

ARIEL RAMOS MARCÍN

Other Representative Projects

Below please find a description of other representative projects in which Mr. Ramos participated:

A. Power (CFE Projects)

(i) Wind Power Projects

- ***Piedra Larga (2010)***. Counsel of a group of banking institutions led by Nacional Financiera S.N.C. in connection with the due diligence, structuring and implementation of financing for the aggregate amount of approximately US\$200 million of a wind-based private power generation project to be developed by Renovalia Energy International, S.L. a Spanish sponsor, and located in the State of Oaxaca, México.
- ***La Ventosa Wind Projects (2007)***. Counsel to Deutsche Bank in connection with the proposed financing of a wind-based private power generation project to be developed by Preneal, a Spanish sponsor, and located in the State of Oaxaca, México.
- ***"La Venta III" World Bank (2006)***. Counsel to World Bank in its analysis and comments to the power purchase agreement to be used in the bid process for the first wind-based independent power producer project to be launched by CFE in La Ventosa, Oaxaca.

(ii) Independent Power Producers (IPP)

- ***Norte II (2010)***. Counsel to Mizuho Corporate Bank, Sumitomo Mitsui Banking Corporation, The Bank of Tokyo-Mitsubishi UFJ and the Japan Bank of International Cooperation in their participation in the public bid for a potential IPP Project for the construction, ownership and operation of a combined-cycle gas turbine power plant and related facilities at El Encino, State of Chihuahua.
- ***Tokyo Gas (2010)***. Counsel to Tokyo Gas in the acquisition with Mitsui of the IPP portfolio of Gas Natural in Mexico (including the IPP's Rio Bravo, Saltillo, Rio Bravo III, Rio Bravo IV and Altamira).
- ***Transalta Mexican Projects Acquisition (2008)***. Counsel to Calyon, WestLB and the Export Development Corporation for the financing for the prepayment and purchase of the Campeche and Chihuahua IPP projects by Intergen B.V. for an amount of approximately US\$340 million.
- ***GMR Acquisition of Intergen (2008)***. Counsel to GMR Infrastructure Ltd. in the due diligence for the purchase of the InterGen B.V. portfolio which included La Rosita and Bajío IPP and self-supply power projects.
- ***Gas Natural Acquisition of EDF Mexican Projects (2008)***. Counsel to lenders on the payoff for the purchase of the EDF Portfolio in Mexico (including the IPP's Rio Bravo, Saltillo, Rio Bravo III, Rio Bravo IV and Altamira) to Gas Natural. (*Latin Lawyer's "Deal of the Year M&A 2008"*).

- **Valladolid III (2005).** Counsel to Mizuho Bank and JBIC in connection with the construction and financing of a gas-fired combined-cycle plant (IPP) with a combined capacity of 525 MW.
- **Rio Bravo III & IV (2004).** Counsel to IFC and SocGen for the financing of Rio Bravo III & IV projects for the construction, operation and maintenance of two 495 MW gas-fired combined-cycle power plants sponsored by EDFI for a combined amount of US\$900 million.
- **Tuxpan III & IV (2003).** Counsel to Deutsche Bank, Bank of Tokyo Mitsubishi and JBIC in the financing of the Tuxpan III & IV project for the construction, operation and maintenance of 900 MW gas-fired combined cycle power plants sponsored by Union Fenosa for an aggregate amount of US\$600 million.
- **Altamira II (2002).** Counsel to JBIC for the financing of the Altamira II project for the construction, operation and maintenance of 495 MW gas-fired combined-cycle power plants sponsored by EDFI and Mitsubishi for an aggregate amount of US\$450 million (named Latin American Power Project 2002 by *Project Finance Magazine*).
- **Tuxpan II (2001).** Counsel to JBIC for the financing of the Tuxpan II project for the construction, operation and maintenance of 495 MW gas-fired combined-cycle power plants sponsored by Mitsubishi for an amount of US\$400 million.
- **Rio Bravo II and Saltillo (2000).** Counsel to IFC for the financing of Rio Bravo II and Saltillo, projects for the construction, operation and maintenance of 495 MW gas-fired combined cycle power plants sponsored by EDFI for an aggregate amount of US\$600 million.
- **Merida III (1998).** Counsel to the JBIC and IFC on the financing of Mérida III, a project for the construction, operation and maintenance of a 484 MW gas-fired combined-cycle power plant, which constitutes the first IPP project in Mexico sponsored by a conglomerate headed by AES for an aggregate amount of US\$450 million.

