Locke Lord’s lawyers have wide-ranging experience in Latin America, having represented international clients operating and investing in Latin America, as well as Latin America-based clients with global interests.

Our international team of more than 750 lawyers operates from 18 U.S. offices, as well as London, Brussels and Hong Kong. We are a talented, diverse, creative and multidisciplinary team serving as trusted advisers and strategic partners with our clients. The relevant lawyers at Locke Lord have among them the necessary cultural familiarity and Spanish and Portuguese language skills to provide clients with commercial and cost-effective services across a number of practice areas and a wide range of sectors.

We provide advice on cross-border corporate transactions, including mergers and acquisitions, joint ventures and other investment vehicles.

Our lawyers also handle customs and export controls, energy, project development and project finance matters, franchising and licensing arrangements, advertising issues, intellectual property matters, immigration issues, and insurance and reinsurance matters throughout Latin America.

Likewise, we are deeply experienced in multi-jurisdictional litigation, arbitration and mediation.

Locke Lord advises on complex transactional and dispute resolution matters, corporate policy, Foreign Corrupt Practices Act (FCPA), employment and other operational issues. Our antitrust, tax and technology lawyers stay current with the evolving business climates, both at home and abroad.

In addition to our own team, we have developed a worldwide network of foreign counsel and consultants from whom we seek authoritative local legal, business, and other advice.

By combining our international experience with the talent and knowledge of our foreign colleagues, Locke Lord is able to deliver comprehensive, cost-effective, international legal services to our clients in Latin America.
Locke Lord has a large and experienced Bankruptcy, Restructuring and Insolvency Practice Group. We can respond quickly with qualified lawyers when financial crises arise anywhere in the world. Our attorneys have represented creditors’ committees, debtors, trustees, purchasers and major creditors in some of the largest insolvency cases in the world. We have represented clients in all aspects of workout negotiations and bankruptcy proceedings.

We have broad knowledge and understanding of complex bankruptcy cases, out-of-court restructurings, distressed business sales, cross-border proceedings and other distressed situations. Our lawyers regularly advise premier financial institutions, institutional investors, distressed businesses, asset purchasers, debt investors, finance companies, insurers and sureties to enforce creditors’ rights and to achieve strategic goals in the context of structured transactions, commercial litigation, loan workouts, debt restructurings and bankruptcy.

The lawyers in the bankruptcy, restructuring and insolvency practice develop practical, integrated solutions to the issues that confront businesses and investors in distressed situations and have been recognized by Chambers USA, Legal 500 (USA), Super Lawyers, The Best Lawyers in America and other publications as leading practitioners. Our strengths emanate from our abilities to understand the businesses and the markets in which our clients operate so as to develop strategies that mitigate the risks and capitalize upon the opportunities presented by insolvencies and other distressed situations.

We represent the varied interests of debtors, financial institutions, secured and unsecured creditors, investors, credit card companies, indenture trustees, and ad-hoc and official committees in complex corporate restructuring, workout and bankruptcy planning, negotiation and litigation matters.

Core strengths of our bankruptcy, restructuring and insolvency practice include:

- Secured Lenders and Administrative/Collateral Agents
- Official and Ad-Hoc Creditor Committees
- Purchase and Sale of Distressed Businesses and Assets
- Chapter 11 Debtors/Business Entities in Financial Distress
- Chapter 15 Cross-Border Cases and Foreign Insolvency Proceedings
- Bankruptcy, Insolvency and Fraudulent Conveyance Litigation
- Bondholder and Corporate Trust Representations
- Investments in Distressed Businesses, Private Equity and Venture Capital
- Debtor-In-Possession Loans and Exit Financings
- Significant Trade Creditors
- Trading in Distressed Debt Instruments
- Mortgage and Banking Litigation
- Post Confirmation Litigation and Liquidating Trusts

INDUSTRY COVERAGE

Our lawyers have unmatched experience representing all of the parties to bankruptcies and restructurings, both in court and out of court and have knowledge and depth in a number of key industries, including:

- Energy
- Banking/Financial Services
- Retail
- Food and Beverage
- Publishing and Media
- Gaming and Entertainment
- Aviation
LATIN AMERICA

Our attorneys have participated in some of the most complex insolvency proceedings in the world. We have worked on numerous cross border insolvency proceedings including in Latin America.

One of our partners has lectured throughout the world about cross border insolvency proceedings including being a featured speaker on the subject at the annual convention of the Pacific Rim Advisory Council in Mexico City.

Our attorneys have worked on many matters involving Latin America including:

- U.S. and foreign airline bankruptcy proceedings including Latin American Airlines such as Mexicana Airlines, Aeromexico, Varig and Avianca
- Negotiated for the purchase of distressed Latin American telecommunications companies
- Debt restructuring of a family restaurant chain with restaurants in Mexico
- Media bankruptcies pending in the U.S. and Brazil
- Restructuring of a consumer electronics and telecommunications company's credit facilities for benefit of its Latin American distributor

Our attorneys have also represented Latin American financial institutions and other clients in U.S. bankruptcy cases.

These cases include the multi-billion dollar securities company bankruptcy of Refco (and its subsidiary RCM) – where we helped our clients holding claims totaling several hundred million dollars achieve over a 99% recovery.

