

Your Scots Counsel.

An Introduction



What we do

Law firms acting as lead counsel for key clients in cross-border transactions or litigation matters have a number of commercial issues to consider when choosing firms to partner with in other jurisdictions. Here at Morton Fraser, we understand that it is vital that you and your business can engage with a law firm in Scotland on behalf of your clients which understands the challenges you face, the pressures you're under and the commercial factors which need to be considered in terms of your own business interests.

Scots Counsel Services

Our Scots Counsel services are focussed on providing solutions for you and your clients in the following areas:

- Banking & Finance
- Corporate
- Restructuring & Insolvency
- Litigation & Disputes
- Private Client
- Real Estate

Our Commitment to Scotland

We are a Scottish based legal practice with offices in Edinburgh and Glasgow, and a long and distinguished history at the heart of the legal community in Scotland.

We do not have a presence in England or anywhere else other than Scotland, and we intend to keep it that way. Nor do we intend to compromise on our proud independence as so many of our competitors have done. Our lawyers are acknowledged experts in Scots law and the commercial markets in Scotland and our business focus and network of contacts reflects this.



The natural choice

We frequently act alongside law firms based in the City of London and other major financial and commercial centers. Our legal specialists include a number of lawyers who have practiced in the City of London for well-regarded City and international law firms. We therefore have an inherent understanding of the challenges faced by lead counsel on cross-border international transactions under demanding time pressures.

When partnering with lead counsel law firms, our primary focus is to work seamlessly with you to ensure a collaborative approach throughout so that together we deliver results on time, on budget and in a manner that reflects the commercial requirements of your client.

We are therefore the natural choice for you and your clients, regardless of the size or complexity of the relevant transaction or dispute, or the technical difficulty of the Scots law advice required.



Clarity

Our brand is built around the guiding principle of clarity, which informs our approach to legal advice, dispute resolution and transaction execution. We have also applied the principle of clarity to feeing. We always offer to give clients a fixed price for legal work, and we offer completely transparent billing. We are so committed to this promise that we undertake to all of our clients that we will never ask them to pay a fee that they weren't expecting.

Insights and Thought Leadership

Our lawyers are experts in their fields, providing insightful analysis into legal developments and issues faced by you and your clients. We have included links to a number of our relevant articles below. Please don't hesitate to contact us should you wish to discuss further.

[Enterprise Goes Into Reverse For Floating Charge Holders](#)

[Guarantees & The Purview Doctrine](#)

[PSC Register & Scottish Shares Pledges - Vexed Issues For Lenders](#)

[The Scottish National Investment Bank](#)

[The Problem With SONIA](#)

"The overall impression is of a client-focused organisation willing to help and keen to build relationships, in addition to providing excellent legal advice and output."

CHAMBERS AND PARTNERS

"The firm provides a high level of customer service, solid yet clear advice, a flexible approach, and a good overlay of commerciality."

CHAMBERS AND PARTNERS

Contact

For further information or enquiries, please contact:



ROSS CALDWELL

Partner

0131 247 1149

ross.caldwell@morton-fraser.com

Banking & Finance

We have one of the largest finance practices among independent Scottish law firms comprising four partners, a consultant and seventeen lawyers in total; and we continue to grow year on year. We believe that the quality of our people and the service we provide across a range of specialisms is unique and of unparalleled excellence in Scotland. We can offer specialist expertise across corporate finance, real estate finance, loan portfolio disposals, asset finance, regulated financial products and consumer credit matters. We also work on all transaction values, from deals with a debt amount of less than £1 million to loan book sales with values in the billions - we provide the same level of quality service, with Clarity and attention to detail at its core, regardless of deal size.

We act for all of the UK clearing banks, building societies and many other UK and international institutions, non-bank lenders, bridging finance providers and specialist debt funds. We sit on legal panels for Barclays, Santander, Lloyds and RBS. The depth and breadth of our client base has facilitated our exposure to complex, high value transactions, both on bilateral and syndicated terms.

