
De Conti Law Office

International

www.decontilaw.com



HQ: São Paulo: Rua Álvares Penteado, n. 185, 5o Andar, cj, 501, Centro Histórico-Sé, São Paulo/SP, CEP 01012-001, behind the Stock Exchange (BM&FBovespa), and next to the Lawyers Association of São Paulo (AASP).

| **Tel SP:** (55 11) 3230-6043 | **Tel NY:** (1 347) 706-1819 |

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What we do to Add Value



One of our core business is to provide complete Juridical Services for foreign companies and investors in Brazil. On the areas of Business Law, beyond juridical assistance related to the routine of Companies, we provide, also, services for specific and personalized projects in the economical segments of Financial and Capital Markets, Real Estate Market, IT, Health & Life Science, Food & Agribusiness, Arts, among others.

Aiming to be the juridical eyes of our clients, we provide simples and complex services, always with high technical quality, of permanent form (as monthly advice), and in special moments (e.g. M&A/PE/VE). Our expertise is of Full Service for Companies and Investors, especially in the areas of Finances, Corporate, Commercial Contracts, Tax Law, Labor and Litigation, by a model focused in the acquisition of results.

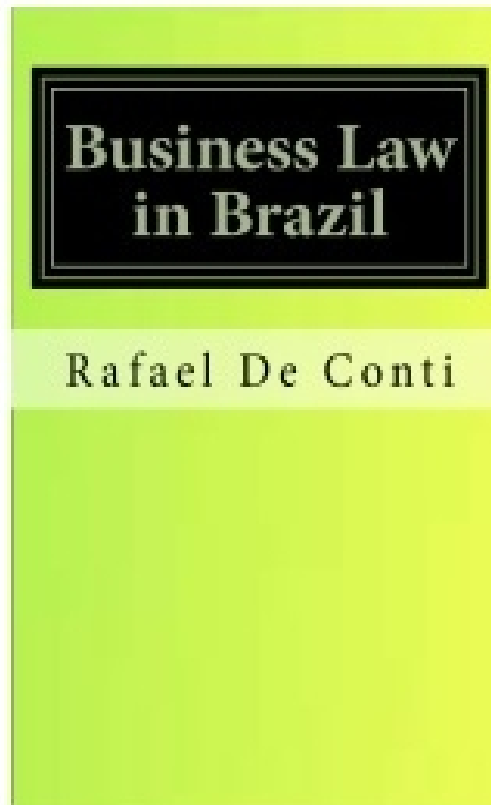
Presentation

Founded with the purpose of provide highly specialized juridical services in the areas of Business Law, focusing on Corporate Law, Commercial Contracts, Tax Law and Complex Litigation, De Conti Law had its first activities in the preparation of Legal Opinions, drafting of Structured Transactions, Start-Up of Companies and Non Profit Organizations, as well as in Litigation.

From a model focused on the high specialization, expanded itself, then, for a model that, in addition to highly specialized services, also provides routine legal services - e.g. from a Sale and Purchase of Business has also been advising the daily lives of the Business. Only with the double perspective (general and specialized), we believe offer a legal service complete and personalized, and, because of the overview on the client as a whole, provide a service of results, from a strategic point of view.

Presentation

Then, for those who already have a legal department, we are the microscope to view and treat the most sensitive issues; and for those who do not yet have such a department, necessary for any company, we are their legal eyes.





Relationship: our business philosophy

We seek permanent relationships with our clients, always striving for transparency and timeliness in attendance and eternal quest for more effective results.

We believe they are our true partners and their problems, before be just a few more juridical cases to be solved, are also our problems and always special cases.





Values & Value

Our Values: Confidentiality; Commitment; Synergy with the client; Ethics in the relationship; Competitiveness, Strategic Vision & Effectiveness; Focus on Results.

Our Value is the result of intense professional experience and of constant professional development through advanced researches and academic excellence.

Our Value is the result of our commitment to the satisfaction of the client, which is always unique.



