

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

In re: § Chapter 11  
§  
COBALT INTERNATIONAL ENERGY INC., *et* § Case No. 17-36709 (MI)  
*al.*<sup>1</sup> §  
§  
Reorganized Debtors. § (Jointly Administered)

PLAN ADMINISTRATOR'S SECOND OMNIBUS OBJECTION TO CERTAIN  
PROOFS OF CLAIM (SATISFIED CLAIMS)

THIS IS AN OBJECTION TO YOUR CLAIM. THIS OBJECTION ASKS THE COURT TO DISALLOW THE CLAIM THAT YOU FILED IN THIS BANKRUPTCY CASE. IF YOU DO NOT FILE A RESPONSE WITHIN 30 DAYS AFTER THE OBJECTION WAS SERVED ON YOU, YOUR CLAIM MAY BE DISALLOWED WITHOUT A HEARING.

A HEARING WILL BE CONDUCTED ON THIS MATTER ON JULY 19, 2018 AT 10:00 A.M. IN COURTROOM 404, 4TH FLOOR, UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF TEXAS, 515 RUSK STREET, HOUSTON, TEXAS 77002.

REPRESENTED PARTIES SHOULD ACT  
THROUGH THEIR ATTORNEY.

THIS OBJECTION SEEKS TO DISALLOW AND EXPUNGE CERTAIN PROOFS OF CLAIM. CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS ON SCHEDULE 1 TO EXHIBIT B ATTACHED TO THIS OBJECTION.

<sup>1</sup> 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.



Nader Tavakoli, solely in his capacity as the Lead Member and Chairman of the Plan Administrator Committee of Cobalt International Energy, Inc. et al. (the “Plan Administrator”) appointed under the *Fourth Amended Joint Chapter 11 Plan of Cobalt International Energy, Inc. and Its Debtor Affiliates*, confirmed on April 5, 2018 (the “Plan”),<sup>2</sup> respectfully states as follows in support of this omnibus claims objection (this “Objection”), and submits the *Declaration of Aaron Skidmore in Support of the Plan Administrator’s Second Omnibus Objection to Certain Proofs of Claim (Satisfied Claims)* attached hereto as **Exhibit A** (the “Skidmore Declaration”):

### **Relief Requested**

1. The Plan Administrator seeks entry of an order, substantially in the form attached hereto as **Exhibit B** (the “Order”), disallowing and expunging each claim identified on **Schedule 1** to the Order (collectively, the “Satisfied Claims”) because they have been satisfied or released during the Chapter 11 Cases.

### **Jurisdiction, Venue, and Procedural Background**

2. The United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. The bases for the relief requested in this Objection are sections 105(a) and 502(b) of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), Rule 3007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 3007-1 of the Bankruptcy Local Rules for the Southern District of Texas.

3. On December 14, 2017 (the “Petition Date”), Cobalt International Energy, Inc. and its debtor affiliates (collectively, the “Debtors”, and after the Effective Date, the

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<sup>2</sup> Capitalized but undefined terms used herein shall have the meanings given to such terms in the Plan.

“Reorganized Debtors”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. These cases are being jointly administered under the caption *In re Cobalt International Energy, Inc., et al.*, Case No. 17-36709 (the “Chapter 11 Cases”). A detailed description of the facts and circumstances leading to these chapter 11 cases is set forth in the *Declaration of David D. Powell, Chief Financial Officer of Cobalt International Energy, Inc., in Support of Chapter 11 Petitions and Second Day Motions* [Dkt No. 16].

4. On April 5, 2018, the Court entered its *Order (I) Confirming the Fourth Amended Joint Chapter 11 Plan of Cobalt International Energy, Inc. and Its Debtor Affiliates, and (II) Approving the Sale Transaction* [Dkt. No. 784] (the “Confirmation Order”) confirming the Plan. Pursuant to the Plan and Confirmation Order, the Plan Administrator was charged with acting for the Debtors in the same fiduciary capacity as applicable to a board of directors and officers and appointed to, *inter alia*, resolve Disputed Claims, make all distributions pursuant to the Plan, and to administer the Plan in an efficacious manner.<sup>3</sup>

5. On April 10, 2018, the effective date of the Plan occurred.<sup>4</sup>

6. Among other things, the Plan provides: “[O]n and after the Effective Date, the Plan Administrator is authorized to and may issue, execute, deliver, file, or record such contracts, securities, instruments, releases, and other agreements or documents and take such actions as may be necessary or appropriate to effectuate, implement, and further evidence the terms and conditions of the Plan and the Sale Transaction Documentation.”<sup>5</sup> As the successor to all of the powers of the Debtors’ directors and officers, “the Plan Administrator shall be empowered to . . .

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<sup>3</sup> See Plan, at § IV(D)(1).

