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Vincent Dirckx and Dirk Lontings Lontings & Partners Brussels

Belgian corporate finance legislation has not changed much over the past two years. However, recent case law and legislative developments have still had an impact on corporate finance activities.

Financial collateral

The law of December 15 2004 on financial collaterals (the Collateral Law) implements EU directive 2002/47/EC (the Collateral Directive) into Belgian law. The Collateral Law applies to collateral agreements relating to financial instruments or cash, and to netting agreements.

The enforceability of a pledge over financial collateral no longer requires any formalities other than written evidence of the agreement and the recording of the pledge in a register, or the possession of the pledged assets by the pledgee. In the case of a default, the pledgee can now sell or appropriate the pledged assets without notifying the pledgor or obtaining court approval. Also, if this is agreed, the pledgee is entitled to use the pledged financial instruments as if it was were the owner.

Ucits

The law of July 20 2004 on certain forms of collective management of investment portfolios, and two implementing royal decrees of March 4 2005, have implemented EU directives 2001/107/EC and 2001/108/EC (the Ucits III Directives) into Belgian law, creating a new framework for Belgian public Ucits complying with the requirements of the Ucits III Directives or investing in financial instruments and liquid assets. Ucits (and their management companies) have until December 9 2005 (or February 13 2007, depending on certain criteria) to comply with the law.

The law: (i) implements the mutual recognition principle of management companies of Ucits; (ii) introduces a new code of conduct for management companies of Ucits that will, for example, now be obliged to disclose their relationship with their broker; (iii) widens the scope of investment products that can be part of Ucits, including securities issued by other Ucits, bank deposits, financial derivative instruments and money market

instruments; (iv) provides for new corporate governance and risk spreading rules; and (v) imposes the publication of a simplified prospectus containing basic information of the main prospectus on Ucits.

Prospectus

In anticipation of the full implementation of EU directive 2003/71/EC (the Prospectus Directive) into Belgian law, the Belgian Banking, Finance and Insurance Commission (the BFIC) issued its new policy for the treatment of public offers and admissions to trading on a regulated market as of July 1 2005. The current legislation continues to form the general regulatory framework, but a number of provisions of the Prospectus Directive will apply on the basis of the direct effect theory.

Belgian merger control

Under Belgian merger control rules, the parties may not take irreversible measures, or ones that would lead to a protracted change of the market structure on a lasting basis, before clearance. However, in 2003 the Brussels Court of Appeal held that the parties may take certain irreversible measures, provided their effect is insignificant. This decision has been criticized because the significance test introduces an element of uncertainty.

Also, a draft royal decree is pending that increases notification thresholds to an individual Belgian turnover of €40 million (\$48 million) or more (instead of €15 million) and an aggregate Belgian turnover of €100 million or more (instead of €40 million).

Share buybacks

Under the BFIC's circular of April 14 2005 regarding share buybacks by listed companies, share buybacks effected outside the central order book (through out-of-hours trading, cross trades, block trades or market value weighted average price) do not comply with the principle of equality of treatment between shareholders. The BFIC therefore recommends that share buybacks be effected within the central order book, with the exception of transactions carried out by means of cross trades. The BFIC also reminds listed companies that they are subject to administrative and criminal sanctions for insider dealing and price manipulation.

Financial rulings

The royal decree of August 23 2004 sets out the framework under which the BFIC can issue rulings on financial matters. Market players can seek a ruling as to the BFIC's interpretation of certain financial law provisions or how these provisions should be applied to specific cases. The BFIC is bound by the ruling in its future dealings with the applicant and must publish summaries of the rulings on its website and in its annual report.

Euronext's Free Market

Lastly, in November 2004, Euronext Brussels launched its Free Market (*Marché Libre/Vrije Markt*). The Free Market is not a regulated market, so Belgian requirements on periodic and occasional information, and on disclosure of important shareholdings, do not apply.

However, insider dealing and price manipulation rules apply to securities listed on the Free Market. Moreover, the admission of equities on the Free Market constitutes a public offering, and therefore the issuers of such equities, must publish a prospectus.

Banking

Recommended firms

Tier 1

Allen & Overy

Clifford Chance

Freshfields Bruckhaus Deringer

Linklaters De Bandt

Tier 2

Baker & McKenzie

Eubelius

NautaDutilh

Stibbe

White & Case

Tier 3

Altius

Coudert Brothers*

Cleary Gottlieb Steen & Hamilton

Loyens & Loeff

Willkie Farr & Gallagher

Tier 4

Ashurst

CMS Lexcelis

Elegis

Liedekerke Wolters Waelbroeck Kirkpatrick

Lawfort

Simont Braun

* In August 2005 Coudert Brothers announced that it would be disbanding by the end of 2005.

Allen & Overy

Allen & Overy has one of the largest banking practices of any firm in Brussels. The firm can field three separate banking teams, which allows it to maintain a large number of top clients in this area. The firm therefore cements its top-tier position this

year, and is "head and shoulders above the rest" according to one client. The market particularly praises high-profile practice head Peter Bienenstock, whose "name always comes up on deals". The team continues to grow, and promoted Filip Tanghe to partner in May 2004.

Allen & Overy has been very active this year, representing clients such as Macquarie Bank, KBC Bank, Fortis Bank and Rabobank. The firm advised the airports division of Macquarie on the financing of its acquisition of 70% of Brussels International Airport, which was achieved through structuring a bridge finance facility and a €1.135 billion (\$1.42 billion) senior refinancing facility. New partner Phillip Tanghe advised Rabobank on the €75 million refinancing of a Dutch food company, and partner Sylvia Kierszenbaum acted for Fortis Bank on a €380 million revolving credit facility for a trading, marketing and distribution joint venture in the metal industry.

Leading lawyer

Peter Bienenstock

Key contact partners

Peter Bienenstock

Sylvia Kierszenbaum

Phillip Tanghe

Clifford Chance

Clifford Chance has had another active year in all areas of finance, this year winning IFLR's Belgian law firm of the year award for the second year running. Corporate partner Laurent Legein stepped in as managing partner of the office this year, replacing banking specialist Yves Herinckx, who had spent a decade in the role.

The firm's banking practice advised lenders Société Générale and Royal Bank of Canada in the BIAC privatization deal, in which the Belgian state elected to keep a 30% stake in the company after the privatization. The financing included a bridge facility granted to the purchasing vehicle, and a large senior facility granted to BIAC (the airport). Clifford Chance was particularly busy in December 2004, advising Recticel in a €250 million (\$311 million) syndicated facility and Quick Restaurants in a €100 million loan.

The practice has had particular success in the field of acquisition finance. It acted for Rabobank in the €215 million syndicated financing of Gilde's leveraged buyout of fencing company Bakaert. The firm also advised Royal Bank of Scotland and Credit Suisse First Boston in a €575 million deal that financed Doughty Hanson's acquisition of the Balta group.

