

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

IN RE COBALT INTERNATIONAL  
ENERGY, INC. SECURITIES LITIGATION

Lead Case No. 4:14-cv-3428 (NFA)

**NOTICE OF (I) PENDENCY OF CLASS ACTION AND PROPOSED SETTLEMENTS;  
(II) SETTLEMENT FAIRNESS HEARING; AND (III) MOTION FOR AN AWARD  
OF ATTORNEYS' FEES AND REIMBURSEMENT OF LITIGATION EXPENSES**

***A Federal Court authorized this Notice. This is not a solicitation from a lawyer.***

**PLEASE READ THIS NOTICE CAREFULLY.** This Notice explains important rights you may have, including the possible receipt of cash from one or more of three settlements in the above class action that, if approved by the Court, will resolve all claims. If you are a member of the Settlement Class, your legal rights will be affected whether or not you act.

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Questions? Visit [www.CobaltSecuritiesLitigation.com](http://www.CobaltSecuritiesLitigation.com) or call 1-877-440-0638

## NOTICE OF CLASS ACTION, SETTLEMENT TERMS, AND IDENTITY OF SETTLING PARTIES

**NOTICE OF PENDENCY OF CLASS ACTION:** Please be advised that your rights may be affected by the above-captioned securities class action (the “Action”) pending in the United States District Court for the Southern District of Texas (the “Court”) if, during the period from March 1, 2011 through November 3, 2014, inclusive (the “Class Period”), you purchased or otherwise acquired the common stock of Cobalt International Energy, Inc. (“Cobalt”), Cobalt 2.625% Convertible Senior Notes due 2019, and/or Cobalt 3.125% Convertible Senior Notes due 2024 (collectively, “Cobalt Securities”), and were damaged thereby.<sup>1</sup>

**NOTICE OF SETTLEMENT:** Please also be advised that the Court-appointed lead plaintiffs GAMCO Global Gold, Natural Resources & Income Trust and GAMCO Natural Resources, Gold & Income Trust (together, the “GAMCO Funds” or “Lead Plaintiffs”), and additional named plaintiffs St. Lucie County Fire District Firefighters’ Pension Trust Fund, Fire and Police Retiree Health Care Fund, San Antonio, Sjunde AP-Fonden, and Universal Investment Gesellschaft m.b.H. (collectively, with Lead Plaintiffs, “Plaintiffs”), on behalf of themselves and the Settlement Class (as defined in ¶ 28 below), have reached three separate proposed settlements (the “Settlements”) with the different defendant groups (collectively, the “Settling Defendants”) which, if approved by the Court, will resolve all claims asserted by Plaintiffs in the Action on behalf of the Settlement Class against the Settling Defendants.

The three Settlements that will resolve all claims in the Action include:

- (A) A settlement for \$146,850,000 in cash (the “*Sponsor/GS&Co. Settlement*”) with the private equity sponsors who invested in Cobalt prior to its initial public offering and sold certain Cobalt Securities during the Class Period (the “Sponsor Defendants”), certain individuals designated to the Cobalt board of directors by the Sponsor Defendants (the “Sponsor Designee Defendants”), and Goldman Sachs & Co. LLC (f/k/a Goldman, Sachs & Co.) (“GS&Co.”), which underwrote certain Cobalt Securities offerings during the Class Period (the Sponsor Defendants, Sponsor Designee Defendants and GS&Co., collectively are the “Sponsor/GS&Co. Settling Defendants”);
- (B) A settlement for \$22,750,000 in cash (the “*Underwriter Settlement*”) with the underwriters (other than GS&Co.) that underwrote certain Cobalt Securities offerings during the Class Period (the “Underwriter Settling Defendants”); and
- (C) A settlement for \$220,000,000 (the “*Cobalt Settlement*”) with Cobalt and certain of its former officers and directors (the “Cobalt Individual Defendants”) (together, the “Cobalt Settling Defendants”), that is payable exclusively from the proceeds of Directors & Officers liability insurance (the “D&O Policies”) preserved through the Cobalt Bankruptcy Plan. The projected proceeds of insurance available to fund this settlement include (a) at least \$4,200,000 existing from settlements with carriers (“Cobalt Settlement Existing Proceeds”) and (b) future recoveries of up to \$161,500,000 (or more if a court should find the carriers acted in a manner giving rise to a finding of insurance bad faith) from ongoing litigation by the Cobalt Settling Defendants against insurance carriers that issued the D&O Policies on their behalf (together with the Cobalt Settlement Existing Proceeds, the “Cobalt Settlement Fund”). The Cobalt Settlement Fund will be between \$4,200,000 and \$165,700,000. This is because the Cobalt Settling Defendants’ insurance carriers are disputing coverage under the D&O Policies. Litigation of the coverage disputes may reduce available insurance proceeds to fund the Cobalt Settlement Fund. Available insurance proceeds are also reduced by: (i) prior settlements with certain insurance carriers that funded the Cobalt Settlement Existing Proceeds, and (ii) claims settled in connection with the creditors in the Debtors’ Chapter 11 cases which will further reduce insurance proceeds available to fund the Cobalt Settlement Fund to approximately \$161,500,000. Those amounts may be increased by claims of bad faith against the carriers. While Lead Counsel believe strongly in the Cobalt Settling Defendants’ position in the insurance coverage dispute, the outcome of the coverage dispute is uncertain and it could materially impact the amount of insurance proceeds available to fund the Cobalt Settlement Fund.

<sup>1</sup> Any capitalized terms used in this Notice that are not otherwise defined herein shall have the meanings ascribed to them in one or more of the (i) Stipulation and Agreement of Settlement with the Sponsor Defendants, the Sponsor Designee Defendants and Goldman Sachs & Co. LLC, dated October 9, 2018 (the “Sponsor/GS&Co. Stipulation”); (ii) Stipulation and Agreement of Settlement Among the Plaintiffs, Cobalt Individual Defendants, and Nader Tavakoli, Solely Acting as Plan Administrator on Behalf of the Cobalt Debtors, dated October 11, 2018 (the “Cobalt Stipulation”); and (iii) Stipulation and Agreement of Settlement Between Plaintiffs and Underwriter Defendants Other Than Goldman Sachs & Co. LLC, dated November 28, 2018 (the “Underwriter Stipulation”) (collectively, the “Stipulations”), each of which is available at [www.CobaltSecuritiesLitigation.com](http://www.CobaltSecuritiesLitigation.com). This Notice provides only a summary of the Settlements. If there is any discrepancy between terms set forth in this Notice and in the Stipulations, the Stipulations govern.

The identity of Defendants participating in the respective Settlements are:

- (A) The **Sponsor/GS&Co. Settling Defendants** are: (i) The Goldman Sachs Group, Inc., Riverstone Holdings LLC, FRC Founders Corporation (f/k/a First Reserve Corporation), ACM Ltd. (f/k/a KERN Partners Ltd.), and The Carlyle Group, L.P. (the Sponsor Defendants); (ii) Peter R. Coneway, Henry Cornell, Michael G. France, N. John Lancaster, Scott L. Lebovitz, Kenneth W. Moore, J. Hardy Murchison, Kenneth A. Pontarelli, and D. Jeff van Steenbergen (the Sponsor Designee Defendants); and (iii) GS&Co.
- (B) The **Underwriter Settling Defendants** are Morgan Stanley & Co. LLC, Credit Suisse Securities (USA) LLC, Citigroup Global Markets Inc., J.P. Morgan Securities LLC, Tudor, Pickering, Holt & Co. Securities, Inc., Deutsche Bank Securities Inc., RBC Capital Markets, LLC, UBS Securities LLC, Howard Weil Incorporated, Stifel, Nicolaus & Company, Incorporated, Capital One Southcoast, Inc., and Lazard Capital Markets LLC;
- (C) The **Cobalt Settling Defendants** are (i) Cobalt, (ii) its Debtor affiliates in the Debtors' Chapter 11 cases, by and through Nader Tavakoli, solely in his capacity as Lead Member and Chairman of the Plan Administrator Committee of Cobalt International Energy, Inc., et al. (the "Plan Administrator"); (iii) Cobalt Individual Defendants Joseph Bryant, James W. Farnsworth, Jack E. Golden, Jon A. Marshall, Myles W. Scoggins, William P. Utt, John P. Wilkison, and Martin H. Young, Jr (the "Cobalt Individual Defendants"); and (iv) any Sponsor Designee Defendant that has provided written notice to Lead Counsel prior to the Effective Date of the Settlement.

**If you have any questions about this Notice, any of the Settlements, or your eligibility to participate in the Settlements, please DO NOT contact the Court, Cobalt, the other Defendants in the Action, or their counsel. All questions should be directed to Lead Counsel or the Claims Administrator (see ¶ 59 below).**

## GENERAL INFORMATION

1. **Description of the Action and the Settlement Class:** This Notice relates to the proposed Settlements in the pending securities class action brought by Plaintiffs on behalf of investors alleging that the Settling Defendants violated the federal securities laws by, among other things, making false and misleading statements regarding Cobalt's business partners and oil wells in Angola, selling Cobalt Securities during the Class Period through false and misleading statements in offering materials, and/or selling Cobalt common stock during the Class Period while in possession of material non-public information about Cobalt's Angolan operations. A more detailed description of the Action and the claims asserted against the Settling Defendants is set forth in ¶¶ 11-27 below. The proposed Settlements, if approved by the Court, will settle the claims of the Settlement Class, as defined in ¶ 28 below, against all Settling Defendants and bring the Action to a close; unless any Settling Defendant terminates or withdraws from any of the Settlements (thus becoming "Non-Settling Defendants") under certain provisions in the Stipulations. Each of the three proposed Settlements stands alone and none is contingent on the Court's approval of the other Settlements.

2. **Statement of the Settlement Class's Recovery:** Subject to Court approval, Plaintiffs, on behalf of themselves and the other members of the Settlement Class, have agreed to settle with the: (i) Sponsor/GS&Co. Settling Defendants in exchange for a payment of \$146,850,000 in cash; (ii) Underwriter Settling Defendants in exchange for a payment of \$22,750,000 in cash; and (iii) Cobalt Settling Defendants in exchange for \$220,000,000, payable exclusively from insurance proceeds, including an upfront payment of at least \$4,200,000 in cash in addition to a potential subsequent recovery of up to \$161,500,000 in ongoing litigation with the Cobalt Settling Defendants' liability insurance carriers. These recoveries collectively totaling between \$173,800,000 and \$335,300,000 constitute the "Settlement Amount." The Net Settlement Fund (i.e., the Settlement Amount, plus any and all interest earned thereon (the "Settlement Fund") less (a) any Taxes, (b) any Notice and Administration Costs, (c) any Litigation Expenses awarded by the Court, and (d) any attorneys' fees awarded by the Court) will be distributed in accordance with a plan of allocation that is approved by the Court, which will determine how the Net Settlement Fund shall be allocated among members of the Settlement Class. The proposed plan of allocation (the "Plan of Allocation") is set forth in Appendix A on pages 16-25 below.

3. **Estimate of Average Amount of Recovery Per Share or Note:** Based on Plaintiffs' damages expert's estimates of the number of Cobalt Securities purchased during the Class Period that may have been affected by the conduct at issue in the Action and assuming that all Settlements are approved and 100% of Settlement Class Members elect to participate in the Settlements, the estimated average recovery is as follows (before the deduction of any Court-approved fees, expenses and costs from the Settlement Fund as described herein):<sup>2</sup>

- (a) The estimated average recovery per share of Cobalt common stock is \$0.93 if the share has a claim under Section 20A of the Securities Exchange Act of 1934 (the "Exchange Act"), *plus* \$0.03 to \$0.36 if the share has a claim under Section 10(b) of the Exchange Act, *plus* \$0.17 if the share has a claim under Section 11 of the Securities Act of 1933 (the "Securities Act"). Thus, assuming, 100% participation, a class member that purchased common shares giving rise to claims under Sections 20A and 10(b) of the Exchange Act and Section 11 of the Securities Act would be estimated to receive between \$1.13 and \$1.46 per share;
- (b) The estimated average recovery per Cobalt 2.625% Convertible Senior Note due 2019 is \$0.49 to \$6.09 if the note has a claim under Section 10(b) of the Exchange Act, *plus* \$2.33 if the note has a claim under Section 11 of the Securities Act. Thus, assuming, 100% participation, a class member that purchased Cobalt 2.625% Convertible Senior Notes giving rise to claims under Section 10(b) of the Exchange Act and Section 11 of the Securities Act would be estimated to receive between \$2.82 and \$8.42 per note; and
- (c) The estimated average recovery per Cobalt 3.125% Convertible Senior Note due 2024 is \$0.53 to \$6.54 if the note has a claim under Section 10(b) of the Exchange Act, *plus* \$2.96 if the note has a claim under Section 11 of the Securities Act. Thus, assuming, 100% participation, a class member that purchased Cobalt 3.125% Convertible Senior Notes giving rise to claims under Section 10(b) of the Exchange Act and Section 11 of the Securities Act would be estimated to receive between \$3.49 and \$9.50 per note.

