



**NORTON ROSE**

FINANCIAL INSTITUTIONS

ENERGY

INFRASTRUCTURE, MINING AND COMMODITIES

TRANSPORT

TECHNOLOGY AND INNOVATION

PHARMACEUTICALS AND LIFE SCIENCES

**Moscow**

A full business law service

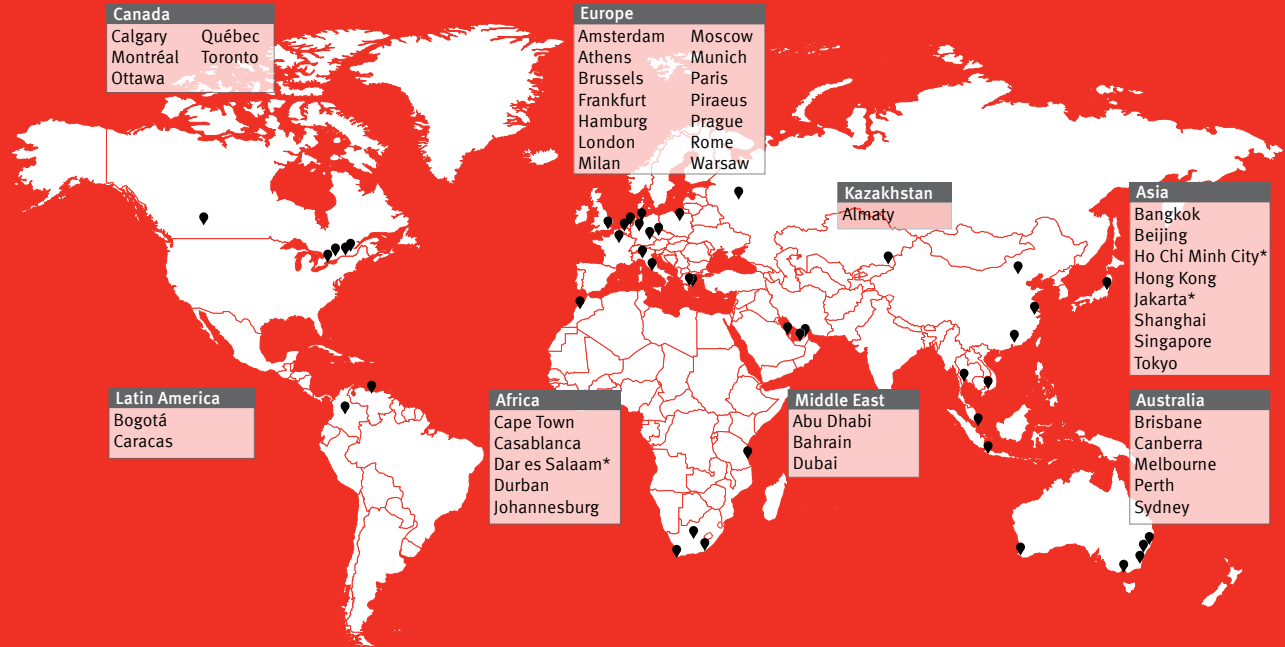
## **Norton Rose Group**

**2900 lawyers**

**43 offices**

**6 continents**

# Norton Rose Group



\*associate office

## Norton Rose Group

Norton Rose Group is a leading international legal practice. We offer a full business law service to many of the world's pre-eminent financial institutions and corporations from offices in Europe, Asia, Australia, Canada, Africa, the Middle East, Latin America and Central Asia. Knowing how our clients' businesses work and understanding what drives their industries is fundamental to us. Our lawyers share industry knowledge and sector expertise across borders, enabling us to support our clients anywhere in the world. We are strong in financial institutions; energy; infrastructure, mining and commodities; transport; technology and innovation; and pharmaceuticals and life sciences.

We have more than 2900 lawyers operating from offices in Abu Dhabi, Almaty, Amsterdam, Athens, Bahrain, Bangkok, Beijing, Bogotá, Brisbane, Brussels, Calgary, Canberra, Cape Town, Caracas, Casablanca, Dubai, Durban, Frankfurt, Hamburg, Hong Kong, Johannesburg, London, Melbourne, Milan, Montréal, Moscow, Munich, Ottawa, Paris, Perth, Piraeus, Prague, Québec, Rome, Shanghai, Singapore, Sydney, Tokyo, Toronto and Warsaw; and from associate offices in Dar es Salaam, Ho Chi Minh City and Jakarta.

Norton Rose Group comprises Norton Rose LLP, Norton Rose Australia, Norton Rose Canada LLP, Norton Rose South Africa (incorporated as Deney's Reitz Inc), and their respective affiliates.

