



Barcelona annual report 2016

On the rise?

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On the rise?

Transactional activity was unexpectedly high in Barcelona over the last year, but wider macroeconomic concerns mean there are doubts as to whether lawyers' workflow will remain at a similar level over the next 12 months

The level of activity experienced by Barcelona law firms in 2015 was pleasantly surprising for many lawyers, with a number of firms reporting that revenue exceeded expectations in the last 12 months. The key driver was an increase in M&A, though this included a significant amount of "distressed" transactions. However, the big question is will the flow of deals be maintained in the coming year? Opinion is divided, for some firms insolvency work has largely dried up, while others express concerns about the possible impact of the decline in capital markets activity – as well as China's economic slowdown – on the Barcelona market. But there is more optimism in other quarters some lawyers are encouraged by the fact that there is a significant amount of liquidity in the market and this, coupled with low interest rates, means that many Catalan companies will be looking to expand in the coming year, they argue.

Allen & Overy partner Antoni Valverde says there has been a significant amount of M&A work in the Barcelona market in the last



There is also now an opportunity for smaller companies in Catalonia to access the capital markets and grow. The Santiago Torent Lener investigation in the sand statement of the sand statement in the

12 months. He adds: "Inbound work has gone up and there has also been some substantial finance



and restructuring work." This view is echoed by Cuatrecasas, Gonçalves Pereira partner Víctor Xercavins, who says: "2015 was a very good year in the M&A market – 2016 will probably be a good year as well, but it is yet to be seen whether it will be as good as last year, though we do have a busy pipeline of deals."

Insolvency work in the Barcelona market "almost disappeared" in the last year, according to Jausas partner Agustín Bou. He adds: "This year will be the year of compliance." Meanwhile, other lawyers anticipate less activity in 2016 due to China's economic slowdown and the slump in worldwide capital markets. Marimón Abogados partner José María

Lamarca says political uncertainty is affecting investment and this means there has been a reduction in corporate and M&A activity in Barcelona.

More liquidity

The fact there is considerable liquidity in the market means that international investors are doing deals in Spain, according to Santiago Torent, partner at Lener. "There is easy access to finance and the interest rates are low," he adds. "There

is also now an opportunity for smaller companies in Catalonia to access the capital markets and grow and this is an opportunity for law firms to render our services." Torent adds that there is still a considerable amount of restructuring and "distressed M&A" work available.

Roca Junyent managing partner Joan Roca says it has been a "hectic year". He adds: "I'm optimistic – investors are looking at Spain as a place of opportunities, M&A is increasing and insolvencies have declined, though it's a volatile market." There is significant activity in the real estate sector, Jordi López, partner at Pintó Ruiz <u>& Del Valle, says</u>. He continues: "There is a lot of interest, and foreign funds – especially those linked to China and the Middle East – see the whole of Spain as an opportunity for speculative investment." RCD – Rousaud Costas Duran partner Ignasi Costas says 2015 was a good year in terms of revenue. "The last 12 months have been active in terms of mid-market and real estate deals – 2016 will be a good year, at least as good as 2015," he adds.

Tough year ahead

Antonio Herrera, partner at Uría Menéndez, says the slowdown in the Chinese economy, the decrease



in capital markets activity, in addition to political instability

What have been the biggest developments in the Barcelona market in the last 12 months?

"Foreign investors have been very active looking for acquisition opportunities, most of them by means of investment funds. This has led to a revival of activity in the traditional M&A and real estate (mainly related to tourism and residential assets) markets. In addition, technology, internet and digital businesses have been very active." Sergio Agüera, partner, Pérez-Llorca

"The last 12 months have had two distinct moments - before summer 2015, the market for transactions was clearly increasing, with many deals being considered and some of them closing. After September, that trend slowed down, and buyers are extremely prudent in their consideration of targets. Real estate transactions for prime assets in Barcelona and Madrid seem to be the exception, where transactions are still happening at a good pace." Daniel Marín, partner, Gómez-Acebo & Pombo

"Private equity is an important element to take into account with, for example, the creation of Fond-ICO Global in May 2013 - the first Spanish public fund that invests in venture capital funds targeting the Spanish market. According to the Spanish National Venture Capital and Private Equity Association (Asociación Española de Entidades de Capital Riesgo) the investment volume returned to pre-crisis levels." David Avilés, partner, DS OVSLAW

