

MANNHEIMER SWARTLING IN

RUSSIA



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SWARTLING



Quality and innovation

Mannheimer Swartling is the leading law firm in the Nordic region. It is a full service Swedish law firm with extensive international practice. With more than 400 lawyers in twelve offices, the firm provides legal advice to many national and multinational corporations, financial institutions and organisations.

Mannheimer Swartling has a long history in Russia. The firm opened its first Russian office in 1990 and was the first European law firm which established itself in the then Soviet Union. The firm's Russian practice involves a broad range of advisory and transactional work, including M&A and corporate, real estate, banking and fi-

nance, litigation and arbitration, competition, intellectual property and information technology, as well as labour law and tax and customs matters. The firm has two full-service offices in Russia located in St. Petersburg and Moscow and employs over 40 Russian and foreign lawyers. The Russian practice is fully integrated in the firm and benefits from the entire firm's experience and expertise.

Over the 20 years of presence in Russia Mannheimer Swartling has gained a thorough understanding of the Russian legal market and business environment and is able to offer its clients high quality legal advice in all areas of business law.

Mergers & Acquisitions / Corporate Law

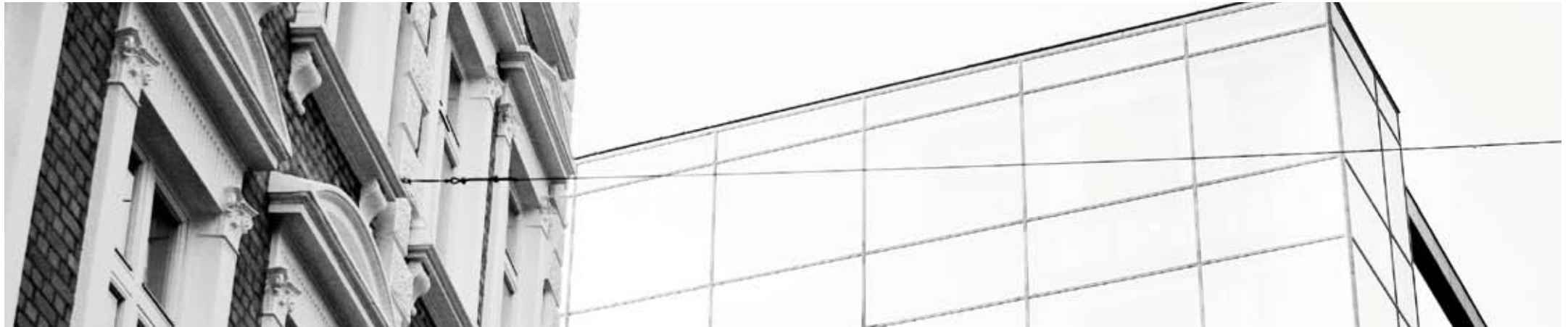
The firm's Russian M&A and Corporate Practice Group represents Nordic and other international clients, including public and private corporations, funds, banks, insurance companies and governmental agencies, in a large number of corporate transactions and matters in the Russian Federation. Our corporate lawyers in Moscow and St. Petersburg regularly advise clients on the establishing of subsidiaries, branches and representative offices of foreign companies in Russia, share issues, corporate restructuring and winding up of legal entities. Our M&A transaction team has vast experience in assisting clients with complex acquisitions in Russia in various industries (including elaboration of deal structures, due diligence of targets, drafting and negotiations of transactional documents and merger control filings), setting up of joint ventures and divestments (including distressed sales).

RECENT PROJECTS INCLUDE:

- Representing a Norwegian bank in the acquisition of a Russian bank;
- Representing a European insurance company on the restructuring of its Russian business and sale of one of its Russian subsidiaries;
- Advising a Russian subsidiary of a leading Scandinavian tooling company on minority shareholders redemption;
- Representing a Finnish retailer in the acquisition of a retail chain in St. Petersburg;
- Advising a leading international manufacturer of bedding products in the acquisition of a Russian industry leader;
- Representing a Swedish company acquiring a construction equipment distribution business and related raising of some EUR 40m from international institutional investors through a private placement of securities; and
- Advising a European telecom operator on matters pertaining to an acquisition and a joint venture in Russia.



