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New Italian legislation – the *Decreto Bersani**

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In July 2006, the Italian government passed a new piece of legislation which amended the Financial Law and was aimed at recovering financial resources (in the range of €8 billion in 2006 and 2007). It focused particularly on fighting tax and VAT evasion and real estate purchases.

Within the framework of such legislation, a new decree was approved (already referred to as Decreto Bersani, after the name of the minister who proposed it – the New Decree), aimed at fostering competition to strengthen consumer rights.

A thorough analysis of the New Decree exceeds the scope of this article. However, its consequences on the Italian financial arena are expected to be potentially far-reaching, and it has already prompted a number of controversial comments and strikes in certain strategic sectors (including the transport and pharmaceutical sectors).

The main changes of the New Decree are those which affect: (i) banks; (ii) sales of pharmaceutical products; (iii) taxis; (iv) professional bodies and advertisement rules; (v) insurance companies; (vi) retail shops; (vii) stock options; and (viii) foreign holding companies.

Banks

Interest rates on all bank accounts shall be adjusted and made consistent with the changes approved by the European Central Bank. Furthermore, banks shall be prevented from unilaterally changing their general terms and conditions of contract, without disclosing them beforehand to its clients, who will then have 40 days to decide whether or not they should accept the bank's standard offers, or terminate them.

Sales of pharmaceutical products

Supermarkets and general stores shall be entitled to sell so-called counter products – that is, pharmaceutical products for which a medical prescription is not needed (mirroring, for instance, the US practice).

Taxis

A broad liberalization of the current system is envisaged, granting all holders of taxi licences the possibility to own and run more than one taxi. This provision, by which the government intends to secure a better service to consumers, includes a general lowering of the applicable

transportation fees (mostly in the major cities), which prompted a number of fierce protests and strikes by the cab drivers' unions and seems likely to be modified shortly.

Professional bodies and advertisement rules

The current organization of professional bodies and the tariffs system (that is, the fee system that provides that fees be determined within a certain range of value, varying from a minimum to a maximum amount, depending on the transaction) shall be amended, also by cancelling the threshold of the minimum tariffs. Although this is meant to foster a greater liberalization in the provision of professional services (and in particular of legal services), critics argue that this might lead to a wild liberalization, and prompt a dumping situation, which would prove to be counter-productive for consumers.

The New Decree also provides for the parties to agree on a success fee structure (which was largely forbidden by the previous rules) and, under certain terms, for law firms to advertise their services.

Insurance companies

Transfers of title for vehicles can be executed without the mandatory assistance of a public notary. A private deed deposited with the municipality (without any specific form of authorization) would therefore suffice for the validity of the sale.

Also, insurance brokers will no longer enjoy any exclusive relationships with insurance companies. According to the legislators, this provision came about as a result of a thorough analysis of the insurance market carried out by the Italian Antitrust Authority, which showed that brokers on an exclusive basis cover roughly 94% of the Italian market (especially so in the vehicle insurance business). This new rule, which is aimed at eliminating (or greatly reducing) exclusivity ties, follows a path of liberalization recommended by the Antitrust Authority in several recent decisions, allowing consumers to compare the various insurance offers and hence making it easier for them to select the best choices for them.

Retail shops

Retail shops have a free choice as to what products it will offer for sale. Also, the minimum distance requirement (that is, the prohibition to open a certain shop within a certain distance of another one of the same kind) shall be abolished.

Stock options

Earnings derived from the sale of shares acquired upon the exercise of stock options shall be subject to personal income taxation.

Foreign holding companies

Companies shall be considered as resident when, under Article 2359 of the Italian Civil Code, they either: (i) control an Italian company; (ii) are controlled by an Italian company; or (iii) are managed by a body made up of a majority of Italian persons.

Conclusion

The New Decree generally seems to mark a considerable liberalization in the offer of services, including day-to-day activities. It also abolishes the need for a number of licences, permits and authorizations.

One of the major arguments in favour of the New Decree is that it will decrease bureaucratic requirements, thereby enhancing competition. On the other hand, critics argue that this new piece of legislation is possibly too far-reaching, and it might not necessarily grant consumers the same standards (mostly in terms of quality and protection) which the previous rules were designed to secure.

‘At press time, certain amendments to the New Decree were still under debate. The authors’ remarks in this summary might therefore not necessarily be consistent with the provisions of the New Decree as approved in its final form.

Banking

Recommended firms

Tier 1

Allen & Overy
Bonelli Erede Pappalardo Studio Legale
Chiomenti Studio Legale
Clifford Chance Studio Legale
Gianni Orioni Grippo & Partners

Tier 2

Freshfields Bruckhaus Deringer

Tier 3

Giliberti Pappalettera Tricornia e Associati
Grimaldi e Associati
NCTM
Pedersoli e Associati
Simmons & Simmons

Tier 4

Ashurst
Cleary Gottlieb Steen & Hamilton
Macchi di Cellere Gangemi
Pavia e Ansaldo
Studio Legale Tonucci
Ughi e Nunziante
Vita Samory Fabbrini e Associati

Tier 5

Baker & McKenzie
Carnelutti Studio Legale Associato
Delfino e Associati Wilkie Farr & Gallagher
Dewey Ballantine
DLA Piper
Lovells
Studio Legale Sutti
White & Case

Allen & Overy

Allen & Overy has lost a number of lawyers in the past 12 months, and now has two partners and 12 associates dedicated to banking work in the Milan and Rome offices. Despite these departures the market made it clear that Allen & Overy’s superlative reputation for banking merited a top-tier placing for another year. As one practitioner observed “it’s had a rough time, but still leads”.

Among the year’s highlights the firm acted for a syndicate of Turkish banks in financing the acquisition by Enerji Yatirimlari of 51% of the share capital of Turkiye Petrol Rafinerileri for \$1.8 billion.

Leading lawyer Giancarlo Castorino led the team that advised BS Investimenti IV, a private equity fund controlled by BS Investimenti, in the €60 million acquisition of Gruppo Arena, a leading manufacturer of swimwear and related technical products. Davide Mencacci represented Morgan Stanley & Co (as lender) and Pirelli Re Fund Raissa (as borrower) in the financing of the acquisition from MSREF and Pirelli C Real Estate of a portfolio of offices owned by Telecom Italia S.

Menacci also advised Mizuho Corporate Banking on the financing of the acquisition by funds managed by KKR of FL Selenia (the former Fiat lubricants business) from the Vestar private equity fund. Finally the firm was instructed by HSBC Bank and Mediobanca-Banca di Credito Finanziario on a facility for Assicurazioni Generali connected with tender offers being carried out in Germany and Switzerland and a demerger in Austria that had a value of €1.760 billion and SFr370 million.

Leading lawyers

Giancarlo Castorino
Davide Mencacci

Key contact partners

Giancarlo Castorino
Davide Mencacci

Bonelli Erede Pappalardo Studio Legale

Bonelli Erede Pappalardo has offices in Milan, Genoa and Rome, as well as smaller offshoots in Brussels and London. In the last 12 months it has recruited six associates for banking and finance work and lost two, giving it an impressive total of five partners and 35 associates in this area. Roberto Cera was described by peers as “a fantastic lawyer.”

Leading lawyer Andrea Novarese was praised by a market observer for his “energy and ability to succeed on the big deals.” In late 2005 he assisted Autogrill on a €200 million financial facility with Mediobanca. In 2006 the deals kept coming, and in May he represented Unicredit on its €220 million financing to Risanamento for the construction of the new Sky TV facilities in Milan. In June he acted for Autostrade SIAS, Gavio Group on the financing of the acquisition of Costanera Norte in Chile by Autostrade and Gavio.

Elsewhere, Riccardo Sallustio acted for Calyon real estate funds on the financing from Morgan Stanley to the funds managed by Crédit Agricole Asset Management’s Italian subsidiary. He also acted for Limoni Holding and De Agostini in connection with the refinancing of Limoni’s debt.

Leading lawyers

Roberto Cera
Sergio Erede
Andrea Novarese
Riccardo Sallustio

Key contact partners

Andrea Novarese
Emanuela Da Rin
Riccardo Sallustio

Chiomenti Studio Legale

Chiomenti has had a large turnover in associates in the banking and finance section this year, losing eight associates and recruiting seven. It remains an acknowledged top-tier firm, however, with Francesco Ago still renowned as “a superstar” in the area. One client said that he liked to use this firm, and in particular partner Luigi Bendi because “he knows the market, and comes with brilliant ideas and practical solutions”.

Giorgio Cappelli led a team that worked for Express Holding on a €200 million loan for the purchase of a real estate portfolio from Ferrovie dello Stato, while Carola Antonini acted for Edison on a €2.3 billion revolving facility agreement for general corporate purposes. Masimo Colozza represented MCC, a bank specialized in credit activity, and Royal Bank of Scotland on a €200 million multi-tranche facility agreement.

