

annual review 2007/08  
growing to meet  
challenge and change



the natural choice in law

 Blake  
Lapthorn

# a continuing passion for excellence

Walter Cha, managing partner at Blake Laphorn, reviews the firm's progress following the mergers of 2006 and its plans for further growth.



Walter Cha,  
managing partner

This year has seen us capitalise on the strengths of being a larger firm, whilst incorporating valuable client feedback, to continue to develop our specialist services. Now that the merged firms of Tarlo Lyons and Blake Laphorn Linnell are fully integrated, we have renamed the firm Blake Laphorn, a well-respected brand that befits our aspirations to be a top national firm.

We now have a network of five major offices, with London at the hub, offering highly specialised expertise in areas such as banking, finance, technology/outsourcing, business recovery and recruitment. To build on our position as a leading full service firm, we are continuing to invest in areas such as corporate, employment, real estate and private client services.

A major highlight this year has been our move to New Kings Court, a new 57,000 sq ft purpose-designed building close to Southampton airport, with excellent road and rail links. This has provided much needed space for growth, as well as enabling us to group our people so they can

work more effectively across teams, particularly in delivering sector-based services. The building is now fully operational and we look forward to welcoming you there in due course.

In February 2008, we obtained the Investor in People award, formally acknowledging the importance we place on our people in achieving our success. This is not just about recruiting and retaining the best people; the development of those individuals is a major area of investment for us. This year we promoted eight 'home-grown' partners and brought in a number of highly regarded lawyers to take our business forward, including Jack Czyzowski and Mark Brassey in Commercial Real Estate, Fiona Wilson in Family Law, Nish Kanwar in Travel Litigation and Robert Wassall in Social Housing. We also welcomed Alan Morgan, previously senior partner at Deloitte, Southampton, as a non-executive board member, and Andrew Hillman, also from Deloitte, as our new finance director. I am confident these senior appointments will help us achieve our expansion plans.

At our 2008 Challenge Lecture, Peter Jay, the BBC's former economics editor, spoke about the current economic uncertainty. He reminded us of the cyclical nature of the economy. After the recent years of unparalleled stability and growth, most of us are now experiencing a counter-period of instability. No one has a quick-fix answer in the current situation, but if there is one certainty, it is that we will see a recovery and things will improve.

At Blake Lapthorn, we aim to provide you with unrivalled accessibility and support in achieving your business or personal objectives. Even with the challenging times ahead, our spread of legal expertise, the quality of our people and the strong relationships we have built up will enable us, and our clients, to continue to plan for growth with confidence.

The highlights that follow are just a small selection of this year's activities, demonstrating our commitment to providing a responsive service, with a working style that values flexibility, approachability and excellence.



“Blake Lapthorn [Tarlo Lyons] ranks very highly across the South East region, where it has four offices as well as one in London; it attracts top tier recommendations in areas ranging from corporate tax, competition, pensions and IP/IT, to claimant personal injury and insolvency. In London, strengths include rail and TMT, and it is newly ranked in financial services and commercial litigation.”

*The Legal 500*, 2008 edition

# speaking your language

Our aim is to provide a high quality client service. In the commercial arena, this requires an in-depth knowledge of a company, its sector and marketplace, as well as specialist expertise in the relevant laws and economies.



**Our work this year in the recruitment sector exemplifies this approach, where we have assisted clients coping with unprecedented changes in UK and European law, by influencing the policy decision-makers on their behalf.**

- On behalf of one of our clients, we won a Court of Appeal case (Consistent -v- Kalwak) which helped to establish that short-term casual workers supplied through a staffing company are not employees, with all of the direct and indirect costs that would have involved. This ruling allowed staffing companies to continue to supply flexible resource to UK end-users at rates which enabled those end-users to remain competitive at times of rising costs.
- Following the introduction of new money laundering regulations in December 2007, we identified to HMRC the need to clarify as to whether the regulations were intended to apply to recruitment companies. As a result of our efforts, HMRC amended its guidance in July 2008 to confirm this exclusion. For recruiters, this means that they do not now have to implement onerous and costly compliance regimes across their businesses.
- Working with the CBI and various other trade bodies, we took part in lobbying efforts in relation to the Agency Workers Directive, helping to ensure that the final form of the Directive should not be so wide-ranging as to force UK businesses to stop using temporary workers.

“The advice given by Blake Laphorn over the years has been of immense value to the Harvey Nash Group and highlighted their unique understanding of both the legal and commercial issues facing business in the global professional services market.”

Albert Ellis, CEO, Harvey Nash Group plc

The highlights that follow provide further insight into how we work closely with our clients in key sectors.

### **Imprint plc**

**Areas of law:** corporate, employment, tax

**Sector:** recruitment

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Described by the *Financial Times* as “one of the most intriguing small company takeover bid battles for some time”, the deal, effected by scheme of arrangement, involved the acquisition of the company for just over £45 million by Dublin-based Premier Group.

