

Case No. 17-20503

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**IN THE UNITED STATES COURT OF APPEALS  
FOR THE FIFTH CIRCUIT**

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ST. LUCIE COUNTY FIRE DISTRICT FIREFIGHTERS' PENSION TRUST FUND; FIRE AND POLICE RETIREE HEALTH CARE FUND, SAN ANTONIO, on behalf of themselves and all others similarly situated; UNIVERSAL INVESTMENT GESELLSCHAFT M.B.H.; SJUNDE AP-FONDEN; GAMCO GLOBAL GOLD, NATURAL RESOURCES & INCOME TRUST, lead plaintiff; GAMCO NATURAL RESOURCES, GOLD & INCOME TRUST,

Plaintiffs-Appellees,

v.

JOSEPH H. BRYANT; JAMES W. FARNSWORTH; JOHN P. WILKIRSON; PETER R. CONEWAY; HENRY CORNELL; JACK E. GOLDEN; N. JOHN LANCASTER; JON A. MARSHALL; KENNETH W. MOORE; J. HARDY MURCHISON; MICHAEL G. FRANCE; KENNETH A. PONTARELLI; SCOTT L. LEOVITZ; MYLES W. SCOGGINS; D. JEFF VAN STEENBERGEN; MARTIN H. YOUNG, JR.; WILLIAM P. UTT; COBALT INTERNATIONAL ENERGY, INCORPORATED; GOLDMAN SACHS GROUP, INCORPORATED; RIVERSTONE HOLDINGS, L.L.C.; THE CARLYLE GROUP, L.P.; GOLDMAN SACHS & COMPANY; MORGAN STANLEY & COMPANY, L.L.C.; CREDIT SUISSE SECURITIES (USA), L.L.C.; CITIGROUP GLOBAL MARKETS, INCORPORATED; JP MORGAN SECURITIES, L.L.C.; TUDOR, PICKERING, HOLT & COMPANY SECURITIES, INCORPORATED; DEUTSCHE BANK SECURITIES, INCORPORATED; RBC CAPITAL MARKETS, L.L.C.; UBS SECURITIES, L.L.C.; HOWARD WEIL, INCORPORATED; STIFEL, NICOLAUS & COMPANY, INCORPORATED; CAPITAL ONE SOUTHCOAST, INCORPORATED; LAZARD CAPITAL MARKETS, L.L.C.; FRC FOUNDERS CORPORATION; ACM, LIMITED,

Defendants-Appellants.

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ON APPEAL FROM THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS

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**NOTICE OF SUGGESTION ON PENDENCY OF  
BANKRUPTCY FOR COBALT INTERNATIONAL  
ENERGY, INC. AND AUTOMATIC STAY OF PROCEEDINGS**

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**NOTICE OF SUGGESTION ON PENDENCY OF BANKRUPTCY  
FOR COBALT INTERNATIONAL ENERGY, INC.  
AND AUTOMATIC STAY OF PROCEEDINGS**

1. **PLEASE TAKE NOTICE** that, on December 14, 2017, Cobalt International Energy, Inc., and certain of its subsidiaries and affiliates (collectively, the “Debtors”), filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), in the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Court”). The Debtors’ Chapter 11 cases are pending before the Honorable Judge Marvin Isgur, United States Bankruptcy Judge, and joint administration has been requested under the lead case *In re Cobalt International Energy, Inc.*, Case No. 4:17-bk-36709 (the “Chapter 11 Cases”).<sup>1</sup> A copy of the voluntary petition of the lead Debtor, Cobalt International Energy, Inc., is attached hereto as **Exhibit A**.