- Representation of the Latin American buyer of the largest circulation Spanish speaking newspapers in the U.S. through a secured creditors foreclosure sale
- Representation of Latin American clients in connection with the SEC Receivership of several large related hedge funds
- Representation of Latin American institutions in the Lehman Brothers Chapter 11 case.
- Advising an American infrastructure company with projects throughout Latin America on its debt restructuring
Locke Lord’s lawyers represent global financial institutions in various traditional and non-traditional transactions.

We strategically advise on sensitive regulatory issues that are particular to global financial institutions. Our lawyers provide advice on foreign commercial lending and banking transactions, including acquisitions, affiliate transactions, syndicated loans, loans supported by foreign collateral and letter of credit arrangements.

We also are skilled in representing foreign banks in legislative, regulatory and litigation-related matters. Our goal is to provide exceptional legal services, to be responsive to our clients’ needs and to efficiently manage the cost of our services for all clients.

We provide many essential services, including advice on the various provisions of U.S. federal and state laws regarding licensing of international bank branches and agency offices, and registration and approval of acquisition of domestic institutions under the Banking Holding Company Act of 1956.

We also have experience providing regulatory counsel to international financial services companies, particularly relating to their activities in Mexico and South America. We have developed extensive knowledge regarding Mexican financial institutions and loans involving Mexican assets and borrowers. We represent a number of foreign banks in compliance matters under U.S. federal and state banking laws.

Our lawyers represent foreign clients in multi-state and cross-border transactions. Our commercial lending lawyers are experienced with many types of collateral, including collateral with specific perfection requirements, from aircraft, locomotives and ships, to proceeds of litigation and various types of intellectual property. We know how to deal with the hidden risks of lending to borrowers whose collateral may be subject to “shadow” liens, such as “hot goods,” Perishable Agricultural Commodities Act (PACA) and Packers and Stockyards Act (PASA).

Locke Lord’s Cards and Payments team has strong industry contacts and works for major financial institutions around the world, as well as internationally well-known technology providers. Additionally, we have advised the largest e-money companies in the world.

Our experience with loan documentation and our understanding of commercial transactions are valuable supplements to a lender’s own due diligence. We are experienced with syndications, participation agreements, subordination agreements and intercreditor agreements.

We can protect lenders against the claims of the IRS and other tax authorities, employees, processors, warehousemen, landlords, consignors and other third party claimants who might otherwise obtain superior rights in a lender’s collateral.

Locke Lord’s representative commercial and corporate finance work in Latin America includes:

- Advising a U.S. financial services firm acting as lead arranger for a $1.2 billion sovereign bond issue by a government of Latin America, the proceeds of which are designated for energy and infrastructure projects
- Structuring a credit facility secured by international telecommunications service credits for a Latin American country seeking to expand its telephone system
- Representation of financing for client’s Latin American portfolio of towers and real property interest; financing will include Dominican Republic, Panama, Costa Rica, El Salvador, Peru, and Colombia
- Representation of a public U.S. utility in its financial restructuring of a major electric energy project in Argentina after the devaluing of the Argentine peso
- Developing investment opportunities in Brazil (primarily in the shipping and petroleum industries) for Saudi and U.S. business interests

ARGENTINA

- Representation of a public U.S. utility in its financial restructuring of a major electric energy project in Argentina after the devaluing of the Argentine peso

BRAZIL

- Developing investment opportunities in Brazil (primarily in the shipping and petroleum industries) for Saudi and U.S. business interests
COLOMBIA
- Representation of a public U.S. utility in its financial restructuring of a major power project in Colombia, including the renegotiation of certain loans held by OPIC and the U.S. Export Import Bank (Ex-Im)

COSTA RICA
- Representation of U.S. investors in establishing Costa Rican timber, lumber and furniture companies and preparing a private placement of equity securities in the U.S. parent of such companies

ECUADOR
- Representation of an international turbine manufacturer in connection with the negotiation and preparation of an operation and maintenance agreement for the Electroquily Project in Ecuador

MEXICO
- Counseling U.S. manufacturers on structuring and establishing maquiladora operations in Mexico
- Representation of an engineering firm in the sale of some of its shares in a Mexican company to U.S. investors, including J.P. Morgan, Intel and others
- Issuing key local counsel opinions supporting the sale of $390 million in Texas-based receivables by a Mexican oil company to a Cayman Islands trust and the $130 million financing of the sale of a Texas chemical plant
- Representation of U.S. banks in establishing subsidiaries in Mexico and extending credit to Mexican borrowers

VENEZUELA
- Structuring and documenting a credit facility to support the obligations of a Houston company to rework a Venezuelan oil field to be repaid through a series of back-to-back letters of credit furnished by various syndicates of investors
Locke Lord's corporate lawyers have a global perspective when it comes to dealing with and resolving complex financial and business transactions.

We work extensively with foreign and domestic clients on international and corporate transactions, including mergers and acquisitions, joint ventures, incorporation of subsidiaries and branch operations, foreign investments, public offerings by foreign issuers in the United States, Hong Kong and the United Kingdom, and energy industry transactions.

Our Latin American clients also turn to us for help on issues of commercial lending, franchising and licensing, product distribution and sales representative arrangements, direct product sales, import and export trade, finance issues, tax issues and immigration matters.

The Firm’s corporate practice spans a wide range of foreign and domestic industries, including insurance and financial services, energy, entertainment and media, chemical and mining, electronics, technology and biotechnology, manufacturing and distribution, maritime, marine terminal development, shipping and transportation, real estate, health care and education.

Our lawyers also understand the roles of politics and culture to ensure successful cross-border transactions. We combine our strengths in business and law with a clear focus on relevant cultural and political implications to represent companies around the globe.

