# FBC&Co

Where Clients Make Partners

# Fischer Behar Chen Well Orion & Co is one of Israel's premier full service law firms.

FBC offers its clients professional excellence and personal attention across the spectrum of multidisciplinary business legal services, and is involved in a wide range of representations at the forefront of Israel's legal-economic agenda.

Since 2000, FBC has been Israel's fastest growing law firm, and is repeatedly ranked by international and domestic indices among Israel's leading law firms.

# Practice Areas

## Arbitration & Mediation

FBC's attorneys include some of Israel's most prominent arbitrators and mediators, who regularly preside over many high profile arbitration and mediation cases involving Israel's largest entities and leading individuals, with a special expertise in international arbitration, anti-trust and competition, intellectual property, banking and telecommunications. The Israeli courts, including the Supreme Court, frequently refer matters to FBC for arbitration and mediation.

## Banking & Finance

With one of Israel's leading Banking & Finance practices, FBC represents many of Israel's largest creditors, including banks and insurance companies, investment houses and financial institutions, and borrowers in many of the largest and most complex secured and non-secured financing transactions in Israel.

## Capital Markets

FBC has one of Israel's leading Capital Markets practices. The Capital Markets team provides counsel on international and local public offerings, private placements, controlling shareholder transactions and issues relating to corporate governance, and ongoing reporting and filing requirements under Israeli and foreign securities laws.

## China Desk

FBC's China Desk offers professional and customized legal services to businesses operating in the Chinese market as well as Chinese entities and individuals operating in Israel.

FBC has considerable experience in commercial transactions involving leading Chinese and Israeli players, and offers its clients a team of highly professional attorneys, who have familiarity with both the Chinese and Israeli markets and regulatory considerations and are positioned to identify and create business opportunities, assist in bridging the cultural differences and close deals successfully.

## Class Actions and Derivative Suits

FBC is a market leader in Class Actions and Derivative Suits and represents clients in some of the largest and most important class actions and derivative suits in Israel in all areas of the law, including corporate and securities-related litigation, banking, insurance, antitrust, consumer goods, communications, environment, energy and labor law.

The practice is substantially enhanced by FBC's experience and knowledge in the wide variety of substantive fields of law that class action claims and derivative suits bring into play.

## Competition & Antitrust

FBC has Israel's leading and largest Competition & Antitrust practice. It represents companies on the full spectrum of criminal, administrative and civil antitrust matters, including merger control, abusive behavior, restrictive arrangements and regulation of cartels, monopolies and oligopolies.

FBC has been ranked consistently by the Global Competition Review as one of the world's 100 leading competition practices and as Israel's premier antitrust firm.

"One of the best commercial firms in Israel, and its 'very professional' lawyers provide 'an excellent service'"

Legal 500

RANKED **TIER 1**
In **16** Practice Areas

Israel's *Fastest* **GROWING** Law Firm SINCE 2000

## Environmental

FBC's environmental practice is one of Israel's leaders in the field, and provides comprehensive, up-to-date advice on environmental matters, drawing on its understanding of Israeli regulation together with an in-depth knowledge of industrial production processes and international and local legislation.

## Hi-Tech, Technology & Venture Capital

FBC has one of Israel's leading, and longest-standing, Hi-Tech, Technology & Venture Capital practices. It represents and advises start-ups, mature companies, strategic investors and venture capital funds in all of their commercial activities, including initial structuring, investment transactions, license agreements, M&As, PIPE transactions, fund formation, operations acquisitions, private placements and public offerings on securities exchanges in Israel and abroad.

## Insolvency and Debt Restructuring

FBC has the leading Insolvency and Debt Restructuring practice in Israel. It represents debtors, creditors, companies, bondholders' representatives and controlling shareholders, and has been involved in nearly all of Israel's most significant debt arrangements, aggregating tens of billions of NIS in recent years.

## Intellectual Property

FBC has a well rounded Intellectual Property practice, providing legal counsel on the entire spectrum of IP issues - including patents, trademarks, designs, copyrights, and trade secrets, as well as on various matters involving television, entertainment media, internet, hi-tech and life science. FBC supports clients in both commercial IP transactions and IP litigation, giving the firm the ability to provide strategic counsel which aim to avoid, as well as resolve, IP disputes.

## Labor Relations

FBC's Labor Relations practice is a major player in the Israeli labor arena. It provides its clients with counsel on all different aspects of personal labor law as well as on collective labor relations. The Labor Relations team plays a significant role in FBC's overall corporate practice, particularly in mergers and acquisitions and investment transactions in which employment issues are often of paramount importance.

