

# SEH LEGAL

*One Way to Think Broader*

**Corporate finance and restructuring**

## SEH LEGAL

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## Firm overview

### **SEH LEGAL: a structure with a new outlook on corporate law and restructuring**

In October 2010, Sandra Esquiva-Hesse (member of the New York and Paris bars) ranked 2<sup>nd</sup> on the *Financial Times Most Innovative Lawyer of the Year* list. No other French attorneys or women made the grade and she was furthermore the youngest in her category.

Already a partner at Paul Hastings Janofsky & Walker, she could have chosen to remain in her comfortable position. Being a woman of strong beliefs, however, and intent on driving the growth of industry and entrepreneurship, her desire was that everyone be able to enjoy the same excellence in service as the top international firms offer, along with the responsiveness and creativity of more-tightly focused firms. Turning her words into ways, she set out on the entrepreneurial path.

With a team of multicultural and multilingual attorneys from large international firms, Sandra Esquiva-Hesse founded SEH Legal to provide all clients – small, mid and large caps alike – outmost standards of legal services and guide them thru all stages of their development so that legal assessments could be one of the levers of their growth.

SEH Legal offers its clients legal services for corporate and financing transactions, restructuring (including in and out-of-court work outs and insolvency proceedings), and related corporate litigation using the principles of independence, pragmatism and excellency.

*“The financial crisis brought back home to corporate law firms that they are first and foremost in consulting and service providers, there to support entrepreneurs – all entrepreneurs – at every stage of their lives and, in particular, during times of financial struggle,”* explains Sandra Esquiva-Hesse, Executive Partner and Founder of SEH Legal. *“SEH Legal offers the services of top legal professionals from large international firms to provide longstanding support to clients as they bring their projects to life, with sound ethics, a multi-dimensional understanding and quiet confidence. Such is our vision of modern corporate law.”*

SEH Legal uses a modern approach to management, a 'think tank' of regular publications and 'innovation meetings' in an effort to inspire and support its clients with new ideas for ongoing support that incorporates legal analysis as one of their lever of growth, *one way to think broader.*

## Our restructuring practice

SEH Legal is a niche firm which provides a broad range of services to assist financially distressed businesses and their creditors in maximising values and ultimate recoveries in the broadest possible range of challenging circumstances.

In connection with such restructuring work, our lawyers advise clients on all areas of corporate and partnership law, with particular emphasis on restructuring transactions in connection with private equity transactions or mergers and acquisitions. Our services range from incorporations, implementation of corporate governance structures, documentation of all types of corporate documents, and increases or decreases of capital stock, to the execution and termination of intercompany agreements, mergers, demergers, and changes of corporate form.

Our lawyers actively represent a wide range of national and international clients, including debtors, financial institutions, secured and unsecured creditors, investors, and boards of creditors and equity committees in complex corporate restructuring, workout and bankruptcy planning, negotiation, and litigation matters.

This broad experience and comprehensive approach allows us to devise creative solutions to even the most unusual situations.

## Our international practice

The attorneys and employees at SEH LEGAL come from international firms and are accustomed to drafting and negotiating in English, as well as revising complex documents. During their previous experiences they have been involved in many international insolvency matters. They are therefore familiar with working with foreign offices based in London, Frankfurt, Milan and Shanghai.

Above and beyond their ability to work in different languages, most of them have an in-depth understanding of other cultures, such that they can offer not only multilingual, but also multicultural expertise and strategies. *"We have the ability to recreate ties between people from different cultures, people from the English-speaking world, Western Europe, the Southern Hemisphere and the Middle East,"* says Sandra Esquiva-Hesse.

Since the creation of SEH LEGAL, the team has continued to assist clients mostly on international matters. They have developed a strong relationship with foreign clients (i.e. Spanish clients). Most of them are industrialist willing to invest in France. SEH LEGAL has also been involved with international matters relating to its distressed M&A practice. Some of the clients acquired groups of companies with Eastern/North Africa based plants. As a result, the firm has developed a strong relationship with local niche firms such as Wolftheiss Romania and Czech Republic, or Logos in Iceland.

## Team



### **Sandra ESQUIVA - HESSE (Partner and founder, New York and Paris Bars)**

Ms. ESQUIVA-HESSE focuses on finance transactions including acquisition, asset and real estate finance, structured financings, banking and investment regulatory advice, debt restructuring transactions and in and out of court workouts, insolvency and liquidation proceedings.

Her most recent engagements involve transactions in the automotive and aircraft industries, manufacturing of goods, textiles, media-telecommunications-press, real estate and technology.