We apply multi-disciplinary skills when structuring, negotiating, documenting and closing complex commercial deals. Our lawyers are skilled in handling the entire range of legal issues that may be encountered in cross-border transactions, including capital repatriation, antitrust and competition law issues, and intellectual property matters.

Locke Lord's corporate work in Latin America includes:

• Handling the divestiture of European, Mexican and Latin American assets of a major U.S. oilfield services company to a management-led buyout group
• Representation of an international water company against a Latin American government regarding the provision of goods and services

ARGENTINA
• Advising an Argentinian uranium company on its joint venture with a major mining corporation and related equity financing

BOLIVIA
• Advising the government of Bolivia on the reform of its pension and social security system

BRAZIL
• Representation of leading US and European companies in acquisitions and anti-trust matters in Brazil
• Experience with SUSEP (the insurance regulator), CADE (the anti-trust agency), ANEEL (the electric power regulator), Eletrobras (the government electric power holding company), ANP (the oil regulator), Petrobras (the oil monopoly) and various government ministries
• Representation of a Brazilian company in a dispute with a Swiss company regarding carbon credits and hydroelectric production
• Representation of a major Brazilian construction company in a lender liability action to be heard in New York courts arising out of Iraqi contract defaults
• Representation of a state-owned energy company on the US$3.1 billion sale of companies holding a 40% interest in the Peregrino oilfield in Brazil to a Chinese state-owned energy company
• Representation of global manufacturer in establishing a joint venture in Curitiba, Brazil to assemble, market and sell equipment in Latin America

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EL SALVADOR

- Providing counsel to a Salvadoran food company on corporate, contract, tax and regulatory issues associated with establishing a joint venture operation and production facility in the United States.

MEXICO

- Representation of a specialty engineering company in the negotiation and implementation of a manufacturing arrangement in Mexico.
- Advising a major U.S. lodging chain on numerous aspects of Mexican law affecting its proposed establishment of operations in Mexico, including corporate, real estate, tax and labor laws.
- Representation of a large Mexican industrial company in several transactions involving buying, selling, trading, exporting and importing Falcon 50s and 2000s.
- Representation of the subsidiary of a major U.S. airline in the establishment of fixed-based operation (FBO) aviation centers throughout Mexico.
- Representation of a Fortune 500 retailer in the sale of its Mexican retail operations.
- Representation of numerous and diverse U.S. companies in establishing Mexican corporate entities, and providing corporate and tax planning assistance to such companies operating in Mexico, including a large U.S. real estate developer constructing resort properties in Cabo San Lucas.
- Representation of a Mexican furniture manufacturer in negotiating and preparing various supply, distribution and licensing agreements with North American entities and advising the manufacturer on tax, labor and various regulatory matters.
- Representation of a Mexican marble producer in forming a U.S. distributor, negotiating and preparing supply and distribution agreements with North American entities and advising the producer on tax, labor and various regulatory matters.
- Advising a Mexican client on the intellectual property, export control and technology transfer aspects of a telecommunications project involving multinational development of technology.
- Defending a U.S. manufacturer in federal court against claims by its independent Mexican distributor under American antitrust and Robinson-Patman Act provisions.
- Representation of an international hotel group in structuring and negotiating joint venture agreements for hotels in Mexico.
- Resolving a dispute among partners in a Mexico hotel project involving cross-border documents and the enforcement of buy-sell provisions of the related joint venture agreement.
- Representation of an NYSE listed business forms company in selling its interests in a Mexican maquiladora.
- Representation of an NYSE listed manufacturer of furniture components in a Mexican manufacturing joint venture.
- Representation of an engineering firm in the formation of a Mexican joint venture and the restructuring of the joint venture with another Mexican engineering company.
- Representation of a U.S. investment group in a Mexican movie theater joint venture.

PERU

- Representation of a private equity firm in the acquisition of a development company for a 520 MW thermoelectric power station in Peru.
- Advising an iron ore mining company in connection with a listing on the AIM market of the London Stock Exchange.
- Representation of a Latin American focused energy company on its purchase of upstream assets onshore Peru.
- Representation of a Peruvian energy company on its admission to AIM and a proposed placing of shares of up to US$80 million and subsequent secondary offerings.
Locke Lord represents and advises U.S. and foreign companies on regulations governing the importation and exportation of goods, software and technology, to and from the United States.

With the globalization of commerce, clients routinely enter into international agreements concerning the supply of components and the licensing of software and technology to facilitate the development of new products and services, which are then sold in the global marketplace through direct sales, agency, sales representative, distributor, reseller, sublicense and other cross-border agreements. Working in the global arena, however, adds additional layers of governmental regulations (both foreign and domestic) to the transactions.

In the import arena, we routinely counsel clients on issues involving assessment of duties, classification and valuation of goods, and the application of antidumping and countervailing duties. We counsel on duty drawback issues and the response to U.S. Customs Service notices regarding possible penalties, seizures or forfeitures.

Our lawyers have significant experience in determining the applicability of prohibitions, license requirements and exemptions in connection with the export of U.S. goods, software and technology. This includes experience with both Munitions List items covered by the International Traffic in Arms Regulations and dual-use/commercial items under the Export Administration Regulations. We assist clients on compliance with U.S. sanctions and economic embargoes imposed by the Foreign Assets Control Regulations. We also advise on technology transfer restrictions on international licenses of technology from the United States to both emerging and developing countries.

