

WSC

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CAPARRÓS



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(C1035AAB) Buenos Aires. Argentina.



+54 11 5272 9960



www.wsclegal.com



THE FIRM

Changing the delivery of legal knowledge

Upon its founding in 2010, WSC changed the delivery of legal knowledge and services in Argentina. A multicultural and gender-diverse leadership brought together a highly qualified team of attorneys admitted in Argentina, the U.S. and Brazil.

WSC defines itself as a “*problem-solver*.” We provide legal and business support services to corporations, financial institutions, and investors navigating Argentina’s challenging legal environment.

WSC is a full-service law firm, with specific expertise in cross-border finance, mergers & acquisitions, corporate structuring and

taxation, employment law, commercial litigation and arbitration, and antitrust.

Outside our core practice areas, individual attorneys have extensive experience in corporate finance (debt and equity offerings, project finance and multi-lateral lending), natural resource extraction (mining, fishing and oil & gas) and energy (natural gas distribution and transportation, electrical distribution, transportation and power generation). We advise makers and sellers of consumer products (alcoholic beverages, soft drinks and flavored waters, potato processing and frozen foods), industrial goods and equipment (automated devices,

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OEM and after-market auto parts) and software products and services. Our work in these areas spans the gamut of investment, compliance, regulatory advice, and demobilization-divestment.

WSC frequently advises on cross-border investments, especially between common law and civil law jurisdictions. We partner with local counsel to advise clients operating or investing in Brazil, Uruguay, Colombia, Chile and other Latin American countries.

WSC attorneys actively participate in several professional associations and

academic endeavors, including the American Bar Association, the International Bar Association, Women's Law Network, International Practice Group and Lexlink.

WSC maintains a *pro bono* commitment to bring legal services and sponsorship to sectors and persons unable to access justice.

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THE FIRM

Who we are

DIVERSE, EXPERIENCED, FOCUSED AND DEDICATED.

- We are practical and offer concise, concrete and useful advice.
- We offer clients availability, quality and efficiency. Providing qualified legal services for every time zone is a starting point, not a distinction.

WSC VALUES RELATIONSHIPS.

- We strive to create long-term relationships with clients, human resources and vendors.
- We are diverse and encourage expressions of opinion.

WE ARE NOT A CONVENTIONAL ARGENTINE LAW FIRM.

- We focus on a collective goal of client satisfaction.
- We look to avoid individual spotlight.
- Our work product exceeds local market standards.
- We are the only Argentine law firm with absolute fluency in English.

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THE FIRM

Who we are

WSC IS MULTIJURISDICTIONAL.

- Our team includes Argentine, Brazilian and U.S. attorneys.
- When problems involve persons from different countries and legal systems, we can better comprehend, interpret and explain effective solutions.
- Being local allows us to devise the most appropriate solutions for the local marketplace.
- Being international lets us deliver those solutions consistent with international quality and ethical standards.

WSC IS NON-TRADITIONAL AND DYNAMIC.

- We work in fluid teams to assure quality and availability.
- We do not lessen service quality to meet legal budgets. We work with roadmaps and milestones to manage client expectations.
- We invest in technology to maximize connectivity and responsiveness.

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MULTIPLE NEEDS, FULL SERVICE.

● **LEGAL PRACTICE.**

We are a full-service law firm, advising on virtually all areas of law affecting businesses and individuals operating or investing in Argentina. Attorneys of counsel to the firm specialize in administrative law, intellectual property, and “white collar” criminal law.

We offer extensive experience in privatization and infrastructure projects involving large-scale civil works and public services, including toll roads, water and sewerage, natural gas distribution and transportation; electrical distribution, transportation, and power generation.

We advise Argentine businesses and individuals engaged in outbound transactions.

● **CORPORATE SERVICES.**

We provide corporate services (including representation and domicile for non-residents), support services for clients outsourcing account collection, employment policy and HR matters, and contract database management.

● **TRANSLATION SERVICES.**

The WSC Translation Bureau provides certified and non-certified (convenience) translation services in English and Spanish. The Bureau also coordinates and assumes delivery obligations for translation projects in several other foreign languages, including Portuguese, French, Italian, Russian, German and Japanese.



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ADT Always There®



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FOUNDERS

Laurence Paul Wiener

EDUCATION

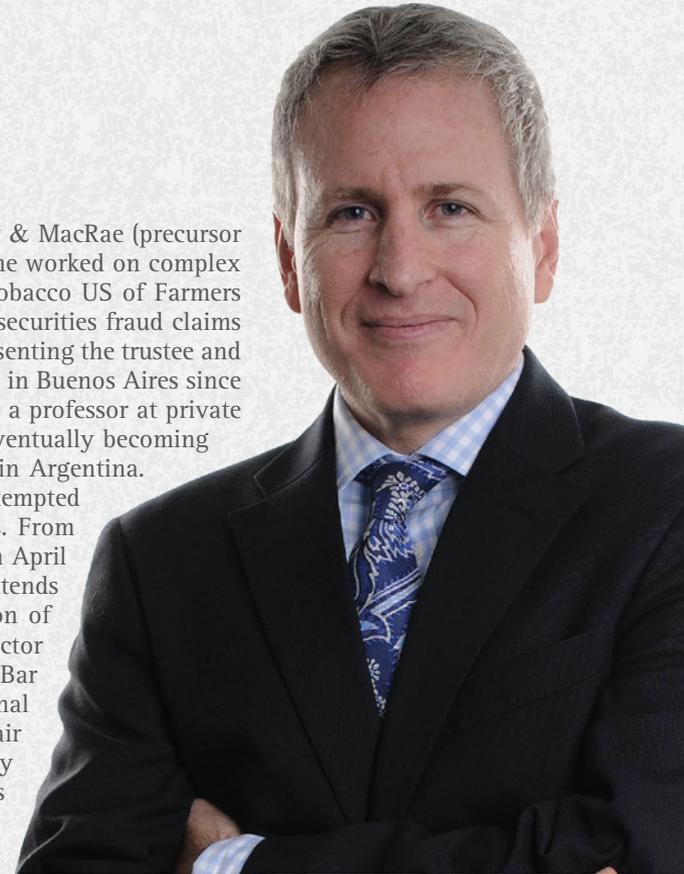
University of California at Los Angeles (Los Angeles, California) (B.A., 1984)

University of San Diego School of Law/ Ecole Supérieure des Sciences Economiques et Commerciales (Paris, France) (Comparative Law Studies, 1985)

University of California, Davis, King Hall School of Law (Davis, California) (J.D., 1987). Editor, U.C. Davis Law Review, 1986-87.