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# MOSCOW

A full business law service

A NORTON ROSE GROUP CAPABILITIES STATEMENT  
JANUARY 2012

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## **Norton Rose Group in Moscow**

Our Russian practice plays a vital role in the work of Norton Rose Group, particularly in the areas of energy and natural resources. It also supports our key strengths as a Group in financial institutions, transport, technology and innovation, and pharmaceuticals and life sciences.

On 1 January 2012 we increased our resources in Moscow to more than 40 lawyers, including nine partners, when leading Canadian firm Macleod Dixon joined the Group. This expansion means we have an unrivalled reach across the global energy and natural resources axes between Russia, Kazakhstan, Canada, Australia, Africa, China and Latin America.

### **Peter Burrows**

Joint head of Moscow and head of Beijing and Shanghai

### **Anatoly Andriash**

Joint head of Moscow

## Our Moscow practice

### Top tier

#### Power

*Chambers Global 2011*

“They are good value and you get excellent service”

*Chambers Global 2010 – Russia*

### Top tier

#### Mining

*Chambers Global 2011*

Our Moscow practice combines the legacy offices of Norton Rose LLP and Macleod Dixon, which merged on 1 January 2012. We have 40 lawyers, advising on a diverse range of projects and transactions. Our client base includes international and Russian corporates, financial institutions, investment funds and multinational funding agencies. Our industry sector strengths include mining, oil and gas, real estate and construction, infrastructure, financial institutions, technology, pharmaceuticals, agriculture, chemicals and retail.

Our Moscow-based lawyers are qualified in Russia, the US, UK and Greece. They speak and work in a variety of languages, including Russian, English, German, French, Swedish, Azeri, Turkish, Czech, Polish, Ukrainian, Greek, Spanish, Italian and Norwegian.

### Key strengths

- Financial institutions
- Energy
- Infrastructure, mining and commodities
- Transport
- Technology and innovation
- Pharmaceuticals and life sciences

### Practice areas

- Corporate and M&A
- Banking and finance
- Dispute resolution
- Real estate
- Antitrust, competition and regulatory
- Employment and labour
- Insurance

## Key strengths

Corporate and M&A

Banking and finance

Dispute resolution

Energy

Infrastructure, mining and commodities

Financial institutions

Insurance

Transport

Real estate

Antitrust, competition and regulatory

Employment and labour

Technology and innovation

Pharmaceuticals and life sciences

## Corporate and M&A

We provide a full service corporate and commercial practice in Russia to corporates, investment funds, financial institutions, state corporations and multilateral funding agencies. We are strong in natural resources (mining and oil and gas), real estate and construction, infrastructure, financial institutions, power, manufacturing, telecommunications, technology, pharmaceuticals, agriculture, chemicals and retail (including FMCG).

### We advise on

- mergers and acquisitions
- joint ventures
- inward and outward investment projects
- private equity
- competition and regulatory
- general corporate advisory
- corporate restructuring
- commercial contracts
- corporate governance
- compliance (including anti-bribery).

## Track record

### We advised

HSBC on the sale of elements of its Russian retail banking system to Citibank

a Russian corporate on the buyout of a shareholding held by one of the oil majors in a petrol filling station joint venture in Ukraine

JSC NC KazMunaiGas on its unconditional offer to acquire from TNK-BP its holding in Udmurtneft Group, which holds licences to over 50 oil fields in central Russia, in a competitive process ultimately won by Sinopec for about US\$3.5 billion

Sumitomo Corporation on acquiring a minority stake in a Russian company, various joint venture arrangements and other corporate matters, including corporate restructuring of investments in Russia

Tremadon Ventures Ltd on acquiring an indirect beneficial interest of up to 10 per cent in Highland Gold Mining Limited, an AIM-traded company with gold deposits in the Chita and Chukotka regions of Russia.

“Clients identify that ‘they understand us from the commercial aspect as well as the legal side’”

*Chambers 2011*

## Banking and finance

Our Moscow team advises international and national financial institutions and major multinational and Russian corporates on a variety of financial transactions, including secured and unsecured lending and borrowing, debt instruments, acquisition finance, leveraged finance, asset finance, securitisations, project finance, private equity, restructuring and regulatory matters.

We work with banks and other debt providers, with underlying corporate and private borrowers, to structure and document leveraged buy-outs, public-to-privates, bid financings, investment grade financings and other acquisition financings. We also provide expertise in structured financing, and have extensive experience in the leasing and new project leasing market as well as in the use of securitisation.

