

Thelen Reid & Priest LLP

New Business Development and Media Relations

Thelen Reid's specialties were construction law and energy infrastructure. In particular, the firm had especially deep experience with the financial, governance, and regulatory constraints affecting coal plants.

I oversaw the development and implementation of all firm marketing outreach projects, tracking progress and reporting results to the executive committee; I directed the day-to-day activities of public relations counsel and served as chief spokesperson to the media; and I served as the marketing adviser to the commercial litigation team.

I crafted the presentation (representative of the legal work done by Thelen Reid) to TXU Corporation's general counsel for the development, construction, and financing of the Oak Grove (Robertson County, Texas) lignite coal-fired power plant project. Moreover, I wrote original content and aggregated content provided by energy infrastructure and project finance partners across the firm for the winning proposal.

My most cherished achievement with Thelen Reid was as marketing adviser to the commercial litigation group, with 10 core practices, the firm's largest and most profitable practice area. I collaborated with practice leaders in developing targeted national marketing plans, ensuring that the implementations were effectively managed and appropriately funded, which resulted in two intellectual property litigation engagements and one product liability engagement.

The firm was dissolved by the partnership in 2008.

NEWS RELEASE

October 25, 2005

FOR IMMEDIATE RELEASE

New Yorkers Against Gun Violence Honors Thelen Reid & Priest LLP

NEW YORK, NY (October 25, 2005) – New Yorkers Against Gun Violence Education Fund today honored Thelen Reid & Priest for its work as co-counsel to New York City in the City's civil action against gun manufacturers and distributors for fostering the illegal firearms market.

Thelen Reid is donating legal services as part of the New York City Law Department's "Corporation Counsel Public Service Program," a unique initiative based on the public service/corporate mindset of the City of New York.

"We are proud that New Yorkers Against Gun Violence has chosen to honor the firm for our work with New York City in its efforts to stop the illegal marketing and sale of firearms," said Michael S. Elkin Vice Chairman of Thelen Reid & Priest LLP and lead trial counsel, together with Thelen Reid partner Thomas P. Lane, in this case. "Our commitment to this case is part of Thelen Reid's ongoing efforts to prevent gun violence."

Among the firm's efforts has been long-time support to the Legal Community Against Violence (LCAV), a public interest law center dedicated to preventing gun violence. Founded by lawyers, LCAV grew out of a terrible tragedy – the July 1, 1993, assault weapon rampage that began at a law firm in San Francisco, where 10 partners now at Thelen Reid formerly practiced.

The City's suit, *City of New York v. Beretta, U.S.A., Corp. et al.*, seeks to enjoin sales and distribution practices of firearms manufacturers and distributors that cause and contribute to the public nuisance of illegal guns. Relying in part on analyses of the ATF gun-tracing data, the City, with the help of Thelen Reid, plans to show that the firearms industry could adopt simple, inexpensive practices to limit the availability of their products to criminals. The City seeks the court-ordered imposition of those practices, thereby choking off the flow of illegal guns into New York City. The City is not seeking monetary damages. After extensive discovery, the case is scheduled for trial in Brooklyn Federal Court on November 28, 2005.

Working with Elkin and Lane (a former New York City prosecutor) on the trial team are a variety of other Thelen Reid attorneys, including lead associate Gabe Nugent. New York City Law Department attorneys include Gail Rubin, Chief of the Affirmative Litigation Division; Eric Proshansky, Deputy Chief of the same division; and Richard Costa, Assistant Corporation Counsel, also of the same division.

New York City is a leader in the development of law enforcement techniques to halt gun violence. The City lawsuit, intended to bolster the already successful efforts of the New York City Police Department in reducing shootings in the City, is benefiting from the added efforts of lawyers in one of New York City's leading private firms.

For further information, contact:

Peter P. Speliopoulos, Director of Marketing and Communications
Thelen Reid & Priest LLP
(415) 369-7140
pspeliopoulos@thelenreid.com

About Thelen Reid & Priest LLP

Thelen Reid & Priest LLP is a national law firm with more than 440 lawyers in New York, San Francisco, Washington, D.C., Los Angeles, Silicon Valley, and northern New Jersey. The firm provides superior legal services with a focus on complex commercial litigation; corporate and capital markets transactions; project and asset finance; construction; labor and employment; intellectual property; domestic and international tax; employee benefits; government affairs; and real estate. Thelen Reid's client service philosophy emphasizes teamwork, collaboration and communications – values that are critical to a successful client relationship. Committed to recruiting, retaining, and promoting attorneys and staff who reflect the diversity of its clients and surrounding communities, the firm is the proud recipient of the Defense Research Institute's 2004 Commitment to Diversity Award

About New Yorkers Against Gun Violence Education Fund

The mission of New Yorkers Against Gun Violence Education Fund is to reduce gun violence through advocacy and education designed to encourage action, influence public opinion and lead to policy change. With a primary focus on New York State, the organization also advocates at the local and national levels for laws, policies and practices that protect New York State residents and particularly youth from gun violence.

