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Airfinance Journal



2009 GUIDE TO AVIATION LAWYERS

CLIENTS TELL ALL:
2009 LAW SURVEY
UP AND COMING
LAWYERS TO WATCH
FINDING THE RIGHT
AVIATION FIRM FOR YOU

BACK TO THE TRENCHES

Lawyers might have been bored towards the end of 2008 and the beginning of 2009, but since March, the airfinance market has picked up. Whether they have been spending their time working on export credit financings, which have made up the bulk of the airfinancings, or structures, such as the new Ex-Im capital markets or the United spare parts secured bond, lawyers are busy again. Airline restructurings, as well as all the merger and acquisitions activity in the aircraft leasing market, should also be keeping aviation lawyers on their toes.

It is important to receive feedback and Airfinance Journal's law survey gives law firms an opportunity to find out what their clients think about their services. With over 125 responses, clients were keen to comment on law firms' services in this year's law survey. Firms were praised for industry expertise, innovation and flexible pricing in times clients are cash strapped and are looking for creative structures to finance aircraft.

Clients also took the time to nominate and comment a number of talented young aviation lawyers from a variety of firms in Asia, Europe and the US. Fret not young lawyers, your hard work and late nights have not gone unnoticed or unappreciated.

Looking forward, with the number of aircraft leasing portfolios on the market and the price of debt coming down, the remainder of 2009 and 2010 will be a busy time for lawyers as aircraft portfolios are bought and sold and aircraft are delivered. On the policy front, the European Union Emissions Trading Scheme, which comes into effect in 2012, will create work for lawyers as they help their airline clients best position themselves for when the legislation comes into effect.

Most of all, the challenging economic conditions and cyclical aviation downturn – though hopefully subsiding – will continue to present hurdles that clients will look to their trusted legal advisors to help them solve. It will be a busy again.



Welcome on board Aviation Law Department

The Aviation Law Department of JAUSAS provides general corporate and commercial advice to players of the aviation industry, such as:

- Securing and maintaining governmental and regulatory licenses and permits
- Landing rights and slot allocation
- Aircraft purchase and sale agreements, lease agreements and engine lease and maintenance agreements
- Fuel and spare parts supply and procurement agreements
- Ground handling agreements
- Crew agreements, including related labour law aspects
- On-going monitoring and advice on new legislation

Contact: Sergi Giménez – partner

JAUSAS is a law firm whose origins date back to 1965. Since its beginning, the law firm acquired a good reputation thanks to the fact that its team of lawyers is specialised in meeting business demands.

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JAUSAS

www.jausaslegal.com

Airfinance Journal profiles the most active firms in aircraft finance

FINDING AN AVIATION FIRM

A&L GOODBODY

With clients including manufacturers, airlines and leasing companies, this firm focuses on financing, leasing, capital markets, regulatory matters, repossessions, bankruptcy, operational issues and dispute resolution. Recently A&L Goodbody has been expanding its securitization practice, advising on capital markets deals.

ALLEN & OVERY

Allen & Overy advises clients such as Gecas, Boeing and KLM. In 2008 the firm advised Australian carrier Qantas Airways on the \$750 million export credit facility to finance four A380 aircraft. The group also advises on private jet financings.

ASB LAW

This firm advises on sale/leasebacks of aircraft, engines and spare parts, as well as leasing transactions. Clients include lessors, airlines and manufacturers. ASB Law works on acquisitions and disposals of aircraft, as well as operating leases.

ASHURST

Ashurst's aviation finance team has experience in advising clients on both commercial and corporate aviation, including negotiating, documenting and executing an array of financing. The team is also able to advise on aircraft registration and security/enforcement regimes, and effect Cape Town registrations.

BAKER & MCKENZIE

Baker & McKenzie is particularly adept in both tax-based and non tax-based lease financings for aircraft. Sometimes these transactions include multiple jurisdictions and export credit agency support. The firm has represented DBS Bank in a Japanese operating lease for four 737NGs for China Southern Airlines, among many other deals.

