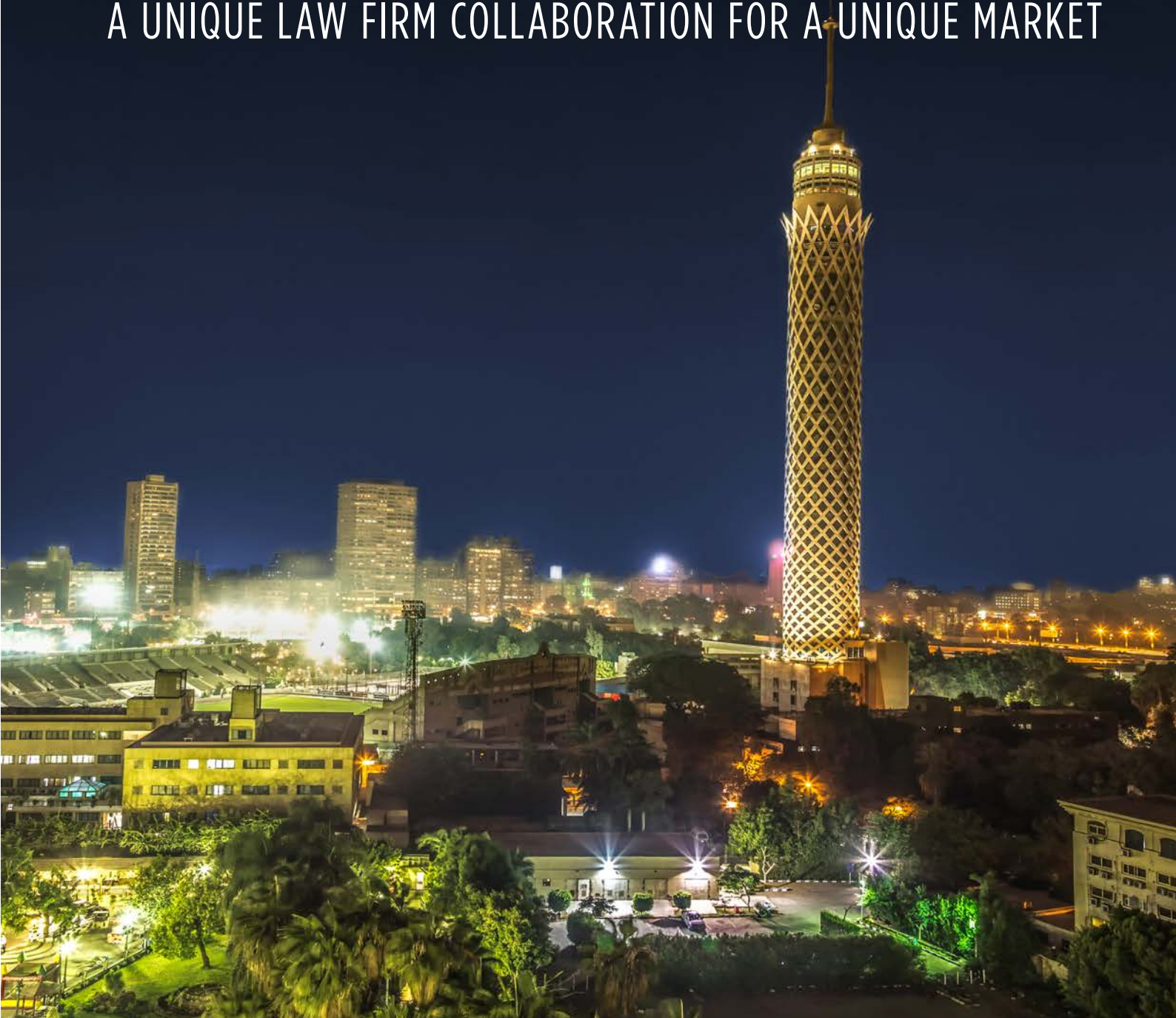


A TEAM FOR EGYPT

A UNIQUE LAW FIRM COLLABORATION FOR A UNIQUE MARKET



**ANDREWSKURTH
KENYON**

andrewskurthkenyon.com



**OPEN
CHANCE
& ASSOCIATES**
BUSINESS BUILT
ON TRUST

openchancelaw.com

CONTENTS

Recent Andrews Kurth Kenyon Accolades and Rankings	3
About Andrews Kurth Kenyon and Open Chance	4
Egyptian Legal Services	6
Renewable Energy and Water	8
Oil and Gas	12
Corporate, Structured and Project Financing	16
IPO	18
LNG	22
Dispute Resolution	24
Intellectual Property	25
ICT	27
Ports and Infrastructure	28
Public Private Partnerships	29
China Practice	30
World Law Group	31
Andrews Kurth Kenyon Team	32
Open Chance & Associates Team	34

Recognized as one of the most recommended law firms in 2016 for:

- Capital Markets
- Corporate Restructuring
- Domestic Tax
- Energy (Regulatory)
- Energy (Litigation)
- Energy (Transactions)
- Mergers, Acquisitions and Buyouts
- Real Estate
- Securities Shareholder Litigation
- Technology Transactions



#3 Energy Legal Adviser, by deal count (Full Year 2015)



Named a leading national or regional law firm in 2016 for:

- Antitrust
- Banking & Finance
- Bankruptcy/Restructuring
- Capital Markets (Debt & Equity)
- Corporate/M&A
- Environmental
- Oil & Gas (Projects)
- Oil & Gas (Regulatory & Litigation)
- Oil & Gas (Transactional)
- Real Estate
- Tax
- Technology (Corporate & Commercial)





ABOUT ANDREWS KURTH KENYON AND OPEN CHANCE

Founded in 1902, Andrews Kurth Kenyon has nearly 430 attorneys with extensive capabilities and experience assisting clients in the U.S. and worldwide. We are a **full-service firm providing comprehensive legal services** in energy transactions, projects and financings, alternative energy, environmental and regulatory law, infrastructure development and finance, intellectual property, labor & employment, litigation and arbitration, tax, and other areas of legal concentration essential to supporting the businesses and growth of our clients. Recognized as one of the **primary energy law firms in the U.S.**, the firm's spirit of "straight talk is good business" guides our direct and practical advice.

Established in 2001 by Dr. Helal Farghaly, Open Chance & Associates ("Open Chance") is an integrated law firm specializing in all legal fields. The firm's equity partners are Dr. Helal Farghaly and Hadir Helal. Open Chance offers a broadly experienced team of lawyers delivering **high-quality legal services** consistently across **multiple jurisdictions and business environments**. Their broad scope of experience enables them to navigate complex issues and practices. Such breadth enables them to fully understand the needs of their clients as well as how to better serve them by providing them with full legal assistance in all required legal fields.

We are two law firms **actively collaborating** and participating in the **development of Egypt**. Andrews Kurth Kenyon is a **multi-national law firm and the only such law firm in Egypt with a complete energy practice**, being a **premier energy firm based in Houston**, the energy capital of the world, and one of the top energy firms in the United States. Andrews Kurth Kenyon has **five international hubs** - Houston; Washington, DC; Dubai; London; and Beijing - from which it serves the energy and other transactional and litigation needs of its clients throughout the world. Open Chance has a **rich history of personalized assistance** to clients in the Egyptian and surrounding regional markets in all sectors, and has sought out Andrews Kurth Kenyon for this unique and important collaboration. Both firms are convinced of the importance and potential of Egypt, and are dedicated to developing this key world economy.

Andrews Kurth Kenyon has just completed a noteworthy year in which it was **one of the most recommended law firms** across a spectrum of legal disciplines, including energy, capital markets, tax, mergers and acquisitions, real estate and technology. We have been ranked by the premier *American Lawyer* scorecard as being **among the top firms nationwide in IPOs**. The *US News Best Law Firms* edition has given us **Tier 1 rankings in energy, banking and finance, corporate, information technology and capital markets**, among others. In addition, Andrews Kurth Kenyon has long represented oil and gas companies in international settings throughout the world. These types of rankings and depth of experience have consistently carried our practice through the highs and lows of the world's economic cycles.

Open Chance has likewise **established its credentials over the years**. Client by client, it has built a reputation of tireless advocacy at the highest legal and ethical levels. **Its connections within Egypt are widespread and deep**, and it is recognized throughout the government and across the business community as a firm with **high work ethic and total client dedication**. Open Chance believes that effective strategic thinking and structuring can most effectively be delivered through a collaborative approach, achieving their clients' objectives in the most efficient and effective way through global reach and effective business partners. Open Chance listens carefully, ensuring a thorough understanding of their clients' businesses and concerns, before offering opinions and solutions.



*Hadir Helal discussing issues at our 2016 renewables round table.
Photo by: Mostafa Khaled*

Working together, we are able to serve our clients' requirements across a range of disciplines and market sectors. Increasingly, the international business community requires a flexible and comprehensive approach to assist in the completion of increasingly complex transactions and ventures. While the legal aspects of their ventures will always be a basic metric by which our clients judge us, it is our ability as collaborative law firms to match clients with proper resources, and to guide them through the complexities of structuring and executing their business transactions, that brings us to **our reputation for high service levels**.

