# John L Keffer

PARTNER


## CONTACT

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## PRACTICES

International
Energy M&A
Oil & Gas
Energy & Natural Resources
Joint Ventures
Latin America Practice
Mergers & Acquisitions
LNG
Exploration and Production
Oil Field Services
Energy Private Equity
Private Equity
Corporate Governance
Sports, Media & Entertainment

## EDUCATION

J.D., Southern Methodist University
B.S.F.S., Georgetown University

## ADMISSIONS

Texas

## PROFILE

John Keffer is a partner in the London and Houston office of King & Spalding and a mergers and acquisitions and corporate lawyer with considerable experience in U.S., European and Latin American transactions. He is a member of the firm's Corporate Group and the co-Managing Partner of the London office.

Mr. Keffer has substantial experience in structuring, negotiating and documenting mergers and acquisitions, joint ventures and U.S. and cross-border transactions. His work includes the drafting and negotiation of joint venture agreements, cross-border acquisition and sales agreements, shareholder agreements, joint bidding and cooperation agreements and project related agreements. Much of his experience is related to the energy industry, in which he has acted for U.S., Middle East and European clients. He also has substantive experience in representing clients in the sports and retail businesses.

Mr. Keffer has also developed unique experience in the LNG industry, most recently acting for a large energy company in the greenfield development of a liquefaction facility in Mozambique. He also acted for another energy company in the attempted development of a liquefaction facility in Venezuela. Mr. Keffer works closely with his colleagues in Houston, London and Singapore so as to fully cover all aspects of LNG projects.

Born in Cuba and raised in Venezuela, Mr. Keffer is a native speaker of Spanish. He is also fluent in French and Italian. He is a Registered Foreign Lawyer under the Law Society of England and Wales and member of the State Bar of Texas and the International Bar Associations. Mr. Keffer served as an Adjunct Professor of Law at the University of Houston in 2001 and 2002. Mr. Keffer graduated from the Foreign Service School of Georgetown University in 1980 and earned his J.D. from Southern Methodist University in 1983.

Mr. Keffer has been recognized by:

- *Legal 500's* 2011 UK Legal Guide for "consistently excellent counsel to the firm's clients."
- *Chambers Global 2012* and *2013* for his "solid background in cross-border transactional work", and for his "in-depth experience of representing the needs of the energy sector".
- *Legal 500's* EMEA Guide for special recognition in upper mid-market and premium deals, $250 million+.
- *Latin Lawyer's* 250 Guide as a leading Latin American lawyer.
- *Legal 500's* 2012 Latin America Guide as "highly recommended".

Representative Publications and Speeches:

- "M & A / Joint Ventures in Emerging Markets" – Florence 2012
- "A Comparison of English and U.S. Law in the context of Oil and Gas Contracts – London 2012
- "International Joint Ventures" - *Financier Worldwide*, January 2010

- "Venezuela: Migrating Away from the Apertura Petrolera" – *Oil, Gas and Energy Law Intelligence*, October 2006
- "A Guide for Successful Due Diligence" - Financier Worldwide, Due Diligence Review: *M&A Behind the Scenes*, 2004 Supplement
- "Navigating the Transatlantic Deal - Avoiding the Pitfalls of Cross-border Transactions" - *Corporate Finance Magazine: M&A Review*, April 2004
- "Sarbanes-Oxley and the US Deal Market" - Corporate Finance Magazine: International Guide to M&A Supplement, December 2003
- Gas-to-Energy: *Structuring LNG Projects*- presented to the Rocky Mountain Mineral Law Foundation's Mining and Oil & Gas Development in Latin America; Santiago, Chile and Houston, Texas.
- *Structuring International Business Transactions*- presented to the Texas State Bar International Law Institute; Monterrey, Mexico.
- *Consideraciones Sobre la Adquisición de Una Empresa Estadoudinense*- presented to Instituto Tecnológico y de Estudios Superiores de Monterrey; Monterrey, Mexico.
- *Problem Solving in Action*- roundtable participant in South Texas College of Law's International Practice Conference; Houston, Texas.
- Houston/Mexico Trade Conference for Emerging Businesses- roundtable participant; Houston, Texas

## MATTERS

Representative transactions that Mr. Keffer has been engaged in include:

