

ANDREWS KURTH AND OPEN CHANCE HOTELS AND HOSPITALITY CAPABILITIES



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ANDREWS KURTH/OPEN CHANCE OVERVIEW



Andrews Kurth/Open Chance Overview

Houston-based Andrews Kurth and Cairo-based Open Chance are actively engaged in a collaboration protocol through which our two firms provide the complementary and coordinated sets of legal skills our clients need. Working together, we can supply the full range of domestic and international legal services required to accomplish our clients' objectives.

Andrews Kurth

Founded in 1902, Andrews Kurth is a full-service law firm with 10 offices covering the Middle East, Asia, Europe and the US. Andrews Kurth has maintained a leading reputation in the global energy and infrastructure sectors for more than a century, with a successful track record of depth and breadth that few other firms can match. With over 200 lawyers dedicated to and working in energy and infrastructure, we bring more relevant experience to the table than any firm in the Middle East.

Andrews Kurth works with our clients and across all offices to build the best team for each project, deploying a multi-disciplinary approach that combines legal knowledge, industry experience, local know-how and individual strengths. We strive to provide clients with high quality legal advice that is commercially effective and efficient. No matter what their geographic or business diversity, Andrews Kurth clients can be relied upon to manage large complex multi-jurisdictional transactions and projects.

Open Chance

Open Chance Law Firm was founded in 2001 by Dr. Helal Farghaly. We are an integrated law firm specializing in all legal fields, with a distinctive way of thinking and working, aiming to deliver high quality legal services consistently across multiple jurisdictions and business environments. The firm's approach is to help achieve client objectives in the most efficient and effective way, through the extent of the firm's global reach along with the quality of their collaborative staff and business partners. Effective strategic thinking can only be delivered with a collaborative approach.

The broad scope of practice enables Open Chance to navigate smoothly across issues and practices. Such broadness has enabled the firm to fully understand the needs of our clients and allowed us to better serve their business needs by providing them with full legal assistance in all required legal fields.

Our Collaborative Approach

Andrews Kurth and Open Chance have been working closely together to deliver the full array of legal services our clients need to assure compliance and maximum benefits under Egyptian law, while at the same time working within and responding at the most sophisticated level to the demands and opportunities presented by the international project development and financing communities. We find great professional and personal satisfaction in participating together in the growth and development of the Egyptian economy.



ANDREWS KURTH CAPABILITIES



Real Estate

Straight Talk That Gets Deals Done

Commercial real estate deals are among the most complex transactions any business can undertake. The mix of financial, regulatory and operational issues is unique for each project in every geographic area. With more than 50 real estate lawyers, Andrews Kurth has the strength to provide legal assistance for closing the full gamut of commercial real estate transactions. Our practice background includes:

- Commercial Real Estate Projects
- Finance
- Hotels and Hospitality
- Real Estate Litigation and Disputes

Andrews Kurth represents corporate owners, institutional lenders, equity investors/pension advisors, commercial developers and landlords on national and international projects, from sports stadiums to corporate headquarters and international hotel chains.

Hotel and Stadium Projects

We represent clients in financing, buying, selling, developing and leasing property and have considerable experience in corporate facilities management. We helped to facilitate development and investment projects throughout North America, including:

- **Sports Stadiums**—Represented the Houston Sports Authority in the development of NRG Stadium, Minute Maid Park and the Toyota Center.
- **Americas' Hotels**—Multiple portfolio transactions, joint ventures, and public companies with counterparties including Goldman Sachs, Soros Investments, Fortress Capital, Baupost Capital, Citigroup and numerous private investors.
- **Canada Hotels**—Advised Canada's largest hotel operator in the purchase of a multiple city center hotels and convention centers, with financing from banks in Japan and Germany.
- **Japan Hotels**—Advised Ishin Hospitality Group in the acquisition and financing of city center hotels in Tokyo, Osaka, Okinawa and Yokohama.
- **European Hotels**—Advised major clients in Europe hotel portfolio transactions in France, UK, Benelux countries and Germany.
- **Hotel Public Finance**—Counseled national hotel operator in the development and operation of a 450-room facility in connection with the public tax-exempt bond financing of convention center in Omaha, Nebraska.
- **Office and Tech Center Development**—Represented commercial office building developer in the acquisition, development, financing and disposition of a 1.6 million square foot office campus and tech centers.
- **REO Disposition**—Serving as counsel for commercial lender on the disposition of REO portfolio, including office, retail, multifamily, and warehouse/industrial projects and undeveloped land acquired by lender and its affiliates through foreclosure or deed in lieu of foreclosure.
- **Hotel/Casino Acquisitions**—Represented casino operator in connection with the purchase of hotel and casino projects in Las Vegas, Nevada and Atlantic City, New Jersey.

