

# Schwartz

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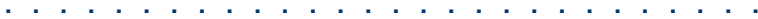
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**Integrity. Excellence. Focus.**



At Schwartz, we are driven by a passion for building long-term relationships and providing the highest quality legal services to our clients in a sustainable manner.

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](https://www.martindale.com)<sup>®</sup>

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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.

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  
[kschwartz@schwartzglobal.com](mailto:kschwartz@schwartzglobal.com)



A handwritten signature in blue ink, appearing to read 'KSchwartz', written in a cursive style.



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# **“We help family offices and private investors**

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## **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:

- **Investments in Latin America, Africa, and Global Emerging Markets**
- **Private Equity and Investment Fund Formation**
- **Socially Responsible Investing and Impact Investing**
- **Shareholder Engagement**
- **Offshore Structures and Fund Formations**
- **Private Equity Investments and Buyouts**
- **Negotiated Mergers, Acquisitions and Divestitures**
- **Corporate Finance Transactions and Securities Law**
- **Cross-Border Transactions**
- **Bespoke Investment Structures**
- **Investment Management Law**



**achieve their goals — across borders.”**

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### **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.sfglobal.com/our-people/>

LANGUAGES SPOKEN:


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 regularly acted  
in matters in which other  
parties were  
represented by  
leading law firms such  
as Skadden Arps, Fried  
Frank, Hogan Lovells,  
Hughes Hubbard,

Simpson Thacher &  
Bartlett, Sullivan &  
Cromwell, Gibson Dunn,  
and others, as well as  
leading law firms around  
the world.

## 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.

## **Private Equity Fund Investments and Due Diligence**

Our deep knowledge of the legal and compliance issues governing private equity and venture capital funds and their managers makes Schwartz uniquely suited to advising institutional investors, major private investors, family offices, and their investment advisers, on proposed investments in such funds. This includes reviewing terms and performing manager and fund-level due diligence on either a limited basis or a comprehensive basis. In limited cases, our founder may also serve as a private investor's representative on portfolio fund advisory committees. Our decades of experience working with emerging markets and frontier markets also gives us uniquely deep insight into many countries where we have longstanding professional and business networks.

## **Mergers, Acquisitions and Divestitures**

We have regularly acted as legal advisers to U.S. and non-U.S. 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 non-U.S. acquisitions and transactions, we are well known for our experience in Latin America and in other emerging markets around the world, including Africa, the Middle East, and Asia. We also represent non-U.S. 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.

### **Socially Responsible Investing and Impact Investing**

Our founder has long been involved in the area of socially responsible investments (SRI), promoting corporate social responsibility (CSR), and in particular investment funds with an environmental, social, and governance (ESG) theme. Schwartz is deeply knowledgeable in various ESG investment standards such as the UN Principles for Responsible Investing, as well as the use of third-party ESG ratings systems.

In connection with its representation of private equity and hedge fund GP’s on fund formations and operations, Schwartz advises GP’s on the environmental, social and governance (ESG) policies, investor due diligence, and ongoing requirements of public pension funds and socially responsible investors at both the fund level and portfolio company level.

Schwartz is also knowledgeable and experienced in cross-border impact investments.

### **Public and Private Company Shareholder Engagement**

Schwartz is well versed in shareholder and stakeholder engagement strategies with boards of directors, corporate management, and fellow shareholders. This includes familiarity with the corporate law and securities law issues surrounding investor activism, such as the regulation of shareholder proposals under SEC Rule 14a-8. Schwartz has deep connections with the responsible investor community and interfaith mission-driven investors.

### **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.

### **Project Finance, PPPs, 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, the submission of bids or applications for concessions, as well as in the negotiation of public-private partnerships (PPPs).

### **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 also advise private investors and investment funds on beneficial ownership reporting obligations related to their holdings, as well as on resales of restricted stock pursuant to SEC Rule 144, 145, and other provisions. We have also advised target company founders, selling shareholders, and executives on their obligations as officers or directors of the acquiring company when the latter is subject to filing SEC reporting (for example, under Section 16 of the Securities Exchange Act).

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 U.S 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, Africa, 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:

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

Together with specialist outside tax counsel, we are active in advising clients on holding company structures and private equity investment vehicles in the leading participation exemption jurisdictions, including:

<b>Belgium</b>	<b>Denmark</b>	<b>New Zealand</b>
<b>Canada</b>	<b>Luxembourg</b>	<b>Societas Europaea</b>
<b>Cyprus</b>	<b>Madeira</b>	<b>Spain (ETVE)</b>
	<b>Netherlands</b>	<b>Sweden</b>

## **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 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, art collections and other collectibles or hobbies, charitable activities and non-profit institutions.

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[schwartzglobal.com](http://schwartzglobal.com)

REV 5 7.26.2024

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

Medasse

naa goodee

ee-may-nah

Weebale

Asante, Asante sana

**Thank You.**

**Schwartz**  
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