

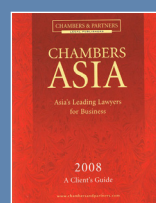
STEPTOE & JOHNSON LLP



India Practice

www.step toe.com/india

Chambers Asia 2010 names Steptoe's International
Trade & Investment practice the market leader in Asia



STEPTOE & JOHNSON ^{LLP}

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India Practice

Steptoe & Johnson LLP's relationship with India spans six decades, during which we have developed deep and personal bonds with Indian businesses and officials. We serve as strategic global counsel to one of India's largest companies and advise other Indian companies seeking to expand their businesses beyond India's borders. We are a law firm that is and will continue to be part of the "India Success Story."

With more than 500 lawyers and 9 offices around the world, we have the reach and capabilities necessary to help Indian companies enter and navigate the legal, policy, and political pitfalls in US and EU markets, as well as the Chinese market.

Our India practice is led by Ambassador Susan Esserman, who has held several senior positions in the US government. As Deputy US Trade Representative, Ambassador Esserman negotiated several trade agreements with the Government of India and sought to elevate and expand US-India economic and bilateral trade relationships. She remains active in promoting US-India ties as a board member of the US-India Business Council and through her law practice.

Steptoe provides insights borne of experience working with high-level Indian government officials and leading Indian corporate executives, addressing and resolving their most complex and sensitive matters. Steptoe's breadth, depth, and dedication to client service has made us the law firm of choice for many leading Indian companies and investors as they work to address the diverse legal and business challenges they face.

CAPABILITIES

As one of the world's premier international law firms, we have the experience, knowledge, and network to serve the needs of Indian companies working to achieve the best competitive position in the global marketplace. We have especially strong capabilities assisting companies to overcome or address problems in the following areas:

CORPORATE, CAPITAL MARKETS, FINANCE, AND INTERNATIONAL TAX

Corporate

We represent clients in many kinds of business transactions, ranging from routine financings to complex international ventures including multiple-party complex acquisitions, swaps and split-ups, and other dispositions. We work with clients at every stage of their business growth—arranging money for start-ups; negotiating mergers, joint ventures, and acquisitions; and arranging alliances. Our clients are in a variety of industries, including healthcare, airline reservations, telecommunications, apparel, transportation, utilities, pharmaceutical, agricultural, computer, and defense.

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Private Equity

We have substantial experience structuring, negotiating and documenting the formation and operation of private equity investment funds active in South Asia (including India), Southeast Asia, Eastern Europe, the Middle East, Africa and the former Soviet Union. We advise clients as to the full range of their private equity business activities, including the negotiation of securities purchase, subscription, loan and shareholder agreements, intellectual property, tax, fund management, ERISA, employment, and other issues. Our work includes advising (a) such funds as to equity investments, divestments and restructurings; (b) fund sponsors as to formation, management and financing of investment funds; (c) lenders to, and strategic equity investors in, independently sponsored and managed investment funds; (d) major banks, broker-dealers, asset managers and pension plan investors as to investments in private equity funds; (e) US-based lenders providing secured funding to develop investment loan portfolios through on-lending facilities to banks; and (f) multiple portfolio companies that have attracted equity investment and subordinated debt financing from investment funds.

Capital Markets

We are experienced in US securities law matters and represent clients in public and private offerings of equity, debt, and derivative securities, aggregating billions of dollars in recent years. We counsel clients on compliance with all federal securities laws, as well as "blue sky" laws of various US states. We advise clients on matters relating to the offer and sale of these securities in the United States and Europe, as well as prepare and/or review the transaction documents in connection with such offerings. The firm also represents clients in securities enforcement proceedings, as well as other litigation involving issues under federal and state securities laws.

Our London team advises businesses that are considering flotations on the London Alternative Investment Market (AIM). Steptoe has established a network of key contacts within the AIM professional community, including connections with the nominated advisers (nomads) and the brokers. With regard to the AIM process, we have a group of attorneys who are focused on and familiar with both the corporate and regulatory issues confronting business located in India.

