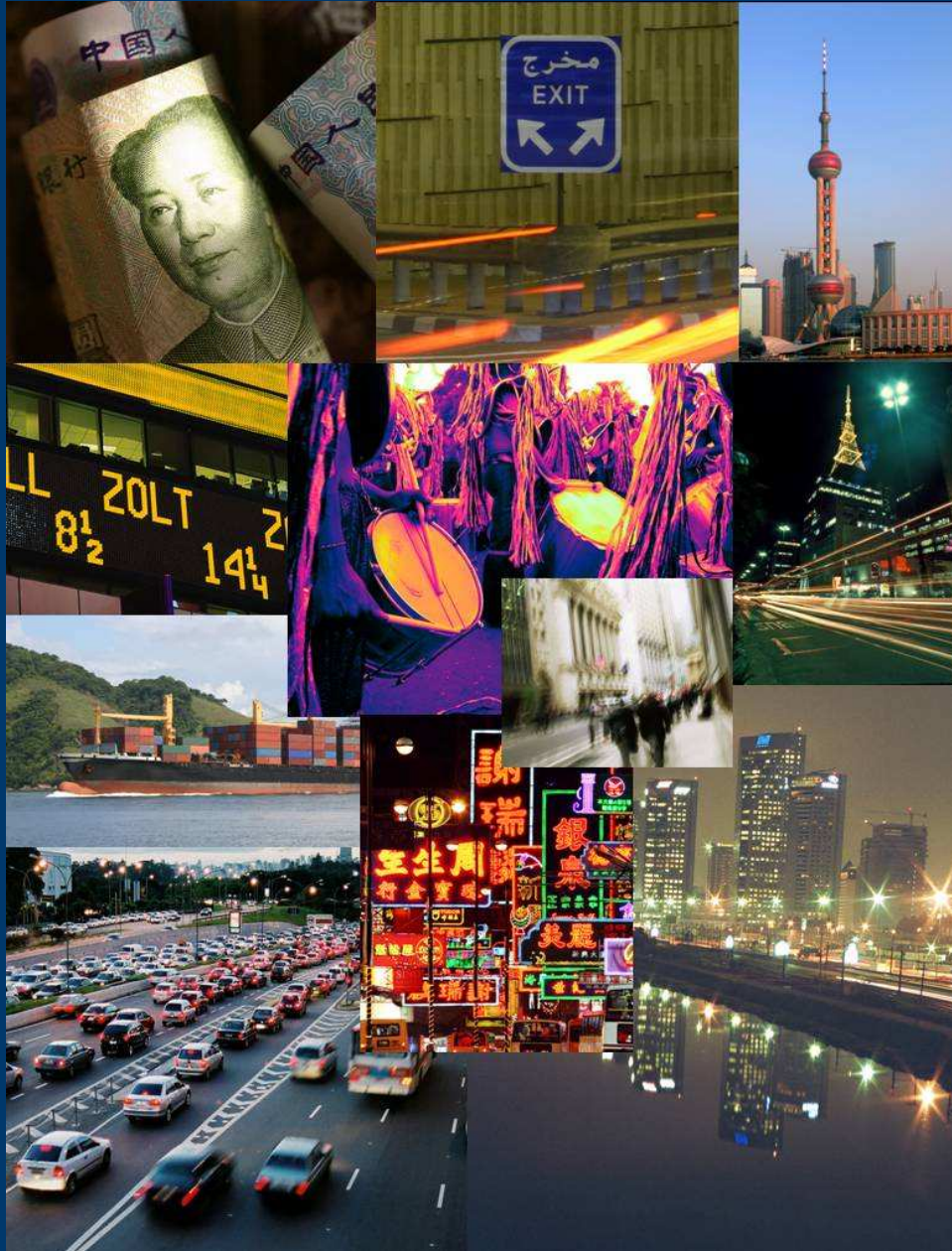


Schwartz

LLC

COUNSELLORS AT LAW



SCHWARTZ LLC
NEW YORK

*“Recommended for: corporate, finance and
investments practice”*

—Client Review on Martindale.com[®] by a major financial institution (April 5, 2009)

ATTORNEY ADVERTISING (NY DR 2-101(f))

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Integrity. Excellence. Focus.



