SIMPSON THACHER

The Energy and Infrastructure Group

2011 Representative Transactions

Mergers and Acquisitions

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
ABENGOA, S.A.	Representation of First Reserve Corporation in connection with its €300 million ($395 million) investment in Abengoa, S.A. Abengoa, headquartered in Spain, is an international company that applies innovative technology solutions for sustainable development in the energy and environmental sectors, generating electricity from the sun, producing biofuels, desalinating sea water and recycling industrial waste.
ACADIA POWER PARTNERS, LLC	Representation of Acadia Power Partners, LLC (APP) and its parent companies in connection with the sale of Acadia Unit 2 at Acadia Power Station and 50 percent of Acadia Power Station's common assets to Entergy Louisiana, LLC, a subsidiary of Entergy Corp., for approximately $300 million.
ALUMINUM CORPORATION OF CHINA LIMITED (CHALCO) AND SAPA AB	Representation of Aluminum Corporation of China Limited (Chalco) in connection with its establishment of a Sino-foreign equity joint venture (the "JV") with Sapa AB (Sapa) and the related transitional arrangements between the JV and Southwest Aluminum (Group) Co., Ltd., a Chalco affiliate. The JV, Sapa Chalco Aluminum Products (Chongqing) Co., Ltd., will engage in the business of designing, manufacturing and marketing of structural aluminum extrusions and modules to serve the fast-growing high-speed railway market in China. The JV has a total investment amount of RMB630 million (approximately US$96 million) and a registered capital of RMB280 million (approximately US$43 million). Headquartered in Beijing, China, Chalco is the largest aluminum producer in China and the third-largest in the world. Sapa is based in Stockholm, Sweden and is the world's largest aluminum extrusion company. Each of Chalco and Sapa holds a 50% equity interest in the JV. The JV is Chalco's first-ever joint venture project in aluminum fabrication.

Mergers and Acquisitions

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
ARCH COAL, INC.	Representation of Arch Coal Inc. (Arch) in connection with its $3.4 billion acquisition of International Coal Group, Inc. (ICG) and related financings. ICG, now a wholly owned subsidiary of Arch, is a leading producer of coal in Northern and Central Appalachia and the Illinois Basin, with 13 active mining complexes. Arch is a leading U.S. metallurgical coal producer based on 2010 production and 2011 production guidance and a top 10 global metallurgical coal producer based on 2010 production.
C&D TECHNOLOGIES, INC.	Representation of affiliates of Angelo, Gordon & Co. in connection with Angelo, Gordon & Co.'s acquisition of C&D Technologies, Inc. in an all-cash transaction valued at $55 million. C&D is a leading manufacturer, marketer and distributor of electrical power storage systems for the standby power storage market. C&D primarily manufactures and markets integrated reserve power systems and components for the standby power market, which include telecommunications, uninterruptible power supply cable services and utilities and renewable energies.
CARPENTER TECHNOLOGY CORPORATION	Representation of J.P. Morgan Securities LLC, financial advisor to Carpenter Technology Corporation(Carpenter) in connection with Carpenter's $558 million acquisition of Latrobe Specialty Metals Inc. Carpenter Technology, based in Wyomissing, PA, produces and distributes conventional and powder metal specialty alloys, including stainless steels, titanium alloys, tool steels and superalloys. Latrobe Specialty Metals supplies essential materials to the aerospace, defense, energy, hydrocarbon, medical and industrial steel sectors.

Mergers and Acquisitions

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
CHALCO HK SOUTH EAST INVESTMENT LTD. (CHALCO)	Representation of Chalco HK South East Investment Ltd. (Chalco), a wholly-owned subsidiary of Aluminum Corporation of China Limited (NYSE:ACH), in acquiring a 60% stake in Laos-based Lao Service Mining Co., Ltd (LSM) from Lao Services Incorporation Co., Ltd (LSI). As a result of Chalco's investment, LSM has become a joint venture between Chalco and LSI. LSM received authorization from the government of Laos to explore and develop bauxite resources and other minerals in Sanxay District of Attapeu Province and Dakcheung District of Sekong Province. In addition, the parties will construct and develop an alumina refinery and an aluminum smelter in Laos.
COMPANHIA BRASILERIA DE METALURGIA E MINERAÇÃO (CBMM)	Representation of a consortium comprised of Japan's JFE Steel Corporation (JFE), Japan Oil, Gas and Metals National Corporation (JOGMEC), Nippon Steel Corporation (NSC) and Sojitz Corporation (Sojitz) and Korea's National Pension Service (NPS) and POSCO in the acquisition of a 15% stake in Companhia Brasileria de Metalurgia e Mineração (CBMM) for $1.95 billion. JFE, NSC and POSCO are three of the world's largest steel producers, JOGMEC is a Japanese independent administrative corporation, NPS is a Korean pension fund and Sojitz is a leading Japanese trading company. Established in 1955, CBMM is the most comprehensive supplier of niobium products in the world. Element atomic number 41, niobium is indispensable in the production of high-grade steel products due to its strengthening properties. Steel products using niobium include pipelines, automobiles, construction steel, spacecraft engines and other cutting edge machinery. CBMM owns a niobium mine, a refinery and metallurgical production facilities in the Araxá area of Minas Gerais State, Brazil. In addition to the share purchase, Simpson Thacher is also representing JFE, NSC, POSCO and Sojitz with respect to a long-term niobium supply agreement with CBMM.

Mergers and Acquisitions

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
COMPAÑÍA DE PETRÓLEOS DE CHILE COPEC, S.A.	Representation of Compañía de Petróleos de Chile Copec, S.A. in connection with the acquisition of a controlling stake in Organización Terpel S.A., in a multi-step transaction. In the first step, Copec acquired approximately 47% of Proenergía Internacional S.A., which holds approximately 53% of Sociedad de Inversiones en Energía, S.A. which in turn owns 89% of Terpel. Copec paid US$240 million for the acquisition of the 47% stake in Proenergía. Second, Copec launched a tender offer for all of the outstanding shares of Proenergía, increasing its stake in Proenergia to 56.148%. Third, after completion of the tender offer for Proenergía's shares, Copec launched another tender offer to acquire the shares of SIE held by shareholders other than Proenergía. Since the first tender offer was unsuccessful, Copec launched a second tender offer. As a result of the second tender offer for SIE shares, Copec increased its stake in SIE, indirectly through Proenergia, to 52.786% of the outstanding shares of SIE. Copec distributes fuel, LPG (liquefied petroleum gas) and lubricants, and, is Chile's leading publicly traded company in terms of market value. Terpel is Colombia's leading fuel distributor.
DRUMMOND INTERNATIONAL, LLC	Representation of Drummond Company, Inc. and its affiliates (Drummond) in connection with the creation of its joint venture with ITOCHU Corporation. Drummond agreed to contribute its Colombian mining operations and related transportation infrastructure to Drummond International, LLC, a newly-formed entity, and Drummond International agreed to issue equity interests representing 20% of its outstanding equity to a wholly-owned subsidiary of ITOCHU in exchange for approximately $1.5235 billion, subject to certain purchase price adjustments. Following consummation of the transaction, Drummond will own 80% of the outstanding equity interests in Drummond International and ITOCHU will own the remainder. Drummond is principally engaged in the business of mining, purchasing, processing and selling coal, with significant operations in both Colombia and the United States and has significant coke and real estate operations. ITOCHU is a Japanese company which engages in domestic trading, import/export and overseas trading of various products as well as business investments in Japan and overseas.

Mergers and Acquisitions

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
DUNCAN ENERGY PARTNERS L.P.	Representation of Morgan Stanley, financial advisor to the Audit, Conflicts and Governance Committee of the general partner of Duncan Energy Partners L.P. (DEP) in connection with the $3.3 billion merger of DEP with a subsidiary of Enterprise Products Partners L.P. (EPD) pursuant to a unit-for-unit exchange. The exchange ratio represented a premium to the public shareholders of DEP of approximately 35% based on the closing price of DEP common units on February 22, 2011, the last trading day before EPD announced its initial proposal to acquire all of the common units of DEP owned by the public. Duncan Energy Partners L.P. is a publicly traded partnership that provides midstream energy services, including gathering, transportation, marketing and storage of natural gas, in addition to NGL fractionation (or separation), transportation and storage and petrochemical transportation and storage. Duncan Energy Partners owns interests in assets located primarily in Texas and Louisiana.
EMPRESAS PÚBLICAS DE MEDELLÍN, E.S.P.	Representation of Empresas Públicas de Medellín, E.S.P. (EPM) in the acquisition of 51% of Elektra Noreste, S.A. (ENSA) and 86.41% of Distribuidora de Electricidad Del Sur, S.A. (DelSur). ENSA is the second largest distributor of electricity in Panama. DelSur is the second largest company in the business of energy transformation, distribution and commercialization in El Salvador. EPM is a government-owned company, Colombia's largest public utility services company based on revenues and the second largest based on total assets. EPM was part of a consortium of buyers led by Spanish Iberdrola S.A., the world's biggest clean-energy producer. In the aggregate the consortium has agreed to acquire 80% of AEI's assets in Latin America for $4.8 billion.

