



Antitrust, competition and trade



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For further information please contact a member of our antitrust, competition and trade team listed on page 14 of this guide.

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Our antitrust, competition and trade practice

There are many reasons why our clients choose us and retain us

To make a substantial business difference

Ours is a determinedly commercial approach in which we focus all our advice on points and procedures that can make a real business difference to our clients.

This is supported in the findings of *Global Competition Review's* international annual survey of in-house general counsel on their preferred competition/regulatory firm – which has consistently placed us as the number one choice in the world.

The strength and depth of our international competition team, with over 50 partners and 250 specialists in total across Europe, the US and Asia

The volume, complexity and depth of antitrust work that we handle – through our offices in Austria, Belgium, France, Germany, Italy, the Netherlands, Russia, Spain, the UK, US, China and Japan¹ – far outstrips that of any other firm.

You can be confident that whatever competition issue you face:

- we are likely to have advised on it; and
- we have the skills, responsiveness and sheer manpower that you need.

Our experience across the full spectrum of antitrust/competition, regulatory and trade issues

Our work spans merger control, licensing and distribution, intellectual property, restrictive practices, market dominance, State aid, cartel investigations, liberalisation, public procurement and trade/WTO matters.

Within our team we have many litigation specialists, who regularly appear before the European and national courts on EU law, antitrust/competition and trade cases.

We have advised on many landmark cases around the world, in all areas – mergers, cartels, dominance, State aid, public procurement and trade – and clients have consistently sought us out for the most difficult and challenging mandates.

'Freshfields Bruckhaus Deringer is, by several measures, the world's top competition practice.'

Global Competition Review's 'GCR 100' report, 2009

'As one of the titans of antitrust work, the firm has worked on a wide range of high-profile cases in merger control, abuse of dominance and cartel investigations over the past year.'

Chambers Global, 2009

¹ We also maintain an India advisory group in Brussels and London.

'Freshfields' continuing success is reflected in the consistently positive feedback we received, recognising the firm's exceptional individual and collective talent. We have no hesitation in once again declaring Freshfields Bruckhaus Deringer to be the leading firm in the world in this area.'

Press release about *Global Competition Review's 'GCR 100' report, January 2009*

'The firm cuts a swathe through both western Europe and CEE, alongside its powerhouses in London and Brussels. Sources acknowledge the steadily rising profile of its Washington, DC office and the team enjoys a burgeoning presence in Beijing and Hong Kong, prompting clients to conclude that "Freshfields is present in every jurisdiction, providing a seamless service".'

Chambers Global, 2009

The consistent and leading quality of our network

Our offices and our individual antitrust lawyers collectively receive more top tier rankings in the major legal directories² than any other competition law practice.

- There are no weak links in the chain – we are consistently recommended as a leading competition law practice in every one of the jurisdictions in which we practice.
- No other competition practice has our level of strength across all three regions – Europe, the US and Asia.
- We have many internationally recognised leading individual practitioners and thought leaders who play an important role in helping to shape the debate and develop policy.
- We benefit from the experience and advice of a number of former senior antitrust and regulatory officials.

Our experience in multijurisdictional transactions and investigations

The combined strength and breadth of our international antitrust team gives us a powerful platform to provide clients with multijurisdictional teams that can co-ordinate and manage the antitrust law aspects of global transactions and investigations.

- We are regularly engaged as global co-ordinators of multijurisdictional merger proceedings and in handling cross-border cartel investigations.
- We are sophisticated purchasers and managers of legal services in jurisdictions in which we do not have an office, typically working with leading competition specialists with whom we have built up relationships over many years.

The very high value we place on teamwork

An essential element of any antitrust defence or strategy is to work effectively as a single team, comprising in-house teams and all other external advisors – legal advisors, economists, accountants, PR, forensic accountants etc.

- Our aim is not just to 'get it right' but to always be 'good to work with'.

Delivery of value for money

Providing pragmatic and commercial legal solutions in a time and cost-efficient manner is at the core of delivering a service that is value for money, but we also maintain focus on a range of other important issues such as: creating teams of the right size and expertise for the job; clear, open and timely communication; our training and knowledge management programmes; and the development and maintenance of value for money tools to aid us and our clients.

