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Capital markets – equity

Recommended firms

Tier 1

Cleary Gottlieb Steen & Hamilton
Linklaters
Shearman & Sterling

Tier 2

Freshfields Bruckhaus Deringer
Sullivan & Cromwell

Tier 3

Allen & Overy
Bredin Prat
Clifford Chance
Darrois Villey Maillot Brochier
Debevoise & Plimpton
Gide Loyrette Nouel
Skadden Arps Slate Meagher & Flom

Tier 4

Davis Polk & Wardwell
De Pardieu Brocas Maffei
Latham & Watkins
Orrick Rambaud Martel
Willkie Farr & Gallagher

Capital markets – debt

Recommended firms

Tier 1

Allen & Overy
Clifford Chance
Gide Loyrette Nouel
Linklaters

Tier 2

Cleary Gottlieb Steen & Hamilton
De Pardieu Brocas Maffei
Freshfields Bruckhaus Deringer
Latham & Watkins
Hogan Lovells
Orrick Rambaud Martel
Shearman & Sterling
White & Case

Tier 3

Debevoise & Plimpton
Jones Day
Skadden Arps Slate Meagher & Flom
Willkie Farr & Gallagher

Capital markets - structured finance and securitisation

Recommended firms

Tier 1

Freshfields Bruckhaus Deringer
Gide Loyrette Nouel

Tier 2

Allen & Overy
Clifford Chance
Linklaters

Tier 3

De Pardieu Brocas Maffei
Hogan Lovells
Latham & Watkins
Shearman & Sterling
Skadden Arps Slate Meagher & Flom

Tier 4

Jones Day
Orrick Rambaud Martel
White & Case

Tier 5

Cleary Gottlieb Steen & Hamilton
Debevoise & Plimpton
Willkie Farr & Gallagher

Unfortunately, the equity capital markets have seen very few successful IPOs over the last 12 months. A number of offerings were in the pipeline, as one partner explains: "Euronext has six IPOs in the pipe for the first half of this year [2011]." But the political and financial instability that spread across the continent has somewhat halted their progress or put them on hold. "I'm talking about the big IPOs. You'll hear more about the sale of IPOs that didn't manage to sell their shares, so did not succeed," says another capital markets lawyer.

However, compared to 2010, there was an increasing number of deals waiting to be realised, which to some extent helps to build

up practitioners' confidence. "In the future, IPOs will start to pick up again; we've been saying it for the last five years. At one stage it will become true and hopefully we'll see that," says one, while another agrees: "2010 was a better year than 2009 to certain extent; and 2011 I'm reasonably optimistic."

Due to the unpredictable economic condition within the Eurozone, 2011 saw the French issuers waste no time queuing up for listings in the emerging markets, which ultimately led to their debuts on the Hong Kong Stock Exchange. The main driving force behind this is the higher prices provided by Asian investors compared to their European counterparts. "The Asian market is very dynamic and we're seeing French companies asking a lot of questions, particularly in the Hong Kong market, which is something entirely new this year until recently," one equity capital markets partner explains.

In Europe, the market for small-and-medium size companies, Alternext, has welcomed a bunch of eager issuers trying to get their shares onto the market and the move has since received the back of the French state. "The government is trying to improve [the trading platform] by making it easier for these companies to enter the market. The trend is picking up in the last 12 months," says one partner.

On the debt side, on the one hand issuers are coming to the market due to the lack of bank financing, however, the market is suffering from its own volatility. "It's quite challenging for those people who actually manage to do the deals or push on trying to do them," says one capital markets partner. In addition, first-time issuers acting in the bond markets seem to be small-and-medium size companies.

Covered bonds have been singled out by observers as one of the most popular instruments among investors currently. "Even when the market was very slow, issuers are looking for AAA-rated bonds," says one French lawyer. "It's true that the covered bonds sector is still very active and it was work that we were doing almost all the time during the financial crisis." Another area that practitioners have seen a come back is in high-yield, which is mainly being used for the purpose of acquisition financing. "It's a bond that has lots of covenant and protections for the investors that in a way corporates wouldn't have," says one partner.

French securitisation markets specialists were unsurprisingly at the forefront in creating the European Financial Stability Fund (EFSF), a vehicle that is able to issue the highest possible rating AAA bonds guaranteed by the Euro area member states. "We've been working on the EFSF; it's a completely new development," says one partner. "It's essential-

ly using the structured finance technology to in public sector policy. So that has been a very interesting development."

Asset-backed commercial paper as a means of financing has also been boosted over the last 12 months, according to partners. Obviously, the banks were no longer interested in direct lending, and "the collateral-based or asset-based security lending is a way for the banks to take on that risk in a security format, so it's sort of a win-win for both banks and originators," says one.

Allen & Overy

Allen & Overy has been a talking point in the equity capital markets this year as the firm hired a team, including equity star Marc Castagnède and two other senior associates from Debevoise & Plimpton, with the intention of strengthening its capital markets practice. "That's quite important because Marc is a great guy, he's liked by clients," says one rival. "Allen & Overy is a very good firm; it was not really present in the equity capital markets before, so Allen & Overy adding Marc should work quite well."

In order to expand its global presence, the firm marked its first opening on the African continent by setting up an office in Casablanca, Morocco in September 2011. One of the leading figures who will join the Moroccan branch is Yassir Ghorbal, a former Gide Loyrette Nouel partner who specialises in capital markets, M&A, and infrastructure projects.

In the debt capital markets, partner Hervé Ekué has drawn attention from peers. "He's a relatively young partner, but he has been doing well. We've worked together very well. He just knows what he's doing, and he's efficient. Good to work with," says one and another agrees: "He's a young partner. I think clients like him a lot."

Ekué led the team advised underwriters, Bank of America/Merrill Lynch and JPMorgan, in relation to the €300 million fixed-rate notes issued by GDF Suez, a French multinational energy company. He then appeared in another notable deal when the team advised Dexia Municipal Agency on its \$10 billion covered bond MTN programme.

The other partner involved in the Dexia Municipal covered bond deal was US-partner Diana Billik, who is recognised as leading lawyer by her peers. "Diana Billik is a US lawyer and she is very good," says one, and another one agrees: "Yes, you've got the right people [as leading lawyers]."

In the midst of the recent Eurozone debt crisis, the firm was involved in advising one of the lead managers Société Générale in relation to the European Financial Stability Fund's

(EFSF) first bond issue, valued at €5 billion. The mandate, led by partner Dan Lauder, has been included as part of the EU/IMF's €26.5 billion financial rescue package for the Republic of Ireland.

The debt capital markets team in France has a solid reputation, particularly partner Dan Lauder. "Dan is very nice and friendly, actually everyone in this market is very nice. I think Dan is excellent as well," says one peer. "On the English law side Dan is very good, a guy who is extremely efficient, and one of the most experienced people in the market."

On the securitisation side, the firm has also kept its tier two status by advising on a number of outstanding deals. One transaction saw the team led by partners Ekué and Fabrice Faure-Dauphin advising on Société Générale's €25 billion programme of *obligations foncières* (mortgage covered bonds)

Faure-Dauphin was again involved in two other notable mandates. One example saw him advise GE Commercial Finance/Factofrance on the €100 million pan-European transaction involving France, UK, Germany and the Netherlands. Another example saw him advise Crédit Agricole in relation to a cross-border trade receivables transaction for Sonepar. "We saw Fabrice in a couple of securitisation transactions. He's a quite well-known securitisation lawyer," says one rival.

Leading lawyers

Diana Billik
Hervé Ekué
Dan Lauder
François Poudelet

Cleary Gottlieb Steen & Hamilton

Cleary Gottlieb's equity capital markets reputation was built up upon "the more balanced underwriters' and issuers' work", this is due to "its long-term relationship with French issuers and French banks", one peer points out. "They do superb [equity] work, they're present on all the major transactions and they're really the leader in the markets. There's no question that Cleary should be a tier one firm," says another peer.

The leading figure in the department, Pierre-Yves Chabert, is held in particularly high regard by rivals: "He's a very good lawyer and has a very good reputation. He's a hard worker and a good technician," says one.

One of the largest transactions in 2010 saw the team, headed by partners John Brintzer and Marie-Laurence Tibi, representing the underwriters, including BNP Paribas as global coordinator and Citigroup Global Markets and Crédit Agricole Corporate & Investment

Bank as joint bookrunners, on the €1.2 billion rights offering issued by Michelin, a tire manufacturer based in France. The offering is composed of public offerings in several European countries and an international private placement.

Brinitzer was again involved in another notable mandate when he teamed up with partner Valérie Lemaitre to advise French oil servicing company Technip on its €550 million convertible bond offering, which together with its underlying shares are listed on Euronext Paris. One of the main purposes of the deal is to secure long term financing covering the group's recent investment.

One highlight in the emerging markets saw the team, led by Brinitzer and partner Gamal Abouali, representing global coordinator and bookrunner Beltone Investment Banking in relation to Amer Group Holding's IPO offering.

In a liability management transaction, partners Tibi and Pierre-Marie Boury led the team representing joint lead managers, including BNP Paribas, Crédit Agricole, and Deutsche Bank alike, in its €1.5 billion bond offering issued by EDF, a Paris-headquartered utility company, as well as up to €4.1 billion bond repurchase offer. All these deals were closed in November 2010.

On the debt side, Andrew Bernstein, Monica Kays and Sophie de Beer, acted as counsel for the underwriters, including BNP Paribas, Bank of America Merrill Lynch, JPMorgan, and Société Générale, on the \$7 billion SEC-registered bond offering issued by pharmaceutical group Sanofi-Aventis. The proceeds of the offering will partly fund the group's acquisition of Genzyme.

Another highlight saw the team lead by Kays and Gamal Abouali representing ArcelorMittal, a global steel producer, in a registered offering of an aggregate principal amount of \$3 billion debt securities. The issuance includes \$500 million of 3.75% five-year notes, \$1.5 billion of 5.50% ten-year notes, and \$1 billion of 6.75% thirty-year notes. The funds raised will repay two instalments of a term loan extended by various banks.

The team, led by Bernstein and Pierre-Yves Chabert, was involved in another notable mandate when the firm acted as counsel for the underwriters, including Bank of America/Merrill Lynch, Credit Suisse, Morgan Stanley, RBS and UBS, in relation to Total Capital's \$2 billion SEC-registered notes offering. Total is a publicly traded integrated oil and gas company, and the transaction was closed on January 28 2011. One rival comments on the duo's position in the market: "Andrew and Pierre-Yves, of course, they're very well-known."