## Life Sciences & Health Care

FBC has developed broad expertise in the life sciences field. It represents the most prominent multinational and local players in a broad range of areas, including biopharmaceuticals, biotechnology, medical devices, medical services, genomics, diagnostics, medical IT and health care services, all in various stages of development. Clients range from medical device and bio-technology start-ups, to international "big pharma" companies, and venture capital funds that focus on life science and health care companies.

"They are like partners in our business"

Chambers & Partners

Israel's 4th
**LARGEST**
LAW FIRM

Voted Israel's
**EMPLOYER OF CHOICE**
By Attorneys

## Litigation

FBC has one of the largest and most diverse Litigation practices in Israel and is a market leader in class actions and derivative suits. It handles some of the most strategically significant cases in Israeli courts and arbitration and acts for the country's most prominent entities and individuals.

## Mergers & Acquisitions

FBC has one of Israel's leading M&A practices and represents major private and publicly traded companies in many of Israel's largest transactions. Clients include major multinational entities and internationally active private equity funds, as well as leading domestic players.

FBC has strong practices in areas that are directly involved in M&A transactions, including Tax, Labor Relations, Litigation and Antitrust, and has unparalleled expertise, size and scope in complementary areas, such as Real Estate, Insolvency & Restructuring and Life Sciences.

## Private Asset Management

FBC is closely attuned to the dynamic aspects of the broad range of tax, trust, and inheritance law in Israel. In counseling clients with respect to long-term planning issues, FBC develops and implements structures that address clients' wealth planning requirements while, together with the Firm's Tax department, taking careful account of the tax-related issues that are often critical aspects of these structures.

## Private Equity

FBC has one of Israel's most active and highly regarded private equity practices, representing many of the most prominent international and domestic private equity and investment funds.

FBC has extensive experience in formulating innovative strategies for structuring acquisitions and financing of private and public companies, negotiated as well as unsolicited acquisitions, going private transactions, stock-for-stock acquisitions, spin-off transactions and acquisitions of minority interests as well as exit transactions of private equity funds, investment companies and private equity investors.

## Project Finance & Energy

FBC's Project Finance & Energy department is one of the leading practices in Israel and has counseled many of the world's most prominent companies in Israel's most significant projects and energy matters, totaling tens of billions of NIS.

FBC's expertise spans all sectors, from transportation, infrastructure and natural gas to energy, water and the photovoltaic (PV) energy field, with particular focus on the complex regulatory and real-estate aspects that are integral to this sector.

## Real Estate, Planning & Zoning

FBC is Israel's market leader in Real Estate, Planning & Zoning. It handles major international and local real estate transactions and has extensive experience in representing public and private real estate companies, entrepreneurs, developers, property owners and potential purchasers.

FBC's real estate attorneys pride themselves, first and foremost, on their business acumen and ability to bring deals to closure, integrating the commercial sensitivities of attorneys experienced in handling large-scale business transactions with the in-depth knowledge of first-class real estate practitioners.

"Very experienced and highly capable professionals who combine legal expertise with business instincts"

IFLR 1000

Awarded Annually For Its Many **PRO BONO Activities**

Involvement & Legal Assistance to

**SENIOR CITIZEN SUPPORT**

& Social Facilitation Clinic

## Regulatory

FBC's Regulatory practice is unparalleled when it comes to advising with respect to Israel's most significant regulatory initiatives. FBC has particular expertise in the interface between the business and public sectors and combines profound knowledge of markets subject to supervision and regulation, together with exceptional legal skills and a deep familiarity with decision-making processes in the public sector.

## Tax

FBC's Tax department represents the largest and most prominent multinational and local entities that are active in the Israeli market and is involved in the most significant transactions in the field.
FBC provides counsel on the full spectrum of tax matters related to commercial activities in Israel, including income tax, VAT, and real estate tax, as well as on cross-border transactions and other complex transactions handled by the firm.

## Telecom & Media

FBC's Telecom & Media practice has unparalleled experience in representing leading players in each principal segment of Israel's telecom and media industries, from fixed line and mobile telecommunications to print media, commercial and cable television and radio broadcasting.
FBC represents its telecom and media clients on regulatory, litigation, corporate, transactional, labor and other matters, and because of the depth and broad scope of its representation, FBC's clients look to the firm to be their strategic business advisors and not merely their legal counsel.

## White Collar

FBC's White Collar practice represents individuals and companies before all governmental and regulatory authorities and judicial tribunals. It advises clients on a wide range of criminal offenses, including money laundering, tax, internet and online gambling, cases involving public officials and company directors and officers, banking offenses, securities, antitrust and intellectual property.