2. **PLEASE TAKE FURTHER NOTICE** that pursuant to Section 362(a) of the Bankruptcy Code, the Debtors’ filing of their respective voluntary petitions gives rise to a stay, applicable to all entities, of, among other things: (a)

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<sup>1</sup> The Debtors in the Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, are: Cobalt International Energy, Inc. (1169); Cobalt International Energy GP, LLC (7374); Cobalt International Energy, LP (2411); Cobalt GOM LLC (7188); Cobalt GOM # 1 LLC (7262); and Cobalt GOM # 2 LLC (7316). The Debtors’ service address is: 920 Memorial City Way, Suite 100, Houston, Texas 77024.

the commencement or continuation of any judicial, administrative, or other action or proceeding against the Debtors (i) that was or could have been commenced before the commencement of the Chapter 11 Cases or (ii) to recover a claim against the Debtors that arose before the commencement of the Chapter 11 Cases; (b) the enforcement, against any of the Debtors or against any property of each of the Debtors' bankruptcy estates, of a judgment obtained prior to the commencement of the Chapter 11 Cases; and (c) any act to obtain possession of property of or from any of the Debtors' bankruptcy estates, or to exercise control over property of any of the Debtors' bankruptcy estates.<sup>2</sup> No order has been entered in the Chapter 11 Cases granting relief from the automatic stay.

3. **PLEASE TAKE FURTHER NOTICE** that pleadings filed in the Chapter 11 Cases may be obtained free of charge by visiting the website of Kurtzman Carson Consultants LLC, at <https://www.kccllc.net/cobalt> or by calling (866) 967-1782. You may also obtain copies of any pleadings by visiting the Court's website at <https://ecf.txs.uscourts.gov/> (PACER login and password required) in accordance with the procedures and fees set forth therein.

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<sup>2</sup> Nothing herein shall constitute a waiver of the Debtors' rights to assert any claims, counterclaims, defenses, rights of setoff or recoupment, or any other claims against any party to the above-captioned case. The Debtors expressly reserve all rights to contest any claims that may be asserted against the Debtors.

December 14, 2017

Respectfully submitted,

By: /s/Aaron M. Streett

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*Counsel for Defendant-Appellant Cobalt  
International Energy, Inc.*

**CERTIFICATE OF COMPLIANCE**

This document complies with the word limit because, excluding the parts of the document exempted by Fed. R. App. P. 32(f), this document contains 606 words.

This document complies with the typeface requirements because this document has been prepared in a proportionally spaced typeface using Microsoft Word in Times New Roman size 14 font.

/s/ Aaron M. Streett  
Aaron M. Streett

**CERTIFICATIONS UNDER ECF FILING STANDARDS**

Pursuant to paragraph A(6) of this Court’s ECF Filing Standards, I hereby certify that (1) required privacy redactions have been made, 5th Cir. R. 25.2.13; (2) the electronic submission in an exact copy of the paper document, 5th Cir. R. 25.2.1; and (3) the document has been scanned for viruses with the most recent version of a commercial virus scanning program and is free of viruses.

/s/ Aaron M. Streett  
Aaron M. Streett

**CERTIFICATE OF SERVICE**

I hereby certify that on this 14th day of December, 2017, I electronically filed the foregoing with the Clerk of the Court for the United States Court of Appeals for the Fifth Circuit using the appellate CM/ECF system. Counsel for all parties to the case are registered CM/ECF users and will be served by the appellate CM/ECF system.

/s/ Aaron M. Streett

Aaron M. Streett

**EXHIBIT A**

**Voluntary Petition of  
Cobalt International Energy, Inc. Under Chapter 11 of the Bankruptcy Code**

**Fill in this information to identify the case:**

United States Bankruptcy Court for the:  
Southern District of Texas  
(State)

Case number (if known): \_\_\_\_\_ Chapter 11

Check if this is an amended filing

Official Form 201  
Voluntary Petition for Non-Individuals Filing for  
Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's Name Cobalt International Energy, Inc.