The firm also has an impressive financial services department, which advises on complex real estate financial issues. Highlights here for the past year have included assisting the lenders (Morgan Stanley, BNL and Banca Intesa) in relation to the facilities granted to the Patrimonio Uno real estate fund, managed by BNL Fondi Immobiliari, and acted for the RReef fund over an acquisition financing comprising the purchase from Ferrovie dello Stato of a portfolio of real estate properties and subsequent contribution of such portfolio, together with the related debt exposure of the contributor, into a reserved real estate fund, and in the setting up and authorization of a speculative real estate asset management company and in the approval of the rules of the first fund.

Leading lawyers

Francesco Ago
Luigi Bendi

Key contact partners

Francesco Ago
Luigi Bendi
Vincenzo Troiano

Clifford Chance Studio Legale

Clifford Chance has three partners and 25 other lawyers covering banking and finance, including project finance and real estate finance. All three partners were commended by peers and have been nominated as leading lawyers this year, with rival lawyers particularly complimentary about Charles Adams, described by one as “an absolutely brilliant man” and by another as “the name for banking at Clifford Chance”. Giuseppe De Palma, meanwhile, was praised by one client as having “good knowledge of the firms, good experience and a friendly approach” and giving the impression that “he really cares about your deal”.

In 2006 Adams advised San Paolo IMI as lead arranger on €1.5 billion of refinancing facilities to Edison and represented Banca Intesa, San Paolo IMI and Banca Carige on the €101 million acquisition of Esaote by a pool of investors represented by Banca Intesa Merchant Banking, Carige MPS Venture SGR and Equinox Investment Company. Massimo Novo has also been busy representing ING Bank on the €177 million refinancing of the Rhiag Group and advising Calyon and Mediobanca on the €305 million refinancing of Gemina.

2005 was also a successful year for the firm, in which it advised Mediobanca-Banca di Credito Finanziario, Citigroup and JP Morgan on a €5 billion revolving facility for Enel and its subsidiaries and the replacement of existing facilities for the same entities.

In real estate finance, meanwhile, Giuseppe De Palma acted for UBS on a term facilities agreement to be advanced by the

Anglo Irish Bank Corporation to Regent Property and Regent Milano, and advised Lehman Brothers on the financing of the acquisition of a real estate portfolio of assets located throughout Italy from Reale Immobili and Italiana Assicurazioni, both part of the Reale Mutua Group. In March 2006 the firm assisted Banca Antonveneta on the €215 million financing of the purchase of a shopping centre in Milan.

Leading lawyers

Charles Adams
Giuseppe De Palma
Massimo Novo

Key contact partners

Charles Adams
Giuseppe De Palma
Massimo Novo

Gianni Origoni Grippo & Partners

In the past 12 months Gianni Origoni Grippo & Partners has recruited four associates, including Alvise Di Stefano and Emanuela Campari from Freshfields, along with one lawyer each from Pavia e Ansaldo and Chiomenti.

Gianni Origoni Grippo & Partners does a lot of work for banks, and represented Credit Suisse First Boston and Goldman Sachs on the financing for the acquisition by Lottomatica of American company Gtech by means of a capital increase of €1.5 billion, a subordinated loan of €1.9 billion and a hybrid bond of €750 million.

Dennis Fosselard led the team that advised Sace, the Italian export credit agency, on a framework agreement entered into by Banca Intesa and Sace to issue guarantees to secure facilities granted by Banca Intesa to Italian small and medium-sized enterprises.

Finally, the firm advised a consortium that included Pirelli & Cie Real Estate on a series of loans to finance acquisitions and refinance debts worth a total of €1.875 billion.

Leading lawyer

Alberto Giampieri

Key contact partners

Giandomenico Ciaramella
Alberto Giampieri
Andrea Giannelli

Freshfields Bruckhaus Deringer

Freshfields Bruckhaus Deringer's Italian banking operation specializes in acquisition financing, with Stefano Sennhauser an acknowledged expert in the field. Over the past year Sennhauser has been extremely busy on secured financings, assisting Deutsche Bank on the \$4.9 billion secured financing for the acquisition of shares in Banca Nazionale Del Lavoro by Unipol Banca, advising a pool of 10 lenders on the financing for the acquisition of shares in Banca Antonveneta, also for €4.9 billion, and advising Goldman Sachs on the €1.2 billion acquisition of the Pirelli Cavi e Sistemi, the energy and telecoms offshoot of Pirelli & Cie.

In real estate finance the firm represented Natexis Banques Populaires on the financing of five property funds to be acquired by the first property speculative fund authorized in Italy. Finally it was instructed by ABN Amro and GE on the successful bid for a portfolio of non-performing loans generated by the Unicredit group for €1.5 billion.

Partner Raffaele Lener heads the financial services department, and advised Unicredito Italiano on the Italian corporate and regulatory issues relating to its exchange offer to the shareholders of HypoVereinsbank with respect to their ordinary HypoVereinsbank shares, and the launching of two voluntary

exchange offers with a cash alternative to the shareholders of Bank Austria Creditanstalt and Bank BPH. Other clients of the firm in that case included Poste Italiane and the Royal Bank of Scotland.

Leading lawyer

Stefano Sennhauser

Key contact partners

Corrado Angelelli
Franco Campomori
Stefano Sennhauser

NCTM

Lawyers and clients confirmed the fine reputation of NCTM for banking law advice, one client calling it “a solid firm”. This is reflected in another impressive set of deals this year.

Foremost among these was the firm’s advice to the Royal Bank of Scotland and Unicredit Banca on a medium- to long-term €245 million mortgage loan to Lupicaia, a vehicle jointly owned by Pirelli Real Estate and Morgan Stanley to finance the acquisition of a portfolio of properties. Corrado Verna worked on that deal, and also advised a pool of Italian banks advised by San Paolo IMI on a credit facility and a guarantee facility for the acquisition of Technimont.

The firm has also acted for Italian banks on two multi-tranche bridge loans worth €37 million and €32 million.

Leading lawyers

Stefano Padovani
Corrado Verna

Key contact partners

Stefano Padovani
Vittorio Valeri
Corrado Verna

Simmons & Simmons

Simmons & Simmons has made a concerted effort to increase its presence in Italy over the past year, with offices in Milan, Padua and Rome, where the firm has just moved into White & Case’s old office to accommodate a team there that now includes 10 partners and 52 legal staff.

The firm is a regular advisor to a number of banks, including Unicredito, MCC and the Bank of New York. The firm recently advised the Bank of New York as facility agent to a loan agreement for long-term real estate financing in the context of the Fondo Immobili for €1.993 million.

Unicredit Banca D’Impresa is a regular client of the firm, and in late 2005 and early 2006 the firm represented it in three matters – first, on providing €50 million-worth of financing to the special purpose vehicle of a real estate group for the acquisition of properties deriving from a securitization of state-owned real estate assets, secondly, on the redemption of a three-year bond which was issued by Ventaglio International, and thirdly, on providing staple financing of €50 million for the acquisition of Bluvacanze, Italy’s leading travel agent.

Elsewhere, Fabrizio Dotti advised Dolomiti Energia on the financing granted by Banca Intesa for purchase of a 10% stake in Delmi, a holding company set up to acquire 50% of Transalpina di Energia, which will control Edison. The firm also advised MCC on the resolution of the framework for €100 million agreement regulating the credit lines and indebtedness of ITM Itatractor.

Key contact partners

Marco Franzini
Filippo Pingue

Other notable firms

Cleary Gottlieb Steen & Hamilton has a stronger reputation for capital markets and M&A in Italy, but still boasts a solid banking practice. The firm was counsel to Ducati Motor in obtaining a €100 million secured loan from a syndicate of seven banks, for which Unicredit Banca Mobiliare served as lead arranger. The loan facility featured a five-year, €63.6 million term loan and a €36.3 million, one-year renewable revolving credit facility. It also acted for the Hyatt Group in connection with the refinancing of €65 million in outstanding senior and bridge loans used to finance the purchase and development of the Park Hyatt Milan Hotel. Roberto Bonsignore is the firm’s key banking partner.

Dewey Ballantine enters the rankings this year after notching up roles on an impressive set of deals, including advising Barclays Capital on the launch of structured product and fund-linked platforms and acting for Weather, the investment company of Naguib Sawiris, in relation to the acquisition financing for the purchase of Wind, the third largest telecommunications provider in Italy, and the refinancing of the Wind debt related to the overall M&A transaction. The total debt was in excess of €10 billion. It also advised Fortress Credit Corporation on the structuring of a €310 million facility to Italian listed company SNAI to finance its acquisition of 450 state-regulated betting licences for horse races and other sporting events. Other clients include San Paolo IMI and Banca IMI.

Also new to the rankings this year is **Lovells**, which has four partners and six associates dedicated to banking work. Andrew Welbourn led the Lovells teams that represented Astaldi’s sponsor consortium and project company, Veneta Sanitaria Finanza di Progetto, on the €250 million Mestre hospital financing, and acted for Aareal Bank on the financing for property developments in Brescia and on Via Cavour, Rome worth €190 million.