We are accordingly the natural choice when considering which Scottish law firm to partner with on a cross-border financing transaction. We aim to deliver cost-effective, expeditious and technically flawless advice and solutions, dove-tailing where necessary with our lead instructing counsel so that the ultimate client receives a seamless service.

Credentials

ING BANK NV

Instructed by the City office of a major international law firm to act for ING as Scots counsel in respect of the £20mn financing of the acquisition of prime office space in Edinburgh city centre

Deutsche Bank AG

Instructed by the City office of a major international law firm to act for Deutsche as Scots counsel in respect of the £42.48mn financing of the acquisition of a portfolio of 22 industrial properties in England and Scotland

Borrower

Instructed by the City office of a major international law firm to advise on the Scots law aspects of a £110mn refinancing for a major UK electrical wholesaler

RBS

Instructed by the City office of a major international law firm to act for RBS as Scots counsel in respect of the disposal of the Project Buffalo loan portfolio involving c.300 real estate mortgage assets in Scotland



ROSS CALDWELL

Partner

0131 247 1149

ross.caldwell@morton-fraser.com



ANDREW MEAKIN

Partner

0131 247 1253

andrew.meakin@morton-fraser.com



BEVERLEY WOOD

Partner

0131 247 1324

beverley.wood@morton-fraser.com

Corporate

We advise on dozens of business sales and purchases across the UK and overseas every year, in all market sectors and covering a wide range of deal sizes. Our clients range from PLCs through well-established corporate clients to early stage businesses.

Members of our corporate team have worked in-house, both as lawyers and in commercial roles. This gives us a good understanding of the client's mind-set and approach to commercial deals.

Whether undertaking due diligence on Scottish companies or assets, through to advising you on current market practice in Scottish transactions, we bring the same rigorous approach to your transactions and clients as we do to our own. Our lawyers are straight-talking, pragmatic, accessible and commercially-minded, acknowledged by the awards we have won and the testimonials received from our clients.

Credentials

Tulchan Estate

Instructed by a major offshore international law firm to act on the acquisition of a company owning one of the largest sporting estates in Scotland

Deutsche Bank AG

Instructed by a major City based international law firm to act on the restructuring of a group of real estate funds

Mountain Optech

Instructed by a significant US law firm to undertake due diligence and review and report on the terms of the transaction documents in relation to the purchase of a Scottish group of companies

M&F Manufacturing GmbH

Instructed by a Austrian law firm in connection with the purchase of the business and assets of a Scottish company from a UK listed entity



IAIN YOUNG

Partner

0131 247 3194

Iain.young@morton-fraser.com



PAUL GEOGHEGAN

Partner

0131 247 1118

Paul.geoghegan@morton-fraser.com

Litigation & disputes

We have one of the largest and most experienced litigation teams in Scotland with over 70 people including 50 lawyers. Clarity is at the heart of everything we do and we aim to provide clients with high quality, strategic and commercially sensible advice. Our client base includes leading national businesses, the public sector and high-net worth private individuals and entrepreneurs. We operate cross-sector dealing with a variety of commercial disputes including: general commercial litigation, real estate litigation, professional negligence, personal injury, employment disputes and inquiry work.

Our litigation team tailors its approach to cases carefully depending on the nature of the dispute and has vast experience dealing with actions at all levels of the Scottish court system and the Supreme Court of the UK. Our team is also regularly involved in various forms of alternative dispute resolution including mediation, arbitration and adjudication. Our broad experience gives us the insight our clients need to ensure the successful resolution of any dispute.

We also recognise that funding a litigation can be a challenge and can offer a variety of options for our clients in appropriate cases including hourly rates, fixed fees and success fee agreements. We also work with litigation funders in certain cases to provide cover for our clients' costs and insurance cover for adverse costs, providing clients with the clarity and certainty they need before embarking on litigation.