We represent clients in proceedings before the U.S. International Trade Commission (ITC) with respect to intellectual property rights issues that arise under U.S. law. Section 337 investigations conducted by the ITC most often involve claims of infringement of utility and design patents, but the ITC also has jurisdiction to address acts of unfair competition involving registered and common law trademarks, registered copyrights, semiconductor chip mask works and boat hull designs, misappropriation of trade secrets or trade dress, passing off, false advertising, and antitrust claims relating to imported goods.

Locke Lord's lawyers also have experience in other areas of ITC jurisdiction including its extension to goods made abroad through the practice of a process covered by a U.S. patent. The ITC provides a unique forum for rapidly obtaining exclusion orders to prevent the importation into the United States, the sale for importation, or the sale within the United States after importation, of goods that would infringe the intellectual property rights of companies that have established or are in the process of establishing a domestic industry in such goods. While the primary remedy available in Section 337 investigations is an exclusion order that directs Customs to stop infringing goods at ports of entry, the ITC also has authority to issue cease and desist orders to prevent the distribution of infringing goods that have already been imported and are being warehoused in the United States.

Locke Lord's customs and trade work in Latin America includes:

- Analyzing NAFTA certifications for clients to provide to Mexican customers
As the energy market has expanded to the farthest regions of the globe, Locke Lord remains at the forefront of the industry, representing clients in every aspect of the business from oil and gas to power generation and marketing.

The Firm regularly represents governments, major and independent oil and gas companies, power generation companies, Master Limited Partnerships (MLPs), private pipeline and midstream companies, refineries and petrochemical operations, oil and gas service companies and other energy-related companies doing business in Latin America.

Locke Lord has developed a dynamic practice providing creative solutions in a broad variety of energy transactions, including:

- Traditional oil and gas transactional matters
- Development and financing of pipelines, power generating facilities, petrochemical facilities, transmission and distribution and other energy infrastructure
- Acquisition, divestiture and restructuring of midstream companies and assets
- Development and financing of a broad spectrum of alternative energy assets, including wind, biofuels and biomass, solar, coal gasification and coal-to-liquids facilities
- LNG transactions
- Sophisticated energy, operational and trading transactions
- Innovative structured finance transactions

Our representation encompasses the full range of legal needs in the energy industry, including regulatory, legislative, environmental, corporate, transactional, financial, real estate, labor, patent, securities and tax.

We represent a broad variety of developers, from boutique firms, to large multinational energy giants. We have been involved in the development of assets in most regions of the United States – Texas and the Southwest in particular – and also have significant experience in the development of international projects, including in Latin America, Africa, the Middle East and Asia.

Locke Lord’s representative energy work in Latin America includes:

- Representation of a private consortium in its proposed acquisition of more than 400 MW of Central American power generation assets
- Representation of a Texas company in the development and construction of power plants in Central and South America, including matters relating to the participation of local investors, the negotiation of construction contracts and the preparation of power purchase agreements
- Representation of a major international energy company in the acquisition of several power generation facilities in South America, totaling 1,500 MW
- Advising U.S. geothermal energy companies on the issues involved in undertaking geothermal projects in Latin and Central America
- Advising a U.S. energy development and financing company on the initiation of solar and wind projects in Central America
- Representation of a large private equity fund in connection with infrastructure and energy projects, in among others, Brazil, Colombia, Dominican Republic, and Mexico
- Representation of a large private equity fund and related insurance company in connection with investments in Latin America-linked infrastructure and energy bonds

ARGENTINA

- Representation of a public U.S. utility in its financial restructuring of a major electric energy project in Argentina after the devaluing of the Argentine peso
BRAZIL
- Representation of companies in regulatory matters involving entry and operations in Brazil — matters include the insurance, energy, water and waste-treatment, manufacturing, agriculture and real estate industries, among others
- Experience with SUSEP (the insurance regulator), CADE (the anti-trust agency), ANEEL (the electric power regulator), Eletrobras (the government electric power holding company), ANP (the oil regulator), Petrobras (the oil monopoly) and various government ministries
- Representation of an international power developer in the first phase of a multi-phased development of power generation facilities aggregating approximately 1,000 MW fueled by natural gas in Brazil with respect to negotiation and preparation of a bifurcated engineering, procurement and construction contract
- Representation of private consortium in acquisition of an energy company’s 50 percent interest in the Centragas pipeline system in Brazil
- Representation of a state-owned energy company on the US$3.1 billion sale of companies holding a 40% interest in the Peregrino oilfield in Brazil to a Chinese state-owned energy company
- Representation of US Methanol in its purchase of a methanol plant in Brazil

CHILE
- Representation of the developer of an LNG regasification facility in Chile, including with respect to its terminal use agreement and related operation and coordination agreement
- Representation of a supplier of LPG in Chile, on purchase agreements for LPG volumes from an international commodities trader
- Representation of a supplier of LPG in Chile, on sale and buyback arrangements for LPG volumes with an international energy company
- Representation of E.CI, a Chilean utility company, with respect to contractual interpretation matters involving an LNG purchase agreement

COLOMBIA
- Representation of a public U.S. utility in its financial restructuring of a major power project in Colombia, including the renegotiation of certain loans held by OPIC and the U.S. Export Import Bank (Ex-Im)
- Representation of an engineering firm in negotiating licensing agreements with the Colombian national oil company, Ecopetrol, with regard to the construction of refineries in various different sites in Colombia
- Representation of a global drilling manufacturer with sales rep and distributor agreements as part of the sale of their Colombian subsidiary
- Representation of a Texas oil and gas exploration and production company in acquiring a Colombian oil and gas exploration and production company

