

PRESENTATION

Andrey Gorodissky
& Partners



Andrey
Gorodissky
& Partners

2013
October

About the Firm

- founded in 1992
- 12 partners who are members of the Moscow Bar
- over 1,000 clients, out of which 70% are foreign ones
- Correspondent relations with the leading law firms of Kazakhstan, Ukraine, Belarus, Germany, U.S.A., Cyprus, Australia, Sweden, Switzerland, UK, Italy, and other countries

Our competitive advantages

- reputation
- professionalism
- experience
- responsibility
- attention to the clients

*For four years running, the Firm has been recognized as one of the best Russian law firms and has received a special award of the **International Legal Alliance Summit & Awards**.*

*According to The Legal 500: Europe Middle East & Africa, the Firm is a recommended law firm in the **Corporate and M&A** area.*

Areas of practice

- Corporate Law / Mergers and Acquisitions
- Civil and Commercial Litigation / International Commercial Arbitration
- Antimonopoly Regulation
- Trademarks and Other Intellectual Property
- Taxation / Tax Disputes
- Construction and Real Estate
- Project Financing / Business Financing
- Capital Markets
- Business Aviation
- Labor Law
- Business Process Outsourcing

*Corporate INTL Magazine recognizes Andrey Gorodissky & Partners as **the best law firm in Russia for legal services on the capital markets in 2009, the 2010 law firm of the year in Russia in the field of corporate management, and the 2011 law firm of the year in Russia in the field of cross-border transaction support.***

*Chambers Europe awarded Andrey Gorodissky & Partners second place in the category **Intellectual Property.***

***Pravo.Ru-300** ranks Andrey Gorodissky & Partners as a leader in lawyer skills and experience.*

Among our clients are:

Acron
Hydraulic Machines and
Systems
Magnitogorsk Iron & Steel
Works
Novorossiysk Sea Port
NTV
Optika (Ochkarik optical retail
network)
RUSNANO
Russian Standard
Chelyabinsk Zinc Plant
Adidas
American Express
BMW
Campari
Chevron
Chromalox
Chrysler
Citibank
Citigroup



DAF Trucks / PACCAR Group
Estee Lauder
Ferrero
Fiat
GAP
General Electric
Gucci
Hatch
Hines International
IBM
Lavazza
Maguetti Marelli
Microsoft,
Neways
Overseas Private Investments
Corporation
Philip Morris
Ranbaxy
Reno
Sakhalin Energy
Samsung
Skoda Heavy Industries
Swatch

References

Magnitogorsk Iron & Steel Works, OJSC

Boris Dubrovsky, CEO

"Magnitogorsk Iron & Steel Works has worked with Andrey Gorodissky & Partners for many years. Thanks to the Firm's professionalism, strong legal culture and well-deserved reputation, Magnitogorsk Iron & Steel Works has been able to complete a number of critical and beneficial projects."

Digital Telephone Networks of the South CJSC

Mikhail Monastyrsky, Director

"We express our gratitude for your high-quality work and effective professional assistance that resulted in a successful implementation of the M&A project: sale of the 100% share in DTN, LLC to COMSTAR-United TeleSystems, OJSC."

BMW Group Russia, BMW Russland Trading OOO

Peter Kronschnabl, General Director

"In the Russian complicated environment you have managed to create a lawyers formation of the highest world level. We are grateful to you for the long years of fruitful cooperation and for the innumerable legal problems your firm has successfully resolved for BMW in Russia."

Corporate Law / Mergers and Acquisitions (M&A)

M&A

- Due diligence/assessment of transaction documentation intended for the sale/purchase of companies;
- Providing advice on transaction structuring, developing comprehensive legal solutions for transactions and drafting transaction documentation;
- Preparing assets for sale, including corporate restructuring;
- Creating Russian and foreign SPVs to complete transactions and own assets and projects;
- Preparing transaction documentation and documents for the subsequent project implementation;
- Negotiating transaction terms, supporting the closing and fulfillment of transactions, including cross-border transactions;
- Due diligence, legal opinions, risk maps and recommendations to minimize them;
- Making revisions to transaction documentation as may be required to manage issues and risks revealed by due diligence;
- Representing clients before antimonopoly agencies and other government bodies in connection with obtainment of government permits and approvals for clients' transactions.

