

France

Chamber of commerce:

Assemblée des Chambres
Françaises de Commerce et
d'Industrie (ACFCI)

45, Avenue d'Iena
BP 448.16
75769 Paris Cedex 16

France

Tel: +33 1 40 69 37 00

Fax: +33 1 47 20 61 28

Email: p.gervois@acfc.cci.fr

Website: www.acfc.cci.fr

Professional bodies:

Barreau de Paris

Palais de Justice

Paris F-75001

France

Tel: +33 1 46 34 12 34

Confederation Nationale des

Avocats

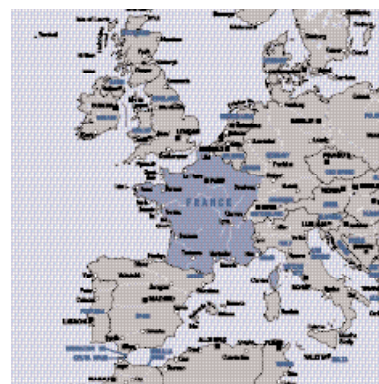
34 Rue de Conde

Paris 75006

France

Tel: +33 1 43 54 65 48

Fax: +33 1 43 54 75 09



An update on French stock exchange regulations

Youssef Djehane and Didier G Martin
Gide Loyrette Nouel
Paris

The most notable event in 2003, as far as stock exchange regulations were concerned, was the creation of a new stock exchange authority, the Autorité des Marchés Financiers (the AMF), which resulted from the merger of the Commission des Opérations de Bourse (the COB), the Conseil des Marchés Financiers (the CMF) and the Conseil de Discipline de la Gestion Financière (the CDGF).

During 2003 the COB also released a recommendation on listed company data room access procedures, which is of particular interest given the increasing number of organized sales. During this time the French market experienced its first public offers which were conditional upon authorization by the French, EU or US competition authorities.

Merger of the CMF, the COB and the CDGF into one stock market authority: the AMF

Until the creation of the AMF, the French capital markets were regulated by three authorities: the COB, the CMF and the CDGF. The COB's mission was three-fold: to protect investments, to ensure that investors receive appropriate information, and to maintain orderly financial markets. In its general regulations the CMF set out the rules applicable to professional market participants, the general principles of organization and functioning of the French regulated markets and the rules relating to takeover bids. The CMF also supervised professional market participants. The CDGF had the authority to impose sanctions in cases of unlawful mutual fund and portfolio management practices.

The idea of creating one financial regulatory authority was expressed publicly for the first time in July 2000 by the French finance minister. The *loi de sécurité financière* dated August 1 2003, and the decree dated November 21 2003, were enacted to modernize the stock exchange authorities by creating the AMF, to increase investor protection and improve the transparency and reliability of financial information. The objectives of the creation of the AMF were to improve the efficiency of France's financial regulatory system and to raise the international profile of the French regulator.

The AMF is comprised of a 16-member board and a 12-member disciplinary commission, with special committees to be established as the need arises. The AMF's disciplinary and prosecutorial functions are now separated. Furthermore, due to its creation as an independent public authority, the AMF, unlike the COB, has the status of a distinct

legal entity, and can therefore be party to a trial and, in particular, can initiate law suits.

The AMF essentially exercises the powers previously within the remit of the COB, the CMF and the CDGF – that is, the regulation of financial products and all other savings and investment vehicles, ensuring that investors receive all appropriate information, and maintaining orderly financial markets. The AMF has also been assigned the responsibility of supervising rating agencies and regulating securities analysts.

The former CMF and COB regulations remain substantially unchanged.

COB recommendation No 2003-01 on data room procedures

In November 2003 the COB adopted a recommendation on data room procedures, which specified how best to both protect shareholders' interests and comply with the fundamental principles of equal access to information for investors and non-use of privileged information.

The COB emphasized that: (i) a data room should be opened only in the case of a sale of a significant shareholding; (ii) confidentiality agreements should be entered into before granting access to the data room so as to prevent the disclosure and use of privileged information; and (iii) access to the data room should be restricted to persons who have signed a letter of intent to the effect that they are genuinely interested in the acquisition and, in particular, that they are able to finance it. In the event of competing offers, the company is required to arrange for all competing bidders to have access to the relevant information in the data room.

In the event of the sale of a significant shareholding followed by a public tender offer, the prospectus registered with the AMF must contain all material facts that have been disclosed as a result of the data room procedure and that investors may require to make their decision in relation to the tender offer. In the event of the sale of a significant shareholding not followed by a public tender offer, as soon as the transaction is completed the target company must inform the market of the price and terms of the transaction and specify that a data room was put in place for the purposes of the transaction. The target company must disclose any material fact made available in the data room and not previously publicly disclosed that could have a significant influence on its trading price.

Experience of public offers conditioned to a phase 1 clearance of certain competition authorities

In November 2002 the Règlement Général du CMF was amended to provide for the possibility of a company's launching of a public offer being conditional upon its being granted authorization by certain competition authorities – namely the European Commission, the competition authority of each EU member state, and the Federal Trade Commission (the FTC) or the Department of Justice (the DOJ) in the US.

The rationale behind this amendment was to limit the risk of subsequent prohibition or costly divestiture (see, for example, the Schneider/Legrand case) due to the fact that under EU merger control regulations and the regulations of some EU member states, a public offer can be closed before antitrust clearance is

received. However, the possible conditionality has been limited to transactions cleared in phase 1 of the antitrust authorities' review, so as not to allow offers to remain open for months with uncertainty as to their results. A transaction that is subject to merger control by the FTC cannot be closed before the expiration or termination of any applicable Hart-Scott-Rodino (HSR) waiting period. Although not expressly required by the French rules, it is in practice highly advisable under Article 5-1-3-3 of the Règlement Général du CMF to make a public offer for the shares of a company primarily listed in France conditional upon obtaining the US antitrust authorities' clearance in phase 1 (that is, the initial HSR waiting period) if the applicable thresholds for FTC filing are met.

Since then, few public offers have been made conditional upon antitrust phase 1 clearance. Some practitioners take the view, based on an interpretation of AMF regulations, that antitrust authorities must be officially notified before an offer is filed. In the case of Sanofi-Synthélabo's offer for Aventis, Aventis raised this issue when it challenged the AMF's approval of the offer, but withdrew its claim after Sanofi-Synthélabo increased the offer and before the court could rule on it. Nevertheless, we are of the opinion that notifying antitrust authorities after an offer is filed, a practice that was accepted by the AMF in the cases of Alcan-Pechiney and Sanofi-Synthélabo-Aventis, is permissible.

Banking

Recommended firms

Clifford Chance

Freshfields Bruckhaus Deringer

Gide Loyrette Nouel

Allen & Overy

Ashurst

De Pardieu Brocas Maffei

Linklaters

White & Case

Jones Day

Lovells

Norton Rose

Orrick Herrington & Sutcliffe

Cleary Gottlieb Steen & Hamilton

Herbert Smith

Latham & Watkins

Shearman & Sterling

Bredin Prat

Mayer Brown Rowe & Maw

Jeantet & Associés

Simmons & Simmons

Sullivan & Cromwell

Clifford Chance

A finance leader in France, as it is across the whole of western Europe, Clifford Chance's Paris office boasts recommended banking lawyers in Michael Elland-Goldsmith, Olivier Bertin-Mourot and Diane de Moüy. Elland-Goldsmith is the leading lawyer among them, highly respected by his banking peers.