<sup>4</sup> See *Notice of (I) Entry of Order Confirming the Fourth Amended Joint Chapter 11 Plan of Cobalt International Energy, Inc. and Its Debtor Affiliates and Approving the Sale Transaction and (II) Occurrence of Effective Date* filed in these Chapter 11 Cases on April 10, 2018 (Dkt. No. 804).

<sup>5</sup> See Plan, at § IV(D)(1).

object to, Allow, or otherwise resolve any General Unsecured Claim, Priority Claim, or Other Secured Claim, subject to the terms hereof,” without any further notice to or action, order, or approval by the Bankruptcy Court.<sup>6</sup>

### **The Claims Reconciliation Process**

7. On January 29, 2018, the Debtors filed their Statements of Financial Affairs and Schedules of Assets and Liabilities, as required by section 521 of the Bankruptcy Code (collectively, the “Schedules”). On February 22, 2016, the Court entered the *Order (I) Setting Bar Dates for Filing Proofs of Claim, Including Requests for Payment Under Section 503(B)(9), (II) Establishing Amended Schedules Bar Date and Rejection Damages Bar Date, (III) Approving the Form of and Manner for Filing Proofs of Claim, Including Section 503(B)(9) Request, and (IV) Approving Notice of Bar Dates* [Dkt No. 469], which, among other things, established (a) March 19, 2018 as the deadline for all non-governmental entities holding or wishing to assert a “claim” (as defined in section 101(5) of the Bankruptcy Code) against any of the Debtors that arose before the Petition Date to file a proof of such claim in writing and (b) June 12, 2018 as the deadline for all governmental entities holding or wishing to assert a “claim” (as defined in section 101(5) of the Bankruptcy Code) against any of the Debtors that arose before the Petition Date to file a proof of such claim in writing.

8. To date, approximately 450 proofs of claim have been filed against the Debtors on an aggregate basis. The Plan Administrator and his advisors (collectively, the “Reviewing Parties”), have been working diligently to review the Disputed Claims, including any supporting documentation filed therewith. For the reasons set forth below, and based on the review to date, the Reviewing Parties have determined that the Satisfied Claims should be disallowed and expunged as set forth herein.

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<sup>6</sup> See Plan, at § VI(B).

### **Basis for Relief**

9. Section 502 of the Bankruptcy Code provides, in pertinent part, as follows: “[a] claim or interest, proof of which is filed under section 501 of [the Bankruptcy Code], is deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502. Moreover, Bankruptcy Rule 3007 provides certain grounds upon which “objections to more than one claim may be joined in an omnibus objection,” which includes when “the objections are based solely on the grounds that the claims should be disallowed, in whole or in part, because . . . they have been satisfied or released during the case in accordance with the Code, applicable rules, or a court order.” Fed. R. Bankr. P. 3007(d).

10. As set forth in Bankruptcy Rule 3001(f), a properly executed and filed proof of claim constitutes prima facie evidence of the validity and the amount of the claim under section 502(a) of the Bankruptcy Code. *See, e.g., In re Jack Kline Co., Inc.*, 440 B.R. 712, 742 (Bankr. Tex. 2010). A proof of claim loses the presumption of prima facie validity under Bankruptcy Rule 3001(f) if an objecting party refutes at least one of the allegations that are essential to the claim’s legal sufficiency. *See In re Fidelity Holding Co., Ltd.*, 837 F.2d 696, 698 (5th Cir. 1988). Once such an allegation is refuted, the burden reverts to the claimant to prove the validity of its claim by a preponderance of the evidence. *Id.* Despite this shifting burden during the claim objection process, “the ultimate burden of proof always lies with the claimant.” *In re Armstrong*, 347 B.R. 581, 583 (Bankr. N.D. Tex. 2006) (citing *Raleigh v. Ill. Dep’t of Rev.*, 530 U.S. 15 (2000)).

### **Satisfied Claims**

11. As set forth herein and the Skidmore Declaration, the Reviewing Parties have reviewed the Debtors’ books and records and the claims register and have determined that the

Satisfied Claims have been satisfied or released during the Chapter 11 Cases. Failure to disallow and expunge the Satisfied Claims would result in the applicable claimants receiving an unwarranted recovery against the Debtors to the detriment of other similarly situated creditors.