Mergers and Acquisitions

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
EXELON CORPORATION	Representation of Barclay's Capital Inc., financial advisor to Exelon Corporation in connection with the $52 billion combination of Exelon with Constellation Energy in a stock-for-stock transaction. Exelon Corporation is one of the nation's largest electric utilities with one of the industry's largest portfolios of electricity generation capacity. The three utilities within Exelon – BGE, ComEd and PECO – remain headquartered in Baltimore, Chicago and Philadelphia, respectively. Exelon will have a coast-to-coast presence with operations and business activities in 47 states, the District of Columbia, and Canada. The company also has one of the nation's largest and cleanest power generation fleets, with approximately 35,000 megawatts of owned power generation, including more than 19,000 megawatts of nuclear power.
FIRST RESERVE ENERGY INFRASTRUCTURE FUND	Representation of First Reserve Corporation in connection with its acquisition from affiliates of ArcLight Capital Partners of an approximately 1 GW portfolio of generation assets consisting of Hobbs, a 604 MW natural gas-fired power plant in New Mexico; Borger, a 230 MW gas-fired plant in Texas; Waterside, a 72 MW oil-fired plant in Connecticut; and a controlling stake in Crockett, a natural gas-fired plant in California.
GEOSOUTHERN EAGLE FORD DEVELOPMENT, LLC	Representation of Blackstone GS Capital Partners V L.P. in connection with its investment in equity securities of GeoSouthern Eagle Ford Development, LLC, a shale drilling venture.

Mergers and Acquisitions

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
GRUPO T-SOLAR GLOBAL, S.A.	Representation of MEAG, the asset management arm of Munich Re, and Kohlberg Kravis Roberts & Co. L.P. in connection with the acquisition from Grupo T-Solar Global, S.A. (GTS), a leading European solar photovoltaic power generator, of a 49% interest in a portfolio of 42 existing solar photovoltaic plants located in Spain and Italy with an aggregate installed capacity of 168 MW and a generation capacity of over 250 GWh per year of clean energy. MEAG and KKR also have the option to acquire new, fully operational solar photovoltaic plants developed by GTS. Munich Re is one of the world's largest reinsurance companies.
HILCORP RESOURCES	Representation of Kohlberg Kravis Roberts & Co. L.P. in connection with Marathon Oil Corporation's agreement to acquire Hilcorp Resources, LLC, a subsidiary of Hilcorp Resources Holdings, LP, in a transaction valued at $3.5 billion. Hilcorp Resources Holdings, LP, is a joint venture among affiliates of Hilcorp Energy Company and KKR, created to own and develop Hilcorp's oil and gas properties located in the Eagle Ford Shale trend of South Texas. Eagle Ford shale is an unconventional oil and gas development basin located in an approximately two hundred mile long area in South Central Texas, southeast of San Antonio. Hilcorp Energy Company is one of the largest privately-held independent oil and natural gas exploration and production companies in the United States. Headquartered in Houston, TX, Hilcorp has approximately 700 employees and 9 operating areas including the Gulf Coast region, the Gulf of Mexico, and the Rockies.

Mergers and Acquisitions

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
HRT PARTICIPAÇÕES EM PETRÓLEO S.A.	Representation of HRT Participações em Petróleo S.A. (HRT) in connection with its acquisition of all of the outstanding common shares of UNX Energy Corp. (UNX). The transaction represents a total enterprise value of approximately CAD$729.8 million (approximately US$746.8 million) for UNX. UNX is now a wholly-owned subsidiary of HRT. HRT is an independent Brazilian oil and natural gas exploration and production company with over two billion barrels of oil equivalent (BOE) of prospective and contingent resources in exploration blocks in onshore basins in Brazil and offshore basins in Namibia. UNX is an independent Canadian oil and natural gas exploration and production company with prospective oil and natural gas concessions in offshore basins in Namibia. As a result of the transaction, HRT increases its holdings in oil and natural gas exploration blocks in the Namibian offshore and becomes the largest private sector leaseholder in offshore Namibia.
ITC HOLDINGS CORP.	Representation of independent electric transmission company ITC Holdings Corp. in its agreement to acquire the electric transmission business of Entergy Corporation, an integrated utility, in an all-stock, Reverse Morris Trust transaction, resulting in Entergy shareholders holding 50.1% of the combined company and existing ITC shareholders owning the remaining 49.9%. In connection with the transaction, Entergy will issue nearly $1.78 billion in new debt, which will be assumed by ITC in the merger. Prior to the merger, ITC plans to undertake a $700 million recapitalization, currently expected to be in the form of a one-time special dividend. Following the completion of the transaction, ITC will become one of the largest electric transmission companies in the U.S., with an expected rate base of approximately $7.1 billion by year-end 2013 and over 30,000 miles of transmission lines, spanning from the Great Lakes to the Gulf Coast. (Pending)

Mergers and Acquisitions

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
JA SOLAR HOLDINGS CO. LTD.	Representation of Goldman Sachs (Asia) L.L.C. as financial advisor to JA Solar Holdings Co., Ltd. in connection with the $180 million acquisition of Silver Age Holdings Limited, a British Virgin Islands company that owns 100% of Solar Silicon Valley Electronic Science and Technology Co., Ltd., a leading producer of mono-crystalline solar wafers based in China.
KEENAN DEVELOPMENT OF WASHINGTON, LLC AND FORT DETRICK COGEN PARTNERS, LLC	Representation of First Reserve Corporation in connection with the acquisition of Keenan Development of Washington, LLC and Fort Detrick Cogen Partners, LLC. The companies operate a central utility plant that provides steam, chilled water, power conditioning services and emergency power at the National Interagency Biodefense Campus at Fort Detrick in Fredrick, Maryland.
KLÖCKNER & CO SE	Representation of Klöckner & Co SE in its $920 million acquisition of Macsteel Service Centers USA, Inc. from Macsteel Global B.V. Klöckner & Co is one of the largest producers and independent distributors of steel and metal products in the European and North American markets. Macsteel Services USA is a leading processor and distributor of steel and aluminum products in North America, Hawaii, Puerto Rico and Mexico.
MILFORD POWER	Representation of Energy Capital Partners and its subsidiary EquiPower Resources Holdings LLC, in connection with the acquisition of Milford Power Company, LLC and Milford Holdings Corporation (together, Milford Power) from Milford Holdings, LLC. Milford Power owns a 548 MW combined cycle gas turbine power plant commissioned in 2004 and located in Milford, CT.
ODEBRECHT OIL AND GAS	Representation of Gávea Investimentos in connection with its investment in Odebrecht Oil and Gas, a Brazilian oil services company. Gavea Investimentos is an independent asset management company, based in Brazil and controlled by JPMorgan's Highbridge Capital Management.

Mergers and Acquisitions

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
PETROHAWK ENERGY CORPORATION	Representation of Petrohawk Energy Corporation in connection with its acquisition by BHP Billiton in a transaction valued at approximately $15.1 billion. Petrohawk Energy Corporation is an independent oil and natural gas company and a leader in the exploration and development of shale plays in the United States. Its operations are concentrated primarily in three core areas: the Haynesville/Lower Bossier Shales of Northwest Texas, the Eagle Ford Shale of South Texas and various Permian Basin Shales in West Texas.
PPL CORPORATION	Representation of PPL Corporation and its UK subsidiaries in their acquisition of the Central Networks electricity distribution business from E.ON UK plc. PPL, through its U.K. subsidiaries, acquired Central Networks for approximately £4.1 billion ($6.6 billion) in cash with £500 million ($800 million) of existing public debt to remain outstanding after completion of the transaction. In addition, the firm assisted PPL in connection with arranging a committed bridge facility in the approximate amount of $5.8 billion from Bank of America Merrill Lynch and Credit Suisse to be used as a temporary financing facility pending the execution of permanent financing. PPL financed the transaction through a combination of the proceeds of security issuances in the US and debt issuances in the UK. This challenging UK transaction, funded by a financing facility arranged in the US, was led by the firm's London office. Central Networks' regulated distribution operations, which serve 5 million customers in the Midlands area of England, are conducted through Central Networks East and Central Networks West. PPL, a global energy holding company headquartered in Allentown, PA, currently owns Western Power Distribution, which provides regulated distribution services to 2.6 million customers in England and Wales through WPD (South West) and WPD (South Wales). As a result of the acquisition, PPL owns and operates the largest network of electricity delivery companies in the United Kingdom in terms of regulated asset value, at a combined £4.9 billion ($7.8 billion).

