

Fill in this information to identify the case:

United States Bankruptcy Court for the:	
Southern District of Texas	
(State)	
Case number (if known): _____	Chapter <u>11</u>

Check if this is an amended filing

Official Form 201 Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's Name Cobalt GOM #2 LLC

2. All other names debtor used in the last 8 years N/A

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 26-3137316

4. Debtor's address **Principal place of business** **Mailing address, if different from principal place of business**

920 Memorial City Way
Number Street

Number Street

Suite 100

P.O. Box

Houston, Texas 77024

City State Zip Code

City State Zip Code

Location of principal assets, if different from principal place of business

Harris County

County

Number Street

City State Zip Code

5. Debtor's website (URL) http://www.cobaltintl.com

6. Type of debtor Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
 Partnership (excluding LLP)
 Other. Specify: _____



Debtor Cobalt GOM #2 LLC
Name

Case number (if known) _____

7. Describe debtor's business

A. Check One:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes> .
2111

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check One:

- Chapter 7
- Chapter 9

Chapter 11. Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

No

Yes. District _____ When MM/DD/YYYY Case number _____
 District _____ When MM/DD/YYYY Case number _____

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

No

Yes. Debtor See Rider 1 Relationship Affiliate
 District Southern District of Texas
 When 12/14/2017
 Case number, if known _____
MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Debtor Cobalt GOM #2 LLC
Name

Case number (if known) _____

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other _____

Where is the property?

Number _____ Street _____

 City _____ State _____ Zip Code _____

Is the property insured?

- No
- Yes. Insurance agency _____
 Contact name _____
 Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Cobalt GOM #2 LLC Case number (if known) _____
 Name

- 16. Estimated liabilities**
- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition 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 12/14/2017
 MM/ DD / YYYY

X /s/ David D. Powell
 Signature of authorized representative of debtor
 Title Chief Financial Officer

David D. Powell
 Printed name

18. Signature of attorney

X /s/ Zack A. Clement
 Signature of attorney for debtor

Date 12/14/2017
 MM/ DD/YYYY

Zack A. Clement
 Printed name
Zack A. Clement PLLC
 Firm name
3753 Drummond Street
 Number Street
Houston Texas
 City State 77025
 ZIP Code
(832) 274-7629 zack.clement@icloud.com
 Contact phone Email address
04361550 Texas
 Bar number State

Fill in this information to identify the case:	
United States Bankruptcy Court for the:	
Southern District of Texas	
(State)	
Case number (if known): _____	Chapter <u>11</u>

Check if this is an amended filing

Rider 1
Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the "Debtors") filed a petition in the United States Bankruptcy Court for the Southern District of Texas for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Cobalt International Energy, Inc.

- Cobalt International Energy, Inc.
- Cobalt International Energy GP, LLC
- Cobalt International Energy, L.P.
- Cobalt GOM LLC
- Cobalt GOM #1 LLC
- Cobalt GOM #2 LLC

Fill in this information to identify the case:Debtor name Cobalt International Energy, Inc., et al.United States Bankruptcy Court for the: Southern District of Texas

Case number (If known): _____ (State)

 Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
					If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Wells Fargo Bank, N.A. 600 S. 4th Street, 11th Floor Minneapolis, MN 55415	Attn: Claire Alber Phone: 612-667-0337 Fax: 214-756-7401 Email: claire.m.alber@wellsfargo.com	2.625% Sr Convertible Notes				\$801,171,133.25
2	Wells Fargo Bank, N.A. 600 S. 4th Street, 11th Floor Minneapolis, MN 55415	Attn: Claire Alber Phone: 612-667-0337 Fax: 214-756-7401 Email: claire.m.alber@wellsfargo.com	3.125% Sr Convertible Notes				\$627,880,485.59
3	Skadden Arps Slate Meagher Four Times Square New York, NY 10036	Attn: Jay Kasner & Scott Musoff Fax: 212-735-2000 Email: jay.kasner@skadden.com; scott.musoff@skadden.com	Trade Debt				\$2,777,458.00
4	Wachtell Lipton Rosen & Katz 51 West 52nd Street New York, NY 10019	Attn: Director or Officer Fax: 212-403-2000 Email: srdavies@wlrk.com	Trade Debt				\$1,108,102.76

