

ALLEN & OVERY

# United States



# United States

Introducing our offices in  
Los Angeles, New York and  
Washington, D.C.

“Allen & Overy’s U.S. practice is a cornerstone of our global strategy. It is dedicated to our clients’ U.S. and cross-border needs. Our U.S. and international finance, litigation, corporate, and financial services regulatory practices combine to provide a service that very few firms can match for local depth and global reach.”

Tim House, Senior Managing Partner in the U.S. and Latin America

# Our Los Angeles, New York and Washington, D.C. offices

Located in the financial, regulatory, technology and environmental hubs of the United States

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“They are highly experienced, professional and knowledgeable about the industry as well as very responsive to client requirements. They also take a commercial view in complex legal discussions, which makes reaching agreements quicker and easier.”

Chambers USA 2020, Nationwide

“They have a tremendous amount of expertise and experience. They are super knowledgeable, relatable, communicative and approachable.”

Chambers USA 2020, Nationwide

“The consistency of quality is what’s remarkable about Allen & Overy.”

Chambers USA 2020, Nationwide

“They provide very good advice and are proactive in identifying where they can add value and move matters along.”

Chambers USA 2020, Nationwide

“It does a fantastic job; the team’s availability and responsiveness is fantastic.”

Chambers USA 2020, New York

## Key facts

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# 225

Attorneys in the U.S.

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# 400+

U.S.-qualified lawyers globally

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# 30+

Years in the U.S.

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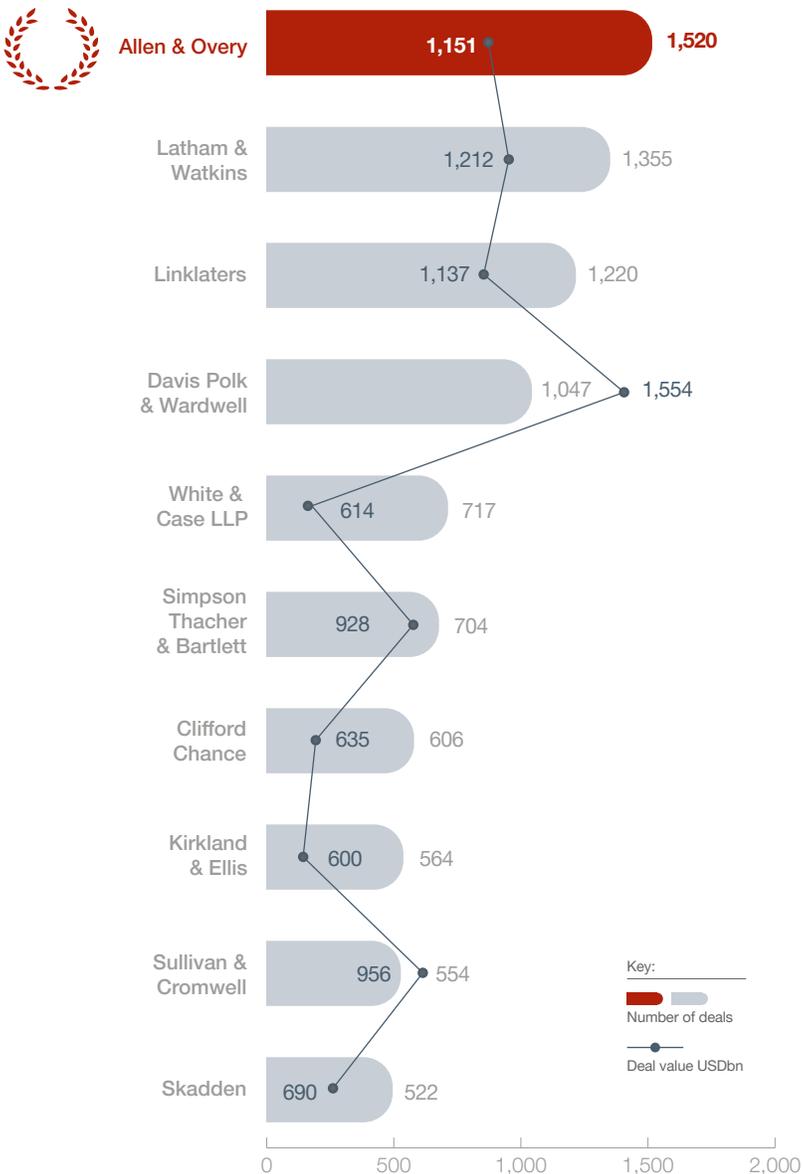
# 74%

