

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).

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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)
14.	7.1% TYPE OF REPORTING PERSON  OO

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CUSIP No. 89346D107

1.	NAMES OF REPORTING PERSONS  Mangrove Partners CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> SEC USE ONLY SOURCE OF FUNDS  AF 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
2.	
3.	
4.	
5.	
6.	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.	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  20,331,863 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)
14.	7.1% TYPE OF REPORTING PERSON  OO

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CUSIP No. 89346D107

1.	NAMES OF REPORTING PERSONS  Nathaniel August CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
2.	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> SEC USE ONLY
3.	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.	United States of America SOLE VOTING POWER
	7. 0
	SHARED VOTING POWER
	8. 20,331,863
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	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

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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

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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)    
(b)
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)
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
- 12.
- 13.

PERCENT OF CLASS  
REPRESENTED BY AMOUNT  
IN ROW (11)

3.0%

TYPE OF REPORTING PERSON

14.

PN

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CUSIP No. 89346D107

1.	NAMES OF REPORTING PERSONS
	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
	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.

OO

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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

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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"/> [] SEC USE ONLY
3.	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
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

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CUSIP No. 89346D107

1.	NAMES OF REPORTING PERSONS  Jeff Coviello CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> SEC USE ONLY SOURCE OF FUNDS
2.	
3.	
4.	
5.	AF 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.	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 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"/> PERCENT OF CLASS REPRESENTED BY AMOUNT
12.	
13.	

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

IN ROW (11)

3.0%

TYPE OF REPORTING PERSON

14.

IN, HC

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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

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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 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)
14.	3.0% TYPE OF REPORTING PERSON OO

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CUSIP No. 89346D107

1.	NAMES OF REPORTING PERSONS  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 SOURCE OF FUNDS
4.	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
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.	[ ]

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:



PERCENT OF CLASS  
REPRESENTED BY AMOUNT  
IN ROW (11)

3.0%

TYPE OF REPORTING PERSON

14.

OO

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CUSIP No. 89346D107

1.	NAMES OF REPORTING PERSONS  Bluescape Resources Company 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.	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.	EXCLUDES CERTAIN SHARES <input type="checkbox"/>
13.	EXCLUDES CERTAIN SHARES <input type="checkbox"/>

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

PERCENT OF CLASS  
REPRESENTED BY AMOUNT  
IN ROW (11)

3.0%

TYPE OF REPORTING PERSON

14.

OO

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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

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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.

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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

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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.