(iii) Self-supply and Cogeneration Projects

- **Genermex Self-Supply Project (2007).** Advisor to Skoda Prada, an international developer from Eastern Europe, with respect to an EPC for the construction of a self supply power plant by Genermex, to be located in northern Mexico.
- **Copamex (2007).** Advisor to Copamex in connection with the development and implementation of a private self supply power generation project, including the negotiation and obtainment of the corresponding self supply permit granted by the Energy Regulatory Commission.
- **Cemex (Tamuin) Self Supply Project (2000).** Counsel to Inter-American Development Bank and COFACE in connection with the financing of the construction, operation and maintenance of the Termoeléctrica del Golfo 230 MW petroleum coke-fired self-supply power plant sponsored by Alstom & Sithe Power for US\$500 million (named Latin American Power Project 2000 by *Project Finance Magazine*).

- **Peñoles Teg II Self Supply Project (2000).** Counsel to ABN AMRO Bank and COFACE in the financing of the TEG II self-supply project for the construction, operation and maintenance of a 300 MW power plant and associated equipment for Industrias Peñoles sponsored by Alstom and Sithe Power for US\$400 million.

(iv) Public Works Contracts (OPF)

- **La Yesca (2008).** Advisor to a consortium led by ICA in the analysis of the bid guidelines, risk assessment, matrix and allocation, also in the preparation and presentation of the corresponding proposal for the two-unit 750 MW La Yesca hydroelectric generating facility in the State of Jalisco, Mexico as well as the financing thereof by a Bank syndicate lead by WestLB for approximately US\$1 billion.
- **Laguna Verde (2007).** Advisor to Citibank and Banco Nacional de México in their participation in the reconfiguration of the thermonuclear plant "Laguna Verde" for approximately US\$900 million.
- **El Cajón (2004).** Advisor to Constructora Internacional de Infraestructura, S.A. de C.V. (CIISA), an international consortium led by ICA, in the financing of the two-unit 750 MW El Cajón hydroelectric generating facility in the state of Nayarit, Mexico (named Latin American Power Project 2004 by *Project Finance Magazine*) as well as the financing thereof by a Bank syndicate lead by WestLB for approximately US\$900 million.
- **Petacalco (2000).** Advisor to Deutsche Bank with respect to the US\$80 million financing of the CFE Petacalco 3000 MW carbon-power plant for the construction and operation of an ash-transportation and collector system to be built and operated by Techint, S.A.
- **Samalayuca II (1998).** Advisor to the US Ex-Im Bank in the financing of the first build-lease-transfer (BLT) project in Mexico, a gas-fired combined-cycle power plant sponsored by El Paso Energy and GE Power for an aggregate amount of US\$600 million.
- **Techint (1998).** Advisor to Techint, a Mexican subsidiary of the Techint Group of Companies, in connection with the development and financing of a BLT project for the design, engineering, supply, construction and equipment of six high-voltage transmission lines for CFE in Mexico.

(v) Long-Term Supply Contracts

- **Nukem Inc.** Advisor to Nukem Inc. in the analysis of the bid guidelines and preparation of the corresponding proposals for the supply of enriched uranium to the "Laguna Verde" nuclear power plant from CFE for the amount of US\$80 million (2003) and US\$300 million (2006).

B. Oil & Gas (PEMEX and LNG Projects)

(i) Gas Pipeline Projects

- **San Fernando Pipeline (2002).** Advisor to the U.S. Exim Bank and Citibank in the financing of the construction, operation and maintenance of the San

Fernando gas pipeline sponsored by a joint venture between El Paso Natural Gas and Pemex Gas y Petroquímica Básica.

- **Ten Nitrogen Plan (2006).** Advisor to Tecnología en Nitrógeno, S. de R.L. de C.V. (TEN), a joint venture by Air Products and Cryoinfra in the public bid and financing of a US\$120 million nitrogen plant and pipelines to supply nitrogen to Pemex Exploración y Producción.