Macchi di Cellere Gangemi keeps its tier four placing after acting for Siciliacque in connection with a €165 million facility granted by Banca Intesa, guiding Unicredit Banca Mediocredito through the restructuring, operation and maintenance of the primary water distribution network for the Sicily region, and advising Svenska Handelsbanken on the Italian elements of the pan-European financing transaction of the acquisition by Nordic Capital and CVC Capital Partners of the international confectionary group Leaf.

Studio Legale Tonucci remains in tier four this year after advising private equity fund LBO France on three senior debt financings to finance the leveraged buyout acquisitions of Terreal Holding, Actaris and Wheelabrator Allevar Holding, with a combined total value of €1.638 billion. The firm also advised Investkredit Bank on a €45 million senior debt financing.

Elsewhere in tier four, **Ashurst** was described by a market observer as “a good firm building a good practice”.

Capital markets – debt and equity

Recommended firms

Tier 1

Bonelli Erede Pappalardo Studio Legale
Clifford Chance Studio Legale

Tier 2

Allen & Overy
Chiomenti Studio Legale
Freshfields Bruckhaus Deringer
Gianni Origoni Grippo & Partners

Tier 3

Cleary Gottlieb Steen & Hamilton
D'Urso Munari Gatti Studio Legale Associato
Latham & Watkins
NCTM

Tier 4

Dewey Ballantine
Grimaldi e Associati
Macchi di Cellere Gangemi
Pedersoli e Associati
Shearman & Sterling
Simmons & Simmons
Studio Legale Beltramo
White & Case

Tier 5

Ashurst
Carnelutti Studio Legale
Giliberti Pappalettera Triscornia e Associati
Grande Stevens Studio Legale
Linklaters
Norton Rose
Studio Legale Tonucci
Ughi e Nunziante
Vita Samory Fabbrini e Associati

Capital markets – structured finance

Recommended firms

Tier 1

Bonelli Erede Pappalardo Studio Legale
Clifford Chance Studio Legale

Tier 2

Allen & Overy
Chiomenti Studio Legale
Freshfields Bruckhaus Deringer
Gianni Origoni Grippo & Partners
Simmons & Simmons

Tier 3

Ashurst
Grimaldi e Associati
Macchi di Cellere Gangemi
Pedersoli e Associati

Allen & Overy

Recent departures have shaken Allen & Overy somewhat, although the firm still has a decent reputation in all forms of capital markets work. A banking client commented that Massimiliano Danusso “is very practical ... I really like his style”.

Max Aaron handles most of the firm's equity mandates, and advised on all the deals that the firm chose to highlight this year. The largest of these involved acting for UBS as underwriter of the €1.25 billion rights issue by Agricultural Bank of Greece. In December 2005 the firm completed two deals, representing JP Morgan in relation to the rights issue by Commercial Bank of Greece for €397 million and Deutsche Bank on the €190 million rights issue by Bank of Cyprus.

In debt, personnel moves also had an impact, with partner Andrea Bartolucci departing to D'Urso Munari Gatti and three other associates also leaving – although the firm has recruited five associates since May 2005 to counter this. Despite the departures, the firm has had a great year in debt work. In terms of sheer size, the most impressive deal saw the firm advise Barclays Capital, Merrill Lynch and UBS as the international managers on the European legal aspects of the Republic of Argentina's \$81.8 billion global debt exchange offer in June 2005, which involved a simultaneous public offer in Italy, Germany, Luxembourg, Spain, the Netherlands, the US and Denmark. In the same month the practice represented Depfa Bank, Deutsche Bank, JP Morgan Securities and UBS on the City of Milan's first stand-alone eurobond issue, which included a Regulation S issue and was worth €1.6 billion.

Elsewhere, the firm assisted Unicredito Italiano on the issue of two tranches (of €750 million and £300 million) of non-cumulative fixed/floating rate guaranteed trust preferred securities, and acted for Ferrovie dello Stato and Treno Alta Velocità on the transfer of tax receivables to Société Générale.

In structured finance the firm remains strong, and has recruited two associates to take the total in this practice area to three lawyers and six associates. Leading lawyer Giancarlo Castorini remains the big name here, and he led a team that advised Deutsche Bank as the arranger on securitization of a portfolio of monetary claims arising from the supply of health-care products and settlement agreements entered into by private hospitals. He also advised Unicredit Banca Mobiliare on the securitization of a portfolio of residential mortgage loans originated by UniCredit Banca worth €3.039 billion. Finally, the firm advised Bunge Italia as the originator on the securitization of a portfolio of existing and future monetary Italian receivables and Deutsche Bank as the purchaser of a pool of monetary claims worth €397.2 million.

Leading lawyers

Max Aaron
Giancarlo Castorino
Massimiliano Danusso

Key contact partners

Max Aaron
Anne-Claude Lutz
Massimiliano Danusso

Bonelli Erede Pappalardo Studio Legale

Bonelli Erede remains in tier one in a fiercely competitive market after gaining a wide range of plaudits from market observers, with Carlo Montagna described as “most competent” and Alberto del Din as “one of the most extravagant securitization lawyers”.

In equity work the firm has had a strong year, despite the firm not having a dedicated equity department and choosing instead

to draw people from the corporate finance teams. The firm has been busy in 2006, working on the initial public offering (IPO) of Piaggio and acting for Famiglia Moratti on the Saras IPO. Deals have kept coming, and at the time of going to press Alberto Saravalle was advising Banco Caboto on the IPO of Società Aeroporto Toscano Galileo Galilei and advising Ascopolave on its IPO. At the time of writing, Umberto Nicodano was advising Management & Capitali on its IPO, and the firm was also advising UBM on the IPO of SicurGlobal.

In debt work Ricardo Sallustio has worked on some impressive deals in the last 12 months, including advising Merrill Lynch on the City of Venice's medium-term note (MTN) programme, acting for Sole and TBM on a US private placement, and advising the EBRD on three domestic bond issues. Leading lawyer Andrea Novarese has acted for Citibank and BNP Paribas on €1 billion-worth of senior notes issued by Fiat, and advised Caboto, Deutsche Bank and Lehman Brothers on the €150 million issue of senior notes issued by Piaggio Finance. He has also led teams that acted for Lottomatica and De Agostini on subordinated capital securities and for the Domova Group on its issue of €350 million-worth of senior securities.

In structured finance the firm has hired five associates and three trainees, but has lost nine associates and five trainees. This rapid turnover has not stopped the firm working on some impressive deals, and represented Beni Stabili, Imser 60, Imser Securitization and Imser Securitization 2 on the legal structuring and the implementation of the refinancing and restructuring of the €1.164 million CMBS securitization transaction carried out by Imser Securitization in November 2002. The practice also assisted the joint venture between Morgan Stanley Real Estate Funds and Pirelli & Cie Real Estate in the €550 million refinancing of certain existing securitization transactions through the issue of asset-backed securities. Finally, the firm assisted Ferrovie dello Stato, Rete Ferroviaria Italiana and TAV in relation to the ISPA high-speed railway funding note programme and issue thereunder.

Leading lawyers

Roberto Cera
Alberto Del Din
Carlo Montagna
Andrea Novarese
Paolo Olivieri
Alberto Saravalle

Key contact partners

Alberto Del Din
Carlo Montagna
Andrea Novarese

Chiomenti Studio Legale

Chiomenti is best-known for its equity capital markets practice, with leading lawyer Enrico Giordano frequently mentioned as an outstanding practitioner. The firm is clearly expanding rapidly, and since June 2005 has recruited seven associates to its equity team and six to its securitization team. One banking client was particularly complimentary about Enrico Giordano, describing him as "very competent on equity capital markets ... he has a very good relationship with the regulators".

Amid a plethora of impressive deals, Giordano acted on some of the most important. He advised a panel of banks, including ABN Amro and BNP Paribas, on the follow-on rights offering of Fiat shares for €3 billion. The Turin firm Grande Stevens does a lot of work for Fiat, and worked opposite Chiomenti on this deal. Giordano also worked with the highly-respected Michele Carpinelli acting for Banca Nazionale del Lavoro on

takeover bids launched by BNP Paribas, Unipol and Banca Bilbao Vizcaya.

The firm is equally comfortable acting for issuers, and represented Enel on its institutional and public offerings for €4.1 billion and €7.6 billion respectively. The firm also acted for JP Morgan and Banca Caboto on the €2.3 billion IPO of Saras.

In debt and securitization, meanwhile, Roberto Ghio continues to command tremendous respect in the market, and the firm is often seen acting for the arrangers of such transactions. For example, the firm acted for Lombarda Lease on €1.121 million-worth of asset-backed floating rate notes and for CDC Ixis on €151.950 million-worth of asset-backed floating rate notes issued by Felsina Funding. Ghio acted on both these deals, and was at the helm again representing Finanziaria Internazionale and BNP Paribas on the securitization of non-performing mortgage loans originated by Banca Sella.