**Settlement Class Members should note, however, that the foregoing average recovery per share or note is only an estimate.** Some Settlement Class Members may recover more or less than this estimated amount depending on, among other factors, which Cobalt Securities they purchased, when and at what prices they purchased/acquired or sold their Cobalt Securities, whether they purchased the Cobalt Securities in an offering or on the open market, and the total Recognized Claims of the valid Claim Forms submitted. Distributions to Settlement Class Members will be made based on the Plan of Allocation set forth herein (see pages 16–25 below) or such other plan of allocation as may be ordered by the Court.

4. **Statement of Potential Outcome of Case and Potential Damages:** Plaintiffs and the Sponsor/GS&Co. Settling Defendants, Underwriter Settling Defendants, and Cobalt Settling Defendants (collectively, the "Settling Parties") do not agree on the average amount of damages per share or note that would be recoverable if Plaintiffs were to prevail on the claims asserted against the Settling Defendants in the Action. Among other things, the Settling Defendants do not agree with Plaintiffs' assertions that: (i) they violated the federal securities laws; (ii) they made false or misleading statements or engaged in insider trading; or (iii) damages were suffered by members of the Settlement Class as a result of the Settling Defendants' alleged conduct.

5. **Attorneys' Fees and Expenses:** Plaintiffs' Counsel, which have been prosecuting the Action on a wholly contingent basis since its inception in 2014, have not received any payment of attorneys' fees for their representation of the Settlement Class and have advanced the funds to pay expenses necessarily incurred to prosecute this Action. Court-appointed Lead Counsel, Entwistle & Cappucci LLP and Bernstein Litowitz Berger & Grossmann LLP, will apply to the Court for an award of attorneys' fees for all Plaintiffs' Counsel in an amount not to exceed 25% of the Settlement Fund. In addition, Lead Counsel will apply for reimbursement of Litigation Expenses paid or incurred in connection with the institution, prosecution and resolution of the claims against the Defendants, in an amount not to exceed \$5,000,000, which may include an application for reimbursement of the reasonable costs and expenses incurred by Plaintiffs directly related to their representation of the Settlement Class. Any fees and expenses awarded by the Court will be paid from the Settlement Fund. Settlement Class Members are not personally liable for any such fees or expenses. If the Court approves Lead Counsel's fee and expense application and all of the Settlements, the estimated average cost for these fees and expenses would be:

- (a) \$0.25 to \$0.26 per share of Cobalt common stock if the share has a claim under Section 20A of the Exchange Act, *plus* \$0.01 to \$0.09 per share if the share has a claim under Section 10(b) of the Exchange Act, *plus* \$0.04 to \$0.05 per share if the share has a claim under Section 11 of the Securities Act;
- (b) \$0.14 to \$1.61 per Cobalt 2.625% Convertible Senior Note due 2019 if the note has a claim under Section 10(b) of the Exchange Act, *plus* \$0.62 to \$0.65 per note if the note has a claim under Section 11 of the Securities Act; and

<sup>2</sup> The estimated recovery per common share or per note is given as a range for shares and notes with Section 10(b) claims against the Cobalt Settling Defendants because of the range of potential cash recoveries under the Cobalt Settlement.

- (c) \$0.15 to \$1.73 per Cobalt 3.125% Convertible Senior Note due 2024 if the note has a claim under Section 10(b) of the Exchange Act, *plus* \$0.78 to \$0.82 per note if the note has a claim under Section 11 of the Securities Act.

6. **Identification of Attorneys’ Representatives:** The Settlement Class is represented by Andrew J. Entwistle, Esq. of Entwistle & Cappucci LLP, 299 Park Avenue, 20<sup>th</sup> Floor, New York, NY 10171, (212) 894-7200, aentwistle@entwistle-law.com; and David R. Stickney, Esq. of Bernstein Litowitz Berger & Grossmann LLP, 12481 High Bluff Drive, Suite 300, San Diego, CA 92130-3582, 1-800-380-8496, settlements@blbglaw.com.

7. **Reasons for the Settlements:** Plaintiffs’ principal reason for entering into the Settlements is the substantial cash benefits for the Settlement Class without the risk or the delays inherent in further litigation against the Settling Defendants. First and foremost, Cobalt filed for bankruptcy protection in December 2017, foreclosing any possibility of recovery against Cobalt beyond the insurance proceeds preserved by Class Counsel in the Cobalt Bankruptcy—which proceeds will be part of the Cobalt Settlement Fund. Moreover, the substantial cash benefits provided under the proposed Settlements must be considered against the significant risk that a smaller recovery – or indeed no recovery at all – might be achieved after contested motions, a trial of the Action against the Settling Defendants, and likely appeals that would follow a trial, a process that could be expected to last several years. The Settling Defendants deny all allegations of wrongdoing or liability whatsoever and are entering into the Settlements solely to eliminate the uncertainty, burden, and expense of further protracted litigation.

**YOUR LEGAL RIGHTS AND OPTIONS IN THE SETTLEMENTS:**

<p><b>SUBMIT A CLAIM FORM POSTMARKED NO LATER THAN APRIL 4, 2019. ONLY ONE CLAIM FORM NEEDS TO BE SUBMITTED. THE SINGLE CLAIM FORM COVERS ALL CLAIMS YOU MAY HAVE IN ALL THREE SETTLEMENTS.</b></p>	<p>This is the only way to be eligible to receive a payment from the proceeds of the Settlements. If you are a Settlement Class Member and you remain in the Settlement Class, you will be bound by the Settlements as approved by the Court and you will give up any Released Plaintiffs’ Claims (defined in ¶ 35 below) that you have against the Settling Defendants and the other Settling Defendants’ Releasees (defined in ¶ 36 below), so it is in your interest to submit a Claim Form.</p>
<p><b>EXCLUDE YOURSELF FROM THE SETTLEMENT CLASS BY SUBMITTING A WRITTEN REQUEST FOR EXCLUSION SO THAT IT IS RECEIVED NO LATER THAN JANUARY 23, 2019.</b></p>	<p>If you exclude yourself from the Settlement Class, you will not be eligible to receive any payment from the Settlement Fund. This is the only option that allows you ever to be part of any other lawsuit against any of the Settling Defendants or the other Settling Defendants’ Releasees concerning the Released Plaintiffs’ Claims. <i>Please note, however, if you decide to exclude yourself from the Settlement Class, you may be time-barred from asserting certain claims against the Settling Defendants by a statute of repose.</i></p>
<p><b>OBJECT TO THE SETTLEMENTS BY SUBMITTING A WRITTEN OBJECTION SO THAT IT IS RECEIVED NO LATER THAN JANUARY 23, 2019.</b></p>	<p>If you do not like one or more of the Settlements, the proposed Plan of Allocation, or the request for attorneys’ fees and reimbursement or Litigation Expenses, you may write to the Court and explain why you do not like them. You cannot object to the Settlements, the Plan of Allocation or the fee and expense request unless you are a Settlement Class Member and do not exclude yourself from the Settlement Class.</p>
<p><b>GO TO A HEARING ON FEBRUARY 13, 2019 AT 10:00 A.M., AND FILE A NOTICE OF INTENTION TO APPEAR SO THAT IT IS RECEIVED NO LATER THAN JANUARY 23, 2019.</b></p>	<p>Filing a written objection and notice of intention to appear by January 23, 2019 allows you to speak in Court, at the discretion of the Court, about the fairness of one or more of the Settlements, the Plan of Allocation, and/or the request for attorneys’ fees and expenses. If you submit a written objection, you may (but you do not have to) attend the hearing and, at the discretion of the Court, speak to the Court about your objection.</p>
<p><b>DO NOTHING.</b></p>	<p>If you are a member of the Settlement Class and you do not submit a valid Claim Form, you will not be eligible to receive any payment from the Settlement Fund. You will, however, remain a member of the Settlement Class, which means that you give up your right to sue about the claims that are resolved by the Settlements and you will be bound by any judgments or orders entered by the Court in the Action.</p>

Questions? Visit [www.CobaltSecuritiesLitigation.com](http://www.CobaltSecuritiesLitigation.com) or call 1-877-440-0638

## WHY DID I GET THIS NOTICE?

8. The Court directed that this Notice be mailed to you because you or someone in your family or an investment account for which you serve as a custodian may have purchased or otherwise acquired Cobalt common stock, Cobalt 2.625% Convertible Senior Notes due 2019, and/or Cobalt 3.125% Convertible Senior Notes due 2024 during the Class Period (from March 1, 2011 through November 3, 2014, inclusive). The Court has directed us to send you this Notice because, as a potential Settlement Class Member, you have a right to know about your options before the Court rules on the Settlements. Additionally, you have the right to understand how this class action lawsuit may generally affect your legal rights.

9. The purpose of this Notice is to inform you of the existence of this case, that it is a class action, how you might be affected, and how to exclude yourself from the Settlement Class if you wish to so do. It is also being sent to inform you of the terms of the Settlements and of a hearing to be held by the Court to consider the fairness, reasonableness, and adequacy of the Settlements (the “Settlement Hearing”). See ¶¶ 50-51 below for details about the Settlement Hearing, including the date and location of the hearing.

10. The issuance of this Notice is not an expression of any opinion by the Court concerning the merits of any claim in the Action, and the Court still has to decide whether to approve the Settlements.

## WHAT IS THIS CASE ABOUT?

11. Cobalt – which filed for bankruptcy protection in December 2017 – is a Houston-based oil and gas exploration company focused principally on off-shore drilling in Angola and the Gulf of Mexico. This is a securities class action that alleges, among other things, that during the Class Period and in the offering materials for the offerings of Cobalt Securities that occurred during the Class Period, certain Settling Defendants mislead investors about Cobalt’s operations in Angola, including concerning its business partners in Angola and the quality of its oil wells in that country. The action further alleges that the Sponsor Defendants violated insider trading law by selling Cobalt common stock while in possession of material non-public information about Cobalt’s Angolan operations. The action further alleges that investors in Cobalt Securities suffered economic harm when the truth about the nature of Cobalt’s Angolan business partners and the quality of the oil wells was revealed through a series of disclosures.

12. Beginning on or about November 30, 2014, multiple putative securities class action complaints were filed in the Court by purchasers of Cobalt Securities. On March 3, 2015, the Court consolidated all similar putative class actions into the Action, appointed the GAMCO Funds as Lead Plaintiffs in the Action, and approved Lead Plaintiffs’ selection of the law firms of Entwistle & Cappucci LLP and Bernstein Litowitz Berger & Grossmann LLP as Lead Counsel, and Ajamie LLP as Liaison Counsel for the putative class.

13. On May 1, 2015, Plaintiffs filed the Consolidated Amended Class Action Complaint (the “Amended Complaint”). The Amended Complaint asserted (a) claims under Section 11 of the Securities Act against Cobalt, the Underwriter Defendants,<sup>3</sup> the Sponsor Designee Defendants, and certain of the Cobalt Individual Defendants; (b) claims under Section 12(a)(2) of the Securities Act against the Underwriter Defendants; (c) claims under Section 15 of the Securities Act against the Sponsor Defendants, GS&Co., the Sponsor Designee Defendants, and the Cobalt Individual Defendants; (d) claims under Section 10(b) of the Exchange Act and Securities and Exchange Commission (“SEC”) Rule 10b-5 promulgated thereunder, against Cobalt and certain of the Cobalt Individual Defendants; and (e) claims under Section 20(a) of the Exchange Act against certain of the Cobalt Individual Defendants. The Amended Complaint sought damages on behalf of a putative class of investors in Cobalt Securities during the Class Period.

14. On June 30, 2015, the Settling Defendants filed motions to dismiss the Amended Complaint. Following full briefing on the motions, on January 19, 2016, the Court entered a Memorandum and Order denying in part and granting in part the Settling Defendants’ motions to dismiss the Amended Complaint. The Court further denied the Settling Defendants’ interlocutory appeal motions on March 14, 2016, and the Settling Defendants answered the Amended Complaint on March 25, 2016, denying liability and the essential factual allegations therein.

<sup>3</sup> The “Underwriter Defendants” are the Underwriter Settling Defendants and GS&Co.

15. Discovery in the Action commenced in February 2016. Through the date the agreement to settle with the Settling Defendants was reached, discovery included, among other things: (i) the review and analysis of more than 1.3 million pages of documents produced by Plaintiffs, Defendants and third parties; and (ii) the depositions of 10 Plaintiff representatives in connection with class certification, and 19 fact depositions of key witnesses (including certain of the Cobalt Individual Defendants, Sponsor Designee Defendants and Underwriter Settling Defendants). The Settling Parties also served 31 subpoenas on non-parties, served and responded to interrogatories, and exchanged numerous letters concerning discovery issues. In addition, Plaintiffs deposed Defendants' expert on class certification, and consulted with experts retained by Class Counsel concerning the oil and gas industry, the Foreign Corrupt Practices Act, and the issues of market efficiency and class-wide damages for Cobalt Securities sold during the Class Period. The parties also exchanged detailed expert reports on issues pertaining to class certification.

