



Holman Fenwick Willan  
**LAWYERS FOR INTERNATIONAL  
COMMERCE**  
GENEVA

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# WHY CHOOSE HFW IN GENEVA?

With over 475 lawyers operating in 13 offices across 11 countries, we advise on all aspects of international commerce, providing a global and seamless service 24 hours a day.

Founded more than 130 years ago, we are dynamic, entrepreneurial and leaders in our specialist areas. Many of our partners are recognised experts in their fields.

## Who we are

Our Geneva office is at the heart of our global network. It serves the international shipping and trading community and includes partners and associates qualified in England, Switzerland, France and Australia.

Since the Geneva office opened in 2010, it has been key in the firm's world-renowned shipping and commodities practice. Geneva is one of the major centres for commodities worldwide (alongside London, Singapore and Dubai) and HFW is committed to supporting the trading and shipping interests active in the region.

In Geneva, we have specialist advisers in the firm's core sectors who are able to provide fast, effective and creative solutions. With practicality as a driver, we provide rapid, clear and unequivocal advice, free of jargon-heavy language.

Our Geneva office provides international and local law advice. Our lawyers, some of whom have been based here for over 12 years, are fully familiar with the local business environment and have extensive experience in the legal systems within which our clients operate.

We are able to conduct business in a variety of languages. Our lawyers in Geneva can advise English, French and German-speaking clients in their own language. We also have capability in Dutch, Italian, Norwegian, Russian, Spanish, and Ukrainian.

We are available to assist our clients around the clock. We are fully prepared to attend to any crisis anywhere in the world at a moment's notice.

Our advice is underpinned by commercial common sense. Our primary objective is always to assist our clients in achieving their commercial ambitions.

We are relentless when it comes to protecting and enforcing our clients' interests, but we do not waste their time on needless and expensive litigation. If a negotiated settlement can be reached, we know how to do it.

## What we do

We have concentrated the development of our capabilities and the growth of our expertise in Geneva on a limited number of sectors fundamental to the way international commerce works. In this way, we ensure that we continue to offer clients in-depth industry knowledge coupled with leading legal advice in trading, shipping, finance and Swiss civil law issues.

## Trading

We act across the spectrum of the international sale of goods, including soft commodities, oil and energy, coal and iron ore, and non-ferrous and precious metals, as well as cement and fertiliser. Our worldwide clients include multinational energy and chemical companies, coal and metal traders, soft commodity trading houses, trade finance banks, investment funds, exchanges, governments and their agencies, brokers, insurers and trade associations.

We have many years' experience in dispute resolution in commodity matters, and have been involved in leading cases in the law of commodities. We act for clients in local and international courts, and represent clients in arbitrations undertaken under a wide range of international rules.

We also advise on all aspects of marine insurance, including cargo insurance, P&I insurance, charterers' liability and traders' cover.



## Soft and Agricultural Commodities

We act for grain houses, trade associations, brokers and traders of grain, rice, sugar, fats and seeds, cotton, coffee and fertilisers. We also have strong experience of claims before GAFTA, FOSFA, RSA, SAOL, and LCIA arbitrators.

### Grain

We advise on all sectors of the grain and feed industry, from production and terminal operation, through physical and derivatives trading, to end use.

We assist clients with:

- Standard trading terms (GAFTA and others).
- Term and spot contracts.
- Derivatives contracts.
- Charterparties and other carriage issues.

Members of our team regularly lecture worldwide in support of the GAFTA training programme.

### Vegetable Oils, Seeds and Soy Beans

We advise importers and exporters, buyers and sellers, vessel owners and charterers, banks and crushing plant owners on all aspects of trade, including:

- Drafting and advising on FOSFA and non-FOSFA sale contracts.
- Drafting and advising on charterparty terms.
- We were closely involved with, and represented major trading houses on, the consequences of the Chinese 'red bean' crisis.

### Fertiliser

We act for multinational fertiliser producers, brokers and traders across the spectrum of fertiliser products. Our expertise includes advising Japanese and Norwegian traders on various disputes and transactions within the sector.