COSTA RICA
- Advising a U.S. investment group in its acquisition of a Costa Rican wind power plant

DOMINICAN REPUBLIC
- Representation of a global power company with respect to the disposition of its interests in a Dominican Republic power plant
- Representation of a consortium of seven companies in its acquisition of 50% of one of the electricity generation companies created as part of the capitalization process in the Dominican Republic, including negotiation of the constitutional documents for the consortium
ECUADOR

- Representation of an international turbine manufacturer in connection with the negotiation and preparation of an operation and maintenance agreement for the Electroquil Project in Ecuador
- Representation of a U.S. energy company in its participation as both equity-holder in and operations and maintenance contractor for a planned heavy crude oil pipeline in Ecuador
- Representation of a U.S. oil and gas company in connection with its bid for a marginal field in Ecuador

GUATEMALA

- Representation of a renewable energy company in connection with its acquisition of an ownership interest in companies owning and operating sugar mills, ethanol plants and a cogeneration project in Guatemala, including managing local counsel in connection with due diligence and the negotiation of a shareholder agreement and a purchase and sale agreement
- Representation of a joint venturer in connection with a 110 MW barge-mounted, oil-fired facility in Guatemala (this facility is the first barge-mounted facility ever developed)
- Counseling a small independent developer in the development and expansion of a 25 MW crude-burning facility in Guatemala

HONDURAS

- Advising a U.S.-Honduran joint venture on project development and finance issues for a biofuels project in Honduras

MEXICO

- Representation of an engineering firm in reviewing various bid proposals submitted to Pemex with respect to large refinery transactions in Mexico
- Representation of Mexican investors in forming and licensing U.S. entities to distribute and transport oil and gas in North America, negotiating and preparing various supply and distribution agreements with North American gas suppliers and distributors, and advising such investors on tax, labor and various regulatory matters
- Representation of an international energy company in its acquisition of a 245 MW cogeneration facility under development in Mexico and, subsequently, the project company and its affiliates with respect to the development and ongoing operations of the facility
- Representation of a Mexico-focused energy company on its bid for a midstream terminalling and storage facilities project in Mexico
- Representation of an international pipeline company in multiple bids to deliver natural gas from Texas to Mexican power plants
- Representation of a pipeline inspection company to set up its Mexican entity and negotiated master service agreements to provide services associated with a pipeline being built from Laredo into northern Mexico
- Representation of US oilfield equipment maker in negotiating teaming arrangements for possible bids to sell product to Pemex in Mexico
- Representation of a private equity backed company with respect to joint venture negotiations for a pipeline in Texas to deliver natural gas to Mexican customers at the Mexican border

NICARAGUA

- Representation of a private company in the sale of a 40 MW fully-operational wind farm in Nicaragua
- Representation of an international energy company in the formation of a joint venture to hold a group of power production assets in Nicaragua
- Representation of an international energy company in its acquisition of a majority interest in a wind farm in Nicaragua
ENERGY

PERU
• Representation of a Chinese mining company in the negotiation of its EPCM contract with an international engineering and construction company for a $2 billion mine in Peru
• Representation of a European energy company in connection with its acquisition of a minority interest in the Camisea LNG project in Peru and related upstream assets and in connection with the LNG sales and purchase agreement for all of the LNG produced at the Camisea liquefaction facility
• Representation of a Latin American focused energy company on its purchase of upstream assets onshore Peru
• Representation of a Peruvian energy company on its admission to AIM and a proposed placing of shares of up to US$80 million and subsequent secondary offerings

TRINIDAD AND TOBAGO
• Representation of a U.S. private equity firm with respect to the disposition of its interests in an ethanol facility in Trinidad and Tobago
• Representation of a Trinidad and Tobago ethanol facility with respect to certain operational matters

VENEZUELA
• Representation of a consortium of three oil companies in its negotiation of the engineering, procurement and construction contracts valued at $1.074 billion for a vertically integrated extra heavy crude oil production, transportation, refining and marketing venture in Venezuela, including representation of such consortium with respect to issues arising during the performance of such contracts
• Representation of a major U.S. oil and gas company in its participation in a vertically integrated extra heavy crude oil production, transportation, refining and marketing joint venture in Venezuela
Our infrastructure team is founded on a “whole project” approach that seamlessly integrates our skilled lawyers with all of the steps of the project development, financing and construction process of cross-border transportation, commercial and social infrastructure.

Locke Lord’s lawyers advise on infrastructure project development, financing, construction and management throughout Central and South America, from project conception through completion.

Our lawyers provide creative counsel for innovative, yet bottom-line focused, infrastructure construction projects. We are partners in building projects throughout the region, ranging from cogeneration facilities and power plants, to ports, highways, railroads, stadiums, hospitals and hotels and commercial developments.

We advise clients through all phases of project development, financing and construction, even after projects are completed. We work closely with owners, financing sources, architects, engineers, design-builders, contractors, subcontractors and local counsel to develop and implement projects.

In addition, our results-oriented focus quickly identifies and solves legal issues to keep projects on track. Risks are part of every project and begin with the earliest design activity, increase during construction, and can continue for years after a project’s completion. We help manage risk by drafting and negotiating contracts and conditions with special emphasis on risk allocations. Custom agreements with insurance requirements, indemnification provisions and damage-limitation clauses are prepared to protect clients from risks unique to each project.