At Schwartz, we are driven by a passion for providing the highest quality legal services to our clients.

We set our sights high and consistently deliver results. We achieve these results through a disciplined approach, a focus on our core practice areas, and by attracting and hiring a diverse team of the brightest global professionals.

In our view, no other element of quality is as important as **Integrity**. It is the foundation of everything we do.

Continued >>

“One of the most well rounded and resourceful lawyers you can have at your side”

— Client Review on Martindale.com[®] (May 11, 2009)

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Whether advising a sponsor raising a private equity fund, representing a buyout firm in an emerging market investment, or helping a growing corporation to structure an acquisition, Schwartz's mission is always to exceed client expectations.

Our lawyers care deeply about the quality of their work, and have a reputation for creativity, dedication and determination.

Our lawyers are accessible 24/7 and work on a state-of-the-art technology platform that enables them to work from anywhere in the world.

We are privileged to serve leading investors, corporations, investment funds and investment banks from many countries. We would welcome the opportunity to serve you.



Kenneth Schwartz
Managing Partner
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“We help corporations and investors

Focus

Our practice is focused on serving the special needs of private equity funds, buyout firms, hedge funds, investment banks, corporations and major private investors active around the world, and foreign corporations or investors investing, doing business or raising capital in the United States.

Our firm is dedicated to providing the highest caliber of services in selected complementary areas required by our clients, including:

- **Latin American and Emerging Markets Investments**
- **Private Equity and Investment Fund Formation**
- **Offshore Structures and Fund Formations**
- **Private Equity Investments and Buyouts**
- **Negotiated Mergers, Acquisitions and Divestitures**
- **Corporate Finance Transactions and Securities Law**
- **Cross-Border Transactions**
- **Investment Banking Law**

turn their vision into reality — across borders.”

Knowledge and Experience

In addition to an established track record in emerging markets, private equity investments, and special situations, our firm has experience in a wide variety of other areas such as corporate transactions, capital markets, lending, structured transactions, derivatives, tax, investment banking regulation, and international holding company structures. Our attorneys have many years of deal experience at major corporate law firms.

Our in-depth knowledge of emerging markets, combined with deal-making experience and foreign language capabilities, enable us to advise clients effectively on cross-border deals.

Local Capabilities and Wall Street Breadth

Schwartz maintains extensive active working relationships with leading law firms, bankers and advisers in cities and countries throughout Latin America, Africa, the Middle East, Asia and other emerging markets. These relationships enable us to structure and execute transactions in a large number of emerging market countries.

Our firm has close working relationships with several leading Wall Street and City of London law firms, assuring our clients the necessary depth of resources for any transaction or matter.

THE FIRM AT A GLANCE:



TEAM BIOS AND DEAL SHEETS

Please visit our website for complete professional **bios** and **deal sheets**:
<http://www.slfglobal.com/sub/Lawyers.jsp>

LANGUAGES SPOKEN BY PARTNERS:


English, Spanish, Portuguese, French

Private Equity

Since our founding in 2005, we have represented clients in the full spectrum of private equity, principal and special situations transactions, from fund formation and secondary sales of limited partnership interests, to private

equity investments abroad and in the U.S. These transactions have involved institutions such as Merrill Lynch, Deutsche Bank, The Global Environment Fund, Goldman Sachs, and F.M.O., among others, as well as family offices and major private investors.





On behalf of our clients,
we have acted in
matters in which other
parties were
represented by
leading law firms such
as Skadden Arps,

Fried Frank, Hogan &
Hartson, Hughes
Hubbard, Simpson
Thacher & Bartlett,
and many others.

