

Profile

of

Charles Musa & Co.

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PROFILE OF CHARLES MUSA & CO. (RM Partners)

Charles Musa & Co. (RM Partners) is a major commercial law firm with offices in Lagos and Abuja and associate offices in Kaduna and Port Harcourt. It was formed in the year 1988.

Our clients include individuals, corporate and governmental agencies. We give advice, which enhance sound analysis and decisions, which shape the formulation and implementation of various transactions. We offer solutions in a speedy and cost effective manner either through litigation or other alternative dispute resolution methods such as arbitration and mediation.

We understand the nature of the Nigerian business environment. This enables us appreciate the commercial considerations underlying transactions in which our clients are involved and the perceptions of issues by the said clients including their objectives, priorities and needs, whilst simultaneously equipping them to identify and mitigate any associated risk.

We always adopt business-oriented, imaginative yet practical and pragmatic approaches to issues based on a foundation of technical excellence in the law and a depth of commercial experience.

Given the practicability of our ideas, our team of consultants and the friendly atmosphere in the firm, we are able to maintain a leading competitiveness beneficial to our clients and the transactions we handle on their behalf.

The firm was conceived, and later established, by the desire of the Managing Partner to create a single law firm capable of providing a wide array of legal services in a time-efficient and cost-sensitive manner to both local and foreign clientele in Nigeria.

OUR APPROACH

We believe that the Client can best be serviced and retained by an adherence to the highest standards of legal expertise coupled with a practical and imaginative approach to commercial disputes. We intend at all times to give clear, business-oriented and intelligible advice coupled with the ability to react rapidly to “ever dynamic” business situations.

We recognise that the situation in which a Client finds himself is uniquely different and that even the same set of facts may often lead to different scenarios. We therefore strive at all times to ensure that for each Client we implement the necessary approaches that lead to a solution that is most effective and meets the peculiar needs of the Client.

Following is a summary of some services offered by our firm.

ADMINISTRATIVE AND PUBLIC LAW

Judicial review of administrative actions and decisions taken by government departments, corporations and private companies. Review of disciplinary proceedings and hearings.

ALTERNATIVE DISPUTE RESOLUTION

We offer pre-emptive advice thereby reducing or avoiding potential disputes and the attendant rigours, costs, loss of good will, breakdown/severance of otherwise beneficial relationships, loss of valuable time/man hours, intricacies, uncertainties, etc. associated with such disputes.

We offer negotiation, mediation, conciliation and arbitration services. Review of documents, processes, Agreements, etc. and advising on strengths and weaknesses of claims and defence with a view to amicable resolution of disputes, drawing up settlement proposals, etc.

Where disputes arise, we inter alia counsel and use alternative dispute resolution mechanisms such as arbitration, mediation and conciliation. Please refer to summary of Litigation services offered by us.

It is worthy of note that in the year 2005 we succeeded in persuading parties in seven [7] pending contentious court matters to reach amicable settlement. We acted as counsel to Plaintiffs in four of the said matters and counsel to the Defendants in the other three matters.

ASSET FINANCE AND LEASING

Equipment, plant, vehicle and property financing and leasing including ships and airplanes. Project finance, cross-border finance and syndication.

AVIATION

Compliance with regulations, registration, licensing routes, insurance/reinsurance, leasing and financing contracts, maintenance agreements, insurance liabilities and accident litigation.

BANKING & FINANCE

Listings, private placements, syndicated and single bank term. Standby and revolving loan facilities, guarantees and bonds, mortgages, asset finance, packaging, re-packaging and negotiations on these stated matters. Securitisation techniques, secured and unsecured lending, capital markets, swaps and derivatives. Establishing banks and other investment and finance outfits. Advising and challenging the regulatory and supervisory role of government and private agencies on issues such as withdrawal or suspension of licences. Resolving general disputes on banking issues including boardroom disputes. Project financing, leasing, hire purchase, instalment and consumer credit. Trade and export financing, property portfolio and development financing. Debt rescheduling for corporations, individuals and sovereigns.

CAPITAL MARKET

The firm is duly registered with the Securities and Exchange Commission to operate as capital market consultants. In that regard we act as solicitors in rights issue and proffer legal consultancy services with respect to operations of the capital market.