NEWS RELEASE

November 7, 2005

FOR IMMEDIATE RELEASE

Thelen Reid Finds Ways to Make Contributions to Hurricane Katrina/Rita Relief Efforts Enduring and Meaningful

Immediately following the devastation to America's Gulf Coast from Hurricanes Katrina and Rita, Thelen Reid made a commitment to help the victims—first, by providing a substantial donation to relief efforts and, second, by organizing a larger and enduring effort that is personal to the firm.

Since mid-September, Thelen Reid's Katrina/Rita Recovery Initiative Committee has researched, considered and analyzed ways in which the firm and its people could provide meaningful aid and assistance to those who have suffered as a result of this disaster. Based on their thoughtful consideration, the Thelen Reid Executive Committee has approved and authorized the implementation of a three-part program:

1. The provision of up to \$100,000 to fund the Gulfport, Mississippi School District Network Restoration Project;
2. The provision of up to \$150,000 to Habitat for Humanity International (HFHI), designated for HFHI's Operation Home Delivery Program, which will help fund the construction of homes to be installed in the Gulf Coast region; and
3. The establishment of a volunteer program for our attorney and staff employees to allow and encourage them to devote time and services to the Hurricane Katrina/Rita recovery efforts.

"The extent of the damage and disabling dislocation—social, political and economic—is of an order of magnitude unprecedented in recent memory," said Initiative chair and New York-based partner Thomas J. Igoe. "Homes disappeared, schools were destroyed, families were rent asunder and millions of people were relocated to other states. With virtually no advance planning, commercial activity of every sort came to a halt, and the fabric of Gulf Coast government, business and social institutions was severely damaged."

In response to this tragedy, money has graciously poured into the region through FEMA, the Red Cross, the Salvation Army and other relief agencies, with the key focus being on the provision of food, clothing, temporary shelter and medical assistance and supplies to millions of evacuees and those who remained in the stricken region. Although Thelen Reid similarly recognized the need to act, we determined to devise a program for our attorneys and staff that would be more meaningful than merely writing a check.

To this end, Thelen Reid determined that the firm's efforts should be guided by the following principles:

1. Our efforts should be focused on the *recovery* phase of assistance, rather than the *relief* phase; they should have an enduring effect upon people and institutions; and our efforts should be personal to Thelen Reid.

2. Our efforts should focus on two critical areas of need: the rebuilding and refurbishing of local schools, and the provision of suitable housing for the neediest families.
3. A significant part of our efforts should be focused on the Mississippi/Louisiana Gulf Coast region—where the needs are the greatest.
4. In addition to the provision of moneys to support rebuilding, Thelen Reid will authorize and encourage its employees to devote personal time and services to the recovery effort through a well-defined, firm-sponsored, volunteer program available to all attorney and staff employees.
5. The value of our firm's contribution to the Katrina/Rita recovery effort should be meaningful and substantial, with a stated goal of \$300,000 or more. This commitment will be implemented over a period of time, not limited to a single year.

Thelen Reid's Katrina/Rita Recovery Initiative is led by Thomas J. Igoe; partners Ann Kane Smith, Deborah J. Broyles and Thomas E. Hill; senior policy advisor Max Burns; chief administrative officer Chris Abramson; human resources manager Susan Lindstrom; New York office administrator Vikki Candiotti; and chief information officer Robert O'Rielly.

Click on the following links to learn more about the efforts of Thelen Reid's Katrina/Rita Recovery Initiative.