### Cocoa and Coffee

We advise traders and banks on transactions involving the buying and trading of cocoa and coffee. In addition, we advise a range of clients on futures contracts, as well as on derivative and regulatory issues.

### Rice

We advise traders, millers, brokers, cargo underwriters and charterers on all legal aspects of their business, including:

- Advising on and drafting standard terms for sale and purchase contracts.
- Charterparties and other carriage issues.
- Regulatory and duty issues.

We have been involved in a number of cases relating to the carriage of Chinese and Indian rice to African ports. We have expertise in the quality, seaworthiness, and jurisdiction issues that arise in such cases. We have also been involved in drafting contracts and resolving disputes in connection with importing rice to Iraq.



## Sugar

We advise companies and organisations in the sugar industry on all legal aspects of their business, including:

- Standard terms.
- Term contracts and spot contracts.
- Futures contracts.
- Charterparties and other carriage issues.
- Regulatory and duty issues.

We also advise the RSA and SAOL on the enforcement of their Rules, and act as legal adviser to both RSA and SAOL trade tribunals.

## Cotton

We act for a number of cotton traders and institutions, advising in particular on the international cotton bylaws, and sale and purchase agreements.

## Ethanol

We regularly advise on off-grade ethanol issues and review sale contracts. We provide timely advice on international sale of goods questions and cargo insurance claims, and are familiar with issues arising out of ethanol transport and sale.

## Energy Products

We have proven experience in acting for various players in all areas involving energy products, including crude oil, petroleum products, gas, biofuels and electricity.

### Crude Oil and Petroleum Products

We advise a range of downstream players including energy companies, oil refineries, petrochemical plants, retail outlets and distribution companies, on a series of issues affecting the refining, marketing and distribution of petroleum products. We have experience in:

- M&A and JV.
- Franchising.
- Trade practices.
- Storage/infrastructure and environmental matters, in relation to the obligations of buyer and seller, terminal operator and third parties, with particular reference to insurance, environmental and potential liability issues.
- Corporate reconstructions.
- Schemes of arrangement.
- General corporate and commercial law issues.

We also advise on a wide range of oil trading queries as they arise, with particular expertise in advising oil trading companies in:

- Contract issues, such as passing of title.
- Blending on board.



- Off-spec cargoes.
- The timing of opening LCs.
- LOIs.
- Whether it is possible to reject cargoes or cancel a contract for non-performance.

We also provide assistance in oil related business development, such as:

- Establishing commodities trading desks, including assisting in undertaking due diligence and assessment and putting in place the appropriate corporate structure.
- Tendering to purchase a commodity business, and purchasing the business, preparing and advising on numerous sale and purchase contracts covering a range of projects worldwide, including long term arrangements as well as spot transactions.

We also deal with all related types of vessel charters and, in particular:

- The relationships between charters.
- Underlying commercial arrangements.
- Experience with the ship-shore interface between vessel and terminals.
- The impact of change of destination on existing bills of lading and the necessary indemnity arrangements.
- Demurrage issues.

## Gas

We act for gas majors, independents, traders and refiners, advising on sale, processing, transportation, take-or-pay contracts and quality disputes. Our expertise includes:

- Contracts and standard terms for physical sale and purchase.
- Contracts for the transportation and storage of natural gas, including LNG.
- Sector and financial regulation.
- Trade finance.
- Price review and anti-trust issues.

## Biofuels

Particular aspects on which we have advised include:

- Sale and purchase contracts.
- Drafting standard terms.
- Charterparty and other carriage issues.
- Regulatory issues, including the impact of the EU Renewable Energy Directive.





## Hard Commodities

### Coal

We are a leading adviser to the international coal industry. We advise the full range of businesses involved in the industry, such as mining, energy and power generation, international trade and shipping, and insurance. Our expertise includes:

- Long-term supply and spot trading contracts.
- Off-spec cargoes, supply issues and LC issues.
- Carriage of coal by sea and trans-shipment.
- Coal as a hazardous cargo.
- Catastrophic failure, including force majeure events involving coal mines and power plants.