Leading lawyer

Yves Herinckx

Key contact partner

Yves Herinckx

Freshfields Bruckhaus Deringer

Freshfields Bruckhaus Deringer has kept its top ranking for this year with an impressive list of mandates, both transactional and advisory. Peers singled out Ivan Peeters as possessing “a very good academic mind, making him a great technical lawyer” and the department as a whole is recommended by competitors and clients alike.

Peeters advised Credit Suisse First Boston on netting provisions in a master repurchase agreement with the National Bank of Belgium and the European Investment Bank on drafting a subordination agreement for loan facilities to a Belgian multinational, and acted for Invensys on Belgian issues arising from its £2.7 billion (\$4.9 billion) refinancing plan. The banking practice’s other clients include Morgan Stanley, KBC, Société Générale and the Royal Bank of Scotland.

Chris Sunt and Vincent Macq have also been busy working for clients such as Fortis Private Equity and John Hancock Life Insurance Company.

Leading lawyers

Ivan Peeters
Chris Sunt

Key contact partner

Ivan Peeters

Linklaters De Bandt

Linklaters De Bandt remains a solid fixture in the top tier for banking. François De Bauw leads the 17-lawyer banking team, which also includes partners Frédéric Falla and Jacques Richelle. The market praised the practice for its unity: “they have more teamwork than most, and work well together,” said one competitor.

The firm advised Lehman Brothers on a tier 1 issue worth £200 million (\$382 million), issued by KBC Bank to improve its capital ratios. The firm was challenged to reconcile market, regulatory, tax and corporate law requirements on the issue, and brought in tax partner Henk Vanhulle to work with Frédéric Falla.

Linklaters also acted for Shurgard Self Storage on its €140 million (\$169.8 million) loan facility with the Royal Bank of Scotland to finance a joint venture with First Islamic Bank. Numerous jurisdictions were involved in the deal, including US, Belgian and elements of *sharia* law. And, lastly, the firm worked on a €750 million syndicated facility to Belgacom, entered into as part of Belgacom’s initial public offering.

Leading lawyer

Jacques Richelle

Key contact partners

François De Bauw
Frédéric Falla
Jacques Richelle

Baker & McKenzie

Baker & McKenzie has a large and well-established banking practice that has won the firm some major clients and a place in the second tier this year. Ignace Maes and Antoine De Raeve are the joint heads of the four-partner Belgian banking team, which has continued to expand with the hire of associate Michael Van Acker from Loyens in September 2004.

Baker & McKenzie acted as counsel to Fortis Bank as mandated lead arranger and agent of a syndicated €1.4 billion (\$1.75 billion) credit facility agreement to refinance the existing debt of the InBev group. The firm also drafted the loan and security documentation of a €175 million term and revolving facilities agreement for Fortis Bank and KBC Bank in a deal with Kinopolis Group, and advised the lead managers in connection with the issue of the Belgian government’s €5 billion sovereign bond. Lastly, Ignace Maes led a team that acted for a syndicate of European banks backing the bidding consortium formed by Ferrovial Aeropuertos and Deutsche Bank, one of the two remaining bidders in the last round, in connection with a bid for 70% of the Brussels International Airport Company.

The firm also counts Calyon Corporate & Investment Bank, Dexia Crédit Local and Argenta Spaarbank among its clients.

Leading lawyer

Ignace Maes

Key contact partners

Ignace Maes
Antoine De Raeve

Eubelius

Eubelius was founded in 1994 and has become the largest independent Belgian law firm in Brussels, with a total of 90 lawyers, 16 of which are partners. The banking practice includes well-respected partners Ludo Cornelius and founding partner Koen Geens, who the market describes as “an exceptionally bright lawyer”. Meanwhile, Ludo Cornelius has built a reputation as a top banking litigator in Brussels.

The firm advises on all areas of banking law and has developed a roster of banking and corporate clients that instruct the firm to take care of Belgian financial law issues.

Leading lawyers

Ludo Cornelius
Koen Geens

Key contact partners

Ludo Cornelius
Phillipe Hamer

NautaDutilh

NautaDutilh's banking practice has gone from strength to strength since Marc van der Haegen's move to the firm from Liederkerke Wolters in 2003. Van der Haegen is the practice head, and comes in for much praise from his peers, who have described him as "an excellent regulatory lawyer" who has "a great portfolio of clients". He has experience representing Vinci Group, San Paolo IMI and Thomas Weisel Capital Partners.

Among the year's highlights, the firm advised Kaiser-Francis Oil Company on its \$180 million investment in an LNG tanker held by a Belgian company. NautaDutilh also acted on a 50/50 joint venture investment in a \$214 million LNG tanker, involving a large Belgian shipping group, and, in March 2005, advised on the €700 million (\$848 million) financing of the acquisition of a confectionary maker.

Leading lawyer

Marc van der Haegen

Key contact partners

Benoît Feron

Marc van der Haegen

Birgitta Van Itterbeck

Stibbe

Stibbe has changed its internal management structure recently, which allows partners more freedom to work with clients and their transactions. In May this year, managing partner Jan Peeters moved back into full-time transactional work. Several associates have left but new hires have kept the numbers of lawyers stable over the year.

The changes seem to have done the firm good and the practice is still able to handle a range of regulatory and transactional mandates. The firm was even able to poach client ING Real Estate from close competitors NautaDutilh.

Among highlights of the past year, corporate partner Jan Peeters, together with banking head Olivier Clevenbergh, advised Compagnie Franco-Belge d'Alimentation on a €690 million (\$835 million) facility agreement, and Cofinimmo on a €60 million credit facility.

Leading lawyer

Jan Peeters

Key contact partners

Olivier Clevenburgh

Marc Fyon

Jan Peeters

White & Case

Market feedback on White & Case is increasingly positive. The firm is "doing better each year" and is seen to be "investing strongly in the Belgian practice". As a result the firm moves up to the second tier this year on the strength of market recommendations and an impressive roster of deals. Stefan Odeurs and

Thierry Bosly lead a banking team of three partners and six associates, which last year received instructions from ABN Amro, ING, and BNP Paribas for the first time in Belgium.

Deal highlights for the firm include acting for CIBC in the €625 million (\$770 million) refinancing of the ANI group, and representing Commerzbank as arranger and agent in the €107 million financing of the buy-in and simultaneous buyout of the Messer Cutting & Welding Group from Carlyle by the Messer family.

The firm also advised UFJ Bank on a €25 million facility provided to Belgian-incorporated Jemappes Steel Center and Manage Steel Center, both part of the Duferco Group. The deal required taking out security interests and redesigning the premises of the borrowers to satisfy Belgian law requirements.

Leading lawyers

Thierry Bosly

Stefan Odeurs

Key contact partners

Thierry Bosly

Stefan Odeurs

Altius

Altius is a small firm that manages to consistently punch above its weight. Johan de Bruyker is the managing partner of the firm and head of the five-man banking and finance department, which has been involved in an impressive number and range of deals.

