

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

Debtor Cobalt International Energy, Inc.

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

Case number 17-36709

**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 or 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**

<p>1. <b>Who is the current creditor?</b></p>	<p><u>Citigroup Global Markets Inc.</u></p> <p><small>Name of the current creditor (the person or entity to be paid for this claim)</small></p> <p><small>Other names the creditor used with the debtor</small> _____</p>	
<p>2. <b>Has this claim been acquired from someone else?</b></p>	<p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. From whom? _____</p>	
<p>3. <b>Where should notices and payments to the creditor be sent?</b></p> <p><small>Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)</small></p>	<p><b>Where should notices to the creditor be sent?</b></p> <p><u>Citigroup Global Markets Inc.</u> <u>Joellen Valentine</u> <u>388 Greenwich Street</u> <u>New York, NY 10013</u></p> <p><small>Contact phone</small> _____</p> <p><small>Contact email</small> <u>joellen.valentine@citi.com</u></p>	<p><b>Where should payments to the creditor be sent? (if different)</b></p> <p><small>Contact phone</small> _____</p> <p><small>Contact email</small> _____</p>
<p><b>(see summary page for notice party information)</b></p> <p><small>Uniform claim identifier for electronic payments in chapter 13 (if you use one):</small></p> <p>_____</p>		
<p>4. <b>Does this claim amend one already filed?</b></p>	<p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____ Filed on _____ <small>MM / DD / YYYY</small></p>	
<p>5. <b>Do you know if anyone else has filed a proof of claim for this claim?</b></p>	<p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. Who made the earlier filing? _____</p>	



**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? \$ see attachment. 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.  
see attachment

9. Is all or part of the claim secured?  No  
 Yes. The claim is secured by a lien on property.  
**Nature or property:**  
 Real estate: If the claim is secured by the debtor's principle 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 amount 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: see attachment



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

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

No

Yes. Check all that apply:

	Amount entitled to priority
<input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).	\$ _____
<input type="checkbox"/> 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).	\$ _____
<input type="checkbox"/> 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).	\$ _____
<input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	\$ _____
<input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	\$ _____
<input type="checkbox"/> 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.

13. Is all or part of the claim pursuant to 11 U.S.C. § 503(b)(9)?

No

Yes. Indicate the amount of your claim arising from the value of any goods received by the debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.

\$ \_\_\_\_\_

**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 acknowledgement 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 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 03/19/2018  
MM / DD / YYYY

/s/Joellen Valentine  
Signature

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

Name Joellen Valentine  
First name Middle name Last name

Title Director and Associate General Counsel

Company Citigroup Global Markets Inc.  
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address \_\_\_\_\_

Contact phone \_\_\_\_\_ Email \_\_\_\_\_



# KCC ePOC Electronic Claim Filing Summary

For phone assistance: Domestic (866) 967-1782 | International (310) 751-2682

<b>Debtor:</b> 17-36709 - Cobalt International Energy, Inc. <b>District:</b> Southern District of Texas, Houston Division		
<b>Creditor:</b> Citigroup Global Markets Inc. Joellen Valentine 388 Greenwich Street  New York, NY, 10013 <b>Phone:</b> <b>Phone 2:</b> <b>Fax:</b> <b>Email:</b> joellen.valentine@citi.com	<b>Has Supporting Documentation:</b> Yes, supporting documentation successfully uploaded <b>Related Document Statement:</b>	
	<b>Has Related Claim:</b> No <b>Related Claim Filed By:</b>	
	<b>Filing Party:</b> Creditor	
<b>Disbursement/Notice Parties:</b> Skadden, Arps, Slate, Meagher and Flom LLP Scott D. Musoff 4 Times Square  New York, NY, 10036 <b>Phone:</b> <b>Phone 2:</b> <b>Fax:</b> <b>E-mail:</b> scott.musoff@skadden.com		
<b>Other Names Used with Debtor:</b>	<b>Amends Claim:</b> No <b>Acquired Claim:</b> No	
<b>Basis of Claim:</b> see attachment	<b>Last 4 Digits:</b> No	<b>Uniform Claim Identifier:</b>
<b>Total Amount of Claim:</b> see attachment	<b>Includes Interest or Charges:</b> No	
<b>Has Priority Claim:</b> No	<b>Priority Under:</b>	
<b>Has Secured Claim:</b> No <b>Amount of 503(b)(9):</b> No <b>Based on Lease:</b> No <b>Subject to Right of Setoff:</b> Yes, see attachment	<b>Nature of Secured Amount:</b> <b>Value of Property:</b> <b>Annual Interest Rate:</b> <b>Arrearage Amount:</b> <b>Basis for Perfection:</b> <b>Amount Unsecured:</b>	
<b>Submitted By:</b> Joellen Valentine on 19-Mar-2018 11:53:25 a.m. Pacific Time <b>Title:</b> Director and Associate General Counsel <b>Company:</b> Citigroup Global Markets Inc.		

