

## Middle East Banking & Finance

## One-stop shop

- Asset-based lending
- Bank finance
- Bonds / Project bonds
- Debt restructuring
- European and US-style bridge financing
- Export / Import financing
- Forward sale finance
- Islamic finance
- Mezzanine debt / Second lien
- Multilateral agency representation
- Pari Passu* bonds
- Project finance
- Real estate finance
- Securitisation
- Senior debt
- Trade finance

## Industry expertise

- Energy
- Financial Services
- Healthcare
- Infrastructure
- Oil & Gas
- Petrochemicals
- Real Estate
- Shipping
- Telecommunications
- Transportation

## A full-service global powerhouse

Latham & Watkins' Middle East banking and finance lawyers have a sophisticated knowledge of regional and global debt finance markets. They represent governments, state-owned funds, financial institutions, export credit agencies, borrowers, issuers and private funds in many sectors of the economy. Latham lawyers understand the requirements and expectations of all sides of a transaction and the Middle East team has advised on a large number of award-winning deals in the Middle East and globally. Together with Latham's project development and finance, capital markets, derivatives, Islamic finance and other specialist practitioners, the banking and finance team provides clients with a "one-stop-shop" for the entire capital structure.

Our four Middle East offices, comprising over 50 lawyers, have been advising some of the most active strategic and financial dealmakers in the region for more than 15 years. Our Middle East practice combines deep knowledge of the region's laws and culture with the reach and resources of the firm's global network to enable us to provide comprehensive legal advisory services to clients with interests in the Middle East, Africa, Turkey, South Asia and beyond.

## What we can deliver for you

- Commercial, informed legal advice and first-rate technical legal skills from top-tier finance lawyers on complex financing transactions involving loan, bond and hybrid capital structures.
- Unsurpassed experience in structuring and executing complex multi-sourced financings — including debt capital markets, commercial bank loans, Shari'ah-compliant finance, export credit agency and multilateral agency loans.
- A truly deep bench capacity across the entire spectrum of finance disciplines including on-the-ground partner level English and US law expertise in our Middle East offices.
- An approach to client service that is based on long-held core philosophies that put the best interests of our clients at the forefront of every matter.

Latham "is already emerging as a prominent player after achieving significant growth across its four offices in the Middle East [and] it now has the largest presence in the region among US-based law firms."

"Latham & Watkins LLP has a 'superb team' for projects and energy work."  
— **Legal 500 EMEA 2011**



"2010 UAE Restructuring & Insolvency Law Firm of the Year"  
— **Asian-MENA Counsel Magazine**

ASIAN-MENA  
COUNSEL

"Highly commended" — Qtel's \$2.75 billion three-tranche bond  
— **Deal of the Year, The Banker 2011**

**The Banker**

Our Middle East finance team "has made big entrance into the market and recently earned several enviable instructions from big-name local clients."  
— **Chambers Global: UAE Banking & Finance 2011**



# Middle East Banking & Finance Practice



*Our Middle East team  
"has made a big entrance  
into the market and recently  
earned several enviable  
instructions from big-named  
local clients."*

- Chambers Global:  
UAE Banking & Finance 2011



**Tier 1:**  
Banking & Finance –  
Saudi Arabia

- Legal 500 2011

## Islamic Finance news

### Leading Lawyers in:

- Banking & Capital Markets
- Cross-border
- Energy & Natural Resources
- Mergers & Acquisitions
- Project & Infrastructure Finance
- Structured Finance

- Islamic Finance news 2011

### Middle East Banking & Finance Capabilities:

Latham & Watkins Middle East banking and finance lawyers have a sophisticated knowledge of regional and global debt finance markets. They represent governments, state-owned funds, financial institutions, export credit agencies, borrowers, issuers and private equity funds in many sectors of the economy.

Latham lawyers understand the requirements and expectations of all sides of a transaction and the Middle East team has advised on a large number of award-winning Middle East and global deals. Together with Latham's project development and finance, capital markets, derivatives, Islamic finance and other practitioners, the banking and finance team provides clients with a "one-stop-shop" for the entire capital structure.