Andrews Kurth Kenyon and Open Chance are excited to collaborate together to offer what we believe is a **unique combination of legal services** to companies seeking investment in Egypt, and seeking to project their Egyptian investments abroad in an export-oriented context. We bring an **exceptional breadth and depth of experience** to the task, including proven skills in navigating the legal and political complexities of the local market and bureaucracies, and a **complete résumé of transactional experience** across the corporate, energy and infrastructure spectrum.



EGYPTIAN LEGAL SERVICES

With the participation of Open Chance, our collaboration is uniquely positioned to provide clients with the knowledge, experience and contacts in the local market that are crucial to succeeding in any business venture in Egypt. Among the services that Open Chance offers within Egypt:

- **Arbitration and mediation**
- **Banking and finance**
- **Business mergers and acquisitions**
- **Corporate and commercial transactions**
- **Employment and labor**
- **Hospitality**
- **Infrastructure and PPP projects**
- **Intellectual property**
- **Investment outside Egypt**
- **IT and communication projects**
- **Legal auditing**
- **Liquidation and protection of creditors' right**
- **Litigation and dispute settlement**
- **Oil, gas and renewable energy**
- **Real estate**
- **Tax**
- **Technology**

Open Chance lawyers advise clients on every legal aspect of their businesses, assisting them in establishing and maintaining strong, ethical, sustainable and current business and legal practices in Egypt, Saudi Arabia and beyond. The following list is representative of the broad range of services Open Chance provides:

- Representing clients in multiple legal and business transactions (including negotiations, tenders, agreements, litigation and arbitrations) with governmental and governmental-affiliated entities, including the *General Authority of Urban Communities*, *General Authority for Tourism Development*, the *General Authority for Industrial Development* and the *Ministry of Industry and Foreign Trade*.
- Representing clients in multiple legal and business transactions (including negotiations, agreements and litigation) with banks and financial institutions.
- Representing clients in multiple legal and business transactions in due diligence and acquisition of real estate, machinery, and other assets and companies in different types of businesses.
- Representing clients in real estate development projects in Egypt and the Kingdom of Saudi Arabia, including joint ventures, due diligence and purchase of land, finance, design, construction and project management agreements, unit sales and purchase agreements, facility management agreements and disputes settlement.
- Representing medical equipment manufacturing companies, medicine and equipment agencies and distribution companies in multiple legal and business transactions in due diligence and acquisition of real estate, equipment, other assets and companies in medical trade and industries, locally and internationally.
- Managing and consulting on the establishment of Steelcase Factory, a US-based furniture company, in Saudi Arabia and the partnership with Jeraisy Group, including the MOU, shareholders agreement, transfer of technology, licensing agreement, cross licensing agreements, formation of the company, consultancy agreement, construction agreement, machinery purchase and installation agreements, and company resolutions.
- Managing and consulting on the supply and installation of a weather radar system between the Gematronik Co. and Jeraisy Computer Services Co. for the General Authority for Meteorology and environment in the KSA.

- Managing and consulting for the Gemplus Jeraisy Plastic Cards factory in Saudi Arabia on a partnership for the transfer of smart cards technology from Gemplus International S.A. (the world's leading provider of smart card solutions), including the MOU, shareholders agreement, transfer of technology, licensing agreement, cross licensing agreement, reformation of the company, consultancy agreement, construction agreements, machinery purchase and installation agreements, and company resolutions.
- Negotiating, drafting and finalizing the construction agreement (FIDIC agreement) made between Jeraisy Group Company in Saudi Arabia and Philipp-Holzmann (the world's leading company of construction works) for construction of the Riyadh headquarters of Jeraisy Group, and all other contracts related to the project.
- Drafting and negotiating the funding agreement and two acquisition agreements between Silk Trust Private Equity Co. and El Rashidi El Mizan Trading S.A.E.
- Drafting and negotiating the sale and purchase agreement of land in Tokyo for establishment of a mosque and registration thereof.
- Drafting and negotiating the joint venture agreement, shareholders agreement and general formation agreements for an Emirate Company and an Egyptian company to establish three community centers in Egypt.
- Drafting and negotiating of the shareholders agreement and hospital management agreement for the Saudi German Hospital in Egypt.
- Handling all of the legal transactions required for the establishment of OCL Egypt Company for a logistics business in Egypt, with partnership with Prim Cargo Company (the world's leading company in logistics), including the MOU, shareholders agreement, formation of the company, lease agreements and company resolutions.
- Drafting the teaming agreement between Huawei company and CIT company.
- Negotiating, studying and drafting the lease agreement between Namaa for Development and Real Estate Investment S.A.E. and MetLife Aleco for MetLife's headquarters in Egypt.
- Negotiating, studying, drafting and conclusion of the administrative buildings lease agreement by Namaa for Development and Real Estate Investment S.A.E. for the Egyptian headquarters offices of Lafarge Company, Alstom Company, Nestlé Company and Commercial International Life Insurance Egypt.
- Negotiating, studying, drafting and conclusion of the lease agreement for the headquarters of Commercial International Life Insurance Egypt.
- Contributing to the governmental auctions made by the General Authority of New Urban Communities for the sale of plots of lands in New Cairo and Sixth of October Cities by studying and negotiating the terms and conditions thereof and advising local and international bidders on compliance thereto.
- Contributing to the governmental tenders made by the General Authority of Meteorology and Environment in Saudi Arabia for the three years upgrade and TPM agreement of the metrological equipment and systems by studying and negotiating the terms and conditions thereof and advising local and international bidders on compliance thereto.
- Negotiating, drafting, commenting on and concluding more than 700 commercial agency, distribution, alliances and business partner agreements between Gulf and ME companies and international companies in Japan, China, UK, US, Germany, France, Italy and Taipei.
- Successfully represented several clients on a wide range of disputes in several industries, via litigation before the Egyptian courts and arbitration before the Cairo Regional Center for International Commercial Arbitration.





RENEWABLE ENERGY AND WATER

Andrews Kurth Kenyon’s decades of experience in renewable energy and water projects, at the top commercial and international levels, assures a full range of services to our clients. Our collaboration with Open Chance enables us to deliver these services to the Egyptian market in a comprehensive and seamless manner. Some of the services that are available are summarized below.

Solar

From improvement in photovoltaic (PV) system efficiencies to the concentrated solar panel (CSP) field, the solar sector is maturing into a commercial industry that requires technological, legal and regulatory support. Andrews Kurth Kenyon’s counsel includes all aspects of:

- Project development and financing
- Energy and environmental regulatory guidance
- Project acquisition and divestiture
- Counsel to grow companies



*Dr. Mohamed Salah Elsobki, chairman of NREA, leading our roundtable discussion on June 1, 2016.
Photo by: Mostafa Khaled*

Wind

In addition to solar energy, Andrews Kurth Kenyon has historically devoted, and continues to devote, extensive firm resources to advising developers, lenders, landowners and other industry participants on the intricacies of wind project development, construction and finance in the United States and abroad. Our lawyers have served as primary project and/or finance counsel to the sponsor on projects with over \$6 billion in total financing, and more than 3.5 GW.

In 2003, Andrews Kurth Kenyon represented the series “B” investors in the transaction that established the classic “A” investor/“B” investor equity ownership structure in the United States. In 2009, Andrews Kurth Kenyon represented the developer/borrower in successfully closing one of the first project financings of a wind farm that included a bridge loan secured by a cash grant under Section 1603 of the American Recovery and Reinvestment Act of 2009. We also negotiated the agreements on one of the first project financings in the United States of a wind power plant, and have helped structure complex, multiple-phase wind farms and their sharing of facilities and land rights.





Water

Andrews Kurth Kenyon has represented water authorities, governmental agencies and other developers of water resources for over 40 years. Our comprehensive and unparalleled experience includes development of reservoirs, utility-scale pipelines and canals; participation in well drilling programs; and enhancement of existing water resources. We have formed numerous water authorities in various locations, and we have represented water authorities and governmental agencies in extensive water project financings. Our work has also included development, permitting, construction and operation of water projects. We have also represented clients in the development of desalination plants, both for seawater and brackish water.

Construction Financing

Andrews Kurth Kenyon lawyers negotiate loan documents to finance construction and negotiate letters of credit that may be required by a project party, such as the power purchaser. We have structures and strategies for documenting the equity piece required by lenders or the debt term conversion.

Term Financing

Whether structured as a tax equity/non-tax equity arrangement or a more traditional long-term debt financing, Andrews Kurth Kenyon lawyers have the experience, sophistication and insight to document and close the term financing.

Acquisitions

Andrews Kurth Kenyon lawyers have helped clients purchase and sell billions of dollars of energy assets. In the sale of wind or solar power plants, we guide clients as they buy or sell their interests including in transactions that are structured as stock or asset sales.

Representative Renewable Energy Experience

- Represented ACWA Power in several matters including:
 - The financing of the 200MW DEWA Solar IPP. The project, which achieved financial close in July 2015, is a landmark transaction in a number of respects: the tariff offered is the lowest in the world for a utility scale PV project, and this is the first utility scale IPP in the Emirate of Dubai.
 - The financing of the 100MW Kathu CSP. The Kathu CSP will be one of the world's largest Solar Tower projects in the world and the financing of the project is a landmark for projects in sub-Saharan Africa in terms of the diversity of the lending group (which includes international development banks, international commercial banks and local commercial banks).
 - The development of a 50MW PV power plant in Mafraq, Jordan.
 - The development of a 50MW PV power plant in Benban, Egypt.
 - The financing and development of the 50MW Bokpoort CSP plant in the Northern Cape province of South Africa, the only CSP project in the second round of the Department of Energy's renewable power procurement programme. Awarded 'Africa Renewable Deal of the Year 2013' by *Project Finance International*.
- Represented IFC, EIB and EKF in relation to the financing of the 117MW Tafila wind power project in the Hashemite Kingdom of Jordan, the first project to achieve financial close in Round 1 of Jordan's renewable program. Awarded the 'Middle East Renewables Deal of the Year 2013' by *Project Finance Magazine*.
- Represented Green Watts in relation to the development and financing of an 83MW wind power project in Rajef, Jordan, with IFC, Proparco and EBRD as lenders.