2. All other names debtor used in the last 8 years N/A

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 27-0821169

4. Debtor's address **Principal place of business** **Mailing address, if different from principal place of business**

920 Memorial City Way  
Number Street

Number Street

Suite 100

P.O. Box

Houston, Texas 77024  
City State Zip Code

City State Zip Code

**Location of principal assets, if different from principal place of business**

Harris County  
County

Number Street

City State Zip Code

5. Debtor's website (URL) http://www.cobaltintl.com

6. Type of debtor  
 Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))  
 Partnership (excluding LLP)  
 Other. Specify: \_\_\_\_\_



Debtor Cobalt International Energy, Inc. Case number (if known) \_\_\_\_\_  
 Name

**7. Describe debtor's business**

A. Check One:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes> .  
2111

**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check One:

- Chapter 7
- Chapter 9

Chapter 11. Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

No

Yes.

District _____	When _____	Case number _____
	MM/DD/YYYY	
District _____	When _____	Case number _____
	MM/DD/YYYY	

If more than 2 cases, attach a separate list.

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**

No

Yes.

Debtor <u>See Rider 1</u>	Relationship <u>Affiliate</u>
District <u>Southern District of Texas</u>	When <u>12/14/2017</u>
Case number, if known _____	MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Debtor Cobalt International Energy, Inc. Case number (if known) \_\_\_\_\_  
 Name

**11. Why is the case filed in this district?**

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention? (Check all that apply.)**

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.  
 What is the hazard? \_\_\_\_\_
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other \_\_\_\_\_

**Where is the property?**

Number \_\_\_\_\_ Street \_\_\_\_\_  
 \_\_\_\_\_  
 City \_\_\_\_\_ State \_\_\_\_\_ Zip Code \_\_\_\_\_

**Is the property insured?**

- No
- Yes. Insurance agency \_\_\_\_\_  
 Contact name \_\_\_\_\_  
 Phone \_\_\_\_\_

**Statistical and administrative information**

**13. Debtor's estimation of available funds**

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

**14. Estimated number of creditors**

- |   |  |  |
|---|--|--|
| <input type="checkbox"/> 1-49               | <input type="checkbox"/> 1,000-5,000   | <input type="checkbox"/> 25,001-50,000     |
| <input type="checkbox"/> 50-99              | <input type="checkbox"/> 5,001-10,000  | <input type="checkbox"/> 50,001-100,000    |
| <input checked="" type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999            |  |  |

**15. Estimated assets**

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million             | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000    | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million           | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million          | <input type="checkbox"/> More than \$50 billion        |

Debtor Cobalt International Energy, Inc. Case number (if known) \_\_\_\_\_  
 Name

- 16. Estimated liabilities**
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million    | <input type="checkbox"/> \$500,000,001-\$1 billion               |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million   | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million  | <input type="checkbox"/> \$10,000,000,001-\$50 billion           |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion                  |

**Request for Relief, Declaration, and Signatures**

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature of authorized representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/14/2017  
 MM/ DD / YYYY

**X** /s/ David D. Powell David D. Powell  
 Signature of authorized representative of debtor Printed name

Title Chief Financial Officer

**18. Signature of attorney** **X** /s/ Zack A. Clement Date 12/14/2017  
 Signature of attorney for debtor MM/ DD/YYYY

Zack A. Clement  
 Printed name

Zack A. Clement PLLC  
 Firm name

3753 Drummond Street  
 Number Street

Houston Texas 77025  
 City State ZIP Code

(832) 274-7629 zack.clement@icloud.com  
 Contact phone Email address

04361550 Texas  
 Bar number State

Fill in this information to identify the case:	
United States Bankruptcy Court for the:	
Southern District of Texas	
(State)	
Case number (if known): _____	Chapter <u>11</u>

Check if this is an amended filing

**Rider 1**  
**Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the entities listed below (collectively, the "Debtors") filed a petition in the United States Bankruptcy Court for the Southern District of Texas for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Cobalt International Energy, Inc.