Credentials

Scottish Lion Insurance

Instructed by a major US firm in London on behalf of the Scottish Lion Insurance Company Limited to argue a contested solvent scheme of arrangement before the Court of Session

Environment Agency

Acted for the Environment Agency in a dispute with another public body arising out of the administration of the Dawson International Group of companies where the claims ranged between £14million and £100million

HNWI

Acted for a high net worth individual who was being sued for £1million relating to a fraud arising from his participation in the running of a small self-administered pension scheme

Scotsman Hotel - Liquidation

Acting for the liquidator in all the litigation arising out of the liquidation of the Scotsman hotel in Edinburgh which was worth millions and which involved claims of breach of contract, unjustified enrichment and disputed adjudications of creditors' claims in addition to proceedings which sought to prevent the sale of the hotel.



RICHARD MCMEEKEN

Partner

0131 247 1035

richard.memeeeken@morton-fraser.com



NICOLA ROSS

Partner

0131 247 1142

nicola.ross@morton-fraser.com

Private client

We have one of the largest Private Client practices among independent Scottish law firms providing clear legal and financial solutions for individuals, families, business owners and professionals who live in, or have connections with, Scotland.

Wills, Trusts and Estates

As part of that offering our highly regarded Wills, Trusts and Estates team holds a breadth of expertise. The team specialise in assisting HNW clients in relation to their estate planning, specialising in advising international clients who hold Scottish assets, including providing assistance with gaining access to Scottish assets in cross-border estates, obtaining confirmation (the Scottish form of probate) from the Sheriff Court where necessary.

Our established Trusts practice can provide advice on the creation, administration, variation and winding up of Scottish Trusts, whether private family Trusts or charitable in nature.

We also advise on Power of Attorney requirements for non-residents either based in Scotland or with assets situated here, as well as giving expert guidance on Adults with Incapacity issues as they arise in cross-border situations.

Agricultural and Rural Property

Morton Fraser also has a very talented Agricultural and Rural Property team which offers specialist expertise for a diverse client base, providing pragmatic and practical advice tailored to our clients' needs.

The team works with clients on the full range of agricultural business and rural property issues including agricultural leasing, croft tenancies, provision of advice under the Community Right to Buy legislation, leasing of sporting rights, land registration, renewables projects, purchase and sale of rural properties, farms and estates, salmon fishing, forestry, security work for lenders and landowners as well as all other general property matters.



Private client

Family Law

Finally within Private Client we also have we have one of the largest, most experienced and consistently highly rated Family Law teams in Scotland. The team provides clear, expert and practical advice to guide your clients through what can be a complex area of law. In particular, we are experienced in providing advice on the Scottish aspects of English or overseas prenuptial agreements; cross-border child disputes, including between England and Scotland; and cross-border maintenance and divorce issues between England and Scotland.

We also are experts in complex financial cases on divorce, whether involving businesses, farms/estates or cross border issues.

Credentials

Our clients rely on us to look after their private affairs with the utmost confidentiality and discretion. It is therefore our policy not to publish credentials for the matters we act on in our Private Client practice areas. However, you can be assured that our client base comprises many HNW clients with very high profiles who rely on us to guide them through their most important and sensitive private matters.

Contact

For further information or enquiries, please contact:



FIONA SASAN

Partner

0131 247 1107

fiona.sasan@morton-fraser.com



RHONA ADAMS

Partner

0131 247 1339

rhona.adams@morton-fraser.com

Real estate

Our commercial real estate lawyers are straight talking and will deliver clear, pragmatic advice. We will identify the issues quickly and find solutions. Our commercial real estate team is one of the biggest and most experienced in Scotland. We have fourteen partners and over fifty staff in our core commercial real estate team, with an additional ten partners and further staff in our dedicated support teams. The core team has experts covering the full breadth of services required by the sector, and they have been involved in some of Scotland's biggest property deals in recent years. The support teams comprise experts in areas such as construction, planning, environmental, and renewables.

