

C O R P O R A T E   &  
C O M M E R C I A L



RICKERBYS solicitors



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I As one of the South West's leading law firms Rickerbys has established a team of business lawyers who provide practical and commercial advice with creativity and flair.

Communication is the key to our success. We invest time and energy in understanding your business and listening to what you want to achieve before recommending a legal solution to meet your needs.

We are committed to supporting your business strategy by anticipating issues before they arise.

It is satisfying for us to work with people over the long-term, helping enterprises flourish and develop.

But don't think that we are complacent about our long-established client relationships. You will never feel like "just another client" at Rickerbys.



RICKERBYS solicitors

## corporate



Our reputation for dealing with corporate with speed and determination has resulted in our experienced team of lawyers undertaking deals worth more than £150 million in aggregate over the past two years.

Mergers and acquisitions, corporate finance, buy-outs and the restructuring and refinancing of all types of business make up the bulk of our work. Members of our Corporate team, most of whom have London backgrounds, work with clients from a variety of sectors including IT, publishing, manufacturing and professional services. Many family concerns have worked with us since the day they first set up in business. It is rewarding to see clients prosper to the point where they can look forward to selling the business and see their efforts rewarded on retirement.

An increasing proportion of our corporate work involves overseas businesses in Europe and America. Whether operating at home or abroad, our Corporate team benefits from specialists in intellectual property, employment and commercial property.

## case study

Rickerbys acted for the vendor when PGL Travel Ltd, the UK's market leading activity holiday specialist and school tour operator, was acquired by the management team in a deal valued in the region of £42m.

When the founder of the business, Peter Lawrence died, his executors opted to use the services of Rickerbys, as the firm had acted for PGL for more than 12 years. The Corporate team benefited from the support of lawyers in our employment, commercial property, banking and private client teams in bringing the management buy-out to a successful conclusion.



## commercial

Members of our Commercial team have fostered such long-standing relationships with many of our clients that they are now virtually regarded as in-house lawyers. Our team can be relied upon to do exactly as it promises whether advising on partnership and joint venture agreements, contractual matters, construction contracts, banking and lease finance issues, company secretarial work, trading agreements or EU and competition advice.

Our clients are typically companies with a turnover of more than £5 million operating in the healthcare, medical and veterinary, media, technology manufacturing and waste industry sectors. We frequently advise upon share option schemes and complex shareholders' agreements.

Legal 500 praise our corporate and commercial teams for their total professionalism and friendliness as well as their "truly excellent" service for management buy-outs.

## case study

Soccer Circus is an innovative technology company that designs, develops and manufactures football themed games for its own brand of visitor attraction, taking them from concept to market.

When tax advisers recommended a restructuring of the business vehicle, necessitating the formulation of revised arrangements between the existing company and a new Limited Liability Partnership, the Commercial team acted in the implementation of the scheme.

A complete service was provided, including the incorporation of the LLP, the restructuring of it and the existing company through to the drafting and negotiation of commercial documentation in relation to external investment, and the regulation of arrangements between the two entities.

IT and e-commerce



Rickerbys established an IT and e-commerce team in advance of the dot.com boom.

In the past seven years our team has strengthened the depth and complexity of the issues it handles. Our IT work includes advising suppliers and purchasers on system supply agreements, software development contracts, software licences and distribution agreements, source code escrow and public procurement agreements. E-commerce work includes advising on domain name disputes, e-mail and internet policies, data protection and copyright issues, website development agreements and all aspects of trading over the internet.

The expertise of our team is recognised by both the leading independent legal directories, the Legal 500 and Chambers & Partners; the only law firm between Bristol and Birmingham to receive this accolade.

case study

Gloucestershire auctioneers, Asset Management Services, approached Rickerbys for advice on an exciting new business venture to exploit the internet auction boom. They had opted for the conventional auction model and the IT and e-commerce team advised them on all aspects of this venture, including online auction terms and conditions for bidders and offline terms and conditions for vendors, ensuring that commercial risks were properly allocated between the parties and that the website, [www.bid4lots.co.uk](http://www.bid4lots.co.uk) operated legally within the current regulatory regime.



intellectual property

Intellectual property rights are often the crown jewels of a company. Innovative ideas do not materialise out of thin air. Usually they emerge from costly research and development projects. From computer programs, secret formulae, client lists, trade names, logos, know-how and product designs, we appreciate the financial and commercial importance of protecting intellectual property rights.

Intellectual property can be more valuable than a company's tangible assets. That is why we encourage our clients to undertake a comprehensive IP audit so they appreciate the true value of all the intellectual property they hold.

