

# VALDES ABASCAL Y BRITO ANDERSON

## ABOGADOS

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Rafael Valdés Abascal  
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## FIRM OVERVIEW

**Valdés Abascal y Brito Anderson, S.C.**, is a law firm founded in 1996, providing to its clients a holistic juridical service highly specialized in amparo; administrative, civil, commercial and fiscal litigation; economic competition; regulatory affairs; legal reforms; environmental law; real estate; and administrative and corporate law in general, being recognized as a leading Firm in these areas.

The Firm is distinguished by the highest commitment to its clients, for counseling in strategic decision making; and by its main members intensive professional development in the areas the Firm specializes since before its constitution, both as officials and as consultants for key legal areas of the Federal Government (such as the President's Office, various State Ministries, the Federal Competition Commission and the Federal Commission of Regulatory Improvement) and from the Supreme Court of Justice (one of them was Minister of the Supreme Court of Justice of the Nation); as well as their performance in prominent firms and as heads of legal areas of the most important companies.

It is worth mentioning that **Valdés Abascal y Brito Anderson; S.C** has its own economic area headed by one of the most prestigious economists in Mexico specialized in economic competition. Likewise, for issues requiring it, has strategic alliances with research, lobbying and mass media management firms; as well as firms specializing in criminal and other law areas.

The above mentioned allows us to successfully counsel and represent, in very complex cases, domestic and foreign individuals and business who operate in diverse sectors such as telephony, satellite communications, radio, television, sea ports, airports, railroads, energy, financial, real estate, supermarket and consumer goods, among others. Most of our clients are among the top-three companies in their respective fields.

We also provide juridical counseling to public institutions in the development of economic regulation projects, opening to foreign investment, industrial reorganizations and similar undertakings.

Our main objective is to provide the highest quality service under the strictest principles of professional ethics.

Below you will find a brief summary of the résumé of the members of the Firm.

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**PARTNERS AND CONSULTANT'S RESUME**

***Rafael Valdés Abascal***

He obtained his law degree from the *Universidad Panamericana* in Mexico City.

He started his law practice at *Santamarina y Steta, S.C.*, from January 1987 to December 1989 in the corporate area.

He joined the Federal Administration in 1990, where he was appointed legal advisor to the Planning Undersecretary in the Ministry of Agriculture, until 1994.

In mid 1994, he joined the presidential campaign of Dr. Ernesto Zedillo, appointed as legal advisor to the Presidential Candidate and in December 1994, he was appointed Head of the Legal counseling area of the Chief of Staff Office.

In 1995 he was appointed Executive Secretary of the Federal Competition Commission.

In 1996, he left the public sector to co-found **Valdés Abascal y Brito Anderson, S.C.**

As a result of his practice in the public and private sector, he has accumulated a vast experience in the areas of antitrust, *amparo*, administrative litigation, legal reforms and regulatory affairs.

He has written various articles and has participated as speaker in diverse seminars and conferences.

He is head Professor of Economic Competition Law and member of the Academic Council at the *Universidad Panamericana* Law School. He has been visiting professor of Economic Competition Law at the *Instituto Tecnológico Autónomo de México (ITAM)*, and at the *Universidad Iberoamericana* Law School.

***Rafael M. Brito Anderson***

He obtained his law degree from the *Escuela Libre de Derecho* in Mexico City.

He started his practice of law in the public sector, where he was appointed as Legislative Projects Chief of Department (1988), Under-Director of Legal Analysis (1989), and Litigation Director at the Ministry of Tourism (1989), as well as Legal Counseling Director at the Ministry of Agriculture and Water Resources (1990-1992).

Shortly after, in 1993, he constituted the Firm *Barroso, Segovia y Brito, S.C.*, with office in the Mexico City and Toluca, being responsible of the areas of administrative law and litigation, especially *amparo* proceedings and corporate law.

Furthermore, he was external consultant of several governmental entities, such as the Federal Competition Commission, where he participated in complex antitrust litigation cases, as well as in the drafting of the regulations of the Economic Competition Federal Law. He also was

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consultant to the Economic Deregulation Unit and the Regulatory Improvement Federal Commission, where he headed for five years all outside legal counseling of the economic deregulation and regulatory improvement federal programs.