² *Chambers, Juve, Legal 500, PLC Which Lawyer? and International Who's Who of Competition Lawyers.*

Our practice areas

We work across the full spectrum of antitrust/competition, regulatory and trade issues

Merger control

We provide advice under the European Community Merger Regulation (ECMR) and under the merger control regimes of major national competition authorities, including the US Department of Justice (DOJ) and US Federal Trade Commission (FTC) and those of the EU member states and Russia.

In Asia we advise multinational clients on the Chinese competition aspects of transactions and also advise clients on the laws regulating mergers and joint ventures in Japan. We also assist with merger control in India through our India advisory group.

Clients often ask us to work as global co-ordinators of multijurisdictional merger proceedings and we have particular experience in complex global cases involving detailed remedy negotiations. We have handled many full Phase II ECMR investigations and US second request proceedings, as well as equivalent proceedings in other major jurisdictions.

We regularly advise on court litigation arising from merger proceedings and also advise third parties, including complainants, in merger investigations.

Some recent highlights of our international merger control work include:

- Alcan on the EU and international aspects of its successful defence of Alcoa's hostile takeover bid and on the EU and international competition law and French foreign investment law aspects of the agreed cash public offer by Rio Tinto to create the world's largest aluminium business;
- Arysta LifeScience Corporation on the \$2.2bn sale of Arysta LifeScience Corporation to IEIL Japan;
- Assicurazioni Generali (Generali) on the EU and multijurisdictional merger control aspects of its joint venture with PPF Group, combining their central and eastern European businesses in twelve countries to create one of the region's leading insurers;
- BASF SE, the world's leading chemical company, on the EU, US and Chinese merger control aspects and global co-ordination of its public takeover of the Swiss specialty chemical company Ciba Holding;
- Cerberus in helping to secure the necessary antitrust clearances (specifically in the EU, Russia and China) to enable Fiat to acquire a controlling stake in Chrysler (in conjunction with aid from the US Treasury) to rescue Chrysler from bankruptcy;

'Once again, the firm's global competition practice remains a cut above the rest ... renowned for its domestic and international merger control expertise.'

Cross Border Quarterly, 'Competition Super League', April 2008

'A quick look at the firm's work, especially in Europe, shows that [they are] a leading practice for merger notification.'

GCR 100 Survey, January 2009

- China Huiyuan Juice and its major shareholders on the attempted public bid for Huiyuan by Coca-Cola;
- ConocoPhillips on the European Commission's in-depth Phase II investigation into the acquisition by StatoilHydro of ConocoPhillips' Scandinavian marketing operations;
- Gas Natural SDG on the worldwide (non-domestic) antitrust and regulatory aspects regarding its €22.55bn takeover bid for 100 per cent of the share capital of Endesa;
- Hewlett-Packard on the antitrust aspects outside the US of the \$13.9bn acquisition of Electronic Data Systems (EDS), the world's biggest IT outsourcing group;
- Iberia on the European merger control aspects of its acquisition of Spanish low-cost airlines Vueling and Clickair, including the negotiation of successful remedies to secure a Phase I clearance from the European Commission;
- Japan Tobacco in the EU and non-EU merger filings in relation to its £7.5bn public takeover bid for Gallaher Group, the biggest-ever foreign acquisition by a Japanese company;
- Mars on EU and multi-national merger control aspects re the \$23bn acquisition of Wrigley, creating the world's leading confectionary company;
- Norddeutsche Affinerie on the acquisition of control over its Belgian competitor Cumerio, creating the leading copper producer in Europe;
- Pearson, the owner of the *Financial Times*, Penguin Books and Pearson Educational Publishing, on a number of acquisitions, disposals and investigations around Europe, including the successful sale of *Les Echos*, France's largest business newspaper, to LVMH;
- Porsche Automobil Holding in relation to obtaining EU and international merger control clearance for its acquisition of a majority stake in Volkswagen (VW);
- Reed Elsevier on the antitrust aspects of its \$5bn sale of two educational businesses to Pearson and Riverdeep Houghton Mifflin;
- Rohm and Haas the specialty materials manufacturer, on the European, Chinese and international merger control aspects of its agreed \$18bn acquisition by The Dow Chemical Company;
- Saint-Gobain on the sale of its glass fibre reinforcement activities to Owens Corning, requiring merger filing in 14 jurisdictions;
- The Irish government, the largest shareholder in Aer Lingus, as the principal opponent to Ryanair's hostile takeover bid for Aer Lingus – leading to a European Commission prohibition, the first prohibition decision under the ECMR for many years; and

- Xstrata on its contested and successful £11bn public bid for Falconbridge, the world's largest mining takeover.