BASCH & RAMEH

The Brazilian firm, led by Ken Basch and Carlos Rameh, is involved with many of Brazil's commercial airlines. It has worked on leasing and sale transactions for Boeing and Airbus aircraft, as well as small helicopters. Basch & Rameh has offices in Sao Paulo and Rio de Janeiro.

BERWIN LEIGHTON PAISNER

Berwin Leighton Paisner's Aviation Industry Group, is an integrated group of lawyers with knowledge in aircraft finance and general aviation related issues. Recent transactions include the \$100 million monetization of Kingfisher Airlines's predelivery positions in respect of 62 Airbus aircraft orders. BLP also recently advised Boeing in relation to a significant number of predelivery financings for a variety of airlines, in which the firm assisted the manufacturer with introducing new documentation for predelivery financings.

BIRD & BIRD

This firm has an aviation team that spans 21 offices, giving advice on specialist legal issues that arise across the whole of the aviation and aerospace sector.

BLAKE DAWSON

Blake Dawson's asset and structured finance team deals with structured, tax-effective and lease financings. The firm is particularly well known for its dominance in aircraft finance, both in Australia and throughout the Asia-Pacific region. Clients include operating lessors, arrangers and global and regional airlines. The company has acted for Qantas in securitizing operating leases for 15 A320s. It has also advised Aviation Capital Group on the Australian aspects of its global acquisition of Boullouin, which included restructuring and securing leases of six 737-800 aircraft, and on the subsequent securitization of lease receivables.

BLAKE LAPHORN TARLO LYONS

This firm represents manufacturers, lessors, banks, airlines, brokers and airport operators on issues that include: the buying and selling aircraft; financing aircraft – loan and security documentation; leasing aircraft – tax, wet, operating, finance; engine leasing; lease termination and repossession of aircraft; maintenance agreements, including power-by-the-hour arrangements and other types of manufacturer support; and airport and airline commercial agreements.

CABELL BROCK & BLACKWELL

Cabell Brock & Blackwell is a Canadian firm based in Toronto. It advises on financing, leasing and

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regulatory issues for aviation assets. The firm acted for a group of lessors in the CCAA restructuring of Air Canada. It continuously represents lessors, financiers, airlines and manufacturers.

CHAPMAN AND CUTLER

This US firm has handled aircraft financing transactions both domestic and in foreign jurisdictions for commercial aircraft as well as corporate aircraft. Transactions have included secured financings, operating leases, sale/leasebacks, warehouse facility financings, leveraged leases, synthetic leases, lease portfolio securitizations and enhanced equipment trust certificates.

CLIFFORD CHANCE

Clifford Chance has an aircraft practice that is made up of 16 partners and 70 lawyers at international locations, including London, Hong Kong, Frankfurt, New York and Tokyo. This firm has worked on transactions such as the securitization of lease receivables, capital markets financing structures, including enhanced equipment trust certificate programmes, lease and loan portfolio transfers and risk transfer programmes. It also has experience with airline insolvencies, repossessions and restructurings.

CLYDE & CO

Clyde & Co has 21 international offices, with more than 75 aviation lawyers. The team deals with all types of aviation-related work relating to finance and leasing and insolvency and restructuring, among other aviation issues.

CONDON & FORSYTH

Condon & Forsyth, a US-based firm, deals with all aspects of aircraft finance, including the manufacture, purchase, leasing, operation, maintenance, marketing and sale of aircraft and equipment. It also advises airlines on environmental issues.

CONYERS DILL & PEARMAN

Conyers Dill & Pearman has represented a number of aircraft lessors in structuring aircraft portfolio securitizations, initial public offerings, acquisition financing and warehouse facilities. Clients have included Genesis Lease, Aircastle, AerCap and Babcock & Brown. The firm has offices in Anguilla, Bermuda, British Virgin Islands, Cayman Islands, Dubai, Hong Kong, London, Moscow and Singapore.

CROWE & DUNLEVY

As well as advising on aircraft finance transactions, this Oklahoma firm represents clients on regulatory issues such as the implementation of the Cape Town Convention and Aircraft Protocol, title examinations, reviewing filings with the FAA, registry issues, and the importation and exportation of aircraft.

