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President's Message



As many of you read this issue of *WLG Connections*, approximately 125 delegates and guests will be gathering under the midnight sun at the World Law Group's Spring 2012 Conference in Helsinki, Finland.

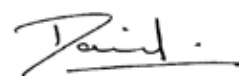
The WLG Board and staff, together with host firm Castrén & Snellman, have been working for the best part of a year to ensure our latest conference exceeds the expectations of attendees – a task made increasingly challenging by the high quality of so many recent meetings. The Board is fully aware of the time and resources required by host firms to mount such a multi-faceted event, so I would like to take this opportunity to thank our friends at Castrén & Snellman for their hard work over the past months.

In Helsinki, I will report to WLG members on several recent initiatives, as well as on total business referrals amongst member firms in 2011. Despite the continuing economic downturn in many parts of the world, 2011 referrals have increased by a healthy percentage. There will be a full report in the Q3 issue. Major strategic projects undertaken in the first half of the first year of this Board's term include the WLG's survey of senior corporate counsel (see story on page 2) and the multi-jurisdictional proposal project led by Board member Heike Wagner, which we will overview for readers in the next issue of *WLG Connections*. I am also looking forward to being the first to "test-drive" the WLG's first mobile app in Helsinki!

We are also welcoming two Observer Firms as prospective members: AZB & Partners as our second member firm in India and Makarim & Taira S. of Indonesia. Senior representatives of both firms will present their credentials during the Opening Plenary and, as is our tradition, existing members will vote on their admission during the Closing Plenary on Saturday, June 9. We provide brief profiles of both firms on page 8 and look forward to introducing them personally, as WLG's newest members, after the conference.

In view of the unprecedented consolidation in the global legal services market, including expansion by some of our member firms into jurisdictions already represented by other members, the Board has approved the new "Jurisdictional Limits Policy" after having received comments on the Policy from some member firms. The Policy provides guidelines for involvement in WLG activities as a way to address the global expansion of a number of our WLG members – which is inevitable given the first-class standing of our firms in their respective countries.

Finally, I wish you all an enjoyable summer (at least those of you in the Northern Hemisphere!); I hope you can take a break and I look forward to seeing many of you at the Fall Conference in Peru, which is less than 20 weeks away!



David N. Kay

WLG News

WLG's Corporate Counsel Study Project Achieves First Milestone

More than 300 senior in-house counsel in over 30 countries had completed the World Law Group's first major survey by the May 15, 2012 deadline, surpassing our minimum target for number of completed surveys.

The "Global Agenda Survey: Issues & Priorities for Senior Corporate Counsel," which was launched in late March, was conducted in association with LexisNexis Martindale-Hubbell International (LNMHI) and ELD International.

The survey was conceived as a unique information-gathering project: first, because it was designed to collect data on major operational and compliance challenges faced by Chief Legal Officers, General Counsel and other senior counsel in multinational companies today, as well as their solutions to these challenges – instead of focusing on relationships with outside counsel, as do many of the surveys fielded to this audience. In addition, with the distribution assistance provided by LNMHI, ELD and many WLG member firms, the WLG also aspired to truly global coverage – as compared to other surveys that are largely limited to one region.

As explained in WLG President David Kay's February 8 memo announcing the in-house counsel study project to member firms, the overall aim of the project is "to achieve our Strategic Goal of helping member firms compete more successfully against global law firms, a key element of which is to raise awareness of the WLG, particularly in 'select global law departments.' One agreed tactic is implementing a regular communications program with information of value focused to corporate counsel." The study survey was designed to collect that "information of value".

The next steps in this project are to analyze the survey responses and prepare an in-depth report with comparative data on key concerns facing in-house legal departments worldwide, strategies being implemented to improve the efficiency and effectiveness of the legal function, challenges in new and emerging markets in which their companies are operating and other areas. The study findings will interest in-house counsel in terms of seeing how their business challenges and solutions compare and contrast with those of their peers in different regions and industries. The study results are also expected to be of significant value to member firms, as a source of current data to inform their own business planning and client development initiatives.

Preliminary highlights of the survey analysis will be shared with member firm delegates attending the WLG's Spring Conference in Helsinki, on Saturday June 9, during a "WLG Strategic Projects Update" plenary (see the article below). The Global Agenda report will be released early this summer, first to member firms to distribute to their clients, and then more broadly by project partners LNMHI and ELD. The report will also be widely promoted through a worldwide media relations campaign.

As David explained in his February 8 memo, "This project is a first step in building a platform to support the WLG and member firms' business development efforts with global corporate counsel."

Look for another update on this important strategic initiative in the next issue of *WLG Connections*.

Multi-jurisdictional Proposal Template to be Presented in Helsinki

As reported in the Q1 2012 issue of this newsletter, the World Law Group Board of Directors launched another initiative from the organization's Strategic Plan earlier this year: the launch of a "Multi-jurisdictional Projects Steering Committee" (MJPS) whose mandate includes identifying best practices in marketing and business development (including responding to requests for proposals and pricing), multinational client service delivery, professional development, project management, billing, and other areas where WLG member firms might collaborate to deliver a more "seamless" client experience, to enable them to compete more effectively with global law firms and other networks.

Board member Heike Wagner is chairing the MJPS. Its first project – the preparation of a draft multi-jurisdictional RFP proposal template – will be presented during a "Strategic Projects Update" plenary on Saturday, June 9. Heike will explain the thinking behind the template, which drew on the CMS organization's experience in preparing multi-jurisdictional proposals and input from WLG Board members, and discuss other WLG resources in development that will also assist member firms to prepare multinational pitches and proposals.

Heike's presentation and delegates' input will be informed by a plenary scheduled for Friday, June 8, for which conference host firm Castrén & Snellman has assembled a stellar panel of senior Finnish corporate counsel to discuss "Multi-jurisdictional Projects & Proposals: The Client Perspective."

Second WLG Managing Partners' Roundtable Participants Share Views on Talent "Poaching"

WLG President David Kay welcomed 14 participants to the second annual "Member Firm Managing Partners' Roundtable" virtual meeting on April 18, 2012.

After a round of self-introductions by all firm leaders attending, David provided a brief overview of major upcoming WLG events, including the Spring 2012 Conference in Helsinki, June 7-9 (as well as the WLG seminar for host firm Castrén & Snellman's clients and other guests scheduled the day prior to the conference, on June 6) and the Fall 2012 Conference in Lima in October.

David also summarized recent and current initiatives including the WLG's Global Agenda study survey, the adoption of the "WLG Policy Governing Member Firms' Jurisdictional Limits in WLG Activities", the involvement of several WLG members in the World Bank's highly regarded study, "Investing Beyond Borders", and the development of the WLG's first mobile application (see story below). He also provided a top-line report on 2011 WLG referrals among member firms, then introduced discussion facilitator Leigh Dance of ELD International, who asked Roundtable participants for their input and preferences on location, venue and discussion topics for the second annual "WLG Member Firm Leaders' Summit" to be held this fall.

Noting that the goal is to encourage as many firm leaders as possible to attend, and that participants of the 2011 Leaders' Summit meeting in Istanbul had recommended that the next Summit should be a discrete one-day or 1.5-day event (rather than being integrated with the Fall WLG conference), Leigh asked attendees for their views to augment input provided via a short online survey of member firm leaders conducted prior to the Roundtable. During the April 18 meeting, participants also discussed topics of most interest for the 2012 Leaders' Summit. Leigh suggested that she and the WLG would follow up to gather additional input, and then communicate the final selected date and venue shortly, with agenda information to follow early this summer.

Leigh then opened the main discussion topic, "Keeping Your Top Talent: The Global 'Poaching' Issue & Defensive Strategies for WLG Member Firms". She noted that, in the current economy and "hyper-competitive" legal services market, the quickest way to acquire business is to acquire talent that will help produce business by bringing clients with them – a strategy that more and more firms seemed to be adopting. A combination of enticing compensation

packages and the opportunity to have access to a better, more supportive platform to perform often spurs top talent to change firms.

A lively discussion ensued, with many firm leaders agreeing that Leigh's observations aptly described what was happening in their markets. Leaders from Ireland and Italy said the opposite was being seen in those economically challenged countries, with lawyers staying put or even leaving local offices of international firms due to the career stability and security offered by independent domestic firms.

When asked what strategies their firms are employing to retain top talent, one U.S. managing partner noted that his firm provided focused individual attention via tailored business development and marketing plans for high-potential lawyers. "That's rare among big firms," he added. Another participant noted that his firm's "induction programs" for new partners, which offer them top-quality training and orientation for several days, enables them to quickly find their feet in the firm and feel they are part of the organization immediately.

When asked whether there were ways the WLG could help member firms retain their top talent, participants observed that the ability to significantly expand their international contact network was attractive to many high-value partners. Another noted that regional practice- or industry-focused meetings would facilitate this relationship-building.

WLG Human Resources Law Group Names New Co-Chair

Long-time HR Law Group Chair David Wolfe of Drinker Biddle & Reath announced that Ian O'Herlihy of Mason Hayes & Curran in Ireland had agreed to sign on as Co-Chair, during the group's quarterly teleconference on May 10.