The firm followed up on its key role on France Télécom's \$15 billion refinancing, which was the country's largest syndicated loan, with work last year for banks Société Générale, BNP Paribas, Credit Lyonnais and Credit Agricole last year. It advised the latter two on Vivendi Universal's €4 billion (\$4.85 billion) loan for the acquisition of a 26% stake in Cegetel Group from BT, BNP Paribas on the \$390 million financing of the Iptstar Broadband Satellite in Thailand and SG on the €2.6 billion financial restructuring of a large French distribution network.

Key contact partner

Michael Elland-Goldsmith

Leading lawyer

Michael Elland-Goldsmith

Freshfields Bruckhaus Deringer

Despite comments from some competitors that Freshfields "seems to be less active now on banking work" and "is concentrating more and more on mergers and acquisitions," the firm is still a leader for all types of financing transactions. Michel Quéré remains a big asset, recommended as one of the best in the field by his contemporaries. He was instrumental in the firm's work on the Alstom restructuring, which involved a new €600 million (\$679 million) credit facility and the renewal or amendment of its other facilities. He also led the Freshfields team that advised BNP Paribas, Crédit Agricole Indosuez, Crédit Commercial de France, Crédit Lyonnais, JP Morgan and Société Générale as arrangers of a €2.5 billion syndicated loan to Pinault Printemps Redoute and its financing vehicle, Pinault Printemps Redoute Finance.

The firm's ability to advise corporates as well as banks is demonstrated by the €470 million financing it negotiated for cinema chain EuroPalaces from BNP Paribas and Natexis Banques Populaires.

Key contact partners

Hervé Kensicher
Jean-Luc Michaud
Michel Quéré

Leading lawyer

Michel Quéré

Gide Loyrette Nouel

Eric Cartier-Millon is the banking star of Gide's finance group, reflected in his listing in Euromoney's *Guide to the World's Leading Banking Lawyers*. He is recommended for everything from acquisition finance to securitization, and clients say his "all-round ability and knowledge" cope easily with the spread of work. Luckily this compensates for the loss of leading lawyer Jacques Terray, who has retired since the previous edition of the *IFLR1000*.

Cartier-Millon led the Gide teams last year that advised Société Générale on the management buyout of Michel Thierry, acted for Crédit Lyonnais and Natexis Banques Populaires on Shortcuts' public-to-private leveraged buyout, and advised a syndicate comprising Barclays Bank, Crédit Lyonnais, Natexis Banques Populaires and The Royal Bank of Scotland on Vérité's leveraged buyout.

The real estate and construction finance team has a stand-out lawyer in Kamel Ben Salah, who last year advised the banks on Logistics II's pan-European real estate financing.

Key contact partners

Eric Cartier-Millon
Kamel Ben Salah

Leading lawyers

Eric Cartier-Millon

Allen & Overy

One of the country's leaders for syndicated loan work, Allen & Overy in Paris has five partners and 25 associates working on banking deals. Its already stellar team was enhanced further by the hiring of Jonathan Nabarro from Ashurst last year. A leveraged finance specialist, Nabarro had been responsible for building much of Ashurst's reputation for leveraged work and will be a big asset for A&O. Other leading lawyers include Rod Cork ("one of the very best"), Luc Rentmeesters ("a superb asset finance lawyer") and Christophe Jacquemin ("a good newcomer").

A&O has made a big push in recent years to become one of the leaders in France. The market feels that it hasn't quite succeeded yet in the banking area, but the group has grown substantially, with the internal move of one associate from London and several external hires, including one from Norton Rose and one from White & Case.

This push has been reflected in the firm's work, which last year included advising Mizuho Corporate Bank on financing Montagu Private Equity's acquisition of Actaris

and advising BNP Paribas, as documentation agent, and Société Générale, as facility agent, on a €3.5 billion (\$4.25 billion) multicurrency revolving credit facility for Veolia Environnement. The firm also advised CDC Ixis Financements on refinancing the Prado-Carénage tunnel in France.

Key contact partners

Rod Cork
Christophe Jacquemin
Luc Rentmeesters

Leading lawyers

Rod Cork
Christophe Jacquemin
Jonathan Nabarro
Luc Rentmeesters

Ashurst

Ashurst's reputation as a top acquisition finance boutique was damaged by the departure of leading lawyer Jonathan Nabarro to Allen & Overy last year. Yet though the market says it will "inevitably affect the performance of the banking practice," Ashurst is still "a top firm in leveraged finance".

Diane Sénéchal, who is "a very good lawyer for private equity houses," was made up to partner in 2003 and Laurent Mabilat is also highly recommended. With deals such as KKR's acquisition of Legrand and Charterhouse Private Equity's takeover of France Télécom-owned TDF Tower under its belt, Ashurst will remain one of the first ports of call for any large acquisition financing in France.

Key contact partners

Laurent Mabilat
Simon Thrower

De Pardieu Brocas Maffei

Since last year De Pardieu's firm name has been shortened with the loss of Jean Leygonie, who set up a Paris branch of US firm Morgan Lewis & Bockius and, somewhat alarmingly, took 14 De Pardieu lawyers with him to do so. But the firm's quality of work remains high and worthy of recommendation. And it continues to win roles on large international deals despite its reputation as a largely domestic practice. Examples include the restructuring of French media group Vivendi Universal, with all its various machinations, and the Wendel-KKR-Legrand leveraged buyout. On the Vivendi deal the firm advised the arrangers on French insolvency law, working alongside the bankers' French and US counsel, Allen & Overy and Shearman & Sterling.

De Pardieu is also particularly recommended for its project and property finance work, for which it is regarded as one of the leaders in France. Antoine Maffei is the firm's leading lawyer for all areas of banking work.

Leading lawyer

Antoine Maffei

Linklaters

Despite the two best-known names at Linklaters' banking and finance practice being Bertrand Andriani and debt capital markets specialist Gilles Endréo, the names recommended to our researchers again and again this year were Olivier Jauffret and "the excellent banking lawyer" Nathalie Hobbs. Hobbs in particular will be pleased to learn that she is praised by several banks and even singled out as one of the best lawyers in the French market.

Hobbs advised Rémy Cointreau last year on its €500 million (\$607 million) credit facility, which extended the tenor of its existing debt and managed to gain more attractive terms for the borrower. She also advised Crédit Agricole Indosuez, as facility agent and arranger, on a €2.5 billion credit facility for Suez. It was one of the largest corporate credit facilities completed in France in 2003 and took place amid liquidity concerns at many high-profile French companies. Jauffret advised AGZ Holding and AGZ Finance on its refinancing, the first leveraged recapitalization in France by way of high-yield notes. He also advised Montagu Private Equity on the Actaris leveraged buyout, which demonstrated how much the Linklaters' leveraged practice has grown in recent years.

