

Eversheds O'Donnell Sweeney

Let us introduce ourselves

We offer a unique approach to legal services in Ireland working hard to build trust and confidence with each client by nurturing strong professional relationships.

These relationships are supported by our global network of 3,500 legal and business experts from 25 jurisdictions. This ensures our clients can rely on advisors they know and trust and have access to the best international advice.

Everyone thinks they're unique

We're different

Unique international expertise

You will have the expertise of our international affiliate law firms which are all members of Eversheds International. This alliance makes us part of one of the largest affiliated legal firms in the world.

People you can trust

We will win your trust and confidence so that you will know your legal advisors are always working for your best interests and fulfilling their commitments to you. This level of client care and quality is strengthened by the integrity, intellect and attitude of our people.

Client controlled

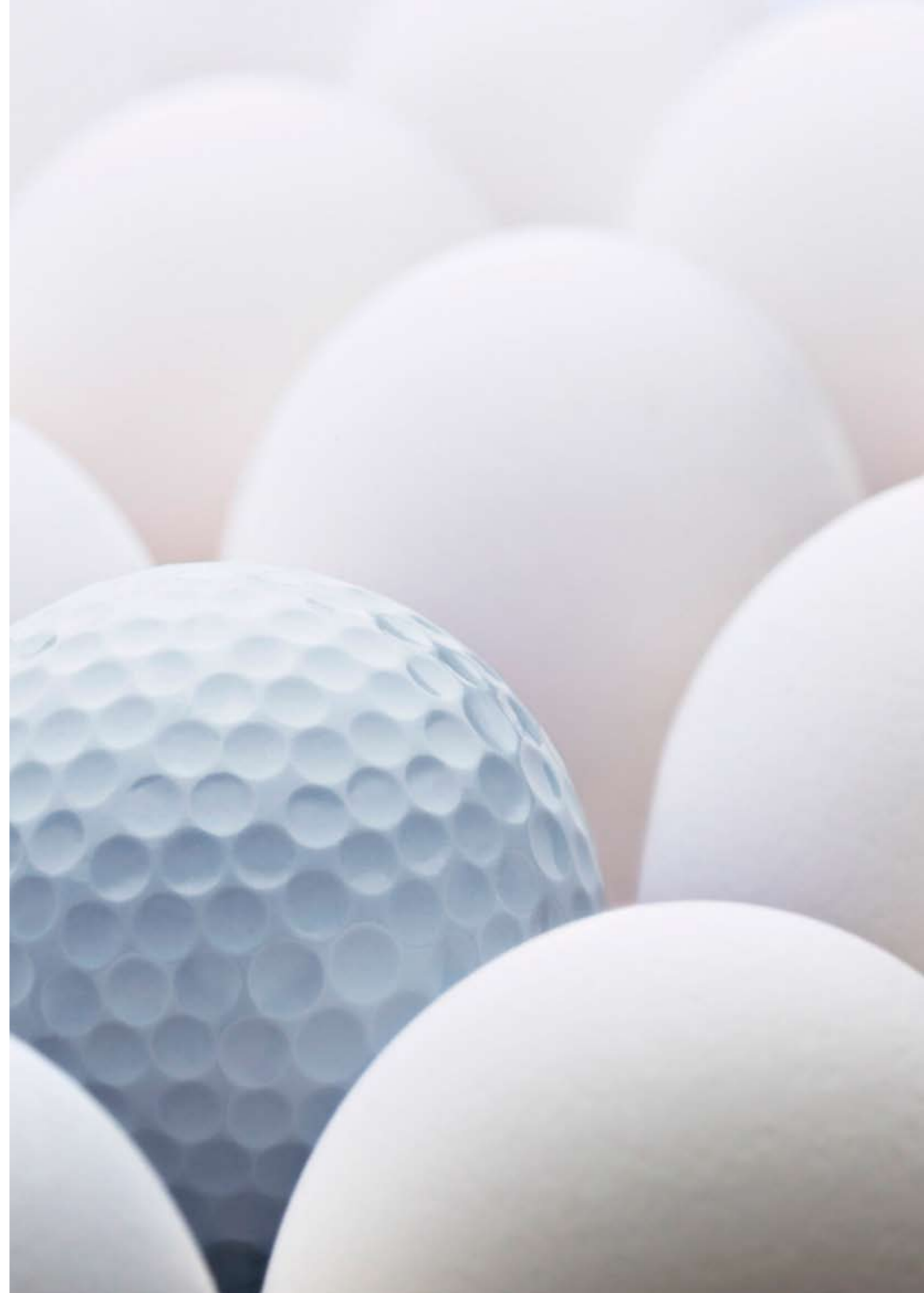
We believe that open, clear communication with our clients is central to building this mutual trust. We offer measurable value through clear billing, efficient work practices and straightforward communication, ensuring you, the client, are in control at all times.