DEBEE GILCHRIST

DeBee Gilchrist represents clients in the US and worldwide for all issues of aircraft finance, particularly the US regional and international airlines. In particular the firm advises on regulatory issues with the FAA and registrations. It also works closely with the Aircraft Working Group for the Cape Town Convention.

DEBEVOISE

Debevoise regularly represents Aeroflot, American Airlines, Delta Air Lines, Rolls-Royce and Swiss, as well as airport terminal operators and financiers. This firm worked with American Airlines and Delta Air Lines on their aircraft finance restructurings.

DE BRAUW BLACKSTONE WESTBROEK

De Brauw has established an aviation industry practice group, which is made up of lawyers across different practice areas of the firm in order to advise on a variety of issues in the aviation industry. The firm has worked on mergers and alliances, airport privatizations, securitizations, regulatory, liability and insurance and leasing and financing.

DENTON WILDE SAPTE

Denton Wilde Sapte's airfinance practice specializes in cross-border finance leasing structures with tax-based elements (Japanese operating leases and German leveraged leases), ECA-supported financings and aircraft operating leasing. The firm's airline clients include Air Nostrum, TUI Travel, Wizzair and UTair.

DLA PIPER

DLA Piper advises on the acquisition, finance and leasing of new and used aircraft and engines using a variety of structures ranging from straight operating leases to tax and structured finance products. It represented the lender in a refinancing of six aircraft on lease to different jurisdictions using an Islamic financing structure. The firm also represented a UK airline in its fleet expansion, which involved 26 new A340-600s and -300s with engine total care arrangements. Its main offices are in London and Washington, DC, with smaller worldwide satellite offices.

FRESHFIELDS

Though this firm represents all types of clients, it is particularly known for its relationships with airlines, including AirAsia, Air Berlin, Air Deccan, China Eastern, Emirates, Garuda Indonesia, Iberia, Lufthansa, Malev Hungarian Airlines, Pakistan International Airlines, Philippine Airlines, Shanghai Airlines, Swiss and TAP Air Portugal. The group is experienced in all types of aircraft finance transactions, including leveraged leases, tax-driven

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and off-balance-sheet structures, export credit-supported financing and capital markets.

FULBRIGHT & JAWORSKI

This US firm represents clients on airline and aircraft regulatory matters before the Federal Aviation Administration, Department of Transportation, State Department and other governmental agencies. Fulbright's practice includes US and cross-border leasing, and financing of commercial and corporate aircraft. Its clients include US and foreign airlines, aircraft and engine manufacturers, operating lessors, commercial banks, investment banks, credit companies, vulture funds and US institutional equity investors.

GATES AND PARTNERS

This firm advises on aircraft sale, purchase, lease, management and finance transactions, as well as on airline operational issues, including fleet acquisition, engineering and operational management, and safety and security through Gates Aviation Consulting.

GIDE LOYRETTE NOUEL

The French firm advises on aircraft leasing, as well as aircraft acquisitions both for borrowers and lenders. The firm also has an aviation practice group that deals with aircraft accidents. Gide Loyrette Nouel has offices in Paris, London and New York.

GREENBERG TRAURIG

The team has represented US and foreign airlines for fleet-enhancement programmes, aircraft and engine financings involving a wide variety of finance structures and products, equipment leases and general commercial and operational matters specific to the airline industry. The firm also advises clients with implementing corporate strategies, including equity and debt financings, mergers, acquisitions, investments in airlines and related companies, and strategic alliances and other commercial and operational arrangements such as code-share and marketing alliances, frequent-flyer programmes, technology systems, communications services, ground-handling, interline arrangements and maintenance agreements.

HOLLAND & KNIGHT

Holland & Knight's team of lawyers work on cross-border acquisition, financing and leasing of transportation assets. Its clients include leading names among airlines, corporate jet owners, lessors, investment banks, manufacturers and government guarantors and creditors and lessors in workouts, bankruptcies and asset seizures.

The firm has particular experience in operating leases and US tax-based leveraged leases to complex foreign and US double-dip tax lease structures and

from traditional mortgage structures to Ex-Im Bank aircraft financings.

