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Director of Graduate Programs
Adjunct Professor
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EDUCATION

NEW YORK UNIVERSITY SCHOOL OF LAW, New York
LL.M. in Taxation (concentration in International Taxation), 2003

COLUMBIA UNIVERSITY SCHOOL OF LAW, New York
LL.M., 2002; James Kent Scholar

UNIVERSITY OF TEXAS SCHOOL OF LAW, Austin
J.D., 1982; Order of the Coif; Phi Delta Phi; Phi Kappa Phi

MICHIGAN STATE UNIVERSITY, East Lansing
M.B.A. (Finance), 1978; Graduate Teaching and Research Assistant (taught courses in financial accounting)

TEXAS CHRISTIAN UNIVERSITY, Fort Worth
B.B.A. (Accounting), *Magna Cum Laude*, 1977; Number one graduate in School of Business; President, Beta Alpha Psi; Omicron Delta Epsilon; Beta Gamma Sigma; Who's Who Among American Colleges and Universities; Teaching and Research Assistant; Student Government; Dean's List

LEGAL EMPLOYMENT

SMU DEDMAN SCHOOL OF LAW, Dallas
Director of Graduate Programs, Fall 2011 to present
Adjunct Professor, Spring 2011 to present
<http://www.law.smu.edu/>

SMU COX SCHOOL OF BUSINESS, Dallas
Adjunct Professor, Fall 2009 to present
<http://www.cox.smu.edu/web/guest/home>

TARP CONGRESSIONAL OVERSIGHT PANEL, Washington, D.C.
Member of the Panel, December 2009 to April 2011

In response to the escalating financial crisis of 2007 and 2008, Congress, pursuant to the

Emergency Economic Stabilization Act of 2008, provided the U.S. Treasury with the authority to spend \$700 billion to stabilize the U.S. economy. Congress created the Office of Financial Stability within Treasury to implement the Troubled Asset Relief Program (TARP). At the same time, Congress created the Congressional Oversight Panel to “review the current state of financial markets and the regulatory system.” The Panel was charged with overseeing the investment of TARP funds in an array of systemically significant and other institutions including Citigroup, Bank of America, Wells Fargo, Goldman Sachs, AIG, GM, GMAC, Chrysler as well as approximately 700 additional financial institutions.

See <http://cybercemetery.unt.edu/archive/cop/20110401223205/http://www.cop.senate.gov/> for a description of the TARP Congressional Oversight Panel and access to the thirty reports issued by the Panel and the testimony presented at the twenty-seven public hearings conducted by the Panel.

U.S. HOUSE OF REPRESENTATIVES, Washington, D.C.

General counsel to Congressman Jeb Hensarling (Texas 5th) in his role as the ranking member of the TARP Congressional Oversight Panel and counsel to former SEC Commissioner Paul Atkins in his role as a member of the TARP Congressional Oversight Panel, May 2009 to December 2009

HBK CAPITAL MANAGEMENT L.P. (large multi-strategy hedge and private equity fund), Dallas
Tax and M&A Counsel, August 2007 to April 2009

PATTON BOGGS L.L.P., Dallas office of Washington, D.C. based firm
Partner, January 2004 to August 2007

FULBRIGHT & JAWORSKI L.L.P., Dallas office of Houston/Washington, D.C. based firm
Partner, 1990-2001

HUGHES & LUCE L.L.P. (now **K&L GATES L.L.P.**), Dallas
Partner and Associate, 1986-1990

McGINNIS, LOCHRIDGE & KILGORE L.L.P., Austin
Associate, 1983-1986

THE HON. WALTER ELY, UNITED STATES COURT OF APPEALS, NINTH CIRCUIT, Los Angeles
Judicial Clerk, 1982-1983

LEGAL AND CPA LICENSES AND AFFILIATIONS

Admitted to Texas Bar, 1982; admitted to United States Tax Court and United States Courts of Appeal for Fifth and Ninth Circuits, 1982; admitted to New York Bar, 2003; American Bar Association

Martindale-Hubbell “a.v.” rated attorney

Certified Public Accountant, Texas 1979

M&A, TAX AND CORPORATE FINANCE LEGAL EXPERIENCE

Representation of corporate, pass-through and disregarded entities concerning, among other matters

- federal income taxation of domestic and cross-border entities and business and commercial transactions
- domestic and cross-border taxable and non-taxable forward and reverse parent and subsidiary mergers and stock and asset acquisitions and dispositions
- corporate governance, regulatory compliance, duty of care, duty of loyalty, business judgment rule and fiduciary duty standards
- analysis of legal issues and business plans for presentation to boards of directors, senior management, managing partners/members, financial institutions and equity and debt holders
- financial services, tax, business and commercial law related public policy issues
- securities law issues
- partnership and limited liability company agreements
- private placement memoranda
- notional principal contracts and equity and credit default swaps
- publicly traded partnership
- hedge funds, private equity firms and sovereign wealth funds
- multiple tranche senior secured, unsecured and convertible debt instruments,
- public and private secured and unsecured senior and junior subordinated debt instruments
- securitizations and commercial mortgage-backed securities
- restructuring and workout of highly leveraged and other financing transactions
- rendering of complex tax, corporate and commercial law opinions

- application of Generally Accepted Accounting Principles and International Financial Reporting Standards to business and commercial law transaction
- member of legal opinion, Circular 230, audit letter, associates and recruiting committees