AREAS OF PRACTICE

Private Equity Funds

The Schwartz team has many years of experience in structuring private equity funds for independent private equity firms and sponsors. Work for such clients includes structuring private equity management companies, formation of funds, formation of pledge funds, agreements among sponsors or co-investors, structuring co-investment and 'club' deal investment vehicles and structuring holding entities for portfolio companies.

We have longstanding relationships with many development finance institutions (DFIs and IFIs) and family offices that are active investors in emerging markets private equity.

Schwartz advises private equity fund sponsors and buyout firms on a wide range of tax, legal and securities issues related to private equity funds, including secondary fund transactions. Schwartz is actively involved in structuring and advising clients on complex cross-border private equity holding structures, often involving multi-tiered entities in several jurisdictions. We have advised private equity firms organizing pledge funds or sponsoring 'club-deals'. We have also structured syndicates for venture capital investments involving major venture capital firms.

Private Equity Firm Structuring and Secondary Transactions

We have experience in organizing and structuring private equity firms in a variety of jurisdictions, advising on internal arrangements among the principals, financial investors and other personnel of sponsors, including governance structures, shareholder agreements, carried interest allocation plans, and co-investment vehicles for executives and employees. We are also experienced in team spin-out and secondary transactions. Schwartz also advises private equity management firms on international tax aspects of ownership structures.

Hedge Funds and Alternative Investment Vehicles

Schwartz serves as U.S. counsel to a number of participants in the hedge fund industry, including offshore mutual funds, hedge funds, commodities futures funds, funds-of-funds, fund administrators, fund sponsors, private investors, independent asset management firms and financial institutions. We organize private investment funds and similar investment products for offer offshore, in foreign markets or in the U.S. We provide tax, corporate and securities advice to their sponsors. Private investment funds are at the core of our securities practice.

Schwartz has close working relationships with counsel, fund administrators and auditors in the leading financial centers and fund domiciles, including the Cayman Islands, British Virgin Islands, Bermuda, Bahamas, Ireland, Luxembourg, Malta, Cyprus, Gibraltar, Guernsey, and others. We also have long-established relationships with prime brokers and custodians.

We work with local counsel to register investment funds and fund managers under local laws or qualify them under exemptions from such laws. We advise fund advisers and investment managers on the full range of securities laws applicable to their businesses.

Mergers, Acquisitions and Divestitures

We have regularly act as legal advisers to foreign and domestic clients on negotiated corporate acquisitions and divestitures, advising various parties in leveraged and unleveraged stock purchases, asset purchases, redemptions and recapitalizations, buyouts, acquisitions of joint-venture stakes, spin-offs, acquisitions of divisions, corporate auctions and other corporate transactions in the United States, and in many countries around the world. In the area of foreign acquisitions and transactions, we are well known for our experience in Latin America and in emerging markets around the world, including the BRIC countries, the Middle East, Africa and Asia. We also represent foreign investors and corporations on their U.S. investments and transactions.

Private Equity Investments

Schwartz represents private equity funds, special situations groups and major private investors in connection with all aspects of their private equity business, from structuring and organizing private equity management firms and private equity funds to acquiring and exiting portfolio companies. Our knowledge of securities, corporate and tax laws is concentrated in the areas relevant to serving the private equity deal community abroad and in the U.S. Our combination of experience working with emerging markets, our knowledge of foreign legal systems and our fluency in many foreign languages makes us uniquely suited to serving private equity sponsors, managers and investors in emerging markets – one of our core practices and recognized strengths.

We have experience in a wide variety of private equity investments and exit transactions, including control investments and minority investments, purchases of subsidiaries and divisions of larger companies and “club” deals.

Timber, Mining and Natural Resources; Environmentally Sustainable Investments

Schwartz has been active in structuring sustainable timber and forestry investments for institutional investors, private equity funds and TIMO's in emerging markets, including recently advising a major international private equity fund on a proposed environmentally sustainable project in Lusophone Sub-Saharan Africa. We are knowledgeable about timber leases, timber concessions and industry practices. We have also recently advised an early-stage Brazilian mining company on structuring capital-raising investment vehicles.