Our team undertakes contentious and non-contentious IP work on behalf of a wide range of businesses operating in the medical, healthcare, publishing, manufacturing and education sectors. We can help with assigning and licensing patents, trademarks and copyright for use by other companies, defend clients' IP rights against infringement and help ensure clients gain maximum value from their IP.

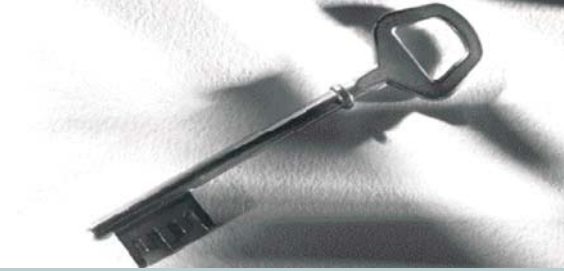
case study

The Intellectual Property team helped to widen Wallace and Gromit's taste in cheese after working on behalf of a Gloucestershire cheese maker to introduce Stinking Bishop into their latest film.

Aardman Animations approached Dymock cheese maker Charles Martell for permission to use the name of his pungent cheese, Stinking Bishop, in the clay-animated duo's latest movie adventure.

As the name of the cheese was trademark protected it was the role of the firm's Intellectual Property team to negotiate a licence for its use.

## commercial property



## case study

A major plc instructed us to handle the purchase of a 20-storey landmark office building in Bristol that it hoped to turn into a 200 bedroom budget hotel. The purchase was conditional upon us obtaining planning permission to change the use of the building to hotel accommodation with a mall of shops on the ground floor.

Working jointly with our client's planning consultants we advised on the contents of a Section 106 agreement that was needed for planning permission to be granted. Following the purchase of the building by our client we have also been instructed to deal with the leases of shop units in the ground floor mall.

Commercial property work is a core element of the service we provide.

We regularly advise on substantial development schemes for commercial and residential developers. We have additional expertise in drafting and negotiating construction contracts and the ancillary documentation including necessary infrastructure agreements.

Our work is hugely varied, ranging from advice to local landlords and tenants, to multi-million pound relocations. Many plcs and substantial private landowners and companies rely upon us for a local perspective on their commercial property and pension portfolios.

The team includes experts in property finance, pub disposals, development, rural estates, agriculture, education and healthcare. The quality of our team has been recognised by all the leading independent legal directories and one of our partners, Mark Fabian, has been named as a leading South West solicitor for commercial property work.



asset management

The Asset Management team manages the investments of a range of individuals, trusts and pension funds.

As advisers who are regulated by the Financial Services Authority we have the specific needs of clients in mind when recommending the best strategy. We appreciate that clients have different attitudes to risk, objectives and tax issues to consider. We prefer to charge a fee for our services, rather than take commission.

The core of the team's work is a full portfolio management service, tailored to meet the needs of individual clients. We currently manage funds of more than £80 million\*, the majority of which is handled on a discretionary basis.

\* As at 1/4/2006

case study

A business owner was introduced to us from colleagues in the Corporate team when he planned to sell his business.

Time was taken to consider the tax implications of the sale and the potential to mitigate liabilities using tax efficient investment vehicles like Venture Capital Trusts or Enterprise Investment Schemes. This was considered alongside the proposed structure of the investment portfolio.

We eventually established a bespoke portfolio designed to meet the individual needs of the client. This took into account both issues of investment objective and risk. The investment portfolio was created on a discretionary basis to allow our client to take comfort in the fact that his investments were being monitored and managed daily by our team of experts.

## e m p l o y m e n t

## c a s e s t u d y

A leading printing company wanted to change the terms and conditions of its workforce, reducing staff wages by around 20% in order to bring salaries in line with industry standards and to secure the economic viability of the business. The proposed change affected several hundred members of staff who were represented by a trade union. Detailed consultations took place with the workforce followed by a ballot. A large number of staff worked shifts and our client was advised of the importance of arranging consultation meetings that were convenient to all. The eventual ballot resulted in the workforce accepting management proposals to alter pay in two stages. Thanks to careful negotiation and timely advice the management team achieved its objectives within four months.



Acting for some of the most successful companies, schools and charities in the region and beyond, we have particular expertise in supporting employers with workforces between 50 and 2,000 staff. We also work with trade unions and individuals who need help with a specific employment issue.

The Legal 500 says members of our Employment team offer clients “good, balanced views” and are in the top tier for employment advice in Gloucestershire and the M4 corridor. We advise on a wide range of contentious and non-contentious issues including executive contracts, unfair dismissal, company reorganisation and new policies and procedures. Our “exemplary” client training packages have also earned us praise from Chambers & Partners.