EXPERIENCE

Upon graduation from law school, Laurence joined LeBoeuf, Lamb Leiby & MacRae (precursor to Dewey & LeBoeuf) as an associate of the San Francisco office. There he worked on complex litigation matters, including the hostile takeover by British American Tobacco US of Farmers Insurance Group. He later represented both plaintiffs and defendants in securities fraud claims and in business tort litigation. He gained additional trial experience representing the trustee and creditors in federal and state law insolvency claims. Laurence has resided in Buenos Aires since 1991. After studying at the Universidad de Buenos Aires and working as a professor at private institutions, he joined the law firm Muñoz de Toro & Muñoz de Toro, eventually becoming a partner and achieving a ground-breaking precedent for U.S. lawyers in Argentina. Laurence has advised issuers and underwriters on registered and exempted offerings of Argentine corporate debt, equity and convertible securities. From 2001 until 2010, he was Of Counsel at Negri & Teijeiro Abogados and, in April 2010, he co-founded WIENER•SOTO•CAPARRÓS. His practice currently extends to advising companies on acquisitions, finance, funding and repatriation of investments, and risk management. Laurence has served as adviser and director to various international subsidiaries. He is an active member of the State Bar of California and of the American Bar Association, Section of International Law (Former Co-Chair, U.S. Lawyers Abroad Committee; Former Co-Chair Buenos Aires City Chapter). He is recognized as a “Notable Practitioner” by Chambers & Partners (2010-present) and is a frequent speaker on matters related to his practice.



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FOUNDERS

Gonzalo Manuel Soto

EDUCATION

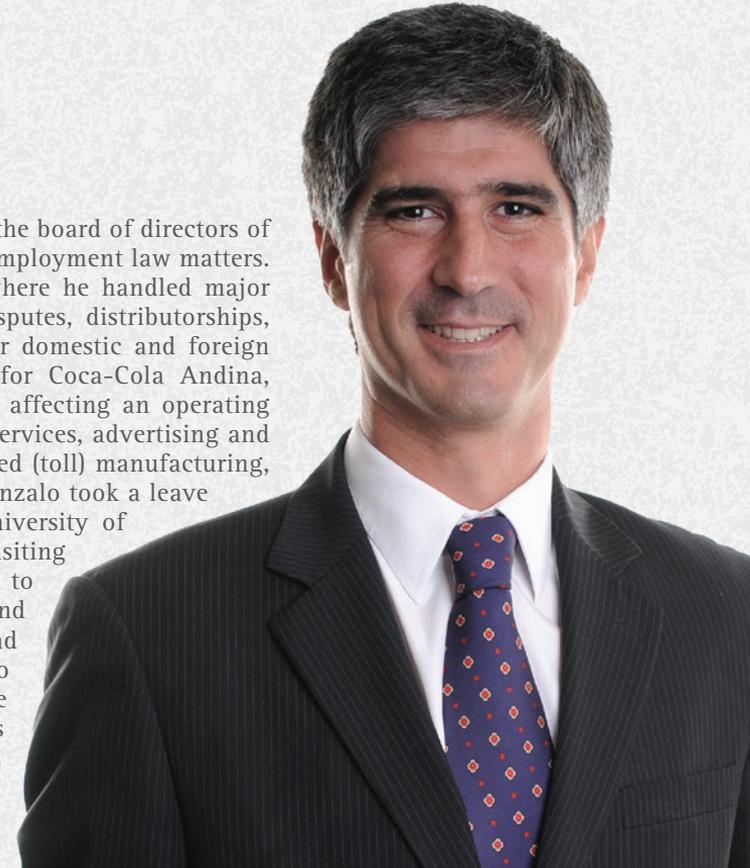
Universidad de Buenos Aires, Facultad de Derecho (Argentina) (Law Degree, 1995)

Universidad Austral, Facultad de Derecho (Argentina) (Postgraduate Specialization Program in Business Affairs, 1997)

University of Pennsylvania Law School (Philadelphia, USA) (LLM; Additional Coursework at The Wharton School MBA Program, 2002)

EXPERIENCE

Gonzalo began his legal career in 1995 as an attorney advising the board of directors of Delta Plus S.A. (an affiliate of IBM Argentina) in business and employment law matters. In 1996 Gonzalo joined Negri, Teijeiro & Incera Abogados, where he handled major litigation matters related to breach of contract, trademark disputes, distributorships, carriage of goods, debtor-creditor and business tort claims for domestic and foreign clients. At age of 27, Gonzalo was named Legal Manager for Coca-Cola Andina, where he advised on virtually the entire range of legal issues affecting an operating company, including contracts involving the sale of goods and services, advertising and sponsorships, licenses, distribution, carriage of goods, specialized (toll) manufacturing, debt restructuring and stock and asset acquisitions. In 2001, Gonzalo took a leave from Coca-Cola Andina to pursue an LL.M. degree at the University of Pennsylvania and he later joined Duane Morris LLP as a visiting attorney. At WIENER•SOTO•CAPARRÓS, Gonzalo continues to manage legal affairs of large, consumer product companies and advises other domestic and international companies on a broad range of business, litigation and employment law matters. Gonzalo is an active member of the Penn Alumni Club and the Ivy League Club in Buenos Aires. For the last several years, he has served as Trustee of the Argentine Chamber of Non-Alcoholic Beverages and of the Chamber of Argentine Brewers.



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FOUNDERS

Mariela del Carmen Caparrós

EDUCATION

Pontificia Universidad Católica Argentina, Facultad de Derecho (Argentina) (Law Degree, with honors, 1998)

Universidad de Buenos Aires, Facultad de Derecho (Argentina) (Advanced Studies in Banking Transactions, 2000)

Universidad de Belgrano, Escuela de Economía y Negocios (Argentina) (Corporate Finance, 2001)

Universidad Austral (Argentina) (Advanced Studies in Antitrust Law, 2003)

EXPERIENCE

Mariela began her legal career working for the national civil courts. In 1998 she joined Negri, Teijeiro & Incera Abogados and, five years later, became both the youngest attorney and the first female to be named partner of that firm. Prior to co-founding WIENER•SOTO•CAPARRÓS, Mariela headed the antitrust practice at Negri. In that role she led several M&A transactions and advised on antitrust matters involving various industries, including digital cable television, alcoholic beverages, cement, supermarket, dairy and banking. She created and implemented in-house programs to train management on compliance with antitrust regulation, and drafted policy manuals to help clients comply with laws regulating competitive restraint. Since 2003, she has been an active member of the Antitrust Forum and has been recognized as a leading practitioner in Argentina by Chambers & Partners. Her practice also extends to banking and finance matters. She had advised issuers and underwriters on public and private corporate bond issues, including on notes qualified as “negotiable obligations” under Argentine law. She has structured workouts and represented both creditors and debtors in restructurings and insolvency proceedings. She routinely advises clients on their interaction with regulatory and self-regulating bodies, including the Central Bank, the National Securities and Exchange Commission and the Buenos Aires Stock Exchange.