Leadership and innovation

We are one of the leading commercial law firms in Ireland. Our Property group is a market leader in Ireland. Our Corporate group has out-performed its rivals through our alliance with Eversheds, enhancing our ability to pioneer emerging sectors. Our Dispute Resolution and Litigation group has been involved in some of the most complex cases in the Commercial Court. We have outstanding HR, Banking, Tax, Projects and Pensions groups.

Commercial experience

Our work on high profile deals and transactions and our involvement with clients of all sizes gives us the ability to combine the business and legal aspirations of our clients to help them grow and succeed.





Part of an international network

Local knowledge, global experience

Eversheds O'Donnell Sweeney is a full service commercial law firm with a unique position among Ireland's leading law firms.

Our alliance with Eversheds International has allowed us integrated access to one of the largest full service law firms in the world with more than 3,500 legal advisors spread across 40 offices.

This support from international experts means we can offer our clients the very best legal advice in home and foreign markets. Since our Dublin office was founded in 1967, it has grown substantially and now has 25 partners and over 100 legal advisors.

Experience is one thing *Understanding is another*

Our people

Whether our people work at home or abroad, their focus is always on delivering exceptional client care. Our people are known not only for their intellectual abilities but also for their integrity and professionalism. Our philosophy is that open and honest communication with clients leads to success and a full understanding of our clients' needs and concerns. As our client, we want you to enjoy working with us and to know that you are in control at all times.

Our business

Our practice focuses on supporting the business growth and needs of our clients. Our business is the business of each of our clients and our success is measured by their success. Our unique approach involves us not just looking at the legal issues but also the wider commercial issues. The correct approach to solving any problem depends on understanding all these issues and our clients' commercial aspirations.

We work with some of Ireland's most successful and progressive companies and individuals. A large number of our clients have been with the firm for many years and we have worked with and advised them as they have grown at local and international level. Our clients also include international and multinational companies, banks, financial institutions and public organisations. We have been involved in some of the highest profile deals and transactions in Ireland in recent times.

Practice areas

Banking and Financial Services
Construction and Projects
Commercial
Corporate
Dispute Resolution and Litigation
Employee Benefits
Energy
Financial Services Regulatory Group
Human Resources
Intellectual Property
Insolvency and Restructuring
Inward Investment
Real Estate
Retail and Leisure
Syndicated Investments Group
SMEs
Tax
Technology and Telecoms

'This newly rebranded firm continues to make strides in the corporate arena, bolstered by its traditional strength in real estate and a growing reputation in the technology and telecommunications sectors'

Chambers Global 2008





Earning our clients' trust

It's a hands on skill

We believe that earning the trust of our clients is central to achieving successful outcomes for our clients and, ultimately, the continued growth and success of our firm. That's why we place so much emphasis on delivering exceptional standards of client care.

We use open, clear communication at all stages, from initial briefings through to final billing. We operate efficient work practices to ensure that clients are getting the attention to detail and care that they deserve. Some of these procedures and initiatives include:

Client team

As a client, you will meet with one of our partners who will actively manage your account and work closely with you to ensure targets are met. He or she will put together a team of lawyers with the skills and experience you need, ensuring you benefit from the resources of a large firm and that you receive the great personal service we are known for.

