



## TENAILLON | ESTEBAN | asesores legales

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### The Firm

**Tenaillon | Esteban | asesores legales** (AA asesores legales sociedad civil –previously Arthur Andersen Asesores Legales), former member of the Andersen Legal organization is since 2002 an independent law firm also aimed to render ancillary services to its clients.

**Tenaillon | Esteban | asesores legales** bases its business on its professionals' technicality and ethics, as well as in the commitment to render world class high-quality professional services, with high value added.

With offices in Buenos Aires, **Tenaillon | Esteban | asesores legales** has correspondents in the interior of the country and abroad.

Among our clients there are individuals and companies of different fields both local and international (Barbados, Chile, China, France, United Kingdom, Germany, India, Israel, Holland, Italy, Spain, United States of America, Venezuela, etc.). Our clients are involved in different activities such as industry (food, beverage, spare auto parts, clothing, etc.), services (professional, publicity, entertainment, etc.), energy (petroleum) and commercial (logistics, franchising, etc.). Such diversity left a mark in our points of view and led us to the understanding that in order to render our services we have to not only understand the facts and prior background of each case or business, but also to get a clear idea of the effects on the client's business and even of the client's culture.

Being a part of a multidisciplinary and international organization as Andersen, the members of **Tenaillon | Esteban | asesores legales** are used to working constructively with representatives of different fields of expertise, in the creation of practical and integral solutions for their clients, with a practical and pro-active view. Our interest and goal is that our clients could develop their businesses with the maximum potential, in an environment of security of their rights.

Every entrusted work is a challenge and a commitment for us. The challenge consists in exceeding the client's expectations. The commitment is based on the belief that only on a basis of study skills, hard work and strict professional ethics are high quality and value added services rendered, to contribute with our activities to add value to our clients.

This philosophy, adopted by all the professionals at the firm, makes possible to guarantee the design and execution of the best solutions for the legal problems of those who trust **Tenaillon | Esteban | asesores legales**.

We have a strong commitment with the development and technical and ethical formation of our team. These attitudes and principles have let us obtain satisfactory achievements, such as having collaborated with the installation and development of many companies in the country and obtaining important judicial successes even at the Supreme Court ("Calvosa" on contract interpretation, "Cancinos" on bank secrecy, "Capatti" on unconstitutionality of provincial taxes superseding national ones), as well as keeping a high standard of stability regarding our clients and team.

We are convinced that, in this way, we make our contributions to the community.

## Our Services

Tenaillon | Esteban | asesores legales offers its clients professional assistance in all areas of public and private law except for family and criminal law (but including criminal economic and foreign exchange law). We also offer additional services such as assistance to expatriates, translations, etc.

Our team possesses a broad experience for the attendance of the matters related to our practice areas.

## Business and Corporate Law

Tenaillon| Esteban| Asesores Legales renders a wide range of legal services connected with business and corporate law, as described below:

- Permanent or specific counseling on all matters connected with business law.
- Incorporation of companies and other types of legal entities, company reorganization, change in company's type, domestic and international mergers, spin-offs, dissolutions and liquidations.
- Acquisition and sale of companies and assets; planning, due diligence reviews, negotiation, drawing-up of documents and subsequent follow up of agreements.
- Amendments to by-laws, special and takeover by-laws clauses, and shareholders' agreements.
- Control instruments for the family business. Family protocol and counseling on national and international inheritance law.
- Organization of trusts in the country or overseas.
- National and international associative agreements.
- Contractual relationships among shareholders, investors, debtors and creditors.
- Consumer relationships.
- Any type of business agreement, including sale, option, distribution, outsourcing, agency, franchising, and research and development agreements.
- Corporate bookkeeping and statutory registries and complying with day-to-day formalities derived from corporate law.
- Board of directors, managers (S.R.L.) and syndics in companies.