RENEWABLE ENERGY AND WATER (CONTINUED)

- Represented the Government of Oman (through RAWEC and OPWP) in relation to the development of a 50MW wind power project to be located in the Dhofar region of the Sultanate of Oman. The project was developed jointly with Mubadala.
- Represented solar developers in negotiating joint venture agreements, power purchase agreements, solar renewable energy credit purchase and sale agreements, interconnection agreements, net metering agreements, EPC contracts and lease agreements for distributed generation solar facilities.
- Represented the sponsors as primary development counsel and primary finance counsel to AEI and Pattern Energy Group LP for the \$245 million development and financing of Parque Eolico El Arrayain SpA's 115 MW wind power project. The project, which is located on the Pacific Ocean about 250 miles northeast of Santiago, Chile, is jointly owned by AEI, Pattern and Antofagasta Minerals SA.
- Represented BMR Jamaica Wind Limited in a non-recourse project financing co-lent by the International Finance Corporation, the IFC-Canada Climate Change Program and the Overseas Private Investment Corporation. The wind facility will sell power to the Jamaica Public Service Company under a 20-year power purchase agreement.
- Represented a developer in connection with a power purchase agreement and construction agreement for a 20 MW solar photovoltaic generation facility.
- Represented a developer in connection with a power purchase agreement for a 40 MW solar photovoltaic generation facility.
- Represented Renewable Energy Systems Americas Inc. in its 20-year power purchase agreement with Microsoft Corporation for all of the energy and renewable energy credits generated by the 110 MW Keechi Wind project in North Texas.
- Represented an electric cooperative on the negotiation and finalization of a solar power purchase agreement.
- Represented Duke Energy Renewables in the development and project financing of the Los Vientos Windpower project, an approximately 2 phase 400 MW wind farm in Harlingen, Texas.
- Represented a municipal electric utility consortium in the long-term power purchase agreement for a planned 200 MW solar thermal facility.
- Represented an electric cooperative in connection with a power purchase agreement for a solar photovoltaic generation facility.
- Represented Duke Energy Renewables in its 25-year power purchase agreement with CPS Energy and Austin Energy in relation to the Los Vientos Windpower projects.
- Represented a major domestic renewable energy developer in the acquisition, financing and development of five ground-based utility scale solar photovoltaic projects totaling over 100 MW.
- Represented Duke Energy in connection with the project financing of a 14 MW AC solar-powered facility.
- Represented developer in connection with a 20 MW solar photovoltaic generation facility.
- Represented a contractor in connection with the construction, and operation and maintenance agreements for an approximately 580 MW solar photovoltaic generation facility.
- Represented Ridgeline Energy LLC, the developer of a 120 MW wind farm.
- Represented the borrower/sponsor in negotiation of the construction/term project financing of the underlying 101.2 MW wind farm, and the related wind energy power purchase agreement with the Puerto Rico Electric Power Authority.
- Represented Rockland Wind Farm LLC in the negotiation and documentation of its construction and term financing for the Rockland Wind Farm.
- Represented Starwood Energy Group in the acquisition of early-stage development rights and the development, construction financing, tax equity financing and wind hedge of Phase I of the Stephens Ranch wind farm.



- Represented the sponsors in the development and financing of an approximately 40 MW biomass project.
- Served as Texas counsel in connection with the acquisition by MetLife and Longsol of a 30 MW solar-powered facility.
- Represented an affiliate of a major utility in the acquisition of three utility-scale solar projects in operation or under construction, totaling 26 MW of nameplate capacity.
- Represented an affiliate of a major renewable energy company in the acquisition of a number of early-stage utility-scale projects.
- Represented a major international company in connection with the portfolio divestiture of 12 solar photovoltaic generation facility developments, representing approximately 240 MW.
- Represented the developer in the proposed acquisition of development assets related to two solar projects, having an aggregate nameplate capacity in excess of 100 MW.
- Represented a major domestic renewable energy developer in the acquisition of the early stage development assets of a 26+ MW ground-mounted solar project which, when completed, will be the largest solar project on a brownfield site in the United States.
- Represented a developer in connection with the disposition of a 68% interest in, and the construction, equipment supply, and operation and maintenance agreements for, an approximately 110 MW solar thermal generation facility.
- Represented Blackrock Alternative Investments and Eurus Energy Group in their acquisition of a portion of the cash equity in Spearville 3, LLC 100.8 MW wind farm from EDF Renewable Development, Inc.
- Represented Cape Vincent Wind Power, LLC in an asset purchase and sale of 76.5 MW wind development project.
- Represented Duke Energy Renewables in its acquisition of the 400 MW early-stage La Brisa wind farm.
- Represented Pattern Renewables LP in its membership interest purchase and sale of Alder Stream Wind LLC, the owner of 240 MW wind development project.
- Represented Barclays Capital and AIG Financial Products in their joint bid to acquire Horizon Wind Energy, a wind energy developer based in Houston, Texas, that possessed a project portfolio consisting of 559 MW of operating capacity, and 997 MW under development and construction in seven states, from Goldman Sachs.
- Represented various developers in the first round of the Egyptian Feed-in Tariff.

Andrews Kurth Kenyon has been assisted by Open Chance in all of its Egyptian renewable energy activities.





OIL AND GAS

Andrews Kurth Kenyon has represented clients in the energy industry for more than a century. With nine partner and senior-level attorneys practicing in upstream oil and gas matters, we present one of the deepest benches available in the Middle East and Egypt. As counselors to domestic and international oil and gas leaders, we use our experience in all facets of the oil and gas industry to guide a range of clients including:

- **Independent producers**
- **Major international oil companies and national oil companies**
- **Energy services companies**
- **Financial institutions, equity funds and royalty trusts**
- **Midstream and downstream treating and processing operations**
- **Transportation and pipeline companies**
- **Refiners**

Andrews Kurth Kenyon's experience extends to oil and gas acreage, asset and entity acquisitions, and transactions involving exploration, production, development and transportation. The projects for which we have provided counsel include large, complex onshore and offshore oil and gas ventures across the globe. In Egypt, we have recently conducted a training session for oil and gas professionals attended by various industry and government leaders, including EGPC.

In connection with our oil and gas counsel, our lawyers provide:

- Acquisitions counsel
- Finance counsel
- Corporate and operational oil and gas counsel
- Pipeline and storage representation
- Liquid natural gas counsel

In addition, Andrews Kurth Kenyon advises clients on issues involving environmental, tax, real estate, corporate/partnership, securities, antitrust, maritime, bankruptcy, litigation, international and labor matters.



Hugh Fraser, AKK partner, conducts offshore oil and gas training in Cairo, June, 2016. - Photo by: Hady Nabil



Industry and government officials attend AKK's oil and gas training at Intercontinental City Stars Hotel, June, 2016. Photo by: Hady Nabil

Acquisitions Counsel

Whether an acquisition involves a single asset or an entire integrated oil and gas company, Andrews Kurth Kenyon offers complete and strategic representation. Working with local counsel as necessary, our lawyers assist in all phases of the acquisition process including:

- Finalizing details of deal structure, transfer of title, tax, lien priority and securities compliance
- Negotiating and drafting transaction documents
- Ensuring that due diligence, title, contract issues, environmental assessments and regulatory review are properly completed
- Obtaining third-party consents and waivers, such as consents to assign and preferential purchase rights

We have experience in a broad range of oil and gas assets, property and entity acquisitions, and exploration, production, development and transportation transactions. Our work involves onshore and offshore oil and gas projects throughout the U.S. as well as international oil and gas transactions in Africa, Asia, Central Asia, Europe, the Middle East and South America. In connection with our oil and gas experience, Andrews Kurth Kenyon also provides environmental, tax, real estate, corporate/partnership, securities, antitrust, maritime, bankruptcy, litigation, international and labor advice and support with respect to issues which may arise in the course of an oil and gas transaction.

Finance Counsel

Andrews Kurth Kenyon represents lenders, underwriters and borrowers on all types of oil and gas financing transactions. We advise clients on lien and security issues unique to oil and gas property investments and help structure a variety of investment and financing vehicles including:

- Asset monetization/securitization
- Equipment financing/leasing
- Master Limited Partnerships
- Mezzanine financing
- Net profit interests
- Production payment financing
- Reserve-based financing
- Royalty trusts
- Structured financing

Corporate and Operational Oil and Gas Counsel

Andrews Kurth Kenyon lawyers have hands-on knowledge and top-to-bottom experience of how the energy industry works. Clients benefit from our practical perspective and integrated approach on all aspects of exploration, production, development and operation of oil and gas properties.