- [Gulfport School District Network Restoration Project](#)
- [Habitat for Humanity's "Operation Home Delivery"](#)
- [Thelen Reid & Priest Volunteer Program](#)

For more information, contact:

Peter P. Speliopoulos
Director of Marketing and Communications
Thelen Reid & Priest LLP
415.369.7140
pspeliopoulos@thelenreid.com

About Thelen Reid & Priest LLP

Thelen Reid & Priest LLP is a national law firm with more than 440 lawyers located in New York, San Francisco, Washington, D.C., Los Angeles, Silicon Valley and northern New Jersey. The firm provides superior legal services with a focus on complex commercial litigation; corporate and capital markets transactions; project and asset finance; construction; labor and employment; intellectual property; domestic and international tax; employee benefits; government affairs; and real estate. Thelen Reid's client service philosophy emphasizes teamwork, collaboration and communications—values that are critical to a successful attorney-client relationship. Committed to recruiting, retaining and promoting attorneys and staff who reflect the diversity of its clients and surrounding communities, the firm is the proud recipient of the Defense Research Institute's (DRI) 2004 Commitment to Diversity Award.

###

NEWS RELEASE

November 7, 2005

FOR IMMEDIATE RELEASE

Thelen Reid Funds Gulfport School District's Network Restoration Project, *Part I of Firm's Katrina/Rita Recovery Initiative*

As part of Thelen Reid's Katrina/Rita Recovery Initiative, the firm will be aiding Mississippi's Gulfport School District in their program plan to restore critical network infrastructure across a wide area. The firm will fund the initial phase of this project, which is planned for with implementation during the period of October 2005—June 2006, at an estimated cost of approximately \$100,000.

Background

On August 29, 2005, a 25-foot storm surge gutted the Gulfport School District's East Ward Building, taking everything in the District's Office of Support Technology with it. Hurricane Katrina, with its surge of water and 145 mph winds, destroyed most of the building and all of its contents. Lost in the storm was the equipment connecting the Gulfport School District to the State of Mississippi, including the District and state network routers, all computer system servers, more than 40 computers, seven laptops, five department vehicles, 20 printers, a digital cable analyzer and a variety of other switches and equipment. The capitalized cost of this critical technology and equipment exceeded \$350,000.

The Gulfport School District serves about 6,200 students in seven elementary schools, two middle schools, one high school and an additional school for alternative learning. Although Gulfport is relatively small compared to other U.S. cities, the School District is classified as an urban district. Many of the District's children live at or below the poverty level, with 66% eligible to receive free or reduced price lunches. More than half of the students are minorities—African-American, Hispanic and Vietnamese—and many of them reside on, or are, dependents of the many military communities in the area. In terms of academic performance, the average ACT (American College Test) Composite Score for the District is 23.1, compared to the state average of 20.0 and the national average of 21.9. No school in the District is designated as being in "School Improvement," according to the standards of the federal "No School Left Behind" program. Furthermore, according to the Mississippi Average Yearly Progress standards, two schools were designated as "Exemplary" and four were sited as "Superior."

Prior to the storm, technology had been successfully deployed across the District and was an integral part of the teaching curriculum in kindergarten through grade 12. Strong student-to-computer ratios and widespread use of computers enabled students to participate in online projects involving communications, literally, around the world, as well as conduct research and learn advanced technologies in a wide variety of areas. Katrina essentially knocked out the backbone of this system for all the schools in the District, eliminating the wide-area network that integrated the schools with one another, and the Gulfport School District with other state school districts and agencies. Telecommunications and file transfer capability have essentially been terminated, cutting off teachers, staff and students from the outside world.

Thelen Reid's Involvement

Through Thelen Reid's network of friends and contacts in the Gulf region, the firm learned that Betty Collins—a Jackson, Mississippi-based lawyer, with whom a number of its attorneys had practiced law for years—had grown up, gone to school and still had many close family and friends in Gulfport. After numerous conversations with Betty, it became clear that Gulfport had been devastated by the storm and that the beachfront school she attended as a child had been washed away.

“Betty was overwhelmed by the possibility that our firm would be willing to step up to make a difference for the folks in Gulfport,” said Thelen Reid's Katrina/Rita Recovery Initiative chair Thomas J. Igoe. “She immediately made a number of calls and arranged some important introductions for us.”

In mid-October, firm representatives spoke in length with Glen East, superintendent of the Gulfport School District, Vikki Williams, principal of the Anniston Elementary School, and Terri Burnham, the School District's director of technology. They described a school district, a recovery need and a project plan that seemed to be a perfect match for what Thelen Reid was seeking to accomplish with its Hurricane Recovery Initiative.

