

# STEPTOE & JOHNSON



## London Office Profile

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# STEP TOE & JOHNSON

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# STEPTOE & JOHNSON

## FIRM OVERVIEW

In over 60 years of practice, Steptoe & Johnson LLP has gained a national and international reputation for vigorous representation of clients before governmental agencies, successful advocacy in litigation and arbitration, and creative and practical advice in guiding business transactions. The firm has more than 500 lawyers and offices in London, Brussels, Washington, New York, Chicago, Phoenix and Los Angeles (Downtown and Century City).

## LONDON OFFICE PROFILE

The London office of Steptoe & Johnson offers clients the close collaboration of a boutique firm with the depth and breadth of legal talent found in a leading US-UK law firm. Steptoe & Johnson lawyers have years of experience guiding clients through global business, legal and regulatory challenges in diverse settings. The firm's experience in international law is reflected in the scope of cases handled, the diversity of the client base, and in the many languages Steptoe & Johnson lawyers speak.

The great majority of our lawyers in London are English qualified. Some are also qualified in the US and other jurisdictions.

The London office practises in the following areas:

- Corporate & Commercial and Private Equity/Venture Capital;
- Employment;
- Insurance & Reinsurance;
- International Arbitration;
- International Dispute Resolution;
- International Trade;
- Property;
- Tax; and
- Technology and Telecommunications.

Additionally the office is recommended in the 2008 edition of the UK Legal 500 in the following categories:

- Arbitration;
- Commercial Property;
- Commercial Property - Investment;
- Commercial Litigation;
- Construction;
- Fraud: commercial and regulatory investigations;
- Insurance and reinsurance litigation;
- Insurance: corporate and regulatory;
- Mergers & Acquisitions; and
- Trade, WTO, anti-dumping, customs.

This brochure gives an overview of each of the London practice areas. Each also has their own brochure providing more detailed information.

# STEPTOE & JOHNSON

## CONSTRUCTION

The firm's construction team work closely with our property, infrastructure and finance teams to ensure a seamless commercial approach when deals are being structured; and with our mainstream litigation teams to resolve any disputes which may arise through adjudication, mediation, arbitration or court. We can offer you a fully integrated service, covering the development and construction process from inception to completion and the agreement of the final account, whether you are a purchaser or supplier of services.

Experienced construction partner Jonathan Raynes joined the UK office at the start of 2008 to pull together and develop our practice in this area. Under his leadership, we pride ourselves on delivering the highest quality, pragmatic advice on both contentious and non-contentious construction and engineering matters for UK and international clients. Our success has led to the practice being recognised as a recommended firm for construction in the 2008 edition of the UK Legal 500 directory.

We represent owners and engineering and construction firms on engineering, procurement and construction of major projects such as power plants, pipelines, toll roads, airports, seaports, chemical facilities, telecommunications and offshore drilling as well as smaller residential and commercial property developments. Our lawyers have experience in negotiating construction contracts worth many billions of dollars for projects in the US, UK, Canada, Latin America and Asia/Pacific.

# STEPTOE & JOHNSON

## CORPORATE & COMMERCIAL AND PRIVATE EQUITY/VENTURE CAPITAL

### **Corporate**

We are regularly involved in domestic and international work in the following areas:

- Acquisitions and disposals;
- Takeovers and mergers;
- Joint ventures and shareholder arrangements;
- Capital investments and strategic advice to new and developing businesses;
- Initial public offerings, flotations including AIM and continuing compliance;
- Financial services regulation;
- Corporate governance;
- Reorganisations and work-outs; and
- Banking and debt finance.

### **Commercial**

Often working closely with our Brussels office and International Trade Group, we advise on a wide range of commercial agreements, including:

- Agency, distribution, supply and manufacturing agreements;
- Franchise and licensing agreements;
- Intellectual property protection and transfer;
- Leasing and finance agreements;
- General terms and conditions for the purchase and supply of goods and services;
- Domestic and EU competition issues; and
- Telecoms regulatory and information technology services including outsourcing and data protection.

### **Private Equity/Venture Capital**

We act for venture capitalists and management teams in the following areas:

- Early stage investments;
- Development capital;
- MBOs/MBIs;
- Private equity funds;
- Venture capital investments;
- Public to private transactions; and
- University business spin offs.