We act for a range of clients including developers, investors, occupiers, funders, landowners, holders of large property portfolios, contractors and professional consultants. Our sub-sector groups focus on investment, development, shared living, student accommodation, retail and leisure, housebuilding, pensions and general real estate practice areas.

This broad range of experience combined with technical excellence and clear commercial thinking gives us the ability to provide real estate support on cross-border deals no matter the practice area or deal size. We consider ourselves to be user-friendly and are happy to commit senior resource to deals to ensure that work is done at the appropriate level. We don't need to be trained on the job. We also have the strength in depth required to support the biggest of deals and are happy to work to fixed fees on any size and type of deal.

Credentials

JV Driver

Instructed by a major international City law firm to assist in the acquisition of Bi-fab. This deal had a high profile in the media and was unusual due to the equity position taken by the Scottish Government and nature of some of the real estate assets which comprised deep water ports

Taiyo Nippon Sanso

Instructed by a major international City law firm to assist with the \$6bn acquisition of a European business spun out from the \$50bn merger between Praxair and Linde. We dealt with the Scottish corporate and real estate aspects

Renew Holdings Plc

Instructed by a Leeds based law firm in the acquisition of Scottish headquartered QTS Group for £80m. We dealt with Scottish real estate and finance issues

American Realty Capital

Instructed by a major international City law firm in the acquisition of a let investment asset valued at £60m



ALAN STEWART

Partner

0131 247 1310

alan.stewart@morton-fraser.com



JONATHAN SEDDON

Partner

0131 247 3177

jonathan.seddon@morton-fraser.com



FERGUS MCDIARMID

Partner

0131 247 0796

fergus.mcdiarmid@morton-fraser.com

Restructuring & insolvency

Our Restructuring & Insolvency team provides advice to business clients who wish to rearrange their corporate affairs either as a result of financial distress or in order to provide a better group structure, or for tax and business efficiencies. Typically this will involve a group of companies, but may also extend to LLPs, partnerships, other corporate entities or directors or shareholders.

We also provide advice to lenders, creditors, insolvency practitioners and other advisers dealing with restructuring.

We have a cross-departmental team which is vastly experienced in business restructuring and insolvency, and this allows us to provide a full service offering so that all our clients' needs are met without having to seek specialist advice elsewhere. Our real state team possesses a wealth of experience in dealing with insolvency-related work, principally in advising landlords, insolvency practitioners and purchasers. They are supported by our construction team, which deals with both contentious and non-contentious work, including claims arising out of insolvency. Our litigation and employment teams routinely advise on insolvency and restructuring matters, including on TUPE, director's duties, and challengeable transactions.

Credentials

Syndicates of Lenders

Instructed by the City office of a major international law firm to advise on the Scots law aspects of a £3bn debt restructuring for a global shipping group

Intersave

Instructed by the City office of a major international law firm to advise on the Scottish aspects of Interserve's debt restructuring with a transaction value of c. £300mn

Group Administration

Instructed by the City office of a major international law firm in respect of the administrations of five Scottish companies in a large international group

ABL appointed Administration

Instructed by a major global bank's asset based lending division on the appointment of administrators and on the subsequent sale of the business on behalf of the administrators



ALAN MEEK

Partner

0131 247 1138

alan.meek@morton-fraser.com



IAIN YOUNG

Partner

0131 247 3194

lain.young@morton-fraser.com



THANK YOU.

Morton Fraser is a growing Scottish independent law firm, delivering clear advice to businesses, the public sector, individuals and families.

For any of these services please contact us.

EDINBURGH
0131 247 1000

GLASGOW
0141 274 1100

INFO@MORTON-FRASER.COM

www.morton-fraser.com

The contents of this document are for information only and are not intended to be construed as legal advice and should not be treated as a substitute for specific advice. Morton Fraser accepts no responsibility for the content of any third party website to which this document refers. Morton Fraser LLP is authorised and regulated by the Financial Conduct Authority.