Overview

The energy sector is experiencing a significant surge in merger and acquisition activities around the globe. Businesses are keen to acquire small and mid-size players to enhance their competitiveness, capital growth and expansion, as well as to enter new markets. Profitable companies in the energy sector are also taking advantage of opportunities to be acquired and move forward to other opportunities and projects. With these favorable market conditions, as well as fast-paced transformations in the structure and ownership of the power sector, a significant proportion of Dentons’ global energy work consists of M&A transactions and privatization projects. Whether you are a purchaser or seller, private or public entity we will navigate you smoothly through the process.

Take advantage of our experience and know-how in energy M&As covering all aspects of the sector, including:

- Nuclear energy
- Upstream, midstream and downstream oil and gas
- Liquefied natural gas
- Chemicals and petrochemicals
- Renewable energy
- Utilities

Working on a daily basis with our colleagues from other practices across the firm, we seamlessly form multipractice teams, as we know that our clients in the energy sector require the full scope of our expertise. We can deliver practical solutions for even the most challenging, innovative business projects.

Dentons’ global structure guarantees that you have unlimited, speedy access to unparalleled industry knowledge and experience and a comprehensive approach to even the most complex transactions. We regularly work in well-established, mature regions and some of the most interesting resource-rich developing regions of Central and Eastern Europe, the Commonwealth of Independent States, the Middle East and Africa. Our global approach also means that we can provide seamless advice on M&A and cross-border transactions, distinguishing us from most of our competitors. With close to 600 experienced lawyers, Dentons’ energy team is one of the leading practices in the sector. Count on us to assist you both globally and locally with any type of M&A transaction and to provide continuous effective support at all stages of your project.

Representative Experience

- **3P International Energy Corporation (now CUB Energy Inc.):** Advising on its pilot Ukrainian $17 million acquisition of JSC Tysagaz, a Ukrainian oil and gas company with production and exploration licenses in Western Ukraine.

- **AXA Private Equity:** Advising on the MBO and financing of the Phönix/Strack Group; our team of M&A and private equity specialists advised on all aspects of the deal involving this leading, German-based manufacturer of high-quality speciality valves which supplies blue-chip customers in the energy, petrochemicals and chemicals industries around the world.
• **Axtone sp. z o.o.**: Advising a Polish expert in impact energy absorption technology for rail vehicles on its acquisition of 100 percent of the shares in Langen & Sondermann GmbH & Co. KG (L&S) from its family owners and managing director, Dieter Schmidt. L&S is a leading European provider of coil and leaf springs for rolling stock in the railway industry. Axtone is a portfolio company of private equity firm IK Investment Partners. Our private equity team advised Axtone on a broad number of legal areas across three different jurisdictions.

• **Babcock Dounreay Partnership**: Advising a joint venture of Babcock International, URS and CH2M HILL in its bid for the Nuclear Decommissioning Authority’s (NDA) Tier 1 management and operation contract, to operate and decommission the Dounreay nuclear site. Our unrivalled experience in this highly specialized market was employed to cement our client's winning position. This is the third NDA Tier 1 contract to be awarded in the UK’s program of privatizing nuclear decommissioning. Our nuclear team has advised all previous successful bidders in this program, including for the £17 billion Sellafield contract. Our legal support was decisive in establishing a contractual model for completing the decommissioning of the Dounreay facility by 2021, several years earlier than previous forecasts and using innovation in areas such as waste packaging to reduce costs. This experience demonstrates how we can help meet the challenges that will face the nuclear industry as the first generation of reactors are retired.

• **Capital Power Income L.P.**: Advising in connection with its acquisition of all of the outstanding partnership units of CPIILP held by unitholders of Capital Power Income LP (CPIILP) other than Capital Power Corporation (CPC) and the acquisition of all of the shares of CPI Investments Inc. (an entity jointly owned by EPCOR Utilities Inc. and CPC) which entity owned approximately 29% of the outstanding units of CPIILP, pursuant to a plan of arrangement under the Canada Business Corporations Act. The partnership units were acquired for CA$19.40 in cash or 1.3 Atlantic Power common shares for a purchase price of approximately CA$1.1 billion which was satisfied by the payment of CA$506.5 million of cash and the issuance by Atlantic Power of approximately 31.5 million common shares. In connection with the closing of the acquisition, CPIILP sold its two North Carolina biomass plants to CPC for a purchase price of approximately CA$121 million, certain CPC employees, including those working at the CPIILP plants became employees of Atlantic Power and management contracts whereby subsidiaries of CPC provided management services to CPIILP were cancelled.

• **Continental Wind Partners**: Advising the investment fund on the sale of the first significant wind project in Romania to Czech-based CEZ, including liaising with the Romanian public authorities. Following this project, Dobrogea became the preferred location for renewable energy source (RES) investments in Romania.

• **Cub Energy Inc.**: Advising a Canadian TSXV-listed company focusing on the exploration and development of oil and gas reserves in Eastern Europe, formerly known as 3P International Energy Corporation, on the acquisition of JSC Tysagaz, a Ukrainian oil and gas company with production and exploration licenses in Western Ukraine. With this acquisition the client expanded its operations in Ukraine.

• **Dubai-based energy company**: Advising on the acquisition of the majority stake in a Turkish energy generation company, which will develop a 800 megawatt combined cycle natural gas power plant in Kirikkale, Turkey.

