

STEVE SMITH

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PROFESSIONAL EXPERIENCE

King & Spalding LLP, Houston, Texas *Associate, Mergers & Acquisitions, Corporate Finance*, Feb. 2002 – Present

- Draft and negotiate merger, stock purchase, asset purchase, contribution and services agreements; manage all aspects of mergers, acquisitions and joint ventures.
- Represent real estate venture groups in the acquisition of strategic properties.
- Research and prepare memoranda on various issues of corporate and securities law.
- Conduct and supervise due diligence and prepare diligence memoranda.
- Represented GE in the acquisition of a cogeneration facility, Azurix in the divestment of an Argentine subsidiary, The Houston Exploration Company in a public offering and exchange of its shares, Whirlpool in the acquisition of property in Reynosa, Mexico, a public company in the acquisition of a synfuel facility, Real Estate Capital Partners in the acquisition of property in California and Illinois, BHP Billiton in the divestment of a mining subsidiary, Williams Energy Marketing & Trading Co. in a joint venture for the production and operation of a spar, BP America in various gas and power agreements, Woodside Petroleum in the acquisition of an oil and gas production and exploration company, Baker Hughes with respect to various corporate matters and various non-profit organizations with respect to formation and other corporate matters.

Cleary, Gottlieb, Steen & Hamilton, New York City, New York *Corporate Associate*, Nov. 2000 – Jan. 2002

- Draft and negotiate merger, stock purchase, asset purchase and shareholders agreements; manage all aspects of private and public mergers and acquisitions, including organizing closings and client management.
- Draft and negotiate credit agreements.
- Represent lead Underwriter's counsel in equity offering; draft and negotiate underwriting agreement.
- Conduct and supervise due diligence and prepare diligence memoranda.
- Research and prepare memoranda on issues of corporate and securities law.
- Represented Interpublic Group of Companies in its acquisition of True North Communications, Helman & Friedman in its sale of a division of Mitchell International, Inc. to Marshal & Swift and in negotiating credit agreements, Companhia Vale do Rio Doce in its acquisition of Belém Administrações E Participações from Bethlehem Steel Corporation, Texas Pacific Group in the auction of Emap USA, United Technologies Corporation in negotiating a credit agreement and Salomon Smith Barney in an equity offering.

Cleary, Gottlieb, Steen & Hamilton, New York City, New York *Summer Associate*, 1999

Drafted ancillary agreements and closing documents for acquisitions, participated in closings, researched and prepared memoranda on issues of corporate and securities law, attended negotiation meetings.

Mayer, Brown & Platt, LLP, Houston, Texas *Summer Associate*, 1998, 1999

Researched and prepared memorandum regarding English contract law, drafted credit agreement, communicated with clients regarding execution of credit agreement and drafted, edited and summarized corporate documents.

Baker & McKenzie, Houston, Texas *Summer Associate*, 1999

Researched and prepared memoranda on corporate and international issues, including export and import laws and liquid natural gas law, drafted transaction documents.

Akin, Gump, Strauss, Hauer & Feld, L.L.P., Houston, Texas *Summer Associate*, 1998

Researched and prepared memoranda on corporate and securities issues, performed due diligence, worked with basic Russian documents and drafted corporate documents.

Baker & Botts, L.L.P., Houston, Texas *Legal Assistant Clerk*, Summer 1997

Prepared closing volumes, organized client files and aided in various corporate projects.

EDUCATION

The University of Texas School of Law- Austin, Texas

Doctorate of Jurisprudence with Honors, May 2000

President, Student Bar Association, 1998-99; Freshlaw Class Representative, 1997-98; Law Week Co-Chair, 1997-98
Permanent Class Representative

The University of Texas School of Law Alumni Association Executive Committee, 1998-2000

Texas Young Lawyers Association Board of Directors, Student Liaison; Texas State Bar, Law Student Division
Board of Directors; American Bar Association, Law Student Division Conventions Delegate, 1998-1999
International Law Society, 1997-1999

University College London- London, England, Semester in London Program, Fall 1999

Indiana University- Bloomington, Indiana

B.A., Individualized Major Program, May 1997; Honors Notation, Russian and East European Institute Certificate

Major: International Relations with a concentration in Russia; Minors: Political Science, Russian

SKILLS/ ORGANIZATIONS

Proficient in Russian.

Admitted to New York Bar, May 2001. Member of New York State Bar Association.

Admitted to Texas Bar, November 6, 2002. Member of Houston Young Lawyers Association, HYL A Committee Co-chair-
Adop-an-Angel, Texas State Bar Association, Houston Bar Association and American Bar Association Business Law Section.

Texas C-BAR Houston Board of Directors, Member of Education Committee, Summers for CBAR Co-chair

Child Advocates.

AWARDS

Texas C-BAR 2003 Community Builder Award

Robert S. Strauss Endowed Presidential Scholarship in Law 1999-2000

Loran Lajoie Elliot Endowed Presidential Scholarship in Law 1998-1999

Outstanding Student Award, Cactus 2000

Peregrinus Consul Award, 2000

Who's Who in Law Schools 1999

Most Outstanding Freshlaw, Law Week 1998