Ian is head of the firm's Employment Law and Benefits Unit and has over 25 years' experience advising public and private sector employers on both contentious and non-contentious employment law issues. He is regularly involved in employment-related litigation and appears regularly in all Employment Law forums, including Ireland's Labour Relations Commission, the Labour Court, the Equality Tribunal, the Employment Appeals Tribunal, the Circuit Court, the High Court and the Supreme Court, and has been involved in many leading employment cases in recent years.



IAN O'HERLIHY

He advises a broad range of employer clients on drafting and reviewing workplace procedures and employment contracts, on dealings with trade unions and professional organizations and advises widely on investigation of complaints and the conduct of disciplinary investigations and hearings. He acts for all the main education management organizations in the primary and secondary sectors and for several hundred education institutions at primary, secondary and third levels. In addition, he acts for the HR departments in a number of large voluntary hospitals.

Ian is a member of the Employment Lawyers Association (UK), Employment Law Association of Ireland, the European Employment Lawyers Association and Education Lawyers Association (UK), and lectures widely on employment law and educational law throughout the education sector. Ian regularly provides comment on current employment issues in the national media. He provides training courses on a range of employment law issues, and delivers seminars on a range of legal topics in his specialist areas including risk management, compliance with statutory and common law and the new Fitness and Probity regime in the Financial Services sector.

In the 2011 edition of *Chambers Europe - Europe's Leading Business Lawyers*, Ian is recommended as a "leader and a true specialist in his field for Employment" Sources praise "his inherent and unquestionable understanding of the sector," and say he "understands the issues and how to resolve them".

Ian hoped to meet several WLG HR Law Group members in person during the annual conference of the European Employment Lawyers Association, which took place in Dublin, May 10-12.

WLG Mobile App Launches in June

World Law Group President David Kay will "cut the ribbon" (albeit a virtual one), on the organization's first mobile application on June 9 during a plenary session at the WLG's Spring Conference in Helsinki.

Members of WLG firms around the world, as well as public users, will be able to download the "app" at the same time, when it goes live at approximately 6:00 a.m. GMT.

Version 1.0 of the WLG's app will provide smart phone users with access-on-the go to:

1. WLG Member Firm Directory, which will include essentially the same information provided in the Directory on www.theworldlawgroup.com:
 - Member firm name, main office address, telephone and fax numbers, website url, main contact names and email addresses, plus a map link for that office;
 - A link to a list of "Other Offices" of each member firm, also with address, telephone, etc., as well as the relevant Google map links;
 - The same "Find a Member Firm" feature, searchable by firm name, jurisdiction or city as available on our main website.
2. An "About the WLG" section, similar to that on our main website, which includes "WLG Quick Facts," a list of WLG Practice & Industry Groups, "Success Stories," "WLG Membership Admission," and a list of current "Client Resources".
3. "Contacts," which would again be similar to that on the website ("Main Contacts": David Kay and WLG staff, and "All WLG Contacts": the WLG Board of Directors, Practice & Industry Group Chairs/Co-Chairs, and WLG staff).
4. Upcoming Conferences.
5. "What's New": Titles/links to short news items and other announcements from the WLG and its member firms.
6. Site Search, enabling users to search all of the content on the app related to, for example, a specific jurisdiction, firm, etc.

Future Features Considered

As budget permits, the WLG will also consider adding additional features to expand the usability of the mobile app. These could include a log-in to the Members' Portal (and automated password reminder) to enable users to access currently available website features such as "Find a Lawyer", which allows users to find a member of any WLG Industry or Practice Group by practice/industry area, firm or jurisdiction/city as well as upcoming group events, discussion threads and more.

Mobile devices supported by Version 1.0 of the WLG app will include the latest and most popular versions of Android, iPhone and Blackberry devices.

Success Stories

CMS Hasche Sigle & Greenberg Traurig LLP Team Up on Acquisition

A joint team from WLG members CMS Hasche Sigle in Germany and Florida-based Greenberg Traurig recently advised Evans Analytical Group (EAG) in its acquisition of PTRL Labor für Umwelt- und Pestizidchemie GmbH (PTRL Europe) of Ulm, Germany, and the legally independent company PTRL West, Inc. (USA).

Evans Analytical Group, Inc. is the world's leading, fully integrated, independent laboratory network, providing high-value expert analytical and testing services to a wide range of industries and end users. (EAG is majority owned by Odyssey Investment Partners, LLC, a leading private equity firm with more than US\$ 2 billion in capital under management.)

PTRL is a leading contract research laboratory serving the agrochemical industry. PTRL provides Analytical Chemistry and Residue Analysis, Environmental Fate and Metabolism services to assist in the required regulatory testing to bring new pesticides to market and re-registration of existing compounds to a global network of customers.

PTRL West and PTRL Europe will continue to operate under their current names and locations as divisions of EAG. Financial terms of the transaction were not disclosed. The deal enables EAG to add agrochemical companies to its portfolio of service offerings for high-tech industries. The joint team from Greenberg Traurig and CMS Hasche Sigle advised EAG on all legal aspects of the transaction.

Member Firm Profile

Meet Castrén & Snellman: A Storied History, Great People and a Leading Law Firm in Finland

History buffs among *WLG Connections* readers will be interested to know that the host firm for the World Law Group's Spring 2012 conference is decades older than the country it calls home.

Castrén & Snellman was founded by Kaarlo Castrén and Frans Emil Snellman on June 1st, 1888, and the firm's first

case was handled by Kaarlo Castrén before the City Court of Helsinki on June 8th, 1888. He was counsel for the defendant in a postponed procurement dispute that he had to further postpone because the firm had only been given the case that morning.

Finland did not become an independent republic until 1917, after the October Revolution in Russia. Further back, most of the region was part of the Kingdom of Sweden from the 13th century to 1809, when the vast majority of the Finnish-speaking areas of Sweden were ceded to the Russian Empire, at which point it became the autonomous Grand Duchy of Finland. After 1917, tensions between right- and left-wing factions erupted as a civil war the next year. Despite the war, Castrén & Snellman persistently continued its business.

The firm's first office was in a one-storey wooden building in the centre of Helsinki. At the time the firm was founded, there were no cars on the streets. The city's first tram line started running in the same year the firm was established, although the trams too were drawn by horses. Also taking cases outside of Helsinki, Castrén & Snellman's lawyers made long trips to the countryside by horse and carriage, even in the bitter winter months.

(Castrén & Snellman's address has changed several times over the years, but has always stayed within a few hundred metres of where it was founded. Today, the Helsinki office is located right in the centre of Helsinki by the beautiful Esplanadi Park.)

Up to the 1920s, the firm handled every variety of relatively small-scale legal matters in Finland. A decade later, having established a strong reputation as a competent and respected local advisor, Castrén & Snellman was receiving major international assignments, for example, when Esso and General Motors established offices in Finland in the 1930s. During the Second World War, Finland fought the Soviet Union during the Winter War (1939–40) and the Continuation War (1941–44). Late partner Martti Olsson kept the firm going while its other lawyers were at the front.

Post-War Growth

After the wars, the economy in Finland began to recover. During the 1960s and '70s, companies typically concentrated their legal assignments with one firm. Castrén & Snellman handled this work for Esso, the firm's largest client at the time, and Stockmann, founded in 1862 and today one of Finland's leading retailers with 16 department stores and over 700 stores in 15 countries.

After the strong growth of the 1980s, Finland was thrown into a severe recession. Unemployment grew, and many companies were driven into bankruptcy. During these troubled times, Castrén & Snellman administered many of Finland's largest bankruptcies and restructurings—among them that of the Kansa Group, Finland's largest bankruptcy to date.

When the Finnish economy pulled out of the recession and began to grow again in the mid-1990s, the Finnish mergers and acquisitions market also revived. Castrén & Snellman increased its focus on handling major transactions, such as the listing of Konecranes (today one of the world's largest makers of cranes and other lift equipment, with 11,700 employees at 609 locations in 47 countries) and the construction of the Helsinki-Lahti motorway.

The late 1990s and early 2000s saw Castrén & Snellman branch out into new areas of business law. At the same time, the firm grew to become one of the three largest in Finland. It also began to look beyond the country's borders with an international strategy that included joining the World Law Group in 2002.



PAULIINA TENHUNEN

"When we decided to join WLG, the businesses of our Finnish clients were expanding into the global market," says Managing Partner Pauliina Tenhunen. "In addition, Finland is a relatively small legal market, and we benefit greatly from inbound referrals when international clients have business in Finland. Today, we are

extremely happy that our membership in WLG, and its extensive network of first-class law firms, greatly helps us in both of these areas. Castrén & Snellman aims to continue growing as the largest law firm focused on the Finnish market and on the global needs of Finnish companies."

Finland's Largest Independent Law Firm

In the time between the firm's 100th anniversary in 1988 and its 120th anniversary in 2008, the firm grew from employing 15 people to employing over 150. Today, Castrén & Snellman is Finland's largest independent law firm, with approximately 120 lawyers. More than 50% of its work is cross-border. The firm has a long tradition of working with clients in the United Kingdom, continental Europe and the United States.