In the energy market, Tibi and Boury teamed up again to advise joint lead managers, including BNP Paribas, Crédit Agricole, Deutsche Bank, Goldman Sachs, HSBC, and Natixis, in relation to EDF's €1.5 billion bond offering and a €4.1 billion bonds repurchase offer. The transaction was closed on November 12 2010.

Leading lawyers

Andrew Bernstein
Pierre-Yves Chabert

Clifford Chance

Clifford Chance's market position is based on its strong debt capital markets and structured finance and securitisation practice. Clients appreciate the team's capacity through its technical abilities, legal knowledge, and relevant international network, "The team has got three elements, firstly they've got the capacity to put financial, economical ideas into the legal context; secondly, they're able to come up with clever solutions for legal problems; the third one is I think due to the international connections and links, they have an extremely high degree of expertise," says one client.

Partners Jonathan Lewis and Cédric Burford came in for personal praise. "Jonathan and Cédric are very good, we're very satisfied with what they're doing for us and [satisfied with their] legal knowledge. We consider them very good," says another client.

One of the largest transactions the firm was involved in in the French debt capital markets in 2011 was when the team, headed by Burford and Lewis, advised the European Financial Stability Fund (EFSF) on the €27 billion debt issuance programme, designed to raise funds for sovereign bail outs

Apparently Burford is the key lawyer participating in most of the transactions. Another example saw him advise Cades on the \$2.5 billion Rule144A bond issue. It is believed to be Cades' first issuance in the US market.

Elsewhere the firm also picked up several mandates on the underwriter side. One highlight saw Burford advise BNP Paribas in relation to ArcelorMittal's €1 billion fixed rate notes issuance under its €3 billion MTN programme. He then advised Société Générale in connection with Holding d'Infrastructures de Transports' €750 million debt issue.

On the structured finance side, client feedback is as positive as for its debt practice, with Lewis and Sophie Guilhem-Ducléon held in particularly high regard. "They're very good. I mean simply each time when we have a problem, I find a solution with them, so simply I'm satisfied with the facts," says one client. "Their legal knowledge is very advanced, and

it's the state of the facts. They know the solution very quickly, so I suppose they practice a lot, when you practice a lot, you have a good idea of the problems you may have."

A trio, including Lewis, Burford and Frédéric Lacroix, advised the firm's main clients, the European Financial Stability Fund (EFSF) and the EU in relation to the €80 billion stability loan facility financing, with the hope to rescue Greece; the team then went on to advise EFSF in relation to the €440 billion financial stabilisation vehicle for the Eurozone. The nature of the deal involves advising sovereign debt, EU law issues, and structured finance techniques in a highly sensitive political environment.

One client was impressed by partner Lacroix: "His technical ability is perfect. He really knows how we work and what we want. We always work with his team, and we have no problems with them."

In August 2010, Lacroix headed the team advising the firm's other main clients, including arrangers Crédit Agricole, Deutsche Bank, and Société Générale, in relation to Europcar's whole business securitisation, valued at €1.3 billion. The pan-European mandate involved jurisdictions such as France, Germany, Italy and Spain.

In terms of the team's deal turnaround speed, one client says: "They're very restricting of the time. When we request them to have the documentation for tomorrow, we always have the documentation in time."

Another highlight saw Lewis advise Oseo and La Banque Postale on its €400 million securitisation of French loan receivables granted to French SMEs (small and medium-sized enterprises). The receivable security assignment was completed under the collateral directive regime.

The structured finance team was picked out again by clients as a leader in the field: "Compared to Gide and Linklaters, I prefer to work with Clifford Chance. Because they really know how we work, what we require for all transactions, they're really near us and work for us."

Clifford Chance's international network has been praised by a number of clients due to its "good internal communication" and for maintaining the "same level of quality of service" across its offices. "They made the links between New York, London, Madrid, and Paris," says one. "Their internal communication is good. All the time if we have any questions from New York or somewhere else, they answer us as quickly as from other lawyers, we really have no problems on this point." Another client agrees: "I work sometimes with their other offices, for example, in New York and in Spain. They seem to be very relevant, know very well of the local legal stuff. Their

internal communication is very good, and has no problems.”

Leading lawyers

Jonathan Lewis

Freshfields Bruckhaus Deringer

Freshfields in Paris is best known for its securitisation work and its strength in this area sees it once again ranked in the top tier. As a result of its strong corporate offering, the equity team is also highly regarded and continues to advise on noteworthy mandates.

One such deal saw the firm's Hong Kong team cooperate with Paris partner David Revcolevschi advising L'Occitane, the French cosmetics group, in relation to its IPO listing on the Hong Kong Stock Exchange. The deal was valued at €525 million and is part of a trend which has seen several European luxury good manufacturers looking to Asia to list.

Another highlight saw Revcolevschi advise Goldman Sachs, as underwriter, in relation to Ingenico's €220 million *océanes* (convertible) bond issuance.

Another key client is Accor, a French multinational corporation providing hospitality service and last year partner Patrick Bonvarlet led the team representing the French group as the majority shareholder in relation to the contemplated IPO by Groupe Lucien Barri, listed on NYSE Euronext in Paris. The offering was launched in September 2010, though Accor sold its stake in a private M&A transaction later on. “Patrick Bonvarlet is an old partner, who has been around for a long time,” says one rival. “He's a good professional, and I think he knows his stuff well.”

Share capital increases was another main area which has kept the firm busy throughout 2010. Partner Alan Mason headed the team advising Caisse des dépôts et Consignations, the French financial organisation, in relation to its subscription to the share capital increase with preferential subscription rights of Campagne des Alpes. The deal was worth €100 million.

Debt capital markets transactions have occupied most of the team's work. One of the largest mandates saw partner Fabrice Grillo advise Société Générale, in relation to the incorporation of a new covered bond issuer Société Générale SFH (*sociétés de financement de l'habitat* – mortgage company), and the establishment of its €25 billion EMTN programme to issue *obligations de financement de l'habitat* (OFH – mortgage covered bonds). It is a strategic mandate because it will refinance most of the residential mortgage activities of the Société Générale group in France.

Elsewhere finance partner Dougall Molson advised arranger BNP Paribas in connection

with the French industrial company Lafarge's €12 billion EMTN programme together with its annual update. Again Molson was involved as the team acted on a €500 million high-yield bond issue when he teamed up with partner Hervé Touraine to advise issuer Alcatel Lucent, a global telecommunications corporation. With bank liquidity still relatively low, corporates are increasingly looking to the high-yield markets in order to refinance.

In the asset-backed security (ABS) market, Touraine advised JPMorgan and HSBC on the €600 million Franco-German auto lease securitisation for PSA. It is considered as the first public securitisation transaction relating to ABS in France since financial crisis.

Touraine was again involved in another mandate when he teamed up with Molson representing BNP Paribas and HSBC in a restructuring of the \$450 million pan-European securitisation programme for the Dow Chemical Company. The programme needs to be off balance sheet under US accounting rules.

Another highlight saw the team lead by partner Fabrice Grillo advising BNP Paribas and Crédit Agricole in relation to the merger of the €500 million mobile communications and fixed communications securitisation for the SFR group.

Leading lawyers

Patrick Bonvarlet

Hervé Touraine

Gide Loyrette Nouel

“Gide Loyrette is another French firm that's very well-known and established; they are the capital markets practice, so they're in the right place,” says one rival. Unsurprisingly peers and clients endorse the firm's reputation in debt and the structured finance and securitisation work. “Gide Loyrette is good, because there's a good relationship of confidence and trust, they know already what I've done, so they've got a history of what I've done,” says one client. However the firm did suffer a blow when leading lawyer Patrice Doat left for Linklaters in August 2011.

Gide's team has been active in advising both issuers and underwriters in several notable debt capital markets mandates. One of the key partners Hubert du Vignaux has been heavily involved. “I think he's a very sensible negotiator on deals, he's very good technically, he's again good to have across the table in the negotiation,” says one rival.

The largest mandate this year saw the team advise issuer BNP Paribas Home Loan SFH in relation to the transformations of its covered bonds and Crédit Agricole covered bonds into a new issuing vehicle *sociétés de financement de*

l'habitat (SFH – mortgage company). In addition, the team also advised both programmes' concurrent updates. These covered bonds are secured programmes benefiting from the statutory *privilege* (priority right of payment) created by the French Monetary and Financial Code. The deal was closed at €30 billion.

Another highlight saw Vignaux head the team advising issuer CNP Assurances on its two-tranche issue, including both euros and sterling, of lower tier II subordinated notes. It was considered as the first French hybrid bond to be issued for two years in the context of the current discussions on Solvency II, which is a set of updated regulatory requirements for insurance firms that operate within the EU. The transaction was valued at €700 million for the euro tranche, and £300 million for the sterling tranche.

On the other side of the table, the team advised underwriters who acted as managers, including BNP Paribas, Natixis, Société Générale alike, in relation to the lower tier II subordinated notes issued by Credit Logement, as well as advise on the concurrent exchange offer of outstanding subordinated fixed to floating rate notes of the company. The mandate, worth €500 million, involved an exchange offer between two hybrid bonds.

Elsewhere the team advised the initial purchasers, including Merrill Lynch International, Barclays, BNP Paribas, and Citigroup Global Markets, on the resale of €500 million senior unsecured notes, issued by Grown European, to qualified institutional buyers under Rule 144A. The proceeds of the transaction will be partly used to retire all or a portion of its outstanding €150 million first priority senior secured notes, and all of its outstanding \$200 million senior unsecured notes due 2013.

One cross-border covered bonds transaction saw partner Christine Van Gallebaert advise arranger and swap counterparty, including Axa Bank Europe and BNP Paribas, on the creation of a covered bonds issuer Axa Bank Europe SCF (*société de crédit foncier* – a specialised credit institution) under the French legislative framework for the refinancing of Belgian residential mortgage loans, valued at €1.25 billion. Belgium has not yet implemented specific legislation for covered bonds, and the Belgian loans were transferred to the French SCF (created by Axa Bank Europe, which is a Belgian originator and an affiliate of a French insurance company Axa) through a Belgian securitisation vehicle. The initial issue consisted of RMBS securities.

The securitisation team's status in the French market has been backed by a number of notable transactions. One example saw partner Xavier de Kergommeaux act for Société Générale in relation to the creation of

an FCT (*fonds commun de titrisation* - securitisation vehicle), whose assets is composed of a loan granted to Société Générale and collateralised by a portfolio of receivables. The deal is valued at €1.8 billion.

Kergommeaux was again involved in another securitisation deal when he advised Türk Hava Yollari (THY – Turkish Airlines) in relation to its financing for the purchase of five aircraft for an aggregate amount of around €300 million. The firm advised French, English, and Turkish law aspects of the transaction, which was considered a prominent cross-border purchase for the Turkish market.

