

The Energy and Infrastructure Group

2010 Representative Transactions

Mergers and Acquisitions

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
ACCELERATED OIL TECHNOLOGIES	Representation of Kohlberg Kravis Roberts & Co. L.P. in connection with its joint investment with Accelerated Oil Technologies to pursue investments in oil and gas properties in North America. Accelerated Oil Technologies is an independent oil company formed for the purpose of acquiring mature, long-lived assets.
APACHE CORPORATION	Representation of JPMorgan, financial advisor to Apache Corporation in connection with its \$7 billion acquisition of three set of assets of BP plc. The assets include all of BP's oil and gas operations, acreage and infrastructure in the Permian Basin of West Texas and New Mexico and Egypt's Western Desert as well as natural gas production properties in western Alberta and British Columbia, Canada.
APACHE CORPORATION	Representation of JPMorgan, financial advisor to Apache Corporation in connection with its \$2.7 billion acquisition of Mariner Energy. Apache Corporation is an oil and gas exploration and production company with operations in the United States, Canada, Egypt, the United Kingdom North Sea, Australia and Argentina. Mariner Energy is an independent oil and gas exploration, development, and production company headquartered in Houston, Texas, with principal operations in the Permian Basin, Gulf Coast and the Gulf of Mexico.
AVANTHA POWER & INFRASTRUCTURE LTD.	Representation of Kohlberg Kravis Roberts & Co. in connection with its 2.17 billion INR (approximately \$49 million) investment in Avantha Power. Avantha Power is a power generation company with 191 MW of operational thermal power capacity; 2,400 MW of generating capacity under various stages of implementation; and 1,320 MW of generating capacity under planning spread across India.

Mergers and Acquisitions

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
BAHAMAS OIL REFINING COMPANY INTERNATIONAL LIMITED (BORCO)	Representation of affiliates of First Reserve Corporation in connection with the \$1.36 billion sale of 80% of its investment in the Bahamas Oil Refining Company International Limited (BORCO) to Buckeye Partners. BORCO is a 21.6 million barrel storage terminal for crude oil, fuel oil and multiple petroleum products in Freeport, Bahamas, just 80 miles east of the coast of Florida. In addition to storage, BORCO offers blending, trans-shipment and bunkering services. BORCO is the largest storage terminal in the Caribbean, and its deepwater jetty facilities can berth the largest-sized vessels.
BUCYRUS INTERNATIONAL, INC.	Representation of J.P. Morgan Securities LLC, financial advisor to Caterpillar, Inc. in connection with its \$8.6 billion (including net debt) acquisition of Bucyrus International, Inc. Caterpillar is a leading worldwide manufacturer of construction and mining equipment, diesel and natural gas engines, industrial gas turbines and diesel-electric locomotives and a leader in the design and manufacture of high productivity mining equipment for the surface and underground mining industries.
CHINA RAILWAY MATERIALS COMMERCIAL CORPORATION	Representation of China Railway Materials Commercial Corporation (CRM) in connection with its £168 million acquisition of 12.5% of equity ownership interest in African Minerals Limited (AML), a mineral exploration and development company with significant iron ore and base metal interests in Sierra Leone. The Firm also represented CRM in its negotiation of a 20-year sales agency agreement and a 20-year iron ore offtake agreement with AML. CRM is a large state-owned enterprise in China and one of China's leading steel trading companies.

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COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
COLONIAL PIPELINE COMPANY	Representation of Kohlberg Kravis Roberts & Co. LP (KKR) in connection with its purchase of Chevron's 23.44% stake in the Colonial Pipeline Company (Colonial). KKR acquired the minority stake in partnership with the National Pension Service of Korea, the fourth largest public pension fund in the world and an emerging global investment manager. The Colonial pipeline system is the largest refined products pipeline in North America, running from supply centers in the Gulf Coast to customers located along the Eastern seaboard of the United States. Chevron was one of five shareholders of Colonial.
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 Proenergía 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 Proenergía, 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.

Mergers and Acquisitions

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
EAST RESOURCES INC.	Representation of Kohlberg Kravis Roberts & Co. LLP (KKR) in connection with Shell US E&P Investments LLC's agreement to acquire subsidiaries which own substantially all of the business of East Resources, Inc. (East Resources) for cash consideration of \$4.7 billion from East, KKR and Jefferies & Company. East Resources is a privately-owned oil and natural gas exploration and development company based in Pennsylvania, which has, over the past few years, accumulated more than 650,000 net acres in the Marcellus shale.
EAST RESOURCES INC.	Representation of KKR in connection with its investment in East Resources, Inc. This investment gave KKR the ability in the future to hold a minority equity position in the company.
EL PASO MIDSTREAM GROUP, INC.	Representation of Kohlberg Kravis Roberts & Co. LLP (KKR) in connection with its investment of up to \$625 million in a newly formed joint venture with El Paso Midstream Group, Inc., a subsidiary of El Paso Corporation to create a new midstream joint venture, El Paso Midstream Investment Company, L.L.C. EPMG and certain of its affiliates will operate the new venture, and KKR and EPMG will each own a 50 percent interest. El Paso Corporation provides natural gas and related energy products. The company owns North America's largest interstate natural gas pipeline system and one of North America's largest independent natural gas producers. El Paso has interests in more than 42,000 miles of interstate natural gas pipeline serving all of the major supply regions and leading markets across the U.S.

Mergers and Acquisitions

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
ENTERPRISE PRODUCTS PARTNERS	Representation of Morgan Stanley as financial advisor to the Audit, Conflicts and Governance Committee of the general partner of Enterprise GP Holdings L.P. in connection with the \$8 billion merger of EPE into a subsidiary of Enterprise Products Partners L.P. Enterprise Products Partners L.P. is the largest publicly traded energy partnership and a leading North American provider of midstream energy services to producers and consumers of natural gas, NGLs, crude oil, refined products and petrochemicals. Enterprise GP Holdings L.P. is one of the largest publicly traded GP partnerships and it currently owns the general partner of, and limited partner interests in, Enterprise Products Partners L.P. It also owns a non-controlling interest in the general partner of, and limited partner interests in, Energy Transfer Equity, L.P.
GERDAU S.A.	Representation of Gerdau S. A., a Brazilian corporation, in connection with its \$1.6 billion acquisition of the remainder of Gerdau Ameristeel Corporation stock. Gerdau S.A. currently owns 66.3% of the outstanding shares. Gerdau S. A. is the leading producer of long steel in the Americas and one of the world's largest suppliers of special long steel. Gerdau Ameristeel, a Canadian corporation based in Tampa, Florida, is the second largest mini-mill steel producer in North America, with annual manufacturing capacity of approximately 10 million metric tons of mill finished steel products.
GRAFTECH INTERNATIONAL Ltd.	Representation of JPMorgan, financial advisor to GrafTech International Ltd. in connection with its \$692 million cash and stock merger agreement to acquire the remaining interests in Seadrift Coke L.P. (GrafTech previously owned 18.9% of Seadrift) and all of the equity interests in C/G Electrodes LLC. GrafTech is a world leader in graphite material science and is engaged in the production of premium needle coke suitable for high performance electrodes used in the steel and aluminum industries. C/G Electrodes is a manufacturer of large diameter UHP graphite electrodes used in the electric arc furnace steel making process.

