

Zellermayer, Pelossof & Co.

Partners

Michael Zellermayer
Avi D. Pelossof
Eyal Rosovsky
Guy Tsafrir
Doni Toledano
Sarit Moussayoff
Eran Shimony
Oren Gross

Line of Business

Law Firm

Established 1984

Zellermayer, Pelossof & Co. provides a wide variety of legal services to major enterprises and financial institutions across the world, as well as technology-driven companies in the United States, the European Union, the Far East, Eastern Europe and Israel. In addition, the firm specializes in the fields of mergers and acquisitions, commercial and corporate law, corporate finance, project development and finance, commercial litigation, tax law, antitrust law, reorganization, venture capital and hi-tech, telecommunications, zoning and planning and labor law. Many of the firm's 35 attorneys are members of both the Israel and U.S. bar associations.

Practice Areas



Corporate and Commercial – The firm offers a broad range of corporate and commercial services to publicly and privately held corporations, coordinating work between the various departments in the firm to provide comprehensive legal counsel in corporate transactions, as well as ongoing counsel to corporations throughout all phases of their operations.

Mergers & Acquisitions – The firm has handled many of the high-profile M&A transactions involving Israeli enterprises in recent years. Zellermayer, Pelossof & Co. provides legal counsel on all aspects of domestic and cross-border M&A and related transactions. For example, the firm represented the winning bidder in the bid for the sale of Tnuva, one of Israel's largest privately-held conglomerates.

Government Tenders and Project Finance – The firm offers legal counsel to clients in bids for government tenders and in negotiating project financing arrangements for BOT infrastructure projects. The firm has also represented consortia in communications tenders, including in the competition for the privatization of Bezeq – The Israel Telecommunication Corp.

Banking, Finance & Securities – Zellermayer, Pelossof & Co. advises major international investment banks and financial institutions, domestic and foreign borrowers, issuers and institutional investors. The firm has notable experience in public offerings on the Tel Aviv Stock Exchange and in equity markets in the U.S. and Europe.

Litigation, Arbitration & Mediation – The firm represents clients in a broad range of litigation matters before the courts, administrative agencies, arbitration panels and alternative dispute resolution forums in a wide variety of areas, including commercial, securities, environmental and administrative litigation (including petitions to the High Court of Justice of the State of Israel), as well as class actions and actions in labor, international, real estate, zoning and tax law.

Telecom – The firm advises clients on investments, acquisitions and joint ventures in the telecommunications sector, and represents major service and equipment providers, long-distance carriers, cellular and satellite companies and media firms. The firm participates in legislative advisory

telecom panels and represents clients before governmental agencies. **Antitrust** – Zellermayer, Pelossof & Co. has experience and expertise in structuring transactions to meet the requirements of Israeli antitrust law and in obtaining antitrust clearances for international and local transactions. The firm provides on-going antitrust counsel and represents clients before the Commissioner of Restrictive Business Practices and the Restrictive Business Practices Court.

Venture Capital – The firm represents VC funds in Israel and abroad, as well as startups and established high-tech companies from their inception through private placements and other forms of fund-raising.

Infrastructure Projects and Tenders – The firm has been involved in many of Israel's major infrastructure projects, representing bidders in public tenders for highway, rail, tunneling, desalination and sewage purification facilities.

Labor Law – The firm provides legal counsel on a wide range of labor issues, including drafting and negotiating employment contracts, severance issues, management changes and plant liquidations, as well as the litigation and arbitration of labor cases.

Bankruptcy and Liquidation – The firm is highly proficient in insolvency issues and represents large corporate creditors and debtors in complex liquidation, receivership and debt restructuring proceedings, as well as in insolvency litigation and enforcement of loan guarantees. From time to time the firm is nominated by the Israeli courts as a trustee and administrator of corporations under reorganization.

Tax – The firm's tax department provides tax advice for individuals and corporations, including in mergers and acquisitions, reorganizations and international taxation for corporations and high net-worth individuals. In addition, the tax department provides general tax counseling and tax planning for all types of transactions, representation of clients before various tax authorities, courts and other tribunals and formation and operation of international trusts. In addition to the direct services provided to the clients in the various tax areas, the advice of the tax department is integrated into the services provided by the other departments of the firm, as part of the comprehensive service concept.

Real Estate, Zoning & Environment – The firm handles major domestic and international real estate transactions and specializes in zoning and planning issues. The environmental department provides litigation and transactional counseling services to corporate, industrial and real estate clients.

The Firm in the Community – Zellermayer, Pelossof & Co. is strongly committed to playing an active role in public service activities. A partial list of projects in which the firm is involved includes the Yitzhak Rabin Center, the TALI educational fund, the Haleb Bamishpat pro bono program, the Israel Philharmonic Orchestra and Tabeka (a voluntary organization providing legal assistance to the Israeli-Ethiopian community). The firm also represents "Yad-Sara" on a pro-bono basis.

Management Profile

Michael Zeller Mayer, Founding Partner

Education: LL.B., Hebrew University of Jerusalem, Israel (1967).

