

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

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

**PLAN ADMINISTRATOR'S FIFTH OMNIBUS OBJECTION TO
CERTAIN PROOFS OF CLAIM (EQUITY INTEREST CLAIMS)**

THIS IS AN OBJECTION TO YOUR CLAIM. THE OBJECTING PARTY IS ASKING THE COURT TO CANCEL THE CLAIM THAT YOU FILED IN THIS BANKRUPTCY CASE. YOU SHOULD IMMEDIATELY CONTACT THE OBJECTING PARTY TO RESOLVE THE DISPUTE. IF YOU DO NOT REACH AN AGREEMENT, YOU MUST FILE A RESPONSE TO THIS OBJECTION AND SEND A COPY OF YOUR RESPONSE TO THE OBJECTING PARTY WITHIN 21 DAYS AFTER THE OBJECTION WAS SERVED ON YOU. IF YOU DO NOT FILE A RESPONSE WITHIN 21 DAYS AFTER THE OBJECTION WAS SERVED ON YOU, YOUR CLAIM MAY BE CANCELLED WITHOUT A HEARING.

A HEARING WILL BE CONDUCTED ON THIS MATTER ON OCTOBER 18, 2018 AT 10:00 A.M. (PREVAILING CENTRAL TIME) 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 RECLASSIFY, CANCEL, 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.

¹ The Reorganized Debtors in the Chapter 11 Cases, along with the last four digits of each Reorganized Debtor's federal tax identification number, are: Cobalt International Energy, Inc. (1169); Cobalt International Energy GP, LLC (7374); Cobalt International Energy, L.P. (2411); Cobalt GOM LLC (7188); Cobalt GOM # 1 LLC (7262); and Cobalt GOM # 2 LLC (7316). The Reorganized Debtors' service address is: 945 Bunker Hill Road, Suite 625, Houston, TX 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”),² 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 Fifth Omnibus Objection to Certain Proofs of Claim (Equity Interest 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”), reclassifying, cancelling, and expunging each claim identified on **Schedule 1** to the Order (collectively, the “Equity Interest Claims”).

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. § 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), 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”), Rule 3007-1 of the Bankruptcy Local Rules for the Southern District of Texas, and the Omnibus Objection Procedures Order (as defined below).

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

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 “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 First 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.³

5. On April 10, 2018, the effective date of the Plan occurred.⁴

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

³ See Plan, at § IV(D)(1).

⁴ 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).

conditions of the Plan and the Sale Transaction Documentation.”⁵ As the successor to all of the powers of the Debtors’ directors and officers, “the Plan Administrator shall be empowered to . . . 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.⁶

7. On June 21, 2018, the Court entered its *Order Granting Plan Administrator’s Expedited Motion for Approval of (I) Omnibus Claims Objection Procedures and (II) the Form of Notice to Claimants of Such Objections* [Dkt. No. 920], which provides for certain omnibus claims objection procedures (the “Omnibus Objection Procedures Order”). This Objection is filed in accordance with the Omnibus Objection Procedures Order.

The Claims Reconciliation Process

8. 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, 2018, 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 at 5:00 p.m. (Prevailing Central Time) 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

⁵ See Plan, at § IV(D)(1).

⁶ See Plan, at § VI(B).

such claim in writing and (b) June 12, 2018 at 5:00 p.m. (Prevailing Central Time) 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.

9. To date, approximately 450 proofs of claim have been filed against the Debtors on an aggregate basis. The Plan Administrator and his advisors, along with certain employees of the Reorganized Debtors (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 Equity Interest Claims should be reclassified, cancelled, and expunged as set forth herein.

Basis for Relief

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)).

11. Section 502(b)(1) of the Bankruptcy Code provides that a claim may be disallowed to the extent that it is “unenforceable against the debtor and property of the debtor, under any agreement or applicable law.” 11 U.S.C. § 502(b)(1).