## **Our Services**

### **Capital market**

Our firm renders services in financing and capital market, among the ones we remark the following ones:

- Syndicated loans (with and without guaranty).
- Corporate Debt Issuances.
- General advising for the development of structured products (financial trusts, mutual funds, hedge funds).
- Real Estate and agribusiness financing.
- Debt restructuring.
- IPOs and other stock issuances in the local market.
- Structured acquisition of credit's portfolio.

### **Labor Law**

Labor law area counsels on all matters regarding the labor relationship, work-site labor inspections, and the punishing regime. The main services in this activity area are the following:

- Permanent counseling on labor law and personnel hiring.
  - Negotiation, planning and drawing collective bargaining agreements and company agreements. Changes to the working conditions, geographical relocation and reassigning of tasks.
  - Counseling on general and individual labor disputes.
  - Administrative remedies and claims for labor matters. Representation before administrative bodies and courts of justice.
  - Compensation and benefits plans. Developing and implementing personnel incentive plans.
  - Analysis of labor implications in special contracts as outsourcing and franchising.
  - Counseling on employment risk prevention. Auditing legal-labor aspects and treatment of possible contingencies.
  - Protection clauses in services agreements.
  - Loan staff agreements.
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## Our Services

### Litigation

Tenaillon | Esteban | **asesores legales** takes part in the direction of important lawsuits of any kind, in Argentina and abroad, as well as in arbitration and conciliation activities. The following services are included in this area:

- Assistance and legal representation before civil, commercial, criminal economic, labor and administrative-contentious courts, in any type of claim or dispute.
- Litigation and pre-litigation services derived from disputes arising from contracts and obligations, including disputes derived from agency, license, concession, distribution and franchising agreements, as well as issues related to intellectual property, unfair competition in trade and advertising.
- Taking part and counseling in arbitration procedures.
- Counseling on, planning and negotiating reorganization and bankruptcy proceedings.
- Assistance and legal representation in conflictive corporate issues.
- Assisting in tortuous, vicarious, product and environmental liability.
- Defense in class actions.
- Due diligence and litigation portfolio auditing.
- Defense in litigation regarding exchange and administrative proceedings before the Central Bank, National Securities Commission and other public agencies.

## Our Services

### Intellectual Property and Entertainment Law

The law firm offers a wide range of legal services related to intellectual property's rights, as well as in the fields of advertising and entertainment. The following services are included:

- Permanent or specific counseling on industrial and intellectual property.
- Drawing up of contracts related to industrial and intellectual property rights.
- Advertising agreements and counseling prior to advertising campaigns.
- Auditing trademark legal position, as well as other rights derived from industrial and intellectual property.
- Legal actions seeking protection for industrial and intellectual property rights.
- Transfer of technology and license agreements and its registration if pertinent.
- Artistic performance contracts and theatrical and television production, locally or overseas.
- Design and organization of business related to the production and development of entertainment shows.

### Administrative Law and Utilities Regulation

As regards administrative law, **Tenaillon | Esteban | asesores legales'** experience not only includes counseling on the relationships of private companies with public administrations, organizations and companies, but also counseling to the latter about various aspects.

In general, the legal services in this area include the following:

- Administrative contracts, especially those related to utilities management, participating, as the case may be, in designing and preparing bidding terms and conditions, concession agreements, bids, etc.
- Treatment of and counseling on legal relations with the national, provincial and municipal administrations in matters related to the different powers exercisable by such institutions.
- Preparation and handling of requests and remedies before administrative bodies and administrative-contentious courts.
- Counseling on telecommunications law.
- Assistance in energy matters and oil and gas concessions.