'On the behavioural side, the team is involved in significant cartel matters on both a global at EU level.'

Chambers Global, 2008

Cartel investigations

We have unrivalled experience in handling cartel cases including co-ordinating responses and leniency applications where a cartel investigation is launched in more than one jurisdiction. Our involvement in most of the leading European and international cartel investigations in recent years is coupled with substantial experience of advising on damages claims resulting from cartel behaviour.

Our recent experience includes advising:

- ABB in cartel leniency proceedings regarding gas-insulated switchgear and power transformers;
- Asahi and AGC Flat Glass (formerly Glaverbel) in relation to the European Commission's multijurisdictional cartel investigations into the glass (flat glass and car glass) and electronics sectors;
- Allied Arthur Pierre, the world's largest global relocation company, in successful leniency applications in the cartel investigations into international removal services in Belgium and France;
- Bayer in relation to the European Commission's investigations into various rubber products (RCH, Synthetic Rubber, CR and NBR);
- Chiquita Brands in multijurisdictional leniency proceedings before the European Commission;
- Dunlop Oil & Marine Limited on criminal and civil international investigations by various regulators into cartel activity in the marine hoses sector;
- Germanischer Lloyd, a member of the International Association of Ship Classification Societies, in the European Commission's investigation into the ship classification sector;
- Hays in connection with the Office of Fair Trading's investigation into collusive behaviour among recruitment agencies supplying companies in the construction sector;
- Holcim in relation to the European Commission's multijurisdictional investigation into the cement industry;
- RTL Deutschland (part of the Bertelsmann Group), including its marketing subsidiary IP Deutschland, in relation to a cartel investigation by the German federal cartel office into the sale of TV advertising;
- Sony Pictures Entertainment on two investigations in Spain into a cartel alleged to have set terms for theatrical distribution and into the terms on which films were licensed to pay television;

'The firm is... also a first choice for leniency applicants in cartel cases. That speaks volumes about the firm's true talent, helping its clients get in first and get it right, leading to that coveted figure when competition agencies hand out fines: zero.'

GCR 100, January 2009

- Tesco in contesting the Office of Fair Trading's allegations of price-fixing of dairy products among the dairy processors and major supermarket chains; and
- ThyssenKrupp in the European Commission's 'elevators' cartel case.

Behavioural cases

We advise extensively on market dominance and abuse issues and on market and sectoral investigations. We also advise on the global antitrust implications of horizontal and vertical commercial agreements between competitors and others, including joint ventures, distribution and licensing arrangements, research and development activities and strategic alliances. Our advice has included representation of clients before competition authorities as well as in courts and civil conduct investigations worldwide.

Our recent experience includes advising:

- a number of major pharmaceutical companies on the European Commission's pharmaceutical inquiry;
- France Télécom in relation to its appeal before the European Court of Justice (ECJ) challenging the 2007 Court of First Instance ruling relating to the Wanadoo decision of the European Commission imposing fines for predatory pricing in the high speed Internet access sector;
- Continental Airlines before the US Department of Justice and the European Commission on the competition reviews of: Continental's code sharing alliance with United Airlines; its transatlantic joint venture with United, Air Canada and Lufthansa; and its entry into the worldwide Star Alliance;
- Distrigas in relation to formal settlement proceedings following the European Commission's inquiry into alleged market foreclosure arising from long term gas supply agreements in the industrial sector;
- EMI Group in relation to EMI's CELAS initiative for the licensing of its Anglo-American and German repertoire under a single pan-European licence for mobile and online digital uses; and in relation to the successful closure, without any infringement findings as regards EMI, of the European Commission's three-year investigation into the music companies' digital distribution agreements with Apple/iTunes;
- E.ON/E.ON Ruhrgas in relation to the European Commission's investigation into an alleged market sharing agreement between E.ON Ruhrgas and Gaz de France as well as on E.ON's appeal against the Commission's decision on fines;
- Hasbro in relation to the investigation by the Conseil de la Concurrence (the French competition authority) into the supply of toys and games to major retailers in France;
- London Stock Exchange (LSE) in its defence of a claim brought by PLUS Markets in the High Court challenging certain rules of the Stock

'Once again, the firm's global competition practice remains a cut above the rest... the firm thrives on some of the most challenging behavioural and contentious competition law cases.'

