



WALKER MORRIS



An Introduction to the Walker Morris Sports Group

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Introduction

Walker Morris is one of the few firms in the UK that can genuinely offer the complete sports law service. Our expertise spans the whole spectrum of sports law: from sponsorship deals, commercial partnerships, player/manager negotiations, licensing, employment, image rights, brand protection and exploitation – through to real estate, sports disciplinary hearings, club acquisitions/disposals and corporate restructuring.

In terms of football club sales and purchases, the Group has a range of high net worth clients and is often instructed by owners of football clubs looking to sell or wealthy companies / individuals looking to acquire football clubs. The Group has advised on four Premier League and over ten Championship sales/purchases in the past few years alone. In terms of football finance, the Group specialises in advising financial institutions, stadium companies and major debt funds on general football financial activity including discounting of player transfer monies and central funds.

TOP-TIER LAW FIRM

We are recognised by our peers and by independent directories:

 <p>The Group has been a finalist for the 'Best Professional Service Business' in The Football Business Awards 2015, 2014, 2013 & 2012</p>	 <p>Voted the 'Sports Lawyer of the Year' in the M&A Today – Global Awards 2017</p>	 <p>ACQ Global Award UK – Regional Sports Law Firm of the Year 2017, 2016, 2015, & 2013 and ACQ Law Award 2017 & 2016</p>
 <p>David Hinchliffe – Finance Monthly Law Awards UK Sports Lawyer of the Year 2017, 2016, 2015 & 2014.</p>	 <p>We have been consistently ranked as a top tier law firm in the sports sector in Legal 500</p>	 <p>Corporate LiveWire, Global Awards 2015 & 2016 - Winner – Sports & Gaming Law Firm of the Year</p>

How we can help

ACHIEVING RESULTS

Walker Morris provides the complete sports law service for many sports organisations across the UK. We act for four Premier League clubs, seven Championship clubs and a number of lower league clubs. For example, in the Premier League, we have acted as exclusive legal advisors for Crystal Palace FC for a number of years, having advised on a myriad of commercial, litigious, corporate and contractual matters. We advised on the US investment into the Club by David Blitzer and Joshua Harris. We have also advised on each of the Club's sponsorship deals, including one of the top ten sponsorship deals in the Premier League for the 2016/17 season, and the biggest in the Club's history.

With every day-to-day and season-by-season challenge and opportunity for the client, we have a '24/7 availability' mentality to ensure that we have full knowledge of the client's objectives and react quickly. Our clients see Walker Morris as an integral part of the team in what is a results-driven business.

The in-house effect

Many law firms underestimate the importance of understanding a client's commercial and business needs. Our combined in-house experience is unrivalled, which allows us to understand how 'the business of football' operates and ensure that we provide a first-rate service to our clients:

- **David Hinchliffe** and **Alistair McHenry** worked in-house at Portsmouth FC for a period of four years. During this time, the team dealt with all legal work for the Club including Premier League Arbitrations, Football League Disciplinary Commissions, kit supply/sponsorship agreements, player and manager disputes, player transfers, youth team schemes and assisting in negotiations regarding the deferral of player wages.
- **Katie Reed** has a substantial amount of in house experience having previously been seconded to three Premier League football clubs, including one year at Manchester City FC. Highlights of Katie's secondment to Manchester City include assisting in drafting the Etihad sponsorship deal (valued at c.£400m), drafting international soccer schools licensing agreements and assisting in the completion of a £40m player acquisition.
- **Liz Coley** worked in the football industry for almost 20 years prior to joining Walker Morris in 2014 on qualification. She previously worked for The Football Association as well as in professional club football with Fulham, Southampton, West Ham United and Sunderland, in the main dealing with player contracts, transfers, agents and the game's rules and regulations. Since joining Walker Morris, Liz has been seconded part-time to Crystal Palace FC, Leeds United FC and Nottingham Forest assisting with player transactions, image rights contracts, employment matters, UEFA licensing, various commercial contracts, agreements for tournaments and pre-season matches and general litigation matters.

VALUE CREATORS

We recently advised Eleonora Sport Limited on the sale of 50% of the shares in Leeds United Football Club Limited to Greenfield Investment Pte Ltd, ultimately owned by Italian businessman Mr Andrea Radrizzani. Previously we have advised the shareholders of Leeds United in its sale to Middle-Eastern investors GFH Capital Limited and also its previous sale to a consortium led by Ken Bates. A number of departments across the firm were involved in this complex deal, including tax, corporate, banking and real estate. This was a high profile transaction, of interest and

importance to football supporters around the world, and our ability to get the deal done created a valuable financial foundation on which the Leeds United could survive and build future success.

