

Commodities & Logistics

Jones Walker actively represents clients engaged in the purchase, marketing, sale, consumption, transportation, storage, and handling of commodities and other goods, both in the United States and abroad. We represent consumers, brokers, importers, exporters, transportation companies, terminals, warehousemen, forwarders, sellers and others who are involved in the sale, transportation, and handling of goods. Our attorneys negotiate or prepare single-service contracts, such as transportation-only contracts or sales contracts, and multiple-service contracts—for example, combining transportation, terminaling, and storage. Our attorneys are familiar with Uniform Commercial Code (UCC) and Incoterms commercial terms, payment devices, such as letters of credit; the use of price escalators; the allocation of risk; environmental and safety issues; and the potential direct and indirect tax consequences triggered by domestic and international marketing, sales, consumption, transportation, and other related activities. Our attorneys work on spot transactions and long term relationships. We frequently prepare Master Service Agreements and suites of standard form agreements for our clients.

Exploration, Mining & Production

Jones Walker represents exploration and production companies, including hard-rock mining companies and producers of hydrocarbons in the exploration for and production of minerals and hydrocarbons. Our representations involve mining patents, leases, exploration and development joint ventures, drilling and harvesting contracts, operating agreements, AMI agreements, contracts with service providers, and regulatory issues relating to the extraction of minerals and hydrocarbons. When a mine or well is located in a remote area, particularly in lesser-developed countries, our representation often involves contracts relating to the development of infrastructure to support exploration and development activities, such as power, port, and electric transmission facilities, in addition to the mining, drilling, gathering, storage, and milling facilities needed to produce a commodity.

Manufacturing

Our attorneys represent manufacturing companies in the manufacturing of commodities, such as chemicals, including contracts relating to the supply

of feedstock materials; the sale of output; the disposition and offtake of byproducts; the construction of, or additions to, facilities; intellectual property protection; joint venture relationships; and right-of-way arrangements when facilities on the same site are owned by different parties. Our attorneys also handle environmental, safety, intellectual property, and antitrust issues for these clients.

Processing, Refining & Milling

Jones Walker represents both commodity owners and plant owners in connection with the throughput of liquid, solid, and gaseous commodities for refining, fractionation, solidification, liquefaction, separation, or other processing, including oil, gas, coal, copper, gold, sulphur, and timber. Our attorneys handle contracts and issues relating to the throughput, storage, handling, and transportation of commodities, including where the title to the throughput is or is not transferred to the processor; the construction of, or addition to, processing facilities; and the sale of the products and byproducts from the processing process.

Transportation

Jones Walker regularly represents both the owners and the transportation companies in preparing and negotiating transportation contracts. We are familiar with the loading, insurance, tax, customs, measurement, trans-shipment and interim storage issues involved with the various modes of transportation.

Railcars

Jones Walker has experience with operating and capital leases; railcar transportation contracts, from both the car owner and the commodity owner's perspectives; and transactions involving the acquisition and disposition of railcars. Our attorneys are experienced in handling matters involving the Association of American Railroads, including the transfer of railcar marks, and with the Surface Transportation Board, including the filing and release of liens.

Vessels

Jones Walker's marine transportation practice is one of the most substantial in the United States, with nearly 25 attorneys dedicated exclusively to marine transportation and multimodal issues. Areas in which Jones Walker has extensive experience include:

- Acquisitions, dispositions, and new construction of vessels
- Bareboat, time, and other voyage arrangements
- Collisions and maritime property damage claims
- COSGA and Harter Act issues
- Customs
- Defense of Jones Act claims
- Federal Maritime Commission matters
- Marine insurance
- Marine transportation and affreightment contracts and bills of lading
- Maritime doctrines such as general average, particular average, salvage, and limitation of liability
- Maritime lien enforcement
- Pollution and other environmental issues
- Shipping joint ventures
- Tariffs
- Vessel financing, including Title XI transactions
- Vessel registration and regulation world-wide, including U.S. and foreign flagging and citizenship requirements
- Vessel seizure and foreclosure