Presence

- **Intelligence on networking | America - EU - Asia | Our Net is global, including countries such as U.S., England, Belgium, Netherlands, Italy, India and China.**
- **ICT | Information and Communications Technology | We care about not only with the personal relationship to the client, and with the timeliness in attendance, but, also, with the features of information technology, making distances reduced to a simple mouse click or a virtual conference.**
- **Intellectual Cooperation | on International Level | We are engaged in the production of Workshops, Lectures, Online Courses and Papers with our international connections.**

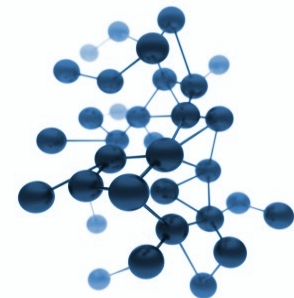
Negócios & Direito

para Decisões de Investimento
e de Comércio Exterior no processo de
Internacionalização das Empresas

Brasil - Bélgica →

A Conexão



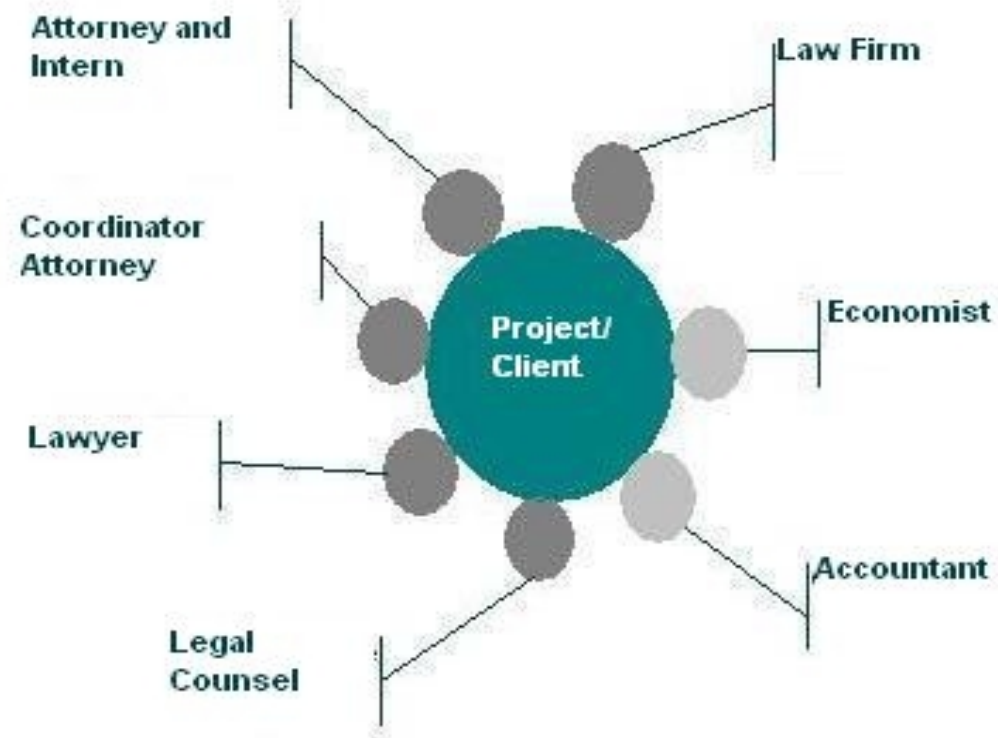


Method

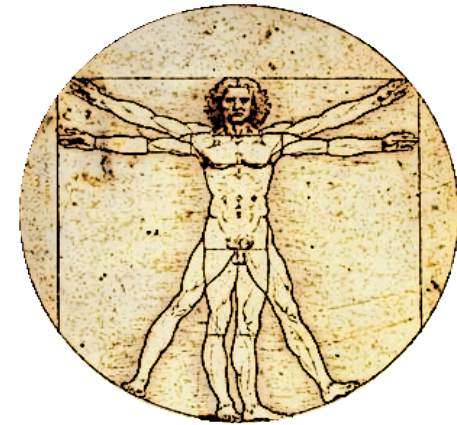
Strategic Networking between persons and companies high specialized, coordinated by virtual means, based on structures self sustaining (micro or middle), independent of geographic location.

The Advantage of our method: strategic relationship which facilitates the personalized modeling of multidisciplinary teams as well as the reduction of the structural costs, what is made by Applied Logistics in providing services. De Conti Law orchestra the right persons at the right time.

Logistics, IT & Security: we have a sophisticated IT infrastructure to better serve our clients and facilitate the work of lawyers involved in the cases. In our "Virtual Desktop", the lawyer access all the technological tools needed to increase productivity and efficiency in the provision of legal services. And the IT Policy of DE CONTI LAW ensures the healthiness and safety in handling information and data that are submitted.