Project Finance and Government Concessions

Our team members have experience in representing and advising various parties in the financing of international infrastructure, energy and natural resources projects.

Capital Markets and Corporate Finance

We have many years of experience representing foreign and domestic issuers in unregistered capital markets transactions such as debt and equity financings, Euro-commercial paper programs and medium-term note programs by offshore subsidiaries, including offerings under Regulation D, Regulation S and Rule 144A under the U.S. Securities Act of 1933.

We have advised private investment funds on the listing rules of various international securities exchanges, including the Irish Stock Exchange and the Luxembourg Stock Exchange. We work closely with the leading law firms in the principal offshore jurisdictions to provide clients with advice concerning securities and investment laws of such jurisdictions.

Commercial Lending, Syndications, Participations, Mezzanine Debt and Secondary Debt Trading

Schwartz represents corporate borrowers and institutional lenders in domestic and cross-border lending transactions, secured and unsecured loan facilities, both senior and subordinated, and private placements of high-yield debt. Our team is also active in mezzanine debt finance as well as secondary loan sales and similar transactions such as participations.

Our team also has experience in cross-border aircraft leasing and finance.

Broker-Dealers, Investment Banks, Derivatives Brokers and Investment Advisors

Schwartz provides advice to broker dealers, boutique investment banks, derivatives brokers and investment advisers on the full range of securities and regulatory legal issues affecting their businesses, including advice on the Securities Act of 1933, the Securities Exchange Act of 1934, the Investment Advisers Act of 1940, the Investment Company Act of 1940 and the Commodity Exchange Act, with a particular emphasis on the special issues encountered by foreign-owned firms and offering of foreign instruments in the U.S. We also advise private equity and hedge fund general partners on broker-dealer regulatory aspects of their businesses.

We advise clients on structuring, organizing and registering securities broker-dealers with FINRA (formerly the NASD) and futures and options introducing-brokers, futures commission merchants and commodity trading advisers with the National Futures Association (NFA), as well as representing such firms in

ongoing regulatory matters involving the Securities and Exchange Commission (SEC) or the Commodities Futures Trading Commission (CFTC). We advise foreign financial institutions on organization of offshore securities subsidiaries and domestic broker-dealers.

We also advise on transactions among broker-dealers, introducing brokers and inter-dealer brokers, including introducing broker agreements, as well as agreements between institutional customers and prime brokers, clearing firms and custody agreements.

Our firm advises principals and other parties in connection with spin-outs of teams to form new investment banks or joint-ventures between their existing employer and other stakeholders such as banks, investment funds or private investors.

We serve as counsel to boutique investment banks and unregistered M&A advisory firms in transactions between such firms and their advisory clients or with registered broker-dealers, reviewing or preparing financial advisory agreements, sub-advisory agreements, engagement letters, financing term sheets, confidentiality and non-circumvention agreements and employee non-competition and non-solicitation agreements and other agreements.

Latin America and Other Emerging Markets

Our Latin America, Africa and emerging markets practice is highly regarded by corporations, investors and law firms located both in emerging markets, the U.S. and major financial capitals.

Our team's deep knowledge of Brazil and Latin America, formed over decades of experience in the region, is the cornerstone of our emerging markets group. Our firm regularly advises parties on corporate and financial transactions in Brazil, Argentina, Mexico, Uruguay, Andean countries and in Central America, on matters from fund formation to private equity investments. Our firm is also active in Sub-Saharan African investment matters.

Our core competency in private equity investing in emerging markets enables us to stay abreast of the latest legal developments and structures for investing in many countries throughout Latin America, Africa, Asia, CIS and the Middle East. Our firm has close working relationships developed by our founder over many

years with bankers and leading corporate law firms throughout emerging markets.