Real Estate, Continued

Our major real estate clients include:

- AEW Capital Management
- Archon Group, L.P.
- BlackRock Realty Advisors, Inc.
- CIGNA Investments, Inc.
- GE Capital
- Hilton Hotels Corporation
- Host Marriott Corporation
- ING Clarion Partners
- Invesco Realty Advisors
- Landry's Inc.
- Lincoln Property Company
- Pacific Life Insurance Company
- St. Luke's Episcopal Health System
- State of Michigan Retirement Systems
- Texas Children's Hospital
- TRIZEC Properties, Inc.
- USAA Real Estate Company
- Wells Fargo Bank
- Westmont Hospitality Group

With comprehensive firm-wide resources in banking, construction, environmental, securitization and tax law, we work to ensure a smooth process from start to finish. When related issues in land use, joint ventures, restructuring, foreclosures and bankruptcy arise, our lawyers promptly address and resolve these concerns and keep transitions on track.

Real Estate Finance

Transactions in today's market also involve complex creditor relationships, and our attorneys regularly navigate the intercreditor agreement maze. From historic buildings in Manhattan to self-storage facilities in San Diego, we have represented lenders and investors at each level of the capital structure in transactions in all 50 states including:

- First lien mortgage
- A/B notes and mezzanine financing transactions
- Floating and fixed rate loans
- Preferred equity
- Construction loans
- Conduit lending platforms



Real Estate, Continued

Real Estate Litigation and Disputes

When real estate disputes occur, our trial lawyers have experience in representing all key players—from developers and lenders, including insurance companies, pension funds and servicers, to property owners, brokers and tenants. We understand strategies that work in claims concerning:

- Lender liability
- Property owner and occupier liability claims
- Construction defect and warranty claims
- Landlord/tenant claims
- Foreclosure disputes

Clients can benefit from the full resources of our Litigation practice group and the advocacy of lawyers skilled in efficient and effective dispute resolution and risk management.

Hospitality

From acquisition, development and financing, to management, operations and loan workouts, hospitality industry clients demand talented and experienced legal counsel to meet the variety of issues facing them in the market.

Our lawyers are experienced, representing Hospitality Industry clients worldwide. We keep in mind our clients' goals and objectives, whether the client is a developer, owner/operator, franchiser/franchisee or financial institution. Andrews Kurth knows how to complete transactions successfully because we've done so with hundreds of properties—and we've done it in a timely, cost-effective manner.

Clients come to us for advice on a broad range of issues, the most common of which include:

- Sales and purchases
- Asset management
- Financing and franchising
- Litigation and bankruptcy
- Management and operations
- Conference, convention and public assembly facilities
- Multi-asset portfolios spread over a wide geographic area

We tailor the scope of our performances to the unique needs of the individual client.

Our solid reputation comes from our experience; Hospitality Industry clients regularly call Andrews Kurth to handle complex transactions. Whether dealing with a complicated project, a workout or a bankruptcy, Andrews Kurth hospitality lawyers serve the operations, marketing and finance areas of the Hospitality Industry as advisors, debtor's counsel or creditor's counsel. Our hospitality engagements include resorts and business center hotels in Canada, the United States, Mexico, the Caribbean, Europe and Asia.

No matter the Hospitality Industry segment our client is involved with—mixed-use development, restaurants, golf courses, resorts or hotels—our lawyers are knowledgeable about and active in the market spectrum. This breadth of exposure to market conditions allows a keen perspective on market standards. We help define key business goals, assemble the right legal team and develop strategies to optimize the client's objectives. Because we have represented lenders, investors, joint ventures and operating partners, we know the players and their expectations. We consult with clients regularly on key terms and conditions in the context of their business goals and opportunities.