Technique



Monitoring the markets in which our clients operate, by checking what is on the agenda, keeping constant contact through Special Papers, Newsletters and Periodic Reports, are some of the instruments we use to develop our technique and which, at the same time, develops the loyalty of our clients and the excellence of our services.

Furthermore, we believe that the good lawyer is not only a legal expert, a person with good sense and a man or woman with good relationship in his/her practice area, but, also, the good lawyer is an erudite professional, with extensive knowledge of diverse subjects, with a strong background in legal theory, in addition to knowledge in other key areas of human knowledge, such as Economics, Logic, Rhetoric and Philosophy

Founder Lawyer



Dr. Rafael De Conti is a Brazilian Lawyer with multidisciplinary practice on Finances, Corporate, Contracts, Tax and Litigation, advising foreign companies and investors in Brazil as well as Brazilian companies and investors operating internationally. Rafael is enrolled in the Brazilian Bar Association, Section of São Paulo, under the number 249.808, and acquired the Degree of Bachelor of Law by the Mackenzie Presbyterian University at the same time which he acquired the Degree of Bachelor of Philosophy by the University of São Paulo. He has, also, a Master Degree on Ethics and Political Philosophy, by the University of São Paulo, having studied the origin, functionality and limits of the State. Founder Member of the Society of Advanced Studies on Corporate Law and Author of more than 4.500 pages on Law, Business, Philosophy, Ethics, Politics and Self Knowledge. www.rafaeldeconti.com

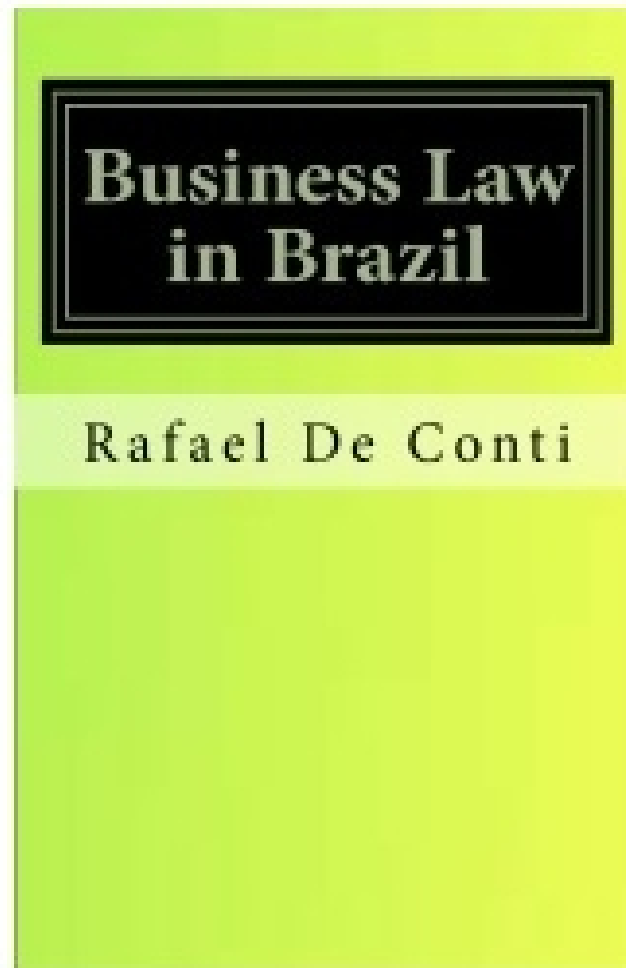
Business Contacts: rdc@decontilaw.com | Mobile: (55 11) 7622-8413

De Conti Law Office

Practice Areas

Business Law

Amazon



Corporate Law: the soul of a legal entity

The Area of Corporate Law, the structural dimension of a business (which sets, among several issues, for example, the capital of the company and the form of participation of partners/ shareholders, as well as the administration and internal auditing of the company) is considered by us as the most strategic since it is the Area which operates the power dynamics within the company from its constituent elements. In Corporate Law, we advice our clients by providing Start Up/ Incorporation/ Dissolution services; Rationalization of Corporate Structures and Holdings; Drafting, Analysis and Negotiation of Corporate Documents (bylaws, amendments, articles of dissolution, meetings documents, among others).