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SENIOR ATTORNEYS

Maria Fernanda Farall

EDUCATION

Emory University School of Law, Atlanta, Georgia (J.D. with distinction 1998)

Pontificia Universidad Católica Argentina Santa María de los Buenos Aires, School of Law, Argentina (Law Degree with honors 1992; 1992 Scholarship of Honor; 1992 “Editorial El Derecho” Award)



EXPERIENCE

Qualified in both Argentina and the U.S., Maria has over 20 years of experience in cross-border M&A and corporate matters. She regularly advises foreign investors in Argentina and throughout Latin America. She has represented clients in a wide range of industries, including banking, chemical, oil & gas, hospitality and technology.

Before joining WSC in 2016, María was a partner with a major U.S.-based international law firm, where she practiced since graduating from Emory University School of Law in 1998. She was a leader of that firm’s Latin America Practice Group and headed the firm’s work in Argentina. Before moving to the United States in 1995 (where she currently resides), María practiced in Argentina, advising foreign companies with operations in Argentina.

María has been recognized frequently as a leading Latin American practitioner. Latinvex named her one of the “Top 50 Female Lawyers” in Latin America in 2014 and again in 2015. Chambers Global has recognized her as an “expert based abroad” for her corporate and M&A work in Argentina. Both Chambers Global and Chambers Latin America have cited María as a leading practitioner in corporate/M&A and banking and finance.

María has served on the Executive Committee of the International Section of the State Bar of Georgia (2014-2015) and as the Committee Vice Chair (2013-2014). She also served as Advisory Board Member of Latin American Law & Business Report (2006-2013) and authored several articles on Latin American law and practice for that publication. Previously, María served as editorial advisor to the Letters of Credit Report and wrote various articles for that bulletin.

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SENIOR ATTORNEYS

Robert M. Urban

EDUCATION

*Bowling Green State
University (Bowling Green,
Ohio, USA) (B.S., 1987)*

*University of Notre Dame
Law School (Notre Dame,
Indiana, USA) (J.D., 1990)*

*Instituto de Altos Estudios
Empresariales (IAE),
Universidad Austral
(Buenos Aires, Argentina)
(MBA, 2006)*



EXPERIENCE

Robert is Of Counsel to WIENER•SOTO•CAPARRÓS, helping launch the Firm in April 2010. He began his legal career in 1990 as an attorney in the New York office of Mayer Brown & Platt (now Mayer Brown) where he represented banks and other creditors. In 1993, he transitioned to a special finance and treasury group at Cargill, Incorporated, where he managed sophisticated investment, trading and cross border funding strategies involving primarily Argentine, Brazilian and Russian risk. In 2002, Robert relocated to Buenos Aires where he served as local manager for a global finance and risk management team within the Archer Daniels Midland companies. In 2008, after completing an MBA degree in Argentina, he accepted the position of General Manager at Datamap S.A., the local partner of Tele-Atlas N.V., the leading global digital cartographer of the time. In 2012, Robert took a hiatus from WSC to accept a position as internal advisor to Corporación America, a private diversified Argentine multinational corporation, where he worked in the Office of the President until 2015. Upon returning to WSC, Robert resumed his practice of advising companies on acquisitions, finance, funding and repatriation of investments, and risk management. Robert has served as adviser and director to companies, institutions and international subsidiaries and is recognized as a “Notable Practitioner” by Chambers & Partners (2011-present). Recently he has served as a Director of the Inter-American Council for Commerce and Production (CICyP) - Argentina Chapter, as Advisor to the Argentine National Committee of the International Chamber of Commerce and he is currently a Member of the Board of the Commission for Educational Exchange between the United States and Argentina (the Fulbright Commission).

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SENIOR ATTORNEYS

Alfredo Bisero Paratz

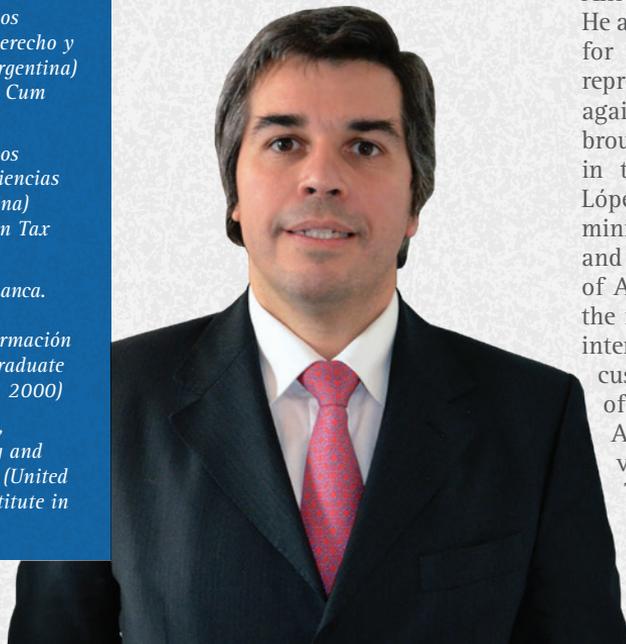
EDUCATION

Universidad de Buenos Aires, Facultad de Derecho y Ciencias Sociales (Argentina) (Law Degree, Magna Cum Laude, 1997)

Universidad de Buenos Aires, Facultad de Ciencias Económicas (Argentina) (Graduate Program in Tax Law, 2000)

Universidad de Salamanca. Servicio de Cursos Extraordinarios y Formación Continua (Spain) (Graduate Program in Tax Law, 2000)

New York University, School of Continuing and Professional Studies (United States) (Summer Institute in Taxation, 2011)



EXPERIENCE

Alfredo heads the tax practice at WIENER•SOTO•CAPARRÓS. He advises on virtually all aspects of taxation and tax planning for domestic and international companies. Alfredo also represents clients in tax and customs proceedings, defending against fines, closures and other enforcement proceedings brought by taxing authorities. Alfredo began his legal career in the tax department of Coopers & Lybrand-Harteneck, López y Cia. (now PriceWaterhouseCoopers), advising on mining, trusts, technology transfers, investment structures and international tax planning. He later joined the law firm of Allende & Brea, where he advised on tax issues related to the mining and oil & gas sectors, counseled on domestic and international tax planning, and represented clients in tax and customs litigation. In 2006, he was appointed Deputy Judge of Tax Matters by the Supreme Court of Justice of Mendoza. At the Universidad de Mendoza Alfredo has accepted various teaching appointments, including courses on Tax Theory and Procedural Law (2004-2006), Tax Law (2004), Corporate Taxation (2002-2003) and Public Finance and Tax Law (2001).