Key contact partners

Bertrand Andriani
Nathalie Hobbs
Olivier Jauffret

Leading lawyers

Bertrand Andriani
Gilles Endréo
Nathalie Hobbs
Olivier Jauffret

White & Case

White & Case has one of the best-regarded banking teams in the Paris market, with big name partners such as Gilles Peigney, Thierry Arachtingi and Thomas McDonald. It has the ability to provide US, UK and domestic banking advice and a wide range of bank clients, including BNP Paribas, Citibank, Crédit Agricole Indosuez, Crédit Lyonnais, Deutsche Bank, HSBC, ING Barings, Intermediate Capital Group, Morgan Stanley, Natexis Banques Populaires, Société Générale and The Royal Bank of Scotland.

The firm's biggest asset, however, is its reputation for acquisition financing. According to clients it ranks alongside Linklaters and Ashurst as one of the best acquisition finance houses in the country.

Deals over the past year have included the €500 million (\$607 million) financing of Eurazeo's takeover of rental truck company Fraikin, which involved the first securitization in France to be used as part of a leveraged buyout, and the financing of Pierre & Vacances Group's acquisition of MidOcean's stake in Center Parcs.

Key contact partner

Thierry Arachtingi

Leading lawyers

Thierry Arachtingi
Gilles Peigney

Other notable firms

Norton Rose is highly recommended for its banking work, despite the loss of several lawyers over the past year. One client said the firm was "highly recommended for asset finance," with George Paterson and Martin Gdanski especially praised, while another said he found the firm "very practical and down to earth," something he thought was "quite an accolade for banking lawyers". **Jones Day**, Paris, has suffered from the departure of Philippe Billot, who has moved to the firm's Milan office. Despite losing "their main guy," the team is still recommended for real estate work. A real estate partner now headed the group. **Orrick Herrington & Sutcliffe** is a "strong asset finance firm" but the view is that it "only does the financing of commodities". Although the firm also does other work, it is nonetheless a highly specialized office.

Cleary Gottlieb Steen & Hamilton is more of a capital markets and mergers and acquisitions specialist but is well regarded by its peers for banking work. **Herbert Smith**, meanwhile, is a regular first choice among large banks for banking, project finance and energy work in Paris. They refer to the firm's work as "consistently excellent". Lovells has undertaken a considerable expansion programme recently, hiring six new associates into the department. The banking team has worked on some sizeable deals recently, including advising Predica on the €355 million (\$436 million) sale and leaseback of 14 Carrefour supermarkets in Spain, Italy and Greece; acting for the private equity investors in the LBO financing of the container business of SNCF; and advising Natexis Banques Populaires on the LMBO financing for subsidiaries of Rexel.

Capital markets

Recommended firms

Cleary Gottlieb Steen & Hamilton

Freshfields Bruckhaus Deringer

Gide Loyrette Nouel

Linklaters

Allen & Overy

Clifford Chance

Shearman & Sterling

Bredin Prat

Lovells

Skadden Arps Slate Meagher & Flom

Sullivan & Cromwell

Willkie Farr & Gallagher

De Pardieu Brocas Maffei

Debevoise & Plimpton

Jones Day

Latham & Watkins

Simmons & Simmons

White & Case

Ashurst

Darrois Villey Maillot Brochier

Herbert Smith

Jeantet & Associés

Orrick Herrington & Sutcliffe

Slaughter and May

Cleary Gottlieb Steen & Hamilton

The leading French firms for capital markets work vary considerably in their specializations. A leader in one area is not necessarily recommended in another. For its part Cleary Gottlieb Steen & Hamilton is "top in the equity market," or is at least one of the equity market's leaders. It has less of a profile for straight debt work or structured finance.

The firm's leading lawyers are Pierre-Yves Chabert and Andrew Bernstein, both consistently mentioned to our researchers with the prefix "the very good" inevitably

attached. They are also variously described as “good ones,” “active names” and “very active”.

Clery worked on three of the most important equity offerings in the French market last year: the €15 billion (\$18.2 billion) France Télécom capital increase, the €1.3 billion Lafarge rights offering and the €1.2 billion combined capital increase and offering of bonds mandatorily reimbursable with shares of Alstom. And the firm’s leadership in hybrid and equity-linked products was confirmed with three Tier 1 offerings for Crédit Agricole, an offering for BNP Paribas and an offering for Natexis Banques Populaires. It also worked on convertible bond offerings for corporate clients Valeo, Publicis and Cap Gemini, as well as a complex credit-linked note structure for Publicis.

Leading lawyers

Andrew Bernstein
Pierre-Yves Chabert

Freshfields Bruckhaus Deringer

Although Freshfields is recommended for both its debt and equity capital markets work, the firm is best known for its securitization expertise. As one of France’s leading firms for structured finance work, highlights have included advising ABN AMRO and Société Générale on the €1.6 billion (\$1.8 billion) securitization of retail auto-loan receivables for the Renault Group and acting for Morgan Stanley on a €458 million securitization of loan receivables originated by Morgan Stanley Dean Witter. The latter deal involved 54 special purpose vehicles that had been granted loans to finance the acquisitions of 56 real estate properties.

More recently the firm has worked with Westbrook partners on a €1.2 billion securitization of two real estate portfolios, advised ABN AMRO and Deutsche Bank on an auto-loan receivables deal and advised Crédit Lyonnais and JP Morgan Securities on a wrapped securitization of 16 aircraft for Air France. Freshfields has five partners and 20 associates contributing to structured finance deals in Paris. Antonin Besse, Hervé Touraine and Patrick Bonvarlet are highly recommended, Besse and Touraine for their securitization expertise and Bonvarlet for equity work.

Key contact partners

Patrick Bonvarlet
Arnaud Pérès
Hervé Touraine

Leading lawyers

Tony Besse
Patrick Bonvarlet
Hervé Touraine

Gide Loyrette Nouel

Multi-practice French firm Gide, like its English counterpart Freshfields Bruckhaus Deringer, is recommended for all capital markets work but is best known for securitizations. The firm’s deal flow has also been helped by the opening of its London office last year, which has brought new clients and new work to the firm.

Securitization deals last year included FCC Copyfirst Compartment, an €800 million (\$971 million) transaction and the first equipment lease securitization in France. Part of the credit enhancement was provided by US monoliner MBIA and the deal included a €400 million warehouse facility for the financing of future cash flows from the Xerox equipment lease. Arcelor was also an important deal, a €1.9 billion pan-European securitization of trade receivables that was the first trade receivables transaction with an off-balance-sheet treatment compliant with international accounting standards.

Key contact partners

Alban Caillemer Du Ferrage
Xavier de Kergommeaux

Leading lawyers

Xavier de Kergommeaux

Linklaters

Linklaters is “very good on the debt side,” a reputation founded on Gilles Endréo, who is variously recommended as “really good,” “well known” and “the main man”. The firm was involved with Rémy Cointreau’s issue of high-yield notes, which negotiated greater flexibility for the company than its previous note issue and was the first time that Euroclear France had agreed to clear separate Rule 144A and Regulation S tranches of the same issue. It also worked on Cofinoga’s €100 million (\$121 million) issue of Tier 1 capital, which was the first to use an English limited partnership structure and was arranged such that in the event of an insolvency, the upper Tier 2 notes purchased with the proceeds of the issue will be transferred back to Cofinoga in exchange for a deeply subordinated support agreement for the holders of the Tier 1 notes.