Castrén & Snellman has a hand in all of Finland's major assignments. The firm offers the largest range of legal services on the Finnish market, which enables it to tailor its services to meet the unique needs of any company or business sector. The firm's renowned workplace atmosphere has enabled it to recruit the best experts in the business.

As a full-service business law firm, its market-leading practice areas include: mergers and acquisitions; capital markets and financial regulation; private equity and venture capital; banking and finance; corporate; tax; IP, technology and life science; EU and competition; insolvency; dispute resolution; employment; real estate and environment; maritime, transport and insurance; international construction and projects.

Castrén & Snellman handled many interesting and challenging assignments in 2011. The firm advised YIT Construction, Destia, Meridiam Infrastructure Projects and Ilmarinen Mutual Pension Insurance Company in the E18 Motorway Project, and Flybe in the acquisition of Finnish Commuter Airlines, Finland's largest domestic air carrier by operations, in a joint venture with Finnair. In 2012, the firm has been busy in multiple deals across its transactional practice, for instance, it advised the underwriters in Outokumpu's EUR 1 billion pending rights issue, which is one of Finland's largest rights issues ever.

Castrén & Snellman invests heavily in continuous training for its employees and has set itself the goal of being the best workplace possible for all its employees. "Cassu College" is the firm's internal training program, which provides the firm's personnel with versatile skills they can put to use in their everyday work. The goal of the program is to help the firm's employees develop as professionals and to share their expertise with one another.

Firm Leadership Today

Castrén & Snellman's partners elect the members of the Board of Directors from amongst themselves. Current members of the firm's Board of Directors are: Merja Kivelä, Chairman; Marko Hentunen; Pekka Jaatinen; Anna Kuusniemi-Laine; Arto Linnervuo; Uwe Uusitalo; and Jan Örndahl.

Castrén & Snellman's Management Group is responsible for the practical execution of the strategy drafted by the Board, and for leading the development of the firm's internal processes to best support the firm's client work. Four of its members are partners and five are other staff. The firm-wide composition of the Management Group is designed to ensure that all employees and operations are taken into consideration in its decisions.

The members of the Management Group are: Pauliina Tenhunen, Chairman; Marko Hentunen; Heikki Ilvessalo; Merja Kivelä; Anna Kuusniemi-Laine; Jukka Paloheimo; Outi Ruohola; Terhi Talvitie; and Jan Örndahl.

Castrén & Snellman is well known as a diverse law firm with a meritocratic structure where 27% of the firm's partners and both the firm's Managing Partner and Board Chair are female. In 2011, the firm won both the European Women in Business Law award for "Finland Law Firm of the Year" and for "Best Gender Diversity Initiative" by a regional firm.

Serious About Social Responsibility

Along with its lawyers' provision of pro bono counselling through the Finnish Bar Association, the shared concern of Castrén & Snellman personnel about the consequences of climate change led to its entire organization taking action. The Helsinki office was the first law firm in Finland to meet the requirements of the World Wildlife Fund's "Green Office" environmental program.

In 2007, the firm began working with the John Nurminen Foundation, whose Clean Baltic Sea project seeks to significantly reduce the amount of phosphorous in the Baltic Sea. Reduced phosphorous levels will curb the growth of cyanobacteria, toxic varieties of which pose dangers to humans and other animals as well as marine life in general. In addition to monetary donations, Castrén & Snellman provides the foundation with legal services free of charge, and spreads information about the project at client and other firm events.

WLG Spring Conference delegates and guests will have the opportunity to hear more about the Foundation's work from its Secretary General, Erik Båsk, during a keynote address on Saturday, June 9. Learn more about the Foundation at www.johnnurmisensaatio.fi/?lang=en.

A firm that obviously cares about its people at all levels as well as its clients, a leader in its market, with an international perspective and a strong sense of social responsibility: that's Castrén & Snellman.

WLG Conferences

Ambitious Program for Spring Conference in Helsinki

With final planning for the World Law Group's Spring 2012 Conference in Helsinki in early June nearing completion as this issue of *WLG Connections* went to press, it

was clear that delegates and guests will enjoy an action-packed few days in Finland's capital.

Two optional city tours are on offer for the morning of Wednesday, June 6, followed by an early business program start for delegates in the afternoon: a WLG-organized pre-conference seminar for clients of host firm Castrén & Snellman and other guests. "Regulatory Hurdles in Cross-Border M&A Transactions" will feature a panel of speakers from Finland's major trade and investment partner countries: José Luis Freire of TozziniFreire in Brazil, Rongkang Wang of King & Wood Mallesons in China, Jean-Luc Soulier of Soulier Avocats in France and Christian Traichel of Taylor Wessing in Germany, as well as Castrén & Snellman's own Sakari Lukinmaa who will present on Finland's new foreign investment law. The session will be moderated by C&S partner Juha Koponen and will be followed by a cocktail reception for seminar guests and WLG delegates.

The host firm has also organized an optional group meal for delegates and guests who have arrived by Wednesday evening at the conference hotel in central Helsinki, the Hotel Kämp.

The conference's official business program kicks off on Thursday, June 7, with an Opening Plenary that includes: a short keynote address by Risto E.J. Penttilä, Secretary General of the European Business Leaders' Convention; a report from WLG President David Kay; introductions of and presentations from observer firms AZB & Partners of India and Makarim & Taira S. of Indonesia; a formal welcome to Helsinki and presentation on the host firm by C&S managing partner Pauliina Tenhunen.

Other business program highlights include:

- "WLG Power Workshops for Better Business Development": During this Thursday afternoon plenary session organized by the WLG's Business Development Committee, all delegates will participate in two workshops selected from 10 proffered marketing and business development topics, including networking, presentations, client meetings, and business development for young lawyers. Each workshop will be facilitated, and involve small groups exchanging personal learning experiences, tips and best practices, with the goal of providing each participant with several "take-aways" to improve on their own performance in that area, which will also be shared with member firms after the conference.



- After attending their choice of WLG Practice & Industry Group meetings on Friday morning, delegates will convene again for a plenary on “Multi-jurisdictional Projects and Proposals: The Client Perspective” which will feature a stellar line-up of in-house counsel from major Finnish companies discussing their experiences with multi-jurisdictional projects and legal teams, to provide WLG member firms with insights on how clients expect such teams should be structured, managed and evaluated. (This session is expected to provide valuable background for the Saturday morning plenary, which will be devoted in part to the proposed multi-jurisdictional proposal template project, described in the story on Page 2.)
- The Governor of the Bank of Finland will appear as keynote speaker at the delegates’ lunch on Thursday. Erkki Liikanen, who was recently appointed as Chair of the European Commission’s “High-level Expert Group” on reforming the structure of the EU banking sector and who is also a former European Commissioner, will provide a current overview of the Euro Zone debt crisis.
- Mr. Liikanen’s address will provide an ideal introduction to a WLG member panel which will exchange views on “The Euro Zone Debt Crisis and Its Impact on Global Legal Services Markets” immediately following lunch. Panelists include a mix of those from affected jurisdictions and major trade and investment partner countries.
- Friday’s final session offers delegates an intriguing selection of three regional group meetings, two of which focus on developments in specific industry areas in the relevant region: “Infrastructure & Public-Private Partnerships in Latin America: Opportunities and Issues for Foreign Players” and “New Financial Services Regulation in Europe After the Global Financial Crisis”. The Asia-Pacific Regional Group meeting will examine “Free Trade Agreements vs Trans-Pacific Partnerships: Differences Between Them and the Benefits of Each”.
- The final conference day on Saturday offers two plenary sessions, a “WLG Strategic Projects Update” which will include updates on the WLG’s global survey of senior in-house counsel (see Page 2), an introduction to the multi-jurisdictional proposal template mentioned above (also see Page 2) and the official launch of the WLG’s first mobile application. That session will be followed by the traditional Closing Plenary, which this time will include a vote to admit the two observer firms attending, an invitation to the WLG’s Fall Conference in Lima, Peru by member firm Payet, Rey, Cauvi, and closing remarks by David Kay. A final keynote ad-

dress for delegates and guests will be provided by Erik Båsk, Secretary General of the John Nurminen Foundation, which is dedicated to improving the Baltic Sea.

Other traditional program offerings throughout the conference include the orientation for first-time delegates and the Young Partners’ Forum luncheon on Thursday just prior to the Opening Plenary, the Friday breakfast meeting of the WLG Business Development Committee and the Saturday breakfast meeting for Board members and leaders of WLG Practice & Industry Groups.

Saturday evening all can look forward to the conference’s gala dinner at the impressive Finlandia Hall.

Two Prospective Member Firms Attend Helsinki Meeting

With much global investment and trade increasingly shifting to the Asia-Pacific region, the World Law Group began searches for new member firms in the region, specifically, a high-quality independent firm in Indonesia – one of the world’s fastest-developing markets – and a second firm in India, now the fourth largest economy.