Mergers and Acquisitions

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
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 largest privately-owned independent oil and natural gas companies in the United States and is the largest producer of conventional oil in South Texas.
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.
ITT CORPORATION	Representation of ITT Corporation in connection with its acquisition of Nova Analytics Corporation. Nova Analytics is a privately held, leading manufacturer of premium quality laboratory, field, portable, and on-line analytical instruments used in water and wastewater, environmental, medical, and food and beverage applications.

Mergers and Acquisitions

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
KA FIRST RESERVE, LLC	Representation of First Reserve Corporation in connection with its \$100 million purchase of 18,416,206 Series A Preferred Units of K-Sea Transportation Partners L.P. (K-Sea) by KA First Reserve, LLC (KAFR). KAFR's investment represents a 49.1% interest in K-Sea. KAFR has the right to convert the Series A Preferred Units into common units of K-Sea on a one-for-one basis at KAFR's election. K-Sea, a public limited partnership, is one of the largest coastwise tank barge operators in the United States. K-Sea provides refined petroleum products transportation, distribution and logistics services in the U.S. domestic marine transportation market. KA First Reserve was formed by First Reserve and Kayne Anderson Capital Advisors, L.P. to make investments in energy-related midstream assets and other related assets on behalf of First Reserve.
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.
MONNET POWER COMPANY LIMITED	Representation of The Blackstone Group LP in connection with its 2.75 billion rupees (\$59 million) investment in Monnet Power Company Limited, the power unit subsidiary of Monnet Ispat & Energy Ltd. Monnet Power Co. Ltd., an independent power producer (IPP) and a 100% subsidiary of steel maker Monnet Ispat and Energy Ltd. is developing a 1,050MW coal-fired power plant in Orissa backed by pit-head captive coal mines with plans to develop another 2,000 MW. Monnet Ispat is India's second-largest maker of integrated coal-based sponge iron.

Mergers and Acquisitions

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
MOSEER BAER PROJECTS PRIVATE LIMITED	Representation of an affiliate of The Blackstone Group in connection with its INR 13.5 billion (approximately US\$300 million) investment in Moser Baer Projects Private Limited. Moser Baer Projects, based in New Delhi, is a developer of power generation facilities with a diverse pipeline of thermal, solar and hydroelectric power projects.
PBF ENERGY COMPANY LLC	Representation of First Reserve Corporation and The Blackstone Group in connection with the acquisition by PBF Energy Company LLC, an entity owned principally by affiliates of Blackstone and First Reserve, of the Paulsboro, New Jersey refinery from Valero Energy Corporation. Valero's Paulsboro refinery is a high conversion heavy crude oil refinery which processes 185,000 barrels per day and contains a natural gas pipeline and related assets. PBF Energy owns and operates oil refineries and related facilities in North America.
PBF ENERGY PARTNERS LP	Representation of First Reserve Corporation and The Blackstone Group in connection with the acquisition by PBF Energy Partners LP, a partnership composed principally of affiliates of Blackstone, First Reserve and Petroplus Holdings AG, of the Delaware City refinery from Valero Energy Corporation. PBF Energy owns and operates oil refineries and related facilities in North America. Swiss-based oil refiner, Petroplus Holdings AG, is Europe's leading independent refiner.

Mergers and Acquisitions

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
PBF HOLDING COMPANY LLC	Representation of First Reserve Corporation and The Blackstone Group in connection with the \$525 million acquisition by PBF Holding Company LLC, an entity owned principally by affiliates of Blackstone and First Reserve, of the Toledo, Ohio refinery and related assets of Sunoco, Inc. (R&M). PBF will acquire the facility for approximately \$200 million in cash and will enter into a note with the seller in the amount of \$200 million. In addition to the purchase price, PBF will acquire the hydrocarbon inventory at closing and in the event that the refinery exceeds certain profitability thresholds there is a participation payment of up to \$125 million. The Toledo facility which processes 170,000 barrels per day is a high conversion light/sweet refinery with a Nelson complexity rating of 9.2. Major process units include a fluid catalytic cracking unit, a high pressure hydrocracker, a gasoline hydrotreater, two reformers, an alkylation unit and a UDEX unit. There are approximately five million barrels of crude oil and product storage at the refinery.
PPL CORPORATION	Representation of PPL Corporation in connection with its \$7.625 billion acquisition of E.ON U.S. LLC. In addition, the firm assisted PPL in connection with arranging a committed bridge facility in the amount of \$6.5 billion from Bank of America Merrill Lynch and Credit Suisse to be used as a backstop facility in the event that the permanent financing is not available. PPL is a global energy holding company headquartered in Allentown, PA serving nearly 5 million electricity customers in the United States and the United Kingdom, and owning or controlling about 12,000 megawatts of U.S. electricity generating capacity. E.ON U.S. LLC is the parent company of Kentucky's two major utilities, Louisville Gas & Electric Company and Kentucky Utilities Company. These high-performing utilities serve 1.2 million customers, principally in Kentucky.

Mergers and Acquisitions

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
PPL CORPORATION	Representation of PPL Corporation in connection with its \$381 million sale of 3 power generation plants to LS Power Development LLC. The plants include a 244-megawatt, natural gas-fired plant in Wallingford, Conn., and a 585 MW natural gas-fired facility in University Park, Ill. and PPL's one-third share in Safe Harbor Water Power Corp., the owner of the 421 MW Safe Harbor Hydroelectric Station in Pennsylvania.
PREMIER NATURAL RESOURCES	Representation of Kohlberg Kravis Roberts & Co. LLP (KKR) in connection with its joint investment with Premier Natural Resources to pursue investments in oil and gas properties in North America. Premier Natural Resources, LLC (Premier) is a small, growth oriented private oil and gas company, focused upon the acquisition and efficient exploitation of hydrocarbons within the United States.
QUICKSILVER GAS SERVICES	Representation of First Reserve Corporation in connection with the \$773 million acquisition by Crestwood Midstream Partners II, LLC, a First Reserve portfolio company, of a controlling interest in Quicksilver Gas Services LP from Quicksilver Resources Inc. Quicksilver Gas Services LP engages in the business of gathering and processing natural gas and natural gas liquids from the Barnett Shale formation in the Fort Worth Basin in north Texas.
RBS SEMPRA COMMODITIES	Representation of The Royal Bank of Scotland plc (RBS) in connection with the \$220 million sale of most of the remaining assets of RBS Sempra Commodities LLP (RBSSC), a joint venture with Sempra Energy, to JP Morgan Ventures Energy Corp., a unit of JP Morgan Chase & Co.. The assets being sold include wholesale natural gas and power trading agreements, as well as over-the-counter and exchange-traded transactions, with counterparties across North America. The counterparties are natural gas producers, pipeline and storage providers, power plants, regasification facilities, utilities and municipal customers.

