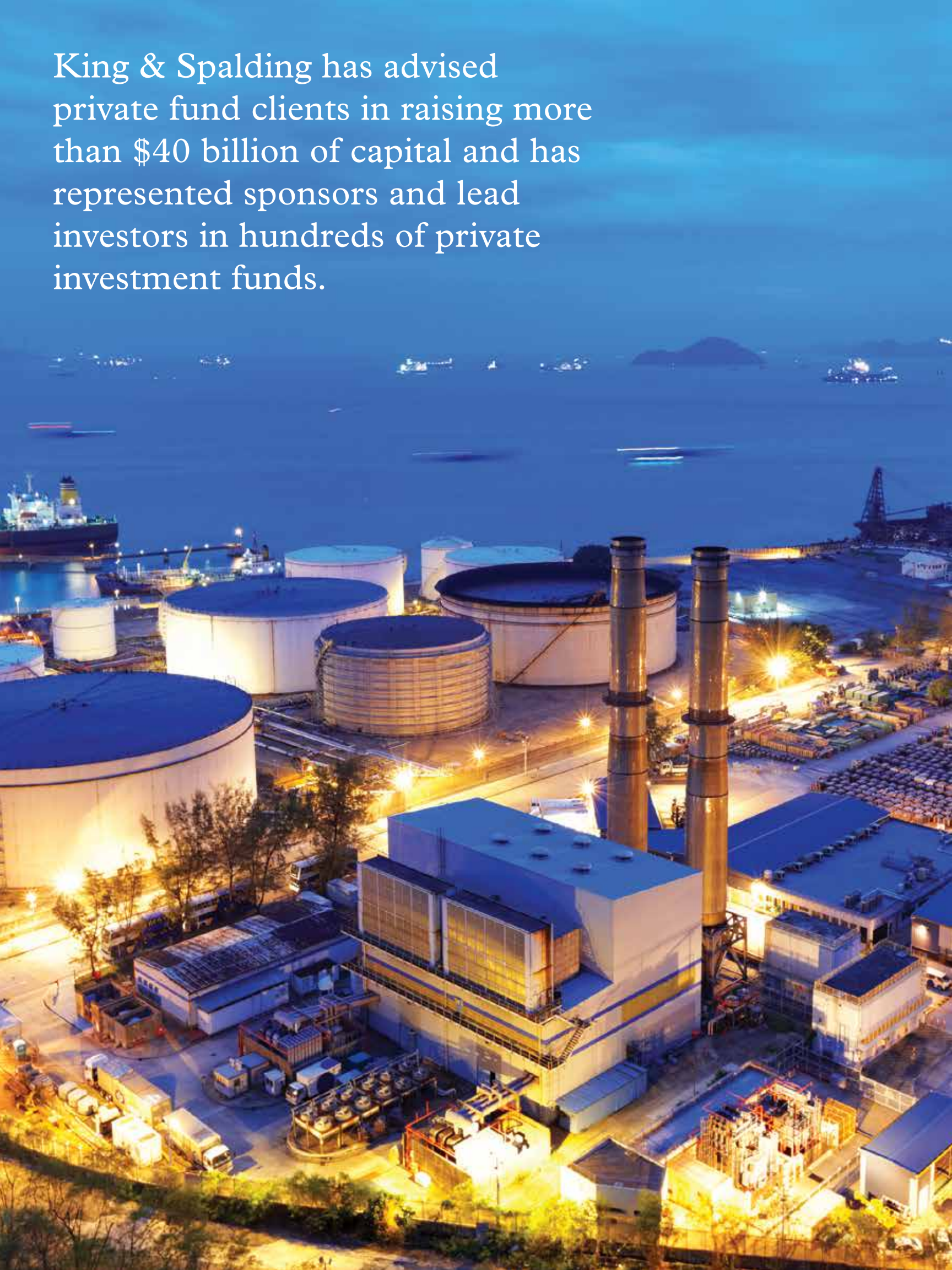


Energy and Infrastructure Funds



KING & SPALDING

An aerial night photograph of an industrial facility, likely an oil refinery or petrochemical plant. The scene is illuminated by warm yellow lights from the facility itself, contrasting with the cool blue tones of the twilight sky. Several large, cylindrical storage tanks are visible in the foreground and middle ground. Two prominent, tall smokestacks rise from the central part of the plant. In the background, a body of water is visible with some distant lights and structures. The overall composition suggests a focus on energy and infrastructure.