Additionally, we provide counsel on land development and use issues, creation of organizational documents, acquisition and disposition, mergers and acquisitions, management agreements and trademark protection, among a host of other issues relevant to the hospitality and leisure business.

Andrews Kurth hospitality lawyers bring their experience in the marketplace to Hospitality Industry clients plus access to 400 attorneys in 9 major U.S. and international cities for counsel on labor and employment, tax, land use, corporate, environmental, bankruptcy, restructuring, litigation, workout and intellectual property issues.



Hospitality, Continued

Labor and Employment

Our strengths in the hospitality industry include labor-management relations such as union prevention, collective bargaining for single- as well as multi-employer bargaining units, neutrality agreements, advising on union corporate campaigns and defense of unfair labor practice charges before the NLRB. We defend administrative and litigation claims on workforce issues common to the Hospitality Industry including:

- Staff turnover
- Overtime pay disputes and workforce productivity
- Employer qualified benefit and pension plans
- Employment discrimination, sexual harassment and wrongful discharge claims

Representative Transactions

- Represented a major public corporation in the acquisition and financing of the Golden Nugget Hotel & Casino in Las Vegas and a subsequent 500-room hotel tower expansion
- Represented the purchaser, an international consortium of several large real estate and pension investors, in the acquisition of over 200 hotels throughout North America and Europe. Our work included negotiating a complicated structure of agreements, both onshore and offshore, acquisition and financing documentation and continued representation of hotel operations, including labor, environmental and financing
- Served as counsel to public agencies in connection with the financing and workouts for major downtown hotels utilizing public fund financing
- Advised a Tokyo-based ownership group in its acquisition of a portfolio of hotels throughout Japan, including subsequent financing, franchising, management, operations and sales
- Represented one of the world's largest hotel companies in connection with numerous publicly financed convention center hotels, including acting as bond counsel, management counsel, owner's counsel, tax and underwriters counsel
- Represented a global hospitality company with a network of hotels around the world in the formation of an operational and investment joint venture with various investment and pension investors
- Represented multiple publicly traded hotel REITs with over 300 properties throughout the United States and Canada, including taking the companies public, acquisition, financing, continued operations and securities compliance
- Acted for purchasers in connection with the acquisition and repositioning of high-end resort properties in various Caribbean markets, including the subsequent development of luxury condominium units

Asia



Europe



Representation of owner/operator in the purchase and financing of Royal Riviera Hotel, Saint Jean Cap Ferrat, France



Represented Westmont Hospitality Group in connection with the purchase of the World Bel Air in the Hague, The Netherlands, in a Luxembourg partnership with Och Ziff Capital. The hotel was awarded the Best Business Hotel in the Netherlands for 2015.



Represented the purchaser in a turnaround story which, after restructuring and repositioning, resulted in the successful sale.

Hospitality, Continued

Americas/Caribbean



Represented Landry's Gaming Inc. in its acquisition and financing of a \$600 million hotel and casino resort.



Represented Red Roof Inns, Inc. for an extended period, including the acquisitions of over 200 hotels, and \$1.3 billion in financing, franchising, workouts and operations, in addition to labor and litigation. The Company has more than double in size through these transactions.



Represented Westmont Hospitality Group and Bestford Capital Group in the purchase of the Hyatt Regency Clearwater Beach Resort, near Tampa, Florida, from a consortium of lenders. The 250-all suite hotel includes a restaurants, bars, meeting space, the Sandava Spa, fitness center and 20 private cabanas. The purchase price was approximately \$130 million, with financing obtained from Acore Capital.



Represented the ownership in the purchase, financing and subsequent sale to Starwood Capital Group.

Hospitality, Continued



Hilton Convention Center, Atlanta, Georgia



Pan Pacific Hotel, Vancouver, Canada



Hilton Downtown, Toronto, Canada



Fairmont Royal Pavilion, Barbados



Represented the Inter-American Investment Corporation and First Caribbean International Bank (Jamaica) Limited in a US\$112.4 million secured loan facility to Seawind Key Investments Limited and Caribbean Key Holdings Inc., composed of an A loan of US\$7.5 million from IIC's ordinary capital, a B loan of US\$67.5 million arranged by IIC and an FCIB loan of US\$37.4 million.