Rafael De Conti
Attorney and Philosopher

COURSE OF

CORPORATE LAW

2009

Rafael De Conti
Advogado e Filósofo

CURSO DE

DIREITO SOCIETÁRIO

2009

Contracts: the preventive practice which minimizes litigation

The Area of Contracts, whose importance reside in minimizing conflicts engendered by business barely made because little analyzed and negotiated from a juridical perspective, becomes increasingly complex and sophisticated in markets and operations which involve the connection of several contracts in a network.

On this Area of Practice, we advise our clients since the development of a single Commercial Contract, in markets such as Real Estate, Sports and Entertainment, Banking and Agribusiness, until the drafting of Structured Operations involving the establishment of networks of contracts, such as operations of Project Finance and Turn-Key Contracts.



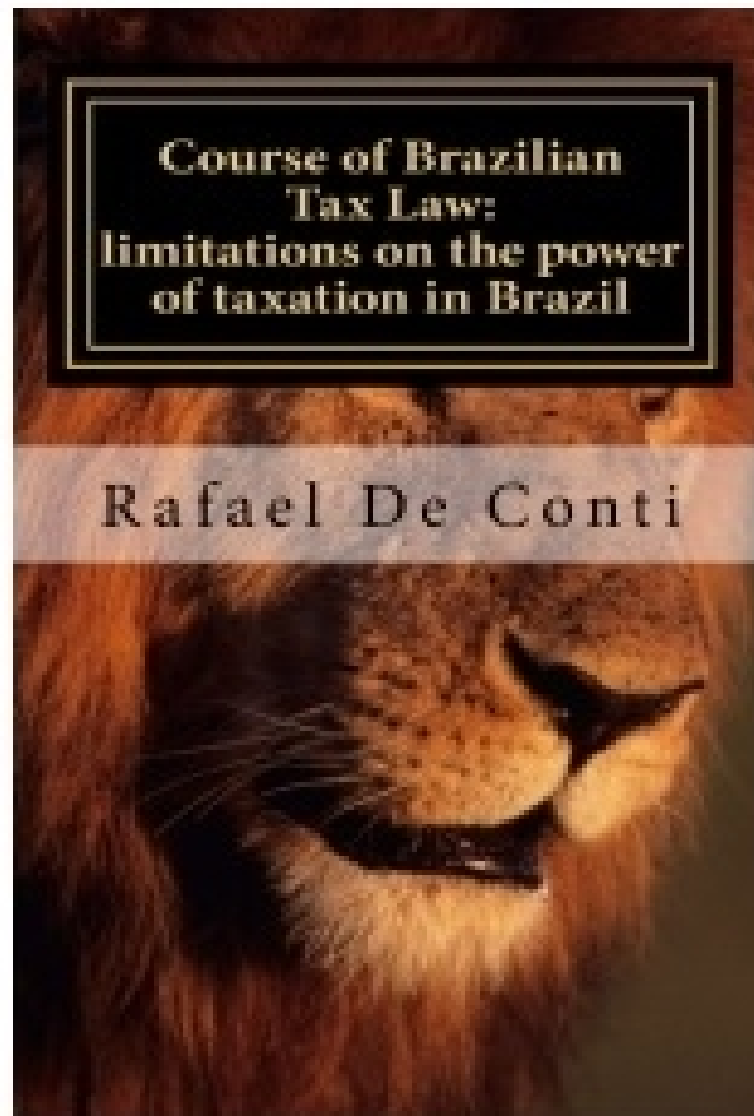
Tax Law: planning which reduces costs



The Area of Tax Law has its strategic essence by the fact which the heavy burden imposed by the State, on the Brazilian productive activities and services, could represent 3-4 months of the companies revenues.

We advise our clients in the area of tax developing Tax Planning and Legal Opinions for corporations, Brazilian and foreign, performing the interpretation and application of tax norms (federal, state and municipal), on various species of taxes, acting, yet, by a multi-disciplinary perspective with the Areas of Corporate Law and Contracts in Structured Operations and Corporate Restructuring.

Amazon



Labor Law

Advice and protection of companies in the field of Brazilian Labor Law, aiming minimize the impact of labor debts, in a extra-judicial way as well as in litigation.



Litigation: the art of convincing



Follow the law, of the most strict way as possible, or, when the situation require, contest the law by every possible means, reinterpreting it and seeking for its shortcomings, is what we do to defend the interests of our clients.

