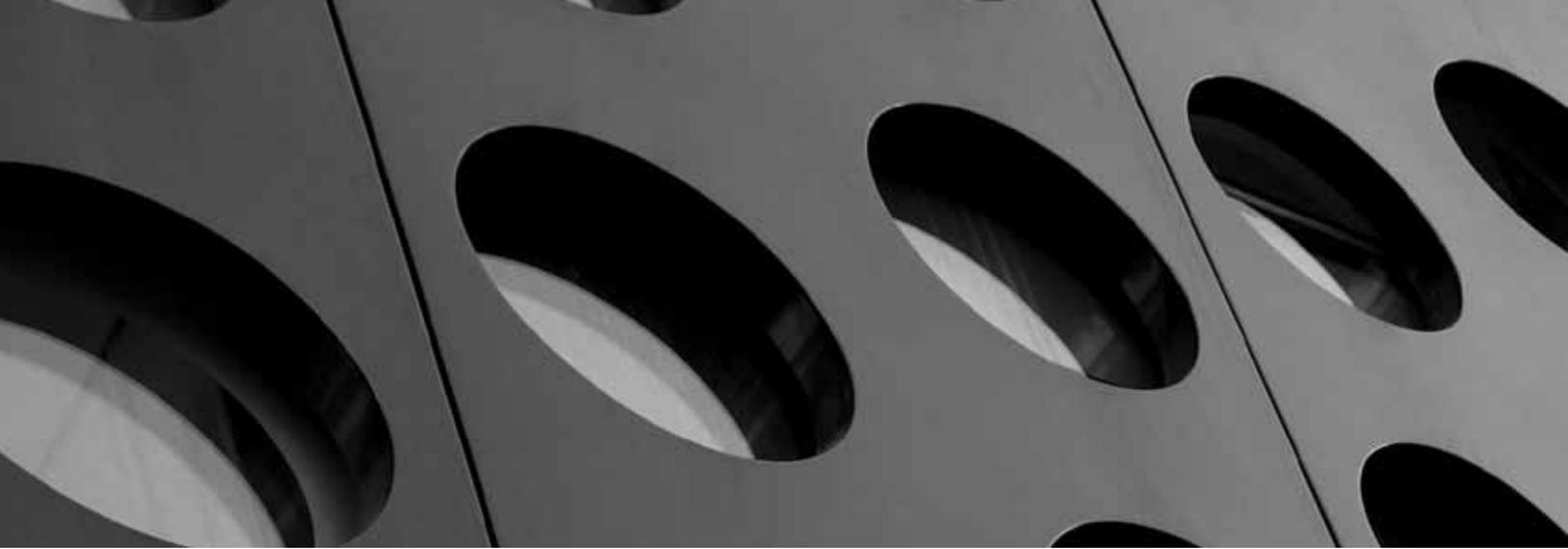




LET US HELP.