In addition to private equity investing, our emerging markets practice covers a wide variety of corporate and financial transactions, including capital markets, private placements, lending, joint-ventures and regulatory matters. We are involved in the full spectrum of transaction advice, including counseling on government concessions, local investment and securities laws, obtaining investment insurance, and designing tax-efficient investment structures to obtain protection under bi-lateral investment treaties.

We have served as the 'emerging markets' desk for regional corporate law firms in the U.S. and Europe, assisting these firms when their clients seek to do business in new or unfamiliar emerging markets.

Our attorneys are often fluent in several languages and often come to us with large-firm experience. Our permanent team is supplemented by interns and foreign lawyers from many countries in emerging markets. Since our founding, we have had interns and foreign associates from Brazil, Argentina, Venezuela, South Korea, Ghana, Nigeria, Uganda, Côte d'Ivoire and the Democratic Republic of the Congo.

Frontier, Post-Conflict and Pre-Emerging Economies

The Firm has been engaged to advise major clients on proposed investments in foreign countries that have recently emerged from protracted internal conflicts or that have recently opened their economies to international investment. Our frontier and post-conflict economy practice builds on our team's broad emerging markets experience and wide network of contacts in academia, consulting, development finance, government, and law. Our team provides a variety of services including coordination of legal advice and local law research with local counsels, academics and other comparative law advisors, analysis of available investment protection measures, tax and structuring advice, negotiation of concessions, investment agreements and joint-venture agreements.

Doing Business in the United States

We advise foreign companies on a broad range of business and legal matters, including organizing U.S. subsidiaries, negotiating and preparing distribution or sales representation agreements, joint-venture agreements, shareholder agreements and other corporate and commercial agreements. We also represent foreign buyers and sellers of U.S. businesses. Our knowledge of U.S. corporate and tax laws, foreign laws and foreign languages makes us uniquely suited to understanding the concerns of foreign businesses and helping them to understand the U.S. market. Foreign businesses face unique tax and legal issues that are not always familiar to their U.S. counterparties.

Limited Liability Companies and Limited Partnerships

Schwartz is known for its expertise in the use of U.S. pass-through entities for inward and outbound investments, including limited liability companies (LLCs) and limited partnerships (LPs) formed in Delaware, in other states or offshore.

International Holding Company Formations

Through our correspondent relationships around the world, we regularly organize companies, limited partnerships, trusts and other entities for corporate and institutional clients in leading offshore jurisdictions, including:

Abu Dhabi UAE	Dubai UAE	Netherlands Antilles
Bahamas	Guernsey	Nevis (St. Kitts and)
Bahrain	Hong Kong	Panama
Barbados	Isle of Man	Qatar
Belize	Jersey	Seychelles
Bermuda	Macao	Singapore
British Virgin Is.	Malta	United Kingdom
Cayman Islands	Mauritius	Uruguay
Canada		

We are active in advising clients on tax-advantaged European holding company structures and private equity investment vehicles in the leading participation exemption jurisdictions, including:

Belgium	Denmark	New Zealand
Canada	Luxembourg	Spain (ETVE)
Cyprus	Netherlands	Sweden

International Tax

Schwartz is actively engaged in advising foreign and domestic corporations and investors on a range of U.S. tax matters. We work closely with several pre-eminent independent international tax advisers to ensure that clients use optimal investment structures.

Bankruptcy, Restructuring and Distressed Investing

Schwartz maintains active working relationships with special counsel experienced in bankruptcy cases (Chapters 11 and 7), out-of-court restructurings and workouts, advising foreign and domestic creditors, debtors, lenders and private investment funds in a wide range of transactions including debt restructurings, debt-equity swaps and new loans, as well as acquisitions or dispositions of securities or assets of distressed companies.