HOGAN & HARTSON

Hogan & Hartson has completed more than 200 aircraft lease transactions, during which time it has represented lessors, lessees, manufacturers and lenders. The transactions have involved a wide variety of structures, including cross-border leases (including double-dip leases originated in European countries and Japanese leveraged leases), vendor supported lease-in/lease-out arrangements, domestic leveraged leases involving aircraft and engines, sale/leasebacks, single investor leases, operating leases and wet leases. The firm also advises lenders on loans to airlines secured by aircraft, engines, spare parts and airport slots.

INCE & CO

Ince & Co has offices in Paris, London and Dubai. The firm focuses on insurance-related issues such as the loss of cargo or tax certificates. It provides services for aircraft purchase and finance, through liability, insurance and subrogation, to reputation, criminal sanctions and public affairs.

JAUSAS

This Spanish firm advises on issues including EU and Spanish regulations, contracts relating to the use and operation of aircraft, regulatory and contractual issues related to air travel. It also regularly advises clients on day-to-day matters such as securing and maintaining governmental and regulatory licenses and permits, landing rights and slot allocation, aircraft purchase and sale agreements, lease agreements and engine maintenance agreements, and engine lease agreements.

KATTEN MUCHIN ROSENMAN

Work with aircraft manufacturers forms the core of Katten's aviation practice. The practice advises on issues such as register, finance and structure, the operation of business aircraft, bankruptcies and regulatory compliance for airline joint operations and strategic alliances. Discrete but official antitrust inquiries are also focuses of the firm.

KAYE SCHOLER

Kaye Scholer's aviation practice advises on aircraft financing issues, including leasing, securitization and restructuring. Many of the transactions it advises involve either non-US investors in the US and abroad or US investors abroad.

LATHAM & WATKINS

Latham & Watkins's aircraft finance practice group has attorneys in the US, Europe and Asia in an array of US and cross-border aircraft financings, including

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sale/leasebacks, securitization, structured financings, senior and subordinated loans and leveraged and operating leases. The firm has a particularly active Tokyo office and is known for its expertise in the Japanese operating lease market.

LINKLATERS

Linklaters, with a head office in London, has a global network of attorneys who advise on aircraft acquisitions, financing, corporate and regulatory issues. Clients include Arab Banking Corporation, Citi, Deutsche Bank, Dubai Aerospace, Emirates and Swiss International Airlines.

LOGOS

This firm's primary aviation client is Icelandair, for which Logos has advised on a number of leasing transactions and the carrier's fleet-expansion programme. Other clients include Primera Travel Group and Air Atlanta Icelandic, both of which are active players in the wet-lease market.

LOVELLS

Robin Hallam heads Lovell's team of more than 25 lawyers in 10 different jurisdictions. The asset finance team assists in all aspects of aircraft finance, including aircraft leasing, new orders and aircraft deliveries.

MACIEL NORMAN & ASOCIADOS

Maciel Norman & Asociados is an Argentine firm that has worked on sales and lease agreements as well as in aircraft, engines and spare-part financing. The firm also advises on regulatory matters, such as air transport licenses and operating permits, passenger and cargo claims, litigation on these matters, governmental relations, bilateral air service negotiations, tax, customs and insurance matters, among others.

MAPLES & CALDER

The asset finance department advises on all aspects of asset finance transactions, whether effected through on-balance-sheet subsidiaries or off-balance-sheet vehicles and whether structured or operating, financing or defeasance leases. In addition, Maples & Calder advises on local aircraft registration, local mortgage registration and enforcement.

MATHESON ORMSBY PRENTICE

Matheson Ormsby Prentice advises on all aspects of leasing and financing of aircraft, aircraft engines and helicopters. The firm regularly acts as deal counsel or Irish counsel in complex cross-border aviation financings, including those supported by the European export credit agencies and the US Export-Import Bank.

MCAFFEE & TAFT

Located in Oklahoma City, near the FAA Aeronautical Centre, McAfee & Taft has clients in aircraft finance, as well as in aviation regulation. The firm also serves as an adviser to the Aviation Working Group and International Registry Advisory Board in connection with the Cape Town Convention.

