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Perspectives on Latin America





Welcome

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Partner

Head of Willkie's Latin America Practice Group

Latin America is a region of immense contrasts. It is an attractive, vibrant and dynamic part of the world, filled with a skilled and creative labor force, abundant natural resources and high levels of happiness — and also characterized by economic volatility, chronic social problems and other challenges. Despite such contrasts, the region is demonstrating enormous long-term potential and unique opportunities for investment, successful enterprises, durable partnerships and outstanding returns.

Historically, the region has received a significant amount of foreign direct investment and attracted international companies to either import products and services or to set up facilities to participate in the local economy. However, recent decades have also seen native Latin American companies dominating national market share as well as expanding their successful operations abroad, either by organic growth or by the acquisition of foreign players. At an unprecedented pace, we witness Latin American businesses bridging the gap between themselves and foreign competitors across an array of industries and economic sectors as these Latin American companies align consolidated international practices with local innovative elements and trends.

The opportunities in the region present a highly complex legal framework, coupled with cultural challenges, which demand local and international players to engage with sophisticated legal counsel such as Willkie Farr & Gallagher LLP. We are a business partner that believes in long-term relationships. Our lawyers are pragmatic,

efficient, creative and well-versed in the specifics of each jurisdiction and many different industries. Through active participation in complex transactions in the region, Willkie has developed unparalleled experience and inside-out knowledge of the Latin American realities, players and best practices. With highly specialized teams possessing a unique set of backgrounds, experience and skills, Willkie is well placed to advise Latin American players seeking to expand their business and operations around the world. On a highly selective basis, we partner with the best local law firms in the region to augment the work of our Latin America team and the multidisciplinary practices in Willkie's 10 international offices.

With this premiere edition of *Perspectives on Latin America*, we are pleased to provide our clients and friends with a brief overview of some of the hot topics related to Latin America, plus views on strategic sectors and upcoming trends. You are also invited to learn more about our firm and our Latin American Practice Group.

We hope you will enjoy this publication and we look forward to assisting you as you contemplate further expansion of your business interests in Latin America and abroad. We are proud to work with our clients in this exciting region of the world, with its astonishing heritage and promising future.

—*Maria-Leticia Ossa Daza*

Read *Maria-Leticia's bio* on *Willkie.com* [here](#).

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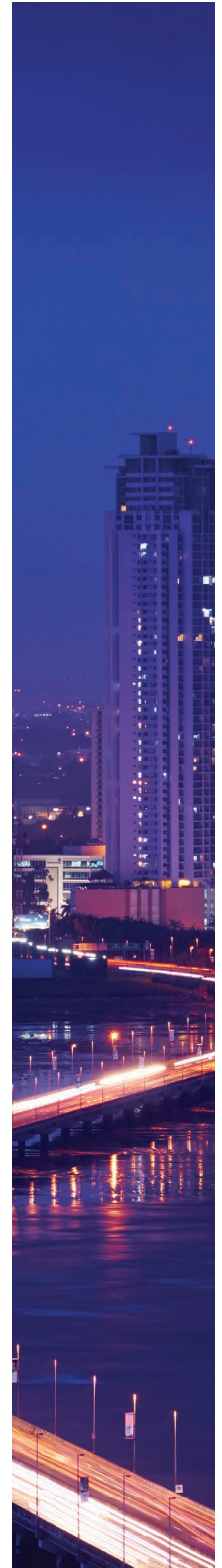
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Images of Willkie attorneys throughout this pdf publication can be clicked for complete bios on Willkie.com.



Willkie's Latin America Practice Group

We provide strategic legal representation and trusted counsel to market-leading public and private companies operating around the world in a broad range of industries. Our attorneys work seamlessly across practices and borders to deliver efficient and innovative structures and solutions to our clients' complex challenges.

The lawyers in Willkie's Latin America Practice Group possess the legal acumen and experience to handle any transaction, and are valued for their ability to communicate effectively with clients in Latin America and internationally. Our lawyers are admitted throughout Latin America and have significant experience working on a variety of matters in the region, including in Argentina, Brazil, Chile, Colombia and Mexico. All attorneys in our Latin America Practice Group are fluent or proficient in Spanish and/or Portuguese.

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Willkie Clients: **Selected Experience in Latin America**

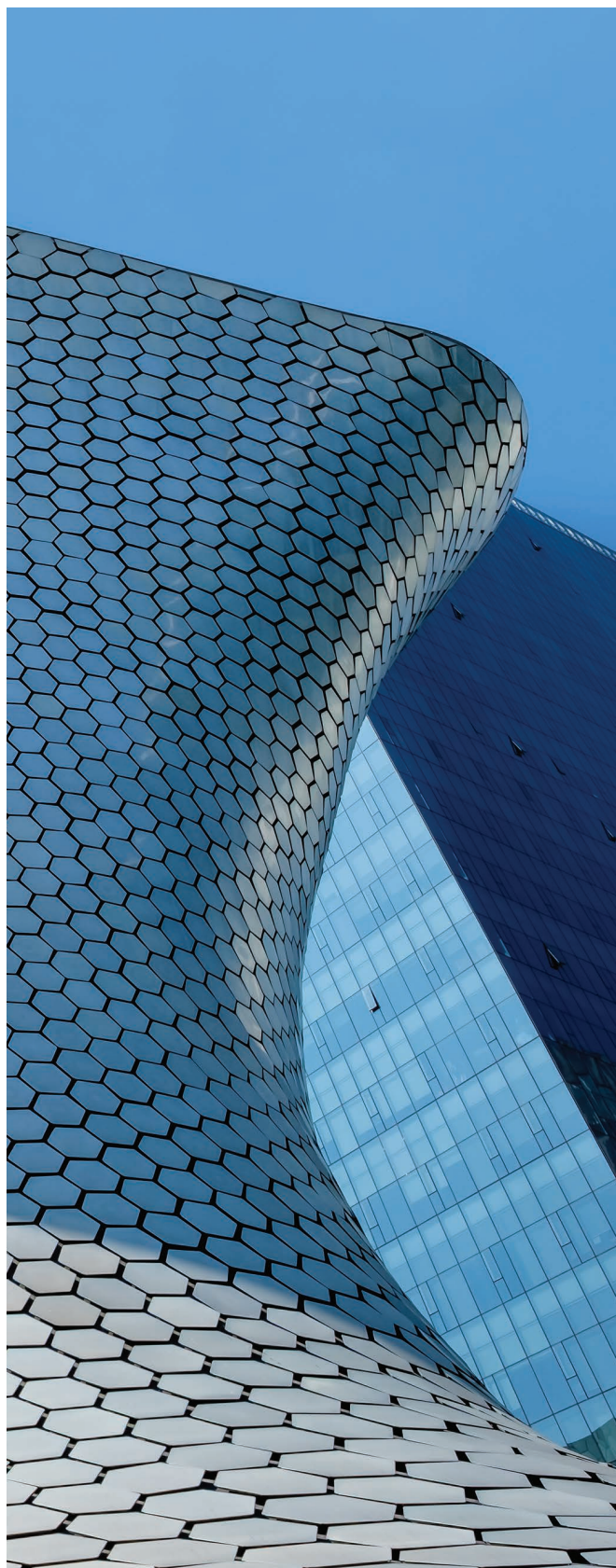
- Vilmorin & Cie, one of the world's leading seed companies, in its acquisition of two independent South American seed companies, Sursem (Argentina) and Geneze (Brazil) from Pampa Capital
- Zurich Insurance Group in its acquisition of the individual and group life insurance businesses and the long-term savings operations of EuroAmerica in Chile
- Zurich Insurance Group in its agreement to acquire 19 travel assistance providers in Latin America, including Brazil, positioning its Cover-More Group as the leader in global travel insurance and assistance in the region
- Weener Plastics Group, a leading manufacturer of innovative plastic packaging products for consumer goods companies, and 3i being invested in Weener, in Weener's acquisition of Proenfar, a Colombia-based manufacturer of pharmaceutical and cosmetics plastic packaging solutions for the Latin American market
- Zurich Insurance Group in the acquisition of Australian insurer QBE, which operates in Latin America, including Argentina, Brazil, Colombia and Mexico, for \$409 million
- Assurant, Inc., a premier global provider of risk management solutions, in its \$2.5 billion deal to acquire The Warranty Group, a leading global provider of protection plans and related programs; the transaction included operations in Brazil and Mexico
- Global shipping group CMA CGM in its acquisition of Mercosul Line from Maersk Line
- CMA-CGM and its subsidiary Kingston Freeport Terminal Limited on all aspects of the Kingston Container Terminal extension project in Jamaica, from the negotiation of the concession agreement to the closing of the financing made available by Development Financial Institutions (IDB, DEG and Proparco) and commercial banks under an A-B loan
- PricewaterhouseCoopers Inc. as the court-appointed monitor and authorized foreign representative of Pacific Exploration & Production Corp. in connection with the U.S. chapter 15 proceedings in the United States Bankruptcy Court for the Southern District of New York, that resulted in the restructuring of approximately \$5.4 billion
- Participants in ongoing investigations regarding corporate governance, establishment of special commissions, investigative structures, and compliance with governmental expectations and requirements
- Swiss Re Corporate Solutions Ltd. in its joint venture with Bradesco Seguros, creating a leading commercial large-risk insurer in Brazil
- Altos Hornos de México S.A.B. de C.V., a large Mexican steelmaker, in its suspension of payments proceeding in Mexican bankruptcy court and in connection with a petition to the Inter-American Commission on Human Rights against the Mexican government to address a proposed "Coal Tax"