Key Specialisms

CORPORATE LAW

- corporate finance - including equity, debt and asset finance, factoring and discount products
- acquisitions - the purchase (and sale) of sports organisations
- tax - advice pertinent to sports organisations, including PAYE / NIC, corporate taxes, HMRC liaison, tax efficient products
- corporate restructuring - the Group is highly experienced in both proactive and reactive restructuring.

COMMERCIAL PARTNERSHIPS

- main sponsorship - including acting for clubs or principal sponsors on kit supply arrangements
- brand partnerships - including key brand associations and official suppliers
- naming rights - for instance of stadia, stands and training complexes
- outsourcing arrangements - such as hospitality and food & beverage provision.

INTELLECTUAL PROPERTY

- brand protection - including commercialisation opportunities and enforcement
- merchandise deals - often involving multiple jurisdictions
- image rights - their protection, commercialisation and enforcement
- IPR litigation.

'RULES AND REGULATIONS'

- Premier League Arbitrations, Premier League Manager Arbitrations
- Football Disciplinary Commissions
- FA Arbitrations, FA Regulatory Commission proceedings
- Professional Football Compensation Committees.

REAL ESTATE

- sale and leaseback deals
- private finance construction / lease arrangements
- equity release
- redevelopment and planning.

EMPLOYMENT

- player contracts, manager/coaching staff contracts (e.g. hires and exits), non-football contracts
- general employment/HR issues e.g. disciplinary/grievance issues, settlement agreements

- TUPE issues on insourcing/outsourcing service contracts e.g. catering
- managing the risks of social media use by employees
- immigration matters, including visas and work permits.

REGULATORY

- data protection
- financial services regulation including: consumer credit, anti-bribery & corruption and fraud & asset recovery
- regulatory investigations & prosecutions including environmental investigations, health & safety and trading standards.

LITIGATION & DISPUTE RESOLUTION

- commercial contracts disputes
- employment & pensions disputes
- corporate & partnership disputes
- intellectual property disputes.

LEGAL EXPERTISE

"We have engaged the Walker Morris Sports Group for over 8 years after they acted for the current owners in their acquisition of the Club. They have advised us on a broad range of legal issues, including helping us achieve success in a highly complex Court of Appeal case, advising us on the purchase of our training ground, acting for us in a high-profile dispute with a fellow Premier League club and advising on our recent shirt sponsorship deal; the biggest in the Club's history. The team at Walker Morris are always available, 24/7, to assist the Club in managing its legal affairs, and have become part of the team."

PHIL ALEXANDER, CEO
CRYSTAL PALACE FOOTBALL CLUB

Experience

FOOTBALL FINANCE

We act for **Cantor Fitzgerald Europe**, **Zebra Finance** and **Eurofin Capital** amongst other financial institutions, sale and leaseback companies and major debt funds on general football financial activity including the discounting of player transfer monies and the discounting of central funds.

SALES OF FOOTBALL CLUBS

- **Confidential** - currently acting for the seller of a Premier League Club
- **Crystal Palace** - acted on a deal to secure major investment from US businessmen David Blitzer and Josh Harris, in a deal which completed in December 2015
- **AFC Bournemouth** - acted on the share sale of the Club to current Russian owner, Maxim Denim
- **Watford** - acted for the shareholders of Watford in its sale to the Italian Pozzo family, who also own Udinese and Grenada
- **Leeds United** – acted for Eleonora Sport Limited on the sale of 50% of the shares in Leeds United Football Club Limited to Mr Andrea Radrizzani. Previously we have advised the shareholders of Leeds United in its sale to Middle-Eastern investors GFH Capital Limited and also its previous sale to a consortium led by Ken Bates
- **Bradford City** - advised the owners of Bradford City Football Club on its sale to ER Sports Group GmbH, in a deal which completed in May 2016
- **Portsmouth** - acted on the share sale of the Club to Russian investment group, CSI
- Acted on the sale of shares of various Clubs including **Huddersfield Town**, among others, and acted on the sale of **Sale Sharks Rugby Club** in a deal which completed in June 2016.

PURCHASES OF FOOTBALL CLUBS

- **Confidential** - currently acting for the purchaser of a Premier League football club
- **Confidential** - currently acting for the prospective purchasers in two Championship football clubs
- **Bolton Wanderers** - advised Inner Circle Investments on its share purchase of the football club in a deal which completed in March 2016
- **Reading** - acted for and advised a Thai consortium of investors in their purchase of Reading FC
- **Crystal Palace** - acted for the consortium that acquired the Club out of administration
- **Leeds United** - acted for the purchaser of the Club from US investors upon the plc's insolvency and restructured a total debt of £120 million down to £20 million in an extremely complex transaction. This was the only form of insolvency that had ever taken place in the Premier League prior to Portsmouth as Leeds United plc was the holding company of Leeds United Football Club and entered administration whilst the Club was in the Premier League. Also in 2016 acted for Leeds United FC in its purchase of all shares from GFH Capital
- **Portsmouth** - acted for Portpin in its ongoing proposed purchase which has included a High Court challenge against the administrators in their proposed sale to the Portsmouth Supporters Trust

- **Rangers** - acted for the Brian Kennedy consortium in his proposed takeover of Rangers
- **Hull City** - acted for the purchaser of the Club out of administration
- **Huddersfield Town** - acted for the purchaser of the Club out of administration. Involved a complex deal regarding the ownership of the stadium and tri-partite arrangements between the Club, Kirklees Council and Huddersfield Giants
- **West Ham United, Aston Villa, Southampton, Wrexham** - acted on potential purchases of these Clubs and a number of other confidential Clubs.

