

BACK TO BACK AGREEMENT

7 June 2010

Kohlberg Kravis Roberts & Co. Ltd.
Stirling Square
7 Carlton Gardens
London SW1Y 5AD

Ladies and Gentlemen:

Reference is made to the agreement dated January 20, 2010 (the "Agreement") between ArcLight Capital Partners and Kohlberg Kravis Roberts & Co. Ltd. ("KKR") attached hereto, whereby KKR agrees to be bound by certain non-disclosure and other restrictions with respect to Confidential Information in connection with the Transaction. Capitalized terms not otherwise defined herein have the meaning ascribed to them in the Agreement.

Confidentiality

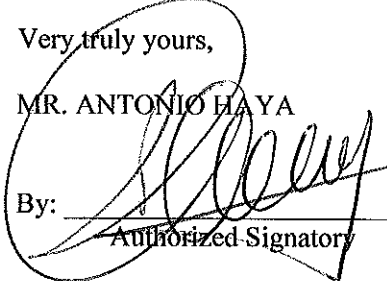
The undersigned hereby acknowledges that it may come into possession of Confidential Information and, in consideration of receiving any Confidential Information, the undersigned, in its capacity as a Representative of KKR in connection with the Transaction, agrees to be bound by the confidentiality provisions of the Agreement in accordance with its terms as though the undersigned were a party thereto; provided, that:

- (i) the undersigned shall not be liable for the acts or omissions of any persons other than the Team Members; the term "Team Members" means the directors, officers, partners, members and employees of the undersigned and its affiliates who receive the Confidential Information for the purpose of evaluating the Transaction on behalf of KKR; and
- (ii) the undersigned shall not be obligated to return or destroy Confidential Information to the extent otherwise required by (A) any mandatory rule of professional ethics, (B) any internal document retention policy or procedure of any bank or other regulated financial services institution, or (C) any internal policy or procedure relating to the backup storage of electronic data, provided that the confidentiality provisions of the Agreement shall continue to apply to any information retained by the undersigned in accordance with this clause (ii).

This undertaking shall be governed by the laws of the State of New York and shall terminate upon termination of the Agreement.

Very truly yours,

MR. ANTONIO HAYA

By: 

Authorized Signatory