• **EDF Energy**: Advising on the acquisition, by way of a share sale, of an on-shore 144 MW wind farm in the Scottish borders.

• **Energia-Overseas**: Advising a Russian client in DIP financing and funding the reorganization plan through the acquisition of 95% of the common stock of Sea Launch Sàrl, successor to Sea Launch Company, LLC. Sea Launch is the world’s only provider of commercial satellite launch services using a mobile sea platform. EOL’s $155 million equity investment and $45.7 million DIP loan conversion allowed Sea Launch to emerge from Chapter 11 and migrate from Delaware to Luxembourg and establish operations in Bern. The investment required the Committee on Foreign Investment in the United States (CFIUS) approval as well as Luxembourg and Swiss approvals.

• **GDF SUEZ Energy Romania**: Advising on the acquisition of its first wind energy project in Romania, located in Gemenele commune, Braila county. The project required expertise in numerous sectors—energy, M&A and real estate—including the regulation aspects related to these practice areas.

• **GeoPark Holdings Ltd**: Advising an AIM-list oil company operating in Latin America, in negotiating a $140 million investment by LG International (in two tranches), representing the first Korean investment in the oil industry in Chile.

• **Leading real estate company**: Advising in relation to a claim introduced against the client by a residential developer in relation to environmental liability issues. This is a relevant matter with non-legal issues due to amount included, recent legislation and new approach to environmental issues.

• **MENA Infrastructure Fund**: Advising on its acquisition of GDF Suez's 32 percent equity stake in Oman’s United Power Company S.A.O.G.

• **OJSC Atomenergomash**: Advising a subsidiary of Rosatom, the Russian State Atomic Energy Corporation, on
its acquisition of a controlling stake of OJSC Energomashpetsstal, one of the leaders in the power machine-building industry in Ukraine.

- **OMV:** Assisting in negotiating and signing the transaction documentation for OMV’s acquisition of 54.17% of the shares of Petrol Ofisi, the largest Turkish petroleum retailer covering a network of 3300 gas stations across the country. This transaction supported OMV’s strategy of further enhancing its leading position in the European growth belt.

- **OMV AG:** Advising on the acquisition of 54.17 percent stake in Petrol Ofisi A.S., the largest Turkish petroleum retailer covering a network of 3300 stations, from Dogan Holding in a deal valued at €1 billion. Our team’s assistance helped OMV grow its business in Turkey significantly, and the deal was one of the largest M&A transactions in Turkey in 2010.

- **ONGC Videsh:** East Africa has drawn significant attention from the global oil and gas sector as a result of recent announcements made on large volume gas fields off the coast of Tanzania, Mozambique and Kenya. Amidst these discoveries, Cove Energy plc (Cove Energy), an AIM-traded public company with a stake in a large gas field in offshore Mozambique, put itself up for sale by way of a competitive auction process in January 2012. The sale attracted great interest from potential bidders, including a consortium led by ONGC Videsh Limited (OVL). As a result of its proven track record in the oil and gas sector and M&A experience in Mozambique, SNR Denton was picked to advise OVL on its participation in the Cove Energy sale process.

Dentons was responsible for conducting the Phase I legal due diligence into Cove Energy's Mozambique, Kenyan and Tanzanian assets, identifying the key concerns for OVL as a potential bidder in a takeover of Cove Energy. Working closely together with its associate offices in Mozambique and Kenya, Dentons advised on issues including local regulatory law, competition law, contractual provisions under joint operating agreements, exploration and production concession contracts, farm-out agreements and corporate law.

- **Rayburn Country Electric Cooperative, Inc.:** Serving as legal advisor in its $215 million purchase of a 25% undivided interest in Calpine Corporation’s 1,038 MW Freestone Energy Center; and negotiated two acquisition financing loan agreements (each with a separate lender), which closed in conjunction with the asset purchase closing.

- **The Marguerite Fund and EnerCap Power Fund:** Advising on the acquisition of 50% and 30% respective stakes in an 80 MW wind farm located in South-East Romania from Cyprus-based developer EP Global Energy, which remains a 20% shareholder. The transaction marks the first investment in Romania for either The Marguerite Fund or EnerCap Power Fund. The wind farm is expected to start commercial operations in early 2014.

- **Total, SA:** Advising one of the world’s largest publicly-traded integrated oil and gas companies on the sale of its French solar energy subsidiary Tenesol S.A. to SunPower Corporation, a Silicon Valley-based manufacturer of high-efficiency solar cells, solar panels and solar systems.

- **Total, SA:** Advising in connection with the sale of its French solar energy subsidiary Tenesol to SunPower Corporation, a US company listed on the Nasdaq stock exchange, for US$165.4 million. Tenesol is a leader in the French market for large industrial and commercial solar installations, with operations in 18 countries and solar panel manufacturing facilities in France and South Africa.

- **Turkey’s first liquefied petroleum-gas distributor:** Advising on the negotiation and signing of the Asset Purchase Agreement related to Ipragaz’s acquisition of the cylinder and bulk LPG businesses of Shell Gas in Turkey. With this acquisition, the client becomes the second biggest company in LPG sales in Turkey, following Aygaz.

### Your Key Contacts

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