



TETAMANTI&CIA

CONTADORES - ABOGADOS - AUDITORES - CONSULTORES - FUSIONES Y ADQUISICIONES - PLANEAMIENTO IMPOSITIVO
C.P.A - LAWYERS - AUDITORS - CONSULTANTS - M&A - TAX PLANNING

Presentation

TETAMANTI & CO

Initially established in 1989, and after changes in its creation, TETAMANTI & CO is, today, an association of University Graduates operating in Advisory, Auditing, Accountancy and Legal Consultant Services.

Our portfolio includes outstanding domestic and international companies, financial institutions, Investment Funds, Trusts, and companies of the most diverse areas.

- ▶ Our Representation Services cover the entire territory of Argentina, and we also provide services throughout the whole American continent and several European countries, by our professional cooperation agreements.

- ▶ In our pursuit of excellence, we are in a position to offer our customers a wide variety of highly complex services, which are listed in our Web Site, www.tycompany.net

Investments

At TETAMANTI & CO our services in the Investment area include:

- ▶ Pre-feasibility and feasibility analysis of national and international investment projects.
- ▶ Corporate matters.
- ▶ Laws and regulations governing foreign investment in Argentina.
- ▶ Trade mark and patents registration.
- ▶ Technology transfer covenants.
- ▶ International agreements.
- ▶ Analysis of facility credit lines for investment projects.

Mergers & Acquisitions

- > Advisory services and management of merger procedures.
- > Acquisitions and liquidation of companies or corporate splits.
- > Reorganization of companies and the sale of majority stockholdings.

Value in Mergers and Acquisitions

Successful acquisitions are based, amongst other things, on the advantages of experience and know how. The participation of a team of highly trained professionals, with the required knowledge concerning the M & A subject matter, increases the probability of finding the best solutions for the problems arising from the feasibility, price or legal structuring of the deal.

Work teams:

Our team consists of trained specialists in the legal and tax aspects of M & A. TETAMANTI & CO 's services go beyond the verification of the financial advantages of decision to go-ahead with the transaction. We also provide comprehensive analysis regarding trends and future results, as well as collaboration in preparing pre sales agreements, and the follow up of issues arising after the deal is closed.

Advantages of working with us

- ▶ We are convinced that the purchasing party needs professional advice and trustworthy information.
- ▶ We give you an international view point provided by first class specialists and access to analysis techniques which may not be available within your organization.
- ▶ We provide an independent in depth evaluation of the records and financial perspectives of the company being purchased.
- ▶ Our services include a post closure follow up, during the transition period, until a new stable scenario develops.

Legal Advisory Services

Our services include:

Commercial Law

We offer services in the following: creation of corporations, changes in company by-laws, and the liquidation of corporations, the drafting of commercial and civil law contracts, and legal representation in Courts.

Tax Law

Legal advice on tax related affairs, and representation of our customers before the tax authorities and the Courts.

Labor Law and Social Security

Advice regarding the laws and executive orders that govern the Social Security System and Pension Schemes in Argentina, and representation of our customers before the pertinent authorities and the Courts.

Mediations

Advisory services linked to out-of-court settlements of controversies arising from the construction of clauses in contracts, or other disputes.

Customs Laws and Regulations

We offer legal advice concerning Argentina's foreign trade regulations as regards to imports, exports, special regimes, Custom's House classification of goods and valuations, anti dumping tariffs, audits regarding pricing and the nature of foreign trade transactions, and the representation of our customers before the Customs' authorities and the Courts.

Banking Law

Negotiation of financial contracts and drafting of documentation, advisory services regarding the technical regulations and standards required for financial institutions operating in Argentina, drafting of leasing contracts, issues of guarantees, the handling of administrative summary proceedings and the defense of our customers in the event of Argentine Central Bank sanctions for purported infringement of the banking laws and regulations.