	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
5	Schlumberger Technology Corp 300 Schlumberger Drive Sugar Land, TX 77478	Attn: Director or Officer Fax: 281-285-8545 Email: customerremittances@slb.com	Trade Debt				\$741,686.12
6	Williams & Connolly LLP 725 12th Street, N.W. Washington, DC 20005	Attn: Director or Officer Fax: 202-434-5029	Trade Debt				\$537,956.65
7	CGG Services (U.S.) Inc. 10300 Town Park Dr Houston, TX 77072	Attn: Erika Lovetro & Nina Hodge Email: erika.lovetro@cgg.com; nina.hodge@cgg.com	Trade Debt				\$338,000.00
8	Baker Hughes Oilfield Operational LLC 17021 Aldine Westfield Road Houston, TX 77073	Attn: Director or Officer Phone: 713-879-1727 Fax: 713-879-2662 Email: arcccashapplication@bakerhughes.com	Trade Debt				\$167,450.91
9	Weatherford Laboratories 5200 North Sam Houston Parkway West, Suite 500 Houston, TX 77086	Attn: Ana Pandes Fax: 281-583-8959 Email: ana.pandes@weatherford.com	Trade Debt				\$127,466.68
10	National Economic Research Associates, Inc. 360 Hamilton Avenue, 10th Floor White Plains, NY 10601	Attn: John Dwyer Fax: 212-345-4650 Email: neraaccountsreceivable@nera.com	Trade Debt				\$92,555.00

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
11	Gardere Wynne Sewell LLP 2021 Mckinney Ave, Suite 1600 Dallas, TX 75201	Attn: Ronald Oran Fax: 214-999-4667 Email: roran@gardere.com	Trade Debt				\$79,008.60
12	Intecsea, Inc 575 N. Dairy Ashford, Suite 400 Houston, TX 77079	Attn: Director or Officer Phone: 281-987-0800 Fax: 713-892-0869 Email: billing@intecsea.com	Trade Debt				\$46,699.20
13	Marine Preservation Assoc 20645 N. Pima Road Ste 100 Scottsdale, AZ 85255	Attn: Brett Drewry Phone: 480-991-5599 Email: brewry@mpaz.org	Trade Debt				\$37,500.00
14	Earth Science Assoc. C and T Inc. 5312 Gallatin Place Boulder, CO 80303	Attn: Andrew Pulham Phone: 303-887-4173 Email: docandyp@gmail.com	Trade Debt				\$34,860.77
15	Geocomputing Group, LLC 11757 Katy Freeway, Ste. 1300 Houston, TX 77079	Attn: Elizabeth Schall Phone: 832-251-1900 Email: eschall@geocomputing.net	Trade Debt				\$31,150.00
16	Sonangol Offshore Services Co. 1401 Enclave Parkway, Suite 125 Houston, TX 77077	Deanna Evans Phone: 281-921-8056 Fax: 281-966-1888 Email: devans@sonangoloffshore.com	Trade Debt				\$25,867.40

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
17	JCC Services Inc. 19219 Katy Freeway, Suite 200 Houston, TX 77094	Attn: Cathy Brock & Michele Heli Phone: 281-578-3388 Email: cathy.brock@jccteam.com; michele.heli@jccteam.com	Trade Debt				\$25,584.00
18	Crowe Horwath LLP 225 West Wacker Drive, Suite 2600 Chicago, IL 60606-1224	Attn: Jansie McMahan Fax: 312-899-5300 Email: jansie.mcmahan@Croweharwath.Com	Trade Debt				\$25,025.00
19	Covington and Burling LLP One Citycenter, 850 Tenth Street, Nw Washington, DC 20001-4956	Attn: Director or Officer Phone: 202-662-6000 Fax: 202-662-6291	Trade Debt				\$23,658.73
20	Blade Energy Partners Ltd 2600 Network Blvd Suite 550 Frisco, TX 75034	Attn: Michelle Pineda Phone: 972-712-8407 Fax: 972-712-8408 Email: mpineda@blade-energy.com	Trade Debt				\$22,298.00
21	Berger Geosciences LLC 13100 North West Fwy Ste 600 Houston, TX 77040	Attn: Director or Officer Phone: 713-341-0397 Fax: 713-341-0398 Email: admin@b-geo.com	Trade Debt				\$18,000.00
22	Cuneiform Offshore Consulting, LLC 3406 Shadowchase Dr Houston, TX 77082	Attn: Basim Mekha Phone: 832-859-8668 Email: bmekha@cuneiform-offshore.com	Trade Debt				\$16,720.00

