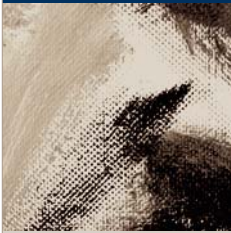


Real Estate, Town Planning and Environmental Law Area

URÍA MENÉNDEZ





Introduction

Uría Menéndez is an independent law firm founded in the 1940s by Professor Rodrigo Uría González. The firm currently has fifteen offices based in Spain, Portugal, the rest of Europe and the Americas. Uría Menéndez specialises in providing legal advice to Spanish, Portuguese and European Community-based businesses. The firm also provides support to its clients through its network of offices and through its relationships with equally prestigious international law firms.

“We are one of the most prestigious law firms in Continental Europe and have adhered at all times to our core principles: rigorous analysis of the law, professional services of the highest quality and long-lasting relationships with clients, capacity for innovation and honesty, decency and strict compliance with high ethical and professional standards; in a nutshell, we strive to excel at all levels”.

Rodrigo Uría Meruéndano



"Market feedback recognises Uría's rapid development and outstanding achievements over the past few years. "The firm has consolidated itself as a leading name in the sector in a record period of time," observed one competitor, while clients attributed its success to a mixture of "high-quality standards, considerable technical expertise, a real focus on the sector and a client-oriented attitude." The firm's client base comprises a good cross-section of local and international clients from all areas of the real estate world, allowing the team to amass a considerable breadth of experience"

Global Chambers, España 2006

The Real Estate, Town Planning and Environmental Law Area (*Departamento de Inmobiliario, Urbanismo y Medio Ambiente*; "DIUM") comprises eight partners and more than fifty lawyers based at the Madrid, Barcelona, Valencia, Bilbao, Lisbon, London and Varsovia offices.

DIUM's legal advice covers all aspects related to real estate promotion, financing and investment. Our town planning experts are experienced in drafting planning instruments and advising on the different stages of land management and town planning disciplinary measures. Finally, our environmental law experts are specialized in environmental protection, compliance and other environmental issues concerning various specific business sectors.

The leadership of Uría Menéndez in these practice areas is based on professional competency and the experience of our lawyers, our presence in the major transactions of the market and our contribution to the most innovative solutions, structures and alternatives for the relevant market sectors.

The implementation of DIUM in the different offices of Uría Menéndez within the Iberian Peninsula allows us to participate in transactions throughout Spain and Portugal, with the standards of excellence and quality which our firm is famous for.

DIUM has recurrently participated in the transactions with major impact in the Iberian real estate market.

The presence of real estate focused lawyers in our London office has given DIUM a significant weight in the Anglo-Saxon market of real estate investment funds and other vehicles investing in the Iberian Peninsula.

Both in Portugal and in Spain, DIUM cooperates closely with the tax area of Uría Menéndez, which has acquired extensive experience in real estate related tax issues.



Real estate

The real estate area of Uría Menéndez stands out for especially complex and novel transactions, as shown by our experience.

The real estate area also develops a growing international activity and provides advice on Spanish and Portuguese aspects of transactions governed by foreign law. Furthermore, thanks to its extensive network of local offices and cooperation agreements with leading international law firms, the real estate area accompanies its clients in their investments outside the Iberian Peninsula. The legal advice of DIUM covers all issues related to real estate promotion, investment, financing and management.

"...10-lawyer team provides a complete package and is a pleasure to work with." Its focus lies in the retail area, with the group advising on some of the largest deals in Portugal and involved in a number of the most prominent transactions relating to offices. Much of the work is international in scope."

Chambers Global, Portugal 2006

Regarding real estate promotion, special consideration is given to the design of the most efficient tax structure, and the analysis of urban planning, environmental and administrative issues, as well as to the drafting and negotiation of the purchase of land (e.g. cancellation and creation of encumbrances and in rem rights necessary for the transaction), contracts with architects and engineers, construction and turnkey contracts, and to financing and lease agreements. DIUM has advised the main promoters of the different real estate sectors (e.g. residential and business sectors).

Regarding real estate investment, DIUM has advised major Spanish, Portuguese and international institutional investors, including relatively novel projects for the Spanish legal practice, such as forward purchases, forward funding and sale and lease-back transactions.



DIUM has also accumulated vast experience in property finance, leading the implementation of original solutions within the legal market.

Finally, we frequently act for commercial real estate operators, such as leading distribution ("cash and carry") or logistic chains. DIUM is also present in the hotel sector, where the specialization of the management agreements and the new hostelry operating structures require a high degree of sophistication and experience, which DIUM's lawyers are accredited for.

