

LLP number OC307988

O'Melveny & Myers LLP  
Annual report and financial statements  
for the year ended 31 January 2009

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# O'Melveny & Myers LLP

## Annual report and financial statements

for the year ended 31 January 2009

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#### **Registered Office**

Warwick Court  
5 Paternoster Square  
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EC4M 7DX

#### **Auditors**

PricewaterhouseCoopers LLP  
1 Embankment Place  
London  
WC2N 6RH

# **O'Melveny & Myers LLP**

## **Report to the members for the year ended 31 January 2009**

The Management Committee of O'Melveny & Myers LLP ("the LLP") presents this report on behalf of the members together with the audited financial statements of the LLP for the year ended 31 January 2009.

### **Firm structure**

The LLP has been established to carry on the practice of law as a Limited Liability Partnership in the United Kingdom in accordance with the applicable professional regulations. It is a condition of admission as a member of the LLP that such a member shall also be a member of the LLP's associated US firm, also called O'Melveny & Myers LLP ("the US LLP"), which is a Limited Liability Partnership organised and existing under the laws of the State of California.

### **Principal activities**

The principal activities of the LLP comprise the provision of professional legal advisory services. It operates in association with the US LLP referred to above in the following offices: Beijing, Brussels, Century City, Hong Kong, Los Angeles, Newport Beach, New York, San Francisco, Shanghai, Singapore, Silicon Valley, Tokyo and Washington D.C..

### **Designated members**

The designated members (as defined in the Limited Liability LLP Act 2000) of the LLP during the year were John D. Daghljan, Christopher Ashworth (appointed 3rd September 2007 and resigned 1<sup>st</sup> May 2008) and Solomon Wifa (appointed 1<sup>st</sup> May 2008).

### **Members' subscription and repayment of members' capital**

Under the terms of the Members' Agreement relating to the LLP, the members of the LLP can be required to make capital contributions to the LLP as determined from time to time by the Management Committee. It is intended that any member's capital so contributed will be repayable to the contributing member within 30 days following the date on which that member ceases to be a member of the LLP. Members' capital is classified within the accounts as a liability.

In the event of a winding up, loans and debts due to members would rank behind unsecured creditors.

### **Allocation of profits and losses and drawings**

Members can be remunerated out of the profits of the LLP (and can also be remunerated separately from the profits of the associated US LLP in their capacity as members in that firm) and are required to make their own provision for pensions and other benefits. Profits are allocated and divided between the members after finalisation of the financial statements. Certain members, as designated from time to time in a separate agreement between such members and the US LLP, hold such portion of the interest allocated to them in the profits of the LLP for the benefit of the members' of the US LLP. Members' profit shares will normally comprise:

- a base component, reflecting the role and seniority of each member;
- an allocation of residual profits not retained for future investment in the business.

## O'Melveny & Myers LLP

Where allocations of profits are made to members, to the extent that there is insufficient cash in the business to fund the distributions from the LLP, the US LLP by agreement with the members will provide the required funding consistent with such allocations.

### **Creditor payment policy**

The LLP does not follow a specific standard or code for the payment of creditors. It agrees payment terms with its suppliers when it enters into purchase contracts. It then seeks to adhere to these arrangements providing it is satisfied that the supplier has provided the goods and services in accordance with the agreed terms and conditions.

### **Auditors**

So far as the Management Committee is aware, there is no relevant audit information of which the firm's auditors are unaware. The Management Committee members have taken all steps that ought to have been taken to make themselves aware of any relevant audit information and to establish that the LLP's auditors are aware of this information.

The independent auditors, PricewaterhouseCoopers LLP, will be proposed for reappointment.

### **Members' responsibility statement**

The Companies Act 1985, as applied to limited liability partnerships, requires the members to prepare financial statements for each financial year that give a true and fair view of the state of affairs of the LLP and of the profit or loss of the LLP for that period.

In preparing those financial statements the members are required to:

- select suitable accounting policies and then apply them consistently, subject to any changes disclosed and explained in the financial statements,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume the LLP will continue in business, in which case there should be supporting assumptions or qualifications as necessary.

The members are also responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the LLP and to enable them to ensure that the financial statements comply with the Companies Act 1985, as applied to limited liability partnerships. They are also responsible for safeguarding the assets of the LLP and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

These responsibilities are fulfilled by the Management Committee on behalf of the members. The Management Committee confirms that, to the best of its knowledge, it has complied with the above requirements in preparing the financial statements.