Mergers and Acquisitions

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
QUICKSILVER RESOURCES CANADA INC.	Representation of Kohlberg Kravis Roberts & Co. L.P., together with its affiliates, in connection with its investment in a joint venture with Quicksilver Resources Canada Inc., a wholly-owned subsidiary of Quicksilver Resources Inc. (together with Quicksilver Resources Canada Inc., "Quicksilver"). Quicksilver is a natural gas and crude oil exploration and production company engaged in the development and acquisition of long-lived natural gas and oil reserves in North America. The joint venture will accelerate development of a natural gas-processing and transportation project in Horn River Basin, Canada. Under the terms of the transaction, Quicksilver contributed its existing 20-mile gathering line and compression facilities and 10-year contracts for gas deliveries into those facilities to create the partnership, and KKR invested $125 million in exchange for a 50% interest in the partnership. KKR's initial $125 contribution will fund the build-out of processing and gas gathering assets. Quicksilver will serve as the operator of the partnership.
RBS SEMPRA COMMODITIES LLP	Representation of The Royal Bank of Scotland plc (RBS) in connection with the sale of certain information technology and intellectual property assets of RBS Sempra Commodities LLP (and The Royal Bank of Scotland plc, solely with respect to the sale of Transferred IT Assets sold and licensed by The Royal Bank of Scotland plc.) to Société Générale Energie (USA) Corp.
SABA INFRAESTRUCTURAS, S.A.	Representation of Kohlberg Kravis Roberts & Co. L.P. in connection with its equity investment in Saba Infraestructuras, S.A., a leading parking and logistics company. Saba Infraestructuras, S.A. manages 195 car parks across 80 cities and towns in Spain, Italy, Chile, Portugal, France and Andorra, and operates a network of 10 logistic parks across Spain. The investment represents KKR's third significant European infrastructure investment.

Mergers and Acquisitions

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
SAMSON INVESTMENT COMPANY	Representation of Kohlberg Kravis Roberts & Co. L.P. in connection with the $7.2 billion acquisition of Samson Investment Company by a consortium of Kohlberg Kravis Roberts & Co. L.P., Natural Gas Partners, Crestview Partners and ITOCHU Corporation. Samson Investment Company is a privately-held independent exploration and production company. Samson owns interests in over 10,000 wells of which it operates over 4,000 wells in the United States, with key positions in oil and liquids-rich plays such as the Bakken, Powder River, Green River, Granite Wash, Cana Woodford and Cotton Valley as well as in the Haynesville and Bossier gas shales. Operations are focused in some of the most important onshore basins and in the deep waters of the Gulf of Mexico. Upon completion of the sale, the company will be renamed Samson Resources.
SAXON ENERGY SERVICES	Representation of the holding company of Saxon Energy Services in connection with its acquisition of Schlumberger Limited's Rig Management Group. As a result of the transaction, Saxon will continue to be owned by Schlumberger, affiliates of First Reserve Corporation, and Saxon management. Under the terms of the transaction, fourteen Schlumberger land drilling rigs and crews in Oman, Pakistan, and Venezuela will become part of Saxon's expanded international operations, and Saxon will provide technical drilling contracting support to existing Schlumberger joint ventures and operations in Saudi Arabia, Algeria, Iraq, and Venezuela (Lake Maracaibo). Saxon will own and operate ninety-five drilling and work-over rigs.

Mergers and Acquisitions

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
SORGENIA S.p.A.	Representation of Kohlberg Kravis Roberts & Co. L.P. (KKR) in connection with its $379 million (€260 million) joint venture with Sorgenia S.p.A. KKR (together with its affiliates) and Sorgenia S.p.A. one of the largest energy companies in Europe, have agreed to form a partnership for the production of wind energy in France. The assets in the joint venture will comprise wind parks already built by Sorgenia in France with an aggregate installed capacity of approximately 250 MW. KKR and Sorgenia will have an equal share in the joint venture and Sorgenia will manage the operations. The partnership represents KKR's first European investment in renewable energy.
SUNTAP ENERGY RE LLC	Representation of Kohlberg Kravis Roberts & Co. L.P., together with its affiliates, in connection with its acquisition of four solar photovoltaic facilities serving the Sacramento Municipal Utility District in California from Recurrent Energy. The portfolio of projects is financed with a combination of debt and equity, which includes a significant equity investment from Google, in addition to equity from SunTap Energy RE LLC (SunTap), a new venture formed by KKR to invest in solar projects in the United States. SunTap is KKR's third renewable energy investment in 2011 and its first renewable investment in the United States. Recurrent Energy is a leading solar project developer marketing clean power to utilities and large energy users.
TEXAS CRUDE ENERGY	Representation of Kohlberg Kravis Roberts & Co. L.P. in connection with Marathon Oil Corporation's agreement to acquire the assets of Texas Crude Energy owned by a portfolio company of Kohlberg Kravis Roberts & Co. L.P., in a transaction valued at $640 million. Eagle Ford Shale trend of South Texas is an unconventional oil and gas development basin located in an approximately two hundred mile long area in South Central Texas, southeast of San Antonio.

Mergers and Acquisitions

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
TYCO INTERNATIONAL LTD.	Representation of Tyco International Ltd. in its acquisition of a 75% stake in KEF Holdings Ltd. for approximately $300 million. Tyco International Ltd. is a diversified, global company and a leading provider of security products and services, fire protection and detection products and services, valves and controls, and other industrial products. Based in the United Arab Emirates, KEF is a fully integrated valve manufacturer and one of the world's leading providers of steel castings to the oil and gas, chemical, mining and power industries.

Funds

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
FIRST RESERVE	Representation of First Reserve Management, L.P. in the establishment of the $1.2 billion First Reserve Energy Infrastructure Fund, L.P. (FREIF). FREIF has been formed to invest primarily in a diversified portfolio of attractive, negotiated investments in energy-related infrastructure businesses.

Capital Markets

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
ANTERO RESOURCES	Representation of J.P. Morgan, as representative of the several initial purchasers, in connection with Antero Resources Finance Corporation's $400 million offering of 7.250% Senior Notes due 2019. The offering of notes was made to qualified institutional buyers in reliance on Rule 144A and Regulation S under the Securities Act. 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.
ARCH COAL, INC.	Representation of Arch Coal, Inc. (Arch) in connection with its $1.3 billion public offering of 48.0 million shares of common stock and its Rule 144A offering of $2.0 billion of senior notes, consisting of $1.0 billion of 7.000% senior notes due 2019 and $1.0 billion of 7.250% senior notes due 2021. Arch Coal, already one of the world's largest private sector producers of steam and metallurgical coal, used the net proceeds of both the common stock offering and the senior notes offering to finance a portion of its $3.4 billion acquisition of International Coal Group, Inc. (ICG). ICG is now a wholly owned subsidiary of Arch. Arch is, on a pro forma basis, the second largest U.S. metallurgical coal producer based on 2010 production and 2011 production guidance and a top 10 global metallurgical coal producer based on 2010 production.

