

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

January 31, 2012

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"). 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:   
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Stephen S. Coats  
General Counsel