### We advise on

syndicated and bilateral loans  
trade and commodity finance  
ECA financings  
project finance and PPP  
asset and real estate finance  
debt capital markets

derivatives and structured products  
securitisation  
restructuring  
general banking, regulatory and restructuring.

## Track record

### We advised

a syndicate of 16 banks on the US\$1.3 billion pre-export financing extended to Russian coal mining company SUEK

an exploration joint venture comprising several Russian and international oil and gas majors on a RUB multi billion facility arranged by a syndicate of Russian banks

Horizon Air Investments S.A., a Copelouzos Group company, on its participation in Northern Capital Gateway LLC, a special purpose vehicle chosen by the City of St Petersburg to develop the US\$1.4 billion Pulkovo Airport in St Petersburg

JSC Slavneft, a top 10 Russian oil company, on its US\$650 million syndicated facility arranged by ING bank N.V. and a syndicate of international banks

SACE and JBIC on a US\$1.76 billion ECA-backed limited recourse facility for the construction of the Blue Stream Pipeline under the Black Sea

BNP Paribas on the sale of the mortgage, automobile and consumer loans portfolio of its Russian retail subsidiary BNP Paribas Vostok to Russian bank OJSC Bank Uralsib

HSBC on the sale of certain elements of its Russian retail banking system to Citibank through an innovative deal.

“quick responses and targeted, practical advice on how to deal with potential litigation”

*Legal 500 2010 (Dispute Resolution in Russia)*

## Dispute resolution

In Moscow, we specialise in cross-border and domestic civil and commercial litigation as well as international arbitration. We represent the interests of domestic and international clients in the Russian state commercial courts, courts of general jurisdiction, and in domestic and international arbitration proceedings involving Russia-related claims.

We are experienced in handling high value, complex, multi-jurisdictional disputes, including bankruptcy-related court proceedings.

Track record

**We have advised**

Russia's largest ammonia producer in a long-running high-profile dispute with the Administration of Krasnodar region in the south of Russia. This dispute, in which we currently represent our client in more than ten pending litigation cases, relates to a sea port built by our client, worth more than US\$400 million, for the supply of ammonia and other chemicals

one of the biggest German insurers and its client before the State Commercial Court of Moscow in a dispute over the recovery of insurance compensation paid out by a Russian insurance company

a major Russian construction company in LCIA arbitration proceedings in a US\$60 million dispute with its contractor over the construction contract for a gas pipeline in the south of Russia

a German metal producer in a series of ICAC arbitration proceedings in disputes with a large Russian steel corporation, which included proceedings in Germany, the Netherlands, the Russian Federation and Switzerland; a change of the corporation's shareholder structure disrupted relations with existing agents, leading to a number of high-value claims

a Swiss oil and gas company on an unpaid loan under an agreement with a now bankrupt Russian oil company.

“Equally popular with both Russian and international clients, the team comes into its own when assisting the top upstream energy investors with regulatory matters”

*Chambers Europe 2010*

## Energy

We have one of the largest oil and gas practices in Russia and the CIS, working in tandem with our office in Almaty, Kazakhstan. Our in-depth knowledge of this sector means we can advise clients on all aspects of their energy-related business.

### We advise on

- subsoil licence applications
- joint venture structuring and negotiation
- restructuring and sale of entities holding subsoil licences
- due diligence on acquisitions and joint ventures
- negotiation of equity and/or debt transaction documentation
- regulatory issues (including competition and foreign investment restrictions)
- transportation and refining arrangements, including pipeline access issues
- operating arrangements
- financing and security issues
- export control issues.

## Track record

### We advised

Eni SpA on a number of transactions, including structuring its strategic alliance with Gazprom and establishing an oil production joint venture (and its subsequent restructuring) with a Russian partner

LUKOIL on its US\$400 million acquisition of the Russian oil company OAO KomiTEK and its acquisition of the Norski Oil Refinery

GDF Suez on major potential acquisitions in Russia, involving extensive due diligence on the underlying subsoil licences, deal structuring and advice on Russian strategic sector investment laws

TNK-BP on the sale of emission reduction units as a result of the Joint Implementation Project under the Kyoto Protocol, the purchase and supply of a gas plant to Russia, and a number of acquisitions of oil and gas assets abroad

DB Petroleum, part of Dubai World, on its unconditional offer to acquire CJSC Geotransgaz and LLC Urengoy Gas Company from CJSC AK Alrosa

Gazprom – CJSC Zarubezhneftegaz on setting up a joint venture to develop an off-shore oil and gas deposit in Vietnam

National Oilwell Varco, a leading international oil service company, on its Russian operations, including contractual and corporate work, export and import transactions, labour, real estate and regulatory work.

