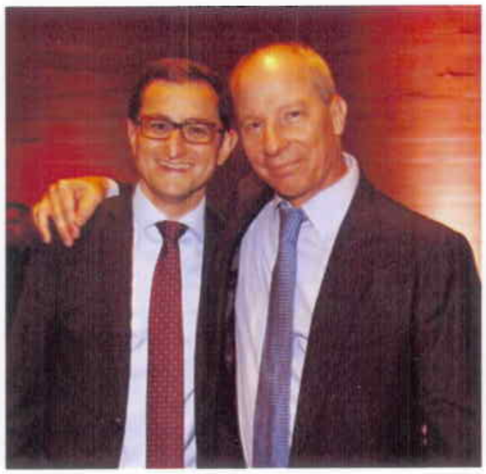
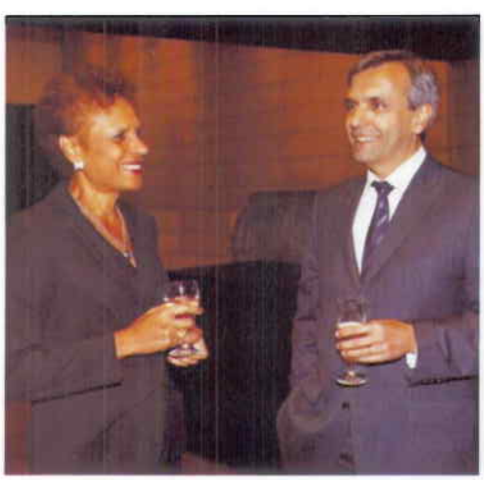
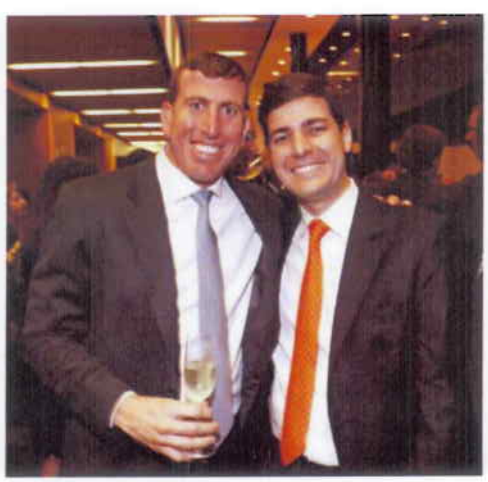
Not for external distribution







Latin Lawyer's 8th Annual Charity Awards


Not for external distribution

LATINLAWYER

THE BUSINESS LAW RESOURCE FOR LATIN AMERICA

© Latin Lawyer

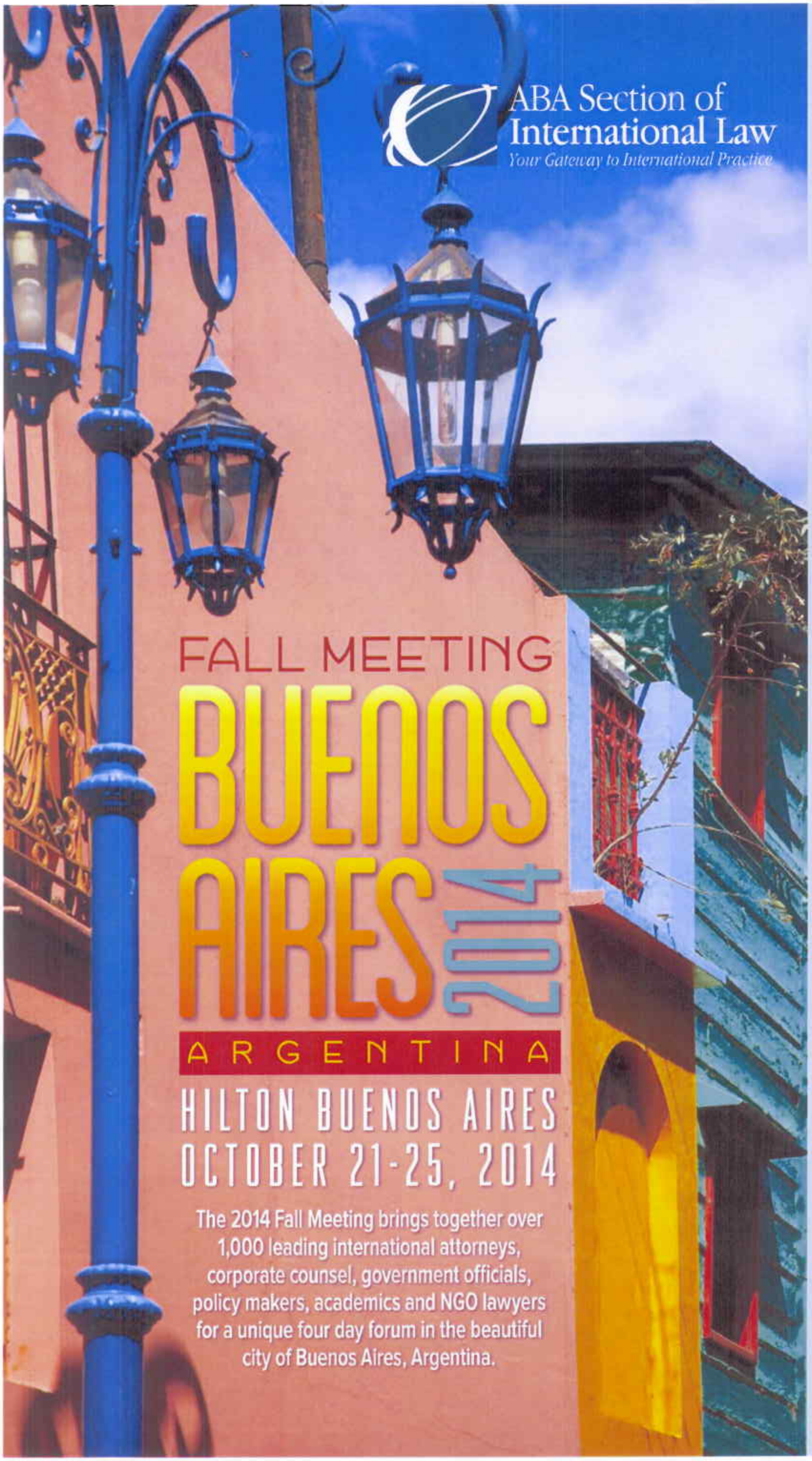
This PDF edition of LATINLAWYER magazine is for the exclusive use of Latin Lawyer subscribers.

If you work at a subscribing organisation, we hope you will find this a useful new way to access *Latin Lawyer*'s monthly content, which you will be able to read offline on your laptop, tablet or other device – please see below for instructions on how best to do this.

Please do not copy, alter or edit this document, and please do not distribute it outside your organisation. *Latin Lawyer* is a subscription publication and relies on subscription revenue to fund its journalism.

If you do not work at a subscribing organisation, you are violating *Latin Lawyer*'s copyright by opening this document. Please visit http://www.latinlawyer.com/shop/ to purchase a subscription.

Instructions on how to view PDFs on your iPad can be found here.



WHAT WILL ATTENDANCE AT THE FALL MEETING OFFER YOU?

- Over 70 substantive concurrent continuing legal education sessions with world-class speakers and cutting edge programming on the latest international legal and ethics issues;
- Networking opportunities with counterparts, decision makers and potential clients from around the world who are active in international practice areas; and
- An entire year's worth of CLE credits.

EXTRAORDINARY NETWORKING OPPORTUNITIES!

- Evening Receptions at the Palacio Paz Mansion, Yacht Club Puerto Madero and Hilton Buenos Aires;
- Special outings and events including: Golf Outing, Section Chair's Warm-Up 5K Run/2K Power Walk, Day out in the Gauchos Pampas, complimentary Buenos Aires City Tour, Tango Classes and Home Hospitality Night (some, subject to space limitations);
- Dedicated entertainment and events for registered guests, spouses and significant others; and
- Complimentary Malbec wine and Leather ipad case for all registered attendees.

LEARN, NETWORK, PARTICIPATE

- Learn the latest from top experts and receive information that is relevant to you in your international law practice area;
- Network with the best and brightest international lawyers throughout the meeting particularly at our twice daily networking breaks, evening events and ticketed luncheons;
- Participate in specialized meetings with colleagues who share your areas of interest by attending committee working business meetings, division breakfasts and committee dinners;

A "Must-Attend" meeting for lawyers with a practice or interest in international legal issues. Join us in the beautiful city of Buenos Aires for a spectacular FALL Meeting!

FOR MORE INFORMATION AND TO REGISTER, PLEASE VISIT AMBAR.ORG/ILFALL2014

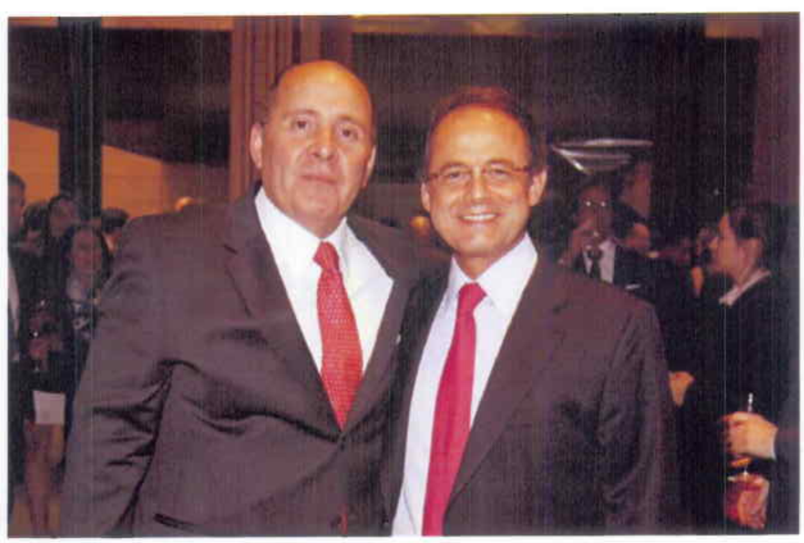
Contents

Not for external distribution

On the night

Latin Lawyer celebrated with the winners of its annual awards at a charity dinner attended by some of the Latin American legal community's leading lights

LATIN LAWYER CHARITY AWARDS CEREMONY



LATIN LAWYER CHARITY AWARDS CEREMONY

WALD Recognized at Latin Lawyer's 2013 Deal of the Year Awards

www.wald.com.br

Wald e Associados Advogados has just received the Latin Lawyer 2013 Deal of the Year Award. The firm features among other counsel in the 2013 "Dispute of the Year" by virtue of its representation of the founder and shareholders of Grupo Diniz in the arbitration involving Casino. Among the Wald lawyers advising Grupo Diniz are partners Arnoldo Wald, Alexandre Wald and Mariana Tavares Antunes.

Wald e Associados Advogados specializes in dispute resolution, has a department specialized in arbitration and litigation and has consistently ranked as a first-tier firm in Brazil in the field in various publications such as Chambers Global, Chambers Latin America, GAR 100, Latin Lawyer 250 and Legal500. The activities of the firm include all forms of national and international litigation and arbitration. Its lawyers have worked as counsel, arbitrators, legal experts and consultants in proceedings before Brazilian and foreign arbitral institutions (ICC, AAA/ICDR, UNCITRAL). Further, the firm's practitioners have represented clients in State-court proceedings related to corporate matters, banking and administrative law and arbitration, drafted legal opinions, and provided legal advice on those areas. Wald e Associados Advogados had a pioneering role regarding the application of the Brazilian Arbitration Law, especially concerning the recognition of the constitutionality of the Law, the acceptance of the use of arbitration in contracts involving State entities and the resolution of possible jurisdiction-related conflicts between arbitral tribunals and State courts.