The London office is recommended by the 2008 edition of the UK Legal 500 for Mergers & Acquisitions.

# STEPTOE & JOHNSON

## EMPLOYMENT

### **Employment and Compensation**

Employment law is a fast paced complex and dynamic field of practice. The rights and duties of employers and employees are constantly being modified and extended through legislation and case law, much of which is influenced by developments in the European Union. With substantially increased levels of compensation now available, sound legal advice is essential. The financial and other consequences for the unwary employer can therefore be serious.

Effective management of human resources calls for delicately balanced judgments. We pride ourselves on being sensitive to the subjective requirements of our clients whilst maintaining sufficient distance to provide objective, commercial and practical legal advice. Decisions often need to be made quickly and clients rely on our responsiveness.

We are regularly instructed by employers of all sizes and senior management on every aspect of the employment relationship, from the formulation of employment policies and the drafting of contracts of employment to compliance. We support the HR and management functions and demands whenever necessary on disciplinary matters, dismissals and proceedings in the Employment Tribunals and the High Court as well as dispute resolution.

### **Mergers and Acquisitions, Reorganisations, Disposals and Outsourcing**

Employment and pensions issues have a fundamental impact on businesses undergoing corporate actions. Our employment specialists support our clients' strategies and work closely with our corporate and commercial lawyers in advising on the implications of such transactions for their workforce as an integral part of the corporate team.

When a business is in financial difficulties or a receiver or liquidator is appointed, rapid decisions often have to be made in relation to the business, its assets and, above all, its employees. In all such situations, our employment specialists can provide comprehensive advice, be it to the owners of the business, its creditors, a potential purchaser or the employees themselves.

### **Immigration and Relocation**

We work closely with our practices in the US on immigration and work permit matters, as well as on secondment issues for US & UK employers and employees. Clients opening branch offices in the UK regularly instruct us for advice and assistance on setting up their HR functions.

### **International Contacts**

We have developed strong relationships with a number of law firms across the globe, and can refer clients to excellent lawyers on matters that fall outside the realm of our offices in London, DC, Brussels, Chicago, New York, Phoenix and Los Angeles. Participation in Lex Mundi, the world's leading association of independent law firms, with more than 161 members, 490 offices and 15,000 lawyers in 99 countries, enables Steptoe & Johnson to meet its clients' needs worldwide.

# STEPTOE & JOHNSON

## INSURANCE & REINSURANCE

The London insurance practice comprises English-qualified lawyers who have focused on insurance and reinsurance law throughout their careers. They act for several major insurers and reinsurers, brokers and other institutions, and are recommended by the UK Chambers and UK Legal 500 directories for first-rate advice and representation.

### **Claims and Disputes**

We advise on a wide range of insurance claims and coverage issues, and assist clients in resolving disputes by negotiation, arbitration, litigation and mediation as appropriate. We have particular experience of handling complex and high-value matters, including those involving the analysis and management of large volumes of documentation. Our London insurance team includes Solicitor Advocates (with rights to appear before the English courts) and a US-qualified attorney.

### **Policy Drafting and Negotiation**

Our lawyers frequently help underwriters to negotiate and draft policy wordings. Sometimes this entails reviewing and adapting existing wordings; on other occasions we are called upon to produce new wordings to suit particular needs. We are often involved where the policy raises issues of particular novelty or complexity. We have particular experience in drafting policies to cover risks of financial institutions generally, and policies which relate to single transactions such as securitisations or construction projects. Our lawyers have reviewed and redrafted standard wordings for financial guarantors.

### **Other insurance issues**

We advise insurers and other institutions on a wide range of regulatory and commercial issues. Lawyers in our London office also have extensive experience of ART transactions and contracts to transfer risk between insurers and financial institutions.

The London office is supported by our Insurance practice in the United States, which is among the largest in the country representing US and international insurers and reinsurers in arbitration and litigation throughout the United States.

Our Brussels office also works closely with the London office. It has particular skill in insurance regulatory and corporate/commercial work, and advises many insurance and reinsurance companies and financial institutions on their pan-European operations. Lawyers in this office advise on European Union law, as well as on English, French, Swiss and Belgian national law.

The firm is recommended in the latest edition of the UK Legal 500 directory for Insurance and Reinsurance Litigation and Insurance: Corporate and Regulatory. It is also recommended in UK Chambers directory for Insurance: General Claims.