After months of research, analysis and discussion, the Membership Committee recommended two firms to the Board of Directors: AZB & Partners in India and Makarim & Taira S. in Indonesia. Representatives of both firms will attend the WLG’s Spring Conference in Helsinki to present their firms’ credentials for being admitted to membership and, in turn, acquaint themselves with existing WLG members.

AZB & Partners is a combination of the practices of CZB & Partners in Mumbai and Bangalore, and Ajay Bahl & Company in Delhi. Its practice is structured to offer an appropriate combination of legal and transactional expertise and broader market sector knowledge in a timely and effective manner.

With approximately 300 personnel, including an integrated team of 225 legal professionals, AZB & Partners provides highly regarded legal services in the corporate, commercial, regulatory, financial and tax planning aspects of modern businesses. It advises in the field of mergers, acquisitions, joint ventures and general corporate, regulatory practice and securities laws, private equity, capital markets, funds practice, banking and finance, microfinance, derivatives, infrastructure and project finance, real estate, media and entertainment, information technology and business process outsourcing, employment, insurance, intellectual property, pharmaceuticals

and biotechnology, taxation, aviation, competition law, and litigation and arbitration.

The firm's domestic and international clients range from privately owned to publicly listed companies, including Fortune 500 entities, multinationals, investment banks and private equity firms. It advises and assists its overseas clients in establishing and operating their business in India. AZB & Partners has extensively advised overseas investors in setting up an Indian presence through representative/ liaison or branch offices, joint ventures and subsidiary companies. The firm has also been responsible for advising several of the large Indian business houses in their overseas acquisitions of foreign enterprises.

The firm's professionals comprise a diverse mix of backgrounds. Several have studied in premier legal institutions in the United States (including Harvard University and Columbia University) and the United Kingdom (Cambridge University, Oxford University and the London School of Economics) and also have the experience of working abroad. Certain of its partners are also members of the New York Bar. Some of its partners are qualified accountants in addition to holding law degrees and have practised accounting with significant emphasis on tax planning and structuring and indirect tax expertise. Many of the firm's lawyers have been recognized by industry-watchers including *Chambers Global* and the *Asia-Pacific Legal 500* as leading practitioners in their fields.

Abhijit Joshi and Srinath Dasari will attend the WLG's Helsinki conference to introduce their firm to delegates.

Makarim & Taira S. is one of Indonesia's leading corporate and finance law firms. It was founded in 1980 by Harvard graduates Nono Anwar Makarim and Frank Taira Supit, and has since grown to become a multi-disciplinary practice with 47 fee-earners and 45 support staff. The firm's personnel represent and demonstrate a comprehensive range of expertise and experience in both Indonesian and international law and business practices. The firm, which has received recognition in a number of leading references and international legal guides, is now and will be in the future fully committed to the future both of Indonesia and the firm's clients in their business dealings here.

Makarim & Taira has impressive and far-reaching contacts and connections both in Indonesia and overseas. Over the years the firm has formed strong and lasting relationships with a large number of clients and businesses. The firm also has unique experience and insight into many aspects

of Indonesia's business and governmental spheres and has the necessary expertise to assist clients of WLG member firms in their Indonesian investments and transactions.

While the focus of the firm's practice has been and remains in the corporate/commercial and finance fields, Makarim & Taira has significant expertise and a growing reputation in other practice areas such as major projects (including power, telecommunications and ports), debt restructuring and telecom, IT and e-commerce. Areas in which the firm has established itself as a leading practice include: aviation (in which it was named "Asian-Mena Counsel Aviation Firm of the Year" in 2011), hotels and tourism, distribution law, franchise law, property/real estate, litigation and arbitration, IP, employment/labour, international trade, oil and gas/energy, mining, project finance, construction, insolvency/bankruptcy, privatization, M&A, capital markets, banking and foreign investment/joint ventures.

Both the firm and several of its individual practitioners score highly in various international rankings, including those of the *International Financial Law Review*, *The Legal 500* and *Asia Law*.

Partner Rudy Kusmanto and foreign consultant Richard Cornwallis will introduce their firm to WLG Spring Conference delegates in Helsinki.

Fall Conference Host Firm Reveals Highlights of Lima Program

Payet, Rey, Cauvi, host firm of the WLG's 2012 Fall conference in Lima, Peru, October 18 to 20, has already been working for several months with WLG Director of Group Services Beth Castro to line up an intriguing visit for conference delegates and guests in Peru's vivid and dynamic capital.

Also the largest city in Peru, Lima is located in the central part of the country, on a desert coast overlooking the Pacific Ocean. Together with the seaport of Callao, it forms a contiguous urban area known as the Lima Metropolitan Area. With a population approaching nine million, Lima is the fifth largest city in Latin America, behind Mexico City, São Paulo, Buenos Aires and Rio de Janeiro. Lima is home to one of the largest financial hubs in Latin America.

Lima was founded by Spanish conquistador Francisco Pizarro on January 18, 1535, as la Ciudad de los Reyes, or "the City of Kings". It became the capital and most important city in the Spanish Vice Royalty of Peru. Following the Peruvian War of Independence, it became the

capital of the Republic of Peru. Today, around one-third of the Peruvian population lives in the metropolitan area.

The WLG conference hotel will be the JW Marriott Lima. With a stunning central location, outstanding architecture and magnificent views, the Marriott Lima towers above grand, ocean-side cliffs in the most historical and architecturally significant district of Miraflores. It offers the WLG plenty of meeting space as well as sweeping panoramas of the Pacific Ocean from every guest room.

Conference delegates and guests will enjoy a welcome cocktail reception at the Huaca Pucllana Restaurant, also located in Miraflores. Pucllana was an important ceremonial and administrative center of Lima culture, a society that developed between 200 and 700 AD. Its magnificence was reflected by the configuration of monumental architecture. Today, fifteen centuries after those early residents gave life to Pucllana, Payet, Rey, Cauvi will offer a sample of the best Peruvian cuisine.

Conference delegates and guests will also have a special dinner at the Osma Museum. Situated in the colourful, traditional district of Barranco, the museum is located in the old residence of the Osma family, built by Don Pedro de Osma y Pardo in the first decade of the 20th century. The two buildings that today comprise the museum are built in the French art nouveau style, with stained glass, wrought plaster and crystal chandeliers gracing more than 10 halls.

Conference guests will also see more of the bohemian district of Barranco, with its eclectic boutiques, restaurants and galleries, during a guided tour.

Information about optional tours, including to Cusco (the site of the historic capital of the Inca Empire, and which was declared a World Heritage Site in 1983 by UNESCO), Machu Picchu (a pre-Columbian 15th-century Inca site located 2,430 metres (7,970 feet) above sea level, located in the Cusco Region) and Peru's Amazonian rain forest, will be available shortly after the WLG's Spring Conference in Helsinki. Look for program and registration information in July.

WLG Internship Program

Working in Amsterdam: German Lawyer Visits CMS Derks Star Busmann



By Kai-Guido Schick
CMS Hasche Sigle

As lawyers we have to look more and more across borders – a development not only caused by a growing number of international M&A transactions but also by the fact that we increasingly have to deal with clients from abroad or clients wanting to invest outside of our jurisdiction. Therefore, I was very delighted when I got the opportunity to work for six months in the Amsterdam office of CMS Derks Star Busmann.

CMS Derks Star Busmann is one of the leading law firms in the Netherlands with about 175 lawyers, civil-law notaries and tax advisors. It has offices in Amsterdam and Utrecht, and is a member of both the World Law Group and of the CMS organisation. The Amsterdam office occupies three floors of the Mondriaan Tower near the river Amstel and offers a great view of the whole city of Amsterdam. I was surprised to find out that, while Amsterdam is the largest city in the Netherlands and easily accessible globally via its international airport, the government is seated an hour away in The Hague (Den Haag).

One thing I noticed immediately upon arrival is that Amsterdam is a city of bicycle riders. The reason why so many people, students as well as businesspeople, use bicycles as their favourite means of transportation is easily to explain: it is very hard to find parking spaces in the city, even if you live there. Therefore, it was a good decision to leave my car in Germany even though it was quite unusual for a German to go without one.

My decision to spend six months at CMS Derks Star Busmann was influenced by the fact that The Netherlands is not only famous for its holding companies but also a highly popular destination for investment. Therefore, I was happy that my secondment at CMS Derks Star Busmann offered me the possibility to get a better understanding of the Dutch legal system, and to get an insight into real estate investments in the Netherlands – an aspect that was of special interest for me, as I am a corporate and real estate lawyer.

It was a valuable experience to see during my stay (even if we do share a lot of similarities in other respects) that some problems a German lawyer regularly has to face with real estate transactions are of no relevance for a Dutch lawyer, while other aspects I thought that should not be problematic in the view of a Dutch lawyer and the Dutch legal system are highly relevant. Due to the fact that civil law notaries work in the Amsterdam office, I also gained insight into the Dutch system of civil law notaries that differs from our German system of public notaries in so far as there exists a separation between corporate and real estate law. Furthermore, my Dutch colleagues offered me the opportunity to visit the PROVADA, a major real estate investment fair that takes place every year in Amsterdam, which serves as a meeting point for investors and advisors.