## Our Services

### Global Relocation Services

We understand that the present internationalization of companies is a phenomenon which involves a considerable and constant movement of capital, resources, investment, and above all, people. We meet and fulfill the need that multinational companies have when dealing with their expatriated employees. We provide them with a comprehensive advisory service on legal, logistics, commercial and cultural aspects which a single person or even a whole family shall need when they move to Argentina. It means and involves the following aspects:

- Legal advice on or about immigration and working licenses: settling down of foreign executives, officer and technical experts in Argentina in accordance with the different proceedings established in the law of migrations and its executive order and the nature of the hiring; obtaining of working visas; prorogation of certificates of temporary residents or tourists; obtaining of transitory licenses for foreign professionals who receive their salaries from abroad; authorizations to leave the country; authorizations to work and/or temporary residence to artists, sportsmen and religious; obtaining of visas to businessmen, representatives of foreign companies, migrants with own capital, and so on.
- Obtaining of Argentine documents for foreigners and opening of bank accounts.
- Recording before organizations belonging to the Argentine Government: registration of foreign employees in the Argentine social security system (CUIL); registration of Directors and/or foreign independent workers before the Federal Public Income Administration (CUIT).
- Real estate services: Legal advice concerning the acquisition or sale of Real Property; seeking for real property to rent; visits to real property accompanied by bilingual agents; revision of lease agreements, actions before governmental and private entities such as those which supply natural gas, electricity, light, and so on.
- Advice regarding education, local and international oriented schools, kindergartens, and assistance in the admission to them.
- Translation Services: written translation of legal and commercial documents, bid offers manuals and technical specifications, scientific works and brochures.

## Our Services

### Tax Law

Tenaillon | Esteban | asesores legales has vast experience on tax litigation. The tax area has gotten important successes and includes the following services:

- Advisory on matters regarding general tax procedures.
- Drafting discharges, defenses and remedies in administrative tax proceedings to determine taxes and fines and also closures in national, provincial and municipal jurisdictions.
- Participation and representation of clients before the administrative and/or judicial jurisdiction such as the National Tax Court and Tax Court of Appeals of the Province of Buenos Aires, Arbitration Commission and the judicial power in general.
- Advisory, assistance and preparation of tax recovery claims and defenses in criminal tax matters.

**Our Team (in alphabetical order)**

- Marina Campanelli
- Lucía Denevi (of counsel)
- Eduardo Esteban
- Victoria Garino
- Marina Gerber
- Sofía Maranzana
- Calanit Pérez Chab
- Lucía Quinteiro
- Delfina Rojas
- Maria Cristina Tapia Sasot
- Alberto M. Tenaillon
- José María (Pepe) Tenaillon
- Mercedes Vecino

**Our Team (in alphabetical order)**



**Marina Campanelli.**

Graduated with honors as a Lawyer from the University of Belgrano in 1995. Master Degree at the University Francisco de Vitoria, Madrid, Spain (2003) with a scholarship by Fundación Carolina, foundation belonging to the Department of Foreign Affairs of the Government of Spain. "Distinguished Young Person" awarded by the Fundación Bolsa de Comercio (Buenos Aires Stock Exchange Foundation) in 1993.

During the end of her academic career she did an internship in Muñoz de Toro & Muñoz de Toro Law Firm participating in debt restructuring operations and issuances mainly for Sociedad Comercial del Plata S.A., Camuzzi Gas Pampeana S.A. and Camuzzi Gas del Sur S.A. participating in the brochure preparation and their approval by the National Securities Commission (CNV).

In 1996, at the beginning of her career she collaborated in Leslie S. Patrick Attorneys at law while taking courses at University of San Francisco (San Francisco, U.S.A.).

Coordinator of the publishing of "Digesto de Contratos Comerciales" (Editorial La Ley, Bs. As., 1997), and co-writer of "Digesto de Derecho Societario" (Editorial La Ley, Bs. As., 1999). Marina joined the Firm in 1997.

Practice areas: commercial and corporate law (corporations, M & A, transfer of ongoing concern, contracts in general), capital markets, e-business, intellectual property and entertainment law being in charge of said division.

Languages: Spanish and English.

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**Lucía Denevi (Of Counsel).**

Graduated as a Lawyer from the University of Salvador in 2007. Lucia joined the Firm in 2006 and since 2009 she has been collaborating with the firm as an external advisor.