The Gulfport School District has developed a program plan to restore the critical wide area network infrastructure. The initial phase of the project is estimated to have a cost of about \$100,000, with implementation planned for the period of October 2005 – June 2006. Through the efforts of 500 elementary school students in Bath, Ohio, the District has been offered about \$8,000 to begin the restoration work. Other moneys ultimately may be available through FEMA or insurance, but the timing and amounts are uncertain and funding delays are inevitable. To enable the restoration project to move forward promptly, Thelen Reid will provide the District up to \$100,000 to fund the initial phase of this project.

“We strongly believe that this project meets all of our key principles and is precisely the kind of endeavor that our people should enthusiastically get behind and support,” said Mr. Igoe.

Thelen Reid also asked its chief information officer, Rob O'Reilly, to review the technology aspects of the proposal. He confirmed that, in his view, it is "entirely credible, reasonable and well-thought out."

Members of the firm's Recovery Initiative Committee have developed a very high opinion of director of technology Terri Burnham, who is an extremely knowledgeable and dedicated Gulfport professional. Ms. Burnham has stated that she and others within the School District are thrilled at the prospect of Thelen Reid's involvement in assisting in the effort to restore a key aspect of their students' educational experience.

“Thelen Reid's investment in our District and its children will inspire us with tremendous hope for the future and propel us into a 'new normal' following Hurricane Katrina,” said Ms. Burnham.

Click on the following links to learn more about the efforts of Thelen Reid's Katrina/Rita Recovery Initiative.

- Habitat For Humanity's "Operation Home Delivery"

- Thelen Reid & Priest Volunteer Program

For more information, contact:

Peter P. Speliopoulos

Director of Marketing and Communications
Thelen Reid & Priest LLP
415.369.7140
pspeliopoulos@thelenreid.com

About Thelen Reid & Priest LLP

Thelen Reid & Priest LLP is a national law firm with more than 440 lawyers located in New York, San Francisco, Washington, D.C., Los Angeles, Silicon Valley and northern New Jersey. The firm provides superior legal services with a focus on complex commercial litigation; corporate and capital markets transactions; project and asset finance; construction; labor and employment; intellectual property; domestic and international tax; employee benefits; government affairs; and real estate. Thelen Reid's client service philosophy emphasizes teamwork, collaboration and communications—values that are critical to a successful attorney-client relationship. Committed to recruiting, retaining and promoting attorneys and staff who reflect the diversity of its clients and surrounding communities, the firm is the proud recipient of the Defense Research Institute's (DRI) 2004 Commitment to Diversity Award.

###

NEWS RELEASE

November 7, 2005

FOR IMMEDIATE RELEASE

Thelen Reid to Partner with Habitat for Humanity's "Operation Home Delivery," *Part II of Firm's Katrina/Rita Recovery Initiative*

As the second part of Thelen Reid's Hurricane Katrina/Rita Recovery Initiative, the firm will partner with Habitat for Humanity (HFHI, "Habitat") and their "Operation Home Delivery" program, which will provide new housing for thousands of low-income residents left homeless by the storms. As part of the program, Thelen Reid is seeking funds to sponsor the building of two homes in the Gulf region—a project that will cost in the range of \$150,000.

Background

Striking back-to-back, Hurricanes Katrina and Rita have been nothing short of catastrophic—especially for families in low-income housing and mobile home parks. HFHI's Operation Home Delivery is an unprecedented initiative to rebuild hurricane-affected areas of the Gulf Coast. The project involves a three-pronged effort:

1. Get the hardest hit Habitat offices in the Gulf region back on their feet and prepared to build homes;
2. Serve as a catalyst for other organizations, corporations, foundations and others to come together to address low-income housing on a large scale; and
3. Implement a house-building project through selected Habitat affiliates around the country to "pre-build" houses, package the "containerized homes" in shipping containers and send them to the Gulf Coast to be assembled and installed when the necessary infrastructure is in place.

Habitat plans to build houses in partnership with families who apply for them, based on specified criteria. Habitat families must: (a) have a need for housing; (b) be willing to partner with Habitat and meet the organization's "sweat equity" requirement, in terms of hours dedicated to building their homes; and (c) be willing to pay back the no-profit, zero-interest mortgage loans provided by the local Habitat affiliates.

The timing of this program will depend upon the preparation of suitable local sites that can host the construction and installation of new homes. At this time, Habitat is in the process of conducting site assessments, and it is anticipated that the program will generate considerable momentum in 2006.

While HFHI is a non-profit, ecumenical Christian organization, it explicitly invites people of all backgrounds, races and religions to build houses together in partnership with families in need.