"A general recovery of the Catalan economy. An increase in foreign investment, an increase in financing for projects and corporate M&A, and an increase of real estate activity especially the purchase and disposal of complex real estate assets." Miquel Montañá, partner, Clifford Chance

"The end of the recession, and increased expansion – the city is attracting lots of new investors as the capital of the best region in which to do business in southern Europe." Gabriel Nadal, managing partner,

in Catalonia means that the next 12 months will be a tough year. He continues: "2015 was better than expected, but there has been a decline in activity." Lamarca agrees that the coming year could be challenging from an economic perspective: "The legal market is changing and our concern is to move our firm in the right direction – it's impossible to make predictions." Baker & McKenzie partner Jorge Adell believes there has been an "evolution in the financing of transactional projects in recent months". He adds that it is becoming more difficult to obtain finance from Spanish banks. "This has triggered the greater presence of debt funds, which are prepared to assume a higher risk and request less covenants in the finance agreements, but they are

not cheap.

Efficiency is one of the biggest challenges currently facing law firms, argues Adell. "Specifically, how to make the firm more efficient in order to optimise profit, given the high level of competition in the market." He continues: "Project management is a way to increase efficiency, but this is a challenge for lawyers. Another strategy, adopted by a number of firms, is to open offices that do certain types of work in places where work can

increased. Initially, these places used to provide administrative, word processing or translation services, for instance. Now

be sold at a cheaper price, and

therefore competitiveness is

they also do paralegal or legal work." Torent says

clients are now more informed and have strong opinions about how legal services should be rendered. He adds: "Law firms need to be more aware of risk management and clients demand that transactions are closed more swiftly - we need to review our profession constantly."

The attitude of lawyers is changing, according to Herrera. He adds that there is a risk that

students studying law and economics, for example, may be more tempted to join a consultancy upon graduation, rather than a law firm, which is a "two-year project". Torent argues that being a lawyer "will always have its appeal". He continues: "I'm much more worried about senior associates because now we require professionals to be highly skilled, but also good project, account and team managers. They also need to have a global perspective of what they're doing. Trying to find people like that is difficult.

Xercavins says it is difficult to predict the resources law firms will need in future. "Young lawyers tend to have strong feelings about the field of law they want to practice and say, for example, I want to do capital markets – it's an issue when it comes to managing law firms," he says. "It used to be that being a bright lawyer was enough, but nowadays good lawyers also need to have some commercial sense/ management skills and to get those is not an easy task.

People management in law firms is always challenging, according to Valverde. "This business ultimately revolves around how many hours you put in, how many people you put into the relevant job and how much you charge for each hour on that job, but keeping pace with market developments and being able to attract top talent are both key," he says.

Nowadays good lawyers also need to have some commercial sense and management skills. Víctor Xercavins Cuatrecasas, Gonçalves Pereira



In terms of fees, all law firms "felt the pressure on fees during the crisis", according to Xercavins. But he adds: "Fees are currently recovering". López says clients are increasingly "demanding in certain cases alternatives to budgets only

based on hourly rates, such as fixed rates and success fees, and sometimes capped fees". Xercavins believes project management and knowledge management will become more critical in future.

Torent says the biggest challenge for law firms in the



This city is a great place to live and a great place to be a lawyers. The Antonio Herrera Uría Menéndez

Barcelona market is that there are "lots of small companies that are starting to deal internationally and are now looking to attract investment". He adds: "Such companies usually work with lawyers who have little knowledge of transactions, and they seek more highly skilled firms; the challenge for medium-sized highly- skilled law firms is to identify this window of opportunity." Roca says another challenge facing law firms is that clients have a much better idea than lawyers what the benchmark is with regard to fees.