Percentage of our work involving two or more A&O jurisdictions

# Leading global transactional law firm

## Top ten ranking law firms

by volume and value of deals (2020) in global DCM, ECM, Loans, Project Finance and M&A (all deals with a greater value than USD50m)



Data sources: Refinitiv and Dealogic. Based on data from the live database on 1 February 2021.

## In 2020

We advised on  
**1,520 deals** –  
more than any  
other firm

**12%**  
more deals than our  
nearest competitor

We advised on  
transactions totalling  
**USD1.151tn**  
in value

We were one of  
only four firms  
to surpass  
**USD1tn**  
in deal value



# Overview of our legal services

We have been providing U.S. legal advice to domestic and non-U.S. clients for more than 30 years. With a broad range of sophisticated legal services and innovative technological solutions to legal issues at our disposal, we work closely with A&O offices around the world to meet the needs of our clients.



# Reaching out beyond the U.S.

## Latin America practice

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Allen & Overy's dedicated Latin America team draws together our world-class experience in project finance, general finance, corporate/M&A, capital markets and international dispute resolution. With cultural familiarity and fluency in English, Spanish and Portuguese, they provide clients with highly effective service on Latin America transactions in key industries including power, renewable energy, oil & gas, mining, infrastructure and telecommunications. The core of our team is based in São Paulo, New York, and Washington, D.C., and we draw on the talents of our outstanding group of New York and English-qualified lawyers based in Tokyo, Seoul, Paris, Brussels, Amsterdam, Dubai, Abu Dhabi, Germany, Italy, Madrid, London and several other offices around our global network, allowing us to provide a seamless service across time zones and cultures.

## U.S. China group

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Allen & Overy has one of the leading China practices in the world. The U.S. China Group in particular has a broad range of experience in M&A, joint venture and financing transactions covering infrastructure, technology and real estate, among other industries. In recent years, the U.S. China Group has focused on assisting Chinese enterprises in their initiatives to "Go Global." The group consists of a dedicated team in New York (with fluent Mandarin and Cantonese speakers) working alongside colleagues in D.C. and China. We are dedicated to helping Chinese companies and financial institutions grow their business in the U.S. and beyond.

“They were really very diligent and it was a great experience working with them. I would highly recommend them to anyone. They also have a global presence, which makes multi-jurisdictional transactions much easier.”

Chambers Latin America 2021, Latin America-wide

# Work highlights

## Global projects, energy, infrastructure and renewables

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### University of Iowa

In relation to all aspects of their successful bid for a concession to operate, maintain and upgrade the University of Iowa's campus utility system, including a U.S. private placement financing of USD612.296 million (to fund a portion of the total upfront payment of USD1.165bn) and a USD259.656m revolving credit facility to fund capital expenditures and working capital. We are advising on all aspects of the project (other than Iowa law issues), including the negotiation of the concession agreement and O&M arrangements, private placement and bank financing arrangements, due diligence on existing contracts, tax issues and general commercial risk allocation.

### Apollo Global Management

On a USD265m investment to acquire an equity stake in U.S. Wind Inc. and fund a major offshore wind facility off the coast of Maryland.

## ESG/environment and health & safety

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### LCH Limited

On its transition from FedFunds to SOFR discounting and other matters connected with LIBOR cessation in the U.S. and UK.

## Banking and leveraged finance

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### Certain funds managed by affiliates of Apollo Global Management, Inc.

in connection with a multi-billion-dollar cross border asset-backed lending package to finance the acquisition of Tech Data Corporation. The financing package, totaling over USD4.8bn and consisting of a USD2.8bn revolving credit facility, a USD1.7bn term loan, and a USD370m FILO term loan, involved advice in over 25 jurisdictions.