Altius often receives referral work from English firms Lovells, Travers Smith and Norton Rose. Last year it advised Duferco on a €80 million (\$92 million) revolving collateralized credit from Deutsche Bank and UFJ Bank. The firm also acted alongside Lovells for Nomura International when it loaned €410 million to Centre Parcs to buy a 50% stake in MidOcean, and advised Calyon on two financings worth a total of €158 million.

Leading lawyer

Johan de Bruyker

Key contact partner

Johan de Bruyker

Cleary Gottlieb Steen & Hamilton

Cleary Gottlieb Steen & Hamilton has five partners in the banking practice, and can draw on a pool of 20 lawyers if necessary.

Practice head Jean-Louis Joris was counsel to Goodyear in the refinancing of a €505 million (\$622 million) secured European loan facility. Joris also advised Goodyear on a \$280 million securitization programme co-arranged by Calyon and Natexis Banques Populaires.

The firm maintains good relations with long-term clients ING BHF-Bank and Telenet.

Leading lawyer

Jan-Louis Joris

Key contact partners

Jean-Louis Joris
Jan Meyers

Other notable firms

Belgian firm **Loyens & Loeff** moves up the rankings for the second year in succession on the advice of the market. The firm counts Deutsche Bank among its clients. Meanwhile, at **Elegis** Jean-Pierre Buyl comes recommended for advisory work and dispute resolution on matters of loans, banking agreements and personal and corporate borrowing. His competitors say he has developed “a strong position” in the market for banking litigation.

Capital markets**Recommended firms**

Tier 1

Linklaters De Bandt

Tier 2

Allen & Overy**Baker & McKenzie****Cleary Gottlieb Steen & Hamilton****Clifford Chance****Freshfields Bruckhaus Deringer**

Tier 3

Eubelius**NautaDutilh****Stibbe****White & Case**

Tier 4

Altius**CMS Lexcelis****Coudert Brothers*****DLA Piper Rudnick Gray Cary****Liedekerke Wolters Waelbroeck Kirkpatrick**

* In August 2005 Coudert Brothers announced that it would be disbanding by the end of 2005.

Linklaters De Bandt

“If you have to mention one firm, you should mention Linklaters,” said one competitor of this international firm’s stellar capital markets practice. Linklaters De Bandt remains alone at the top of the Belgian capital markets rankings based on a combination of market recommendations and its raft of impressive transactions. Some interviewees questioned whether the loss of Jan Van Lancker might weaken the firm’s prospects, but so far any negative effects on the firm’s performance have not materialized. Almost all people interviewed singled out managing partner Jean-Pierre Blumberg for particular praise, one client saying that “he would be the first on any list”.

The main highlight on the firm’s extensive deal list is, unsurprisingly, the €3.6 billion (\$4.4 billion) Belgacom initial public offering (IPO), the largest ever IPO in Belgium and the largest in Europe since 2001. Jean-Pierre Blumberg advised Belgacom on the deal, which won the *IFLR* equity deal of the year for

2004. Meanwhile, François De Bauw advised Arcelor on the Belgian aspects of its €1.4 billion public offer and admission to listing on Euronext Brussels. Linklaters cemented its position as first choice for equity issuers with its work on the €450 million IPO of RHJ International, a holding company created by US private equity firm Ripplewood. One respondent said that Frédéric Falla “really did very well on the deal”.

The firm’s strength in equity market transactions is matched by its work in the debt markets. Over the past year, Linklaters advised Belgian electricity grid operator Elia on two bond issues worth a combined €1 billion; Frédéric Falla acted for JP Morgan in its role as lead manager on a €300 million convertible issue by Delhaize Group; and Falla also advised Deutsche Bank and Dexia Capital Markets on setting up a €1.5 billion euro medium-term note programme for a political sub-division of the Belgian federal state.

Leading lawyers

François De Bauw
Frédéric Falla

Key contact partners

François De Bauw
Yves Van Durme
Frédéric Falla

Allen & Overy

Allen & Overy’s capital markets team is a constant fixture in the upper reaches of the Belgian rankings, and is highly respected by competitors and clients. Peter Bienenstock leads the debt group, and is described by clients as “very businesslike”. Dirk Meeus heads the equity capital markets team, and is well known in the Belgian market as an experienced player.

Meeus advised Galapagos Genomics on its initial public offering and €35 million (\$43 million) private placement of shares on Euronext Brussels and Amsterdam. He also worked on the alternative investment market listing of Belgian design company Punch Graphics.

The firm has also developed a successful practice advising banks on securitization transactions. A team that included partners Sylvia Kierszenbaum and Filip Tanghe advised HSBC on a diamonds securitization transaction and tap issue for a major jeweller. Tanghe also advised ING Belgium on a trade receivables securitization for Volvo Construction Equipment Europe, in a deal worth €60 million.

Allen & Overy has a capital markets client list that includes Credit Suisse First Boston, KBC Securities, Petercam Securities and Robeco Alternative Investments.

Leading lawyers

Peter Bienenstock
Dirk Meeus

Key contact partners

Peter Bienenstock
Wim Dejonghe
Dirk Meeus

Baker & McKenzie

Baker & McKenzie has maintained its presence in capital markets transactions after a solid 2004. Among recent highlights, in May 2005, the firm was counsel to the Flemish region on its private placement of a 30% stake in Flanders investment company GIMV, in a deal worth €235 million (\$289 million). Two months before this, in March, the firm's main capital markets partners, Koen Vanhaerents and Peter Leys, acted for Innogenetics in connection with its private placement of €34.5 million new shares. Both Vanhaerents and Leys have been active advising on Euronext-related deals, for example they led the team that acted for the shareholders of Galapagos, and also advised Devgen on its initial public offering (IPO) on Euronext.

On the debt side, meanwhile, the firm advised Gores Technology Group on the issue of a €15 million convertible bond in March 2005.

A busy 2005 follows on from the firm's healthy deal flow during 2004, in which (among other work) Baker & McKenzie advised the private shareholders KBC Bank, Dexia and Sofina on Belgacom's IPO.

Key contact partners

Peter Leys
Koen Vanhaerents

Cleary Gottlieb Steen & Hamilton

Cleary Gottlieb Steen & Hamilton moves up one tier in the rankings on the strength of market recommendations. "They get on all the best deals," said one competitor and corporate partner Jan Meyers received praise from many market practitioners. The firm is best known for its relationship with the Belgian state and represented the state on the €3.6 billion (\$4.5 billion) IPO of Belgacom.

Cleary Gottlieb was counsel to the Belgian government in a €539 million secondary offering of 5.3% of Belgacom's shares in November 2004. The mandate was unusual in that the firm had to carry out due diligence on the government itself, which then sold the shares in an overnight offering. The firm is engaged as counsel to SNCB/NMBS, the Belgian National Railway Company, in connection with the proposed financing of the Diabolo railway project to improve access to Brussels airport. On the Elia IPO, the firm was counsel to the selling shareholders.