Our Middle East banking and finance group handles a variety of financing and funding transactions, including investment grade and non-investment grade credit facilities, acquisition financings, asset-based financings, real estate financings, letter-of-credit and other trade finance facilities, securitizations, commercial paper and medium-term note programmes, leasing transactions, portfolio sale transactions, interest rate and currency swaps and other capital markets transactions.

Latham is one of the leading firms in the representation of asset-based lenders and other lenders in secured financing for middle-market lenders. This includes both loan origination work and representation of secured lenders in insolvency situations, including debtor-in-possession financing. We have not only served as counsel in many of the largest syndicated asset-based transactions, but also regularly represent lenders on smaller, single-lender and "club syndicate" matters.

### Latham regularly advises on:

- Asset-based lending
- Bank finance
- Bonds / Project bonds
- Debt restructuring
- European and US-style bridge financing
- Export / Import financing
- Forward sale finance
- Islamic finance
- Mezzanine debt / Second liens
- Multilateral agency representation
- *Pari Passu* bonds
- Project development and finance
- Real estate finance
- Securitisation
- Senior debt
- Trade finance

**Highlight:**  
**Salik Monetisation  
Financing and Securitisation**



Our Middle East team recently advised the Government of Dubai and the Dubai Financial Support Fund in the Salik Monetisation Financing and Securitisation. This innovative transaction involved utilising a structure that is first-of-its-kind based on monetisation of receipts from the Salik toll road collection system in Dubai.

**CHAMBERS  
AND PARTNERS**

**Band 1  
Banking & Finance  
Key Individuals:**  
**Mohammed Al-Sheikh  
Craig Nethercott**

- Chambers Global 2011:  
Saudi Arabia

*"This firm specialises in leveraged and acquisition finance deals and debt restructurings, for financial institutions, financial services providers, sponsors and other borrowers. The firm has been busy...in the Middle East."*

- Chambers Global  
Middle East 2011



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**Banking & Leveraged Finance Practice:**

Latham & Watkins has one of the world's leading leveraged finance practices, advising clients on integrated bank and bond products, including senior, subordinated and mezzanine debt transactions and bridge financings. We have particular expertise in acquisition finance and work closely with our mergers and acquisitions colleagues on those transactions. Our clients include leading issuers, financial institutions, commercial banks, equity investors, sponsors, financial advisors, governments and governmental entities.

**Global Islamic Finance Practice:**

Our dedicated Global Islamic finance Group is comprised of lawyers with extensive Islamic finance experience across our core practice areas of banking, infrastructure and project development and finance, capital markets, corporate restructurings, mergers and acquisitions, investment funds and dispute resolution. Our Islamic finance specialists have advised governments, banks, sponsors, ECAs and investment funds on Shari'ah-compliant transactions around the world, including numerous award-winning and first-in-country deals.

In addition to familiarity with the Shari'ah approval process and relationships with leading scholars, several of our Islamic finance lawyers are fluent in Arabic, have received specialized training in Shari'ah principles at leading academic institutions and either reside permanently, or have resided for considerable periods, in the Middle East and elsewhere in the Islamic world.

**Value-Added Services:**

- Informed legal advice and first-rate technical legal skills from top-tier finance lawyers on complex financing transactions involving loan, bond and hybrid capital structures.
- Unsurpassed experience in structuring and executing complex multi-sourced financings – including debt capital markets, commercial bank loans, Shari'ah-compliant finance, export credit agency and multilateral agency loans.
- A truly deep bench across the entire spectrum of finance disciplines including on-the-ground partner-level English and US law expertise in our Middle East offices.
- An approach to client service that is based on long-held core philosophies that put the best interests of our clients at the forefront of every matter.