## Capital markets

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### A number of major global financial institutions

On their global strategic IBOR transition programs, policies, remediation and repapering activities.

## Large scale, complex M&A transactions

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### Macquarie Investment Management

On its agreement to acquire NYSE-listed Waddell & Reed Financial, Inc. for an equity value of approximately USD1.7bn, with the combined business becoming a top 25 U.S. mutual fund manager by assets under management; and on the subsequent sale of Waddell & Reed's wealth management business to LPL Financial for USD300m, along with a long-term partnership agreement with LPL.

### WillScot Corporation

On its stock-for-stock merger with portable storage solutions provider Mobile Mini, Inc. and related financing including a USD2.4bn ABL credit facility and offering of USD650m of senior secured notes. The public company combination creates an industry-leading specialty leasing company.

## Employment and benefits

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### Google

On a series of employment and benefits projects in 78 countries.

## Regulatory compliance and enforcement

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### **A global financial services group**

On a global regulatory and compliance review of its sales practices for derivatives, structured products and securitizations, including providing an all-around high level review of sales practices in retail structured products, derivatives (equity, credit, rates, FX, commodities) and ABS globally.

## Real estate

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### **First Abu Dhabi Bank**

In a series of mortgage loans secured by hotels, including:

- the W Hotel in Washington, DC,
- the London Hotel in New York City;
- the Residence Inn by Marriott in Cupertino, California.

## High profile investigations and litigation

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### **BNP Paribas**

In class action litigation involving claims that some of the biggest banks in the world manipulated the global foreign exchange (FX) market. The actions have been consolidated in the U.S. District Court in the Southern District of New York. We also represent BNP Paribas on global government investigations regarding the FX markets, resulting in declinations from the DOJ Fraud Section, the CFTC, and the FCA, and resolutions with the Federal Reserve and the NY Department of Financial Services.

## Anti-trust including merger control, compliance and litigation

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### **BTG plc**

The FTSE-listed global healthcare company on antitrust issues arising out of its acquisition by Boston Scientific Corporation, one of the world's largest medical device companies. The GBP3.3bn deal was subject to review by antitrust authorities in the U.S., UK, Germany, Spain, Austria, Israel and Colombia and, following negotiation of a global remedy whose scope we had anticipated, the transaction received clearance in all jurisdictions.

## Financial restructuring and insolvency

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### **The administrator of the Sears Canada Inc. Pension Plan**

In the chapter 11 cases of Sears Holdings and its affiliates and claims asserted in those cases on behalf of beneficiaries of the Sears Canada pension plan in excess of USD200m.

## Sanctions, CFIUS, national security and international trade

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### **An international financial institution**

On the potential risk of underwriting an offering by a non-U.S. petroleum company with significant purchases of Iranian-origin crude oil. We advised on potential risks under primary U.S. and secondary U.S. sanctions with respect to Iran arising after the United States' withdrawal from the Joint Comprehensive Plan of Action and the elimination of sanctions waivers issued by the U.S. government on countries that purchase Iranian-origin crude.

## Global projects, energy, infrastructure and renewables

### **Carlyle Infrastructure Partners**

On the financing, construction, operation and maintenance of the redevelopment of Terminal 1 at JFK Airport.

### **Apollo Global Management**

On a USD265m investment to acquire an equity stake in U.S. Wind Inc. and fund a major offshore wind facility off the coast of Maryland.

### **CONRAC Solutions Capital LLC**

In connection with the development and financing of consolidated rental car facilities (CONRACs) at Newark, Scranton Wilkes Barre, Reno-Tahoe, Philadelphia, Anchorage and Hartford airports.

### **Carlyle Investment Management and VICO Infrastructure Company**

On all aspects of their bids for concessions to operate and upgrade a number of water and wastewater utility systems in Pennsylvania and New Jersey, including in Lower Makefield, Clairton, Conshohocken, East Whiteland and Egg Harbor City.

### **IDB Invest, IFC and certain ECA-covered lenders**

In the financing for the design, construction and operation of a dissolving wood pulp plant in Minas Gerais, Brazil. Awarded 'Infrastructure Financing of the Year (Brazil)' and 'Loan on the Year' by LatinFinance in 2020.