Professional background: Associate attorney at Fried, Frank, Harris, Shriver & Jacobson, New York (1969-1971). Partner: Porath & Haggin, Tel Aviv (1971-1975); Shibolet, Roberts & Zeller Mayer, Tel Aviv and New York (1975-1981); Zeller Mayer, Gratch & Jacobs, New York (1981-1990). Chairman of the Board of Directors of the Israel Philharmonic Orchestra

(1981-present). Served as a member of the Board of Directors of the Tel-Aviv Municipality Fund; Association of Friends of Tel-Aviv Sourasky Medical Center; Haifa Chemicals Ltd. (1986-1999); Discount Bank Development & Underwriting Co. (1994-1999); Mercantile Discount Bank Ltd.; The Jerusalem Fund and other corporations.

Areas of practice: Mergers & Acquisitions, Corporate and Commercial Law, International Business Transactions, Corporate Financing (including LBO's and public offerings worldwide), Project Financing and Telecommunication.

Avi D. Pelossof, Partner

Education: LL.B., Tel Aviv University, Israel (1972).

Professional background: Senior Partner at Zeller Mayer, Pelossof & Co. (1987-present). Chairman of Haifa Chemicals Ltd. (1997-2008). Member of the Board of Directors of Nilit Ltd. (1992-present). Chairman of the Board of Directors of the Tel-Aviv Stock Exchange Ltd.

(1993-1996). Member of the Board of Directors of Israel Aircraft Industries Ltd. (1985-1989). Managing Director and CEO of Elite Food Industries Ltd. (1980-1986). Admitted to the Israel Bar (1972).

Areas of practice: Business Law, Mergers & Acquisitions, Project Financing, Infrastructure Projects and Commercial Litigation. Representation of Clients in the Israeli media business.

Eyal Rosovsky, Partner

Education: LL.M. (Cum Laude), London School of Economics, UK (1989). LL.B. (Cum Laude), Hebrew University of Jerusalem, Israel (1986).

Professional background: Senior Partner at Zeller Mayer, Pelossof & Co. (2006-present). Partner at Haim Zadok & Co. (1990-2006). Associate attorney at Haim Zadok & Co (1987-1990). Chairman of the committee for appointment of CPA's for Government-Owned

companies and the establishment of their salary. Member of the committee for the selection of the Attorney General for the State of Israel. Member of the Goren committee, the Advisory committee to the Minister of Legal Affairs with respect to civil procedure rules in Israel. Chairman of the Tabeka Society which provides legal assistance to Ethiopian immigrants in Israel. Admitted to the Israel Bar (1987). Member of the Israel Bar Association Central Committee and Head of the Courts' Committee of the Bar (1999-2003).

Areas of practice: Commercial Litigation.

Guy Tsafir, Partner

Education: LL.B., Tel Aviv University, Israel (1991).

Professional background: Partner at Zeller Mayer, Pelossof & Co. (1996-present). Associate

attorney at Zeller Mayer, Pelossof & Co. (1992-1996). Admitted to the Israel Bar (1992).

Areas of practice: Telecommunication, Real Estate, Environment, Zoning, Administrative Law and litigation in these areas.

Doni Toledano, Partner

Education: LL.M., University of Michigan, US (1990). LL.B., Hebrew University of Jerusalem, Israel (1987).

Professional background: Partner at Zeller Mayer, Pelossof & Co. (2006-present). Partner at Haim Zadok & Co. (1995-2006). Associate attorney at Haim Zadok & Co (1993-1995).

Associate attorney at the New York law firm of Reid & Priest and the Detroit firm of Honigman, Miller, Schwartz & Cohn (1990-1993). Associate attorney at Mishael Cheshin & Co., Jerusalem (1988-1989). Admitted to the Michigan Bar (1991). Admitted to the Israel Bar (1988).

Areas of practice: Corporate and Commercial Law, Antitrust Law, Local and International Transactions and Commercial Litigation.

Sarit Moussayoff, Partner

Education: LL.M., Tel Aviv University in collaboration with Berkeley University, California (2007). MS.c., London School of Economics and Political Science, UK (1995). LL.B., Reading University, UK (1994).

Professional background: Partner at Zeller Mayer, Pelossof & Co. (2006-present). Associate

attorney at Zeller Mayer, Pelossof & Co. (2000-2006). Associate attorney at Efrati, Galili & Co. (1999-2000). Associate attorney at Moshe Kaplanski Law Offices (1997-1999). Admitted to the Israel Bar (1996).

Areas of practice: Mergers and Acquisitions, Corporate and Commercial Law, Venture Capital and Securities Law.

Eran Shimony, Partner

Education: LL.B. (Cum Laude), Tel Aviv University, Israel (1998).

Professional background: Partner at Zeller Mayer, Pelossof & Co. (2006-present). Partner

at Haim Zadok & Co. (2005-2006). Associate attorney at Haim Zadok & Co. (1999-2004). Admitted to the Israel Bar (1999).

Areas of practice: Commercial Litigation, Corporate Law, Libel and Defamation Law and Labor Law.

Oren Gross, Partner

Education: LL.M. (Magna Cum Laude), Tel-Aviv University, Israel (2005). LL.B. (Magna Cum Laude), College of Management, Israel (2000). B.B.A. (Bachelor of Business Administration) (Finance), (Magna Cum Laude), College of Management, Israel (2000).

Professional background: Partner at Zeller Mayer, Pelossof & Co. (2007-present). Associate attorney at Zeller Mayer, Pelossof & Co. (2001-2007). Admitted to the Israel Bar (2001).

Areas of practice: Commercial and White Collar Litigation and litigation involving Environmental, Administrative and Communication Law.