



# Andrew L. Odell

## Partner

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Andrew L. Odell's focuses his practice on international corporate and financial matters with particular emphasis on the firm's Brazilian, European and Asian corporate and financial institution clients. He has advised both U.S. and non-U.S. clients on their business and investment activities in and outside the United States including with respect to international financings, mergers and acquisitions, international tax planning, fund formations and litigations.

Mr. Odell has also advised various foreign governments (including Abu Dhabi, Australia, Belgium, Brunei, Hong Kong, India, Malaysia, Singapore, Tanzania, Thailand, Venezuela and Zambia) in a broad variety of legal matters involving real estate (including zoning), the U.S. Foreign Agents Registration Act, litigation and diplomatic/foreign sovereign immunity and diplomatic tax exemption.

## Education

- St. John's University School of Law (J.D.)
- Syracuse University (A.B.)

# Bar Admissions

- New York
- U.S. District Court for the Southern District of New York
- U.S. District Court for the Eastern District of New York
- U.S. Court of Appeals for the Second Circuit

## Representative Matters

- Represented a Bolivian pharmaceutical supplier in negotiating the release of millions of dollars of PPE that was wrongfully detained by a freight forwarder alleging that a “documentation issue” existed with the cargo by relying upon a misapprehension of 15 C.F.R. §758.5 and other U.S. Custom laws governing the exportation of goods through the U.S.; negotiated an expedited release of the goods without the need for judicial intervention, to the great satisfaction of the client.
- Represented Bank Negara Indonesia in a borrowing in which Bank of America acted as lender.
- Represented one of Brazil’s largest asset management companies in connection with forming a tax efficient structure for Brazilian investors to invest in the \$140,000,000 acquisition of a corporate office park in Redmond, Washington, preparing offering documents and negotiating a joint venture agreement with the sponsor of the acquisition.
- Represented one of Brazil’s largest asset managers in connection with forming a tax efficient structure for Brazilian investors to invest in the \$85 million acquisition of a Class A office building in Los Gatos, California occupied by Netflix, preparing offering documents and negotiating a joint venture agreement with the sponsor of the acquisition
- Represented the Republic of Singapore in the sale of its former United Nations Mission and Consulate-General building in Midtown East for \$22 million.
- Represented Bank Negara Indonesia in closing a \$40 million term loan financing from a top 5 U.S. money center bank.
- Represented the Royal Thai Government in an acquisition of a commercial building in Manhattan for use as Thailand's UN mission.
- Represented a public offshore contract drilling services client in connection with a US\$1.5 billion short-term commercial paper program under Section 4(a)(2) of the Securities Act of 1933.
- Represented Bank Rakyat Indonesia in a secured \$80 million term loan and revolver to a global Indonesian company in the wood and pulp business for the purpose of constructing a tissue paper factory in Maine and working capital.
- Represented Banco do Estado do Rio Grande do Sul, S.A. in closing a syndicated \$30 million secured Export Prepayment Credit Agreement.

- Closed on behalf of Banco do Estado do Rio Grande do Sul S.A., Cayman Islands Branch, as borrower, a \$150 million secured credit facility provided by Credit Suisse Brazil (Bahamas) Limited.
- Obtained approval from the Federal Reserve Board and the Office of the Comptroller of the Currency for Banco do Estado do Rio Grande do Sul, S.A. to open a branch in Miami.
- Closed on behalf of the Government of Tanzania the purchase of an office building located in Manhattan to serve as its UN mission.
- Closed on behalf of the Republic of Singapore the purchase of a commercial building in Manhattan to serve as its United Nations Mission.
- Represented Bank Rakyat Indonesia in privatization financings of steel plants in Trinidad and Tobago and Mexico acquired by Arcelor Mittal/Caribbean Ispat and Arcelor Mittal/Ispat Mexicana, respectively.
- Represented international Asian bank in acquisition financing of Chloride Group Plc. by Indonesian Group.
- Represented Danish bank in connection with equipment-leasing transactions.
- Advised Brazilian group in restructuring of auto and truck parts-manufacturing business through U.S. trusts.
- Represented international Asian bank in various financings in connection with Van Camp Seafood/Chicken of the Sea.
- Advised Brazilian client in connection with Alcoa Inc.'s sale of wheel-manufacturing plants in the U.S., Canada and Venezuela.
- Advised various Brazilian family offices on US real estate investments, tax investment structures and pre-immigration planning.
- Advised U.S. investor in structuring private equity fund for investment in Brazilian portfolio companies.
- Represented European, Asian and Brazilian financial institutions in secured financings in various countries including the U.S., Germany, Malaysia, Indonesia, Mexico, Portugal, Trinidad and Tobago.
- Represented Dutch private equity group in the formation of Cayman private equity funds and in acquisitions and dispositions of portfolio investments in the U.S. and Europe.
- Represented European airline in commercial matters, litigations and antitrust, employment and immigration matters.
- Represented Spanish group in asset-dispositions and liquidation of U.S. retail operations.

## Publications & Honors

- Co-author, "IRS Proposes New U.S. Tax Reporting by Foreign-Owned U.S. Limited Liability Companies," Duane Morris Alert, May 18, 2016
- Contributing Author, "Leases with Foreign Sovereigns and International Organizations," (Chapter 19, Commercial Leasing Handbook) New York State Bar Association original publication, 2002, revised edition February 2011, third edition July 2017
- Contributing Author, "Vietnam in a Nutshell: An Historical, Political and Commercial Overview," International Law Practicum, Autumn 2008

- "Foreign Intrigue: Deciphering Sovereign Immunity," New York Law Journal, July 9, 2000
- "Decoding Immunities of International Organizations," New York Law Journal, October 2000
- "Enforcing Reciprocity in U.S. Diplomatic Relations: Foreign Missions Act of 1982," New York University Journal of International Law and Politics, Summer 1985
- "Foreign Governments as Tenants," New York State Bar Journal, January 1984
- "City's Diplomatic Community and Immunity from Process," New York Law Journal, April 12, 1983

## Memberships

- American Foreign Law Association: Member; past President
- American Indonesian Chamber of Commerce: Vice-Chairman; Director
- Brazilian American Chamber of Commerce: Member
- Hong Kong Association of New York: Director; past Chairman

## Practice Areas

- Corporate and Securities
- Corporate Law