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# Middle East Islamic Finance Practice

## Islamic Finance news

### Top Firm for Project & Infrastructure Finance

#### Leading Lawyers in:

- Banking & Capital Markets
- Cross-border
- Energy & Natural Resources
- Mergers & Acquisitions
- Projects & Infrastructure Finance
- Structured Finance

- *Islamic Finance news 2011*



#### Key Individual

#### Middle East Islamic Finance:

##### Mohammed Al-Sheikh

Chambers stated,

*"Mohammed Al-Sheikh offers clients an outstanding track record for guidance in Saudi Arabia and is in high demand for his Islamic finance skills."*

#### Key Individual

#### Middle East Islamic Finance:

##### Craig Nethercott

Chambers stated,

*"Craig Nethercott is a regular feature on numerous deals across the region and comes highly recommended for his market awareness and structuring skills."*

- *Chambers Global  
Saudi Arabia 2011*

#### Middle East Islamic Finance Capabilities:

Latham & Watkins has a dedicated Global Islamic Finance Group with lawyers with extensive Islamic finance experience across core practice areas of banking, project development and finance, capital markets, restructuring, mergers and acquisitions and investment funds.

Our Islamic finance practitioners have advised governments, banks, sponsors, export credit agencies and investment funds on Shari'ah compliant transactions in the Middle East, Europe, US and Asia, including numerous award-winning and first-in-country deals.

Our Islamic finance group is ranked in the Top 3 Band of *Chambers Global 2011* with partners Mohammed Al-Sheikh and Craig Nethercott both ranked in Band 2, with the team winning praise for its work on "market-leading deals." Latham lawyers have a reputation for innovation and have been involved in the development of ground-breaking Islamic finance transactions in the Middle East.

In addition to familiarity with the Shari'ah approval process and relationships with leading scholars, several of our Islamic finance lawyers are fluent in Arabic, have received specialized training in Shari'ah principles at leading academic institutions and either reside permanently, or have resided for considerable periods, in the Middle East and elsewhere in the Islamic world.

Latham's lawyers regularly participate in, and host, Islamic finance workshops and conferences and have authored articles and books on topical issues in Islamic finance.

#### Industry Knowledge:

Latham lawyers can structure, document and negotiate key Islamic structures, including *sukuk*, *murabaha*, *modaraba*, *ijara*, *wakala*, *musharaka*, *salam* and *istisna*. Our specific transactional experience includes Shari'ah-compliant investment funds, such as private equity, venture capital and real estate funds, M&A transactions including Shari'ah-compliant entities, project development and finance (either on a wholly Islamic or multi-tranche basis), Shari'ah-compliant asset finance, including aviation and ship finance, interbank liquidity documentation for IFIs, Islamic mezzanine and structured finance, Shari'ah-compliant hedging and derivatives and restructurings.