From the initial seismic and exploration activities through product marketing, refining and storage, clients seek our guidance on all aspects of the oil and gas industry including:

- **Contracts and Agreements**—Negotiating and drafting exploration and production concessions, seismic licenses, drilling contracts, participation agreements, pooling and unitization agreements, joint operating agreements, farm-in and farm-out agreements, master service agreements and site access agreements.
- **Interest Payments**—Structuring overriding royalty interest, net profits interest and production payment arrangements.
- **Production Agreements**—Preparing arrangements for oil and gas gathering, transportation, shipping, treating, processing and production handling.
- **Storage Facilities**—Developing reservoir and salt dome storage facilities and arranging for product storage.
- **Agreements and Sales**—Documenting natural gas, crude oil and petroleum product sales agreements, swap agreements, hedge agreements and other derivatives.
- **Risk Mitigation**—Providing project structuring advice and addressing indemnity, insurance and risk management issues.



Representative Oil and Gas Experience

- Represented PetroChina in certain joint venture matters relating to its concession in Afghanistan.
- Represented Chinese Petroleum Company (Taiwan) in its acquisition from Sinopec of a participating interest in the Agadem prospect in Niger.
- Represented PetroChina in joint venture matters relating to its Iraqi concession, including lifting and marketing agreements.
- Represented Globelec in its acquisition of a large power generating portfolio in Central America.
- Represented Enron in the development of an integrated power project in Benin and Nigeria, including development of offshore gas production and associated pipelines, a power plant in Benin and a trans-West Africa onshore pipeline system.
- Represented British Gas in negotiations to bring offshore gas reserves to shore in connection with the development of an independent power plant in the Philippines.
- Represented G2X Energy in the development of its Pampa, Texas-based methanol plant. After building commercial quantities of inventory on site, the plant shipped its first two railcars of IMPCA specification methanol and will continue to ship railcars on a daily basis to customers throughout the Texas Panhandle region. This plant represents a rebirth of the petrochemical business in the Texas Panhandle, and the beginning of G2X's further expansion into North America.
- Represented BP Products North America Inc. (BP) in its \$350 million joint venture with Kinder Morgan, Inc. (Kinder Morgan), in which Kinder Morgan purchased 15 refined products terminals from BP and contributed 14 of the terminals into a new joint venture entity owned 75% by KM and 25% by BP.
- Represented Enterprise Products Partners L.P. in the \$1.5 billion sale of its offshore Gulf of Mexico pipelines and services business to Genesis Energy, L.P.





- Represented FourPoint Energy, LLC in its \$385 million acquisition of Chesapeake Energy's remaining Western Anadarko Basin oil and gas assets, including an interest in nearly 3,500 producing wells primarily in the Granite Wash, Missourian Wash, Upper and Lower Cleveland and Tonkawa formations. Further, represented FourPoint Energy, LLC in raising new equity proceeds, effecting an exchange of equity for debt, and restructuring its credit facility and senior debt.
- Represented Energy Transfer Partners, LP in its \$650 million acquisition of certain interests in PennTex Midstream Partners, LP.
- Represented a South American pipeline company in its \$220 million financing for the first oil pipeline between Argentina and Chile.
- Represented Sinopec in its acquisition of all of Occidental Petroleum's assets in Argentina. Sinopec, China's largest oil and gas company and Asia's largest crude oil refiner, purchased from Occidental Petroleum Corporation (Oxy) all of Oxy's oil and gas business in Argentina, including 23 concessions located in three Argentine provinces. The transaction was valued at \$2.45 billion, and *Latin Lawyer* named this acquisition runner-up for its Deal of the Year award.
- Represented Bahrain's National Oil and Gas Authority on the creation of a new operating JV and the negotiation of a 20-year development and production sharing for the further development of the Bahrain oil field and Khuff gas field.
- Represented Sinopec in an \$840 million EPCC project for onshore and offshore gas infrastructure development financed by the China Development Bank (including offshore pipeline from FPSO gas processing plant, onshore pipelines from GPP to power plant and a CALM buoy system).



CORPORATE, STRUCTURED AND PROJECT FINANCING

Andrews Kurth Kenyon advises on the development of power projects, including real estate matters, interconnection arrangements, power purchase and energy hedging arrangements, major equipment purchase contracts, construction contracts and operation and maintenance agreements. We help ensure that ownership and deal structures and contractual provisions are optimized, coordinated and financeable. Our lawyers regularly work with borrowers, lenders and tax equity investors in structuring and negotiating non-recourse development, construction and long-term debt and other financing arrangements.

We regularly advise on:

- Corporate governance
- Intellectual property and technology licensing
- Joint ventures
- Management buyouts
- Mergers and acquisitions of public and privately-held companies

Our long-standing involvement with the venture capital and private equity communities has proven to be an important resource for our clients as their companies grow and compete in the marketplace.

Representative Corporate, Structured and Project Financing Experience

- Represented Enterprise Products Partners L.P. in its joint venture with Occidental Petroleum Corporation to jointly develop a new cryogenic natural gas processing plant, which will be owned by Delaware Basin Gas Processing LLC, a company owned 50/50 by Enterprise and Occidental.
- Assisted a Guatemalan client in the greenfield development and project financing of a 140 MW Monterrey, Mexico-based power project which is importing gas from the United States and exporting power to Guatemala. This is the first time that Henry Hub gas pricing for power generation has been available in Central America.
- Represented BMR Jamaica Wind Limited in a non-recourse project financing for a 36.3MW wind farm in St. Elizabeth Parish, Jamaica (\$62.7 million).
- Represented Sunrise Luxury Living and Carnelian Bay Group in acquisition of 10 acres and the financing for the construction of a 240-unit apartment project in West Houston using a 1031 “improvements” exchange structure (\$36 million).
- Represented Quantum Utility Generation, LLC in the development and sale of a 26 MW solar project in Guam.


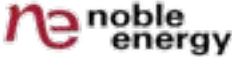




- Represented Cheniere Energy in the construction and term loan financing of the first four export liquefaction trains of the Sabine Pass LNG Liquefaction Project, comprising \$4.4 billion of commercial bank debt and \$1.5 billion of debt issued or covered by The Export-Import Bank of Korea and Korea Trade Insurance Corporation (\$5.9 billion).
- Represented Williams in the sale of their Canadian natural gas liquids midstream businesses to Inter Pipeline Ltd (\$1.35 billion).
- Represented LDR, a global medical device manufacturer focused on spinal surgical technology, in its sale to Zimmer Biomet Holdings, Inc. (\$1.1 billion).
- Represented BP in its sale of 15 refined products terminals to Kinder Morgan, and joint venture with Kinder Morgan in which Kinder Morgan contributed the terminals to a new jointly owned entity (\$350 million).
- Represented COOEC, a subsidiary of China National Offshore Oil Corporation, in the formation of a joint venture with Fluor named COOEC-Fluor Heavy Industries Co., Ltd. (\$1.95 billion).
- Represented Energy Transfer in its acquisition of a natural gas processing plant, an NGL fractionator and mainline and gathering pipelines from Exxon Mobil Corporation (\$370 million).
- Represented Enterprise in the sale of its offshore Gulf of Mexico pipelines and services business to Genesis Energy, L.P. (\$1.5 billion).
- Represented Mavenir, a leading provider of software-based networking solutions for mobile carriers, in its merger with Mitel (\$560 million).
- On June 30, 2015, Inter-American Development Bank (“IDB”) closed on a US\$300 million secured A/B loan facility to Klabin S.A. (“Klabin”). The proceeds of the loan were to be used by Klabin to finance (i) equipment capital expenditures and (ii) working capital in connection with the design, development, financing, construction, ownership, operation, maintenance and closure of a state-of-the-art eucalyptus/pine plantation-based pulp mill with an annual production of one million five hundred thousand (1,500,000) tons and related facilities, including a two hundred and seventy (270) MW biomass electricity generation facility, a forty-two (42) kilometer two hundred and thirty (230) kv transmission line, a twenty-two (22) km secondary railway and storage facilities in the port of Paranaguá, State of Paraná, Brazil.
- On June 16, 2015, the Inter-American Development Bank (“IDB”), as lender and administrator of the China Co-Financing Fund for Latin America and the Caribbean (the “IDB Fund”), closed on a US\$125 million A/B loan facility to Brazilian Securities Companhia de Securitização (the “Borrower”) consisting of (a) an A Loan of up to US\$75 million (US\$50 million funded by IDB, and US\$25 million funded by the IDB Fund) and (b) a B Loan of up to US\$50 million. The proceeds of the loan were to be used by the Borrower to purchase certain real estate agreements and/or securities issued under the applicable law of the Federative Republic of Brazil.
- On February 25, 2015, the Inter-American Development Bank (“IDB”) closed on a US\$80 million A/B loan facility to Banco Pichincha C.A. The proceeds of the loan were to be used to increase the availability of financing for micro- and small-business owners in Ecuador and increase access to financial services for the population of the base of the pyramid in Ecuador.
- On June 13, 2014, at a private signing ceremony in the city of Belo Horizonte, State of Minas Gerais, Brazil, president Luis Moreno of the Inter-American Development Bank (“IDB”) (as lender and administrator of the China Co-Financing Fund for Latin America and the Caribbean) closed on a US\$150 million loan facility to Banco de Desenvolvimento de Minas Gerais (“BDMG”), the development bank of the State of Minas Gerais. The proceeds of the loan were intended to support BDMG’s financing of municipal infrastructure and basic services projects and equipment in State of Minas Gerais.