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SENIOR ATTORNEYS

Paola Caballero

EDUCATION

Universidad de Buenos Aires, Facultad de Derecho (Argentina) (Law Degree, Magna Cum Laude, 2002)

Pontificia Universidad Católica Argentina, Facultad de Derecho (Argentina) (Graduate Program in Legal Advice for Companies, 2010)



EXPERIENCE

Since joining WIENER·SOTO·CAPARRÓS in January 2011, Paola has headed the firm's corporate practice. She frequently advises on corporate reorganizations (including those qualified as a tax-free reorganization under Argentine income tax law). Her practice extends to a wide range of corporate and business matters, including advice on joint ventures and other business alliances, M&A, corporate due diligence and best practices, manufacturing and distribution agreements, and compliance with regulations issued by the Central Bank, the Superintendency of Corporations and the Federal Tax Authority. Paola also has expertise in immigration matters, personal data protection and intellectual property rights. In 2003 she joined the corporate and general practice group of Negri & Teijeiro, where she advised clients on corporate law and mergers & acquisitions. As a senior attorney she headed various corporate restructuring processes and oversaw the negotiation and drafting of diverse business agreements. Paola also worked as in-house counsel for GRUPO ILHSA S.A., Argentina's largest retail bookseller and owner of the El Ateneo publishing house, advising on business matters, negotiating vendor and customer agreements, drafting intellectual property agreements and defending against claims filed with the Consumer Protection Agency.

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SENIOR ATTORNEYS

Nicolás Torterola

EDUCATION

Universidad de Buenos Aires, Facultad de Derecho (Argentina) (Law Degree, 2012)

Boston University School of Law (Boston, United States) (Student Exchange Program, 2011)

Pontificia Universidad Católica Argentina, Facultad de Derecho (Argentina) (Postgraduate Degree in Business Law, 2014)



EXPERIENCE

Nicolás joined WIENER•SOTO•CAPARRÓS in June 2013. He works in the firm's Litigation practice group and focuses on civil and commercial litigation. Between 2010 and 2012, while finishing law school at the Universidad de Buenos Aires, Nicolás taught courses in civil and criminal law and procedure as a professor's assistant.

The Universidad de Buenos Aires awarded Nicolás a scholarship to participate in a 2011 exchange program at the Boston University School of Law, where he studied U.S. common law, including courses on evidence and criminal procedure.

Nicolás was a research assistant for the second edition (2009) of Código Penal de la Nación Comentado y Anotado by Andrés J. D'Alessio and Mauro Divito, an annotated version of the Argentine Penal code.

Nicolás began his professional career in 2008 as a law clerk at DVL & Asociados.

Until 2013, he worked as an attorney of that firm, representing creditors in actions based on various debt instruments in the Province and City of Buenos Aires.

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SENIOR ATTORNEYS

Alexandra Luiz

EDUCATION

UniFMU (Brazil) (Law Degree, 1999)

Fundação Getúlio Vargas (Brazil) (MBA in Business Law, 2004)

Pontificia Universidad Católica (Brazil) (Postgraduate Degree in International Law, 2012)



EXPERIENCE

Alexandra Luiz has spent over 13 years working as in-house counsel with multinational companies operating in the Brazilian pharmaceutical and healthcare industries. She began her professional career in 1999 as legal assistant at Akzo Nobel Ltda–Division Organon Teknika (Biomerieux SA), where she was eventually assigned to the Legal Department of the Diagnostics Division. She gained early-career experience in contracts and in contract bidding on government contracts. At 27 years old Alexandra was named Legal Manager of Bayer Healthcare in Brazil. In this position, she created the legal department to support the Pharmaceutical, Consumer, Diagnostics and Animal Health divisions of the company. She spent the next six years building the partnership between the legal and business divisions. Her work focused on contract management, intellectual property and anti-piracy, procurement, advice on advertising materials and corporate compliance. Alexandra oversaw several major M&A transactions, including the acquisition of the Schering and Roche Consumer Care Division and the sale of the Diagnostic division to Siemens. Alexandra joined WIENER•SOTO•CAPARRÓS in September 2012 to head the firm's Brazilian practice. She counsels Brazilian clients doing business in Argentina and clients from around the world on their investments and activities in Brazil.

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SENIOR ATTORNEYS

Celia Lerman

EDUCATION

*Stanford Law School
(Stanford, California)
(Master of the Science of
Law, JSM, 2015)*

*Universidad Austral,
Facultad de Derecho
(Argentina) (Intellectual
Property LL.M. 2010)*

*Universidad Torcuato Di
Tella, Escuela de Derecho
(Argentina) (Major in
Law and Economics,
2008)*



EXPERIENCE

Celia advises local and foreign clients on intellectual property law. She began her law practice with the international IP boutique firm Clarke, Modet & Co., later practicing with a leading Argentine firm as an associate specializing in transnational IP protection strategies, IP contracts, licenses, confidentiality agreements and R&Ds, and eventually founding her own IP boutique firm.

Celia represents major software and technology companies in patent and trademark prosecution in the U.S., Europe, Argentina and throughout Latin America. Her practice focuses on IP protection, licensing strategies and IP enforcement in Argentina, especially concerning Internet and tech-related matters.

As attorney and industrial property agent, Celia advises local and foreign tech companies, IP correspondents, business-oriented law firms and the Argentine Chamber of Electronic Commerce.

Celia is an active member of several international professional organizations and holds elected positions with the Internet Corporation for Assigned Names and Numbers (ICANN) and with the International Trademark Association (INTA).

