Fill in this information to identify the case:		
Debtor	Cobalt International Energy,	Inc.
United States Ba	nkruptcy Court for the: Southern	District of Texas
Case number	17-36709	

Official Form 410 Proof of Claim

04/16

173670918050400000000001

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.

Pa	Part 1: Identify the Claim			
1.	Who is the current creditor?	Cactus Wellhead, LLC 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?	 No 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? Cactus Wellhead, LLC Nancy H. Hamren, Coats Rose, P.C. 9 Greenway Plaza, Suite 1000 Houston, Texas 77046, United States Contact phone 713-653-7362 Contact email nhamren@coatsrose.com Uniform claim identifier for electronic payments in chapter 13 (if you use	Where should payments to the creditor be sent? (if different) Contact phone Contact email cone):	
4.	Does this claim amend one already filed?	NoYes. Claim number on court claims registry (if known)	Filed on	
5.	Do you know if anyone else has filed a proof of claim for this claim?	 No Yes. Who made the earlier filing? 		

Part 2: Give Information At	pout the Claim as of the Date the Case Was Filed
6. Do you have any number	No
you use to identify the debtor?	Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: <u>11726.4</u>
7. How much is the claim?	\$ See summary page 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.
Ciaini :	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.
	Damages resulting from rejection of Sublease
9. Is all or part of the claim	No
secured?	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 <i>Mortgage Proof of Claim Attachment</i> (Official Form 410-A) with this <i>Proof of Claim</i> .
	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	No
lease?	Yes. Amount necessary to cure any default as of the date of the petition.
11. Is this claim subject to a	No
right of setoff?	Yes. Identify the property:



12. Is all or part of the claim entitled to priority under	No No		
11 U.S.C. § 507(a)?	Yes. Chec	k all that apply:	Amount entitled to priority
A claim may be partly priority and partly nonpriority. For example,	Dome 11 U.S	stic support obligations (including alimony and child support) under S.C. § $507(a)(1)(A)$ or $(a)(1)(B)$.	\$
in some categories, the law limits the amount entitled to priority.		\$2,850* of deposits toward purchase, lease, or rental of property or es for personal, family, or household use. 11 U.S.C. § 507(a)(7).	\$
entitied to priority.	days I	s, salaries, or commissions (up to \$12,850*) earned within 180 before the bankruptcy petition is filed or the debtor's business ends, ever is earlier. 11 U.S.C. § 507(a)(4).	\$
	Taxes	or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	\$
	Contri	butions 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 begu	n 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	ate the amount of your claim arising from the value of any goods rec	eived by the debtor within 20
3 000(0)(0) :	days befo	re the date of commencement of the above case, in which the goods ry course of such Debtor's business. Attach documentation supporti	have been sold to the Debtor in
	\$		
Part 3: Sign Below			
The person completing	Check the approp	riate box:	
this proof of claim must sign and date it. I am the creditor.			
FRBP 9011(b).	I am the creditor's attorney or authorized agent.		
If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.		tee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.	
is.	I understand that an authorized signature on this <i>Proof of Claim</i> 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.		
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. Executed on date <u>05/04/2018</u> MM / DD / YYYY			
	/s/Nancy H.	Hamren	
	Signature		
		f the person who is completing and signing this claim:	
	Name	Nancy H. Hamren First name Middle name Last	name
	Title	Attorney	
	Company	Coats Rose, P.C.	
		Identify the corporate servicer as the company if the authorized agent is a service	r.
	Address		
	Contact phone	Email	

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KCC ePOC Electronic Claim Filing Summary