Cross-border Quarterly, 'Competition Super League', April 2008

Exchange on the basis of allegations of infringement of the competition and free movement rules of the EU Treaty;

- Mars on the co-ordination and ultimately the successful settlement of various European national court proceedings and complaints to national competition authorities, regarding the ‘impulse’ ice-cream market that resulted from the ECJ judgment prohibiting freezer exclusivity arrangements;
- Rio Tinto Alcan before the Commission in defence of a statement of objections alleging abuse of a dominant position regarding aluminium smelting technology licensing; and
- Tesco in relation to the successful judicial review before the UK’s Competition Appeal Tribunal of the recommendation made by the Competition Commission following its two year groceries market investigation that a new ‘competition test’ should be introduced by government into the planning regime.

Sector specific regulation

Sector specific regulation is an increasingly substantial part of our practice. We advise clients in the aviation, banking, energy, postal, telecoms, transport, water utilities and other sectors on antitrust and competition-related regulatory matters. Many of our lawyers are recognised experts in their particular fields, combining their knowledge of the sector with specialised antitrust/competition law expertise.

Antitrust/competition litigation

We advise on antitrust litigation including competition, regulatory and public procurement matters, often involving multiple jurisdictions. We have handled a number of landmark cases and have leading experience before the European Court of First Instance (CFI), the European Court of Justice (ECJ) and the European Free Trade Association Court (EFTA), as well as before the national courts in the EU and the US.

Our recent experience includes advising:

- a number of major companies including ABB, Bayer, F Hoffmann-La Roche and Holcim, in national courts across the EU and in the US in relation to follow-on damages actions brought after a European Commission or national competition authority decision on a cartel activity;
- Betfair Limited, the world’s leading online betting exchange, in a preliminary ruling before the ECJ in relation to the provision of online gambling services and their compatibility with the European rules on free movement of services;
- Emirates in a large number of class actions that have been consolidated for pre-trial discovery purposes in the eastern district of New York where plaintiffs claim damages related to an alleged air cargo cartel;

Winner of the *Financial Times* ‘Standout innovation’ award for ‘Tesco’s successful challenge to the UK Competition Commission’.

‘Freshfields work for Tesco, the UK’s biggest retailer, is likely to alter fundamentally the way the commission investigates and regulates markets.’

***Financial Times*, ‘Innovative Lawyers Awards’, October 2009**

- Erste Bank in its appeal before the ECJ against the CFI judgment in the Austrian banks ('Lombard Club') cartel case;
- Holcim on the first German 'class action' damages claim, in which 35 customers are claiming approximately €160m against six cement manufacturers;
- London Stock Exchange (LSE) in its defence of a claim brought by PLUS Markets in the High Court challenging certain Rules of the Stock Exchange on the basis of allegations of infringement of the competition and free movement rules of the EU Treaty;
- Mars on the co-ordination and ultimately the successful settlement of various European national court proceedings and complaints to national competition authorities regarding the 'impulse' ice-cream market, which resulted from the ECJ judgment prohibiting freezer exclusivity arrangements;
- Matsushita Beijing Color CRT Company Ltd in a number of class actions that have been consolidated for pre-trial purposes in the northern district of California, where plaintiffs' claim damages related to an alleged cartel;
- Roche Vitamins in Belgium, France, Germany, the Netherlands, Norway, Spain and the UK in defence of damages claims or threatened claims, arising from a European Commission decision on cartel activity in the vitamins sector;
- Shell in the appeal before the CFI challenging the decision of the European Commission imposing fines in the Dutch bitumen market;
- Solvay in follow-on damages actions before the Landgericht Dortmund in relation to the hydrogen peroxide cartel case; and
- Tesco in relation to the successful judicial review before the UK's Competition Appeal Tribunal of the recommendation made by the Competition Commission following its two year groceries market investigation that a new 'competition test' should be introduced by government into the planning regime.

