

PMRC
ABOGADOS



WHO ARE WE?

PMRC ABOGADOS (“PMRC”) is a law firm formed by attorneys who pride themselves on being fervent advocates of service and strong believers that the practice of law finds its value in innovative and fair solutions to the questions and problems of our society. Our attorneys at PMRC are graduates from top universities and possess extensive professional experience in private and public sectors.

MISSION

To work with the private, public, and social sectors, providing legal solutions and high quality services in a simple, clear and prompt way, helping them achieve their goals, in compliance with the law and for Mexico’s benefit.

VISION

To position PMRC as a solid, forward-looking law firm and as a leader in the market by providing innovative and useful legal solutions for our clients’ decision-making processes, as well as to develop successful attorneys committed to the values of the firm and influential towards Mexican law.

PRINCIPLES (in alphabetical order)

- Clarity:** PMRC is aware that most of its clients are not lawyers. Therefore, we seek to offer solutions and present information in a simple and understandable language. *“The legal language is only useful among lawyers.”*
- Empathy:** PMRC knows that each client has its own needs and problems, so in order to understand both of them, our team is linked as closely as possible with our clients, building interpersonal relationships similar to those that would be generated with a business partner. As a result of these relationships, PMRC is able to offer each client the expected legal solutions, always maintaining a high quality service. *“PMRC is not only a legal services supplier, it is also the clients’ business partner.”*
- Excellence:** Law is a continuously transforming science. Consequently, PMRC lawyers are constantly studying and in training. This is the only way to accomplish our mission. *“A day missed in the study of law is a loss for the lawyer.”*
- Honesty:** It is fundamental for PMRC to achieve our mission with strict adherence to the truth and according with the law. *“Honesty is not an ideal, is a way of living.”*
- Quality:** Fulfilling our clients’ expectation is vital; we achieve this by obtaining an accurate perception of those needs and translating them into a service that meets the client’s expectations. *“A happy client always comes back.”*

PRACTICES

Practices provided by PMRC are as follows (in alphabetical order):

- **Anti-corruption:** Regarding anti-corruption international laws, such as the Foreign Corrupt Practices Act (FCPA) and the creation of the National Anti-Corruption System, PMRC team members have been involved in the preparation of Integrity Policies by which we have implemented anti-corruption compliance programs to protect our client's reputation and prevent sanctions.

- **Administrative Litigation:** The action for judicial review of an administrative-law decision has ceased to be an exclusive procedure in tax matters to have a broad administrative power that has been growing continuously. To this day, these procedures provide the means for judicial review from acts of the public administration, representing a lawsuit where citizens can defend their rights and interests if they are affected by illegal administrative acts.

Due to the foregoing, PMRC offers advice and representation in any type of administrative-law actions before federal or local authorities, in order to defend the rights of our clients against any administrative act that limits, lessens or damages them. Thus, it is possible to bring the action for judicial review of an administrative-law decision against fines for violations of administrative rules, acts that are issued in administrative matters concerning the interpretation and compliance of public works contracts, procurements, leases and services agreements with the public administration, among others. We have broad experience on consumer protection.

- **Anti-Money Laundering:** Being highly specialized in this field, PMRC provides legal counsel services on Anti-Money Laundering (AML), in accordance

with the Federal Law on the Prevention and Identification of Operations with Illicit Resources for both the financial sector and the people that, even though they are not part of the sector, regularly carry out activities referred to as vulnerable according to such law.

As far as the financial sector, PMRC advises and works with its clients: (i) to obtain the SITI (Inter System for Information Transfer) account; (ii) to develop the Operations Manual in order to Prevent, Detect and Report operations with Illicit Proceeds and Terrorism Financing in accordance with the specific business processes of each of our clients; (iii) to submit different reports to the corresponding authorities; (iv) to train its employees and officers; (v) to perform the corresponding legal audit, and (vi) to develop all types of forms and documents required by the corresponding law.

In the case of people that are not part of the financial sector, but who regularly carry out activities referred to as vulnerable under the applicable law, PMRC provides legal advice in identifying clients and users, as well as preparing and submitting the corresponding notices to the authority. Additionally, PMRC also offers its clients training on AML to both, officers and employees, in order to prevent penalties and comply with the applicable law.

- **Banking and Finance:** Through this practice area, PMRC offers its clients a range of solutions and legal services, including:

- a) **Compliance:** PMRC is aware of the multiple and complex regulation that financial institutions are required to comply with. Based on this, PMRC provides legal services and solutions aimed to effectively enforce such regulation, making a proper interpretation of the law and taking into consideration the criteria issued by both the administrative authorities and courts,

in order to prevent or diminish the possibility of economic sanctions or of any other nature in charge of the entity. The related services offered by PMRC are: (i) Legal assistance and training in areas of the company in charge of financial regulation; (ii) addressing requirements and any statement made by authorities of the financial sector (Central Bank of Mexico (BANXICO), National Banking and Securities Commission (CNBV), National Commission for the Protection of Financial Services Users (CONDUSEF), Ministry of Finance (SHCP); and (iii) preparation of reports and documents to comply with the terms as provided by the law for the institutions belonging to this sector, as well as registering data, adhesion contracts or any other document required by law in the commission registries.