[Click here](http://www.habitat.org) for more information on Habitat for Humanity and "Operation Home Delivery."
<<http://www.habitat.org>>

Thelen Reid's Involvement

As the second part of its recovery initiative, Thelen Reid is seeking funds to sponsor the building of two Gulf region homes, estimated at a cost of \$75,000 each. Donations will be made to HFHI, a 501(c)(3), non-profit entity, designated for Operation Home Delivery and directed to two local Habitat affiliates participating in this program. The firm intends is to select one affiliate on the East Coast and one on the West Coast, in order to maximize regional volunteer opportunities for its attorneys and staff.

"Providing volunteer opportunities for our people is an important element of Thelen Reid's Hurricane Recovery Initiative," said New York-based partner and program chair Thomas J. Igoe.

It is estimated that the building of each "containerized home" will provide a volunteer opportunity for approximately 20 Thelen Reid people in each Habitat affiliate location.

Click on the following links to learn more about the efforts of Thelen Reid's Katrina/Rita Recovery Initiative.

- [Thelen Reid & Priest Volunteer Program](#)
- [Gulfport School District Network Restoration Project](#)

For more information, contact:

Peter P. Speliopoulos
Director of Marketing and Communications
Thelen Reid & Priest LLP
415.369.7140
pspeliopoulos@thelenreid.com

About Thelen Reid & Priest LLP

Thelen Reid & Priest LLP is a national law firm with more than 440 lawyers located in New York, San Francisco, Washington, D.C., Los Angeles, Silicon Valley and northern New Jersey. The firm provides superior legal services with a focus on complex commercial litigation; corporate and capital markets transactions; project and asset finance; construction; labor and employment; intellectual property; domestic and international tax; employee benefits; government affairs; and real estate. Thelen Reid's client service philosophy emphasizes teamwork, collaboration and communications—values that are critical to a successful attorney-client relationship. Committed to recruiting, retaining and promoting attorneys and staff who reflect the diversity of its clients and surrounding communities, the firm is the proud recipient of the Defense Research Institute's (DRI) 2004 Commitment to Diversity Award.

###

NEWS RELEASE

November 7, 2005

FOR IMMEDIATE RELEASE

Thelen Reid Establishes Katrina/Rita Relief Volunteer Program

In furtherance of Thelen Reid's commitment to its Hurricane Katrina/Rita Recovery Initiative, the firm is sponsoring a volunteer program for its attorneys and staff employees, who would like to devote time and services to relief efforts in the Gulf Coast region. This program will complement the specific contributions and commitments the firm has made—such as to the Gulfport School District's Restoration Project and Habitat for Humanity's Operation Home Delivery—and allow Thelen Reid's people to provide ongoing support in ways that reflect their own preferences and sensitivities.

Thelen Reid is offering up to five days of paid time off to employees who volunteer for the recovery effort. This time off would be in addition to any benefits provided by our other time off policies. All non-profit charitable organizations recognized as 501(c)(3) entities are deemed eligible for service opportunities, provided that volunteer efforts are related to hurricane recovery and occur between December 1, 2005 and June 1, 2006.

"Thelen Reid has sought a considered approach to Hurricane Katrina/Rita recovery efforts," said New York-based partner and initiative chair Thomas J. Igoe. "Our volunteer program reflects the desire of our people to participate in the most enduring and meaningful ways.

"Overall, our Recovery Initiative plan allows our very fine people to contribute monetarily as well as with their hearts, minds and skills in ways that reflect our Core Values and the things that are the best in Thelen Reid," added Mr. Igoe.

Click on the following links to learn more about the efforts of Thelen Reid's Katrina/Rita Recovery Initiative.

- [Part I: Gulfport School District Network Restoration Project](#)
- [Part II: Habitat For Humanity's "Operation Home Delivery"](#)

For more information, contact:

Peter P. Speliopoulos

Director of Marketing and Communications

Thelen Reid & Priest LLP

415.369.7140

pspeliopoulos@thelenreid.com

About Thelen Reid & Priest LLP

Thelen Reid & Priest LLP is a national law firm with more than 440 lawyers located in New York, San Francisco, Washington, D.C., Los Angeles, Silicon Valley and northern New Jersey. The firm provides superior legal services with a focus on complex commercial litigation; corporate

and capital markets transactions; project and asset finance; construction; labor and employment; intellectual property; domestic and international tax; employee benefits; government affairs; and real estate. Thelen Reid's client service philosophy emphasizes teamwork, collaboration and communications—values that are critical to a successful attorney-client relationship. Committed to recruiting, retaining and promoting attorneys and staff who reflect the diversity of its clients and surrounding communities, the firm is the proud recipient of the Defense Research Institute's (DRI) 2004 Commitment to Diversity Award.

