

Contact Person:

Name: Oladotun Alokolaro
Tel: +234 1 2714042, 4531004, 4547932
E-mail: ola.alokolaro@advocaat-law.com
Web: www.advocaat-law.com

REPRESENTATIVE WORK HIGHLIGHTS

ENERGY AND NATURAL RESOURCES

OIL & GAS TRANSACTIONS

Client: Range Oil & Gas Development Limited

Project Description: The Firm advised its client, Range Oil & Gas Development Limited, as well as its consortium partners, Greenacres Energy Limited, The Anutac Investment International Limited and Green Oaks Limited with respect to their bid for the acquisition of 55% equity interest in Shell Development Company's 45% interest in OMLs 25 and 29 located in the Niger Delta region of Nigeria.

Client: Seplat Petroleum Development Company Limited

Project Description: The Firm is retained as external legal advisers of the Client, one of the largest indigenous independent oil and gas exploration and production company in Nigeria. Recently, members of our Energy and Natural Resources group advised on the Joint Account Operating Agreement to be utilised by the Client for its proposed joint bids for the acquisition of oil & gas assets in the country. We have also recently advised the Client on the Disputed Amounts Account Agreement utilised in its gas sale and purchase relationship with Geregu Power Plc and the Gas Aggregation Company of Nigeria.

Project Client: Delta Upstream Services Limited

Project Description: The Client is an oil & gas servicing company providing offshore oil drilling services to International Oil Companies (IOCs). The Firm is currently reviewing, negotiating and advising the client on the terms of its proposed offshore drilling services contract to be entered into with an IOC.

Project Client: Maco Offshore Construction and Engineering Company

Project Description: the Firm has been engaged to act as external counsel to the Client, an indigenous oil & gas servicing company. The members of the energy and natural resources team advised the company in respect to the acquisition of 40% equity in the Client by foreign oil & gas services company in exchange for the equivalent ownership in an offshore oil rig owned by the foreign company.

Project Client: Albrightwaves Petroleum Development Limited

Project Description: the firm is advising its Client on the terms of a Gas Sales and Purchase Agreement (GSPA) to be entered by and between the Client and another indigenous oil and gas company on one side with an international commodities company interested in developing a floating Small Liquefaction

Project (near shore) in Nigeria to produce approximately 1.0 mtpa of Liquefied Natural Gas. Under the terms of the GSPA, the Client shall be responsible for providing the feed gas required for the project. The firm has reviewed and advised the Client on the letter of intent as well as the indicative term sheets with respect to the projects and shall continue to assist the Client until conclusion.

Project Client: Pan Ocean Oil Corporation Limited

Project Description: We are currently providing legal advisory services to Pan Ocean Oil Corporation, an indigenous oil exploration and production company, on its contractual agreements with service providers. The Scope of services being provided to the client include the review and redrafting of all existing templates for agreements between the client and its service providers, including but not limited to drilling contracts, service level agreements, seismic acquisition agreements, well casing/cementing agreements, site preparation agreement and crude handling/transport agreement.

Project Client: Range Mercantile Limited

Project Description: the Firm is advising Range Mercantile Limited and its partner Aura Integrated Energy Limited on their proposed joint investment in an international oil & gas services company specialising in the coating of onshore and offshore pipelines.

Project Client: H Oil Petroleum Products Limited

Project Description: We are retained counsel to H Oil Petroleum Products Limited ("H Oil), the subsidiary of an international oil trading company interested in participating in the downstream sector of the Nigerian Oil & Gas Industry. We are currently advising H Oil on its proposal to supply petroleum on a swap basis to the downstream sector in Nigeria.

Project Client: Hamlet Energy Resources Limited

Project Description: The firm is currently advising Hamlet Energy Resources Limited, a UK based oil & Gas Company interested in the acquisition of 30% participatory interest in a PSC asset currently owned by an indigenous oil producing company. The Firm's specific roles relate to the negotiations between the farmee and farmor, the negotiation and review of the sale and purchase agreement and the assignment.

Project Client: Sands Exploration and Production Limited

Project Description: The firm acts as local counsel to Sands Exploration and Production Limited and provided advice to the client with respect to its potential acquisition of participatory interests in OMLs 60 and 63 currently owned by ConocoPhillips plus related facilities and infrastructures located onshore the Niger Delta. The crux of the advice provided centred on the provisions of the proposed Petroleum Industry Bill and its possible effects on the mergers and acquisitions of oil & gas companies and/or assets.