Jones Walker serves as primary outside general counsel for numerous marine transportation companies, shippers and consignees, including several publicly traded companies, and we regularly handle vessel-related matters all over the world. Our New Orleans and Washington D.C. offices maintain an excellent, ongoing relationship with the U.S. Coast Guard, the National Vessel Documentation Center, the Maritime Administration, and the U.S. Customs Service, as well as with members of Congress and executive branch personnel responsible for handling maritime issues.

Trucks

Jones Walker attorneys represent commodity owners and transportation companies actively engaged in transporting various types of goods in intrastate and interstate commerce by truck. In addition, we have represented commercial trucking companies, moving companies, and corporate and individual vehicle owners in vehicle acquisitions and dispositions; truck transportation contracts, both on behalf of the owner and the transporter; vehicle financings; regulatory compliance; and other matters.

Pipelines

Jones Walker represents commodity owners, pipeline owners and landowners in connection with building, buying, selling and transporting products through intra-state and inter-state pipelines, and Jones Walker is familiar with the related regulatory, commercial, environmental and legal issues.

Terminaling, Handling & Storage

Jones Walker represents terminal owners, transportation companies, warehouses, and commodity owners in connection with the handling of goods at terminals, the transportation of goods to and from terminals, the loading and unloading of goods at terminals, and the storage of goods at and around terminals. Our attorneys are familiar with risk of loss, title, environmental, health and safety, maritime, lien, indemnity, and other issues, as well as with issues relating to weighing, shrinkage, commingling of goods with different owners, and an understanding of standard terminal procedures.

Purchase & Sale Contracts

Jones Walker represents buyers, sellers, and brokers in connection with the purchase and sale of goods, and is familiar with the general legal and commercial issues that arise from such transactions. Our attorneys are familiar with Universal Commercial Code (UCC) and Incoterms, the interplay between state and federal law and the Convention on the International Sale of Goods (CISG), long-term contracts with index-based pricing, master sales agreements designed to accommodate multiple sales over time, the process of inspection and rejection of goods, the negotiation and exercise of rights under

force majeure provisions, and other similar issues in connection with the sale and purchase of goods.

International

Many of the transactions on which we work involve one or more international locations as an origin, through point, or destination of the goods. We are familiar with issues pertaining to international commercial transactions, such as structuring transactions to minimize worldwide taxation; inclusion of arbitration and force majeure provisions; minimizing risks associated with foreign partners and distributors; payment issues, such as risks associated with currency fluctuations, exchange controls, and payment on credit terms; and tariff and customs issues, including customs rulings, protests, reliquidations, seizures, forfeitures, and classification disputes. We are familiar with the construction and expansion of non-U.S. facilities, with sourcing raw materials from non-U.S. sources and with transportation, handling, and logistics to, from, and at foreign locations. We are familiar with the Convention on the International Sale of Goods and the New York Convention on the Enforceability of International Arbitral Awards.

Tax, Customs Duties & Tariff Matters

The firm's international tax attorneys, together with our maritime and general business attorneys, are experienced in providing domestic and international fiscal advice concerning planning and structuring transactions in a manner designed to minimize and effectively reduce a client's worldwide tax expenses with respect to severance, sales, use, income, value added tax (VAT), customs, withholding, property, and other taxes; and duties, tariffs, and assessments in connection with the severance, sale, transportation, importation, and ownership of commodities. In addition to playing an active role in planning to minimize and effectively reduce a client's worldwide tax expense, we also play an active role in assisting clients with implementing and staying current with its related international compliance programs. On matters involving foreign taxes, whether in the form of customs duties, tariffs, or value added taxes and related indirect taxes, Jones Walker engages with competent tax counsel in the foreign jurisdictions where such issues may arise.