Real Estate



Our Real Estate Practice Group advises real estate companies, developers, funds and asset managers, as well as tenants, on all aspects of Russian real estate and construction projects. We assist our clients in selling, purchasing, financing, and leasing office space, hotels, shopping centers and other retail properties, industrial and mixed-use properties. The firm is particularly experienced in industrial green- and brownfield projects, as well as in advising hotel operators and owners in connection with the construction and management of hotels and resorts in Russia.

RECENT MATTERS INCLUDE:

- Advising a listed Swedish-Swiss industrial group on the acquisition and lease of land in connection with the establishment of a factory in Moscow region;
- Advising a listed Swedish industrial group on the acquisition of land and construction of a plant in Tver region;
- Advising a Swedish-based global retail company on various retail leases in Moscow, St. Petersburg and other cities in Russian regions;
- Advising a Scandinavian hotel operator on the acquisition of a hotel in St. Petersburg;
- Advising a Russian property owner in connection with the management of its hotel in St. Petersburg by a major Western hotel operator;
- Assisting a listed Swedish agricultural company operating in Russia with prospectus due diligence in connection with a public rights offering; and
- Advising various European banks in connection with real estate financing.

Banking & Finance

The firm's Russian Banking & Finance Practice Group covers all areas of financing such as corporate lending, acquisition finance, project finance, asset-backed financing, real estate financing, regulatory issues and structured finance. Clients mainly include Scandinavian and Northern European banks and financial institutions (including their Russian subsidiaries) as well as borrowers active on the Russian market. The firm also represents a number of Russian banks.

RECENT EXPERIENCE INCLUDES:

- Advising a Swedish bank in connection with a USD 382m export credit facility to a leading Russian telecom company;
- Acting for a Scandinavian bank in relation to a EUR 25m real estate financing in St. Petersburg;
- Assisting in connection with a USD 100m bond issue by a Russian consumer credit institution;
- Advising a Scandinavian bank and its Russian subsidiary in relation to the set-up of an SPV for the purpose of taking over distressed assets in, inter alia, Russia;
- Advising a private equity firm in connection with the financing of its acquisition of a Cypriot entity with Russian subsidiaries;
- Advising several Scandinavian banks in relation to insolvency proceedings and enforcement of security in Russia; and
- Extensive day-to-day regulatory advice to Russian subsidiaries of foreign credit institutions.



Litigation & Arbitration

Attorneys working in the Russian Litigation & Arbitration Practice Group regularly act as counsel or arbitrators in international disputes referred to the Arbitration Institute of the Stockholm Chamber of Commerce, the International Chamber of Commerce and the International Commercial Arbitration Court at the Russian Federation Chamber of Commerce and Industry. Our lawyers in Russia form an integral part of the firm's Dispute Resolution Practice Group combining international experience with local expertise. We enjoy a long tradition in handling arbitrations relating to a wide range of commercial disputes involving Russian aspects. In addition, the Russian litigation department of Mannheimer Swartling successfully handles complicated court cases and is considered by clients as one of the best litigation practices among international law firms in Russia.

RECENT MAJOR ARBITRATION CASES INCLUDE:

- Representing a major Russian high technology company in a dispute with its foreign partners regarding a major joint-venture in communication technology;
- Representing foreign investors in several arbitrations against CIS states under bilateral investment treaties;
- Representing a major Russian construction company in arbitration against a Chinese contractor regarding construction of a business center in Kazakhstan; and
- Representing a Russian ship-building company in a dispute against Norwegian buyers of sea vessels.

PROMINENT LITIGATION CASES

INCLUDE:

- Representing several European companies in enforcement of arbitral awards in Russia and in challenge proceedings in Sweden;
- Representing a Swedish bank in various court proceedings, including bankruptcy proceedings, in Russian state commercial courts;
- Representing a Swedish construction and engineering company in a real estate dispute in state commercial courts in Moscow and in courts of general jurisdiction; and
- Representing a European fertilizer producer in a shareholder dispute in Russian state commercial courts.