16. On November 2, 2016, Plaintiffs moved to certify the Action as a class action pursuant to Rules 23(a) and 23(b)(3) of the Federal Rules of Civil Procedure. On March 22, 2017, the Settling Defendants filed their papers in opposition to the motion for class certification; and on May 26, 2017, Plaintiffs filed their reply papers on that motion. On June 15, 2017, the Court entered its Memorandum and Order granting Plaintiffs' motion for class certification, in which the Court certified the Action to proceed as a class action (on behalf of a class of purchasers of Cobalt Securities during the Class Period), appointed Plaintiffs as class representatives for that class, and appointed Lead Counsel as class counsel.

17. On January 30, 2017, Plaintiffs filed a motion for leave to file a second amended complaint to add a claim under Section 20A of the Exchange Act against the Sponsor Defendants, alleging that the Sponsor Defendants sold Cobalt common stock during the Class Period while in possession of material non-public information about Cobalt's business. On March 10, 2017, following briefing of this motion, the Court entered its Order granting Plaintiffs' motion for leave to amend.

18. On March 15, 2017, Plaintiffs filed their Second Consolidated Amended Class Action Complaint (the "Operative Complaint"). On April 14, 2017, the Sponsor Defendants filed motions to dismiss the newly-added claim under Section 20A of the Exchange Act. Following full briefing on the motion, on June 15, 2017, the Court entered its Memorandum and Order granting the motion to dismiss of The Carlyle Group, L.P., and denying the motion to dismiss of the other Sponsor Defendants. On July 17, 2017, the Sponsor Defendants, except for The Carlyle Group, L.P., answered the Operative Complaint, denying liability and the essential factual allegations therein.

19. On June 30, 2017, the Settling Defendants filed a petition in the United States Court of Appeals for the Fifth Circuit (the "Court of Appeals") pursuant to Federal Rule of Civil Procedure 23(f), seeking permission to take an interlocutory appeal of the Court's Class Certification Order. On August 4, 2017, the Court of Appeals granted the Settling Defendants' petition. At the time the last of the Settlements was reached, the appeal of the Court's class certification order had been fully briefed and argued, and the Court of Appeals had stayed the appeal as to all the Settling Defendants pending the outcome of motions to approve certain of the settlements. If the Settlements are approved, they will moot the Settling Defendants' appeal.

20. On December 14, 2017, Cobalt and certain of its affiliated entities filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101–1532, in the United States Bankruptcy Court for the Southern District of Texas (the "Bankruptcy Court"). Cobalt's Chapter 11 cases are captioned *In re Cobalt International Energy, Inc.*, Case No. 4:17–bk–36709 (Bankr. S.D. Tex.).

21. On January 4, 2018, Plaintiffs and the Settling Defendants agreed to stay all proceedings in the Action until April 21, 2018, in light of Cobalt's bankruptcy, and an order to that effect was entered in the Bankruptcy Court on that date. Class Counsel later successfully litigated the preservation of the claims against Cobalt to the extent of available insurance proceeds which was reflected in the Plan approved on April 5, 2018. On May 22, 2018, after the expiration of the bankruptcy stay, the Court entered a revised Docket Control Order, establishing forthcoming deadlines in the case.

22. On October 9, 2018, after extensive arm's-length negotiations facilitated by former United States District Judge Layn R. Phillips, acting as mediator, Plaintiffs and the Sponsor/GS&Co. Settling Defendants entered into the Sponsor/GS&Co. Stipulation, which sets forth the terms and conditions of the Sponsor/GS&Co. Settlement. The Sponsor/GS&Co. Stipulation can be viewed at [www.CobaltSecuritiesLitigation.com](http://www.CobaltSecuritiesLitigation.com).

23. On October 11, 2018, after extensive arm's-length negotiations with the assistance of former United States District Court Judge Layn Phillips acting as mediator pre-bankruptcy and directly with counsel for the Cobalt Settling Defendants and the Debtors post-bankruptcy, Plaintiffs and the Cobalt Settling Defendants entered into the Cobalt Stipulation, which sets forth the terms and conditions of the Cobalt Settlement. The Cobalt Stipulation can be viewed at [www.CobaltSecuritiesLitigation.com](http://www.CobaltSecuritiesLitigation.com).

24. On November 2, 2018, following submissions and a hearing, the Court granted Plaintiffs' motion for preliminary approval of the Sponsor/GS&Co. and Cobalt Settlements, authorized this Notice to be disseminated to potential Settlement Class Members, and scheduled the Settlement Hearing for February 13, 2019 at 10:00 a.m. to consider whether to grant final approval to those Settlements.

25. On October 25, 2018 the Plaintiffs and Underwriter Settling Defendant's reached an agreement in principle to settle the claims against them which agreement was discussed with the Court at the November 2, 2018 hearing. Subsequently, on November 28, 2018, after extensive arm's-length negotiations also facilitated by Judge Phillips acting as mediator, Plaintiffs and the Underwriter Settling Defendants entered into the Underwriter Stipulation, which sets forth the terms and conditions of the Underwriter Settlement. The Underwriter Stipulation can be viewed at [www.CobaltSecuritiesLitigation.com](http://www.CobaltSecuritiesLitigation.com). On November 29, 2018, the Court granted Plaintiffs' motion for preliminary approval of the Underwriter Settlement, authorized this Notice, and added the Underwriter Settlement to the matters to be considered in the Settlement Hearing.

26. Based upon their investigation, prosecution, and settlement of the case, Plaintiffs and Lead Counsel have concluded that the terms and conditions of the Stipulations are fair, reasonable, and adequate to Plaintiffs and the Settlement Class, and in their best interests.

27. The Settling Defendants are entering into the Stipulations solely to eliminate the uncertainty, risk, burden, and expense of further protracted litigation. Each of the Settling Defendants denies any wrongdoing.

### **HOW DO I KNOW IF I AM AFFECTED BY THE SETTLEMENTS? WHO IS INCLUDED IN THE SETTLEMENT CLASS?**

28. If you are a member of the Settlement Class, you are subject to the terms of the Settlements, unless you timely request to be excluded. The "Settlement Class" consists of:

all persons and entities who purchased or otherwise acquired Cobalt common stock, Cobalt 2.625% Convertible Senior Notes due 2019, and/or Cobalt 3.125% Convertible Senior Notes due 2024 (collectively, "Cobalt Securities") between March 1, 2011 and November 3, 2014, inclusive, and were damaged thereby. Included within the Settlement Class are all persons and entities who purchased or otherwise acquired shares of Cobalt common stock on the open market and/or pursuant or traceable to the registered public offerings on or about (i) February 23, 2012; (ii) January 16, 2013; and (iii) May 8, 2013. Also included within the Settlement Class are all persons and entities who purchased or otherwise acquired Cobalt convertible senior notes on the open market and/or pursuant or traceable to registered public offerings on or about (i) December 12, 2012; and (ii) May 8, 2014.

Excluded from the Settlement Class are Defendants; the officers and directors of Defendants during the Class Period (the "Excluded Officers and Directors"); members of the Immediate Family of the Individual Defendants and of the Excluded Officers and Directors; any entity in which any Defendant, any Excluded Officer or Director, or any of their respective Immediate Family Members has, and/or had during the Class Period, a controlling interest; the Defendants' liability insurance carriers; any affiliates, parents, or subsidiaries of the corporate Defendants; all corporate Defendants' plans that are covered by ERISA; and the legal representatives, heirs, agents, affiliates, successors-in-interest or assigns of any excluded person or entity, in their respective capacity as such.<sup>4</sup> Also excluded from the Settlement Class are any persons or entities who or which exclude themselves by submitting a request for exclusion from the Settlement Class in accordance with the requirements set forth in this Notice. See "What if I Do Not Want To Be A Member Of The Settlement Class? How Do I Exclude Myself," page 11 below.

**RECEIPT OF THIS NOTICE DOES NOT MEAN THAT YOU ARE A SETTLEMENT CLASS MEMBER OR THAT YOU WILL BE ENTITLED TO RECEIVE PROCEEDS FROM THE SETTLEMENTS.**

**IF YOU ARE A SETTLEMENT CLASS MEMBER AND YOU WISH TO BE ELIGIBLE TO PARTICIPATE IN THE DISTRIBUTION OF PROCEEDS FROM THE SETTLEMENTS, YOU ARE REQUIRED TO SUBMIT THE CLAIM FORM THAT IS BEING DISTRIBUTED WITH THIS NOTICE AND THE REQUIRED SUPPORTING DOCUMENTATION AS SET FORTH THEREIN POSTMARKED NO LATER THAN APRIL 4, 2019.**

<sup>4</sup> In addition any Investment Vehicle shall not be deemed an excluded person or entity by definition. An "Investment Vehicle" means any investment company or pooled investment fund, including, but not limited to, mutual fund families, exchange-traded funds, fund of funds, and hedge funds, in which any of the Sponsor/GS&Co. Settling Defendants or Underwriter Settling Defendants have, has, or may have a direct or indirect interest, or as to which any of their respective affiliates may act as an investment advisor but of which any of the Sponsor/GS&Co. Settling Defendants, Underwriter Settling Defendants or any of their respective affiliates is not a majority owner or does not hold a majority beneficial interest. This definition of Investment Vehicle does not bring into the Settlement Class any of the Sponsor/GS&Co. Settling Defendants or Underwriter Settling Defendants themselves or any of the Sponsor Affiliated Funds (defined in footnote 6 below).



## WHAT ARE PLAINTIFFS' REASONS FOR THE SETTLEMENTS?

29. Plaintiffs and Lead Counsel believe that the claims asserted against the Settling Defendants have merit. They recognize, however, the expense and length of continued proceedings necessary to pursue their claims against the Settling Defendants through trial and appeals, as well as the very substantial risks they would face in establishing liability and damages. Such risks include the potential challenges associated with proving that there were material misstatements and omissions in Cobalt's public statements and the public securities offering documents at issue, and that the Sponsor Defendants had sold Cobalt stock while in possession of material non-public information. There were also risks related to damages, including establishing how many members of the Settlement Class purchased Cobalt shares "contemporaneously" with the Sponsor Defendants' sales and how many members of the Settlement Class can "trace" their purchases to an offering. Plaintiffs would have to prevail at several stages – motions for summary judgment, trial, and if they prevailed on those, on the appeals that were likely to follow. In addition, the Cobalt bankruptcy seriously limited the sources of recovery in this proceeding, and it created a number of other challenges to a successful prosecution of claims against the remaining defendants. Thus, there were very significant risks attendant to the continued prosecution of the claims against the Settling Defendants.

30. In light of these risks, the amount of the Settlements, and the certainty of recovery to the Settlement Class, Plaintiffs and Lead Counsel believe that the proposed Settlements are fair, reasonable, and adequate, and in the best interests of the Settlement Class. Plaintiffs and Lead Counsel believe that the Settlements provide a substantial benefit to the Settlement Class, namely at least \$173,800,000 in cash (less the various deductions described in this Notice) and potential additional recoveries of \$161,500,000 from the Cobalt Settlement, as compared to the risk that the claims in the Action against the Settling Defendants might produce a smaller, or no recovery, after summary judgment, trial, and appeals.

31. The Settling Defendants have denied the claims asserted against them in the Action and deny having engaged in any wrongdoing or violation of law of any kind whatsoever. The Settling Defendants have agreed to the Settlements solely to eliminate the burden and expense of continued litigation. Accordingly, the Settlements may not be construed as an admission of any wrongdoing by the Settling Defendants.

## WHAT MIGHT HAPPEN IF THERE WERE NO SETTLEMENTS?

32. If there were no Settlements and Plaintiffs failed to establish any essential legal or factual element of their claims against the Settling Defendants, neither Plaintiffs nor the other members of the Settlement Class would recover anything. Also, if the Settling Defendants were successful in proving any of their defenses, either at summary judgment, at trial, or on appeal, the Settlement Class could recover substantially less from the Settling Defendants than the amount provided in the Settlements, or nothing at all.

## HOW ARE SETTLEMENT CLASS MEMBERS AFFECTED BY THE ACTION AND THE SETTLEMENTS?

33. If you are a Settlement Class Member, you are represented by Plaintiffs and Lead Counsel, unless you enter an appearance through counsel of your own choice at your own expense. You are not required to retain your own counsel, but if you choose to do so, such counsel must file a notice of appearance on your behalf and must serve copies of his or her appearance on the attorneys listed in the section entitled, "When And Where Will The Court Decide Whether To Approve The Settlements?," below.

34. If you are a Settlement Class Member and you do not exclude yourself from the Settlement Class,<sup>5</sup> you will be bound by any orders issued by the Court relating to the Settlements. If one or more of the Settlements are approved, the Court will enter one or more judgments (the "Judgments"). The Judgments will dismiss with prejudice the claims against the respective Settling Defendants involved in each settlement and will provide that, upon the Effective Date of the respective Settlements (and, for the Cobalt Settlement, the latter of the Effective Date and the final termination of all D&O Coverage Litigation involving the Insurers or D&O Liability Insurance Policies), Plaintiffs and each of the other Settlement Class Members, on behalf of themselves, and their respective heirs, executors, administrators, predecessors, successors, and assigns in their capacities as such, will have fully, finally, and forever compromised, settled, released, resolved, relinquished, waived, and discharged each and every Released Plaintiffs' Claim (as defined in ¶ 35 below) against the Settling Defendants and the other Settling Defendants' Releasees (as defined in ¶ 36 below) for that Settlement, and will forever be barred and enjoined from prosecuting any or all of the Released Plaintiffs' Claims against any of those Settling Defendants' Releasees.