b) Legal Assistance in Financial Transactions: PMRC understands that the proper negotiation and implementation of active, passive and/or service operations, including those related to the stock market, executed by its clients, are of supreme importance for its survival and positioning in the market. For this reason, PMRC offers solutions and highly specialized legal advice on financial matters, focusing on the contracts or financial instruments executed by its clients, so they reach their business objectives with the highest legal certainty. In that sense, PMRC lawyers have extensive experience in the negotiation and implementation of bank deposit money operations, all types of credits, loans, operating and financial leasing, factoring, trusts, pledges including those without transfer of possession, mortgages industrial property mortgages, among others. Finally, PMRC has extensive experience in the issuance of legal opinions for private placements in the market.

c) Fintech: Our team has participated in the legal structure of the transactions carried out by several Financial Technology Institutions, before and after the publication of the Law to Regulate Financial Technology Institutions.

•Commercial Litigation and Collections: Through its Commercial Litigation and Collection Area, PMRC provides advice and representation to its clients in judicial and extrajudicial proceedings whose main objective is: (i) to recover overdue portfolio and assets, (ii) the early termination of obligations or compliance debts, (iii) to execute guarantees granted in the case of non-compliance; (iv) to defend the rights of partners within commercial companies, and (v) to terminate or to demand compulsory compliance of contracts, among others.

It is important to note that in order to provide appropriate representation for our clients and partners, as well as to minimize expenses when proceedings are outside Mexico City, we have correspondents in Queretaro, Leon, Chihuahua, Monterrey, Culiacán, and Villahermosa.

•Corporate Practice: Under this practice area, PMRC provides the comprehensive legal services and solutions required by a business or commercial entity, starting with its incorporation and implementation, during its operational phase and, if necessary, until its liquidation. We support our clients with counseling on (i) the appropriate legal vehicle to incorporate its company or business, (ii) managing of corporate books, including minutes of board or assembly meetings, (iii) developing and negotiating contracts with clients and suppliers, (iv) obligations as a company or business and defense of its rights before authorities or third parties and (v) the acts

and negotiations to transform or to terminate the company, as well as any other legal topics required for the attainment of its object.

Mergers and Acquisitions is also part of the Corporate Practice area. Through this sub-area, PMRC provides legal support to companies when, for tax, corporate, economic or competitive reasons they want: (i) to acquire assets of other(s) that are in the process of termination (merger by incorporation), or (ii) to transfer, together with other(s) firm(s), their own assets to a new company (by merger integration), which involves the step and addition of partners and the natural extinction of the merged companies.

We also advise Mexican and foreign companies that are interested in acquiring other Mexican firm(s) and not just in their assets as in the case of a merger.

In the case of Mergers and Acquisitions, transactions involve the legal support of PMRC both in the preparation and negotiation of terms and conditions and in auditing or due diligence of the merged or acquired company as well.

•**Legal Audit:** Every company has to identify from time to time, the legal contingencies derived from its operations in order to minimize or mitigate them. For that purpose, PMRC offers consistent services to carry out a detailed review, analysis and issuance and opinion of the legal documents submitted by its clients, in order to give an accurate diagnosis of the legal status of the company, as well as assessing its weaknesses and risks to issue the appropriate recommendations. The Legal Audit services offered by PMRC are: (i) Contentious legal audit, (ii) Corporate fiduciary and statutory audit, (iii) Legal analysis of credit agreements and guarantees, (iv) Au-

dit of legal risk and prevention of money laundering, and (v) Statutory audit of stock market.

•**Real Estate:** The construction and housing industry in our country has experienced ups and downs in recent years; however, this sector remains one of the most important in Mexico's economy, so new development policies have been issued to promote its sustainable growth. In this sense, PMRC looks forward to go hand in hand with its clients, whether they are developers, construction and/or structuring companies, from a legal point of view, in all types of industrial, commercial and housing projects. Some of our activities are: (i) review and analysis of the registry information of the real estate in the different Public Registries of Mexico, (ii) review and legal analysis of the property deeds and (iii) consulting, preparation and negotiation of all kinds of legal actions related to real estate property, such as financing, works, supply and purchase of land, private or common land agreements; contribution of buildings in trust, co-ownership and in favor of corporations and/or associations, fiduciary or mortgage guarantees, real estate funds, etc.



MEMBERS

The partners of PMRC are (in alphabetical order):

• **Carlos Cisneros Valdez:**

He has a Law Degree from the Universidad Iberoamericana of Mexico City, a Master's Degree in Public Administration and a Certificate in Political Management from the Public Policy School of the University of Southern California. He has been granted with scholarships from USC and CONACYT as recognition to its professional career. Additionally, Carlos has taken special courses in the areas of Human Rights, Mediation, Industrial Property and Environmental Law at the Pontificia Universidad Catolica Argentina. He is a member of the Mexican Bar Association College and part of the commissions of: (i) Commercial Law; (ii) Administrative Law; (iii) Ethics, and (iv) Young Lawyers.