Project Client: CCC Energy Nigeria Limited

Project Description: Advocaat Law Practice acts as retained local counsel to CCC Energy Limited, a subsidiary of Consolidated Contractors Groups S.A.L. The firm is currently representing CCC Energy Nigeria Limited in the divestment of its 30% participating interest in OPL 276 to Newcross Petroleum Nigeria Limited, an indigenous oil company.

Project Client: CCC Oil & Gas Nigeria Limited

Project Description: We act as local counsel to CCC Oil & Gas Limited, a subsidiary of Consolidated Contractors Groups S.A.L. The firm represented CCC Oil & Gas Nigeria Limited as a member of the Centrica, CCC consortium that acquired OPL 283 in the 2006 Nigerian Licensing round. We recently represented the company in the divestment of its 30% participating interest to Newcross Petroleum Nigeria Limited, an indigenous oil company.

Project Client: Noreast Petroleum Nigeria Limited

Project Description: We are legal advisers to Noreast Petroleum Nigeria Limited (“Noreast”) the operator of OPL 215 deep offshore the Federal Republic of Nigeria. ALP is currently advising Noreast on contractual arrangements with its technical partner, Total Upstream Nigeria Limited. We are also member of the team of legal advisers representing Noreast in its ongoing arbitration proceedings at the International Chambers of Commerce in respect to the dispute with its technical partner.

Project Client: Federal Government of Nigeria

Project Description: The firm advised the Federal Government of Nigeria with respect to the Downstream Gas Bill - Responsibilities included reviewing the existing legal and regulatory framework for the gas, research and comparative analysis of the laws of other jurisdictions with mature gas legislation, drafting, co-ordinating deliverables, arranging and attending discussion meetings and workshops.

Project Client: VP Energy Limited

Project Description: The firm represented VP Energy Limited, a subsidiary of Vogel Peak Energy LLC and a member of the VP Energy, Ager and Petrolog consortia that acquired OPLs 917 and 907 under the 2006 Nigerian Licensing round.

Project Client: Sterling Global Oil Resources Limited

Project Description: The firm represented Sterling Global Oil Resources Limited, a subsidiary of Sterling Oil Resources LLC, USA and member of the Sterling Global Oil resources, Domon Oil Services and Primetime International Energy Services Consortia that acquired OPL 277 under the 2006 Nigerian Licensing round. The transaction, in addition to the exploration and development of OPL 277, involves the construction of a 40MW independent power plant on a Build Own Operate (BOO) basis.

Project Client: Yinka Folawiyo Petroleum Company Limited

Project Description: Our lawyers were members of the legal team that advised Yinka Folawiyo Petroleum Company Limited, a major indigenous oil Exploration and Production Company, on the farm-in arrangement on one of its oil blocks (by a consortium of international oil and gas companies).

Project Client: Emerald Energy Resources Limited

Project Description: Our lawyers were members of the team that represented Emerald Energy Resources Limited, operators of OPL 229 with respect to its negotiations on the Joint Operating Agreement for the acreage.

POWER TRANSACTIONS

Project Client: Omotosho Electric Energy Company Limited & Sepco – Pacific Energy Partners Limited.

Project Description: The Firm advised the two distinct pre-qualified bidders with respect to the compilation and submission of their proposed bids for the acquisition of two separate Federal Government/NIPP owned power plants located in the south west region of Nigeria. In providing its legal services to the Clients, members of the Firm reviewed and advised the Clients on the draft power project agreements to be entered into by the Clients if and when their bids were successful. Such draft agreements included but were not limited to Gas Sale and Aggregation Agreement, Gas Transportation Agreement, Grid Connection Agreement, Power Purchase Agreements, and Ancillary Services Agreements.

Project Client: Cummins Power Generation Nigeria Limited (CPGNL)

Project Description: The firm is engaged as an external counsel to CPGNL, an indigenous power generation company and subsidiary of Cummins Cogeneration Limited, and is currently advising the client on its acquisition of another local power generation company as well as on other corporate actions arising from its acquisition.