### **University of Iowa**

In relation to all aspects of their successful bid for a concession to operate, maintain and upgrade the University of Iowa's campus utility system, including a U.S. private placement financing of USD612.296m (to fund a portion of the total upfront payment of USD1.165bn) and a USD259.656m revolving credit facility to fund capital expenditures and working capital. We are advising on all aspects of the project (other than Iowa law issues), including the negotiation of the concession agreement and O&M arrangements, private placement and bank financing arrangements, due diligence on existing contracts, tax issues and general commercial risk allocation.

### **Ca-Ku-A1 The Lenders**

In connection with the USD550 Ca-Ku-A1 gas compression project in Mexico with borrower Servicios Compresión de Gas Ca-Ku-A1 S.A. Awarded 'Infrastructure Financing of the Year (Mexico)' by LatinFinance in 2020.

### **China Harbour Engineering Co. Ltd**

In connection with the Primera Línea del Metro de Bogotá – Tramo I PPP project.

### **BNP Paribas, Société Générale and Sumitomo Mitsui Banking Corporation**

As lenders on the financing consisting of senior secured term loan facility and DSRA letter of credit facility to Enel X AMPCI L1 SpA, a special purpose entity owned by AMP Capital Investors and Enel X Chile SpA, in support of the acquisition and leasing of up to 433 electric buses and related charging infrastructure to Buses Metropolitana S.A., as operator, for the public transport system of Santiago, Chile.

### **ENGIE México – Bancomext, BBVA, Credit Agricole, EKF, Natixis and Proparco**

As lenders to a portfolio financing, which has been qualified as a green loan, of four solar plants and two wind farms being developed in Mexico by ENGIE México.

### **Daelim Industrial Ltd. petrochemical complex – Daelim Industrial Ltd.**

In its equity investment and joint venture arrangements with Thailand's national petrochemical company PTTGC, in connection with the proposed greenfield development of a USD6bn world-scale petrochemical complex in Ohio.



## ESG/Environment, health and safety

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### **A major, privately-held European-based metals business**

On potential liability at a large U.S. Superfund site.

### **A public international chemical and materials company**

On managing a complex environmental U.S. cleanup and related indemnity disputes.

### **General Electric**

As long-time, lead outside environmental advisor on transactions and other strategic matters.

### **The Special Rapporteur to the United Nations on hazardous chemicals**

On international legal treatment of, and protections against, human exposure to hazardous substances in the environment and man-made products.

### **Under Armour**

On various compliance issues relating to smart sneakers, athletic face masks and other products, including regarding product take-back and recycling requirements, Biocidal Products Regulation, product/safety labeling, aviation transport risks, green marketing claims, and packaging requirements.

### **Intermediate Capital Group**

On its ESG investment screening policy and related terms and conditions for agreements.

### **Amazon**

On issues relating to the Bangladesh Accord on Fire and Building Safety and the European Green Deal.

### **European banks**

On risks relating to Volkswagen's violations of automobile emissions requirements, including U.S. class-action litigation, penalties from regulatory authorities, the company's recall and claims resolution programs, actions outside the U.S., liability to shareholders and business impacts.

### **GE**

On the environmental, health and safety issues in the USD11bn spin off and merger of its transportation business with Westinghouse Air Brake Technologies Corporation.

### **GE Oil & Gas**

On its acquisition of the Well Support division of John Wood Group PLC for approximately USD2.8bn.

### **Electronic equipment and high-tech product manufacturers**

On product regulations such as e-waste and chemicals legislation, supply chain management, worker health and safety and clean technology issues. Clients in this space include GE, Cisco, Flextronics, Google, Jabil Circuit, Motorola, Research In Motion, Samsung, Texas Instruments, VeriFone, Western Digital and Xerox.



## Banking and leveraged finance

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### **Algeco Scotsman**

A portfolio company of TDR Capital, as borrower on a USD900m committed debt financing, including an ABL facility and bridge financing to back-stop a USD300m high-yield bond offering in connection with the USD1.1bn sale of Williams Scotsman.