Need for reinvention

Meanwhile, Roca says the main focus of many law firms frequently changes. He continues: "How many lawyers within our law firms have changed from M&A to insolvency and are now going back? The challenge for young lawyers and mid-level lawyers is that they will not do what they have done forever. They will change and this is new. Lawyers have to be ready to reinvent themselves. This is something the legal profession is not telling young lawyers, but it should be." However, Bou says that moving lawyers from one area of practice to another is not easy: "It's better to take them out and pick up someone else who has the expertise because the client is not going to wait until your people are well-trained." Costas says it can

be difficult for a lawyer to change their area of practice. "It's not easy to shift from creating companies and doing IPOs to killing them, it's not easy from the mindset of a lawyer," he adds.

Herrera says that law firms need to compete on more than simply price. "It cannot only be about fees," he says. "Becoming competitive in terms of fees is easy, you only have to be cheaper, it's about how to create value, and also project management." Bou says that some clients give their legal advisers draft contracts with the aim of trying to save on the cost of their lawyer drawing up a contract

An important issue for law firms is how to deal with the commoditisation of certain work, according to Xercavins. He adds that in future it will be critical to "provide added value to the client". Regarding the issue of fixed fees, another partner says one approach law firms take is to include details of fees at the outset but then say "provided this is a

to reflect on the law firm model clients will require in the future; 2016 will be a challenging year, we are prepared to do our best, but we will need to be very focused and very smart." Valverde adds that innovation – including technology-based solutions for compliance – is a big challenge for all law firms.

Bou is optimistic about the prospects for the coming year. "It's easy to grow again," he says. "There are also new trends for building relationships and communicating with clients, including technology like LinkedIn and Twitter." CMS Albiñana & Suárez de Lezo partner Juan Pablo Correa is also optimistic about the outlook for 2016. But he adds: "It is important for lawyers to reinvent ourselves and we also have to reinvent our profession."

The signs are good for 2016, according to Adell. "There has been an increase in the number of billable hours and the pipeline of work is okay," he says. "But efficiency and competiveness continue to be a challenge – knowledge management and

What are the biggest challenges law firms in Barcelona currently face?

"The political turmoil which affects the local, regional and national government. There have been changes in local regulations and, at the time of writing, we still do not have a new government in Spain, more than two months after the election took place. The fact that foreign investment has not ceased to choose Barcelona as an attractive location shows the strength of the city and the economic fundamentals." Alberto Heras, partner, Ramón y Cajal Abogados

"The uncertainty surrounding the Catalan political situation. At present, nobody knows whether this situation may actually affect foreign investors' investment decisions. In addition, being able to compete and have a strong presence in both the local market and foreign investors' markets will be one of the biggest challenges. It is important to ensure that focusing on the latter does not affect success in the former." Sergio Agüera, partner, Pérez-Llorca

"Retaining talent and convincing young associates that the legal profession is an attractive career is the biggest challenge." **Jordi Faus, founding partner, Faus & Moliner**

"Uncertainty about the political and economic situation in the country, competition on fees, and clients being in a situation of crisis." **Angel Valdes Burgui, partner, Lupicinio International Law Firm**

standard transaction".

Lamarca says the Anglo-Saxon law firm model "seems to be succeeding" in Spain. He adds: "This obligates Spanish firms project management in law firms have to improve. The ability to move lawyers between offices in order to meet client demand is also a key tool, particularly for



international work." Valverde says: "I hope 2016 is going to be a decent year but I am afraid it won't be as decent as 2015 – conditions are volatile so innovation and efficiency are becoming more important."

What are currently the biggest opportunities for law firms in the Barcelona market?

"Real Estate is making a big comeback and firms based in Barcelona have a clear advantage for local deals. This is particularly important in transactions where some changes in the assets are foreseen that require obtaining new permits or authorisations. Local presence and experience in dealing with the administration is paramount in such cases." Daniel Marín, partner, Gómez-Acebo & Pombo

"Barcelona is one of the main targets for foreign investment in Spain. A recent study shows that in the first semester of 2015 (latest published data), foreign investment in Catalonia nearly quadrupled, growing from €515 million in the first half of 2014 to €1.96 billion. This implies significant M&A opportunities. A second area of opportunity is the recent Double Taxation Treaty signed by Spain and Andorra, which came into force on 26 February 2016." Alberto Heras, partner, Ramón y Cajal Abogados

"New economy (collaborative models), IP and IT, competition, M&A and foreign investment in real estate, and all areas related to compliance – taxation, data protection, regulatory issues." Mercedes Clavell, lawyer, Arco Abogados y Asesores Tributarios

