

Israel Group

Mayer Brown's Israel Group consists of lawyers throughout our international network of offices, including Israeli-qualified and Hebrew-speaking lawyers. We have the combined experience and skills necessary to respond to all aspects of our clients' ingoing or outgoing Israel projects.

Mayer Brown is a global legal services organization comprising legal practices that are separate entities ("Mayer Brown Practices"). The Mayer Brown Practices are: Mayer Brown LLP, a limited liability partnership established in the United States; Mayer Brown International LLP, a limited liability partnership incorporated in England and Wales; and JSM, a Hong Kong partnership, and its associated entities in Asia. The Mayer Brown Practices are known as Mayer Brown JSM in Asia.

ISRAEL GROUP

Your Questions/Our Knowledge

If you are an Israeli business seeking access to global markets or if you are interested in doing business in Israel, you need access to highly experienced and knowledgeable legal support. Both Israel and the worldwide technology markets provide a wealth of opportunities, but can pose problems for the ill-prepared and the unwary.

What issues face an Israeli business as it attempts to access global capital? How can Israeli technology be protected outside of Israel? What innovative financing mechanisms may be available to Israeli enterprises? How should foreign investors structure an investment in Israel?

These are just some of the questions that Mayer Brown's Israel Group helps to answer for clients on a regular basis. Our lawyers have the practical experience, technical skills and commercial know-how needed to help you realize your objectives in Israel. The group includes Israeli-qualified and Hebrew-speaking lawyers.

Global Perspective

Mayer Brown is a leading global law firm with offices in key business centers across the Americas, Asia and Europe. We have approximately 1,000 lawyers in the Americas, 300 in Asia and 500 in Europe. The firm is known for its

client-focused approach to providing creative solutions to complex problems on behalf of businesses, governments, and individuals. Clients include global industry leaders, a significant proportion of the Fortune 100, FTSE 100 and DAX companies, and more than half of the world's largest investment banks.

Mayer Brown's global presence is enhanced by independent alliances with Ramón & Cajal, the Madrid-based law firm, with Tonucci & Partners, a Rome-based law firm with offices across Italy and in Romania and Albania, and with Jauregui, Navarrete y Nader, one of the largest law firms in Mexico.

In addition to our prior experience in Asia, the firm's January 2008 combination with Asian powerhouse JSM (formerly Johnson Stokes & Master) provides access to a new depth and breadth of experience. As one of the oldest and largest law firms in Asia, JSM maintains full-service offices in Hong Kong, mainland China (Beijing, Guangzhou and Shanghai), Thailand (Bangkok) and Vietnam (Hanoi and Ho Chi Minh City) and has been named Hong Kong Law Firm of the Year for the past eight years (2000-2007) by various leading legal publications, including International Financial Law Review, Asian Legal Business and Who's Who Legal.

Do You Have the Right Global Legal Team in Place to Protect Your Interests?

Mayer Brown regularly ranks strongly in client research conducted by Chambers & Partners, Legal 500 and other national and global firms and publications that rank law firms. Mayer Brown is ranked among the top eight Transactions Power Players in a 2007-08 report by BTI Consulting, which noted our reputation for “delivering an extraordinary performance in transactions.”

Mayer Brown is one of only four law firms singled out by in-house corporate counsel as driving some of the most innovative changes in the legal services marketplace, according to the 2006 BTI “Market Movers” survey of 240 individual corporate counsel at Fortune 1000 companies. One client commented of the firm’s lawyers: “highly professional, business oriented (not lawyers for the sake of it), commercially driven rather than legally driven” and another said that

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“the difference is [their] quality of service. They are much more practical. They’re the next best thing to an in-house team.”

