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Nancy Mehlman is Co-Head of the Firm's Tax Practice. Nancy represents clients on a wide range of federal income tax matters, including mergers and acquisitions (including tax-free spin-offs), real estate transactions, partnerships, joint ventures and related financing transactions in the credit and capital markets.

Nancy advises, among others, several of the Firm's private equity clients including Blackstone, KKR, Carlyle and Morgan Stanley on tax matters related both to fund formation—particularly in the area of real estate opportunity funds and private equity funds—and negotiating and structuring of acquisitions by those funds. Nancy also advises Morgan Stanley in connection with their global real estate opportunity fund formation and investment matters. In addition, Nancy has advised tax-exempt organizations, including university endowments and private foundations in their capacity as private equity fund investors.

Nancy also has particular experience in transactions in the energy and utility areas, including advising GeoSouthern in its \$6 billion sale of its Eagle Ford and Midstream subsidiaries to Devon Energy, Petrohawk Energy Corporation's sale to BHP Billiton; PBF Energy's three refinery acquisitions, on behalf of First Reserve and Blackstone; the acquisition of Saxon Energy Services by First Reserve Corporation and Schlumberger Limited; the sale of a 20% minority stake in Oncor Electric Delivery Company to OMERS and GIC; acquisition and joint venture transactions for ITC Holdings Corp., an independent transmission company; and First Reserve's \$1.36 billion sale of 80% of its investment in the Bahamas Oil Refining Company International Limited ("BORCO") to Buckeye Partners. Nancy regularly represents KKR in connection with its energy and natural resources investments, including KKR's acquisition of six solar photovoltaic facilities in California and Arizona, KKR's minority investment in and subsequent sale of oil and gas exploration company East Resources; KKR's Eagle Ford shale joint venture with Hilcorp Energy and agreement with Marathon Oil Corporation to acquire such

Practice Focus:

- Tax
- Corporate

Industries:

- Energy - Oil and Gas
- Energy - Power and Renewables
- Infrastructure
- REITs

joint venture for \$3.5 billion; KKR's oil and gas partnership with Premier Natural Resources; and KKR's purchase of Chevron's 23.44% stake in the Colonial Pipeline Company.

Nancy is recognized as a leading tax lawyer by *Chambers USA: America's Leading Lawyers for Business*, which notes that she is "extremely well regarded". She has also been cited as a recommended tax lawyer in *The Legal 500 United States*.

Nancy received her B.A. from Williams College in 1991, and her J.D., *cum laude*, from New York University School of Law in 1999, where she was a Florence Allen Scholar. Nancy also earned an LL.M. in 2002 from New York University School of Law. She is admitted to practice in New York.