Mergers and Acquisitions

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
RBS SEMPRA COMMODITIES	Representation of The Royal Bank of Scotland plc (RBS) in connection with the \$582 million sale by RBS Sempra Commodities LLP (RBSSC), a joint venture with Sempra Energy, of its Sempra Energy Solutions LLC to Noble Americas Gas and Power Corp, a unit of Noble Group Ltd. Sempra Energy Solutions was the venture's North American retail commodity marketing division. Sempra Energy companies develop energy infrastructure, operate utilities, and provide related products and services to more than 29 million consumers worldwide.
RBS SEMPRA COMMODITIES	Representation of The Royal Bank of Scotland plc (RBS) in connection with the \$1.6 billion sale by RBS Sempra Commodities LLP (RBSSC), a joint venture with Sempra Energy, of its Metals, Oil and European Energy business lines to J.P. Morgan. RBS Sempra Commodities is a joint venture between RBS and Sempra Energy that conducts the commodities trading and marketing business formerly wholly-owned by Sempra Energy.
ROVIGO PHOTOVOLTAIC (PV) POWER PLANT	Representation of First Reserve Corporation in connection with the €276 million (\$380.5 million) acquisition of a 70 MW photovoltaic (PV) power plant in Rovigo, Italy. SunEdison and Banco Santander jointly developed and co-owned the Rovigo plant prior to this sale. The Rovigo plant was acquired by First Reserve, through the previously announced joint venture established between First Reserve Energy and SunEdison. SunEdison is a minority investor in the joint venture. The Rovigo plant is expected to be the largest operating solar power plant in Europe. SunEdison is a leading worldwide solar energy services provider and a subsidiary of MEMC Electronic Materials. First Reserve is a leading investment firm specializing in the energy industry.
RPM ENERGY LLC	Representation of Kohlberg Kravis Roberts & Co. LLP in connection with its joint venture with RPM Energy LLC to pursue investments in oil and gas properties in North America with unconditional reserves.

Mergers and Acquisitions

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
SOUTHWEST WATER COMPANY	Representation of J.P. Morgan Asset Management and Water Asset Management, L.L.C. in connection with their \$512.2 million acquisition of SouthWest Water Company. SouthWest provides a broad range of operations, maintenance and management services, including water production, treatment and distribution; wastewater collection and treatment; customer service; and utility infrastructure construction management. SouthWest owns regulated public utilities and also serves cities, utility districts and private companies.
SUN EDISON LLC	Representation of First Reserve Corp. in connection with its establishment of a joint venture with Sun Edison LLC, one of the world's leading solar project developers, to provide for the acquisition of up to \$825 million in current and future solar photovoltaic energy projects developed by SunEdison in the United States, Canada and Europe. Pursuant to the terms of the joint venture agreement, SunEdison will lead the project identification and development process and First Reserve will lead the project financing efforts. Once constructed, the projects will be purchased by the joint venture and operated and managed by SunEdison.
SUNPOWER CORP.	Representation of JPMorgan, financial advisor to SunPower Corp. in connection with its \$277 million acquisition of SunRay Renewable Energy. Upon closing the transaction, SunPower will acquire a project pipeline of solar photovoltaic projects totaling more than 1,200 megawatts in Italy, France, Israel, Spain, the United Kingdom and Greece. SunPower Corp. designs, manufactures and delivers some of the most powerful solar technology broadly available today. SunRay Renewable Energy is a leading European solar power plant developer.

Mergers and Acquisitions

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
WALTER ENERGY, INC.	Representation of Walter Energy, Inc. in connection with its \$3.2 billion (CAD\$3.3 billion) acquisition of Western Coal Corp. including shares owned by affiliates of Audley Capital. The acquisition was financed in part with the proceeds of a \$2.725 million facility arranged by Morgan Stanley Funding, Inc., The Bank of Nova Scotia and Credit Agricole Corporate, the proceeds were also used to pay certain fees and expenses in connection with the acquisition, refinancing all existing indebtedness of Walter Energy and Western Coal Corp. and to provide for the ongoing working capital of Walter Energy and its subsidiaries. Walter Energy is a leading U.S. producer and exporter of premium hard coking coal for the global steel industry and also produces steam coal and industrial coal, metallurgical coke and coal bed methane gas. Western Coal is a producer of high quality metallurgical coal from mines in northeast British Columbia (Canada), high quality metallurgical coal and compliant thermal coal from mines located in West Virginia (USA), and high quality anthracite coal in South Wales (UK). The Company is headquartered in Vancouver, BC, Canada.

Funds

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
CLEARBRIDGE ENERGY MLP FUND INC.	Representation of ClearBridge Energy MLP Fund Inc. (the "Fund") in connection with its \$1.27 billion initial public offering of common stock. The offering is the largest for a closed-end fund in the past three years and the largest NYSE in 2010. The underwriting syndicate for the offering was led by Citigroup Global Markets Inc., Morgan Stanley & Co. Incorporated, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Ameriprise Financial Services, Inc. Legg Mason Partners Fund Advisor, LLC is the Fund's investment manager. The Fund's subadviser is ClearBridge Advisors, LLC, a subsidiary of Legg Mason, Inc. The Fund's primary investment objective is to provide a high level of total return with an emphasis on cash distributions. The Fund seeks to achieve its objective by investing primarily in master limited partnerships (MLPs) in the energy sector.
ING INFRASTRUCTURE, INDUSTRIALS AND MATERIALS FUND	Representation of the underwriters, led by Citigroup Global Markets Inc., Morgan Stanley & Co. Incorporated, Merrill Lynch, Pierce, Fenner & Smith Incorporated, UBS Securities LLC, Wells Fargo Securities, LLC and Ameriprise Financial Services, Inc., in connection with the \$425 million initial public offering of ING Infrastructure, Industrials and Materials Fund. The Fund will invest in infrastructure companies which own and/or operate infrastructure facilities, the Fund will seek to invest in a broader range of companies, principally in the industrials and materials sectors that the Sub-Adviser believes will benefit from the building, renovation, expansion and utilization of infrastructure. The Fund is a newly organized, diversified closed-end management investment company which trades on the New York Stock Exchange under the symbol "IDE". The Fund's investment objective is total return through a combination of current income, capital gains and capital appreciation. The Fund's investment adviser is ING Investments, LLC. The Fund's sub-adviser is ING Investment Management Co.