How We Can Help

Mayer Brown’s Israel Group consists of lawyers throughout our international network of offices. We have the combined experience and skills necessary to respond to all aspects of our clients’ Israeli projects, including:

- A dedicated, internationally qualified team with experience across the full range of disciplines required for accessing global markets or investing in Israel;
- Fully integrated skills in key areas such as banking and finance, intellectual property, outsourcing, venture capital, international arbitration, telecoms and infrastructure, both within our core Israel team and drawn from Mayer Brown’s other internationally lauded global practices;
- Unrivalled strength in capital markets and international trade;
- Tried and tested project management skills to ensure that both on-site and remote support on Israeli projects is delivered effectively; and
- Close relations with local Israeli counsel.

Our Approach

Our Israel Group has the resources and experience to advise on practically any type of transaction—but never at the expense of personal attention and service.

We do not believe in “over-lawyering” any engagement. We assign a lead partner with relevant experience to direct and manage the assignment from inception to completion, giving our clients the comfort and security of knowing that this individual will keep them informed—and be able to answer any of their questions about their transaction—at every stage.

Our lawyers are accustomed to working under tight deadlines, and they take a proactive approach to ensure that issues are fully anticipated and resolved. In practice, this means proper analysis of the transaction at its outset, the early identification of potential problem areas and rigorous project planning and timelines. We also use the latest technology

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to effectively manage your issues, providing secure virtual deal rooms on major transactions. We make sure that our approach is flexible enough to allow for and deal with last-minute issues, and we have a proven ability to field additional global legal strength upon short notice.

In short, we do whatever it takes to meet our clients’ needs.

Relevant Practices

Capital Markets: Our capital markets practice regularly ranks in the top tier in league tables of capital markets transactions. We regularly assist companies looking to raise capital in all of the world’s leading capital markets. In the United States, we regularly represent issuers and underwriters in IPOs, follow-on equity offerings, public and private debt issuances and private placements. Through our European offices, we repre-

sent issuers and financial intermediaries in IPOs and follow-on equity offerings, both on AIM, the Official List of the London Stock Exchange, the Deutsche Bourse and other European exchanges. We regularly represent Israeli issuers and NOMADs in connection with AIM listings, including several in the last two years. In some of these transactions, our US-admitted lawyers in both London and the United States also worked on the related Rule 144A US placement of shares. Additionally, with the enhancement of our own presence in Hong Kong through our merger with JSM (formerly Johnson Stokes & Master), we also have the ability to access the Asian capital markets for our clients. Our ability to advise companies on procedures and pitfalls in the global capital markets can provide a significant resource for Israeli companies as they seek to expand their products worldwide.

Biotech, Pharma, Life Science and Biodefense:

We provide comprehensive global legal services to biotech, pharma, life science, bioinformatics, medical device and agribusiness companies, as well as to their investors and financiers. We counsel companies on regulatory and compliance issues, including US and European food and drug regulations; orphan drug issues; functional and novel food concerns; genetically modified food and crops issues; civil and criminal enforcement matters; National Institutes of Health and other government contracts; and health care information technology and clinical trial and research issues, including the US HIPAA regulations and European Union privacy developments. Our government contracts practice has wide-ranging experience with defense, environmental, and health care contracting. This work includes advice regarding solicitation clauses, negotiations, research and development agreements, cost or pricing issues and intellectual property matters.

Around the globe, biotech and pharmaceutical companies are becoming defense contractors in the global security effort. We recognize Israel's constantly expanding biotech industry, and particularly its contributions to the bio-defense area. We are one of the few firms that can provide access and advice to pharma and emerging biotech-related companies in the United States and Europe.

Intellectual Property: We have extensive experience in intellectual property, information technology and outsourcing issues, and regularly advise clients on the economic development of such assets, as well as joint ventures, capital formation and general corporate matters. Mayer Brown has an extensive international intellectual property practice with decades of experience in all aspects of the practice. With IP lawyers throughout the world, our firm is particularly qualified to provide for all your intellectual property needs across a number of industry sectors. The practice is divided into the following discrete yet highly interconnected areas:

- Acquisition and transfer of intellectual property assets
- Portfolio evaluations and strategic assessments
- Litigation of disputes involving intellectual property and related antitrust matters
- Licensing, contractual and commercial exploitation of intellectual property
- Intellectual property transactional matters

The firm's intellectual property practice encompasses the fields of biotechnology, computer hardware and software, chemistry and electrical and mechanical engineering.

