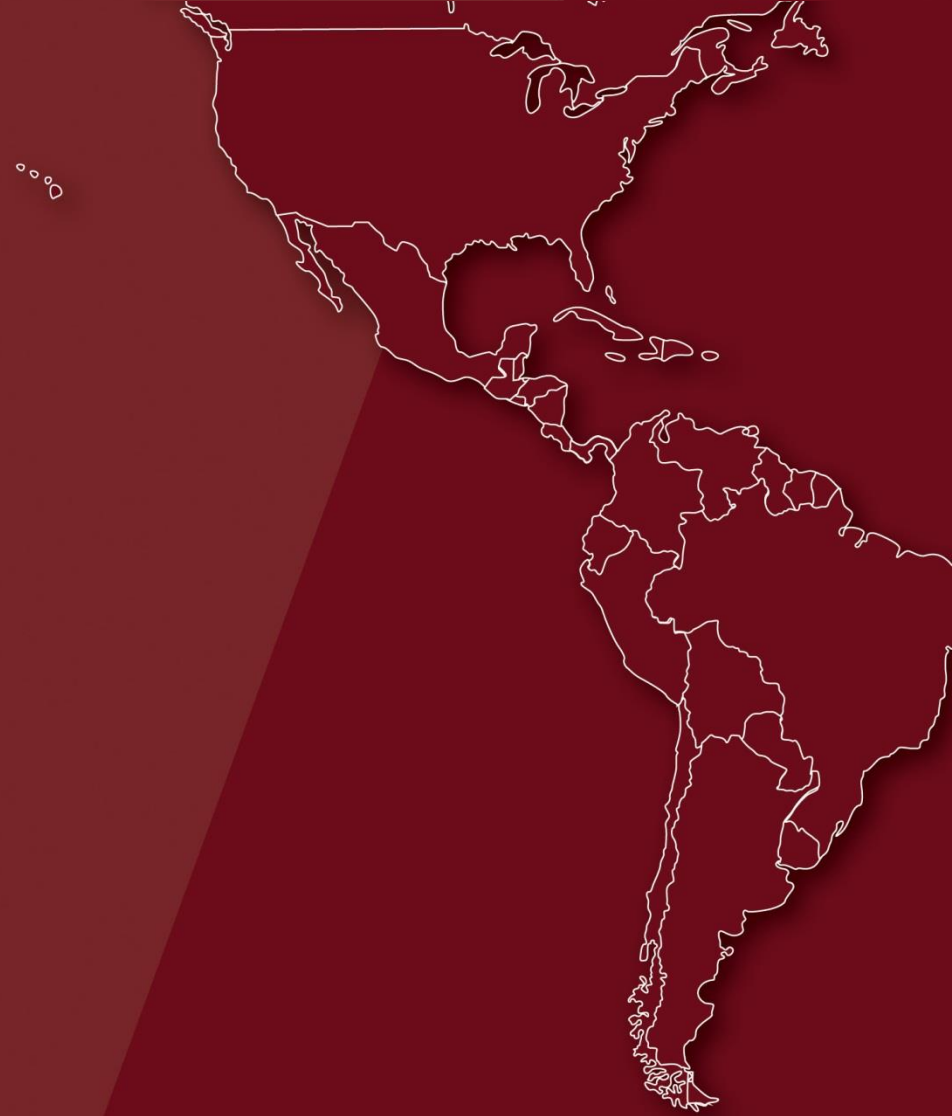


# Americas Practice Group Overview

August 2018



*haynesboone*

# Honors and Rankings

## *Chambers USA*

**America's Leading Lawyers 2018**

**18 practices**

**53 lawyers**



## *Chambers Latin America*

**5 practice groups** - Corporate/M&A in the Latin America-wide category, and Banking and Finance, Corporate/M&A, Energy and Natural Resources, and Real Estate for Mexico-wide category.

**9 lawyers** - ranked across 7 practices areas



## *Chambers Global*

**8 practice groups** - Franchise and Distribution in the Global-wide category,

Corporate/M&A in Latin America-wide category,

Banking and Finance, Corporate M&A and Energy and Natural Resources in Mexico-wide category,

and Bankruptcy & Business Restructuring in the USA-Nationwide category

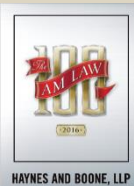
**10 lawyers in 4 regions**



## *AmLaw 100*

**Strong financial performance**

Haynes and Boone ranked No. 89 in *AmLaw 100*, American Lawyer magazine's annual list of the top-grossing law firms.



## *BTI Consulting Group*

Ranked **Core Law Firm** in financial services, professional services and transportation.