Capital Markets

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
AEGEAN MARINE PETROLEUM NETWORK INC.	Representation of Jeffries & Company as sole underwriter in connection with Aegean Marine Petroleum's \$102 million offering of 4,000,000 common shares. Aegean Marine Petroleum is an international marine fuel logistics company which markets and supplies refined fuel and lubricants to ships in port or at sea.
AEGEAN MARINE PETROLEUM NETWORK INC.	Representation of the underwriters including Goldman, Sachs & Co. and Jeffries & Company in connection with Aegean Marine Petroleum's \$127 million offering of 3,906,000 common shares.
ANADARKO PETROLEUM CORPORATION	Representation of J.P. Morgan Securities Inc., Barclays Capital Inc. and the other underwriters in connection with Anadarko Petroleum Corporation's \$2.0 billion offering of 6.375% Senior Notes due 2017. The firm also represented the lending group that has provided commitments to Anadarko for a \$5 billion senior secured revolving credit facility. Anadarko is one of the world's largest independent oil and natural gas exploration and production companies.
BRASKEM S.A.	Representation of Deutsche Bank Securities Inc., HSBC Securities (USA) Inc. and Banco Itaú Europa S.A. - London Branch, as initial purchasers, in connection with the US\$450 million perpetual bond offering for Braskem S.A., a Brazilian corporation. Braskem Finance Limited, a Cayman Islands finance subsidiary, issued 7.375% Perpetual Bonds, which were guaranteed by Braskem S.A. The offering was conducted in reliance upon Rule 144A and Regulation S. Braskem is the leading petrochemical company in Latin America and the third largest Brazilian-owned private sector industrial company.

Capital Markets

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
BRASKEM S.A.	Representation of Banco Bradesco S.A. – Grand Caymans Branch, BB Securities Limited, HSBC Securities (USA) Inc. and Santander Investment Securities Inc., as initial purchasers, in connection with a US\$400 million debt offering for Braskem S.A., a Brazilian corporation. Braskem Finance Limited, a Cayman Islands finance subsidiary, issued 7.00% Notes due 2020, which were guaranteed by Braskem. The offering was conducted in reliance upon Rule 144A and Regulation S. Braskem is the leading petrochemical company in Latin America and the third largest Brazilian-owned private sector industrial company.
C&J ENERGY SERVICES, INC.	Representation of FBR Capital Markets & Co. as the initial purchaser and placement agent in connection with a Rule 144A/Regulation S/Regulation D offering of common stock by C&J Energy Services, Inc. (C&J), resulting in gross proceeds to C&J of \$282.6 million. C&J is a rapidly growing energy service company with a focus on hydraulic fracturing of new and existing wells throughout unconventional resource plays in South Texas, East Texas/North Louisiana, and Western Oklahoma, as well as in conventional basins in these regions.
CHINA MING YUAN WIND POWER GROUP LIMITED	Representation of China Ming Yang Wind Power Group Limited in connection with its \$350 million initial public offering of 25,000,000 American Depositary Shares each representing one ordinary share of China Ming. Morgan Stanley, Credit Suisse and BofA Merrill Lynch acted as joint bookrunners for the offering. China Ming Yang is a fast-growing wind turbine manufacturer in China, focusing on designing, manufacturing, selling and servicing megawatt-class wind turbines. This offering was the largest US IPO of a China-based company in 2010.

Capital Markets

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
CHU KONG PETROLEUM AND NATURAL GAS STEEL PIPE HOLDINGS LIMITED	Representation of Chu Kong Petroleum and Natural Gas Steel Pipe Holdings Limited in connection with its approximately HK\$1,350 billion (approximately US\$173.8 million) initial public offering in Hong Kong and Rule 144A/Regulation S offering of 300,000,000 Ordinary Shares. Chu Kong is a leading steel pipe manufacturer in China. The company manufactures longitudinal submerged arc welded steel pipes which are suitable for pipeline projects.
CONCHO RESOURCES INC.	Representation of underwriters in connection with the \$237.2 million common stock offering and a \$600 million debt offering by Concho Resources Inc. Goldman, Sachs & Co., Barclays Capital, J.P. Morgan and Raymond James were the joint book-running managers for the common stock offering. J.P. Morgan, BofA Merrill Lynch, Credit Agricole CIB and Wells Fargo Securities were the joint book-running managers for the debt offering. Concho Resources is an independent oil and natural gas company engaged in the acquisition, development and exploration of oil and natural gas properties.
CONCHO RESOURCES INC.	Representation of BofA Merrill Lynch, JPMorgan and UBS Investment Bank, as lead underwriters in connection with Concho Resources \$219 million offering of 5,347,500 Common Shares. 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
CORRAL PETROLEUM HOLDINGS	Representation of Morgan Stanley in connection with Corral Petroleum Holdings restructuring its secured bank and high yield debt profile. The concurrent refinancing transactions included €224.9 million (approximately \$251.2 million) offering of Varying Rate New Senior Secured Notes due 2011; €78.5 million (approximately \$35 million) offering of Varying Rate New Subordinated Notes due 2015 and up to \$250 million of Cash Consideration in exchange for its €355 million Floating Rate Split Coupon Notes due 2010 and/or \$350 million Floating Rate Split Coupon Notes due 2010. Corral Petroleum is the largest oil refining company in the Nordic region in terms of capacity, conducting its business through its wholly owned operating company Preem AB. Preem refines crude oil in Sweden and then markets and sells refined products primarily in Sweden and other northwestern European markets, including Scandinavia, France, Germany and the United Kingdom, as well as the United States.
COVANTA HOLDING CORPORATION	Representation of J.P. Morgan Securities LLC., BofA Merrill Lynch, Barclays Capital and Citi as lead underwriters in connection with Covanta Holding's \$400 million offering of 7.250% Senior Notes due 2020. 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 64 energy generation facilities, primarily in the Northeast of the United States.
DAQO NEW ENERGY CORP.	Representation of the underwriters, led by Morgan Stanley, in connection with Daqo New Energy's US\$87.4 million initial public offering and listing on the New York Stock Exchange of 9,200,000 American Depositary Shares. Daqo New Energy Corp. is a leading polysilicon manufacturer based in China, manufacturing and selling high-quality polysilicon to photovoltaic product manufacturers.

Capital Markets

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
DENBURY RESOURCES INC	Representation of JPMorgan, BoA Merrill Lynch, RBC Capital Markets, the underwriters, in connection with Denbury Resources \$1 billion offering of 8.25% senior subordinated notes due 2020. Denbury is an independent oil and natural gas company based in Plano, Texas. Denbury designs, installs, tests, operates, and maintains pipelines.
ECORODOVIAS INFRAESTRUTURA e LOGÍSTICA S.A.	Representation EcoRodovias Infraestrutura e Logística S.A. and the selling shareholders in connection with the approximately US\$762.4 million initial public offering of 144,003,000 common shares. The shares were offered to the public in Brazil, to qualified institutional buyers in the United States under Rule 144A and to non-U.S. persons under Regulation S. EcoRodovias is among the largest integrated logistics infrastructure companies in Brazil, with a focus on intermodal logistics operations, toll road concessions and related services. The business is organized into four logistics systems, including two logistics terminals, one of which is among the largest terminals in Latin America, as well as five toll road concessions, which span over 1,450 km (899 miles) and received more than 70 million vehicles in 2009. EcoRodovias' various operations are strategically located along the principal import, export and transportation routes in Brazil, linking industry, production, consumption and tourism centers – more than 45.1% of all exports, 54.4% of all imports and 69.7% of passenger and tourist traffic in Brazil were transported using EcoRodovias' roads, according to information provided by the company.
ENERGY FUTURE HOLDINGS CORP.	Representation of Energy Future Holdings in connection with its \$500 million offering of 10% Senior Secured Notes due 2020. 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.