"Uría Menéndez is essentially considered the other leader in the field for its sophistication and top-notch capabilities. [...] Despite its size, the team consistently tackles the most complicated real estate matters, according to clients."

Chambers Global Portugal, 2004-05



Urban planning

The Urban Planning Group within the DIUM comprises fifteen lawyers based at the Madrid, Barcelona, Valencia, Bilbao and Lisbon offices, with daily professional dedication to town planning issues.

The members of the Urban Planning Group participate in all aspects of the town planning activity in Spain and Portugal, including advice on the drafting of (general or development) planning instruments, town planning management instruments (allotment projects), negotiation and drafting of planning and management agreements, as well as a wide spectre of legal issues related to planning permits. Furthermore, apart from these specific planning related tasks, our specialists frequently carry out planning due diligence within the scope of large real estate and M&A transactions and cooperate closely with the rest of DIUM in the negotiation and drafting of agreements concerning real estate promotion, investment, financing and management.

The Urban Planning Group also represents our clients in various administrative and litigious processes involving planning issues.

Finally, the urban planning experts of Uría Menéndez have also produced various regulations both through advice and drafting of town planning laws.

"Uría Menéndez is particularly well known in the market for acting for international developers, and has an excellent track record on shopping centre, hotel and other development projects."

The European Legal 500,
Spain 2006



Environmental law

DIUM's Environmental Law Group comprises ten lawyers based at the Madrid, Barcelona, Valencia, Bilbao and Lisbon offices. This practice group advises national and international companies in all environmental law areas (e.g. integrated pollution control and prevention, atmosphere, waste, polluted land, water, natural areas and protected species).

Given the multidisciplinary nature of the environmental law practice, our specialists in this area work in close cooperation with other areas of Uría Menéndez, in order to get a global overview of the issues raised by our clients and to offer comprehensive solutions, with the collaboration of the best specialists within the firm.

"Uría Menéndez offers experience across a full range of environmental matters, including administrative, civil and criminal proceedings, and due diligence and impact audits."

The European Legal 500,
Spain 2006

The environmental law specialist team advises regularly on M&A, financing, IPOs and real estate transactions, analysing the specific environmental issues arising in each of them and the key legal documentation on which they are based (e.g. purchase agreements, merger resolutions, financing agreements and placement memoranda). In particular, the Environmental Law Group has gained significant experience in the negotiation and drafting of sale and purchase agreements related to environmental issues, both regarding real estate and other assets, as well as companies that develop environmentally sensitive activities.

Uría Menéndez also frequently carries out environmental due diligence and represents its clients in administrative and litigious processes deriving from environmental issues related to their business.

Professional acclaim

CHAMBERS GLOBAL 2007	<i>Ranked 1st in Real Estate and Environmental law in Spain and Portugal</i>
LEGAL BUSINESS 2007	<i>Best European firm of the year</i>
WHO'S WHO LEGAL, 2007	<i>Best firm in Spain</i>
LEGAL 500, 2007	<i>Leading firm in 10 Practice areas in Spain</i>
TROPHEÉS DU DROIT, 2007	<i>One of the best European firms</i>
PLC WHICH LAWYER, 2007	<i>The firm with the best Latin American network</i>
WHO'S WHO LEGAL, 2006	<i>Best Law Firm in Spain</i>
IFLR AWARDS, 2006	<i>Ranked 1st in all legal areas of the directory, including Real Estate</i>
PLC WHICH LAWYER? YEARBOOK, 2006	<i>Ranking leader, 9 leading positions, including real estate in Spain and Portugal</i>
CHAMBERS GLOBAL, 2006	<i>Ranked 1st in Spain and Portugal in Real Estate</i>
THE EUROPEAN LEGAL 500, 2006	<i>Ranked 1st in Spain and Portugal in Real Estate</i>
CHAMBERS GLOBAL, 2005	<i>Best Law Firm in Spain</i>
IFLR AWARDS, 2005	<i>Best Law Firm in Spain</i>

Profiles Barcelona - Real Estate



Ignacio Albiñana
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Ignacio Albiñana is a partner in the Real Estate, Urban Planning and Environmental Department in the Barcelona office of Uría Menéndez. He joined the firm in 1984 and became a partner in 1993.

Ignacio focuses his practice on real estate & construction, M&A and banking and finance. He has worked in some of the most significant acquisition and real estate transactions in Spain.

