



haynesboone

Setting precedent.

Haynes and Boone, LLP **Americas Practice Group**

An Overview
August 2008

Firm Introduction

- Haynes and Boone is an AM LAW 100 firm with approximately 450 attorneys located in
 - Texas
 - Dallas
 - Houston
 - San Antonio
 - Austin
 - Ft. Worth
 - Richardson
 - New York
 - Washington DC
 - Mexico City
 - Moscow

Mexico City Office

- Recognized internationally as having one of the leading Latin American practices
- Total of approximately 50 attorneys in Americas Practice Group based in
 - Mexico City
 - Dallas
 - Houston
 - New York
 - Washington DC

Mexico City Office

- Mexico City office with approximately 20 attorneys and law clerks)
 - 3 Mexican partners
 - 1 US ex-patriate partner
 - 1 Argentine foreign “of counsel”
 - Formed in 1994
 - Fully integrated management structure and technology
 - Modern offices located in Lomas de Chapultepec in Mexico City business district

Local Knowledge

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

Practice Specialties

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

Awards

- Trade Finance Deal of the Year (2007) for Firm's work representing MMX in the Amapa transaction in Brazil involving export credit facility
- Several APG attorneys have been recognized by UK publication *Chambers*
 - Larry Pascal (Latin American Foreign Investment)
 - Antonio Franck (Mexican M&A)
 - Joyce Mazero (Franchising)
 - Debra Coldwell (Franchising)
- Recognized by *Latin Lawyer* as having one of the leading Latin American practices (both its Mexico City office and internationally)
- Ranked 11 by *Latin Lawyer* for pro bono work in the region (2008 edition)

- Bar Leadership
 - 2 partners, Chairman of International Law Section of American Bar Association
 - 5 partners, Chairman of International Law Section of State Bar of Texas
 - Led Texas foreign legal consultant reforms
 - 1 partner, Chairman of International Law Section of Dallas Bar Association
 - 1 partner, Chairman of International Bar Association, Real Estate Section
- Professors at Law Schools
 - SMU, University of Houston, South Texas College of Law
- Languages for APG members
 - English, Spanish, Portuguese, and French
 - 13 languages spoken firmwide

Mexican Corporate and Finance Practice

- In 2007, the Firm advised clients on approximately US\$2.6 billion in equity and bond issuances in the Mexican capital markets
- Represented Coppel in two bond placements on the Mexican Stock Exchange collectively raising approximately US\$500 million
- Represented issuer Banco Compartamos in its US\$1.5 million IPO
- Represented the Saba Group in the US\$250 million public bid for Aeromexico

Mexican Corporate and Finance Practice (cont.)

- Represented the Saba Group in the proposed acquisition of Satelites Mexicanos, SA de CV (“Satmex”)
- Participated in the formation of various financial institutions such as Banco Azteca, Banco Multiva, and BanCoppel, and the acquisitions of Grupo Financiero IXE, and Grupo Multiva
- Represented Bank of America in 2003 acquisition of 24.9% equity stake in Grupo Financiero Santander Serfin

Mexican Corporate and Finance Practice (cont.)

- Participated in acquisition of Consultoria Internacional Casa de Cambios, and represented Waldo's Mexico, in acquisition of certain assets of Grupo Dorians
- Represented the bond holders in the “prepack” restructuring of Grupo Iusacell involving US \$350 million bond exchange
- Represented Mexican railroad company in a US \$400 million bond offering and in a US \$310 million commercial paper program

Mexican Corporate and Finance Practice (cont.)

- Represented a Mexican multimodal transportation company in a US \$250 million commercial paper program
- Represented Mexican client in US\$10 million and US\$50 million equity investment by European development bank and US retirement fund in Mexican real estate developer
- Represented Mexican client in US\$100 million line of credit with GE Real Estate México

Mexican Corporate and Finance Practice (cont.)

- Represented Mexican maritime client TMM in acquisition of various vessels (US\$160 million) in various transactions
- Represented European banks in syndicated loan facilities to Pemex (US \$400 million)
- Represented client in accounts receivable securitization transaction (US \$200 million)
- Represented US lender in syndicated debt restructuring of a Mexican company (US \$300 million)

Mexican Corporate and Finance Practice (cont.)

- Represented Mexican client in public issuance of US \$300 million of that company's securities on the Mexican stock exchange
- Represented BNP PARIBAS in various loans to Pemex totaling US\$600 million
- Represented client in accounts receivable securitization transaction (US \$200 million)
- Represented US lender in syndicated debt restructuring of a Mexican company (US \$300 million)

Aviation Practice

- Leading firm for M&A work for Latin American aviation
- Transactions with
 - 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

Aviation Practice (cont.)

- Representative aviation clients in region
 - American Airlines
 - IATA
 - Grupo Taca
 - Aerolineas Argentinas
 - Aviall
 - Sabre
- IATA tax controversy with IRS

Latin American Energy / Natural Resources Practice

- Represented Mexican Government in privatization of down-stream natural gas sector
- Represented Tractebel in natural gas down-stream privatization
- Advised companies in energy projects in Colombia, El Salvador, Honduras, Brazil, Argentina, Venezuela, Peru, and other countries
- Advised Sponsor Irradia in Peruvian LNG Project
- Advised US investor in successful bid for isolated system power company in Roatan, Honduras

Latin American Energy / Natural Resources Practice (cont.)

- Advised Ecopetrol in JOA and Propilco Refinery M&A project
- Advised Brazilian mining company MMX in export finance credit facility in Amapa Project
- Represented Pemex in development of petrochemical plant in Altamira
- Represented Chevron in LNG Project in Baja California

Real Estate Practice

- Mexican resort projects in Cancun and Cabo San Lucas
- Bi-national loan programs for Mexican market
- Costa Rican real estate development
 - Papagayo
 - Flamingo

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

Countries Worked/Publications

- Over 35 countries in region covering
 - Mexico
 - Caribbean
 - South America
 - Central America
- Chapter Editor of Matthew Bender Treatise “Energy Law and Transactions” for South American energy chapter for several years

Other

- World Services 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

Representative Clients of Haynes and Boone, LLP Americas Practice Group

Aerolineas Argentinas
American Airlines
Anheuser – Busch
Aviall
Bank of America, NA
BNP PARIBAS
Calyon
Conoco Phillips
Caoba Capital
Chevron Texaco
Citibank
Coppell
Core Laboratories
Ecopetrol
First City
GMAC
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
Wal-Mart
Watchtower Partners

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