

# LINIYA PRAVA LAW FIRM

**The Best Law Firm of Russia 2009** presented at the International Legal Alliance Summit & Awards 2009  
**The Best Law Firm on Bond Market 2009** referring to the professional debt market agency 'Cbonds'

Moscow, 2010

LINIYA  
LAW FIRM PRAVA

The 10-year professional record of Liniya Prava has served the honour of:

**Working with such clients:**

Sberbank, Gazprom, LUKOIL, Vneshtorgbank, Deutsche UFG, MDM Bank, Raiffeisenbank Austria, Renaissance Capital, Alpha Bank, Aton, Uralsib, Home Credit and Finance Bank, Vypel Communications, MTS, MGTS, Joint-Stock Financial Corporation Sistema, ALROSA, RUSAL Finance, Wimm-Bill-Dann Foods, Baltika Breweries, PIT Investments, SUN Interbrew Finance, Concern Kalina, INTECO, Russian Railways , The Seventh Continent , and a number of other big companies.

**Being recognized by:**

Leading local and international ratings: Legal 500, Chambers and Partners, Ractical Law Company (PLC), International Financial Law Review (IFLR 1000); Expert RA, ReDeal Group (mergers.ru/offerings.ru), Kommersant, Finance, Mergers & Acquisitions Magazine rating.

**Having developed offices in:**

- > Moscow
- > St. Petersburg
- > Kyiv

## Professionalism based on:

- > deep problem analysis
- > comprehensive complex approach to a project
- > diversified time-honoured experience

## Partnership:

- > with leading international law and audit firms, major Russian and foreign banks, and state authorities - all forming a fruitful resource for successful implementation of large-scaled projects including cross-border transactions

## Mobility:

- > flexible operative reaction to a changing situation
- > experts and specialists available to enhance any project team

## Liniya Prava's partners:

- > Akin Gump Strauss Hauer & Feld LLP
- > Cleary Gottlieb Steen & Hamilton LLP
- > Clifford Chance Puender CIS Ltd.
- > Ernst & Young Ltd.
- > Freshfields Bruckhaus Deringer LLP
- > KPMG International
- > Latham & Watkins LLP
- > PricewaterhouseCoopers International Ltd.
- > Skadden Arps Slate Maegher Flom
- > Deutsche Bank
- > Citigroup
- > Raiffeisen Bank
- > Alpha Bank
- > Vneshtorgbank
- > Vnesheconombank
- > MDM Bank
- > Renaissance Capital

- › 2009 - Liniya Prava has been awarded '**The Best Law Firm of Russia**' by the International Legal Alliance Summit & Awards 2009.
- › 2009 - Liniya Prava is recognized by investment banks and issuers '**The Best Law Firm on Bond Market 2009**' (referring to the professional debt market agency 'Cbonds').
- › 2008 - There was the **European Award 2008**, presented to Liniya Prava in the Equity Deal of the Year nomination for supporting the Vneshtorgbank IPO transaction (together with Latham & Watkins and Linklaters).
- › 2007 - Liniya Prava was recognized as **The Best law firm of Russia in 2007** and was awarded the IFLR Law Firm of the Year: Russia.

Liniya Prava traditionally enjoys international and local legal ratings' recommendations:

- › **Chambers & Partners** – Liniya Prava is recommended for *Capital Markets, Securitisation and Corporate and M&A*
- › **LEGAL 500** - Liniya Prava is recommended for cooperation in *Capital Markets and Corporate and M&A*
- › **PLC (Practical Law Company)** – this international rating agency recommends Liniya Prava as a legal adviser in *Capital Markets, Corporate and M&A and Energy*
- › **IFLR 1000** – the directory recommends Liniya Prava for *Equity and Debt Capital Markets*.
- › **MOODY'S** – according to the Russian securitization market analysis (June 2007), there have been seven transactions involving mortgage securitization for the total amount of \$792.5 million in Russia (including two onshore transactions (\$236.34 million) and five offshore transactions (\$556.16 million). Liniya Prava played the role of legal adviser in the two onshore mortgage assets securitization projects (with OAO AHML and Sovfintrade being the originators), which in quantitative and monetary terms is 30% of the securitization market in Russia approximately
- › **Expert RA** – Liniya Prava is rated highly in nominations *Law Firms, the Largest Consulting Companies of Russia, Legal Consulting in the Economic Law*
- › **Kommersant** includes the Firm in its *Legal Consulting and 100 Largest Consulting Companies of Russia* ratings
- › **ReDeal Group** – this analytical group has recognized Liniya Prava as one of the leaders in the *Legal Adviser of Mergers and Acquisitions Transactions* nomination (mergers.ru) and the *Legal Adviser of an Issuer* nomination (offerings.ru)
- › **Finance Magazine** recommends Liniya Prava in its rating of consulting firms