In October 2010, she ranked 2<sup>nd</sup> on the *Financial Times Most Innovative Lawyer of the Year* list. No other French attorneys or women made the grade and she was furthermore the youngest in her category.



### **Domitille BREVOT (Associate, Paris Bar)**

Domitille BREVOT joined SEH LEGAL after having worked within the Litigation departments of KALLIOPE and AKLEA. She specialized at university in Business law and rapidly turned towards Business litigation. She advises clients on different matters including litigation between manager and/or shareholder conflicts as well as criminal liabilities. Domitille BREVOT has been admitted at the Paris Bar since November 2008. In addition to her native French, she is able to work in English.



### **Julie POPLU (Associate, Paris Bar)**

Julie Poplu joined SEH Legal as an associate after a first experience in the Industrial Risks and Insurance department of BFPL Avocats, a French law firm.

Having worked in many English and American law firms and of a corporate background her expertise focuses in pre-litigation and litigation matters in commercial, corporate and business law.

Julie Poplu graduated from the Master 2 in International Business Law and DJCE of Aix-Marseille III University and from the LLB in English law of Essex University in England.

She is registered with the Paris Bar. Trilingual, she is fluent in French, English and Spanish



**Denis Meyer (Associate, Paris Bar)**

Denis Meyer joined SEH Legal as associate after litigation and restructuring experiences in several international law firms. Highly trained on litigation procedures, he also chose to focus on insolvency and restructuring transactions, debt restructuring, litigation involving restructuring matter. He advises clients on different aspects of pre-insolvency and insolvency matters including litigation between managers and/or shareholders and criminal liabilities. Mr. Meyer is admitted to the Paris Bar. In addition to his native French, he is able to work in English.



**Sarah ESTRACH (Associate, Paris Bar)**

Sarah ESTRACH joined SEH LEGAL after one year in the Litigation department of Reinhart Marville Torre. Her practice focuses primarily on corporate restructuring bankruptcy proceedings and civil and criminal litigation.

Sarah ESTRACH has a degree in Master Business Litigation Law from the University of Paris I and is admitted to the Paris Bar. In addition to her native French, she is able to work in English and has a good German language knowledge.



**Diane BEAUPUY (Associate, Paris Bar)**

Diane BEAUPUY joined SEH LEGAL as an associate lawyer. After her master degree in Business law and a thesis on “Privileges of the judicial insolvency and bankruptcy proceedings”, she worked in a French creditors’ representative office.

At SEH LEGAL, her practice focuses primarily on restructuring operations such as debt restructuring and more generally on all disputes related to any aspects of pre-insolvency and insolvency proceedings.

Diane BEAUPUY graduated from Montesquieu Bordeaux IV University (Master degree in Private Law – Business law) and is admitted to the Paris Bar. In addition to her native French, she is able to work in German.



**Brice BOURGEOIS (Associate)**

Brice BOURGEOIS joined SEH LEGAL as a support lawyer, after a first experience within the Restructuring and insolvency department of Veil Jourde law firm. After having graduated from HEC Montréal with a Bachelor's degree in Business Administration, from the University Paris II Panthéon-Assas with the 1<sup>st</sup> year Master's degree in Business Law and from the University Paul Cézanne Aix-Marseille III with a Master's degree in International Business Law, he chose to focus on pre-insolvency and insolvency matters. In addition to his native French, he is able to work in English.



**Cyprien de GIRVAL (Associate, PhD candidate)**

Cyprien de GIRVAL joined SEH Legal as associate, after one year in a private equity firm and in a French insolvency practitioner firm.

His practice focuses primarily on financial restructuring operations and more generally on all aspects of pre-insolvency and insolvency proceedings. He is also PhD candidate attached at the research centre in private law of Jean Moulin Lyon 3 University. His areas of research focus on legal and financial aspects of financial restructuring operations for firms in difficulty.

Cyprien de GIRVAL graduated from Jean Moulin Lyon 3 University (Master in Business Law, pre-doctoral degree) and from EMLYON Business School (Specialised Master in Entrepreneurship). In addition to his native French, he is able to work in English.

## Other information: publications and rankings

FINANCIAL TIMES
OCTOBER 31 2010

# Innovative Lawyers 2010

**NEVILLE EISENBERG**  
Managing partner, Berlin  
Leighton Patner, London

Berlin Leighton Patner consistently scores highly in the FT Law 50, and much of this achievement stems from the leadership of Neville Eisenberg. As managing partner of BLP, he has sought to maintain the momentum of the firm's 2003 merger through an ambitious emerging markets strategy and a pioneering approach to efficiency.