### Cement

We advise multinational and medium-sized cement producers, traders, brokers and charterers across the range of cement and other bulk construction products, including clinker, aggregates, bulk and bagged cements, and blending components. Our experience covers the full cement life-cycle, from mine to crusher, mill, port, vessel, storage and end user, and we advise on all aspects of disputes, transactions and regulation within the sector.

## Metals

We advise on both base and precious metals, as well as iron ore. Our clients include producers, refiners, traders, stockholders, end users, logistics operators, carriers, and financial institutions. We advise on:

- Refining and conversion contracts.
- Off-take agreements.
- Long-term contracts for the sale of non-ferrous metals, steel and metal products - for example, pipes, coils and tubes.
- Contracts of carriage for iron ore, metals and metals products.
- Iron ore and nickel ore as dangerous cargoes.
- Supply agreements for precious metals.



## Shipping

With the largest maritime law capacity of any firm in the world, we have unrivalled industry knowledge. We deal with the full range of legal and commercial issues that arise from long-term charterparties and pool agreements in industry-specific sectors, shipbuilding and ship sale and purchase to the drafting of terms for bills of lading and other carriage contracts for global transportation by the largest liner operators.

We represent predominantly shipowners and charterers, but clients also include traders chartering vessels to carry their own cargo, P&I Clubs, banks, charterers, insurance underwriters and brokers.

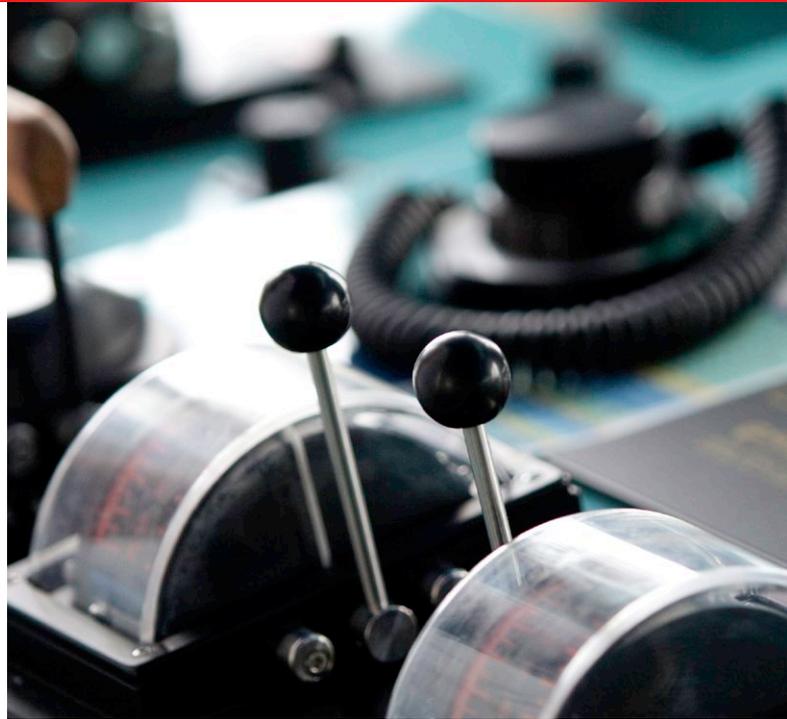
### Charterparties

Charterparties are central to global trade and among the most frequently concluded commercial agreements. The legal regimes governing charterparties are regularly changed and are often highly complex. We have specialist expertise in the following types of contract:

- Time charters.
- Voyage charters.
- Bareboat charters (both operating and finance) and related issues of leasing (including tax leasing).
- Contracts of affreightment.
- Slot charters.
- Related contractual arrangements, such as pool agreements and consortium agreements.

We advise on:

- Condition and performance of vessels, including issues of seaworthiness and maintenance.
- Safety of ports, anchorages and berths.
- Liability in relation to loading, stowage and discharge.
- Dangerous cargoes.
- Non-payment of hire or freight, including withdrawal and the lien of cargoes and sub-freights.
- Breach of employment orders and indemnity claims.
- Early and late delivery and redelivery.
- Signature and form of bills of lading.
- Off-hire and deductions from hire.



- Cancellation and frustration.
- Laytime, demurrage and detention.