Continued

Section 1

Selected Experience in Latin America

- Yildirim Group in several transactions in Latin America, including the acquisition of coal-mining assets in Colombia and an arbitration proceeding against CCX Colombia S.A., part of the EBX Group
- Zurich Insurance Group's Brazilian subsidiary Zurich Minas Brasil Seguros S.A. in the negotiation of a distribution agreement with Via Varejo S.A. for the exclusive sale of extended warranty insurance through the Casas Bahia and Ponto Frio branded store networks of Via Varejo, covering almost 1,000 stores
- Swiss Re Corporate Solutions Ltd. in its acquisition of a majority stake in a leading surety company in Colombia, Compañía Aseguradora de Fianzas S.A. Confianza
- Celsia SA, Colombia's fourth-largest power producer, in its \$840 million acquisition of stakes in seven power plants in Costa Rica and Panama from GDF Suez
- Mexican state-owned oil and gas company Pemex in a FCPA & RICO claim against HP filed in December 2014
- Insight Venture Partners in its investment in KaBuMI, a Brazil-based e-commerce computer/electronics seller
- Brazil-based tax and accounting software company Folhamatic Group in its sale to UK-based Sage Group
- Maurel & Prom in its \$460 million acquisition of Knightsbridge Investment Ltd.'s Colombian and Venezuelan oil and gas assets
- Insight Venture Partners and Accel Partners in their investment in Decolar
- Various funds and family offices in Latin America with structures and investments in the U.S.





Deal Spotlight: Willkie Represents the Sponsors of a Groundbreaking Maritime Terminal on Colombia’s Caribbean Coast—Puerto Antioquia

Willkie is representing a joint venture of sponsors in all aspects of the 30-year concession granted by Colombia’s Agencia Nacional de Infraestructura (ANI) for the development, construction, operation and maintenance of a groundbreaking greenfield public use maritime terminal — Puerto Antioquia — in the Gulf of Urabá on Colombia’s Caribbean Coast.

The joint venture is comprised of sponsors CMA CGM, a long-time Willkie client and one of the world’s largest shipping lines; Puertos, Inversiones y Obras S.A.S., an experienced developer and operator of ports in the region; and other sponsors, including strategic partners from the banana industry such as Banacol and Uniban.

Puerto Antioquia will serve as a gateway to the economic powerhouse that is the Department of Antioquia, enabling the region of Urabá — whose history has been marred by years of conflict — to realize its full potential

as a major logistics hub. After years of development, the concession agreement and investment agreement were signed in March 2019, representing a major achievement in the realization of this complex project. Financial close is expected later this year.



Partner **Annette Péron** is leading the Willkie team advising client CMA CGM on the joint venture aspects with the other sponsors.



National partner **Michaël Armandou** is leading the Willkie team advising the joint venture set up by the sponsors on the project development aspects of this transaction.



Head Legal M&A/Finance/Investments at Zurich Insurance Company Ltd.

Zurich Insurance Company Group (“Zurich”) is a leading multi-line insurer serving customers in over 210 countries and territories, providing a wide range of property, casualty and life insurance products. Zurich’s main operating entity is Zurich Insurance Company Ltd.

Q&A with **Robert Kuster**

As Head Legal for Zurich Insurance Company Ltd., Robert Kuster has had a pivotal role in major insurance transactions around the globe. Zurich’s recent acquisition of Australian insurer QBE Insurance Group — which involved businesses in Argentina, Brazil, Colombia, Ecuador, and Mexico — exemplifies Zurich’s commitment to and understanding of the Latin American marketplace. In this Q&A, Robert shares the challenges, risks and rewards of conducting business in the region.

What are the top hurdles and top drivers of investing in Latin America?

Zurich Insurance Group has been in Latin America for a long time, and we have gone through different economic and political cycles. So I think it will not be surprising when I say that we take a long-term view to investing in the region, and that we manage our Latin American operations with a deep and long-standing commitment to the region. Frankly, just like everywhere else in the world, there are factors at play in Latin America that require a different mindset or approach, and that is what makes transactions in this part of the world so interesting.

Latin America is a compelling growth market for Zurich from both a macroeconomic and an insurance perspective, particularly if you look at the demographics in the region, and growth projections over the medium- and long-term remain positive. If you then look at penetration rates — i.e., how many insurance products an individual has — I think it would be fair to say that the insurance industry in Latin America, in general, has not yet reached maturity, especially when compared to more mature markets in Europe and the U.S. In our view, the insurance industry in Latin America still has room to grow, and our significant investments in the region, particularly over the past year, are a reflection of that sentiment.

Following acquisitions in Latin America, what are the main challenges faced by Zurich in the integration phase?

We see some recurring patterns, and one of the main challenges we generally face relates to people and the combination of different corporate cultures. Thankfully, we see great enthusiasm for people to join Zurich; it is a good brand and a well-known company that has been around for almost 150 years. Another challenge relates to determining the scope of transitional services prior

to taking full ownership of a business. One of our key objectives is to minimize transitional services but still ensure a seamless integration that is least disruptive to the target's business and to our own.

More generally, I would note that we engage in careful integration planning. The appointment of integration managers early in the life cycle of our transactions has been enormously beneficial as the findings from management meetings, our due diligence reviews, and the definitive contractual arrangements provide the integration managers and their teams with ample information to start integration planning well ahead of closing. This enables the teams to hit the ground running once the closing has occurred. As you know, these types of integration activities must not run afoul of competition laws, and we are very careful to ensure that our various integration planning processes do not interfere with the target's conduct of its business in the lead-up to signing and the period prior to closing.

Which country in Latin America has the best business and regulatory environment for acquisitions? Which has the worst?

Over the past year, we have successfully completed acquisitions in some of our existing markets (e.g., Argentina, Brazil, Chile, and Mexico) as well as new markets by engaging early on with regulators and explaining our strategic objectives in their respective jurisdictions. It should not be surprising to hear that the nature of our business requires us to maintain an ongoing dialogue with our regulators and report periodically on our activities, to allow them to understand the scope and depth of our commercial activities and overall strategic outlook in the respective country. Our reputation as an established and well-regarded insurer with a strong balance sheet obviously has helped us as well, and we are generally viewed as a welcome investor, whether we engage in bolt-on acquisitions or enter entirely

new markets, such as we did with the recently closed acquisition of QBE's Ecuadorian operations.

To what extent are cultural differences a hurdle when investing in Latin America?

Given our long-standing, active presence in Latin America, I think that cultural differences have posed fewer challenges for us as a global company than one would expect. We also have strong local and regional management teams, usually composed of local insurance specialists, who are very familiar with their markets and understand the particular local trends, customs and business practices, including the conduct of negotiations to paper up transactions. As I previously mentioned, the combination of corporate cultures usually is challenging and requires particular attention, but they are not insurmountable challenges.

Latin America is marked for having a significant number of family-owned businesses, which we know raises a series of challenges and issues for the foreign acquirer. What are the greatest challenges you have faced in such acquisitions, and did Zurich manage to overcome them?

Family-owned businesses indeed raise challenges and issues for multinational insurers such as Zurich. As part of the initial due diligence process, we carefully assess certain topics — for example, compliance and governance structures — with the goal of understanding the business as it is currently conducted but also in terms of the integration process after completion and how that may impact the target business. Integration costs are usually considered as part of the overall transaction costs, which helps to ensure that the acquired business is appropriately integrated into the Zurich world. The key here is to avoid a scenario in which the acquired business ceases to conduct its commercial activities, and instead letting it continue to do what it has done,

presumably successfully, within our own governance and compliance framework. I would also add that there are businesses we have evaluated but have not acquired due to the informality of their governance structures and weak internal reporting frameworks and controls, and concerns about the commercial impact of a proper integration into our own organization.

To what extent does Zurich expect the political environment in Latin America to affect its businesses, investment decisions and strategies?

