

Moscow Office

Regional Insight, Global Reach



From idea to realization and beyond, we are focused on guiding, advising and supporting our clients as they develop and implement their projects, whether in Russia and the CIS or jurisdictions outside of the region.

Our Moscow office offers our clients unique expertise arising from decades of on-the-ground experience in this region together with perspective from numerous global representations and from leading large-scale projects. The lawyers in our Russia/CIS practice integrate an understanding of local, regional and international deal making, politics and cultures with sophisticated legal skills. Our lawyers also have a thorough understanding of the specific complexities of business in this part of the world and of the particular legal issues that face investors from Russia and the CIS as they expand and diversify their investments globally.

Our multidisciplinary Russia practice comprises a well-established team of lawyers—many of them ranked in *Chambers Global*, *Chambers Europe* and *Legal 500*—representing significant experience practicing in Russia serving not only the largest corporations and banks, but businesses of all sizes, including start-ups and mid-market corporates.

We have extensive, dedicated industry expertise in Moscow covering:

- energy and natural resources
- real estate development and construction
- life sciences/pharmaceuticals/
biomed technology
- banking and financial services
- telecommunications/media/technology
- automotive and transportation sectors

We provide our clients a full range of legal services, including:

- Anticorruption
- Antimonopoly
- Banking & Finance
- Construction
- Data Privacy/Security
- Employment/Benefits
- Energy
- Financial Regulations
- Government Investigations
- Intellectual Property
- International Arbitration
- International Trade
- Life Sciences
- Litigation/Dispute Resolution
- Mergers & Acquisitions
- Private Equity
- Real Estate
- Regulatory
- Restructuring

Just as our clients work across borders and time zones, we make it a priority to draw on our global strengths and to ensure that we provide our clients with the most effective and efficient teams of professionals for their matter's specific needs. Wherever your project takes you, our fully integrated global teams make it possible for us to combine our capabilities and experience to deliver to our clients high value, sophisticated legal advice, and support when and where they need it.

Our Moscow office combines decades of on-the-ground experience with the resources of a Global 50 law firm.

“King & Spalding LLP has ‘strong industry knowledge and excellent value for money.’”

—*Legal 500*



The *Legal 500* recognizes King & Spalding as a leading firm in Russia in the areas of banking and finance, energy and natural resources, intellectual property, real estate and construction, TMT, and corporate and M&A.

Our Experience

Representative matters of the lawyers in our Russia/CIS practice include advising:

Energy and Natural Resources

- **SIBUR Holding** on the sale of a transshipment terminal and related commercial agreements.
- **Rosneft Oil Company** on the purchase of 100% of the shares of SANORS Holding Limited (Novokuibyshevsk Petrochemical Company).
- **Oil India Limited** on its acquisition of 50% stake in a Russian upstream oil project.
- An **oil & gas company** on its decommissioning obligations in Russia.
- An **oil company** on the establishment of a gas-to-power joint venture for the construction of a new power unit in Western Siberia.
- A **Western investor** in connection with the first ever acquisition of a solar power business in Russia.
- An **investor** with respect to a joint venture relating to an electricity generation facility in Russia.
- A **Russian power holding company** with respect to a dispute with its contractor in international arbitration.
- One of the world's largest **metals and mining companies** in connection with a major joint venture in the Russian Trans-Baikal region.
- An **oil company** on structuring and negotiating its risk sharing arrangements for the development of mature oil fields.
- An **oil company** on its Russian refinery joint ventures and related commercial contracts.
- **International oil field service companies** on their entrance into and business activities in Russia.
- An **international oil company** with respect to a Russian PSA.
- A **large Russian oil company** operating in Kazakhstan with respect to various joint venture issues, including joint operations and exclusive operations agreements and drilling contracts.
- A **foreign investor** on the potential acquisition of 100% of the participation interest in a Turkmenistan PSA.
- **Russian investors** in connection with the acquisition of control of TGK-2 and TGK-7 (newly privatized electric power companies).
- **Norilsk Nickel** in connection with regulatory aspects of an M&A project.
- **GV Gold (Vysochayshiy)**, one of the largest Russian gold producers, in connection with an equity investment by EBRD and several other large transactions.
- **EN+ Group** companies in connection with several proposed acquisitions and dispositions of assets.
- A major **Russian steel manufacturer** on a complex US\$500 million acquisition and debt restructuring project in the FSU region.
- A large, publicly traded **oil field services company** in an internal investigation involving potential bribes and record-keeping violations in Russia and Kazakhstan.
- **US Magnesium LLC** in an administrative review of U.S. antidumping orders on magnesium from China and Russia.
- A **leading titanium producer** as defendant on several corporate disputes with minority shareholders relating to the client's corporate reorganization.
- As an expert on Russian law matters (recognition and enforcement of a Russian arbitral award on post-merger issues set aside by Russian state courts), in **Nikolay Maximov v. Novolipetsk Iron & Steel Works OAO** before the Court of Appeal of Amsterdam, the Netherlands.