Leading lawyers

Francesco Ago
Roberto Ghio
Enrico Giordano

Key contact partners

Michele Carpinelli
Roberto Ghio
Enrico Giordano

Cleary Gottlieb Steen & Hamilton

Partners at Cleary Gottlieb Steen & Hamilton work across a number of different practice areas, but Micahel Volkovitsch and Pietro Fioruzzi are the two that devote the most time to this area and as a result attract the most attention from the market.

The firm continued to guide Enel through its privatization in 2005. The third and fourth tranches of the sale by the Italian Ministry of Economy and Finance of around 28% of Enel's share capital were launched, being worth almost €12 billion in total. Both transactions included a public offering in Italy, a fully documented private placement to international institutional investors and a public offering without listing in Japan.

Elsewhere, the firm served as international counsel to Alitalia on its offering of rights to purchase up to 1.26 billion new ordinary shares, including a placement in the US to qualified institutional buyers, valued at €1 billion. The firm also worked opposite Chiomenti in acting as counsel to Saras and its shareholders, Angelo Moratti, Gian Marco Moratti and Massimo Moratti, in Saras' €2.1 billion IPO. The shares have been listed on the *Mercato Telematico Azionario* (the Italian electronic exchange), and will form part of the Italian blue-chip index.

The firm also acted for underwriters Merrill Lynch International and UniCredit Banca Mobiliare in an offering by Actelios of rights to subscribe for new ordinary shares. The Regulation S offering, conducted entirely outside of the US, generated €250 million in new capital for Actelios and will form the equity component of a major project financing.

In the debt arena, the practice served as international, US, Italian and English counsel to Fiat as issuer and guarantor of Fiat Finance and Trade's offering of \$1 billion senior notes, marking Fiat's successful return to the capital markets after a gap of a few years.

Leading lawyer

Michael Volkovitsch

Key contact partners

Pietro Fioruzzi
Michael Volkovitsch

Clifford Chance

Clifford Chance has had a superb year in capital markets, which has prompted its promotion to the top tier for debt and equity and a repeat tier one placing in structured finance.

The firm has worked on a plethora of IPOs in the last 12 months, with leading lawyers Filippo Emanuele and Alberta Figari the names that cropped most often advising on the big-ticket deals. In 2006, these deals included acting for Caboto and JP Morgan on the Intercos IPO, advising Mediobanca and Goldman Sachs on the Ansaldo IPO, representing Mediobanca and Morgan Stanley on the Marazzi Group IPO, advising the issuers on the Api and Nice IPOs, and acting for UBM and JP Morgan as global coordinators on the Elica IPO.

The firm has also acted for the Sorin Group on its rights issue and guided UBM through the Socotherm exchangeable bond. It also advised Mediobanca and Banca Generali on the €42.5 billion EMTN programme of Assicurazioni Generali, Banca Generali and Generali Properties, and advised Banca IMI on the €3 billion EMTN programme for Cassa Depositi e Prestiti.

In structured finance the team is an acknowledged leader, most often advising the managers. For example, the firm acted for JP Morgan, HSBC and Mediobanca in respect of the first hybrid capital deal ever made by an Italian insurance company aimed at strengthening its capital base in view of the buyout of minorities and buyback of shares. Elsewhere, Riolo and Crisostomo acted for a panel of banks on a tier I transaction made by UniCredito Italiano to strengthen its capital base for the acquisition of HVB, valued at about €1.2 billion. Finally, the firm also gave advice on a €689 million residential mortgage-backed securitization originated by Banca Nazionale del Lavoro and lead managed by the Royal Bank of Scotland.

The firm provides ongoing advice to Standard & Poor's in relation to its rating of Italian securitization transactions, and at the time of writing was acting for BNL on a securitization of receivables arising from leasing contracts entered into by Locafit-Lozzini Macchinari Industriali, part of the BNL banking group, and purchased by Vela Lease.

Leading lawyers

Paolo Calderaro
Filippo Emanuele
Alberta Figari
Nicholas Wrigley

Key contact partners

Paolo Calderaro
Filippo Emanuele
Nicholas Wrigley

Freshfields Bruckhaus Deringer

Freshfields continues to be a sure-fire second tier contender for debt and equity work, and has justified its placing this year with another solid set of deals.

In equity work the firm advised Deutsche Bank on the restructuring of convertible securities and the recapitalization of Alitalia, the Italian national air carrier, for €1.2 billion and assisted H3G Italia on the listing of its shares on the Italian stock exchange, which was withdrawn in February 2006 before listing. At the time of going to press it was assisting Goldman Sachs on the initial stage of Italtel's IPO.

Stefano Sennhauser is the star at Freshfields for debt and securitization work, and he assisted ABN Amro and Unicredit Banca Mobiliare on the €1.5 billion repackaging of the asset-backed medium-term notes issued by Nixes Two relating to a securitization programme of car loan receivables originated by Fiat. Sennhauser also assisted Citigroup as the arranger on the securi-

tization of two non-performing loan portfolios originated by Localto for €88 million.

Elsewhere, the firm assisted ABN Amro on the Italian elements of a collateralized mortgage-backed securitization transaction by Industrial Properties Series IV and on the securitization by Castoro RMBS of asset-backed notes issued by Grecale for a value of €700 million. Finally the firm advised the Council of Europe Development Bank as issuer of flippable bonds issued to the public by Merrill Lynch International and Abax Bank.

Leading lawyers

Enrico Castellani
Stefano Sennhauser

Key contact partners

Corrado Angelelli
Bruno Castellini
Carlo Kostka

Gianni Origoni Grippo & Partners

In February 2006 Gianni Origoni Grippo & Partners suffered the unfortunate resignations of Rome partners Andrea Mazziotti di Celso, Fabio Labruna and Antonio Segni and Milan partner Aldo Palumbo, who left with 20 associates on January 31 2006. Of these, Antonio Segni was a leading capital markets lawyer, and six of the 20 associates who left also focused their attentions on capital markets work. Gianni Origoni is a firm with considerable strength in depth and will undoubtedly recover from this, but the market was united in saying that, in the words of one banking client, "there will be an impact". Bruno Bartocci is the newly appointed coordinator of the capital markets group, and it will be interesting to see how he reaffirms Gianni Origoni's position in the market over the coming year.

In equity work the firm acted as legal advisor to BNL Fondi Immobiliare as the manager of a public real estate close-ended fund promoted by the Italian Ministry of Economy and Finance and *Patrimonio dello Stato*, the Ministry's wholly owned subsidiary for the real estate sector, for around €800 million. It also acted on the biggest capital increase transaction of the year in Italy, advising a panel of banks including Credit Suisse First Boston on the subscription of new Unipol ordinary offered shares.

The practice has been acting on the restructuring of Parmalat for some time, and this year acted on an offer of ordinary shares and warrants of the new Parmalat entity. The offer envisaged the listing on the *Mercato Telematico Azionario*, organised and operated by Borsa Italiana.

In debt work, meanwhile, the firm acted for Credit Suisse Securities and Goldman Sachs International as joint-lead managers of Lottomatica's issue of €750 million subordinated interest deferrable capital securities, and advised Merrill Lynch and Fortress on the purchase and subsequent securitization of four portfolios of non-performing loans owned by a range of banks and worth €2.24 billion.

Leading lawyers

Alberto Giampieri
Andrea Gianelli
Francesco Gianni

Key contact partners

Bruno Bartocci
Antonio Coletti
Andrea Giannelli

Latham & Watkins

Latham & Watkins has limited Italian law capabilities but nevertheless is increasing its presence in the Italian market, with Michael Immordino respected for his expertise and the firm overall doing some eye-catching work, especially on high-yield deals.

The firm advises on a high percentage of the country's high-yield deals, and acted on one of the largest ever LBOs this year when it acted for Deutsche Bank, ABN Amro and Banca IMI in relation to the €12 billion sale by Enel of Wind to Weather Investments. The firm also served as counsel to the underwriters on the offering of €1 billion-worth of senior notes guaranteed by Fiat and quoted on the Irish Stock Exchange, and to Aero Invest on the offering of €375 million floating rate senior payment-in-kind (Pik) notes.

In debt work, the firm advised Lottomatica on its €360 million offering of floating rate senior Pik notes and acted for Arnoldo Mondadori Editore on the consent solicitation to amend its 2% guaranteed convertible note issue. Finally, Immordino again advised Banco Caboto as the arranger on a drawdown under its €2 billion EMTN programme.

Equity highlights this year have included advising CSFB Private Equity as the selling shareholder on the €686 million global IPO by Sáfico on the *Mercato Telematico Azionario*, and acted for Toro Assicurazioni, one of Italy's leading insurance companies, and De Agostini Partecipazioni, its principal shareholder, in the IPO and listing on the Milan Stock Exchange of shares worth €552 million.

Among the year's other highlights, Latham & Watkins advised scooter maker Piaggio on its €315 million global offering, and acted as counsel to Italease as issuer on its €190 million IPO, and to Guala Closures on its €140 million IPO.

Leading lawyer

Michael Immordino

Key contact partners

Michael Immordino
Jacques McChesney
Richard Trobman

Simmons & Simmons

Simmons & Simmons has a rapidly growing Italian practice that has consolidated its place in the rankings this year with another good set of deals. The firm is particularly strong in debt and structured finance work, in which the firm moves up to tier two.