Haynes and Boone rated as a **Most Recommended Law Firm** in financial services, professional services and retail trade.



## *Corporate Counsel*

**Go-To Law Firm for corporate legal work: Corporate Counsel's annual survey of top 500 in-house law departments**, receiving high praise for our experience in litigation, intellectual property and labor and employment.



# Representative APG Clients

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- American Airlines
- AT&T
- Baker Hughes
- Bancomext
- Banco Latinoamericano de Comercio Exterior
- Bank of America
- BBVA Bancomer
- BNP Paribas
- Boeing Company
- Cathay Pacific
- Chevron
- Cotemar, S.A. de C.V.
- Crédit Agricole
- ConocoPhillips
- Credit Suisse
- Desarrolladora del Parque
- DuPont Mexicana
- Ecopetrol
- FMC Corporation
- Glencore International AG
- Goldcorp, Inc.
- Grupo Hermes
- Grupo Lar
- Grupo Mexico
- Grupo Taca
- Haitong Bank
- Hilton Worldwide
- HSBC
- IATA
- Little Caesars
- Maridive Group
- McDonough Marine Service
- Mexichem
- Mizuho
- MMX (Brazil)
- Noble Energy, Inc.
- PGIM Real Estate
- OPIC
- Seamaritima/Seaboard Marine
- Solera/Audatex Americas
- Sumitomo Mitsui Banking Corporation
- The Blackstone Group L.P.
- The Chemours Company Mexico
- The Sol Group Corporation (Melia)
- Tresmontes Lucchetti Mexico
- Trinity Industries
- Zakher Marine International Inc.
- YPF

# Selected Professional Recognition



**Nicolas Borda**

***Chambers Global***

- Energy and Natural (Mexico)
- Energy and Natural Resources - "Foreign expert for USA" (Mexico)

***Chambers Latin America***

- Energy and Natural Resources (Mexico)



**Edgar Klee**

***Chambers Latin America***

- Tax (Mexico)



**Alberto de la Peña**

***Chambers Global***

- Corporate / M&A (Mexico)



**Patricia Mastropiero**

***Latinvex***

- Top 100 Female Lawyers in Latin America



**George Y. Gonzalez**

***Chambers Global***

- Corporate / M&A (Latin America)

***Chambers Latin America***

- Corporate / M&A (Latin America)
- Latin American Investment (Texas)

# Selected Professional Recognition



## Larry Pascal

### *Chambers Global*

- Corporate/M&A (Latin America)

### *Chambers Latin America*

- Corporate / M&A (Latin America)
- Latin American Investment (Texas)

### *Latinvex*

- Top 100 Latin American Lawyers



## Hector Herrera

### *Chambers Latin America*

- Environment (Mexico)



## Rafael Carmona

### *Chambers Global*

- Corporate/M&A (Latin America)

### *Chambers Latin America*

- Capital Markets – “Up and Coming” lawyer (Mexico)



## Jorge Sanchez

### *Chambers Global*

- Energy and Natural (Mexico)
- Corporate/M&A (Latin America)

### *Chambers Latin America*

- Corporate/M&A (Mexico)
- Energy and Natural Resources (Mexico)
- Projects (Mexico)

# Firm Services

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- Antitrust and Competition
- Appellate
- Aviation
- Bankruptcy and Business Restructuring
- Capital Markets and Securities
- Corporate
- Employee Benefits and Executive Compensation
- Energy, Power and Natural Resources
- Environmental
- Family Office
- Fiduciary Disputes
- Finance
- Franchise and Distribution
- Fund Formation and Management
- Government Enforcement and Litigation
- Government and Public Policy
- Healthcare and Life Sciences
- Information Technology and Business Process Outsourcing
- Insurance Recovery
- Intellectual Property
- International
- Investment Banking and Broker-Dealer
- Investment Management
- Joint Ventures
- Labor and Employment
- Litigation
- Media, Entertainment and Sports
- Mergers and Acquisitions
- Oil and Gas Litigation
- Prime Brokerage and Equity Lending
- Private Clients and Estate Planning
- Project Finance and Development
- Real Estate
- Securities Class Action Defense and Shareholder Litigation
- SEC Enforcement
- Shipping
- Social Media
- Tax
- Technology
- Venture Capital/Emerging Company

