

## EDUCATION

**University of Chicago Law School, J.D., 2004**

**Chicago, IL**

**Duke University, A.B. Philosophy, magna cum laude, 2001**

**Durham, NC**

**Oxford University, Visiting Scholar in Philosophy, 1999-2000 Academic Year**

**Oxford, England**

## PROFICIENCY AREAS

**CROSS-BORDER TRANSACTIONS**

**ISLAMIC FINANCE**

**OIL & GAS / ENERGY**

**MERGERS & ACQUISITIONS**

**CAPITAL MARKETS**

**GLOBAL EXCHANGE OFFERINGS**

**PUBLIC/PRIVATE OFFERINGS**

**FORIEGN PRIVATE INVESTMENT**

**STRUCTURED FINANCE**

**PROJECT MANAGEMENT**

**PRIVATE EQUITY**

**GOVERNANCE & REGULATIONS**

## PROFESSIONAL EXPERIENCE

**Internet Sciences Inc.,** Executive VP, Co-General Counsel and Head of Investor Relations – Current

**New York, NY**

**Steele Legal Consulting,** Independent Consultant and Legal Advisor – Current

**Asheville, NC**

Consultant and Advisor to corporate clients, assisting in internal management of transactional projects on matters related to corporate formation, FinTech compliance, international regulations and contractual negotiation.

**SL Global Partners,** Founding Partner – 2016 to 2019

**Washington, DC**

Managing Partner for transactional project teams within a consortium of international firms specializing in global capital markets, FinTech, cross-border transactions, M&A, Islamic Finance, alternative investments, securities regulations, corporate governance and international regulatory regimes.

**Arent Fox LLP,** Senior Attorney, Corporate Finance – 2015 to June 2016

**Washington, DC**

Senior Counsel and primary client contact on matters related to Securities, M&A and Corporate Regulation. Managed junior attorneys on transactional matters, including domestic debt and equity securities offerings for middle-market, private companies. Advised to private companies on general corporate governance matters, applicable regulations and best practices.

**Vinson & Elkins, LLP,** Senior Associate, International Capital Markets and Securities – 2004 to 2014

**Washington, DC**

Practiced on location in the Middle East, China and London, representing clients in cross-border transactions and regulatory compliance. Advised international issuers on their ongoing compliance obligations under U.S. securities laws. Represented underwriters and issuers conducting debt and equity securities offerings, including SEC-registered offerings, private placements under Rule 144A and Regulation S, shelf offerings, tender offers and exchange offers on the New York Stock Exchange, NASDAQ and international securities offerings on foreign stock exchanges.

**Bar Admissions:** State of Texas, 2004. District of Columbia, 2008.

**Certifications:** FinTech Law and Policy: Global Financial Markets Center, Duke University School of Law, 2018.

## LEADERSHIP & SERVICE

**Recruiting Committee:** Served on Vinson & Elkins' committee to recruit new associates, make hiring decisions and interview students during on campus interviews at The University of Chicago Law School and Harvard Law School.

**Team Leader, Pro Bono Projects in India and Thailand:** Co-led team of attorneys and law students on trips to Mumbai and Chennai, India to document and prosecute cases of illegal slave labor and human trafficking. The latter trip was featured in an article in the Texas Bar Journal (Sept. 2006). The prior trip was featured in an article in Duke Magazine (May/June 2002). Served as a visiting lawyer for the International Justice Mission, training indigenous lawyers in Thailand in trial advocacy skills, interviewing and documentation.

**University of Chicago Human Rights Center,** Project Leader and Liaison between faculty and undergraduates developing curriculum for the "Scholars at Risk" Program, an intervention project on behalf of persecuted academics abroad.

**Human Right's Documentation Center (HRDC)/ South Asia Human Rights Documentation Center (SAHRDC):** Co-wrote country report on South Africa published for the U.N. World Conference Against Racism (2001).

## PUBLICATIONS & PRESENTATIONS

**"Regulatory Issues in Islamic Finance and New Developments,"** Global Islamic Finance Report 2011 (Feb. 2011).

**"Material Adverse Change (MAC) Clauses in M&A Transactions,"** The China Dealmaker (June 2010).

**"Innovation and New Opportunities: Sukuk in the West,"** Chapter 28 in Islamic Wealth Management: A Catalyst for Global Change and Innovation, Euromoney Books (2009).

