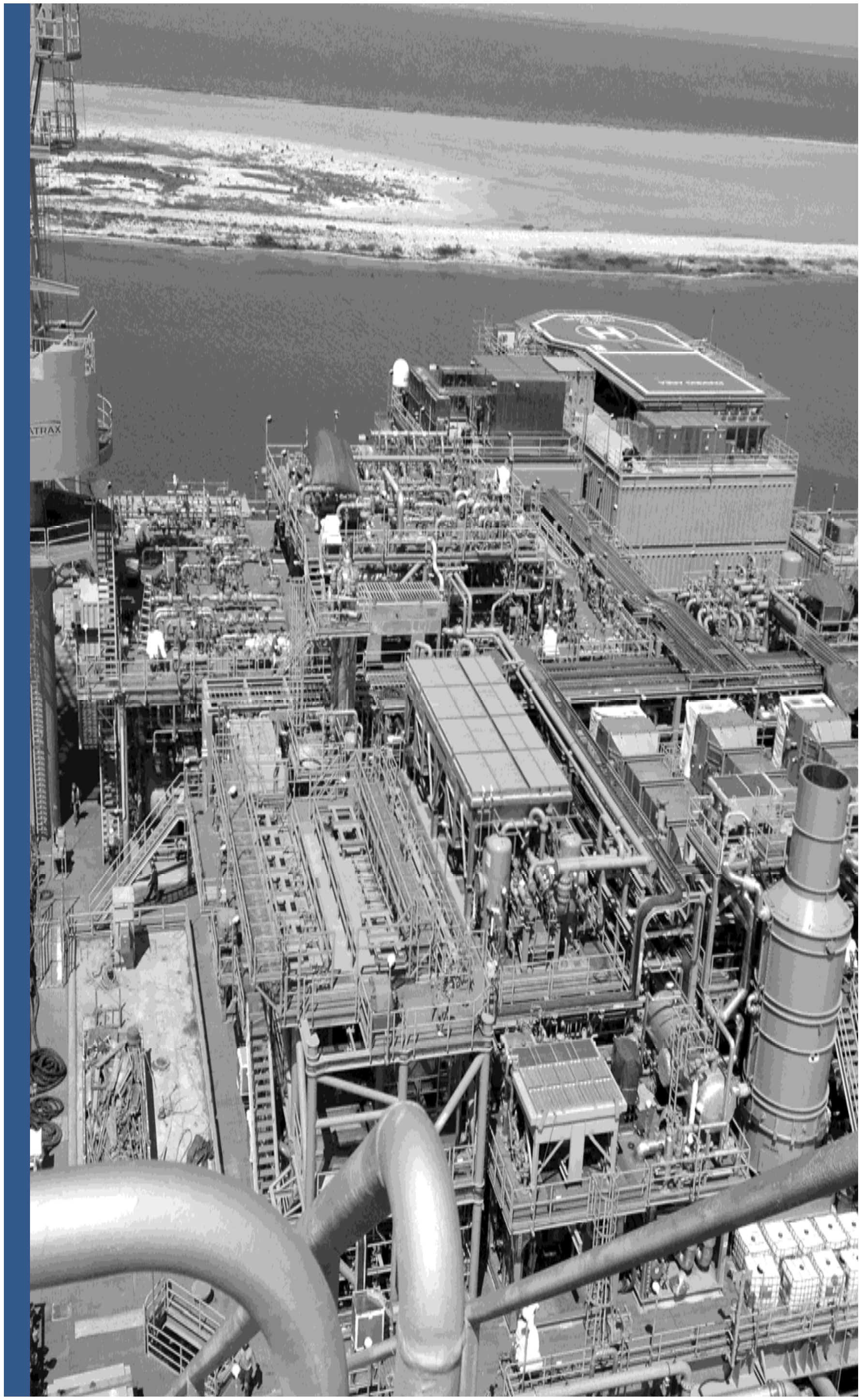
American Midstream

Investor Presentation

March 1 - 2, 2017
New York, NY



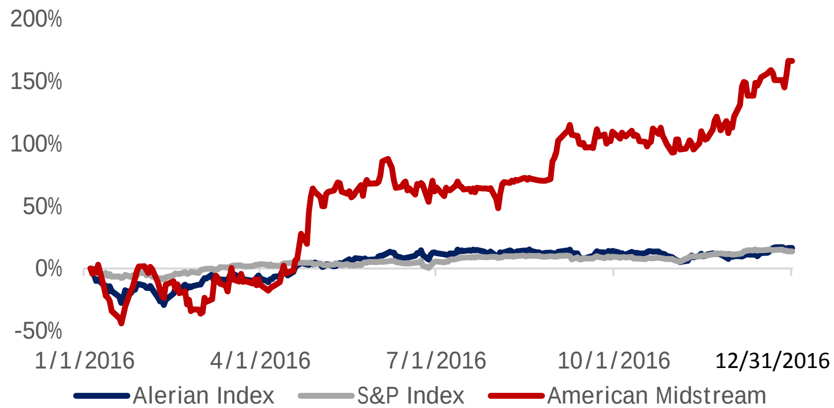
Cautionary Statement

This presentation includes forward-looking statements. These statements relate to, among other things, projections of operational volumetrics and improvements, growth projects, cash flows and capital expenditures. We have used the words "anticipate,” "believe," "could," "estimate," "expect," "intend," "may," "plan," "predict," "project," "should," "will," "potential," and similar terms and phrases to identify forward-looking statements in this presentation. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate and the forward-looking statements based on these assumptions could be incorrect. Our operations and future growth involve risks and uncertainties, many of which are outside our control, and any one of which, or a combination of which, could materially affect our results of operations and whether the forward-looking statements ultimately prove to be correct. Actual results and trends in the future may differ materially from those suggested or implied by the forward-looking statements depending on a variety of factors, which are described in greater detail in our filings with the SEC. Construction of projects described in this presentation is subject to risks beyond our control including cost overruns and delays resulting from numerous factors. In addition, we face risks associated with the integration of acquired businesses, decreased liquidity, increased interest and other expenses, assumption of potential liabilities, diversion of management’s attention, and other risks associated with acquisitions and growth. Please see our Risk Factor disclosures included in our Annual Report on Form 10-K for the year ended December 31, 2015 filed on March 7, 2016 and on Form 10-Q for the quarter ended September 30, 2016 filed on November 08, 2016. All future written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the previous statements. This presentation speaks only as of the date on the cover page. We undertake no obligation to update any information contained herein or to publicly release the results of any revisions to any forward-looking statements that may be made to reflect events or circumstances that occur, or that we become aware of, after the date of this presentation.

American Midstream Overview

American Midstream Partners, LP ($ millions except unit)		
Enterprise Value[1]	$	1,522
Distibution Coverage[2]		1.9x
Equity Yield[1]		10.2%
8.5% 2021 senior unsecured note yield[1]		7.7%
TTM compliance Adjusted EBITDA[5]	$	154
Total indebtedness[2]	$	733
Pro Forma compliance leverage [3]		4.0x
Total outstanding units (million)[4]		52.8