Cleary Gottlieb has also advised long-term client Goodyear in a \$280 million multi-country European receivables securitization programme co-arranged by Calyon and Natexis Banques Populaires.

Cleary Gottlieb's most recent role is as counsel to Electrabel, one of the two selling shareholders in the Elia IPO in June 2005. The deal is expected to be worth more than €500 million, making it the largest in Belgium so far this year. The offer includes a public offering to retail investors in Belgium and a private placement to Belgian and international institutional investors.

Leading lawyer

Jan Meyers

Key contact partners

Jean-Louis Joris
Jan Meyers

Clifford Chance

Clifford Chance has had a great year, particularly in equity capital markets. "Young and dynamic" corporate lawyer Laurent Legein was made managing partner at 37, and is "making things happen" according to one market observer. Legein benefits from having "a really good team," which has made strides in capital markets over the past years.

Former managing partner Yves Herinckx collected the *IFLR* equity deal of the year award for the firm's role on the Belgacom initial public offering (IPO), in which the firm acted as Belgian counsel to joint global coordinators Goldman Sachs, Morgan Stanley, Lehman Brothers and UBS Investment Bank. The transaction established Clifford Chance as the firm of choice for underwriters of large Belgian IPOs.

Deal highlights for this year include acting as Belgian and US counsel to the underwriters in the planned IPO of Elia System Operator, the operator of Belgium's electricity transport network. The deal is planned for 2005 and is likely to be the largest IPO of the year. Clifford Chance also acted for the underwriters Morgan Stanley and Goldman Sachs in the €450 million IPO of RHJ International.

Debt market activity in Belgium has been subdued, but Clifford Chance has won roles on some of the deals to come to market. In July 2004, for example, Clifford Chance advised Recticel on its private placement of subordinated debt, worth €50 million. This US-style private placement – by a listed Belgian issuer of subordinated debt to international investors – is thought to have been the first of its kind in Belgium.

The reputation of Clifford Chance's London structured finance practice is well known; so it is hardly surprising to find the firm's name on many such deals in Europe. Among these, in October 2004 Clifford Chance acted for Citigroup on the €325 million securitization of Shurgard Europe's European self-storage properties and two months later it advised Banc of America Securities on the €97.5 million mortgage-backed note issue by EVE-Eerste Vlaamse Effectiserings (compartment SKV-2).

Leading lawyers

Yves Herinckx
Laurent Legein

Key contact lawyers

Yves Herinckx
Laurent Legein

Freshfields Bruckhaus Deringer

Freshfields Bruckhaus Deringer had a strong year in capital markets. Many practitioners praise the firm for its expertise in debt markets. For example, recommended partner Vincent Macq's work for Delhaize on its €300 million (\$370 million) bond issue is one highlight in the firm's activity over the last year.

The firm's talents are not restricted to straight capital markets matters, however, and its work in the securitization market over the past year is evidence of this. The market describes partner Ivan Peeters as "a highly respected securitization practitioner" and Chris Sunt as "really top notch in this area". Freshfields acted for ABN Amro on the €950 million Diamond Mortgage Finance residential mortgage-backed securitization of a residential mortgage portfolio originated by Krefima. BNP Paribas hired the firm to advise on the €1.2 billion securitization of trade receivables in Europe, and Glencore International picked Freshfields for work on the securitization of its base metal inventory holdings in a \$750 million asset-backed commercial paper programme set up by Arth Capital.

Other work has included advising Morgan Stanley on a pan-European cash flow commercial mortgage loan receivables securitization, which was the first real estate securitization in Belgium; acting for mortgage loan company SKJ Woonconsulent on the refinancing of the Eerste Vlaamse Effectiserings; representing Société Générale on a French lease of rolling stock operated by De Lijn, a Flemish public bus and tramway company; and advising State Street Bank and Trust Company on a US lease financing relating to Belgian railway company SNCB's rolling stock.

Leading lawyers

Ivan Peeters
Chris Sunt

Key contact partners

Ivan Peeters
Geert Verhoeven

Eubelius

Eubelius' capital markets practice is "an impressive success story" according to one respondent. The firm occupies a niche as an independent Belgian firm that is capable of handling large transactions admirably. The market highlighted the successes of Koen Geens, and described Marieke Wyckaert as "a great practitioner". Partner Phillippe Hamer receives praise for being "on an upward curve".

Eubelius tends to be found advising on local law on the issuer side rather than the underwriter side, but this is not a bad strength to develop – indeed, the firm has won key roles on many notable deals over the past year. In June 2004, for example, Eubelius advised Belgacom on Belgian law issues relating to its €3.6 billion (\$4.5 billion) initial public offering (IPO), the largest Belgian IPO ever and the largest in Europe since 2001. The firm has claimed the same role on Elia's IPO, expected to be the largest in 2005 in Belgium.

Elsewhere, the firm advised the French government on the €200 million accelerated bookbuilding block sale of Tessengerlo shares, and acted for Almanij on the €617 million public tender offer in Luxembourg for shares in KB Lux.

Leading lawyers

Koen Geens
Phillippe Hamer
Marieke Wyckaert

Key contact partners

Koen Geens
Phillippe Hamer
Marieke Wyckaert

NautaDutilh

NautaDutilh remained active this year, managing to win difficult and specialized mandates in the area of capital markets.

NautaDutilh obtained a landmark decision for Lendit in the Court of Appeal in February 2005. The firm filed an appeal for Lendit against regulatory body Commission Bancaire, Financière et des Assurances (CBFA), which refused to approve a prospectus prepared for a public takeover bid on real estate certificates. The Court ruled that the CBFA had exceeded its regulatory mandate and nullified the decision. It was the first time that the Court of Appeal had declared a CBFA decision to be null and void.

The firm also helped to draft the rule book of CIK, the subsidiary and settlement house of Euronext Brussels, in late 2004.

Key contact partners

Peter Callens
Benoît Feron
Marc van der Haegen

Stibbe

With over 100 fee earners in Belgium, Stibbe is ever present in the capital markets section. Jan Peeters is particularly recommended by the market, and the firm won roles on many structured finance transactions this year. As such, the firm has almost unbeatable credentials in the area of securitization.

Among the year's highlights, Stibbe was counsel to the originator on the Rosy Blue diamond securitization, and advised the originator of €193 million (\$234 million)-worth of toll road receivables as part of a future flow transaction.

On the equity side, in June 2004 the firm was counsel to Cofinimmo on its €83.3 million public offering and listing of 797,000 preference shares convertible into ordinary shares on Euronext in Brussels.

Leading lawyer

Jan Peeters

Key contact partner

Jan Peeters

White & Case

White & Case makes its debut in the Belgian capital markets section this year because the firm has won mandates on a number of capital market transactions.

The firm's grounding in international capital markets enabled it to act for Deutsche Bank on a high-yield note issue to replace a bridge loan to the Damovo Group. In another intricate deal, White & Case advised Nordic Capital on financing the acquisition of a group of companies belonging to CSM. For this, the firm handled a squeeze out of minority shareholders in one of the Belgian entities.

