



haynesboone

Setting precedent.

Americas Practice Group An Overview

April 2010





5th Largest Firm in Texas

85th Largest Firm in the United States

Firm Overview

- Top Corporate Law Firm in Dallas-Ft. Worth
(*Corporate Board Member*, 2009)
- One of America's best corporate law firms
(*Corporate Board Member*, 2001-2008)
- A "Go-To Law Firm" for Fortune 500 General Counsel
(*Corporate Counsel*, 2006-2008)
- 84 Haynes and Boone attorneys recognized
(*Best Lawyers in America*, 2010)
- #1 in Texas and #8 in US in representing lead lenders and borrowers in syndicated loan transactions
(*Loan Pricing Corporation*, 2006)
- Counsel in the "Oil and Gas Financing of the Year"
(*Oil and Gas Investor*, 2007)

Leaders in their Field

Chambers Latin America 2009



Larry Pascal

Corporate / M&A (Latin America)



Luis Moreno

Real Estate (Mexico)

Antonio Franck

Banking & Finance (Mexico)

Corporate / M&A (Mexico)



Firm Overview (cont'd)

Bank of America



Agilent Technologies



ExxonMobil

American Airlines



Novell



CANO PETROLEUM



Trinity Industries, Inc.



AVIALL



NEC



Firm Services

- Antitrust and Competition
- Appellate
- Aviation
- Bankruptcy / Restructuring
- Clean Tech
- Corporate
- Corporate Governance
- Emerging Company / Venture Capital
- Employee Benefits / Executive Comp
- Energy
- Environmental
- Finance
- Financial Crisis Advisory and Litigation
- Franchise and Distribution
- Government Contracts
- Health Care
- Intellectual Property
- International
- Investment Banking and Broker Dealer
- Investment Funds
- Labor and Employment
- Litigation
- Mergers and Acquisitions
- Private Clients and Estate Planning
- Private Equity
- Projects
- Real Estate
- Regulatory
- Securities / Capital Markets
- Tax
- White Collar Criminal Defense



APG Overview





General Overview

- Approximately 50 attorneys: Mexico City, Dallas, Houston, New York, Washington DC
- Bar Leadership
 - Chairmen, International Law Section of American Bar Association, State Bar of Texas, and Dallas Bar Association
 - Chairman, International Bar Association, Real Estate Section
 - Led Texas foreign legal consultant reforms
 - Member of Advisory Board of the Mexican Bar Association
- Adjunct Professors at SMU, Univ. of Houston, South Texas College of Law
- Languages spoken: Including English, Spanish, Portuguese, French, and German
 - More than a dozen languages spoken at the firm
- Experience in over 35 countries in region covering
 - Mexico
 - Caribbean
 - Central America
 - South America

General Overview (cont'd)

- Latin American Energy Chapter Editor for several years of Matthew Bender Treatise “Energy Law and Transactions”
- World Services Group Member
- Tech Law Group Member
- Strong international network of law firms in the region
- Foreign associate program with past or present visiting attorneys from:
 - Mexico
 - Argentina
 - Brazil
 - Colombia
 - Venezuela
 - Peru
 - Spain



APG Practice Specialties

- Securities, Finance, M&A, Corporate
- Energy / Natural Resources
- Projects / Project Finance
- Aviation
- Real Estate
- International Arbitration / Dispute Resolution
- International Trade and Customs
- Franchising
- Technology
- Tax

APG Awards

- Counsel in the 2007 “Latin American Deal of the Year” for representing MMX in the Amapa transaction in Brazil involving export credit facility (*Trade Finance*)
- Several APG attorneys recognized by UK publication *Chambers*
 - Larry Pascal (Latin American Foreign Investment and M&A)
 - Antonio Franck (Mexican M&A and Banking)
 - Luis Moreno (Mexican Real Estate)
 - Joyce Mazero (Franchising)
 - Deborah Coldwell (Franchising)
- Recognized by *Latin Lawyer* as having one of the leading Latin American practices (both its Mexico City office and internationally) for several consecutive years
- Ranked #11 by *Latin Lawyer* for pro bono work in the region (2008 edition)
- Only Texas-based law firm cited in M&A in *Chambers Latin America 2010*



Local Knowledge and Resources

- Haynes and Boone's Mexico City office
- Foreign associates from
 - Mexico (Dallas/Houston)
 - Argentina (Mexico City)
 - Spain (Dallas)
 - Brazil (Dallas)
 - Peru (Washington, DC)
- Regular rotation of Latin American foreign associates from leading correspondent firms throughout the region
- Foreign associate training program in the US for Mexico City foreign associates