Key contacts

Arnoldo Wald [aw@wald.com.br]

Alexandre de Mendonça Wald [amw@wald.com.br]

Arnoldo Wald Filho [awf@wald.com.br]

OFFICES

Brasília: SCN, Quadra 04, no 100 Bloco B, Petala D,
702 B Centro Empresarial Varig,
70710-500 Brasília/DF
Tel: +55 61 3328 6510 Fax: +55 61 3328 0790

Rio de Janeiro: Av. Rio Branco 108, 8th floor, 801,
20040-001 Rio de Janeiro/RJ
Tel: +55 21 2272 9300 Fax: +55 21 2220 8789

São Paulo: Edifício JK Financial Center, Av.
Juscelino Kubitschek, 510, 8th floor, 81-82,
04543-906 São Paulo/SP
Tel: +55 11 3074 6000 Fax: +55 11 3074 6048

WALD

Not for external distribution

Deal of the year 2013

Rachel Hall profiles the winners of *Latin Lawyer*'s Deal of the Year Awards, celebrating the lawyers who made Latin America's most sophisticated transactions happen in 2013

With Brazil fading from the spotlight, and escalating social unrest in Argentina and Venezuela, 2013 was the year investors' focus firmly centred on countries sharing the Pacific coastline. The stars of this new landscape are Peru, Colombia, Chile and Mexico, all countries with open, market-oriented economies seeking to promote regional trade and investment.

These trends were reflected in the shortlist for *Latin Lawyer*'s Deal of the Year Awards 2013, for which we received 290 nominations. The challenge of filling Peru's sizeable infrastructure deficit landed it with a number of strong nominations in the Project Finance category, of which the Chaglla financing came out top, while Chile's open economy and sophisticated legal community paved the way for Enersis' record-breaking capital increase. Over in Mexico, the merger of Grupo Modelo with AB InBev can be seen as a promising stepping stone towards the "Mexican moment", which observers are predicting will follow the suite of reforms recently introduced by President Enrique Peña Nieto. Meanwhile, in spite of Brazil's slowing economy, the country's sophisticated legal market showed itself capable of high-level corporate litigation, while its pre-salt oil and gas reserves provide a draw for investment.

The US$20 billion tie-up between Modelo and US-Belgian brewer AB InBev – winner of the M&A category – exemplified the rise of Mexico as investment darling in the region, and showcased some serious legal showmanship throughout a tumultuous antitrust review process. Other nominees in the category included China Fishery Group's hostile takeover of fishmeal producer Copeinca in Peru five months after its first attempt was obstructed by a Norwegian rival; and the acquisition by US private equity firm EIG Global Energy Partners of a controlling stake in LLX, owner of Latin America's largest port terminal, amid a series of sell-offs by Eike Batista aimed at reducing his business empire's debt burden.

The Private Equity category this year evidenced the growing sophistication of, and attraction to, some of the region's smaller markets – most notably Uruguay. Nevertheless, the winning deal proved that in spite of the slowdown, Brazil still has plenty to offer, with US private equity firm Blackstone betting that, in spite of a downturn in the country's housing market, acquiring the leading gated community developer Alphaville was likely to pay off. The two runners up were the leveraged buyout by US private equity firm Advent International of a US$1.1 billion minority stake in Oleoducto Central, which operates Colombia's largest crude oil pipeline; and Chilean private equity fund Linzor Capital Partners' purchase of Uruguayan frozen foods producer Pagnifique.

In Disputes, the winning arbitration over two breaches of agreement between France's Groupe Casino and Brazilian supermarket operator Abilio Diniz proved that Brazil's legal market has evolved

Not for external distribution

alongside increasingly sophisticated corporate transactions to handle the complex disputes that can arise from such deals. The arbitration between Traffic Sports and Conmebol over commercial rights to the Copa América, and a ruling by an ICC tribunal in Montevideo holding Argentine state energy company YPF liable for breaching US$1.6 billion worth of gas supply and transport contracts, were close runners up.

In the Restructuring category, few transactions were of such international importance as the voluntary insolvency of Mexico's largest glassmaker, Vitro, which led to one of the most important bankruptcy hearings in the country's history and threatened to spark a diplomatic row between the US and Mexico. The runner-up deals included a US$1 billion debt exchange between Chilean retail chain La Polar and its creditors, which helped stave off bankruptcy proceedings two years after allegations of fraud emerged; and the court approval of a restructuring plan filed by struggling Brazilian energy conglomerate Rede, which will see the group sold to Energisa, undoing an earlier agreement for a sale to Equatorial and CPFL.

In a deal that underscored Chile's position as one of Latin America's most developed economies and demonstrated the access to funding its companies enjoy, the winner of the Corporate Finance category saw Enersis secure a US$6 billion capital increase – thought to be the largest in Latin America to date. The two other nominated deals were both IPOs: Banco do Brasil's US$6 billion listing of BB Seguridade, which sounded a much-needed positive note on Brazil's capital markets; and the NYSE IPO of Graña y Montero, which catapulted the Peruvian company into the international limelight.

In the Outbound Investment category, we recognise the increasing relevance of Latin American players outside of the region, and this year the cream of the crop was the acquisition by Chile's Banco de Crédito e Inversiones of Miami-based City National Bank of Florida. Other recognised deals saw Mexico's largest private airport group, Grupo Aeroportuario del Sureste, and US infrastructure fund Highstar Capital launch a winning bid to become the private operator of Luiz Muñoz Marin Airport in San Juan, Puerto Rico; and Mexico's Coca-Cola FEMSA agree with the Coca-Cola Company to acquire a stake in Coca-Cola Bottlers Philippines, the first step in the company's expansion outside of Latin America.

There was a substantial number of strong contenders in the Project Finance category, evidence of investors seeking out opportunities connected with filling Latin America's infrastructure gap. The winning deal saw Brazil's Odebrecht and its Peruvian power generation company Huallaga obtain US$774 million of project financing in senior secured debt commitments from two agency lenders, Brazil's development bank BNDES and the Inter-American Development Bank, as well as six commercial banks. The funds will be channelled into the construction of the Chaglla hydropower plant, a key project contributing to Peru's economic development. That deal trumped competition from the US$1.5 billion worth of project financing obtained to fund the expansion of Brazil's Guarulhos airport in the run-up to the World Cup this year and the US$370 million financing of Puerto Bahía, a new port terminal in Cartagena Bay, Colombia.

The Regulatory deal of the year category recognises the skills of lawyers in deals where interaction with a regulator is fundamental to their successful conclusion – a facet that is increasingly important given the political trends arising from the current global economic environment. The standout winner in this category was the successful bid by a Petrobras-led consortium featuring two Chinese state-owned oil companies for the concession to explore and develop Brazil's giant Libra pre-salt oil field, which saw the lawyers grapple with a new regulatory regime as well as the sheer size of the assets on offer, thought to be capable of doubling Brazil's oil production when fully operational. Runners-up in this category included Glencore Xstrata's agreement with local communities near its Tintaya-Antapaccay mining project in Peru through pioneering roundtable negotiations; and the Hong Kong Nicaragua Canal Development consortium's successful bid to develop a US$40 billion canal project in Nicaragua that could become Latin America's largest ever infrastructure project.

Over the next few pages we highlight the year's winning deals and the runners-up, along with the lawyers who ensured their competition.

Methodology

Submissions for *Latin Lawyer*'s Deal of the Year 2013 were accepted from any law firm or company wishing to nominate a transaction that closed between 1 January 2013 and 31 December 2013. Latin American firms and companies were allowed to submit one deal per category for each Latin American jurisdiction in which they have an office, while international firms and companies were able to submit one deal per category, with the exception of international firms' local law offices which could make separate submissions. *Latin Lawyer*'s editorial team selected the winners taking into account information in submissions and our daily reporting throughout the year. Considerations when deciding the winner included value, time frame, complexity, legal creativity shown, political and regulatory sensitivity and the number of jurisdictions to which the deal related.

Not for external distribution

the Winners

M&A

Winner: Anheuser-Busch InBev's acquisition of Grupo Modelo

Runners-up: Copeinca's tender offer
EIG's purchase of LLX stake

Corporate Finance

Winner: Enersis' US$6 billion capital increase

Runners-up: BB Seguridade's IPO
Graña y Montero's NYSE IPO

Project Finance

Winner: The financing of Odebrecht's Chaglla hydroelectric plant in Peru

Runners-up: Guarulhos airport financing
Puerto Bahía financing

Restructuring

Winner: Vitro restructuring

Runners-up: La Polar debt exchange
Rede Group restructuring

Private Equity

Winner: Blackstone's acquisition of Alphaville stake

Runners-up: Advent's Ocensa buy
Linzor Capital's acquisition of stake in Pagnifique

Disputes

Winner: *Casino v Abilio Diniz*

Runners-up: *Traffic Sports v Conmebol* over commercial rights to the Copa América
YPF v AES Uruguiana Emprendimentos, Sulgás and Transportadora de Gas del Mercosur

Regulatory

Winner: Brazil's first pre-salt "Libra" bid round

Runners-up: Glencore roundtables
HKND Group's Nicaragua canal bid

Outbound Investment

Winner: Banco de Crédito e Inversiones's purchase of National Bank of Florida

Runners-up: ASUR and Highstar's winning Puerto Rican airport bid
Coca-Cola FEMSA's acquisition of stake in Coca-Cola Philippines

Not for external distribution

M&A

Brewing up a storm

US-Belgian brewer Anheuser-Busch InBev's purchase of Mexico's Grupo Modelo created a major global beer company, but not without regulatory hurdles and challenges from shareholders along the way

When the world's largest brewer, Anheuser-Busch InBev, announced it wanted to take full control of its Mexican counterpart, Grupo Modelo, in what became Mexico's largest-ever M&A deal, it was clear from the start that the transaction was going to be a challenging prospect given the parties' somewhat frosty relationship. Throw in a US antitrust review process requiring a deep restructuring of the transaction, and the task grew significantly more complicated.

Right from the start, there were twists and turns. Things kicked off in 1993 when Anheuser-Busch acquired an 18 per cent stake in Modelo, which the US brewer steadily increased until it reached a shareholding of 50 per cent. In 2008, Anheuser-Busch negotiated an agreement where it would take full control of Modelo, but that was set aside when it merged with InBev, with the result that Modelo shareholders initiated arbitration actions under Mexican law, claiming they should have been consulted on that tie-up. While the claim proved unsuccessful, the result was such a negative atmosphere that when it came to the second attempt to take full control of Modelo, even getting the parties to sit down together at the negotiating table proved challenging.

AB InBev appointed Skadden, Arps, Slate, Meagher & Flom LLP, Sullivan & Cromwell LLP and Von Wobeser y Sierra SC as counsel thanks to their in-depth knowledge of the company's business. Mijares, Angoitia, Cortés y Fuentes SC was later hired to deal with potential conflict of interest scenarios related to Claus Von Wobeser's previous position on Modelo's board of directors. Canadian advice was provided by Blake Cassels & Graydon LLP. The firms worked hard to transform the Mexican company's negative view of the AB InBev union by assuring shareholders that the deal, which required Mexico's largest-ever public share offering, was feasible and that Modelo's Mexican heritage, identity, Mexico City headquarters and local board presence would be preserved. Luckily, AB InBev's success in building Budweiser into a leading global brand since the 2008 merger proved a draw, as the shareholders hoped they could use the platform to expand Corona in the same way.

Modelo hired Cravath, Swaine & Moore LLP, Bennett Jones LLP, Creel, García-Cuéllar, Aiza y Enriquez SC and independent practitioner Alejandro Duclaud, while Ritch, Mueller, Heather y Nicolau SC was retained by some shareholders. Antitrust work would prove key to closing the deal, for which AB InBev brought Freshfields Bruckhaus Deringer LLP on board. The antitrust leg came about from AB InBev's simultaneous move to make Constellation Brands the long-term exclusive importer of Modelo brands in the US, a move that prompted the US Department of Justice (DoJ) to sue in January 2013, arguing that the transactions would give AB InBev too dominant a share of the US beer market. The legal teams satisfied the DoJ's concerns through agreements to divest all of Modelo's US business, Crown, and to sell Modelo's brewery in northern Mexico to Constellation, which would receive perpetual licences for Modelo's US brands. The US$4.75 billion solution is thought to be the second-largest divestment in US history.

The DoJ accepted the proposal in April, but the parties were still not at a point where they could breathe easy. On 3 June, the evening before the acquisition was scheduled to close, private plaintiffs filed an emergency motion for a temporary restraining order. Fortunately that same day, the court held that the order was too little too late, meaning the US$20 billion deal was safe to go ahead, creating a new company with combined annual revenue of US$47 billion and operations in 24 countries.