CHIEFTAINCY AFFAIRS

Disputes relating to the recognition, appointment, approval, suspension and deposition of traditional rulers including their rights, duties and the limitations thereof.

COMPANY & COMMERCIAL

The formation and structuring of companies, obtaining relevant permits and approvals and company secretarial work, privatisation, joint ventures, reconstructions, pension funds, disposals, insolvency and share issues. Corporate finance, franchising, acquisitions, floatations, rights issues and venture capital, securities issues, cross-share-holdings and corporate alliances and arrangements. Trustee arrangements, management buy-outs, buy-ins and commercial trade agreements. Mergers & acquisitions, company acquisition and disposals. Venture and development capital. The firm is registered with the Securities and Exchange Commission.

COMPUTER LAW AND INFORMATION TECHNOLOGY

Advise manufacturers, software developers, distributors, users, providers and users of computer-based services. Negotiating and drafting contracts of sale, hire, use and the like of hardware and software. Facility management, electronic data interchange,

Protection of rights and licensing. Handling computer related disputes through litigation, arbitration and other alternative dispute resolution mechanisms. Advise on the impact of GATT and ECOWAS on technology transfer, cabling, intellectual property and multimedia. Advice on issues related to transactions on the information superhighway (internet).

CONSTRUCTION

Advising on various aspects of construction law including planning law. Drawing collateral warranties, bonds, guarantees, documentation for developers, contractors, consultants and financiers. Negotiating and drafting concession agreements, operating and maintenance contracts, contract procurement and funding agreements and project insurance. Legal audits and other alternative dispute resolution mechanisms.

CONSUMER LAW

Make applications for the licensing of food and drugs through the National Agency for Food and Drug Administration and Control, NAFDAC, and advise on compliance with regulations. Instituting and defending product liability actions.

DEBT RECOVERY AND FACTORING

Conduct and defend actions for debt recovery for corporations and individuals. Protecting and recovering debts through actions such as mareva injunctions, garnishee, insolvency, bankruptcy and winding up proceedings. Advice on administration, receivership, liquidations, bankruptcy, voluntary agreements, work-out, reconstruction & directors' liabilities, corporate service & company reorganization and reconstitution.

DEFAMATION

Perusal of written materials prior to publication for libel, advise accordingly and defend post-publication claims. We institute and defend defamation actions.

DUE DILIGENCE

Conducting of legal due diligence on corporations and other registered bodies. Following due diligence we proffer related services such as advising on investment, divestment, mergers and acquisitions, etc.

ECCLESIASTICAL

Applications for the establishment of churches. Advice church administrators on various matters pertaining to their constitutions and general church administration including land-related disputes.

EMPLOYMENT LAW

Negotiating and drafting employment and service contracts and employee incentives such as employee cash/share benefits and equity participation. Advise on boardroom disputes, restrictive covenants and use of confidential information. Employment issues relating to mergers, acquisitions and disposals, negotiations with trade unions. Actions for and against executive appointments, unfair and wrongful dismissals and judicial review of disciplinary proceedings.

ENERGY, UTILITIES & SOLID MINERALS

Processing applications, negotiating concessions, unitisation agreements, trading, exploration, mining, engineering, building and construction, service contracts, permits, licences and operation and maintenance agreements.

Negotiate, draft and advise on joint ventures memoranda of understanding and production-sharing agreements. Project forming, purchases, commercial regularity, environmental, financing and security aspects for exploration, extraction, production, storage, distribution and sale, upstream & downstream exploration and sales purchases.

ENVIRONMENTAL LAW

Though this is a relatively new area in terms of regulation and compliance in Nigeria, we offer services in the following areas: environmental liability, mineral & waste, statutory compliance, environmental impact assessment, health & safety at work, issues and regulations, oral information, publication controls-air, land & sea water management, product liability, negotiation & warranting claims.

INSURANCE & REINSURANCE

Life, non-life and reinsurance. Dealing with regulatory authorities, processing, enforcement or defence of claims. Documents regarding underwriting errors, omissions and policies.