As advisers to Imprint since the company was founded and admitted to AIM as a £10m start-up in 2001, our Corporate team also assisted in its acquisition of four recruitment businesses, including the well-known City recruiter, Morgan McKinley. The takeover, which was the culmination of public approaches by four possible buyers, took over 11 months to complete. This required specialist advice from our Recruitment and Corporate teams and involved a two-stage Takeover Panel auction process, which allowed Imprint shareholders to get the best possible value, in what became increasingly challenging market conditions.

### **G4S Security Services (UK) Ltd**

**Area of law:** employment

**Sector:** business services

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Our Employment Law team’s advocacy unit represents clients in employment tribunals throughout the country. A successful outcome for a subscriber to our Vigil employment law service was obtained, after a five-day employment tribunal hearing. This resulted in all of the employee’s claims being dismissed. The employee subsequently appealed to the Employment Appeal Tribunal, which dismissed the appeal.

The case focused on arguments relating to a number of aspects of the Race Relations Act 1976. The decision will be helpful to other employers as it confirms that an employee’s case must be stated clearly so that the employer can defend itself appropriately. It has also clarified the legal position on key aspects of the ‘burden of proof’ provisions in the Race Relations Act, something that had not previously been raised in the higher courts.



## **Snell & Wilcox Limited**

**Areas of law:** real estate, real estate dispute resolution, commercial litigation, mediation

**Sector:** technology

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**Havant-based technology company, Snell & Wilcox helps its customers involved in the rapidly changing digital media industry to create and disseminate information using cutting-edge technologies such as internet video, mobile TV and IPTV.**

In a complex dispute, the company sought advice on the construction of a network of property-related contracts, the validity of which was in question. Proceedings were issued to enforce the contract worth several million pounds, but our teams managed to avoid a ten-day trial in the High Court by helping our client to reach a settlement via mediation. Through careful planning and close liaison with our client representatives, a favourable settlement was secured after a 21-hour mediation, followed immediately by the swift preparation of a new suite of documentation.

## **Heathfield Park, Sussex**

**Area of law:** agriculture and estates

**Sector:** rural

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**Our Rural group, recommended for its specialist rural expertise by Savills (who acted for the seller), secured an instruction to act for the purchasers of a seventeenth-century listed country house estate, with grounds comprising a 350-acre deer park and a listed three-storey folly.**

Due to market conditions, it was paramount that the sale contract was exchanged within a very tight timescale. This required excellent team working, drawing together specialists to advise the main team. In particular, our employment experts advised on the effect of the sale on the rights of employees working on the estate and planning expertise was sought on the listed building status and other related planning issues. By being in a position to assemble quickly a strong team, we were able to meet the deadline imposed and our client's expectations.



## Bank of Scotland

**Areas of law:** corporate, banking

**Sector:** finance

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**Bank of Scotland is the main bank financier of the Chemring group, a world leader in producing military countermeasures and controlled explosives. One of the region's most prestigious companies, based in Whiteley near Fareham, Chemring is listed on the London Stock Exchange.**

As advisers to Bank of Scotland on its financing of Chemring, our teams have advised on a number of high value financings, including providing loans of up to £160 million and a restructuring which required a short-term loan facility of US\$1,000 million. Recent advice on a proposed issue of noteholder debt amounting to \$150 million in the United States involved setting up an arrangement whereby Bank of Scotland's security would rank equally with the noteholders' security.



## Rainer Crime Concern

**Areas of law:** charities, corporate, real estate

**Sector:** charities

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**Rainer Crime Concern is the major new charity created through the merger of two organisations specialising in supporting disadvantaged young people. The new charity will reach some 34,000 people in more than 150 communities across the country, with the aim of helping them lead purposeful and safer lives, within crime-free communities.**

To achieve the successful unification of Crime Concern, we worked closely with Rainer, drawing up a new constitution and suite of documentation to transfer control of the merging charities and other collateral into a new charitable company. The work was led by our nationally recognised Charity Law team, part of our Charities, Education and Social Housing sector group. The challenge was to bring together two leading charities, a substantial portfolio of properties, contract and grants and to do so as efficiently and simply as possible.

**“We particularly appreciated the practical no nonsense approach of Elizabeth Davis and her team, in helping us to achieve an amicable and timely merger.”**

**Joyce Moseley, chief executive, Rainer Crime Concern**

## Hamptons International

**Practice areas:** real estate, dispute resolution

**Sector:** professional services

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**A Court of Appeal judgment has set a benchmark this year, in clarifying the rights of residential estate agents to commission under sole or multiple agency terms.**

Hamptons International, and their client, were represented by Blake Laphorn in a dispute which arose when Hamptons was instructed to sell the client's property, as well as another agent who was previously engaged under sole agency terms. The eventual purchaser had been introduced to the house by the first agent but declined to make an offer at that time. Hamptons showed the property to the same person a few months later. Hamptons persuaded that person to make an offer and then negotiated the sale through to completion. The original agent claimed that it was due commission for the introduction. The Court of Appeal's decision in favour of Hamptons and their client was that, to be eligible for commission, the agent must introduce the buyer to the sale and purchase transaction, not just to the property.