Meanwhile, partner Thierry Bosly has been developing White & Case's structured finance practice, and is becoming increasingly well established in the area. Among recent highlights, in March 2005 the firm's Belgian office advised chocolate makers Barry Callebaut on a receivables securitization programme. Bosly also advised Eurofactor on the granting of security interests through the assignment of receivables. The receivables were assigned from a debtor to Eurofactor by way of subrogation, instead of through a sale as is usually the case under Belgian law.

Key contact partners

Thierry Bosly
Stefan Odeurs

Mergers and acquisitions

Recommended firms

Tier 1

Allen & Overy

Linklaters De Bandt

Tier 2

Cleary Gottlieb Steen & Hamilton

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* In August 2005 Coudert Brothers announced that it would be disbanding by the end of 2005.

Allen & Overy

Allen & Overy gets top billing in M&A this year due to overwhelming recommendations from the market. A&O has one of the largest M&A departments of any firm in Belgium and combines size with strength in depth. Managing partner and "charismatic figure" Wim Dejonghe leads the M&A team, which also includes Dirk Meeus. "There is no doubt that he is one of the leading M&A lawyers" said one legal practitioner of Meeus.

The firm's M&A highlight of the past year was its role advising a consortium led by airport fund Macquarie Airports on its successful €735 million (\$904 million) bid to purchase a 70% stake in BIAC, the Brussels airport operator, from the Belgian government and private minority shareholders. Allen & Overy also advised TNT, the Dutch postal service operator and La Poste, the French postal service operator, on their joint bid for a stake in La Poste (De Belgian Post), the Belgian postal service operator. In June last year, the Balcaen family instructed Allen & Overy on the sale of its shares in Balta Industries, the world's largest manufacturer of rugs, to British fund Doughty Hanson, for €600 million.

Consolidation in the Belgian banking sector has benefited Allen & Overy, whose M&A team advised ABN Amro on its acquisition of Corluy Asset Management.

Allen & Overy has also built up a leading private equity practice in Belgium. As one lawyer remarked, the firm almost "dominates the market too much!" While this might sound strange, it's not: Allen & Overy often has to reject potential private equity clients for conflict reasons. But its strength in this area is still unquestionable. Over the past year the firm has advised leading private equity houses KKR, CVC, Doughty Hanson, 3i, Industry Capital and AlpInvest, among others.

At the time of going to press, the firm was advising two bidders in the running to buy airport services company Aviapartner.

Leading lawyers

Wim Dejonghe
Dirk Meeus

Key contact partners

Wim Dejonghe
Pierre-Olivier Mahieu
Dirk Meeus

Linklaters De Bandt

Linklaters De Bandt is "still numero uno" for M&A in Belgium, according to one close competitor of the firm. Another respondent remarked that "Linklaters is ahead of the pack because they get so many deals from so many sources." And the good news for the firm is that, according to market opinion, the loss of corporate specialist Jan Van Lancker "has had little affect on the overall quality of the practice". The market consistently singled out Jean-Pierre Blumberg as being "a top negotiator with a business sense like no other". One practitioner said of François

De Bauw that “he is calm, quiet and we rank him highly,” while another described him as “a good all-rounder”.

Linklaters consistently wins roles on major corporate deals, both public and private. Last year the firm advised Belgian brewer Interbrew on the €9.2 billion (\$11.3 billion) merger with its Brazilian counterpart, Companhia de Bebidas das Américas (AmBev), to form InBev, the largest brewer in the world. The firm also worked on the private acquisition of Belgian mayonnaise producer Vandemoortele Group by a German group.

On the private equity side, Linklaters has maintained good relations with many of the large private equity houses, and names Candover, Apax and Société Générale as clients in this area. Last year the firm acted for Fabricom on the sale of the City Parking Group to private equity fund CDC Enterprises – Didier Leclercq led the team on this tricky €50 million deal, which used a tri-jurisdictional auction process. The firm also advised the Dixons Group on the sale of its holding in property developer Codic International to a group of private equity investors.

Like its close competitors, Linklaters also has a strong presence in the banking M&A sector. For example, it represented Almanij on its €16 billion merger with KBC at the beginning of the year, and Achmea Holding hired the firm to work on the sale of its Belgian retail bank Europabank to Landbouwkrediet and Crédit Agricole for €98 million.

Leading lawyers

Jean-Pierre Blumberg
François De Bauw

Key contact partner

Jean-Marie Nelissen Grade

Cleary Gottlieb Steen & Hamilton

Jan Meyers and his M&A team at Cleary Gottlieb Steen & Hamilton is the first choice for the Belgian state, and the firm has benefited from roles on a number of large privatizations this year. The government is not the only source of work and praise, however: comments received from peers describe Meyers as “an excellent lawyer” and “a great guy”.

At the time of writing, Cleary Gottlieb is counsel to La Poste in its search for a strategic partner to buy a stake of 25% to 49% in the Belgian mail company. This project was launched last year and is expected to continue until the end of 2005. Previously, the firm had advised the Belgian state and Belgian institutional investors Ackermans & Van Haaren and Groupe Bruxelles Lambert in the sale of a 70% stake in Brussels International Airport Company (BIAC) to Macquarie.

Cleary Gottlieb also has a strong corporate client base, and won instructions from UCB in the sale of its surface specialties business to chemicals company Cytec Industries for €1.14 billion (\$1.4 billion).

In February 2005 the firm was busy advising Bekaert on its sale of its fencing business to Gilde Investment Management for €285 million, and acted for General Mills on the sale of its

40.5% stake in its European joint venture with PepsiCo to partner PepsiCo for \$750 million. Cleary Gottlieb also served as counsel to Belgian multinational Agfa-Gevaert in the €175.5 million sale of its consumer imaging business to an investor group, and advised Libbey Europe in connection with its €28 million acquisition of a 95% stake in Crisal-Cristalaria Automatica, a Portuguese company, from Vista Alegre Atlantis.

Leading lawyer

Jan Meyers

Key contact partners

Jean-Louis Joris
Jan Meyers
Jacques Reding

Clifford Chance

The M&A team at Clifford Chance has had another exceptionally strong year, and partners Laurent Legein and Xavier Remy have been involved in many of the year’s most impressive deals.

The firm has built up an impressive list of private equity clients, but has also received instructions from a wide variety of large corporate entities. Clifford Chance was counsel to Belgian multinational Agfa-Gevaert on the €175.5 million (\$215 million) sale of its consumer imaging business to private investors. It acted for MCI in connection with its €44 million acquisition of a 50% interest in Worldcom Belgium from Suez, and advised Thomas & Betts in the sale of its 50% stake in Euromold to Nexans Participation. The firm also teamed up with US counsel Sullivan & Cromwell to advise Cytec Industries in connection with its €1.5 billion acquisition of the Surface Specialties business of UCB, the Belgian industrial group.

