<u>TODD H. BAKER</u>
<u>MERGERS & ACQUISITIONS EXPERIENCE</u>

<u>As principal</u>:

Negotiated acquisition by *MUFG Union Bank NA* of *PB Capital* from *Deutsche Bank*.

Negotiated acquisition by *Union Bank NA* of *First Bank Association Bank Services* deposit services business from *First Banks*.

Negotiated sale by *Union Bank NA* of *High Mark* equity mutual funds to *Nationwide Funds Group*

Negotiated sale by *Union Bank NA* of *High Mark* money market funds to *Reich & Tang*

Negotiated acquisition of *Smartstreet* deposit services business from *PNC Bank, NA*.

Negotiated acquisition by *Union Bank NA* of *Pacific Capital Bancorp*, a $5.9 billion regional bank operating in Central California and controlled by *Ford Financial Group*, for $1.5 billion in cash.

Negotiated sale of institutional retirement trust and custody business of *Union Bank NA* to *US Bancorp*.

Negotiated acquisition by *TD Bank Financial Group* of *The South Financial Group*, a $12.4 billion regional bank operating in Florida and the Carolinas, in "take-under" merger priced at ~60% discount to trading value and including agreement with U.S. Treasury to purchase TARP preferred stock and associated warrants at ~65% discount from face value plus accrued dividends.

Led FDIC- assisted acquisitions by *TD Bank NA* of *Riverside National Bank, AmericanFirst Bank and First Federal Bank of North Florida.*

Led several attempts to structure and negotiate merger/sale of *Washington Mutual Inc.* with/to other financial services companies

Negotiated $740 million sale of *Washington Mutual Advisors, Inc.* (a retail mutual fund complex) to *The Principal Financial Group.*

Negotiated $1 billion acquisition of *Commercial Capital Bancorp, Inc.*, by *Washington Mutual Inc.*

Negotiated $6.5 billion acquisition of *Providian Corporation* by *Washington Mutual, Inc.*

Negotiated $1.25 billion sale of *Washington Mutual Finance* to *Citigroup*.

Negotiated $105 million sale of *First Community Industrial Bank* to *First State Bank of New Mexico*.

Negotiated $900 million sale of *Dime Auto Finance business* to *undisclosed buyer*.

Negotiated $2 billion acquisition of *Homeside Lending* from *National Australia Bank*.

<u>As attorney</u>:

Structured and negotiated $185 million acquisition of *Alliant Partners* by *Silicon Valley Bancshares*.

Structured and negotiated acquisition of *Skills Village, Inc*. by *Peoplesoft, Inc.*

Structured and negotiated $6.7 billion merger of *GlobalCenter Inc.* with *Exodus Communications*.

Structured and negotiated $9.9 billion public stock acquisition by *Washington Mutual Inc.* of *H.F. Ahmanson & Company.*

Structured and negotiated $150 million sale by *Tuttle & Co.* of *Tuttle Decision Systems, Inc.* to and *Home Investors Technology Inc.,* a subsidiary of *Microsoft Corporation.*

Represented *Del Monte Corporation* in $40 million acquisition of *S&W Brands* from *Tri-Valley Growers.*

Represented Special Committee of Board of Directors of *Westaff Corporation* in $150 million LBO backed by *Cornerstone Ventures* and *Centre Partners*.

Structured and negotiated $850 million sale by *BankAmerica Corporation* of *BankAmerica Housing Services* to *Greenpoint Financial.*

Co-structured and negotiated $3.9 billion sale by *Transamerica Corporation* of *Transamerica Financial Services* to *Household International, Inc.*

Structured and negotiated $40 million sale by *Hewlett-Packard Company* of video server business to *Pinnacle Systems, Inc.*

Represented principal outside shareholder in $500 million cash and stock acquisition of *The docSpace Company* by *Critical Path, Inc.*

Structured and negotiated cash acquisition by *Washington Mutual Bank* of *Industrial Bank.*

Structured and negotiated $1.6 billion sale by *BankAmerica Corporation* of *Security Pacific Finance System Incorporated* to *Travelers Group, Inc.*

Structured and negotiated sale of *RedFed Bancorp, Inc.* in $158 million public stock merger with *Golden State Bancorp Inc.*

Co-structured and negotiated $1.7 billion public stock acquisition by *Washington Mutual Inc.* of *Keystone Holdings* and affiliates, including *American Savings, F.A.,* from investor group led by Robert M. Bass.

Negotiated $50 million acquisition of minority interests in *First Franklin Financial Companies, Inc.* by *BankAmerica Corporation.*

Structured and negotiated sale by *Montgomery Securities* of *Montgomery Asset Management* to *Commerzbank, A.G.*

Structured and negotiated exchange of minority interests and restructuring of ongoing business relationship between *Nomura Securities* and *Babcock & Brown International*.

Structured and negotiated sale of *Bank of America Hawaii Division* to *Hawaiian Electric, Inc*.

Structured and negotiated $118 million public stock acquisition by *BankAmerica Corporation* of *Arbor National Holdings, Inc.*

Co-structured and negotiated $663 million cash acquisition by *Washington Mutual Bank* of *Pacific First Bank* and affiliates, using innovative "clean bank" structure where seller (*Royal Trustco*) bought out $750 million of troubled assets identified by buyer.

Structured and negotiated stock and cash acquisition by *BankAmerica Corporation* and its Texas affiliate of *First Gibraltar Bank* from *MacAndrews & Forbes Holdings, Inc.* Deal included $7 billion in selected assets and all retail deposits, in largest private bank" purchase and assumption" transaction in history.