INTELLECTUAL PROPERTY

We offer a full range of contentious and non-contentious intellectual property service. Prosecution of and oppositions to applications for trademarks, designs and patents. Litigation of intellectual property disputes.

Advisory work on strategies for product branding and brand protection. Research and development agreements, financial aspects of commercialising inventions and biotechnology. Intellectual property audit and technology transfer. Licensing, including negotiation and drafting of licences and compliance with regulatory authorities including the National Office of Technology Acquisition & Promotion and NAFDAC.

An associate/consultant to the firm was a member of the 1988 Copyright Drafting Committee, which prepared the new 1988 Copyright Decree. He is a regular speaker at intellectual property conferences and he was for some years a visiting guest lecturer at the Nigerian Law School where he introduced the teaching of intellectual property law. He holds a doctorate degree, (PhD) in law from the University of London where he contributed to teaching intellectual property.

LITIGATION

Where disputes result in court actions notwithstanding attempt at Alternative Dispute Resolution, ADR, or in peculiar circumstances where court action cannot be avoided, we prosecute and defend actions in the regular and specialised courts of the nation, States' and Federal High Courts up to the Court of Appeal and the Supreme Court.

We rely inter alia on pre-emptive remedies such as Anton Piller orders, interlocutory injunctions and interlocutory procedures such as admissions and discoveries.

Our litigation experience covers but is not limited to land causes, debt recovery, receivership, recovery of premises, commercial disputes and general civil causes.

MERGERS & ACQUISITIONS

We conduct due diligence and offer advisory services on the pros and cons of mergers and acquisitions, compliance with and obtaining relevant licenses, permits, etc. necessitated by mergers and acquisitions, amalgamation of merged assets and related issues.

PENSIONS

We advise on service contracts, conditions of service, staff welfare, benefits and allowances, compliance with the Pension Reform Act 2004 and matters related thereto.

PROPERTY

Negotiating and drafting leases, general and lending development funding, syndications, mortgages, acquisition of sites and development of same. Forfeitures, acquiring security enforcement & defence for creditors including banks. Rent reviews, mortgages, trusts, arbitration, development disputes, obtain planning permits and rating. Commercial highbrow residential property, sports facilities and shopping centres. Management of commercial and highbrow residential property including the provision of services thereto. Drawing up conveyances, conducting searches at the Lands Registry and the situs. Obtaining Governor's consent and certificates of occupancy.

SHIPPING

Ship finance, purchase and registration, banking transactions relating to exports and imports, carriage of goods, bills of lading, charter-parties, shipping disputes and litigation relating thereto. Registration of caveats against the arrest or release of ships.

PRIVATE CLIENTS

Private clients comprise individuals and their families whom we often act for in other areas of the law but who require lawyers to advise on their personal affairs. Relevant, useful and sympathetic advice is given to guide private clients in decision-making.

EXTRA CURRICULAR

Our firm and or Managing Partner are members of and or accredited by the following bodies:

1. Nigeria Bar Association
2. International Bar Association
3. Securities & Exchange Commission, Nigeria
4. Negotiation and Conflict Management Group (Operators of the Lagos, Ibadan and Abuja Multi-Door Court Houses)
5. Centre for Effective Dispute Resolution, U.K. [“CEDR”]
6. Chartered Institute of Arbitrators, U.K.
7. Intellectual Property Law Association of Nigeria
8. Association of CEDR Accredited Mediators of Nigeria

LIST OF CLIENTS

Below are some of the corporate clients of our firm:

OIL AND GAS

- Cavendish Petroleum Nigeria Limited
- First Fuels Petroleum Nigeria Limited
- Maple Petrochemical Limited
- Maple Petroleum Limited

GOVERNMENT CORPORATIONS/AGENCIES

- AMCON
- Bureau of Public Enterprises
- Federal Airports Authority of Nigeria
- Revenue Mobilisation and Fiscal Commission
- Economic & Financial Crimes Commission
- Nigeria Police
- Nigeria Ports Authority
- Nigeria National Petroleum Corporation

INSURANCE

- NICON Insurance Plc.
- Royal Exchange Plc
- Nigeria Deposit Insurance Corporation

