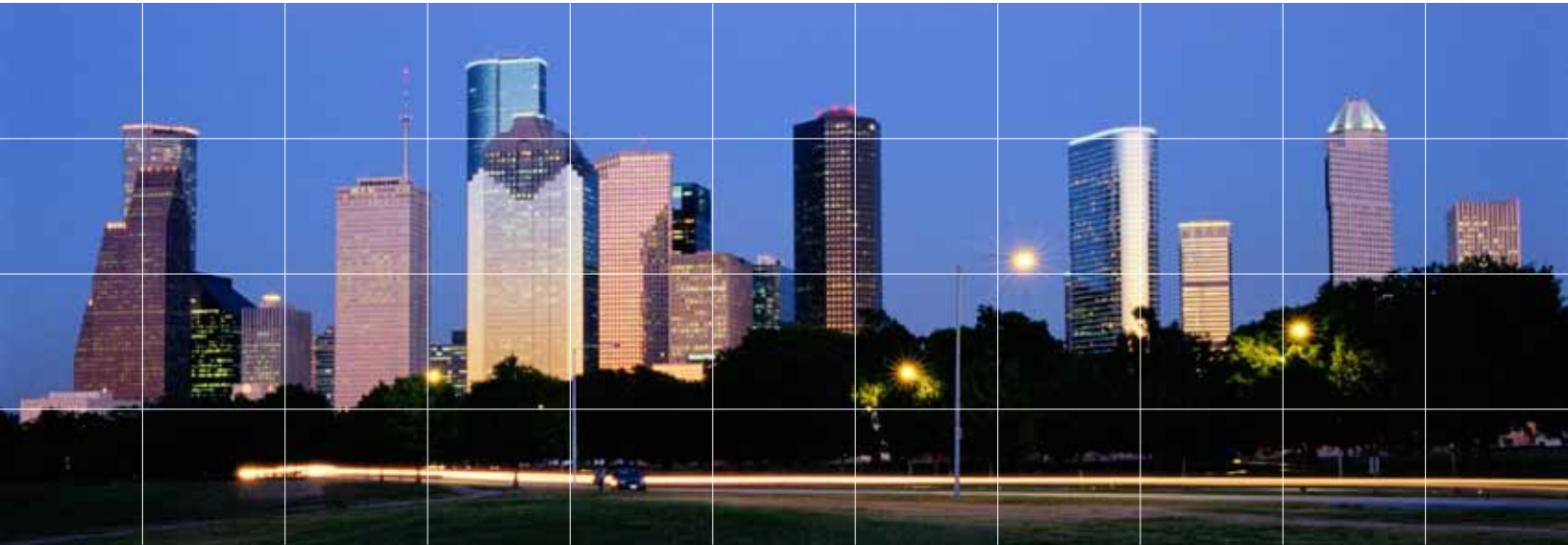




One Firm Worldwide<sup>SM</sup>



## HOUSTON

Jones Day has been serving clients in Texas for nearly 30 years. Since opening in 2001, Jones Day Houston has developed into a full-service office with approximately 60 attorneys who are well positioned to counsel businesses regarding transactions or disputes in Texas, in addition to clients with operations and investments throughout the world.

Jones Day Houston attorneys provide clients with the full complement of legal services relating to significant transactions and business restructuring — including mergers and acquisitions, private equity, capital markets and securities, and banking and finance — and disputes, including commercial litigation and arbitration, governmental investigations, and appeals. In addition, the Houston Office has extensive capabilities in labor and employment law, product

liability and mass torts, intellectual property, and energy regulation, including work before the Federal Energy Regulatory Commission. We represent clients across a range of industries, including energy, financial services, chemicals, medical devices, telecommunications, transportation, housing, and technology. Our breadth and depth of experience, together with our global reach, enable us to create multi-office, interdisciplinary teams, mobilized on a moment's notice and specifically designed to address our clients' complex legal challenges. This One Firm Worldwide culture has resulted in numerous awards for client service and ensures that all of our clients have seamless access to the Firm's substantial global resources.

While we are dedicated to providing excellent service to our clients worldwide, we are equally dedicated to

the City of Houston. Our attorneys provide pro bono legal services to numerous special-assistance organizations and serve on nonprofit boards in the Houston community. We also actively support a broad range of nonlegal charitable organizations working throughout Southeast Texas, including Casa de Esperanza, which provides shelter to children who have been victims of abuse or neglect or who have been stricken with HIV and AIDS, and United Way – Texas Gulf Coast Chapter.

## AREAS OF PRACTICE

### ANTITRUST & COMPETITION LAW

- Government investigations and litigation
- Private antitrust litigation
- Government review of mergers and joint ventures
- Intellectual property and licensing
- Antitrust compliance and counseling

### BANKING & FINANCE

- Conventional secured and unsecured commercial loan and asset-based financings
- Acquisition and recapitalization financings, including tender offer financing and the financing of management and other leveraged buyouts, and representation of acquisition, investment, and LBO funds
- Structured tax- and accounting-advantaged financings
- Securitizations, including securitization conduit programs
- Structured asset-backed financings
- Synthetic and leveraged lease financings
- Real estate financing facilities, including construction, interim, and long-term financing facilities
- Project financing
- Swaps, collars, caps, and other interest and currency exchange rate protection facilities and commodity, credit, and total return swap transactions
- Debtor-in-possession financings, loan workouts, and debt restructurings of troubled companies
- Subordinated and mezzanine debt financings
- Highly leveraged bridge and long-term financing facilities