# General Overview

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- **70 lawyers in the Americas Practice Group**
- **Bar Leadership**
  - Chair, Texas Supreme Court Task Force on International Law
  - Chair, International Law Section of American Bar Association, State Bar of Texas, and Dallas Bar Association
  - Former Chair, International Bar Association, Real Estate Section
  - Led Texas foreign legal consultant reforms
  - Member of Advisory Board of the Mexican Bar Association
  - Chair, Project Finance and Development Committee, Business Law Section of American Bar Association
- **Adjunct Professors at Georgetown, SMU, University of Houston, and South Texas College of Law Houston**
- **Languages spoken include English, Spanish, Portuguese, and French**
  - More than a dozen languages spoken at the firm
- **Experience in more than 30 countries in the region**
- **Two partners have served as chair of the World Services Group, one of the largest international networks in the world with membership in more than 120 countries in every continent.**

## General Overview (cont'd)

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- **Latin American Energy Chapter editor for several years of Matthew Bender Treatise “Energy Law and Transactions”**
  
- **World Services Group Member**
  - Larry Pascal currently serves as chairman emeritus and director of World Services Group
  - Current member of the board of directors
  - Former regional chair for North America for World Services Group
  - Haynes and Boone partners recognized as “Member of the Year” for World Services Group on multiple occasions
  - Founding member of WSG
  
- **Tech Law Group member**
  
- **Strong international network of law firms in the region**
  
- **Active foreign associate program. We have (or have had) visiting or foreign attorneys from:**
  - Argentina
  - Brazil
  - Chile
  - China
  - Colombia
  - Costa Rica
  - Japan
  - Mexico
  - Peru
  - Spain
  - Venezuela



# Mexico City Office Overview



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# Haynes and Boone in Mexico

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- 20+ years serving clients from our office in Mexico City
- 50 lawyers in our Mexico practice
- Largest Texas-based law firm with an office in Mexico
- Our Mexico City office lawyers are fully bilingual, and we have lawyers licensed in both Mexico and the U.S. and trained in both legal systems
- Understanding of key U.S.-Mexico cross-border issues
- Long track record of helping clients enter the Mexican market and knowing how business gets done in Mexico



# Core Capabilities in Mexico

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- Antitrust
- Banking and Finance
- Bankruptcy
- Capital Markets
- Corporate/M&A
- Energy and Natural Resources
- Environmental
- Finance
- Intellectual Property
- Joint Ventures
- Litigation/International Arbitration
- Private Equity
- Projects/Infrastructure
- Real Estate/Real Estate Finance
- Maritime/Shipping Finance
- Tax/International Tax
- Trade
- Water

# Honors and Rankings: Mexico and Latin America

## *Chambers Latin America 2018*

### **5 practice groups recognized**

Mexico-wide: Banking and Finance, Corporate/M&A, Energy and Natural Resources, and Real Estate

Latin America-wide:  
Corporate/M&A

**9 lawyers named**  
across 7 practice areas



## *Latinvex 2017*

### **Top 20 among all law firms:**

- #1 in Real Estate
- #1 in Aviation
- #2 in Environment
- #4 in Energy
- #4 in Trade
- #8 in Mining
- #9 in Banking & Finance
- #16 in Corporate/M&A



## *Latin Lawyer 2015*

**8 practice groups recognized**

**17 lawyers named**

LATINLAWYER

## *Best Lawyers in Mexico 2016*

**6 lawyers named in Mexico**



## *Forbes Mexico 2016*

**Named as a Top 7 law firm in Mexico**



## *Who's Who in Mexico 2015*

**5 lawyers named in Mexico**



# Selected Deals of the Year in Mexico

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Our team has represented clients in connection with numerous projects in Mexico awarded as “Deals of the Year” by *Project Finance* magazine and other leading publications, including:

- **Blackstone/GE M&A Transaction.** *Latin Lawyer's* 2015 Corporate Finance Deal of the Year for Blackstone's US\$3.3 billion acquisition of General Electric's Mexican real estate assets.
- **Afore XXI.** *Latin Finance's* 2013 Domestic M&A Deal of the Year for the acquisition of Afore Bancomer from Spain's Banco Bilbao Vizcaya Argentaria (BBVA) for US\$1.6 billion.
- **Etileno XXI Petrochemical Plant.** *Project Finance* magazine's 2012 Latin American Petrochemical Deal of the Year and Overall Latin America Deal of the Year for the US\$2.8 billion financing for the Etileno XXI petrochemical project financing developed by Braskem Idesa.
- **Tarahumara Pipeline.** *Project Finance* magazine's 2012 Americas Midstream Deal of the Year for the Tarahumara Pipeline (Fermaca) gas pipeline financing.