#

FOR IMMEDIATE RELEASE

Contact: Peter P. Speliopoulos
Director of Marketing and Communications
Thelen Reid & Priest LLP
(415) 369-7140

NEWS RELEASE
November 16, 2005

**Thelen Reid & Priest LLP Adds SEC Defense and Compliance Partner
in Washington, D.C. Office**

*Mark Braswell Brings Securities Law Regulation, Compliance and Litigation Expertise
to the Firm*

WASHINGTON, D.C. – Thelen Reid & Priest LLP announced today that Mark K. Braswell has joined the Washington, D.C. office as a partner in the Commercial Litigation Department. Mr. Braswell is an expert in securities law regulation, compliance and enforcement and brings both major law firm and U.S. Securities and Exchange Commission (SEC) experience to Thelen Reid.

Mr. Braswell comes to Thelen Reid from Venable LLP's Washington, DC, office. While at Venable, he advised public companies, securities industry professionals and other clients on matters of securities law regulation and compliance, including Sarbanes-Oxley compliance. Mr. Braswell has represented corporate and individual clients in private securities litigation and before the SEC, self-regulatory organizations such as the NASD and NYSE, and other federal and state governmental agencies.

Prior to joining Venable, Mr. Braswell spent almost nine years at the SEC's Division of Enforcement in Washington, D.C. As a Branch Chief and member of the Division's senior staff under three successive chairmen (former chairmen Levitt, Pitt and Donaldson), Mr. Braswell managed and coordinated numerous joint SEC investigations with the NYSE, NASD, foreign regulators and various state and federal civil and criminal authorities, including the IRS, FBI and Department of Justice.

“The addition of Mark to our Commercial Litigation Department further strengthens the firm's SEC and securities law expertise,” said Michael S. Elkin, vice chair of the firm and national chair of the Commercial Litigation Department. “Mark's expertise will help our clients meet Sarbanes-Oxley compliance requirements and handle any potential securities enforcement issues that may arise.”

Additionally, Mr. Braswell has considerable hands-on experience investigating a wide range of securities law issues, including corporate financial fraud, insider trading, broker dealer misconduct, market manipulation and trading practices in the hedge fund industry.

- more -

“We are excited to welcome Mark into the partnership of our D.C. office,” said Andrew D. Ness, managing partner of Thelen Reid’s Washington, D.C., office. “This office has seen significant growth in the area of securities litigation and the addition of Mark will help us meet this expanded client demand.”

Since leaving the SEC in 2003, Mr. Braswell has represented a number of securities industry professionals and senior corporate executives in both internal and governmental investigations. In addition, he has designed compliance programs for investment advisory firms and audited those programs for their effectiveness. Mr. Braswell has also served as a registered lobbyist and advised industry trade groups.

“I am excited to be joining Thelen Reid & Priest,” said Braswell. “The firm has a clear commitment to client service, a national platform and an integrated, multidisciplinary approach to problem solving that is particularly suitable to the practice of securities law.”

Mr. Braswell started his legal career as an associate at Kirkpatrick & Lockhart, where his practice focused on complex commercial litigation.

Mr. Braswell received his J.D. from University of Tennessee College of Law in 1990. He received a B.A. from University of Tennessee in 1986.

Thelen Reid’s Litigation department has a national reputation for excellence in complex litigation. They are recognized by industry leaders for their role in landmark cases involving such diverse fields as construction disputes, corporate control contests, insurance regulation, and entertainment industry matters.

#

A photograph of Mr. Braswell is available upon request.

About Thelen Reid & Priest LLP

Thelen Reid & Priest LLP is a national law firm with more than 440 lawyers in New York, San Francisco, Washington, D.C., Los Angeles, Silicon Valley, and northern New Jersey. The firm provides superior legal services with a focus on complex commercial litigation; corporate and capital markets transactions; project and asset finance; construction; labor and employment; intellectual property; domestic and international tax; employee benefits; government affairs; and real estate. Thelen Reid’s client service philosophy emphasizes teamwork, collaboration and communications – values that are critical to a successful client relationship. Committed to recruiting, retaining, and promoting attorneys and staff who reflect the diversity of its clients and surrounding communities, the firm is the proud recipient of the Defense Research Institute’s 2004 Commitment to Diversity Award.