12. Bankruptcy Rule 3007 sets forth certain grounds upon which an omnibus objection may be based. In addition, the Objection Procedures provide that the Plan Administrator may file omnibus objections to claims on the grounds that, *inter alia*, “[a] Claim is based on an equity interest” *See* Objection Procedures, at ¶1(d).

Equity Interest Claims

13. As set forth herein and the Skidmore Declaration, the Reviewing Parties have thoroughly reviewed the Debtors’ books and records, the claims register, any relevant filings in these Chapter 11 Cases, and the Equity Interest Claims and have determined that each of the Equity Interest Claims is a claim based on an interest in the Debtors and not a prepetition debt. As such, the Equity Interest Claims should be reclassified, cancelled, and expunged without any distribution in accordance with the Plan. Failure to reclassify, cancel, and expunge the Equity Interest Claims would result in the applicable claimants receiving an unwarranted recovery against the Debtors to the detriment of their creditors.

14. Under the Plan, Class 10 Interests are all interests, equity, or shares in the Debtors, including all options, warrants, or other rights to obtain such an interest or share in such Debtor, whether or not certificated, transferable, preferred, common, voting, or denominated “stock” or a similar security. *See* Plan, at § III(B)(10)(a), I(A)(78). Under the Plan, Class 10 Interests are to be cancelled without any distribution, and holders of such claims are not entitled to any recovery. *See* Plan, at § III(B)(10)(b). The Plan Administrator therefore requests that the Court enter an order (i) reclassifying the Equity Interest Claims identified on Schedule 1 to the

Order as Class 10 Claims, and (ii) cancelling and expunging the Equity Interest Claims consistent with the Plan.

Reservation of Rights

15. 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

16. To the extent that a response is filed regarding any Equity Interest Claim and the Plan Administrator is unable to resolve any such response, each such Equity Interest Claim, and the Objection as it pertains to such Equity Interest 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 the Objection or other reply asserted in response to this Objection be deemed a separate order with respect to each proof of claim.

Notice

17. The Plan Administrator will provide notice of this Objection to: (a) Office of the United States Trustee for the Southern District of Texas; (b) holders of Equity Interest Claims; and (c) any party that has requested post-Effective Date 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

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

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: September 11, 2018

GREENBERG TRAURIG, LLP

By: /s/ David R. Eastlake

Shari L. Heyen

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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 Fifth Omnibus
Objection to Certain Proofs of Claim (Equity Interest Claims)**

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> , ¹	§
	§
Reorganized Debtors.	§ (Jointly Administered)

DECLARATION OF AARON SKIDMORE IN SUPPORT OF PLAN
ADMINISTRATOR'S FIFTH OMNIBUS OBJECTION TO CERTAIN
PROOFS OF CLAIM (EQUITY INTEREST CLAIMS)

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

1. Under the *Fourth Amended Joint Chapter 11 Plan of Cobalt International Energy, Inc. and Its Debtor Affiliates*, confirmed on April 5, 2018 (the "Plan"), Nader Tavakoli was appointed as the Lead Member and Chairman of the Plan Administrator Committee of Cobalt International Energy, Inc. *et al.* (the "Plan Administrator"). The Plan Administrator has been utilizing certain employees of the Reorganized Debtors to assist him 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. I am the current Treasurer of Cobalt International Energy, Inc. and I have assisted the Plan Administrator in this capacity.

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*

¹ The Reorganized Debtors in the Chapter 11 Cases, along with the last four digits of each Reorganized Debtor's federal tax identification number, are: Cobalt International Energy, Inc. (1169); Cobalt International Energy GP, LLC (7374); Cobalt International Energy, L.P. (2411); Cobalt GOM LLC (7188); Cobalt GOM # 1 LLC (7262); and Cobalt GOM # 2 LLC (7316). The Reorganized Debtors' service address is: 945 Bunker Hill Road, Suite 625, Houston, TX 77024.