In securitization the firm was involved with Xerox’s lease receivables securitization, the first to be initiated by contribution agreements under the French spin-off regime. Linklaters advised MBIA, who wrapped the issue. The transaction was one of the two most innovative deals of the year, together with the Frans 2003 EETC-style transaction for Air France, on which Linklaters also advised MBIA.

Key contact partner

Gilles Endréo

Leading lawyer

Gilles Endréo

Allen & Overy

Generally considered to be stronger on the debt capital markets side, Allen & Overy is nonetheless rated in all areas, both for French and English law advice. Pierre Gissinger heads the whole department, while the “esteemed” François Poudelet and Dan Lauder take responsibility for the French and English law advice teams respectively. Christophe Jacquemin is the leading securitization lawyer.

The firm acted as deal counsel for an innovative two-part deal launched in July last year by Alcatel, arranged by Credit Suisse First Boston and Société Générale. The transaction comprised a €1 billion (\$1.21 billion) convertible bond issue into new or existing shares and a cash tender offer of listed bonds. It also acted as managers’ counsel on an issue of €500 million, 4.375% bonds due 2010 for TF1 and an issue of €250 million, 5.125% notes due 2009 for Euronext.

In securitization, one stand-out deal was La Défense III, the commercial mortgage-backed securitization of the third construction stage of the La Défense area of Paris. A&O advised Credit Suisse First Boston as arranger on the €635 million deal.

Key contact partners

Pierre Gissinger
Dan Lauder
François Poudelet

Leading lawyers

Pierre Gissinger
Christophe Jacquemin
François Poudelet

Clifford Chance

Clifford Chance is unsurprisingly strong for securitization work in France: many of its partners have gained experience in the firm’s world-leading London structured finance practice. Richard Parolai is the group’s leading lawyer.

The firm’s deals last year included advising Crédit Agricole Indosuez as originator and arranger on a synthetic collateralized loan obligation for itself, which provided the bank with regulatory capital relief on a €3 billion (\$3.64 billion) portfolio of loans and guarantees to mid-size corporates. The firm also advised Merrill Lynch and HVB on financing the acquisition by Westbrook Partners of two real estate portfolios of Gecina and Simco and on the subsequent securitization in the form of a commercial mortgage-backed structure, acted for BNP Paribas in connection with the accession of nine French originators and one Spanish originator to the pan-European securitization programme of the Rhodia group, and advised Morgan Stanley, JP Morgan Chase and Crédit Agricole Indosuez as arrangers and structuring advisors on an issue of \$2 billion in tax-deductible Tier 1 capital by Crédit Agricole.

In other capital markets Dominique Bompont is the leading partner. Debt work last year included advising ERAP (Etablissement de Recherches pour les Activités

Pétrolières) on the establishment of a €10 billion note programme and on the issue of €9.4 billion in notes, acting for Veolia Environnement on the issue of two tranches of bonds, and advising Merrill Lynch on the issue of deeply subordinated notes by Caisse Nationale des Caisses d’Epargne (The National Savings Bank Fund), the aim of which was to increase its regulatory capital and to contribute to the funding of the planned acquisitions of 50.1% of Eulia and 43.55% of CDC IXIS.

In equity the firm advised the French Treasury on the accelerated auction sale of its 11% shareholding in Crédit Lyonnais, advised Deutsche Bank on the issue of Alcatel convertible bonds, and acted for Aventis on its buyout offer for Rhodia’s convertible bonds.

Key contact partners

Dominique Bompont
Richard Parolai

Leading lawyers

Dominique Bompont
Jonathan Lewis
Richard Parolai

Shearman & Sterling

Shearman & Sterling’s Paris office, always strong on French capital markets deals, excelled in 2003. The firm was issuer’s counsel on France Télécom’s €15 billion (\$15.9 billion) capital increase, which was structured to avoid pushing the state’s holding in the company above levels that would break European state aid rules, or below levels that would classify the deal as a privatization under French rules. The company also issued warrants, instead of a usual rights offering, to limit its exposure to market risk. Shearman followed this with a rights offering through warrants for Alstom and a convertible bond issue for ST Microelectronics, which was the first negative yield convertible to be listed on the Luxembourg stock exchange.

Although without quite the same stable of leading lawyers as other firms, Shearman & Sterling has strong capital markets lawyers in partners Hervé Letrégilly, Manuel Orillac and Sami Toutounji.

Key contact partners

Hervé Letrégilly
Manuel Orillac
Sami Toutounji

Bredin Prat

Bredin Prat is best known for its mergers and acquisitions work, but the firm does have a strong equity capital markets practice, mostly by virtue of the strong contacts developed by its corporate department. Didier Martin leads a practice that has grown in the last year with the arrival of senior associate Olivier Saba from Shearman & Sterling’s New York office.

Saba worked on one of the firm's key deals from last year, the €2 billion (\$2.24 billion) rights issue for Crédit Agricole that closed in November 2003. Cleary Gottlieb Steen & Hamilton advised the banks on the deal. Another large deal was the sale by the French state of its stake in Renault for €1.2 billion. Bredin Prat advised underwriter JP Morgan.

Key contact partner

Didier Martin

Leading lawyer

Didier Martin

Lovells

Lovells' growing reputation for capital markets advice was recognized recently by its inclusion in the top tier for both capital markets and securitization work by respected French legal publication *Décideurs Juridiques*. The market feedback received by the *IFLR1000* does not quite match this enthusiasm for the Lovells' practice, but the market believes the firm has improved sufficiently to be promoted in this year's edition.

The firm has grown in size as well as stature. It hired five new associates – Ashley Davies, Catherine Gardenat, Jane Gray, Arnaud Cagi-Nicolau and Damiens Lukacs – last year, from its own trainees and from competitors such as Gide Loyrette Nouel and Denton Wilde Sapte.

Examples of its work include advising Alstom on its refinancing arrangements, EDF on three standalone bond issues and Suez on the issue of exchangeable notes due exchangeable into shares of Fortis. In securitization, the firm advised FCC Loggias on a residential mortgage-backed securitization and worked on Xerox's whole-business securitization, which was the first of its kind in France.

Key contact partners

Philip Boys
Sharon Lewis

Other notable firms

Willkie Farr & Gallagher is “a very good firm” with a speciality in high-yield work. It is also recommended for private placements, having advised Bacou-Dalloz on a €188 million (\$228 million) placement among institutional investors, and is a serious competitor on leveraged buyouts. Laurent Faugérolas is highly recommended. **Darrois Villey Maillot Brochier** is a French mergers and acquisitions boutique that also worked on the biggest stock market listing in France last year, while the Paris office of **Skadden Arps Slate Meagher & Flom** also has a strong reputation for initial offerings and rights issues. Skadden's deals over the past year have included advising SCOR in connection with its share capital increase, acting for Iliad in connection with its initial public offering on Euronext Paris, and representing Air France in connection with its privatization.