- Cobalt International Energy, Inc.
- Cobalt International Energy GP, LLC
- Cobalt International Energy, L.P.
- Cobalt GOM LLC
- Cobalt GOM #1 LLC
- Cobalt GOM #2 LLC

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

In re:	§	
	§	Chapter 11
	§	
COBALT INTERNATIONAL ENERGY, INC.,	§	Case No. 17-_____ (___)
	§	
Debtor.	§	
	§	

**Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11**

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 001-34579

2. The following financial data is the latest available information and refers to the debtor's condition on 11/30/17

		35,000,000 (reflective of Cobalt International Energy, Inc.'s book value excluding intercompany claims).		
(a) Total assets		\$	_____	
(b) Total debts (including debts listed in 2.c., below)		\$	<u>2,840,794,000</u>	
(c) Debt securities held by more than 500 holders				Approximate number of holders:
secured	<input type="checkbox"/> unsecured	<input type="checkbox"/> subordinated	<input type="checkbox"/>	_____
secured	<input type="checkbox"/> unsecured	<input type="checkbox"/> subordinated	<input type="checkbox"/>	_____
secured	<input type="checkbox"/> unsecured	<input type="checkbox"/> subordinated	<input type="checkbox"/>	_____
secured	<input type="checkbox"/> unsecured	<input type="checkbox"/> subordinated	<input type="checkbox"/>	_____
secured	<input type="checkbox"/> unsecured	<input type="checkbox"/> subordinated	<input type="checkbox"/>	_____
(d) Number of shares of preferred stock				<u>0</u>
(e) Number of shares of common stock				<u>29,928,191</u>

Comments, if any: \_\_\_\_\_

3. Brief description of debtor's business: Cobalt International Energy, Inc., and its wholly-owned debtor and non-debtor subsidiaries, are an independent exploration and production company that operates in the deepwater U.S. Gulf of Mexico and offshore Angola and Gabon in West Africa..

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:  
See Rider 2

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

In re:	)	Chapter 11
COBALT INTERNATIONAL ENERGY, INC.,	)	Case No. 17-_____ (____)
Debtor.	)	

**LIST OF EQUITY SECURITY HOLDERS<sup>1</sup>**

<b>Debtor</b>	<b>Equity Holders</b>	<b>Address of Equity Holder</b>	<b>Percentage of Equity Held</b>
Cobalt International Energy, Inc.	First Reserve GP XI, Inc. ("GP XI Inc.")	One Lafayette Place, Greenwich, CT 06830	8.23%
	The Carlyle Group	1001 Pennsylvania Avenue, NW, Suite 220 South, Washington, D.C. 20004- 2505	7.84%
	Riverstone Holdings LLC	712 Fifth Avenue, 36th Floor, New York, NY 10019	7.84%
	Paulson & Co.	1251 Avenue of the Americas, 50th Floor, New York, NY 10020	6.91%
	Hotchkis and Wiley Capital Management, LLC	725 South Figueroa Street, 39th Floor, Los Angeles, CA 90017	5.04%

<sup>1</sup> This list reflects holders of five percent or more of Cobalt International Energy, Inc.'s common stock. It is based solely on information obtained from Bloomberg through the Bloomberg database. This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedures. By separate motion filed contemporaneously herewith, the debtor is requesting a waiver of the requirement under rule 1007 to file a list of all of its equity security holders.

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

In re:	)	Chapter 11
COBALT INTERNATIONAL ENERGY, INC.,	)	Case No. 17-_____ (___)
Debtor.	)	

**CORPORATE OWNERSHIP STATEMENT**

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

Shareholders	Approximate Percentage of Shares Held
N/A	N/A

Fill in this information to identify the case:	
Debtor name	<u>Cobalt International Energy, Inc., et al.</u>
United States Bankruptcy Court for the:	<u>Southern District of Texas</u>
Case number (If known):	_____ (State)