"Great responsiveness and high-quality service"

Chambers & Partners

Biannual purchase & distribution of **FOOD BASKETS** to families in need

**LEGAL SUPPORT** to non-profits **ADVANCING** SOCIAL PROJECTS

# Representative Matters & Clients

## Banking & Finance

- **Israel's leading institutional investors,** in the $255M syndicated refinancing of one of the partners to the Tamar gas field consortium
- **Israel's leading institutional investors,** in an intercreditor agreement in connection with a NIS 780M syndicated real estate financing
- **A major holding company operating in the fields of industry, infrastructure and energy,** in a syndicated financing of a power plant project and general corporate needs, and in an international export credit agreement backed by an ECA guarantee, totaling approximately NIS 500M
- **A leading technology services provider,** in an international syndicated financing of its acquisition by a reputable US fund
- **The Eurocom group,**in a NIS 4.6B syndicated financing and a NIS 500M mezzanine financing of the purchase of "Bezeq", and in the $800M issuance of senior secured notes, refinancing the acquisition debt
- **The State of Israel,** in its 2005-2012 privatization of its holdings in Israel's leading banks, Israel Discount Bank and Bank Leumi, through the sale of control stakes and block trades
- **The first Israeli municipal bonds issuance, the first Israeli factoring securitization and the first Israeli securitization transaction of credit card invoices**

## Capital Markets

- **B Communications,** in a unique and innovative $800M international high yield note offering, the first ever international offering of notes listed on the Tel Aviv Stock Exchange (JP Morgan acting as global coordinator and joint bookrunner, HSBC and Citigroup and Discount acting as joint bookrunners)
- **J.P. Morgan,** as the underwriter of the $57M NASDAQ offering of Mediamind Technologies, and the $73M initial NASDAQ offering and $186M secondary public offering of Caesarstone Sdot-Yam
- **Bezeq,** in a NIS 2.7B offering of debentures listed on the Tel Aviv Stock Exchange - the largest debt offering on the Tel Aviv Stock Exchange
- **Goldman Sachs,** in the issuance of $250M of notes by the Israel Electric Corporation with the option to raise the amount to $1B
- **Israel's four largest insurance companies - Migdal, Harel, Clal and Menora,** in all of their public and private debt issuances

## China Desk

- **Bright Food Group,** in its acquisition of the controlling interest in Tnuva at a company value of NIS 8.6B
- **The Chinese Embassy in Israel,** in a variety of real estate matters
- **Rainbow Medical,** in a $5M investment by Interbright Asia (of the Yongjin Group)
- **Rainbow Medical and Glusense,** in a $3M investment by Ping An Ventures
- **Real Imaging,** in a $2.1M investment by China Everbright, as part of a $10.6M round
- **Nipendo,** in a $8M investment by Horizons Ventures and Magma Ventures
- **NanoSpun Technologies,** in a $5.25M investment by Horizons Ventures, Swire and the Technion

## Class Actions & Derivative Suits

- **ABB,** a global leader in power and automation technologies
- **Groupon**
- **Hogla-Kimberly**
- **Solgar,** a producer of dietary supplements
- **Mekorot,** Israel's national water company, with regard to the application for approval of a NIS 4B class action, one of the largest ever commenced in Israel
- **The Jewish Agency for Israel,** the world's largest international Jewish organization
- Israel's leading banks, insurance, energy and communication companies, in a wide variety of matters
- **Lufthansa-Swiss, ABB and Samsung,** in complex antitrust class actions and litigation

## Competition & Antitrust

- **Google**
- **ABB**
- **Tnuva,** Israel's largest food conglomerate, in various matters and proceedings
- **Bezeq,** Israel's leading telecommunications group, in various proceedings
- **Deutsche Lufthansa & Swiss International Air Lines**

- **Israel Discount Bank,** in two class actions
- **Colmobil,** Israel's leading automobile importer
- **Intel Corporation**
- **Haifa Port Company**
- **Visa Cal,** one of Israel's leading credit card issuers
- **Clalit Health Services,** Israel's largest HMO

## Environmental

- **Hogla-Kimberly**
- **Hutchison Group**
- **Strauss Group**
- **Shikun & Binui Real Estate**
- **Gadot Biochemical Industries**

## Hi-Tech, Technology & Venture Capital

- **Qualcomm**
- **Monsanto**
- **The Rhodium Group**
- **2B Angels**
- **Vintage Investment Partners**
- **Orbimed Partners**