Insolvency and restructuring

Recommended firms

Cabinet Sonier & Associés

Gide Loyrette Nouel

Bernard Lagarde

De Pardieu Brocas Maffei

Fauvet La Giraudière & Associés

Lyonnet Bigot & Associés

Rambaud Martel

Saigne Sigrist & Associés

Santoni Paccioni et Associés

Veil Jourde La Garanderie

Willkie Farr & Gallagher

Clifford Chance

HSD Ernst & Young – Archibald

Jeanet & Associés

Latham & Watkins

Paul Hastings Janofsky & Walker

Poulain & Associés

Vatier & Associés

Cabinet Sonier & Associés

The position of Cabinet Sonier at the top of the insolvency market in France is “unquestionable” in some commentators' eyes. “They are very skilful” and Gabriel Sonier himself is “number one in terms of personalities in the market”. He has “a clientèle of debtors, creditors and trustees that is the largest in the city”.

The firm offers clients advice on corporate, commercial, banking, real estate, intellectual property and litigation law, but it is insolvency and restructuring work that underpins its reputation. Among the highlights of the last few years was the key role the firm played on the restructuring of troubled white goods manufacturer Moulinex.

Key contact partner

Gabriel Sonier

Leading lawyer

Gabriel Sonier

Gide Loyrette Nouel

Gide is a “mixed animal” in the French market, a firm with such breadth of experience and knowledge that it can be called a specialist in almost every area of the law. As a result it ends up representing all sides in insolvency disputes, unlike some of its competitors, which represent banks or debtors exclusively. “Gide Loyrette Nouel is the true lenders and borrowers practice,” says one peer. “Many others only represent debtors.”

And the firm’s work is as wide ranging as its list of clients. Gide handles cases varying from preventative measures to full-blown insolvency and works on bank workouts as well as contentious restructurings.

The firm’s leading lawyers are Jean-Michel Lucheux and Olivier Puech. Puech is consistently named as the most prominent rising star in the market.

Key contact partners

Jean-Michel Lucheux
Olivier Puech

Leading lawyers

Jean-Michel Lucheux
Olivier Puech

Bernard Lagarde

The law firm of insolvency specialist Bernard Lagarde is one of the most experienced in France, even jokingly referred to as “ancient” by some of its peers. Although small, it is “very good, one of the best”.

Lagarde has become involved with lobbying work in recent years, but this hardly detracts from the firm’s performance on insolvency and restructuring cases, as the rest of the team is highly experienced and knowledgeable. As a general rule the firm represents borrowers and receivers rather than lenders.

Key contact partner

Bernard Lagarde

Leading lawyer

Bernard Lagarde

Rambaud Martel

Rambaud Martel has, according to respondents to this year’s research, been working on a growing volume of deals over the last year. Leading the charge had been the highly recommended partner Michel Jockey.

Rambaud Martel’s wide capabilities, knowledge and experience in insolvency and restructuring is demonstrated by the variety of advisory roles it has had this year. It defended clients being sued in the context of bankruptcy proceedings, represented clients in connection with an out-of-court restructuring plan in the computer industry, among others,

and acted as counsel to creditors on the recovery of their investment following a leveraged buyout.

Key contact partner

Michel Jockey

Leading lawyer

Michel Jockey

Other notable firms

De Pardieu Brocas Maffei has suffered somewhat from the departure of name partner Jean Leygonie, who was a leveraged buyout specialist and a valuable asset on contentious insolvency cases. He is now heading up the new Paris office of Morgan Lewis & Bockius; it will be interesting to see how this move boosts the US firm’s visibility on French deals. De Pardieu is still highly recommended, however, and was involved with the high-profile insolvency of Metal Europe, representing the banks. Gide represented the French holding company along with Gabriel Sonier. **Fauvet La Giraudière & Associés** is a highly recommended insolvency boutique, particularly for the expertise of name partner François Fauvet.

The reputation of **Lyonnet Bigot & Associés** as an insolvency specialist is based on its representation of trustees. For this work alone it deserves to be pushed up into the second tier, as it has been in this year’s edition. Clients say they often work with the firm because it is “small and dedicated” and Lyonnet himself “knows the judges and system very well”. **Saigne Sigrist & Associés** is “very specialized in management buyouts and in representing the receivers of the company,” as is **Santoni Paccioni et Associés**, which often represents private equity firms and has a leading insolvency specialist in Marc Santoni. **Veil Jourde La Garanderie** is also “a very good firm” and, like Gide is a mixed animal, representing both borrowers and lenders.

Willkie Farr & Gallagher has become one of the leading foreign firms in France for insolvency and restructuring work since hiring of Jean-Dominique Daudier de Cassini from **HSD Ernst & Young – Archibald**. He is “very good,” “an excellent lawyer” and the “main reason Archibald had a reputation for insolvency work,” although one commentator also rates Daudier de Cassini’s replacement, Jean Marquet, who has “formed a very efficient and respectable firm”. The French law firm **Moquet Borde & Associés** has become the Paris office of Los Angeles firm **Paul Hastings**, which is now “one to watch” according to the market, while fellow US firm **Latham & Watkins** has leapt onto the list of recommended firms with the hire of Emmanuel Drei and Juliette Vuillez from Sokolow & Carreras. Other lawyers worthy of mention are Pierre Forget at **Clifford Chance**, who is highly recommended, though the firm often uses insolvency specialists such as Sonier & Associés on large cases. **Jeantet & Associés** lawyers Philippe Dubois and Georges Terrier are also good, winning a high-profile case last year for Morgan Stanley.

Mergers and acquisitions

Recommended firms

Bredin Prat

Cleary Gottlieb Steen & Hamilton

Darrois Villey Maillot Brochier

Freshfields Bruckhaus Deringer

Clifford Chance

Gide Loyrette Nouel

Linklaters

Allen & Overy

Ashurst

Rambaud Martel

Skadden Arps Slate Meagher & Flom

Sullivan & Cromwell

White & Case

Willkie Farr & Gallagher

De Pardieu Brocas Maffei

Jeantet & Associés

Shearman & Sterling

Slaughter and May

Weil Gotshal & Manges

Brandford-Griffith Bavarez Pasturel

Jones Day

Latham & Watkins

Lovells

Salans

Veil Jourde La Garanderie

August & Debouzy

Baker & McKenzie

CMS Bureau Francis Lefebvre

Coudert Frères

Debevoise & Plimpton

Franklin

Fried Frank Harris Shriver & Jacobson

Herbert Smith

Mayer Brown Rowe & Maw

Norton Rose

Paul Hastings Janofsky & Walker

Simmons & Simmons

Sokolow Carreras & Associés

Bredin Prat

Bredin Prat and Darrois Villey Maillot Brochier are France's two leading mergers and acquisitions boutiques. Their historic concentration on corporate work has kept them firmly at the top, despite the onslaught from US and UK international firms over the last 10 to 15 years.