2016 Total Return



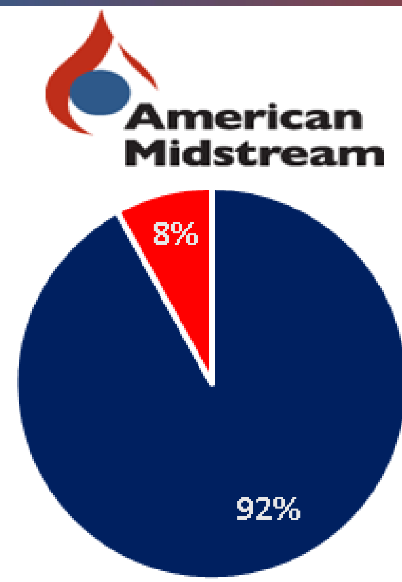
Key Business Highlights

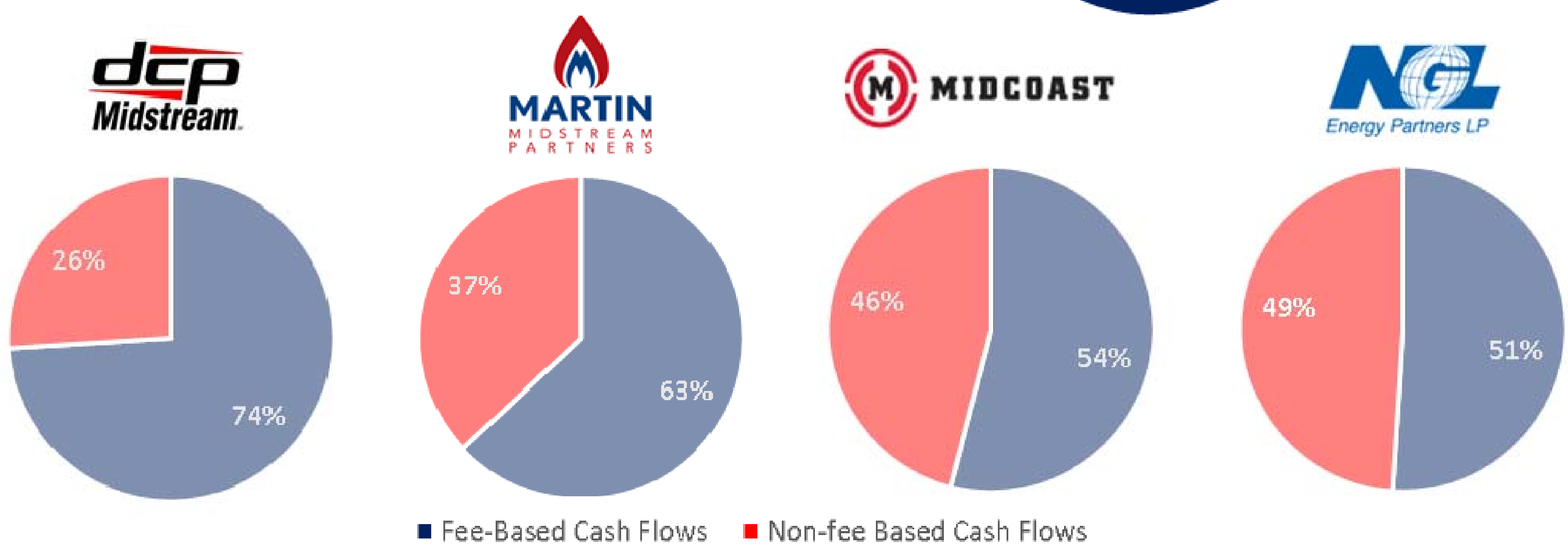
- Third quarter 2016 Adjusted EBITDA of $35.8 million and Distributable Cash Flow of $24.4 million, an increase of 126% and 121%, from third quarter 2015
- Top-tier, third quarter distribution coverage of 1.9 times
- American Midstream ("AMID") intends to close merger with JP Energy Partners creating a $2 billion enterprise value partnership in short order
- AMID issued $300 million of 8.5% senior notes, upon closing of the merger, net proceeds will be used to fully repay and terminate the JPEP credit facility and to partially repay outstanding indebtedness under AMID's credit facility
- AMID asset footprint covers 10,000 square miles of Gulf of Mexico production, and transports a total of 1.6 Bcf/d of natural gas, over 100,000 barrels per day of oil crude, and 45,000 barrels per day of NGLs
- Terminals segment contracted capacity averaged over 2.2 million barrels

[1] - as of 02/24/2017
[2] - at quarter end 9/30/2016
[3] - at quarter end 9/30/2016 inclusive of Series D preferred issuance and acquisition of incremental 6.2% Delta House interest
[4] - Inclusive of series A, C and D preferred units
[5] - For the quarter ended 9/30/2016. See slide 36 for reconciliation of non-GAAP Adjusted EBITDA to GAAP net income.

AMID has Stable, Fee-based Cash Flow

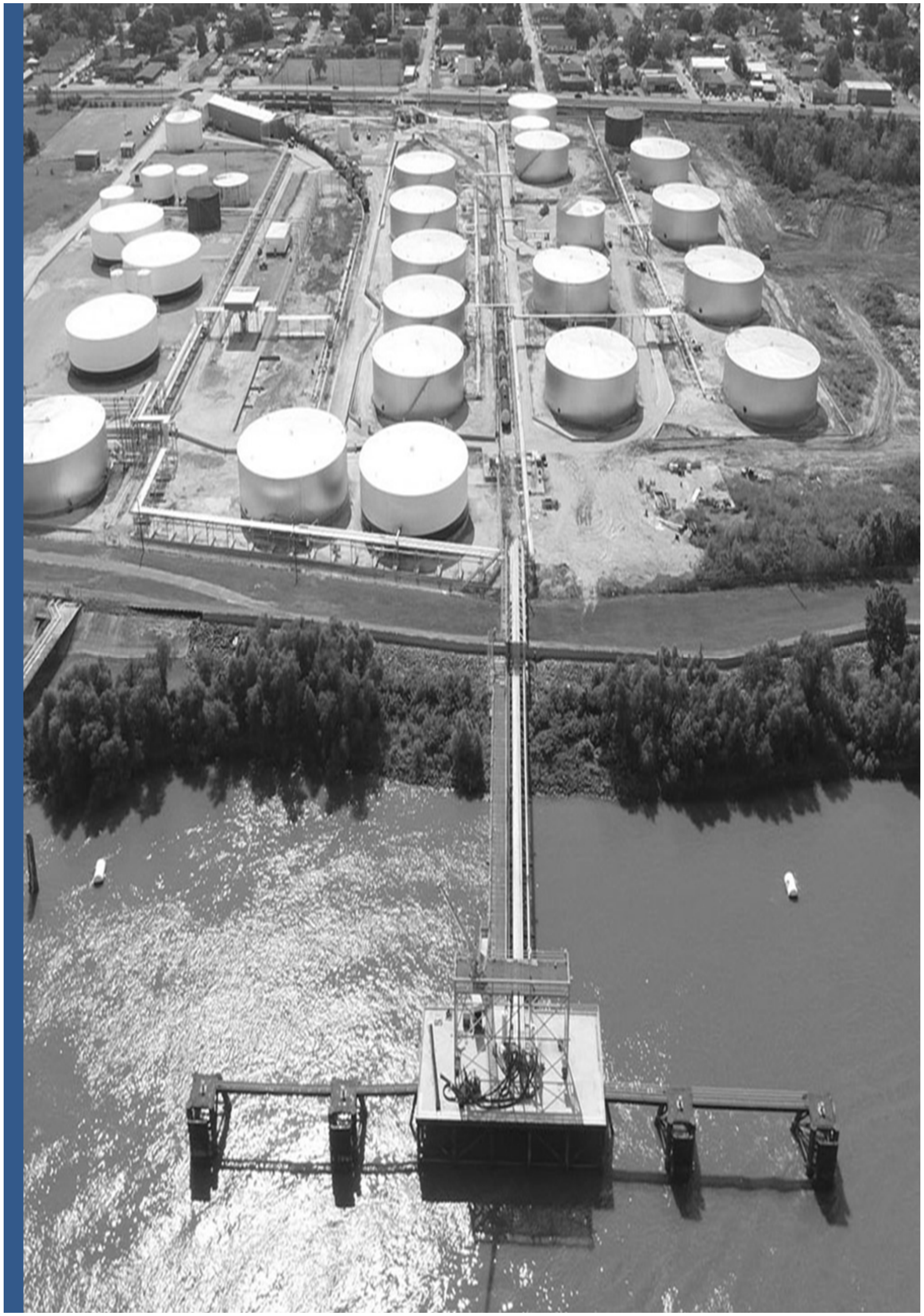
- **Approximately 92% of gross margin is derived from fee-based and fixed-margin contracts, minimizing direct commodity exposure**
- Cash flow supported by significant acreage / life-of-lease dedications and firm transportation and storage contracts
- Diverse and creditworthy customer base includes supermajors, independent producers, LDCs, utilities, industrial end-users, refiners, chemical manufacturers and marketers





Fee-based cash flow estimate information from Wells Fargo January 2017 MLP Monthly

American Midstream / JP Energy Transaction Overview



Increase Scale & Diversification

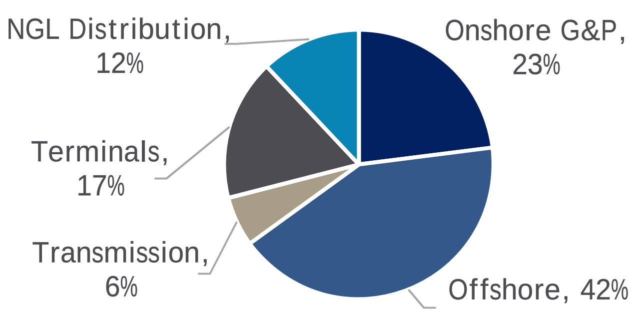
Larger scale grows our opportunity in the market