12. The Satisfied Claims encompass claims asserted by former officers or directors against the Debtors for indemnification. Each of these officers or directors is “Insured” as such term is defined in the Debtors’ D&O Liability Insurance Policies. [COBALT TO CONFIRM] The Plan provides, *inter alia*, that the Debtors are deemed to have assumed the Debtors’ D&O Liability Insurance Policies therefore providing coverage for the Satisfied Claims, and that the officer and director claimants seeking indemnification from the Estates pursuant to their respective Satisfied Claims may only look to the D & O Liability Insurance Policies for recovery—and not the Estates. Specifically, Article IV(P) of the Plan provides that:

***The Debtors shall be deemed to have assumed all of the Debtors’ D&O Liability Insurance Policies pursuant to section 365(a) of the Bankruptcy Code effective as of the Effective Date, and coverage for defense and indemnity under any of the D&O Liability Insurance Policies shall remain available to all individuals within the definition of “Insured” in any of the D&O Liability Insurance Policies.*** Entry of the Confirmation Order will constitute the Bankruptcy Court’s approval of the Debtors’ foregoing assumption of each of the unexpired D&O Liability Insurance Policies. Notwithstanding anything to the contrary contained in the Plan, and except as otherwise may be provided in an Order from the Bankruptcy Court, Confirmation of the Plan shall not discharge, impair, or otherwise modify any indemnity obligations assumed by the foregoing assumption of the D&O Liability Insurance Policies, and each such indemnity obligation will be deemed and treated as an Executory Contract that has been assumed by the Debtors under the Plan as to which no Proof of Claim need be filed. ***Provided, however, that the holder(s) of a Claim for an indemnity obligation will look only to the D&O Liability Insurance Policies for recovery and not the Estates.***

See Plan, Art. IV(P) (emphasis added).

13. As the officer and director claimants will retain coverage of their indemnification claims by way of the Debtors’ assumption of the D&O Liability Insurance Policies and may not

recover from the Estates pursuant to the express language of the Plan, each of the Satisfied Claims constitutes a claim satisfied or released during the Chapter 11 Cases. The Plan Administrator therefore requests that the Court enter an order disallowing and expunging the Satisfied Claims identified on **Schedule 1** to the Order.

#### **Reservation of Rights**

14. This Objection is limited to the grounds stated herein. Accordingly, it is without prejudice to the rights of the Plan Administrator to object to any claim on any grounds whatsoever. The Plan Administrator expressly reserves all further substantive or procedural objections. Nothing contained herein or any actions taken pursuant to such relief is intended or should be construed as: (a) an admission as to the validity of any prepetition claim against a Debtor entity; (b) a waiver of the Plan Administrator's right to dispute any prepetition claim on any grounds; (c) a promise or requirement to pay any prepetition claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Objection or any order granting the relief requested by this Objection; (e) a request or authorization to assume any prepetition agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; or (f) a waiver of the Plan Administrator's rights under the Bankruptcy Code or any other applicable law.

#### **Separate Contested Matter**

15. To the extent that a response is filed regarding any Satisfied Claim and the Plan Administrator is unable to resolve any such response, each such Satisfied Claim, and the Objection as it pertains to such Satisfied Claim, will constitute a separate contested matter as contemplated by Bankruptcy Rule 9014. Further, the Plan Administrator requests that any order

entered by the Court regarding an objection or other reply asserted in response to this Objection be deemed a separate order with respect to each proof of claim.

**Notice**

16. The Plan Administrator will provide notice of this Objection to: (a) the Debtors; (b) Office of the United States Trustee for the Southern District of Texas; (c) holders of Satisfied Claims; and (d) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Plan Administrator submits that, in light of the nature of the relief requested, no other or further notice need be given.

**No Prior Request**

17. No prior request for the relief sought in this Objection has been made to this or any other court.

*[Remainder of Page Intentionally Left Blank]*



WHEREFORE, the Plan Administrator respectfully requests entry of the Order, substantially in the form attached hereto as **Exhibit B**, granting the relief requested herein and such other and further relief as is just and equitable.

Dated: May 25, 2018.

**GREENBERG TRAURIG, LLP**

By: /s/ David R. Eastlake

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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.***

**Exhibit A**

**Declaration of Aaron Skidmore in Support of Plan Administrator's Second Omnibus  
Objection to Certain Proofs of Claim (Satisfied Claims)**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

<b>In re:</b>  <b>COBALT INTERNATIONAL ENERGY, INC., <i>et al.</i>,<sup>1</sup></b>  <b>Reorganized Debtors.</b>	§ § § § § §	<b>Chapter 11</b>  <b>Case No. 17-36709 (MI)</b>  <b>(Jointly Administered)</b>
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**DECLARATION OF AARON SKIDMORE IN SUPPORT OF PLAN  
ADMINISTRATOR'S SECOND OMNIBUS OBJECTION TO  
CERTAIN PROOFS OF CLAIM (SATISFIED CLAIMS)**

I, Aaron Skidmore, hereby declare under penalty of perjury:

1. I am the Treasurer at Cobalt International Energy, Inc. Nader Tavakoli, solely in his capacity as the Lead Member and Chairman of the Plan Administrator Committee of Cobalt International Energy, Inc. et al. (the "Plan Administrator") appointed under the *Fourth Amended Joint Chapter 11 Plan of Cobalt International Energy, Inc. and Its Debtor Affiliates*, confirmed on April 5, 2018 (the "Plan"), has been utilizing certain employees of the Reorganized Debtors to assist the Plan Administrator in reconciling and, if necessary, objecting to claims filed against the Debtors, consistent with the duties assigned to the Plan Administrator under the confirmed Plan.