Due Diligence

The Legal Area has a supporting team as regards to the civil and commercial aspects of audits prior to the acquisition of companies (due diligence). This includes laws and regulations governing Labor contracts, Social Security, Foreign Trade, and environmental protection.

e-Business

Advice regarding "dot.com" projects, and affairs arising from e-trade, legal protection of intangible e-commerce assets, security of data bases, and connected issues. Digital signatures.



Auditing

Through an efficient operating system, we are also able to provide permanent or circumstantial consultant services.

- ▶ Public corporations.
- ▶ Stock Market Operators.
- ▶ Financial institutions.
- ▶ Civil associations, Foundations, and Non profit organizations (ONG's).

Our attitude in this field goes beyond the provision of basic auditing services. When one of our customers faces unprecedented situations, our services are not limited to the analysis of the existing conditions. Our commitment is to take a proactive approach, helping to analyze the problem and develop the best solution.

Our strategy in auditing is to recognize the risks and specific circumstances in each particular case; our final objective is to give high added value through the supply of systems, tailor made for each individual client, aiming at the improvement in quality and productivity.

Company Law

Our services cover the following areas:

- ▶ Creation of domestic or international or international corporations.
Liquidation of companies.
- ▶ Contracts and individual shareholders' rights.
- ▶ Legal regime for shareholders.
- ▶ Registration of companies with the official controlling institutions.
- ▶ Trusts.
- ▶ Negotiation of shares or holdings in different types of companies.
- ▶ Increases of company equity, and its pertinent registration.
- ▶ Share allotment.
- ▶ Negotiation of shareholdings. Company take overs.
- ▶ Employee stock ownership plan.
- ▶ Side letters.
- ▶ Temporary joint ventures, known in Argentina as U.T.E.'s (Unión Transitoria de Empresas).

Consultant Services

Economic & Financial

In the present times, the achievement of specific goals in business has become a constant challenge. Speedy responses, the power to adapt to diverse circumstances and utmost efficiency are required. But mainly, efforts must be directed to the strategic requirements and creation of business opportunities. Our specialized outsourcing services will enable you to:

- ▶ Increase profitability through the reduction of costs, improving your company's competitive profile.
- ▶ Achieve a more flexible administrative structure in the light of changes in the economic environment.
- ▶ Increase efficiency by assigning resources to core business.
- ▶ Maximize confidentiality.

Therefore, our first task is the assessment of your business' features, your information requirements, the degree of third party controls and the delegation built in to your chain of command structures. This assessment enables us to prepare a work program, tailor made to your specific requirements, which can be implemented simultaneously at our offices and/or at your business premises.

Therefore, our consultant services include:

- ▶ Market research.
- ▶ Pricing and cost structure analysis.
- ▶ Marketing policies and the logistics of distribution.
- ▶ Distribution systems through:

- ▶ Agents.
- ▶ Distributors.
- ▶ Commercial franchising.
- ▶ Goodwill.



Reorganization and Bankruptcy

- ▶ File drafting for reorganization proceedings.
- ▶ Restructuring of company liabilities through private agreements.
- ▶ Financial statements prior to default of payments.
- ▶ Legal approval of claims in receiverships and bankruptcies.
- ▶ General reports in receiverships and bankruptcies.
- ▶ Repayment and debt restructuring proposals.
- ▶ Economic Groups. Extension of effects of Receiverships and Bankruptcies.
- ▶ Definite projected distribution of assets.

Tax Planning

Detailed tax planning and its correct implementation are an essential part of a well conceived business strategy.

We have an in depth knowledge of tax laws and regulations, on which basis we can offer our customers a wide variety of services, ensuring their compliance with their tax commitments, whilst obtaining the maximum benefits available under current regulations.

We pinpoint potential tax problems before they arise, and propose the pertinent solutions. We maintain close contact with our customers, monitoring their future development plans, proposing specific strategies regarding taxation, advising them immediately of the changes in laws and regulations that affect their operations.

We have extensive experience in assisting local and international companies, enabling them to be more effective and efficient in the management of their tax liabilities.