Upcoming projects for the firm include acting for Dexia Bank in the proposed sale of Eural Spaarbank, and advising the selling shareholders of Aviapartner.

Leading lawyer

Laurent Legein

Key contact partners

Laurent Legein
Xavier Remy

Freshfields Bruckhaus Deringer

Freshfields had a fair share of M&A deals last year, the largest being the BIAC airport privatization worth €735 million (\$904 million). Vincent Macq acted for Brussels Airport on the deal.

The firm proved that it is comfortable representing both buyers and sellers in the M&A market. Among recent highlights, it advised Hays on its acquisition of two companies in Flanders and on the sale of its logistics and research businesses. The firm also advised Crédit Agricole Belge and Landbouwkrediet on their €92 million acquisition of Europabank from the Dutch group

Achmea, and acted for Kodak on the sale of its Belgian subsidiary Litto Color to Spector.

Freshfields completes its rounded M&A practice with several instructions on joint ventures. Chris Sunt – on whom the market heaped much praise for having “a brilliant mind” and for being “a great technician” – acted for Fortis Private Equity on setting up a joint venture with listed retail groups Mitiska, Brantano and Fun Belgium. And the firm was counsel to Reilly Industries on the acquisition of manufacturing facilities in Belgium owned by Degussa, which the two companies had previously operated through a joint venture.

Leading lawyer

Chris Sunt

Key contact partner

Chris Sunt

Baker & McKenzie

Baker & McKenzie has had a strong year in M&A, advising on a variety of deals. It has particularly made the most of a marked increase in private equity activity, acting both for buyers and sellers in some of the year's larger transactions. Koen Vanhaerents leads the practice, which hired two associates this year, bringing the number of dedicated M&A lawyers to 21.

The firm advised Bureau van Dijk Electronic on its sale to Candover for €350 million (\$429 million), and acted for the shareholders of Fillfactory, who in June 2004 sold all their capital stock to Cypress Semiconductor Corporation for \$100 million. More recently, Baker & McKenzie represented investment company KBC Investco on its backing of the management buy-out of Pizza Hut operators Pizza Holding Company in March 2005. In the same month, KBC retained Baker & McKenzie to work on the sale of all its shares in Sun Beverage Company to Bencis.

The firm has been involved in other, more sensitive and complex deals as well. Koen Vanhaerents advised Telenet on the sale of television rights and premium content to VMMA, acting for its client on a new distribution agreement for premium content pay television channels developed by VMMA.

Key contact partners

Arne Gutermann

Peter Leys

Koen Vanhaerents

Eubelius

The market considers Eubelius to be “the expert in local law advice,” and ex-Linklaters corporate partner Marieke Wyckaert receives much praise. The firm has a reputation for working on a small number of large, complex deals.

Over the past year Eubelius won a role advising KBC on its €16 billion (\$19.6 billion) merger with Almarij. The firm also served as counsel to ABN Amro in connection with its acquisition of Bank Corluy, acted for private equity company Doughty Hanson on its €600 million acquisition of Balta

Industries, and advised Besix Management on its successful attempt to purchase Belgische Betonmaatschappij for €135 million.

Leading lawyers

Koen Geens

Marieke Wyckaert

Key contact partners

Koen Geens

Marieke Wyckaert

White & Case

White & Case moves up a tier for the second year in a row. The office is “going from strength to strength,” say peers, and the firm's own reports back this up, stating that it handled 50% more M&A work over the past year than in previous years. The team has gained a number of big M&A clients, including Commerzbank, Compania Siderurgica Nacional, Igepa, Klepierre, Sapa and Toyota.

Deal highlights for the firm include advising Merrill Lynch on the sale of shares in a property company in Brussels, and acting for Enovations in its €23 million (\$28 million) divestment to Euronext-listed company Ordina. Stephen Odeurs worked on the divestment and sale of minority stakes held by operational managers to Ordina, a Dutch company, which made the acquisition through its local subsidiary in Belgium. White & Case also advised White Origo Management in relation to the €90 million private, and subsequently public, bid that Origo will launch on all shares issued by Trust Capital Partners, a company listed on Euronext.

The deal flow in 2005 has continued to be healthy. In February 2005, the firm represented Igepa Belux, a major shareholder of the European Envelope Company (EEC), on the divestment of its stake in EEC; and in April 2005, as part of Toyota's ongoing acquisition programme, the firm also advised on Toyota Industries Company's purchase of a range of subsidiaries of Toyota Tsusho across Europe in the sector of forklift distribution.

Key contact partner

Thierry Lohest

Other notable firms

At the beginning of 2005 **Altius** boosted its corporate capability by a third with the hire of partner Alexis Goeminne from CMS Lexcelis. Over the past year the firm worked with Shearman & Sterling to advise ABN Amro, ING and Citigroup on the Belgian law aspects of the Vendex's takeover by VDXK, the Dutch acquisition vehicle representing a consortium of VC's led by KKR, Change Capital Partners and AlInvest. The transaction had a value of €895 million (\$1.17 billion).

Ashurst has also been active in the M&A job market, hiring senior associate Lien De Kimpe from Clifford Chance in March this year, and associate Julie-Anne Delcorde in the middle of last

year. They join Ashurst's corporate partner Carl Meyntjens, who has advised clients such as Bureau Van Dijk and VCST Industrial Products Group.

Three associates joined **NautaDutilh's** M&A practice area over the last year, bringing the department size up to 26 people. The firm advised Harmony Mining Gold Company, the sixth largest gold producer in the world, on the Belgian law aspects of its hostile takeover bid on Gold Fields. The takeover took place simultaneously on the Johannesburg Stock Exchange, the New York Stock Exchange, Euronext Paris and Euronext Brussels.

At **Stibbe** Jan Peeters continued to draw praise for his industry and tenacity within the M&A area. He worked on Norbord's €50 million (\$62 million) acquisition of assets of the Belgian wood producer Agglo, and advised Corus Steel on the acquisition of Arcelor's galvanization subsidiary. Peeters advised 4FM Holding on the management buyout, refinancing and restructuring of the group. The firm also won a role advising Ambev on its €9.2 billion merger with Interbrew.

Lastly, Xavier Dieux at **Willkie Farr & Gallagher** continues to win plaudits for being "very intelligent" and "excellent" in the field of M&A, although one respondent did remark that Willkie's M&A team is effectively a one-man show.

M&A: EU competition

Recommended firms

Tier 1

Cleary Gottlieb Steen & Hamilton

Freshfields Bruckhaus Deringer

Tier 2

Linklaters De Bandt

Skadden Arps Slate Meagher & Flom

Slaughter and May

Tier 3

Allen & Overy

Ashurst

Clifford Chance

Herbert Smith

Lovells

Van Bael & Bellis

White & Case

Wilmer Cutler Pickering Hale & Dorr

Tier 4

Bredin Prat

Jones Day

Tier 5

Baker & McKenzie

Cuatrecasas

Gleiss Lutz

Hengeler Mueller

Latham & Watkins

Norton Rose

Shearman & Sterling

Uria & Menéndez

Tier 6

Bonelli Erede Pappalardo Studio Legale

Coudert Brothers*

Gide Loyrette Nouel

Hogan & Hartson

Howrey LLP

Mannheimer Swartling

NautaDutilh

Simmons & Simmons

* In August 2005 Coudert Brothers announced that it would be disbanding by the end of 2005.