Ignacio has been recognized as a top real estate lawyer in Spain by all the major rankings (Chambers Global, Global Counsel 3000, Global Counsel Handbooks, Euromoney, etc.). In 2008 edition of *Legalease* he has been named as *Leading individual*.

Ignacio is a member of the Professional Advisory Committee of the law faculty of the 'Universitat Internacional de Catalunya' and is a regular speaker and commentator at law seminars and conferences.

Ignacio frequently contributes articles to Spanish and foreign law reviews. Information on his publications is available on the firm's website.



Profiles Barcelona - Real Estate



Juan Antonio Pérez
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Juan Antonio Pérez Rivarés is a partner of Uría Menéndez based in the Barcelona office. He has been a member of the Barcelona Bar Association since 1995 and joined the firm in 1997.

Juan Antonio has extensive experience in corporate and commercial law, European Union law, contracts, financing and mergers and acquisitions.

He focuses his practice on real estate transactions, advising Spanish and foreign companies on the development, financing, construction and sale and purchase of retail centres, business parks, office buildings, logistical warehouses, hotels, residential and leisure complexes.



Profiles

Barcelona - Urban planning



Daniel Ripley
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Daniel I. Ripley is a lawyer in the Barcelona office of Uría Menéndez. He joined the Litigation and Commercial Areas in November 2003 and became a partner in January 2005.

Prior to joining Uría Menéndez he was a lawyer for the State, appearing before various courts in Catalonia for civil, criminal, administrative and labour matters. He also represented the State before the Spanish Court of Auditors (*Tribunal de Cuentas*).

Daniel was responsible for co-ordinating the representation of the Spanish State before the Fifth Chamber of the contentious administrative division of the High Court of Catalonia.

In June 2000 he joined the Spanish Inland Revenue in Catalonia as a State Lawyer, specialising in all matters involving litigation, but mainly those concerning company law and taxation. He was responsible for advising the collection department and co-ordinating civil and employment actions brought by the Inland Revenue in Catalonia.



José Soria Sorjús
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José Soria Sorjús is a senior associate in the Barcelona office of Uría Menéndez since 2000.

He has a extensive experience in general commercial advice as well as corporate, M&A and financing.

José focuses his practice in real estate transactions and the hotel industry and he advises both Spanish and foreign companies in the marketing, financing, implementation of investments and management of the whole range of real estate deals.



Profiles

Barcelona - Environmental law



Juan Antonio Loste
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Juan Antonio Loste is a lawyer in the Barcelona office of Uría Menéndez. He was named partner in January 2008.

His practice is focused on administrative and environmental law, providing advice in administrative and contentious-administrative proceedings as well as in civil and criminal proceedings involving environmental matters. Juan Antonio has also been involved in procedures related to environmental permits, authorisations and concessions before the relevant authorities, both in the incorporation of companies and businesses as well as in their expansion. He has advised on the development of draft laws and conditions of tenders for environmental services and conducted analyses and audits on compliance with environmental regulations in procedures for the transfer of industrial assets or within the scope of the self-regulating preventative measures developed by the companies.

Juan Antonio was named leading lawyer in environmental law by the legal directory International Who's Who of Lawyers, España, 2007 and was considered "an exceptionally complete lawyer" by Chambers Europe 2007.



Profiles Madrid - Real Estate



Fernando Azofra
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Fernando Azofra is a partner in the Madrid office of Uría Menéndez and joined the firm in 1993. He set up and headed Uría Menéndez' Lisbon office from 1998 to 2001.

At Uría Menéndez, he advises domestic and foreign companies on real estate and banking matters. He has broad expertise in structuring and implementing property investments, divestments and financings. He has assisted in corporate and real estate deals for an aggregate consideration in excess of Euro 14 billion.

He was named *Recommended Individual* for Corporate Real Estate in the 2003-2004 and 2005 editions of Global Counsel 3000 as well as in the 2004-2005 edition of Global Counsel's Commercial Property Handbook. His name also appears in the 2005 edition of the Legal Media Group's Guide to the world's Leading Real Estate Lawyers. He has been nominated as *leading lawyer* in Chambers Global 2007 and PLC Which Lawyer? Yearbook 2007. Same ranking was awarded in the International Who's Who of Business Lawyers 2007 and at "La Abogacía de los Negocios en España (2005-2006)" published by La Gaceta de los Negocios and Marcial Pons.



Profiles Madrid - Real Estate



Fernando Calbacho
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Fernando Calbacho is partner in the Madrid office of Uría Menéndez. He joined the firm in 1999.

Before joining the firm, Fernando was the head of the legal department of Fertiberia and legal manager of Repsol and thereafter General Counsel of a leading Spanish construction company (Agromán).