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SENIOR ATTORNEYS

Alejandro Breit

EDUCATION

*Universidad de Buenos Aires,
Facultad de Derecho (Argentina)
(Law Degree, Cum Laude, 1999)*

*Universidad Austral, Facultad
de Derecho (Argentina)
(Advanced Studies in Insolvency
Law, 2004)*

*Colegio de Abogados de la
Ciudad de Buenos Aires
(Argentina) (Introductory
Studies in Tax Law, 2004)*

*Universidad de Ciencias
Empresariales y Sociales
(Argentina) (Degree in
Consumer Rights Law, 2011)*

*Universidad Católica de Salta
(Argentina) (Accounting
Degree Candidate)*



EXPERIENCE

Alejandro is a senior litigator of the Firm, advising on civil and commercial litigation, arbitration and insolvency matters. He is also registered as an intellectual and industrial property agent and is in the process of earning an accounting degree. Alejandro began his legal practice as an associate at Negri, Teijeiro & Incera. In 2006, at the age of 29, he became a partner of that firm and co-chaired the litigation practice, where he worked on various complex civil, commercial and insolvency proceedings on behalf of domestic and foreign clients. He has represented both creditors and debtors in insolvency proceedings, judicially-supervised workouts and less formal financial restructurings. In the course of his practice, Alejandro has represented clients in corporate and probate litigation and in claims involving financial assets and collateral, including leases, guarantees, insurance products and trademarks. Alejandro is a frequent speaker and participant in symposia, seminars, conferences and debates related to his practice. He has been recognized by Chambers and Partners publications as a “leading practitioner” in dispute resolution.

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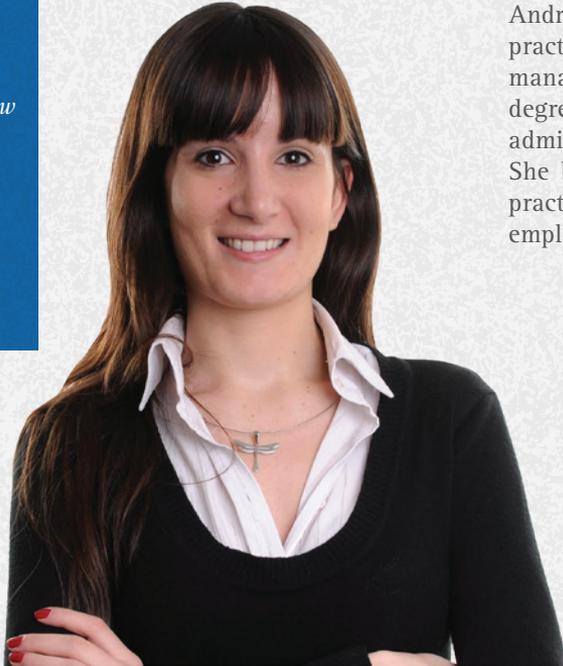
SENIOR ATTORNEYS

Andrea Nalvanti

EDUCATION

Universidad de Buenos Aires, Facultad de Derecho (Argentina) (Law Degree, 2009)

Universidad Católica Argentina, Facultad de Derecho (Argentina) (Postgraduate Degree in Labor Law, 2013)



EXPERIENCE

Andrea joined WIENER•SOTO•CAPARRÓS in March 2011 and practices employment law, including conflict resolution and management-side counseling. Andrea graduated with a law degree from the Universidad de Buenos Aires in 2009 and is admitted to the Buenos Aires City Bar Association (CPACF). She began her legal career at Negri & Teijeiro, where she practiced employment litigation and advised clients on employment law.

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SENIOR ATTORNEYS

Clara Pujol

EDUCATION

Universidad de Buenos Aires, Facultad de Derecho (Argentina) (Law Degree with specialization in International Law and Administrative Law, 2007)

University of Pittsburgh (USA) (LL.M., 2011)



EXPERIENCE

Clara is an associate in the Firm's transactional practice group, where she focuses on corporate matters, international business agreements and regulatory compliance, in particular, the Central Bank, the Superintendency of Corporations and the Drug Enforcement Administration and the National Bureau of Personal Data Protection. Clara began her legal career in 2003 as an intern for the Federal Court for Social Security Matters, while pursuing her law degree. In September 2003 she joined Lynch & Asociados where she worked as a clerk and, later, as an associate until June 2010. Clara left that firm to pursue an LL.M. at the University of Pittsburgh and, upon her return in 2011, joined WIENER•SOTO•CAPARRÓS. Clara was a co-recipient of the first prize awarded by the Universidad de Buenos Aires for representing its law school at the XXVIII Colombian Congress on Procedural Law for written academic work. She has authored or co-authored other publications, including "Guía de Propiedad Intelectual: Derecho de Autor, Derecho de Marcas y Glosario" (An Intellectual Property Guide: Copyright and Trademark Law and Glossary).

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SENIOR ATTORNEYS

Martinica Abal

EDUCATION

*Universidad Católica
Argentina, Santa María
de los Buenos Aires,
Facultad de Derecho
(Argentina)*

*(Law Degree, with
honors, 2004)*

*Universidad Católica
Argentina, Santa María
de los Buenos Aires,
(Argentina) (Intensive
Course in Worker's
Compensation, 2006)*

Bar Admission

*Bar Association of the
City of Buenos Aires*



EXPERIENCE

Martinica joined the employment law practice at WIENER•SOTO •CAPARRÓS in 2013. Before joining the firm, she had over eight years of experience advising large companies on various management-side employment law matters, including contract issues, human resource management, individual employment relations and collective bargaining agreements. While finishing law school, she clerked with the employment practice group at Estudio Moltedo (2002-2004). After graduation, Martinica joined Quattrini Laprida & Asociados and later deepened her professional acumen at Baker & McKenzie and at Marval, O'Farrell & Mairal, representing both domestic and foreign companies in due diligence investigations and in individual employment and collective bargaining disputes. As an associate, Martinica was active in pro bono matters, representing prominent non-profit organizations, including Caritas Social Action Network of Argentina and Habitat for Humanity Argentina. In 2011, Martinica joined Hope, Duggan & Silva, where she represented domestic and foreign companies on virtually all employment matters. Martinica routinely advises management on the creation of human resource policies and procedures. She continues to represent management in the national labor courts.

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REPRESENTATIVE ENGAGEMENTS

Corporate Law

ADT
(Florida, USA)

We advised this subsidiary of Tyco on possible acquisition structures for expanding its local alarm and security business.

AEGEON CORPORATION
(United Pipelines)
(Chesterfield, Missouri)

Ongoing advice on local investment vehicles, including corporate, currency and financial matters.

APR ENERGY
(Jacksonville, Florida)

Ongoing advice on power generation contracts entered into with ENARSA, as well as financing, intercompany agreements, compliance, and corporate responsibility.

**CLIFFS NATURAL
RESOURCES**
(Cleveland, Ohio)

We represented this mining company on the acquisition of a local mining company and its M&A process (including the analysis of a possible bulk transfer), advice on the creation of local vehicles and subsequent development of an exploration project.