Enhancing Our Competitive Position Through Scale

- Significantly expands company size and service offerings
  - ~$185 million pro-forma 2016 Adjusted EBITDA guidance
  - ~$2.0 billion pro-forma enterprise value
- Meaningfully expands our reach and value to current and potential customers
- Stronger marketplace liquidity; better access to long-term capital; pro-forma float of ~$560 million
- Increases number and type of potential acquisitions, improves competitiveness in the market

Diversification Across Segments

% of FY17 Pro Forma Adjusted EBITDA



Strong & Expanding Customer Base

Producers

XTO Energy, ConocoPhillips, LLOG exploration, EP Energy, Cox energy, bp, Approach Resources Inc., Anadarko Petroleum Corporation, Chesapeake Energy, Chevron

End Markets

Valero, Phillips 66, ExxonMobil, Shell, Monsanto, Eastman, Lion

Note: Expected pro-forma Adjusted EBITDA represents combined 2016 announced midpoint of guidance and run-rate synergies of at least $10 million. Pro-forma enterprise value as of 2/2884/2017. Pro-forma float based on pro-forma public common unit count of 35.3 million and unit price of $15.85 per unit as of 1/4/2017

AMID and JPEP Partnership Overview

American Midstream

Diversification and integration along midstream value chain maximizes molecular control

Offshore

- Deep-water and shallow-water Gulf of Mexico and Gulf Coast natural gas, crude oil, NGL and saltwater pipelines
- Fee-based, semi-submersible floating production system in prolific Mississippi Canyon

Onshore G&P

- 11 natural gas and crude oil gathering systems, 7 processing plants, 4 fractionation facilities and a fleet of crude oil gathering trucks
- Primarily located in the Permian, Cotton Valley / Haynesville, Eagle Ford and Bakken

Transmission

- 3 interstate and 7 intrastate natural gas transmission systems with 2.5 Bcf/d of capacity
- Located in Alabama, Louisiana, Mississippi and Tennessee

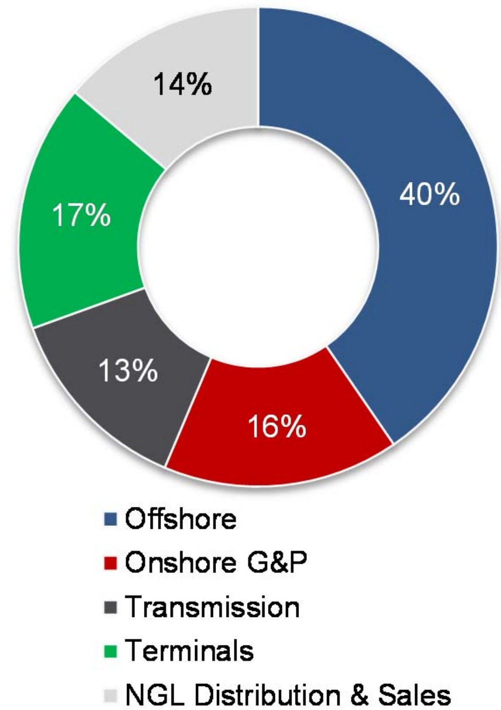
Terminals

- 6.7 MMBbls of above-ground liquids storage capacity across 3 marine terminals, 2 refined products terminals and one crude oil storage facility

NGL Distribution & Sales

- Distribution network of 43 customer service locations and 28 regulated central distribution systems
- 3rd largest cylinder exchange business in the U.S.

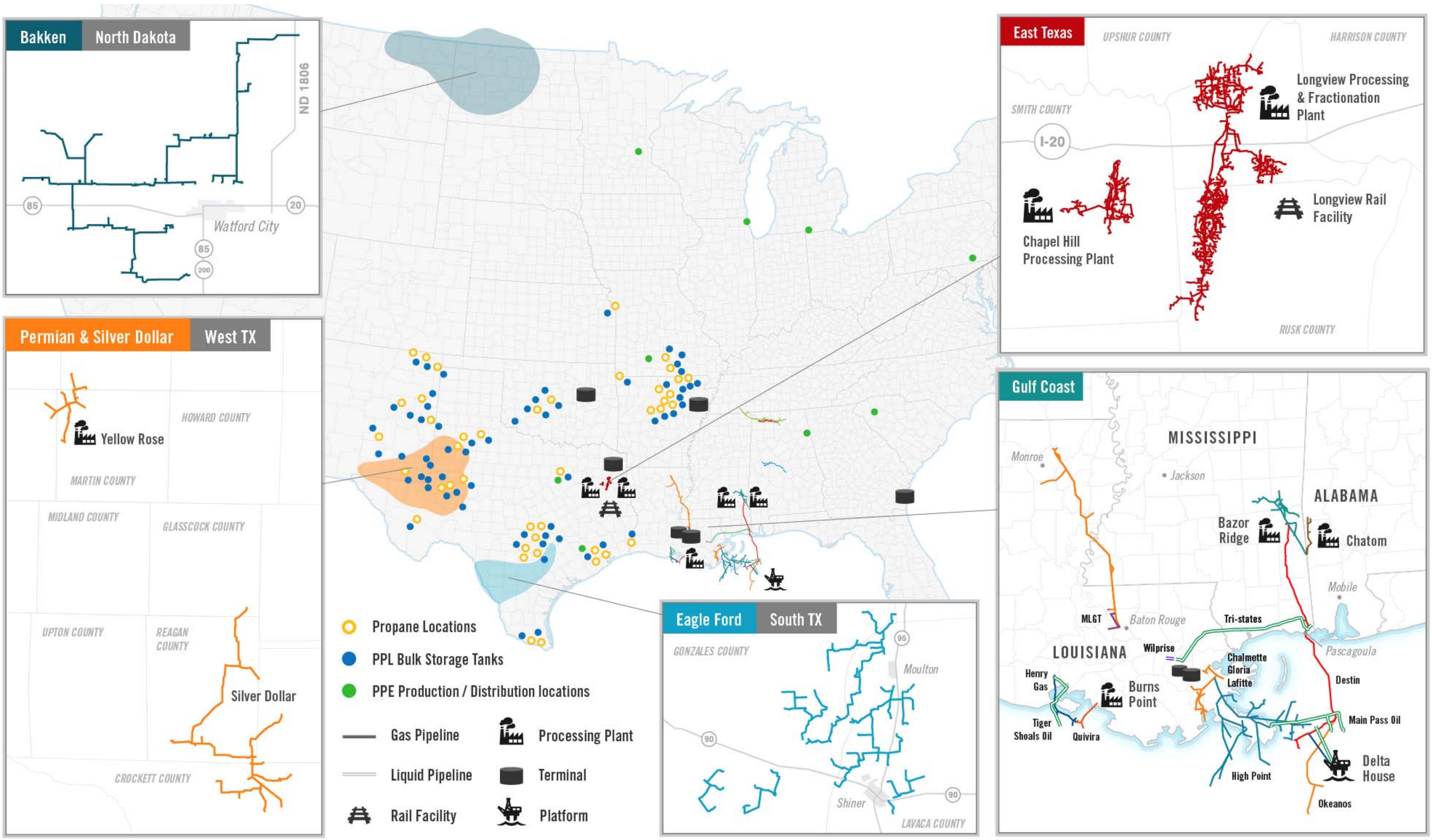
2016E Cash Flow by Division [1]



[1] Based on 2016E Adjusted EBITDA before G&A

Strategically Located Assets

Strong asset footprint in leading basins: Permian, Eagle Ford, Bakken, East Texas and Gulf Coast



Track Record of Tactical Growth at Attractive Multiples

American Midstream

2013

High Point System
- Drop-down of High Point System along with $15MM cash in exchange for $90MM of Series A Preferred Units issued to ArcLight

Blackwater Terminal
- Drop-down of 4 marine terminal sites for $64MM

2014

MPOG
- Acquisition of 66.7% interest in offshore crude oil gathering system for $12MM

Lavaca System
- Acquisition of Lavaca System for $104MM

Costar
- $470MM acquisition of Costar, including assets in East Texas, Permian and Bakken

2015

Delta House
- Drop-down of 12.9% interest in Delta House for $162MM

2016

Delta House
- Drop-down of incremental 1% interest in Delta House for $10MM

GoM Assets
- Acquisition of 49.7% Destin pipeline, 66.7% in Okeanos pipeline, 60% in American Panther, 16.7% in Tri-States pipeline and 25.3% Wilprise pipeline $214MM aggregate purchase price

