

Americas Practice Group - An Overview

December 2015



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A light beige world map serves as the background for the slide. The continents are clearly outlined, and the map is centered horizontally.

4TH

**LARGEST FIRM
IN TEXAS**

Texas 100, ALM Legal Intelligence, 2015

82ND

**LARGEST FIRM
IN THE UNITED STATES**

NLJ 350, National Law Journal, 2015

Firm Overview

Haynes and Boone, LLP is a full service law firm with a national presence and an international reach. With more than 550 lawyers located in Texas, New York, California, Chicago, Denver, Washington, D.C., Mexico City and Shanghai, we are trusted advisors, zealous advocates and creative strategists. Recognitions include:

- **Seven practices and 12 lawyers recognized from Haynes and Boone in the United States, Mexico and Latin America: Franchise and Distribution in the Global-wide category; Corporate/M&A; Energy & Natural Resources for the first time in Latin America-wide; and Banking and Finance, Corporate M&A and Projects in Mexico.**

Chambers Global 2015

- **Firm ranked no. 92 in 2015 ranking of the top-grossing law firms.**

American Lawyer AmLaw 100, 2015

- **112 Haynes and Boone lawyers recognized; Eight firm lawyers designated “Lawyers of the Year” in their practice areas**

Best Lawyers in America, Woodward & White, 2016

2014-2016 Chambers* Recognitions



**Antonio Diez de Bonilla
Martinez**

Chambers Latin America 2014-2016
Real Estate (Mexico)



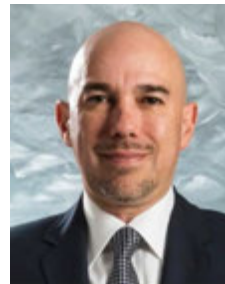
Edgar Klee

Chambers Latin America 2016
Tax (Mexico)



George Y. Gonzalez

Chambers Global 2015
• Capital Markets (Mexico)
Chambers Latin America 2015, 2016
• Corporate / M&A (Latin America)



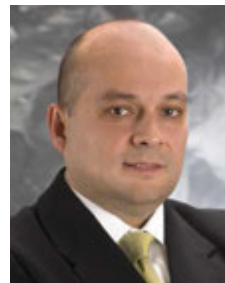
Jorge Labastida

Chambers Global 2014, 2015
• Banking & Finance (Mexico)
• Capital Markets (Mexico)
Chambers Latin America 2014-2016
• Banking & Finance (Mexico)
• Capital Markets (Mexico)



Hector Herrera

Chambers Latin America 2016
Environment (Mexico)



Luis Moreno

Chambers Latin America 2014-2016
Real Estate (Mexico)

**Published by Chambers & Partners*

2014-2016 Chambers* Recognitions (cont'd)



Larry Pascal

Chambers Global 2015

- Corporate / M&A (Latin America)

Chambers Latin America 2014-2016

- Corporate / M&A (Latin America)



Jorge Sanchez

Chambers Latin America 2016

Corporate / M&A (Mexico)



Ariel Ramos

Chambers Global 2014, 2015

- Projects (Mexico)

Chambers Latin America 2014-2016

- Energy and Natural Resources (Mexico)
- Projects (Mexico)

****Published by Chambers & Partners***

Firm Clients



Agilent Technologies



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Firm Services

- Antitrust and Competition
- Appellate
- Aviation
- Bankruptcy and Business Restructuring
- Capital Markets and Securities
- Corporate
- Employee Benefits and Executive Compensation
- Energy, Power and Natural Resources
- Environmental
- Family Office
- Fiduciary Disputes
- Finance
- Franchise and Distribution
- Fund Formation and Management
- Government and Public Policy
- Government Enforcement and Litigation
- Healthcare and Life Sciences
- Immigration
- Information Technology and Business Process Outsourcing
- Insurance Coverage Litigation
- Intellectual Property
- International
- Investment Banking and Broker-Dealer
- Investment Management
- Joint Ventures
- Labor and Employment
- Litigation
- Media, Entertainment and Sports
- Mergers and Acquisitions
- Oil and Gas Litigation
- Prime Brokerage and Equity Lending
- Private Clients and Estate Planning
- Project Finance and Development
- Real Estate
- Securities Class Action Defense and Shareholder Litigation
- SEC Enforcement
- Social Media
- Tax
- Technology
- Venture Capital/Emerging Company