### **A global financial services group**

As agent and other lead arrangers on the USD1.330bn term loan facility and USD375m ABL revolving credit facility, and the initial purchasers on a Rule 144A/Reg. S offering by SRS Distribution Inc. of USD50m aggregate principal amount of 8.250% senior notes due 2026 to finance Leonard Green & Partners' acquisition of SRS Distribution Inc.

### **A U.S. headquartered insurance company**

In connection with its USD500m bilateral subordinated revolving credit facility for Stonebriar Commercial Finance, secured by its lease portfolio and receivables.

### **BBVA, BNPP, Santander and three other global financial institutions**

As joint lead arrangers in a USD1.3bn guaranteed facility by CESCE for the Peruvian state-owned entity, Petróleos del Perú – Petroperú S.A., to be used in the modernization of an oil refinery located in the city of Talara, Peru. This was the largest CESCE guaranteed transaction at the date of announcement.

### **Credit Suisse AG, Cayman Islands Branch, as Administrative Agent, and Credit Suisse Loan Funding LLC and Golub Capital LLC as Joint Lead Arrangers and Joint Bookrunners**

For a USD475m first lien term loan and USD50m first lien revolving credit facility for the acquisition of Conservice, LLC by Conservice Midco, LLC, a portfolio company of TA Associates Management, L.P. and Advent International Corporation, and a provider of utility management software and billing solutions to property owners and managers. A USD190m second lien term loan was privately placed.

### **A global financial institution**

As arranger, lender and agent on the EKN-guaranteed USD2bn financing and Finnvera guaranteed USD1.5bn financing for Verizon Communications Inc. We also advised EDC on a USD500m direct loan to Verizon Communications as part of this transaction.

### **A global financial institution**

Acting as global coordinator, lender, issuing bank and administrative agent in relation to a syndicated standby letter of credit facility for Infraestructura Energética NOVA, S.A.B. de C.V.

### **KfW IPEX Bank**

As lead lender in connection with a loan agreement in favor of Alaska Airlines secured by two Boeing 737 Aircraft.

### **Tesla Inc.**

In connection with the establishment of a syndicated revolving asset backed loan facility secured by a fleet of pre-owned Tesla vehicles and service loaner vehicles.

### **The joint lead arrangers**

In connection with a USD3.7bn debt financing package for Brookfield Business Partners' acquisition of Westinghouse Electric Company, a leading global provider of infrastructure services to the power generation industry.

### **The lead arrangers**

Of a syndicated USD600m ESG-linked revolving credit facility for Millicom International Cellular S.A., a leading telecommunications company with operations in Latin America. The facility includes provisions that incentivize Millicom and certain of its operating subsidiaries in Latin America to meet predetermined sustainability targets. It is the first ESG-linked facility for Millicom and is among the first commercial bank facilities in Latin America to incorporate sustainability-linked pricing.

### **WillScot Corporation**

In its stock-for-stock merger with Mobile Mini, A&O advised WillScot, through its subsidiary, Williams Scotsman International, Inc., on the issuance of USD650m in aggregate principal amount of senior secured notes due 2025 and financing commitments for and entry into a new USD2.4bn asset-based revolving credit facility, which refinanced and replaced WillScot's and Mobile Mini's prior asset-based revolving credit facilities.

### **Certain funds managed by affiliates of Apollo Global Management, Inc.**

In connection with a multi-billion-dollar cross border asset-backed lending package to finance the acquisition of Tech Data Corporation. The financing package, totaling over USD4.8bn and consisting of a USD2.8bn revolving credit facility, a USD1.7bn term loan, and a USD370m FILO term loan, involved advice in over 25 jurisdictions.



## Capital markets

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### **A number of major global financial institutions**

On their global strategic IBOR transition programs, policies, remediation and repapering activities.

### **Credit Suisse and RBC Capital Markets**

As initial purchasers of the Government of The Bahamas' USD600m of 8.950% Notes due 2032. The offering was made under Rule 144A and Regulation S under the Securities Act.

### **A number of U.S. CLO managers**

Acted as manager counsel on over 55 CLO issuances in the past two years with the combined principal value of over USD21.5bn.