# Mexico City Highlights

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## Corporate/M&A

- In a transaction spanning nine jurisdictions, Haynes and Boone assisted Hyatt Hotels Corp. in acquiring a strategic minority interest in Oasis Luxury Rentals Inc., a privately owned company based in Miami.
- Represented Blackstone in the US\$3 billion acquisition of the entire loan portfolio of General Electric Capital Real Estate; *Latin Lawyer's* 2015 Corporate Finance Deal of the Year.
- Represented PGIM Real Estate on its acquisition of the Nuevo Sur Shopping Center (“Nuevo Sur”) in Mexico for US\$85 million.
- Represented a group of Mexican institutional investors in their US\$2.1 billion joint venture through a CKD vehicle for investments in Mexican infrastructure.
- Represented Afore XXI in its bid and agreement to acquire Afore Bancomer from Spain’s Banco Bilbao Vizcaya Argentaria (BBVA) for about \$1.6 billion.
- Represented AT&T International, Inc. in an exchange offer launched by America Movil, S.A.B. de C.V. to acquire Telmex Internacional, S.A.B. de C.V.
- Represented Nefab Companies, Inc. in the \$2.4 million acquisition by its Mexican affiliate (and its Swedish parent - one share) of PDS Global Packaging, S.A.de C.V., a Mexican industrial packaging company.
- Represented GRUPO TMM in its purchase of assets from DaimlerChrysler Services de Mexico, S.A. de C.V. and Auto Convoy Mexicano, S.A. de C.V.

# Mexico City Highlights

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## Capital Markets

- Represented Megacable Holdings in amending the public issuer trust incorporated with Nacional Financiera (NAFIN) to eliminate a foreign investment restriction that allowed NAFIN to issue Certificados de Participación Ordinaria No Amortizables (CPOs, a Mexican type of securities) up to 100 percent (except three corporate shares, for regulatory compliance) of Megacable Holdings' corporate capital.
- Represented Corporación Financiera Atlas, S.A. de C.V., SOFOM E.N.R. in the establishment of its second short term security debt program in the amount of MX\$300 million. This established the figure of a pledge to short term securities, backed with Corporación Financiera Atlas' portfolio.
- Represented Coppel, SA de CV in two bond issuances on the Mexican Stock Exchange collectively raising approximately US\$500 million.
- Represented issuer Banco Compartamos in its US\$1.5 billion initial public offering.
- Represented Transporte Marítimo Mexicano in the sale of US\$400 million in common stock of Kansas City Southern in a registered offering on the NYSE.
- Represented Buena Vista Hospitality Group's fund, Buena Vista Latin America Fund Limited in an initial public offering on the AIM London Market for a high end residential development in Mexico City.

# Mexico City Highlights

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## Energy

- We have been advising clients on all of the different bid rounds in Mexico, e.g. Round 1 (Round 1.1, 1.2, 1.3, 1.4, 2.1, 2.2 ad Trion), several migrations of service contracts to E&P contracts, CENACE first and second long term auctions, obtaining open seasons for transporting fuels by pipeline, negotiating with PMI sale of natural gas and crude oil, obtaining permits before the CRE, interacting with CNH on behalf of our clients who won blocks in Round 1, and assisting clients with import and distribution of fuels.
- Represented a client in connection with the Tarahumara Pipeline financing in Mexico developed by Fermaca; named the Americas Midstream Deal of the Year in 2012.
- Represented a client in connection with the \$400 million San Fernando pipeline project developed by PGPB and El Paso (now Sempra Energy) in Mexico; named the Latin American Gas Pipeline Deal of the Year in 2002.
- Represented Lusitania Capital, the local financing vehicle of Banco Espirito Santo de Inverimento, in the financing of the EPC Contractor of the Aura Solar I project secured by select EPC milestone payments distributable directly from the project loan trust.
- Represented the ExIm Bank in the US\$100 million financing of the 258-MW Naco Nogales combined cycle independent power station project.
- Represented Chevron in opening its first Chevron-branded service station in Mexico. The station is located in Hermosillo, Sonora. We advised client Chevron Combustibles de México on contractual and regulatory matters in connection with the landmark transaction.



# Mexico City Highlights

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## Energy (cont'd)

- Represented Cotemar, S.A. de C.V. in a Purchase and Sale of Oil Contract with Pemex. We assisted affiliate of client Servicios de Extracción Petrolera Lifting de Mexico (to whom two license contracts were awarded by CNH in the onshore block bid 1.3 procedures of the Mexican Energy Reform) in the drafting and negotiation of a Oil Purchase and Sale Contract with Pemex, whereby client sells all existing production of the oil field Paso de Oro to Pemex. This transaction was very important because it was one of the first trading contracts with Pemex as a result of the E&P contracts awarded to private companies as part of the Mexican Energy Reform.
- Served as lender's counsel for Banco Nacional de Obras y Servicios Públicos, S.N.C., Banco Nacional de Comercio Exterior, S.N.C., Nacional Financiera, S.N.C., and North American Development Bank, in the \$112 million USD financing for the construction and operation of one solar power plant in the Mexican State of Sonora, property of Zuma Energía, S.A. de C.V. and with a PPA with CFE Energía.
- Represented Silver Fuels in a Purchase and Sale Contract for Gasoline and Diesel. We advised client Silver Fuels in the negotiation of a complex deal involving the sale of 60,000 bpd of Gasoline and 40,000 bpd of Diesel to Pemex trading company PMI Comercio Internacional. The project included a development of a production facility in the Port of Brownsville, Texas.