Check if this is an amended filing

**Official Form 204**

**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
					If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Wells Fargo Bank, N.A. 600 S. 4th Street, 11th Floor Minneapolis, MN 55415	Attn: Claire Alber Phone: 612-667-0337 Fax: 214-756-7401 Email: claire.m.alber@wellsfargo.com	2.625% Sr Convertible Notes				\$801,171,133.25
2	Wells Fargo Bank, N.A. 600 S. 4th Street, 11th Floor Minneapolis, MN 55415	Attn: Claire Alber Phone: 612-667-0337 Fax: 214-756-7401 Email: claire.m.alber@wellsfargo.com	3.125% Sr Convertible Notes				\$627,880,485.59
3	Skadden Arps Slate Meagher Four Times Square New York, NY 10036	Attn: Jay Kasner & Scott Musoff Fax: 212-735-2000 Email: jay.kasner@skadden.com; scott.musoff@skadden.com	Trade Debt				\$2,777,458.00
4	Wachtell Lipton Rosen & Katz 51 West 52nd Street New York, NY 10019	Attn: Director or Officer Fax: 212-403-2000 Email: srdavies@wlrk.com	Trade Debt				\$1,108,102.76



	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
5	Schlumberger Technology Corp 300 Schlumberger Drive Sugar Land, TX 77478	Attn: Director or Officer Fax: 281-285-8545 Email: customerremittances@slb.com	Trade Debt			\$741,686.12	
6	Williams & Connolly LLP 725 12th Street, N.W. Washington, DC 20005	Attn: Director or Officer Fax: 202-434-5029	Trade Debt			\$537,956.65	
7	CGG Services (U.S.) Inc. 10300 Town Park Dr Houston, TX 77072	Attn: Erika Lovetro & Nina Hodge Email: erika.lovetro@cgg.com; nina.hodge@Cgg.Com	Trade Debt			\$338,000.00	
8	Baker Hughes Oilfield Operational LLC 17021 Aldine Westfield Road Houston, TX 77073	Attn: Director or Officer Phone: 713-879-1727 Fax: 713-879-2662 Email: arcccashapplication@bakerhughes.com	Trade Debt			\$167,450.91	
9	Weatherford Laboratories 5200 North Sam Houston Parkway West, Suite 500 Houston, TX 77086	Attn: Ana Pandes Fax: 281-583-8959 Email: ana.pandes@weatherford.com	Trade Debt			\$127,466.68	
10	National Economic Research Associates, Inc. 360 Hamilton Avenue, 10th Floor White Plains, NY 10601	Attn: John Dwyer Fax: 212-345-4650 Email: neraaccountsreceivable@nera.com	Trade Debt			\$92,555.00	

	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
11	Gardere Wynne Sewell LLP 2021 Mckinney Ave, Suite 1600 Dallas, TX 75201	Attn: Ronald Oran Fax: 214-999-4667 Email: roran@gardere.com	Trade Debt				\$79,008.60
12	Intecsea, Inc 575 N. Dairy Ashford, Suite 400 Houston, TX 77079	Attn: Director or Officer Phone: 281-987-0800 Fax: 713-892-0869 Email: billing@intecsea.com	Trade Debt				\$46,699.20
13	Marine Preservation Assoc 20645 N. Pima Road Ste 100 Scottsdale, AZ 85255	Attn: Brett Drewry Phone: 480-991-5599 Email: brewry@mpaz.org	Trade Debt				\$37,500.00
14	Earth Science Assoc. C and T Inc. 5312 Gallatin Place Boulder, CO 80303	Attn: Andrew Pulham Phone: 303-887-4173 Email: docandyp@gmail.com	Trade Debt				\$34,860.77
15	Geocomputing Group, LLC 11757 Katy Freeway, Ste. 1300 Houston, TX 77079	Attn: Elizabeth Schall Phone: 832-251-1900 Email: eschall@geocomputing.net	Trade Debt				\$31,150.00
16	Sonangol Offshore Services Co. 1401 Enclave Parkway, Suite 125 Houston, TX 77077	Deanna Evans Phone: 281-921-8056 Fax: 281-966-1888 Email: devans@sonangoloffshore.com	Trade Debt				\$25,867.40