Compliance programmes

We advise a wide range of organisations on antitrust compliance matters. We have leading multijurisdictional experience in designing, implementing and monitoring comprehensive, tailor-made antitrust compliance programmes:

- Altis is our award-winning interactive web-based training tool for legal compliance. It is a cost-effective programme that is designed to minimise the potentially serious risks of non-compliance with antitrust law. The programme is currently available in EU and US versions and can be tailored to our clients' needs, including language requirements. Asian versions are under development. It is particularly helpful for clients with

'A "standout innovation" in the use of information technology.'

Financial Times 'Innovative Lawyers' report, 2006

a large or geographically diverse workforce and is currently used by a significant number of our clients across a broad range of industries.

State aid

We have extensive experience advising clients on State aid matters in a broad range of sectors and have also acted for government entities in this area. We represent clients on State aid investigations before the European Commission and the European and national courts and advise clients on potential State aid aspects of proposed investments.

European State aid rules have adapted quickly to deal with the many financial rescues by national governments in the recent financial crisis. We continue to play a leading role in advising financial institutions, central banks and governments on these complex developments, most notably on key mandates that have set new legal precedents in the UK and Germany.

Our recent experience includes advising:

- a number of German banks, including 'Landesbanken' Bayern LB and HSH Nordbank, on the application for emergency aid and subsequent restructuring proceedings under EU State aid law;
- ABN AMRO on the State aid investigations opened by the European Commission in relation to the collapse of Fortis and its subsequent acquisition by the Dutch government;
- Caisse des Dépôts et Consignations (CDC) on the State aid aspects in relation to the setting up of the French Fonds Stratégique d'Investissement announced by the French government and dedicated to reinforce the equity and consolidate the capital of French companies;
- Northern Rock on the competition and EU State aid aspects of various restructuring and financing proposals following the UK government's decision to take Northern Rock into temporary public ownership;
- several Austrian banks on financial support measures by the Austrian state under EU State aid law, including re-capitalisation and guarantees in the context of restructurings;
- the Bank of England on the State aid and antitrust implications of a number of measures triggered by the banking crisis, including Santander's acquisition of Bradford & Bingley and Lloyds TSB's acquisition of HBOS;
- the Federal Republic of Germany (through SoFFin) in the first nationalisation of a German bank, the Hypo Real Estate (HRE) bank;
- the state of Nordrhein-Westfalen in Germany in a State aid procedure before the Commission concerning a rescue and restructuring aid measure to shield WestLB against risks in relation to the 'subprime' crisis; and

Winner of the *Financial Times* 'Standout innovation' award for 'Reshaping the rules around European State aid'.

'If any organisation can be described as having had a good credit crisis, it is undoubtedly Freshfields... Helping to accelerate the European Commission's previously sluggish processes of approval for State aid, Freshfields combined legal expertise with commercial and political negotiating skills.'

***Financial Times*, 'Innovative Lawyers Awards', October 2009**

- Oltchim, a petrochemical company controlled by the Romanian State, on the EU State aid law strategy for its restructuring and on two State aid notifications concerning the grant.

Public procurement

Our public procurement law specialists advise on all aspects of European member state and international public procurement law. Our advice covers a wide variety of issues from procurement structuring of transactions to establishing procurement compliance programmes. We also represent clients in contentious proceedings before national and European courts and in front of the European Commission and national regulators.

Our recent experience includes advising:

- Siemens and other important companies in their defence against sanctions imposed by US and German authorities regarding FCPA infringements;
- the city of St Petersburg on the drafting and negotiation of the concession for the creation of an urban toll motorway, currently Europe's largest public-private partnership (PPP) project in progress; and
- the Federal Republic of Germany in several proceedings before the ECJ concerning alleged infringements of European public procurement law.

International trade

Our international trade law practice is part of our wider antitrust, competition and trade (ACT) practice, offering clients specialist advice on trade related issues. Our lawyers represent governments, multinational companies and trade associations in their dealings with EU institutions, EU member states and third-country governments. We have a team of experts in all areas of international trade law, including World Trade Organization (WTO) matters, trade defence investigations and customs law.

Our recent experience includes advising:

- Archer Daniels Midland (ADM) on co-ordinating defences against certain biodiesel imports into the EU in Germany, Spain and the Netherlands, as well as on numerous customs issues;
- the German ministry of economics in relation to the WTO Boeing airbus dispute; and
- the European sugar industry on the lawfulness of the sugar production levy and bringing successfully a test case before the ECJ.

