

## The Energy and Infrastructure Group

### 2009 Representative Transactions

#### *Mergers and Acquisitions*

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
ACADIA POWER PARTNERS	Representation of Acadia Power Partners, LLC (APP) and its parent companies in connection with the sale of its electric generating facility, located near Eunice, Louisiana, to two separate buyers. In the first sale, executed in July 2009, Cleco Power LLC (a Louisiana public utility and an affiliate of APP) acquired one of the facility's two power blocks (each rated at 580 MW) and a 50% interest in related common facilities. In the second sale, executed in October 2009, Entergy Louisiana, LLC (an unaffiliated Louisiana public utility) acquired the facility's remaining power block and 50% interest in the common facilities. As part of the transactions, the parties negotiated a joint ownership agreement, operating and maintenance agreement, and other arrangements to govern the joint ownership and operation of the newly-separated power blocks and jointly-owned common facilities.
BORREGO SOLAR SYSTEMS, INC.	Representation of Walsin Lihwa Corporation in connection with its \$9 million investment in Borrego Solar Systems, Inc. Borrego Solar specializes in every aspect of solar design and construction in commercial and public sector turnkey, grid-connected solar electric systems. Walsin Lihwa manufactures bare copper wire, wire and cable, and specialty steel in the Greater China region, and has expanded into high-tech industries.
DENBURY RESOURCES INC.	Representation of J.P. Morgan Securities, financial advisor to Denbury Resources in connection with its \$4.5 billion acquisition of Encore Acquisition Company. Texas-based Denbury is an independent oil and gas company and the leading oil and natural gas operator in Mississippi. Encore Acquisition develops onshore North American oil and natural gas reserves.

*Mergers and Acquisitions*

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
EAST RESOURCES INC.	Representation of Kohlberg Kravis Roberts & Co. L.P. in its investment in East Resources, Inc. This investment gave KKR the ability in the future to hold a minority equity position in the company.
EMPRESA DISTRIBUIDORA ELÉCTRICA REGIONAL S.A. (EMDERSA)	Representation of JPMorgan Overseas Capital Corporation, GPU Argentina Holdings, Inc. and CoInvest Argentina S.A. in connection with the sale of all of their shares of capital stock in Empresa Distribuidora Eléctrica Regional S.A. (EMDERSA) to AEI Utilities, S.L., a wholly-owned subsidiary of AEI (formerly known as Ashmore Energy International). EMDERSA is engaged in the business of generating and distributing electrical energy in Argentina.
EVERPOWER WIND HOLDINGS	Representation of Terra Firma Capital Partners in connection with its acquisition of EverPower Wind Holdings, Inc. EverPower is a New York based developer of utility grade wind projects, with early stage development opportunities in the Northeastern, Pacific Northwest, and Mid Atlantic Regions.
HILCORP RESOURCES LLC	Representation of Kohlberg Kravis Roberts & Co. LLP (KKR) in connection with its investment of up to \$400 million in a newly formed partnership created to own and develop Hilcorp Energy Company's (Hilcorp) oil and gas properties located in the Eagle Ford Shale trend of South Texas. Upon the closing of the transaction, KKR and certain affiliates of Hilcorp will hold 40% and 60% of the equity interest in the joint venture, respectively. Hilcorp, now known as Hilcorp Resources LLC, is responsible for the management of the day-to-day operations. Hilcorp is currently one of the leading privately-owned independent oil and natural gas companies in the United States and is the leading producer of conventional oil in South Texas.