Administrator's Fifth Objection to Certain Proofs of Claim (Equity Interest Claims) (the "Objection"), filed contemporaneously herewith.²

3. To the best of my knowledge, information and belief, the assertions made in the Objection are accurate. In evaluating the Equity Interest Claims, the Reviewing Parties, of which I am a member, have reviewed the Debtors' books and records, the Plan, and the relevant proofs of claim, as well as supporting documentation provided with each proof of claim. Pursuant to that review, the Reviewing Parties have determined that each Equity Interest Claim is based on an interest in the Debtors and not a prepetition debt. Accordingly, I believe that the reclassification, cancellation, and expungement of the Equity Interest Claims on the terms set forth in the Objection is appropriate. I believe the failure to reclassify, cancel, and expunge the Equity Interest Claims would result in the applicable claimants receiving an unwarranted recovery against the Debtors to the detriment of other similarly-situated creditors.

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: September 11, 2018

/s/ Aaron Skidmore

Aaron Skidmore

Treasurer

Cobalt International Energy, Inc.

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

Exhibit B

Proposed Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

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

ORDER SUSTAINING PLAN ADMINISTRATOR'S FIFTH
OMNIBUS OBJECTION TO CERTAIN PROOFS OF CLAIM
(EQUITY INTEREST CLAIMS)

Upon the *Plan Administrator's Fifth Omnibus Objection to Certain Proofs of Claim (Equity Interest Claims)* (the "Objection");² and upon consideration of the Objection and the relief requested therein being a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 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 any 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 Equity Interest Claim identified on **Schedule 1** attached to this Order is hereby reclassified to a Class 10 Interest.

¹ The Reorganized Debtors in the Chapter 11 Cases, along with the last four digits of each Reorganized Debtor's federal tax identification number, are: Cobalt International Energy, Inc. (1169); Cobalt International Energy GP, LLC (7374); Cobalt International Energy, L.P. (2411); Cobalt GOM LLC (7188); Cobalt GOM # 1 LLC (7262); and Cobalt GOM # 2 LLC (7316). The Reorganized Debtors' service address is: 945 Bunker Hill Road, Suite 625, Houston, TX 77024.

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

3. Consistent with the treatment afforded holders of Class 10 Interests under the Plan, each Equity Interest Claim identified on Schedule 1 attached to this Order is hereby cancelled and expunged in its entirety.

4. 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.

5. To the extent a response is filed regarding any Equity Interest Claim, each such Equity Interest Claim, and the Objection as it pertains to such Equity Interest 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 Equity Interest Claim.

6. 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.