Not for external distribution

THE WINNING TEAMS

WINNER

Anheuser-Busch InBev's acquisition of Grupo Modelo

Counsel to Anheuser-Busch InBev
- In-house counsel – Sabine Chalmers, John Blood, Martim Della Valle, Maria Rocha and Craig Katerberg
- Skadden, Arps, Slate, Meagher & Flom LLP
- Von Wobeser y Sierra SC
- Sullivan & Cromwell LLP
- Blake Cassels & Graydon LLP

For antitrust matters
- Mijares, Angoitia, Cortés y Fuentes SC
- Freshfields Bruckhaus Deringer LLP

Counsel to Grupo Modelo
- General counsel – Margherita Hugues Velez
- Cravath, Swaine & Moore LLP
- Bennett Jones LLP
- Duclaud Asesores
- Creel, García-Cuéllar, Aiza y Enriquez SC

Counsel to certain Grupo Modelo shareholders
- Ritch, Mueller, Heather y Nicolau, SC

Counsel to Constellation
- Nixon Peabody LLP
- Baker & McKenzie LLP

For antitrust matters
- McDermott, Will & Emery LLP

RUNNERS-UP

Copeinca tender offer

Counsel to Dyer family (DCH and Weilheim)
- Rebaza, Alcázar & De Las Casas Abogados Financieros
- Advokatfirmaet Thommessen AS

Counsel to China Fishery Group
- In-house counsel – Peter Chung and Francisco Paniagua
- Estudio Echecopar, a member firm of Baker & McKenzie International
- Advokatfirmaet BA-HR DA
- David Lim & Partners LLP
- Baker & McKenzie LLP
- Appleby

EIG acquires LLX stake

Counsel to EIG Global Energy Partners
- In-house counsel – Ben Vinocour
- Machado, Meyer, Sendacz e Opice Advogados
- Lefosse Advogados

Counsel to LLX Logística
- In-house counsel – Flavio Valle, Eduardo Quartarone, Clara Pires, Veronica Holzmeister, Clara Pires and Marcello Cimino
- Veirano Advogados

Counsel to EBX
- In-house counsel – Joel Renno Jr

Carlos Aiza of Creel García-Cuellar

Werner Ahlers of Sullivan & Cromwell

Francisco Ibañez and Lorenza Langarica O'Hea of Mijares Angoitia

Andrés Nieto of Von Wobeser y Sierra

Mathias von Bernuth of Skadden Arps

Not for external distribution

Runners-up

Feeding frenzy

When China Fishery Group bought up Peruvian fishmeal producer Copeinca, it gave some of Peru's leading local firms an opportunity to test their dealmaking skills on a rare hostile takeover in the country

China Fishery Group's US$780 million hostile takeover of Lima-listed fishmeal producer Copeinca made it the largest fishmeal and oil producer worldwide – but it took two attempts to claim the title.

The deal has particular bearing in Peru because it gave a clutch of local law firms the rare opportunity to assist in a hostile offer for hotly contested assets. Baker & McKenzie's local arm, Estudio Echecopar, worked for China Fishery pairing up against Rebaza, Alcázar & De Las Casas Abogados Financieros, which was hired by Copeinca's controlling shareholder, the Dyer family. The family initially rejected the offer for 32 per cent of Copeinca's shares when Cermaq, another Norwegian fish-feed group, entered the fray with its own offer, although its attempt was thwarted a month later when the company's shareholders voted against the board's proposal to finance the takeover.

The result was a response from China Fishery increasing its original offer price, and after months of negotiations, Copeinca's shareholders finally accepted the offer and sold their stakes in the company. The purchase gave China Fishery an important foothold in Copeinca, eventually taking 99.7 per cent of the company through a mandatory tender offer, while the Peruvian firms were able to flex their dealmaking skills in an M&A deal requiring highly sophisticated negotiations thanks to the complex cross-border regulatory implications.

Keeping a super-port afloat

With tales of the turnaround in Brazilian billionaire Eike Batista's fortunes making headlines, it took savvy legal work to seal EIG Global Energy Partners' purchase of a controlling stake in his port terminal arm, LLX

US private equity firm EIG Global Energy Partners' US$585 million purchase of a controlling stake in LLX, owner of Latin America's largest port terminal, came amid widespread media coverage of owner Eike Batista's spiralling debt burden and dramatic fall from grace.

The deal was structured as an assignment of pre-emptive rights from the controlling shareholder, Eike Batista, to EIG, through a private capital stock increase. EIG turned to Machado, Meyer, Sendacz e Opice Advogados and Lefosse Advogados to pick up 53 per cent stake in LLX, which was advised by Veirano Advogados, including Batista's 30 per cent indirect share. EIG also committed to providing a capital injection that will enable construction to continue at the Açu superport in Rio de Janeiro, including a back-stop obligation to subscribe to all the capital increase in case the minority shareholders did not fully participate. The fact that Açu is a greenfield site and subject to a new legal framework for ports made for complex legal work, while the financial difficulties experienced by all of Batista's EBX group of companies meant the legal teams had to negotiate with LLX's creditors to ensure the deal would go ahead.

Not for external distribution

Corporate finance

Creating an investment platform

When Enersis raised US$6 billion through a capital increase it created a mega-deal that was not just significant for Chile, it also towered above comparable transactions across Latin America

When Chilean electricity utility Enersis raised the hefty sum of US$6 billion through a capital increase, it sealed what is thought to be the largest deal of its kind in Latin America to date. It was also a transaction of considerable importance for the future of Enersis' business, consolidating its Latin American assets and making it the main investment platform in the region for its Spanish parent, Endesa – setting the stage for the company to make future acquisitions, with Brazil, Colombia and Peru identified as targets.

Enersis sought counsel from Chadbourne & Parke LLP and Carey to handle months of negotiations with minority shareholders about the size and shape the capital increase would take.

The structure alighted upon in the end was comprised of two tranches: a corporate reorganisation that saw Endesa relinquish its minority interest in Enersis-controlled companies in exchange for a greater stake in the Chilean holding company, followed by a US$2.4 billion rights offering by Enersis. With Enersis' by-laws stipulating that a majority shareholder could not hold more than a 65 per cent share of the company, Endesa's increased stake was made conditional on the minority shareholders' cash contributions to maintain the ownership balance.

Enersis raised US$2.4 billion in cash through a global rights offering of shares and American Depositary Shares. For this leg of the deal, Davis Polk & Wardwell LLP and Claro y Cía advised the banks on the offering, which involved novel deal documentation that allowed for a flexible role for the banks, allowing them to act as dealer managers for the rights offering as well as placement agents and underwriters if the offering was not subscribed in full.

The combination of Endesa's transfer of "in-kind assets" and the rights issue brought additional complexity for Chile's securities regulator, which had to decide whether the transaction was a capital increase, a related party transaction or a combination of the two. The regulator eventually ruled that the deal was a mixture – a move that was contested by Endesa's local counsel, Cariola, Díez, Pérez-Cotapos & Cía Ltda.

Once a deal was reached with the shareholders, however, the process went smoothly, in spite of fears from some quarters about whether Chilean investors had the appetite for such a large capital increase. Indeed, the Enersis rights offering will serve as a structural precedent for future such offerings by Chilean companies seeking to access international capital through equity while complying with local requirements of existing shareholders having an equal footing.

Not for external distribution

THE WINNING TEAMS

WINNER

Enersis' US$6 billion capital increase

Counsel to Enersis
- In-house counsel – Domingo Valdés and Mónica Fernández Correa
- Chadbourne & Parke LLP
- Carey

Counsel to Endesa
- In-house counsel – Francisco De Borja Acha Besga and Rafael Fauquie Bernal
- Cariola, Díez, Pérez-Cotapos & Cía Ltda

Counsel to the dealer managers, placement agents and underwriters
- Davis Polk & Wardwell LLP
- Claro & Cía

Counsel to rights agent and depositary
- Patterson Belknap Webb & Tyler LLP

RUNNERS-UP

BB Seguridade's IPO

Counsel to Banco do Brasil
- In-house counsel – Antonio Rugero and Daniel Manfredi Mora
- Lefosse Advogados
- Bocater, Camargo, Costa e Silva Advogados
- Clifford Chance LLP*
  * One partner has since moved to Hogan Lovells LLP

Counsel to Banco do Brasil Securities, JP Morgan Securities, Bradesco Securities, Itaú BBA USA Securities, BTG Pactual US Capital, Citigroup Global Markets, Brasil Plural Securities, Banco Votorantim Securities, Fator Securities LLC, BNP Paribas Securities Corp, Safra Securities, UBS Securities, BB – Banco de Investimento, Banco JP Morgan, Banco Bradesco BBI, Banco Itaú BBA, Banco BTG Pactual, Citigroup Global Markets Brasil Corretora de Câmbio, Títulos e Valors Mobiliários, Brasil Plural Banco Multiplo and Banco Votorantim
- Mattos Filho, Veiga Filho, Marrey Jr e Quiroga Advogados
- Davis Polk & Wardwell LLP

Graña y Montero's NYSE IPO

Counsel to Graña y Montero
- In-house counsel – Claudia Drago
- Muñiz Ramírez Pérez-Taiman & Olaya
- Simpson Thacher & Bartlett LLP

Counsel to Credit Suisse, JP Morgan, Morgan Stanley, BTG Pactual, Interbank, Credit Corp and BBVA
- In-house counsel to Credit Suisse – Mary Connell Lifton
- In-house counsel to JP Morgan – Eileen Shin
- In-house counsel to Morgan Stanley – Joao Camarota and Michael Kim
- In-house counsel to BTG Pactual – Jill Wallach and Bruno Duque
- In-house counsel to Interbank – Jorge Miranda Benavides, Claudia Paniague Villasis and Ximena Benavides
- In-house counsel to Credit Corp – Guillermo Cabieses
- In-house counsel to BBVA – Juan Manuel Yori Neuhaus
- Rubio Leguía Normand
- Davis Polk & Wardwell LLP

Charles Johnson and Silvia Fazio of Chadbourne & Parke

Gonzalo Grez of Cariola Díez


Cristián Eyzaguirre of Carey

Not for external distribution

Runners-up

Size matters

BB Seguridade's IPO was all about raising big money, but it took complex legal work to doctor the detail to allow small retail investors to invest too

Brazil is no stranger to hosting Latin America's biggest deals, but it takes a standout deal to top the charts globally. The 11.75 billion reais (US$5.3 billion) IPO of BB Seguridade, the pension and insurance unit of Brazilian state-run bank Banco do Brasil, was not only the biggest in Brazil since Banco Santander Brasil went public in October 2009, but also the world's largest IPO in 2013.

To ensure the deal was a success, Banco do Brasil appointed Lefosse Advogados, Bocater, Camargo, Costa e Silva Advogados and Clifford Chance LLP to help it undertake considerable marketing efforts by using its extensive retail bank network for the distribution of shares to retail investors. In the final book, retail investors accounted for 30 per cent of demand, an unprecedented number on a Brazilian equity initial floating. This meant the team had to lift a 30-day stop order set by the securities regulator to allow the IPO to be offered to more retail investors. Banco do Brasil also had to undergo a restructuring to migrate its insurance and brokerage operations to the newly created BB Seguridade in a short time frame in parallel with the IPO, raising issues with the regulatory bodies.

The IPO came as welcome news for investors anxious about a slowdown in the country: while most Brazilian companies that launched IPOs in 2013 have seen their trading prices decline since, according to Bloomberg data, BB Seguridade provided investors with the biggest gain among the 12 financial institutions from developing economies that priced an IPO of at least US$100 million in 2013.

An appetite for Peru

When Graña y Montero floated on the New York stock exchange, it proved to other Peruvian companies that the doors of international investors are wide open

With Peru's soaring growth rates in the spotlight and the country rapidly becoming one of Latin America's investment darlings, its companies are increasingly capable of commanding serious interest internationally. Although few Peruvian companies have previously listed on the New York Stock Exchange, the stage was set for a deal thought to be the largest-ever offering of its kind: the US$430 million IPO by Peru's largest engineering and construction company, Graña y Montero.