*Mergers and Acquisitions*

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
ITT CORPORATION	Representation of ITT Corporation, a global leader in the transport and treatment of water, wastewater and other fluids, in connection with its \$585 million acquisition of Godwin Pumps. Godwin Pumps is a leading supplier of automatic self-priming portable pumps used in the growing markets for drainage pump rental, services and sales serving the global industrial, construction, mining, municipal, oil and gas segments.
NIPPON MINING	Representation of UBS, BofA Merrill Lynch and Daiwa SMBC, financial advisors to Nippon Mining Holdings in connection with the \$11.7 billion merger of Nippon Mining Holdings Inc. and Nippon Oil and the subsequent establishment of the integrated energy company JX Holdings, Inc. Nippon Oil has the leading oil refining capacity and service station network in Japan. Nippon Oil operates seven refineries, with a total capacity of 1.3 million barrels per day. Its exploration and production activities are located primarily in the Gulf of Mexico, the North Sea, Oceania, and Southeast Asia. The merged company will have three core businesses including refining petrochemicals; oil and gas exploration and production and metals business.
OVERSEAS SHIPHOLDING GROUP, INC.	Representation of Overseas Shipholding Group, Inc. (OSG), a market leader in providing energy transportation services and one of the leading tanker companies in the world, in connection with its \$72 million tender offer for the publicly held common units of OSG America L.P.(OSP). Following the completion of the tender offer, OSG expects to acquire any remaining units not tendered through the exercise of a repurchase right contained in OSG America's partnership agreement. OSP is the leading operator of U.S. Flag product carriers and ocean-going barges transporting refined petroleum products.
PPL CORPORATION	Representation of PPL Corporation in connection with its \$95 million sale of five Maine-based Hydroelectric plants and PPL's 50% stake in its West Enfield, Maine project to ArcLight Capital Partners LLC affiliate, Black Bear Hydro Partners LLC.

*Mergers and Acquisitions*

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
PPL CORPORATION	Representation of PPL Corporation in connection with the \$135 million sale of its Long Island generation business (PPL Edgewood and PPL Shoreham) to J-POWER USA Development Co., Ltd. J-Power wholesales electricity in Japan and internationally.
SHANGHAI ELECTRIC	Representation of Shanghai Electric (Group) Corporation (SEC) in connection with its agreement with Goss International Corporation and its majority shareholder, Matlin Paterson Global Opportunities Partners, to become Goss's second largest shareholder. SEC, a leading Chinese state-owned enterprise, is one of the leading mechanical and electrical equipment manufacturing groups in China. Goss International supplies web offset presses and finishing systems for printing applications.
VALERUS COMPRESSION SERVICES LP	Representation of JPMorgan in connection with the \$500 million investment and acquisition of a majority stake in Valerus Compression Services LP by TPG Capital. Valerus is a privately held provider of natural gas handling services, including natural gas compression, processing and treating, based in Texas.
WALTER ENERGY INC.	Representation of Walter Industries, Inc. in connection with the spin-off and merger of its financing business into Hanover Capital Mortgage Holdings to create Walter Investment Management Corp. and reposition Walter Industries as an energy company. The spin-off and merger transaction was the culmination of a nearly year-long process that involved the discontinuation of Walter Industries' homebuilding business, the restructuring of the financing business and the payment by Spinco immediately prior to the merger of a taxable dividend of cash and Spinco interests. Following the spin-off and merger transaction, Walter Industries' stockholders approved changing the company's name to Walter Energy, Inc., authorized blank check preferred stock and approved a new preferred stock stockholders rights plan.

*Funds*

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
FIRST RESERVE CORPORATION	Representation of the First Reserve Corporation in connection with the establishment of the \$9 billion First Reserve Fund XII, L.P. Fund XII has been formed to make privately negotiated equity and equity-related investments in a diversified portfolio of companies in the global energy industry. Fund XII is believed to be the largest private equity fund ever formed to make investments in the energy industry.

*Capital Markets*

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
ANTERO RESOURCES	Representation of JPMorgan, as representative of the several initial purchasers, in connection with Antero Resources Finance Corporation \$375 million offering of 9.375% Senior Notes due 2017. Antero Resources Finance Corporation is a wholly owned subsidiary of Antero Resources LLC, an independent oil and natural gas company engaged in exploration, development and production of natural gas properties located onshore in the United States.
CANADIAN SOLAR INC.	Representation of the underwriters led by Morgan Stanley, Deutsche Bank and Piper Jaffray as joint bookrunners, in connection with Canadian Solar Inc.'s \$109 million offering of 6,900,000 common shares. Canadian Solar is a Canada-incorporated company with its primary operations in China. CSI designs, develops and manufactures solar cell and solar module products
CENTRAL TÉRMICA GÜEMES	Representation of Central Térmica Güemes, a power generation company located in the province of Salta, Argentina in connection with its successful solicitation of bondholder consents to modify its outstanding global bonds due 2013 and 2017.