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

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

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

Signed: _____, 2018

HONORABLE MARVIN ISGUR
UNITED STATES BANKRUPTCY JUDGE

Schedule 1

Equity Interest Claims¹

	Name of Claimant	Claim No.	Debtor Name	Secured Amount	Priority Amount	Unsecured Amount	Total	Proposed Amount	Unliquidated
1	Hong Qin 22511 Diamond Shore Ct. Katy, TX 77450	446	Cobalt International Energy, Inc.	\$0.00	\$49,151.25	\$0.00	\$49,151.25	\$0.00	<input type="checkbox"/>
Legal and Factual Basis: This claim is based on an equity interest in the Debtors and not a prepetition debt. Under the Plan, all equity interests are classified as Class 10 Interests which are to be cancelled and expunged with no recovery to the claimant. As such, the Plan Administrator seeks entry of an order to reclassify this claim to Class 10, and cancel and expunge this claim without any recovery to the claimant, consistent with the Plan.									
2	Bandula Wijewardena 5760 Teakwood Rd Lake Worth, FL 33467	436	Cobalt International Energy, Inc.	\$0.00	\$0.00	\$69,133.65	\$69,133.65	\$0.00	<input type="checkbox"/>
Legal and Factual Basis: This claim is based on an equity interest in the Debtors and not a prepetition debt. Under the Plan, all equity interests are classified as Class 10 Interests which are to be cancelled and expunged with no recovery to the claimant. As such, the Plan Administrator seeks entry of an order to reclassify this claim to Class 10, and cancel and expunge this claim without any recovery to the claimant, consistent with the Plan.									
3	Bandula Wijewardena 5760 Teakwood Rd Lake Worth, FL 33467	437	Cobalt International Energy, Inc.	\$0.00	\$4,960.45	\$0.00	\$4,960.45	\$0.00	<input type="checkbox"/>
Legal and Factual Basis: This claim is based on an equity interest in the Debtors and not a prepetition debt. Under the Plan, all equity interests are classified as Class 10 Interests which are to be cancelled and expunged with no recovery to the claimant. As such, the Plan Administrator seeks entry of an order to reclassify this claim to Class 10, and cancel and expunge this claim without any recovery to the claimant, consistent with the Plan.									
4	Casey F Galloway 11329 E. Greenway Road Scottsdale, AZ 85255-8968	19	Cobalt International Energy, Inc.	\$0.00	\$0.00	\$46,000.00	\$46,000.00	\$0.00	<input type="checkbox"/>
Legal and Factual Basis: This claim is based on an equity interest in the Debtors and not a prepetition debt. Under the Plan, all equity interests are classified as Class 10 Interests which are to be cancelled and expunged with no recovery to the claimant. As such, the Plan Administrator seeks entry of an order to reclassify this claim to Class 10, and cancel and expunge this claim without any recovery to the claimant, consistent with the Plan.									
5	Devka Liyanage 5760 Teakwood Rd Lake Worth, FL 33467	438	Cobalt International Energy, Inc.	\$0.00	\$5,896.60	\$0.00	\$5,896.60	\$0.00	<input type="checkbox"/>
Legal and Factual Basis: This claim is based on an equity interest in the Debtors and not a prepetition debt. Under the Plan, all equity interests are classified as Class 10 Interests which are to be cancelled and expunged with no recovery to the claimant. As such, the Plan Administrator seeks entry of an order to reclassify this claim to Class 10, and cancel and expunge this claim without any recovery to the claimant, consistent with the Plan.									

¹ Refer to pages 5-7 of the Objection pertinent to stated grounds.