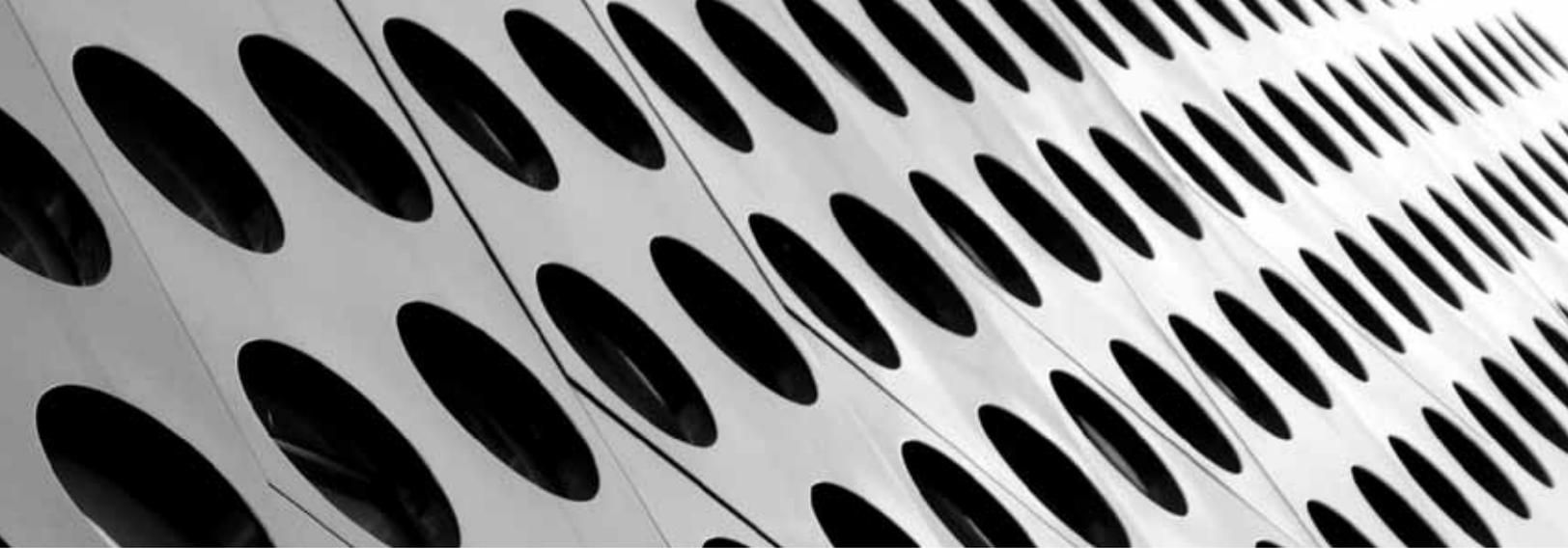


HI. HOW MAY WE HELP YOU?

Ever since my law school days, my professional goal was clear on my mind: I wanted to found and lead a Mexican law firm which will set new quality standards, both in the legal work itself, but also importantly in client service, ethics, and professionalism. When I graduated from law school (ITESM Law School <www.itesm.edu>, Monterrey, Mexico, cum laude, May 1991), I had the fortune to be offered a job as international corporate counsel at **Cemex** <www.cemex.com>. On my first day, just out of law school, I was assigned to my office and introduced to what at the time seemed to be the highest pile of documents I could have

thought of. Most of them were regarding international matters which I had never even heard before. The adventure began.

My job was fascinating. I had great mentors which guided my first steps into my new responsibilities, and I learned quickly. I got immersed into “top of the crop” international corporate legal work, dealing with major global banks, law firms, and financial advisors. All sorts of public & private financing transactions and international M&As became my everyday work. Still as International Corporate Counsel at **Cemex**, I was offered to be a foreign



associate at **Skadden, Arps, Slate, Meagher & Flom's** <www.skadden.com> program in New York. Again, I was thrilled and my job was fascinating. Working at **Skadden** opened my eyes to a whole new world, and positioned me again working side-by-side with the top players in the global financial and M&A world. Perhaps most importantly, I learned to better understand the way global business and legal leaders analyzed the issues at hand, and this certainly marked me again in the path towards the goal that I had set for myself years back.

I was back at **Cemex** for a few more years, and then I took the

tough decision of leaving the work and team that I loved and enjoyed, to pursue my dream. In 1997, the offices of **J.A. Treviño Abogados** (www.jatabogados.com) opened in Monterrey, committed to form and lead an extraordinary team of attorneys in the practice of corporate law in Mexico, exceeding the quality standards which I knew global players expected.

I am proud of the great team of attorneys which make **JATA** what it is today, and I am enjoying the process and our great experiences and success. It took me some time to realize that the adventure had really

started again in 1997; my work is equally or perhaps even more fascinating today.

JATA now has offices in Monterrey and Houston, and we strive every day to be the best team of corporate attorneys in Mexico. Please let me know how we can be of assistance. Let us help.