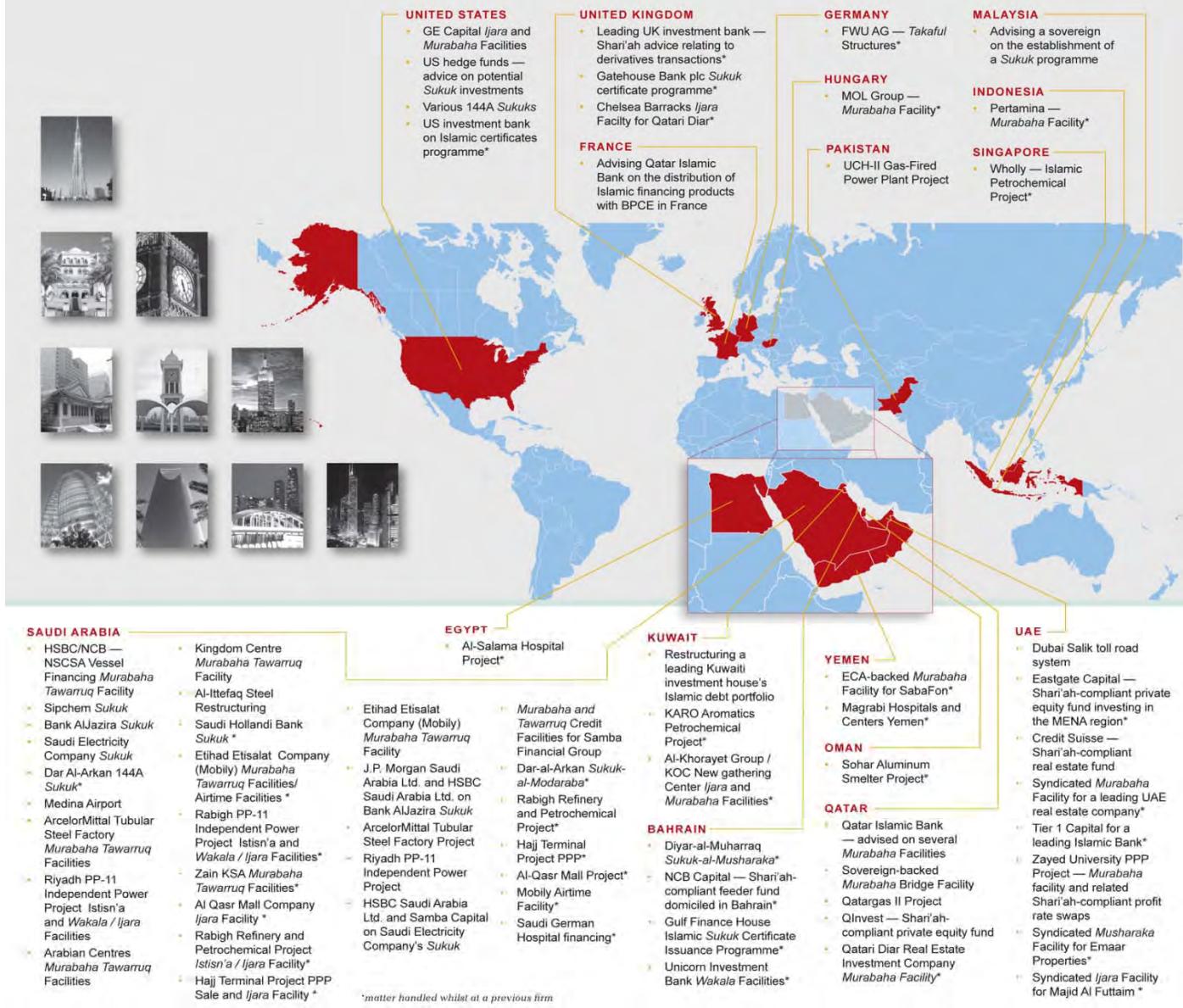
Latham's lawyers have participated in the joint ISDA and IIFM Working Group for the development of Shari'ah-compliant derivative documentation.

#### Latham's Islamic Finance Team:

The firm has a broad geographic reach with experienced Islamic finance lawyers located in the Middle East as well as in other offices globally, including London, New York, Chicago, Hong Kong and Singapore, and are able to provide truly global coverage.

# Representative Experience

Select Shari'ah-compliant experience handled by members of our Islamic Finance Group:



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# Middle East Project Finance