Finance

Steptoe provides representation on all aspects of commercial and finance transactions including secured and unsecured lending transactions, lease transactions, structured financings, asset securitizations, project financings, and workouts and restructurings. Our commercial finance practice includes representations of domestic and foreign lenders and borrowers in connection with a broad range of sophisticated financial transactions, including asset finance, project finance, and lease finance.

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International Tax

Steptoe's international tax lawyers combine extraordinary experience with extraordinary responsiveness. They counsel, structure, negotiate, document, implement, advocate, and litigate, identifying opportunities and solving problems ranging from the straightforward to the complex, from relatively small dollar value issues for one company to multibillion dollar, industry-wide matters. In addition, we have facilitated a number of Competent Authority proceedings—generally government-to-government negotiations with respect to particular taxpayers or industries. Clients also benefit from our European tax presence. We provide advice on a variety of matters in Europe, including both income tax and value-added tax (VAT). We also have extensive experience on banking-related taxation issues such as anti-tax fraud matters.

CORPORATE GOVERNANCE, CRISIS MANAGEMENT, INVESTIGATIONS, AND CORRUPTION MATTERS

Corporate Governance, Crisis Management, and Investigations

Steptoe attorneys regularly provide advice on a host of governance and other corporate matters, routine and otherwise. Our lawyers have represented and advised clients in India and all over world, helping investigate and address their most sensitive governance and regulatory matters. The firm has represented corporate and board committee clients in connection with many of the most significant securities and crisis management matters in the last decade, including publicly disclosed government investigations and litigation involving Enron, Adelphia, Global Crossing, and AOL Time Warner, among others, and appeared before US and international securities regulators on their behalf. Our success in handling such matters is a product of our experience, service, and breadth of practice. Many of our lawyers have served in senior government positions, including as prosecutors and investigators with the US Department of Justice and the Securities and Exchange Commission.

Corruption Matters

Steptoe has extensive experience advising companies, their foreign affiliates (including Indian subsidiaries), and individuals on US and European corruption laws (e.g., the US Foreign Corrupt Practices Act and the UK Bribery Act 2010) in terms of scope, meaning, and application. Our practice includes both preventive advice, investigations, and enforcement work.

INTERNATIONAL DISPUTE RESOLUTION—LITIGATION & WORLDWIDE ARBITRATION

Litigation

Steptoe's team of highly experienced trial lawyers is known for effectively litigating unusually complex matters and skilfully handling multiparty, multijurisdictional cases. International disputes frequently give rise to parallel or

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collateral proceedings seeking to adjudicate the same or related issues in different national courts or fora. In addition to having recognized abilities in the international law issues implicated in such multijurisdictional litigation, our attorneys are skilled and experienced in handling the complicated legal, procedural, and managerial issues that accompany simultaneous litigation in multiple jurisdictions.

Worldwide Arbitration

Step toe has extensive experience in both international commercial arbitration and investment treaty arbitration. While the details of the matters we have handled must in many cases remain confidential, our attorneys have handled scores of international arbitrations before fora such as the ICC, LCIA, AAA, SIAC, SCC, PCA, WIPO, ZCC, ICSID, and many other arbitral institutions and facilities, as well as ad hoc arbitrations. Our attorneys have experience in arbitrations involving specialized fields such as construction, energy, telecommunications, intellectual property, high technology, and investment treaties and in conducting arbitrations in numerous languages, such as French, Spanish, and Portuguese.

Our extensive experience in worldwide litigation includes proceedings both ancillary and parallel to claims in international arbitration. Our lawyers have demonstrated particular effectiveness in locating, freezing, and executing against assets around the world and managing legal teams in countries around the globe. We have considerable experience in enforcing foreign judgments and international awards.

INTERNATIONAL TRADE AND INTERNATIONAL REGULATORY COMPLIANCE

International Trade

Step toe's international practice has worked on the most significant US-India and EU-India trade and regulatory issues of the last decade. Our practice is top-ranked in the United States by the leading legal publication, *Chambers USA*, and in both 2010 and 2009, *Chambers Asia* named Step toe the market leader of trade practices working in Asia.