Jaime A. Treviño.
JATA's Managing Partner &
Resident Partner,
JATA Houston Office.
jtrevino@jatabogados.com

PRACTICAL AREAS

MERGERS AND ACQUISITIONS

Let us put a **term sheet** together and start drafting a **memorandum of understanding**. Shall we assist in the negotiations? What happened with those pending documents to complete **due diligence**? What is the best structure for the transaction? We shall probably discuss that **indemnity language** and its **enforceability** in Mexico. We can certainly draft that **acquisition agreement**, and let us discuss further the **working capital provisions** and the role which is expected of the **transition services agreement**. Don't forget to address **antitrust issues** upfront (or as upfront as possible), and we can certainly advise on the best way to formalize that **right of first refusal** and the **exclusivity** and **non-compete provisions** under Mexican law. Let us make sure that we include those **minority protection rights** in the appropriate corporate documents.

FINANCING

We understand: you are a major global bank arranging a **multi-party global syndicated loan** to be granted to a global holding company outside Mexico, and you need to complete due diligence and formalize the best **security agreements and rights** in respect of the debtor's Mexican subsidiary. Let us help. We can discuss the **assets, shares** and **real estate pledges** and **mortgage** options, and formalize them for you. Perhaps you need a **security trust**, or how about a **transaction trust**? Let us get it set-up for you. You probably need an independent legal opinion in compliance with **Mexican securities' law**? Or let us negotiate your **global financing facility** – we do that too. **Equipment sale** or **lease transactions**? Let us recommend the structure that best protects your rights.

E



CORPORATE AND CONTRACTS

We can work with you to set-up the right structure for your business, and identify the best entity to enter into that **joint venture** you are looking into. Let us work on your **shareholders' agreement** or draft that complex **manufacturing and distribution agreement**. Is your business plan in compliance with **Mexican foreign investment law**? So you need to **lease** your equipment? We can arrange for that and discuss the agreement with your bank as well. Is the agreement subject to an **exclusivity period**? Perhaps a **trust** would be helpful for that. How about that **procurement agreement** which is critical to keep your business running? Let's be preventive and plan so that your **legal risks** may be minimized while we work to maximize your business output.

ENERGY

Mexico is undergoing substantial development in the energy sector, and a huge number of **business opportunities** are arising. Is your business in the loop? Let us help you prepare your business to participate, be active in bids, and take part in the opportunities within the **Mexican energy sector**. Whether your business is involved in the **upstream, midstream or downstream oil & gas sectors**, or if you are involved in any electricity-related business, we can represent your company before **PEMEX, CFE** and the newly formed **authorities**, protect your technology, negotiate new ventures and opportunities and structure and negotiate that consortium that you want to be a part of. We can help you to properly and timely file your **bid documents**, maximizing your possibilities of a successful award. Let us advise you with your lease or service agreements for that **rig** or those **off-shore projects**. Let us help.

PRACTICAL AREAS

REAL ESTATE

So you are a foreigner and you or your company owns or plan to own real estate in Mexico? Have you completed your **due diligence**? Is the real estate located within the **restricted area**? Should we set-up a **trust**? Are there any **water rights** involved? Do you need to **lease** a facility or offices for your business? Let us help. Let us draft and negotiate that **turn-key construction agreement** for you, and make sure that the contractor is complying with all applicable statutes. We can draft your **home lease agreement** too, and also work on the execution of that **estate** regarding the property located in Mexico and which is subject to a **foreign will and estate proceeding**.

BUSINESS START-UP AND INTERNATIONAL TRADE

Yes – we will **incorporate** your Mexican companies efficiently and quickly (and yes, we can offer to take care of that at a fixed rate). Let us work in its appropriate **structuring**, and adopt any particular **business governance** language which your business has set-up as a global standard. We will also prepare all the **minutes** and **resolutions** which are needed for that transaction, and we will certainly take care and custody your **corporate books** and **records** for you. Need an **import/export program**? Let us help. Taking advantage of **NAFTA**? Let us advice you. We also maintain your company in good standing year after year.

