

# Legal Aspects of Syndicated Loans

**Peter Gabriel**, LLB (Hons) (S'pore), LLM (Aust)  
Advocate and Solicitor, Supreme Court of Singapore

B 45420

**Juristische Gesamtbibliothek  
der Technischen Hochschule  
Darmstadt**

Butterworths  
London  
1986

# Contents

*Preface* vii  
*Table of statutes* xi  
*Table of cases* xiii

## **Chapter 1**

### **Introduction** 1

- A Generally 1
- B The euromarket transaction 1
- C Syndication 2
- D Various chapters 2

## **Chapter 2**

### **Proper law of contract** 5

- A Introduction 5
- B Express choice 5
- C Implied choice 16
- D Closest and most real connection 21
- E Law governing formation of loan contracts 27

## **Chapter 3**

### **Commitments and conditions precedent** 32

- A Generally 32
- B Commitment to lend 33
- C Commitment to borrow 40
- D Conditions precedent 43

## **Chapter 4**

### **Representations and warranties** 50

- A Introduction 50
- B Legal consideration 51

**Chapter 5**

**Covenants 72**

- A Definition 72
- B Covenants, conditions, warranties and conditions precedent and subsequent 72
- C Purpose of covenants in loans 73
- D Usual subject-matter of covenants in loans 73
- E Conclusion 98

**Chapter 6**

**Discharge by breach 99**

- A Generally 99
- B The law 100

**Chapter 7**

**Syndication 115**

- A Generally 115
- B The law 116

**Chapter 8**

**Direct participation 146**

- A Generally 146
- B Agent bank 148

**Chapter 9**

**Indirect participation 191**

- A Generally 191
- B General mechanics 192
- C Some methods of participation 192
- D Set-offs 205
- E Benefit of funding protection clauses 211
- F Constant repayment clauses 217
- G Duty of the lead to the participants 218
- H Whether participation is a security 220

**Chapter 10**

**Revolving underwriting facility 223**

**Appendices**

- Appendix 1: Participation agreement no 1 229**
- Appendix 2: Participation agreement no 2 231**
- Appendix 3: Participation agreement no 3 234**
- Appendix 4: Sample loan agreement 237**
- Appendix 5: Revolving underwriting facility agreement 254**
  - A Facility agreement 254
  - B Issuing and paying agency agreement 257
  - C Form of note 259
  - D Tender panel agreement 263

**Bibliography 265**

**Index 269**