<sup>5</sup> If you are a Settlement Class Member and do not wish to remain a class member, you may exclude yourself from the Settlement Class with respect to one or more of the Settlements by following the instructions in the section entitled, "What If I Do Not Want To Be A Member Of The Settlement Class? How Do I Exclude Myself?," below.

35. “Released Plaintiffs’ Claims” means all claims and causes of action of every nature and description, whether known claims or Unknown Claims, whether arising under federal, state, common or foreign law, that were or could have been asserted in any forum that relate to, arise out of, or are based upon the allegations, transactions, facts, matters or occurrences, representations or omissions involved, set forth, or referred to in the Operative Complaint or in any of the Prior Complaints and that relate to the purchase, acquisition, sale, or holding of Cobalt Securities during the Class Period. Released Plaintiffs’ Claims do not include: (i) any claims asserted, or that may be asserted, against any Non-Settling Defendants who terminate or withdraw from any of the Settlements under the provisions in the Stipulations; (ii) any claims of any person or entity who or that submits a request for exclusion from the Settlement Class that is accepted by the Court; and (iii) any claims relating to the enforcement of the Settlement.

36. “Settling Defendants’ Releasees” means (i) the Settling Defendants; (ii) the current and former parents, affiliates, subsidiaries, successors, predecessors, assigns, and assignees of each of the Settling Defendants (including, with respect to the Sponsor/GS&Co. Settling Defendants, the Sponsor Affiliated Funds<sup>6</sup>); (iii) the current and former officers, directors, agents, employees, attorneys, advisors, and insurers of each of the foregoing in (i) and (ii), in their capacities as such; and (iv) the members of the Immediate Family of the Sponsor Designee Defendants and Cobalt Individual Defendants. Notwithstanding the foregoing, the Settling Defendants’ Releasees do not include any of the Non-Settling Defendants, or Cobalt’s or the Underwriting Settling Defendants’ liability insurance carriers, in their capacities as such.

37. “Unknown Claims” means any Released Plaintiffs’ Claims (as defined in ¶ 35 above) which Plaintiffs or any other Settlement Class Member does not know or suspect to exist in his, her or its favor at the time of the release of such claims, and any Released Settling Defendants’ Claims (as defined in ¶ 39 below) which any Settling Defendant does not know or suspect to exist in his or its favor at the time of the release of such claims, which, if known by him, her, or it, might have affected his, her, or its decision as to any of the Settlements. As to any and all Released Claims, the Settling Parties stipulate and agree that, upon the respective Effective Dates of the Settlements, Plaintiffs and the Settling Defendants for that Settlement shall expressly waive, and each of the other Settlement Class Members shall be deemed to have waived, and by operation of the Judgment or the Alternate Judgment, if applicable, shall have expressly waived, any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States, or principle of common law or foreign law, which is similar, comparable, or equivalent to California Civil Code §1542, which provides:

A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.

Plaintiffs and the Settling Defendants acknowledge, and each of the other Settlement Class Members shall be deemed by operation of law to have acknowledged, that the foregoing waiver was separately bargained for and a key element of each of the Settlements.

38. The respective Judgments will also provide that, upon the Effective Date of the respective Settlements (and, for the Cobalt Settlement, the later of the Effective Date and the final termination of all D&O Coverage Litigation involving the Insurers or D&O Liability Insurance Policies), the Settling Defendants for that Settlement, on behalf of themselves, and their respective heirs, executors, administrators, predecessors, successors, and assigns in their capacities as such, will have fully, finally and forever compromised, settled, released, resolved, relinquished, waived, and discharged each and every Released Settling Defendants’ Claim (as defined in ¶ 39 below) against Plaintiffs and the other Plaintiffs’ Releasees (as defined in ¶ 40 below), and will forever be barred and enjoined from prosecuting any or all of the Released Settling Defendants’ Claims against any of the Plaintiffs’ Releasees.

39. “Released Settling Defendants’ Claims” means all claims and causes of action of every nature and description, whether known claims or Unknown Claims, whether arising under federal, state, common or foreign law, that arise out of or relate in any way to the institution, prosecution, or settlement of the claims asserted in the Action against the Settling Defendants. Released Settling Defendants’ Claims do not include: (i) any claims against any person or entity who or that submits a request for exclusion from the Settlement Class that is accepted by the Court; and (ii) any claims relating to the enforcement of the Settlements.

40. “Plaintiffs’ Releasees” means (i) Plaintiffs, their respective attorneys, and all other Settlement Class Members; (ii) the current and former parents, affiliates, subsidiaries, successors, predecessors, assigns, and assignees of each of the foregoing in (i); and (iii) the current and former officers, directors, agents, employees, attorneys, and advisors of the each of the foregoing in (i) and (ii), in their capacities as such.

<sup>6</sup> The Sponsor Affiliated Funds means GS Capital Partners V Fund, L.P.; GS Capital Partners V Offshore Fund, L.P.; GS Capital Partners V Institutional, L.P.; GS Capital Partners V GmbH & Co. KG; GS Capital Partners VI Fund, L.P.; GS Capital Partners VI Offshore Fund, L.P.; GS Capital Partners VI Parallel, L.P.; GS Capital Partners VI GmbH & Co. KG; Riverstone Energy Coinvestment III, L.P.; Carlyle Energy Coinvestment III, L.P.; C/R Energy III Cobalt Partnership, L.P.; Carlyle/Riverstone Global Energy and Power Fund III, L.P.; C/R Energy Coinvestment II, L.P.; C/R Cobalt Investment Partnership, L.P.; First Reserve Fund XI, L.P.; FR XI Onshore AIV L.P.; and KERN Cobalt Co-Invest Partners AP LP.

## WHAT DO I NEED TO DO TO PARTICIPATE IN THE SETTLEMENTS?

41. To be eligible for a payment from the Settlement Fund, you must be a member of the Settlement Class and you must timely complete and return the Claim Form with adequate supporting documentation **postmarked no later than April 4, 2019**. A Claim Form is included with this Notice, or you may obtain one from the website maintained by the Claims Administrator for the Settlements, [www.CobaltSecuritiesLitigation.com](http://www.CobaltSecuritiesLitigation.com), or you may request that a Claim Form be mailed to you by calling the Claims Administrator toll-free at 1-877-440-0638. Please retain all records of your ownership of and transactions in Cobalt Securities, as they may be needed to document your Claim. If you request exclusion from the Settlement Class or do not submit a timely and valid Claim Form, you will not be eligible to share in the Net Settlement Fund.

## HOW MUCH WILL MY PAYMENT FROM THE SETTLEMENTS BE?

42. At this time, it is not possible to make any determination as to how much any individual Settlement Class Member may receive from the Settlements.

43. The proceeds of the Settlements will be distributed in accordance with a plan of allocation that is approved by the Court. The amounts to be distributed to individual Settlement Class Members will depend on a variety of factors, including: the number of other Settlement Class Members who submit valid Claim Forms; the number and type of Cobalt Securities the claimant purchased during the Class Period, the prices and dates of those purchases, whether the Cobalt Securities were purchased in an offering or on the open market; and the prices and dates of any sales of such Cobalt Securities.

44. The proposed Plan of Allocation, which is subject to Court approval, appears on pages 16–25 of this Notice. Please review the Plan of Allocation carefully.

## WHAT PAYMENT ARE THE ATTORNEYS FOR THE SETTLEMENT CLASS SEEKING? HOW WILL THE LAWYERS BE PAID?

45. Plaintiffs' Counsel have not received any payment for their services in pursuing claims against the Settling Defendants on behalf of the Settlement Class, nor have Plaintiffs' Counsel been reimbursed for their out-of-pocket expenses. Before final approval of the Settlements, Lead Counsel will apply to the Court for an award of attorneys' fees for all Plaintiffs' Counsel in an amount not to exceed 25% of the Settlement Fund. At the same time, Lead Counsel also intend to apply for reimbursement of Litigation Expenses in an amount not to exceed \$5,000,000, which may include an application for reimbursement of the reasonable costs and expenses incurred by Plaintiffs directly related to their representation of the Settlement Class. The Court will determine the amount of any award of attorneys' fees or reimbursement of Litigation Expenses. Such sums as may be approved by the Court will be paid from the Settlement Fund. Settlement Class Members are not personally liable for any such fees or expenses.

## WHAT IF I DO NOT WANT TO BE A MEMBER OF THE SETTLEMENT CLASS? HOW DO I EXCLUDE MYSELF?

46. Each Settlement Class Member will be bound by the determinations, orders, and judgments in this Action relating to the Settlements, whether favorable or unfavorable, unless such person or entity mails or delivers a written Request for Exclusion from the Settlement Class, addressed to *In re Cobalt International Energy, Inc. Securities Litigation*, EXCLUSIONS, c/o Epiq, P.O. Box 4109, Portland, OR 97208-4109. The exclusion request must be **received** no later than **January 23, 2019**. You will not be able to exclude yourself from the Settlement Class after that date. You may elect to exclude yourself from the Settlement Class with respect to one or more of the proposed Settlements. Each Request for Exclusion must (a) state the name, address, and telephone number of the person or entity requesting exclusion, and in the case of entities, the name and telephone number of the appropriate contact person; (b) state that such person or entity "requests exclusion" from one or more of the Settlements in *In re Cobalt International Energy, Inc. Securities Litigation*, Lead Case No. 4:14-cv-3428 (NFA), and identify the Settlement(s) from which he, she or it requests exclusion;<sup>7</sup> (c) state the number of shares of Cobalt common stock and/or the face value of Cobalt 2.625% Convertible Senior Notes due 2019 and/or Cobalt 3.125% Convertible Senior Notes due 2024 that the person or entity requesting exclusion purchased/acquired and/or sold during the Class Period (*i.e.*, from March 1, 2011 through November 3, 2014, inclusive), including the number of shares of Cobalt common stock purchased in or traceable to the registered public offerings on or about February 23, 2012, January 16, 2013, and May 8, 2013 and/or the face

<sup>7</sup> If the Request for Exclusion does not specify the Settlement(s) to which it applies, it will be treated as a Request for Exclusion from the Settlement Class with respect to all three Settlements.

value of Cobalt convertible senior notes purchased in or traceable to the registered public offerings on or about December 12, 2012 and May 8, 2014 that the person or entity requesting exclusion purchased/acquired and/or sold during the Class Period, as well as the dates, number of shares/face value, and prices of each such purchase/acquisition and sale; and (d) be signed by the person or entity requesting exclusion or an authorized representative. A Request for Exclusion shall not be valid and effective unless it provides all the information called for in this paragraph and is received within the time stated above, or is otherwise accepted by the Court.

47. If you do not want to be part of the Settlement Class, you must follow these instructions for exclusion even if you have pending, or later file, another lawsuit, arbitration, or other proceeding relating to any Released Plaintiffs' Claim against any of the Settling Defendants' Releasees. Excluding yourself from the Settlement Class is the only option that allows you to be part of any other lawsuit against any of the Settling Defendants or the other Settling Defendants' Releasees concerning the Released Plaintiffs' Claims.

**PLEASE NOTE, HOWEVER, THAT IF YOU DECIDE TO EXCLUDE YOURSELF FROM THE SETTLEMENT CLASS, YOU MAY BE TIME-BARRED FROM ASSERTING CERTAIN CLAIMS AGAINST THE SETTLING DEFENDANTS BY APPLICABLE STATUTES OF LIMITATIONS AND STATUTES OF REPOSE.**

**DURING THE COURSE OF LITIGATION OF THE ACTION, THE SETTLING DEFENDANTS HAVE RAISED THE STATUTES OF LIMITATIONS AND STATUTES OF REPOSE ISSUES AND HAVE ADVISED THAT THEY INTEND TO ASSERT THEM AGAINST ANY CLASS MEMBER THAT SEEKS EXCLUSION FROM THE SETTLEMENT CLASS AND THEN ATTEMPTS TO PURSUE THEIR OWN CLAIMS, THEREBY CREATING THE LIKELIHOOD THAT SUCH INVESTOR'S INDIVIDUALLY ASSERTED CLAIMS WOULD BE PRECLUDED IN WHOLE OR IN PART.**

48. If you exclude yourself from the Settlement Class, you will not be able to request a payment from the Settlement(s) from which you requested exclusion, and you cannot object to those Settlement(s). You will not be bound by anything that happens in this lawsuit with respect to the Settling Defendants for the Settlement(s) from which you requested exclusion, and you may be able to sue those Settling Defendants on your own in the future. Excluding yourself from the Settlement Class with respect to one Settlement will not automatically exclude you from the other Settlements unless you specify that you request exclusion from those Settlements. However, if the Request for Exclusion you submit does not specify the Settlement(s) to which it applies, it will be treated as a Request for Exclusion from the Settlement Class with respect to all three Settlements.