In 1996, he co-founded **Valdés Abascal y Brito Anderson, S.C.**, where he specializes in antitrust, amparo, administrative, civil and commercial litigation, economic competition, legal amendments and regulatory affairs.

He has participated as speaker in numerous conferences and seminars and authored several publications such as “*La imperiosa necesidad de reformar la regulación en materia de competencia económica*”, en “*El Nuevo Milenio Mexicano*” Tomo III “*El Cambio Estructural*”, *Universidad Autónoma Metropolitana*, (2004); “*Medios de Impugnación en Contra de las Resoluciones de la Comisión Federal de Competencia*” en “*Competencia Económica. Estudios de derecho, economía y política*”, *Editorial Porrúa*, (2007); “*Poder sustancial y regulación asimétrica*”, en “*La Regulación de las Telecomunicaciones*” *Editorial Porrúa*, (2007).

He was professor of economic competition law in the Module of Corporate Law at the *Universidad Iberoamericana* (2000-2003) and he currently is professor of economic competition law at the *Universidad Panamericana*, since 2007.

**Carlos Sempé Minvielle**

He obtained his law degree from the *Universidad Nacional Autónoma de México*.

He holds a Ph.D. in Business Economics and Affairs from the *Université Paris I, Panthéon-Sorbone*, and a PH.D. in Public Finances from the *Université Paris II, Panthéon*, in París, France. He also completed studies in the Salzburg, University in Austria, and in Friburg, Germany.

He joined the public sector in 1977, in the area of Legal Affairs of the President’s Office, where he was appointed Under-Director General until 1993.

In 1993, he was appointed Minister in the Supreme Court. After leaving the Supreme Court, he has been an independent consultant.

He is Counsel of **Valdes Abascal y Brito Anderson, S.C.** since July 1, 2000 and outside consultant to several Ministries.

He has authored several publications and participated as speaker in diverse seminars and conferences.

He is chair professor of Administrative Law in the *Universidad Nacional Autónoma de México*, Law School.

**Álvaro Sánchez González**

He graduated from the *Instituto Politécnico Nacional*, in Economics.

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He obtained a master's degree and Ph.D. from the University of California at Berkeley. His Ph. D. dissertation "A short-run model of the Mexican Financial Sector"

Mr. Sánchez has been outside consultant (*Siclos*) and official at the President's Office, the Ministry of Finance and Public Credit, *Conasupo* and the Ministry of Economy.

For the last 11 years he worked for the Federal Competition Commission, first as General Director of Concentrations and later on as General Director of Investigations.

He has taught diverse antitrust courses at the *ITESM* Mexico City Campus and the *Universidad Autónoma de Aguascalientes*.

He is economic consultant for Valdés **Abascal y Brito Anderson, S. C.** Since September, 2006, he leads the economic area.

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**AMPARO AND ADMINISTRATIVE LITIGATION**

**Valdés Abascal y Brito Anderson, S.C.** is leading Firm in Amparo, Administrative, Civil Commercial and Fiscal Litigation

We have participated in complex litigation cases in a diversity of areas of the law, and have successfully contested the unconstitutionality of norms and regulations as well as arbitrary acts of administrative authorities.

The Firm distinguishes itself in this area and has benefited in a significant way from its experience in substantive and procedure reforms<sup>1</sup>, which has led the Firm in developing high skills to interpret the reach and aim of the different laws and regulations, to determine the scope of application and to identify the best available arguments to support the cases in which it takes part in.

Our experience in amparo is wide, both in the administrative matters, and against tax laws, as in civil and commercial matters.

In administrative litigation, our practice focuses in representing our clients in amparo proceedings, administrative litigation and legal actions in matters related to the application of laws applied by the following Ministries or other administrative authorities: Ministry of Finance (SHCP) and Internal Provence Service (SAT); Ministry of the Public Function (SFP); Ministry of Communications and Transport (SCT) and Federal Commission of Telecommunications (COFETEL); Ministry of Economy (SE), Federal Competition Commission (COFECO) , Mexican Institute of Industrial Property (IMPI) and Federal Attorney's Office for Consumer Protection (PROFECO); and Ministry of Energy (SENER) and Regulatory Commission of Energy (CRE).

