, Washington, DC 20044-0875

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Date Rcvd: Apr 05, 2018

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 +Eni Petroleum US LLC, 1200 Smith Street, Suite 1700, Houston, TX 77002-4372

op +Kurtzman Carson Consultants LLC, 2335 Alaska Ave, El Segundo, CA 90245-4808

cr +Official Committee of Unsecured Creditors, Snow Spence Green LLP, 2929 Allen Parkway,
Suite 2800, Houston, TX 77019-7100

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

intp +Statoil Gulf of Mexico LLC, 1050 K Street NW, Suite 950, Washington, DC 20001-4791

cr +TGS-NOPEC Geophysical Company, L.P., c/o, Andrew A. Braun, Suite 4800,
701 Poydras Street, New Orleans, LA 70139-7756

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 Apr 05 2018 20:52:38 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 Apr 05 2018 20:51:22
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 Apr 05 2018 20:52:38 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 A 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 J. Joseph Consulting, Inc.

intp LLOG Exploration Offshore, L.L.C., c/o Jones Walker

intp Navitas Petroleum US, LLC, C/O Jones Walker

cr Nexen Petroleum Offshore U.S.A. Inc.

cr Nexen Petroleum U.S.A. Inc.

cr Riverstone Holdings LLC

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

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.

cr Universal Investment Gesellschaft m.b.H.

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: 39, * 0, ## 0

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

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: Apr 07, 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 April 5, 2018 at the address(es) listed below:
NONE.

TOTAL: 0