Corporate Law

- Developing corporate models for creating international holding companies and investment funds;
- Developing business project and individual asset management models;
- Drafting purchase and sale contracts, shareholder agreements, joint venture foundation agreements, and other transaction documentation;
- International business structuring and international tax planning advice;
- Corporate management structuring; drafting internal regulations of company management bodies and corporate compliance policies to ensure the adherence to legislation and established corporate rules;
- Representing clients in corporate matters and judicial defense. Representing clients and acting as defense for shareholders, stakeholders, and business owners in corporate conflicts;
- Drafting articles of association and internal corporate documents and providing comprehensive legal support for commercial organizations;
- Advice on matters relating to securities offerings and legal support of securities offerings and other securities transactions;
- Advice on corporate decision-making procedures;
- Legal assistance in business restructuring;
- Due diligence; Drafting issue prospectuses, corporate approvals, issue resolutions, and legal opinions;
- Developing new structure transition plans, drafting documentation, and obtaining necessary permits and authorizations;
- Creating turn-key legal entities of various legal structures, including with foreign capital; the accreditation of representative offices and registration of branch offices of foreign companies in Russia;
- Winding-up and liquidation of legal entities.

Representative projects

Nanotechnology

Legal support of over 20 projects of RUSNANO, including investment transactions worth over 6 billion rubles

Construction and development

Representation of an investor in major construction and development projects in Moscow (including Russia and Evolution Towers in Moscow-City, and Russia Hotel). The total value of the projects exceeded \$4.5 billion

Metallurgy

Legal support to Magnitogorsk Iron & Steel Works in the acquisition of shares in Australian, Pakistani and Turkish companies (Fortescue Metals Group, Pakistan Steel Mills Corporation, MMK-Atakas), total capitalization of the projects being over \$14.5 billion

Coal industry

Comprehensive support of over 1.5 billion acquisition of Belon OJSC, a coal holding company comprising 19 companies

Retail

Representation of the seller in the current sale of a Russian retail network (60 stores throughout Russia) to a West European investment fund. The proposed value of the transaction \$100 million

Fuel and Power Complex (FPC)

Participation in the restructuring and preparation of a package of agreements for sale of shares in a number of FPC companies. Total amount of the transaction - \$150 million

We cannot disclose the names of some of our clients due to the existing confidentiality agreements.

Representative projects

Comprehensive due diligence on

- intellectual property assets of 34 companies in connection with a strategic integration of NVision Group CJSC and RTI OJSC (Sistema AFC)
- real estate of a major retail network (over 300 food shops) in connection with the purchase of the network by a foreign retail operator
- Russian assets (13 companies) of United Company RUSAL, a major aluminum holding company, in connection with the \$2.2 billion issue of shares and depositary receipts

Legal assistance to foreign investors

Ongoing advice to and representation of major foreign investors as well as legal support of day-to-day operations of their Russian entities:

- American Express
- Chevron
- DAF Trucks/PACCAR Group
- Estee Lauder
- Ferrero
- Fiat Powertrain Technologies
- General Electric
- IBM
- Microsoft
- Samsung



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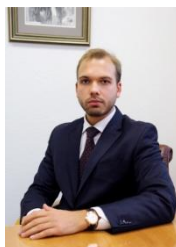
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Civil and Commercial Litigation / International Commercial Arbitration

For 20 years, since AGP's foundation, the litigation practice has always been one of our key areas. Our lawyers represent clients in commercial (Arbitrazh) and general jurisdiction courts in various regions of the Russian Federation and at all levels (from magistrate courts to the Russian Supreme Court, Higher Arbitrazh Court, and Constitutional Court of the Russian Federation), as well as international arbitration forums in Russia and abroad. Moreover, AGP Firm assists clients in resolving disputes through out-of-court resolution or concluding amicable agreements, provides consulting services for clients and advice on dispute resolution tactics, and prepares dispute legal opinions.