Our work in this broad field includes international trade litigation and policy, including antidumping, anti-subsidy, safeguards, and WTO. Our attorneys have represented clients in more than 150 US trade proceedings, while attorneys in our Brussels office have experience in more than 40 EU trade proceedings. We also have a long and distinguished record in WTO dispute settlement cases and have had major successes in high-profile cases. Another important part of our trade expertise involves providing strategic advice to clients on bilateral trade arrangements (i.e., FTAs and other preferential trade) and multilateral trade agreements.

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We also have extensive experience in US and EU dual-use and military export control regimes and embargo regulations, as well as enforcement matters relating to economic sanctions. Further, we regularly advise clients on customs issues including classification, valuation, preferential tariff regimes, and rules of origin.

International Regulatory Compliance

Step toe lawyers provide advice on all regulatory compliance elements for a company participating in the US or EU market including environmental standards, REACH, consumer product safety, and a host of other regulations that can affect a company's ability to build and grow market share in the United States or European Union. We offer a wide variety of specialized regulatory advice for clients depending on their industry. The firm's Energy practice advises energy producers, traders, and marketers in both traditional energy companies and those in the alternate energy fields. Likewise, the firm's Environmental practice advises clients with products and operations which fall under the jurisdiction of the US Environmental Protection Agency or Food and Drug Administration.

GOVERNMENT AFFAIRS & PUBLIC POLICY

Step toe's high-profile government relations team offers a critical added perspective for Indian companies seeking to participate in the US market at a time when understanding and affecting new regulation and legislation can dramatically affect a foreign company's prospects for success in the marketplace.

Our Government Affairs & Public Policy practice is comprised of an accomplished team of professionals with decades of experience working on congressional and regulatory matters. We are fortunate to have the support of former members of the US Congress who contribute their experience and understanding to our legislative strategies. Our balanced and bipartisan approach ensures that clients receive the best political and policy advice.

ANTITRUST COMPETITION LAW

Step toe provides a full range of advice and assistance in US antitrust and EU competition law matters. We are very active in helping companies defend US, EU, and multi-jurisdictional cartel matters, handling all aspects, including US grand juries, civil and criminal investigations in the EU, and criminal trials. We have represented US, European, and Asian clients in such international cartel matters. Cartel cases almost always lead to massive civil lawsuits in the US seeking treble damages. Our experienced litigators handle such law suits as well as criminal matters. In addition, we regularly advise on the antitrust and competition law implications of proposed corporate transactions, including mergers, acquisitions, joint ventures, and strategic alliances. Many such transactions involve coordinating merger reviews and related governmental investigations in the US, EU and various Asian jurisdictions where we work with local experts. Finally, as part of our antitrust counseling practice, we have helped several multilateral corporations establish sound antitrust compliance programs that take into account the bewildering array of global antitrust and competition law obligations.

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TECHNOLOGY AND INTELLECTUAL PROPERTY

Technology

Step toe's Technology practice covers cybersecurity, data privacy, encryption, telecommunications policy, electronic surveillance, and related technology issues. Members of our practice have a deep background in the implications of US security policy on trade and technology—from the disputes over US collection of data from international businesses to the US statutory command that all containers shipped to the United States be scanned before leaving foreign ports. We help clients navigate the regulatory intricacies and special considerations of the US marketplace.

Intellectual Property

Our lawyers are experienced in all phases of intellectual property representations, including the evaluation, acquisition, licensing, and transfer of all manner of intellectual property rights, including patent, copyright, database, trademark, and trade secret rights. Our lawyers also litigate intellectual property issues before US federal courts and agencies, including the US International Trade Commission (ITC), to enforce or defend against assertions of intellectual property rights and unfair competition claims. Our intellectual property litigators also use alternative methods of resolving disputes over intellectual property matters, such as arbitration and mediation, to obtain quicker results for our clients.