Practice areas: commercial, corporate and administrative law.

Languages: Spanish and English.

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## Our Team (in alphabetical order)



### **Eduardo Esteban.**

Graduated as a Lawyer (summa cum laude) from the University of Belgrano in 1990. He has received an award from the Federal Supreme Court.

He worked for “Klein and Franco” and “Brons & Salas” law firms. Participated in the privatization process of the distribution network of gas and electrical power in the Province of Buenos Aires.

Legal counselor of the Board of Directors of Cammesa, entity in charge of the Wholesale Electric Market. Member of the team work in charge of analyzing the legal situation of the airports´ belonging to the Airport National System. Eduardo joined the Firm in 1997.

Practice areas: commercial and corporate law (corporations, M & A, transfer of ongoing concern, contracts in general), public utilities, telecommunications.

Languages: Spanish and English.

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### **María Victoria Garino.**

Graduated as a Lawyer from the University of Buenos Aires, School of Law and Social Sciences (UBA) in 1999. She obtained a Master Degree in Labor Law and International Labor Relationships at the Tres de Febrero National University.

She previously worked for Tujman & Asociados Abogados (2009-2010) and Fairhurst & Pisarenko (2004-2008). She was part of BASF - The Chemical Company legal department (2002-2003). She also worked for Gorra & Morasso (1996-2002). Joined the firm in 2010, her practice area is labor law being in charge of said division.

Languages: Spanish and English.

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**Our Team (in alphabetical order)**



**Marina Gerber.**

Graduated as a Lawyer from the University of Buenos Aires, School of Law and Social Sciences (UBA) in 2017 with an honor average. She also worked for Nicolson y Cano Abogados in the area of labor law. Joined the firm in 2016. Practice areas: commercial, civil and administrative law litigation.

Languages: Spanish and English.



**Sofía Maranzana.**

Graduated as a Lawyer from the University of Buenos Aires, School of Law and Social Sciences (UBA) in 2017. She joined the firm in 2017. Practice areas: Labor law.

Languages: Spanish and English.

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**Calanit D. Pérez Chab.**

Advance law student in the University of Buenos Aires, School of Law and Social Sciences (UBA). She previously worked for Faragó & Corrales Abogados. Joined the firm in 2019. Practice areas: commercial and corporate law, civil and administrative law litigation.

Languages: Spanish, English and Hebrew.

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### Our Team (in alphabetical order)



#### **Lucía Quintero.**

Abogada egresada de la Universidad de Buenos Aires en 2015. Se incorporó a la firma en el año 2017. Trabajó anteriormente en Paludi, González y Asociados, Consultores en el área de Derecho Societario, Corporativo y Tributario. Sus áreas de práctica son derecho comercial y empresario, sociedades comerciales, contratos en general.

Idiomas: español e inglés.

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#### **Delfina Rojas.**

Estudiante de la Facultad de Derecho de la Universidad de Buenos Aires. Se incorporó a la firma en el año 2018. Áreas de práctica: cuestiones contenciosas en materia civil, comercial y administrativa.

Idiomas: español e inglés.

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**Our Team (in alphabetical order)**



**María Cristina Tapia Sasot.**

Graduated as a Lawyer from the University of Buenos Aires (UBA), School of Law and Social Sciences in 1988.

She joined the Law Firm "Horacio P. Fargosi & Asociados" in 1992 when she was involved in the Aerolíneas Argentinas S.A. and Austral Líneas Aéreas-Cielos del Sur S.A. private management, being syndic for eleven years (1997-2008).

Professor at the University of Buenos Aires, School of Law and Social Sciences, since 1992, of "Mercantile Agreements", "Companies", "Contracts" and in the postgraduate career "Companies legal advice". In August 2009 was voted by her colleagues lawyers of the City of Buenos Aires being in the 59th position of the annual ranking made by "Revista Apertura" of the Top 100 lawyers of the city. Since 2009 she is Secretary General of the Executive Commission of the Argentine-Chinese Production, Industry and Commerce Chamber. She joined the firm in 2009.