Representative APG Clients

Aerolineas Argentinas
American Airlines
Aviall
Bank of America, NA
BNP PARIBAS
Calyon
Conoco Phillips
Caoba Capital
Chevron Texaco
Citibank
Coppell
Core Laboratories
Ecopetrol
Ferromex
First City
GMAC
Grupo Mexico
Grupo Taca
Hillwood Capital

IATA
Irradia
Jugos del Valle
Kelcy Warren Group
Little Caesars
Mirant
MMX (Brazil)
OHL
OPIC
Parkdale Mills
Pemex
The Saba Group
Shell
Siemens AG
Textron Financial
TFM
TMM
Trinity Industries





Mexico City Office

- Formed in 1994
- Approximately 20 attorneys and law clerks
 - 3 Mexican partners
 - 1 US ex-pat partner
 - 1 Argentine foreign “of counsel”
- Fully integrated management structure and technology
- Modern offices in Lomas de Chapultepec in Mexico City business district
- Recognized internationally as having one of the leading Mexican offices among international firms
- Extensive Mexican resources residing in US offices as well



Mexico City Capabilities

- Corporate / M&A
- Capital Markets
- Banking & Finance
- Energy
- Real Estate
- Tax
- Litigation / International Arbitration



Mexico City Highlights

Corporate / M&A

- Represented US beverage company in proposed merger with Grupo Modelo
- Represented NYSE company in purchase of maquila steel joist facility in Juarez from Canadian company
- Project counsel for \$100 million development, construction, and financing of a high-end, private golf community anchored by a Tom Fazio-designed 18 hole championship golf course in Cabo San Lucas, Mexico
- Advising US multinational on purchase and sale of distressed loan portfolios in Mexico in excess of US\$1 billion
- Lead counsel to acquiror of 432-mile gas pipeline in Mexico running through the States of Tabasco, Chiapas and Campeche and extending to the Yucatan Peninsula
- Represented TMM and TFM in over US\$1.1 billion in bond offerings, commercial paper programs, and securitizations



Mexico City Highlights

Capital Markets

- Advised Mexican issuers in raising more than US\$2.6 billion on the Mexican public markets in 2007
- Represented Grupo Saba in US\$250 million tender offer for Aeromexico
 - *First tender offer on Mexican Stock Exchange under new legislation*
- Represented Grupo Saba in the public tender offer for Satmex
- Represented Coppel, SA de CV in two bond issuances in the Mexican public markets, collectively raising approximately US\$600 million
- Represented BanCoppel in public offering of shares of stock of Mexican bank for more than US\$500 million
- Represented issuer Banco Compartamos in its US\$1.5 billion IPO
- Served as Mexican counsel for Mexico's Bank Advisory Group during the Mexican Debt Restructuring



Mexico City Highlights

Energy

- Represented Mexican Government in privatization of downstream natural gas sector
- Represented Tractebel in natural gas downstream privatization in Mexico
- Represented Pemex in the development of petrochemical plant in Altamira
- Represented Chevron in LNG Project in Baja California
- Represented financial institutions in structuring of electricity projects in Mexico, such as Samalayuca and Merida III
- Represented Tejas Gas, S. de R.L. de C.V. (Grupo Fermaca) in public bid for construction of Manzanillo-Guadalajara gas pipeline



Brazilian Representation

- Served as lead counsel to mining company MMX in connection with financing of an integrated iron-ore mining and infrastructure logistics project relating to MMX's Amapa mining facility (*Trade Finance* magazine's 2007 Deal of the Year)
- Served as lead counsel for multiple vendors in connection with negotiation and implementation of a US\$700 million, multi-party turnkey wireless telecomm project
- Served as lead counsel to secured creditor in connection with the US\$135 million restructuring of a Brazilian telecom company
- Served as counsel to a large European lead bank in US\$180 million acquisition of Enron's Electrobolt power plant by Petrobras
- Served as lead counsel to the seller/lessee on the sale-leaseback and US\$36 million project financing of Brazilian wireless telecomm company
- Advised AMR in connection with spin-off of Sabre business
- Advised Sabre in sale of its outsourcing business to EDS





Andean Pact Representation

- Represented Colombian national oil company, Ecopetrol, in its US\$690 million acquisition of Prolipropileno del Caribe (Propilco SA), one of Colombia's largest plastics companies
- Represented Grupo Taca in proposed acquisition of Aviana, SA (Colombia) in bankruptcy filed in Southern District of New York, including extensive work in Colombia
- Represented Irradia (Peru) in development of LNG project
- Represented the agent bank and lead lenders in connection with the US\$1.3 billion project financing of three associated Venezuelan petrochemical projects
- Represented Parkdale Mills in Colombian joint venture for textile plant