- > **Capital Markets**
- > **Corporate Law**
- > **Mergers and Acquisitions**
- > **Litigation**
- > **Real Estate**
- > **Banking and Finance**
- > **Telecommunications and Information Technologies**
- > **Energy and Natural Resources**
- > **Industry**

- > **Shares**
- > **Bonds**
- > **Securitization**
- > **Regulation Issues**
- > **Collective Investment**

**2007–2009**

–Liniya Prava delivered legal advice on **173 shares issues and 210 bond issues** on Russian and foreign stock markets – all totaling **USD 40.3 billion**.  
–Liniya Prava advised on **17 IPOs** of Russian companies on domestic and international stock markets.

IPO / SPO / private offerings / GDR / ADR at foreign and Russian stock exchanges from issuers and / or underwriters

- > IPO structure development
- > Company and / or its group restructuring and / or reorganization
- > Russian stock exchange stock listing procedure
- > Additional stock issuance (if necessary)
- > Acquiring the FFMS permission to offer / circulate securities outside the Russian Federation
- > Company due diligence
- > Legal opinion in respect of the Russian law
- > Support of interaction with international legal advisers

**Fixed Income Instruments**

- > Bonds
- > Convertible bonds
- > Synthetic bonds
- > Eurobonds

Practice Contacts:

Roman Belenkov –Equity Capital  
Alexander Timofeev – Debt Capital

- > **Shares**
- > **Bonds**
- > **Securitization**
- > **Regulation Issues**
- > **Collective Investment**

#### 2009

- Liniya Prava delivered first in Russia **Legal Opinion Letters on Russian bonds**.
- Liniya Prava advised on **bond obligations restructuring** exceeding **USD1+billion**.
- In the year Liniya Prava advised on **38 bond issues** totaling **RUB189+ billion**.

- > **Legal opinion** under Russian law within the **VTB IPO** placing GDRs on LSE (USD7,982.1 million).
- > Legal advice on **first subordinated MBS placement of MBRD** issued under the guarantee of **AHML** (RUB2,2 billion)
- > Legal advice on subordinated MBS issues of **CJSC ‘National Mortgage Agent VTB-001’** (RUB14.5 billion), **CJSC ‘ Mortgage Agent of AHML 2008-1’** (RUB11.2 billion), **CJSC ‘Second Mortgage Agent of AHML’** (RUB10.7 billion) and **CJSC ‘First Mortgage Agent of AHML’**
- > Advice on **corporate bond obligations restructuring** (USD1+ billion)
- > Bonded loans of **TGK-1, TGK-4 and TGK-10, Tuymenenergo, EESK**; IPOs for several combined generating companies, including **OGK-5, OGK-3, OGK-2**, issue of shares in **OGK-4, Kuzbassenergo**
- > Bond issues for **Deutsche Bank** for the amount of RUB 3 billion
- > Legal advice on international IPOs of Russian companies – **OGK-2** (USD292.1 mln.), **Polymetal** (USD 604.5 mln.), **Sitronics** (USD 402 mln.), **Systema Gals** (USD 432 mln), **OPIN** (USD 68.8 mln.), **Severstal** (USD 1,063 mln.), **Mechel** (USD 700 mln.), **Cherkizovo** (USD 251.3 mln.), **Comstar-OTS** (USD 1060 mln.)
- > Legal support on domestic IPOs of Rosinter Restaurants (USD 100 mln.), **RTM** (USD 80 mln.), **Dixi** (USD 359.9 mln.), **OGK-3** (USD 3 bln.), **OGK-5** (USD 459 mln.), **Sedmoy Continent** (USD 80 mln.), **Razgulay** (USD 114 mln.), **Severstal-Avto** (USD 135 mln.)
- > **OAo KB MIA** mortgage backed bond issue (RUB 2 billion)
- > Other projects remarkable for uniqueness, complexity and / or value