Public affairs

Our public affairs practice is located in Brussels and Berlin, with our offices focusing respectively on European and German regulatory and political developments. On behalf of our clients we build relationships with EU and German policymakers and carry out detailed campaigns influencing draft legislation and policy decisions to ensure the effective representation of our

clients' interests. Working in an integrated manner with our legal teams, we have the legal and political expertise required to affect regulatory decisions in a wide range of policy fields.

'Extensive know-how, impressive manpower and a strong network of international offices place this large firm as one of the clear market leaders in competition matters.'

Chambers Europe, 2009

'Freshfields Bruckhaus Deringer maintains the top spot by a significant margin thanks to the breadth and depth of its competition practice worldwide. This is an outstanding achievement and places the firm in a league of its own. The firm has continued to be involved in some of the highest profile matters and provides quality advice across its European network. On the other side of the Atlantic, its US practice, based in Washington, DC is going from strength to strength. In addition the firm has been extending its competition capabilities in Asia, with new endorsements this year in both Japan and China.'

PLC Which Lawyer's 'Competition Super-league' report, 2009

'Innovative, successful and skilled is how clients of Freshfields Bruckhaus Deringer described the magic circle firm's competition team. Yet another trophy for the Freshfields competition cabinet.'

Competition/Regulatory Team Of The Year, The Lawyer Awards, 2008

Awards and accolades

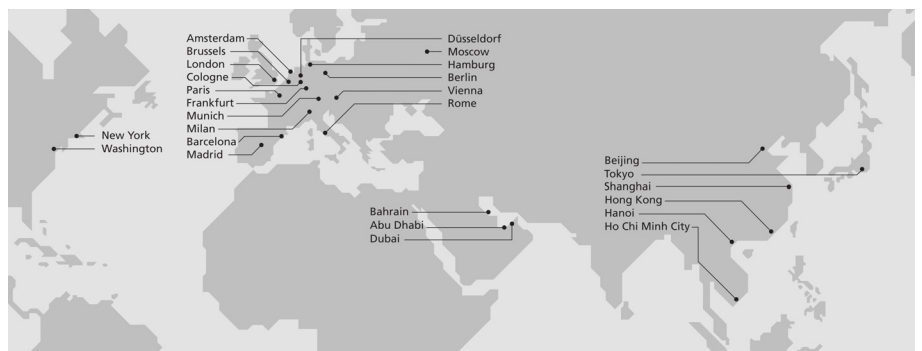
Third party views on our experience

Some clients and prospective clients have told us that they find it useful to have details of awards and league table rankings, so that in choosing their advisers, they can assess the views of third parties. For this reason we have set out below a small selection of the key awards received by our practice.

- In October 2009, *The Financial Times* 'Innovative Lawyers' awards gave 'standout' rankings for our work in 'Reshaping the rules around European Union State aid', and 'Tesco's successful challenge to the UK Competition Commission'.
- In June 2009 our antitrust, competition and trade (ACT) practice was named 'Global Competition Law Firm of the Year' by *Who's Who Legal*, for the fifth consecutive year.
- In June 2009, *The Lawyer* awarded our London-based team 'Competition/Regulatory Team of the Year' in recognition of its work advising Tesco on the unprecedented successful judicial review of a Competition Commission market investigation remedy. This is the third year in a row that we have won this award.
- In April 2009 we were ranked as the top competition law practice globally for the sixth consecutive year, in *PLC Cross-border Quarterly magazine's* 'Competition Super League'.
- In January 2009, for the third year running, our ACT practice topped the *Global Competition Review* 'GCR 20' list of the world's top competition practices.
- In November 2007 we were awarded 'Global Competition Law Firm of the Year' in the *Chambers Global* awards.

Freshfields Bruckhaus Deringer

Freshfields Bruckhaus Deringer is a truly international business law firm. With more than 2,400 lawyers in 15 countries across Europe, Asia, the US and the Middle East, we can provide our clients with a full range of business legal services in the world's major economies. In each country in which we operate we seek to provide our clients with top quality advice that makes a real difference to their businesses. We believe that our collaborative culture and our insistence on quality enable us to co-ordinate advice on the laws of the major financial jurisdictions and to do so pragmatically, efficiently and economically.



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