From September 2002 until July 2005, he headed up the New York office of the firm.

Fernando focuses his practice on commercial law, and in particular mergers & acquisitions, corporate law and construction law.



Fernando Pérez de la Sota
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Fernando Pérez de la Sota is a partner in the Madrid office of Uría Menéndez. He joined the firm in 1986 and became a partner in 1995. In 1996, he became a member of the "Roll of Legal Consultants" of the Appellate Division of the Supreme Court of the State of New York.

Fernando focuses his practice on commercial law, telecommunications law (in the area of construction and deployment of infrastructure) and real estate law, and has worked on some of the most significant transactions in Spain.

Fernando has been recognized as a *leading lawyer* for his telecommunications and transactional work by major indices (Chambers Global, European Legal Experts, etc.).



Profiles Madrid - Real Estate



Diego Armero
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Diego Armero is a lawyer in the Madrid office of Uría Menéndez since 2001. He joined the firm in 1999, after having practised in the law firm Armero. He became a partner of the firm in 2006.

Diego has extensive experience in corporate and commercial law and has focused his practice on real estate transactions and, particularly, on the sale and purchase of commercial property.

Diego has been recognised as a *leading lawyer* in commercial property law in Spain by the Commercial Property Handbook of Global Counsel and PLC Which Lawyer? Yearbook. Chamber Europe 2007 includes he in a new category called *up and coming* for new referents in DIUM.



Profiles Madrid - Urban planning



Antonio Gómez
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Antonio Gómez Cid has been a senior associate in the Madrid office of Uría Menéndez since 2006.

Since the start of his career, Antonio has focused his practice on urban planning. He is vastly experienced in the drafting and processing of documents for urban planning and administration, and provides advice on a wide range of issues related to licences.

Antonio is a regular speaker at seminars organised by important urban planning publications and closely collaborates with the Universidad Autónoma de Madrid in the preparation of real estate training programs for which he is also a speaker. He has been recognised by Chambers Europe 2007 like a *highly recommended* lawyer in DIUM.



Felipe Iglesias
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Felipe Iglesias is a senior consultant at the Madrid office of Uría Menéndez since 2002. He is a member of the Real Estate, Planning and Environment Area. He is also Secretary of the Planning and Environmental Law Review since January 2001.

Felipe harmonises his professional activity as legal advisor in the firm with his regular teaching activity at the University.

His legal practice is focused on planning, specialising in the legal regime of public property and advises public and private entities on matters related to administrative procedure and planning licences.

As a lecturer in the Autonomous University of Madrid, he has taught all the subjects related to the administrative law in the university degree of Law and Business Administration, especially Environmental Law and Urban Planning and Environment. Chambers Europe 2007 considerate him like a *recommended* lawyer in DIUM and talk about his “expert advice in contentious planning matters and his noteworthy academic profile”.



Profiles Madrid - Environmental law



Carlos de Miguel
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Carlos de Miguel is a partner in the Madrid office of Uría Menéndez. He joined the firm in 1988 and became a partner in 2002.

Carlos' area of expertise is environmental law, although he also advises on energy and real estate law. He advises clients on environmental matters related to a wide range of transactions and legal proceedings.

Carlos is also regularly asked to issue reports (including due diligence reports) on questions of environmental compliance as well as to negotiate with the relevant authorities on legal matters related to the environment.

He has also been involved in drafting environmental legislation. International legal directories regard Carlos as a leading lawyer in Spain in environmental law. Chambers Europe considerate him like a *leading individual* in environmental law.



Guillermina Yanguas
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Guillermina Yanguas is a lawyer in the Madrid office of Uría Menéndez. She joined the firm in 1997 and was made senior associate in 2005.

Guillermina's area of expertise is environmental law, although she also advises on civil law and real estate law. Her practice focuses on advising clients on complying with environmental legislation and the environmental liabilities that may arise from the performance of business activities.

Guillermina is regularly asked to issue reports (in particular due diligence reports) on various environmental compliance matters, as well as to negotiate with the relevant authorities on legal matters related to the environment.

She also advises on all types of proceedings, be they civil, criminal, administrative or contentious-administrative, related to environmental law matters.



Profiles Madrid - Real Estate Taxation



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Víctor Viana is a lawyer in the Tax Area of the Madrid office of Uría Menéndez. He joined the firm in 2000, after having practised in the law firm Garrigues, and became a partner in 2008.

