



ENTERED
03/20/2020

**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)
)	
)	Re: Docket No. _____

ORDER (I) AUTHORIZING THE DISTRIBUTION TO HOLDERS OF ALLOWED SECOND LIEN NOTES SECURED CLAIMS OF SUBSTANTIALLY ALL OF THE TRUSTEE RESERVE HELD BY THE SECOND LIEN INDENTURE TRUSTEE, AND (II) DISCHARGING THE SECOND LIEN INDENTURE TRUSTEE FROM ITS DUTIES UNDER THE CONFIRMATION ORDER, PLAN, AND RELATED DOCUMENTS

Upon consideration of the *Motion of the Second Lien Indenture Trustee for Entry of an Order (I) Authorizing the Distribution to Holders of Allowed Second Lien Notes Secured Claims of Substantially All of the Trustee Reserve Held by the Second Lien Indenture Trustee, and (II) Discharging the Second Lien Indenture Trustee from its Duties under the Confirmation Order, Plan, and Related Documents* (the “Motion”) filed by the Second Lien Indenture Trustee;² and the Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that it has exclusive jurisdiction to over the relief requested in the Motion; and the Court having found that proper and adequate notice of the Motion and any hearing thereon has been given and

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: 920 Memorial City Way, Suite 100, Houston, Texas 77024.

² Unless otherwise indicated, all capitalized terms in this Order shall have the same meaning as ascribed to them in the Motion, the Plan, or the Confirmation Order, as applicable.



that no other or further notice is necessary; and the Court having found that good and sufficient cause exists for the granting of the relief requested in the Motion in all matters after having given due deliberation upon the Motion and all of the proceedings had before the Court in connection with the Motion,

ACCORDINGLY, it is hereby FOUND, DETERMINED AND ORDERED that:

1. Omitted.
2. The Second Lien Indenture Trustee is hereby authorized to distribute to the Holders of Allowed Second Lien Notes Secured Claims the balance of the Trustee Reserve, less the Second Lien Indenture Trustee's outstanding fees and expenses and the sum of \$100,000, which the Second Lien Indenture Trustee shall retain in the Trustee Reserve as security for its future fees and expenses, and other indemnifiable liabilities; provided, however, nothing herein shall limit the Second Indenture Trustee's right to exercise its charging Lien for the payment of its fees, expenses, and other charges to which it is entitled and for indemnification as provided in the Second Lien Indenture.
3. Following entry of this Order, the Trustee's sole remaining role under the Second Lien Indenture, Plan and Confirmation Order is that of paying agent for any future distributions made by the Plan Administrator for the benefit of the Holders of the Allowed Second Lien Notes Secured Claims, and the Second Lien Indenture Trustee shall not owe any duty or have any liability to any person, including, without limitation, any Holder of the Allowed Second Lien Notes Secured Claims, except as paying agent; the Second Lien Indenture Trustee has fully and properly fulfilled its duties and obligations to date under the Second Lien Indenture, Plan, Confirmation Order, and other documents and orders relating to same giving rise to a duty or obligation on the part of the Second Lien Indenture Trustee; and the Second Lien Indenture Trustee is hereby

released and discharged from any remaining duties and obligations under the Second Lien Indenture, Plan, Confirmation Order, and other documents and orders relating to same except for its role as paying agent for any future distributions by the Plan Administrator for the benefit of the Holders of the Allowed Second Lien Notes Secured Claims.

4. Without limiting the foregoing, the Second Lien Indenture and all related documents are hereby fully and finally cancelled in all respects.

5. Notwithstanding the foregoing, this Order shall not alter, amend, modify, or otherwise affect the rights and obligations of the Debtors or the Plan Administrator under the Plan with respect to the Second Lien Notes Secured Claims, nor any distributions made to or on behalf of the Holders of Allowed Second Lien Notes Secured Claims with respect to the Second Lien Notes Secured Claims between the Effective Date of the Plan and entry of this Order.

6. This Order does not modify the Confirmation Order, which remains in full force and effect as originally entered.

7. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

8. The Second Lien Indenture Trustee is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

9. The Court retains jurisdiction with respect to all matters arising from or related to the interpretation, implementation, and enforcement of this Order.

Signed: March 20, 2020


Marvin Isgur
United States Bankruptcy Judge

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: TylerLaws
Form ID: pdf002Page 1 of 3
Total Noticed: 71

Date Rcvd: Mar 20, 2020

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Mar 22, 2020.

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

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 +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, 2001 K St, NW, Washington, DC 20006-1037

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 10171-0002

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 +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

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

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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

cr +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 Mar 20 2020 21:46:17 Aldine ISD, Legal Department,
2520 WWThorne Dr., Houston, TX 77073-3406

cr E-mail/Text: houston_bankruptcy@LGBS.com Mar 20 2020 21:45:25 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 Mar 20 2020 21:42:01
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 Mar 20 2020 21:45:25 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 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 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

cr Spring Branch Independent School District

cr Spring Branch Independent School District and City

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

TOTALS: 47, * 0, ## 1

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.

Addresses marked '##' were identified by the USPS National Change of Address system as undeliverable. Notices will no longer be delivered by the USPS to these addresses; therefore, they have been bypassed. The debtor's attorney or pro se debtor was advised that the specified notice was undeliverable.

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: Mar 22, 2020

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 March 20, 2020 at the address(es) listed below:
 NONE.

TOTAL: 0