Locke Lord’s representative infrastructure work in Latin America includes:

- Advising government agencies in Colombia and El Salvador on the development of public-private partnership legislation for an energy and infrastructure project
- Advising a subsidiary of a government energy agency in Latin America on the feasibility, structuring and financing of a proposed 50 MW thermal solar power plant
- Representation of a large private equity fund in connection with infrastructure and energy projects, in among others, Brazil, Colombia, Dominican Republic, and Mexico
- Representation of a large private equity fund and related insurance company in connection with investments in Latin America-linked infrastructure and energy bonds

**BRAZIL**
- Representation of a Brazilian construction company in litigation in U.S. courts against Banco do Brasil

**CHILE**
- Advising a Spanish company on the equity financing of two toll road projects in Chile

**COLOMBIA**
- Representation of a U.S. design, build, manage company in the project development, financing and implementation of commercial and social infrastructure projects in Colombia, including port and medical facilities
- Advising the government of Colombia on the use of project bonds to finance its major new transportation infrastructure initiative
- Advising U.S. general contractors on procedures for qualifying and bidding on toll road projects and port expansions in Colombia
EL SALVADOR
• Representation of a government hydroelectric agency in El Salvador to resolve contract disputes with foreign contractors in connection with the construction of a 66 MW hydroelectric plant, and advising them on restructuring the project and terms and conditions of an agreement for a new general contractor to complete the project
• Advising a subsidiary of a government energy agency in El Salvador on the feasibility, structuring and financing of a proposed 50 MW thermal solar power plant

GUATEMALA
• Representation of a U.S. financial institution on the financing of a toll road in Guatemala

HONDURAS
• Representation of the port authority of Honduras in connection with obtaining project financing to expand its deep water port, Puerto Cortes
Locke Lord has a long history of representing both foreign and U.S. insurance companies, producers and their affiliates in many areas of insurance and reinsurance throughout Latin America.

REGULATORY AND TRANSACTIONAL EXPERIENCE

We have significant experience in mergers and acquisitions and all types of reinsurance transactions – bulk, treaty, facultative, indemnity and assumption, modified coinsurance and stop loss reinsurance.

We regularly advise our corporate clients on alternative risk transfer mechanisms, including the formation of captive insurers. In doing so, we provide advice and assistance related to such structures, including choice of domicile, reinsurance arrangements, agreements with service providers (such as captive managers) and tax issues. Locke Lord’s lawyers counsel foreign clients in structuring the regulatory and commercial aspects of accepting U.S. risks from abroad, including the use of reinsurance and surplus lines, direct placements and marine exemptions, as well as structuring U.S. operations for foreign investors and the use of off-shore captives. We have served as counsel to the Commonwealth of Puerto Rico to assist in the drafting of legislation and regulations to create their Offshore Insurance and Reinsurance Center, and have assisted foreign reinsurers in the bidding process for the privatization of the Brazilian state-owned reinsurer.

As we assist foreign insurers in structuring their overall U.S. operations, we also provide advice related to tax, corporate and securities issues. Our clients consist of insurers and investors from around the world, including Latin America, Europe and Asia.

LITIGATION AND DISPUTE RESOLUTION EXPERIENCE

We have litigated or arbitrated coverage matters involving many different policies and types of underlying claims. We have represented our clients in some of the largest insurance and reinsurance disputes in both U.S. and non-U.S. forums, and have a strong record of working with our clients to negotiate favorable settlements in appropriate matters.

Our team consists of professionals who have elected to focus their practices on insurance and reinsurance law. Locke Lord has been intensely involved with the international insurance and reinsurance markets through many business cycles, and we understand the short-term and long-term issues that face our clients in dealing with those changing cycles. We have adapted along with the market because the industry matters to us.

AVIATION

Locke Lord’s aviation lawyers deal extensively with matters throughout Latin America. In many cases, the Firm defends the interests of aviation manufacturers, lessors and airlines for accidents occurring outside the United States, but for which litigation is filed in the United States. Our Aviation lawyers have obtained dismissal and transfer of such claims to non-U.S. forums with a more direct connection to the claims. Once transferred to a non-U.S. forum, Locke Lord’s lawyers continue to represent the clients’ interests through oversight and coordination of the foreign proceedings and through the facilitation of communications with U.S.-based clients so as to ensure a strong defense of the claims.

Through our offices strategically located across the United States, London and Hong Kong, we service our clients’ needs throughout the Americas, including Latin America. Additionally, Locke Lord’s aviation lawyers have established a comprehensive international network of correspondents and contacts enabling us to seamlessly deal with matters that touch and concern countries throughout the world.