Commercial Litigation (Arbitrazh)

- Corporate and commercial disputes
- Contesting non-regulatory acts/actions/decisions of public officers and authorities;
- Disputes over ownership of trademark rights or other intellectual property assets
- Bankruptcy cases;
- Defending real estate rights, resolving leasehold disputes, and handling claims for declaration of title;
- Acting as defense for shareholders

International Commercial Arbitration

- Litigating before the International Commercial Arbitration Court at the Russian Chamber of Commerce and Industry, the Vienna International Arbitral Centre, the ICC International Court of Arbitration, the London Court of International Arbitration, and the Arbitration Institute of the Stockholm Chamber of Commerce;
- International commercial contract disputes;
- Construction contract disputes;
- Shareholder agreement disputes;
- Share sale disputes

Civil and Commercial Litigation / International Commercial Arbitration

General Jurisdiction Courts

- Defending manufacturers in consumer lawsuits;
- Labor disputes;
- Intellectual property disputes

Additional Information

Professor and AGP partner Ivan Zykin is Vice President of the International Commercial Arbitration Court at the Russian Chamber of Commerce and Industry and an arbitrator for the Arbitration Institute of the Stockholm Chamber of Commerce. AGP Managing Partner Andrey Gorodissky and AGP partner Yury Tsvetkov are arbitrators for the International Commercial Arbitration Court at the Russian Chamber of Commerce and Industry.

Civil and Commercial Litigation / International Commercial Arbitration

In disputes over non-regulatory legal acts/actions/decisions of public authorities or officials, the amount of recovered money totaled 120 million rubles (\$4 million) last year.

The total amount of receivables recovered in favor of our clients exceeded 140 million rubles (\$4.7 million) last year.

Last year, courts dismissed claims against our clients for the total amount of 80 million rubles (\$2.7 million).

During the last year, our lawyers handled over 30 consumer claim cases, 95% of them were resolved in favor of our clients. The amount of claims dismissed by courts totaled about 150 million rubles (\$5 million).

All court disputes in connection with claims of our clients' former employees alleging unlawful termination were resolved in favor of our clients.

Representative projects

A Russian confectionery company

Defense in three interrelated legal proceedings initiated by a German equipment manufacturer at the International Arbitral Centre of the Austrian Federal Economic Chamber

Davide Campari-Milano S.p.A.

Representation of the client to legal proceedings initiated at a commercial (arbitrazh) court by customs authorities against an importer of counterfeit products

A Russian manufacturer of processing equipment

Representation in disputes with an US company before the Arbitration Institute of the Stockholm Chamber of Commerce and the International Commercial Arbitration Court at the RF Chamber of Commerce and Industry, the total amount of claims being over \$1 million

A major international investment fund

Representation of the client in five legal disputes with the majority shareholder of a large industry player

A large steel company

Representation of the majority shareholder in ten legal disputes with minority shareholders over the ownership of shareholdings



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Representative projects

Customer/investor of a construction project	Russian and foreign clients	A major company
Getting 70 million rubles (\$2.3 million) reduction of the 170 million rubles (\$5.7 million) recovery claimed by the contractor in several lawsuits against our client	Refund of an export VAT denied by tax authorities claiming the lack of bona fide business purpose. Claimed amount about 50 million rubles	Challenging tax authority's determination that our client is a defaulting taxpayer
Clients	Tenant	A major European computer manufacturer
Disputes with the local Medical Insurance Fund, Federal Agency for Subsoil Use, Moscow Land Resources Department	Full dismissal of the landlord's claims seeking recovery of the rental payment after vacation and repair of the office premises. Claimed amount 20 million rubles	Challenging a third party's registration of the client's trading name
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Representative projects

A Russian coffee drinks manufacturer

Judicial defense against Nestle's claim for alleged infringing use of its trademark

Reno Schuhcentrum GmbH

Representation before a commercial (arbitrazh) court (three instances) in the dispute over Rospatent's decision to refuse protection of the client's trademark in Russia

Lavazza S.p.A.

Safeguarding the client's rights to a number of trademarks in connection with several non-use cancellation actions

The publisher of the Upgrade magazine

Assertion of the client's rights to its trademark in administrative and court proceedings

A leading US oil company

Representation of the client before the Arbitration Institute of the Stockholm Chamber of Commerce in connection with the claim against a Russian oil company

A major Swiss trading company

Defense against the claim of a Russian metallurgical company brought to the International Commercial Arbitration Court at the RF Chamber of Commerce and Industry

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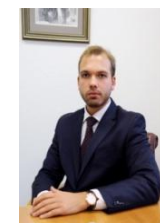
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Antimonopoly Regulation

Over the last six years, we have been intensely developing our antimonopoly law practice, which has evolved into one of AGP's key areas of practice. Our lawyers take an active role in the Non-Commercial Partnership "*Competition Promotion*", a public association of legal practitioners who work closely together with the Russian Federal Antimonopoly Service to review and approve new antimonopoly regulations.