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

Debtor:			
17-36709 - Cobalt International Energy, Inc.			
District:			
Southern District of Texas, Houston Division			
Creditor:	Has Supporting Do	cumentation:	
Cactus Wellhead, LLC	Yes, suppor	ting documentation successfully uploaded	
Nancy H. Hamren, Coats Rose, P.C.	Related Document	Statement:	
9 Greenway Plaza, Suite 1000			
	Has Related Claim:	:	
Houston, Texas, 77046	No		
United States	Related Claim Filed	l By:	
Phone:			
713-653-7362	Filing Party:		
Phone 2:	Authorized a	agent	
Fax:			
Email:			
nhamren@coatsrose.com			
Other Names Used with Debtor:	Amends Claim:		
	No		
	Acquired Claim:		
	No		
Basis of Claim:	Last 4 Digits:	Uniform Claim Identifier:	
Damages resulting from rejection of Sublease	Yes - 11726.4		
Total Amount of Claim:	Includes Interest o	r Charges:	
717,404.88 - See attached Exhibit A	Yes		
Has Priority Claim:	Priority Under:		
No			
Has Secured Claim:	Nature of Secured	Amount:	
No	Value of Property:		
Amount of 503(b)(9):	Annual Interest Ra	Annual Interest Rate:	
No			
Based on Lease:	Arrearage Amount		
Yes, Not applicable	Basis for Perfectio	n:	
Subject to Right of Setoff:	Amount Unsecured	4-	
No			
Submitted By:			
Nancy H. Hamren on 04-May-2018 1:07:16 p.m. East	ern Time		
Title:			
Attorney			
Company:			
Coats Rose, P.C.			

United States Bankruptcy Court for the Southern District of Texas			
Indicate Debtor against which you assert a claim by checking the appropriate box below. (Check only one Debtor par claim form.)			
Cobalt International Energy, L.P. (Case No. 17-36711)	Cobalt GOM #1 LLC (Case No. 17-36713)		
Cobalt GOM LLC (Case No. 17-36712)	Cobalt GOM #2 LLC (Case No. 17-36714)		
n	n by checking the appropriate box below. (Check only or Cobalt International Energy, L.P. (Case No. 17-36711)		

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. Other than a claim under 11 U.S.C. § 503(b)(9), this form should not be used to make a claim for an administrative expense arising after the commencement of the case.

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.

Ρ	art 1: Identify the Clair	m	
1.	Who is the current creditor?	Cactus Wellhead, LLC Name of the current creditor (the person or entity to be paid for this cla Other names the creditor used with the debtor	im)
2.	Has this claim been acquired from someone else?	No 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? Nancy H. Hamren Coats Rose, P.C. Name 9 Greenway Plaza, Suite 1000 Number Street Houston, Texas 77046 City State United States Country Contact phone (713) 653-7362 Contact email nhamren@coatsrose.com Uniform clarm Identifier for electronic payments in chapter 13 (if you use	Where should payments to the creditor be sent? (if different) Name Number Street City State ZIP Code Country Contact phone
4.	Does this claim amend one already filed?	No Yes. Claim number on court claims registry (if known)) Filed on
5.	Do you know if anyone else has filed a proof of claim for this claim?	No Yes. Who made the earlier filing?	

Pa	art 2: Give Information Ab	out the Claim as of the Date the Case Was Filed	
6.	Do you have any number you use to identify the		
	debtor?	Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: 11726.4	
7.	How much is the claim?	s 717,404.88	
,	*See Summary att	ached as Exhibit A. 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.	
		Damages resulting from rejection of Sublease	
9.	Is all or part of the claim secured?	X No	
	Secured r	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 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)%	
		Variable	
	Is this claim based on a lease?	No Yes. Amount necessary to cure any default as of the date of the petition. \$_N/A	
	Is this claim subject to a right of setoff?	No Yes. Identify the property:	

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12. Is all or part of the claim entitled to priority under	X No	
11 U.S.C. § 507(a)?	Yes. Check all that apply:	Amount entitled to priority
A claim may be partly priority and partly	Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).	\$
nonpriority. For example, In some categories, the law limits the amount	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).	s
entitled to priority.	Wages, salarles, 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.	s
	 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.
3. Is all or part of the claim		
pursuant to 11 U.S.C. § 503(b)(9)?	Yes. Indicate the amount of your claim artsing from the value of any goods rece days before the date of commencement of the above case, in which the goods the ordinary course of such Debtor's business. Attach documentation supporting	have been sold to the Debtor
	\$	
Part 3: Sign Below		
The person completing this proof of claim must sign and date it. Check the appropriate box: I am the creditor. I am the creditor. FRBP 9011(b). I am the creditor. If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.		
S.	I understand that an authorized signature on this Proof of Claim serves as an acknowledgement that when calculation	
A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 I declare under penalty of perjury that the foregoing is true and correct.		
years, or both. 18 U.S.C. §§ 152, 157, and 3571.	Executed on date MM / DD / YYYY	
	Signature 12-12-	
	Print the name of the person who is completing and signing this claim:	
	Name Nancy H. Hamren First name Middle name Last n	2000
	Title <u>Attorney</u>	
	Company Coats Rose, P.C. Identify the corporate servicer as the company if the authorized agent is a servicer.	
	Address 9 Greenway Plaza, Suite 1000	
	Number Street Houston, Texas 77046	
	City State ZIP Cod Contact phone (713) 653-7363 Email nha	e Country