*Capital Markets*

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
COMPANHIA DE CONCESSÕES RODOVIÁRIAS	Representation of Itaú USA Securities, Inc., UBS Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Banco BTG Pactual S.A., as placement agents, and E.S. Financial Services Inc. and Caixa - Banco de Investimento, as co-managers, in connection with the R\$1.099 billion (approximately US\$636.7 million) follow-on offering of 33,300,000 common shares of Companhia de Concessões Rodoviárias. Companhia de Concessões Rodoviárias is the leading toll road concession company in Brazil in terms of gross revenue. It manages eight toll road concessions located in three states in Brazil.
CONCHO RESOURCES INC.	Representation of the underwriters led by JPMorgan, BofA Merrill Lynch, BNP PARIBAS, Wells Fargo Securities in connection with Concho Resources Inc. \$300 million offering of 8.625% Senior Notes due 2017. Concho is an independent oil and natural gas company engaged in the acquisition, development, exploitation and exploration of oil and natural gas properties. Concho's core operating areas are located in the Permian Basin region of Southeast New Mexico and West Texas, the largest onshore oil and gas basin in the United States.
CONNACHER OIL AND GAS LIMITED	Representation of Connacher Oil and Gas Limited in connection with its \$200 million high yield debt offering of 11.75% First Lien Senior Secured Notes due 2014. Connacher Oil and Gas Limited is a Calgary-based crude oil and natural gas exploration, development, production and refining company.

*Capital Markets*

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
COVANTA HOLDING CORPORATION	Representation of Barclay's Capital Inc., Citigroup, Inc., J.P. Morgan Securities Inc. and other initial purchasers in connection with the Rule 144A offering of \$460 million of 3.25% Cash Convertible Senior Notes due 2014 by Covanta Holding Corporation. Covanta is one of the world's leading companies in the conversion of waste to energy industry, with operations in the United States, Europe and Asia. Covanta owns, has equity interests and/or operates 60 energy generation facilities, primarily in the Northeast of the United States.
DELTA PETROLEUM CORPORATION	Representation of the lead underwriters, J.P. Morgan Securities Inc., BMO Capital Markets Corp. and Deutsche Bank Securities Inc., in connection with the \$258.75 million offering of 150 million shares of common stock by Delta Petroleum. Delta Petroleum is a Denver, Colorado based independent energy company engaged primarily in the exploration for, and the development, production and sale of, natural gas and crude oil.
DENBURY RESOURCES INC.	Representation of J.P. Morgan Securities Inc. as lead underwriter in connection with the \$420 million offering of 9.75% Senior Subordinated Notes due 2016 by Denbury Resources Inc. Denbury is an independent oil and gas company and the leading oil and natural gas operator in Mississippi. Denbury designs, installs, tests, operates, and maintains pipelines.

*Capital Markets*

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
DETROIT INTERNATIONAL BRIDGE COMPANY	Representation of the Detroit International Bridge Company in connection with its US\$49 million private offering of 4.78% Senior Secured Notes due 2014, US\$81.5 million offering of 6.28% Senior Secured Notes due 2017, CDN\$34 million offering of 4.77% Senior Secured Notes due 2014 and CDN\$42 million offering of 6.14% Senior Secured Notes due 2017. DIBC and its subsidiary, The Canadian Transit Company, own and operate the Ambassador Bridge which links Detroit, Michigan with Windsor, Ontario. According to certain studies, the Detroit-Windsor crossings comprise the busiest commercial land border corridor in North America, and the Ambassador Bridge alone is responsible for carrying approximately 17% of all trade between the United States and Canada.
DRUMMOND COMPANY	Representation of Drummond Company, Inc. in connection with its \$250 million Rule 144A/Regulation S offering of 9% Senior Notes due 2014. Drummond is principally engaged in the business of mining, purchasing, processing and selling coal. Drummond also has significant coke and real estate operations.
EDGEN MURRAY	Representation of JPMorgan, Jeffries & Company, and the other initial purchasers in connection with Edgen Murray Corporation's \$465 million offering of 12.25% Senior Secured Notes due 2015. Edgen Murray is a global industrial distributor of specialty steel products primarily to the oil and gas, power, petrochemical and civil construction markets and is controlled by Jeffries Capital Partners.