Financial Services

- **Sberbank** on several secured financings.
- **Sberbank Investments** on option agreements and mezzanine investments.
- **Alfa Bank** in connection with sanctions-related issues, derivatives trading and high-risk investments.
- **Financial Corporation URALSIB** and **Bank URALSIB** on several major projects involving the acquisition and disposition of investments, and involving joint ventures.
- **Bank URALSIB** in connection with FATCA issues.
- A recognized **retail Russian bank** in connection with the proposed US\$1 billion sale of a controlling equity interest in the bank to a strategic partner.
- **Global Payments Inc.**, a leading provider of electronic transaction processing solutions, on its acquisition of ZAO United Card Service, a leading merchant credit card acquirer in the Russian Federation.
- A **Western financial services company** with respect to the proposed disposition of its Russian business.
- **Gazprombank** in connection with contractual matters.
- **IFC Bank** on matters related to banking activities and several proposed investment projects in the real estate sector.
- **The seller of a Russian insurance business** to a major European insurance group.
- A **group of creditors of Amurmetall OAO (Russia)** that has a member on the committee of creditors of Amurmetall elected by the votes of Commerzbank AG (Germany), Erste Group Bank AG (Austria), HSH Nordbank AG (Germany) and Vnesheconombank (Russia), in connection with bankruptcy proceedings initiated against Amurmetall OAO in August 2012; value of the dispute: roughly 20 billion rubles.



“King & Spalding LLP is ‘recommended on international transactions’ and its partners... are praised for their ‘hands-on approach and deep involvement in matters.’”

—*Legal 500*

Financial Services (cont'd)

- **SL Leasing OOO** in connection with court proceedings against RentaStroyTekhnika OOO (RST) arising out of nonperformance and early termination of 45 finance lease contracts and unjust enrichment claims of the lessee.
- A **state-owned bank** in connection with a 150 mln euro structure commodity export financing.
- A **microfinance lender** in attracting several private equity investment rounds.

Real Estate and Infrastructure

- **Mirland Development Corporation Plc** on multiple projects in Russia and its initial public offering of shares at AIM London.
- The biggest **Russian exporter of grain**, a subsidiary of the largest international trade holding, with respect to the purchase of a number of stevedoring assets at the port of Taman (Russia), with a deal amount of over US\$260 million and post-acquisition consulting.
- A **consortium of Russian investors** on the sale of a land bank in the Moscow Region, Russian Federation, with a deal amount of approximately US\$400 million.
- A **Russian developer** in connection with entering into a joint venture project for the construction of a trade and entertainment center in Moscow, Russian Federation; overall investments into the project are expected to exceed US\$350 million.
- A **Russian subsidiary of a leading German real estate investment fund** on the sale of more than 250 land plots for residential houses and of shares in two REITs.
- A **Russian developer** in connection with the structuring of several transactions in relation to development assets in Moscow, Russian Federation.
- A **Russian developer** on entering into a shareholders' agreement in connection with the management of a trade and entertainment center in Moscow, Russian Federation.
- **NAM** on two projects concerning the acquisition of land plots for construction of retail and leisure centers.
- A **Gazprombank** subsidiary in the acquisition of a project for the construction of a trade/office/hotel center in Khimki, Moscow Region.
- **3M Russia** in connection with a major greenfield project in Tatarstan.
- A **large international retail network** specializing in the sale of goods for renovations and construction, with respect to a potential purchase of a piece of land in the Moscow Region, for further placement of a shopping mall.
- A **client** in a deal for the sale of 65,000 hectares of agricultural land through the sale of shares, with the deal amount exceeding US\$90 million.
- A **Russian development company** with respect to a purchase of a multifunctional retail and office center in Novosibirsk.
- The **real estate development division of a major Russian financial and industrial group** in connection with the establishment of joint ventures for the development of real estate projects in Russia.
- A **large Russian financial group** with respect to the purchase of an office center; total value of the deal exceeded US\$500 million.
- A **developer** in several disputes with contractors engaged in connection with various real estate development activities.
- A **foreign investor** in greenfield industrial investment in Russia.

Life Sciences

- **Janssen Pharmaceutical NV** on regulatory and contractual issues related to clinical trials in Russia.
- **Bristol-Myers Squibb** on the labeling of medical products designated for use in the course of clinical trials performed in Russia and on a number of procedural aspects of such labeling.
- A number of **major international CROs, including PAREXEL**, regarding contracts with clinics and principal investigators in the course of clinical trials.
- A number of **major international medical devices companies, including Synthes GmbH**, on regulatory, contractual and compliance issues in connection with the distribution of their products in Russia.
- **St. Jude** on regulatory issues.
- **bioMerieux Rus** on relations with distributors.