- > **Securities**
- > **Bonds**
- > **Securitisation**
- > **Regulation Issues**
- > **Collective Investment**

### Securitisation, mortgage bonds, mortgage participation certificates

- > Preparing the Term Sheet
- > Creation of a mortgage agent
- > Preparation of the transaction agreements
- > Transfer of mortgage security to the mortgage agent
- > Preparation of issuing documents for the issues
- > Getting the rating
- > Registration of mortgage securities issues
- > Informational support
- > Placement of mortgage securities, registration of the issue reports
- > Circulation of mortgage securities and their inclusion in quotation lists of the trading organizers
- > Legal support of listing

Practice Contact:

Yury Tuktarov

- > **Securities**
- > **Bonds**
- > **Securitisation**
- > **Regulation Issues**
- > **Collective Investment**

In 2007 Liniya Prava took the **30% share of the securitization market in Russia in quantitative and monetary terms**, having served the legal adviser in 2 onshore mortgage assets securitization projects (originated by AHML and Sovfintrade).

According to the market analysis conducted by the MOODY's in June 2007), in Russia there were 7 transactions involving MBS securitization (totaling USD792.5 million) - including 2 onshore transactions (\$236.34 million) and 5 offshore transactions (\$556.16 million).

#### Legal support for asset securitisation in Russia:

- > Legal advice on **first subordinated MBS placement of MBRD issued under the guarantee of AHML** (RUB2,2 billion)
- > Legal advice on **subordinated MBS issues** of CJSC 'National Mortgage Agent VTB-001' (RUB14.5 billion), CJSC 'Mortgage Agent of AHML 2008-1' (RUB11.2 billion), CJSC 'Second Mortgage Agent of AHML' (RUB10.7 billion) and CJSC 'First Mortgage Agent of AHML'
- > OAO CB MIA mortgage backed bond issue, total value of RUB 2 billion.
- > **first in Russia** issue of mortgage bonds by OAO The Specialized Mortgage Organization GPB-Mortgage, with ACB Sovfintrade being the issue's originator, and OAO Gazprombank being the issue's arranger
- > **first balance securitization** of a credit institution's assets: those of ZAO Bank of Housing Financing, a Russian resident, via issuing bonds secured with the pledge of credit agreement receivables

- > **Restructuring**
- > **Reorganization**
- > **Privatization**
- > **Antimonopoly Regulation**

- > Legal support for Mechel group of companies restructuring with subsequent transactions in the capital market
- > Legal support for Cherkizovo Group pre-IPO reorganization
- > Legal support for OAO Novoship privatization via depositing its shares as payment for additional shares in OAO Sovcomflot
- > Legal support for M.Video Group of Companies restructuring with its subsequent initial public offering
- > Legal support for OAO OGK-5 reorganization in the form of OAO OGK-5 Holding takeover
- > Legal support for RAO UES of Russia reorganization
- > Providing counsel to OAO Vimm-Bill-Dann on its restructuring to improve business and its corporate governance; appropriate legal support for all the procedures
- > Legal support for OAO Vypel Communications in its transactions to acquire interests in Chartered Capital of regional communication operators including OOO TV-Line, OAO Daltelecom, OAO Beeline-Samara, OAO Beeline-Togliatti

Practice Contact:  
Dmitriy Glazounov

- > Due diligence
- > Registration and analysis of purchase related documents
- > Preparation and registration of transaction related contracts
- > Structuring and execution of the deal
- > Licenses and permits

## M&A strategic planning

- > Preparatory examination of M&A target.
- > Assessment of corporate structure and management of M&A target.
- > Finding the most resource-intensive and problematic aspects of the transaction.
- > Preliminary evaluation of legal risks.
- > Preparation of the project implementation layout.
- > Preparation of the detailed project implementation schedule.

## Due Diligence

- > Carrying out comprehensive or partial due diligence of the M&A target activities or preparing the target for due diligence by the buyer's lawyers.
- > Preparation of a Due Diligence Report including detailed description of the revealed risks.