Capital Markets

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
EQT CORPORATION	Representation of JPMorgan, Barclays Capital, Credit Suisse and Deutsche Bank Securities as lead underwriters in connection with EQT's \$550 million offering of 12,500,000 shares of common stock. EQT Corporation (formerly Equitable Resources Inc.) is the Appalachian Basin's leading natural gas producer, and one of the leading producers in the United States. EQT operates in four states and is a technology-driven leader in the integration of air and horizontal drilling.
EXCO RESOURCES, INC.	Representation of JPMorgan, BofA Merrill Lynch, BNP Paribas, RBC Capital Markets and Wells Fargo Securities as lead underwriters in connection with EXCO Resources, Inc. \$750 million offering of 7.500% Senior Notes due 2018. EXCO Resources is an independent oil and natural gas company engaged in the exploration, exploitation, development and production of onshore properties with principal operations in East Texas, North Louisiana, Appalachia and the Permian Basin in West Texas.
GENERAL MARITIME CORPORATION	Representation of the underwriters led by Goldman, Sachs & Co., Dahlgren Rose & Company, Jeffries & Company and J.P. Morgan in connection with General Maritime Corporation's \$206 million offering 30,600,000 shares of Common Stock. General Maritime Corporation is a leading provider of international seaborne crude oil transportation services and also provides transportation services for refined petroleum products.
GREEN ENERGY TECHNOLOGY INC.	Representation of J.P. Morgan as initial purchaser in connection with the Rule 144A and Regulation S offering of 7,400,000 Global Depositary Shares representing 37,000,000 Common Shares of Green Energy Technology Inc. (GET) for approximately \$84 million. Based in Taiwan, GET is principally engaged in the development, manufacture and distribution of multicrystalline solar wafers and ingots. Green Energy distributes its products primarily to solar cell and module manufacturers in major markets worldwide.

Capital Markets

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
HRT PARTICIPAÇÕES EM PETRÓLEO S.A.	Representation of Credit Suisse Securities (USA) LLC, Goldman, Sachs & Co. and Citigroup Global Markets Inc., as placement agents, and BMO Nesbitt Burns Inc., Jefferies & Company, Inc., Deutsche Bank Securities Inc. and J.P. Morgan Securities LLC, as co-managers, in connection with the R\$2.3 billion (approximately US\$1.4 billion) initial public offering of 1,944,000 common shares of HRT Participações em Petróleo S.A. The common shares were offered to the public in Brazil, to qualified institutional buyers in the United States under Rule 144A and to non-U.S. persons under Regulation S. HRT Participações em Petróleo S.A. 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. HRT expects to use the proceeds from the offering for its exploration and infrastructure programs in the Solimões basin in Brazil and in offshore basins in Namibia.
INPEX CORPORATION	Representation of the underwriters led by Goldman Sachs International, Nomura International plc and J.P. Morgan Securities Ltd. in connection with the ¥507 billion global offering of 1,216,000 shares of common stock of INPEX Corporation. INPEX Corporation is a leading upstream gas and oil company in Japan. INPEX has interests in 74 oil and gas projects globally and is currently undertaking major LNG projects in Australia and Indonesia.
JINKOSOLAR HOLDING CO., LTD.	Representation of the underwriters led by Credit Suisse in connection with the US\$126 million follow-on offering of 3,500,000 American depositary shares, representing 14,000,000 ordinary shares by JinkoSolar Holding Co., Ltd. JinkoSolar is a fast-growing vertically integrated solar power product manufacturer with low-cost operations based in Jiangxi Province and Zhejiang Province in China. JinkoSolar builds vertically integrated solar products from recovered silicon materials into solar modules. Their principal products are solar cells and solar modules.

Capital Markets

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
JINKOSOLAR HOLDING CO., LTD.	Representation of the underwriters led by Credit Suisse in connection with JinkoSolar's \$64 million initial public offering of 5,835,000 American Depositary Shares. JinkoSolar is a vertically integrated solar power product manufacturer based in Jiangxi Province and Zhejiang Province, China. JinkoSolar builds vertically integrated solar products from recovered silicon materials into solar modules. Their principal products are solar cells and solar modules.
KOREA ELECTRIC POWER CORPORATION	Representation of the underwriters led by Barclays Capital, BofA Merrill Lynch, Credit Suisse, Goldman Sachs, Morgan Stanley and Daewoo Securities in connection with Korea Electric Power Corporation's (KEPCO) \$700 million offering of 3.00% Senior Notes due 2015. The notes were issued under KEPCO's US\$3 billion global medium term notes program in reliance upon Rule 144A and Regulation S under the Securities Act of 1933, as amended. KEPCO is a government-controlled electricity generator and distributor based in Korea.
KOREA GAS CORPORATION	Representation of BofA Merrill Lynch, Citi, Deutsche Bank, Goldman Sachs International, UBS and Hana Daetoo Investment Bank as lead underwriters in connection with the US\$500 Million Debt Offering of 4.250% Notes due 2020 by Korea Gas Corporation (KOGAS) The notes were issued under KOGAS's US\$3 billion global medium term notes (GMTN) program in reliance upon Rule 144A and Regulation S under the Securities Act of 1933, as amended. The Firm also recently acted as the dealers' counsel in the establishment of the GMTN program by KOGAS, where Deutsche Bank acted as the arranger, together with 10 other dealers. KOGAS is a government-controlled distributor of natural gas in Korea.

Capital Markets

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
KOREA WATER RESOURCES CORPORATION	Representation of the dealers led by Goldman Sachs International, Barclays Capital, PNB Paribas, Citi, Daewoo Securities, Deutsche Bank in connection with Korea Water Resources \$3 billion Global Medium Term Note Program. Korea Water Resources (K-Water) is a government entity that develops and manages water resources in Korea including engaging in the construction and management of multi-purpose dams and estuary barrages and the multi-regional and industrial water supply systems and water supply dams.
MASSEY ENERGY COMPANY	Representation of the underwriters, led by UBS Investment Bank, Stifel Nicolaus and PNC Capital Markets, in connection with Massey Energy Company's \$486.3 million offering of 9,775,000 shares of 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.
MAXIM CRANE WORKS	Representation of the initial purchasers, led by J.P. Morgan, Morgan Stanley and Wells Fargo Securities, as joint book-running managers, in connection with an offering by Maxim Crane Works, L.P. and Maxim Finance Corporation of \$250 million of 12.250% Senior Secured Notes due 2015. Maxim Crane is a leading U.S. provider of specialized crane services that support critical maintenance and expansion needs of energy-related, infrastructure, industrial and building construction markets.
MICHIGAN ELECTRIC TRANSMISSION COMPANY, LLC	Representation of Michigan Electric Transmission Company, LLC (METC) in connection with its private placement offering of \$50 million of Senior Secured Notes due 2040. METC is a wholly-owned indirect subsidiary of ITC Holdings Corp. METC transmits high voltage electricity from generating stations in western Michigan and other Midwestern states.