Monitoring and feedback

Your partner is always available to you. He or she is responsible for monitoring the work of the team and updating you on a regular basis. We encourage you to give your own feedback at any time.

Quality Committee

Our Quality Committee is composed of partners of the firm who monitor service levels and service delivery, and who oversee firm-wide practices and training.

Active management

We review the progress of all our work through internal meetings and regular consultations with clients. We take a proactive approach to every client relationship, using the latest project management tools to ensure you are fully informed of developments during every stage of your transaction or case.

Corporate and Commercial

In business, legal advice works best when it underpins commercial strategy. Our corporate lawyers are specialists who have the resources and experience to understand and implement your commercial objectives. Their integrated, forward-thinking advice can give your business a competitive edge in the marketplace.

Mergers and Acquisitions

This is the cornerstone of our corporate practice. We have acted for buyers, sellers and funders in some of the largest and most complex transactions of recent times, with these transactions often spanning several jurisdictions. Our expertise in this area is recognised by several international legal reviews.

Competition Law and Regulatory

Business regulation is increasingly complex and a strong knowledge of the technical nuances of the area is essential. The firm advises clients on industry specific, competition, compliance and general business regulation in the context of specific projects and in relation to day-to-day matters. Through our alliance with Eversheds International we have access to one of the most diverse and experienced competition law groups in Europe.

Corporate Finance

We advise clients in relation to all areas of corporate finance from investment and fundraising to mergers and acquisitions, from domestic and international capital markets to corporate restructuring. We regularly advise client companies in connection with third party investments, whether from venture capital companies, state agencies or tax-related investment vehicles.

Franchising, Distribution and Licensing

Franchising is an increasingly popular option with brand-owners and start-up businesses, especially in the retail sector. We advise on franchise and distribution agreements as well as on attendant competition and intellectual property licensing issues.

Joint Ventures and Partnerships

We have advised on numerous joint venture and strategic alliance transactions in both the public and private sectors, including areas such as natural resources, energy projects, tax schemes and property development. We also have wide experience in the formation, sale and purchase of partnerships and the use of these vehicles to exploit commercial opportunities.

Inward Investment

We advise a number of major multi-nationals on their Irish interests in general and in particular with regard to their decision to establish themselves in Ireland and the incentives that can be availed of by companies wishing to establish significant research and development and other operations in Ireland. Our advice in this area is enhanced by close relationships with the relevant governmental bodies responsible for developing this aspect of the Irish economy.

Venture Capital

We advise many companies at start-up and development phases in relation to venture capital investment, as well as in relation to state agency funding, tax-based and angel investments. Our expertise runs across the range of private equity issues from seed capital to expansion funding. Our advice is focused on business growth and on meeting the business goals of the various stakeholders involved.

Management Buy-Outs/Buy-Ins

Our corporate team has earned a strong reputation for advising management on the commercial and tax issues that arise on buy-ins and buy-outs, funding and related transactions.

Capital Markets

We advise public companies on investment, fundraising and mergers and acquisitions, as well as on their ongoing requirements in relation to listings in Dublin, London and New York. We have advised on IPOs, admissions, placings, rights and open offers and on a variety of class transactions. We also advise targets and prospective buyers in relation to hostile and recommended takeovers.

SMEs

We have a particularly strong track record in advising small to medium enterprises and owner-managed businesses. Our straightforward, no-nonsense style assists in addressing the kinds of challenges and uncertainties faced by such businesses.

Company Secretarial

Our company secretarial service provides a prompt, reliable and comprehensive service to enable our client companies meet their obligations efficiently and effectively. Our areas of expertise include group re-organisations, re-registrations, changes in company structure as well as company formations and annual compliance requirements.