To enable Graña y Montero, a blue chip listed company and heavily traded share in the Lima Stock Exchange, to list in New York, counsels Simpson Thacher & Bartlett LLP and Muñiz Ramírez Pérez-Taiman & Olaya had to carefully develop a strategy that would avoid any leaks of information in order to comply adequately with statutory disclosure requirements in domestic securities laws. An additional source of diligence and disclosure work was the fact that Graña y Montero operates a number of diverse businesses in infrastructure, real estate and technical services, which fall under different regulations, and which required meaningful, yet easy to understand, disclosure of each of the different business segments by the legal teams. Davis Polk & Wardwell LLP and Rubio Leguía Normand advised the underwriters.

The New York listing of Graña y Montero not only gives international investors an option to acquire equity exposure to Peru's high growth rates, it also sends out a signal to other Peruvian companies that the international equity capital markets are open to them.

Not for external distribution

Project finance

Boosting Peru's energy matrix

The winning deal brought together legal counsel for a diverse range of commercial lenders and development banks to forge new relationships with each other and draft complex inter-creditor agreements to fund a hydropower plant that will better supply Peruvians with electricity

The US$1.2 billion Chaglla hydroelectric power generation project is more than just another mega-deal; it's a key infrastructure project capable of boosting Peru's economic development by creating thousands of jobs and increasing the electricity generation capacity the country needs for its rapidly growing economy.

The 406 megawatt dam located on the Huallaga River in the Chaglla and Chinchao districts of the central department of Huánaco brings together a number of major project finance players. Brazil's Odebrecht Energia hired White & Case LLP and Miranda & Amado Abogados in its role as project sponsor, while funding came from two agency lenders, Brazil's development bank BNDES and the Inter-American Development Bank (IADB), as well as six commercial banks. The lenders, agents and hedge providers were advised by Rodrigo, Elías & Medrano Abogados and Veirano Advogados, while The Bank of New York Mellon turned to Hogan Lovells LLP in New York to act as administrative agent and Scotiabank Peru received counsel from Allen & Overy LLP in its role as onshore security agent and onshore trustee.

Complex inter-creditor agreements outlining the terms for a loan that brought together a diverse range of parties were pulled together on 5 July, with the result that Odebrecht and its local electricity generator, Huallaga, obtained US$774 million of project financing in senior secured debt commitments. That financing is made up of an A loan worth US$150 million and a B loan worth US$183 million. Clifford Chance LLP in Washington, DC, advised the IADB and the banks on these loans. Furthermore, BNDES provided a facility of up to US$340 million – the first time the bank has included a Peruvian project to its portfolio as well as representing an unusual role that saw the bank act more like an export credit agency than a bilateral agency. The project is also the first time BNDES and the IADB have teamed up to co-finance a power project. Deutsche Bank, which turned to Milbank, Tweed, Hadley & McCloy LLP, provided an additional loan facility of up to US$100 million, which also involved the participation of Peru's development bank COFIDE, counselled by Peruvian firm Hernández & Cía Abogados.

As Chaglla is the largest power project ever to have received project financing in Peru, the lawyers needed to come up with a complex package of financing and security agreements – 25 in total – containing unusual features for a project of this type, including a lack of completion guarantee and a complex contingency package given the height of the dam and related geological and technological issues. The teams also had to negotiate amendments to several of the project documents, including to the lump-sum, turnkey engineering, procurement and construction contract with Odebrecht, as EPC contractor, and the power purchase agreement with Electroperú as offtaker.

When the Chaglla project becomes operational in 2016, it will be a critical tool in helping Peru meet growing demand for energy while helping to diversify its energy matrix and reduce its carbon footprint.

The winning project finance team

THE WINNING TEAMS

WINNER

The financing of Odebrecht's Chaglla hydroelectric plant in Peru

Counsel to Empresa de Generación Huallaga and Odebrecht Energia
- In-house counsel – Rogério Bautista, Adriano Maia and Ricardo Weyll
- White & Case LLP
- Miranda & Amado Abogados

Counsel to the Inter-American Development Bank
- In-house counsel – Brian Muraresku
- Clifford Chance LLP

Counsel to Société Générale, DNB Bank, Banco Bilbao Vizcaya Argentaria, Crédit Agricole Corporate and Sumitomo Mitsui Financial Group
- Clifford Chance LLP

Counsel to BNDES
- In-house counsel – Carolina Franco and Leonardo Nicolay Lagreca
- Shearman & Sterling LLP

Counsel to Deutsche Bank
- Milbank, Tweed, Hadley & McCloy LLP

Counsel to BNY Mellon
- Hogan Lovells LLP

Counsel to Scotiabank Peru
- Allen & Overy LLP

Counsel to lenders, agents and hedge providers
- Rodrigo, Elías & Medrano Abogados
- Veirano Advogados

Counsel to COFIDE
- Hernández & Cía Abogados

RUNNERS-UP

Puerto Bahía financing

Counsel to Puerto Bahía
- In-house counsel – Alejandra Bonilla and Monica Durán
- prietocarrizosa
- Clifford Chance LLP
- Allen & Overy Madrid LLP
- Araújo Ibarra & Asociados
- Pinilla Gonzalez & Prieto
- Galicia Abogados

Counsel to Pacific Rubiales and Meta Petroleum
- Proskauer Rose LLP

Counsel to Itaú BBA
- In-house counsel – Ingrid Pahl and Guillermo Acuña
- Brigard & Urrutia Abogados
- Milbank, Tweed, Hadley & McCloy LLP

Counsel to Oiltanking
- In-house counsel – Nicole Laute
- Posse Herrera Ruiz

Guarulhos airport financing

Counsel to Concessionária do Aeroporto Internacional de Guarulhos
- Pinheiro Neto Advogados

Counsel to Banco do Brasil, Banco Bradesco, HSBC Bank Brasil – Banco Múltiplo, Banco Itaú BBA and Caixa Econômica Federal
- In-house counsel to Banco do Brasil – Raquel Chust
- In-house counsel to Banco Bradesco – Patrícia Lacerda Cunha and Henrique Lanna Privelato
- In-house counsel to Banco Itaú BBA – Diego Sampaio Peres Fagundes
- In-house counsel to HSBC Bank Brasil–Banco Múltiplo – Bruno Ricci Salomoni and Luiz Gustavo Rocha
- In-house counsel to Caixa Econômica Federal – Christiane Barozi Porto and Maria Inês Brandão Nogueira da Gama
- Machado, Meyer, Sendacz e Opice Advogados

Counsel to Airports Company South Africa
- In-house counsel – Bonginkosi Mfusi
- Lefosse Advogados

Counsel to Invepar
- In-house counsel – Rosalia Camello, Cristiano Castilhos and Gustavo Castro e Silva

Counsel of Infraero
- In-house counsel – Francisco José de Siqueira, Eduardo Stuckert Neto, Alexandre Canedo and Alex Zeidan

Runners-up

Giving Guarulhos a face lift

Putting together the financing required to transform a down-at-heel airport into a modern transport hub is no mean feat, and it took serious legal muscle to draft the agreements and collateral backing needed to bring São Paulo's international airport into the 21st century

Visitors to São Paulo have long been disappointed by their first impression of a city that projects itself as a global financial hub. Arriving for the first time on Paulistano soil, they are greeted with a disorganised, poorly resourced, old fashioned airport. With this in mind, Guarulhos International airport has embarked on a radical expansion and modernisation drive, which it needs serious funding to achieve. When Brazil's Invepar and Airports Company South Africa (ACSA) obtained long-term funding worth 3.47 billion reais (US$1.6 billion) to make the investment they committed to when they won the concession the previous year, they took São Paulo a step closer to its bid to reach for the skies in style.

The deal is the first long-term financing transaction for an airport in Brazil entered into on a project finance basis, at one of the first airports to be operated under a concession regime in the country. The project finance is comprised of a 14-year direct loan from Brazilian development bank BNDES worth 2.43 billion reais, which provided the project with initial funding to kick-start works, and a 1 billion reais on-lending loan granted by several local banks that were advised by their in-house counsels and Machado, Meyer, Sendacz e Opice Advogados.

The legal teams had to draft and negotiate the credit agreement, the collateral granted by Guarulhos to the banks and BNDES and the inter-creditor agreement entered into between them. The security package was shared on an equal treatment basis and included the fiduciary assignment of credit rights and an account management agreement, whereby the concession company, advised by Pinheiro Neto Advogados, assigned to the banks all credit rights arising from the concession contract, as well as trade agreements for the use of existing and future spaces within the airport complex and bank accounts. Among the challenges faced by the teams was the fact that Brazil's state-owned airport operator, Infraero, which was the previous operator of Guarulhos, remained as minority shareholder, which was problematic for structuring the security package, given it entailed the review of specific legislation related to state-owned companies.

Transforming Cartagena bay

To avoid spoiling miles of Caribbean coastline, the legal teams working on the Puerto Bahia port terminal project wove together strict environmental and corporate social responsibility rules along with complex legislation governing public and private sector works

The US$370 million worth of financing received by the Puerto Bahia port terminal project in Colombia will help transform the Cartagena bay stretch of coastline into a new hub for crude oil transportation.

To help turn part of Colombia's Caribbean coastline into a motor for the development of Colombia's oil industry, Puerto Bahia appointed prietocarrizosa, Clifford Chance LLP, Allen & Overy Madrid LLP, Araújo Ibarra & Asociados, Pinilla Gonzalez & Prieto and Galicia Abogados as counsel to secure US$370 million worth of project financing from Brazil's Itaú BBA. The bank turned to Brigard & Urrutia Abogados and Milbank, Tweed, Hadley & McCloy LLP.

In coming up with the deal structure, the legal teams had to blend laws governing public sector and private sector works given the hydrocarbons port is a public concession, while the dry port is a private venture. As a partially public concession, some of Puerto Bahia's assets cannot be used to guarantee the loans for its development – only the private assets qualify. They also had to take into account strict environmental and corporate social responsibility rules owing to the project's location on the Atlantic coast, as well as the fact that the project includes a free trade zone, resulting in considerable customs and tax work.

Puerto Bahía is being developed by Pacific Infrastructure, whose partner is oil and gas exploration company Pacific Rubiales, both of which were advised by Proskauer Rose LLP. The project, which is scheduled for completion in early 2015, will be managed by German company Oiltanking International, advised by Colombia's Posse Herrera Ruiz.

Not for external distribution

Restructuring

Aligning foreign courts

When bankruptcy courts in Mexico and the US clashed over the restructuring plan filed by glassmaker Vitro, it took skilled legal teams to handle the fallout

When Vitro took its Mexican-approved restructuring plan to the US, it expected the bankruptcy court to simply rubber-stamp it and bring to an end a costly litigation process. But the US court refused to enforce the Mexican glassmaker's plan after a group of bondholders turned to Dechert LLP and Forshey Prostok LLP to argue that the proposal punished them while benefiting the shareholders. The decision threatened to spark a diplomatic row between the US and Mexico and risked undermining the concept of judicial independence enshrined in both countries. The case represents one of the most complex and highly contested multi-jurisdictional restructurings involving any company seeking recognition in the US of an approved foreign judicial reorganisation proceeding.

In 2009, Vitro, one of the world's largest manufacturers of glass containers and car windshields, defaulted on US$1.2 billion in debt as a result of losses on derivatives in the wake of the global financial crisis, which was compounded by a slowdown in sales. The following year, the company turned to Milbank, Tweed, Hadley & McCloy LLP to launch a *concurso* case in Mexico and a simultaneous Chapter 15 filing in the US, where many of its operations, assets, customers and creditors were located.

The differences in opinion of the US and Mexican courts meant protracted litigation over a number of years followed. Vitro's restructuring highlighted weaknesses in both countries' bankruptcy legislation. Chapter 15 had been introduced less than a decade before and had been designed for single debtor cases, not corporate enterprise groups of debtors; and it did not contain any specific guidance regarding enforcement in the US of a reorganisation approved by a foreign court. Similarly, the *concurso* process depended on a statute only recently introduced in Mexico; there had been no test cases on a comparable scale and Vitro was the first debtor that had sought to enforce a contested *concurso* in the United States.

After two years of litigation, in April 2013, the parties finally reached a settlement with the help of Thomas Heather (then at Heather & Heather; now Ritch, Mueller, Heather y Nicolau, SC) as special Mexican closing counsel, which was confirmed by the New York Supreme Court, allowing the largest creditor, Fintech, an investment firm advised by Cleary Gottlieb Steen & Hamilton LLP, to purchase the debt of the high-yield bondholders which had challenged the restructuring plan in exchange for a stake in Vitro. The result put an end to two years of tense litigation and set an important precedent for how US courts would rule on foreign insolvencies in the future.