CONTRACTS AND GENERAL COMMERCIAL WORK

- **Crystal Palace** – acted for the Club in negotiating the transfer of Zaha to Manchester United for £14m, acted on numerous other transfers/loans for the Club and acted for the Club on each of their Premier League sponsorship deals, including the current shirt deal with Mansion
- **Crystal Palace** – acted in negotiating the release terms including compensation package for the previous first team managers Ian Holloway and Dougie Freedman and their respective coaching staff and also dealt with the approach and agreeing terms for the appointment of former manager Ian Holloway and his coaching team from Blackpool, as well as drafting and advising on the contract of Alan Pardew in December 2014 and Sam Allardyce in December 2016
- **Confidential Championship Club** - advised a top-tier Championship Club on its online retail arrangement with one of the "big four" supermarkets
- **Individuals** – our team represented Steve McClaren in his negotiations with the FA over his appointment as the new England manager and advised Theo Walcott on his transfer from Southampton to Arsenal;
- **Rotherham United** – acted for Club in making an approach to Crawley Town and dealing with the contractual terms for the appointment of Alan Stubbs as new manager;
- **Rotherham United** – acted for Club in selling a player, Sadou Diallo, to Manchester City
- **Portsmouth** - advised on all sponsorship agreements, player acquisitions and disposals post-administration including Tal Ben-Haim, Kevin Prince Boateng and David James
- **Newcastle United** - advise owners of the Club on a number of commercial property issues
- **Bradford City** - have acted for the Club on all matters since 1996, including in the Premier League
- Drafted manager contracts for a number of Clubs including **Crystal Palace, Burnley, AFC Bournemouth, Leeds United, Rotherham United, Portsmouth, Bradford City, and Luton Town**
- Continue to receive instructions from **Leeds United, Leicester City, Bolton Wanderers, AFC Bournemouth, Burnley, Norwich City, Sheffield Wednesday, Rotherham United, Notts County, Luton Town** and a number of other clubs on a general ongoing basis.

APPEALS AND CONTENTIOUS WORK

- **Leeds United and Massimo Cellino** – David has been instructed to appeal the sanctions against the Club and Mr. Cellino handed down in December 2016
- **Confidential** – currently acting on a number of confidential Rule K arbitrations involving Premier League clubs and Championship clubs

- **Crystal Palace** – won a major legal case in the Court of Appeal for the Club relating to a number of dismissals and the TUPE regulations. The case provided clarification on an important point of law and will have a positive impact on trading insolvencies, pre-packs and the rescue culture
- **Crystal Palace** – successfully acted for the Club in a fiercely contested dispute with Tony Pulis, which went before a Premier League Manager's Arbitration Tribunal. Following an 11 day trial, Mr. Pulis was ordered to pay damages in the sum of £3.77 million and the Club's legal costs. Mr. Pulis appealed but the High Court judgment found resoundingly in favour of the Club
- **Portsmouth** – successfully acted for the administrators in a high profile court action in dispute with HMRC over the Club's CVA and relating to the football creditor rule, and acted in a high-profile Court of Appeal case concerning expenses in administration
- **Portsmouth** – acted on a Premier League arbitration against Tottenham Hotspur and acted on a Football League Disciplinary Commission involving the player Tal Ben Haim
- Acted for **Leeds United** and **Luton Town** against their respective league points deductions including an FA disciplinary hearing
- **Bradford City** – acted on a successful CAS application for the Club
- **Stockport County** – acted on an alleged "tapping up" matter involving one of the "top four" Premier League football clubs
- **Halifax Town** – advised in relation to the appeal to the FA regarding their expulsion from the Football Conference
- **Luton Town** – acted on a precedent ruling case on the meaning of the football creditor rule relating to manager bonuses
- **Leeds United** – acted against Chelsea in relation to the tapping up of two youth players
- Acted on disputes with Manchester City, West Ham United, Real Madrid, AC Milan, Inter Milan, Genoa and Udinese
- **Cardiff City** – advised former owners Rudgwick Limited on a dispute over security valued at £30m
- **Huddersfield Town** – advising former owners over a multi-million pound lawsuit relating to the purchase of the Club.