### BUSINESS RESTRUCTURING & REORGANIZATION

- Corporate restructurings
- Debt restructurings and workouts

- Representation of debtors, creditors' committees, secured and unsecured creditors, lenders and lender groups, indenture trustees, prospective purchasers, and other parties in chapter 11 cases and out-of-court workouts
- Distressed mergers and acquisitions
- Corporate counseling
- Director and officer fiduciary duties (particularly in insolvency situations)
- Advice relating to spinoffs and other complex corporate restructuring transactions
- Prepackaged and preplanned chapter 11 cases
- Debtor-in-possession financing
- Restructuring-related litigation

### CAPITAL MARKETS

- Public equity and debt offerings
- Securities law compliance and regulation
- Rule 144A offerings and private placements
- Venture capital financings
- ADR/GDR facilities
- Structuring of U.S. transactions for non-U.S. investors

### ENERGY

- Oil and gas
- LNG
- Electricity
- Pipelines
- Water
- Wind
- Corporate compliance
- Energy litigation
- Project development and finance
- Project management, construction, and operation
- Environmental remediation and insurance coverage
- Federal public lands
- Marketing and trading
- Mergers and acquisitions
- Regulatory matters
- State and federal legislative analysis
- Tax

### ENVIRONMENTAL, HEALTH & SAFETY

- Brownfield developments
- Clean Air Act ("CAA")
- Clean Water Act ("CWA")

- Comprehensive Environmental Response, Compensation, and Liability Act (“CERCLA”)
- Cost-recovery litigation
- Defense of citizen suits
- Defense of state/federal enforcement actions
- Compliance counseling
- Environmental issues in mergers and acquisitions and real estate transactions
- National Environmental Policy Act (“NEPA”)
- Occupational Safety and Health Act (“OSHA”)
- Oil Pollution Act (“OPA”)
- Resource Conservation and Recovery Act (“RCRA”)
- State and federal regulatory proceedings
- Wetlands management issues and permits
- Power plant siting and development

#### **INTELLECTUAL PROPERTY**

- Patent prosecution
- Patent infringement litigation
- Patent licensing and exploitation
- Trademark prosecution and portfolio maintenance
- Trademark licensing
- Trade secret maintenance
- Trade secret litigation
- Unfair competition and Lanham Act violations
- Intellectual property audits
- International patents and trademarks

#### **INTERNATIONAL ARBITRATION**

- Coordination of cross-border and multijurisdictional litigation
- International claims procedures, mediation, and alternative dispute resolution
- Oil and gas, power generation, and banking and finance

#### **ISSUES & APPEALS**

- Appellate advocacy in state and federal appellate courts throughout the country

#### **LABOR & EMPLOYMENT**

- Employment discrimination litigation, including class action defense
- Wage-hour litigation and compliance, including collective action and class action defense
- ERISA and employee benefits litigation
- Collective bargaining and labor arbitration

- Labor relations counseling, union elections, and unfair labor practice proceedings
- Strike-related advice and litigation
- Covenant not to compete, trade secret, and employee-raiding litigation
- Employment agreement counseling and litigation
- Preventive planning, counseling, and training, including compliance auditing
- Sarbanes-Oxley investigations and whistleblower defense
- Acquisition and divestiture counseling, including corporate restructurings, reorganizations, and plant closings

#### **MERGERS & ACQUISITIONS**

- Negotiated mergers and acquisitions of public and private companies
- Cross-border transactions
- Unsolicited tender offers and proxy contests
- Serial acquisition and disposition programs
- Joint ventures and strategic alliances
- Stockholder proposals/disputes
- Board/committee representations
- Takeover preparedness

#### **PRIVATE EQUITY**

- Leveraged buyout and management buyout transactions
- Venture and development capital investments
- Fund formations and representations
- Exit strategies

#### **PRODUCT LIABILITY & TORT LITIGATION**

- Class actions
- Coordination of multijurisdictional litigation
- Mass tort litigation
- Medical monitoring claims
- Product crisis counseling

#### **REGULATORY**

- Mergers and acquisitions
- State and federal regulatory proceedings and policymaking
- Oil and gas exploration and development issues
- Gas, power, and renewables issues, including utility regulation
- Restructurings
- Project development
- Project finance, tax, and competitive issues

## SECURITIES LITIGATION & SEC ENFORCEMENT

- Securities fraud actions—representation of companies, underwriters, and directors and officers
- Shareholder derivative actions, including actions seeking to block corporate transactions
- Special litigation committee investigations
- Audit committee and other board committee representations and investigations
- Litigation counseling on major corporate transactions
- Defense of SEC, DOJ, CFTC, SRO, and state regulatory investigations and proceedings
- D&O insurance and indemnification review

## TECHNOLOGY TRANSACTIONS

- Technology and e-business
- Joint ventures
- Licensing and distribution agreements
- Mergers and acquisitions
- Outsourcing
- Strategic alliances and partnerships

## TRIAL PRACTICE

- Arbitration/ADR
- Attorney General investigations and litigation
- Bankruptcy-related litigation
- Class actions
- Commercial litigation
- Multijurisdictional litigation
- Dealership, franchise, and distributorship matters
- Financial institutions
- Government investigations
- Insurance coverage claims
- Injunctions
- Oil and gas litigation
- Partnership disputes
- Professional liability
- Real estate and construction
- Regulatory controversies
- Unfair competition

## LAWYER CONTACT

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## JONES DAY GLOBAL LOCATIONS

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NEW YORK

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DUBAI

MADRID

PARIS

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FRANKFURT

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SAN DIEGO

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