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**From:** Michael Mace <MACEM@pfm.com>  
**Sent:** Tuesday, February 6, 2018 6:10 PM  
**To:** Brooks, Jody L. - Chief Legal Officer  
**Subject:** Fw: Counsel

[External Email - Exercise caution. DO NOT open attachments or click links from unknown senders or unexpected email.]

Jody - see attached list of counsel options from GS.

MM

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**From:** Toporek, Jill  
**Sent:** Tuesday, February 6, 2018 1:25 PM  
**To:** Michael Mace  
**Cc:** Liu, Alan  
**Subject:** Counsel

Mike

Please see attached comprehensive list that alan's team compiled.

Please let us know if you would like to discuss further.

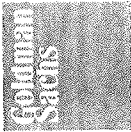
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**From:** Ahmed, Ansur [IBD]  
**Sent:** Tuesday, February 06, 2018 01:13 PM  
**To:** Toporek, Jill [IBD]; Liu, Alan [IBD]  
**Subject:**

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# Legal Counsel for Select Corporate Utility Mergers

INVESTMENT BANKING  
DIVISION

Acquirer / Target	Buy-Side		Principal Lawyer(s)
	Legal Advisor	Legal Advisor	
<b>South Jersey Industries / Elizabethtown Gas</b>	Baker Botts LLP	Gibson, Dunn, & Crutcher LLP	Barbara Becker Saeed Muzumdar
<b>Sempra / Oncor</b>	White & Case LLP	Kirkland & Ellis LLP Richards, Layton & Finger, P.A	Edward Sassower John Pitts Mark Collins Daniel DeFranceschi
<b>Westar / Great Plains</b>	Baker Botts LLP	Bracewell LLP	John Klausberg Frederick Lark
<b>Hydro One / Avista</b>	Bracewell LLP	Kirkland & Ellis LLP	George Stamas Alexander Fine
<b>AltaGas / WGL</b>	Vinson & Elkins LLP Stikeman Elliott LLP	Kirkland & Ellis LLP Covington & Burling LLP	George Stamas Andrew Calder Mark Plochit David Fagan
<b>Algonquin / Empire</b>	Husch Blackwell LLP Choate, Hall & Stewart LLP	Cahill Gordon & Reindel LLP	Michael Sherman Kimberly Pettito-Dacossard
<b>Fortis / ITC</b>	Davies Ward Phillips & Vineberg LLP White & Case LLP	Sidley Austin LLP	Asi Kirmayer
<b>Dominion / Questar</b>	McGuireWoods LLP	Kirkland & Ellis LLP Stoel Rives LLP	George Stamas Alexander Fine NA
<b>Duke / Piedmont</b>	Sidley Austin LLP	Kirkland & Ellis LLP Moore & Van Allen PLLC	George Stamas Alexander Fine NA
<b>Southern / AGL</b>	Gibson, Dunn & Crutcher LLP Jones Day Troutman Sanders	Cravath, Swaine & Moore LLP	Richard Hall

■ The most commonly used law firm is Kirkland & Ellis (5)

— Transactions commonly lead by George Stamas and Alexander Fine

■ Other law firms appearing in multiple transactions:

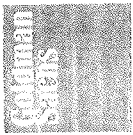
— Baker Botts (2)

— Bracewell (2)

— White & Case (2)

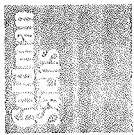
— Sidley Austin (2)

— Gibson, Dunn, & Crutcher (2)



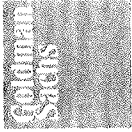
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# Selected Law Firms with P3 Experience

INVESTMENT BANKING  
DIVISION

Strong Lawyers in P3 / Limited Sell-Side  
Experience

Good Sell-Side P3 / With Muni Practice

Good Sell-Side P3 / Limited Muni Practice

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