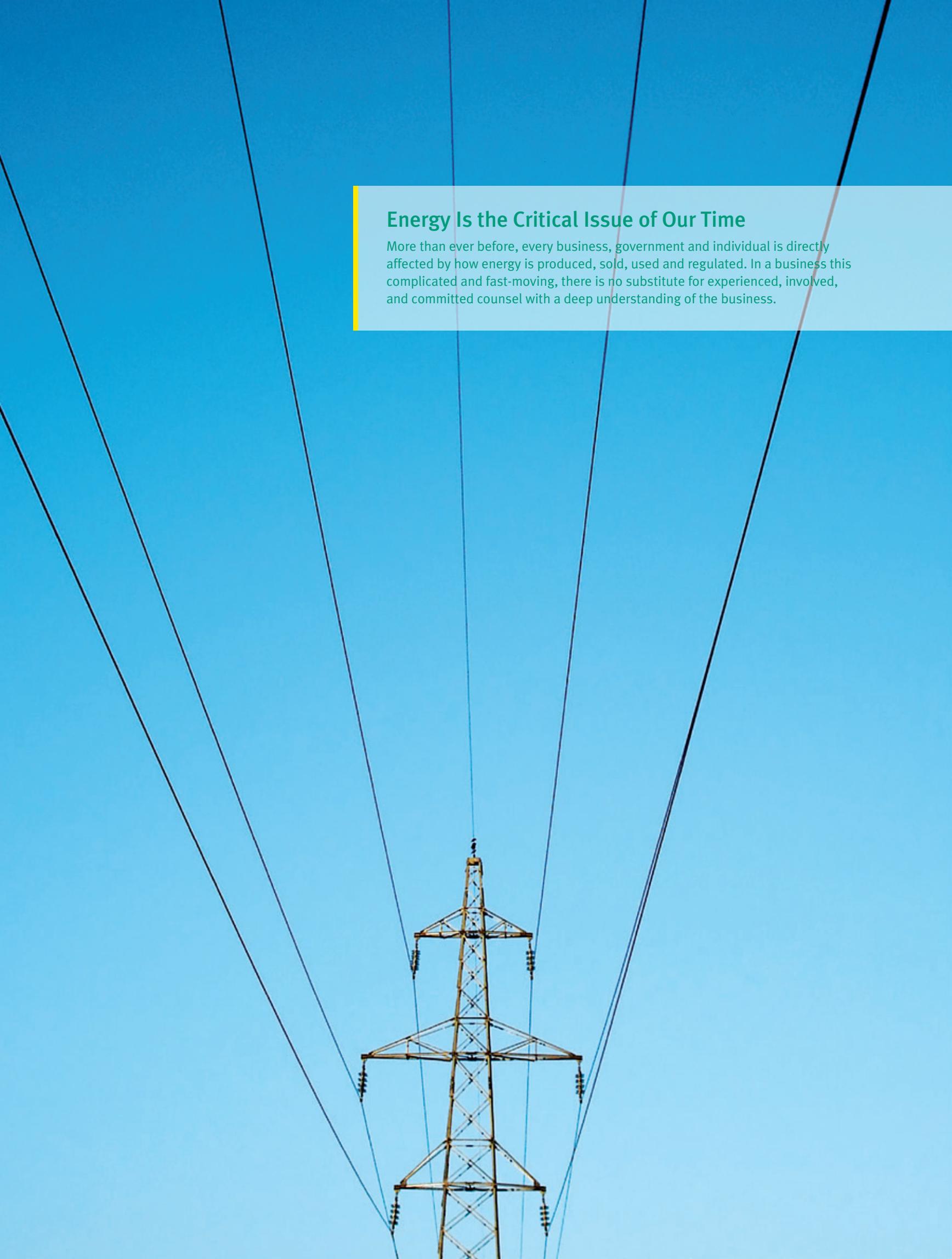




*Orrick's*  
**ENERGY GROUP**





## Energy Is the Critical Issue of Our Time

More than ever before, every business, government and individual is directly affected by how energy is produced, sold, used and regulated. In a business this complicated and fast-moving, there is no substitute for experienced, involved, and committed counsel with a deep understanding of the business.