MCCAN FITZGERALD

This Irish firm handles transactions involving multiple jurisdictions relating to international tax planning and large portfolios of aircraft. McCann FitzGerald acts on transactions ranging from purchases, sales, financings and leasing through to securitizations, mergers and acquisitions and joint-venture agreements involving aircraft assets.

MILBANK TWEED

Milbank represents an array of clients, including banks, manufacturers, airlines and lenders. It works on all airfinance transactions, including enhanced equipment trust certificates, securitizations, initial public offerings and aircraft portfolio purchases. The US firm has a team of 25 lawyers based in offices worldwide, including New York, Washington, DC, Los Angeles, London, Frankfurt, Munich, Tokyo, Singapore, Hong Kong and Beijing.

NORTON ROSE

More than 80 lawyers out of offices in London, Paris, Singapore, Hong Kong, Munich, Brussels and Moscow handle Norton Rose's aviation work. Routine transactions include leasing, Islamic financings, tax, litigation, insurance, competition, regulatory, licensing and corporate. The firm has advised airlines on operating leases in different jurisdictions, financing aircraft through securitizations, the privatization of airports and advising on disputes over aviation assets, insurance and insolvency.

PAUL HASTINGS

Paul Hastings has experience in all types of aircraft financing transactions, including the representation of leasing companies, banks and air carriers. The group is made up of attorneys who are also experienced in representing leasing companies, banks and other lenders in equipment leasing, project finance, acquisition financing, letters of credit and other financings. Supporting these principal team members are partners and associates who focus on tax, bankruptcy, federal regulatory, securities and litigation matters.

PILLSBURY WINTHROP SHAW PITTMAN

Much of Pillsbury Winthrop Shaw Pittman's aviation work involves the financing of new and used aircraft, engines and parts, as well as predelivery payments for new aircraft. In recent years the firm has successfully negotiated and documented Ex-Im Bank financings

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for equipment valued at more than \$2 billion. It has also worked on deals with other government-supported programmes, such as those of the Japan Ex-Im Bank, ECGD, Coface and Hermes. Pillsbury also has experience with cross-border and tax-advantaged transactions, including US leveraged leases, Japanese leveraged leases, US FSC transactions and Pickle-Dole lease structures.

PINHEIRO NETO-ADVOGADOS

This Brazilian firm has assisted in structured finance, aircraft securitizations, asset finance, sale/leasebacks, engine and spare-part transactions, tax advice, insurance matters, restructurings, repossessions and regulatory matters. The firm has advised local commercial airlines on capital market transactions and foreign airlines setting up operations in Brazil.

PINSENT MASONS

This firm has experience in all aspects of airfinance, including aircraft sales, financing and leasing. It has worked on aircraft and helicopter finance and leasing, airport infrastructure, commercial line and private jets deals.

REED SMITH

This firm has served as counsel to lessors, lessees, purchasers, financiers, export credit agencies and manufacturers, as well as trustees for those parties. Transactions have included single-investor aircraft leases, multiparty leveraged transactions, operating leases, asset value guarantee facilities, portfolio disposals, acquisitions and financings, large ECA-supported transactions and capital markets-funded structures. Key team members sit in the firm's London, Hong Kong, San Francisco and Munich offices.

ROSCHIER

Roschier's aviation services focus on advising clients on the structuring and implementation of aircraft sale/leaseback transactions and leasing transactions, including registration of title and the creation of aircraft mortgages.

SIDLEY AUSTIN

With a team in New York, London, Hong Kong and Tokyo, this firm advises on debt, lease and securitization transactions. It has worked on several restructurings in the US, including US Airways, Delta Air Lines and Northwest Airlines.

SIMMONS & SIMMONS

Simmons & Simmons has a global network of offices, and works on all types of aircraft finance transactions. It has experience in tax leasing, including Japanese operating leases, German KG leases, leveraged financings and tax structured finance products. The

firm is one of five that represent the European export credit agencies on financings of Airbus aircraft.

SMITH GAMBRELL & RUSSELL

This firm has handled leasing transactions, including tax leases. It has also worked on several restructuring and refinancings of large airlines and is experienced in dealing with public and private bond and other debt holders of airlines as well as other creditors. Smith Gambrell & Russell has represented various airlines in connection with many aircraft financings guaranteed by the Export-Import Bank, Coface, Hermes, ECGD, Sace, EDC and Proex, which are the export credit arms of the US, French, German, British, Italian, Canadian and Brazilian government respectively.