**DAIRY PARTNERS
AMERICAS ARGENTINA**
(Buenos Aires, Argentina)
(Fonterra-Nestlé JV)

Termination of the joint venture business alliance with SanCor (Argentina's leading dairy products manufacturer) in the manufacture of chilled dessert products.



REPRESENTATIVE ENGAGEMENTS

Corporate Law

EMBOTELLADORA DEL ATLÁNTICO *(Córdoba, Argentina)*

We are lead counsel for this Coca-Cola bottler. Our advice ranges across the board to corporate, finance, M&A, distribution, sales and other commercial agreements, tax and employment law.

FONTERRA DAIRY CO-OPERATIVE LIMITED *(Auckland, NZ)*

We counseled this company on its business relationship with Nestlé through the joint venture Dairy Partners Americas and its Argentine subsidiary, including its export business start-up, and procurement of the corresponding sanitary authorizations.

G ADVENTURES *(Canada)*

Formation of this global adventure travel agency's permanent representative office in Argentina. WSC continues advising management on all operating aspects, including commercial employment, immigration and corporate matters.

KEYMILE AG *(Switzerland)* **AND KEYMILE GMBH** *(Germany)*

We assisted this leading manufacturer of data transmission systems in the incorporation of a limited liability company in the City of Buenos Aires. We prepared the company's bylaws, and related documentation, and registered Keymile with the Superintendency of Corporations.



REPRESENTATIVE ENGAGEMENTS

Corporate Law

MARKEN
(London, UK)

We advise this company regarding its Argentine subsidiary (corporate, banking and regulatory aspects).

McCAIN FOODS
(Florenceville, Canada)

WSC counsels this frozen food leader regarding its corporate structure in Latin America and internal compliance processes.

OMRON HEALTHCARE
(Bannockburn, Illinois)

Creation of a local investment vehicle and procurement of the relevant authorizations to import medical supplies.

REGUS
(Sunrise, Florida)

Advice on investment vehicles in Argentina, including financing structure, intercompany agreements with parent company, banking and exchange matters, and the operation of all its office rental centers in Argentina.

RPM
(Cleveland, Ohio)

Acquisition of a local paint and varnish manufacturing company having several corporate vehicles and assets in different jurisdictions, including the analysis of a possible bulk transfer.



REPRESENTATIVE ENGAGEMENTS

Corporate Law

RUSSIA TODAY

(Moscow, Russian Federation)

Formation and maintenance of this global multilingual television news network's representative office in Argentina.

SEALORD GROUP LTD.

(Auckland, NZ)

Advice on investment vehicles, including the dissolution of a joint venture with local partner and the negotiation of a new joint venture with a foreign partner, bulk transfer, foreign financing, and compliance audits under local regulation.

SOFTWAREONE

(Stans, Switzerland)

We represented of this global software license reseller to start up operations in Argentina (2010).

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REPRESENTATIVE ENGAGEMENTS

Mergers & acquisitions

**CLIFFS NATURAL
RESOURCES**
(Cleveland, Ohio)

We represented this client since its initial acquisition of mining tenements in Argentina in 2012, accompanying it through all corporate, funding and exploration-phase work, including the formation of local investment vehicles and the negotiation of drilling and other exploration service agreements. Recently, we advised Cliffs on its divestment of those assets.

**COCA-COLA
ANDINA ARGENTINA**
(Southern Cone)

We advised the majority stakeholder in the 2012 merger of the two largest Coca-Cola bottlers in Argentina, representing combined sales of AR\$2.9 billion.

CONAGRA FOODS INC
(Omaha, Nebraska)

We represented this consumer foods conglomerate in 2012 in an acquisition of a company located in Colombia.

HARRIS CORPORATION
(Florida)

We advised this international telecommunications equipment company on the sale of an Argentine company pursuant to a global asset sale agreement.

MARKEN
(London, UK)

We represented this company in 2012 in a US\$ 9 million acquisition of a clinical trials company.

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REPRESENTATIVE ENGAGEMENTS

Mergers & acquisitions

PCG INTERNATIONAL
(Texas)

In 2012, we advised this private equity fund on the US\$1.5 million purchase of a secured lender specialized in the used automobile market.

REGUS
(Sunrise, Florida)

In 2012 we advised this company on the US\$1.5 million strategic purchase of a company operating business service centers in the interior of Argentina.

RPM INTERNATIONAL
(Cleveland, Ohio)

In 2010, we advised this company on the US\$30 million (inchoate) acquisition of an Argentine paint and coating manufacturing company.

SEALORD GROUP LTD
(Auckland, New Zealand)

We advised Sealord on its divestment from the commercial fishing industry.

WEB.COM
(Jacksonville, Florida)

In 2011, we advised this company on its acquisition of the Argentine subsidiary of Network Solutions, part of a US\$ 530 million global acquisition.

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REPRESENTATIVE ENGAGEMENTS

Project Finance

APR ENERGY
(Jacksonville, Florida)

WSC serves as counsel to this leading provider of temporary power generation solutions regarding its contracts with the Argentine Government to supply the Provinces of Formosa, Salta and Chaco with power, and in the international financing for these projects. WSC counsels the client with respect to its ongoing relationship with ENARSA.

CAMUZZI S.A.
(Argentina)

In 1995, attorneys of WSC provided counsel to a bidding consortium led by this Italian energy firm regarding the operation and transfer of a hydroelectric project on the Futaleufú river located in the Argentine Province of Chubut.

**CAMUZZI GAS
PAMPEANA S.A.**
(Argentina)

Attorneys of the firm advised this Argentine gas distribution company, currently owned by Camuzzi Gasometri (Italy) and Sempra Energy (U.S.), with regard to the issuance of debt securities under dollar-and-peso-denominated short and medium-term note programs (with bond issues in 1994-99 and 2001, 2005 and 2009). Gas Pampeana distributes natural gas throughout the Province of Buenos Aires (excluding the greater Buenos Aires metropolitan area) and the Province of La Pampa.

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REPRESENTATIVE ENGAGEMENTS

Project Finance

**EMBOTELLADORA
DEL ATLÁNTICO S.A.**
(Córdoba, Argentina)

Attorneys of the firm acted as counsel to this Coca-Cola bottler regarding its construction of a major beverage industrial plant in the Province of Córdoba in 1991. EDASA is one of the two largest Coca-Cola bottlers in Argentina. WSC continues to act as principle legal counsel to this Chilean capital company regarding all aspects of its activities and investments in Argentina.