Hospitality, Continued

Franchises

Our team has worked extensively with owners and management companies negotiating franchise agreements with all major brands, including:



ANDREWS KURTH EXPERIENCE



Hotel and Hospitality Transactions, 2012 - Present

Date	Client(s)	Client Role	Description	Display Value
2015	Westmont Hospitality/Cerberus Capital	Acquirer	Represented Westmont Hospitality in its purchase of 22 hotels in seven Canadian provinces from Fortis Properties.	\$600,000,000
2015	MetroNational Corp.		Represented MetroNational Corp in the negotiation of the hotel management agreement for the new Hotel ZAZA to be constructed in the Memorial City area.	
2015	Kingham Dalton Investments GP	Acquirer	Represented Kingham Dalton Investments in its acquisition, financing and construction of Texas Typhoon Waterpark.	\$47,000,000
2015	Westmont Hospitality Group/Bestford Capital Group	Acquirer	Westmont Hospitality Group and an investment group from Singapore affiliated with Bestford Capital Group a portfolio of hotels including the Washington, D.C. Park Hyatt, the Boston Fairmont Battery Wharf, and the Houston Hotel Icon.	\$188,000,000
2015	Ashford Hospitality Trust, Inc.	Issuer	Represented Ashford Hospitality Trust, Inc. connection with the commencement of an at-the-market equity program for the sale of common stock.	Up to \$150,000,000
2015	Cerberus Capital Management, LP	Seller/Target	Acted as a co-counsel to Cerberus Capital Management, LP in connection with its sale of Silverleaf Resorts, Inc. to Orange Lake Holdings, LLP. Orange Lake operates as Holiday Inn Club Vacations.	Confidential
2015	Golden Nugget, Inc.	Borrower	Term Loan Facility.	\$25,000,000
2015	Red Roof Inns, Inc.	Acquirer	Represented Westmont Hospitality Group in the purchase of 89 Red Roof Inns located in 23 states from Five Mile Capital .	\$600,000,000
2015	Westmont Hospitality Group and Mount Kellett Capital	Seller/Target	Represented a partnership of Westmont Hospitality Group and Mount Kellett Capital in the sale of 70 extended stay hotels and associated brand trademarks to Starwood Capital.	\$300,000,000
2015	Westmont Hospitality Group	Acquirer	Represented Westmont Hospitality Group in connection with the purchase of the World Hotel Bel Air in the Hague, The Netherlands, in a Luxembourg partnership with Och	€40,000,000



Hotel and Hospitality Transactions, 2012 - Present, Continued

Date	Client(s)	Client Role	Description	Display Value
2015	City of Houston, Texas	Bond Counsel	Ziff Capital. City of Houston, Texas Hotel Occupancy Tax and Special Revenue and Refunding Bonds, Series 2015.	\$132,590,000
2014	Songy Partners LLC	Seller/Target	Represented Songy Partners LLC in the sale of the Hilton Garden Inn (Dallas Marketplace).	\$24,450,000
2014	FBR Capital Markets	Underwriter(s)	Represented the underwriters in an initial public offering of common stock of Peak Resorts, Inc.	\$90,000,000
2013	Landry's Gaming Inc.	Acquirer; Borrower/ Sponsor; Issuer	Represented Landry's Gaming Inc. (Landry's) in its acquisition of a \$600 million hotel and casino resort in Lake Charles, Louisiana.	\$600,000,000
2013	Silverleaf Finance 2013-UA, LLC; Silverleaf Resorts, Inc.	Issuer	Placement and securitization of timeshare loans and receivables.	\$266,000,000
2012	Landry's, Inc.	Acquirer	Representation of Landry's, Inc. in the acquisition of The Golden Nugget Biloxi.	\$45,000,000



Additional Related Transactions

Hotels, Residential and Entertainment

We have represented various real estate, hotel, residential and entertainment companies in all aspects of the development, construction and leasing of hotels and other entertainment complexes, including:

- Convention Center Hotel, San Antonio, Texas
- Convention Center Hotel, Austin, Texas
- Tower of the Americas, San Antonio, Texas
- Alteza Condominiums, San Antonio, Texas
- Marriott Hotel-Intercontinental Airport, Houston, Texas
- Crowne Plaza Hotel, Houston, Texas
- Historic Rice Hotel, Houston, Texas
- JW Marriott, Houston, Texas
- Landry's Restaurants, Inc., Galveston, Texas
- Cultural and Entertainment District, Sugar Land, Texas
- Cedar Park Event Center, Cedar Park, Texas
- Water Park, Hotel, Convention Center Complex, Cedar Park, Texas
- Convention Center Hotel/Minor League Baseball Stadium
- High School, Houston, Texas

Stadiums

We have represented the various Sports Authorities in all aspects of the development, construction and leasing of home stadiums, including:

- Minute Maid Park - Houston Astros (MLB)
- NRG Stadium - Houston Texans (NFL)
- Toyota Center - Houston Rockets (NBA)
- BBVA Compass Stadium - Houston Dynamo (MLS)
- Alamodome - San Antonio Spurs (NBA)
- Astrodome Redevelopment
- Reliant Park Heating and Cooling Plant
- Minor League Baseball Stadium - Sugar Land Skeeters (MLB)
- Minor League Baseball Stadium - Hagerstown (Maryland) Suns (MLB)
- NBA D-League Arena - Rio Grande Valley Vipers
- USL Soccer Stadium
- Football Stadium

Responsibilities included drafting and negotiating the principal project documents, including the architectural contract, the construction contract, the lease and development agreements, the non-relocation agreement and other related agreements, the interim line of credit, the long-term financing of these transactions through combinations of tax-exempt and taxable bonds.

ANDREWS KURTH RANKINGS



Selected Rankings

U.S. News and World Report/Best Lawyers

- Recognized as a Tier 1 Real Estate Law practice in Houston

Legal 500

- Recognized as one of the most recommended law firms for Domestic Tax
- Recognized as one of the most recommended law firms for Real Estate
- Recognized as one of the most recommended law firms for Real Estate and Construction

Chambers and Partners USA

- Recognized as a Band 1 Real Estate practice in Texas

Houston Business Journal

- #1 Houston-Area Real Estate Law Firm
-

ANDREWS KURTH ATTORNEYS



Our Attorneys

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DANIEL E. MCCORMICK, Partner. Dan concentrates his practice in the areas of real estate, hotel and hospitality law and business law. His practice includes extensive experience with hotels, apartments, commercial and industrial projects and income producing properties of every variety, including joint ventures, acquisition, sale, management, property development, financing and leasing. He received his J.D. in 1979, *with honors*, from the University of Houston Law Center, where he was Order of the Barons and his B.B.A., in 1975, Southern Methodist University with a Certificate of Honors in Real Estate.

Mark B. Arnold, Partner

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MARK B. ARNOLD, Partner. Mark is a Partner in the Houston office of Andrews Kurth. Mark represents and advises clients in public and private project development and financing transactions, with an emphasis on sports, recreation and entertainment facilities, convention centers, hotels and educational facilities. He also advises clients in structuring and implementing creative economic development techniques such as Chapter 380/381 grants, 4A/4B financings, tax increment financing and tax abatements. Mark received his J.D. from Columbia Law School, where he was a Harlan Fisk Stone Scholar. He received his A.B. in economics, *with distinction*, from Cornell University, where he graduated Phi Beta Kappa.

Our Attorneys, Continued

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KATHLEEN J. WU, Partner. Kathleen's practice is concentrated in the areas of real estate, finance and business transactions. Her broad-based representation includes all aspects of the acquisition, management and disposition of real estate, the origination and servicing of loans, hospitality industry matters, private-public partnerships and general business matters. Kathleen received her J.D. in 1985 from The George Washington University Law School and her B.A. from Columbia University in 1982.

Vera A. Rechsteiner, Partner

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VERA A. RECHSTEINER, Partner. 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.

Our Attorneys, Continued

Allison D. Mantor, Partner

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ALLISON D. MANTOR, Partner. Allison's practice includes experience in various federal income tax matters with an emphasis on domestic business transaction planning. She has significant experience negotiating complex partnership and joint venture arrangements and has represented issuers and investors in private equity investments in energy, energy infrastructure and real estate. She also has significant experience advising publicly-traded partnerships (MLPs) on capital formation, acquisition and recapitalization activities and has served as tax counsel to both issuers and underwriters in connection with numerous MLP initial public and follow-on offerings. Allison also advises clients on federal income tax issues in mergers and acquisitions, including tax-free reorganizations. Allison received her J.D. in 1989, with high honors from The University of Texas School of Law and her B.B.A. in 1985, with highest honors from The University of Texas.

