



THE AREAS OF WORK IN WHICH WE DEAL CAN BE BROKEN DOWN FAIRLY EASILY INTO DEPARTMENTS: HOWEVER THE CLIENTS' NEEDS CANNOT NECESSARILY BE SO EASILY COMPARTMENTALISED! WHETHER THE CLIENT IS INVOLVED IN PHARMACEUTICALS, IT, MEDIA AND MUSIC, ENERGY AND NATURAL RESOURCES, WASTE MANAGEMENT, PROPERTY DEVELOPMENT, TRANSPORT AND INFRASTRUCTURES, PROFESSIONAL SERVICES, BANKING, OR THE PUBLIC SECTOR, THE CLIENT REQUIRES THE SAME BASIC SERVICE – PROMPT, EFFICIENT, COST EFFECTIVE AND, ABOVE ALL, TO THE POINT WITH A VIEW TO RESOLVING THE MATTER IN HAND

SLA STUDIO LEGALE ASSOCIATO IS THE ITALIAN MEMBER FIRM OF THE INTERNATIONAL OSBORNE CLARKE ALLIANCE COMPRISING LAW FIRMS WITH BASES IN 15 EUROPEAN CITIES AND THE US. SLA THEREFORE BENEFITS FROM A NETWORK OF TOP QUALITY FIRMS READY TO SERVE ITALIAN CLIENTS WITH THE SAME DEGREE OF CARE AND ATTENTION AS THEY RESERVE TO THEIR DOMESTIC CLIENTS. EXPERIENCE OVER THE YEARS HAS CONFIRMED THE BENEFITS OF INTEGRATION SUCH AS THIS AT AN INTERNATIONAL LEVEL. SLA IS NOW PRESENT IN FOUR KEY LOCATIONS THROUGHOUT ITALY

A focus for any perspective

SLA Studio Legale Associato is the Italian member Firm of the international **Osborne Clarke Alliance** comprising law firms with bases in 15 European cities and the US. **SLA** therefore benefits from a network of top quality Firms ready to serve Italian clients with the same degree of care and attention as they reserve to their domestic clients. Experience over the years has confirmed the benefits of integration such as this at an international level. **SLA** is now present in four key locations throughout Italy.

The areas of work in which we deal can be broken down fairly easily into departments: however the clients' needs cannot necessarily be so easily compartmentalised! Whether the client is involved in pharmaceuticals, IT, media and music, energy and natural resources, waste management, property development, transport and infrastructures, professional services, banking, or the public sector, the client requires the same basic service – prompt, efficient, cost effective and, above all, to the point with a view to resolving the matter in hand

SLA values its ability to understand industry sectors and their specifics, and to translate this into an effective working method between the various departments involved from time to time on any one aspect of the client's requirements.



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ADMINISTRATIVE & REGULATORY

The department's clients cover a wide range from development companies to local and regional authorities and government bodies. The department's name too underlies a range of services that is equally broad in coverage - from administrative, planning and regulatory matters, to public procurement and environmental matters. The department therefore acts alongside the Corporate, company and commercial, Energy and Real estate departments as an essential service provider.

** preparation of tenders for public works; service and supply contracts; reservations memoranda; administrative law litigation (T.A.R and Council of State); environmental compliance and liability; environmental impact procedures; air quality and reductions of emissions; protection of waters; waste management; transport and infrastructures; reclamation of contaminated sites; environmental and administrative due diligence reports; building permissions and zoning applications.*

BANKING & FINANCE

The practice advises a wide range of clients, both lenders and arrangers (credit institutions and other financing bodies, funds and other investors) and borrowers in the structuring and implementation of numerous forms of both domestic and cross-border transactions, combining an understanding of the markets and their perspectives, with particular attention to the economic issues underlying the individual interests involved in each deal.

