

Fill in this information to identify the case:

Debtor Cobalt International Energy, Inc.

United States Bankruptcy Court for the: Southern District of Texas

Case number 17-36709 (MI)

United States Courts
Southern District of Texas
FILED

MAR 06 2018

David J. Bradley, Clerk of Court

Official Form 410

Proof of Claim

04/16

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. Who is the current creditor?	<u>Covington & Burling LLP</u> Name of the current creditor (the person or entity to be paid for this claim)	
	Other names the creditor used with the debtor _____	
2. Has this claim been acquired from someone else?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____	
3. Where should notices and payments to the creditor be sent? Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	Where should notices to the creditor be sent?	Where should payments to the creditor be sent? (if different)
	<u>Covington & Burling LLP, Attn: Dianne Coffino</u> Name	_____ Name
	<u>620 Eighth Avenue</u> Number Street	_____ Number Street
	<u>New York, NY 10018</u> City State ZIP Code	_____ City State ZIP Code
	Contact phone <u>212-841-1043</u>	_____ Contact phone
	Contact email <u>dcoffino@cov.com</u>	_____ Contact email
Uniform claim identifier for electronic payments in chapter 13 (if you use one): -----		
4. Does this claim amend one already filed?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____ Filed on _____ MM / DD / YYYY	
5. Do you know if anyone else has filed a proof of claim for this claim?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____	



Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor? No
 Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: _____

7. How much is the claim? \$ 83,338.88. Does this amount include interest or other charges?
 No
 Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.
 Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).
 Limit disclosing information that is entitled to privacy, such as health care information.
Fees and expenses for legal services provided.

9. Is all or part of the claim secured? No
 Yes. The claim is secured by a lien on property.
Nature of property:
 Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.
 Motor vehicle
 Other. Describe: _____
Basis for perfection: _____
 Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)
Value of property: \$ _____
Amount of the claim that is secured: \$ _____
Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amounts should match the amount in line 7.)
Amount necessary to cure any default as of the date of the petition: \$ _____
Annual Interest Rate (when case was filed) _____ %
 Fixed
 Variable

10. Is this claim based on a lease? No
 Yes. Amount necessary to cure any default as of the date of the petition. \$ _____

11. Is this claim subject to a right of setoff? No
 Yes. Identify the property: _____

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

No

Yes. Check one:

Amount entitled to priority

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). \$ _____

Up to \$2,850* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7). \$ _____

Wages, salaries, or commissions (up to \$12,850*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4). \$ _____

Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8). \$ _____

Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5). \$ _____

Other. Specify subsection of 11 U.S.C. § 507(a)() that applies. \$ _____

* Amounts are subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after the date of adjustment.

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

- I am the creditor.
- I am the creditor's attorney or authorized agent.
- I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
- I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* 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 date 03/01/2018
MM / DD / YYYY

Dianne F. Coffino
Signature

Print the name of the person who is completing and signing this claim:

Name Dianne Frances Coffino
First name Middle name Last name

Title Partner

Company Covington & Burling LLP
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address 620 Eighth Avenue
Number Street

New York, NY 10018
City State ZIP Code

Contact phone 212-841-1043 Email dcoffino@cov.com

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

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

ADDENDUM TO PROOF OF CLAIM OF COVINGTON & BURLING LLP

This is an addendum (“**Addendum**”) to, and a part of, the proof of claim (“**Proof of Claim**”) filed by Covington & Burling LLP (“**Covington**”) against Cobalt International Energy, Inc. (“**Debtor**” or “**Cobalt**”).

1. On December 14, 2017 (“**Petition Date**”), the Debtor and five affiliated entities (collectively, “**Debtors**”), filed voluntary petitions for relief under chapter 11 of the United States Bankruptcy Code (11 U.S.C. §§ 101, *et seq.*) (“**Bankruptcy Code**”) in the United States Bankruptcy Court for the Southern District of Texas, Houston Division (“**Bankruptcy Court**”). The Debtors are operating their businesses as debtors-in-possession pursuant to Bankruptcy Code sections 1107 and 1108.