*Capital Markets*

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
ENERGY FUTURE HOLDINGS CORP., ENERGY FUTURE INTERMEDIATE HOLDING COMPANY LLC AND EFIH FINANCE INC.	Representation of Energy Future Holdings Corp., Energy Future Intermediate Holding Company LLC and EFIH Finance Inc. in connection with Offers to Exchange outstanding Notes for up to \$1.35 billion of 9.75% Senior Secured Notes due 2019 of Energy Future Holdings Corp. and up to \$1.65 billion of 9.75% Senior Secured Notes due 2019 of Energy Future Intermediate Holding Company LLC and EFIH Finance Inc. Energy Future Holdings Corp. is a Dallas-based, privately held energy company with a portfolio of competitive and regulated energy companies. These businesses serve the high-growth Texas electricity market.
EQT CORPORATION	Representation of Banc of America Securities LLC, Barclays Capital Inc., Citigroup Global Markets Inc., J.P. Morgan Securities Inc. and Wachovia Capital Markets, LLC as lead underwriters in connection with the \$700 million offering of 8.125% Senior Notes due 2019. EQT Corporation (formerly Equitable Resources Inc.) offers energy products and services to wholesale and retail customers in the United States.
FOREST OIL CORPORATION	Representation of JPMorgan, Banc of America Securities LLC, Credit Suisse, Deutsche Bank Securities and Wachovia Securities, as initial purchasers, in connection with the \$600 million high yield debt offering of 8.5% Senior Notes due 2014 by Forest Oil Corporation, an independent oil and gas company engaged in the acquisition, exploration, development and production of natural gas and liquids primarily in North America.
FOREST OIL CORPORATION	Representation of Deutsche Bank Securities Inc. and Credit Suisse Securities (USA) LLC, as underwriters, in connection with the \$262.34 million offering of 12,500,000 common shares by Forest Oil Corporation.

*Capital Markets*

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
GINTECH ENERGY CORPORATION	<p>Representation of Goldman Sachs International as initial purchaser in connection with a US\$52.8 million offering of Global Depositary Shares by Gintech Energy Corporation. The transaction, according to media reports, was the first GDS offering by an Asian issuer in 2009 and the first to make use of new Taiwanese regulations allowing equity follow-on offerings to be priced at no less than 80% of the local share trading price (previous regulations required a minimum of 90%). The global offering consisted of an international offering led by Goldman Sachs as global coordinator and sole bookrunner and, pursuant to Taiwan government approvals for the transaction, an offering to existing shareholders of Gintech, led by FSC Asia Investment Limited. The global offering was conducted in reliance upon Rule 144A and Regulation S under the Securities Act of 1933. Gintech is one of the leading multicrystalline solar cell manufacturers in Taiwan, based on annual manufacturing capacity. Their solar cells are used in products which provide reliable and environmentally friendly electric power in various markets worldwide, including Germany, Spain, China, South Korea, Italy, the United States and Japan.</p>
HALLIBURTON COMPANY	<p>Representation of the underwriters, led by Citi, Deutsche Bank Securities, HSBC and RBS Greenwich Capital, as joint book-running managers, in connection with a public offering by Halliburton Company of \$1 billion aggregate principal amount of 6.15% Senior Notes due 2019 and \$1 billion aggregate principal amount of 7.45% Senior Notes due 2039. Halliburton Company is one of the world's largest oilfield services companies. Halliburton provides a variety of services and products to customers in the energy industry related to the exploration, development and production of oil and natural gas. Halliburton serves major, national and independent oil and natural gas companies throughout the world. Simpson Thacher serves as designated underwriters' counsel for Halliburton Company.</p>

*Capital Markets*

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
ITC HOLDINGS CORP.	Representation of ITC Holdings Corp. in connection with its Rule 144A \$200 million offering of 5.500% Senior Notes due 2020. ITC Holdings is the leading independent electricity transmission company in the United States. Through its subsidiaries, ITC Transmission, Michigan Electric Transmission Company and ITC Midwest, ITC Holdings operates regulated, high-voltage transmission systems in Michigan's Lower Peninsula and portions of Iowa, Minnesota, Illinois and Missouri.
KOREA ELECTRIC POWER CORPORATION (KEPCO)	Representation of KEPCO in connection with its \$500 million offering of 5.5% Senior Notes due 2014, issued under its \$1 billion Global Medium Term Note Programme. KEPCO is an integrated electric utility company engaged in the transmission and distribution of substantially all of the electricity in Korea.
KOREA EXPRESSWAY CORPORATION	Representation of Deutsche Bank, HSBC, Merrill Lynch and Korea Development Bank, the joint lead managers as deal counsel in connection with Korea Expressway Corporation's \$700 million offering of 4.5% Senior Notes due 2015, issued under its \$ 3.5 billion Global Medium Term Note Programme. KEC is a government-owned corporation engaged in the construction and maintenance of substantially all of the expressways in Korea.
KOREA GAS CORPORATION	Representation of Deutsche Bank, JPMorgan, Merrill Lynch and Hyundai Securities as underwriters in connection with Korea Gas Corporation's (KOGAS) \$500 million offering of 6.00% Notes due 2014. KOGAS is a public natural gas company controlled by the Korean Government. KOGAS is the leading LNG importer in the world which operates three LNG regasification terminals and over 2,700 km of natural gas pipelines in South Korea.