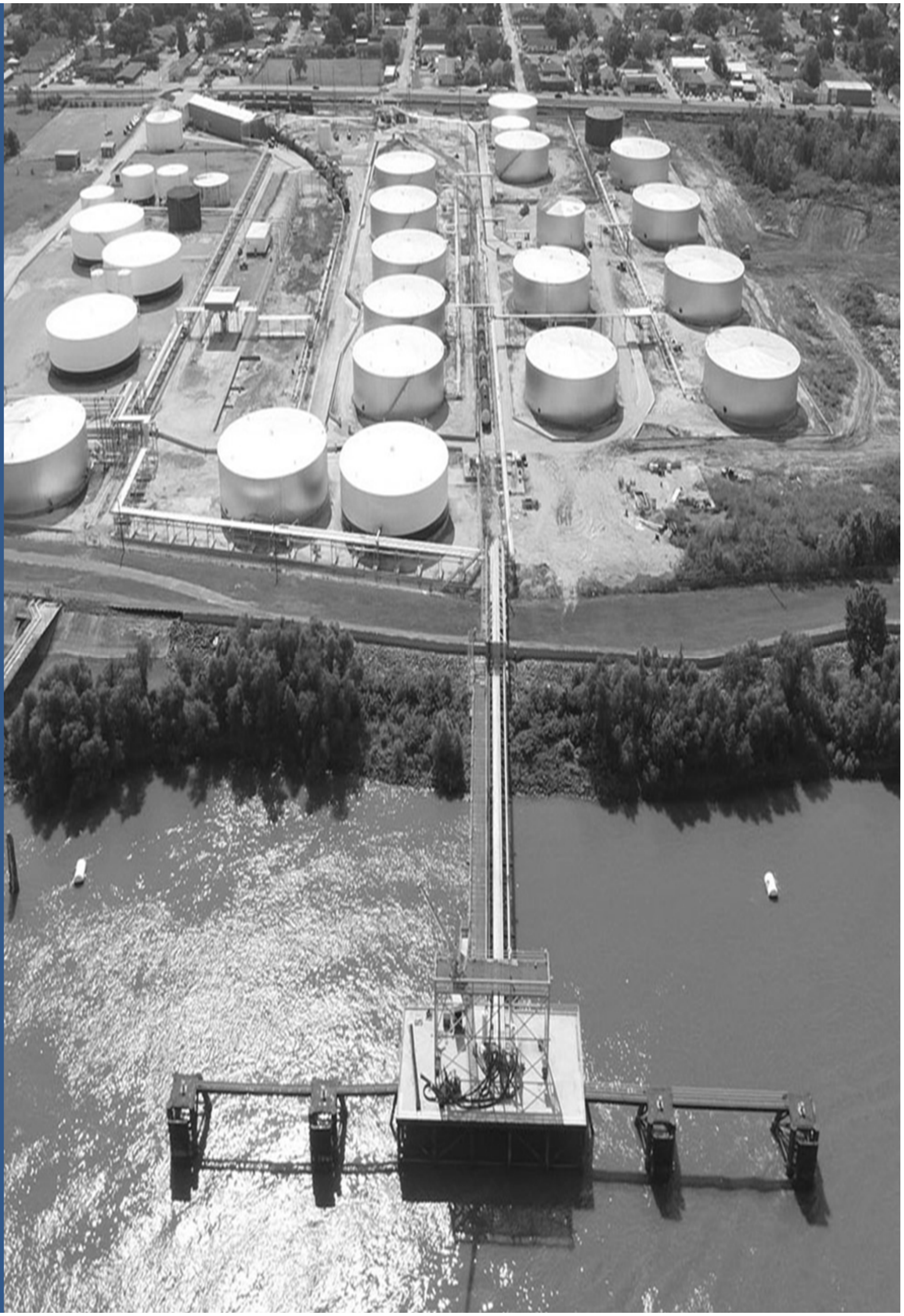
Delta House (4Q16)
- Acquisition of incremental 6.2% interest in Delta House for $49MM

Drop-downs: High Point System, Blackwater Terminal, Delta House (2015), Delta House (2016), Delta House (4Q16)

3rd party acquisitions: MPOG, Lavaca System, Costar, GoM Assets

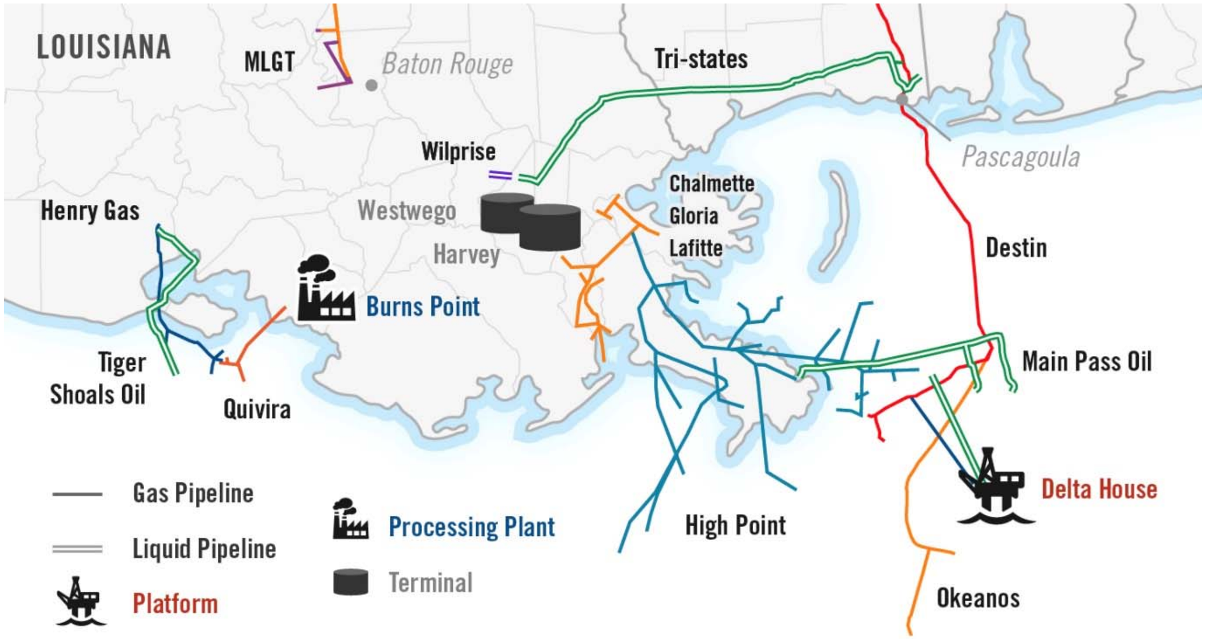
Over $1.1 billion of growth transactions completed at ~8x multiple

Strategic Asset Portfolio



AMID's Integrated Gulf of Mexico Platform

- Integrated midstream platform focused on the Deepwater Gulf of Mexico (Mississippi Canyon, Viosca Knoll and Main Pass)
  - Ability to interconnect with various AMID systems located in the shallow water and Gulf coast regions
- AMID's pipeline assets cover 10,000 square miles of offshore production, with a focus on the Mississippi Canyon region:
  - Most prolific development area, accounting for 31% of GoM reserves and 31% of GoM production [1]
  - Most active development area, with 8 out of 22 GoM drilling rigs currently operating in the region [2]
- AMID's integrated offshore assets provide deepwater producers with downstream optionality, with ability to access natural gas processing markets at Destin/Pascagoula (via Destin Pipeline) as well as Venice and Toca (both via High Point)



Deepwater Systems			
Asset	**Ownership**	**Asset Type**	**Division**
Delta House	20.1%	FPS	Offshore
Destin	49.7%	Gas Pipeline	Offshore
Okeanos	66.7%	Gas Pipeline	Offshore
Main Pass Oil Gathering	66.7%	Oil Pipeline	Offshore

Shallow Water Systems			
Asset	**Ownership**	**Asset Type**	**Division**
High Point	100.0%	Gas Pipeline	Transmission
Quivira	100.0%	Gas Pipeline	Onshore G&P
American Panther	60.0%	Gas / Oil Pipelines	Offshore
Burns Point	50.0%	Processing Plant	Onshore G&P

