

SIMPSON
THACHER

LOS ANGELES OFFICE



SIMPSON THACHER & BARTLETT LLP



1	THE LOS ANGELES OFFICE
3	CORPORATE
3	CAPITAL MARKETS
4	MERGERS & ACQUISITIONS
7	BANKING & CREDIT
8	PRIVATE FUND FORMATION
10	LITIGATION
12	COMMUNITY INVOLVEMENT
12	TRAINING
12	SUMMER ASSOCIATES
13	LOS ANGELES PARTNERS

Established and Growing Presence

SIMPSON THACHER attorneys practicing in the Firm's Los Angeles office have the best of both worlds in the private practice of law.

On the one hand, we have the unparalleled client base and resources of an 800-lawyer law firm. On the other, Simpson Thacher's Los Angeles office of approximately 30 lawyers has an intimate environment uniquely suited to professional development and growth. Because we are a "boutique-sized" office, hands-on experience and mentoring are the rule (not the exception). Even the most junior lawyers routinely work side-by-side with senior practitioners who are experts in their respective fields.

The Southern California location completes the package. The weather is nearly perfect, and Los Angeles has an abundance of recreational activities and cultural attractions.

PAST, PRESENT AND FUTURE

The Los Angeles office opened its doors in 1996 with three attorneys. Today, we have five partners, one counsel, and more than 20 associates. We are located in the heart of Century City, servicing clients on a local, national and global scale.

*#1 Corporate/M&A:
Private Equity — California*

*#2 Capital Markets:
Debt/Equity — California*

CHAMBERS USA 2008: THE WORLD'S LEADING LAWYERS FOR BUSINESS



CORPORATE The corporate lawyers in the Los Angeles office practice in four areas – mergers and acquisitions, public and private securities offerings, banking and credit, and private fund formation – with many individual lawyers practicing in more than one of these areas.

Our engagements in each of these fields is an extension of Simpson Thacher’s cutting-edge global practice and attorneys in the Los Angeles office regularly work with institutional Simpson Thacher clients such as The Blackstone Group, Kohlberg Kravis Roberts & Co., JPMorgan, Lehman Brothers and Hellman & Friedman. In addition, the attorneys in the Los Angeles office routinely work with LA- based clients such as Oaktree Capital Management, Platinum Equity, S.A.C. Private Capital Group and KSL Capital Partners.

CAPITAL MARKETS The Capital Markets and Securities Group in Los Angeles advises both issuers and underwriters in securities offerings and other capital-raising transactions. Simpson Thacher was ranked #2 for Capital Markets (Debt & Equity) in California in 2007 and 2008 by *Chambers and Partners*.

The Firm routinely ranks among the top advisors on US IPOs, Global IPOs by US Issuers, US Common Stock Issuances and Global Equity Issuances by US Issuers.

The attorneys in Simpson Thacher’s Los Angeles office have an extensive practice in advising private companies in the intricacies of going public and high-yield financings, which is attributable to the Firm’s strength in representing private equity firms and their portfolio companies. We also have long enjoyed strong relationships with leading underwriters of equity and high-yield securities.

Recent transactions have included the representation of:

- **Oaktree Capital Group** in its \$1 billion initial offering of Class A common units on the **Goldman Sachs TrUE** market.
- The underwriters in the IPO and other equity offerings of **DreamWorks Animation SKG**.
- **Kohlberg Kravis Roberts & Co.** in its high-yield debt financing for its \$29 billion acquisition of **First Data Corp.**
- **Goldman Sachs Capital Partners** in acquisition high-yield debt financing for **USI Holdings Corporation**.
- **Kohlberg Kravis Roberts & Co.** in its acquisition of high-yield debt financing for **Avago Technologies Finance Pte. Ltd.**
- Initial purchasers in a high-yield debt offering for **Quicksilver, Inc.**
- The underwriters in an offering of convertible preferred stock for **East West Bancorp.**

“LA-based M&A lawyer Dan Clivner counts strategic acquirers as clients, though his focus is heavily weighted toward private equity matters. Asian transactions form a significant portion of his practice.”

CHAMBERS USA 2008: THE WORLD'S LEADING LAWYERS FOR BUSINESS

MERGERS & ACQUISITIONS

Simpson Thacher is one of the world's preeminent law firms in the M&A field. The Firm was named “Global M&A Law Firm of the Year” in 2006 by *Law Business Research* and was ranked #1 for Private Equity M&A in California by *Chambers & Partners* in 2007 and 2008.

The Los Angeles office is an integral part of the Firm's M&A practice. Our M&A attorneys are regularly retained in leveraged buyouts, mergers, stock and asset purchases, spinoffs, joint ventures and other matters.