Thelen Reid & Priest LLP

Energy Project Practice

A Presentation to TXU Corporation

Mark Weitzel
Tom Glascock

August 2005

Thelen Reid & Priest LLP
Attorneys At Law



Energy Project Practice

- Firm Overview
- Energy Practice Overview
- Key Energy Project Trends and Experience

1

Thelen Reid & Priest LLP
Attorneys At Law



Thelen Reid — Overview

- National law firm with 400+ lawyers
- Offices in New York, Washington, D.C., San Francisco, Los Angeles, Silicon Valley, and New Jersey
- Emphasis on cross-disciplinary teamwork and client-centered collaboration
- Strong national practices in:
 - Energy Projects and Corporate Finance
 - Regulatory Services
 - Construction
 - Tax
 - Commercial Litigation
 - Intellectual Property
 - Labor and Employment



Energy Practice Overview

- Leading reputation in the energy, utility, and infrastructure industries for over 70 years
- More than 100 lawyers in Thelen Reid's energy practice
 - Utility finance
 - Regulatory
 - Non-utility power companies, investors, and lenders
 - Related disciplines—tax, environmental, etc.
- Key energy project trends and experience in:
 - Project M&A
 - Project financing
 - Project development
 - Liquidity transactions
 - Energy sales and marketing
 - Energy regulatory

Project M&A



- We are very active in representing both strategic and financial buyers and sellers of generating and related assets and have developed a deep understanding of the market for such transactions.
- We see increasing activity this year, both in auction sales and in privately-negotiated transactions.
- Our team includes not only corporate and transactional lawyers who are expert in the power business, but also a group of specialists who work closely with them on a repeat basis—from tax, environmental, and energy regulatory, to ERISA and real estate.

Project M&A — Recent Engagements

- A leading private equity fund in the purchase of an interest in a gas-fired project located in Massachusetts
- A major commercial and industrial company in the purchase of a majority interest in a coal-fired electrical generating facility in California
- A leading independent power producer (IPP) in the sale of a gas-fired generating project in California to a Canadian investment fund, including the restructuring of the debt for the project and the associated lease of the project to the IPP
- A large wind energy company in the acquisition of rights to a Southern California wind facility under development
- A leading private equity fund in the sale of its interest in a gas-fired power project in Virginia, including negotiation of joint seller arrangements
- The power project development subsidiary of a major Midwest utility in the purchase of an interest in a gas-fired cogeneration project in Georgia
- An IPP subsidiary of an electric utility in the purchase of a gas fired plant in Colorado and a wind facility in California

Project Financing



- We have represented borrowers, sponsors, lenders, and equity participants in over \$5 billion in financings during the past two years.
- Our dedicated team of more than 35 attorneys on both coasts specialize in project financings and can manage financings from inception to completion.
- We have recently been involved in some of the most innovative financings and structures in the competitive power market.

Project Financing — Recent Engagements

- A leading private equity fund and the project company in the \$295 million refinancing of a cogeneration project utilizing investment-grade Rule 144A debt
- A major IPP in a single-asset-merchant power project financing, refinancing, and preferred share issuance for a 600 MW gas-fired generating facility located in California
- A leading private equity fund as an equity investor, including project review and due diligence on behalf of all investors, in the \$980 million construction financing of the first major power project to be built in New York City in decades
- A large IPP in a \$2.6 billion bond and loan refinancing for a portfolio of 14 plants
- A \$400 million structured sale-leaseback of a newly-constructed Midwest power project
- A major IPP in the \$120 million nonrecourse construction financing of a generating facility in the New York metropolitan area

Project Development



- Energy project development is an historic Thelen Reid core capability, building on our broad strength in energy, construction, commercial arrangements, environmental, and real estate.
- We are currently involved in new gas-fired projects and wind energy projects, as well as LNG and pipeline projects, despite a general slowdown in overall development activity.
- We provide a full range of project development services, including joint development and ownership agreements, permitting issues, feedstock and offtake agreements, and financing arrangements. We have extensive experience in power project construction and operation, including the negotiation of equipment purchase, EPC and O&M agreements, as well as arbitration and the litigation of construction disputes.
- We have extensive experience representing developers of projects utilizing wind and other renewable energy resources. As a result, we are particularly sensitive to the unique requirements of renewable energy projects, such as maintaining eligibility for the federal production tax credit.

