

Caffè Nero Podcast Transcript

Speaker key

JD	Jon Dewey – Interviewer
SD	Sanjeev Dhuna – Partner
JG	James Graham – Senior Associate
RB	Ranajoy Basu – Associate
AH	Ally Horn – Trainee

[JD] Sanjeev, tell me a bit about the background to the deal.

[SD] Sure. Caffè Nero used to be listed on the London Stock Exchange. It was run by, and still is run by a chap called Dr Gerry Ford. He came to the realisation that, for different reasons, it would be better for the company that he was running to be taken private. That means that he basically buys the company back from the public shareholders, launches what we refer to as an offer, and actually then recovers all the shareholding and control and is able to implement his business vision for Caffè Nero without having to deal with some of the onerous requirements of being a public listed company.

[JD] And what was Allen & Overy 's role?

[JG] We were asked to act for Bank of Scotland to provide the funding to Gerry Ford. What that means is preparing a number of documents for Bank of Scotland – a loan agreement and various security documents. The loan agreement itself simply sets out, 'this is how much money I want to lend you, this is when I want it back, this is how much interest I'm going to charge you', very much like your standard student overdraft. The security document is saying, 'okay, in order to get my money back I'd like to take some security for that. So if you don't pay me back I'll be able to take your... basically your business away from you'.

[JD] What role did the trainees in the team play?

[RB] Our job was mainly twofold. One was reviewing comments and drafting certain sections of the relevant document. But, more importantly, leading up to the closing of the transaction itself, our job was to coordinate the collation of all the documents, which needed to be signed before the deal could be closed and the money could be transferred. This was a process that involved not only coordinating with the internal team, but also with lawyers on the other side, as well as clients.

[AH] I helped Ranajoy with that in the lead-up to completion and then, after completion, one of my main tasks was registering the security that had been taken.

[JD] What does that mean?

[AH] Basically, in order for the bank to be able to enforce the security and get their money back in the event of default, the loan has to be registered at Companies House.

[JD] So, what was the atmosphere like as the deadline approached?

[JG] We worked well together as a team. We were working late nights, we were on conference calls together. So we were all there as a sort of bonded unit, which is obviously good for, you know, the general working environment. And I think we all got on very well.

[SD] When things are stressful and you're there working until late hours and evenings, you know, during the weeks and weekends, which is what we do in the City in firms like ourselves, what you rely on is the friendships that you have amongst your colleagues and your clients. And that's what makes it special.

[JD] And what did you take away from the deal yourself?

[AH] Well, I suppose it was, it was the first kind of big deal that I worked on so I'd never really worked those kind of hours before and I was surprised how fast time passes. You think the idea of staying in the office until five in the morning sounds really horrible. But actually, at the time, it was all pretty exciting and we got in taxis and went over to the other law firm and there were lots of people there. So I guess, in a way, it made me less scared of having to work long hours and it also emphasised how important, as a trainee, it is to be organised. There's a lot to keep on top of.

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