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

## Official Form 410

# Proof of Claim

04/16

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### Part 1: Identify the Claim

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	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>See attached.</u> Name _____ Number _____ Street _____ City _____ State _____ ZIP Code _____ Contact phone _____ Contact email _____	Name _____ Number _____ Street _____ City _____ State _____ ZIP Code _____ Contact phone _____ 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? _____	

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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? \$ See attached. Does this amount include interest or other charges?  
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 Other. Describe: \_\_\_\_\_  
**Basis for perfection:** \_\_\_\_\_  
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 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: See attached.

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. \$ \_\_\_\_\_

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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 3 19 2018  
MM / DD / YYYY

  
Signature

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

Name Joellen Valentine  
First name Middle name Last name

Title Director and Associate General Counsel

Company Citigroup Global Markets Inc.  
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address 388 Greenwich Street  
Number Street

New York NY 10013  
City State ZIP Code

Contact phone 212.816.4002 Email joellen.valentine@citi.com

**ADDENDUM TO PROOF OF CLAIM OF CITIGROUP GLOBAL MARKETS  
INC. AGAINST COBALT INTERNATIONAL ENERGY, INC.**

**I. Introduction**

1. On December 14, 2017, Cobalt International Energy, Inc. (“**Cobalt**”) and certain of its affiliates (Cobalt, collectively with such affiliates, the “**Debtors**”<sup>1</sup>) filed petitions commencing chapter 11 cases under title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the “**Bankruptcy Court**”), Case No. 17-36709 (MI).

2. On February 22, 2018, the Court entered that certain *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* [Docket No. 469] which establishes March 19, 2018 (the “**Bar Date**”) as the deadline for creditors to file proofs of claim against the Debtors.

3. This proof of claim (the “**Proof of Claim**”) is being filed in the Debtors’ bankruptcy cases by Citigroup Global Markets Inc. (the “**Claimant**”).

**II. The Claim**

4. The Claimant has a claim (the “**Claim**”) that it hereby asserts against the Debtors on account of (i) the underwriting agreement dated May 7, 2013 between Cobalt, as issuer, and

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<sup>1</sup> 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, LP (2411); Cobalt GOM LLC (7188); Cobalt GOM # 1 LLC (7262); and Cobalt GOM # 2 LLC (7316). The Debtors’ service address is: 920 Memorial City Way, Suite 100, Houston, Texas 77024.



the Claimant as underwriter (the “**Underwriting Agreement**”),<sup>2</sup> in connection with the May 8, 2013 offering by Cobalt of common stock (the “**Offering**”), and/or (ii) other contractual, statutory or common law rights of repurchase, indemnity, contribution and/or reimbursement for amounts that have been or may be incurred, liquidated, unliquidated, paid, unpaid, fixed or otherwise contingent and arising from or relating to existing, potential or threatened litigation, including but not limited to the proceedings consolidated under the caption *In re Cobalt International Energy, Inc. Securities Litigation*, Lead Case Number 4:14-cv-03428 (S.D. Tex.) (the “**Securities Litigation**”), in which the Claimant has been named as defendant.<sup>3</sup> The plaintiffs in the Securities Litigation have asserted, among other things, federal securities law claims against the Claimant as underwriter in connection with the Offering, based on alleged false and misleading statements and material omissions in certain Offering documents.