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
23	PRQ Inc 6125 Hilton Road Manitou Springs, CO 80829	Attn: Paul Quigley Phone: 863-940-0918 Fax: 863-293-3732 Email: paul.quigley@cobaltintl.com	Trade Debt				\$14,520.00
24	Vinson And Elkins LLP 1001 Fannin Street, Suite 2500 Houston, TX 77002	Attn: Director or Officer Fax: 713-758-2346	Trade Debt				\$10,533.75
25	PriceWaterhouseCoopers LLP 300 Madison Avenue, 24Th Floor New York , NY 10017	Attn: Bob Morgan Fax: 813-286-6000 Email: bob.morgan@us.pwc.com	Trade Debt				\$10,363.00
26	Oil Spill Response (Dispersants) Limited Lower William Street Southampton Hampshire, SO14 5QE	Attn: Director or Officer Phone: 02380 331551 Fax: 44-20-7724-0103 Email: creditcontrol@oilspillresponse.com	Trade Debt				\$10,273.00
27	Fugro Marine Geoservices, Inc 6100 Hillcroft Houston, TX 77081	Attn: Carlena Jiro Phone: 713-369-5559 Fax: 713-336-5811 Email: cjiro@fugro.com	Trade Debt				\$7,510.00
28	Axia Partners, LP 515 Post Oak Blvd, Suite 910 Houston, TX 77027	Attn: Director or Officer Fax: 781-240-6050 Email: ar@axiapartners-us.com	Trade Debt				\$6,960.00

	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
29	Ellington And Associates Inc 6510 Guhn Rd Houston, TX 77040	Attn: Director or Officer Phone: 713-956-2838 Fax: 713-481-5333 Email: alsog.fnusa@alsglobal.com	Trade Debt				\$6,357.00
30	Halliburton Energy Services 14851 Milner Road Gate 5A Houston, TX 77032	Attn: Clarice Gray Fax: 281-449-1603 Email: clarice.gray@halliburton.com	Trade Debt				\$5,365.40

Fill in this information to identify the case and this filing:	
Debtor Name	Cobalt International Energy, Inc., et al.
United States Bankruptcy Court for the:	Southern District of Texas (State)
Case number (If known):	

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15**

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- Schedule H: Codebtors (Official Form 206H)*
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- Amended Schedule
- Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- Other document that requires a declaration List of Equity Security Holders, Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

12/14/2017
MM/ DD/YYYY

/s/ David D. Powell

Signature of individual signing on behalf of debtor

David D. Powell

Printed name

Chief Financial Officer

Position or relationship to debtor

**Cobalt International Energy GP, LLC
Cobalt International Energy, L.P.
Cobalt GOM LLC
Cobalt GOM #1 LLC
Cobalt GOM #2 LLC**

Omnibus Unanimous Written Consent in Lieu of Meeting

Dated as of December 12, 2017

The undersigned, being the sole member managers or general partner, as applicable (in each such capacity, the "Member"), of the entities listed on **Schedule A** hereto (each, a "Company," and collectively, the "Companies"), do hereby consent to the taking of the following actions in lieu of an organizational meeting and do hereby adopt the following resolutions by unanimous written consent (this "Written Consent"), pursuant to the organizational documents of each Company and the laws of the state of Delaware:

Chapter 11 Filing

WHEREAS, the Member has considered presentations by the management of the Companies and the financial and legal advisors to the Companies regarding the Companies' liabilities and liquidity situation and its available strategic alternatives, as well as the effect of the foregoing on the Companies' business; and

WHEREAS, the Member has had adequate opportunity to consult with the management of the Companies and the financial and legal advisors to the Companies, obtain additional information, and fully consider each of the strategic alternatives available to the Companies.

NOW, THEREFORE, BE IT,

RESOLVED, that in the judgment of the Member, it is desirable and in the best interests of the Companies (including a consideration of its creditors and other parties in interest) that the Companies shall be, and hereby is, authorized to file, or cause to be filed, a voluntary petition for relief (collectively, the "Chapter 11 Cases") under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in a court of proper jurisdiction and/or any other petition for relief or recognition or other order that may be desirable under applicable law in the United States;

RESOLVED, that any duly appointed officers of the Companies (collectively, the "Authorized Signatories"), acting alone or with one or more other Authorized Signatories be, and hereby are, authorized, empowered, and directed to execute and file on behalf of the Companies all petitions, schedules, lists, and other motions, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Companies' business;