# STEPTOE & JOHNSON

## INTERNATIONAL ARBITRATION

The firm has a long history of resolving international disputes and conducting arbitrations for US and international clients. The firm's experience in international arbitration comes into play both in arbitration proceedings and in national court litigation where parties may seek or resist arbitration. Advice is also provided on a full range of dispute resolution issues that arise in contractual and investment transactions, from negotiating and drafting arbitration clauses to enforcing or challenging arbitral awards in different countries.

While details of many of the matters must remain confidential, Steptoe & Johnson has recently advised and represented clients from a broad range of countries, whose interests are implicated in disputes before the International Centre for the Settlement of Investment Disputes (ICSID), the International Chamber of Commerce (ICC), the American Arbitration Association (AAA), the London Court of International Arbitration (LCIA), the Stockholm Chamber of Commerce, the Zurich Chamber of Commerce, the Court of Arbitration of the Russian Federation, the World Intellectual Property Organization (WIPO) and the World Trade Organization (WTO). Several arbitrations have also recently been conducted under the rules of the United Nations Commission on International Trade Law (UNCITRAL) and under Chapters 19 and 20 of the North American Free Trade Agreement (NAFTA).

Steptoe & Johnson has extensive experience in several areas an international arbitration practice requires in order to deliver successful results to its clients:

- Structuring, negotiating and documenting international commercial transactions, including advising as to appropriate choices of law and forum and effective institutional or ad hoc arbitration clauses;
- Addressing frequently complex legal issues under private and public international law, such as applicable law, jurisdiction, international provisional and interim measures, sovereign immunity and rights and liabilities of states and persons under international treaties;
- Understanding the legal, practical, political and strategic considerations that come into play when choosing an arbitrator and knowing which arbitrators to choose;
- Having detailed knowledge and experience of arbitration law and practice, under differing legal systems and arbitral rules and in a variety of jurisdictions;
- Providing effective representation, including advocacy at hearings, in large, complex proceedings frequently involving multiple parties and large volumes of documents; and
- Having an extensive network of international legal contacts capable of providing the advice and representation necessary to ensure proper choices of forum and successful execution and enforcement of international arbitration awards.

The firm is particularly proud of the strong international advocacy capabilities Steptoe & Johnson is able to offer from any of its Washington, London or New York offices, for international arbitrations conducted under a broad variety of legal and arbitral regimes, in any part of the world.

The London office is recommended by the 2008 edition of the UK Legal 500 for Arbitration.

# STEPTOE & JOHNSON

## INTERNATIONAL DISPUTE RESOLUTION

The firm has over 200 lawyers representing clients engaged in a wide variety of commercial disputes, many of them involving matters crossing various national borders. The firm's extensive international capabilities, described on the previous page in relation to its arbitration practice, enable its lawyers to analyse, plan, execute and manage cross-border as well as domestic commercial disputes so as to achieve successful results for its clients.

Stephoe & Johnson's overall capabilities in commercial and international litigation are reflected in its London International Dispute Resolution Group, which divides its time evenly between commercial litigation and commercial arbitration. With 13 English-qualified lawyers, the Group is one of the largest litigation and dispute resolution teams in a US-based law firm in London. Three of the Group's partners are English High Court Advocates, who are able to provide "front-line" advocacy capabilities in the English Courts, beyond those normally found in London law firms, in UK domestic as well as international litigation.

Stephoe & Johnson's International Dispute Resolution Group acts for both UK and international clients in a broad variety of commercial disputes litigated in the Commercial Court and other divisions of the English High Court. The Group has particular expertise in disputes involving international sales, trade and distribution, EU regulation, energy, international fraud, technology and telecoms, and deals with public as well as private international law matters.

We are committed to working closely with clients to develop shared goals and clear strategies that will produce efficient and successful results, as we recognise that litigation, whether complex or routine, can be expensive and disruptive.

The Group's lawyers are also trained and experienced in various forms of Alternative Dispute Resolution, which in many cases can provide a faster, less expensive and less contentious means of resolving disputes, particularly where the parties involved are in a continuing commercial relationship.

The London office is recommended by the 2008 edition of the UK Legal 500 for Commercial Litigation and Fraud.