THE WINNING TEAMS

WINNER
Vitro restructuring
Counsel to Vitro
- In-house counsel – Alejandro Sánchez Mújica, Javier Arechavaleta and Mauricio Morales
- Milbank, Tweed, Hadley & McCloy LLP

Counsel to the consenting creditors
- Haynes and Boone SC

Counsel to the ad hoc group of Vitro noteholders
- Dechert LLP
- Forshey Prostok LLP

Special Mexican counsel
- Thomas Heather*
  * then at Heather & Heather SC, now at Ritch, Mueller, Heather y Nicolau, SC

Counsel to Fintech
- Cleary Gottlieb Steen & Hamilton LLP

Counsel to Vitro's US affiliates
- Fulbright & Jaworski*
  * now Norton Rose Fulbright

Counsel to Wilmington Trust
- Hogan Lovells LLP

RUNNERS-UP
La Polar debt exchange
Counsel to La Polar
- In-house counsel – Andrés Escabini
- Guerrero Olivos
- Gómez-Pinzón Zuleta Abogados

Counsel to Banco de Chile
- In-house counsel – Francisco Torm
- Morales & Besa

Counsel to the creditors
- Posse Herrera Ruiz

Rede Group restructuring
Counsel to Rede Energia
- In-house counsel – Keili Uema do Carmo Vilibor and Márcio Pina Marques
- Felsberg Advogados
- Lilla Huck, Otranto, Camargo
- White & Case LLP

Counsel to Energisa
- In-house counsel – Fabrício Ferreira Neves, João Paulo Paes de Barros and Helene Louise Plaisance
- Pereira Neto I Macedo Advogados
- Galdino, Coelho, Mendes, Carneiro Advogados
- Stocche Forbes Padis Filizzola Clapis Advogados

Counsel to CPFL and Equatorial
- Mattos Filho, Veiga Filho, Marrey Jr e Quiroga Advogados
- Shearman & Sterling LLP*
  * one partner since moved to Skadden, Arps, Slate, Meagher & Flom LLP

Counsel to CPFL
- Machado, Meyer, Sendacz e Opice Advogados

Counsel to the judicial administrator
- Deloitte Touche Tohmatsu Consultores
- Demarest Advogados

Counsel to the intervenors
- In-house counsel – Márcio Pina
- Costa Pereira e Di Pietro Advogados

Counsel to the creditors

Counsel to FI-FGTS
- Soares Bumachar Chagas Barros Advogados

Counsel to the Inter-American Development Bank
- In-house counsel – Krysia Avila de Oliveira
- Pinheiro Neto Advogados
- Andrews Kurth LLP

Counsel to the Bank of New York Mellon
- Chadbourne & Parke LLP
- Veirano Advogados

Counsel to the bondholders
- Bingham McCutchen LLP
- Pinheiro Guimarães – Advogados

Counsel to Petros
- Fleury da Rocha & Associados Advogados

Counsel to Banco Daycoval
- Lazzareschi, Hilal, Bolina & Rocha Advogados

Counsel to Banco do Nordeste do Brasil
- In-house counsel – Ana Rosa Tenório de Amorim

Counsel to Usina do Rio Pardo
- TozziniFreire Advogados

Andrew Jánszky of Milbank Tweed

Nicolas Grabar of Cleary Gottlieb

Claudette Christian of Hogan Lovells

Runners-up

Cleaning up a scandal

Things looked desperate at La Polar after fraud allegations emerged, but when lawyers devised a complex debt swap, they helped the Chilean retailer avoid bankruptcy

When La Polar, Chile's fourth-largest retail chain, exchanged US$1 billion of debt with its creditors, it succeeded in staving off what risked becoming Chile's largest-ever bankruptcy proceeding, the result of allegations of fraud at the retailer that had emerged two years earlier.

La Polar appointed Guerrero, Olivos, Novoa y Errázuriz to begin the debt exchange process after receiving the green light from Chile's securities regulator, the SVS, to issue two sets of new bonds and make amendments to previous issuances in a bid to restructure its debt after a scandal in 2011. That scandal revealed that La Polar had unilaterally restructured the debt of some 400,000 of its customers, leading to massive hikes in the amount they had to repay, which led to rumours that the company was in financial difficulties.

After challenging legal negotiations over five months, La Polar succeeded in signing a pre-emptive agreement with its creditors in 2012 to avoid bankruptcy proceedings. The deal required the retailer to issue two new series of bonds as well as update five previous issuances to allow all creditors holding senior and junior debt to exchange old credits for the new bonds, representing the first time three interest rates have been used in one series of bonds in Chile. The Santiago stock exchange also had to develop a new type of software to trade the bonds as it is the first time a debt exchange of this size involving publicly traded securities had taken place in Chile through electronic means.

Keeping the lights on

With a number of concessions for essential public utilities at stake, saving the Rede group was about more than just keeping a struggling company afloat

The successful judicial reorganisation of the Rede group, a holding company for several utility concessionaires in Brazil, restructured some 5.5 billion reais (US$2.5 billion) worth of debt – thought to be the largest restructuring in the country since its 2005 bankruptcy law came into effect. It was also the first to involve a holding company of electric power concessionaires under intervention from the electricity regulator in line with new legislation enacted in 2012 – a situation said to have aggravated the companies' financial situation.

The plan, which was eventually approved at a creditors' meeting and subsequently confirmed by a bankruptcy court in São Paulo, involved the transfer of control of the group to an investor, Energisa, putting an end to intervention in the concessions from the regulator, ANEEL. Rede appointed Felsberg Advogados, Lilla Huck, Otranto, Camargo and White & Case LLP to negotiate the plan with local and foreign creditors, including private and public banks, Brazil's development bank, state pension fund FI-FGTS, labour creditors and relevant suppliers.

The deal also represented a considerable change of course for the Rede group's restructuring plan, given that the company had signed an agreement earlier to be sold to energy distributors Equatorial and CPFL. That agreement was binding up until shortly before the creditors' meeting was scheduled to take place, when a majority vote decided to open up the possibility of alternative takeover proposals on grounds that the original agreement with CPFL and Equatorial had been signed under tight time constraints given that the restructuring court would have revoked the Rede companies' power generation concessions had it not found a buyer. This was a risky move as the creditors had to find a way for the other potential investors to present competitive binding offers without jeopardising the existing offer. Energisa subsequently submitted a proposal offering the creditors a more favourable exchange for their bonds. This was accepted as the new plan after the creditors gave CPFL and Equatorial the opportunity to match Energisa's offer, which the companies declined.

Not for external distribution

Private equity

A profitable partnership

When Blackstone invested in Pátria, it paved the way for a partnership that would act as a springboard into Latin America for the US private equity fund, and securing a controlling stake in community developer Alphaville served as a promising start

As the Brazilian economy continued to slow, when US private equity firm Blackstone purchased the country's leading residential community developer Alphaville, it made a bet that gated communities were likely to remain profitable even though house prices might be dropping off.

The deal saw Blackstone and its local partner Pátria Investimentos turn to Simpson Thacher & Bartlett LLP and Stocche Forbes Padis Filizzola Clapis Advogados to lead tense negotiations during a private competitive bid process. The partnership eventually defeated its competitors to acquire 70 per cent of Alphaville from Gafisa, Brazil's fifth-largest real estate developer, for 1.4 billion reais (US$633 million). In addition to dealing with complex real estate and environmental regulatory requirements, the lawyers also had to handle the partnership between a local and a foreign private equity fund, as the deal was the first joint real estate investment that Blackstone had made with Pátria since acquiring a stake in the investment manager in 2010. Ensuring this ran smoothly was highly important to the future of Blackstone in Latin America, as the private equity fund had made its investment in Pátria, which it had carefully selected thanks to its shared values, culture and even choice of Simpson Thacher as legal counsel, the cornerstone of its strategy to move into the region.

The seller, Gafisa, turned to Barbosa Müssnich & Aragão in Brazil for counsel, retaining a 30 per cent stake in the house builder by simultaneously acquiring the remaining 20 per cent stake owned by the founding partners of Alphaville. The deal carries further weight from a business perspective as it marks a critical milestone in Gafisa's turnaround plan, initiated two years ago, which enabled the company to improve its capital structure by reducing debt and bringing leverage back in line with its operations.

The Gafisa and BM&A team

Rafael Passaro and André Stocche of Stocche Forbes, and Grenfel Calheiros of Simpson Thacher

THE WINNING TEAMS

WINNERS

Blackstone acquires Alphaville stake

Counsel to Blackstone
- Simpson Thacher & Bartlett LLP
- Stocche Forbes Padis Filizzola Clapis Advogados

Counsel to Gafisa
- Barbosa Müssnich & Aragão

RUNNERS-UP

Linzor Capital buys stake in Pagnifique

Counsel to Linzor Capital Partners
- Guyer & Regules
- Pérez Alati, Grondona, Benites, Arntsen & Martínez de Hoz (h)
- Latham & Watkins LLP

Counsel to Pagnifique
- Ferrere
- Cuatrecasas, Gonçalves Pereira
- Hughes Hubbard & Reed LLP

Advent's Ocensa buy

Counsel to Advent International Corporation
- In-house counsel – James Westra
- Gómez-Pinzón Zuleta Abogados
- Weil, Gotshal & Manges LLP

Counsel to Talisman
- In-house counsel – Agustin de la Puente and Denis Duke
- Osler, Hoskin & Harcourt LLP

Counsel to CEPSA
- In-house counsel – Natalia Bódalo and César Lozano
- Posse Herrera Ruiz

Counsel to Total
- In-house counsel – Juanita Lejour

Counsel to Banco Itaú BBA, Citigroup Global Markets and Natixis
- Brigard & Urrutia Abogados
- Skadden, Arps, Slate, Meagher & Flom LLP

Not for external distribution

Runners-up

A different kind of buyout

Developing the deal structure required for Advent to complete its leveraged buyout of the Ocensa pipeline required serious legal showmanship, with risk shifted from the target to the borrowers and a loan set to be repaid entirely in dividends

The purchase by a group of investors led by US private equity firm Advent International of a US$1.1 billion minority stake in Oleoducto Central (Ocensa), which operates Colombia's largest crude oil pipeline, was a leveraged buyout with a difference.

The banks which provided the financing for the acquisition, Banco Itaú BBA, Citigroup Global Markets and Natixis, funded half of the purchase price and took on Ocensa's risk, rather than the borrowers, because the loan will be entirely repaid by Ocensa with dividends. This was because under the shareholders agreement, even as a minority shareholder, Advent will be able to influence Ocensa's dividend policy in order to guarantee a future flow of dividends to repay the loan.

Advent turned to Gómez-Pinzón Zuleta Abogados and Weil, Gotshal & Manges LLP to buy a 22 per cent stake in the pipeline from a trio of oil and gas companies: France's Total, Canada's Talisman and Colombia's CEPSA.

Ocensa manages the main pipeline between Colombia's Llanos region and the Atlantic coast, and handles around 70 per cent of all crude oil exports from the country. Advent was drawn to make the acquisition – its largest ever in Latin America – because it promises a consistent stream of revenue for the next few years given high demand for oil transportation infrastructure in Colombia owing to the number of oil reserves.

An aggressive expansion

As Uruguayan frozen foods company Pagnifique eats its way into a bigger slice of the Latin American pie, a cast of lawyers came together to ink much-needed investment from a Chilean private equity fund

When Chilean private equity fund Linzor Capital Partners bought 85 per cent of Uruguayan frozen foods company Pagnifique, it provided the company with another important step in the pioneering multilatina's rapid upwards trajectory.

Linzor turned to Guyer & Regules, Pérez Alati, Grondona, Benites, Arntsen & Martínez de Hoz (h) and Latham & Watkins LLP to acquire the stake in Pagnifique, the pioneer of frozen baked goods in Uruguay, which was advised by Ferrere, Cuatrecasas, Gonçalves Pereira and Hughes Hubbard & Reed LLP.

The deal entailed a complicated multijurisdictional structure, as well as a sophisticated mechanism of corporate finance based on leverage buy-out mechanics.