Telecommunications/Media/Technology

- The **largest Russian-language Internet search engine** in connection with a US\$80 million acquisition of a web resource, including antitrust clearances.
- A **number of major international broadcasters** in connection with a development and implementation of a new business strategy and corporate and contractual structure to comply with new statutory restrictions on foreign ownership in mass media, with the scope of representation including corporate, regulatory, competition, IP protection, advertising and contractual issues.



Chambers Europe recognizes King & Spalding for leading expertise in Russia in the areas of Energy & Natural Resources, Real Estate, and TMT. Five of our lawyers in Moscow also are recognized as leaders in their areas of practice.

Telecommunications/Media/Technology (cont'd)

- **ITG**, one of the leading Russian groups providing software and hardware solutions for business, in matters involving software development and licensing and in financing matters ranging on average from US\$20 million to US\$50 million.
- A **number of major international clients** on issues related to regulatory compliance and development of a new model and documentary framework for online activities in compliance with data requirements, including counseling on regulatory and contractual matters and development of internal policies for the implementation of new data processing rules.
- A **major Russian telecom operator** in a contemplated US\$500 million acquisition of a group of companies engaged in cable TV and IPTV business, including complex due diligence of the target networks and regulatory advice involving, among other things, licensing and strategic investment clearance issues.
- **T-Platforms** (a Russian supercomputer, software, device and integrated circuit manufacturer) on contractual issues in connection with software and device development and licensing, and in respect of a computer cluster solution, equipment and related services supply.
- A **major international media and entertainment group** on international compliance matters, including privacy matters in internal policies and audits, and compliance due diligence of Russian counterparties.
- A **major international media and entertainment group** in connection with a contemplated acquisition of a Russian network of TV stations, including complex due diligence and regulatory advice.
- **InComm** (the industry-leading marketer, distributor and technology innovator of stored value gift and prepaid products) in establishing its operations in Russia, including contractual issues of the launch of electronic prepaid iTunes products in Russia.
- A **major Russian media holding company** on the acquisition of a chain of first-class movie theaters in Russia, including complex multiobject due diligence.
- Virtually all **Hollywood “majors” and other major international media and entertainment companies** on all legal aspects of the film industry, including co-productions and co-financing of films and film distribution matters involving structuring, regulatory, contractual and IP issues.
- **OJSC URALSIB Bank** in connection with legal aspects of acquisition, modification and support of an integrated banking IT system, including the enforcement of software development agreements.
- A **European venture fund controlled by Baring Vostok Capital Partners** in connection with an equity investment in a Russian company owning and operating one of the leading Russian Internet shops.
- A **Hollywood “major”** on the first-ever acquisition of distribution rights and sequel rights to Timur Bekmambetov’s Russian motion picture trilogy (“Night Watch” and “Day Watch”) from Channel One, the leading Russian free-to-air TV channel.
- **Major international TV channels** on day-to-day corporate, contractual, regulatory (including licensing) and IP issues in connection with cable, satellite and free-to-air broadcasting in Russia; TV production; and channel distribution.
- A **large Russian electronics retailer** on a number of joint ventures in Russia and divestiture of retail assets in the FSU region ranging from US\$10 million to US\$200 million.
- A **major Russian-language Internet portal** in a number of corporate structuring, contractual, financing, regulatory and IP matters, including a private placement and a merger.
- A **U.S. telecommunications infrastructure equipment manufacturer** on contractual and regulatory issues in connection with a number of network deployment projects across Russia.

Automotive & Transportation

- **Ford Motor Company** in its complex separation of the Jaguar and Land Rover businesses and subsequent US\$2.3 billion sale to Tata Motors Limited.
- **Ford Motor Company** on the separation of the Volvo businesses from Ford Motor Company and subsequent US\$1.8 billion sale to Geely.
- **Ford Motor Company** in connection with a joint venture with SOLLERS.
- **GAZ auto group**, the largest Russian car manufacturer, in a number of deals within the framework of its first-ever global expansion efforts, including a long-term, multimillion-dollar deal to buy the production assets and a technology license to manufacture two DaimlerChrysler car models under GAZ brands in Russia and a multi-million dollar technology licensing agreement with Renault Trucks S.A.S.
- **Companies of TransMashHolding group** on several large transactions.
- **BMW Russland** on a number of contractual and regulatory issues in Russia.
- **Fiat Group** on a wide range of issues, including corporate and contractual matters with dealers and suppliers of Fiat cars and parts to the Russian market, as well as in a number of court consumer claims.
- **Daimler AG** on a number of joint ventures in Russia, including two joint ventures with OJSC Kamaz for production of Mercedes-Benz and Mitsubishi Fuso trucks, and other contractual and regulatory issues.

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