Besides the professional aspects the secondment offered me, it also gave the opportunity to get closer to my Dutch colleagues and enjoy a great city. Amsterdam is a very dynamic international city with lots of young people. The development of Amsterdam started in the Middle Ages. Therefore, you can find many historic buildings in Amsterdam, especially from the time of the Golden Age, when the East Indian Company, the first company that issued shares, promoted international trade with Amsterdam as one of its centres. To get a better impression about that interesting time, it is advisable to visit some of the famous museums of Amsterdam, like the Rijksmuseum (among others, home of Rembrandt's "Night Watch"), the historic museum or the tropical museum. And nobody who visits Amsterdam should miss the chance to tour one of the numerous canals of Amsterdam by boat.

I had a very informative and interesting time in Amsterdam and I want to express my special thanks to my Dutch colleagues for the warm welcome, the stimulating conversations and all the support offered to me.

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Legal Insight

Solving the Legal Challenges of Trustworthy Online Identity

By: Thomas J. Smedinghoff
Edwards Palmer Wildman

Editor's Note: (In this issue, we present Part 1 of this comprehensive article on the need for improved online identity management, which should be of interest to anyone – lawyer or layperson – who conducts financial transactions online. Look for Part 2, which examines the need for an identity "trust framework" as well as the privacy and liability issues in building such a framework, in the next issue of WLG Connections. If you can't wait to read Part 2, find the complete article on www.theworldlawgroup.com.)



THOMAS J. SMEDINGHOFF

In this age of phishing, hacking, identity fraud and other forms of cybercrime, answering two simple questions – "Who are you?" and "How can you prove it?" – is fast becoming a critical requirement for online business activities.

In fact, this issue of online identity was elevated to a key priority by the White House in April 2011 when it released its *National Strategy for Trusted Identities in Cyberspace* ("National Strategy").¹ Through this document, the Administration began the process of tackling the difficult problem of facilitating a trustworthy and interoperable online identity management capability.

Solving this "identity management" challenge has become quite complex as the increasing need for cross-organization collaboration, concerns about security, and the problem of user password management suggest that the traditional company- or vendor-issued username and password approach is no longer adequate. As a consequence, various forms of federated identity management, where a third party identity provider plays a key role, are rapidly emerging as a preferred approach.

Critical to making it work, however, is the requirement for an appropriate, and typically voluntary, legal frame-

¹ National Strategy for Trusted Identities in Cyberspace, April 15, 2011; available at www.whitehouse.gov/sites/default/files/rss_viewer/NSTICstrategy_041511.pdf ("National Strategy").

work that will define the rights and responsibilities of the parties, allocate risk, and provide a basis for enforcement.

Understanding the legal challenges of identity management, its potential impact on business, and the significance of the U.S. National Strategy, begins with an understanding the principles of identity management, and its role in everyday online business activity.

1. Identity Management Basics

Although the term “identity management” is relatively new, the concept is not. In fact, the underlying processes have been in use for many generations in an offline environment. Passports, driver’s licenses, and employee ID cards are all components of what might be referred to as identity management systems – i.e., they are credentials issued by an entity for the purpose of identifying individuals, and they are used by such individuals to validate their identity. A key element is that the use of these identity credentials is not limited to transactions with the entities that issued them. Rather, they are often accepted by third parties (such as airport security or a bartender) when proof of certain aspects of one’s identity is required.

While there are many different approaches to identity management, it essentially involves two fundamental processes: (1) the process of verifying certain identity attributes about a person and issuing an identity credential to reflect those attributes (“identification”), and (2) the process of later verifying that a particular person presenting that credential and claiming to be that previously identified person is, in fact, that person (“authentication”).

The *identification* process is designed to answer the question “who are you?” Performed by someone filling the role of an *identity provider*, it involves associating one or more identifying attributes (e.g., name, address, height, birth date, Social Security Number (SSN), employer, membership number) with a person in order to identify and define that individual to the level sufficient for the contemplated purpose. Sometimes called “identity proofing,” this process is usually a one-time event. It typically involves the collection by an identity provider of personal information about the person to be identified (referred to as the “*subject*”), and often relies on a patchwork of government-issued documents from birth certificates and Social Security cards to driver’s licenses and passports.

At the end of the identification process, the subject’s identity is typically represented by data in a paper or electronic document issued by the identity provider and referred to as an identity *credential*. A credential is the verified at-

tribute data relating to the identity of a specific person. In the physical world, identity credentials include driver’s licenses, passports, and employee identification cards. In the online world, the identity credential might be as simple as a User ID, or as complex as a cryptographically-based digital certificate that might be stored on a computer, cell phone, smart card, ATM card, flash drive or similar device.

When a person presents an identity credential (such as presenting a driver’s license at an airport or entering a User ID on a corporate network), claims to be the individual identified by the credential, and seeks to exercise a right or privilege granted to such individual (e.g., to board a plane, to access the corporate network or a sensitive database, etc.), an *authentication* process is used by a *relying* party to determine whether that person is, in fact, who they claim to be. In other words, once someone makes a declaration of who they are (by claiming to be the person identified in the identity credential), authentication is designed to answer the question “OK, how can you prove it?” It is a transaction-specific event that involves associating a person with an identity credential to verify that the person trying to engage in the transaction really is the person that was previously identified and authorized for the transaction.

This typically requires a process to tie the person to the credential. If the credential is a driver’s license, this association is typically done by comparing the picture on the license to the person presenting it. With an online user ID, the association is established by use of a secret PIN or password which (in theory) is known only to the person to whom the user ID was issued.

Once a person is successfully authenticated, the relying party uses an *authorization* process to determine what rights and privileges are accorded to such person – e.g., whether such person should be granted access to a website, a database, a bar, an airport boarding area, etc. This process addresses the question “What can you do?” In other words, authentication of identity is not just an end in itself, but rather a process used to authorize some type of grant of rights or privileges (e.g., to access and use certain system resources), to facilitate a transaction or decision, or to satisfy an evidentiary obligation.

A familiar offline example of this type of identity management process is the way we currently issue and use drivers’ licenses. In the U.S., where they are issued by the department of motor vehicles in each of the various states, they are used by various relying parties to verify attributes about the identity of the subject, such as by a Transportation Security Administration agent to verify the name of a person seeking to enter an airport boarding area, or by a bartender to verify the age of a person ordering a drink.

An online example is the typical ATM transaction whereby an individual with an account at Bank A uses the identity credential issued by his bank (the ATM card) to obtain cash from an ATM machine operated by Bank B (with whom he has no relationship). Through the ATM network, Bank B contacts Bank A to determine whether the individual is a valid customer of Bank A, to have Bank A authenticate the identity of the individual (i.e., did he enter the correct password), and to obtain certain identity information about the individual from Bank A (e.g., whether his account has funds sufficient to cover the requested withdrawal, and the balance in his account so Bank B can print it on the transaction receipt).

2. Building an Online Identity System

The critical importance of online identity management in facilitating trustworthy e-commerce and ensuring national security is now well recognized. Several governments, inter-governmental forums and private groups are already actively working to address the applicable technical and legal issues. A recently released survey by the OECD² reviews the national strategies of 18 countries actively pursuing online identity management. Inter-governmental forums working on identity management include the International Telecommunications Union (ITU), the OECD, and the International Standards Organization (ISO). Private sector groups working on identity issues include the Open Identity Exchange (OIX),³ the Kantara Initiative,⁴ the Open ID Foundation,⁵ the Information Card Foundation,⁶ and the Organization for the Advancement of Structured Information Standards (OASIS).⁷

With its *National Strategy*, the U.S. seeks to chart a course for the public and private sectors to collaborate in an effort to address the problem of online identity management. Unlike many EU countries, however, the *National Strategy* makes clear that it “does not advocate for the establishment of a national identification card.”⁸ Instead, it seeks to establish a voluntary interoperable identity ecosystem where individuals have the choice of obtaining and using different credentials from a variety of different private-sector identity providers.⁹

The vision of the *National Strategy* is that businesses and government agencies will be able to rely on an identification process performed, and identity information provided, by any one of several third-party identity providers – a so-called federated model. In other words, identity information would be portable across different systems and entities. This would, for example, allow individuals and businesses to use an identity credential of their choosing to conduct online transactions with numerous enterprises, just as an individual might use a driver’s license for a variety of different offline transactions such as buying alcohol, gaining admission to an airport boarding area, or opening a bank account.

Achieving this goal requires building an identity system that is:

- secure (e.g., protected against falsification or hacking),
- interoperable (so that one credential can be used with numerous relying parties),
- privacy enhancing (so that individuals will be in control of the use of their personal information),
- voluntary for users, and
- cost-effective for relying parties and easy to use for individuals.

Next: “The Need for a Trust Framework” and “Addressing the Privacy and Liability Issues”. See the Q3 issue of *WLG Connections* or visit www.theworldlawgroup.com.