But is not only by structured procedural stratagems, and by cutting-edge research, that is made our litigation area; we believe that the relationship with the Judiciary, dedicated to a deep investigation of the way of think of each judge, and of the experience of each judge, is what, in many cases, brings the win in the Courts. Then, for us, we are always carrying three persons: ourselves, our opponent and the judge ("Unus sustineo tres Personas; mei, adversarii, et judicis" - Cícero).

We act in Judicial Sphere (State and Federal), as well as in Regulatory Sphere (CVM - Securities and Exchange Commission of Brazil, ANVISA - Brazilian Agency of Sanitay Vigilance, and others Agencies), with highlight to Litigation of Corporate Area and Tax Litigation.

Recurso Extraordinário

Constitucionalidade, Litígios Complexos

Compêndio de Normas e Jurisprudência

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De Conti Law Office

*por Rafael De Conti
Advogado Empresarial
& Filósofo Político*

HOT SITES:

- Intellectual Production: www.rafaeldeconti.com
- De Conti Law Office International: www.decontilaw.com
- De Conti Law Office: www.decontilaw.com.br

Novembro, 2008



SPECIAL INDUSTRIES

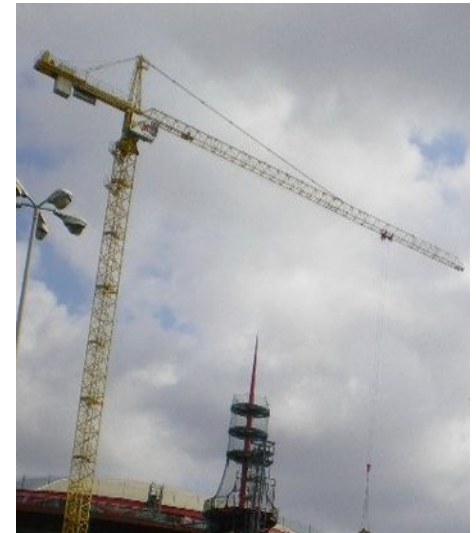
. FUNDS

. M&A / PV / VC

. ICT

. MINING

. WEALTH FAMILY





M&A/PE/VC

Due Diligence: Establish the current juridical situation of Projects/Companies through the measuring of risks in the following legal areas: (i) Corporate Law; (ii) Contracts (with Banks, Suppliers, Clients and Others Important Agreements); (iii) Real Estate; (iv) Labor Law; (v) Commercial Litigation; (vi) Tax Law; (vii) Sanitary / Environmental Law; and (viii) Intellectual Property; among other areas, according each case.

M&A/PE/VC



Structuring and Contract Negotiation: Development /Analysis /Negotiation of the Agreement of Sale and Acquisition of Business, aiming acquire the best juridical conditions to the Client, by a complete juridical perspective of the Business, which considers, as parts of the Agreement, juridical Mechanisms of protection concerning to: (a) clause of non-competition; (b) debts with suppliers and third service; (c) issues related to clients; (d) employees; (e) tax liabilities; (f) impacts, engendered by the Sale and Acquisition; (g) declarations of the parts about the accounting data of the Company(ies) which were audited; (h) conditions of Closing and of Payment; and other issues.