## Infrastructure, mining and commodities

**“The firm’s global reputation and presence in major mineral-rich jurisdictions are big draws for clients”**

*Chambers Europe 2011*

**“Unquestionably dominant in the mining sector”**

*Chambers Global 2011 – Russia*

**Top tier**

**Energy and natural resources:  
Mining**

*Chambers Global 2011*

Our team of mining lawyers in Moscow are consistently top-ranked for their work on corporate and financing transactions in the mining sector. As part of a global team connecting the world’s key mining centres, our experts guide clients on structuring mining projects, including licence tendering, ownership of production, feasibility and evaluation procedures for Russian assets, including title, regulatory compliance and environmental risks, and legal documentation. We advise on taxation, antitrust issues, foreign investment restrictions, limitations on pledge, assignment and transfer of mineral licences.

In the infrastructure field, we offer in-depth legal advice across all disciplines, including project finance/PPP, concession contracts, construction and operation contracts, finance and security documents, real estate and dispute resolution. Our infrastructure lawyers have advised on many high-profile projects in Russia, including the St Petersburg Pulkovo PPP scheme, pipeline projects including the Dzhubga–Lazarevskoye–Sochi gas pipeline and Burgas–Alexandroupolis oil pipeline, and the Black Sea port greenfield project.

## Track record

### We advised

Horizon Air Investments S.A., a Copelouzos Group company, on its participation in Northern Capital Gateway LLC, a special purpose vehicle set up to develop the US\$1.4 billion Pulkovo Airport in St Petersburg

StroyGazMontazh, one of the leading Russian construction companies active in the oil & gas sector, on the construction of the sea section of the Dzhubga–Lazarevskoye–Sochi gas pipeline, which will connect to the active intercontinental Russia–Turkey gas pipeline

JSC INTER RAO UES on the banking feasibility study for the Baltic nuclear power plant near Kaliningrad and its construction

a consortium of Ansaldo Trasporti Sistemi Ferroviari, Soares da Costa, ATM Azienda Trasporti Milanesi and Škoda Transportation on its bid to build the US\$2 billion Nadzemny Elevated Express Link PPP project in Russia

Petropavlovsk Plc (formerly Peter Hambro Mining plc) on its US\$1.4 billion merger with Aricom plc

Barrick Gold Corporation, the world's largest gold producer, on numerous transactions over a period of 12 years, particularly the US\$1 billion Fedorovo project, one of the largest foreign investments in the Russian mining sector

Lhoist Industrie SA on the acquisition of several mining properties in Russia, including key issues related to issuance of licences, conducting operations under licences, forestry and land issues, assisting on a successful bidding for a subsoil licence.

## Financial institutions

In Moscow, our work in the financial institutions area covers all aspects of corporate, regulatory and transactional work, significant strategic mandates, restructuring and insolvency, and litigation and dispute resolution. We have represented some of the world's largest financial institutions on some of their most important projects in Russia over the last few years.

Our Moscow financial institutions team forms part of one of the world's leading financial institutions practices with almost 1,000 specialists across the globe. The strength and depth of our practice across asset managers, banks, insurers and financial services and markets is reflected in our panel membership of 50 major global institutions.

## Track record

### We advised

HSBC on the sale of elements of its Russian retail banking system to Citibank

BNP Paribas on the sale of the mortgage, automobile and consumer loans portfolio of its Russian retail subsidiary BNP Paribas Vostok to Russian bank OJSC Bank Uralsib

two international financial institutions on the liquidation of AMT Bank

the shareholders of Sofia Bank, a Russian commercial bank, on its sale to IS Bank, a leading Turkish financial institution

the sellers on the sale of insurance group Progress to Allianz Insurance Group, one of the largest insurance acquisitions in the region, ranking Allianz among the top 20 Russian insurers.

## Insurance

Our Russian insurance experts are fully integrated into the Group's global insurance practice. We advise on all aspects of insurance law, including corporate, regulatory and contentious.

### Our practice covers

- M&A
- contract advice
- insurance dispute resolution
- regulatory advice
- restructuring and insolvency.

## Track record

### We advised

the sellers on the sale of insurance group Progress to Allianz Insurance Group, one of the largest acquisitions in this sector in the region

CZI Holdings NV, a member of a Czech insurance group, on the acquisition of a shareholding in the Russian insurance company Nasta

AXA on the acquisition of the Belarus insurance company B & B Insurance Co.

ICICI Lombard General Insurance Company Limited on entering into a reinsurance agreement with foreign re-insurers

one of the biggest German insurers and its client before the State Commercial Court of Moscow in a dispute with a major Russian insurance company on the recovery of insurance compensation.