In civil and commercial litigation, our activity has been centered in litigations before Federal Courts as well as Local courts (the amparo proceeding included), in matters related to real estate, breach of contracts, business entities, financial instruments, successions and family law.

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1 In substantive matters, the Firm participated in the definition of norms of the Civil and Commercial Code, as well as in multiple norms and regulations in a diversity of sectors of the economy, such as, communications and transportation, energy, water, foreign investment, procurement and public works, responsibilities of the public officials and metrology and normalization.

In procedure matters, partners and associates of the Firm had a determinant participation in the constitutional reform of the Judicial Federal Branch of 1994, in the reforms of 1996 to the Commercial Code and Civil Procedure Code for the Federal District, as well as in the reforms of 1996 and 2000 to the Federal Law of Administrative Procedure.

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**ANTITRUST**

**Valdés Abascal y Brito Anderson, S.C.** is a leading Firm in antitrust.

We have a thorough knowledge of the antitrust policies and the ultimate goals of the legal framework. Our Firm has been involved in all types of proceedings set forth in the law and its regulations, in a vast diversity of markets.

The Firm distinguishes itself from other firms, in the following facts:

- a) The previous experience of its members as public officials or outside consultants in the Federal Competition Commission (Executive Secretary, Outside Consultant, General Director of Concentrations and General Director of Investigations).
- b) Its successful representation in a considerable number of the most relevant cases that have been resolved in the area since the creation of the Federal Commission of Competition.
- c) Its participation in the definition of an important number of norms and regulations set forth in the Federal Law of Economic Competition, its regulations, as well as in related laws that include competition regulations, such as, the civil aviation, airports, railway service, navigation, gas, and in the Federal Record of Proceedings and Services in the area.
- d) Its contribution in judicial and administrative precedents formation, before the Federal Judicial Branch and the Federal Competition Commission, which has had an impact in the resolution of antitrust cases and that stand valid in the resolution of future cases. This experience includes the declaration of unconstitutionality of several rules and criteria on the application of other articles, for example, in relevant market and related market matters.
- e) The Firm has its own economic area headed by one of the most prestigious antitrust economists in Mexico.

The following are some of the representative cases in which the Firm has participated:

- Approval of complex concentrations, such as the one between Comercial Mexicana, Gigante and Soriana in Sinergia, and the most important concentrations that have taken place in the paging market, resulted from the international merger of MCI and Skytel.
- Challenge of concentrations, intended to be executed, such as, the intended mergers of Televisa/Radiópolis and Acir, Ferromex and Ferrosur and Tequila Herradura and Casa Cuervo.

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- Integration of litigation cases for the commission of absolute and relative monopolistic practices and the successful defense of investigated economic agents in a diversity of markets, such as, telephony, television, sea ports, airports, railways, energy, financial, real estate, advertising, retail markets, consumer goods (as beer, milk, etc).
- Processing and contesting of opinions issued by the Federal Antitrust Commission in bidding proceedings, such as opinions related to the lack of effective competitive conditions and the existence of substantial power.

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**REGULATORY AFFAIRS AND LEGAL AMENDMENTS**

**Valdés Abascal y Brito Anderson, S.C.** is a leading Firm in regulatory affairs and legal amendments.

The Firm specializes in legal – economic analysis of the problems to be solved, related to the drafting of opinions, drafts of legal reforms and the corresponding supporting documents as well as in the technical explanation of those documents before the necessary governmental entities, and when necessary the Firm seeks the support of expert political lobbyists with whom it has a strategic alliance.

This experience represents important benefits for business entities, since it facilitates their operation, by means of preventing and correcting their problems in an efficient manner, avoiding years of controversies before the courts.

One determinant fact that has significantly contributed to the development of this practice area is that four of the Firm's members were appointed in key positions of the Federal Government and had the responsibility to draft and negotiated diverse legal reforms. Another one of its members is a prestigious economist with a vast experience in economic analysis of legislation and markets.