2. I am generally familiar with the Debtors' operations, financing arrangements, business affairs, and books and records that reflect, among other things, the Debtors' liabilities and the amount thereof owed to their creditors as of the Petition Date. I have read the *Plan*

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<sup>1</sup> 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.

*Administrator's Second Omnibus Objection to Certain Proofs of Claim (Satisfied Claims)* (the "Objection"), filed contemporaneously herewith.<sup>2</sup>

3. To the best of my knowledge, information and belief, the assertions made in the Objection are accurate. In evaluating the Satisfied Claims, the Reviewing Parties have reviewed the Debtors' books and records, the Plan, and the relevant proofs of claim, as well as the supporting documentation provided by each claimant, and have determined that each Satisfied Claim should be disallowed and expunged because they have been satisfied or released during the Chapter 11 Cases. As such, I believe that the disallowance and expungement of the Satisfied Claims on the terms set forth in the Objection is appropriate.

4. The Satisfied Claims encompass claims asserted by former officers or directors against the Debtors for indemnification. Each of these officers or directors are "Insured" as such term is defined in the Debtors' D&O Liability Insurance Policies. The Plan provides, *inter alia*, that the Debtors are deemed to have assumed the Debtors' D&O Liability Insurance Policies therefore providing coverage for the Satisfied Claims, and that the officer and director claimants seeking indemnification from the Estates pursuant to their respective Satisfied Claims may only look to the D & O Liability Insurance Policies for recovery—and not the Estates. Specifically, Article IV(P) of the Plan provides that:

***The Debtors shall be deemed to have assumed all of the Debtors' D&O Liability Insurance Policies pursuant to section 365(a) of the Bankruptcy Code effective as of the Effective Date, and coverage for defense and indemnity under any of the D&O Liability Insurance Policies shall remain available to all individuals within the definition of "Insured" in any of the D&O Liability Insurance Policies.*** Entry of the Confirmation Order will constitute the Bankruptcy Court's approval of the Debtors' foregoing assumption of each of the unexpired D&O Liability Insurance Policies. Notwithstanding anything to the contrary contained in the Plan, and except as otherwise may be provided in an Order from the Bankruptcy Court, Confirmation of the Plan shall not discharge, impair, or otherwise modify any indemnity obligations assumed by the foregoing

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<sup>2</sup> Capitalized but undefined terms herein shall have the same meaning ascribed to them in the Objection.

assumption of the D&O Liability Insurance Policies, and each such indemnity obligation will be deemed and treated as an Executory Contract that has been assumed by the Debtors under the Plan as to which no Proof of Claim need be filed. ***Provided, however, that the holder(s) of a Claim for an indemnity obligation will look only to the D&O Liability Insurance Policies for recovery and not the Estates.***

See Plan, Art. IV(P) (emphasis added).

5. As the officer and director claimants will retain coverage of their indemnification claims by way of the Debtors' assumption of the D&O Liability Insurance Policies and may not recover from the Estates pursuant to the express language of the Plan, each of the Satisfied Claims constitutes a claim satisfied or released during the Chapter 11 Cases.

6. Failure to disallow and expunge the Satisfied Claims could result in the applicable claimants receiving an unwarranted recovery against the Debtors to the detriment of other similarly situated creditors. As such, I believe the disallowance and expungement of the Satisfied Claims on the terms set forth in the Objection is appropriate.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the facts set forth in the foregoing declaration are true and correct to the best of my knowledge, information and belief.

Dated: May 25, 2018

/s/ Aaron Skidmore  
Aaron Skidmore  
Treasurer  
Cobalt International Energy, Inc.

**Exhibit B**

**Proposed Order**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

In re:	§ Chapter 11
	§
COBALT INTERNATIONAL ENERGY, INC.,	§ Case No. 17-36709 (MI)
<i>et al.</i> , <sup>1</sup>	§
	§
Reorganized Debtors.	§ (Jointly Administered)

ORDER SUSTAINING PLAN ADMINISTRATOR'S SECOND  
OMNIBUS OBJECTION TO CERTAIN PROOFS OF CLAIM  
(SATISFIED CLAIMS)

Upon the *Plan Administrator's Second Omnibus Objection to Certain Proofs of Claim (Satisfied Claims)* (the "Objection")<sup>2</sup>; and upon consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. §§ 157 and 1334; and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Objection having been provided; and it appearing that no other or further notice need be provided; and the Court having determined that there exists just cause for the relief granted herein; and upon the record of the hearing before the Court, and any responses to the Objection having been withdrawn, resolved, or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED** that:

1. The Objection is sustained as set forth herein.
2. Each Satisfied Claim identified on Schedule 1 attached to this Order is disallowed and expunged in its entirety.