Capital Markets

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
BRASKEM S.A.	Representation of Citigroup Global Markets Inc., Deutsche Bank Securities Inc. and Santander Investment Securities Inc., as initial purchasers, in connection with a US$750 million debt offering by Braskem S.A., a Brazilian corporation. Braskem Finance Limited, a Cayman Islands finance subsidiary, issued 5.75% Notes due 2021, which were guaranteed by Braskem. The offering was conducted in reliance upon Rule 144A and Regulation S. The Firm also represented Citigroup Global Markets Inc., Deutsche Bank Securities Inc. and Santander Investment Securities Inc., as dealer managers and solicitation agents, in concurrent cash tender offers and consent solicitations with respect to three series of outstanding debt securities issued by Braskem Finance and Braskem. The tender offers resulted in the purchase of approximately US$166 million principal amount (or 66%) of 11.75% Notes due 2014, approximately US$85 million principal amount (or 57%) of 9.375% Notes due 2015 and approximately US$144 million principal amount (or 53%) of 8.00% Notes due 2017. Braskem is the leading petrochemical company in Latin America and the third largest Brazilian-owned private sector industrial company.
CHINA STEEL CORPORATION	Representation of Credit Suisse Securities (Hong Kong) Limited and J.P. Morgan Securities Ltd., as initial purchasers, in connection with the US$751.1 million international offering of global depositary shares by China Steel Corporation, which was the largest equity offering by a Taiwanese company this year to date. China Steel Corporation is the only integrated steel maker and also the largest steel manufacturer in the Republic of China (Taiwan).
CLEAREDGE POWER, INC.	Representation of Goldman, Sachs & Co. in connection with a private placement by ClearEdge Power, Inc. of $50 million of 693,313 Series E Preferred Stock. ClearEdge Power designs, manufactures and sells a suite of continuous onsite power systems that use fuel cell technology to efficiently deliver predictable, clean and cost-effective power, which enables customers to increase independence from the power grid, save money and reduce green house gas emissions.

Capital Markets

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
COMISIÓN FEDERAL DE ELECTRICIDAD OF MEXICO	Representation of BofA Merrill Lynch, Deutsche Bank Securities and Goldman, Sachs & Co., as initial purchasers, in connection with an offering of $1 billion of 4.875% Notes due 2021 issued by Comisión Federal de Electricidad (Federal Electricity Commission) of Mexico, which is known as CFE. The offering was conducted in reliance upon Rule 144A and Regulation S under the U.S. Securities Act of 1933 and constituted CFE's inaugural securities offering in the broader international capital markets. CFE is the national electricity company of Mexico and is 100% owned by the Mexican government. CFE has the exclusive right to transmit and distribute electricity in Mexico, and it generates most of the electricity consumed in Mexico. As of March 31, 2011, CFE provided electricity to 34.2 million customer accounts, which represents an estimated 97.8% of the Mexican population.
CONCHO RESOURCES INC.	Representation of J.P. Morgan, BofA Merrill Lynch and Wells Fargo Securities, as lead underwriters on a $600 million debt offering of 5.5% Senior Notes due 2022 by Concho Resources Inc. 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. (2012)
CONCHO RESOURCES INC.	Representation of the underwriters in connection with Concho Resources Inc.'s $600 million high yield debt offering of 6.5% Senior Notes. BofA Merrill Lynch, J.P. Morgan and Wells Fargo Securities were the joint book-running managers. 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.

Capital Markets

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
DENBURY RESOURCES INC.	Representation of the underwriters, led by Merrill Lynch, Pierce, Fenner & Smith Incorporated, in connection with the registered public offering by Denbury Resources Inc. (Denbury) of $400 million aggregate principal amount of its 6.375% Senior Subordinated Notes due 2021. Denbury is an independent oil and natural gas company based in Plano, Texas. Denbury designs, installs, tests, operates, and maintains pipelines.
DRESSER-RAND GROUP, INC.	Representation of UBS Securities LLC, Goldman, Sachs & Co. and the other initial purchasers in connection with Dresser-Rand Group, Inc.'s $375 million high yield offering of 6.50% Senior Subordinated Notes due 2021. Dresser-Rand is among the largest global suppliers of custom-engineered rotating equipment solutions for long-life, critical applications in the oil, gas, chemical, petrochemical, process, power, military and other industries worldwide. Dresser-Rand operates globally with manufacturing facilities in the United States, France, United Kingdom, Germany, Norway, India, and China, and has over 60 sales offices and 39 service and 12 manufacturing locations worldwide, with established coverage in over 140 countries.
EQT CORPORATION	Representation of the underwriters, led by Barclays Capital Inc., Deutsche Bank Securities Inc. and J.P. Morgan Securities LLC, in an offering by EQT Corporation of $750 million principal amount of 4.875% Senior Notes due 2021. EQT Corporation is an integrated energy company with emphasis on Appalachian area natural gas production, gathering, transmission and distribution. Simpson Thacher serves as designated underwriters' counsel for EQT Corporation.

Capital Markets

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
FMG RESOURCES (AUGUST 2006) PTY LTD	Representation of the initial purchasers, led by J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc. and RBS Securities Inc., in the sale of an aggregate principal amount of $1.5 billion 8.25% high yield Senior Notes due 2019 of FMG Resources (August 2006) Pty Ltd, an Australian corporation (FMG), and a direct wholly-owned subsidiary of Fortescue Metals Group Ltd (Fortescue), pursuant to Rule 144A and Regulation S. The notes are guaranteed by certain of Fortescue's direct and indirect subsidiaries. FMG intends to use the net proceeds from the offering to expand its existing operations in the Chichester Hub, develop the Solomon Hub and build out its rail and port transportation infrastructure, and for general corporate purposes. Fortescue is engaged in the exploration, development, production and export of iron ore in the Pilbara region of Western Australia.
HALLIBURTON COMPANY	Representation of the underwriters, led by Citigroup, Deutsche Bank Securities, HSBC, RBS, Credit Suisse and Morgan Stanley, as joint book-running managers, in connection with an offering by Halliburton Company of $500 million aggregate principal amount of 3.25% Senior Notes due 2021 and $500 million aggregate principal amount of 4.50% Senior Notes due 2041. 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.

Capital Markets

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
ITC HOLDINGS CORP.	Representation of ITC Holdings Corp. (ITC) in establishing an at-the-market public offering program. Under the program, ITC may issue and sell, from time to time, up to of $250 million of its common stock. Deutsche Bank Securities Inc. will serve as the sales agent under the program. ITC invests in the electricity transmission grid to improve electric reliability, improve access to markets and lower the overall cost of delivered energy. ITC is a leading independent electricity transmission company in the U.S.
KOREA GAS CORPORATION (KOGAS)	Representation of Barclays, RBS and UBS in connection with Korea Gas Corporation's Reg S CHF 250 million of 2.000% Notes due 2016 and CHF 100 million of 2.875% Notes due 2019 under the $3 billion Global MTN Program. Korea Gas Corporation (KOGAS) is a public natural gas company, established in 1983 and controlled by the Korean Government. KOGAS is listed on the Korea Exchange and is the largest LNG importer in the world. KOGAS operates three LNG regasification terminals and over 2,700 km of natural gas pipelines in South Korea.
KOREA GAS CORPORATION (KOGAS)	Representation of BofA Merrill Lynch, HSBC, Scotia Capital and RBC in connection with Korea Gas Corporation's Reg S C$300 million of 4.580% Senior Notes due 2016 under the $3 billion Global MTN Program.
KOSMOS ENERGY LTD.	Representation of affiliates of The Blackstone Group L.P. in connection with the approximately $594 million initial public offering of Kosmos Energy Ltd. (the successor, after a corporate reorganization, to Kosmos Energy Holdings), a portfolio company of The Blackstone Group L.P. and Warburg Pincus LLC. The offering of 33,000,000 common shares does not include the underwriters' option to purchase 4,950,000 additional shares. Kosmos is an international oil and gas exploration and production company with major oil discoveries offshore West Africa including the giant Jubilee Field in offshore Ghana.

Capital Markets

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
LONE PINE RESOURCES INC.	Representation of the underwriters, led by J.P. Morgan Securities LLC, Credit Suisse Securities (USA) LLC and TD Securities (USA) LLC in connection with the underwriting of the $195 million initial public offering of 15,000,000 shares common stock by Lone Pine Resources Inc. (Lone Pine), a wholly-owned subsidiary of Forest Oil Corporation (Forest) in both the U.S. and in each of the provinces of Canada other than Quebec. After giving effect to the IPO, Forest owns 82.3% of the outstanding shares of Lone Pine's common stock. Lone Pine is an independent oil and gas exploration, development, and production company. Lone Pine's principal reserves, producing properties, and exploration prospects are located in Canada in the provinces of Alberta, British Columbia, and Quebec and the Northwest Territories. Forest is an independent oil and gas company, primarily engaged in the acquisition, exploration, development, and production of oil, natural gas and natural gas liquids in North America.
MEG ENERGY CORP.	Representation of Barclays Capital, Credit Suisse, BMO Capital Markets, Morgan Stanley, CIBC, HSBC and RBC Capital Markets as initial purchasers in connection with the Rule 144A and Regulation S high yield offering by MEG Energy Corp. (MEG) of $750 million aggregate principal amount of 6.50% Senior Notes due 2021. The Firm also represented the lenders in connection with MEG's amended and restated credit facility with Bank of Montreal, as revolving administrative agent, and Barclays Bank PLC, as administrative agent and as collateral agent, in an aggregate amount of $1,500 million, comprising (i) a $1,000 million term loan facility and (ii) a $500 million senior secured revolving credit facility. MEG is an oil sands company focused on *in situ* oil sands development and production in Alberta, Canada.