### **The Government of the Republic of Trinidad and Tobago**

In its issuance of an aggregate principal amount of USD500m of the Republic's 4.500% Notes due 2030. The offering was conducted pursuant to Rule 144A and Regulation S. The deal marks the Republic's first global bond offering since 2016.

### **LCH Limited**

On its transition from FedFunds to SOFR discounting and other matters connected with LIBOR cessation in the U.S. and UK.

### **Toronto-Dominion Bank**

Acted as issuer's U.S. counsel in setting up a U.S. style credit card securitization program and subsequent issuances under such program.

### **A number of U.S. CLO arrangers**

Acted as arranger counsel on over 45 CLO issuances in the past two years with the combined principal value of over USD25bn.

### **Goldman Sachs**

In a USD300,000,000 credit card asset-backed facility in relation to credit card accounts originated by Mission Lane LLC.

## Large-scale, complex M&A transactions

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### **Macquarie Investment Management**

On its agreement to acquire NYSE-listed Waddell & Reed Financial, Inc. for an equity value of approximately USD1.7bn, with the combined business becoming a top 25 U.S. mutual fund manager by assets under management; and on the subsequent sale of Waddell & Reed's wealth management business to LPL Financial for USD300m, along with a long-term partnership agreement with LPL.

### **WillScot Corporation**

On its stock-for-stock merger with portable storage solutions provider Mobile Mini, Inc. and related financing including a USD2.4bn ABL credit facility and offering of USD650m of senior secured notes. The public company combination creates an industry-leading specialty leasing company.

### **GlaxoSmithKline (GSK)**

The multinational pharmaceutical company, on three separate divestitures from their Consumer Healthcare business as part of a GBP1bn divestiture program. The divestitures include the sale of various assets (including patents, trademarks, domain names, customer lists, product files, artwork, and contract manufacturing arrangements) related to the brands Physiogel, Sunmax, Clindo, Hinds, Capent and Eclipsol, across numerous geographic markets in Latin America, Europe, Asia and North America.

### **TP ICAP plc**

The world's largest inter-dealer broker, on its acquisition of leading global electronic trading network Liquidnet Holdings, Inc. for a consideration of between USD575m and USD700m.

### **The Nielsen Company**

On its carve-out acquisition of the Precima customer analytics business of Alliance Data Systems, Inc., the NYSE-listed provider of data-driven marketing and loyalty solutions.

### **Thai Union Group**

On its acquisition of the controlling equity stake of Red Lobster, the world's largest seafood restaurant company, from Golden Gate Capital. This follows our representation of Thai Union on a previous USD575m minority investment in Red Lobster.

### **Apax Partners and its portfolio company Neuraxpharm Group**

On the acquisition of the assets and rights related to prescription brand Buccolam® from Takeda Pharmaceutical Company. Neuraxpharm is a leading European specialty pharmaceutical company focused on the central nervous system.

## Employment and benefits

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### Google

On a series of employment and benefits projects in 78 countries.

### Thomson Reuters

On HR issues globally with respect to its agreement to sell a majority stake in its Financial & Risk business to a consortium led by the Blackstone Group LP for approximately USD17bn. The transaction affected circa 40,000 employees across 71 jurisdictions and involved a significant pre-closing global restructuring exercise.

### A U.S.-based major financial institution

On setting up and maintaining a detailed employment law library and conducting offer letter and employment policy reviews in over 60 jurisdictions.

### Adyen

One of the largest global Fintech companies in the field of payments, on various HR matters globally. This includes advice on opening new branches in a number of countries, advice on global employment conditions and incentives and contracts for senior management.

## Regulatory compliance and enforcement

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### A global financial services group

On a global regulatory and compliance review of its sales practices for derivatives, structured products and securitizations, including providing an all-around high level review of sales practices in retail structured products, derivatives (equity, credit, rates, FX, commodities) and ABS globally.

### A global financial institution and a global outsourcing company

On two separate major multi-jurisdictional outsourcing projects involving back-office and trading functions.

### A non-U.S. broker-dealer/swap dealer/investment advisor

A project involving the distribution of research to U.S. and non-U.S. customers under the Dodd Frank Act, U.S. securities laws and MiFID II.