Project Development — Recent Engagements

- A leading IPP in an arrangement with a major industrial company for the development and ownership of a 500 MW plant in California using leading-edge 7H gas turbine technology
- The world's largest wind turbine manufacturer in connection with numerous contracts for the sale and installation of wind turbines in the United States and Canada, including a 150 MW project in Saskatchewan, a 150 MW project in Washington State and a 120 MW project in Texas
- A major gas pipeline company in development and construction matters for a natural gas pipeline running from the California border into the Los Angeles Basin
- A large Midwest integrated utility in connection with the development of a 110 MW coal-fired power plant under construction in Montana
- A New York-based utility subsidiary in negotiation and implementation of numerous distributed generation projects in the Northeast
- A global construction company in the negotiation of engineering, procurement, and construction contracts for a new LNG facility on the Gulf Coast
- A major wind project developer in the negotiation of a series of power purchase agreements and related equipment purchase, as well as construction contracts for wind projects to be located in Wisconsin, Colorado, and Montana

Liquidity Transactions



- Energy industry participants have increasingly looked to monetize the economic value of their assets while retaining operating control.
- Monetization of projects and power purchase agreements occurs through securitization of power agreements, sales of passive or preferred equity in projects, and borrowing against existing assets.
- Transactions require a multidisciplinary team—including specialists in finance, M&A, tax, bankruptcy, and secured transactions.

Liquidity Transactions — Recent Engagements

- A major IPP in the \$800 million monetization of a favorable power contract with the California Department of Water and Power, including preparation of necessary nonconsolidation and related opinions
- A large IPP in the \$83 million monetization of a power purchase agreement with the Bonneville Power Administration
- A large IPP in the monetization of its membership interest in a bankruptcy-remote subsidiary through a debt financing
- Two electric utilities in the Northeast in the securitization of \$325 million and \$46 million, respectively, of transition charges
- A major IPP in the sale of \$240 million of preferred equity interests in three energy projects
- Major equity funds and power companies in multiple financings and refinancings of existing single-asset power projects and portfolios of generating assets

Energy Sales & Marketing

- Our attorneys draft and negotiate a broad range of energy sales and marketing agreements, including power purchase, tolling, energy marketing, fuel, and hedging agreements.
- These arrangements are often closely linked to financing transactions and/or support operating risk mitigation strategies.
- The transaction agreements include EEI, ISDA, NAESB, WSPP, and Master Netting Agreements, as well as more traditional forms.

Energy Sales & Marketing — Recent Engagements

- The power project development subsidiary of a Midwest utility in drafting and negotiating a power purchase agreement with a Canadian company for the sale of the output of a new 110 MW coal-fired power plant in Montana
- A leading independent power company in the preparation of a series of tolling agreements for 1,700 MW of capacity from three combined cycle plants
- A major wind energy developer in negotiating a series of power purchase agreements for multiple wind farms in Colorado and Wisconsin
- A major power producer in the negotiation of multiple gas supply agreements for gas-fired power plants in various states
- A large industrial company in the drafting and negotiation of a synfuels purchase agreement for gas supplied from a new coal-gasification facility
- A merchant power plant owner in the negotiation and regulatory approval process for a reliability-must-run (RMR) agreement
- A power marketer and several power plant owners in the drafting and negotiation of power marketing and fuel management agreements

Energy Regulatory and FERC



- The additions of a former FERC commissioner and FERC head of enforcement have further enhanced our ability to monitor and advise clients regarding changes in the regulatory environment.
- We represent exempt wholesale generator and qualifying facility clients in all aspects of FERC regulatory planning and compliance.
- The new energy bill will significantly change the regulatory and commercial environment for energy projects and their ownership. We have been in the forefront of helping industry participants plan for such changes.



Our Offices

New York

875 Third Avenue
New York, NY 10022-6225
Tel. 212.603.2000
Fax 212.603.2001

San Francisco

101 Second Street, Suite 1800
San Francisco, CA 94105-3606
Tel. 415.371.1200
Fax 415.371.1211

Washington, DC

701 Eighth Street, NW
Washington, D.C. 20001
Tel. 202.508.4000
Fax 202.508.4321

Los Angeles

333 South Hope Street, Suite 2900
Los Angeles, CA 90071-3048
Tel. 213.576.8000
Fax 213.576.8080

Silicon Valley

225 West Santa Clara Street, Suite 1200
San Jose, CA 95113-1723
Tel. 408.292.5800
Fax 408.287.8040

Northern New Jersey

200 Campus Drive, Suite 210
Florham Park, NJ 07932
Tel. 973.660.4400
Fax 973.660.4401