ABOUT THE AUTHOR:

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² Bernat, L. (2011), “National Strategies and Policies for Digital Identity Management in OECD Countries”, OECD Digital Economy Papers, No. 177, OECD Publishing. doi: 10.1787/5kgdzvn5rfs2-en; available at www.oecd-ilibrary.org/content/workingpaper/5kgdzvn5rfs2-en.

³ www.openidentityexchange.com

⁴ <http://kantarainitiative.org/>, formerly known as the Liberty Alliance, <http://www.projectliberty.org>

⁵ <http://openid.net/foundation/>

⁶ <http://informationcard.net/foundation>

⁷ <http://www.oasis-open.org/home/index.php>

⁸ *National Strategy*, at p. 8.

⁹ *National Strategy*, at pp. 3, 12.

Major Matters

Bae, Kim & Lee Advises in Record-Setting Financial Services Deal in Korea

Bae, Kim & Lee advised Hana Financial Group (HFG) in the acquisition of Korea Exchange Bank (KEB) from U.S. private equity firm Lone Star for KRW 3.9 trillion (approx. US\$3.5 billion), completed in February 2012.

The purchase of Lone Star's 51% stake in KEB, the largest financial sector M&A deal in Korean history, brings successful closure to a 15-month effort. With the takeover, HFG becomes one of Korea's largest financial groups, combining HFG flagship Hana Bank and KEB—the nation's 4th and 5th largest banks—for aggregate assets of KRW 290 trillion (US\$260 billion).

Acquired by Lone Star in 2003, the controlling stake in KEB was first put up for sale in 2006, and attracted bids from Kookmin Bank and then HSBC Holdings. The proposed sale became caught up in legal controversies. HSBC withdrew its bid in 2008. HFG agreed to buy KEB in late 2010. To help fund the takeover, HFG completed a sale of KRW 1.3 trillion of common stock in February 2011, the largest equity private placement in Korea to date. HFG was able to navigate a protracted regulatory review, obtaining clearances at last on January 27, 2012.

The BKL team, led by partners Dong Woo Seo and Sky Yang of the firm's Securities & Finance practice group, advised HFG throughout the takeover process. The team included Seunghwa Hwang, Young Mo Kim, Steve Kim and Eunjoo Kang, of BKL's M&A and Securities & Finance practice groups.

Bahas, Gramatidis & Partners Advises on Privatization of Major State-owned Assets

Bahas, Gramatidis & Partners is advising the Greek Government on the privatization of two major state-owned assets as part of the country's massive privatization initiative, agreed upon with the European Central Bank, the European Commission and the International Monetary Fund, and under which the government expects to collect 50 billion euro within the next two years.

BG&P is advising on the privatization of the State Lottery. Credit Suisse First Boston and EFG Eurobank have

been appointed as the financial advisors to the project. Partner Yanos Gramatidis is leading the firm's legal team involved in this project. Also, BG&P, together with Attica Bank, is advising the government on the privatization of private land owned by the Greek state with a team led by partner Marios Bahas.

Among the various state-owned assets to be privatized under Greece's huge program are railways, regional airports, ports, marinas, water management and electric power companies, and other utilities and companies. The ownership of all such state-owned assets has been transferred to the Hellenic Republic Assets Fund, which is organizing the entire privatization exercise.

Castrén & Snellman Advises on One of Finland's Largest Rights Issues

Castrén & Snellman advised J.P. Morgan, Nordea, BNP Paribas and Crédit Agricole, the managers and underwriters in one of Finland's largest rights issues of all time.

According to Outokumpu's stock exchange release, the purpose of the rights issue is to fund part of Outokumpu's acquisition of Inoxum, the stainless steel and high-performance alloys business of ThyssenKrupp. In the transaction, Inoxum is valued at 2.7 billion euros. The total consideration for Inoxum comprises a cash payment, Outokumpu shares to be issued to ThyssenKrupp, and a loan note. As part of the transaction, Outokumpu will also assume certain pension and other liabilities of Inoxum.

The cash payment for the transaction will be financed with a one billion euro rights issue, which has been fully underwritten through subscription commitments by Solidium, the Social Insurance Institution of Finland and pension company Ilmarinen, as well as through underwriting commitments of the managers. C&S provided legal advice in relation to Finnish law to all four managers of the rights issue.

Drinker Biddle & Reath Scores U.S. Supreme Court Win

Drinker Biddle litigators had the opportunity to argue in front of the Supreme Court of the United States. A team of lawyers from Drinker, which included the firm's Chairman Alfred Putnam, won a major victory in the Supreme Court for Burlington County, New Jersey, in the widely reported case of *Florence v. Board of Chosen Freeholders of County of Burlington et al.*

The Court of Appeals for the Third Circuit had ruled 2-1 that jail administrators could legitimately impose a blanket requirement that all detainees entering a jail's general population must undress and be subject to close visual inspection. The Supreme Court agreed, 5-4. Justice Anthony Kennedy authored the majority opinion, closely tracking the argument in the Drinker brief that concerns for the safety of jail personnel, other inmates, and the new detainee himself justified policies aimed at guarding against lice, MRSA, gangs and contraband and that courts should defer to the judgments made by jail administrators on issues of this kind. He was joined (except as to one part) by Justice Thomas, and was joined in full by Chief Justice John Roberts and Justices Antonin Scalia and Samuel Alito. The Chief Justice and Justice Alito wrote separate concurrences as well.

Goodmans LLP Advises DISH Network in Canada in its Acquisition of TerreStar Networks for US\$1.375 Billion

Goodmans acted as Canadian counsel to DISH Network in its acquisition of the assets of TerreStar Networks, which was completed on March 12, 2012. On July 7, 2011, DISH Network Corporation (NasdaqGS: DISH - News), the second largest satellite TV operator in the U.S. (DISH), was successful in its all-cash bid of US\$1.375 billion in the bankruptcy court auction of TerreStar Networks Inc. (TerreStar), which offers wireless services over a satellite network.

TerreStar and its affiliates filed for Chapter 11 protection on October 19, 2010 having over US\$1 billion in debt. On October 21, 2010, the Ontario Superior Court of Justice recognized the U.S. bankruptcy proceeding as the "foreign main proceeding" and Deloitte & Touche Inc. was appointed Information Officer. EchoStar Corporation (EchoStar), TerreStar's largest creditor, provided a US\$75 million debtor-in-possession financing during TerreStar's bankruptcy. TerreStar asked the Bankruptcy Court to approve an auction procedure for the sale of substantially all of the assets of TerreStar, which was approved on May 4, 2011.

On June 14, 2011, DISH submitted a US\$1.375 billion "stalking horse" all-cash bid that included the assumption of certain liabilities by DISH in exchange for substantially all of TerreStar's assets in the U.S. and Canada. On July 7, 2011, a U.S. Bankruptcy Court approved the sale to DISH and, on July 11, 2011, the sale was recognized by the Ontario Superior Court of Justice. The transaction was unique in that: DISH agreed to advance, and ad-

vanced, 95% of the purchase price prior to the transaction receiving Canadian and U.S. regulatory approval; and for being one of the first deals under the new liberalized rules for foreign ownership of Canadian satellites.

Goodmans represented DISH in Canada with a team led by partner Brendan O'Neill (corporate restructuring) and which included Michael Koch (partner, communications), Joel Schachter (partner, Investment Canada), Richard Annan (counsel, competition), Glenn Ernst (partner, tax), Jana Steele (partner, pensions), and John Connon (partner, corporate).

PLMJ Scores First EU Wins Against Online Betting Multinationals

PLMJ recently followed up on an earlier triumph in Portugal against the world's biggest online betting multinational, Bwin, when the Lisbon Civil Court ruled that Betclik, another online games operator, must suspend operations in Portugal. PLMJ partner and litigator Pedro Faria represented national charity Santa Casa da Misericórdia, which had brought the action, in both cases.

In March of 2012, the Oporto Civil Court declared the illegality of the activity carried on in Portugal by Bwin, as well as the illegality of the advertising in respect of this activity. As a result, Bwin was also banned from any advertising activity or promotion of the site betandwin.com (now bwin.com) and of its Bwin-branded companies.

Despite the fact that European Union law enshrines the freedom of provision of services throughout the Union and that Bwin used this as the basis for its argument that its activity is legal in all EU Member States, Pedro argued and proved that the ban was legally appropriate. His argument was that, for reasons of public order, the Portuguese State may restrict the said freedom and prevent entities such as Bwin from carrying on their activity of exploitation of gambling in Portugal as this activity is reserved by law to the State and to entities (such as casinos) that have the permission of the State under concession contracts.

In addition, the PLMJ lawyer argued that the fact that legislative policies governing gambling in the European Union are not harmonized represents recognition that each EU State has the right to preserve its values and culture. On the basis of this right, individual states may pursue interests of public order such as security and, consequently, to the extent necessary, they may legitimately restrict the freedoms enshrined in the European Treaty, in this case the freedom of provision of services.