Brazil



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## Brazilian Representation

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- Represented American Airlines Group (AAG) as lead international counsel in its successful worldwide international integration of American Airlines and US Airways. The project involved work in Brazil and across Latin America and the Caribbean. The project culminated a two-year effort stemming from the \$17 billion merger between American Airlines and US Airways.
- Acted as lead counsel for multi-lender \$700 million vendor-financed tranche in connection with the \$1.45 billion project financing of a wireless telecommunications project in Brazil.
- Represented major global freight forwarder in connection with highly publicized international antitrust investigation into alleged price fixing and other collusion in shipping industry by U.S. Department of Justice's Antitrust Division and European Commission, and later, by antitrust regulators in Brazil, Canada, Japan, New Zealand, and Switzerland. Representation included defending follow-on civil antitrust class action lawsuit against over 50 industry participants.
- Representation of MMX Mineração e Metálicos SA (MMX) in a three-tranche facility aggregating US\$250 million in bank facilities and R\$580 million of financing from the Brazilian Development Bank (BNDES), in a project named a "Latin American Deal of the Year" by *Trade Finance Magazine*.
- Represented three Brazilian banks in the creation of a new guarantee product for private equity portfolio companies that is unsecured but tied to the capital commitments and liquidity of the fund.

## Brazilian Representation (cont'd.)

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- Represented large commodity supplier acquiring rights to access port services in new port project in Brazil. Project involved negotiating with ore producers for supply and the port for throughput availability and specific ship capacity for approximately 4 million metric tons of ore annually.
- Represented Aviall in successfully obtaining Brazilian merger clearance before the Brazilian competition authorities in connection with its more than \$2.0 billion merger with Boeing.
- Represented Andean Chemicals Ltd. on the workout of a sugar ethanol facility in Louisiana.
- Counsel to Chansommes do Brasil (Brazil) when it was acquired for cash and stock by Drypers Corporation.
- Represented NYSE-listed company in negotiation of strategic alliance agreements with United Kingdom and Brazilian companies.
- Counsel to Calyon (now known as Credit Agricole Corporate and Investment Bank), the lead bank in the \$180 million acquisition of Enron's Eletrobolt power plant by Brazil's national oil company, Petrobras.

# Andean Pact

Bolivia, Colombia, Ecuador,  
Peru and Venezuela



haynesboone

# Andean Pact Representation

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- Represented Global Energy Development PLC in its farmout of a 50 percent working interest in the Bolivar Association Contract Area of the Middle Magdalena Basin in Colombia to Everest Hill Energy Group Ltd. for compensation of \$5 million payment and full costs of multiple drilling obligations.
- Counsel to the acquirer of an electricity distribution system in La Paz, Bolivia.
- Lead counsel to the lenders on a \$55 million project finance loan for an open-pit gold and copper mine in Northern Bolivia.
- Advised an electrical distributor in connection with its establishment in Colombian free trade zone and the obtaining of Ex-Im Bank financing in connection with the REFICAR refinery located in Cartagena, Colombia.
- Represented a large athletic wear retailer in its franchise expansion in the Dominican Republic, Ecuador, Peru, Panama and throughout Latin America, and additionally in Romania and Croatia.
- Represented the state owned Colombian national oil company Ecopetrol in its Joint Operating Agreement (JOA) with Exxon Mobil and Petrobras.
- Represented United Petroleum Capital Inc. in negotiations with private investors in the formation of Zorritos Peru Holdings Inc., and in Zorritos' acquisition of onshore exploration and production assets in Peru in U.S. bankruptcy proceedings.