Busy human resources departments rely upon the fact that our team is large enough to support telephone hotlines for immediate legal opinions. We also provide an invaluable service to businesses yet to establish a dedicated personnel team.



education

Acting for more than 70 major independent schools we are now a national name in the education sector.

The team has been praised for its clarity of advice, experience and efficiency as well as our ability to “roll our sleeves up and get stuck into” the complexities of education law. We have experience of providing up-to-the-minute advice on a wide range of matters including governance, charitable status, human rights, commercial contracts, public procurement, joint ventures, employment, data protection, tax planning and workforce re-organisation. We work closely with both the Independent Schools’ Bursars Association and the Incorporated Association of Preparatory Schools and are regularly invited to speak at seminars and conferences run by both organisations.

According to Chambers & Partners, our clients praise us for being “friendly, responsive, humorous and professional.”

case study

Our team advised the University of Gloucestershire during the proposed transfer of an independent distance learning theological college to the University. This involved reviewing the University’s constitution to see whether the transfer was possible, advising on documents and assessing what Charity Commission consents were required before the transfer could go ahead. We gave the University Directorate a clear lead on the matter and the college was successfully incorporated into mainstream University activities.

commercial litigation  
& debt recovery



Many of our clients are surprised to discover that much the work of the team takes place outside the court room, but we have long believed that court action is just one possible tool in the area of dispute management.

Within our toolkit we have experience of settlements, negotiations, arbitration, alternative dispute resolution and expert determination, together with the litigation process itself.

The team is recognised by the Legal 500 and clients alike for its business-like and pragmatic approach.

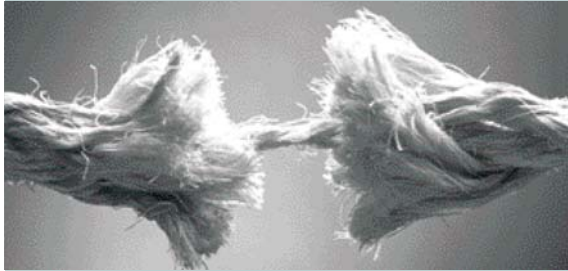
A computerised debt recovery system is an integral part of our service. This allows our clients to hand over the headache of recovering money owed to them so they can concentrate on profit margins and building their business.

case study

A well-known printing client had produced some high quality brochures, through an agent, for a national travel company. The travel company, suggested to the agent, that some of the brochures were of poor print quality and that there had been cover shrinkage. Our clients disputed this and were able to produce time stamped copies indicating that the print process operated correctly.

We sued the agent for unpaid invoices and reached a successful settlement on behalf of our client.

We are currently in the process of recovering the full value of the original invoice.



insolvency

Gloucestershire has been a centre of excellence for insolvency for more than forty years. During that time insolvency has developed as a key strength of Rickerbys. Less than 200 people nationally are dual qualified as solicitors and licensed insolvency practitioners - and we can boast two in our team!

Our insolvency specialists act for both regional and national insolvency practitioners, banks, building societies, asset financiers, trade suppliers and owners of insolvent businesses. We have extensive experience of offering advice to company directors who have claims brought against them, to creditors to maximise their recovery, and to business owners to help save their business.

Our Insolvency team draws on specialist advice from our Commercial Property, Corporate and Commercial Litigation teams.

case study

Our team advised 25 separate creditors, which included several national charities, when a national book distribution company went into administration and then liquidation.

The company had traded in administration resulting in a substantial amount of post-administration turnover. The liquidators considered there was a possibility that some of £4 million held by the company both pre and post administration was held on trust for the publisher customers.

As a result of our advice, our clients, who became known as the Class 2 Creditors, were successful with their claim and are likely to recover approximately £2 million together with their costs.

client care

As one of a small number of law firms in the South West that has achieved Lexcel, the Law Society's quality standard, we are committed to exceeding the expectations of our clients.

We appreciate that all clients are different and have specific needs and requirements. Our aim is to develop long-term working relationships so you feel comfortable about returning for further advice as your circumstances change.

One of our partners is allocated to each new client. It is that partner's responsibility to manage the relationship with you, ensuring your needs are met. If they are not personally carrying out the work on your behalf, they will supervise the staff that are and keep in touch with developments in your case when they arise.

Our staff are approachable and aim to communicate with you using plain English. Thanks to our use of direct dial numbers and e-mail, we can easily be contacted when you need us.



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