IT/Outsourcing: Our IT/outsourcing leadership role is regularly confirmed by Chambers & Partners. In 2007, Chambers praised the group's wealth of talented attorneys, across a range of offices, as "tough negotiators on behalf of their clients" and ranked Mayer Brown its highest global rank in Business Process Outsourcing and in Technology and IT Outsourcing. The firm retained its position as a top-tier firm in these areas for the fourth year running. The firm was also named Technology/ Telecommunications USA Firm of the Year by Chambers in 2005 and 2004. We represent clients in all phases of sourcing—from outsourcing through re-sourcing and insourcing—in a wide variety of complex transactions. We help clients govern existing sourcing arrangements and, where necessary, to restructure or exit those arrangements. Our success comes from recognized market knowledge, notable thought-leadership and our commitment to advancing the industry.

Venture Capital and Private Equity: Our Private Equity practice serves venture capital investors as well as start-up companies seeking funding in virtually every technology and life sciences sector. With offices in key markets in the Americas, Europe and Asia, we are ideally suited to assist Israeli companies in raising venture capital throughout the world. We have extensive experience in a wide range of financing structures, including angel investors and seed rounds, venture capital financings, and bridge loans and mezzanine financings. Our philosophy in venture capital transactions is to create a sound set of legal documents in the first round that will serve as a foundation for future rounds of financing. We try to anticipate the needs of venture capitalists and investment funds and structure an emerging company to maximize its opportunities to obtain capital when needed.

Our relationships with many of the world's leading venture capital firms provide clients with valuable access to a variety of financing resources. We advise sponsors and investors all over the world on the formation, offering of interests in, and terms of, equity partnerships. We're experienced with all types of private equity investment vehicles, including leveraged buyout funds, venture capital funds, special situations funds, and real estate funds. We draw upon the extensive M&A, securities and finance experience of lawyers in all of our offices to assist private equity clients in acquiring and disposing of companies or interest in companies as well as financing these transactions. We have inter-disciplinary teams of lawyers that have experience with all forms of financing of these transactions, including bank financings (including first and second lien term loans, asset-backed facilities, revolving credit facilities and synthetic L/C facilities), securities offerings (including high yield bond financings and convertible note offerings), bridge lending, mezzanine financings and virtually every other type of financing available in the marketplace.

Mayer Brown “is consistently recommended for its ‘blend of world-class technical skills and user friendly attitude.’”
– Chambers Global

Mergers, Acquisitions and Joint Ventures: We provide top-level client service and creative solutions to complex problems in public and private transactions alike. We are regularly ranked among the leading law firms in public company mergers and acquisitions, and we have an equally active practice in representing private companies in buying and selling businesses. Chambers Global recently reported that Mayer Brown “is consistently recommended for its ‘blend of world-class technical skills and

user friendly attitude.’ [It] undertakes an impressive array of M&A transactions for publicly owned companies.”

We regularly advise companies in all aspects of the formation, financing, operation, restructuring and governance of strategic alliances and joint ventures. Many of these ventures are cross border and showcase our ability to form global teams. We handle entire joint venture endeavors from inception to final agreement, with special emphasis on structuring the venture to take account of the parties' goals, tax planning, corporate governance between or among the partners and especially post-venture relationships. We have advised clients on joint ventures in a wide range of industries and have been involved in a variety of these transactions involving Israeli companies, including, for example, representing BellSouth in the sale of its 35 percent interest in Cellcom to Discount Investment.