Leading lawyers

Jean-Marc Desamé
Xavier de Kergommeaux
Gilles Saint-Marc

Linklaters

There is no argument among rivals regarding the quality of Linklaters' debt capital markets practice. During the financial crisis, the firm also gradually strengthened its equity side through its reputation in advising underwriters, creating a fully rounded offering in Paris.

"So for a three or four [bank] syndicate, in order to get all the banks to agree, the legal advisor has to be very famous, that's the reason why Linklaters, Cleary Gottlieb, or Shearman got all these [equity] deals," says one rival. "Linklaters is a traditional debt and banking firm. It has more solid relationships with French banks and French issuers. They are particularly strong, because they had this debt practice before they were present in the equity capital markets."

Two leading figures at the firm are partners Philippe Herbelin and Gilles Endréo, who were recognised by competitors: "I know Philippe and Gilles, and like them very much. They're good," says one. The team has also boosted its securitisation practice with the hire of Patrice Doat from Gide.

One example of the firm's increasing status in the equity markets saw a Paris team, led by Herbelin, Cenzi Gargaro and Luis Roth, advise on Aperam's demerger from its parent company ArcelorMittal. The transaction required Linklater's multi-jurisdictional teams to assist the restructuring process, and extract the stainless and specialty steels businesses from ArcelorMittal. The spin-off enabled Aperam to be listed on the regulated market of the Luxembourg Stock Exchange.

"I think Philippe's a very good lawyer, very close to clients, and very pragmatic. He's a good guy," says one rival, while another adds: "He's more on the equity side at the moment, but he also does some debt."

Elsewhere the team has also involved in advising IPO listings. One example saw Herbelin and Roth work together representing a consortium of banks, led by Bank of America/Merrill Lynch, BNP Paribas, and JPMorgan, in relation to Verallia's €3.42 billion IPO listings on the NYSE Euronext stock exchange. The mandate is still under way at time of writing and is expected to be the largest IPO in France in the last few years.

The firm has also been seen in capital raising transactions. One deal saw Roth joined by partner Séverin Robillard, advising the issuer Michelin on a €1.2 billion rights issue. The purpose of the transaction is to enhance the company's credit rating and its access to financing.

In addition, the team has been active in the equity linked convertible mandates over the past 12 months. Herbelin was involved again in a notable deal when he advised the bookrunners, including Morgan Stanley, BNP Paribas, and Lazard-Natixis, on a €175 million share capital increase through a six-year bond issue, structured as *oceanes* (convertible) bonds. The securities, which will mature on January 1 2017 and are part of the €550 million net share settled bonds issued by French real estate investment trusts (Reit) on the French market.

On the debt side, Robillard and Endréo advised Credit Suisse Securities (Europe) on the €14.4 billion exchange offer for statutory covered bonds, issued by Dexia Municipal agency. The deal is believed to be the first exchange offer of this kind done as a Paris and Luxembourg listed statutory bonds issue; and it is also the first exchange offer example to comply with the new financial markets authority rules published in August 2010.

Endréo was again involved in another notable mandate when the team advised the €750 million deeply-subordinated fixed to floating rates notes issued by Suez Environment, a water treatment and waste management company. It is considered as the first French hybrid notes since 2006 and the third issue of hybrid notes in Europe since the reopening of the hybrid market by TenneT in February in 2010.

"Endréo has been around for a long time, and he's a very high profile French lawyer in the market. He's excellent, very pleasant, and he's very knowledgeable as well," says his peer.

March 2011 saw the team involved in another two outstanding mandates. One example saw partner Robillard advise GDF Suez on the €300 million 'century bonds' issue, and 5.95% notes will due in 2011. It is the first 100-year euro-denominated bond issue in the market. Another highlight saw partner Roth represent Aperam on the launch of the \$500 million high-yield bond.

The firm's main clients in structured finance markets rely heavily on the major international banks, including Société Générale, BNP Paribas, Natixis, and Crédit Agricole CIB alike. Roth and Gargaro led the team advised a consortium of banks, including Citygroup Global Markets, Deutsche Bank Securities, JPMorgan Securities, and Morgan Stanley, on the \$10 billion US medium-term securities programme established by Compagnie de Financement Foncier for the issuance of *obligations foncières* (covered bonds).

Competitors were impressed by English partner Gargaro, and considered him and Endréo as "two top guys" at the firm. "He's excellent, very experienced, very professional, and extremely nice to work with," says one.

Other transactions saw Emmanuel Lebaube act for Crédit Agricole on the €3.8 billion asset-backed notes issued by the securitisation vehicle Ginkgo Consumer Finance. The team also advised on a €450 million French auto loan securitisation programme established by Socram Banque, Lebaube represented the underwriters BNP Paribas and Natixis in connection with the deal.

The firm's reputation in derivatives is also on the rise and following the establishment of a global clearing service SwapClear, the team has been continuously advising OTC Derivnet on extending the clearing service to cover French-law FBF swaps and also the establishment of a CDS swap (credit default swap) by LCH Paris, a European-based independent clearing house. These links could prove very useful to the firm for future mandates.

Leading lawyers

Patrice Doat
Gilles Endréo
Philippe Herbelin

Shearman & Sterling

Shearman & Sterling's equity capital market work has been in line with the market's top players, "I think really it's Linklaters, Cleary Gottlieb and Shearman & Sterling doing most of the deals," says one peer, while another one agrees: "They do superb work, they're present on all the major transactions and those three firms are really the leaders in the market. There's no question for those three to be the tier-one firms."

The key partner involved in most of the equity capital markets deals is Robert Treuhold. One outstanding transaction saw him work alongside with Hervé Letréguilly advising the placement banks, including BNP Paribas, Credit Suisse, in relation to the €96.25 million block trade of Medica shares

sold from BC Partners through an accelerated book building (ABB). Following the transaction, BC Partners holds 30.5% of the capital and voting rights of the French dependency care market player.

Another highlight saw Treuhold work together with Bertrand Sénéchal representing the underwriters, including Deutsche Bank and Lazard-Natixis, in relation to Theolia's €60 million capital increase with preferential subscription rights. The deal was the latest step in the financial restructuring of Theolia. "Letréguilly's very well-known," says one peer, while another one agrees: "Herve Letréguilly's definitely very good, and he does regular capital markets work."

The other peer then goes on to single out the firm's other notable lawyer Sami Toutounji by saying: "Sami's very good and he does employment offerings. He doesn't do regular capital markets transactions, he's the leader in Paris for employment offerings."

Again July 2010 saw Treuhold and Letréguilly represent the issuer Novagali Pharma in relation to its €22 million IPO listing on the Euronext Paris. In the same deal, the team also advised the underwriters, and the transaction was believed to be one of the few IPOs in 2010 in the biotech industry.

Interest in high-yield debt has been seen right across Europe due in part to a lack of general bank liquidity. Shearman's strong reputation in this area puts it in a good position to capitalise on any upswing.

One example saw the team work on a 'double LuxCo' (acquisition structure) trans representing the underwriters, including Credit Suisse, Citigroup, Morgan Stanley, Crédit Agricole, and Société Générale in relation to Picard Bondco's €300 million high-yield bond offering. It is considered to be the first French high-yield deal for a leveraged acquisition finance transaction since the credit crunch.

In September 2010, a team, headed by partners Sénéchal and Mei Lian, advised the firm's long-term client Rhodia in relation to its tender offer of buying back €500 million in floating rate senior high-yield notes due 2013, as well as the concurrent offering of €500 million senior high-yield notes due 2018. Elsewhere the team then advised on Rhodia's \$400 million issuance due in 2010. Sénéchal also teamed up with partners Pierre-Nicolas Ferrand and Clifford Atkins, to advise on Labco's high-yield notes offering. This was the first LBO refinancing which is coupled to a high-yield issuance and a senior revolving credit facility.

Another notable deal saw the team, including Cyrille Niedzielski, Sami Toutounji, and Aline Cardin, advised Pierre & Vacances' €115 million *ocean* (convertible) bonds

issuance. In the same deal, the team also advised the underwriters.

Leading lawyers
Hervé Letréguilly
Sami Toutounji

De Pardieu Brocas Maffei

De Pardieu Brocas Maffei's main focus is its debt capital markets practice and the firm holds its tier-two position firmly after another strong 12 months. "On the global basis, De Pardieu is very good," says one peer.

One outstanding mandate saw a team led by partner Pierre Minor advising BNP Paribas on the €200 million structured financing, which relates to the acquisition of a tax claim from a CAC 40 company listed on Euronext Paris.

One of the partners at the firm Olivier Hubert has been heavily involved in the firm's major debt transactions, particularly advising underwriters. One example saw him represent a major banking institution on a deeply subordinated debt issuance to increase the equity of a financial institution. Another example saw him advise Crédit Agricole on energy derivatives with the hope of creating a joint venture with a major energy operator. The transaction aims to develop the trading of energy future contracts and derivatives in electricity, gas, and coal sectors.

Hogan Lovells

2010 was a good year for the newly merged firm as the market saw it involved in a number of substantial debt transactions representing issuers. The key partner advising these deals is Sharon Lewis, who heads the firm's international debt capital markets practice worldwide.

Rivals admit its presence in the market by saying: "We see Hogan Lovells in the debt capital markets," while another one adds: "Yes, we see them on the structured finance side."

One example saw Lewis act for a Paris-based energy company EDF in relation to the €4.6 billion tender offer of its existing debt securities, followed by two new series of bonds issuances. It is one of the first transactions that complies with the new repurchase regulations published by *Autorité des marchés financiers* (Financial Markets Authority).

Another debt example involved Lewis leading the team advising Axa and Axa Bank Europe SCF (*société de crédit foncier* - a specialised credit institution) on the establishment of a ten-year €750 million covered bond programme backed by RMBS. Notably

the deal was shortlisted for the *IFLR Europe Awards 2011*.

Leading lawyers
Sharon Lewis

Sullivan & Cromwell

Sullivan & Cromwell's international network has been praised by clients: "On the global basis, they're very good," says one.

The French multinational oil and gas company Total is one of Sullivan & Cromwell's key clients, and the team has closed two deals for the oil giant since the beginning of 2011.

US qualified partner Krystian Czerniecki teamed up with Richard Vilanova to advise on the company's establishment of an SEC-registered offering of \$1 billion 2.3% notes due 2016. It was the group's second takedown off its SEC-registered debt shelf in 2010. The duo also represented Total Capital on the SEC-registered \$500 million 4.125% guaranteed notes offering, due in 2021.

Another highlight saw Czerniecki advise on a \$1 billion notes issuance by the Council of European Development Bank (CEB) due in 2016.