IPO

With our clients Andrews Kurth Kenyon plans for success. One recognized measure of success is a business’s development and growth to the point that it is able to attract public investment through an initial public offering (“IPO”). Andrews Kurth Kenyon possesses top-shelf experience in escorting its clients into the public markets. Combined with the Egyptian experience of Open Chance, our team offers a rare combination of local and international prowess in this market segment. Andrews Kurth Kenyon’s renowned IPO practice includes the following recent successes:

<p>Hess Midstream Partners LP</p> <p>Goldman, Sachs & Co.; Morgan Stanley</p> <p style="text-align: right;">Pending</p> <hr/> <p>IPO; Underwriter Counsel</p>  <p style="text-align: right;">Pending</p>	<p>Noble Midstream Partners LP</p> <p>Barclays; Baird; J.P. Morgan</p> <p style="text-align: right;">September 2016</p> <hr/> <p>IPO; Issuer Counsel</p>  <p style="text-align: right;">\$323,000,000</p>	<p>Green Plains Partners LP</p> <p>Barclays; BofA Merrill Lynch; Credit Suisse; Macquarie</p> <p style="text-align: right;">July 2015</p> <hr/> <p>IPO; Issuer Counsel</p>  <p style="text-align: right;">\$172,500,000</p>
<p>Black Stone Minerals, L.P.</p> <p>Barclays; BofA Merrill Lynch; Citigroup; Credit Suisse</p> <p style="text-align: right;">May 2015</p> <hr/> <p>IPO; Underwriter Counsel</p>  <p style="text-align: right;">\$427,500,000</p>	<p>Peak Resorts, Inc.</p> <p>FBR; Stifel</p> <p style="text-align: right;">November 2014</p> <hr/> <p>IPO; Underwriter Counsel</p>  <p style="text-align: right;">\$90,000,000</p>	<p>Landmark Infrastructure Partners LP</p> <p>Baird; Raymond James</p> <p style="text-align: right;">November 2014</p> <hr/> <p>IPO; Underwriter Counsel</p>  <p style="text-align: right;">\$50,400,000</p>

Dominion Midstream Partners LP

Citigroup; Barclays

October 2014

IPO; Underwriter Counsel



\$422,625,000

JP Energy Partners LP

Barclays; BofA Merrill Lynch

October 2014

IPO; Underwriter Counsel



\$275,000,000

CONE Midstream Partners LP

Wells Fargo Securities;
BofA Merrill Lynch; Citigroup;
J.P. Morgan

September 2014

IPO; Issuer Counsel



\$442,750,000

Independence Contract Drilling, Inc.

Morgan Stanley

August 2014

IPO; Issuer Counsel



\$126,500,000

Spark Energy, Inc.

Baird; Stifel

August 2014

IPO; Underwriter Counsel



\$92,000,000

Cheniere Energy Partners LP Holdings LLC

Goldman, Sachs & Co.; Morgan Stanley; Credit Suisse; RBC Capital Markets

December 2013

IPO; Issuer Counsel



\$720,000,000

Arc Logistics Partners LP

Citigroup; Barclays

November 2013

IPO; Underwriter Counsel



\$128,950,511

Mavenir Systems, Inc.

Morgan Stanley;
BofA Merrill Lynch;
Deutsche Bank Securities

November 2013

IPO; Issuer Counsel



\$54,500,000

LDR Holding

Piper Jaffray; William Blair

October 2013

IPO; Issuer Counsel



\$86,250,000

OCI Partners LP

BofA Merrill Lynch;
Barclays; Citigroup

October 2013

IPO; Underwriter Counsel



\$315,000,000

Phillips 66 Partners LP

J.P. Morgan; Morgan Stanley

July 2013

IPO; Underwriter Counsel



\$434,441,250

Marlin Midstream Partners, LP

Stifel; Baird

July 2013

IPO; Underwriter Counsel



\$137,500,000

Independent Bank Group, Inc.

Sandler & O'Neill; Evercore;
Keefe Bruyette & Woods

April 2013

IPO; Issuer Counsel



\$95,680,000

MPLX L.P.

UBS Investment Bank;
BofA Merrill Lynch

October 2012

IPO; Underwriter Counsel



\$437,690,000

Susser Petroleum Partners LP

BofA Merrill Lynch; Barclays

September 2012

IPO; Underwriter Counsel



\$224,000,000

PetroLogistics LP

Morgan Stanley; Citigroup;
UBS Investment Bank

May 2012

IPO; Underwriter Counsel



\$600,000,000

Laredo Petroleum Inc.

J.P. Morgan; Goldman, Sachs &
Co.; BofA Merrill Lynch; Wells
Fargo Securities

December 2011

IPO; Underwriter Counsel



\$450,000,000

Mid-Con Energy Partners LP

RBC Capital Markets; Raymond
James; Wells Fargo

December 2011

IPO; Issuer Counsel



\$97,200,000

Rose Rock Midstream, L.P.

Barclays; Citigroup

December 2011

IPO; Issuer Counsel



\$140,000,000

RenTech Nitrogen Partners, L.P.

Morgan Stanley; Credit Suisse

November 2011

IPO; Underwriter Counsel



\$300,000,000

LRR Energy, L.P.

Wells Fargo Securities;
Raymond James; Citigroup;
RBC Capital Markets

November 2011

IPO; Issuer Counsel



\$201,552,000

American Midstream Partners, LP

Citigroup; BofA Merrill Lynch;
Morgan Stanley; Credit Suisse

August 2011

IPO; Issuer Counsel



\$75,000,000

Oiltanking Partners, L.P.

Citigroup; Barclays; J.P. Morgan;
Morgan Stanley

July 2011

IPO; Underwriter Counsel



\$437,690,000

Salient MLP & Energy Infrastructure Fund

Stifel; Oppenheimer & Co.; RBC
Capital Markets

May 2011

IPO; Underwriter Counsel



\$140,000,000

CVR Partners, LP

Morgan Stanley; Barclays;
Goldman, Sachs & Co.

April 2011

IPO; Underwriter Counsel



\$353,280,000

Kinder Morgan

Goldman, Sachs & Co.; Barclays

February 2011

IPO; Underwriter Counsel



\$3,300,000,000



LNG

Andrews Kurth Kenyon has a well-respected, worldwide LNG practice, with a major part of its experience being centered around lawyers who regularly practice in the Middle East.

Moving an LNG project from inception to completion involves many players and many levels of risk. We help our clients to identify the risks inherent at each stage of an LNG project as well as to identify solutions to mitigate those risks.

Andrews Kurth Kenyon's practice crosses all aspects of international LNG transactions, including the regulatory approval process, corporate matters (including entity selection, corporate governance and joint venture considerations), engineering, procurement and construction contracts, long-term off-take agreements and terminal use agreements, gas supply and transportation agreements, operation and maintenance agreements, corporate, structured and project finance and securities offerings (including master limited partnerships). Our cross-disciplinary approach offers clients information to identify and manage risks involved in each aspect of an LNG transaction, and to minimize the likelihood that the identified risks in one aspect of the transaction can have unanticipated consequences in another.

Long-Term Off-Take Agreements, Terminal Use Agreements, and Gas Supply and Transportation Agreements

Our clients rely on our lawyers' proven experience to help them make strategic decisions about the structuring of LNG sale and purchase agreements (SPAs), terminal use agreements (TUAs), gas supply agreements and gas

transportation agreements, including analysis of the risks and benefits of alternative contracting formats and negotiating strategies.

We have advised on a broad scope of LNG SPAs and TUAs, including multi-year use-or-pay liquefaction tolling agreements, as well as gas supply and transportation agreements. Our lawyers in our Dubai, Houston and Beijing offices are well-versed in these agreements, including the optimal choice of law in international LNG projects.

Our lawyers help clients in the offshore LNG and shipping sectors with the purchase, construction and chartering of floating storage and regasification vessels (FSRUs), floating liquefaction vessels (FLNG) and LNG tankers. We provide advice on bespoke and model form agreements for projects in all of the world's key energy jurisdictions.

In Asia, our lawyers' experience includes advising:

- On the \$1.3 billion financing for the Bontang LNG Project in Indonesia secured by two long-term LNG supply contracts.
- An Australian energy company in the partial sale of its interests in the Gladstone LNG project to international oil companies and related joint venture arrangements with its new partners.
- Tokyo Gas on tolling agreements with U.S. LNG facilities.

In Europe, our lawyers' experience includes advising:

- European Investment Bank on the financing of the GATE LNG regasification terminal and its subsequent expansion financing in the Netherlands.

In the Middle East, our lawyers' experience includes advising:

- A confidential client on the development of a floating storage and regasification unit (FSRU) project in the Middle East.
- A confidential client on a Master LNG sales agreement with Qatargas.
- A GCC government buyer on a long-term LNG sale and purchase agreement.
- A floating LNG provider on an FSRU time charter party in the United Arab Emirates.
- A vessel owner on bid advice for an FSRU project in Kuwait.
- Emirates LNG on the development of an LNG import terminal in the Middle East.
- A confidential client on a liquefaction tolling agreement.
- A confidential Asian sovereign wealth fund on its proposed investment in a North American LNG export project.