## Industry Sectors

Alternative Energy



Infrastructure / Real Estate



Mining & Metals



Oil & Gas



Petrochemicals



Power



Shipping



Telecommunications



Transportation



Water/Wastewater



**"A great team of lawyers who are building an impressive deal pipeline"**

- Chambers Global 2011:  
Middle East

## Middle East Project Development and Finance Experience:

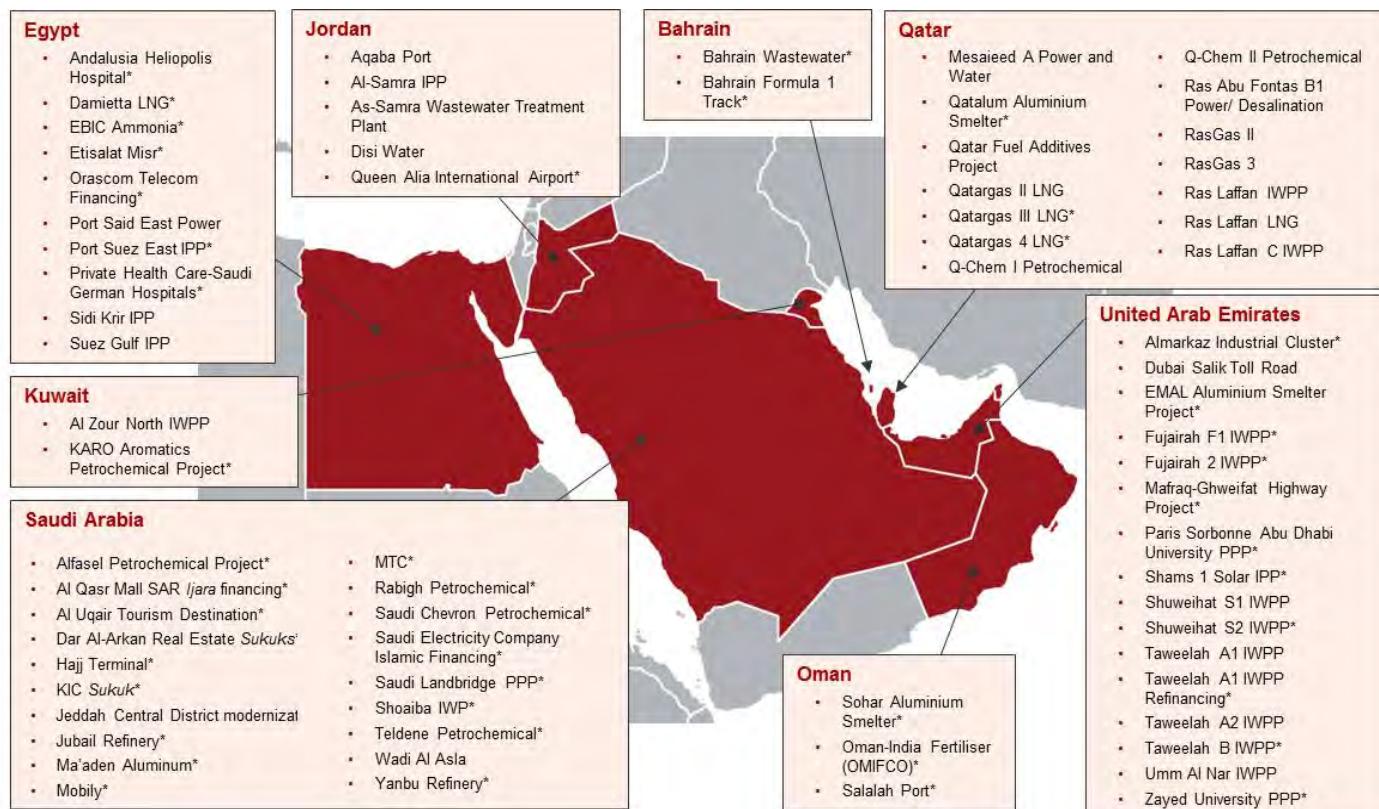
As legal counsel on some of the world's largest and most complex projects, Latham & Watkins has been at the forefront of the project development and finance market for many years. In 2011, the firm advised on approximately 80 project finance transactions globally, with an aggregate deal value of more than US\$26.4 billion.

Latham's Middle East Project Finance Group consistently ranks at the top of independent industry publication legal advisor league tables. The firm also continues to rank as a top-tier project development and finance law firm in *Chambers & Partners* Global, Asia, USA and Latin America legal guides. Most recently, Latham was voted the "Project and Infrastructure Finance Firm of the Year" in the 2011 *IFN Law Poll*. Latham's project development and finance group also received 24 top-tier rankings across 15 categories in *Infrastructure Journal's* 1<sup>st</sup> Half 2011 league tables and was recognized for its work on eight market-leading transactions receiving "Deal of the Year 2010 Awards" from *Project Finance International*, *Project Finance Magazine* and *IFLR*.