Banking and Finance/Securitization: Our Finance practice is one of our founding practices and continues to be one of the firm's signature strengths, represented in each of our offices around the world. More than half of our 100 largest clients are financial institutions, including 35 of the 50 largest banks in the United States. We are routinely recognized by various legal and industry publications as one of the top law firms in banking and finance. We practice in all significant areas of finance, including securitization and structured finance, general corporate lending, acquisition finance, asset-based lending, energy and natural resource lending, media and telecommunications transactions, high yield and subordinated debt, commodity lending, and project finance.

With more than 140 securitization lawyers throughout our global network of offices, we

are widely recognized as market leaders with one of the premier securitization practices in the world, having securitized virtually every asset type that has been securitized, including many first-of-their-kind transactions. We are leaders in bringing securitizations to new markets, having participated in the first cross-border securitizations in Israel involving trade receivables of Makteshim Agan and Israel Chemicals, as well as initial transactions in countries such as Brazil, Turkey and Australia.

Financial Services Regulatory: Our Financial Services Regulatory & Enforcement practice consists of attorneys—including several former regulators—working almost exclusively on regulatory and strategic matters for a variety of financial services organizations, including many of the world’s largest global organizations. Our clients benefit from our experience across a wide range of issues, including: establishing, acquiring and expanding banking, securities, investment management and insurance operations; cross-border controversies and strategic planning; and regulatory compliance and enforcement matters, including anti-money laundering and trade sanctions issues.

Our lawyers have extensive experience in representing Israeli financial institutions, having represented several leading Israeli banks and their controlling shareholders.

As a result of our broad regulatory experience, we are frequently called upon to monitor, assess and help shape evolving legislative and regulatory schemes, and to develop compliance strategies to cope with those requirements.

We have been involved in the development and implementation of Basel Committee capital standards and regularly advise clients on strategies

for enhancing and maintaining regulatory capital ratios. In particular, we have been leaders in the development and implementation of regulatory capital standards for securitization transactions.

Our lawyers have extensive experience in representing Israeli financial institutions, having represented several leading Israeli banks and their controlling shareholders (who are among Israel’s leading business groups) for many years and on some of their most significant transactions, including Bank Leumi’s precedent-setting reorganization of its US operations, Bank Hapoalim’s establishment of Signature Bank and matters relating to the privatization of Mizrahi Bank. We also have represented the trade association of Israeli banks on various matters, including a multi-faceted government relations effort to obtain approval from the US Internal Revenue Service for Israeli banks to become “qualified intermediaries” under new tax withholding regulations.

Energy, Alternative Energy Sources and Renewable Fuels:

The global energy industry today is undergoing a rapid transformation. The industry faces rising challenges because of the development of several major changes and trends, including technological changes, environmental trends, geopolitical changes, economic trends, demographic trends and regulatory changes. The energy industry has always been concerned with projects based on calculated risks. Managing these risks is more important than ever, and clients deserve advisers with the knowledge and experience necessary to identify their challenges and help them find solutions that benefit their business on a global scale.

With our offices in the major energy and energy finance centers of the world—such as Houston,

London, New York, Hong Kong and São Paulo — coupled with the global reach of our other offices, we are uniquely positioned to assist our clients in tackling those risks, whether in the upstream, midstream, downstream, energy services, energy trading, electric power, coal, liquefied natural gas, nuclear or alternative energy sources and renewable fuels sectors of the industry. Israel can assist the world with renewable energy technology to meet its present energy needs without compromising the ability of future generations to meet their own needs. Renewable energy technologies include solar, wind, small hydro, geothermal, biomass and ocean wave energy conversion. We have been at the forefront of assisting our clients in this burgeoning area through our experience with significant projects, including the construction and financing of wind farms in Europe, the United States and Latin America, biomass projects in the United States and Mexico, geothermal projects in the United States and solar projects in the United States and Mexico along with representation of solar product manufacturers around the globe.

In recognition of our experience in these matters, several of our lawyers were active participants in a widely attended 2006 Renewable and Alternative Energy Conference in Tel Aviv that was part of the Prime Minister's Conference for Export and International Cooperation.