King & Spalding has advised private fund clients in raising more than \$40 billion of capital and has represented sponsors and lead investors in hundreds of private investment funds.

Private Equity Expertise Built on a Global Energy & Infrastructure Platform

King & Spalding's Private Equity practice assists leading asset managers, financial institutions, and private equity sponsors in structuring funds and executing strategic transactions that help them grow their investments and capitalize on new opportunities in the energy and infrastructure market.

Our practice comprises more than 150 private equity lawyers in offices across the United States, Europe, the Middle East, and Asia with extensive experience in fund formation, mergers and acquisitions, leveraged finance, Islamic finance, securities offerings, tax, and restructuring. This team incorporates the extensive industry expertise of our world-leading energy team, which *Chambers & Partners* recognizes as one of the best globally, in the United States and in multiple other regions and countries around the globe.

This strong combination of expertise helps us guide private equity clients in the energy and infrastructure space through complex structuring and transactional issues that are critical to the advancement of their business objectives, including:

- Tax structuring for natural resources and infrastructure-focused funds
- Fees and promoting structures, including structures that align with project development, construction and financial milestones
- Structuring co-investment opportunities for existing LPs and third parties to capitalize projects beyond a private equity sponsor's concentration limit
- Drop-down transactions of assets into master limited partnerships or other tax-efficient structures
- Dual-track exits (e.g., portfolio company sales, initial public offerings, recapitalizations)
- Management rights and participation in private capital transactions

Valued Formation Advice for Energy- and Infrastructure-Focused Funds

We know the market, the terms, and the dynamics at play in fund formation – and put this knowledge to work to establish the ideal structure and terms for energy- and infrastructure-focused funds.

BROAD-BASED FUND FORMATION EXPERTISE

Our fund formation team has represented many of the world’s leading fund sponsors in the formation of funds targeting investment in the U.S., Asia-Pacific, Middle East and Africa, India, and Europe, across a wide range of industries and fund types.

Our broad-based fund formation expertise includes:

- Infrastructure funds
- Infrastructure debt funds
- Growth capital funds
- Private equity funds
- Real estate funds and REITs
- Mezzanine, distressed and other debt funds
- Hedge funds
- Venture capital funds
- Funds of funds
- Special situation funds
- Emerging markets funds
- *Shari’ah*-compliant funds
- Regulated and unregulated non-U.S. funds
- Secondary transactions
- Limited partner representations
- Co-investment funds

CRITICAL TAX AND REGULATORY KNOW-HOW

We understand the unique tax issues presented by funds and work with sponsors to develop structures that satisfy the tax needs of varied classes of investors and target investments. We also help our clients address U.S. and international regulatory requirements for managers of private investment funds, including matters arising under:

- the U.S. Investment Advisers Act
- Investment Company Act
- Dodd-Frank Act
- the Volker Rule
- the Commodity Exchange Act
- EU Alternative Investment Fund Managers’ Directive (AIFMD)
- the UK Financial Services Act
- the German Alternative Investment Fund regulations

Examples of our team members’ fund formation and structuring experience in the energy and infrastructure sectors:

FUND SPONSORS

Haddington Ventures in connection with the formation of three private equity funds focused on acquiring and developing midstream energy assets.

GE Energy Financial Services and GE Equity in the formation of Energy Technology Ventures, a joint venture with ConocoPhillips and NRG Energy, which has made over ten portfolio investments in energy companies.

Caledon Capital Management in structuring a \$300 million private fund to invest in renewable energy infrastructure assets in North America, South America and Asia.

Hastings Funds Management Limited on regulatory and licensing issues in connection with the marketing of the European Infrastructure Debt Fund, the Core Infrastructure Income Fund and The Infrastructure Fund.

Mitsui & Co. Alternative Investments Company (a 100% subsidiary of Mitsui & Co., Ltd.) on the structuring and establishment of the Westbourne Infrastructure Debt Opportunities Fund, L.P., an infrastructure debt fund that will directly lend to investee companies in OECD countries.

CapAsia on the structuring and establishment of the US\$350 million CapAsia ASEAN Infrastructure Fund III L.P. an infrastructure fund focused on investments in Southeast Asia, and US\$500 million CapAsia Islamic Infrastructure Fund, an infrastructure fund focused on investments in Asia.