BANKS

- First Bank of Nigeria Plc
- Union Bank of Nigeria Plc
- Aso Savings & Loans Plc

- Federal Mortgage Bank of Nigeria
- Nigeria Deposit Insurance Corporation
- Bank of Agriculture formerly Nigeria Agricultural, Co-operative & Rural Development Bank

TRUSTEES

- First Trustees Nig Ltd
- UBA Trustees Ltd.
- Union Homes Real Estate Investment Trust
- Cornerstone Trustees Ltd.
- Sterling Asset Management & Trustees Ltd.
- PSG Trustees Ltd.
- Zenith Trust Ltd.
- Leadway Trustees Ltd.
- GTB Asset Management Ltd

TELECOMMUNICATIONS

- Nigerian Communications Commission
- Celtel Nigeria Limited
- General Telecom Plc.
- Telephone Cables Nigeria Limited

CONSTRUCTION

- ECCE Nigeria Limited
- CUCC Global Resources Ltd.
- Higo-Harley Ltd.

OTHERS INCLUDE

- DANA Group
- Cardinal Healthcare Services Limited
- Crowther Pharmaceuticals Limited
- Ardinal & Gapon Limited
- Sigma Pensions Limited
- Auto Spare Parts & Machinery Dealers Association

BRIEF PAST EXPERIENCE (MAJOR ASSIGNMENTS) OF THE FIRM:

- ❖ 2012: Privatisation legal advisors to Dateline Power Company Limited in their bid for Sapele Power Plc.
- ❖ 2012: Privatisation legal advisors to ICOMM Energy Limited in their bid for Ibadan Electricity Distribution Plc.
- ❖ 2011: In the matter of an Arbitration Between: A Vs. Z - counsel to Respondent in a dispute between two companies. The client is a major player in the construction industry in Nigeria. It relates to the interpretation of key words in a sub-contract and resultant implication to payment terms of the sub-contract (ongoing).
- ❖ 2010: In the matter of an Arbitration Between: TC Vs. SEA & Another - Arbitrator in a dispute between a company and two other companies one of which is an insurance company that is a subsidiary of a bank. It relates to breach of a supply contract. Award made in December 2011.
- ❖ 2010: Commenced recovery of a debt in excess of N9b (nine billion Naira only) owed to Union Bank by Peugeot Automobile Nigeria Limited, a major player in the manufacturing sector (ongoing).
- ❖ 2010: Drafted all legal documents for setting up a living trust by a valued client of a major trust company.
- ❖ 2010: Appointed as member of a Consortium of three firms retained by a real estate investment trust ("REIT") with a fund of over N12.5b (twelve billion Naira only). Involved with preparation of transaction

documents and perfection of titles in respect of properties acquired by the REIT and all related matters (ongoing).

- ❖ 2010 - In the matter of an Arbitration Between: TC Vs. AUS - Arbitrator in a dispute between a company and two other companies, one of which is an insurance company that is a subsidiary of a bank. It relates to the importation and construction of certain technical goods.
- ❖ 2009 - Mediator in matter between ABC vs. XYZ: Dispute arose from the construction of a shopping complex by a private developer in partnership with a government agency.
- ❖ 2008 - Arbitrator in the Matter of an Arbitration between: AFF Vs. AH. Member of a Panel of Arbitrators which included a Fellow of the Chartered Institute of Arbitrators (U.K.) and a Chartered Arbitrator, Dispute was between a company and its bank that invested in the company.
- ❖ 2008: Counsel to Gsm Company with regard to litigation and subsequent settlement negotiations arising out of disputes relating to site acquisition.
- ❖ 2008: Involved in acquisition of land for a group of companies specializing in real estate including construction of office complexes and housing estates. Services include locating land, negotiation with landowners, investigation of title, etc. (ongoing).
- ❖ 2008: Perfection of security documents securing the sum of \$250m [two hundred and fifty million US Dollars] lent by a consortium of banks to a telecommunications company.
- ❖ 2008: Preparation and vetting of transaction documents in respect of a technical partnership agreement for development of a local oil field between a Colombian company and a Nigerian company. Initial transaction amount \$25m [twenty-five million US Dollars].
- ❖ 2008: Litigation. Defence of Client who purchased landed property for the sum of ₦918m [nine hundred and eighteen million Naira] in suit by Claimants who aver that they are shareholders of the vendor whose opinion should have been obtained before sale of property [ongoing].