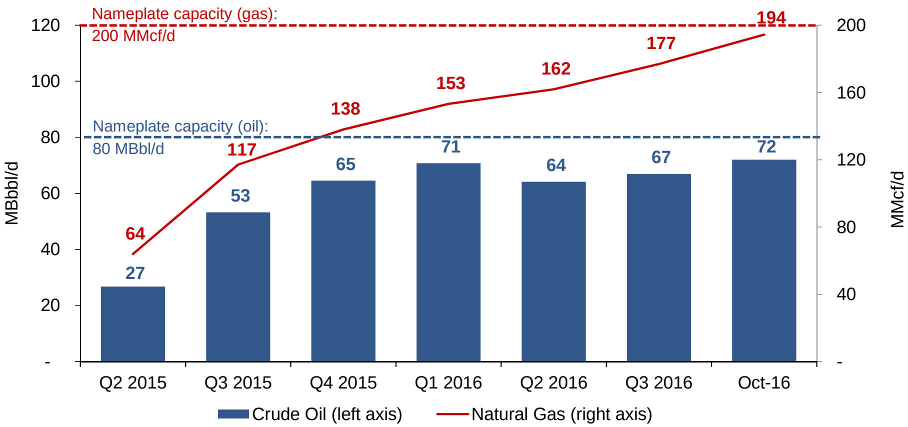
Gulf Coast Systems			
Asset	**Ownership**	**Asset Type**	**Division**
Tri-States	16.7%	NGL Pipeline	Offshore
Wilprise	25.3%	NGL Pipeline	Offshore
Chalmette	100.0%	Gas Pipeline	Transmission
Gloria & Lafitte	100.0%	Gas Pipeline	Onshore G&P

[1] Based on reserves as of 12/31/2014 and 2015 production statistics (as reported by the Bureau of Ocean Energy Management).
[2] As of 12/1/2016 (as reported by Baker Hughes)

Delta House Overview

- Fee-based, semi-submersible floating production system and associated oil and gas export pipelines located in the highly prolific Mississippi Canyon region (MC254) of the deepwater Gulf of Mexico
  - Operated by LLOG, one of the leading producers in the Gulf of Mexico
  - AMID owns a 20.1% interest
  - Nameplate capacity: 80 MBbl/d oil and 200 MMcf/d gas
  - Peak capacity: 100 MBbl/d oil and 240 MMcf/d gas
- Commenced operations in April 2015
  - 11th LLOG-operated tie-back completed mid-October 2016, bringing Delta House to peak capacity
  - Additional tie-backs currently being evaluated, which would keep Delta House operating at peak capacity for the foreseeable future
- Supported by long-term, volumetric-tiered, fee-based tariffs with ship-or-pay components and life-of-lease dedications with investment grade, well positioned counterparties
- Directly connected to the Destin Pipeline, providing AMID additional fee-based revenue streams

Historical Volume Throughput (Gross)



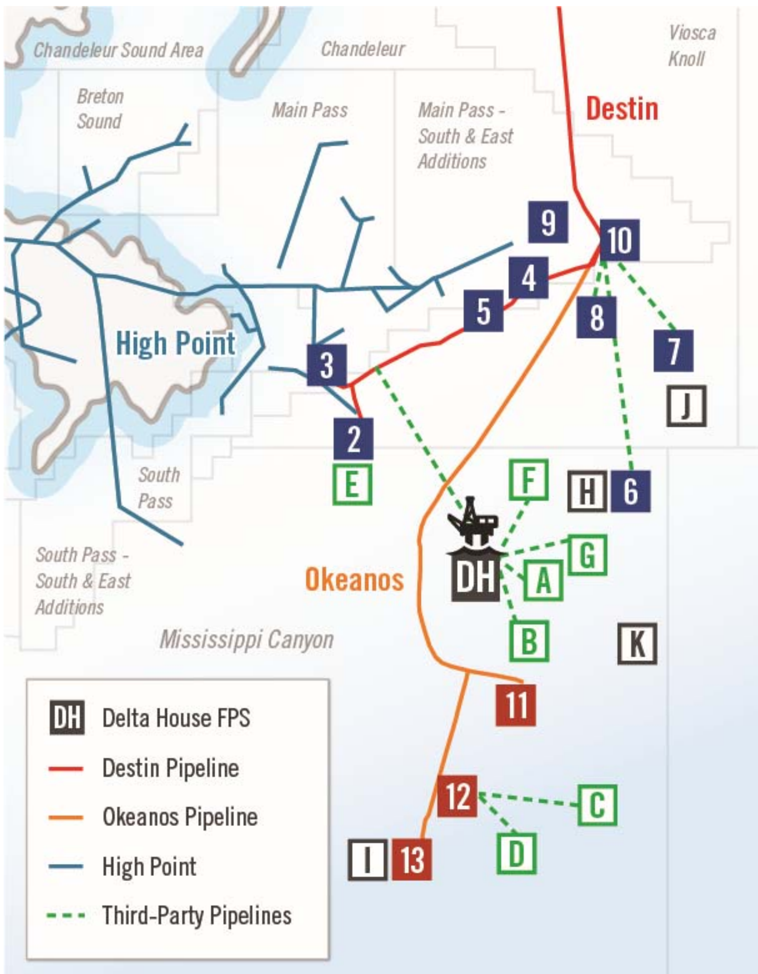
Note: Q2 2016 volumes affected by scheduled pipeline maintenance during June (11 days)

Operating at peak capacity and underpinned by some of the leading Gulf of Mexico producers

Integrated Deepwater Gulf of Mexico Platform

Deepwater Systems

Asset	Ownership	Asset Type	Mileage	Capacity
Delta House	20.1%	FPS	NA	100 MBbl/d / 240 MMcf/d
Destin	49.7%	Gas Pipeline	255	1.2 Bcf/d
Okeanos	66.7%	Gas Pipeline	100	1.0 Bcf/d
Main Pass Oil Gathering	66.7%	Oil Pipeline	100	160 MBbl/d



AMID Receipt Points

Destin Pipeline

	Platform / Interconnect	Operator	Block
DH	Delta House	LLOG	MC 254
2	Pompano	Stone Energy	VK 989
3	Gemini	Cox Operating	VK 900
4	Main Pass 281	EnVen Energy	MP 281
5	Main Pass 283	W & T Offshore	MP 283
6	Horn Mountain	Freeport McMoRan [1]	MC 127
7	Marlin	Freeport McMoRan [1]	VK 915
8	Spirit	Fieldwood Energy	VK 780
9	Canyon Station (Transco)	Williams Partners	MP 261
10	Viosca Knoll Gathering	Genesis Energy	MP 260

Okeanos Pipeline

	Platform / Interconnect	Operator	Block
11	Na Kika	BP	MC 474
12	Thunder Hawk	Noble Energy	MC 736
13	Thunder Horse	BP	MC 777/778

1 Acquisition by Anadarko Petroleum pending

Development Activity

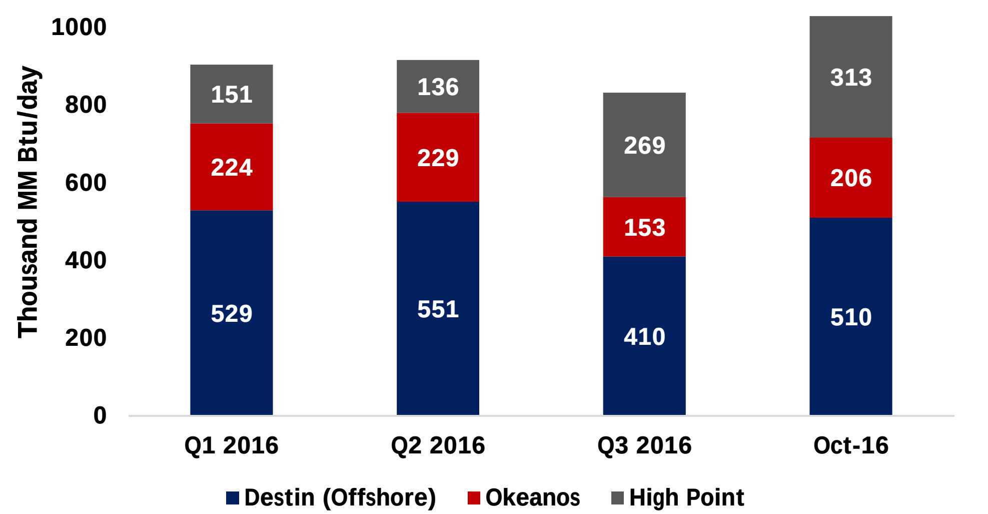
Recently Completed

	Field	Onstream	Operator	Block
A	Marmalard	2Q 2015	LLOG	MC 300
B	Son of Bluto 2	2Q 2015	LLOG	MC 431
C	Big Bend	4Q 2015	Noble Energy	MC 698
D	Dantzler	4Q 2015	Noble Energy	MC 782
E	Amethyst	4Q 2015	Stone Energy	MC 26
F	Otis	2Q 2016	LLOG	MC 79
G	Odd Job	4Q 2016	Deep Gulf Energy	MC 214/215

