Finance

Uría Menéndez
Introduction

Uría Menéndez is an independent law firm that was founded in Madrid in 1946 by Professor Rodrigo Uría González. We currently have seventeen offices in Spain, Portugal, where we operate as Uría Menéndez - Proença de Carvalho, and major cities in Europe, the Americas and Asia. We advise on Spanish, Portuguese and EU law in business-related matters and assist our clients in their international transactions through our network of offices and our close links with prestigious law firms around the world.

After almost two decades in Latin America, we have further strengthened our ties to the region with the creation of the first major Ibero-American law firm Philippi, Prietocarrizosa, Ferrero DU & Uría (PPU). PPU was set up in January 2015 following the merger of Philippi (Chile) and Prietocarrizosa (Colombia) and grew in January 2016 with the incorporation of the Peruvian law firms Ferrero Abogados and Delmar Ugarte. PPU now has more than 350 lawyers and offices in Chile (Santiago), Colombia (Bogotá and Barranquilla) and Peru (Lima).

“We are one of the most prestigious law firms in Continental Europe and have adhered at all times to our core principles: rigorous analysis of the law, professional services of the highest quality and long-lasting relationships with clients, capacity for innovation and honesty, decency and strict compliance with high ethical and professional standards; in a nutshell, we strive to excel at all levels.”

Rodrigo Uría Meruendano
The firm advises on all areas of business law. The Finance Practice Area is comprised of thirteen partners and more than fifty associates. The area is present in all offices of Uría Menéndez in Spain and Portugal and works closely with the London and New York offices.

The Finance Area focuses on syndicated finance, structured finance, restructurings, project finance, asset finance, acquisition finance and securitisations. Additionally, the area frequently provides advice on regulatory financial matters.

The Capital Markets Area provides legal advice on other aspects of commercial law, such as flotations and other public offerings.

“Uría Menéndez maintains its position as an all-round top firm with an exceptional reputation.”

IFLR 1000
Finance Practice Area

1. CORPORATE LENDING
Uría Menéndez frequently advises banks, other financial institutions and borrowers on financing transactions giving the firm a competitive advantage through its insight into the different interests at stake in the negotiation of such transactions. The firm is particularly prominent in specially complex or innovative transactions.

Our advice spans from the structuring stages of a loan financing (mandate letters and term sheets) to the preparation, negotiation, and closing of bank loans, whether bilateral or syndicated. Uría Menéndez has considerable experience in structured finance involving different layers of debt (senior, mezzanine, second lien, subordinated and participative), and in the regulation of intercreditor agreements.

Advice on cross-border financings has significantly increased over the past few years. An increasing number of deals whose only Spanish component is the arranging bank or the industrial sponsor are subject to Spanish law. This is particularly the case of projects financed in Latin America and Europe. In addition, the firm regularly provides advice on the Spanish and Portuguese aspects of financing transactions subject to foreign law, as well as on the structuring of security packages.

We offer our clients broad experience in finding practical solutions to the most frequent problems, such as the possible tax consequences of a transaction or the insolvency risk.

Selected examples of our recent experience on financing and corporate lending are set out below.

We have advised:

• one of the largest customer service groups in Spain on the €1,700 million refinancing resulting from a takeover bid;
• an industrial company on its €1,225 million financing;
• a private equity on the €2,700 million refinancing of one of its portfolio companies from a Spanish and Portuguese law perspective.

“The level of the service, expertise and experience of Uría has always been outstanding on all fronts.”

IFLR 1000
2. PROJECT FINANCE

Owing to its deep-rooted knowledge of the financial and energy sectors, Uría Menéndez is the market leader in non-recourse and limited-recourse financing of power facilities, LNG regasification plants, large wind-farm projects, solar projects and, generally, all sorts of other energy infrastructure projects. Our practice is not limited solely to matters in the Iberian Peninsula, as the firm has been involved in numerous financing deals throughout the rest of Europe and Latin America.

Our project finance experience extends to public infrastructure (national and cross-border), including highways, railroads, ports, dams, purification plants, water channelling, and large development projects.