## Insolvency & Restructuring

- **IDB Holding Corporation,** one of the most prominent holding companies in Israel, in several litigation proceedings regarding its subsidiary's debt rearrangement and in restructuring of its unsecured financial debt of approximately NIS 8B, consisting of several series of notes and unsecured obligations
- **Elbit Imaging,** in the restructuring of its unsecured financial debt of approximately NIS 2.5B
- **Bondholders of Zim Integrated Shipping,** in the second (consensual) international debt restructuring, with respect to company debt of approximately $2.5B
- **Boymelgreen Capital,** in the restructuring of its debt of approximately NIS 700M
- **Bondholders of Yellow Pages,** in the restructuring of Yellow Pages' debt amounting to approximately NIS 350M
- **Bondholders of Japanauto Holdings,** in the restructuring of Japanauto's debt of approximately NIS 100M

## Intellectual Property

- **Netafim,** the global leader in smart drip and micro-irrigation solutions, in matters pertaining to IP rights, including on-going representation in patent matters
- **Hot Cable Communications Systems,** Israel's leading cable company, in various court proceedings on diverse IP issues, including IP proceedings against various royalty collection organizations with respect to rights amounting in the aggregate to hundreds of millions of NIS
- **Israel 10 Shidury Ha'arutz Hahadash,** one of two commercial broadcast channels in Israel, and its affiliates in commercial matters and litigation proceedings pertaining to IP rights
- **Dimotech,** the patent and merchandising arm of the **Technion University,** in a NIS 100M case for the enforcement of intellectual property rights
- **AIG,** in agreements to insure representations and warranties in major Israeli related M&A transactions, including with respect to various intellectual property aspects in complex technological areas

## Labor Relations

- **The Histadrut,** Israel's trade union federation
- **The National Transportation Workers' Union**
- **IOCC - The Israeli Organization Of Cleaning Companies**
- **G4S,** Israel's leading security group
- **AMAL & AMIT,** Israel's leading education networks

## Life Sciences & Health Care

- **Perrigo,** a NYSE and TASE-traded company, in the Israeli aspects of its $8.6B acquisition of Elan Corporation and the reincorporation of Perrigo in Ireland, and in its earlier $800M acquisition of Agis Industries
- **OrbiMed Fund,** the world's largest life sciences-dedicated fund, in various investments in public and private Israeli life science companies
- **Kamada,** an Israeli publicly traded pharmaceutical company, in a $200M distribution, manufacturing and license agreement with Baxter and a $200M strategic distribution agreement with Chiesi Farmaceutici
- **Rainbow Fund,** in a variety of strategic and financial transactions with leading players such as Medtronic, Abbott Laboratories, Sorin Group and Sony
- **Natali-Seculife Israel,** Israel's leading provider of emergency telemedicine and home help services to senior citizens and people requiring cardiac monitoring
- **Clal Biotechnology**

## Litigation

- **The State of Israel,** in its claim for approximately NIS 2B in royalties from Dead Sea Works, a subsidiary of Israel Chemicals
- **IDB Group,** one of the most prominent holding groups in Israel, in several litigation proceedings regarding its subsidiary's debt rearrangement and in restructuring of its unsecured financial debt, and in a variety of securities related class actions and derivative suits
- **Koor Industries,** in a class action claim for over $100M filed following its multi-billion dollar sale of Makhteshim Agan to a Chinese company
- **Sabre,** a world leader in travel commerce and marketing travel products, in a $100M dispute with El Al
- **Mekorot,** Israel's national water company, in the application for approval of a NIS 4B class action
- **Lufthansa-Swiss, ABB and Samsung,** in complex antitrust class actions and litigation

## Mergers & Acquisitions

- **Qualcomm,** in the acquisitions of Wilocity for approximately $400M, of DesignArt for $144M and of CSR's imaging unit for approximately $45M, as well as in a number of investments in hi-tech companies such as Sightera, Tabtales and Pontis
- **Perrigo,** in the Israeli aspects of its $8.6B acquisition of Elan Corporation PLC and the reincorporation of Perrigo in Ireland, and in its earlier $800M acquisition of Agis Industries
- **Monsanto,** in an investment in Evogene and in its acquisitions of the Beeologics group of companies and of Rosetta Green
- **Bright Food Group,** in its acquisition of the controlling interest in Tnuva at a company value of NIS 8.6B
- **Stratasys,** a US public company, in its $1.4B reverse triangular merger with Objet, a private Israeli company
- **Eurocom Group,** Israel's largest private telecommunication's company, in the $1.8B acquisition of the controlling stake in Bezeq, Israel's largest telecommunication provider, and in the related series of complex financing transactions, which involved the largest financing agreement in Israel's history, valued at $1.3B and its divestment of its long distance business for $300M
- **The State of Israel,** in the privatization of its holdings in Israel's leading banks, including, recently, the NIS 840M sale of holdings in Israel Discount Bank to Citigroup and the NIS 1.3B sale of holdings in Bank Leumi to UBS