"There are still few real insiders within the tech and internet law practice who have a deep understanding of the technical issues associated with real business. The use of technology in every single area has implications in every company. Therefore, tech, IP and privacy law are no longer specialisation areas, but a commodity knowledge for any lawyer." Luis Gosálbez, managing partner, Metricson

The year 2015 was good and was not as bad as had been predicted, says Roca. "World events are the challenge – Russia, Brazil after the Olympics, Europe after the Brexit referendum," he adds: "Our industry has become worldwide – small Barcelona

businesses have exported, previously they may have had 10 per cent of their business abroad, but now it could be 60 per cent, or 80 per cent, this is the threat and the challenge. Investors see Barcelona as a good place to invest."

Moral obligation

l place to invest."

Pintó Ruiz

Costas expects 2016 to be a good year, but he adds that clients will continue to put pressure on fees. "We all have the moral obligation of keeping people happy in terms of what they expect from the law firm," he says. "Things are uncertain and that will affect the profession – we have to reconsider the role of the profession in society, we are not perceived in the way we should be; maybe we have not properly communicated our value to society."

Herrera says he is cautious about the coming year. "We must ensure we retain the best talent and convince people from different places to come here," he says. "This city is a great place to live and a great place to be a lawyer. Barcelona has great universities and is more of a financial centre since the crisis, while Catlan companies are more international and exporting more. The world will become less about jurisdictions and more about cities. However, from a political perspective, we don't know what is going to happen."

The outlook for 2016 is promising, according to López, though he adds he doesn't expect it to be as good as 2015. "We have to be cautious and prudent, we're just leaving crisis, the political situation is not stable, law firms should not start very ambitious growth," he says. "There should

also be measures to minimise risks – moving lawyers into different practice areas is probably more prudent than hiring a lot of new lawyers."

Torent says the future is bright in terms of opportunities for legal

The political situation is not stable, law firms should not start very ambitious growth. Jordi López Pintó Ruiz & Del Valle



work. "We will have two more years of distressed transactions and restructuring, and we will also see more M&A as there is access to capital," he adds. Torent says that law firms should be more transparent with their junior lawyers. He continues: "The lawyers of the future will have to be more flexible, with a better global perspective, so it's good to tell them this – lawyers should be more willing to study a wider range of disciplines. Lawyers need to be good client, project and knowledge managers."

Barcelona law firms with lawyers that are flexible - in terms of being willing and able to switch between different practice areas – and who are commercially minded should flourish in the coming year. The prospect of many of the city's smaller companies entering acquisition mode means that there should be a considerable amount of deals activity in the next 12 months. However, the lawyers that make the most of these opportunities will be those that have other skills in addition to being a good technical lawyer – in a rapidly changing market, client management, project management and knowledge management abilities are what will set the outstanding lawyers apart from their competitors.

Barcelona's industrial sector attracting foreign investors

The Catalan capital's real estate, healthcare, food and tech sectors have also been important drivers of the city's economic recovery

Barcelona is making a strong recovery from the crisis that afflicted Spain, with uncertainty surrounding the makeup of the country's next government not yet thwarting investment, according to Ignacio Sanjurjo, partner at Deloitte in Barcelona.

While the effects of the crisis are still evident, during 2015 there were positive signs that the economic recovery was consolidating, he adds. A major driver of the Spanish economy, the Catalan capital could be considered on a par with Madrid in terms of investment levels in some sectors, with industry, real estate, healthcare, foods and the city's tech hub having been instrumental in the recovery, says Sanjurjo.

"In general terms, we can't complain," he continues. "We have seen a lot of foreign investment and corporate activity in Barcelona over the last few months, thanks to the city's important industrial sector." The real estate sector, which suffered the biggest

crash during the crisis, has seen a quick recovery. Sanjurjo highlights investment in shopping centres and offices, while the hotel sector in Barcelona, traditionally a magnet for investment, has stagnated, although new hotels continue to open.

