

TRANSALTA CORP

Form SC 13D/A

April 11, 2019

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

(RULE 13D - 101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO 13d-1(a) AND AMENDMENTS
THERE TO FILED PURSUANT TO 13d-2(a)

(Amendment No. 3)*

TransAlta Corporation

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

89346D107

(CUSIP Number)

Christopher P. Davis, Esq.

Kleinberg, Kaplan, Wolff & Cohen, P.C.

551 Fifth Avenue, New York, New York 10176

Tel: (212) 986-6000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

April 11, 2019

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [X].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 89346D107

| | NAMES OF REPORTING PERSONS |
|-----|---|
| 1. | Mangrove Partners Master Fund, Ltd. |
| 2. | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3. | SEC USE ONLY |
| 4. | SOURCE OF FUNDS WC |
| 5. | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/> |
| 6. | CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands |
| | SOLE VOTING POWER |
| | 7. 0 |
| | SHARED VOTING POWER |
| | 8. 20,331,863 |
| | SOLE DISPOSITIVE POWER |
| | 9. 0 |
| | SHARED DISPOSITIVE POWER |
| | 10. 20,331,863 |
| 11. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 20,331,863 |
| 12. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> |

| | |
|-----|--|
| 13. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |
| | 7.1% |
| 14. | TYPE OF REPORTING PERSON |
| | OO |

CUSIP No. 89346D107

| | |
|-----|--|
| 1. | NAMES OF REPORTING PERSONS |
| | Mangrove Partners |
| 2. | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |
| | (a) <input checked="" type="checkbox"/> |
| | (b) <input type="checkbox"/> |
| 3. | SEC USE ONLY |
| 4. | SOURCE OF FUNDS |
| | AF |
| 5. | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/> |
| 6. | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | Cayman Islands |
| | SOLE VOTING POWER |
| | 7. 0 |
| | SHARED VOTING POWER |
| | 8. 20,331,863 |
| | SOLE DISPOSITIVE POWER |
| | 9. 0 |
| | SHARED DISPOSITIVE POWER |
| | 10. 20,331,863 |
| 11. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 20,331,863 |
| 12. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> |

| | |
|-----|--|
| 13. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |
| 14. | 7.1% TYPE OF REPORTING PERSON OO |

CUSIP No. 89346D107

| | |
|-----|--|
| 1. | NAMES OF REPORTING PERSONS |
| | Nathaniel August |
| 2. | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |
| | (a) <input checked="" type="checkbox"/> |
| | (b) <input type="checkbox"/> |
| 3. | SEC USE ONLY |
| 4. | SOURCE OF FUNDS |
| | AF |
| 5. | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/> |
| 6. | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | United States of America |
| | SOLE VOTING POWER |
| | 7. 0 |
| | SHARED VOTING POWER |
| | 8. 20,331,863 |
| | SOLE DISPOSITIVE POWER |
| | 9. 0 |
| | SHARED DISPOSITIVE POWER |
| | 10. 20,331,863 |
| 11. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 20,331,863 |
| 12. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> |

| | |
|-----|--|
| 13. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |
| 14. | 7.1% TYPE OF REPORTING PERSON IN |

CUSIP No. 89346D107

| | |
|-----|--|
| 1. | NAMES OF REPORTING PERSONS |
| | Cove Key Bluescape Holdings LP |
| 2. | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |
| | (a) <input checked="" type="checkbox"/> |
| | (b) <input type="checkbox"/> |
| 3. | SEC USE ONLY |
| 4. | SOURCE OF FUNDS |
| | WC |
| 5. | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/> |
| 6. | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | Delaware |
| | SOLE VOTING POWER |
| | 7. 0 |
| | SHARED VOTING POWER |
| | 8. 8,397,333 |
| | SOLE DISPOSITIVE POWER |
| | 9. 0 |
| | SHARED DISPOSITIVE POWER |
| | 10. 8,397,333 |
| 11. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 8,397,333 |
| 12. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> |
| 13. | |

PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

3.0%

TYPE OF REPORTING PERSON

14.