## ORRICK IS A GLOBAL LAW FIRM HELPING CLIENTS NAVIGATE THE RAPIDLY CHANGING ENERGY WORLD.

More than 100 Orrick lawyers across the United States, Europe and Asia help energy clients of every kind – from emerging energy technology companies to governments, from independent power producers to utilities, and from commercial and investment banks to private equity funds.

We are known for our global reach in energy matters, for the depth of our experience in every sector of the energy industry and for being pioneers in helping clients develop innovative ways to meet the challenges of the new energy world. And in doing so, Orrick has been recognized as an energy industry leader by numerous industry publications, including *Chambers USA*, *Chambers Global*, *The Legal 500* and *Project Finance International*.

### LEADING NATIONAL ELECTRICITY, RENEWABLES & ALTERNATIVE ENERGY AND INFRASTRUCTURE PRACTICES

*Chambers USA* ranked Orrick among the leading firms for energy in Electricity, Renewables & Alternative Energy and Projects: Infrastructure.

### LEADING PROJECT FINANCE, VENTURE CAPITAL & EMERGING COMPANIES AND IP PRACTICES

*The Legal 500: US* recognized Orrick's practices as leaders in Project Finance, Venture Capital & Emerging Companies and Intellectual Property.

### LEADING NEW YORK AND CALIFORNIA ENERGY PRACTICES

*Chambers USA* ranked Orrick for its leading energy practices in New York and California.

### HONORED OIL & GAS DEAL OF THE YEAR

*Project Finance International Awards* honored Orrick with the "African Oil and Gas Deal of the Year" for the Total Gabon transaction.

# WHO WE REPRESENT



## Electric Power Producers

For decades, Orrick has represented leading U.S. companies engaged in generating, transmitting and distributing electricity. Our clients include leading independent power producers, the largest investor-owned utilities, electric cooperatives, municipal utilities and federal power agencies.

Orrick represented an Eastern U.S. utility in two significant energy supply RFPs resulting in long-term energy supply contracts for up to 370 megawatts of wind energy from new offshore and onshore wind farms.



## Renewable and Alternative Energy Companies

Orrick serves renewable and alternative energy industry clients worldwide, including solar, wind, biomass, municipal waste, geothermal, fuel cell and other technologies. For these clients, we advise on tax benefits, tax-exempt and tax credit bonds, feed-in tariffs, and governmental rebate and incentive programs, as well as on power purchase agreements, development contracts, construction and equipment supply arrangements, equity and debt financing arrangements, and corporate and intellectual property matters.

**SOLAR:** Orrick represents numerous market-leading developers and utilities in power purchase and other project contracts on dozens of utility-scale and distributed solar generating projects ranging from half-megawatt rooftop installations to 500+ megawatt solar farms.

**wind:** Orrick represents leading U.S. and international wind developers and turbine manufacturers, including one of the nation's largest wind developers in the project contracts and debt and equity financing for a 300-megawatt wind facility in Colorado.

**WASTE-TO-BIOFUELS:** Orrick represents a leading waste-to-biofuels development company on all aspects of biofuels production facilities throughout the United States, including matters relating to co-development agreements, feedstock supply, equipment procurement, construction, financing and environmental permitting.



