

MACFARLANES

COMMERCIAL



INTRODUCTION

Business issues rarely fit neatly into what lawyers determine to be their chosen area of technical specialism. In recognition of this, our commercial lawyers are multi-skilled, and able to provide a level of continuity which results in a more efficient delivery of clear and robust advice.

The technical quality of our advice is of paramount importance. However, we know that, in itself, it is not enough and has to be delivered to suit your unique situation. We make a particular effort to understand both your business and the environment in which you operate. This enables us to provide you with advice that is carefully tailored to help you achieve your commercial objectives.

From Formula 1 teams to finance houses, and fast food to e-commerce businesses, the range of clients for whom we act is diverse, and subsequently, so is our experience. As a result you can be certain that any opinion we give will be both technically sound and commercially astute.

Clients come to us for advice on complex legal issues, both domestic and international.

We recognise that sometimes you may require rapid advice on a discrete issue, with a succinct assessment of any risks posed, so that you can make a decision in a short space of time. Our lawyers are not only contract law experts and specialists in their fields, but also recognise that the provision of swift and robust solutions makes for valuable legal advice.

JEREMY COURTENAY-STAMP ►
PARTNER - HEAD OF
COMMERCIAL



“By their very nature, major operational matters do not exist in a vacuum. We are proud to offer a legal service that spans the full range of complex operational requirements, which not only provides clear and robust solutions, but is sympathetic to the impact of that advice on the rest of your business.”

EXPERTISE

We advise our clients across a broad range of commercial issues including:

- ◆ **COMMERCIAL AGREEMENTS:** Commercial contracts are often business critical, high value and complex. Accordingly, they deserve a great deal of legal attention; more than they often get. A failure to dedicate that attention at the outset results in unclear and poorly drafted contracts, lack of revenue security, potential litigation and disproportionate future cost. For this reason, our lawyers are contract law specialists and tailor documents to reflect accurately each client's commercial deal. The types of arrangements on which we commonly advise include:
 - ◆ manufacturing (including OEM and toll manufacturing);
 - ◆ procurement, purchase and supply of goods and services;
 - ◆ joint ventures and partnerships;
 - ◆ warehousing, distribution and logistics;
 - ◆ agency, commercial agency and commissionaire relationships;
 - ◆ outsourcing;
 - ◆ sports and leisure;
 - ◆ sponsorship;
 - ◆ franchising and concessions;
 - ◆ research and development; and
 - ◆ terms of business.
- ◆ **REGULATORY:** We provide appropriate regulatory advice, both in the context of commercial arrangements and to help shape client policy, in respect of:
 - ◆ data protection;
 - ◆ advertising and marketing copy clearance;
 - ◆ ASA/BACC guidance;
 - ◆ ecommerce and distance selling (B2B and B2C);
 - ◆ commercial agency;
 - ◆ consumer protection;
 - ◆ gambling, promotions and lotteries;
 - ◆ food and drink; and
 - ◆ cosmetics and consumer products.
- ◆ **INTELLECTUAL PROPERTY:** The brand profile of many of our clients means that intellectual property law plays a material role in many of the deals we do – franchising, advertising and manufacturing deals would be incomplete without due consideration of proprietary rights. Our lawyers advise regularly on the management, structuring and exploitation of intellectual property across a variety of situations, so they are able to deliver this advice in a commercially sensitive manner.



OUR APPROACH

We build strong and enduring relationships with our clients. They appreciate the investment we make to understand them and their business, and value the consistency and continuity of service we offer.

Our lawyers are approachable, available and deliver prompt and clear guidance, and partner involvement and accessibility is guaranteed. We place great emphasis on sharing both legal and industry expertise and providing continuing support to one another, which allows us to deliver the consistently excellent legal service that our clients demand.

Our client base ranges from successful multi-nationals to funded start-ups, across industries as diverse as commodities, sports retail and financial services.

Our team is led by two partners, Jeremy Courtenay-Stamp and Rupert Casey. Both trained with the firm and are recognised as leading individuals by the legal directories, as is the wider group, in relation to various disciplines to reflect the multi-skilled nature of the work we do.

CHAMBERS AND PARTNERS

"Clients praise the 'commercially sound practitioners' who are quick to understand pressing business requirements."

Chambers UK 2009

"The firm has an excellent appreciation of what can be done in the commercial sphere."

Chambers UK 2009

"Satisfied clients report that 'it has long stood for excellence when it comes to advertising and marketing matters'."