Modifications to Spain's corporate tax laws in 2015 have made them more attractive to investors. Meanwhile, Sanjurjo argues that political wrangling among Spain's political parties as they struggle to form a coalition government is not concerning investors. He adds: "I think investors are more worried about the eventual cooling of the Chinese economy, or the consolidation of the US recovery, or about Brexit, or Grexit, or interest rates." Sanjurjo doubts that the eventual outcome of the election will have an effect on Spain's attraction to international investors.

"The capital and the liquidity are there, along with a willingness to invest," he says. "New opportunities are opening in Barcelona, and law firms need to know how to take advantage of them."



Ignacio Sanjurjo

Barcelona firms growing despite market volatility

Despite volatility in the market during the last 12 months, law firms have successfully managed to expand and increase their revenue, Roca Junyent managing partner Joan Roca says.

"It's been a positive year, we have all grown our turnover, it's been volatile but we have achieved growth without having a comfort zone," he adds. Roca says that activity in the real estate, tourism and hospitality sectors has been instrumental in driving increases in revenue.

The character of businesses in the Barcelona market has also undergone a significant transformation, according to Roca. "Our companies have gone global," he adds. Meanwhile, Roca says that foreign funds are now looking for opportunities in Spain.

Mergers and acquisitions are generating a lot of work for law firms in Barcelona, while there has also been significant activity in the biotechnology sector, Roca says. In addition, tech start-ups are also providing opportunities for legal work. However, the volatility in the market means that lawyers face a number of challenges, according to Roca. He says that lawyers will have to adapt to a situation where they have to change practice areas. "We have to reinvent ourselves."



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Multi-disciplinary skills needed to better serve international clients

Lawyers must expand their knowledge of risk and finance as well as developing client management, account management, and project management skills



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Lawyers must adopt a more multidisciplinary outlook to legal practice in order to ensure they better serve their increasingly international client base, says Lener partner Santiago Torent.

"Lawyers need to look at a more global picture and be flexible and

faster because time is of the essence to clients," he says. "We have to adapt to that."

Consequently, Torent says that lawyers must expand their knowledge of risk and finance as well as different areas of law, and this requirement applies to not only those at partner level, but also to junior lawyers too. "Now, all lawyers have to be more complete and more balanced with client management, account management and project management," he adds.

Torent suggests that one of the challenges for medium-sized law firms is that some smaller companies are only comfortable using either small local law firms or large national firms that they use for day-to-day matters. "Companies do not need to only go to the small firm around the corner or the huge firms," he states. "There are lots of medium-sized firms with highly-skilled people and focused multi-disciplinary teams that can move very swiftly and render the best services to them."



Compliance work increasing but law firms must be more efficient



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The last year has seen an increase in demand for compliance-related legal advice, but law firms need to be more efficient to stay competitive in this market, according to Jausas partner Agustín Bou.



"In 2015, we have seen growth in the compliance market," he says. "But new products like compliance need a lot of management because law firms are competing with the big auditing companies – they have sophisticated tools to develop these products so if law firms are not efficient enough to be competitive, they won't be able to keep their place in this market."

Another trend Bou observes is an increase in complex M&A deals. "There has been a shift – we were very active in insolvency, but now there are more sophisticated M&A transactions," he says. "However, there is still some distressed business, such as distressed M&A, that is keeping insolvency teams busy."

Bou adds that, at the beginning of the economic crisis, his firm took the step of creating multidisciplinary teams to manage restructuring and insolvency work.

Barcelona hotel and services sectors attracting Chinese investment

Though investment laws have become more complex, investors from China view the Catalan capital, and Spain as a whole, as a gateway to Europe

Barcelona and the wider Catalan region offer a range of attractive opportunities to foreign investors – especially in the hotel, design and services sectors – according to DS Avocats partner Olivier Fages.

He also highlights Barcelona's significance as a port as well as the attraction of Spain as a whole to investors from China. However, he adds the caveat that modifications to investment laws have made the situation more complex for investors.

International outlook

Specifically, in relation to representing Chinese investors, Fages argues that it is important for law firms to have an international outlook rather than being overly focused on regional issues.

"From the point of view of China, it is important to become an international law firm because, as the Chinese see it, Spain is not so much a stand-alone market of potential growth, but rather just one part of Europe as a whole," Fages says. "And this applies to any part of Europe irrespective of where the firm is located, whether it be in Madrid, Paris or Dusseldorf."