PN

CUSIP No. 89346D107

| | |
|-----|--|
| 1. | NAMES OF REPORTING PERSONS |
| | Cove Key Fund GP LP |
| 2. | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |
| | (a) <input checked="" type="checkbox"/> |
| | (b) <input type="checkbox"/> |
| 3. | SEC USE ONLY |
| 4. | SOURCE OF FUNDS |
| | AF |
| 5. | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/> |
| 6. | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | Delaware |
| | SOLE VOTING POWER |
| 7. | 0 |
| | SHARED VOTING POWER |
| 8. | 8,397,333 |
| | SOLE DISPOSITIVE POWER |
| 9. | 0 |
| | SHARED DISPOSITIVE POWER |
| 10. | 8,397,333 |
| 11. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 8,397,333 |
| 12. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> |
| 13. | |

PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

3.0%

TYPE OF REPORTING PERSON

14.

PN

CUSIP No. 89346D107

| | |
|-----|--|
| 1. | NAMES OF REPORTING PERSONS Cove Key GP LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |
| 2. | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3. | SEC USE ONLY SOURCE OF FUNDS |
| 4. | AF |
| 5. | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/> |
| 6. | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER |
| 7. | 0 |
| 8. | SHARED VOTING POWER 8,397,333 |
| 9. | SOLE DISPOSITIVE POWER 0 |
| 10. | SHARED DISPOSITIVE POWER 8,397,333 |
| 11. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,397,333 |
| 12. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> |
| 13. | PERCENT OF CLASS REPRESENTED BY AMOUNT |

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

IN ROW (11)

3.0%

TYPE OF REPORTING PERSON

14.

OO

CUSIP No. 89346D107

| | |
|-----|--|
| 1. | NAMES OF REPORTING PERSONS |
| | Cove Key Management LP |
| 2. | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |
| | (a) <input checked="" type="checkbox"/> |
| | (b) <input type="checkbox"/> |
| 3. | SEC USE ONLY |
| 4. | SOURCE OF FUNDS |
| | AF |
| 5. | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/> |
| 6. | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | Delaware |
| | SOLE VOTING POWER |
| 7. | 0 |
| | SHARED VOTING POWER |
| 8. | 8,397,333 |
| | SOLE DISPOSITIVE POWER |
| 9. | 0 |
| | SHARED DISPOSITIVE POWER |
| 10. | 8,397,333 |
| 11. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 8,397,333 |
| 12. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> |
| 13. | |

PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

3.0%

TYPE OF REPORTING PERSON

14.

PN

CUSIP No. 89346D107

| | |
|-----|---|
| 1. | NAMES OF REPORTING PERSONS Cove Key GP Management LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |
| 2. | (a) <input checked="" type="checkbox"/> [X] (b) <input type="checkbox"/> [] |
| 3. | SEC USE ONLY SOURCE OF FUNDS |
| 4. | AF |
| 5. | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/> [] CITIZENSHIP OR PLACE OF ORGANIZATION |
| 6. | Delaware SOLE VOTING POWER 7. 0 SHARED VOTING POWER 8. 8,397,333 SOLE DISPOSITIVE POWER 9. 0 SHARED DISPOSITIVE POWER 10. 8,397,333 |
| 11. | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,397,333 |
| 12. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> [] |
| 13. | PERCENT OF CLASS REPRESENTED BY AMOUNT |

IN ROW (11)

3.0%

TYPE OF REPORTING PERSON

14.