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RANDOLPH W. BRYANT, Of Counsel. Randy has extensive experience in a broad spectrum of business-related transactions, including acquisitions and divestitures, financings and offerings of securities. He has significant experience in all aspects of the energy industry, representing either borrowers or lenders in connection with secured and unsecured financings involving exploration and production companies, pipeline companies and power projects. He has also served in senior management and legal roles at a rapidly growing publicly held company and at a Fortune 50 diversified industrial company. He received his J.D. in 1976, with honors, from The University of Texas School of Law and his B.A. in 1973, *with honors*, from The University of Texas at Austin.

Our Attorneys, Continued

Trlica Cosby Kennedy, Of Counsel

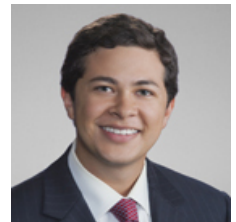
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TRLICA COSBY KENNEDY, Of Counsel. Trlica practices primarily in the real estate area and focuses on representing buyers and sellers of both improved and unimproved properties including hotels and office buildings. She received her J.D., in 1996, *magna cum laude*, from the University of Houston Law Center, where she was Order of the Coif, Order of the Barons and on *Houston Law Review*. She earned her B.A. and B.S. from The University of Texas in 1993.

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BRIAN MURDOCK, Associate. Brian is an Associate in the Business Transactions section of the firm's Houston office. Brian's practice includes a broad range of general business transactions matters including financings and real estate transactions as well as mergers and acquisitions. His experience includes the representation of buyers and sellers of commercial, industrial and residential real estate, landlords and tenants in office and retail leasing transactions, and lenders and borrowers in secured lending transactions, project financings and commercial loans. He received his J.D. in 2012 from Stanford Law School. In 2006, he earned his B.B.A. in Finance from The University of Texas.

OPEN CHANCE CAPBILITIES



Who We Are

Open Chance & Associates Helal Farghaly law Firm, was founded in 2001.

The firm's equity partners are, Dr. Helal Farghaly, Managing Partner, and Ms. Hadir Helal, Partner.

We are an integrated law firm specialized in all legal fields, with a distinctive way of thinking and working, aiming to deliver high quality legal services consistently across multiple jurisdictions and business environments.

Our approach is to help our clients achieve their objectives, in the most efficient and effective way, through the extent of our global reach along with the quality of our collaborative staff and business partners. We adhere to high ethical and professional standards by engaging in effective strategic thinking that can only be delivered through a collaborative approach. We listen carefully to understand your business objectives and legal issues in detail, before offering opinions.

Such broadness has enabled us to fully understand the needs of our clients and as thus allowed us to better serve their business needs by providing them with full legal assistance in all required legal fields.

Founder's Message

"I have practiced law for 43 years, in multiple jurisdictions and across multiple specialties. I founded Open Chance & Associates 15 years ago; subsequently we have seen tremendous changes in Egypt. These changes came from two great revolutions, which ultimately changed the business environment completely, creating a large and growing demand for infrastructure and PPP projects, among many other areas." Dr. Helal Farghaly, Managing Partner.

Our Vision

Our vision is to implement an outstanding corporate responsible program that has a significant positive impact on our firm and the communities in which we operate. Our vision is underpinned by our principles and values that we are fully committed to.

We are always assessing the market, and we know that the biggest potential is here in Egypt, and the government wants to show big change in the market, which needs a lot of support and efforts.

How We Work

We believe that we have a duty to run our business responsibly. This is reflected in our approach to how we run our firm and manage risks, how we deliver value to our clients, the commitments we make to our people, our community and our environment, which we seek to align with our overarching business strategy.

Open Chance Experience

We have represented clients in multiple legal and business transactions (including negotiations, tenders, agreements, litigations and arbitrations) with Governmental and semi-Governmental entities such as and not limited to, the *General Authority for Urban Communities, General Authority for Tourism Development, The General Authority for Industrial Development, Ministry of Industry and Foreign Trade.*

We have successfully contributed to many big real estate development projects in Egypt and KSA (including joint ventures, due diligence and purchase of land, finance, design, construction and project management agreements, Units sales and purchase agreements, facility management agreements, disputes settlement, etc.).