Technology, Media and Telecommunications

Schwartz team members have been involved in a wide variety of corporate, financial and commercial transactions involving high technology companies, media companies and telecommunications companies. These representations include debt capital markets transactions for a television network, venture capital syndications for early-stage tech companies, representation of a venture capital investor in secondary private sale of venture-capital stake in U.S. cellular telephone bluetooth accessory company; representation of a venture capital investor in a proposed cellular telephone transmission tower venture in Latin America, and representation of a leading global ERP software provider, in various software and distribution agreements.

Intellectual Property

Schwartz works closely with independent trademark and patent counsel in the U.S. and around the world, enabling us to arrange for patent and trademark filings on behalf of clients. We also work closely with special franchising counsel.

Litigation and Dispute Resolution

Schwartz maintains close relationships with several litigation and dispute resolution boutique law firms that routinely handle complex commercial and corporate litigation and arbitration.

Wealth Planning and Private Client Services

Through our close working relationships with some of the world's preeminent international tax and trusts and estates practitioners, we regularly arrange for high net worth clients to obtain access to carefully tailored personal legal advice. Schwartz can provide individual clients with access to offshore company formation and trust management services in all major jurisdictions through our correspondent firms. We can also arrange for advice on personal real estate transactions, yacht and aircraft purchases, charitable activities and non-profit institutions.

Quality and Diversity.

Our clients are leaders in international business and finance – catalysts of change, harnessing the forces of globalization. Our mission is to turn their visions into reality. Our business is to provide them with the highest quality legal service. Our drive for quality starts with *focus*: we devote our time, effort and resources to serving the corporate, private equity, M&A and cross-border investment community. Our drive to deliver quality services continues with an insistence on in-depth understanding of our clients' businesses and the areas of law most relevant to our clients. Quality legal service means far more than efficient execution. It is built on a foundation of integrity. Our clients depend on our experience and sound judgment to help them close their deal – and navigate around questionable ones. Our drive for quality continues with the principle that genuine quality requires a diverse team. Our firm believes that diversity is essential to delivering the perspective, integrity and insight required by our clients in a highly competitive business world. Like our insistence on integrity and focus, our pursuit of diversity is simply part of our passion for excellence. Finally, our drive for quality comes full circle with constant learning as a part of our philosophy – and the starting line for teamwork: we make sure we systematically share knowledge.

Quality and People: Working For Schwartz

We are committed to hiring and training a diverse team of dedicated professionals of the highest integrity, intellectual caliber and discipline, who share our mission to provide the highest quality services and who share our enthusiasm for private equity and emerging markets. We believe in enabling and rewarding excellence.

U.S. Attorneys

If you have a tireless passion for excellence, genuine interest in the world of corporate finance, and probing curiosity about foreign laws and cultures, you should consider making your professional career at the Schwartz LLC. We look for exceptionally qualified dynamic candidates with a strong sense of personal responsibility.

Candidates must possess strong academic credentials, demonstrated interest in emerging markets and complete fluency in at least one language other than English.

Although we are focused on growing organically, we welcome the opportunity to meet with qualified lateral candidates who would like to learn about our vision, our culture and our passions.

Foreign Associate and Foreign Intern Programs

Our firm has active programs for foreign associates (for LL.Ms) and Foreign Interns (for non LL.Ms) program in which foreign attorneys spend from one to three years working at our firm. As a corporate boutique, we offer foreign attorneys an unparalleled opportunity to gain hands-on experience on a range of challenging assignments. The number of openings and qualifications are determined on an ad-hoc basis depending upon the firm's needs.

Summer Interns and Law Students

We welcome applications from law students interested in gaining law firm experience through Summer internships. Applicants must have demonstrated interest in emerging markets and preferably should be fluent in one or more foreign languages.

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Obrigado.

Gracias.

Eskerrik asko

Gràcies

Merci

谢谢

Shukran.

Shukriya. Dhanyawaad.

Ogiwadong. Dalu. Imela.

I ning bara. Abaraka.

Akpe.

barkallaoo feek

I ni che.

Dyula

Meda Ase

naa goodee

ee-may-nah

Weebale

Asante, Asante sana

Thank You.

Schwartz
LLC

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