The firm has also been active in advising underwriters. One example saw Czerniecki joined by Olivier de Vilmorin representing Merrill Lynch, Citygroup, and JPMorgan as joint bookrunners, in relation to Banque PSA Finance's \$1.25 billion offering of Rule 144A/Reg S notes.

The duo also acted for Fonds Stratégique d'Investissement (FSI) on the sale of its 6.8% stake in Edenred, valued at €227 million.

Leading lawyers
Dominique Bompont
Krystian Czerniecki
Richard Vilanova

For analysis of other leading law firms in the French capital markets visit the website at www.iflr1000.com

Banking

Recommended firms

Tier 1

Allen & Overy
Gide Loyrette Nouel
Linklaters
White & Case

Tier 2

Clifford Chance
Latham & Watkins

Tier 3

Ashurst
De Pardieu Brocas Maffei
Norton Rose
Shearman & Sterling

Tier 4

Freshfields Bruckhaus Deringer
Herbert Smith
Hogan Lovells
Orrick Rambaud Martel

Tier 5

Cleary Gottlieb Steen & Hamilton
JeantetAssociés
Mayer Brown
Simmons & Simmons

The banking sector has re-started with a flow of acquisition and LBO financing deals appearing in the market. "I would say last year it was a year for new starts on the acquisition finance side, there'll be new transactions on the French market which shows the market picking up again," says one banking partner. France has been seen as a trusted market for LBO transactions in Europe at the moment, and one lawyer suggests that "it would probably represent more than one-third of all the transactions which have been completed in Europe from the beginning of the year".

When comes to the bank lending, lawyers believe that it is slowly coming back to normal, but it is still difficult to find a syndicate of lenders with an acceptable margin. "Certainly bank lending has been difficult lately," says one partner. As a result, in order to spread the credit risk, the number of syndicate banks acting as lead arrangers has clearly increased since the crisis accelerated. "Before one or two banks took the commitment and then they're syndicating the deal among other banks, but this is no more the case," says one practitioner. "What happens is now you've got all the banks attending the meetings, you don't have one lead arranger; you've something like six or seven even for a small deal."

In light of the current situation, practitioners find that the lending ratio has become more reasonable when compared to the crisis

before. Previously, the percentage of bank loans occupied a much larger portion of the financing while equity capital injection is relatively smaller, but at the moment it is no longer the case. "Today, let's say its 50% of bank lending and 50% from the private-equity firms," says one lawyer.

In line with the rest of the Eurozone economies, French banks have been trying to increase their reserve capital in order to comply with the new Basel III requirements. However it seems there is a lot of space in the regulations, which could allow different interpretations towards the Basel III rules, and the problem is believed to be down to its definition, as one partner explains: "What is lending? What falls in the scope of loans? What kind of instrument falls in the scope of loans? I mean today Basel III is subject to a lot of discussions."

Sovereign debt restructuring has also been an active area over the last 12 months; this has seen French practitioners getting involved in advising the European Commission over sovereign debt issues in Island, Greece, and Spain alike.

Allen & Overy

Allen & Overy's banking reputation "is mainly based on their corporate finance practice", though they also do "a bit of asset finance", according to one peer.

The firm's name is synonymous with bank lending and its strong links with numerous international and domestic banks cause few to question its position at the top of the market.

In line with the market, the firm's acquisition financing work has been active in the last year. One example saw a team led by partner Adrian Mellor advising the arrangers on the financing aspects of an acquisition of Materne-Mont Blanc. The deal was arranged through a "Double Luxco" (acquisition vehicle) structure which has become standardised in mid and large cap transactions.

Mellor also advised Société Générale, Goldman Sachs and a number of Export Credit Agencies (ECAs) on the joint high-yield and bank financing of 66 satellites owned by Irridium.

One of the team's biggest deals last year saw partner Carine Chassol head the team advising France Telecom in relation to a €6 billion syndicated revolving credit facility. It is believed to be the first self-arranged syndicated loan.

In a similar type of transaction, the team again advised Crédit Agricole on the grant of a €3 billion revolving credit facility to Saint-Gobain. The mandate was headed by partner Christophe Jacquemin.

A Paris team, headed by partners Rod Cork, Chassol and Mellor also advised the banks as part of the steering committee, which will manage the restructuring of CMA-CGM, a French container shipping group. Practice head Cork is one of the team's leading lights: "Yes, he's definitely the person to look at for financing at Allen & Overy," says one peer.

Leading lawyers

Rod Cork

Gide Loyrette Nouel

"For me, Gide and Linklaters are no doubt, definitely tier-one firms," says one rival. "Gide is definitely a local firm and mainly active in the French market."

Acquisition financing has been the order of the day for Gide Loyrette's banking team in the last year. In the real estate sector, partner Kamel Ben Salah led the team advising the mandated lead arrangers, including HSBC, Deutsche Pfandbrief Bank, and CAICB, on the acquisition financing of the Kléber building by Scor group. The €170 million transaction was closed in June 2011. "Salah is someone who is active in real estate sector in several years," says one rival.

Other mandates involving Salah saw him advise BayernLB, DG Hyp and Berlin Hyp on the €270 million acquisition refinancing of the CB21 tower building transaction, which was closed in September 2010. He then advised HSBC, BNP Paribas, and BECM in relation to the €225 million refinancing of the Crystal Park estate owned by Icade.

The banking team has also been heavily involved in advising arrangers, and its key clients include Natixis, BNP Paribas, CACIB and Société Générale. Partner Eric Cartier-Millon is seen as the leading light in this area and in one highlight he led the team advising the arrangers on the €1 billion refinancing of the existing indebtedness of the Tereos group.

In January 2011 Cartier-Millon also represented a group of arrangers with regard to the €800 million revolving credit facility extended to Eramet. In an ongoing €1.3 billion mandate, Cartier-Millon again led the team advising the private equity fund Eurazeo as the main shareholder on financing the Europcar group. The team also organised a securitisation programme in order to refinance the bridge facility.

Another outstanding mandate saw Cartier-Millon head the team advising borrower Lactalis, the French dairy group, on the acquisition financing of Parmalat, and the refinancing of the French group's existing indebtedness. The transaction was worth €7.5 billion.

One rival says of Cartier-Millon and Salah: "I can confirm they're really excellent lawyers, and they're very good."

Leading lawyers

Kamel Ben Salah
Eric Cartier-Millon

White & Case

The market suggests that White & Case's banking practice "mainly focuses on acquisition finance". With this area of the market very much on the upswing, the firm will be hoping to maintain its impressive run of mandates in this area.

Partners Gilles Peigney and Raphaël Richard are singled out by peers. "He's [Peigney] very senior, but he's really a recognised finance lawyer in the Paris market," says one competitor, while another one adds: "Gilles knows very well the industry, and he knows very well the LBO sector. Also because he's very old in this practice, he almost started to develop the leverage buy-out practice in the Paris market, so he's a very important figure in this market." Richard also came in for personal praise: "He's a younger partner, but he's recognised too," says one peer.

One of the firm's substantial deals saw the team advise mezzanine house ICG on the €160 million debt acquisition financing of the French restaurant chain Courtepaille by Fondations Capital.

Another highlight saw the team advise the arrangers, including Société Générale, BNP Paribas, and HSBC France, in relation to the approximately €207 million acquisition financing of the French chemicals company Novacap by Axa Private Equity from US private equity firm Bain Capital.

2010 also saw the firm advise a number of notable deals, including acting for both underwriters and the buyers. For instance, the team advised Société Générale in relation to the €900 million syndicated term-loan facility and the €600 million bonds loan to Accor Services, in the context of the service division's spin-off from multinational corporation Accor. The division later became Edenred.

On the buy side, the team represented BC Partners on the €600 million LBO acquisition of Spotless, the French cleaning products maker, from Axa Private Equity. The transaction was closed through an innovative "double LuxCo" (acquisition house) structure.

Leading lawyers

Gilles Peigney
Raphaël Richard

Clifford Chance

Clifford Chance has been praised by its peers as a firm "with a very good reputation in financing". "They're trying to cover all the areas of financing," says one peer. "They've [got a] more broad and general finance practice. They do acquisition finance, project finance, and structured finance," says another competitor.

One notable deal saw the team led by partner Thierry Arachtingi representing mandated lead arrangers, including BNP Paribas, HSBC, Natixis, and Société Générale, on the €234 million acquisition financing of Groupe B&B Hotels. The transaction was awarded the *Private Equity Deal of the Year* at the *IFLR European Awards* in March 2011.

Leading figure Arachtingi at the firm came in for personal praise: "He's the Rod Cork [Allen & Overy partner] of Clifford Chance, and he's very very recognised." While another one agrees: "Yes, he's very good."

In Morocco, partner Mustapha Mourahib led the team advised Attijariwafa Bank to represent the arrangers, including BMCE Banque, CDG Capital and Attijariwafa Bank, in relation to Mediatecom's €400 million refinancing. The team has since announced plans to open an office in the country which will help to secure more mandates.

Arachtingi again led the team representing Crédit Agricole together with other mandated lead arrangers on a €1.6 billion syndicated revolving credit facility for Lagardère.

Another highlight saw a Paris team, headed by partners Gilles Lebreton and Mustapha Mourahib, working alongside colleagues in Monaco, Luxembourg, Morocco and Italy, advising the UK mid-market investor Duke Street on the €35 million acquisition of QCNS Cruise Europe, a distributor specialising in the sale of cruises in Europe.

Leading lawyers

Thierry Arachtingi

For analysis of other leading law firms in the French banking market visit the website at www.iflr1000.com

Mergers and acquisitions

Recommended firms

Tier 1

Bredin Prat
Cleary Gottlieb Steen & Hamilton
Darrois Villey Maillot Brochier
Linklaters

Tier 2

Clifford Chance
Freshfields Bruckhaus Deringer
Gide Loyrette Nouel
Sullivan & Cromwell
Weil Gotshal & Manges
Willkie Farr & Gallagher

Tier 3

Allen & Overy
Davis Polk & Wardwell
De Pardieu Brocas Maffei
Debevoise & Plimpton
Jones Day
Latham & Watkins
Orrick Rambaud Martel
Shearman & Sterling
Skadden Arps Slate Meagher & Flom
White & Case

Tier 4

Ashurst
Brandford-Griffith & Associés
Fried Frank Harris Shriver & Jacobson
Hogan Lovells
JeantetAssociés
Mayer Brown
Salans
Veil Jourde

Tier 5

August & Debozy
Baker & McKenzie
CMS Bureau Francis Lefebvre
Franklin
Herbert Smith
Norton Rose
Paul Hastings Janofsky & Walker
Proskauer Rose
Simmons & Simmons
SJ Berwin

Private equity

Recommended firms

Tier 1

Latham & Watkins
Weil Gotshal & Manges

Tier 2

Linklaters
Mayer Brown
SJ Berwin
Willkie Farr & Gallagher

Tier 3

Ashurst
Bredin Prat
Cleary Gottlieb Steen & Hamilton

Tier 4

Allen & Overy
Clifford Chance
Freshfields Bruckhaus Deringer
Gide Loyrette Nouel
Hogan Lovells
Salans
White & Case

Tier 5

Ayache Salama & Associés
Debevoise & Plimpton
Jones Day
Shearman & Sterling

In line with the international markets, there has been an increase in deals in the French M&A and private equity sectors in the last year. "I would say we've seen an increase of the deals in the last 12 months, especially in the last six months, there has been a boom in the number and the size of the deals in the last six months in both sectors," says one partner, while another one agrees: "M&A and private equity are very active and things are very interdependent."