In securitization work the firm acted for Mediobanca and Nomura as lead arrangers of a multi-originator securitization of healthcare receivables for €1.8 billion in two classes of notes. It also represented BNP Paribas and Finanziaria Internazionale as joint arrangers of a revolving securitization of receivables incorporated in the junior bonds issued in the context of four securitizations of lease receivables originated by Banca Italease and Italease Network. Other clients for this work include Marazzi Group, Barclays Capital, Banca Intesa, Istituto Bancario del Lavoro Banca Intesa, UBS and Capitalia.

In derivatives work the firm advised Barclays Capital on a €280 million derivative transaction for the Province of Milan, and acted for HSBC on a derivatives transaction for the local authority of the Municipality of Catania involving a knock-out collar IRS.

Simmons & Simmons also increased the quality of its equity work over the past year, and in 2005 acted for Monti Ascensori on its €20 million listing, advised Datamat on the block sale of shares to Finmeccanica, and acted for Mondo Home Entertainment on its listing on the *Mercato Espandi* of the Italian Borsa and on its subsequent secondary capital increase for €50 million and €11 million respectively.

The deals have kept coming in 2006, with the firm representing the Marazzi Group on its €1 billion listing on the blue-chip

segment of the Italian Borsa, which included the public sale of shares in Italy and a private placement to professional investors in Italy and abroad, including a Rule 144A offering to US investors. Partner Marco Franzini led the team on that transaction, while Nino Lombardo acted for Elitel on its listing on London's Alternative Investment Market.

Key contact partners

Francesco Aleandri
Andrea Cristaudi
Filippo Pingue

Other notable firms

Ashurst has had another decent year in capital markets, closing a number of deals in December 2005 including advising a pool of Italian banks as agent on the €400 million corporate financing of Banca Agrileasing, and acting for Unicredit Banca d'Impresa on the provision of €15.8 million-worth of long-term facilities to the Ritrama Industrial Group. In 2006 the firm acted for a bank syndicate that provided €105 million-worth of medium- and long-term facilities to Manuli Automotive, and acted for Boreale, a real estate vehicle owned by GE Real Estate Italia and IRN Holding Luxembourg, on €142 million-worth of debt refinancing facilities provided by the Milan branch of Société Générale. Riccardo Agostinelli and John France, recently recruited from Allen & Overy, are the key figures in this area.

D'Urso Munari Gatti Studio Legale Associato moves up to tier four this year on the advice of peers, who feel that its rise may not stop there after it hired partner Andrea Bartolucci from Allen & Overy in May 2005. The firm has been particularly active in equity work, advising the underwriters on the fourth tranche of the equity offering of Enel and representing Mediobanca as sponsor on the listing of Parmalat for €1.8 billion. In 2006 so far, the firm has advised Mediobanca again, along with Goldman Sachs, as underwriters on the €407 million Ansaldo STS IPO and listing. In debt the firm has been less active, but picked up a role advising Piaggio on its bond issue. D'Urso himself was described by one peer as "an experienced lawyer with common sense".

NCTM is a rock-solid tier three firm, with Alfredo Toffoletto and Giuseppe Labinca acting on the majority of the deals for the firm. These have included acting for Guala Closures on its €176 million IPO and assisting a major Italian producer of agricultural equipment on a securitization of its receivables.

Rome firm Grimaldi e Associati advised ERG in connection with the purchase of the 50.62% of the share capital of Enertad. Meanwhile, Ughi e Nunziante acted for Banco Bilbao Vizcaya Argentaria in connection with the sale to BNP Paribas of its stake in Banca Nazionale del Lavoro, representing 14.79% of the ordinary corporate capital of BNL, by way of adhesion to the public offer launched by BNP Paribas. The deal was valued at €1.3 billion.

At the end of 2005, Dewey Ballantine's Milan team was strengthened by the arrival of partners Emanuela Ciaffi and Adriano Pala from D'Urso Munari Gatti, along with two associates. This year the firm advised Wind on its high-yield bond issue and advised De Agostini's subsidiary Lottomatica on the funding of its \$4.5 billion acquisition of GTech through the issue of bonds and equity rights. At time of going to press the firm was advising on all aspects of the IPO of Eurizon, which is planned to reach the market in mid-2006.

This year **Macchi di Cellere Gangemi** acted for Merrill Lynch International in its second commercial mortgage-backed securitization (CMBS) transaction in the Taurus series, Taurus CMBS No 2, which was the first Italian cashflow multi-borrower CMBS. Giuseppe Schiavello led the team on this deal.

Linklaters focuses on the high-profile transactions in Italy, which in the past 12 months have included providing US and English law advice to the underwriters on the €723.6 million IPO of the Sàfilo Group, a producer of glasses. Italian partner Luigi Sensi led that deal, and also advised a panel of banks on the €2.6 billion capital increase by Unipol Assicurazioni, which closed in November 2005. The firm also worked for Merrill Lynch International on the IPO of Marr, a leading food distributor, and enters the rankings for the first time this year. Among the other highlights, Linklaters advised the joint global coordinators on the IPO of Piaggio, one of the world's leading scooter makers.

Andrea Mazziotti di Celso, Fabio Labruna and Antonio Segni and Milan partner Aldo Palumbo, the departing partners from Gianni Origoni Grippo & Partners, have founded the firm **Labruna Mazziotti Segni**. At time of going to press it was too early to determine a place in the rankings for this firm, but it looks set to challenge for a place next year.

Insolvency and restructuring

Recommended firms

Tier 1

Bonelli Erede Pappalardo Studio Legale
Gianni Origoni Grippo & Partners

Tier 2

Chiomenti Studio Legale
Clifford Chance Studio Legale
Freshfields Bruckhaus Deringer
Lombardi Molinari

Tier 3

Allen & Overy
Cleary Gottlieb Steen & Hamilton
Grimaldi e Associati
Macchi di Cellere Gangemi
NCTM
Pedersoli e Associati
Simmons & Simmons

Tier 4

Carnelutti Studio Legale Associato
Giliberti Pappalettera Triscornia e Associati
Paul Hastings Janofsky & Walker
Pirola Pennuto Zei e Associati
Studio Legale Bruni Gramellini e Associati
Studio Legale Tonucci
Ughi e Nunziante
Vita Samory Fabbrini e Associati

Tier 5

Baker & McKenzie
CMS Adonnino Ascoli e Cavasola Scamoni
De Berti Jacchia
Studio Legale Sutti
White & Case

Bonelli Erede Pappalardo Studio Legale

Bonelli Erede Pappalardo's superlative reputation for general corporate work ensures that it keeps its place in the top tier for another year. It has nine partners and six associates focusing on insolvency and restructuring work, and leading lawyer Franco Bonelli assisted Banca Intesa and the other financing banks for restructuring the ownership and financial assets of Piaggio.

Elsewhere, Marco Arato was involved in the Finmek Extraordinary receivership, his work included giving general advice on pending contracts and labour matters as well as the drafting of agreements for the sale of business branches. Arato acted again on the extraordinary receivership of Algat, giving general assistance on bankruptcy proceedings and advising on the sale of the company to Casti.

The firm continues to represent GE Capital Finance in the Parmalat case, which has involved bringing before the Supreme Court a dispute over the constitutional legitimacy of Article 6 of the *Legge Marzano*.

In restructuring, meanwhile, the firm has advised Diadora on the reworking of its loan portfolio, acted for a group of banks on restructuring the debt of Impreglio, and guided Tenuta San Francesco through a debt restructuring agreement.

Leading lawyer

Franco Bonelli

Key contact partners

Marco Arato
Giovanni Domenichini

Gianni Origoni Grippo & Partners

In taking on the Parmalat case Francesco Gianni "has had the courage to be first" and remains in this position this year. The firm's work on restructuring Parmalat's debt, which finished in October 2005, was partly responsible for the firm winning the award for Italian law firm of the year at the *IFLR* awards in 2006. This deal was worth more than €13 billion; Parmalat returned to the Italian stock market less than two years after its collapse.

Apart from Parmalat, the firm has worked on some interesting cases and provided assistance to Fabbrica Italiana Accumulatori Mototoccarri Montecchio on the restructuring of the company and the selection of a potential partner to invest in its corporate capital. Antonio Aurocchio worked on this deal, and also guided FinPart through the restructuring of debt on two debenture loans issued by entities of the FinPart Group.

Finally, the firm advised Tecumseh Powers on the composition with creditors' proceedings of its Italian subsidiary, Tecumseh Europe.

Leading lawyer

Antonio Auricchio

Key contact partners

Antonio Auricchio
Aulo Cossu
Silvano Enne

Chiomenti Studio Legale

Chiomenti has a skilled and wide-ranging corporate legal team that is respected in the market by its peers. It has four partners and 10 associates working in this area and has advised a number of banks on the Parmalat insolvency procedure and the related court proceedings.