Practice Contact:  
Dmitriy Glazounov

- > Due diligence
- > Registration and analysis of purchase related documents
- > Preparation and registration of transaction related contracts
- > Structuring and execution of the deal
- > Licenses and permits

## M&A transaction structuring

- > Studying and planning tax consequences of the deal.
- > Antimonopoly regulation.
- > Acting as liaison with government agencies.
- > Corporate governance questions.
- > Collaboration with the target's consultants, with the auditor supporting the transaction, with PR (public relations) and IR (investor relations) specialists.
- > Fulfillment of other preconditions as provided by the project layout.

## Realization of M&A transaction

- > Negotiations between the parties.
- > Document preparation.
- > Representation of the client at shareholder meetings.
- > Representation of the client interests in government agencies, including antimonopoly regulation.
- > Representation of the client interests in court (first of all, in case of business acquisition within the bankruptcy procedure environment).
- > Organization and conducting of execution of the transaction documents (closing the deal).

## M&A post-transaction legal support

- > Information disclosure.
- > Due diligence of assets and management transfer.
- > Corporate governance optimization.
- > Business integration support.

- > **Due diligence**
  - > **Registration and analysis of purchase related documents**
  - > **Preparation and registration of transaction related contracts**
  - > **Structuring and execution of the deal**
  - > **Licenses and permits**
- > Due diligence of OAO Mechel
  - > Due diligence of Yaroslavl Mining Company for United Company RUSAL
  - > Due diligence of a telecommunication company for its possible acquisition by ROSTELECOM
  - > Due diligence of MTS-Ukraine group
  - > Due diligence of SMARTS group of companies for OOO MTS
  - > Legal due diligence to take over Le Futur retail chain
  - > Due Diligence of Global Media Group in the course of M&A
  - > Due Diligence of CB Khlynov for the Renaissance Capital LLC group
  - > Due Diligence of CB Lyevoberezhny for the Renaissance Capital LLC group
  - > Due diligence of Sofia (a large Moscow office facility holder) for Perekrestok retail chain
  - > Due diligence in the course of M&A transaction, including IT licenses and agreement analysis for OAO Rostelecom
  - > Due Diligence of Ladoga for Perekrestok retail chain
  - > Due Diligence of Granite for Renaissance Capital LLC group
  - > Due Diligence of a Vladivostok bank for OAO Promsvyazbank
  - > Due Diligence of a large organization in Uralsk region for its acquisition by OAO Wimm-Bill-Dann Foods

- > **Arbitration**
- > **Judicial contests**
- > **Mediation**

#### **Procedure**

- > Situation analysis and dispute outlook
- > Creation of optimum system for the client interests protection
- > Preparation of necessary remedial documents
- > Participation in sessions of the courts of general jurisdiction and arbitration courts of all instances
- > Representation of the client interests in the course of execution of the court's decisions requiring immediate enforcement

#### **Arbitration**

- > Representation of the client interests in corporate disputes
- > Tax consulting
- > Representation of the client interests in bankruptcy cases

#### **General jurisdiction courts**

#### **Executory process**

#### **Extrajudicial dispute settlement (Mediation)**

#### **Providing counsel on the Russian law in foreign courts**

Since its very creation, the Liniya Prava Litigation Team has attracted such clients as: **UC RUSAL and its structural divisions, a number of structural divisions of Basic Element, Rostelecom, Hydromashservice Group of Companies, and some midsize companies in mechanical engineering and construction industries.**

**Lawyers of the Litigation Team have successfully participated in a considerable number of litigations, such as:**

- > Corporate disputes (concerning hostile takeovers, protection of legal entity reorganizations, protection of forced buyout of minority shareholders' stake by the majority shareholder controlling their joint-stock company's equity in excess of 95%);
- > Support in bankruptcy procedures (including hostile takeovers or protection thereof);
- > Appeal of actions and acts by antimonopoly agencies;
- > Lawsuits associated with subsoil development, including appeal of approval or refusal to issue a license for subsoil development;
- > Reclamation of debt, including real collection;
- > Recognition of patents void as the grounds for termination of royalties;
- > Appeal of decisions by tax authorities to charge extra taxes and collect fines for their delayed payment.

