LATHAM & WATKINS LLP

Appendix

The Book of Jargon®: MLPs (Master Limited Partnerships)

The following table sets forth certain important characteristics of "traditional" MLPs and "variable" MLPs:

	Traditional MLPs	Variable MLPs
Large, single asset	Uncommon	More common
Distribution Stability	Yes	No
Minimum Quarterly Distribution	Yes	No
Coverage Ratio	1.10x – 1.20x	1.0x
Available Cash	Yes	No
Operating Surplus	Yes	No
Capital Surplus	Yes	No
Subordination Period	Typically from 1 to 3 years, but sometimes 5 years	No
Types of Securities		
General Partner Interest	2%	0%
Common Units	Yes	Yes
Subordinated Units	Yes	No
PIK Units	No	Sometimes
Incentive Distribution Rights	Yes	No
Common Unit Arrearages	Yes	No
Maintenance of Distribution Coverage	Yes	No
Working Capital Borrowings to Pay Distributions	Yes	No
Direct exposure to commodity price movements	Avoided	Expected
Direct and immediate exposure to fluctuations in cash generated by the business	No	Yes
Flexible distribution covenants in debt agreements a priority	Yes	Depends