## ClimateCare

**Practice areas:** corporate, employment, tax, commercial, environment

**Sector:** technology

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**In April 2008, ClimateCare, a world leading carbon offset provider, was sold to the Environmental Markets group of leading US investment bank, JPMorgan, in an acquisition to invest in quality, large scale carbon emission reduction projects.**

Acting for the vendors of ClimateCare, our team comprised carefully selected specialists within our Climate Change group who advised on the corporate finance aspects of the deal as well as a wide range of commercial, employment and tax issues. The deal involved co-ordinating the various elements of the ClimateCare Group which has operations in the British Virgin Islands, Africa, South America, Turkey and Australia.

**“Blake Laphorn’s Climate Change and Corporate teams have been consistently excellent, not just in this deal, but over all the years we have worked with them.”**

**Mike Mason, founder of ClimateCare**



# a natural passion to grow

Every year the firm embraces many new initiatives, which support our business objectives and also our staff in their personal aims. High on our agenda is our involvement in the local community, through fundraising and working with local organisations.

## **firmjam**

This was the name given to our first five-day online discussion forum held in February 2008. The forum was established to seek out and share 'best practices' across the firm.

The firm's intranet was the gateway to six discussion groups, each moderated by a senior member of the firm. Topics included bonus schemes, innovation and corporate social responsibility. Everyone was invited to participate and to share ideas. At the end, the firmjam project group – led by partner Alison McClure who is responsible for the firm's business transformation programme – collated the responses and is now co-ordinating projects to implement the new ideas, giving regular feedback to everyone. With nearly 300 posts made, the successful firmjam format will be used in future to find out staff views, along with other tools such as our biannual employee opinion surveys run by independent consultants, and our staff magazine, *rapport*.

## **five-way charity challenge**

The firm's charity challenge was a true team venture, with staff across all of our offices participating to raise funds for our nominated charities.

The challenge covered five legs of a route linking our five offices, using different modes of transport which included driving by classic car, cycling two legs of over 150 miles, rowing and walking. The grand finale was 'the big walk' along the River Itchen to New Kings Court, giving staff and their families an opportunity to join in and celebrate afterwards at our open day. Cheques were presented to our nominated charities – Hope and Homes for Children, Enham, Rowans Hospice and The Art Room. As we went to print, over £8,500 had been raised.



### **Proceeds of Crime Lawyers' Association (POCLA)**

POCLA, a new association aimed at bringing together practitioners who specialise in this area, was officially launched in April 2008, with our firm as its main sponsor and partner Warren Foot as its honorary secretary.

Proceeds of crime law and asset forfeiture is rarely out of the legal spotlight. POCLA will generate not only an interest from barristers and solicitors, but also other professionals such as receivers, insolvency practitioners and judges, as well as lawyers from overseas. Our firm brings a unique perspective as we act in cases both with and against the prosecuting authorities. Our Proceeds of Crime team has a wealth of experience in acting for receivers appointed by the courts under the criminal and civil regimes, helping to trace and recover ill-gotten gains.

**“We hope that POCLA will provide a platform for speaking directly to the Government about key issues.”**

**Andrew Mitchell, QC, POCLA Chairman**

### **Private Client Services**

Instigated by our innovation process, our Private Law department underwent a major restructuring of its Succession and Tax teams, to refocus our specialist expertise in this area and provide a highly personalised service for our private clients.

Assisted by external consultants in the re-engineering process, this was a prime opportunity to look at what we do and how this could be moved forward, examining the latest views on best practice from both within and outside the firm. The new structure and processes have been very successful and motivational for our teams, as the focus is now on matching the skills of the individual to specific client needs. These teams are supported by a group of legal specialists, who advise on particularly complex matters, and by the technical counsel, which is made up of partners who lead training and development, and help to manage relationships with clients.

### **Law South Business Experience Cup**

**Teams of trainee solicitors from Law South members, including our firm, competed for this coveted Cup by running a simulated legal practice for a day.**

Taking home the Cup this year, our team's winning strategy was to acquire good quality business and invest in business development whilst keeping rates competitive. They scored top marks against a variety of criteria, including profitability, client management, business development and staff management. The simulation involves realistic business decision-making and the exercise is designed to introduce delegates at an early stage in their careers to the managerial essentials of running a law firm – a strategy which resonates with us in real life.



For further information on Blake Laphorn's full range of services, including details of our specialist sector groups, visit our website at [www.bllaw.co.uk](http://www.bllaw.co.uk) or contact us via our general enquiries email: [info@bllaw.co.uk](mailto:info@bllaw.co.uk)

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