## Transport

Legal house of the year, 2011  
*Jane's Transport Finance*

Norton Rose Group's reputation in the transport sector, including aviation, shipping, rail and ports, is world class. In Russia, we have more than 20 years' experience of advising Russian and international clients on corporate, financing and dispute resolution matters in the transport sector. We are expert in asset finance and experienced in working with our asset finance specialists in London and Paris, acting for lessors, airlines, banks and export credit agencies.

### We advise on

- asset finance
- financing and structuring of transport infrastructure projects, including PPP
- debt financing and restructuring in the transport sector
- M&A transactions, joint ventures and other forms of co-operation in the transport sector
- antitrust, competition and international regulatory systems and controls
- sustainability, climate change, carbon finance
- urban regeneration, ports, light rail
- environmental, planning and health & safety
- dispute resolution
- crisis management.

## Track record

### We advised

the lender and lessor on leasing two aircraft to Transaero, the first true operating lease of Western-built aircraft into Russia, including its registration on the Russian Register of Civil Aircraft

the Export Credit Agencies (ECA) and lenders on a European ECA backed financing for eight Airbus A320 aircraft for Aeroflot

a major German port group on a proposed joint venture with a Russian port operating group, covering ports in Russia, Ukraine, Estonia and Finland; the transaction involved a legal review of companies in Cyprus, Sweden, Ireland, Russia, Estonia, Ukraine and Finland

the Ukrainian authorities on establishing a bareboat (dual) registration system, implemented by presidential decree

EBRD on a US\$130 million loan to Freight One, the cargo subsidiary of Russian Railways, one of the biggest state-owned companies in Russia, to buy new rolling stock.

“Value for money practice  
Norton Rose (Central Europe)  
LLP stands out for its ‘in-depth  
knowledge of the local real  
estate market’”

*Legal 500, 2010*

## Real estate

Our dedicated real estate team has more than 20 years’ experience in the Moscow and wider Russian markets and offers a full service practice. Our strength in real estate – including investment, development, planning and environmental matters – has earned us a reputation for effective, pragmatic handling of high profile, complex, transactions in the real estate sector.

### Our practice covers

- acquisitions and disposals
- due diligence
- commercial use of property (including leasing) and real estate portfolios
- property developments
- financings
- public private partnerships
- restructurings
- litigation and dispute resolution
- construction.

## Track record

### We advised

StroyGazMontazh on building the sea section of the Dzhubga–Lazarevskoye – Sochi gas pipeline, which will connect to the active intercontinental Russia–Turkey gas pipeline

JSC INTER RAO UES on developing a banking feasibility study to attract external investment to build the Baltic nuclear power plant

a consortium of Ansaldo Trasporti Sistemi Ferroviari, Soares da Costa, ATM Azienda Trasporti Milanesi and Škoda Transportation on its bid to build the US\$2 billion Nadzemny Elevated Express Link PPP project in Russia

Capital Group on developing a multifunctional complex with a projected area of over 280,000 sq metres, part of the ‘Moscow City’ project.

## Antitrust, competition and regulatory

We advise on all aspects of competition and regulatory law in Russia and have significant experience in dealing with Russian state authorities, including obtaining clearances from the Federal Antimonopoly Service. We are supported by an international team of 40 competition lawyers, including nine partners, who advise on EU competition/antitrust and sector regulation issues and at national level in the UK and in most key European and East Asian jurisdictions.

### We cover

- abuse of dominant position
- cartel investigations
- commercial agreements and arrangements
- competition litigation
- competition compliance
- merger control and joint ventures
- FAS filings
- strategic investment law compliance and approval.

## Track record

### We advised

Carlsberg on the Russian antitrust aspects of its acquisition of Baltic Beverages Holding AB to run Baltika Breweries through a cash offer for Scottish & Newcastle Plc via the London Stock Exchange

Archangel Diamond Corporation on the antitrust aspects of its acquisition of 49.9 per cent of OJSC Archangelsk Geologodobychnoye Prepdriyatiye from OAO LUKOIL

Peter Hambro Mining PLC on an antitrust requirement for the proposed merger of Aricom PLC and Peter Hambro Mining PLC

LLC Astrakhan-Neft on antitrust issues relating to its acquisition of a controlling stake in OJSC Yuzhnaya Neftyanaya Companiya from LLC Gazprom dobycha Astrakhan; we prepared and submitted the share purchase application to the Russian Federal Antimonopoly Service.

## Employment and labour

We advise on Russian and multi-jurisdictional employment and labour law. Our clients include major domestic and international companies as well as governmental organisations.

