



Saltillo, Mexico

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Fredrikson & Byron's Mexico office was established to support our International Group's rapidly-growing Mexican and Latin American practice. With its Mexican subsidiary, Fredrikson & Byron is the only Minnesota law firm with an office in Mexico. We primarily advise U.S. companies currently doing business in, or considering doing business in, Mexico and elsewhere in Latin America, and also represent foreign companies expanding to the U.S.

Our office is located in Saltillo, the largest city in the northeastern state of Coahuila. A fast-growing industrial hub, Saltillo is home to 725,000 residents and is known as the Detroit of Mexico for its importance to the auto industry. Saltillo is 45 minutes from Monterrey, Mexico's third largest city, which is home to 3 million residents and many Fredrikson clients. It is less than 2 hours from Mexico City and Querétaro by air.

Our Mexico office advises clients on a broad range of corporate and international matters ranging from corporate structure, tax, foreign investment, mergers and acquisitions, finance, contracts, securing debt, joint ventures, sales and distribution (including franchising). We have ample expertise working with maquiladoras on all phases, including: structuring and entity formation; securing government incentives; negotiating leases; labor matters; obtaining IMMEX programs, VAT certifications, NEEC/OEA certifications, and other programs and authorizations; and tax and customs advice to resolve issues that arise during the operation. We also work extensively with real estate developers and individuals purchasing and/or developing real estate in Mexico and elsewhere in Latin America.

Patrick Kelly and Luis Reséndiz oversee the Saltillo office, drawing on their diverse cultural backgrounds and experience to counsel clients from Mexico doing business in the U.S. and from the U.S. doing business in Mexico. Having lived in both Spain and Mexico, Pat is fluent in Spanish and reads Portuguese. He also has strong ties to the region since his wife's family is from Monterrey, Mexico. Pat has advised clients doing business in Mexico and elsewhere in Latin America for 28 years. Luis, a native of Mexico, graduated from law school in both Mexico and Minnesota, and he is licensed and has practiced law for over twenty years in both jurisdictions. His dual education and experience uniquely qualify him to advise individuals and companies performing cross-border operations. Other members of the firm's International Group will practice in Saltillo as needed.

They are joined by Mexico native Carolina Rodriguez of Fredrikson & Byron, S. de R. L. de C.V. Carolina received her law degree in Saltillo, and also attended the Universidad Finis Terrae Law School in Santiago, Chile. She has expertise on IMMEX/maquiladora operations and on Mexican labor law and commercial contracts. Carolina is licensed in Mexico only.

Representative Transactions

MERGERS & ACQUISITIONS

We helped a client buy a manufacturing facility in Tamaulipas, Mexico for several million dollars. We assisted the client on corporate structure, foreign investment issues, and customs and tax issues.

We recently worked in a transaction in which our client acquired the *quotas* (membership units) of several companies in Brazil. This transaction involved the laws of several countries because the sellers were residents of different jurisdictions. We advised the client on all issues related to the acquisition, including corporate and tax issues, foreign investment, governmental permits and exchange controls.

We have recently represented a client on the sale of stock of a company in Costa Rica.

MANUFACTURING & DISTRIBUTION

We provided legal advice to a client to set up a *Maquila* in Cd. Juarez, Mexico. We provided the corporate structure in the U.S. and in Mexico, filed all the documents necessary to obtain the *maquila* permit from the Mexican government, negotiated the Lease for the facilities in Juarez, and negotiated agreements with a shelter company. We provide on-going legal advice in multiple issues including customs, employment, and general contract issues.

We have drafted distributorship and sales representative agreements for a client doing business in Mexico and several countries in the Caribbean.

REAL ESTATE & FINANCING

Mexico:

Manzanillo. We negotiated the initial acquisition of 530 acres of beachfront property in Manzanillo, Mexico. We also advised the client on tax and corporate structure, financing matters and have organized several operating and asset entities and have assisted the client in establishing the condominium regimes, and in obtaining federal, state and municipal permits for the construction of the project and the use of the beach.

Playa del Carmen. Our client is building a 30-unit condominium complex on the beach in Playa del Carmen. We assisted the client with the land purchase, tax and corporate structure, contracts with contractors and with government approvals. This

client has recently sold out its development and is negotiating to purchase other land in the Yucatan Peninsula.

Isla Mujeres. Our client has purchased 6 acres on the beach in Isla Mujeres and will build single-family homes, duplex style two-level villas and condominiums. The client is investing up to \$30,000,000. U.S. Once again, we assisted in negotiating the purchase of the real estate, the tax and corporate structure, the condominium regimes, the contracts with architects and contractors, and with contracts for the sale of the lots and the units. We have also assisted the client with structuring and obtaining the financing for the project.

Cabo San Lucas/Commercial. Client is financing a commercial shopping mall development in Cabo San Lucas. We are advising them on the structure of the financing and proper securitization of the loan. This client is also reviewing other projects in Mexico.

Puerto Vallarta. We represent a client who is purchasing a large tract of land near Puerto Vallarta from an *ejido*. We are reviewing the transaction with the *ejido* and overseeing the removal of the property from the Agrarian Registry and the registration of the property in the Public Registry of Property for private properties. We have also been asked to assist the client in real estate, corporate and other legal matters relating to the eventual development of the property.

Tamaulipas. Client owns several large ranches which are the hunting destinations for high-end hunting vacations. We advise the client on corporate, labor and real estate matters in Mexico.

Mexican Mortgages. We are advising several clients that are establishing or brokering portfolios to finance mortgages for U.S. citizens buying real estate in Mexico. We are advising the clients on financing, securitizing mortgages and on tax and corporate matters. One of the mortgage clients is also co-developing real estate in two locations in Mexico.

Other. We represent numerous clients who have or are purchasing individual residential properties in Mexico for use as rental properties or for private second homes. These properties range in price from \$200,000. U.S. to \$5,000,000. U.S. For these clients, we typically assist in negotiating the terms of the purchase agreement, review title, assist in negotiating and drafting the trust agreements with trustees, and conduct or assist in conducting the closings with the notaries public in Mexico.

Dominican Republic:

We represent a client on a large real estate development that will include a wide range of related services. The project has not yet been made public, but will involve several years of work. We are advising the client on various international laws affecting the development and the ancillary businesses, as well as on tax and corporate law.

Costa Rica:

We have advised a developer developing a villa project in Costa Rica, as well as a number of individuals who have purchased houses and condominiums in Costa Rica. We have advised the clients on real estate law, corporate and tax matters under Costa Rican law.

Panama:

We have advised a number of individuals who have purchased houses and condominiums in Panama. We have advised the clients on real estate law, corporate and tax matters under Panamanian law.