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<sup>1</sup> 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.

<sup>2</sup> Capitalized but undefined terms herein shall have the same meaning as ascribed to them in the Objection.

3. Kurtzman Carson Consultants, LLC, as Claims, Noticing and Solicitation Agent, is authorized and directed to update the claims register maintained in these chapter 11 cases to reflect the relief granted in this Order.

4. To the extent a response is filed regarding any Satisfied Claim, each such Satisfied Claim, and the Objection as it pertains to such Satisfied Claim, will constitute a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order will be deemed a separate order with respect to each Satisfied Claim.

5. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission as to the validity of any prepetition claim against a Debtor entity; (b) a waiver of the Plan Administrator's right to dispute any prepetition claim on any grounds; (c) a promise or requirement to pay any prepetition claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Objection or any order granting the relief requested by this Objection; (e) a request or authorization to assume any prepetition agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; or (f) a waiver of the Plan Administrator's rights under the Bankruptcy Code or any other applicable law.

6. The terms and conditions of this Order will be immediately effective and enforceable upon its entry.

7. The Plan Administrator is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Objection.



8. This Court shall retain exclusive jurisdiction to resolve any dispute arising from or related to this Order.

Signed: \_\_\_\_\_, 2018

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HONORABLE MARVIN ISGUR  
UNITED STATES BANKRUPTCY JUDGE

Second Omnibus Objection

**Schedule 1**  
**Satisfied Claims<sup>1</sup>**

In re Cobalt Int'l Energy, et al.  
Case No. 17-36709 (MI)  
Jointly Administered

	Name of Claimant	Claim No.	Debtor Name	Secured Amount	Priority Amount	Unsecured Amount	Total	Proposed Amount	Unliquidated
1	Scott L. Lebovitz Attn Omar Alaniz Baker Botts 2001 Ross Avenue, Ste. 700 Dallas, TX 75201	197	Cobalt International Energy, Inc.	\$0.00	\$0.00	Unliquidated	\$0.00	\$0.00	<input checked="" type="checkbox"/>
			Legal and Factual Basis: Claim is asserted by former officer or director of the Debtors for indemnification. Each of these officers or directors is "Insured" as such term is defined in the Debtors' D&O Liability Insurance Policies, which policies were assumed by the Debtors in connection with confirmation of the Plan and continue to provide coverage to claimant for any indemnification obligations. The Plan provides that claimants seeking indemnification from the Debtors may only look to the D&O Liability Insurance Policies for recovery—and not the Estates. Thus, the claim has been satisfied or released during the Chapter 11 Cases.						
2	Scott L. Lebovitz Attn Omar Alaniz Baker Botts 2001 Ross Avenue, Ste. 700 Dallas, TX 75201	198	Cobalt International Energy GP, LLC	\$0.00	\$0.00	Unliquidated	\$0.00	\$0.00	<input checked="" type="checkbox"/>
			Legal and Factual Basis: Claim is asserted by former officer or director of the Debtors for indemnification. Each of these officers or directors is "Insured" as such term is defined in the Debtors' D&O Liability Insurance Policies, which policies were assumed by the Debtors in connection with confirmation of the Plan and continue to provide coverage to claimant for any indemnification obligations. The Plan provides that claimants seeking indemnification from the Debtors may only look to the D&O Liability Insurance Policies for recovery—and not the Estates. Thus, the claim has been satisfied or released during the Chapter 11 Cases.						
3	Scott L. Lebovitz Attn Omar Alaniz Baker Botts 2001 Ross Avenue, Ste. 700 Dallas, TX 75201	199	Cobalt International Energy, L.P.	\$0.00	\$0.00	Unliquidated	\$0.00	\$0.00	<input checked="" type="checkbox"/>
			Legal and Factual Basis: Claim is asserted by former officer or director of the Debtors for indemnification. Each of these officers or directors is "Insured" as such term is defined in the Debtors' D&O Liability Insurance Policies, which policies were assumed by the Debtors in connection with confirmation of the Plan and continue to provide coverage to claimant for any indemnification obligations. The Plan provides that claimants seeking indemnification from the Debtors may only look to the D&O Liability Insurance Policies for recovery—and not the Estates. Thus, the claim has been satisfied or released during the Chapter 11 Cases.						
4	Scott L. Lebovitz Attn Omar Alaniz Baker Botts 2001 Ross Avenue, Ste. 700 Dallas, TX 75201	200	Cobalt GOM LLC	\$0.00	\$0.00	Unliquidated	\$0.00	\$0.00	<input checked="" type="checkbox"/>
			Legal and Factual Basis: Claim is asserted by former officer or director of the Debtors for indemnification. Each of these officers or directors is "Insured" as such term is defined in the Debtors' D&O Liability Insurance Policies, which policies were assumed by the Debtors in connection with confirmation of the Plan and continue to provide coverage to claimant for any indemnification obligations. The Plan provides that claimants seeking indemnification from the Debtors may only look to the D&O Liability Insurance Policies for recovery—and not the Estates. Thus, the claim has been satisfied or released during the Chapter 11 Cases.						