** Syndicated loans; leveraged finance; acquisition finance; mezzanine financing, investment grade financing; property finance; receivables financing and project finance; securitisation covering all assets classes; derivatives; debt trading; securities; hybrid instruments; IPOs and other public offering; private placement of debt and equity products; consumers loans; leasing contracts.*

COMMERCIAL

Necessitating sound business acumen and understanding of the wider issues involved in strategic commercial deals and alliances; the department assists major industry clients in all aspects of day to day commercial management and business transactions, both on the domestic and international markets.

** commercial contracts; franchising and/or distribution agreements; manufacturing and supply agreements; commercial litigation and arbitration; general commercial advice.*

COMPANY & CORPORATE

The company and corporate practice – the Firm's core business – continues to expand. The mainstays, being M&A work and Joint ventures, require close collaboration with the tax and banking & finance departments in order to structure an entire transaction and to maximise the benefits and evaluate all cross border implications for the parties concerned. The department understands the economic reasons underlying the clients' actions and seeks to put the aims into practice by combining sector specific technical expertise and sound business 'nose'.

** M&A; notifications to competent competition authorities; private equity; equity capital markets; MBOs; LBOs; transfers of business; deal financing; company reorganisations; share buy-backs; general contracts; general commercial or corporate advice; shareholder agreements; reforms of company law and its effects on existing structures; post acquisition litigation; privatisations as part of the trend toward the liberalisation of utilities markets; start ups and incorporation of new entities on the domestic market.*

COMPETITION

Much expertise has been accrued in Italian and EU competition law matters and the practice provides transaction support on a wide variety of issues antitrust issues. Beyond this the group has been innovative in its preparation of the first Antitrust Case Manual published in Italy and the creation of the first online information data base in Italy in relation to competition law matters. The Rome office is ideally placed for access to the Competition Authority and administrative courts.

** restrictive agreements; abuse of dominant position; merger control; competition risk management; revision and drafting of commercial agreements; antitrust litigation; intellectual property licence advice; competition advice in distribution and franchising; pricing policies; JVs; M&As.*

EMPLOYMENT & LABOUR

A vast and highly articulated sector of Italian practice is that in the employment field; and one giving rise to considerable litigation, both within the strict sense of the employment relationship and as a result of national and cross-border transactions. The scope of work undertaken also extends to many other forms of collaboration and freelance work and their specific forms of regulation.

** redundancy; restructuring; transfers of undertakings; dismissals; employment and consultancy contracts; non competition, confidentiality and stability clauses; part time and fixed term hiring; temporary work; staff leasing; employee benefits; pension schemes; stock options; employment litigation; trades union relations; arbitration; mobility procedures; working conditions and vicarious liability; health and safety regulations; personal injury litigation; HR policies and privacy; immigration aspects of secondment or international staff sourcing.*

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ENERGY

Following the liberalisation of the electricity and gas markets in Italy, the department has grown exponentially and now advises companies and foreign investors involved in all sectors of energy production from both traditional and renewable sources (wind, hydroelectric, biomass, photovoltaic and solar). Clients are national and domestic corporate entities and regional and central government bodies. The department has recently developed together with the Banking & finance team a renewable sources energy dedicated closed fund.

** financing and subsidies; green and white certificates; qualification for the Italian energy stock exchange and IAFR; financing and securitization in particular within the ambit of M&A work and start ups; commercial agreements for power generation and plant construction; plant maintenance outsourcing; supply contracts for energy sources.*

INTELLECTUAL PROPERTY

The Firm acts for corporate clients and individuals in all aspects regarding the protection of intellectual and industrial property rights in Italy and abroad. The department offers strategic and business advice in relation to the development and exploitation of intellectual property rights, in addition to representation before the Italian courts. The department is composed of lawyers who have accrued unique experience in the evaluation and solution of market-specific problems, and who are therefore able to provide a bespoke service that is qualified and particularly sensitive to requirements.

