

REPRESENTATIVE MATTERS

Corporate Finance

- Represented JPMorgan in connection with a \$150 million P&A facility to MGM. The deal requires a special and complicated structure to avoid the debt covenant breach under its existing corporate facility agreement. Involved in drafting and negotiating term sheet, credit agreement, security documents, intercreditor agreement, and heavy diligence in MGM's distribution agreements.
- Represented Sun Capital in connection with a \$275 million LBO financing for its acquisition of the Marsh Supermarkets. Involved in drafting and negotiation of first lien and second lien credit agreement, security documents, and deposit account control agreement.
- Represented AIG Global Asset Management Holdings Corp. in connection with a \$250 million LBO financing for its acquisition of Ampports, Inc., a marine cargo handler. Involved in drafting and negotiation of the credit agreement and security documents.

Project Finance

- Represented Mitsui in connection with a \$400 million Tuban Petrochemical (Indonesia) project finance. Advised on various UCC Article 9-related issues.

Venture Capital

- Represented a Cayman company as issuer in connection with a \$9 million Series A convertible preferred shares financing. Drafting and negotiating a share purchase agreement, an investor's rights agreement, a co-sale agreement, an asset purchase agreement, and an escrow account agreement.

Debt Market Investments

- Represented a U.S. public hedge fund in purchasing \$75 million exchangeable bonds from a Cayman Islands issuer with the major operation subsidiary in P.R.C. Advised on various issues in connection with the trust indenture, exchange agreement, lock up agreement, and opinions issued by counsels from various jurisdictions.
- Represented a U.S. public hedge fund in investing in European and U.S. debt markets. The day-to-day transactions involve drafting trading documents, diligence on underlying credit agreements and security documents, and advising clients on various issues in connection therewith.