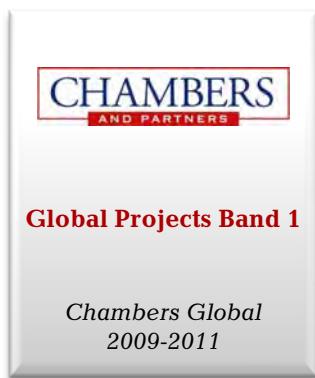
## Latham & Watkins Offerings:

- Extensive regional and global experience acting for borrowers and project sponsors, commercial banks, export credit agencies, Islamic finance institutions and bond underwriters on complex, multi-sourced project financings across multiple industry sectors and infrastructure asset classes.
- Unsurpassed experience in structuring and executing complex, multi-sourced project financings – including financings involving project bonds, commercial bank loans, export credit agency backed loans, multilateral agency loans and Shar'iah-compliant financing tranches.
- Complete familiarity with the full range of project and development documentation (including joint venture contracts, EPC contracts, EPCM contracts, concession contracts, operations and maintenance contracts, supply and off-take contracts, marketing contracts, etc.).
- Over the past decade, we have been the #1 law firm in global project bonds – ranked by volume of bonds issued and number of offerings.
- Deep understanding of the issues that the credit committees of lenders, export credit agencies and bond underwriters will focus on – enabling us to identify and address issues early on and avoid delays in getting to market.
- On-the-ground partner and senior counsel level English and US law expertise in our Middle East offices.
- In-depth understanding of regional laws and regulatory regimes and proven track-record of successful completion of financings through the Middle East and North Africa region (working with and alongside local counsel, where necessary).

## Middle East Project Finance Experience



\*Matter handled by Latham & Watkins lawyer while at a prior firm



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# Middle East Restructuring Practice



## Band 1: Global Restructuring/Insolvency

[Latham is] *“particularly recognised for its strength in the US, European and Middle Eastern markets.”*

- Chambers Global 2011



## Latham & Watkins named “Global Restructuring Law Firm of the Year”

- Global M&A Network's 2011  
Turnaround Atlas Awards



## Restructuring Deal of the Year 2010

Latham & Watkins advised the Government of Dubai and the Dubai Financial Support Fund in the restructuring of Dubai World, which was named *Acquisitions Monthly's 2010 “Restructuring Deal of the Year.”* *Acquisitions Monthly* described the deal as “**the largest and most complex EMEA restructuring of 2010.**”

### Middle East Restructuring & Insolvency Experience:

Latham & Watkins is a leading Middle East and global legal adviser involved on complex regional and international corporate insolvencies, restructurings and workouts. The firm's regional restructuring and insolvency group works seamlessly with “front end” finance and corporate specialists to advise corporations, banks, creditors' committees, hedge funds, sponsors, insurance companies and other financial institutions on cohesive strategic approaches to workouts, restructurings and bankruptcy cases ranging from single asset debtors to large multi-national corporate insolvencies.

With an international roster of lawyers located throughout major commercial centres in the Middle East, United States, Europe and Asia, we have advised debtors, sponsors, creditors, creditor's committees, acquirers and sovereigns on some of the most significant and innovative restructurings in recent years across a wide range of industries and jurisdictions.

The firm's extensive involvement with leveraged buyout and high yield debt transactions has prepared us to advise clients on the most complex financial restructurings. Our global full-service practice also positions us perfectly to advise on all aspects of corporate workouts, including in relation to areas such as corporate and commercial law, tax, litigation, employment and competition law. We are also able to bring the requisite expertise in securities law, corporate, finance, litigation, real estate, land use, environmental, aviation and tax law to represent effectively and fully any major participant in a restructuring transaction or insolvency proceeding.

Insolvencies and restructurings have become increasingly global in scope, and Latham's geographic footprint, resources and cross-departmental coordination ensure that we can provide top-quality legal services anywhere in the world, especially on matters which have significant cross-border issues.

### Regional Practice Breadth:

Latham offers clients a full range of services in the restructuring and insolvency arena, in the MENA region and in the US, Europe and Asia, including:

- Cross-border out-of-court restructurings, reorganisations and work-outs, including representing and negotiating with international lender syndicates
- All aspects of US Chapter 11 reorganisations, English schemes of arrangement and administrations, French *Coeur Défense* safeguard proceedings, Italian Article 67 restructurings and German restructurings, with particular expertise and unsurpassed capability to combine these proceedings with other international restructuring techniques and processes
- Exchange and tender offers, consent solicitations, “pre-packaged” US Chapter 11 plans and English schemes and other innovative restructuring transactions
- Extending and borrowing new debt to and by distressed companies, both in and out of court
- Purchasing assets out of formal insolvency proceedings, as well as strategies to take control of proceedings through strategic claims purchases