Recent merger

Fages adds that Chinese investors commonly see the European market as single entity. "The Chinese see Europe as a whole, as the opportunity, and do not refer to, or target, just one specific country," Fages says.

DS Avocats recently merged with a Spanish firm called OVSLAW and it is now known as DS OVSLAW.

Fages says that one of the most notable benefits of the link-up was it strengthened both firms' presence in a number of markets, including Asia. "It's not a network, but an integrated office, offering the same service in whichever country we are operating in," he adds.

Dual presence needed

However, Fages admits that the merger posed a number of challenges given the fact that, in Spain, the firm faced the difficult task of needing to establish a suitable presence in both Madrid and Barcelona given both cities' importance and the distance that separates them.

A new adventure

"It was a challenge to install ourselves satisfactorily in Spain, because it is



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difficult to be both in Madrid and in Barcelona," he says. "Traditionally, firms are either in one or the other, and this is the reality in Spain."

Fages said that, in order for the firm to develop its French and Spanish client base, it was necessary for the firm to have a presence in both cities.

He adds: "We have found a willingness to participate in our adventure, a dream to compete against the largest players in a very competitive market. We have partnered with other firms to offer the classic, business-focused service, but a little differently, based on the idea and experience we have gained regarding the importance of creating a strong cultural relationship with the client."

Common brand

Fages adds that the firm has created a Spanish desk in order to quickly address any misunderstanding between a Spanish lawyer and a French client or vice versa. He continues: "Offering an integral service under a common brand affords us the opportunity to provide an international legal support network."

Law firms forced to 'raise their game' as Spanish companies go international

Companies doing business in multiple jurisdictions 'prefer to work with law firms that are global players' rather than working with a range of different firms



Javier Menor

Spain's economic crisis has forced businesses to expand beyond the country's borders, and that has, in turn, forced law firms to raise their game and do the same, says Javier Menor, a M&A and private equity partner at Baker & McKenzie in Barcelona.

Spanish companies are now highly valued for their geographical diversity - many are operating in Latin America and the Middle East, for example - and consequently law firms that operate globally will always have an advantage, Menor argues. "Companies operating in multiple markets prefer to work with law firms that are global players, rather than dealing with multiple firms," he says. "Companies seek solutions and global legal partners – they require advice elsewhere with the same level of quality and they expect their legal partner to know their business perfectly and, most importantly, their way of thinking."

Madrid and Barcelona in competition

The recovery is continuing, according to Menor, who adds that 2015 was a "strong year", while 2016 has also got off to a good start. However, he remains cautious and warns that many are still in a "wait and see" mode regarding the potential for rebounding investment volumes. Menor describes Madrid and Barcelona as being "neck and neck" with regard to attracting investment and adds that both cities were equally affected by the crisis. Though the political crisis in Spain is not yet perceived as an impediment to investment, Menor warns that it could become so in the event that it is prolonged, and particularly if the new government creates policies seen as being an obstacle to investment.

Menor says that industrial investors are now competing with private equity firms – not only for distressed assets, but also in an effort to acquire companies that have growth potential. And the private equity funds vying to buy Spanish businesses are both local and foreign, the latter mainly coming from the US. Private equity funds from overseas are taking the view that, with domestic funds looking to acquire companies in Spain, this is a good

indication that the country's economy is on the road to recovery.

Investors see Spain as growth market

With finance becoming more easily accessible, the likelihood of deals being completed is increasing. "There is more willingness on behalf of banks to loan, and that new availability of credit gives an impulse to M&A activity, allowing companies to compete with private equity funds," Menor says. He adds that investors' motives have also changed, with investment no longer driven by an opportunistic search for bargains, but rather, an acknowledgement that Spain is once again a growth market and that competition for investment is starting to push up prices.

The crisis, in addition to the increased interest in Spain being shown by private equity funds, has had the effect of making clients more demanding in terms of what they want from their legal services providers. This represents a healthy change, according to Menor, as it has had the effect of increasing the likelihood of clients choosing different external law firms and, as a result, this has obliged law firms to raise their game and improve the services they offer.