### We advise on

- employment contracts
- due diligence in mergers and acquisitions
- restructuring of employment relations
- employment disputes
- corporate governance and directors' duties
- dealing with trade unions.

## Track record

### We advised

HSBC on structuring employment contracts for employing foreign employees seconded to Russia

De Beers on structuring a four-stage redundancy procedure for a number of its employees, including preparation of all relevant documents and successfully representing our client in court on a labour dispute with former employees

Constellation Europe Ltd, a leading European wine producer, on creating an employment structure for its newly established Russian subsidiary, including drafting service and employment contracts

international real estate consultancy King Sturge on setting up a joint venture with its Russian counterpart, including advising on structuring employment relations in a Russian company, and drafting employment and service contracts under Russian law

the Embassy of Japan on employment matters.

## Technology and innovation

Our Moscow experts advise clients active in the technology sector on issues ranging from procurement to strengthening supply chain relationships and managing risk. We have in-depth expertise in information technology, e-commerce, media, telecommunications and market reputation issues.

### We advise on

- M&A and joint ventures
- privatisation
- outsourcing and facilities management
- software and systems procurement
- licensing
- intellectual property and rights
- litigation and dispute resolution
- competition/antitrust issues
- compliance.

## Track record

### We advised

the Russian Corporation of Nanotechnologies (Rusnano) on a number of projects involving joint ventures and the transfer of IP rights

Brightpoint Inc, a Sony subsidiary, on supply arrangements in Russia with Vimpelcom, a major Russian mobile operator, and mobile distributor Euroset

a UK telecommunications company on corporate structuring and antitrust issues in Russia

a major Italian oil company on Russian telecommunications issues linked to laying a fibre-optic cable alongside the Blue Stream pipeline

a US telecommunications company on its activities in Russia, including advising the parties to proposed joint ventures on contractual arrangements under an existing licence and revised licences.

## Pharmaceuticals and life sciences

Across the globe, and particularly in North America, innovative pharmaceuticals companies, bioscience, technology and medical device companies already involve us in all aspects of their business, from innovation and development to market exploitation. We also represent venture capitalists, angel investors, financial institutions, universities, research centres and hospitals. Pharmaceuticals and life sciences is a target growth area for our Russian practice, drawing on the strength of our worldwide expertise.

### We advise on

- product liability cases
- competition / antitrust and tax disputes
- class actions and IP litigation
- patent strategies, patent mapping, ownership and transfer of IP
- exit strategies
- M&A
- asset finance
- pharmaceutical plants.

## Track record

### We advised

a Russian technology investment company on a project related to the provision of an infrastructure platform for the promotion and commercialisation of innovative drugs

a Russian technology investment company on a project involving the manufacture of analytical instrumentation for nanotechnologies used in material sciences and medicine

Systagenix, a leading global supplier of advanced wound care solutions, on the acquisition from Johnson & Johnson of a medical products business in Russia and the wider region; and on the structuring of distributorship arrangements in Russia

Akrikhin Pharmaceuticals on M&A transactions and debt financings

ZAO Bayer on the closing of a restructuring procedure through the merger of ZAO Bayer CropScience with ZAO Bayer

ZAO Bayer on lease agreements and other legal arrangements with a warehouse located in the Moscow region.



## Contacts

Moscow partners and consultants

Our location

## Contacts

### **Moscow Partners**

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Anatoly Andriash is joint head of the Moscow office. He specialises in energy and natural resources, mergers and acquisitions, corporate/commercial and project development and finance.

Anatoly has advised on major high-profile projects, particularly with clients in the natural resources and telecommunications industries. He has also advised on corporate strategies for companies in the energy sector; project financing for various industries in Russia; acquisitions and dispositions; IPOs and private placements in the capital markets sector; the application of the Kyoto Protocol in Russia; and cross-border transactions for major Russian oil & gas companies.

Anatoly is regularly cited in the legal directories, including *Chambers Europe* (2008-2011); *Chambers Global* (2008-2011), *Best Lawyers* 2011 (top lawyer in energy and natural resources) and *International Who's Who Legal*, mining and mergers & acquisition lawyers (2011-2012).

Anatoly is a regular speaker at conferences and a published author. He is Director of the Canada Eurasia Russia Business Association in Moscow. He graduated from Moscow State Institute of International Relations and has an MBA and MSc., both from the OU Business School in London. He is fluent in Russian, English and Swedish.



**Peter Burrows**

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Peter Burrows is a commercial lawyer with a special interest in real estate. He is joint head of the Moscow office and heads the Beijing and Shanghai offices.