Finance

Corporate Financial Services

Our services are an answer to our clients' requirements, which grow at a dizzying speed due to the development of global markets. We help them to do business in this domestic and international scenario. Our professional expertise enables us to assist our customers in their requirements, adapting to time constraints, the use of different currencies, and circumventing language and cultural barriers.

If you have decided to sell your company

Do you really know what your company is worth? And what is it worth to whom?

Who can assist and guide you through the difficult process of disposing of your assets, with the maximum confidentiality, and with a minimum interference in your day to day transactions?

You and your group of executives ...

Have you identified, or would you like to identify a candidate to buy your business, or to transform him into a partner, enabling you to broaden your business horizons?

If you haven't you will have to resort to a team of experienced professionals, to assist in your negotiations, to identify trouble areas, propose settlements, prepare strategies, and obtain the resources to finance or post finance the whole process.

You can choose between different organizations that can offer these services but, which one can offer maximum effort, quality, and international experience?

You should increase your capital ...

But you may have a problem because your company's structure is inadequate in the face of the presentations required by investment banks or by partners who could provide the financial resources.

You are not certain how much capital is required, or perhaps you could obtain long term finance, avoiding the immediate sale of stock, whilst your project gets underway, and the value of the stock rises. Which organization, whilst ensuring a complete lack of interest in financing the deal, or organizing your business, can assist you in determining which are your best options?

Your Group needs some type of financial assistance, such as, Debt restructuring, Turnaround, Strategic Financial Planning and Securitization



Outsourcing

TETAMANTI & CO offers a wide variety of services to companies who wish to outsource services, specific areas, or administrative procedures, etc.

Our customers are companies who wish to focus on production and/or sales and wish to outsource the procedures pertaining to administration, and management services.

This modern approach is used by both large and small companies, and those that are in the initial (investment) stage of their operation.

The services provided by TETAMANTI & CO include:

- ▶ Creation and registration of domestic and international companies.
- ▶ Organization and design of Account Planning, and the pertinent Administrative Circuits and Accounting Systems.
- ▶ Preparation of weekly or monthly reports, to be used in the decision making process.
- ▶ Liquidation of payroll and social security payments.
- ▶ Liquidation of the applicable tax payments, preparation of sworn statements, and tax planning.
- ▶ Cash management, including investments, collections from customers and payments to suppliers.
- ▶ Handling of third party deposits, including warehouses in Customs Free Zones.
- ▶ ED processing.

Attention Areas

National:

- ▶ Republic of Argentina
Countries members of Mercosur

International:

- ▶ United States:
Washington
Miami
Mexico DF
New York
Los Angeles

International:

- ▶ Europe:
London
Paris
Lichtenstein
Madrid
Geneva
Rome
- ▶ Other Countries:
China
New Zealand

Foreign Trade

In the current economic situation, and the one foreseen for the coming years, there is little doubt that the progressive increase in foreign trade transactions will be the mainstay of many companies' recovery and profitability.

In this area, our services include:

- ▶ Handling of all banking documentation.
- ▶ Logistics of transportation.
- ▶ Commercial and industrial supplies.
- ▶ Legal and commercial representations of domestic and international companies.
- ▶ The structuring and development of undertakings in MERCOSUR.
- ▶ Diagnosis of procedures used in foreign trade operations.
- ▶ Interpretation, Follow up and implementation of regulations concerning foreign trade.
- ▶ Assistance in internal auditing procedures concerning the operation and administration of foreign trade. Identification of inefficiencies, due to either internal or external causes.
- ▶ Maximization of up dated foreign trade regulatory benefits, and assistance in the recovery of tax deductions or other benefits.
- ▶ Support and follow up of presentations made to the authorities, both on an individual basis or as members of Chambers of Commerce.
- ▶ The handling or follow up of administrative summary proceedings, contentious clause disputes and/or law suits originating from foreign trade operations.

T&CO

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