The firm has consolidated experience in representing banks and companies challenging revocation action and other prejudicial measures taken by bankruptcy commissioners. It also assists companies in debt restructuring negotiations and

consolidation agreements and banks in the development of corporate reorganisation plans.

Key contact partners

Andrea Bernava
Giorgio Cappelli
Ennio Ciccioni

Freshfields Bruckhaus Deringer

Two partners and four associates concentrate on insolvency work at Freshfields. The team keeps its tier two placing after winning some impressive mandates in 2005 and 2006.

Foremost among these was the work connected with the Parmalat collapse, where the firm advised Deutsche Bank, Merrill Lynch and HSBC in litigation brought by Parmalat's commissioner, including three claims for tortious liability, three claw-back claims and a challenge to the constitutionality of Italy's special insolvency law.

Elsewhere, the firm represented Capitalia and Banca Di Roma in actions brought by the insolvency commissioners of two companies of Cirio claiming damages for tortious liability, and advised Mediocredito Centrale in an action brought by the insolvency receiver of an Italian telecommunications company for damages allegedly arising from the company's board of directors' and auditors' liability.

Rounding off an impressive set of mandates, Enrico Castellani advised Gnutti Cirillo and PricewaterhouseCoopers in relation to the €180 million modification of the Gnutti Cirillo/Zucchini financial restructuring carried out in 2002.

Leading lawyer

Enrico Castellani

Key contact partners

Enrico Castellani
Raffaele Lener

Simmons & Simmons

Simmons & Simmons is, in the words of a market observer, "increasingly active" in this area of work, and this is shown on an impressive set of deals. Paolo Gnignati heads the dispute resolution and litigation team, while Nino Lombardo is a corporate lawyer who has extensive experience in this area.

Highlights in the last year have included representing the Law Debenture Trust Corporation in insolvency proceedings involving seven companies in the Cirio Group. This has involved advice relating to seven bond issues. On the seemingly all-encompassing Parmalat transaction, meanwhile, Ernesto Apuzzo advised both JP Morgan Chase and Cargill Financial Markets on the acquisition of Parmalat trade receivables.

The firm has continued to work on the high-profile ITM Italtactor case, and has also acted for Abaxbank, MCC and Monte dei Paschi di Siena on the acquisition by Titan Europe of the outstanding bank debts of the ITM Passini Group for €150 million. Other clients of the firm include Unicredit Banca d'Impresa, SanPaolo IMI and Banca Nazionale del Lavoro.

Leading lawyers

Paolo Gnignati
Nino Lombardo

Key contact partners

Paolo Gnignati
Nino Lombardo

Other notable firms

NCTM's insolvency and restructuring operation has six partners and 20 associates, of whom Gianfranco Negri-Clemente has worked for Banco Popolare Vicenza on a debt rescheduling and advised Unicredito Italiano on insolvency proceedings. **Lombardi Molinari e Associati** is a top-quality litigation boutique that played an important role in the Parmalat case. Lombardi himself was described as "brilliant in court".

Studio Legale Sutti has picked up a couple of interesting mandates, including advising a pool of creditors in reference to debt restructuring plan proposed by an Italian manufacturer of leather luxury goods and subsequent winding up proceedings, and advising a German group of companies involved in several cases against the liquidator of an Italian company.

Macchi di Cellere Gangemi keeps its tier three placing this year after acting on a large number of deals, including advising Barry Callebaut Belgium on insolvency proceedings in Genova, acting for Celcoop on a *concordato fallimentare* (composition with creditors), representing Scania Finance Italy in various bankruptcy proceedings to protect its rights under leasing agreements and to obtain the restitution of vehicles, and guiding Veolia Water System through the insolvency of the Belleli Group and the negotiation of a settlement agreement. It also acted for UBS on certain criminal and civil proceedings connected with the insolvency of the Parmalat Group.

Mergers & acquisitions

Recommended firms

Tier 1

Bonelli Erede Pappalardo Studio Legale
Chiomenti Studio Legale
Cleary Gottlieb Steen & Hamilton
Gianni Origoni Grippo & Partners

Tier 2

Clifford Chance Studio Legale
Freshfields Bruckhaus Deringer

Tier 3

Allen & Overy
Delfino e Associati Wilkie Farr & Gallagher
D'Urso Munari Gatti Studio Legale Associato
Giliberti Pappaletta Triscornia e Associati
Grande Stevens Studio Legale
Grimaldi e Associati
NCTM
Pedersoli e Associati
Vita Samory Fabbrini e Associati

Tier 4

Agnolli Bernardi e Associati
Dewey Ballantine poss 3
Lombardi Molinari e Associati
Macchi di Cellere Gangemi
Pavia e Ansaldo
Simmons & Simmons
Ughi e Nunziante

Tier 5

Ashurst
Baker & McKenzie
Carnelutti Studio Legale Associato
De Berti Jacchia
Galvano
Latham & Watkins
Lovells
McDermott Will & Emery
Paul Hastings Janofsky & Walker
Studio Legale Montanari e Associati
Studio Legale Sutti
Studio Legale Tonucci
White & Case

Bonelli Erede Pappalardo Studio Legale

Bonelli Erede Pappalardo remains, according to a rival lawyer, "the benchmark" for M&A work in Italy, with Franco Bonelli in particular commended for having the "rainmaking ability" necessary to be a top partner at a big M&A firm.

Picking the top deals among such a diverse range is always difficult, but in May 2006 alone the firm worked on two big-ticket deals that closed within a few days of each other. In the first, Sergio Erede led a team that represented private equity firm BC Partners in the sale of its stake in Egidio Galbani, an Italian cheese producer, to French dairy manufacturer, Groupe Lactalis, for €1.8 billion. And in the second, the firm showed its ability to work on the other side of big deals when it represented the

bidder, BNP Paribas, on its acquisition of the entire share capital of Italian counterpart, Banca Nazionale del Lavoro, in a cash-for-share transaction worth €9.025 billion. The team that worked on this deal included both Umberto Nicodano and Erede, and proved the firm is still very much at the top of its game.

At time of writing the firm was advising the bidder, Lottomatica, the Italian lottery operator, in relation to its acquisition of the entire share capital of the GTech Holdings Corporation, a US provider of gaming technology and services, in a cash-for-stock deal worth €4 billion. Finally, the firm acted for Autostrade, the Italian infrastructure manager, on its merger with Spanish counterpart Abertis Infraestructuras, which will result in Autostrade's integration into Abertis.

Leading lawyers

Franco Bonelli
Roberto Cera
Sergio Erede
Umberto Nicodano

Key contact partners

Roberto Cera
Umberto Nicodano
Alberto Saravalle

Chiomenti Studio Legale

Chiomenti has made a net gain of three associates since May 2005, taking the numbers of lawyers in this practice area to an impressive 16 partners and 64 associates. The firm is about more than just quantity, however, and has kept its place in the top tier this year after working on some interesting deals. From among the team, Francesco Tedeschini was praised by a peer for his "great technical ability".

For example, the practice advised Gemima as bidder on a complex €1.2 billion agreement with special purpose vehicle Igli, which involved increasing the capital of construction company Impregilo, the transfer and sale by Gemina to Igli of option rights to subscribe to the increase of capital, an Igli call option to acquire from Gemima its remaining stake in Impregilo, and the restructuring of Impregilo's debt.

Leading lawyer Michele Carpinelli played a key role in one of the biggest deals of the year, advising Enel on the sale of its stake in Wind to Weather Investments. This involved a reorganization, step-up of Enel's participation in Weather Investments, a refinancing and preparing the company for listing.

Carpinelli worked on the two other most notable deals handled by the firm over the past year. In the first, he acted for RAS on its €55 billion cross-border merger into Allianz, and in the second, he advised Banca Nazionale del Lavoro in relation to the €9 billion tender offer launched by BNP Paribas for the bank's ordinary and saving shares.

Leading lawyers

Michele Carpinelli
Carlo Croff
Francesco Tedeschini

Key contact partners

Carlo Croff
Emanuele Gamna
Francesco Tedeschini

Cleary Gottlieb Steen & Hamilton

US powerhouse Cleary Gottlieb Steen & Hamilton roars into the top tier this year after winning consistent praise from the market for superb performances on the big deals. Its capacity is smaller than the other firms in the top tier (although the firm's internal structure makes exact numbers hard to obtain) but it has a reputation for high quality driven by the presence of Roberto Casati, "a top M&A lawyer". The team is backed up by an antitrust

department led by Mario Siragusa, described by one peer as “the Ronaldo of lawyers”.

The firm’s biggest deal in recent months, mentioned briefly in last year’s edition, but only completed in September 2005, was ABN Amro’s acquisition of Banca Antonveneta for €3.2 billion. This acquisition marked the first time that a non-Italian bank has been able to acquire control of an Italian bank, overcoming an informal policy of the Bank of Italy against such acquisitions. Perhaps more importantly, ABN Amro’s success in acquiring control of Banca Antonveneta resulted in an enhanced recognition in Italy of the fundamental importance of various legal norms governing corporate acquisitions, including the prohibition against insider trading, the requirement of transparency on the part of bidders as well as targets, and the mandatory tender offer rule.