Syndicated Investments Group

We act for promoters of syndicates which are established to facilitate pooled investment in asset classes such as real estate in Ireland and overseas, 'green energy' projects (e.g. wind farms), intellectual property rights and private limited companies. Traditionally, the syndicates have been comprised of high net-worth individuals, institutional investors and pension scheme investors.

We advise on all the legal and regulatory implications of the syndicate structure. We establish the special purpose vehicle to constitute the syndicate. We draft all commercial agreements pertaining to the syndicate, to include shareholder agreements, nominee agreements, management services agreements and terms of business for the appointment of financial intermediaries. We also draft and review information memoranda issued to investors.

We work as a team with overseas counsel within Eversheds International, in cases where the underlying syndicate asset is located overseas. This ensures a seamless, multi-jurisdictional legal service.



Banking and Financial Services

Our Banking and Financial Services group provides transactional and advisory services across the full spectrum of banking transactions and finance law generally.

Members of our Banking and Financial Services group work closely with our corporate, property, construction, projects and taxation specialists in order to ensure that clients are provided with a completely integrated service from term sheet to closing. For international transactions the group is able to draw on the experience of its lawyers, many of whom have worked overseas, as well as established working relationships with lawyers throughout the Eversheds International network of firms. The group's ability to assemble teams across practice groups and offices facilitates the provision of the highest quality legal advice in a manner that is deal-oriented and unique in the Irish market.

Our client-focused lawyers offer a broad range of services to domestic and international lenders and borrowers relating to or involving bilateral and syndicated loans, secured and unsecured loan facilities, acquisition finance, asset finance, property finance, project finance, regulatory advice, security reviews, insolvency law, tax-based lending and re-financings. In addition, the group has assisted clients with the introduction of new financial products and has worked on structuring and negotiating various innovative and high-profile financing transactions in both the Irish and international markets.

The group regularly advises all the major banks operating in the Irish market along with a number of international credit institutions. The group also advises domestic, international and multinational companies, public organisations, government bodies, individuals, trusts, funds, co-ownerships, partnerships and energy providers. The group's clients are provided with commercial, enterprising and effective representation tailored to their specific needs.

On the regulatory side, our specialised lawyers have expert knowledge in drafting the agreements and other documentation required to structure regulated transactions, appoint service providers and intermediaries and other matters. They also have extensive experience of obtaining clearances from the Financial Regulator (including applying for authorisation, upgrading authorised status and seeking approval for ownership changes). We regularly advise overseas clients in relation to the introduction of their products and services in Ireland, including insurance products and collective investment structures.

'Commercial, fast on their feet and genuinely accessible, this firm has been raising its profile in the banking sector, advising both banks and significant clients on the lending side'
Chambers Global 2008

Real Estate

As one of Ireland's leading property law firms, we are involved in the majority of significant Irish commercial property transactions, working with developers, property professionals, landlords, tenants, lenders, investors and other commercial clients.

Property Development

We support some of the most active developers in the Irish market with comprehensive advice on all aspects of real estate transactions, from initial identification of the site through to the final disposal or letting of the developed units.

Secured Property Lending

We act for financiers and borrowers in negotiating terms for funding and security on all types of development and commercial property acquisition, liaising closely with our colleagues in Banking and Financial Services.

Retail Property

We represent major domestic and international retailers on all aspects of their Irish property portfolios, including many high-value shopping centre development projects.

Leisure

Much of our work in this sector with developers, promoters and investors involves major hotel and leisure development and restoration schemes. Many of these projects are tax driven raising a variety of complex issues that require specialist experience.

Commercial Property Leasing

We offer a wide range of expertise and experience in this area and an in-depth knowledge of local market issues. We guide our clients when entering into leases for retail and other commercial developments or when offering commercial properties for lease.

Syndicated Property Investments

As property investment transaction sizes have increased over recent years, so too has the prevalence of syndication and the appetite of Irish syndicates to participate in overseas deals. Our domestic experience in structuring such investments, coupled with the international reach offered by our membership of Eversheds International allows us to deliver an outstanding service to our clients in this area.