As part of his professional experience he has given legal advice on civil, commercial and financial law, writ of amparo and class actions. He has successfully participated in the preparation and negotiation of several types of agreements including: financial factoring, transfer, all types of credit, procurement, operating and financial leasing, works, services, trusts, joint ventures, association in participation, as well as in the incorporation and acquisition of commercial corporations. Likewise, he has given different types of counseling on public tenders and prevention of money laundering and personal data protection.

Achievements: (i) Successful adviser to one of the most important suppliers of financial services in Europe, rated as Top 10 for a multimi-

llion-dollar tender promoted by the Ministry of Education; (ii) structuring an electronic financial factoring operation, that regulates the daily operations of a Fortune 100 corporation in Mexico; and (iii) counseling for one of the largest suppliers of financial leasing in Mexico during the negotiation and implementation of leasing contracts in an amount in excess of 10 million USD.

• **Ernesto A. Gómez Salgado:**

He has a Law Degree from the Universidad Iberoamericana of Mexico City. As part of his professional experience he has given legal advice on Compliance, Governance, Risk Approach, Anti-Money Laundering and Anticorruption subjects. He is certified by The National Banking and Securities Commission and by the Association of Certified Anti-Money Laundering Specialists (ACAMS) as specialist in anti-money laundering, having been granted also with the ISO37001 certification in "Anti-bribery management systems".

He has been involved in the implementation of compliance programs for national and foreign companies; managing risks through the creation of controls; compliance with Vulnerable Activities in accordance with national Anti-Money Laundering regulations; drafting "Know Your Customer" policies; implementation of Data Protection policies and analysis of ARCO rights; preparation and implementation of policies on Anti-corruption (integrity policy), No Retaliation, Gifts and Entertainment, among others. He has also been responsible for the implementation of controls to avoid criminal liabilities; advice on Corporate Governance and implementation of best practices; monitoring the Code of Ethics and reporting channels; at-

tention to regulators and external audits and is a certified trainer on Anti-Money Laundering.

• **Miguel Margalef Guerra:**

He has a Law Degree from the Universidad Iberoamericana of Mexico City and has taken special courses on Foreign Affairs and Foreign Policy of the European Union and Comparative Law Analysis of Democracies at the Universidad Complutense of Madrid, Spain. He is certified by The National Banking and Securities Commission as specialist in Anti-Money Laundering

His professional career includes providing legal services in Notarial Law, Civil Law, Commercial Law and Financial Law, including but not limited to, the preparation and negotiation of all types of financial factoring agreements; financial and operating leasing; repurchase agreements; trust agreements, transfer agreements; discount agreements; guarantee agreements; all types of credit and loan agreements; service agreements; confidentiality / non-disclosure agreements, as well as audits of legal risks and Anti-Money Laundering.

Achievements: (i) He successfully served as interim legal director of a major bank in Mexico City; (ii) Successful counseling and structuring of various operations of multi-million dollar sales of credit portfolios for one of the largest providers of financial services in Mexico; (iii) structuring numerous successful financial factoring and credit operations in amounts exceeding 10 million USD.

• **Carlos J. Ruiz Priego:**

Has a Law Degree from the Universidad Iberoamericana of Mexico City. Carlos has taken special courses on the 2014 Financial Reform update and in the areas of Environmental Law, State Reform in Latin America and Modern Political Systems at the Universidad Complutense of Madrid in Spain. He also participated in the 4th and 5th Latin-American Legal Forum on Leasing taught by The Alta Group in Miami, Florida, as a panelist in the session on asset recovery. Likewise, Carlos participated in the 2012 Legal Forum by the Equipment Leasing and Finance Association (ELFA) in Austin, Texas. He is certified by The National Banking and Securities Commission as specialist in Anti-Money Laundering

As part of his professional experience, he has provided legal services at well-known firms and companies, mostly within the financial sector, and has participated in the development of public procurement, purchase, sale and liquidation of companies procedures, preparation of all types of commercial and financial agreements, specifically, international financing contracts, counseling and preparation of legal documents required for the implementation of infrastructure projects and its financing, and preparation of legal risks audits according to the applicable financial and banking legislation.

Achievements: (i) He was member of one of the most important consulting firms specializing on leasing worldwide, with a presence in over 50 countries, where he participated, among other things, in negotiating, structuring and successfully closing an international lease transaction, in which an Australian bank with strong presence worldwide financed the acquisition of assets of a Mexican company leader in the steel industry; (ii) negotiation, structuring and

closing a successful long-term financing deal granted by the Overseas Private Investment Corporation (OPIC) to a Mexican financial institution, in the amount of 10 million USD, and (iii) giving successful advisory to one of the most important agricultural machinery manufacturing and distribution companies in the world, included in the 2013 "50 Most Admired Companies" according to the ranking published by Fortune magazine.



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A B O G A D O S



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