OO

CUSIP No. 89346D107

| | |
|-----|--|
| 1. | NAMES OF REPORTING PERSONS Jeff Coviello CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |
| 2. | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3. | SEC USE ONLY SOURCE OF FUNDS |
| 4. | AF |
| 5. | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/> |
| 6. | CITIZENSHIP OR PLACE OF ORGANIZATION United States of America SOLE VOTING POWER |
| 7. | 0 |
| 8. | SHARED VOTING POWER 8,397,333 |
| 9. | SOLE DISPOSITIVE POWER 0 |
| 10. | SHARED DISPOSITIVE POWER 8,397,333 |
| 11. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,397,333 |
| 12. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> |
| 13. | PERCENT OF CLASS REPRESENTED BY AMOUNT |

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

IN ROW (11)

3.0%

TYPE OF REPORTING PERSON

14.

IN, HC

CUSIP No. 89346D107

| | |
|-----|--|
| 1. | NAMES OF REPORTING PERSONS |
| | Bluescape Cove Key GP LLC |
| 2. | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |
| | (a) <input checked="" type="checkbox"/> |
| | (b) <input type="checkbox"/> |
| 3. | SEC USE ONLY |
| 4. | SOURCE OF FUNDS |
| | OO |
| 5. | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/> |
| 6. | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | Delaware |
| | SOLE VOTING POWER |
| | 7. 0 |
| | SHARED VOTING POWER |
| | 8. 8,397,333 |
| | SOLE DISPOSITIVE POWER |
| | 9. 0 |
| | SHARED DISPOSITIVE POWER |
| | 10. 8,397,333 |
| 11. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 8,397,333 |
| 12. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> |
| 13. | |

PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

3.0%

TYPE OF REPORTING PERSON

14.

OO

CUSIP No. 89346D107

| | |
|-----|--|
| 1. | NAMES OF REPORTING PERSONS Bluescape Energy Partners III GP LLC |
| 2. | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3. | SEC USE ONLY |
| 4. | SOURCE OF FUNDS OO |
| 5. | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/> |
| 6. | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER |
| | 7. 0 |
| | SHARED VOTING POWER |
| | 8. 8,397,333 |
| | SOLE DISPOSITIVE POWER |
| | 9. 0 |
| | SHARED DISPOSITIVE POWER |
| | 10. 8,397,333 |
| 11. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,397,333 |
| 12. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> |

| | |
|-----|--|
| 13. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |
| 14. | 3.0% TYPE OF REPORTING PERSON OO |

CUSIP No. 89346D107

| | |
|-----|--|
| | NAMES OF REPORTING PERSONS |
| 1. | Bluescape Resources GP Holdings LLC |
| | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |
| 2. | (a) <input checked="" type="checkbox"/> |
| | (b) <input type="checkbox"/> |
| 3. | SEC USE ONLY |
| 4. | SOURCE OF FUNDS |
| | OO |
| 5. | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/> |
| 6. | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | Delaware |
| | SOLE VOTING POWER |
| 7. | 0 |
| | SHARED VOTING POWER |
| 8. | 8,397,333 |
| | SOLE DISPOSITIVE POWER |
| 9. | 0 |
| | SHARED DISPOSITIVE POWER |
| 10. | 8,397,333 |
| | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 11. | 8,397,333 |
| | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> |
| 12. | |
| 13. | |

PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

3.0%

TYPE OF REPORTING PERSON

14.

OO

CUSIP No. 89346D107

| | | NAMES OF REPORTING PERSONS |
|-----|-----|---|
| 1. | | Bluescape Resources Company LLC |
| 2. | | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |
| 3. | | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 4. | | SEC USE ONLY SOURCE OF FUNDS |
| 5. | | OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/> |
| 6. | | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | | Delaware |
| | | SOLE VOTING POWER |
| | 7. | 0 |
| | | SHARED VOTING POWER |
| | 8. | 8,397,333 |
| | | SOLE DISPOSITIVE POWER |
| | 9. | 0 |
| | | SHARED DISPOSITIVE POWER |
| | 10. | 8,397,333 |
| | | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 11. | | 8,397,333 |
| 12. | | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> |
| 13. | | |

PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

3.0%

TYPE OF REPORTING PERSON

14.