Furthermore, PLMJ's application to the Court that Bwin be banned from advertising its activity and its sites on the Internet was successful and it obtained a judgment against Bwin ordering it to pay a fine of €50,000 for each infringement. Finally, the Court also made an order that all Portuguese media organizations should be notified of the ban, so that they would abstain from advertising or promoting the site betandwin.com.

This was the first time in the European Union that Bwin (the biggest multinational in the online betting sector and sponsor of the Portuguese football league) was banned from carrying on its activity and from advertising it.

Soulier Stymies Creditor's Forum-Shopping Strategy

A decision rendered on March 8, 2012 by the Court of Appeals of Nîmes in France put an end to the four-year-old "procedural" saga of Belvedere, a worldwide leader in wine and spirits. As a result, the company was placed into receivership in Dijon on March 20, 2012.

"By reversing and nullifying the judgments previously rendered in this case, the Court of Appeals of Nîmes vigorously reaffirmed that in insolvency/bankruptcy matters, the public policy-territorial jurisdiction rules cannot be circumvented without any consequences by unscrupulous corporate officers," Soulier Advocates said in announcing the decision. (André Soulier and Flore Foyatier were counsel to one of Belvedere's largest creditors.)

Belvedere, a leading producer, marketer and supplier of Marie Brizard, Sobieski and William Peel, among other famous brands, has, since 2008, been the leading character of a judicial story with many twists and turns, with the substantial advantage of being sheltered from its creditors whose payable receivables, in principal and interests, now exceeds 600 million Euros.

The Court of Appeals of Nîmes reversed the judgment handed down on July 1, 2011 by the Commercial Court of Nîmes that had extended to Belvedere safeguard proceedings initiated in respect of its second-tier subsidiary Monicigale and nullified – on the ground of abuse of authority – a judgment dated September 20, 2011, which had converted the safeguard proceedings extended to Belvedere into receivership proceedings. The decision of March 8, 2012 thus opened the way for the initiation of receivership proceedings against Belvedere in Dijon, which was accomplished on March 20.

Member News Round-up

Andrews Kurth LLP was recognized as both one of the leading Oil & Gas (Projects) practices and one of the leading Renewables & Alternative Energy (Projects) practices in the U.S. in the 2012 edition of *Chambers and Partners Global*, released in March. In April, the firm added accolades from the *American Lawyer Corporate Scorecard* as #1 in US IPOs, *Underwriter's Counsel*, based on proceeds (\$4.36 billion) for 2011, and as one of the "Most Active Law Firms," both by number of deals consummated and by number of funds represented by year-end 2011, by the *Dow Jones Private Equity Analyst*.

Andrews Kurth's Austin office has once again earned an "A" grade for exceptional minority hiring and retention efforts, according to a report card issued annually by minority bar associations in Austin. A committee of the Austin Asian American Bar Association, the Austin Black Lawyers Association and the Hispanic Bar Association of Austin awards the highest grade to any Austin firm with minorities comprising at least 14% of its lawyers, based upon the representation of minority attorneys in Travis County. The committee's report card states that minority attorneys comprise 12.5 percent of the attorneys in Austin's 20 largest law firms, an increase over last year's 11.4 percent. Consistent with last year, the 2011 Diversity Report Card is weighted in favor of law firms that have minority partners.

Arnold & Porter LLP announced in April that Stewart D. Aaron has been named the head of its New York office. He has served as the administrative partner in the office for the past five years, and succeeds Philip H. Curtis as office head. Cynthia Mann, a partner in Arnold & Porter's tax practice, will be the new administrative partner.

Arnold & Porter partner and former State Department Legal Adviser John B. Bellinger III delivered the keynote address in March at the *Berkeley Journal of International Law's* 2012 Riesenfeld Symposium on "Recognition of Foreign Judgments". Mr. Bellinger, a partner in the firm's international and national security practices in Washington, DC, advises sovereign governments and U.S. and foreign companies on a variety of international law and U.S. national security law issues. His address focused on the advantages of a uniform federal law to govern recognition of foreign judgments in the United States. He also discussed the prospects for ratification of the Hague Choice of Court Agreements Convention, a multilateral

treaty that he signed on behalf of the U.S. in January, 2009. The Hague Convention requires that judgments rendered by a court chosen by parties to a commercial contract be recognized and enforced in the courts of other parties to the Convention.

PLC Which Lawyer? ranks **Arnold & Porter's** life sciences practice in its Super League 2012. *PLC Which Lawyer? Super League 2012* states: "This firm's strength lies across the board in the key life sciences competencies." *Chambers Global 2012* took note of several of the firm and several of its lawyers, ranking 30 Arnold & Porter attorneys as "Leading Individuals" in 11 practice areas, up from 10 last year. The firm was ranked in the No. 1 band globally for Life Sciences and in the No. 1 band for Competition/Antitrust in the United States. The firm was also ranked in the No. 1 band for Intellectual Property: Trademark, Copyright and Trade in the United States, up from No. 2 last year. For 2012, the firm received 10 new individual rankings, and one new group ranking – Latin America: Banking & Finance.

Bae, Kim & Lee continues to rack up the accolades. First, the firm advised on the Asian-MENA Counsel's 2011 "Deal of the Year": the US\$1.95 billion 1200 MW Mong Duong II power plant project in Quang Ninh Province, Vietnam. The BOT project, termed Vietnam's largest private sector power project, involved US\$1.5 billion in multi-tranche financing by a group of commercial banks, together with two Korean government export credit agencies including the Korea Trade Insurance Corporation (known as K-sure). A BKL team led by project finance expert Young Joon Cho advised K-sure and the lender group on the deal, and assisted the commercial lenders with the security package. In addition to the prize-winning deal, BKL advised on two other deals that earned Honorable Mentions: India's Mahindra & Mahindra in the acquisition of Ssangyong Motors, and the institutional seller group involved in a US\$4.5 billion sale of Hyundai Engineering & Construction to a Hyundai Motors-led group.

Bae, Kim & Lee also scored with a US\$1.56 billion senior financing for the new Jurong Aromatics petrochemical plant in Singapore, which was named the *International Financial Law Review's* "Project Financing Deal of the Year" during the IFLR's Asia awards in February 23. The financing for the Jurong Island plant, signed in April 2011 and launched in September 2011, involved complex loan arrangements by a multinational group of commercial banks, with 80% of the senior debt guaranteed (or in part funded) by Korea Export-Import Bank and Korea Trade Insurance Corporation. The BKL team also advised SK

Group as a main sponsor of the project. Shortlisted nominees for the IFLR's "Project Financing Deal of the Year" included the above-described financing for the Mong Duong II power plant in Vietnam.

CMS DeBacker Managing Partner Stanislas van Wasenhove was awarded Best Managing Partner at the 2012 Belgian Legal Awards held on March 15, 2012 in Brussels. Among the jury's reasons for selecting Stanislas for the award were his role in having managed the successful merger and growth of the firm, thought leadership, and the implementation of non-lawyer support staff at key positions in the firm. In addition, the jury recognized Stanislas' presence on the domestic and international side of management, and impressive record of achievement and continuity.

The editorial board of *azur*, the German career magazine published for lawyers, has recognized **CMS Hasche Sigle** as the Number 1 employer for lawyers in 2012. CMS Hasche Sigle received the *azur* award for first place in the "azur 100" list of most popular employers at a gala ceremony held in Hamburg in February. The ranking reflects the results of *azur's* survey of job applicants and associates, combined with hard facts about new appointments and salaries.

A book by **CMS Hasche Sigle's** Anton Maurer, titled *The Public Policy Exception under the New York Convention: History, Interpretation, and Application*, will be published by Juris Publishing in June 2012. The book describes in detail the drafting history in order to determine the purpose the signatory countries wanted to achieve with Art. V (2) (b) and how this clause is applied by the courts in many economically relevant states (including Brazil, China, India and Russia). The author also examines how the article's application changed over time, and in which countries the clause is sometimes misused. The book is especially relevant for all lawyers who are involved in enforcing arbitral awards abroad. Further details including a table of contents and several testimonials can be read at www.jurispub.com/cart.php?m=product_detail&p=12992

The *Legal 500* ranked **Castrén & Snellman** in the top two bands in all graded expertise areas in its annual publication released in April 2012. The firm placed in the top tier of seven out of the 10 areas reviewed. *Chambers Global* also ranked Castrén & Snellman in the top two bands in all graded areas of expertise in its annual publication published in March 2012.

Cuatrecasas Gonçalves Pereira repeated its usual top placement in the rankings as a top firm in Iberia. *Chambers Global* has reaffirmed the firm's leadership in the legal market as its corporate, tax and litigation practice areas once again take the top position in Spain, a privileged position it also holds this year for banking and finance. Cuatrecasas, Gonçalves Pereira's lawyers also stand out for their individual achievements: over 50 are ranked between first and fifth positions, and over 20 are ranked first for the practice areas mentioned above. The firm was also named "European Law Firm of the Year" and "Iberian Law Firm of the year" at *The Lawyer's* third annual European Awards. The firm's attention to client service, technical expertise and ongoing growth were the reasons considered by the jury when deciding this award. And finally, *The Financial Times* recognized Cuatrecasas, Gonçalves Pereira as one of the best firms in Europe, in its fifth annual "FT Innovative Lawyers Awards". The Iberian firm also took the prize in the Client Service category for advising markets interested in Spanish corporate debt. The FT Innovative Lawyers Awards acknowledge the individual practices of large European and international firms over and above the profits they make.