# STEPTOE & JOHNSON

## INTERNATIONAL TRADE

We offer clients one of the most extensive international law and trade practices available. The firm's international lawyers are highly experienced in international matters, many having served with governments or other institutions involved in international trade, development, and policy. In addition, when the situation requires it, we draw on various industry and regulatory experience throughout the firm to complement the international law practice. The London office is recommended by the 2008 edition of the UK Legal 500 for Trade, WTO, anti-dumping, customs.

### **International Trade Litigation**

Steptoe & Johnson has litigated more than 100 trade matters under import relief statutes, as well as similar statutes in several other countries. The firm successfully handles anti-dumping, countervailing duty, escape clause, section 337, and section 301 cases for foreign and domestic clients. We offer extraordinary trade litigation experience across the industrial spectrum.

### **International Trade Policy**

Our lawyers counsel clients on an array of trade policy matters and represent companies at bilateral and multilateral trade negotiations and forums. Our aim is to identify and remedy problems using trade policy instead of resorting to litigation. Our representations include developing a global marketing and sourcing strategy to take advantage of indigenous trade law restrictions, assisting companies with market access and protection of market share through use of international obligations contained in the General Agreement on Tariffs and Trade (GATT) and World Trade Organisation (WTO) Agreements.

### **Public International Law**

Steptoe & Johnson is widely recognised as one of the premier law firms on matters of public international law, international trade and investment, and international commercial dispute. Since the 1960s, the firm has advised clients on public international law matters affecting the international commercial environment, including expropriation, discriminatory treatment, sovereign immunity, and extraterritorial jurisdiction. We advise clients on investment protection issues around the world and have played a significant role in the development of bilateral investment treaties as a method of investment protection.

### **Trade Policy Analysis and Advocacy**

The diverse range of trade policy matters we handle reflects our reputation for designing effective strategies and resolving our clients' complex trade issues. These matters include commodity oversupply, customs, foreign subsidy practices, trade with non-market economies, agricultural trade, government procurement standards, technical telecommunications, and strategic counselling.

### **WTO Analysis, Advocacy and Litigation**

The firm has advised in matters relating to the new WTO, building on our extensive experience with the WTO's predecessor, GATT. We advise major UK and foreign companies, as well as foreign governments, on diverse areas of the WTO agreements. Our lawyers also have been active participants in the ongoing debate regarding the WTO and related issues, through professional activities, speaking, and writing.

### **EU Law**

Steptoe & Johnson lawyers advise clients on EU technology and e-commerce law, intellectual property law, anti-dumping and antisubsidy proceedings, the EU trade barriers regulation, as well as on EU competition and state aid matters. We also represent companies in matters before the European Commission and the European courts. We have extensive experience particularly in the telecommunications, Internet, financial services, and agricultural and food & drinks sectors.

# STEPTOE & JOHNSON

## PROPERTY

Lawyers in the Property Group have years of experience guiding clients through the subtleties of commercial property law and effectively negotiating the best deals possible. The London office is recommended by the 2008 edition of the UK Legal 500 for Commercial Property and Construction. The practice prides itself on the close collaboration it has with its clients and has a reputation for providing pro-active and commercial transaction advice in the real estate arena on a full range of areas including:

- Acquisitions and disposals;
- Construction (see page 2 of this profile);
- Environmental issues;
- Industrial and residential development;
- Investment;
- Leases;
- Leisure;
- Litigation;
- Planning;
- Portfolio management;
- Property finance;
- Residential property; and
- Retail.

# STEPTOE & JOHNSON

## TAX

Domestic and foreign clients regularly retain Steptoe & Johnson to advise and represent them in all aspects of domestic and international tax. Steptoe & Johnson provides comprehensive, solutions driven and seamless tax advice to clients who operate in single or multiple jurisdictions. Steptoe & Johnson's tax specialist lawyers understand the importance of providing specialist tax advice blended with a comprehensive understanding of its clients' businesses and the legal framework within which they operate.

Steptoe & Johnson tax specialist lawyers have a reputation for providing pro-active advice on the full spectrum of taxes including tax advice on the following:

- domestic and international corporate acquisitions and disposals (including acting for private equity houses as well as management) and on funding structures to facilitate corporate acquisitions;
- domestic and international group re-organisation (pre-disposal or listing on Nasdaq, AIM or the London Stock Exchange);
- all aspects of UK real estate acquisitions and disposals including advice on SDLT, VAT (including capital goods scheme), capital gains tax and capital allowances as well as on real estate acquisition finance;
- all aspects of domestic and international transfer pricing as well as domestic and European VAT;
- all aspects of employment related taxes including advice on PAYE compliance;
- all aspects of employee remuneration including employee share schemes; and
- all aspects of tax investigations and tax litigation.