## Andean Pact Representation (cont'd.)

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- Advised Peruvian project sponsor Irradia, SRL in the negotiation and financing of its proposed 300,000 gallon per day natural gas liquefaction and transportation facility located near Lima, Peru in a financing valued at approximately US\$82.5 million.
- Represented Novo Banco (formerly Banco Espirito Santo, S.A.) in its US\$50 million SBLC issuance with respect to telecommunications network concession obligations of Azteca Comunicaciones Peru, with the guaranty of Mexican parent TV Azteca.
- Advised the U.S. subsidiary of one of Venezuela's largest plastics manufacturing and commercial enterprises in the \$21 million acquisition and financing of industrial real estate and improvements in the Cedar Park Industrial Park in the Houston ship channel petrochemical complex and the financing of specialized manufacturing equipment from Germany. The transaction involved negotiating complex cross-border issues and finding creative financing structures, including three different types of financing – commercial financing, owner financing and asset-based equipment financing.
- Represented CITGO Petroleum Corporation, a U.S. refining and marketing subsidiary of the national oil company of Venezuela, PDVSA, with respect to various corporate matters.
- Represented the Colombian national oil company Ecopetrol in the acquisition of Propilco, SA, one of the largest plastics companies in Colombia.
- Represented a Central American company in claim against its U.S. business partner arising out of business in Ecuador.

# Central America

Belize, Costa Rica, El Salvador,  
Guatemala, Honduras, Nicaragua  
and Panama



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# Central America Representation

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- Represented Royal Dutch Shell in the sale of its downstream businesses in Honduras, Guatemala, Nicaragua, El Salvador, Panama and Costa Rica, as well as the sale of two joint venture interests.
- Represented a large personal estate seeking to recover millions of dollars from bankrupt debtors. Assisted with international procedural matters including service of process on entities in Amsterdam and Costa Rica.
- Represented distributors of plastic resin in Central America (a Costa Rican corporation and its Texas limited partnership affiliate), in the sale of their assets to a U.S.-based distributor of engineering and commodity grade thermoplastics.
- Advised U.S. investor in purchasing a majority interest in the Honduran power distribution company Roatan Electric Company, the local distribution company for the Island of Roatan, Bay Islands, Honduras, including due diligence review, submission of bid to the Honduran power company ENEE, and negotiation of transaction documents.
- Represented a large Central American retailer in connection with obtaining an arbitral award against a South American franchise.

## Central America Representation (cont'd.)

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- Advised a U.S. architectural firm in connection with the termination by the Costa Rican government on a public bid for a public-private partnership for the Pococi Correctional Facility in Costa Rica and related litigation.
- Representation of Central American company seeking enforcement of award under the Inter-American Convention on International Commercial Arbitration (“Panama Convention”).
- Representation of Latin American entity regarding strategies for vacating an arbitral award under the Inter-American Convention on International Commercial Arbitration (“Panama Convention”).
- Represented Banco Espirito Santo de Inwestimento in its US\$5 million SBLC issuance with respect to toll-road concession obligations of ICA Panama, with the guaranty of Mexican parent ICA.

# Chile, Argentina and Uruguay

An aerial photograph of a city skyline, likely Santiago, Chile. The image is split by a diagonal grey line. On the left, a dark grey background contains the text 'Chile, Argentina and Uruguay'. On the right, the city is visible, featuring a prominent, tall, blue glass skyscraper (the Torre Costanera Center) and a large, multi-story apartment building in the foreground. The sky is blue with light clouds.

*haynesboone*

## Chile, Argentina and Uruguay

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- Advising YPF, S.A. on its farm out with Chevron in the Vaca Muerta region, which is a follow up to the \$1.5 billion joint venture with Chevron in the same area.
- Lead counsel for lenders in connection with \$150 million project financing of a telecommunications backbone in Argentina and Chile.
- Advised Asian multinational in proposed solar project in Chile.
- Advised a multinational company in connection with development of an Argentine gas pipeline project.
- Represented American Airlines in its acquisition of a minority interest in Aerolineas Argentinas, SA.
- Represented Sabre in a 10-year outsourcing transaction with Aerolineas Argentinas, SA.
- Represented a U.S. financial services company in connection with purchase of an Argentine loan services company.

## Chile, Argentina and Uruguay (cont'd.)

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- Represented various U.S. multinationals in their Uruguayan legal matters including foreign direct investment, contracting, litigation, and labor matters.
- Represented a Uruguayan based investment group and holding company of a Colombian and Panamanian company in a joint venture with a U.S. shale gas drilling company.
- Represented a U.S. loan servicer in purchase and sale of distressed loan portfolios in Chile and Argentina and a related service agreement.
- Represented Credit Agricole in connection with a loan facility to an Argentine borrower (Tecpetrol) and Uruguayan guarantor that purchased Erskine Energy in Texas.

