

Schwartz

**Investment Funds,
Private Equity and Corporate
Transactions Practice**



Kenneth Schwartz

Founder and Managing Partner

Ken Schwartz is the founder and managing partner of Schwartz LLC, a law firm dedicated to serving private investment funds, including private equity funds, hedge funds and other alternative investment vehicles, investment banks, and major private investors. He concentrates on international corporate and securities transactions, offshore and global structuring, debt and equity raising programs and other corporate finance transactions.

Prior to founding Schwartz LLC, Ken was a partner at Grant, Herrmann, Schwartz & Klinger LLP and the head of its private equity funds practice. Ken is a member of the SIFMA Compliance and Legal Society.

Ken received his law degree from the University of Miami School of Law in 1991 and graduated from Fordham University in 1988 (B.A., History). Ken is fluent in Spanish, Portuguese and French, and has published several articles and spoken at conferences on a variety of corporate and securities law topics.

Schwartz LLC

75 Rockefeller Plaza, 27th Floor
New York, New York 10019-6908
Main +1 (212) 938-0600 Ext. 601
Fax : +1 (212) 938-0601
E-mail: kschwartz@slfglobal.com

PUBLICATIONS AND ADDRESSES

- *Perspectives on Private Equity & Emerging Markets*, panelist at conference Sponsored by The Cardozo Business Law Society of the Benjamin N. Cardozo School of Law, March 26, 2008;
- *Mergers and Acquisitions in Latin America: an Update on Recent Market Developments and SEC Regulation Initiatives*, address to a joint meeting of the Inter-American Bar Association and the Canadian Bar Association, Ottawa, Canada, October 16, 1999;
- *Private Equity Investments in Brazil*, address to the Associação Brasileira de Analistas do Mercado de Capitais (ABAMEC), São Paulo, Brazil, 1998.
- *Private Equity in Latin America*, address to the Inter-American Bar Association, Washington, D.C., September 26, 1997.
- Co-author, with Richard L. Herrmann, *Offshore Private Investment Companies and Trusts*, in LATIN FINANCE / PRIVATE BANKING AND ASSET MANAGEMENT IN LATIN AMERICA 1997.
- *The New Mexican Foreign Investment Law and NAFTA*, address to the Tri-Lateral Commission of North American Chambers of Commerce, Banff, Canada, July 1994;
- *Las Fuentes del Derecho Norteamericano (Sources of American Law)*, address to the National Ass'n of Mexican Notaries, Ciudad Juárez, Mexico, Sept. 24, 1993.
- *Open Price Contracts and Specific Performance Under the U.N. Sales Convention and the U.C.C.*, 1 THE U. OF MIAMI YEARBOOK OF INT'L LAW 356 (1991).

MEMBERSHIPS

- SIFMA Compliance and Legal Society;
- American Bar Association Section of Business Law (Member, *COMMITTEE ON FEDERAL REGULATION OF SECURITIES, Subcommittee on International Securities; COMMITTEE ON VENTURE CAPITAL AND PRIVATE EQUITY, Subcommittee on Fund Formation* and Member, *Subcommittee on International Venture Capital and Private Equity*);
- American Bar Association Section of International Law and Practice (Member, *INTER-AMERICAN LAW COMMITTEE, MEXICAN LAW COMMITTEE*);
- Association of the Bar of the City of New York (Member, *Committee on Inter-American Affairs*, observer/ past member, *Committee on African Affairs*);
- American Foreign Law Association;
- New York State Bar Association Section of International Law;
- International Bar Association;