Since its establishment in 1995, Pagnifique has rapidly expanded its operations across Latin America, with the result that it now exports to Brazil, Chile, Peru and Paraguay. In 2002, the company decided to begin looking northwards, setting up a US subsidiary, Panamerican Food, which distributes to supermarket chain WinnDixie and hotel chain JW Marriott. As well as cementing the private equity fund's presence in Uruguay, the acquisition by Linzor is set to be a further step in Pagnifique's expansion drive, as plans are in the pipeline to help the baked goods producer break the Colombian and Mexican frozen food markets.

Not for external distribution

Disputes

Shopping for a settlement

When news of behind-the-scenes talks risked jeopardising a deal between Casino and its Brazilian partner, the French retailer responded by appointing a raft of leading firms to handle arbitration proceedings

When one of France's largest retail chains, Groupe Casino, and Brazilian tycoon Abilio Diniz reached a settlement, they put to rest a heated battle that had left the Brazilian supermarket world on tenterhooks over two years.

Diniz – whose family is responsible for Brazil's popular Pão de Açucar supermarket chain – and Casino had enjoyed a comfortable partnership for six years as part of a step-up transaction aimed at eventually transferring control of Pão de Açucar to Casino. A year before that transfer was set to take place in 2012, their relationship was jeopardised when news emerged of secret negotiations held in 2011 between Diniz and Casino's French rival, Carrefour, aimed at merging the two companies in a move that would have undone the agreement with Casino. Although that deal collapsed after it was opposed by both Casino and Brazil's development bank, BNDES, which would have financed the merger, two years of conflict ensued.

Casino responded to the revelation by filing for arbitration against Diniz on grounds that, as president of BRFoods and a member of the board at Pão de Açucar, he was in a conflict of interest, given that BRFoods is one of the supermarket's main suppliers. In parallel, Diniz also filed for arbitration against Casino arguing it had breached corporate governance rules.

The case was of such importance for both parties that they hired six top-flight firms apiece. Casino appointed France's Darrois Villey Maillot Brochier AARPI, Brazilian firms Trindade Sociedade de Advogados, TozziniFreire Advogados and Andrade & Fitchner Advogados, and US firms Weil Gotshal & Manges LLP and Wachtell, Lipton, Rosen & Katz LLP. Abilio Diniz turned to Brazilian firms Ferro, Castro Neves, Daltro & Gomide Advogados, Wald e Associados Advogados, Barbosa Müssnich & Aragão and Mattos Filho, Veiga Filho, Marrey Jr e Quiroga Advogados, as well as Debevoise & Plimpton LLP and Freshfields Bruckhaus Deringer LLP in the US.

Before the first ICC arbitration hearing could occur, however, the parties reached a settlement, agreeing that Diniz would step down from his role at Pão de Açucar and sell some of his shares to Casino in exchange for the claims being dropped. The move enabled Groupe Casino to regain full control of the retail group that owns Pão de Açucar and confirm its position as the largest food retailer in Brazil.

Francisco Müssnich of BM&A

Rob Ellison of Shearman & Sterling

Fernando Eduardo Serec of TozziniFreire

Alex Wilbraham of Freshfields Bruckhaus

Eduardo Munhoz of Mattos Filho

THE WINNING TEAMS

WINNER

Casino v Abilio Diniz

Counsel to Groupe Casino

- TozziniFreire Advogados
- Trindade Sociedade de Advogados
- Andrade & Fitchner Advogados
- Darrois Villey Maillot Brochier AARPI
- Weil Gotshal & Manges LLP
- Wachtell, Lipton, Rosen & Katz LLP
- Shearman & Sterling LLP

Counsel to Abilio Diniz

- Ferro, Castro Neves, Daltro & Gomide Advogados
- Wald e Associados Advogados
- Barbosa Müssnich & Aragão
- Mattos Filho, Veiga Filho, Marrey Jr e Quiroga Advogados
- Debevoise & Plimpton LLP
- Freshfields Bruckhaus Deringer LLP

RUNNERS-UP

Traffic Sports v Conmebol over commercial rights to the Copa América

Counsel to Traffic Sports

- In-house counsel – Rafael Queiroz Botelho
- Skadden, Arps, Slate, Meagher & Flom LLP
- Stroock & Stroock & Lavan LLP
- Lalive
- Ferrere
- Peroni Sosa Tellechea Burt & Narvaja
- Marval, O'Farrell & Mairal
- Demarest Advogados
- Claro & Cía
- CR & F Rojas Abogados
- Gómez-Pinzón Zuleta Abogados
- Coronel & Pérez
- Hernández & Cía Abogados
- D'Empaire Reyna Abogados

Counsel to Conmebol

- DLA Piper LLP

Counsel to Full Play

- Kenny Nachwalter, PA
- Estudio Rinaldi & Asociados
- Troche, Asesores Legales

YPF v AES Uruguiana Empreendimentos, Companhia de Gas do Estado do Rio Grande do Sul (Sulgás) and Transportadora de Gas del Mercosur

Counsel to AES Uruguiana Empreendimentos and Companhia de Gas do Estado do Rio Grande do Sul (Sulgás)

- In-house counsel – Luis Fernando Radulov Queiroz, Vincius Oliveira da Silva and Raphael De Mello Losacco
- Cabanellas, Etchebarne, Kelly

Counsel to Transportadora de Gas del Mercosur

- Cainzos Fernández & Premrou Abogados

Counsel to YPF

- In-house counsel – Daniel Alfonso Suárez
- Pérez Alati, Grondona, Benites, Arntsen & Martínez de Hoz (h)

Runners-up

A tense match off the pitch

Nothing gets emotions high in Latin America quite like football, and the litigation between Traffic Sports and Full Play Group over rights to the Copa América was no exception

The litigation between sports event manager Traffic Sports and Argentina's Full Play Group resolved a two-year controversy involving 10 Latin American countries and the championship of a very Latin American sport: football.

At stake were the commercial rights to the Copa América, the Latin American football championship held every four years, granted by the South American football federation, Conmebol. For more than two decades, Traffic Sports had been the exclusive promoter of the Copa América, and held the commercial rights to contract with sponsors for advertising as well as signing television, radio and internet broadcast agreements. As Traffic Sports began preparations for the 44th edition of the cup (scheduled for 2015 in Chile), Full Play announced it held the rights to the 2015 event in line with a different contract.

Traffic Sports hired 13 law firms to file a lawsuit in Florida to establish its commercial rights to the 2015 Copa América. As litigation played out, the parties opted to try and negotiate a settlement instead, eventually reaching an agreement to jointly manage the commercial rights to the Copa América by forming a new venture that would take on the cup and related commercial activities until 2023.

When crisis strikes

After YPF failed to honour contracts to supply gas to Brazil, high-profile arbitration in Uruguay ensued

When Argentine energy company YPF suspended natural gas imports to Brazil as a result of an energy crisis stemming from the country's 2001 debt default, it resulted in one of the largest ever disputes against an Argentine company.

The conflict originated from a contract signed between YPF and Brazil's state-owned energy company Petrobras that committed the Argentine company to provide gas to a thermoelectric power plant in the Brazilian state of Rio Grande do Sul, the rights for which were later assigned to AES Uruguaiana, which built the plant.

But three years after Argentina's debt default in 2001 resulted in an energy crisis at home, YPF began to reduce supplies abroad, arguing that it was obliged to comply with limits on gas exports imposed by the Argentine government to safeguard domestic consumption.

AES Uruguaiana and TGM, which built the pipeline to transport the gas, responded by turning to Cabanellas, Etchebarne, Kelly and Cainzos Fernández & Premrou Abogados to file a claim before the ICC for damages and lost profits, arguing that YPF's contractual breaches had left them unable to fulfil other supply contracts. YPF was advised by Pérez Alati, Grondona, Benites, Arntsen & Martínez de Hoz (h).

An ICC tribunal seated in Montevideo eventually held YPF liable for breaching the gas supply and transport contracts, a decision that sent the company's share price plunging. The tribunal is currently determining damages, which risk running up to an estimated US$1.6 billion.

Not for external distribution

Regulatory

Playing amid politics

Protests and politics dogged the legal teams helping to secure the winning bid for the rights to develop Brazil's pre-salt reserves along every step of the way

The Libra pre-salt oil field off the coast of Rio de Janeiro is so large that it has the potential to double Brazil's oil production in the coming years, making it a boon for the country's energy matrix and a magnet for investment – as well as being of enormous political importance. Add in serious delays and the introduction of a new regulatory framework governing oil concessions, and the result is a bidding round framed by an unusually high degree of political and legal sensitivities.

The first pre-salt bid round launched by Brazil's energy agency (ANP) was the biggest auction process for a petroleum and natural gas area ever held in the world. Furthermore, the bid – the culmination of four years of discussions between major oil companies and governmental entities – represents the first time an area has been tendered under Brazil's production sharing regime, where the government retains ownership of the field and allows the operator to take a share of the profits.

The bidding round played out amid a scene of social upheaval, with protesters against corruption and members of the national public security force surrounding the hotel where the results were announced. Nevertheless, the bid went ahead and the winner was a consortium formed of Petrobras, Total, Shell, the China National Offshore Oil Corporation, which turned to Tauil & Chequer Advogados, and the China National Petroleum Corporation, advised by Mattos Filho, Veiga Filho, Marrey Jr e Quiroga Advogados. To seal the deal, the parties paid the world's largest-ever signature bonus, worth US$6.4 billion.

The authorities set a tight deadline of just one month, compared to the usual three, for the consortium to pay the bonus and complete all the steps necessary to execute the production-sharing agreement. In this time frame, the parties had to negotiate and regulate how their multi-jurisdictional relationship would play out over the 35-year concession, translate and register documents coming from several parts of the world, set up a Brazilian affiliate for the Chinese companies, and remit funds from China to Brazil. When the contract was finally signed before President Dilma Rousseff on 2 December, victory was sealed for the consortium, although there is still much work to be done, as the parties must turn their attention to grappling with Brazil's new legal framework for exploration and production in the pre-salt area.

2013 DEAL OF THE YEAR AWARDS

Giovani Loss of Mattos Filho and Victor Galante of Tauil & Chequer

THE WINNING TEAMS

WINNER

Brazil's first pre-salt "Libra" bid round

Counsel to China National Petroleum Corporation
- In-house counsel – Jingli Jiang and Ye Yan
- Mattos Filho, Veiga Filho, Marrey Jr e Quiroga Advogados

Counsel to CNOOC
- In-house counsel – Peng Yi
- Tauil & Chequer Advogados in association with Mayer Brown

Counsel to Total
- In-house counsel – Fernando Bonini and Bruno Fontenelle

Counsel to Shell
- In-house counsel – Silvio Rodrigues, Emanuela Carandina and Sylvia Figueiredo

Counsel to Petrobras
- In-house counsel – Renata Barrouin and Felipe Francisco

RUNNERS-UP

Glencore roundtables

Counsel to Glencore
- In-house counsel – Patricia Vera, Manuel De Taboada, Indira Ferro, Julia Uría and Bruno Bellido
- Estudio Ferrero Abogados

HKND Group's Nicaragua canal bid

Counsel to HKND
- Consortium Centro América Abogados – Nicaragua
- Kirkland Ellis LLP

Runners-up

Talking things over

With protests against mines across Latin America well-documented, the roundtable Glencore Xstrata's lawyers set up to debate how a mine in Peru would accommodate local communities sets a blueprint for negotiations elsewhere in the region

Glencore Xstrata's agreement with local communities near its Tintaya-Antapaccay mining project in Peru was the result of more than a year of negotiations, and an example to other companies seeking to deal with social opposition and the suspension of projects by the authorities.

Based on a government initiative, Ferrero Abogados set up a roundtable for representatives from Xstrata, the local community and government agencies at the national, regional and provincial level to discuss how to complete a successful environmental impact study and agree on a new structure for spending royalties on local projects.

This promising start allowed work on the Antapaccay extension to continue even while negotiations were underway, meaning its first shipment of copper reached port in November months before negotiations were concluded.

Following a formal environmental assessment conducted by several government agencies, no environmental damages were found that could be attributed to the company's operations. The parties also agreed a new contract to handle the funds which would see royalties from the exploitation of the Tintaya copper deposit distributed towards health, education and infrastructure projects in the local community.