** unfair competition; trade and service mark, copyright and entertainment litigation; applications for trademarks and industrial designs; information technology; licensing; utility and designs; customs monitoring; piracy and counterfeiting; know-how and trade secrets; advertising law; distribution and agency; commercial franchises; electronic commerce; data protection.*

LITIGATION (CIVIL)

Notoriously lengthy and complex; the civil litigation department seeks to obviate the extremes of Italian procedure and create speedy bespoke solutions for its clients. The work involved is evenly divided between national litigation and that with an international profile but in all cases the department works alongside the other specialist departments in order to create the most comprehensive documentation and suitable strategy in proceedings from a sector specific vantage point. The civil litigation department also covers alternative dispute resolution forms such as arbitration and mediation. The group has close links with the Swiss Chamber of Commerce in Italy and drafted the Chamber's own arbitration rules.

** risk profile management for avoidance of litigation; international arbitration proceedings; arbitration before the ICC; enforcement of foreign arbitration awards; all stages of litigation including emergency injunctions to the Supreme Court.*

PRODUCT LIABILITY & CONSUMER

The department advises clients on issues of core product liability risk. The clients are both corporate and to some extent government entities having outsourced valuable supply contracts.

** risk assessment and management; product safety; recall/retrofit/warning campaigns; crisis management; regulatory and compliance issues; product liability litigation (as the manufacturers or purchasers of defective materials); public relations and insurance-related issues.*

The alternate but related side of the coin is that of consumer law, which has recently been the subject of a new codification in Italy.

REAL ESTATE

The construction and real estate team advises both public and private sector clients on all types of project, from standard constructions (offices, shopping centres, multiplex cinema and entertainment venues) to highly technical engineering projects, domestic and international. The department works alongside the Banking & project finance group and the Administrative & regulatory departments where appropriate; and is fully versed in the new developments of increasingly sophisticated structures on the Italian market by way of vehicles and financing used in the sector.

** commercial leases; outsourcing and maintenance; turn-key contracts; finance and loans; planning; regulatory and administrative approvals and authorisation procedures; expropriations; residential; real estate litigation and arbitration.*

TAX

The increasing importance of and complexity involved in tax issues has led to the Firm's considerable expansion in this area. The department exists both in its own right to provide general tax and accounting advice to established corporate clients and Newcos; and as a fundamental integrated support to the Firm's core commercial and corporate business. The advantage created by in-house expertise in all aspects of national and international tax planning, and familiarity with various international tax regimes, is fundamental to the economic success in evaluation of potential transactions.

** corporate tax; tax due diligence exercises; national and international tax planning; tax litigation and arrangements with tax authorities; company valuations for transactions – M&A, demergers, transfers of undertakings, joint ventures, financial reorganisations, transfer pricing, potential tax burdens associated with planned deal structures; exchanges of shareholdings; audits; general accounting services and civil law requirements; representative offices and subsidiaries; tax avoidance legislation.*

TELECOMS & IT

The telecommunications and e-commerce sectors have boomed and generated the impulse for the future expansion of client requirements and suppliers' potential offers. Clients range from international corporate customers providing integrated service solutions to the buyer (a corporate or governmental entity) seeking the full range of guarantees on supplies and maintenance. The group's innovative work extends to the publication of the first Italian Telecommunications Code and the creation of the sole Italian ICANN accredited dispute resolution service provider – Arbitronline.

** hardware and software supply contracts; technology projects; registration of relevant IP rights; licensing and distribution; software development contracts; domain name disputes; electronic commerce and biotechnologies.*

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Corso di Porta Vittoria, 9
I - 20122 Milano

tel +39 02 541 317 1
fax +39 02 541 317 50

Corso Trieste, 37
I - 00198 Rome

tel +39 06 326 950 1
fax +39 06 326 950 30

Palazzo Folonari
Via Corsica, 12
I - 25125 Brescia

tel +39 030 288 861 1
fax +39 030 294 335 1

Corso Vittorio Emanuele II, 105
I - 35123 Padova

tel +39 049 784 06 1
fax +39 049 784 06 30

e-mail info@sla.it

www.sla.it - www.sla.tel
www.osborneclarke.com

Barcelona Brescia Bristol Brussels
Cologne London Luxembourg Madrid
Milan Munich Padua Paris Rome
Rotterdam Silicon Valley Thames Valley