At Bredin Prat the two heads of the department, Jean-François Prat and Didier Martin, are both regarded as leading lawyers. They lead a partner-heavy team of 13 partners and 13 associates that worked on four of the largest and most important deals for the French market last year. These were the €3 billion (\$3.64 billion) merger of Alcan and Pechiney, on which the firm represented Pechiney opposite Sullivan & Cromwell, the innovative buyout of Orange's French network by France Télécom, on which the firm represented Orange opposite Shearman & Sterling, the merger of banks Crédit Agricole and Crédit Lyonnais, where Bredin Prat acted for Crédit Agricole, and the pharmaceuticals merger of Aventis and Sanofi-Synthélabo, where the firm represented Aventis opposite Linklaters. The total value of the four deals was €77 billion.

Key contact partners

Elena Baxter

Didier Martin

Jean-François Prat

Leading lawyers

Didier Martin

Jean-François Prat

Cleary Gottlieb Steen & Hamilton

The Paris office of Cleary Gottlieb, one of the first to be opened by a US firm in Europe, has always had a strong

reputation for corporate work, encompassing mergers, acquisitions and capital markets, particularly equity. Although “they have a small team for M&A,” the firm also specializes in leveraged buyouts and private equity work, and has “an outstanding reputation for industrial deals”.

Although there were few such deals around last year, the firm did work on the €19.5 billion (\$23.7 billion) acquisition of Crédit Lyonnais by Crédit Agricole and the €1.2 billion merger of Euronext subsidiary Clearnet with the London Clearing House. The firm was also active in French public M&A transactions, including representing the financial advisors on France Télécom’s offer for Orange, Serono in its acquisition of the remaining shares of Genset and the acquirer of a one-third interest in Générale de Santé.

Often working in conjunction with other Cleary Gottlieb offices, the firm also advised on transactions such as the sale of Teletipù by Vivendi Universal, the sale of a minority participation in Eutelsat by Deutsche Telekom, the acquisition by Siemens of the industrial turbines business of Alstom, the sale of the French subsidiary of Sanpaolo IMI, the sale of a French subsidiary of DSM Food Specialities and several acquisitions for international steel company LNM Holdings.

Leading lawyer

Pierre-Yves Chabert

Darrois Villey Maillot Brochier

The other leading corporate boutique in France alongside Bredit Prat, Darrois Villey houses several leading mergers and acquisitions lawyers. Chief among these are name partners Jean Michel Darrois and Emmanuel Brochier, but Olivier Diaz is “one of the leaders of the younger generation” of lawyers and is “a very good M&A lawyer”.

One of the firm’s stand-out deals last year was its role on the takeover by French hotel group Accor and Colony, its US private equity partner, of SHCLB (Société Hotelière de la Chaîne Lucien Barrière), which created the largest casino group in Europe. Alain Maillot of Darrois Villey Maillot Brochier advised SHCLB opposite Marcus Billam of Clifford Chance and Patrick Beauvisage of Latham & Watkins. The €1 billion (\$1.3 billion) deal pushed market leader Groupe Partouche into second place on gross takings.

Important roles for the firm in the past have included advising Publicis on the Publicis-Bcom3 merger, which created the fourth largest advertising in the world, and the Legrand-KKR-Wendel takeover.

Key contact partners

Olivier Diaz
Hervé Pisani

Leading lawyers

Emmanuel Brochier
Jean-Michel Darrois
Olivier Diaz

Freshfields Bruckhaus Deringer

IFLR’s French law firm of the year in 2003, Freshfields has a market-leading mergers and acquisitions department in Paris. It is a practice with “a strong reputation” and “a firm, established presence,” led by Patrick Bonvarlet, who some commentators refer to as “the most prominent figure in the Paris legal market”. Bonvarlet also has a particular speciality in equity capital markets that springs from the corporate department’s work.

Highlights of the firm’s work in recent years include advising Kingfisher on the public buyout offer for Castorama Dubois Investissements, which involved a hostile takeover and a series of French court hearings, and advising TotalFinaElf on the sale of SigmaKalon, its paints division, to Bain Capital for €900 million (\$1 billion). The firm also represented France Antilles on its acquisition of Comareg, a subsidiary of Vivendi Universal.

Key contact partners

Patrick Bonvarlet
Isabelle MacElhone
Arnaud Pérès

Clifford Chance

“Dominique Bompont has vastly improved the mergers and acquisitions department at Clifford Chance” says one of the firm’s peers. While some may not be quite so enthusiastic, the work of leading lawyers Bompont and Thierry Schoen has certainly enhanced the firm’s reputation in recent years.

Last year the firm advised the French government on several deals, including the Alstom restructuring. As part of the deal the firm had to negotiate with Alstom on the equity side, with the banks on the debt side, and with the notification to European Commission on state aid issues. The total amount of the approved financial restructuring package was €3.2 billion (\$3.9 billion).

Other deals included advising a group of 11 banks on the financing of Vivendi Universal’s acquisition of a 26% stake in Cegetel, advising London Clearing House on its merger with Clearnet, the France-based clearing company, advising Apax Partners on its leverage buy-out of Pareo Finance and Pareo Management, holding companies of the Frans Bonhomme group, and advising Vivendi Universal in connection with the sale of its interest in UGC and UGC Ciné Cité to the management.

Key contact partners

Dominique Bompont
Thierry Schoen

Leading lawyers

Dominique Bompont
Thierry Schoen

Gide Loyrette Nouel

Historically Gide has always been one of the strongest mergers and acquisitions houses in France. And, although that reputation is not quite what it was, the firm is still among the premier law firms for corporate law advice.

The firm had a role on the Alcan-Pechiney merger, acting for JP Morgan Chase. Other work included advising the French government on the merger of Air France and KLM, acting for Société Foncière Lyonnaise on SFL's bid for Sophia and also advising the French government on Caisse des Dépôts et Consignations (CDC)'s sale of Eulia and CDC Ixis.

Gide has 15 partners and 35 associates dedicated to mergers and acquisitions work, all of whom are fluent English and French speakers, led by Antoine Bonnasse.

Key contact partners

Antoine Bonnasse
Didier Martin
Serge Tatar

Linklaters

Lawyers in the market seem unsure whether Linklaters partner Thierry Vassogne is "someone you come across often" or is "not so active these days". They all agree, however, that he is "a superb lawyer" and "the bedrock of the Linklaters corporate practice" in Paris. Vassogne's main areas of specialization are public takeovers, mergers and acquisitions, joint ventures, litigation and arbitration. He advised Morgan Stanley on Alcan's unsolicited tender offer by Pechiney, acted for Origny-Naples on its acquisition of Béghin-Say and advised Casino on its rescue of Laurus, the second biggest Dutch retailer. Historically his most important deals were advising Peugeot on its acquisition of Sommer Alibert, advising BNP Paribas during the acquisition battle in the French banking sector in 1999, acting for Tabacalera and Seita on their merger and helping Carrefour on its offer for Promodès.