### Bilateral Risk Management Services LLC (BRMS)

On the U.S. and European regulatory implications for establishing a process for reviewing the outstanding swap exposures under U.S. and European margin rules for uncleared swaps to reduce bilateral counterparty risk exposure.

### Broker-dealers

On a broad range of regulatory compliance issues under federal and state securities laws and self-regulatory organization (SRO) rules, including mandatory disclosure obligations and collateral consequences analyses.

### Chicago Mercantile Exchange (CME) on a number of matters including:

- Drafting the default and “end of the waterfall” rules for the CME’s swaps business, including all regulatory filings and participation in industry discussions.
- Design of certain FX and IRS products for non-deliverable currencies.

### A global financial institution

On the regulatory aspects of FX and metals trading and obtaining licenses and approvals in connection with these businesses.

### Major financial institution

In connection with government investigations focused on potential manipulation of security and commodity-based volatility indices and trading of related financial derivatives, and related class action lawsuits sounding in Commodity Exchange Act and Sherman Act claims.

### Major financial institution

An enforcement investigation involving alleged collusion among CFTC-registered swap dealers involving interest rate swaps.

### One of the three largest U.S. money managers

On the establishment of an international shareholder disclosure compliance program and tailored jurisdictional analysis related to the manager’s complex investment structure.



## Real estate

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### **Two acquisitions by a Singapore-based real estate developer**

With a total purchase price of USD340 of buildings in a prime office park in Raleigh, North Carolina.

### **First Abu Dhabi Bank**

In a series of mortgage loans secured by hotels, including:

- the W Hotel in Washington, DC,
- the London Hotel in New York City;
- the Residence Inn by Marriott in Cupertino, California.

### **Credit Suisse AG**

On the financing of the acquisition of 106 Prince Street and 114 Greene Street, New York and the refinancing of 334-348 Oxford Street, London.

### **A sovereign wealth fund**

In connection with acquisition of assets from and forming joint venture.

### **A life insurance company**

In negotiating a co-lender agreement for its majority position in a USD385m loan secured by 30 Hudson Yards in Manhattan.

## High-profile investigations and litigation

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### **A hedge fund**

Defended a hedge fund partner at trial on criminal insider trading charges in a high-profile case. The U.S. Attorney's Office for the Southern District of New York charged our client with causing his fund to trade securities on the basis of information that a Washington-based consultant improperly obtained from the federal agency administering Medicare about its deliberations concerning Medicare reimbursement rates. The case went to trial in April, and resulted in an acquittal on five of ten counts. We are appealing the counts of conviction.

### **Aquila Aviation L.P. and a global financial services group, National Association, in a breach of contract trial in the Southern District of New York**

The case was tried in the summer of 2017 and resulted in a wholly successful verdict. On March 30, 2018, Judge Sullivan awarded our client full damages, pre-trial interest, and also awarded our reasonable attorney's fees in litigating the matter.

### **Argo**

An infrastructure investment firm, in connection with a federal court litigation and an arbitration relating to Argo's 50 year lease of the water and sewer assets of the Borough of Middletown, Pennsylvania. The disputes between the parties relate to contractual provisions in the parties' agreement providing for recoveries for capital expenditures and revenue deficiencies.

### **BNP Paribas**

In class action litigation involving claims that some of the biggest banks in the world manipulated the global foreign exchange (FX) market. The actions have been consolidated in the U.S. District Court in the Southern District of New York. We also represent BNP Paribas on global government investigations regarding the FX markets, resulting in declinations from the DOJ Fraud Section, the CFTC, and the FCA, and resolutions with the Federal Reserve and the NY Department of Financial Services.

### **Cross-border regulatory investigation**

International financial institution in connection with a cross-border regulatory investigation into the client's hiring practices in the APAC region. The matter is part of an industry-wide investigation into whether the hiring practices of financial institutions in APAC may have violated applicable anti-bribery and corruption legislation. In addition to conducting the factual analysis required to respond to regulatory inquiries, A&O is advising the client on the legal aspects of the applicable legislation and representing the client during discussions with interested regulators. We are also advising the client concerning improvements to its compliance policies and other controls with respect to hiring practices.