*Capital Markets*

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
KOREA NATIONAL OIL CORPORATION	Representation of Barclays Capital, BNP Paribas, BofA Merrill Lynch, Deutsche Bank, JPMorgan and KDB, the lead underwriters, in connection with Korea National Oil Corporation's US\$1 billion offering of 5.375% Notes due 2014. Korea National Oil Corporation (KNOC), is a Korean oil and gas company wholly owned by the Korean government. KNOC is one of the key government-controlled companies executing government policies in Korea, and operates oil and gas fields in Vietnam, Libya, Peru, Indonesia, Nigeria, Yemen, Kazakhstan, Russia, Canada and Korea.
MASSACHUSETTS ELECTRIC COMPANY	Representation of Massachusetts Electric in connection with its \$800 million offering of 5.9% Senior Notes due 2039. Massachusetts Electric serves approximately 1.2 million customers in 168 Massachusetts communities and is an electricity distribution subsidiary of National Grid.
MASSEY ENERGY COMPANY	Representation of UBS Securities LLC as sales agent in connection with the \$73.3 million equity distribution program for 5,000,000 shares of Massey Energy Company common stock. Massey Energy Company is the fourth leading coal producer by revenue in the United States with operations in West Virginia, Kentucky and Virginia.
MUELLER WATER PRODUCTS, INC.	Representation of Mueller Water Products, Inc. in connection with an approximately \$176 million offering of 37,122,000 shares of its Series A Common Stock. Merrill Lynch, Pierce, Fenner & Smith Incorporated and Goldman, Sachs & Co. acted as joint book-running managers. The Firm represented Mueller Water Products, Inc. in establishing a universal shelf registration earlier this year, and has represented the Company in securities and M&A activities. Mueller Water Products, Inc. manufactures a broad range of water infrastructure and flow control products for use in water distribution networks, water and wastewater treatment facilities, gas distribution systems and fire protection piping systems. The Company's product portfolio includes engineered valves, hydrants, pipe fittings and ductile iron pipe.

*Capital Markets*

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
NARRAGANSETT ELECTRIC	Representation of The Narragansett Electric Company, a subsidiary of National Grid USA, in connection with its \$250 million offering of 4.534% Senior Notes due 2020 and \$300 million offering of 5.638% Senior Notes due 2040. The Narragansett Electric Company provides electric and gas service to 99% of the state of Rhode Island.
NIAGARA MOHAWK POWER CORPORATION	Representation of Niagara Mohawk Power Corporation (NiMo), an indirect wholly-owned subsidiary of National Grid plc in connection with two Rule 144A/Regulation S offerings of \$1.25 billion aggregate principal amount of senior notes. NiMo is one of the leading electricity transmission and distribution service providers in New York, and National Grid is one of the leading utilities in the United States and the United Kingdom.
NORTH AMERICAN ENERGY ALLIANCE	Representation of the joint book-running managers, Barclays Capital Inc. and Banc of America Securities LLC, in connection with the issuance by North American Energy Alliance, LLC and North American Energy Alliance Finance Corp. of \$205 million aggregate principal amount of 10.875% Senior Secured Second Lien Notes due 2016. NAEA is a wholesale power generation and marketing company, engaged in the ownership and operation of a portfolio of power generation projects located in the Northeastern United States.
NORTHERN STATES POWER COMPANY	Representation of Barclays Capital Inc., KeyBanc Capital Markets Inc. and RBS Securities Inc., as Joint Bookrunners and BNY Mellon Capital Markets, LLC and U.S. Bancorp Investments, Inc., as Co-Managers in connection with Northern States Power Company offering of \$300 million 5.35% First Mortgage Bonds, Series due November 1, 2039. Northern States Power is an operating utility engaged in the generation, purchase, transmission, distribution and sale of electricity in Minnesota, North Dakota and South Dakota. Northern States, a subsidiary of Xcel Energy Inc., also purchases, transports, distributes and sells natural gas to retail customers and transports customer-owned gas in Minnesota and North Dakota.