Practice areas: commercial and corporate law

Languages: Spanish and English. General knowledge of French and Mandarin.

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## Our Team (in alphabetical order)



### **Alberto M. Tenailon.**

Graduated as a Lawyer from the University of Buenos Aires, School of Law and Social Sciences (UBA) in 1976.

Since 1986 until 1995 he was a partner of the Law Firm “Horacio P. Fargosi & Asociados” and from 1995 to 1997, held the position of General Counsel of the group of companies headed by TELEVISIÓN FEDERAL S.A. TELEFE. In 1998 became Director for Argentina of the worldwide organization Andersen Legal, at that moment the largest in relation to the number of legal professionals in the world.

He took part in important purchases, acquisitions and mergers of companies as well as in important litigation cases in Argentina and abroad (Bolivia, Brazil, France, Peru, Uruguay).

He has been or is a member of the board of important local and foreign companies, including Aerolíneas Argentinas, Austral Líneas Aéreas - Cielos del Sur, Ermenegildo Zegna de Argentina, Bodegas Monteviejo, Tyco Networks Argentina, Distribuidora Cummins S.A., Banco Patagonia S.A., President Petroleum S.A., etc.

He taught International Law at the University of Buenos Aires, School of Law and Social Sciences and at the University of the Argentine Social Museum (1980-1991) and has given courses and published articles in Argentina and abroad.

Practice areas: commercial and corporate law (corporations, M & A, transfer of ongoing concern, contracts in general), capital market, administrative law, litigation matters (civil, commercial, exchange, tax and administrative), intellectual property and entertainment law.

Languages: Spanish, English and French. General knowledge of Mandarin and Italian.

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## Our Team (in alphabetical order)



### **José María (Pepe) Tenailon.**

Graduated as a Lawyer from the University of Buenos Aires, School of Law and Social Sciences (UBA) in 2003. Worked in Marval O'Farrell & Mairal; Zang, Bergel y Viñes; and Liendo & Castiñeyras. He has had and has activities also in public agencies such as National Securities Commission (CNV) and Fondo de Garantía de Sustentabilidad (ANSES).

Practice areas: commercial law, finance law, and capital markets.

Languages: Spanish and English.

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### **Mercedes Vecino.**

Graduated as a Lawyer from the University of Buenos Aires, School of Law and Social Sciences (UBA) in 1999. She obtained a Master Degree in Public Utilities Regulation Law (Austral University).

She previously worked for Pozo Gowland & Koch Abogados and at the National Commission for Transport and the Government of the City of Buenos Aires. Mercedes joined the Firm in 2002.

Practice area: commercial, civil and administrative law and litigation, being in charge of the litigation team.

Languages: Spanish and English. General knowledge of Portuguese.

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**Our Supporting Team (in alphabetical order)**

- Clarisa Consiglio
- Florencia Pérez Junqueira
- Lucía del Pino
- Clara Presas
- Marta Wlasiuk

**Our Supporting Team (in alphabetical order)**



**Florencia Pérez Junqueira.**

Graduated as Sworn Translator (English) from the University of Salvador in 2001. Florencia joined the Firm in 2003.

Languages: Spanish and English.

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**Lucía del Pino.**

Graduated in Human Resources from the Entrepreneurial and Social Sciences University (UCES) in 2013. Joined the firm in 2007 coordinating the administrative and human resources area.

Languages: Spanish and English.

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**Our Supporting Team (in alphabetical order)**



**Clara Presas.**

Advance student of audiovisual design in the University of Buenos Aires (FADU). She joined the firm in 2011.

Languages: Spanish and English.

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**Marta Wlasiuk.**

Graduated from the University of Belgrano as Technician in Tourism (2006). Marta joined the Firm in 2003.

Languages: Spanish and English.

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