In the Americas, our lawyers' experience includes advising:

- A Quantum and Wartsila joint venture in El Salvador on the development of an LNG Regas Facility and related natural gas-fired power plant.
- A confidential client in Mexico on the sale of LNG volumes to Pemex.
- A confidential client in Mexico on the prospective acquisition of an LNG import facility.
- DKRW in the development of the Sonora LNG project.
- Sabine Pass LNG LP in the development and financing of its Louisiana regasification project.
- A construction contractor on a Mississippi LNG terminal.

Corporate, Structured and Project Financing

Andrews Kurth Kenyon lawyers regularly assist LNG clients, and other energy-focused businesses, in private and public offerings of debt and equity securities. We advise on structuring joint venture arrangements and organizations and negotiating ownership and operating agreements.

Our lawyers have extensive experience in financing industrial projects such as LNG facilities, petrochemical facilities and power projects. Our lawyers have extensive experience in project financing industrial projects such as LNG facilities, petrochemical facilities and power projects.

Andrews Kurth Kenyon was involved in the creation of the first publicly traded master limited partnerships ("MLPs") in the early 1980s and served as issuer's counsel on the first "drop down" MLP in 1983. From the beginning, we have been a market leader in MLP transactions due to our deep experience in addressing the complex partnership, securities, tax and business issues associated with creating, governing and growing an MLP.

Our capital market transactions relating to LNG include:

- Cheniere Energy, Inc. in its \$625 million registered direct offering of convertible senior notes (March 2015).
- Cheniere Energy Partners, L.P. in its \$365 million registered direct offering of MLP common units (March 2013).
- Cheniere Energy Partners, L.P. in its \$1.5 billion sale of unregistered MLP Class B Units to an affiliate of a large private equity fund (August 2012).
- El Paso Pipeline Partners, L.P. in its \$500 million offering of investment grade debt.
- Sabine Pass LNG, L.P. in its \$420 million issuance of Senior Secured Notes due 2020 and its concurrent tender offer for its Senior Secured Notes due 2013.
- Advising on corporate governance and internal controls that maintain the integrity of operations and reputations, as well as compliance with SEC and stock exchange-required rules, and counseling issuers and special committees on complex fiduciary duty and ethical questions.
- Currently representing the underwriters in connection with the pending IPO of Dominion Midstream Partners LP. Dominion Midstream will own a preferred equity interest in Dominion Cover Point LNG, LP, which owns LNG storage, regasification and transportation assets, and is actively pursuing the development of natural gas export/liquefaction facilities.
- Represented the underwriters in connection with the IPO of Arc Logistics Partners LP in November 2013. Arc Logistics' assets include a minority interest in Gulf LNG Holdings Group, LLC, which owns an LNG regasification and storage facility in Pascagoula, Mississippi.



DISPUTE RESOLUTION

Andrews Kurth Kenyon attorneys handle a wide range of international disputes. Our experience extends to many industries, including energy and construction, and spans the entire globe. We have advised clients on international arbitration issues arising out of China, Eastern Europe, Latin America, the Middle East, North Africa and Sub-Saharan Africa. We have advised or represented clients in international arbitrations administered by leading institutions including:

- **Cairo Regional Centre for International Commercial Arbitration (Open Chance also)**
- **International Centre for Dispute Resolution (ICDR)**
- **International Chamber of Commerce (ICC)**
- **London Court of International Arbitration (LCIA)**
- **International Centre for Settlement of Investment Disputes (ICSID) and Additional Facilities**
- **Singapore International Arbitration Center (SIAC)**

Andrews Kurth Kenyon's experience includes representing and advising clients in disputes arising out of bilateral investment treaties and the North American Free Trade Agreement (NAFTA), ad hoc arbitrations under the United Nations Commission on International Trade Law (UNCITRAL) Arbitration Rules and the Arbitration and Conciliation Act 1990 (Nigeria).

In addition, Open Chance has maintained a premier domestic Egyptian litigation and arbitration practice, advising clients in dispute resolution negotiations, arbitration and litigation proceedings to optimal conclusion for over ten years. Our advice is professional, timely, and tailored to the specifics of the matter at hand.

INTELLECTUAL PROPERTY

By virtue of adding about 50 lawyers from the former Kenyon & Kenyon firm, Andrews Kurth Kenyon is one of the premier intellectual property law firms in the world. From its early days, Kenyon & Kenyon handled patent litigation cases involving the pioneer patents in the electric power and light industries. Partner William Kenyon argued a case in the U.S. Supreme Court involving the Charles F. Brush patent on electric arc lights. Kenyon, along with Partner William Witter, defended numerous independent incandescent lamp manufacturers in patent cases involving Thomas A. Edison's lamp patent, which later become known as the famous "Edison Light Bulb" patent cases. Andrews Kurth Kenyon now offers a full complement of intellectual property services, and are well-positioned to assist our international clients in such diverse matters as patent protection, IP litigation and ICT transactions.



- We represent Volkswagen AG, Volkswagen Group of America, Audi AG and Audi of America in the *Matter of Certain Hybrid Electric Vehicles and Components Thereof*, 337-TA-998, filed in 2016 before the International Trade Commission. This matter focuses on the import of hybrid vehicles and the control of the powertrain of hybrid electric vehicles.
- Baseball and softball will return to the 2020 Olympics in Tokyo, in no small part due to the efforts of Andrews Kurth Kenyon partner Edward Colbert, who also serves as General Counsel for the World Baseball Softball Confederation. Colbert drafted the articles of association for the World Baseball Softball Confederation, and helped combine the formerly separate International Federations for Baseball (IBAF) and for Softball (ISF) into one combined sports federation recognized by the International Olympic Committee - The World Baseball Softball Confederation. He participated in meetings with Major League Baseball and the MLB Players Association, as well as the Japan, Korea and Taiwanese professional baseball commissioners, garnering their support to urge the IOC to return these sports to the Olympic Games.
- We represent the USOC on all trademark contested matters and advise on contracts. The firm was consulted about and worked with the Rio 2016 Organising Committee for the Olympic Games (OCOG) and the IOC on matters involving the games, and handled a lawsuit that led to the complainant withdrawing its complaint.

- In a case closely followed and reported on in Silicon Valley due to its potentially wide-reaching implications, we won a major victory for start-up client Pintrips, protecting the company against a trademark infringement suit filed by social-media giant Pinterest Inc. In the judgment and decision issued after a seven-day trial, U.S. District Judge Haywood Gilliam Jr. ruled that Pinterest did not own or control the use of the word “pin” in the Internet space despite the registrations for “PIN” owned by Pinterest. Pintrips use of “pin” was held to be a fair use under the Lanham Act based on the term’s origin and broad use in electronic communication. The Court also held that trademark PINTRIPS did not infringe on the trademark PINTEREST. Pinterest did not appeal.
- In a case involving events surrounding the breakup of the Soviet Union and numerous foreign players, we successfully represented William Grant & Sons, Inc. in a case brought by an agency of the Russian Federation government, seeking to seize control of the trademarks STOLICHNAYA and STOLI in the United States, and seeking an award of damages against those companies selling products under the STOLI marks in this country. The Southern District of New York dismissed all counts against the client, and that was then appealed to the Second Circuit Court of Appeals. The appellate court dismissed all counts against our client, except the count claiming infringement under Section 32 of the Lanham Act, which was remanded for further proceedings before the district court.
- We achieved a favorable settlement for our client Sony in a global, high-profile dispute against LG Electronics, representing Sony in five U.S. litigations (including four ITC cases) involving patents pertaining to liquid-crystal display televisions and monitors, mobile phones and Blu-ray DVD technology.
- We represented Toyota in a high-profile ITC investigation filed along with parallel district court actions by Paice LLC. This patent infringement litigation related to hybrid vehicles manufactured by Toyota and imported into the United States. At stake was Toyota’s ability to continue importing and selling its Prius model, as well as hybrid versions of the Camry and Lexus. The case settled favorably for Toyota. Two of the three asserted patents were found not infringed in the district court action and the remaining issues were settled successfully.
- We defended Olympus and its medical subsidiary against charges of patent infringement brought by an Israeli company, Given Imaging, Ltd., which sought to prevent Olympus from launching its new line of capsule endoscopes. As part of the defense, we succeeded in asserting counterclaims based on Olympus patents that led to a favorable settlement.
- We successfully represented Lenovo, a top PC vendor worldwide, as a respondent against complainant Optical Devices (OD). An administrative law judge granted Lenovo and the other respondents’ motion to terminate the investigation based on OD’s lack of standing to assert all patents at issue in the investigation. The ITC affirmed termination for OD’s lack of standing and remanded the investigation to the ALJ to conduct further proceedings. The ALJ again ruled that OD lacked standing. The ITC upheld the termination of the proceedings due to the lack of standing.
- We represent Airbus S.A.S. and Airbus Americas, Inc. as defendants in a patent infringement litigation, and are challenging the validity of the asserted claims involving four patents before the U.S. Patent and Trademark Office in *inter partes* reexaminations. All claims have been canceled or stand rejected after being found invalid by the USPTO in the reexaminations. A few claims added during the reexaminations of two of the patents remain under review by the USPTO, and the litigation is stayed pending completion of that review.
- We assisted AIG Insurance, a leading international insurance company, in rebranding to Chartis. We also conducted a trademark clearance and filing campaign on behalf of Chartis in 180 countries.