Planning

Our knowledge and experience in this area has been gained through continuing involvement in some of the most substantial and complex projects in Ireland. Our planning specialists have a particular expertise in the difficult issues surrounding infrastructure works.

'This firm fields a strong property practice with strength and depth in conveyancing and contract work'
Chambers Global 2008



Human Resources Group

Our dedicated team of employment lawyers provides expert assistance to clients in navigating this increasingly complex area of law. We recognise that good employer / employee relationships are key to business success and we provide proactive and strategic advice on all aspects of the employment relationship.

We believe in the importance of understanding each client's specific employment and labour relations culture and our priority is to provide practical, pragmatic and client-centred solutions.

We advise clients on legal issues arising throughout the life-cycle of the employment relationship, beginning at the recruitment stage, including interviews, employment contracts, handbooks and policies. We work with HR professionals and management teams to manage equality issues, industrial relations disputes, sporadic and long-term absenteeism, bullying, harassment and stress claims as well as the employment considerations arising in commercial transactions and business transfers. We also advise on discipline and dismissal issues and on terminations of employment, including the negotiation of severance packages, unfair dismissal cases and employment injunctions.

Our service also encompasses advice on related topics such as health and safety law, immigration and data protection. We conduct employment law and health and safety audits, advising on current practices and documentation. We also offer in-house training and seminars to our clients on all aspects of employment law.

We have experience in advising a wide range of clients both national and international. Our alliance with Eversheds International allows us to offer a seamless service to our international clients in Ireland, the UK and across continental Europe and Asia where employment issues arise in multiple jurisdictions.



Employee Benefits

Our Employee Benefits group is recognised as a market leader. We offer expert, specialist advice in three core areas – pensions, share schemes and ESOPs.

First class pensions advice requires a synthesis of technical expertise and a pragmatic outlook. We have a multi-disciplinary team that combines trust law, pensions law, dispute resolution and financial services expertise within the one group. Our clients range from trustees and employers of the largest occupational pension schemes to individuals and one-person schemes and include private sector, public sector and semi-State schemes, industry-wide schemes, product providers, banks, insurers, and group trust managers. Our lawyers are involved in key industry and professional bodies, contribute to leading technical texts and regularly speak at prominent conferences and seminars.

Our share scheme practice is skilled in all areas of share scheme design and implementation, from restricted stock schemes for start-ups to long-term incentive plans (LTIPs) for publicly listed companies. We work closely with our tax group to provide a seamless tax structuring and legal service for our clients and have been involved in lobbying at Irish and EU level in relation to major issues affecting our clients.

Our employee share ownership option plan (ESOP) practice is the pre-eminent practice of its type in Ireland. We act for nearly all major ESOPs established to date. This includes schemes with key stakes in major private and public companies, semi-state entities and state utilities.

'Big enough to handle the important stuff but small enough to give full attention to the client'
'Impressed by the lawyers' professionalism, hard work and experience'
Chambers Europe 2008



Dispute Resolution and Litigation

Traditionally, our Dispute Resolution and Litigation group has enjoyed the benefit of acting for a variety of clients, including UK and other foreign clients who can draw on our wealth of experience in successfully handling claims and disputes.

Recognising that disputes cause disruption to the running of a business, part of our role in providing practical advice is to minimise disruption to our clients. To attain this objective, each solicitor uses a unique modern case management technology facilitating an immediate assessment of each case at the outset of litigation. Clients are notified of the likely costs that may be incurred from the commencement of proceedings and are regularly updated as the matter progresses.

The group is particularly skilled in managing large and complex cases in a strategic and commercial manner. We have a market-leading level of experience in the Commercial Court. We continue to deal with disputes in all jurisdictions in the most cost efficient manner.

We focus in resolving disputes, either by litigation, mediation or arbitration. The group's dispute resolution capability is reflected by having two experienced CEDR accredited mediators amongst the partners.