Americas Practice Group Overview



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General Overview

- **70 lawyers in New York, Washington D.C., Houston, Dallas, Mexico City**
- **Bar Leadership**
 - Chair, Texas Supreme Court Task Force on International Law
 - Chair, International Law Section of American Bar Association, State Bar of Texas, and Dallas Bar Association
 - Former Chair, International Bar Association, Real Estate Section
 - Led Texas foreign legal consultant reforms
 - Member of Advisory Board of the Mexican Bar Association
 - Chair, Project Finance and Development Committee, Business Law Section of American Bar Association
- **Adjunct Professors at Georgetown, SMU, University of Houston, South Texas College of Law**
- **Languages spoken include English, Spanish, Portuguese, Chinese, French, and German**
 - More than a dozen languages spoken at the firm
- **Experience in more than 30 countries in region covering**
 - Mexico
 - South America (including Brazil)
 - Caribbean
 - Central America
 - Spain

General Overview (cont'd)

- **Latin American Energy Chapter Editor for several years of Matthew Bender Treatise “Energy Law and Transactions”**
- **World Services Group Member**
 - A founding member firm
 - Former Chairman of World Services Group, Tim Powers, 2003-2004
 - Former Regional Chair for North America for World Services Group, Larry Pascal, 2011
 - Haynes and Boone partner Larry Pascal recognized as “Member of the Year” in 2012
 - Current member of the Board of Directors, Larry Pascal, 2013-2016
- **Tech Law Group Member**
- **Strong international network of law firms in the region**
- **Active foreign associate program.; we have (or have had) visiting or foreign attorneys from:**
 - Argentina
 - Brazil
 - Chile
 - China
 - Colombia
 - Japan
 - Mexico
 - Peru
 - Venezuela

APG Practice Focus

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

APG Awards

- Nine Haynes and Boone Americas Practice Group lawyers recognized by UK publication *Chambers*, Chambers & Partners (2016)
- Recognized in *Chambers Latin America* 2016 in the categories of Latin America-wide corporate/M&A and energy and natural resources, and Mexico-wide for banking and finance, corporate/M&A, energy and natural resources, projects, and real estate
- Six lawyers recognized in Best Lawyers® Mexico 2016 directory
- In 2015, *Latinvex* selected three Haynes and Boone, LLP lawyers for *Latinvex Top 100*: Jorge Labastida, Ariel Ramos and Larry Pascal, the second consecutive year they were featured.
- In 2014, *Latinvex: Latin America News & Analysis* ranked Haynes and Boone a Top 50 Law Latin America Firm and Legal 50: The Partner Tally. In addition, three partners were honored in the Top 100 Latin America Lawyers: Jorge Labastida, Larry Pascal and Ariel Ramos.
- Recognized by *Latin Lawyer* as having one of the leading Latin American practices (both its Mexico City office and internationally), 2004-2015
- *Best Lawyers Mexico*, published by Best Lawyers®, recognized four Haynes and Boone lawyers in its 2015 directory: Luis Moreno Trevino, Antonio Diez de Bonilla Martinez, Ariel Ramos and Jorge Labastida

Representative APG Clients

- Adecoagro
- American Airlines
- AT&T
- Bank of America, N.A.
- BNP PARIBAS
- Boeing Company
- Cathay Pacific
- Conoco Phillips
- Caoba Capital
- Chevron Texaco
- Citibank
- Coppel
- Crédit Agricole
- Ecopetrol
- Fermaca Group
- Ferromex
- First City
- FMC Corporation
- GMAC
- Grupo Fermaca
- Grupo Mexico
- Grupo Taca
- IATA
- HSBC
- Hyatt Hotels
- Irradia
- Jugos del Valle
- Kelcy Warren Group
- Lehman Brothers
- Little Caesars
- Mexichem
- Mirant
- MMX (Brazil)
- OHL
- OPIC
- Parkdale Mills
- Petrobras
- The Saba Group
- Siemens AG
- Sumitomo Mitsui Banking Corporation
- Textron Financial
- TFM
- TMM
- Total Gas and Power
- Trinity Industries
- Valid, SA (Brazil)
- YPF