<sup>1</sup> Refer to pages 5-7 of the Objection pertinent to stated grounds.

Second Omnibus Objection

**Schedule 1**  
**Satisfied Claims<sup>1</sup>**

In re Cobalt Int'l Energy, et al.  
Case No. 17-36709 (MI)  
Jointly Administered

	Name of Claimant	Claim No.	Debtor Name	Secured Amount	Priority Amount	Unsecured Amount	Total	Proposed Amount	Unliquidated
5	Scott L. Lebovitz Attn Omar Alaniz Baker Botts 2001 Ross Avenue, Ste. 700 Dallas, TX 75201	201	Cobalt GOM #1 LLC	\$0.00	\$0.00	Unliquidated	\$0.00	\$0.00	<input checked="" type="checkbox"/>
	Legal and Factual Basis: Claim is asserted by former officer or director of the Debtors for indemnification. Each of these officers or directors is “Insured” as such term is defined in the Debtors’ D&O Liability Insurance Policies, which policies were assumed by the Debtors in connection with confirmation of the Plan and continue to provide coverage to claimant for any indemnification obligations. The Plan provides that claimants seeking indemnification from the Debtors may only look to the D&O Liability Insurance Policies for recovery—and not the Estates. Thus, the claim has been satisfied or released during the Chapter 11 Cases.								
6	Scott L. Lebovitz Attn Omar Alaniz Baker Botts 2001 Ross Avenue, Ste. 700 Dallas, TX 75201	202	Cobalt GOM #2 LLC	\$0.00	\$0.00	Unliquidated	\$0.00	\$0.00	<input checked="" type="checkbox"/>
	Legal and Factual Basis: Claim is asserted by former officer or director of the Debtors for indemnification. Each of these officers or directors is “Insured” as such term is defined in the Debtors’ D&O Liability Insurance Policies, which policies were assumed by the Debtors in connection with confirmation of the Plan and continue to provide coverage to claimant for any indemnification obligations. The Plan provides that claimants seeking indemnification from the Debtors may only look to the D&O Liability Insurance Policies for recovery—and not the Estates. Thus, the claim has been satisfied or released during the Chapter 11 Cases.								
7	Van Whitfield Attn Omar Alaniz Baker Botts 2001 Ross Avenue, Ste. 700 Dallas, TX 75201	131	Cobalt International Energy, Inc.	\$0.00	\$0.00	Unliquidated	\$0.00	\$0.00	<input checked="" type="checkbox"/>
	Legal and Factual Basis: Claim is asserted by former officer or director of the Debtors for indemnification. Each of these officers or directors is “Insured” as such term is defined in the Debtors’ D&O Liability Insurance Policies, which policies were assumed by the Debtors in connection with confirmation of the Plan and continue to provide coverage to claimant for any indemnification obligations. The Plan provides that claimants seeking indemnification from the Debtors may only look to the D&O Liability Insurance Policies for recovery—and not the Estates. Thus, the claim has been satisfied or released during the Chapter 11 Cases.								
8	Van Whitfield Attn Omar Alaniz Baker Botts 2001 Ross Avenue, Ste. 700 Dallas, TX 75201	132	Cobalt International Energy GP, LLC	\$0.00	\$0.00	Unliquidated	\$0.00	\$0.00	<input checked="" type="checkbox"/>
	Legal and Factual Basis: Claim is asserted by former officer or director of the Debtors for indemnification. Each of these officers or directors is “Insured” as such term is defined in the Debtors’ D&O Liability Insurance Policies, which policies were assumed by the Debtors in connection with confirmation of the Plan and continue to provide coverage to claimant for any indemnification obligations. The Plan provides that claimants seeking indemnification from the Debtors may only look to the D&O Liability Insurance Policies for recovery—and not the Estates. Thus, the claim has been satisfied or released during the Chapter 11 Cases.								

<sup>1</sup> Refer to pages 5-7 of the Objection pertinent to stated grounds.