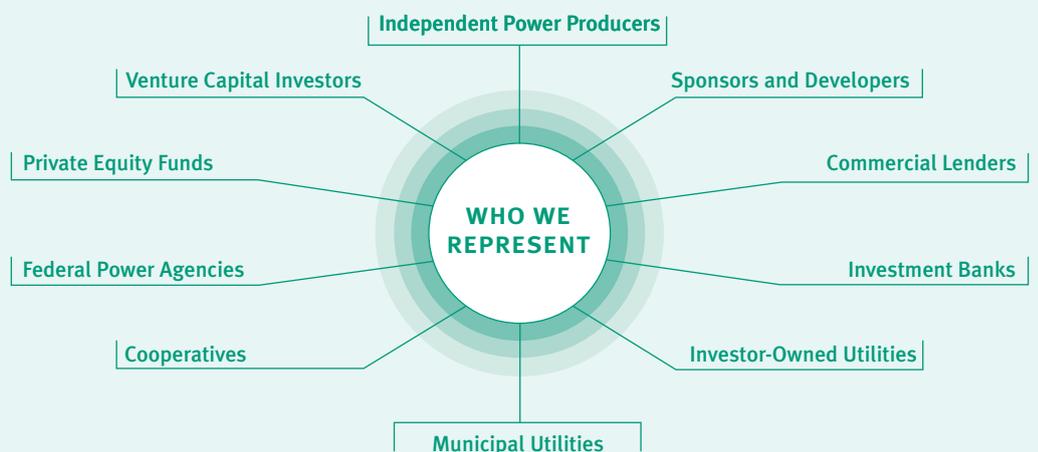
## Emerging Companies and Cleantech

Orrick's emerging energy technology practice is one of the premier practices in the United States, representing leading companies and venture capitalists in more than US\$1 billion of energy-related venture capital investments in the last year alone. This capability, combined with our energy projects practice, positions Orrick among the very few law firms in the world able to provide a full range of legal services required by energy companies at every stage of their development.

Orrick represents hundreds of venture-backed emerging growth companies and leading venture capital investors in Silicon Valley and throughout the world. We recently represented a company-side client on the single largest investment made in any privately funded solar company.



### ORRICK'S ENERGY CLIENTS ENCOMPASS EVERY SEGMENT OF THE INDUSTRY, INCLUDING:



# PRACTICE SPECIALTIES



## Project Finance

Orrick project finance lawyers represent developers, lenders, borrowers, investors, lessors and others in billions of dollars of energy and infrastructure financings every year. We represent clients in debt and equity investments, including equity placements, nonrecourse construction and term debt, tax equity transactions, lease financings, taxable and tax-exempt debt, private offerings, private placements, Rule 144A offerings, and multilateral and export credit agency financings.

Orrick represented the project sponsor in a US\$265 million refinancing of the senior project debt and preferred equity for a 600 MW gas-fired generation facility in Northern California.



## Energy Company and Project M&A

Orrick provides counsel in all aspects of purchases, sales and mergers involving energy companies and energy projects and portfolios. Our energy M&A team includes not only corporate and transactional M&A experts, but also specialists focusing on tax, real estate, antitrust, ERISA, regulatory, environmental and other related matters.

Orrick represents the United States' first and longest-standing energy-dedicated private equity fund in numerous M&A transactions, including in the leveraged acquisition of a landfill gas-to-energy company with a portfolio of 18 power projects.



## Public and Tax-Exempt Energy Financing

For decades, Orrick has been the top-ranked public finance law firm in the United States. We represent clients in every type of energy matter involving municipal or other governmental debt, both tax-exempt and taxable, clean renewable energy bonds, and qualified energy conservation tax credit bonds. Our clients include governmental entities as well as private developers taking advantage of public financing for energy projects.

Orrick represents numerous rural electric cooperatives, including recently one co-op in the US\$265 million syndicated credit facility financing of the co-op's interest in a 650-megawatt coal-fired facility in Texas, and another co-op in restructuring more than US\$1 billion of existing sale-leaseback transactions covering 850 megawatts of generating assets.



### ORRICK GLOBAL RANKINGS

#### CHAMBERS EUROPE

Ranked Orrick in the top tier for International Projects.

#### THE LEGAL 500: U.K.

Recognized Orrick in Projects, Energy and Natural Resources and recommended in Electricity, Nuclear and Renewables.

#### THE LEGAL 500: ASIA PACIFIC

Recognized Orrick's Projects and Energy practices in Hong Kong and Japan.