REPRESENTATIVE TRANSACTIONS AND EXPERIENCE

- U.S. counsel to *Heritage Capital Latin America*, an investment banking affiliate of Banque Heritage, Geneva, on various investment banking, advisory, placement and restructuring engagements as well as U.S. broker-dealer regulatory matters.
- Counsel to general partner of a private equity fund in a secondary private equity fund sale by one of its institutional limited partners to a major secondary private equity fund in connection with a team spin-out.
- Counsel to Banque Heritage in connection with structuring Latin American investment banking operations (team spin-out from major investment bank).
- Representation of *TMG Capital Partners Ltd.* in the structuring and formation of its US \$100,000,000 Brazilian Private Equity Pledge Fund.
- Advising a BVI fund-of-funds in its delisting from the Irish Stock Exchange and updating its Information Memorandum.
- Advising the sponsor of a BVI private fund on U.S. securities law aspects of a private offering shares to U.S. investors.
- Advising a BVI fund on the creation of a new class of shares using the BVI's new segregated portfolio company law.
- Advising an offshore fund-of-funds on U.S. securities law restrictions on investments in other investment companies and publicly traded companies under Rule 12(d)(1) of the U.S. Investment Company Act and Rule 13(d) of the U.S. Securities and Exchange Act.
- Representation of sponsor in a consent solicitation, amendment and offering of a second series of limited partnership interests of a limited partnership to make a venture capital investment in an Internet company led by Softbank Latin America Ventures, L.P.
- Counsel to *GEF Management / Global Emerging Markets Forestry Fund, L.P.* in negotiating and structuring a proposed sustainable timber private equity investment in an emerging market country.
- Counsel to major financial investor as prospective MBO sponsor/investor in a spin-off of a division of a major media company.
- Counsel to an institutional lender in a secured export loan to the U.S. subsidiary of an Argentine manufacturer. The loan was backed by accounts receivable of a major U.S. customer and supported with credit insurance provided by Euler Hermes.
- Representation of a major private investor in the renegotiation and restructuring of \$400,000,000 in principal amount of Leveraged Structured Notes Linked to Various Emerging Market Sovereign Issuers with a leading U.S. investment bank.
- Representation of major South American television network and Cayman Islands subsidiary as Guarantor and Issuer, respectively, of \$200,000,000 a Euro-Commercial Paper Program.
- Advising a major infrastructure group on a potential buyout of a stake in a South American infrastructure joint venture (undisclosed).

- Advising a U.S. proprietary trading firm on structuring its operations as a hedge fund.
- Advising a New York Stock Exchange-listed company on Latin American legal aspects of its acquisition of a U.S. target with operations in Mexico, Brazil and Costa Rica.
- Assisting a portfolio company of Blackstone Capital Partners III, L.P. on the proposed sale of its Hispanic division to another private equity fund.
- Advising Corporación América Sudamericana S.A. in its acquisition of a stake in Aeropuertos Argentina 2000, S.A. from Covanta Energy Corporation.
- Advising a U.S. buyout firm on a bid for the Mexican assets of a division of a Fortune 200 consumer products company in an auction managed by Lazard Frères.
- Advising the controlling shareholder of Aeropuertos Argentina 2000 S.A. in its acquisition of a beneficial stake in the company from Ogden Corporation (Covanta Energy Corporation).
- Advising the controlling shareholders of a major Latin American agricultural commodity firm in a private shareholder consent solicitation in connection with a proposed management buyout.
- Advising an Argentine management group in the buyout of Argentine oil-drilling operations from a major U.S. natural resources company.
- Advising a Colombian agro-industrial group in the acquisition of a Venezuelan feed plant operation.
- Advising Argentine sellers in the spin-off of a courier business to United Kingdom interests.
- Advising a Spanish paper mill on its activities in the United States including organization of a U.S. subsidiary.
- Preparing various commercial agreements for a Spanish paper mill.
- Advising a Spanish textile mill on the restructuring of its minority interest in a U.S. distribution joint venture.
- Forming the U.S. affiliate of a Peruvian investment advisory firm.
- Representation of Aconcagua Capital Group, LLC in the formation and offering of interests in various Delaware limited liability companies formed to make a venture capital investments.
- Representation of Artium Capital Partners, LLC in the formation and offering of a venture capital limited partnership.
- Representation of the principal in a proposed green coffee exporting joint venture with an affiliate of a major commodities trading house.
- Preparation of multiple Financial Advisory Agreements, NDAs and memoranda of understanding between Latin American M&A advisory boutique and bulge-bracket investment banks.