	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
17	JCC Services Inc. 19219 Katy Freeway, Suite 200 Houston, TX 77094	Attn: Cathy Brock & Michele Heli Phone: 281-578-3388 Email: cathy.brock@jccteam.com; michele.heli@jccteam.com	Trade Debt				\$25,584.00
18	Crowe Horwath LLP 225 West Wacker Drive, Suite 2600 Chicago, IL 60606-1224	Attn: Jansie McMahan Fax: 312-899-5300 Email: jansie.mcmahan@Croweharwath.Com	Trade Debt				\$25,025.00
19	Covington and Burling LLP One Citycenter, 850 Tenth Street, Nw Washington, DC 20001-4956	Attn: Director or Officer Phone: 202-662-6000 Fax: 202-662-6291	Trade Debt				\$23,658.73
20	Blade Energy Partners Ltd 2600 Network Blvd Suite 550 Frisco, TX 75034	Attn: Michelle Pineda Phone: 972-712-8407 Fax: 972-712-8408 Email: mpineda@blade-energy.com	Trade Debt				\$22,298.00
21	Berger Geosciences LLC 13100 North West Fwy Ste 600 Houston, TX 77040	Attn: Director or Officer Phone: 713-341-0397 Fax: 713-341-0398 Email: admin@b-geo.com	Trade Debt				\$18,000.00
22	Cuneiform Offshore Consulting, LLC 3406 Shadowchase Dr Houston, TX 77082	Attn: Basim Mekha Phone: 832-859-8668 Email: bmekha@cuneiform-offshore.com	Trade Debt				\$16,720.00

	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
23	PRQ Inc 6125 Hilton Road Manitou Springs, CO 80829	Attn: Paul Quigley Phone: 863-940-0918 Fax: 863-293-3732 Email: paul.quigley@cobaltintl.com	Trade Debt				\$14,520.00
24	Vinson And Elkins LLP 1001 Fannin Street, Suite 2500 Houston, TX 77002	Attn: Director or Officer Fax: 713-758-2346	Trade Debt				\$10,533.75
25	PriceWaterhouseCoopers LLP 300 Madison Avenue, 24Th Floor New York , NY 10017	Attn: Bob Morgan Fax: 813-286-6000 Email: bob.morgan@us.pwc.com	Trade Debt				\$10,363.00
26	Oil Spill Response (Dispersants) Limited Lower William Street Southampton Hampshire, SO14 5QE	Attn: Director or Officer Phone: 02380 331551 Fax: 44-20-7724-0103 Email: creditcontrol@oilspillresponse.com	Trade Debt				\$10,273.00
27	Fugro Marine Geoservices, Inc 6100 Hillcroft Houston, TX 77081	Attn: Carlena Jiro Phone: 713-369-5559 Fax: 713-336-5811 Email: cjiro@fugro.com	Trade Debt				\$7,510.00
28	Axia Partners, LP 515 Post Oak Blvd, Suite 910 Houston, TX 77027	Attn: Director or Officer Fax: 781-240-6050 Email: ar@axiapartners-us.com	Trade Debt				\$6,960.00

	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
					If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
29	Ellington And Associates Inc 6510 Guhn Rd Houston, TX 77040	Attn: Director or Officer Phone: 713-956-2838 Fax: 713-481-5333 Email: alsog.fnusa@alsglobal.com	Trade Debt				\$6,357.00
30	Halliburton Energy Services 14851 Milner Road Gate 5A Houston, TX 77032	Attn: Clarice Gray Fax: 281-449-1603 Email: clarice.gray@halliburton.com	Trade Debt				\$5,365.40

Fill in this information to identify the case and this filing:	
Debtor Name	Cobalt International Energy, Inc., et al.
United States Bankruptcy Court for the:	Southern District of Texas (State)
Case number (If known):	

**Official Form 202**  
**Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15**

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule
- Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration List of Equity Security Holders, Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

12/14/2017  
MM/ DD/YYYY

/s/ David D. Powell

Signature of individual signing on behalf of debtor

David D. Powell

Printed name

Chief Financial Officer

Position or relationship to debtor

**Resolution of the Board of Directors of  
Cobalt International Energy, Inc.**

WHEREAS, the Board of Directors (the “Board”) of Cobalt International Energy, Inc., a Delaware corporation (the “Company”), hereby takes the following actions and adopts the following resolutions pursuant to the organizational documents of the Company and the laws of the state of Delaware:

**Chapter 11 Filing**

WHEREAS, the Board has considered presentations by the management of the Company and the financial and legal advisors to the Company regarding the Company’s liabilities and liquidity situation and its available strategic alternatives, as well as the effect of the foregoing on the Company’s business; and

WHEREAS, the Board has had adequate opportunity to consult with the management of the Company and with the financial and legal advisors to the Company, obtain additional information, and fully consider each of the strategic alternatives available to the Company.

