



Dewey & LeBoeuf

European Real Estate



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About Dewey & LeBoeuf

Dewey & LeBoeuf is a full-service law firm providing counsel throughout the Americas, Europe, Russia/ CIS, the Middle East, Asia and Africa. With more than 1,100 lawyers in major financial and commercial centers, the firm represents national and global corporations, financial institutions and government agencies in their most complex legal matters.

For additional information, please visit www.dl.com.

4
Continents

15
Countries

1,100
Lawyers



European Real Estate

Introduction

Perhaps you are visiting the Tate Modern in London or you might be attending a business meeting at Canary Wharf or visiting the Park Tower in Frankfurt or attending a seminar at La Defense in Paris. You may be booking into the Four Seasons hotel in Almaty to reserve your room for the Winter Games or the Sheraton or Marriott hotels in St Petersburg ready for a meeting in the Petrovsky Fort Business Centre. Whenever you are in a major city around the globe, you will often experience the work of Dewey & LeBoeuf real estate lawyers without even knowing it.

Dewey & LeBoeuf has a network of offices which enables the lawyers of our Global Real Estate practice to provide real estate, land use, finance, structuring, tax, planning (zoning) and environmental services to clients in any country or industry. From our London, Paris, Frankfurt, Milan, Rome and Moscow offices, as well as from Warsaw and New York, we service the needs of developers, investors, lenders, lessees and business occupiers worldwide.

European Real Estate

Dewey & LeBoeuf's European Real Estate Group comprises a wealth of experience in a variety of areas of real estate and commercial property transactions. The group's lawyers provide full-service real estate capability in London, Paris, Frankfurt, Milan, Rome and Moscow, each office serving its local market and also acting on pan-European real estate transactions and real estate issues in other jurisdictions, working, where necessary, alongside local lawyers. Members of the European Real Estate Group also work on international transactions with the firm's major Real Estate and Construction practices in New York and with other practice groups in our network of offices globally.

The group advises clients on the full range of commercial real estate transactions, including acquisitions and disposals, property finance and funding, security, portfolio transactions, head office moves, leases (acting for landlords and tenants), developments and regeneration projects, as well as on a broad variety of real estate-related issues.

We also act on construction matters across a broad spectrum, including in relation to developments, professional appointments and PPP/PFI projects. Our experience includes dealing with the real estate aspects of corporate and finance transactions, due diligence in relation to significant property assets, fund structuring and complex finance transactions, as well as day-to-day issues arising in relation to real estate owned by business clients.

Members of the group work closely with the firm's lawyers in other disciplines, such as corporate, property finance, project finance, tax and planning and environmental, to provide comprehensive advice relevant to commercial real estate matters.

Dewey & LeBoeuf's real estate clients include:

- Developers;
- Investment banks;
- Retailers and hotel investors;
- Institutional investors, investment funds and real estate investment trusts;
- Pension funds, insurers;
- Oil, gas, and energy companies and power generators;
- Manufacturers;

- Major cultural, educational and other not-for-profit organizations; and
- Governmental and quasi-governmental entities.

Indicative clients of the European Real Estate Group include:

- Basel
- Bharati Shipyard
- BP
- Citigroup
- EADS
- Herzog & de Meuron
- Honda
- ING Retail Fund ING Office Fund
- JPMorgan
- LaSalle (French Fund II)
- Louis Dreyfus
- Monteverde Group Immobiliario
- Morgan Stanley
- NM Rothschild
- Pirelli
- Renault
- SGRE Capital

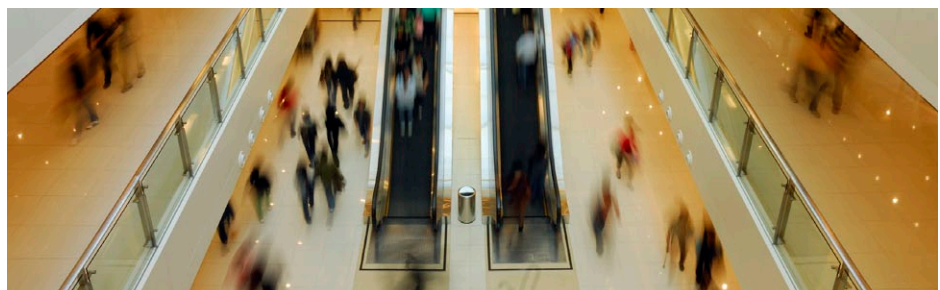
The group represents clients on virtually all kinds of contemporary real estate activities. These include:

- Head office moves and redevelopments;
- Leasing and property management;
- Acquisitions and disposals;

- Development projects and construction;
- Portfolio transactions;
- Financing and investment, including construction, syndicated loan transactions, mezzanine loans, sale and leaseback transactions (including innovative bond financing, and other vehicles employing real estate assets and credit), joint ventures, partnerships of all types and limited liability companies;
- Real Estate Investment Trusts (REITs, SIIcs in France);
- Restructurings and insolvencies; and
- Brownfield regeneration and environmental matters.