Equity Interest Claims¹

	Name of Claimant	Claim No.	Debtor Name	Secured Amount	Priority Amount	Unsecured Amount	Total	Proposed Amount	Unliquidated
6	Ingo Wagner c/o Mitchell Raab, Esq. Olshan Frome Wolosky LLP 1325 Avenue of the Americas New York, NY 10019	73	Cobalt International Energy, Inc.	\$0.00	\$0.00	Unliquidated	Unliquidated	\$0.00	<input checked="" type="checkbox"/>
Legal and Factual Basis: This claim is based on an equity interest in the Debtors and not a prepetition debt. Under the Plan, all equity interests are classified as Class 10 Interests which are to be cancelled and expunged with no recovery to the claimant. As such, the Plan Administrator seeks entry of an order to reclassify this claim to Class 10, and cancel and expunge this claim without any recovery to the claimant, consistent with the Plan.									
7	Invesco Energy Fund of AIM Sector Funds (Invesco Sector Funds) Attn Legal Department 11 Greenway Plaza, Suite 1000 Houston, TX 77046	38	Cobalt International Energy, L.P.	\$0.00	\$0.00	\$52,573,087.61	\$52,573,087.61	\$0.00	<input type="checkbox"/>
Legal and Factual Basis: This claim is based on an equity interest in the Debtors and not a prepetition debt. Under the Plan, all equity interests are classified as Class 10 Interests which are to be cancelled and expunged with no recovery to the claimant. As such, the Plan Administrator seeks entry of an order to reclassify this claim to Class 10, and cancel and expunge this claim without any recovery to the claimant, consistent with the Plan.									
8	Kevin San Angelo 6 Brooklane Road Plantsville, CT 06479	431	Cobalt International Energy, Inc.	\$0.00	\$0.00	\$9,187.65	\$9,187.65	\$0.00	<input type="checkbox"/>
Legal and Factual Basis: This claim is based on an equity interest in the Debtors and not a prepetition debt. Under the Plan, all equity interests are classified as Class 10 Interests which are to be cancelled and expunged with no recovery to the claimant. As such, the Plan Administrator seeks entry of an order to reclassify this claim to Class 10, and cancel and expunge this claim without any recovery to the claimant, consistent with the Plan.									
9	Kithsiri Wijewardena 30411 Russell Point Dr. Spring, TX 77386	445	Cobalt International Energy, Inc.	\$0.00	\$0.00	\$3,350.10	\$3,350.10	\$0.00	<input type="checkbox"/>
Legal and Factual Basis: This claim is based on an equity interest in the Debtors and not a prepetition debt. Under the Plan, all equity interests are classified as Class 10 Interests which are to be cancelled and expunged with no recovery to the claimant. As such, the Plan Administrator seeks entry of an order to reclassify this claim to Class 10, and cancel and expunge this claim without any recovery to the claimant, consistent with the Plan.									
10	Marshall Wolf Box 730 Station A Toronto, ON M5W 1G2 Canada	443	Cobalt International Energy, Inc.	\$0.00	\$0.00	\$64,268.12	\$64,268.12	\$0.00	<input type="checkbox"/>
Legal and Factual Basis: This claim is based on an equity interest in the Debtors and not a prepetition debt. Under the Plan, all equity interests are classified as Class 10 Interests which are to be cancelled and expunged with no recovery to the claimant. As such, the Plan Administrator seeks entry of an order to reclassify this claim to Class 10, and cancel and expunge this claim without any recovery to the claimant, consistent with the Plan.									

¹ Refer to pages 5-7 of the Objection pertinent to stated grounds.

Equity Interest Claims¹

	Name of Claimant	Claim No.	Debtor Name	Secured Amount	Priority Amount	Unsecured Amount	Total	Proposed Amount	Unliquidated
11	Michael Hafkey 2678 S Rockwell St Gilbert, AZ 85295	12	Cobalt International Energy, Inc.	\$0.00	\$0.00	\$3,989.97	\$3,989.97	\$0.00	<input type="checkbox"/>
Legal and Factual Basis: This claim is based on an equity interest in the Debtors and not a prepetition debt. Under the Plan, all equity interests are classified as Class 10 Interests which are to be cancelled and expunged with no recovery to the claimant. As such, the Plan Administrator seeks entry of an order to reclassify this claim to Class 10, and cancel and expunge this claim without any recovery to the claimant, consistent with the Plan.									
12	Michael Hafkey 2678 S Rockwell St Gilbert, AZ 85295	22	Cobalt International Energy, Inc.	\$0.00	\$0.00	\$3,989.97	\$3,989.97	\$0.00	<input type="checkbox"/>
Legal and Factual Basis: This claim is based on an equity interest in the Debtors and not a prepetition debt. Under the Plan, all equity interests are classified as Class 10 Interests which are to be cancelled and expunged with no recovery to the claimant. As such, the Plan Administrator seeks entry of an order to reclassify this claim to Class 10, and cancel and expunge this claim without any recovery to the claimant, consistent with the Plan.									
13	Narayanan Krishnaiyer 17723 Eavesdown Ct. Houston, TX 77095	430	Cobalt International Energy, Inc.	\$0.00	\$0.00	\$697.00	\$697.00	\$0.00	<input type="checkbox"/>
Legal and Factual Basis: This claim is based on an equity interest in the Debtors and not a prepetition debt. Under the Plan, all equity interests are classified as Class 10 Interests which are to be cancelled and expunged with no recovery to the claimant. As such, the Plan Administrator seeks entry of an order to reclassify this claim to Class 10, and cancel and expunge this claim without any recovery to the claimant, consistent with the Plan.									
14	Robert F Shwedel Rev. Tr, Robert Shwedel TTEE Robert Shwedel 1023 Barrenger Dr Danville, CA 94506	420	Cobalt International Energy, Inc.	\$0.00	\$2,703.75	\$0.00	\$2,703.75	\$0.00	<input type="checkbox"/>
Legal and Factual Basis: This claim is based on an equity interest in the Debtors and not a prepetition debt. Under the Plan, all equity interests are classified as Class 10 Interests which are to be cancelled and expunged with no recovery to the claimant. As such, the Plan Administrator seeks entry of an order to reclassify this claim to Class 10, and cancel and expunge this claim without any recovery to the claimant, consistent with the Plan.									
15	Shane Munro 2 Dickson Avenue Hillside by Montrose Eskbank, Angus DD10 9EJ United Kingdom	423	Cobalt International Energy, Inc.	\$0.00	\$0.00	\$6,589.03	\$6,589.03	\$0.00	<input type="checkbox"/>
Legal and Factual Basis: This claim is based on an equity interest in the Debtors and not a prepetition debt. Under the Plan, all equity interests are classified as Class 10 Interests which are to be cancelled and expunged with no recovery to the claimant. As such, the Plan Administrator seeks entry of an order to reclassify this claim to Class 10, and cancel and expunge this claim without any recovery to the claimant, consistent with the Plan.									