Cleary Gottlieb Steen & Hamilton

The competition practice is the jewel in the crown of Cleary Gottlieb's Brussels office. It is of "top-tier quality, without any doubt" because it features "the lawyers to go to if you've got a bet-the-ranch case". The practice has nine partners and 41 lawyers at its disposal who have participated in most of the large merger control and cartel investigations over the past year.

Lead competition partner Antoine Winkler is particularly commended by the market for being a "very astute and successful lawyer". The firm is trusted by clients such as the Coca-Cola Company, RealNetworks, General Motors and Sony to represent their interests in the EU.

Cleary Gottlieb has led the way on several high-profile cases, steering Coca-Cola through the European Commission's five-year investigation under Article 82. The case was finally concluded in October 2004.

The firm was also counsel to RealNetworks in its complaint against Microsoft for abuse of a dominant market position in PC operating systems. The firm intervened successfully in the EC investigation against Microsoft and the company's subsequent appeal against the fine imposed.

Cleary Gottlieb's experience with competition and antitrust allows it to work on both sides of European investigations. Partner Roman Subiotto is advising Alrosa, the world's second-largest diamond producer, during the EC's investigation into its rough diamonds trade agreement with De Beers, the world's largest diamond producer. And Arjo Wiggins Appleton instructed the firm in connection with its appeal before the European Court of First Instance against the €185 million (\$224 million) fine imposed on it for allegedly operating a carbonless paper cartel.

In the field of M&A regulation, firm has worked on deals such as DuPont/Koch, Henkel/Dial, Verizon/MCI and the contentious ABN Amro/Banco Antonveneta. Cleary Gottlieb partners Nicholas Levy, Enrique Gonzalez-Diaz and James Modrall were brought in by Sony and its partners Providence Equity Partners, Texas Pacific Group and Comcast Corporation to advise on competition issues arising from its acquisition of MGM. The firm also worked on Sony's joint venture with Bertelsmann to form Sony BMG, combining the two companies' recorded music businesses.

The firm has developed a reputation for top advice to private equity houses in need of authorization from the EC. This year the firm advised French private equity firm PAI Partners on notifying the EU of its purchase of a 63% stake in Italian department store chain Gruppo Coin from Finanziaria Coin, and on its acquisition of Société d'Aménagement Urbain et Rural from Bouygues.

At the time of writing, the practice is a man down, because in June 2004 competition partner David Gelfand returned to the firm's Washington DC office after a three-year stint in Brussels. This has left Antoine Winckler and François Brunet engaged for LaFarge in its appeal before the European Court against the €249.6 million fine imposed by the EC in November 2002 for alleged cartel activities in the plasterboard market.

Leading lawyers

Nicholas Levy
James Modrall
Antoine Winkler

Key contact partner

Antoine Winkler

Freshfields Bruckhaus Deringer

Freshfields has an excellent reputation in the field of EU competition because "they get every merger through smoothly". Freshfields boasts an impressive 14 partners able to work on EU

competition and antitrust matters, many of who are admitted to practise in another member state.

Laurent Garzantiti leads the practice with his particular expertise in the energy, telecommunications, media and technology sector. Garzantiti has had an extraordinarily busy year, advising many different clients on EU competition law. Among other high-profile mandates, he guided Low & Bonar through a cartel investigation by the EU Commission, advised Lhoist on setting up a joint venture in China with Yingkou under EU competition rules, and also represented Sipca on the antitrust aspects of its acquisition of Wacker's pigment business.

Indeed, many of Garzantiti's mandates have been widely publicized. For example, he gave advice to Crédit Agricole Belge and Landbouwkrediet on the merger control aspects of their purchase of Europabank, and was brought in by Delhaize on Belgian merger control issues).

In other high-profile cases, Freshfields has been advising PepsiCo on its complaints to the European Commission and to EU member state authorities on alleged abuse of a dominant position by Coca-Cola. Partner Vanessa Turner is advising Visa International and Visa Europe on their intervention in Article 81 proceedings brought by the European Commission against MasterCard, and is acting for Europay on commercial card transactions.

Freshfields has also proved an excellent firm to turn to for contentious cases, boasting a strong litigation team that has experience in controversial state aid and competition cases. This year, for example, the firm represented the German government before the European Court of Justice in the recovery of state aid from companies. At the time of writing Freshfields is engaged in an appeal for ThyssenKrupp before the European Court of Justice regarding its decision on a steel beam cartel.

Leading lawyer

Laurent Garzantiti

Key contact partner

Laurent Garzantiti

Linklaters De Bandt

Linklaters remains a solid second tier firm this year, and has had a strong showing, advising on several interesting cases for high-profile clients. Partner Gerwin van Gerven received praise from the market, and comes highly recommended. Van Gerven led a team that advised Agfa-Gevaert on the merger control and competition law issues relating to the company's acquisition of Lastra, a manufacturer of printing plates. This case was the first to be reviewed by the European Commission under new procedures introduced into the EC Merger Regulation on May 1 2004. The company was able to request that the Commission take control over merger notifications that would otherwise have been filed in a number of different member states.

In another merger control case, Wolfgang Deselaers and Anne Federle advised Invacare, the world's top producer of

geriatric products, on the merger control aspects of its acquisition of Domas, a similar company in Germany.

Olivier d'Ormesson and Paul McGeown advised Air France on its €3.8 billion (\$4.8 billion) merger with KLM, the first merger of two major national flag-carrier airlines in the EU.

Linklaters' international approach to work means that members of deal teams are often sourced from multiple offices. For example, Wolfgang Deselaers in Brussels and Michael Cutting in London represented four companies in the Topps Group in Article 81 EC proceedings, where, in June 2004, the Commission decided that the companies had been behaving outside of parallel import restrictions for nine months in 2000.

Leading lawyer

Gerwin Van Gerven

Key contact partner

Gerwin Van Gerven

Skadden Arps Slate Meagher & Flom

Skadden Arps' highly rated EU competition law practice spearheads its presence in Brussels. The practice has grown to accommodate four partners since Frederic Depoortere was made up to partner in 2004. The team is supported by 15 associates who represent mostly US clients on a large range of M&A, cartel and abuse of dominant position cases.

The firm has handled the EU competition law aspects of some of the biggest transactions of the year. This includes the work for American Household on its \$746 million (€616 million) sale to Jarden Corporation, advising The Wm Wrigley Jr Company on its \$1.48 billion acquisition of confectionery assets of Kraft Foods, and steering Yahoo! through its acquisitions of Musicmatch and Kelkoo, which were worth a total of \$737 million. The firm's other blue-chip clients include Celanese, Fisher Scientific, Cendant Corporation and Doughty Hansen.