We are a long-term investor and have been present in Latin America for decades. Nonetheless, we consider political and macroeconomic factors whenever we evaluate new opportunities. The strategic decision to invest in a particular region or country will always take into account such factors, and our continued presence (and recent bolt-on acquisitions such as QBE and EuroAmerica) in the region shows our commitment and belief that Latin America remains a compelling growth market for a multinational insurer such as Zurich.

How are the challenges brought by government interactions in Latin America different from those faced by Zurich elsewhere? What are the specific measures adopted by Zurich in order to mitigate corruption and compliance risks in Latin America?

Around the world, we have found that regulators generally try to do the right thing, and it is our job to work with them. We have a strong compliance function on the national, regional and group level, and we put a lot of emphasis on the mitigation of compliance risks in the context of business-as-usual and when we consider M&A transactions. As part of our due diligence assessment, our experienced compliance teams delve into the target's compliance practices and spend a lot of time to understand the target's compliance function as well as — and this is perhaps even more important

— the target's compliance culture and the tone at the top of the target's hierarchy. Management meetings and work-stream specific sessions allow our teams to assess compliance topics and flag potential issues for the deal team. After closing, our integration teams work closely with legal and compliance colleagues from our local, regional and group offices.

Looking back 10 years, have the Lava Jato and other anti-corruption policies changed the business environment in Latin America? Have they changed Zurich's approach to investment in Brazil and other Latin American countries?

In the past 10 years, bribery- and corruption-related risks have clearly gained in prominence. But I would say that for us, as a multinational insurer operating across the globe, it has always been an area of concern and presents a topic of particular focus during the due diligence phase for any potential acquisition. I think it would be fair to say that Lava Jato and so on have not really changed our approach to investing in Latin America, but clearly they have raised the stakes of getting it wrong.

Which Latin American countries do you plan to target for acquisitions in the next 12 to 24 months?

Our strategy has always been to know our markets, customers, distributors and capabilities, and to develop them organically. Having said that, in all of our markets we look at inorganic opportunities to complement what we have built organically in order to accelerate the execution of our strategy. As such, we will continue opportunistically to assess potential acquisitions, and if they meet our internal criteria and add value for our shareholders, I would expect that we would actively evaluate such opportunities. In the meantime, we have done a number of important acquisitions in Latin America in 2018, and the integration of those acquisitions will continue to keep us busy for some period of time.



CEO Grupo de Energía de Bogotá (GEB)

Grupo de Energía de Bogotá (“GEB”) is a leading multinational company in the sector of electrical power and natural gas, with presence in Brazil, Colombia, Guatemala and Peru. GEB participates in companies across the entire energy chain from generation to distribution.

Q&A with Astrid Álvarez Hernández

Ms. Astrid Álvarez Hernández has extensive experience in the design and implementation of projects that have transformed leading companies in Latin America’s energy and infrastructure industries. She has held senior positions in the public and private sectors, including at Colombian energy companies with presence in Brazil, Colombia, Guatemala and Peru. She also devotes time in support of the Fundación Servicio Juvenil, a nonprofit organization dedicated to the education of young people in situations of social exclusion.

In this interview, Ms. Alvarez shares perspectives on her experience, the importance of women in leadership positions, and current opportunities in Latin America’s energy sector, with a special focus on clean energies.

Please tell us a little about yourself and how you came to be CEO of GEB.

I am a Civil Engineer. I graduated from the Universidad Javeriana of Bogotá and specialized in Environmental Management from Universidad de Los Andes. I also have a Master’s degree in International Relations from the University of Ohio.

Before joining GEB, I worked as an Administrative Manager of Ecopetrol, the largest company in Colombia

and the fourth largest oil company in Latin America. In addition, I worked for six years as the General Manager of Empresa de Acueducto, Alcantarillado y Aseo de Bogotá.

I have extensive experience in the management of companies and in the design and implementation of strategic processes; since January 2016, I have been the chairman of GEB, a conglomerate of the electric power and natural gas sectors with presence in Colombia, Peru, Brazil and Guatemala, where we launched an ambitious Corporate Strategic Plan to strengthen the positioning of the group in Latin America.

What are some strategies that can help women achieve a more prominent role in their organizations?

The business sector must have a real commitment and actively support different initiatives to empower women. For example, GEB recently adhered to the United Nations Women principles for women’s empowerment. Currently, 1,952 companies belong to this global network worldwide, but in Colombia only a group of 13 companies are part of it.

I am convinced that we must give more relevance to our women in leadership positions, and give them more power in our communities. Women are more prepared every day and we are highly competitive in the labor market. At present, there are three women in charge of the three most important electricity transmission projects of GEB. In addition, 42% of our employees are women.

International studies show that the performance of companies improves when the proportion of women in leadership positions is greater: companies that have at least 30% of women in high executive positions have 15% more revenues than those of similar characteristics that do not.

What are the main challenges you faced throughout your career, and how did you overcome them?

I consider myself lucky to be part of the first generation of women who have had significant opportunities to lead teams and change societies. This has allowed us to contribute greatly to the energy sector and the economic development in general. In addition, I have had the good fortune of having wonderful male bosses over the years.

I believe that nowadays women have the opportunity to show with our capabilities what we are capable of, not only in terms of knowledge but in terms of our passion and our sensitivity to the needs of others.

What are GEB's business and financial strategies to boost its electric power and natural gas programs?

With the launch of our Corporate Strategic Plan in 2016, we began a great process of transformation within the organization and created three strategic business groups. During this process, we have identified growth opportunities to boost our companies and identify new business opportunities in other Latin American countries.

We have presence in all phases of the electric power and natural gas business, with more than 6.8 million customers among homes, industries and businesses, 12,500 kilometers of transmission networks, and 4,500 gas pipeline networks in Colombia, Peru, Brazil and Guatemala.

In Colombia we are number 1 in natural gas transport with our company TGI, and number 2 in transmission of electric power. In 2018, we broke the record of natural gas connections (184,000) in Peru through GEB's company Cálidda, and we reached more than three million inhabitants of Lima and Callao. In Guatemala we supply 100% of the South Pacific Project, to strengthen the provision of energy service in the south of the country, and we are moving forward with the construction of Plan de Expansión de Transporte de Energía (PET), the most important energy infrastructure project in Central America. Finally, in Brazil, we have 1,100 kilometers of transmission lines through our company Gebbras.



Can you tell us about GEB's commitment to clean energy? How does GEB manage to meet the energy demand of large cities while at the same time promoting clean mobility?

GEB is strongly committed to clean energy through our hydroelectric plants. Colombia is one of the countries with the cleanest energy industries in the world, where 70% of the energy supply comes from hydroelectric power plants. However, we have been working on the identification of new business opportunities to promote the transition of the energy sector to renewable energy sources. For example, in 2018 the project Colectora was awarded to GEB. This project consists of the construction of 480 kilometers of transmission lines and two substations to transfer to the national network the energy that will be generated in the wind farms of La Guajira, one of the regions with great potential in this sector.

With respect to clean mobility, GEB is committed through its natural gas business. For instance, Lima's mass transport, El Metropolitano, has a fleet of 600 buses powered 100% with natural gas (Natural Gas Vehicles), which is supplied by our company Cálidda. Furthermore, following the tender of mass transportation buses in Bogotá held in 2018, 741 Transmilenio buses will start operating in Bogotá with natural gas during the second half of 2019 and the first half of 2020, in part, thanks to the momentum of GEB's companies in the sector, such as TGI.

In your opinion, where in Latin America are the main investment opportunities in the natural gas and electric energy generation sectors in the coming years?

I believe that all major cities in Latin America have great opportunities in this sector; for example, in transportation and in strengthening the energy system to meet the demand of the largest cities of the region.

The population of Latin America continues to increase, with a strengthening of its middle class and a progressive economic growth in several countries, which implies a greater demand for natural gas and electricity.

How is the Colombian business environment responding to the changes in the anti-corruption and anti-bribery framework? Have you noticed any changes in the sector and culture over the past five years?

I think that Colombian companies are increasingly committed to this matter. For example, in order to achieve more competitive and transparent standards, GEB is currently in compliance with 92% of the recommendations made by the Organization for Economic Co-operation and Development (OECD) in the area of Corporate Governance.

What are the major challenges that GEB expects to face in the next couple of years?

In Colombia, we aim to complete within the next four years 12 energy transmission projects that we are currently developing, which will double our kilometers of transmission networks to reach 3,800 kilometers. In Guatemala we also have the great challenge of finalizing the construction of the most important energy project in Central America. In Peru, we want to continue expanding the number of natural gas connections.

Among the main challenges that we must assume as a group is the launch of the electric energy transmission networks and transport of gas projects in the countries where we conduct our business. Our ambition is to continue growing and seeking new business opportunities, and to consolidate our position as one of the most relevant groups within the energy sector in Latin America.