Ongoing

	Field	Onstream	Operator	Block
H	Horn Mountain Deep	2016E	Freeport McMoRan [1]	MC 126/127
I	Thunder Horse South	2017E	BP	MC 777/778
J	Crown and Anchor	2017/18E	LLOG	VK 959
K	Appomattox	2020E	Shell	MC 392

Historical Natural Gas Volume Throughput

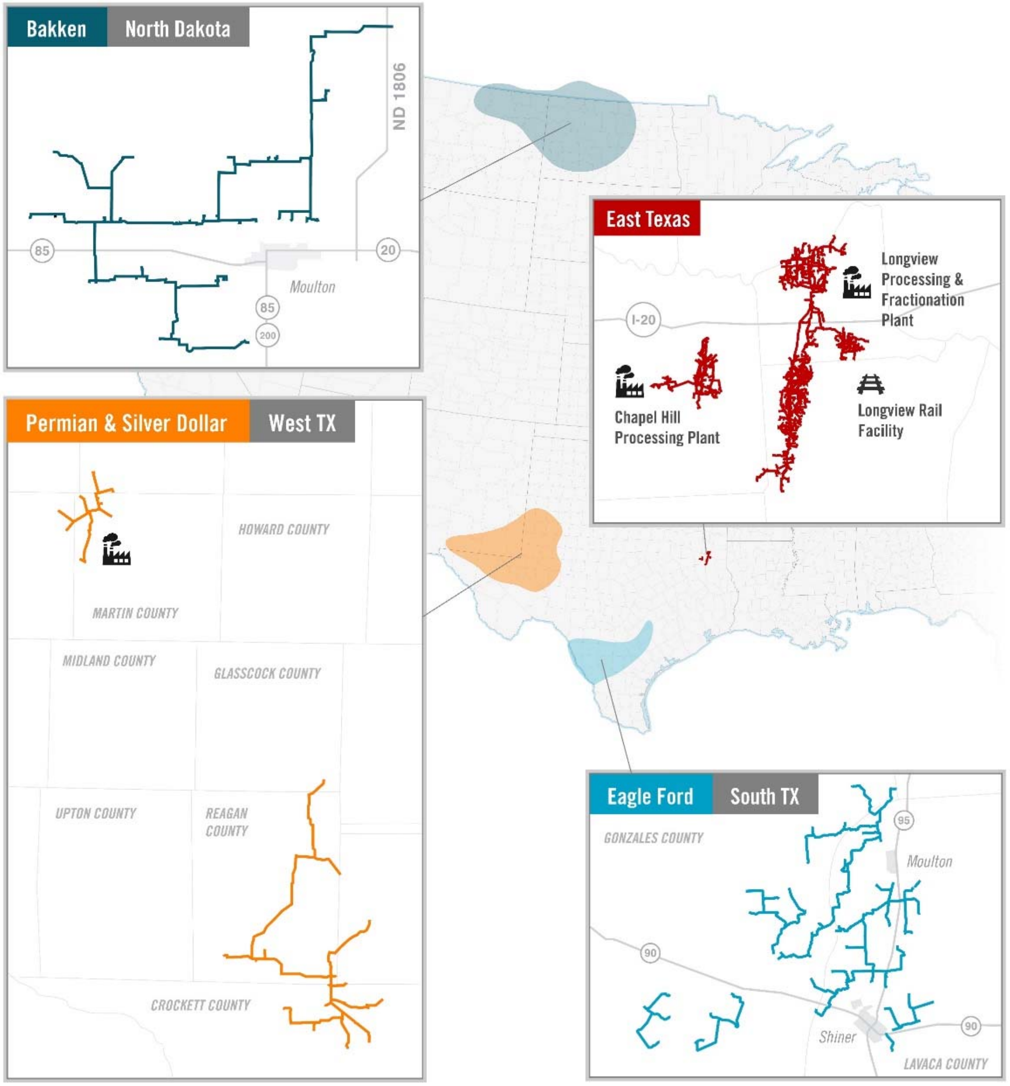


Onshore G&P Overview

American Midstream

Business Overview

- Assets located in some of the most prolific producing basins including the Permian, Cotton Valley / Haynesville, Eagle Ford and Bakken
    - Over 1,565 miles of high- and low-pressure natural gas and crude oil gathering systems
    - 7 processing plants with ~325 MMcf/d of capacity
    - 4 fractionation facilities with 17 MBbl/d of capacity
    - Fleet of 62 crude oil gathering trucks
- Significant acreage dedications in the Permian, Eagle Ford and Bakken
- Connectivity to production fields, processing and fractionation facilities and end-users via pipelines, truck and rail
- Diversified customer base across the value chain



Top Onshore G&P Customers

G&P	NGL Supply	Liquid Sales
NEWFIELD	bp	Phillips 66
Penn Virginia Corporation	Calumet	Trafigura
Ajax	DCP Midstream	Eastman
Discovery	Phillips 66	Targa
	XTO Energy	ONEOK

Harvey Organic Growth Project

Harvey Terminal Summary

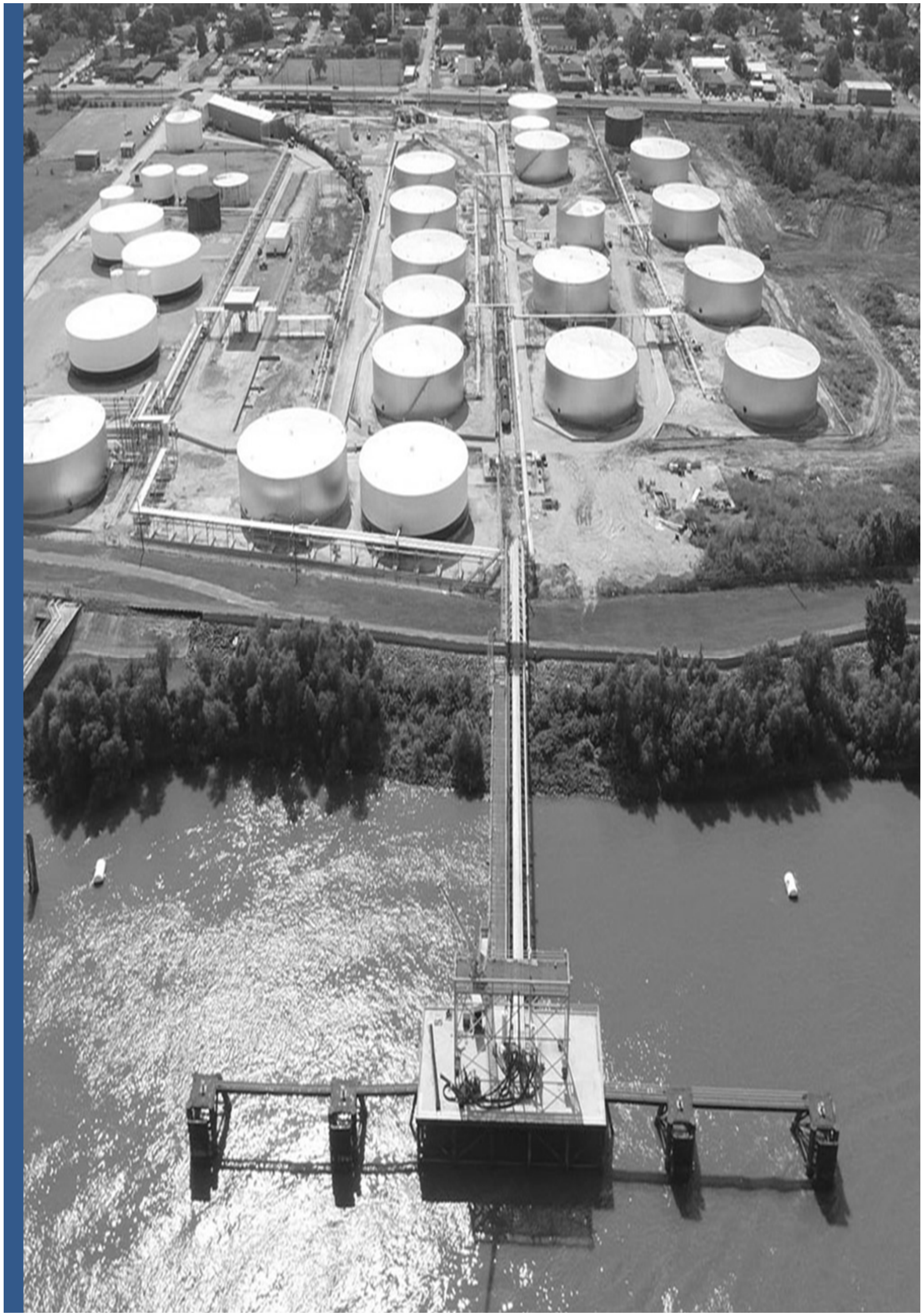
- Currently 1.1 MMBbls of storage capacity, with a utilization rate of greater than 98%
  - Steady demand for storage capacity in the Port of New Orleans
- Well-positioned on the Mississippi River to serve a diverse customer base, including local refiners, chemical manufacturers and product distributors
- Flexibility to store a wide variety of products including distillates, fuel oil, petroleum feedstocks, commodity, agricultural and specialty chemicals
- Full modal access for ships, barges, railcars and tank trucks to serve both the domestic and import/export markets