Menor says that before the crisis it was more common to see clients remain loyal to one particular law firm, but now they are increasingly likely to work with several firms as they seek a range of solutions to the issues or problems they may have.

In addition, the lawyers' role and their relationship with their clients is evolving, Menor says. "Rather than simply offering legal advice, lawyers are now becoming business advisers too, with more involvement and participation in a company's business strategy," he adds. As a result, Menor says law firms are now obliged to offer a wider range of services, but in addition, it can also give firms an opportunity to increase fees where added-value advice is provided. He says: "Change is something that nobody likes at the beginning, but it makes law firms more efficient, innovative and businessoriented." Menor believes that, although it was a tough time, the crisis benefited law firms by obliging them to take on new projects and provide a different and more complete service.

Guide to law firms



Allen & Overy, Mestre Nicolau 19, 08021 Barcelona / Pedro de Valdivia 10, 28006 Madrid

 Contact:
 Antoni Valverde

 Tel:
 +34 93 202 81 00

Email: antoni.valverde@allenovery.com Web: www.allenovery.com

Main practice areas: Corporate and M&A



Arco Abogados y Asesores Tributarios, Passeig de Gràcia 122-124, 3-2, 08008 Barcelona

 Contact:
 Mercedes Clavell

 Tel:
 +34 93 487 10 20
 Fax:
 +34 93 487 10 12

 Email:
 mercedesclavell@arcoabogados.es
 Web:
 www.arcoabogados.es

Main practice areas: M&A, Commercial & Distribution, Corporate, Real Estate and China Desk



Baker & McKenzie, Avenida Diagonal 652, Building D, 08034 Barcelona

Contact: Jorge Adell

Tel: +34 93 206 08 20 Fax: +34 93 205 49 59

Email: jorge.adell@bakermckenzie.com **Web:** www.bakermckenzie.com

Main practice areas: Full Service Law Firm



Bufete B. Buigas, Iradier 21, 08017 Barcelona

 Contact:
 Ignacio López-Balcells

 Tel:
 +34 93 200 12 77
 Fax:

Tel:+34 93 200 12 77Fax:+34 93 200 24 34Email:ilb@buigas.comWeb:www.buigas.comMain practice areas:Corporate, M&A, Finance & Banking, Insolvency and Restructuring



Casals Abogados, Avenida Diagonal 449, 6, 08036 Barcelona

 Contact:
 Javier Casals Matute

 Tel:
 +34 93 414 41 28
 Fax:
 +34 93 414 00 51

Email: xcasals@casalsadvocats.com Web: www.casalsabogados.com

Main practice areas: Full Service Law Firm



Clifford Chance, Avenida Diagonal 682, 08034 Barcelona

 Contact:
 Miquel Montañá

 Tel:
 +34 93 344 22 00
 Fax:
 +34 93 344 22 22

Email: miquel.montana@cliffordchance.com Web: www.cliffordchance.com

Main practice areas: Intellectual Property, Antitrust Competition, EU & Trade, Litigation and Dispute Resolution



Cuatrecasas, Gonçalves Pereira, Passeig de Gràcia 111, 08008 Barcelona

Contact: Miguel Trias Sagnier

 Tel:
 +34 93 312 95 30
 Fax:
 +34 93 260 54 90

 Email:
 miguel.trias@cuatrecasas.com
 Web: www.cuatrecasas.com

Main practice areas: Corporate, M&A, Finance, Banking, International Taxation, Litigation and Employment

Guide to law firms



Deloitte Abogados, Avenida Diagonal 654, 08034 Barcelona

 Contact:
 Ignacio Sanjurjo

 Tel:
 +34 93 280 40 40
 Fax:
 +34 93 280 28 10

 Email:
 isanjurjo@deloitte.es
 Web:
 www.deloitteabogados.es

Main practice areas: Mergers, Corporate, M&A and Antitrust



DS OVSLAW, Avenida Diagonal 405 Bis (2a planta), 08008 Barcelona

 Contact:
 David Avilés

 Tel:
 +34 93 518 01 11

Email: David.avilés@ds-ovslaw.com Web: www.ds-ovslaw.com

Main practice areas: Corporate, Mergers & Acquisitions, Restructuring, Arbitration, Intellectual Property,