Representative experience includes:

- Representing, for over 10 years exclusively, a leading and from the top real estate developers in the market, **Mountain View Company**, for handling and concluding the full deals including from land and/or companies' acquisitions, construction agreements, unit sale agreements.
- Representing and advising Mountain View Company's holding company, **Dar El Mimar Group and all its 12 subsidiaries**, working on construction, landscaping, design, hardware, marketing, facility management, food industry, and others.
- Handling two international arbitration lawsuits on BOT agreements for build operate and transfer of two commercial cities (before CRCICA).
- Negotiating, drafting and finalizing the construction agreement (FIDIC agreement) made between **Jeraisy Group Company** in Saudi Arabia and **Philipp-Holzmann** for the construction of the headquarters of Jeraisy Group in Riyadh, and all other contracts related to the project.
- Negotiating, drafting and finalizing the Shareholders agreement and hospital management agreement for the **Saudi German Hospital** in Egypt.
- Negotiating and drafting a lease agreement between **Namaa for Development and Real Estate Investment S.A.E** and **American Pharaoh Company, for Life Insurance and MetLife Aleco** for the latter headquarters offices in Egypt.
- Negotiating, drafting and concluding a lease agreement between **Namaa for Development and Real Estate Investment S.A.E** and **Lafarge** for Lafarge's headquarters offices in Egypt.
- Negotiating, drafting and concluding a lease agreement between **Namaa for Development and Real Estate Investment S.A.E** and **Nestlé Company**, for Nestlé's headquarters offices in Egypt.

Our broad scope of experience enables us to navigate complexity across issues and practices.

Regarding the **hotels experiences**, it lies within our knowledge of the Egyptian law and markets, our **collaborative approach with Andrews Kurth** and this knowledge altogether give us the necessary tools to handle this new sector for our firm but known and experienced to our collaborators. We are working together to assure that the services we are presenting are matching with the most advanced international standard and customized up to the client needs and the

Open Chance Experience, Continued

applicable laws and regulations of the country. While Andrews Kurth is, inter alia, focusing on the international standard, we are, inter alia, focusing on the full compliance to the market needs and the applicable laws and regulations.

When it comes to legal success in Egypt, there is no substitute for experience and knowledge. Through our extensive expertise and understanding of the Egyptian legislative system coupled with our strong market knowledge and understanding of the business needs, we offer a strategic advantage providing incisive legal perspectives that are practical and highly successful.

We believe that our role as lawyers is to serve our clients with utmost integrity and highest ethical standards.



OPEN CHANCE ATTORNEYS



Open Chance Attorneys



Name: Dr. Helal Farghaly
Position: Managing Partner

Dr. Helal has experience in legal & business fields for over 43 years. He has unique & long experience in negotiating and concluding commercial contracts and transactions, real estate development agreements, capital market, business acquisition, business restructuring, business strategies, business alliances, litigation, arbitration, IPR registrations and assignments, Infrastructure projects and Arbitration thereon, all on local and international levels. He has worked as a legal counsel with a number of companies on different disciplines of business including IT, **real estate development and property management**, manufacturing, technology transfer, franchising, OEM, sale and marketing, etc.

He has provided a number of research papers to a number of international conferences.



Name: Hadir Helal
Position: Partner

Hadir has over ten years of experience in the area of corporate and securities law. Her practice includes intellectual property rights, M&A, capital markets, finance and **real estate**. She has vast experience in contracts drafting, negotiating and concluding commercial transactions. She has also practiced arbitration. In addition, she is an instructor at the American Bar Association and has held teaching posts at universities in Egypt. Hadir's educational background, include an LLB from Cairo University and an LLM in International Comparative Law from the American University in Cairo, as well as a Banking Law course from Zurich University.

Name: Abdel Hakim Farghaly
Position: Senior Associate

Mr. Hakim is a Senior Council in the Litigation Sector in Open Chance. He is a certified Arbitrator by Cairo's Governor. He represented the Government in major Arbitration cases.