Capital Markets

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
MOTIVA ENTERPRISES	Representation of Credit Suisse and JPMorgan in connection with the \$1 billion Rule 144A and Reg S offering of 5.75% Senior Notes due 2020 and \$1 billion offering of 6.85% Senior Notes due 2040 by Motiva Enterprises LLC. Motiva Enterprises LLC is indirectly owned by Shell Oil Company and Saudi Arabian Oil Company. It is a leading refiner, distributor and marketer of petroleum products under the Shell brand in the eastern and Gulf Coast regions of the United States.
MUELLER WATER PRODUCTS, INC.	Representation of Mueller Water Products, Inc. in connection with its Rule 144A/Regulation S offering of \$225 million of 8.75% Notes due 2020 and its \$275 million asset based revolving credit facility. Mueller is a leading North American manufacturer and marketer of 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.
NFR ENERGY	Representation of NFR Energy LLC and NFR Energy Finance Corporation as co-issuers, in connection with their high yield \$150 million offering of 9.75% Senior Notes due 2017. The notes were issued as additional notes under an existing indenture, pursuant to which the co-issuers issued \$200 million aggregate principal amount of 9.75% Senior Notes due 2017 in February 2010. The notes were offered and sold to qualified institutional buyers in reliance on Rule 144A under the Securities Act and outside the United States to non-U.S. persons in reliance on Regulation S under the Securities Act. NFR Energy LLC is a privately-held natural gas and oil company engaged in the acquisition, development, exploitation and exploration of natural gas and oil properties onshore in the United States. NFR began operations in 2007 and is a joint venture of Nabors Industries Ltd. and funds advised by First Reserve Corporation.

Capital Markets

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
NFR ENERGY	Representation of NFR Energy LLC and NFR Energy Finance Corporation as co-issuers, in connection with their \$200 million high yield offering of 9.75% Senior Notes due 2017. The initial purchasers were led by UBS Securities LLC, Banc of America Securities LLC, J.P. Morgan Securities Inc. and BNP Paribas Securities Corp.
NOBLE HOLDING INTERNATIONAL LIMITED	Representation of Barclays Capital, SunTrust Robinson Humphrey and Wells Fargo Securities, as underwriters in connection with sale of Senior Notes of Noble Holding International, including \$350 million of 3.45% Senior Notes due 2015; \$500 million of 4.9% Senior Notes due 2020 and \$400 million of 6.2% Senior Notes due 2040. Noble is a leading offshore drilling contractor for the oil and gas industry. Noble has a fleet of 79 offshore drilling units located worldwide, including in the Middle East, India, the U.S. Gulf of Mexico, Mexico, the Mediterranean, the North Sea, Brazil, West Africa and Asian Pacific.
NORTHERN TIER ENERGY	Representation of Goldman, Sachs & Co., Macquarie Capital (USA) Inc., RBC Capital Markets, LLC and SunTrust Robinson Humphrey, Inc. as initial purchasers in connection with Northern Tier Energy's \$290 million high yield offering of 10.50% Senior Secured Notes due 2017. Northern Tier Energy is an independent downstream energy company with refining, retail, and pipeline operations serving the PAD II region of the United States. The refining business primarily consists of a 74,000-barrel-per-day refinery located in St. Paul Park, Minnesota. The retail business operates 166 convenience stores and supports 67 franchised convenience stores, primarily in Minnesota and Wisconsin, under the SuperAmerica trademark.

Capital Markets

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
OVERSEAS SHIPHOLDING GROUP, INC.	Representation of the underwriters led by Citigroup Global Markets Inc., Morgan Stanley & Co. Incorporated and HSBC Securities (USA) Inc., in connection with the \$300 million offering of 8.125% Senior Notes due 2018 by Overseas Shipholding Group, Inc. Overseas Shipholding Group, Inc. is one of the world's leading bulk shipping companies engaged primarily in the ocean transportation of crude oil and petroleum products.
OVERSEAS SHIPHOLDING GROUP, INC.	Representation of Goldman, Sachs & Co. in connection with the approximately \$159 million public offering of 3,500,000 shares of common stock by Overseas Shipholding Group, Inc.
PAN AMERICAN ENERGY LLC, ARGENTINE BRANCH	Representation of Credit Agricole Securities (USA) Inc., HSBC Securities (USA) Inc. and J.P. Morgan Securities Inc., as initial purchasers, in connection with a Rule 144A/Regulation S offering by Pan American Energy LLC, Argentine Branch, of U.S. \$500 million offering of 7.875% Notes due 2021, Series No.1, issued under its U.S. \$1.2 billion Global Note Program, guaranteed by Pan American Energy LLC. Pan American Energy LLC, through its Argentine branch, subsidiaries and related companies, conducts oil and gas operations in Argentina, Bolivia, Chile and Uruguay and was the largest exporter of oil from Argentina in 2009.
PARKER DRILLING COMPANY	Representation of the initial purchasers, BofA Merrill Lynch and RBS in connection with Parker Drilling's \$300 million offering of 9.125% Senior Notes due 2018. Parker Drilling is a worldwide provider of contract drilling and drilling-related services.
PEABODY ENERGY CORPORATION	Representation of Peabody Energy Corporation in connection with its \$650 million offering of 6.50% Senior Notes due 2020. Peabody Energy is the world's largest private-sector coal company and a global leader in clean coal solutions. With 2009 sales of 244 million tons and \$6 billion in revenues, Peabody fuels 10% of U.S. power and 2% of worldwide electricity.

Capital Markets

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
PPL CORPORATION	Representation of PPL Corporation in connection with its offering of 103,500,000 shares of Common Stock for gross proceeds of approximately \$2.484 billion and \$1.15 billion aggregate principal amount of Equity Units. Proceeds of the offerings were used to fund a portion of the purchase price of PPL's \$7.6 billion acquisition of E.ON U.S. LLC, the parent company of Louisville Gas and Electric Company and Kentucky Utilities Company. PPL, headquartered in Allentown, PA, owns or controls nearly 12,000 megawatts of generating capacity in the United States, sells energy in key U.S. markets and delivery electricity to about 4 million customers in Pennsylvania and the United Kingdom.
PRECISION DRILLING CORPORATION	Representation of Precision Drilling Corporation in connection with its \$650 million Rule 144A and Regulation S offering of 6.625% Senior Notes due 2020. The deal was upsized from an original amount of \$550 million. Concurrently with the closing of the offering, Precision entered into a new senior secured revolving credit facility. Precision, based in Calgary, Alberta, is a leading independent North American provider of oil and natural gas drilling and drilling-related services and products.
SEMCO ENERGY, INC.	Representation of the initial purchasers, led by RBC Capital Markets Corporation, Credit Suisse Securities (USA) LLC, and UBS Securities LLC, in connection with the Rule 144A/Regulation S offering by SEMCO Energy, Inc. of \$300 million of 5.150% Senior Secured Notes due 2020. Semco, a Michigan corporation, is a regulated public utility whose primary business is the transmission, distribution and sale of natural gas to customers in Michigan and Alaska.