Víctor specialises in corporate tax law and regularly advises on mergers and acquisitions transactions, corporate restructuring transactions, the taxation of financing structures, the design of financial products, securities, private debt and property investment. During the course of his career he has also been involved in tax proceedings and tax planning for both foreign investments in Spain and Spanish investments abroad.



Profiles Valencia - Real Estate



Elizabeth Torrecillas
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Elizabeth Torrecillas is a lawyer of Uría Menéndez based in the Valencia office. She joined the firm in 1995 and became a partner in 2003. She is a member of the Infrastructure Practice Group of Uría Menéndez.

Her main practice areas are commercial law, corporate law, mergers & acquisitions, capital markets and financing, with a particular focus on acquisitions, real estate and infrastructure transactions. Elizabeth also advises insurance companies and managers of pension plans and funds.

She is the non-executive Secretary or Vice-Secretary to the Board of several companies.



Profiles Valencia - Urban planning



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Yásser Harbi Mustafá Tomás is a lawyer of Uría Menéndez based in the Real Estate Area of the Valencia office. He joined the firm in 1999. He became senior associate in 2006.

His main areas of practice include real estate law, focusing on planning issues, administrative proceedings and administrative contentious proceedings relating to real estate. He regularly participates in due diligence processes in the context of merger and acquisition transactions. He has advised a number of real estate funds and shopping centre developers.

He is lecturer at “Jaime I” University of Castellón and The Valencia Business School in Urban planning master courses. Recently he has been a member of the team in charge of the drafting of the new Valencia Urban Planning Regulation.



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Ignacio Pérez Dapena is a lawyer in the Bilbao office of Uría Menéndez. He joined the firm in January 2000 after having practised in a law firm in Bilbao since 1995. He became a senior associate in January 2004.

Ignacio specialises in administrative law and his practice focuses mainly on urban planning and environmental law, public contracts, and litigation in the contentious administrative courts.

He regularly advises public and private entities on matters related to the implementation of infrastructure, industrial, energy, commercial and real estate projects. Ignacio is also frequently asked to advise property developers and investors on the urban planning and management of their projects as well as on the sectorial authorisations which these projects require. His advice is often sought by contractors and licence holders of the Public Administration and by public entities on the planning of public tenders and the setting up of administrative specifications.



Profiles Lisboa - Real Estate



Duarte Garin
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Duarte Garin joined Uría Menéndez as a partner in 2001. Duarte has headed the Real State, Town Planning and Environmental Law Area in Portugal ever since he joined the firm.

He focuses his practice on real estate law and has worked in some of the most significant acquisitions and real estate transactions in Portugal.

International legal directories (Chambers & Partners, IFLR Legal 500, etc.) name Duarte a *leading lawyer* in Portugal for corporate real estate and commercial property. He was described in the 2004-2005 edition of Chambers Global as follows: "the brilliant Duarte Garin" spearheads on "incredibly successful team."



Profiles Barcelona - Real Estate Taxation



Juan Antonio Fernández-Velilla
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Juan Antonio Fernández-Velilla is a lawyer who heads the Tax Area of the Barcelona office of Uría Menéndez. He joined the firm in 1992 and became a partner in 1998.

Juan Antonio applies his tax law expertise to M&A, real estate and project finance transactions, corporate reorganisations and international tax planning.

He provides advice to European and American clients and multinationals on the structure of the acquisition of Spanish companies and on the reorganisation of the shareholding and the financing of the business in order to ensure that the transaction is tax efficient.

Juan Antonio also regularly provides tax advice to Spanish high net worth individuals on the restructuring of their assets.



Profiles Lisboa - Real Estate Taxation



Filipe Romão
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Filipe Romão joined Uría Menéndez Lisbon office in 2001. He became a partner of the firm in January 2005.

Filipe focuses his practice on tax law. He advises on the regular basics on tax aspects arising of transactions such as business acquisitions and mergers real estate transactions, IPO's and *joint ventures* and the designs of financial products.

Chambers Global has recognized Filipe for his work in tax law in Portugal.



Profiles Warsaw - Real Estate



Agustín Redondo
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Agustín Redondo is a lawyer in the Madrid office of Uría Menéndez since 1997. Between 2002 and 2004 he worked in the London office of Uría Menéndez. Actually he is heading our office in Warsaw. In 2008 he became a partner of the Firm.

Agustín has extensive experience in corporate and commercial law and has focused his practice on real estate transactions and, particularly, on the sale and purchase and financing of commercial property.

Agustín qualified as an English Law Solicitor (currently non practising) in 2004.

Agustin is a regular speaker and commentator at law seminars and conferences on matters pertaining to his field of expertise.