Caribbean



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# Caribbean Representations

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- Represented American Airlines Group (AAG) in connection with the inaugural service to Cuba.
- Represented several companies on matters involving entry into Cuba, including corporate, tax, regulatory, real estate, contract negotiation, insurance and environmental work.
- Represented American Airlines Group (AAG) as lead international counsel in its successful worldwide international integration of American Airlines and US Airways. The project involved work in the Caribbean and across Latin America and the Caribbean. The project culminated a two-year effort stemming from the \$17 billion merger between American Airlines and US Airways.
- Represented one of the United States' largest pizza chains with the preparation of global distributor and manufacturer supply chain agreements and food safety standards for use with distributors and manufacturers located in Latin America, Canada, Europe and Asia.
- Represented Mirant Energy in its divestiture of utilities and power generation assets valued at US\$1.1 billion in four Caribbean countries.
- Represented American Airlines in the acquisition of Trans World Airways (TWA) assets out of Chapter 11 proceedings. Aircraft were located in the U.S. and 13 foreign jurisdictions, including parts the Caribbean.
- Represented International Air Transport Association (IATA) on general corporate and commercial matters, including contracts and advice, pertaining to Mexico and Latin America.

# Latin American Energy

Power plants, electricity, trading,  
natural gas, pipelines, refining, oilfield  
services, coal, renewables and  
exploration

A photograph of an oil pumpjack (jack-o'-lantern) in a field. The pumpjack is a large, blue metal structure with a yellow counterweight and a yellow walking beam. It is set against a bright blue sky with scattered white clouds. The foreground shows some green grass and a dirt path. The image is partially obscured by a dark grey diagonal shape on the left side.

*haynesboone*



# Latin America Energy Practice – Upstream

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- Representation of a South American national oil company in connection with international exploration and joint operating agreements.
- Represented YPF, S.A. in its upstream joint venture with Chevron in the Nambuenena Field of Vaca Muerta Basin in Argentina.
- We have been advising clients on all of the different bid rounds in Mexico, e.g. Round 1 (Round 1.1, 1.2, 1.3, 1.4, 2.1, 2.2 ad Trion), several migrations of service contracts to E&P contracts, CENACE first and second long term auctions, obtaining open seasons for transporting fuels by pipeline, negotiating with PMI sale of natural gas and crude oil, obtaining permits before the CRE, interacting with CNH on behalf of our clients who won blocks in Round One, and assisting clients with import and distribution of fuels, etc.
- Represented Servicios de Extracción Petrolera Lifting de México, S.A. de C.V. in connection with various post-award matters related to the client's license contract for exploration and production in the Cuichapa Poniente onshore field in Veracruz.
- Represented China National Petroleum Corporation (CNPC) in the acquisition of Petrobras Energia Peru S.A. in Peru.

## Latin America Energy Practice – Midstream

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- Represented a natural gas distribution company in Hermosillo-Guaymas-Empalme Geographic Zone in Sonora, Mexico to win the public bid for the first natural gas distribution permit issued by the CRE.
- Representation of FMC Corp. in connection with the development of a gas pipeline project in Argentina.
- Represented a client in connection with the \$400 million San Fernando pipeline project developed by PGPB and El Paso (now Sempra Energy) in Mexico; named the *Project Finance* magazine Latin American Gas Pipeline Deal of the Year in 2002.
- Represented a client as lead counsel to the acquirer of 432-mile gas pipeline in Mexico running through the States of Tabasco, Chiapas and Campeche and extending to the Yucatan Peninsula.
- Represented Tractebel, S.A. in the acquisition from Reliant Energy of a natural gas distribution system in the state of Tamaulipas, Mexico.
- Represented a client in connection with the Tarahumara Pipeline financing in Mexico developed by Fermaca; named the Americas Midstream Deal of the Year in 2012.

# Latin America Energy Practice – Downstream

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- Represented Gas Natural del Noroeste for more than 15 years in regulatory matters, including in the negotiation and execution of hedging, transportation, gas purchase, capacity reservation, distribution, interconnection, and construction agreements, with Pemex Gas & Basic Petrochemicals and other third parties.
- Advisor to Braskem Idesa as Mexican counsel in the construction and financing of the first petrochemical plant in Mexico for the last forty years located at Coatzacoalcos, Veracruz, Mexico, including a 1,050 kilotons per year ethylene cracker and related offsite battery limits, utilities, manufacturing, logistics and infrastructure facilities, including, gas and ethane pipeline, water pipeline, railroad line and other facilities related to the project for approximately US\$2.8 billion and the related financing to be granted by, among others, IFC, IDB, SACE, Bancomext, Nafin and BNDES for approximately US\$3 billion. The was named the Latin American Petrochemical Deal of the Year and the Overall Latin American Deal of the Year by *Project Finance* magazine.
- Advised a U.S. company in connection with a public bid issued by Costa Rica's state owned refining company RECOPE for the construction of an airport fuel facility at an international airport located in Costa Rica and related joint bidding agreement entered into with its Costa Rican partner.
- Advising the Colombian national oil company Ecopetrol in the acquisition of Propilco, SA, one of the largest plastics companies in Colombia.