Still in the banking sector, the firm grabbed a role on the *IFLR* M&A deal of the year, serving as counsel to HypoVereinsbank on its merger with leading Italian bank, UniCredito Italiano, valued at €19.2 billion. The transaction was the reportedly the largest cross-border M&A deal in the banking sector in Europe to date, and resulted in creating one of the 10 largest European banking groups.

Away from the bank mergers, the firm represented AEM, the Milanese energy company, in relation to the acquisition of a 63.3% stake in Edison, Italy’s second-largest energy company, by Transalpina di Energia, an acquisition vehicle jointly held by AEM and Electricité de France, for €12.8 billion. It also acted for Fiat on the sale of its 24.6% stake in Italenergia Bis, the holding company controlling Edison, Italy’s leading non-state-owned electricity company, to Electricité de France, for €1.15 billion. Finally, the firm was counsel to Euronext in its €245 million acquisition, together with Borsa Italiana, of a controlling stake in MTS (*Mercato dei Titoli di Stato*), Europe’s leading market for the trading of fixed-income securities.

Leading lawyer

Roberto Casati

Key contact partners

Roberto Casati
William McGurn

Gianni Origoni Grippo & Partners

Rounding out the top tier, Gianni Origoni Grippo & Partners lost corporate partner Andrea Mazziotti di Celso this year as part of the breakaway faction that formed Labruna Mazziotti Segni, but has the strength in depth in this area to cope admirably with this.

In the aforementioned HypoVereinsbank-Unicredito merger, the firm advised the major shareholders of Unicredito in the €15 billion public tender offer launched by Unicredito for HypoVereinsbank. Leading lawyer and name partner Francesco Gianni advised on this deal, and also represented Groupe Lactalis in its acquisition of the entire participation owned by BC Partners in Galbani in spring 2006.

Filippo Troisi is also highly rated by the market, and in December 2005 he assisted Merrill Lynch Fortress Investment in relation to the sale of 81% of a new company authorized to carry out financial activities in a deal worth €2 billion. Morgan Stanley again turned to Gianni Origoni for advice, this time in relation to the public tender offer launched by German insurance company Allianz for RAS, and the subsequent merger of RAS into Allianz for €5.7 billion.

Leading lawyers

Francesco Gianni
Filippo Troisi

Key contact partners

Francesco Gianni
Filippo Troisi

Clifford Chance Studio Legale

Clifford Chance stays in the second tier this year after working on a large number of deals and impressing rival lawyers and clients with the efficiency of its work.

Among this year’s highlights, the firm advised Electricité de France on a complex transaction coordinating the takeover bid of Edison to be launched by Transalpina di Energia, the joint venture between French energy giant Electricité de France and Italian utility company AEM. This deal was worth €8 billion and closed in November 2005. In March 2006 the firm worked on another billion-euro deal when it guided Generali through the public offer over the minority interests of the foreign subsidiaries it did not own.

Elsewhere, the firm has represented a number of banks on M&A matters, including advising Deutsche Bank on the disposal of a 5% minority interest in BNL to BNP Paribas, acting for Banca Monte Paschi di Siena, the primary Italian banking group, on the disposal of its 2.66% interest in Fiat through an accelerated bookbuilding with institutional investors, and representing Banca Nazionale del Lavoro on the joint venture between BNL and the First Data Group, involving a merger of the two companies’ payment system services and processing of debit and credit card transactions.

At time of going to press the firm was representing Abertis Infraestructuras on its agreed €22.9 billion merger with Autostrade.

Leading lawyers

Silvio Riolo
Nicholas Wrigley

Key contact partners

Silvio Riolo
Nicholas Wrigley

Freshfields Bruckhaus Deringer

Freshfields is building an Italian M&A practice that has continued to go from strength to strength over the past year. The firm boasts 11 partners and 38 associates, and has sunk its teeth into some big deals this year, including a role on the *IFLR* M&A deal of the year 2006, assisting Unicredito in all relevant jurisdictions, on its takeover of HypoVereinsbank, the second-largest German bank.

Leading lawyer Mario Ortu represented Goldman Sachs Principal Investment Area on the acquisition of Pirelli Cavi e Sistemi, the Italy-headquartered energy and telecom cables and systems business of Pirelli & Cie, for €1.3 billion. Ortu again led the team that represented Pearson on the acquisition of an 80% stake in Paravia Bruno Mondadori Editori, one of Italy’s leading educational publishing companies in May 2006.

Finally, the firm gave general advice on the implementation of Alitalia’s industrial plan, including a restructuring of Alitalia’s convertible bonds and a share capital increase of up to €1.2 billion to service a rights issue.

Leading lawyer

Mario Ortu

Key contact partners

Fabrizio Arossa
Massimo Benedettelli
Mario Ortu

D’Urso Munari Gatti Studio Legale Associato

D’Urso Munari Gatti moves up to tier three this year after winning consistent praise from the market for the excellence of its M&A advice. It has also been recruiting effectively, bagging part-

ners Andrea Giardino from Pavia e Ansaldo and Riccardo Pieroni from Studio Legale Irti in Rome in May 2006.

Deal highlights over the past 12 months have included acting for Deutsche Bank, Pirelli & Cie Real Estate, Investitori Associati and the Borletti family on the acquisition of La Rinascente from Eurofind, and on the joint venture agreement among them. The firm also represented Banca Popolare di Milano, Fondazione Cassa di Risparmio di Torino and Mediobanca on the acquisition of a minority stake in Delmi for €380 million. Key M&A partner Francesco Gatti worked on both of these deals.

Key contact partners

Carlo d'Urso
Francesco Gatti
Stefano Valerio

NCTM

NCTM retains its place in tier three after another strong year, which has included advising Sofipa, part of the Capitalia Group, on the acquisition (together with BS Private Equity) of the IP cleaning division of Interpump for €220 million, and acting for Bridgepoint Capital on the purchase of 100% of Sea, a caravan manufacturer, through a special purpose vehicle for €250 million.

In 2006 the deals have continued, and have included representing British Telecom in the acquisition of Fiat's Atlanet unit for €80 million.

Key contact partners

Paolo Montironi
Vittorio Nosedà
Alberto Toffoletto

Other notable firms

The Italian alliance between **Carnelutti Studio Legale** and **McDermott Will & Emery** ended in October 2005, and the now separate firms move down the tiers this year as they try to recover. Carnelutti kept key contact Luca Arnaboldi, and in January 2006 he acted for Banca Intesa, Imi, Monte dei Paschi di Siena, Carige and Equinox on the acquisition of biotech company Esaote by a consortium of financial institutions for €200 million.

Dewey Ballantine enters the rankings in the fourth tier this year after working on a number of impressive share driven acquisitions and working on some eye-catching deals for private equity funds. For example, it represented private equity firm 3i in its acquisition of 40% of Giochi Preziosi, the fourth-largest toy maker in the world, for €115 million, acted for BS Private Equity on its investment in Ducati Motor Holding, and represented Palamon Capital Partners on one sale and one acquisition over the year. Finally, it advised Finmeccanica in relation to its purchase of 52.7% of Datamat's capital for €151 million, and its subsequent agreement to launch a tender offer to purchase the remaining capital.

Michael Immordino at **Latham & Watkins** acted for Marchesi De Frescobaldi on its purchase from its joint venture partner, the Robert Mondavi Corporation (RMC), of the shares held by RMC in a the joint venture company for €26 million.

Macchi di Cellere Gangemi moves down into tier four this year, but has nevertheless done some impressive work in the past 12 months, including assisting B. Braun Carex with the negotia-

tion of the purchase and sale and shareholders' agreements relating to POS, acting for British American Tobacco Italia in relation to the merger with Ente Tabacchi Italiani and subsequent reorganization, and guiding DaimlerChrysler through the acquisition by DaimlerChrysler Italia of shares of its dealer Nuova ABC.

Simmons & Simmons has a good reputation for M&A work, with significant transactions in the last year including advising on the €375 million management buyout of Seves, the world's leading manufacturer of glass insulators for power transmission, and acting for the Mubadala Development Company on the acquisition of 33% interest in Piaggio Aero Industries, a leading Italian aerospace company. It has also worked for private equity fund 3i on a range of investment transactions and regulatory matters, including the acquisition of food manufacturer Monviso, and a further investment in Novotema.

Well-established Italian firm **Ughi e Nunziante** merged with **Bernascone e Soci** this year, and therefore strengthened its team with the addition of Gabriele Bernascone. Recent highlights include representing Banco Bilbao Vizcaya Argentaria in connection with the sale to BNP Paribas of its stake in Banca Nazionale del Lavoro, and acting for Saipem in relation to the €680 million purchase of 100% of the corporate capital of Snamprogetti, one of the leading engineering and construction companies.