- Representation of Anadarko Petroleum Corporation in realtion to its Mozambique LNG export project, including the negotiation of various shareholder agreements related to the project.
- Representation of McLane Champions, LLC, a company affiliated with Drayton McLane, Jr., in the sale of the Houston Astros Baseball Club and its interest in the Astros/Rockets/Comcast regional sports network for $650 million to a company affiliated with Jim Crane. When announced, this transaction was featured for "Dealmaker of the Week" by *American Lawyer.*
- Representation of GE Oil & Gas in the execution of various agreements for the creation of a manufacturing joint venture in Angola to service the oil and gas industry.
- Representation of Cooper Industries plc in the acquisition of publicly listed Mount Engineering plc, a UK based manufacturer of specialty threaded adaptors and reducers for harsh and hazardous environments, and Apex Lighting Controls Ltd., a private manufacturer of energy management lighting controls also based in the UK.
- Representation of Duke Energy International in the auction of its Central American power plants in Guatemala and El Salvador.
- Representation of GE Oil & Gas in the sale of a 50% interest in GE's pipeline inspection and integrity business to Al Shaheen Energy Services, a wholly-owned subsidiary of Qatar Petroleum, and negotiation of a strategic joint venture with respect to such business.
- Representation of GE Oil & Gas in the establishment of a Qatar-based joint venture with Al Shaheen Energy Services for aftermarket services of turbomachinery equipment in Qatar.
- Representation of Houston-based Valerus Compression Services, L.P. in the sale of a majority equity stake to TPG Capital for a total investment of $500 million.
- Representation of Bahrain-based Al-Rajhi Holdings W.L.L. in the acquisition of 90% of the partnership units of NuTech Energy Alliance Ltd., a Houston, Texas based company that provides petrophysical, geological and engineering solutions to oil and gas companies worldwide.
- Representation of Kingdom of Saudi Arabian-based The National Titanium Dioxide Co. Ltd. in the $1.2 billion acquisition of the Millennium Inorganic Chemicals business from Lyondell Chemical Company, the world's second largest producer of titanium dioxide, with manufacturing locations in Australia, Brazil, France, the United Kingdom and the United States.
- Representation of The Tensar Corporation, an Arcapita portfolio company, in the acquisition of UK-based Tensar International in a transaction valued at $130 million.
- Representation of the Audit and Control Committee of Repsol YPF, S.A. in the internal investigation of the company's 25% downward adjustment of its proved oil and gas reserves.
- Representation of Total System Services, Inc. in the creation of an European call centre joint venture with Dimension Data Holdings plc.

- Representation of BP in the negotiations leading to the conversion of its operating services agreements and heavy oil projects to joint ventures ("Empresas Mixtas") with Petróleos de Venezuela, S.A.

- Represented Milliken & Company in the disposition of its European automobile textile business.

- Represented GE Energy's Nuovo Pignone in the sale of its fuel distribution and gas meters business in Italy to Dresser, Inc. for €139 million.

- Represented the Goodman family and related trusts in the sale of Goodman Global Holdings, Inc. to Apollo Management L.P. for $1.43 billion.

- Represented a consortium of US private equity houses, including Bard Group, First Atlantic Capital Ltd., GlenRock Group LLC and Hunt Capital Group Fund II, in the European aspects of the leveraged buyout of the surface preparation business of US Filter Corp., a division of Violia Environment.

- Representation of a major U.S. energy company in the attempted development of a liquefied natural gas plant in Venezuela. Engagement included the negotiation of a Gas Supply Agreement with PDVSA Gas, S.A., the gas subsidiary of the state owned company, as well as various ancillary agreements.

- Representation of The Home Depot, Inc. in its acquisition of the Mexican home improvement chain Total Home from Alfa, S.A. de C.V. This transaction represented Home Depot's first entry into the Mexican market. Subsequently represented The Home Depot, Inc. in its divestment of its businesses in Chile and Argentina through the sale of its subsidiaries to S.A.I.C. Falabella and Cencosud, S.A., respectively, the establishment of its presence in Northern Mexico through the acquisition of Maderería Del Norte and the acquisition of Home Mart, Mexico's largest home improvement chain.