We advise owners, charterers, investors, insurers and intermediaries. Our experience covers the full range of chartered vessels, the services they provide and the many cargoes they carry, from dry bulk to liquid and LNG, containerised to general cargo, and from heavy lift to specialist offshore supply and support.

### Bills of Lading

We have much experience both in handling claims arising out of bills of lading and in drafting bills. We advise on port-to-port and multimodal bills. We provide advice on how bills interact with international conventions, letters of credit and other financial instruments, charterparties, customer agreements, alliances, slots and pooling arrangements.

We advise on cargo claims arising out of bills of lading and on complex claims where, for example, cargoes have accidentally been released without bills, where consignees are insisting that carriers should accept letters of indemnity and where the parties are disputing which charterparty has been incorporated.

We advise clients on claims arising out of sub-contracting arrangements involving NVOC bills, feeder bills, main line bills and slots/alliances. We have updated many liner, feeder and forwarder bills of lading, to bring them into line with current best practice and case law.

## Finance

### Transactional

We advise on all forms of finance, including syndicated, club and bilateral debt financings as well as leasing, export credit financings, seller's credits, derivatives and other credit enhancement products, bond issues and other forms of capital raising.

Areas of expertise include:

- Project finance.
- M&A.
- Joint ventures.
- Management buy-outs and buy-ins.
- International structures for industrial trading groups.
- Issues of debt and equity.
- Secured and unsecured lending.
- Corporate restructuring and insolvency.
- Regulatory issues.

### Trade Finance

Our trade finance practice combines thorough knowledge of key sectors and specific commodities, with banking expertise. It is common for our banking lawyers to work closely with our commodities lawyers when advising on finance matters.

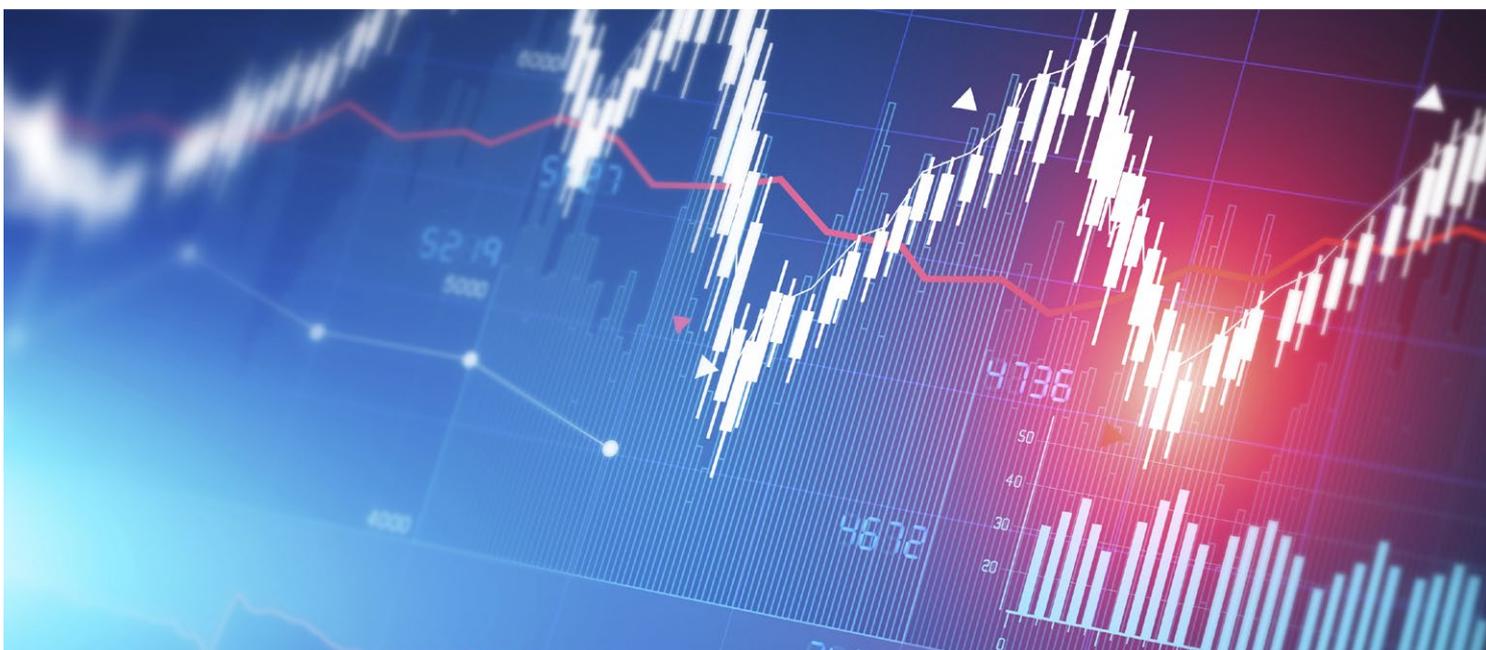
Our trade finance expertise is spread across a broad range of commodities such as oil and gas, soft commodities, coal, metals and minerals, power and freight.