Capital Markets

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
MIDWEST VANADIUM PTY LTD	Representation of J.P. Morgan Securities LLC as sole initial purchaser in connection with the Rule 144A and Regulation S $335 million offering of 11.50% Senior Secured Notes due 2018 by Midwest Vanadium Pty Ltd (MVPL). MVPL is an indirect, wholly owned subsidiary of Atlantic LTD. The proceeds from the offering will be used, among other things, to complete construction and commissioning of MVPL's Windimurra open pit vanadium mine and related ore processing facilities in Western Australia. The Windimurra project contains one of the world's largest known reserves of vanadium, which is an important component in the production of high strength steel and titanium alloys.
MIRABELA NICKEL LTD.	Representation of J.P. Morgan Securities LLC and Barclays Capital Inc. as initial purchasers in connection with the $395 million high yield offering of 8.75% Senior Notes due 2018 by Mirabela Nickel Ltd. Mirabela Nickel is a nickel producer, operating one of the world's largest open pit nickel sulphide mine, located in Brazil. The Company is listed on the Australian Securities Exchange (MBN) and the Toronto Stock Exchange (MNB) and is an ASX 200 company.
NEO SOLAR POWER CORPORATION	Representation of Deutsche Bank and UBS in connection with the offering of 20,000,000 Global Depositary Shares of Neo Solar Power Corporation (Neo Solar) for proceeds of approximately $132.4 million pursuant to Rule 144A and Regulation S. Based in Taiwan, Neo Solar is one of the world's leading independent solar cell manufacturers.
PPL CORPORATION	Representation of PPL Corporation in connection with its concurrent offerings of an aggregate of $3.3 billion consisting of 92 million shares of common stock and 19.55 million equity units. PPL, a global energy holding company, headquartered in Allentown, PA, owns or controls nearly 19,000 megawatts of generating capacity in the United States, sells energy in key U.S. markets and delivers electricity to about 10 million customers in the United States and the United Kingdom.

Capital Markets

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
PPL WEM HOLDINGS PLC	Representation of PPL WEM Holdings plc (WEM), a subsidiary of PPL Corp. (PPL), in connection with its $960 million offering of senior notes, consisting of its $460 million offering of 3.9% Senior Notes due 2016 and $500 million offering of 5.375% Senior Notes due 2021. The Firm also represented PPL in connection with the Central Networks acquisition, the Bridge Term Loan Facility and concurrent common stock and equity unit offerings. WEM is a holding company which owns the Central Networks regulated electricity distribution businesses in the United Kingdom. PPL, headquartered in Allentown, PA, owns or controls nearly 19,000 megawatts of generating capacity in the United States, sells energy in key U.S. markets and delivers electricity to about 10 million customers in the United States and the United Kingdom.
PRECISION DRILLING CORPORATION	Representation of Precision Drilling Corporation (Precision) in connection with its $400 million Rule 144A and Regulation S offering of 6.50% Senior Notes due 2021. The deal was upsized from an original amount of $300 million. Precision, based in Calgary, Alberta, is a leading independent North American provider of oil and natural gas drilling and drilling-related services and products.
PUBLIC SERVICE COMPANY OF NEW MEXICO	Representation of J.P. Morgan, Mitsubishi UFJ Securities, Citigroup and Wells Fargo Securities, as underwriters, in connection with $160 million of 5.35% Senior Unsecured Notes due 2021 by the Public Service Company of New Mexico (PNM). PNM is a public utility company primarily engaged in the generation, transmission and distribution of electricity in New Mexico. PNM is a wholly-owned subsidiary of PNM Resources, Inc.

Capital Markets

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
QUADRA FNX MINING LTD.	Representation of the initial purchasers, led by J.P. Morgan Securities LLC, Credit Suisse Securities (USA) LLC and BMO Capital Markets Corp., in connection with Quadra FNX Mining Ltd.'s high yield offering of $500 million of 7.75% Senior Notes due 2019 pursuant to Rule 144A and Regulation S. The notes are guaranteed by certain of Quadra FNX's direct and indirect subsidiaries. Quadra FNX, a British Columbia corporation, is a mid-tier copper mining company, with corporate offices in Vancouver, B.C. and Toronto, Ontario. Quadra FNX produces copper, nickel and precious metals from its operating mines in Nevada, Arizona, Ontario and Chile, and is developing the Sierra Gorda project, a copper-molybdenum mining project in Chile and the Victoria project, a significant polymetallic discovery in Ontario.
SESI, L.L.C., (subsidiary of SUPERIOR ENERGY SERVICES, INC.)	Representation of J.P. Morgan Securities LLC and the other initial purchasers in connection with SESI, L.L.C's $800 million offering of 7.125% Senior Notes due 2021, in connection with the $2.7 billion acquisition of Complete Production Services, Inc. by Superior Energy Services, Inc. The offering was conducted pursuant to Rule 144A and Regulation S. SESI, L.L.C. is a wholly owned subsidiary of Superior Energy Services, Inc., a leading, highly diversified provider of specialized oilfield services and equipment focusing on serving the drilling-related needs of oil and gas companies primarily through its drilling products and services segment, and the production-related needs of oil and gas companies through its subsea and well enhancement, drilling products and services and marine segments. SESI also owns oil and gas properties in the Gulf of Mexico. Complete Production Services is a leading oilfield service provider focused on the completion and production phases of oil and gas wells.
SESI, L.L.C., (subsidiary of SUPERIOR ENERGY SERVICES, INC.)	Representation of J.P. Morgan Securities LLC and the other initial purchasers in connection with SESI, L.L.C's $500 million offering of 6.375% Senior Notes due 2019. The offering was conducted pursuant to Rule 144A and Regulation S.

Capital Markets

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
TERNIUM S.A.	Representation of the underwriters, J.P. Morgan Securities LLC, BofAMerrill Lynch, BTG Pactual, Citi and Morgan Stanley, in connection with Ternium S.A.'s $778.6 million offering of 21,628,728 of American Depositary Shares representing 216,287,280 Ordinary Shares. Ternium S.A. is a producer of flat and long steel, with production facilities located in Argentina, Mexico, Colombia, Guatemala and the United States and is one of the leaders in the Latin American market with integrated processes to manufacture steel products. Its products are used in the construction, home appliances, capital goods, container, food, energy and automotive industries.
TEXAS COMPETITIVE ELECTRIC HOLDINGS COMPANY LLC	Representation of Texas Competitive Electric Holdings Company LLC (TCEH), a subsidiary of Energy Future Holdings Corp. (EFH Corp.)(f/k/a TXU Corp.), in connection with refinancing transactions, including a $1.750 billion Rule 144A/Regulation S offering of 11.5% Senior Secured Notes due 2020. The Firm also represented Energy Future Intermediate Holding Company LLC, a subsidiary of EFH Corp., in an issuance of 11% Senior Secured Second Lien Notes due 2021. TCEH is a Dallas, Texas-based company involved in competitive electricity market activities including electricity generation, wholesale energy sales and purchases, commodity risk management and trading activities and retail electricity sales. KKR, TPG and Goldman Sachs indirectly own approximately 60% of EFH Corp.'s capital stock on a fully-diluted basis.

Capital Markets

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
THOMPSON CREEK METALS COMPANY INC.	Representation of the initial purchasers, led by J.P. Morgan Securities LLC and Deutsche Bank Securities Inc., in a sale of $350 million of 7.375% Senior Notes due 2018 of Thompson Creek Metals Company Inc., a British Columbia corporation, pursuant to Rule 144A and Regulation S. In connection with the issuance of the notes, the Firm represented JPMorgan Chase Bank, N.A., as administrative agent, in amending Thompson Creek's $300 million senior secured revolving credit agreement to permit the issuance of the notes and to make other modifications. Thompson Creek is a North American mining company and is a significant supplier of molybdenum with substantial copper and gold reserves. Molybdenum is an industrial metal used as a ferro-alloy in steels that serve the chemical processing, oil refining, power generation, oil well drilling and petroleum and gas pipeline industries.
XIANGYU DREDGING HOLDINGS LIMITED	Representation of Xiangyu Dredging Holdings Limited in connection with its HK$638 million (approximately US$82 million) initial public offering in Hong Kong and Regulation S offering of 200,000,000 ordinary shares to be subscribed for and traded in Hong Kong dollars ("H shares"). Xiangyu Dredging is the largest privately owned dredging company in China.
XYLEM INC.	Representation of Xylem Inc. in connection with its $600 million offering of 3.550% Senior Notes due 2016 and $600 million offering of 4.875% Senior Notes due 2021. Xylem, a wholly-owned subsidiary of ITT Corporation, which is expected to be spun off from ITT Corporation, is a leader in the design, manufacturing, and application of highly engineered technologies for the water industry with brands, such as Bell & Gossett and Flygt. Xylem is a leading equipment and service provider for water and wastewater applications with a broad portfolio of products and services addressing the full cycle of water, from collection, distribution and use to the return of water to the environment.