**INTERNATIONAL
FINANCE
CORPORATION**

In 2003, attorneys of the firm acted as lead counsel for IFC on the financing of the US\$ 275 million extension of the Argentine northern trunk pipeline (operated by Gas Atacama, a private

Chilean natural gas distributor) to a Chilean power plant. This involved the negotiation and documentation of the loan agreement, a sponsors' agreement (for back-up funding), a shareholders' retention agreement, the Argentine lien documents (over the assets of the pipeline operating companies) and the general coordination of Argentine legal advice too.

**INTERNATIONAL
FINANCE
CORPORATION**

In 2009, attorneys of WSC acted as lead counsel to IFC on the US\$ 30 million financing of Exolgan, a port terminal located in Dock Sud, Avellaneda. Currently, the leading terminal in Argentina.

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REPRESENTATIVE ENGAGEMENTS

Project Finance

IMPREGILO S.P.A. *(Italy)*

Attorneys of the firm have acted as counsel to this Italian construction and civil engineering business conglomerate in connection with its investments in Caminos de las Sierras (a highways concessionaire in the Province of Córdoba) and Yacretá (the hydro-electrical power plant between Argentina and Paraguay).

NATIXIS BANQUE *(France)*

WSC is currently counsel to this French corporate and investment bank. Attorneys of the firm have advised the bank in connection with various structured finance transactions, including Cooperativa Tabacalera de Jujuy (a leading Argentine tobacco

producer), Atanor (a leading Argentine chemical company), and Acindar (a leading Argentine steel manufacturer).

SIDECO AMERICANA S.A. *(Argentina)*

Attorneys of the firm advised this Macri Group company on a short and medium term, US\$ 200 million unsecured note program, completed in 1997, for the financing of waste collection, toll highways, and electrical power generation and distribution.

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REPRESENTATIVE ENGAGEMENTS

Project Finance

SOCIEDAD COMERCIAL DEL PLATA S.A.

(Buenos Aires, Argentina)

Attorneys of the firm counseled this holding company owned by the Soldati family in connection with various unsecured note programs (1995-1998) that provided funding for operating subsidiaries (at that time, including Gas Natural BAN, Transener, Transportador de Gas del Norte, Tren de la Costa, Parque de la Costa and Compañía General de Combustibles).

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REPRESENTATIVE ENGAGEMENTS

Antitrust Law

**COCA-COLA ANDINA
ARGENTINA**
(Córdoba, Argentina)

We advised this Coca-Cola bottler on compliance with Argentine antitrust law, especially in connection with commercial contracts.

WSC is advising in the antitrust clearance for the merger of this company with Coca-Cola Polar Argentina.

Attorneys of the firm represented this company on a dispute against a former distributor claiming abuse of power before the antitrust authorities.

SEALORD GROUP LTD.
(Auckland, New Zealand)

We advised this fishing company on the drafting of an antitrust compliance manual for its Argentine subsidiaries.

**DAIRY PARTNERS
AMERICAS ARGENTINA**
(Buenos Aires, Argentina)

WSC counseled DPAA (Fonterra-Nestlé JV) on the termination of its joint venture business alliance with SanCor (Argentina's leading dairy products manufacturer) for the manufacture of chilled desserts. We further advised DPAA on obtaining a desinvestment clearance from the antitrust authorities.



REPRESENTATIVE ENGAGEMENTS

Antitrust Law

CONAGRA FOODS INC.
(Omaha, Nebraska, USA)

Our firm advised this consumer foods group on the acquisition of a Colombian foods manufacturing and distributing company. We conducted an analysis of the markets and products involved and provided counsel on whether to obtain clearance from the Colombian antitrust authorities.

JONES DAY
(Dallas, Texas, USA)

We counsel this law firm on Argentine antitrust regulations applicable to their clients.

**MITSUBISHI
CABLE INDUSTRIES**
(Japan)

We advised this company on the investigation of a potential cartel in Argentina.

WEB.COM
(Jacksonville, Florida, USA)

WSC advised this web solutions company on the acquisition of Network Solutions' Argentine subsidiary, part of a USD 530 million global acquisition, and on obtaining antitrust clearance from the Argentine authorities.

HOLCIM ARGENTINA
(Córdoba, Argentina)

Attorneys of the firm advised this cement manufacturing company on in-house programs regarding antitrust compliance.



REPRESENTATIVE ENGAGEMENTS

Tax Practice

- Advice on a “tax-free” merger of local subsidiaries of two leaders in the global dairy industry to yield over AR\$ 10 million in tax benefits.
- Representation of a water utility company in Mendoza to halt Federal Tax Authority AR\$ 7 million assessment. The claim became a leading case in Argentine tax jurisprudence.
- Tax advice on an AR\$ 150 million asset restructuring involving the spin-off of various commercial operating units.
- Coordinated advice on merger of local cable television networks (each with U.S. capital) in a US\$ 600 million transaction.
- Successful defense of a Mendoza telecommunications company on its constitutional challenge of taxes levied by the City of Mendoza for alleged use of public space.
- Successful defense of tax exempt status of an acquisition of a local media company by U.S. investors challenged by the Federal Tax Authority. Estimated tax benefit of AR\$ 400 million.
- Advice to a large manufacturing company on cross-border leases.
- Successful representation of a Buenos Aires Province electrical energy generation company in rejecting a “surveillance and audit fee” assessed by Buenos Aires Province Electrical Energy Regulatory Agency.



REPRESENTATIVE ENGAGEMENTS

Tax Practice

- Tax advice on merger between an oils manufacturer and a packing manufacturer. The merger yielded the surviving entity a tax loss carry-forward of AR\$ 7 million.
 - Cross-border tax planning for a mining industry client, including analysis of potential transfer pricing issues.
 - Due diligence assessment of AR\$ 80 million claim pending against target in the paint and solvents industry.
 - Tax planning for wine industry clients, including transfer pricing issues related to trading with affiliates domiciled in tax havens.
 - Advice for beverage industry client on cross-border technology services agreement.
 - Tax advice to an Argentine winery on pursuit of debt relief through local bankruptcy proceedings.
 - Advice to Argentine logistics company on US\$ 40 million capital restructuring.
- Due to the current confidential nature of these matters, our tax clients' names are not published in this section.*



REPRESENTATIVE ENGAGEMENTS

Labor And Employment

LINCOLN ELECTRIC
(Cleveland, Ohio)

Advice on the company's Equity Compensation Plan to assure compliance with Argentine regulations and preparation of the corresponding disclosure document.