**Regional Restructuring and Insolvency publications by Latham & Watkins Lawyers:**

*Restructuring & Insolvency in the United Arab Emirates*



*Restructuring & Insolvency in the DIFC*



**Case Study:** *"East Cameron Partners Sukuk"* by Latham & Watkins' Bryant Edwards, Mitchell Seider, Christian Adams and Adam Goldberg

**Article:** *"Financial Restructurings Across the GCC: Recent Lessons"* by Latham & Watkins' Chris Langdon

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**Restructuring Capabilities:**

Latham's cross-departmental and cross-office coordination ensures that the firm provides top-quality legal service anywhere in the Middle East, US, Europe and Asia. Latham's traditional restructuring capabilities are complemented by a fully integrated Islamic finance practice made up of leading individuals with experience in developing and implementing Shari'ah-compliant products and advising Shari'ah compliant investors and organisations on matters including tax structuring, security, insolvency and restructuring.

Latham offers a full range of services in the insolvency arena including: formal proceedings, cross-border and single country workouts and restructurings representing secured and unsecured lenders, debtors, formal and ad hoc unsecured creditors' committees, bondholders and bondholder committees, acquirers of assets from distressed entities and administrators.

**Middle East Restructuring Highlights:**



**Dubai World Restructuring**

Latham represented the Dubai Financial Support Fund and the Government of Dubai in the US\$30 billion financial restructuring of Dubai World and its subsidiaries, which was named "Restructuring Deal of the Year" by *Acquisitions Monthly* and *Turnaround M&A Atlas* for 2010 and *The Banker* for 2011. *Acquisitions Monthly* described the deal as "the largest and most complex EMEA restructuring of 2010." As part of the engagement, an international team of Latham lawyers advised the Government of Dubai on the ground-breaking Decree 57, which established a unique reorganisation regime, based on a hybrid of US Chapter 11, English insolvency law and international best practices and a special Tribunal for the restructuring of Dubai World and its subsidiaries.

**Nakheel Restructuring**

Latham advised the Dubai Financial Support Fund and the Government of Dubai in the restructuring of Nakheel and its subsidiaries, the largest real estate developer in Dubai. The restructuring of Nakheel's US\$25 billion of actual and potential liabilities was completed on an entirely out-of-court basis with consent of 100 percent of Nakheel's bank creditors and more than 88 percent of its trade creditors, and involved issuance of a US\$1 billion Sukuk, a landmark investment by the Dubai Financial Support Fund to fund the restructuring and Nakheel's operations and acquisition of Nakheel and certain of its subsidiaries by the DFSF.

**Al-Ittefaq Steel Products Company (ISPC) Restructuring**

Latham represented a group of Saudi Arabian and international banks in the restructuring of approximately SAR 7.5 billion (US\$2 billion) of indebtedness of Al-Ittefaq Steel Products Company (ISPC), one of the leading steel manufacturers in the Kingdom of Saudi Arabia. The transaction is the first major corporate debt restructuring in the Kingdom of Saudi Arabia and the largest non-sovereign debt restructuring in the region.

**Hawkamah Institute for Corporate Governance**

Latham is working with Hawkamah, the Institute for Corporate Governance, and supporting its Forum on Insolvency Reform in MENA (FIRM) initiative on regional insolvency law reform, the mandate of which is to advise on jurisdiction-specific policy briefs targeting legal and institutional reform within the MENA region.



## About Latham & Watkins

Latham & Watkins is a full-service global law firm with more than 2,000 lawyers in 31 offices around the world. The firm is recognised as one of the world's premier business law firms servicing clients across a wide spectrum of transactional, corporate, litigation and regulatory matters. Latham & Watkins consistently ranks among the best transactional and finance practices in leading business and legal publications such as *Chambers*, *Legal 500*, *IFLR*, *The American Lawyer*, *Project Finance International*, *mergermarket* and *Asia Legal Business*, and earns praise worldwide for its work on high-profile and groundbreaking deals.

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