Capital Markets

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
YPF SOCIEDAD ANÓNIMA	Representation of Credit Suisse, Deutsche Bank Securities, Goldman, Sachs & Co., Itaú BBA, Morgan Stanley, Raymond James and Santander Investment, as joint bookrunners, in connection with the $1.07 billion public secondary offering of 26,215,000 American Depositary Shares representing ordinary shares of YPF Sociedad Anónima owned by Repsol YPF S.A. YPF Sociedad Anónima is Argentina's leading energy company, operating a fully integrated oil and gas chain with leading market positions across the domestic upstream and downstream segments.

Banking, Acquisition and Project Finance

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
ALTA WIND VI –VIII CALIFORNIA WIND POWER PROJECT OF TERRA-GEN POWER LLC	Representation of the bank group, led by Union Bank, N.A. and Crédit Agricole Corporate and Investment Bank, in a $635.9 million construction and term loan financing for two 150 MW Alta Wind VI and Alta Wind VIII wind power projects being developed by Terra-Gen Power LLC in the Tehachapi area of California.
ANADARKO PETROLEUM CORPORATION	Representation of JPMorgan Chase Bank, N.A. as a lead arranger and administrative agent in connection with an amendment to Anadarko Petroleum Corporation's $5 billion senior secured revolving credit facility. Anadarko is one of the world's leading independent oil and natural gas exploration and production companies.
ARROWHEAD PIPELINE, LP	Representation of Arrowhead Pipeline, LP, a division of the Harvest Pipeline Company, in connection with its $300 million credit facility. Arrowhead Pipeline, LP is an oil pipeline operator which ships crude oil from the Eagle Ford Shale area of the U.S. state of Texas. Eagle Ford Shale is a hydrocarbon producing formation rich in oil and natural gas fields.
BAKER HUGHES INCORPORATED	Representation of JPMorgan Chase Bank, N.A. as a lead arranger and administrative agent in connection with the $2.5 billion credit facility of Baker Hughes Incorporated. Baker Hughes provides reservoir consulting, drilling, formation evaluation, completions, pressure pumping and production products and services to the worldwide oil and gas industry.
BALDWIN WIND, LLC	Representation of the note purchasers in a NextEra-sponsored financing of a wind farm project located in Burleigh County, North Dakota with an aggregate generating capacity of 102.4 MW. The issuer, Baldwin Wind, LLC, an indirect subsidiary of NextEra Energy Resources, LLC, issued $82 million of 6.25% Senior Secured Notes due 2031.

Banking, Acquisition and Project Finance

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
BILL BARRETT CORPORATION	Representation of JPMorgan Chase Bank, N.A. as administrative agent in connection with the first amendment to the $1.75 billion senior secured reserve-based credit facility of Bill Barrett Corporation. Bill Barrett Corporation, headquartered in Denver, Colorado, explores for and develops natural gas and oil in the Rocky Mountain region of the United States.
BLACK STONE MINERALS CO.	Representation of BNP Paribas in connection with the $600 million revolving credit facility for Black Stone Minerals Co. Black Stone Minerals Co is one of the largest private fee mineral and royalty owners in the United States. Black Stone owns or controls interests, either directly or through institutionally-supported partnerships, in more than 40,000 wells and approximately 15.0 million gross fee mineral acres across 41 states in every major producing basin.
BLYTHE ENERGY LLC	Representation of the lenders in connection with a $460 million term, revolving and letter of credit facility to Blythe Energy LLC, an indirect wholly-owned subsidiary of NextEra Energy Resources, LLC , to finance the Project, a 520 M W gas-fired generation facility.
CENTERPOINT ENERGY INC.	Representation of JPMorgan Chase Bank, N.A. as administrative agent in connection with three revolving bank credit facilities totaling $2.45 billion for CenterPoint Energy, Inc. (the parent) and its wholly-owned subsidiaries, CenterPoint Energy Houston Electric, LLC (CEHE) and CenterPoint Energy Resources Corp. (CERC), which replaced their existing revolving credit facilities. CenterPoint Energy, Inc., headquartered in Houston, Texas, is a domestic energy delivery company that includes electric transmission & distribution, natural gas distribution, competitive natural gas sales and services, interstate pipelines and field services operations. The company serves more than five million metered customers primarily in Arkansas, Louisiana, Minnesota, Mississippi, Oklahoma, and Texas.

Banking, Acquisition and Project Finance

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
CIMAREX ENERGY CO.	Representation of JPMorgan Chase Bank, N.A. as administrative agent in connection with the $800 million credit facility of Cimarex Energy Co. Cimarex Energy Co. is a Denver-based independent oil and gas exploration and production company with principal operations in the Mid-Continent, Permian Basin and Gulf Coast areas of the U.S.
COMPAÑÍA DE PETRÓLEOS DE CHILE COPEC S.A.	Representation of Compañía de Petróleos de Chile Copec S.A. (Copec) as borrower in connection with its US$340 million credit agreement. Copec, a fuel distributor, is Chile's largest publicly traded company in terms of market value.
COOK INLET NATURAL GAS STORAGE ALASKA, LLC (CINGSA)	Representation of the Royal Bank of Canada, as administrative agent and collateral agent in connection with the $90 million secured construction and term credit facility for the Cook Inlet Natural Gas Storage Alaska, LLC (CINGSA). CINGSA is a Kenai Peninsula natural gas storage facility located in Alaska's Cook Inlet region. The proposed facility will allow gas to be injected into underground storage facilities during times of lower demand and withdrawn for use at times of higher demand. The CINGSA storage facility, with an initial capacity of approximately 11 Bcf and the capability of delivering up to 150 MMcf/day on peak winter days will contribute significantly to a comprehensive solution to the challenges faced by Cook Inlet utilities. CINGSA is a subsidiary of SEMCO Energy, Inc.
CRESTWOOD MIDSTREAM PARTNERS LP	Representation of Crestwood Midstream Partners LP in connection with its $500 million revolving credit facility. Crestwood Midstream Partners is a leader in natural gas gathering, processing and treating services for natural gas and natural gas liquids produced from the Barnett Shale in North Texas, the Fayetteville Shale in Northwest Arkansas, the Granite Wash area in the Texas Panhandle and the Avalon Shale area of Southeastern New Mexico. Crestwood's general partner is owned and managed by Crestwood Holdings Partners, LLC, a partnership between First Reserve Corporation and the Crestwood management team.

Banking, Acquisition and Project Finance

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
DOMINION RESOURCES INC.	Representation of the JPMorgan Chase Bank, N.A in connection with the $3.5 billion revolving credit facility for Dominion Resources Inc. and Virginia Electric and Power Company. Dominion is one of the nation's largest producers and transporters of energy, with a portfolio of approximately 28,200 megawatts of generation, 11,000 miles of natural gas transmission, gathering and storage pipeline and 6,300 miles of electric transmission lines. Dominion Resources Inc. is a power and energy company headquartered in Richmond, Virginia that supplies electricity in parts of Virginia and North Carolina and supplies natural gas to parts of West Virginia, Ohio, Pennsylvania, and eastern North Carolina.
DRUMMOND COMPANY, INC.	Representation of Drummond Company, Inc. in connection with various financing matters.
DUNE ENERGY	Representation of the Bank of Montreal in connection with the $200 million credit facility for Dune Energy in connection with its consensual out of bankruptcy recapitalization. Dune Energy, Inc. is an independent oil and gas exploration and development company, with operations focused along the Louisiana/Texas Gulf Coast.