Locke Lord’s representative insurance/reinsurance work in Latin America includes:

- Representation of various insurance interests in separate disputes concerning policy coverage arbitrations in Ecuador, Colombia and Panama
- Representation of US and European reinsurers in obtaining foreign reinsurer authorization and/or regulatory fronting arrangements with local carriers in Mexico, Colombia, Argentina, Guatemala, the Dominican Republic, Ecuador, Panama, Peru, Chile and Puerto Rico
ARGENTINA
- Representation of a global financial institution in a dispute centered around an Argentina Pension Fund and a dispute regarding insurance issues and financing issues

BRAZIL
- Representation of companies in regulatory matters involving entry and operations in Brazil — matters include the insurance, energy, water and waste-treatment, manufacturing, agriculture and real estate industries, among others
- Experience with SUSEP (the insurance regulator), CADE (the anti-trust agency), ANEEL (the electric power regulator), Eletrobras (the government electric power holding company), ANP (the oil regulator), Petrobras (the oil monopoly) and various government ministries
- Representation of a leading Brazilian financial conglomerate in the sale of its joint venture interest in a Brazilian insurer to a major U.S. group, and U.S. interests in acquiring insurers in Brazil
- Advising leading European reinsurer on its privatization bid to purchase IRB Resseguros S.A., the Brazilian government-owned reinsurance monopoly
- Representation of the largest insurer in Brazil and Latin America in arbitration against a U.S. insurer on $1 million claim; negotiating and documenting Brazilian joint venture dissolution with large U.S. insurer; setting-up of U.S. medical service referral operation; and, serving as General Counsel to Group for U.S. corporate and other matters
- Assisting an U.S. insurer with US$6 billion fine purportedly imposed by Brazilian regulator (SUSEP)
- Assisting an international insurance firm in lobbying the Brazilian government to change regulations to permit entry into the local reinsurance market and assisting to obtain first reinsurance license for foreign insurer

URUGUAY
- Representation of Uruguayan bank in several insurance/reinsurance disputes in the United States
Locke Lord regularly assists U.S., Central American, South American and Mexican clients in the public and private sectors in a cross-section of industries to design, develop, finance, build and operate projects in all facets of energy, infrastructure, large-scale real estate development, manufacturing, hospitality, telecommunications and financial services. These representations include advising clients on the formation of U.S., international and regional consortia, teaming arrangements, strategic alliances, co-ventures and public-private partnerships in multiple jurisdictions to undertake projects including: public works contracts; concessions; Build, Own, Transfer (BOT); Build, Own, Operate, Transfer (BOOT); Build, Lease Transfer (BLT); and, co-investment project structures.

We also assist clients in securing project financing for such projects, including feasibility funds, concessional debt financing, ranking capital, private equity, leveraged and structural financing, guarantees and other loan enhancements from private equity firms, private lending sources and Washington-based U.S. and multilateral agencies including the U.S. Overseas Private Investment Corporation, International Finance Corporation, U.S. Export-Import Bank and the Inter-American Development Bank.

Locke Lord’s representative project development and finance work in Latin America includes:

- Advising a U.S./Latin American private equity fund on due diligence, project development and financing issues in connection with hydroelectric power plant investment opportunities in Guatemala, Mexico and Brazil
- Advising the leading energy agency of a government in Central America on the termination of a private contractor under a turn-key contract to construct a 66 MW hydroelectric plant, and subsequent re-tendering and structuring issues for the continuation of the project
- Representation of a U.S. developer in project development and financing issues in connection with its effort to build and operate a green resort in the Bahamas, including the installation of photovoltaic solar production capabilities and qualification for carbon credits
- Advising U.S. developers on project development and financing issues in connection with the expansion and construction of new hotel projects in the Bahamas, Turks & Caicos, Barbados, Grenada and St. Lucia

**COLOMBIA**

- Advising a U.S. design, build, manage construction company on project development and financing issues associated with planned biomass plants in Bogotá and Cartagena
- Representation of a U.S infrastructure company in the development and financing of a mixed-use stadium complex, Port Warehouse facilities and hospital facilities in Colombia

**EL SALVADOR**

- Advising the leading energy agency of the government of El Salvador on the project development and financing issues associated with structuring and financing as a public-private partnership a 50 MW thermal solar power plant (A technology of first impression for El Salvador, this work included a consideration of the sufficiency of its legal and regulatory infrastructure to support such a project, in addition to advice on how to structure the PPP and make the project financeable)

**MEXICO**

- Representation of a Mexico-focused energy company on its bid for a midstream terminalling and storage facilities project in Mexico
Locke Lord's real estate lawyers are dedicated to providing thoughtful, creative, effective and efficient representation to our clients’ international real estate transactions and litigation, involving acquisition, disposition, financing, development and leasing a wide variety of commercial projects.

Our clients include commercial banks, insurance companies, savings and loan associations, finance and leasing companies, private equity firms, real estate investment trusts (REITs), pension funds and their advisors, public and private university and health care systems, development companies, investors, homebuilders and contractors. Representative engagements include matters requiring expertise in real estate finance, creditor’s rights and bankruptcy, land use, environmental contamination, federal, state and local taxation and REITs.

Our real estate lawyers have substantial experience in the financing, development (including multi-site assemblage), leasing, acquisition and disposition of virtually all types of commercial and industrial real property. Our lawyers are also regularly engaged in acquisitions and dispositions of real estate assets, including tax advantaged structures and leasing and counseling either landlords or tenants in a wide variety of real estate assets.

Frequently, real estate projects considered for investment, financing or leasing by our clients are affected by environmental conditions that require ongoing monitoring, and in many cases remediation work directed and monitored by local governmental authorities. Such transactions include pre- and post-closing remediation obligations, negotiation and documentation of restrictive covenants, indemnification and releases for known and unknown claims enforceable against subsequent owners in the chain of title and environmental insurance.

We regularly represent investors and developers in matters involving disputes among joint venture partners and other co-investors, debt and equity providers, purchasers and sellers, and landlords and tenants. We represent international clients in litigation involving a wide variety of development project disputes, including land use, zoning and permitting, contractor and construction disputes, property casualty and title insurance coverage issues, common interest developments and owners’ associations, and inverse condemnation claims and eminent domain.