### **On behalf of the Management Committee**

John Daghlia

Designated Member



17 / 11

2009

# **O'Melveny & Myers LLP**

## **Independent auditors' report to the members of O'Melveny & Myers LLP**

We have audited the financial statements of O'Melveny & Myers LLP for the year ended 31 January 2009 which comprise the profit and loss account, the balance sheet, the cash flow statement and the related notes. These financial statements have been prepared under the accounting policies set out therein.

### **Respective responsibilities of members and auditors**

The members' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Members' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the members of the partnership in accordance with the Companies Act 1985 as applied to limited liability partnerships by the Limited Liability Partnerships Act 2000 and regulations made thereunder, and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985, as applied to limited liability partnerships. We also report to you if, in our opinion, the limited liability partnership has not kept proper accounting records, or if we have not received all the information and explanations we require for our audit.

We read the other information contained in the Annual Report, and consider whether it is consistent with the audited financial statements. This other information comprises only the Members' Report. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

### **Basis of audit opinion**

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the members in the preparation of the financial statements, and of whether the accounting policies are appropriate to the limited liability partnership's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

## O'Melveny & Myers LLP

### Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the LLP's affairs as at 31 January 2009 and of its profit for the year then ended;
- the financial statements have been properly prepared in accordance with the provisions of the Limited Liability Partnerships Regulations 2001 made under the Limited Liability Partnerships Act 2000;
- the information given in the Members' Report is consistent with the financial statements.



**PricewaterhouseCoopers LLP**

Chartered Accountants and Registered Auditors  
London

17 November 2009

## O'Melveny & Myers LLP

### Profit and loss account for the year ended 31 January 2009

	Note	2009 £	2008 £
Turnover	2	21,843,937	16,766,471
Operating costs			
Staff costs	3	(7,675,660)	(7,348,151)
Depreciation and other amounts written off tangible fixed assets		(621,264)	(521,827)
Other operating charges		(5,027,011)	(5,120,185)
		(13,323,935)	(12,990,163)
Operating profit	4	8,520,002	3,776,308
Net interest payable	5	(11,366)	(36,324)
Profit for the financial year available for discretionary division among members	13	8,508,636	3,739,984

All items dealt with in arriving at operating profit above relate to continuing operations.

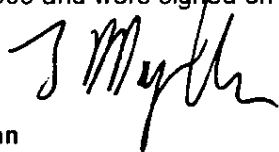
The limited liability partnership has no recognised gains and losses other than the profits above and therefore no separate statement of total recognised gains and losses has been presented.

# O'Melveny & Myers LLP

## Balance sheet as at 31 January 2009

	Note	2009 £	2008 £
<b>Fixed assets</b>			
Tangible assets	7	1,974,544	2,390,196
<b>Current assets</b>			
Debtors receivable within one year	8	7,149,244	6,503,061
Cash at bank and in hand		2,008,541	324,235
		9,157,785	6,827,296
Creditors – amounts falling due within one year	9	(1,946,825)	(2,092,483)
<b>Net current assets</b>		7,210,960	4,734,813
<b>Total assets less current liabilities</b>		9,185,504	7,125,009
Creditors – amounts falling due after more than one year	10	-	(2,403,928)
Provisions for liabilities and charges	11	(233,333)	(183,333)
<b>Net assets</b>		8,952,171	4,537,748
<b>Represented by:</b>			
<b>Loans and other debts due to members within one year</b>			
Members' capital classified as a liability under FRS25	13	41,171	59,650
<b>Equity</b>			
Other reserves	13	8,911,000	4,478,098
<b>Members' other interests</b>		8,952,171	4,537,748
<b>Total members' interest</b>			
Members' capital	13	41,171	59,650
Members' other interests	13	8,911,000	4,478,098
<b>Members' other interests</b>		8,952,171	4,537,748

17 The financial statements on pages 7 to 19 were approved by the Management Committee on November 2009 and were signed on behalf of the members of O'Melveny & Myers LLP by:



John Daghlia  
Designated Member



## O'Melveny & Myers LLP

### Cash flow statement for the year ended 31 January 2009

	Note	2009 £	2008 £
Net cash inflow/ (outflow) from operating activities	14	<b>6,045,136</b>	(339,324)
Returns on investment and servicing of finance	15	<b>(11,366)</b>	(36,324)
Capital expenditure and financial investment	15	<b>(119,416)</b>	(199,698)
Transactions with members	15	<b>(4,230,048)</b>	14,650
Net funds at beginning of year	16	<b>324,235</b>	884,931
Increase/(Decrease) in cash in the year		<b>1,684,306</b>	560,696
<b>Net funds at end of year</b>		<b>2,008,541</b>	324,235

# **O'Melveny & Myers LLP**

## **Notes to the financial statements for the year ended 31 January 2009**

### **1 Accounting policies**

#### **Basis of preparation**

The Financial Statements have been prepared in accordance with the applicable United Kingdom accounting standards including the Revised Statement of Recommended Practice (SORP), Accounting by Limited Liability Partnerships and under historical cost convention. The policies have remained unchanged from the previous year.

#### **Going concern**

The Management Committee considers that the financial resources available to the business from the US LLP are adequate to meet its operational needs for the foreseeable future. Consequently the going concern basis has been adopted in preparing these financial statements.

#### **Foreign currencies**

Transactions denominated in foreign currencies are recorded at the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated at the rates prevailing at that date. Translation differences are included in the profit and loss account. Where there are long term funding balances denominated in foreign currencies, these are retranslated annually with any exchange gain being taken to reserves.

#### **Turnover**

Turnover represents amounts chargeable to clients for professional services provided during the year, inclusive of direct expenses incurred but excluding value added tax. Revenue is recognised for all work performed in the year where the recoverability of the consideration can be assessed with reasonable certainty except where the consideration is contingent. Where revenue cannot be assessed with reasonable certainty or is contingent on a future event, no turnover is recognised.

Unbilled turnover on individual client assignments, or revenue recognised in excess of payments received on account, is included in accrued income within debtors.

#### **Taxation**

The taxation payable on the partnership profits is the personal liability of the members during the year and consequently neither taxation nor related deferred taxation is accounted for in the financial statements.

# O'Melveny & Myers LLP

## **Tangible fixed assets and depreciation**

Tangible fixed assets are stated at cost, including incidental costs of acquisition, less accumulated depreciation. Depreciation is calculated so as to write off the cost of tangible fixed assets, less their estimated residual values, on a straight-line basis over the following estimated economic lives:

Software	5 years
Furniture and fixtures	7 years
Office art	7 years
Office machines and equipment	5 years
Library	5 years
Architectural fees/leasehold improvements	10 years

## **Retirement benefits**

O'Melveny & Myers LLP operates a defined contribution pension scheme for staff. Contributions are charged to the profit and loss account when they become payable.

## **Leases**

Operating lease rentals are charged to the profit and loss account on a straight line method.

## **Dilapidation provision**

Costs in respect of dilapidation repairs payable on the expiry of property leases are provided for and spread over the period of the tenancy, based on a reliable estimate of the future liability.

## **Allocation of profits and losses and drawings**

Members can be remunerated out of the profits of the LLP (and can also be remunerated separately out of the profits of the associated US LLP in their capacity as members in that firm) and are required to make their own provision for pensions and other benefits. Profits are allocated and divided between the members after finalisation of the financial statements. Certain members, as designated from time to time in a separate agreement between such members and the US LLP, hold such portion of the interest allocated to them in the profits of the LLP for the benefit of the members' of the US LLP. Members' profit shares will normally comprise:

- a base component, reflecting the role and seniority of each member;
- an allocation of residual profits not retained for future investment in the business.

Where allocations of profits are made to members, to the extent that there is insufficient cash in the business to fund the distributions from the LLP, the US LLP (by agreement with the members) will provide the required funding consistent with such allocations.

Unallocated profits and losses are included in other reserves within members' other interests.

# O'Melveny & Myers LLP

## 2 Turnover

Fee income comprises amounts rendered (excluding VAT) and movements in accrued revenue in respect of the provision of services completed for clients during the period.