The reasons behind this reflect the re-emergence of acquisition and LBO financing. In addition because "a number of companies have not been hit as was expected, they still have cash to acquire companies who've suffered from the financial crisis", says one partner who says that in particular "some of the private houses have cash to spend".

Unlike the previous year, companies seem ready to pay higher prices than the investment funds investing in the core businesses. "Right now, the corporations have a lot of cash; therefore they're very active in looking for acquisitions in their core business, not in diversification, but in their core business."

There has also been an easing in the price discrepancy between buyers and sellers in the market. "I would say for those companies who have shown a strong ability to perform during

financial crisis, there's no longer any gap between the expectations of the sellers and the buyers," says one M&A partner. "The money the buyers are ready to spend on those companies was proved to be very efficient in the financial crisis."

The private-equity market has also been significantly re-born and there is a huge amount of money, raised before the financial crisis, to be invested by the private-equity firms, "There is a lot of pressure on many private funds to find investment opportunities during the next two years," says one partner, while another one adds that the sectors the private equity houses are investing in include "the energy sector, especially the green energy sector, the internet sector and luxury goods".

Bredin Prat

In the French M&A market, Bredin Prat is a clear market leader and the French domestic's position is backed by peers and clients alike. "Bredin Prat is an excellent firm, top people and always does the job," says one client.

Rivals also agree with the firm's position in the market: "They're fine as a tier-one firm. They're doing more public M&A and general corporate work," says one, while another agrees: "Bredin Prat is a very very well-known firm in the corporate and public M&A space."

The firm also benefits from its 'best friends' relationship with Slaughter and May which ensures that it is mandated on a number of large cross-border transactions

Head of the corporate department Didier Martin also draws praise from rivals: "Didier Martin is a well-known M&A lawyer in the market," says one peer, while another one agrees: "He's one of the top lawyers."

One highlight in the energy market in France last year saw GDF Suez Energy International contribute €20 billion assets into International Power in exchange for the latter group's newly issued shares. A Bredin team led by partners Patrick Dziejowski and Matthieu Pouchepadass advised GDF Suez on corporate and financing aspects of the deal, and also on its structuring and negotiation process. The deal will create an enlarged International Power group and enable the shares to be traded on the main market of LSE.

Another substantial deal was the \$1.4 billion acquisition of all the shares of Sperian Protection by US conglomerate Honeywell International. The Bredin team, led by partner Olivier Assant, acted for the acquirer and it is believed to be one of the very few public offers of this size over the past few years.

Elsewhere partner Olivier Rogivue headed the team advising two joint ventures between

Ineos Group Holdings and Petrochina International Company, in the field of petroleum refinement in Scotland and France. As well as another joint venture of the Ineos Group with China National Petroleum Corporation in a technical cooperation agreement. The team worked alongside Slaughter and May who advised on the English law aspect, and the deal was worth in total €1 billion.

November 2010 saw a team led by Benjamin Kanovitch and Kate Romain representing Crédit Mutuel-CIC (CM-CIC) in relation to the creation of the new Spanish banking platform jointly controlled by CM-CIC and Banco Popular. The team worked alongside Spanish 'best friend' Uría Menéndez on the deal. The Bredin Prat team also advised on CM-CIC's 5% stake acquisition of Banco Popular for an approximately €300 million; and a €312 million investment in the Spanish bank, which counts for a €625 million value of the bank. The transaction was worth €925 million in total.

Leading lawyers

Patrick Dziejowski
Didier Martin

Cleary Gottlieb Steen & Hamilton

Cleary Gottlieb's leading position in the French M&A market has been consolidated by its wide range of mandates this year, including domestic public and private M&A transactions, cross-border deals, and emerging markets mandates. "Like any other international law firm, the team have top lawyers who're very good at what they're doing," says one client, though he also points out that the firm's internal communication "could be smoother than it is".

Heading the corporate team is Pierre-Yves Chabert who gained praise from his rivals. "He's a very good lawyer. He has a very good reputation. He's a very good technician, and a hard worker. He's a public M&A lawyer," says one, while another one agrees: "Chabert is a leading lawyer in market for ten years now. He's involved in most of the transactions and for me he's recognised in the market."

In the public M&A area, a Cleary team led by the head partner Chabert advised EDF on its €4.7 billion sale of a participating interest in EnBW to the Land of Baden-Württemberg (LBW). LBW acquired 45% of EnBW's interest at a price of €41.5 per share.

Again Chabert was involved in another deal when the firm advised Accor Services, a spin-off from multinational corporation Accor, which later became Edenred. The deal required tax and legal structuring

advice, as well as new financing advice for Edenred, and it was worth approximately €2 billion.

In the private M&A market, Marie-Laurence Tibi led the team and acted for a French postal operator La Poste in relation to its €2.7 billion capital increase, which was part of a series of capital raisings made in 2011, 2012 and 2013.

Mandates coming from emerging markets have also kept Cleary team busy. One transaction highlight saw the team representing Weather Investments in a joint venture with VimpelCom creating the fifth largest telecommunications carrier Orascom Telecom Holdings, with net operating revenue worth \$21.5 billion.

Leading lawyers

Pierre-Yves Chabert

Gide Loyrette Nouel

Rivals admit that “Gide Loyrette has been very active” in the market; and the French firm “has very good lawyers”. However some had doubts about the firm’s performance compared to its closest peers. “They’re not involved in the same kind of deals [as other tier-one firms]. Bredin Prat, Cleary, Darrois and Linklaters are very much involved in the jumbo deals, especially in the listed companies,” says one, another one agrees: “I’m speaking of market reputation and the number of deals which we see them. We don’t see them very often in the M&A transactions.”

Two notable departures at the firm in the first quarter of 2011 saw corporate and regulatory partner Hugues Mathez join White and Case, whereas M&A partner Raphael Chantelot moved across to Lefevre Pelletier & Associates. Despite these setbacks the firm can still point to a strong deal list in both M&A and private equity.

Among the firm’s biggest cross-border deals this year so far was its advice to Steinhoff International Holdings on its acquisition of Conforama, one of the Europe’s largest home furnishing retailers. The Paris team, headed by partners Antoine Bonnasse, Antoine Lelong, and Matthieu Roy closed the €1.6 billion deal in March 2011.

Joint venture mandates have also been a good hunting ground for the firm and in another substantial transaction partner Guillaume Rougier-Brierre led the team advising PSA Peugeot Citroën on its equally-ownership automotive joint venture with Chang an automobile group from China. The purpose of the mandate, worth €935 million, is expected to produce and market light commercial vehicles in the Chinese market.

In Eastern Europe, Bonnasse has been teaming up with Roy to advise Lafarge in relation to its partnership with Strabag, in order to combine their cement activities in several Eastern European countries. Lafarge will hold a 70% holding in the new company while Strabag will hold 30%.

On the domestic front Bonnasse and Lelong were involved again advising Areva on the sale of its transmission and distribution division Areva T&D. The decision was part of a wider strategic plan to raise financing for the group’s nuclear business.

Areva also called on Bonnasse and partner Jean-Marc Desaché to advise on the group’s share capital increase. The mandate includes a €600 million reserve for the Kuwait Investment Authority, and a €300 million fund raising for the French state.

Partner Youssef Djehane has also been involved in an ongoing domestic mandate. He heads the team advising Groupe Canal+ on forming a partnership between the group and Orange, with the hope to create a joint venture merging the Orange cinema series and the TPS Star channels.

Leading lawyers

Antoine Bonnasse

Didier Martin

Jean-Emmanuel Skovron

Linklaters

Linklater’s corporate team keeps its tier-one status since last year’s upgrade in the M&A table despite the big loss of the firm’s M&A star Thierry Vassogne who sadly passed away early this year. “You have Linklaters in tier one, and they’re right there. We saw them on the other side of the deal,” says one rival, and another one agrees: “Linklaters has a very good [M&A] practice in Paris.”

The team was involved in a substantial reverse takeover transaction by GDF Suez in the French energy market in early February 2011. A Paris team, led by partner Marc Loy, advised on GDF Suez’s pre-takeover transaction work, including structuring issues and addressing the suspension risk of acquired company International Power’s shares and issues. In addition, the firm’s London and Brussels offices also cooperated in the €20 billion transaction.

Another notable deal saw a team head by partner Thierry Riguet advising Caisse de Dépôts on share capital increase of French postal service La Poste, as well as the postal service’s privatisation programme. The €2.7 billion transaction will take place in three instalments made in 2011, 2012, and 2013.

Again Linklaters was also involved in the substantial Sperian Protection mandate.

Partner Pierre Tourres led the Paris team advising the target company Sperian Protection on its public takeover by Honeywell International, a US conglomerate. The transaction was closed in September 2010.

In line with the market, the firm also saw a substantial amount of work coming from emerging markets. In one example lead partner Bruno Derieux advised on power company Globeleq Generation’s acquisition of a majority interest in the Azito gas-fired power plant near Abidjan in Côte d’Ivoire, as well as the full ownership of the plant’s operator from EDF International and ABB Equity Ventures.

On the private equity side, Linklaters is no doubt among the top-tier firms “when looking at who have the biggest number of deals, clients, and reputation” says one peer.

One notable mandate saw partner Vincent Ponnouille led the team advising private-equity firms Permira and Axa in relation to the merger of eDreams, Go Voyages, and Opodo. Permira acquired eDreams and Go Voyages in 2010 whereas Opodo was acquired by Axa in early 2011. It is believed that the merger will create a pan-European online travel agency with geographic reach throughout Europe.

Axa Private Equity again called on the firm on another occasion when partner David Swinburne advised Axa on the sale of its portfolio company Gerflor, a specialist of flooring finishes, to Intermediate Capital Group. Gerflor and the other shareholders sold its 100% share capital to the group worth €500 million through a mezzanine financing structure.