Despite griping from some in the market that Linklaters' private equity practice has fallen off in recent years, the firm did work on the acquisition of the transport division of Schlumberger by Apax Partners, the acquisition of Actaris from LBO France by Montagu Private Equity and the acquisition of Souriau by Axa Private Equity. It also advised on several disposals, the auction sale of the holding company and employee investment vehicle of Frans Bonhomme to Apax and Goldman Sachs, the sale of the Michel Thierry Group by PAI Partners, the auction sale of Ceva by Paribas Affaires Industrielles Partners to Industri Kapital and the sale of Risdon Pharma by Montagu Private Equity to Rexam.

Key contact partners

Alain Garnier
Jean-Marc Lefèvre
Thierry Vassogne

Leading lawyer

Thierry Vassogne

Allen & Overy

Although more known for banking and capital markets work, Allen & Overy's Paris office has a strong mergers and acquisitions department headed by Jean-Claude Rivalland and Edouard Didier. The firm's leveraged buyout practice has also grown with the addition of Jonathan Nabarro from Ashurst, who has made A&O a major player in this sector.

The firm's most important deals over the last year were advising CCF on HSBC subsidiary Elysées Gestion's acquisition of a 49% stake in Elysées Fonds, advising KLM on its merger with Air France, acting for Louis Dreyfus & Cie on the sale of its share holdings in EDF Trading and advising Arcelor on the sale of PUM Plastiques to Point P, a subsidiary of Saint Gobain.

Key contact partners

Nicolas Bichot
Edouard Didier
Jean-Claude Rivalland

Leading lawyer

Jonathan Nabarro

Rambaud Martel

Despite not having the reputation among interviewed peers and clients of rival French M&A boutiques Bredin Prat and Darrois Villey Maillot Brochier, nor the international standing of UK firms Linklaters and Freshfields Bruckhaus Deringer, Rambaud Martel has a well-regarded corporate team of 18 partners and 40 associates that has worked on several headline deals. The presence of M&A legend Jean-Pierre Martel continues to be a big draw for the firm's clients.

These include real estate company Gecina advising it in its dispute over its takeover bid and exchange offer for Simco. The deal, valued at €2.71 billion (\$3.1 billion), used an innovative offer structure consisting of a main offer in cash and shares and two supplementary offers, one in cash and one in shares. More recently, the firm advised Atos Origin on its acquisition of SchlumbergerSema, acted for the major shareholders in the sale of Vivarte, advised Sophia on the takeover bid launched by Société Foncière Lyonnaise and, most importantly of all, worked on the merger of Sanofi-Synthélabo and Aventis.

With no international offices, the market feels that Rambaud Martel "does not have much ability and capability to deal with international transactions" outside France, but is a force to be reckoned with domestically. All of its lawyers save one are only qualified in France.

Key contact partners

Jean-Michel Leprêtre
Jean-Pierre Martel
Mathieu Rambaud

Leading lawyer

Jean-Pierre Martel

Other notable firms

Ashurst has suffered with the departure of partner Jonathan Nabarro, who has moved to Allen & Overy, but the firm is “still tier one status for private equity work” and does a lot of work outside the mainstream of the private equity sphere. US firm **Skadden Arps Slate Meagher & Flom** is now “a big name in France” and has been involved with some important deals, including the acquisition of Saft by Doughty Hanson, the acquisition of Crystal Decisions by Business Objects and the takeover of IBM’s Access Software by Fidelity Investments. Fellow US firm **Willkie Farr & Gallagher** is “very leveraged buyout focused,” as is **White & Case**. White & Case has worked on some high-profile transactions over the past year, including advising the management and employees of MGE-UPS Systems in its two-step €850 million (\$1 billion) sale to Schneider Electric (one of the largest secondary LBOs in Europe); representing the management team of Dutch call centre and CRM company, SNT Group in its recent sale of its interest in the French business of Vitalicom SAS; and acting for The Carlyle Group and Eurazeo on their €400 million buyout of French tile and brick company Terreal, an acquisition that will be financed through a combination of equity and debt financing.

French firm **De Pardieu Brocas Maffei** “has several good people,” with Brocas “an excellent senior M&A lawyer”. Other leading lawyers in the market are Georges Terrier and Christophe Perchet from Jeantet & Associés, Norton Rose’s Bertrand Pellet and Brandford Griffith from Brandford Griffith Bavezzy Cotty. And **Slaughter and May**’s M&A practice has had a solid year, advising Bunzl on the cash acquisition of Groupe Pierre Le Goff, a leading distributor of cleaning and safety products in France, for €236 million, acting for Alcatel in the disposal of its battery division (SAFT) to Doughty Hanson for €390 million and assisting Nordstjernan in its purchase of Kalix, the packaging business.

Last (but definitely not least), **Sullivan & Cromwell** is “very under-rated” and has grown in stature in recent years. Competitors say they “see them on numerous deals” and praise partners Richard Vilanova and Gérard Mazet for their work on the Alcan-Pechiney battle. Other deals the firm has worked on include advice to France Télécom on its €3.9 billion acquisition of the 29.4% stake it did not already own in Wanadoo, and advice to Goldman Sachs and Société Générale (in their capacity as financial advisors to France Télécom) in connection with France Télécom’s buyback of the remaining shares that it did not already own in Orange.

Project finance**Recommended firms**

Clifford Chance

Gide Loyrette Nouel

Linklaters

Allen & Overy

Freshfields Bruckhaus Deringer

Herbert Smith

Simmons & Simmons

White & Case

Baker & McKenzie

Cleary Gottlieb Steen & Hamilton

De Pardieu Brocas Maffei

Lovells

Norton Rose

Orrick Herrington & Sutcliffe

Clifford Chance

Since Clifford Chance hired Anthony Giustini from White & Case in 2001, the firm’s African projects department has gone from strength to strength. Given that a large chunk of the French project finance market is taken up by French law deals in Algeria, Morocco and their neighbours, this is a distinct advantage for Clifford Chance. An example of this work is the firm’s advice to Opic and ABN AMRO on the \$390 million financing of a combined power and water desalination plant in the Arzeh zone of Algeria. Others are the firm’s role advising the European Investment Bank, African Development Bank and Proparco on the financing the Cameroon electricity concessionaire and advising the African Development Bank and four export credit agencies on the \$1 billion financing of a natural gas plant in Nigeria.

Michael Elland-Goldsmith is also a leading partner at Clifford Chance, though he is more of a general finance lawyer than a projects specialist. An example of the firm’s infrastructure work is its recent work advising the GIE CDG Express rail company on the completion of a rail link between Paris and Charles de Gaulle airport CDG, which was the first rail project to be financed by private funds in France.

Leading lawyers

Michael Elland-Goldsmith

Anthony Giustini

Gide Loyrette Nouel

Even more than Clifford Chance, Gide's speciality is foreign project finance. Peers recognize the firm's "substantial role" in Africa and eastern Europe, and the advantage derives it from having offices in such countries.

Last year the firm worked on an export facility for Friguia Alumina in Guinea, acting for the arrangers on the \$30 million working capital loan that enabled the transfer of the project company to a large Russian aluminium producer. Gide also advised on the acquisition financing of an oil field in Likouala in the Congo, which required the purchase by a special purpose company, the transfer of production rights and a \$72 million loan. In Romania the firm advised the concessionaire of the Crivina water treatment plant, while in Israel it worked on the Ashkelon desalination plant, a project that involved a lending facility and a placement with institutional investors.