Central America Representation

- Represented various clients in real estate projects, including opportunities at Peninsula Papagayo Resort Community in Guanacaste, Costa Rica
- Represented Shell in sale of its downstream assets in Guatemala, Honduras, El Salvador, and Nicaragua to Grupo Tierra
- Represented US investor in purchase of Roatan Electric Company (RECO), the Honduran power distribution company for Island of Roatan
- Represented Central American private equity firm in bid to acquire Central American assets of El Paso Corporation
- Represented US airline in proposed acquisition of large Central American airline
- Represented Parkdale Mills in joint venture for textile plant in Honduras and in electric generation project in Honduras





Chile and Argentina Representations

- Represented American Airlines in its acquisition of a minority interest in Aerolineas Argentinas, SA
- Represented Sabre in ten-year outsourcing transaction with Aerolineas Argentinas, SA
- Represented US loan servicer in purchase and sale of distressed loan portfolios in Chile and Argentina and related service agreement



CARIBBEAN





Caribbean Representations

- Represented Mirant Energy in its divestiture of utilities and power generation assets valued at US\$1.1 billion in four Caribbean countries
- Represented American Airlines in its acquisition of TWA assets, including Caribbean operations
- Represented AMR in its spin-off of its IT business Sabre
- Represented Sabre in its labor restructuring