Acquisitions, Disposals and Financings

Dewey & LeBoeuf represents investors, lenders and borrowers in relation to their real estate needs on acquisitions, disposals, financings and investments, involving properties in many countries in Europe and beyond. Our finance experience includes construction loans, revolving credit agreements and participating mortgage financings, partnership and limited liability company investments, structured financings, and various types of syndications and other capital market transactions. We represent



international commercial banks, investment banks, trust companies, trading companies and other institutions in their financing activities.

We have extensive experience in transactions involving virtually every kind of real estate property, including office buildings, shopping centres, industrial properties, hotels, leisure developments and vacant land and we advise on major portfolio transactions. We deal with acquisitions, disposals, lease mortgages and other securities, sales and leasebacks, and financings, both of the real assets directly and via the medium of corporate transactions. We also regularly assist clients with acquisition and disposal transactions and structuring in all regions in Europe and around the world, acting as global counsel providing an overview of projects and their fundability.

Tax Planning and Structuring

Tax planning is essential to the success of many real estate transactions. Dewey & LeBoeuf real estate lawyers work with the firm's tax lawyers to structure funds and real estate transactions in a tax-advantaged manner and to advise

clients as to taxes, tax savings and tax exemptions in connection with proposed transactions.

Partnerships, limited liability companies and joint ventures, as well as offshore vehicles, form the basis for many acquisitions. They are also an important element of many development projects and financing transactions. We have significant experience in establishing these entities in a wide range of locations and jurisdictions and work closely with our tax groups to maximise the tax benefits of these ownership structures. We advise on complex transaction structuring and offer the creative problem-solving necessary for the success of our clients' projects.

Development and Construction

Our team regularly assists clients in evaluating development opportunities. We provide pre-transaction advice to structure deals, prepare requests for proposals, analyse responses by developers, financial institutions, tenants and others, and identify appropriate contract vehicles to implement agreed structures and negotiate the agreements.

Land use, development and construction issues are often substantially interrelated, requiring close cooperation and a consistent approach. Our experience includes new construction, renovation, rehabilitation, historic preservation and master planning. In recent years, we have advised clients in connection with some of the most significant development projects in Europe and elsewhere.

Our team has extensive experience in land use, planning and related technical fields. We provide clients with advice on regulatory compliance, planning, conservation, building regulations and other issues, including analysis and interpretation of regulations, administrative procedures and guidelines.

Our involvement in the development process typically includes advice on neighbourly matters such as rights of light and air, rights of way, utilities and practical issues such as crane oversailing. We also advise on actual or potential areas of disputes, including court proceedings.

The Real Estate Group takes a comprehensive approach to the entire development process. In the initial stages of a project, we assist clients in engaging the

owner's representatives and other consultants with the goal of timely completion of planning, budgeting and scheduling. We assist with bidding documents and prepare construction agreements and advise on risk allocation issues and appropriate forms of documentation. We help clients select a construction manager or general contractor and negotiate construction management and general contractor agreements. We regularly assist clients with the selection of an architect and other professionals and the negotiation of the appointments — indeed, we have done so for major projects with some of the world's most prominent architects. Finally, we have substantial experience in resolving construction disputes, including claims for extensions of time and additional costs and warranty claims.

Landlord and Tenant

We have a broad range of experience in leasing, subleasing and lease-related transactions. We act for landlords and tenants of office buildings, ground leases, retail leases and related matters, including consents, licence agreements and security arrangements. In addition, Dewey & LeBoeuf has made frequent use of sale and

leaseback strategies in transactions for clients in a wide range of industries and has created internal group lease structures for financing, tax and other purposes.

With our detailed knowledge of landlord and tenant law, we have also successfully represented commercial landlords and tenants on numerous occasions in relation to matters arising from leases such as rent reviews, service charges, repairing obligations and other lease terms. We also advise owners of leased properties in the negotiation of property management agreements and other management issues.

Environment and Planning

Dewey & LeBoeuf's Environmental and Planning Practice Groups deliver sophisticated and creative solutions to complex issues. The services we offer include assisting clients with environmental assessments and environmental impact statements.

Our firm has a renowned Global Environmental, Health & Safety (EHS) practice, and an experienced Climate Change Group, spanning Europe, Asia, the United States, Russia and other Commonwealth



of Independent States. We have over 30 EHS lawyers worldwide. The European Practice Group is run out of London. Our London team is one of the most experienced EHS groups in the City of London, advising on a wide range of contentious and non-contentious EHS matters. Elsewhere in Europe, we have environmental lawyers in Paris, Frankfurt, Milan and Moscow.

We advise clients on EHS matters in a wide range of sectors, including energy (oil and gas, nuclear and renewables), carbon markets, manufacturing, transport, insurance, leisure and real estate. Our team handles complex, multijurisdictional due diligence and negotiations. We advise on substantial and complex brownfield regeneration projects, advise on liability transfer structures and act on a wide variety of environmental-related real estate matters such as wind farms, gas storage facilities, and LNG storage and distribution projects.