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

IN RE:	Ş	
	ş	Chapter 11
COBALT INTERNATIONAL	§	-
ENERGY, INC.	§	CASE NO. 17-36709 (MI)
	§	(Jointly Administered)
	§	
DEBTOR.	§	

SUMMARY OF CACTUS WELLHEAD, LLC'S DAMAGES BASED ON REJECTION OF SUBLEASE (Property Located at 920 Memorial City Way, Suite 300, Houston, Texas 77024)

Relevant Dates

Date of Rejection Of Sublease:	6-30-18
End of Sublease:	1-31-22
Cactus Replacement Lease Agreement Commencement Date	7-1-18
Cactus Replacement Lease Agreement Termination Date (by its terms)	6-30-21

Supporting Documents

The documents supporting this Proof of Claim consist of the following:

- 1) *Sublease* between Cobalt International Energy, Inc. ("Cobalt"), as Sublandlord, and Cactus Wellhead, LLC ("Cactus"), as Subtenant;
- 2) Primary *Lease Agreement* between Cobalt, as Tenant, and MCW-G, LLC ("MCW"), as Landlord (referred to herein as the "Cobalt Primary Lease");
- 3) Replacement *Lease Agreement* between Cobalt and MCW (referred to herein as the "Replacement Lease"); and
- 4) Excel spreadsheet setting forth monthly Base Rent under the Sublease and the Replacement lease, as well as net present value calculations.

The supporting documents are not attached hereto due to the voluminous nature of the documents and the confidential nature of the terms therein. The undersigned has obtained the consent of Debtor's counsel not to attach the supporting documentation, in accordance with that certain Order signed on February 22, 2018 [Dkt. 469]. Nonetheless, copies of supporting documentation are being provided to Debtor's counsel upon the filing of this claim.

Background of Transaction

Prior to the date that Debtor filed its Chapter 11 petition herein, Cobalt, as Sublandlord, and Cactus, as Subtenant, executed the *Sublease*. Cobalt has rejected the Sublease, effective June 30, 2018. The termination date of the Sublease, pursuant to its terms, was January 31, 2022. Consequently, as a result of the rejection, Cactus was required to enter into a new lease with MCW which requires it to pay substantially higher rent and other charges. The Base Rent set forth under the Sublease and the Replacement Lease are itemized below.

Sublease Terms

Remaining Term of Sublease:	July 1, 2018 through January 31, 2022
Premises Leased:	920 Memorial, Suite 300, Houston, Texas

Total Base Rent under Sublease during Remainder of Term

\$1,046,836.00

Discounted to present value (PV) using a 2.25% discount rate¹, the met present value as of July 1, 2018 of the future rentals under the *Sublease* is: \$1,006,570.85.

Replacement Lease Terms

Term:

July 1, 2018 to January 31, 2022²

¹ Both the Sublease, which incorporates the Cobalt Primary Lease, and the Replacement Lease, provide for a discount rate in the event of acceleration of rents based on the then current discount rate published by the Wall Street Journal. *See Cobalt Primary Lease at para.* 13.2(b) and (b)(iii); see Replacement Lease at para.13(b). The current discount rate is 2.25%.

² The Replacement Lease actually expires by its terms on June 30, 2021, seven (7) months prior to the end of the Sublease term. Cactus has an option to renew the Replacement Lease for a five (5) year term at the then prevailing market rate. For purposes of this Proof of Claim, Cactus is assuming that the then prevailing rate for the additional seven (7) month period would be the same as the rental rate during the third year of the Replacement Lease, although in all likelihood, it would be higher.

Premises Leased:	920 Memorial, Suite 300, H	ouston, Texas
Total Base Rent under <i>Replacement Lease</i> during Period covering Remainder of Term of Sublease		\$1,793,610
Discounted to PV using a 2.25% discount rate, the net present value as of July 1, 2018 of the future rentals under the <i>Replacement Lease</i> is:		\$1,723,975.73.
Difference between NPV of B Sublease and NPV of Base Re Replacement Lease (\$1,723,975.73 minus \$1,006,5	ent under	\$717,404.88
Itemization of Damages Resulting from Debtor's Rejection of the Sublease		
Net Present Value of Addition: Cactus has to pay:	al Base Rent	\$717,404.88
A. Attorney's Fees under Para	a. 13 (h) of Sublease:	None at this time ³
TOTAL DAMAGES RESUL THE REJECTION OF THE		\$717,404.88

NATURE OF CLAIM--This claim is an unsecured claim.