Second Omnibus Objection

**Schedule 1**  
**Satisfied Claims<sup>1</sup>**

In re Cobalt Int'l Energy, et al.  
Case No. 17-36709 (MI)  
Jointly Administered

	Name of Claimant	Claim No.	Debtor Name	Secured Amount	Priority Amount	Unsecured Amount	Total	Proposed Amount	Unliquidated
9	Van Whitfield Attn Omar Alaniz Baker Botts 2001 Ross Avenue, Ste. 700 Dallas, TX 75201	133	Cobalt International Energy, L.P.	\$0.00	\$0.00	Unliquidated	\$0.00	\$0.00	<input checked="" type="checkbox"/>
			Legal and Factual Basis: Claim is asserted by former officer or director of the Debtors for indemnification. Each of these officers or directors is "Insured" as such term is defined in the Debtors' D&O Liability Insurance Policies, which policies were assumed by the Debtors in connection with confirmation of the Plan and continue to provide coverage to claimant for any indemnification obligations. The Plan provides that claimants seeking indemnification from the Debtors may only look to the D&O Liability Insurance Policies for recovery—and not the Estates. Thus, the claim has been satisfied or released during the Chapter 11 Cases.						
10	Van Whitfield Attn Omar Alaniz Baker Botts 2001 Ross Avenue, Ste. 700 Dallas, TX 75201	134	Cobalt GOM LLC	\$0.00	\$0.00	Unliquidated	\$0.00	\$0.00	<input checked="" type="checkbox"/>
			Legal and Factual Basis: Claim is asserted by former officer or director of the Debtors for indemnification. Each of these officers or directors is "Insured" as such term is defined in the Debtors' D&O Liability Insurance Policies, which policies were assumed by the Debtors in connection with confirmation of the Plan and continue to provide coverage to claimant for any indemnification obligations. The Plan provides that claimants seeking indemnification from the Debtors may only look to the D&O Liability Insurance Policies for recovery—and not the Estates. Thus, the claim has been satisfied or released during the Chapter 11 Cases.						
11	Van Whitfield Attn Omar Alaniz Baker Botts 2001 Ross Avenue, Ste. 700 Dallas, TX 75201	135	Cobalt GOM #1 LLC	\$0.00	\$0.00	Unliquidated	\$0.00	\$0.00	<input checked="" type="checkbox"/>
			Legal and Factual Basis: Claim is asserted by former officer or director of the Debtors for indemnification. Each of these officers or directors is "Insured" as such term is defined in the Debtors' D&O Liability Insurance Policies, which policies were assumed by the Debtors in connection with confirmation of the Plan and continue to provide coverage to claimant for any indemnification obligations. The Plan provides that claimants seeking indemnification from the Debtors may only look to the D&O Liability Insurance Policies for recovery—and not the Estates. Thus, the claim has been satisfied or released during the Chapter 11 Cases.						
12	Van Whitfield Attn Omar Alaniz Baker Botts 2001 Ross Avenue, Ste. 700 Dallas, TX 75201	136	Cobalt GOM #2 LLC	\$0.00	\$0.00	Unliquidated	\$0.00	\$0.00	<input checked="" type="checkbox"/>
			Legal and Factual Basis: Claim is asserted by former officer or director of the Debtors for indemnification. Each of these officers or directors is "Insured" as such term is defined in the Debtors' D&O Liability Insurance Policies, which policies were assumed by the Debtors in connection with confirmation of the Plan and continue to provide coverage to claimant for any indemnification obligations. The Plan provides that claimants seeking indemnification from the Debtors may only look to the D&O Liability Insurance Policies for recovery—and not the Estates. Thus, the claim has been satisfied or released during the Chapter 11 Cases.						

<sup>1</sup> Refer to pages 5-7 of the Objection pertinent to stated grounds.

Second Omnibus Objection

**Schedule 1**  
**Satisfied Claims<sup>1</sup>**

In re Cobalt Int'l Energy, et al.  
Case No. 17-36709 (MI)  
Jointly Administered