Locke Lord also has an International Hotel & Resort Group that includes a team of corporate, real estate and tax lawyers with experience in virtually all areas of international hotel and resort ownership and operation.

Supported by our Firm-wide real estate & finance practice group, our experienced team can confidently respond to the ever changing needs of our Latin American clients.

Locke Lord’s real estate work in Latin America includes:

- Advising private sponsors on the development and project financing of large-scale, mixed-use master-planned real estate projects

**BRAZIL**

- Representation of companies in regulatory matters involving entry and operations in Brazil — matters include the insurance, energy, water and waste-treatment, manufacturing, agriculture and real estate industries, among others

**COSTA RICA**

- Represented companies in regulatory matters involving entry and operations in Brazil - matters include the insurance, energy, water and waste-treatment, manufacturing, agriculture and real estate industries, among others

- Representation of a U.S. financial advisory services company advising a concessionaire in Costa Rica on project financing for a build, lease, transfer water utility

**MEXICO**

- Representation of a large U.S. real estate brokerage firm in international matters, including acquisitions and franchising transactions in Mexico
Locke Lord’s tax lawyers have extensive experience in international tax planning and structuring for operating businesses, forming and acquiring new business operations, and forming partnerships and joint ventures with counterparties from other countries. Our tax lawyers have been involved in transactions on almost every continent around the world, and particularly major trade partners of the United States in Europe, Asia and throughout the Americas.

Our tax lawyers focus on the U.S. tax consequences of U.S. companies operating in foreign countries, and of foreign companies operating in the United States. These U.S. tax consequences are optimally integrated into broader tax planning that is efficient from a global tax perspective taking into account local in-country tax consequences. For U.S. companies operating in foreign countries, we often work closely with tax professionals around the world with whom we have developed trusted relationships to provide efficient and practical advice for our clients.

Locke Lord’s tax lawyers utilize their knowledge of both statutory tax laws and modifications made under applicable tax treaty provisions to minimize the tax burden of our Latin American clients’ business structures and operations.

Our tax lawyers work closely with our government relations practice in Washington, D.C. to stay abreast of legislative and regulatory developments that may affect our clients’ tax liability in the United States and abroad.

Locke Lord’s tax work in Latin America includes:

- Representation of a large hospitality company in structuring operations in various Latin American and Caribbean countries
- Representation of a publicly held U.S. company in structuring the acquisition of a Netherlands holding company with Latin American business operations
- Representation of a large hospitality company in a joint venture with the government of a Caribbean country, the subsequent acquisition of the joint venture interest from the foreign government, and structuring operations of the joint venture in the Caribbean country

**COLOMBIA**
- Representation of an engineering and construction firm in structuring a joint venture in Colombia

**PUERTO RICO**
- Representation of a U.S. partnership of large tax exempt institutional investors in the acquisition and operation of a portfolio of shopping centers in Puerto Rico, including obtaining tax rulings from local tax authorities
Locke Lord has spent decades representing corporations, their officers and employees in white collar criminal matters and internal investigations. With a client base ranging from publicly traded companies and nonprofit groups to members of corporate management teams and leading executives, our lawyers have a broad knowledge in a host of different industries.

We have represented clients in white collar criminal cases and internal investigations in the fields of health care, insurance, securities, finance, manufacturing, bankruptcy, consumer fraud, energy, environmental, government contracts and many others. Our lawyers are experienced in antitrust enforcement, Foreign Corrupt Practices Act, option back-dating, public corruption, export and import criminal violations, bank fraud, commercial bribery, money laundering, forfeitures, computer fraud and virtually any business or economic criminal allegation.

When our clients are the subjects of internal investigations, we help them properly and efficiently respond to the investigation’s findings. Our experience with internal investigations covers a broad range of topics, including financial accounting, federal securities laws and regulations, transactions with related parties, Foreign Corrupt Practices Act violations, regulatory compliance and shareholder derivative demands.

Our lawyers have conducted investigations throughout the globe, including investigations involving the following jurisdictions: Australia, Kazakhstan, Nigeria, Singapore, Saudi Arabia, Dubai and Latin America.

Locke Lord’s representative white collar and internal investigations work in Latin America includes:

- **BOLIVIA**
  - Conducted internal investigation for large publicly traded drilling company concerning potential FCPA violations

- **BRAZIL**
  - Representation of companies in regulatory matters involving entry and operations in Brazil — matters include the insurance, energy, water and waste-treatment, manufacturing, agriculture and real estate industries, among others
  - Representation of a Brazilian association in litigation in multiple US states against leading US industrial companies for bribery and price-fixing in Brazil, involving Brazilian anti-trust and criminal authorities, as well as the conduct of litigation in the USA
  - Representation of US interests in defending against civil and criminal charges in Brazil, including the use of multilateral criminal cooperation treaties

- **COLOMBIA**
  - Conducted internal investigation concerning allegations of potential FCPA violations involving hiring process

- **DOMINICAN REPUBLIC**
  - Conducted internal investigation into alleged price fixing cartel

- **MEXICO**
  - Handled SEC enforcement action against publicly traded Mexican media company and its senior executive involving fraud, books and record violations and internal control deficiencies
  - Conducted internal investigation for large oilfield supply company concerning potential FCPA violations
  - Conducted due diligence of potential agents in piping and construction industries concerning FCPA compliance

- **VENEZUELA**
  - Conducted internal investigation concerning allegations of potential FCPA violations in energy industry