Representations & Warranties Insurance in Latin American Transactions: Protections to bridge gaps in culture and cost



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Representations and warranties insurance (R&W insurance) has become increasingly popular among strategic buyers and private equity funds in M&A deals globally. As a result of global market trends — such as limited seller’s indemnity and a seller-friendly deal climate — R&W insurance is a maturing and expanding market, with an impressive 96 percent growth in the number of deals worldwide from 2014 to 2017. While growth has largely been concentrated in North America and Europe,¹ the Latin American M&A market has not gone unnoticed. With players in this complex but resilient market advocating for the risk allocation tool, we can soon expect to see R&W insurance having a prevalent role in both local and cross-border transactions in the region.

¹2018 Annual Aon M&A and Transaction Solutions Risk in Review (<http://www.aon.com/m-and-a-riskinreview/index.html>).

Understanding R&W

The most common R&W insurance placements consist of buy-side policies through which the parties allocate a portion of any potential liabilities that may arise from a breach of the seller’s representations and warranties to a third-party insurer, with the buyer as the policyholder. However, it does not cover known risks, contingencies (except for tax contingencies, in some cases covered) or liabilities.

Historically, R&W insurance policies are more common in private company acquisitions than in public deals, where buyers feel more comfortable when acquiring a publicly traded company given the protections of greater transparency and regulation. Nevertheless, R&W insurance cannot be used as a substitute for proper due diligence. Such diligence, if unclear or incomplete, could lead the carriers to refuse underwriting a policy or limit the coverage to those areas in which they have sufficient comfort and visibility.

In keeping, R&W insurance has the potential to play a significant role in current M&A deals in Latin America, where the markets are traditionally dominated by family-run or closely held companies which tend to be less transparent and organized. Also, for private equity funds divesting their portfolio companies, R&W insurance can offer an adequate tool to limit their post-closing liability for breaches of representations and warranties - particularly beneficial for such funds that are approaching the end of their cycle and wish to distribute proceeds and liquidate.

Advantages for buyers and sellers

Increased efficiencies in the time and cost of closing a deal are among the main advantages of using R&W insurance in M&A transactions. Including an R&W policy may help to bridge existing gaps, simplifying the negotiation process. Also, the R&W insurance may be particularly helpful when, due to the size, complexity or nature of the deal or the parties involved, buyer desires more protection than seller is willing to offer, particularly in a competitive process or when addressing the challenges of dealing with a family-owned or closely held business in Latin America (from a U.S. or European investor's perspective).

In addition, the Latin American market is a sensitive environment where factors such as political uncertainty, economic instability, the unpredictability concerning application of local legislation and the outcome of litigation, and investors' fear of corruption scandals, are common. In such scenarios, R&W insurance helps provide buyer with secure means to recover and collect from a solvent third party. This is especially relevant in deals where the acquired company was family owned and sellers may not have the same creditworthiness as a renowned business group. From the sellers' perspective, R&W coverage allows them to limit (or eliminate) their post-closing liability for breaches of their representations and warranties. This is particularly valuable to sellers

Our Insurance & Reinsurance — Transactional and Regulatory Practice

Willkie's Insurance & Reinsurance - Transactional and Regulatory Practice is recognized for its deep experience and dedication to serving the insurance industry. Willkie was named "Insurance Law Firm of the Year: Insurer" at the 2017 *Chambers USA Awards* for excellence. Our multidisciplinary team, ranked Band 1 by both *Chambers* and *Legal 500*, provides counsel and strategic advice on matters affecting the industry in the areas of mergers and acquisitions (M&A), capital markets, disclosure, governance, structured finance, reinsurance, insurance regulatory, registered products, litigation and tax. As an integrated insurance transactional and regulatory practice, Willkie advises a broad spectrum of industry participants, including life and property-casualty insurers and reinsurers, financial guaranty and mortgage insurers, private equity investors, insurance sector-focused funds and investment and commercial banks.

Our lawyers have been involved in many of the industry's most significant transactions, serving as M&A, corporate, securities and regulatory counsel to the world's largest life and property-casualty insurers. We provide a full portfolio of structured insurance solutions to our clients.

To learn more about our Insurance & Reinsurance - Transactional and Regulatory Practice, click [here](#).

such as funds nearing the end of their life cycle and traditional family owners who are willing to divest and, simultaneously, maximize the proceeds received at closing and limit their exposure and connection with the company to the date of the closing, allowing them to enjoy more of, and sooner, the sale proceeds.

Improvements in pricing and terms

Competition in the R&W insurance market has grown globally, and, in markets such as the United States, the offer of new products and the entrance of new players to the carrier market for R&W insurance, have been key drivers – in the reduction of premiums pricing and improvements in coverage terms. In particular, the major insurance companies now offer the possibility to tailor policies and adapt them on a case-by-case basis to the needs of the transaction. The products available in more developed markets reflect the distinct risk appetites and approaches for each insurer, and R&W insurance quotes often offer a significant range both in premium cost and proposed scope of coverage. Although R&W insurance cannot cover all risks associated with a deal, it can provide substantive benefits for both sellers and buyers in M&A and PE transactions. Despite usually being subject to certain relatively low caps and limits, the proper combination of R&W coverage and traditional seller indemnities can result in a hybrid coverage for Latin American deals that provides the right protections for both parties at a reasonable price.

Challenges in Latin America

Regardless of the benefits R&W insurance can offer, regional challenges have prevented this transactional tool from successfully penetrating the Latin American M&A market. Three notable points illustrate both the hurdles and the future potential for greater R&W insurance deployment in regional deals.

Complexity. Insurance products are generally viewed in Latin America as complex and bureaucratic.

There is a common belief that carriers tend to take action to prevent or delay payment of claims. In the past few years, however, there has been a shift in which M&A market players have come to develop a closer relationship with insurers and their respective products, as illustrated by the growth of D&O (Directors and Officers liability insurance) in the region.

Regulation. As insurance is a regulated industry, the success and implementation of R&W insurance depends on local regulators being onboard. For that to happen, regulators must first understand the product, requiring time and joint efforts from interested players. Nevertheless, the more pressure there is from the market to outsource indemnity to carriers, the faster such regulatory obstacles will be overcome.

Supply vs. Demand. Very few carriers in Latin America offer R&W insurance. In Brazil for instance, local practitioners report that only one insurer offers R&W insurance through its local subsidiary. Other countries in the region are either behind or in the same position as Brazil. The lack of market competition has kept prices high and selection limited. Given the gap between demand and supply in the region, a number of players have reportedly sought out international carriers offering to cover local transactions at more competitive prices and conditions.

Despite significant challenges, the R&W market in Latin America is expected to consolidate and flourish as a robust business. In the meantime, regional players and practitioners may be wise to observe global trends and practices in the expectation of increased integration of R&W into their own marketplace.



Recent Investments in Latin America's Tech Sector

Latin America's expanding technology sector represents a unique opportunity for investors. Venture capital funding has recently reached historic maximums and continues to grow every year, which has transformed the market and drawn international investors, many of whom are exploring tech-industry opportunities following their investments in other Latin American sectors. The maturity of some local startups and other consolidated tech and e-commerce companies has helped to attract these big players to technology from more traditional markets.

Below is a selection of recent investments representing significant growth in Latin America's tech sector. Please click [Source](#) to learn more about each transaction.

Our Palo Alto Office

In December 2018, Willkie launched a new office in Palo Alto, California. With Willkie's arrival in Silicon Valley, our experience in technology transactions has merged with the Firm's highly regarded corporate, M&A and private equity capabilities, positioning the Firm for greater value-added collaboration with clients based locally, domestically and abroad.

Please see [page 26](#) to learn more about our Palo Alto office.

Investor/s	Target Description	Country (Year)	Source
Blackstone	Ascenty <i>Data center & telecom services</i>	Brazil (2017)	Source
Carlyle	FS <i>Provider of value-added services, mobile applications and content</i>	Brazil (2017)	Source
Temasek	Neoway <i>Big data analytics</i>	Brazil (2017)	Source
Walmart, Accel Partners and others	Cornershop <i>Online marketplace for on-demand delivery from supermarkets, pharmacies and specialty food retailers</i>	Mexico and Chile (2017/2018)	Source
Tencent, DST Global and others	Nubank <i>Financial services startup</i>	Brazil (2018)	Source
DST Global, Andreessen Horowitz and Sequoia Capital	Rappi <i>On-demand delivery startup</i>	Colombia (2018)	Source
SoftBank	Loggi <i>Delivery service</i>	Brazil (2018)	Source
Visa	Conductor <i>Digital payments processing technology platform</i>	Brazil (2018)	Source
The Craftory, Bezos Expeditions, Maya Capital and Kaszek Ventures	NotCo <i>Foodtech</i>	Chile (2019)	Source
Advent International	Prisma Medios de Pago <i>Payments company formed as a joint venture</i>	Argentina (2019)	Source



Willkie's Private Equity Practice

The private equity environment has evolved dramatically over the past 10 years and today is an integral part of the institutional business world. But complex regulatory requirements, transactions requiring more sophisticated techniques, and a highly competitive marketplace all point to doing business at a faster, yet fully compliant pace. Market knowledge and sophisticated, comprehensive legal skills in the areas of deal experience, fund formation and compliance are the key integrated resources sought by today's private equity firms.