Expansion Project

- Management is evaluating the development of 1.35 MMBbls of additional tank storage
  - (8) 100 MBbl tanks
  - (11) 50 MBbl tanks
- Additional rail capacity and second deep water ship berth that will have a draft of greater than 50 feet
- Site plan approval received from Jefferson Parish in mid-October 2016
- $50 to $60 million capital cost over the next 3 years could bring total site capacity to ~2.5 MMBbls

Harvey Terminal

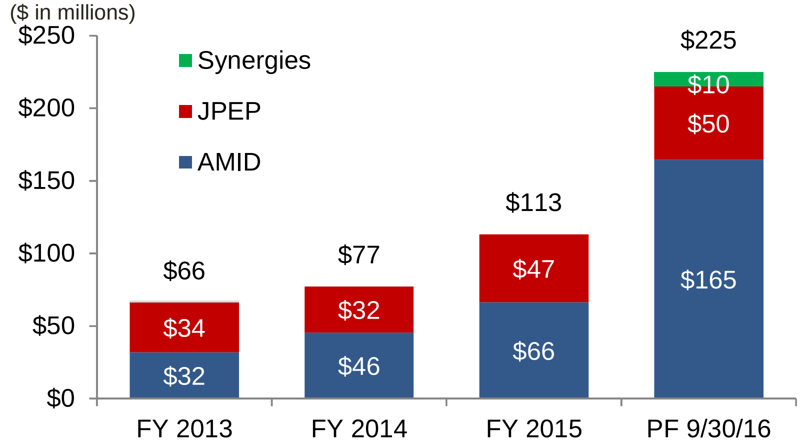
Financial Strength



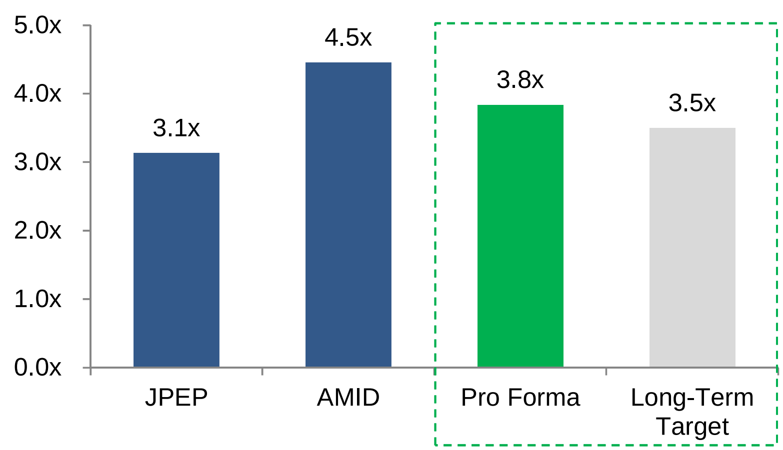
Conservative Financial Profile

1. *Target long-term leverage of 3.5x and liquidity of $250+ million*
2. *Potential non-core asset sales further enhance liquidity*
3. *Target ~1.2-1.3x distribution coverage with ~5% distribution growth in 2017 and 2018*
4. *Continue to finance growth opportunities with a conservative mix of debt and equity*

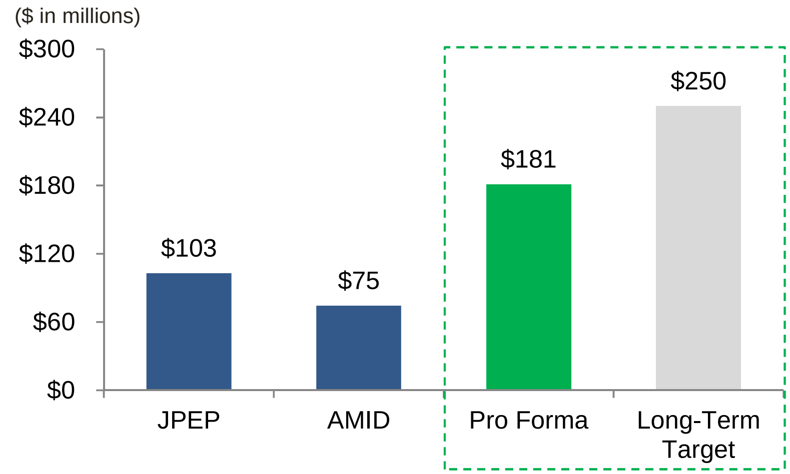
Adjusted EBITDA [1]



Net Leverage [2]



Liquidity [2]



[1] Pro forma 9/30/16 EBITDA is AMID LTM 9/30/16 compliance EBITDA plus $11 million adjustment for Delta House acquisition on 10/31/16; JPEP LTM 9/30/16 Adjusted EBITDA; and $10 million in estimated run-rate synergies based on current Management assumptions, which may be materially different than actual results. Compliance EBITDA and Adjusted EBITDA are non-GAAP measures. See slides 36 and 37 for a reconciliation to Net Income

[2] Net leverage and liquidity as of 9/30/16; long-term target leverage and liquidity are pro forma for the merger

Demonstrated Support from Strategic Sponsor

American Midstream

ARCLIGHT

- ArcLight Capital Partners, LLC is a leading energy-focused investment firm formed in 2001
  - 29-person investment team that targets midstream, power and production opportunities with significant current income and meaningful downside protection and substantial growth potential
  - Since inception, ArcLight has invested approximately $17 billion in 101 transactions generating strong realized returns across diverse market cycles
    - The firm has invested over $6.5 billion in 21 deals in the midstream infrastructure sector, including pipelines, storage terminals and gathering / processing systems