¹ Refer to pages 5-7 of the Objection pertinent to stated grounds.

Equity Interest Claims¹

Name of Claimant		Claim No.	Debtor Name	Secured Amount	Priority Amount	Unsecured Amount	Total	Proposed Amount	Unliquidated
16	Shane Munro 2 Dickson Avenue Hillside by Montrose Eskbank, Angus DD10 9EJ United Kingdom	424	Cobalt International Energy, Inc.	\$0.00	\$0.00	\$7,489.18	\$7,489.18	\$0.00	<input type="checkbox"/>
Legal and Factual Basis: This claim is based on an equity interest in the Debtors and not a prepetition debt. Under the Plan, all equity interests are classified as Class 10 Interests which are to be cancelled and expunged with no recovery to the claimant. As such, the Plan Administrator seeks entry of an order to reclassify this claim to Class 10, and cancel and expunge this claim without any recovery to the claimant, consistent with the Plan.									
17	William Stephen Walker Living Trust William S Walker 623 Garrison Avenue Fort Smith, AR 72901	407	Cobalt International Energy, Inc.	\$0.00	\$11,285.00	\$0.00	\$11,285.00	\$0.00	<input type="checkbox"/>
Legal and Factual Basis: This claim is based on an equity interest in the Debtors and not a prepetition debt. Under the Plan, all equity interests are classified as Class 10 Interests which are to be cancelled and expunged with no recovery to the claimant. As such, the Plan Administrator seeks entry of an order to reclassify this claim to Class 10, and cancel and expunge this claim without any recovery to the claimant, consistent with the Plan.									
18	Zenner Armin 37 Am Kohlwald Rehlingen, Saarcand 66780 Germany	265	Cobalt International Energy, Inc.	\$0.00	\$0.00	\$1,879.00	\$1,879.00	\$0.00	<input type="checkbox"/>
Legal and Factual Basis: This claim is based on an equity interest in the Debtors and not a prepetition debt. Under the Plan, all equity interests are classified as Class 10 Interests which are to be cancelled and expunged with no recovery to the claimant. As such, the Plan Administrator seeks entry of an order to reclassify this claim to Class 10, and cancel and expunge this claim without any recovery to the claimant, consistent with the Plan.									
Count			18	\$0.00	\$73,997.05	\$52,789,661.28	\$52,863,658.33	\$0.00	

¹ Refer to pages 5-7 of the Objection pertinent to stated grounds.