E

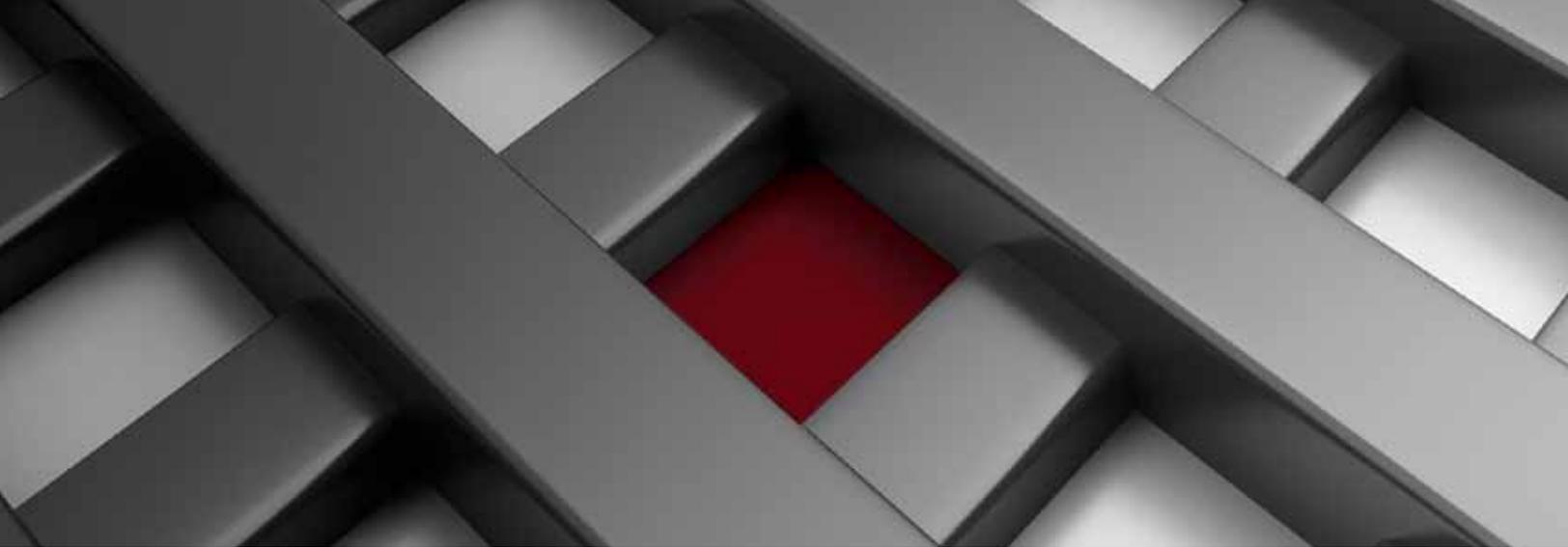


INTELLECTUAL PROPERTY

Is my **trademark** registered in Mexico? "I requested the service in the past from my home-based law firm." O.k., let us run an electronic search and confirm that for you. Let us register your trademark, and look into the **registration of your patents**. Do you need a **renewal** for your existing trademarks? Have you **licensed** that **holding company trademark** you intend to use in Mexico? How about those joint marketing efforts with your distributors, shall they be registered? Or, how about that new logo that is part of your new corporate image? Have you thought about registering your **copyright** to that cool new phrase which will be included in your next marketing campaign? Let us help you in strategizing and building your **intellectual property assets**, which are a core part of your business.

LABOR LAW

You have probably heard how different and complex labor relationships are in Mexico. Let us help you manage them efficiently and in compliance with applicable law. There are formalities which need to be met, and the culture is quite different with what you may have experienced in the past, even considering your substantial HR management experience. We can draft your **employment agreements**, set-up the **mandatory employer-employee commissions** which are applicable under Mexican labor law, prepare and file your **internal work rules**, and help you audit and properly maintain a **Mexican labor file**. Let us help. We can negotiate that **employer substitution structure**, and the new **collective bargaining agreement**. Yes: **labor union life** is vital, and the knowledge of the culture is a must to maintain a healthy and competitive relationship which will help your business grow. Have we discussed **mandatory profit sharing** under Mexican labor law?



WHY ARE WE DIFFERENT

We are the Mexican-based corporate law firm with **offices** in the United States.