## Private Equity

- **SKY Fund**
- **KCPS Fund**
- **Orbimed Fund**
- **Helios Fund**
- **Och-Ziff Capital Management Group**
- **The Gores Group**
- **Patron Capital**

## Project Finance & Energy

- **China Civil Engineering Construction Corporation,** one of the world's leading construction companies, in a tender for the construction of tunnels for a train route between Carmiel and Acre in northern Israel, valued at approximately NIS 1B
- **Hitachi,** in a tender of the Israeli Electric Company, for the retrofit of its existing coal fired steam generators at its power generation facilities in Israel, valued at approximately $200M
- **Vinci Construction,** one of the world's leading construction companies
- **Colas Rail,** world leader in road and railroad construction
- **Mekorot,** Israel's national water company

## Real Estate, Planning & Zoning

- **Amot,** one of the leading real estate development companies in Israel, in various purchases of office buildings, malls and land, as well as in its acquisition of Nes-Pan (which holds real estate property in Israel and abroad with an aggregate value of approximately NIS 450M)
- **Acro Group,** in several residential and commercial projects, with projected sales exceeding NIS 1B
- **REIT 1,** Israel's first REIT, in its formation and in numerous transactions
- **Clal Insurance,** in various transactions to acquire all the rights of Melisron in the Hadar Talpiot Mall in Jerusalem and the North Mall in Nahariya for approximately NIS 440M
- **Shikun & Binui Real Estate and Ganei Asherman Herzliya,** in the acquisition of a plot of land including the building rights for 1,000 residential units in the city of Hadera, with an expected sale value of over NIS 1B

## Regulatory

- **Telecom & Media** - Bezeq (Israel's largest telecom operator), Channel 10, News 10, Israel Today (Israel's most widely distributed newspaper)
- **Energy** - Ratio Oil Exploration (natural gas), Sonol (gas stations), Amisragas (residential gas), several PV providers
- **Transportation** - The State of Israel (transfer of Israel's rail transport to a government owned company), Colmobil (Israel's largest car importer), Association of Car Importers in Israel, Israir (one of Israel's major airlines)
- **Price Control & Supervision** - Israel's largest bakeries, Sonol (petroleum), Amisragas (residential gas), Bezeq, Nesher (cement) and Tnuva (dairy products)
- **Water** - Mekorot

## Tax

- **Qualcomm,** in the Israeli tax aspects arising from its $400M acquisition of Wilocity and $144M acquisition of DesignArt
- **Perrigo,** in the Israeli tax aspects of its $8.6B acquisition of Elan Corporation PLC and the reincorporation of Perrigo in Ireland, and in its earlier $800M acquisition of Agis Industries
- **Kamada,** an Israeli biopharmaceutical company publically traded on the TASE, in all Israeli tax aspects related to its $60M Nasdaq IPO
- **REIT 1,** Israel's first REIT, in its formation and in numerous real estate transactions
- **Israel Ports Development & Assets Company,** a governmental company responsible for the development of Israel's two commercial seaports

## Telecom & Media

- **Bezeq,** in the process led by the Israeli Ministry of Communications for opening the fixed services industry to competition
- **Channel 10,** one of Israel's two commercial television channels, on a broad range of issues, including proceedings before the High Court of Justice, and numerous regulatory proceedings, specifically in connection with the complex transition from the franchise regime to licensing
- **News 10,** one of Israel's two news broadcasters, on a range of matters, including before the authorities on matters relating to its broadcasting license, and in all regulation and litigation matters, including before the High Court of Justice
- **Pelephone,** one of Israel's largest telecommunications companies, in various regulatory matters relating to the Israeli cellular market
- **Israel Today,** Israel's most widely read daily newspaper

Arbitration & Mediation | Banking & Finance | Capital Markets | China Desk | Class Actions & Derivative Suits | Competition & Antitrust | Environmental | Hi-Tech, Technology & Venture Capital | Insolvency & Restructuring | Intellectual Property | Labor Relations | Life Sciences & Health Care | Litigation | Mergers & Acquisitions | Private Asset Management | Private Equity | Project Finance & Energy | Real Estate, Planning & Zoning | Regulatory | Tax | Telecom & Media | White Collar

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