49. The Settling Defendants have the right to terminate the respective Settlements if valid requests for exclusion are received from persons and entities entitled to be members of the Settlement Class in an amount that exceeds amounts agreed to by Plaintiffs and the Settling Defendants.

**WHEN AND WHERE WILL THE COURT DECIDE WHETHER TO APPROVE THE SETTLEMENTS? DO I HAVE TO COME TO THE HEARING? HOW DO I OBJECT? MAY I SPEAK AT THE HEARING IF I DON'T LIKE THE SETTLEMENTS?**

50. Settlement Class Members do not need to attend the Settlement Hearing. The Court will consider any submission made in accordance with the provisions below even if a class member does not attend the hearing. Settlement Class Members can participate in the Settlements without attending the Settlement Hearing. **Please Note:** The date and time of the Settlement Hearing may change without further written notice to the Settlement Class. You should monitor the Court's docket and the website maintained by the Claims Administrator, [www.CobaltSecuritiesLitigation.com](http://www.CobaltSecuritiesLitigation.com), before making plans to attend the Settlement Hearing. You may also confirm the date and time of the Settlement Hearing by contacting Lead Counsel.

51. The Settlement Hearing will be held on **February 13, 2019 at 10:00 a.m.**, before the Honorable Nancy F. Atlas at the United States District Court for the Southern District of Texas, United States Courthouse, 515 Rusk Street, Houston, TX 77002. The Court reserves the right to approve the Settlements, the Plan of Allocation, Lead Counsel's motion for an award of attorneys' fees and reimbursement of Litigation Expenses, and/or any other matter related to the Settlements at or after the Settlement Hearing without further notice to the members of the Settlement Class.

52. Any Settlement Class Member who or which does not request exclusion may object to one or more of the Settlements, the proposed Plan of Allocation, or Lead Counsel's motion for an award of attorneys' fees and reimbursement of Litigation Expenses. Objections must be in writing. You must file any written objection, together with copies of all other papers and briefs supporting the objection, with the Clerk's Office at the United States District Court for the Southern District of Texas at the address set forth below on or before **January 23, 2019**. The proposed

Plan of Allocation, which is subject to Court approval, is appears at pages 16–25 of this Notice. Please review the Plan of Allocation carefully. You must also mail the papers to Lead Counsel and to the Settling Defendants’ Counsel who represent the Settling Defendants in the Settlement(s) to which you object at the addresses set forth below so that the papers are *received* on or before **January 23, 2019**.

**Clerk’s Office**

U.S. District Court  
Southern District of Texas  
United States Courthouse  
515 Rusk Street  
Houston, TX 77002

**Lead Counsel**

**Entwistle & Cappucci LLP**  
Andrew J. Entwistle, Esq.  
c/o Entwistle & Cappucci LLP  
299 Park Avenue, 20<sup>th</sup> Floor  
New York, NY 10171

**Sponsor/GS&Co.**  
**Settling Defendants’ Counsel**

**Wachtell, Lipton, Rosen & Katz  
LLP**  
George T. Conway III, Esq.  
51 West 52<sup>nd</sup> Street  
New York, NY 10019

or

**Williams & Connolly LLP**  
Robert A. Van Kirk, Esq.  
725 Twelfth Street, N.W.  
Washington, D.C. 20005

**Entwistle & Cappucci LLP**  
Andrew J. Entwistle, Esq.  
500 West 2<sup>nd</sup> Street  
19th Floor, Suite 16  
Austin, TX 78701

**Underwriter**  
**Settling Defendants’ Counsel**

and

**Skadden, Arp, Slate, Meagher &  
Flom LLP**  
Noelle M. Reed, Esq.  
1000 Louisiana Street, Suite 6800  
Houston, TX 77002

**Bernstein Litowitz Berger  
& Grossmann LLP**  
David R. Stickney, Esq.  
12481 High Bluff Drive, Suite 300  
San Diego, CA 92130-3582

**Cobalt**  
**Settling Defendants’ Counsel**

**Greenberg Traurig, LLP**  
Shari L. Heyen, Esq.  
1000 Louisiana, Suite 1700  
Houston, TX 77002

**Baker Botts LLP**  
David D. Sterling, Esq.  
One Shell Plaza  
910 Louisiana Street  
Houston, TX 77002

**Quinn Emanuel Urquhart &  
Sullivan, LLP**  
Karl Stern, Esq.  
Pennzoil Place  
711 Louisiana Street, Suite 500  
Houston, TX 77002

53. Any objection: (a) must state the name, address, and telephone number of the person or entity objecting and must be signed by the objector; (b) must contain a statement of the Settlement Class Member’s objection or objections, and the specific reasons for each objection, including any legal and evidentiary support the Settlement Class Member wishes to bring to the Court’s attention; and (c) must include documents sufficient to prove membership in the Settlement Class, including the number of shares of Cobalt common stock and/or the face value of Cobalt 2.625% Convertible Senior Notes due 2019 and/or Cobalt 3.125% Convertible Senior Notes due 2024 that the objecting Settlement Class Member purchased/acquired and/or sold during the Class Period (*i.e.*, from March 1, 2011 through November 3, 2014, inclusive), as well as the dates, number of shares/face value, and prices of each such purchase/acquisition and sale. You may not object to the Settlements, the Plan of Allocation, or Lead Counsel’s motion for attorneys’ fees and reimbursement of Litigation Expenses if you exclude yourself from the Settlement Class or if you are not a member of the Settlement Class.

Questions? Visit [www.CobaltSecuritiesLitigation.com](http://www.CobaltSecuritiesLitigation.com) or call 1-877-440-0638

54. You may file a written objection without having to appear at the Settlement Hearing. You may not, however, appear at the Settlement Hearing to present your objection unless you first filed and served a written objection in accordance with the procedures described above, unless the Court orders otherwise.

55. If you wish to be heard orally at the hearing, you must also file a notice of appearance with the Clerk's Office and serve it on Lead Counsel and Representative Settling Defendants' Counsel at the addresses set forth in ¶ 52 above so that the notice is *received* on or before **January 23, 2019**. Persons who intend to object and desire to present evidence at the Settlement Hearing must include in their written objection or notice of appearance the identity of any witnesses they may call to testify and exhibits they intend to introduce into evidence at the hearing. Such persons may be heard orally at the discretion of the Court.

56. You are not required to hire an attorney to represent you in making written objections or in appearing at the Settlement Hearing. However, if you decide to hire an attorney, it will be at your own expense, and that attorney must file a notice of appearance with the Court and serve it on Lead Counsel and Settling Defendants' Counsel at the addresses set forth in ¶ 52 above so that the notice is *received* on or before **January 23, 2019**.

**57. Unless the Court orders otherwise, any Settlement Class Member who does not object in the manner described above will be deemed to have waived any objection and shall be forever foreclosed from making any objection to the Settlements, the proposed Plan of Allocation or Lead Counsel's motion for an award of attorneys' fees and reimbursement of Litigation Expenses. Settlement Class Members do not need to appear at the Settlement Hearing or take any other action to indicate their approval.**

#### **WHAT IF I BOUGHT COBALT SECURITIES ON SOMEONE ELSE'S BEHALF?**

58. If during the period from March 1, 2011 through November 3, 2014, inclusive (the "Class Period"), you purchased or otherwise acquired Cobalt common stock, Cobalt 2.625% Convertible Senior Notes due 2019, and/or Cobalt 3.125% Convertible Senior Notes due 2024 for the beneficial interest of persons or organizations other than yourself, you must either (a) within ten (10) business days of receipt of this Notice, request from the Claims Administrator sufficient copies of the Notice to forward to all such beneficial owners and within seven (7) calendar days of receipt of those Notices forward them to all such beneficial owners; or (b) within ten (10) business days of receipt of this Notice, provide a list of the names and addresses of all such beneficial owners to *In re Cobalt International Energy, Inc. Securities Litigation*, c/o Epiq, P.O. Box 4109, Portland, OR 97208-4109. If you choose the first option, you must send a statement to the Claims Administrator confirming that the mailing was made and **you must retain your mailing records for use in connection with any further notices that may be provided in the Action**. If you choose the second option, the Claims Administrator will send a copy of the Notice to the beneficial owners. Upon full compliance with these directions, such nominees may seek reimbursement of their reasonable expenses actually incurred, by providing the Claims Administrator with proper documentation supporting the expenses for which reimbursement is sought. Copies of this Notice may also be obtained from the website maintained by the Claims Administrator, [www.CobaltSecuritiesLitigation.com](http://www.CobaltSecuritiesLitigation.com), by calling the Claims Administrator toll-free at 1-877-440-0638, or by emailing the Claims Administrator at [info@CobaltSecuritiesLitigation.com](mailto:info@CobaltSecuritiesLitigation.com).

**CAN I SEE THE COURT FILE?  
WHOM SHOULD I CONTACT IF I HAVE QUESTIONS?**

59. This Notice contains only a summary of the terms of the proposed Settlements. For more detailed information about the matters involved in this Action, you are referred to the papers on file in the Action, including the Stipulations, which may be inspected during regular office hours at the Office of the Clerk, United States District Court for the Southern District of Texas, United States Courthouse, 515 Rusk Street, Houston, TX 77002. Additionally, copies of the Stipulations and any related orders entered by the Court will be posted on the website maintained by the Claims Administrator, [www.CobaltSecuritiesLitigation.com](http://www.CobaltSecuritiesLitigation.com).

**Requests for the Notice or to be added to the mailing list for future notices in the Action should be made to:**

*In Cobalt International Energy, Inc.  
Securities Litigation  
c/o Epiq  
P.O. Box 4109  
Portland, OR 97208-4109  
1-877-440-0638  
info@CobaltSecuritiesLitigation.com  
[www.CobaltSecuritiesLitigation.com](http://www.CobaltSecuritiesLitigation.com)*

**Inquiries, other than requests for the Notice, should be made to Lead Counsel:**

Andrew J. Entwistle, Esq.  
c/o ENTWISTLE & CAPPUCCI LLP  
299 Park Avenue, 20<sup>th</sup> Floor  
New York, NY 10171  
(212) 894-7200  
aentwistle@entwistle-law.com

David R. Stickney, Esq.  
BERNSTEIN LITOWITZ BERGER  
& GROSSMANN LLP  
12481 High Bluff Drive, Suite 300  
San Diego, CA 92130-3582  
1-800-380-8496  
settlements@blbglaw.com

**DO NOT CALL OR WRITE THE COURT, THE OFFICE OF THE CLERK OF THE COURT, DEFENDANTS OR THEIR COUNSEL REGARDING THIS NOTICE.**

Dated: December 4, 2018

By Order of the Court  
United States District Court  
Southern District of Texas

Questions? Visit [www.CobaltSecuritiesLitigation.com](http://www.CobaltSecuritiesLitigation.com) or call 1-877-440-0638

**APPENDIX A:  
PROPOSED PLAN OF ALLOCATION OF THE NET SETTLEMENT FUND**

**I. GENERAL ISSUES**

60. The Sponsor/GS&Co. Settlement, Underwriter Settlement and Cobalt Settlement apply to Class Members who purchased or otherwise acquired Cobalt Securities during the Class Period from March 1, 2011 through November 3, 2014, inclusive. The Cobalt Securities are Cobalt's: (i) Common Stock, (ii) 2.625% Convertible Senior Notes due 2019, issued in December 2012 (the "2019 Notes"), and (iii) 3.125% Convertible Senior Notes due 2024, issued in May 2014 (the "2024 Notes"). **ONLY ONE CLAIM FORM NEEDS TO BE SUBMITTED. THE SINGLE CLAIM FORM YOU SUBMIT WILL COVER ALL CLAIMS YOU HAVE IN ALL THREE SETTLEMENTS.**

**61. This Plan of Allocation applies to all three settlements:**

- (i) The Sponsor/GS&Co. Settlement, in which the Sponsor/GS&Co. Settling Defendants have agreed to pay \$146,850,000 in cash (the "Sponsor/GS&Co. Settlement Amount");
- (ii) The Underwriter Settlement, in which the Underwriter Settling Defendants have agreed to pay \$22,750,000 in cash (the "Underwriter Settlement Amount"); and
- (iii) The Cobalt Settlement, in which the Cobalt Settling Defendants have agreed to settle for \$220,000,000, that is payable exclusively from (a) at least \$4,200,000 in existing proceeds (the "Cobalt Settlement Existing Proceeds"), and (b) future recoveries of up to \$161.5 million (or more in the case of insurance bad faith) in proceeds related to insurance policies that currently are (or are likely to become) the subject of ongoing litigation by the Cobalt Settling Defendants against insurance carriers that issued directors and officers liability policies on their behalf (together with the Cobalt Settlement Existing Proceeds, the "Cobalt Settlement Fund").