Our **Houston** office is strategically located to provide our clients better, convenient and more comfortable access to our services. Designed to coordinate matters with our main office in **Monterrey**, it also provides an excellent link to the major global law firms with which we team-up to represent their clients in **Mexico** as a part of the global transactions on which they are advising.

We want to have the right size that enables our team to work on the type of transactions in which we love to work, with the highest level of **integrity, ethics** and **legal craftsmanship** which makes our quality stand above the rest. We want to be the best, and that has nothing to do with size.

Our type of clients, and the nature of the work we are passionate about, keep our team at the **top of the curve**. We are constantly seeking to take hand of **alternative fee structures** to **satisfy** our clients.*

When you are working with a group of professionals who have studied or worked abroad (or both), you can sense that **cross-border experience** which will help move the issues forward more expeditiously. Our team of attorneys includes counsel, senior associates, **associates** and **of-counsel** which are **experts** in their respective fields. Our **senior associates** have earned **LL.M. degrees** from prestigious global universities.

* We can provide you with a list of some of our representative clients upon request.

RECENT TRANSACTIONS

Perhaps the best showcase of our experience is to list a few **representative transactions** on which we have recently participated:

- » General corporate advice to a number of global companies in their respective incorporation and business start-up in Mexico, including companies based in **China**, the **U.K.**, and the **U.S.A.**
- » Represented **JPMorgan Chase**, **Bank of America** and other global banks in a number of **security & restructuring** transactions involving Mexican companies and assets.
- » Acquisition of a Mexican operations company by the **U.S. subsidiary** of a **publicly listed** company in the **U.K.**
- » Negotiated a complex long-term **equipment lease agreement** for a major **U.S. energy company**, related with services provided in Mexico to **Pemex**.

A more complete list of representative transactions may be found in our website (www.jatabogados.com).

RECENT AWARDS

We have been **internationally** recognized for our work and the **top quality** of our services:

- » **Mexican Cross-Border Law Firm** of the Year, 2012, by CorporateINTL
- » 2012 **Business Start-up Law Firm** of the Year in Mexico, by Finance Monthly in association with Standard Chartered Bank.
- » 2011 **Mexican International Business Law Firm** of the Year, by CorporateINTL
- » **Mexico's Debt Restructuring Law Firm** of the Year for 2010, by CorporateINTL

OFFICES



MONTERREY

Designated in multiple occasions as one of the top Latin American destinations for business, Monterrey is also considered the financial and business capital of Mexico. Our main office is located in Monterrey, and since 1997 we are assisting our clients in their business needs throughout Mexico.

Our Monterrey office is located at:

J.A. Treviño Abogados S.A. de C.V.
Ave. Gomez Morín 955.
Suite 500.
San Pedro Garza García, N.L. 66279.
Tel +52 (81) 8335-4200.
Email: jata.mty@jatabogados.com



HOUSTON

Houston is a major business and financial center in the U.S. It houses multiple global business headquarters, and is a natural base for companies doing business in Mexico and worldwide. Our office focuses in assisting our clients in their Mexican legal needs, in day-to-day coordination with our Monterrey office. Attorneys in our Houston office are authorized to practice law in Mexico only.

Our Houston office is located at:

JAT Abogados, L.L.C.
1700 Post Oak Blvd.
2 BLVD Place.
Suite 600.
Houston, Texas 77056.
Tel +1 (713) 963-3677.
Email: jata.houston@jatabogados.com

WE ARE **JATA**, HOW MAY WE **HELP YOU?**



CONTACT INFORMATION

MONTERREY



J.A. TREVIÑO ABOGADOS

AVE. GÓMEZ MORÍN 955 + DESPACHO 500
SAN PEDRO GARZA GARCÍA, N.L. 66279 MÉXICO
TEL +52 (81) 8335 4200 / FAX +52 (81) 8335 4204

HOUSTON



JAT ABOGADOS, LLC.

1700 POST OAK BLVD + 2 BLVD PLACE
SUITE 600 + HOUSTON, TEXAS 77056
TEL +1 713-963-3677

WWW.JATABOGADOS.COM

INFO@JATABOGADOS.COM

J.A. TREVIÑO ABOGADOS