NOW, THEREFORE, BE IT,

RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Company (including a consideration of its creditors and other parties in interest) that the Company shall be, and hereby is, authorized to file, or cause to be filed, a voluntary petition for relief (the “Chapter 11 Case”) under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in a court of proper jurisdiction and/or any other petition for relief or recognition or other order that may be desirable under applicable law in the United States;

RESOLVED, that any of the Chief Executive Officer, the Chief Financial Officer, the President of Operations, the General Counsel, any Vice President, or any other duly appointed officer of the Company (collectively, the “Authorized Signatories”), acting alone or with one or more other Authorized Signatories be, and hereby are, authorized, empowered, and directed to execute and file on behalf of the Company all petitions, schedules, lists, and other motions, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company’s business;

**Retention of Professionals**

RESOLVED, that each of the Authorized Signatories be, and hereby are, authorized and directed to employ the law firm of Kirkland & Ellis LLP and Kirkland & Ellis International LLP (together, “Kirkland”) as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations, including filing any motions, objections, replies, applications, or pleadings; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Kirkland;

RESOLVED, that each of the Authorized Signatories be, and hereby are, authorized and directed to employ the law firm of Zack A. Clement, PLLC ("Clement") as local bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any motions, objections, replies, applications, or pleadings; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Clement;

RESOLVED, that each of the Authorized Signatories be, and hereby are, authorized and directed to employ the firm Houlihan Lokey Capital, Inc. ("Houlihan") as financial advisor and investment banker to, among other things, represent and assist the Company in evaluating their business and prospects, developing a long-term business plan, developing financial data for evaluation by the Board, creditors, and/or other third parties, as requested by the Company from time to time, evaluating the Company's capital structures, responding to issues related to the Company's financial liquidity, and in any sale, reorganization, business combination, or similar disposition of the Company's assets; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Houlihan;

RESOLVED, that each of the Authorized Signatories be, and hereby are, authorized and directed to employ the firm of Kurtzman Carson Consultants LLC ("KCC") as notice and claims agent to represent and assist the Company in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of KCC;

RESOLVED, that each of the Authorized Signatories be, and hereby are, authorized and directed to employ and retain any other professional advisors to represent and assist the Company in carrying out their duties under the Bankruptcy Code as such Authorized Signatory deems necessary, proper, or desirable in connection with the Company's Chapter 11 Cases, with a view to the successful prosecution of such case; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed appropriate applications for authority to retain the services of any such other professional advisors, in each case on such terms as such Authorized Signatory deems necessary, proper or desirable in connection with the Company's Chapter 11 Cases, with a view to the successful prosecution of such case;

RESOLVED, that each of the Authorized Signatories be, and hereby are, with power of delegation, authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance from legal counsel, accountants, financial advisors, and other professional advisors, and to take and perform any and all further acts and deeds that such Authorized Signatory



deems necessary, proper, or desirable in connection with the Company's Chapter 11 Cases, with a view to the successful prosecution of such case;

### **Cash Collateral and Adequate Protection**

RESOLVED, that the Company will obtain benefits from the use of collateral, including cash collateral, as that term is defined in section 363(a) of the Bankruptcy Code (the "Cash Collateral"), which is security for certain prepetition secured lenders (collectively, the "Secured Lenders") party to that certain First Lien Indenture, dated as of December 6, 2016, among the Company, as issuer, each of Cobalt International Energy GP, LLC, Cobalt International Energy, L.P., Cobalt GOM LLC, Cobalt GOM #1 LLC and Cobalt GOM #2 LLC, as subsidiary guarantors (the "Subsidiary Guarantors"), and Wilmington Trust, National Association, as trustee and collateral agent (the "Trustee"), or to that certain Second Lien Indenture, dated as of December 6, 2016, among the Company, as issuer, the Subsidiary Guarantors, and the Trustee;