Mexico City Office



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Mexico City Office

- Formed in 1994
- Approximately 30 lawyers and law clerks
- Fully integrated management structure and technology
- Modern offices in Lomas de Chapultepec in Mexico City business district
- Extensive Mexican resources based in U.S. offices as well

Mexico City Capabilities

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

Mexico City Highlights

Corporate/M&A

- Represented Mexican buyer in \$1.2 billion purchase of Mexican pension fund.
- Represented U.S. private equity group in Oro Negro joint venture with foreign sovereign wealth fund and Mexican group.
- Represented Krispy Kreme Doughnuts, Inc. in sale of equity interest in Krispy Kreme Mexico, S. de R.L. de C.V. (“KK Mexico”), the company’s franchisee in Mexico, to KK Mexico’s majority shareholder.
- Represented U.S. 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 U.S. 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.

Mexico City Highlights

Capital Markets

- Represented AT&T International, Inc. in exchange offer launched by America Movil, S.A.B. de C.V. to acquire Telmex Internacional, S.A.B. de C.V.
- 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 public tender offer for Satmex.
- Represented Coppel, SA de CV in two bond issuances in 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 Mexican Debt Restructuring.
- Represented TMM and TFM in more than US\$1.1 billion in bond offerings, commercial paper programs, and securitizations.

Mexico City Highlights

Energy

- Represented Grupo Fermaca in the successful obtaining and financing of a CFE natural gas pipeline concession.
- Represented Grupo Fermaca in public bid for construction of Manzanillo-Guadalajara gas pipeline.
- Represented South American energy company in 2011 PEMEX service contract bid round.
- 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.

Brazil



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Brazilian Representation

- Advised international airline in its post-merger integration issues in Brazil.
- Advised two Brazilian groups in their acquisitions of companies in the U.S. in 2012.
- Served as lead counsel to mining company MMX in connection with financing of 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 telecom project.
- Served as lead counsel to secured creditor in connection with US\$135 million restructuring of a Brazilian telecom company.
- Served as counsel to large European lead bank in US\$180 million acquisition of Enron's Eletrobolt power plant by Petrobras.

Brazilian Representation (cont'd.)

- 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.
- Advised multinational in Brazilian antitrust/cartel action.
- Advised U.S. engineering firm in construction of luxury hotel in State of Rio de Janeiro.
- Advised Sumitomo Mitsui Banking Corporation in \$135 million financing to HT Brazil Fund III LP.

Andean Pact

Bolivia, Colombia, Ecuador, Peru
and Venezuela

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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.
- Represent South American energy company in alternative energy joint venture in U.S. (and subsequent U.S. litigation and work out).
- Represented Grupo Taca in proposed acquisition of Avianca, SA (Colombia) in bankruptcy filed in Southern District of New York, including extensive work in Colombia.
- Represent Summit Electric Supply in connection with its procurement contract for refinery in Cartagena, Colombia, as well as related Ex-IM Bank financing.
- Represented Irradia (Peru) in development of LNG project in Peru.
- 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.
- Represented acquiror of Electropaz, electricity distribution company in La Paz, Bolivia.
- Represented joint venture that included Venezuelan Investment Bank in favorably resolving litigious bankruptcy including achieving its objectives of foreclosing on its collateral and eliminating ancillary litigation in connection with acquisition of oil and gas leases in north Texas.

Central America

Belize, Costa Rica, El Salvador, Guatemala,
Honduras, Nicaragua and Panama



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Central America Representation

- Represented Texas construction company in the public bid for construction of aviation fuel terminal for international airport in Guanacaste, Costa Rica.
- Represent Texas architecture firm with cross border litigation with Costa Rica government in connection with public private partnership.
- Represented various clients in real estate projects, including opportunities at Peninsula Papagayo Resort Community in Guanacaste, Costa Rica.

Central America Representation (cont'd)

- Represented U.S. 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 U.S. 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.
- Represented various Central American distributors in U.S. litigation against Mars in connection with their Dealer Law rights.
- Represent a U.S. early stage company in its public bid for mobile financial services in El Salvador before the Ministry of Economy.