FUND INVESTORS

A large U.S. pension plan investor in multiple energy funds, including funds managed by Tailwater Capital and Encap Flatrock Midstream.

Asian Development Bank as lead investor in more than 25 private equity investment funds throughout Asia with an aggregate value in excess of US\$20 billion, including Asia Climate Partners Fund, Orbimed Asia Partners II, L.P., Aureos South East Asia Fund II and ASEAN China Investment Fund II, L.P.

Partners Group on its investments in the IDFC India Infrastructure Fund, Hony Capital Fund VIII, L.P., Blackstone Real Estate Partners Asia, L.P., and 15 other private equity investment funds.

JBIC as lead investor in more than 10 investment funds, including CMH Growth Fund, L.P., CVC Capital Partners Asia Pacific IV Fund, IFC Catalyst Fund L.P., Energy Opportunity Fund, Mizuho ASEAN Fund, Core Infrastructure India Fund, South Asia Clean Energy Fund and Challenger Emerging Markets Infrastructure Fund.

CO-INVESTMENTS

An energy-focused private equity fund sponsor on structuring a co-investment opportunity for existing limited partners and third-party investors to acquire equity interests in the developer of a salt dome-based natural gas liquids storage facility and related transportation infrastructure.

A midstream-focused private equity fund in structuring an investment by a European pension fund through a leverage blocker structure and creating a parallel vehicle for an investment by the fund and the investor in a European portfolio company.

Executing the Private Equity Transactions That Move Energy & Infrastructure Businesses Forward

Our broad-based private equity experience gives us a deep understanding of the strategies, tactics, and motivations involved in private equity deal-making – and how to apply this knowledge to advance our clients’ strategic deals.

HANDLING THE FULL SPECTRUM OF M&A TRANSACTIONS

We represent sellers, purchasers, target companies, and financial advisors in all types of domestic and international energy transactions, including acquisitions of stock and assets, divestitures of stock and assets, tender offers, leveraged buyouts, hostile takeover defenses, proxy contests, corporate governance advice, joint ventures/strategic alliances, initial public offerings and distressed M&A transactions.

COMPREHENSIVE COUNSEL FOR COMPLEX ACQUISITIONS/EXITS

For complex acquisition and exit transactions, we work seamlessly with attorneys in other practice groups throughout the firm to provide expert advice on all facets of a transaction, including antitrust, bankruptcy/financial restructuring, business and securities litigation, foreign investment, corporate governance, employee benefits/executive compensation, environmental, intellectual property, real estate, finance and tax.

SOUND ADVICE FOR MANAGEMENT TEAMS

We have extensive experience advising portfolio company management teams on their participation in buyouts and other private equity investments by funds. Our interdisciplinary team of executive compensation and tax lawyers helps portfolio company managers achieve their equity incentive and compensation objectives over the life of a fund’s investment.

Examples of our team members’ private equity investment experience in the energy and infrastructure sectors include:

Macquarie Infrastructure Partners on its investments in several energy and infrastructure businesses, including Hawaii Gas, the gas utility of the State of Hawaii, and Cleco Corporation, a public utility holding company in Louisiana.

Next Decade LLC in an \$85 million equity financing with York Capital Management Global Advisors, LLC, Valinor Management, L.P., and Halcyon Energy Investors, L.P. to fund the company’s Rio Grande LNG and Rio Bravo Pipeline projects.

Ridgmont Capital Partners in its investment in Unitex Oil & Gas, an operator of oil and gas assets in the Permian Basin in West Texas, and Pintail Oil & Gas, an operator of oil and gas assets in the Eagle Ford Basin.

TPH Capital Partners in its investment in Principle Petroleum, a Dallas, Texas-based operator of oil and gas assets in the Big Horn Basin in Wyoming.

Strike, LLC, a pipeline construction company, in a mezzanine investment by Kayne Anderson Capital Advisors alongside founding management in notes and warrants issued by the company.

A Haddington Ventures-managed fund, as the original investor in subsidiary Fairway Energy Partners’ 144A capital raise of over \$300 million for the development of a 10 million bbls underground salt cavern facility used to store crude oil near Houston, Texas.