Latin American Energy

POWER PLANTS



ELECTRICITY



TRADING

NATURAL GAS



PIPELINES



REFINING



OIL FIELD SERVICES

COAL



RENEWABLES



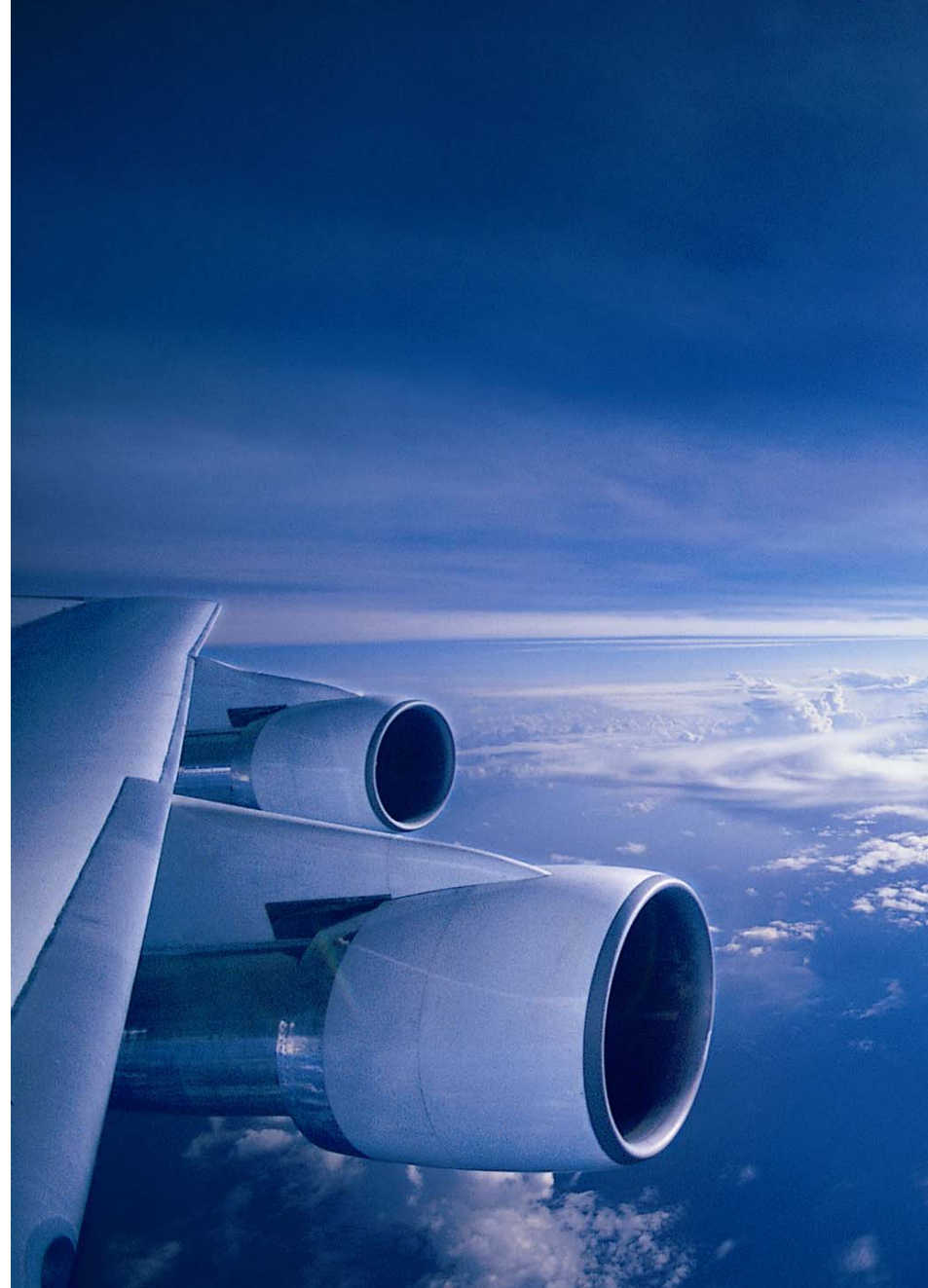
EXPLORATION



Latin America Energy Practice

- Represented Shell in sale of its downstream assets in Central America
- Represented US investor in purchase of Roatan Electric Company (RECO), the Honduran power distribution company for Island of Roatan
- Represented Latin American NOC in US ethanol project
- Advised companies on energy projects in Colombia, El Salvador, Honduras, Brazil, Argentina, Venezuela, Peru, and other countries in the region

Aviation Practice



Aviation Practice

- Leading firm for M&A work for Latin American aviation
- Transactions
 - Restructuring of AMR's Sabre business
 - Aerolineas Argentinas
 - Grupo Taca
 - Avianca
 - Aeroperu
 - TWA
 - Aviall (merger with Boeing)
 - EDS (sale of Sabre outsourcing business)
 - Tender Offer for Aeromexico
- Representative clients in region
 - American Airlines
 - IATA
 - Grupo Taca
 - Aerolineas Argentinas
 - Aviall
 - Sabre
- IATA tax controversy with IRS



Real Estate Experience

- Resort projects
 - Cancun
 - Cabo San Lucas
- Bi-national loan programs for Mexican market
- Costa Rican real estate development
 - Papagayo
 - Flamingo
- Represented Fund in US\$200 million investment in high end residential and hospitality projects in Mexico
- Represented major Mexican industrial real estate developer with portfolio of more than one million square meters
- Represented developer in structure and negotiation of major investment transaction of US\$180 million investment in Mexican industrial portfolio with key US pension fund
- Dominican Republic real estate experience for developers and general contractors



Bankruptcy / Workout Experience

- Represented Mexican corporate parent of Asarco in Chapter 11 proceedings in Texas
- Represented American Airlines in its acquisition of TWA assets
- Represented Grupo Taca in its proposed acquisition of Aviana SA (Colombia) via bankruptcy in Southern District of New York
- Represented large US airline as special Latin American counsel for its bankruptcy planning
- Represented Comercial Mexicana, SA de CV in their initial Mexican restructuring

Multi- Jurisdictional Projects





Multi-Jurisdictional Projects

- The firm has excellent experience in representing clients in complex, multi-jurisdictional projects throughout the region:
 - Represented Shell in multi-country divestiture of downstream assets
 - Restructured AMR's Sabre business in connection with a spin-off transaction (40 countries)
 - Represented American Airlines in its acquisition of TWA assets (14 countries)
 - Represented a US multinational in its global labor restructuring (over 40 countries)
 - Represented Sabre in the sale of its outsourcing business in Latin America to HP/EDS (over 35 countries)



International Trade Practice

- Antidumping and countervailing duty preventive planning and case defense
 - Manufactured goods
 - Agricultural products
- ITC “Section 337” patent and IP litigation
- Formulation, implementation, and advocacy of corporate trade policies

Contacts

Dallas

Larry B. Pascal (Practice Chair)

2323 Victory Avenue, Suite 700

Dallas, Texas 75219

Phone: 214.651.5652

Fax: 214.200.0702

larry.pascal@haynesboone.com

Houston

Bradley Richards

1 Houston Center

1221 McKinney, Suite 2100

Houston, TX 77010

Phone: 713.547.2028

Fax: 713.236.5568

brad.richards@haynesboone.com

New York

Gilbert Porter

1221 Avenue of the Americas, 26th floor

New York, NY 10020

Phone: 212.659.4965

Fax: 212.884.8240

gil.porter@haynesboone.com

Washington, D.C.

Herbert Glaser

1615 L Street, NW, Suite 800

Washington, D.C. 20036-5610

Phone: 202.654.4514

Fax: 202.654.4244

herbert.glaser@haynesboone.com

Mexico City

Antonio Franck / Luis Moreno

Torre Esmeralda, Boulevard

Manuel Avila Camacho No. 40, Despacho 1601

Col. Lomas de Chapultepec, México, DF 11000

Phone: 52.55.55.40.5558

Fax: 52.55.55.40.0630

antonio.franck@haynesboone.com