- Representation of Sprint Corporation in its investment and the divestment of its equity interest in Pegaso Telecomunicaciones, S.A. de C.V., a Mexican all digital wireless telephone company. The sale of Sprint Corporation's equity interest in Pegaso was part of Telefónica S.A.'s acquisition of 65% of that company for US$1.3 billion, which was the largest completed Latin American M&A transaction in the first half of 2002.

- Representation of Houston McLane Company, Inc., the owner of the Houston Astros baseball franchise, in the negotiation of the Naming Rights Agreement for the naming of Enron Field, as well as the agreements necessary for the construction and lease of the $250 million downtown baseball facility. Subsequent to Enron Corp.'s bankruptcy, represented Houston McLane Company, Inc. in the termination of the Naming Agreement with Enron Corp. and the negotiation of a new Naming Agreement with The Coca-Cola Company for the naming of Minute Maid Park. Also acted for this client in the creation of the regional sports network co-owned by the Houston Astros, Houston Rockets and Comcast Corporation.

## NEWS & INSIGHTS

**NEWS**

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| *14 Mar 2013* | **King & Spalding Sets High-water Mark in Chambers Global as Emphasis on Growing International Expertise Continues** |
| *12 Mar 2013* | **Latin Lawyer 250: International** |
| *08 Mar 2013* | **Latin Lawyer Names King & Spalding Among Top Latin American Practices for the 13th Consecutive Year** |
| *17 Oct 2012* | **King & Spalding Shines in Legal 500's First-ever Guide to Latin America** |
| *10 May 2012* | **John Keffer to Speak at U.S. Commerce Department Workshop in Portugal** |
| *12 Apr 2012* | **Legal 500 Names King & Spalding a Top Law Firm in 2012 EMEA Guide** |
| *04 Apr 2012* | **King & Spalding Recognized in Annual Guide to Latin America's Top Legal Practices** |
| *16 Mar 2012* | **King & Spalding's Ongoing International Expansion Yields Impressive Results in 2012 Chambers Global Guide** |
| *07 Nov 2011* | **King & Spalding London Seminar Will Examine Key Issues in Energy Sector** |
| *27 Sep 2011* | **Legal 500 Recognizes Four King & Spalding Practices, Nine Lawyers in 2011 UK Guide** |
| *20 May 2011* | **Dealmaker of the Week: John Keffer of King & Spalding** |
| *16 May 2011* | **King & Spalding Advises in Sale of Houston Astros** |
| *06 Apr 2011* | **Latin Lawyer Counts King & Spalding Among Top Latin American Practices for Eleventh Year in a Row** |
| *02 Nov 2010* | **King & Spalding Advises Houston Astros on New Regional Sports Network** |
| *16 Jun 2010* | **King & Spalding Continues Global Power-Up With Addition of Five-Lawyer Energy Transactions Team in London** |

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| *10 Mar 2010* | **King & Spalding Profile** |
| *07 Jan 2010* | **King & Spalding Climbs to the Top Half of Legal Week's Global 100 Law Firms** |
| *11 Mar 2008* | **King & Spalding's Latin American Practice, Six King & Spalding Lawyers Named in 2008 Latin Lawyer 250 Guide** |
| *26 Feb 2007* | **King & Spalding Represents The National Titanium Dioxide Co. Ltd. in $1.2B Acquisition** |
| *30 Nov 2006* | **King & Spalding Advises Total System Services on Joint Venture with Merchants Group Limited** |
| *26 Jul 2006* | **Latin American Practice, Eight King & Spalding Attorneys Named in Latin Lawyer 250** |
| *17 May 2006* | **King & Spalding Represents Arcapita in $29 Million Acquisition of Tensar Group Limited** |
| *16 Jan 2006* | **Key Appointments Mark Strategic Expansion Of King & Spalding London Office** |
| *30 Jun 2005* | **King & Spalding Lawyers Named in Latin Lawyer 250 - Latin America's leading business law firms** |
| *23 Nov 2004* | **K&S Advises Goodman Global Holdings' $1.43 Billion Sale to Apollo Management** |

**PUBLICATIONS**

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| *01 Jan 2010* | **International Joint Ventures** |
| *07 Mar 2003* | **The Rise of King & Spalding** |

**EVENTS**

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| *16 Apr 2013* | **LNG Cocktail Reception** |