

Riverstone Holdings LLC
712 Fifth Avenue
51st Floor
New York, New York 10019

January 28, 2010

Office of the Attorney General of the State of New York (the "OAG")
120 Broadway, 25th Floor
New York, NY 10271

To Whom it May Concern:

Reference is hereby made to the Public Pension Fund Reform Code of Conduct adopted by Riverstone Holdings LLC (together with its investment funds and any controlled operating subsidiaries, but excluding fund investors and portfolio companies, "Riverstone") on June 11, 2009 (as amended, amended and restated, or supplemented from time to time with the consent of the OAG, the "Code"). We note that, from June 11, 2009 through the date hereof, Riverstone has not closed on any investment by, or otherwise entered into an engagement to provide Investment Management Services to, a Public Pension Fund and neither Riverstone nor any Related Party or Relative of a Related Party has made any Contributions to or on behalf of any Official, Public Pension Fund Official, fiduciary of any Public Pension Fund, political party, state or county political committee, political action committee or candidate for state or federal elected office. Capitalized terms used herein without definition will have the meanings set forth in the Code.

In accordance with Paragraph 27 of the Code, Riverstone hereby certifies to the OAG and each Public Pension Fund that owns an interest in a Riverstone-sponsored investment fund that, to the best of its knowledge after due inquiry, Riverstone is in compliance with the Code with respect to all Public Pension Funds.

Very truly yours,

RIVERSTONE HOLDINGS LLC

By: 

Stephen Coats
General Counsel