Practice Contact:

Andrey Novakovskiy

- > **Legal support of real estate transactions**
- > **Due diligence of the title to the land and to other real estate**
- > **Due diligence of the land relations**
- > **Legal support of immovable property construction projects**
- > **Title registration**

**Our lawyers have successfully completed a considerable amount of real estate related transactions, such as:**

- > Supporting transactions to buy the land and the commercial real estate in Moscow and regions of Russia: HydroOgK Group , X5 Group , a number of institutional investors
- > Legal due diligence for Rutley Russia Property Fund Limited, PPF
- > Placement of additional stock issues for OPIN
- > RTM IPO
- > Registration of title to the land, buildings and structures upon request by strategic investors
- > Evaluation of legal risks associated with acquisition of agricultural lands with their subsequent status change to settlement lands

Practice Contact:  
Dmitriy Glazounov

- > **Structured finance**
- > **Subordinated loan attraction**
- > **Syndicated and bilateral crediting**
- > **Banking operations**
- > **Licensing**

The Firm's lawyers provide legal services in acquisition finance in the banking finance sector.

Cooperation with the leading law firms both in Russia and abroad allows us to create professional teams representing various branches of law, and to provide high-quality services, achieving the required results together:

- > Legal opinion on the Russian law for VTB IPO placing GDRs at the London Stock Exchange (LSE)
- > The first issue of Russian mortgage securities - mortgage backed bonds by CB Soffintrade (CB GPB-Mortgage now)
- > Subordinated issues of mortgage ruble securities by AHML in the form of mortgage backed housing bonds class A, B, and C
- > Mortgage backed bond issue for CB Moscow Mortgage Agency
- > Due diligence of 8 various commercial banks in M&A transactions during 2007

Practice contacts:  
Dmitriy Glazounov  
Yury Tuktarov

- > **Regulatory issues**
- > **Corporate financing solutions**
- > **Licensing**
- > **Transaction support, including mergers and acquisitions and joint ventures**

The Firm's lawyers working in the field of telecommunications have serious legal background, deep understanding of telecommunications specificities, and of consequences of using various legal schemes by operators of mobile and fixed-line telephony, telecommunication companies and the Internet providers as well.

The lawyers here provide support to the telecommunication companies' projects, such as: asset acquisition and sale, due diligence in the telecommunication companies, company restructuring, public offerings and many other things:

- > SITRONICS IPO in the Russian Federation and in the form of global depository receipts (GDR) at the London Stock Exchange (LSE)
- > Restructuring of one of the largest IT holdings for its proposed IPO
- > Support for asset acquisition and sale transactions by one of the leading telecommunication companies
- > Legal due diligence for MTS

Practice Contacts:

Dmitriy Glazounov

Roman Belenkov

- > **Transaction support, including mergers and acquisitions and joint ventures**
- > **Licensing**
- > **Regulatory issues**

In the following industries:

Retailing  
Food processing industry  
Mechanical engineering  
Transportation  
Construction

Law Firm Liniya Prava has a significant experience of providing legal services to support transactions and to resolve disputes in the fuel and energy sector:

- > RAO UES of Russia reorganization
- > Combined reorganization of OGK-5, TGK-10, Ivanovskiye PGU
- > Bonded loans of TGK-1, TGK-4 and TGK-10, Tuymenenergo, EESK, LenEnergo, GES
- > IPO / stock placement for some united and territorial generating companies including OGK-2, OGK-3, OGK-4, TGK-6, TGK-10, Kuzbassenergo (TGK-12), Yenisei TGK (TGK-13)
- > Offering blocks of shares in Polymetal in the Russian Federation and as global depository receipts (GDR) at the London Stock Exchange (LSE)
- > Vimm-Bill-Dann Foods restructuring
- > Novoship privatization
- > Additional shares placement : Power Machines, FESCO, Razgulay Group
- > Bond issuance: Severstal-Auto, NPO Saturn
- > Support for two Sevkabel-Finance bond issues
- > Cherkizovo Group SPO
- > Ilim Group reorganization (switching to the "single share")

Practice Contact:  
Roman Belenkov



### Dmitriy Glazounov

Managing Partner, Attorney

**Specialization** – Corporate and M&A, Securitisation

Dmitriy Glazounov has a degree from the Moscow State University of Foreign Affairs (1996, international law department). Dmitry is one of the founders of the law firm Liniya Prava, possesses a rank of the Actual State Counsellor of the Russian Federation (3rd class) and has the Certificate of Honour of the Federal Financial Markets Service (former – the Federal Commission for the Securities Market of Russia). 2004-2006 Dmitriy Glazounov performed functions, first, of the Executive Director, then, of the Deputy to General Director of OAO 'Agency for Housing Mortgage Lending'. 2000-2004 Dmitry was a member to the Federal Commission on the Securities Markets; 1998-2000 was employed by the Legal Department of OAO 'Federal Fund Corporation'. In 2006 Dmitry joined Liniya Prava as a partner.

