



Luxembourg **expertise**
with **international** reach



d.law

Business law firm



Our values

Creativity

There is no such thing as impossible. The in-depth expertise and entrepreneurial culture of our lawyers help solve our clients' issues providing tailor-made solutions.

Desire to excel

Excellence is not a state: it is an ambition and a permanent goal.

Investing in long-term relationships with our clients

We always seek to provide excellence in client service to deliver lasting results.

People

Multidisciplinary, multilingual and multicultural. Our people are the key of success and allow us to deliver exceptional client services.

Our added value

- Cross-border restructuring
- M&A
- Corporate governance
- Corporate and structured finance
- UCITS and alternative investments funds
- Legal compliance and regulatory

Your challenge



Due to the rapidity and globalisation of the business environment, entrepreneurs, hedge funds, institutional investors, private equity houses, credit institutions, asset managers and multinational groups are often faced with complicated strategic decisions that need to be taken quickly.

Regardless of the size of your business and your respective industry, the common denominator of any entrepreneur moving in a complex and changing environment is the challenge to secure its increasingly complex transactions with major business and financial implications.

Due to the stated complexity, we meet your high level of expectations through:

- A multidisciplinary team offering in-depth knowledge for your needs and respective industry
- Innovative and tailor-made solutions
- A responsive and pro-active team with an international network to assist you in all aspects of your transactions

Why D.Law

D.Law is an independent Luxembourg-based law firm focusing its practices on corporate, M&A, banking and finance as well as investment funds. The intention was to establish a firm with a premium quality service, characterised by responsiveness and entrepreneurial corporate culture to meet the requirements of an international clientele. Those values continue to drive us today.

A young and dynamic firm in the legal market, our team of 20 multicultural and multilingual lawyers, has developed a strong experience and a pragmatic approach allowing us to deliver a premium quality service and tailor-made solutions. As a firm, we work on a task-force basis, bringing our clients the requisite mix of people and expertise across various practice areas.

By expanding the circle of our business partners and key players, which enables us to better serve our clients' interest in cross-border transactions, we may act as a global coordinator of foreign legal counsels to offer an integrated multi-disciplinary approach.

Corporate and M&A practice

Our core business is in-depth expertise regarding cross-border restructuring involving Luxembourg (tax or regulatory driven transactions) and tailored solutions.

Our corporate and M&A team assists publicly-traded groups, closely-held private companies, financial institutions, private equity houses spanning a variety of industries including media, chemical, telecommunications, internet services, energy, financial services, real estate and hotels as well as leisure. Our extensive experience allows us to handle plain vanilla deals to sophisticated and multi-jurisdictional corporate transactions that require coordination.

In the M&A practice, we assist our clients – buyers, sellers or target companies – from negotiation, via the set-up of the appropriate structure and the conduct of the due diligence, through completion.

D.Law's recent transactions:

- Advised a U.S. based NYSE listed company in a complex international group restructuring, involving the implementation of Luxembourg structures, the set-up of guarantees and security interests from its subsidiaries as well as the global coordination of foreign legal counsels in 15 countries
- Advised majority shareholders of a dual listed company to proceed with a voluntary tender offer, followed by the delisting of the company on the Luxembourg Stock Exchange and Euronext – Alternext Paris
- Advised a non-EU private bank in establishing their European hub in Luxembourg by successive cross-border mergers in several EU countries
- Advised a U.S. based NASDAQ listed company in an international group restructuring, involving the implementation of Luxembourg structures, and the global coordination of foreign legal counsels in 7 countries

Banking and finance practice

The expertise of our banking and finance team covers all the aspects of lending and structured finance (bank lending, structured finance, security package, securitisation, financial restructuring), either from the borrowers' side (project and acquisition financings / refinancing) or the lenders' side (syndicated loans, senior and subordinated loans, asset-backed financings).

In addition, our expertise expands to regulatory advisory (advising professionals of the financial sector on banking activities in Luxembourg, such as banking secrecy, establishment of branches) and drafting and implementing Islamic finance documentation.