Key contact partners

Frederic Depoortere

James Venit

Slaughter and May

Slaughter and May is, according to one market observer, "England's national champion for competition advice in Brussels". The firm's competition group benefits from its best-friends network, which has allowed the firm to develop close ties with the competition practices of Bonelli Erede Pappalardo, Bredin Prat, Hengeler Mueller, Mannheimer Swartling and Uría & Menéndez. This has allowed Slaughter and May more freedom to take on multi-jurisdictional cases.

But Slaughter and May's Brussels office is relatively small. Two partners, John Boyce and Michael Rowe, and three associates work in the practice full time. The firm hired associate Anny Tubbs from the EFTA Surveillance Authority,

where she was deputy director for competition, in October 2004.

For its size, though, the firm was involved in a large number of prominent cases over the last year. Among these, Slaughter and May acted for Bertelsmann in relation to the competition aspects of the proposed global merger between Sony and Bertelsmann's recorded music businesses, and advised Cemex on its acquisition of RMC, a merger that created one of the world's largest building materials companies. The firm also advised long-term client BAE Systems, the UK defence contractor, on its purchase of Alvis and United Defence, both manufacturers of armoured combat vehicles.

At the time of writing Slaughter and May is steering Gillette through the EU competition law aspects of its planned \$57 billion merger with Procter & Gamble.

Key contact partners

John Boyce

Michael Rowe

Allen & Overy

Allen & Overy has been heavily engaged in several big EU competition cases over the past year. The practice focuses on cartel or abuse of dominance work, and has been so busy that it has had to hire four new associates in the last 12 months.

Allen & Overy's most important role was in its representation of Sun Microsystems, the main complainant in the EU Commission's Article 82 proceedings against Microsoft. In December 2004 the Commission imposed a record €497 million (\$602 million) fine on Microsoft; Michael Reynolds and Philip Mansfield led the team advising Sun Microsystems.

The firm advised the Crompton Corporation, a marketer of specialty chemicals, in relation to cartel issues, and was hired by Scania for its appeal before the Court of First Instance regarding Volvo's implementation of commitments under the Volvo/Renault merger decision.

Allen & Overy also acted for Vlaamse Media Maatschappij, one of the largest Belgian media holdings, in filing a complaint with the European Commission against the Belgian government for granting state aid to the public Flemish broadcaster, Vlaamse Radio en Televisie.

Key contact partners

Dirk Arts

Michael Reynolds

Michel Struys

Ashurst

The partners in Ashurst's Belgian office balance EU policy work and client advice.

The European Commission selected the firm to prepare a report on the current level of development of private enforcement of competition law rights in the courts of the 25 member states of the enlarged European Union. This report could result

in new legislation at the European level to encourage the development of more private enforcement through the courts.

Ashurst has also found much success representing corporations before the EU Commission. The firm led Tetra Laval to victory in its defence of its €1.5 billion (\$1.8 billion) acquisition of Sidel before the European Court of Justice. Belgian utility company Electrabel hired Ashurst to advise on its acquisition of a number of regional electricity and gas companies, a deal that required the firm to file 35 simultaneous EC and Belgian merger filings to get the acquisitions cleared.

Elsewhere, CarnaudMetalBox won a unique case against allegations of abuses of a dominant position. Despite the fact that the company has a 60% market share and a number of long-term exclusivities, Ashurst managed to guide it unharmed through the Commission proceedings. And lastly, Ashurst also helped P&O Ferries through two references to the UK Competition Commission in relation to its disposal of ferry interests to StenaLine and Brittany Ferries.

Key contact partners

Julian Ellison
Alexandre Vandencastelee
Denis Waelbroeck

Herbert Smith

Herbert Smith lost its star competition lawyer Stephen Kinsella to Sidley Austin Brown & Wood in May this year. However, the firm took on two associates, and the practice is now comprised of two partners. Despite Kinsella's departure, the firm continued to advise on some high-profile merger control cases for large clients, thanks to the efforts of Craig Pouncey and Veronica Roberts.

Among the year's highlights, Herbert Smith represented Fortune Brands, the US consumer brand, on its acquisition of a number of spirits and wines brands from Pernod Ricard. The firm also advised Hollinger International on the competition aspects of the sale of the Telegraph Group, publisher of leading UK daily newspaper *The Daily Telegraph* and monthly political analysis magazine *The Spectator*. On this case, Herbert Smith's lawyers worked closely with Paul Weiss Rifkind Wharton & Garrison, who served as US counsel to Hollinger International.

Herbert Smith teamed up with another US law firm, Simpson Thacher & Bartlett, on Owens-Illinois's \$1.4 billion acquisition of BSN Glasspack, the second largest glass container maker in Europe. The acquisition was given merger clearance in the first phase, despite operating within a heavily concentrated market.

Even without Kinsella, the firm still maintains clients such as the British Airports Authority, British American Tobacco, Rio Tinto, Group 4 Securicor, The Coca-Cola Company and Vodafone.

Key contact partners

Craig Pouncey
Veronica Roberts

Van Bael & Bellis

"I'm always impressed by Van Bael & Bellis," said one market practitioner. The firm has a reputation as a "pre-eminent" boutique for EU competition advice, and increased its capability this year with the appointment of Porter Elliot to the partnership in February 2005. Managing partner Jean-François Bellis is often singled out for his skills as a litigator and experience handling EU matters.

The firm has been involved in some notable deals of the past year and serves as co-counsel to Microsoft alongside White & Case. In cartel cases the firm has advised Mueller Industries, Nippon Steel and Toyo Tanso during investigations into the graphite industry. In a horizontal agreement case, partners Bellis and Elliot represented Topps, which was accused of impeding trade of Pokemon stickers between EU member states. The company received a fine of only €1.59 million (\$1.9 million), which is one of the lowest fines ever imposed for a transgression of this sort. Other clients of Van Bael & Bellis in this area include Michelin and Chiron.

Leading lawyer

Jean-François Bellis

Key contact partner

Jean-François Bellis

White & Case

White & Case has its offices in the building opposite the European Commission, a symbol of the firm's ambitions in Belgium. White & Case has added six associates and one partner to its EU competition practice over the past year, which is "up there with the best of them" according to one competitor.

Practice head Ian Forrester has developed strong links to the pharmaceuticals industry, and is considered a specialist on the competition rules applying to the sector. As a result, his clients include GlaxoSmithKline, Novartis, Pfizer, Servier and Takeda, and he advises on the competition law aspects of parallel trade in prescription drugs.

But the firm also has a strong base of clients from other industries. These include Deutsche Telekom, Intel, Microsoft, Nintendo, Nordic Capital, Toshiba, Toyota and Tyco Electronics.

Leading lawyer

Ian Forrester

Key contact partner

Ian Forrester