Our services in this area include:

Representation before the Russian Federal Antimonopoly Service

- during discovery request and verifying compliance with antimonopoly legislation;
- during proceedings in cases on the violation of antimonopoly legislation;

Legal Assistance and Advice

- Assessing legal risks of non-compliance with antimonopoly legislation;
- Counseling on antimonopoly compliance with respect to business practices, management, contractual structure, and company internal documentation;
- Advice on economic concentrations (obtaining approval of the Russian Federal Antimonopoly Service for acquisition of shares (stakes), property or interests in Russian legal entities, or for incorporation, merger or acquisition of companies, etc.).

AGP lawyers successfully defended BMW Russland Trading and BMW AG against antimonopoly claims. On October 16, 2012, after more than 6 months' proceedings, the Russian Federal Antimonopoly Service commission declared there to be no violations in the clients' actions being reviewed by the commission and, therefore, ruled to dismiss the case.

Representative Projects

Major European automobile manufacturers

- Defending the client against a claim for violation of the antimonopoly law. The claim was dismissed.
- Legal assessment of the terms of dealer agreements and the existing discount system for antimonopoly compliance.
- Legal support in connection with antimonopoly proceedings, compliance with an antimonopoly authority's order and legal assessment of the dealer agreement and the client's regulations for choosing customers

International electronic manufacturer

- Comprehensive legal support covering all aspects of interaction with the Federal Antimonopoly Service of Russia ("FAS"), including drafting answers to FAS inquiries, legal assessment of manufacturer/retailer relations, criteria and terms for choosing retail networks, and ongoing advice on antimonopoly issues).
- Providing workshops and development of antimonopoly compliance guidelines for the client's personnel

Large holding companies

Legal support for transactions regarded as economic concentrations, disclosure of connected parties, drafting notices of transactions for submission to FAS

RUSNANO

Representing the client before FAS in connection with economic concentration, including drafting request and obtaining FAS approval for purchase of shares or participation interest in the charter capital of Russian companies

International manufacturer of clothing and accessories

Legal support for creation of a multi-brand retail network



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Trademarks and Other Intellectual Property

Trademarks

- Comprehensive legal support for registration of trademark rights in Russia:
 - filing trademark applications;
 - representing clients during the examination stage;
 - representing clients when appealing examiner's rulings before the Russian Trademark Office (Rospatent);
- Comprehensive legal support for obtaining international trademark registrations through the World Intellectual Property Organization and national trademark registrations in jurisdictions other than Russia;
- Comprehensive legal support for trademark licensing or assignment, including drafting license or assignment agreements and representing clients in connection with recordal of the agreements at Rospatent;
- Advice on trademark/brand infringement issues;
- Advice on antimonopoly issues arising from trademark registration or use in violation of antimonopoly legislation; representing clients before the antimonopoly agencies;
- Representing clients before commercial (Arbitrazh) courts in all categories of disputes related to trademarks, brand names, or business names;
- Representing clients before the Federal Customs Service in connection with the recordal of trademarks in the Customs Register of Intellectual Property;
- Due diligence, risk identification, preparing legal opinions and recommendations to minimize them for the purposes of making business decisions on acquiring trademark rights.

*We can invite our foreign colleagues practicing trademark law in countries where registration is sought.

Trademarks and Other Intellectual property

Other Intellectual Property Assets

- Legal support for licensing or transfer of intellectual property assets;
- Representing clients before commercial (Arbitrazh) courts in all categories of disputes related to intellectual property assets;
- Due diligence, risk identification, preparing legal opinions and recommendations to minimize them for the purposes of making business decisions on acquiring rights to intellectual property assets;
- Advice on issues relating to intellectual property infringements

Chambers Europe ranked AGP second in the category [Intellectual Property](#)

Andrey Gorodissky & Partners has seen its achievements in intellectual property recognized in Pravo.ru-300's ranking of law firms.

Representative projects

Lavazza S.p.A. (an Italian producer of coffee and coffee machines)

Representation of the client in connection with several actions for cancellation of its trademarks due to non-use in Russia (one trademark registration was reinstated by a court decision, the other trademark registrations were upheld by Rospatent).

Reno Schuhcentrum GmbH (a German shoes/clothes manufacturer)

Representation of the client before a commercial (arbitrazh) court (three instances) in the dispute over Rospatent's refusal of registration of the trademark in Russia despite the available letter of consent issued by the prior registration's owner (Rospatent's decision was found invalid and the trademark was registered in Russia).