Peter has worked on the real estate aspects of numerous corporate and banking transactions and advised on commercial work in the telecoms sector. He has a particular interest in emerging markets and assisted in setting up our Moscow real estate practice, where he worked from 1995 to 1996. He has been responsible for the Beijing and Shanghai offices since 2008 and the Moscow office since January 2011.

Peter read law at Aberystwyth University, qualifying as a solicitor in 1977. He joined the London practice in 1987 and became a partner in 1989.



**Nick Dingemans**

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Nick Dingemans is a corporate energy lawyer based in Moscow. He specialises in the corporate commercial aspects of transactions in the oil and gas, power and mining and metals sectors as well as other infrastructure projects.

Nick has lived and worked in Russia since 2005. He has a broad range of upstream and downstream experience, advising international oil & gas companies, national oil companies, owners and developers on major energy transactions. Nick has advised a number of mining groups on mining and metals transactions in Russia and the region, and globally. He has also advised on the development of new build power stations and other large infrastructure projects.

Nick has worked in Moscow, London, Dubai and Auckland. He joined the Moscow office in 2010, having previously worked for a major international law firm from 1999 to 2010 and before that for a leading New Zealand firm.

Nick has a Bachelor of Laws and a Bachelor of Arts from the University of Canterbury. He is a member of the Law Society of England and Wales.



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Valentina Gluhovskaya is widely recognised as being one of Moscow's foremost lawyers in the corporate, real estate and energy sectors. She is the senior partner of the Moscow practice.

In the real estate field, Valentina has particular expertise in advising both developers and investors on the structuring of acquisitions and disposals as well as on the structuring of security packages. She is also experienced in dispute resolution issues and has successfully conducted litigation arising from highly complex real estate and commercial disputes.

Valentina is regularly cited as a leading lawyer by the legal directories. The European *Legal 500* comments that "Valentina Gluhovskaya has a stellar reputation for real estate and construction law on both the contentious and non-contentious side." Valentina is a member of the Moscow City Bar.



**Aydin Jebrailov**

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Aydin Jebrailov specialises in mining, energy and project finance.

Aydin has represented lenders and borrowers in the financing of a number of major mining projects. He is expert in all aspects of negotiating, structuring and financing subsoil operations in Russia. He also advises on regulatory compliance issues around land, environmental, technical and health & safety matters and has advised outside Russia on oil & gas transactions in Azerbaijan and Kazakhstan.

In the energy sector, Aydin has advised on the complete range of subsoil transactions and is expert in this complex area. This includes experience in complex reorganizations and transfers of subsoil rights of potentially troubled companies to legally secure corporate entities. In addition, he has defended subsoil users from suspension or termination of their rights in administrative disputes and in the Russian commercial courts.

Aydin is regularly cited in leading legal directories, including *Chambers* (2008–2011) (tier 1 ranking in energy and natural resources), *Best Lawyer* (the best energy and natural resources lawyer 2011), *Who's Who Legal* (2008-2012) (a leading specialist in mining and oil & gas), *Legal 500* (the leading individual in energy and natural resources, 2011).

Aydin graduated from Baku State University and has a PhD from the Academy of Sciences, Moscow. He is fluent in Russian, English, Azeri and Turkish.



**Yaroslav Klimov**

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Yaroslav Klimov is a dispute resolution lawyer based in Moscow. Yaroslav is head of Norton Rose Group's dispute resolution practice in Russia and the wider region. He specialises in dispute resolution with significant experience in domestic litigation, cross-border disputes and international arbitration.

Yaroslav represents clients before the Russian state commercial courts and courts of general jurisdiction, as well as before international arbitral tribunals. He has particular expertise in general commercial, corporate, regulatory and product liability litigation and is often involved in high-profile disputes.

A native Russian speaker, Yaroslav is fluent in English, German and French. He was recognised as a ranked individual for dispute resolution in *Chambers Global 2010*, where he was described as "strongly recommended for his arbitration expertise and language skills".

Yaroslav is a graduate of the Moscow State Institute of International Relations and holds a Doctorate in Law from the Institute of State and Law of the Russian Academy of Sciences. He is a member of the Moscow Bar Association. Yaroslav joined Norton Rose Group in 2011.



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Levon Kocharyan specialises in energy and natural resources, corporate and tax law.

Levon is a leading practitioner in the specialised field of mining law in Russia. He advises oil & gas service companies on setting up operations in Russia, registration, work permits, tax and equipment supply and oil services agreements.

Levon's experience covers structuring of projects, joint ventures and metal sales agreements, as well as litigation over title issues, obtaining and transferring mineral licenses, and complex tax structures.