2. On December 14, 2017, the Bankruptcy Court issued an order directing joint administration of the Debtors’ chapter 11 cases. The cases are jointly administered under Case No. 17-36709. As of the date of this Addendum, no trustee or examiner has been appointed in

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.

these cases. On December 21, 2017, the Office of the United States Trustee for the Western and Southern Districts of Texas appointed the Official Committee of Unsecured Creditors in the Debtors' bankruptcy cases.

3. The Claim. Prior to the Petition Date, Covington served as counsel and provided advice to the Debtors in connection with ICC arbitrations against Sonangol P&P and Sonangol E.P. ("**Angola Arbitrations**"). Prior to the Petition Date, Covington submitted invoices ("**Invoices**") to Cobalt for services performed and expenses incurred in advising and representing the Debtors in the Angola Arbitrations.² Covington has outstanding Invoices in the amount of \$83,338.88 for prepetition legal services provided to Cobalt in connection with the Angola Arbitrations. Accordingly, Covington asserts a prepetition unsecured claim against Cobalt in the aggregate amount of \$83,338.88 ("**Claim**").

4. Credits/Setoff. No credits or other payments have been received by Covington with respect to the Claim. Covington expressly reserves any and all rights of setoff, netting, recoupment and all similar such rights, and nothing herein shall be construed as a waiver of such rights. Covington holds no security interests and has not received any security for the Claim.

5. Reservation of Rights. Covington expressly preserves any and all (a) rights of Covington to assert claims on any ground, including, without limitation, claims based upon (i) indemnity, (ii) contribution, (iii) *quantum meruit*; or (iv) unjust enrichment; and (b) all procedural and substantive rights, claims and defenses with respect to any claim that has been or may be asserted against Covington by the Debtor or any other person or entity whatsoever. In

² The Debtor is in possession of copies of the Invoices. To avoid a privilege waiver, the Invoices and the Unbilled Fees are not attached hereto; however, Covington will provide copies of the Invoices and documentation to the Debtor upon request.

filing the Proof of Claim, Covington does not consent to the jurisdiction of the Bankruptcy Court for any purpose other than with respect to the Claim.

6. Amendments and Supplements. Covington expressly reserves any and all rights to amend, clarify and/or supplement the Claim at any time and for any reason, including, without limitation, to: (a) assert and file additional, supplementary and/or amended proofs of claim; (b) correct, increase, liquidate, or amend the amounts referred to herein; (c) add or amend documents and other information, and to describe further the Claim; (d) add or include any other debtor or any other entity, including, but not limited to, any entity which may become a debtor or debtor-in-possession; (e) add or amend categories of payments or liabilities; (f) assert further priority, security interests or similar rights with respect to the Claim asserted herein; and (g) file or otherwise assert requests for the payment of administrative claims.

7. Other Claims Preserved. The Proof of Claim is made without prejudice to the rights of Covington to file proofs of claim with respect to any other indebtedness, obligation or liability of the Debtor and/or its debtor-affiliates.

8. No Waiver/Consent. The filing of the Proof of Claim does not constitute, and should not be construed to be, a waiver by Covington of (a) any rights, claims, defenses, or remedies, whether under applicable law or otherwise, against any other entity that may be liable for all or part of the Claim, whether an affiliate of the Debtor, an assignee, guarantor or otherwise; (b) any obligation owed to Covington; (c) the right to a jury trial in any proceeding so triable; (d) the right to have any private right causes of actions or non-core matters finally adjudicated by an Article III judge; or (e) the right to seek to have the reference withdrawn with respect to the subject matter of the Claim, any objection or other proceedings commenced with respect thereto, or any other proceedings commenced in the Debtors' cases against or otherwise

involving Covington. The filing of the Proof of Claim does not constitute, and should not be construed to be, (i) an election of remedies by Covington, (ii) the consent by Covington to a jury trial in the Bankruptcy Court or any other court in any proceeding as to any and all matters so triable herein, or in any case; or (iii) the consent to entry of final orders on any private right cause of action or non-core matter by the Bankruptcy Court.

9. Notices. All notices and communications concerning the Proof of Claim or the Claim should be addressed and sent to:

Covington & Burling LLP
The New York Times Building
620 Eighth Avenue
New York, NY 10018
Attn: Dianne Coffino, Esq. (dcoffino@cov.com)
Gabiella Zahn-Bielski, Esq. (gzahnbielski@cov.com)

or to such person as directed by Covington.