Retention of Professionals

RESOLVED, that each of the Authorized Signatories be, and hereby are, authorized and directed to employ the law firm of Kirkland & Ellis LLP and Kirkland & Ellis International LLP (together, "Kirkland") as general bankruptcy counsel to represent and assist the Companies in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Companies' rights and obligations, including filing any motions, objections, replies, applications, or pleadings; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Kirkland;

RESOLVED, that each of the Authorized Signatories be, and hereby are, authorized and directed to employ the law firm of Zack A. Clement, PLLC ("Clement") as local bankruptcy counsel to represent and assist the Companies in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Companies' rights and obligations, including filing any motions, objections, replies, applications, or pleadings; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Clement;

RESOLVED, that each of the Authorized Signatories be, and hereby are, authorized and directed to employ the firm Houlihan Lokey Capital, Inc. ("Houlihan") as financial advisor and investment banker to, among other things, represent and assist the Companies in evaluating their business and prospects, developing a long-term business plan, developing financial data for evaluation by the Member, creditors, and/or other third parties, as requested by the Companies from time to time, evaluating the Companies' capital structures, responding to issues related to the Companies' financial liquidity, and in any sale, reorganization, business combination, or similar disposition of the Companies' assets; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Houlihan;

RESOLVED, that each of the Authorized Signatories be, and hereby are, authorized and directed to employ the firm of Kurtzman Carson Consultants LLC ("KCC") as notice and claims agent to represent and assist the Companies in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance the Companies' rights and obligations; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of KCC;

RESOLVED, that each of the Authorized Signatories be, and hereby are, authorized and directed to employ and retain any other professional advisors to represent and assist the Companies in carrying out their duties under the Bankruptcy Code as such Authorized Signatory deems necessary, proper, or desirable in connection with the Companies' Chapter 11 Cases, with a view to the successful prosecution of such case; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate

retention agreements, pay appropriate retainers and fees, and to cause to be filed appropriate applications for authority to retain the services of any such other professional advisors, in each case on such terms as such Authorized Signatory deems necessary, proper or desirable in connection with the Companies' Chapter 11 Cases, with a view to the successful prosecution of such case;

RESOLVED, that each of the Authorized Signatories be, and hereby are, with power of delegation, authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance from legal counsel, accountants, financial advisors, and other professional advisors, and to take and perform any and all further acts and deeds that such Authorized Signatory deems necessary, proper, or desirable in connection with the Companies' Chapter 11 Cases, with a view to the successful prosecution of such case;

Cash Collateral, and Adequate Protection

RESOLVED, that the Companies will obtain benefits from the use of collateral, including cash collateral, as that term is defined in section 363(a) of the Bankruptcy Code (the "Cash Collateral"), which is security for certain prepetition secured lenders (collectively, the "Secured Lenders") party to that certain First Lien Indenture, dated as of December 6, 2016, among Cobalt International Energy, Inc., as issuer (the "Issuer"), each of Cobalt International Energy GP, LLC, Cobalt International Energy, L.P., Cobalt GOM LLC, Cobalt GOM #1 LLC and Cobalt GOM #2 LLC, as subsidiary guarantors (the "Subsidiary Guarantors"), and Wilmington Trust, National Association, as trustee and collateral agent (the "Trustee"), or to that certain Second Lien Indenture, dated as of December 6, 2016, among the Issuer, the Subsidiary Guarantors, and the Trustee;

RESOLVED, that in order to use and obtain the benefits of the Cash Collateral, and in accordance with section 363 of the Bankruptcy Code, the Companies will provide certain adequate protection to the Secured Lenders (the "Adequate Protection Obligations"), as documented in a proposed order in interim and final form (the "Cash Collateral Order") and submitted for approval to the Bankruptcy Court;

RESOLVED, that the form, terms, and provisions of the Cash Collateral Order to which the Companies are or will be subject, and the actions and transactions contemplated thereby be, and hereby are authorized, adopted, and approved, and each of the Authorized Signatories of the Companies be, and hereby is, authorized and empowered, in the name of and on behalf of each of the Companies, to take such actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform, and cause the performance of, the Cash Collateral Order, and such other agreements, certificates, instruments, receipts, petitions, motions, or other papers or documents to which the Companies are or will be a party, including, but not limited to, any security and pledge agreement or guaranty agreement (collectively with the Cash Collateral Order, the "Cash Collateral Documents"), incur and pay or cause to be paid all fees and expenses and engage such persons, in each case, in the form or substantially in the form thereof submitted to the Member, with such changes, additions, and modifications thereto as the officers of the Companies executing the same shall approve, such approval to be conclusively evidenced by such officers' execution and delivery thereof;