# Other Practices



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# Aviation Practice

- Significant experience doing M&A work for Latin American aviation
- Transactions and other Projects
  - American Airlines' post-merger integration with US Airways
  - Restructuring of AMR's Sabre business
  - Aerolineas Argentinas
  - Grupo Taca
  - Avianca
  - Aeroperu
  - TWA
  - Aviall (merger with Boeing)
  - EDS (sale of Sabre outsourcing business)
  - Tender Offer for Aeromexico
  - Mexicana Bankruptcy (U.S. and Mexico)
  - Aviation infrastructure projects
- Representative clients in region
  - American Airlines
  - US Airways
  - Cathay Pacific
  - IATA
  - Grupo Taca
  - Aerolineas Argentinas
  - Aviall
  - Sabre
  - US Airways
- IATA tax controversy with IRS



# Real Estate Experience

- Resort projects
  - Cancun
  - Cabo San Lucas
- Bi-national loan programs for Mexican market
- Costa Rican real estate development
  - Papagayo
  - Flamingo
- Represented Blackstone in the US\$3 billion acquisition of the entire loan portfolio of General Electric Capital Real Estate (as the main counsel on the acquisition side of the transaction in Mexico); Latin Lawyer's 2015 Corporate Finance Deal of the Year.
- Represented PGIM Real Estate on its acquisition of the Nuevo Sur Shopping Center ("Nuevo Sur") in Mexico for US\$85 million.
- Represented a fund in US\$200 million investment in high end residential and hospitality projects in Mexico.
- Dominican Republic real estate experience with developers and construction companies.



# Bankruptcy/Workout Experience

- Represented American Airlines in the Mexicana bankruptcy in the U.S. and Mexico.
- Represented American Airlines in its acquisition of TWA assets.
- Represented Michael Jordan's Estate in the International Hospital bankruptcy, covering Mexico, Brazil the U.A. and Costa Rica.
- Represented Mexican corporate parent of Asarco in Chapter 11 proceedings in Texas.
- Represented Grupo Taca in its proposed acquisition of Avianca SA (Colombia) via bankruptcy in the Southern District of New York.
- Represented a large U.S. airline as special Latin American counsel for its bankruptcy planning.
- Represented Comercial Mexicana, SA de CV in its initial Mexican restructuring.



# Multi-Jurisdictional Projects



*haynesboone*



# Multi-Jurisdictional Projects

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**The firm has excellent experience in representing clients in complex, multi-jurisdictional projects throughout the region:**

- Represented American Airlines and US Airways in its post-merger international integration in more than 100 countries.
- Represented NYSE mining and agricultural concern in its spin-off as special Latin America Counsel in 12 Latin American jurisdictions.
- Restructured AMR's Sabre business in connection with a spin-off transaction (40 countries).
- Represented American Airlines in its acquisition of TWA assets (14 countries).
- Represented a U.S. multinational in its global labor restructuring (more than 40 countries).
- Represented Sabre in the sale of its outsourcing business in Latin America to HP/EDS (more than 35 countries).
- Represented the International Air Transport Association (IATA) on general corporate, regulatory and commercial matters, including contracts and advice, throughout the Americas and the Caribbean.
- In a transaction spanning nine jurisdictions, Haynes and Boone assisted Hyatt Hotels Corp. in acquiring a strategic minority interest in Oasis Luxury Rentals Inc., a privately owned company based in Miami.

# International Trade Practice

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- Antidumping and countervailing duty preventive planning and case defense
  - Manufactured goods
  - Agricultural products
- International Trade Commission Section 337 Proceedings (e.g., patent and IP litigation)
- Formulation, implementation, and advocacy of corporate trade policies
- Export licensing
- Trade and export finance

# NAFTA Task Force

Haynes and Boone lawyers have been helping clients successfully close transactions, clear regulatory hurdles, and manage disputes involving international trade for more than four decades, including those related to the North American Free Trade Agreement (NAFTA). In anticipation that the new U.S. administration will seek to amend NAFTA, our lawyers have been helping clients prepare for the impact of potential changes and any new opportunities that may arise.

We set up a multi-office **NAFTA Task Force** in 2017 to advise clients on the possible effects of a renegotiation of NAFTA, and we have been working with a wide variety of companies in this regard.

We also published and regularly update our **NAFTA Renegotiation Monitor report** in both English and Spanish, which has been highlighted in the media and provides updates on where the negotiations stand in more than 30 trade related areas.



# Contacts

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