62. This Plan of Allocation will also govern future settlements or recoveries in the insurance coverage litigation related to the D&O Policies covering Cobalt and the Cobalt Individual Defendants, and any future settlements or recoveries from any Non-Settling Defendant (*i.e.*, any Defendant who fails to pay its portion of any settlement and/or elects not to participate under the terms of the Stipulations governing the respective Settlements).

63. The: (i) Sponsor/GS&Co. Settling Defendants have agreed to pay the Sponsor/GS&Co. Settlement Amount; (ii) Underwriter Settling Defendants have agreed to pay the Underwriter Settlement Amount; and (iii) Cobalt Settling Defendants have agreed to pay the Cobalt Settlement Fund, each to be deposited into an escrow account for the benefit of Class Members who suffered losses from purchases of Cobalt Securities during the Class Period. The Sponsor/GS&Co. Settlement Amount, Underwriter Settlement Amount and Cobalt Settlement Fund and interest earned thereon while they are held in escrow from time to time before distribution, are referred to herein as the "Settlement Fund." If one or more of the Sponsor/GS&Co., Underwriter and Cobalt Settlements are approved by the Court and the Effective Date of one or more Settlement occurs, the Settlement Fund resulting from the approved Settlement(s), less all Taxes, Tax Expenses, Notice and Administration Costs, and attorneys' fees and Litigation Expenses awarded by the Court (the "Net Settlement Fund"), shall be distributed to Class Members who submit valid Claim Forms ("Authorized Claimants"), in accordance with this proposed Plan of Allocation or such other plan of allocation as the Court may approve.

64. The Plan of Allocation has been prepared by Plaintiffs, and reflects: (i) the allegations in the Complaint that the Settling Defendants committed various violations of the federal securities laws; and (ii) analyses by Plaintiffs' expert on damages to create a framework for equitable distribution of the Net Settlement Fund among Class Members who suffered economic losses as a result of the Settling Defendants' alleged violations of the federal securities laws.

65. The Plan of Allocation is not a formal damage analysis. The calculations made pursuant to the Plan of Allocation are not intended to estimate the amounts Class Members might have recovered after a trial. Nor are the calculations intended to estimate the amounts that will be paid to Authorized Claimants pursuant to the Settlements. The computations under the Plan of Allocation are only a method to weigh the claims of Authorized Claimants against one another for the purposes of making allocations of the available settlement funds among Authorized Claimants.

66. At this time, it is not possible to make any determination as to how much individual Class Members may receive from the Settlements. Your share of the Net Settlement Fund will depend on the number of valid and acceptable Claim Forms submitted by members of the Class and how many securities those forms represent relative to the Net Settlement Fund; which type of securities you purchased, how many securities you purchased, when you purchased them, and the purchase price; what securities law violations by the Settling Defendants relate to your securities; whether you held or sold those securities; the date on which you sold those securities; and the price at which you sold them, among other factors.



67. Any payment to an Authorized Claimant that would amount to less than \$10.00 does not meet the minimum threshold set for distributions and no payments will be made to such Claimants.

68. The Net Settlement Fund will not be distributed unless and until the Court has approved one or more of the Settlements and a plan of allocation, and the time for any petition for rehearing, appeal or review, whether by certiorari or otherwise, has expired.

69. Approval of the Settlements is independent from approval of a plan of allocation. Any determination with respect to a plan of allocation will not affect the Settlements, if approved.

70. Unless the Court otherwise orders, any Class Member who fails to submit a Claim Form postmarked on or before April 4, 2019 shall be fully and forever barred from receiving payments pursuant to the Settlements but will in all other respects remain a Class Member and be subject to the provisions of the respective Stipulations governing the Settlements, including the terms of any Judgments entered and the releases given. This means that each Class Member releases the Released Plaintiffs' Claims (as defined in ¶ 35 of the foregoing Notice) against the Settling Defendants' Releasees (as defined in ¶ 36 of the foregoing Notice) and will be enjoined and prohibited from filing, prosecuting, or pursuing any of the Released Plaintiffs' Claims against any of the Settling Defendants' Releasees whether or not such Class Member submits a Claim Form.

71. Participants in and beneficiaries of any employee benefit plan covered by ERISA that is affiliated with one of the corporate Settling Defendants ("ERISA Plan") should NOT include any information relating to their transactions in Cobalt Securities held through the ERISA Plan in any Claim Form that they may submit in this Action. They should include ONLY those Cobalt Securities that they purchased outside of the ERISA Plan.

72. The Court has reserved jurisdiction to allow, disallow, or adjust on equitable grounds the Claim of any Class Member.

73. Each Claimant shall be deemed to have submitted to the jurisdiction of the Court with respect to his, her or its Claim Form.

74. Only Class Members or persons authorized to submit a claim on their behalf will be eligible to share in the distribution of the Net Settlement Fund. Persons and entities that are excluded from the Class by definition or that exclude themselves from all Settlement Classes pursuant to request will not be eligible to receive a distribution from the Net Settlement Fund and should not submit Claim Forms. Persons or entities that exclude themselves from one or more of the Settlements (but fewer than all of them), will not be eligible for any payment from the funds resulting from the Settlement(s) from which they excluded themselves.

75. Defendants shall not have any liability, obligation, or responsibility for the administration of the Settlements, the disbursement of the Net Settlement Fund, or the plan of allocation.

## **II. ALLOCATION OF SETTLEMENTS AMOUNTS INTO SEPARATE FUNDS**

76. The Net Settlement Fund for the currently proposed Sponsor/GS&Co., Underwriter and Cobalt Settlements, to extent they are approved, together with all future settlements and other recoveries in the Action, if any, from any of the Non-Settling Defendants, if any, less all Court-approved attorneys' fees, taxes, and expenses on those settlements and recoveries, will be divided into three (3) separate funds for purposes of making allocations to Authorized Claimants (Class Members who submit eligible Claim Forms). The division into these three funds is based on the identity of the Settling Defendants contributing to each settlement or recovery and the types of claims asserted against each group of Settling Defendants.

- a. The **Group 1 Fund** is intended to compensate Class Members who (i) purchased Cobalt common stock, 2019 Notes, and/or 2024 Notes during the Class Period at prices that Plaintiffs allege were artificially inflated as a result of material misstatements or omissions that certain Settling Defendants made recklessly or with intent to defraud in violation of Section 10(b) of the Exchange Act, and (ii) were injured when the alleged misstatements or omissions were revealed and the price of Cobalt Securities declined.
- b. The **Group 2 Fund** is intended to compensate Class Members who purchased Cobalt common stock during the Class Period contemporaneously with sales in Cobalt common stock by the Sponsor Defendants, who were alleged to have sold the stock while in possession of material, adverse, non-public information about Cobalt's business in violation of Section 20A of the Exchange Act.
- c. The **Group 3 Fund** is intended to compensate Class Members who purchased Cobalt Common Stock, 2019 Notes, and/or 2024 Notes in or traceable to a public offering of one of those securities during the Class Period. These Class Members had asserted claims under Sections 11, 12(a)(2) and/or 15 of the Securities Act based on alleged misrepresentations and material omissions in the offering documents for the offerings of these securities.

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77. The Net Settlement Fund for the current Settlements will be allocated as follows:

- a. At least \$14.2 million, consisting of: (i) at least \$4,200,000 in Cobalt Settlement Existing Proceeds; (ii) \$10.0 million from the Sponsor/GS&Co. Settlement Amount; and (iii) 100% of any additional future recoveries in the insurance coverage litigation, less all Court-approved attorneys' fees, taxes, and expenses on those settlements and recoveries, will be allocated to the **Group 1 Fund**;
- b. \$125.0 million of the Sponsor/GS&Co. Settlement Amount, less all applicable Court-approved attorneys' fees, taxes, and expenses on that amount, will be allocated to the **Group 2 Fund**;
- c. \$34.6 million, consisting of: (i) \$11.85 million of the Sponsor/GS&Co. Settlement Amount; and (ii) the entire \$22.75 million of the Underwriter Settlement Amount, less all Court-approved attorneys' fees, taxes, and expenses on those settlements and recoveries, will be allocated to the **Group 3 Fund**; and
- d. All Court-approved attorneys' fees, Litigation Expenses, Taxes, and Notice and Administration Costs for the Sponsor/GS&Co., Underwriter and Cobalt Settlements will be deducted proportionally based on the relative size of the three funds.

78. Any future settlements or recoveries from any Non-Settling Defendant, less all Court-approved attorneys' fees, taxes, and expenses on those settlements and recoveries, will be allocated based on which fund the settlements or recoveries would be allocated above based on the identity of the Non-Settling Defendant(s).

79. Depending on which Cobalt Securities a Class Member purchased and when, a Class Member may be eligible for recovery from more than one fund based on the same purchase. As detailed below, each separate purchase of one of the Cobalt Securities may result in either a **Group 1 Recognized Loss**, **Group 2 Recognized Loss**, or **Group 3 Recognized Loss**, or more than one of those types of Recognized Losses. So, by way of example only, a class member that purchased a share of stock on a covered offering and contemporaneously with sales by the Sponsors during the Class Period would recover its *pro rata* share of the Group 1 Fund plus its *pro rata* share of the Group 2 Fund plus its *pro rata* share of the Group 3 Fund. The three separate funds will be allocated on a *pro rata* basis based on each Authorized Claimant's Recognized Loss applicable to that specific fund compared to the total Recognized Losses applicable to that specific fund for all Authorized Claimants. In the unlikely event all Recognized Losses in a given Group Fund are fully satisfied, the proceeds remaining in such Fund will be divided between the remaining Group Funds in proportion to the unreimbursed Recognized Losses remaining for each such Fund.

### **III. CALCULATION OF RECOGNIZED LOSSES**

80. In all of the calculations below, the "purchase price" or "sale price" shall be the trade price exclusive of any commissions, taxes or fees. If the Cobalt Security was acquired in exchange for consideration, the "purchase price" shall also mean the acquisition price. If a Recognized Loss calculates to a negative number or zero under any of the formulas below, the Recognized Loss for that purchase will be zero.

#### **A. Cobalt Common Stock**

81. **PLEASE NOTE:** Depending on when you purchased or acquired your shares of Cobalt common stock, more than one of the following paragraphs (§§ 82 to 88) may apply to your claim.

82. **Purchases of Cobalt Common Stock from March 1, 2011 through November 3, 2014:** For each share of Cobalt Common Stock purchased or otherwise acquired for consideration from March 1, 2011 through November 3, 2014, inclusive, and:

- a. sold prior to April 16, 2012, the **Group 1 Recognized Loss** is \$0;
- b. sold from April 16, 2012 through November 3, 2014, the **Group 1 Recognized Loss** is *the lesser of*:  
(i) the artificial inflation per share on the date of purchase as stated in Table A minus the artificial inflation per share on the date of sale as stated in Table A; or (ii) the purchase price *minus* the sale price;
- c. sold from November 4, 2014 through January 30, 2015, the **Group 1 Recognized Loss** is *the least of*:  
(i) the amount of artificial inflation per share on the date of purchase as stated in Table A; (ii) the purchase price *minus* the average closing price between November 4, 2014 and the date of sale as stated in Table B; or (iii) the purchase price *minus* the sale price; or
- d. held as of the close of trading on January 30, 2015, the **Group 1 Recognized Loss** is *the lesser of*:  
(i) the artificial inflation per share on the date of purchase as stated in Table A; or (ii) the purchase price per share *minus* \$9.06.

**83. Purchases of Cobalt Common Stock in the February 23, 2012 Offering or from February 24, 2012 through March 1, 2012:** For every share of Cobalt Common Stock purchased within the seven-day period following the February 23, 2012 Offering (*i.e.*, in the offering or from February 24, 2012 through March 1, 2012), and

- a. sold prior to April 16, 2012, the **Group 2 Recognized Loss** is \$0;
- b. sold from April 16, 2012 through December 1, 2013, the **Group 2 Recognized Loss** is \$1.62 per share;
- c. sold on December 2, 2013, the **Group 2 Recognized Loss** is \$5.30 per share;
- d. sold from December 3, 2013 through August 4, 2014, the **Group 2 Recognized Loss** is \$6.28 per share;
- e. sold from August 5, 2014 through November 3, 2014, the **Group 2 Recognized Loss** is \$7.71 per share; or
- f. still held as of the close of trading on November 3, 2014, the **Group 2 Recognized Loss** is \$8.61 per share.

**84. Purchases of Cobalt Common Stock in the January 16, 2013 Offering or from January 16, 2013 through January 22, 2013:** For every share of Cobalt Common Stock purchased within the seven-day period following the January 16, 2013 Offering (*i.e.*, in the offering or from January 16, 2013 through January 22, 2013), and

- a. sold prior to December 2, 2013, the **Group 2 Recognized Loss** is \$0;
- b. sold on December 2, 2013, the **Group 2 Recognized Loss** is \$3.68;
- c. sold from December 3, 2013 through August 4, 2014, the **Group 2 Recognized Loss** is \$4.66 per share;
- d. sold from August 5, 2014 through November 3, 2014, the **Group 2 Recognized Loss** is \$6.09 per share; or
- e. still held as of the close of trading on November 3, 2014, the **Group 2 Recognized Loss** is \$6.99 per share.

