

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

----- X
In re: : Chapter 11
COBALT INTERNATIONAL ENERGY, INC., *et al.*,¹ : Case No. 17-36709 (MI)
Debtors. : (Jointly Administered)
----- X

**WITNESS AND EXHIBIT LIST OF THE AD HOC COMMITTEE OF
UNSECURED NOTEHOLDERS IN CONNECTION WITH THE
CONFIRMATION HEARING ON APRIL 3, 2018
[Relates to D.I. Nos. 301 and 561]**

The Ad Hoc Committee of Unsecured Noteholders (the “Ad Hoc Committee”) submits the following Witness and Exhibit List for the confirmation hearing scheduled on April 3, 2018 at 8:30 a.m. (CDT), in the above-styled, jointly administered bankruptcy cases (the “Bankruptcy Cases”) before the Honorable Marvin Isgur, United States Bankruptcy Judge, 515 Rusk, Houston, Texas 77002.

WITNESS LIST

The Ad Hoc Committee may call the following witnesses:

1. A witness to be determined between now and the April 3 Hearing.²
2. Any witness listed, offered, or called by any other party, including the Debtors.
3. Any witness required for rebuttal or impeachment.

¹ The Debtors in these 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, L.P. (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.

² The Ad Hoc Committee is in the process of finalizing preparations for the April 3 Hearing, and will amend this Witness and Exhibit List as soon as it has confirmed the identity of its witness.



EXHIBIT LIST³

1.	Statoil Confidentiality Agreement <i>Subject to the Protective Order</i>				
2.	May 2, 2017 Total Offer Letter <i>Subject to the Protective Order</i>				
3.	May 10, 2017 Cobalt Board of Director Meeting Materials <i>Subject to the Protective Order</i>				
4.	May 11, Letter from Cobalt to Total <i>Subject to the Protective Order</i>				
5.	Joint Total-Statoil – North Plate Joint Bid Package <i>Subject to the Protective Order</i>				
6.	October 27, 2017 Settlement Letter <i>Subject to the Protective Order</i>				
7.	Joint Bidding Agreement <i>Subject to the Protective Order</i>				
8.	Houlihan Lokey Jayhawk Teaser <i>Subject to the Protective Order</i>				
9.	January 30, 2018 Email from Cobalt's R. Smith to Houlihan Lokey's J. Eaves with Attachments <i>Subject to the Protective Order</i>				
10.	Total Announcement of Discovery of Ballymore				
11.	October 24, 2017 Cobalt Board of Directors Meeting Materials <i>Subject to the Protective Order</i>				
12.	February 2018 Total's Results and Outlook				
13.	February 8, 2018 Total Q4 Earnings Call Transcript				
14.	February 6, 2018 Interview with Total CEO P. Pouyanne				

³ The Ad Hoc Committee will only be circulating the exhibits subject to the Protective Order [Docket No. 584] in accordance with such Order (i.e., to parties who have agreed to be bound by the Protective Order).

15.	Summary of Recent Deepwater Transactions				
16.	Emails from Milbank's E. Stodola to Debtors' counsel Regarding the Settlement Letter <i>Subject to the Protective Order</i>				
17.	Previous Iteration of North Platte APA <i>Subject to the Protective Order</i>				
18.	Paul Klemperer – The Wallet Game				
19.	Paul Klemperer – What Really Matters in Auction Design				
20.	Knable, et al. – Special Antitrust Issues Raised by Private Equity Transactions				
21.	Oil Prices Chart				
22.	Oil and Gas Investor Article – Cobalt International Energy Weights Sales of Assets or Company				
23.	LosEchos Article – Cobalt is Rewarded in the United States				
24.	August 8, 2017 Cobalt Board of Directors Meeting Materials <i>Subject to the Protective Order</i>				
25.	October 2, 2017 Cobalt Board of Directors Agenda with Attachments <i>Subject to the Protective Order</i>				
26.	October 31, 2017 Cobalt Board of Directors Meeting Agenda with Attachments <i>Subject to the Protective Order</i>				
27.	March 2017 Cobalt Investor Presentation				
28.	March 2017 Wood Mackenzie North Platte Report <i>Subject to the Protective Order</i>				
29.	December 2017 Wood Mackenzie North Platte <i>Subject to the Protective Order</i>				
30.	April 2017 Wood Mackenzie North Platte Report <i>Subject to the Protective Order</i>				
31.	May 2, 2017 Cobalt Board of Directors Meeting Materials <i>Subject to the Protective Order</i>				
32.	May 5, 2017 Cobalt Board of Directors Meeting Minutes <i>Subject to the Protective Order</i>				

33.	May 10, 2017 Cobalt Board of Directors Meeting Minutes <i>Subject to the Protective Order</i>				
34.	January 2018 Houlihan Lokey Cleansing Materials <i>Subject to the Protective Order</i>				
35.	January 31, 2018 Article with Interview of Bruno Courme				
36.	Any exhibits listed, designated, or offered by any other party.				
37.	Any exhibits necessary for rebuttal.				

The Ad Hoc Committee reserves the right to modify, amend or supplement this Witness and Exhibit List at any time. The Ad Hoc Committee reserves the right to ask the Court to take judicial notice of pleadings, transcripts and/or documents filed in or in connection with these Bankruptcy Cases, to offer rebuttal exhibits, and to supplement or amend this Witness and Exhibit List at any time prior to the April 3, 2018 Confirmation Hearing. Designation of any exhibit above does not waive any objections the Ad Hoc Committee may have to any exhibit listed on any other party's exhibit list.

[Remainder of Page Intentionally Left Blank]

Dated: March 29, 2018

Respectfully submitted,
COLE SCHOTZ P.C.

/s/ Michael D. Warner

Michael D. Warner (TX. Bar No. 00792304)
301 Commerce Street, Suite 1700
Fort Worth, TX 76102
Telephone: (817) 810-5250

- and -

MILBANK, TWEED, HADLEY & M^cCLOY LLP

Gerard Uzzi (admitted *pro hac vice*)
Eric Stodola (admitted *pro hac vice*)
28 Liberty Street
New York, NY 10005
Telephone: (212) 530-5000

Counsel to the Ad Hoc Committee

CERTIFICATE OF SERVICE

I hereby certify that on this 29th day of March, 2018, a true and correct copy of the above and foregoing has been served by electronic transmission to all registered ECF users appearing in these cases.

/s/ Michael D. Warner

Michael D. Warner