Willkie is one of the few firms that has the critical combination of these attributes, enabling us to guide U.S. and international private equity and venture capital funds, and their portfolio companies, in private equity investments, acquisitions, divestitures, venture capital, joint ventures, private and public offerings of debt and equity securities, credit facilities and other complex transactions.

Transactional Experience

Representing more than 150 U.S. and international private equity sponsors as well as thousands of portfolio companies and management teams, Willkie is an active and longtime advisor of market-leading private equity and venture capital institutions operating across a broad range of geographies and industries, including financial services, technology, healthcare, energy, insurance, communications and media, and life sciences and manufacturing, to name but a few.

Our private equity attorneys, collectively named "Private Equity Team of the Year" (2018) by *International Financial Law Review*, have extensive experience in the U.S. and global investment arenas.

To learn more about our Private Equity Practice click [here](#).

Select Recent Transactions

- Insight Venture Partners in its \$1.16 billion investment in Episerver, a leading marketing technology and digital commerce company
- GoldenTree Asset Management as part of an investor-led consortium in the acquisition of German state bank HSH Nordbank for €1 billion
- Genstar Capital in the acquisition of a majority stake in Cetera Financial Group
- WeenerPlastics Group and 3i in Weener's acquisition of Proenfar, a Colombia-based manufacturer of pharmaceutical and cosmetics plastic packaging solutions for the Latin American market
- PAI Partners in its acquisition alongside Baring Private Equity Asia of World Freight Company International, the global leader in the General Sales and Service Agent market



Understanding the Puerto Rico Debt Crisis: The challenges of advocating in a dispute involving a Commonwealth in financial distress

Since 1973, Puerto Rico has been struggling with a government-debt crisis, caused by the Puerto Rican government spending more than it collected. To cover for the economic imbalance, during the 1970's, the Commonwealth of Puerto Rico started to issue bonds which would be bought by a wide range of investors, from small mutual funds and retail investors to big, fancy Wall Street players. This practice went on for almost four decades, during which the Commonwealth of Puerto Rico and its instrumentalities successfully issued over \$73 billion in bond debt to pay for government costs.

Two of the largest bond issuances are the Commonwealth's General Obligation Bonds (\$13.3 billion in original principal amount) and COFINA Bonds (\$17.3 billion in original principal amount). The COFINA Bonds, unlike the General Obligation Bonds, were secured by a stream of specially created sales and use tax revenue. This special revenue was intended to be used for the purpose of making payments in the COFINA Bonds, and not to pay any other debts of the Puerto Rico government. COFINA, or Corporación del Fondo de Interés Apremiante, is the Puerto Rico Sales Tax Financing Corporation, which was established to issue

the COFINA Bonds. In 2014, three major credit agencies realized that the Puerto Rican government would no longer be able to honor its debt with its creditors and downgraded several bonds to "junk" status. Naturally, creditors started to wonder how to claim their money back. This is where things get really complicated.

Path to restructuring: Legal issues

According to the U.S. Bankruptcy Code, municipalities can file for bankruptcy under Chapter 9 of the Code. However, Puerto Rico is legally not a municipality of the U.S., and therefore the U.S. Bankruptcy Code expressly prohibits Puerto Rico from authorizing its municipalities and public entities to file for bankruptcy. With the regular bankruptcy proceeding out of the question, other solutions had to be considered.

To solve the problem, in 2016 the U.S. Congress enacted the Puerto Rico Oversight, Management, and Economic Stability Act (known as PROMESA), which established the Oversight Board (appointed by the President) to act on behalf of Puerto Rico and its instrumentalities. Congress also passed laws establishing specific

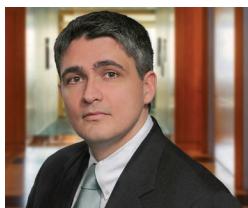
restructuring processes for both in- and out-of-court restructurings (Title III and Title VI, respectively) for Puerto Rico. In May 2017, the Oversight Board initiated in-court restructuring proceedings under Title III of PROMESA for the Commonwealth, COFINA, and the other creditors.

It was then that the Oversight Board decided to make a bold move — which ended up complicating matters even more. Looking to maximize value from all available assets in order to assist the Commonwealth in restructuring, the Oversight Board included the revenues purportedly owned by COFINA to pay the Commonwealth’s general debt. The Oversight Board argued that without the Commonwealth having access to some or all funds purportedly owned by COFINA, the Commonwealth could not successfully restructure.

Allowing the sales tax funds to be used to pay Commonwealth debt would mean that the COFINA Bondholders would not be assured repayment. It also meant that the structure created to fund the COFINA Bonds would be undermined, and investors would not trust the Puerto Rican government in the event that it tried once again to sell bonds by a dedicated revenue.

Willkie’s role

The Oversight Board, as representative of the Commonwealth and COFINA, found itself in a conflicted position, acting on behalf of both sides of the dispute. To solve the conflict, the Title III Court approved a procedure to appoint agents to represent the two entities.



Antonio Yanez, Jr., a partner in our Litigation Department and Vice-Chair of the Securities Litigation Practice Group, was one of Willkie’s lead partners representing COFINA.

In August of 2017, Willkie Farr & Gallagher LLP was appointed as lead counsel in the dispute to represent COFINA. Willkie’s attorneys were responsible for

interpreting and defending the constitutional premises and enabling the legislation of COFINA while also struggling with critical financial implications in the island.

Q&A with Shaimaa Hussein



Willkie litigation partner **Shaimaa Hussein** was actively engaged in the project. In this brief interview, she provides insight about the case, Willkie’s role, and a behind-the-scenes perspective on the successfully negotiated settlement.

How would you describe Willkie’s role in the dispute?

Willkie was retained as counsel to COFINA in one of the many adversarial proceedings related to the Puerto Rico bankruptcy. Our proceeding, in particular, dealt with the issue of whether the sales tax revenue that was collected to back the COFINA Bonds could be used by the Commonwealth for other purposes, including payments of its general obligation debt. Willkie’s position was that the Puerto Rico Constitution and the COFINA-enabling legislation clearly segregate the sales tax revenue for payment of the COFINA Bonds, and that it would be against the laws of the Commonwealth to now use that tax revenue for other purposes. Additionally, the COFINA Bonds had been successful because investors were told that the tax revenue was dedicated solely to payment of the COFINA Bonds. Reneging on those representations to investors could have serious repercussions for the Commonwealth and its ability to obtain financing in the future.

Continued

In your opinion, what was the most challenging legal issue that Willkie faced in working on this matter?

Working on this matter was particularly challenging because there was almost no legal precedent to rely on. The COFINA enabling legislation — and, indeed, the entire COFINA structure — had not been subject to prior legal attack. As a result, questions about the Commonwealth’s ability to create such a structure, its true segregation from the Commonwealth and general obligation debt, and COFINA’s continued existence were all new and novel legal questions. The PROMESA legislation that had been drafted specifically for the purpose of enabling Puerto Rico to seek bankruptcy protection was also new. We were in uncharted territory, and the stakes were very high because the decisions made in this proceeding would serve as precedent going forward for Puerto Rico.

What was the main strategy used by Willkie to conciliate all the interests at play at that time, and what do you think was needed of a lawyer in that situation?

As counsel to COFINA, our role was to protect COFINA’s interests. But it is interesting to be involved in a matter such as this, because it also implicates the interests of the people of Puerto Rico — both today and in the future. Our main strategy was to be mindful of how a decision in this proceeding could impact the island and its government as a whole. For example, we realized that a ruling striking down the COFINA structure and the representations made to investors in selling COFINA Bonds would make it very difficult for the Commonwealth to access the capital markets in the future. If the COFINA structure was invalid, why would investors ever trust in a new structure purporting to offer secure and reliable bonds? It was our job to show how the fate of COFINA was intertwined with the fate of the island more generally. Strong advocacy and the ability to think ahead are crucial in a situation like that, because

you are not only trying to convince a judge to rule in your favor but also trying to persuade other stakeholders that your position is best in the long run — for everyone. Our attorneys had to be flexible and willing to come up with creative solutions, because the proceeding was about far more than just the fate of COFINA.