Restructuring and Insolvency

If financial circumstances become difficult, we can advise on restructuring and insolvency issues. These may include the realisation of real estate assets, exits from lease and

other real estate commitments, dealing with current development projects, group reorganisations, enforcement of guarantees, performance bonds and other financial securities, possession proceedings and lease forfeiture.

We deal with matters arising from insolvency including receiverships, liquidations and the transfer and allocation of real estate assets.

Representative Real Estate Transactions

Acquisitions, Disposals and Financings

- Access Industries – a €150 million property financing arranged by Société Générale for the acquisition of two hotels in the south of France;
- Banca Antonveneta – the structured loan granted to Isola S.r.l. (Hines Group) for the acquisition and development of an area in Milan known as “Isola Lunetta”;
- BVI Company – the acquisition and disposal of two apart-hotels near to the Royal Parks in London including advising in respect of town planning, financing, tenancy and managing agent issues, and matters arising from the transfer and exercise of option agreements;

- Carlyle Group – acquisition of a real estate portfolio from an insurance company (€200 million);
- Eastern Property Holdings – \$65 million acquisition of a company whose main asset is a prominent commercial building in St Petersburg, the Petrovsky Fort Business Centre;
- Foncière Europe Logistique (FEL) – the acquisition of a portfolio of ten logistics centres in Germany and France from Morgan Stanley;
- French real estate group – the acquisition and financing of former Thyssen-Krupp housing company with more than 40,000 units (€2.2 billion), and of a portfolio of nursing homes (€100 million);
- German retailer – the sale of a real estate portfolio and the structuring of the selling process (€700 million);
- HSBC group – a €130 million property financing for the acquisition of eight commercial buildings under development;
- JPMorgan – financing the acquisition of France Télécom’s property portfolio;
- LaSalle Investment Management – the acquisition of a real estate portfolio held by RREEF (“Autodistribution” portfolio – 51 assets), the restructuring of the target companies, and the financing and refinancing by Natixis of the existing indebtedness;

- Leading fashion designer/retailer – acquisition of retail premises in London’s West End;
- Louis Dreyfus – various tenancy matters, including obtaining landlord’s consents, subletting, refitting and the provision of security for London office premises;
- Morgan Stanley – several acquisitions of office buildings in Germany (€100 - 700 million);
- Natixis – financing for the acquisition and development of a shopping centre in Udine;
- Nirro Group S.A. – advising shareholders of Cyprus-based AFI Development, in connection with AFI’s \$1.4 billion IPO on the London Stock Exchange. AFI is developing several major commercial properties in central Moscow, including a business centre to be linked to the Byelorusky railway station;
- Pirelli Real Estate Group – the €40 million sale of a hotel complex in Milan;
- Polis – the sale of a real estate complex in the Centro Direzionale Milanofiori (€41 million);
- Renault – the sale of numerous properties in Boulogne;
- RPFFB Intervest IV BV (ING Netherlands fund) – the sale to Caisse des Dépôts et Consignation (French government bank) of an interest in the company which holds tower PB 10 at la Défense, Paris;

- SGR East Capital – the formation of the first real estate fund in Italy; and
- Société Générale – the cross-border financing of the acquisition of real estate companies forming part of the Aedes Group.

Development and Construction

- Atomstroyexport (ASE) (parent Gazprombank) – construction matters for a new nuclear power plant in Bulgaria comprising 2 x 1,000 MW reactors;
- Herzog & de Meuron – their appointment as architects in connection with the Tate Modern extension;
- Honda of the UK Manufacturing – advice in relation to its manufacturing plant in Swindon, including negotiation of planning agreements;
- Investment group in Kazakhstan – the construction aspects of a first class hotel and luxury villa project in Almaty;
- Municipality of Pisa and Parma – setting up urban regeneration companies;
- NM Rothschild – the redevelopment and financing of its new headquarters building at New Court in St Swithin’s Lane, London; and
- Saratovstroysteklo (SSS) – the supply and installation of its new glass manufacturing plant in Saratov, Russia.



European Real Estate (cont'd)

Landlord and Tenant

- Numerous leases in Europe and Russia, representing landlords, tenants and financiers, from short-term tenancies to 100-year-plus investment/development leases of office, retail, industrial, hotel/leisure, education, healthcare, embassy and other premises, including advice on such issues as highly complex provisions for rent adjustments to market value, turnover rents, rent-sharing agreements, development/refurbishments, value-added tax, operation agreements, pre-lets, options and pre-emptions, and all aspects of lease management.

Environment and Planning

- BP – advising on the disposal of a former oil refinery site for remediation and eventual construction of a new urban village in South Wales;
- Advising on the acquisition and development of several proposed wind farms and gas storage developments; and
- Advising on proposed underground gas storage sites.

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