## 3 Employees

Employees	2009 £	2008 £
Salaries	6,178,766	5,972,595
Social security costs	733,487	704,430
Other benefits (including pension costs)	763,407	671,126
	7,675,660	7,348,151

There were no amounts outstanding in respect of retirement benefits at the year end date (2008:£nil)

The average monthly number of persons employed by the firm during the year was:

By activity	2009	2008
Assistants	28	27
Trainees	8	6
Secretaries	15	18
Support staff	17	15
	68	66

# O'Melveny & Myers LLP

## 4 Operating profit

	2009	2008
	£	£
Operating profit is stated after charging:		
Depreciation of tangible fixed assets (see below)	615,264	521,827
Loss on disposal of fixed assets	5,892	-
Operating lease rentals – land and buildings	931,003	961,603
Fees payable to PricewaterhouseCoopers LLP for:		
– audit of the LLP's annual accounts	31,750	34,750
– tax services	11,469	5,800

A charge for depreciation from the US LLP of £86,088 (2008: £46,288) is included in the above amount.

## 5 Net interest payable

	2009	2008
	£	£
Interest payable	(45,886)	(36,340)
Interest receivable	34,520	16
	(11,366)	(36,324)

## 6 Members' profit shares

The basis on which profits are shared out among members is set out in note 1. The average monthly number of members during the year was 10 (2008: 10).

	2009	2008
	£	£
The average profit per member is calculated by dividing the profit for the financial year by the average number of members	850,864	373,998
<b>Unallocated profits</b>	<b>8,508,636</b>	<b>3,739,984</b>

Profits in respect of the current year have not been allocated at the time of the financial statements being prepared. Allocation of these profits may include an allocation to certain members who will hold them for the benefit of the members of the US LLP as noted in Note 1 (Allocation of profits) and some allocated directly to certain UK resident members.

# O'Melveny & Myers LLP

## 7 Tangible assets

	Office equipment	Fixtures and fittings	Leasehold property	Total
	£	£	£	£
<b>Cost</b>				
At 1 February 2008	641,636	776,633	2,625,250	4,043,519
Additions	67,144	49,082	3,190	119,416
Disposals	(49,571)	-	-	(49,571)
<b>At 31 January 2009</b>	<b>659,209</b>	<b>825,715</b>	<b>2,628,440</b>	<b>4,113,364</b>
<b>Depreciation</b>				
At 1 February 2008	367,162	332,469	953,692	1,653,323
Charge for the year	157,371	108,185	263,620	529,176
Disposals	(43,679)	-	-	(43,679)
<b>At 31 January 2009</b>	<b>480,854</b>	<b>440,654</b>	<b>1,217,312</b>	<b>2,138,820</b>
<b>Net book amount</b>				
<b>At 31 January 2009</b>	<b>178,355</b>	<b>385,061</b>	<b>1,411,128</b>	<b>1,974,544</b>
At 31 January 2008	274,474	444,164	1,671,558	2,390,196

## 8 Debtors

	2009	2008
	£	£
Trade debtors	2,439,349	2,469,631
Other debtors	123,735	48,291
Prepayments	353,738	381,716
Accrued income	3,122,208	3,603,423
Amounts due from associated law firm (note 18)	1,110,214	-
	<b>7,149,244</b>	<b>6,503,061</b>

# O'Melveny & Myers LLP

## 9 Creditors – amounts falling due within one year

	2009	2008
	£	£
Trade creditors	12,638	183,028
Other taxation and social security costs	265,328	263,107
Accruals and deferred income	1,668,859	1,646,348
	<b>1,946,825</b>	<b>2,092,483</b>

## 10 Creditors – amounts falling due after more than one year

	2009	2008
	£	£
Amounts due to associated law firm (note 18)	-	2,403,928

## 11 Provisions for liabilities and charges

	At 1 February 2008	Charged in the year	At 31 January 2009
	£	£	£
Property dilapidations provision	183,333	50,000	<b>233,333</b>

## 12 Financial commitments

At 31 January 2009 the company had annual commitments under non-cancellable operating leases expiring as follows:

	Land and buildings		Other	
	2009	2008	2009	2008
	£	£	£	£
Within one year	-	-	-	-
Within two to five years	-	-	<b>32,416</b>	30,600
After five years	<b>931,003</b>	931,003	-	-
	<b>931,003</b>	<b>931,003</b>	<b>32,416</b>	<b>30,600</b>