In 2009, Mr Eisenberg identified the need for BLP to develop a presence in emerging markets. The resulting merger between BLP and the Goltsblat half of Moscow's largest law firm, Popelbaev, Goltsblat & Partners, created the first Russian international law firm, Goltsblat BLP.

Mr Eisenberg has since led the firm to develop a radical resourcing product, which is on the leading edge of an 'arms race' towards more efficient ways of providing legal services to clients.

BLP's Managed Legal Service, shortlisted in the client service section of this year's FT Innovative Lawyers, involves the firm taking on and managing most of a client's in-house legal team (see page 39).

**SANDRA ESQUIVA-HESSE**  
Partner, Paul Hastings, Paris

The career of Sandra Esquiva-Hesse has been fuelled by the global cycle of refinancing and corporate restructurings. The current wave, as she puts it, began for her two years ago when she represented Marvel and Spider-Man Merchandising in relation to the insolvency of Simoly, the French toy manufacturer.

Mr Eisenberg believes the best way to engender an innovative environment within a law firm is to work on establishing a culture where lawyers feel comfortable experimenting, and are able to shift between the often risk-averse mind-set of the traditional lawyer towards a more entrepreneurial one.

As the partner in charge of developing Paul Hastings' finance and restructuring practice in Paris, her transactional work in the intervening period has culminated in one of her deals – the reorganisation and sale of Acronum Global Technologies' faltering French businesses – being shortlisted in the corporate section of this year's FT Innovative Lawyers (see page 10).

Ms Esquiva-Hesse has worked and studied in both the US and France, and she attributes much of her success to her training at Shearman & Sterling in New York.

The early incentives and encouragement she received to be creative, and the knowledge she acquired of the more prescriptive US Chapter 11 bankruptcy procedure, moulded the legal approach she took back across the Atlantic.

This mixture of systems and jurisdictions is in keeping with her partnership role at a US firm in Paris, and her "yes you can" approach is pushing forward the nebulous insolvency law in her native France.

**MIKE FRANCIES**  
Managing partner, London office, Well, Gotshal & Manges

Membership of Well, Gotshal & Manges' management committee has not dampened Mike Francies' appetite for doing deals.

His extensive career in corporate, private equity and restructuring has seen a number of achievements, including the first private equity bid in Europe and the first European private equity initial public offering. In 1998, he was one of the first "magic circle" partners to be poached by a US firm in London, when he left Clifford Chance for Well, Gotshal & Manges.

But it is the restructuring arm of Mr Francies' CV that he has been flexing of late. The management buy-out of Newberger Berman, the former asset management arm of Lehman Brothers, was one of the bankruptcy sales that was highly commended in the FT Innovative Lawyers research last year. At the same time as Mr Francies was wading through the remnants of the US bank's collapse, he played a critical role in the sale of a majority stake in Cobra Beer, the UK lager brand, to Molson Coors, the North American brewer.

The latter deal hints at the food and beverages flavour to his recent deal activity. He advised Patak's on the sale of the Patak family's Indian food brand to Associated British Foods; he has worked on various acquisitions, a placing and the initial public offering of Premier Foods, food manufacturer of Horvi's bread and Mr Kipling cakes; and he acted for the Seafood Company on its acquisition of Pinneys of Scotland.

Much of Mr Francies' work in this sector comes through his relationship with Lam Capital, the consumer-focused investment firm.

High-profile deals in other sectors include the \$3.2bn IPO of Yell, producer of the Yellow Pages, which he says might one day "bypass" whom the lawyers contributed.

In October 2010, Sandra Esquiva-Hesse was runner-up for the **Financial Times** global ranking in the **Most Innovative Lawyers** category.

To download: <http://www.sehlegal.com/Telechargements/FT-innovative-Lawyers.pdf>

### Rankings

- **2011 Chambers Global - Band 2** : « Sandra Esquiva-Hesse of SEH LEGAL is a well-reputed expert whom clients describe as a passionate, courageous lawyer with extraordinary technical strength »
- **Chambers Europe 2011 - Band 2**: « At SEH LEGAL, the relatively young but noticeably active finance and restructuring partner Sandra Esquiva-Hesse is highlighted for her staunch defense of her clients' interests. She acts mainly for debtors. »
- **Legal 500 Paris 2011 - Tier 4**: « SEH LEGAL was created in 2011 by brilliant Sandra Esquiva-Hesse who practiced priorily at Paul, Hastings, Janofsky & Walker (Europe) LLP. She is highly praised by her clients and show great implication, efficiency and skills during negotiations. »
- **2011 Law and Litigation Trophies** - SEH LEGAL distinguished as "The fastest growing team in corporate restructuring in France"
- Member of the **Who's Who** since 2006

## Contact

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