# STEPTOE & JOHNSON

## TECHNOLOGY AND TELECOMMUNICATIONS

Evolving technology and telecommunications markets spur acquisitions, restructuring and innovation. With broad experience in virtually all aspects of technology law, from navigating tangled regulatory regimes to winning domain name disputes, from drafting innovative software licensing agreement to engineering acquisitions of satellite businesses, Steptoe & Johnson's London office is well-equipped to give technology companies the legal support they need to thrive.

The firm's team of London-based technology and telecommunications lawyers have broad experience with the various legal frameworks that govern these industries. In the online environment, the firm advises on international e-commerce regulation (with particular expertise on encryption), Internet and ISP matters, data protection issues and intellectual property rules. In telecommunications, the firm offers UK, US and pan-European corporate, regulatory and commercial advice in the fixed and wireless sectors, and has extensive experience before all of the UK telecommunications regulators. Our technology lawyers cooperate with our corporate lawyers on mergers, acquisitions and corporate finance matters involving technology companies.

Steptoe & Johnson lawyers regularly offer their experience and insight on issues involving the European Commission, World Trade Organisation (WTO), the World Intellectual Property Organisation and other international organisations. The technology and telecommunications practice is complemented by Steptoe & Johnson's Brussels office, and its highly regarded telecommunications and technology practice in the Washington office, which works regularly with the London office on trans-Atlantic matters.

# STEPTOE & JOHNSON

## GETTING TO OUR LONDON OFFICE

We are located at:

99 Gresham Street

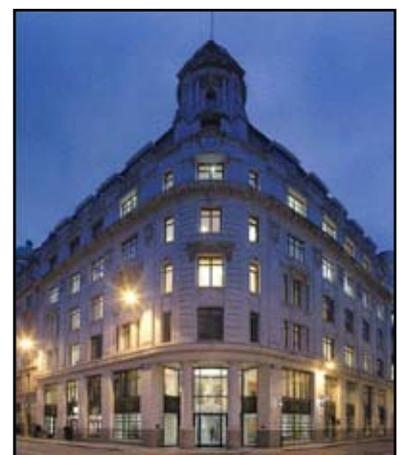
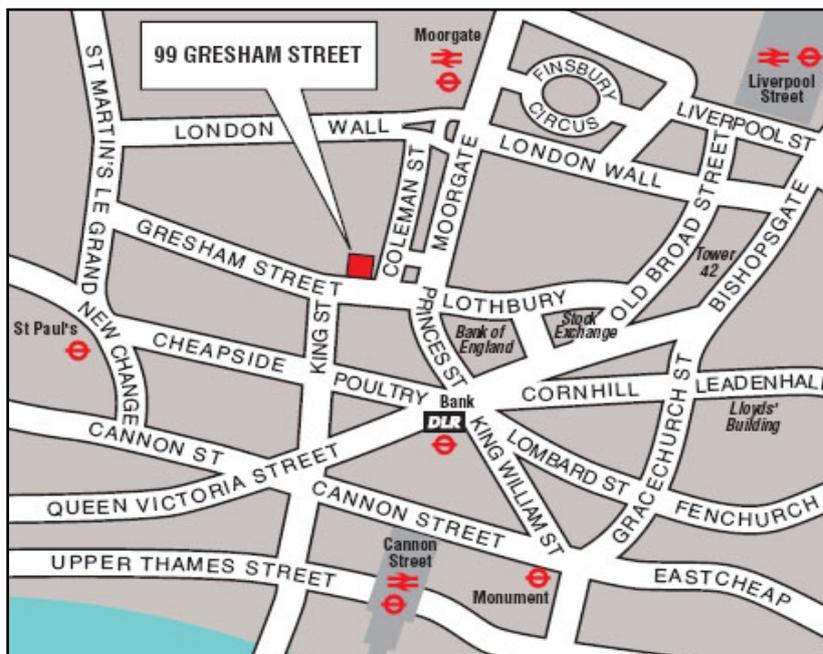
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See the map below for directions and public transport links to our London office.



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