### **Lehman bankruptcy**

Richard S. Fuld, Jr, the former chairman and Chief Executive Officer of Lehman Brothers Holding, Inc., on an array of intersecting proceedings arising out of Lehman's bankruptcy, including on his Congressional testimony, government and regulatory inquiries, and multiple securities and ERISA class actions.

## Antitrust, including merger control, compliance and litigation

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### **WillScot Corporation**

The largest U.S. supplier of mobile office trailers, on merger control aspects of its all-share deal with Mobile Mini Inc., the biggest U.S. provider of portable storage solutions. The public company combination created an industry-leading specialty leasing company. The deal was cleared following an FTC preliminary investigation including a “pull-and-refile”.

### **BTG plc**

The FTSE-listed global healthcare company on antitrust issues arising out of its acquisition by Boston Scientific Corporation, one of the world’s largest medical device companies. The GBP3.3bn deal was subject to review by antitrust authorities in the U.S., UK, Germany, Spain, Austria, Israel and Colombia and, following negotiation of a global remedy whose scope we had anticipated, the transaction received clearance in all jurisdictions.

### **MDC Capital Partners II Parallel Fund (U.S.)**

A private equity fund of Mubadala Investment Company PJSC, on two parallel consortium acquisitions of Citizens Lanier Holdings Inc. (Citizens) and Imperial Parking Corporation (Imperial). The acquisition of Imperial was cleared following a preliminary DOJ investigation, including a “pull-and-refile”, all handled in the midst of the 2019 U.S. government shutdown.

## Financial restructuring and insolvency

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### **The administrator of the Sears Canada Inc. Pension Plan**

In the chapter 11 cases of Sears Holdings and its affiliates and claims asserted in those cases on behalf of beneficiaries of the Sears Canada pension plan in excess of USD200m.

### **The monitor**

In dual filed chapter 11 and CCAA cases for Toys R Us.

### **Virgin Atlantic**

In its chapter 15 case in connection with its solvent restructuring.

### **The principal shareholder of American Bridge Company**

A heavy construction firm with a 100 year history, in connection with interim financing and the successful sale of the business.

## Sanctions, CFIUS, national security and international trade

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### **UK-based private equity fund**

In connection with the imposition of sanctions on one of its portfolio companies. The sanctions action had immediate and exacting ramifications on the company’s ability to maintain its ownership interest and interact with its other shareholders. Our advice included analysis around permissible conduct, interaction with U.S. government agencies on behalf of our client, developing exit strategies, and working in conjunction with our UK and Italian corporate and litigation colleagues to address the myriad of issues presented.

### **An Italian banking group**

In connection with the impact of its relationship with a Russian sectoral sanctions target and the numerous legislative initiatives that could, if enacted, expand the scope of sanctions on this particular target.

### **An energy infrastructure fund**

On potential risk under U.S. sanctions of the proposed purchase of an oil storage facility with prior business transactions with a target of U.S. asset-freezing (i.e. blocking) sanctions. Our team has been negotiating with the proposed lender and seller on sanctions risk mitigation measures, and strategizing on approaches to OFAC regarding the transaction.

### **An international financial institution**

On the potential risk of underwriting an offering by a non-U.S. petroleum company with significant purchases of Iranian-origin crude oil. We advised on potential risks under primary U.S. and secondary U.S. sanctions with respect to Iran arising after the United States’ withdrawal from the Joint Comprehensive Plan of Action and the elimination of sanctions waivers issued by the U.S. government on countries that purchase Iranian-origin crude.

For more information, please contact:

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## GLOBAL PRESENCE

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Allen & Overy is an international legal practice with approximately 5,500 people, including some 550 partners, working in over 40 offices worldwide.

**Allen & Overy** means Allen & Overy LLP and/or its affiliated undertakings. Allen & Overy LLP is a limited liability partnership registered in England and Wales with registered number OC306763. Allen & Overy LLP is authorised and regulated by the Solicitors Regulation Authority of England and Wales.

The term **partner** is used to refer to a member of Allen & Overy LLP or an employee or consultant with equivalent standing and qualifications. A list of the members of Allen & Overy LLP and of the non-members who are designated as partners is open to inspection at our registered office at One Bishops Square, London E1 6AD.

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