Another highlight saw Ponnouille work alongside Fabrice de La Morandière advising the private-equity firm Carlyle on the acquisition of the Giannoni Group, who will invest a 65% stake in the business while another 35% will be retained by the group’s co-founder Joseph Le Mer.

Leading lawyers

Fabrice de La Morandière

Clifford Chance

Clifford Chance’s reputation as an international law firm has been firmly endorsed by its clients. “We’ve worked on many transactions with the firm’s London, Paris, Frankfurt and Munich offices. The fact is that we’ve often returned to them, which shows that we’re quite happy with them,” says one. “As a firm, I think they’ve the right person for the problems we’re tackling, and they’re able to try to bring on board [other lawyers] if necessary. So that’s why companies like ours are attracted to the international law firms. We’re kind of rely-

ing on the firms that have all the expertise we need and the ability to bring it to the table at short notice and Clifford Chance is very good at that.” While another one adds that the city law firm “is benefiting from clients coming from London”.

Though one client points out that the collaboration between the individual offices is still something that could be improved, as he says: “The issue is with all other international law firms, so Clifford Chance is not any better or worse in this regard compared to the law firms I’ve worked with”.

A notable arrival at the firm saw the Paris team hire former Shearman & Sterling partner Mathieu Remy, who specialises in both domestic and cross-border public and private M&A.

Early this year, the Paris team advised Hearst’s purchase of Lagardère’s international magazines, which was previously a division under French publishing group Lagardère. The team, headed by partners Gilles Lebreton and Yves Wehrli, worked alongside their colleagues in Spain, Italy, London, Moscow and Far East to close the \$731 million deal.

Again the team was involved in another cross-border transaction when the lead partner Catherine Astor-Veyres advised Siemens, a German conglomerate, regarding its global strategic partnership with French Atos Origin. The nature of the partnership involved Siemens’ €850 million contribution into Atos Origin through the German group’s IT division Siemens IT Solutions and Services. “They’re not very lawyerish, but take into consideration the economic interest of their clients,” says one client. “They’ve always delivered on time under our instruction.”

In addition, Astor-Veyres also came in for individual praise. “Catherine’s a very experienced partner who’s both strong in negotiation and in taking care of our internal limitations. She’s not only good at bringing up our points across the table in negotiation, but also in giving us advice which meets our group’s needs. She really tries to find a solution, so we’re very happy with her,” says one client.

Another media-related deal saw partner Pierre Gromnicki lead the team advising on Technicolor’s Grass Valley disposal programme. The plan included three separate transactions related to the broadcast business, the transmission business, and the head-end business of Grass Valley.

In the Far East, the market saw the firm frequently involved in a number of decent transactions which took place in Thailand. One highlight again involved Wehrli to advise Carrefour’s sale of its hypermarket business to Big C, an affiliate of France’s Casino Group. The deal, valued at €868 million, requires the

firm’s international network to advise multiple bidders in the cross-border auction process.

The Thai food industry proved to be a lucrative area for the firm last year who advised Thai Union, a seafood producer and exporter, on the acquisition of MW Brands from Trilantic Capital Partners. The deal was again headed by Astor-Veyres and valued at €680 million.

Another lawyer, Arnaud Felix, has also grabbed clients’ attention: “This is really a good thing that we’ve worked together with Arnaud, who worked with the French stock authority before joining Clifford. So on the technical side, she’s a very experienced lawyer, who has the insight into how the EMF functions.”

Leading lawyers

Catherine Astor-Veyres
Yves Wehrli

Freshfields Bruckhaus Deringer

“Freshfields has a very important M&A practice in the French market, and I’m not surprised that they’re ranked in tier two,” says one rival. The corporate team has strengthened its capacity over the past 12 months, and its tier two status in the market is strong and solid.

One of the biggest deals in the firm last year was to advise Danone on the merger of its fresh dairy products businesses with those of the Russian listed company Unimilk in the Central European Initiative (CEI) zone. Leading the Freshfields team was partner Antoine Vignial, and the deal was closed at €2.3 billion. It is believed that the transaction will enable both parties to form a strategic partnership of their dairy businesses in the region.

Another notable deal saw the Paris corporate head Fabrice Cohen advising WestLB on its disposal of a €118 million Banque d’Orsay to Oddo & Cie. The sale of banks in France is rare and involves regulatory challenges. The transaction also includes a €2.5 billion arbitrage portfolio carve-out prior to the deal closing.

Elsewhere partner Vignial was involved in two other major transactions. One example saw him advise GDF Suez’s financial advisor Blackstone in relation to the giant Franco-Belgian utility’s takeover bid of British rival International Power. The transaction was valued at €6 billion.

Another highlight saw him act for the French food group Danone on a €470 million sell back of its 18.4% stake in the share capital of Wimm Bill Dann, a Russian juice and dairy company. The transaction followed Danone’s strategic plan of merging with

Unimilk in a bid to expand its fast-growing Russian dairy market business.

Leading lawyers

Patrick Bonvarlet

Sullivan & Cromwell

Sullivan & Cromwell’s M&A reputation in Paris seems to be overshadowed by its New York team, as one rival says: “I’m not quite sure about Sullivan. They’re a highly reputed firm especially in New York, most of the deals originate from New York. In France, they don’t have the same reputation.” Another one agrees: “Sullivan’s very active in some transactions coming from the US, but they don’t have a very broad M&A practice in France.”

The team’s key figure is Dominique Bompont who continues to draw attention from his rivals. “Dominique is a former Clifford Chance guy and he’s excellent. He’s an excellent technician, and very very good,” says one peer, and another one agrees: “In M&A, he’s a better and well-known lawyer.”

One highlight saw the Paris team, headed by partners Bompont and Olivier de Vilmorin, advice on EDF’s tender offer to buy all the shares comprising EDF Energies Nouvelles. Before the tender launch, EDF held a 50% share of the renewable energy producer and it is considered the total offer would be approximately €1.4 billion.

In the healthcare industry, Bompont was again called in to advise on Wendel’s sale of its 45.87% equity interest in Stallergenes for €358.8 million to Ares Life Sciences, an investment firm established by the Bertarelli family investing in the healthcare area.

Another standout M&A deal last year for the team saw both Gauthier Blanluet and Richard Vilanova involved as the firm advised Rio Tinto on a \$3.2 million sale of its Alcan Global Packaging business. The divestment included three separate transactions and was completed from February to July in 2010. One peer commented on Blanluet: “He’s a fine lawyer.”

Again Vilmorin was involved in another notable mandate when his team advised Daimler’s cross shareholding transaction with Renault and Nissan.

Leading lawyers

Gauthier Blanluet
Dominique Bompont

Willkie Farr & Gallagher

At the beginning of 2011, two notable departures at the firm saw partner Stephane Sabatier join Norton Rose’s corporate and

finance team, whereas partner Laurent Faugérolas moved to Weil Gotshal's Paris office.

Despite these big blows, the firm's corporate department in Paris still managed to complete a number of decent mandates. One rival describes the quality of the deals as "very good".

One highlight, saw partners Eduardo Fernandez and Cédric Hajage work together advising Arkema on the acquisition of Total's resins businesses. The nature of the €550 million transaction involved a series of antitrust and environmental issues, as well as a spin-off.

Another notable deal saw partners Daniel Hurstel and Julien Mougél advise CMA CGM, a French shipping business organisation, on its \$500 million investment received from a Turkish family-owned company Yildirim, in return for a 20% stake. The deal was completed in a politically sensitive environment in December 2010.

The team has also been busy in the joint venture space. Partners Annette Péron and Hajage were involved when they advised France Telecom in its 50/50 procurement joint venture transaction with Deutsche Telekom, assisted by Clifford Chance on the other side. It is expected that both parties will make substantial savings through the joint partnership.

Another highlight saw Fernandez lead the team advising on Teva's €265 million acquisition of Théramex from Merck.

On the private equity side, a key client of the firm is PAI Partner, who has been advised by a Paris team on a number of occasions. One example saw the partners Hajage and Daniel Payan head the team advising the private-equity firm on the sale of its interests in Yoplait to General Mills, worth €1.6 billion.

Another example saw Payan team up Fernandez advising on PAI's acquisition of Cerba Labs' majority stake, valued at €540 million. Christophe Garaud also advised the private-equity house in relation to its €535 million acquisition of Kiloutou through a secondary LBO.

March 2011 also saw the firm advise Bain Capital when partners Hajage and Payan acted on the sale of its interests in Novacap to Axa Private Equity. The transaction was worth €240 million.

Mayer Brown

Mayer Brown's high-ranking position in the French private-equity market has been confirmed by its rivals.

The firm was involved in a number of notable deals in 2010. One example saw Benjamin Homo lead the team advising Carlyle on the €475 million acquisition of the Giannoni group.

Another notable mandate valued at €230 million saw partner Olivier Aubouin lead the

team advising the FSI on share capital investment in Grimmaud group.

Elsewhere in a €190 million transaction, corporate partners Xavier Jaspard and Thomas Philippe advising LBO France on the corporate and financing aspects of the acquisition of the Materne - Mont Blanc group (MOM), a French desserts maker.

In the first quarter of 2011, a Paris team led by Guillaume Kuperfils advised Activa Capital on the corporate and financing aspects of the €75 million acquisition of Abrisud from AriA Capital Partenaires.

SJ Berwin

Peers were impressed by SJ Berwin's performance in the private-equity market over the last 12 months, as one says: "They close very important deals", while another one agrees the firm should remain in its high-ranking position in private equity alongside Linklaters due to "the number of deals, clients and its reputation."

The firm's traditional strength in private equity funds has been expanded in recent years as the Paris office has made great strides on the transactional front.

Since July 2010, the firm has been involved in a number of outstanding mandates. One example saw a Paris team advise Lion Capital on the €1.6 billion acquisition of Picard Surgelés group, a French frozen food business, from BC Partners.

Another notable transaction saw a corporate team, including Thomas Maitrejean, Guillaume Rémy and Fanny de la Porte des Vaux, advise ING Parcom Private Equity on the €245 million sale of French restaurant chain Courtepaille to Fondations Capital.

One of the key partners involved in many of the mandates is Maxence Bloch. One highlight saw him work alongside the team advise Rocco Giannoni and Joseph Le Mer's families on the sale of their shareholding in a French heat exchanger manufacturer Giannoni France group, as well as Le Mer's investment in the group.

Another example saw Bloch cooperate with Isabelle Meyrier advising bidder OFI Private Equity on a further 21.61% share capital acquisition of a French hair salon chain Dessange International from the founder Jacques Dessange.