Banking, Acquisition and Project Finance

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
ENERGY TRANSFER EQUITY LP	Representation of Credit Suisse Securities (USA) LLC in connection with $3.7 billion bridge financing for the $9.4 billion acquisition of Southern Union Company by Energy Transfer Equity (ETE) and Energy Transfer Partners, L.P. (ETP). The acquisition includes $5.7 billion in Cash and ETE Common Units. Southern Union Company, headquartered in Houston, is a diversified natural gas company, engaged primarily in the transportation, storage, gathering, processing and distribution of natural gas. The company, which will operate as a wholly-owned subsidiary of ETE, owns and operates one of the nation's largest natural gas pipeline systems with more than 20,000 miles of gathering and transportation pipelines and one of North America's largest liquefied natural gas import terminals, along with serving more than half a million natural gas end-user customers in Missouri and Massachusetts. ETP is a publicly traded partnership owning and operating a diversified portfolio of energy assets. ETP has pipeline operations in Arizona, Arkansas, Colorado, Louisiana, New Mexico, Utah and West Virginia and owns the largest intrastate pipeline system in Texas. ETP currently has natural gas operations that include more than 17,500 miles of gathering and transportation pipelines, treating and processing assets, and three storage facilities located in Texas.
EOG RESOURCES, INC.	Representation of JPMorgan Chase Bank, N.A. as administrative agent in connection with the $3 billion revolving credit facility of EOG Resources, Inc. EOG Resources, Inc. is a leading independent (non- integrated) oil and natural gas company with proven reserves in the United States, Canada, Trinidad, the United Kingdom and China.
FOREST OIL CORPORATION	Representation of Forest Oil Corporation in connection with its $1.5 billion Five-year Senior Secured Revolving credit facility. Forest Oil is an independent oil and gas company engaged in the acquisition, exploration, development and production of natural gas and liquids primarily in North America.

Banking, Acquisition and Project Finance

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
GEOSOUTHERN ENERGY CORP.	Representation of the GeoSouthern Energy Corp. in connection with a $250 million credit facility. GeoSouthern Energy Corp. produces oil and gas and has substantial acreage positions in Gonzales and Lavaca counties in Texas. It specializes in production of Austin Chalk and Eagle Ford unconventional formations.
ITC HOLDINGS	Representation of ITC Holdings Corp. and its subsidiaries International Transmission Company, Michigan Electric Transmission Company, LLC, ITC Midwest, LLC and ITC Great Plains, LLC in connection with the refinancing of their revolving credit agreements (arranged by JPMorgan) in an aggregate amount of $625 million. ITC Holdings is the largest independent electricity transmission company in the United States. Through its subsidiaries, International Transmission Company, Michigan Electric Transmission Company, LLC, ITC Midwest, LLC and ITC Great Plains, LLC, ITC Holdings Corp. operates regulated, high-voltage transmission systems in Michigan's Lower Peninsula and portions of Iowa, Minnesota, Illinois and Missouri.
KINDER MORGAN, INC.	Representation of Kinder Morgan, Inc. in connection with over $13 billion of committed debt facilities related to its $38 billion acquisition of El Paso Corporation and on-going working capital needs of the combined companies. The transaction will create the largest natural gas pipeline network in North America and the fourth largest energy company in North America.

Banking, Acquisition and Project Finance

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
LINC GULF COAST PETROLEUM, INC.	Representation of BNP Paribas as administrative agent in connection with $300 million of reserve-based acquisition financing related to Linc Gulf Coast Petroleum, Inc.'s purchase of oil and gas assets from ERG Resources L.L.C. (ERG). The 13 oil fields and production facilities purchased from ERG are located in Texas and Louisiana and are within the Gulf Coast Onshore and Inland Waters Regions. The purchase includes all related infrastructure such as pipelines, tank batteries and processing facilities. Linc Gulf Coast Petroleum, Inc. is a wholly owned subsidiary of Linc Energy Ltd., a diversified energy company and a leader in Underground Coal Gasification (UCG) and Gas to Liquids (GTL) processes. Linc Energy can also apply its UCG processes to Enhanced Oil Recovery to extract 'stranded' oil from near-depleted reservoirs.
LINN ENERGY LLC	Representation of BNP Paribas in connection with the $1.5 billion senior secured reserve-based revolving credit facility for Linn Energy LLC, having mortgaged properties in multiple jurisdictions. Linn Energy is a leading U.S. independent oil and natural gas master limited partnership, with approximately 4.2 Tcfe of proved reserves (pro forma for announced 2012 acquisitions) in producing U.S. basins as of Dec. 31, 2011.
LONE STAR TRANSMISSION, LLC	Representation of the lenders in connection with the $386 million secured construction and term credit facility for Lone Star Transmission, LLC. Lone Star is constructing a 329 mile transmission line as part of the Texas Competitive Renewable Energy Zones project. The proposed transmission line will allow wind power to be transmitted from West Texas to Central Texas. Lone Star is a subsidiary of NextEra Energy, Inc., a leading provider of clean energy.

Banking, Acquisition and Project Finance

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
LONGVIEW POWER, LLC	Representation of First Reserve Corporation and Longview Power, LLC in connection with an amendment and restatement of Longview Power's existing $1.1 billion credit agreement and related financing documents, designed to increase its flexibility, extend the maturities of certain term loans and existing revolver commitments and add additional term loans and revolver and letter of credit commitments. Longview Power owns a 695 net megawatt supercritical, pulverized coal-fired generating facility located in Monongalia County, West Virginia.
MAGNUM HUNTER RESOURCES CORPORATION	Representation of Capital One, National Association, as the Administrative Agent, in connection with a new five-year $100 million senior secured second lien term loan facility for Magnum Hunter Resources Corporation (MHR). MHR is a Houston, Texas based independent exploration and production company engaged in the acquisition, development and production of oil and natural gas, primarily in the states of West Virginia, Kentucky, Ohio, Texas, North Dakota and Saskatchewan, Canada. The Company is active in three of the most prolific shale resource plays in North America, namely the Marcellus Shale, Eagle Ford Shale and Williston Basin/Bakken Shale.
MCMORAN EXPLORATION CO. AND MCMORAN OIL & GAS LLC	Representation of JPMorgan Chase Bank, N.A. as a lead arranger and administrative agent in connection with the $150 million credit facility of McMoRan Exploration Co. and McMoRan Oil & Gas LLC (McMoRan). McMoRan is engaged in the exploration, development and production of natural gas and oil in the shallow waters of the Gulf of Mexico Shelf and onshore in the Gulf Coast area.
MEERWIND PROJECT	Representation of The Blackstone Group in connection with €1.2 billion ($1.7 billion) of secured financing for the Meerwind project, a wind farm in the German North Sea. The 288 MW Meerwind project southwest of Helgoland will be Germany's largest offshore wind-energy plant and provide electricity for 500,000 households.

Banking, Acquisition and Project Finance

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
NEWFIELD EXPLORATION COMPANY	Representation of JPMorgan Chase Bank, N.A. as a lead arranger and administrative agent in connection with the $800 million credit facility of Newfield Exploration Company. Newfield Exploration Company is an independent crude oil and natural gas exploration and production company. Newfield's domestic areas of operation include the Mid-Continent, the Rocky Mountains, onshore Texas, Appalachia and the Gulf of Mexico. The Company has international operations in Malaysia and China.
NEWPARK RESOURCES INC.	Representation of JPMorgan Chase Bank, N.A. as a lead arranger and administrative agent in connection with a $125 million senior secured revolving credit facility for Newpark Resources, Inc. Newpark Resources, Inc. provides services to the oil and gas exploration and production industry, with operations in the United States, Canada, Mexico, Brazil, and the Mediterranean region. The company operates in three segments: Fluids Systems and Engineering; Mats and Integrated Services; and Environmental Services.
NOBLE ENERGY	Representation of JPMorgan Chase Bank, N.A. as a lead arranger and administrative agent in connection with the $3 billion revolving credit facility of Noble Energy. Noble Energy is a leading energy company with a broad-based of operations including the exploration, development and production of crude oil and natural gas in the U.S. and internationally. Noble Energy is an S&P 500 company with reserves of 1.1 billion barrels of oil equivalent and assets totaling over $13 billion at year-end 2010.
PDC MOUNTAINEER, LLC	Representation of Wells Fargo Bank as administrative agent in connection with PDC Mountaineer’s $400 million senior secured revolving credit facility. PDC Mountaineer is a joint between PDC Energy and Lime Rock Partners focused on exploration and development of natural gas in the Marcellus Shale play.

