

## Energy Transactions

Businesses that explore, develop, produce, store, market, transport, process and use energy resources are among the most capital intensive in the world. Andrews Kurth lawyers have earned a top reputation in the industry because of our proven track record for helping natural gas, oil and electric power companies, and power and LNG project developers structure and finance the deals that fuel their growth. We have one of the nation's largest energy transaction practices with more than 85 lawyers, and our worldwide client base includes:

- Biofuel developers and financiers
- Integrated and independent oil and gas producers
- Onshore and offshore service companies
- Natural gas, oil and refined products pipelines
- Gathering, processing, marketing and storage companies
- Power project developers
- Independent power producers
- Cogenerators
- Energy marketers and exchanges
- Natural gas and electricity users

### TOP RATED

For years, Andrews Kurth has been top rated by third party publications and organizations for our work in the energy industry. Specific recognition includes:

- #2 Domestic and #6 International Renewable Energy Finance Practice- *Dealogic 2007*
- #1 "Bond Deal of the Year - Sabine Pass" - *Project Finance International Awards 2006*
- #11 "Top 20 Canadian Deals 2006" - *The Globe and Mail*
- Legal advisor in two of the 2006 top oil and gas mergers and acquisitions - *Financial Week* (December 11, 2006)
- #1 "North American Oil & Gas Deal of the Year" for 2005 - *Project Finance Magazine 2006*
- #1 "Latin American Petrochemical Deal of the Year" for 2002 – *Project Finance Magazine 2003*
- #1 "North American Deal of the Year" for 2001—*Project Finance Magazine 2002*

### Structuring the best organizational options

Oil, petroleum, natural gas and electric power companies frequently engage us to create the best organizational approach to business combinations. We help them structure partnership and joint venture arrangements, including the associated sophisticated tax allocation, governance and ownership strategies that help to maximize available financial return while assuring agreed participation and conforming to all regulatory requirements.

### Choosing the proper financing vehicle

Once the structural issues are dealt with, we assist our clients in arranging and documenting the best financing terms from among the available choices. Our energy lawyers advise clients on the full array of financing structures, including:

- Project Finance
- Venture Capital and Private Equity for Clean Technology companies
- MLPs and other energy company public offerings
- Rule 144A financings
- Regulation S offerings
- Debt swap arrangements
- Letters of credit

## Energy Transactions

- Private placements
- Tax-exempt bonds
- Synthetic leases
- Sale/leasebacks
- Public and private royalty trusts
- Subordinated debt
- Secured and unsecured Term loans, including “borrowing base” loans

### Financing the global energy industry

Andrews Kurth is a recognized leader for helping clients around the world successfully develop, finance, restructure, purchase and sell energy and other infrastructure projects. We have facilitated projects valued at hundreds of millions of dollars, located throughout the Western Hemisphere (including Argentina, Brazil, Ecuador, El Salvador, Mexico, Puerto Rico and Trinidad/Tobago), and globally including Indonesia, Pakistan, Turkey and Russia.

Our annual project and structured energy financings often top \$1 billion in value (giving us the Top 10 Power Project Finance ranking by *American Lawyer* magazine and recognition by *Petroleum Economist* magazine as a world leader in energy finance). The transactions that earned *Project Finance Magazine’s* accolades are:

- “2002 Latin American Petrochemical Deal of the Year,” for a \$237 million term loan to finance a 5,000 ton per day methanol production facility in Trinidad and Tobago
- “2000 Latin America Oil & Gas Deal of the Year,” for the Compañía Mega project, a three-unit liquid natural gas processing plant at the southern tip of South America.

### Developing major infrastructure projects

Among numerous other international energy projects, we advised on:

- Development, finance and construction of the first biodiesel manufacturing project in India
- The \$220 million in financing for the first oil pipeline between Argentina and Chile
- The construction of a gas pipeline connecting a natural gas field off the coast of Ecuador with a gas-fired electrical generation plant in that country
- The IPO of Argentina’s largest natural gas distribution company
- The financing and construction of a pipeline from the giant Cusiana oil field to the Colombian port of Coveñas
- The \$2 billion in project financings for two expansion projects at a liquefied natural gas plant in Indonesia
- The \$200 million in project financing to help a major independent oil company develop reserves in the U.K. Sector of the North Sea.

### Facilitating the privatization of national energy companies

Our lawyers have been particularly effective at helping formerly state-owned energy companies privatize and secure public financing. We have a special focus on such conversions in South America, and have an unsurpassed record of success.

- We helped transform Argentina’s former state-owned energy concern into YPF Sociedad Anónima, one of the world’s largest publicly traded oil and gas companies. Andrews Kurth served as counsel to YPF in the then largest-ever international initial public offering of a single company’s shares--\$3.05 billion for 45% of YPF.
- We were selected by The World Bank to serve as chief international counsel for the privatization of Gas del Estado, the Argentine state-owned natural gas transportation and distribution monopoly. Our lawyers divided the system into ten independent companies, which were sold for \$2 billion in international bidding.

## Energy Transactions

- The Peruvian government chose Andrews Kurth as international legal counsel in connection with the privatization of PETROPERU, S.A., the state-owned oil and gas company.

### **Getting the deal done**

Energy industry transactions, whether they focus on business combinations or capital raising, are big stake, high impact propositions. Andrews Kurth is an energy transactional leader, with a team of lawyers who have successfully carried out thousands of individual deals.

*Because we understand the industry, we understand the requirements for success. Whether our client's goal is growth or strategic positioning, we know the legal and business angles and offer straight talk advice to get the deal done.*