Mr. Hakim also acted as a Legal Consultant for Jeraisy Group in KSA for 7 years. Mr. Hakim is currently obtaining his PHD in law.

Name: Dahlia Abd El-Hakim
Position: Associate

Dahlia was born in Raid, Kingdom of Saudi Arabia on 30 June 1992. She graduated from Law School, Cairo University in June 2013.

As a legal drafter, she drafted more than 200 Contracts with its different types whether a commercial or civil. Also, she worked with a team work in FIDIC contracts for a well-known Construction Company.

Of Counsel

Our in-house team is closely working under an umbrella of a group of legal counselors with comprehensive and superior expertise in multiple legislative jurisdictions, including professors of law, ex-judges and international attorneys and law firms.

Prof. Dr. Rabie Anwar Fath El-bab Metwally
Professor Emeritus, Department of public law, Faculty of Law, Ain Shams University

Dr. Rabie is a Lecturer Professor in the Public Law Department. He held various Professional and Academic positions. In addition to a number of *Publications* in different languages, Such as:

- Political Systems (Power, State, Government, Forms, and Methods, the elections and their organizations, public rights and freedoms, the author of the first year)
- Control over the Constitutional of Laws and the Role of the Constitutional Council in France, Arab El Nada Publishing House 160 pages.
- Humanitarian and Political Conflicts in Positive Thinking and the heavenly religions. 480 pages, Arab Renaissance Publishing House.
- Qatar Administrative and Comparative Law, 310-page book, House El Nahda Cart, 1993 edition.
- Central Administrative Decentralization, article 180 pages in French.
- Responsibility of the state for Political and Administrative Promises research in French.
- The relationship between Management and Policy, Analytical study in Aleghanon – systems status and Islam. 250 page, Arab El Nahda

Dr. Rabie taught Administrative Law, Constitutional Law, Public Administration, Political Systems, Local Administration, Administrative Court at the university of Ain Shams, *University of el Khartoum* in 1981 until 1983, *University of Qatar* – College of Management and Economics in the period in 1990 (September) until June 1996, the *University of Ain Arab Emirates* in 1998, *University of Bahrain* in 01/2007 until 06/2007, The Police Academy teach graduate studies in the year 2010 to 2012 , Faculty of Commerce, Ain Shams University, University of Assiut.

- LLB, in Law from Cairo University in 1972
- Diploma in Public Law from Cairo University in 1973
- Diploma in Administrative Sciences from Cairo University in 1974
- PhD in Law from the University of Rennes France in 1981
- Member of the Commission on the Status Financial Regulations of the Ministry of Finance in Qatar 1994-1995.
- Member of the Board of the Academy of Arts in Giza Discipline form year 1998 to 2006.
- Member of the Board of Discipline students at Ain shams University in the years from 1998 to 2007 and the Academy of Arts in Giza.

Mr. Hassan Morsy Sayed

Mr. Hassan is the ex-vice president of the state Council. He worked as a Counselor for the Legal Opinion and Legislation Department of the ministries Council in Kuwait.

Mr. Hassan obtained his LLB in law from Ain Shams University, in 1964 and an LLM in Comparative Jurisprudence from Al Azhar University.

Of Counsel, Continued

Dr. Moustafa I. El Kayal

Dr. Moustafa worked as a Judge at the Ministry of Justice, Egypt. He was appointed as a District Attorney in Cairo, Minia – Upper Egypt, and Suez Egypt.

Dr. Moustafa has a 4 years' experience in Baker & McKenzie Law Firm, Chicago, Illinois, USA. His responsibilities included advising multinational corporations on Legal and Practical aspects, Negotiating and drafting joint venture agreements. He spent 2 years in Saudi Arabia where he was licensed to practice and helped establish the first B&M Office in The Middle East.

He testified as an expert witness on Middle Eastern Laws on some important cases decided by U.S and English Courts, and served as an Umpire in some arbitration proceedings related to commercial cases

- 1957, LLB in Law from Cairo University
- 1969, LLM University of California Berkeley
- 1975, J.S.D Doctor of Juridical Sciences, College of Law, University of Illinois, USA
- Member of the Egyptian Bar Association and the Egyptian Council for Foreign Affairs

Languages: Arabic and English

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