Willkie’s Business Reorganization & Restructuring Practice

Our Business Reorganization & Restructuring Department is a global practice comprised of 35 attorneys with market-leading capabilities in all aspects of business and financial restructurings and insolvency matters. Our integrated U.S. and European professionals offer the hands-on, results-driven experience that today’s distressed situations demand. We are held in high regard for our responsiveness and proven experience in complex multi-lateral cross-border restructurings (both in and out of court).

Because we know that business reorganization cases often involve legal issues from various subject matters, and are especially fast-paced and time-sensitive, our Business Reorganization & Restructuring team is highly diversified. The team has been honored by *Chambers*; by *Law360* as Bankruptcy MVPs and collectively as Bankruptcy Group of the Year; by *The American Lawyer* as Dealmakers of the Year; by the *Financial Times* in its “U.S. Innovative Lawyers” report; by France’s *Best Lawyers* as Insolvency & Restructuring Lawyers of the Year; and by *Turnarounds & Workouts* as Outstanding Young Restructuring Lawyers.

To learn more about our Business Reorganization & Restructuring Practice, click [here](#).



U.S. Economic Sanctions on Venezuela Present Challenges Across Industries by Priya R. Aiyar



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On January 23, 2019, President Trump announced that he would be officially recognizing Venezuelan National Assembly President Juan Guaido as the Interim President of Venezuela. The announcement came 13 days after Nicolas Maduro was sworn in for his second term, following what the United States considers an illegitimate election. Within days, several other Latin American countries recognized Guaido as the President of Venezuela, including Argentina, Brazil and Colombia. In an effort to place increased pressure on Maduro and his regime, the United States tightened economic sanctions targeted at Maduro government officials, certain sectors of the Venezuelan economy and, in particular, Venezuela's oil industry.

The upheaval in Venezuela and the subsequent imposition of U.S. economic sanctions has impacted our clients across a variety of industries, including but in no way limited to oil and gas, and we are

working with clients to navigate these changes. The U.S. Department of the Treasury's Office of Foreign Assets Control (OFAC) maintains and enforces U.S. economic sanctions, which can be enforced by both civil and criminal penalties. These penalties can be high and the reputational damage associated with the imposition of penalties can be severe.

To date, the most consequential sanctions action for Venezuela was the recent designation and blocking of Petroleos de Venezuela, S.A. ("PdVSA"). PdVSA is Venezuela's state-owned oil company and is a primary source of income for Maduro's regime. In addition to designating PdVSA, OFAC recently added several financial institutions to the List of Specially Designated Nationals and Blocked Persons (the "SDN List"), including Venezuela's national development bank, BANDES, and its subsidiaries. U.S. persons are generally prohibited from entering into any transaction from which these designated entities receive a benefit, although OFAC issued a number of general licenses to authorize certain activity involving PdVSA and other blocked entities.

Clients trading in debt or equity of the Government of Venezuela, or those otherwise involved in similar activity, are also faced with sanctions impacting

their business activities. Executive Order 13808, which was issued in August 2017, remains in effect and places significant restrictions on dealing in new debt or equity of the Government of Venezuela. These sanctions were further complicated by the prohibitions imposed on dealings with PdVSA. OFAC has issued licenses for certain bondholders and financial institutions dealing in this space, and we have guided clients through the complex set of authorizations, which in some cases can lessen the impact on third parties who are involved with newly sanctioned entities and allow for a period to wind down such activity.

The constantly evolving nature of U.S. sanctions and their sweeping reach, which extends to companies located outside of the United States, creates unique challenges for clients operating in regions with heightened sanctions risk. For companies with business activity or partners in Venezuela, the risk is growing. This means an effective and up-to-date compliance program is essential for companies in the region and is particularly vital for anyone with operations that may involve Venezuela's oil or finance industries. Companies should ensure that their business partners, counterparties, vendors and customers in Venezuela are screened against the SDN List, as well as entities owned 50 percent or more by companies or individuals on the SDN List. This screening should take place frequently, as the SDN List can change daily.

Willkie is working with both U.S. and non-U.S. clients to consider the risks arising from U.S. sanctions and to conduct a full analysis on whether U.S. sanctions impact their business engagements in the region. We expect that the Trump Administration will continue to increase pressure on the Maduro regime by using sanctions as its primary tool, targeting the flow of funds to Maduro and cutting off his government's primary sources of revenue. The sanctions landscape

in Venezuela will therefore continue to evolve quickly, and companies must keep pace with these changes and implement dynamic compliance practices to effectively mitigate associated risks.

Willkie Launches Compliance App

On February 28, 2019, the firm launched Willkie Compliance Concourse — a first-of-its-kind web-based application for multinational companies, attorneys and compliance professionals. The app offers free, on-demand access to comprehensive practice guides, real-time news and analysis, and CLEs covering anti-corruption, anti-money laundering, cybersecurity, data privacy, insider trading, and sanctions legal regimes; compliance programs; internal investigations; and enforcement in the U.S., U.K., and the Americas, among other regions.



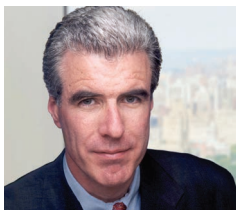
To access Willkie Compliance Concourse, please download for free at: <https://complianceconcourse.willkie.com>.

To learn more about our Compliance, Investigations & Enforcement Practice, click [here](#).



Corporate Governance in Brazil and “Section 10A”

by Michael R. Young



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Brazil is undergoing an upheaval of corporate governance and business culture. The most widely reported example is “Operation Car Wash” and the governmental and other investigations into the oil and gas company Petrobras. But Petrobras is far from alone. Numerous other Brazilian companies, while less notorious, are the subject of intense investigation as well.

Seldom understood is that a force involved in much of the investigative activity is a little-known aspect of United States securities laws. It is “Section 10A,” added to the Securities Exchange Act of 1934 as part of the tort reform legislation that became known as the Private Securities Litigation Reform Act. In the U.S., Section 10A has played a pivotal role in corporate governance and investigations. Now it is doing so in Brazil.

Section 10A is not directly applicable to the governance of companies. Rather, it is directed to the auditors of

their financial statements. In essence, Section 10A says an auditor that finds possible illegal acts affecting the financial statements is to evaluate whether the audit committee is taking “timely and appropriate remedial actions.” What constitutes “timely and appropriate remedial actions” is left to the judgment of the auditor.

This is having an impact in Brazil because many Brazilian companies have ADRs trading on U.S. exchanges. As a result, if corruption affecting the financial statements comes to the attention of the auditor, the auditor will want to evaluate the audit committee’s reaction much as it would for a U.S. company. That, in turn, means that the auditor will want to evaluate whether the Brazilian company is taking “timely and appropriate remedial actions” under Section 10A.

What will the auditor want to see? Often, the auditor wants to see an adequate investigation. Considerations will include determinations of whether the investigation is being overseen by an audit or other special committee; the committee is assisted by an independent law firm; the investigative scope is sufficient; corporate executives are being called on to cooperate; adequate public disclosure is being made; and more.

In the U.S., the criteria for measuring the effectiveness of such an investigation have become known as the Eighteen Safeguards. And what does the company hear if it doesn't adhere to enough safeguards to satisfy the auditor? “No audit report for you.”

These concepts of investigation and governance have taken root in Brazil. One reason is that Brazilian public companies, just like those in the U.S., want audit reports on their financial statements. Another is that the former president of the Brazilian Supreme Court, herself a member of a board special committee overseeing an investigation, has embraced the Eighteen Safeguards and communicated explicitly her views of their relevance to Brazilian corporate governance.

Corporate governance in Brazil, much as in the United States at a comparable stage, has big steps to take. How fascinating to find the U.S. securities laws playing an important role.