5. Under the terms of the Underwriting Agreement, Cobalt agreed to indemnify the Claimant for any losses, claims, damages or liabilities, joint or several, that arise out of or are based upon any untrue statement or alleged untrue statement of any material fact contained in, among other documents, the registration statements and prospectuses or any amendment or supplement thereto filed in connection with the Offering, or that arise out of or are based upon the omission or alleged omission of a material fact required to be stated therein or necessary to make the statements therein not misleading, including any legal or other expenses reasonably incurred by Claimant in investigating or defending any loss, claim, damage, liability, action,

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<sup>2</sup> The Underwriting Agreement is voluminous and accordingly has not been filed as separate attachments to this Proof of Claim. The Underwriting Agreement is available upon request from Claimant’s counsel or via Cobalt’s public filings on EDGAR

<sup>3</sup> The complaint filed in connection with the Securities Litigation is voluminous and accordingly has not been filed as an attachment to this Proof of Claim. It is available upon request from Claimant’s counsel or via the Electronic Case Filings system for the U.S. District Court for the Southern District of Texas.

litigation, investigation or proceeding whatsoever, whether threatened or commenced, as those expenses are incurred.

6. Accordingly, the Claim includes a non-contingent claim for reimbursement of fees and costs that Claimant has incurred in connection with the defense of the Securities Litigation, and a contingent claim for amounts that Claimant expects to incur in connection with the continued defense of the Securities Litigation. In addition to defense fees and costs, this Claim includes a contingent claim for reimbursement pursuant to the Underwriting Agreement for any amount of any judgment or settlement of the claims asserted in the Securities Litigation. The total amount of the Claim cannot be estimated or reasonably calculated at this time. The Claimant does not waive its right to the Claim by not stating a specific figure at this time and hereby reserves the right to amend and supplement this Proof of Claim to specify an amount.

7. The Claim may be secured by a right of setoff against certain amounts owing by Claimant or its affiliates to the Debtors. This Claim is in addition to, and does not supersede, any other claim filed by Claimant.

### **III. General**

8. This Proof of Claim is filed solely for the purpose of preserving any and all rights and entitlements that Claimant may have, and nothing set forth herein should be construed as an admission that any valid third-party claims or causes of action exist against the Debtors or the Claimant or any other person.

9. The Claimant does not waive any right or rights of action that it has or may have against the Debtors or any other person or persons and does not waive any substantive or procedural defenses to any claim that may be asserted against the Claimant by the Debtors or any

other person. The Claimant reserves the right to amend or supplement this Proof of Claim, including after the Bar Date, in any manner, including to specify the amount of the Claimant's contingent, unmatured and/or unliquidated claims as they become non-contingent, matured and/or liquidated. This Proof of Claim shall not prejudice the Claimant's right to file any other request for payment or proofs of claim, including as related to the Claim asserted herein. The Claimant reserves the right to withdraw this Proof of Claim for any reason.

10. By filing this Proof of Claim, the Claimant and its affiliates do not submit themselves to the jurisdiction of the Bankruptcy Court for any purpose other than with respect to this Proof of Claim.

11. This Proof of Claim is not intended to be, and shall not be construed as: (i) an election of remedies; (ii) a waiver of any defaults; (iii) a waiver or limitation of any of the Claimant's rights, remedies, claims or interests under applicable law against the Claimant or any other person or entity; (iv) a waiver of any netting rights under applicable law; (v) a waiver of any rights to assert that all or any portion of the claimed amounts are being held by the Debtors, as bailees, or in constructive trust; (vi) a waiver of Claimant's property or ownership rights (legal or equitable); or (vii) a waiver of the Claimant's legal, equitable or beneficial interests.

12. This Claim shall not be deemed to be a waiver of the Claimant's right to: (i) have final orders in non-core matters entered only after de novo review by a District Court Judge; (ii) trial by jury in any proceeding so triable in these cases or any case, controversy or proceeding related to these cases; (iii) have the District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal; or (iv) any other rights, claims, actions, setoffs or

recoupments to which the Claimant is or may be entitled, in law or in equity, all of which rights, claims, actions, defenses and recoupments the Claimant expressly reserves.

13. All notices and communications concerning this Proof of Claim should be addressed as follows:

Joellen Valentine  
Director and Associate General Counsel  
Citigroup Global Markets Inc.  
388 Greenwich Street  
New York, NY 10013  
Email: joellen.valentine@citi.com

with a copy to:

Scott D. Musoff  
Lisa Laukitis  
Skadden, Arps, Slate, Meagher & Flom LLP  
4 Times Square  
New York, NY 10036  
Email: Scott.Musoff@skadden.com  
Email: Lisa.Laukitis@skadden.com

and

Noelle M. Reed  
Skadden, Arps, Slate, Meagher & Flom LLP  
1000 Louisiana, Suite 6800  
Houston, TX 77002  
Email: Noelle.Reed@skadden.com

Dated as of March 19, 2018