Select Portfolio Companies

ENABLE MIDSTREAM PARTNERS

LIMETREE BAY TERMINALS, LLC

LONESTAR MIDSTREAM HOLDINGS, LLC

MAGNOLIA Infrastructure Partners, LLC

NSMP NORTH SEA MIDSTREAM PARTNERS

Gulf

TRANSMONTAIGNE

TOGA OFFSHORE, LLC

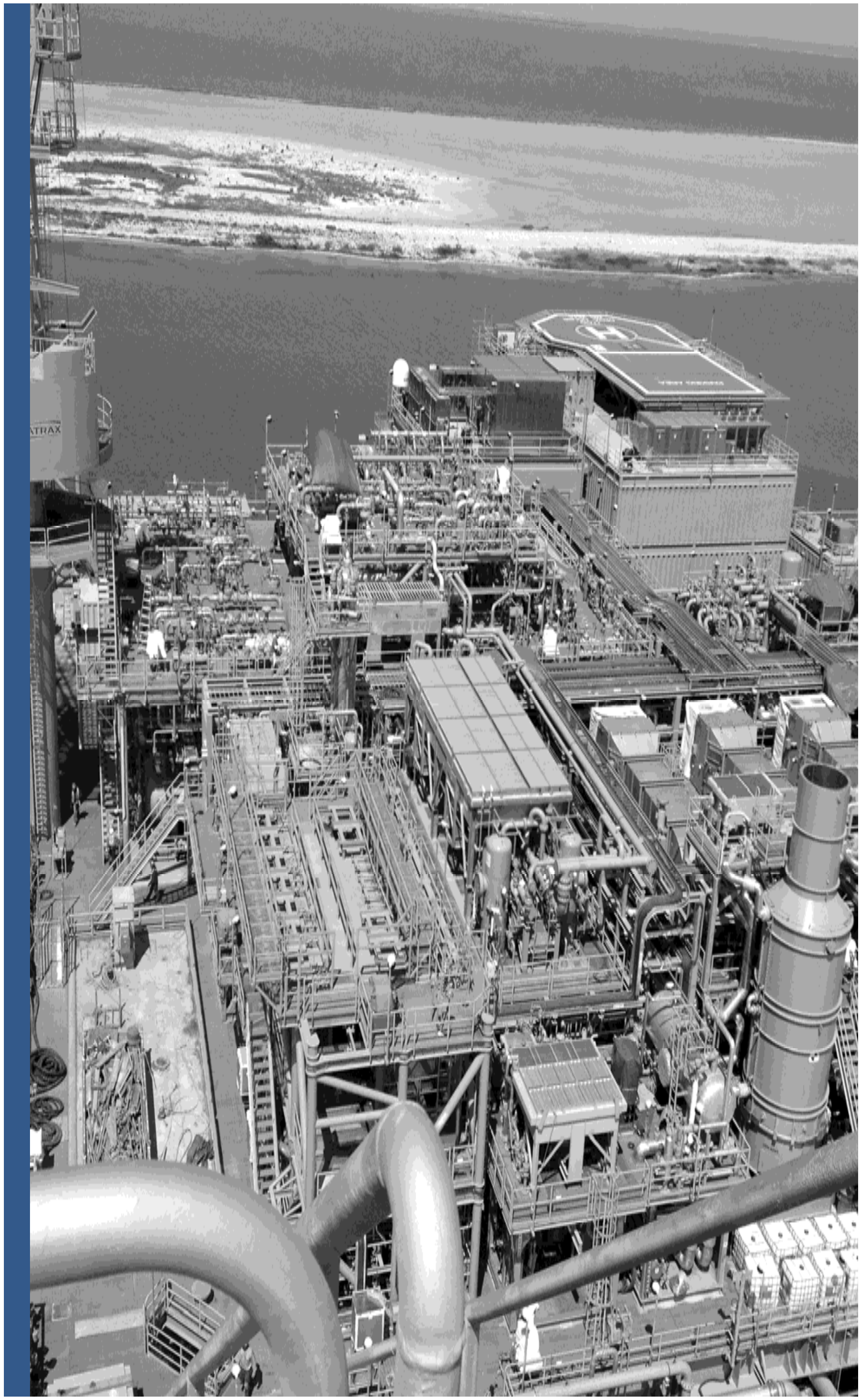
AMID Support

- Pro forma for the merger, ArcLight will own 94% of AMID GP and 50% of AMID LP units
  - Highly supportive of merger with agreement to exchange JPEP LP units at 3.6% premium (vs. 14.5% public premium), provide merger support up to $25 million and reimburse JPEP's transaction and transition costs
  - Restructured Series A Preferred Units to reduce minimum distribution to LP unit MQD ($0.4125 per unit)
- Forgone IDR distributions until AMID returns to LP unit distribution growth
- $0.5 – $1.0 billion M&A pipeline actively supported by ArcLight; inventory of potential drop-down assets, including additional interests in Delta House
  - Previous drop-downs and 3rd party acquisitions funded with equity issued to ArcLight, including convertible preferred units with the ability to PIK distributions
- $75 million AMID LP unit repurchase program ($12 million repurchased to date)

Note: Logos represent selected current portfolio companies. Not all ArcLight portfolio investments have the characteristics of these listed above. For more information on current and former ArcLight investments, please visit www.arclightcapital.com

American Midstream

Appendix: Non-GAAP Financial Measures



This presentation includes forecasted and historical non-GAAP financial measures, including “Gross Margin,” “Adjusted EBITDA” and “Distributable Cash Flow.” Each has important limitations as an analytical tool because it excludes some, but not all, items that affect the most directly comparable GAAP financial measures. Management compensates for the limitations of these non-GAAP financial measures as analytical tools by reviewing the nearest comparable GAAP financial measures, understanding the differences between the measures and incorporating these data points into management’s decision-making process.

You should not consider any of gross margin, Adjusted EBITDA or DCF in isolation or as a substitute for or more meaningful than our results as reported under GAAP. Gross margin, Adjusted EBITDA and DCF may be defined differently by other companies in our industry. Our definitions of these non-GAAP financial measures may not be comparable to similarly titled measures of other companies, thereby diminishing their utility.

We define Adjusted EBITDA as net income (loss) attributable to the Partnership, plus interest expense, income tax expense, depreciation, amortization and accretion expense, certain non-cash charges such as non-cash equity compensation expense, unrealized losses on commodity derivative contracts, debt issuance costs, return of capital from unconsolidated affiliates, transaction expenses and selected charges that are unusual or nonrecurring, less interest income, income tax benefit, unrealized gains on commodity derivative contracts, and selected gains that are unusual or nonrecurring. The GAAP measure most directly comparable to our performance measure Adjusted EBITDA is Net income (loss) attributable to the Partnership.

DCF is a significant performance metric used by us and by external users of the Partnership's financial statements, such as investors, commercial banks and research analysts, to compare basic cash flows generated by us to the cash distributions we expect to pay the Partnership's unitholders. Using this metric, management and external users of the Partnership's financial statements can compute the coverage ratio of estimated cash flows to planned cash distributions. DCF is also an important financial measure for the Partnership's unitholders since it serves as an indicator of the Partnership's success in providing a cash return on investment. Specifically, this financial measure may indicate to investors whether we are generating cash flow at a level that can sustain or support an increase in the Partnership's quarterly distribution rates. DCF is also a quantitative standard used throughout the investment community with respect to publicly traded partnerships and limited liability companies because the value of a unit of such an entity is generally determined by the unit's yield (which in turn is based on the amount of cash distributions the entity pays to a unitholder). DCF will not reflect changes in working capital balances.

We define DCF as Adjusted EBITDA plus interest income, less cash paid for interest expense, normalized maintenance capital expenditures, and dividends related to the Series A and Series C convertible preferred units. The GAAP financial measure most comparable to DCF is Net income (loss) attributable to the Partnership.

The GAAP measure most directly comparable to forecasted Adjusted EBITDA and DCF is forecasted net income (loss) attributable to the Partnership. Net income (loss) attributable to the Partnership is forecasted to be approximately $20 million to $25 million in 2016.

Segment gross margin and gross margin are metrics that we use to evaluate our performance. We define segment gross margin in our Gathering and Processing segment as revenue generated from gathering and processing operations and realized gains or (losses) on commodity derivatives, less the cost of natural gas, crude oil, NGLs and condensate purchased and revenue from construction, operating and maintenance agreements ("COMA"). Revenue includes revenue generated from fixed fees associated with the gathering and treatment of natural gas and crude oil and from the sale of natural gas, crude oil, NGLs and condensate resulting from gathering and processing activities under fixed-margin and percent-of-proceeds arrangements. The cost of natural gas, NGLs and condensate includes volumes of natural gas, NGLs and condensate remitted back to producers pursuant to percent-of-proceeds arrangements and the cost of natural gas purchased for our own account, including pursuant to fixed-margin arrangements.

We define segment gross margin in our Transmission segment as revenue generated from firm and interruptible transportation agreements and fixed-margin arrangements, plus other related fees, less the cost of natural gas purchased in connection with fixed-margin arrangements. Substantially all of our gross margin in this segment is fee-based or fixed-margin, with little to no direct commodity price risk.

We define segment gross margin in our Terminals segment as revenue generated from fee-based compensation on guaranteed firm storage contracts and throughput fees charged to our customers less direct operating expense which includes direct labor, general materials and supplies and direct overhead.

We define gross margin as the sum of our segment gross margin for our Gathering and Processing, Transmission and Terminals segments. The GAAP measure most directly comparable to gross margin is net income (loss) attributable to the Partnership.

Additional Information and Where to Find it

A portion of this communication relates to a proposed business combination between American Midstream and JP Energy. In connection with the proposed transaction, American Midstream has filed a proxy statement/prospectus and other documents with the Securities and Exchange Commission ("SEC"). WE URGE INVESTORS AND SECURITY HOLDERS TO READ THE PROXY STATEMENT/PROSPECTUS AND ANY OTHER RELEVANT DOCUMENTS THAT HAVE BEEN AND MAY BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Any definitive proxy statement(s) (if and when available) will be mailed to unitholders of JP Energy. Investors and security holders will be able to obtain these materials (if and when they are available) free of charge at the SEC's website, www.sec.gov. In addition, copies of any documents filed with the SEC may be obtained free of charge from American Midstream's investor relations website at http://www.americanmidstream.com/investor-relations. Investors and security holders may also read and copy any reports, statements and other information filed by American Midstream with the SEC at the SEC public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 or visit the SEC's website for further information on its public reference room.

No Offer or Solicitation

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities, or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Participation in the Solicitation of Votes

American Midstream and its directors and executive officers may be considered participants in the solicitation of proxies in connection with the proposed merger with JP Energy. Information regarding American Midstream's directors and executive officers is available in its Annual Report on Form 10-K for the year ended December 31, 2016, filed with the SEC on March 7, 2016. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available.