The above has resulted in the Firm's intense practice in regulatory affairs and legal reforms, having advised the Presidents of Mexico Office, the Ministry of Energy, The Ministry of Communications and Transport, the Energy Regulatory Commission, the Economic Deregulation Unit, the Federal Commission of Regulatory Improvement, the National Water Commission and the State Government of Mexico.

We have also advised interest groups, such as the Industry Coordinator Counsel and the National Livestock Confederation.

Herein you will find significant matters in which the Firm has been involved:

- The 1996 reform to the Civil and Commerce Code and to the Civil Procedure Code of the Federal District.
- The 1996 reform to the Foreign Investment Law.
- The 1996 and 1997 reforms to the Federal Law of Metrology and Normalization.
- The 1996 and 2000 reforms to the Federal Law of Administrative Proceedings.
- The 2000 reforms to the Acquisitions, Leases and Services of the Public Sector and the Law of Public Works and Services.
- Regulations of the Airports Law, Civil Aviation Law, Railway Services Law, Navigation Law, Federal Economic Competition Law, Foreign Investment Law and Federal Law of Metrology and Normalization.

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- Draft of the constitutional reform to article 27 in the area of electricity and the design and formulation of the legal framework allowing private investment in the electricity industry.
- Draft of the regulations of petroleum liquid gas.
- Design and draft of a model law for the State of Mexico in the area of water, and discussion with most of the State of Mexico authorities.
- Design, draft and negotiation of the Law of the National Commission for the Development of Native Communities
- The 2001 reform to the Constitution of the State of Mexico.
- Design and draft of the Administrative Code of the State of Mexico in 2001 that involves the following areas: health, education, ecology, human settlements, urban development, rights of way infrastructure, transit, economic incentives and disabilities.
- Diverse laws and regulations of the Federal District.
- Draft of legal reforms to the Law that regulates the Livestock Associations and its regulations, as well as By-Laws for livestock associations.
- Diverse Mexican official norms.
- Design and creation of the Federal Registry of Administrative Filings and Services.

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**CONSULTING AND FISCAL LITIGATION**

Our Firm offers the following services in this area:

- Requisitions, follow-up and authorizations granting, devolutions and criterion confirmations in tax issues and foreign trade.
- Procedures for means of defense (motions, administrative contentious proceedings and “amparos”) of tax credits or resolutions emitted by tax authorities and from foreign trade.
- Improvement of financial resources through the design of tax structures.
- Analysis of viable alternatives for the tax optimization in the acquisition of societies or actives, mergers, divisions and restructuring, as well as counseling for implementation.
- Verification of fulfilled tax obligations derived from daily and extraordinary operations.
- Consulting for solving tax authorities questioning, to avoid additional interrogations which will result in unnecessary litigations.

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**ADMINISTRATIVE AND CORPORATE LAW**

**Valdés Abascal y Brito Anderson, S.C.** provides a wide range of legal advisory services, for both established companies as for planning and implementation of new investment projects

Our services include:

**In administrative law:**

- The issuance of opinions about the interpretation and application of diverse laws and representation in administrative proceedings in regulated sectors, antitrust, foreign investment, intellectual property, national assets, among others.
- Filing and processing concessions, permits, licenses and administrative authorizations in general before the Mexican government.
- Advice, representation and contest of bidding procedures.

**In corporate law:**

- The design, planning and implementation of corporate strategies and transactions.
- Due diligences.
- Drafting and negotiation of contracts.
- Drafting of legal documents necessary in merger and acquisition processes and spin offs.
- Advice and representation in privatization processes of companies and assets own by the public sector.
- Intellectual property law.

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**REAL ESTATE**

**Valdes Abascal y Brito Anderson, S.C.** real estate practice works under a creative, problem-solving approach. The Firm understands the needs of domestic and international investors and provides them with innovative solutions that secure their investments in Mexico.

The real-estate industry in Mexico has significantly grown, nationally, direct and indirect foreign investment has become of great importance. The legal framework in this area is complex, since it involves numerous federal, state and municipal laws, in regulating Mexico's different types of ownership regimes, namely, ejido land, national land, small property land and private property land. Additionally, a real-estate development project may need for its operation different federal, state or municipal entitlements and authorizations.