Multinational mining companies operating in Peru have often run up against widespread protests from residents fearful of the impact on the local environment and water supplies and angry that they are not fairly sharing in the profits from the mines. The new system could enable companies, communities and the government to find a quicker and easier solution to solving their differences.

An infrastructure boost for Nicaragua

Bidding for a canal project with the potential to extend to three times the length of the Panama Canal made for complex regulatory and public law work

When the Hong Kong Nicaragua Canal Development (HKND) consortium won a 50-year concession to study the feasibility of a US$40 billion canal project in Nicaragua, the groundwork was set for what could become Latin America's largest-ever infrastructure project.

Consortium Centro América Abogados – Nicaragua provided HKND with advice on local legal matters, while Kirkland Ellis LLP advised on the creation of the regulatory framework and the appropriate concession regime for the project.

The feasibility study alone cost US$900 million and has taken one year to complete, while the operators plan to tap the financial markets in London, New York and Tokyo for investment when the project is given the final green light.

Book-ended by two deep sea water ports on either coast, the proposed route for the canal will be through the vast Lake Nicaragua and run to three times the length of the Panama Canal. Alongside the interoceanic canal, the megaproject will also include an oil pipeline, a "dry canal" freight railroad, two international airports and a number of free-trade zones dotted along the route.

Should the project go ahead, HKND will pay US$10 million a year for a decade to the Nicaraguan government for the right to operate the canal, which is expected to contribute significantly to the country's economy. It has been estimated that upon completion the canal could double Nicaragua's GDP and lead to employment levels tripling by 2018.

Outbound investment

Playing for time

When BCI learned that things weren't going to plan with a rival bid for City National Bank of Florida, the Chilean bank's lawyers stepped in to work overtime and seal the deal on behalf of their client

When Chile's Banco de Crédito e Inversiones (BCI) acquired the City National Bank of Florida, Miami's second largest bank, for US$882 million it was the first time a Chilean bank had ever acquired a financial institution in the US, breaking new regulatory ground. The sell-off of the US bank was conducted as part of a bidding process, as is common in this type of deal. While BCI made it to the final round, the bank was initially not selected in favour of another competitor. However, as negotiations proceeded with the winner set to seal the deal, news of some issues emerged, and the legal teams contacted the sellers to see whether they would reconsider BCI's bid if they could offer an expedited closing process. When the sellers acquiesced, the Chilean teams advising BCI at Carey and Ávila, Rodríguez, Hernández, Mena & Ferri booked the first flight they could to New York, and locked themselves up in a boardroom with the Sullivan & Cromwell lawyers, who were advising the selling shareholder, Spain's Grupo Bankia, for three and a half days to make sure BCI's bid would be ready in time. National Bank of Florida was advised by Jones Day. As the deal was the second ever time a Chilean financial institution had bought outside of its home country, there were no clear indications of how long the process would take, or how much effort would be required to obtain clearance from the Chilean regulators. Indeed, while local regulations allowed for Chilean banks to acquire other banks abroad directly, they did not expressly regulate the possibility of acquiring a holding company – as was the case in this transaction. The legal teams had to work hard to explain to the regulators that while the deal might not fall squarely into the wording of the regulation, it could be approved under local laws.

Werner Ahlers of Sullivan & Cromwell and Cristián Eyzaguirre of Carey

THE WINNING TEAMS

WINNER

Banco de Crédito e Inversiones (BCI) buys National Bank of Florida

Counsel to Banco de Crédito e Inversiones
- In-house counsel – Pedro Balla and Fernando Carmash
- Carey
- Ávila, Rodríguez, Hernández, Mena & Ferri

Counsel to Grupo Bankia
- In-house counsel – Antonio Zafra Jimenez
- Sullivan & Cromwell LLP

Counsel to National Bank of Florida
- Jones Day

RUNNERS-UP

ASUR and Highstar win Puerto Rican airport bid

Counsel to Highstar Capital and Grupo Aeroportuario del Sureste
- In-house counsel to Highstar Capital – James Burchetta
- In-house counsel to Grupo Aeroportuario del Sureste – Claudio Góngora Morales
- Cleary Gottlieb Steen & Hamilton LLP
- Fiddler González & Rodríguez, PSC

Counsel to the Puerto Rican government
- In-house counsel – Gerard Gil
- Mayer Brown LLP
- Pietrantoni Méndez & Alvarez

Counsel to the airlines
- Morrison & Foerster LLP

Coca-Cola FEMSA acquires stake in Coca-Cola Philippines

Counsel to Coca-Cola
- Skadden, Arps, Slate, Meagher & Flom LLP

Counsel to Coca-Cola FEMSA
- In-house counsel – Carlos Luis Díaz Saenz and Diego Valdés Abuadili
- Cleary Gottlieb Steen & Hamilton LLP
- SyCip Salazar Hernandez & Gatmaitan

Runners-up

Looking eastwards

As cross-Pacific trade relations are increasingly upheld as a model for the future, Mexico's Coca-Cola FEMSA decided its first move outside of Latin America would cross the ocean to the Philippines

It may be the world's largest Coca-Cola bottler, but when Mexico's Coca-Cola FEMSA acquired a stake in Coca-Cola Bottlers Philippines the move represented the first step in the company's expansion outside of Latin America.

Coca-Cola FEMSA appointed Cleary Gottlieb Steen & Hamilton LLP and SyCip Salazar Hernandez & Gatmaitan in the Philippines as counsel to guide it through the 51 per cent acquisition for US$688.5 million of a stake in its Philippine counterpart, which was advised by Skadden, Arps, Slate, Meagher & Flom LLP.

As part of the deal, which was paid for entirely in cash, Coca-Cola FEMSA secured an option to acquire the remaining 49 per cent of Coca-Cola Bottlers Philippines at any point during the seven years following closing, as well as a put option to sell its ownership to The Coca-Cola Company at any time during the sixth year.

Connecting Puerto Rico

A US-Mexican consortium winning the concession to operate Puerto Rico airport will help revitalise a transport hub for the Caribbean

The winning bid by a consortium formed of Mexico's largest private airport group, Grupo Aeroportuario del Sureste (ASUR), and US infrastructure fund Highstar defeated Spain's Ferrovial to become the private operator of Luiz Muñoz Marin Airport in San Juan, Puerto Rico, the largest airport in the Caribbean region.

ASUR appointed Cleary Gottlieb Steen & Hamilton LLP and Fiddler González & Rodríguez as counsel for their bid, which awarded them a 40-year lease agreement for the airport, for which the companies will pay US$615 million to the Puerto Rico Ports Authority upfront. The bid was won through project company Aerostar Airport Holdings, in which both Highstar Capital and ASUR hold 50 per cent stakes.

The Puerto Rican government, which launched the bid through its private-public partnership, received counsel from Mayer Brown LLP and Pietrantoni Mendez & Alvarez. Morrison & Foerster LLP advised a consortium of the largest airlines serving Puerto Rico, which helped negotiate the terms of the transaction with the government of Puerto Rico and with Aerostar. The airlines included Jet Blue, Delta, United-Continental, Southwest, UPS, FedEx, US Airways and American.

Not for external distribution

Lifetime Achievement Awards

Syllas Tozzini

TozziniFreire Advogados

Thomas Mueller-Gastell

Ritch, Mueller, Heather y Nicolau, SC

Syllas Tozzini's award is in recognition of his long career building one of Brazil's top firms, and his focus on and example of smooth succession at the firm. Tozzini, who retired from TozziniFreire four years ago, was for a long time the less public of the two founders of the firm, which from the beginning was geared to be the guide and adviser of the country's largest companies. However, within that role, he worked tirelessly to build the client base and reputation of the firm, which today is one of the largest and best in the country. Moreover, as the firm moves into a critical stage of its succession, with a new executive committee exclusively composed of non-founding partners, the long-standing leadership Tozzini has provided in recognising the importance of change and renewal is coming into its own at the firm.

Thomas Mueller-Gastell is a name partner of one of Mexico's foremost transactional firms and has worked on numerous deals that have shaped the Mexican economy. A milestone in his career was his role in one of the first private investments in a Mexican power plant, advising the consortium in the Samalayuca power plant deal. The eventual closing led to important changes to the regulatory framework, which kick-started a steady flow of private investment in other power plants – as well as a large volume of work for local and foreign law firms. He went on to achieve similar results in the renewables sector, working on one of the first wind-power projects in Mexico under the self-supply scheme. Again, his navigation of the associated regulatory and contractual challenges helped set the scene for the country's thriving wind energy industry today.

Not for external distribution

Law Firm Leader of the Year

Gustavo Haddad

Lefosse Advogados

The legal marketplace in Brazil has undergone some dramatic changes in recent years, from a bitter fight over the regulation of international law firms, to a dramatic growth in splits and lateral hires, all within a landscape of strongly increasing costs and an unpredictable flow of work. Lefosse Advogados, under Haddad's leadership, has navigated all these waters very well.

The firm has come through what were without doubt dark times – as the association firm for Linklaters, it was at the centre of the regulatory row, and has also undergone a deep internal restructuring that, for a period of time, shrouded the group in difficulties.

Now, however, with the association diluted into a more regulator-friendly "best friends" relationship, and with the restructuring long behind it, Lefosse has moved to a whole new level. It has the right structure and indeed profitability to attract talent, and has made a series of very smart lateral hires that have in turn given the firm a real prominence in key corporate and finance practice areas.

All in all, Lefosse now competes equally with the largest and most successful firms in the country, and this success is in large part down to the softly spoken – but firm – leadership provided by Haddad throughout the past few years.

International Lawyer of the Year

Claudette Christian

Hogan Lovells LLP

Christian, one of Hogan Lovells' senior partners, has overseen the firm's recent strategy for Brazil, which has seen it become the only major international firm to have foreign legal consultants in both Rio de Janeiro and São Paulo.

She relocated to Rio from Washington, DC to move the strategy forward and did considerable groundwork before the firm secured final approval from the Ordem dos Advogados do Brasil in July last year. Hogan Lovells was a first mover among international full service firms when it decided to target Rio first rather than São Paulo (the more traditional destination for international firms in Brazil), in pursuit of the energy and project finance opportunities offered by the Carioca city. The strategy has grown in popularity; two other international firms have since opted for Rio as a first base.

The São Paulo operation opened at the start of this year and will also be overseen by Christian, who was responsible for recruiting a key partner for that office, Isabel Carvalho, previously Clifford Chance LLP's second most senior partner in the city. Through its dual-city presence, Hogan Lovells aims to create a broad practice offering advice in oil and gas, infrastructure, finance and capital markets, while broadening its cross-border M&A work and making use of its offices in Asia and Africa.

Not for external distribution

Pro Bono Lawyer of the Year

Enrique Felices

Miranda & Amado Abogados

Over the course of his career, Enrique Felices has been a tireless advocate of pro bono work and he was instrumental in the creation of Peru's new pro bono clearing house – Alianza Pro Bono – in 2013. He was part of the task force of Peruvian law firms that worked in conjunction with local NGO Ciudadanos al Día to ensure the clearing house's successful launch. "Its launching was a collective effort," Felices says, naming Javier de Belaúnde of Estudio Echecopar, a member firm of Baker & McKenzie International, Benites, Forno & Ugaz Abogados's José Ugaz and Alberto Varillas of García Sayán Abogados as lawyers who were key in that process. "Now the Alianza Pro Bono is working at full speed, with eighteen member firms fully engaged in exploring new opportunities for pro bono work in Peru," he adds.

Since its creation, the clearing house has partnered with key NGOs to help bridge the gap for those in disadvantage. In 2014, the Alianza Pro Bono will launch the pro bono challenge as its flagship project, a competition where the winning project of proposals submitted by Peruvian law students will be implemented with the help of the clearing house's members.

Felices is also Miranda & Amado's pro bono coordinator and, as such, was instrumental in the launching of the pro bono challenge at his firm back in 2009 and of the legal identity clinics, in association with the Pontificia Universidad Católica in Perú, in 2013, which see law students help to secure civil registration for people living in poverty. He is a member of the board at EnseñaPeru, the Peruvian branch of Teach For All, which places university graduates in challenging schools in low income communities for two-year stints.