Chambers UK 2008



"Macfarlanes has a 'close-knit, personable IP group' that is 'excellent, confident with technology and pretty much unflappable' with a strong stable of brand clients."

The UK Legal 500 2009

RECENT WORK



As longstanding advisers to **ICAP**, the world's leading inter-bank broker and dealer, our contract skills are tested to ensure that they stand up to the scrutiny of an intense trading environment. Where the contract values of each deal run into the many millions of pounds, it is clear that whether that trade takes place on standard form templates or bespoke contracts, our ability to deliver accurate and technically excellent documentation is much valued.



We have acted as a general commercial legal adviser to the **Red Bull** drinks manufacturer for a number of years, and are their main adviser in respect of both Red Bull teams' participation in Formula 1 racing. Built upon a long history of advising teams in F1, our advice ranges from matters arising in relation to the Concorde regulatory framework, driver and team member service agreements to sponsorship and partnership deals. We spend considerable time speaking to and understanding the issues involved so that we can give our clients what they need (in a time-sensitive sport) when they need it.



We have advised **The Marketing Store Worldwide**, a leading agency, on the impact of the use of differing marketing channels with its clients. We help them to strike a balance between protecting themselves as a business and recognising when risks are worth accepting for the sake of their relationship, and it is this judgment that they value. As they have developed and diversified their client base, we have supported the expansion and management of their risk profile onto a footing as a more substantial agency.



We have advised **Yum! Restaurants International (YRI)** for over a decade in relation to both its KFC and Pizza Hut brands. YRI is the international division of Yum! Brands Inc, the world's largest company in terms of system restaurants. YRI franchises both brands and our advice must be sensitive to the importance of YRI's relationship with its franchisees. Our brand awareness - the result of a strong track record of advising major brands - is highly regarded by YRI.

INTERNATIONAL

As advisers to many of the world's leading businesses and business leaders, we manage international matters in an effective and seamless manner. Our distinctive approach is founded upon what our clients tell us works best for them.

- ◆ Our lawyers work alongside leading local counsel: always with firms and individual lawyers that are right for the job in hand.
- ◆ We give clients a single point of contact and coordinate advice across all relevant jurisdictions, to make sure that it is seamlessly given.
- ◆ We ensure that advice is always to the point, never "one size fits all" or of a standard that falls short of what you would expect of us, Macfarlanes.

The proven result: the right lawyer, in the right place, giving you the best possible advice.

1 ALCOA INC.

Advising Alcoa Inc. on its joint venture arrangements with Aluminium Corporation of China (Chinalco) and their joint \$14bn purchase of a 12 per cent stake in Rio Tinto.

2 PRIVATE CLIENT

Advising on the establishment of a family office in London to manage investment portfolios worth several billion dollars for two Russian families and arranging for the migration of several family members to the UK.

3 MITSUBISHI RAYON CO., LTD

Advising Mitsubishi Rayon Co., Ltd, alongside Paul Weiss, on its \$1.6bn acquisition of Lucite International, a transaction that included significant real estate, environmental and other due diligence aspects.

4 CSN

Advising CSN on its £6.1bn bid for Corus Group.

5 PERNOD RICARD

Advising Pernod Ricard on its €5.6bn acquisition of Vin & Sprit (owner of the Absolut vodka brand) from the Kingdom of Sweden.

6 AIR LIQUIDE

Advising on the acquisition of Linde's interests in Singapore Oxygen, Brunei Oxygen, Vietnam Industrial Gas and Eastern Industrial Gases (Thailand) and the sale of Air Liquide's interest in Hong Kong Oxygen and Malaysian Oxygen.



MACFARLANES



From our base in London, we offer discerning clients an alternative to the world's legal giants. We are recognised for the quality of our work, not just in dealing with the full range of corporate and commercial matters, but in advising our clients on their private affairs. They trust our judgment and we are in a unique position to advise on their most complex matters, whilst at the same time remaining smaller than our competitors. That means that we can maintain the very highest levels of service and partner involvement that our clients expect.

The nature of business today is such that we are usually advising on matters that reach across multiple jurisdictions. By working with other leading independent firms and lawyers around the world in each relevant jurisdiction, we provide a seamless service, wherever and whenever our clients need it.

If you would like further information or specific advice please contact your usual Macfarlanes contact or:

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Macfarlanes LLP is a limited liability partnership registered in England with number OC334406. Its registered office and principal place of business are at 20 Cursitor Street, London EC4A 1LT. The word 'partner' is used to refer to a member of Macfarlanes LLP.
A list of members is open for inspection at the above address.