We have a very strong property litigation and related advisory practice. We act for major Irish property companies and developers and also have considerable experience in acting for both landlords and tenants of commercial properties. We have litigated a large number of property disputes before the Commercial Court and acted in judicial review of planning decisions of planning authorities and regulators.

We have a dedicated financial services regulatory litigation group which provide expert representation in a wide variety of disputes. We act on behalf of both domestic and international insurance companies on a range of issues from product liability to D&O to complex professional negligence claims. We offer intellectual property advisory and litigation expertise in all areas of IP practice, including substantial patent, trademark, copyright, designs and trade secrets actions. We have extensive experience in advising businesses on environmental, health and safety issues and environmental disputes. We handle all types of actions under the Companies Acts, ranging from shareholder and boardroom disputes to warranty claims arising upon the transfer of a company.

Financial Services Regulatory Group

We act for a wide variety of financial institutions, including banks, insurance companies, investment managers and financial intermediaries, based in Ireland and overseas.

We advise such clients in relation to (i) Financial Regulator authorisation of their activities; (ii) ongoing compliance with the applicable regulatory regime; (iii) the structure of various investment products; (iv) documentation issued to consumer and business clients; and (v) commercial agreements relating to the appointment of service providers. The Financial Services Regulatory group works closely with our Corporate group, in order to advise on

regulatory compliance in cases of mergers, acquisitions and restructuring of financial services institutions.

We work as a team with overseas counsel within Eversheds International, in cases where the client's main base of operations is overseas and they intend to provide financial services to Irish residents, or they seek to establish an Irish branch.

Technology and Telecoms

Our specialist Technology and Telecoms group incorporates both contentious and non-contentious expertise and is experienced in advising on all aspects of our clients' IT and telecommunications regulatory requirements.

We have extensive transactional and regulatory telecommunications expertise and are the preferred advisor to several of the leading Irish and international businesses operating in the sector.

We have a strong and growing roster of clients (both service providers and procurers of services) for whom we act in relation to large-scale IT procurement and outsourcing matters. When such projects do not go as planned, we have been called on to advise on contentious aspects also.

'Conscientious, client-focused and committed'
Chambers Europe 2008

Insolvency and Restructuring

In times of financial distress, lenders and businesses require skills of lawyers who need to be proactive, concise in their advice and easily capable of working in teams across disciplines and sectors.

The firm's Insolvency and Restructuring Group is a multidisciplinary team comprising 15 lawyers with expertise in insolvency, banking, corporate, pensions, employment, real estate, construction, regulatory and other disciplines. We pride ourselves on our ability to link seamlessly with our teams across the practice, both domestic and international, in providing commercial advice to all business stakeholders in a distressed context; and in giving proactive and timely advice aimed at securing commercial outcomes in testing times.

We act in relation to voluntary and court-initiated liquidations, together with personal bankruptcies, receiverships and examinerships and have strong relationships with leading Irish restructuring and insolvency professionals. We also advise financial institutions and other clients on restructuring and workout options as well as all aspects of secured lending recoveries.

We have extensively advised both directors and liquidators on company law enforcement aspects of corporate insolvency.

Members of the group have been involved in many recent high profile cross-border and domestic receiverships, liquidations and examinerships, particularly in the building, leisure, financial services and technology sectors.



Intellectual Property

Our Intellectual Property group focuses on managing all legal aspects of our clients' intellectual property interests and encompasses both contentious and non-contentious expertise. We advise on the protection, exploitation and enforcement of intellectual property rights of all types.

Our services include advice on domestic and international aspects of copyrights and their exploitation. We also advise on database protection and the infringement of copyright in software, literary works, images and music.

The group assists in the due diligence process in M&A transactions and in distribution, franchising and agency agreements. We also assist companies in preparing appropriate policies to manage intellectual property risk and to ensure the integrity of ownership of intellectual property rights.