In France the highlight of recent years was working on the A28 toll road, an innovative deal that was shortlisted for *IFLR's* 2003 European project finance deal of the year. Gide partner Emmanuel Fontaine led the team that acted for concession company, ALIS, on the deal. It was the first limited-recourse project financed motorway in France.

Aside from Fontaine the firm's leading lawyers are John Crothers and François Krotoff.

Key contact partners

John Crothers
Emmanuel Fontaine
Rupert Reece

Leading lawyers

John Crothers
Emmanuel Fontaine
François Krotoff

Linklaters

"At Linklaters," says the market, "the outstanding lawyer is Bertrand Andriani". True, but Andriani is, like Rod Cork at Allen & Overy and Anthony Giustini at Clifford Chance, a finance generalist rather than a project finance specialist. It was a big boost to the firm, therefore, when public-private partnerships expert Paul Lignières became the head of the Paris office's public law department last year. Lignière's experience includes a three-year stint in the infrastructure division of the World Bank.

The highlights of the firm's work include advising Shin Satellite on the \$390 million financing of its broadband communication satellite, which involved three lender groups on three continents, including two export credit agencies, and required three separate facility agreements as well as raising many cross-border and multi-jurisdictional legal issues. The firm also worked on the financing of a dry cement plant in Algeria, advising Citibank and Dutch export credit agency Eksport Kredit Fonden (EKF), which was the

first project financing of its type to reach close in Algeria. It was also the first private sector cement plant to be built in Algeria, and the first time the European Investment Bank had been provided with a commercial risk guarantee by EKF.

Key contact partners

Bertrand Andriani
Jean-Marc Lefèvre

Leading lawyer

Bertrand Andriani

Allen & Overy

Allen & Overy is not generally recognized as possessing a leading project finance practice in France, but this is a problem of communication more than anything else. Referring to the *IFLR1000's* list of leading firms, one peer said "oh yes, A&O should be there," while another asserted that "they've really been building up their practice". Noel Chahid-Nourai, who is the head of the public and environment law group, is recommended, as is Rod Cork.

The firm's work includes much in Africa and central Europe. For example, last year it advised Crédit Lyonnais on the refinancing of the Kladno power plant in the Czech Republic, acted for Cameroon electricity utility AES Sonel on a long-term capital investment programme and advised the Algerian Cement Company on the partial refinancing of the M'sila cement plant. Further afield, the Paris partners also worked on the financing of the Petrox hydrogen plant near Talcahuano, Chile.

Ongoing projects at the time of writing are the Nam Thuen II Hydropower Project in Laos, a port project in the Côte d'Ivoire, the French Ministry of Justice's public-private partnership prison programme and a number of new road projects in France including the A19, A65 and the A41.

Key contact partners

Noel Chahid-Nourai
Rod Cork
Tim Scales

Leading lawyers

Noel Chahid-Nourai
Rod Cork

Freshfields Bruckhaus Deringer

The Paris office of UK firm Freshfields has improved its project financing capabilities by hiring partner Thomas Hechl, who relocated from the firm's Washington office. Other highly recommended lawyers are Joe Huse and Jean L'Homme – L'Homme is described by one client as "both literally and metaphorically, the man".

Freshfields' client list includes leading banking and construction companies such as Financial Security Assurance,

Bouygues Construction, Caisse des Dépôts et Consignations IXIS, Gaz de France and WestLB.

And the department's deal list is an impressive one. It includes advising CDC Ixis Capital Markets and FSA on the A28 toll-road project, which was shortlisted for *IFLR*'s 2003 European project finance deal of the year and was the first limited-recourse project financed motorway in France. Other domestic deals include representing WestLB as the arranger of the financing of a waste treatment plan in Toulouse and on financing a tramway network in the French city of Caen, as well as advising Société Marseillaise du Tunnel Prado Carénage, Vinci and Eiffage on refinancing the Tunnel du Prado Carénage in Marseille.

Leading lawyers

Joe Huse
Jean L'Homme

Herbert Smith

Last year Herbert Smith advised Eurotunnel on several innovative transactions involving a total of £7 billion (\$12.9 billion) in debt, advised Energy Africa on a \$75 million loan secured on petroleum assets in the Republic of Congo and Equatorial Guinea, advised Proparco on the \$12 million financing of a university project in the Dominican Republic, and advised BNP Paribas and Société Générale as co-arrangers on a \$395 million acquisition financing of several North Sea oil assets.

These are just a few of the many project finance deals the growing firm was involved with last year. The firm has two leading lawyers in Neil Brimson and Stéphane Brabant. Brabant is especially recommended for African projects.

Key contact partners

Stephane Brabant
Neil Brimson

Leading lawyers

Stephane Brabant
Neil Brimson

Simmons & Simmons

Simmons & Simmons project finance practice is "impressive" and "aggressive," fully deserving its promotion into the second tier on its performance over the last year. A relative newcomer to the French market, the firm has blossomed with the help of partner Christophe Asselineau – who receives personally many of the same plaudits his firm does, including "impressive," "excellent" and "up-and-coming".

The firm's clients include project companies and sponsors such as Black & Veatch, America Mineral Fields, Erap, Basell and the Geida consortium (Cobra, Codesa, Sadyt and Abensur). Chief among its deals are the Arzew Power

Desalination Project in Algeria, which is sponsored by Black & Veatch, the Kolwezi cobalt/copper Tailings Project in the Democratic Republic of Congo, which involves America Mineral Fields, and the financing of the Parc Eolien du Pays de la Côte de Jade wind farm, on which the firm is advising Crédit du Nord.

Key contact partner

Christophe Asselineau

White & Case

The view of the project finance market is that White & Case has "almost, but not quite, recovered" the practice it had before it lost leading lawyer Anthony Giustini to Clifford Chance. That recovery has been led by the firm's head of the energy, infrastructure and project finance group, Paule Biensan.

The work that has illustrated White & Case's improvement has included advising Aluminium Pechiney on the financing of bauxite mineral facilities in Venezuela and acting, for Orascom Telecom Algeria on the long-term debt financing of a GSM network in Algeria. At the time of writing White & Case has also been retained by a major financial institution as legal advisor to an African sovereign, under a two-year mandate, for a major transport privatization and public-private partnership scheme.

Key contact partners

Paule Biensan
Haywood Blakemore
Jacques Bouillon

Other notable firms

Lovells is underrated for project finance, according to many of its peers. It "has not yet shown its full potential" and "the credibility of its people is very good". The person with the highest profile among them is Jacques Bertran de Balandia, who is highly recommended by his peers. **Cleary Gottlieb Steen & Hamilton** does a lot of project finance work for the government, while **De Pardieu Brocas Maffei** is regarded as "a rising firm for insolvency," is "likely to be heavy competition in the near future" and is "often seen on refinancing work". It also specializes in complex export financing. Recommended among the firm's lawyers is Antoine Maffei, though he, like many leading project finance lawyers in France, is more of a finance generalist. **Orrick Herrington & Sutcliffe** is known for its structured asset finance work but is also a respectable firm for pure project financing.