Recent M&A representations include:

- Blackstone Capital Partners' \$1.6 billion acquisition of **Performance Food Group Corporation**.
- S.A.C. Private Capital Group's \$1.3 billion acquisition of **Cosmos Bank, Taiwan**.
- Blackstone Capital Partners' \$2.2 billion acquisition of **Pinnacle Foods**.
- S.A.C. Private Capital Group/CBaySystems Holding's acquisition of 69.5% of **MedQuist Inc.**
- Hellman & Friedman's \$2.6 billion acquisition of **Goodman Global, Inc.**
- CBS Corporation's sale of **Paramount Parks, Inc.** to **Cedar Fair, LP** for \$1.24 billion.
- Ripplewood Holdings' acquisition of **Japan Telecom K.K.** for \$2.7 billion and its sale to **Softbank** for \$3.6 billion.
- Toys “R” Us in its sale to an investment group consisting of affiliates of **Kohlberg Kravis Roberts & Co, Bain Capital Partners** and **Vornado Realty Trust** for \$6.6 billion.

#1 Mergers and Acquisitions

IFLR 1000 USA, WORLD'S LEADING FINANCIAL LAW FIRMS, 2008

Private Equity Team of the Year

IFLR AMERICAS AWARDS, 2008



#1 Private Equity Deals

BLOOMBERG, 2006, 2007 AND 2008

China Deal of the Year and M&A Deal of the Year

ASIAN LEGAL BUSINESS CHINA LAW AWARDS, 2008

#1 Overall Law Firm
#1 Borrower Law Firm
#1 Lender Law Firm

LOAN PRICING CORPORATION, 2007



BANKING & CREDIT

Simpson Thacher's banking practice is among the best national practices, as recently evidenced by its #1 Overall Law Firm ranking by Loan Pricing Corporation. In 2007, the Firm advised our clients on over 140 banking transactions with an aggregate value of \$240 billion.

The attorneys in Simpson Thacher's Los Angeles office play an important role in advising lenders and borrowers in connection with a wide variety of sophisticated credit transactions.

Recent banking transactions have included representation of:

- JPMorgan Chase Bank, N.A. and J.P. Morgan Securities Inc. in connection with the financing of the acquisition of the wholesale distribution division of **The Home Depot Inc.**
- **Kohlberg Kravis Roberts & Co.** and **TPG Capital** in connection with the financing for its acquisition of **TXU Corp.**, in the largest leveraged buyout transaction ever completed.
- **Blackstone Capital Partners** in connection with the financing for its acquisitions of **Wellspring Distribution Corp.** and **Performance Food Group Company.**
- **Kohlberg Kravis Roberts & Co.** in connection with its bank financing for its \$29 billion acquisition of **First Data Corporation.**

*“The strength of Simpson Thacher’s practice
is not limited to New York.”*

WHO’S WHO LEGAL: PRIVATE FUNDS 2008

PRIVATE FUND FORMATION

Simpson Thacher is a nationwide market leader in organizing private investment funds and has been named the “Global Private Funds Law Firm of the Year” for four consecutive years by *Law Business Research*.

The Firm’s experience in this area covers US as well as non-US funds, and funds with various investment criteria, including leveraged buyout, real estate, venture capital, bank loan and distressed debt funds, as well as fund of funds. The Firm has also been actively involved in establishing a broad variety of hedge funds.

The Los Angeles office extends the Firm’s reach in this area by assisting some of the most well-known private fund sponsors on the West Coast with their fund formation and related matters, including *Oaktree Capital Management*, *Hellman & Friedman*, *Platinum Equity* and *KSL Capital Partners*.

TOP TIER FIRM RANKINGS, CHAMBERS USA 2008

Litigation: General Commercial & Securities

Insurance: Dispute Resolution

Antitrust

Banking & Finance

Corporate / M&A

Capital Markets: Debt & Equity

Private Equity: Buyouts & Funds



**TOP TIER
RANKINGS**

TOP TIER FIRM RANKINGS, CHAMBERS GLOBAL 2008

Banking and Finance

Capital Markets: Debt

Capital Markets: Equity

Capital Markets: High-Yield Products

Investment Funds: Private Equity: Buyouts

Investment Funds: Private Equity: Fund Formation

Capital Markets: International Counsel (Brazil)

Executive Compensation

LITIGATION The Los Angeles litigation group litigates in all areas of Simpson Thacher’s global complex commercial litigation practice, including antitrust, banking, energy, insurance, intellectual property, products liability, securities and shareholder derivative litigation.

In addition, our litigation team often advises transactional deal teams on many of the corporate department’s high-stakes transactions.