**85. Purchases of Cobalt Common Stock in the May 8, 2013 Offering or from May 8, 2013 through May 14, 2013:** For every share of Cobalt Common Stock purchased within the seven-day period following the May 8, 2013 Offering (*i.e.*, in the offering or from May 8, 2013 through May 14, 2013), and

- a. sold prior to December 2, 2013, the **Group 2 Recognized Loss** is \$0;
- b. sold on December 2, 2013, the **Group 2 Recognized Loss** is \$3.68;
- c. sold from December 2, 2013 through August 4, 2014, the **Group 2 Recognized Loss** is \$4.66 per share;
- d. sold from August 5, 2014 through November 3, 2014, the **Group 2 Recognized Loss** is \$6.09 per share; or
- e. still held as of the close of trading on November 3, 2014, the **Group 2 Recognized Loss** is \$6.99 per share.

**86. Purchases of Cobalt Common Stock In or Traceable to the February 2012 Offering:** For each share of Cobalt common stock either (a) purchased in the February 23, 2012 Offering, or (b) purchased after February 23, 2012 and for which the claimant provides records documenting those shares were issued pursuant to the February 23, 2012 Offering, and:

- a. sold prior to the close of trading on November 30, 2014, the **Group 3 Recognized Loss** is the purchase price per share (not to exceed \$28.00) *minus* the sale price per share;
- b. sold from December 1, 2014 through October 11, 2018, the **Group 3 Recognized Loss** is the purchase price per share (not to exceed \$28.00) *minus* the greater of (i) sale price per share or (ii) \$9.00 (the closing price on the date the lawsuit was filed);
- c. held as of the close of trading on October 11, 2018, the **Group 3 Recognized Loss** is the purchase price per share (not to exceed \$28.00) *minus* \$9.00 (the closing price on the date the lawsuit was filed).

**87. Purchases of Cobalt Common Stock In or Traceable to the January 2013 Offering:** For each share of Cobalt common stock either (a) purchased in the January 16, 2013 Offering, or (b) purchased after January 16, 2013 and for which the claimant provides records documenting those shares were issued pursuant to the January 16, 2013 Offering, and:

- a. sold prior to the close of trading on November 30, 2014, the **Group 3 Recognized Loss** is the purchase price per share (not to exceed \$25.15) *minus* the sale price per share;
- b. sold from December 1, 2014 through October 11, 2018, the **Group 3 Recognized Loss** is the purchase price per share (not to exceed \$25.15) *minus* the greater of (i) sale price per share or (ii) \$9.00 (the closing price on the date the lawsuit was filed);
- c. held as of the close of trading on October 11, 2018, the **Group 3 Recognized Loss** is the purchase price per share (not to exceed \$25.15) *less* \$9.00 (the closing price on the date the lawsuit was filed).

**88. Purchases of Cobalt Common Stock In or Traceable to the May 2013 Offering:** For each share of Cobalt Common Stock either (a) purchased in the May 8, 2013 Offering, or (b) purchased after May 8, 2013 and for which the claimant provides records documenting those shares were issued pursuant to the May 8, 2013 Offering, and:

- a. sold prior to the close of trading on November 30, 2014, the **Group 3 Recognized Loss** is the purchase price per share (not to exceed \$26.62) *less* the sale price per share;
- b. sold from December 1, 2014 through October 11, 2018, the **Group 3 Recognized Loss** is the purchase price per share (not to exceed \$26.62) *minus* the greater of (i) sale price per share or (ii) \$9.00 (the closing price on the date the lawsuit was filed);
- c. held as of the close of trading on October 11, 2018, the **Group 3 Recognized Loss** is the purchase price per share (not to exceed \$26.62) *minus* \$9.00 (the closing price on the date the lawsuit was filed).

**89. Effect of June 2017 Reverse Stock Split on Calculations:** Cobalt common stock had a 1-for-15 reverse stock split on June 19, 2017. All per-share prices for Cobalt common stock used in this Plan of Allocation are based on unadjusted values prior to the June 2017 split.

**B. Cobalt 2.625% Convertible Senior Notes due 2019,  
issued in December 2012 (the “2019 Notes”)**

90. For each \$100 face value of 2019 Notes purchased or otherwise acquired for consideration from the date of the offering of 2019 Notes in December 2012 (including in that offering) through November 3, 2014, inclusive, and:

- a. sold prior to December 2, 2013,
  - (1) the **Group 1 Recognized Loss** is \$0, and
  - (2) the **Group 3 Recognized Loss** is the purchase price (not to exceed \$99.25) *minus* the sale price;
- b. sold from December 2, 2013 through November 3, 2014,
  - (1) the **Group 1 Recognized Loss** is *the lesser of*: (i) the artificial inflation per \$100 face value on the date of purchase as stated in Table A *minus* the amount of artificial inflation per \$100 face value on the date of sale as stated in Table A; or (ii) the purchase price *minus* the sale price; and
  - (2) the **Group 3 Recognized Loss** is the purchase price (not to exceed \$99.25) *minus* the sales price;
- c. sold from November 4, 2014 through November 30, 2014,
  - (1) the **Group 1 Recognized Loss** is *the least of*: (i) the amount of artificial inflation per \$100 face value on the date of purchase as stated in Table A; (ii) the purchase price *minus* the average closing price between November 4, 2014 and the date of sale as stated in Table B below; or (iii) the purchase price *minus* the sale price; and
  - (2) the **Group 3 Recognized Loss** is the purchase price (not to exceed \$99.25) *minus* the sale price;

- d. sold from December 1, 2014 through January 30, 2015,
- (1) the **Group 1 Recognized Loss** is *the least of*: (i) the amount of artificial inflation per \$100 face value on the date of purchase as stated in Table A; (ii) the purchase price *minus* the average closing price between November 4, 2014 and the date of sale as stated in Table B below; or (iii) the purchase price *minus* the sale price; and
  - (2) the **Group 3 Recognized Loss** is the purchase price (not to exceed \$99.25) *minus* the greater of (i) sale price or (ii) \$69.67 (the price on the date the lawsuit was filed);
- e. sold from January 31, 2015 through October 11, 2018,
- (1) the **Group 1 Recognized Loss** is *the lesser of*: (i) the amount of artificial inflation per \$100 face value on the date of purchase as stated in Table A; or (ii) the purchase price *minus* \$64.82; and
  - (2) the **Group 3 Recognized Loss** is the purchase price (not to exceed \$99.25) *minus* the greater of (i) sale price or (ii) \$69.67 (the price on the date the lawsuit was filed);
- f. held as of the close of trading on October 11, 2018,
- (1) the **Group 1 Recognized Loss** is *the lesser of*: (i) the amount of artificial inflation per \$100 face value on the date of purchase as stated in Table A; or (ii) the purchase price *minus* \$64.82; and
  - (2) the **Group 3 Recognized Loss** is the purchase price (not to exceed \$99.25) *minus* \$69.67 (the price on the date the lawsuit was filed);
- g. Any Debt Exchange of 2019 Notes before October 11, 2018 will be treated as sales in the formulas above. The relevant “sales price” will be the TRACE price reported by Bloomberg as of the date of the Debt Exchange. Therefore, for Debt Exchanges occurring on December 6, 2016, January 30, 2017 and April 24, 2017, per \$100 par value the “sales prices” shall be \$44.88, \$38.50, and \$38.00, respectively.
- h. No **Group 2 Recognized Loss** will be calculated for any purchases of 2019 Notes.

**C. Cobalt 3.125% Convertible Senior Notes due 2024,  
issued in May 2014 (the “2024 Notes”)**

91. For each \$100 face value of 2024 Notes purchased or otherwise acquired for consideration from the date of the offering of 2024 Notes in May 2014 (including in that offering) through November 3, 2014, inclusive, and:

- a. sold prior to August 5, 2014,
- (1) the **Group 1 Recognized Loss** is \$0, and
  - (2) the **Group 3 Recognized Loss** is the purchase price (not to exceed \$100) *minus* the sale price;
- b. sold from August 5, 2014 through November 3, 2014,
- (1) the **Group 1 Recognized Loss** is *the lesser of*: (i) the artificial inflation per \$100 face value on the date of purchase as stated in Table A *minus* \$3.16; or (ii) the purchase price *minus* the sale price; and
  - (2) the **Group 3 Recognized Loss** is the purchase price (not to exceed \$100) *minus* the sale price;
- c. sold from November 4, 2014 through November 30, 2014,
- (1) the **Group 1 Recognized Loss** is *the least of*: (i) the amount of artificial inflation per \$100 face value on the date of purchase as stated in Table A; (ii) the purchase price *minus* the average closing price between November 4, 2014 and the date of sale as stated in Table B below; or (iii) the purchase price *minus* the sale price; and
  - (2) the **Group 3 Recognized Loss** is the purchase price (not to exceed \$100) *minus* the sale price;

- d. sold from December 1, 2014 through January 30, 2015,
- (1) the **Group 1 Recognized Loss** is *the least of*: (i) the amount of artificial inflation per \$100 face value on the date of purchase as stated in Table A; (ii) the purchase price *minus* the average closing price between November 4, 2014 and the date of sale as stated in Table B below; or (iii) the purchase price *minus* the sale price; and
  - (2) the **Group 3 Recognized Loss** is the purchase price (not to exceed \$100) *minus* the greater of (i) sale price or (ii) \$74.66 (the price on the date the lawsuit was filed);
- e. sold from January 31, 2015 through October 11, 2018,
- (1) the **Group 1 Recognized Loss** is *the lesser of*: (i) the amount of artificial inflation per \$100 face value on the date of purchase as stated in Table A; or (ii) the purchase price *minus* \$68.87; and
  - (2) the **Group 3 Recognized Loss** is the purchase price (not to exceed \$100) *minus* the greater of (i) sale price or (ii) \$74.66 (the price on the date the lawsuit was filed);
- f. held as of the close of trading on October 11, 2018,
- (1) the **Group 1 Recognized Loss** is *the lesser of*: (i) the amount of artificial inflation per \$100 face value on the date of purchase as stated in Table A; or (ii) the purchase price *minus* \$68.87; and
  - (2) the **Group 3 Recognized Loss** is the purchase price (not to exceed \$100) *minus* \$74.66 (the price on the date the lawsuit was filed);
- g. Any Debt Exchange of 2024 Notes before October 11, 2018 will be treated as sales in the formulas above. The relevant “sales price” will be the TRACE price reported by Bloomberg as of the date of the Debt Exchange. Therefore, for Debt Exchanges occurring on December 6, 2016, January 30, 2017, April 24, 2017, and May 18, 2017, per \$100 par value the “sales prices” shall be \$34.95, \$25.25, \$28.38, and \$29.13, respectively.
- h. No **Group 2 Recognized Loss** will be calculated for any purchases of 2024 Notes.

### ADDITIONAL PROVISIONS

92. **FIFO Matching:** All purchases/acquisitions and sales of Cobalt Securities in the Class Period shall be matched on a First-In-First-Out (“FIFO”) basis with like securities. Sales of Cobalt Common Stock during the Class Period and any time thereafter will be matched first against any holdings of Cobalt Common Stock at the beginning of the Class Period, and then against purchases/acquisitions in chronological order, beginning with the earliest purchase/acquisition made during the Class Period. Sales of 2019 Notes or 2024 Notes during the Class Period and any time thereafter will be matched against purchases/acquisitions in chronological order, beginning with the earliest purchase/acquisitions made during the Class Period.

93. **Purchase/Sale Dates:** A purchase/acquisition or sale of Cobalt Securities shall be deemed to have occurred on the “contract” or “trade” date as opposed to the “settlement” or “payment” date. The receipt or grant by gift, devise or inheritance of a Cobalt Security during the Class Period shall not be deemed to be a purchase, acquisition or sale of a Cobalt Security for the calculation of an Authorized Claimant’s Recognized Loss amounts, nor shall the receipt or grant be deemed an assignment of any claim relating to the purchase/sale of the Cobalt Security unless (i) the donor or decedent purchased the security during the Class Period; (ii) the instrument of gift or assignment specifically provides that it is intended to transfer such rights; and (iii) no Claim was submitted by or on behalf of the donor, on behalf of the decedent, or by anyone else with respect to those share or notes.

94. **Short Sales:** The date of covering a “short sale” is deemed to be the date of purchase or acquisition of Cobalt Common Stock. The date of a “short sale” is deemed to be the date of sale of Cobalt Common Stock. Under the Plan of Allocation, however, the Recognized Loss Amount on all “short sales” is zero. In the event that there is an opening short position in Cobalt Common Stock, the earliest Class Period purchases of Cobalt Common Stock shall be matched against such opening short position, and not be entitled to a recovery, until that short position is fully covered.

95. **Common Stock Purchased/Sold Through the Exercise of Options:** Option contracts are not securities eligible to participate in the Settlement. With respect to Cobalt Common Stock purchased or sold through the exercise of an option, the purchase/sale date of the Cobalt Common Stock is the exercise date of the option and the purchase/sale price of the Cobalt Common Stock is the exercise price of the option.