*Capital Markets*

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
NORTHWEST NATURAL GAS COMPANY	Representation of Northwest Natural and the lead underwriters, JPMorgan, Banc of America Securities LLC, UBS Investment Bank, and Piper Jaffray in connection with the offering \$75 million offering of 5.37% Secured Medium-Term Notes, Series B and Unsecured Medium-Term Notes, Series B. Northwest Natural is a natural gas delivery and storage based in Oregon and Washington.
OPTI CANADA	Representation of OPTI Canada Inc. in connection with its \$425 million offering of 9% First Lien Senior Secured Notes due 2012. OPTI, a Canadian corporation based in Calgary, Alberta, was established in 1999 to develop major integrated bitumen and heavy oil projects in Canada. The company's current major project is based in Fort McMurray in northern Alberta and spans more than 25,000 hectares of land.
PETROTEMEX S.A. DE C.V., GRUPO	Representation of BofA Merrill Lynch and JPMorgan, as initial purchasers in connection with Petrotemex's \$200 million offering of 9.5% Senior Notes due 2014. Petrotemex is a leading petrochemical company in the NAFTA region.
PUBLIC SERVICE COMPANY OF COLORADO	Representation of Xcel Energy Inc, parent company of Public Service Company of Colorado, in connection with its offering of \$400 million of 5.125% First Mortgage Bonds, Series No. 20 due 2019. PSCO is an operating utility primarily engaged in the generation, purchase, transmission, distribution and sale of electricity in Colorado. PSCO is also engaged in the purchase, transport, distribution and sale of natural gas to retail customers and transports customer-owned natural gas.
QUADRA MINING	Representation of Quadra Mining in connection with its CDN\$75.33 million offering of 16,200,000 Common Shares. Quadra Mining is a multi-asset copper and base metal producing company based in Canada. Quadra owns and operates the Robinson Mine near Ely, Nevada, where it produces copper and gold, as well as the Carlota Mine a heap leach - SX/EW copper operation in Globe/Miami, Arizona.

*Capital Markets*

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
ROPER INDUSTRIES	Representation of JPMorgan Securities, BofA Merrill Lynch and Wells Fargo Securities, as lead underwriters, in connection with Roper Industries, Inc.'s offering of \$500 million of 6.25% Senior Notes due 2019. Roper Industries is a diversified industrial company that designs, manufactures and distributes energy systems and controls, scientific and industrial imaging products for water meters and industrial leaks, software and industrial technology products including patient positioning systems and radio frequency applications, and products and services essential to the security, traffic tolls, shipping and freight industries.
ROPER INDUSTRIES	Representation of JPMorgan and Goldman, Sachs & Co., as underwriters, in connection with Roper Industries Inc.'s \$122 million offering of 2,300,000 Common Shares.
SOCIEDAD DE INVERSIONES ORO BLANCO S.A.	Representation of Celfin International Limited and Larrain Vial Investment Inc. as placement agents in connection with the offering by Sociedad de Inversiones Oro Blanco S.A. (Oro Blanco) of \$100 million 8.5% Secured Notes due 2014. Sociedad de Inversiones Oro Blanco S.A. invests in Chile's mining industry through an interest in Sociedad de Inversiones Pampa Calichera S.A. (Pampa). Pampa is a holding company with an interest in Sociedad Química y Minera de Chile S.A. (SQM). SQM is one of the world's leading integrated producers of potassium nitrate, iodine and lithium carbonate. SQM's products are mainly derived from mineral deposits found in northern Chile. The Notes were secured by a pledge of Pampa's shares owned by Oro Blanco and a security interest in an interest reserve account established by Oro Blanco in New York.
SUNOCO, INC.	Representation of the underwriters, led by Barclays Capital Inc., Credit Suisse Securities (USA) LLC and JPMorgan Securities Inc., as joint book-running managers, in connection with a \$250 million offering of 9.625% Notes due April 15, 2015 issued by Sunoco, Inc. Sunoco, through its subsidiaries, is principally a petroleum refiner and marketer and chemicals manufacturer with interests in logistics and cokemaking.