Capital Markets

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
SINO-AMERICAN SILICON PRODUCTS INC.	Representation of the initial purchaser, Nomura, in connection with the \$174.9 million offering of 61,000,000 Global Depositary Shares by Sino-American Silicon Products Inc. The global offering consisted of an international offering led by Nomura as global coordinator and sole bookrunner and was conducted in reliance upon Regulation S under the Securities Act of 1933. Sino-American Silicon Products Inc. is a leading Taiwanese manufacturer that specializes in the fabrication of wafers for solar cells, semiconductor, silicon and sapphire wafers primarily used in photovoltaic and optoelectronic applications. Sino-American Silicon Products Inc. is listed on the GreTai Securities Market in the Republic of China.
SOCIEDAD QUÍMICA Y MINERA DE CHILE S.A	Representation of Deutsche Bank Securities Inc. and J.P. Morgan Securities Inc., as initial purchasers, in connection with a Rule 144A/Regulation S offering of \$250 million of 5.50% Notes due 2020 by Sociedad Química y Minera de Chile S.A. Sociedad Química y Minera de Chile S.A., a Chilean mining and chemical company, is the world's leading integrated producer of potassium nitrate, iodine and lithium carbonate and sells its products in over 100 countries.
STAR GAS PARTNERS, L.P. AND STAR GAS FINANCE COMPANY	Representation of J.P. Morgan Securities LLC and the Royal Bank of Scotland as initial purchasers in connection with Star Gas Partners, L.P. and Star Gas Finance Company's \$125 million high yield offering of 8.875% Senior Notes due 2017. Star Gas is a leading U.S. retail distributor of home heating oil.
TRINA SOLAR ENERGY	Representation of the underwriters, led by Goldman Sachs, Credit Suisse and Barclays Capital, in connection with Trina Solar Limited's \$184 million follow-on offering of 1,185,000 American Depositary Shares. 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.

Capital Markets

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
TRONY SOLAR	Representation of Trony Solar Holdings Company Limited, a leading producer of thin film solar modules, in connection with its approximately HK\$1.99 billion (US\$255.4 million) initial public offering of 442,750,000 ordinary shares. The offering was conducted in reliance upon Rule 144A and Regulation S. The joint global coordinators, joint bookrunners and joint lead managers for the offering were J.P. Morgan, ICBC International and CLSA.
XCEL ENERGY	Representation of the underwriters led by Barclays Capital Inc., Morgan Stanley & Co. Incorporated and UBS Securities LLC in connection with Xcel Energy Inc.'s \$550 million offering of 4.70% Senior Notes, Series due 2020. Xcel Energy is a public utility holding company with four utility subsidiaries including: Northern States Power Corporation, Public Service Company of Colorado, Southwestern Public Service Corporation and Northern States Power Company serving approximately 3.4 million electric customers and 1.9 million gas customers in eight Western and Midwestern states.

Banking, Acquisition and Project Finance

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
ALTA WIND I CALIFORNIA WIND POWER PROJECT OF TERRA-GEN POWER LLC	Representation of the bank group, lead by Crédit Agricole Corporate and Investment Bank and Natixis, New York Branch, in a \$394.6 million construction and term loan financing for the 150 MW Alta Wind I wind power project being developed by Terra-Gen Power LLC in the Tehachapi area of California. The Alta Wind I project is the first phase of Terra Gen's Alta Wind Energy Center, a 3,000 MW initiative considered to be one of the largest US wind development projects. The lender group also included Union Bank N.A., Prudential Investment Management, Inc., Cooperatieve Centrale Raiffeisen-Boerenleenbank B.A., "Rabobank Nederland", New York Branch, and Banco Santander S.A., New York Branch. This financing replaced the pre-construction \$115 million turbine financing that closed in July 2009, in which Simpson Thacher also represented the lenders. Terra-Gen Power, an affiliate of Boston energy investment group ArcLight Capital Partners and independent infrastructure investment fund Global Infrastructure Partners, develops renewable energy projects with a focus on wind, geothermal and solar generation.

Banking, Acquisition and Project Finance

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
ALTA WIND II-V CALIFORNIA WIND POWER PROJECT OF TERRA-GEN POWER LLC	<p>Representation of the initial purchasers and lenders in a \$1.2 billion financing of four wind power projects with a total of 570 MW capacity which are being developed by Terra-Gen Power LLC in the Tehachapi area of California. The Alta Wind II, III, IV and V projects (Alta Wind II-V) are the second phase of Terra Gen's Alta Wind Energy Center. The financing for Alta II-V included the issuance of approximately \$580 million of 7.00% Pass Through Certificates due 2035, a construction bridge loan facility of \$499 million and ancillary credit facilities of \$127 million. Proceeds from the certificates and bridge loans were used to fund construction of Alta Wind II-V.</p> <p>Citigroup Global Markets, Barclays Capital Inc. and Credit Suisse Securities (USA) LLC acted as joint book-running managers for the issuance of the pass through certificates, and Mitsubishi UFJ Securities (USA), Credit Agricole Securities (USA) Inc., ING Financial Markets LLC, and Rabo Securities USA, Inc. acted as co-managers. The lender group included Cooperatieve Centrale Raiffeisen-Boerenleenbank B.A., "Rabobank Nederland", New York Branch, ING Capital LLC, Crédit Agricole Corporate and Investment Bank, Barclays Bank PLC, Citibank, N.A. Bank of Montreal and MUFG Power & Utilities Group with Crédit Agricole Corporate and Investment Bank acting as administrative agent.</p>
ANADARKO PETROLEUM CORPORATION	<p>Representation of JPMorgan as a lead arranger and administrative agent in connection with a new \$5 billion senior secured revolving credit facility for Anadarko Petroleum Corporation (APC), which replaced APC's existing \$1.3 billion unsecured revolving facility. Anadarko is one of the world's largest independent oil and natural gas exploration and production companies.</p>