RESOLVED, that the Companies, as debtor and debtor in possession under the Bankruptcy Code be, and hereby are, authorized to incur the Adequate Protection Obligations and to undertake any and all related transactions on substantially the same terms as contemplated under the Cash Collateral Documents (collectively, the "Cash Collateral Transactions"), including granting liens on its assets to secure such obligations;

General

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Signatories, each of the Authorized Signatories (and their designees and delegates) be, and hereby are, authorized and empowered, in the name of and on behalf of the Companies, to do such further acts and things as any Authorized Signatory or such other duly authorized person shall deem necessary or appropriate in connection with, or to carry out the actions contemplated by, the foregoing resolutions, including to do and perform (or cause to be done and performed), in the name and on behalf of the Companies, all such acts and to sign, make, execute, affix common seal on, deliver, issue, or file (or cause to be signed, made, executed, delivered, issued, or filed) with any person including any governmental authority or agency, all such agreements, resolutions, deeds, instruments, letters, certificates, proxies, notices, certificates, acknowledgements, authorizations, consents, releases, waivers, and other documents (whether of like nature or not) (the "Ancillary Documents") and all amendments and modifications to any such Ancillary Documents, and to pay, or cause to be paid, all such payments, as any Authorized Signatory may deem necessary or advisable in order to carry out the intent of the foregoing resolutions, the authority for the doing of any such acts and things, and the signing, making, execution, delivery, issue, and filing of such of the foregoing to be conclusively evidenced thereby;

RESOLVED, that the Member has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Companies, or hereby waives any right to have received such notice; and

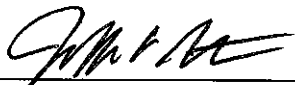
RESOLVED, that all acts relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Companies, which would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Companies with the same force and effect as if each such act had been specifically authorized in advance by a valid resolution of the Member.

* * * * *

IN WITNESS WHEREOF, the undersigned represents that the Member has authorized the undersigned to execute this Written Consent on behalf of the Member as of the date above first written.

Cobalt International Energy GP, LLC

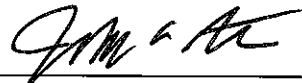
By: Cobalt International Energy, Inc.,
its sole managing member

By: 
Name: Jeffrey A. Starzec
Title: Executive Vice President and
General Counsel

Cobalt International Energy, L.P.

By: Cobalt International Energy GP, LLC,
its sole general partner

By: Cobalt International Energy, Inc.,
its sole managing member

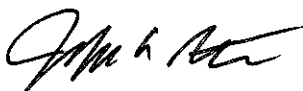
By: 
Name: Jeffrey A. Starzec
Title: Executive Vice President and
General Counsel

Cobalt GOM LLC

By: Cobalt International Energy, L.P.,
its sole managing member

By: Cobalt International Energy GP, LLC,
its sole general partner

By: Cobalt International Energy, Inc.,
its sole managing member

By: 

Name: Jeffrey A. Starzec
Title: Executive Vice President and
General Counsel

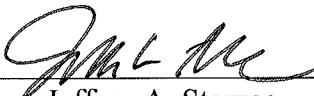
Cobalt GOM #1 LLC

By: Cobalt GOM LLC
its sole managing member

By: Cobalt International Energy, L.P.,
its sole managing member

By: Cobalt International Energy GP, LLC,
its sole general partner

By: Cobalt International Energy, Inc.,
its sole managing member

By: 
Name: Jeffrey A. Starzec
Title: Executive Vice President and
General Counsel

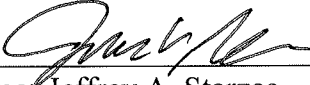
Cobalt GOM #2 LLC

By: Cobalt GOM LLC
its sole managing member

By: Cobalt International Energy, L.P.,
its sole managing member

By: Cobalt International Energy GP, LLC,
its sole general partner

By: Cobalt International Energy, Inc.,
its sole managing member

By: 
Name: Jeffrey A. Starzec
Title: Executive Vice President and
General Counsel

Schedule A

Cobalt International Energy GP, LLC

Cobalt International Energy, L.P.

Cobalt GOM LLC

Cobalt GOM #1 LLC

Cobalt GOM #2 LLC