Represented *Banc of America Securities* and predecessor (*Montgomery Securities*) as financial advisor to parties in numerous mergers and acquisitions, including *Bergen Brunswig/Pharmerica; Calgene/Monsanto; First Chicago Corporation/NBD Bancorp; Value Health, Inc./Diagnostek, Inc.; Charter One Financial, Inc./First Fed Michigan Corporation; Megatest Corp./Teradyne, Inc.; Union Planters/MagnaBank; MedPartners/Mulliken Medical Enterprises; Vallicorp Holdings/Westamerica; Fleet Financial/Fleet Mortgage; Health Care Realty Trust/Capstone; Omnicare/Extendicare; Peninsula Bank/Western Bancorp; and Endovascular Technologies, Inc./Guidant Corp.*

Structured and negotiated cash acquisition by *BankAmerica Corporation of Honolulu Mortgage Company* from *HomeSide Lending, Inc.*

Structured and negotiated cash acquisition by *BankAmerica Corporation* of *United Mortgage Holdings, Inc.* from an investor group.

Structured and negotiated cash acquisition by *BankAmerica Corporation* of the mortgage servicing operations of *Margaretten & Company* from *Chemical Banking Corporation.*

Structured and negotiated $440 million public stock acquisition by *BankAmerica Corporation* of *Valley Capital Corporation*, parent of Nevada's largest independent bank.

Structured and negotiated cash acquisition by *BankAmerica Corporation* of *H.F. Holdings (HonFed Bank)* from investor group led by William E. Simon and Gerald Parsky in innovative interstate entry into Hawaii.

Structured and negotiated acquisitions by *First Deposit Corporation (Providian)* of the insurance premium finance lending operations of *Pacific Bank* and *World Trade Bank*.

Represented *BankAmerica Corporation* in 13 separate acquisitions of failed thrifts and banks from *RTC* and *FDIC*. Through negotiations with *RTC*, effected significant changes to *RTC* documentation favorable to clients and gained over $30 million for clients in disputes with *RTC* over contract matters. Entities acquired included *MeraBank, Western Savings, Pima Savings, Sunbelt Savings, The Benj. Franklin Savings, Village Green National Bank, Santa Barbara Savings, ABQ Bank* and *Sandia Savings.*

Structured and negotiated sale by *BankAmerica Corporation* of 12 finance company offices to *Commercial Credit Corporation.*

Structured and negotiated sale of two data processing subsidiaries of *Security Pacific Corporation* to *First Financial Management Corporation.*

Represented *Golden Coin Savings* in successful takeover defense and subsequent tender offer acquisition by *United Bank.*

Represented *Union Safe Deposit Bank* in acquisition of *Valley Commercial Bank* from *FDIC*.

Represented *BankAmerica Corporation* and *Seafirst Bank* in $70 million acquisition of *American Savings Financial Corp.*

<u>TODD H. BAKER</u>
<u>CAPITAL MARKETS EXPERIENCE</u>

<u>As principal</u>:

Arranged Flow Loan Purchase arrangement between *Lending Club* and *MUFG Union Bank NA*.

Co-led structuring and negotiation of $7.2 billion equity investment in *Washington Mutual, Inc.* by *TPG Capital* and institutional investors in crisis environment.

Co-managed $3 billion convertible preferred public offering by *Washington Mutual, Inc.* in late 2007.

<u>As attorney</u>:

Acted as underwriters' counsel in initial and follow-on public offerings of debt and equity securities for companies including *HealthCare Financial Partners, Bay View Capital Corp., Creditrust Corporation, Imperial Credit Industries, Inc., Bay View Bank, Columbia Banking System, Inc., GeneMedicine, Inc., RedFed Bancorp, Inc., Franchise Mortgage Acceptance Company, People's Bank, Fair, Isaac & Co., T&W Financial Corporation, HealthCare Financial Partners REIT, Inc. and United Pan Am Financial Corp*. Underwriting clients included *Montgomery Securities, Lehman Brothers, Alex. Brown & Sons, Hambrecht & Quist, Dain Rauscher, and CIBC Oppenheimer Corp.*

Acted as issuer's counsel in domestic and offshore public offerings of common stock, preferred stock (straight, convertible and "dutch auction"), senior debt, subordinated debt, warrants, medium-term notes and mortgage-backed bonds for clients including *Silicon Valley Bancshares*, *Global Crossing Ltd., First Nationwide Financial Corporation, Transamerica Corporation, Visa International, BankAmerica Corporation, Intel Corporation* and *Homestead Financial Corporation.*

Represented *BankAmerica Corporation* in first public offering of credit card-backed securities and co-created the so called "BofA structure" that is the standard for today's multi-billion dollar asset-backed securities market.

Structured innovative asset securitization transactions for various financial services companies, including mortgage pass-throughs, automobile loan securitizations, mortgage-backed preferred stocks, credit card securitizations and collateralized mortgage obligations. Clients include *Bank of America, SFS Acceptance Corporation, First Nationwide Bank, ML Asset Backed Corporation* and *Homestead Savings.*

Represented *Visa International* (a Delaware membership organization which is the owner of the world wide Visa credit card business) in its first securities offering–$200 million in medium-term notes under Rule 144A–and in $80 million lease-secured note financings.

Represented *Farm & Home Financial Corporation* in antitakeover matters and in first (and only) partial leveraged buyout of savings and loan holding company, including associated high yield securities issuances.

Represented *Homestead Financial Corporation* in A/B recapitalization and related securities offerings. Represented *First Nationwide Capital Corporation* in first issuer tender offer for outstanding "dutch auction" preferred stock.

Counsel for issuers and investors in numerous venture capital financings and private placements.