Our philosophy – to approach each litigation assuming that it will go to trial – is the key to the success we have achieved for our clients. Our trial-centric approach to every case yields results, even when the success occurs through an early dismissal or favorable settlement. All of our litigation lawyers are top-notch generalists who bring a multi-disciplinary background to each engagement. We believe this gives us the dexterity to litigate any case in any jurisdiction successfully.

Recent matters have included representation of:

- **The Blackstone Group** in suits seeking to enjoin its proposed acquisition of **Hilton Hotels Corp.**
- The largest thrift institution in the nation against multi-district securities and **ERISA** class actions arising out of the subprime credit crisis.
- A major investment bank in securities actions arising out of the collapse of **Enron**.
- A satellite radio provider in litigation in federal court in California alleging **RICO** and antitrust violations.
- Insurers and reinsurers in federal litigation and international arbitration arising from the **9/11 terrorist attack** on the **World Trade Center**.
- An insurer against a gold mining company related to environmental pollution in Peru.
- One of the founders of the **Hard Rock Café** in an intellectual property dispute arising from the sale of the **Hard Rock Hotel & Casino in Las Vegas**.
- Insurers in a dispute with **Sunoco** concerning pollution liabilities.
- A leading electronic-trading solutions company in a federal shareholder derivative action arising out of alleged “backdating” of stock options.
- An insurance company in False Claims Act litigation related to **Hurricane Katrina**.
- Insurance companies in California state court litigation and related bankruptcy proceedings concerning a bid for coverage by a defunct asbestos company.

*Open any newspaper in any city on any day
and you likely will read about litigation in which
Simpson Thacher played a leading role.*



COMMUNITY INVOLVEMENT

Commitment to public service is a defining characteristic of Simpson Thacher, and we are proud to continue the Firm's strong tradition of community involvement and *pro bono* support for people and entities in need.

Partners and associates at all levels are actively involved in *pro bono* matters. These cases have also enabled our most junior associates to hone their skills in and out of the courtroom.

The Los Angeles office has been engaged in numerous pro bono matters, including:

- Representation of *pro bono* clients in two wrongful foreclosure cases that were successfully litigated and eventually settled. For its efforts in one case, the Los Angeles office was awarded Public Counsel's prestigious "Consumer Law Firm of the Year" award.
- Representation of Los Angeles County's founding HIV/AIDS non-profit organization in an arbitration to recover nearly \$300,000 in un-repaid operating advances.

We bring to our *pro bono* matters the same values we strive to provide all our clients: dedication, efficiency, good judgment, creativity and integrity.

Our attorneys are also involved in leadership roles with Los Angeles non-profits, including serving on the Executive Committee of Public Counsel, the nation's largest *pro bono* law firm, and the Board of Directors of AIDS Project Los Angeles (APLA). We are also active with Bet Tzedek. And as public service is encouraged among all of our employees, in the spring many of us participate in Public Counsel's Run for Justice.

TRAINING

We seek to recruit the best and brightest candidates from the nation's top schools. Once hired, we invest significant time and resources in training our new lawyers and developing their skill sets.

In Los Angeles, the combination of our broad and deep practice with our focused office size provides ample opportunities for informal, hands-on training and mentoring. In addition, the Los Angeles office participates in all Firm-wide training classes and internal seminars, including a bi-annual seminar on California trial practice in conjunction with the Firm's Palo Alto office. Litigators have the opportunity to attend the National Institute for Trial Advocacy's regional and national trial skills programs. The Firm is a qualified CLE provider and regularly provides courses to develop skills and to explore substantive areas of the law.

SUMMER ASSOCIATES

Each year we identify a number of highly qualified law students to work with us during the summer.

Summer associates have the opportunity to do "real work" on active matters as well as to experience Los Angeles and Southern California's lifestyle both on their own and in organized social activities.

Our summer associates participate actively in local *pro bono* matters and have the opportunity to apply for the Firm's Public Interest Fellowship. Public Interest Fellows spend eight weeks at Simpson Thacher and the next four to six at a public service project of their choosing, during which they continue to receive their full salary.



Los Angeles
1999 Avenue of the Stars
29th Floor
Los Angeles, CA 90067
Tel: 310-407-7500
Fax: 310-407-7502

LOS ANGELES PARTNERS

Daniel Clivner

Corporate
dclivner@stblaw.com

Michael D. Kibler

Litigation
mkibler@stblaw.com

Chet A. Kronenberg

Litigation and Hiring Partner
ckronenberg@stblaw.com

Seth A. Ribner

Litigation
sribner@stblaw.com

Thomas A. Wuchenich

Corporate
twuchenich@stblaw.com

LOS ANGELES
NEW YORK
HOUSTON
PALO ALTO
WASHINGTON, D.C.
BEIJING
HONG KONG
LONDON
SÃO PAULO
SEOUL
TOKYO