D.Law's recent transactions:

- Advised major Korean banks on a €40,000,000 secured debt and equity financing of Luxembourg holding company regarding the acquisition of several solar power plants in Portugal
- Advised a Canadian company and its Luxembourg subsidiary, as borrower and obligor, on a syndicated \$850,000,000 senior facility agreement with security package
- Advised a UK mortgage loan company to acquire a portfolio of £380,000,000 mortgage loans from a UK bank through a Luxembourg securitisation vehicle with Luxembourg security package
- Advised a NYSE listed U.S. company and their Luxembourg subsidiaries on an issuance of a \$1,000,000,000 senior note secured by assets of its subsidiaries worldwide



Funds practice

Our funds team provides full guidance and support to our clients to choose, structure and set-up the most appropriate Luxembourg investment vehicle (from UCITS to alternative investment funds) by combining tax, regulatory, compliance and transaction savoir-faire, due to their in-depth knowledge and expertise of the Luxembourg legal and regulatory industry applying to regulated and unregulated Luxembourg investment vehicles and their services providers (including prime brokers).

Our services will include: fund structuring and set-up (regulated, unregulated, any asset class, any investment instrument), implementation of underlying structures (SPVs, financing agreements, acquisitions), selection of and negotiation with local services providers, legal, contractual and regulatory monitoring and compliance (substance, governance, AML, etc.), day-to-day maintenance, including ongoing legal and regulatory support and ad hoc advice, the assistance with any restructuring or exceptional situation (liquidation, national and cross-border mergers, redomiciliation, side pocket, defaulting shareholders, shareholders' complaint, etc.) and in-house training.

D.Law's recent transactions:

- Assisted an important Russian client in the set-up of a real estate SIF investing in chains of hotels located in Russia and eastern Europe
- Advised UK asset managers in the set-up of their new UCITS flagship
- Assisting an Italian-based promoter for the structuring of an art fund
- Assisting in the set-up of a SIF investing in the renewable energy sector
- Advising an important Middle Eastern institutional client for the set-up of a Luxembourg-based Shariah compliant vehicle

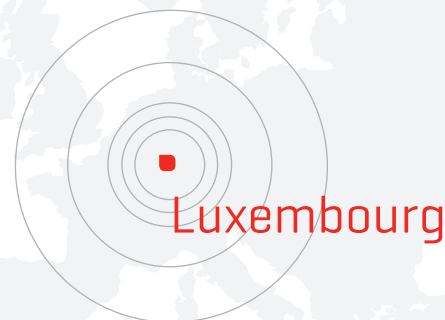
Why Luxembourg

Thanks to its business approach and economically stable environment, Luxembourg is one of the major financial centers in Europe. Major international banks, insurance companies, investments fund, ICT/TMT business and e-business centers choose to have their offices and headquarters in Luxembourg. In broader terms, Luxembourg is also a major center for investments around the world offering a wide range of innovative financial products and investment vehicles (e.g. SOPARFI, pension funds and securitisation).

Luxembourg's highly skilled, multicultural, multilingual workforce in addition to its attractive tax environment, help maintain and develop innovative solutions to ensure its competitiveness and attractiveness. Such has been seen through the established presence of Amazon, e-Bay and Paypal, allowing Luxembourg to become a leader in e-business.

Located at the heart of Europe, neighbouring three of the continent's most industrialised nations (France, Belgium and Germany) and an easy access to the governmental and administrative authorities, Luxembourg is an ideal gateway to the European market.

Last but not least, solid state finances of Luxembourg hold for a promising future.



Jean-Philippe Drescher
Partner
Tel. +352 270 477 123
jpdrescher@dlaw.lu

Ingrid Dubourdieu
Partner
Tel. +352 270 477 405
idubourdieu@dlaw.lu

Thomas Held
Partner
Tel. +352 270 477 002
theld@dlaw.lu

François Lerusse
Partner
Tel. +352 270 477 011
flerusse@dlaw.lu

Hélène Arvis
Counsel
Tel. +352 270 477 014
harvis@dlaw.lu

Sylvain Lesaffre
Counsel
Tel. +352 270 477 241
slesaffre@dlaw.lu

Martin Michard
Counsel
Tel. +352 270 477 005
mmichard@dlaw.lu

Frank Schlernitzauer
Counsel
Tel. +352 270 477 919
fschlernitzauer@dlaw.lu

Contact us for more information at:

D.Law
Société à responsabilité limitée
Aerogolf Block A
1, rue Heienhaff
L-1736 Senningerberg
Grand Duchy of Luxembourg
Tel. +352 270 477 00
lawyers@dlaw.lu
www.dlaw.lu