**"Examining Alternative Investments & Private Equity,"** Islamic Finance World Conference, Toronto (May 2007).

**"Racial Discrimination: The Record of South Africa",** HRDC, United Nations Economic and Social Council (2001).

## REPRESENTATIVE TRANSACTIONS

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### INTERNATIONAL PRIVATE EQUITY / MERGERS & ACQUISITIONS

- Represented a Chinese consortium in the purchase of \$313 million in pipeline assets located in Trinidad and Tobago from a Canadian oil and gas exploration and production company.
- Represented an occupational healthcare services company in the separation of its two principal operating segments, spin-off and related restructuring transactions.
- Represented TPG Capital, a private equity company, in its \$1.25 billion group investment in Chesapeake Cleveland-Tonkawa, a subsidiary of Chesapeake Energy Corporation.
- Represented The Blackstone Group, a private equity company, in a \$350 million acquisition of a global supplier of food industry products.
- Represented Lone Star Funds, a private equity company, in a \$160 million acquisition of an in-store marketing communications company.
- Represented The Carlyle Group, a private equity company, in the acquisition of the power generation assets of Cogentrix Energy, including five coal and solar power projects and a development pipeline of gas and renewable projects, from The Goldman Sachs Group.
- Represented Riverstone Holdings, a private equity company, in a \$300 million commitment to Eagle Energy Exploration, to invest in oil and gas assets and related properties in the Mid-Continent region of the United States.
- Represented Mars, Inc., the 4th largest US private company, for purposes of acquiring and divesting its various business segments through subsidiary transactions and reverse triangle mergers.

### ISLAMIC FINANCE / ALTERNATIVE INVESTMENT STRUCTURES

- Represented a UAE investment company on a US\$165.67M Sukuk for East Cameron Partners, a Texas oil and gas company. First Sukuk issued in United States and rated by Standard & Poor's. Named as 2006 "Most Innovative Islamic Finance Deal of the Year," "Best Structured Finance Deal of the Year" and "Best USA Deal of the Year" by Euromoney and Islamic Finance News.
- Represented Kuwait-based NBK Capital and GSC Corporation in connection with the structuring of NBK Capital-GSC Mezzanine Fund I, L.P., a US\$200 million MENA mezzanine fund focused on investments in the UAE, Saudi Arabia, and Turkey.
- Represented Pramerica Real Estate Investors GmbH (a subsidiary of Prudential Real Estate Investors) in connection with a Shari'a compliant structure for investments in real estate securities in Southeast Asia.
- Represented the real estate subsidiary of one of the largest banks in the Middle East on the structuring and formation of a \$250 million real estate development fund.
- Represented Liquidity Management Centre B.S.C., a Bahrain-based Islamic joint stock company, as lead arranger on the structuring and documentation of a \$200 million Sukuk utilized to finance a real estate development project in Kuwait.
- Represented Liquidity Management Centre B.S.C. in connection with the restructuring of obligations for the Lagoon City Islamic Musharaka Sukuk.
- Advised the Dubai International Financial Centre (DIFC) and the Dubai Financial Services Authority (DFSA) in the initial drafting of its rules and regulations governing the DIFX trading platform, currently known as NASDAQ DUBAI.
- Represented a prominent United Arab Emirates (UAE) sovereign wealth fund in a number of transactions, including its divestiture of its entire limited partnership interest and general partner shares in a real estate fund and certain other funds and a substantial portion of its interest in a leading retail group in the Middle East.
- Represented Tatweer Dubai LLC in its joint venture with New York Mercantile Exchange to establish the Dubai Mercantile Exchange (DME), and subsequent investment and restructuring of the DME group.

## CAPITAL MARKETS, GLOBAL OFFERINGS & SECURITIES REGULATION

- Represented the sales agents/investment banks in a \$150 million at-the-market (ATM) offering of common stock
- Represented the underwriters in a \$150 million offering of a foreign private issuer's high-yield notes and warrants issued under Rule 144A and Regulation S listed on the Singapore Exchange (SGX)
- Represented the underwriters in a \$150 million common stock offering of a real estate investment trust (REIT)
- Represented the underwriters in three offerings of common shares of beneficial interest of a REIT
- Represented an oil and gas company in offerings of its \$262 million common stock and \$600 million high-yield debt
- Represented the underwriters in a \$75 million offering of limited liability company interests in an oil and gas company
- Represented an occupational healthcare company in a \$185 million private exchange offer for its high-yield notes
- Represented the underwriters in a \$650 million offering of investment grade notes of an energy exploration and development company
- Represented the underwriters in a \$185 million offering of high-yield notes of a foreign private issuer under Rule 144A; subsequently represented foreign private issuer in a registered exchange offer for such high-yield notes
- Represented the underwriters in a \$2.75 billion public offering of convertible notes of an oil, gas and geothermal land drilling company
- Represented the underwriters in a \$200 million initial public offering of common stock of an international provider of transportation services company listed on the NASDAQ and SGX
- Represented a wireless communications service provider in a \$150 million third-party debt-tender offer, a \$150 million self-tender offer and consent solicitation
- Represented a security broker, dealer and flotation company in a \$200 million public offering of investment grade notes
- Represented the underwriters in a \$150 million public equity offering of a bituminous coal and lignite surface mining company
- Reviewed and drafted periodic reports and other filings for ongoing compliance with SEC rules and regulations:
  - Exchange Act: Forms 10-K, 20-F, 10-Q, 8-K, 6-K, 11-K, 18-K, Forms 3-5 and Form 15
  - Investment Advisers Act: Forms-ADV and Forms-PF
  - Investment Company Act
  - Trust Indenture Act

## TRICIA STEELE

### PROFESSIONAL REFERENCES

Jeffrey Chapman

Partner- Gibson Dunn  
Co-Chair, Global Mergers and Acquisitions  
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