Chile, Argentina and Uruguay



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Chile, Argentina and Uruguay

- Represent NYSE multinational company in connection with development of Argentine gas pipeline project.
- 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 U.S. loan servicer in purchase and sale of distressed loan portfolios in Chile and Argentina and related service agreement.
- Represent U.S. financial services company in connection with purchase of Argentine loan services company.
- Represent various U.S. multinationals in their Uruguayan legal matters including foreign direct investment, contracting, litigation, and labor matters.
- Representation of Uruguayan based investment group and holding company of a Colombian and Panamanian company in joint venture with U.S. shale gas drilling company.
- Representation of Credit Agricole in connection with loan facility to an Argentine borrower (Tecpetrol) and Uruguayan guarantor that purchased Erskine Energy in Texas.

Caribbean

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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.
- Represented Lender in Trinidad ethanol project.
- Represent U.S. alternative energy company in connection with a power purchase agreement involving biomass energy.

Latin American Energy

Power Plants, Electricity, Trading, Natural Gas,
Pipelines, Refining, Oil Field Services, Coal,
Renewables and Exploration

A low-angle photograph of an oil pumpjack (jackal) against a bright blue sky with scattered white clouds. The pumpjack is a large, dark blue metal structure with a yellow counterweight. The image is split diagonally, with the left side being a solid grey background where the text is located, and the right side showing the pumpjack and sky.

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Latin America Energy Practice

- Represented Grupo Fermaca in its winning of a CFE concession for natural gas pipeline in Mexico.
- Represented Texas construction company in the public bid for construction of aviation fuel terminal for international airport in Guanacaste, Costa Rica.
- Represented U.S. investor in purchase of Roatan Electric Company (RECO), the Honduran power distribution company for Island of Roatan.
- Represented Latin American NOC in U.S. ethanol project and related litigation.
- Advised companies on energy projects in Colombia, El Salvador, Honduras, Brazil, Argentina, Venezuela, Peru, and other countries in the region.
- Represented Siemens in large ICC arbitration against Pemex in Mexico City.

Other Practices



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Aviation Practice

- Leading firm for M&A work for Latin American aviation
- Transactions and other Projects
 - 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
 - Mexicana Bankruptcy (U.S. and Mexico)
 - Aviation infrastructure projects
- Representative clients in region
 - American Airlines
 - US Airways
 - Cathay Pacific
 - IATA
 - Grupo Taca
 - Aerolineas Argentinas
 - Aviall
 - Sabre
 - US Airways
- 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 U.S. pension fund.
- Dominican Republic real estate experience for developers and construction companies.



Bankruptcy/Workout Experience

- Represented Mexican corporate parent of Asarco in Chapter 11 proceedings in Texas.
- Represented American Airlines in the Mexicana bankruptcy in the U.S. and Mexico.
- Represented American Airlines in its acquisition of TWA assets.
- Represented Grupo Taca in its proposed acquisition of Avianca SA (Colombia) via bankruptcy in Southern District of New York.
- Represented large U.S. airline as special Latin American counsel for its bankruptcy planning.
- Represented Comercial Mexicana, SA de CV in their initial Mexican restructuring.
- Represented important U.S. creditor in bankruptcy filing of International Hospital Corp.



Multi-Jurisdictional Projects



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Multi-Jurisdictional Projects

- **The firm has excellent experience in representing clients in complex, multi-jurisdictional projects throughout the region:**
 - Represented American Airlines and US Airways in its post-merger international integration in more than 100 countries.
 - Represented NYSE mining and agricultural concern in its spin-off as special Latin America Counsel in 12 Latin American jurisdictions.
 - Represented Wall Street financial institution in its procurement contracts and related compliance issues.
 - 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 U.S. multinational in its global labor restructuring (more than 40 countries).
 - Represented Sabre in the sale of its outsourcing business in Latin America to HP/EDS (more than 35 countries).
 - Represented Nicaraguan, Costa Rican, and El Salvador distributors in connection with lawsuits brought in U.S. federal court by Mars, Inc.

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

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