

STEVE SMITH

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PROFESSIONAL EXPERIENCE

King & Spalding, 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, divestitures and joint ventures.
- Research and prepare memoranda on various issues of corporate and securities law, including matters related to Sarbanes-Oxley.
- Conduct and supervise due diligence and prepare diligence memoranda.
- Represented Kimberly-Clark in the acquisition of synfuel facilities, BHP Billiton in the divestment of a mining subsidiary, Williams Energy Marketing & Trading Co. in a joint venture, BP America in gas and power agreements, Woodside Petroleum in the acquisition of an oil and gas P&E company, Enron in the divestment of an Argentine company, Whirlpool in the acquisition of property in Reynosa, Mexico, Baker Hughes with respect to various corporate matters and 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

Mayer, Brown & Platt, LLP, Houston, Texas

Summer Associate, 1998, 1999

Baker & McKenzie, Houston, Texas

Summer Associate, 1999

Akin, Gump, Strauss, Hauer & Feld, L.L.P., Houston, Texas

Summer Associate, 1998

Baker & Botts, L.L.P., Houston, Texas

Legal Assistant Clerk, Summer 1997

EDUCATION

The University of Texas School of Law- Austin, Texas

Doctorate of Jurisprudence with Honors, May 2000

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

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

Admitted to Texas Bar, November 6, 2002. Member of Houston Young Lawyers Association (Committee Co-chair), Texas State Bar Association, Houston Bar Association and American Bar Association, Business Law Section.

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

Texas C-BAR volunteer- 2003 Community Builder Award; Child Advocates; Komen Foundation Race for the Cure Golf Tournament Committee Co-Chair.

Proficient in Russian.