Tax & Customs

The firm's Russian Tax & Customs lawyers provide advice to clients engaged in various types of business, including manufacturing, trading, insurance and banking. We have experience in handling direct and indirect tax matters, including review of commercial agreements from a tax perspective, day-to-day advice on individual and corporate tax issues, transfer pricing advice, assistance in domestic and cross-border tax structuring and restructuring and international tax planning. We also deal with a large variety of matters relating to import and export, including advice on optimal customs procedures, supply and delivery options and customs payments. Together with lawyers from our Litigation & Arbitration practice group, the firm's Tax & Customs lawyers successfully represent clients in disputes with tax, customs and other state authorities dealing with import and export regulations.

RECENT EXPERIENCE INCLUDES:

- Advising a Scandinavian bank on Russian and international tax matters related to a takeover of distressed assets and proposing a tax efficient ownership structure for such assets;
- Advising one of the world leading producers of mining equipment on transfer pricing regulations, including reviewing inter-company transfer pricing rules from a Russian tax perspective and the OECD perspective;
- Advising a leading Russian air space company on taxation of its activities as well as tax consequences related to various options of debt restructuring;
- Advising various companies, including a shipyard, a heavy industry manufacturing company and a US chemical manufacturer on various customs matters; and
- Representing a large number of clients, including a Finnish power supply company, a Swedish oil processing company and a paint manufacturing company in disputes with customs authorities.





Intellectual Property & Information Technology

Our Russian Intellectual Property and Information Technology Practice Group offers advice on trademark, patent, copyright, trade secret and many other IP matters and performs registration of trademarks with the Russian patent authority. We have extensive knowledge in a wide range of legal issues, including due diligence review, acquisition and licensing of IP assets, technology transfer, protection of trade secret and legal support of creative businesses (e.g., software development, product design, etc.). In addition, the practice group works with matters relating to gaming and entertainment. We have considerable experience in advising clients from Russia, CIS and Europe.

RECENT EXPERIENCE INCLUDES:

- Advising a global leader in home and professional appliances on trademark licensing and registration in Russia;
- Advising a Nordic provider of IT outsourcing services on various IP/IT and tax issues relating to business setup in Russia;
- Advising a leading Nordic insurance company and major Nordic investment management company on software development matters;
- Representing a major European financial institution in a dispute concerning protection of reputation; and
- Advising Russian and foreign companies on trademark registration and licensing.

Employment & Labour

The firm's Russian Employment & Labour lawyers deal with a large variety of matters relating to hiring and dismissal of personnel, outsourcing of employees, implementing bonus and incentive plans, handling individual and collective labour disputes as well as migration control matters.

EXPERIENCE INCLUDES:

- Preparing a set of labour law documentation for top managers of a Russian subsidiary of a major European industrial company;
- Advising a leading TMT company on termination of employment of a top manager;
- Drafting a collective agreement with employees of a Russian metal production plant;
- Advising a number of industrial and trading companies on implementation of redundancy programs; and
- Arranging for over 50 hiring and work permits for employees of a leading Italian manufacturer of energy generating equipment.

Competition Law

Our work on Russian competition law matters is in many cases linked to our M&A practice. We advise our clients on the applicability of Russian merger control rules to cross-border transactions and assist them in obtaining approvals from the Russian competition authority (FAS). The firm's work in this area also includes advice on merger control matters in specially regulated fields of business ("strategic" industries, banking and insurance). We also advise to clients on specific matters of Russian competition law in various industries, including distribution.

EXPERIENCE INCLUDES:

- Obtaining prior approvals from FAS and performing post-closing filings in relation to acquisition of both direct and indirect control over Russian undertakings in the course of cross-border transactions;
- Assisting clients in obtaining prior approvals for the acquisitions of Russian companies in highly regulated sectors and industries considered to be of a "strategic importance" in Russia (these areas include, among others, media, publishing, mining and subsoil use);
- Representing clients before FAS in respect of administrative actions conducted by that authority, including cases of past failures to comply with the Russian competition filing requirements;
- Co-ordination of multi-jurisdictional merger control filings and acting as lead counsel in filings in several jurisdictions, including CIS countries; and
- Advising clients on specific competition matters, such as unfair competition, restrictive practices in distribution and retail trade, consequences of listing in the register of undertakings holding dominant position in the market and others.



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