Banking, Acquisition and Project Finance

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
PEABODY ENERGY CORPORATION	Representation of Peabody Energy Corporation in connection with $6.1 billion of financing related to the acquisition by PEAMCoal Pty Ltd (PEAMCoal), a joint venture which is indirectly owned 60% by Peabody and 40% by ArcelorMittal, S.A., of shares of Macarthur Coal Limited (Macarthur) tendered in connection with PEAMCoal's takeover offer. Macarthur is a leading producer of coal product used for steel making with production and development assets located in Australia. Peabody is the world's largest private sector coal company and a global leader in clean coal solutions. The financing arrangements consisted of $1.0 billion of senior unsecured term loans, $3.1 billion of senior unsecured notes and $2.0 billion of senior unsecured bridge commitments, which were replaced by the term loans and notes. A portion of the proceeds of the notes is expected to be used to finance the upcoming acquisition by Peabody of ArcelorMittal S.A.'s interest in PEAMCoal, which will result in Peabody owning 100% of PEAMCoal and becoming the owner of all the Macarthur shares tendered in the takeover offer.
PETROLEUM HEAT AND POWER CO., INC.	Representation of J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and RBS Securities Inc., as lead arrangers, and JPMorgan Chase Bank, N.A., as administrative agent, in connection with an amended and restated $300 million senior secured asset-based revolving credit facility for Petroleum Heat and Power Co., Inc. Star Gas Partners, L.P., Petroleum Heat and Power Co., Inc.'s parent, is the nation's largest retail distributor of home heating oil.
QUICKSILVER RESOURCES	Representation of JPMorgan Chase Bank, N.A. as a lead arranger and administrative agent in connection with $1.75 billion of multi-currency senior secured reserve-based revolving credit facilities for Quicksilver Resources, having mortgaged properties in multiple jurisdictions. The financing consisted of a $1.25 billion revolving facility and a $500 million revolving facility for Quicksilver Resources' domestic and Canadian operations. Quicksilver Resources is a natural gas and crude oil exploration and production company engaged in the development and acquisition of long-lived natural gas and oil reserves in North America. (2011)

Banking, Acquisition and Project Finance

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
REDWOOD TRAILS WIND, LLC	Representation of Lloyds TSB Bank plc, as Administrative Agent, and Landesbank Hessen-Thüringen Girozentrale, New York Branch, Lloyds TSB Bank PLC, Mizuho Corporate Bank, Ltd., and The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch as mandated lead arrangers and joint bookrunners in connection with a $233.97 million senior secured term loan to Redwood Trails Wind, LLC, a subsidiary of NextEra Energy Resources, LLC, to partially reimburse the construction and development costs for a 36.8 MW wind energy electric generating facility located in Solano County, California, a 99.2 MW wind energy electric generating facility located in Grady County, Oklahoma and a 100.8 MW wind energy electric generating facility located in Grady and Caddo Counties, Oklahoma.
RISE ENERGY OPERATING LLC	Representation of BNP Paribas in connection with the $150 million credit facility for Rise Energy Operating LLC. Rise Energy Operating LLC is an independent oil and gas exploration and development company.

Banking, Acquisition and Project Finance

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
SHARYLAND TRANSMISSION LINE PROJECT	Representation of the lead arrangers, led by Royal Bank of Canada, The Royal Bank of Scotland plc and Société Générale, in connection with a $667 million secured construction, term and letter of credit facility to Sharyland Projects, L.L.C. and representation of affiliates of Prudential Insurance Company of America in connection with the purchase of $60 million of secured fixed rate notes from Sharyland Projects to finance in part the construction of 300 miles of high voltage transmission lines and four substations in the Panhandle and South Plains regions of Texas to be leased to Sharyland Utilities, L.P. The Project is part of the Texas Competitive Renewable Energy Zones initiative that includes 2,400 miles of new transmission lines, substations and upgrades of existing lines to deliver electricity generated from renewable energy resources to load centers including Dallas, San Antonio and Houston. Sharyland Projects is indirectly owned by Electric Infrastructure Alliance of America, L.L.C. Hunt Power, Marubeni Corporation, John Hancock Life Insurance (USA), TIAA-CREF and OPTrust Private Markets Group formed EIAA and Gas Infrastructure Alliance of America as REITs to invest in energy infrastructure and gas storage and delivery in the United States. Sharyland Utilities is a regulated public electric utility owned by members of the family of Ray L. Hunt and managed by Hunter L. Hunt.

Banking, Acquisition and Project Finance

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
SUPERIOR ENERGY SERVICES, INC.	Representation of J.P. Morgan Securities LLC as lead arranger and bookrunner in connection with the $1.7 billion committed financing for the $2.7 billion acquisition of Complete Production Services, Inc. by Superior Energy Services, Inc. Superior serves the drilling and production-related needs of oil and gas companies worldwide through its brand name rental tools and its integrated well intervention services and tools, supported by an engineering staff who plan and design solutions for customers. Offshore projects are delivered by the Company's fleet of modern marine assets. Complete is a leading oilfield service provider focused on the completion and production phases of oil and gas wells. The company has established a significant presence in unconventional oil and gas plays in North America that it believes have the highest potential for long-term growth.
TESORO PETROLEUM	Representation of Tesoro Petroleum in connection with its $1.85 billion credit facility (arranged by JPMorgan and the Royal Bank of Scotland among others). Tesoro Petroleum is an independent refiner and marketer of petroleum products. Tesoro, through its subsidiaries, operates seven refineries in the western United States with a combined capacity of approximately 665,000 barrels per day. Tesoro's retail-marketing system includes over 880 branded retail stations, of which over 380 are company operated under the Tesoro®, Shell®, Mirastar® and USA Gasoline™ brands.
TEXAS COMPETITIVE ELECTRIC HOLDINGS COMPANY LLC	Representation of Texas Competitive Electric Holdings Company LLC (TCEH), a subsidiary of Energy Future Holdings Corp. (EFH Corp.)(f/k/a TXU Corp.), in connection with a refinancing and extension of approximately $1.38 billion of revolving commitments, $15.4 billion of term loans and $1 billion deposit letter of credit loans under such senior secured credit facilities. TCEH is a Dallas, Texas-based company involved in competitive electricity market activities including electricity generation, wholesale energy sales and purchases, commodity risk management and trading activities and retail electricity sales. KKR, TPG and Goldman Sachs indirectly own approximately 60% of EFH Corp.'s capital stock on a fully-diluted basis.

Banking, Acquisition and Project Finance

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
THREE RIVERS OPERATING COMPANY LLC	Representation of BNP Paribas in connection with the $600 million credit facility for Three Rivers Operating Company LLC. Three Rivers Operating Company LLC is an oil and gas exploration and acquisition/exploitation company with a focus in the Permian Basin of West Texas and Southeast New Mexico. (2011)
WESTAR ENERGY, INC.	Representation of JPMorgan Chase Bank, N.A., as administrative agent in connection with a $730 million revolving credit facility for Westar Energy, Inc. Westar Energy, Inc. is the largest electric utility in Kansas, providing electric service to about 687,000 customers.
WHITE OAK ENERGY WIND FARM	Representation of Unicredit Bank AG, New York Branch, as Administrative Agent and Collateral Agent and UniCredit Bank AG, New York Branch and Lloyds TSB Bank PLC as mandated lead arrangers and joint bookrunners in connection with a $70 million senior secured term loan to White Oak Energy Funding Holding, LLC, a wholly owned indirect subsidiary of NextEra Energy Resources, LLC, to finance the 100-turbine wind farm located in McLean County, Illinois. White Oak Wind will provide 150 MW and has a contract with the Tennessee Valley Authority for purchase of the electricity produced by the wind farm.
WHITING PETROLEUM CORPORATION & WHITING OIL AND GAS CORPORATION	Representation of JPMorgan Chase Bank, N.A. as administrative agent in connection with the second amendment to the $1.6 billion senior secured reserve-based credit facility of Whiting Petroleum Corporation and Whiting Oil and Gas Corporation. Whiting Petroleum Corporation and Whiting Oil and Gas Corporation are an independent oil and gas companies that acquire, exploit, develop and explore for crude oil, natural gas and natural gas liquids primarily in the Permian Basin, Rocky Mountains, Mid-Continent, Gulf Coast and Michigan regions of the United States. The Company's largest projects are in the Bakken and Three Forks plays in North Dakota and its Enhanced Oil Recovery fields in Oklahoma and Texas.

Simpson Thacher

Banking, Acquisition and Project Finance

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
Windsor Petroleum Company	Representation of BNP Paribas as a lead arranger and administrative agent in connection with the 3rd Amendment to the $100 million revolving credit facility of Windsor Petroleum Company which increased the borrowing base. Windsor Petroleum Company is a limited company with interests in oil trading and consulting on both upstream and downstream of the energy industry.

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