Project Client:

Project Description: The Firm recently advised a leading dairy manufacturing company on its electrical power purchase contract with a private power generating company. Services provided to the client include the negotiation and review of the electrical power sales and purchase agreement between both parties.

Project Client:

Project Description: The firm advised a leading tobacco manufacturing company on its proposed Independent Power Plant (IPP). Our scope of advice includes the ongoing reforms in the Nigerian Electricity Supply Industry as well as on the regulatory framework for the establishment of IPPs. We are advising the client on the required licences and permits, fiscal incentives and the contractual matrix for the IPP.

Project Client:

Project Description: We are retained counsel to OSH Power West Africa Limited, an indigenous IPP investing in the power industry across Nigeria and West Africa. The firm is currently advising the company on its proposed joint venture with an international power producing company for the purposes of setting up, running and maintaining power barges in and around Lagos State, Nigeria. Our advice to the client centres on the required consents, licences and permits to be obtained, the proposed joint venture structure between both companies and the proposed financing structure to be adopted for the project.

Project Client: Cummins Cogeneration Limited

Project Description: The firm acting as local counsel in conjunction with Wragge & Co advised a leading US generating company in respect of its acquisition of majority shareholding in a licensed indigenous power generating company in Nigeria. Our scope of services included conducting comprehensive due diligence on the target company, providing a legal opinion on the target company's existing contracts and reviewing the share sale and purchase agreement for the proposed transaction.

Project Client: Exxon Mobil

Project Description: Lawyers within the firm were part of the legal team that proffered preliminary advice to ExxonMobil on its then proposed a 350 Mega Watts thermal independent power plant in Bonny, Nigeria. The role involved advising the client on various legal issues such as applicable tax regime for the project, sovereign guarantees and the effect of the impending deregulation and restructuring of the Nigerian Electricity Industry on the project.

Project Client: Bureau of Public Enterprise

Project Description: Lawyers within the firm formed part of a consortium of advisers that advised the Bureau of Public Enterprises ("BPE") on the blue print for the unbundling of the electricity sector in Nigeria and the state owned utility company NEPA. Their roles included reviewing the existing legal and regulatory framework and advise on the creation of a new independent regulatory body. In addition, the consortium advised on the unbundling of the electricity sector and prepared all the necessary documentation required for the formation of the new successor entities: Power Generation Companies, Transmission Company and Distribution companies for the new electric supply industry.

Project Client: Cummins Cogeneration Limited

Project Description: We have provided legal advice to Cummins Cogeneration Ltd, a worldwide leader in the production of power generating plants, in respect of its acquisition of a controlling stake in an indigenous power generating company in Nigeria. Currently, we are negotiating the terms of share sale and purchase agreement and providing other legal advisory services to the company.

Project Client: ABB, Chevron, IPCO and Stewart & Stevenson

Project Description: The firm advised the consortium of ABB, Chevron, IPCO and Stewart & Stevenson on its proposed construction of a USD\$700 million Abuja Power Plant and 423Km transmission lines project.

MINING TRANSACTIONS

Project Client: Espro Asphalt Production Company Limited

Project Description: The Firms advised a client, Espro Asphalt Production Company Limited, a JV Company consisting of ETS Eser Contracting & Industry Co Inc of the Republic of Turkey and Project Niche Nigeria Limited, on its Asphalt operations in Osun State in Nigeria.

Project Client: Central Gold Asia Limited

Project Description: We advised Central Gold Asia Limited on its acquisition of Participating Interest in a gold mining asset. Advised centered on corporate governance issues; conducting an extensive due diligence on legal, regulatory and country-entry risk issues; as well as preparing and reviewing relevant transaction documentation.

Project Client: Fortuna Bitumen Mining International Limited

Project Description: the firm advised the client on its proposed bid for bitumen blocks in the Federal Republic of Nigeria. We also advised the client on the legal and regulatory regime of both the solid minerals sector and the oil and gas sector.

Project Client: Federal Government of Nigeria:

Project Description: Lawyers in the firm formed part of the team of lawyers that advised the Federal Government of Nigeria on and reviewed the Minerals and Mining Act (2007) - Responsibilities included reviewing the existing legal and regulatory framework for the mining sector, research and comparative analysis of the laws of other jurisdictions with mature gas legislation, drafting.