Project finance

Recommended firms

Tier 1

Allen & Overy
Gianni Origoni Grippo & Partners

Tier 2

Ashurst
Bonelli Erede Pappalardo Studio Legale
Chiomenti Studio Legale
Clifford Chance Studio Legale
Freshfields Bruckhaus Deringer
Grimaldi e Associati
NCTM

Tier 3

Baker & McKenzie
Lombardi Molinari e Associati
Norton Rose
Pedersoli e Associati

Tier 4

Carnelutti Studio Legale Associato
Cleary Gottlieb Steen & Hamilton
DLA Piper
Giliberti Pappalettera Triscornia e Associati
Macchi di Cellere Gangemi
Paul Hastings Janofsky & Walker
Santilli e Associati
Studio Legale Sutti
Ughi e Nunziante
Vita Samory Fabbri e Associati
Simmons & Simmons

Allen & Overy

In January 2006 charismatic leading lawyer Franco Vigliano left Allen & Overy for Ashurst along with a team of associates, including John France, who has since become a partner. Despite this blow the firm remains in the top tier this year, thanks partly to the continued presence of Catia Tomasetti, who is regarded by the market as “a safe pair of hands” who is “very down to earth” in her approach. The project finance team now contains two partners and five associates.

In June 2005 Tomasetti worked on the €290 million project financing for the Tramvia di Firenze. This was the first project financing for a local public transportation system; the firm advised Calyon and MPS Banca per l'Impresa Infrastrutture on this market first.

The second big project of the firm last year saw the firm land a role representing WestLB's Milan operation, Banca Monte dei Paschi di Siena, Banca Nazionale del Lavoro and EFI Banca on the project financing for an 800MW gas-fired combined cycle power plant in Modugno in southern Italy.

Leading lawyer

Catia Tomasetti

Key contact partners

Giancarlo Castorino
Catia Tomasetti

Gianni Origoni Grippo & Partners

Gianni Origoni Grippo & Partners joins Allen & Overy in the top tier this year on the advice of the market and after a strong showing on some impressive financings this year. Foremost among these was the firm's role acting for the lead arrangers on the financing of Sicilacque, the company that was awarded the concession of the integrated water system in the Sicily region, a project that closed in December 2005.

Elsewhere, the firm acted for Depfa Bank Infrastructure on financing the construction by Impregilo and Condotte of two separate sections of the Salerno-Reggio Calabria motorway, and assisted Elettra Holdings, controlled by Hutton Collins & Co, in relation to the refinancing of its CIP6 electricity plants.

Hospital financing remains an important area for the firm, and this year the practice got involved acting for Unicredito on financing the restructuring of Turin Hospital's spinal unit.

Leading lawyer

Eugenio Grippo

Key contact partners

Monica Colombera
Eugenio Grippo
Ottaviano Sanseverino

Ashurst

The arrival of project finance leader Franco Vigliano and his team has catapulted Ashurst into tier two of the rankings this year. Lawyers in rival firms have confidence in Vigliano's ability to bring in the big deals and build on his reputation since his move from Allen & Overy.

This is supported by the deals the firm has worked on in the past 12 months. The firm's key mandate was its role advising on the project financing of the €6 billion Messina Bridge project. It was also advising a number of clients on financings that were unfinished at press time, including acting for ERG and Ceatesalas on the project financing of the ERG Cesa Eolica wind farms, advising Autostrade Lombarde on the design, build and operation of the new Milano-Brescia toll road, and representing

Impresa Pizzarotti in relation to its proposal for the €1 billion Bologna ring road.

Leading lawyer

Franco Vigliano

Key contact partners

John France
Franco Vigliano

Bonelli Erede Pappalardo Studio Legale

Andrea Novarese is the star lawyer in Bonelli Erede Pappalardo's project finance team, and he has great international experience on these deals. He has put this to good effect this year advising Autostrade, SIAS and Mediobanca in relation to the acquisition of the Costanera project in June 2006. He is also advising on the financing of the construction of two hospitals, expected to finish in 2006 – one for Pirelli Real Estate for a hospital in Como, and the second for Techint for a hospital in Legnano.

Elsewhere, Emanuela Da Rin assisted Autostrade as sponsor of the Strade dei Parchi project, and the practice assisted Tirreno and sponsors Tractebel and Acea in relation to the financing of the repowering project of the power plants acquired from Enel.

Leading lawyer

Andrea Novarese

Key contact partners

Emanuela Da Rin
Andrea Novarese
Riccardo Sallustio

Chiomenti Studio Legale

Chiomenti moves up into the second tier for project finance this year on the advice of the market, and has justified this promotion with some impressive deals, worked on by all three of the practice's main partners.

For example, the firm served as counsel to the construction financiers (Banca Opi, Dexia, MCC and BBVA) on the first tranche of the Salerno-Reggio Calabria highway, which closed in December 2005. In 2006 the firm landed other bank-side mandates, this time on the \$163 million financing for the Riopolimeros polyethylene and ethylene production plant in Brazil, and on the Ussalai-Sardegna 72MW wind power project financing in Sardinia.

The firm is equally comfortable advising borrowers, and acted for Api Energia on the partial refinancing of its project finance facilities, in a deal worth €700 million.

Key contact partners

Carola Antonini
Luca Bonetti
Giovanni Diotallevi

Clifford Chance Studio Legale

Clifford Chance keeps project finance in the bank lending and real estate finance departments, and the firm's all-round strength in these areas keeps it in tier two for another year. Charles Adams is respected by his peers for his knowledge in this area, and last year he advised Falck in its capacity as sponsor of the €1 billion project financing for the waste-to-energy facilities of Palermo, Agrigento and Augusta, and acted for Acea, Electrabel and Voghera Energia in relation to the project financing of a 400MW CGTT plant located at Parona.

Giuseppe de Palma was involved on the latter deal, and also advised MCC and Sace, the Italian export credit agency in relation to the project financing of the construction of a melting

shop, thin slab caster and strip mill in Vykse, Russia for €215 million, Elsewhere the firm guided Banca Intesa as lead arranger on two project financings – the first, a €400.5 million waste-to-energy facility in eastern Sicily, and the second, the refinancing of Lomellina Energia's existing project facility and the expansion of the waste-to-energy plant.

Leading lawyer

Charles Adams

Key contact partners

Charles Adams

Massimo Novo

Giuseppe de Palma

Freshfields Bruckhaus Deringer

Freshfields Bruckhaus Deringer boasts internationally respected project finance credentials, so it comes as no surprise that it ranks highly in Italy. It scooped one of the biggest mandates around when it was selected by Brenner Basis Tunnel, a special purpose vehicle jointly owned by the Italian and the Austrian governments, to advise on development of the legal and financial modelling for the €6 billion construction of the trans-alpine Brenner Basis Tunnel connecting Italy and Austria.

Franco Campomori spearheaded the firm's advice on this deal, and indeed does so on most of the firm's big-ticket mandates. This year, he has provided his expertise to Infrastrutture Lombarde on the successful tender procedure for the concession for the Cremona-Mantova motorway, Banca OPI on the limited-recourse financing for the ATO Orientale Goriziano, Irisiacqua, and Pirelli Real Estate on the successful tender procedure for the concession contract for the construction and operation of the S Anna hospital in Como for €155 million.

Key contact partners

Franco Campomori

Enrico Castellani

Marcello Clarich

Grimaldi e Associati

Grimaldi e Associati does a great deal of project finance work, with Francesco Novelli particularly active. In the past 12 months he has worked on a wide range of projects, including a number of wind farm projects, another new market in project finance that has recently opened up.

Among the highlights, Novelli has acted for the sponsor (FIP) and the borrower (IVPC Power 3) in connection with the construction of wind farms with a capacity of up to 300MW, advised the Waste Italia Group in connection with the purchase, construction and limited-recourse financing of a 13.5MW wind farm project in Troia, and represented Banca Nazionale del Lavoro, Banco Bilbao Vizcaya Argentaria and MCC in relation to the financing for a 300MW wind-powered project in southern Italy.

Away from wind farms the firm was kept busy advising BNL and MCC on the financing of the construction and management of a thermo-gasification power plant in Malagrotta, Rome, and served as legal advisor to Falck in relation to a project encompassing the design, building, ownership and operation of three waste-to-energy plants in Sicily.

Key contact partner

Francesco Novelli

Other notable firms

DLA Piper enters the rankings this year after winning some impressive mandates. Federico Sutti worked on all the firm's big deals, including acting for Unicredit Banca Mediocredito in relation to €150 million-worth of construction financing forwarded to the San Raffaele Hospital for a new building, advising Bouwfonds Teramo Stadium on project finance facilities for the construction of the new Teramo stadium and shopping centre, and representing a local health authority in the Vicenza province on the PFI of new hospital facilities.

Studio Legale Sutti advised Malta International Airport on economic feasibility and regulatory compliance matters relating to a new airport in Sicily, and made a regulatory review of the current scheme of healthcare services provided by the Regione Lombardia. Meanwhile Daniele Santosuosso at Studio Legale Tonucci advised Astaldi on the loan agreements for the construction of roads in the Calabria region and the construction of railways in Venezuela, worth €40 million and €30 million respectively.