**96. Determination of Distribution Amount:** The total funds available for distribution in this Action as a result of all settlements or other recoveries in the Action (the “Total Net Settlement Fund”) will be allocated on a *pro rata* basis based on each Authorized Claimant’s proportional share of each of the three allocation funds – the **Group 1 Fund, Group 2 Fund, and Group 3 Fund**, discussed above in ¶¶ 76-79. Specifically, each Authorized Claimant’s Distribution Amount will be *the sum of*:

- a. the Authorized Claimant’s *pro rata* share of the **Group 1 Fund** based on his, her, or its **Group 1 Recognized Losses** (*i.e.*, the sum of all of that Authorized Claimant’s **Group 1 Recognized Losses** for all purchases of Cobalt Securities during the Class Period divided by the total of **Group 1 Recognized Losses** of all Authorized Claimants, multiplied by the total amount in the **Group 1 Fund**);
- b. the Authorized Claimant’s *pro rata* share of the **Group 2 Fund** based on his, her, or its **Group 2 Recognized Losses** (*i.e.*, the sum of all of that Authorized Claimant’s **Group 2 Recognized Losses** for all eligible purchases of Cobalt common stock during the Class Period divided by the total of **Group 2 Recognized Losses** of all Authorized Claimants, multiplied by the total amount in the **Group 2 Fund**); *and*
- c. the Authorized Claimant’s *pro rata* share of the **Group 3 Fund** based on his, her, or its **Group 3 Recognized Losses** (*i.e.*, the sum of all of that Authorized Claimant’s **Group 3 Recognized Losses** for all eligible purchases of Cobalt Securities during the Class Period divided by the total of **Group 3 Recognized Losses** of all Authorized Claimants, multiplied by the total amount in the **Group 3 Fund**);

**97. Distribution Amount Capped by Market Loss.** To the extent that a Claimant had a market gain with respect to all of his, her, or its purchases or acquisitions of Cobalt common stock, 2019 Notes or 2024 Notes during the Class Period, that Claimant will not be eligible for any payment under the Plan of Allocation (their Distribution Amount will be set at \$0 notwithstanding the calculations under ¶ 96). Such Claimants will in any event be bound by the Settlement. To the extent that a Claimant suffered an overall market loss with respect to his, her, or its purchases or acquisitions of Cobalt common stock, 2019 Notes, or 2024 Notes during the Class Period, but that market loss was less than the Distribution Amount calculated under ¶ 96 above, then the Claimant’s Distribution Amount shall be limited to the amount of the actual market loss and the Claimant’s Recognized Loss with respect to each fund will be reduced proportionally.

98. For purposes of determining whether a Claimant had a market gain with respect to his, her, or its purchases/acquisitions of Cobalt Common Stock, 2019 Notes, or 2024 Notes during the Class Period or suffered a market loss, the Claims Administrator shall determine the difference between (i) the Total Purchase Amount<sup>8</sup> and (ii) the sum of the Total Sales Proceeds<sup>9</sup> and Total Holding Value.<sup>10</sup> This difference will be deemed a Claimant’s market gain or loss with respect to his, her, or its overall purchases/acquisitions of Cobalt Common Stock, 2019 Notes, or 2024 Notes during the Class Period.

99. If an Authorized Claimant’s Distribution Amount calculates to less than \$10.00, no distribution will be made to that Authorized Claimant. Those funds will be included in the distribution to other Authorized Claimants.

100. If the total amount available for distribution in any of the three allocation funds exceeds the total Recognized Losses for all Authorized Claimants with respect to that fund, then after payment of the full Recognized Loss amounts applicable to that fund, any remaining amounts will be reallocated to the other two funds in proportion to the relative amount of the unpaid Recognized Losses of the other two funds. As an example, based on purely hypothetical numbers, if the total amount available for distribution in each fund was \$100 million, Group 1 Recognized Losses were \$500 million, Group 2 Recognized Losses were \$200 million, and Group 3 Recognized Losses were \$80 million, then the \$20 million in the Group 3 Fund in excess of Group 3 Recognized Losses would be reallocated on a 4:1 basis among the Group 1 Fund and the Group 2 Fund, with \$16 million reallocated to the Group 1 Fund and \$4 million reallocated to the Group 2 Fund.

<sup>8</sup> The “Total Purchase Amount” is the total amount the Claimant paid (excluding commissions and other charges) for Cobalt common stock, 2019 Notes or 2024 Notes purchased or acquired during the Class Period.

<sup>9</sup> The Claims Administrator shall match any sales of Cobalt common stock during the Class Period, first against the Claimant’s opening position in Cobalt common stock (the proceeds of those sales will not be considered for purposes of calculating market gains or losses). The total amount received (excluding commissions and other charges) for sales of Cobalt common stock, 2019 Notes or 2024 Notes during the Class Period shall be the “Total Sales Proceeds.”

<sup>10</sup> When calculating Total Holding Value, the Claims Administrator shall ascribe a holding value of \$10.07 per share of Cobalt common stock, \$68.50 per \$100 par value of 2019 Notes, and \$70.76 per \$100 par value of 2024 Notes purchased or acquired during the Class Period and still held as of the close of trading on November 3, 2014.

101. If any funds remain in the Total Net Settlement Fund after the initial distribution of recoveries in the Action because of uncashed distributions or other reasons, then, after the Claims Administrator has made reasonable and diligent efforts to have Authorized Claimants cash their distribution checks, any balance remaining in the Total Net Settlement Fund nine months after the distribution of such funds shall be redistributed to Authorized Claimants who have cashed their initial distribution and who would receive at least \$10 from such redistribution, after payment of any unpaid costs or fees incurred in administering the funds, including for such redistribution. Additional redistributions to Authorized Claimants who have cashed their prior distribution checks and who would receive at least \$10 on such additional redistributions, subject to the conditions previously noted, may occur thereafter if Lead Counsel, in consultation with the Claims Administrator, determine that additional redistribution, after the deduction of any additional fees and expenses that would be incurred with respect to such redistributions, is cost-effective. At such time as it is determined that the redistribution of funds remaining in the Total Net Settlement Fund is not cost-effective, the remaining balance of the Total Net Settlement Fund shall be contributed to non-sectarian, not-for-profit 501(c)(3) organizations recommended by Lead Counsel and approved by the Court.

102. Payment pursuant to the Plan of Allocation, or such other plan as may be approved by the Court, shall be conclusive against all Authorized Claimants. No person shall have any claim against Plaintiffs, Lead Counsel, Liaison Counsel for Plaintiffs, Settling Defendants and their respective counsel or any of the other Released Defendant Parties, or the Claims Administrator or other agent designated by Lead Counsel arising from distributions made substantially in accordance with the Stipulations, the plan of allocation approved by the Court, or further Orders of the Court. Plaintiffs, Settling Defendants and their respective counsel, and all other Settling Defendants' Releasees shall have no responsibility or liability whatsoever for the investment or distribution of the Settlement Fund, the Net Settlement Fund, the Plan of Allocation, the Total Net Settlement Fund, or the determination, administration, calculation, or payment of any Claim Form or nonperformance of the Claims Administrator, the payment or withholding of taxes owed by the Settlement Fund, or any losses incurred in connection therewith.

103. The Plan of Allocation set forth herein is the plan that is being proposed by Plaintiffs and Lead Counsel to the Court for approval. The Court may approve this plan as proposed or it may modify the Plan of Allocation without further notice to the Class. Any Orders regarding a modification of the Plan of Allocation will be posted on the settlement website, [www.CobaltSecuritiesLitigation.com](http://www.CobaltSecuritiesLitigation.com).

**TABLE A**

**Estimated Artificial Inflation in Cobalt Securities During the Class Period**

<b>Transaction Date</b>	<b><u>Cobalt</u></b>	<b><u>2019 Notes</u></b>	<b><u>2024 Notes</u></b>
	<b><u>Common Stock</u></b>		
	<b>Artificial Inflation Per Share</b>	<b>Artificial Inflation Per \$100 Par Value</b>	<b>Artificial Inflation Per \$100 Par Value</b>
March 1, 2011–April 15, 2012	\$8.61		
April 16, 2012–December 1, 2013	\$6.99	\$11.94	
December 2, 2013	\$3.31	\$6.30	
December 3, 2013–August 4, 2014	\$2.33	\$4.10	\$9.10
August 5, 2014–November 3, 2014	\$0.90	\$1.88	\$3.16
November 4, 2014 and after	\$0.00	\$0.00	\$0.00



**TABLE B****Average Closing Price from November 4, 2014 Through the Date Listed per Share of  
Cobalt Common Stock and \$100 Par Value of 2019 Notes and 2024 Notes**

<b>Average Closing Price from 11/4/2014 Through Date Listed</b>				<b>Average Closing Price from 11/4/2014 Through Date Listed</b>			
<b>Date</b>	<b>Common Stock</b>	<b>2019 Notes (\$100 par value)</b>	<b>2024 Notes (\$100 par value)</b>	<b>Date</b>	<b>Common Stock</b>	<b>2019 Notes (\$100 par value)</b>	<b>2024 Notes (\$100 par value)</b>
11/4/2014	\$10.07	\$68.50	\$70.76	12/17/2014	\$9.47	\$66.17	\$69.86
11/5/2014	\$10.29	\$68.87	\$71.95	12/18/2014	\$9.45	\$66.07	\$69.74
11/6/2014	\$10.40	\$68.77	\$72.42	12/19/2014	\$9.44	\$65.99	\$69.74
11/7/2014	\$10.54	\$69.30	\$73.40	12/22/2014	\$9.43	\$65.87	\$69.74
11/10/2014	\$10.47	\$69.46	\$73.60	12/23/2014	\$9.42	\$65.76	\$69.74
11/11/2014	\$10.48	\$69.50	\$73.60	12/24/2014	\$9.40	\$65.63	\$69.74
11/12/2014	\$10.46	\$69.60	\$73.89	12/26/2014	\$9.39	\$65.53	\$69.74
11/13/2014	\$10.39	\$69.59	\$73.68	12/29/2014	\$9.38	\$65.46	\$69.74
11/14/2014	\$10.38	\$69.55	\$73.59	12/30/2014	\$9.36	\$65.35	\$69.65
11/17/2014	\$10.32	\$69.51	\$73.59	12/31/2014	\$9.35	\$65.24	\$69.65
11/18/2014	\$10.29	\$69.50	\$73.42	1/2/2015	\$9.34	\$65.19	\$69.65
11/19/2014	\$10.28	\$69.58	\$73.42	1/5/2015	\$9.32	\$65.11	\$69.65
11/20/2014	\$10.33	\$69.67	\$73.42	1/6/2015	\$9.30	\$65.01	\$69.65
11/21/2014	\$10.39	\$69.82	\$73.83	1/7/2015	\$9.28	\$64.96	\$69.48
11/24/2014	\$10.43	\$69.95	\$74.15	1/8/2015	\$9.26	\$64.91	\$69.38
11/25/2014	\$10.45	\$70.02	\$74.30	1/9/2015	\$9.25	\$64.87	\$69.30
11/26/2014	\$10.43	\$70.02	\$74.32	1/12/2015	\$9.23	\$64.82	\$69.08
11/28/2014	\$10.36	\$70.00	\$74.32	1/13/2015	\$9.20	\$64.77	\$69.08
12/1/2014	\$10.28	\$69.68	\$73.69	1/14/2015	\$9.19	\$64.72	\$68.96
12/2/2014	\$10.21	\$69.40	\$73.23	1/15/2015	\$9.16	\$64.70	\$68.89
12/3/2014	\$10.16	\$69.17	\$73.02	1/16/2015	\$9.14	\$64.70	\$68.84
12/4/2014	\$10.10	\$68.89	\$72.71	1/20/2015	\$9.12	\$64.67	\$68.75
12/5/2014	\$10.03	\$68.60	\$72.41	1/21/2015	\$9.10	\$64.66	\$68.72
12/8/2014	\$9.93	\$68.25	\$71.90	1/22/2015	\$9.09	\$64.67	\$68.70
12/9/2014	\$9.86	\$67.91	\$71.48	1/23/2015	\$9.08	\$64.67	\$68.70
12/10/2014	\$9.78	\$67.57	\$71.09	1/26/2015	\$9.07	\$64.68	\$68.70
12/11/2014	\$9.70	\$67.26	\$70.71	1/27/2015	\$9.06	\$64.70	\$68.70
12/12/2014	\$9.63	\$66.96	\$70.33	1/28/2015	\$9.06	\$64.74	\$68.75
12/15/2014	\$9.56	\$66.61	\$70.33	1/29/2015	\$9.06	\$64.78	\$68.81
12/16/2014	\$9.50	\$66.37	\$70.02	1/30/2015	\$9.06	\$64.82	\$68.87

Questions? Visit [www.CobaltSecuritiesLitigation.com](http://www.CobaltSecuritiesLitigation.com) or call 1-877-440-0638