Diversity Initiative Award

Patricia López Aufranc

Marval, O'Farrell & Mairal

Patricia López Aufranc is known across the region and further afield as a tireless campaigner for the importance of networking for female lawyers, in acknowledgement of how having social capital can bring empowerment. She believes that women at the top of their career with leadership positions have a responsibility to help other women by acting collaboratively and forming alliances.

López Aufranc has been invited to speak at the last two 'Celebrations' at Harvard law school, events that mark the first time female students graduated from the school – in 1953 – and where key issues facing female lawyers today are discussed. A Harvard alumna herself, she volunteered to be the Latin America representative for the Harvard Alumni Association, which is working towards linking female Harvard alumnae around the world to network and support each other. She has also been a leading force behind the creation of Women in International Practice Lunches, during which female lawyers network and share experiences and best practices within their firms. These lunches have been taking place since 2009, often at the time of the IBA annual meeting.

With the partnerships and leadership roles of law firms still largely dominated by men, women role models are as important as ever for aspiring female associates and López Aufranc more than fits the part.

Not for external distribution

The clearing houses

Latin Lawyer's eighth annual charity awards ceremony were held in aid of three of the region's pro bono clearing houses, including Brazil's Instituto Pro Bono (IPB), Fundación Pro Bono República Dominicana and Peru's Alianza Pro Bono

Brazil's Instituto Pro Bono (IPB)

Since it was founded in 2001, the IPB has campaigned for a change in legislation to allow law firms to provide individuals with pro bono legal services across Brazil, a goal that saw some success in 2013, but one that it will have to work hard to sustain in 2014.

The past year was one of progress for the IPB, which celebrated a landmark development in June when Brazil's bar association, the Ordem dos Advogados do Brasil (OAB), issued an injunction that lifted restrictions prohibiting law firms and independent practitioners across the country from providing free legal services to individuals and other entities. The injunction was something IPB executive director Marcos Fuchs had been campaigning for since the organisation's inception. "Last year was incredible because it brought pro bono to individuals, not just NGO's," he says. Consequently, since July, the IPB has been receiving applications from individuals requesting free legal services from private lawyers and law firms.

The bar association also set up a special commission to investigate pro bono regulation, with the aim of creating a potentially more liberal standard national rule that would reshape pro bono's place in the country. Brazilian bar restrictions on pro bono differ from state to state, with most operating under an outright ban before the injunction, when only firms in São Paulo and Alagoas were able to provide pro bono advice, and then only to non-profit organisations.

"We started this movement in 2001 to create the idea of social responsibility in Brazil, and we tried to get law firms on our side to fight with us for a resolution," says Fuchs. "After 11 years, the federal bar association finally decided to give individuals access to pro bono."

However, Fuchs is still waiting for more concrete action by the OAB – although a welcome development, the injunction is merely preliminary. Fuchs makes it clear that what his organisation needs is a firm resolution from the bar association that allows individuals access to pro bono without any restrictions. "It will not be easy to get this resolution passed – convincing the members of the board of OAB will be a big challenge," he admits.

The OAB's resistance to lifting pro bono regulations is linked to concerns about how that would affect the many poor lawyers in the country who make a living from state-provided legal aid commissions. The Brazilian constitution guarantees free legal assistance to poor citizens, but the state cannot meet that huge demand with the small number of public defenders on the payroll. State-paid private lawyers fill the gap – and this work is often a lifeline for those on the bottom rung of the profession. However, supporters of pro bono question whether lawyers with relatively basic training are the best equipped to deal with larger, more complex cases.

Fuchs had expected this resolution to come back in August 2013, and although he is still waiting, he remains positive, describing how in the past year the IPB has been to Brasília twice to lobby members of the bar association, as well as its president, Marcus Vinicius Furtado Coêlho. He hopes that the IPB's time will finally come in April, when the OAB is expected to announce the much anticipated resolution.

Initially solely focused on São Paulo, in the years since it was founded by a group of lawyers back in 2001 the IPB has gradually amassed support from some of Brazil's leading law firms. In 2013 it added TozziniFreire Advogados and Demarest Advogados to its list of supporters, which now has 40 law firms and more than 700 lawyers. This year it will also be able to count on the support of the Tinker Foundation, which provides grants for non-profit organisations involved in pro bono work in Latin America.

Donations such as those from *Latin Lawyer*'s upcoming charity awards ceremony are "very important" to maintaining the IPB's day-to-day operations, says Fuchs. "The amount will help us implement our projects and also will support our initiative to lobby in Brasília for a new pro bono resolution."

Teófilo Rosario of the Domincan Republic's Fundación Pro Bono, Enrique Felices of Peru's Alianza Pro Bono and Marcos Fuchs of the Instituto Pro Bono together on the night

Fundación Pro Bono República Dominicana

Under the umbrella of its motto to promote justice, ethics, solidarity, engagement and integrity among the Dominican legal community, the Fundación Pro Bono RD seeks to promote the institutionalisation of pro bono and corporate social responsibility as well as connect lawyers with access to justice projects in low-income communities and at not-for-profit organisations. To achieve this, the organisation works closely with universities, civil society institutions, law firms and in-house legal teams at both public and private entities. At the end of a four-year strategic plan aimed at boosting the Fundación's level of activity, it is also working hard to up the number of projects it is involved in as well as embark on a number of initiatives aimed at raising awareness of the importance of pro bono work.

"For the Fundación, implementing our strategic plan represents an important tool to drive the activities which will enable our organisation to develop and consolidate itself as an institution, as well as to foster social responsibility in the legal community," explains Teófilo Rosario, president of the Fundación.

Among the cases recently tackled by the Fundación are those relating to domestic violence, disability, human rights violations, intellectual property work, environmental incidents, protection of workers' rights, assistance with micro-finance and professional malpractice cases. A further key priority area for the Fundación involves encouraging lawyers to take part in strategic litigation, aimed at proposing ethical solutions to conflicts, particularly for employment matters.

The Fundación has also been working hard to encourage law firms to sign up to the Cyrus R Vance Center for International Justice's Pro Bono Declaration for the Americas, which commits firms to providing at least 20 hours of free legal services per year. Thanks to the Fundación's efforts, 78 individual lawyers and 11 law firms have signed up to the declaration.

The Fundación requires law firms that sign up to the declaration to form part of its consulting committee, which aims to institutionalise pro bono work among the country's largest law firms. Part of the committee's work includes collaborating with the Dominican Bar Association to set up pro bono immersion workshops across the country to introduce lawyers to the practice of pro bono and give them advice on coordinating work within their firms.

The Fundación also recently signed a cooperation agreement with the Universidad Nacional Pedro Henríquez Ureña, with a view to introducing law school students to pro bono at the beginning of their careers. At the end of November last year, the Fundación and the university teamed up to hold a conference examining issues related to access to justice, social responsibility for lawyers and constitutional proceedings.

Looking ahead to 2014, the Fundación is focused on a number of key priorities, including setting up branches across the Dominican Republic to spread the practice of pro bono more widely, creating an executive committee spearheaded by a legal professional, as well as to sourcing additional funding both nationally and internationally. Key among the initiatives is more work with university students, including a drive to have pro bono hours counted as credits towards university law degrees, as well as providing a resource connecting prospective law school students from poorer communities with grants towards their studies.

Not for external distribution

Alianza Pro Bono

The Alianza is an association of 18 member law firms, which all provide it with financial support. Ten months since its creation, the firms are happy with the progress so far. "The firms have channelled their work and we have received cases – that's the first proof that we are going in the right direction," says Miranda & Amado Abogados partner Enrique Felices, president of Alianza's board. "Part of the success of this year has been to make the system work."

In the three years since discussions for the project first began, the organisation has settled on a structure that gives its member firms full control, says board member Alberto Varillas, of García Sayán Abogados. The Alianza has established comprehensive regulations that underpin the commitment of its members and the clearing house receives cases through three channels: firstly, from non-profit organisations or individuals in need of legal assistance; secondly, from its members (in recent months it undertook over 50 such cases); and thirdly, it pursues pro bono projects set out by the association itself. Local NGO Ciudadanos al Día (CAD), appointed as the group's technical secretariat, is key to the operation.

Caroline Gibu, director of CAD, agrees that 2013 has been a "wonderful year", as the collaboration with Alianza has been a great opportunity for her organisation to contribute its experience in the design and managing of projects that reduce the access to justice gap in Peru. CAD uses specially developed software to screen cases in order to ensure they are compatible with the legal services offered by members. Member firms are then notified online about new cases, where they can then select the ones that better suit their capabilities and resources. So far, the software has been used to add 28 non-profit free legal assistance centres to the network, bringing 27 new cases in the final quarter of 2013; several members hope to increase this number by expanding the number of centres the Alianza works with in 2014.

From the outset, one of the goals of the initiative has been to institutionalise a pro bono culture within its member law firms. To that effect, as well as Alianza's board members (drawn from the partnerships of its member firms), associates from the law firms have been appointed as pro bono coordinators, in a nod to the organisation's stance that young blood is crucial to promoting pro bono in the country.

"We have an active and vigorous group of associates acting as pro bono coordinators of their respective firms," says Varillas.

There are a number of interesting projects on the agenda for 2014. The Alianza will launch the Desafío Pro Bono, a competition calling law students across Peru to submit their ideas for projects that require legal assistance. The clearing houses' members will then implement the winning projects, drawing attention to those requiring access to justice and empowering the participating students to become advocates of pro bono work.

Donations such as those from *Latin Lawyer*'s upcoming charity awards ceremony are important to help Alianza expand its efforts – in particular it wants to broaden its reach beyond Lima. "Any money that we receive is encouragement," says Felices. "Right now is an interesting time in Peru – the side effect of economic growth has been the realisation that for many years there has been a pending task waiting for people to take care of and the younger generation have seen examples of initiatives that need the support that law firms can give. Sometimes it is not enough that we prepare legal documents, we need to go out and help people on the field, so those resources will help us immensely."

LATINLAWYER
THE BUSINESS LAW RESOURCE FOR LATIN AMERICA

Forthcoming events

Latin Lawyer Labour & Employment Conference
11 September 2014, Fontainebleau Miami Beach, Miami
www.LatinLawyer.com/Labour2014

Latin Lawyer 5th Annual Private Equity Conference
12 September 2014, University Club, New York
www.LatinLawyer.com/PE2014

Latin Lawyer 2nd Annual Anti-Corruption & Investigations Conference
16 October 2014, The Tivoli Hotel, São Paulo
www.LatinLawyer.com/ACI2014

Latin Lawyer 2nd Annual Regional Project Finance Summit
18 November 2014, The Fulbright Centre, Washington, DC
www.LatinLawyer.com/PF2014

Latin Lawyer 5th Annual M&A Conference
2 December 2014, The Tivoli Hotel, São Paulo
www.LatinLawyer.com/MA2014

For further information or sponsorship enquiries,
please email **LLevents@LatinLawyer.com** or call **+44 20 7908 9222**

www.LatinLawyer.com/Events

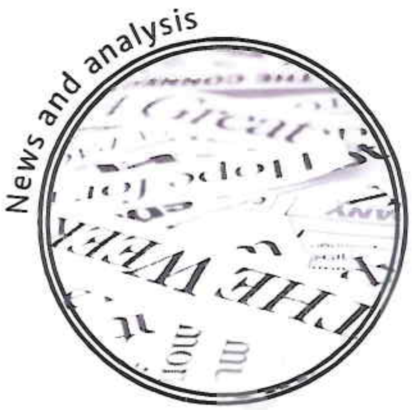
Not for external distribution

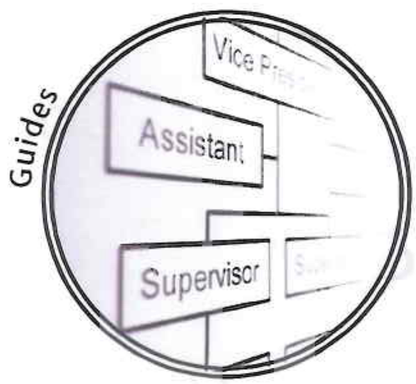
From the publishers of Latin Lawyer

GIR

Global Investigations Review

The law and practice of international investigations





Stay informed

Subscribe now

Everything you need in one place

globalinvestigationsreview.com
subscriptions@globalinvestigationsreview.com
+44 (0) 207 467 0179