Our clientele in these projects is as varied as the projects themselves, and includes developers and financiers, as well as monoline insurers and rating agencies.

Uría Menéndez consistently tops the Spanish rankings in energy and non-recourse and limited-recourse financings.

Selected examples of our recent experience on project finance are set out below.

Uría Menéndez has advised:

- a consortium on the tender and €1,000 million financing for the construction of certain infrastructures in Cataluña, Spain;
- one of the largest solar energy project groups in Spain on the €862 million financing for the construction and operation of its portfolio of photovoltaic plants in Spain;
- a syndicate of banks on the €120 million financing for the construction of eleven wind farms in the Autonomous Region of Valencia, Spain, with a total installed capacity of 222 MW.

“*The team is fast and responsive. Its advice is always to the point, rigorous and can be boiled down to make it easier for non-lawyers to understand.*”

Chambers Europe
3. ASSET FINANCE

Asset finance transactions often require the combination of expertise in three different areas that only a firm with resources similar to those that Uría Menéndez can offer:

- proven experience in financing deals and the negotiation of financing agreements;
- thorough knowledge of the type of assets to be financed and the sector in which they are to be used; and
- tax advice of the highest calibre.

Lawyers from various areas within the firm frequently work together in order to offer clients the highest level of service in these transactions.

In particular, Uría Menéndez has proven experience in the financing of ships and aircrafts, taking part in the design and implementation of diverse financing structures which are now standard in the maritime, aerospace, and railroad sectors (including syndicated loans, tax leases, tonnage tax, finance leases, leveraged acquisitions and marine mortgages, amongst others). This experience has established the firm as the authority on these subjects in Spain.

Equally significant is the firm’s experience in real estate finance as a pioneer in Spanish practice in, for example, innovative financing structures such as forward purchase and forward funding project financing and sale and leaseback transactions. Uría Menéndez also has considerable experience in property finance transactions.

Selected examples of our recent experience on asset financing are set out below.

Uría Menéndez has advised:

- a financial institution on the €98 million financing of a sale and leaseback of certain real estate assets from an important logistics group;
- a bank consortium on the €175 million mortgage-backed financing for a shopping centre in Barcelona;
- a shipping company on the €117 million tax lease financing for the acquisition of two vessels;
- a financial institution on the €278 million tax lease financing for the acquisition of a vessel by a shipping group.
4. ACQUISITION FINANCE

The firm has for many years taken part in acquisition financing transactions in the different forms developed by the Spanish and Portuguese markets (LBOs and MBOs, among other). Recently, the volume of these transactions has significantly increased, as has their complexity in the context of competitive tenders or auctions among several industrial and financial players, as well as in the context of takeover bids.

Our clients also require us to make available teams of lawyers of diverse specialties to cover the range of legal issues that arise on the acquisition of a company or a business within the limited timeframes imposed by such transactions. Uría Menéndez’s reputation as a leading firm in M&A transactions guarantees its clients the ability to rely on lawyers who are up-to-speed with the most current market practices and the most advanced solutions to the problems that arise in acquisition financing.

Selected examples of our recent experience on financing and corporate lending are set out below.

Uría Menéndez has advised:

- several funds on the €320 million financing for the acquisition of a 20% stake in a leading company in the storage, transportation and distribution of oil products market;
- a car rental business on the €260 million financing for the acquisition of a competitor company;
- the leading Spanish media groups on the €4,230 million financing to fund the takeover bid for one of its affiliated companies;
- a bank syndicate on the €575 million financing to fund a takeover bid for a Spanish-based multinational construction and civil engineering company.

“An Iberian firm with an impressive track record in structured finance transactions, debt restructurings and securitisations.”

Chambers Europe
5. SECURITISATION

Uría Menéndez has been at the forefront of the design and development of securitisations in Spain and of other non-recourse structured financing transactions based on cash flows, income, or the value of assets or underlying businesses.