(ii) LNG Projects

- **Shell (2006).** Advisor to Shell México, S.A. de C.V. with respect to regulatory and antitrust matters related to their long-term contracts with the LNG plant in Ensenada, Baja California, Mexico to be developed by Energía Costa Azul, a subsidiary of Sempra Energy.
- **TEPCO (2005).** Advisor to Tokyo Electric Co. in the due diligence and risk assessment of their potential investment in the Tijuana Regional Energy Center (TREC) to be constructed by Marathon Oil Company which included a LNG plant and maritime terminal to be located near Ensenada, Baja California, Mexico.
- **Chubu (2004).** Advisor to Chubu Electric Power Co. on regulatory issues and due diligence with respect to potential long-term contracts with a potential LNG project to be located near the coast of Ensenada, Baja California, Mexico.
- **BP (2004).** Counsel to British Petroleum with respect to the risk analysis and due diligence in connection with permits, governmental authorizations, real estate and rights of way for the ECA LNG Plant.

C. Highways

- **FARAC I.** Advisor to Goldman Sachs and ICA as sponsors in the bidding process, proposal, award and financing of a 30-year concession to operate and maintain over 550 kilometers of toll roads in the states of Michoacán, Jalisco, Guanajuato and Aguascalientes for MXN\$44 billion (approximately US\$4 billion in 2007) from the SCT and the Mexican Toll Road Bailout Fund (FARAC). This was the largest infrastructure financing in Mexican history (named Latin American Power Project 2007 by different organizations including Project Finance Magazine). Currently, we assist the sponsors in the day-to-day matters related to this project.
- **Querétaro - Irapuato (2007).** Advisor to ICA in connection with the concession for the Querétaro-Irapuato toll road in the state of Querétaro, Mexico granted by the SCT, and acted as counsel for ICA in the financing granted by Banco Santander, in order to carry out the PPS project for the construction and renovation of the Querétaro-Irapuato toll road in the State of Querétaro, Mexico.
- **Irapuato - La Piedad (2006).** Advisor to ICA in connection with the concession granted by the SCT for the construction and renovation of the toll road Irapuato-La Piedad in the State of Querétaro, Mexico. In addition, we acted as counsel for ICA in the MXN\$580 million financing (approximately US\$42 million) granted by Banco Santander for the PPS of such toll road (named Latin American PPP Project of the year for 2006 by *Project Finance Magazine*).

D. Airports and Aircraft Experience

- **Southeast Airport Group (Grupo Aeroportuario del Sureste, ASUR) (1999).** Advisor to BAA in the preparation of the proposal and its participation in the bidding for disincorporation of the Southeast Airport Group.
- **Pacific Airport Group (Grupo Aeroportuario del Pacífico, GDP) (1999).** Advisor to ICA in its association with Paris Airport and Societé Generale, the preparation of their proposal and their participation in the bidding for disincorporation of the Pacific Airport Group.
- **Central North Airport Group (GCN).** Counsel to GCN in securities and corporate issues.
- **CINTRA.** Counsel to CINTRA, former shareholder of Aeromexico and Aerolitoral, in connection with aircraft leasing and other related operations.
- **AEROMEXICO.** Advisor to Aeromexico in connection with the restructuring of its fleet and the purchase, lease and financing of aircraft (including all finance leases of aircraft currently in the fleet).
- **DELTA.** Advisor to Delta Airlines in connection with its aircraft leases in Mexico.
- **BOEING.** Advisor to Boeing Capital in several aircraft financing operations, bankruptcy and restructuring operations, as well as in secured financing operations.

E. Water

- **Atotonilco (2010).** Advisor to Banco Nacional de México in the preparation, discussion and negotiations with Banco Nacional de Obras y Servicios Públicos for the partial assignment of credit rights for the financing in the amount of MXN\$717 million (approximately US\$59 million) to Aguas Tratadas del Valle de México for the development of the PTAR Atotonilco documents executed including the assignment agreement and additional documents related to the financing.
- **PTAR Tepeji del Río (2009).** Advisor to Banco Nacional de Mexico in the financing to Aguas Tratadas de Tepeji del Río; an entity incorporated as SPV from Constructora Marhonos, for the construction of a wastewater treatment plant to be located in the Municipality of Tepeji del Río, State of Hidalgo.
- **El Ahogado (2008).** Advisor to POSCO Inc. in the analysis and preparation of a proposal for the "El Ahogado" water treatment facility to be located in the State of Jalisco for an amount of approximately US\$120 million.
- **Queretaro Aqueduct (2007).** Advisor to ICA in connection with the project for the development of the aqueduct and water treatment facility in the State of Queretaro, Mexico to be financed by Banco Santander S.A.
- **Acquisition of Water Treatment Plants.** Advisor to the Operating System of potable Water and Sewage of the Municipality of Puebla in the acquisition of four treatment plants for the State of Puebla, Mexico.