# O'Melveny & Myers LLP

## 13 Members' interests

	Members' capital (classified as liability)	Loans and other debts due to/(from) members	Total	Other reserves (classified as equity)	Total
	£	£	£	£	£
<b>Members' interests at 1 February 2007</b>	<b>45,000</b>	<b>-</b>	<b>45,000</b>	<b>532,239</b>	<b>577,239</b>
Profit for the financial year ended 31 January 2008 available for discretionary allocation among members	-	-	-	3,739,984	3,739,984
<b>Members' interests after profit for the year</b>	<b>45,000</b>	<b>-</b>	<b>45,000</b>	<b>4,272,223</b>	<b>4,317,223</b>
Introduced by members	19,051	-	19,051	-	19,051
Repayment of capital	(4,401)	-	(4,401)	-	(4,401)
Net exchange differences	-	-	-	205,875	205,875
<b>Members' interests at 1 February 2008 - carried forward over page</b>	<b>59,650</b>	<b>-</b>	<b>59,650</b>	<b>4,478,098</b>	<b>4,537,748</b>



# O'Melveny & Myers LLP

	Members' capital (classified as liability)	Loans and other debts due to/(from) members	Total	Other reserves (classified as equity)	Total
	£	£	£	£	£
<b>Members' interests at 1 February 2008</b>	59,650	-	59,650	4,478,098	<b>4,537,748</b>
Profit for the financial year ended 31 January 2009 available for discretionary allocation among members	-	-	-	8,508,636	<b>8,508,636</b>
<b>Members' interests after profit for the year</b>	<b>59,650</b>	<b>-</b>	<b>59,650</b>	<b>12,986,734</b>	<b>13,046,384</b>
Allocated profit	-	4,211,569	4,211,569	(4,211,569)	-
Introduced by members	7,545	-	7,545	-	<b>7,545</b>
Repayment of capital	(26,024)	-	(26,024)	-	<b>(26,024)</b>
Drawings and distributions		(4,211,569)	(4,211,569)	-	<b>(4,211,569)</b>
Net exchange adjustments	-	-	-	135,835	<b>135,835</b>
<b>Members' interests at 31 January 2009</b>	<b>41,171</b>	<b>-</b>	<b>41,171</b>	<b>8,911,000</b>	<b>8,952,171</b>

Under the terms of the Members' Agreement relating to the LLP, the members of the LLP can be required to make capital contributions to the LLP as determined from time to time by the Management Committee. It is intended that any member's capital so contributed will be repayable to the contributing member within 30 days following the date on which that member ceases to be a member of the LLP

# O'Melveny & Myers LLP

## 14 Reconciliation of operating profit to net cash inflow from operating activities

	2009 £	2008 £
Operating profit	8,520,002	3,776,308
Depreciation	529,176	475,540
Decrease in creditors	(2,549,586)	(2,917,391)
Increase in provisions	50,000	50,000
Increase in debtors	(646,183)	(1,723,781)
Loss on disposal of fixed assets	5,892	-
Exchange adjustments	135,835	-
<b>Net cash inflow / (outflow) from operating activities</b>	<b>6,045,136</b>	<b>(339,324)</b>

## 15 Analysis of cash flows

	2009 £	2008 £
<b>Returns on investments</b>		
Interest received	34,520	16
Interest paid	(45,886)	(36,340)
	(11,366)	(36,324)
<b>Capital expenditure and financial investment</b>		
Purchase of tangible fixed assets	(119,416)	(199,698)
	(119,416)	(199,698)
<b>Transactions with members</b>		
Capital contributions	7,545	19,051
Capital payments to members	(26,024)	(4,401)
Drawings and distributions	(4,211,569)	-
	(4,230,048)	14,650

## **O'Melveny & Myers LLP**

### **16 Analysis of net funds**

<b>Net funds</b>	<b>2008</b>	<b>Cash flow</b>	<b>2009</b>
Cash at bank and in hand	324,235	1,684,306	<b>2,008,541</b>

### **17 Ultimate controlling party**

The ultimate controlling party is considered to be the members of the US LLP, O'Melveny & Myers LLP.

### **18 Related party transactions**

From time to time O'Melveny & Myers LLP has received advances from the US LLP. At 31 January 2009 amounts totalling £1,110,214 were owed to the UK LLP (2008: £2,403,928 owed by the UK LLP) as a result of these transactions.

# **O'Melveny & Myers LLP**

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