In relation to advising sellers, Maitrejean teamed up with Benjamin Garçon acting for Azulis Capital and Natio Vie Développement IV on the sale of their shareholdings in Sofibo to Montefiore Investment.

Leading lawyers

Maxence Bloch

For analysis of other leading law firms in the French M&A and private-equity markets visit the website at www.iflr1000.com

Project finance

Recommended firms
Tier 1
Allen & Overy Clifford Chance Gide Loyrette Nouel Linklaters
Tier 2
White & Case
Tier 3
Ashurst De Pardieu Brocas Maffei Freshfields Bruckhaus Deringer Herbert Smith Hogan Lovells
Tier 4
JeantetAssociés Norton Rose Simmons & Simmons Willkie Farr & Gallagher
Tier 5
Baker & McKenzie Cleary Gottlieb Steen & Hamilton Orrick Rambaud Martel

Africa has been a busy area for French lawyers, with a raft of new mandates being seen in the form of infrastructure and natural resources projects. The rise of global commodity prices' has also brought a real boom to the continent's mining activities, while a growing middle class and the transportation needs for the mining sector have boosted African governments' roads, railways and ports plans. "In Africa, first we saw infrastructure projects, secondly power, and then mining projects," says one partner, and another one agrees: "The major development in Africa are the continuing and very strong mining and power projects."

Elsewhere, Asia and Central and Eastern Europe (CEE) have also become visible when it comes to new work. "You will find international law firms in central Europe," says one. "It's a trend because all these countries are now equipping themselves with infrastructure since they're now part of the Europe, they need also to develop infrastructure transportation, so you'll find a lot of motorways, railways, and airports."

Natural gas related projects have also been seen in Asia, particular Indonesia and Australia.

In the French domestic market, infrastructure projects involving PPP (public-private partnerships) has obviously become a major trend, several partners agree that there is a huge potential to develop the area. "The French state has launched a great number of transport networks, infrastructure and stadiums projects," says one lawyer. "There's an increasing level of public spending these days in the French infrastructure sector, I think that has maintained it at quite a high level." While another agrees: "The major part of what has been going on in the market over the past two years is the launch by the French government of major infrastructure work in PPP projects, so basically roads and railways."

There are two main reasons for this. One is due to the ageing infrastructure in France built in the 70s and 80s, the country has to consider building new roads and railways to replace the old facilities. The other one is largely down to the current Eurozone debt crisis which left the government facing a huge public deficit, therefore "there is pressure for the government to outsource these projects and request the private sector to invest instead in these projects", according to one partner.

The renewable energy sector in France has also prospered and is expected to grow further in the near future. The Fukushima nuclear disaster has to some extent boosted the area's development, as one lawyer says: "Because of what happened in Japan, we're called in more and more to develop renewable projects. It's mainly wind or solar."

In addition, there could be a possible change in the feed-in tariffs regime within the photovoltaic sector, which would see investors facing a cut in the set price for the energy they produce. "What the government wants is to launch a 'request for proposal' bid process for investors to invest but with reduced feed-in tariffs." He then went on to add: "The government still allows feed-in tariffs, but in the solar energy sector, they will propose feed-in tariffs on a case by case and project by project basis, so not a general feed-in tariff."

On the wind side, though the market is still waiting to see what the new Decree is going to be in order to govern the said area, practitioners are quite optimistic about the sector's development. "I would say this is the main area, there's a development for this type of financing," says one. "We've a clear feed-in tariff price. The feed-in tariff is increasing, it's higher than the market price, it's to subsidise the development and the position of the renewable project and plants. So the government is encouraging this sector."

Allen & Overy

Allen & Overy's already strong project finance team in Paris was given a major boost in July 2011 with the announcement of the firm's new office in Morocco.

The firm can already point to an impressive track record in Francophone Africa and the new office can only strengthen that position.

Last year in the energy market, one of the firm's notable deals saw the Paris team advise GDF Suez, Natixis and other sponsors in relation to the financing of the €94 million Curbans project, believed to be one of the largest photovoltaic solar plants in the French market.

Another energy transaction saw partners Alexandre Ancel and Christine Poyer-Rufenacht lead the team advising Caisse des dépôts et consignations on the financing of the EPR power plant at Flamanville. The mandate is part of the French financial institution's potential investment in Exeltium, a special purpose vehicle (SPV) bringing together a number of "electro-intensive" European industrials.

On the infrastructure side, a €7.8 billion high-speed railway project saw the team, including Geoffrey Levesque, Romaric Lazerges, Rod Cork and Poyer-Rufenacht, advise a consortium led by Vinci on the financing of the 300km SEA railway between Tours and Bordeaux. It is believed to be the largest PPP (public-private partnership) project in France over the last year.

Again Levesque Lazerges, teamed up with Cork in a €273 million Vélodrome stadium project when they advised a consortium of lenders, including Natixis, BPCE, Arkea and Crédit Agricole CIB, in relation to the PPP contract for the renovation of the stadium in Marseille.

Leading lawyers

Rod Cork
Tim Scales

Clifford Chance

"Good at negotiating", "innovative solutions", and "broad legal knowledge" are the main features that clients pick out about the Clifford Chance project finance team in Paris, while one peer describes the team as "very successful particularly in Africa". "We appreciate them very much, especially their negotiations, we think that was pretty much the best advice from a law firm we've received in a project finance transaction, and we're very satisfied with them", says one client, while another one agrees: "They were able to solve a lot of issues which we had from the bank side, and they are good at negotiating with the clients, so

they were good, and I will definitely use them again."

Partners Anthony Giustini and Nicholas Wong were both kept busy over the past 12 months with the energy, natural resources, and infrastructure projects and they are held in high regard by clients. "They've [got] very broad and very good legal knowledge, especially with respect to project finance issues, also with the respect to international law and international project finance law, they're very very appealing," says one, and another one adds: "Their legal knowledge is very good. They know all the answers to solve our questions."

One highlight saw them advise various export credit agencies (ECAs) and a group of international banks on an approximately €2.5 billion financing of the Nord Stream gas pipeline project phase II. The team, worked alongside their colleagues in Belgium, Germany, the Netherlands, Russia and the UK, covered a wide range of legal issues regarding energy regulation, competition, real estate, corporate, and derivatives.

Again both partners came in for specified praise regarding their innovation. "They were very innovative, because they were able to come up with a list of solutions to difficult issues which we had, by suggesting things which were acceptable to both lenders and sponsors legally, so definitely they were creative in finding solutions," says one, and another one agrees: "Yes, they're extremely [innovative]. I think there're a lot of issues where they were able to offer innovative solutions and they've always found the solutions on how to end of this sort of thing."

A substantial Turkish project involved Wong who led the team advising a consortium of banks, including the International Finance Corporation, WestLB London branch, UniCredit Bank Austria alike, in relation to a portfolio financing of several energy projects, including wind, hydro, and gas. The €700 million debt financing project was developed by the Turkish energy provider EnerjiSA, and the market suggests it was injected with the largest international private investment in the energy sector.

One highlight on the infrastructure side saw a team led by partners Giustini and David Pr at advising a group of banks in connection with the design, build, operation and financing of the concession for a toll road between Patte-d'Oie and Diamniadio in Senegal. The project was valued at €200 million, and it is the first toll road concession in Senegal.

Clients also comment on the team's responsiveness: "The whole team on the transaction is very very responsive. It was always possible to communicate, to call, to discuss the issue with one of the partners."

While another one adds: “They were very accessible and responsive. They delivered input on time and they don’t even mind working on the weekend. I could always speak to them very easily on the phone or through e-mail.”

In the Middle East, Wong again advised the lenders in relation to the financing of a €2.5 billion aluminium rolling mill and a \$5 billion aluminium smelter complex in the kingdom of Saudi Arabia. Both projects are part of the country’s strategy to diversify away from the petroleum and petrochemical sectors by developing a portfolio of diversified mineral projects.

Another infrastructure finance lawyer Daniel Zerbib also impressed his peers: “Daniel is an outstanding, and extremely good lawyer. He’s very friendly, very helpful to do the deals. I can only say good things about Daniel,” says one.

Leading lawyers

Nikolaï Eatwell
Anthony Giustini

Gide Loyrette Nouel

Gide Loyrette Nouel is one of the biggest names on domestic project finance and clients are satisfied with the firm’s performance. “The team performs very well, very proactive, and have good negotiation skills. We’re quite happy with the service provided by the firm,” says one, while another one agrees: “In terms of the quality of the job provided by Gide, it is good.” Though he also points out there is a space for improvement “in terms of the time to deliver the job and the accuracy of the answer”.

Elsewhere the team’s commercial sense also stands out, gaining clients’ praise. “I think they understand the legal issues, but they’ve got a good commercial understanding of how compromise can be sound,” says one.

In the energy market, a substantial deal saw partner Michel Guénaire lead the team providing legal advice to Exeltium consortium’s creation, formed by electricity purchasers in France. The team then went on to advise the consortium over the €1.75 billion loan financing secured through issuing securities. As part of a long term supply agreement with the utility company EDF, the firm also covered legal advice of the upfront payment made to EDF purchasing about 150MW of electricity over a period of 24 years by Exeltium.

Communications is good between the firm and its clients, who appreciate the team’s availability: “It’s very easy to communicate with them. [They were] always available and they

were very reactive. So we always have answers regarding our questions.”

Infrastructure projects have been booming in France in the last couple of years thanks to the government’s incentives in supporting the sector. The market saw a Gide team led by Thomas Courtel advising a consortium of entities, such as Colas, HSBC European Motorway Investment 1, and Spie Batignolles alike, over an approximately €1.1 billion financing for the construction of the former N10 national road, for its duration of 40 years. The innovative aspect of the deal included a €400 million entry payment, relating to the transfer of the road to the concessionaire, to be paid when the project starting as part of the financed cost.

“Obviously Courtel’s team is very knowledgeable, in particular in French public and administrative law,” says one client. “They’re straight to the point; they’re trying to find some practical solutions to the legal issues.” He then goes on: “I do feel that they’re one of the best professional teams acting in the major infrastructure projects in France.”

Africa projects are still considered to be quite a lucrative area for the firm as partner François Krotoff has been involved in a couple of PPP (public-private partnership) projects in the region. In one he advised the Islamic Development Bank on an estimated \$300 million financing for the construction and exploitation of combined cycle gas power plant in Vridi, Abidjan and the Ivory Coast, of a total capacity of 200MW. “Gide has an excellent knowledge of PPP in France,” says one client.

In a similar region-linked mandate, he also advised Geogas on the financing and construction aspects of a 1500 ton LNG (liquefied natural gas) storage project, including drafting investment conventions, shareholders’ agreements, and reviewing the financial agreements.