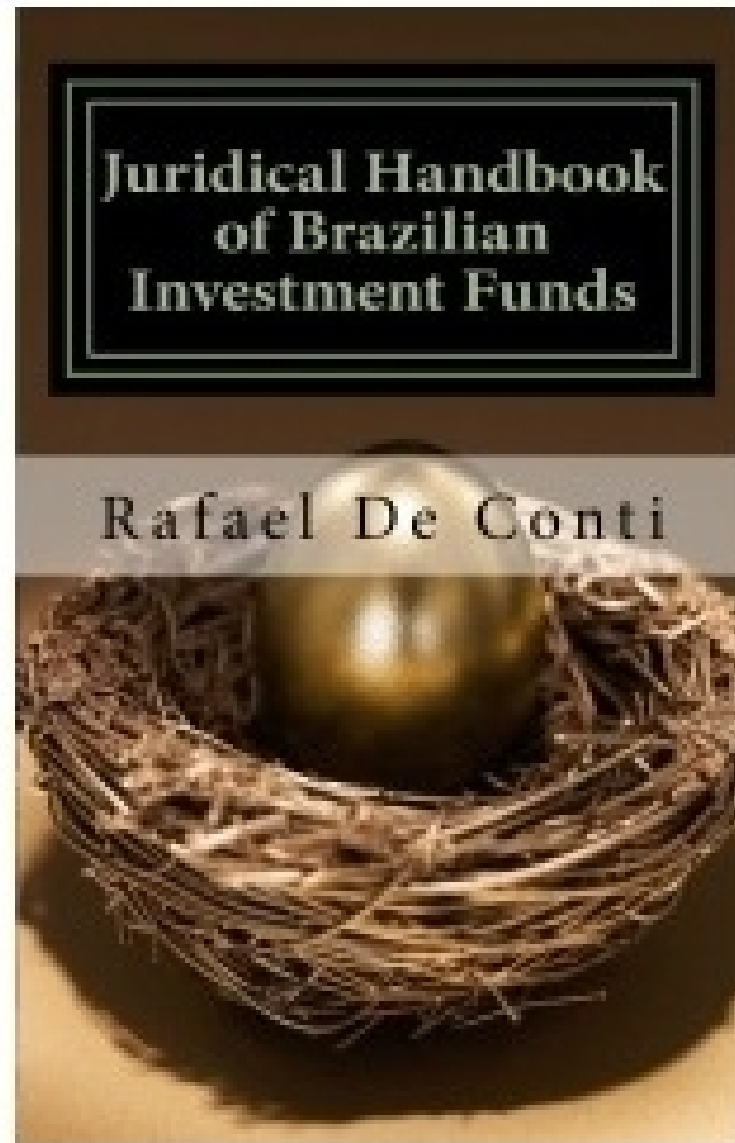
Private Equity (PE) & Venture Capital (VC): juridical acting since the structuring of the mechanisms which secure the investors, considering the situation of disinvestment of the investor.



Investment Funds

Setting Up and Development of Amendments to the Regulations and Prospectus of Investment Funds, Analysis and Negotiation with Service Providers, Disclosure of Information in accordance with market rules, structuring of Public Offerings, Development of minutes and juridical advice on General Meetings, Settlement and Closing of Funds, Operations of Merger, Split and Changes of Investment Funds, Advocacy in administrative procedures at the CVM (Securities and Exchange Commission of Brazil), Legal Advisory on Finance and Capital Market..

Amazon





ICT

We provide high specialized services on Privacy Policy, Data Protection, Cyber Law, Digital Law, Domain Issues, Software rights, Intellectual Property. IT Start-up, IT M&A.

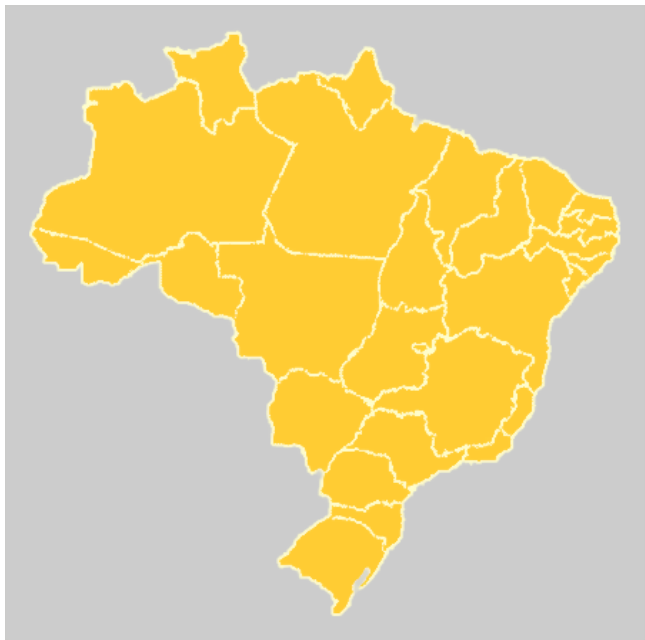
with www.secretositsolutions.com





Mining | Mineral

Start-up Mining Business. Legal services concerning taxation and corporate aspects of Mineral Business in Brazil as well as services related to Registry and Regulatory aspects.





Wealth Family

Provide juridical advice since issues regarding the matrimonial property regime until formation of Holding Companies for Succession Planning, constitute the services of De Conti Law Office on the area of Family Law & Sucession, always aiming, first, the protection of family assets.

Trust & Confidentiality



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