#### CHAMBERS GLOBAL

Ranked Orrick as a leader in Russia for Energy & Natural Resources and in the U.S. for Energy: Electricity.

### ORRICK IS ONE OF THE WORLD'S PREMIER GLOBAL LAW FIRMS

Orrick has more than 100 energy lawyers in offices worldwide, allowing us to help energy clients wherever their needs arise. All offices are staffed with lawyers fluent in local language and culture.



## Climate Change

We advise clients on state, national and international climate change matters, and continually monitor developing policies globally. In Kyoto party countries, we advise energy clients on the implementation of existing and developing national programs relating to emissions caps and trading of allowances or credits. In other countries, we counsel and assist in financing alternative energy projects to generate certified emission reductions and other tradable allowances.

Orrick recently advised an investment fund on the regulatory framework and market factors governing the valuation of certified emission reduction credits and emission reduction units under the Kyoto climate change regulatory system.

## Energy Regulatory, Licensing and Permitting

Our energy regulatory practice focuses on federal and state certification and licensing, rate regulation, and other issues arising under the jurisdiction of FERC and state public utility commissions. Our environmental and permitting practice specializes in environmental regulations affecting the energy industry, including conventional fossil fuel clients, nuclear facilities and all types of renewable energy projects.

Orrick is representing one of the world's largest oil companies in state utility commission proceedings relating to operations and rate recovery associated with a crude oil pipeline.

## Intellectual Property Protection and Licensing

Orrick's Intellectual Property Group provides comprehensive advice to alternative and renewable energy companies and other energy industry participants on matters relating to intellectual property strategy and technology disputes, including patents, trademarks, copyright, trade secrets and licensing.

Orrick advised a major U.S. concentrated solar power (CSP) project developer and equipment vendor on IP-related provisions in its form construction and engineering related contracts for the design and construction of utility-scale CSP projects.

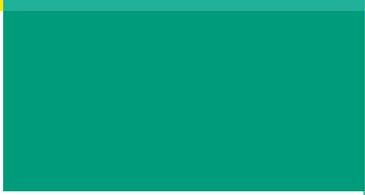
## Energy Company Insolvency and Restructuring

Orrick lawyers have represented energy clients in numerous bankruptcy and restructuring matters, including formal court proceedings, distressed assets and alternative investments, financial and structured products, and out-of-court restructurings. Our clients range from large utility companies and oil and gas suppliers, to regional transmission organizations and independent system operators.

Orrick recently defended a large electric service provider in a complex litigation involving the ability of a debtor power generator to reject electric power contracts, which resulted in a precedent-setting court decision.







## About Orrick

Orrick is an international law firm with more than 1,100 lawyers located in the major commercial centers of North America, Europe and Asia. Tracing its roots to 1863, over the years, Orrick has pursued a strategy of steady but measured growth to meet the needs of our clients for high-quality legal solutions wherever they do business. Our practices are balanced between high-stakes litigation and complex transactions, while emphasizing proactive counseling and risk management. In recognition that our clients require both quality and value, the firm has led the legal industry by combining market-leading practice capabilities with client-service innovation.

### TRANSACTIONAL

- Banking and Finance
- Capital Markets
- Compensation and Benefits
- Emerging Companies
- Energy
- Financial Markets
- Global Infrastructure
- Mergers and Acquisitions
- Outsourcing and Technology Transactions
- Public Finance
- Real Estate
- Restructuring
- Tax

### LITIGATION

- Antitrust and Competition
- Commercial Litigation
- Employment Law
- Insurance
- Intellectual Property
- International Arbitration
- Mass Torts and Product Liability
- Public Policy and Government Affairs Practice
- Securities Litigation and Regulatory Enforcement
- Supreme Court and Appellate Litigation
- White Collar Criminal Defense and Corporate Investigations

Orrick, Herrington & Sutcliffe LLP | 51 West 52nd Street | New York, NY 10019-6142 | United States | tel +1-212-506-5000  
Attorney advertising. As required by New York law, we hereby advise you that prior results do not guarantee a similar outcome.

March 2011



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