The publisher of the *Upgrade* magazine

Assertion of the client's rights to its trademark "Upgrade" in administrative and court proceedings in connection with a third party's opposition against the trademark registration (the registration was found valid).

Davide Campari-Milano S.p.A. (an Italian producer of alcoholic beverages)

Representation of the client as a third party to the administrative proceedings initiated at a commercial (arbitrazh) court by customs authorities against an importer of counterfeit products (the importer was found administratively liable and the counterfeit products were ordered to be destroyed).

A major pharmaceutical products manufacturer

Due diligence on intellectual property in the context of the acquisition of business and transaction support for the acquisition of trademark rights.

Representative projects

A major Russian distillery

Representation of the client in the negotiation of a trademark license agreement and in connection with creation of a distribution network, acquisition and implementation of know-how; development of a legal strategy, drafting relevant agreements.

RUSNANO

Due diligence on IP, risk identification, preparation of legal opinion letters and risk minimization recommendations in over 20 of RUSNANO's projects, including investment transaction totaling 6 billion rubles (\$200 million)

NVision Group

Due diligence on IP of 34 companies of RTI Group (a major industry holding and integrator of high tech scientific and production companies in Sistema JSFC) in the project for strategic integration of the assets of NVision Group and RTI Group (Sistema JSFC).

Lexmark Europe Sarl

Successfully contesting the registration of the client's trademark in the name of its agent in Russia.

A major manufacturer of tobacco products

Representation of the client as injured person in criminal proceedings against the manufacturer of counterfeit products, including seizure of the equipment used for the manufacture of counterfeit products.

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Taxation / Tax Disputes

Transfer pricing

- Identifying controlled transactions;
- Assessing transfer pricing risks;
- Documenting transfer-pricing methods

Tax disputes

- Legal support during on-site tax audits;
- Out-of-court settlement of tax disputes;
- Representing taxpayers in commercial (Arbitrazh) courts

Tax advise

- Advice on taxation of export and import transactions;
- Business model implementation tax support;
- Handling tax aspects of corporate restructuring

International tax planning

- Advice on taxation of cross-border financial transactions and investment operations in various jurisdictions;
- Advice on creating international SPVs and operating companies with due regard to the provisions of double taxation treaties

Recently accomplished projects

A major investor in office construction

An out-of-court settlement of a tax dispute over the VAT refund in construction

A holding company

Development of an international tax-optimal company's structure with respect to income from sale of real estate

A foreign company's branch

Proof of the management fees to the Russian subsidiary being economically justified deductible expenses

A major fuels and lubricants wholesaler

Confirmation that expenses on bonuses to retailers were economically justified and transportation expenses were properly documented

A trading company

Confirmation that the VAT invoices considered by the tax authorities as defective were valid for the VAT offset

A foreign company

Defense against the claims of tax authorities in connection with a permanent establishment constituted by a construction site

A major holding company

Development and substantiation of the method which helps to confirm a 0% profit tax rate on qualified participation dividend

A holding company

Development of a management expenses accounting method

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Construction and Real Estate

- Advice on purchase and sale of real estate, including designing, constructing, reconstructing, leasing, mortgaging, and servitudes/easements over land, buildings, facilities (property complexes), and making improvements to real estate;
- Representing clients in negotiations on complex construction projects;
- Representing clients in the sale and leasing of commercial, office and residential facilities, including suburban complexes;
- Due diligence of the legal status of various real estate properties;
- Legal defense of title and other property rights to real estate properties;
- Representing clients before Russian courts on all issues of land and construction legislation, as well as real estate and privatization legislation;
- Preparing a full set of contractual documentation (investment contracts, general construction contracts, contracts with engineering organizations, construction contracts with specialized construction organizations for installing utility systems in residential and non-residential buildings);
- Developing a financing structure and creating the appropriate SPVs;
- Regulating relations between construction project operators and investors;
- Supporting purchase and sale transactions and real estate leasing in both Moscow and other Russian regions;
- Legal assistance in liaising with local authorities in the process of acquiring the rights to buildings or land in Moscow and the Moscow Region;
- Legal support of agricultural land transactions: transactions with land shares, parceling out land, buyout, acquiring leasehold rights to agricultural land, and changing land use category;
- Legal assistance in the registration of real estate rights and transactions with relevant authorities;
- Pre-trial settlement of conflicts.