RESOLVED, that in order to use and obtain the benefits of the Cash Collateral, and in accordance with section 363 of the Bankruptcy Code, the Company will provide certain adequate protection to the Secured Lenders (the "Adequate Protection Obligations"), as documented in a proposed order in interim and final form (the "Cash Collateral Order") and submitted for approval to the Bankruptcy Court;

RESOLVED, that the form, terms, and provisions of the Cash Collateral Order to which the Company is or will be subject, and the actions and transactions contemplated thereby be, and hereby are authorized, adopted, and approved, and each of the Authorized Signatories of the Company be, and hereby is, authorized and empowered, in the name of and on behalf of the Company, to take such actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform, and cause the performance of, the Cash Collateral Order, and such other agreements, certificates, instruments, receipts, petitions, motions, or other papers or documents to which the Company is or will be a party, including, but not limited to, any security and pledge agreement or guaranty agreement (collectively with the Cash Collateral Order, the "Cash Collateral Documents"), incur and pay or cause to be paid all fees and expenses and engage such persons, in each case, in the form or substantially in the form thereof submitted to the Board, with such changes, additions, and modifications thereto as the officers of the Company executing the same shall approve, such approval to be conclusively evidenced by such officers' execution and delivery thereof;

RESOLVED, that the Company, as debtor and debtor in possession under the Bankruptcy Code be, and hereby is, authorized to incur the Adequate Protection Obligations and to undertake any and all related transactions on substantially the same terms as contemplated under the Cash Collateral Documents (collectively, the "Cash Collateral Transactions"), including granting liens on its assets to secure such obligations;

### **General**

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Signatories, each of the Authorized Signatories (and their designees and delegates) be, and hereby are, authorized and empowered, in the name of and on behalf of the Company, to do

such further acts and things as any Authorized Signatory or such other duly authorized person shall deem necessary or appropriate in connection with, or to carry out the actions contemplated by, the foregoing resolutions, including to do and perform (or cause to be done and performed), in the name and on behalf of the Company, all such acts and to sign, make, execute, affix common seal on, deliver, issue, or file (or cause to be signed, made, executed, delivered, issued or filed) with any person including any governmental authority or agency, all such agreements, resolutions, deeds, instruments, letters, certificates, proxies, notices, certificates, acknowledgements, authorizations, consents, releases, waivers, and other documents (whether of like nature or not) (the "Ancillary Documents") and all amendments and modifications to any such Ancillary Documents, and to pay, or cause to be paid, all such payments, as any Authorized Signatory may deem necessary or advisable in order to carry out the intent of the foregoing resolutions, the authority for the doing of any such acts and things, and the signing, making, execution, delivery, issue, and filing of such of the foregoing to be conclusively evidenced thereby;

RESOLVED, that the Board has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waives any right to have received such notice; and

RESOLVED, that all acts relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act had been specifically authorized in advance by a valid resolution of the Board.

RESOLVED, that each of the Subsidiary Guarantors are, and each of them hereby is, authorized and directed to approve and ratify the Chapter 11 Case, the retention of each of Kirkland, Clement, Houlihan, and KCC, the incurrence of the Adequate Protection Obligations and entry into the Cash Collateral Transactions, and the entry by each such Subsidiary Guarantor into all applicable documents, agreements, certificates, or instruments necessary or desirable in connection with the foregoing, pursuant to one or more resolutions, written consents, or other actions or approvals taken in accordance with such Subsidiary Guarantor's applicable organizational documents and instruments; and all such actions and approvals taken or to be taken by the Subsidiary Guarantors are hereby approved and ratified by the Company.

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