At Liniya Prava Dmitry heads Corporate and M&A practice and actively supervises that of Securitisation. He has profound expertise in joint-stock companies legislation, taxation, corporate and banking law, securities transactions, including mortgage-backed securities. Dmitry has a unique experience of drafting laws for securitization and mortgage lending. Dmitry has a deep knowledge in the field of development and legal appraisal of various innovative schemes for investing in equity and debt securities of major Russian companies; is well familiar with peculiarities of legal regulation provided for issue and circulation of equity and debt securities in the U.S.A. and leading countries of the Western Europe.

Dmitry Glazounov enjoys recommendations of the Practical Law Company, Legal 500 and European Legal Experts as a legal expert in Banking and Finance. Dmitry also heads Liniya Prava's office in St.Petersburg. Speaks French, Spanish and English.



### Andrey Novakovskiy

Partner, Attorney

**Specialization** - Litigation, Corporate Law, Privatization, Equity Capital

Graduated from the Moscow State University in 1994. Mr. Novakovskiy is one of the founders of Liniya Prava and for 10 years has been the managing partner of the firm. Has a time-honoured track record of delivering legal advice on most sophisticated projects for fund raising on domestic and foreign stock exchanges, advised on initial IPOs of Russian companies abroad. Is known for high expertise in legal issues of banking and finance, privatization, equitization and consolidation; delivers advice to Russian and international investment banks and foreign law firms on issues of Russian legislation. At Liniya Prava Andrey supervises Litigation.

The Russian Association of Managers includes Andrey in Top 1000 Russian Managers of Russia. Andrey is highly recommended by the European Legal Experts, Legal 500 and Chambers & Partners. He is a member of Best Lawyers Board of Advisors (USA). Has a perfect command of English.



### Alexander Timofeev

Partner

**Specialization** – Debt and Equity Capital Markets, Corporate Law

Has degrees from the Perm State University (1998) and from Plekhanov Russian Academy of Economics (financial management faculty). Alexander heads the practice for legal support of transactions on debt capital markets. Highly experienced in issues of transactions structuring, essential documentation drafting, liaising with state authorities for getting permits, information disclosure, corporate governance, listing procedures effective on domestic and foreign stock markets, etc.

Alexander is recommended by Chambers & Partners, Legal 500 and Practical Law Company as a recognized legal expert in debt capital transactions. Speaks good English.



### Roman Belenkov

Partner, Attorney

**Specialization** – Equity Capital Deals, Anti-trust Regulation, Public-Private Partnership

Roman is a graduate from the Moscow State University, 2000. Roman supervises activities related to coordination and legal support of Russian companies' IPO in the RF and abroad; issue of ADRs, GDRs and Eurobonds. He provides comprehensive advice at pre-IPO stage, delivers advice on corporate reorganization, restructuring and M&A transactions. Roman is a recognized expert in equity consolidation, squeeze-outs and privatization. Roman is highly recommended by Chambers Global and Legal 500 as a promising and talented lawyer. The Best Lawyers advises Roman Belenkov as a highly qualified professional.



### Yury Tuktarov

Partner

**Specialization** - Project finance, Securitization, Derivatives

Yury has a ten-year legal experience in Russian capital markets and structured finance. He has chaired the Legal Committee of the IFC's Technical Working Group on Home Financing and Securitization in Russia. Yury has been actively involved in the development of mortgage lending practice in the Russian Federation, including the drafting of standard documentation on mortgage deeds, credit, and insurance, now used extensively by many of the major Russian mortgage lenders. Yury's experience includes advising on the first domestic securitization of mortgage certificates (GPB-Ipoteka, US \$ 122 million) where he advised on the establishment of the SPV and the drafting of credit, securities, and contract documentation. Mr. Tuktarov has also advised Russian Home Financing Bank on the RUB 500 million issue of covered bonds, the first transaction of this kind in Russia, and other remarkable projects. Yury speaks good English.

# www.lp.ru

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