	Name of Claimant	Claim No.	Debtor Name	Secured Amount	Priority Amount	Unsecured Amount	Total	Proposed Amount	Unliquidated
13	William P. Utt Attn Omar Alaniz Baker Botts 2001 Ross Avenue, Ste. 700 Dallas, TX 75201	179	Cobalt International Energy, Inc.	\$0.00	\$0.00	Unliquidated	\$0.00	\$0.00	<input checked="" type="checkbox"/>
			Legal and Factual Basis: Claim is asserted by former officer or director of the Debtors for indemnification. Each of these officers or directors is "Insured" as such term is defined in the Debtors' D&O Liability Insurance Policies, which policies were assumed by the Debtors in connection with confirmation of the Plan and continue to provide coverage to claimant for any indemnification obligations. The Plan provides that claimants seeking indemnification from the Debtors may only look to the D&O Liability Insurance Policies for recovery—and not the Estates. Thus, the claim has been satisfied or released during the Chapter 11 Cases.						
14	William P. Utt Attn Omar Alaniz Baker Botts 2001 Ross Avenue, Ste. 700 Dallas, TX 75201	180	Cobalt International Energy GP, LLC	\$0.00	\$0.00	Unliquidated	\$0.00	\$0.00	<input checked="" type="checkbox"/>
			Legal and Factual Basis: Claim is asserted by former officer or director of the Debtors for indemnification. Each of these officers or directors is "Insured" as such term is defined in the Debtors' D&O Liability Insurance Policies, which policies were assumed by the Debtors in connection with confirmation of the Plan and continue to provide coverage to claimant for any indemnification obligations. The Plan provides that claimants seeking indemnification from the Debtors may only look to the D&O Liability Insurance Policies for recovery—and not the Estates. Thus, the claim has been satisfied or released during the Chapter 11 Cases.						
15	William P. Utt Attn Omar Alaniz Baker Botts 2001 Ross Avenue, Ste. 700 Dallas, TX 75201	181	Cobalt International Energy, L.P.	\$0.00	\$0.00	Unliquidated	\$0.00	\$0.00	<input checked="" type="checkbox"/>
			Legal and Factual Basis: Claim is asserted by former officer or director of the Debtors for indemnification. Each of these officers or directors is "Insured" as such term is defined in the Debtors' D&O Liability Insurance Policies, which policies were assumed by the Debtors in connection with confirmation of the Plan and continue to provide coverage to claimant for any indemnification obligations. The Plan provides that claimants seeking indemnification from the Debtors may only look to the D&O Liability Insurance Policies for recovery—and not the Estates. Thus, the claim has been satisfied or released during the Chapter 11 Cases.						
16	William P. Utt Attn Omar Alaniz Baker Botts 2001 Ross Avenue, Ste. 700 Dallas, TX 75201	182	Cobalt GOM LLC	\$0.00	\$0.00	Unliquidated	\$0.00	\$0.00	<input checked="" type="checkbox"/>
			Legal and Factual Basis: Claim is asserted by former officer or director of the Debtors for indemnification. Each of these officers or directors is "Insured" as such term is defined in the Debtors' D&O Liability Insurance Policies, which policies were assumed by the Debtors in connection with confirmation of the Plan and continue to provide coverage to claimant for any indemnification obligations. The Plan provides that claimants seeking indemnification from the Debtors may only look to the D&O Liability Insurance Policies for recovery—and not the Estates. Thus, the claim has been satisfied or released during the Chapter 11 Cases.						

<sup>1</sup> Refer to pages 5-7 of the Objection pertinent to stated grounds.

Second Omnibus Objection

**Schedule 1**  
**Satisfied Claims<sup>1</sup>**

In re Cobalt Int'l Energy, et al.  
Case No. 17-36709 (MI)  
Jointly Administered

	Name of Claimant	Claim No.	Debtor Name	Secured Amount	Priority Amount	Unsecured Amount	Total	Proposed Amount	Unliquidated
17	William P. Utt Attn Omar Alaniz Baker Botts 2001 Ross Avenue, Ste. 700 Dallas, TX 75201	183	Cobalt GOM #1 LLC	\$0.00	\$0.00	Unliquidated	\$0.00	\$0.00	<input checked="" type="checkbox"/>
Legal and Factual Basis: Claim is asserted by former officer or director of the Debtors for indemnification. Each of these officers or directors is “Insured” as such term is defined in the Debtors’ D&O Liability Insurance Policies, which policies were assumed by the Debtors in connection with confirmation of the Plan and continue to provide coverage to claimant for any indemnification obligations. The Plan provides that claimants seeking indemnification from the Debtors may only look to the D&O Liability Insurance Policies for recovery—and not the Estates. Thus, the claim has been satisfied or released during the Chapter 11 Cases.									
18	William P. Utt Attn Omar Alaniz Baker Botts 2001 Ross Avenue, Ste. 700 Dallas, TX 75201	184	Cobalt GOM #2 LLC	\$0.00	\$0.00	Unliquidated	\$0.00	\$0.00	<input checked="" type="checkbox"/>
Legal and Factual Basis: Claim is asserted by former officer or director of the Debtors for indemnification. Each of these officers or directors is “Insured” as such term is defined in the Debtors’ D&O Liability Insurance Policies, which policies were assumed by the Debtors in connection with confirmation of the Plan and continue to provide coverage to claimant for any indemnification obligations. The Plan provides that claimants seeking indemnification from the Debtors may only look to the D&O Liability Insurance Policies for recovery—and not the Estates. Thus, the claim has been satisfied or released during the Chapter 11 Cases.									
			Count	18	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00

<sup>1</sup> Refer to pages 5-7 of the Objection pertinent to stated grounds.