In 1991, the firm advised one of the principal Spanish banks on the first securitisation carried out in Spain and Portugal. The firm’s experience strongly influenced the drafting of the first statute on the subject, Law 19/1992, dated 7 July, on property investment firms and funds and mortgage securitisation funds. Since then, Uría Menéndez has taken part in several other securitisation transactions for banks, savings banks and industrial and commercial companies involving a diverse range of assets including personal loans, loans granted in connection with the rental of vehicle fleets, and other commercial loans as well as in innovative transactions such as the assignment of set-off rights arising from recognition of the rate deficit affecting the electrical sector in 2000-2002.

The securitisations have been structured both in Spain and internationally.

Our diverse securitisation clients include originators, monoline insurers, management firms, guarantors, and rating agencies, as well as investment banks and other financial institutions.

Uría Menéndez is among the firms with greatest experience in issues of securities by Mortgage Securitisation Funds and Asset Securitisation Funds in the Spanish market, in both public (listed on the Spanish AIF market) and private transactions. For example, the firm took part in more than fifteen issues in 2005, including in the guaranteed issue and the legal structuring of the first open-ended asset securitisation fund devised for the subsequent issue of structured covered bonds by a major multilateral fund.

Selected examples of our recent experience on securitisations are set out below.

Uría Menéndez has advised:

• a lead underwriter and originator (one of the largest saving banks in Spain) on a €600 million securitisation;
• a lead underwriter and originator (the Spanish subsidiary of a leading UK financial credit group) on a €1,300 million securitisation;
• a lead underwriter and originator (a financial credit group), on a €320 million securitisation.
6. RESTRUCTURING

Uría Menéndez is a leading firm on debt restructuring and refinancing, advising both borrowers and lenders. This insight into the different interests at stake in the negotiation of these transactions gives the firm a competitive advantage.

Our advice spans from the structuring stages of loan financing (mandate letters and term sheets) to the preparation, negotiation, and closing of restructuring or refinancing documents.

Some of the most significant cases in which the Financing Area has been involved are provided below. Among others, we have advised:

• a leading media and communications group on its €5,000 million debt restructuring;
• a syndicate of more than 50 banks on the €4,500 million debt restructuring of a Spanish group in the construction sector;
• a bank consortium on the €3,100 million debt restructuring of a leading real estate group;
• a bank consortium on the €2,800 million restructuring of a Spanish leading group whose main activity is the manufacture of long steel products;
• a bank consortium on the €1,700 million restructuring of a Spanish group in the construction sector;
• a leading real estate group on its €800 million debt refinancing.

The firm is currently involved in several confidential restructurings and refinancings.

“Uniformly excellent in terms of quality and strength, both at partner and associate level, the team at Uría Menéndez has a strong following among the largest domestic banks and corporates, and has been active in refinancing and restructuring deals.”

The Legal 500
7. FINANCIAL REGULATORY ISSUES
Knowledge of the regulations governing creditors in financing transactions is an indispensable aid to the finance practice at Uría Menéndez. Such knowledge spans both the creditor’s own regulatory regime and the implications that the transactions that they handle on a daily basis have on their regulatory obligations.

In addition to mergers and acquisitions the firm has advised, and continues to advise, on the establishment of subsidiaries, branches, and representative offices for financial and credit institutions, as well as on compliance with reporting obligations and other requirements imposed by national regulators (such as rules of conduct and anti-money laundering procedures among other) and disciplinary proceedings. It also advises on the launch and marketing of new products (like distance marketing of financial services), securities offerings (shares, bonds, preference shares) and financial instruments.

Of particular relevance to our financing practice is our proven experience in the regulation, structuring, and negotiation of derivative products, with both financial and non-financial underlying assets. Uría Menéndez has supplied some of the legal opinions required for the international recognition of the possibility of set-off of financial derivatives, and certain of the firm’s lawyers are among the most recognized specialists in the Spanish and Portuguese legal communities.

“We chose the firm for its high-quality advice, understanding of the legislation, creativity and ability to handle complex matters.”
Chambers Europe