McCAIN FOODS
(Florenceville, Canada)

Assistance with the termination of several key managers as a result of an internal audit.

MARKEN
(London, UK)

Preparation of employment agreements for skilled and unskilled labor, confidentiality agreements and non-competition agreements.

REGUS
(Sunrise, Florida)

Advice on staff dismissal and resulting conflicts in relation to severance payments.

**TRANSPACK
ARGENTINA**
(Buenos Aires, Argentina)

Investigation of management fraud and subsequent dismissal of the staff involved. Negotiation of collective bargaining agreements.

WEB.COM
(Jacksonville, Florida)

Review of the company's Stock Option Plan to assure compliance with Argentine regulations.



REPRESENTATIVE ENGAGEMENTS

Labor And Employment

DIALOGIC, INC.
(USA)

We represent this communications technologies company in a judicial proceeding brought by a former employee. The defense of this client involves the work of international correspondents for the provision of overseas-produced proof.

APM ENERGY
(Jacksonville, Florida)

Assistance with labor and employment matters as well as the relationship with unions.

CICSA
(Argentina)

Assistance with labor and employment matters as well as the relationship with unions.

**EMBOTELLADORA
DEL ATLÁNTICO S.A.**
(Córdoba, Argentina)

Assistance with labor and employment matters as well as the relationship with unions.



REPRESENTATIVE ENGAGEMENTS

Litigation and dispute resolution

APR ENERGY

(Jacksonville, Florida)

We represent the local subsidiary of APR Energy LLC, the leading provider of temporary power generation solutions in various matters, including termination of service agreements, tax claims, employment litigation and tort claims.

ARGENTINE CITIZENS

We represent various Argentine citizens in constitutional claims against the National Government and the Social Security Agency (ANSES) based on the forced “pesification” of dollar-denominated pension funds. These claims, widely reported in the local press, represent a “leading case” in Argentine constitutional litigation.

CREDITORS COMMITTEE

*(Sociedad Comercial
del Plata)*

In the recently finished reorganization of this defunct Argentine oil and gas holding company, we advised the bondholder creditors committee. After a lengthy proceeding, the Supreme Court upheld an extraordinary appeal filed by the Federal Prosecutor’s Office based on our clients’ filings. Our efforts also led to the filing of charges by the Federal Prosecutor against the debtor, its legal advisor and other persons for fraud committed during the debtor’s reorganization proceeding. Litigation and our representation of the committee continue.

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REPRESENTATIVE ENGAGEMENTS

Litigation and dispute resolution

GRUPO ANDINA
(Coca-Cola)
(Argentina)

We represent the various Argentine companies of the Grupo Andina (including Coca-Cola Andina), the parent of which is one of Latin America's largest Coca-Cola system bottlers (NYSE: AKO/A). Our engagements span the realm of judicial and administrative claims, including consumer product, antitrust and employment and tax litigation portfolio. Most recently, we have represented Coca-Cola Andina in consumer product liability claims, the number and magnitude of which have increased dramatically by recent judicial precedent encouraging consumer litigation.

GRUPO CCU
(Budweiser, Heineken)
(Chile)

We currently manage the employment litigation portfolio for Grupo CCU (the Chilean parent of the Argentine licensee of Budweiser, Heineken and other alcoholic beverages) and its sparkling wine and cider-producing affiliates, Sáenz Briones and Sidra La Victoria. Our representation includes private employment litigation, union and collective bargaining conflicts and administrative proceedings.

ILATINA BUSINESS SERVICES
(Argentina)

We represent iLatina Business Services, a software solutions and consulting firm linked to the oil & gas industry in employment litigation.



REPRESENTATIVE ENGAGEMENTS

Litigation and dispute resolution

NSC GLOBAL LTD

(London, UK)

We represented this British technology company in a damages claim against a former supplier.

concluded defense verdict in an AR\$300,000 discrimination claim filed by a former employee.

OMRON HEALTHCARE INC

(Bannockburn, Illinois)

We currently represent Omron Healthcare Inc., a global manufacturer of non-invasive medical supply products, in the defense of a US\$500,000 claim brought by a former Argentine distributor.

SEALORD GROUP LTD

(Auckland, New Zealand)

We represented the New Zealand commercial fishing conglomerate in a dispute with its former joint venture partner, involving a US\$3 million claim that touched on both Argentine and New Zealand law.

REGUS GROUP PLC

(Sunrise, Florida)

We currently represented Regus, a worldwide provider of office solutions, in pursuing contractual claims arising out of its non-performing portfolio. We also defend Regus in various employment litigation matters, including a recently

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REPRESENTATIVE ENGAGEMENTS

Litigation and dispute resolution

TRANSPACK We currently defend Transpack, an international moving company, in a wrongful termination claim brought by a former executive, as well as in the prosecution of civil and criminal claims against that executive, arising out of alleged embezzlement of more than AR\$1,000,000.

U.S. CITIZENS Our employment litigation practice extends to the representation of various U.S. persons, including the current head of security for the U.S. Embassy, in the defense of employment claims.

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REPRESENTATIVE ENGAGEMENTS

Anti-Corruption/Anti-Bribery Compliance and Remediation

APR ENERGY
*(Power Generation,
Jacksonville, FL)*

Anti-corruption due diligence on third party suppliers and vendors.

Specific diligence Investigation of alleged expediting payment to government officials by third-party vendor.

Assessment with U.S. counsel of self-reporting and remediation under FCPA and Argentine law.

FCPA, UK Bribery Act and Argentine anti-bribery anti-corruption training.

ROCKWELL COLLINS
*(Defense Contractor,
Cedar Rapids, IA)*

Questionnaire and interview for due diligence on Argentine service provider (Swissport) to verify absence of questionable practices.

Consultation on benefits offered to Aerolineas Argentinas personnel in connection with hosted training sessions to verify non-violation of Argentine anticorruption regulations.

JONES DAY
(Washington, DC Office)

Assistance with Argentine chapter of global anticorruption survey since 2012.



REPRESENTATIVE ENGAGEMENTS

Anti-Corruption/Anti-Bribery Compliance and Remediation

FERRO CORP

*(Surface Coatings and
Coloring, Mayfield Heights, OH)*

FCPA, UK Bribery Act and Argentine anti-bribery anti-corruption training and intensive workshop.

MULTINATIONAL SUBSIDIARY

*(Power Generation,
Jacksonville, FL)*

FCPA, UK Bribery Act and Argentine anti-bribery anti-corruption training.

Anti-corruption due diligence on third party suppliers and vendors.

Respond to consultations on potentially questionable conduct.

THANK YOU

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