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REPRESENTATIVE TRANSACTIONS

MERGERS AND ACQUISITIONS

- *Merger of Interpublic Group of Companies, Inc. and True North Communications Inc.* Represented Interpublic in its stock for stock acquisition, valued at $4.2 billion, of True North Communications, creating the world's largest advertising and marketing agency. Participated in merger negotiation; negotiated and drafted disclosure schedules; drafted closing documents and organized closing; managed filings with the SEC; performed due diligence.

- *Divestment by Azurix of Argentine Company*. Represented Azurix Corp., a subsidiary of Enron North America, in the divestiture of an Argentine company; drafted Confidential Information Memorandum and related auction documents; organized due diligence efforts; drafted and negotiated Purchase and Sale Agreement.

- *Acquisition by Kimberly-Clark Corporation of an Interest in Synfuel Facilities*. Represented Kimberly-Clark Corporation in the acquisition of a membership interest in a company owning and operating synfuel facilities; performed due diligence and drafted memoranda on operating documents; drafted and negotiated amendments to operating documents; drafted and negotiated Purchase and Sale Agreement and LLC Agreement and related documents.

- *Acquisition by Companhia Vale do Rio Doce of Belém Administrações e Participações Ltda. from Bethlehem Steel Corporation.* Represented CVRD, the world's largest producer and exporter of iron ore, in its acquisition of Belém for $25 million. Negotiated and drafted Stock Purchase Agreement, Assignment Agreement, Amendment to a supply agreement and Security Agreement; drafted closing documents and organized closing; client management.

- *Sale of E.H. Boeckh, a division of Mitchell International, Inc., to Marshal & Swift.* Represented private equity fund Helman & Friedman in connection with its divestment of the assets of E.H. Boeckh for $40 million. Drafted and negotiated Disclosure Schedules, Sublease, License Agreement and various ancillary documents; drafted closing documents and organized closing; client management.

- *Acquisition by Whirlpool of Property from Grupo Rio San Juan*. Represented Whirlpool in its acquisition of property in Reynosa, Mexico to be developed by a third party developer and then leased back to a Mexican subsidiary of Whirlpool; negotiated and drafted Promise of Sale Agreement and ancillary documents, including Escrow Agreement; drafted and negotiated Lease with third party developer; worked closely with Mexican local counsel.

- *Equity Investment by Texas Pacific Group.* Represented private equity fund in connection with its participation in the auction of Emap USA, Inc.

- *Divestment by BHP Billiton of Mining Subsidiary*. Performed corporate due diligence with respect to subsidiary being divested; prepared documents for data room; advised BHP Billiton with respect to Purchase Agreement drafted by local counsel.

- *Divestment by Texas Wind Power of Interest in Wind Power Generation Project*. Assisted in closing and preparation of closing-related documents, including drafting corporate resolutions, property documents and legal opinion.

- *Acquisition by Home Depot*. Aided with documentation regarding Home Depot's proposed stock acquisition of a Mexican company.

- *Acquisition by Woodside Energy*. Represented Woodside Energy in its proposed acquisition of an oil and gas production and exploration company; performed due diligence and drafted diligence report; drafted form of Merger Agreement.

- *Strategic acquisition by a Mexican telecommunications company*. Represented public company in preliminary stages of a proposed strategic acquisition.

FINANCINGS

- *Pipeline Financing.* Represented a consortium of oil and gas companies in a reorganization to secure additional financing for a Texas petroleum pipeline.

- *Credit Agreements.* Represented United Technologies Corporation in obtaining financing pursuant to a $1,500,000,000 Revolving Credit Agreement. Represented Mikasa, Inc. in obtaining financing pursuant to a $50,000,000 Revolving Credit Agreement.

- *Securities.* Represented Salomon Smith Barney, Inc., as lead Underwriter, in connection with an equity offering for Interpool, Inc.

OTHER TRANSACTIONS

- *Joint Ventures.* Represented Williams Energy Marketing & Trading Co. with respect to a joint venture with three investors for the production and operation of a spar in the Gulf of Mexico, including drafting Contribution Agreement, Services Agreement, LLC Agreement and ancillary agreements.

- *Energy Contracts.* Represented BP America with respect to various electric, gas and power agreements (NAESB and EEI agreements).

- Represented BHP Billiton on various corporate matters, including drafting a Professional Services Agreement for construction at a mine in Peru, reviewing transaction documents for an equity investment in a technology company and performing corporate due diligence for divestment of a mining subsidiary.

GENERAL CORPORATE

- Represented Texas non-profit organizations in various corporate matters, including corporate formation, drafting bylaws, obtaining federal and state tax exemptions and drafting and negotiating a lease.

- Researched and drafted memoranda on various issues of corporate and securities law, including matters related to Sarbanes-Oxley, stock repurchase programs, directors compensation, mineral interests as securities, interpretation of confidentiality agreements and good faith in negotiations.

- Drafted Directors and Officers Indemnification Agreement for Baker Hughes.

- Advised Fleet BancBoston regarding the proposed launch of an Internet-based platform to provide individual and wholesale customers in Asia access to banking and securities products and services.