Representative projects

Ferrero

Comprehensive legal support in connection with the construction of a confectionary factory in the Vladimir Region, involving investment of over 200 million Euro

An agricultural producer

Advice and preparation of documents for the acquisition of title to over 20,000 ha. of agricultural land in the Voronezh, Orel and Tula Regions

A major institutional investor

Structuring the ownership, development of a financing arrangement and representation in the implementation of a \$1 billion construction project in Moscow-City

Major institutional investors

Representation of investors in the reconstruction of the biggest Moscow hotel, the estimated value of the project being \$1.5 billion

A major distillery

Comprehensive legal support in the acquisition of title to a land plot and construction of a logistics center in Moscow

Russian Standard

Legal assistance in the technical supervision and construction of a factory in St. Petersburg

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Representative projects

A construction company

Preparation of a contract for design and construction of a big shopping and entertainment center in the South of Russia

A Russian investor developer

Handling the purchase of land and construction of cottages and hotels on Crete, the amount of investment being \$100 million

An investment and construction company

Legal support for the design and construction of cottage settlements in Nikolino and Dovol, involving investment of over \$1.5 million

Private investors

Handling the acquisition of real estate in the UAE and France for the amount of over 300 million Euro

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Representative projects

Examples of court disputes in the Construction and Real Estate area:

- Tax disputes over the VAT refund to Russian and foreign construction customers, cost of the construction project for the customer;
- Representation of clients in court disputes over payment for construction work, representation of contractors in disputes over payment for work under the contract and additional work, in disputes over termination of the contract for performance of work and recovery of money in connection with the termination, and in claims seeking invalidation of the contract for performance of work;
- Representation of investors in disputes arising out of investment agreements, including disputes in connection with claims of governmental authorities;
- Representation of clients in legal proceedings against Moscow authorities in connection with disputes over the rights to land, compulsion to enter into a lease/buyout contract, in claims seeking recognition of the actions/omissions of governmental authorities as unlawful;
- Disputes over real estate rights (invalidation of transactions, recovery of property from another's unlawful possession, recognition of the rights to real estate);
- Lease relationship (recovery of rental payments, return of the security deposit, compulsion to enter into a lease contract, reimbursement of the repair cost, termination of the lease contract);
- Representation of a parent company in connection with the claim of its former subsidiary for recovery of unjust enrichment in the form of use of the real estate contributed to the charter capital;
- Recovery of damage caused to the property (buildings, utilities) in the course of construction work done by third party organizations.

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Project Financing / Business Financing

- Comprehensive support for all types of transactions, including banking, corporate and transnational loans, company and project financing, and acquiring and leasing individual assets;
- Independent due diligence, risk analysis and preparation of legal opinions;
- Support in restructuring loan and credit obligations and refinancing transactions;
- Representing borrowers and creditors at all stages of transactions;
- Legal support in financing of projects, including investment projects, and M&A transactions;
- Developing the best financing plans for the client and structuring projects given the expected financial flows;
- Advice on attracting Russian and foreign direct investment, including the development of investment agreements, codes, and regulations;
- Advising companies and corporations in carrying out investment projects, including the development of all relevant corporate documentation, joint venture creation documentation, verification of the compliance with regulatory requirements of the country of investment, and rectifying problematic situations at all project implementation stages

Representative projects

The European Bank of Reconstruction and Development	Overseas Private Investment Corporation (OPIC)	A development company	Major operators of investment projects
<p>Participation in credit and investment projects: a logistics center in Moscow, a development project in St. Petersburg, financing of an Urals producer of steel and a cosmetics factory</p>	<p>Representation of the client in 13 secured loans granted or guaranteed by OPIC</p>	<p>Representation of the client in the obtainment of a \$345 million secured loan for the construction of a complex of buildings in Moscow-City</p>	<p>Development of an arrangement and legal support for the restructuring and refinancing of a corporate debt exceeding \$300 million</p>
Magnitogorsk Iron and Steel Works	A development company	Wimm-Bill- Dann	MTS
<p>Representation of the client in the obtainment of a \$250 million loan from a leading Western financial institution</p>	<p>Representation of the client in the obtainment of a \$200 million syndicated loan for construction of a sporting complex</p>	<p>Participation in the project for provision of a \$250 million secured loan by a foreign bank</p>	<p>Participation in the project for placement of Eurobonds worth \$50 million (first issue), \$250 million (second issue) and \$400 million (third issue)</p>

We cannot disclose the names of some of our clients due to the existing confidentiality agreements.