- ❖ 2008: Mediation between parties in respect of sharing of the sum of ₦110m [one hundred and ten million Naira] being proceeds of sale of a large tract of land at Abuja further to participation by the parties.
- ❖ 2008: Perfection of Mortgage Deed securing the sum of ₦100m [one hundred million Naira] between two sister companies and lender.
- ❖ 2008: Involved in instituting action for and negotiation between parties leading to out-of-court settlement in agreed sum of \$150,000.00 [one hundred and fifty thousand US Dollars] in settlement of claims by Swiss client for payment of consultancy fees owed by Nigerian oil company.
- ❖ 2008: Provision of legal advisory services to the Presidential Committee on the Implementation of National Identity Management System for valuation and audit consultancy services in respect of the national identity management system in Nigeria and due diligence on the Department of National Civic Registration.
- ❖ 2007 - 2008: Preparation of several Supplemental Trust Deeds in respect of varied matters on behalf of Trustees to several consortia of banks for loan amounts ranging from ₦300m [three hundred Million Naira] to ₦800m [eight hundred million Naira].
- ❖ 2006: Carried out due diligence, on behalf of a Chinese company, on a company licensed by the Federal Government to operate one of the inland container depots.
- ❖ 2006: Arbitrator in the matter of an Arbitration Between: OAJ Vs. BNL- Dispute in respect of development and management of a property in Yaba, Lagos.
- ❖ 2005: Solicitor to Guardian Express Bank in its public offer of over 8 billion shares.
- ❖ 2003-2004: Legal Adviser to the Bureau of Public Enterprises (“BPE”) in preparing the Jos Steel Rolling Mills Limited for acquisition by private investors.
- ❖ 2003-2004: Legal Adviser to the BPE in preparing the Katsina Steel Rolling Mills Limited for acquisition by private investors.
- ❖ 2003-2004: Legal Adviser to the BPE in preparing the Oshogbo Steel Rolling Mills Limited for acquisition by private investors.

- ❖ 2004: Acted as solicitor in the acquisition of a substantial share in the Obe Field (oil field offshore Nigeria) by a Dutch registered company.
- ❖ 2002-2004: solicitor to Trustees to a consortium of banks involved in the ₦9.1billion merger between Unipetrol and Agip - the largest merger in Nigeria's capital market. The merged entity is now called Oando Plc.
- ❖ 2003-2004: solicitor involved in the restructuring of telecommunications companies:-Payphone Company Nigeria Limited and General Telecoms Nigeria Plc.
- ❖ 2001-2004: Acted as solicitors to the Trustees of a syndicate of banks that granted a credit facility of ₦290M to a Kano-based manufacturer.
- ❖ 2001-2002: Acted as solicitor to the BPE in preparing Federal Superphosphate Fertilizer Company Limited for acquisition by private investors.
- ❖ 2000-2002: was solicitor to Nigeria Agricultural, Co-operative and Rural Development Bank in a suit for recovery of credit facility of ₦170M granted to JMD Nigeria Limited.
- ❖ 1998-1999: Acted as solicitor to a company that acquired a substantial share of Bettinni Homes Limited - an interior design and furniture company with offices in Victoria Island, Lagos.
- ❖ 1996-1999: In association with the law firm of Ofili & Ajumogobia, was solicitor to NITEL in a number of matters.
- ❖ 1998: Acted as Solicitor with regard to a credit facility granted to Agathwill Limited by Savannah Bank of Nigeria Plc.
- ❖ 1997: Acted as Solicitor with regard to a credit facility granted to Abuyere Zebra Enterprises by Savannah Bank of Nigeria Plc.
- ❖ 1992: Assisted African International Bank in the conversion of all customary certificates of occupancy mortgaged to the bank by its borrowers in Kaduna State into statutory certificates of occupancy.

XX