Telecommunications: Our Telecommunications & Media Group combines a detailed knowledge of telecommunications, antitrust and administrative law, economic principles, overlapping regulatory institutions, and complex new technologies. We are assisting a major US telecommunications provider in negotiating and documenting inter-connection and related agreements with a number of long-distance

providers as a result of the opening of local telephone service markets to other communications companies under the Telecommunications Act of 1996. We continue to represent Europe's largest telecommunications operator in several major transactions in Europe, Asia, and the United States. In regulatory and administrative matters, our representation of clients before the Federal Communications Commission (FCC) has included lobbying to initiate rulemakings, requests for waivers of FCC rules, and advocacy in rulemaking proceedings. We frequently counsel clients on compliance with FCC rules.

International Dispute Resolution/Arbitration; Corporate Investigations: More companies are turning to dispute resolution and arbitration as key planning strategies in their international operations. Through international arbitration, parties to a dispute can select arbitrators having knowledge of their industry, choose the seat of arbitration, avoid hostile courts, choose the language for the proceedings and achieve privacy and confidentiality in the proceedings as well as enforcement of their arbitration agreements and awards.

Our knowledge of bilateral investment treaties, or BITs, has proven beneficial to energy companies in choosing the jurisdiction of formation of an entity that will do business with a foreign government or a foreign government-owned entity. By structuring contracts around these BITs, our clients can find additional protection from potential expropriation or unfair or inequitable treatment or discrimination by a foreign government or its nationalized industry, through choosing appropriate treaties that would subject the dispute to international arbitration.

We also routinely represent clients in hearings, investigations and contested actions

before regulatory authorities. Our lawyers are experienced in conducting internal investigations for audit, special litigation and other board or management committees, including investigations involving alleged wrongdoing by employees, alleged payments to foreign officials and alleged improper trading activities.

International Trade: Mayer Brown's Government and Global Trade practices include professionals who have served in every White House administration since President Ronald Reagan, including former trade negotiators and senior US government policy officials, as well as experienced international trade lawyers with broad experience in all aspects of international trade issues. Members of these groups have personally led or participated in international trade negotiations in every major market, having worked directly on the development and implementation of the US/Israel Free Trade Agreement. They also have specific experience in the Uruguay Round agreement, which led to the establishment of the World Trade Organization (WTO) in 1994, the North American Free Trade Agreement (NAFTA), China's accession to the WTO, the Asia Pacific Economic Cooperation Forum and the Free Trade Area of the Americas. In addition, the firm has worked on free trade agreements with numerous countries in Asia, Europe, Latin America, the Middle East, Russia, Ukraine and Central Asia. Members of these groups have also enforced US trade laws and litigated trade disputes in the WTO.

Our lawyers advise clients on all aspects of the rights and obligations of countries under the rules of the WTO, NAFTA, and various multilateral and bilateral trade agreements, as well as on US international trade laws, including trade remedy laws (such as the antidumping and countervailing duty laws, Section 201 safeguards, and other laws that may impose special tariffs on imports into the United States), customs regulations, export control laws, Foreign Corrupt Practices Act, Section 301 and trade embargo laws.

Available to Help You

Our Israel Group looks forward to effectively and efficiently assisting you to achieve your goals with any ingoing or outgoing Israeli project. More information about our group, including a list of our lawyers, can be found on our web site at www.mayerbrown.com/israel.

About Mayer Brown

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Mayer Brown is noted for its commitment to client service and its ability to assist clients with their most complex and demanding legal and business challenges worldwide. The firm serves many of the world's largest companies, including a significant proportion of the Fortune 100, FTSE 100 and DAX companies and more than half of the world's largest investment banks. Mayer Brown is particularly renowned for its Supreme Court and appellate, litigation, corporate and securities, finance, real estate and tax practices.

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- Frankfurt
- London
- Paris

ALLIANCE LAW FIRMS

- Mexico City, Jáuregui, Navarrete y Nader
- Madrid, Ramón & Cajal
- Italy and Eastern Europe, Tonucci & Partners

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