Key lawyers of the Project Financing / Business Financing practice

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Capital Markets

- Representing clients in connection with raising and offering finance resources for business development, financing investment projects, purchasing/lease of equipment, etc.;
- Legal advice and support in relation to project finance transactions upon their instruction;
- Preparing legal opinions for major global financial institutes;
- Legal advice in relation to regulatory requirements at the securities market, including disclosure of information and corporate management, as well as structuring transactions;
- Structuring of capital market transactions;
- Comprehensive advice to issuers and underwriters on critical, precedent-setting fund raising transactions

Capital Markets

For many years, AGP has consistently represented major Russian companies in the issue and sale of shares, GDRs, Eurobonds, and ADRs worth a total of \$9,480,000,000. In particular, we have represented the following companies:

Client	Type of Issue	Issue Sum
IRC Limited	Shares	\$240,000,000
United Company RUSAL Limited	Share and GDR issue	\$2,240,000,000
Novorossiysk Commercial Sea Port, PSJC	GDR issue	\$840,000,000
OJSC Magnitogorsk Iron and Steel Works	Share and GDR issue	\$1,126,000,000
OJSC Chelyabinsk Zinc Plant	Share and GDR issue	\$323,610,000
Sistema JSFC	ADR issue	\$1,556,828,550
OJSC MTS	Eurobond issue	\$400,000,000
OJSC MTS	Eurobond issue	\$400,000,000
OJSC MTS	Eurobond issue	\$300,000,000
Sistema JSFC	Eurobond issue	\$350,000,000
OJSC Wimm-Bill-Dann Foods	Eurobond issue	\$150,000,000
OJSC Magnitogorsk Iron and Steel Works	Eurobond issue	€300,000,000
OJSC Magnitogorsk Iron and Steel Works	Eurobond issue	€100,000,000
OJSC MTS	Eurobond issue	\$50,000,000
OJSC Wimm-Bill-Dann Foods	ADR issue	\$166,000,000
OJSC MTS	Eurobond issue	\$250,000,000
OJSC MTS	ADR issue	\$349,000,000

Capital Markets

In the above projects AGP lawyers provided the following services :

- preparing sets of documentation for registration of securities issues and securities prospectuses of Russian issuers with the Federal Financial Markets Service (FFMS);
- legal support for registering securities issues and securities prospectuses with FFMS and listing shares of Russian issuers on the RTS and MICEX;
- preparing sets of documentation necessary to obtain FFMS permissions to offer and circulate shares of Russian issuers outside of the Russian Federation, as well as legal support for obtaining such FMMS permissions;
- due diligence of issuers and their subsidiaries;
- preparing legal opinions on Russian law for underwriters, the London Stock Exchange, and the New York Stock Exchange;
- reviewing agreements and other documentation related to offering of GDRs, ADRs and Eurobonds for their compliance with Russian laws and regulations;
- drafting of the Russian corporate, currency and tax law sections to be included in the offering memoranda, registration statements, and other documentation presented for registration to the UK Listing Authority, the U.S. Securities and Exchange Commission, and underwriters.



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Business Aviation

AGP lawyers provide support for transactions with major aircraft manufacturers like Embraer, Bombardier, Boeing, Airbus, Dassault Aviation and offer the following services:

Consulting

- Advice on importing to and using in Russia private aircraft;
- Advice on structuring the ownership of private aircraft, including using foreign jurisdictions.

Legal Support

- Comprehensive legal support of transactions to acquire and sell private aircraft;
- Negotiating and entering into private aircraft management agreements with operators, private aircraft lease contracts, and cabin completion agreements, etc.