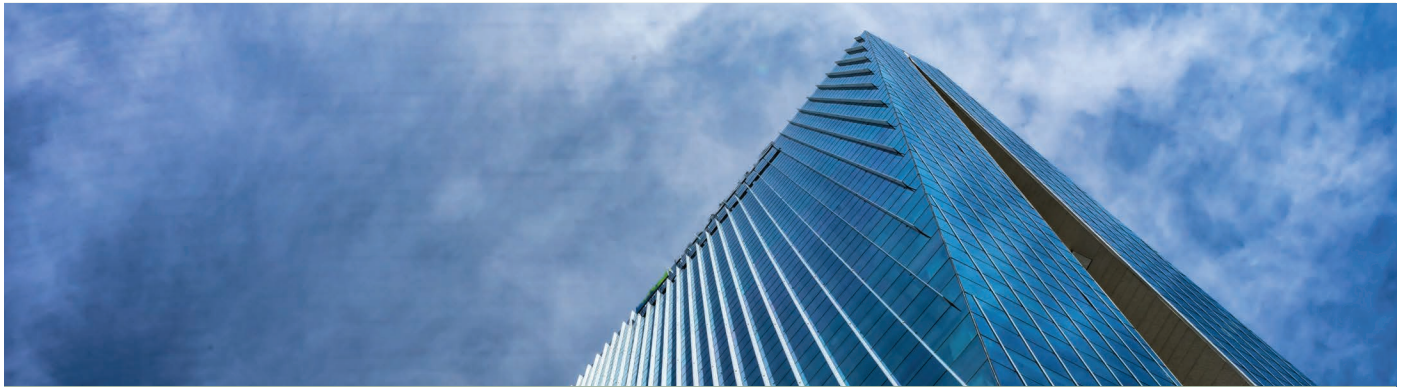
Willkie's Securities Litigation & Enforcement Practice

At the center of almost any securities litigation is a company's financial reporting — the process by which it captures and reports its financial performance and related disclosures. The key differentiating feature of the Securities Litigation & Enforcement Practice of Willkie Farr & Gallagher is its dominance in the area of financial reporting and the proceedings surrounding it. As described by *Chambers USA — America's Leading Lawyers for Business*, the practice group is “the best in the city for financial reporting issues.”

The group has represented key participants in 21 separate securities litigations decided by the United States Supreme Court. It won the landmark jury verdict for the defense in the first securities class action tried by a jury pursuant to the Private Securities Litigation Reform Act of 1995. It has prevailed at trial against the SEC, and has undertaken some of the highest-profile audit committee investigations into fraudulent financial reporting.

Staffed by more than 100 attorneys, the practice group membership includes senior veterans of the SEC, former enforcement officials of the United States Attorney's Office and the Department of Justice, and other experienced veterans of governmental practice. For years, practice group membership has been ranked “Band 1” for securities litigation in New York by *Chambers USA*.

To learn more about our Securities Litigation & Enforcement Practice, click [here](#).



Recent Firm Developments and Highlights

Willkie Launches Palo Alto Office

In December 2018, Willkie launched a new office in Palo Alto, California, with partners **Matthew D. Berger** and **Tiffany Lee**, who were joined in March by partner **Craig Menden**. The team has significant experience in technology transactions for leading global companies, with representations across an expansive range of businesses including hardware, semiconductors, software, wireless, internet and media companies to those in the biotechnology, pharmaceutical and healthcare sectors. An equally broad scope of deal types is covered by our team in Palo Alto, including mergers and acquisitions, strategic alliances and joint ventures, research and development, licensing, cloud services, and other intellectual property, technology, and commercial transactions. Our attorneys have represented the world's leading technology and life science companies — including Dropbox, Facebook, LG Display, Oculus, Salesforce, Samsung, Snapchat, and Spotify — in their most cutting-edge and complex global deals.

Deepening Our Bench

In April 2019, the firm announced that **Jeffrey D. Pawlitz** had joined the firm as a Business Reorganization & Restructuring partner in the firm's New York office.

In March 2019, the firm announced that **Claire James** had joined the firm as a Corporate & Financial Services partner in the firm's New York office.

In January 2019, the firm announced that **Michael J. Gottlieb** had joined the firm's Washington office as a Litigation partner and a leader of the firm's Crisis Management Practice.

In November 2018, the firm announced that **Randall Jackson** had joined the firm's New York office as a partner in the Litigation Department and the White-Collar Defense and Compliance, Investigations & Enforcement Practice Groups.

New Partners and Counsel

At the start of the year, our firm announced attorney promotions for 19 new partners and counsel, effective as of January 1, 2019. We are exceptionally proud of the talent and diversity represented in this group. At Willkie, we believe the confluence of people of different races, cultures, religions, beliefs and sexual orientations makes for a stronger team that is more adept at creative problem-solving on behalf of our clients.

The firm's announcement can be read [here](#).

We are also honored to announce that **Maria Isabel Nieto** has joined the firm in March of this year as our new Director of Latin America Strategy, reinforcing Willkie's commitment to the region. Maria Isabel has served the public sector in high-ranking positions as well as in leading companies and multinationals in the private sector. She is recognized for her paramount contributions to the development of governmental and market practices in Latin America.

Recognitions

Firmwide Recognitions

- Willkie's representation of Fidelity National Information Services (FIS) in its acquisition of WorldPay for approximately \$42 billion was featured by *Law360* in a recent article listing the biggest deals from Q12019 and the firms that led them. To read the article, click [here](#).
- On April 4, 2019 Willkie was recognized at the IFLR Europe Awards 2019 in London in the category of "Restructuring Deal of the Year." Willkie was recognized specifically for its representation of the steering committee of high-yield bondholders in the restructuring of CGG, one of the largest restructurings in French history. Additionally, the Firm was shortlisted for its role in numerous transactions across multiple practice areas, including finance, M&A, private equity and restructuring.
- The Leadership Council on Legal Diversity (LCLD) honored Willkie and firm chairman **Steven J. Gartner** with a Compass Award at its Annual Meeting on October 16, 2018, in Washington, D.C. The award is given to member organizations and their leaders with a strong track record of participating in LCLD programs designed to attract, inspire and nurture the diverse talent in their firms.
- In *PitchBook's* Q3 2018 Private Equity League Tables, Willkie ranked #4 in the category of Most Active in Financial Services. Thomson Reuters ranked the firm #7 (compared to #84 in Q3 2017) in the mid-market M&A category for Latin America Involvement.
- Willkie's Private Equity team in Europe was recognized as Private Equity Team of the Year (2018) at The Deal Awards Europe. The inaugural event celebrated the "leaders of the deal economy" and recognized the leading international lawyers, bankers and investors in cross-border deal making.
- Willkie is one of the 15 elite New York firms highlighted in an *American Lawyer* article concerning the impact of the 2008 financial crisis on the firms and the subsequent evolution of the law firm business model. The article discusses dramatic changes in the Wall Street legal market over the past decade, including the post-2008 wave of financial services litigation, shifting demand for regulatory and enforcement work, and, most notably, the rise of private equity. Willkie chairman Steven J. Gartner addresses the firm's strong growth in private equity in recent years, especially in deal work, fund formation and regulatory advice. To read the article, click [here](#).
- Willkie was recently recognized by BTI Consulting Group, a leading provider of strategic research to service professionals, for its superior client service. The firm is featured in BTI's 2018 *Most Recommended Law Firm Report*, which identifies firms that provide superior client service and demonstrate a culture driven by client focus and an understanding of clients' businesses. The report highlights that these firms garner the most "unprompted recommendations." Willkie was among only 10 firms to be listed as Highly Recommended.
- In June 2018, Willkie was named Healthcare Law Firm of the Year at The Deal Awards in recognition of its notable M&A and private equity transactional work on behalf of clients in the healthcare sector. To read the article, click [here](#).

Partner and Associate Recognitions

- Two Willkie partners were named to the shortlist for the Euromoney LMG Americas Women in Business Law Awards 2019, honoring women attorneys across various practice areas as well as law firms' commitment to gender diversity, innovation and other initiatives. **Rachel Strickland**, Co-Chair of the Business Reorganization & Restructuring Department, is nominated for Best in insolvency & restructuring. **Leah Campbell**, a partner in the Corporate & Financial Services Department, is nominated for Best in insurance & reinsurance. The awards are based on Euromoney's extensive research and peer reviews of the professional accomplishments of the nominees.
- New York-based associate **Diana Santos** has been selected as a 2019 Leadership Council on Legal Diversity (LCLD) Fellow. Associate **Isabel Araujo**, also based in New York, is currently completing her term as a 2018 LCLD Pathfinder. Learn more about LCLD programs [here](#).
- The International Committee of Women Together recently honored **Maria-Leticia Ossa Daza**, head of Willkie's Latin America Practice Group, with its annual Women Together Award at a special ceremony held at the United Nations. The Women Together Awards "recognize the work of men and women who promote ethical, philosophical, moral, economic, scientific and cultural values that can serve as individual and collective inspiration to develop fairer societies that ensure a better transmission of our planet to future generations." *Portafolio*, the leading business magazine in Colombia and the region, subsequently profiled Ms. Ossa Daza on the award and her Latin America Practice Group. To read the article, click [here](#).
- Once a year, the Latin American Corporate Counsel Association members — the top general counsel in the Latin American region — are asked to nominate their preferred external counsel in specific areas of law. Willkie associate **Anna Martini G. Pereira** was

nominated for the third consecutive year as being amongst the region's leading business lawyers for Corporate/M&A.