- **Advice to Entities.** Participated, along with *Estudios y Técnicas Especializadas de Ingeniería*, in a consortium to provide legal advice and financial services to the state Water Commission of Acapulco.

F. Maritime Ports

- **Regulatory Advice.** Since 2005, advisor to Shell México with respect to regulatory and antitrust matters related to their long-term contracts with the LNG plant in Ensenada, Baja California, Mexico to be developed by ECA, a subsidiary from Sempra Energy. The foregoing has included all matters related to the construction and operation of the maritime LNG terminal as well as related contracts for the activities to be performed by shippers and pilots at the terminal.
- **Maritime Ports.** Advisor to Royal Caribbean with respect to issues related to a maritime port for commercial and tourist purposes to be built in the Mayan Riviera.

G. Cargo, Courier and Passengers Transportation Services

- **Cargo and Courier Services.** Since 2004, advisor to DHL de Mexico, S.A. de C.V. with respect to regulatory matters related to courier and packaging services in Mexico on local and federal highways, including negotiations with SCT regarding the current legal regime applicable to courier services in Mexico and other issues related to the day-to-day operations of DHL in Mexico.
- **Public Passenger Transportation.** Advisor to several clients in complex regulatory aspects regarding investments in public passenger transportation issues, including joint ventures with foreign investors and the relevant limitations applicable thereto.

H. Shipping

- Advisor to WestLB AG, as lead arranger, in connection with a US\$115 million senior secured term loan provided to Blue Marine Shipping, S.A. de C.V., the proceeds of the loan were used by the borrower to acquire two oil tankers that were leased to Pemex-Refinación, an arm of Pemex.
- Advisor to Mizuho Bank in its role of lead arranger, in connection with a potential US\$70 million senior secured vessel financing to a Mexican emerging leader servicer of oil platforms with particular focus on environmental protection.

I. Public-Private Partnership (PPS)

- **Macquarie Durango PPP (2010).** Advisor to Banco Nacional de México and HSBC Mexico in a MXN\$1,094 million (approximately US\$90.3 million) secured term loan facility for Desarrollos Carreteros del Estado de Durango. This transaction represented Macquarie Group's first acquisition of infrastructure assets in Mexico, after it raised its Mexico Fund in the beginning of 2010 through and issuance of structured equity securities (known as "CKDs").
- **Ministry of Health - Hospitals (2009).** Since 2006, advisor to the Ministry of Health in connection with the structuring, budgetary approvals and public bid

for the construction operation and maintenance of the specialized hospitals “Ixtapaluca” and “Cd. Victoria”, located in the State of México and Tamaulipas

J. Long-Term Service Contracts (CPS)

- **Federal Penitentiaries Program (2010 - Ongoing).** Counsel to financial institutions in connection with the implementation of CPS for the construction of penitentiary facilities in Mexico.

K. Others

- **Bicentenario Project (2007).** Advisor to Israel Aerospace Industries in their participation and preparation of proposals in the two public tenders called by the Government of Mexico City regarding its project of public security.

L. Advice in Regulations

- **Ministry of Finance and Public Credit – PPP Regulation.** Advisor to Mexican Ministry of Finance and Public Credit (*Secretaría de Hacienda y Crédito Público*) in the review and improvement of the existing regulatory and legal framework applicable to PPP in Mexico, including through the utilization of existing mechanisms such as PIDIREGAS, long-term service contracts, OPF and concessions, among others. Our advice included the determination of the more appropriate scheme to be implemented depending on the type of project, as well as establishing a program for the legal, administrative and financial qualification of public officers who will be in charge of implementing these projects.
- **Government of Mexico City – PPP Regulation.** Advisor to Government of Mexico City in the analysis and implementation of a reform to the local legal framework applicable to PPP.