In the Far East, partner John D Crothers led the team advising on an approximately \$1.25 billion financing over the structuring and implementation of a 30km elevated expressway PPP project in the Bangladeshi capital Dhaka.

When it comes to the fees that the firm charges, clients find it “pretty competitive” and the team is also “flexible”. “The cost was pretty competitive, it is highly negotiable at the beginning of the transaction,” says one. “It was even lower than the competitors when we select them.”

Leading lawyers

Thomas Courtel
Emmanuel Fontaine

Linklaters

Partner Simon Ratledge at Linklaters stood out grabbing rivals’ attention due to “his own reputation”, “a younger partner coming up and should be mentioned here, Simon Ratledge tends to be known in the international market more than in France but he certainly has his own reputation,” says one.

In the railway sector, partner Bertrand Andriani led the team advising senior guarantor Réseau Ferré de Fran over the approximately €757 million loan facility financing, as part of an overall €7.8 billion financing, for a design, build, finance and operate (DBFO) project. The 303km high-speed railway runs between Tours and Bordeaux.

Leading lawyers

Bertrand Andriani
Paul Lignières

White & Case

The most notable compliment for White & Case’s project finance team from its clients is the partners’ commitment. “We really like White & Case, which is not always the case in the other law firms,” says one. “Because the partners in White & Case are participating in the whole process, in our every meeting.”

Partner Paule Biensan also came in for personal praise. “Biensan is a really dedicated person to her job, and very professional. So we had a very good relationship in the past,” says one.

Alongside Biensan, the key figures involved in most of the transactions are partners Jacques Bouillon, and Victoria Westcott. One notable energy mandate in the French market saw the team advise the EIB (European Investment Bank) and a consortium of eight commercial banks over a €940 million financing of the A63 motorway between Salles and Saint-Geours-de-Maremne.

Another highlight saw the team advise a group of lenders, including Natixis, Santander, ING, Fortis and Helaba, on a €935 million financing of the A65 motorway in France by a French construction company Eiffage.

The Paris office’s reputation and professionalism are being singled out by one client. “They’re very well-known here in Paris in the project finance. I would say they’re one of the best teams in this practice area,” says one. “They’re very good professionals, and very dedicated people. They take account for every single detail, and they’re trying to defend our position and interest against the sponsors in a professional way.”

In Scandinavia, the firm was also called in to advise the lenders in relation to support its

consortium, composed of Strabag and Zurich Airport, in the current public tender for the E18 motorway in Finland.

Again the team's capacity in Africa has been proved to be strong and solid as they advised on a number of infrastructure, energy and natural resources transactions. One example saw them advise on the €280 million financing for a Tunisian cement plant, with funding drawn from local and international sources. The plant produces 500,800 tons of cement per day in DjeBel Ressas.

"They have a big team. Paule whom I spoke to with others are active. They deserve the ranking," says one rival.

The firm is well known for its emerging markets practice and this was demonstrated through a number of African mandates last year. In one example the team advised sponsors BHP Billiton, Dubal, Mubadal and the project company over their \$4 million financing of a major mining project in the Republic of Guinea. In Morocco, the team advised two Moroccan lenders in relation to its financing for an approximately 1320MW coal-fired electric generating station, before the bidding consortium's final offer submission for the project. Finally in the Republic of Senegal, the firm advised a consortium of banks, including the International Finance Corporation (IFC), BAD, BOAD, and CBAD, over their financing for a toll motorway in the country's capital Dakar. In addition, the team also advised the project company formed by Eiffage in relation to the financing and concession of the same toll motorway.

"White & Case have been providing very reliable feedback, dedication, and all the answers to the questions raised by the project. They're answering in time in a reasonable manner that helps the project run smoothly," says one client.

Leading lawyers

Paule Biensan

For analysis of other leading law firms in the French project finance market visit the website at www.iflr1000.com

Restructuring and insolvency

Recommended firms

Tier 1

Gide Loyrette Nouel
SCP Santoni
Sonier & Associés
Weil Gotshal & Manges

Tier 2

Bremond & Associés
De Pardieu Brocas Maffei
Linklaters
White & Case
Willkie Farr & Gallagher

Tier 3

Bernard Lagarde
Clifford Chance
JeantetAssociés
Poulain & Associés
Veil Jourde

Tier 4

Dewey & LeBoeuf
Freshfields Bruckhaus Deringer
Fried Frank Harris Shriver & Jacobson
Saigne & Associés
White & Case

Tier 5

Fauvet La Giraudière & Associés
Latham & Watkins
Paul Hastings Janofsky & Walker
Salans
Vatier & Associés

You would expect that after the largest financial crisis in recent memory that more companies across Europe would have been forced into insolvency proceedings. On the contrary the crisis has if anything hardened corporates to this possibility and has led to the evolution of various procedures across the continent to try to prevent such an occurrence.

Most of these have born out of the concept of reaching an 'agreement among creditors' over a company's indebtedness to stave off the risk of more drastic measures. Loosely based on US Chapter 11 proceedings, the French *sauvegarde* is proving to be a useful tool for restructuring and insolvency practitioners. "The law is trying to improve prevention procedure instead of insolvency and liquidation procedure," says one lawyer. "The law is [there] to convince people that when they have some difficulties, to try to solve the problems before the insolvency procedure."

The most recent developments have been an attempt to increase the speed of proceedings, partly due to the volume that needs to be dealt with, but more importantly to get companies back to operational levels as quickly as

possible by removing the threat of further proceedings.

"The idea behind the new proceeding is that you just open a very quick procedure for one month and it's designed to push through the restructuring agreement agreed upon by a large majority of creditors," explains another partner.

While most are in favour of keeping proceedings out of the courts, one partner points out that the commencement of such proceedings is not in everyone's interest. "It's a good procedure in order to obtain a restructuring plan, but it's not good news for creditors, because they can be obliged to agree some delay for their payment," he explains. "So it's good news for the company, but it's not good news for banks. Now it's more and more difficult to get loans, for example, because the banks are afraid of such proceedings."

However, as another lawyer points out, in the wider scheme of things, having a healthy and operational client base is still preferable, even with some potential losses, to having a row of dead ducks. "It's not so bad for the banks, because sometimes it's better to agree with this account instead of losing all your claims under liquidation proceedings," another agrees: "I think we can say that with less insolvency or liquidation procedures, the companies are in more of a good situation so the economy is better."

Another development has been the continuing success of the *fiducie* (law trust). Introduced in 2008, the procedure is beginning to gain traction in the market and providing a steady pipeline of mandates for firms. Essentially the procedure allows creditors and debtors to set up a new holding body, separate from the main indebted company, which can hold assets which will be used to pay off the company's debt, with any subsequent profit returning to the debtor. "The second thing that is very interesting is that we've been using very much the new trust law in France," says one partner. "Banks wanted to make sure that the money is not diverted and is used for the purpose which has been agreed upon and therefore trustees have been appointed in order to make sure that the cash flow is managed correctly by the borrowers."

Gide Loyrette Nouel

Partner Olivier Puech is the key figure involved in most of the restructuring and insolvency transactions at Gide Loyrette Nouel. One mandate closed in September 2010 saw him advise Giraud International, a transport and logistics company, in relation to the takeover bid by Group Geodis; and also Giraud's conciliation proceeding in negotiat-

ing with its creditors due to the financial difficulties the company face.

Another highlight worth €300 million saw Puech involved again advising Raiffeisen, the security agent of the drinks group Belvédère's bondholders and bank, in assisting a creditor in relation to its challenge to the claims proceeding concerning the insolvency of the debtor. The decision of the Court of Appeal of Dijon in September 21 2010 approved Raiffeisen's claim regarding Belvédère's liabilities.

An ongoing mandate saw the firm act for Johnson Controls Holding on its takeover of the automotive supplier Johnson Controls Conflan, the holding company's former subsidiary specialising in plastic injection. The Commercial Court adopted the *plan de cession* (disposal plan) on January 12 2010; the Gide team assisted the bidder in relation to the plan of a company subject to an insolvency proceeding.

One notable departure at the firm in September 2010 saw partner Sylvain Beaumont, join Fasken Martineau DuMoulin's Paris office. He has a strong practice in insolvency and restructuring law.

Leading lawyers

Olivier Puech

De Pardieu Brocas Maffei

One standout transaction saw partners Jacques Henrot and Philippe Dubois lead the team representing a consortium of banks, including BNPP, SG, Calyon, Natixis, CIC, and Fortis, on the €3 billion debt restructuring of the steering committee of CMA CGM.

Partner Henrot came in for personal praise, "Jacques Henrot is an excellent lawyer, and I've been working with him in several cases, so they're very present in major files, they're very very competent people."

Leading lawyers

Jacques Henrot

Linklaters

Linklaters' Paris team, headed by partner Aymar de Mauléon, advised the body of bondholders in relation to the €500 million restructuring of the Technicolor group. The transaction, rendered by the court decision in March 2011, challenged the limitation of bondholders' voting rights for the approval of the *sauvegarde* (safeguard) plan.

Another multi-jurisdictional mandate closed in May 2011 saw restructuring partner Cécile Dupoux work alongside banking partner Nathalie Hobbs advising the senior lenders on an LBO restructuring concerning

various groups of creditors. The deal was valued at €400 million.

An ongoing transaction dating back to 2009 saw Mauléon and Dupoux work together advising the French printing group Circle Printers on its global restructuring. The industrial reorganisation involves several companies and the deal involves labour law issues.

Willkie Farr & Gallagher

Partner Maurice Lantourne has been involved in most of the key deals since last May, and he is a recognised expert in restructurings of financially troubled companies. One rival says: "He's the leading partner at the firm."

One of the notable transactions saw him lead the team advising CMA CGM in the restructuring of its financial indebtedness and the entry of a new investor Turkish Yildirim Group. The \$5 billion debt transaction was closed in a politically sensitive environment in April this year.

Another highlight again involved Lantourne, who teamed up with Paul Lombard, a newly recruited special European counsel from Allen & Overy, in advising Groupe Partouche on its debt restructuring negotiations, and the entry of Butler Capital into its share capital. The mandate was worth €430 million.

Last year's debt restructuring work saw partner Alexandra Bigot work together with Lantourne, representing Oaktree in its €590 million takeover of SGD. It is considered to be the first loan-to-own deal in France. "She's a leading partner and very competent," says one rival.

Again Bigot teamed up with Lantourne to advise Wendel and Deutsch Connectors in a financial restructuring, which used the combined approach of potential US Chapter 11 and *sauvegarde* (safeguard) proceedings. The deal was valued at €510 million.

Leading lawyers

Maurice Lantourne

For analysis of other leading law firms in the French restructuring and insolvency market visit the website at www.iflr1000.com