*Capital Markets*

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
SUNTECH POWER	Representation of SunTech Power, a leading solar energy company, in connection with its \$287.5 million offering of 23,000,000 American Depositary Shares. Suntech Power is a leading solar energy company. It designs, develops, manufactures and markets a variety of PV cells and modules, including a broad range of value-added building integrated photovoltaics, or BIPV, products.
TESORO CORPORATION	Representation of Tesoro Corporation in connection with its \$300 million high yield offering of 9.75% Senior Notes due 2019. Tesoro is a leading independent refiner and marketer of petroleum products, and, through its subsidiaries, operates seven refineries primarily in the western United States with a combined crude oil capacity of approximately 660,000 barrels per day.
TEXAS-NEW MEXICO POWER COMPANY	Representation of J.P. Morgan Securities, as initial purchaser, in connection with the \$265.5 million offering of 9.50% First Mortgage Bonds due 2019, Series 2009A. Texas-New Mexico Power, "TNMP" is owned by HHPNM ResourcesHH, an energy holding company based in Albuquerque, New Mexico. In 2007, TNMP's New Mexico operations merged with PNM. PNM is New Mexico's leading natural gas and electricity utility, serving 490,000 natural gas customers and 485,000 electricity customers in about 100 communities.
THOMAS & BETTS CORPORATION	Representation of BofA Merrill Lynch, J.P. Morgan Securities and Wells Fargo Securities as lead underwriters in connection with the \$250 offering of 5.625% senior notes due 2021 by Thomas & Betts. Thomas & Betts Corporation is a leading designer and manufacturer of electrical components used in industrial, commercial, communications and utility markets. Thomas & Betts is also a leading producer of commercial heating units and highly engineered steel structures, used primarily for utility transmission. They have operations in approximately 20 countries. Manufacturing, marketing and sales activities are concentrated primarily in North America and Europe.



*Capital Markets*

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
TRANSPORTADORA DE GAS DE NORTE	Representation of Transportadora de Gas de Norte (TGN) in connection with its debt restructuring and related exchange offer to restructure its defaulted capital market indebtedness. TGN is one of the leading transporters of natural gas in Argentina, delivering approximately 40% of Argentina's total gas consumption and 50% of its total gas exports.
TRINA SOLAR ENERGY	Representation of Goldman Sachs (Asia) LLC and Credit Suisse Securities (USA) LLC, the lead underwriters in connection with the \$148.78 million follow-on offering of 5,175,000 American Depositary Shares by Trina Solar Limited. Trina Solar Limited is an integrated solar power products manufacturer based in China. Trina Solar produces and commercializes a wide variety of photovoltaics (PV) modules, both monocrystalline and multicrystalline. PV modules provide clean and reliable solar electric power to on-grid and off-grid residential, commercial, industrial and utility scale applications around the world.
YINGLI GREEN ENERGY	Representation of Yingli Green Energy Holding Company Limited in connection with its \$278.1 million offering of 21,390,000 American Depositary Shares representing ordinary shares. Yingli Green Energy is one of the world's leading vertically integrated photovoltaics product manufacturers. The underwriters for the offering were Deutsche Bank Securities Inc., Credit Suisse Securities (USA) LLC, Citigroup Global Markets Inc. and Piper Jaffray & Co.