Partners Group in its investment in Poseidon Water LLC for the Carlsbad Desalination Project, a nearly \$1 billion public-private partnership in California that, when constructed, will be the biggest seawater desalination plant in the Western Hemisphere.

LS Power Development in connection with over ten different power generation-focused investments.

Ares/EIF-sponsored project companies with respect to the construction of combined cycle natural gas power plants located throughout the United States, including Oregon Clean Energy (800 MW, Ohio), Keys Energy Center (735 MW, Maryland) and St. Joseph Energy Center (700 MW, Indiana).

Crestwood Midstream in connection with various investments, including Stagecoach Pipeline & Storage Company, Tres Palacios Gas Storage, Willow Lake Expansion and Delaware Basin midstream assets.

Mitsui as a sponsor and preferred equity financier on the purchase and finance documentation for the acquisition of 10 independent power producer projects in UK, Spain, Turkey, and Australia from Edison Mission Energy.

SigmaBleyzer private equity group in multiple portfolio investments and exits, including the merger of Ukrainian cable business Volia Cable.

Arcapita in multiple energy and infrastructure sector investments, including the acquisition of Falcon Gas Storage Co. from Energy Spectrum, and the leveraged buyout of the 800 MW Bosque combined cycle power generation station from LS Power.

A private equity fund in the structuring of a vehicle that holds royalty interests associated with working interests acquired by an affiliated business.

These lists of representative transactions include experience of our attorneys while practicing at prior firms.

Our M&A practice consistently ranks among the top practices in the U.S. based on deal size and number of transactions, according to *Thomson Reuters*.

Deep Vertical Experience in Energy & Infrastructure

Our experience goes beyond advising sponsors, fund managers, and investors in the energy and infrastructure sector. We also possess one of the world’s leading energy and infrastructure project development, project financing, and M&A practices, giving us deep insight into the commercial structures, risk mitigation strategies, and regulatory environments faced by major energy and infrastructure companies.



Upstream

- Oil & Gas Exploration and Production
- Royalty Interests
- Mineral Interests



Midstream and Services

- Oilfield Services
- Gathering, Processing & Fractionation
- Pipelines, Storage and Downstream



Power Generation and Transmission

- Natural Gas, Coal and Nuclear Generation
- Structured Commodities
- District Energy



Renewables

- Utility Scale Solar, Wind & Hydro
- Distributed Generation
- Waste to Energy



Ports and Terminals

- LNG Liquefaction and Regasification
- Offshore Ports
- Logistics



Social Infrastructure and PPP Structures

- Roads and Bridges
- Universities
- Hospitals
- Water Utilities

Petroleum Economist named King & Spalding its Energy Advisory Firm of the Year: Legal.

REPRESENTATIVE CLIENTS

Leading Advice for Leading Clients

Many of the world’s leading private equity funds – both diversified and energy and infrastructure-focused – turn to us for advice on their most complex and mission-critical transactions.

Ares / EIF	Hastings Equity Partners	Morgan Stanley
Allianz Global Investors	Highland Capital Management	New Canaan Funding
Argonne Capital	Highstar Capital Partners	Paladin Realty Partners
Asian Development Bank	IDFC	Pamlico Capital
Atlas Holdings	IFC	Partners’ Group
Blackstone Group	Jamestown	Prologis
CapAsia	JBIC	Prudential
Citi Ventures	JICA	Quantum Utility Generation
Clarion Partners	Kuwait Finance House	Ridgemont Equity
Comvest Partners	Kildare Partners	SigmaBleyzer Investment Group, LLC
Crestwood Midstream Partners	Lone Star Funds	Sojitz Corporation
Eagle Merchant Partners	LS Power	Tenex Capital Management
Energy Technology Ventures	Macquarie Infrastructure	TPH Capital Partners
GE Equity	Marubeni Corporation	
GSO Capital	Medley Capital	
Haddington Energy Partners	Mitsubishi Corporation	
	Mitsui & Co., Ltd.	

Chambers & Partners ranks King & Spalding among the top firms for Projects & Energy globally, as well as in regions and countries including the United States, the United Kingdom, France, Russia, the Middle East, the United Arab Emirates, Singapore, India, Japan, Indonesia, Latin America, Asia-Pacific and Africa.

In some jurisdictions, this may be considered “Attorney Advertising.”
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