Andrews Kurth Kenyon presents in-depth capabilities within the information and communications technology (“ICT”) industry. For example, we have a number of highly skilled patent attorneys with expertise in this industry. These patent attorneys have, collectively, successfully prosecuted hundreds of patents in this industry, working with industry leaders and start-ups developing state-of-the-art, cutting-edge information and communication technologies. Additionally, our attorneys have litigated numerous cases involving information and communication technologies, defending clients against asserted infringement cases and prosecuting patent infringement cases for patent-owning clients. Our attorneys have also help to license various information and communications technologies and counseled numerous clients on various contracting issues in this industry.

In addition to our wide experience with respect to patent prosecution and litigation, licensing and other contractual protections of intellectual property, we are known for our infrastructure experience in this area. We have worked with numerous clients in forming joint ventures to install computing infrastructure and platforms, including fiber optic projects, wireless projects and data hosting. Further, we have worked with sponsors, contractors and suppliers involved in the physical installation of such systems. We recognize the central role within SCA of state-of-the-art communications systems, both to facilitate the extensive development being undertaken there, as well as to develop an independent ICT center that projects throughout Egypt and internationally, and are confident that our abilities and experience in this area will serve the SCA well as it progresses this agenda.

Representative ICT Experience

Andrews Kurth Kenyon attorneys have experience with the following technologies:

Communications/Hardware

- Wired and wireless networks
- Multi-networking communications
- CDMA communications
- IT (including setting up wireless and wired networks, computer building and troubleshooting)
- Complex smartphone technology
- Bluetooth
- Multi-tasking operating systems (OS)
- Fiber optics
- Circuit and semiconductor design
- Network Intercommunication

Software/E-commerce

- Computer programming
- Data processing
- Image processing
- Software firmware applications
- Web browsing
- System design and integration for A/V systems
- Speech/audio/video coding
- Encryption/decryption technologies
- Electronic currency establishment and processing
- Database management
- Recommendation engines
- Bio-Informatics



PORTS AND INFRASTRUCTURE

Andrews Kurth Kenyon has the largest and most comprehensive port practice of any law firm on the Gulf Coast of the United States. Andrews Kurth Kenyon’s association with the Port of Houston Authority dates back to 1902 when Tom Ball, a United States Congressman and co-founder of Andrews Kurth Kenyon, obtained federal financial appropriations for dredging what became the Houston Ship Channel (“Channel”). Congressman Ball officially joined Andrews & Ball (predecessor to Andrews Kurth Kenyon) in 1903 after securing funding for the Ship Channel and declining to run for another congressional term. Today, the Port of Houston is the leading U.S. port in terms of foreign tonnage and second in overall tonnage.

The Houston Port Authority (“Port”) now serves as the sponsor of the Channel, a 50-mile channel that links the City of Houston with the Gulf of Mexico. As such, the Port is responsible for maintenance of the Channel. The Port owns a diverse group of facilities designed to accommodate a variety of cargo, including general cargo, containers, grain, coal, pet coke, dry and liquid bulk and project and heavy lift cargo. In addition, the Authority leases land to others, provides railroad rights-of-way for the Port Terminal Railway Association (“PTRA”), licenses pipeline crossings of its property, and owns and maintains areas for depositing dredged materials. In addition, the Port owns numerous facilities along the channel, including major container terminals at Barbour’s Cut and Bayport.

Over the last twenty years, Andrews Kurth Kenyon has served as Bond Counsel and Special Outside Counsel to the Port on a wide range of matters:

- Financings of Port facilities with debt transactions exceeding \$1 billion
- Legislative matters, including establishing authority for a potential merger with the Port of Galveston and for the creation of the Gulf Coast Rail District and the port security district
- Land use and environmental matters
- Development of the Bayport container terminal
- Redevelopment of the Barbour’s Cut container terminal
- Litigation related to the financial responsibility for pipeline relocation due to deepening and widening of the Channel
- Repurposing and redevelopment of publicly-owned facilities

We have continued to expand our port experience, and are currently in discussions with another Texas port to be counsel on its redevelopment.



PUBLIC PRIVATE PARTNERSHIPS

Public private partnerships bring public and private entities together to finance, develop and build a variety of projects benefiting the community at large. PPP projects allow local governments, such as municipalities, ports and other public entities to partner with private businesses to build facilities, develop infrastructure and provide services that support local communities and improve quality of life for local residents.

Andrews Kurth Kenyon is a recognized leader in structuring and closing complex public private partnership transactions.

PPP projects are often complex, requiring experienced legal counsel with specific understanding of the national and local legal, political and commercial landscapes. The Andrews Kurth Kenyon team of attorneys has represented local governments and private businesses in PPP projects in virtually every sector where PPPs have been used, including sports stadiums, convention centers and hotels, educational facilities and transportation facilities.



We advise on every legal aspect of PPPs including tax structuring, procurement strategy, contractual negotiations and documents and financing.

Our clients include local governmental authorities, such as cities and special districts and authorities, in addition to developers across many industries, including commercial and industrial developers, hotel and resort property developers, national retailers, retail center developers and sports and entertainment district developers.

Andrews Kurth Kenyon's PPP experience is comprehensive. Some of our activities in this area include:

- Every major sports facility in Houston, Texas (U.S.), including Minute Maid Park, NRG Stadium, Toyota Center, BBVA Compass, as well as several major facilities in San Antonio, Texas.
- Scores of public issuing authorities throughout Texas and the United States, for projects ranging from ports to public venues to redevelopment zones.





CHINA PRACTICE

Through our in-depth knowledge of the needs and business practices of our Chinese clients and our understanding of the business connections between China and Egypt, Andrews Kurth Kenyon and Open Chance are uniquely positioned to assist Chinese SOEs and private companies in establishing successful branches and subsidiaries in Egypt, including proactive representation before regulatory and ministerial agencies.

Andrews Kurth Kenyon started its China business in 2001 and has now over 15 years of experience in serving Chinese clients. Our Beijing Office has been officially established since 2005, so as to localize and enhance our comprehensive and professional services to our Chinese clients and to our other clients throughout the world.

Our clients include a number of significant Chinese companies and banks conducting business in China and throughout Asia, the Middle East, Africa and the Americas, as well as Chinese companies and banks that seek to establish and grow their presence internationally. Our particular experience for Chinese clients over the past 13 years has been in the acquisition and disposition of oil and gas interests, infrastructure and power development projects, and financings. Recently, our Beijing Office has also rapidly expanded its intellectual property (IP) practice focused on international IP transactions and protection.



WORLD LAW GROUP



World Law Group

Andrews Kurth Kenyon is an active member of the World Law Group and the head of its Energy, Mining and Clean Technology Practice.

The World Law Group is an invitation-only, global network of leading law firms, with 360 offices and 18,000+ lawyers in major commercial centers worldwide. For nearly 30 years, the firms in World Law Group have built deep personal and professional bonds, attending conferences throughout the year and working closely together on hundreds of substantive projects. Through the World Law Group network, we can assure clients access to first-tier legal assistance, unsurpassed local knowledge and seamless global sophistication virtually anywhere in the world.



Mark Thurber

Partner
Houston, Beijing, Dubai
+1.713.220.4338
mthurber@andrewskurth.com

Mark's practice experience includes work on behalf of developers and investors in connection with major energy and infrastructure projects. With 27 years of experience across all aspects of the energy industry, Mark has an astute understanding of the upstream and midstream oil and gas industry, thermal and renewable power generation, and all aspects of the LNG value chain. Mark has led and participated in a comprehensive range of oil and gas transactions throughout the Americas, Australia, India, Pakistan and the Middle East. He provides counsel on all project documentation, including EPC contracts, production sharing agreements and various forms of financing. He received his J.D. in 1989 from Columbia Law School, where he was Articles Editor of *Columbia Business Law Review*. He earned his M.B.A. in 1981 from Brigham Young University and his B.S., *with high honors*, from Brigham Young University in 1980.



Hugh Fraser

Managing Partner
Dubai
+971.4.567.0797
hfraser@andrewskurth.com

Hugh is the Managing Partner of Andrews Kurth (Middle East) JLT. He is a Scots lawyer, originally from Aberdeen, based in the Middle East for 12 years and with 27 years of experience in the international energy industry. He was the founder and Managing Partner of Hugh Fraser International Legal Consultancy (2003-2013) and the former Group Head of Legal at John Wood Group PLC (1996-2003). He has extensive experience in oil and gas contracts, EPC projects, mergers and acquisitions, joint ventures and international business expansion projects. His career has focused on the international energy sector, with a long-term commitment to the Middle East region, and extensive connections with the North Sea, Gulf of Mexico and the international oil and gas industry. Hugh earned his Bachelor of Laws and Diploma in Legal Practice in 1985 from the University of Aberdeen, and his Diploma in Management Studies in 1986 from The Robert Gordon University.



Bill Cooper

Partner
Washington, DC , Houston
+1.202.662.3044
bcooper@andrewskurth.com

Bill's practice includes all types of capital markets transactions, including IPOs, representing issuers and underwriters as well as mergers, acquisitions and joint ventures. He has particular experience with publicly traded partnerships, or MLPs, including private formation transactions and conflicts committee representation. He received his J.D. from Emory University School of Law in 1995 and his B.A., *cum laude*, from Princeton University in 1987.