*Banking, Acquisition and Project Finance*

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
AQUILO LP	Representation of Mizuho Corporate Bank, Ltd. and The Bank of Tokyo-Mitsubishi UFJ, Ltd., as joint lead arrangers, in connection with a 15-year \$94.6 million secured credit facility provided to Aquilo LP, a subsidiary of NextEra Energy Resources, LLC (f/k/a FPL Energy, LLC). The credit facility was provided to repay existing indebtedness for loans incurred in connection with the acquisition of two wind energy projects and to repay other indebtedness secured by each of the projects which was incurred at the time of the acquisitions.
DUNKARD CREEK PROJECT FINANCING	Representation of First Reserve Corporation and GenPower Holdings, L.P. in connection with the project financing of the Dunkard Creek water treatment facility. The financing included \$130 million of credit facilities consisting of term loan facilities and revolving credit facilities. The Dunkard Creek water treatment facility, including associated water intake structures, pipelines and other supporting infrastructure, is located in Greene County, Pennsylvania and Monongalia County, West Virginia. It supplies water to the Longview project, a 695 net megawatt supercritical, pulverized coal-fired generating facility located in Madsville, West Virginia, also developed by GenPower and First Reserve. GenPower Holdings is a joint venture between First Reserve and the Massachusetts-based developer GenPower, LLC. The Administrative Agent and Lead Arranger for the project was WestLB AG New York Branch.
FIRST WIND HOLDINGS	Representation of Alberta Investment Management Corporation in connection with a \$115 million term loan facility provided to an affiliate of First Wind Holdings, LLC. The term loan facility is secured by the residual equity interests in three of First Wind Holdings, LLC's wind powered electrical generating facilities, the Cohocton facility, Stetson facility and Steel Winds facility. First Wind Holdings, LLC is a leading independent wind power developer backed by affiliates of the D. E. Shaw group and Madison Dearborn Partners.

*Banking, Acquisition and Project Finance*

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
FLORIDA INTERSTATE 595 INFRASTRUCTURE FINANCING	Representation of a club of 12 banks, including Banco Santander, Calyon, Societe Generale, Dexia (as administrative agent) and WestLB, providing \$781 million of senior loans to finance the I-595 Corridor Roadway Improvements Project in Broward County, Florida. The project consists principally of adding reversible variable toll lanes to the expressway connecting I-75 and I-95. The project benefited from a \$608 million subordinated loan from the United States Department of Transportation. This is the first availability payment-based public-private partnership (PPP) financing to close in the United States, and the first PPP transaction to close in Florida.
HEARTLAND WIND	Representation of Bayerische Hypo-und Vereinsbank AG, Banco Bilbao Vizcaya Argentaria, S.A., Calyon, Lloyds TSB Bank plc, The Bank of Tokyo-Mitsubishi UFJ, Ltd. and Norddeutsche Landesbank Girozentrale, as mandated lead arrangers in connection with a \$372.5 million senior secured term loan to Heartland Wind, LLC, a subsidiary of NextEra Energy Resources, LLC (f/k/a FPL Energy, LLC) to refinance the construction and development costs for a 159 MW wind power generation facility located in North Dakota and a 150 MW wind power generation facility located in Iowa.
HEARTLAND WIND II FINANCING	Representation of Banco Bilbao Vizcaya Argentaria, S.A., Banco Santander, S.A., Bayerische Hypo-und Vereinsbank AG, Bayerische Landesbank, BNP Paribas, Calyon, Commerzbank AG, Landesbank Hessen-Thuringen Girozentrale, Lloyds TSB Bank plc and The Bank of Tokyo-Mitsubishi UFJ, Ltd., as lenders, in connection with a \$342.75 million senior secured term loan to Heartland Wind II, LLC, a subsidiary of NextEra Energy Resources, LLC (f/k/a FPL Energy, LLC) to refinance the construction and development costs for a 148.5 MW wind power generation facility located in North Dakota and a 150 MW wind power generation facility located in Iowa.
MEERWIND PROJECT	Representation of Blackstone in connection with the development of the \$1.6 billion Meerwind wind farm project. The wind farm is located northwest of the German island Helgoland and will provide electricity for 500,000 households.

*Banking, Acquisition and Project Finance*

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
NEW MEXICO GAS COMPANY	Representation of Royal Bank of Canada, as arranger of \$675 million of financing in connection with the acquisition by New Mexico Gas Company, Inc., a newly established subsidiary of Continental Energy Systems LLC, of the natural gas distribution business of PNM Resources. The financing package consisted of a \$250 million term facility and \$125 million revolving credit facility for New Mexico Gas Company and a \$300 million term facility for Continental Energy Systems LLC. Proceeds of the financing were used to pay, in part, the cash consideration to PNM Resources and to refinance existing indebtedness of Cap Rock Holding Corporation, a subsidiary of Continental Energy Systems. Continental Energy Systems, through its subsidiaries, Cap Rock Energy Corporation, SEMCO Energy, Inc. and New Mexico Gas Company, is engaged in the electric transmission and distribution business in Texas and the natural gas distribution business in Alaska, Michigan and New Mexico.

January 2010