Banking, Acquisition and Project Finance

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
GENON ENERGY, INC.	Representation of J.P. Morgan Securities LLC, the other lead arrangers and JPMorgan Chase Bank, N.A., as administrative agent, in connection with \$1.488 billion of new revolving credit and term loan facilities and J.P. Morgan and the other initial purchasers in connection with the Rule 144A offering of \$1.225 billion of senior notes raised to refinance existing debt of Mirant Corporation and RRI Energy, Inc. in connection with the merger of Mirant into a subsidiary of RRI, renamed GenOn Energy, Inc. GenOn provides energy, capacity, ancillary and other energy services to wholesale customers in the U.S. through the ownership and operation of, and contracting for, electric generating capacity across key regions, including the Mid-Atlantic, the Northeast, California, the Southeast and the Midwest.
GNPOWER MARIVELES PROJECT	Representation of The Blackstone Group in connection with financing of the GNPowder Mariveles Project, a 2 x 300 MW coal-fired power project, including a private port and associated facilities in Barangay Alas-asin, Municipality of Mariveles, Province of Bataan, the Philippines. The project is being designed and constructed by PRC power plant contractor CNEEC on a turnkey basis. It is the largest Philippine Greenfield power project financing in over a decade.
MOUNTAIN PRAIRIE WIND, LLC	Representation of the note purchasers in a NextEra-sponsored financing of two wind projects with an aggregate generating capacity of 273.2 MW. The issuer, Mountain Prairie Wind, LLC, an indirect subsidiary of NextEra Energy Resources, LLC, issued \$305.3 million of 6.56% Senior Secured Notes due 2030. The Mountain Prairie portfolio consists of wind projects located in Logan County, Colorado (174.3 MW aggregate generating capacity) and Roger Mills and Beckham Counties, Oklahoma (98.9 MW aggregate generating capacity).

Banking, Acquisition and Project Finance

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
PEABODY ENERGY CORPORATION	Representation of Peabody Energy Corporation (Peabody) in connection with a new five-year senior unsecured credit facility led by Bank of America Securities LLC, Citigroup Global Markets, Inc. and HSBC Securities (USA) Inc. The new facility includes a \$1.5 billion revolver and a \$500 million term loan and replaced Peabody's prior credit facility. Upon certain customary conditions being met, \$350 million of the revolver was made available to Peabody Holland, B.V., a Dutch subsidiary of Peabody. Peabody is the world's largest private-sector coal company.
PEACE GARDEN WIND FUNDING LLC	Representation of Landesbank Hessen-Thüringen Girozentrale, as Administrative Agent and Collateral Agent and Unicredit Bank AG and Landesbank Hessen-Thüringen Girozentrale as Mandated Lead Arrangers and Joint-Bookrunners in connection with a \$78 million senior secured term loan to Peace Garden Wind Funding, LLC, a subsidiary of NextEra Energy Resources, LLC, to finance the construction and development costs for a 120 MW wind energy electric generating facility located in Griggs and Steele Counties, North Dakota and a 49.5 MW wind energy electric generating facility located in Burleigh County, North Dakota.
PEOPLES NATURAL GAS COMPANY LLC	Representation of BNP Paribas, The Bank of Nova Scotia and Union Bank, N.A., as joint lead arrangers, in connection with the financing for the \$780 million acquisition by SteelRiver Infrastructure Fund North America LP of Peoples Natural Gas Company LLC from Dominion Resources, Inc. Proceeds of the financing, which consisted of senior secured notes and credit facilities, were used to pay, in part, cash consideration to Dominion Resources, Inc. and were used to finance future working capital and capital expenditure needs of Peoples. Peoples Natural Gas provides natural gas service throughout 16 counties in Western Pennsylvania.

Banking, Acquisition and Project Finance

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
TDI'S DEVELOPMENT OF CHAMPLAIN-HUDSON POWER EXPRESS	Representation of The Blackstone Group in connection with Transmission Developers Inc.'s, a Blackstone portfolio company, development of a power transmission line that will bring renewable power to New York and New England from the U.S.-Canadian border. The transmission power line, called the Champlain-Hudson Power Express (CHPE), will be a High Voltage direct current (HVdc) cable designed to principally run under waterways to minimize the impact to local communities and the environment.
TERRA-GEN POWER	Representation of the initial noteholders in connection with the \$275 million leveraged lease financing of the 67.2-megawatt geothermal power plant in Churchill County, Nevada, a geothermal power project of Terra-Gen Power LLC. Terra-Gen Power, an affiliate of Boston energy investment group ArcLight Capital Partners and independent infrastructure investment fund Global Infrastructure Partners, develops renewable energy projects with a focus on wind, geothermal and solar generation.
THOMPSON CREEK METALS COMPANY INC.	Representation of JPMorgan Chase Bank, N.A., as administrative agent in connection with Thompson Creek Metals Company Inc.'s \$300 million senior secured revolving credit agreement. 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.

Banking, Acquisition and Project Finance

COMPANY	TYPE OF TRANSACTION AND REPRESENTATION
WILD PRAIRIE WIND, LLC	Representation of The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch, as Administrative Agent, Union Bank, N.A., as collateral agent and depositary agent, and Landesbank Hessen-Thüringen Girozentrale, Lloyds TSB Bank PLC, The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch, and Unicredit Bank AG as mandated lead arrangers and joint bookrunners in connection with a \$296.7 million senior secured term loan to Wild Prairie Wind, LLC, a subsidiary of NextEra Energy Resources, LLC, to partially reimburse the construction and development costs for a 150 MW wind energy electric generating facility located in Story and Hardin Counties, Iowa and a 99MW wind energy electric generating facility located in Day County, South Dakota.

Litigation and Bankruptcy Related

ENVIROSOLUTIONS

Representation of Deutsche Bank Trust Company Americas, as administrative agent under the senior secured credit facilities, in connection with the Chapter 11 bankruptcy proceedings of EnviroSolutions Holdings, Inc. and its subsidiaries. EnviroSolutions is a vertically-integrated solid waste collection, transfer, disposal and recycling company in the Mid-Atlantic and Northeast regions of the United States. Prior to the company's voluntary filing under Chapter 11 on March 10, 2010, lenders representing in excess of two-thirds in principal amount and one-half in number of claims entered into a support agreement pursuant to which they agreed to support a plan of reorganization, which includes the equitization of a portion of the senior secured debt. The Firm also represents Deutsche Bank Trust Company Americas in connection with providing the Debtors with a \$30 million debtor-in-possession credit facility to be used for general corporate purposes and as a source of working capital, including the replacement of certain prepetition letters of credit.

NABORS INDUSTRIES LTD.

Representation of Nabors Industries Ltd. (Nabors) and a related entity in connection with two purported shareholder class actions commenced in Pennsylvania state and federal courts arising from Nabors' proposed acquisition of Superior Well Services, Inc. (Superior). Nabors is a global leader in oil, natural gas, and geothermal drilling, and also manufactures and provides equipment involved in resource drilling. Superior is an oilfield services company that operates in numerous oil and gas-producing regions within the United States. Plaintiffs allege, among other things, that Nabors aided and abetted breaches of fiduciary duty and Exchange Act violations by Superior's Board of Directors.

January 2011