Corporate INTL

corporate international

Europe in isolation

Network Review

The Fund Industry in Malta

Corporate INTL Magazine can now be read in its entirety online

Please visit www.emag.corp-intl.com for more information on our FREE e-mag

KM ПАРТНЕРИ PARTNERS

tax and legal advisers

Rebaza, Alcázar & De Las Casas

Abogados Financieros

Alexander Minin - Senior Partner
Ukraine
KM Partners
+38 044 490 71 97
admin@km-partners.com
www.km-partners.com

Being one of the internationally known Ukrainian full-service law firms, KM Partners specialises in complex servicing major international companies present in Ukraine and a number of Ukrainian large companies with special focus on tax and complex structuring issues. Deep specialisation of company's professionals and understanding of client's needs together with excellent knowledge of the Ukrainian legal and regulatory environment are the cornerstones for giving a well-tailored advice in each particular case.

KM Partners provide a full range of legal services regarding various corporate issues, such as operational effectiveness services, structuring of business transactions, restructuring, complex assistance throughout every step of the incorporation and merger process, restructuring of subsidiaries, shareholding structuring, labour issues.

KM Partners are experts in transactional elaboration in sophisticated areas of corporate structuring and investing, loan documentation, all manner of contracts and labour law, successful representation of interests relating to matters of corporate nature.

Quite often the approaches elaborated and taken are the ones establishing new standards and models for the market, really innovative and at the same time matching requirements of clients.

The deal environment is still uneasy in Ukraine and the number of transactions is significantly less than say 2 or 1.5 years ago. Yet, it is slightly increasing in the last couple of months. Thus, there is impression that the capital is principally available and that not really revolutionary structures are used. At the same time much more scrutiny and attention is given now to various protection measures, collaterals etc.

The other trend is that the tax structures become really more sophisticated. And what is important, the acquiring party quite often now attempts more quickly to utilise possible tax benefits associated with such transactions, to push down costs etc. Typical example may be acquisition of a real estate object as a share deal, where the object is profit generating on operational basis.

Labour related issues are definitely a part of respective assignments. Yet, also importance of these issues constantly increases for the last years, the issues remain generally manageable when M&A as such.

As far as litigation in M&A is concerned we note that practically all the deals we have participated in fortunately went quite smoothly. Also in some cases the issues appeared (mainly on utilization of guarantees and on warranties provided by the seller), they were resolved via negotiations. Only in one case arbitration is currently going on some aspects related to the post-deal process and attempts of the Ukrainian seller in a number of years after the transaction to return a piece of what was sold or merely claim additional payment.

Frequently M&A in Ukraine require skills in the other areas. Thus some recent deals required protection of business interest associated with the business acquired where respective rights are not formally of contractual or registered nature. The issues as addressed were related to finding tools for fixing and linking to the business in maximum legally binding manner entitlement to the respective interest.

Rebaza, Alcázar & De Las Casas Abogados
inancieros
Lima, Perú
Alberto Rebaza – Senior Partner
+511 442 5100
alberto.rebaza@rebaza-alcazar.com

During the past decade, Alberto Rebaza, Rafael Alcázar and Gonzalo De Las Casas have earned their reputation as the most prestigious Peruvian financial lawyers. They are widely recognised in both the Peruvian and foreign markets for the vast experience they have availed through their involvement in many of the largest transactions taken forth in Perú.

Currently Perú is a country that has companies that are exploring international markets as well as moving outside their core businesses. Our transaction team has been involved in almost ten deals in the past year. Our transaction team is a small cohesive group which I lead. It is also formed by partner, Juan José Cárdenas, senior associates, Anahi Com and Felipe Boisset and associates Luis Miguel Elías, Alexandra Orbezo and Daniel Gonzáles. Most of the members of our team have worked together for the past five years, which allows for transactions to smoothly flow and each member to participate in their respective areas of expertise.

The first quarter of 2009 may have shown a decrease in transactions; however, currently our team is very busy. One of our clients, the Brescia Group has explored and executed transactions in Venezuela, Chile and Colombia in the past two years. We have participated in several of these investments. Particularly led the team of lawyers in their investment in Chile for approximately US $ 550 million, which involved the acquisition of the cement and aggregates business of Lafarge (French company); representing the largest investment performed outside Perú by a Peruvian company.

Our tax team led by Walther Belaunde is actively involved in all our M&A transactions. We structure transactions taking into consideration the tax aspects of the transaction itself as well as the consequences that may give rise once the company is effectively acquired. We deal on a regular basis with cross-border transactions so our tax team is used to familiarising itself with foreign regulations. We have been involved in transactions in Chile, Colombia, Venezuela and Panama. Peruvian companies feel comfortable with having the tax consequences analysed regarding funds leaving and coming into Perú.

Our labour team led by Daniel Ulloa and María Haydée Zegarra is specialised in identifying contingencies that may be relevant to our transactions (both pre and post-deal execution). In the cases where we represent clients that acquire companies usually a labour planning and structuring stage is implemented once the transaction closes. Likewise, if we represent a client selling a company, we usually perform a labour review prior to the transaction in order to identify situations which may impact the consideration of the transaction.

Litigation is sometimes required to resolve an M&A dispute. Partner Adrian Simons and his team in 2006, subsequent to the execution of a binding term sheet, encountered a seller who changed his mind and refused to sell the assets involved in the transaction. Fortunately the term sheet had sufficient regulations that allowed for the arbitration tribunal to award the corresponding penalty. Our client succeeded in being indemnified and the matter was swiftly resolved.