The Firm gives legal strategic advice of the highest quality to national and foreign investors in real-estate projects, in order to grant legal certainty in the ownership of land and in the transactions that derive from the specific real estate project.

The Firm distinguishes itself in the following facts:

- a) One of the partners participated in the constitutional reform to article 27 and its regulations, by means of which private investment was opened in ejido and communal land (which represent approximately 53 % of the Mexican territory).
- b) The Firm has an alliance with an experienced agronomist engineer. He has a vast knowledge in the agrarian sector and supports legal strategies with diagnosis of internal status of a particular ejido or community, which enables to better assess risks.

In general terms, the Firm advises and represents individuals and business entities, in the following

- Legal analysis of ownership deeds and public records, in order to detect potential conflicts or irregularities, and if applicable, legal regularization of ownership.
- Design of acquisition legal structures in residential or non residential real estate projects
- Compliance of foreign investment laws and regulations.
- Residential and commercial leases.
- Litigation in real-estate matter.
- Real-estate due diligences: planning and design of legal strategies in the acquisition of large surfaces of land for the development of residential, commercial and hotel developments as well as review of existent entitlements.

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- Design and implementation of corporate structures, partnerships, joint ventures and strategic alliances.
- Drafting and negotiation of contracts.
- Design and implementation of credit / warranty structures.
- Design and implementation of sale structures.
- Incorporation of condominium regime.
- Incorporation of shared times structures.
- Advising and processing of federal, state and municipal authorizations in diverse matters, such as federal maritime zone, airports, electricity, water, urban development, rights of way, zoning, land use, among others.
- Follow up in regulatory compliance.

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**CLIENT LIST**

The following includes a list of relevant clients that have been or presently are being attended to by the Firm:

**Telecommunication Sector**

- Avantel
- Grupo Iusacell
- MCI. Worldcom, Inc
- Núcleo Radio Mil
- Satélites Mexicanos
- Telefónica Móviles México (Movistar)
- TV Azteca
- Uunet Technologies, Inc.
- Uunet México
- Verizon

**Airlines, airports and port Sectors**

- Grupo Aeroportuario del Pacífico
- Grupo Mexgal
- Líneas Aéreas Azteca
- SSA México

**Railways, maritime and multimodal navigation Sectors**

- Kansas City México
- Naviera Armamex
- Naval Mexicana
- Naviera Petrolera Integral
- TFM
- TMM
- TMM Logistics

**Energy Sector**

- Petróleos Mexicanos
- Sempra Energy

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**Financial Sector**

- Banco Bilbao Vizcaya (BBV)
- Banobras
- BBVA - Bancomer
- Synchronet /Tememos /Fira

**Supermarkets and food vouchers**

- Comercial Mexicana
- Chedraui
- Gigante
- Servi Bonos, de Grupo Chapa
- Sinergia de Autoservicios
- Soriana

**Consumer goods and others**

- Bay of Dreams
- Boca de la Salina
- Boehringer - Ingelheim
- Desc
- Evamex
- General Electric Company
- Grupo Modelo
- Hydril
- Industrias Ideal
- Johnson & Johnson/México
- Punta Arena de la Ventana, S.A. de C.V.
- Tequila Herradura
- Tenaris

**Chambers and Associations**

- Asociación de Armadores Marítimos Mexicanos
- Asociación Nacional de Tiendas de Autoservicio y Departamentales
- Asociación Mexicana de Estándares para el Comercio Electrónico
- Cámara Nacional de la Industria Editorial Mexicana
- Cámara Nacional de la Industria de Televisión por Cable

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- Confederación Nacional de Asociaciones de Agencias de Viaje de México
- Confederación Nacional Ganadera
- Consejo Coordinador Empresarial

**Public Sector**

- Comisión Federal de Competencia
- Comisión Reguladora de Energía
- Comisión Nacional del Agua
- Comisión Nacional para el Desarrollo de los Pueblos Indígenas
- Gobierno del Estado de México
- Presidencia de la República
- Secretaría de Comercio y Fomento Industrial
- Secretaría de Energía

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