Tax and Real Estate



Gómez-Acebo & Pombo, Diagonal 640, 08017 Barcelona

Contact: Daniel Marín Moreno

Tel: +34 93 415 74 00 Fax: +34 93 415 84 00

Email: dmarin@gomezacebo-pombo.com Web: www.gomezacebo-pombo.com Main practice areas: Corporate, M&A, Real Estate; Litigation, Competition, Tax and Employment



Jausas, Passeig de Gràcia 103, 7, 08008 Barcelona

 Contact:
 Agustín Bou

 Tel:
 +34 93 415 00 88

 Email:
 law@jausaslegal.com

Main practice areas: Corporate, M&A, Restructuring and Insolvency, Life Sciences, IP/IT, Litigation,

Securities Litigation, Labour, Tax and Franchise



Lener, Avda. Diagonal 418, 2a "Casa de les Punxes", 08037 Barcelona

Contact: Santiago Torent López de Lamadrid

 Tel:
 +34 93 342 62 89
 Fax:
 +34 93 301 50 50

 Email:
 santiagotorent@lener.es
 Web: www.lener.es

Main practice areas: M&A, Restructuring, Litigation, Administrative Law, Tax, Corporate, Real Estate,

Employment, Shipping, Mining and IP



Metricson, Pasaje Mendez Vigo 1 Bis, 08009 Barcelona

 Contact:
 Luis Gosalbez

 Tel:
 +34 931594620

 Email:
 luis@metricson.com
 Web: www.metricson.com

Main practice areas: M&A, Corporate, Privacy, Intellectual Property, Tech Law and International Litigation



Monereo Meyer Marinel-lo Abogados, Passeig de Gràcia 98, 08008 Barcelona

Contact: Enrique Marinel-lo Jordan

Tel: +34 93 487 58 94 Fax: +34 93 487 38 44

Email: emarinel-lo@mmmm.es /bcn@mmmm.es Web: www.mmmm.es

Main practice areas: M&A, Corporate, Distribution & EU, Restructuring and Insolvency

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Web:

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Osborne Clarke, Avenida Diagonal 477, planta 20, 08036 Barcelona

Núria Martín Barnés Contact: +34 93 419 18 18 Tel:

+34 93 410 25 13 Fax: Email: nuria.martin@osborneclarke.com Web: www.osborneclarke.com Arbitration & Litigation, Administrative & Public Law, Banking & Finance, Capital Main practice areas: Markets, Corporate & M&A, Compliance, EU & Competition, Regulatory and Tax

Pintó Ruiz & Del Valle, Beethoven 13, 7, 08021 Barcelona

Contact: José Juan Pintó Sala / Jordi López Batet

Tel: +34 93 241 30 20 +34 93 241 26 23 Fax:

Email: pintosala@pintoruizdelvalle.com / jlopez@pintoruizdelvalle.com Web: www.pintoruizdelvalle.com Main practice areas: Arbitration & Litigation, M&A, Sport, Bankruptcy, IT & Media, IP, Competition,

Employment, Administrative and Public Law

Ramón y Cajal Abogados, Caravel·la La Niña 12, 5, 08017 Barcelona

Contact: Jose Ignacio Parellada

Tel: +34 93 494 74 82 Fax: +34 93 419 62 90

jiparellada@ramoncajal.com Web: Email: www.ramonycajalabogados.com

Main practice areas: Corporate & Commercial, Contracts and M&A

Roca Junyent, Aribau 198, 08036 Barcelona

Contact: Joan Roca Sagarra Tel: +34 93 241 92 00 Fax: +34 93 414 50 30 Email: Web: j.roca@rocajunyent.com www.rocajunyent.com

Banking and Finance, Corporate Law, Infrastructure, Mergers & Acquisitions, Private Main practice areas:

Equity, Project Finance, Refinancing and Private-Public Projects



Uría Menéndez, Avenida Diagonal 514, 08006 Barcelona

Contact: Antonio Herrera +34 93 416 51 85 Tel:

+34 93 416 51 15 Fax: Email: antonio.herrera@uria.com Web: www.uria.com

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For further information please contact maricruz.taboada@iberianlegalgroup.com www.iberianlawyer.com