³ Cactus is also entitled to attorney's fees based on Cobalt's default, pursuant to para. 13 (h) of the Sublease. Cactus is not seeking such fees at this time but reserves its right to request same in the event Cactus is required to incur more fees on account of Cobalt's rejection of the Sublease and/or in connection with this Proof of Claim.

COATS | ROSE

A PROFESSIONAL CORPORATION

NANCY H. HAMREN DIRECTOR NHAMREN@COATSROSE.COM DIRECT: (713) 653-7362

May 4, 2018

Via Federal Express Cobalt International Energy, Inc. Claims Processing Center c/o Kurtzman Carson Consultants LLC 2335 Alaska Avenue El Segundo, California 90245

Re: *Cobalt International Energy, Inc.*; Case No. 17-36709; In the United States Bankruptcy Court for the Southern District of Texas

Dear Sir or Madam:

Enclosed please find the following items:

- The original and one copy of the Proof of Claim (with the Exhibit A attached) filed on behalf of Cactus Wellhead, LLC;
- A copy of the KCC ePOC Electronic Claim Filing Summary showing that the Proof of Claim has been electronically filed;
- An email reflecting written consent from Debtor's counsel regarding not attaching supporting documentation; and
- A self-addressed, stamped envelope for the return of a file-stamped copy.

Per the attached email from Debtor's counsel, I will be sending the supporting documents by email in accordance therewith.

Very truly yours,

Many It H

Nancy H. Hamren

RECEIVED MAY 07 2018

Enclosures

KURTZMAN CARSON CONSULTANTS

9 GREENWAY PLAZA, STE 1100, HOUSTON, TEXAS 77046 PHONE: (713) 651-0111 FAX: (713) 651-0220 <u>coatsrose.com</u>

HOUSTON | AUSTIN | DALLAS | SAN ANTONIO | NEW ORLEANS | CINCINNATI 011726.000004/4831-5834-4293.v1

Nancy Hamren

From:	Krucks, Laura Elizabeth <laura.krucks@kirkland.com></laura.krucks@kirkland.com>
Sent:	Tuesday, May 1, 2018 9:53 AM
То:	Nancy Hamren
Cc:	Weiland, Brad; John Cannon; Lack, Robert J.; Robert Bell
Subject:	RE: Cobalt - Lease Agreement; proof of claim supporting documentation

Nancy,

This is fine so long as you provide the backup support after filing. Please be sure to include Robert Lack and Robert Bell (both copied here) when you send the supporting documentation.

Thank you,

Laura

Laura E. Krucks

KIRKLAND & ELLIS LLP 300 North LaSalle, Chicago, IL 60654 T +1 312 862 2822 F +1 312 862 2200

laura.krucks@kirkland.com

From: Nancy Hamren <nhamren@coatsrose.com>
Sent: Friday, April 27, 2018 5:23 PM
To: Krucks, Laura Elizabeth <laura.krucks@kirkland.com>
Cc: Weiland, Brad <bweiland@kirkland.com>; John Cannon <jcannon@coatsrose.com>
Subject: RE: Cobalt - Lease Agreement; proof of claim supporting documentation

Laura,

I am working on a proof of claim on behalf of Cactus Wellhead, LLC, arising out of the rejection of its sublease with Cobalt.

Per Docket No. 469 (Order Setting Bar dates for Filing POC's, etc.), paragraph 13 (f) on page 7 requires a creditor to attach supporting documentation to its proof of claim unless, if the documentation is voluminous, it obtains the Debtor's counsel's permission not to attach it.

I am requesting your permission, as Debtor's counsel, to be able to file the Proof of Claim without supporting documentation. The terms of the sublease and new lease should not be made available to the general public on the Claims Register.

The supporting documentation will, of course, be provided by email to you shortly after the filing.

Please advise.

Thank you, Nancy Hamren Attorney for Cactus Wellhead, LLC

Nancy H. Hamren