STEPHENSON HARWOOD

Stephenson Harwood advises on all types of aircraft finance and leasing out of its offices in London, Paris, Singapore and China. The firm works on financings for commercial aircraft, as well as engines and business jets. Clients include Bank of Tokyo-Mitsubishi, UFJ, Credit Suisse, Deucalion, ELF, Gecas, Aircastle, GB Airways and Jazeera Airways.

TEPE

Tepe assists in providing advice for transaction documents and negotiations. This Turkish firm advises aviation firms in local law and carries out interim and final registries by the Turkish civil aviation authority.

THOMAS EGGAR

Thomas Eggar has a wide range of clients, including airlines, support companies, such as MROs, logistics parts distributors, cargo management, in-flight caterers, training companies, leasing companies, brokers and specialist recruiters. The firm advises on acquisitions, leasing and disposal of aircraft, engines and spares. The London-based team provides project management and facilitation services for start-ups, most recently for Arik Air, the new domestic airline in Nigeria.

TROUTMAN BANDERS

The firm represents airlines, lessors and lenders in lease and loan financings for aircraft and related equipment. Besides representing several major US leasing and finance companies, the firm's principal clients in this practice area include more than a dozen US and foreign airlines.

URIA MENENDEZ

This Spanish firm, based in Madrid, provides advice on banking and securities markets law, creating and signing financial products and transactions. Its areas of particular expertise include the first

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syndicated loan, asset financing transactions, project finance and asset securitization.

VEDDER PRICE

Vedder Price has a team of 50 attorneys in the equipment finance group, representing all participants in aviation finance, including airlines, export credit agencies, lessors, banks and other financial institutions. It advises on commercial and business aviation for finance, regulatory, bankruptcy and tax matters.

WALKERS

Walkers advises on both on- and off-balance-sheet vehicles that utilize either Cayman Islands companies or trusts. The firm regularly advises on the acquisition of all types of equipment through secured loan financing and finance leasing, the sale and acquisition of lease portfolios and the transfer of leasing assets, as well as ship and yacht and aircraft registration. Typically, such offshore asset financing structures are driven by onshore tax and securities law considerations.

WHITE & CASE

White & Case represents airlines, financial institutions, lessors, manufacturers, credit support providers and industry advisers in a broad spectrum of lease and finance transactions, as well as related securities, tax, litigation, restructuring, bankruptcy and regulatory matters. The team has significant US, English and French law experience and has completed aircraft financing transactions in more than 50 jurisdictions.

XAVIER, BERNARDES, BRAGANCA

This Brazilian firm advises clients in cross-boarder aircraft financing, including tax planning, both for foreign as well as domestic aircraft. The team, with offices in São Paulo and Rio de Janeiro, provides assistance to lessors and lenders in structured finance and operating leasing transactions with Brazilian lessees involving commercial aircraft, executive jets and helicopters. The firm also has experience with registration and deregistration issues.

Who should attend

Lessors Staff with finance, technical, legal, commercial or administration roles who want to gain a greater understanding of the whole business.

Airlines managers who are involved in aircraft finance, treasury, leasing and fleet planning

Bankers, manufacturers, lawyers and consultants interested in understanding clients needs, industry risks and the mechanics of deals

Funds looking to understand opportunities in this market

Airfinance Journal Training

The leading providers of aviation finance knowledge

Operating Leasing

A two-day intensive master class

September 24th & 25th, 2009 • O'Callaghan Alexander Hotel, Dublin

Masterclass faculty includes:

John Leech, Head of Marketing, **ORIX Aviation**
Mike Skinner, Chief Executive Officer, **AMS Aircraft**
Killian Croke, Director, **KPMG**

- Gain an insight into all aspects of operating leasing and the difference functions within a lessor
- Understand what airlines want and how to negotiate with them
- Discover how to structure and price leases
- Learn about key legal, tax, finance and technical issues and how to mitigate risks.

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Four
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