Visiting Foreign Law
Clerk Alumna
Maria Cristina Vasquez Melo

Each year, through our Latin American Visiting Foreign Law Clerk Program, Willkie proudly welcomes lawyers from Latin American companies and law firms, with which we work closely, to work in our offices in the U.S. and Europe. Participants in the Latin America Visiting Foreign Law Clerk Program are generally attorneys who are qualified to practice law in a foreign jurisdiction, have completed an LL.M. degree in the U.S. or Europe, and seek to obtain valuable experience in an international law firm such as Willkie before returning to their home countries.

Maria Cristina Vasquez Melo joined Willkie in 2016 as a Visiting Foreign Law Clerk and spent nine months at the firm as a member of our Latin America Practice Group. After her time at Willkie, where she worked on complex cross-border transactions, Ms. Vasquez returned to Colombia to resume her post as senior associate of Empresas Publicas de Medellín (EPM), a multi-utility company located in the city of Medellín, Colombia. EPM is the parent company of a large Latin American conglomerate formed by 44 companies that provide services across six different segments: energy generation, transmission and distribution; gas distribution; water distribution; and sewerage.

The EPM Group has a robust presence throughout Latin America. With companies in Chile, Colombia, El Salvador, Guatemala, Mexico and Panama, the group continues to increase its relevance and presence while pursuing an ambitious international expansion that will contribute to the economic growth and development of the region and industry.

Events

Forecasts for Mexico

On December 7, 2018, Willkie organized a breakfast to discuss the change of administration in Mexico and the polemical proposals of the new president. Jorge Suarez-Velez, Mexican economic and political analyst, and Juan Pablo del Valle, Chairman of the Board of Mexichem, S.A.B. de C.V., were invited as speakers. Each of them presented a distinct perspective plus expectations and forecasts for the new administration and for Mexico.

2019 Outlook for the Andean Region



On January 30, 2019, the firm hosted the event “2019 Outlook for the Andean Region,” organized by the Andean American Associations. A panel was convened featuring Jorge Roldos (Assistant Director of the Western Hemisphere, Department of the International Monetary Fund), Benjamin Ramsey (Executive Director, Latin American Research, J.P. Morgan) and Mike Fernandez (Chief Executive Officer, Llorente & Cuenca USA). The panel was moderated by Samar Maziad (Vice President & Senior Analyst, Moody’s Investors Service). The speakers presented their political and economic perspectives on 2019 for Colombia, Ecuador, Peru and Venezuela.

Latin Lawyer Live 9th Annual Private Equity Conference



Maria-Leticia Ossa Daza moderated the panel “A Practical Guide to Being FCPA Compliant” during the Latin Lawyer Live 9th Annual Private Equity Conference, which took place at Simpson Thacher & Bartlett LLP’s New York office on September 25, 2018. The panel provided a practical guide to tackling FCPA issues in private equity transactions in Latin America.

Is Mexico Moving Towards a Level Playing Field?

On February 28, 2019, the firm hosted a conference entitled “Is Mexico Moving Towards a Level Playing Field?” organized by the United States-Mexico Chamber of Commerce, Northeast Chapter (USMCOCCNE). The featured panel included Sandro Garcia-Rojas (Vice President for Supervision of AML/CFT Measures, Mexican National Banking and Securities Commission), Alejandro Mendiola (partner at Nader, Hayaux & Goebel), Brian Mich (partner at Control Risks) and Ephraim Wernick (Assistant Chief of the Fraud Section, U.S. Department of Justice, Criminal Division). The panel was moderated by **William J. Stellmach**, partner in the Litigation Department and Co-Chair of Willkie’s White-Collar Defense Practice Group. The speakers discussed the compliance and anti-corruption framework in local and cross-border business.

Funding M&A Deals

Maria-Leticia Ossa Daza was invited as a speaker in the panel entitled “*Funding M&A Deals*” during the IBA Conference “*Mergers and Acquisitions in Latin America: Challenges and Best Practices in the Era of Compliance*,” held on March 20–22, 2019. The panel discussed leveraged buyouts in Latin America.

Annual Antitrust Client Dinner

On March 27, 2019, in Washington, D.C., the firm co-sponsored the panel “*Competition Reorg: Hipster (‘New Brandeis’?) Antitrust, EU Revisionism, Brazilian Progressivism, and Brexit*” on the occasion of the 2019 ABA Antitrust Spring Meeting. The panel was comprised of the following international experts: Paula Farani de Azevedo Silveira (Commissioner, CADE, Brazil), Stephen Calkins (Wayne Law, former official of the FTC and the Competition Authority of Ireland), Jorge Padilla (Senior Managing Director and Head of Compass Lexecon Europe) and **Philipp Girardet** (Antitrust and Competition partner in Willkie’s London office), who addressed competition in the U.S., Europe and Latin America.

Future Events

Here at Willkie, we regularly organize and participate in events on new and interesting legal topics. Events hosted by the firm are attended by lawyers, investors, academics, consultants and other representatives of the business and financial communities, making these events a great opportunity to hear different perspectives and opinions. They also present an opportunity to listen to experts on diverse topics and provide a space for attendees to have enriching discussions. Please watch for our invitations to future events.





A long-standing commitment to underserved clients from Latin America

Pro Bono Representations Related to Latin America

Willkie takes great pride in its pro bono representation of clients from Latin American countries. In 2018 alone, the firm dedicated over 5,000 hours to representing Latin American clients in pro bono matters. We have represented pro bono clients from Chile, Colombia, the Dominican Republic, Ecuador, El Salvador, Guatemala, Haiti, Honduras, Mexico, Peru and Venezuela. Willkie attorneys currently are handling more than 30 pro bono matters for clients from Latin American countries.

Our Latin American pro bono clients have been referred to us through several organizations, including but not

limited to: Catholic Charities of New York, City Bar Justice Center, Immigration Equality, Human Rights First, Kids in Need of Defense, Latino Justice, Legal Services NYC, Sanctuary for Families and the Tahirih Justice Center.

The firm represents Latin American clients in pro bono matters ranging from pursuing asylum to seeking legal status for victims of domestic violence and other criminal activity to assisting women with family law matters. Highlights of our work include:

- Securing asylum for:
 - Numerous clients who fled Honduras after facing gang-related death threats and violence, including a Honduran woman and her two children, teenaged brothers from Honduras, and a Honduran woman and her seven-year-old daughter.
 - Clients from Chile and Guatemala who suffered abuse and persecution related to their political beliefs.
 - A 17-year-old boy who fled El Salvador after a gang repeatedly threatened and attempted to kill him and his family.
 - Clients from Chile, Colombia, Ecuador, Mexico, Peru and Venezuela who suffered persecution based on sexual orientation.

Pro Bono Declaration of the Americas



Willkie is proud to be a signatory to the Pro Bono Declaration of the Americas, which was launched by the New York City Bar Association's Cyrus R. Vance Center for International Justice along with several partners in Latin America. The Declaration commits its signatories to perform an average of at least 20 hours of pro bono work per year per attorney and to work to improve legal representation for the underprivileged in North, Central and South America.

Section 4

Pro Bono Representations Related to Latin America

- Obtaining U Visas for clients from Ecuador and Mexico. The U nonimmigrant status (U visa) is set aside for victims of certain crimes who have suffered mental or physical abuse and are helpful to law enforcement or government officials in the investigation or prosecution of criminal activity.
- Pursuing lawful immigration status under the Violence Against Women Act (federal legislation which provides protection to victims of domestic violence and sexual assault) for clients from Colombia, the Dominican Republic, El Salvador and Mexico.
- Seeking Special Immigrant Juvenile Status for children from El Salvador, Guatemala and Honduras.
- Securing the release from prison of a Dominican client following the firm's representation of him in a habeas corpus proceeding in the Southern District of New York. The Willkie team devoted over 2,000 pro bono hours over three years proving the client's innocence based on his alibi that he was in the Dominican Republic visiting family when the murder occurred.
- Assisting transgender Latin American clients with name-change petitions.
- Assisting Latina clients with family law matters such as divorce and child custody.

Our pro bono work with clients of Latin American origin signifies the firm's long-standing commitment to serving the underprivileged and promoting social justice in the U.S. and abroad.

A4ID



The partnership between Willkie and A4ID provides the opportunity to perform pro bono work worldwide including Latin American countries. A4ID acts as a broker between law firms and development organizations across the globe seeking pro bono assistance.

Thank you from Willkie's Latin America team in New York.



Left to right: Sarah Wong (Canada), Pablo Hontoria Salgado (Spain), Anna Martini G. Pereira (Brazil), Tiago Silva (Brazil), Maria-Leticia Ossa Daza (Colombia), Astrid Rocha (Brazil), Manuela Velasquez Fernandez (Colombia), Lorena Leticia Garcia Perez Gavilan (Mexico).