REAL ESTATE, CONSTRUCTION, HOSPITALITY, HOTELS & RESORTS

We handle real estate matters for a large number of property companies, developers, wealthy investors, and tenants. Our property work ranges from industrial and retail premises and infrastructure to residential, hotel, and leisure developments. The service we offer covers not only pure real estate issues but also negotiating banking facilities, construction documentation, and the creation of real estate-holding entities such as limited partnerships and limited liability companies. Our experience also enables us to resolve any disputes in the swiftest and most economical manner available, whether through negotiation, mediation, or formal proceedings.

Our project experience includes hotel and resort acquisition, sales, development, management and operations, equity and debt capital structures, joint ventures, and other ownership entity formation. We have also provided related business, tax, and operating representation. We often advise hotel owners and their asset managers in evaluating and, as appropriate, litigating disputes with management companies, franchisors, joint venture participants, tenants, lenders, or vendors.

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US IMMIGRATION

Steptoe's immigration attorneys focus on three areas: compliance with homeland security rules, regulations, and mandated procedures; temporary and permanent immigration to the United States; and employment-related compliance issues. We help clients comply with the numerous immigration statutes and regulations that fall under the jurisdiction of the Department of Homeland Security (DHS), the Department of Labor, the Department of Justice, and the Department of State. We handle immigration counseling and litigation issues relating to the cross-border movement of executives, managers, and technical personnel; special immigrants such as investors, treaty traders, religious workers, aliens of extraordinary ability, and outstanding researchers; and applications for work authorization, nonimmigrant visas, permanent residency, naturalization, political asylum, and foreign adoptions.

REPRESENTATIVE MATTERS INVOLVING INDIAN CLIENTS

- Represent a joint venture established by a significant Indian manufacturing company and a London private equity firm in a successful bid to acquire a public US company undergoing restructuring.
- Represent an Indian company in connection with an acquisition of assets and related agreements in the development of an industrial facility.
- Represent India's largest luggage company in the acquisition of certain assets of a major international luggage brand.
- Counsel an international retailer on a joint venture and licensing arrangements with a major Indian media group to set up a lifestyle fashion business in India.
- Conduct several internal investigations concerning corruption and money laundering issues involving Indian operations of multinational clients in sectors such as telecommunications, agriculture, and financial services, among others.
- Advise Indian companies in connection with the US government review of acquisitions under the Committee on Foreign Investment in the United States (CFIUS).
- Represent the Indian licensee of an international clothing manufacturer in dispute with local shareholders, entailing three parallel proceedings in India and related proceedings in England.
- Represent an Indian telecommunications company in ICC arbitration arising from dispute with a leading US telecommunications provider.

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- Defend an action brought against a large Indian corporation which had raised funds through a foreign currency convertible bond (FCCB).
- Defend an Indian life sciences company in LCIA arbitration in relation to a dispute with a US investment bank.
- Defend an Indian party served with a worldwide freezing order issued by the Commercial Court in London.
- Represent the 300-member US-India Business Council on a broad-based trade and investment initiative with India.
- Represent Indian companies in a variety of US-India trade policy matters, including relating to GSP.
- Defend Indian companies in various anti-dumping and anti-subsidy investigations around the globe and in particular the European Union, the United States, and Turkey.
- Broad-ranging representations of Indian business sectors in connection with REACH and regulatory compliance and strategy for participation in the EU market.
- Advise a major Indian telecommunications company with respect to establishing and maintaining operations in the US, Canada, and the United Kingdom.
- Counselling clients on US and EU export controls as they relate to their Indian operations including the Verified End User program in the US.
- Advise Indian telecommunications companies with respect to US, Indian, and UK operations and US federal and state taxation.
- Advise an Indian telecommunications company on US and EU competition issues pertaining to international telecommunications traffic.
- Assist an Indian telecommunications company in seeking patent protection in the United States, and in negotiating a technology license from a US company.

India Practice

CONTACTS

For more information or assistance, please contact:

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In line with all international firms, Steptoe & Johnson LLP and its attorneys are not permitted to practice Indian law, and do not do so. The firm works closely with Indian counsel on all Indian law issues.

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