We provide a full service to clients across this market: producers, financiers, traders, transporters and end users.

We regularly advise on issues such as:

- Project financings.
- DOCDEX proceedings.
- Pre-export financings.
- Revolving trade facilities.
- Prepayment and advanced payment facilities.
- Documentary credits.
- CMAs.
- Credit insurance and export credit insurance.

We can also advise banks and other entities on all issues of financial regulation to facilitate their entry into the lucrative area of business of trade finance.



## Swiss Civil Law

Our Swiss lawyers can provide advice on a wide range of Swiss law issues and have experience in many fields, including:

- **Corporate law:** setting up companies and corporate structures, drafting articles of association and shareholder agreements.
- **Commercial contracts:** reviewing and drafting commercial agreements which are governed by Swiss law, such as sale and purchase agreements and construction contracts.
- **Litigation and arbitration:** conducting arbitrations relating to contracts governed by Swiss law, providing advice on attaching assets and enforcing arbitral awards.
- **Banking:** advising on bank guarantees, trade finance and on regulatory aspects.
- **International sanctions:** advising on the implementation of international sanctions in Switzerland.
- **Insurance:** reviewing and providing advice on insurance policies and claims.



## Our commitment to Switzerland

We are involved with a number of organisations and initiatives allowing us to use our knowledge and expertise to the benefit of the trading and shipping community in Switzerland.

- We are members of the Swiss Trading and Shipping Association (STSA) and participate in a number of their working groups.
- We are involved in the joint STSA/CCIG (Geneva Chamber of Commerce and Industry) initiative to establish a commodity arbitration centre in Geneva.
- We are active members of the Propeller Club of the Port of Geneva.
- We run an annual series of seminars on topics of interest to the trading and shipping community. We also organise one-off conferences on topics of interest, such as the changing world of trade finance and regular case updates.
- We provide training courses on shipping and trading issues for clients. These might be on Incoterms, demurrage, bills of lading, letters of credit, passing of title and risk, insurance or on any other legal topic related to trading and shipping.
- We provide clients with access to tailored knowledge management and case files relevant to their needs.
- Our lawyers lecture for the University of Geneva (HEC) Commodity Trading Diploma and Masters, the Haute Ecole de Gestion (HEG) Commodity Course, the Fribourg University Law School Masters in Laws in Cross-Cultural Business Practice and the Zug-Lugano Commodity Trade Association's Certificate of Advanced Studies (CAS Commodity Professional).

## Why Holman Fenwick Willan

We believe that our wealth of experience in, and commitment to, our chosen industry sectors is second to none. Amongst the things we can offer you are:

- Expert legal knowledge in the shipping and trading industry coupled with business acumen. This allows us to meet our client's business objectives by providing commercial solutions based on sound legal advice rather than just providing legal solutions.
- An international commercial perspective on business, linked to a thorough knowledge of overseas jurisdictions, legal systems and local lawyers.
- Succinct well structured advice that is easy to understand, whether advising on a complex dispute or a major transaction. At the outset, we identify the realistic objectives and the risks involved in achieving them for our clients.
- Willingness and ability to explore the most cost effective solutions.
- Dedicated client focus and efficient transaction management.



# KEY CONTACTS

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