OO

CUSIP No. 89346D107

| | |
|-----|--|
| 1. | NAMES OF REPORTING PERSONS |
| | Charles John Wilder, Jr. |
| 2. | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |
| | (a) <input checked="" type="checkbox"/> |
| | (b) <input type="checkbox"/> |
| 3. | SEC USE ONLY |
| 4. | SOURCE OF FUNDS |
| | OO |
| 5. | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/> |
| 6. | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | United States of America |
| | SOLE VOTING POWER |
| | 7. 0 |
| | SHARED VOTING POWER |
| | 8. 8,397,333 |
| | SOLE DISPOSITIVE POWER |
| | 9. 0 |
| | SHARED DISPOSITIVE POWER |
| | 10. 8,397,333 |
| 11. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 8,397,333 |
| 12. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> |
| 13. | PERCENT OF CLASS REPRESENTED BY AMOUNT |

IN ROW (11)

3.0%

TYPE OF REPORTING PERSON

14.

IN, HC

The following constitutes Amendment No. 3 to the Schedule 13D filed by the undersigned (this “Amendment No. 3”). This Amendment No. 3 amends the Schedule 13D as specifically set forth herein.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

On April 11, 2019, Mangrove Partners issued a press release (the “Withhold Press Release”) announcing that it intends to withhold its votes at the upcoming Annual Meeting for Gordon Giffin, Alan Fohrer and Beverlee Park, the three members of the Board who reviewed, evaluated and unanimously recommended the Brookfield Transaction. The foregoing description of the Withhold Press Release is qualified in its entirety by reference to the full text of the Withhold Press Release, which is attached as Exhibit F hereto and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Exhibit F Press Release, dated April 11, 2019 by Mangrove Partners.

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: April 11, 2019

THE MANGROVE
PARTNERS MASTER
FUND, LTD.

MANGROVE
By: PARTNERS,
as Investment Manager

By: /s/ Nathaniel August
Name: Nathaniel August
Title: Director

MANGROVE PARTNERS

By: /s/ Nathaniel August
Name: Nathaniel August
Title: Director

/s/ Nathaniel August
NATHANIEL AUGUST

COVE KEY BLUESCAPE
HOLDINGS LP
By: Bluescape Cove Key GP
LLC, its general partner

By: /s/ Jonathan Siegler
Name: Jonathan Siegler
Title: Managing Director

COVE KEY FUND GP
LP
By: Cove Key GP LLC,
its general partner

By: /s/ Jeff Coviello
Name: Jeff Coviello
Title: Manager

COVE KEY GP LLC

By: /s/ Jeff Coviello
Name: Jeff Coviello
Title: Manager

COVE KEY
MANAGEMENT LP
By: Cove Key GP
Management LLC, its
general partner

By: /s/ Jeff Coviello
Name: Jeff Coviello
Title: Manager

COVE KEY GP
MANAGEMENT LLC

By: /s/ Jeff Coviello
Name: Jeff Coviello
Title: Manager

/s/ Jeff Coviello
JEFF COVIELLO

BLUESCAPE COVE
KEY GP LLC

By: /s/ Jonathan
Siegler
~~Jonathan~~ Siegler
~~Managing~~ Director

BLUESCAPE
ENERGY
PARTNERS III GP LP

By: /s/ Jonathan
Siegler
~~Jonathan~~ Siegler
~~Managing~~ Director

BLUESCAPE
RESOURCES GP
HOLDINGS LLC

By: /s/ Jonathan
Siegler
~~Jonathan~~ Siegler
~~Managing~~ Director

BLUESCAPE RESOURCES
COMPANY LLC

By: /s/ Jonathan Siegler
Name: Jonathan Siegler
Title: Managing Director

/s/ Charles John Wilder, Jr.
CHARLES JOHN WILDER, JR.