We work with our clients to realise their brand, image, design and trade mark protection objectives, making use of the pan-European Community Trade Mark (CTM) system and other available mechanisms.

'Thorough, conscientious and service-oriented'
'Efficient and responsive'
Chambers Europe 2008

Construction and Projects Group

The Construction and Projects group provides specialist advice to clients involved in the construction, development, financing and management of large-scale engineering and building projects. Members of the group work closely with the firm's commercial property and banking specialists in order to provide a turnkey service to clients in the sector.

Projects / PPP

In Projects and PPP we advise promoters, sponsors, financiers and public bodies involved in infrastructural projects. Our comprehensive range of services includes advising on all aspects of the procurement, negotiation, financing, build and operation of large-scale projects including Public Private Partnerships. The team works across a range of sectors including energy, transport and waste management.

Construction Contracts

Our Construction and Projects Team advises clients on issues relating to the structuring, negotiating, drafting and pricing of all forms of construction contract. Clients include employers, banks and financial institutions, consortium members and professional service providers. When contracts are in place, the team provides advice throughout the various construction phases.

'Good turnaround, good service and competitive rates'
Chambers Europe 2008

Construction Disputes

The nature and complexity of construction disputes has greatly increased in recent years, making it more important than ever to have expert advice at hand. Our construction litigation experts work closely with the firm's Commercial Property group to represent employers, contractors, sub-contractors and professional services firms in construction litigation, arbitration and mediation.

Property

Construction projects often involve substantial and complex property transactions. Our property specialists assist with all aspects of the acquisition and development of sites and structures or interests in sites and structures for building or infrastructural projects.

'Client-oriented, competent and knowledgeable'
'Provide clear and unambiguous advice, achieve deadlines and display a strong work ethic and a refreshing pride in their work'
Chambers Europe 2008

Taxation

Our Tax group provides planning and advisory services in conjunction with the rest of the firm to ensure transactions are structured in the most tax-efficient manner. The group also provides services directly to clients.

We advise on all tax issues that arise in the course of M&A transactions, in particular tax issues in relation to share purchase agreements, warranties and business/asset purchase agreements. We have particular expertise in corporate reconstructions and reorganisations, joint ventures, pre-disposal planning and management buy-ins and buy-outs.

We advise clients who are involved in inward investment into Ireland across a variety of sectors. Our service incorporates a pragmatic analysis of all the elements

involved in international tax planning. We look to find the most tax-efficient and business-friendly structures to achieve our clients' goals.

On the contentious side, in association with our litigation team, we are involved in the negotiation of settlements in the most tax-efficient manner. We also have experience in specialist tax litigation and have successfully challenged Revenue interpretation of tax statutes.

Energy

Eversheds O'Donnell Sweeney is a market leader in the expanding renewable energy sector. We advise all leading Irish banks together with a number of foreign banks and other financiers in relation to Energy Projects. We also act for a large number of developers on commercial, contractual and regulatory issues.

We are specialists in negotiating turbine supply contracts, operation and maintenance contracts, power purchase agreements and other ancillary documents. We also have extensive regulatory expertise.

We have advised on more wind farm projects than any other law firm in Ireland, having been involved in more than 40 such projects. These range from some of the largest to some of the smallest and we are happy to advise one-off developers as well as the largest multi-nationals. Our team has also had an involvement in all Irish offshore wind farm projects to date.

To supplement our market-leading wind energy experience, the team has been involved in the development of a number of leading independent power producers (IPPs), including the Tynagh and Huntstown power stations. We also advise on the development of a number of waste-to-energy and combined heat and power projects.

'Excellent team'
'Down-to-earth, practical and sensible approach'
Chambers Europe 2008



Contact us

For further information please contact us at:

One Earlsfort Centre
Earlsfort Terrace
Dublin 2
Ireland

T +353 1 6644 200
F +353 1 6644 300
www.eversheds.ie



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A list of partners of Eversheds O'Donnell Sweeney is available at www.eversheds.ie