Jerry Li

Partner
Beijing
+86.10.8486.2696
jli@andrewskurth.com

Jerry's experience involves international business development primarily in the oil and gas industry. He has worked in 17 countries and has been involved in more than 500 oil and gas projects located in over 50 countries. His experience includes M&A, E&P investment, drilling, seismic, technical service, surface facilities engineering service, offshore operations, EPCC turnkey and trading aspects of the oil and gas industry. Jerry received his Juris Master Degree from Tsinghua University School of Law and his B.A., *with honors*, from Zhengzhou University. He is also a bearer of the US PMP credential.



Vera Rechsteiner

Partner
Washington, DC, Dubai
+1.202.662.2758
vrechsteiner@andrewskurth.com

Vera's practice concentrates on the development, financing, acquisition and disposition of energy, oil and gas, and infrastructure facilities and tax structuring for energy acquisitions and international project development. She has worked on energy, infrastructure and related projects in the U.S. and throughout Latin America, Africa and Asia. She has also advised commercial and multilateral lenders on a variety of structured and corporate finance transactions. Vera is fluent in German, Spanish and French. She received her J.D. in 1985, from The George Washington University Law School and her BSFS in 1979, from Georgetown University - School of Foreign Service.



Chris Richardson

Partner
Houston, Dubai
+1.713.220.4430
crichardson@andrewskurth.com

Chris' practice focuses on a wide variety of domestic and international energy transactions including project development; mergers and acquisitions; LNG projects; strategic joint ventures and investments; engineering, procurement and construction (EPC) contracts; negotiations with or on behalf of foreign governments; upstream and midstream contracts; and corporate governance matters. Chris has represented clients on transactions in dozens of jurisdictions worldwide, with particularly deep experience in Asia, the Middle East, Africa, Russia and Central Asia and the Americas. Chris has lived and work in Abu Dhabi and Hong Kong as well as in Houston. He formerly served as General Counsel of an international oil company. Chris earned his J.D. in 2004 from the University of Virginia School of Law and received his B.A. from Tulane University in 1999.



Patricia Tiller

Partner
Dubai
+971.4.567.0798
ptiller@andrewskurth.com

Patricia is an experienced commercial projects lawyer advising clients on the full life cycle of energy and infrastructure projects, from acquisition and financing to project development. Patricia focuses her practice on LNG, upstream/midstream energy, power and construction. She advises sponsors, developers, government authorities, major E&P companies, independent E&P companies and contractors on innovative and complex projects in the Middle East, Africa, Asia, the Americas and Australia. Patricia has advised on several "first-of-a-kind" projects. She is particularly familiar with market practice in the energy and infrastructure industries throughout the Middle East and Africa, and advises clients on risk management accordingly. She has considerable experience leading negotiations and drafting project agreements in energy-rich countries such as Iraq, UAE, Kuwait, Egypt, Qatar and Oman. Patricia counsels on both the commercial aspects of a project (structuring and drafting mergers and acquisitions and joint ventures) and transactional contracts (including time charter party agreements, production sharing agreements, joint operating agreements, gas/LNG sales agreements and EPC contracts). Patricia received her Bachelor of Laws (*Honors*) from the University of Western Australia.



Yasser Yaqub

Counsel
Dubai
+971.4.567.0767
yyaqub@andrewskurth.com

Yasser focuses his practice on advising sponsors, lenders and governments in respect of the development and financing of power, desalination and other infrastructure projects, as well as privatizations and mergers and acquisitions relating to sectors as diverse as power, shipping, mining, telecommunications and oil and gas across the Middle East, Africa and Asia. Yasser earned his J.D. in 2002, *with honours*, from The College of Law-London. He received his B.A. from Northwestern University in 1998.



Dr. Helal Farghaly

Managing Partner
Cairo
+20.12.2217.1405
dr.helal@openclaw.com

Dr. Helal Farghaly has practiced in the legal and business field for over 43 years. He has unique experience in negotiating and concluding commercial contracts and transactions, real estate development agreements, capital market transactions, business acquisitions, business restructuring, business strategies, logistics and renewable energy business, business alliances, litigation, arbitration, IPR registrations and assignments all on local and international levels. He has also worked as a professor of law in numerous law colleges and institutes. In addition, he has worked as legal counsel for a number of companies in different disciplines of business including IT, real estate development and property management, manufacturing, technology transfer, franchising, OEM, sale and marketing. He has deep experience in commercial, criminal, civil and administrative laws. He has provided a number of research papers to multiple international conferences.



Hadir Helal

Partner
Cairo
+20.12.1100.0052
hadir@openclaw.com

Hadir's experience includes, all types of corporate, capital market and securities laws transactions. Her main areas of practice are IPR, real estate and infrastructure, energy and ICT. Hadir specializes in corporate governance, ensuring that various legal entities of companies follow basic corporate compliance requirements with regard to corporate structure, procedures, documentation and inter-company agreements. She has vast experience in contracts, including drafting, negotiating and concluding several types of commercial transactions and deals. She has also practiced in the area of alternative dispute resolution, in mediation and arbitration. In addition, she is an instructor at the American Bar Association, teaching various CLE courses for law graduate students, including, corporate governance, contracts drafting, client interviewing and corporate law courses. She has also held teaching posts of Business law and Introduction to law courses at the Arab Academy for Science & Technology university in Egypt. Hadir's educational background includes an LLB from the English Section at Cairo University, an LLM in International Comparative Law masters degree from the American University, and Banking Law from Zurich University.

ANDREWS KURTH KENYON LOCATIONS

AUSTIN

111 Congress Avenue
Suite 1700
Austin, Texas 78701
P +1.512.320.9200
F +1.512.320.9292

BEIJING

Room 2007, Capital Mansion
No. 6 Xin Yuan Nan Lu
Chao Yang District
Beijing, China 100004
P +86.10.8486.2699
F +86.10.8486.8565

DALLAS

1717 Main Street
Suite 3700
Dallas, Texas 75201
P +1.214.659.4400
F +1.214.659.4401

DUBAI

Andrews Kurth (Middle East) DMCC
45th Floor
Mazaya Business Avenue, BB2
Jumeirah Lakes Towers
P.O. Box 118273
Dubai, UAE
P +971.4.567.0767
F +971.4.567.0768

HOUSTON

600 Travis Street
Suite 4200
Houston, Texas 77002
P +1.713.220.4200
F +1.713.220.4285

LONDON

Andrews Kurth Kenyon (UK) LLP
16 Old Bailey
London EC4M 7EG
United Kingdom
P +44.20.3053.8300
F +44.20.3053.8299

NEW YORK – BATTERY PARK

One Broadway
New York, New York 10004
P +1.212.425.7200
F +1.212.425.5288

NEW YORK – MIDTOWN

450 Lexington Avenue
New York, New York 10017
P +1.212.850.2800
F +1.212.850.2929

RESEARCH TRIANGLE PARK

4505 Emperor Boulevard
Suite 330
Durham, North Carolina 27703
P +1.919.864.7200

SILICON VALLEY

1801 Page Mill Road
Suite 210
Palo Alto, California 94304
P +1.650.384.4700
F +1.650.384.4701

THE WOODLANDS

Waterway Plaza Two
10001 Woodloch Forest Dr.
Suite 200
The Woodlands, Texas 77380
P +1.713.220.4800
F +1.713.220.4815

WASHINGTON, DC

1350 I Street, NW
Suite 1100
Washington, DC 20005
P +1.202.662.2700
F +1.202.662.2739

OPEN CHANCE LOCATION

CAIRO HEAD OFFICE

Office 701 and 703, 7th Floor
46 El-Thawra Street
Heliopolis, Cairo, Egypt
+20.2.2691.0667



Copyright © 2017 Andrews Kurth Kenyon LLP. Andrews Kurth, the Andrews Kurth logo, Straight Talk Is Good Business and Intelligent Energy are registered service marks of Andrews Kurth Kenyon LLP. Andrews Kurth Kenyon and the Andrews Kurth Kenyon logo are service marks of Andrews Kurth Kenyon LLP. All Rights Reserved. This brochure has been prepared for informational purposes only and does not constitute legal counsel. This information is not intended to create (and receipt of it does not constitute) an attorney-client relationship. Readers should not act on this information without seeking professional counsel. A past performance or prior result is no guarantee of a similar future result in another case or matter. Andrews Kurth Kenyon LLP is a Texas limited liability partnership. Andrews Kurth Kenyon (UK) LLP is authorized and regulated by the Solicitors Regulation Authority of England and Wales (SRA Registration No.598542). Andrews Kurth (Middle East) DMCC is registered and licensed as a Free Zone company under the rules and regulations of DMCCA. Attorney Advertising. 16521H

Open Chance is an independent law firm organized under the laws of Egypt and is not affiliated or integrated in any way with Andrews Kurth (Middle East) DMCC, Andrews Kurth Kenyon (UK) LLP or Andrews Kurth Kenyon LLP.

Prospective clients of Andrews Kurth Kenyon and Open Chance are advised that, under certain circumstances and with the prior approval of the client, lawyers from the two firms may work on the same or a series of related matters in providing professional services to a client. Further, subject to and in accordance with applicable professional ethical obligations, the two firms may in certain instances share fees and expenses as approved by the client, refer clients to each other, conduct common training programs and engage in joint marketing and other collaborative activities. Clients who retain Andrews Kurth Kenyon and Open Chance will be fully advised, through engagement or retention materials, as to all aspects of the relationship pertinent to that engagement.

**ANDREWSKURTH
KENYON**

andrewskurthkenyon.com



openchancelaw.com