Cuatrecasas Gonçalves Pereira announced in March that it has integrated all of its partners into the firm's equity-partner structure, the reverse of a trend seen elsewhere. The previous structure distinguished between two different kinds of partners: professional and equity partners. The former were paid by salary by contract and awarded profit-dependent bonuses while the latter receive the distributable profit of the firm. Rafael Fontana, the firm's CEO, highlighted the importance of this decision, "as it contributes to the firm's cohesion, integration and growth capacity" and because "unifying the partner structure puts us in an optimum position to tackle the challenges we have set for ourselves."

Drinker Biddle & Reath has announced the launch of Drinker Discovery Solutions, LLC, the firm's wholly owned subsidiary dedicated to e-discovery and litigation support. Drinker Discovery Solutions offers a state-of-the-art solution to the e-discovery processing and document hosting, management and review needs of clients, at a tremendous value compared to other vendors.

For the 11th year in a row, **Goodmans LLP's** Corporate Restructuring Team has been ranked by *Chambers Global 2012* as the #1 restructuring practice in Canada, alone in the top tier (Band 1). Chambers continues to recognize the team for its impressive bench strength: "In terms of depth and breadth no one compares to Goodmans - every one of them is phenomenal." Goodmans' Corporate

M&A, Real Estate and Telecommunications practices are also ranked #1 by Chambers. The firm's Corporate Restructuring Team also took top honours as "Restructuring Team of the Year for the Americas" at the *International Financial Law Review's* 7th Annual Americas Awards held in New York City in March. It was also separately recognized for its role on two IFLR award-winning deals: "Restructuring Deal of the Year", for its role as counsel to the Ad Hoc Committee of Noteholders of Angiotech Pharmaceuticals, Inc. in connection with the successful completion of Angiotech's (and certain of its Canadian and United States subsidiaries) recapitalization plan; and "M&A Deal of the Year", for its role as counsel to Ernst & Young Inc., which was appointed Nortel Network Corp.'s monitor under Canada's *Companies' Creditors Arrangement Act*, in connection with the US\$4.5 billion sale of Nortel's patent portfolio to Rockstar Bidco LP, a consortium led by Apple Inc.

Greenberg Glusker's expansion drive over the first half of 2012 has added 14 new attorneys, enhancing its Corporate, Employment, Intellectual Property, Litigation and Real Estate practices. The addition of these attorneys further strengthens the firm's market position as a full-service, mid-sized firm serving middle market companies. "This broadened platform is well-suited to meet the growing needs of our market-leading clients throughout California," said Stephen Smith, Greenberg Glusker's Managing Partner. "They are outstanding people who share our values, culture and commitment to clients." He said the firm will continue to expand as it identifies market opportunities and those attorneys to best address them.

Herzog, Fox & Neeman is another WLG member firm to sweep the major awards in its category in 2012. HFN was awarded "Best Law Firm in Israel" in the 2012 International Financial Law Review's European Awards – the fourth consecutive year HFN has received this honour. HFN also ranked as Tier 1 in eight different practice areas and Tier 2 in three areas in the 2012 *Legal 500* rankings. Eight HFN lawyers are named in the elite "Leading Lawyers" list and 18 HFN lawyers are recommended. And HFN continues to lead the Israeli market in the latest *Chambers Global* rankings published in March, with six departments ranked in Band 1 and 21 individual lawyers ranked, several in multiple areas of practice.

Ditto for King & Wood (now **King & Wood Mallesons**), which enjoyed a banner February this year by winning: the "Best International Law Firm" award at the annual *Legal Business Awards* ceremony held in London that month; the "National Firm of the Year - China" award

at the annual *International Financial Law Review's* Asia awards ceremony; three awards at the Chambers China Awards for "Banking and Finance PRC Law Firm of the Year", "Dispute Resolution PRC Law Firm of the Year", and "Employment PRC Law Firm of the Year". Finally, on February 28, King & Wood won the prestigious "China National Firm of the Year" award at the Chambers Asia-Pacific awards ceremony held in New Delhi, India.

On May 3, 2012, **Miller & Martin** was delighted to host a luncheon for Wragge & Co partners Jonathan Chamberlain and Tom Ellis, who talked about recent legal developments in the U.K. which impact American companies. The information they shared was of great interest to a large group of Miller & Martin commercial attorneys from the Atlanta office.

Miller & Martin has been listed as one of the "Top 50 Law Firms for Associates" for 2012 by *MultiCultural Law Magazine*. The firm was also ranked in the "Top 25 Law Firms for African-Americans." The selection process for these rankings begins with a mass distribution of diversity surveys to hundreds of law firms nationwide based on four categories: Women, Associates, Partners and overall Diversity. Additionally, they are subcategorized as follows: African-American, Asian/Pacific Islander, Hispanic and Native American. The statistical information received from over 500 law firms was very competitive, the magazine noted in announcing the awards.

Prietocarrizosa was named "2012 Colombia Law Firm of the Year" by the *International Financial Law Review*. This award was in recognition of excellence and innovation in the legal financial work carried out by the firm's lawyers during 2011 in banking and finance, capital markets and mergers & acquisitions. Prietocarrizosa also shared the "M&A Deal of the Year award," granted by *Latin Lawyer* in connection with the sale of ING Groep's assets to Sura, with other WLG Latin American members, including recognized Urenda Rencoret Orrego y Dörr (see below).

Rodyk & Davidson LLP signed a Memorandum of Understanding (MoU) with Singapore's Economic Development Board (EDB) to help attract global mid-sized companies and Asian enterprises to use Singapore as a base to expand their business in the region – the first law firm in Singapore to do so. The agreement is part of EDB's efforts to attract and anchor such firms to Singapore to boost the country's position as an essential global hub for business and investment. Under this collaboration, Rodyk will function as one of EDB's 'multipliers', to engage more global mid-sized companies

and Asian enterprises, through the provision of legal services to facilitate their establishment in Singapore as well as expansion into the region.

Setterwalls, together with Arise Windpower AB (publ), Platina Partners Ltd., DNB, SEB, EKF and Pension Danmark, was awarded the prize "European Onshore Wind Deal of the Year 2011" by *Project Finance Magazine*. The prize was awarded for the wind power project Jdraas with a total investment amounting to approximately SEK 3.1 billion. Altogether, 66 wind power stations are being constructed making the project one of the largest of its kind. Setterwalls advice in the project was *inter alia* submitted within the areas Real Estate M&A, Banking & Finance, Capital Markets, Energy and Environmental Law.

The top legal news provider in Latin America, *Latin Lawyer*, recognized **Urenda Rencoret Orrego y Dörr** (among other firms on the continent) for its participation in the "Deal of the Year 2011". In this transaction, Inversiones Suramericana SA (Grupo Sura) acquired Grupo ING (pension management) with operations in Chile, Colombia, Perú, México and Uruguay. IFC and IFC African Latinamerican and Caribbean Fund LP made an equity investment in two companies created by Grupo Sura for purposes of this operation. The firm advised IFC (International Finance Corporation) in the Chilean part of the operation. The value of the transaction is USD 3.7 billion. It was closed on January 23, 2012.

Webber Wentzel once again received top honours at the annual Dealmakers Awards event. The rigorous research process undertaken by *Dealmakers* covers all deals both M&A and corporate finance, completed by any Johannesburg Stock Exchange listed or unlisted South African company during the year. The firm's wins include: "Dealmaker of the Year" (joint) for partner Christo Els who has been in the running for the past three years; "Private Equity Deal of the Year" for the Actis/Tracker acquisition with an aggregate purchase price of ZAR3.9 billion; and "Corporate Finance - Top Legal Adviser by Deal Value." The firm also took home a second-place showing for "Mergers & Acquisitions by Deal Value."

FALL 2012:
LIMA,
PERU



The Government Palace of Peru, Lima.

Meeting Places

Upcoming WLG Conferences

2012

Fall: October 18 to 20, Lima, Peru
Hosted by Payet, Rey, Cauvi

2013

Spring: May 30 to June 1, Moscow, Russia
Hosted by CMS, Russia

Fall: October 3 to 5, Boston, Massachusetts, USA
Hosted by Edwards Wildman Palmer
(The 2013 IBA Conference is also in Boston,
October 6 - 11)

Other WLG Events:

WLG Committee, Practice/Industry Group Meetings:
A list of upcoming meetings of the WLG Business Development Committee and our global practice and industry groups is always available on the Members Info Centre on www.theworldlawgroup.com. All lawyers and professionals who have a valid email address at any WLG member firm can self-register for access to the Members Info Centre via the "New Member" link on our website home page. If you have forgotten your password, simply use the automated password reminder under the log-in on the home page.

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