Recently accomplished projects

Airbus (A319) Corporate Jetliner

Comprehensive legal assistance in the purchase of a new aircraft and its acceptance from the manufacturer. Structuring of the aircraft ownership and its registration in the aviation register of a foreign country. Making an agreement with Jet Aviation AG (manufacturer) for completion of the interior

Boeing (737) Business Jet

Comprehensive legal assistance in the purchase of a new aircraft from the manufacturer.
Comprehensive legal assistance in the purchase of a new aircraft on the secondary market

Embraer (EMB-135BJ) Legacy 600

Comprehensive legal assistance in the purchase of a new aircraft from the manufacturer. Structuring of the aircraft ownership and its registration in the aviation register of a foreign country. Making of an aircraft management agreement with a European operator of private aircraft

Dassault Falcon 7x

Comprehensive legal assistance in the purchase of a new aircraft and its further sale on the secondary market

Dassault Falcon 900B

Advice on making and terminating an aircraft lease contract with the aircraft owner

Bombardier Global 5000

Comprehensive legal assistance in the purchase of a new aircraft from the manufacturer; structuring of the aircraft ownership and its registration in the aviation register of a foreign country; advice on aircraft operation in Russia

Embraer (EMB-135BJ) Legacy 600

Comprehensive legal support of a trade-in transaction; advice on operation of the aircraft in Russia, as well as importation to and operation of the new aircraft in the European Union

Bombardier Learjet 45

Comprehensive legal assistance in the purchase of a new aircraft; advice on the matters of an aircraft management agreement with a European operator of private aircraft

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Key lawyers of the Business Aviation practice

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Labor Law

Consulting

- Advice on Russian labor legislation: parties' rights and obligations in a labor contract; labor peculiarities and benefits for various categories of employees; structuring corporate personnel paperwork management; development of a corporate compensation and bonuses system; drafting labor agreements for various categories of employees, amending labor contract terms, advice on rotating shift work issues, etc.;
- Advice on works for hire, employer commercial secrets, and occupational health and safety.

Legal Support and Dispute Resolution

- Structuring relations with foreign employees stemming from the particularities of foreigners working in Russia, and localizing foreign company labor contracts;
- Preparing documentation to protect personal data and confidential information, and counseling on personal data issues and employee privacy;
- Legal support in hiring and terminating employees, and resolution of complicated employment termination cases;
- Resolving individual labor disputes;
- Drafting and legal assessment of local regulatory acts and labor collective agreements;
- Pre-trial resolution of employee/employer disputes and conflicts;
- Support during government audits;
- Representing clients before regulatory agencies and courts in any labor dispute;
- Due diligence of companies for compliance with labor laws

Representative Projects

RUSNANO

Drafting and negotiating employment agreements for CEO and top managers of jointly owned companies established in connection with investment projects

Leading international bank

International engineering company

Legal support in connection with employee's termination in case of an employee/employer conflict

Major metallurgical holding company

Due diligence on corporate documentation governing employee/employer relations within businesses of the holding company in connection with IPO

Shopping and entertainment center

Representation in court in connection with challenging the termination of a top manager

Car manufacturer

Legal support in connection with hiring employees for a newly created subsidiary with a foreign founder and a foreign CEO

Global energy and petrochemical company

Legal assistance during the labor inspection audit of the employer

Major electronics manufacturer

Representation in court in connection with challenging the employees' termination

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Key attorneys and lawyers of the Labor Law practice

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Business Process Outsourcing, bookkeeping and tax accounting consulting services

Tax accounting and bookkeeping consulting services

- Bookkeeping in accordance with Russian standards
- Tax returns for individuals

Financial and tax due diligence

Business process outsourcing services

- Bookkeeping and tax accounting;
- Wages calculation;
- Tax reporting and liaising with tax authorities;
- Human resources records management;
- Transformation of financial statements in accordance with IFRS;
- Organizational support for foreign business start-ups in Russia: consulting and activity planning, providing a registered address, administrative and secretarial services, professional recruitment, personnel leasing, providing properly equipped workplaces;
- Administrative support for expat personnel: obtaining work permits for expat employees, providing consultations on employment formalities and procedures for top executives

Some representative projects

Google LLC Moscow

Audit in accordance
with Russian standards
and tax advice

Standard Chartered Bank

Bookkeeping and tax
accounting in accordance
with Russian
accounting standards,
wages calculation, and
HR records management

ING Life LLC Moscow

Liquidation of the
company's Russian entity

LOI Termprocess

Bookkeeping and tax
accounting, tax advice and
defending the client in tax disputes

Linak LLC

Bookkeeping and tax
accounting in accordance
with Russian accounting standards,
wages calculation, and
HR records management

GORENJE

Bookkeeping and tax accounting
in accordance with Russian
accounting standards, tax and
legal advice

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Key members of the Business Process Outsourcing practice

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