Levon is regularly top-ranked in legal directories, including *Chambers* (tier 1 ranking in energy and natural resources: mining, 2008-2011), *Legal 500* ("one of the country's finest mining and subsoil lawyers"), *Who's Who Legal* (a leading specialist in mining, 2008-2012) and *Best Lawyers 2011* (a top lawyer in energy and natural resources).

Levon graduated from the Moscow State Institute of International Relations. He chairs the board of the Mining Advisory Council and is a member of the energy and tax committees of the American Chamber of Trade and Commerce. He is fluent in Russian, English and French.



**Alexander Tsakoev**

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Alexander Tsakoev is a banking and finance lawyer based in Moscow. He specialises in different types of cross-border and domestic finance transactions governed by English and Russian law. He is expert in the financial institutions sector.

Alexander acts for borrowers and lenders, including multilateral financial institutions, development banks and export credit agencies in connection with bilateral and syndicated loans. He has developed particular expertise in commodity finance, real estate finance, acquisition finance and asset finance. He also has experience of insolvencies and work-outs as well as of M&A and regulatory matters in the banking sector. His sector experience focuses on energy, metals, mining and real estate, but also covers transport and the financial markets.

Alexander studied at the Moscow State Institute for International Relations. Before joining the Group, Alexander spent six years in the Moscow office of a leading international law practice. He had previously worked at Norton Rose (Central Europe) LLP in Moscow as an associate from 2002 to 2005.

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# Norton Rose Group

Norton Rose Group

International coverage

## Norton Rose Group

Knowing how our clients' businesses work and understanding what drives their industries is fundamental to us. Our lawyers share industry knowledge and sector expertise across borders, enabling us to support our clients anywhere in the world.

### Key industry strengths

- financial institutions
- energy
- infrastructure, mining and commodities
- transport
- technology and innovation
- pharmaceuticals and life sciences

### Practice areas

- banking and finance
- corporate
- litigation and dispute resolution
- intellectual property
- antitrust, competition and regulatory
- real estate
- tax
- employment and labour
- employee benefits and executive compensation
- pensions

## International coverage

Our clients include the world's leading banks, finance providers and corporations, as well as governments, supervisory authorities and public bodies. We advise at a policy-making and strategic level and on high-profile, commercial transactions.

### Europe

Amsterdam  
Athens  
Brussels  
Frankfurt  
Hamburg  
London  
Milan  
Moscow  
Munich  
Paris  
Piraeus  
Prague  
Rome  
Warsaw

### Asia

Bangkok  
Beijing  
Ho Chi Minh City\*  
Hong Kong  
Jakarta\*  
Shanghai  
Singapore  
Tokyo

### Australia

Brisbane  
Canberra  
Melbourne  
Perth  
Sydney

### Canada

Calgary  
Montréal  
Ottawa  
Québec  
Toronto

### Africa

Cape Town  
Casablanca  
Dar es Salaam\*  
Durban  
Johannesburg

### Middle East

Abu Dhabi  
Bahrain  
Dubai

### Latin America

Bogotá  
Caracas

### Kazakhstan

Almaty

### US corporate finance

### India

### Turkey

\* associate offices

The Group's business principles are built on quality, unity and integrity. They guide our behaviour and ensure that we operate to the highest standards.

## Principles

### Quality

Clients come first. We work on the basis that if we help our clients to be successful, we will be successful.

Our focus is on providing consistently high-quality legal services to clients across the Group.

We are industry experts. We understand our clients' businesses, industries and markets. Our strong industry focus helps us to forge our market reputation and distinguishes us from our peers.

We have a commercial and pragmatic approach to advising clients on their business dealings.

We develop innovative solutions for our clients' legal and business issues.

We seek to recruit only the best people and we aim to develop them to perform to the highest level.

### Unity

We operate as one team, collaborating and sharing information and knowledge across disciplines and markets to achieve the best results for our clients.

We have a united, international perspective, servicing industries and clients on a global basis.

We value our culture and work hard to preserve it.

### Integrity

We value our people – they are our most important asset – and we promote a culture of respect for the individual.

We expect to deliver work that meets the highest professional, ethical and business standards.

We build long-term relationships with our clients and colleagues by being trustworthy, open and fair.

The purpose of this publication is to provide information as to developments in the law. It does not contain a full analysis of the law nor does it constitute an opinion of [Norton Rose Group Contracting Party] on the points of law discussed.

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## **Moscow**

The Moscow practice has a leading reputation in the energy and mining sectors, which is complemented by its expertise in corporate and M&A, banking and finance, litigation, dispute resolution and real estate.