

> WHY SEMPLE FRASER?

What is it about Semple Fraser that attracts so many high profile clients and continues to keep them here, year after year?

The simple answer is they like our style. They recognise the value of a firm that can offer the services of some of the most experienced and respected commercial lawyers in the country, yet is still ambitious and hungry enough to make sure complacency never gets in the way of true client commitment. They appreciate the added value of the way we work as a team on every project, bringing together the combined talents of all groups throughout the firm in a unified effort, dedicated to delivering the best possible commercial outcome for our clients.

And perhaps most of all, they see the sense of our decision to focus our service offerings specifically on the areas that matter to them most in the day-to-day operation of their business. In this way, we can concentrate all our resources on providing a level and depth of specialist expertise in each of these key areas which we believe no other law firm in Scotland can match.

Clients also appreciate our commitment to innovation, demonstrated by the development of our Clarisys system of digital filing. This system gives Semple Fraser clients with a number of projects on the go, the unique advantage of being

able to access real time information on the status of any job at any time as well as sophisticated financial intelligence.

With a genuine UK-wide service, one third of our lawyers are either dual qualified or English qualified and advise our clients and organisations throughout the UK as well as other parts of the European Community. It all adds up to a distinctive choice that continues to reap considerable commercial rewards for our existing clients – and a distinctive alternative that could make all the difference to you.

Other Semple Fraser service areas:

- Commercial Litigation
- Commercial Property
- Construction
- Corporate
- Corporate Recovery & Insolvency
- Employment
- Environment & Pollution
- Intellectual Property
- Planning
- Property Finance
- Tax

SEMPL FRASER LLP

> THE EXPERTS

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Semple Fraser LLP is a multi-national practice



SERVICE CREDENTIALS
> BANKING & FINANCE

› BANKING & FINANCE

Acquisition Finance

Asset Finance

Corporate Finance

Property Finance

Tax & Structuring

Treasury Products

« Bank of Scotland have worked closely with Semple Fraser in connection with a variety of funding deals. I have always found that the team are able to quickly identify what is required and effectively manage the transaction process to ensure that we can provide the borrower with the funding required in time for completion. »

Derek Bald, Head of Real Estate - North of England, Bank of Scotland

« Semple Fraser look at the legal and funding issues of our deals both from our perspective and with great insight into how funders will look upon it. That way, we have confidence that the structures and contracts which are set up will be acceptable to the banks where we don't have the luxury of getting their sign off in advance. »

Murray Robertson, CEO, New City Vision Group

› DRIVING THE DEAL FORWARD

Semple Fraser's dedicated Banking & Finance Team has a proven track record in advising banks and borrowers on a broad range of banking law and practice. According to Chambers UK Legal Directory the team at Semple Fraser 'knows the banking industry inside out'.

That is key – we understand how the industry works and, most importantly, how to meet the different priorities of banks and borrowers with expert advice tailored specifically to their individual business needs.

We cover all aspects of debt funding and security, from the most straightforward through to complex mezzanine and revolving credit facilities, and syndications. Whatever the asset, whatever the method of finance, we advise on all the commercial and legal aspects of lending, and security.

Real estate finance is a key part of our banking practice and our experience of the wide range of issues that can arise in property transactions is vast, covering the full range of property funding from basic securities and inter-creditor arrangements to the most complicated of portfolio arrangements to meet the needs of real estate financiers, investors and developers throughout the UK and abroad.

The team has also built up considerable expertise in offshore structures, acting for both banks and investors, looking at innovative methods of holding UK property and advising clients on the considerable tax savings these can bring through effective structuring and funding. In many cases, our advice on the creative utilisation of these savings enabled deals to go ahead that otherwise would not have happened.

As well as providing this core banking law advice, we offer the benefit of one-stop access to all the specialist ancillary advice you might need on any deal, and so have the depth of knowledge and experience to manage the most complex of transactions and guide the process through to a successful conclusion for our client. Having all this expertise under-one-roof ensures consistency of advice delivered in a clear, concise reporting style that crystallises all the key issues, making it that much easier for you to make the right decisions at exactly the right time.

Above all, we understand that our role as lawyers is to help drive the deal forward, not get in its way. For example, we believe it is not enough to merely identify potential areas of risk for a lender. We always go further, providing practical advice on how any such risks can most effectively be managed to ensure delivery of the deal on the most beneficial terms, both now and in the future.

› TRACK RECORD

Bank of Scotland plc

Advised on the provision of senior and mezzanine facilities to Stainton Capital Limited for the acquisition of an £80m UK property portfolio, including negotiation of all facility and security documentation.

Bank of Scotland Growth Capital

Advised in relation to various corporate acquisitions and equity investments including legal due diligence, preparation of investment agreements and secured loan notes.

Bank of Ireland

Advised on the funding of the acquisition of a shopping centre located in England which involved restructuring the deal to involve a Jersey Property Unit Trust to ensure that it was commercially efficient and tax effective.

Barclays Capital & Merrill Lynch International

Advised Barclays Capital and Merrill Lynch International on the Scottish aspects of their financing worth over £560m for the secondary buy-out of Findus AB by CapVest (which owns Youngs Bluecrest, the largest seafood producer in the UK).

Lloyds TSB

Advised Lloyds TSB on the provision of acquisition facilities to the borrower to assist with the acquisition of the whole issued share capital of Golden Charter.

Donegall Place Investments

Advised on syndicated facilities and tax structure in connection with acquisition of the St James Centre, Edinburgh, one of the largest deals of its kind in Scotland in recent years and which was recognised as Deal of the Year at the Scottish Property Awards.

Tesco Stores Ltd

Securitisation - reviewed the structure, and the security & funding documents from a Scots law perspective relating to a £445m joint venture with British Airways Pension Fund, which was dependant on securitising the income stream from the underlying assets.

Private Irish Investors

Advised the borrowers in connection with a syndicated facility in excess of £230m to enable them to acquire a complex structure of companies and limited partnerships that owned the Frenchgate Interchange Shopping Centre in Doncaster.

Thus plc

Advised Thus plc, a leading UK telecommunications company, in connection with the Scottish aspects of its refinance of its working capital facilities with The Royal Bank of Scotland plc.

The Royal Bank of Scotland plc

Advised the in connection with a s110 solvent liquidation and reconstruction of the Howie's Restaurants group of companies.